HERITAGE COMMERCE CORP
Form 10-Q
August 07, 2018
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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 June 30, 2018

OR

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 23877

Heritage Commerce Corp

(Exact name of Registrant as Specified in its Charter)

California	77 0469558
(State or Other Jurisdiction of Incorporation or Organization)	(I.R.S. Employer Identification No.)
150 Almaden Boulevard, San Jose, California	95113
(Address of Principal Executive Offices)	(Zip Code)

(408) 947 6900

(Registrant's Telephone Number, Including Area Code)

N/A

(Former Name, Former Address and Former Fiscal Year, if Changed Since Last Report)

Indicate by check mark whether the registrant (1) has filed all reports required to be filed by Section 13 or 15(d) of the Securities Exchange Act of 1934 during the preceding 12 months (or for such shorter period that the registrant was required to file such reports), and (2) has been subject to such filing 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, a smaller reporting company, or an emerging growth company. See the definitions of "large accelerated filer," "accelerated filer," "smaller reporting company," and "emerging growth company" in Rule 12b-2 of the Exchange Act.

Large accelerated filer	Accelerated filer	Non accelerated filer (Do not check if a smaller reporting company)	Smaller reporting company
			Emerging growth company

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

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

The Registrant had 43,222,184 shares of Common Stock outstanding on July 30, 2018.

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HERITAGE COMMERCE CORP

QUARTERLY REPORT ON FORM 10 Q

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Cautionary Note Regarding Forward Looking Statements

This Report on Form 10 Q contains various statements that may constitute forward looking statements within the meaning of Section 27A of the Securities Act of 1933, as amended, Rule 175 promulgated thereunder, and Section 21E of the Securities Exchange Act of 1934, as amended, Rule 3b 6 promulgated thereunder and are intended to be covered by the safe harbor provisions of the Private Securities Litigation Reform Act of 1995. Any statements about our expectations, beliefs, plans, objectives, assumptions or future events or performance are not historical facts and may be forward looking. These forward looking statements often can be, but are not always, identified by the use of words such as "assume," "expect," "intend," "plan," "project," "believe," "estimate," "predict," "anticipate," "may," "might "could," "goal," "potential" and similar expressions. We base these forward looking statements on our current expectations and projections about future events, our assumptions regarding these events and our knowledge of facts at the time the statements are made. These statements include statements relating to our projected growth, anticipated future financial performance, and management's long term performance goals, as well as statements relating to the anticipated effects on results of operations and financial condition.

These forward looking statements are subject to various risks and uncertainties that may be outside our control and our actual results could differ materially from our projected results. In addition, our past results of operations do not necessarily indicate our future results. The forward looking statements could be affected by many factors, including but not limited to:

· current and future economic and market conditions in the United States generally or in the communities we serve, including the effects of declines in property values, high unemployment rates and overall slowdowns in economic growth should these events occur;

effects of and changes in trade, monetary and fiscal policies and laws, including the interest rate policies of the Federal Open Market Committee of the Federal Reserve Board;

changes in inflation, interest rates, and market liquidity which may impact interest margins and impact funding sources;

volatility in credit and equity markets and its effect on the global economy;

changes in the competitive environment among financial or bank holding companies and other financial service providers;

changes in consumer and business spending and saving habits and the related effect on our ability to increase assets and to attract deposits;

our ability to develop and promote customer acceptance of new products and services in a timely manner;

risks associated with concentrations in real estate related loans;

other than temporary impairment charges to our securities portfolio;

changes in the level of nonperforming assets and charge offs and other credit quality measures, and their impact on the adequacy of the Company's allowance for loan losses and the Company's provision for loan losses;

- increased capital requirements for our continual growth or as imposed by banking regulators, which may require us to raise capital at a time when capital is not available or favorable terms or at all;

regulatory limits on Heritage Bank of Commerce's ability to pay dividends to the Company;

changes in our capital management policies, including those regarding business combinations, dividends, and share repurchases, among others;

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operational issues stemming from, and/or capital spending necessitated by, the potential need to adapt to industry changes in information technology systems, on which we are highly dependent;

our ability to keep pace with technological changes, including our ability to identify and address cyber-security risks such as data security breaches, “denial of service” attacks, “hacking” and identity theft;

inability of our framework to manage risks associated with our business, including operational risk and credit risk;

risks of loss of funding of Small Business Administration or SBA loan programs, or changes in those programs;

compliance with governmental and regulatory requirements, including the Dodd-Frank Act and others relating to banking, consumer protection, securities , accounting and tax matters;

significant changes in applicable laws and regulations, including those concerning taxes, banking and securities;

effect of changes in accounting policies and practices, as may be adopted by the regulatory agencies, as well as the Public Company Accounting Oversight Board, the Financial Accounting Standards Board and other accounting standard setters;

costs and effects of legal and regulatory developments, including resolution of legal proceedings or regulatory or other governmental inquiries, and the results of regulatory examinations or reviews;

availability of and competition for acquisition opportunities;

risks resulting from domestic terrorism;

risks of natural disasters (including earthquakes) and other events beyond our control;

· fully realizing cost savings and other benefits, and/or business disruption following the mergers of Tri-Valley Bank and United American Bank; and

our success in managing the risks involved in the foregoing factors.

Forward-looking statements speak only as of the date they are made. The Company does not undertake to update forward-looking statements to reflect circumstances or events that occur after the date the forward-looking statements are made or to reflect the occurrence of unanticipated events. You should consider any forward looking statements in light of this explanation, and we caution you about relying on forward-looking statements.

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Part I—FINANCIAL INFORMATION

ITEM 1—CONSOLIDATED FINANCIAL STATEMENTS (UNAUDITED)

HERITAGE COMMERCE CORP

CONSOLIDATED BALANCE SHEETS (Unaudited)

	June 30, 2018	December 31, 2017
	(Dollars in thousands)	
Assets		
Cash and due from banks	$ 46,340	$ 31,681
Other investments and interest-bearing deposits in other financial institutions	177,448	284,541
Total cash and cash equivalents	223,788	316,222
Securities available-for-sale, at fair value	335,923	391,852
Securities held-to-maturity, at amortized cost (fair value of $375,320 at June 30, 2018 and $394,292 at December 31, 2017)	388,603	398,341
Loans held-for-sale - SBA, at lower of cost or fair value, including deferred costs	5,745	3,419
Loans, net of deferred fees	1,956,633	1,582,667
Allowance for loan losses	(26,664)	(19,658)
Loans, net	1,929,969	1,563,009
Federal Home Loan Bank and Federal Reserve Bank stock and other investments, at cost	22,865	17,911
Company-owned life insurance	61,414	60,814
Premises and equipment, net	7,355	7,353
Goodwill	84,417	45,664
Other intangible assets	12,293	5,589
Accrued interest receivable and other assets	50,835	33,278
Total assets	$ 3,123,207	$ 2,843,452
Liabilities and Shareholders' Equity		
Liabilities:		
Deposits:		
Demand, noninterest-bearing	$ 1,002,053	$ 989,753
Demand, interest-bearing	683,805	601,929
Savings and money market	827,304	684,131
Time deposits - under $250	72,030	51,710
Time deposits - $250 and over	81,379	138,634

CDARS - interest-bearing demand, money market and time deposits	17,048	16,832
Total deposits	2,683,619	2,482,989
Subordinated debt, net of issuance costs	39,275	39,183
Accrued interest payable and other liabilities	54,044	50,041
Total liabilities	2,776,938	2,572,213
Shareholders' equity:		
Preferred stock, no par value; 10,000,000 shares authorized; none issued and outstanding at June 30, 2018 and December 31, 2017	—	—
Common stock, no par value; 60,000,000 shares authorized; 43,222,184 shares issued and outstanding at June 30, 2018 and 38,200,883 shares issued and outstanding at December 31, 2017	299,224	218,355
Retained earnings	62,911	62,136
Accumulated other comprehensive loss	(15,866)	(9,252)
Total shareholders' equity	346,269	271,239
Total liabilities and shareholders' equity	$ 3,123,207	$ 2,843,452

See notes to unaudited consolidated financial statements

HERITAGE COMMERCE CORP

CONSOLIDATED STATEMENTS OF INCOME (Unaudited)

	Three Months Ended June 30,		Six Months Ended June 30,	
	2018	2017	2018	2017
	(Dollars in thousands, except per share amounts)			
Interest income:				
Loans, including fees	$ 26,355	$ 21,207	$ 48,639	$ 41,605
Securities, taxable	3,767	3,442	7,629	6,319
Securities, exempt from Federal tax	560	565	1,120	1,131
Other investments, interest-bearing deposits in other financial institutions and Federal funds sold	1,298	893	2,469	1,749
Total interest income	31,980	26,107	59,857	50,804
Interest expense:				
Deposits	1,239	946	2,197	1,817
Subordinated debt	577	228	1,148	228
Total interest expense	1,816	1,174	3,345	2,045
Net interest income before provision for loan losses	30,164	24,933	56,512	48,759
Provision for loan losses	7,198	(46)	7,704	275
Net interest income after provision for loan losses	22,966	24,979	48,808	48,484
Noninterest income:				
Service charges and fees on deposit accounts	972	801	1,874	1,541
Increase in cash surrender value of life insurance	237	420	600	842
Gain on sales of SBA loans	80	164	315	488
Servicing income	189	205	370	490
Gain (loss) on sales of securities	179	—	266	(6)
Other	1,123	703	1,550	1,233
Total noninterest income	2,780	2,293	4,975	4,588
Noninterest expense:				
Salaries and employee benefits	14,806	9,209	24,583	18,695
Occupancy and equipment	1,262	1,216	2,368	2,284
Professional fees	(289)	673	395	1,744
Other	9,083	4,156	13,506	7,859
Total noninterest expense	24,862	15,254	40,852	30,582
Income before income taxes	884	12,018	12,931	22,490
Income tax (benefit) expense	(31)	4,569	3,207	8,503
Net income	$ 915	$ 7,449	$ 9,724	$ 13,987
Earnings per common share:				

Basic	$ 0.02	$ 0.20	$ 0.24	$ 0.37
Diluted	$ 0.02	$ 0.19	$ 0.24	$ 0.36

See notes to unaudited consolidated financial statements

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HERITAGE COMMERCE CORP

CONSOLIDATED STATEMENTS OF COMPREHENSIVE INCOME (Unaudited)

	Three Months Ended June 30,		Six Months Ended June 30,	
	2018	2017	2018	2017
	(Dollars in thousands)			
Net income	$ 915	$ 7,449	$ 9,724	$ 13,987
Other comprehensive income:				
Change in net unrealized holding (losses) gains on available-for-sale securities and I/O strips	(1,144)	1,591	(9,129)	2,436
Deferred income taxes	332	(668)	2,647	(1,023)
Change in net unamortized unrealized gain on securities available-for-sale that were reclassified to securities held-to-maturity	(11)	(13)	(22)	(26)
Deferred income taxes	3	6	6	11
Reclassification adjustment for losses (gains) realized in income	(179)	—	(266)	6
Deferred income taxes	53	—	79	(2)
Change in unrealized (losses) gains on securities and I/O strips, net of deferred income taxes	(946)	916	(6,685)	1,402
Change in net pension and other benefit plan liability adjustment	51	38	101	77
Deferred income taxes	(15)	(16)	(30)	(32)
Change in pension and other benefit plan liability, net of deferred income taxes	36	22	71	45
Other comprehensive (loss) income	(910)	938	(6,614)	1,447
Total comprehensive income	$ 5	$ 8,387	$ 3,110	$ 15,434

See notes to unaudited consolidated financial statements

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HERITAGE COMMERCE CORP

CONSOLIDATED STATEMENTS OF CHANGES IN SHAREHOLDERS' EQUITY (Unaudited)

	Six Months Ended June 30, 2018 and 2017				
	Common Stock		Retained	Accumulated Other Comprehensive	Total Shareholders'
	Shares	Amount	Earnings	Loss	Equity
	(Dollars in thousands)				
Balance, January 1, 2017	37,941,007	$ 215,237	$ 52,527	$ (7,914)	$ 259,850
Net income	—	—	13,987	—	13,987
Other comprehensive income	—	—	—	1,447	1,447
Issuance of restricted stock awards, net	81,886	—	—	—	—
Amortization of restricted stock awards, net of forfeitures	—	450	—	—	450
Cash dividend declared $0.20 per share	—	—	(7,604)	—	(7,604)
Stock option expense, net of fortfeitures and taxes	—	441	—	—	441
Stock options exercised	97,370	660	—	—	660
Balance, June 30, 2017	38,120,263	$ 216,788	$ 58,910	$ (6,467)	$ 269,231
Balance, January 1, 2018	38,200,883	$ 218,355	$ 62,136	$ (9,252)	$ 271,239
Net income	—	—	9,724	—	9,724
Other comprehensive loss	—	—	—	(6,614)	(6,614)
Issuance of common shares to acquire Tri-Valley Bank	1,889,613	30,725	—	—	30,725
Issuance of common shares to acquire United American Bank	2,826,032	47,280	—	—	47,280
Issuance of restricted stock awards, net	97,818	—	—	—	—
Amortization of restricted stock awards, net of forfeitures	—	511	—	—	511
Cash dividend declared $0.22 per share	—	—	(8,949)	—	(8,949)
Stock option expense, net of forfeitures and taxes	—	351	—	—	351
Stock options exercised	207,838	2,002	—	—	2,002

Balance, June 30, 2018	43,222,184	$ 299,224	$ 62,911	$ (15,866)	$ 346,269

See notes to unaudited consolidated financial statements

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HERITAGE COMMERCE CORP

CONSOLIDATED STATEMENTS OF CASH FLOWS (Unaudited)

	Six Months Ended June 30,	
	2018	2017
	(Dollars in thousands)	
CASH FLOWS FROM OPERATING ACTIVITIES:		
Net income	$ 9,724	$ 13,987
Adjustments to reconcile net income to net cash provided by operating activities:		
Amortization of discounts and premiums on securities	2,120	2,079
(Gain) loss on sale of securities available-for-sale	(266)	6
Gain on sale of SBA loans	(315)	(488)
Proceeds from sale of SBA loans originated for sale	4,139	6,133
SBA loans originated for sale	(6,150)	(6,051)
Provision for loan losses	7,704	275
Increase in cash surrender value of life insurance	(600)	(842)
Depreciation and amortization	380	385
Amortization of other intangible assets	705	787
Stock option expense, net	351	441
Amortization of restricted stock awards, net	511	450
Amortization of subordinated debt issuance costs	92	—
Effect of changes in:		
Accrued interest receivable and other assets	(2,724)	1,340
Accrued interest payable and other liabilities	1,004	(1,385)
Net cash provided by operating activities	16,675	17,117
CASH FLOWS FROM INVESTING ACTIVITIES:		
Purchase of securities available-for-sale	(15,193)	(87,612)
Purchase of securities held-to-maturity	(16,906)	(62,594)
Maturities/paydowns/calls of securities available-for-sale	30,343	25,788
Maturities/paydowns/calls of securities held-to-maturity	25,655	19,795
Proceeds from sales of securities available-for-sale	94,291	6,536
Net change in loans	(38,218)	(61,293)
Changes in Federal Home Loan Bank stock and other investments	(2,132)	(2,103)
Purchase of premises and equipment	(32)	(490)
Cash received in bank acquisition, net of cash paid	36,028	—
Net cash provided (used in) by investing activities	113,836	(161,973)
CASH FLOWS FROM FINANCING ACTIVITIES:		
Net change in deposits	(215,998)	112,591
Issuance of subordinated debt, net of issuance costs	—	39,119
Exercise of stock options	2,002	660

Payment of cash dividends	(8,949)	(7,604)
Net cash (used in) provided by financing activities	(222,945)	144,766
Net decrease in cash and cash equivalents	(92,434)	(90)
Cash and cash equivalents, beginning of period	316,222	266,103
Cash and cash equivalents, end of period	$ 223,788	$ 266,013
Supplemental disclosures of cash flow information:		
Interest paid	$ 3,306	$ 1,842
Income taxes paid	8,663	8,086
Supplemental schedule of non-cash investing activity:		
Due to broker for securities purchased	$ —	$ 2,391
Transfer of loans held-for-sale to loan portfolio	—	2,391
Loans transferred to foreclosed assets		—
Summary of assets acquired and liabilities assumed through acquisitions:		
Cash and cash equivalents, net of cash paid	$ 36,028	$ —
Securities avaiable-for-sale	63,723	—
Net loans	336,446	—
Premises and equipment, net	350	—
Goodwill	38,753	—
Other intangible assets	7,409	
Other assets, net	15,016	—
Deposits	(416,628)	—
Other borrowings	(62)	—
Other liabilities	(3,030)	—
Common stock issued to acquire Tri-Valley and United American Bank	78,005	—

See notes to unaudited consolidated financial statements

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HERITAGE COMMERCE CORP

NOTES TO UNAUDITED CONSOLIDATED FINANCIAL STATEMENTS

June 30, 2018

(Unaudited)

1) Basis of Presentation

The unaudited consolidated financial statements of Heritage Commerce Corp (the “Company” or “HCC”) and its wholly owned subsidiary, Heritage Bank of Commerce (“HBC”), have been prepared pursuant to the rules and regulations for reporting on Form 10-Q. Accordingly, certain information and notes required by accounting principles generally accepted in the United States of America (“GAAP”) for annual financial statements are not included herein. The interim statements should be read in conjunction with the consolidated financial statements and notes that were included in the Company’s Form 10-K for the year ended December 31, 2017.

HBC is a commercial bank serving customers primarily located in Santa Clara, Alameda, Contra Costa, and San Benito counties of California. CSNK Working Capital Finance Corp. a California corporation, dba Bay View Funding (“Bay View Funding”) is a wholly owned subsidiary of HBC, and provides business-essential working capital factoring financing to various industries throughout the United States. No customer accounts for more than 10% of revenue for HBC or the Company. The Company reports its results for two segments: banking and factoring. The Company’s management uses segment results in its operating and strategic planning.

In management’s opinion, all adjustments necessary for a fair presentation of these consolidated financial statements have been included and are of a normal and recurring nature. All intercompany transactions and balances have been eliminated.

The preparation of financial statements in conformity with GAAP requires management to make estimates and assumptions that affect the reported amounts of assets and liabilities and disclosure of contingent assets and liabilities at the date of the consolidated financial statements and the reported amounts of revenues and expenses during the reporting periods. Actual results could differ significantly from these estimates.

The results for the three and six months ended June 30, 2018 are not necessarily indicative of the results expected for any subsequent period or for the entire year ending December 31, 2018.

Business Combinations

The Company accounts for acquisitions of businesses using the acquisition method of accounting. Under the acquisition method, assets acquired and liabilities assumed are recorded at their estimated fair values at the date of acquisition. Management utilizes various valuation techniques including discounted cash flow analyses to determine these fair values. Any excess of the purchase price over amounts allocated to the acquired assets, including identifiable intangible assets, and liabilities assumed is recorded as goodwill.

Goodwill and Other Intangible Assets

Goodwill resulted from the acquisition of Tri-Valley Bank ("Tri-Valley") on April 6, 2018 and United American Bank ("United American") on May 4, 2018, and from acquisitions in prior years. Goodwill represents the excess of the purchase price over the fair value of acquired tangible assets and liabilities and identifiable intangible assets. Goodwill is assessed at least annually for impairment and any such impairment is recognized in the period identified.

Other intangible assets consist of core deposit intangible assets and a below market value lease intangible asset, arising from the United American and Tri-Valley acquisitions. They are initially measured at fair value and then are amortized over their estimated useful lives. The core deposits intangible assets from the acquisitions of United American and Tri-Valley are being amortized on an accelerated method over ten years. The below market value lease intangible assets are being amortized on the straight line method over three years for United American and eleven years for Tri-Valley.

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Reclassifications

Certain reclassifications of prior year balances have been made to conform to the current year presentation. These reclassifications had no impact on the Company's consolidated financial position, results of operations or net change in cash and cash equivalents.

Adoption of New Accounting Standards

In May 2014, the Financial Accounting Standards Board ("FASB") issued Accounting Standards Update ("ASU") 2014-09, "Revenue from Contracts with Customers", which requires an entity to recognize the amount of revenue to which it expects to be entitled for the transfer of promised goods or services to customers. The standard replaces most existing revenue recognition guidance in GAAP. The new standard was effective for the Company on January 1, 2018. Adoption of the standard did not have a material impact on the Company's consolidated financial statements and related disclosures as the Company's primary sources of revenues are derived from interest and dividends earned on loans, investment securities, and other financial instruments that are not within the scope of the standard. The Company's revenue recognition pattern for revenue streams within the scope of the standard, including but not limited to service charges on deposit accounts and gains/losses on the sale of other real estate owned ("OREO"), did not change significantly from current practice. The standard permits the use of either the full retrospective or modified retrospective transition method. The Company elected to use the modified retrospective transition method which requires application of the standard to uncompleted contracts at the date of adoption however, periods prior to the date of adoption were not retrospectively revised as the impact of the standard on uncompleted contracts at the date of adoption was not material. See Note 15 – Revenue Recognition for more information.

In January 2016, the FASB issued ASU No. 2016-01, "Financial Instruments – Overall: Recognition and Measurement of Financial Assets and Financial Liabilities." The guidance affects the accounting for equity investments, financial liabilities under the fair value option and the presentation and disclosure requirements of financial instruments. The standard was effective for the Company on January 1, 2018 and resulted in the use of an exit price rather than an entrance price to determine the fair value of financial instruments not measured at fair value on a non-recurring basis in the consolidated balance sheets. See Note 10 – Fair Value regarding the valuation of the loan portfolio.

In March 2017, the FASB issued ASU 2017-07, Improving the Presentation of Net Periodic Pension Cost and Net Periodic Postretirement Benefit Cost. The standard amended existing guidance to improve the presentation of net periodic pension cost and net periodic postretirement benefit cost. The amendments require that an employer report the service cost component in the same line item or items as other compensation costs arising from services rendered by the pertinent employees during the period. The other components of net benefit costs are required to be presented in the income statement separately from the service cost component and outside a subtotal of income from operations, if one is presented. The amendments allow only the service cost component to be eligible for capitalization. The Company adopted the new guidance on January 1, 2018, and there was no material impact to the financial statements.

Newly Issued, but not yet Effective Accounting Standards

In February 2016, the FASB issued ASU No. 2016-02, Leases. The standard requires a lessee to recognize assets and liabilities on the balance sheet for leases with lease terms greater than 12 months. A lessee should recognize in the statement of financial position a liability to make lease payments (the lease liability) and a right of use asset representing its right to use the underlying asset for the lease term. When measuring assets and liabilities arising from a lease, a lessee (and a lessor) should include payments to be made in optional periods only if the lessee is reasonably certain to exercise an option to extend the lease or not to exercise an option to terminate the lease. Similarly, optional payments to purchase the underlying asset should be included in the measurement of lease assets and lease liabilities only if the lessee is reasonably certain to exercise that purchase option. Reasonably certain is a high threshold that is consistent with and intended to be applied in the same way as the reasonably assured threshold in the previous leases guidance. In addition, also consistent with the previous leases guidance, a lessee (and a lessor) should exclude most variable lease payments in measuring lease assets and lease liabilities, other than those that depend on an index or a rate or are in substance fixed payments. For leases with a term of 12 months or less, a lessee is permitted to make an accounting policy election by class of underlying asset not to recognize lease assets and lease liabilities. If a lessee makes this election, it should recognize lease expense for such leases generally on a straight line basis over the lease term. The new guidance is effective for fiscal years, and interim periods within those years, beginning after December 15, 2018, and early adoption is permitted. We are

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currently evaluating the provisions of this ASU and have determined that the provisions of ASU No. 2016-02 will result in an increase in assets to recognize the present value of the lease obligations with a corresponding increase in liabilities; however, we do not expect this to have a material impact to the Company's results of operations or cash flows.

In June 2016, the FASB issued ASU No. 2016-13, Financial Instruments—Credit Losses: Measurement of Credit Losses on Financial Instruments. The standard is the final guidance on the new current expected credit loss ("CECL") model. The amendments in this update replace the incurred loss impairment methodology in current GAAP with a methodology that reflects expected credit losses and requires consideration of a broader range of reasonable and supportable information to estimate future credit loss estimates. As CECL encompasses all financial assets carried at amortized cost, the requirement that reserves be established based on an organization's reasonable and supportable estimate of expected credit losses extends to held-to-maturity debt securities. The update amends the accounting for credit losses on available for sale securities, whereby credit losses will be presented as an allowance as opposed to a write down. In addition, CECL will modify the accounting for purchased loans with credit deterioration since origination, so that reserves are established at the date of acquisition for purchased loans. Lastly, the amendment requires enhanced disclosures on the significant estimates and judgments used to estimate credit losses, as well as on the credit quality and underwriting standards of an organization's portfolio. These disclosures require organizations to present the currently required credit quality disclosures disaggregated by the year of origination or vintage. The guidance allows for a modified retrospective approach with a cumulative effect adjustment to the balance sheet upon adoption (charge to retained earnings instead of the income statement). The new guidance is effective for public business entities for fiscal years, and interim periods within those years, beginning after December 15, 2019, and early adoption is permitted. We have formed a committee that is assessing our data and system needs and are evaluating the impact of adopting the new guidance. The committee has also selected a vendor to assist in generating loan level cash flows and disclosures. We expect to recognize a one-time cumulative effect adjustment to the allowance for loan losses as of the beginning of the first reporting period in which the new standard is effective, but cannot yet determine the magnitude of any such one-time adjustment or the overall impact of the new guidance on the consolidated financial statements.

In January 2017, the FASB issued accounting standards ASU No. 2017-04, Simplifying the Test for Goodwill Impairment. The provisions of the update eliminate the existing second step of the goodwill impairment test which provides for the allocation of reporting unit fair value among existing assets and liabilities, with the net remaining amount representing the implied fair value of goodwill. In replacement of the existing goodwill impairment rule, the update will provide that impairment should be recognized as the excess of any of the reporting unit's goodwill over the fair value of the reporting unit. Under the provisions of this update, the amount of the impairment is limited to the carrying value of the reporting unit's goodwill. For public business entities that are SEC filers, the amendments of the update will become effective in fiscal years beginning after December 15, 2019. Management does not expect the requirements of this update to have a material impact on the Company's financial position, results of operations or cash flows.

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2) Shareholders' Equity and Earnings Per Share

Basic earnings per common share is computed by dividing net income by the weighted average common shares outstanding. Diluted earnings per share reflect potential dilution from outstanding stock options using the treasury stock method. There were 305,500 and 369,606 stock options for the three months ended June 30, 2018 and 2017, and 318,606 and 369,500 for the six months ended June 30, 2018 and 2017, respectively, considered to be antidilutive and excluded from the computation of diluted earnings per share. A reconciliation of these factors used in computing basic and diluted earnings per common share is as follows:

	Three Months Ended June 30,		Six Months Ended June 30,	
	2018	2017	2018	2017
	(Dollars in thousands, except per share amounts)			
Net income	$ 915	$ 7,449	$ 9,724	$ 13,987
Weighted average common shares outstanding for basic earnings per common share	41,925,616	38,070,042	40,083,056	38,014,020
Dilutive effect of stock options outstanding, using the treasury stock method	583,058	509,092	577,027	521,995
Shares used in computing diluted earnings per common share	42,508,674	38,579,134	40,660,083	38,536,015
Basic earnings per share	$ 0.02	$ 0.20	$ 0.24	$ 0.37
Diluted earnings per share	$ 0.02	$ 0.19	$ 0.24	$ 0.36

3) Accumulated Other Comprehensive Income (Loss) ("AOCI")

The following table reflects the changes in AOCI by component for the periods indicated:

	Three Months Ended June 30, 2018 and 2017
	Unamortized
	Unrealized

	Unrealized Gains (Losses) on Available-for-Sale Securities and I/O Strips(1)	Gain on Available-for-Sale Securities Reclassified to Held-to-Maturity	Defined Benefit Pension Plan Items	Total
	(Dollars in thousands)			
Beginning balance April 1, 2018, net of taxes	$ (6,093)	$ 367	$ (9,230)	$ (14,956)
Other comprehensive income (loss) before reclassification, net of taxes	(812)	—	(4)	(816)
Amounts reclassified from other comprehensive income (loss), net of taxes	(126)	(8)	40	(94)
Net current period other comprehensive income (loss), net of taxes	(938)	(8)	36	(910)
Ending balance June 30, 2018, net of taxes	$ (7,031)	$ 359	$ (9,194)	$ (15,866)
Beginning balance April 1, 2017, net of taxes	$ (46)	$ 328	$ (7,687)	$ (7,405)
Other comprehensive income (loss) before reclassification, net of taxes	923	—	(8)	915
Amounts reclassified from other comprehensive income (loss), net of taxes	—	(7)	30	23
Net current period other comprehensive income (loss), net of taxes	923	(7)	22	938
Ending balance June 30, 2017, net of taxes	$ 877	$ 321	$ (7,665)	$ (6,467)

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	Six Months Ended June 30, 2018 and 2017			
	Unrealized Gains (Losses) on Available-for-Sale Securities and I/O Strips	Unamortized Unrealized Gain on Available-for-Sale Securities Reclassified to Held-to-Maturity	Defined Benefit Pension Plan Items	Total
	(Dollars in thousands)			
Beginning balance January 1, 2018, net of taxes	$ (362)	$ 375	$ (9,265)	$ (9,252)
Other comprehensive (loss) before reclassification, net of taxes	(6,482)	—	(9)	(6,491)
Amounts reclassified from other comprehensive (loss) income, net of taxes	(187)	(16)	80	(123)
Net current period other comprehensive (loss) income, net of taxes	(6,669)	(16)	71	(6,614)
Ending balance June 30, 2018, net of taxes	$ (7,031)	$ 359	$ (9,194)	$ (15,866)
Beginning balance January 1, 2017, net of taxes	$ (540)	$ 336	$ (7,710)	$ (7,914)
Other comprehensive income (loss) before reclassification, net of taxes	1,413	—	(15)	1,398
Amounts reclassified from other comprehensive income (loss), net of taxes	4	(15)	60	49
Net current period other comprehensive income (loss), net of taxes	1,417	(15)	45	1,447
Ending balance June 30, 2017, net of taxes	$ 877	$ 321	$ (7,665)	$ (6,467)

Details About AOCI Components	Amounts Reclassified from AOCI(1) Three Months Ended June 30, 2018	2017	Affected Line Item Where Net Income is Presented
	(Dollars in thousands)		
Unrealized gains on available-for-sale securities and I/O strips	$ 179	$ —	Gain (loss) on sales of securities
	(53)	—	Income tax expense
	126	—	Net of tax
Amortization of unrealized gain on securities available-for-sale that were reclassified to securities			

held-to-maturity			Interest income on taxable
	11	13	securities
	(3)	(6)	Income tax expense
	8	7	Net of tax
Amortization of defined benefit pension plan items (1)			
Prior transition obligation	16	17	
Actuarial losses	(73)	(69)	
	(57)	(52)	Salaries and employee benefits
	17	22	Income tax benefit
	(40)	(30)	Net of tax
Total reclassification for the year	$ 94	$ (23)	

(1) This AOCI component is included in the computation of net periodic benefit cost (see Note 9—Benefit Plans) and includes split-dollar life insurance benefit plan.

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Details About AOCI Components	Amounts Reclassified from AOCI(1) Six Months Ended 2018	2017	Net Income is Presented
	(Dollars in thousands)		
Unrealized gains on available-for-sale securities and I/O strips	$ 266	$ (6)	Gain (loss) on sales of securities
	(79)	2	Income tax expense
	187	(4)	Net of tax
Amortization of unrealized gain on securities available-for- sale that were reclassified to securities held-to-maturity	22	26	Interest income on taxable securities
	(6)	(11)	Income tax expense
	16	15	Net of tax
Amortization of defined benefit pension plan items (1)			
Prior transition obligation	32	35	
Actuarial losses	(146)	(138)	
	(114)	(103)	Income before income tax
	34	43	Income tax benefit
	(80)	(60)	Net of tax
Total reclassification from AOCI for the year	$ 123	$ (49)	

(1) This AOCI component is included in the computation of net periodic benefit cost (see Note 9—Benefit Plans) and includes split-dollar life insurance benefit plan.

4) Securities

The amortized cost and estimated fair value of securities at June 30, 2018 and December 31, 2017 were as follows:

June 30, 2018	Amortized Cost	Gross Unrealized Gains	Gross Unrealized (Losses)	Estimated Fair Value
	(Dollars in thousands)			
Securities available-for-sale:				
Agency mortgage-backed securities	$ 339,351	$ 98	$ (10,944)	$ 328,505
U.S. Government sponsored entities	7,405	13	—	7,418
Total	$ 346,756	$ 111	$ (10,944)	$ 335,923

Securities held-to-maturity:				
Agency mortgage-backed securities	$ 300,690	$ —	$ (11,178)	$ 289,512
Municipals - exempt from Federal tax	87,913	366	(2,471)	85,808
Total	$ 388,603	$ 366	$ (13,649)	$ 375,320

December 31, 2017	Amortized Cost	Gross Unrealized Gains	Gross Unrealized (Losses)	Estimated Fair Value
	(Dollars in thousands)			
Securities available-for-sale:				
Agency mortgage-backed securities	$ 378,339	$ 786	$ (4,392)	$ 374,733
Trust preferred securities	15,000	2,119	—	17,119
Total	$ 393,339	$ 2,905	$ (4,392)	$ 391,852
Securities held-to-maturity:				
Agency mortgage-backed securities	$ 309,616	$ 6	$ (4,394)	$ 305,228
Municipals - exempt from Federal tax	88,725	946	(607)	89,064
Total	$ 398,341	$ 952	$ (5,001)	$ 394,292

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Securities with unrealized losses at June 30, 2018 and December 31, 2017, aggregated by investment category and length of time that individual securities have been in a continuous unrealized loss position are as follows:

	Less Than 12 Months		12 Months or More		Total	
June 30, 2018	Fair Value	Unrealized (Losses)	Fair Value	Unrealized (Losses)	Fair Value	Unrealized (Losses)
	(Dollars in thousands)					
Securities available-for-sale:						
Agency mortgage-backed securities	$ 195,313	$ (5,857)	$ 120,351	$ (5,087)	$ 315,664	$ (10,944)
Total	$ 195,313	$ (5,857)	$ 120,351	$ (5,087)	$ 315,664	$ (10,944)
Securities held-to-maturity:						
Agency mortgage-backed securities	$ 171,173	$ (5,482)	$ 117,589	$ (5,696)	$ 288,762	$ (11,178)
Municipals - exempt from Federal tax	43,219	(1,291)	19,076	(1,180)	62,295	(2,471)
Total	$ 214,392	$ (6,773)	$ 136,665	$ (6,876)	$ 351,057	$ (13,649)

	Less Than 12 Months		12 Months or More		Total	
December 31, 2017	Fair Value	Unrealized (Losses)	Fair Value	Unrealized (Losses)	Fair Value	Unrealized (Losses)
	(Dollars in thousands)					
Securities available-for-sale:						
Agency mortgage-backed securities	$ 185,824	$ (1,623)	$ 146,670	$ (2,769)	$ 332,494	$ (4,392)
Total	$ 185,824	$ (1,623)	$ 146,670	$ (2,769)	$ 332,494	$ (4,392)
Securities held-to-maturity:						
Agency mortgage-backed securities	$ 168,439	$ (1,368)	$ 130,759	$ (3,026)	$ 299,198	$ (4,394)
Municipals - exempt from Federal tax	18,159	(182)	19,240	(425)	37,399	(607)
Total	$ 186,598	$ (1,550)	$ 149,999	$ (3,451)	$ 336,597	$ (5,001)

There were no holdings of securities of any one issuer, other than the U.S. Government and its sponsored entities, in an amount greater than 10% of shareholders' equity. At June 30, 2018 the Company held 498 securities (172 available-for-sale and 326 held to maturity), of which 393 had fair values below amortized cost. At June 30, 2018, there were $120,351,000 of agency mortgage-back securities available-for-sale, $117,589,000 of agency

mortgage-backed securities held-to-maturity, and $19,076,000 of municipal bonds held-to-maturity, carried with an unrealized loss for 12 months or more. The total unrealized loss for securities 12 months or more was $11,963,000 at June 30, 2018. The unrealized losses were due to higher interest rates. The issuers are of high credit quality and all principal amounts are expected to be paid when securities mature. The fair value is expected to recover as the securities approach their maturity date and/or market rates decline. The Company does not believe that it is more likely than not that the Company will be required to sell a security in an unrealized loss position prior to recovery in value. The Company does not consider these securities to be other than temporarily impaired at June 30, 2018.

The proceeds from sales of securities and the resulting gains and losses were as follows for the periods indicated:

	Three Months Ended June 30,		Six Months Ended June 30,	
	2018	2017	2018	2017
	(Dollars in thousands)		(Dollars in thousands)	
Proceeds	$ 55,537	$ —	$ 94,291	$ 6,536
Gross gains	193	—	1,243	—
Gross losses	(14)	—	(977)	(6)

The amortized cost and estimated fair values of securities as of June 30, 2018 are shown by contractual maturity below. The expected maturities will differ from contractual maturities if borrowers have the right to call or pre pay

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obligations with or without call or pre payment penalties. Securities not due at a single maturity date are shown separately.

	Available-for-sale	
	Amortized Cost	Estimated Fair Value
	(Dollars in thousands)	
Due after one through five years	$ 7,405	$ 7,418
Agency mortgage-backed securities	339,351	328,505
Total	$ 346,756	$ 335,923

	Held-to-maturity	
	Amortized Cost	Estimated Fair Value
	(Dollars in thousands)	
Due after 3 months through one year	$ 501	$ 502
Due after one through five years	3,955	4,002
Due after five through ten years	24,964	24,846
Due after ten years	58,493	56,458
Agency mortgage-backed securities	300,690	289,512
Total	$ 388,603	$ 375,320

Securities with amortized cost of $44,730,000 and $110,874,000 as of June 30, 2018 and December 31, 2017 were pledged to secure public deposits and for other purposes as required or permitted by law or contract.

5) Loans

Loans were as follows for the periods indicated:

	June 30, 2018	December 31, 2017
	(Dollars in thousands)	
Loans held-for-investment:		
Commercial	$ 609,468	$ 573,296
Real estate:		
CRE	1,030,884	772,867

Land and construction	128,891	100,882
Home equity	121,278	79,176
Residential mortgages	54,367	44,561
Consumer	12,060	12,395
Loans	1,956,948	1,583,177
Deferred loan fees, net	(315)	(510)
Loans, net of deferred fees	1,956,633	1,582,667
Allowance for loan losses	(26,664)	(19,658)
Loans, net	$ 1,929,969	$ 1,563,009

At June 30, 2018, total net loans included in the table above include $48,522,000, $117,393,000 and $204,459,000, of the loans acquired in the Focus Business Bank ("Focus"), Tri-Valley, and United American acquisitions that were not purchased credit impaired loans, respectively. At December 31, 2017, total net loans included in the table above include $58,551,000, of the loans acquired in the Focus transaction that were not purchased credit impaired loans.

The total provision for loan losses was $7,198,000 for the second quarter of 2018, and $7,704,000 for the first six months of 2018, compared to a credit provision for loan losses of ($46,000) for the second quarter of 2017, and a provision for loan losses of $275,000 for the first six months of 2017. Net charge-offs totaled $673,000 for the second quarter of 2018, and $698,000 for the first six months of 2018, compared to net recoveries of $308,000 for the second

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quarter of 2017, and net recoveries of $33,000 for the first six months of 2017. The net charge-offs of $673,000 for the second quarter of 2018 included a $750,000 unsecured commercial loan, partially offset by smaller net recoveries.

Based on information received in July 2018 from a borrower regarding events that occurred in the second quarter of 2018, management of the Company determined that loans associated with that borrower's $22,874,000 lending relationship became impaired and were placed on nonaccrual status as of June 30, 2018. The Company recorded a $6,100,000 specific reserve for this relationship, and accordingly, increased the provision for loan losses by $6,100,000 for the second quarter of 2018.

Changes in the allowance for loan losses were as follows for the periods indicated:

	Three Months Ended June 30, 2018			
	Commercial	Real Estate	Consumer	Total
	(Dollars in thousands)			
Beginning of period balance	$ 11,165	$ 8,858	$ 116	$ 20,139
Charge-offs	(870)	—	—	(870)
Recoveries	175	22	—	197
Net (charge-offs) recoveries	(695)	22	—	(673)
Provision for loan losses	7,052	140	6	7,198
End of period balance	$ 17,522	$ 9,020	$ 122	$ 26,664

	Three Months Ended June 30, 2017			
	Commercial	Real Estate	Consumer	Total
	(Dollars in thousands)			
Beginning of period balance	$ 11,252	$ 7,743	$ 140	$ 19,135
Charge-offs	(1,702)	—	—	(1,702)
Recoveries	1,122	888	—	2,010
Net (charge-offs) recoveries	(580)	888	—	308
Provision (credit) for loan losses	587	(649)	16	(46)
End of period balance	$ 11,259	$ 7,982	$ 156	$ 19,397

	Six Months Ended June 30, 2018			
	Commercial	Real Estate	Consumer	Total
	(Dollars in thousands)			
Beginning of period balance	$ 10,608	$ 8,950	$ 100	$ 19,658
Charge-offs	(1,115)	—	—	(1,115)

Recoveries	332	85	—	417
Net (charge-offs) recoveries	(783)	85	—	(698)
Provision (credit) for loan losses	7,697	(15)	22	7,704
End of period balance	$ 17,522	$ 9,020	$ 122	$ 26,664

	Six Months Ended June 30, 2017			
	Commercial	Real Estate	Consumer	Total
	(Dollars in thousands)			
Beginning of period balance	$ 10,656	$ 8,327	$ 106	$ 19,089
Charge-offs	(2,068)	—	—	(2,068)
Recoveries	1,172	929	—	2,101
Net (charge-offs) recoveries	(896)	929	—	33
Provision (credit) for loan losses	1,499	(1,274)	50	275
End of period balance	$ 11,259	$ 7,982	$ 156	$ 19,397

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The following table presents the balance in the allowance for loan losses and the recorded investment in loans by portfolio segment, based on the impairment method at the following period ends:

	June 30, 2018			
	Commercial	Real Estate	Consumer	Total
	(Dollars in thousands)			
Allowance for loan losses:				
Ending allowance balance attributable to loans:				
Individually evaluated for impairment	$ 7,464	$ —	$ —	$ 7,464
Collectively evaluated for impairment	10,058	9,020	122	19,200
Acquired with deteriorated credit quality	—	—	—	—
Total allowance balance	$ 17,522	$ 9,020	$ 122	$ 26,664
Loans:				
Individually evaluated for impairment	$ 20,433	$ 6,377	$ —	$ 26,810
Collectively evaluated for impairment	589,035	1,329,043	12,060	1,930,138
Acquired with deteriorated credit quality	—	—	—	—
Total loan balance	$ 609,468	$ 1,335,420	$ 12,060	$ 1,956,948

	December 31, 2017			
	Commercial	Real Estate	Consumer	Total
	(Dollars in thousands)			
Allowance for loan losses:				
Ending allowance balance attributable to loans:				
Individually evaluated for impairment	$ 290	$ —	$ —	$ 290
Collectively evaluated for impairment	10,318	8,950	100	19,368
Acquired with deteriorated credit quality	—	—	—	—
Total allowance balance	$ 10,608	$ 8,950	$ 100	$ 19,658
Loans:				
Individually evaluated for impairment	$ 1,775	$ 998	$ 1	$ 2,774
Collectively evaluated for impairment	571,521	996,488	12,394	1,580,403
Acquired with deteriorated credit quality	—	—	—	—
Total loan balance	$ 573,296	$ 997,486	$ 12,395	$ 1,583,177

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The following table presents loans held-for-investment individually evaluated for impairment by class of loans as of June 30, 2018 and December 31, 2017. The recorded investment included in the following table represents loan principal net of any partial charge-offs recognized on the loans. The unpaid principal balance represents the recorded balance prior to any partial charge-offs. The recorded investment in consumer loans collateralized by residential real estate property that are in process of foreclosure according to local requirements of the applicable jurisdiction are not material as of the periods indicated:

	June 30, 2018			December 31, 2017		
	Unpaid Principal Balance	Recorded Investment	Allowance for Loan Losses Allocated	Unpaid Principal Balance	Recorded Investment	Allowance for Loan Losses Allocated
	(Dollars in thousands)					
With no related allowance recorded:						
Commercial	$ 5,817	$ 5,817	$ —	$ 1,243	$ 1,243	$ —
Real estate:						
CRE	5,801	5,801	—	500	500	—
Land and construction	—	—	—	138	119	—
Home Equity	576	576	—	379	379	—
Consumer	—	—	—	1	1	—
Total with no related allowance recorded	12,194	12,194	—	2,261	2,242	—
With an allowance recorded:						
Commercial	14,616	14,616	7,464	589	532	290
Total with an allowance recorded	14,616	14,616	7,464	589	532	290
Total	$ 26,810	$ 26,810	$ 7,464	$ 2,850	$ 2,774	$ 290

The following tables present interest recognized and cash basis interest earned on impaired loans for the periods indicated:

	Three Months Ended June 30, 2018					
		Real Estate				
	Commercial	CRE	Land and Construction	Home Equity	Consumer	Total
	(Dollars in thousands)					
Average of impaired loans during the period	$ 11,803	$ 3,151	$ —	$ 470	$ —	$ 15,424
Interest income during impairment	$ —	$ —	$ —	$ —	$ —	$ —
Cash-basis interest recognized	$ —	$ —	$ —	$ —	$ —	$ —

	Three Months Ended June 30, 2017					
		Real Estate				
	Commercial	CRE	Land and Construction	Home Equity	Consumer	Total
	(Dollars in thousands)					
Average of impaired loans during the period	$ 3,181	$ 706	$ 192	$ 325	$ 2	$ 4,406
Interest income during impairment	$ —	$ —	$ —	$ —	$ —	$ —
Cash-basis interest recognized	$ —	$ —	$ —	$ —	$ —	$ —

	Six Months Ended June 30, 2018					
		Real Estate				
	Commercial	CRE	Land and Construction	Home Equity	Consumer	Total
	(Dollars in thousands)					
Average of impaired loans during the period	$ 8,460	$ 2,268	$ 40	$ 439	$ —	$ 11,207
Interest income during impairment	$ —	$ —	$	$ —	$ —	$ —
Cash-basis interest recognized	$ —	$ —	$ —	$ —	$ —	$ —

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	Six Months Ended June 30, 2017					
		Real Estate				
	Commercial	CRE	Land and Construction	Home Equity	Consumer	Total
	(Dollars in thousands)					
Average of impaired loans during the period	$ 2,888	$ 611	$ 194	$ 306	$ 2	$ 4,001
Interest income during impairment	$ —	$ —	$ —	$ —	$ —	$ —
Cash-basis interest recognized	$ —	$ —	$ —	$ —	$ —	$ —

Nonperforming loans include both smaller dollar balance homogenous loans that are collectively evaluated for impairment and individually classified loans. Nonperforming loans were as follows at period end:

	June 30, 2018	2017	December 31, 2017
	(Dollars in thousands)		
Nonaccrual loans - held-for-investment	$ 26,034	$ 2,987	$ 2,250
Restructured and loans over 90 days past due and still accruing	511	171	235
Total nonperforming loans	26,545	3,158	2,485
Other restructured loans	265	121	289
Total impaired loans	$ 26,810	$ 3,279	$ 2,774

The following table presents the nonperforming loans by class for the periods indicated:

	June 30, 2018			December 31, 2017		
	Nonaccrual	Restructured and Loans over 90 Days Past Due and Still Accruing	Total	Nonaccrual	Restructured and Loans over 90 Days Past Due and Still Accruing	Total
	(Dollars in thousands)					
Commercial	$ 19,882	$ 286	$ 20,168	$ 1,250	$ 235	$ 1,485
Real estate:						
CRE	5,801	—	5,801	501	—	501
Land and construction	—	—	—	119	—	119
Home equity	351	225	576	379	—	379
Consumer	—	—	—	1	—	1

Total	$ 26,034	$ 511	$ 26,545	$ 2,250	$ 235	$ 2,485

The following tables present the aging of past due loans by class for the periods indicated:

	June 30, 2018					
	30 - 59 Days Past Due	60 - 89 Days Past Due	90 Days or Greater Past Due	Total Past Due	Loans Not Past Due	Total
	(Dollars in thousands)					
Commercial	$ 5,645	$ 1,068	$ 1,127	$ 7,840	$ 601,628	$ 609,468
Real estate:						
CRE	—	—	501	501	1,030,383	1,030,884
Land and construction	—	—	—	—	128,891	128,891
Home equity	775	—	—	775	120,503	121,278
Residential mortgages	—	—	—	—	54,367	54,367
Consumer	—	—	—	—	12,060	12,060
Total	$ 6,420	$ 1,068	$ 1,628	$ 9,116	$ 1,947,832	$ 1,956,948

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	December 31, 2017					
	30 - 59 Days Past Due	60 - 89 Days Past Due	90 Days or Greater Past Due	Total Past Due	Loans Not Past Due	Total
	(Dollars in thousands)					
Commercial	$ 4,288	$ 1,224	$ 589	$ 6,101	$ 567,195	$ 573,296
Real estate:						
CRE	—	—	500	500	772,367	772,867
Land and construction	—	—	119	119	100,763	100,882
Home equity	223	—	—	223	78,953	79,176
Residential mortgages	—	—	—	—	44,561	44,561
Consumer	—	—	—	—	12,395	12,395
Total	$ 4,511	$ 1,224	$ 1,208	$ 6,943	$ 1,576,234	$ 1,583,177

Past due loans 30 days or greater totaled $9,116,000 and $6,943,000 at June 30, 2018 and December 31, 2017, respectively, of which $1,502,000 and $1,410,000 were on nonaccrual, respectively. At June 30, 2018, there were also $24,532,000 of loans less than 30 days past due included in nonaccrual loans held-for-investment, which included $22,874,000 of loans related to one lending relationship. At December 31, 2017, there were also $840,000 of loans less than 30 days past due included in nonaccrual loans held-for-investment. Management's classification of a loan as "nonaccrual" is an indication that there is reasonable doubt as to the full recovery of principal or interest on the loan. At that point, the Company stops accruing interest income, and reverses any uncollected interest that had been accrued as income. The Company begins recognizing interest income only as cash interest payments are received and it has been determined the collection of all outstanding principal is not in doubt. The loans may or may not be collateralized, and collection efforts are being pursued.

Credit Quality Indicators

Concentrations of credit risk arise when a number of customers are engaged in similar business activities, or activities in the same geographic region, or have similar features that would cause their ability to meet contractual obligations to be similarly affected by changes in economic conditions. The Company's loan portfolio is concentrated in commercial (primarily manufacturing, wholesale, and service) and real estate lending, with the remaining balance in consumer loans. While no specific industry concentration is considered significant, the Company's lending operations are located in the Company's market areas that are dependent on the technology and real estate industries and their supporting companies. Thus, the Company's borrowers could be adversely impacted by a downturn in these sectors of the economy which could reduce the demand for loans and adversely impact the borrowers' ability to repay their loans.

The Company categorizes loans into risk categories based on relevant information about the ability of borrowers to service their debt such as: current financial information, historical payment experience, credit documentation, public

information, and current economic trends, among other factors. The Company analyzes loans individually by classifying the loans as to credit risk. This analysis is performed on a quarterly basis. Nonclassified loans generally include those loans that are expected to be repaid in accordance with contractual loans terms. Classified loans are those loans that are assigned a substandard, substandard-nonaccrual, or doubtful risk rating using the following definitions:

Substandard. Loans classified as substandard are inadequately protected by the current net worth and paying capacity of the obligor or of the collateral pledged, if any. Loans so classified have a well defined weakness or weaknesses that jeopardize the liquidation of the debt. They are characterized by the distinct possibility that the institution will sustain some loss if the deficiencies are not corrected.

Substandard Nonaccrual. Loans classified as substandard nonaccrual are inadequately protected by the current net worth and paying capacity of the obligor or of the collateral pledged, if any, and it is probable that the Company will not receive payment of the full contractual principal and interest. Loans so classified have a well defined weakness or weaknesses that jeopardize the liquidation of the debt. They are characterized by the distinct possibility that the institution will sustain some loss if the deficiencies are not corrected. In addition, the Company no longer accrues interest on the loan because of the underlying weaknesses.

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Doubtful. Loans classified as doubtful have all the weaknesses inherent in those classified as substandard, with the added characteristic that the weaknesses make collection or liquidation in full, on the basis of currently existing facts, conditions, and values, highly questionable and improbable.

Loss. Loans classified as loss are considered uncollectable or of so little value that their continuance as assets is not warranted. This classification does not necessarily mean that a loan has no recovery or salvage value; but rather, there is much doubt about whether, how much, or when the recovery would occur. Loans classified as loss are immediately charged off against the allowance for loan losses. Therefore, there is no balance to report at June 30, 2018 and December 31, 2017.

The following table provides a summary of the loan portfolio by loan type and credit quality classification at period end:

	June 30, 2018			December 31, 2017		
	Nonclassified	Classified	Total	Nonclassified	Classified	Total
Commercial	$ 583,809	$ 25,659	$ 609,468	$ 554,913	$ 18,383	$ 573,296
Real estate:						
CRE	1,024,855	6,029	1,030,884	766,988	5,879	772,867
Land and construction	128,891	—	128,891	100,763	119	100,882
Home equity	120,702	576	121,278	78,486	690	79,176
Residential mortgages	54,367	—	54,367	44,561	—	44,561
Consumer	12,060	—	12,060	12,394	1	12,395
Total	$ 1,924,684	$ 32,264	$ 1,956,948	$ 1,558,105	$ 25,072	$ 1,583,177

The increase in classified assets at June 30, 2018 was primarily due to seasonal advances on lines of credit associated with a lending relationship that was moved to classified loans in the fourth quarter of 2017, which totaled $22,874,000 at June 30, 2018, compared to $12,500,000 at December 31, 2017. In order to determine whether a borrower is experiencing financial difficulty, an evaluation is performed of the probability that the borrower will be in payment default on any of its debt in the foreseeable future without the modification. This evaluation is performed in accordance with the Company's underwriting policy.

The balance of troubled debt restructurings at June 30, 2018 was $750,000, which included $99,000 of nonaccrual loans and $651,000 of accruing loans. The balance of troubled debt restructurings at December 31, 2017 was $325,000, which included $16,000 of nonaccrual loans and $309,000 of accruing loans. Approximately $77,000 and $2,000 of specific reserves were established with respect to these loans as of June 30, 2018 and December 31, 2017.

The following table presents loans by class modified as troubled debt restructurings during the three and six months period ended June 30, 2018:

	During the Three and Six Months Ended June 30, 2018		
Troubled Debt Restructurings:	Number of Contracts	Pre-modification Outstanding Recorded Investment	Post-modification Outstanding Recorded Investment
	(Dollars in thousands)		
Commercial	2	$ 224	$ 224
Equity	1	225	225
Total	3	$ 449	$ 449

There were no new loans modified as troubled debt restructurings during the six months ended June 30, 2017.

During the three and six months ended June 30, 2018 and June 30, 2017, there were no new loans modified as troubled debt restructurings in which the amount of principal or accrued interest owed from the borrower was forgiven or which resulted in a charge-off or change to the allowance for loan losses. The Company has committed to lend no additional amounts as of June 30, 2018 to customers with outstanding loans that are classified as troubled debt restructurings.

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A loan is considered to be in payment default when it is 30 days contractually past due under the modified terms. There were no defaults on troubled debt restructurings, within twelve months following the modification, during the three and six months ended June 30, 2018 and 2017.

A loan that is a troubled debt restructuring on nonaccrual status may return to accruing status after a period of at least six months of consecutive payments in accordance with the modified terms.

6) Business Combinations

On April 6, 2018, the Company completed its acquisition of Tri-Valley for a transaction value of $32,320,000. At closing the Company issued 1,889,613 shares of the Company's common stock with an aggregate market value of $30,725,000 on the date of closing. The number of shares issued was based on a fixed exchange ratio of 0.0489 of a share of the Company's common stock for each outstanding share of Tri-Valley common stock. In addition, at closing the Company paid cash to the holder of a stock warrant and holders of outstanding stock options and related fees and fractional shares totaling $1,595,000. The following table summarizes the consideration paid for Tri-Valley:

	(Dollars in thousands)	
Cash paid for:		
Warrant	$	889
Options		615
Other		91
Total cash paid		1,595
Issuance of 1,889,613 shares of common stock to Tri-Valley shareholders at $16.26 per share		30,725
Total consideration	$	32,320

The following table summarizes the estimated fair values of the assets acquired and liabilities assumed at the date of acquisition. The Company is in the process of finalizing the purchase accounting for the acquisition.

As	As

	Recorded by Tri-Valley	Fair Value Adjustments		Recorded at Acquisition
	(Dollars in thousands)			
Assets acquired:				
Cash and cash equivalents	$ 21,757	$ 1,153	(a)	$ 22,910
Loans	123,532	(2,563)	(b)	120,969
Allowance for loan losses	(1,969)	1,969	(c)	—
Other intangible assets	—	1,978	(d)	1,978
Other assets, net	9,939	(2,894)	(e)	7,045
Total assets acquired	$ 153,259	$ (357)		152,902
Liabililities assumed:				
Deposits	$ 135,351	$ 37	(f)	135,388
Other liabilities	608	—		608
Total liabilities assumed	$ 135,959	$ 37		135,996
Net assets acquired				16,906
Purchase price				30,725
Goodwill recorded in the merger				$ 13,819

Explanation of certain fair value related adjustments for the Tri-Valley acquisition:

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(a)Represents the cash acquired in the merger, net of cash paid for the transaction, and the disposition of other real estate owned.

(b)Represents the fair value adjustment to the net book value of loans, which includes an interest rate mark and credit mark adjustment.

(c)Represents the elimination of Tri-Valley's allowance for loan losses.

(d)Represents intangible assets recorded to reflect the fair value of core deposits and a below market lease. The core deposit asset was recorded as an identifiable intangible asset and will be amortized on an accelerated basis over the estimated average life of the deposit base. The below market lease intangible assets will be amortized on the straight line method over eleven years.

(e)Represents an adjustment to net deferred tax assets resulting from the fair value adjustments related to the acquired assets, liabilities assumed and identifiable intangible assets recorded,and the disposition of other real estate owned.

(f)Represents the fair value adjustment on time deposits, which was be accreted as a reduction of interest expense.

Tri-Valley's results of operations have been included in the Company's results of operations beginning April 7, 2018.

On May 4, 2018, the Company completed its acquisition of United American for a transaction value of $56,417,000. At closing the Company issued 2,826,032 shares of the Company's common stock with an aggregate market value of $47,280,000 on the date of closing. The number of shares issued was based on a fixed exchange ratio of 2.1644 of a share of the Company's common stock for each outstanding share of United American common stock and each common stock equivalent underlying the United American Series D Preferred Stock and Series E Preferred Stock. The shareholders of the United American Series A Preferred Stock and the Series B Preferred Stock received $1,000 cash for each share totaling $8,700,000 and $435,000, respectively. In addition, the Company paid $2,000 in cash for fractional shares, for total cash consideration of $9,137,000. The following table summarizes the consideration paid for United American:

	(Dollars in thousands)	
Consideration paid:		
Cash paid for:		
Series A Preferred Stock	$	8,700
Series B Preferred Stock		435
Other		2
Total cash paid		9,137
Issuance of 2,826,032 shares of common stock to United American shareholders at $16.73 per share		47,280
Total consideration	$	56,417

The following table summarizes the estimated fair values of the assets acquired and liabilities assumed at the date of acquisition. The Company is in the process of finalizing the purchase accounting for the acquisition.

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	As Recorded by United American (Dollars in thousands)	Fair Value Adjustments		As Recorded at Acquisition
Assets acquired:				
Cash and cash equivalents	$ 45,638	$ (32,520)	(a)	$ 13,118
Securities avaiable-for-sale	64,144	(421)	(b)	63,723
Loans	196,694	18,783	(c)	215,477
Allowance for loan lossess	(2,952)	2,952	(d)	—
Other intangible assets	—	5,431	(e)	5,431
Other assets, net	9,119	(798)	(f)	8,321
Total assets acquired	$ 312,643	$ (6,573)		306,070
Liabililities assumed:				
Deposits	$ 281,189	$ 51	(g)	281,240
Other borrowings	62	—		62
Other liabilities	2,617	(195)	(h)	2,422
Total liabilities	$ 283,868	$ (144)		283,724
Net assets acquired				22,346
Purchase price				47,280
Goodwill recorded in the merger				$ 24,934

Explanation of certain fair value related adjustments for the United American acquisition:

(a)Represents the cash acquired in the merger, net of cash paid for the transaction, and the repurchase of $23,732,000 loan participations from ATBancorp.

(b)Represents the fair value adjustment on investment securities available-for-sale

(c)Represents the fair value adjustment to the net book value of loans, which includes an interest rate mark and credit mark adjustment, and the repurchase of $23,732,000 loan participations from ATBancorp.

(d)Represents the elimination of United American's allowance for loan losses.

(e)Represents intangible assets recorded to reflect the fair value of core deposits and a below market lease. The core deposit asset was recorded as an identifiable intangible asset and will be amortized on an accelerated basis over the estimated average life of the deposit base. The below market lease intangible assets will be amortized on the straight line method over three years.

(f)Represents an adjustment to net deferred tax assets resulting from the fair value adjustments related to the acquired assets, liabilities assumed and identifiable intangible assets recorded.

(g)Represents the fair value adjustment on time deposits, which was be accreted as a reduction of interest expense.

(h)Represents the reversal of over accrued accounts payable.

United American's results of operations have been included in the Company's results of operations beginning May 5, 2018.

The Company believes the merger provides the opportunity to combine three independent business banking franchises with similar philosophies and cultures into a combined $3.1 billion business bank based in San Jose, California. The pooling of the three banks' resources and knowledge enhance our capabilities, operational efficiencies, and community outreach. The Company also believes the combined bank will be much better positioned to meet the needs of our customers, shareholders and the community. The one time pre-tax severance, retention, acquisition and integration costs totaled $8,214,000 and $8,829,000 for the three months and six months ended June 30, 2018, respectively.

The fair value of net assets acquired includes fair value adjustments to certain receivables of which some were considered impaired and some were not considered impaired as of the acquisition date. The fair value adjustments were determined using discounted contractual cash flows, adjusted for expected losses and prepayments, where appropriate. The receivables that were not considered impaired at the acquisition date were not subject to the guidance relating to purchased credit impaired loans, which have shown evidence of credit deterioration since origination.

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Goodwill of $13,819,000 arising from the Tri-Valley acquisition and $24,934,000 from the United American acquisition is largely attributable to synergies and cost savings resulting from combining the operations of the companies. As this transactions were structured as a tax-free exchange, the goodwill will not be deductible for tax purposes. The fair values of assets acquired and liabilities assumed are subject to adjustment during the first twelve months after the acquisition date if additional information becomes available to indicate a more accurate or appropriate value for an asset or liability. Loan valuations may be adjusted based on new information obtained by the Company in future periods that may reflect conditions or events that existed on the acquisition date. Deferred tax assets may be adjusted for purchase accounting adjustments on open areas such as loans or upon filing final “stub” period tax returns for April 6, 2018 for Tri-Valley, and May 4, 2018 for United American. The closing equity balance for Tri-Valley and United American are also subject to adjustments for invoices received after the close of the transaction that were attributable to their operations through closing.

7) Goodwill and Other Intangible Assets

Goodwill

At June 30, 2018, the carrying value of goodwill was $84,417,000, which included $13,044,000 of goodwill related to its acquisition of Bay View Funding, $32,620,000 from its acquisition of Focus Business Bank (“Focus”), $13,819,000 from its acquisition of Tri-Valley Bank and $24,934,000 from its acquisition of United American Bank.

Goodwill impairment exists when a reporting unit’s carrying value exceeds its fair value, which is determined through a qualitative assessment whether it is more likely than not that the fair value of equity of the reporting unit exceeds the carrying value (“Step Zero”). If the qualitative assessment indicates it is more likely than not that the fair value of equity of a reporting unit is less than book value, then a quantitative two-step impairment test is required. Step 1 includes the determination of the carrying value of the Company’s single reporting unit, including the existing goodwill and intangible assets, and estimating the fair value of the reporting unit. If the carrying amount of a reporting unit exceeds its fair value, the Company is required to perform a second step to the impairment test. Step 2 requires that the implied fair value of the reporting unit goodwill be compared to the carrying amount of that goodwill. If the carrying amount of the reporting unit goodwill exceeds the implied fair value of that goodwill, an impairment loss shall be recognized in an amount equal to that excess.

The Company completed its annual goodwill impairment analysis as of November 30, 2017 with the assistance of an independent valuation firm. No events or circumstances since the November 30, 2017 annual impairment test were noted that would indicate it was more likely than not a goodwill impairment exists

Other Intangible Assets

Other intangible assets acquired in the acquisition of United American in May 2018 include a core deposit intangible asset of $4,771,000, amortized over its estimated useful life of 10 years, and a below market value lease intangible asset of $660,000, amortized over its estimated useful life of 3 years. Accumulated amortization of the core deposit intangible and below market lease was $158,000 at June 30, 2018.

Other intangible assets acquired in the acquisition of Tri-Valley in April 2018 include a core deposit intangible asset of $1,768,000, amortized over its estimated useful life of 10 years, and a below market value lease intangible asset of $210,000, amortized over its estimated useful life of 11 years. Accumulated amortization of the core deposit intangible and below market lease was $65,000 at June 30, 2018.

The core deposit intangible asset acquired in the acquisition of Focus in August 2015 was $6,285,000. This asset is amortized over its estimated useful life of 10 years. Accumulated amortization of this intangible asset was $2,382,000 and $1,995,000 at June 30, 2018 and December 31, 2017, respectively.

Other intangible assets acquired in the acquisition of Bay View Funding in November 2014 included: a below market value lease intangible asset of $109,000 (amortized over 3 years), customer relationship and brokered relationship intangible assets of $1,900,000, (amortized over the 10 year estimated useful lives), and a non-compete agreement intangible asset of $250,000 (amortized over 3 years). Accumulated amortization of the customer relationship and brokered relationship intangible assets was $696,000 and $601,000 at June 30, 2018 and December 31, 2017,

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respectively. The below market lease and non-compete agreement intangible assets were fully amortized at December 31, 2017.

Estimated amortization expense for 2018, the next five years and thereafter is as follows:

Year	United American Core Deposit Intangible	United American Below Market Lease	Tri-Valley Core Deposit Intangible	Tri-Valley Below Market Lease	Focus Core Deposit Intangible	Bay View Funding Customer & Brokered Relationship Intangible	Total Amortization Expense
	(Dollars in thousands)						
2018	$ 488	$ 153	$ 208	$ 40	$ 775	$ 190	$ 1,854
2019	648	228	240	70	734	190	2,110
2020	554	228	208	70	716	190	1,966
2021	502	51	184	30	596	190	1,553
2022	461	—	167	—	502	190	1,320
2023	434	—	158	—	420	190	1,202
Thereafter	1,684	—	603	—	549	159	2,995
	$ 4,771	$ 660	$ 1,768	$ 210	$ 4,292	$ 1,299	$ 13,000

Impairment testing of the intangible assets is performed at the individual asset level. Impairment exists if the carrying amount of the asset is not recoverable and exceeds its fair value at the date of the impairment test. For intangible assets, estimates of expected future cash flows (cash inflows less cash outflows) that are directly associated with an intangible asset are used to determine the fair value of that asset. Management makes certain estimates and assumptions in determining the expected future cash flows from core deposit and customer relationship intangibles including account attrition, expected lives, discount rates, interest rates, servicing costs and other factors. Significant changes in these estimates and assumptions could adversely impact the valuation of these intangible assets. If an impairment loss exists, the carrying amount of the intangible asset is adjusted to a new cost basis. The new cost basis is then amortized over the remaining useful life of the asset. Based on its assessment, management concluded that there was no impairment of intangible assets at June 30, 2018 and December 31, 2017.

8) Income Taxes

On December 22, 2017, the Tax Act was signed into law, which among other items reduces the federal corporate tax rate to 21% from 35%, effective January 1, 2018.

Some items of income and expense are recognized in different years for tax purposes than when applying generally accepted accounting principles, leading to timing differences between the Company's actual current tax liability and the amount accrued for this liability based on book income. These temporary differences comprise the "deferred" portion of the Company's tax expense or benefit, which is accumulated on the Company's books as a deferred tax asset or deferred tax liability until such time as they reverse.

Under generally accepted accounting principles, a valuation allowance is required if it is "more likely than not" that a deferred tax asset will not be realized. The determination of the realizability of the deferred tax assets is highly subjective and dependent upon judgment concerning management's evaluation of both positive and negative evidence, including forecasts of future income, cumulative losses, applicable tax planning strategies, and assessments of current and future economic and business conditions.

The Company had net deferred tax assets of $27,928,000, and $16,247,000, at June 30, 2018, and December 31, 2017, respectively. After consideration of the matters in the preceding paragraph, the Company determined that it is more likely than not that the net deferred tax assets at June 30, 2018 and December 31, 2017 will be fully realized in future years.

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The following table reflects the carry amounts of the low income housing investments included in accrued interest receivable and other assets, and the future commitments included in accrued interest payable and other liabilities for the periods indicated:

	June 30, 2018	Decemebr 31, 2017
	(Dollars in thousands)	
Low income housing investments	$ 3,252	$ 3,411
Future commitments	$ 290	$ 302

The Company expects future commitments of $1,000 to be paid in 2018, and $289,000 in 2019 through 2023.

For tax purposes, the Company had low income housing tax credits of $106,000 and $110,000 for the three months ended June 30, 2018 and June 30, 2017, respectively, and low income housing investment losses of $119,000 and $115,000, respectively. For tax purposes, the Company had low income housing tax credits of $213,000 and $220,000 for the six months ended June 30, 2018 and June 30, 2017, respectively, and low income housing investment losses of $238,000 and $230,000, respectively. The Company recognized low income housing investment expense as a component of income tax expense.

9) Benefit Plans

Supplemental Retirement Plan

The Company has a supplemental retirement plan (the “Plan”) covering some current and some former key employees and directors. The Plan is a nonqualified defined benefit plan. Benefits are unsecured as there are no Plan assets. The following table presents the amount of periodic cost recognized for the periods indicated:

	Three Months Ended June 30,		Six Months Ended June 30,	
	2018	2017	2018	2017
	(Dollars in thousands)			
Components of net periodic benefit cost:				
Service cost	$ 62	$ 81	$ 124	$ 162

Interest cost	237	259	474	518
Amortization of net actuarial loss	73	69	146	138
Net periodic benefit cost	$ 372	$ 409	$ 744	$ 818

Split Dollar Life Insurance Benefit Plan

The Company maintains life insurance policies for some current and some former directors and officers that are subject to split dollar life insurance agreements. The following table sets forth the funded status of the split dollar life insurance benefits for the periods indicated:

	June 30, 2018	December 31, 2017
	(Dollars in thousands)	
Change in projected benefit obligation:		
Projected benefit obligation at beginning of year	$ 6,711	$ 6,301
Interest cost	113	243
Actuarial loss	—	167
Projected benefit obligation at end of period	$ 6,824	$ 6,711

	June 30, 2018	December 31, 2017
	(Dollars in thousands)	
Net actuarial loss	$ 2,530	$ 2,453
Prior transition obligation	1,194	1,238
Accumulated other comprehensive loss	$ 3,724	$ 3,691

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	Three Months Ended June 30,		Six Months Ended June 30,	
	2018	2017	2018	2017
	(Dollars in thousands)			
Amortization of prior transition obligation	$ (16)	$ (17)	$ (32)	$ (35)
Interest cost	56	60	113	121
Net periodic benefit cost	$ 40	$ 43	$ 81	$ 86

10) Fair Value

Accounting guidance establishes a fair value hierarchy which requires an entity to maximize the use of observable inputs and minimize the use of unobservable inputs when measuring fair value. The standard describes three levels of inputs that may be used to measure fair value:

Level 1: Quoted prices (unadjusted) for identical assets or liabilities in active markets that the entity has the ability to access as of the measurement date.

Level 2: Significant other observable inputs other than Level 1 prices such as quoted prices for similar assets or liabilities in active markets; quoted prices for identical assets or liabilities in markets that are not active; or other inputs that are observable or can be corroborated by observable market data (for example, interest rates and yield curves observable at commonly quoted intervals, prepayment speeds, credit risks, and default rates).

Level 3: Significant unobservable inputs that reflect a reporting entity's own assumptions about the assumptions that market participants would use in pricing an asset or liability.

Financial Assets and Liabilities Measured on a Recurring Basis

The fair values of securities available-for sale-are determined by obtaining quoted prices on nationally recognized securities exchanges (Level 1 inputs) or matrix pricing, which is a mathematical technique widely used in the industry to value debt securities without relying exclusively on quoted prices for the specific securities, but rather by relying on the securities' relationship to other benchmark quoted securities (Level 2 inputs).

The fair value of interest only ("I/O") strip receivable assets is based on a valuation model used by a third party. The Company is able to compare the valuation model inputs and results to widely available published industry data for reasonableness (Level 2 inputs).

		Fair Value Measurements Using		
	Balance	Quoted Prices in Active Markets for Identical Assets (Level 1)	Significant Other Observable Inputs (Level 2)	Significant Unobservable Inputs (Level 3)
	(Dollars in thousands)			
Assets at June 30, 2018				
Available-for-sale securities:				
Agency mortgage-backed securities	$ 328,505	—	$ 328,505	—
U.S. Government sponsored entities	7,418	—	7,418	—
I/O strip receivables	919	—	919	—
Assets at December 31, 2017				
Available-for-sale securities:				
Agency mortgage-backed securities	$ 374,733	—	$ 374,733	—
Trust preferred securities	17,119	—	17,119	—
I/O strip receivables	968	—	968	—

There were no transfers between Level 1 and Level 2 during the period for assets measured at fair value on a recurring basis.

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Assets and Liabilities Measured on a Non Recurring Basis

The fair value of impaired loans with specific allocations of the allowance for loan losses is generally based on recent real estate appraisals. The 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 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.

Foreclosed assets are valued at the time the loan is foreclosed upon and the asset is transferred to foreclosed assets. The fair value is based primarily on third party appraisals, less costs to sell. The appraisals may utilize a single valuation approach or a combination of approaches including the comparable sales and income approach. Adjustments are routinely made in the appraisal process by the appraisers to adjust for differences between the comparable sales and income data available. Such adjustments are typically significant and result in a Level 3 classification of the inputs for determining fair value.

		Fair Value Measurements Using		
	Balance	Quoted Prices in Active Markets for Identical Assets (Level 1)	Significant Other Observable Inputs (Level 2)	Significant Unobservable Inputs (Level 3)
	(Dollars in thousands)			
Assets at June 30, 2018				
Impaired loans - held-for-investment:				
Commercial	$ 7,152	—	—	$ 7,152
	$ 7,152	—	—	$ 7,152
Assets at December 31, 2017				
Impaired loans - held-for-investment:				
Commercial	$ 242	—	—	$ 242
Real estate:				
Land and construction	119	—	—	119
	$ 361	—	—	$ 361

The following table shows the detail of the impaired loans held-for-investment and the impaired loans held for investment carried at fair value for the periods indicated:

	June 30, 2018	December 31, 2017

	(Dollars in thousands)	
Impaired loans held-for-investment:		
Book value of impaired loans held-for-investment carried at fair value	$ 14,616	$ 651
Book value of impaired loans held-for-investment carried at cost	12,194	2,123
Total impaired loans held-for-investment	$ 26,810	$ 2,774
Impaired loans held-for-investment carried at fair value:		
Book value of impaired loans held-for-investment carried at fair value	$ 14,616	$ 651
Specific valuation allowance	(7,464)	(290)
Impaired loans held-for-investment carried at fair value, net	$ 7,152	$ 361

Impaired loans held for investment which are measured primarily for impairment using the fair value of the collateral were $26,810,000 at June 30, 2018. In addition, these loans had a specific valuation allowance of $7,464,000 at June 30, 2018. Impaired loans held for investment totaling $14,616,000 at June 30, 2018, were carried at fair value as a result of the aforementioned partial charge offs and specific valuation allowances at period end. The remaining $12,194,000 of impaired loans were carried at cost at June 30, 2018, as the fair value of the collateral exceeded the cost basis of each respective loan. Partial charge offs and changes in specific valuation allowances during the first six months of 2018 on impaired loans held for investment carried at fair value at June 30, 2018 resulted in an additional provision for loan losses of $7,288,000.

At June 30, 2018, there were no foreclosed assets.

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Impaired loans held for investment were $2,774,000 at December 31, 2017. There were no partial charge offs at December 31, 2017. In addition, these loans had a specific valuation allowance of $290,000 at December 31, 2017. Impaired loans held for investment totaling $651,000 at December 31, 2017 were carried at fair value as a result of the aforementioned partial charge offs and specific valuation allowances at year end. The remaining $2,123,000 of impaired loans were carried at cost at December 31, 2017, as the fair value of the collateral exceeded the cost basis of each respective loan. Partial charge offs and changes in specific valuation allowances during 2017 on impaired loans held for investment carried at fair value at December 31, 2017 resulted in an additional provision for loan losses of $254,000.

At December 31, 2017, there were no foreclosed assets

The following table presents quantitative information about Level 3 fair value measurements for financial instruments measured at fair value on a non recurring basis at the periods indicated:

	June 30, 2018			
	Fair Value	Valuation Techniques	Unobservable Inputs	Range (Weighted Average)
	(Dollars in thousands)			
Impaired loans - held-for-investment:				
Commercial	$ 7,152	Market Approach	Discount adjustment for differences between comparable sales	Less than 1 %

	December 31, 2017			
	Fair Value	Valuation Techniques	Unobservable Inputs	Range (Weighted Average)
	(Dollars in thousands)			
Impaired loans - held-for-investment:				
Commercial	$ 242	Market Approach	Discount adjustment for differences between comparable sales	Less than 1%
Real estate:				
Land and construction	119	Market Approach	Discount adjustment for differences between comparable sales	Less than 1%

The Company obtains third party appraisals on its impaired loans held-for-investment and foreclosed assets to determine fair value. Generally, the third party appraisals apply the "market approach," which is a valuation technique that uses prices and other relevant information generated by market transactions involving identical or comparable (that is, similar) assets, liabilities, or a group of assets and liabilities, such as a business. Adjustments are then made based on the type of property, age of appraisal, current status of property and other related factors to estimate the current value of collateral.

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The carrying amounts and estimated fair values of financial instruments at June 30, 2018 are as follows:

		Estimated Fair Value			
	Carrying Amounts	Quoted Prices in Active Markets for Identical Assets (Level 1)	Significant Other Observable Inputs (Level 2)	Significant Unobservable Inputs (Level 3)	Total
	(Dollars in thousands)				
Assets:					
Cash and cash equivalents	$ 223,788	$ 223,788	$ —	$ —	$ 223,788
Securities available-for-sale	335,923	—	335,923	—	335,923
Securities held-to-maturity	388,603	—	375,320	—	375,320
Loans (including loans held-for-sale), net	1,935,714	—	5,745	1,894,251	1,899,996
FHLB stock, FRB stock, and other investments	22,865	—	—	—	N/A
Accrued interest receivable	8,951	—	2,321	6,630	8,951
I/O strips receivables	919	—	919	—	919
Liabilities:					
Time deposits	$ 157,025	$ —	$ 157,352	$ —	$ 157,352
Other deposits	2,526,594	—	2,526,594	—	2,526,594
Subordinated debt	39,275	—	39,875	—	39,875
Accrued interest payable	428	—	428	—	428

The carrying amounts and estimated fair values of the Company’s financial instruments at December 31, 2017:

		Estimated Fair Value			
	Carrying Amounts	Quoted Prices in Active Markets for Identical Assets (Level 1)	Significant Other Observable Inputs (Level 2)	Significant Unobservable Inputs (Level 3)	Total
	(Dollars in thousands)				
Assets:					
Cash and cash equivalents	$ 316,222	$ 316,222	$ —	$ —	$ 316,222
Securities available-for-sale	391,852	—	391,852	—	391,852
Securities held-to-maturity	398,341	—	394,292	—	394,292
Loans (including loans held-for-sale), net	1,566,428	—	3,419	1,507,967	1,511,386
FHLB stock, FRB stock, and other investments	17,911	—	—	—	N/A

Accrued interest receivable	7,985	—	2,423	5,562	7,985
I/O strips receivables	968	—	968	—	968
Liabilities:					
Time deposits	$ 194,561	$ —	$ 194,844	$ —	$ 194,844
Other deposits	2,288,428	—	2,288,428	—	2,288,428
Subordinated debt	39,183	—	40,384	—	40,384
Accrued interest payable	389	—	389	—	389

The methods and assumptions, not previously discussed, used to estimate the fair value of loans, including loans held-for-sale, are described as follows:

The fair value of loans held for sale is estimated based upon binding contracts and quotes from third parties resulting in a Level 2 classification.

The Company adopted ASU No. 2016-01, effective January 1, 2018. Adoption of the standard resulted in the use of an exit price rather than an entrance price to determine the fair value of loans, excluding loans held-for-sale, using discounted cash flow analyses as of June 30, 2018. The discount rates used to determine fair value use interest rate spreads that reflect factors such as liquidity, credit, and nonperformance risk of the loans, resulting in a level 3 classification.

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Fair values of loans, excluding loans held-for-sale, were estimated as follows as of December 31, 2017: 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. 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. The methods utilized to estimate the fair value of loans as of December 31, 2017 do not necessarily represent an exit price.

Impaired loans as of June 30, 2018 and December 31, 2017 are valued at the lower of cost or fair value as described previously.

11) Equity Plan

The Company maintained an Amended and Restated 2004 Equity Plan (the "2004 Plan") for directors, officers, and key employees. The 2004 Plan was terminated on May 23, 2013. On May 23, 2013, the Company's shareholders approved the 2013 Equity Incentive Plan (the "2013 Plan"). On May 25, 2017, the shareholders approved an amendment to the Heritage Commerce Corp 2013 Equity Incentive Plan to increase the number of shares available from 1,750,000 to 3,000,000 shares. The equity plans provide for the grant of incentive and nonqualified stock options and restricted stock. The equity plans provide that the option price for both incentive and nonqualified stock options will be determined by the Board of Directors at no less than the fair value at the date of grant. Options granted vest on a schedule determined by the Board of Directors at the time of grant. Generally options vest over four years. All options expire no later than ten years from the date of grant. Restricted stock is subject to time vesting. For the six months ended June 30, 2018, the Company granted 305,500 shares of nonqualified stock options and 97,818 shares of restricted stock. There were 1,137,250 shares available for the issuance of equity awards under the 2013 Plan as of June 30, 2018.

Stock option activity under the equity plans is as follows:

Total Stock Options	Number of Shares	Weighted Average Exercise Price	Weighted Average Remaining Contractual Life (Years)	Aggregate Intrinsic Value
Outstanding at January 1, 2018	1,602,732	$ 9.54		
Granted	305,500	$ 16.82		
Exercised	(207,838)	$ 9.63		
Forfeited or expired	(36,969)	$ 15.41		
Outstanding at June 30, 2018	1,663,425	$ 10.73	6.93	$ 10,414,939
Vested or expected to vest	1,563,620		6.93	$ 9,790,043

Exercisable at June 30, 2018	998,257	5.59	$ 8,644,366

Information related to the equity plans for the periods indicated:

	Six Months Ended June 30,	
	2018	2017
Intrinsic value of options exercised	$ 1,466,731	$ 708,671
Cash received from option exercise	$ 2,001,837	$ 659,861
Tax benefit realized from option exercises	$ 430,357	$ 137,592
Weighted average fair value of options granted	$ 3.07	$ 2.68

As of June 30, 2018, there was $1,744,000 of total unrecognized compensation cost related to nonvested stock options granted under the equity plans. That cost is expected to be recognized over a weighted average period of approximately 2.98 years.

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The fair value of each option grant is estimated on the date of grant using the Black Scholes option pricing model that uses the assumptions noted in the following table, including the weighted average assumptions for the option grants for the periods indicated:

	Six Months Ended June 30,	
	2018	2017
Expected life in months(1)	72	72
Volatility(1)	21 %	25 %
Weighted average risk-free interest rate(2)	2.87 %	1.95 %
Expected dividends(3)	2.62 %	2.76 %

(1) The expected life of employee stock options represents the weighted average period the stock options are expected to remain outstanding based on historical experience. Volatility is based on the historical volatility of the stock price over the same period of the expected life of the option.
(2) Based on the U.S. Treasury constant maturity interest rate with a term consistent with the expected life of the option granted.
(3) Each grant's dividend yield is calculated by annualizing the most recent quarterly cash dividend and dividing that amount by the market price of the Company's common stock as of the grant date

Restricted stock activity under the equity plans is as follows:

Total Restricted Stock Award	Number of Shares	Weighted Average Grant Date Fair Value
Nonvested shares at January 1, 2018	181,185	$ 11.66
Granted	97,818	$ 16.83
Vested	(59,515)	$ 11.80
Nonvested shares at June 30, 2018	219,488	$ 13.92

As of June 30, 2018, there was $2,718,000 of total unrecognized compensation cost related to nonvested restricted stock awards granted under the equity plans. The cost is expected to be recognized over a weighted average period of approximately 2.77years.

12) Subordinated Debt

On May 26, 2017, the Company completed an underwritten public offering of $40,000,000 aggregate principal amount of its fixed-to-floating rate subordinated notes ("Subordinated Debt") due June 1, 2027. The Subordinated Debt initially bears a fixed interest rate of 5.25% per year. Commencing on June 1, 2022, the interest rate on the Subordinated Debt resets quarterly to the three-month LIBOR rate plus a spread of 336.5 basis points, payable quarterly in arrears. Interest on the Subordinated Debt is payable semi-annually on June 1 and December 1 of each year through June 1, 2022 and quarterly thereafter on March 1, June 1, September 1 and December 1 of each year through the maturity date or early redemption date. The Company at its option may redeem the Subordinated Debt, in whole or in part, on any interest payment date on or after June 1, 2022 without a premium.

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13) Capital Requirements

The Company and its subsidiary bank are subject to various regulatory capital requirements administered by the banking agencies. Failure to meet minimum capital requirements can initiate certain mandatory—and possibly additional discretionary—actions by regulators that, if undertaken, could have a direct material effect on the Company's financial statements and operations. Under capital adequacy guidelines and the regulatory framework for prompt corrective action, the Company and HBC must meet specific capital guidelines that involve quantitative measures of assets, liabilities, and certain off balance sheet items as calculated under regulatory accounting practices. Capital amounts and classifications are also subject to qualitative judgments by the regulators about components, risk weightings, and other factors. There are no conditions or events since June 30, 2018, that management believes have changed the categorization of the Company or HBC as "well-capitalized."

As of January 1, 2015, HCC and HBC along with other community banking organizations became subject to new capital requirements and certain provisions of the new rules will be phased in from 2015 through 2019. The Federal Banking regulators approved the new rules to implement the revised capital adequacy standards of the Basel Committee on Banking Supervision, commonly called Basel III, and address relevant provisions of The Dodd Frank Wall Street Reform and Consumer Protection Act of 2010, as amended. The new capital rules establish a "capital conservation buffer," which must consist entirely of common equity Tier 1 capital. The capital conservation buffer is to be phased-in over four years beginning on January 1, 2016. The buffer will be 0.625% of risk-weighted assets for 2016, 1.25% for 2017, 1.875% for 2018, and 2.5% for 2019 and thereafter. The Company and HBC must maintain a capital conservation buffer above the minimum risk-based capital requirements in order to avoid certain limitations on capital distributions, stock repurchases and discretionary bonus payments to executive officers. The Company's consolidated capital ratios and the Bank's capital ratios exceeded the regulatory guidelines for a well-capitalized financial institution under the Basel III regulatory requirements at June 30, 2018.

Quantitative measures established by regulation to help ensure capital adequacy require the Company and HBC to maintain minimum amounts and ratios (set forth in the tables below) of total, Tier 1 capital, and common equity Tier 1 capital (as defined in the regulations) to risk weighted assets (as defined), and of Tier 1 capital to average assets (as defined). Management believes that, as of June 30, 2018 and December 31, 2017, the Company and HBC met all capital adequacy guidelines to which they were subject.

The Company's consolidated capital amounts and ratios are presented in the following table, together with capital adequacy requirements, under the Basel III regulatory requirements as of June 30, 2018, and December 31, 2017.

	Actual		Required For Capital Adequacy Purposes Under Basel III	
	Amount	Ratio	Amount	Ratio (1)

	(Dollars in thousands)				
As of June 30, 2018					
Total Capital (to risk-weighted assets)	$ 323,988	13.5 %	$ 237,564	9.875	%
Tier 1 Capital (to risk-weighted assets)	$ 257,349	10.7 %	$ 189,450	7.875	%
Common Equity Tier 1 Capital (to risk-weighted assets)	$ 257,349	10.7 %	$ 153,364	6.375	%
Tier 1 Capital (to average assets)	$ 257,349	8.7 %	$ 118,108	4.000	%

(1) Includes 1.875% capital conservation buffer, effective January 1, 2018, except the Tier 1 Capital to average assets ratio.

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	Actual Amount	Ratio		Required For Capital Adequacy Purposes Under Basel III Amount	Ratio (1)	
	(Dollars in thousands)					
As of December 31, 2017						
Total Capital (to risk-weighted assets)	$ 288,754	14.4	%	$ 185,338	9.250	%
Tier 1 Capital (to risk-weighted assets)	$ 229,258	11.4	%	$ 145,265	7.250	%
Common Equity Tier 1 Capital (to risk-weighted assets)	$ 229,258	11.4	%	$ 115,210	5.750	%
Tier 1 Capital (to average assets)	$ 229,258	8.0	%	$ 114,959	4.000	%

(1) Includes 1.25% capital conservation buffer, effective January 1, 2017, except the Tier 1 Capital to average assets ratio.

HBC's actual capital amounts and ratios are presented in the following table, together with capital adequacy requirements, under the Basel III regulatory requirements as of June 30, 2018, and December 31, 2017.

	Actual Amount	Ratio		To Be Well-Capitalized Under Basel III Regulatory Requirements Amount	Ratio		Required For Capital Adequacy Purposes Under Basel III Amount	Ratio (1)	
	(Dollars in thousands)								
As of June 30, 2018									
Total Capital (to risk-weighted assets)	$ 300,635	12.5	%	$ 240,451	10.0	%	$ 237,445	9.875	%
Tier 1 Capital (to risk-weighted assets)	$ 273,271	11.4	%	$ 192,361	8.0	%	$ 189,355	7.875	%
Common Equity Tier 1 Capital (to risk-weighted assets)	$ 273,271	11.4	%	$ 156,293	6.5	%	$ 153,288	6.375	%
Tier 1 Capital (to average assets)	$ 273,271	9.3	%	$ 147,568	5.0	%	$ 118,054	4.000	%

(1)

Includes 1.875% capital conservation buffer, effective January 1, 2018, except the Tier 1 Capital to average assets ratio.

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	Actual		To Be Well-Capitalized Under Basel III Regulatory Requirements		Required For Capital Adequacy Purposes Under Basel III	
	Amount	Ratio	Amount	Ratio	Amount	Ratio (1)
	(Dollars in thousands)					
As of December 31, 2017						
Total Capital (to risk-weighted assets)	$ 265,102	13.2 %	$ 200,274	10.0 %	$ 185,253	9.250 %
Tier 1 Capital (to risk-weighted assets)	$ 244,790	12.2 %	$ 160,219	8.0 %	$ 145,198	7.250 %
Common Equity Tier 1 Capital (to risk-weighted assets)	$ 244,790	12.2 %	$ 130,178	6.5 %	$ 115,157	5.750 %
Tier 1 Capital (to average assets)	$ 244,790	8.5 %	$ 143,655	5.0 %	$ 114,924	4.000 %

(1) Includes 1.25% capital conservation buffer, effective January 1, 2017, except the Tier 1 Capital to average assets ratio.

The Subordinated Debt, net of unamortized issuance costs, totaled $39,275,000 at June 30, 2018, and qualifies as Tier 2 capital for the Company under the guidelines established by the Federal Reserve Bank.

Under California General Corporation Law, the holders of common stock are entitled to receive dividends when and as declared by the Board of Directors, out of funds legally available. The California Financial Code provides that a state licensed bank may not make a cash distribution to its shareholders in excess of the lesser of the following: (i) the bank's retained earnings; or (ii) the bank's net income for its last three fiscal years, less the amount of any distributions made by the bank to its shareholders during such period. However, a bank, with the prior approval of the Commissioner of the California Department of Business Oversight—Division of Financial Institutions ("DBO") may make a distribution to its shareholders of an amount not to exceed the greater of (i) a bank's retained earnings; (ii) its net income for its last fiscal year; or (iii) its net income for the current fiscal year. Also with the prior approval of the Commissioner of the DBO and the shareholders of the bank, the bank may make a distribution to its shareholders, as a reduction in capital of the bank. In the event that the Commissioner determines that the shareholders' equity of a bank is inadequate or that the making of a distribution by a bank would be unsafe or unsound, the Commissioner may order a bank to refrain from making such a proposed distribution. As of June 30, 2018, HBC would not be required to obtain regulatory approval, and the amount available for cash dividends is $31,057,000. Similar restrictions applied to the amount and sum of loan advances and other transfers of funds from HBC to the parent company. During each of the second and first quarters of 2018, HBC distributed dividends of $4,000,000 for a total of $8,000,000 for the first six months of 2018.

14) Loss Contingencies

The Company is involved in certain legal actions arising from normal business activities. Management, based upon the advice of legal counsel, believes the ultimate resolution of all pending legal actions will not have a material effect on the financial statements of the Company.

15) Revenue Recognition

On January 1, 2018, the Company adopted ASU No. 2014-09 (Topic 606) and all subsequent ASUs that modified Topic 606. As stated in Note 1 Basis of Presentation, the implementation of the new standard did not have a material impact on the measurement or recognition of revenue; as such, a cumulative effect adjustment to opening retained earnings was not deemed necessary. Results for reporting periods beginning after January 1, 2018 are presented under Topic 606, while prior period amounts were not adjusted and continue to be reported in accordance with our historic accounting under Topic 606.

Topic 606 does not apply to revenue associated with financial instruments, including revenue from loans and securities. In addition, certain noninterest income streams such as fees associated with mortgage servicing rights, financial guarantees, gain on sale of securities, bank owned life insurance, gain on sales of SBA loans, and certain credit card fees

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are also not in scope of the new guidance. Topic 606 is applicable to noninterest revenue streams such as deposit related fees, interchange fees, and merchant income. However, the recognition of these revenue streams did not change significantly upon adoption of Topic 606. Substantially all of the Company's revenue is generated from contracts with customers. The following noninterest income revenue streams are in-scope of Topic 606:

Service Charges on Deposit Accounts

Service charges on deposit accounts consist of account analysis fees (i.e., net fees earned on analyzed business and public checking accounts), monthly service fees, check orders, and other deposit account related fees. We sometimes charge customers fees that are not specifically related to the customer accessing its funds, such as account maintenance or dormancy fees. The amount of deposit fees assessed varies based on a number of factors, such as the type of customer and account, the quantity of transactions, and the size of the deposit balance. We charge, and in some circumstances do not charge, fees to earn additional revenue and influence certain customer behavior. An example would be where we do not charge a monthly service fee, or do not charge for certain transactions, for customers that have a high deposit balance. Deposit fees are considered either transactional in nature (such as wire transfers, nonsufficient fund fees, and stop payment orders) or non-transactional (such as account maintenance and dormancy fees). These fees are recognized as earned or as transactions occur and services are provided. Check orders and other deposit account related fees are largely transactional based and, therefore, the Company's performance obligation is satisfied, and related revenue recognized, at a point in time. Payment for service charges on deposit accounts is primarily received immediately or in the following month through a direct charge to customers' accounts.

Interchange Revenue

Interchange revenue primarily consists of interchange fees, volume-related incentives and ATM charges. As the card-issuing bank, interchange fees represent our portion of discount fees paid by merchants for credit / debit card transactions processed through the interchange network. The levels and structure of interchange rates are set by the credit card companies and are based on cardholder purchase volumes. The Company earns interchange income as cardholder transactions occur and interchange fees are settled on a daily basis. Since interchange fees are settled on a daily basis, the Company believes the application of Topic 606 to interchange fees would likely not lead to significantly different recognition and measurement outcomes when compared to our current accounting practice. In addition, the Company will continue to consider any constraint on the variability of consideration due to returns, refunds and chargebacks. ATM charges consist of fees received from non-customers using a bank-owned ATM and fees received for customers using a nonbank-owned ATM. These fees are earned when these types of ATM transactions occur.

Merchant Services Revenue

Revenue from the Company's merchant services business consists principally of transaction and account management fees charged to merchants for the electronic processing of transactions. These fees are net of interchange fees paid to the credit card issuing bank, card company assessments, and revenue sharing amounts.

Based on the insignificant level of merchant services revenue, the Company has concluded that the application of Topic 606 to merchant services account management fees would likely not lead to significantly different recognition and measurement outcomes when compared to our current accounting practice. As a result, revenue from account management fees will continue to be recognized by the Company at the end of each month since the end of this measurement period allows us to reliably measure our progress towards completion of our performance obligation.

Other

Noninterest miscellaneous fees consist of charges for various other services including safe deposit box rentals, wire transfers, check cashing, telephone transfers, and online business banking. Given the insignificance of these amounts individually and in total, further consideration of these revenue streams under Topic 606 is not considered necessary.

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The following presents noninterest income, segregated by revenue streams in-scope and out-of-scope of Topic 606, for the periods indicated.

	Three Months Ended June 30,	
	2018	2017
	(Dollars in thousands)	
Noninterest Income In-scope of Topic 606:		
Service charges and fees on deposit accounts	$ 495	$ 474
Interchange fees	83	71
Merchant services revenue	39	39
Other	152	180
Total noninterest income in-scope of Topic 606	769	764
Noninterest Income Out-of-scope of Topic 606	2,011	1,529
Total noninterest income	$ 2,780	$ 2,293

	Six Months Ended June 30,	
	2018	2017
	(Dollars in thousands)	
Noninterest Income In-scope of Topic 606:		
Dividends on preferred stock	$ 973	$ 939
Interchange fees	156	133
Merchant services revenue	83	85
Earnings per common share:	300	332
Total noninterest income in-scope of Topic 606	1,512	1,489
Noninterest Income Out-of-scope of Topic 606	3,463	3,099
Total noninterest income	$ 4,975	$ 4,588

16) Noninterest Expense

The following table sets forth the various components of the Company’s noninterest expense for the periods indicated:

	Three Months Ended June 30,		Six Months Ended June 30,	
	2018	2017	2018	2017

	(Dollars in thousands)			
Salaries and employee benefits (1)	$ 14,806	$ 9,209	$ 24,583	$ 18,695
Occupancy and equipment	1,262	1,216	2,368	2,284
Professional fees	(289)	673	395	1,744
Acquisition and integration related costs	4,821	—	5,436	—
Data processing	622	286	976	669
Software subscriptions	599	441	1,192	858
Amortization of intangible assets	464	442	705	787
Insurance expense	399	370	806	722
Other	2,178	2,617	4,391	4,823
Total	$ 24,862	$ 15,254	$ 40,852	$ 30,582

(1) Includes severance and retention retention expense related to the Tri-Valley and United American acquistions of $3,393,000 for the second quarter of 2018 and the first six months of 2018.

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17) Business Segment Information

The following presents the Company’s operating segments. The Company operates through two business segments: Banking segment and Factoring segment. Transactions between segments consist primarily of borrowed funds. Intersegment interest expense is allocated to the Factoring segment based on the Company’s prime rate and funding costs. The provision for loan loss is allocated based on the segment’s allowance for loan loss determination which considers the effects of charge-offs. Noninterest income and expense directly attributable to a segment are assigned to it. Taxes are paid on a consolidated basis and allocated for segment purposes. The Factoring segment includes only factoring originated by Bay View Funding.

	Three Months Ended June 30, 2018		
	Banking(1)	Factoring	Consolidated
	(Dollars in thousands)		
Interest income	$ 28,625	3,355	$ 31,980
Intersegment interest allocations	376	(376)	—
Total interest expense	1,816	—	1,816
Net interest income	27,185	2,979	30,164
Provision for loan losses	7,141	57	7,198
Net interest income after provision	20,044	2,922	22,966
Noninterest income	2,531	249	2,780
Noninterest expense (2)	23,301	1,561	24,862
Intersegment expense allocations	227	(227)	—
Income before income taxes	(499)	1,383	884
Income tax (benefit) expense	(440)	409	(31)
Net (loss) income	$ (59)	$ 974	$ 915
Total assets	$ 3,044,221	$ 78,986	$ 3,123,207
Loans, net of deferred fees	$ 1,893,147	$ 63,486	$ 1,956,633
Goodwill	$ 71,373	$ 13,044	$ 84,417

(1) Includes the holding company’s results of operations
(2) The banking segment’s noninterest expense includes acquisition costs of $8,214,000

	Three Months Ended June 30, 2017		
	Banking(1)	Factoring	Consolidated
	(Dollars in thousands)		
Interest income	$ 23,372	$ 2,735	$ 26,107
Intersegment interest allocations	242	(242)	—

Total interest expense	1,174	—	1,174
Net interest income	22,440	2,493	24,933
Provision for loan losses	(46)	—	(46)
Net interest income after provision	22,486	2,493	24,979
Noninterest income	1,937	356	2,293
Noninterest expense	13,424	1,830	15,254
Intersegment expense allocations	129	(129)	—
Income before income taxes	11,128	890	12,018
Income tax expense	4,196	373	4,569
Net income	$ 6,932	$ 517	$ 7,449
Total assets	$ 2,676,599	$ 56,301	$ 2,732,900
Loans, net of deferred fees	$ 1,523,928	$ 42,396	$ 1,566,324
Goodwill	$ 32,620	$ 13,044	$ 45,664

(1) Includes the holding company’s results of operations

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	Six Months Ended June 30, 2018		
	Banking(1)	Factoring	Consolidated
	(Dollars in thousands)		
Interest income	$ 53,356	$ 6,501	$ 59,857
Intersegment interest allocations	703	(703)	—
Total interest expense	3,345	—	3,345
Net interest income	50,714	5,798	56,512
Provision (credit) for loan losses	7,629	75	7,704
Net interest income after provision	43,085	5,723	48,808
Noninterest income	4,617	358	4,975
Noninterest expense (2)	37,768	3,084	40,852
Intersegment expense allocations	402	(402)	—
Income before income taxes	10,336	2,595	12,931
Income tax expense	2,440	767	3,207
Net income	$ 7,896	$ 1,828	$ 9,724
Total assets	$ 3,044,221	78,986	$ 3,123,207
Loans, net of deferred fees	$ 1,893,147	63,486	$ 1,956,633
Goodwill	$ 71,373	13,044	$ 84,417

(1) Includes the holding company's results of operations
(2) The banking segment's noninterest expense includes acquisition costs of $8,829,000

	Six Months Ended June 30, 2017		
	Banking(1)	Factoring	Consolidated
	(Dollars in thousands)		
Interest income	$ 45,341	$ 5,463	$ 50,804
Intersegment interest allocations	502	(502)	—
Total interest expense	2,045	—	2,045
Net interest income	43,798	4,961	48,759
Provision for loan losses	265	10	275
Net interest income after provision	43,533	4,951	48,484
Noninterest income	4,052	536	4,588
Noninterest expense	27,003	3,579	30,582
Intersegment expense allocations	262	(262)	—
Income before income taxes	20,844	1,646	22,490
Income tax expense	7,812	691	8,503
Net income	$ 13,032	$ 955	$ 13,987
Total assets	$ 2,676,599	$ 56,301	$ 2,732,900
Loans, net of deferred fees	$ 1,523,928	$ 42,396	$ 1,566,324
Goodwill	$ 32,620	$ 13,044	$ 45,664

(1) Includes the holding company's results of operations

18) Subsequent Events

On July 26, 2018, the Company announced that its Board of Directors declared a $0.11 per share quarterly cash dividend to holders of common stock. The dividend will be paid on August 24, 2018 to shareholders of record on August 10, 2018.

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

The following discussion provides information about the results of operations, financial condition, liquidity, and capital resources of Heritage Commerce Corp (the "Company" or "HCC"), its wholly owned subsidiary, Heritage Bank of Commerce ("HBC"), and HBC's wholly owned subsidiary, CSNK Working Capital Finance Corp., a California Corporation, dba Bay View Funding ("Bay View Funding"). This information is intended to facilitate the understanding and assessment of significant changes and trends related to our financial condition and the results of operations. This discussion and analysis should be read in conjunction with our consolidated financial statements and the accompanying notes presented elsewhere in this report. Unless we state otherwise or the context indicates otherwise, references to the "Company," "Heritage," "we," "us," and "our," in this Report on Form 10 Q refer to Heritage Commerce Co and its subsidiaries.

CRITICAL ACCOUNTING POLICIES

Critical accounting policies are discussed in our Form 10 K for the year ended December 31, 2017. There are no changes to these policies as of June 30, 2018.

EXECUTIVE SUMMARY

This summary is intended to identify the most important matters on which management focuses when it evaluates the financial condition and performance of the Company. When evaluating financial condition and performance, management looks at certain key metrics and measures. The Company's evaluation includes comparisons with peer group financial institutions and its own performance objectives established in the internal planning process.

The primary activity of the Company is commercial banking. The Company's operations are located entirely in the southern and eastern regions of the general San Francisco Bay Area of California in the counties of Santa Clara, Alameda, Contra Costa, San Mateo, and San Benito. The largest city in this area is San Jose and the Company's market includes the headquarters of a number of technology based companies in the region known commonly as Silicon Valley. The Company's customers are primarily closely held businesses and professionals.

Performance Overview

For the three months ended June 30, 2018, net income was $915,000, or $0.02 per average diluted common share, compared to $7.4 million, or $0.19 per average diluted common share, for the three months ended June 30, 2017. The

Company's annualized return on average tangible assets was 0.12% and annualized return on average tangible equity was 1.49% for the three months ended June 30, 2018, compared to 1.14% and 14.00%, respectively, for the three months ended June 30, 2017.

For the six months ended June 30, 2018, net income was $9.7 million, or $0.24 per average diluted common share, compared to $14.0 million, or $0.36 per average diluted common share, for the six months ended June 30, 2017. The Company's annualized return on average tangible assets was 0.69% and annualized return on average tangible equity was 8.43% for the six months ended June 30, 2018 compared to 1.10% and 13.41%, respectively, for the six months ended June 30, 2017.

Earnings for the second quarter of 2018 and for the first six months of 2018 were negatively impacted by merger-related costs of $8.2 million and $8.8 million, respectively, associated with the acquisitions of Tri-Valley Bank ("Tri-Valley") on April 6, 2018, and United American Bank ("United American") on May 4, 2018, as well as a $6.1 million specific reserve for a lending relationship that was placed on nonaccrual during the second quarter of 2018. These costs were partially offset by a $1.3 million legal settlement recovery.

Tri-Valley Bank and United American Bank Mergers

The Company completed its previously announced merger of its wholly-owned bank subsidiary Heritage Bank of Commerce with Tri-Valley effective as of the close on April 6, 2018. The merger, which was first announced on December 20, 2017, was concluded following receipt of approval from Tri-Valley shareholders and all required regulatory approvals. Tri-Valley's results of operations have been included in the Company's results of operations beginning April 7, 2018.

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Tri-Valley was a full-service California state-chartered commercial bank with branches in San Ramon and Livermore, California and served businesses and individuals primarily in Contra Costa and Alameda counties in Northern California. The Company closed the San Ramon office on July 13, 2018.

The Company completed its previously announced merger of its wholly-owned bank subsidiary Heritage Bank of Commerce with United American effective as of the close on May 4, 2018. The merger, which was first announced on January 11, 2018, was concluded following receipt of approval from United American shareholders and all required regulatory approvals. United American's results of operations have been included in the Company's results of operations beginning May 5, 2018.

United American was a full-service commercial bank located in San Mateo County with full-service branches located in San Mateo, Redwood City and Half Moon Bay, California and serviced businesses, professionals and individuals. The Company will close the Half Moon Bay office on August 10, 2018.

Tri-Valley added $117.4 million in loans, at fair value, and $92.7 in deposits, at fair value, at June 30, 2018. United American added $7.4 million in investment securities available-for-sale, at fair value, $209.3 million in loans, at fair value, and $273.7 million in deposits, at fair value, at June 30, 2018. Severance, retention, acquisition, and integration costs related to the two mergers totaled $8.2 million for the second quarter of 2018, and $8.8 million for the first six months of 2018.

Factoring Activities - Bay View Funding

Based in Santa Clara, California, Bay View Funding provides business-essential working capital factoring financing to various industries throughout the United States. The following table reflects selected financial information for Bay View Funding for the periods indicated:

	June 30, 2018	June 30, 2017
	(Dollars in thousands)	
Total factored receivables	$ 63,486	$ 42,396
Average factored receivables		
For the three months ended	$ 52,251	$ 42,193
for the six months ended	$ 50,670	$ 43,474
Total full time equivalent employees	37	38

Second Quarter 2018 Highlights

The following are important factors that impacted the Company's results of operations:

· Net interest income before provision for loan losses increased 21% to $30.2 million for the second quarter of 2018, compared to $24.9 million for the second quarter of 2017. For the first six months of 2018, net interest income

increased 16% to $56.5 million, compared to $48.8 million for the first six months of 2017. Net interest income increased for the second quarter of 2018 and the first six months of 2018, compared to the respective periods in 2017, primarily due to the impact of the increase in loans and deposits from the Tri-Valley and United American acquisitions, in addition to modest organic loan growth.

· For the second quarter of 2018, the fully tax equivalent ("FTE") net interest margin improved 23 basis points to 4.30% from 4.07% for the second quarter of 2017. The increase was primarily due to a higher average balance of loans and securities, an increase in the accretion of the loan purchase discount into loan interest income from the Tri-Valley and United American acquisitions in the second quarter of 2018, and the impact of increases in the prime rate on loan yields and overnight funds

· For the first six months of 2018, the net interest margin increased 16 basis points to 4.22%, compared to 4.06% for the first six months of 2017, primarily due to a higher average balance of loans and securities, an increase in the accretion of the loan purchase discount into loan interest income from the acquisitions, and the impact of increases in the prime rate on loan yields and overnight funds.

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- The average yield on the loan portfolio increased to 5.75% for the second quarter of 2018, compared to 5.64% for the second quarter of 2017, primarily due to an increase in the accretion of the loan purchase discount into loan interest income from the acquisitions. The average yield on the Company's legacy loan portfolio (excluding the purchased residential loans, purchased commercial real estate ("CRE") loans, factored receivables portfolio, and accretion of the loan purchase discount from the acquisitions) decreased 2 basis points for the second quarter of 2018, compared to the second quarter of 2017. The average yield on the purchased residential loans was 2.71% for the second quarter of 2018, compared to 2.82% for the second quarter of 2017. The average yield on the purchased CRE loans was 3.58% for the second quarter of 2018, compared to 3.51% the second quarter of 2017.

- The yield on the loan portfolio increased to 5.76% for the first six months of 2018, compared to 5.59% for the first six months of 2017, primarily due to an increase in accretion of the loan purchase discount into loan interest income from the acquisitions. The yield on the Company's legacy loan portfolio (excluding the purchased residential loans, purchased CRE loans, factored receivables portfolio, and accretion of the loan purchase discount from the acquisitions) increased 9 basis points for the first six months of 2018, compared to the first six months of 2017. The yield on the purchased residential loans was 2.72% for the first six months of 2018, compared to 2.66% for the first six months of 2017. The yield on the purchased CRE loans was 3.55% for the first six months of 2018, compared to 3.50% for the first six months of 2017.

- The accretion of the loan purchase discount into loan interest income from the three acquisitions was $669,000 for the second quarter of 2018, compared to $257,000 for the second quarter of 2017. The accretion of the loan purchase discount into loan interest income from the three acquisitions was $726,000 for the first six months of 2018, compared to $470,000 from the Focus Business Bank ("Focus") acquisition for the first six months of 2017. The total purchase discount on loans from the Focus loan portfolio was $5.4 million on the acquisition date of August 20, 2015, of which $892,000 remains as of June 30, 2018. The total purchase discount on loans from Tri-Valley loan portfolio was $2.6 million on the acquisition date of April 6, 2018, of which $2.5 million remains as of June 30, 2018. The total purchase discount on loans from United American loan portfolio was $4.7 million on the acquisition date of May 4, 2018, of which $4.4 million remains as of June 30, 2018.

- There was a $7.2 million provision for loan losses for the second quarter of 2018, compared to a ($46,000) credit to the provision for loan losses for the second quarter of 2017. For the six months ended June 30, 2018, there was a $7.7 million provision for loan losses, compared to a $275,000 provision for loan losses for the six months ended June 30, 2017. The increase in the provision for loan losses for the second quarter of 2018 and first six months of 2018 was primarily due to the $6.1 million specific reserve on the $22.9 million lending relationship.

- Total noninterest income was $2.8 million for the second quarter of 2018, compared to $2.3 million for the second quarter of 2017. For the six months ended June 30, 2018, total noninterest income was $5.0 million, compared to $4.6 million for the six months ended June 30, 2017. The increase in noninterest income for the second quarter of 2018 and first six months of 2018, was primarily due to a legal settlement recovery. The Company received $1.3 million proceeds from a legal settlement during the second quarter of 2018, of which $377,000 was recorded in other noninterest income, and $922,000 was credited to professional fees for recaptured legal fees previously paid by the Company.
- Total noninterest expense for the second quarter of 2018 was $24.9 million, compared to $15.3 million for the second quarter of 2017. Noninterest expense for the six months ended June 30, 2018 was $40.9 million, compared to $30.6 million for the six months ended June 30, 2017. The increase in noninterest expense in the second quarter of 2018 and the first six months of 2018, compared to the respective periods in 2017, was primarily due to costs related

to the merger transactions and higher salaries and employee benefits as a result of annual salary increases, and additional operating costs of Tri-Valley and United American, partially offset by lower professional fees. Other noninterest expense included pre-tax acquisition and integration costs of $4.8 million and $5.4 million for the second quarter of 2018 and first six months of 2018, respectively. In addition, salaries and employee benefits included severance and retention expense of $3.4 million related to the Tri-Valley and United American acquisitions for total severance, retention, acquisition and integration costs of $8.2 million for the second quarter of 2018 and $8.8 million for the first six months of 2018. Professional fees decreased to ($289,000) for the second quarter of 2018, compared to $673,000 for the

second quarter of 2017, primarily due to the recovery of $922,000 of professional fees from a legal settlement in the second quarter of 2018.

· The efficiency ratio for the second quarter of 2018 was 75.47%, compared to 56.03% for the second quarter of 2017. The efficiency ratio for the six months ended June 30, 2018 was 66.44%, compared to 57.33% for the six months ended June 30, 2017.

· The income tax benefit for the second quarter of 2018 was ($31,000), compared income tax expense of $4.6 million for the second quarter of 2017. The effective tax rate for the second quarter of 2018 decreased to (3.5%), compared to 38.0% for the second quarter of 2017, primarily due to lower pre-tax income in the second quarter of 2018, resulting in a year-to-date tax adjustment and a lower federal corporate tax rate for the second quarter of 2018. On December 22, 2017, H.R.1, commonly known as the Tax Cuts and Jobs Act (the "Tax Act"), was signed into law, which among other items reduced the federal corporate tax rate to 21% from 35%, effective January 1, 2018. Income tax expense for the six months ended June 30, 2018 was $3.2 million, compared to $8.5 million for the six months ended June 30, 2017. The effective tax rate for the six months ended June 30, 2018 was 24.8%, compared to 37.8% for the six months ended June 30, 2017.

The following are important factors in understanding our current financial condition and liquidity position:

· Cash, other investments and interest bearing deposits in other financial institutions and securities available for sale, at fair value, decreased 12% to $559.7 million at June 30, 2018, from $635.9 million at June 30, 2017, and decreased 21% from $708.1 million at December 31, 2017.

· At June 30, 2018, securities held to maturity, at amortized cost, totaled $388.6 million, compared to $368.3 million at June 30, 2017, and $398.3 million at December 31, 2017.

· Loans, excluding loans held-for-sale, increased $390.3 million, or 25%, to $1.96 billion at June 30, 2018, compared to $1.57 billion at June 30, 2017, which included $209.3 million in loans from United American, at fair value, $117.4 million in loans from Tri-Valley, at fair value, and an increase of $72.9 million, or 5% in the Company's legacy portfolio, partially offset by a decrease of $8.0 million in purchased residential mortgage loans. Loans increased $374.0 million, or 24%, to $1.96 billion at June 30, 2018, compared to $1.58 billion at December 31, 2017, which included $209.3 million in loans from United American, $117.4 million in loans from Tri-Valley, and an increase of $51.8 million, or 3% in the Company's legacy portfolio, partially offset by a decrease of $3.8 million in purchased residential mortgage loans.

· Nonperforming assets ("NPAs") increased to $26.5 million, or 0.85% of total assets, at June 30, 2018, compared to $3.3 million, or 0.12% of total assets, at June 30, 2017, and $2.5 million, or 0.09% of total assets, at December 31, 2017, primarily due to the $22.9 million lending relationship that was placed on nonaccrual during the second quarter of 2018. Based on information received in July 2018 from a borrower regarding events that occurred in the second quarter of 2018, management of the Company determined that secured loans associated with that borrower's $22.9 million lending relationship became impaired and were placed on nonaccrual status as of June 30, 2018. The Company recorded a $6.1 million specific reserve for this relationship, and accordingly, increased the provision for loan losses by $6.1 million for the second quarter of 2018. The total provision for loan losses was $7.2 million for

the second quarter of 2018, and $7.7 million for the first six months of 2018.

· Classified assets increased to $32.3 million at June 30, 2018, compared to $7.5 million at June 30, 2017, primarily due to the $22.9 million lending relationship that was moved to classified assets. Classified assets were $25.1 million at December 31, 2017. There were no foreclosed assets at June 30, 2018 and December 31, 2017, compared to foreclosed assets of $183,000 at June 30, 2017.

· Net charge-offs totaled $673,000 for the second quarter of 2018, compared to net recoveries of $308,000 for the second quarter of 2017, and net recoveries of $201,000 for the fourth quarter of 2017. The net charge-offs of $673,000 for the second quarter of 2018 included a $750,000 unsecured commercial loan, partially offset by smaller net recoveries.

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- The allowance for loan losses at June 30, 2018 was $26.7 million, or 1.36% of total loans, representing 100.45% of nonperforming loans. The allowance for loan losses at June 30, 2017 was $19.4 million, or 1.24% of total loans, representing 614.22% of nonperforming loans. The allowance for loan losses at December 31, 2017 was $19.7 million, or 1.24% of total loans, representing 791.07% of nonperforming loans. The allowance for loan losses to total nonperforming loans decreased at June 30, 2018, compared to June 30, 2017, and December 31, 2017, primarily due to the $22.9 million lending relationship that was placed on nonaccrual during the second quarter of 2018 and the Tri-Valley and United American acquisitions. The loans acquired from Tri-Valley and United American are included in total loans; however, there was minimal allowance for loan losses attributed to these loans at June 30, 2018 because upon acquisition they were marked to fair value.

- Total deposits increased $308.9 million, or 13%, to $2.68 billion at June 30, 2018, compared to $2.37 billion at June 30, 2017, which included $273.7 million in deposits, at fair value, from United American, $92.7 million in deposits, at fair value, from Tri-Valley, and an increase of $7.5 million in the Company's legacy deposits, partially offset by the maturity of $65.1 million State of California certificates of deposits. Total deposits increased $200.6 million or 8% from $2.48 billion at December 31, 2017, which included $273.7 million in deposits from United American, $92.7 million in deposits from Tri-Valley, partially offset by a decrease of $100.7 million in the Company's legacy deposits, of which $46.0 million were real estate exchange balances, and the maturity of $65.1 million State of California certificates of deposits.

- Deposits, excluding all time deposits and CDARS deposits, increased $355.9 million, or 16%, to $2.51 billion at June 30, 2018, compared to $2.16 billion at June 30, 2017, which included $237.5 million of deposits added from United American, $83.0 million of deposits added from Tri-Valley, and an increase of $35.4 million, or 2%, in the Company's legacy deposits. Deposits, excluding all time deposits and CDARS deposits, increased $237.3 million, or 10%, compared to $2.28 billion at December 31, 2017, which included $237.5 million of deposits added from United American, $83.0 million of deposits added from Tri-Valley, partially offset by a decrease of $83.1 million, or (4%), in the Company's legacy deposits, of which $46.0 million were real estate exchange balances.

- The ratio of noncore funding (which consists of time deposits of $250,000 and over, CDARS deposits, brokered deposits, securities under an agreement to repurchase, subordinated debt, and short term borrowings) to total assets was 4.41% at June 30, 2018, compared to 7.41% at June 30, 2017, and 6.85% at December 31, 2017.

- The loan to deposit ratio was 72.91% at June 30, 2018, compared to 65.96% at June 30, 2017, and 63.74% at December 31, 2017.

- The Company's consolidated capital ratios exceeded regulatory guidelines and the Bank's capital ratios exceeded the regulatory guidelines for a well capitalized financial institution under the Basel III regulatory requirements at June 30, 2018.

	Heritage	Heritage	Well-capitalized Financial Institution	Fully Phased-in Basel III Minimal Requirement(1)

Capital Ratios	Commerce Corp	Bank of Commerce	Basel III Regulatory Guidelines	Effective January 1, 2019
Total Risk-Based	13.5 %	12.5 %	10.0 %	10.5 %
Tier 1 Risk-Based	10.7 %	11.4 %	8.0 %	8.5 %
Common Equity Tier 1 Risk-based	10.7 %	11.4 %	6.5 %	7.0 %
Leverage	8.7 %	9.3 %	5.0 %	4.0 %

(1) Fully phased in Basel III requirements for both HCC and HBC include a 2.5% capital conservation buffer, except the leverage ratio.

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Deposits

The composition and cost of the Company's deposit base are important in analyzing the Company's net interest margin and balance sheet liquidity characteristics. The Company's depositors are generally located in its primary market area. Depending on loan demand and other funding requirements, the Company also obtains deposits from wholesale sources including deposit brokers. HBC is a member of the Certificate of Deposit Account Registry Service ("CDARS") program. The CDARS program allows customers with deposits in excess of FDIC insured limits to obtain coverage on time deposits through a network of banks within the CDARS program. Deposits gathered through this program are considered brokered deposits under regulatory guidelines. The Company has a policy to monitor all deposits that may be sensitive to interest rate changes to help assure that liquidity risk does not become excessive due to concentrations.

Total deposits increased $308.9 million, or 13%, to $2.68 billion at June 30, 2018, compared to $2.37 billion at June 30, 2017, which included $273.7 million in deposits, at fair value, from United American, $92.7 million, at fair value, in deposits from Tri-Valley, and an increase of $7.5 million in the Company's legacy deposits, partially offset by the maturity of $65.1 million State of California certificates of deposits. Total deposits increased $200.6 million or 8% from $2.48 billion at December 31, 2017, which included $273.7 million in deposits from United American, $92.7 million in deposits from Tri-Valley, partially offset by a decrease of $100.7 million in the Company's legacy deposits, of which $46.0 million were real estate exchange balances, and the maturity of $65.1 million State of California certificates of deposits.

Deposits, excluding all time deposits and CDARS deposits, increased $355.9 million, or 16%, to $2.51 billion at June 30, 2018, compared to $2.16 billion at June 30, 2017, which included $237.5 million of deposits added from United American, $83.0 million of deposits added from Tri-Valley, and an increase of $35.4 million, or 2%, in the Company's legacy deposits. Deposits, excluding all time deposits and CDARS deposits, increased $237.3 million, or 10%, compared to $2.28 billion at December 31, 2017, which included $237.5 million of deposits added from United American, $83.0 million of deposits added from Tri-Valley, partially offset by a decrease of $83.1 million, or (4%), in the Company's legacy deposits, of which $46.0 million were real estate exchange balances.

Liquidity

Our liquidity position refers to our ability to maintain cash flows sufficient to fund operations and to meet obligations and other commitments in a timely fashion. The Company manages liquidity to be able to meet unexpected sudden changes in levels of its assets or deposit liabilities without maintaining excessive amounts of balance sheet liquidity. Excess balance sheet liquidity can negatively impact the Company's interest margin. At June 30, 2018, we had $223.8 million in cash and cash equivalents and approximately $604.1 million in available borrowing capacity from various sources including the Federal Home Loan Bank ("FHLB"), the Federal Reserve Bank of San Francisco ("FRB"), Federal funds facilities with several financial institutions, and line of credit with a correspondent bank. The Company also had $666.4 million at fair value in unpledged securities available at June 30, 2018. Our loan to deposit ratio was 72.91% at June 30, 2018, compared to 65.96% at June 30, 2017, and 63.74% at December 31, 2017.

Lending

Our lending business originates principally through our branch offices located in our primary markets. In addition, Bay View Funding provides factoring financing throughout the United States. Total loans, excluding loans held-for-sale, increased $390.3 million, or 25%, to $1.96 billion at June 30, 2018, compared to $1.57 billion at June 30, 2017, which included $209.3 million in loans from United American, at fair value, $117.4 million in loans from Tri-Valley, at fair value, and an increase of $72.9 million, or 5% in the Company's legacy portfolio, partially offset by a decrease of $8.0 million in purchased residential mortgage loans. Loans increased $374.0 million, or 24%, to $1.96 billion at June 30, 2018, compared to $1.58 billion at December 31, 2017, which included $209.3 million in loans from United American, $117.4 million in loans from Tri-Valley, and an increase of $51.8 million, or 3% in the Company's legacy portfolio, partially offset by decrease of $3.8 million in purchased residential mortgage loans. The loan portfolio remains well diversified with commercial and industrial ("C&I") loans accounting for 31% of the loan portfolio at June 30, 2018, which included $63.5 million of factored receivables. CRE loans accounted for 53% of the total loan portfolio, of which 39% were occupied by businesses that own them. Consumer and home equity loans accounted for 7% of total loans, land and construction loans accounted for 6% of total loans, and residential mortgage loans accounted for the remaining 3% of total loans at June 30, 2018.

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Net Interest Income

The management of interest income and expense is fundamental to the performance of the Company. Net interest income, the difference between interest income and interest expense, is the largest component of the Company's total revenue. Management closely monitors both total net interest income and the net interest margin (net interest income divided by average earning assets). Net interest income before provision for loan losses increased 21% to $30.2 million for the second quarter of 2018, compared to $24.9 million for the second quarter of 2017. For the first six months of 2018, net interest income increased 16% to $56.5 million, compared to $48.8 million for the first six months of 2017. Net interest income increased for the second quarter of 2018 and the first six months of 2018, compared to the respective periods in 2017, primarily due to the impact of the increase in loans and deposits from the Tri-Valley and United American acquisitions, in addition to modest organic loan growth.

The Company through its asset and liability policies and practices seeks to maximize net interest income without exposing the Company to an excessive level of interest rate risk. Interest rate risk is managed by monitoring the pricing, maturity and repricing options of all classes of interest bearing assets and liabilities. This is discussed in more detail under "Liquidity and Asset/Liability Management." In addition, we believe there are measures and initiatives we can take to improve the net interest margin, including increasing loan rates, adding floors on floating rate loans, reducing nonperforming assets, managing deposit interest rates, and reducing higher cost deposits.

The net interest margin is also adversely impacted by the reversal of interest on nonaccrual loans and the reinvestment of loan payoffs into lower yielding investment securities and other short term investments.

Management of Credit Risk

We continue to identify, quantify, and manage our problem loans. Early identification of problem loans and potential future losses helps enable us to resolve credit issues with potentially less risk and ultimate losses. We maintain an allowance for loan losses in an amount that we believe is adequate to absorb probable incurred losses in the portfolio. While we strive to carefully manage and monitor credit quality and to identify loans that may be deteriorating, circumstances can change at any time for loans included in the portfolio that may result in future losses, that as of the date of the financial statements have not yet been identified as potential problem loans. Through established credit practices, we adjust the allowance for loan losses accordingly. However, because future events are uncertain, there may be loans that will deteriorate, some of which could occur in an accelerated time frame. As a result, future additions to the allowance for loan losses may be necessary. Because the loan portfolio contains a number of commercial loans, commercial real estate, construction and land development loans with relatively large balances, deterioration in the credit quality of one or more of these loans may require a significant increase to the allowance for loan losses. Future additions to the allowance may also be required based on changes in the financial condition of borrowers. Additionally, Federal and state banking regulators, as an integral part of their supervisory function, periodically review our allowance for loan losses. These regulatory agencies may require us to recognize further loan loss provisions or charge offs based upon their judgments, which may be different from ours. Any increase in the

allowance for loan losses would have an adverse effect, which may be material, on our financial condition and results of operation. Further discussion of the management of credit risk appears under “Provision for Loan Losses” and “Allowance for Loan Losses.”

In June 2016, the FASB issued new guidance on measurement of credit losses on financial instruments, which is the final guidance on the new current expected credit loss (“CECL”) model. The new guidance will replace the incurred loss impairment methodology in current GAAP with a methodology that reflects expected credit losses and requires consideration of a broader range of reasonable and supportable information to estimate future credit loss estimates. Management is currently evaluating the impact of adopting CECL, which becomes effective for the Company on January 1, 2020. The effect of the adoption of CECL is currently unknown and could result in an increase to the allowance for loan losses and a charge to equity. Further discussion of the adoption of CECL appears in Note 1 – Basis of Presentation – Newly Issued, but not yet Effective Accounting Standards in the financial statements in this Form 10-Q.

Noninterest Income

While net interest income remains the largest single component of total revenues, noninterest income is an important component. A portion of the Company’s noninterest income is associated with its SBA lending activity, consisting of gains on the sale of loans sold in the secondary market and servicing income from loans sold with servicing

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retained. Other sources of noninterest income include loan servicing fees, service charges and fees, cash surrender value from company owned life insurance policies, and gains on the sale of securities.

Noninterest Expense

Management considers the control of operating expenses to be a critical element of the Company's performance. Total noninterest expense for the second quarter of 2018 increased to $24.9 million, compared to $15.3 million for the second quarter of 2017. Noninterest expense for the six months ended June 30, 2018 was $40.9 million, compared to $30.6 million for the six months ended June 30, 2017. The increase in noninterest expense in the second quarter of 2018 and the first six months of 2018, compared to the respective periods in 2017, was primarily due to costs related to the merger transactions and higher salaries and employee benefits as a result of annual salary increases, and additional operating costs of Tri-Valley and United American, partially offset by lower professional fees as a result of a credit to professional fees for recaptured legal fees previously paid for by the Company.

Capital Management

As part of its asset and liability management process, the Company continually assesses its capital position to take into consideration growth, expected earnings, risk profile and potential corporate activities that it may choose to pursue.

RESULTS OF OPERATIONS

The Company earns income from two primary sources. The first is net interest income, which is interest income generated by earning assets less interest expense on interest bearing liabilities. The second is noninterest income, which primarily consists of gains on the sale of loans, loan servicing fees, customer service charges and fees, the increase in cash surrender value of life insurance, and gains on the sale of securities. The majority of the Company's noninterest expenses are operating costs that relate to providing a full range of banking and lending services to our customers.

Net Interest Income and Net Interest Margin

The level of net interest income depends on several factors in combination, including yields on earning assets, the cost of interest bearing liabilities, the relative volumes of earning assets and interest bearing liabilities, and the mix of products which comprise the Company's earning assets, deposits, and other interest bearing liabilities. To maintain its

net interest margin the Company must manage the relationship between interest earned and paid.

The following Distribution, Rate and Yield table presents the average amounts outstanding for the major categories of the Company’s balance sheet, the average interest rates earned or paid thereon, and the resulting net interest margin on average interest earning assets for the periods indicated. Average balances are based on daily averages.

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Distribution, Rate and Yield

	Three Months Ended June 30, 2018				Three Months Ended June 30, 2017			
	Average Balance	Interest Income / Expense	Average Yield / Rate		Average Balance	Interest Income / Expense	Average Yield / Rate	
	(Dollars in thousands)							
Assets:								
Loans, gross (1)(2)	$ 1,838,411	26,355	5.75	%	$ 1,507,387	$ 21,207	5.64	%
Securities — taxable	668,243	3,767	2.26	%	629,387	3,442	2.19	%
Securities — exempt from Federal tax (3)	88,102	708	3.22	%	90,144	869	3.87	%
Other investments and interest-bearing deposits in other financial institutions and Federal funds sold	232,030	1,298	2.24	%	262,156	893	1.37	%
Total interest earning assets (3)	2,826,786	32,128	4.56	%	2,489,074	26,411	4.26	%
Cash and due from banks	38,949				33,627			
Premises and equipment, net	7,368				7,606			
Goodwill and other intangible assets	85,231				52,125			
Other assets	88,232				89,044			
Total assets	$ 3,046,566				$ 2,671,476			
Liabilities and shareholders' equity:								
Deposits:								
Demand, noninterest-bearing	$ 991,902				$ 906,570			
Demand, interest-bearing	662,303	465	0.28	%	582,024	302	0.21	%
Savings and money market	793,846	619	0.31	%	619,017	359	0.23	%
Time deposits — under $100	22,650	23	0.41	%	20,246	15	0.30	%
Time deposits — $100 and over	136,048	129	0.38	%	191,127	269	0.56	%
CDARS — interest-bearing demand, money market and time deposits	15,831	3	0.08	%	11,533	1	0.03	%
Total interest-bearing deposits	1,630,678	1,239	0.30	%	1,423,947	946	0.27	%
Total deposits	2,622,580	1,239	0.19	%	2,330,517	946	0.16	%
	39,245	577	5.90	%	14,187	228	6.45	%

Subordinated debt, net of issuance costs								
Short-term borrowings	110	—	0.00	%	44	—	0.00	%
Total interest-bearing liabilities	1,670,033	1,816	0.44	%	1,438,178	1,174	0.33	%
Total interest-bearing liabilities and demand, noninterest-bearing / cost of funds	2,661,935	1,816	0.27	%	2,344,748	1,174	0.20	%
Other liabilities	53,421				61,162			
Total liabilities	2,715,356				2,405,910			
Shareholders' equity	331,210				265,566			
Total liabilities and shareholders' equity	$ 3,046,566				$ 2,671,476			
Net interest income (3) / margin		30,312	4.30	%		25,237	4.07	%
Less tax equivalent adjustment (3)		(148)				(304)		
Net interest income		$ 30,164				$ 24,933		

(1) Includes loans held for sale. Nonaccrual loans are included in average balance.

(2) Yield amounts earned on loans include fees and costs. The accretion (amortization) of deferred loan fees (costs) into loan interest income was $32,000 for the second quarter of 2018, compared to $59,000 for the second quarter of 2017.

(3) Reflects tax equivalent adjustment for Federal tax exempt income based on a 21% tax rate for the second quarter of 2018, and a 35% tax rate for the second quarter of 2017.

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	Six Months Ended June 30, 2018			Six Months Ended June 30, 2017		
	Average Balance	Interest Income / Expense	Average Yield / Rate	Average Balance	Interest Income / Expense	Average Yield / Rate
Assets:						
Loans, gross (1)(2)	$ 1,704,246	48,639	5.76 %	$ 1,501,637	$ 41,605	5.59 %
Securities — taxable	681,549	7,629	2.26 %	588,753	6,319	2.16 %
Securities — exempt from Federal tax (3)	88,285	1,418	3.24 %	90,278	1,740	3.89 %
Other investments and interest-bearing deposits in other financial institutions and Federal funds sold	239,420	2,469	2.08 %	268,612	1,749	1.31 %
Total interest earning assets (3)	2,713,500	60,155	4.47 %	2,449,280	51,413	4.23 %
Cash and due from banks	36,460			33,233		
Premises and equipment, net	7,336			7,566		
Goodwill and other intangible assets	68,293			52,299		
Other assets	82,621			85,698		
Total assets	$ 2,908,210			$ 2,628,076		
Liabilities and shareholders' equity:						
Deposits:						
Demand, noninterest-bearing	$ 969,002			$ 896,843		
Demand, interest-bearing	635,562	768	0.24 %	570,697	590	0.21 %
Savings and money market	741,841	1,062	0.29 %	605,660	653	0.22 %
Time deposits — under $100	19,983	35	0.35 %	20,330	30	0.30 %
Time deposits — $100 and over	131,525	327	0.50 %	196,453	542	0.56 %
CDARS — interest-bearing demand, money market and time deposits	16,144	5	0.06 %	10,221	2	0.04 %
Total interest-bearing deposits	1,545,055	2,197	0.29 %	1,403,361	1,817	0.26 %
Total deposits	2,514,057	2,197	0.18 %	2,300,204	1,817	0.16 %
Subordinated debt, net of issuance costs	39,215	1,148	5.90 %	7,133	228	6.45 %
Short-term borrowings	74	—	0.00 %	59	—	0.00 %
Total interest-bearing liabilities	1,584,344	3,345	0.43 %	1,410,553	2,045	0.29 %
Total interest-bearing liabilities and demand, noninterest-bearing / cost of funds	2,553,346	3,345	0.26 %	2,307,396	2,045	0.18 %
Other liabilities	53,921			58,108		
Total liabilities	2,607,267			2,365,504		

Shareholders' equity	300,943				262,572				
Total liabilities and shareholders' equity	$ 2,908,210				$ 2,628,076				
Net interest income (3) / margin		56,810	4.22	%		49,368	4.06	%	
Less tax equivalent adjustment (3)		(298)				(609)			
Net interest income		$ 56,512				$ 48,759			

(1) Includes loans held for sale. Nonaccrual loans are included in average balance.

(2) Yield amounts earned on loans include fees and costs. The accretion (amortization) of deferred loan fees (costs) into loan interest income was $249,000 for the six months ended June 30, 2018, compared to $170,000 for the six months ended June 30, 2017.

(3) Reflects tax equivalent adjustment for Federal tax exempt income based on a 21% tax rate for 2018, and a 35% tax rate for 2017.

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Volume and Rate Variances

The Volume and Rate Variances table below sets forth the dollar difference in interest earned and paid for each major category of interest earning assets and interest bearing liabilities for the noted periods, and the amount of such change attributable to changes in average balances (volume) or changes in average interest rates. Volume variances are equal to the increase or decrease in the average balance times the prior period rate, and rate variances are equal to the increase or decrease in the average rate times the prior period average balance. Variances attributable to both rate and volume changes are equal to the change in rate times the change in average balance and are included below in the average volume column.

	Three Months Ended June 30, 2018 vs. 2017 Increase (Decrease) Due to Change in:		
	Average Volume	Average Rate	Net Change
	(Dollars in thousands)		
Income from the interest earning assets:			
Loans, gross	$ 4,746	$ 402	$ 5,148
Securities — taxable	221	104	325
Securities — exempt from Federal tax (1)	(16)	(145)	(161)
Other investments, and interest-bearing deposits in other financial institutions and Federal funds sold	(166)	571	405
Total interest income on interest earning assets (1)	4,785	932	5,717
Expense from the interest-bearing liabilities:			
Demand, interest-bearing	59	104	163
Savings and money market	141	119	260
Time deposits — under $100	2	6	8
Time deposits — $100 and over	(52)	(88)	(140)
CDARS — interest-bearing demand, money market and time deposits	1	1	2
Subordinated debt, net of issuance costs	368	(19)	349
Total interest expense on interest-bearing liabilities	520	122	642
Net interest income (1)	$ 4,265	$ 810	5,075
Less tax equivalent adjustment (1)			156
Net interest income			$ 5,231

(1) Reflects tax equivalent adjustment for Federal tax exempt income based on a 21% tax rate for the second quarter of 2018, and a 35% tax rate for the second quarter of 2017.

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	Six Months Ended June 30, 2018 vs. 2017 Increase (Decrease) Due to Change in:		
	Average Volume	Average Rate	Net Change
	(Dollars in thousands)		
Income from the interest earning assets:			
Loans, gross	$ 5,747	$ 1,287	$ 7,034
Securities — taxable	1,031	279	1,310
Securities — exempt from Federal tax (1)	(32)	(290)	(322)
Other investments, and interest-bearing deposits in other financial institutions and Federal funds sold	(302)	1,022	720
Total interest income on interest-earning assets (1)	6,444	2,298	8,742
Expense from the interest-bearing liabilities:			
Demand, interest-bearing	89	89	178
Savings and money market	191	218	409
Time deposits — under $100	—	5	5
Time deposits — $100 and over	(160)	(55)	(215)
Time deposits — brokered	—	—	—
CDARS — interest-bearing demand, money market and time deposits	2	1	3
Subordinated debt, net of issuance costs	939	(19)	920
Short-term borrowings	—	—	—
Total interest expense on interest-bearing liabilities	1,062	238	1,300
Net interest income (1)	$ 5,382	$ 2,060	7,442
Less tax equivalent adjustment (1)			311
Net interest income			$ 7,753

(1) Reflects tax equivalent adjustment for Federal tax exempt income based on a 21% tax rate for 2018, and a 35% tax rate for 2017.

The Company’s net interest margin (FTE), expressed as a percentage of average earning assets, increased 23 basis points to 4.30% for the second quarter of 2018, from 4.07% for the second quarter of 2017. The improvement was primarily due to a higher average balance of loans and securities, an increase in the accretion of the loan purchase discount into loan interest income from the Tri-Valley Bank and United American Bank acquisitions in the second quarter of 2018, and the impact of increases in the prime rate on loan yields and overnight funds.

For the first six months of 2018, the net interest margin increased 16 basis points to 4.22%, compared to 4.06% for the first six months of 2017, primarily due to a higher average balance of loans and securities, an increase in the accretion

of the loan purchase discount into loan interest income from the Tri-Valley and United American acquisitions, and the impact of increases in the prime rate on loan yields and overnight funds.

The average yield on the loan portfolio increased to 5.75% for the second quarter of 2018, compared to 5.64% for the second quarter of 2017, primarily due to an increase in the accretion of the loan purchase discount into loan interest income from the Tri-Valley and United American acquisitions. The average yield on the Company's legacy loan portfolio (excluding the purchased residential loans, purchased CRE loans, factored receivables portfolio, and accretion of the loan purchase discount from the acquisitions) decreased 2 basis points for the second quarter of 2018, compared to the second quarter of 2017. The average yield on the purchased residential loans was 2.71% for the second quarter of 2018, compared to 2.82% for the second quarter of 2017. The average yield on the purchased CRE loans was 3.58% for the second quarter of 2018, compared to 3.51% the second quarter of 2017.

The yield on the loan portfolio increased to 5.76% for the first six months of 2017, compared to 5.59% for the first six months of 2017, primarily due to to an increase in accretion of the loan purchase discount into loan interest income from the acquisitions. The yield on the Company's legacy loan portfolio (excluding the purchased residential loans, purchased CRE loans, factored receivables portfolio, and accretion of the loan purchase discount from the

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acquisitions) increased 9 basis points for the first six months of 2018, compared to the first six months of 2017. The yield on the purchased residential loans was 2.72% for the first six months of 2018, compared to 2.66% for the first six months of 2017. The yield on the purchased CRE loans was 3.55% for the first six months of 2018, compared to 3.50% for the first six months of 2017.

Net interest income before the provision for loan losses increased 21% to $30.2 million for the second quarter of 2018, compared to $24.9 million for the second quarter of 2017. Net interest income increased 16% to $56.5 million for the six months ended June 30, 2018, compared to $48.8 million for the six months ended June 30, 2017. Net interest income increased for the second quarter of 2018 and the first six months of 2018, compared to the respective periods in 2017, primarily due to the impact of the increase in loans and deposits from the Tri-Valley and United American acquisitions, in addition to modest organic loan growth.

Provision for Loan Losses

Credit risk is inherent in the business of making loans. The Company establishes an allowance for loan losses through charges to earnings, which are presented in the statements of income as the provision for loan losses. Specifically identifiable and quantifiable known losses are promptly charged off against the allowance. The provision for loan losses is determined by conducting a quarterly evaluation of the adequacy of the Company's allowance for loan losses and charging the shortfall or excess, if any, to the current quarter's expense. This has the effect of creating variability in the amount and frequency of charges to the Company's earnings. The provision for loan losses and level of allowance for each period are dependent upon many factors, including loan growth, net charge offs, changes in the composition of the loan portfolio, delinquencies, management's assessment of the quality of the loan portfolio, the valuation of problem loans and the general economic conditions in the Company's market area.

There was a $7.2 million provision for loan losses for the second quarter of 2018, compared to a ($46,000) credit to provision for loan losses for the second quarter of 2017. For the six months ended June 30, 2018, there was a $7.7 million provision for loan losses compared to a $275,000 provision for loan losses for the six months ended June 30, 2017. The increase in the provision for loan losses for the second quarter of 2018 and first six months of 2018 was primarily due to the $6.1 million specific reserve on the $22.9 million lending relationship. Provisions for loan losses are charged to operations to bring the allowance for loan losses to a level deemed appropriate by the Company based on the factors discussed under "Allowance for Loan Losses".

The allowance for loan losses totaled $26.7 million, or 1.36% of total loans at June 30, 2018, compared to $19.4 million, or 1.24% of total loans at June 30, 2017, and $19.7 million, or 1.24% of total loans at December 31, 2017. Net charge-offs totaled $673,000 for the second quarter of 2018, compared to net recoveries of $308,000 for the second quarter of 2017, and net recoveries of $201,000 for the fourth quarter of 2017. The allowance for loan losses to total nonperforming loans decreased to 100.45% at June 30, 2018, compared to 614.22% at June 30, 2017, and 791.07% at December 31, 2017, primarily due to the $22.9 million lending relationship that was placed on nonaccrual during the second quarter of 2018 and the Tri-Valley and United American acquisitions. The loans acquired from

Tri-Valley and United American are included in total loans; however, there was minimal allowance for loan losses attributed to these loans at June 30, 2018 because upon acquisition they were marked to fair value.

Noninterest Income

	Three Months Ended June 30,				Increase (decrease) 2018 versus 2017		
	2018		2017		Amount	Percent	
	(Dollars in thousands)						
Service charges and fees on deposit accounts	$	972	$	801	$ 171	21	%
Increase in cash surrender value of life insurance		237		420	(183)	(44)	%
Gain on sales of SBA loans		80		164	(84)	(51)	%
Servicing income		189		205	(16)	(8)	%
Gain on sales of securities		179		—	179	N/A	
Other		1,123		703	420	60	%
Total	$	2,780	$	2,293	$ 487	21	%

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	Six Months Ended June 30,		Increase (decrease) 2018 versus 2017		
	2018	2017	Amount	Percent	
	(Dollars in thousands)				
Service charges and fees on deposit accounts	$ 1,874	$ 1,541	$ 333	22	%
Increase in cash surrender value of life insurance	600	842	(242)	(29)	%
Gain on sales of SBA loans	315	488	(173)	(35)	%
Servicing income	370	490	(120)	(24)	%
Gain (loss) on sales of securities	266	(6)	272	4,533	%
Other	1,550	1,233	317	26	%
Total	$ 4,975	$ 4,588	$ 387	8	%

Total noninterest income increased to $2.8 million for the second quarter of 2018, compared to $2.3 million for the second quarter of 2017. For the six months ended June 30, 2018, noninterest income increased to $5.0 million, compared to $4.6 million for the six months ended June 30, 2017. The increase in noninterest income for the second quarter of 2018 and first six months of 2018, was primarily due to a $377,000 legal settlement recovery.

Historically, a portion of the Company’s noninterest income has been associated with its SBA lending activity, as gains on the sale of loans sold in the secondary market and servicing income from loans sold with servicing rights retained. For the three months ended June 30, 2018, SBA loan sales resulted in a $80,000 gain, compared to a $164,000 gain on sales of SBA loans for the three months ended June 30, 2017. For the six months ended June 30, 2018, SBA loan sales resulted in a $315,000 gain, compared to a $488,000 gain on sale of SBA loans for the six months ended June 30, 2017.

The servicing assets that result from the sales of SBA loans with servicing retained are amortized over the expected term of the loans using a method approximating the interest method. Servicing income generally declines as the respective loans are repaid.

Noninterest Expense

The following table sets forth the various components of the Company’s noninterest expense for the periods indicated:

	Three Months Ended June 30,		Increase (Decrease) 2018 versus 2017		
	2018	2017	Amount	Percent	
	(Dollars in thousands)				
Salaries and employee benefits (1)	$ 14,806	$ 9,209	$ 5,597	61	%

Occupancy and equipment	1,262	1,216	46	4	%
Professional fees	(289)	673	(962)	(143)	%
Acquisition and integration related costs	4,821	—	4,821	N/A	
Data processing	622	286	336	117	%
Software subscriptions	599	441	158	36	%
Amortization of intangible assets	464	442	22	5	%
Insurance expense	399	370	29	8	%
Other	2,178	2,617	(439)	(17)	%
Total	$ 24,862	$ 15,254	$ 9,608	63	%

(1) Salaries and employee benefits included severance and retention expense of $3.4 million related to the Tri-Valley and United American acquisitions for the second quarter of 2018.

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	Six Months Ended June 30,		Increase (Decrease) 2018 versus 2017		
	2018	2017	Amount	Percent	
	(Dollars in thousands)				
Salaries and employee benefits (1)	$ 24,583	$ 18,695	$ 5,888	31	%
Occupancy and equipment	2,368	2,284	84	4	%
Professional fees	395	1,744	(1,349)	(77)	%
Acquisition and integration related costs	5,436	—	4,767	N/A	
Software subscriptions	1,192	858	334	39	%
Data processing	976	669	307	46	%
Insurance expense	806	722	84	12	%
Amortization of intangible assets	705	787	(82)	(10)	%
Other	4,391	4,823	(432)	(9)	%
Total	$ 40,852	$ 30,582	$ 9,601	34	%

(1) Salaries and employee benefits included severance and retention expense of $3.4 million related to the Tri-Valley and United American acquisitions for the six months of 2018.

Salaries and employee benefits included severance and retention expense of $3.4 million related to the Tri-Valley and United American acquisitions for the first six months of 2018.

The following table indicates the percentage of noninterest expense in each category for the periods indicated:

Noninterest Expense by Category

	Three Months Ended June 30,					
	2018	Percent of Total		2017	Percent of Total	
	(Dollars in thousands)					
Salaries and employee benefits (1)	$ 14,806	60	%	$ 9,209	60	%
Occupancy and equipment	1,262	5	%	1,216	8	%
Professional fees	(289)	(1)	%	673	4	%

Acquisition and integration related costs	4,821	19	%	—	0	%
Data processing	622	2	%	286	2	%
Software subscriptions	599	2	%	441	3	%
Amortization of intangible assets	464	2	%	442	3	%
Insurance expense	399	2	%	370	3	%
Other	2,178	9	%	2,617	17	%
Total	$ 24,862	100	%	$ 15,254	100	%

(1) Salaries and employee benefits included severance and retention expense of $3.4 million related to the Tri-Valley and United American acquisitions for the second quarter of 2018.

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	For the Six Months Ended June 30,				
	2018			2017		
	Amount	Percent of Total		Amount	Percent of Total	
	(Dollars in thousands)					
Salaries and employee benefits (1)	$ 24,583	60	%	$ 18,695	61	%
Occupancy and equipment	2,368	6	%	2,284	7	%
Professional fees	395	1	%	1,744	6	%
Acquisition and integration related costs	5,436	13	%	—	0	%
Software subscriptions	1,192	3	%	858	3	%
Data processing	976	2	%	669	2	%
Insurance expense	806	2	%	722	2	%
Amortization of intangible assets	705	2	%	787	3	%
Other	4,391	11	%	4,823	16	%
Total	$ 40,852	100	%	$ 30,582	100	%

(1) Salaries and employee benefits included severance and retention expense of $3.4 million related to the Tri-Valley and United American acquisitions for the six months of 2018.

Total noninterest expense for the second quarter of 2018 was $24.9 million, compared to $15.3 million for the second quarter of 2017. Noninterest expense for the six months ended June 30, 2018 was $40.9 million, compared to $30.6 million for the six months ended June 30, 2017. The increase in noninterest expense in the second quarter of 2018 and the first six months of 2018, compared to the respective periods in 2017, was primarily due to costs related to the merger transactions and higher salaries and employee benefits as a result of annual salary increases, and additional operating costs of Tri-Valley and United American, partially offset by lower professional fees. Other noninterest expense included pre-tax acquisition and integration costs of $4.8 million and $5.4 million for the second quarter of 2018 and first six months of 2018, respectively. In addition, salaries and employee benefits included severance and retention expense of $3.4 million related to the Tri-Valley and United American acquisitions for the second quarter of 2018 and first six months of 2018. Professional fees decreased to ($289,000) for the second quarter of 2018, compared to $673,000 for the second quarter of 2017, primarily due to the recovery of $922,000 of professional fees from a legal settlement in the second quarter of 2018. Full time equivalent employees were 303, 269, and 278 at June 30, 2018, June 30, 2017, and December 31, 2017, respectively.

Income Tax Expense

The Company computes its provision for income taxes on a quarterly basis. The effective tax rate is determined by applying the Company's statutory income tax rates to pre tax book income as adjusted for permanent differences between pre tax book income and actual taxable income. These permanent differences include, but are not limited to, increases in the cash surrender value of life insurance policies, interest on tax exempt securities, certain expenses that are not allowed as tax deductions, and tax credits.

The following table shows the Company's effective income tax rates for the periods indicated:

	Three Months Ended June 30,		Six Months Ended June 30,	
	2018	2017	2018	2017
Effective income tax rate	(3.5) %	38.0 %	24.8 %	37.8 %

The Company's income tax benefit for the second quarter of 2018 was ($31,000), compared income tax expense of $4.6 million for the second quarter of 2017. The effective tax rate for the second quarter of 2018 decreased compared to the second quarter of 2017, primarily due to lower pre-tax income in the second quarter of 2018, resulting in a year-to-date tax adjustment and a lower federal corporate tax rate for the second quarter of 2018. On December 22, 2017, H.R.1, commonly known as the Tax Cuts and Jobs Act (the "Tax Act"), was signed into law, which among other items reduced the federal corporate tax rate to 21% from 35%, effective January 1, 2018. Income tax expense for the six months ended June 30, 2018 was $3.2 million, compared to $8.5 million for the six months ended June 30, 2017.

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The difference in the effective tax rate for the periods reported compared to the combined Federal and state statutory tax rate of 29.6% for the second quarter of 2018 and the first six months of 2018, and 42% for the second quarter of 2017 and first six months of 2017, is primarily the result of the Company's investment in life insurance policies whose earnings are not subject to taxes, tax credits related to investments in low income housing limited partnerships (net of low income housing investment losses), and tax-exempt interest income earned on municipal bonds.

In March 2016, the FASB issued new guidance intended to simplify several areas of accounting for share-based compensation programs, including the income tax impact, classification on the statement of cash flows, and forfeitures. The Company adopted the new guidance on share-based compensation during the first quarter of 2017. All excess tax benefits and tax deficiencies (including tax benefits of dividends on share based payment awards) are recognized as income tax expense or benefit on the income statement. The tax effects of exercised or vested awards are treated as discrete items in the reporting period in which they occur. The adoption of this guidance resulted in a reduction to net income tax expense of ($183,000) for the second quarter of 2018, compared to income tax expense of $60,000 for the second quarter of 2017, and a reduction to income tax expense of ($293,000) for the first six months of 2018, compared to ($52,000) for the first six months of 2017.

Some items of income and expense are recognized in different years for tax purposes than when applying generally accepted accounting principles leading to timing differences between the Company's actual tax liability, and the amount accrued for this liability based on book income. These temporary differences comprise the "deferred" portion of the Company's tax expense or benefit, which is accumulated on the Company's books as a deferred tax asset or deferred tax liability until such time as they reverse.

Realization of the Company's deferred tax assets is primarily dependent upon the Company generating sufficient future taxable income to obtain benefit from the reversal of net deductible temporary differences and the utilization of tax credit carryforwards and the net operating loss carryforwards for Federal and state income tax purposes. The amount of deferred tax assets considered realizable is subject to adjustment in future periods based on estimates of future taxable income. Under generally accepted accounting principles a valuation allowance is required to be recognized if it is "more likely than not" that the deferred tax assets will not be realized. The determination of the realizability of the deferred tax assets is highly subjective and dependent upon judgment concerning management's evaluation of both positive and negative evidence, including forecasts of future income, cumulative losses, applicable tax planning strategies, and assessments of current and future economic and business conditions.

The Company had net deferred tax assets of $27.9 million at June 30, 2018, and $16.2 million at December 31, 2017. After consideration of the matters in the preceding paragraph, the Company determined that it is more likely than not that the net deferred tax assets June 30, 2018, June 30, 2017, and December 31, 2017 will be fully realized in future years.

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Business Segment Information

The following presents the Company's operating segments. Transactions between segments consist primarily of borrowed funds. Intersegment interest expense is allocated to the Factoring segment based on the Company's prime rate and funding costs. The provision for loan loss is allocated based on the segment's allowance for loan loss determination which considers the effects of charge offs. Noninterest income and expense directly attributable to a segment are assigned to it. Taxes are paid on a consolidated basis and allocated for segment purposes. The Factoring segment includes only factoring originated by Bay View Funding.

	Three Months Ended June 30, 2018		
	Banking(1)	Factoring	Consolidated
	(Dollars in thousands)		
Interest income	$ 28,625	$ 3,355	$ 31,980
Intersegment interest allocations	376	(376)	—
Total interest expense	1,816	—	1,816
Net interest income	27,185	2,979	30,164
Provision for loan losses	7,141	57	7,198
Net interest income after provision	20,044	2,922	22,966
Noninterest income	2,531	249	2,780
Noninterest expense (2)	23,301	1,561	24,862
Intersegment expense allocations	227	(227)	—
Income before income taxes	(499)	1,383	884
Income tax (benefit) expense	(440)	409	(31)
Net (loss) income	$ (59)	$ 974	$ 915
Total assets	$ 3,044,221	$ 78,986	$ 3,123,207
Loans, net of deferred fees	$ 1,893,147	$ 63,486	$ 1,956,633
Goodwill	$ 71,373	$ 13,044	$ 84,417

(1)Includes the holding company's results of operations

(2)The banking segment's noninterest expense includes acquisition costs of $8,214,000

	Three Months Ended June 30, 2017		
	Banking(1)	Factoring	Consolidated
	(Dollars in thousands)		
Interest income	$ 23,372	$ 2,735	$ 26,107
Intersegment interest allocations	242	(242)	—
Total interest expense	1,174	—	1,174
Net interest income	22,440	2,493	24,933

Provision for loan losses	(46)	—	(46)
Net interest income after provision	22,486	2,493	24,979
Noninterest income	1,937	356	2,293
Noninterest expense	13,424	1,830	15,254
Intersegment expense allocations	129	(129)	—
Income before income taxes	11,128	890	12,018
Income tax expense	4,196	373	4,569
Net income	$ 6,932	$ 517	$ 7,449
Total assets	$ 2,676,599	$ 56,301	$ 2,732,900
Loans, net of deferred fees	$ 1,523,928	$ 42,396	$ 1,566,324
Goodwill	$ 32,620	$ 13,044	$ 45,664

(1) Includes the holding company’s results of operations

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	Six Months Ended June 30, 2018		
	Banking(1)	Factoring	Consolidated
	(Dollars in thousands)		
Interest income	$ 53,356	$ 6,501	$ 59,857
Intersegment interest allocations	703	(703)	—
Total interest expense	3,345	—	3,345
Net interest income	50,714	5,798	56,512
Provision (credit) for loan losses	7,629	75	7,704
Net interest income after provision	43,085	5,723	48,808
Noninterest income	4,617	358	4,975
Noninterest expense (2)	37,768	3,084	40,852
Intersegment expense allocations	402	(402)	—
Income before income taxes	10,336	2,595	12,931
Income tax expense	2,440	767	3,207
Net income	$ 7,896	$ 1,828	$ 9,724
Total assets	$ 3,044,221	$ 78,986	$ 3,123,207
Loans, net of deferred fees	$ 1,893,147	$ 63,486	$ 1,956,633
Goodwill	$ 71,373	$ 13,044	$ 84,417

(1)Includes the holding company's results of operations

(2)The banking segment's noninterest expense includes acquisition costs of $8,829,000

	Six Months Ended June 30, 2017		
	Banking(1)	Factoring	Consolidated
	(Dollars in thousands)		
Interest income	$ 45,341	$ 5,463	$ 50,804
Intersegment interest allocations	502	(502)	—
Total interest expense	2,045	—	2,045
Net interest income	43,798	4,961	48,759
Provision for loan losses	265	10	275
Net interest income after provision	43,533	4,951	48,484
Noninterest income	4,052	536	4,588
Noninterest expense	27,003	3,579	30,582
Intersegment expense allocations	262	(262)	—
Income before income taxes	20,844	1,646	22,490
Income tax expense	7,812	691	8,503
Net income	$ 13,032	$ 955	$ 13,987
Total assets	$ 2,676,599	$ 56,301	$ 2,732,900
Loans, net of deferred fees	$ 1,523,928	$ 42,396	$ 1,566,324
Goodwill	$ 32,620	$ 13,044	$ 45,664

(1) Includes the holding company's results of operations

Banking. Our banking segment's net loss was $59,000 for the three months ended June 30, 2018, compared to net income of $6.9 million for the three months ended June 30, 2017. The banking segment's earnings for the second quarter of 2018 and for the first six months of 2018, compared to the comparable periods in 2017, were negatively impacted by merger-related costs of $8.2 million and $8.8 million, respectively, associated with the acquisitions of Tri-Valley Bank and United American Bank, as well as a $6.1 million specific reserve for a lending relationship that was placed on nonaccrual during the second quarter of 2018. These costs were partially offset by a $1.3 million legal settlement recovery. The increase in net interest income for the three and six months ended June 30, 2018, compared to the comparable periods in 2017, primarily due to the impact of the increase in loans and deposits from the Tri-Valley and United American acquisitions. The increase in the provision for loan losses for the second quarter of 2018 and first six months of 2018, compared to the comparable periods in 2017, was primarily due to the $6.1 million specific reserve on

the $22.9 million lending relationship. The increase in noninterest income for the second quarter of 2018 and first six months of 2018, compared to the comparable periods in 2017, was primarily due to a legal settlement recovery. The Company received $1.3 million proceeds from a legal settlement during the second quarter of 2018, of which $377,000 was recorded in other noninterest income, and $922,000 was credited to professional fees for recaptured legal fees previously paid by the Company. The increase in noninterest expense for the three months and six months ended June 30, 2018 compared to the comparable periods in 2017, was primarily due to costs related to the merger transacations and higher salaries and employee benefits, as a result of annual salary increases, and additional operating costs of Tri-Valley and United American, partially offset by lower professional fees. Other noninterest expense included pre-tax acquisition and integration costs of $4.8 million and $5.4 million for the second quarter of 2018 and first six months of 2018, respectively. In addition, salaries and employee benefits included severance and retention expense of $3.4 million related to the Tri-Valley and United American acquisitions for the second quarter of 2018 and first six months of 2018. Professional fees decreased for the second quarter of 2018, and first six months of 2018, primarily due to the recovery of $922,000 of professional fees from a legal settlement in the second quarter of 2018.

Factoring. Bay View Funding's primary business operation is purchasing and collecting factored receivables. Factored receivables are receivables that have been transferred by the originating organization and typically have not been subject to previous collection efforts. In a factoring transaction Bay View Funding directly purchases the receivables generated by its clients at a discount to their face value. The transactions are structured to provide the clients with immediate working capital when there is a mismatch between payments to the client for a good and service and the payment of operating costs incurred to provide such good or service. The average life of the factored receivables was 34 days for the six months of 2018, compared to 36 days for the six months ended June 30, 2017. Net interest income increased for the three months ended June 30, 2018, compared to the three months ended June 30, 2017, primarily due to a higher average balance of factored receivables. For the six months ended June 30, 2018, net interest income increased compared to the six months ended June 30, 2017, primarily due to an increase in the average yield on the factored receivables portfolio, and an increase in the average balance of factored receivables outstanding.

FINANCIAL CONDITION

As of June 30, 2018, total assets increased to $3.12 billion, compared to $2.73 billion at June 30, 2017. The increase in total assets at June 30, 2018 was primarily due to the Tri-Valley and United American acquisitions. Tri-Valley added $117.4 million in loans, at fair value, and $92.7 in deposits, at fair value, at June 30, 2018. United American added $7.4 million in investment securities available-for-sale, at fair value, $209.3 million in loans, at fair value, and $273.7 million in deposits, at fair value, at June 30, 2018.

Securities available for sale, at fair value, were $335.9 million at June 30, 2018, a decrease of 9% from $369.9 million at June 30, 2017, and a decrease of 14% from $391.9 million at December 31, 2017. Securities held to maturity, at amortized cost, were $388.6 million at June 30, 2018, an increase of 6% from $368.3 million at June 30, 2017, and a decrease of 2% from $398.3 million at December 31, 2017. Total loans, excluding loans held for sale, increased $390.3 million, or 25%, to $1.96 billion at June 30, 2018, compared to $1.57 billion at June 30, 2017, which included $209.3 million in loans from United American, at fair value, $117.4 million in loans from Tri-Valley, at fair value, and an increase of $72.9 million, or 5% in the Company's legacy portfolio, partially offset by a decrease of

$8.0 million in purchased residential mortgage loans. Loans increased 24% at June 30, 2018, compared to $1.58 billion at December 31, 2017, which included $209.3 million in loans from United American, $117.4 million in loans from Tri-Valley, and an increase of $51.8 million, or 3% in the Company's legacy portfolio, partially offset by a decrease of $3.8 million in purchased residential mortgages.

Total deposits increased $308.9 million, or 13%, to $2.68 billion at June 30, 2018, compared to $2.37 billion at June 30, 2017, which included $273.7 million in deposits from United American, $92.7 million in deposits from Tri-Valley, and an increase of $7.5 million in the Company's legacy deposits, partially offset by the maturity of $65.1 million State of California certificates of deposits. Total deposits increased $200.6 million, or 8%, at June 30, 2018 from $2.48 billion at December 31, 2017, which included $273.7 million in deposits from United American, and $92.7 million in deposits from Tri-Valley, partially offset by a decrease of $100.7 million in the Company's legacy deposits, of which $46.0 million were real estate exchange balances, and the maturity of $65.1 million State of California certificates of deposit.

Deposits, excluding all time deposits and CDARS deposits, increased $355.9 million, or 16%, to $2.51 billion at June 30, 2018, compared to $2.16 billion at June 30, 2017, which included $237.5 million of deposits added from United

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American, $83.0 million of deposits added from Tri-Valley, and an increase of $35.4 million, or 2%, in the Company's legacy deposits. Deposits, excluding all time deposits and CDARS deposits, increased $237.3 million, or 10%, compared to $2.28 billion at December 31, 2017, which included $237.5 million of deposits added from United American, $83.0 million of deposits added from Tri-Valley, partially offset by a decrease of $83.1 million, or (4%), in the Company's legacy deposits, of which $46.0 million were real estate exchange balances.

Securities Portfolio

The following table reflects the balances for each category of securities at the dates indicated:

	June 30, 2018	2017	December 31, 2017
	(Dollars in thousands)		
Securities available-for-sale (at fair value):			
Agency mortgage-backed securities	$ 328,505	$ 353,026	$ 374,733
U.S. Government sponsored entities	7,418	—	—
Trust preferred securities	—	16,875	17,119
Total	$ 335,923	$ 369,901	$ 391,852
Securities held-to-maturity (at amortized cost):			
Agency mortgage-backed securities	$ 300,690	$ 278,340	$ 309,616
Municipals — exempt from Federal tax	87,913	89,926	88,725
	$ 388,603	$ 368,266	$ 398,341

The following table summarizes the weighted average life and weighted average yields of securities at June 30, 2018:

	Weighted Average Life								
	Within One Year or Less		After One and Within Five Years		After Five and Within Ten Years		After Ten Years		Total
	Amount	Yield	Amount	Yield	Amount	Yield	Amount	Yield	Amou
	(Dollars in thousands)								
ble-for-sale (at fair value):									
e-backed securities	$ —	—	$ 207,798	2.22 %	$ 120,707	2.45 %	$ —	—	$ 328,
t sponsored entities	—	—	7,418	2.65 %	—	—	—	—	7,41
	$ —	—	$ 215,216	2.23 %	$ 120,707	2.45 %	$ —	—	$ 335,
o-maturity (at amortized cost):									
e-backed securities	$ —	—	$ 171,130	1.97 %	$ 98,387	2.38 %	$ 31,173	3.13 %	$ 300,

xempt from Federal tax (1)		5,146	3.39	%		23,780	3.30	%		17,458	3.22	%		41,529	3.16	%	87,9
	$	5,146	3.39	%	$	194,910	2.13	%	$	115,845	2.51	%	$	72,702	3.15	%	$ 388,

(1) Reflects tax equivalent adjustment for Federal tax exempt income based on a 21% tax rate.

The securities portfolio is the second largest component of the Company's interest earning assets, and the structure and composition of this portfolio is important to an analysis of the financial condition of the Company. The portfolio serves the following purposes: (i) it provides a source of pledged assets for securing certain deposits and borrowed funds, as may be required by law or by specific agreement with a depositor or lender; (ii) it provides liquidity to even out cash flows from the loan and deposit activities of customers; (iii) it can be used as an interest rate risk management tool, since it provides a large base of assets, the maturity and interest rate characteristics of which can be changed more readily than the loan portfolio to better match changes in the deposit base and other funding sources of the Company; and (iv) it is an alternative interest earning use of funds when loan demand is weak or when deposits grow more rapidly than loans.

The Company's portfolio may include: (i) U.S. Treasury securities and U.S. Government sponsored entities' debt securities for liquidity and pledging; (ii) mortgage backed securities, which in many instances can also be used for pledging, and which generally enhance the yield of the portfolio; (iii) municipal obligations, which provide tax free income and limited pledging potential; (iv) single entity issue trust preferred securities, which generally enhance the yield on the portfolio; (v) corporate bonds, which also enhance the yield on the portfolio; (vi) money market mutual funds; (vii)

certificates of deposit; (viii) commercial paper; (ix) bankers acceptances; (x) repurchase agreements; (xi) collateralized mortgage obligations; and (xii) asset-backed securities.

The Company classifies its securities as either available for sale or held to maturity at the time of purchase. Accounting guidance requires available for sale securities to be marked to fair value with an offset to accumulated other comprehensive income (loss), a component of shareholders' equity. Monthly adjustments are made to reflect changes in the fair value of the Company's available for sale securities.

The investment securities available for sale portfolio, at fair value, totaled $335.9 million at June 30, 2018, a decrease of 9% from $369.9 million at June 30, 2017, and a decrease of 14% from $391.9 million at December 31, 2017. At June 30, 2018, the Company's securities available-for-sale portfolio was comprised of $328.5 million agency mortgage-backed securities (all issued by U.S. Government sponsored entities) and $7.4 million U.S. Government sponsored entities debt securities. The pre-tax unrealized loss on securities available-for-sale at June 30, 2018 was ($10.8) million, compared to a pre-tax unrealized gain on securities available-for-sale of $472,000 at June 30, 2017, and a pre-tax unrealized loss on securities available-for-sale of ($1.5) million at December 31, 2017. All other factors remaining the same, when market interest rates are rising, the Company will experience a lower unrealized gain (or a higher unrealized loss) on the securities portfolio. Investment securities available-for-sale acquired from United American totaled $63.7 million, at fair value, on May 4, 2018. Subsequent to closing, the Company sold $55.4 million of these securities, for a gain on sale of securities of $179,000 in the second quarter of 2018.

At June 30, 2018, investment securities held to maturity, at amortized cost, totaled $388.6 million, an increase of 6% from $368.3 million at June 30, 2017, and a decrease of 2% from $398.3 million at December 31, 2017. At June 30, 2018, the Company's securities held-to-maturity portfolio was comprised of $300.7 million agency mortgage-backed securities, and $87.9 million tax-exempt municipal bonds. During the second quarter of 2018, the Company purchased $6.3 million of agency mortgage-backed securities held-to-maturity, with a weighted average book yield of 3.39%, and a weighted average duration of 6.79 years.

The Company has not used interest rate swaps or other derivative instruments to hedge fixed rate loans or securities.

Loans

The Company's loans represent the largest portion of invested assets, substantially greater than the securities portfolio or any other asset category, and the quality and diversification of the loan portfolio is an important consideration when reviewing the Company's financial condition. Gross loans, excluding loans held for sale, represented 63% of total assets at June 30, 2018, represented 57% at June 30, 2017, and represented 56% at December 31, 2017. The ratio of loans to deposits was 72.91% at June 30, 2018, compared to 65.96% at June 30, 2017, and 63.74% at December 31, 2017.

Loan Distribution

The Loan Distribution table that follows sets forth the Company's gross loans, excluding loans held for sale, outstanding and the percentage distribution in each category at the dates indicated:

	June 30, 2018			June 30, 2017			December 31, 2017		
	Balance	% to Total		Balance	% to Total		Balance	% to Total	
	(Dollars in thousands)								
Commercial	$ 609,468	31	%	$ 610,658	39	%	$ 573,296	36	%
Real estate:									
CRE	1,030,884	53	%	731,537	47	%	772,867	49	%
Land and construction	128,891	6	%	82,873	5	%	100,882	6	%
Home equity	121,278	6	%	79,930	5	%	79,176	5	%
Residential mortgages	54,367	3	%	48,732	3	%	44,561	3	%
Consumer	12,060	1	%	13,360	1	%	12,395	1	%
Total Loans	1,956,948	100	%	1,567,090	100	%	1,583,177	100	%
Deferred loan fees, net	(315)	—		(766)	—		(510)	—	
Loans, net of deferred fees	1,956,633	100	%	1,566,324	100	%	1,582,667	100	%
Allowance for loan losses	(26,664)			(19,397)			(19,658)		
Loans, net	$ 1,929,969			$ 1,546,927			$ 1,563,009		

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The Company's loan portfolio is concentrated in commercial loans, (primarily manufacturing, wholesale, and services oriented entities), and commercial real estate, with the remaining balance in land development and construction, home equity, purchased residential mortgages, and consumer loans. The Company does not have any concentrations by industry or group of industries in its loan portfolio, however, 68% of its gross loans were secured by real property at June 30, 2018, compared to 60% at June 30, 2017 and 63% at December 31, 2017. While no specific industry concentration is considered significant, the Company's bank lending operations are substantially located in areas that are dependent on the technology and real estate industries and their supporting companies.

The Company has established concentration limits in its loan portfolio for commercial real estate loans, commercial loans, construction loans and unsecured lending, among others. All loan types are within established limits. The Company uses underwriting guidelines to assess the borrowers' historical cash flow to determine debt service, and we further stress test the debt service under higher interest rate scenarios. Financial and performance covenants are used in commercial lending to allow the Company to react to a borrower's deteriorating financial condition should that occur.

The Company's commercial loans are made for working capital, financing the purchase of equipment or for other business purposes. Commercial loans include loans with maturities ranging from thirty days to one year and "term loans" with maturities normally ranging from one to five years. Short term business loans are generally intended to finance current transactions and typically provide for periodic principal payments, with interest payable monthly. Term loans normally provide for floating interest rates, with monthly payments of both principal and interest.

The Company is an active participant in the SBA and U.S. Department of Agriculture guaranteed lending programs, and has been approved by the SBA as a lender under the Preferred Lender Program. The Company regularly makes such guaranteed loans (collectively referred to as "SBA loans"). The guaranteed portion of these loans is typically sold in the secondary market depending on market conditions. When the guaranteed portion of an SBA loan is sold the Company retains the servicing rights for the sold portion. During the second quarter and six months ended June 30, 2018, loans were sold resulting in a gain on sales of SBA loans of $80,000, and $315,000, respectively.

The Company's factoring receivables are from the operations of Bay View Funding whose primary business is purchasing and collecting factored receivables. Factored receivables are receivables that have been transferred by the originating organization and typically have not been subject to previous collection efforts. These receivables are acquired from a variety of companies, including but not limited to service providers, transportation companies, manufacturers, distributors, wholesalers, apparel companies, advertisers, and temporary staffing companies. The portfolio of factored receivables is included in the Company's commercial loan portfolio. The average life of the factored receivables was 34 days for the first six months of 2018, compared to 36 days for the first six months of 2017. The balance of the purchased receivables was $63.5 million at June 30, 2018, compared to $42.4 million at June 30, 2017, and $48.8 million at December 31, 2017.

The commercial loan portfolio decreased $1.2 million to $609.5 million at June 30, 2018, from $610.7 million at June 30, 2017, which included a decrease of $30.9 million in the Company's legacy portfolio, partially offset by $18.7 million of loans added from United American, and $11.0 million of loans added from Tri-Valley. The commercial loan portfolio increased $36.2 million from $573.3 million at December 31, 2017, which included $18.7 million of loans added from United American, $11.0 million of loans added from Tri-Valley, and an increase of $6.5 million, or 1%, in the Company's legacy portfolio. C&I usage was 37% at June 30, 2018, and December 31, 2017, compared to 40% at June 30, 2017.

The Company's CRE loans consist primarily of loans based on the borrower's cash flow and are secured by deeds of trust on commercial property to provide a secondary source of repayment. The Company generally restricts real estate term loans to no more than 75% of the property's appraised value or the purchase price of the property depending on the type of property and its utilization. The Company offers both fixed and floating rate loans. Maturities CRE loans are generally between five and ten years (with amortization ranging from fifteen to twenty five years and a balloon payment due at maturity), however, SBA and certain other real estate loans that can be sold in the secondary market may be granted for longer maturities.

The CRE loan portfolio increased $299.3 million, or 41%, to $1.03 billion at June 30, 2018, compared to $731.5 million at June 30, 2017, which included $140.3 million of loans added from United American, $94.6 million of loans added from Tri-Valley, and an increase of $65.8 million, or 9%, in the Company's legacy portfolio, partially offset by a decrease of $1.4 million in purchased CRE loans. The CRE loan portfolio increased $258.0, or 33%, from $772.9 million

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at December 31, 2017, which included $140.3 million of loans added from United American, $94.6 million of loans added from Tri-Valley, and an increase of $23.9 million, or 3% in the Company's legacy portfolio.

The Company's land and construction loans are primarily to finance the development/construction of commercial and single family residential properties. The Company utilizes underwriting guidelines to assess the likelihood of repayment from sources such as sale of the property or availability of permanent mortgage financing prior to making the construction loan. Construction loans are provided only in our market area, and the Company has extensive controls for the disbursement process. Land and construction loans increased $46.0 million, or 56%, to $128.9 million at June 30, 2018, compared to $82.9 million at June 30, 2017, and increased $28.0 million, or 28%, from $100.9 million at December 31, 2017, primarily due to organic growth and $1.4 million of loans added from United American.

The Company makes home equity lines of credit available to its existing customers. Home equity lines of credit are underwritten initially with a maximum 75% loan to value ratio. Home equity lines of credit increased $41.3 million, or 52%, to $121.3 million at June 30, 2018, compared to $79.9 million at June 30, 2017, which included $34.6 million of loans added from United American, and $11.8 million of loans added from Tri-Valley, partially offset by a decrease of $5.1 million in the Company's legacy portfolio. Home equity lines of credit increased $42.1 million, or 53%, compared to $79.2 million at December 31, 2017, which included $34.6 million of loans added from United American, and $11.8 million of loans added from Tri-Valley, partially offset by a decrease of $4.4 million in the Company's legacy portfolio.

Additionally, the Company makes consumer loans for the purpose of financing automobiles, various types of consumer goods, and other personal purposes. Consumer loans generally provide for the monthly payment of principal and interest. Most of the Company's consumer loans are secured by the personal property being purchased or, in the instances of home equity loans or lines, real property.

With certain exceptions, state chartered banks are permitted to make extensions of credit to any one borrowing entity up to 15% of the bank's capital and reserves for unsecured loans and up to 25% of the bank's capital and reserves for secured loans. For HBC, these lending limits were $58.3 million and $97.2 million at June 30, 2018, respectively.

Loan Maturities

The following table presents the maturity distribution of the Company's loans (excluding loans held for sale) as of June 30, 2018. The table shows the distribution of such loans between those loans with predetermined (fixed) interest rates and those with variable (floating) interest rates. Floating rates generally fluctuate with changes in the prime rate as reflected in the Western Edition of The Wall Street Journal. As of June 30, 2018, approximately 52% of the Company's loan portfolio consisted of floating interest rate loans.

	Due in One Year or Less	Over One Year But Less than Five Years	Over Five Years	Total
	(Dollars in thousands)			
Commercial	$ 484,069	97,558	27,841	$ 609,468
Real estate:				
CRE	132,762	442,530	455,592	1,030,884
Land and construction	120,406	7,468	1,017	128,891
Home equity	112,353	5,030	3,895	121,278
Residential mortgages	1,462	5,051	47,854	54,367
Consumer	11,908	137	15	12,060
Loans	$ 862,960	$ 557,774	$ 536,214	$ 1,956,948
Loans with variable interest rates	$ 762,920	166,501	85,838	$ 1,015,259
Loans with fixed interest rates	100,040	391,273	450,376	941,689
Loans	$ 862,960	$ 557,774	$ 536,214	$ 1,956,948

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Loan Servicing

As of June 30, 2018 and 2017, $118.8 million and $148.4 million, respectively, in SBA loans were serviced by the Company for others. Activity for loan servicing rights was as follows:

	Three Months Ended June 30,		Six Months Ended June 30,	
	2018	2017	2018	2017
	(Dollars in thousands)			
Beginning of period balance	$ 1,224	$ 1,758	$ 1,373	$ 1,854
Additions	20	40	76	118
Amortization	(179)	(244)	(384)	(418)
End of period balance	$ 1,065	$ 1,554	$ 1,065	$ 1,554

Loan servicing rights are included in accrued interest receivable and other assets on the unaudited consolidated balance sheets and reported net of amortization. There was no valuation allowance as of June 30, 2018 and 2017, as the fair value of the assets was greater than the carrying value.

Activity for the I/O strip receivable was as follows:

	Three Months Ended June 30,		Six Months Ended June 30,	
	2018	2017	2018	2017
	(Dollars in thousands)			
Beginning of period balance	$ 945	$ 1,045	$ 968	$ 1,067
Unrealized holding loss	(26)	(17)	(49)	(39)
End of period balance	$ 919	$ 1,028	$ 919	$ 1,028

Credit Quality

Financial institutions generally have a certain level of exposure to credit quality risk, and could potentially receive less than a full return of principal and interest if a debtor becomes unable or unwilling to repay. Since loans are the most significant assets of the Company and generate the largest portion of its revenues, the Company's management of credit quality risk is focused primarily on loan quality. Banks have generally suffered their most severe earnings declines as a result of customers' inability to generate sufficient cash flow to service their debts and/or downturns in

national and regional economies and declines in overall asset values including real estate. In addition, certain debt securities that the Company may purchase have the potential of declining in value if the obligor's financial capacity to repay deteriorates.

The Company's policies and procedures identify market segments, set goals for portfolio growth or contraction, and establish limits on industry and geographic credit concentrations. In addition, these policies establish the Company's underwriting standards and the methods of monitoring ongoing credit quality. The Company's internal credit risk controls are centered in underwriting practices, credit granting procedures, training, risk management techniques, and familiarity with loan customers as well as the relative diversity and geographic concentration of our loan portfolio.

The Company's credit risk may also be affected by external factors such as the level of interest rates, employment, general economic conditions, real estate values, and trends in particular industries or geographic markets. As an independent community bank serving a specific geographic area, the Company must contend with the unpredictable changes in the general California market and, particularly, primary local markets. The Company's asset quality has suffered in the past from the impact of national and regional economic recessions, consumer bankruptcies, and depressed real estate values.

Nonperforming assets are comprised of the following: loans for which the Company is no longer accruing interest; restructured loans which have been current under six months; loans 90 days or more past due and still accruing interest (although they are generally placed on nonaccrual when they become 90 days past due, unless they are both well secured and in the process of collection); and foreclosed assets. Past due loans 30 days or greater totaled $9.2 million and $6.9 million at June 30, 2018 and December 31, 2017, respectively, of which $1.5 million and $1.4 million were on nonaccrual. At June 30, 2018, there were also $24.5 million loans less than 30 days past due included in nonaccrual loans

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held for investment. At December 31, 2017, there were also $840,000 loans less than 30 days past due included in nonaccrual loans held for investment.

Management's classification of a loan as "nonaccrual" is an indication that there is reasonable doubt as to the full recovery of principal or interest on the loan. At that point, the Company stops accruing interest income, and reverses any uncollected interest that had been accrued as income. The Company begins recognizing interest income only as cash interest payments are received and it has been determined the collection of all outstanding principal is not in doubt. The loans may or may not be collateralized, and collection efforts are pursued. Loans may be restructured by management when a borrower has experienced some change in financial status causing an inability to meet the original repayment terms and where the Company believes the borrower will eventually overcome those circumstances and make full restitution. Foreclosed assets consist of properties acquired by foreclosure or similar means that management is offering or will offer for sale.

The following table summarizes the Company's nonperforming assets at the dates indicated:

	June 30,		December 31,
	2018	2017	2017
	(Dollars in thousands)		
Nonaccrual loans — held-for-investment	$ 26,034	$ 2,987	$ 2,250
Restructured and loans 90 days past due and still accruing	511	171	235
Total nonperforming loans	26,545	3,158	2,485
Foreclosed assets	—	183	—
Total nonperforming assets	$ 26,545	$ 3,341	$ 2,485
Nonperforming assets as a percentage of loans plus foreclosed assets	1.36 %	0.21 %	0.16 %
Nonperforming assets as a percentage of total assets	0.85 %	0.12 %	0.09 %

Nonperforming assets were $26.5 million, or 0.85% of total assets, at June 30, 2018, compared to $3.3 million, or 0.12% of total assets, at June 30, 2017, and $2.5 million, or 0.09% of total assets, at December 31, 2017. There were no foreclosed assets at June 30, 2018, and December 31, 2017, compared to $183,000 at June 30, 2017.

The following table presents nonperforming loans by class at the dates indicated:

June 30, 2018	December 31, 2017

	Nonaccrual	Restructured and Loans over 90 Days Past Due and Still Accruing	Total	Nonaccrual	Restructured and Loans over 90 Days Past Due and Still Accruing	Total
	(Dollars in thousands)					
Commercial	$ 19,882	$ 286	$ 20,168	$ 1,250	$ 235	$ 1,485
Real estate:						
CRE	5,801	—	5,801	501	—	501
Land and construction	—	—	—	119	—	119
Home equity	351	225	576	379	—	379
Consumer	—	—	—	1	—	1
Total	$ 26,034	$ 511	$ 26,545	$ 2,250	$ 235	$ 2,485

Loans with a well defined weakness, which are characterized by the distinct possibility that the Company will sustain a loss if the deficiencies are not corrected, are categorized as "classified." Classified loans include all loans considered as substandard, substandard nonaccrual, and doubtful and may result from problems specific to a borrower's business or from economic downturns that affect the borrower's ability to repay or that cause a decline in the value of the underlying collateral (particularly real estate). The principal balance of classified loans, was $32.3 million at June 30, 2018, $7.3 million at June 30, 2017, and $25.1 million at December 31, 2017. The increase in classified loans at June 30, 2018 was primarily due to loans associated with a lending relationship that was moved to classified loans, which totaled

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$22.9 million at June 30, 2018, compared to $12.5 million at December 31, 2017. Loans held for sale are carried at the lower of cost or estimated fair value, and are not allocated an allowance for loan losses.

The following table provides a summary of the loan portfolio by loan type and credit quality classification at the dates indicated:

	June 30, 2018			June 30, 2017			December 31, 2017		
	Nonclassified	Classified	Total	Nonclassified	Classified	Total	Nonclassified	Classified	Tota
	(Dollars in thousands)								
cial	$ 583,809	$ 25,659	$ 609,468	$ 605,145	$ 5,513	$ 610,658	$ 554,913	$ 18,383	$ 57
te:									
	1,024,855	6,029	1,030,884	730,832	705	731,537	766,988	5,879	77
ion	128,891	—	128,891	82,684	189	82,873	100,763	119	10
uity	120,702	576	121,278	79,036	894	79,930	78,486	690	79
al									
es	54,367	—	54,367	48,732	—	48,732	44,561	—	44
er	12,060	—	12,060	13,359	1	13,360	12,394	1	12
	$ 1,924,684	$ 32,264	$ 1,956,948	$ 1,559,788	$ 7,302	$ 1,567,090	$ 1,558,105	$ 25,072	$ 1,

Classified assets were $32.3 million, or 1.03% of total assets, at June 30, 2018, compared to $7.5 million, or 0.27% of total assets, at June 30, 2017 and $25.1 million, or 0.88% of total assests at December 31, 2017. In order to determine whether a borrower is experiencing financial difficulty, an evaluation is performed of the probability that the borrower will be in payment default on any of its debt in the foreseeable future without the modification. This evaluation is performed in accordance with the Company's underwriting policy.

The following provides a rollforward of troubled debt restructurings ("TDRs"):

	Six Months Ended June 30, 2018		
	Performing TDRs	Nonperforming TDRs	Total
	(Dollars in thousands)		
Balance at January 1, 2018	$ 309	$ 16	$ 325
Additions	350	99	449
Principal repayments	(8)	(16)	(24)
Balance at June 30, 2018	$ 651	$ 99	$ 750

	Six Months Ended June 30, 2017		
	Performing TDRs	Nonperforming TDRs	Total
	(Dollars in thousands)		
Balance at January 1, 2017	$ 131	$ 1	$ 132
Principal repayments	(11)	—	(11)
Balance at June 30, 2017	$ 120	$ 1	$ 121

Allowance for Loan Losses

The allowance for loan losses is an estimate of probable incurred losses in the loan portfolio. Loans are charged off against the allowance when management believes the uncollectibility of a loan balance is confirmed. Subsequent recoveries, if any, are credited to the allowance for loan losses. Management's methodology for estimating the allowance balance consists of several key elements, which include specific allowances on individual impaired loans and the formula driven allowances on pools of loans with similar risk characteristics. Allocations of the allowance may be made for specific loans, but the entire allowance is available for any loan that, in management's judgment, should be charged off.

Specific allowances are established for impaired loans. Management considers a loan to be impaired when it is probable that the Company will be unable to collect all amounts due according to the original contractual terms of the loan agreement, including scheduled interest payments. Loans for which the terms have been modified with a concession granted, and for which the borrower is experiencing financial difficulties, are considered troubled debt restructurings and classified as impaired. When a loan is considered to be impaired, the amount of impairment is measured based on the fair value of the collateral less costs to sell if the loan is collateral dependent, or on the present value of expected future cash flows or values that are observable in the secondary market. If the measure of the impaired loans is less than the investment in the loan, the deficiency will be charged off against the allowance for loan losses if the amount is a

confirmed loss, or, alternatively, a specific allocation within the allowance will be established. Loans that are considered impaired are specifically excluded from the formula portion of the allowance for loan losses analysis.

The estimated loss factors for pools of loans that are not impaired are based on determining the probability of default and loss given default for loans within each segment of the portfolio, adjusted for significant factors that, in management's judgment, affect collectability as of the evaluation date. The Company's historical delinquency experience and loss experience are utilized to determine the probability of default and loss given default for segments of the portfolio where the Company has experienced losses in the past. For segments of the portfolio where the Company has no significant prior loss experience, the Company uses quantifiable observable industry data to determine the probability of default and loss given default.

The following provides a summary of the risks associated with various segments of the Company's loan portfolio, which are factors management regularly considers when evaluating the adequacy of the allowance:

- Commercial loans consist primarily of commercial and industrial loans (business lines of credit), and other commercial purpose loans. Repayment of commercial and industrial loans is generally provided from the cash flows of the related business to which the loan was made. Adverse changes in economic conditions may result in a decline in business activity, which may impact a borrower's ability to continue to make scheduled payments. The factored receivables at Bay View Funding are included in the Company's commercial loan portfolio; however, they are evaluated for risk primarily based on the agings of the receivables. Faster turning receivables imply less risk and therefore warrant a lower associated allowance. Should the overall aging for the portfolio increase, this structure will by formula increase the allowance to reflect the increasing risk. Should the portfolio turn more quickly, it would reduce the associated allowance to reflect the reducing risk.

- Real estate loans consist primarily of loans secured by commercial and residential real estate. Also included in this segment are land and construction loans and home equity lines of credit secured by real estate. As the majority of this segment is comprised of commercial real estate loans, risks associated with this segment lay primarily within these loan types. Adverse economic conditions may result in a decline in business activity and increased vacancy rates for commercial properties. These factors, in conjunction with a decline in real estate prices, may expose the Company to the potential for losses if a borrower cannot continue to service the loan with operating revenues, and the value of the property has declined to a level such that it no longer fully covers the Company's recorded investment in the loan.

- Consumer loans consist primarily of a large number of small loans and lines of credit. The majority of installment loans are made for consumer and business purchases. Weakened economic conditions may result in an increased level of delinquencies within this segment, as economic pressures may impact the capacity of such borrowers to repay their obligations.

As a result of the matters mentioned above, changes in the financial condition of individual borrowers, economic conditions, historical loss experience and the condition of the various markets in which collateral may be sold may all

affect the required level of the allowance for loan losses and the associated provision for loan losses.

It is the policy of management to maintain the allowance for loan losses at a level adequate for risks inherent in the loan portfolio. On an ongoing basis, we have engaged an outside firm to perform independent credit reviews of our loan portfolio. The Federal Reserve Board and the California Department of Business Oversight—Division of Financial Institutions also review the allowance for loan losses as an integral part of the examination process. Based on information currently available, management believes that the allowance for loan losses is adequate. However, the loan portfolio can be adversely affected if California economic conditions and the real estate market in the Company's market area were to weaken. Also, any weakness of a prolonged nature in the technology industry would have a negative impact on the local market. The effect of such events, although uncertain at this time, could result in an increase in the level of nonperforming loans and increased loan losses, which could adversely affect the Company's future growth and profitability. No assurance of the ultimate level of credit losses can be given with any certainty.

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The following tables summarize the Company's loan loss experience, as well as provisions and charges to the allowance for loan losses and certain pertinent ratios for the periods indicated:

	Three Months Ended June 30, 2018			
	Commercial	Real Estate	Consumer	Total
	(Dollars in thousands)			
Beginning of period balance	$ 11,165	$ 8,858	$ 116	$ 20,139
Charge-offs	(870)	—	—	(870)
Recoveries	175	22	—	197
Net (charge-offs) recoveries	(695)	22	—	(673)
Provision for loan losses	7,052	140	6	7,198
End of period balance	$ 17,522	$ 9,020	$ 122	$ 26,664
RATIOS:				
Annualized net charge-offs (recoveries) to average loans (1)	0.15 %	0.00 %	0.00 %	0.15 %
Allowance for loan losses to total loans (1)	0.89 %	0.46 %	0.01 %	1.36 %
Allowance for loan losses to nonperforming loans	66.01 %	33.98 %	0.46 %	100.45 %

	Three Months Ended June 30, 2017			
	Commercial	Real Estate	Consumer	Total
	(Dollars in thousands)			
Beginning of period balance	$ 11,252	$ 7,743	$ 140	$ 19,135
Charge-offs	(1,702)	—	—	(1,702)
Recoveries	1,122	888	—	2,010
Net (charge-offs) recoveries	(580)	888	—	308
Provision (credit) for loan losses	587	(649)	16	(46)
End of period balance	$ 11,259	$ 7,982	$ 156	$ 19,397
RATIOS:				
Annualized net charge-offs (recoveries) to average loans (1)	0.16 %	(0.24) %	0.00 %	(0.08) %
Allowance for loan losses to total loans (1)	0.72 %	0.51 %	0.01 %	1.24 %
Allowance for loan losses to nonperforming loans	356.52 %	252.76 %	4.94 %	614.22 %

Six Months Ended June 30, 2018

	Commercial	Real Estate	Consumer	Total
	(Dollars in thousands)			
Beginning of period balance	$ 10,608	$ 8,950	$ 100	$ 19,658
Charge-offs	(1,115)	—	—	(1,115)
Recoveries	332	85	—	417
Net (charge-offs) recoveries	(783)	85	—	(698)
Provision (credit) for loan losses	7,697	(15)	22	7,704
End of period balance	$ 17,522	$ 9,020	$ 122	$ 26,664
RATIOS:				
Annualized net charge-offs (recoveries) to average loans (1)	0.09 %	(0.01) %	0.00 %	0.08 %
Allowance for loan losses to total loans (1)	0.89 %	0.46 %	0.01 %	1.36 %
Allowance for loan losses to nonperforming loans	66.01 %	33.98 %	0.46 %	100.45 %

(1) Average loans and total loans exclude loans held for sale.

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	Six Months Ended June 30, 2017			
	Commercial	Real Estate	Consumer	Total
	(Dollars in thousands)			
Beginning of period balance	$ 10,656	$ 8,327	$ 106	$ 19,089
Charge-offs	(2,068)	—	—	(2,068)
Recoveries	1,172	929	—	2,101
Net (charge-offs) recoveries	(896)	929	—	33
Provision (credit) for loan losses	1,499	(1,274)	50	275
End of period balance	$ 11,259	$ 7,982	$ 156	$ 19,397
RATIOS:				
Annualized net charge-offs (recoveries) to average loans (1)	0.12 %	(0.13) %	0.00 %	(0.01) %
Allowance for loan losses to total loans (1)	0.72 %	0.51 %	0.01 %	1.24 %
Allowance for loan losses to nonperforming loans	356.52 %	252.76 %	4.94 %	614.22 %

(1) Average loans and total loans exclude loans held for sale.

The following table provides a summary of the allocation of the allowance for loan losses by class at the dates indicated. The allocation presented should not be interpreted as an indication that charges to the allowance for loan losses will be incurred in these amounts or proportions, or that the portion of the allowance allocated to each category represents the total amount available for charge offs that may occur within these classes.

Allocation of Allowance for Loan Losses

	June 30, 2018		2017		December 31, 2017	
	Allowance	Percent of Loans in each category to total loans	Allowance	Percent of Loans in each category to total loans	Allowance	Percent of Loans in each category to total loans
	(Dollars in thousands)					
Commercial	$ 17,522	31 %	$ 11,259	39 %	$ 10,608	36 %
Real estate:						
CRE	5,826	53 %	5,046	47 %	5,909	49 %
Land and construction	1,743	6 %	1,166	5 %	1,441	6 %
Home equity	1,271	6 %	1,484	5 %	1,390	5 %

Residential mortgages	180	3	%	286	3	%	210	3	%
Consumer	122	1	%	156	1	%	100	1	%
Total	$ 26,664	100	%	$ 19,397	100	%	$ 19,658	100	%

The allowance for loan losses totaled $26.7 million, or 1.36% of total loans at June 30, 2018, compared to $19.4 million, or 1.24% of total loans at at June 30, 2017, and $19.7 million, or 1.24% of total loans at December 31, 2017. The Company had net chargeoffs of $673,000, or 0.15% of average loans, for the second quarter of 2018, compared to net recoveries of ($308,000), or (0.08%) of average loans, for the second quarter of 2017, and net recoveries of ($201,000), or (0.05)% of average loans, for the fourth quarter of 2017.

The allowance for loan losses related to the commercial portfolio increased $6.9 million, at June 30, 2018 from December 31, 2017, primarily due to a provision for loan losses of $7.7 million resulting from the $6.1 million specific reserve for the $22.9 million lending relationship, and net charge offs of $783,000. The allowance for loan losses related to the real estate portfolio increased $70,000 at June 30, 2018 from December 31, 2017, due to net recoveries of $85,000, resulting in a credit provision for loan losses of $15,000.

Goodwill and Other Intangible Assets

Goodwill represents the excess of the purchase price over the fair value of acquired tangible assets and liabilities and identifiable intangible assets. The fair values of assets acquired and liabilities assumed are subject to adjustment during the first twelve months after the acquisition date if additional information becomes available to indicate a more

accurate or appropriate value for an asset or liability. Total goodwill was $84.4 million at June 30, 2018, which consisted of, $13.0 million related to the Bay View Funding acquisition, $32.6 million related to the Focus acquisition, $13.8 million related to the Tri-Valley acquisition, and $24.9 million related to the United American acquisition. Total goodwill was $45.6 million at December 31, 2017, which consisted of $13.0 million related to the Bay View Funding acquisition, and $32.6 million related to the Focus acquisition.

On April 6, 2018, the Company completed its acquisition of Tri-Valley for a transaction value of $32.3 million. At closing the Company issued 1,889,613 shares of the Company's common stock with an aggregate market value of $30.7 million on the date of closing. The number of shares issued was based on a fixed exchange ratio of 0.0489 of a share of the Company's common stock for each outstanding share of Tri-Valley common stock. In addition, at closing the Company paid cash to the holder of a stock warrant and holders of outstanding stock options and related fees and fractional shares totaling $1.6 million. The Company recorded goodwill of $13.8 million for the Tri-Valley acquisition.

On May 4, 2018, the Company completed its acquisition of United American for a transaction value of $56.4 million. At closing the Company issued 2,826,032 shares of the Company's common stock with an aggregate market value of $47.3 million on the date of closing. The number of shares issued was based on a fixed exchange ratio of 2.1644 of a share of the Company's common stock for each outstanding share of United American common stock and each common stock equivalent underlying the United American Series D Preferred Stock and Series E Preferred Stock. The shareholders of the United American Series A Preferred Stock and the Series B Preferred Stock received $1,000 cash for each share totaling $8.7 million and $435,000, respectively. In addition, the Company paid $2,000 in cash for fractional shares, for total cash consideration of $9.1 million. The Company recorded goodwill of $24.9 million for the United American acquisition.

The Company completed its annual goodwill impairment analysis as of November 30, 2017 with the assistance of an independent valuation firm. No events or circumstances since the November 30, 2017 annual impairment test were noted that would indicate it was more likely than not a goodwill impairment exists

Other intangible assets were $12.3 million at June 30, 2018, compared to $5.6 million at December 31, 2017. A customer relationship and brokered relationship, and intangible assets arising from the acquisition of Bay View Funding were $1.2 million at June 30, 2018 and $1.3 million at December 31, 2017, net of accumulated amortization. The below market lease and non-compete intangible assets were fully amortized at December 31, 2017. The core deposit intangible assets arising from the acquisition of Focus was $3.9 million at June 30, 2018 and $4.3 million at December 31, 2017, net of accumulated amortization. The core deposit intangible and below market lease intangible assets arising from the Tri-Valley acquisition were $1.9 million at June 30, 2018, net of accumulated amortization. The core deposit intangible and below market lease intangible assets arising from the United American acquisition were $5.3 million at June 30, 2018, net of accumulated amortization.

Deposits

The composition and cost of the Company's deposit base are important components in analyzing the Company's net interest margin and balance sheet liquidity characteristics, both of which are discussed in greater detail in other sections herein. The Company's liquidity is impacted by the volatility of deposits from the propensity of that money to leave the institution for rate related or other reasons. Deposits can be adversely affected if economic conditions weaken in California, and the Company's market area in particular. Potentially, the most volatile deposits in a financial

institution are jumbo certificates of deposit, meaning time deposits with balances that equal or exceed $250,000, as customers with balances of that magnitude are typically more rate sensitive than customers with smaller balances.

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The following table summarizes the distribution of deposits and the percentage of distribution in each category of deposits for the periods indicated:

	June 30, 2018		June 30, 2017		December 31, 2017	
	Balance	% to Total	Balance	% to Total	Balance	% to Total
	(Dollars in thousands)					
Demand, noninterest-bearing	$ 1,002,053	37 %	$ 948,774	40 %	$ 989,753	40 %
Demand, interest-bearing	683,805	25 %	573,699	24 %	601,929	24 %
Savings and money market	827,304	31 %	634,802	27 %	684,131	27 %
Time deposits — under $250	72,030	3 %	54,129	2 %	51,710	2 %
Time deposits — $250 and over	81,379	3 %	147,242	6 %	138,634	6 %
CDARS — interest-bearing demand, money market and time deposits	17,048	1 %	16,085	1 %	16,832	1 %
Total deposits	$ 2,683,619	100 %	$ 2,374,731	100 %	$ 2,482,989	100 %

The Company obtains deposits from a cross section of the communities it serves. The Company’s business is not generally seasonal in nature. Public funds were less than 1% of deposits at June 30, 2018, and 3% at June 30, 2017, and December 31, 2017.

Total deposits increased $308.9 million, or 13%, to $2.68 billion at June 30, 2018, compared to $2.37 billion at June 30, 2017, which included $273.7 million in deposits from United American, $92.7 million in deposits from Tri-Valley, and an increase of $7.5 million in the Company’s legacy deposits, partially offset by the maturity of $65.1 million State of California certificates of deposits. Total deposits increased $200.6 million, or 8%, at June 30, 2018, from to $2.48 billion at December 31, 2017, which included $273.7 million in deposits from United American, and $92.7 million in deposits from Tri-Valley, partially offset by a decrease of $100.7 million in the Company’s legacy deposits, of which $46.0 million were real estate exchange balances, and the maturity of $65.1 million State of California certificates of deposits.

Deposits, excluding all time deposits and CDARS deposits, increased $355.9 million, or 16%, to $2.51 billion at June 30, 2018, compared to $2.16 billion at June 30, 2017, which included $237.5 million of deposits added from United American, $83.0 million of deposits added from Tri-Valley, and an increase of $35.4 million, or 2%, in the Company’s legacy deposits. Deposits, excluding all time deposits and CDARS deposits, increased $237.3 million, or 10%, compared to $2.28 billion at December 31, 2017, which included $237.5 million of deposits added from United

American, $83.0 million of deposits added from Tri-Valley, partially offset by a decrease of $83.1 million, or (4%), in the Company's legacy deposits, of which $46.0 million were real estate exchange balances.

Time deposits of $250,000 and over decreased $65.8 million, or (45%), to $81.4 million at June 30, 2018, compared to $147.2 million at June 30, 2017, which included the maturity of $65.1 million State of California certificates of deposits, and a decrease of $21.8 million, or (27%), in the Company's legacy deposits, partially offset by $16.7 million of deposits added from United American, and $4.3 million of deposits added from Tri-Valley. Time deposits of $250,000 and over decreased $57.3 million, or (41%), compared to $138.6 million at December 31, 2017, which included $16.7 million of deposits added from United American, and $4.3 million of deposits added from Tri-Valley, partially offset by a decrease of $13.1 million, or (18%), in the Company's legacy deposits, and the maturity of $65.1 million State of California certificates of deposits.

At June 30, 2018, the Company had no certificates of deposits from the State of California. At June 30, 2017, the Company had $74.7 million (at fair value) of securities pledged for $65.1 million in certificates of deposits from the State of California. At December 31, 2017, the Company had $72.5 million (at fair value) of securities pledged for $65.1 million in certificates of deposits from the State of California.

At June 30, 2018, the $17.0 million CDARS deposits were comprised of $11.8 million of interest-bearing demand deposits, $1.6 million of money market accounts and $3.6 million of time deposits. At June 30, 2017, the $16.1 million CDARS deposits were comprised of $9.7 million of interest-bearing demand deposits, $3.4 million of money market accounts and $3.0 million of time deposits. At December 31, 2017, the $16.8 million CDARS deposits were comprised of $10.9 million of interest-bearing demand deposits, $1.7 million of money market accounts and $4.2 million of time deposits.

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The following table indicates the contractual maturity schedule of the Company's time deposits of $250,000 and over, and all CDARS time deposits as of June 30, 2018:

	Balance	% of Total
	(Dollars in thousands)	
Three months or less	$ 26,896	32 %
Over three months through six months	24,967	29 %
Over six months through twelve months	25,943	31 %
Over twelve months	7,189	8 %
Total	$ 84,995	100 %

The Company focuses primarily on providing and servicing business deposit accounts that are frequently over $250,000 in average balance per account. As a result, certain types of business clients that the Company serves typically carry average deposits in excess of $250,000. The account activity for some account types and client types necessitates appropriate liquidity management practices by the Company to help ensure its ability to fund deposit withdrawals.

Return on Equity and Assets

The following table indicates the ratios for return on average assets and average equity, and average equity to average assets for the periods indicated:

	Three Months Ended June 30,		Six Months Ended June 30,	
	2018	2017	2018	2017
Return on average assets	0.12 %	1.12 %	0.67 %	1.07 %
Return on average tangible assets	0.12 %	1.14 %	0.69 %	1.10 %
Return on average equity	1.11 %	11.25 %	6.52 %	10.74 %
Return on average tangible equity	1.49 %	14.00 %	8.43 %	13.41 %
Average equity to average assets ratio	10.87 %	9.94 %	10.35 %	9.99 %

Off Balance Sheet Arrangements

In the normal course of business the Company makes commitments to extend credit to its customers as long as there are no violations of any conditions established in the contractual arrangements. These commitments are obligations that represent a potential credit risk to the Company, but are not reflected on the Company's consolidated balance sheets. Total unused commitments to extend credit were $775.3 million at June 30, 2018, compared to $660.3 million at June 30, 2017, and $687.4 million at December 31, 2017. Unused commitments represented 40% outstanding gross loans at June 30, 2018, 42% at June 30, 2017, and 43% at December 31, 2017.

The effect on the Company's revenues, expenses, cash flows and liquidity from the unused portion of the commitments to provide credit cannot be reasonably predicted because there is no certainty that lines of credit and letters of credit will ever be fully utilized. The following table presents the Company's commitments to extend credit for the periods indicated:

	June 30, 2018		2017		December 31, 2017	
	Fixed Rate	Variable Rate	Fixed Rate	Variable Rate	Fixed Rate	Variable Rate
	(Dollars in thousands)					
Unused lines of credit and commitments to make loans	$ 140,845	$ 619,896	$ 17,738	$ 626,975	$ 102,505	$ 570,190
Standby letters of credit	3,693	10,901	4,494	11,106	3,972	10,715
	$ 144,538	$ 630,797	$ 22,232	$ 638,081	$ 106,477	$ 580,905

Liquidity and Asset/Liability Management

Liquidity refers to the Company's ability to maintain cash flows sufficient to fund operations and to meet obligations and other commitments in a timely and cost effective fashion. At various times the Company requires funds to meet short term cash requirements brought about by loan growth or deposit outflows, the purchase of assets, or liability

repayments. An integral part of the Company's ability to manage its liquidity position appropriately is the Company's large base of core deposits, which are generated by offering traditional banking services in its service area and which have historically been a stable source of funds. To manage liquidity needs cash inflows must be properly timed to coincide with anticipated outflows or sufficient liquidity resources must be available to meet varying demands. The Company manages liquidity to be able to meet unexpected sudden changes in levels of its assets or deposit liabilities without maintaining excessive amounts of balance sheet liquidity. Excess balance sheet liquidity can negatively impact the Company's interest margin. In order to meet short term liquidity needs the Company utilizes overnight Federal funds purchase arrangements and other borrowing arrangements with correspondent banks, solicits brokered deposits if cost effective deposits are not available from local sources, and maintains collateralized lines of credit with the FHLB and FRB. In addition, the Company can raise cash for temporary needs by selling securities under agreements to repurchase and selling securities available for sale.

One of the measures of liquidity is our loan to deposit ratio. Our loan to deposit ratio was 72.91% at June 30, 2018, compared to 65.96% at June 30, 2017, and 63.74% at December 31, 2017.

FHLB and FRB Borrowings and Available Lines of Credit

HBC has off balance sheet liquidity in the form of Federal funds purchase arrangements with correspondent banks, including the FHLB and FRB. HBC can borrow from the FHLB on a short term (typically overnight) or long term (over one year) basis. HBC had no overnight borrowings from the FHLB at June 30, 2018, June 30, 2017, and December 31, 2017. HBC had $238.6 million of loans pledged to the FHLB as collateral on an available line of credit of $187.1 million at June 30, 2018, none of which was outstanding.

HBC can also borrow from the FRB's discount window. HBC had $578.5 million of loans pledged to the FRB as collateral on an available line of credit of $357.0 million at June 30, 2018, none of which was outstanding.

At June 30, 2018, HBC had Federal funds purchase arrangements available of $55.0 million. There were no Federal funds purchased outstanding at June 30, 2018, June 30, 2017, and December 31, 2017.

The Company has a $5.0 million line of credit with a correspondent bank, of which none was outstanding at June 30, 2018.

HBC may also utilize securities sold under repurchase agreements to manage our liquidity position. There were no securities sold under agreements to repurchase at June 30, 2018, June 30, 2017, and December 31, 2017.

Subordinated Debt

On May 26, 2017, the Company completed an underwritten public offering of $40.0 million aggregate principal amount of its fixed-to-floating rate subordinated notes ("Subordinated Debt") due June 1, 2027. The Subordinated Debt initially bears a fixed interest rate of 5.25% per year. Commencing on June 1, 2022, the interest rate on the Subordinated Debt resets quarterly to the three-month LIBOR rate plus a spread of 336.5 basis points. Interest on the Subordinated Debt is payable semi-annually on June 1 and December 1 of each year through June 1, 2022 and quarterly thereafter on March 1, June 1, September 1 and December 1 of each year through the maturity date or early redemption date. The Company, at its option, may redeem the Subordinated Debt, in whole or in part, on any interest payment date on or after June 1, 2022 without a premium. The Subordinated Debt, net of unamortized costs totaled $39.3 million at June 30, 2018 and $39.2 million at December 31, 2017, and qualifies as Tier 2 capital for the Company under the guidelines established by the Federal Reserve Bank. The Company down streamed $20.0 million of the proceeds to HBC during the second quarter of 2017.

Capital Resources

The Company uses a variety of measures to evaluate capital adequacy. Management reviews various capital measurements on a regular basis and takes appropriate action to ensure that such measurements are within established internal and external guidelines. The external guidelines, which are issued by the Federal Reserve and the FDIC, establish a risk adjusted ratio relating capital to different categories of assets and off balance sheet exposures.

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The following table summarizes risk based capital, risk weighted assets, and risk based capital ratios of the consolidated Company under the Basel III requirements for the periods indicated:

	June 30, 2018	June 30, 2017	December 31, 2017
	(Dollars in thousands)		
Capital components:			
Common equity Tier 1 capital	$ 257,349	$ 223,123	$ 229,258
Additional Tier 1 capital	—	—	—
Tier 1 Capital	257,349	223,123	229,258
Tier 2 Capital	66,639	59,191	59,496
Total risk-based capital	$ 323,988	$ 282,314	$ 288,754
Risk-weighted assets	$ 2,405,712	$ 1,964,399	$ 2,003,652
Average assets for capital purposes	$ 2,952,694	$ 2,618,392	$ 2,873,978
Capital ratios:			
Total risk-based capital	13.5 %	14.4 %	14.4 %
Tier 1 risk-based capital	10.7 %	11.4 %	11.4 %
Common equity Tier 1 risk-based capital	10.7 %	11.4 %	11.4 %
Leverage(1)	8.7 %	8.5 %	8.0 %

(1) Tier 1 capital divided by quarterly average assets (excluding intangible assets and disallowed deferred tax assets).

The following table summarizes risk based capital, risk-weighted assets, and risk-based capital ratios of HBC under the Basel III requirements for the periods indicated:

	June 30, 2018	June 30, 2017	December 31, 2017
	(Dollars in thousands)		
Capital components:			
Common equity Tier 1 capital	$ 273,271	$ 238,724	$ 244,790
Additional Tier 1 capital	—	—	—
Tier 1 Capital	273,271	238,724	244,790
Tier 2 Capital	27,364	20,072	20,312
Total risk-based capital	$ 300,635	$ 258,796	$ 265,102
Risk-weighted assets	$ 2,404,511	$ 1,963,334	$ 2,002,736
Average assets for capital purposes	$ 2,951,362	$ 2,617,430	$ 2,873,102

Capital ratios:						
Total risk-based capital	12.5	%	13.2	%	13.2	%
Tier 1 risk-based capital	11.4	%	12.2	%	12.2	%
Common equity Tier 1 risk-based capital	11.4	%	12.2	%	12.2	%
Leverage(1)	9.3	%	9.1	%	8.5	%

(1) Tier 1 capital divided by quarterly average assets (excluding intangible assets and disallowed deferred tax assets).

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The following table presents the applicable well capitalized regulatory guidelines and the standards for minimum capital adequacy requirements under Basel III:

	Transitional Minimum Regulatory Requirement(1) Effective January 1, 2018		Fully Phased-in Minimum Regulatory Requirement(2) Effective January 1, 2019		Well-capitalized Financial Institution Regulatory Guidelines	
Capital ratios:						
Total risk-based capital	9.875	%	10.5	%	10.0	%
Tier 1 risk-based capital	7.875	%	8.5	%	8.0	%
Common equity Tier 1 risk-based capital	6.375	%	7.0	%	6.5	%
Leverage	4.000	%	4.0	%	5.0	%

(1) Includes 1.875% capital conservation buffer, except the leverage capital ratio.

(2) Includes 2.5% capital conservation buffer, except the leverage capital ratio.

The Basel III capital rules introduce a new “capital conservation buffer,” for banking organizations to maintain a common equity Tier 1 ratio more than 2.5% above these minimum risk weighted asset ratios. The capital conservation buffer is designed to absorb losses during periods of economic stress. Banking institutions with a ratio of common equity Tier 1 to risk weighted assets above the minimum but below the capital conservation buffer will face constraints on dividends, equity repurchases and compensation based on the amount of the shortfall. The implementation of the capital conservation buffer was phased in beginning on January 1, 2016 at 0.625% and will be phased in over a four year period (increasing by that amount on each subsequent January 1, until it reaches 2.5% on January 1, 2019). The capital conservation buffer increased to 1.875% beginning on January 1, 2018.

At June 30, 2018, the Company’s consolidated capital ratio exceeded regulatory guidelines and HBC’s capital ratios exceed the highest regulatory capital requirement of “well capitalized” under Basel III prompt corrective action provisions. Quantitative measures established by regulation to help ensure capital adequacy require the Company and HBC to maintain minimum amounts and ratios of total risk based capital, Tier 1 capital, and common equity Tier 1 (as defined in the regulations) to risk weighted assets (as defined), and of Tier 1 capital to average assets (as defined). Management believes that, as of June 30, 2018, June 30, 2017, and December 31, 2017, the Company and HBC met all capital adequacy guidelines to which they were subject. There are no conditions or events since June 30, 2018, that management believes have changed the categorization of the Company or HBC as well capitalized.

At June 30, 2018, the Company had total shareholders’ equity of $346.3 million, compared to $269.2 million at June 30, 2017, and $271.2 million at December 31, 2017. At June 30, 2018, total shareholders’ equity included $299.2 million in common stock, $62.9 million in retained earnings, and ($15.9) million of accumulated other comprehensive loss.

The accumulated other comprehensive loss was ($15.9) million at June 30, 2018, compared to ($6.5) million at June 30, 2017, and ($9.3) million at December 31, 2017. The unrealized gain loss on securities available for sale, net of taxes, included in accumulated other comprehensive loss was an unrealized loss of ($7.7) million at June 30, 2018, compared to an unrealized gain of $280,000 at June 30, 2017, and an unrealized loss ($1.1) million at December 31, 2017. The components of accumulated other comprehensive loss, net of taxes, at June 30, 2018 include the following: an unrealized loss on available for sale securities of ($7.7) million; the remaining unamortized unrealized gain on securities available for sale transferred to held to maturity of $358,000; a split dollar insurance contracts liability of ($3.7) million; a supplemental executive retirement plan liability of ($5.5) million; and an unrealized gain on interest only strip from SBA loans of $653,000.

The book value per share was $8.01 at June 30, 2018, compared to $7.06 at June 30, 2017, and $7.10 at December 31, 2017. The tangible book value per share was $5.77 at June 30, 2018, compared to $5.70 at June 30, 2017, and $5.76 at December 31, 2017.

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Market Risk

Market risk is the risk of loss of future earnings, fair values, or future cash flows that may result from changes in the price of a financial instrument. The value of a financial instrument may change as a result of changes in interest rates, foreign currency exchange rates, commodity prices, equity prices and other market changes that affect market risk sensitive instruments. Market risk is attributed to all market risk sensitive financial instruments, including securities, loans, deposits and borrowings, as well as the Company's role as a financial intermediary in customer related transactions. The objective of market risk management is to avoid excessive exposure of the Company's earnings and equity to loss and to reduce the volatility inherent in certain financial instruments.

Interest Rate Management

Market risk arises from changes in interest rates, exchange rates, commodity prices and equity prices. The Company's market risk exposure is primarily that of interest rate risk, and it has established policies and procedures to monitor and limit earnings and balance sheet exposure to changes in interest rates. The Company does not engage in the trading of financial instruments, nor does the Company have exposure to currency exchange rates.

The principal objective of interest rate risk management (often referred to as "asset/liability management") is to manage the financial components of the Company in a manner that will optimize the risk/reward equation for earnings and capital in relation to changing interest rates. The Company's exposure to market risk is reviewed on a regular basis by the Managemnent's Asset/Liability Committee and the Director's Finance and Investment Committee. Interest rate risk is the potential of economic losses due to future interest rate changes. These economic losses can be reflected as a loss of future net interest income and/or a loss of current fair market values. The objective is to measure the effect on net interest income and to adjust the balance sheet to minimize the inherent risk while at the same time maximizing income. Management realizes certain risks are inherent, and that the goal is to identify and manage the risks. Management uses two methodologies to manage interest rate risk: (i) a standard GAP analysis; and (ii) an interest rate shock simulation model.

The planning of asset and liability maturities is an integral part of the management of an institution's net interest margin. To the extent maturities of assets and liabilities do not match in a changing interest rate environment, the net interest margin may change over time. Even with perfectly matched repricing of assets and liabilities, risks remain in the form of prepayment of loans or securities or in the form of delays in the adjustment of rates of interest applying to either earning assets with floating rates or to interest bearing liabilities. The Company has generally been able to control its exposure to changing interest rates by maintaining primarily floating interest rate loans and a majority of its time certificates with relatively short maturities.

Interest rate changes do not affect all categories of assets and liabilities equally or at the same time. Varying interest rate environments can create unexpected changes in prepayment levels of assets and liabilities, which may have a significant effect on the net interest margin and are not reflected in the interest sensitivity analysis table. Because of these factors, an interest sensitivity GAP report may not provide a complete assessment of the exposure to changes in interest rates.

The Company uses modeling software for asset/liability management in order to simulate the effects of potential interest rate changes on the Company's net interest margin, and to calculate the estimated fair values of the Company's financial instruments under different interest rate scenarios. The program imports current balances, interest rates, maturity dates and repricing information for individual financial instruments, and incorporates assumptions on the characteristics of embedded options along with pricing and duration for new volumes to project the effects of a given interest rate change on the Company's interest income and interest expense. Rate scenarios consisting of key rate and yield curve projections are run against the Company's investment, loan, deposit and borrowed funds' portfolios. These rate projections can be shocked (an immediate and parallel change in all base rates, up or down) and ramped (an incremental increase or decrease in rates over a specified time period), based on current trends and econometric models or stable economic conditions (unchanged from current actual levels).

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The following table sets forth the estimated changes in the Company’s annual net interest income that would result from the designated instantaneous parallel shift in interest rates noted, as of June 30, 2018. Computations of prospective effects of hypothetical interest rate changes are based on numerous assumptions including relative levels of market interest rates, loan prepayments and deposit decay, and should not be relied upon as indicative of actual results.

	Increase/(Decrease) in Estimated Net Interest Income		
	Amount	Percent	
	(Dollars in thousands)		
Change in Interest Rates (basis points)			
+400	$ 23,829	18.4	%
+300	$ 18,058	13.9	%
+200	$ 12,347	9.5	%
+100	$ 6,366	4.9	%
0	$ —	—	%
−100	$ (10,592)	(8.2)	%
−200	$ (22,330)	(17.2)	%

This data does not reflect any actions that we may undertake in response to changes in interest rates such as changes in rates paid on certain deposit accounts based on local competitive factors, which could reduce the actual impact on net interest income.

As with any method of gauging interest rate risk, there are certain shortcomings inherent to the methodology noted above. The model assumes interest rate changes are instantaneous parallel shifts in the yield curve. In reality, rate changes are rarely instantaneous. The use of the simplifying assumption that short term and long term rates change by the same degree may also misstate historic rate patterns, which rarely show parallel yield curve shifts. Further, the model assumes that certain assets and liabilities of similar maturity or period to repricing will react in the same way to changes in rates. In reality, certain types of financial instruments may react in advance of changes in market rates, while the reaction of other types of financial instruments may lag behind the change in general market rates. Additionally, the methodology noted above does not reflect the full impact of annual and lifetime restrictions on changes in rates for certain assets, such as adjustable rate loans. When interest rates change, actual loan prepayments and actual early withdrawals from certificates may deviate significantly from the assumptions used in the model. Finally, this methodology does not measure or reflect the impact that higher rates may have on adjustable rate loan clients’ ability to service their debt. All of these factors are considered in monitoring the Company’s exposure to interest rate risk.

ITEM 3—QUANTITATIVE AND QUALITATIVE DISCLOSURES ABOUT MARKET RISK

The information concerning quantitative and qualitative disclosure or market risk called for by Item 305 of Regulation S K is included as part of Item 2 above.

ITEM 4—CONTROLS AND PROCEDURES

Disclosure Control and Procedures

The Company has carried out an evaluation, under the supervision and with the participation of the Company’s management, including the Chief Executive Officer and Chief Financial Officer, of the effectiveness of the design and operation of the Company’s disclosure controls and procedures as of June 30, 2018. As defined in Rule 13a 15(e) under the Securities Exchange Act of 1934, as amended (the “Exchange Act”), disclosure controls and procedures are controls and procedures designed to reasonably assure that information required to be disclosed in our reports filed or submitted under the Exchange Act are recorded, processed, summarized and reported on a timely basis. Disclosure controls are also designed to reasonably assure that such information is accumulated and communicated to our management, including the Chief Executive Officer and Chief Financial Officer, as appropriate, to allow timely decisions regarding required disclosure. Based upon their evaluation, our Chief Executive Officer and Chief Financial Officer concluded the Company’s disclosure controls were effective at June 30, 2018, the period covered by this report on Form 10 Q.

During the three and six months ended June 30, 2018, there were no changes in our internal controls over financial reporting that materially affected, or are reasonably likely to materially affect, our internal controls over financial reporting.

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Part II—OTHER INFORMATION

ITEM 1—LEGAL PROCEEDINGS

The Company is involved in certain legal actions arising from normal business activities. Management, based upon the advice of legal counsel, believes the ultimate resolution of all pending legal actions will not have a material effect on the financial statements of the Company.

ITEM 1A—RISK FACTORS

In addition to the other information set forth in this Report, you should carefully consider the other factors discussed in Part I, “Item 1A. Risk Factors” in our Annual Report on Form 10 K for the year ended December 31, 2017, which could materially affect our business, financial condition and/or operating results. There were no material changes from risk factors previously disclosed in our 2017 Annual Report on Form 10 K. The risk factors identified are in addition to those contained in any other cautionary statements, written or oral, which may be or otherwise addressed in connection with a forward looking statement or contained in any of our subsequent filings with the Securities and Exchange Commission.

ITEM 2—UNREGISTERED SALES OF EQUITY SECURITIES AND USE OF PROCEEDS

None

ITEM 3—DEFAULTS UPON SENIOR SECURITIES

None

ITEM 4—MINE SAFETY DISCLOSURES

None

ITEM 5—OTHER INFORMATION

None

ITEM 6—EXHIBITS

Exhibit	Description
3.1	Heritage Commerce Corp Restated Articles of Incorporation, (incorporated by reference to Exhibit 3.1 to the Registrant's Annual Report on Form 10 K filed on March 16, 2009)
3.2	Certificate of Amendment of Articles of Incorporation of Heritage Commerce Corp as filed with the California Secretary of State on June 1, 2010 (incorporated by reference to Exhibit 3.2 to the Registrant's Registration Statement on Form S 1 filed July 23, 2010).
3.3	Heritage Commerce Corp Bylaws, as amended (incorporated by reference to the Registrant's Current Report on Form 8 K filed on June 28, 2013)
31.1	Certification of Registrant's Chief Executive Officer Pursuant To Section 302 of the Sarbanes Oxley Act of 2002
31.2	Certification of Registrant's Chief Financial Officer Pursuant To Section 302 of the Sarbanes Oxley Act of 2002
32.1	Certification of Registrant's Chief Executive Officer Pursuant To 18 U.S.C. Section 1350
32.2	Certification of Registrant's Chief Financial Officer Pursuant To 18 U.S.C. Section 1350
101.INS	XBRL Instance Document, filed herewith
101.SCH	XBRL Taxonomy Extension Schema Document, filed herewith
101.CAL	XBRL Taxonomy Extension Calculation Linkbase Document, filed herewith
101.DEF	XBRL Taxonomy Extension Definition Linkbase Document, filed herewith
101.LAB	XBRL Taxonomy Extension Label Linkbase Document, filed herewith
101.PRE	XBRL Taxonomy Extension Presentation Linkbase Document, filed herewith

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SIGNATURES

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

	Heritage Commerce Corp (Registrant)
Date: August 7, 2018	/s/ WALTER T. KACZMAREK Waletr T. Kaczmarek Chief Executive Officer
Date: August 7, 2018	/s/ Lawrence D. McGovern Lawrence D. McGovern Chief Financial Officer