

VALASSIS COMMUNICATIONS INC  
Form DEF 14A  
April 05, 2005  
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UNITED STATES  
SECURITIES AND EXCHANGE COMMISSION  
Washington, D.C. 20549

**SCHEDULE 14A**

**Proxy Statement Pursuant to Section 14(a) of the  
Securities Exchange Act of 1934  
(Amendment No. )**

Filed by the Registrant

Filed by a Party other than the Registrant

Check the appropriate box:

- Preliminary Proxy Statement
- Confidential, for Use of the Commission Only (as permitted by Rule 14a-6(e)(2))**
- Definitive Proxy Statement
- Definitive Additional Materials
- Soliciting Material Pursuant to §240.14a-12

**Valassis Communications, Inc.**

(Name of Registrant as Specified In Its Charter)

(Name of Person(s) Filing Proxy Statement, if other than the Registrant)

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Payment of Filing Fee (Check the appropriate box):

- No fee required.
- \$125 per Exchange Act Rules 0-11(c)(1)(ii), 14a-6(i)(2) or Item 22(a)(2) of Schedule 14A.
- Fee computed on table below per Exchange Act Rules 14a-6(i)(1) and 0-11.

(1) Title of each class of securities to which transaction applies:

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(2) Aggregate number of securities to which transaction applies:

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(3) Per unit price or other underlying value of transaction computed pursuant to Exchange Act Rule 0-11 (set forth the amount on which the filing fee is calculated and state how it was determined):

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(4) Proposed maximum aggregate value of transaction:

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(5) Total fee paid:

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Fee paid previously with preliminary materials.

Check box if any part of the fee is offset as provided by Exchange Act Rule 0-11(a)(2) and identify the filing for which the offsetting fee was paid previously. Identify the previous filing by registration statement number, or the Form or Schedule and the date of its filing.

(1) Amount Previously Paid:

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(2) Form, Schedule or Registration Statement No.:

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(3) Filing Party:

(4) Date Filed:

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**VALASSIS COMMUNICATIONS, INC.**

**19975 VICTOR PARKWAY**

**LIVONIA, MI 48152**

**NOTICE OF ANNUAL MEETING OF STOCKHOLDERS**

**AND PROXY STATEMENT**

**TO BE HELD MAY 10, 2005**

The Annual Meeting of Stockholders of Valassis Communications, Inc. ( Valassis or the Company ) will be held at Valassis Corporate Headquarters, 19975 Victor Parkway, Livonia, Michigan 48152 on the 10th day of May, 2005, at 9:00 a.m. (Eastern Daylight Time), to:

- (1) elect nine directors to the Company's Board of Directors to hold office until the next Annual Meeting of Stockholders or until their respective successors shall have been duly elected and qualified;
- (2) adopt the Company's 2005 Executive Restricted Stock Plan;
- (3) adopt the Company's 2005 Employee and Director Restricted Stock Award Plan;
- (4) ratify the selection of Deloitte & Touche LLP as independent auditors for the Company for the 2005 fiscal year; and
- (5) transact such other business as may properly come before the Annual Meeting or any adjournment or adjournments thereof.

The Board of Directors has fixed the close of business on March 21, 2005 as the record date for the determination of the stockholders of the Company entitled to notice of and to vote at the Annual Meeting of Stockholders. Each share of the Company's Common Stock is entitled to one vote on all matters presented at the Annual Meeting.

ALL HOLDERS OF THE COMPANY'S COMMON STOCK (WHETHER THEY EXPECT TO ATTEND THE ANNUAL MEETING OR NOT) ARE REQUESTED TO COMPLETE, SIGN, DATE AND RETURN PROMPTLY THE PROXY CARD ENCLOSED WITH THIS NOTICE.

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By Order of the Board of Directors,

BARRY P. HOFFMAN  
Secretary

April 5, 2005

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**VALASSIS COMMUNICATIONS, INC.**

**PROXY STATEMENT**

**ANNUAL MEETING OF STOCKHOLDERS**

**TO BE HELD MAY 10, 2005**

**INTRODUCTION**

This Proxy Statement is being furnished to stockholders of record of Valassis Communications, Inc. ( Valassis or the Company ) as of March 21, 2005 ( Record Date ), in connection with the solicitation by the Board of Directors of Valassis of proxies for the 2005 Annual Meeting of Stockholders ( Annual Meeting ) to be held at Valassis Corporate Headquarters, 19975 Victor Parkway, Livonia, Michigan 48152 on May 10, 2005 at 9:00 a.m. (Eastern Daylight Time), or at any and all adjournments thereof, for the purposes stated in the Notice of Annual Meeting. The approximate date of mailing of this Proxy Statement and the enclosed form of proxy is April 5, 2005.

**ABOUT THE MEETING**

***What is the purpose of the annual meeting?***

At the Annual Meeting, shareholders will act upon the matters outlined in the notice of meeting on the cover page of this proxy statement, including the election of directors, adopting two new restricted stock plans and the ratification of the Company's independent auditors.

***Who is entitled to vote at the meeting?***

Only shareholders of record at the close of business on March 21, 2005, the record date for the meeting (the Record Date ), are entitled to receive notice of and to participate in the Annual Meeting. If you were a shareholder of record on that date, you will be entitled to vote all of the shares that you held on that date at the meeting, or any postponements or adjournments of the meeting.

***What are the voting rights of the holders of Valassis Common Stock?***

Each outstanding share of the Common Stock, par value \$.01 per share ( Common Stock ), of the Company on the Record Date will be entitled to one vote on each matter considered at the meeting.

***Who can attend the meeting?***

All shareholders as of the Record Date, or their duly appointed proxies, may attend the meeting, and each may be accompanied by one guest. Registration will begin at 8:00 a.m., and seating will begin at 8:30 a.m. If you attend, please note that you may be asked to present valid picture identification, such as a driver's license or passport.

Please also note that if you hold your shares in street name (that is, through a broker or other nominee), you will need to bring a copy of a brokerage statement reflecting your stock ownership as of the Record Date and check in at the registration desk at the meeting.

***What constitutes a quorum?***

The presence at the meeting, in person or by proxy, of the holders of a majority of the shares of Common Stock, issued and outstanding on the Record Date will constitute a quorum. As of the Record Date, the Company had 50,598,260 shares of Common Stock outstanding. Thus, the presence of the holders of Common Stock representing at least 25,299,131 votes will be required to establish a quorum.

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Proxies received but marked as abstentions and broker non-votes will be included in the calculation of the number of votes considered to be present at the meeting.

### ***How do I vote?***

If you complete and properly sign the accompanying proxy card and return it to the Company, it will be voted as you direct. If you are a registered shareholder and attend the meeting, you may deliver your completed proxy card in person. Street name shareholders who wish to vote at the meeting will need to obtain a proxy form from the institution that holds their shares.

### ***Can I change my vote after I return my proxy card?***

Yes. Even after you have submitted your proxy, you may revoke or change your vote at any time before the proxy is exercised by filing with the Corporate Secretary of the Company either a notice of revocation or a duly executed proxy bearing a later date. The powers of the proxy holders will be suspended if you attend the meeting in person and so request, although attendance at the meeting will not by itself revoke a previously granted proxy.

### ***What are the Board's recommendations?***

Unless you give other instructions on your proxy card, the persons named as proxy holders on the proxy card will vote in accordance with the recommendations of the Board. The Board's recommendation is set forth together with the description of each item in this proxy statement. In summary, the Board recommends a vote:

*for* election of the nominated slate of directors (see Item 1);

*for* approval of the Company's 2005 Executive Restricted Stock Plan (see Item 2);

*for* approval of the Company's 2005 Employee and Director Restricted Stock Award Plan (see Item 3); and

*for* ratification of the appointment of Deloitte & Touche LLP as the Company's independent auditors for fiscal 2005 (see Item 4).

With respect to any other matter that properly comes before the meeting, the proxy holders will vote as recommended by the Board or, if no recommendation is given, in their own discretion.

### ***What vote is required to approve each item?***

**Election of Directors.** The affirmative vote of a plurality of the votes cast at the meeting is required for the election of directors. A properly executed proxy card marked **WITHHOLD AUTHORITY** with respect to the election of one or more directors will not be voted with respect to the director or directors indicated, although it will be counted for purposes of determining whether there is a quorum.

**Other items.** For each other item, the affirmative vote of the holders of a majority of the shares represented in person or by proxy and entitled to vote on the item will be required for approval. A properly executed proxy marked **ABSTAIN** with respect to any such matter will not be voted, although it will be counted for purposes of determining whether there is a quorum. Accordingly, an abstention will have the effect of a negative vote.

If you hold your shares in **street name** through a broker or other nominee, your broker or nominee may not be permitted to exercise voting discretion with respect to some of the matters to be acted upon. Thus, if you do not give your broker or nominee specific instructions, your shares may not be voted on those matters and will not be counted in determining the number of shares necessary for approval. These **broker non-votes** will not be counted as part of the total number of votes cast on such proposals. Thus, a **broker non-vote** will have no effect in determining whether any given proposal has been approved by the shareholders. Shares represented by such **broker non-votes** will, however, be counted in determining whether there is a quorum.

**Table of Contents****SECURITY OWNERSHIP OF CERTAIN BENEFICIAL OWNERS**

To the Company's knowledge, as of February 15, 2005, the only persons (including groups as that term is used in Section 13(d)(3) of the Securities Exchange Act of 1934, as amended (the Exchange Act)) who beneficially own more than 5% of the Company's Common Stock are the following:

Title of Class	Name and Address of Beneficial Owner	Beneficial Ownership	Percent of Class
Common Stock	AMVESCAP PLC <sup>(1)</sup> 11 Devonshire Square London EC2M 4YR England	2,713,596	5.29%
Common Stock	Ariel Capital Management, Inc. <sup>(2)</sup> 200 E. Randolph Drive Suite 2900 Chicago, Illinois 60601	10,243,731	19.98%
Common Stock	Goldman Sachs Asset Management, L.P. <sup>(3)</sup> 32 Old Slip New York, New York 10005	4,403,724	8.60%
Common Stock	Hotchkis and Wiley Capital Management, LLC <sup>(4)</sup> 725 South Figueroa Street, 39th Floor Los Angeles, California 90017-5439	3,916,900	7.60%

<sup>(1)</sup> According to information contained in a Schedule 13G filed with the Securities and Exchange Commission (SEC) on February 15, 2005, AMVESCAP PLC has sole voting power with respect to 2,713,596 shares of Common Stock and sole dispositive power with respect to 2,713,596 shares of Common Stock. In addition, such filing discloses that such shares are held by the following subsidiaries in the respective amounts: AIM Advisors, Inc. (1,526,700), AIM Private Asset Management, Inc. (956,491), AIM Funds Management, Inc. (22,700), AIM Capital Management, Inc. (147,800), INVESCO Institutional N.A., Inc. (59,905). Such filing also discloses that executive officers and directors of AMVESCAP PLC or its subsidiaries may beneficially own Common Stock of the Company and that such shares were not reported in such filing. AMVESCAP PLC and its subsidiaries disclaim beneficial ownership of such shares beneficially owned by AMVESCAP PLC and any other subsidiary.

<sup>(2)</sup>

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According to information contained in a Schedule 13G filed with the SEC on February 14, 2005, Ariel Capital Management, Inc. has sole voting power with respect to 8,152,571 shares of Common Stock and sole dispositive power with respect to 10,238,706 shares of Common Stock. All of the securities reflected in the filing are owned by investment advisory clients of Ariel Capital Management, LLC, who have the right to dividends and proceeds of any sale of such Common Stock. Ariel Fund, a series of Ariel Investment Trust, a registered investment company owns more than five percent of such Common Stock.

- (3) According to information contained in a Schedule 13G filed with the SEC on February 11, 2005, Goldman Sachs Asset Management, L.P. ( GSAM ) has sole voting power with respect to 3,372,082 shares of Common Stock and sole dispositive power with respect to 4,403,724 shares of Common Stock. In addition, the filing reflects securities beneficially owned by GSAM, an investment advisor, and GSAM disclaims beneficial ownership of any securities managed, on GSAM 's behalf, by third parties.
- (4) According to information contained in a Schedule 13G filed with the SEC on February 14, 2005, Hotchkis and Wiley Capital Management LLC has sole voting power with respect to 3,116,900 shares of Common Stock and sole dispositive power with respect to 3,916,900 shares of Common Stock.

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**DIRECTORS AND EXECUTIVE OFFICERS**

The Board of Directors presently is comprised of nine directors. All directors elected at the 2005 Annual Meeting will serve until the next Annual Meeting or until their respective successors are duly elected and qualified.

**ELECTION OF DIRECTORS (PROPOSAL 1)**

Set forth below is certain information with respect to each of the nominees for the office of director and each other executive officer of the Company.

Shares represented by proxies returned duly executed will be voted, unless otherwise specified, in favor of the following nine nominees: Patrick F. Brennan, Kenneth V. Darish, Seth Goldstein, Barry P. Hoffman, Dr. Walter H. Ku, Robert L. Recchia, Marcella A. Sampson, Alan F. Schultz and Ambassador Faith Whittlesey. Each nominee for director has consented to serve on the Board of Directors and will be elected by a plurality of the votes cast at the Annual Meeting. If any (or all) such persons should be unavailable or unable to serve, the persons named in the enclosed proxy will vote the shares covered thereby for such substitute nominee (or nominees) as the Board of Directors may select. Stockholders may withhold authority to vote for any nominee by marking the WITHHOLD AUTHORITY box on the proxy card and by entering the name of such nominee in the space provided for such purpose on the proxy card.

**THE BOARD OF DIRECTORS RECOMMENDS A VOTE FOR THE ELECTION OF ALL OF THE NOMINEES NAMED HEREIN.**

**Directors**

*Patrick F. Brennan*, 73, has served as a director of Valassis since August 1998. After serving for 33 years in the paper industry, he retired on December 31, 1996 as the President and Chief Executive Officer of Consolidated Papers, Inc. (CPI), where under his leadership CPI was one of the nation's leading paper companies. Until November 2001, Mr. Brennan served as a member of the Board of Directors of Northland Cranberries, Inc., a juice manufacturing company.

*Kenneth V. Darish*, 46, has served as a director of Valassis since June 2001. Since September 2001, he has been the Director of Business Operations of BBDO Detroit, a subsidiary of Omnicom providing operational consulting services to the Creative Director. Since February 2005, he has also served as the Chief Financial Officer of BBDO Windsor, Ontario. From September 1984 until July 2001, Mr. Darish served as the Chief Financial Officer and Senior Vice President of FCB Advertising-Detroit, a subsidiary of Interpublic Group of Companies. Mr. Darish is a certified public accountant.

*Seth Goldstein*, 34, has served as a director of Valassis since March 1999. Since December 2002, he has served as Chief Executive Officer of Majestic Research, an investment research firm. From July 2001 until November 2002, he served as Managing Director of Majestic Partners, a new media investment and advisory group. From December 1998 until June 2001, he was a Principal at Flatiron Partners, a prominent Internet venture capital firm. In March 1998, he created a new digital convenience service for busy, connected professionals called www.root.net. In

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August 1995, he founded Site Specific, one of the first Internet marketing agencies which was acquired in May 1997 by US Web/CKS. Mr. Goldstein served as Senior Vice President of the CKS Group until March 1998. Prior to 1995, Mr. Goldstein founded a CD-ROM company called Riverbed. Mr. Goldstein is an advisor to a number of e-commerce and e-service companies, including the Impulse Buy Network and Support City.

*Barry P. Hoffman*, 63, has served as Executive Vice President, General Counsel and Secretary of Valassis since July 1991 and has served as a director of Valassis since January 2002. Mr. Hoffman has been with Valassis since 1982. Mr. Hoffman is recognized in the field of promotion law.

*Dr. Walter H. Ku*, Ph.D., 69, has served as a director of Valassis since February 2003. Dr. Ku is an internationally known scientist in the field of electronic systems and systems controls. He is professor of electrical and computer engineering at the University of California, San Diego, and is the founding director of the National Science Foundation Industry/University Cooperative Research Center on Ultra High-Speed Integrated Circuits and Systems. His



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extensive consulting activities and internationally recognized expertise have assisted businesses with developing high-level international relationships and opportunities. He was a full professor at Cornell University and the first occupant of the Naval Electronic Systems Command Research Chair Professorship at the Naval Post-Graduate School. Dr. Ku also consults and teaches in China and Taiwan. Dr. Ku's son-in-law is an employee of the Company. See Certain Relationships and Related Transactions.

*Robert L. Recchia*, 48, has been Executive Vice President, Chief Financial Officer, Treasurer and a director of Valassis since October 1991. Mr. Recchia has been with Valassis since 1982. Mr. Recchia is a certified public accountant with audit experience with Deloitte & Touche LLP.

*Marcella A. Sampson*, 74, has served as a director of Valassis since August 1998. She retired in 1999 from Central State University in Wilberforce, Ohio. During her 35 years of service to Central State, she served as Dean of Students and directed the Central State University Career Services Center since 1975. She has received awards and honors for her work in the field of education and is a recognized expert in college student placement, particularly experiential opportunities.

*Alan F. Schultz*, 46, has served as a director of Valassis since December 1995. He is Chief Executive Officer, President and Chairman of the Board of Directors of Valassis. Mr. Schultz was elected Chief Executive Officer and President in June 1998 and appointed Chairman of the Board of Directors in December 1998. He served as Executive Vice President and Chief Operating Officer of Valassis from 1996 through 1998 and served as Executive Vice President of Sales and Marketing of Valassis from 1992 through 1996. Mr. Schultz has held positions as Director of Insert Operations and Vice President of the Central Sales Division at Valassis since 1984. Mr. Schultz is a certified public accountant with audit experience with Deloitte & Touche LLP and is currently the Treasurer of the American Advertising Federation.

*Ambassador Faith Whittlesey*, 66, has served as a director of Valassis since January 1992. She has had a long career in government, law and diplomacy at local, state and national levels. She has served as President and Chairman of the Board of the American Swiss Foundation, headquartered in New York, since 1989 and as President of Maybrook Associates, Inc. since 1998. She served as U.S. Ambassador to Switzerland from 1981 to 1983 and from 1985 to 1988. From 1983 to 1985, Ambassador Whittlesey was a member of the Senior White House Staff. In November 1999, Ambassador Whittlesey was elected to a three-year term as Chairman of the Board of Overseers of the Institute of World Politics, a graduate school of statecraft and diplomacy in Washington, DC and in 2002 was re-elected to such position for an additional three-year term. Ambassador Whittlesey served as a member of the Board of Directors and the Compensation Committee of the Sunbeam Corporation from November 1996 until December 2002.

## **Additional Executive Officers**

In addition to the executive officers who are listed as being directors of Valassis, Valassis or its subsidiaries has the following executive officers:

*Richard Herpich*, 52, has served as Executive Vice President of U.S. Sales of Valassis since December 2003. From June 1998 through November 2003, he served as Executive Vice President of Manufacturer Services of Valassis. He served as National Sales Manager from January 1996 through June 1998, Vice President, Midwest Sales Division from June 1994 through December 1995 and Account Manager from 1978 through June 1994.

*William F. Hogg, Jr.*, 58, has served as Executive Vice President of Manufacturing and Operations since October 2001. He served as Vice President of the Valassis Durham Printing Division from June 1983 to September 2001.

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*Brian Huselbee*, 53, has been the President and Chief Executive Officer of NCH Marketing Services, Inc. ( NCH ) since July 1997, and was General Manager of NCH, from January 1997 to July 1997. Valassis acquired NCH in February 2003. Mr. Huselbee served as a director of Valassis from August 1998 until February 2003, the time that the NCH acquisition was consummated. See Certain Relationships and Related Transactions.

*Wan Ling Martello*, 47, has been the President of NCH USA since September 2004. From October 1998 until August 2004, she was the Chief Operating Officer and Chief Financial Officer of NCH. Valassis acquired NCH in

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February 2003. She guides NCH's worldwide financial, information technology, human resources and administration. She joined NCH from Borden Foods where she was corporate controller. She also has ten years of experience at Kraft Foods.

**Security Ownership of Directors and Management**

The following table sets forth certain information, to the Company's knowledge, concerning beneficial ownership of the Company's Common Stock by the directors, the five executive officers named under the heading SUMMARY COMPENSATION TABLE, and all directors and executive officers as a group, as of February 28, 2005. Beneficial ownership is determined in accordance with the rules and regulations of the SEC. For purposes of calculating the percentage beneficially owned, the number of shares of Common Stock includes 50,599,731 shares of Common Stock outstanding as of February 28, 2005 and the shares of Common Stock subject to options held by the person or group that are currently exercisable or exercisable within 60 days from February 28, 2005. The address of all persons listed below is c/o Valassis Communications, Inc., 19975 Victor Parkway, Livonia, Michigan 48152.

Name	Shares Beneficially Owned <sup>(1)</sup>	Percent
Patrick F. Brennan	46,311 <sup>(2)</sup>	*
Kenneth V. Darish	28,378 <sup>(3)</sup>	*
Seth Goldstein	16,980 <sup>(4)</sup>	*
Richard Herpich	148,554 <sup>(5)</sup>	*
Barry P. Hoffman	210,815 <sup>(6)</sup>	*
William F. Hogg, Jr.	182,291 <sup>(7)</sup>	*
Walter H. Ku	16,658 <sup>(8)</sup>	*
Robert L. Recchia	107,661 <sup>(9)</sup>	*
Marcella A. Sampson	43,811 <sup>(10)</sup>	*
Alan F. Schultz	633,999 <sup>(11)</sup>	1.2%
Faith Whittlesey	51,619 <sup>(12)</sup>	*
All executive officers and directors as a group (12 persons)	1,554,910 <sup>(13)</sup>	3.0%

\* Less than 1.0%

<sup>(1)</sup> Unless otherwise noted, each director and executive officer has sole voting and investment power with respect to the shares shown as beneficially owned by him or her.

<sup>(2)</sup> Includes currently exercisable options to purchase 41,000 shares of Common Stock granted to independent directors pursuant to the Company's executive long-term incentive plans.

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- (3) Includes currently exercisable options to purchase 26,000 shares of Common Stock granted to independent directors pursuant to the Company's executive long-term incentive plans.
- (4) Includes currently exercisable options to purchase 22,000 shares of Common Stock granted pursuant to the Company's executive long-term incentive plans.
- (5) Includes currently exercisable options to purchase 127,980 shares of Common Stock granted pursuant to the Company's executive long-term incentive plans.

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- (6) Includes currently exercisable options to purchase 171,597 shares of Common Stock pursuant to the Company's executive long-term incentive plans.
- (7) Includes currently exercisable options to purchase 169,421 shares of Common Stock pursuant to the Company's executive long-term incentive plans.
- (8) Includes currently exercisable options to purchase 15,000 shares of Common Stock granted pursuant to the Company's executive long-term incentive plans.
- (9) Includes currently exercisable options to purchase 93,747 shares of Common Stock granted pursuant to the Company's executive long-term incentive plans.
- (10) Includes currently exercisable options to purchase 41,000 shares of Common Stock granted to independent directors pursuant to the Company's executive long-term incentive plans.
- (11) Includes currently exercisable options to purchase 476,039 shares of Common Stock pursuant to the Company's executive long-term incentive plans.
- (12) Includes currently exercisable options to purchase 41,000 shares of Common Stock granted to independent directors pursuant to the Company's executive long-term incentive plans.
- (13) This number includes currently exercisable options to purchase 1,286,784 shares of Common Stock pursuant to the Company's executive long-term incentive plans. In accordance with Rule 13d-3(d)(1) under the Exchange Act, the 1,286,784 shares of Common Stock for which the Company's directors and executive officers as a group hold currently exercisable options have been added to the total number of issued and outstanding shares of Common Stock solely for the purpose of calculating the percentage of such total number of issued and outstanding shares of Common Stock beneficially owned by such directors and executive officers as a group.

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**GOVERNANCE OF THE COMPANY**

The Company's business, property and affairs are managed by or, are under the direction of, the Board of Directors pursuant to the General Corporation Law of the State of Delaware and the Company's by-laws. Members of the Board of Directors are kept informed of the Company's business through discussions with Alan F. Schultz, the President and Chief Executive Officer, and with key members of management, by reviewing materials provided to them and by participating in meetings of the Board of Directors and its committees.

**Policies and Procedures**

The Company adopted a Code of Business Conduct and Ethics which covers all the Company's directors, officers and employees as well as Corporate Governance Guidelines. The Company has spent a considerable amount of time and effort reviewing and improving its corporate governance policies and practices. This includes comparing our current policies and practices to policies and practices suggested by various groups or authorities active in corporate governance and practices of other public companies. Based upon this review, the Company has adopted certain changes that the Board of Directors believes are the best corporate governance policies and practices for the Company. The Company has also adopted changes, as appropriate, to comply with the Sarbanes-Oxley Act of 2002 and any rule changes made by the SEC and the New York Stock Exchange ( NYSE ).

**Determination of Director Independence**

Under NYSE rules, the Company's Board of Directors is required to affirmatively determine the independence of each director based on the absence of any material relationship between the director and the Company. These determinations are required to be disclosed in the Proxy Statement. The Board has established guidelines to assist it in making these determinations. These guidelines, which are attached to this Proxy Statement as Exhibit A, include all elements of the NYSE Corporate Governance Rules on the subject. For relationships between a director and the Company not covered by the guidelines, the determination of independence is made by the otUND-COLOR: #ccee" valign="bottom">

Exempt from Federal Tax

405

439

823

889

Total Interest Income

32,161

28,069

62,589

55,311

Interest Expense

Deposits

1,529

1,433

2,934

2,709

Subordinated Debentures

131

105

248

205

Total Interest Expense

1,660

1,538

3,182

2,914

Net Interest Income

30,501

26,531

59,407

52,397

Provision for Credit Losses

500

650

833

1,250

Net Interest Income After Provision for Credit Losses

30,001

25,881

58,574

51,147

Non-Interest Income

## Edgar Filing: VALASSIS COMMUNICATIONS INC - Form DEF 14A

### Service Charges on Deposit Accounts

842

848

1,659

1,694

### Net (Loss) Gain on Sale of Investment Securities

(1,330  
)

131

(1,330  
)

131

### Increase in Cash Surrender Value of Life Insurance

460

454

912

909

### Debit Card and ATM Fees

1,096

977

2,112

1,887

### Net Gain on Deferred Compensation Investments

407

399

1,189

1,193

### Other

808

730

2,406

3,131



Total Non-Interest Income

2,283

3,539

6,948

8,945

Non-Interest Expense

Salaries and Employee Benefits

11,653

11,450

25,180

23,942

Net Gain on Deferred Compensation Investments

407

399

1,189

1,193

Occupancy

907

868

1,849

1,716

Equipment

1,018

1,026

2,041

2,013

Marketing

390

363

719

538

Legal

852

75

1,292

258

FDIC Insurance

227

233

466

461

Gain on Sale of ORE

-

(300  
)

-

(414  
)

Other

2,691

2,411

5,345

5,240

Total Non-Interest Expense

18,145

16,525

38,081

34,947

Income Before Income Taxes

14,139

12,895

27,441

25,145

Provision for Income Taxes

3,589

4,708

6,950

9,137

Net Income

\$  
10,550

\$  
8,187

\$  
20,491

\$  
16,008

Basic Earnings Per Common Share

\$  
12.90

\$  
10.12

\$  
25.14

\$  
19.80

The accompanying notes are an integral part of these unaudited consolidated financial statements

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## FARMERS &amp; MERCHANTS BANCORP

## Consolidated Statements of Comprehensive Income (Unaudited)

(in thousands)

	Three Months		Six Months	
	Ended June 30,		Ended June 30,	
	2018	2017	2018	2017
Net Income	\$10,550	\$8,187	\$20,491	\$16,008
Other Comprehensive Income				
Increase in Net Unrealized (Loss) Gain on Available-for-Sale Securities	(2,519 )	898	(7,807 )	784
Deferred Tax Benefit (Expense) Related to Unrealized Gains	757	(378 )	2,320	(330 )
Reclassification Adjustment for Realized Losses (Gains) on Available-for-Sale Securities Included in Net Income	1,330	(131 )	1,330	(131 )
Deferred Tax Benefit (Expense) Related to Reclassification Adjustment	(405 )	56	(405 )	56
Change in Net Unrealized (Losses) Gains on Available-for-Sale Securities, Net of Tax	(837 )	445	(4,562 )	379
Total Other Comprehensive (Loss) Income	(837 )	445	(4,562 )	379
Comprehensive Income	\$9,713	\$8,632	\$15,929	\$16,387

The accompanying notes are an integral part of these unaudited consolidated financial statements

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## FARMERS &amp; MERCHANTS BANCORP

## Consolidated Statements of Changes in Shareholders' Equity (Unaudited)

(in thousands except share data)	Common Shares Outstanding	Common Stock \$ 8	Additional Paid-In Capital \$ 90,671	Retained Earnings \$ 189,313	Accumulated Other Comprehensive (Loss) Income, net \$ (11 )	Total Shareholders' Equity \$ 279,981
Balance, January 1, 2017	807,329	\$ 8	\$ 90,671	\$ 189,313	\$ (11 )	) \$ 279,981
Net Income			-	16,008	-	16,008
Cash Dividends Declared on Common Stock (\$6.75 per share)		-	-	(5,459 )	-	(5,459 )
Issuance of Common Stock	1,375	-	811	-	-	811
Change in Net Unrealized Gains on Securities Available-for-Sale, net of tax		-	-	-	379	379
Balance, June 30, 2017	808,704	\$ 8	\$ 91,482	\$ 199,862	\$ 368	\$ 291,720
Balance, January 1, 2018	812,304	\$ 8	\$ 93,624	\$ 206,845	\$ (817 )	) \$ 299,660
Net Income			-	20,491	-	20,491
Cash Dividends Declared on Common Stock (\$6.90 per share)		-	-	(5,665 )	-	(5,665 )
Issuance of Common Stock	8,769	-	5,568	-	-	5,568
Change in Net Unrealized Loss on Securities Available-for-Sale, net of tax		-	-	-	(4,562 )	(4,562 )
Balance, June 30, 2018	821,073	\$ 8	\$ 99,192	\$ 221,671	\$ (5,379 )	) \$ 315,492

The accompanying notes are an integral part of these unaudited consolidated financial statements

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## FARMERS &amp; MERCHANTS BANCORP

## Consolidated Statements of Cash Flows (Unaudited)

	Six Months Ended	
(in thousands)	June 30, 2018	June 30, 2017
Operating Activities:		
Net Income	\$20,491	\$16,008
Adjustments to Reconcile Net Income to Net Cash Provided by Operating Activities:		
Provision for Credit Losses	833	1,250
Depreciation and Amortization	1,155	1,030
Net Amortization of Investment Security Premiums & Discounts	568	771
Amortization of Core Deposit Intangible	54	55
Accretion of Discount on Acquired Loans	(87 )	(126 )
Net Loss (Gain) on Sale of Investment Securities	1,330	(131 )
Net Gain on Sale of Property & Equipment	(292 )	(1,162 )
Net Gain on Sale of ORE	-	(414 )
Earnings from Equity Investment	(164 )	-
Dividends from Equity Investment	63	-
Net Change in Operating Assets & Liabilities:		
Net Decrease in Interest Receivable and Other Assets	218	(6,943 )
Net Increase in Interest Payable and Other Liabilities	1,788	(1,114 )
Net Cash Provided by Operating Activities	25,957	9,224
Investing Activities:		
Purchase of Investment Securities Available-for-Sale	(169,467)	(140,417)
Proceeds from Sold, Matured or Called Securities Available-for-Sale	227,072	126,657
Purchase of Investment Securities Held-to-Maturity	(2,770 )	(475 )
Proceeds from Matured or Called Securities Held-to-Maturity	4,990	2,173
Net Loans & Leases Paid, Originated or Acquired	(129,154)	(26,531 )
Principal Collected on Loans & Leases Previously Charged Off	50	71
Additions to Premises and Equipment	(2,497 )	(2,235 )
Purchase of Other Investments	(3,794 )	(314 )
Proceeds from Sale of Property & Equipment	983	2,284
Proceeds from Sale of Other Real Estate	-	3,186
Net Cash Used in Investing Activities	(74,587 )	(35,601 )
Financing Activities:		
Net (Decrease) Increase in Deposits	(25,955 )	80,167
Cash Dividends	(5,665 )	(5,459 )
Net Cash (Used in) Provided by Financing Activities	(31,620 )	74,708
(Decrease) Increase in Cash and Cash Equivalents	(80,250 )	48,331
Cash and Cash Equivalents at Beginning of Period	187,149	98,860
Cash and Cash Equivalents at End of Period	\$106,899	\$147,191
Supplementary Data		
Cash Payments Made for Income Taxes	\$3,051	\$9,611
Issuance of Common Stock to the Bank's Non-Qualified Retirement Plans	\$5,568	\$811
Interest Paid	\$3,492	\$2,752

The accompanying notes are an integral part of these unaudited consolidated financial statements



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FARMERS & MERCHANTS BANCORP

NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS (Unaudited)

1. Significant Accounting Policies

Farmers & Merchants Bancorp (the “Company”) was organized March 10, 1999. Primary operations are related to traditional banking activities through its subsidiary Farmers & Merchants Bank of Central California (the “Bank”) which was established in 1916. The Bank’s wholly owned subsidiaries include Farmers & Merchants Investment Corporation and Farmers/Merchants Corp. Farmers & Merchants Investment Corporation has been dormant since 1991. Farmers/Merchants Corp. acts as trustee on deeds of trust originated by the Bank.

The Company’s other subsidiaries include F & M Bancorp, Inc. and FMCB Statutory Trust I. F & M Bancorp, Inc. was created in March 2002 to protect the name F & M Bank. During 2002, the Company completed a fictitious name filing in California to begin using the streamlined name “F & M Bank” as part of a larger effort to enhance the Company’s image and build brand name recognition. In December 2003, the Company formed a wholly owned subsidiary, FMCB Statutory Trust I, for the sole purpose of issuing Trust Preferred Securities and related subordinated debentures, in accordance with generally accepted accounting principles in the United States (“U.S. GAAP”). FMCB Statutory Trust I is a non-consolidated subsidiary.

On November 18, 2016, Farmers & Merchants Bancorp completed the acquisition of Delta National Bancorp, headquartered in Manteca, California, and the parent holding company for Delta Bank N.A., a locally owned and operated community bank established in 1973. As of the acquisition date, Delta National Bancorp had approximately \$112 million in assets and four branch locations in the communities of Manteca, Riverbank, Modesto and Turlock. At the effective time of the acquisition, Delta National Bancorp was merged into Farmers & Merchants Bancorp and Delta Bank, N.A. was merged into Farmers & Merchants Bank of Central California.

The accounting and reporting policies of the Company conform to U.S. GAAP and prevailing practice within the banking industry. The following is a summary of the significant accounting and reporting policies used in preparing the consolidated financial statements.

**Basis of Presentation**

The accompanying consolidated financial statements and notes thereto have been prepared in accordance with accounting principles generally accepted in the United States of America for financial information.

These statements have been prepared pursuant to the rules and regulations of the Securities and Exchange Commission (“SEC”) for interim reporting on Form 10-Q. These statements reflect all adjustments (consisting only of normal recurring adjustments), which are necessary for a fair presentation of financial results for the interim periods presented. The results of operations for the three-month and six-month period ended June 30, 2018 may not necessarily be indicative of future operating results. Certain disclosures normally presented in the notes to the annual consolidated financial statements prepared in accordance with U.S. GAAP have been omitted. These interim financial statements should be read in conjunction with the consolidated financial statements and notes thereto included in the Company’s Annual Report on Form 10-K for the year ended December 31, 2017.

The accompanying consolidated financial statements include the accounts of the Company and the Company’s wholly owned subsidiaries, F & M Bancorp, Inc. and the Bank, along with the Bank’s wholly owned subsidiaries, Farmers & Merchants Investment Corporation and Farmers/Merchants Corp. Significant inter-company transactions have been eliminated in consolidation.

The preparation of consolidated financial statements in conformity with U.S. GAAP requires management to make estimates and assumptions. These estimates and assumptions affect the reported amounts of assets and liabilities at the



date of the financial statements and the reported amounts of revenues and expenses during the reporting period. Actual results could differ from these estimates.

Certain amounts in the prior years' financial statements and related footnote disclosures have been reclassified to conform to the current-year presentation. These reclassifications had no effect on previously reported net income or total shareholders' equity.

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### Revenue from Contracts with Customers

The Company records revenue from contracts with customers in accordance with Accounting Standards Codification Topic 606, “Revenue from Contracts with Customers” (“Topic 606”). Under Topic 606, the Company must identify the contract with a customer, identify the performance obligations in the contract, determine the transaction price, allocate the transaction price to the performance obligations in the contract, and recognize revenue when (or as) the Company satisfies a performance obligation. Significant revenue has not been recognized in the current reporting period that results from performance obligations satisfied in previous periods. The Company elected to use the modified retrospective transition method which requires application of ASU 2014-09 to uncompleted contracts at the date of adoption however, periods prior to the date of adoption will not be retrospectively revised as the impact of the ASU on uncompleted contracts at the date of adoption was not material.

The Company’s primary sources of revenue are derived from interest and dividends earned on loans, investment securities, and other financial instruments that are not within the scope of Topic 606. The Company has evaluated the nature of its contracts with customers and determined that further disaggregation of revenue from contracts with customers into more granular categories beyond what is presented in the Consolidated Statements of Income was not necessary. The Company generally fully satisfies its performance obligations on its contracts with customers as services are rendered and the transaction prices are typically fixed; charged either on a periodic basis or based on activity. Because performance obligations are satisfied as services are rendered and the transaction prices are fixed, there is limited judgment involved in applying Topic 606 that significantly affects the determination of the amount and timing of revenue from contracts with customers.

### Cash and Cash Equivalents

For purposes of the Consolidated Statements of Cash Flows, the Company has defined cash and cash equivalents as those amounts included in the balance sheet captions Cash and Due from Banks, Interest Bearing Deposits with Banks, Federal Funds Sold and Securities Purchased Under Agreements to Resell. For these instruments, the carrying amount is a reasonable estimate of fair value.

### Equity Method Investment

Investment over which the Company exercises significant influence over the activities of the entity but which do not meet the requirements for consolidation is accounted for using the equity method of accounting pursuant to ASC 323, whereby the Company records its share of the underlying income or loss of the entity. Equity in losses of the equity method investment is not recognized after the carrying value of the investment, including advances and loans, has been reduced to zero, unless guarantees or other funding obligations exist.

### Investment Securities

Investment securities are classified at the time of purchase as held-to-maturity (“HTM”) if it is management’s intent and the Company has the ability to hold the securities until maturity. These securities are carried at cost, adjusted for amortization of premium and accretion of discount using a level yield of interest over the estimated remaining period until maturity. Losses, reflecting a decline in value judged by the Company to be other than temporary, are recognized in the period in which they occur.

Securities are classified as available-for-sale (“AFS”) if it is management’s intent, at the time of purchase, to hold the securities for an indefinite period of time and/or to use the securities as part of the Company’s asset/liability management strategy. These securities are reported at fair value with aggregate unrealized gains or losses excluded from income and included as a separate component of shareholders’ equity, net of related income taxes. Fair values are based on quoted market prices or broker/dealer price quotations on a specific identification basis. Gains or losses on the sale of these securities are computed using the specific identification method.

Trading securities, if any, are acquired for short-term appreciation and are recorded in a trading portfolio and are carried at fair value, with unrealized gains and losses recorded in non-interest income.

Management evaluates securities for other-than-temporary impairment (“OTTI”) on at least a quarterly basis, and more frequently when economic or market conditions warrant such an evaluation. For securities in an unrealized loss position, management considers the extent and duration of the unrealized loss, and the financial condition and near-term prospects of the issuer. Management also assesses whether it intends to sell, or it is more likely than not that it will be required to sell, a security in an unrealized loss position before recovery of its amortized cost basis. If either of the criteria regarding intent or requirement to sell is met, the entire difference between amortized cost and fair value is recognized as impairment through earnings. For debt securities that do not meet the aforementioned criteria, the amount of impairment is split into two components as follows: (1) OTTI related to credit loss, which must be recognized in the income statement; and (2) OTTI related to other factors, which is recognized in other comprehensive income. The credit loss is defined as the difference between the present value of the cash flows expected to be collected and the amortized cost basis. For equity securities, the entire amount of impairment is recognized through earnings.

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### Loans & leases

Loans & leases are reported at the principal amount outstanding net of unearned discounts and deferred loan & lease fees and costs. Interest income on loans & leases is accrued daily on the outstanding balances using the simple interest method. Loan & lease origination fees are deferred and recognized over the contractual life of the loan or lease as an adjustment to the yield. Loans & leases are placed on non-accrual status when the collection of principal or interest is in doubt or when they become past due for 90 days or more unless they are both well-secured and in the process of collection. For this purpose, a loan or lease is considered well-secured if it is collateralized by property having a net realizable value in excess of the amount of the loan or lease or is guaranteed by a financially capable party. When a loan or lease is placed on non-accrual status, the accrued and unpaid interest receivable is reversed and charged against current income; thereafter, interest income is recognized only as it is collected in cash. Additionally, cash would be applied to principal if all principal was not expected to be collected. Loans & leases placed on non-accrual status are returned to accrual status when the loans or leases are paid current as to principal and interest and future payments are expected to be made in accordance with the contractual terms of the loan or lease.

A loan or lease is considered impaired when, based on current information and events, it is probable that the Company will be unable to collect all amounts due, including principal and interest, according to the contractual terms of the original agreement. Impaired loans & leases are either: (1) non-accrual loans & leases; or (2) restructured loans & leases that are still accruing interest. Loans or leases determined to be impaired are individually evaluated for impairment. When a loan or lease is impaired, the Company measures impairment based on the present value of expected future cash flows discounted at the loan or lease's effective interest rate, except that as a practical expedient, it may measure impairment based on a loan or lease's observable market price, or the fair value of the collateral if the loan or lease is collateral dependent. A loan or lease is collateral dependent if the repayment of the loan or lease is expected to be provided solely by the underlying collateral.

A restructuring of a loan or lease constitutes a troubled debt restructuring (TDR) if the Company for economic or legal reasons related to the borrower's (the term "borrower" is used herein to describe a customer who has entered into either a loan or lease transaction) financial difficulties grants a concession to the borrower that it would not otherwise consider. Restructured loans & leases typically present an elevated level of credit risk as the borrowers are not able to perform according to the original contractual terms. If the restructured loan or lease was current on all payments at the time of restructure and management reasonably expects the borrower will continue to perform after the restructure, management may keep the loan or lease on accrual. Loans & leases that are on nonaccrual status at the time they become TDR, remain on nonaccrual status until the borrower demonstrates a sustained period of performance, which the Company generally believes to be six consecutive months of payments, or equivalent. A loan or lease can be removed from TDR status if it was restructured at a market rate in a prior calendar year and is currently in compliance with its modified terms. However, these loans or leases continue to be classified as impaired and are individually evaluated for impairment as described above.

Generally, the Company will not restructure loans or leases for borrowers unless: (1) the existing loan or lease is brought current as to principal and interest payments; and (2) the restructured loan or lease can be underwritten to reasonable underwriting standards. If these standards are not met other actions will be pursued (e.g., foreclosure) to collect outstanding loan or lease amounts. After restructure, a determination is made whether the loan or lease will be kept on accrual status based upon the underwriting and historical performance of the restructured credit.

### Allowance for Credit Losses

The allowance for credit losses is an estimate of probable incurred credit losses inherent in the Company's loan & lease portfolio as of the balance sheet date. The allowance is established through a provision for credit losses, which is charged to expense. Additions to the allowance are expected to maintain the adequacy of the total allowance after credit losses and loan & lease growth. Credit exposures determined to be uncollectible are charged against the allowance. Cash received on previously charged off amounts is recorded as a recovery to the allowance. The overall allowance consists of three primary components: specific reserves related to impaired loans & leases; general reserves

for inherent losses related to loans & leases that are not impaired; and an unallocated component that takes into account the imprecision in estimating and allocating allowance balances associated with macro factors.

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The determination of the general reserve for loans & leases that are collectively evaluated for impairment is based on estimates made by management, to include, but not limited to, consideration of historical losses by portfolio segment, internal asset classifications, qualitative factors that include economic trends in the Company's service areas, industry experience and trends, geographic concentrations, estimated collateral values, the Company's underwriting policies, the character of the loan & lease portfolio, and probable losses inherent in the portfolio taken as a whole.

The Company maintains a separate allowance for each portfolio segment (loan & lease type). These portfolio segments include: (1) commercial real estate; (2) agricultural real estate; (3) real estate construction (including land and development loans); (4) residential 1<sup>st</sup> mortgages; (5) home equity lines and loans; (6) agricultural; (7) commercial; (8) consumer and other; and (9) equipment leases. The allowance for credit losses attributable to each portfolio segment, which includes both individually evaluated impaired loans & leases and loans & leases that are collectively evaluated for impairment, is combined to determine the Company's overall allowance, which is included on the consolidated balance sheet.

The Company assigns a risk rating to all loans & leases and periodically performs detailed reviews of all such loans & leases over a certain threshold to identify credit risks and assess overall collectability. For smaller balance loans & leases, such as consumer and residential real estate, a credit grade is established at inception, and then updated only when the loan or lease becomes contractually delinquent or when the borrower requests a modification. For larger balance loans, management monitors and analyzes the financial condition of borrowers and guarantors, trends in the industries in which borrowers operate and the fair values of collateral securing these loans & leases. These credit quality indicators are used to assign a risk rating to each individual loan or lease. These risk ratings are also subject to examination by independent specialists engaged by the Company. The risk ratings can be grouped into five major categories, defined as follows:

Pass – A pass loan or lease is a strong credit with no existing or known potential weaknesses deserving of management's close attention.

Special Mention – A special mention loan or lease has potential weaknesses that deserve management's close attention. If left uncorrected, these potential weaknesses may result in deterioration of the repayment prospects for the loan or lease or in the Company's credit position at some future date. Special mention loans & leases are not adversely classified and do not expose the Company to sufficient risk to warrant adverse classification.

Substandard – A substandard loan or lease is not adequately protected by the current financial condition and paying capacity of the borrower or the value of the collateral pledged, if any. Loans or leases classified as substandard have a well-defined weakness or weaknesses that jeopardize the liquidation of the debt. Well-defined weaknesses include a project's lack of marketability, inadequate cash flow or collateral support, failure to complete construction on time or the project's failure to fulfill economic expectations. They are characterized by the distinct possibility that the Company will sustain some loss if the deficiencies are not corrected.

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

Loss – Loans or leases classified as loss are considered uncollectible. Once a loan or lease becomes delinquent and repayment becomes questionable, the Company will address collateral shortfalls with the borrower and attempt to obtain additional collateral. If this is not forthcoming and payment in full is unlikely, the Company will estimate its probable loss and immediately charge-off some or all of the balance.

The general reserve component of the allowance for credit losses also consists of reserve factors that are based on management's assessment of the following for each portfolio segment: (1) inherent credit risk; (2) historical losses; and

(3) other qualitative factors. These reserve factors are inherently subjective and are driven by the repayment risk associated with each portfolio segment described below:

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Commercial Real Estate – Commercial real estate mortgage loans are generally considered to possess a higher inherent risk of loss than the Company’s commercial, agricultural and consumer loan types. Adverse economic developments or an overbuilt market impact commercial real estate projects and may result in troubled loans. Trends in vacancy rates of commercial properties impact the credit quality of these loans. High vacancy rates reduce operating revenues and the ability for properties to produce sufficient cash flow to service debt obligations.

Real Estate Construction – Real estate construction loans, including land loans, are generally considered to possess a higher inherent risk of loss than the Company’s commercial, agricultural and consumer loan types. A major risk arises from the necessity to complete projects within specified cost and time lines. Trends in the construction industry significantly impact the credit quality of these loans, as demand drives construction activity. In addition, trends in real estate values significantly impact the credit quality of these loans, as property values determine the economic viability of construction projects.

Commercial – These loans are generally considered to possess a moderate inherent risk of loss because they are shorter-term; typically made to relationship customers; generally underwritten to existing cash flows of operating businesses; and may be collateralized by fixed assets, inventory and/or accounts receivable. Debt coverage is provided by business cash flows and economic trends influenced by unemployment rates and other key economic indicators are closely correlated to the credit quality of these loans.

Agricultural Real Estate and Agricultural – These loans are generally considered to possess a moderate inherent risk of loss since they are typically made to relationship customers and are secured by crop production, livestock and related real estate. These loans are vulnerable to two risk factors that are largely outside the control of Company and borrowers: commodity prices and weather conditions.

Leases – Equipment leases are generally considered to possess a moderate inherent risk of loss. As lessor, the Company is subject to both the credit risk of the borrower and the residual value risk of the equipment. Credit risks are underwritten using the same credit criteria the Company would use when making an equipment term loan. Residual value risk is managed through the use of qualified, independent appraisers that establish the residual values the Company uses in structuring a lease.

Residential 1st Mortgages and Home Equity Lines and Loans – These loans are generally considered to possess a low inherent risk of loss, although this is not always true as evidenced by the correction in residential real estate values that occurred between 2007 and 2012. The degree of risk in residential real estate lending depends primarily on the loan amount in relation to collateral value, the interest rate and the borrower’s ability to repay in an orderly fashion. Economic trends determined by unemployment rates and other key economic indicators are closely correlated to the credit quality of these loans. Weak economic trends indicate that the borrowers’ capacity to repay their obligations may be deteriorating.

Consumer & Other – A consumer installment loan portfolio is usually comprised of a large number of small loans scheduled to be amortized over a specific period. Most installment loans are made for consumer purchases. Economic trends determined by unemployment rates and other key economic indicators are closely correlated to the credit quality of these loans. Weak economic trends indicate that the borrowers’ capacity to repay their obligations may be deteriorating.

At least quarterly, the Board of Directors reviews the adequacy of the allowance, including consideration of the relative risks in the portfolio, current economic conditions and other factors. If the Board of Directors and management determine that changes are warranted based on those reviews, the allowance is adjusted. In addition, the Company’s and Bank’s regulators, including the Federal Reserve Board (“FRB”), the California Department of Business Oversight (“DBO”) and the Federal Deposit Insurance Corporation (“FDIC”), as an integral part of their examination process, review the adequacy of the allowance. These regulatory agencies may require additions to the allowance



based on their judgment about information available at the time of their examinations.

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### Acquired Loans

Loans acquired through purchase or through a business combination are recorded at their fair value at the acquisition date. Credit discounts, which reflect estimates of credit losses, expected to be incurred over the life of the loan, are included in the determination of fair value; therefore, an allowance for loan losses is not recorded at the acquisition date.

### Allowance for Credit Losses on Off-Balance-Sheet Credit Exposures

The Company also maintains a separate allowance for off-balance-sheet commitments. Management estimates anticipated losses using historical data and utilization assumptions. The allowance for off-balance-sheet commitments is included in Interest Payable and Other Liabilities on the Company's Consolidated Balance Sheet.

### Premises and Equipment

Premises, equipment, and leasehold improvements are stated at cost, less accumulated depreciation and amortization. Depreciation is computed principally by the straight-line method over the estimated useful lives of the assets. Estimated useful lives of buildings range from 30 to 40 years, and for furniture and equipment from 3 to 7 years. Leasehold improvements are amortized over the lesser of the terms of the respective leases, or their useful lives, which are generally 5 to 10 years. Remodeling and capital improvements are capitalized while maintenance and repairs are charged directly to occupancy expense.

### Other Real Estate

Other real estate, which is included in other assets, is expected to be sold and is comprised of properties no longer utilized for business operations and property acquired through foreclosure in satisfaction of indebtedness. These properties are recorded at fair value less estimated selling costs upon acquisition. Revised estimates to the fair value less cost to sell are reported as adjustments to the carrying amount of the asset, provided that such adjusted value is not in excess of the carrying amount at acquisition. Initial losses on properties acquired through full or partial satisfaction of debt are treated as credit losses and charged to the allowance for credit losses at the time of acquisition. Subsequent declines in value from the recorded amounts, routine holding costs, and gains or losses upon disposition, if any, are included in non-interest expense as incurred.

### Income Taxes

The Company uses the liability method of accounting for income taxes. This method results in the recognition of deferred tax assets and liabilities that are reflected at currently enacted income tax rates applicable to the period in which the deferred tax assets or liabilities are expected to be realized or settled. As changes in tax laws or rates are enacted, deferred tax assets and liabilities are adjusted through the provision for income taxes. The deferred provision for income taxes is the result of the net change in the deferred tax asset and deferred tax liability balances during the year. This amount combined with the current taxes payable or refundable results in the income tax expense for the current year.

The Company follows the standards set forth in the "Income Taxes" topic of the Financial Accounting Standards Board ("FASB") Accounting Standard Codification ("ASC"), which clarifies the accounting for uncertainty in income taxes recognized in an enterprise's financial statements. This standard prescribes a recognition threshold and measurement standard for the financial statement recognition and measurement of an income tax position taken or expected to be taken in a tax return. It also provides guidance on derecognition, classification, interest and penalties, accounting in interim periods, disclosure, and transition.

The Company accounts for leases with Investment Tax Credits (ITC) under the deferred method as established in ASC 740-10. ITC are viewed and accounted for as a reduction of the cost of the related assets and presented as deferred income on the Company's financial statement.

When tax returns are filed, it is highly certain that some positions taken would be sustained upon examination by the taxing authorities, while others are subject to uncertainty about the merits of the position taken or the amount of the

position that would be ultimately sustained. The benefit of a tax position is recognized in the financial statements in the period during which, based on all available evidence, management believes it is more likely than not that the position will be sustained upon examination, including the resolution of appeals or litigation processes, if any. Tax positions taken are not offset or aggregated with other positions. Tax positions that meet the more-likely-than-not recognition threshold are measured as the largest amount of tax benefit that is more than 50 percent likely of being realized upon settlement with the applicable taxing authority. The portion of the benefits associated with tax positions taken that exceeds the amount measured as described above is reflected as a liability for unrecognized tax benefits in the accompanying consolidated balance sheet along with any associated interest and penalties that would be payable to the taxing authorities upon examination.

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Interest expense and penalties associated with unrecognized tax benefits, if any, are included in the provision for income taxes in the Consolidated Statements of Income.

### Basic Earnings Per Common Share

The Company's common stock is not traded on any exchange. The shares are primarily held by local residents and are not actively traded. Basic earnings per common share amounts are computed by dividing net income by the weighted average number of common shares outstanding for the period. There are no common stock equivalent shares.

Therefore, there is no presentation of diluted basic earnings per common share. See Note 6 for additional information.

### Segment Reporting

The "Segment Reporting" topic of the FASB ASC requires that public companies report certain information about operating segments. It also requires that public companies report certain information about their products and services, the geographic areas in which they operate, and their major customers. The Company is a holding company for a community bank, which offers a wide array of products and services to its customers. Pursuant to its banking strategy, emphasis is placed on building relationships with its customers, as opposed to building specific lines of business. As a result, the Company is not organized around discernible lines of business and prefers to work as an integrated unit to customize solutions for its customers, with business line emphasis and product offerings changing over time as needs and demands change.

### Low Income Housing Tax Credit Investments (LIHTC)

The Company accounts for its interest in LIHTC using the cost method as established in ASC 323-740. As an investor, the Company obtains income tax credits and deductions from the operating losses of these tax credit entities. The income tax credits and deductions are allocated to the investors based on their ownership percentages and are recorded as a reduction of income tax expense (or an increase to income tax benefit) and a reduction of federal income taxes payable.

### Comprehensive Income

The "Comprehensive Income" topic of the FASB ASC establishes standards for the reporting and display of comprehensive income and its components in the financial statements. Other comprehensive income (loss) refers to revenues, expenses, gains, and losses that U.S. GAAP recognize as changes in value to an enterprise but are excluded from net income. For the Company, comprehensive income includes net income and changes in fair value of its available-for-sale investment securities.

### Loss Contingencies

Loss contingencies, including claims and legal actions arising in the ordinary course of business, are recorded as liabilities when the likelihood of loss is probable and an amount or range of loss can be reasonably estimated. Management does not believe there now are such matters that will have a material effect on the financial statements.

### Business Combinations And Related Matters

Business combinations are accounted for under the acquisition method of accounting in accordance with ASC 805, Business Combinations. Under the acquisition method, the acquiring entity in a business combination recognizes 100 percent of the acquired assets and assumed liabilities, regardless of the percentage owned, at their estimated fair values as of the date of acquisition. Any excess of the fair value over the purchase price of net assets and other identifiable intangible assets acquired is recorded as bargain purchase gain. Assets acquired and liabilities assumed from contingencies must also be recognized at fair value, if the fair value can be determined during the measurement period. Results of operations of an acquired business are included in the statement of operations from the date of acquisition. Acquisition-related costs, including conversion charges, are expensed as incurred.

### Intangible Assets

Intangible assets are comprised of core deposit intangibles acquired in the Delta National Bancorp acquisition. Intangible assets with definite useful lives are amortized over their respective estimated useful lives. If an event occurs that indicates the carrying amount of an intangible asset may not be recoverable, management reviews the asset for impairment.

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## 2. Investment Securities

The amortized cost, fair values, and unrealized gains and losses of the securities available-for-sale are as follows (in thousands):

June 30, 2018	Amortized Cost	Gross Gains	Unrealized Losses	Fair/Book Value
Government Agency & Government-Sponsored Entities	\$ 3,056	\$ 15	\$ -	\$ 3,071
US Treasury Notes	139,689	2	416	139,275
US Govt SBA	18,583	8	188	18,403
Mortgage Backed Securities <sup>(1)</sup>	293,473	337	7,396	286,414
Other	3,011	-	-	3,011
Total	\$ 457,812	\$ 362	\$ 8,000	\$ 450,174

December 31, 2017	Amortized Cost	Gross Gains	Unrealized Losses	Fair/Book Value
Government Agency & Government-Sponsored Entities	\$ 3,080	\$ 48	\$ -	\$ 3,128
US Treasury Notes	144,606	-	442	144,164
US Govt SBA	29,559	29	208	29,380
Mortgage Backed Securities <sup>(1)</sup>	302,502	939	1,527	301,914
Other	3,010	-	-	3,010
Total	\$ 482,757	\$ 1,016	\$ 2,177	\$ 481,596

June 30, 2017	Amortized Cost	Gross Gains	Unrealized Losses	Fair/Book Value
Government Agency & Government-Sponsored Entities	\$ 3,103	\$ 92	\$ -	\$ 3,195
US Treasury Notes	134,689	3	272	134,420
US Govt SBA	32,889	30	119	32,800
Mortgage Backed Securities <sup>(1)</sup>	288,121	1,821	919	289,023
Other	2,429	-	-	2,429
Total	\$ 461,231	\$ 1,946	\$ 1,310	\$ 461,867

<sup>(1)</sup> All Mortgage Backed Securities consist of securities collateralized by residential real estate and were issued by an agency or government sponsored entity of the U.S. government.

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The book values, estimated fair values and unrealized gains and losses of investments classified as held-to-maturity are as follows (in thousands):

	Book Value	Gross Unrealized Gains	Losses	Fair Value
June 30, 2018				
Obligations of States and Political Subdivisions	\$52,210	\$ 227	\$ 79	\$52,358
Total	\$52,210	\$ 227	\$ 79	\$52,358
December 31, 2017				
Obligations of States and Political Subdivisions	\$54,460	\$ 776	\$ -	\$55,236
Total	\$54,460	\$ 776	\$ -	\$55,236
June 30, 2017				
Obligations of States and Political Subdivisions	\$56,381	\$ 746	\$ -	\$57,127
Total	\$56,381	\$ 746	\$ -	\$57,127

Fair values are based on quoted market prices or dealer quotes. If a quoted market price or dealer quote is not available, fair value is estimated using quoted market prices for similar securities.

The amortized cost and estimated fair values of investment securities at June 30, 2018 by contractual maturity are shown in the following table (in thousands):

	Available-for-Sale		Held-to-Maturity	
	Amortized Cost	Fair/Book Value	Book Value	Fair Value
June 30, 2018				
Within one year	\$128,110	\$127,874	\$3,613	\$3,618
After one year through five years	18,748	18,582	5,750	5,753
After five years through ten years	1,583	1,580	19,192	19,258
After ten years	15,898	15,724	23,655	23,729
	164,339	163,760	52,210	52,358
Investment securities not due at a single maturity date:				
Mortgage-backed securities	293,473	286,414	-	-
Total	\$457,812	\$450,174	\$52,210	\$52,358

Expected maturities of mortgage-backed securities may differ from contractual maturities because borrowers may have the right to call or prepay obligations with or without call or prepayment penalties.

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The following tables show those investments with gross unrealized losses and their market value aggregated by investment category and length of time that individual securities have been in a continuous unrealized loss position at the dates indicated (in thousands):

June 30, 2018	Less Than 12 Months		12 Months or More		Total	
	Fair Value	Unrealized Loss	Fair Value	Unrealized Loss	Fair Value	Unrealized Loss
<u>Securities Available-for-Sale</u>						
US Treasury Notes	\$ 14,412	\$ 178	\$ 29,876	\$ 238	\$ 44,288	\$ 416
US Govt SBA	5,589	68	9,023	120	14,612	188
Mortgage Backed Securities	214,949	5,464	58,148	1,932	273,097	7,396
Total	\$ 234,950	\$ 5,710	\$ 97,047	\$ 2,290	\$ 331,997	\$ 8,000

Securities Held-to-Maturity

Obligations of States and Political

Subdivisions	\$ 8,543	\$ 79	\$ -	\$ -	\$ 8,543	\$ 79
Total	\$ 8,543	\$ 79	\$ -	\$ -	\$ 8,543	\$ 79

December 31, 2017	Less Than 12 Months		12 Months or More		Total	
	Fair Value	Unrealized Loss	Fair Value	Unrealized Loss	Fair Value	Unrealized Loss

Securities Available-for-Sale

US Treasury Notes	\$ 94,281	\$ 144	\$ 49,883	\$ 298	\$ 144,164	\$ 442
US Govt SBA	8,379	51	12,900	157	21,279	208
Mortgage Backed Securities	126,863	932	43,208	595	170,071	1,527
Total	\$ 229,523	\$ 1,127	\$ 105,991	\$ 1,050	\$ 335,514	\$ 2,177

There were no HTM investments with gross unrealized losses at December 31, 2017

June 30, 2017	Less Than 12 Months		12 Months or More		Total	
	Fair Value	Unrealized Loss	Fair Value	Unrealized Loss	Fair Value	Unrealized Loss

Securities Available-for-Sale

US Treasury Notes	\$ 74,423	\$ 272	\$ -	\$ -	\$ 74,423	\$ 272
US Govt SBA	\$ 22,775	\$ 119	\$ -	\$ -	22,775	\$ 119
Mortgage Backed Securities	141,268	919	-	-	141,268	919
Total	\$ 238,466	\$ 1,310	\$ -	\$ -	\$ 238,466	\$ 1,310

There were no HTM investments with gross unrealized losses at June 30, 2017

As of June 30, 2018, the Company held 404 investment securities of which 112 were in an unrealized loss position for less than twelve months. 85 securities were in an unrealized loss position for twelve months or more. Management periodically evaluates each investment security for other-than-temporary impairment relying primarily on industry analyst reports and observations of market conditions and interest rate fluctuations. Management believes it will be able to collect all amounts due according to the contractual terms of the underlying investment securities.



Securities of Government Agency and Government Sponsored Entities – At June 30, 2018, December 31, 2017 and June 30, 2017, no securities of government agency and government sponsored entities were in an unrealized loss position for less than 12 months or for 12 months or more.

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U.S. Treasury Notes – At June 30, 2018, three U.S. Treasury Note security investments were in an unrealized loss position for less than 12 months and two were in an unrealized loss position for 12 months or more. The unrealized losses on the Company’s investment in U.S. Treasury Notes were \$416,000, \$442,000, and \$272,000 at June 30, 2018, December 31, 2017, and June 30, 2017, respectively. The unrealized losses were caused by interest rate fluctuations. Because the decline in market value is attributable to changes in interest rates and not credit quality, and because the Company does not intend to sell the securities and it is more likely than not that the Company will not have to sell the securities before recovery of their cost basis, the Company did not consider these investments to be other-than-temporarily impaired at June 30, 2018, December 31, 2017, and June 30, 2017.

U.S. Government SBA – At June 30, 2018, 29 U.S. Government SBA security investments were in an unrealized loss position for less than 12 months and 43 were in an unrealized loss position for 12 months or more. The unrealized losses on the Company’s investment in U.S. Government SBA securities were \$188,000, \$208,000, and \$119,000 at June 30, 2018, December 31, 2017, and June 30, 2017, respectively. The unrealized losses were caused by interest rate fluctuations. Because the decline in market value is attributable to changes in interest rates and not credit quality, and because the Company does not intend to sell the securities and it is more likely than not that the Company will not have to sell the securities before recovery of their cost basis, the Company did not consider these investments to be other-than-temporarily impaired at June 30, 2018, December 31, 2017, and June 30, 2017.

Mortgage Backed Securities – At June 30, 2018, 58 mortgage backed security investments were in an unrealized loss position for less than 12 months and 40 were in an unrealized loss position for 12 months or more. The unrealized losses on the Company’s investment in mortgage backed securities were \$7.4 million, \$1.5 million, and \$919,000 at June 30, 2018, December 31, 2017, and June 30, 2017, respectively. The unrealized losses on the Company’s investment in mortgage backed securities were caused by interest rate fluctuations. The contractual cash flows of these investments are guaranteed by an agency or government sponsored entity of the U.S. government. Accordingly, it is expected that the securities would not be settled at a price less than the amortized cost of the Company’s investment. Because the decline in market value is attributable to changes in interest rates and not credit quality, and because the Company does not intend to sell the securities and it is more likely than not that the Company will not have to sell the securities before recovery of their cost basis, the Company does not consider these investments to be other-than-temporarily impaired at June 30, 2018, December 31, 2017, and June 30, 2017.

Obligations of States and Political Subdivisions - At June 30, 2018, 22 obligations of states and political subdivisions were in an unrealized loss position for less than 12 months. None were in an unrealized loss position for 12 months or more. As of June 30, 2018, over ninety-nine percent of the Company’s bank-qualified municipal bond portfolio is rated at either the issue or issuer level, and all of these ratings are “investment grade.” The Company monitors the status of the one percent of the portfolio that is not rated and at the current time does not believe any of them to be exhibiting financial problems that could result in a loss in any individual security.

The unrealized losses on the Company’s investment in obligations of states and political subdivisions were \$79,000, \$0 and \$0 at June 30, 2018, December 31, 2017 and June 30, 2017, respectively. Management believes that any unrealized losses on the Company’s investments in obligations of states and political subdivisions were primarily caused by interest rate fluctuations. The contractual terms of these investments do not permit the issuer to settle the securities at a price less than the amortized cost of the investment. Because the Company does not intend to sell the securities and it is more likely than not that the Company will not have to sell the securities before recovery of their cost basis, the Company does not consider these investments to be other-than-temporarily impaired at June 30, 2018, December 31, 2017 and June 30, 2017.

Proceeds from sales and calls of securities were as follows:

Three Months	Six Months
Ended June 30,	Ended June 30,

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(in thousands)	2018	2017	2018	2017
Proceeds	\$31,370	\$7,831	\$31,370	\$7,831
Gains	8	143	8	143
Losses	1,338	12	1,338	12

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## Pledged Securities

As of June 30, 2018, securities carried at \$210.0 million were pledged to secure public deposits, Federal Home Loan Bank (“FHLB”) borrowings, and other government agency deposits as required by law. This amount was \$214.5 million at December 31, 2017, and \$211.6 million at June 30, 2017.

## 3. Loans &amp; Leases and Allowance for Credit Losses

The following tables show the allocation of the allowance for credit losses by portfolio segment and by impairment methodology at the dates indicated (in thousands):

June 30, 2018	Commercial Real Estate	Agricultural Real Estate	Real Estate Construction	Residential 1st Mortgages	Home Equity Lines & Loans	Agricultural	Commercial	Consumer & Other	Leases	Unallocated	Total
Year-To-Date Allowance for Credit Losses:											
Beginning											
Balance-											
January 1,											
2018	\$10,922	\$12,085	\$1,846	\$815	\$2,324	\$8,159	\$9,197	\$209	\$3,363	\$1,422	\$50,000
Charge-Offs	-	-	-	(12)	(4)	-	(14)	(58)	-	-	(88)
Recoveries	-	-	-	6	2	13	3	26	-	-	50
Provision	(139)	1,229	(230)	55	226	(514)	250	93	37	(174)	833
Ending											
Balance-											
June 30,											
2018	\$10,783	\$13,314	\$1,616	\$864	\$2,548	\$7,658	\$9,436	\$270	\$3,400	\$1,248	\$51,000
Second Quarter Allowance for											
Credit Losses:											
Beginning											
Balance-											
April 1,											
2018	\$11,078	\$12,242	\$1,873	\$827	\$2,343	\$7,868	\$9,374	\$239	\$3,390	\$1,443	\$50,000
Charge-Offs	-	-	-	(12)	-	-	(14)	(41)	-	-	(67)
Recoveries	-	-	-	3	1	7	1	15	-	-	27
Provision	(295)	1,072	(257)	46	204	(217)	75	57	10	(195)	500
Ending											
Balance-											
June 30,											
2018	\$10,783	\$13,314	\$1,616	\$864	\$2,548	\$7,658	\$9,436	\$270	\$3,400	\$1,248	\$51,000
Ending											
Balance											
Individually											
Evaluated											
for											
Impairment	333	-	-	131	16	-	487	7	-	-	974
Ending	10,450	13,314	1,616	733	2,532	7,658	8,949	263	3,400	1,248	50,000
Balance											
Collectively											
Evaluated											

for												
Impairment												
Loans &												
Leases:												
Ending												
Balance	\$752,043	\$540,852	\$94,223	\$261,804	\$37,669	\$273,170	\$286,651	\$7,390	\$90,646	\$-	\$2,3	
Ending												
Balance												
Individually												
Evaluated												
for												
Impairment	4,749	-	-	2,628	324	-	2,290	7	-	-	9,9	
Ending												
Balance												
Collectively												
Evaluated												
for												
Impairment	\$747,294	\$540,852	\$94,223	\$259,176	\$37,345	\$273,170	\$284,361	\$7,383	\$90,646	\$-	\$2,3	

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December 31, 2017	Commercial Real Estate	Agricultural Real Estate	Real Estate Construction	Residential 1st Mortgages	Home Equity Lines & Loans	Agricultural	Commercial	Consumer & Other	Leases	Unallocated	Edt
Year-To-Date Allowance for Credit Losses:											
Beginning Balance- January 1, 2017											
	\$11,110	\$9,450	\$3,223	\$865	\$2,140	\$7,381	\$8,515	\$200	\$3,586	\$1,449	\$47,110
Charge-Offs	(109 )	-	-	(53 )	(3 )	(374 )	-	(146 )	-	-	(6 )
Recoveries	109	-	-	40	8	17	8	76	-	-	25
Provision	(188 )	2,635	(1,377 )	(37 )	179	1,135	674	79	(223 )	(27 )	2,310
Ending Balance- December 31, 2017											
	\$10,922	\$12,085	\$1,846	\$815	\$2,324	\$8,159	\$9,197	\$209	\$3,363	\$1,422	\$50,110
Ending Balance Individually Evaluated for Impairment											
	366	-	-	73	17	-	220	8	-	-	68
Ending Balance Collectively Evaluated for Impairment											
	10,556	12,085	1,846	742	2,307	8,159	8,977	201	3,363	1,422	49,432
Ending Balance Loans & Leases: Individually Evaluated for Impairment											
	\$684,961	\$499,231	\$100,206	\$260,751	\$34,525	\$273,582	\$265,703	\$6,656	\$89,680	\$-	\$2,310
Ending Balance Collectively Evaluated for Impairment											
	4,822	-	-	2,373	340	-	1,734	10	-	-	9,310
Ending Balance Collectively Evaluated for Impairment											
	\$680,139	\$499,231	\$100,206	\$258,378	\$34,185	\$273,582	\$263,969	\$6,646	\$89,680	\$-	\$2,310

June 30, 2017	Commercial Real Estate	Agricultural Real Estate	Real Estate Construction	Residential 1st Mortgages	Home Equity Lines & Loans	Agricultural	Commercial	Consumer & Other	Leases	Unallocated	Edt
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## Year-To-Date Allowance for Credit Losses:

Beginning

Balance-

January 1,

2017 \$11,110 \$9,450 \$3,223 \$865 \$2,140 \$7,381 \$8,515 \$200 \$3,586 \$1,449 \$47

Charge-Offs (109 ) - - - (7 ) - (60 ) - - (1

Recoveries 10 - - 19 5 - 4 33 - - 71

Provision 231 815 (536 ) (12 ) 25 (138 ) 1,025 32 (634 ) 442 1,

Ending

Balance-

June 30,

2017 \$11,242 \$10,265 \$2,687 \$872 \$2,170 \$7,236 \$9,544 \$205 \$2,952 \$1,891 \$49

Second Quarter Allowance for

Credit Losses:

Beginning

Balance-

April 1,

2017 \$11,665 \$9,393 \$2,946 \$880 \$2,125 \$6,511 \$8,479 \$198 \$3,866 \$2,337 \$48

Charge-Offs - - - - - - - (25 ) - - (2

Recoveries 3 - - 16 3 - - 17 - - 39

Provision (426 ) 872 (259 ) (24 ) 42 725 1,065 15 (914 ) (446 ) 65

Ending

Balance-

June 30,

2017 \$11,242 \$10,265 \$2,687 \$872 \$2,170 \$7,236 \$9,544 \$205 \$2,952 \$1,891 \$49

Ending

Balance

Individually

Evaluated

for

Impairment 468 - - 61 15 322 266 6 - - 1,

Ending

Balance

Collectively

Evaluated

for

Impairment 10,774 10,265 2,687 811 2,155 6,914 9,278 199 2,952 1,891 47

Loans &amp;

Leases:

Ending

Balance \$670,591 \$473,153 \$168,487 \$252,653 \$32,174 \$265,899 \$254,887 \$7,533 \$78,705 \$- \$2,

Ending

Balance

Individually

Evaluated

for

Impairment 4,890 976 - 1,894 344 688 1,624 28 - - 10

Ending \$665,701 \$472,177 \$168,487 \$250,759 \$31,830 \$265,211 \$253,263 \$7,505 \$78,705 \$- \$2,

Balance

Collectively

Evaluated  
for  
Impairment

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The ending balance of loans individually evaluated for impairment includes restructured loans in the amount of \$2.9 million at June 30, 2018, \$3.0 million at December 31, 2017 and \$3.2 million at June 30, 2017, which are no longer classified as TDRs.

The following tables show the loan & lease portfolio allocated by management's internal risk ratings at the dates indicated (in thousands):

June 30, 2018	Pass	Special Mention	Substandard	Total Loans & Leases
Loans & Leases:				
Commercial Real Estate	\$749,467	\$2,576	\$ -	\$752,043
Agricultural Real Estate	524,259	10,521	6,072	540,852
Real Estate Construction	85,638	8,585	-	94,223
Residential 1st Mortgages	261,112	-	692	261,804
Home Equity Lines & Loans	37,622	-	47	37,669
Agricultural	266,837	5,050	1,283	273,170
Commercial	285,113	283	1,255	286,651
Consumer & Other	7,245	-	145	7,390
Leases	88,677	1,969	-	90,646
Total	\$2,305,970	\$28,984	\$ 9,494	\$2,344,448

December 31, 2017	Pass	Special Mention	Substandard	Total Loans
Loans & Leases:				
Commercial Real Estate	\$677,636	\$6,843	\$ 482	\$684,961
Agricultural Real Estate	488,672	6,529	4,030	499,231
Real Estate Construction	90,728	9,478	-	100,206
Residential 1st Mortgages	259,795	41	915	260,751
Home Equity Lines and Loans	34,476	-	49	34,525
Agricultural	264,425	6,439	2,718	273,582
Commercial	260,565	4,610	528	265,703
Consumer & Other	6,498	-	158	6,656
Leases	87,497	2,183	-	89,680
Total	\$2,170,292	\$36,123	\$ 8,880	\$2,215,295

June 30, 2017	Pass	Special Mention	Substandard	Total Loans & Leases
Loans & Leases:				
Commercial Real Estate	\$664,606	\$4,491	\$ 1,494	\$670,591
Agricultural Real Estate	466,831	1,316	5,006	473,153
Real Estate Construction	160,112	8,375	-	168,487
Residential 1st Mortgages	252,252	44	357	252,653
Home Equity Lines & Loans	32,174	-	-	32,174
Agricultural	256,026	6,302	3,571	265,899
Commercial	249,173	5,128	586	254,887
Consumer & Other	7,341	-	192	7,533
Leases	76,313	2,392	-	78,705
Total	\$2,164,828	\$28,048	\$ 11,206	\$2,204,082

See “Note 1. Significant Accounting Policies - Allowance for Credit Losses” for a description of the internal risk ratings used by the Company. There were no loans or leases outstanding at June 30, 2018, December 31, 2017, and June 30, 2017, rated doubtful or loss.

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The following tables show an aging analysis of the loan & lease portfolio by the time past due at the dates indicated (in thousands):

	30-59 Days Past Due	60-89 Days Past Due	90 Days and Still Accruing	Nonaccrual	Total Past Due	Current	Total Loans & Leases
June 30, 2018							
Loans & Leases:							
Commercial Real Estate	\$ -	\$ -	\$ -	\$ -	\$ -	\$752,043	\$ 752,043
Agricultural Real Estate	-	-	-	-	-	540,852	540,852
Real Estate Construction	277	-	-	-	277	93,946	94,223
Residential 1st Mortgages	107	-	-	130	237	261,567	261,804
Home Equity Lines & Loans	19	-	-	-	19	37,650	37,669
Agricultural	-	-	-	-	-	273,170	273,170
Commercial	-	-	-	599	599	286,052	286,651
Consumer & Other	6	-	-	-	6	7,384	7,390
Leases	-	-	-	-	-	90,646	90,646
Total	\$ 409	\$ -	\$ -	\$ 729	\$ 1,138	\$2,343,310	\$ 2,344,448

	30-59 Days Past Due	60-89 Days Past Due	90 Days and Still Accruing	Nonaccrual	Total Past Due	Current	Total Loans & Leases
December 31, 2017							
Loans & Leases:							
Commercial Real Estate	\$ -	\$ -	\$ -	\$ -	\$ -	\$684,961	\$ 684,961
Agricultural Real Estate	-	-	-	-	-	499,231	499,231
Real Estate Construction	-	-	-	-	-	100,206	100,206
Residential 1st Mortgages	448	-	-	-	448	260,303	260,751
Home Equity Lines and Loans	10	-	-	-	10	34,515	34,525
Agricultural	-	-	-	-	-	273,582	273,582
Commercial	180	-	-	-	180	265,523	265,703
Consumer & Other	7	-	-	-	7	6,649	6,656
Leases	-	-	-	-	-	89,680	89,680
Total	\$ 645	\$ -	\$ -	\$ -	\$ 645	\$2,214,650	\$ 2,215,295

	30-59 Days Past Due	60-89 Days Past Due	90 Days and Still Accruing	Nonaccrual	Total Past Due	Current	Total Loans & Leases
June 30, 2017							
Loans & Leases:							
Commercial Real Estate	\$ -	\$ -	\$ 143	\$ -	\$ 143	\$670,448	\$ 670,591
Agricultural Real Estate	-	-	-	976	976	472,177	473,153
Real Estate Construction	-	-	-	-	-	168,487	168,487
Residential 1st Mortgages	-	-	-	56	56	252,597	252,653
Home Equity Lines & Loans	36	-	-	-	36	32,138	32,174
Agricultural	-	-	-	306	306	265,593	265,899
Commercial	-	-	-	-	-	254,887	254,887
Consumer & Other	23	-	-	24	47	7,486	7,533

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Leases	-	-	-	-	-	78,705	78,705
Total	\$ 59	\$ -	\$ 143	\$ 1,362	\$ 1,564	\$2,202,518	\$ 2,204,082

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The following tables show information related to impaired loans & leases for the periods indicated (in thousands):

June 30, 2018	Recorded Investment	Unpaid Principal Balance	Related Allowance	Three Months Ended June 30, 2018	Interest	Six Months Ended June 30, 2018	Interest
				Average Recorded Investment	Income Recognized	Average Recorded Investment	Income Recognized
With no related allowance recorded:							
Commercial Real Estate	\$ 100	\$ 100	\$ -	\$ 101	\$ 2	\$ 102	\$ 4
Residential 1st Mortgages	-	-	-	452	-	680	8
	\$ 100	\$ 100	\$ -	\$ 553	\$ 2	\$ 782	\$ 12
With an allowance recorded:							
Commercial Real Estate	\$ 2,938	\$ 2,927	\$ 333	\$ 2,947	\$ 24	2,956	\$ 48
Residential 1st Mortgages	1,698	1,877	85	1,141	13	844	20
Home Equity Lines & Loans	76	86	3	77	1	77	2
Commercial	2,297	2,290	487	2,009	15	1,870	30
Consumer & Other	7	8	7	8	-	8	-
	\$ 7,016	\$ 7,188	\$ 915	\$ 6,182	\$ 53	5,755	\$ 100
Total	\$ 7,116	\$ 7,288	\$ 915	\$ 6,735	\$ 55	\$ 6,537	\$ 112

December 31, 2017	Recorded Investment	Unpaid Principal Balance	Related Allowance	Average	Interest
				Recorded Investment	Income Recognized
With no related allowance recorded:					
Commercial Real Estate	\$ 104	\$ 104	\$ -	\$ 107	\$ 11
Agricultural Real Estate	-	-	-	488	-
Residential 1st Mortgages	911	1,012	-	532	11
Home Equity Lines and Loans	-	-	-	16	-
Agricultural	-	-	-	30	-
	\$ 1,015	\$ 1,116	\$ -	\$ 1,173	\$ 22
With an allowance recorded:					
Commercial Real Estate	\$ 2,973	\$ 2,961	\$ 366	\$ 2,999	\$ 104
Residential 1st Mortgages	508	571	25	469	16
Home Equity Lines and Loans	73	89	4	74	3
Agricultural	-	-	-	409	21
Commercial	1,741	1,734	220	1,693	59
Consumer & Other	8	9	8	11	-
	\$ 5,303	\$ 5,364	\$ 623	\$ 5,655	\$ 203
Total	\$ 6,318	\$ 6,480	\$ 623	\$ 6,828	\$ 225

June 30, 2017	Recorded Investment	Unpaid Principal Balance	Related Allowance	Three Months Ended June 30, 2017	Interest	Six Months Ended June 30, 2017	Interest
				Average Recorded Investment	Income Recognized	Average Recorded Investment	Income Recognized
With no related allowance recorded:							

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Commercial Real Estate	\$ 108	\$ 109	\$ -	\$ 109	\$ 3	\$ 128	\$ 7
Agricultural Real Estate	976	983	-	976	-	1,059	-
Residential 1st Mortgages	406	462	-	410	3	421	3
Home Equity Lines & Loans	-	-	-	32	-	32	-
Agricultural	59	65	-	60	-	45	-
Commercial	-	-	-	-	-	756	-
	\$ 1,549	\$ 1,619	\$ -	\$ 1,587	\$ 6	\$ 2,441	\$ 10
With an allowance recorded:							
Commercial Real Estate	\$ 3,008	\$ 2,994	\$ 467	\$ 3,016	\$ 25	\$ 2,264	\$ 55
Residential 1st Mortgages	424	463	20	425	4	427	9
Home Equity Lines & Loans	51	58	3	70	1	80	2
Agricultural	630	631	322	634	6	633	14
Commercial	1,631	1,623	266	1,636	14	1,589	30
Consumer & Other	24	31	6	15	-	11	-
	\$ 5,768	\$ 5,800	\$ 1,084	\$ 5,796	\$ 50	\$ 5,004	\$ 110
Total	\$ 7,317	\$ 7,419	\$ 1,084	\$ 7,383	\$ 56	\$ 7,445	\$ 120

Total recorded investment shown in the prior table will not equal the total ending balance of loans & leases individually evaluated for impairment on the allocation of allowance table. This is because this table does not include impaired loans that were previously modified in a troubled debt restructuring, are currently performing and are no longer disclosed or classified as TDR's.

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At June 30, 2018, the Company allocated \$624,000 of specific reserves to \$6.4 million of troubled debt restructured loans & leases, all of which were performing. The Company had no commitments at June 30, 2018 to lend additional amounts to customers with outstanding loans or leases that are classified as TDRs.

During the three and six-month periods ending June 30, 2018, there was one loan modified as a troubled debt restructuring.

The modification involved a reduction of the stated interest rate of the loan for 5 years and extended the maturity date for 10 years.

	Three Months Ended June 30, 2018			Six Months Ended June 30, 2018		
	Pre-Modification	Post-Modification		Pre-Modification	Post-Modification	
Troubled Debt Restructurings	Number of Loans	Outstanding Recorded Investment	Outstanding Recorded Investment	Number of Loans	Outstanding Recorded Investment	Outstanding Recorded Investment
Residential 1st Mortgages	1	\$ 175	\$ 163	1	\$ 175	\$ 163
Total	1	\$ 175	\$ 163	1	\$ 175	\$ 163

During the three and six-months ended June 30, 2018, the twelve months ended December 31, 2017, and the three and six-month periods ending June 30, 2017 there were no payment defaults on loans or leases modified as troubled debt restructurings within twelve months following the modification. The Company considers a loan or lease to be in payment default once it is greater than 90 days contractually past due under the modified terms.

At December 31, 2017, the Company allocated \$623,000 of specific reserves to \$6.3 million of troubled debt restructured loans, all of which were performing. The Company had no commitments at December 31, 2017 to lend additional amounts to customers with outstanding loans that are classified as troubled debt restructurings.

During the period ending December 31, 2017, the terms of certain loans were modified as troubled debt restructurings. The modification of the terms of such loans included one or a combination of the following: a reduction of the stated interest rate of the loan; an extension of the maturity date at a stated rate of interest lower than the current market rate for new debt with similar risk; or a permanent reduction of the recorded investment in the loan.

Modifications involving a reduction of the stated interest rate of the loan ranged from 3 to 5 years. Modifications involving an extension of the maturity date ranged from 3 to 10 years.

The following table presents loans by class modified as troubled debt restructured loans for the period ended December 31, 2017 (in thousands):

	December 31, 2017		Post-Modification Outstanding Recorded Investment
	Pre-Modification Number of Loans	Outstanding Recorded Investment	
Troubled Debt Restructurings			
Residential 1st Mortgages	2	673	630
Home Equity Lines and Loans	1	32	32
Commercial	2	138	138
Consumer & Other	1	9	8
Total	6	\$ 852	\$ 808

At June 30, 2017, the Company allocated \$831,000 of specific reserves to \$6.0 million of troubled debt restructured loans & leases, all of which were performing. The Company had no commitments at June 30, 2017 to lend additional amounts to customers with outstanding loans or leases that are classified as TDRs.

During the three and six-month periods ending June 30, 2017, there were no loans & leases modified as a troubled debt restructuring.



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4. Fair Value Measurements

The Company follows the “Fair Value Measurement and Disclosures” topic of the FASB ASC, which establishes a framework for measuring fair value in U.S. GAAP and expands disclosures about fair value measurements. This standard applies whenever other standards require, or permit, assets or liabilities to be measured at fair value but does not expand the use of fair value in any new circumstances. In this standard, the FASB clarifies the principle that fair value should be based on the assumptions market participants would use when pricing the asset or liability. In support of this principle, this standard establishes a fair value hierarchy that prioritizes the information used to develop those assumptions. The fair value hierarchy is as follows:

Level 1 inputs – Unadjusted quoted prices in active markets for identical assets or liabilities that the entity has the ability to access at the measurement date.

Level 2 inputs - Inputs other than quoted prices included in Level 1 that are observable for the asset or liability, either directly or indirectly. These might 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 - Unobservable inputs for determining the fair values of assets or liabilities that reflect an entity’s own assumptions about the assumptions that market participants would use in pricing the assets or liabilities.

Management monitors the availability of observable market data to assess the appropriate classification of financial instruments within the fair value hierarchy. Changes in economic conditions or model-based valuation techniques may require the transfer of financial instruments from one fair value level to another. In such instances, the transfer is reported at the beginning of the reporting period.

Management evaluates the significance of transfers between levels based upon the nature of the financial instrument and size of the transfer relative to total assets, total liabilities or total earnings.

Securities classified as available-for-sale are reported at fair value on a recurring basis utilizing Level 1, 2 and 3 inputs. For these securities, the Company obtains fair value measurements from an independent pricing service. The fair value measurements consider observable data that may include dealer quotes, market spreads, cash flows, the U.S. Treasury yield curve, live trading levels, trade execution data, market consensus prepayment speeds, credit information and the bond’s terms and conditions, among other things.

The Company does not record all loans & leases at fair value on a recurring basis. However, from time to time, a loan or lease is considered impaired and an allowance for credit losses is established. Once a loan or lease is identified as individually impaired, management measures impairment in accordance with the “Receivable” topic of the FASB ASC. The fair value of impaired loans or leases is estimated using one of several methods, including collateral value when the loan is collateral dependent, market value of similar debt, enterprise value, and discounted cash flows. Impaired loans & leases not requiring an allowance represent loans & leases for which the fair value of the expected repayments or collateral exceed the recorded investments in such loans & leases. Impaired loans & leases where an allowance is established based on the fair value of collateral require classification in the fair value hierarchy. The fair value of collateral dependent impaired loans is generally based on recent real estate appraisals. These appraisals may utilize a single valuation approach or a combination of approaches including sales comparison, cost and the income approach. Adjustments are often made in the appraisal process by the appraisers to take into account differences between the comparable sales and income and other available data. Such adjustments can be significant and typically result in a Level 3 classification of the inputs for determining fair value. The valuation technique used for Level 3 nonrecurring impaired loans is primarily the sales comparison approach less selling costs of 10%.

Other Real Estate (“ORE”) is reported at fair value on a non-recurring basis. Fair values are based on recent real estate appraisals. These appraisals may use a single valuation approach or a combination of approaches including sales comparison, cost and the income approach. Adjustments are often made in the appraisal process by the appraisers to take into account differences between the comparable sales and income and other available data. Such adjustments can be significant and typically result in a Level 3 classification of the inputs for determining fair value. The valuation technique used for Level 3 nonrecurring ORE is primarily the sales comparison approach less selling costs of 10%.

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At June 30, 2018, there were formal foreclosure proceedings in process for consumer mortgage loans secured by residential real estate properties in the amount of \$49,000.

The following tables present information about the Company's assets and liabilities measured at fair value on a recurring basis and indicate the fair value hierarchy of the valuation techniques utilized by the Company to determine such fair value for the periods indicated.

(in thousands)	Fair Value Total	Fair Value Measurements At June 30, 2018, Using		
		Quoted Prices in Active Markets for Identical Assets (Level 1)	Other Observable Inputs (Level 2)	Significant Unobservable Inputs (Level 3)
Available-for-Sale Securities:				
Government Agency & Government-Sponsored Entities	\$ 3,071	\$-	\$ 3,071	\$ -
US Treasury Notes	139,275	139,275	-	-
US Govt SBA	18,403	-	18,403	-
Mortgage Backed Securities	286,414	-	286,414	-
Other	3,011	201	310	2,500
Total Assets Measured at Fair Value On a Recurring Basis	\$ 450,174	\$ 139,476	\$ 308,198	\$ 2,500

(in thousands)	Fair Value Total	Fair Value Measurements At December 31, 2017, Using		
		Quoted Prices in Active Markets for Identical Assets (Level 1)	Other Observable Inputs (Level 2)	Significant Unobservable Inputs (Level 3)
Available-for-Sale Securities:				
Government Agency & Government-Sponsored Entities	\$ 3,128	\$-	\$ 3,128	\$ -
US Treasury Notes	144,164	144,164	-	-
US Govt SBA	29,380	-	29,380	-
Mortgage Backed Securities	301,914	-	301,914	-
Other	3,010	200	310	2,500
Total Assets Measured at Fair Value On a Recurring Basis	\$ 481,596	\$ 144,364	\$ 334,732	\$ 2,500

(in thousands)	Fair Value Total	Fair Value Measurements At June 30, 2017, Using		
		Quoted Prices in Active Markets	Other Observable Inputs (Level 2)	Significant Unobservable Inputs (Level 3)

		for Identical Assets (Level 1)		
Available-for-Sale Securities:				
Government Agency & Government-Sponsored Entities	\$ 3,195	\$-	\$ 3,195	\$ -
US Treasury Notes	134,420	134,420	-	-
US Govt SBA	32,800	-	32,800	-
Mortgage Backed Securities	289,023	-	289,023	-
Other	2,429	200	310	1,919
Total Assets Measured at Fair Value On a Recurring Basis	\$ 461,867	\$ 134,620	\$ 325,328	\$ 1,919

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Fair values for Level 2 available-for-sale investment securities are based on quoted market prices for similar securities. During the three and six-months ended June 30, 2018 and 2017, there were no transfers in or out of Level 1, 2, or 3.

The available for sale investment security categorized as a Level 3 asset for period ended June 30, 2018 consisted of one \$2.5 million investment in a limited liability company that purchases SBA loans. This security is not actively traded and is owned by a few investors for CRA purposes. The significant unobservable data reflected in the fair value measurement include dealer quotes, projected prepayment speeds/average lives and credit information, among other things. There were no gains or losses or transfers in or out of level 3 during the period ended June 30, 2018.

The following tables present information about the Company's other real estate and impaired loans or leases, classes of assets or liabilities that the Company carries at fair value on a non-recurring basis, and indicates the fair value hierarchy of the valuation techniques utilized by the Company to determine such fair value for the periods indicated. Not all impaired loans or leases are carried at fair value. Impaired loans or leases are only included in the following tables when their fair value is based upon a current appraisal of the collateral, and if that appraisal results in a partial charge-off or the establishment of a specific reserve.

(in thousands)	Fair Value Total	Fair Value Measurements At June 30, 2018, Using Quoted Prices in Active Markets for Identical Assets (Level 1)			Other Observable Inputs (Level 2)	Significant Unobservable Inputs (Level 3)
		Quoted Prices in Active Markets for Identical Assets (Level 1)	Other Observable Inputs (Level 2)	Significant Unobservable Inputs (Level 3)		
Impaired Loans						
Commercial Real Estate	\$ 2,594	\$ -	\$ -			\$ 2,594
Residential 1st Mortgage	1,485	-	-			1,485
Home Equity Lines and Loans	72	-	-			72
Commercial	1,490	-	-			1,490
Total Impaired Loans	5,641	-	-			5,641
Other Real Estate						
Real Estate Construction	873	-	-			873
Total Other Real Estate	873	-	-			873
Total Assets Measured at Fair Value On a Non-Recurring Basis	\$ 6,514	\$ -	\$ -			\$ 6,514

(in thousands)	Fair Value Total	Fair Value Measurements At December 31, 2017, Using Quoted Prices in Active Markets for Identical Assets			Other Observable Inputs (Level 2)	Significant Unobservable Inputs (Level 3)
		Quoted Prices in Active Markets for Identical Assets	Other Observable Inputs (Level 2)	Significant Unobservable Inputs (Level 3)		

		(Level 1)		
Impaired Loans:				
Commercial Real Estate	\$ 2,595	\$ -	\$ -	\$ 2,595
Residential 1st Mortgage	997	-	-	997
Home Equity Lines and Loans	75	-	-	75
Commercial	1,514	-	-	1,514
Total Impaired Loans	5,181	-	-	5,181
Other Real Estate:				
Home Equity Lines and Loans	-	-	-	-
Real Estate Construction	873	-	-	873
Total Other Real Estate	873	-	-	873
Total Assets Measured at Fair Value On a Non-Recurring Basis	\$ 6,054	\$ -	\$ -	\$ 6,054

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(in thousands)	Fair Value Total	Fair Value Measurements At June 30, 2017, Using Quoted Prices in Active Markets for Identical Assets (Level 1)			Other Observable Inputs (Level 2)	Significant Unobservable Inputs (Level 3)
		1)	2)	3)		
Impaired Loans						
Commercial Real Estate	\$ 2,526	\$ -	\$ -	\$ -	\$ 2,526	
Residential 1st Mortgage	386	-	-	-	386	
Home Equity Lines and Loans	48	-	-	-	48	
Agricultural	366	-	-	-	366	
Commercial	1,358	-	-	-	1,358	
Consumer	19	-	-	-	19	
Total Impaired Loans	4,703	-	-	-	4,703	
Other Real Estate						
Real Estate Construction	873	-	-	-	873	
Total Other Real Estate	873	-	-	-	873	
Total Assets Measured at Fair Value On a Non-Recurring Basis	\$ 5,576	\$ -	\$ -	\$ -	\$ 5,576	

The Company's property appraisals are primarily based on the sales comparison approach and the income approach methodologies, which consider recent sales of comparable properties, including their income generating characteristics, and then make adjustments to reflect the general assumptions that a market participant would make when analyzing the property for purchase. These adjustments may increase or decrease an appraised value and can vary significantly depending on the location, physical characteristics and income producing potential of each property. Additionally, the quality and volume of market information available at the time of the appraisal can vary from period to period and cause significant changes to the nature and magnitude of comparable sale adjustments. Given these variations, comparable sale adjustments are generally not a reliable indicator for how fair value will increase or decrease from period to period. Under certain circumstances, management discounts are applied based on specific characteristics of an individual property.

The following table presents quantitative information about Level 3 fair value measurements for financial instruments measured at fair value on a nonrecurring basis at June 30, 2018:

(in thousands)	Fair Value	Valuation Technique	Unobservable Inputs	Range, Weighted Avg.
Impaired Loans				
Commercial Real Estate	\$ 2,594	Income Approach	Capitalization Rate	3.25%, 3.25%
Residential 1st Mortgage	\$ 1,485	Sales Comparison Approach	Adjustment for Difference Between Comparable Sales	1% -4%, 3%
Home Equity Lines and Loans	\$ 72	Sales Comparison Approach	Adjustment for Difference Between Comparable Sales	1% - 2%, 1% 2.95% - 8.70%, 3.40%
Commercial	\$ 1,490	Income Approach	Capitalization Rate	

Other Real Estate				
Real Estate		Sales Comparison	Adjustment for Difference Between	
Construction	\$ 873	Approach	Comparable Sales	10%, 10%



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## 5. Fair Value of Financial Instruments

U.S. GAAP requires disclosure of fair value information about financial instruments, whether or not recognized on the balance sheet, for which it is practical to estimate that value. The estimated fair value amounts have been determined by the Company using available market information and appropriate valuation methodologies. The use of assumptions and various valuation techniques, as well as the absence of secondary markets for certain financial instruments, will likely reduce the comparability of fair value disclosures between financial institutions. In some cases, book value is a reasonable estimate of fair value due to the relatively short period of time between origination of the instrument and its expected realization. The valuation of loans held for investment was impacted by the adoption of ASU 2016-01. In accordance with ASU 2016-01, the fair value of loans held for investment, excluding previously presented impaired loans measured at fair value on a non-recurring basis, is estimated using discounted cash flow analyses. The discount rates used to determine fair value use interest rate spreads that reflect factors such as liquidity, credit, and nonperformance risk of the loans. Loans are considered a Level 3 classification.

The following tables summarize the book value and estimated fair value of financial instruments for the periods indicated:

June 30, 2018 (in thousands)	Carrying Amount	Fair Value of Financial Instruments Using Quoted Prices in Active Markets for Identical Assets (Level 1)			Total Estimated Fair Value
		Other Observable Inputs (Level 2)	Significant Unobservable Inputs (Level 3)		
Assets:					
Cash and Cash Equivalents	\$106,899	\$106,899	\$-	\$-	\$106,899
Investment Securities Available-for-Sale	450,174	139,476	308,198	2,500	450,174
Investment Securities Held-to-Maturity	52,210	-	36,693	15,665	52,358
FHLB Stock	10,877	N/A	N/A	N/A	N/A
Loans & Leases, Net of Deferred Fees & Allowance	2,293,311	-	-	2,253,733	2,253,733
Accrued Interest Receivable	11,548	-	11,548	-	11,548
Liabilities:					
Deposits	2,697,273	2,231,153	462,040	-	2,693,193
Subordinated Debentures	10,310	-	7,639	-	7,639
Accrued Interest Payable	827	-	827	-	827

December 31, 2017 (in thousands)	Carrying Amount	Fair Value of Financial Instruments Using Quoted Prices in Active Markets for Identical Assets (Level 1)			Total Estimated Fair Value
		Other Observable Inputs (Level 2)	Significant Unobservable Inputs (Level 3)		

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Assets:

Cash and Cash Equivalents	\$ 187,149	\$ 187,149	\$ -	\$ -	\$ 187,149
Investment Securities Available-for-Sale	481,596	144,364	334,732	2,500	481,596
Investment Securities Held-to-Maturity	54,460	-	38,492	16,744	55,236
FHLB Stock	10,342	N/A	N/A	N/A	N/A
Loans & Leases, Net of Deferred Fees & Allowance	2,164,953	-	-	2,137,987	2,137,987
Accrued Interest Receivable	10,999	-	10,999	-	10,999

Liabilities:

Deposits	2,723,228	2,247,831	472,671	-	2,720,502
Subordinated Debentures	10,310	-	7,428	-	7,428
Accrued Interest Payable	1,137	-	1,137	-	1,137

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June 30, 2017 (in thousands)	Carrying Amount	Fair Value of Financial Instruments Using Quoted Prices in Active Markets for Identical Assets (Level 1)				Total Estimated Fair Value
		Other Observable Inputs (Level 2)	Significant Unobservable Inputs (Level 3)			
Assets:						
Cash and Cash Equivalents	\$ 147,191	\$ 147,191	\$ -	\$ -		\$ 147,191
Investment Securities Available-for-Sale	461,867	134,620	325,328	1,919		461,867
Investment Securities Held-to-Maturity	56,381	-	40,071	17,056		57,127
FHLB Stock	10,342	N/A	N/A	N/A		N/A
Loans & Leases, Net of Deferred Fees & Allowance	2,155,018	-	-	2,138,109		2,138,109
Accrued Interest Receivable	9,739	-	9,739	-		9,739
Liabilities:						
Deposits	2,661,878	2,065,151	594,798	-		2,659,949
Subordinated Debentures	10,310	-	6,567	-		6,567
Accrued Interest Payable	1,014	-	1,014	-		1,014

## 6. Dividends and Basic Earnings Per Common Share

Farmers & Merchants Bancorp common stock is not traded on any exchange. The shares are primarily held by local residents and are not actively traded. On May 8, 2018, the Board of Directors declared a mid-year cash dividend of \$6.90 per share, a 2.2% increase over the \$6.75 per share paid on July 1, 2017. The cash dividend was paid on July 2, 2018, to shareholders of record on June 8, 2018.

Basic earnings per common share amounts are computed by dividing net income by the weighted average number of common shares outstanding for the period. The Company has no securities or other contracts, such as stock options, that could require the issuance of common stock. Accordingly, diluted earnings per share are not presented. The following table calculates the basic earnings per common share for the three and six months ended June 30, 2018 and 2017.

(net income in thousands)	Three Months Ended June 30,		Six Months Ended June 30,	
	2018	2017	2018	2017
Net Income	\$10,550	\$8,187	\$20,491	\$16,008
Weighted Average Number of Common Shares Outstanding	817,893	808,704	815,114	808,347
Basic Earnings Per Common Share Amount	\$12.90	\$10.12	\$25.14	\$19.80

## 7. Shareholders' Equity

In May 2018, the Company issued 8,769 shares of common stock to the Bank's non-qualified defined contribution retirement plans. These shares were issued at a price of \$635.00 per share based upon a valuation completed by a nationally recognized bank consulting and advisory firm and in reliance upon the exemption in Section 4(a)(2) of the

Securities Act of 1933, as amended, and the regulations promulgated thereunder. The proceeds were contributed to the Bank as equity capital.

8. Pending Acquisition of Bank of Rio Vista

On March 26, 2018, Farmers & Merchants Bancorp and Bank of Rio Vista announced that a definitive agreement had been signed by both parties for the acquisition of Bank of Rio Vista by Farmers & Merchants Bancorp. The transaction is subject to customary closing conditions, and is expected to close in the third quarter of 2018.

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In this transaction, the shareholders of Bank of Rio Vista owning 2,414 shares, or 60.35% of the outstanding common shares, will receive \$28.7 million in cash subject to certain adjustments defined in the definitive agreement. Over the past year, Farmers & Merchants Bancorp acquired 1,586, or 39.65%, of the outstanding common shares of Bank of Rio Vista for \$12.0 million. As a result, the total price paid for all common shares of Bank of Rio Vista is \$40.7 million or 1.42 times the minimum book value that must be delivered at close.

As a result of signing a definitive agreement with Bank of Rio Vista, Farmers & Merchants Bancorp is accounting for the 39.65% of the outstanding common shares of Bank of Rio Vista that it currently owns under the equity method of accounting, in accordance with ASC 323-10 effective first quarter 2018. During the six months ended June 30, 2018, the Company's recorded investment in Bank of Rio Vista increased by \$164,000, based upon the earnings of Bank of Rio Vista that are attributed to the Company's ownership.

## 9. Recent Accounting Pronouncements

### Recently Adopted Accounting Guidance

The following paragraphs provide descriptions of recently adopted accounting standards that may have had a material effect on the Company's financial position or results of operations.

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

In January 2016, the FASB issued ASU 2016-01, Financial Instruments – Overall (Subtopic 825-10): Recognition and Measurement of Financial Assets and Financial Liabilities. The ASU addresses certain aspects of recognition, measurement, presentation, and disclosure of financial instruments. Most notably, the ASU changes the income statement impact of equity investments held by the Company and the requirement for the Company to use the exit price notion when measuring the fair value of financial instruments for disclosure purposes. The Company adopted the ASU provisions on January 1, 2018. The adoption of the ASU resulted in the use of an exit price rather than an entrance price to determine the fair value of loans not measured at fair value on a non-recurring basis in the consolidated balance sheets. See Note 5 – Fair Value of Financial Instruments for further information regarding the valuation of these loans.

In February 2018, the FASB issued ASU 2018-02, Income Statement – Reporting Comprehensive Income (Topic 220): Reclassification of Certain Tax Effects from Accumulated Other Comprehensive Income. The amendments in ASU 2018-02 allow a reclassification from accumulated other comprehensive income ("AOCI") to retained earnings for stranded tax effects resulting from the newly enacted Tax Cuts and Jobs Act ("Tax Act"). The amount of the reclassification consists of the difference between the historical corporate income tax rates and the newly enacted 21 percent corporate income tax rate. The amendments are effective for all entities for the interim and annual reporting periods beginning after December 15, 2018 and early adoption is permitted, including interim periods in those years. The Company adopted the amendments as of December 31, 2017, which resulted in a net reclassification of \$144,000

between AOCI and retained earnings.

Accounting Guidance Pending Adoption at June 30, 2018

The following paragraphs provide descriptions of newly issued but not yet effective accounting standards that could have a material effect on the Company's financial position or results of operations.

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In June 2016, the FASB issued ASU 2016-13, Financial Instruments – Credit Losses (Topic 326): Measurement of Credit Losses on Financial Instruments. The ASU will require the earlier recognition of credit losses on loans and other financial instruments based on an expected loss model, replacing the incurred loss model that is currently in use. Under the new guidance, an entity will measure all expected credit losses for financial instruments held at the reporting date based on historical experience, current conditions and reasonable and supportable forecasts. The expected loss model will apply to loans and leases, unfunded lending commitments, held-to-maturity debt securities and other debt instruments measured at amortized cost. The impairment model for available-for-sale debt securities will require the recognition of credit losses through a valuation allowance when fair value is less than amortized cost, regardless of whether the impairment is considered to be other-than-temporary. The new guidance is effective on January 1, 2020, with early adoption permitted on January 1, 2019. The Company has selected a vendor to analyze our loan data and has chosen an implementation team. The Company is currently working with the vendor and our IT department to establish the data transmission interface. While the Company has not quantified the impact of this ASU, it is evaluating historical loan level data requirements necessary for the implementation of the model, as well as various methodologies for determining expected credit losses.

In February 2016, the FASB issued ASU 2016-02, Leases (Topic 842). The new standard is being issued to increase the transparency and comparability around lease obligations. Previously unrecorded off-balance sheet obligations will now be brought more prominently to light by presenting lease liabilities on the face of the balance sheet, accompanied by enhanced qualitative and quantitative disclosures in the notes to the financial statements. This ASU applies to leasing arrangements exceeding a twelve-month term. ASU 2016-02 is effective for annual periods, including interim periods within those annual periods beginning after December 15, 2018 and requires a modified retrospective method upon adoption. Early application of the amendments is permitted. The Company is currently evaluating the provisions of this ASU to determine the potential impact the new standard will have on the Company's consolidated financial statements. While the Company has not quantified the impact to its balance sheet, it does expect the adoption of this ASU will result in a gross-up in its balance sheet as a result of recording a right-of-use asset and a lease liability for these leases.

### 10. Subsequent Events

On July 2, 2018, Farmers & Merchants Bancorp entered into a material definitive agreement to purchase 44,503 shares of the Company's Common Stock from the estate of a former Director. The agreed upon purchase price is \$700.00 per share for a total consideration of Thirty One Million One Hundred Fifty-Two Thousand One Hundred Dollars (\$31,152,100). The transaction closed on July 31, 2018. After the transaction, the Company will remain "well capitalized" under the regulatory framework for prompt corrective action.

### Item 2. Management's Discussion And Analysis Of Financial Condition And Results Of Operations

The following is management's discussion and analysis of the major factors that influenced our financial performance for the three and six months ended June 30, 2018. This analysis should be read in conjunction with our 2017 Annual Report to Shareholders on Form 10-K, and with the unaudited financial statements and notes as set forth in this report.

### Forward-Looking Statements

This Form 10-Q contains various forward-looking statements, usually containing the words "estimate," "project," "expect," "objective," "goal," or similar expressions and includes assumptions concerning Farmers & Merchants Bancorp's (together with its subsidiaries, the "Company" or "we") operations, future results, and prospects. These forward-looking statements are based upon current expectations and are subject to risks and uncertainties. In connection with the "safe-harbor" provisions of the Private Securities Litigation Reform Act of 1995, the Company provides the following cautionary statement identifying important factors which could cause the actual results of events to differ materially from those set forth in or implied by the forward-looking statements and related assumptions.

Such factors include the following: (1) economic conditions in the Central Valley of California; (2) significant changes in interest rates and loan prepayment speeds; (3) credit risks of lending and investment activities; (4) changes in federal and state banking laws or regulations; (5) competitive pressure in the banking industry; (6) changes in governmental fiscal or monetary policies; (7) uncertainty regarding the economic outlook resulting from the continuing war on terrorism, as well as actions taken or to be taken by the U.S. or other governments as a result of further acts or threats of terrorism; (8) water management issues in California and the resulting impact on the Company's agricultural customers; (9) expansion into new geographic markets and new lines of business; and (10) other factors discussed in Item 1A. Risk Factors located in the Company's 2017 Annual Report on Form 10-K.



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Readers are cautioned not to place undue reliance on these forward-looking statements which speak only as of the date hereof. The Company undertakes no obligation to update any forward-looking statements to reflect events or circumstances arising after the date on which they are made.

### Introduction

Farmers & Merchants Bancorp, or the Company, is a bank holding company formed March 10, 1999. Its subsidiary, Farmers & Merchants Bank of Central California, or the Bank, is a California state-chartered bank formed in 1916. Banking services are provided in twenty-eight locations in the Company's service area. The service area includes Sacramento, San Joaquin, Stanislaus, Merced and Contra Costa Counties with branches in Sacramento, Elk Grove, Galt, Lodi, Stockton, Linden, Modesto, Turlock, Hilmar, Merced, Manteca, Riverbank, Walnut Creek and Concord. In January 2018, the Company opened a loan production office ("LPO") in Napa, California and is currently building out a full service branch location that should be ready for occupancy in the third quarter of 2018. In March 2018 the Company announced that it had entered into a definitive agreement to purchase Bank of Rio Vista ("BORV") (see Note 8 for additional information).

For additional information about the proposed acquisition of BORV, see the Company's Current Report on Form 8-K filed with the SEC on March 27, 2018.

As a bank holding company, the Company is subject to regulation and examination by the Board of Governors of the Federal Reserve System ("FRB"). As a California, state-chartered, non-fed member bank, the Bank is subject to regulation and examination by the California Department of Business Oversight ("DBO") and the Federal Deposit Insurance Corporation ("FDIC").

### Overview

Although the Company has initiated efforts to expand its geographic footprint into the East Bay area of San Francisco and Napa, California, the Company's primary service area remains the mid Central Valley of California, a region that can be significantly impacted by the seasonal needs of the agricultural industry. Accordingly, discussion of the Company's Financial Condition and Results of Operations is influenced by the seasonal banking needs of its agricultural customers (e.g., during the spring and summer customers draw down their deposit balances and increase loan borrowing to fund the purchase of equipment and planting of crops. Correspondingly, deposit balances are replenished and loans repaid in late fall and winter as crops are harvested and sold).

The State of California experienced drought conditions from 2013 through most of 2016. Then, in late 2016 and early 2017 significant levels of rain and snow alleviated drought conditions in many areas of California, including those in the Company's primary service area. In late 2017 and early 2018 rain levels exceeded 80% of seasonal averages, but snow levels were modest. Fortunately, reservoir levels are high and the availability of water this summer and fall in our primary service area should not be an issue. However, the weather patterns over the past 5 years further reinforce the fact that the long-term risks associated with the availability of water are significant.

For the three and six months ended June 30, 2018, Farmers & Merchants Bancorp reported net income of \$10,550,000 and \$20,491,000, earnings per share of \$12.90 and \$25.14 and return on average assets of 1.38% and 1.35%, respectively. Return on average shareholders' equity was 13.62% and 13.38% for the three and six months ended June 30, 2018.

For the three and six months ended June 30, 2017, Farmers & Merchants Bancorp reported net income of \$8,187,000 and \$16,008,000, earnings per share of \$10.12 and \$19.80 and return on average assets of 1.11% and 1.09%, respectively. Return on average shareholders' equity was 11.28% and 11.14% for the three and six months ended June 30, 2017.



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The following is a summary of the financial results for the six-month period ended June 30, 2018 compared to June 30, 2017.

- Net income increased 28.0% to \$20,491,000 from \$16,008,000.
- Earnings per share increased 27.0% to \$25.14 from \$19.80.
- Total assets increased 2.8% to \$3.1 billion from \$3.0 billion.
- Total loans & leases increased 6.4% to \$2.3 billion from \$2.2 billion.
- Total deposits increased 1.3% to \$2.70 billion from \$2.66 billion.

The primary reasons for the Company's \$2.3 million or 9.1% increase in pre-tax income in the first half of 2018 as compared to the same period of 2017 were:

- A \$7.01 million increase in net interest income related to the growth in earning assets and increased interest rates on earning assets.
- A \$417,000 decrease in the provision for credit losses.

These positive impacts were partially offset by:

- A \$1.5 million increase in the net loss on the sale of investment securities.
- An \$875,000 decrease in the gain on sale of fixed assets due to the sale of one of our properties in the first half of the prior year (2017).
- A \$414,000 increase in non-interest expense related to a non-recurring gain on sale of ORE in the first half of the prior year (2017) and was recorded as a reduction to non-interest expense.
- A \$1.2 million increase in salaries and employee benefits.
- A \$1.0 million increase in legal expenses primarily related to the BORV acquisition.

## Results of Operations

### Net Interest Income / Net Interest Margin

The tables on the following pages reflect the Company's average balance sheets and volume and rate analysis for the three and six month periods ended June 30, 2018 and 2017.

The average yields on earning assets and average rates paid on interest-bearing liabilities have been computed on an annualized basis for purposes of comparability with full year data. Average balance amounts for assets and liabilities are the computed average of daily balances.

Net interest income is the amount by which the interest and fees on loans & leases and other interest-earning assets exceed the interest paid on interest-bearing sources of funds. For the purpose of analysis, the interest earned on tax-exempt investments and municipal loans is adjusted to an amount comparable to interest subject to normal income taxes. This adjustment is referred to as "tax equivalent" adjustment and is noted wherever applicable. The presentation of net interest income and net interest margin on a tax equivalent basis is a common practice within the banking industry.

The Volume and Rate Analysis of Net Interest Income summarizes the changes in interest income and interest expense based on changes in average asset and liability balances (volume) and changes in average rates (rate). For each category of interest-earning assets and interest-bearing liabilities, information is provided with respect to changes attributable to: (1) changes in volume (change in volume multiplied by initial rate); (2) changes in rate (change in rate multiplied by initial volume); and (3) changes in rate/volume, also called "changes in mix" (allocated in proportion to the respective volume and rate components).

The Company's earning assets and rate sensitive liabilities are subject to repricing at different times, which exposes the Company to income fluctuations when interest rates change. In order to minimize income fluctuations, the Company attempts to match asset and liability maturities. However, some maturity mismatch is inherent in the asset and liability mix. See "Item 3. Quantitative and Qualitative Disclosures about Market Risk – Interest Rate Risk."

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Farmers & Merchants Bancorp  
 Quarterly Average Balances and Interest Rates  
 (Interest and Rates on a Taxable Equivalent Basis)  
 (in thousands)

	Three Months Ended June 30, 2018			Three Months Ended June 30, 2017		
Assets	Balance	Interest	Rate	Balance	Interest	Rate
Interest Bearing Deposits with Banks	\$ 114,300	\$ 515	1.81 %	\$ 112,458	\$ 258	0.92 %
Investment Securities:						
U.S. Treasuries	66,953	250	1.49 %	82,953	224	1.08 %
U.S. Govt SBA	26,906	119	1.77 %	34,083	125	1.47 %
Government Agency & Government-Sponsored Entities	3,064	22	2.87 %	3,110	22	2.83 %
Obligations of States and Political Subdivisions - Non-Taxable	53,037	510	3.85 %	56,984	673	4.73 %
Mortgage Backed Securities	316,991	1,904	2.40 %	302,579	1,747	2.31 %
Other	3,010	20	2.66 %	2,352	6	1.02 %
Total Investment Securities	469,961	2,825	2.40 %	482,061	2,797	2.32 %
Loans & Leases:						
Real Estate	1,604,920	20,152	5.05 %	1,557,716	18,201	4.70 %
Home Equity Lines & Loans	35,697	483	5.44 %	31,916	405	5.10 %
Agricultural	262,230	3,339	5.12 %	270,594	3,041	4.52 %
Commercial	286,123	3,755	5.28 %	227,983	2,563	4.52 %
Consumer	5,783	66	4.59 %	5,578	80	5.77 %
Other	1,382	7	2.04 %	1,678	10	2.40 %
Leases	90,836	1,125	4.98 %	79,891	948	4.77 %
Total Loans & Leases	2,286,971	28,927	5.09 %	2,175,356	25,248	4.67 %
Total Earning Assets	2,871,232	\$ 32,267	4.52 %	2,769,875	\$ 28,303	4.11 %
Unrealized Gain on Securities						
Available-for-Sale	(8,660 )			1,245		
Allowance for Credit Losses	(50,882 )			(48,690 )		
Cash and Due From Banks	45,430			43,129		
All Other Assets	193,197			188,434		
Total Assets	\$ 3,050,317			\$ 2,953,993		
Liabilities & Shareholders' Equity						
Interest Bearing Deposits:						
Interest Bearing DDA	\$ 585,363	305	0.21 %	\$ 501,008	221	0.18 %
Savings and Money Market	814,536	333	0.16 %	792,839	306	0.16 %
Time Deposits	471,320	891	0.76 %	594,866	906	0.61 %
Total Interest Bearing Deposits	1,871,219	1,529	0.33 %	1,888,713	1,433	0.31 %
Subordinated Debentures	10,310	131	5.11 %	10,310	105	4.10 %
Total Interest Bearing Liabilities	1,881,529	\$ 1,660	0.35 %	1,899,023	\$ 1,538	0.33 %
Interest Rate Spread			4.17 %			3.78 %
Demand Deposits (Non-Interest Bearing)	810,962			710,533		
All Other Liabilities	47,971			54,135		
Total Liabilities	2,740,462			2,663,691		

Shareholders' Equity	309,855		290,302	
Total Liabilities & Shareholders' Equity	\$ 3,050,317		\$ 2,953,993	
Impact of Non-Interest Bearing Deposits and Other Liabilities		0.12 %		0.10 %
Net Interest Income and Margin on Total Earning Assets	30,607	4.29 %	26,765	3.89 %
Tax Equivalent Adjustment	(106 )		(234 )	
Net Interest Income	\$ 30,501	4.27 %	\$ 26,531	3.85 %

Notes: Yields on municipal securities have been calculated on a fully taxable equivalent basis. Loan & lease interest income includes fee income and unearned discount in the amount of \$1.4 million and \$1.0 million for the quarters ended June 30, 2018 and 2017, respectively. Yields on securities available-for-sale are based on historical cost.

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## Farmers &amp; Merchants Bancorp

## Year-to-Date Average Balances and Interest Rates

(Interest and Rates on a Taxable Equivalent Basis)

(in thousands)

	Six Months Ended June 30, 2018			Six Months Ended June 30, 2017		
	Balance	Interest	Rate	Balance	Interest	Rate
Assets						
Interest Bearing Deposits with Banks	\$ 133,512	\$ 1,100	1.66 %	\$ 118,863	\$ 507	0.86 %
Investment Securities:						
U.S. Treasuries	79,461	547	1.38 %	83,182	441	1.06 %
U.S. Govt SBA	27,823	242	1.74 %	34,971	250	1.43 %
Government Agency & Government-Sponsored Entities	3,069	44	2.87 %	3,115	44	2.83 %
Obligations of States and Political Subdivisions - Non-Taxable	53,858	1,039	3.86 %	57,407	1,363	4.75 %
Mortgage Backed Securities	319,628	3,824	2.39 %	295,602	3,390	2.29 %
Other	3,010	38	2.52 %	1,685	11	1.31 %
Total Investment Securities	486,849	5,734	2.36 %	475,962	5,499	2.31 %
Loans & Leases:						
Real Estate	1,576,795	39,196	5.01 %	1,559,873	36,132	4.67 %
Home Equity Lines & Loans	35,219	931	5.33 %	31,805	787	4.99 %
Agricultural	257,036	6,367	5.00 %	269,158	5,932	4.44 %
Commercial	277,128	7,066	5.14 %	221,287	5,023	4.58 %
Consumer	5,539	142	5.17 %	5,452	148	5.47 %
Other	1,382	15	2.19 %	1,678	19	2.28 %
Leases	91,028	2,254	4.99 %	75,922	1,738	4.62 %
Total Loans & Leases	2,244,127	55,971	5.03 %	2,165,175	49,779	4.64 %
Total Earning Assets	2,864,488	\$ 62,805	4.42 %	2,760,000	\$ 55,785	4.08 %
Unrealized Gain on Securities						
Available-for-Sale	(6,756 )			447		
Allowance for Credit Losses	(50,748 )			(48,378 )		
Cash and Due From Banks	45,975			44,801		
All Other Assets	190,269			186,324		
Total Assets	\$ 3,043,228			\$ 2,943,194		
Liabilities & Shareholders' Equity						
Interest Bearing Deposits:						
Interest Bearing DDA	\$ 585,270	\$ 577	0.20 %	\$ 498,301	\$ 402	0.16 %
Savings and Money Market	819,995	663	0.16 %	797,709	614	0.16 %
Time Deposits	475,010	1,694	0.72 %	587,440	1,693	0.58 %
Total Interest Bearing Deposits	1,880,275	2,934	0.31 %	1,883,450	2,709	0.29 %
Federal Home Loan Bank Advances	2	-	0.00 %	2	-	0.00 %
Subordinated Debentures	10,310	248	4.85 %	10,310	205	4.01 %
Total Interest Bearing Liabilities	1,890,587	\$ 3,182	0.34 %	1,893,762	\$ 2,914	0.31 %
Interest Rate Spread			4.08 %			3.77 %
Demand Deposits (Non-Interest Bearing)	803,155			711,627		
All Other Liabilities	43,279			50,408		

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Total Liabilities	2,737,021		2,655,797	
Shareholders' Equity	306,207		287,397	
Total Liabilities & Shareholders' Equity	\$ 3,043,228		\$ 2,943,194	
Impact of Non-Interest Bearing Deposits and Other Liabilities		0.12 %		0.10 %
Net Interest Income and Margin on Total Earning Assets	59,623	4.20 %	52,871	3.86 %
Tax Equivalent Adjustment	(216 )		(474 )	
Net Interest Income	\$ 59,407	4.18 %	\$ 52,397	3.83 %

Notes: Yields on municipal securities have been calculated on a fully taxable equivalent basis. Loan & lease interest income includes fee income and unearned discount in the amount of \$2.9 million and \$2.3 million for the six months ended June 30, 2018 and 2017, respectively. Yields on securities available-for-sale are based on historical cost.



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Volume and Rate Analysis of Net Interest Revenue  
(in thousands)

	Three Months Ended June 30, 2018 compared to June 30, 2017			Six Months Ended June 30, 2018 compared to June 30, 2017		
	Volume	Rate	Net Chg.	Volume	Rate	Net Chg.
Interest Earning Assets						
Interest Bearing Deposits with Banks	\$ 5	\$ 252	\$ 257	\$ 70	\$ 523	\$ 593
Investment Securities:						
U.S. Treasuries	(49 )	75	26	(21 )	127	106
U.S. Govt SBA	(29 )	23	(6 )	(56 )	48	(8 )
Government Agency & Government-Sponsored Entities	-	-	-	(1 )	1	-
Obligations of States and Political Subdivisions - Non-Taxable	(44 )	(119 )	(163 )	(80 )	(244 )	(324 )
Mortgage Backed Securities	85	72	157	283	151	434
Other	2	12	14	13	14	27
Total Investment Securities	(35 )	63	28	138	97	235
Loans & Leases:						
Real Estate	563	1,388	1,951	396	2,668	3,064
Home Equity Lines & Loans	50	28	78	88	56	144
Agricultural	(97 )	395	298	(279 )	714	435
Commercial	720	472	1,192	1,373	670	2,043
Consumer	2	(16 )	(14 )	2	(8 )	(6 )
Other	(1 )	(2 )	(3 )	(3 )	(1 )	(4 )
Leases	134	43	177	366	150	516
Total Loans & Leases	1,371	2,308	3,679	1,943	4,249	6,192
Total Earning Assets	1,341	2,623	3,964	2,151	4,869	7,020
Interest Bearing Liabilities						
Interest Bearing Deposits:						
Interest Bearing DDA	41	43	84	77	98	175
Savings and Money Market	9	18	27	18	31	49
Time	(211 )	196	(15 )	(361 )	362	1
Total Interest Bearing Deposits	(161 )	257	96	(266 )	491	225
Subordinated Debentures	-	26	26	-	43	43
Total Interest Bearing Liabilities	(161 )	283	122	(266 )	534	268
Total Change on a Tax Equivalent Basis	\$ 1,502	\$ 2,340	\$ 3,842	\$ 2,417	\$ 4,335	\$ 6,752

Notes: Rate/volume variance is allocated based on the percentage relationship of changes in volume and changes in rate to the total "net change." The above figures have been rounded to the nearest whole number.

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Second Quarter 2018 vs. Second Quarter 2017

Net interest income for the second quarter of 2018 increased 15.0% or \$4.0 million to \$30.5 million. On a fully taxable equivalent basis, net interest income increased 14.4% and totaled \$30.6 million for the second quarter of 2018. As more fully discussed below, the increase in net interest income was due to a \$101.4 million increase in average earning assets and a 0.40% increase in the net interest margin.

Net interest income on a taxable equivalent basis, expressed as a percentage of average total earning assets, is referred to as the net interest margin. For the quarter ended June 30, 2018, the Company's net interest margin was 4.29% compared to 3.89% for the quarter ended June 30, 2017. This increase in net interest margin was due primarily to an increase in the yield received on earning assets, offset only slightly by an increase in the rates paid on interest bearing liabilities.

Average loans & leases totaled \$2.3 billion for the quarter ended June 30, 2018; an increase of \$111.6 million compared to the average balance for the quarter ended June 30, 2017. Loans & leases increased from 78.5% of average earning assets at June 30, 2017 to 79.7% at June 30, 2018. The annualized yield on the Company's loan & lease portfolio increased to 5.09% for the quarter ended June 30, 2018, compared to 4.67% for the quarter ended June 30, 2017. Overall, the positive impact on interest revenue from the increase in loan & lease balances and rising yields resulted in interest revenue from loans & leases increasing 14.6% to \$28.9 million for quarter ended June 30, 2018. The Company has been experiencing aggressive competitor pricing for loans & leases to which it may need to continue to respond in order to retain key customers. This could place negative pressure on future loan & lease yields and net interest margin.

The investment portfolio is the other main component of the Company's earning assets. Historically, the Company invested primarily in: (1) mortgage-backed securities issued by government-sponsored entities; (2) debt securities issued by the U.S. Treasury, government agencies and government-sponsored entities; and (3) investment grade bank-qualified municipal bonds. However, at certain times the Company selectively added investment grade corporate securities (floating rate and fixed rate with maturities less than 5 years) to the portfolio in order to obtain yields that exceed government agency securities of equivalent maturity without subjecting the Company to the interest rate risk associated with mortgage-backed securities. Since the risk factor for these types of investments is generally lower than that of loans & leases, the yield earned on investments is generally less than that of loans & leases.

Average investment securities totaled \$470.0 million for the quarter ended June 30, 2018; a decrease of \$12.1 million compared to the average balance for the quarter ended June 30, 2017. Tax equivalent interest income on securities increased \$28,000 to \$2.83 million for the quarter ended June 30, 2018, compared to \$2.80 million for the quarter ended June 30, 2017. The average investment portfolio yield, on a tax equivalent (TE) basis, was 2.40% for the quarter ended June 30, 2018, compared to 2.32% for the quarter ended June 30, 2017. This overall increase in yield was caused primarily by an increase in market interest rates offset by a decline in the TE yield on municipal securities due to a decrease in the federal corporate tax rate. See "Financial Condition – Investment Securities" for a discussion of the Company's investment strategy in 2018. Net interest income on the Schedule of Year-to-Date Average Balances and Interest Rates is shown on a tax equivalent basis, which is higher than net interest income as reflected on the Consolidated Statement of Income because of adjustments that relate to income on securities that are exempt from federal income taxes.

Interest bearing deposits with banks and overnight investments in Federal Funds Sold are additional earning assets available to the Company. Interest bearing deposits with banks consisted primarily of FRB deposits. Balances with the FRB currently earn interest at 1.95%. Average interest bearing deposits with banks for the quarter ended June 30, 2018, were \$114.3 million, an increase of \$1.8 million compared to the average balance for the quarter ended June 30, 2017. Interest income on interest bearing deposits with banks for the quarter ended June 30, 2018, increased \$257,000 to \$515,000 compared to the quarter ended June 30, 2017.

Average interest-bearing liabilities decreased \$17.5 million or 0.92% during the second quarter of 2018. Of that decrease: (1) interest-bearing transaction deposits increased \$84.4 million; (2) savings and money market deposits increased \$21.7 million; (3) time deposits decreased \$123.5 million (see “Financial Condition – Deposits”); and (4) subordinated debt remained unchanged (see “Financial Condition – Subordinated Debentures”).

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Total interest expense on interest bearing deposits was \$1.5 million for the second quarter of 2018 as compared to \$1.4 million for the second quarter of 2017. The average rate paid on interest-bearing deposits was 0.33% for the second quarter of 2018 compared to 0.31% for the second quarter of 2017. As a result of the increase in market interest rates over the past 24 months, the Company is beginning to experience more aggressive competitor rates on interest bearing deposits which it may need to meet in order to retain key customers. This could place negative pressure on future deposit rates and net interest margin.

## Six Months Ending June 30, 2018 vs. Six Months Ending June 30, 2017

During the first six months of 2018, net interest income increased 13.4% to \$59.4 million, compared to \$52.4 million at June 30, 2017. On a fully taxable equivalent basis, net interest income increased 12.8% and totaled \$59.6 million at June 30, 2018, compared to \$52.9 million at June 30, 2017. The increase in net interest income was due to a \$104.5 million increase in average earning assets, and a .34% increase in the net interest margin.

For the six months ended June 30, 2018, the Company's net interest margin was 4.20% compared to 3.86% for the same period in 2017. This increase in net interest margin was due primarily to an increase in the yield received on earning assets, offset only slightly by the increase in the rates paid on interest bearing liabilities.

The average balance of loans & leases increased by \$79.0 million for the six months ended June 30, 2018 compared to the six months ended June 30, 2017. The yield on the loan & lease portfolio increased 39 basis points to 5.03% for the six months ended June 30, 2018 compared to 4.64% for the six months ended June 30, 2017. This increase in yield was enhanced by the increase in the average balance of loans resulting in interest income from loans & leases increasing 12.4% or \$6.2 million for the first six months of 2018.

Average investment securities were \$486.9 million for the six months ended June 30, 2018 compared to \$476.0 million for the same period in 2017. The average tax equivalent yield for the six months ended June 30, 2018 was 2.36% compared to 2.31% for the six months ended June 30, 2017. This overall increase in yield was caused primarily by an increase in market interest rates offset by a decline in the TE yield on municipal securities due to a decrease in the federal corporate tax rate. See "Financial Condition – Investment Securities" for a discussion of the Company's investment strategy in 2018. Net interest income on the Schedule of Year-to-Date Average Balances and Interest Rates is shown on a tax equivalent basis, which is higher than net interest income as reflected on the Consolidated Statement of Income because of adjustments that relate to income on securities that are exempt from federal income taxes.

Average interest bearing deposits with banks consisted primarily of FRB deposits. Balances with the FRB currently earn interest at 1.95%. Average interest bearing deposits with banks for the six-months ended June 30, 2018, was \$133.5 million, an increase of \$14.6 million compared to the average balance for the six-months ended June 30, 2017. Interest income on interest bearing deposits with banks for the six-months ended June 30, 2018, increased \$593,000 to \$1.1 million compared to the six-months ended June 30, 2017.

Average interest-bearing liabilities decreased \$3.2 million or 0.17% during the six months ended June 30, 2018 as compared to the six months ended June 30, 2017. Of that decrease: (1) interest-bearing transaction deposits increased \$87.0 million; (2) savings and money market deposits increased \$22.3 million; (3) time deposits decreased \$112.4 million (see "Financial Condition – Deposits"); and (4) subordinated debt remained unchanged (see "Financial Condition – Subordinated Debentures"). Total interest expense on interest bearing deposits was \$2.9 million for the first six months of 2018 as compared to \$2.7 million for the first six months of 2017. The average rate paid on interest-bearing deposits was 0.31% in the first six months of 2018 and 0.29% in the first six months of 2017.

## Provision and Allowance for Credit Losses

As a financial institution that assumes lending and credit risks as a principal element of its business, credit losses will be experienced in the normal course of business. The Company has established credit management policies and

procedures that govern both the approval of new loans & leases and the monitoring of the existing portfolio. The Company manages and controls credit risk through comprehensive underwriting and approval standards, dollar limits on loans & leases to one borrower (the term “borrower” is used herein to describe a customer who has entered into either a loan or lease transaction), and by restricting loans & leases made primarily to its principal market area where management believes it is best able to assess the applicable risk. Additionally, management has established guidelines to ensure the diversification of the Company’s credit portfolio such that even within key portfolio sectors such as real estate or agriculture, the portfolio is diversified across factors such as location, building type, crop type, etc. Management reports regularly to the Board of Directors regarding trends and conditions in the loan & lease portfolio and regularly conducts credit reviews of individual loans & leases. Loans & leases that are performing but have shown some signs of weakness are subject to more stringent reporting and oversight.

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### Allowance for Credit Losses

The allowance for credit losses is an estimate of probable incurred credit losses inherent in the Company's loan & lease portfolio as of the balance sheet date. The allowance is established through a provision for credit losses, which is charged to expense. Additions to the allowance are expected to maintain the adequacy of the total allowance after credit losses and loan & lease growth. Credit exposures determined to be uncollectible are charged against the allowance. Cash received on previously charged off amounts is recorded as a recovery to the allowance. The overall allowance consists of three primary components: specific reserves related to impaired loans & leases; general reserves for inherent losses related to loans & leases that are not impaired; and an unallocated component that takes into account the imprecision in estimating and allocating allowance balances associated with macro factors.

A loan or lease is considered impaired when, based on current information and events, it is probable that the Company will be unable to collect all amounts due, including principal and interest, according to the contractual terms of the original agreement. Loans & leases determined to be impaired are individually evaluated for impairment. When a loan or lease is impaired, the Company measures impairment based on the present value of expected future cash flows discounted at the loan's or lease's effective interest rate, except that as a practical expedient, it may measure impairment based on a loan's or lease's observable market price, or the fair value of the collateral if the loan or lease is collateral dependent. A loan or lease is collateral dependent if the repayment of the loan or lease is expected to be provided solely by the underlying collateral.

A restructuring of a loan or lease constitutes a troubled debt restructuring ("TDR") under ASC 310-40, if the Company for economic or legal reasons related to the borrower's financial difficulties grants a concession to the borrower that it would not otherwise consider. Restructured loans or leases typically present an elevated level of credit risk as the borrowers are not able to perform according to the original contractual terms. If the restructured loan or lease was current on all payments at the time of restructure and management reasonably expects the borrower will continue to perform after the restructure, management may keep the loan or lease on accrual. Loans & leases that are on nonaccrual status at the time they become TDR, remain on nonaccrual status until the borrower demonstrates a sustained period of performance, which the Company generally believes to be six consecutive months of payments, or equivalent. A loan or lease can be removed from TDR status if it was restructured at a market rate in a prior calendar year and is currently in compliance with its modified terms. However, these loans or leases continue to be classified as impaired and are individually evaluated for impairment.

The determination of the general reserve for loans or leases that are collectively evaluated for impairment is based on estimates made by management, to include, but not limited to, consideration of historical losses by portfolio segment, internal asset classifications, and qualitative factors that include economic trends in the Company's service areas, industry experience and trends, geographic concentrations, estimated collateral values, the Company's underwriting policies, the character of the loan & lease portfolio, and probable losses inherent in the portfolio taken as a whole.

The Company maintains a separate allowance for each portfolio segment (loan & lease type). These portfolio segments include: (1) commercial real estate; (2) agricultural real estate; (3) real estate construction (including land and development loans); (4) residential 1<sup>st</sup> mortgages; (5) home equity lines and loans; (6) agricultural; (7) commercial; (8) consumer & other; and (9) equipment leases. See "Financial Condition – Loans & Leases" for examples of loans & leases made by the Company. The allowance for credit losses attributable to each portfolio segment, which includes both impaired loans & leases and loans & leases that are not impaired, is combined to determine the Company's overall allowance, which is included on the consolidated balance sheet.

The Company assigns a risk rating to all loans & leases and periodically performs detailed reviews of all such loans & leases over a certain threshold to identify credit risks and assess overall collectability. For smaller balance loans & leases, such as consumer and residential real estate, a credit grade is established at inception, and then updated only when the loan or lease becomes contractually delinquent or when the borrower requests a modification. For larger balance loans, management monitors and analyzes the financial condition of borrowers and guarantors, trends in the

industries in which borrowers operate and the fair values of collateral securing these loans & leases. These credit quality indicators are used to assign a risk rating to each individual loan or lease. These risk ratings are also subject to examination by independent specialists engaged by the Company. The risk ratings can be grouped into five major categories, defined as follows:

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Pass – A pass loan or lease is a strong credit with no existing or known potential weaknesses deserving of management’s close attention.

Special Mention – A special mention loan or lease has potential weaknesses that deserve management’s close attention. If left uncorrected, these potential weaknesses may result in deterioration of the repayment prospects for the loan or lease position at some future date. Special mention loans & leases are not adversely classified and do not expose the Company to sufficient risk to warrant adverse classification.

Substandard – A substandard loan or lease is not adequately protected by the current financial condition and paying capacity of the borrower or the value of the collateral pledged, if any. Loans or leases classified as substandard have a well-defined weakness or weaknesses that jeopardize the liquidation of the debt. Well-defined weaknesses include a project’s lack of marketability, inadequate cash flow or collateral support, failure to complete construction on time or the project’s failure to fulfill economic expectations. They are characterized by the distinct possibility that the Company will sustain some loss if the deficiencies are not corrected.

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

Loss – Loans or leases classified as loss are considered uncollectible. Once a loan or lease becomes delinquent and repayment becomes questionable, the Company will address collateral shortfalls with the borrower and attempt to obtain additional collateral. If this is not forthcoming and payment in full is unlikely, the Bank will estimate its probable loss and immediately charge-off some or all of the balance.

The general reserve component of the allowance for credit losses also consists of reserve factors that are based on management’s assessment of the following for each portfolio segment: (1) inherent credit risk; (2) historical losses; and (3) other qualitative factors. These reserve factors are inherently subjective and are driven by the repayment risk associated with each portfolio segment described below:

Commercial Real Estate – Commercial real estate mortgage loans are generally considered to possess a higher inherent risk of loss than the Company’s commercial, agricultural and consumer loan types. Adverse economic developments or an overbuilt market impact commercial real estate projects and may result in troubled loans. Trends in vacancy rates of commercial properties impact the credit quality of these loans. High vacancy rates reduce operating revenues and the ability for properties to produce sufficient cash flow to service debt obligations.

Real Estate Construction – Real estate construction loans, including land loans, are generally considered to possess a higher inherent risk of loss than the Company’s commercial, agricultural and consumer loan types. A major risk arises from the necessity to complete projects within specified cost and time lines. Trends in the construction industry significantly impact the credit quality of these loans, as demand drives construction activity. In addition, trends in real estate values significantly impact the credit quality of these loans, as property values determine the economic viability of construction projects.

Commercial – These loans are generally considered to possess a moderate inherent risk of loss because they are shorter-term; typically made to relationship customers; generally underwritten to existing cash flows of operating businesses; and may be collateralized by fixed assets, inventory and/or accounts receivable. Debt coverage is provided by business cash flows and economic trends influenced by unemployment rates and other key economic indicators are closely correlated to the credit quality of these loans.

Agricultural Real Estate and Agricultural – These loans are generally considered to possess a moderate inherent risk of loss since they are typically made to relationship customers and are secured by crop production, livestock and related



real estate. These loans are vulnerable to two risk factors that are largely outside the control of Company and borrowers: commodity prices and weather conditions.

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Leases – Equipment leases are generally considered to possess a moderate inherent risk of loss. As Lessor, the company is subject to both the credit risk of the borrower and the residual value risk of the equipment. Credit risks are underwritten using the same credit criteria the Company would use when making an equipment term loan. Residual value risk is managed through the use of qualified, independent appraisers that establish the residual values the Company uses in structuring a lease.

Residential 1st Mortgages and Home Equity Lines and Loans – These loans are generally considered to possess a low inherent risk of loss, although this is not always true as evidenced by the weakness in residential real estate values over the past five years. The degree of risk in residential real estate lending depends primarily on the loan amount in relation to collateral value, the interest rate and the borrower’s ability to repay in an orderly fashion. Economic trends determined by unemployment rates and other key economic indicators are closely correlated to the credit quality of these loans. Weak economic trends indicate that the borrowers’ capacity to repay their obligations may be deteriorating.

Consumer & Other – A consumer installment loan portfolio is usually comprised of a large number of small loans scheduled to be amortized over a specific period. Most installment loans are made for consumer purchases. Economic trends determined by unemployment rates and other key economic indicators are closely correlated to the credit quality of these loans. Weak economic trends indicate that the borrowers’ capacity to repay their obligations may be deteriorating.

In addition, the Company’s and Bank’s regulators, including the FRB, DBO and FDIC, as an integral part of their examination process, review the adequacy of the allowance. These regulatory agencies may require additions to the allowance based on their judgment about information available at the time of their examinations.

### Provision for Credit Losses

Changes in the provision for credit losses between years are the result of management’s evaluation, based upon information currently available, of the adequacy of the allowance for credit losses relative to factors such as the credit quality of the loan & lease portfolio, loan & lease growth, current credit losses, and the prevailing economic climate and its effect on borrowers’ ability to repay loans & leases in accordance with the terms of the notes.

The Central Valley of California was one of the hardest hit areas in the country during the recession. In many areas, housing prices declined as much as 60% and unemployment reached 15% or more. Although the economy has improved throughout most of the Central Valley, in many of the Company’s market segments housing prices remain below peak levels and unemployment rates remain above those in other areas of the state and country. While, in management’s opinion, the Company’s levels of net charge-offs and non-performing assets as of June 30, 2018, compare very favorably to our peers at the present time, carefully managing credit risk remains a key focus of the Company.

The State of California experienced drought conditions from 2013 through most of 2016. Then, in late 2016 and early 2017 significant levels of rain and snow alleviated drought conditions in many areas of California, including those in the Company’s primary service area. In late 2017 and early 2018 rain levels exceeded 80% of seasonal averages, but snow levels were modest. Fortunately, reservoir levels are high and the availability of water this summer and fall in our primary service area should not be an issue. However, the weather patterns over the past 5 years further reinforce the fact that the long-term risks associated with the availability of water are significant.

The Company made a \$833,000 provision for credit losses during the first half of 2018 compared to \$1.3 million during the first half of 2017. Net charge-offs during the first half of 2018 were \$39,000 compared to net charge-off of \$105,000 in the first half of 2017. See “Overview – Looking Forward: 2018 and Beyond”, “Critical Accounting Policies and Estimates – Allowance for Credit Losses” and “Item 7A. Quantitative and Qualitative Disclosures About Market Risk-Credit Risk” located in the Company’s 2017 Annual Report on Form 10-K.



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After reviewing all factors above, based upon information currently available, management concluded that the allowance for credit losses as of June 30, 2018, was adequate.

(in thousands)	Three Months Ended		Six Months Ended	
	June 30, 2018	2017	June 30, 2018	2017
Balance at Beginning of Period	\$ 50,677	\$ 48,400	\$ 50,342	\$ 47,919
Charge-Offs	(67 )	(25 )	(88 )	(176 )
Recoveries	27	39	50	71
Provision	500	650	833	1,250
Balance at End of Period	\$ 51,137	\$ 49,064	\$ 51,137	\$ 49,064

The table below breaks out current quarter activity by portfolio segment (in thousands):

June 30, 2018	Commercial Real Estate	Agricultural Real Estate	Real Estate Construction	Home Equity Residential & Mortgages	Home Equity Loans	Agricultural	Commercial & Other	Consumer & Leases	Unallocated	Total
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## Year-To-Date Allowance for Credit Losses:

## Beginning

## Balance-

## January 1,

2018	\$ 10,922	\$ 12,085	\$ 1,846	\$ 815	\$ 2,324	\$ 8,159	\$ 9,197	\$ 209	\$ 3,363	\$ 1,422	\$ 50,342
Charge-Offs	-	-	-	(12 )	(4 )	-	(14 )	(58 )	-	-	(88 )
Recoveries	-	-	-	6	2	13	3	26	-	-	50
Provision	(139 )	1,229	(230 )	55	226	(514 )	250	93	37	(174 )	833

## Ending

## Balance-

## June 30,

2018	\$ 10,783	\$ 13,314	\$ 1,616	\$ 864	\$ 2,548	\$ 7,658	\$ 9,436	\$ 270	\$ 3,400	\$ 1,248	\$ 51,137
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## Second Quarter

## Allowance for Credit

## Losses:

## Beginning

## Balance-

## April 1,

2018	\$ 11,078	\$ 12,242	\$ 1,873	\$ 827	\$ 2,343	\$ 7,868	\$ 9,374	\$ 239	\$ 3,390	\$ 1,443	\$ 50,677
Charge-Offs	-	-	-	(12 )	-	-	(14 )	(41 )	-	-	(67 )
Recoveries	-	-	-	3	1	7	1	15	-	-	27
Provision	(295 )	1,072	(257 )	46	204	(217 )	75	57	10	(195 )	500

## Ending

## Balance-

## June 30,

2018	\$ 10,783	\$ 13,314	\$ 1,616	\$ 864	\$ 2,548	\$ 7,658	\$ 9,436	\$ 270	\$ 3,400	\$ 1,248	\$ 51,137
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The Allowance for Credit Losses at June 30, 2018 increased \$795,000 from December 31, 2017. Charge-offs and recoveries were minimal while the provision for loan losses totaled \$833,000 during the first half of 2018.

The allowance for agricultural real estate loans increased \$1.2 million due to general increases in loan balances along with a \$2.0 million increase in substandard loans for this portfolio segment.

The allowance for agricultural loans decreased \$514,000 due to a slight balance decrease in this portfolio segment along with a \$1.4 million decrease in substandard loans for this portfolio segment.

See “Management’s Discussion and Analysis - Financial Condition – Classified Loans & Leases and Non-Performing Assets” for further discussion regarding these loan categories.

See “Note 3. Allowance for Credit Losses” for additional details regarding the provision and allowance for credit losses.

#### Non-Interest Income

Non-interest income includes: (1) service charges and fees from deposit accounts; (2) net gains and losses from investment securities; (3) increases in the cash surrender value of bank owned life insurance; (4) debit card and ATM fees; (5) net gains and losses on non-qualified deferred compensation plans; and (6) fees from other miscellaneous business services.

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Second Quarter 2018 vs. Second Quarter 2017

Non-interest income decreased \$1.3 million or 35.5% for the three months ended June 30, 2018, compared to the same period of 2017. This decrease was primarily due to a \$1.5 million decrease resulting from loss on sale of investment securities (see “Financial Condition – Investment Securities and Federal Funds Sold”), partially offset by a \$119,000 increase in Debit Card and ATM Fees and \$40,000 related to the Company’s portion of the income of BORV, which is accounted for on the equity method. See Note 8 for additional information.

Six Months Ending June 30, 2018 vs. Six Months Ending June 30, 2017

Non interest income decreased \$2.0 million or 22.3% for the six months ended June 30, 2018 compared to the same period of 2017. This decrease was primarily due to: (1) a \$1.5 million decrease resulting from a loss on the sale of investment securities; (2) an \$875,000 decrease in the gain on sale of fixed assets due to the sale of one of our properties in the first half of the prior year (2017). This decrease was partially offset by: (1) a \$225,000 increase in debit card and ATM fees; and (2) \$164,000 related to the Company’s portion of the income of BORV, which is accounted for on the equity method. See Note 8 for additional information.

Non-Interest Expense

Non-interest expense for the Company includes expenses for: (1) salaries and employee benefits; (2) net gains and losses on non-qualified deferred compensation plan investments; (3) occupancy; (4) equipment; (5) supplies; (6) legal fees; (7) professional services; (8) data processing; (9) marketing; (10) deposit insurance; (11) ORE carrying costs and gains/losses on sale; and (12) other miscellaneous expenses.

Second Quarter 2018 vs. Second Quarter 2017

Overall, non-interest expense increased \$1.6 million or 9.8% for the three months ended June 30, 2018, compared to the same period in 2017. This increase was primarily comprised of: (1) a \$203,000 increase in salaries and employee benefits; (2) increased legal fees of \$777,000 primarily related to the acquisition of BORV and (3) a \$300,000 gain on sale of ORE which occurred in the second quarter of the prior year (2017).

Six Months Ending June 30, 2018 vs. Six Months Ending June 30, 2017

Non-interest expense increased \$3.1 million or 9.0% for the six months ended June 30, 2018, compared to the same period of 2017. This increase was primarily comprised of: (1) a \$1.2 million increase in salaries and employee benefits primarily related to increased contributions to retirement and profit sharing plans; (2) increased legal fees of \$1.0 million primarily related to the acquisition of BORV (3) increased consulting fees of \$306,000 primarily related to the acquisition of BORV and (4) a \$414,000 gain on sale of ORE in the second quarter of the prior year (2017).

Income Taxes

On December 22, 2017, the Tax Cuts and Jobs act was signed into law changing the Bank’s Federal corporate tax rate from 35% to 21%. The Bank’s provision for income taxes decreased 23.8% to \$3.6 million for the second quarter of 2018 compared to the second quarter of 2017 primarily as a result of the Federal corporate tax rate change. The effective tax rate for the second quarter of 2018 was 25.4% compared to 36.5% for the second quarter of 2017.

The provision for income taxes decreased 23.9% to \$7.0 million for the first six months of 2018. The Company’s effective tax rate for the first six months of 2018 was 25.3% compared to 36.3% for the same period in 2017.

The Company’s effective tax rate fluctuates from quarter to quarter due primarily to changes in the mix of taxable and tax-exempt earning sources. The effective rates were lower than the combined Federal and State statutory rate of 30% due primarily to benefits regarding the cash surrender value of life insurance; credits associated with low income housing tax credit investments (LIHTC); and tax-exempt interest income on municipal securities and loans.

Current tax law causes the Company’s current taxes payable to approximate or exceed the current provision for taxes on the income statement. Three provisions have had a significant effect on the Company’s current income tax liability:

(1) the restrictions on the deductibility of credit losses; (2) deductibility of retirement and other long-term employee benefits only when paid; and (3) the statutory deferral of deductibility of California franchise taxes on the Company's federal return.

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Financial Condition

This section discusses material changes in the Company's balance sheet at June 30, 2018, as compared to December 31, 2017 and to June 30, 2017. As previously discussed (see "Overview") the Company's financial condition can be influenced by the seasonal banking needs of its agricultural customers.

Investment Securities and Federal Funds Sold

The investment portfolio provides the Company with an income alternative to loans & leases. The debt securities in the Company's investment portfolio have historically been comprised primarily of: (1) mortgage-backed securities issued by federal government-sponsored entities; (2) debt securities issued by US Treasury, government agencies and government-sponsored entities; and (3) investment grade bank-qualified municipal bonds. However, at certain times, the Company has selectively added investment grade corporate securities (floating rate and fixed rate with maturities less than 5 years) to the portfolio in order to obtain yields that exceed government agency securities of equivalent maturity without subjecting the Company to the interest rate risk associated with mortgage-backed securities.

The Company's investment portfolio at June 30, 2018 was \$502.4 million compared to \$536.1 million at the end of 2017, a decrease of \$33.7 million or 6.3%. At June 30, 2017, the investment portfolio totaled \$518.2 million. To protect against future increases in market interest rates, while at the same time generating some reasonable level of current yields, the Company currently invests most of its available funds in either shorter term U.S. Treasury, government agency & government-sponsored entity securities or shorter term (10, 15, and 20 year) mortgage-backed securities. As part of the acquisition of Delta National Bancorp, the Company now owns \$18.4 million of floating rate U.S. Government SBA securities.

During the second quarter of 2018, the Company sold \$24.3 million of mortgage-backed securities and US Treasuries in order to reduce its interest rate risk and \$7.1 million of SBA securities in order to reduce its prepayment risk. Losses on the sale of these securities totaled \$1.3 million.

The Company's total investment portfolio currently represents 16.2% of the Company's total assets as compared to 17.4% at December 31, 2017, and 17.2% at June 30, 2017.

As of June 30, 2018, the Company held \$52.2 million of municipal investments, of which \$36.5 million were bank-qualified municipal bonds, all classified as HTM. In order to comply with Section 939A of the Dodd-Frank Act, the Company performs its own credit analysis on new purchases of municipal bonds. As of June 30, 2018, ninety-nine percent of the Company's bank-qualified municipal bond portfolio is rated at either the issue or issuer level, and all of these ratings are "investment grade." The Company monitors the status of all municipal investments with particular attention paid to the approximately one percent (\$295,000) of the portfolio that is not rated, and at the current time does not believe any of them to be exhibiting financial problems that could result in a loss in any individual security.

Not included in the investment portfolio are interest bearing deposits with banks and overnight investments in Federal Funds Sold. Interest bearing deposits with banks consisted primarily of FRB deposits. The FRB pays interest on the deposits that banks maintain in their FRB accounts (currently 1.95%), whereas historically banks had to sell these Federal Funds to other banks in order to earn interest. Since balances at the FRB are effectively risk free, the Company elected to maintain its excess cash at the FRB. Interest bearing deposits with banks totaled \$55.4 million at June 30, 2018, \$121.2 million at December 31, 2017 and \$97.2 million at June 30, 2017.

The Company classifies its investments as HTM, trading, or AFS. Securities are classified as HTM and are carried at amortized cost when the Company has the intent and ability to hold the securities to maturity. Trading securities are securities acquired for short-term appreciation and are carried at fair value, with unrealized gains and losses recorded in non-interest income. As of June 30, 2018, December 31, 2017 and June 30, 2017, there were no securities in the trading portfolio. Securities classified as AFS include securities, which may be sold to effectively manage interest rate



risk exposure, prepayment risk, satisfy liquidity demands and other factors. These securities are reported at fair value with aggregate, unrealized gains or losses excluded from income and included as a separate component of shareholders' equity, net of related income taxes.

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Loans & Leases

Loans & leases can be categorized by borrowing purpose and use of funds. Common examples of loans & leases made by the Company include:

Commercial and Agricultural Real Estate - These are loans secured by farmland, commercial real estate, multifamily residential properties, and other non-farm, non-residential properties generally within our market area. Commercial mortgage term loans can be made if the property is either income producing or scheduled to become income producing based upon acceptable pre-leasing, and the income will be the Bank's primary source of repayment for the loan. Loans are made both on owner occupied and investor properties; generally do not exceed 10 years (and may have pricing adjustments on a shorter timeframe); have debt service coverage ratios of 1.00 or better with a target of greater than 1.25; and fixed rates that are most often tied to treasury indices with an appropriate spread based on the amount of perceived risk in the loan.

Real Estate Construction - These are loans for development and construction (the Company generally requires the borrower to fund the land acquisition) and are secured by commercial or residential real estate. These loans are generally made only to experienced local developers with whom the Bank has a successful track record; for projects in our service area; with Loan To Value (LTV) below 75%; and where the property can be developed and sold within 2 years. Commercial construction loans are made only when there is a written take-out commitment from the Bank or an acceptable financial institution or government agency. Most acquisition, development and construction loans are tied to the prime rate or LIBOR with an appropriate spread based on the amount of perceived risk in the loan.

Residential 1<sup>st</sup> Mortgages - These are loans primarily made on owner occupied residences; generally underwritten to income and LTV guidelines similar to those used by FNMA and FHLMC; however, we will make loans on rural residential properties up to 40 acres. Most residential loans have terms from ten to twenty years and carry fixed rates priced off of treasury rates. The Company has always underwritten mortgage loans based upon traditional underwriting criteria and does not make loans that are known in the industry as "subprime," "no or low doc," or "stated income."

Home Equity Lines and Loans - These are loans made to individuals for home improvements and other personal needs. Generally, amounts do not exceed \$250,000; Combined Loan To Value (CLTV) does not exceed 80%; FICO scores are at or above 670; Total Debt Ratios do not exceed 43%; and in some situations the Company is in a 1<sup>st</sup> lien position.

Agricultural - These are loans and lines of credit made to farmers to finance agricultural production. Lines of credit are extended to finance the seasonal needs of farmers during peak growing periods; are usually established for periods no longer than 12 to 36 months; are often secured by general filing liens on livestock, crops, crop proceeds and equipment; and are most often tied to the prime rate with an appropriate spread based on the amount of perceived risk in the loan. Term loans are primarily made for the financing of equipment, expansion or modernization of a processing plant, or orchard/vineyard development; have maturities from five to seven years; and fixed rates that are most often tied to treasury indices with an appropriate spread based on the amount of perceived risk in the loan.

Commercial - These are loans and lines of credit to businesses that are sole proprietorships, partnerships, LLC's and corporations. Lines of credit are extended to finance the seasonal working capital needs of customers during peak business periods; are usually established for periods no longer than 12 to 24 months; are often secured by general filing liens on accounts receivable, inventory and equipment; and are most often tied to the prime rate with an appropriate spread based on the amount of perceived risk in the loan. Term loans are primarily made for the financing of equipment, expansion or modernization of a plant or purchase of a business; have maturities from five to seven years; and fixed rates that are most often tied to treasury indices with an appropriate spread based on the amount of perceived risk in the loan.

Consumer - These are loans to individuals for personal use, and primarily include loans to purchase automobiles or recreational vehicles, and unsecured lines of credit. The Company has a very minimal consumer loan portfolio, and loans are primarily made as an accommodation to deposit customers.

Leases –These are leases to businesses or individuals, for the purpose of financing the acquisition of equipment. They can be either “finance leases” where the lessee retains the tax benefits of ownership but obtains 100% financing on their equipment purchases; or “true tax leases” where the Company, as lessor, places reliance on equipment residual value and in doing so obtains the tax benefits of ownership. Leases typically have a maturity of three to ten years, and fixed rates that are most often tied to treasury indices with an appropriate spread based on the amount of perceived risk. Credit risks are underwritten using the same credit criteria the Company would use when making an equipment term loan. Residual value risk is managed through the use of qualified, independent appraisers that establish the residual values the Company uses in structuring a lease.

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The Company accounts for leases with Investment Tax Credits (ITC) under the deferred method as established in ASC 740-10. ITC are viewed and accounted for as a reduction of the cost of the related assets and presented as deferred income on the Company's financial statement.

See "Item 3. Quantitative and Qualitative Disclosures About Market Risk-Credit Risk" for a discussion about the credit risks the Company assumes and its overall credit risk management practices.

Each loan or lease type involves risks specific to the: (1) borrower; (2) collateral; and (3) loan & lease structure. See "Results of Operations - Provision and Allowance for Credit Losses" for a more detailed discussion of risks by loan & lease type. The Company's current underwriting policies and standards are designed to mitigate the risks involved in each loan & lease type. The Company's policies require that loans & leases are approved only to those borrowers exhibiting a clear source of repayment and the ability to service existing and proposed debt. The Company's underwriting procedures for all loan & lease types require careful consideration of the borrower, the borrower's financial condition, the borrower's management capability, the borrower's industry, and the economic environment affecting the loan or lease.

Most loans & leases made by the Company are secured, but collateral is the secondary or tertiary source of repayment; cash flow is our primary source of repayment. The quality and liquidity of collateral are important and must be confirmed before the loan is made.

In order to be responsive to borrower needs, the Company prices loans & leases: (1) on both a fixed rate and adjustable rate basis; (2) over different terms; and (3) based upon different rate indices; as long as these structures are consistent with the Company's interest rate risk management policies and procedures (see Item 3. Quantitative and Qualitative Disclosures About Market Risk-Interest Rate Risk).

Overall, the Company's loan & lease portfolio at June 30, 2018 totaled \$2.3 billion, an increase of \$140.4 million or 6.4% over June 30, 2017. This increase has occurred as a result of: (1) the Company's business development efforts directed toward credit-qualified borrowers; (2) entry into the equipment leasing business; and (3) expansion of our service area into Walnut Creek, Concord and Napa. No assurances can be made that this growth in the loan & lease portfolio will continue.

Loans & leases at June 30, 2018 increased \$129.2 million from \$2.2 billion at December 31, 2017.

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The following table sets forth the distribution of the loan & lease portfolio by type and percent as of the periods indicated.

Loan & Lease Portfolio (in thousands)	June 30, 2018		December 31, 2017		June 30, 2017	
	\$	%	\$	%	\$	%
Commercial Real Estate	\$759,389	32.3 %	\$691,639	31.1 %	\$677,282	30.6 %
Agricultural Real Estate	540,852	23.0 %	499,231	22.5 %	473,153	21.4 %
Real Estate Construction	94,223	4.0 %	100,206	4.5 %	168,487	7.6 %
Residential 1st Mortgages	261,804	11.1 %	260,751	11.7 %	252,653	11.4 %
Home Equity Lines and Loans	37,669	1.6 %	34,525	1.6 %	32,174	1.5 %
Agricultural	273,170	11.6 %	273,582	12.3 %	265,899	12.0 %
Commercial	286,651	12.2 %	265,703	12.0 %	254,887	11.5 %
Consumer & Other	7,390	0.3 %	6,656	0.3 %	7,533	0.3 %
Leases	89,928	3.9 %	88,957	4.0 %	78,010	3.7 %
Total Gross Loans & Leases	2,351,076	100.0 %	2,221,250	100.0 %	2,210,078	100.0 %
Less: Unearned Income	6,628		5,955		5,996	
Subtotal	2,344,448		2,215,295		2,204,082	
Less: Allowance for Credit Losses	51,337		50,342		49,064	
Net Loans & Leases	\$2,293,111		\$2,164,953		\$2,155,018	

**Classified Loans & Leases and Non-Performing Assets**

All loans & leases are assigned a credit risk grade using grading standards developed by bank regulatory agencies. See “Results of Operations - Provision and Allowance for Credit Losses” for more detail on risk grades. The Company utilizes the services of a third-party independent loan review firm to perform evaluations of individual loans & leases and review the credit risk grades the Company places on loans & leases. Loans & leases that are judged to exhibit a higher risk profile are referred to as “classified loans & leases,” and these loans & leases receive increased management attention. As of June 30, 2018, classified loans totaled \$9.5 million compared to \$8.9 million at December 31, 2017 and \$11.2 million at June 30, 2017.

Classified loans & leases with higher levels of credit risk can be further designated as “impaired” loans & leases. A loan or lease is considered impaired when, based on current information and events, it is probable that the Company will be unable to collect all amounts due, including principal and interest, according to the contractual terms of the original agreement. See “Results of Operations - Provision and Allowance for Credit Losses” for further details. Impaired loans & leases consist of: (1) non-accrual loans & leases; and/or (2) restructured loans & leases that are still performing (i.e., accruing interest).

Non-Accrual Loans & leases - Accrual of interest on loans & leases is generally discontinued when a loan or lease becomes contractually past due by 90 days or more with respect to interest or principal. When loans & leases are 90 days past due, but in management’s judgment are well secured and in the process of collection, they may not be classified as non-accrual. When a loan or lease is placed on non-accrual status, all interest previously accrued but not collected is reversed. Income on such loans & leases is then recognized only to the extent that cash is received and where the future collection of principal is probable. As of June 30, 2018, non-accrual loans & leases totaled \$729,000. At December 31, 2017 and June 30, 2017, non-accrual loans & leases totaled \$0 and \$1.4 million, respectively.

Restructured Loans & Leases - A restructuring of a loan or lease constitutes a TDR under ASC 310-40, if the Company for economic or legal reasons related to the debtor’s financial difficulties grants a concession to the debtor that it would not otherwise consider. Restructured loans or leases typically present an elevated level of credit risk as the borrowers are not able to perform according to the original contractual terms. If the restructured loan or lease was current on all payments at the time of restructure and management reasonably expects the borrower will continue to perform after the restructure, management may keep the loan or lease on accrual. Loans & leases that are on

nonaccrual status at the time they become TDR loans, remain on nonaccrual status until the borrower demonstrates a sustained period of performance, which the Company generally believes to be six consecutive months of payments, or equivalent. A loan or lease can be removed from TDR status if it was restructured at a market rate in a prior calendar year and is currently in compliance with its modified terms. However, these loans or leases continue to be classified as impaired and are individually evaluated for impairment.

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As of June 30, 2018, restructured loans & leases on accrual totaled \$6.4 million as compared to \$6.3 million at December 31, 2017. Restructured loans on accrual at June 30, 2017 were \$6.0 million.

Other Real Estate - Loans where the collateral has been repossessed are classified as other real estate (“ORE”) or, if the collateral is personal property, the loan is classified as other assets on the Company’s financial statements.

The following table sets forth the amount of the Company’s non-performing loans & leases (defined as non-accrual loans & leases plus accruing loans & leases past due 90 days or more) and ORE as of the dates indicated.

Non-Performing Assets

(in thousands)	June 30, 2018	Dec. 31, 2017	June 30, 2017
Non-Performing Loans & Leases	\$ 729	\$ 0	\$ 1,363
Other Real Estate	873	873	873
Total Non-Performing Assets	\$ 1,602	\$ 873	\$ 2,236
Non-Performing Loans & Leases as a % of Total Loans & Leases	0.03	% 0.00	% 0.06
Restructured Loans & Leases (Performing)	\$ 6,365	\$ 6,301	\$ 5,915

Although management believes that non-performing loans & leases are generally well-secured and that potential losses are provided for in the Company’s allowance for credit losses, there can be no assurance that future deterioration in economic conditions and/or collateral values will not result in future credit losses. Specific reserves of \$291,000, \$0, and \$253,000 have been established for non-performing loans & leases at June 30, 2018, December 31, 2017 and June 30, 2017, respectively.

Foregone interest income on non-accrual loans & leases, which would have been recognized during the period, if all such loans & leases had been current in accordance with their original terms, totaled \$3,000 for the six months ended June 30, 2018, \$0 for the year ended December 31, 2017, and \$49,500 for the six months ended June 30, 2017.

The Company reported \$873,000 of ORE at June 30, 2018, December 31, 2017, and June 30, 2017.

Except for those classified and non-performing loans & leases discussed above, the Company’s management is not aware of any loans & leases as of June 30, 2018, for which known financial problems of the borrower would cause serious doubts as to the ability of these borrowers to materially comply with their present loan or lease repayment terms, or any known events that would result in the loan or lease being designated as non-performing at some future date. However:

The Central Valley was one of the hardest hit areas in the country during the recession. In many areas housing prices declined as much as 60% and unemployment reached 15% or more. Although the economy has improved throughout most of the Central Valley, in many of the Company’s market segments housing prices remain below peak levels and unemployment levels remain above those in other areas of the state and country.

The State of California experienced drought conditions from 2013 through most of 2016. Then, in late 2016 and early 2017 significant levels of rain and snow alleviated drought conditions in many areas of California, including those in the Company’s primary service area. In late 2017 and early 2018 rain levels exceeded 80% of seasonal averages, but snow levels were modest. Fortunately, reservoir levels are high and the availability of water this summer and fall in our primary service area should not be an issue. However, the weather patterns over the past 5 years further reinforce the fact that the long-term risks associated with the availability of water are significant.

The agricultural industry is facing challenges associated with: (1) weakness in export markets due to proposed changes in trade policies; (2) tight labor markets and higher wages due to legislative changes at the state and federal levels; and (3) proposed changes in immigration policy and the resulting impact on the labor pool.





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See “Part I, Item 1A. Risk Factors” in the Company’s 2017 Annual Report on Form 10-K.

Deposits

One of the key sources of funds to support earning assets is the generation of deposits from the Company’s customer base. The ability to grow the customer base, and subsequently deposits, is a significant element in the performance of the Company.

The Company’s deposit balances at June 30, 2018 have increased \$35.4 million or 1.3% compared to June 30, 2017. In addition to the Company’s ongoing business development activities for deposits, the following factors positively impacted year-over-year deposit growth: (1) the Company’s strong financial results and position and F&M Bank’s reputation as one of the most safe and sound banks in its market area; and (2) the Company’s expansion of its service area into Walnut Creek and Concord. Market interest rates have been increasing over the past 24 months, resulting in significant competitive pressures on deposit rates. The Company remains selective in how they respond to competitor rates, which may impact future deposit growth.

Although total deposits have increased 1.3% since June 30, 2017, importantly, low cost transaction accounts have grown at a stronger pace:

· Demand and interest-bearing transaction accounts increased \$155.4 million or 12.3% since June 30, 2017.

· Savings and money market accounts have increased \$10.6 million or 1.3% since June 30, 2017.

· Time deposit accounts have decreased \$130.6 million or 21.9% since June 30, 2017, primarily due to the Company’s decision not to renew \$90.0 million in high rate public funds time deposit accounts from the State of California.

The Company’s deposit balances at June 30, 2018 have decreased \$26.0 million or 0.95% compared to December 31, 2017. Savings and money market deposits decreased 0.2% or \$1.6 million while demand and interest-bearing transaction accounts decreased by \$15.1 million or 1.1% and time deposit accounts decreased by \$9.3 million or 2.0%. Deposit trends in the first half of the year can be impacted by the seasonal needs of our agricultural customers.

Federal Home Loan Bank Advances and Federal Reserve Bank Borrowings

Lines of credit with the Federal Reserve Bank and the Federal Home Loan Bank are other key sources of funds to support earning assets. These sources of funds are also used to manage the Company’s interest rate risk exposure, and as opportunities arise, to borrow and invest the proceeds at a positive spread through the investment portfolio. There were no FHLB Advances at June 30, 2018, December 31, 2017, or June 30, 2017. There were no Federal Funds purchased or advances from the FRB at June 30, 2018, December 31, 2017 or June 30, 2017.

As of June 30, 2018 the Company has additional borrowing capacity of \$510.3 million with the Federal Home Loan Bank and \$401.0 million with the Federal Reserve Bank. Any borrowings under these lines would be collateralized with loans that have been accepted for pledging at the FHLB and FRB.

Long-Term Subordinated Debentures

On December 17, 2003, the Company raised \$10 million through an offering of trust-preferred securities (“TPS”). See Note 14 located in “Item 8. Financial Statements and Supplementary Data” of the Company’s 2017 Annual Report on Form 10-K. Although this amount is reflected as subordinated debt on the Company’s balance sheet, under current regulatory guidelines, our TPS will continue to qualify as regulatory capital (See “Capital”). These securities accrue interest at a variable rate based upon 3-month LIBOR plus 2.85%. Interest rates reset quarterly and were 5.18% as of June 30, 2018, 4.45% at December 31, 2017 and 4.12% at June 30, 2017. The average rate paid for these securities for the first half of 2018 was 4.85% and 4.01% for the first half of 2017. Additionally, if the Company decided to defer interest on the subordinated debentures, the Company would be prohibited from paying cash dividends on the

Company's common stock.

#### Capital

The Company relies primarily on capital generated through the retention of earnings to satisfy its capital requirements. The Company engages in an ongoing assessment of its capital needs in order to support business growth and to insure depositor protection. Shareholders' Equity totaled \$315.5 million at June 30, 2018, \$299.7 million at December 31, 2017, and \$291.7 million at June 30, 2017.

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

The implementation of Basel III requirements will increase the required capital levels that the Company and the Bank must maintain. The final rules include new minimum risk-based capital and leverage ratios, which would be phased in over time. The new minimum capital level requirements applicable to the Company and the Bank under the final rules will be: (i) a common equity Tier 1 capital ratio of 4.5% of risk-weighted assets ("RWA"); (ii) a Tier 1 capital ratio of 6% of RWA; (iii) a total capital ratio of 8% of RWA; and (iv) a Tier 1 leverage ratio of 4% of total assets. The final rules also establish a "capital conservation buffer" of 2.5% above each of the new regulatory minimum capital ratios, which would result in the following minimum ratios: (i) a common equity Tier 1 capital ratio of 7.0% of RWA; (ii) a Tier 1 capital ratio of 8.5% of RWA; and (iii) a total capital ratio of 10.5% of RWA. An institution will be subject to limitations on paying dividends, engaging in share repurchases, and paying discretionary bonuses if its capital level falls below the buffer amount. The final rules also permit the Company's subordinated debentures issued in 2003 to continue to be counted as Tier 1 capital.

The final rules became effective as applied to the Company and the Bank on January 1, 2015, with a phase in period through January 1, 2019. The Company believes that it is currently in compliance with all of these new capital requirements (as fully phased-in) and that they will not result in any restrictions on the Company's business activity.

In addition, the most recent notification from the FDIC categorized the Bank as "well capitalized" under the regulatory framework for prompt corrective action. There are no conditions or events since that notification that management believes have changed the Bank's category.

(in thousands)	Actual		Current Regulatory Capital Requirements		Well Capitalized Under Prompt Corrective Action	
	Amount	Ratio	Amount	Ratio	Amount	Ratio
The Company:						
As of June 30, 2018						
Total Capital Ratio	\$364,332	13.19%	\$221,049	8.0 %	N/A	N/A
Common Equity Tier 1 Capital Ratio	\$319,584	11.57%	\$124,340	4.5 %	N/A	N/A
Tier 1 Capital Ratio	\$329,584	11.93%	\$165,787	6.0 %	N/A	N/A
Tier 1 Leverage Ratio	\$329,584	10.77%	\$122,401	3.0 %	N/A	N/A
(in thousands)	Actual		Current Regulatory Capital Requirements		Well Capitalized Under Prompt Corrective Action	
	Amount	Ratio	Amount	Ratio	Amount	Ratio
The Bank:						
As of June 30, 2018						
Total Capital Ratio	\$352,095	12.80%	\$220,041	8.0 %	\$275,051	10.0 %
Common Equity Tier 1 Capital Ratio	\$317,503	11.54%	\$123,773	4.5 %	\$178,783	6.5 %
Tier 1 Capital Ratio	\$317,503	11.54%	\$165,031	6.0 %	\$220,041	8.0 %
Tier 1 Leverage Ratio	\$317,503	10.43%	\$121,751	3.0 %	\$152,189	5.0 %



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As previously discussed (see “Long-Term Subordinated Debentures”), in order to supplement its regulatory capital base, during December 2003 the Company issued \$10 million of trust preferred securities. On March 1, 2005, the Federal Reserve Board issued its final rule effective April 11, 2005, concerning the regulatory capital treatment of trust preferred securities (“TPS”) by bank holding companies (“BHCs”). Under the final rule BHCs may include TPS in Tier 1 capital in an amount equal to 25% of the sum of core capital net of goodwill. Any portion of trust-preferred securities not qualifying as Tier 1 capital would qualify as Tier 2 capital subject to certain limitations. The Company has received notification from the Federal Reserve Bank of San Francisco that all of the Company’s trust preferred securities currently qualify as Tier 1 capital.

The Company is not considered the primary beneficiary of this Trust (variable interest entity), therefore the trust is not consolidated in the Company’s financial statements, but rather the subordinated debentures are shown as a liability.

In 1998, the Board approved the Company’s first common stock repurchase program. This program has been extended and expanded several times since then, and most recently, on August 11, 2015, the Board of Directors approved an extension of the \$20 million stock repurchase program over the three-year period ending September 30, 2018. See “Item 5. Market for Registrant’s Common Equity, Related Stockholder Matters and Issuer Purchases of Equity Securities” of the Company’s 2017 Annual Report on Form 10-K for additional information.

There were no stock repurchases during the first half of 2018 or 2017. The remaining dollar value of shares that may yet be purchased under the Company’s Common Stock Repurchase Plan is approximately \$20 million.

On August 5, 2008, the Board of Directors approved a Share Purchase Rights Plan (the “Rights Plan”), pursuant to which the Company entered into a Rights Agreement dated August 5, 2008, with Computershare as Rights Agent. The Rights Plan was set to expire on August 5, 2018. On November 19, 2015, the Board of Directors approved a seven-year extension of the term of the Rights Plan. Pursuant to an Amendment to the Rights Agreement dated February 18, 2016, the term of the Rights Plan was extended from August 5, 2018 to August 5, 2025. The extension of the term of the Rights Plan was intended as a means to continue to guard against abusive takeover tactics and was not in response to any particular proposal. See “Item 5. Market for Registrant’s Common Equity, Related Stockholder Matters and Issuer Purchases of Equity Securities” of the Company’s 2017 Annual Report on Form 10-K for further explanation.

In May 2018, the Company issued 8,769 shares of common stock to the Bank’s non-qualified defined contribution retirement plans. These shares were issued at a price of \$635.00 per share based upon a valuation completed by a nationally recognized bank consulting and advisory firm and in reliance upon the exemption in Section 4(a)(2) of the Securities Act of 1933, as amended, and the regulations promulgated thereunder. The proceeds were contributed to the Bank as equity capital.

## Critical Accounting Policies and Estimates

This “Management’s Discussion and Analysis of Financial Condition and Results of Operations,” is based upon the Company’s consolidated financial statements, which have been prepared in accordance with accounting principles generally accepted in the United States. In preparing the Company’s financial statements management makes estimates and judgments that affect the reported amounts of assets, liabilities, revenues and expenses. These judgments govern areas such as the allowance for credit losses, the fair value of financial instruments and accounting for income taxes.

For a full discussion of the Company’s critical accounting policies and estimates see “Item 7. Management’s Discussion and Analysis of Financial Condition and Results of Operations” in the Company’s 2017 Annual Report on Form 10-K.

## Off Balance Sheet Commitments

In the normal course of business the Company enters into financial instruments with off balance sheet risks in order to meet the financing needs of its customers. These financial instruments consist of commitments to extend credit, letters

of credit and other types of financial guarantees. The Company had the following off balance sheet commitments as of the dates indicated.

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(in thousands)	June 30, 2018	December 31, 2017	June 30, 2017
Commitments to Extend Credit	\$ 797,006	\$ 735,678	\$ 607,561
Letters of Credit	18,873	20,061	19,204
Performance Guarantees Under Interest Rate Swap Contracts Entered Into Between Our Borrowing Customers and Third Parties	747	759	1,526

The Company's exposure to credit loss in the event of nonperformance by the other party with regard to standby letters of credit, undisbursed loan commitments, and financial guarantees is represented by the contractual notional amount of those instruments. Commitments to extend credit are agreements to lend to a customer as long as there is no violation of any condition established in the contract. The Company uses the same credit policies in making commitments and conditional obligations as it does for recorded balance sheet items. The Company may or may not require collateral or other security to support financial instruments with credit risk. Evaluations of each customer's creditworthiness are performed on a case-by-case basis.

Standby letters of credit are conditional commitments issued by the Company to guarantee performance of or payment for a customer to a third party. Most standby letters of credit are issued for 12 months or less. Commitments generally have fixed expiration dates or other termination clauses and may require payment of a fee. Additionally, the Company maintains a reserve for off balance sheet commitments which totaled \$267,000 at June 30, 2018, December 31, 2017, and June 30, 2017. We do not anticipate any material losses as a result of these transactions.

### ITEM 3. QUANTITATIVE AND QUALITATIVE DISCLOSURES ABOUT MARKET RISK

#### Risk Management

The Company has adopted risk management policies and procedures, which aim to ensure the proper control and management of all risk factors inherent in the operation of the Company, most importantly credit risk, interest rate risk and liquidity risk. These risk factors are not mutually exclusive. It is recognized that any product or service offered by the Company may expose the Company to one or more of these risk factors.

#### Credit Risk

Credit risk is the risk to earnings or capital arising from an obligor's failure to meet the terms of any contract or otherwise fail to perform as agreed. Credit risk is found in all activities where success depends on counterparty, issuer, or borrower performance.

Credit risk in the investment portfolio and correspondent bank accounts is addressed through defined limits in the Company's policy statements. In addition, certain securities carry insurance to enhance credit quality of the bond.

In order to control credit risk in the loan & lease portfolio the Company has established credit management policies and procedures that govern both the approval of new loans & leases and the monitoring of the existing portfolio. The Company manages and controls credit risk through comprehensive underwriting and approval standards, dollar limits on loans & leases to one borrower, and by restricting loans & leases made primarily to its principal market area where management believes it is best able to assess the applicable risk. Additionally, management has established guidelines to ensure the diversification of the Company's credit portfolio such that even within key portfolio sectors such as real estate or agriculture, the portfolio is diversified across factors such as location, building type, crop type, etc. However, as a financial institution that assumes credit risks as a principal element of its business, credit losses will be experienced in the normal course of business. The allowance for credit losses is maintained at a level considered by management to be adequate to provide for risks inherent in the loan & lease portfolio. The allowance is increased by provisions charged to operating expense and reduced by net charge-offs.

The Company's methodology for assessing the appropriateness of the allowance is applied on a regular basis and considers all loans & leases. The systematic methodology consists of three parts.

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Part 1 - includes a detailed analysis of the loan & lease portfolio in two phases. The first phase is conducted in accordance with the “Receivables” topic of the FASB ASC. Individual loans & leases are reviewed to identify them for impairment. A loan or lease is impaired when principal and interest are deemed uncollectible in accordance with the original contractual terms of the loan or lease. Impairment is measured as either the expected future cash flows discounted at each loan’s or lease’s effective interest rate, the fair value of the loan’s or lease’s collateral if the loan or lease is collateral dependent, or an observable market price of the loan or lease, if one exists. Upon measuring the impairment, the Company will ensure an appropriate level of allowance is present or established.

Central to the first phase of the analysis of the loan & lease portfolio is the risk rating system. The originating credit officer assigns each borrower an initial risk rating, which is based primarily on a thorough analysis of that borrower’s financial position in conjunction with industry and economic trends. Approvals are made based upon the amount of inherent credit risk specific to the transaction and are reviewed for appropriateness by senior credit administration personnel. Credits are monitored by credit administration personnel for deterioration in a borrower’s financial condition, which would impact the ability of the borrower to perform under the contract. Risk ratings are adjusted as necessary. Risk ratings are reviewed by both the Company’s independent third-party credit examiners and bank examiners from the DBO and FDIC.

Based on the risk rating system, specific allowances are established in cases where management has identified significant conditions or circumstances related to a credit that management believes indicates that the loan or lease is impaired and there is a probability of loss. Management performs a detailed analysis of these loans & leases, including, but not limited to, cash flows, appraisals of the collateral, conditions of the marketplace for liquidating the collateral, and assessment of the guarantors. Management then determines the inherent loss potential and allocates a portion of the allowance for losses as a specific allowance for each of these credits.

The second phase is conducted by segmenting the loan & lease portfolio by risk rating and into groups of loans & leases with similar characteristics in accordance with the “Contingency” topic of the FASB ASC. In this second phase, groups of loans & leases with similar characteristics are reviewed and the appropriate allowance factor is applied based on the historical average charge-off rate for each particular group of loans or leases.

Part 2 - considers qualitative internal and external factors that may affect a loan or lease’s collectability, is based upon management’s evaluation of various conditions, the effects of which are not directly measured in the determination of the historical and specific allowances. The evaluation of the inherent loss with respect to these conditions is subject to a higher degree of uncertainty because they are not identified with specific problem credits or portfolio segments. The conditions evaluated in connection with the second element of the analysis of the allowance include, but are not limited to the following conditions that existed as of the balance sheet date:

- § general economic and business conditions affecting the key service areas of the Company;
- § credit quality trends (including trends in collateral values, delinquencies and non-performing loans & leases);
- § loan & lease volumes, growth rates and concentrations;
- § loan & lease portfolio seasoning;
- § specific industry and crop conditions;
- § recent loss experience; and
- § duration of the current business cycle.

Part 3 - An unallocated allowance often occurs due to the imprecision in estimating and allocating allowance balances associated with macro factors such as: (1) the continuing sluggish economic conditions in the Central Valley; and (2) the long term impact of drought conditions currently being experienced in California.

Management reviews all of these conditions in discussion with the Company’s senior credit officers. To the extent that any of these conditions is evidenced by a specifically identifiable impaired credit or portfolio segment as of the

evaluation date, management's estimate of the effect of such condition may be reflected as a specific allowance applicable to such credit or portfolio segment. Where any of these conditions is not evidenced by a specifically identifiable impaired credit or portfolio segment as of the evaluation date, management's evaluation of the inherent loss related to such condition is reflected in the second element of the allowance or in the unallocated allowance.

Management believes, that based upon the preceding methodology, and using information currently available, the allowance for credit losses at June 30, 2018 was adequate. No assurances can be given that future events may not result in increases in delinquencies, non-performing loans & leases, or net loan & lease charge-offs that would require increases in the provision for credit losses and thereby adversely affect the results of operations.

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### Interest Rate Risk

The mismatch between maturities of interest sensitive assets and liabilities results in uncertainty in the Company's earnings and economic value and is referred to as interest rate risk. The Company does not attempt to predict interest rates and positions the balance sheet in a manner, which seeks to minimize, to the extent possible, the effects of changing interest rates.

The Company measures interest rate risk in terms of potential impact on both its economic value and earnings. The methods for governing the amount of interest rate risk include: (1) analysis of asset and liability mismatches (Gap analysis); (2) the utilization of a simulation model; and (3) limits on maturities of investment, loan & lease, and deposit products, which reduces the market volatility of those instruments.

The Gap analysis measures, at specific time intervals, the divergence between earning assets and interest bearing liabilities for which repricing opportunities will occur. A positive difference, or Gap, indicates that earning assets will reprice faster than interest-bearing liabilities. This will generally produce a greater net interest margin during periods of rising interest rates and a lower net interest margin during periods of declining interest rates. Conversely, a negative Gap will generally produce a lower net interest margin during periods of rising interest rates and a greater net interest margin during periods of decreasing interest rates.

The interest rates paid on deposit accounts do not always move in unison with the rates charged on loans & leases. In addition, the magnitude of changes in the rates charged on loans & leases is not always proportionate to the magnitude of changes in the rate paid for deposits. Consequently, changes in interest rates do not necessarily result in an increase or decrease in the net interest margin solely as a result of the differences between repricing opportunities of earning assets or interest bearing liabilities.

The Company also utilizes the results of a dynamic simulation model to quantify the estimated exposure of net interest income to sustained interest rate changes. The sensitivity of the Company's net interest income is measured over a rolling one-year horizon.

The simulation model estimates the impact of changing interest rates on interest income from all interest-earning assets and the interest expense paid on all interest-bearing liabilities reflected on the Company's balance sheet. This sensitivity analysis is compared to policy limits, which specify a maximum tolerance level for net interest income exposure over a one-year horizon assuming no balance sheet growth, given a 200 basis point upward and a 100 basis point downward shift in interest rates. A shift in rates over a 12-month period is assumed. Results that exceed policy limits, if any, are analyzed for risk tolerance and reported to the Board with appropriate recommendations. At June 30, 2018, the Company's estimated net interest income sensitivity to changes in interest rates, as a percent of net interest income was an increase in net interest income of 2.38% if rates increase by 200 basis points and a decrease in net interest income of 3.93% if rates decline 100 basis points. Comparatively, at December 31, 2017, the Company's estimated net interest income sensitivity to changes in interest rates, as a percent of net interest income was an increase in net interest income of 2.83% if rates increase by 200 basis points and a decrease in net interest income of 4.42% if rates decline 100 basis points.

The estimated sensitivity does not necessarily represent a Company forecast and the results may not be indicative of actual changes to the Company's net interest income. These estimates are based upon a number of assumptions including: the nature and timing of interest rate levels including yield curve shape; prepayments on loans & leases and securities; pricing strategies on loans & leases and deposits; replacement of asset and liability cash flows; and other assumptions. While the assumptions used are based on current economic and local market conditions, there is no assurance as to the predictive nature of these conditions including how customer preferences or competitor influences might change.

### Liquidity Risk

Liquidity risk is the risk to earnings or capital resulting from the Company's inability to meet its obligations when they come due without incurring unacceptable losses. It includes the ability to manage unplanned decreases or changes in funding sources and to recognize or address changes in market conditions that affect the Company's ability to liquidate assets or acquire funds quickly and with minimum loss of value. The Company endeavors to maintain a cash flow adequate to fund operations, handle fluctuations in deposit levels, respond to the credit needs of borrowers, and to take advantage of investment opportunities as they arise.

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The Company's principal operating sources of liquidity include (see "Item 8. Financial Statements and Supplementary Data – Consolidated Statements of Cash Flows" of the Company's 2017 Annual Report on Form 10-K) cash and cash equivalents, cash provided by operating activities, principal payments on loans & leases, proceeds from the maturity or sale of investments, and growth in deposits. To supplement these operating sources of funds the Company maintains Federal Funds credit lines of \$78 million and repurchase lines of \$130 million with major banks. As of June 30, 2018, the Company has additional borrowing capacity of \$510.3 million with the FHLB and \$401.0 million with the FRB. Borrowings under these lines are collateralized with loans or securities that have been accepted for pledging at the FHLB and FRB.

At June 30, 2018, the Company had available sources of liquidity, which included cash and cash equivalents and unpledged investment securities AFS of approximately \$294 million, which represents 9.5% of total assets.

## ITEM 4. CONTROLS AND PROCEDURES

The Company maintains disclosure controls and procedures designed to ensure that information is recorded and reported in all filings of financial reports. Such information is reported to the Company's management, including its Chief Executive Officer and its Chief Financial Officer to allow timely and accurate disclosure based on the definition of "disclosure controls and procedures" in Rule 13a-15(e). In designing these controls and procedures, management recognizes that they can only provide reasonable assurance of achieving the desired control objectives. Management also evaluated the cost-benefit relationship of possible controls and procedures.

As of the end of the period covered by this report, the Company carried out an evaluation of the effectiveness of Company's disclosure controls and procedures under the supervision and with the participation of the Chief Executive Officer, the Chief Financial Officer and other senior management of the Company. The evaluation was based, in part, upon reports and affidavits provided by a number of executives. Based on the foregoing, the Company's Chief Executive Officer and the Chief Financial Officer concluded that the Company's disclosure controls and procedures were effective.

There have been no significant changes in the Company's internal controls or in other factors that could significantly affect the internal controls over financial reporting subsequent to the date the Company completed its evaluation.

## PART II. OTHER INFORMATION

### ITEM 1. Legal Proceedings

Certain lawsuits and claims arising in the ordinary course of business have been filed or are pending against the Company or its subsidiaries. Based upon information available to the Company, its review of such lawsuits and claims and consultation with its counsel, the Company believes the liability relating to these actions, if any, would not have a material adverse effect on its consolidated financial statements.

There are no material proceedings adverse to the Company to which any director, officer or affiliate of the Company is a party.

### ITEM 1A. Risk Factors

See "Item 1A. Risk Factors" in the Company's 2017 Annual Report to Shareholders on Form 10-K. In management's opinion, there have been no material changes in risk factors since the filing of the 2017 Form 10-K.

### ITEM 2. Unregistered Sales of Equity Securities and Use of Proceeds

There were no shares repurchased by Farmers & Merchants Bancorp during the first six months of 2018. The remaining dollar value of shares that may yet be purchased under the Company's Stock Repurchase Plan is approximately \$20.0 million.

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The common stock of Farmers & Merchants Bancorp is not widely held or listed on any exchange. However, trades are reported on the OTCQX under the symbol “FMCB.” Additionally, management is aware that there are private transactions in the Company’s common stock.

In May 2018, the Company issued 8,769 shares of common stock to the Bank’s non-qualified defined contribution retirement plans. These shares were issued at a price of \$635.00 per share based upon a valuation completed by a nationally recognized bank consulting and advisory firm and in reliance upon the exemption in Section 4(a)(2) of the Securities Act of 1933, as amended, and the regulations promulgated thereunder. The proceeds were contributed to the Bank as equity capital.

In February 2017, the Company issued 1,375 shares of common stock to the Bank’s non-qualified defined contribution retirement plans. These shares were issued at a price of \$590.00 per share based upon a valuation completed by a nationally recognized bank consulting and advisory firm and in reliance upon the exemption in Section 4(a)(2) of the Securities Act of 1933, as amended, and the regulations promulgated thereunder. The proceeds were contributed to the Bank as equity capital.

ITEM 3. Defaults Upon Senior Securities

Not applicable

ITEM 4. Mine Safety Disclosures

Not applicable

ITEM 5. Other Information

None

ITEM 6. Exhibits

Exhibit No.    Description

<u>10.21</u>	Stock Purchase Agreement dated July 2, 2018, filed on the Registrant’s Form 10-Q for the quarter ended June 30, 2018.
<u>31(a)</u>	Certification of the Chief Executive Officer pursuant to Section 302 of the Sarbanes-Oxley Act of 2002.
<u>31(b)</u>	Certification of the Chief Financial Officer pursuant to Section 302 of the Sarbanes-Oxley Act of 2002.
<u>32</u>	Certifications of the Chief Executive Officer and Chief Financial Officer pursuant to 18 U.S.C. Section 1350, as adopted pursuant to Section 906 of the Sarbanes-Oxley Act of 2002.
101.INS	XBRL Instance Document
101.SCH	XBRL Schema Document
101.CAL	XBRL Calculation Linkbase Document
101.LAB	XBRL Label Linkbase Document
101.PRE	Presentation Linkbase Document
XBRL	
101.DEF	XBRL Definition Linkbase Document

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SIGNATURES

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

FARMERS &  
MERCHANTS  
BANCORP

Date: /s/ Kent A.  
August Steinwert  
8, 2018

Kent A.  
Steinwert  
Chairman,  
President  
& Chief  
Executive  
Officer  
(Principal  
Executive  
Officer)

Date: /s/ Stephen W.  
August Haley  
8, 2018

Stephen W.  
Haley  
Executive Vice  
President and  
Chief Financial  
Officer  
(Principal  
Financial &  
Accounting  
Officer)