HERITAGE COMMERCE CORP
Form 10-Q
November 03, 2017
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UNITED STATES

SECURITIES AND EXCHANGE COMMISSION

Washington, D.C. 20549

FORM 10 Q

(MARK ONE)

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

For the quarterly period ended September 30, 2017

OR

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

For the transition period from to

Commission file number 000 23877

Heritage Commerce Corp

(Exact name of Registrant as Specified in its Charter)

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

(408) 947 6900

(Registrant's Telephone Number, Including Area Code)

N/A

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

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

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

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

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

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

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

The Registrant had 38,200,006 shares of Common Stock outstanding on October 30, 2017.

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QUARTERLY REPORT ON FORM 10 Q

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Cautionary Note Regarding Forward Looking Statements

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

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

- current and future economic and market conditions in the United States generally or in the communities we serve, including the effects of declines in property values, high unemployment rates and overall slowdowns in economic growth should these events occur;
- effects of and changes in trade, monetary and fiscal policies and laws, including the interest rate policies of the Federal Open Market Committee of the Federal Reserve Board;
- changes in inflation, interest rates, and market liquidity which may impact interest margins and impact funding sources;
- volatility in credit and equity markets and its effect on the global economy;
- changes in the competitive environment among financial or bank holding companies and other financial service providers;
- changes in consumer and business spending and saving habits and the related effect on our ability to increase assets and to attract deposits;
- our ability to develop and promote customer acceptance of new products and services in a timely manner;
- risks associated with concentrations in real estate related loans;
- an imbalance of supply and demand or deterioration in values of California commercial real estate;
- a prolonged slowdown in construction activity;
- other than temporary impairment charges to our securities portfolio;
- changes in the level of nonperforming assets and charge offs and other credit quality measures, and their impact on the adequacy of the Company’s allowance for loan losses and the Company’s provision for loan losses;
- our ability to raise capital or incur debt on reasonable terms;
- regulatory limits on Heritage Bank of Commerce’s ability to pay dividends to the Company;

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- changes in our capital management policies, including those regarding business combinations, dividends, and share repurchases, among others;
- operational issues stemming from, and/or capital spending necessitated by, the potential need to adapt to industry changes in information technology systems, on which we are highly dependent;
- our ability to keep pace with technological changes, including our ability to identify and address cyber-security risks such as data security breaches, “denial of service” attacks, “hacking” and identity theft;
- inability of our framework to manage risks associated with our business, including operational risk and credit risk;
- risks of loss of funding of Small Business Administration or SBA loan programs, or changes in those programs;
- effect and uncertain impact on the Company of the enactment of the Dodd Frank Wall Street Reform and Consumer Protection Act of 2010 and the rules and regulations promulgated by supervisory and oversight agencies implementing the new legislation;
- effect of lower corporate tax rates if enacted on the Company’s deferred tax assets, equity, and income tax provision;
- significant changes in applicable laws and regulations, including those concerning taxes, banking and securities;
- effect of changes in accounting policies and practices, as may be adopted by the regulatory agencies, as well as the Public Company Accounting Oversight Board, the Financial Accounting Standards Board and other accounting standard setters;
- costs and effects of legal and regulatory developments, including resolution of legal proceedings or regulatory or other governmental inquiries, and the results of regulatory examinations or reviews;
- availability of and competition for acquisition opportunities;
- risks associated with merger and acquisition integration;
- risks resulting from domestic terrorism;
- risks of natural disasters and other events beyond our control; and
- our success in managing the risks involved in the foregoing factors.

We are not able to predict all the factors that may affect future results. You should not place undue reliance on any forward looking statement, which speaks only as of the date of this Report on Form 10 Q. Except as required by applicable laws or regulations, we do not undertake any obligation to update or revise any forward looking statement, whether as a result of new information, future events or otherwise.

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Part I—FINANCIAL INFORMATION

ITEM 1—CONSOLIDATED FINANCIAL STATEMENTS (UNAUDITED)

HERITAGE COMMERCE CORP

CONSOLIDATED BALANCE SHEETS (Unaudited)

	September 30, 2017	December 31, 2016
	(Dollars in thousands)	
Assets		
Cash and due from banks	$ 37,133	$ 27,993
Other investments and interest-bearing deposits in other financial institutions	308,987	238,110
Total cash and cash equivalents	346,120	266,103
Securities available-for-sale, at fair value	390,107	306,589
Securities held-to-maturity, at amortized cost (fair value of $377,845 at September 30, 2017 and $318,748 at December 31, 2016)	379,550	324,010
Loans held-for-sale - SBA, at lower of cost or fair value, including deferred costs	4,602	5,705
Loans, net of deferred fees	1,565,950	1,502,607
Allowance for loan losses	(19,748)	(19,089)
Loans, net	1,546,202	1,483,518
Federal Home Loan Bank and Federal Reserve Bank stock and other investments, at cost	17,905	15,196
Company-owned life insurance	60,407	59,148
Premises and equipment, net	7,539	7,490
Goodwill	45,664	45,664
Other intangible assets	5,867	6,950
Accrued interest receivable and other assets	39,985	50,507
Total assets	$ 2,843,948	$ 2,570,880
Liabilities and Shareholders' Equity		
Liabilities:		
Deposits:		
Demand, noninterest-bearing	$ 943,723	$ 917,187
Demand, interest-bearing	605,301	541,282
Savings and money market	713,693	572,743
Time deposits - under $250	53,479	57,857
Time deposits - $250 and over	147,422	163,670
CDARS - interest-bearing demand, money market and time deposits	16,986	9,401

Total deposits	2,480,604	2,262,140
Subordinated debt, net of issuance costs	39,137	—
Accrued interest payable and other liabilities	48,762	48,890
Total liabilities	2,568,503	2,311,030
Shareholders' equity:		
Preferred stock, no par value; 10,000,000 shares authorized; none issued and outstanding	—	—
Common stock, no par value; 60,000,000 shares authorized; 39,199,006 shares issued and outstanding at September 30, 2017 and 37,941,007 shares issued and outstanding at December 31, 2016	217,906	215,237
Retained earnings	63,679	52,527
Accumulated other comprehensive loss	(6,140)	(7,914)
Total shareholders' equity	275,445	259,850
Total liabilities and shareholders' equity	$ 2,843,948	$ 2,570,880

See notes to unaudited consolidated financial statements

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HERITAGE COMMERCE CORP

CONSOLIDATED STATEMENTS OF INCOME (Unaudited)

	Three Months Ended September 30,		Nine Months Ended September 30,	
	2017	2016	2017	2016
	(Dollars in thousands, except per share amounts)			
Interest income:				
Loans, including fees	$ 22,507	$ 20,312	$ 64,112	$ 59,235
Securities, taxable	3,596	2,401	9,916	8,004
Securities, exempt from Federal tax	563	569	1,694	1,723
Other investments and interest-bearing deposits in other financial institutions	1,289	592	3,037	1,478
Total interest income	27,955	23,874	78,759	70,440
Interest expense:				
Deposits	1,051	826	2,867	2,332
Subordinated debt	583	—	811	—
Short-term borrowings	—	—	1	12
Total interest expense	1,634	826	3,679	2,344
Net interest income before provision for loan losses	26,321	23,048	75,080	68,096
Provision for loan losses	115	245	390	997
Net interest income after provision for loan losses	26,206	22,803	74,690	67,099
Noninterest income:				
Service charges and fees on deposit accounts	869	798	2,410	2,348
Increase in cash surrender value of life insurance	417	428	1,259	1,317
Servicing income	246	364	736	1,106
Gain on sales of SBA loans	147	69	635	653
Gain on proceeds from company-owned life insurance	—	—	—	1,019
Gain (loss) on sales of securities	—	—	(6)	527
Other	781	653	2,014	1,616
Total noninterest income	2,460	2,312	7,048	8,586
Noninterest expense:				
Salaries and employee benefits	9,071	8,363	27,766	26,052
Occupancy and equipment	1,142	1,120	3,426	3,277
Professional fees	695	1,086	2,439	2,619
Other	3,926	3,727	11,785	11,414
Total noninterest expense	14,834	14,296	45,416	43,362
Income before income taxes	13,832	10,819	36,322	32,323
Income tax expense	5,249	4,054	13,752	12,157

Net income	8,583	6,765	22,570	20,166
Dividends on preferred stock	—	(504)	—	(1,512)
Net income available to common shareholders	8,583	6,261	22,570	18,654
Undistributed earnings allocated to Series C preferred stock	—	(300)	—	(1,278)
Distributed and undistributed earnings allocated to common shareholders	$ 8,583	$ 5,961	$ 22,570	$ 17,376
Earnings per common share:				
Basic	$ 0.22	$ 0.18	$ 0.59	$ 0.53
Diluted	$ 0.22	$ 0.18	$ 0.59	$ 0.53

See notes to unaudited consolidated financial statements

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HERITAGE COMMERCE CORP

CONSOLIDATED STATEMENTS OF COMPREHENSIVE INCOME (Unaudited)

	Three Months Ended September 30,		Nine Months Ended September 30,	
	2017	2016	2017	2016
	(Dollars in thousands)			
Net income	$ 8,583	$ 6,765	$ 22,570	$ 20,166
Other comprehensive income:				
Change in net unrealized holding gains on available-for-sale securities and I/O strips	539	208	2,975	7,770
Deferred income taxes	(227)	(87)	(1,250)	(3,263)
Change in net unamortized unrealized gain on securities available-for-sale that were reclassified to securities held-to-maturity	(12)	(13)	(38)	(103)
Deferred income taxes	5	5	16	43
Reclassification adjustment for losses (gains) realized in income	—	—	6	(527)
Deferred income taxes	—	—	(2)	221
Change in unrealized gains on securities and I/O strips, net of deferred income taxes	305	113	1,707	4,141
Change in net pension and other benefit plan liability adjustment	39	37	116	123
Deferred income taxes	(17)	(16)	(49)	(52)
Change in pension and other benefit plan liability, net of deferred income taxes	22	21	67	71
Other comprehensive income	327	134	1,774	4,212
Total comprehensive income	$ 8,910	$ 6,899	$ 24,344	$ 24,378

See notes to unaudited consolidated financial statements

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HERITAGE COMMERCE CORP

CONSOLIDATED STATEMENTS OF CHANGES IN SHAREHOLDERS' EQUITY (Unaudited)

Nine Months Ended September 30, 2017 and 2016

	Preferred Stock Shares	Preferred Stock Amount	Common Stock Shares	Common Stock Amount	Retained Earnings	Accumulated Other Comprehensive Income / (Loss)	Total Shareholders' Equity
	(Dollars in thousands)						
Balance, January 1, 2016	21,004	$ 19,519	32,113,479	$ 193,364	$ 38,773	$ (6,220)	$ 245,436
Net income	—	—	—	—	20,166	—	20,166
Other comprehensive income	—	—	—	—	—	4,212	4,212
Preferred stock exchanged for common stock	(21,004)	(19,519)	5,601,000	19,519	—	—	—
Issuance of restricted stock awards, net	—	—	82,372	—	—	—	—
Amortization of restricted stock awards, net of forfeitures and taxes	—	—	—	291	—	—	291
Cash dividend declared $0.27 per share	—	—	—	—	(10,213)	—	(10,213)
Stock option expense, net of fortfeitures and taxes	—	—	—	712	—	—	712
Stock options exercised	—	—	118,885	715	—	—	715
Balance, September 30, 2016	—	$ —	37,915,736	$ 214,601	$ 48,726	$ (2,008)	$ 261,319
Balance, January 1, 2017	—	—	37,941,007	$ 215,237	$ 52,527	$ (7,914)	$ 259,850
Net income	—	—	—	—	22,570	—	22,570
Other comprehensive income	—	—	—	—	—	1,774	1,774
Issuance of restricted stock awards, net	—	—	64,136	—	—	—	—
Amortization of restricted stock awards, net of forfeitures and taxes	—	—	—	678	—	—	678
Cash dividend declared $0.30 per share	—	—	—	—	(11,418)	—	(11,418)
Stock option expense, net of forfeitures and taxes	—	—	—	639	—	—	639
Stock options exercised	—	—	193,863	1,352	—	—	1,352

Balance, September 30, 2017	—	$ —	38,199,006	$ 217,906	$ 63,679	$ (6,140)	$ 275,445

See notes to unaudited consolidated financial statements

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HERITAGE COMMERCE CORP

CONSOLIDATED STATEMENTS OF CASH FLOWS (Unaudited)

	Nine Months Ended September 30, 2017	2016
	(Dollars in thousands)	
CASH FLOWS FROM OPERATING ACTIVITIES:		
Net income	$ 22,570	$ 20,166
Adjustments to reconcile net income to net cash provided by operating activities:		
Amortization of discounts and premiums on securities	3,218	3,013
(Gain) loss on sale of securities available-for-sale	6	(527)
(Gain) loss on sale of SBA loans	(635)	(653)
Proceeds from sale of SBA loans originated for sale	8,304	9,447
Net change in SBA loans originated for sale	(8,957)	(11,029)
Provision for loan losses	390	997
Increase in cash surrender value of life insurance	(1,259)	(1,317)
Depreciation and amortization	586	565
Amortization of other intangible assets	1,083	1,176
Stock option expense, net	639	712
Amortization of restricted stock awards, net	678	291
Amortization of subordinated debt issuance costs	64	—
Gain on proceeds from company owned life insurance	—	(1,019)
Effect of changes in:		
Accrued interest receivable and other assets	2,428	(1,340)
Accrued interest payable and other liabilities	(12)	(2,311)
Net cash provided by operating activities	29,103	18,171
CASH FLOWS FROM INVESTING ACTIVITIES:		
Purchase of securities available-for-sale	(123,561)	(75,803)
Purchase of securities held-to-maturity	(89,470)	(109,934)
Maturities/paydowns/calls of securities available-for-sale	41,463	47,635
Maturities/paydowns/calls of securities held-to-maturity	32,502	15,941
Proceeds from sales of securities available-for-sale	6,536	49,171
Net change in loans	(60,683)	(88,609)
Changes in Federal Home Loan Bank stock and other investments	(2,709)	(2,502)
Purchase of premises and equipment	(635)	(344)
Proceeds from sale of foreclosed assets	—	49
Proceeds from company owned life insurance	—	3,164
Net cash used in investing activities	(196,557)	(161,232)
CASH FLOWS FROM FINANCING ACTIVITIES:		
Net change in deposits	218,464	155,859

Issuance of subordinated debt, net of issuance costs	39,073	—
Exercise of stock options	1,352	715
Repayment of short-term borrowings	—	(3,000)
Payment of cash dividends	(11,418)	(10,213)
Net cash provided by financing activities	247,471	143,361
Net decrease in cash and cash equivalents	80,017	300
Cash and cash equivalents, beginning of year	266,103	344,092
Cash and cash equivalents, end of year	$ 346,120	$ 344,392
Supplemental disclosures of cash flow information:		
Interest paid	$ 2,912	$ 2,327
Income taxes paid	11,731	12,135
Supplemental schedule of non-cash investing activity:		
Transfer of loans held-for-sale to loan portfolio	$ 2,391	$ 2,791
Loans transferred to foreclosed assets	—	49

See notes to unaudited consolidated financial statements

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HERITAGE COMMERCE CORP

NOTES TO UNAUDITED CONSOLIDATED FINANCIAL STATEMENTS

September 30, 2017

(Unaudited)

1) Basis of Presentation

The unaudited consolidated financial statements of Heritage Commerce Corp (the “Company” or “HCC”) and its wholly owned subsidiary, Heritage Bank of Commerce (“HBC”), have been prepared pursuant to the rules and regulations for reporting on Form 10-Q. Accordingly, certain information and notes required by accounting principles generally accepted in the United States of America (“GAAP”) for annual financial statements are not included herein. The interim statements should be read in conjunction with the consolidated financial statements and notes that were included in the Company’s Form 10-K for the year ended December 31, 2016.

The Company acquired Focus Business Bank (“Focus”) on August 20, 2015. Focus was merged with HBC, with HBC as the surviving bank.

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

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

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

The results for the three and nine months ended September 30, 2017 are not necessarily indicative of the results expected for any subsequent period or for the entire year ending December 31, 2017.

Reclassifications

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

Adoption of New Accounting Standards

In March 2016, the Financial Accounting Standards Board (“FASB”) issued Accounting Standards Update (“ASU”) No. 2016-09, Compensation—Stock Compensation: Improvements to Employee Share Based Payment Accounting. The standard is intended to simplify several areas of accounting for share based compensation arrangements, including the income tax impact, classification on the statement of cash flows and forfeitures. All excess tax benefits and tax deficiencies (including tax benefits of dividends on share based payment awards) should be recognized as income tax expense or benefit in the income statement. The tax effects of exercised or vested awards should be treated as discrete items in the reporting period in which they occur. An entity also should recognize excess tax benefits regardless of whether the benefit reduces taxes payable in the current period. Excess tax benefits should be classified along with other income tax cash flows as an operating activity. An entity can make an entity wide accounting

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policy election to either estimate the number of awards that are expected to vest (current GAAP) or account for forfeitures when they occur. The threshold to qualify for equity classification permits withholding up to the maximum statutory tax rates in the applicable jurisdictions. The Company adopted the new guidance on January 1, 2017. The amount of the impact on the effective tax rate will be determined by the number of stock options exercised and the stock price of the Company when the stock options are exercised, and the amount of restricted stock awards vesting. The adoption of this guidance resulted in a reduction to net income tax expense of ($106,000) for the third quarter of 2017, and a reduction to income tax expense of ($158,000) for the first nine months of 2017. In connection with the adoption, the Company has elected to estimate forfeitures each reporting period.

Newly Issued, but not yet Effective Accounting Standards

In May 2014, the FASB issued ASU No. 2014-09, Revenue from Contracts with Customers, which was an update to the guidance for accounting for revenue from contracts with customers. The guidance in this update affects any entity that either enters into contracts with customers to transfer goods or services or enters into contracts for the transfer of nonfinancial assets unless those contracts are within the scope of other standards (for example, insurance contracts or lease contracts). The core principle of the guidance is that an entity should recognize revenue to depict the transfer of promised goods or services to customers in an amount that reflects the consideration to which the entity expects to be entitled in exchange for those goods or services. The guidance provides steps to follow to achieve the core principle. An entity should disclose sufficient information to enable users of financial statements to understand the nature, amount, timing and uncertainty of revenue and cash flows arising from contracts with customers. Qualitative and quantitative information is required about contracts with customers, significant judgments and changes in judgments, and assets recognized from the costs to obtain or fulfill a contract. The amendments in this update become effective for annual periods and interim periods within those annual periods beginning after December 15, 2017. The Company's revenue is primarily comprised of net interest income on financial assets and liabilities, which is excluded from the scope of ASU No. 2014-09. The Company has determined the result of applying this ASU to the individual revenue streams affected, as well as on an aggregate basis, will not be material to the Company's consolidated financial statements. The Company continues to evaluate the impact of the disclosure requirements associated with ASU No. 2014-09.

In January 2016, the FASB issued ASU No. 2016-01, Financial Instruments - Recognition and Measurement of Financial Assets and Liabilities. The new guidance is intended to improve the recognition and measurement of financial instruments by requiring: equity investments (other than equity method or consolidation) to be measured at fair value with changes in fair value recognized in net income; public business entities to use the exit price notion when measuring the fair value of financial instruments for disclosure purposes; separate presentation of financial assets and financial liabilities by measurement category and form of financial assets (i.e. securities or loans and receivables) on the balance sheet or the accompanying notes to the financial statements; eliminating the requirement to disclose the fair value of financial instruments measured at amortized cost for organizations that are not public business entities; eliminating the requirement for non-public business entities to disclose the method(s) and significant assumptions used to estimate the fair value that is to be required to be disclosed for financial instruments measured at amortized cost on the balance sheet; and requiring a reporting organization to present separately in other comprehensive income the portion of the total change in fair value of a liability resulting from the change in the instrument-specific credit risk (also referred to as "own credit") when the organization has elected to measure the liability at fair value in accordance with the fair value option for financial instruments. The new guidance is effective for public business entities for fiscal years beginning after December 15, 2017. We are currently evaluating the impact of adopting the new guidance on the consolidated financial statements. Our preliminary finding is that the new pronouncement will not have a significant impact on our Statement of Operations as the majority of the Company's investment securities are classified as available-for-sale and held-to-maturity debt securities. The pronouncement will require some revision to our disclosures within the consolidated financial statements and we are currently evaluating the impact.

In February 2016, the FASB issued ASU No. 2016-02, Leases. The standard requires a lessee to recognize assets and liabilities on the balance sheet for leases with lease terms greater than 12 months. A lessee should recognize in the statement of financial position a liability to make lease payments (the lease liability) and a right of use asset representing its right to use the underlying asset for the lease term. When measuring assets and liabilities arising from a lease, a lessee (and a lessor) should include payments to be made in optional periods only if the lessee is reasonably certain to exercise an option to extend the lease or not to exercise an option to terminate the lease. Similarly, optional payments to purchase the underlying asset should be included in the measurement of lease assets and lease liabilities only if the lessee is reasonably certain to exercise that purchase option. Reasonably certain is a high threshold that is consistent with and intended to be applied in the same way as the reasonably assured threshold in the previous leases

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guidance. In addition, also consistent with the previous leases guidance, a lessee (and a lessor) should exclude most variable lease payments in measuring lease assets and lease liabilities, other than those that depend on an index or a rate or are in substance fixed payments. For leases with a term of 12 months or less, a lessee is permitted to make an accounting policy election by class of underlying asset not to recognize lease assets and lease liabilities. If a lessee makes this election, it should recognize lease expense for such leases generally on a straight line basis over the lease term. The new guidance is effective for fiscal years, and interim periods within those years, beginning after December 15, 2018, and early adoption is permitted. We are currently evaluating the provisions of this ASU and have determined that the provisions of ASU No. 2016-02 will result in an increase in assets to recognize the present value of the lease obligations with a corresponding increase in liabilities; however, we do not expect this to have a material impact to the Company’s results of operations or cash flows.

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

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

2) Shareholders' Equity and Earnings Per Share

On September 12, 2016, the Company, entered into Exchange Agreements with Castle Creek Capital Partners IV, LP, Patriot Financial Partners, L.P. and Patriot Financial Partners Parallel, L.P. (collectively "Preferred Stockholders") providing for the exchange of 21,004 shares of the Company's Series C convertible perpetual preferred stock, no par value (" Series C Preferred Stock"), for 5,601,000 shares of the Company's common stock, no par value. The exchange ratio was equal to the equivalent number of shares the Preferred Stockholders would have received upon conversion of the Series C Preferred Stock into the Company's common stock.

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Earnings Per Share -- Basic earnings per common share is computed by dividing net income, less dividends and discount accretion on preferred stock, by the weighted average common shares outstanding. The Series C Preferred Stock participated in the earnings of the Company prior to the exchange for common stock and, therefore, the shares issued on the conversion of the Series C Preferred Stock were considered outstanding under the two class method of computing basic earnings per common share during periods of earnings. Diluted earnings per share reflect potential dilution from outstanding stock options using the treasury stock method. A reconciliation of these factors used in computing basic and diluted earnings per common share is as follows:

	Three Months Ended September 30,		Nine Months Ended September 30,	
	2017	2016	2017	2016
	(Dollars in thousands, except per share amounts)			
Net income available to common shareholders	$ 8,583	$ 6,261	$ 22,570	$ 18,654
Less: undistributed earnings allocated to Series C Preferred Stock	—	(300)	—	(1,278)
Distributed and undistributed earnings allocated to common shareholders	$ 8,583	$ 5,961	$ 22,570	$ 17,376
Weighted average common shares outstanding for basic earnings per common share	38,152,633	33,397,704	38,060,224	32,591,784
Dilutive effect of stock options outstanding, using the treasury stock method	428,665	295,624	504,910	272,071
Shares used in computing diluted earnings per common share	38,581,298	33,693,328	38,565,134	32,863,855
Basic earnings per share	$ 0.22	$ 0.18	$ 0.59	$ 0.53
Diluted earnings per share	$ 0.22	$ 0.18	$ 0.59	$ 0.53

3) Accumulated Other Comprehensive Income (Loss) (“AOCI”)

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

Three Months Ended September 30, 2017 and 2016
Unamortized
Unrealized

	Unrealized Gains (Losses) on Available-for-Sale Securities and I/O Strips(1)	Gain on Available-for-Sale Securities Reclassified to Held-to-Maturity	Defined Benefit Pension Plan Items	Total
	(Dollars in thousands)			
Beginning balance July 1, 2017, net of taxes	$ 877	$ 321	$ (7,665)	$ (6,467)
Other comprehensive income (loss) before reclassification, net of taxes	312	—	(7)	305
Amounts reclassified from other comprehensive income (loss), net of taxes	—	(7)	29	22
Net current period other comprehensive income (loss), net of taxes	312	(7)	22	327
Ending balance September 30, 2017, net of taxes	$ 1,189	$ 314	$ (7,643)	$ (6,140)
Beginning balance July 1, 2016, net of taxes	$ 5,170	$ 351	$ (7,663)	$ (2,142)
Other comprehensive income (loss) before reclassification, net of taxes	121	—	(6)	115
Amounts reclassified from other comprehensive income (loss), net of taxes	—	(8)	27	19
Net current period other comprehensive income (loss), net of taxes	121	(8)	21	134
Ending balance September 30, 2016, net of taxes	$ 5,291	$ 343	$ (7,642)	$ (2,008)

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	Nine Months Ended September 30, 2017 and 2016			
	Unrealized Gains (Losses) on Available-for-Sale Securities and I/O Strips	Unamortized Unrealized Gain on Available-for-Sale Securities Reclassified to Held-to-Maturity	Defined Benefit Pension Plan Items	Total
	(Dollars in thousands)			
Beginning balance January 1, 2017, net of taxes	$ (540)	$ 336	$ (7,710)	$ (7,914)
Other comprehensive (loss) before reclassification, net of taxes	1,725	—	(22)	1,703
Amounts reclassified from other comprehensive income (loss), net of taxes	4	(22)	89	71
Net current period other comprehensive income (loss), net of taxes	1,729	(22)	67	1,774
Ending balance September 30, 2017, net of taxes	$ 1,189	$ 314	$ (7,643)	$ (6,140)
Beginning balance January 1, 2016, net of taxes	$ 1,090	$ 403	$ (7,713)	$ (6,220)
Other comprehensive (loss) before reclassification, net of taxes	4,507	—	(11)	4,496
Amounts reclassified from other comprehensive income (loss), net of taxes	(306)	(60)	82	(284)
Net current period other comprehensive income (loss), net of taxes	4,201	(60)	71	4,212
Ending balance September 30, 2016, net of taxes	$ 5,291	$ 343	$ (7,642)	$ (2,008)

Details About AOCI Components	Amounts Reclassified from AOCI(1) Three Months Ended September 30, 2017	2016	Affected Line Item Where Net Income is Presented
	(Dollars in thousands)		
Unrealized (loss) gains on available-for-sale securities and I/O strips	$ —	$ —	Gain on sales of securities
	—	—	Income tax expense
	—	—	Net of tax
Amortization of unrealized gain on securities available-for-sale that were reclassified to securities held-to-maturity	12	13	Interest income on taxable securities

	(5)	(5)	Income tax expense
	7	8	Net of tax
Amortization of defined benefit pension plan items (1)			
Prior transition obligation	18	13	
Actuarial losses	(69)	(60)	
	(51)	(47)	Income before income tax
	22	20	Income tax benefit
	(29)	(27)	Net of tax
Total reclassification for the year	$ (22)	$ (19)	

(1) This AOCI component is included in the computation of net periodic benefit cost (see Note 8—Benefit Plans) and includes split-dollar life insurance benefit plan.

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Details About AOCI Components	Amounts Reclassified from AOCI(1) Nine Months Ended September 30, 2017	2016	Net Income is Presented
	(Dollars in thousands)		
Unrealized gains on available-for-sale securities and I/O strips	$ (6)	$ 527	Gain (loss) on sales of securities
	2	(221)	Income tax expense
	(4)	306	Net of tax
Amortization of unrealized gain on securities available-for-sale that were reclassified to securities held-to-maturity	38	103	Interest income on taxable securities
	(16)	(43)	Income tax expense
	22	60	Net of tax
Amortization of defined benefit pension plan items (1)			
Prior transition obligation	53	39	
Actuarial losses	(207)	(180)	
	(154)	(141)	Income before income tax
	65	59	Income tax benefit
	(89)	(82)	Net of tax
Total reclassification from AOCI for the year	$ (71)	$ 284	

(1) This AOCI component is included in the computation of net periodic benefit cost (see Note 8—Benefit Plans) and includes split-dollar life insurance benefit plan.

4) Securities

The amortized cost and estimated fair value of securities at September 30, 2017 and December 31, 2016 were as follows:

September 30, 2017	Amortized Cost	Gross Unrealized Gains	Gross Unrealized (Losses)	Estimated Fair Value
	(Dollars in thousands)			
Securities available-for-sale:				
Agency mortgage-backed securities	$ 374,057	1,275	(2,165)	$ 373,167
Trust preferred securities	15,000	1,940	—	16,940

Total	$ 389,057	$ 3,215	$ (2,165)	$ 390,107
Securities held-to-maturity:				
Agency mortgage-backed securities	$ 290,418	$ 259	$ (2,341)	$ 288,336
Municipals - exempt from Federal tax	89,132	1,054	(677)	89,509
Total	$ 379,550	$ 1,313	$ (3,018)	$ 377,845

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December 31, 2016	Amortized Cost	Gross Unrealized Gains	Gross Unrealized (Losses)	Estimated Fair Value
	(Dollars in thousands)			
Securities available-for-sale:				
Agency mortgage-backed securities	$ 293,598	$ 928	$ (3,537)	$ 290,989
Trust preferred securities	15,000	600	—	15,600
Total	$ 308,598	$ 1,528	$ (3,537)	$ 306,589
Securities held-to-maturity:				
Agency mortgage-backed securities	$ 233,409	$ 15	$ (3,554)	$ 229,870
Municipals - exempt from Federal tax	90,601	521	(2,244)	88,878
Total	$ 324,010	$ 536	$ (5,798)	$ 318,748

Securities with unrealized losses at September 30, 2017 and December 31, 2016, aggregated by investment category and length of time that individual securities have been in a continuous unrealized loss position are as follows:

	Less Than 12 Months		12 Months or More		Total	
September 30, 2017	Fair Value	Unrealized (Losses)	Fair Value	Unrealized (Losses)	Fair Value	Unrealized (Losses)
	(Dollars in thousands)					
Securities available-for-sale:						
Agency mortgage-backed securities	$ 237,933	$ (2,049)	$ 9,346	$ (116)	$ 247,279	$ (2,165)
Total	$ 237,933	$ (2,049)	$ 9,346	$ (116)	$ 247,279	$ (2,165)
Securities held-to-maturity:						
Agency mortgage-backed securities	$ 191,603	$ (1,980)	$ 26,547	$ (361)	$ 218,150	$ (2,341)
Municipals - exempt from Federal tax	15,922	(116)	20,443	(561)	36,365	(677)
Total	$ 207,525	$ (2,096)	$ 46,990	$ (922)	$ 254,515	$ (3,018)

	Less Than 12 Months		12 Months or More		Total	
December 31, 2016	Fair Value	Unrealized (Losses)	Fair Value	Unrealized (Losses)	Fair Value	Unrealized (Losses)
	(Dollars in thousands)					
Securities available-for-sale:						
Agency mortgage-backed securities	$ 245,045	$ (3,537)	$ —	$ —	$ 245,045	$ (3,537)
Total	$ 245,045	$ (3,537)	$ —	$ —	$ 245,045	$ (3,537)

Securities held-to-maturity:						
Agency mortgage-backed securities	$ 222,132	$ (3,528)	$ 612	$ (26)	$ 222,744	$ (3,554)
Municipals - exempt from Federal tax	57,304	(2,026)	2,046	(218)	59,350	(2,244)
Total	$ 279,436	$ (5,554)	$ 2,658	$ (244)	$ 282,094	$ (5,798)

There were no holdings of securities of any one issuer, other than the U.S. Government and its sponsored entities, in an amount greater than 10% of shareholders' equity. At September 30, 2017, the Company held 494 securities (174 available-for-sale and 320 held to maturity), of which 250 had fair values below amortized cost. At September 30, 2017, there were $9,346,000 of agency mortgage-back securities available-for-sale, $26,547,000 of agency mortgage-backed securities held-to-maturity and $20,443,000 of municipal bonds held-to-maturity, carried with an unrealized loss for 12 months or more. The total unrealized loss for securities 12 months or more was $1,038,000 at September 30, 2017. The issuers are of high credit quality and all principal amounts are expected to be paid when securities mature. The fair value is expected to recover as the securities approach their maturity date and/or market rates decline. The Company does not believe that it is more likely than not that the Company will be required to sell a security in an unrealized loss position prior to recovery in value. The Company does not consider these securities to be other than temporarily impaired at September 30, 2017.

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

	Three Months Ended September 30,		Nine Months Ended September 30,	
	2017	2016	2017	2016
	(Dollars in thousands)		(Dollars in thousands)	
Proceeds	$ —	$ —	$ 6,536	$ 49,171
Gross gains	—	—	—	544
Gross losses	—	—	(6)	(17)

The amortized cost and estimated fair values of securities as of September 30, 2017 are shown by contractual maturity below. The expected maturities will differ from contractual maturities if borrowers have the right to call or pre pay obligations with or without call or pre payment penalties. Securities not due at a single maturity date are shown separately.

	Available-for-sale	
	Amortized Cost	Estimated Fair Value
	(Dollars in thousands)	
Due after ten years	$ 15,000	$ 16,940
Agency mortgage-backed securities	374,057	373,167
Total	$ 389,057	$ 390,107

	Held-to-maturity	
	Amortized Cost	Estimated Fair Value
	(Dollars in thousands)	
Due 3 months or less	$ 370	$ 371
Due after 3 months through one year	505	506
Due after one through five years	3,680	3,756
Due after five through ten years	20,125	20,668
Due after ten years	64,452	64,208
Agency mortgage-backed securities	290,418	288,336
Total	$ 379,550	$ 377,845

5) Loans

Loans were as follows for the periods indicated:

	September 30, 2017	December 31, 2016
	(Dollars in thousands)	
Loans held-for-investment:		
Commercial	$ 587,276	$ 604,331
Real estate:		
CRE	754,856	662,228
Land and construction	92,310	81,002
Home equity	74,171	82,459
Residential mortgages	46,489	52,887
Consumer	11,749	20,460
Loans	1,566,851	1,503,367
Deferred loan fees, net	(901)	(760)
Loans, net of deferred fees	1,565,950	1,502,607
Allowance for loan losses	(19,748)	(19,089)
Loans, net	$ 1,546,202	$ 1,483,518

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At September 30, 2017 and December 31, 2016, total net loans included in the table above include $64,765,000 and $88,453,000, respectively, of the loans acquired in the Focus transaction that were not purchased credit impaired loans.

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

	Three Months Ended September 30, 2017			
	Commercial	Real Estate	Consumer	Total
	(Dollars in thousands)			
Beginning of period balance	$ 11,259	$ 7,982	$ 156	$ 19,397
Charge-offs	(111)	—	—	(111)
Recoveries	281	66	—	347
Net recoveries	170	66	—	236
Provision (credit) for loan losses	(441)	592	(36)	115
End of period balance	$ 10,988	$ 8,640	$ 120	$ 19,748

	Three Months Ended September 30, 2016			
	Commercial	Real Estate	Consumer	Total
	(Dollars in thousands)			
Beginning of period balance	$ 11,528	$ 8,277	$ 116	$ 19,921
Charge-offs	(160)	—	—	(160)
Recoveries	21	5	—	26
Net (charge-offs) recoveries	(139)	5	—	(134)
Provision (credit) for loan losses	792	(519)	(28)	245
End of period balance	$ 12,181	$ 7,763	$ 88	$ 20,032

	Nine Months Ended September 30, 2017			
	Commercial	Real Estate	Consumer	Total
	(Dollars in thousands)			
Beginning of period balance	$ 10,656	$ 8,327	$ 106	$ 19,089

Charge-offs	(2,179)	—	—	(2,179)
Recoveries	1,453	995	—	2,448
Net (charge-offs) recoveries	(726)	995	—	269
Provision (credit) for loan losses	1,058	(682)	14	390
End of period balance	$ 10,988	$ 8,640	$ 120	$ 19,748

	Nine Months Ended September 30, 2016			
	Commercial	Real Estate	Consumer	Total
	(Dollars in thousands)			
Beginning of period balance	$ 10,748	$ 8,076	$ 102	$ 18,926
Charge-offs	(300)	—	—	(300)
Recoveries	182	227	—	409
Net (charge-offs) recoveries	(118)	227	—	109
Provision (credit) for loan losses	1,551	(540)	(14)	997
End of period balance	$ 12,181	$ 7,763	$ 88	$ 20,032

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

	September 30, 2017			
	Commercial	Real Estate	Consumer	Total
	(Dollars in thousands)			
Allowance for loan losses:				
Ending allowance balance attributable to loans:				
Individually evaluated for impairment	$ 217	$ 25	$ —	$ 242
Collectively evaluated for impairment	10,771	8,615	120	19,506
Acquired with deteriorated credit quality	—	—	—	—
Total allowance balance	$ 10,988	$ 8,640	$ 120	$ 19,748
Loans:				
Individually evaluated for impairment	$ 1,833	$ 1,982	$ 1	$ 3,816
Collectively evaluated for impairment	585,443	965,844	11,748	1,563,035
Acquired with deteriorated credit quality	—	—	—	—
Total loan balance	$ 587,276	$ 967,826	$ 11,749	$ 1,566,851

	December 31, 2016			
	Commercial	Real Estate	Consumer	Total
	(Dollars in thousands)			
Allowance for loan losses:				
Ending allowance balance attributable to loans:				
Individually evaluated for impairment	$ 329	$ —	$ —	$ 329
Collectively evaluated for impairment	10,327	8,327	106	18,760
Acquired with deteriorated credit quality	—	—	—	—
Total allowance balance	$ 10,656	$ 8,327	$ 106	$ 19,089
Loans:				
Individually evaluated for impairment	$ 2,057	$ 885	$ 3	$ 2,945
Collectively evaluated for impairment	602,029	877,691	20,457	1,500,177
Acquired with deteriorated credit quality	245	—	—	245
Total loan balance	$ 604,331	$ 878,576	$ 20,460	$ 1,503,367

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The following table presents loans held-for-investment individually evaluated for impairment by class of loans as of September 30, 2017 and December 31, 2016. The recorded investment included in the following table represents loan principal net of any partial charge-offs recognized on the loans. The unpaid principal balance represents the recorded balance prior to any partial charge-offs. The recorded investment in consumer loans collateralized by residential real estate property that are in process of foreclosure according to local requirements of the applicable jurisdiction are not material as of the periods indicated:

	September 30, 2017			December 31, 2016		
	Unpaid Principal Balance	Recorded Investment	Allowance for Loan Losses Allocated	Unpaid Principal Balance	Recorded Investment	Allowance for Loan Losses Allocated
	(Dollars in thousands)					
With no related allowance recorded:						
Commercial	$ 1,370	$ 1,370	$ —	$ 1,808	$ 1,808	$ —
Real estate:						
CRE	501	501	—	1,278	419	—
Land and construction	202	183	—	218	199	—
Home Equity	388	388	—	267	267	—
Consumer	1	1	—	3	3	—
Total with no related allowance recorded	2,462	2,443	—	3,574	2,696	—
With an allowance recorded:						
Commercial	463	463	217	494	494	329
Real estate:						
Land and construction	910	910	25	—	—	—
Total with an allowance recorded	1,373	1,373	242	494	494	329
Total	$ 3,835	$ 3,816	$ 242	$ 4,068	$ 3,190	$ 329

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

	Three Months Ended September 30, 2017					
		Real Estate				
	Commercial	CRE	Land and Construction	Home Equity	Consumer	Total
	(Dollars in thousands)					
Average of impaired loans during the period	$ 2,010	$ 501	$ 641	$ 394	$ 1	$ 3,547
Interest income during impairment	$ —	$ —	$ 3	$ —	$ —	$ 3

Cash-basis interest earned	$ —	$ —	$ —	$ —	$ —	$ —

	Three Months Ended September 30, 2016					
		Real Estate				
	Commercial	CRE	Land and Construction	Home Equity	Consumer	Total
	(Dollars in thousands)					
Average of impaired loans during the period	$ 2,200	$ 1,644	$ 204	$ 516	$ 3	$ 4,567
Interest income during impairment	$ —	$ —	$ —	$ —	$ —	$ —
Cash-basis interest earned	$ —	$ —	$ —	$ —	$ —	$ —

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	Nine Months Ended September 30, 2017					
		Real Estate				
	Commercial	CRE	Land and Construction	Home Equity	Consumer	Total
	(Dollars in thousands)					
Average of impaired loans during the period	$ 2,625	$ 583	$ 419	$ 326	$ 2	$ 3,955
Interest income during impairment	$ —	$ —	$ 3	$ —	$ —	$ 3
Cash-basis interest earned	$ —	$ —	$ —	$ —	$ —	$ —

	Nine Months Ended September 30, 2016					
		Real Estate				
	Commercial	CRE	Land and Construction	Home Equity	Consumer	Total
	(Dollars in thousands)					
Average of impaired loans during the period	$ 1,771	$ 2,298	$ 210	$ 715	$ 3	$ 4,997
Interest income during impairment	$ —	$ —	$ —	$ —	$ —	$ —
Cash-basis interest earned	$ —	$ —	$ —	$ —	$ —	$ —

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

	September 30,		December 31,
	2017	2016	2016
	(Dollars in thousands)		
Nonaccrual loans - held-for-investment	$ 2,560	$ 4,496	$ 3,059
Restructured and loans over 90 days past due and still accruing	931	—	—
Total nonperforming loans	3,491	4,496	3,059
Other restructured loans	325	137	131
Total impaired loans	$ 3,816	$ 4,633	$ 3,190

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

September 30, 2017		December 31, 2016	
	Restructured and Loans		Restructured and Loans

	Nonaccrual	over 90 Days Past Due and Still Accruing	Total	Nonaccrual	over 90 Days Past Due and Still Accruing	Total
	(Dollars in thousands)					
Commercial	$ 1,487	$ 21	$ 1,508	$ 2,171	$ —	$ 2,171
Real estate:						
CRE	501	—	501	419	—	419
Land and construction	183	910	1,093	199	—	199
Home equity	388	—	388	267	—	267
Consumer	1	—	1	3	—	3
Total	$ 2,560	$ 931	$ 3,491	$ 3,059	$ —	$ 3,059

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

	September 30, 2017					
	30 - 59 Days Past Due	60 - 89 Days Past Due	90 Days or Greater Past Due	Total Past Due	Loans Not Past Due	Total
	(Dollars in thousands)					
Commercial	$ 3,798	$ 601	$ 575	$ 4,974	$ 582,302	$ 587,276
Real estate:						
CRE	—	831	—	831	754,025	754,856
Land and construction	—	—	1,093	1,093	91,217	92,310
Home equity	—	—	—	—	74,171	74,171
Residential mortgages	—	—	—	—	46,489	46,489
Consumer	—	—	—	—	11,749	11,749
Total	$ 3,798	$ 1,432	$ 1,668	$ 6,898	$ 1,559,953	$ 1,566,851

	December 31, 2016					
	30 - 59 Days Past Due	60 - 89 Days Past Due	90 Days or Greater Past Due	Total Past Due	Loans Not Past Due	Total
	(Dollars in thousands)					
Commercial	$ 3,998	$ 857	$ 2,036	$ 6,891	$ 597,440	$ 604,331
Real estate:						
CRE	632	—	—	632	661,596	662,228
Land and construction	—	—	199	199	80,803	81,002
Home equity	—	267	—	267	82,192	82,459
Residential mortgages	—	—	—	—	52,887	52,887
Consumer	—	—	—	—	20,460	20,460
Total	$ 4,630	$ 1,124	$ 2,235	$ 7,989	$ 1,495,378	$ 1,503,367

Past due loans 30 days or greater totaled $6,898,000 and $7,989,000 at September 30, 2017 and December 31, 2016, respectively, of which $1,256,000 and $2,057,000 were on nonaccrual, respectively. At September 30, 2017, there were also $1,304,000 of loans less than 30 days past due included in nonaccrual loans held-for-investment. At December 31, 2016, there were also $1,002,000 of loans less than 30 days past due included in nonaccrual loans held-for-investment. Management's classification of a loan as "nonaccrual" is an indication that there is reasonable doubt as to the full recovery of principal or interest on the loan. At that point, the Company stops accruing interest income, and reverses any uncollected interest that had been accrued as income. The Company begins recognizing interest income only as cash interest payments are received and it has been determined the collection of all outstanding principal is not in doubt. The loans may or may not be collateralized, and collection efforts are pursued.

Credit Quality Indicators

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

The Company categorizes loans into risk categories based on relevant information about the ability of borrowers to service their debt such as: current financial information, historical payment experience, credit documentation, public information, and current economic trends, among other factors. The Company analyzes loans individually by classifying the loans as to credit risk. This analysis is performed on a quarterly basis. Nonclassified loans generally include those loans that are expected to be repaid in accordance with contractual loans terms. Classified loans

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are those loans that are assigned a substandard, substandard-nonaccrual, or doubtful risk rating using the following definitions:

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

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

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

Loss. Loans classified as loss are considered uncollectable or of so little value that their continuance as assets is not warranted. This classification does not necessarily mean that a loan has no recovery or salvage value; but rather, there is much doubt about whether, how much, or when the recovery would occur. Loans classified as loss are immediately charged off against the allowance for loan losses. Therefore, there is no balance to report at September 30, 2017 and December 31, 2016.

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

	September 30, 2017			December 31, 2016		
	Nonclassified	Classified	Total	Nonclassified	Classified	Total
Commercial	$ 578,867	$ 8,409	$ 587,276	$ 594,255	$ 10,076	$ 604,331
Real estate:						
CRE	754,152	704	754,856	659,777	2,451	662,228
Land and construction	91,217	1,093	92,310	80,803	199	81,002
Home equity	73,469	702	74,171	81,866	593	82,459

Residential mortgages	46,489	—	46,489	52,887	—	52,887
Consumer	11,748	1	11,749	20,455	5	20,460
Total	$ 1,555,942	$ 10,909	$ 1,566,851	$ 1,490,043	$ 13,324	$ 1,503,367

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

During the three months and nine months ended September 30, 2017, the terms of certain loans were modified as troubled debt restructurings. The modification of the terms of such loans included either one or both of the following: a reduction of the stated interest rate of the loan; or an extension of maturity date and/or at a stated rate of interest lower than the current market rate for new debt with similar risk.

The balance of troubled debt restructurings at September 30, 2017 was $434,000, which included $91,000 of nonaccrual loans and $343,000 of accruing loans. The balance of troubled debt restructurings at December 31, 2016 was $133,000, which included $2,000 of nonaccrual loans and $131,000 of accruing loans. Approximately $36,000 and $2,000 of specific reserves were established with respect to these loans as of September 30, 2017 and December 31, 2016, respectively.

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The following table presents loans by class modified as troubled debt restructurings:

	During the Nine Months Ended September 30, 2017		
Troubled Debt Restructurings:	Number of Contracts	Pre-modification Outstanding Recorded Investment	Post-modification Outstanding Recorded Investment
	(Dollars in thousands)		
Commercial	3	$ 318	$ 318
Total	3	$ 318	$ 318

During the nine months ended September 30, 2017, there were no troubled debt restructurings in which the amount of principal or accrued interest owed from the borrower was forgiven or which resulted in a charge-off or change to the allowance for loan losses. The Company has committed to lend no additional amounts as of September 30, 2017 to custoners with outstanding loans that are classified as troubled debt restructurings. There were no new loans modified as troubled debt restructurings during the nine months ended September 30, 2016.

A loan is considered to be in payment default when it is 30 days contractually past due under the modified terms. There were no defaults on troubled debt restructurings, within twelve months following the modification, during the three and nine month periods ended September 30, 2017 and 2016.

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

6) Goodwill and Other Intangible Assets

Goodwill

At September 30, 2017, the carrying value of goodwill was $45,664,000, which included $13,044,000 of goodwill related to its acquisition of Bay View Funding and $32,620,000 from its acquisition of Focus.

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

The Company completed its annual impairment analysis on the goodwill from the Bay View Funding and Focus acquisitions as of November 30, 2016 with the assistance of an independent valuation firm. Based on the Step Zero qualitative analysis performed, the Company determined that it is more likely than not that the fair value of the reporting unit exceeded its reported book value of equity at November 30, 2016. As such, no impairment was indicated and no further testing was required.

Other Intangible Assets

The core deposit intangible asset originally acquired in the June 2007 acquisition of Diablo Valley Bank was $5,049,000. The core deposit intangible asset was amortized over its estimated useful life of 10 years, and was fully amortized at September 30, 2017. Accumulated amortization of the core deposit intangible asset was $4,854,000 at December 31, 2016.

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The core deposit intangible asset acquired in the acquisition of Focus in August 2015 was $6,285,000. This asset is amortized over its estimated useful life of 10 years. Accumulated amortization of this intangible asset was $1,776,000 and $1,120,000 at September 30, 2017 and December 31, 2016, respectively.

Other intangible assets acquired in the acquisition of Bay View Funding in November 2014 included: a below market value lease intangible asset of $109,000 (amortized over 3 years), customer relationship and brokered relationship intangible assets of $1,900,000, (amortized over the 10 year estimated useful life), and a non-compete agreement intangible asset of $250,000 (amortized over 3 years). Accumulated amortization of these intangible assets was $901,000 and $669,000 at September 30, 2017 and December 31, 2016, respectively.

Estimated amortization expense for 2017 and each of the next five years and thereafter as follows:

			Bay View Funding			
Year	Diablo Valley Bank Core Deposit Intangible	Focus Core Deposit Intangible	Below Market Value Lease Intangible	Customer & Brokered Relationship Intangible	Non-Compete Agreement Intangible	Total Amortization Expense
	(Dollars in thousands)					
2017	$ 195	$ 875	$ 31	$ 190	$ 70	$ 1,361
2018	—	775	—	190	—	965
2019	—	734	—	190	—	924
2020	—	716	—	190	—	906
2021	—	596	—	190	—	786
2022	—	502	—	190	—	692
Thereafter	—	967	—	349	—	1,316
	$ 195	$ 5,165	$ 31	$ 1,489	$ 70	$ 6,950

Impairment testing of the intangible assets is performed at the individual asset level. Impairment exists if the carrying amount of the asset is not recoverable and exceeds its fair value at the date of the impairment test. For intangible assets, estimates of expected future cash flows (cash inflows less cash outflows) that are directly associated with an intangible asset are used to determine the fair value of that asset. Management makes certain estimates and assumptions in determining the expected future cash flows from core deposit and customer relationship intangibles including account attrition, expected lives, discount rates, interest rates, servicing costs and other factors. Significant changes in these estimates and assumptions could adversely impact the valuation of these intangible assets. If an impairment loss exists, the carrying amount of the intangible asset is adjusted to a new cost basis. The new cost basis is then amortized over the remaining useful life of the asset. Based on its assessment, management concluded that there was no impairment of intangible assets at September 30, 2017 and December 31, 2016.

7) Income Taxes

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

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

The Company had net deferred tax assets of $22,400,000, and $25,058,000, at September 30, 2017, and December 31, 2016, respectively. After consideration of the matters in the preceding paragraph, the Company determined that it is more likely than not that the net deferred tax asset at September 30, 2017 and December 31, 2016 will be fully realized in future years.

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

	September 30, 2017	December 31, 2016
	(Dollars in thousands)	
Low income housing investments	$ 3,526	$ 3,880
Future commitments	$ 365	$ 365

The Company expects future commitments of $79,000 to be paid in 2017, $14,000 in 2018, and $272,000 in 2019 through 2023.

For tax purposes, the Company had low income housing tax credits of $110,000 and $111,000 for the three months ended September 30, 2017 and September 30, 2016, respectively, and low income housing investment losses of $115,000 and $118,000, respectively. For tax purposes, the Company had low income housing tax credits of $329,000 and $333,000 for the nine months ended September 30, 2017 and September 30, 2016, respectively, and low income housing investment losses of $345,000 and $353,000, respectively. The Company recognized low income housing investment expense as a component of income tax expense.

8) Benefit Plans

Supplemental Retirement Plan

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

	Three Months Ended September 30,		Nine Months Ended September 30,	
	2017	2016	2017	2016
	(Dollars in thousands)			
Components of net periodic benefit cost:				

Service cost	$ 81	$ 134	$ 243	$ 400
Interest cost	259	259	777	777
Amortization of net actuarial loss	69	60	207	180
Net periodic benefit cost	$ 409	$ 453	$ 1,227	$ 1,357

Split Dollar Life Insurance Benefit Plan

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

	September 30, 2017	December 31, 2016
	(Dollars in thousands)	
Change in projected benefit obligation:		
Projected benefit obligation at beginning of year	$ 6,301	$ 6,215
Interest cost	182	248
Actuarial gain	—	(162)
Projected benefit obligation at end of period	$ 6,483	$ 6,301

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	September 30, 2017	December 31, 2016
	(Dollars in thousands)	
Net actuarial loss	$ 2,246	$ 2,126
Prior transition obligation	1,261	1,328
Accumulated other comprehensive loss	$ 3,507	$ 3,454

	Three Months Ended September 30,		Nine Months Ended September 30,	
	2017	2016	2017	2016
	(Dollars in thousands)			
Amortization of prior transition obligation	$ (18)	$ (13)	$ (53)	$ (39)
Interest cost	61	62	182	186
Net periodic benefit cost	$ 43	$ 49	$ 129	$ 147

9) Fair Value

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

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

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

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

Financial Assets and Liabilities Measured on a Recurring Basis

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

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

		Fair Value Measurements Using		
	Balance	Quoted Prices in Active Markets for Identical Assets (Level 1)	Significant Other Observable Inputs (Level 2)	Significant Unobservable Inputs (Level 3)
	(Dollars in thousands)			
Assets at September 30, 2017				
Available-for-sale securities:				