

BAY COMMERCIAL BANK

FINANCIAL STATEMENTS

FOR THE YEARS ENDED DECEMBER 31, 2016 and 2015

AND

INDEPENDENT AUDITOR'S REPORT



Independent Auditor's Report

Board of Directors and Shareholders of
Bay Commercial Bank

Report on Financial Statements

We have audited the accompanying financial statements of Bay Commercial Bank, which are comprised of the statements of financial condition as of December 31, 2016, and the related statements of income, comprehensive income, changes in shareholders' equity and cash flows for the year then ended, and the related notes to the financial statements.

Management's Responsibility for the Financial Statements

Management is responsible for the preparation and fair presentation of these financial statements in accordance with accounting principles generally accepted in the United States of America; this includes the design, implementation, and maintenance of internal control relevant to the preparation and fair presentation of financial statements that are free from material misstatement, whether due to fraud or error.

Auditor's Responsibility

Our responsibility is to express an opinion on these financial statements based on our audit. We conducted our audit in accordance with auditing standards generally accepted in the United States of America. Those standards require that we plan and perform the audit to obtain reasonable assurance about whether the financial statements are free from material misstatement.

An audit involves performing procedures to obtain audit evidence about the amounts and disclosures in the financial statements. The procedures selected depend on the auditor's judgment, including the assessment of the risks of material misstatement of the financial statements, whether due to fraud or error. In making those risk assessments, the auditor considers internal control relevant to the entity's preparation and fair presentation of the financial statements in order to design audit procedures that are appropriate in the circumstances, but not for the purpose of expressing an opinion on the effectiveness of the entity's internal control. Accordingly, we express no such opinion. An audit also includes evaluating the appropriateness of accounting policies used and the reasonableness of significant accounting estimates made by management, as well as evaluating the overall presentation of the financial statements.

We believe that the audit evidence we have obtained is sufficient and appropriate to provide a basis for our audit opinion.

Opinion

In our opinion, the financial statements referred to above present fairly, in all material respects, the financial position of Bay Commercial Bank as of December 31, 2016, and the results of its operations and its cash flows for the years then ended in accordance with accounting principles generally accepted in the United States of America.

Prior Period Financial Statements

The financial statements of Bay Commercial Bank as of and for the year ended December 31, 2015, were audited by other auditors whose report dated March 11, 2016, expressed an unmodified opinion on those statements.

Vaurinek, Trine, Day & Co., LLP
Laguna Hills, California
February 21, 2017

BAY COMMERCIAL BANK
STATEMENTS OF FINANCIAL CONDITION

December 31, 2016 and 2015

ASSETS	<u>2016</u>	<u>2015</u>
Cash and due from banks	\$ 5,666,162	\$ 5,170,877
Federal funds sold	123,018,254	103,000,891
Cash and cash equivalents	<u>128,684,416</u>	<u>108,171,768</u>
Interest bearing deposits in banks	1,529,000	3,219,000
Investment securities available-for-sale	13,917,278	23,614,514
Federal Home Loan Bank stock, at par	2,511,000	2,359,800
Federal Reserve Bank stock, at par	1,411,200	1,486,100
Loans	\$ 508,350,246	\$ 464,399,699
Deferred fees, net	(311,220)	(342,085)
Allowance for loan losses	<u>(3,775,000)</u>	<u>(3,850,000)</u>
Loans, net	504,264,026	460,207,614
Premises and equipment, net	1,106,030	1,390,561
Other real estate owned (OREO)	775,000	-
Core deposit intangible	802,436	1,200,500
Cash surrender value of bank owned life insurance policies, net	6,470,161	6,248,652
Interest receivable and other assets	13,827,973	15,405,124
Total Assets	<u>\$ 675,298,520</u>	<u>\$ 623,303,633</u>
LIABILITIES AND SHAREHOLDERS' EQUITY		
Non-interest bearing deposits	\$ 128,696,712	\$ 152,012,575
Interest bearing deposits	<u>462,062,048</u>	<u>391,291,259</u>
Total deposits	590,758,760	543,303,834
Salary continuation plan	3,156,496	3,193,264
Interest payable and other liabilities	<u>3,320,085</u>	<u>4,426,270</u>
Total liabilities	597,235,341	550,923,368
Commitments and contingencies (Note 6 and 11)		
Shareholders' equity:		
Perferred stock - no par value; 10,000,000 shares authorized; no shares issued and outstanding	-	-
Common stock - no par value; 100,000,000 shares authorized in 2016 and 2015; 5,472,426 and 5,493,209 shares issued and outstanding in 2016 and 2015, respectively	46,084,071	46,279,899
Additional paid in capital	286,738	286,738
Accumulated other comprehensive income, net of tax	88,434	121,628
Retained earnings	<u>31,603,936</u>	<u>25,692,000</u>
Total shareholders' equity	78,063,179	72,380,265
Total Liabilities and Shareholders' Equity	<u>\$ 675,298,520</u>	<u>\$ 623,303,633</u>

The accompanying notes are an integral part of the financial statements.

**BAY COMMERCIAL BANK
STATEMENTS OF INCOME**

For the years ended December 31, 2016 and 2015

	2016	2015
Interest income:		
Loans, including fees	\$ 28,393,579	\$ 24,414,762
Federal funds sold	25,446	11,091
Investment securities and interest bearing deposits in banks	809,398	985,011
FHLB dividend	307,014	229,556
FRB dividend	90,050	74,652
Total interest income	29,625,487	25,715,072
Interest expense:		
Deposits	3,471,205	3,134,862
Other borrowings	433	5,248
Total interest expense	3,471,638	3,140,110
Net interest income	26,153,849	22,574,962
Provision for loan losses	598,463	1,412,000
Net interest income after provision for loan losses	25,555,386	21,162,962
Non-interest income:		
Other income and fees	1,358,537	1,491,960
Bargain purchase gain	-	5,410,000
Total non-interest income	1,358,537	6,901,960
Non-interest expense:		
Salaries and related benefits	10,610,511	11,281,382
Occupancy and equipment	2,147,472	2,117,424
Data processing	1,386,115	2,251,206
Other	2,422,389	3,251,236
Total non-interest expense	16,566,487	18,901,248
Income before provision for income taxes	10,347,436	9,163,674
Provision for income taxes	4,435,500	1,711,230
Net income	\$ 5,911,936	\$ 7,452,444
Earnings per common share:		
Basic: Earnings per common share	\$ 1.10	\$ 1.37
Weighted average shares outstanding	5,392,597	5,437,790
Diluted: Earnings per common share	\$ 1.09	\$ 1.36
Weighted average shares outstanding	5,433,719	5,493,398

The accompanying notes are an integral part of the financial statements.

BAY COMMERCIAL BANK
STATEMENTS OF COMPREHENSIVE INCOME

For the years ended December 31, 2016 and 2015

	<u>2016</u>	<u>2015</u>
Net income	\$ 5,911,936	\$ 7,452,444
Other comprehensive income:		
Unrealized holding gain (loss) on available-for-sale on investment securities, net of tax of \$23,547 in 2016 and \$86,282 in 2015	<u>(33,194)</u>	<u>54,316</u>
Other comprehensive (loss) income	<u>(33,194)</u>	<u>54,316</u>
Total comprehensive income	<u><u>\$ 5,878,742</u></u>	<u><u>\$ 7,506,760</u></u>

The accompanying notes are an integral part of the financial statements.

BAY COMMERCIAL BANK
STATEMENT OF CHANGES IN SHAREHOLDERS' EQUITY

	Number of Shares	Common Stock Amount	Additional Paid in Capital	Retained Earnings	Accum- ulated Other Compre- hensive Income	Total Shareholders' Equity
Balance, December 31, 2014	4,875,787	\$ 39,580,462	\$ 286,738	\$ 18,239,556	\$ 67,312	\$ 58,174,068
Net income				7,452,444		7,452,444
Other comprehensive income, net					54,316	54,316
Restricted Stock granted	13,872					
Stock based compensation		304,320				304,320
Exercise of stock options	10,000	70,800				70,800
Issuance of shares	675,867	7,975,620				7,975,620
Repurchase of shares	(209,600)	(2,796,855)				(2,796,855)
Exercise of warrants	127,283	1,145,552				1,145,552
Balance, December 31, 2015	5,493,209	46,279,899	286,738	25,692,000	121,628	72,380,265
Net income				5,911,936		5,911,936
Other comprehensive expense, net					(33,194)	(33,194)
Restricted stock granted	12,794					
Termination of restricted stock	(2,000)					
Stock based compensation		334,565				334,565
Exercise of stock options	38,331	371,067				371,067
Repurchase of shares	(69,908)	(901,460)				(901,460)
Balance, December 31, 2016	5,472,426	\$ 46,084,071	\$ 286,738	\$ 31,603,936	\$ 88,434	\$ 78,063,179

The accompanying notes are an integral part of the financial statements.

BAY COMMERCIAL BANK
STATEMENTS OF CASH FLOWS

For the years ended December 31, 2016 and 2015

	2016	2015
Cash flows from operating activities:		
Net income	\$ 5,911,936	\$ 7,452,444
Adjustments to reconcile net income to net cash provided by operating activities:		
Bargain purchase gain	-	(5,410,000)
Mark to market accretion on acquired loans	(1,891,275)	(1,199,289)
Change in cash surrender value of the life insurance policies	(213,782)	(165,848)
Provision for loan losses	598,463	1,412,000
Write down and net loss on sale of OREO	179,000	249,566
Amortization/accretion of premium/discount on investment securities	189,993	234,825
Depreciation and amortization	498,751	487,345
Core deposit intangible amortization	398,064	449,389
Stock based compensation	334,565	304,320
Deferred loan origination fees	(30,865)	50,350
Decrease (increase) in accrued interest receivable and other assets	1,487,216	(261,465)
(Decrease) increase in salary continuation liability	(36,768)	28,264
(Decrease) increase in accrued interest payable and other liabilities	(1,106,185)	1,342,387
Net cash provided by operating activities	6,319,113	4,974,288
Cash flows from investing activities:		
Maturity of interest bearing deposits in banks	1,690,000	6,865,760
Proceeds from the maturity and repayment of securities	9,563,984	18,430,469
Purchase of Federal Home Loan Bank stock	(151,200)	-
Net increase in loans	(43,686,735)	(67,945,488)
Redemption (purchase) of Federal Reserve Bank stock	74,900	(273,150)
Purchase of bank owned life insurance	(7,727)	(7,726)
Proceeds from sale of OREO	-	1,853,278
Purchase of premises and equipment	(214,220)	(509,711)
Net cash received from acquisition	-	19,676,542
Net cash used by investing activities	(32,730,998)	(21,910,026)
Cash flows from financing activities:		
Net increase in demand, interest bearing and savings deposits	13,097,933	13,595,748
Increase (decrease) in time deposits	34,356,993	(16,104,160)
Repurchase of common stock	(901,460)	(2,796,855)
Exercise of warrants	-	1,145,552
Exercise of stock options	371,067	70,800
Decrease in other borrowings	-	(6,000,000)
Net cash provided (used) by financing activities	46,924,533	(10,088,915)
Increase (decrease) in cash and cash equivalents	20,512,648	(27,024,652)
Cash and cash equivalents at the beginning of the year	108,171,768	135,196,420
Cash and cash equivalents at end of the year	\$128,684,416	\$108,171,768

The accompanying notes are an integral part of the financial statements.

BAY COMMERCIAL BANK
STATEMENTS OF CASH FLOWS - CONTINUED

For the years ended December 31, 2016 and 2015

Supplemental disclosure of cash flow information:	2016	2015
Cash paid during the year for:		
Interest expense	\$ 3,055,205	\$ 3,137,274
Income tax	2,845,000	1,978,980
Non-cash investing activities:		
Net change in unrealized gain on investment securities available for sale	(33,194)	54,316
Transfers of loans to other real estate owned	954,000	-
Acquisitions:		
Assets acquired, net of cash received	-	105,553,272
Liabilities assumed	-	111,844,193
Common stock issued	-	7,975,620
Bargain purchase gain	-	5,410,000
Net cash received	\$ -	\$ 19,676,542

The accompanying notes are an integral part of the financial statements.

BAY COMMERCIAL BANK
NOTES TO FINANCIAL STATEMENTS

1. ORGANIZATION AND SUMMARY OF SIGNIFICANT ACCOUNTING POLICIES

The accounting and reporting policies of Bay Commercial Bank (Bank) are in accordance with accounting principles generally accepted in the United States of America and prevailing practices within the banking industry. A summary of the significant accounting policies applied in preparation of the accompanying financial statements follows.

Organization

The state chartered Bank was incorporated under the laws of the State of California on March 24, 2004 and opened for business on July 20, 2004. The Bank offers traditional commercial banking products and services to businesses and individuals through ten branches located in Contra Costa, Alameda, Santa Clara, Napa, and San Joaquin Counties.

Use of Estimates

The preparation of 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. Significant accounting estimates reflected in the Bank's 2016 and 2015 financial statements include the allowance for loan losses, the valuation for deferred tax assets, the fair value of stock options, the valuation of financial assets and liabilities, and the determination, recognition and measurement of impaired loans. Actual results could differ from these estimates.

Acquisition

On February 13, 2015, the Bank acquired all of the assets and assumed all of the liabilities of Valley Community Bank (VCB) under a Merger and Plan of Reorganization (Merger Agreement).

The acquired assets and assumed liabilities, both tangible and intangible, were measured at estimated fair values, as required by the acquisition method of accounting for business combinations Financial Accounting Standards Board Accounting Standards Codification (FASB ASC) 805, Business Combinations. Management made significant estimates and exercised significant judgment in accounting for the acquisition. The Bank recorded an identifiable intangible asset representing the value of the core deposit customer base. The deposit intangible assets represent the value ascribed to the long-term deposit relationships acquired and is being amortized over an estimated average useful life of four years.

Cash and Cash Equivalents

Cash equivalents are defined as short-term, highly liquid investments both readily convertible into known amounts of cash and so near maturity that there is insignificant risk of change in value because of changes in interest rates. Generally, only investments with original maturities of three months or less at the time of purchase qualify as cash equivalents. Cash and cash equivalents include cash and due from banks and federal funds sold. The Bank maintains the minimum required amount of funds on deposit with other federally insured financial institutions under correspondent banking agreements. At times throughout the year, balances can exceed FDIC insurance limits.

As of December 31, 2016 and 2015, the Bank has cash deposits at other financial institutions in excess of FDIC insured limits. However, as the Bank places these deposits with major financial institutions and monitors the financial condition of these institutions, management believes the risk of loss to be minimal.

BAY COMMERCIAL BANK
NOTES TO FINANCIAL STATEMENTS

(Continued)

Generally, banks are required to maintain non-interest bearing cash reserves equal to a percentage of certain deposits. For the years ended December 31, 2016 and 2015, \$5,000,000 and \$5,440,000 reserve balances were required, respectively.

Interest Bearing Deposits in Banks

The Bank invests in interest bearing deposits in banks with maturities of up to three years. At December 31, 2016 and 2015, the Bank held interest bearing deposits totaling \$1,529,000 and \$3,219,000 with a yield of 1.31% and 1.60% and a weighted average term to maturity of less than a year, respectively.

Investment Securities Available for Sale

Available-for-sale securities include bonds, notes, mortgage-backed securities, and debentures not classified as held-to-maturity securities. These securities are carried at estimated fair value with unrealized holding gains and losses, net of tax impact, if any, reported as a net amount in a separate component of shareholders' equity, accumulated other comprehensive income (loss), until realized. Gains and losses on the sale of available-for-sale securities are determined using the specific identification method. The amortization of premiums and accretion of discounts are recognized as adjustments to interest income over the period to maturity.

Investments with fair values that are less than amortized costs are considered impaired. Impairment may result from either a decline in the financial condition of the issuing entity or in the case of fixed interest rate investments, from rising interest rates. At each financial statement date management assesses each investment to determine if impaired investments are temporarily impaired or if the impairment is other than temporary. This assessment includes a determination of whether the Bank intends to sell the security, or it is more likely than not that the Bank will be required to sell the security before recovery of its amortized cost basis less any current-period credit losses. For debt securities that are considered other than temporarily impaired and that the Bank doesn't not intend to sell and will not be required to sell prior to recovery of the amortized cost basis, the amount of impairment is separated into the amount that is credit related (credit loss component) and the amount due to all other factors. The credit loss component is recognized in earnings and is calculated as the difference between the security's amortized costs basis and the present value of its expected future cash flows. The remaining difference between the security's fair value and the present value of the future expected cash flow is deemed to be due to factors that are not credit related and is recognized in other comprehensive income (loss).

Federal Home Loan Bank Stock

As of December 31, 2016 and 2015, Federal Home Loan Bank of San Francisco (FHLB) stock totaling \$2,511,000 and \$2,359,800, respectively, is recorded at cost and is redeemable at par value. Investment in FHLB stock is carried at cost and periodically evaluated for impairment based on ultimate recovery of par value.

Federal Reserve Bank Stock

As of December 31, 2016 and 2015, Federal Reserve Bank (FRB) stock totaling \$1,411,200 and \$1,486,100, respectively, is recorded at cost and is redeemable at par value. Investment in FRB stock is carried at cost and periodically evaluated for impairment based on ultimate recovery of par value.

Loans

Loans are stated at the principal amount outstanding, net of the allowance for loan losses, net deferred fees, and unearned discounts, if any. The Bank holds loans receivable primarily for investment purposes. The Bank purchases and sells interests in certain loans referred to as participations. The participations are sold without recourse.

BAY COMMERCIAL BANK
NOTES TO FINANCIAL STATEMENTS

(Continued)

In 2016 and in 2015, the Bank acquired loans in a business combination that are recorded at estimated fair value on their purchase date. The purchaser cannot carryover the related allowance for loan losses as probable credit losses are considered in the estimation of fair value. Purchased loans are accounted for under either ASC 310-30, Loans and Debt Securities with Deteriorated Credit Quality or ASC 310-20, Non-refundable Fees and other Costs. Certain acquired loans exhibited credit quality deterioration since origination and are therefore being accounted for under ASC 310-30. The acquired loans that did not exhibit credit quality deterioration are accounted for under ASC 310-20.

A significant portion of the Bank's loan portfolio is comprised of adjustable rate loans. Interest on loans is calculated and accrued daily using the simple interest method based on the daily amount of principal outstanding. The accrual of interest is discontinued and any accrued and unpaid interest is charged against current income when the payment of principal or interest is 90 days past due, unless the loan is well secured and in the process of collection.

When the ability to fully collect non-accrual loan principal is in doubt, cash payments received are applied first to principal until such time as full collection of the remaining recorded balance is expected. Generally, loans with temporarily impaired values and loans to borrowers experiencing financial difficulties are placed on non-accrual even though the borrowers continue to repay the loans as scheduled. Loans are returned to accrual basis when principal and interest payments are being paid currently and full payment of principal and interest is probable.

Loan Fees and Costs

Loan origination fees, commitment fees, direct loan origination costs and purchase premiums and discounts on loans are deferred and recognized as an adjustment of yield, to be amortized to interest income over the contractual term of the loan. Other loan fees and charges which represent income from delinquent payment charges, and miscellaneous loan or letter of credit services, are recognized as non-interest income when collected.

Salaries, employee benefits and other expenses totaling \$694,600 and \$774,355 are deferred as loan origination costs for the years ended December 31, 2016 and 2015, respectively.

Allowance for Loan Losses

The allowance for loan losses is evaluated on a regular basis by management. Periodically, the Bank charges current earnings with provisions for estimated probable losses of loans receivable. The provision or adjustment takes into consideration the adequacy of the total allowance for loan losses giving due consideration to specifically identified problem loans, the financial condition of the borrowers, fair value of the underlying collateral, recourse provisions, prevailing economic conditions, and other factors. Additional consideration is given to the Bank's historical loan loss experience relative to the Bank's loan portfolio concentrations related to industry, collateral and geography. This evaluation is inherently subjective and requires estimates that are susceptible to significant change as additional or new information becomes available. Relevant risk characteristics for the Bank's loan portfolio segments include vintage of the loan, debt service coverage, loan-to-value ratios and other financial performance ratios. In addition, regulatory examiners may require additional allowances based on their judgments of the information regarding problem loans and credit risk available to them at the time of their examinations. At December 31, 2016 and 2015, management believes the allowance for loan losses adequately reflects the credit risk in the loan portfolio.

Generally, the allowance for loan loss consists of various components including a component for specifically identified weaknesses as a result of individual loans being impaired, a component for general non-specific weakness related to historical experience, economic conditions and other factors that indicate probable loss in the loan portfolio, and an unallocated component that relates to the inherent imprecision in the use of estimates. Loans determined to be impaired are individually evaluated by management for specific risk of loss.

BAY COMMERCIAL BANK
NOTES TO FINANCIAL STATEMENTS
(Continued)

Losses are recognized as charges to the allowance when the loan or portion of the loan is considered uncollectible or at the time of foreclosure. Recoveries on loans receivable previously charged off are credited to the allowance for loan losses.

Troubled Debt Restructuring

In situations where, for economic or legal reasons related to a borrower's financial difficulties, the Bank grants a concession to the borrower that it would not otherwise consider, the related loan is classified as a troubled debt restructuring. The Bank measures any loss on the troubled debt restructuring in accordance with the guidance concerning impaired loans set forth above. Additionally, loans modified in troubled debt restructurings are generally placed on non-accrual status at the time of restructuring and included in impaired loans. These loans are returned to accrual status after the borrower demonstrates performance with the modified terms for a sustained period of time (generally six months) and has the capacity to continue to perform in accordance with the modified terms of the restructured debt.

Other Real Estate Owned

Other real estate owned (OREO) acquired through, or in lieu of, foreclosure are held-for-sale and are initially recorded at fair value less selling expenses. Any write-downs to fair value at the time of transfer are charged to the allowance for loan losses. Costs to hold OREO are expensed when incurred.

The Bank obtains an appraisal or market valuation analysis on all OREO. If the periodic valuation indicates a decline in the fair value below recorded carrying value, an additional write-down or valuation allowance for OREO losses is established as a charge to earnings. Fair value is based on current market conditions, appraisals, and estimated sales values of similar properties. Operating expenses of such properties, net of related income, are included in other expenses. The Bank may make loans to facilitate the sale of OREO. Gains and losses on the disposition of OREO are included in non-interest expense. Gains and losses on financed sales are recorded in accordance with the appropriate accounting method, taking into consideration the buyers initial and continuing investment in the property, potential subordination and transfer of ownership.

Premises and Equipment

Bank premises and equipment are stated at historical cost less accumulated depreciation or amortization. Depreciation is determined using the straight-line method over the estimated useful lives of the related assets. The useful lives of furniture, fixtures and equipment are estimated to be three to five years. Leasehold improvements are amortized over the life of the asset or the term of the related lease, whichever is shorter. When assets are sold or otherwise disposed of, the cost and related accumulated depreciation or amortization are removed from the accounts, and any resulting gain or loss is recognized in current income. The cost of maintenance and repairs is charged to expense as incurred.

Cash Surrender Value of Life Insurance

The Bank accounts for its investment in life insurance policies at the amount that could be realized under the insurance contract.

Impairment of Assets

All assets are reviewed for impairment whenever events or changes indicate that the carrying value of the asset may not be recoverable. As of December 31, 2016 and 2015, the Bank determined that no events or changes occurred during 2016 and 2015 that would indicate that the carrying value of any long-lived assets may not be recoverable.

BAY COMMERCIAL BANK
NOTES TO FINANCIAL STATEMENTS

(Continued)

A loan may be considered impaired when, based on current information and events, it is probable that the Bank will be unable to collect the scheduled payments of principal or interest when due according to the contractual terms of the loan agreement. Factors considered by management in determining impairment include payment status, collateral value, and the probability of collecting scheduled principal and interest payments when due. Loans that experience insignificant payment delays and payment shortfalls generally are not classified as impaired. Management determines the significance of payment delays and payment shortfalls on a case-by-case basis, taking into consideration all of the circumstances surrounding the loan and the borrower, including the length of the delay, the reasons for the delay, the borrower's prior payment record, and the amount of the shortfall in relation to the principal and interest owed. Impairment is measured on a loan by loan basis for loans by either the present value of expected future cash flows discounted at the loan's effective interest rate, the loan's obtainable market price, or the fair value of the collateral if the loan is collateral dependent. See additional discussion under Fair Value Measurement.

Transfers of Financial Assets

Transfers of an entire financial asset, a group of financial assets, or a participating interest in an entire financial asset are accounted for as sales when control over the assets has been relinquished. Control over transferred assets is deemed to be surrendered when (1) the assets have been isolated from the Bank, (2) the transferee obtains the right (free of conditions that constrain it from taking advantage of that right) to pledge or exchange the transferred assets, and (3) the Bank does not maintain effective control over the transferred assets through an agreement to repurchase them before their maturity.

The Bank may sell certain portions of government guaranteed loans in the secondary market. These sales are recorded by the Bank when control is surrendered and any warranty period or recourse provision expires. No loans were sold during 2016 or 2015.

Servicing Assets and Liabilities

Periodically, the Bank sells loans and retains the servicing rights. The gain or loss on sale of loans depends in part on the previous carrying amount of the financial assets involved in the transfer, allocated between the assets sold and the retained interests based on their relative fair value at the date of transfer.

All servicing assets and liabilities are initially measured at fair value. In addition, the Bank amortizes servicing rights in proportion to and over the period of the estimated net servicing income or loss and assesses the rights for impairment. The servicing rights are initially measured at fair value and amortized in proportion to and over the period of the estimated net servicing income assuming prepayments.

Loans serviced for others totaled \$72.2 million and \$85.9 million as of December 31, 2016 and 2015, respectively. Total servicing liabilities, included in other liabilities on the statement of financial condition, were \$292,900 and \$327,600 as of December 31, 2016 and 2015, respectively. Servicing assets totaled \$470,000 and \$725,000 as of December 31, 2016 and 2015, respectively, and were not considered material.

Income Taxes

The Bank uses the asset and liability method to account for income taxes. Under such method, deferred tax assets and liabilities are recognized for the future tax consequences of differences between the financial statement carrying amounts of existing assets and liabilities and their respective tax basis (temporary differences). Deferred tax assets and liabilities are measured using enacted tax rates expected to apply to taxable income in the years in which those temporary differences are expected to be recovered or settled. The effect on deferred tax assets and liabilities of a change in tax rate is recognized in the period of enactment.

BAY COMMERCIAL BANK
NOTES TO FINANCIAL STATEMENTS

(Continued)

A valuation allowance is established to the extent that it is more than likely than not that the benefits associated with the deferred tax assets will not be realized. The determination, recognition, and measurement of deferred tax assets and the requirement for a related valuation allowance is based on estimated future taxable income.

The Bank recognizes interest accrued and penalties related to unrecognized tax benefits in tax expense. During the years ended December 31, 2016 and 2015, the Bank recognized \$6,250 and zero in interest and penalties, respectively.

The Bank files income tax returns in the U.S. federal jurisdiction and with the State of California. The Bank had no unrecognized tax benefits at December 31, 2016 or 2015.

Non-interest Income

Fees for other client services are recorded as income when the services are performed.

Stock Based Compensation

Stock Options

The Bank recognized in the statement of income the grant-date fair value of stock options and other equity-based forms of compensation issued to employees over the employees' requisite service period (generally the vesting period). The fair value of each option was estimated on the date of grant using the Black-Scholes options pricing model. The fair value method includes an estimate of expected volatility and an estimate of the expected option term, which is based on consideration of the vesting period and contractual term of the option. The Bank does not intend to grant stock options in the future.

Restricted Equity Grants

The Bank granted restricted stock to directors and employees in 2015 and 2016 as shown in footnote 13. The grant-date fair value of the award is amortized on the straight-line basis over the requisite service period, which is generally the vesting period, as compensation expense.

Earnings Per Share

Basic earnings per share (EPS) is computed by dividing the net income by the weighted-average number of common shares outstanding for the year. Diluted EPS reflects the potential dilution that could occur if stock options or warrants were exercised. The treasury stock method is applied to determine the dilutive effect of stock options, restricted stock and warrants in computing diluted EPS. For the period ending December 31, 2016, a total 5,539 stock options, 32,209 unvested restricted stock grants and zero warrants were included in the calculation of diluted common shares. For the period ending December 31, 2015, a total of 10,294 stock options, 25,839 unvested restricted stock grants and 19,475 warrants were included in the calculation of diluted common shares. There were no anti-dilutive shares in 2016 or 2015.

For the periods ended December 31, 2016 and 2015, total weighted average common shares outstanding are as follows:

	2016	2015
Common Stock	5,392,597	5,437,790
Diluted effect of warrants	-	19,475
Diluted effect of restricted stock grants	32,209	25,839
Diluted effect of stock options	8,373	10,294
Total weight average diluted shares	<u>5,433,719</u>	<u>5,493,398</u>

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NOTES TO FINANCIAL STATEMENTS
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Common Stock and Warrants

In 2016 and in 2015, warrants to purchase shares of common stock, were zero and 127,283 respectively, with an exercise price of \$9.00 per share were exercised. As of December 31, 2016 and 2015, the Bank repurchased 69,908 and 209,600 shares of common stock respectively. There were zero total warrants outstanding as of December 31, 2016 and 2015.

Comprehensive Income (Loss)

Comprehensive income (loss) includes disclosure of other comprehensive income or loss that historically has not been recognized in the calculation of net income or loss. Unrealized gains and losses on the Bank's available-for-sale investment securities are included in other comprehensive income or loss. Total comprehensive income or loss and the components of accumulated other comprehensive income are presented as a separate statement of comprehensive income.

Recent Accounting Pronouncements

In May 2014, the Financial Accounting Standards Board (“FASB”) issued Accounting Standards Update (“ASU”) No. 2014-09, *Revenue from Contracts with Customers (Topic 606)*. This Update requires an entity to recognize revenue as performance obligations are met, in order to reflect the transfer of promised goods or services to customers in an amount that reflects the consideration the entity is entitled to receive for those goods or services. The following steps are applied in the updated guidance: (1) identify the contract(s) with a customer; (2) identify the performance obligations in the contract; (3) determine the transaction price; (4) allocate the transaction price to the performance obligations in the contract; and (5) recognize revenue when, or as, the entity satisfies a performance obligation. These amendments are effective for public business entities for annual reporting periods beginning after December 15, 2017, including interim periods within that reporting period and one year later for nonpublic business entities. Early adoption is permitted only as of annual reporting periods beginning after December 15, 2016, including interim reporting periods within that period. The Bank is currently evaluating the effects of ASU 2014-09 on its financial statements and disclosures.

In January 2016, the FASB issued ASU 2016-01, *Financial Instruments-Overall: Recognition and Measurement of Financial Assets and Financial Liabilities (Subtopic 825-10)*. Changes made to the current measurement model primarily affect the accounting for equity securities and readily determinable fair values, where changes in fair value will impact earnings instead of other comprehensive income. The accounting for other financial instruments, such as loans, investments in debt securities, and financial liabilities is largely unchanged. The Update also changes the presentation and disclosure requirements for financial instruments including a requirement that public business entities use exit price when measuring the fair value of financial instruments measured at amortized cost for disclosure purposes. This Update is generally effective for public business entities in fiscal years beginning after December 15, 2017, including interim periods within those fiscal years and one year later for nonpublic business entities. The Bank is currently evaluating the effects of ASU 2016-01 on its financial statements and disclosures.

In February 2016, the FASB issued Accounting Standards Update (ASU) 2016-02, *Leases (Topic 842)*. The most significant change for lessees is the requirement under the new guidance to recognize right-of-use assets and lease liabilities for all leases not considered short-term leases, which is generally defined as a lease term of less than 12 months. This change will result in lessees recognizing right-of-use assets and lease liabilities for most leases currently accounted for as operating leases under current lease accounting guidance. The amendments in this Update are effective for interim and annual periods beginning after December 15, 2018 for public business entities and one year later for all other entities. The Bank is currently evaluating the effects of ASU 2016-02 on its financial statements and disclosures.

BAY COMMERCIAL BANK
NOTES TO FINANCIAL STATEMENTS

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In March 2016, the FASB issued ASU 2016-09, *Improvements to Employee Share-Based Payment Accounting (Topic 718)*. ASU 2016-09 includes provisions intended to simplify various aspects related to how share-based payments are accounted for and presented in the financial statements. Under ASU 2016-09, excess tax benefits and certain tax deficiencies will no longer be recorded in additional paid-in capital (“APIC”). Instead, they will record all excess tax benefits and tax deficiencies as income tax expense or benefit in the income statement, and APIC pools will be eliminated. In addition, the guidance requires excess tax benefits be presented as an operating activity on the statement of cash flows rather than as a financing activity. ASU 2016-09 also permits an accounting policy election for the impact of forfeitures on the recognition of expense for share-based payment awards. Forfeitures can be estimated, as required today, or recognized when they occur. This guidance is effective for public business entities for interim and annual reporting periods beginning after December 15, 2016 and for nonpublic business entities annual reporting periods beginning after December 15, 2017 and interim periods within the reporting periods beginning after December 15, 2018. Early adoption is permitted, but all of the guidance must be adopted in the same period. The Bank is currently evaluating the provisions of ASU 2016-09 to determine the potential impact on its financial statements.

In June 2016, the FASB issued ASU No. 2016-13, *Measurement of Credit Losses on Financial Instruments (Topic 326)*. This ASU significantly changes how entities will measure credit losses for most financial assets and certain other instruments that aren’t measured at fair value through net income. In issuing the standard, the FASB is responding to criticism that today’s guidance delays recognition of credit losses. The standard will replace today’s “incurred loss” approach with an “expected loss” model. The new model, referred to as the current expected credit loss (“CECL”) model, will apply to: (1) financial assets subject to credit losses and measured at amortized cost, and (2) certain off-balance sheet credit exposures. This includes, but is not limited to, loans, leases, held-to-maturity securities, loan commitments, and financial guarantees. The CECL model does not apply to available-for-sale (“AFS”) debt securities. For AFS debt securities with unrealized losses, entities will measure credit losses in a manner similar to what they do today, except that the losses will be recognized as allowances rather than reductions in the amortized cost of the securities. As a result, entities will recognize improvements to estimated credit losses immediately in earnings rather than as interest income over time, as they do today. The ASU also simplifies the accounting model for purchased credit-impaired debt securities and loans. ASU 2016-13 also expands the disclosure requirements regarding an entity’s assumptions, models, and methods for estimating the allowance for loan and lease losses. In addition, public business entities will need to disclose the amortized cost balance for each class of financial asset by credit quality indicator, disaggregated by the year of origination. ASU No. 2016-13 is effective for interim and annual reporting periods beginning after December 15, 2019 for SEC filers, one year later for non SEC filing public business entities and annual reporting periods beginning after December 15, 2020 for nonpublic business entities and interim periods within the reporting periods beginning after December 15, 2021. Early adoption is permitted for interim and annual reporting periods beginning after December 15, 2018. Entities will apply the standard’s provisions as a cumulative-effect adjustment to retained earnings as of the beginning of the first reporting period in which the guidance is effective (i.e., modified retrospective approach). The Bank is currently evaluating the provisions of ASU No. 2016-13 for potential impact on its financial statements.

Subsequent Events

Management has evaluated subsequent events for potential recognition and disclosure through February 21, 2017, the date the financial statements were issued.

Effective January 17, 2017, the Bank formed a bank holding company, BayCom Corp. All of the outstanding shares of the Bank’s common stock were exchanged for common stock in BayCom Corp on a one for one basis.

On December 15, 2016, the Bank announced the merger agreement with United Business Bank and First ULB Corp. The merger is expected to close in the second quarter of 2017. BayCom Corp will issue approximately 1,372,300 shares of common stock plus \$19.0 million in cash in exchange for the all of the common shares outstanding of First ULB Corp. In additional, BayCom Corp will assume all of the Trust Preferred securities. The

BAY COMMERCIAL BANK
NOTES TO FINANCIAL STATEMENTS
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total value of the merger transaction is approximately \$38.0 million. Each share of First ULB's common stock outstanding converted into 0.9733 shares of the BayCom's common stock. As of September 30, 2016, First ULB had total assets of \$452.6 million and \$405.6 million in deposits. The merger transaction will be accounted for using the acquisition method of accounting for business combinations FASB ASC 805, Business Combinations. The September 30, 2016 proforma net assets acquired and the liabilities assumed are estimated to be approximately \$31.2 million at the date of merger. The fair value of First ULB's assets acquired and liabilities assumed has not yet been fully determined.

Reclassifications

Certain prior year amounts may have been reclassified to conform to the current year presentation. None of the reclassifications impact net income or net earnings per common share.

2. ACQUISITION

On February 13, 2015, to enhance market share, the Bank merged with Valley Community Bank adding three branch offices located in Pleasanton, Livermore, and San Jose, California. The Bank issued 675,867 shares at a price of \$11.80 per share of common stock in exchange for the all of the common shares outstanding of Valley Community Bank. In addition, the Bank repurchased all of the Series A and B (Fixed-Rate Non-Cumulative Perpetual) Preferred Stock for total cash consideration of \$4.3 million. Each share of Valley Community Bank's common stock outstanding converted into 0.345 shares of the Bank's common stock. As of the merger date, the fair value of Valley Community Bank's assets totaled approximately \$130.0 million and deposits totaled approximately \$107.9 million. The fair value of estimates are subject to change during the measurement period, after the acquisition date as additional information relative to the acquisition date fair values becomes available. The merger transaction is accounted for using the acquisition method of accounting for business combinations FASB ASC 805, Business Combinations. The net assets acquired and the liabilities assumed totaled approximately \$17.7 million at the date of merger. The Bank assumed the lease obligation related to each branch facility.

BAY COMMERCIAL BANK
NOTES TO FINANCIAL STATEMENTS
(Continued)

The following table summarizes the fair value of the assets acquired and liabilities assumed at the acquisition date:

	Acquisition Date <u>February 13, 2015</u>
Fair value of Assets:	
Cash and due from Banks	\$ 23,986,278
Federal funds sold	36,298
Total cash and cash equivalents	24,022,576
Investment securities	24,685,482
FHLB stock	713,800
Loans	69,617,632
Core deposit intangible	838,000
Deferred tax asset	5,115,000
Servicing asset	792,000
BOLI	3,100,476
Other assets	690,882
Total assets acquired	129,575,848
Liabilities:	
Deposits	
Noninterest bearing	32,974,746
Interest bearing	74,896,159
Total deposits	107,870,905
Salary continuation plan	3,000,000
Servicing liability	171,000
Contingent liabilities - SBA repair risk	550,000
Other liabilities	252,288
Total liabilities assumed	111,844,193
Consideration paid	12,321,655
Bargain purchase gain (included in non-interest income)	\$ 5,410,000

The bargain purchase gain represents the excess of the estimated fair value of the assets acquired over the estimated fair value of the liabilities assumed. The consideration paid represented a substantial discount to the book value of pre-Merger Valley community Bank's net assets at the acquisition date.

BAY COMMERCIAL BANK
NOTES TO FINANCIAL STATEMENTS
(Continued)

The following table presents the net assets acquired and the estimated fair value adjustments, which resulted in a bargain purchase gain as the acquisition date:

	Acquisition Date <u>February 13, 2015</u>
Book value of net assets acquired	\$ 19,290,655
Fair value adjustments:	
Loans	(6,340,000)
Servicing asset	(451,000)
Contingent liabilities - servicing	(171,000)
Contingent liabilities - SBA repair risk	(550,000)
Core deposit intangible	838,000
Deferred tax assets	5,115,000
Total purchase accounting adjustments	(1,559,000)
Fair value of assets acquired	17,731,655
Common stock issued	7,975,620
Cash paid	4,346,035
Total price paid	12,321,655
Bargain purchase gain (included in non-interest income)	\$ 5,410,000

The following is a description of the methods used to determine the fair value of significant assets and liabilities at the acquisition date.

Loans

The fair values for acquired loans were calculated using a discounted cash flow analysis based on the present value of the expected cash flows utilizing market-derived discount rates and certain assumptions related to expected cash flows including prepayment estimates adjusted based on loan type and seasoning, and probability of default and loss severity. For purchased non-credit impaired loans (PNCI), the total gross contractual amounts receivable was \$63.4 million as of the acquisition date. For purchased credit impaired loans (PCI), the total contractual amounts receivable was \$12.6 million as of the date of acquisition. The fair value of the PCI loans is estimated to total \$8.4 million as of the date of acquisition.

The PNCI loans with similar characteristics were grouped together and were treated in the aggregate when applying the discount rate on the expected cash flows. Aggregation factors considered include the type of loan and related collateral, risk classification, fixed or variable interest rate, term of loan and whether or not the loan was amortizing. The discount rates used for the similar groups of loans are based on current market rates for new originations of comparable loans, where available, and include adjustments for credit and liquidity factors. In addition, the guarantee of certain retained SBA guaranteed loans is reflected in the fair value.

In estimating the fair value of PCI loans at the acquisition date, the Bank calculated the contractual amount and timing of undiscounted principal and interest payments and estimated the amount and timing of undiscounted expected principal and interest payments. The difference between these two amounts represented the nonaccretable difference. On the acquisition date, the amount by which the undiscounted expected cash flows exceed the estimated fair value of the acquired loans is the “accretable yield”. The accretable yield is then measured at each financial reporting date and represented the difference between the remaining undiscounted

BAY COMMERCIAL BANK
NOTES TO FINANCIAL STATEMENTS

(Continued)

expected cash flows and the current carrying value of the loans. For PCI loans the accretable yield is accreted into interest income over the life of the estimated remaining cash flows. At each financial reporting date, the carrying value of each PCI loan is compared to an updated estimate of expected principal payment or recovery on each loan. To the extent that the loan carrying amount exceeds the updated expected principal payment or recovery, a provision of loan loss would be recorded as a charge to income and an allowance for loan loss established.

The following table reflects contractual cash flows, nonaccretable difference, accretable yield, fair value, purchase discount, and principal balance for the various loan categories as of the acquisition date. For PCI loans, the purchase discount does not necessarily represent cash flows to be collected as a portion of it is a nonaccretable difference:

	February 13, 2015		
	Credit-impaired loans	Non-credit impaired loans	Total
Contractually required payments including interest	\$ 15,074,202	\$ 63,406,430	\$ 78,480,632
Less: nonaccretable difference	(2,830,000)	-	(2,830,000)
Cash flows expected to be collected (undiscounted)	12,244,202	63,406,430	75,650,632
Accretable yield	(3,888,000)	(2,145,000)	(6,033,000)
Fair value of purchased loans	\$ 8,356,202	\$ 61,261,430	\$ 69,617,632

Servicing Assets and Liabilities

The merger included the acquisition of loans serviced for others including the SBA. The fair value of the servicing assets and contingent liabilities were calculated based on the net present value of the servicing income stream using a market-derived discount rate and estimated expected cash flows based on the estimated life of the underlying loans less the estimated cost of servicing plus a normal profit. In addition, the SBA has certain remedies in the event that a loan is not underwritten or serviced within its guidelines. Those remedies include requiring the Bank to repurchase the guaranteed portion loans or that the certain losses or expenses be reimbursed by the Bank. The loss related to this uncertainty was estimated taking into consideration the SBA guaranteed portion of PCI loans based on loan type and seasoning, probability of default, loss severity, and probability the SBA will exercise its remedies.

Core Deposit Intangible

The core deposit intangible asset, with an estimated acquisition date fair value of \$838,000, represents the value ascribed to the long-term deposit relationships acquired and is being amortized over an estimated average useful life of four years. The estimated retention rates used to calculate the fair values were 95% for transaction accounts, 95% for savings deposits and 90% for money market deposits. The core deposit intangible is estimated not to have a significant residual value. The fair values for time deposits are estimated using a discounted cash flow calculation that applies interest rates offered by market participants as of the acquisition date on time deposits with similar maturity terms as the discount rates.

Deposits

The fair values used for the retail DDA and Now deposits were equal to the amounts payable on demand at the acquisition date. There was no fair value adjustment for time deposits as the fair values were equal to the carrying value as of the acquisition date based on the discounted cash flow that applied interest rates offered by market participants as of the acquisition date on time deposits with similar maturity dates.

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NOTES TO FINANCIAL STATEMENTS
(Continued)

Pro Forma Results of Operations

The contribution of the acquired operations from the former Valley Community Bank to our results of operations for the 2015 is as follows:

	Revenue	Earnings
Actual from February 13, 2015 to December 31, 2015	\$ 10,449,300	\$ 6,587,000
2015 supplemental proforma from January 1, 2015 to December 31, 2015	10,992,200	6,582,900

These amounts include the bargain purchase gain, acquisition-related third party expenses, accretion of the discounts on acquired loans and amortization of the fair value mark adjustments on core deposit intangible. Valley Community Bank's results of operations prior to the merger date are not included in the Bank's results for 2015. The contribution shown above excludes allocated overhead and allocated cost of funds.

Acquisition-related expenses are recognized as incurred and continue until all systems are converted and operational functions become fully integrated. We incurred third-party acquisition-related expenses in the following line items in the statement of income for the year ended December 31, 2015 as follows:

	<u>December 31, 2015</u>
Acquisition related expenses	
Professional fees	\$ 197,000
Data processing	820,000
Severance expense	540,000
Other	143,000
Total	\$ 1,700,000

BAY COMMERCIAL BANK
NOTES TO FINANCIAL STATEMENTS
(Continued)

3. INVESTMENTS

The amortized cost and estimated fair value of investment securities available for sale at December 31, 2016 and 2015 consist of the following:

2016	Amortized <u>Cost</u>	Gross Unrealized <u>Gain</u>	Gross Unrealized <u>Loss</u>	Estimated Fair <u>Value</u>
Municipal securities	\$ 4,003,249	\$ 82,062	\$ (4,112)	\$ 4,081,199
Mortgage-backed securities	1,665,765	18,195	(410)	1,683,550
Collateralized mortgage obligations	1,731,852	38,073	(108)	1,769,817
U.S. Government Agencies	5,357,360	19,103	-	5,376,463
U.S. Treasury	1,007,883		(1,634)	1,006,249
Total investment securities	<u>\$ 13,766,109</u>	<u>\$ 157,433</u>	<u>\$ (6,264)</u>	<u>\$ 13,917,278</u>

2015	Amortized <u>Cost</u>	Gross Unrealized <u>Gain</u>	Gross Unrealized <u>Loss</u>	Estimated Fair <u>Value</u>
Municipal securities	\$ 5,002,153	\$ 164,407	\$ (6,810)	\$ 5,159,750
Mortgage-backed securities	2,207,070	24,358	(2,901)	2,228,527
Collateralized mortgage obligations	2,813,210	24,323	(13,069)	2,824,465
U.S. Government Agencies	12,352,908	29,975	(10,487)	12,372,394
U.S. Treasury	1,031,264	-	(1,886)	1,029,378
Total investment securities	<u>\$ 23,406,605</u>	<u>\$ 243,063</u>	<u>\$ (35,153)</u>	<u>\$ 23,614,514</u>

No investment securities were sold in 2016 and 2015.

BAY COMMERCIAL BANK
NOTES TO FINANCIAL STATEMENTS
(Continued)

The unrealized losses at December 31, 2016 and 2015 are summarized and classified according to the duration of the loss period as follows:

	Less than 12 months		12 months or more		Total	
	Estimated	Unrealized	Estimated	Unrealized	Estimated	Unrealized
	<u>Fair Value</u>	<u>Loss</u>	<u>Fair Value</u>	<u>Loss</u>	<u>Fair Value</u>	<u>Loss</u>
2016						
Municipal securities	\$ 514,767	\$ (966)	\$ 843,397	\$ (3,146)	\$ 1,358,165	\$ (4,112)
Mortgage-backed securities	507,602	(230)	66,363	(180)	573,965	(410)
Collateralized mortgage obligations	-	-	117,049	(108)	117,050	(108)
U.S. Government Agencies	-	-	-	-	-	-
U.S. Treasury	1,006,250	(1,634)	-	-	1,006,250	(1,634)
Total	<u>\$ 2,028,619</u>	<u>\$ (2,830)</u>	<u>\$ 1,026,809</u>	<u>\$ (3,434)</u>	<u>\$ 3,055,430</u>	<u>\$ (6,264)</u>
	Less than 12 months		12 months or more		Total	
	Estimated	Unrealized	Estimated	Unrealized	Estimated	Unrealized
	<u>Fair Value</u>	<u>Loss</u>	<u>Fair Value</u>	<u>Loss</u>	<u>Fair Value</u>	<u>Loss</u>
2015						
Municipal securities	\$ 1,129,692	\$ (2,881)	\$ 412,899	\$ (3,930)	\$ 1,542,591	\$ (6,810)
Mortgage-backed securities	388,933	(2,607)	19,588	(294)	408,521	(2,901)
Collateralized mortgage obligations	-	-	667,739	(13,069)	667,739	(13,069)
U.S. Government Agencies	6,468,574	(10,487)	-	-	6,468,574	(10,487)
U.S. Treasury	1,030,160	(1,886)	-	-	1,030,160	(1,886)
Total	<u>\$ 9,017,359</u>	<u>\$ (17,861)</u>	<u>\$ 1,100,226</u>	<u>\$ (17,292)</u>	<u>\$ 10,117,585</u>	<u>\$ (35,153)</u>

Certain investment securities shown in the previous table have fair values less than amortized cost and therefore contain unrealized losses. The Bank considers a number of factors including, but not limited to: (a) length of time and the extent to which the fair value has been less than the amortized costs, (b) the financial condition and near-term prospects of the issuer, (c) the intent and ability of the Bank to retain its investment for a period of time sufficient to allow for an anticipated recovery in value, (d) whether the debtor is current on interest and principal payments, and (e) general market conditions and the industry or sector-specific outlook. Management has evaluated all securities at December 31, 2016 and has determined that no securities are other than temporarily impaired. Because the Bank does not intend to sell and it is likely that management will not be required to sell the securities prior to their anticipated recovery, which may be maturity, the Bank does not consider these securities to be other-than temporarily impaired.

At December 31, 2016, the Bank held 66 investment securities, of which six of were in a loss position for more than twelve months in 2016 and seven were in an unrealized loss position for less than twelve months in 2016. These temporary unrealized losses relate principally to current interest rates for similar types of securities. The Bank anticipates full recovery of amortized cost with respect to these securities at maturity or sooner in the event of a more favorable market interest rate environment.

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NOTES TO FINANCIAL STATEMENTS
(Continued)

The amortized cost and estimated fair value of debt securities at December 31, 2016 and 2015, by call date are shown below. Expected maturities will differ from contractual maturities because a borrower may have the right to call or pre-pay obligations with or without call or prepayment penalties.

	2016		2015	
	Amortized Cost	Estimated Fair Value	Amortized Cost	Estimated Fair Value
Due in one year or less	\$ 3,744,688	\$ 3,740,396	\$ 1,540,442	\$ 1,536,287
Due after one year through five years	4,661,766	4,689,212	14,634,938	14,661,858
Due after five year through ten years	4,919,482	5,039,548	6,215,252	6,406,101
Due after ten years	440,173	448,124	1,015,973	1,010,268
Total	<u>\$ 13,766,109</u>	<u>\$ 13,917,280</u>	<u>\$23,406,605</u>	<u>\$ 23,614,514</u>

At December 31, 2016 and 2015, available for sale securities with a carrying amount of approximately \$2,176,000 and \$3,011,000, respectively, were pledged to secure borrowing arrangements with the Federal Home Loan Bank (see Note 9).

4. LOANS

The Bank's loan portfolio at December 31, 2016 and 2015 is summarized below:

	2016	2015
Commercial	\$ 71,093,278	\$ 71,380,309
Construction and land	19,745,484	19,217,128
Commercial real estate	384,278,313	343,232,340
Residential real estate	31,916,600	29,603,136
Consumer	1,316,571	966,786
Total loans	<u>\$ 508,350,246</u>	<u>\$ 464,399,699</u>
Deferred loan fees and costs, net	(311,220)	(342,085)
Allowance for loan losses	(3,775,000)	(3,850,000)
Net loans	<u>\$ 504,264,026</u>	<u>\$ 460,207,614</u>

For the years ended December 31, 2016 and 2015, the Bank had \$1,090,007 and \$333,676, respectively, of impaired loans on nonaccrual. For the period ended December 31, 2016 and 2015, if interest had been accrued such income would have been approximately \$31,900 and \$22,000, respectively.

BAY COMMERCIAL BANK
NOTES TO FINANCIAL STATEMENTS
(Continued)

As of December 31, 2016 and 2015, the Bank's impaired or non-accrual originated and PNCI loans have a related allowance for loss as follows:

	<u>Recorded Investment</u>	<u>Unpaid Principal Balance</u>	<u>Related Allowance</u>	<u>Average Recorded Investment</u>	<u>Interest Income Recognized</u>
2016					
With no related allowance recorded					
Commercial	\$ 229,752	\$ 229,752	-	\$ 229,752	-
Construction and land	-	-	-	-	-
Commercial real estate	631,640	631,640	-	652,371	-
Residential	-	-	-	-	-
Consumer	-	-	-	-	-
With an allowance recorded					
Commercial	\$ 228,615	\$ 228,615	\$ 45,500	\$ 243,485	-
Construction and land	-	-	-	-	-
Commercial real estate	-	-	-	-	-
Residential	-	-	-	-	-
Consumer	-	-	-	-	-
Total	<u>\$ 1,090,007</u>	<u>\$ 1,090,007</u>	<u>\$ 45,500</u>	<u>\$ 1,125,607</u>	<u>\$ -</u>
2015					
With no related allowance recorded					
Commercial	\$ 333,676	\$ 333,676	\$ -	\$ 339,910	\$ -
Construction and land	-	-	-	-	-
Commercial real estate	2,020,641	2,601,989	-	2,039,191	129,360
Residential	-	-	-	-	-
Consumer	-	-	-	-	-
With an allowance recorded					
Commercial	\$ -	\$ -	\$ -	-	\$ -
Construction and land	-	-	-	-	-
Commercial real estate	-	-	-	-	-
Residential	-	-	-	-	-
Consumer	-	-	-	-	-
Total	<u>\$ 2,354,317</u>	<u>\$ 2,935,665</u>	<u>\$ -</u>	<u>\$ 2,379,101</u>	<u>\$ 129,360</u>

As of December 31, 2016 and 2015, the Bank had no loans 90 days delinquent and still accruing interest. During 2016 and 2015, the Bank did not recognize any interest income under the cash basis.

As of December 31, 2016 and 2015, the Bank had troubled debt restructured loans totaling \$631,640 and zero, respectively. In 2015, the Bank recorded a \$71,636 charge-off related to restructured loans and none in 2016. As of December 31, 2016, restructured loans had no related allowance.

As of December 31, 2016 and 2015, the Bank has fixed rate loans totaling \$152.5 million and \$234.7 million, respectively, and variable rate loans total \$355.9 million and \$229.7 million, respectively. As of December 31, 2016, variable rate loans with interest rate caps of 12% or lower total \$35.4 million none of which have reached their caps, and a total of \$122.9 million have interest rate floors, all of which are at their floors. More than 55% of the variable interest rate loans are tied to the Prime rate, as reported by the Wall Street Journal, and can adjust periodically based on changes in the Prime rate. At December 31, 2016 and 2015, a total of \$129.8 million and \$20.1 million, respectively, of variable rate loans are tied to the treasury constant maturity rate (TCM) as published

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(Continued)

by the Federal Reserve and adjust every one to three years. At December 31, 2016 and 2015, \$27.9 million and \$3.7 million, respectively, of variable rate loans are tied other indexes (LIBOR and FHLB) and adjust every month up to every five years.

Loans are made primarily for business, personal, and real estate purposes concentrated in Alameda, Santa Clara, Contra Costa and Napa counties, and the Central Valley, including San Joaquin and Sacramento counties. As of December 31, 2016, the Bank's loans outstanding comprised 75.6% term mortgage-type loans secured primarily by commercial real estate, 3.1% for the purpose of constructing commercial and residential property, 0.8% for the purpose of holding or acquiring unimproved land, 6.3% term mortgage-type loans secured by residential property, and 14.0% for general commercial uses including professional, retail, and small business. Less than 0.3% of the Bank's loans are consumer loans.

As of December 31, 2016, the Bank's unsecured loans outstanding totaled 4.4% of total loans. Real estate loans are secured by real property. Secured commercial and other loans are secured by deposits, or business or personal assets. The Bank's policy for requiring collateral is based on analysis of the borrower, the borrower's industry and the economic environment in which the loan is granted. The loans are expected to be repaid from cash flows or proceeds from the sale of selected assets of the borrower.

As of December 31, 2016 and 2015, the single largest loan totaled \$13.0 million and \$10.3 million, respectively, and is secured by commercial real estate. As of December 31, 2016 and 2015, undisbursed commitments total \$68.9 million and \$92.4 million, respectively.

The Bank evaluates and assigns a risk grade to each loan based on certain criteria to assess the credit quality of each loan. The assignment of a risk rating is done for each individual loan. Loans are graded from inception and on a continuing basis until the debt is repaid. Any adverse or beneficial trends will trigger a review of the loan risk rating. Each loan is assigned a risk grade based on its characteristics. Loans with low to average credit risk are assigned a lower risk grade than those with higher credit risk as determined by the individual loan characteristics.

The Bank's pass loans includes loans with acceptable business or individual credit risk where the borrower's operations, cash flow or financial condition provides evidence of low to average levels of risk.

Loans that are assigned higher risk grades are loans that exhibit the following characteristics:

A special mention asset has potential weaknesses that deserve close attention. If left uncorrected, these potential weaknesses may result in a deterioration of the repayment prospects for the asset or in the Bank's credit position at some future date. Special Mention assets are not adversely classified and do not expose the Bank to sufficient risk to warrant adverse classification. Loans in this category would be characterized by any of the following situations.

- ◆ Credit that is currently protected but is potentially a weak asset.
- ◆ Credit that is difficult to manage because of an inadequate loan agreement, the condition of and/or control over collateral, failure to obtain proper documentation, or any other deviation from product lending practices.
- ◆ Adverse financial trends.

Special Mention should be a temporary rating, pending the occurrence of an event that would cause the risk rating to either improve or to be downgraded.

A substandard asset is inadequately protected by the current net worth and paying capacity of the obligor or of the collateral pledged. Assets so classified must have a well-defined weakness or weaknesses that jeopardize the liquidation of the debt. Assets are characterized by the distinct possibility that the Bank will sustain some loss if the deficiencies are not corrected. The potential loss does not have to be recognizable in an individual credit for that credit to be risk rated substandard.

BAY COMMERCIAL BANK
NOTES TO FINANCIAL STATEMENTS
(Continued)

A loan can be fully and adequately secured and still be considered substandard. Some characteristics of substandard loans are:

- ◆ Inability to service debt from ordinary and recurring cash flow.
- ◆ Chronic delinquency
- ◆ Reliance upon alternative sources of repayment.
- ◆ Term loans that are granted on liberal terms because the borrower cannot service normal payments for that type of debt.
- ◆ Repayment dependent upon the liquidation of collateral.
- ◆ Inability to perform as agreed, but adequately protected by collateral.
- ◆ Necessity to renegotiate payments to a non-standard level to ensure performance.
- ◆ The borrower is bankrupt, or for any other reason, future repayment is dependent on court action.

Any asset classified doubtful has all the weaknesses inherent in one classified substandard with the added characteristic that the weaknesses make collection or liquidation in full, on the basis of currently existing facts, conditions, and value, highly questionable and improbable. Doubtful assets have a high probability of loss, yet certain important and reasonably specific pending factors may work toward the strengthening of the asset. The Bank had one loan totaling \$229,752 and two loans in the combined amount of \$333,676 classified as doubtful as of December 31, 2016 and 2015, respectively. Both loans are guaranteed by the California government and not accruing interest as described above.

Assets classified loss are considered uncollectible and of minimal value. Assets classified losses are charged off against the allowance for loan losses.

The following table summarizes the Bank's loan portfolio by credit quality and product and/or collateral type as of December 31, 2016 and 2015:

	2016				
	Pass	Special Mention	Substandard	Doubtful	Total
Commercial	\$ 68,719,555	\$ 311,347	\$ 1,832,625	\$ 229,752	\$ 71,093,278
Construction and land	16,808,484	-	2,937,000	-	19,745,484
Commercial real estate	379,073,785	2,602,540	2,601,989	-	384,278,313
Residential real estate	31,916,600	-	-	-	31,916,600
Consumer	1,316,571	-	-	-	1,316,571
Total	<u>\$497,834,995</u>	<u>\$ 2,913,887</u>	<u>\$ 7,371,613</u>	<u>\$ 229,752</u>	<u>\$ 508,350,246</u>

	2015				
	Pass	Special Mention	Substandard	Doubtful	Total
Commercial	\$ 66,039,590	\$ 728,889	\$ 4,278,154	\$ 333,676	\$ 71,380,309
Construction and land	16,230,128	-	2,987,000	-	19,217,128
Commercial real estate	340,010,673	1,201,026	2,020,641	-	343,232,340
Residential real estate	29,603,136	-	-	-	29,603,136
Consumer	966,786	-	-	-	966,786
Total	<u>\$452,850,313</u>	<u>\$ 1,929,915</u>	<u>\$ 9,285,795</u>	<u>\$ 333,676</u>	<u>\$ 464,399,699</u>

BAY COMMERCIAL BANK
NOTES TO FINANCIAL STATEMENTS
(Continued)

The following table provides an aging of the Bank's loans receivable as of December 31, 2016 and 2015.

	30-59 Days Past Due	60-89 Days Past Due	Greater Than 90 Days	Total Past Due	Current	PCI Loans	Total Loans Receivable	Recorded Investment > 90 Days and Accruing
2016								
Commercial	\$ -	\$ -	\$ 229,752	\$ 229,752	\$ 70,756,243	\$ 107,283	\$ 71,093,278	-
Construction and land	-	-	-	-	19,745,484	-	19,745,484	-
Commercial real estate	624,865	-	-	624,865	377,772,060	5,881,388	384,278,313	-
Residential	-	-	-	-	30,498,059	1,418,541	31,916,600	-
Consumer	-	-	-	-	1,316,571	-	1,316,571	-
Total	<u>\$ 624,865</u>	<u>\$ -</u>	<u>\$ 229,752</u>	<u>\$ 854,617</u>	<u>\$ 500,088,417</u>	<u>\$ 7,407,212</u>	<u>\$ 508,350,246</u>	<u>\$ -</u>
2015								
Commercial	\$ -	\$ -	\$ 333,676	\$ 333,676	\$ 70,798,926	\$ 247,708	\$ 71,380,309	-
Construction and land	-	-	-	-	19,217,128	-	19,217,128	-
Commercial real estate	-	-	-	-	335,061,200	8,166,701	343,232,340	-
Residential	-	-	-	-	28,163,585	1,439,551	29,603,136	-
Consumer	499	-	-	499	966,287	-	966,786	-
Total	<u>\$ 499</u>	<u>\$ -</u>	<u>\$ 333,676</u>	<u>\$ 334,175</u>	<u>\$ 454,207,126</u>	<u>\$ 9,853,960</u>	<u>\$ 464,399,699</u>	<u>\$ -</u>

The following table reflects contractual cash flows, non-accretable difference, accretable yield, and carrying amount for PCI loans as of December 31, 2016 and 2015.

	2016 Credit-impaired Loans	2015 Credit-impaired Loans
Contractually required payments, including interest	\$ 10,649,793	\$ 16,076,681
Less: non-accretable difference	<u>(2,931,522)</u>	<u>(3,478,590)</u>
Cash flows expected to be collected (undiscounted)	7,718,271	12,598,091
Accretable Yield	<u>(311,059)</u>	<u>(2,744,132)</u>
Carrying Amount	<u>\$ 7,407,212</u>	<u>\$ 9,853,959</u>

The following table is a summary of the change in accretable yield for PCI loans for the period ended December 31, 2016 and 2015.

	2016	2015
Balance at beginning of period	\$ 2,744,132	\$ 21,071
Additions	-	3,888,134
Removals	(764,560)	(80,618)
Accretion	<u>(1,668,513)</u>	<u>(1,084,455)</u>
Balance at end of period	<u>\$ 311,059</u>	<u>\$ 2,744,132</u>

BAY COMMERCIAL BANK
NOTES TO FINANCIAL STATEMENTS
(Continued)

5. ALLOWANCE FOR LOAN LOSSES

The following table summarizes the Bank's allowance for loan losses for the year ended December 31, 2016 and 2015 by loan product and collateral type:

2016	<u>Commercial</u>	<u>Construction and Land</u>	<u>Commercial Real Estate</u>	<u>Residential</u>	<u>Consumer</u>	<u>Unallocated</u>	<u>Total</u>
Allowance for loan losses:							
Beginning balance	\$ 1,418,000	\$ 212,000	\$ 1,735,000	\$ 131,000	\$ 3,000	\$ 351,000	\$ 3,850,000
Charge-offs	(490,401)	-	(250,063)	-	-	-	(740,464)
Recoveries	54,641	-	-	-	12,359	-	67,001
Provision	28,760	75,000	620,063	20,000	(11,359)	(134,000)	598,463
Ending balance	<u>\$ 1,011,000</u>	<u>\$ 287,000</u>	<u>\$ 2,105,000</u>	<u>\$ 151,000</u>	<u>\$ 4,000</u>	<u>\$ 217,000</u>	<u>\$ 3,775,000</u>
Allowance for loan loss related to:							
Loans individually evaluated for impairment	\$ 45,500	\$ -	\$ -	\$ -	\$ -	\$ -	\$ 45,500
Loans collectively evaluated for impairment	965,500	287,000	2,105,000	151,000	4,000	217,000	3,729,500
PCI loans	-	-	-	-	-	-	-
Balance of loans:							
Individually evaluated for impairment	458,367	-	631,640	-	-	-	1,090,007
Collectively evaluated for impairment	70,527,628	19,745,484	377,765,285	30,498,059	1,316,571	-	499,853,027
PCI loans	107,283	-	5,881,388	1,418,541	-	-	7,407,212
Balance of loans collectively evaluated for impairment	<u>70,634,911</u>	<u>19,745,484</u>	<u>383,646,673</u>	<u>31,916,600</u>	<u>1,316,571</u>	<u>-</u>	<u>507,260,239</u>
Total	<u>\$ 71,093,278</u>	<u>\$ 19,745,484</u>	<u>\$ 384,278,313</u>	<u>\$ 31,916,600</u>	<u>\$ 1,316,571</u>	<u>\$ -</u>	<u>\$ 508,350,246</u>
2015	<u>Commercial</u>	<u>Construction and Land</u>	<u>Commercial Real Estate</u>	<u>Residential</u>	<u>Consumer</u>	<u>Unallocated</u>	<u>Total</u>
Allowance for loan losses:							
Beginning balance	\$ 1,328,000	\$ 282,000	\$ 520,000	\$ 277,000	\$ 3,000	\$ 90,000	\$ 2,500,000
Charge-offs	(95,042)	-	-	-	(12,959)	-	(108,001)
Recoveries	46,001	-	-	-	-	-	46,001
Provision	139,041	(70,000)	1,215,000	(146,000)	12,959	261,000	1,412,000
Ending balance	<u>1,418,000</u>	<u>212,000</u>	<u>1,735,000</u>	<u>131,000</u>	<u>3,000</u>	<u>351,000</u>	<u>3,850,000</u>
Allowance for loan loss related to:							
Loans individually evaluated for impairment	\$ -	\$ -	\$ -	\$ -	\$ -	\$ -	\$ -
Loans collectively evaluated for impairment	1,418,000	212,000	1,735,000	131,000	3,000	351,000	3,850,000
PCI loans	-	-	-	-	-	-	-
Balance of loans:							
Individually evaluated for impairment	333,676	-	2,020,641	-	-	-	2,354,317
Collectively evaluated for impairment	70,798,925	19,217,128	333,044,999	28,163,585	966,786	-	452,191,423
PCI loans	247,708	-	8,166,700	1,439,551	-	-	9,853,959
Balance of loans collectively evaluated for impairment	<u>71,046,633</u>	<u>19,217,128</u>	<u>341,211,699</u>	<u>29,603,136</u>	<u>966,786</u>	<u>-</u>	<u>462,045,382</u>
Total	<u>\$ 71,380,309</u>	<u>\$ 19,217,128</u>	<u>\$ 343,232,340</u>	<u>\$ 29,603,136</u>	<u>\$ 966,786</u>	<u>\$ -</u>	<u>\$ 464,399,699</u>

BAY COMMERCIAL BANK
NOTES TO FINANCIAL STATEMENTS
(Continued)

6. PREMISES AND EQUIPMENT

Premises and equipment consisted of the following at December 31, 2016 and 2015:

	2016	2015
Furniture, fixtures and equipment	\$ 2,280,082	\$ 2,257,478
Leasehold improvements	1,171,573	1,037,669
Less accumulated depreciation and amortization	(2,345,625)	(1,904,586)
Total premises and equipment, net	\$ 1,106,030	\$ 1,390,561

Depreciation and amortization included in occupancy and equipment expense total \$498,751 for the year ended December 31, 2016 and \$487,345 for the year ended December 31, 2015.

The Bank leases its branches and administration office under noncancelable operating leases. These leases expire on various dates through 2023. All leases have options to renew for five years. Future minimum lease payments are as follows:

Year Ending December 31,	
2017	\$ 1,281,311.60
2018	1,202,806
2019	1,094,089
2020	819,434
2021	591,843
Thereafter	728,759
Total	\$ 5,718,243

Rental expense included in occupancy and equipment expense totals \$1,409,881 and \$1,395,798 for the years ended December 31, 2016 and 2015, respectively.

7. OTHER REAL ESTATE OWNED

Other real estate owned as of December 31, 2016 and 2015 consisted of the following:

	2016	2015
Commercial real estate	\$ 954,000	\$ -
Valuation allowance	(179,000)	-
Total	\$ 775,000	\$ -

As of December 31, 2016 and 2015, there were no loans in the process of foreclosure.

BAY COMMERCIAL BANK
NOTES TO FINANCIAL STATEMENTS
(Continued)

8. DEPOSITS

Deposits consisted of the following at December 31, 2016 and 2015:

	2016	2015
Demand deposits	\$ 128,696,712	\$ 152,012,575
NOW accounts and Savings	53,185,696	53,981,517
Money market	247,732,437	210,522,820
Time – less than \$250,000	80,808,465	73,539,294
Time – \$250,000 or more	80,335,450	53,247,628
Total deposits	<u>\$ 590,758,760</u>	<u>\$ 543,303,834</u>

At December 31, 2016 and 2015, the weighted average stated rate is 0.63% and 0.51%, respectively. At December 31, 2016, approximately \$96.9 million, or 16.4 %, of the Bank's deposits are derived from ten (10) depositors. At December 31, 2015, approximately \$71.5 million, or 13.2%, of the Bank's deposits are derived from ten (10) depositors.

The Bank accepts deposits related to real estate transactions qualifying under the Internal Revenue Code Section 1031, Tax Deferred Exchanges. These deposits fluctuate as the sellers of real estate have up to six months to invest in replacement real estate to defer the income tax on the property sold. The Bank also accepts deposits related to business escrow services. Deposits related to these activities total \$14.5 million and \$27.7 million at December 31, 2016 and 2015, respectively. Average deposit balances for these activities totaled \$20.1 million and \$11.9 million during 2016 and 2015, respectively.

At December 31, 2016, aggregate annual maturities of time deposits are as follows:

Year Ending December 31,

2017	\$ 134,356,976
2018	19,311,791
2019	5,681,902
2020	400,600
2021	1,392,646
	<u>\$ 161,143,915</u>

Interest expense, net of early withdrawal penalty, recognized on interest-bearing deposits for the years ended December 31, 2016 and 2015 consists of the following:

	2016	2015
NOW accounts and savings	\$ 98,179	\$ 90,686
Money market	1,499,262	1,257,911
Time-less than \$250,000	1,113,745	1,115,729
Time-\$250,000 or more	760,020	670,536
Total	<u>\$ 3,471,205</u>	<u>\$ 3,134,862</u>

BAY COMMERCIAL BANK
NOTES TO FINANCIAL STATEMENTS
(Continued)

9. OTHER BORROWINGS

Other borrowings for the period ending and as of December 31, 2016 and 2015 are as follows:

	<u>2016</u>	<u>2015</u>
Outstanding balance	\$ -	\$ -
Interest rate	0.00%	0.00%
Average balance	\$ 76,503	\$ 991,780
Average interest rate	0.57%	0.53%
Maximum balance	\$ 26,000,000	\$ 6,000,000

The Bank has an approved secured borrowing facility with the FHLB for up to 25% of total assets for a term not to exceed five years under a blanket lien of certain types of loans. There were no outstanding borrowings under this facility at December 31, 2016 and December 31, 2015.

The Bank has two Federal Funds lines with available commitments totaling \$20.0 million with two correspondent banks. There are no amounts outstanding under these facilities at December 31, 2016 and 2015.

10. INCOME TAXES

Income taxes expense for the years ended December 31, 2016 and 2015 are as follows:

	<u>2016</u>		<u>2015</u>	
	<u>Federal</u>	<u>State</u>	<u>Federal</u>	<u>State</u>
Current income taxes	\$ 2,060,195	\$ 676,618	\$ 5,391,089	\$ 1,296,707
Deferred income taxes, net	1,221,788	476,899	(4,111,859)	(864,707)
Total provision for income taxes	<u>\$ 3,281,983</u>	<u>\$ 1,153,517</u>	<u>\$ 1,279,230</u>	<u>\$ 432,000</u>

The provision for income tax differs from the amounts computed by applying the statutory Federal and State income tax rates.

BAY COMMERCIAL BANK
NOTES TO FINANCIAL STATEMENTS

(Continued)

The significant items comprising these differences for the years ended December 31, 2016 and 2015 consist of the following:

	2016		2015	
	Amount	Rate %	Amount	Rate %
Federal statutory tax rate	\$ 3,518,128	34.00%	\$ 3,115,649	34.00%
State statutory tax rate, net of				
Federal effective tax rate	726,630	7.02%	655,203	7.15%
Tax exempt interest	(13,482)	-0.13%	(29,410)	-0.32%
Bank owned life insurance	(72,686)	-0.70%	(68,246)	-0.74%
Bargain purchase gain	-	0.00%	(2,226,215)	-24.29%
Acquisition expenses	-	0.00%	41,150	0.45%
Other	276,910	2.68%	223,099	2.43%
Total income tax expense	<u>\$ 4,435,500</u>	<u>42.86%</u>	<u>\$ 1,711,230</u>	<u>18.67%</u>

Deferred tax assets at December 31, 2016 and 2015, included as a component of other assets in the Statement of Financial Condition, consisted of the following:

Deferred tax assets, net of liabilities:	2016	2015
Net operating loss carryforward	\$ 4,572,719	\$ 5,002,599
Mark to market adjustments	1,999,993	3,267,413
Amortization of start up costs	206,310	236,138
Write down of OREO	-	-
Allowance for loan losses	1,553,579	1,584,444
Deferred loan fees net of costs	-	88,548
Stock based compensation	3,864	2,006
FHLB stock dividend	(117,397)	(117,356)
Unrealized gain on AFS securities	(25,849)	357,308
Salary continuation plan	1,299,037	1,301,638
Other	511,400	362,762
Total deferred tax assets	<u>\$ 10,003,656</u>	<u>\$ 12,085,500</u>

The utilization of the net operating losses is subject to an annual limit pursuant to Section 382 of the Internal Revenue Code. The amount of the annual limitations for Federal and California Franchise Tax purpose is \$1.1 million and begins expiring in 2028. As of December 31, 2016 and 2015, there is no valuation allowance based on management's estimate that the Bank will more likely than not be able to utilize all of the deferred tax assets prior to expiration. At December 31, 2016, Federal net operating losses included in the deferred tax asset totaled \$10.9 million and California net operating losses totaled \$14.2 million.

The Bank files income tax returns in the U.S. federal jurisdiction and in California. The Bank's policy is to recognize penalties and interest as income tax expense.

BAY COMMERCIAL BANK
NOTES TO FINANCIAL STATEMENTS
(Continued)

11. COMMITMENTS AND CONTINGENCIES

Lending and Letter of Credit Commitments

In the normal course of business, the Bank enters into various commitments to extend credit which are not reflected in the financial statements. These commitments consist of the undisbursed balance on personal and commercial lines of credit and of undisbursed funds on construction and development loans. At December 31, 2016 and 2015, undisbursed commitments total \$68,853,000 and \$92,358,000, respectively. In addition, at December 31, 2016 and 2015, the Bank has issued standby letter of credit commitments, primarily issued for 3rd party performance obligations of Bank clients totaling \$30,500 and \$5,724,000, respectively, of which zero was outstanding at both December 31, 2016 and December 31, 2015.

The actual liquidity needs or the credit risk that the Bank will experience will be lower than the contractual amount of commitments to extend credit because a significant portion of these commitments are expected to expire without being drawn upon. The Bank's outstanding loan commitments are made using the same underwriting standards as comparable outstanding loans. As of December 31, 2016 and 2015, the reserve associated with these commitments is \$280,000, for both years.

Local Agency Deposits

In the normal course of business, the Bank accepts deposits from local agencies. The Bank is required to provide collateral for certain local agency deposits. As of December 31, 2016 and 2015, the FHLB issued a letter of credit on behalf of the Bank totaling \$10,000,000 for both years, as collateral for local agency deposits.

Litigation and Legal Claims

In the normal course of business, the Bank may be subject to claims and lawsuits. It is the opinion of management that the disposition or ultimate resolution of such claims and lawsuits, if any, will not have a material adverse effect on the financial position of the Bank.

12. EMPLOYEE BENEFIT PLANS

401(k) Plan

Effective January 1, 2005, the Bank adopted a qualified 401(k) profit sharing plan (401(k) Plan) that covers substantially all full-time employees. The 401(k) Plan permits voluntary contributions by participants and provides for voluntary matching contributions by the Bank. For the years ended December 31, 2016 and 2015 the Bank made contributions to the plan of \$258,500 and \$210,300, respectively.

Salary Continuation Plan

In 2015, the Bank acquired a salary continuation plan for two former VCB executive officers through the VCB merger agreement. This liability was fully vested and accrued for at the acquisition date. Accordingly, there is no on-going expense related to this continuation plan.

In 2014, the Bank implemented a salary continuation plan for one executive officer. Under this agreement, the Bank is obligated to provide the executive, or his designated beneficiaries, with annual benefits for fifteen years after retirement or death. These benefits are substantially equivalent to those available under insurance policies purchased by the Bank on the life of the executive. The estimated present value of these future benefits are accrued over the period from the effective date of the agreement until the executives expected retirement date.

BAY COMMERCIAL BANK
NOTES TO FINANCIAL STATEMENTS

(Continued)

The expense recognized under the 2014 salary continuation agreement totaled \$171,100 and \$216,000 for the years ended December 31, 2016 and 2015, respectively and are included in salaries and employee benefits expense in the income statement.

In connection with these agreements, the Bank holds single premium life insurance policies with a cash surrender value totaling \$6,470,161 and \$6,248,652 at December 31, 2016 and 2015, respectively. A total of \$3,100,476 was acquired through the merger with VCB in 2015. Income from these policies totaled \$213,781 and \$165,848, respectively, for the years ended December 31, 2016 and 2015, and is included in other non-interest income in the income statement.

13. EQUITY INCENTIVE PLANS

2014 Omnibus Equity Incentive Plan

In 2014, the shareholders approved the Omnibus Equity Incentive Plan (Plan) at the 2014 Annual Meeting. The Plan provides for the awarding by the Bank's Board of Directors of equity incentive awards to employees and non-employee directors. An equity incentive award may be an option, stock appreciation rights, restricted stock units, stock award, other stock-based award or performance award granted under the Plan. Factors considered by the Board in awarding equity incentives to officers and employees include the performance of the Bank, the employee's or officer's job performance, the importance of his or her position, and his or her contribution to the organization's goals for the award period. Generally, awards are restricted and have a vesting period of not longer than ten years. Subject to adjustment as provided in the Plan, the maximum number of shares of Common Stock that may be delivered pursuant to awards granted under the Plan is 300,000.

As of December 31, 2016 and 2015, pursuant to the Plan, 120,462 and 109,668 shares, respectively, of restricted common stock were granted to officers and directors. The shares have vesting periods between three and five years. A total of 27,066 and 24,791 shares have vested during 2016 and 2015 respectively. The following table provides the restricted stock grant activity for 2016 and 2015:

	2016		2015	
	Number of Shares	Weighted Average Grant Date Fair Value	Number of Shares	Weighted Average Grant Date Fair Value
Unvested shares at beginning of the year	84,877	\$ 11.09	95,796	\$ 10.96
Granted	12,794	13.25	13,872	11.75
Vested	(27,066)	11.04	(24,791)	10.96
Forfeited/expired	(2,000)	10.96	-	-
Unvested shares at end of the year	68,605	\$ 11.51	84,877	\$ 11.09

As of December 31, 2016, unvested shares totaling 68,605 vest over a weighted average period of two and a half years. For the year ended December 31, 2016 and 2015, the total fair value of vested restricted stock was \$332,900 and \$292,200, respectively.

As of December 31, 2016 and 2015, compensation related expenses totaling \$334,565 and \$304,320, respectively, were recorded and unrecognized compensation expenses related to non-vested stock was \$512,100 and \$795,400, respectively. The total tax benefit related to restricted stock grants was \$137,700 and \$125,000 during 2016 and 2015, respectively.

BAY COMMERCIAL BANK
NOTES TO FINANCIAL STATEMENTS
(Continued)

2004 Stock Option Plan

The 2004 Stock Option Plan (Stock Option Plan) expired in 2014. No stock options were granted in 2016 or 2015. As of December 31, 2016, no options remain outstanding compared and a total of 52,988 options outstanding as of December 31, 2015 were either exercised or expired in 2016. In 2016, options to acquire 38,331 shares of common stock were exercised.

The following table provides the stock option activity for the year ending December 31, 2016 and 2015:

	2016		2015	
	Number of Shares	Weighted Average Exercise Price	Number of Shares	Weighted Average Exercise Price
Balance at beginning of the year	52,988	\$ 9.77	64,488	\$ 9.40
Granted	-	-	-	-
Exercised	(38,331)	9.68	(10,000)	7.05
Terminated	-	-	-	-
Expired	(14,657)	10.00	(1,500)	11.83
Balance at end of the year	-	\$ -	52,988	\$ 9.77

The following table provides the weighted-average fair and intrinsic values, and the weighted average remaining contractual life for stock option activity as of and for the years ending December 31, 2016 and 2015:

	2016	2015
Weighted-average fair value of options granted during the year	\$ -	\$ -
Intrinsic value of options exercised	\$ 177,100	\$ 48,000
Options exercisable at year end:	-	52,988
Weighted-average exercise price	\$ -	\$ 9.77
Intrinsic value	\$ -	\$ 184,461
Weighted-average remaining contractual life	\$ -	.8 years
Options outstanding at year end:	-	52,988
Weighted-average exercise price	\$ -	\$ 9.77
Intrinsic value	\$ -	\$ 184,461
Weighted-average remaining contractual life	\$ -	.8 years

As of December 31, 2016, there is no unrecognized compensation cost related to stock options. No tax benefits related to non-qualified stock options were recorded during 2016 and 2015.

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14. REGULATORY MATTERS

Dividends

The California Financial Code restricts the total dividend payment of any state banking association in any calendar year to the lesser of the Bank's retained earnings or the Bank's net income for its last three fiscal years, less distributions made to shareholders during the same three-year period. At December 31, 2016, \$18.5 million is free from such restrictions.

Regulatory Capital

The Bank is subject to certain regulatory capital requirements administered by federal and state banking agencies. Failure to meet these minimum capital requirements can initiate certain mandatory and possibly additional discretionary, actions by regulators that, if undertaken, could have a direct material effect on the Bank's financial statements. Under capital adequacy guidelines and the regulatory framework for prompt corrective action, the Bank must meet specific capital guidelines that involve quantitative measures of the Bank's assets, liabilities and certain off-balance-sheet items as calculated under regulatory accounting practices. The Bank's capital amounts and classification are also subject to qualitative judgments by the regulators about components, risk weightings and other factors.

Quantitative measures established by regulation to ensure capital adequacy require the Bank to maintain minimum amounts and ratios of total and Tier 1 capital to risk-weighted assets and of Tier 1 capital to average assets. Each of these components is defined in the regulations. As of December 31, 2016 and 2015, management believes that the Bank meets all its capital adequacy requirements. The Bank received notification from the FDIC categorizing the Bank as Well Capitalized under the framework of prompt corrective action regulations.

To be categorized as well capitalized, the Bank must maintain minimum total risk-based, Tier 1 risk-based, Common Equity Tier 1 and Tier 1 leverage ratios as set forth below.

<i>(Dollars in Thousands)</i>	2016		2015	
	Dollars	Ratio	Dollars	Ratio
<u>Leverage Ratio</u>				
Bay Commercial Bank	\$ 72,937	10.6%	\$ 66,628	10.6%
Minimum requirement for "Well-Capitalized"	34,327	5.0%	31,466	5.0%
Minimum regulatory requirement	27,461	4.0%	25,173	4.0%
<u>Common Equity Tier 1 Ratio</u>				
Bay Commercial Bank	\$ 72,937	13.4%	\$ 66,628	13.3%
Minimum requirement for "Well-Capitalized"	35,298	6.5%	32,560	6.5%
Minimum regulatory requirement	24,437	4.5%	22,541	4.5%
<u>Tier 1 Risk-Based Capital Ratio</u>				
Bay Commercial Bank	\$ 72,937	13.4%	\$ 66,628	13.3%
Minimum requirement for "Well-Capitalized"	43,444	8.0%	40,074	8.0%
Minimum regulatory requirement	32,583	6.0%	30,055	6.0%
<u>Total Risk-Based Capital Ratio</u>				
Bay Commercial Bank	\$ 76,992	14.2%	\$ 70,758	14.1%
Minimum requirement for "Well-Capitalized"	54,305	10.0%	50,092	10.0%
Minimum regulatory requirement	43,444	8.0%	40,074	8.0%

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On July 2, 2013, the federal banking regulators approved the final proposed rules that revise the regulatory capital ratios to incorporate certain revisions by the Basel Committee on Banking Supervision to the Basel capital framework ("BASEL III"). The phase-in period for the final rules began on January 1, 2015, with full compliance with the final rules entire requirement phase in by January 1, 2019. The final rules, among other things, include a new common equity Tier 1 capital ("CET1") to risk-weighted assets ratio, including a capital conservation buffer, which increases from 4.5% this year to 7.0% on January 1, 2019. The final rules also raise the minimum ratio of Tier 1 capital to risk-weighted assets from currently 6.0% to 8.5% on January 1, 2019, as well as require minimum leverage ratio of 4.0%. The increase in the capital conservation buffer for 2016 is 0.625%. The net unrealized gain or loss on available-for-sale securities is not included in the computation of regulatory capital.

15. RELATED PARTY TRANSACTIONS

In the ordinary course of business, the Bank may enter into transactions with related parties, including Directors, shareholders, officers and their associates. These transactions include borrowings from the Bank with substantially the same terms, including rates and collateral, as loans to unrelated parties and do not involve more than normal risk of collection.

The following is a summary of the aggregate loan activity involving related party borrowers for the years ending December 31, 2016 and 2015:

	2016	2015
Balance, beginning	\$ 9,377,635	\$ 7,415,140
Disbursements	1,069,433	2,405,601
Amounts repaid	(585,643)	(443,107)
Balance, ending	<u>\$ 9,861,424</u>	<u>\$ 9,377,635</u>
Undisbursed commitments to related parties	<u>\$ 500,000</u>	<u>\$ 2,150,000</u>
Letters of credit issued for related parties	<u>\$ -</u>	<u>\$ 501,614</u>

At December 31, 2016 and 2015, the Bank's deposits included deposits from related parties which total approximately \$16.8 million and \$15.9 million, respectively.

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NOTES TO FINANCIAL STATEMENTS
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16. OTHER EXPENSES

For the years ended December 31, 2016 and 2015, respectively, other expenses consist of the following:

	2016	2015
Professional fees	\$ 700,434	\$ 782,213
Insurance including FDIC Premiums	349,072	364,020
Stationery and supplies	288,702	378,769
Marketing and promotions	269,576	297,974
Communication and postage	219,298	243,429
Director fees	180,800	174,600
Write-down and net loss on OREO	179,000	249,566
Courier expense	81,948	74,627
Bank service charges	80,812	88,127
Loan default related expenses	(174,026)	101,482
Other	246,774	496,429
Total other expenses	\$ 2,422,389	\$ 3,251,236

The Bank expenses marketing and promotions costs as they are incurred. Advertising expense, included in marketing and promotions, total \$59,000 and \$99,000 for the years ended December 31, 2016 and 2015, respectively.

17. FAIR VALUE OF FINANCIAL INSTRUMENTS

The following tables present information about the Bank's assets and liabilities measured at fair value as of December 31, 2016 and 2015, and the fair value techniques used to determine such fair value. The fair value hierarchy prioritizes the inputs to valuation techniques used to measure fair value into three broad levels (Level 1, Level 2, and Level 3).

Level 1 - Inputs are unadjusted quoted prices in active markets (as defined) for identical assets or liabilities that the reporting entity has the ability to access at the measurement date.

Level 2 - Inputs are inputs other than quoted prices include quoted prices for similar assets and liabilities in active markets, and inputs other than quoted prices that are observable for the asset or liability such as interest rates and yield curves that are observable at commonly quoted intervals.

Level 3 - Inputs are unobservable inputs for the asset or liability, and include situations where there is little, if any, market activity for the asset or liability.

In certain cases, the inputs used to measure fair value may fall into different levels of the hierarchy. In such cases, the lowest level of inputs that is significant to the measurement is used for to determine the hierarch for the entire asset or liability. Transfers between levels of the fair value hierarchy are recognized on the actual date of the event or circumstances that caused the transfer, which generally coincides with our quarterly valuation process. There were no transfers between levels during 2016 or 2015.

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The following assets are measured at fair value on a recurring basis:

Description of Financial Instruments:	As of December 31, 2016			
	<u>Total</u>	<u>Level 1</u>	<u>Level 2</u>	<u>Level 3</u>
Municipal securities	\$ 4,081,199	\$ -	\$ 4,081,199	\$ -
Mortgage-backed securities	1,683,550	-	1,683,550	-
Collateralized mortgage obligations	1,769,817	-	1,769,817	-
U.S. Government Agencies	5,376,463	-	5,376,463	-
U.S. Treasury	1,006,249	-	1,006,249	-
Total at fair value	<u>\$ 13,917,278</u>	<u>\$ -</u>	<u>\$13,917,278</u>	<u>\$ -</u>

Description of Financial Instruments:	As of December 31, 2015			
	<u>Total</u>	<u>Level 1</u>	<u>Level 2</u>	<u>Level 3</u>
Municipal securities	\$ 5,159,750	\$ -	\$ 5,159,750	\$ -
Mortgage-backed securities	2,228,527	-	2,228,527	-
Collateralized mortgage obligations	2,824,465	-	2,824,465	-
U.S. Government Agencies	12,372,394	-	12,372,394	-
U.S. Treasury	1,029,378	-	1,029,378	-
Total at fair value	<u>\$ 23,614,514</u>	<u>\$ -</u>	<u>\$23,614,514</u>	<u>\$ -</u>

There were no assets measured at fair value on a non-recurring basis as of December 31, 2015.

The following table presents the recorded amount of assets measured at fair value on a non-recurring basis as of December 31, 2016:

2016	<u>Fair Value</u>	Fair Value Measure		
		<u>Level 1</u>	<u>Level 2</u>	<u>Level 3</u>
Other real estate owned	\$ 775,000	\$ -	\$ -	\$ 775,000
Total impaired assets measured at fair value	<u>\$ 775,000</u>	<u>\$ -</u>	<u>\$ -</u>	<u>\$ 775,000</u>

The Bank does not record loans at fair value on a recurring basis. However, from time to time, a loan may be considered impaired and an allowance for loan losses is established. Loans for which it is probable that payment of interest and principal will not be made in accordance with the contractual terms of the loan agreement are considered impaired. The fair value of impaired loans is estimated using one of several methods, including collateral value, market value of similar debt, enterprise value, liquidation value and discounted cash flows. Those impaired loans not requiring an allowance represent loans for which the fair value of the expected repayments or collateral exceed the recorded investments in such loans. When the fair value of the collateral is based on an observable market price or a current appraised value which uses substantially observable data, the Bank records the impaired loan as non-recurring Level 2. When an appraised value is not available or management determines the fair value of the collateral is further impaired below the appraised value or the appraised value contains a significant assumption, and there is no observable market price, the Bank records the impaired loan as non-recurring Level 3.

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The Bank records OREO at fair value on a non-recurring basis based on the collateral value of the property. When the fair value of the collateral is based on an observable market price or a current appraised value which uses substantially observable data, the Bank records the OREO as non-recurring Level 2. When an appraised value is not available or management determines the fair value of the collateral is further impaired below the appraised value or the appraised value contains a significant assumption, and there is no observable market price, the Bank records the impaired loan as non-recurring Level 3. Adjustments are routinely made in the appraisal process by the appraisers to adjust for differences between the comparable sales and income data available. Management also incorporates assumptions regarding market trends or other relevant factors and selling and commission costs ranging from 5% to 7%. Such adjustments and assumptions are typically significant and result in a Level 3 classification of the inputs for determining fair value.

The following methods and assumptions were used to estimate the fair value disclosure for financial instruments:

Cash and cash equivalents - Cash and cash equivalents include cash and due from banks, interest bearing deposits in banks, and Fed funds sold, and are valued at their carrying amounts because of the short-term nature of these instruments.

Interest bearing deposits in banks - Interest bearing deposits in banks are valued based on quoted interest rates for comparable instruments with similar remaining maturities.

Investment Securities - The fair value of available of sale securities are based on quoted market prices, where available. If quoted market prices are not available, fair values are estimated using quoted market prices for similar securities and indications of value provides by brokers.

Other equity securities - The carrying value of the FHLB and FRB stock approximates the fair value because the stock is redeemable at par.

Loans - Loans with variable interest rates are valued at the current carrying value, because these loans are regularly adjusted to market rates. The fair value of fixed rate with remaining maturities in excess of one year is estimated by discounting the future cash flows using current rates at which similar loans would be made to borrowers with similar credit ratings for the same remaining maturities. The allowance for loan losses is considered to be a reasonable estimate of the loan discount related to credit risk.

Accrued interest receivable and payable - The accrued interest receivable and payable balance approximates its fair value.

Deposits - The fair value of non-interest bearing deposits, interest bearing transaction accounts and savings accounts is the amount payable on demand at the reporting date. The fair value of time deposits is estimated by discounting the future cash flows using current rates offered for deposits of similar remaining maturities.

Other borrowings - The fair value is estimated by discounting the future cash flows using current rates offered for similar borrowings. The discount rate is equal to the market rate of currently offered similar products.

Undisbursed loan commitments and standby letters of credit - The fair value of the off-balance sheet items are based on discounted cash flows of expected fundings.

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NOTES TO FINANCIAL STATEMENTS
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The carrying amounts and fair values of the Bank's financial instruments at December 31, 2016 and 2015 are presented below.

<u>2016</u>	Carrying <u>Amount</u>	Fair <u>value</u>	Fair value measurements		
			<u>Level 1</u>	<u>Level 2</u>	<u>Level 3</u>
Financial Assets:					
Cash and cash equivalents	\$ 128,684,416	\$ 128,684,416	\$ 128,684,416	\$ -	\$ -
Interest bearing deposits in banks	1,529,000	1,529,000	1,529,000	-	-
Investment securities	13,917,278	13,917,278	-	13,917,278	-
Other equity securities	3,922,200	3,922,200	-	3,922,200	-
Loans, net	504,264,026	504,623,767	-	-	504,623,767
Accrued interest receivable	1,481,071	1,481,071	-	1,481,071	-
Financial Liabilities:					
Accrued interest payable	87,381	87,381	-	87,381	-
Deposits	590,758,760	591,067,463	429,901,660	161,165,803	-
Off-balance sheet liabilities:					
Undisbursed loan commitments	-	280,000	-	-	280,000
<u>2015</u>	Carrying <u>Amount</u>	Fair <u>value</u>	Fair value measurements		
			<u>Level 1</u>	<u>Level 2</u>	<u>Level 3</u>
Financial Assets:					
Cash and cash equivalents	\$ 108,171,768	\$ 108,171,768	\$ 108,171,768	\$ -	\$ -
Interest bearing deposits in banks	3,219,000	3,219,000	3,219,000	-	-
Investment securities	23,614,514	23,614,514	-	23,614,514	-
Other equity securities	3,845,900	3,845,900	-	3,845,900	-
Loans, net	460,207,614	460,780,462	-	-	460,780,462
Accrued interest receivable	1,502,290	1,502,290	-	1,502,290	-
Financial Liabilities:					
Accrued interest payable	69,012	69,012	-	69,012	-
Deposits	543,303,834	543,907,580	416,534,719	127,372,861	-
Off-balance sheet liabilities:					
Undisbursed loan commitments	-	280,000	-	-	280,000