CENTRAL VALLEY COMMUNITY BANCORP
Form 10-Q
November 06, 2014
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UNITED STATES
SECURITIES AND EXCHANGE COMMISSION
Washington, D.C. 20549

FORM 10-Q
(Mark One)

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

FOR THE QUARTERLY PERIOD ENDED September 30, 2014

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

FOR THE TRANSITION PERIOD FROM TO

COMMISSION FILE NUMBER: 000—31977

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

California (State or other jurisdiction of incorporation or organization)	77-0539125 (I.R.S. Employer Identification No.)
7100 N. Financial Dr, Suite 101, Fresno, California (Address of principal executive offices)	93720 (Zip code)

Registrant’s telephone number (559) 298-1775

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

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 ý No o

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

Large accelerated filer o	Accelerated filer o

Non-accelerated filer o (Do not check if a smaller reporting company)	Smaller reporting company x

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

As of November 1, 2014 there were 10,979,790 shares of the registrant's common stock outstanding.

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CENTRAL VALLEY COMMUNITY BANCORP AND SUBSIDIARY

2014 QUARTERLY REPORT ON FORM 10-Q

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PART 1: FINANCIAL INFORMATION

ITEM 1: FINANCIAL STATEMENTS

CENTRAL VALLEY COMMUNITY BANCORP AND SUBSIDIARY
CONSOLIDATED BALANCE SHEETS

(In thousands, except share amounts)	September 30, 2014 (Unaudited)	December 31, 2013
ASSETS		
Cash and due from banks	$28,059	$25,878
Interest-earning deposits in other banks	26,658	85,956
Federal funds sold	331	218
Total cash and cash equivalents	55,048	112,052
Available-for-sale investment securities (Amortized cost of $439,576 at September 30, 2014 and $447,108 at December 31, 2013)	447,016	443,224
Held-to-maturity investment securities (Fair value of $34,523 at September 30, 2014)	31,837	—
Loans, less allowance for credit losses of $7,489 at September 30, 2014 and $9,208 at December 31, 2013	547,247	503,149
Bank premises and equipment, net	10,443	10,541
Other real estate owned	—	190
Bank owned life insurance	20,802	19,443
Federal Home Loan Bank stock	4,791	4,499
Goodwill	29,917	29,917
Core deposit intangibles	1,428	1,680
Accrued interest receivable and other assets	15,590	20,940
Total assets	$1,164,119	$1,145,635
LIABILITIES AND SHAREHOLDERS' EQUITY		
Deposits:		
Non-interest bearing	$345,003	$356,392
Interest bearing	663,860	647,751
Total deposits	1,008,863	1,004,143
Junior subordinated deferrable interest debentures	5,155	5,155
Accrued interest payable and other liabilities	17,088	16,294
Total liabilities	1,031,106	1,025,592
Commitments and contingencies (Note 9)		
Shareholders' equity:		
Preferred stock, no par value, $1,000 per share liquidation preference; 10,000,000 shares authorized, none issued and outstanding	—	—
Common stock, no par value; 80,000,000 shares authorized; issued and outstanding: 10,979,370 at September 30, 2014 and 10,914,680 at December 31, 2013	54,125	53,981
Retained earnings	74,367	68,348
Accumulated other comprehensive income (loss), net of tax	4,521	(2,286)
Total shareholders' equity	133,013	120,043

Total liabilities and shareholders’ equity	$1,164,119	$1,145,635

See notes to unaudited consolidated financial statements.

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CENTRAL VALLEY COMMUNITY BANCORP AND SUBSIDIARY
CONSOLIDATED STATEMENTS OF INCOME
(Unaudited)

	For the Three Months Ended September 30,		For the Nine Months Ended September 30,	
(In thousands, except share and per share amounts)	2014	2013	2014	2013
INTEREST INCOME:				
Interest and fees on loans	$7,301	$8,677	$22,197	$19,523
Interest on deposits in other banks	37	45	134	104
Interest on Federal funds sold	—	—	1	—
Interest and dividends on investment securities:				
Taxable	1,341	588	4,127	1,341
Exempt from Federal income taxes	1,469	1,593	4,305	4,329
Total interest income	10,148	10,903	30,764	25,297
INTEREST EXPENSE:				
Interest on deposits	249	342	813	947
Interest on junior subordinated deferrable interest debentures	23	25	72	74
Other	—	—	—	17
Total interest expense	272	367	885	1,038
Net interest income before provision for credit losses	9,876	10,536	29,879	24,259
PROVISION FOR CREDIT LOSSES	—	—	(400)	—
Net interest income after provision for credit losses	9,876	10,536	30,279	24,259
NON-INTEREST INCOME:				
Service charges	811	911	2,441	2,282
Appreciation in cash surrender value of bank owned life insurance	156	149	459	342
Interchange fees	295	268	924	678
Net gain on disposal of other real estate owned	—	—	63	—
Net realized gains on sales of investment securities	240	—	573	1,133
Federal Home Loan Bank dividends	86	59	237	113
Loan placement fees	212	128	401	507
Other income	261	298	983	811
Total non-interest income	2,061	1,813	6,081	5,866
NON-INTEREST EXPENSES:				
Salaries and employee benefits	5,076	5,048	14,833	12,916
Occupancy and equipment	1,222	1,134	3,671	2,936
Data processing	448	357	1,362	949
Regulatory assessments	177	220	569	517
ATM/Debit card expenses	166	170	476	388
License and maintenance contracts	128	139	384	338
Advertising	155	124	462	346
Audit and accounting fees	185	135	492	406
Internet banking expense	134	109	359	257
Acquisition and integration	—	271	—	784
Amortization of core deposit intangibles	84	84	252	184
Other	1,276	1,200	3,660	3,126
Total non-interest expenses	9,051	8,991	26,520	23,147

Income before provision for income taxes	2,886	3,358	9,840	6,978
Provision for income taxes	535	389	2,180	939
Net income	$2,351	$2,969	$7,660	$6,039
Preferred stock dividends and accretion	—	87	—	262
Net income available to common shareholders	$2,351	$2,882	$7,660	$5,777
Earnings per common share:				
Basic earnings per share	$0.22	$0.26	$0.70	$0.58
Weighted average common shares used in basic computation	10,919,630	10,899,086	10,917,892	10,020,057
Diluted earnings per share	$0.21	$0.26	$0.70	$0.57
Weighted average common shares used in diluted computation	11,014,907	10,958,811	11,005,553	10,080,034
Cash dividend per common share	$0.05	$0.05	$0.15	$0.15

See notes to unaudited consolidated financial statements.

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CENTRAL VALLEY COMMUNITY BANCORP AND SUBSIDIARY
CONSOLIDATED STATEMENTS OF COMPREHENSIVE INCOME (LOSS)
(Unaudited)

	For the Three Months Ended September 30,		For the Nine Months Ended September 30,	
(In thousands)	2014	2013	2014	2013
Net income	$2,351	$2,969	$7,660	$6,039
Other Comprehensive Income (Loss):				
Unrealized gains (losses) on securities:				
Unrealized holdings gains (losses) arising and transferred during the period	619	797	12,060	(13,195)
Less: reclassification for net gains included in net income	240	—	573	1,133
Amortization of net unrealized gains transferred during the period	(2)		(20)	
Other comprehensive income (loss), before tax	377	797	11,467	(14,328)
Tax (expense) benefit related to items of other comprehensive income	(156)	(328)	(4,660)	5,896
Total other comprehensive income (loss)	221	469	6,807	(8,432)
Comprehensive income (loss)	$2,572	$3,438	$14,467	$(2,393)

See notes to unaudited consolidated financial statements.

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CENTRAL VALLEY COMMUNITY BANCORP AND SUBSIDIARY
CONSOLIDATED STATEMENTS OF CASH FLOWS
(Unaudited)

	For the Nine Months Ended September 30,	
(In thousands)	2014	2013
CASH FLOWS FROM OPERATING ACTIVITIES:		
Net income	$7,660	$6,039
Adjustments to reconcile net income to net cash provided by operating activities:		
Net decrease in deferred loan fees	(336)	(217)
Depreciation	1,019	801
Accretion	(730)	(614)
Amortization	5,841	7,031
Stock-based compensation	93	73
Tax benefit from exercise of stock options	(6)	(16)
Provision for credit losses	(400)	—
Net realized gains on sales of available-for-sale investment securities	(573)	(1,133)
Net gain (loss) on disposal of premises and equipment	191	(1)
Net gain on sale of other real estate owned	(63)	—
Increase in bank owned life insurance, net of expenses	(459)	(342)
Net (increase) decrease in accrued interest receivable and other assets	(505)	873
Net decrease in prepaid FDIC assessments	—	1,542
Net increase in accrued interest payable and other liabilities	(409)	(1,741)
Provision for (benefit from) deferred income taxes	1,201	(1,191)
Net cash provided by operating activities	12,524	11,104
CASH FLOWS FROM INVESTING ACTIVITIES:		
Net cash and cash equivalents acquired in acquisition	—	40,729
Purchases of available-for-sale investment securities	(137,360)	(129,572)
Proceeds from sales or calls of available-for-sale investment securities	73,982	37,428
Proceeds from maturity and principal repayments of available-for-sale investment securities	36,133	63,666
Net increase in loans	(43,598)	(6,633)
Proceeds from sale of other real estate owned	488	139
Purchases of premises and equipment	(1,112)	(852)
Purchases of bank owned life insurance	(900)	—
FHLB stock (purchased) redeemed	(292)	48
Proceeds from sale of premises and equipment	1	1
Net cash (used in) provided by investing activities	(72,658)	4,954
CASH FLOWS FROM FINANCING ACTIVITIES:		
Net increase in demand, interest bearing and savings deposits	12,745	11,334
Net (decrease) increase in time deposits	(8,025)	6,816
Repayments of short-term borrowings to Federal Home Loan Bank	—	(4,000)
Proceeds from exercise of stock options	45	782
Excess tax benefit from exercise of stock options	6	16
Cash dividend payments on common stock	(1,641)	(1,502)
Cash dividend payments on preferred stock	—	(262)
Net cash provided by financing activities	3,130	13,184
(Decrease) increase in cash and cash equivalents	(57,004)	29,242

CASH AND CASH EQUIVALENTS AT BEGINNING OF PERIOD	112,052	52,956
CASH AND CASH EQUIVALENTS AT END OF PERIOD	$55,048	$82,198

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(In thousands)	For the Nine Months Ended September 30, 2014	2013
SUPPLEMENTAL DISCLOSURE OF CASH FLOWS INFORMATION:		
Cash paid during the period for:		
Interest	$904	$1,078
Income taxes	$1,030	$1,340
Non-cash investing and financing activities:		
Foreclosure of loan collateral and recognition of other real estate owned	$235	$—
Transfer of securities from available-for-sale to held-to-maturity	$31,346	
Unrealized gain on transfer of securities from available-for-sale to held-to-maturity	$163	
Accrued preferred stock dividends	$—	$87
Purchases of available-for-sale investment securities, not yet settled	$1,203	$—
Common stock issued in Visalia Community Bank acquisition	$—	$12,494

See notes to unaudited consolidated financial statements.

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Note 1. Basis of Presentation

The interim unaudited condensed consolidated financial statements of Central Valley Community Bancorp and subsidiary have been prepared pursuant to the rules and regulations of the Securities and Exchange Commission (the SEC). These interim condensed consolidated financial statements include the accounts of Central Valley Community Bancorp and its wholly owned subsidiary Central Valley Community Bank (the Bank) (collectively, the Company). All significant intercompany accounts and transactions have been eliminated in consolidation. As discussed in Note 2, on July 1, 2013, the Company completed an acquisition under which Visalia Community Bank merged with and into Central Valley Community Bancorp’s subsidiary, Central Valley Community Bank. Certain information and footnote disclosures normally included in the annual consolidated financial statements prepared in accordance with accounting principles generally accepted in the United States of America (GAAP) have been omitted. The Company believes that the disclosures are adequate to make the information presented not misleading. These interim consolidated financial statements should be read in conjunction with the audited financial statements and notes thereto included in the Company’s 2013 Annual Report to Shareholders on Form 10-K. In the opinion of management, all adjustments, consisting only of normal recurring adjustments, necessary to present fairly the Company’s financial position at September 30, 2014, and the results of its operations and its cash flows for the three and nine month interim periods ended September 30, 2014 and 2013 have been included. Certain reclassifications have been made to prior year amounts to conform to the 2014 presentation. Reclassifications had no effect on prior period net income or shareholders’ equity. The results of operations for interim periods are not necessarily indicative of results for the full year.

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

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

Note 2. Acquisition of Visalia Community Bank

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

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

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

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

Pro Forma Results of Operations

The following table presents pro forma results of operations information for the periods presented as if the acquisition had occurred as of January 1, 2013. The pro forma results of operations for the nine months ended September 30, 2013 include the historical accounts of the Company and Visalia Community Bank and pro forma adjustments as may be required, including the amortization of intangibles with definite lives and the amortization or accretion of any premiums or discounts arising from fair

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

Pro Forma Results of Operations	For the Nine Months Ended September 30,
(In thousands, except per share amounts)	2013
Net interest income	$27,581
Provision for credit losses	298
Non-interest income	6,611
Non-interest expense	28,619
Income before provision for income taxes	5,275
Provision for income taxes	375
Net income	$4,900
Basic earnings per share	$0.46
Diluted earnings per share	$0.46

Note 3. Fair Value Measurements

Fair Value Hierarchy

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

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

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

Level 3 — Model-based techniques that use at least one significant assumption not observable in the market. These unobservable assumptions reflect the Company's estimates of assumptions that market participants would use on pricing the asset or liability. Valuation techniques include management judgment and estimation which may be significant.
Management monitors the availability of observable market data to assess the appropriate classification of financial instruments within the fair value hierarchy. Changes in economic conditions or model-based valuation techniques may require the transfer of financial instruments from one fair value level to another. In such instances, we report the transfer at the beginning of the reporting period. The estimated carrying and fair values of the Company's financial instruments are as follows (in thousands):

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	September 30, 2014				
	Carrying	Fair Value			
(In thousands)	Amount	Level 1	Level 2	Level 3	Total
Financial assets:					
Cash and due from banks	$28,059	$28,059	$—	$—	$28,059
Interest-earning deposits in other banks	26,658	26,658	—	—	26,658
Federal funds sold	331	331	—	—	331
Available-for-sale investment securities	447,016	7,529	439,487	—	447,016
Held-to-maturity investment securities	31,837	—	34,523	—	34,523
Loans, net	547,247	—	—	550,002	550,002
Federal Home Loan Bank stock	4,791	N/A	N/A	N/A	N/A
Accrued interest receivable	5,223	22	2,819	2,382	5,223
Financial liabilities:					
Deposits	1,008,863	847,644	161,213	—	1,008,857
Junior subordinated deferrable interest debentures	5,155	—	—	3,175	3,175
Accrued interest payable	110	—	86	24	110

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

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

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

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

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

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

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

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

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

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

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

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

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

Assets Recorded at Fair Value

The following tables present information about the Company's assets and liabilities measured at fair value on a recurring and non-recurring basis as of September 30, 2014:

Recurring Basis

The Company is required or permitted to record the following assets at fair value on a recurring basis as of September 30, 2014 (in thousands).

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Description	Fair Value	Level 1	Level 2	Level 3
Available-for-sale securities				
Debt Securities:				
U.S. Government agencies	$33,742	$—	$33,742	$—
Obligations of states and political subdivisions	148,150	—	148,150	—
U.S. Government sponsored entities and agencies collateralized by residential mortgage obligations	252,778	—	252,778	—
Private label residential mortgage backed securities	4,817	—	4,817	—
Other equity securities	7,529	7,529	—	—
Total assets measured at fair value on a recurring basis	$447,016	$7,529	$439,487	$—

Securities in Level 1 are mutual funds and fair values are based on quoted market prices for identical instruments traded in active markets. Fair values for available-for-sale investment securities in Level 2 are based on quoted market prices for similar securities in active markets. For securities where quoted prices or market prices of similar securities are not available, fair values are calculated using discounted cash flows or other market indicators. Management evaluates the significance of transfers between levels based upon the nature of the financial instrument and size of the transfer relative to total assets, total liabilities or total earnings. During the nine months ended September 30, 2014, no transfers between levels occurred.

There were no Level 3 assets measured at fair value on a recurring basis at or during the nine month period ended September 30, 2014. Also there were no liabilities measured at fair value on a recurring basis at September 30, 2014.

Non-recurring Basis

The Company may be required, from time to time, to measure certain assets and liabilities at fair value on a non-recurring basis. These include assets and liabilities that are measured at the lower of cost or fair value that were recognized at fair value which was below cost at September 30, 2014 (in thousands).

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

At the time a loan is considered impaired, it is valued at the lower of cost or fair value. Impaired loans carried at fair value generally receive specific allocations of the allowance for credit losses. For collateral dependent loans, fair value is commonly based on recent real estate appraisals. These appraisals may utilize a single valuation approach or a combination of approaches including comparable sales and the income approach. Adjustments are routinely made in the appraisal process by the independent appraisers to adjust for differences between the comparable sales and income data available. Such adjustments are usually significant and typically result in a Level 3 classification of the inputs for determining fair value. Non-real estate collateral may be valued using an appraisal, net book value per the borrower's financial statements, or aging reports, adjusted or discounted based on management's historical knowledge, changes in market conditions from the time of the valuation, and management's expertise and knowledge of the client and client's business, resulting in a Level 3 fair value classification. The fair value of impaired loans is based on the fair value of the collateral. Impaired loans were determined to be collateral dependent and categorized as Level 3 due to ongoing real estate market conditions resulting in inactive market data, which in turn required the use of unobservable inputs and assumptions in fair value measurements. Impaired loans evaluated under the discounted cash flow method are excluded from the table above. The discounted cash flow methods as prescribed by ASC Topic 310 is not a fair value measurement since the discount rate utilized is the loan's effective interest rate which is not a market rate. There were no changes in valuation techniques used during the nine month period ended September 30, 2014.

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

Impaired loans that are measured for impairment using the fair value of the collateral for collateral dependent loans, had a principal balance of $174,000 with a valuation allowance of $29,000 at September 30, 2014, resulting in fair value of $145,000. The valuation allowance represents specific allocations for the allowance for credit losses for impaired loans.

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During the three and nine months ended September 30, 2014, there was no provision for credit losses recorded related to loans carried at fair value. During the three months ended September 30, 2014, there was a net recovery of $131,000, and for the nine months then ended, there were net charge-offs of $177,000 related to loans carried at fair value.

During the three and nine months ended September 30, 2013, there was no provision for credit losses recorded related to loans carried at fair value. During the three and nine months ended September 30, 2013, there were no charge-offs related to loans carried at fair value.

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

Recurring Basis

The Company is required or permitted to record the following assets at fair value on a recurring basis as of December 31, 2013 (in thousands).

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

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

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

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

Non-recurring Basis

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

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

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

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

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

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

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Note 4. Investments

The investment portfolio consists primarily of U.S. Government sponsored entity and agency securities collateralized by residential mortgage obligations, private label residential mortgage backed securities (PLRMBS), and obligations of states and political subdivisions securities. As of September 30, 2014, $102,793,000 of these securities were held as collateral for borrowing arrangements, public funds, and for other purposes.

The fair value of the available-for-sale investment portfolio reflected a net unrealized gain of $7,440,000 at September 30, 2014 compared to an unrealized loss of $3,884,000 at December 31, 2013.

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

	September 30, 2014			
Available-for-Sale Securities	Amortized Cost	Gross Unrealized Gains	Gross Unrealized Losses	Estimated Fair Value
Debt securities:				
U.S. Government agencies	$33,827	$154	$(239)	$33,742
Obligations of states and political subdivisions	143,027	5,581	(458)	148,150
U.S. Government sponsored entities and agencies collateralized by residential mortgage obligations	251,870	2,023	(1,115)	252,778
Private label residential mortgage backed securities	3,352	1,465	—	4,817
Other equity securities	7,500	29	—	7,529
Total available-for-sale	$439,576	$9,252	$(1,812)	$447,016

	September 30, 2014			
Held-to-Maturity Securities	Amortized Cost	Gross Unrecognized Gains	Gross Unrecognized Losses	Estimated Fair Value
Debt securities:				
Obligations of states and political subdivisions	$31,837	$2,701	$(15)	$34,523

	December 31, 2013			
Available-for-Sale Securities	Amortized Cost	Gross Unrealized Gains	Gross Unrealized Losses	Estimated Fair Value
Debt securities:				
U.S. Government agencies	$18,172	$115	$(84)	$18,203
Obligations of states and political subdivisions	162,018	2,906	(6,517)	158,407
U.S. Government sponsored entities and agencies collateralized by residential mortgage obligations	254,978	1,075	(2,344)	253,709
Private label residential mortgage backed securities	4,344	1,047	—	5,391
Other equity securities	7,596	2	(84)	7,514
Total available-for-sale	$447,108	$5,145	$(9,029)	$443,224

Proceeds and gross realized gains (losses) from the sales or calls of investment securities for the periods ended September 30, 2014 and 2013 are shown below (in thousands):

	For the Three Months Ended September 30,		For the Nine Months Ended September 30,	
Available-for-Sale Securities	2014	2013	2014	2013
Proceeds from sales or calls	$21,741	$1,575	$73,982	$37,428
Gross realized gains from sales or calls	271	—	1,423	1,401

Gross realized losses from sales or calls	(31)	—	(850)	(268)

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Losses recognized in 2014 and 2013 were incurred in order to reposition the investment securities portfolio based on the current rate environment. The securities which were sold at a loss were acquired when the rate environment was not as volatile. The securities which were sold were primarily purchased several years ago to serve a purpose in the rate environment in which the securities were purchased. The Company is addressing risks in the security portfolio by selling these securities and using proceeds to purchase securities that fit with the Company's current risk profile.

The provision for income taxes includes $236,000 and $466,000 income tax impact from the reclassification of unrealized net gains on available-for-sale securities to realized net gains on available-for-sale securities for the nine months ended September 30, 2014 and 2013, respectively. The provision for income taxes includes $99,000 and $0 income tax impact from the reclassification of unrealized net gains on available-for-sale securities to realized net gains on available-for-sale securities for the three months ended September 30, 2014 and 2013, respectively.

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

	September 30, 2014					
	Less than 12 Months		12 Months or More		Total	
Available-for-Sale Securities	Fair Value	Unrealized Losses	Fair Value	Unrealized Losses	Fair Value	Unrealized Losses
Debt securities:						
U.S. Government agencies	$13,082	$(197)	$1,778	$(42)	$14,860	$(239)
Obligations of states and political subdivisions	13,140	(63)	26,483	(395)	39,623	(458)
U.S. Government sponsored entities and agencies collateralized by residential mortgage obligations	72,844	(610)	30,588	(505)	103,432	(1,115)
Total available-for-sale	$99,066	$(870)	$58,849	$(942)	$157,915	$(1,812)

	September 30, 2014					
	Less than 12 Months		12 Months or More		Total	
Held-to-Maturity Securities	Fair Value	Unrealized Losses	Fair Value	Unrealized Losses	Fair Value	Unrealized Losses
Debt securities:						
Obligations of states and political subdivisions	$1,064	$(15)	$—	$—	$1,064	$(15)

	December 31, 2013					
	Less than 12 Months		12 Months or More		Total	
Available-for-Sale Securities	Fair Value	Unrealized Losses	Fair Value	Unrealized Losses	Fair Value	Unrealized Losses
Debt securities:						
U.S. Government agencies	$4,132	$(75)	$968	$(9)	$5,100	$(84)
Obligations of states and political subdivisions	89,556	(5,007)	15,015	(1,510)	104,571	(6,517)
U.S. Government sponsored entities and agencies collateralized by residential mortgage obligations	148,853	(2,070)	19,199	(274)	168,052	(2,344)
Other equity securities	7,416	(84)	—	—	7,416	(84)
Total available-for-sale	$249,957	$(7,236)	$35,182	$(1,793)	$285,139	$(9,029)

We periodically evaluate each investment security for other-than-temporary impairment, relying primarily on industry analyst reports, observation of market conditions and interest rate fluctuations. The portion of the impairment that is attributable to a shortage in the present value of expected future cash flows relative to the amortized cost should be recorded as a current period charge to earnings. The discount rate in this analysis is the original yield expected at time of purchase.

As of September 30, 2014, the Company performed an analysis of the investment portfolio to determine whether any of the investments held in the portfolio had an other-than-temporary impairment (OTTI). Management evaluated all available-for-sale investment securities with an unrealized loss at September 30, 2014 and identified those that had an unrealized loss for at least a consecutive 12 month period, which had an unrealized loss at September 30, 2014 greater than 10% of the recorded

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book value on that date, or which had an unrealized loss of more than $10,000. Management also analyzed any securities that may have been downgraded by credit rating agencies.
For those bonds that met the evaluation criteria, management obtained and reviewed the most recently published national credit ratings for those bonds. For those bonds that were municipal debt securities with an investment grade rating by the rating agencies, management also evaluated the financial condition of the municipality and any applicable municipal bond insurance provider and concluded that no credit related impairment existed.

U.S. Government Agencies

At September 30, 2014, the Company held ten U.S. Government agency securities, of which three were in a loss position for less than 12 months and one was in a loss position and had been in a loss position for 12 months or more. The unrealized losses on the Company's investments in direct obligations of U.S. government agencies were caused by interest rate changes. The contractual terms of those investments do not permit the issuer to settle the securities at a price less than the amortized costs of the investment. Because the decline in market value is attributable to changes in interest rates and not credit quality, and because the Company has the ability and intent to hold, and it is more likely than not that it will not be required to sell, those investments until a recovery of fair value, which may be maturity, the Company does not consider those investments to be other-than-temporarily impaired at September 30, 2014.

Obligations of States and Political Subdivisions

At September 30, 2014, the Company held 146 obligations of states and political subdivision securities of which six were in a loss position for less than 12 months and 19 were in a loss position and had been in a loss position for 12 months or more. The unrealized losses on the Company's investments in obligations of states and political subdivision securities were caused by interest rate changes. Because the decline in market value is attributable to changes in interest rates and not credit quality, and because the Company has the ability to hold and does not intend to sell, and it is more likely than not that it will not be required to sell those investments until a recovery of fair value, which may be maturity, the Company does not consider those investments to be other-than-temporarily impaired at September 30, 2014.

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

At September 30, 2014, the Company held 204 U.S. Government sponsored entity and agency securities collateralized by residential mortgage obligations of which 34 were in a loss position for less than 12 months and 16 have been in a loss position for more than 12 months. The unrealized losses on the Company's investments in U.S. Government sponsored entities and agencies collateralized by residential mortgage obligations were caused by interest rate changes. The contractual cash flows of those investments are guaranteed by an agency or sponsored entity of the U.S. Government. Accordingly, it is expected that the securities would not be settled at a price less than the amortized cost of the Company's investment. Because the decline in market value is attributable to changes in interest rates and not credit quality, and because the Company has the ability to hold and does not intend to sell, and it is more likely than not that it will not be required to sell those investments until a recovery of fair value, which may be maturity, the Company does not consider those investments to be other-than-temporarily impaired at September 30, 2014.

Private Label Residential Mortgage Backed Securities

At September 30, 2014, the Company had a total of 21 PLRMBS with a remaining principal balance of $3,352,000 and a net unrealized gain of approximately $1,465,000. None of these securities were recorded with an unrealized loss at September 30, 2014. Eleven of these PLRMBS with a remaining principal balance of $2,855,000 had credit ratings below investment grade. The Company continues to perform extensive analyses on these securities.

Other Equity Securities

At September 30, 2014, the Company had a total of one mutual fund equity investment. The equity investment was not recorded with an unrealized loss at September 30, 2014.

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The following tables provide a roll forward for the three and nine month periods ended September 30, 2014 and 2013 of investment securities credit losses recorded in earnings. The beginning balance represents the credit loss component for which OTTI occurred on debt securities in prior periods. Additions represent the first time a debt security was credit impaired or when subsequent credit impairments have occurred on securities for which OTTI credit losses have been previously recognized.

	For the Three Months Ended September 30,		For the Nine Months Ended September 30,	
(In thousands)	2014	2013	2014	2013
Beginning balance	$800	$800	$800	$783
Amounts related to credit loss for which an OTTI charge was not previously recognized	—	—	—	17
Increases to the amount related to credit loss for which OTTI was previously recognized	—	—	—	—
Realized losses for securities sold	—	—	—	—
Ending balance	$800	$800	$800	$800

The amortized cost and estimated fair value of available-for-sale and held-to-maturity investment securities at September 30, 2014 by contractual maturity is shown below (in thousands). Expected maturities will differ from contractual maturities because the issuers of the securities may have the right to call or prepay obligations with or without call or prepayment penalties.

	September 30, 2014	
Available-for-Sale Securities	Amortized Cost	Estimated Fair Value
Within one year	$—	$—
After one year through five years	2,898	3,206
After five years through ten years	17,627	18,470
After ten years	122,502	126,474
	143,027	148,150
Investment securities not due at a single maturity date:		
U.S. Government agencies	33,827	33,742
U.S. Government sponsored entities and agencies collateralized by residential mortgage obligations	251,870	252,778
Private label residential mortgage backed securities	3,352	4,817
Other equity securities	7,500	7,529
Total available-for-sale	$439,576	$447,016

	September 30, 2014	
Held-to-Maturity Securities	Amortized Cost	Estimated Fair Value
After ten years	$31,837	$34,523

During the quarter ended March 31, 2014, to better manage our interest rate risk, we transferred from available for sale to held to maturity selected municipal securities in our portfolio having a book value of approximately $31 million, a market value of approximately $32 million, and a net unrecognized gain of approximately $163,000. This transfer was completed after careful consideration of our intent and ability to hold these securities to maturity. There were no transfers or reclassifications of securities in or out of held-to-maturity during the quarter ended September 30, 2014.

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Note 5. Loans and Allowance for Credit Losses

Outstanding loans are summarized as follows:

Loan Type (Dollars in thousands)	September 30, 2014	% of Total Loans	December 31, 2013	% of Total Loans
Commercial:				
Commercial and industrial	$88,756	16.0 %	$87,082	17.0 %
Agricultural land and production	44,421	7.9 %	31,649	6.1 %
Total commercial	133,177	23.9 %	118,731	23.1 %
Real estate:				
Owner occupied	158,339	28.5 %	156,781	30.6 %
Real estate construction and other land loans	43,453	7.8 %	42,329	8.3 %
Commercial real estate	99,966	18.0 %	86,117	16.8 %
Agricultural real estate	57,807	10.5 %	44,164	8.6 %
Other real estate	4,239	0.8 %	4,548	0.9 %
Total real estate	363,804	65.6 %	333,939	65.2 %
Consumer:				
Equity loans and lines of credit	47,812	8.7 %	48,594	9.5 %
Consumer and installment	9,766	1.8 %	11,252	2.2 %
Total consumer	57,578	10.5 %	59,846	11.7 %
Net deferred origination costs and (fees)	177		(159)	
Total gross loans	554,736	100.0 %	512,357	100.0 %
Allowance for credit losses	(7,489)		(9,208)	
Total loans	$547,247		$503,149	

The table above includes loans acquired at fair value on July 1, 2013 in the VCB acquisition with outstanding balances of $81,442,000 and $99,948,000 as of September 30, 2014 and December 31, 2013, respectively.

At September 30, 2014 and December 31, 2013, loans originated under Small Business Administration (SBA) programs totaling $7,250,000 and $7,345,000, respectively, were included in the real estate and commercial categories.

Purchased Credit Impaired Loans

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

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

The carrying amount of those loans is included in the balance sheet amounts of loans receivable at September 30, 2014 and December 31, 2013. The amounts of loans at September 30, 2014 and December 31, 2013 are as follows (in thousands):

	September 30, 2014	December 31, 2013
Real estate	$—	$2,465
Outstanding balance	$—	$2,465
Carrying amount, net of allowance of $0	$—	$2,465

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Accretable yield, or income expected to be collected for the three and nine months ended September 30, 2014 and 2013 is as follows (in thousands):

	For the Three Months Ended September 30,		For the Nine Months Ended September 30,	
	2014	2013	2014	2013
Balance at beginning of period	$—	$—	$94	$—
Additions	—	105	—	105
Accretion	—	(70)	(907)	(70)
Reclassification from non-accretable difference	—	77	813	77
Disposals	—	—	—	—
Balance at end of period	$—	$112	$—	$112

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

	September 30, 2014	December 31, 2013
Contractually required payments receivable at acquisition:		
Real estate	$—	$6,912
Total	$—	$6,912
Cash flows expected to be collected at acquisition	$—	$2,681
Fair value of acquired loans at acquisition	$—	$2,576

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

	September 30, 2014	December 31, 2013
Loans acquired during the period	$—	$1,324
Loans at the end of the period	$—	$1,324

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

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

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The following table shows the summary of activities for the allowance for credit losses as of and for the three months ended September 30, 2014 and 2013 by portfolio segment (in thousands):

	Commercial	Real Estate	Consumer	Unallocated	Total
Allowance for credit losses:					
Beginning balance, July 1, 2014	$ 1,874	$ 4,157	$ 981	$ 295	$ 7,307
Provision charged to operations	243	(121)	(85)	(37)	—
Losses charged to allowance	(1)	—	(57)	—	(58)
Recoveries	41	159	40	—	240
Ending balance, September 30, 2014	$ 2,157	$ 4,195	$ 879	$ 258	$ 7,489
Allowance for credit losses:					
Beginning balance, July 1, 2013	$ 2,792	$ 5,057	$ 1,252	$ 500	$ 9,601
Provision charged to operations	(52)	(331)	48	335	—
Losses charged to allowance	(5)	—	(51)	—	(56)
Recoveries	111	8	68	—	187
Ending balance, September 30, 2013	$ 2,846	$ 4,734	$ 1,317	$ 835	$ 9,732

The following table shows the summary of activities for the allowance for credit losses as of and for the nine months ended September 30, 2014 and 2013 by portfolio segment of loans (in thousands):

	Commercial	Real Estate	Consumer	Unallocated	Total
Allowance for credit losses:					
Beginning balance, January 1, 2014	$ 2,444	$ 5,174	$ 1,168	$ 422	$ 9,208
Provision charged to operations	768	(970)	(34)	(164)	(400)
Losses charged to allowance	(1,195)	(183)	(467)	—	(1,845)
Recoveries	140	174	212	—	526
Ending balance, September 30, 2014	$ 2,157	$ 4,195	$ 879	$ 258	$ 7,489
Allowance for credit losses:					
Beginning balance, January 1, 2013	$ 2,676	$ 5,877	$ 1,541	$ 39	$ 10,133
Provision charged to operations	622	(1,151)	(267)	796	—
Losses charged to allowance	(706)	—	(86)	—	(792)
Recoveries	254	8	129	—	391
Ending balance, September 30, 2013	$ 2,846	$ 4,734	$ 1,317	$ 835	$ 9,732

The following is a summary of the allowance for credit losses by impairment methodology and portfolio segment as of September 30, 2014 and December 31, 2013 (in thousands).

	Commercial	Real Estate	Consumer	Unallocated	Total
Allowance for credit losses:					
Ending balance, September 30, 2014	$ 2,157	$ 4,195	879	$ 258	$ 7,489
Ending balance: individually evaluated for impairment	$ —	$ 312	48	$ —	$ 360
Ending balance: collectively evaluated for impairment	$ 2,157	$ 3,883	831	$ 258	$ 7,129
Ending balance, December 31, 2013	$ 2,444	$ 5,174	$ 1,168	$ 422	$ 9,208
Ending balance: individually evaluated for impairment	$ 469	$ 465	$ 73	$ —	$ 1,007
Ending balance: collectively evaluated for impairment	$ 1,975	$ 4,709	$ 1,095	$ 422	$ 8,201

The table above excludes ending balance of loans acquired with deteriorated quality of $2,465,000 with no allowance at December 31, 2013. There were no such loans at September 30, 2014.

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The following table shows the ending balances of loans as of September 30, 2014 and December 31, 2013 by portfolio segment and by impairment methodology (in thousands):

	Commercial	Real Estate	Consumer	Total
Loans:				
Ending balance, September 30, 2014	$ 133,177	$ 363,804	$ 57,578	$ 554,559
Ending balance: individually evaluated for impairment	$ 22	$ 7,163	$ 1,935	$ 9,120
Ending balance: collectively evaluated for impairment	$ 133,155	$ 356,641	$ 55,643	$ 545,439
Loans:				
Ending balance, December 31, 2013	$ 118,731	$ 333,939	$ 59,846	$ 512,516
Ending balance: individually evaluated for impairment	$ 1,527	$ 9,540	$ 2,290	$ 13,357
Ending balance: collectively evaluated for impairment	$ 117,204	$ 324,399	$ 57,556	$ 499,159

The following table shows the loan portfolio by class allocated by management's internal risk ratings at September 30, 2014 (in thousands):

	Pass	Special Mention	Sub-Standard	Doubtful	Total
Commercial:					
Commercial and industrial	$ 72,871	$ 13,462	$ 2,423	$—	$ 88,756
Agricultural land and production	44,421	—	—	—	44,421
Real Estate:					
Owner occupied	150,368	3,964	4,007	—	158,339
Real estate construction and other land loans	35,770	1,142	6,541	—	43,453
Commercial real estate	91,486	1,209	7,271	—	99,966
Agricultural real estate	55,214	2,593	—	—	57,807
Other real estate	4,239	—	—	—	4,239
Consumer:					
Equity loans and lines of credit	40,588	2,732	4,492	—	47,812
Consumer and installment	9,741	—	25	—	9,766
Total	$ 504,698	$ 25,102	$ 24,759	$—	$ 554,559

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

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

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The following table shows an aging analysis of the loan portfolio by class and the time past due at September 30, 2014 (in thousands):

	30-59 Days Past Due	60-89 Days Past Due	Greater Than 90 Days Past Due	Total Past Due	Current	Total Loans	Recorded Investment > 90 Days Accruing	Non-accrual
Commercial:								
Commercial and industrial	$ 90	$—	$—	$ 90	$ 88,666	$ 88,756	$—	$ 22
Agricultural land and production	—	—	—	—	44,421	44,421	—	—
Real estate:	—			—	—	—		
Owner occupied	—	—	253	253	158,086	158,339	—	990
Real estate construction and other land loans	—	—	—	—	43,453	43,453	—	1,319
Commercial real estate	—	—	—	—	99,966	99,966	—	—
Agricultural real estate	—	—	—	—	57,807	57,807	—	—
Other real estate	—	—	—	—	4,239	4,239	—	—
Consumer:				—	—	—		
Equity loans and lines of credit	—	—	227	227	47,585	47,812	—	1,914
Consumer and installment	44	—	—	44	9,722	9,766	—	21
Total	$ 134	$—	$ 480	$ 614	$ 553,945	$ 554,559	$—	$ 4,266

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

	30-59 Days Past Due	60-89 Days Past Due	Greater Than 90 Days Past Due	Total Past Due	Current	Total Loans	Recorded Investment > 90 Days Accruing	Non-accrual
Commercial:								
Commercial and industrial	$ 274	$ 236	$—	$ 510	$ 86,572	$ 87,082	$—	$ 1,527
Agricultural land and production	—	—	—	—	31,649	31,649	—	—
Real estate:	—							
Owner occupied	1,272	134	418	1,824	154,957	156,781	—	2,161
Real estate construction and other land loans	—	—	—	—	42,329	42,329	—	1,450
Commercial real estate	—	—	—	—	86,117	86,117	—	158
Agricultural real estate	—	—	—	—	44,164	44,164	—	—
Other real estate	—	—	—	—	4,548	4,548	—	—

Consumer:								
Equity loans and lines of credit	10	147	252	409	48,185	48,594	—	2,286
Consumer and installment	86	—	—	86	11,166	11,252	—	4
Total	$ 1,642	$ 517	$ 670	$ 2,829	$ 509,687	$ 512,516	$ —	$ 7,586

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The following table shows information related to impaired loans by class at September 30, 2014 (in thousands):

	Recorded Investment	Unpaid Principal Balance	Related Allowance
With no related allowance recorded:			
Commercial:			
Commercial and industrial	$14	$34	$—
Real estate:			
Owner occupied	784	909	—
Real estate construction and other land loans	1,319	2,111	—
Commercial real estate	331	344	—
Total real estate	2,434	3,364	—
Consumer:			
Equity loans and lines of credit	1,655	2,317	—
Total with no related allowance recorded	4,103	5,715	—
With an allowance recorded:			
Commercial:			
Commercial and industrial	8	8	—
Real estate:			
Owner occupied	1,094	1,250	97
Real estate construction and other land loans	3,635	3,635	215
Total real estate	4,729	4,885	312
Consumer:			
Equity loans and lines of credit	258	277	44
Consumer and installment	22	23	4
Total consumer	280	300	48
Total with an allowance recorded	5,017	5,193	360
Total	$9,120	$10,908	$360

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

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

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

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

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The following presents by class, information related to the average recorded investment and interest income recognized on impaired loans for the three months ended September 30, 2014 and 2013.

	Three Months Ended September 30, 2014		Three Months Ended September 30, 2013	
	Average Recorded Investment	Interest Income Recognized	Average Recorded Investment	Interest Income Recognized
With no related allowance recorded:				
Commercial:				
Commercial and industrial	$20	$ —	$412	$ —
Real estate:				
Owner occupied	1,227	14	2,196	—
Real estate construction and other land loans	1,335	18	2,172	—
Commercial real estate	377	—	332	—
Total real estate	2,939	32	4,700	—
Consumer:				
Equity loans and lines of credit	1,652	—	2,057	—
Consumer and installment	8	—	14	—
Total consumer	1,660	—	2,071	—
Total with no related allowance recorded	4,619	32	7,183	—
With an allowance recorded:				
Commercial:				
Commercial and industrial	8	—	1,271	15
Real estate:				
Owner occupied	816	—	1,471	35
Real estate construction and other land loans	3,687	66	4,049	85
Commercial real estate	43	—	—	—
Total real estate	4,546	66	5,520	120
Consumer:				
Equity loans and lines of credit	314	—	571	—
Total with an allowance recorded	4,882	66	7,362	135
Total	$9,501	$ 98	$14,545	$ 135

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	Nine Months Ended September 30, 2014		Nine Months Ended September 30, 2013	
	Average Recorded Investment	Interest Income Recognized	Average Recorded Investment	Interest Income Recognized
With no related allowance recorded:				
Commercial:				
Commercial and industrial	$184	$—	$309	$—
Total commercial	184	—	309	—
Real estate:				
Owner occupied	2,406	41	1,681	—
Real estate construction and other land loans	1,345	18	3,001	—
Commercial real estate	501	—	282	—
Total real estate	4,252	59	4,964	—
Consumer:				
Equity loans and lines of credit	1,837	—	1,966	—
Consumer and installment	11	—	10	—
Total consumer	1,848	—	1,976	—
Total with no related allowance recorded	6,284	59	7,249	—
With an allowance recorded:				
Commercial:				
Commercial and industrial	351	—	1,404	80
Total commercial	351	—	1,404	80
Real estate:				
Owner occupied	283	—	1,454	65
Real estate construction and other land loans	3,852	204	4,440	255
Commercial real estate	13	—	—	—
Total real estate	4,148	204	5,894	320
Consumer:				
Equity loans and lines of credit	251	—	465	—
Consumer and installment	29	—	—	—
Total consumer	280	—	465	—
Total with an allowance recorded	4,779	204	7,763	400
Total	$11,063	$ 263	$15,012	$ 400

Foregone interest on nonaccrual loans totaled $270,000 and $523,000 for the nine month periods ended September 30, 2014 and 2013, respectively. For the three month periods ended September 30, 2014 and 2013, foregone interest on nonaccrual loans totaled $95,000 and $145,000, respectively.

Troubled Debt Restructurings:
As of September 30, 2014 and December 31, 2013, the Company has a recorded investment in troubled debt restructurings of $7,903,000 and $10,366,000, respectively. The Company has allocated $288,000 and $946,000 of specific reserves to loans whose terms have been modified in troubled debt restructurings as of September 30, 2014 and December 31, 2013, respectively. The Company has committed to lend no additional amounts as of September 30, 2014 to customers with outstanding loans that are classified as troubled debt restructurings.

During the nine month periods ended September 30, 2014 one loan was modified as a troubled debt restructuring. The modification of the terms of such loan included one or a combination of the following: a reduction of the stated interest rate of the loan or an extension of the maturity date at a stated rate of interest lower than the current market rate for new debt with similar risk. During the same period, there were no troubled debt restructurings in which the amount of principal or accrued interest owed from the borrower was forgiven.

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The following table presents loans by class modified as troubled debt restructurings that occurred during the nine months ended September 30, 2014 (in thousands):

Troubled Debt Restructurings:	Number of Loans	Pre-Modification Outstanding Recorded Investment (1)	Principal Modification (2)	Post Modification Outstanding Recorded Investment (3)	Outstanding Recorded Investment
Equity loans and lines of credit	1	7	—	7	4

(1) Amounts represent the recorded investment in loans before recognizing effects of the TDR, if any.

(2) Principal Modification includes principal forgiveness at the time of modification, contingent principal forgiveness granted over the life of the loan based on borrower performance, and principal that has been legally separated and deferred to the end of the loan, with zero percent contractual interest rate.

(3) Balance outstanding after principal modification, if any borrower reduction to recorded investment.

During the three months ended September 30, 2014 and 2013 no loans were modified as troubled debt restructuring. A loan is considered to be in payment default once it is 90 days contractually past due under the modified terms. There were no defaults on troubled debt restructurings, within twelve months following the modification, during the nine months ended September 30, 2014 and September 30, 2013.

Note 6. Goodwill and Intangible Assets

Business combinations involving the Company's acquisition of the equity interests or net assets of another enterprise give rise to goodwill. Total goodwill at September 30, 2014 was $29,917,000 consisting of $14,643,000, $8,934,000, and $6,340,000 representing the excess of the cost of Service 1st Bancorp, Bank of Madera County, and Visalia Community Bank, respectively, over the net amounts assigned to assets acquired and liabilities assumed in the transactions accounted for under the purchase method of accounting. The value of goodwill is ultimately derived from the Company's ability to generate net earnings after the acquisitions and is not deductible for tax purposes. A decline in net earnings could be indicative of a decline in the fair value of goodwill and result in impairment. For that reason, goodwill is assessed at least annually for impairment.

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

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

The intangible assets at September 30, 2014 represent the estimated fair value of the core deposit relationships acquired in the 2013 acquisition of Visalia Community Bank of $1,365,000, and Service 1st Bancorp in 2008 of $1,400,000. Core deposit intangibles are being amortized by the straight-line method (which approximates the effective interest method) over an estimated life of seven to ten years from the date of acquisition. The carrying value of intangible assets at September 30, 2014 was $1,428,000 net of $1,337,000 in accumulated amortization expense. Management evaluates the remaining useful lives quarterly to determine whether events or circumstances warrant a revision to the remaining periods of amortization. Based on the evaluation, no changes to the remaining useful lives was required in the first quarter of 2014. Management performed an annual impairment test on core deposit intangibles as of September 30, 2014 and determined no impairment was necessary. Amortization expense recognized was $252,000 and $184,000 for the nine month periods ended September 30, 2014 and 2013, respectively. Amortization expense recognized was $84,000 for the three month periods ended September 30, 2014 and 2013.

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

Years Ending

	Estimated Core Deposit Intangible Amortization
2014	$85
2015	320
2016	137
2017	137
2018	137
Thereafter	612
	$1,428

Note 7. Borrowing Arrangements

As of September 30, 2014 or December 31, 2013, the Company had no Federal Home Loan Bank (FHLB) of San Francisco advances.
FHLB advances are secured under the standard credit and securities-backed credit programs. Investment securities with amortized costs totaling $1,446,000 and $3,985,000, and market values totaling $1,570,000 and $4,084,000 at September 30, 2014 and December 31, 2013, respectively, were pledged under the securities-backed credit program. The Bank's credit limit varies according to the amount and composition of the investment and loan portfolios pledged as collateral.
As of September 30, 2014 and December 31, 2013, the Company had no Federal funds purchased.

Note 8. Income Taxes

The Company files its income taxes on a consolidated basis with its subsidiary. The allocation of income tax expense (benefit) represents each entity's proportionate share of the consolidated provision for income taxes. Deferred tax assets and liabilities are recognized for the tax consequences of temporary differences between the reported amounts of assets and liabilities and their tax bases. Deferred tax assets and liabilities are adjusted for the effects of changes in tax laws and rates on the date of enactment. On the consolidated balance sheets, net deferred tax assets are included in accrued interest receivable and other assets. The Company establishes a tax valuation allowance when it is more likely than not that a recorded tax benefit is not expected to be fully realized. The expense to create the tax valuation allowance is recorded as an additional income tax expense in the period the tax valuation allowance is created. Based on management's analysis as of September 30, 2014 and December 31, 2013, the Company maintained a deferred tax valuation allowance of $108,000 related to California capital loss carryforwards.

Accounting for uncertainty in income taxes - The benefit of a tax position is recognized in the financial statements in the period during which, based on all available evidence, management believes it is more likely than not that the position will be sustained upon examination, including the resolution of appeals or litigation processes, if any. Tax positions that meet the more-likely-than-not recognition threshold are measured as the largest amount of tax benefit that is more than 50 percent likely of being realized upon settlement with the applicable taxing authority. The portion of the benefits associated with tax positions taken that exceeds the amount measured as described above is reflected as a liability for unrecognized tax benefits in the accompanying balance sheet along with any associated interest and penalties that would be payable to the taxing authorities upon examination. The Company recognizes accrued interest and penalties related to unrecognized tax benefits as a component of tax expense in the consolidated statements of income. During the nine months ended September 30, 2014, the Company did not increase its reserve for uncertain tax positions attributable to tax credits and deductions related to enterprise zone activities in California. During the nine months ended September 30, 2013, the Company decreased its reserve for uncertain tax positions by $141,000. The Company does not expect the total amount of unrecognized tax benefits to significantly increase or decrease in the next twelve months.

Note 9. Commitments and Contingencies

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

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Commitments to extend credit amounting to $195,081,000 and $192,667,000 were outstanding at September 30, 2014 and December 31, 2013, respectively. Commitments to extend credit are agreements to lend to a customer as long as there is no violation of any condition established in the contract unless waived by the bank. Commitments generally have fixed expiration dates or other termination clauses and may require payment of a fee.

Included in commitments to extend credit are undisbursed lines of credit totaling $194,643,000 and $191,072,000 at September 30, 2014 and December 31, 2013, respectively. Undisbursed lines of credit are revolving lines of credit whereby customers can repay principal and request principal advances during the term of the loan at their discretion and most expire between one and 12 months.

Included in undisbursed lines of credit are commitments for the undisbursed portions of construction loans totaling $21,718,000 and $26,402,000 as of September 30, 2014 and December 31, 2013, respectively. These commitments are agreements to lend to customers, subject to meeting certain construction progress requirements established in the contracts. The underlying construction loans have fixed expiration dates.

Standby letters of credit and financial guarantees amounting to $438,000 and $1,595,000 were outstanding at September 30, 2014 and December 31, 2013, respectively. Standby letters of credit and financial guarantees are conditional commitments issued by the Company to guarantee the performance of a customer to a third party. Those guarantees are primarily issued to support private borrowing arrangements. Most standby letters of credit and guarantees carry a one year term or less. The fair value of the liability related to these standby letters of credit, which represents the fees received for their issuance, was not significant at September 30, 2014 and December 31, 2013. The Company recognizes these fees as revenue over the term of the commitment or when the commitment is used. The Company generally requires collateral or other security to support financial instruments with credit risk. Management does not anticipate any material loss will result from the outstanding commitments to extend credit, standby letters of credit and financial guarantees. At September 30, 2014 and December 31, 2013, the balance of a contingent allocation for probable loan loss experience on unfunded obligations was $59,000 and $141,000, respectively. The contingent allocation for probable loan loss experience on unfunded obligations is calculated by management using an appropriate, systematic, and consistently applied process. While related to credit losses, this allocation is not a part of the allowance for credit losses and is considered separately as a liability for accounting and regulatory reporting purposes.

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

Note 10. Earnings Per Share

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

Basic Earnings Per Share	For the Three Months Ended September 30,		For the Nine Months Ended September 30,	
(In thousands, except share and per share amounts)	2014	2013	2014	2013
Net Income	$2,351	$2,969	$7,660	$6,039
Less: Preferred stock dividends and accretion	—	(87)	—	(262)
Income available to common shareholders	$2,351	$2,882	$7,660	$5,777
Weighted average shares outstanding	10,919,630	10,899,086	10,917,892	10,020,057
Basic earnings per share	$0.22	$0.26	$0.70	$0.58

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Diluted Earnings Per Share	For the Three Months Ended September 30,		For the Nine Months Ended September 30,	
(In thousands, except share and per share amounts)	2014	2013	2014	2013
Net Income	$2,351	$2,969	$7,660	$6,039
Less: Preferred stock dividends and accretion	—	(87)	—	(262)
Income available to common shareholders	$2,351	$2,882	$7,660	$5,777
Weighted average shares outstanding	10,919,630	10,899,086	10,917,892	10,020,057
Effect of dilutive stock options	95,277	59,725	87,661	59,977
Weighted average shares of common stock and common stock equivalents	11,014,907	10,958,811	11,005,553	10,080,034
Diluted earnings per share	$0.21	$0.26	$0.70	$0.57

During the nine month periods ended September 30, 2014 and 2013, options to purchase 171,065 and 202,355 shares of common stock, respectively, were not factored into the calculation of dilutive stock options because they were anti-dilutive. During the three month periods ended September 30, 2014 and 2013, options to purchase 162,160 and 202,355 shares of common stock, respectively, were not factored into the calculation of dilutive stock options because they were anti-dilutive.

Note 11. Share-Based Compensation

The Company has two share based compensation plans as described below. Share-based compensation cost recognized for those plans was $93,000 and $73,000 for the nine months ended September 30, 2014 and 2013, respectively. For the quarters ended September 30, 2014 and 2013, shared-based compensation was $39,000 and $23,000, respectively. The recognized tax benefits for the share based compensation expense were $12,000 and $13,000, respectively, for the nine month periods ended September 30, 2014 and 2013. For the quarters ended September 30, 2014 and 2013, recognized tax benefits were $2,000 and $4,000, respectively.

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

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

Stock Option Plan

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

No options to purchase shares of the Company's common stock were granted during the nine month periods ended September 30, 2014 and 2013.

A summary of the combined activity of the Company's Stock Option Compensation Plans for the nine month period ended September 30, 2014 follows(in thousands, except per share amounts):

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	Shares	Weighted Average Exercise Price	Weighted Average Remaining Contractual Term (Years)	Aggregate Intrinsic Value (In thousands)
Options outstanding at January 1, 2014	380,430	$8.83		
Options exercised	(7,360)	$6.16		
Options forfeited	(2,220)	$9.27		
Options outstanding at September 30, 2014	370,850	$8.88	3.95	$1,194
Options vested or expected to vest at September 30, 2014	366,882	$8.89	3.91	$1,178
Options exercisable at September 30, 2014	304,250	$9.18	3.16	$931

Information related to the stock option plan is as follows (in thousands):

	For the Nine Months Ended September 30,	
	2014	2013
Intrinsic value of options exercised	$39	$77
Cash received from options exercised	$45	$782
Excess tax benefit realized for option exercises	$6	$16

As of September 30, 2014, there was $194,000 of total unrecognized compensation cost related to nonvested share-based compensation arrangements granted under both plans. The cost is expected to be recognized over a weighted average period of 2.54 years. The total fair value of options vested was $98,000 for the nine months ended September 30, 2014 and 2013.

Restricted Common Stock Awards

The 2005 Plan provides for the issuance of shares to directors and officers. Restricted common stock grants typically vest over a five-year period. Restricted common stock (all of which are shares of our common stock) is subject to forfeiture if employment terminates prior to vesting. The cost of these awards is recognized over the vesting period of the awards based on the fair value of our common stock on the date of the grant.
The following table summarizes restricted stock activity for the nine month period ended September 30, 2014 as follows:

	Shares	Weighted Average Grant Date Fair Value
Nonvested outstanding shares at January 1, 2014	—	$—
Granted	57,330	$12.68
Vested	—	$—
Forfeited	—	$—
Nonvested outstanding shares at September 30, 2014	57,330	$12.68

During the quarter ended September 30, 2014, 48,425 shares of restricted common stock were granted from the 2005 Plan. The restricted common stock had a fair market value of $12.95 per share on the date of grant. During the nine month period ended September 30, 2014, 57,330 shares of restricted common stock were granted from the 2005 Plan. The restricted common stock had a fair market value of $12.68 per share on the date of grant. These restricted common stock awards vest 20% after Year 1. Thereafter, 20% of the remaining restricted stock will vest on each anniversary of the initial award commencement date and will be fully vested on the fifth such anniversary.

As of September 30, 2014, there were 57,330 shares of restricted stock that are nonvested and expected to vest. Share-based compensation cost charged against income for restricted stock awards was $24,000 for the nine month period ended September 30, 2014. Share-based compensation cost charged against income for restricted stock awards was $17,000 for the three month period ended September 30, 2014. None was charged to income for the nine month period ended September 30, 2013.

As of September 30, 2014, there was $698,000 of total unrecognized compensation cost related to nonvested restricted common stock. Restricted stock compensation expense is recognized on a straight line basis over the vesting period. This cost

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is expected to be recognized over a weighted average remaining period of 4.73 years and will be adjusted for subsequent changes in estimated forfeitures. Restricted common stock awards had an intrinsic value of $658,000 at September 30, 2014.

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

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

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

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

CRITICAL ACCOUNTING POLICIES AND ESTIMATES

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

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

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

OVERVIEW

Third Quarter of 2014

In the third quarter of 2014, our consolidated net income was $2,351,000 compared to net income of $2,969,000 for the same period in 2013. Diluted EPS was $0.21 for the third quarter ended September 30, 2014 compared to $0.26 for the same period in 2013. The decrease in net income was primarily driven by a decrease in net interest income for the third quarter of 2014 compared to the corresponding period in 2013. Net interest income during the third quarter of 2013 was positively impacted by

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payment collections of nonaccrual loans totaling $4,731,000 which resulted in a recovery of interest income of $1,484,000. No provision for credit losses was booked for the third quarter of 2014 or 2013. Net interest income before the provision for credit losses decreased $660,000 or 6.26% comparing the quarter ended September 30, 2014 to the same period in 2013.

Net interest margin (fully tax equivalent basis) was 4.06% for the quarter ended September 30, 2014 compared to 4.66% for the same period in 2013, a 60 basis point decrease. The margin decreased principally due to a decrease in yields on interest-earning assets offset by a decrease in rates on interest-bearing liabilities. The yield on average total interest-earning assets decreased 65 basis points and interest rates on deposits decreased 7 basis points comparing the quarter ended September 30, 2014 to the same period in 2013. The cost of deposits, calculated by dividing annualized interest expense on interest bearing deposits by total deposits, decreased 4 basis points to 0.10% for the quarter ended September 30, 2014 compared to 0.14% for the same period in 2013. This decrease was due to the repricing of interest bearing deposits in the lower current interest rate environment.

Non-interest income increased $248,000 or 13.68% primarily due to a $27,000 increase in interchange fees, a $27,000 increase in Federal Home Loan Bank dividends, an increase in net realized gains on sales and calls of investment securities of $240,000, and a $84,000 increase in loan placement fees, partially offset by a $100,000 decrease in service charge income. The decrease in the service charge income resulted from a decrease in NSF fees. The net gains realized on sales and calls of investment securities reported in 2014 was the result of a partial restructuring of the investment portfolio designed to improve future performance. Non-interest expense increased $60,000 or 0.67% for the same periods mainly due to increases in salary and employee benefits, occupancy expense, data processing expenses, legal fees, Internet banking expenses, and net losses incurred on disposal or writedown of premises and equipment.

Annualized return on average equity for the third quarter of 2014 was 7.10% compared to 9.87% for the same period in 2013. Total average equity was $132,458,000 for the third quarter 2014 compared to $120,307,000 for the third quarter 2013. The decrease in ROE reflects a decrease in net income and an increase in capital from the retention of earnings net of dividends paid and improvement in unrealized gains on available-for-sale securities recorded in accumulated other comprehensive income (AOCI).

Our average total assets increased $88,969,000 or 8.30% to $1,160,690,000 at the end of the third quarter 2014 compared to the same period in 2013. Total average interest-earning assets increased $77,623,000 or 7.93% comparing the third quarter of 2014 to the same period of 2013. Average total loans, including nonaccrual loans, increased $29,160,000 or 5.65% comparing the third quarter of 2014 to the same period of 2013. Average total investments and interest-earning deposits increased $45,007,000 or 9.67% in the three month period ended September 30, 2014 compared to the same period in 2013. Average interest-bearing liabilities increased $60,994,000 or 9.97% over the same period. Average non-interest bearing demand deposits increased 2.41% to $340,066,000 in 2014 compared to $332,070,000 for 2013. The ratio of average non-interest bearing demand deposits to average total deposits was 33.76% in the third quarter of 2014 compared to 35.38% for 2013.

First Nine Months of 2014

For the nine months ended September 30, 2014, our consolidated net income was $7,660,000 compared to net income of $6,039,000 for the same period in 2013. Diluted EPS was $0.70 for the first nine months of 2014 compared to $0.57 for the first nine months of 2013. Net income increased 26.84%, primarily driven by an increase in net interest income in 2014 compared to 2013. During the nine month period ended September 30, 2014, our net interest margin (fully tax equivalent basis) decreased 3 basis points to 4.13%. Net interest income before the provision for credit losses increased $5,620,000 or 23.17%. Net interest income during the first nine months of 2014 was positively impacted by payment collections of nonaccrual loans totaling $1,846,000 which resulted in a recovery of interest income of $861,000. Net interest income in 2013 was positively impacted when we collected nonaccrual loans of $4,731,000 which resulted in an interest income recovery of $1,484,000. Non-interest income increased $215,000 or 3.67%, and non-interest expense increased $3,373,000 or 14.57% in the first nine months of 2014 compared to 2013. During the nine months ended September 30, 2014 the Company recorded a reverse provision for credit losses of $400,000. The Company did not record a provision during the nine months ended September 30, 2013. Unless otherwise noted, material changes in year-over-year operating performance in dollar terms for the nine months ended September 30, 2014 were the result of the VCB acquisition.

Annualized return on average equity for the nine months ended September 30, 2014 was 7.90% compared to 6.83% for the same period in 2013. Annualized return on average assets was 0.89% and 0.86% for the nine months ended September 30, 2014 and 2013, respectively. Total average equity was $129,208,000 for the nine months ended September 30, 2014 compared to $117,812,000 for the same period in 2013. The increase in shareholders' equity was driven by the retention of earnings net

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of dividends paid and improvement in unrealized gains on available-for-sale securities recorded in accumulated other comprehensive income (AOCI).

Our average total assets increased $206,336,000 or 21.93% in the first nine months of 2014 compared to the same period in 2013. Total average interest-earning assets increased $190,568,000 or 22.33% comparing the first nine months of 2014 to the same period in 2013. Average total loans increased 94,996,000 or 21.79%. Average total investments increased $90,733,000, or 21.45% in the nine month period ended September 30, 2014 compared to the same period in 2013. Average interest-bearing liabilities increased $108,460,000 or 19.73% over the same period.

Our net interest margin (fully tax equivalent basis) for the first nine months ended September 30, 2014 was 4.13% compared to 4.16% for the same period in 2013. The decrease in net interest margin in the period-to-period comparison resulted primarily from a decrease in the yield on the the loan portfolio, offset by an increase in the yield on the Company’s investment portfolio, and a decrease in the Company’s cost of funds. The effective yield on interest earning assets decreased 8 basis points to 4.24% for the nine month period ended September 30, 2014 compared to 4.32% for the same period in 2013. For the nine months ended September 30, 2014, the effective yield on investment securities including Federal funds sold and interest-earning deposits in other banks increased 28 basis points. The effective yield on loans also decreased 47 basis points. The cost of total interest-bearing liabilities decreased 7 basis points to 0.18% compared to 0.25% for the same period in 2013. The cost of total deposits, including noninterest bearing accounts, decreased 5 basis points to 0.11% for the nine months ended 2014 compared to 0.16% for the same period in 2013.

Net interest income before the provision for credit losses for the third quarter of 2014 was $29,879,000 compared to $24,259,000 for the same period in 2013, an increase of $5,620,000 or 23.17%. Net interest income increased as a result of yield changes, asset mix changes, and an increase in average earning assets, partially offset by an increase in interest-bearing liabilities, primarily as a result of the VCB acquisition, and a decrease in the recovery of foregone interest income in 2014 compared to 2013 from the repayment of loans previously identified as non-accrual. The Bank recovered $861,000 of foregone interest income in 2014 compared to $1,484,000 in 2013. The Bank had non-accrual loans totaling $4,266,000 at September 30, 2014, compared to $7,586,000 at December 31, 2013 and $8,022,000 at September 30, 2013. The Company had no other real estate owned at September 30, 2014, compared to $190,000 at December 31, 2013 and $124,000 at September 30, 2013.

At September 30, 2014, we had total net loans of $547,247,000, total assets of $1,164,119,000, total deposits of $1,008,863,000, and shareholders’ equity of $133,013,000.

Central Valley Community Bancorp (Company)

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

Central Valley Community Bank (Bank)

The Bank commenced operations in January 1980 as a state-chartered bank. As a state-chartered bank, the Bank is subject to primary supervision, examination and regulation by the Department of Business Oversight (DBO). The Bank’s deposits are insured by the Federal Deposit Insurance Corporation (FDIC) up to the applicable limits thereof, and the Bank is subject to supervision, examination and regulations of the FDIC.

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

The Bank operates 21 branches which serve the communities of Clovis, Exeter, Fresno, Kerman, Lodi, Madera, Merced, Modesto, Oakhurst, Prather, Sacramento, Stockton, Tracy, and Visalia, California. Additionally the Bank operates Real Estate, Agribusiness and SBA departments that originate loans in California. According to the June 30, 2014 FDIC data, the Bank's branches in Fresno, Madera, and Tulare Counties had a 4.81% combined deposit market share of all insured depositories. The Bank's branches in Merced, Sacramento, San Joaquin, and Stanislaus Counties had a 0.44% combined deposit market share of all insured depositories.

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

Key Factors in Evaluating Financial Condition and Operating Performance

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

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

Return to Our Shareholders

Our return to our shareholders is determined in a ratio that measures the return on average equity (ROE). Our annualized ROE was 7.90% for the nine months ended September 30, 2014 compared to 6.89% for the year ended December 31, 2013 and 6.83% for the annualized nine months ended September 30, 2013. Our net income for the nine months ended September 30, 2014 increased $1,621,000 or 26.84% to $7,660,000 compared to $6,039,000 for the nine months ended September 30, 2013. Net income increased due to an increase in interest income, a reverse provision for credit losses, an increase in non-interest income, partially offset by an increase in tax expense, and an increase in non-interest expenses. Net interest margin (NIM) decreased 3 basis points comparing the nine month periods ended September 30, 2014 and 2013. Diluted EPS was $0.70 for the nine months ended September 30, 2014 and $0.57 for the same period in 2013.

Return on Average Assets

Our return on average assets (ROA) is a ratio that we use to compare our performance with other banks and bank holding companies. Our annualized ROA for the nine months ended September 30, 2014 was 0.89% compared to 0.84% for the year ended December 31, 2013 and 0.86% for the annualized nine months ended September 30, 2013. The increase in ROA compared to December 2013 and same period in 2013 is due to the increase in net income, notwithstanding an increase in average assets. Average assets for the nine months ended September 30, 2014 were $1,147,366,000 compared to $986,924,000 for the year ended December 31, 2013. ROA for our peer group was 0.90% for the year ended December 31, 2013. Our peer group from SNL Financial data includes certain bank holding companies in central California with assets from $300 million to $2 billion that are not subchapter S corporations.

Development of Revenue Streams

Over the past several years, we have focused on not only improving net income, but improving the consistency of our revenue streams in order to create more predictable future earnings and reduce the effect of changes in our operating environment on our net income. Specifically, we have focused on net interest income through a variety of processes, including increases in average interest earning assets, and minimizing the effects of the recent interest rate decline on our net interest margin by focusing on core deposits and managing the cost of funds. The Company's net interest margin (fully tax equivalent basis) was 4.13% for the nine months ended September 30, 2014, compared to 4.16% for the same period in 2013. The decrease in net interest margin is principally due to continued growth in earning assets in a low rate and competitive economic environment. The Company's net interest margin was positively impacted by the decrease in our rates on interest-bearing liabilities. More specifically, increases in the yield on the Company’s investment portfolio, and a decrease in the Company’s cost of funds offset the decrease in the yield on the Company's loan portfolio. In comparing the two periods, the effective yield on total earning assets decreased 8 basis points, while the cost of total interest bearing liabilities decreased 7 basis points and the cost of total deposits decreased 5 basis points. The Company’s total cost of deposits for the nine months ended September 30, 2014 was 0.11% compared to 0.16% for the same period in 2013. At September 30, 2014, 34.57% of the Company’s average deposits were non-interest bearing compared to 31.56% for the Company’s peer group as of December 31, 2013. Net interest income before the provision for credit losses for the nine month period ended September 30, 2014 was $29,879,000 compared to $24,259,000 for the same period in 2013.

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Our non-interest income is generally made up of service charges and fees on deposit accounts, fee income from loan placements and other services, appreciation in cash surrender value of bank owned life insurance, and gains from sales of investment securities. Non-interest income for the nine months ended September 30, 2014 increased $215,000 or 3.67%, to $6,081,000 compared to $5,866,000 for the nine months ended September 30, 2013. The increase resulted primarily from increases in service charge income, appreciation in cash surrender value of bank owned life insurance, Federal Home Loan Bank dividends, and interchange fees, offset by decreases in net realized gains on sales and calls of investment securities, and loan placement fees compared to the comparable 2013 period. Further detail of non-interest income is provided below.

Asset Quality

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

The Company had non-performing loans totaling $4,266,000 or 0.77% of total loans as of September 30, 2014 and $7,586,000 or 1.48% of total loans at December 31, 2013. Management maintains certain loans that have been brought current by the borrower (less than 30 days delinquent) on nonaccrual status until such time as management has determined that the loans are likely to remain current in future periods and collectability has been reasonably assured. The Company had no other real estate owned (OREO) at September 30, 2014. The Company had $190,000 in OREO at December 31, 2013. The Company's ratio of non-performing assets as a percentage of total assets was 0.37% as of September 30, 2014 and 0.68% at December 31, 2013.

Asset Growth

As revenues from both net interest income and non-interest income are a function of asset size, the growth in assets has a direct impact in increasing net income. The majority of our assets are loans and investment securities, and the majority of our liabilities are deposits, and therefore the ability to generate deposits as a funding source for loans and investments is fundamental to our asset growth. Total assets increased by $18,484,000 or 1.61% during the nine months ended ended September 30, 2014 to $1,164,119,000 compared to $1,145,635,000 as of December 31, 2013. Total gross loans increased $42,379,000 to $554,736,000 as of September 30, 2014 compared to $512,357,000 as of December 31, 2013. Total deposits increased 0.47% to $1,008,863,000 as of September 30, 2014 compared to $1,004,143,000 as of December 31, 2013. Our loan to deposit ratio at September 30, 2014 was 54.99% compared to 51.02% at December 31, 2013. The loan to deposit ratio of our peers was 74.46% at June 30, 2014. Further discussion of loans and deposits is below.

Capital Adequacy

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

The Company and the Bank are each subject to regulatory capital requirements administered by federal banking agencies. Failure to meet minimum capital requirements can cause certain mandatory and discretionary actions by regulators that, if undertaken, could have a material effect on our financial statements. Under capital adequacy guidelines and the regulatory framework for prompt corrective action, the Company and the Bank must meet specific capital guidelines that involve quantitative and qualitative measures. These measures were established by regulation to ensure capital adequacy. As of September 30, 2014, the Company and the Bank were considered “well capitalized” under this regulatory framework. The Company’s regulatory capital ratios are presented in the table in the “Capital” section below.

Operating Efficiency

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Operating efficiency is the measure of how efficiently earnings before provision for credit losses and taxes are generated as a percentage of revenue. A lower ratio is more favorable. The Company's efficiency ratio (operating expenses, excluding amortization of intangibles and foreclosed property expense, divided by net interest income before provision for credit losses plus non-interest income, excluding gains from sales of securities and OREO) was 74.03% for the first nine months of 2014 compared to 79.19% for the first nine months of 2013. The improvement in the efficiency ratio is due to the growth in revenues outpacing the growth in non-interest expense. Further discussion of the increase in net interest income and increase in operating expenses is below.

The Company's net interest income before provision for credit losses plus non-interest income, net of OREO related gain and investment securities related gains, increased 21.84% to $35,324,000 for the first nine months of 2014 compared to $28,992,000 for the same period in 2013, while operating expenses, net of OREO related expenses, loss on sale of assets and amortization of core deposit intangibles, increased 13.90% to $26,150,000 from $22,958,000 for the same period in 2013.

Liquidity

Liquidity management involves our ability to meet cash flow requirements arising from fluctuations in deposit levels and demands of daily operations, which include providing for customers' credit needs, funding of securities purchases, and ongoing repayment of borrowings. Our liquidity is actively managed on a daily basis and reviewed periodically by our management and Directors' Asset/Liability Committee. This process is intended to ensure the maintenance of sufficient liquidity to meet our funding needs, including adequate cash flow for off-balance sheet commitments. Our primary sources of liquidity are derived from financing activities which include the acceptance of customer and, to a lesser extent, broker deposits, Federal funds facilities and advances from the Federal Home Loan Bank of San Francisco (FHLB). We have available unsecured lines of credit with correspondent banks totaling approximately $40,000,000 and secured borrowing lines of approximately $289,987,000 with the FHLB. These funding sources are augmented by collection of principal and interest on loans, the routine maturities and pay downs of securities from our investment securities portfolio, the stability of our core deposits, and the ability to sell investment securities. Primary uses of funds include origination and purchases of loans, withdrawals of and interest payments on deposits, purchases of investment securities, and payment of operating expenses.

RESULTS OF OPERATIONS

Net Income for the First Nine Months Ended September 30, 2014 Compared to the Nine Months Ended September 30, 2013:

Net income increased to $7,660,000 for the nine months ended September 30, 2014 compared to $6,039,000 for the nine months ended September 30, 2013. Basic and diluted earnings per share for September 30, 2014 were $0.70. Basic and diluted earnings per share for the same period in 2013 were $0.58 and $0.57, respectively. Annualized ROE was 7.90% for the nine months ended September 30, 2014 compared to 6.83% for the nine months ended September 30, 2013. Annualized ROA for the nine month periods ended September 30, 2014 and 2013 was 0.89% and 0.86%, respectively. Unless otherwise noted, material changes in year-over-year operating performance in dollar terms for the nine months ended September 30, 2014 were the result of the VCB acquisition, which closed on July 1, 2013.

The increase in net income for the nine months ended September 30, 2014 compared to the same period in 2013 can be attributed to an increase in interest income, an increase in non-interest income, decreases in interest expense and the reversal of credit loss provisions, partially offset by a an increase in income tax expense, and an increase in non-interest expense. The increase in non-interest income was primarily driven by an increase in interchange fees, an increase in service charge income, and an increase in Federal Home Loan Bank dividends, an increase in appreciation in cash surrender value of bank owned life insurance, partially offset by a decrease in net realized gains on sales and calls of investment securities, and a decrease in loan placement fees compared to the comparable 2013 period. Non-interest expenses increased due to an increase in salaries and employee benefits, occupancy and equipment expenses, data processing expenses, Internet banking expenses, regulatory assessments, ATM/debit card expenses, license and maintenance contracts, legal fees, and advertising expenses. Further discussion of non-interest expenses is below.

Interest Income and Expense

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

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

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

(Dollars in thousands)	For the Nine Months Ended September 30, 2014			For the Nine Months Ended September 30, 2013		
	Average Balance	Interest Income/ Expense	Average Interest Rate	Average Balance	Interest Income/ Expense	Average Interest Rate
ASSETS						
Interest-earning deposits in other banks	$55,463	$134	0.32 %	$35,910	$104	0.39 %
Securities						
Taxable securities	297,528	4,127	1.85 %	223,901	1,341	0.80 %
Non-taxable securities (1)	160,513	6,522	5.42 %	163,020	6,559	5.36 %
Total investment securities	458,041	10,649	3.10 %	386,921	7,900	2.72 %
Federal funds sold	274	1	0.25 %	214	—	0.25 %
Total securities and interest-earning deposits	513,778	10,784	2.80 %	423,045	8,004	2.52 %
Loans (2) (3)	525,492	22,197	5.65 %	426,265	19,523	6.12 %
Federal Home Loan Bank stock	4,669	237	6.77 %	4,061	113	3.71 %
Total interest-earning assets	1,043,939	$33,218	4.24 %	853,371	$27,640	4.32 %
Allowance for credit losses	(8,333)			(9,720)		
Nonaccrual loans	5,377			9,608		
Other real estate owned	48			55		
Cash and due from banks	23,447			20,011		
Bank premises and equipment	10,591			6,856		
Other non-earning assets	72,297			60,849		
Total average assets	$1,147,366			$941,030		
LIABILITIES AND SHAREHOLDERS' EQUITY						
Interest-bearing liabilities:						
Savings and NOW accounts	$262,390	$184	0.09 %	$208,116	$217	0.14 %
Money market accounts	226,637	133	0.08 %	186,202	170	0.12 %
Time certificates of deposit, under $100,000	59,375	171	0.39 %	41,023	137	0.45 %
Time certificates of deposit, $100,000 and over	104,720	326	0.42 %	108,666	423	0.52 %
Total interest-bearing deposits	653,122	814	0.17 %	544,007	947	0.23 %
Other borrowed funds	5,155	72	1.87 %	5,810	91	2.09 %
Total interest-bearing liabilities	658,277	$886	0.18 %	549,817	$1,038	0.25 %
Non-interest bearing demand deposits	345,091			261,735		
Other liabilities	14,790			11,666		
Shareholders' equity	129,208			117,812		
Total average liabilities and shareholders' equity	$1,147,366			$941,030		
Interest income and rate earned on average earning assets		$33,218	4.24 %		$27,640	4.32 %
Interest expense and interest cost related to average interest-bearing liabilities		886	0.18 %		1,038	0.25 %
Net interest income and net interest margin (4)		$32,332	4.13 %		$26,602	4.16 %

(1) Calculated on a fully tax equivalent basis, which includes Federal tax benefits relating to income earned on municipal bonds totaling $2,217 and $2,230 in 2014 and 2013, respectively.
(2) Loan interest income includes loan fees of $236 in 2014 and $185 in 2013
(3) Average loans do not include nonaccrual loans but do include interest income recovered from previously charged off loans..

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(4) Net interest margin is computed by dividing net interest income by total average interest-earning assets.

The following table sets forth a summary of the changes in interest income and interest expense due to changes in average asset and liability balances (volume) and changes in average interest rates for the periods indicated. The change in interest due to both rate and volume has been allocated to the change in rate.

Changes in Volume/Rate	For the Nine Months Ended September 30, 2014 and 2013		
(In thousands)	Volume	Rate	Net
Increase (decrease) due to changes in:			
Interest income:			
Interest-earning deposits in other banks	$43	$(13)	$30
Investment securities:			
Taxable	557	2,229	2,786
Non-taxable (1)	(104)	67	(37)
Total investment securities	453	2,296	2,749
Federal funds sold	1	—	1
Loans	4,015	(1,341)	2,674
FHLB Stock	19	105	124
Total earning assets (1)	4,531	1,047	5,578
Interest expense:			
Deposits:			
Savings, NOW and MMA	169	(239)	(70)
Certificates of deposit under $100,000	49	(15)	34
Certificates of deposit $100,000 and over			