CENTRAL VALLEY COMMUNITY BANCORP
Form DEF 14A
March 22, 2018

UNITED STATES

SECURITIES AND EXCHANGE COMMISSION

Washington, D.C. 20549

SCHEDULE 14A Information

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

Filed by Registrant [X]
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))
[X] Definitive Proxy Statement
[ ] Definitive Additional Materials
[ ] Soliciting Material Pursuant to §240.14a-12

CENTRAL VALLEY COMMUNITY BANCORP
(Name of Registrant as Specified In Its Charter

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

Payment of filing Fee (Check the appropriate box)
[X] No fee required
[ ] Fee computed on table below per Exchange Act Rules 14a-6(i)(4) and 0-11

1. Title of each class of securities to which transaction applies

2. Aggregate number of securities to which transaction applies:

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):

4. Proposed maximum aggregate value of transaction:

5. Total fee paid:

[ ] 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:

2. Form, Schedule or Registration Statement No.

3. Filing Party:

4. Date Filed:

CENTRAL VALLEY COMMUNITY BANCORP

7100 N. Financial Drive, Suite 101
Fresno, California 93720

March 22, 2018

Dear Shareholder:

In connection with the 2018 Annual Meeting of Shareholders to be held at 5:00 p.m. on Wednesday, May 16, 2018, at the Company's corporate office at 7100 N. Financial Drive, Suite 101, Fresno, California 93720, we are enclosing the following:

1. Notice of Annual Meeting of Shareholders

2. Proxy Statement

3. Proxy Card

4. Company's Annual Report for the year ended December 31, 2017

It is important that your shares be represented at the Annual Meeting. In order to ensure your shares are voted at the Annual Meeting, whether or not you plan to attend the Annual Meeting, you can vote through the Internet, by telephone, or by mail. Instructions regarding Internet and telephone voting are included on the Proxy Card. If you elect to vote by mail, please complete, date, sign, and return the Proxy Card in the accompanying postage-paid envelope.
We appreciate your support and look forward to seeing you at the Annual Meeting on May 16, 2018.

Cordially,

/s/ Daniel J. Doyle
Daniel J. Doyle
Chairman of the Board

/s/ James M. Ford
James M. Ford
President and Chief Executive Officer

IMPORTANT NOTICE REGARDING THE AVAILABILITY OF PROXY MATERIALS FOR THE SHAREHOLDER MEETING:
THE PROXY STATEMENT AND ANNUAL REPORT TO SHAREHOLDERS, ALONG WITH THE COMPANY'S REPORT ON FORM 10-K TO SHAREHOLDERS ARE AVAILABLE AT: WWW.CVCB.COM

NOTICE OF ANNUAL MEETING
OF SHAREHOLDERS OF
CENTRAL VALLEY COMMUNITY BANCORP

TO THE SHAREHOLDERS OF CENTRAL VALLEY COMMUNITY BANCORP:
NOTICE IS HEREBY GIVEN that the 2018 Annual Meeting of the Shareholders of Central Valley Community Bancorp will be held at 7100 N. Financial Drive, Suite 101, Fresno, California 93720, on Wednesday, May 16, 2018, at 5:00 p.m. for the following purposes:

1. To elect eleven (11) directors to the Board of Directors;
2. To ratify the appointment of Crowe Horwath LLP as the Company's independent registered public accounting firm for the year ending December 31, 2018; and
3. To transact such other business as may properly come before the Annual Meeting.

The names of the Board of Directors' nominees to be directors of Central Valley Community Bancorp are set forth in the accompanying Proxy Statement and are incorporated herein by reference.
The Bylaws of Central Valley Community Bancorp provide for the nomination of directors in the following manner: Nomination for election of members of the Board of Directors may be made by the Board of Directors or by any shareholder of any outstanding class of capital stock of the Corporation entitled to vote for the election of directors. Notice of intention to make any nominations shall be made in writing and shall be delivered or mailed to the President of the Corporation not less than 21 days nor more than 60 days prior to any meeting of shareholders called for the election of directors; provided however, that if less than 21 days' notice of the meeting is given to shareholders, such notice of intention to nominate shall be mailed or delivered to the President of the Corporation not later than the close of business on the tenth day following the day on which the notice of meeting was mailed; provided further, that if notice of such meeting is sent by third class mail as permitted by Section 16 of the Bylaws, no notice of intention to make nominations shall be required. Such notification shall contain the following information to the extent known to the notifying shareholder: (a) the name and address of each proposed nominee; (b) the principal occupation of each proposed nominee; (c) the number of shares of capital stock of the corporation owned by each proposed nominee; (d) the name and residence address of the notifying shareholder; and (e) the number of shares of capital stock of the corporation owned by the notifying shareholder. Nominations not made in accordance herewith may, in the discretion of the Chairman of the meeting, be disregarded and upon the Chairman's instructions, the inspectors of election can disregard all votes cast for each such nominee.
Only shareholders of record at the close of business on March 19, 2018, are entitled to notice of, and to vote at, the Annual Meeting. Every shareholder is invited to attend the Annual Meeting in person or by proxy. If you do not expect to be present at the Annual Meeting, you can vote through the Internet, by telephone or by mail. Instructions regarding Internet and telephone voting are included on the Proxy Card. If you elect to vote by mail, please complete, date, sign and return the Proxy Card in the accompanying postage-paid envelope.
Dated: March 22, 2018

Daniel J. Doyle

/s/ Daniel J. Doyle
Chairman of the Board

WHETHER OR NOT YOU PLAN TO ATTEND THIS ANNUAL MEETING, PLEASE
VOTE THROUGH THE INTERNET, BY TELEPHONE, OR MAIL AS PROMPTLY AS POSSIBLE

PROXY STATEMENT
ANNUAL MEETING OF SHAREHOLDERS
OF
CENTRAL VALLEY COMMUNITY BANCORP
To Be Held on May 16, 2018
7100 N. Financial Drive, Suite 101, Fresno, California 93720

GENERAL INFORMATION FOR SHAREHOLDERS

The following information is furnished in connection with the solicitation of the accompanying proxy by and on behalf of the Board of Directors of Central Valley Community Bancorp (the Company or Central Valley) for use at the Annual Meeting of Shareholders to be held at the Company's corporate office located at 7100 N. Financial Drive, Suite 101, Fresno, California 93720, on Wednesday, May 16, 2018 at 5:00 p.m. Only shareholders of record at the close of business on March 19, 2018 (the Record Date) will be entitled to notice of, and to vote at, the Annual Meeting. On the Record Date, the Company had outstanding and entitled to vote at the Annual Meeting, and any adjournments thereof 13,751,287 shares of its Common Stock, no par value. This proxy statement will be first mailed to shareholders on or about April 12, 2018.

Vote By Proxy

As many of the Company's shareholders are not expected to attend the Annual Meeting in person, the Company solicits proxies so that each shareholder is given an opportunity to vote. Shares represented by a duly executed proxy in the accompanying form, received by the Board of Directors prior to the Annual Meeting, will be voted at the Annual Meeting. A shareholder executing and delivering the enclosed proxy card may revoke the proxy at any time prior to exercise of the authority granted by the proxy by (i) filing with the secretary of the Company an instrument revoking it or a duly executed proxy card bearing a later date; or (ii) attending the Annual Meeting and voting in person. A proxy is also revoked when written notice of the death or incapacity of the maker of the proxy is received by the Company before the vote is counted. Returning the proxy card will not affect your right to attend the Annual Meeting and vote.

The proxy holders, James M. Ford and Steven D. McDonald, both of whom are directors of the Company, will vote all shares of Common Stock represented by the proxies unless authority to vote such shares is withheld or the proxy is revoked. However, the proxy holders cannot vote the shares of the shareholder unless the shareholder signs and returns a proxy card. Proxy cards also confer upon the proxy holders discretionary authority to vote the shares represented thereby on any matter that was not known at the time this Proxy Statement was mailed, which may properly be presented for action at the Annual Meeting, including a motion to adjourn, and with respect to procedural matters pertaining to the conduct of the Annual Meeting. The total expense of soliciting the proxies in the accompanying form will be borne by the Company. While proxies are normally solicited by mail, proxies may also be solicited directly by officers, directors and employees of the Company or its subsidiary, Central Valley Community Bank (the Bank). Such officers, directors and employees will not be compensated for this service beyond normal compensation to them. If management determines that the Company should engage proxy solicitation agents to obtain sufficient votes for proposals, the cost of such agents would be borne by the Company.

If you properly fill in your proxy card and send it to us in time to vote, your "proxy" (one of the individuals named on your proxy card) will vote your shares as you have directed. If you sign the proxy card but do not make specific choices, your proxy will vote your shares as recommended by the Board of Directors as follows:

FOR the election of all nominees for director named herein;

FOR ratification of the selection of Crowe Horwath LLP as the Company's independent registered public accounting firm for the year ending December 31, 2018.

For the election of directors (Proposal 1), a shareholder may withhold authority for the proxy holders to vote for any one or more of the nominees by marking the enclosed proxy card in the manner instructed on the proxy card. Unless

authority to vote for the nominees is withheld, the proxy holders will vote the proxies received by them for the election of the nominees listed on the proxy card as directors of the Company. Your proxy does not have an obligation to vote for nominees not identified on the preprinted proxy card (that is, write-in candidates). Should any shareholder attempt to “write in” a vote for a nominee not identified on the preprinted card (and described in these proxy materials), your proxy will not vote the shares represented by your proxy card for any such write-in candidate, but will instead vote the shares for

any and all other indicated candidates. If any of the nominees should be unable or decline to serve, which is not now anticipated, your proxy will have discretionary authority to vote for a substitute who shall be designated by the present Board of Directors to fill the vacancy. In the event that additional persons are nominated for election as directors, your proxy intends to vote all of the proxies in such a manner as will assure the election of as many of the nominees identified on the proxy card as possible. In such event, the specific nominees to be voted for will be determined by the proxy holders, in their sole discretion.

Boxes and a designated blank space are provided on the proxy card for shareholders to mark if they wish either to abstain on one or more of the proposals or to withhold authority to vote for one or more nominees for director.

Shares Held in the Name of Your Broker

If your shares are held by your broker, sometimes called “street name” shares, you must vote your shares through your broker. You should receive a form from your broker asking how you want to vote your shares. Follow the instructions on that form to give voting instructions to your broker. Under the rules that govern brokers who are voting with respect to shares held in street name, brokers have the discretion to vote such shares on routine, but not on non-routine matters. A “broker non-vote” occurs when your broker does not vote on a particular proposal because the broker does not receive instructions from the beneficial owner and does not have discretionary authority. Proposal 1 (election of directors), is a non-routine item on which a broker may vote only if the beneficial owner has provided voting instructions. Proposal 2 (ratification of independent registered public accounting firm) is a routine item.

Procedures For Attending the Annual Meeting

Only shareholders owning the Company’s Common Stock on Record Date, or their legal proxy holders, are entitled to attend the Annual Meeting. You must present photo identification for admittance. If you are a shareholder of record, your name will be verified against the list of shareholders of record on the Record Date prior to your admission to the Annual Meeting. If you are not a shareholder of record but hold shares through a bank, broker or other nominee, you must provide proof of beneficial ownership on the Record Date, such as your most recent account statement prior to the Record Date, or other similar evidence of ownership. If you do not provide photo identification or comply with the other procedures outlined above, you will not be admitted to the Annual Meeting.

Quorum for the Meeting

A quorum of shareholders is necessary to hold a valid meeting. The presence at the annual meeting in person or by proxy of the holders of a majority of the outstanding shares of Common Stock entitled to vote shall constitute a quorum for the transaction of business. Proxies marked as abstaining (including proxies containing broker non-votes) on any matter to be acted upon by shareholders will be treated as present at the meeting for purposes of determining a quorum but will not be counted as votes cast on such matters. If there is no quorum, a majority of the votes present at the meeting may adjourn the meeting to another date.

Voting in Person

If you plan to attend the Annual Meeting and desire to vote in person, we will give you a ballot form when you arrive. However, if your shares are held in the name of your broker, bank or other nominee, you must bring a power of attorney from your nominee in order to vote at the Annual Meeting.

Shareholders whose shares are registered in their own names may vote either over the Internet or by telephone. Special instructions for voting over the Internet or by telephone are set forth on the enclosed proxy card. The Internet and telephone voting procedures are designed to authenticate the shareholder’s identity and to allow shareholders to vote their shares and confirm that their voting instructions have been properly recorded.

Required Vote for Each Proposal

Approval of Proposal 1 (election of directors) requires a plurality of votes cast for each nominee. This means that the 11 nominees who receive the most votes will be elected. So, if you do not vote for a particular nominee, or you indicate “WITHHOLD AUTHORITY” to vote for a particular nominee on your proxy card, your vote will not count either “for” or “against” the nominee. Abstentions will not have any effect on the outcome of the vote. Broker non-votes will not count as a vote on the proposal and will not affect the outcome of the vote.

Approval of Proposal 2 (ratification of independent registered public accounting firm) requires a vote that satisfies two criteria: (i) the affirmative vote for the proposal must constitute a majority of the common shares present or represented or by proxy and voting on the proposal at the Annual Meeting; and (ii) the affirmative vote for the

proposal must constitute a majority of the common shares required to constitute the quorum. For purposes of Proposal 2, abstentions and broker non-votes will not affect the outcome under clause (i), which recognizes only actual votes cast. However, abstentions and broker non-votes will affect the outcome under clause (ii) if the number of affirmative votes, though a majority of the votes represented and cast, does not constitute a majority of the voting power required to constitute a quorum. The ratification of the appointment of the independent registered public accounting firm for 2018 is a

matter on which a broker or other nominee is generally empowered to vote and, therefore, no broker non-votes are expected to exist with respect to Proposal 2.

Shareholders Entitled to Vote

Only shareholders of record at the close of business on March 19, 2018, are entitled to notice of, and to vote at, the Annual Meeting. At the close of business on that date, the Company had outstanding 13,751,287 shares of its Common Stock, no par value.

A copy of the Company's Annual Report to Shareholders for the fiscal year ended December 31, 2017 is enclosed with this Proxy Statement. A copy of the Company's Annual Report on Form 10-K may be accessed electronically at the Company's website at www.cvcb.com or by writing LeAnn Ruiz, Assistant Corporate Secretary, Central Valley Community Bancorp, 7100 N. Financial Drive, Suite 101, Fresno, California 93720.

You can also find out more information about us at our website www.cvcb.com. Our website is available for information purposes only and should not be relied upon for investment purposes, nor is it incorporated by reference into this proxy statement. On our website you can access electronically filed copies of our annual reports on Form 10-K, quarterly reports on Form 10-Q, current reports on Form 8-K, Section 16 filings, and amendments to those reports and filings, free of charge. The SEC also maintains a website at www.sec.gov that contains reports, proxy statements and other information regarding SEC registrants, including the Company.

SHAREHOLDINGS OF CERTAIN BENEFICIAL OWNERS AND MANAGEMENT

Management does not know of any person who owns, beneficially or of record, either individually or together with associates, five percent (5%) or more of the outstanding shares of Common Stock, except as set forth in the table below.

The following table sets forth, as of the Record Date, the number and percentage of shares of Common Stock beneficially owned, directly or indirectly, by each of the Company's directors, Named Executive Officers and principal shareholders and by the directors and executive officers of the Company as a group. The shares "beneficially owned" are determined under Securities and Exchange Commission rules, and do not necessarily indicate ownership for any other purpose. In general, beneficial ownership includes shares over which the director, principal shareholder or executive officer has sole or shared voting or investment power and shares which such person has the right to acquire within 60 days of the Record Date. Shares of restricted stock issued to officers and directors are subject to repurchase by the Company, but are eligible to vote at the Annual Meeting. Information respecting principal shareholders is presented in reliance on their respective ownership reports with the SEC. For purposes of the table below, the address for all directors and officers is 7100 N. Financial Drive, Suite 101, Fresno, California 93720. The percentage ownership is calculated based on 13,751,287 shares of Common Stock outstanding.

Name	Age	Positions Held With the Company	Director or Officer Since	Shares Beneficially Owned as of the Record Date			
				Number		Percent of Class	
Patrick J. Carman	68	Executive Vice President and Chief Credit Officer **	2015	20,964	(2)	*	
Daniel N. Cunningham	81	Lead Independent Director	2000	347,284	(3)	2.52	%
Edwin S. Darden, Jr.	73	Director	2001	145,156	(1)	1.05	%
Daniel J. Doyle	71	Chairman of the Board and Director	2000	87,000	(1)	*	
F. T. “Tommy” Elliott, IV	41	Director	2013	394,691	(4)	2.87	%
James M. Ford	59	President, Chief Executive Officer and Director **	2014	32,778	(5)	*	
Robert J. Flautt	67	Director	2017	28,836		*	
Gary D. Gall	67	Director	2016	63,914		*	
David A. Kinross	53	Executive Vice President and Chief Financial Officer **	2006	16,325	(6)	*	
Steven D. McDonald	68	Secretary and Director	2000	372,134	(7)	2.70	%
Louis McMurray	71	Director	2000	594,468	(8)	4.32	%
Karen Musson	69	Director	2017	—		*	
Gary D. Quisenberry	66	Executive Vice President, Commercial and Business Banking **	2000	53,700	(9)	*	
Lydia E. Shaw	61	Executive Vice President, Community Banking **	2007	20,700	(10)	*	
William S. Smittcamp	65	Director	2000	160,600	(1)	1.17	%
The Banc Funds Company, L.L.C. 20 North Wacker Drive, Suite 3300, Chicago, IL 60606				821,991	***	5.98	%
All directors and executive officers of the Company and the Bank as a group (15 in number)				2,338,550		17.01	%

* Beneficial ownership does not exceed one percent of Common Stock outstanding.

** As used throughout this Proxy Statement, the term “executive officer” means the president, any executive vice president in charge of a principal business unit or function, and any other officer or person who performs a policy making function for the Company or the Bank. Ms. Shaw and Mr. Quisenberry are officers of the Bank only. Each executive officer serves on an annual basis and must be appointed by the Board of Directors annually pursuant to the Bylaws of the Company (or the Bylaws of the Bank, in the case of Ms. Shaw and Mr. Quisenberry).

*** The Banc Funds Company, L.L.C. (“TBFC”) serves as general partner to the entities that serve as general partners of each of; Banc Fund VII L.P., an Illinois Limited Partnership (“BF VII”), the record holder of 220,410 shares of Common Stock; Banc Fund VIII L.P., an Illinois Limited Partnership (“BF VIII”), the record holder of 454,540 shares of Common Stock; and Banc Fund IX L.P., an Illinois Limited Partnership (“BF IX”), the record holder of 147,041 shares of Common Stock. TBFC is an Illinois corporation whose principal shareholder is Charles J. Moore.

(1) Includes 10,000 shares which may be acquired upon the exercise of options granted pursuant to the 2005 Omnibus Incentive Plan (the “2005 Plan”). Also includes 3,000 shares of restricted stock granted on July 16, 2014 pursuant to

the 2005 Plan and 4,000 shares of restricted stock granted on July 20, 2016 pursuant to the 2015 Plan.

(2) Includes 115 shares owned of record by Mr. Carman's son. Includes 350 shares of restricted stock granted to Mr. Carman on July 16, 2014 pursuant to the 2005 Plan and 1,200 shares of restricted stock granted to Mr. Carman on July 20, 2016 pursuant to the 2015 Plan.

(3) Includes 87,120 shares held as trustee for the Bradley and Joanne Quinn Living Trust as to which Mr. Cunningham disclaims beneficial ownership, and 122,508 shares held under a power of attorney executed in favor of Mr. Cunningham by Eric Quinn as to which Mr. Cunningham disclaims beneficial ownership. Also

includes 10,000 shares which may be acquired upon the exercise of options granted pursuant to the 2005 Plan. Also includes 3,000 shares of restricted stock granted to Mr. Cunningham on July 16, 2014 pursuant to the 2005 Plan and 4,000 shares of restricted stock granted to Mr. Cunningham on July 20, 2016 pursuant to the 2015 Plan.

(4) Includes 9,210 shares owned of record by Mr. Elliott, IV's daughter, and 331,813 shares held under a power of attorney executed in favor of Mr. Elliott, IV by F.T. Elliott, III as to which Mr. Elliott, IV disclaims beneficial ownership. Also includes 3,000 shares of restricted stock granted to Mr. Elliott, IV on July 16, 2014 pursuant to the 2005 Plan and 4,000 shares of restricted stock granted to Mr. Elliott, IV on July 20, 2016 pursuant to the 2015 Plan.

(5) Includes 8,905 shares of restricted stock granted to Mr. Ford on March 19, 2014 pursuant to the 2005 Plan. Includes 9,268 shares of restricted stock granted to Mr. Ford on March 19, 2015 pursuant to the 2005 Plan. Also includes 8,850 shares of restricted stock granted to Mr. Ford on March 21, 2016 pursuant to contractual arrangements made under the 2005 Plan.

(6) Includes 5,000 shares which may be acquired upon the exercise of options granted pursuant to the 2005 Plan. Also includes 1,000 shares of restricted stock granted to Mr. Kinross on July 16, 2014 pursuant to the 2005 Plan and 1,200 shares of restricted stock granted to Mr. Kinross on July 20, 2016 pursuant to the 2015 Plan.

(7) Includes 1,608 shares held by Mr. McDonald's spouse, 28,136 shares held in a family trust, and 10,000 shares which may be acquired upon the exercise of options granted pursuant to the 2005 Plan. Also includes 3,000 shares of restricted stock granted to Mr. McDonald on July 16, 2014 pursuant to the 2005 Plan and 4,000 shares of restricted stock granted to Mr. McDonald on July 20, 2016 pursuant to the 2015 Plan.

(8) Includes 520,205 shares held as Trustee of the Louis McMurray Living Trust, 64,263 shares held as Trustee of the Lou and Dena McMurray Living Trust, and 10,000 shares which may be acquired upon the exercise of options granted pursuant to the 2005 Plan. Of which includes 3,000 shares of restricted stock granted to Mr. McMurray on July 16, 2014 pursuant to the 2005 Plan and 4,000 shares of restricted stock granted to Mr. McMurray on July 20, 2016 pursuant to the 2015 Plan.

(9) Includes 5,000 shares which may be acquired upon the exercise of options granted pursuant to the 2005 Plan. Also includes 1,000 shares of restricted stock granted to Mr. Quisenberry on July 16, 2014 pursuant to the 2005 Plan and 1,200 shares of restricted stock granted to Mr. Quisenberry on July 20, 2016 pursuant to the 2015 Plan.

(10) Includes 2,500 shares which may be acquired upon the exercise of options granted pursuant to the 2005 Plan. Also includes 1,000 shares of restricted stock granted to Ms. Shaw on July 16, 2014 pursuant to the 2005 Plan and 1,200 shares of restricted stock granted to Ms. Shaw on July 20, 2016 pursuant to the 2015 Plan.

MATTERS TO BE CONSIDERED AT THE ANNUAL MEETING

PROPOSAL NO. 1

ELECTION OF DIRECTORS OF THE COMPANY

The Bylaws of the Company provide a nomination procedure for election of members of the Board of Directors, which procedure is printed in full in the Notice of Annual Meeting of Shareholders accompanying this Proxy Statement. Nominations not made in accordance therewith may, in his or her discretion, be disregarded by the Chairman of the Annual Meeting and, upon his or her instruction, the inspector of election shall disregard all votes cast for such nominee(s).

The Bylaws of the Company provide that the Board of Directors will consist of not less than seven (7) and not more than thirteen (13) directors. The number of directors is set by the Board of Directors and is currently set at eleven (11). The authorized number of directors to be elected at the Annual Meeting is eleven (11). Each director will hold office until the next Annual Meeting of Shareholders and until his or her successor is elected and qualified.

All proxies will be voted for the election of the following eleven (11) nominees recommended by the Board of Directors, all of whom are incumbent directors, unless authority to vote for the election of directors is withheld. If any of the nominees should unexpectedly decline or be unable to act as a director, the proxies may be voted for a substitute nominee to be designated by the Board of Directors. The Board of Directors has no reason to believe that any nominee will become unavailable and has no present intention to nominate persons in addition to or in lieu of those named below. There is no family relationship between any of the directors or principal officers.

Nominees for the Board of Directors

The following is a brief account of the business experience for at least the past five years of each nominee to the Board of Directors.

DANIEL N. CUNNINGHAM is the Lead Independent Director of the Company and the Bank. Mr. Cunningham is a Director of Quinn Group, Inc. and served as its Chief Financial Officer. Mr. Cunningham is a long standing member of the Board of Directors. His familiarity with the Company’s personnel and operations, in addition to his knowledge of our geographic markets and our client base, were considered in re-nominating him to serve as a director of the Company. Mr. Cunningham is a certified public accountant and is the audit committee’s financial expert.

EDWIN S. DARDEN, JR. is a certified architect of Darden Architects, Inc., an architectural firm in Fresno, California. Mr. Darden is a long standing member of the Board of Directors. His familiarity with the Company’s personnel and operations, in addition to his knowledge of our geographic markets and our client base, were considered in renominating him to serve as a director of the Company.

DANIEL J. DOYLE, the Chairman of the Boards of Directors of the Company and the Bank, retired from the Company and Bank on January 31, 2015. Mr. Doyle became President and Chief Executive Officer of the Company upon its organization in 2000, and served as Chief Executive Officer of the Bank since June 1998. From March 1995 until joining the Bank, Mr. Doyle was Senior Vice President and Regional Manager of U.S. Bank. Prior to that, Mr. Doyle served as President and Chief Executive Officer of U.S. Bank of California. Mr. Doyle is a long standing member of the Board of Directors. His familiarity with the Company’s personnel and operations, in addition to his knowledge of our geographic markets and our client base, were considered in renominating him to serve as a director of the Company.

F. T. “TOMMY” ELLIOTT, IV is the Chairman and owner of Wileman Bros. & Elliott, Inc., a grower, packer and shipper of California fresh citrus. Mr. Elliott also serves as Chairman and owner of Kaweah Container, Inc., a premier independent corrugated manufacturer. Mr. Elliott previously served as chairman of the board of directors of Visalia Community Bank prior to its 2013 merger with the Bank. He joined the Board of Directors of the Company in July 2013 and the Board of Directors of the Bank in October 2013. Mr. Elliott’s familiarity with the Company’s personnel and operations, in addition to his knowledge of our geographic markets and our client base, were considered in renominating him to serve as a director of the Company.

JAMES M. FORD became President and Chief Executive Officer of the Company on February 1, 2015. Mr. Ford has served as President of the Bank since February 1, 2014. Mr. Ford previously served as the President and CEO for Premier West Bank and its holding company PremierWest Bancorp, based in Medford, Oregon, until it was acquired by Starbuck Bancshares in April 2013. Mr. Ford served as President for PremierWest Bank beginning in 2006 and

was named President and CEO for PremierWest Bank and Bancorp in 2009. He was appointed as a member of the Boards of Directors of the Company and the Bank effective as of February 1, 2015. His familiarity with the Company's personnel and operations, in addition to his knowledge of our geographic markets and our client base, were considered in renominating him to serve as a director of the Company.

ROBERT J. FLAUTT is a respected business leader in the Greater Sacramento Region who was most recently President, CEO and Board Member of Folsom Lake Bank (FLB) prior to its 2017 merger with the Bank. He joined the

Boards of Directors of the Company and Bank in December 2017. Mr. Flautt was President and Chief Executive Officer of FLB from 2007 to 2017. Mr. Flautt gives generously of his time, talent and treasure with civic and community nonprofit organizations. He currently serves as Chairman of the Folsom Tourism and Economic Development Corporation and Chairman of the Folsom Police Foundation. His familiarity with the Company's personnel and operations, in addition to his knowledge of our geographic markets and our client base, were considered in nominating him to serve as a director of the Company.

GARY D. GALL was President, CEO and Director of Sierra Vista Bank (SVB) prior to its 2016 merger with the Bank. He joined the Boards of Directors of the Company and Bank in October 2016. Mr. Gall was President and Chief Executive Officer of SVB from 2013 to 2016, and previously a consultant to SVB from 2009 to 2013. Mr. Gall served as President and Chief Executive Officer of Citizens Bancorp and its subsidiary, Citizens Bank of Northern California from 2009 to 2011. From 1993 to 2006, Mr. Gall served as President and Chief Executive Officer of Western Sierra Bancorp and its subsidiary, Western Sierra Bank. His familiarity with the Company's personnel and operations, in addition to his knowledge of our geographic markets and our client base, were considered in renominating him to serve as a director of the Company.

STEVEN D. McDONALD is the Secretary of the Boards of Directors of the Company and the Bank. Mr. McDonald is President of McDonald Properties, Inc., with interests in cattle ranching, mobile home park management and other investments. Mr. McDonald is also the owner/broker of SDM Realty, specializing in ranch brokerage. Mr. McDonald is a long standing member of the Board of Directors. His familiarity with the Company's personnel and operations, in addition to his knowledge of our geographic markets and our client base, were considered in renominating him to serve as a director of the Company.

LOUIS McMURRAY is President of Charles McMurray Company, a wholesale hardware company with outlets in Fresno and Sacramento. Mr. McMurray is a long standing member of the Board of Directors. His familiarity with the Company's personnel and operations, in addition to his knowledge of our geographic markets and our client base, were considered in renominating him to serve as a director of the Company.

KAREN MUSSON leads her family business, Gar Tootelian, Inc's (GAR) marketing, media, and community outreach activities. Mrs. Musson is Managing Partner & Corporate Secretary/Treasurer of Gar Tootelian, Inc. and is the CEO of the Gar & Esther Tootelian Charitable Foundation. GAR owns and operates a third generation family farm and agricultural crop care business providing water, nutrition, regulatory and crop care advice to over 1,500 growers in California's Central San Joaquin Valley. Mrs. Musson is an active member of various community and philanthropic organizations. Her familiarity with the Company's personnel and operations, in addition to her knowledge of our geographic markets and our client base, were considered in nominating her to serve as a director of the Company.

WILLIAM S. SMITTCAMP is the President and owner of Wawona Frozen Foods and is involved as a principal in other family-related businesses. Mr. Smittcamp is a long standing member of the Board of Directors. His familiarity with the Company's personnel and operations, in addition to his knowledge of our geographic markets and our client base, were considered in renominating him to serve as a director of the Company.

The Board of Directors recommends the election of each nominee. The proxy holders intend to vote all proxies they hold in favor of the election of each of the nominees. If no instruction is given, the proxy holders intend to vote FOR each nominee listed.

Executive Officers of the Company and the Bank

The following is a brief account of the business experience for at least the past five years of each of the executive officers of the Company and the Bank.

PATRICK J. CARMAN was named Executive Vice President and Chief Credit Officer of the Company and Bank on April 1, 2015 after serving as Senior Vice President and Senior Credit Officer since November 2008. Mr. Carman previously worked eight years for Service 1st Bank, initially as Senior Vice President and Chief Credit Officer then as President and Chief Operating Officer.

Biographical information for James M. Ford is found under "Nominees for the Board of Directors."

DAVID A. KINROSS was named Executive Vice President and Chief Financial Officer of the Company in May 2006. Prior to that time, Mr. Kinross served for three years as Vice President Finance and Chief Financial Officer of Pelco, and for 13 years prior to that served in various capacities including Partner with Deloitte & Touche LLP.

GARY D. QUISENBERRY became Executive Vice President, Commercial and Business Banking of the Bank in February 2000. For fifteen years prior to that time, Mr. Quisenberry was Senior Vice President, Business Banking Manager, Manager of Special Assets and Manager of Consumer Lending for California Federal Bank.

LYDIA E. SHAW became Executive Vice President of the Bank in October 2007. Ms. Shaw was named manager of Community Banking of the Bank in December 2007. Prior to that time, Ms. Shaw served as Vice President, Division Manager for Washington Federal Savings located in Seattle, Washington. For eight years prior to that time, Ms. Shaw served as Director of Business Relationships for Twinstar Credit Union located in Olympia, Washington.

Committees of the Board of Directors

The Board of Directors maintains the following standing committees: Compensation Committee, Nominating Committee, Strategic Planning Committee and Audit/Compliance Committee.

Director Independence

The Board of Directors has determined that each of the following members are "independent" under the standards of the Nasdaq Stock Market: Daniel N. Cunningham, Edwin S. Darden, Jr., F.T. "Tommy" Elliott, IV, Robert J. Flautt, Gary D. Gall, Steven D. McDonald, Louis McMurray, Karen Musson and William S. Smittcamp.

Board Leadership Structure and Lead Director

Our Chairman of the Board, Daniel J. Doyle, became President and Chief Executive Officer of the Company upon its organization in 2000, and served as Chief Executive Officer of the Bank since June 1998. He retired from the Company and the Bank on January 31, 2015. We believe this leadership structure enables Mr. Doyle to function as the critical link between the Board of Directors and the operating organization. Mr. Doyle's experience with the Company and the Bank is critical regarding discussions on key topics such as our strategic objectives, long-term planning, and enterprise risk management.

In addition to Mr. Doyle's leadership, the Board of Directors determined that the appointment of an independent, lead director ("Lead Director") would be appropriate in order to establish another layer of Board oversight, share certain responsibilities with, and facilitate communication between, our Chairman and our independent directors, and continue to follow best practices in corporate governance. To this end, the Company's Bylaws authorize the Board of Directors to adopt a policy regarding the appointment of an independent Lead Director who is selected annually by the independent directors. Daniel N. Cunningham currently serves as Lead Director.

The role of the Lead Director is to preside at executive sessions of the independent directors, serve as principal liaison between the independent Directors and the Chairman, work with the Chairman to set and approve the schedule and agenda for meetings of our Board of Directors and its committees, direct the retention of advisors and consultants who report directly to the Board of Directors, serve as liaison for consultation and communication with shareholders, and oversee the annual evaluation of our Board of Directors and its committees.

Role of Board of Directors in Risk Oversight

While the Audit Committee of the Board monitors risks related to our financial statements, the Board of Directors has determined that oversight of Company-wide risk should remain with the full Board of Directors due to the strategic nature of enterprise risk management and the Board of Directors' desire to receive feedback from a broad spectrum of disciplines regarding management's plans with respect thereto. The Board of Directors meets periodically with our management to review the effectiveness of processes for identifying and managing significant risks. The Board of Directors also reviews with management the strategic objectives that may be affected by identified risks, the level of appropriate risk tolerance, our plans for monitoring, mitigating and controlling risk, the effectiveness of such plans and our disclosure of risk.

Board and Committee Meeting Attendance

During the fiscal year ended December 31, 2017, our Board of Directors held a total of 12 meetings. Each incumbent director who was a director during 2017 attended at least 75% of the aggregate of (a) the total number of such meetings and (b) the total number of meetings held by the standing committees of the Board on which such director served.

Director Attendance at Shareholder Meetings

The Company does not have a policy which specifically addresses director attendance at shareholder meetings. However, seven directors were in attendance at the 2017 Annual Meeting of Shareholders on May 17, 2017.

Compensation Committee

The Compensation Committee performs the function of a compensation committee for the Company and the Bank. All of the members of the Compensation Committee are independent directors as defined under the rules of the Nasdaq Stock Market as currently in effect. The Committee is composed of Mr. Cunningham as Chairman, and Messrs. Darden, McDonald, McMurray, and Smittcamp. The Committee has adopted a charter that outlines its policy with respect to executive and directors' compensation and equity awards and incentive compensation awards and plans.

A copy of the Compensation Committee Charter may be accessed electronically at the Company website at www.cvcb.com or by writing Le-Ann Ruiz, Assistance Corporate Secretary, Central Valley Community Bancorp, 7100 N. Financial Drive, Suite 101, Fresno, California 93720.

The Committee held six meetings during 2017. The Committee (1) oversees matters relating to employment, compensation and management performance of key executive officers; (2) formally evaluates the performance of the President/CEO annually; (3) reviews and approves the compensation of executive officers; (4) makes recommendations to the full Board of Directors for incentive compensation and other benefits, including incentives, deferred compensation plans and equity compensation for the President/CEO and other key executive officers; (5) reviews and makes recommendations to the Board of Directors regarding retirement policies or any other policies relating to the Board of Directors; (6) makes recommendations regarding fees, stock option grants and other benefits for the directors; and (7) in consultation with management, oversees regulatory compliance with respect to compensation matters.

Nominating Committee

The Nominating Committee is composed of Mr. Cunningham as Chairman, and Messrs. Smittcamp, Darden, McDonald, and McMurray. All of the members of the Committee are independent directors as defined under the rules of the Nasdaq Stock Market as currently in effect.

The Committee held four meetings during 2017 to consider the nomination of two new additional Board members, in addition to the nomination of the incumbent Board members. The Committee annually makes recommendations for the nomination of directors to the full Board of Directors. All of the nominees for the Board of Directors were approved by the Nominating Committee.

The Committee adopted a charter which outlines its policy with respect to considering director candidates. A copy of the Nominating Committee Charter may be accessed electronically at the Company website at www.cvcb.com or by writing Le-Ann Ruiz, Assistant Corporate Secretary, Central Valley Community Bancorp, 7100 N. Financial Drive, Suite 101, Fresno, California 93720. The Committee considers suggestions from many sources, including shareholders, regarding possible candidates for director. In order for shareholder suggestions regarding possible candidates for director to be considered by the Committee, such information should be provided to the Committee in writing at least 60 days prior to the date of the next scheduled Annual Meeting. Shareholders should include in such communications the name and biographical data of the individual who is the subject of the communication and the individual's relationship to the shareholder. The Committee does not set specific criteria for directors but believes the Company is well served when its directors bring to the Board of Directors a variety of experience and backgrounds, evidence leadership in their particular fields, demonstrate the ability to exercise sound business judgment and have substantial experience in business and outside the business community in, for example, the academic or public communities. The Committee evaluates its selection criteria and evaluation process periodically, and may include additional qualifications, such as the diversity of backgrounds of candidates. Each of the individuals nominated to serve as a director has been determined by the Committee to meet such qualifications. The Committee considers shareholder nominees for director in the same manner as nominees for director from other sources. As set forth in the Notice of Annual Meeting that accompanies this Proxy Statement, the Company's Bylaws require that notice of intention to make any nomination must be delivered to the President of the Corporation on a timely basis and must contain certain information. Please refer to the Notice of Annual Meeting. Any such notices will be forwarded to the Committee.

Strategic Planning Committee

The Strategic Planning Committee develops, along with the Board of Directors and management, the Company's Strategic Plan. It also is responsible for reviewing potential locations for offices of the Bank, overseeing premises-related matters, and reviewing feasibility of potential mergers/acquisitions. Members of the Strategic Planning Committee are Mr. McMurray as Chairman, and Messrs. Cunningham, Darden, Doyle, Elliot, Ford, Gall, McDonald, and Smittcamp. The Committee met three times in 2017.

Audit/Compliance Committee

The Audit/Compliance Committee of the Company's Board of Directors is composed of Mr. McDonald as Chairman, and Messrs. Cunningham; Elliott, IV; Gall; and Smittcamp. In accordance with its charter, all of the members of the Audit/Compliance Committee are independent directors as defined under the rules of the SEC and the Nasdaq Stock Market as currently in effect. The Board of Directors has determined that Mr. Cunningham is an "audit committee financial expert" as defined under applicable SEC rules.

The Company's Audit/Compliance Committee held nine meetings during 2017. The functions of the Audit/Compliance Committee are to recommend the appointment of and to oversee the independent registered public accounting firm who audits the books and records of the Company for the fiscal year for which they are appointed, to approve each

professional service rendered by such accountants and to evaluate the possible effect of each such service on the independence of the Company's accountants. The Audit/Compliance Committee also reviews internal controls and reporting procedures of the Bank's branch offices, periodically consults with the independent registered public accounting firm with regard to the adequacy of internal controls, and reviews and recommends inclusion of the audited consolidated financial statements in regulatory reports, and reviews and discusses with management the Company's major financial risk exposures and the steps management has taken to monitor and control such exposures, including the Company's risk assessment and risk management policies.

Report of Audit/Compliance Committee

Notwithstanding anything to the contrary set forth in any of the Company's filings under the Securities Act of 1933, as amended (the "Securities Act") or the Securities Exchange Act of 1934, as amended (the "Exchange Act"), the following report of the Audit/Compliance Committee shall not be incorporated by reference into any such filings and shall not otherwise be deemed filed under such acts, except to the extent that the Company specifically requests that the information be treated as soliciting material or specifically incorporates it by reference into a document filed under the Securities Act or the Exchange Act.

The Audit/Compliance Committee of the Central Valley Community Bancorp Board of Directors (the Audit Committee) is composed of independent directors and operates pursuant to a Charter adopted by the Board of Directors. A copy of the Company's Audit Committee charter may be accessed electronically at the Company website at www.cvcb.com or by writing Le-Ann Ruiz, Assistant Corporate Secretary, Central Valley Community Bancorp, 7100 N. Financial Drive, Suite 101, Fresno, California 93720. The members of the Audit Committee are Steven D. McDonald, Chairman; Daniel N. Cunningham; F.T. "Tommy" Elliott, IV; Gary D. Gall; and William S. Smittcamp. The Audit Committee recommends to the Board of Directors, subject to shareholder ratification, the selection of the Company's independent registered public accounting firm, Crowe Horwath LLP.

The function of the Audit Committee is to assist the Board of Directors in its oversight of the Company's financial reporting process. As set forth in the Charter, management of the Company is responsible for the preparation, presentation and integrity of the Company's financial statements, and maintaining appropriate accounting and financial reporting principles and internal controls and procedures designed to assure compliance with accounting standards and applicable laws and regulations. The independent registered public accounting firm is responsible for planning and carrying out appropriate audits and reviews, auditing the Company's consolidated financial statements and expressing an opinion as to their conformity with accounting principles generally accepted in the United States of America.

In the performance of its oversight function, the Committee has considered and discussed the consolidated audited financial statements with management, and the independent registered public accounting firm, with, and without, management present. The Committee has also discussed with the independent registered public accounting firm the matters required to be discussed by Public Company Accounting Oversight Board (PCAOB) Auditing Standards No. 16, Communication with Audit Committees, as currently in effect. The Committee has also discussed with management and the independent registered public accounting firm the quality and adequacy of the internal controls of the Company. Finally, the Committee has received the written disclosures and the letter from the independent auditors required by Independence Standards Board Standard No. 1, Independence Discussions with Audit Committees, as currently in effect, and has discussed with them their independent status. The independent registered public accounting firm did not perform any prohibited services for the Company.

The members of the Audit Committee are not professionally engaged in the practice of auditing or accounting and are not experts in the fields of accounting or auditing, including in respect to auditor independence. Members of the Committee rely without independent verification on the information provided to them and on the representations made by management and the independent accountants. Accordingly, the Audit Committee's oversight does not provide an independent basis to determine that management has maintained appropriate accounting and financial reporting principles or appropriate internal controls and procedures designed to assure compliance with accounting standards and applicable laws and regulations. Furthermore, the Audit Committee's considerations and discussions referred to above do not assure that the audit of the Company's financial statements has been carried out in accordance with auditing standards generally accepted in the United States of America, that the financial statements are presented in accordance with accounting principles generally accepted in the United States of America, or that the Company's

independent registered public accounting firm are in fact “independent”.

Based upon the reports and discussions described in this report, and subject to the limitations on the role and responsibilities of the Committee referred to above and in its Charter, the Committee recommended to the Board of Directors that the audited consolidated financial statements be included in the Company's Annual Report on Form 10-K for the year ended December 31, 2017 to be filed with the Securities and Exchange Commission.

SUBMITTED BY THE AUDIT/COMPLIANCE COMMITTEE OF THE COMPANY'S BOARD OF DIRECTORS

Steven D. McDonald (Chairman)
Daniel N. Cunningham
F.T. "Tommy" Elliott, IV
Gary D. Gall
William S. Smittcamp March 9, 2018

COMPENSATION DISCUSSION AND ANALYSIS

Introduction

This Compensation Discussion & Analysis ("CD&A") explains our executive compensation program for our named executive officers ("NEOs") listed below. This CD&A also describes the Compensation Committee's process for making pay decisions, as well as its rationale for specific decisions related to fiscal 2017.

NEO	Title
James M. Ford	President and Chief Executive Officer ("CEO")
David A. Kinross	Executive Vice President and Chief Financial Officer ("CFO")
Gary D. Quisenberry	Executive Vice President, Commercial and Business Banking
Lydia E. Shaw	Executive Vice President, Community Banking
Patrick J. Carman	Executive Vice President, Chief Credit Officer

Executive Summary

Business Highlights

The Company generated solid financial results for 2017. The merger with Folsom Lake Bank was completed on October 1, 2017, which contributed to the Company's historic highs in Loans, Deposits and Pre-Tax earnings. Notwithstanding the one-time Deferred Tax Asset re-measurement as a result of the 2017 tax law changes, the Company's core business continued to expand, benefiting from our nearly 40-year community bank relationship model that's consistently delivered throughout our territory. Specific highlights include:

- Net income of $14.026 million, and diluted earnings per common share of $1.10 for the year ended December 31, 2017, compared to $15,182 million and $1.33 per diluted common share for the year ended December 31, 2016.
- The Company recorded a one-time deferred tax re-measurement expense of $3.54 million in the fourth quarter of 2017 related to the Tax Cuts and Jobs Act, which resulted in a reduction in diluted earnings per share of $0.26 in the quarter and $0.28 for the year.
- Net loans increased $144.6 million or 19.35%, and total assets increased $218.3 million or 15.13% at December 31, 2017, compared to December 31, 2016.
- Total deposits increased 13.51% to $1.43 billion at December 31, 2017, compared to December 31, 2016.
- Total cost of deposits remained at record low levels at 0.08% and 0.09% at December 31, 2017 and 2016, respectively.
- Capital positions remain strong at December 31, 2017 with a 9.71% Tier 1 Leverage Ratio; a 12.90% Common Equity Tier 1 Ratio; a 13.28% Tier 1 Risk-Based Capital Ratio; and a 14.07% Total Risk-Based Capital Ratio.

2017 Compensation Actions

The Compensation Committee took the following compensation-related actions for fiscal 2017:

- Base Salaries: The Compensation Committee approved base salary adjustments ranging from approximately 2.1% to 4.9%. These adjustments were made to better align base salaries with market competition.
-

Annual Incentives: The Compensation Committee approved annual cash incentive awards based on the achievement of specific financial, strategic and operational objectives. Based on 2017 actual results, annual cash incentives ranged from $66,500 to $227,000, or 19% to 36% of total compensation, based on an incentive plan whereby predetermined performance goals were achieved at or above target.

- Long-Term Incentives: No equity incentive awards were granted during the 2017 fiscal year.

For more information, please refer to the section entitled “Components of Executive Officer Compensation.”

2017 Say-On-Pay and Say-on-Frequency

At the Company’s 2017 Annual Shareholders Meeting, we received strong support for our executive compensation program, with approximately 98% of the shareholders who voted on the “say on pay” proposal approving the compensation of our NEOs. Based on the favorable vote result, we did not make substantive changes to the structure of our program for 2017.

At our 2012 Annual Shareholders Meeting, the shareholders approved a non-binding shareholder advisory proposal to hold say-on-pay proposals every two years. At the Company’s 2017 Annual Shareholders Meeting, shareholders voted favorably by a substantial margin to continue the “say on pay” two year option. The Board of Directors believes that two years provides shareholders with sufficient time to evaluate the effectiveness of our overall compensation philosophy, policies and practices in the context of our long-term business results for the corresponding period, while avoiding over emphasis on short term variations in compensation and business results.

What Guides Our Program

Our Compensation Philosophy

The Company’s executive compensation program is designed to enhance shareholder value by aligning the interests of the NEOs with those of the Company’s shareholders. The program has two primary objectives: to ensure compensation is competitive with that being offered to individuals in comparable roles at other companies with which we compete for talent to ensure we employ the best people to lead our success; and to focus NEOs on the achievement of specific short- and long-term performance objectives that drive business results.

The Principal Elements of Pay

Our compensation philosophy is supported by the following principal elements of pay:

Pay Element	How It’s Paid	Purpose
Base Salary	Cash (Fixed)	Provide a competitive base salary rate relative to similar positions in the market and enable the Company to attract and retain critical executive talent
Annual Incentives	Cash (Variable)	Reward executives for delivering on annual strategic objectives that contribute to shareholder value creation
Long-Term Incentives	Equity (Variable)	Provide incentives for executives to execute on longer-term financial goals that drive shareholder value creation and support the Company’s retention strategy

As discussed later in this CD&A, the Company also provides the NEOs with retirement benefits, limited perquisites and other personal benefits, as well as severance and change-in-control protection.

Our Decision Making Process

The Compensation Committee oversees the executive compensation program for our NEOs. The Compensation Committee is comprised of independent, non-employee members of the Board of Directors (“the Board”). The Compensation Committee works very closely with its independent consultant and management to examine the effectiveness of the Company’s executive compensation program throughout the year. Details of the Compensation Committee’s authority and responsibilities are specified in the Committee’s charter, which is available on the Company’s website at www.cvcb.com.

The Role of the Compensation Committee. The Compensation Committee also periodically reviews, assesses and monitors the performance, and regularly reviews the design and function, of the Company’s incentive compensation arrangements to ensure that any risk-taking incentives are consistent with regulatory guidance and the safety and soundness of the organization. The Compensation Committee is responsible for assessing and approving the total compensation paid to the CEO, NEOs and all other executive officers. The Compensation Committee is responsible for determining whether the compensation paid to each of these executives is fair, reasonable and competitive, and whether the compensation program serves the interests of the Company’s shareholders.

The Role of Management. The CEO does not participate in the Compensation Committee’s determination of his own compensation; however, he makes recommendations to the Compensation Committee for each of the other NEOs. The CEO bases these recommendations on his assessment of each executive’s personal performance, as well as the achievement of the overall Company goals for the fiscal year. The Compensation Committee reviews the CEO’s recommendations, makes adjustments as it determines appropriate, and approves compensation at its sole discretion.

The Role of the Independent Consultant. The Compensation Committee periodically engages an independent compensation consultant to provide expertise on competitive pay practices and program design. Pursuant to authority granted to it under its charter, the Compensation Committee hired Pearl Meyer & Partners (“Pearl Meyer”) as its independent

consultant in December 2016. Pearl Meyer reports directly to the Compensation Committee and does not provide any additional services to management. The Compensation Committee has conducted an independence assessment of Pearl Meyer in accordance with SEC and Nasdaq requirements.

The Role of the Peer Group and Benchmarking. The Compensation Committee strives to set a competitive level of total compensation for each NEO as compared with executives in similar positions at peer companies. In December 2016, the Compensation Committee engaged Pearl Meyer to prepare a total compensation benchmarking analysis for the Company's NEOs using publicly-available data from proxy disclosures of a custom peer group of companies. In consultation with Pearl Meyer, the peer companies were selected and approved based on the following selection criteria: (1) commercial banks; (2) within 0.5 to 2.0 times the Company's asset size; and (3) headquartered in California (Bakersfield and north). These criteria resulted in a peer group consisting of the following 11 financial institutions, ranging in total assets from $0.6 billion to $2.7 billion:

* American River Bankshares
* Bank of Commerce Holdings
* Bank of Marin Bancorp
* Farmers & Merchants Bancorp
* First Northern Community Bancorp
* FNB Bancorp
* Heritage Commerce Corp
* Heritage Oaks Bancorp (1)
* Oak Valley Bancorp
* Sierra Bancorp
* United Security Bancshares

(1) Subsequently acquired

Pearl Meyer presented the results of its benchmarking analysis to the Compensation Committee in February 2017. The analysis provided benchmarks for base salary, annual incentive, total cash compensation, long-term incentives, total direct compensation and total remuneration, including retirement benefits and perquisites. For each combination of pay, the data was presented at the 10th, 25th, 50th, 75th and 90th percentile measures. The Committee does not target a specific percentile measure for any particular component of compensation, but rather uses benchmarking information to provide important context for the competitiveness of its compensation arrangements.

While the Compensation Committee considered the results of the 2017 benchmarking analysis when making its compensation-related decisions for NEOs in 2017, it was not the sole determinant in setting executive pay levels. The Compensation Committee also considers Company and individual performance, the nature of an individual's role within the Company, as well as his or her experience and contributions to his or her current role when making its compensation-related decisions.

Components of Executive Officer Compensation

Base Salaries

We provide each of our NEOs with a competitive fixed annual base salary. The base salaries for our NEOs are reviewed annually by the Compensation Committee by taking into account the results achieved by each executive, his or her future potential, scope of responsibilities and experience, and competitive pay practices. Base salaries may be adjusted from time to time to realign them with market levels, if appropriate.

The Compensation Committee approved the following adjustments for 2017 for each of the NEOs:

NEO	2016 Base Salary ($) (effective March 1, 2016)	2017 Base Salary ($) (effective March 1, 2017)	% Adjustment
James M. Ford	$318,270	$328,000	3.1%
David A. Kinross	209,000	213,500	2.2%
Gary D. Quisenberry	216,300	221,000	2.2%

Lydia E. Shaw	188,500	192,500	2.1%
Patrick J. Carman	190,600	200,000	4.9%

Incentive Compensation

Annual Incentive Compensation. The NEOs have the opportunity to earn a cash performance-based annual incentive award. Actual award payouts depend on the achievement of pre-established performance objectives. Target annual award opportunities are expressed as a percentage of base salary, and were established according to the NEO's level of responsibility

and his or her ability to impact overall results. The Compensation Committee also considers market data in setting target award amounts. The 2017 target award opportunities were as follows:

NEO	Target Award Opportunity (as a % of Base Salary)	Target Award Opportunity ($)
James M. Ford	60%	$196,800
David A. Kinross	35%	74,725
Gary D. Quisenberry	35%	77,350
Lydia E. Shaw	35%	67,375
Patrick J. Carman	35%	70,000

Overall, the annual performance-based incentives for 2017 were designed to focus the NEOs on the Company's goals related to asset quality, growth and results of annual Safety & Soundness examinations by our state and federal regulators. An individual NEO's actual annual performance-based incentive was based on the achievement of a combination of financial and strategic objectives, as well as their personal performances.

Annual Cash Incentive Performance Goals and Results

Corporate performance goals are a significant factor in determining actual award payouts for all of our NEOs. The table below shows the goals that were approved by the Committee and actual performance results for 2017:

Corporate Goal	Weighting	Threshold	Target	Maximum	Actual 2017 Performance
Net Consolidated Income (adjusted) *	25%	$12,515,423	$13,906,025	$15,296,628	$16,638,418
YTD Average Loans Outstanding	25%	$726,337,977	$807,042,197	$847,394,307	$763,290,802

* Excludes merger nonrecurring expenses as well as one-time deferred tax asset re-measurement

The "target" is determined as part of the Company's annual budget process with the board and the Committee deems the "target" to be a sufficiently challenging performance measure. The '"threshold" is 90% of the "target" and the "maximum" is 105% of the "target". Award payouts are determined depending on the performance measure satisfied. The target award opportunity is applied as follows: "threshold" 75%, "target" 100% and "maximum" 125%.

Corporate performance results between threshold and target and between target and maximum are calculated on a straight line interpolation.

Mr. Ford, President and CEO. Under Mr. Ford's employment agreement, he is eligible to receive incentive compensation, based on the achievement of certain annual performance goals. Ninety percent (90%) of Mr. Ford's 2017 incentive opportunity was directly tied to the Company's financial performance, including criteria for net consolidated income (adjusted for nonrecurring deferred tax asset re-measurement expense and merger expenses), average loans outstanding, deposits, classified loans and Other Real Estate Owned to capital and allowance for credit losses, investment management, leverage ratio, and return on assets (ROA) relative to peer performance. The remaining 10% of the incentive opportunity was based on the achievement of qualitative goals in such areas as strategic planning, leadership, marketing, regulatory compliance, community involvement, franchise value, and shareholder relations. The table below shows each of Mr. Ford's performance objectives and their respective metrics and weightings. It also shows the percentage of the overall target achieved on each component. Mr. Ford can earn between 0% and 125% of his target.

Performance Objectives	Metrics and Weighting		% of Overall Target Achieved
Net Income Component	Net Consolidated Income (adjusted)	30.00%	37.50 %
Bank Component	YTD Average Loans Outstanding	10.00%	8.75 %
	YTD Average Total Deposits	10.00%	9.25 %
	Classified Loans + OREO/Tier 1 + ALLL *	10.00%	10.00 %
	Securities portfolio yield relative to peers	10.00%	12.50 %
	Leverage Ratio *	10.00%	12.50 %
	ROA Performance Relative to Peers	10.00%	12.50 %
Individual Component	Leadership & Shareholder Value	10.00%	12.50 %

*Excludes one identified credit

Based on the above results, the Committee determined that Mr. Ford's award for 2017 was equal to 115.5% of his overall target opportunity, or $227,000.

Other NEOs. The other NEOs are eligible for annual performance-based incentives under the Managing Committee Incentive Plan (“MCIP”). Award payouts are tied to financial achievements for the Bank and Company, which are set annually. Where a NEO is responsible for a particular business unit or division, performance goals are weighted based on operational performance of those units. Where the NEO has broader corporate responsibilities, such as the CFO, goals are based on particular objectives set by the Committee. For all NEOs other than Mr. Ford, 50% of the total incentive opportunity was based on Company consolidated net income (adjusted for nonrecurring deferred tax asset re-measurement expense and merger expenses) and average loans outstanding. The remaining 50% was based on individual and business-unit specific goals including customized combinations of loans, deposits, net loan charge offs, classified loans to capital, past due loans, CRA goals, investments, and a management component.

The individual performance goals for the NEOs, as determined in consultation with the CEO and reviewed with the Committee generally encompass objectives as they relate to both the individual business segments and the entire Company. For 2017, individual performance goals were developed to continue to strengthen our organization capabilities through efficient alignment and accountability. Each NEO can earn between 0% and 125% of the target payout based on individual performance against his or her pre-established performance goals. These goals are designed to be specific and measurable and to further the objectives of the Company. For 2017, the individual performance goal component of the MCIP was focused on areas including investment security portfolio yield compared to peers, regulatory examination ratings, other investment portfolio performance metrics, loan recoveries, average total deposits outstanding, among others. The following tables provide an overview of performance results for each of the other NEOs:

David A. Kinross, Executive Vice President and CFO

Performance Objectives	Metrics and Weighting		% of Overall Target Achieved
Net Income Component	Net Consolidated Income (adjusted)	25.00%	31.25 %
Bank Component	YTD Average Loans Outstanding	25.00%	21.95 %
Individual Component	Securities portfolio yield relative to peers, investment portfolio duration, outcome of regulatory exams	50.00%	60.00 %

Based on the above results, the Committee determined that Mr. Kinross' award for 2017 was equal to 113.2% of his overall target opportunity, or $84,600.

Gary D. Quisenberry, Commercial and Business Banking

Performance Objectives	Metrics and Weighting		% of Overall Target Achieved
Net Income Component	Net Consolidated Income (adjusted)	25.00%	31.25 %
Bank Component	YTD Average Loans Outstanding	25.00%	21.95 %
Individual Component	Various loan ratios, YTD average gross division loans to budget, loan placement income	50.00%	40.50 %

Based on the above results, the Committee determined that Mr. Quisenberry's award for 2017 was equal to 93.7% of his overall target opportunity, or $72,500.

Lydia E. Shaw, Executive Vice President, Commercial Banking

Performance Objectives	Metrics and Weighting		% of Overall Target Achieved
Net Income Component	Net Consolidated Income (adjusted)	25.00%	31.25 %
Bank Component	YTD Average Loans Outstanding	25.00%	21.95 %
Individual Component	YTD total deposit growth, YTD average gross division loans to budget, merchant income	50.00%	45.50 %

Based on the above results, the Committee determined that Ms. Shaw's award for 2017 was equal to 98.7% of her overall target opportunity, or $66,500.

Patrick J. Carman, Executive Vice President, Chief Credit Officer

Performance Objectives	Metrics and Weighting		% of Overall Target Achieved
Net Income Component	Net Consolidated Income (adjusted)	25.00%	31.25 %
Bank Component	Average Loans Outstanding	25.00%	21.95 %
Individual Component	Classified Loans + OREO/Tier 1 + ALLL, loan recoveries, Nonperforming Assets/Assets, outcome of regulatory exams	50.00%	51.80 %

Based on the above results, the Committee determined that Mr. Carman's award for 2017 was equal to 105.0% of his overall target opportunity, or $73,500.

Once the initial level of incentive award funding is determined based on the achievement of the goal described above, the Compensation Committee may adjust each NEO's award up or down based on a performance modifier. For 2017, the performance modifier was determined based on the outcome of regulatory examinations, regulators' ratings for the Bank, and external and internal audit results, and did not result in an adjustment either up or down.

Long-Term Incentive Compensation

Equity Compensation

The Company's compensation philosophy encourages ownership of the Company's Common Stock to retain and motivate key executives and to provide a direct link with the interests of the shareholders of the Company. In general, stock-based award grants are determined based on (i) the impact the executive may have had on the Bank's and Company's earnings and stock price, (ii) the ability of the executive to provide enhanced opportunities for the success of the Bank and Company, (iii) extraordinary deeds performed that warrant extraordinary rewards, (iv) prior award levels for the executive, (v) total awards received to date by the individual executives, (vi) the total stock-based award to be made and the executive's percentage participation in that award, (vii) the executive's direct ownership of Company's Common Stock, (viii) the number of awards vested and non-vested, and (ix) the options outstanding as a percentage of total shares outstanding. Stock-based awards are issued at the discretion of the Board of Directors. Periodically the Board of Directors determine a pool of the number of stock-based awards to be granted and management makes recommendations to the Board of Directors to determine how many are granted to executive officers and others in the Company and the Directors make a final approval of the grants.

The Central Valley Community Bancorp 2015 Omnibus Incentive Plan (the 2015 Plan).

The 2015 Plan provides for awards in the form of incentive stock options, non-statutory stock options, stock appreciation rights, and restricted stock. The plan allows for performance awards that may be in the form of cash or shares of the Company, including restricted stock. All awards were issued at market value, at the sole discretion of the Committee and generally have vesting periods of five years.

See Notes - Summary of Significant Accounting Policies and Share-based Compensation to the audited Consolidated Financial Statements included in the Company's Annual Report for further information relating to all equity compensation plans.

Additional information on long-term awards for executive officers is shown in the Outstanding Equity Awards at Fiscal Year-End Table. No equity incentive awards were granted during the 2017 fiscal year.

Other Compensation Practices, Policies and Guidelines

401(k)/Profit Sharing Plan

The Company adopted a 401(k) Plan for benefit of all employees and incorporates a safe harbor matching contribution provision. The CEO and other NEOs participate in the 401(k) Plan to the same extent as all other employees, subject to limitations imposed by regulation. The Company contributes a percentage matching contribution to the same degree as all other employees. The matching contribution is 100% on all deferred amounts up to 3% of eligible compensation and a 50% match on the next 2% of eligible compensation.

The Company also administers a Profit Sharing Plan under which the Company may, but is not required to, make annual contributions based on the recommendation of the Committee. The contribution, if any, is paid by March 1st of each year. The percentage of the Company's contribution is recalculated each year based upon the recommendation of the Committee. Once they are eligible to participate, all employees are 100% vested, immediately, in both the 401(k) match and the Profit Sharing Plan. 401(k) and profit sharing contributions to the NEOs for 2017 are detailed in the Summary Compensation Table.

Employee Stock Purchase Plan

The Company adopted the Central Valley Community Bancorp 2017 Employee Stock Purchase Plan (the "Purchase Plan") in 2017 for the benefit of all employees. The purpose of the Purchase Plan is to provide a means by which our employees may be given an opportunity to purchase shares of our Common Stock through voluntary payroll deductions, to assist us in retaining the services of our employees and securing and retaining the services of new employees and to provide incentives for our employees to exert maximum efforts for our success. All employees participating in the Purchase Plan will have equal rights and privileges under the Purchase plan.

Clawback Policy

The Company may recoup incentive compensation paid to NEOs in instances where (i) the Company issues a material restatement of its financial statements. (ii) a subsequent finding that the financial information or performance metrics used to determine the amount of the incentive compensation are materially inaccurate; (iii) a NEO engages in intentional misconduct; or (iv) the NEO has committed ethical or criminal violations. In addition, the Company may recover any incentive compensation awarded or paid based on a NEO's conduct which is not in good faith and which materially disrupts, damages impairs or interferes with the business of the Company. The purpose of this section is to ensure NEOs act in the best interest of the Company. The Board of Directors will consider all relevant factors and exercise business judgment in determining appropriate amounts to recoup as well as the timing and form of recoupment.

Health and Welfare Benefits

The Company offers health and welfare programs to all eligible employees, including the NEOs. These programs include medical, wellness, pharmacy, dental, vision, life insurance and accidental death and disability.

Salary Continuation Agreements

Each of the NEOs is a party to a salary continuation agreement that will provide for an annual payment for a period of time following retirement from service as an executive of the Bank. The salary continuation agreements terminate upon the executives' death prior to retirement, voluntary termination of service prior to retirement, or involuntary termination of service for cause. The salary continuation agreements provide for payment of a lump sum in the event of a change of control of the Company, defined as the cumulative transfer of more than 50% of the voting stock of the Company. Each person's annual benefit is determined at the time of retirement, on the basis of (i) the individual's age upon retirement, (ii) the percentage of benefit vested upon retirement, and (iii) the maximum annual benefit assigned in the individual's Salary Continuation Agreements. Additional information on the details of each participant's benefit under the agreements is shown in the Pension Benefits Table and the Potential Payments Upon Termination or Change in Control. The Salary Continuation Agreements and the termination provisions under the CEO's Employment

Agreement are subject to non-competition covenants.

Deferred Compensation Agreements

During 2015, the Board of Directors adopted the Central Valley Community Bank Executive Deferred Compensation Plan (“Executive Plan”).

Two of the Bank’s NEOs have entered into deferred compensation agreements with the Bank under the Executive Plan. Pursuant to the Executive Plan, all eligible executives of the Bank may elect to defer up to 50% of their compensation for each deferral year. Only cash compensation, including salary and cash bonus or incentive amounts, is eligible for deferral. Executive deferred compensation is expensed by the Bank and is set aside in a separate liability account. Credited on the account balance at a rate determined annually by the Board of Directors, interest on deferred compensation continues to accrue until the executive’s service terminates and payment of compensation commences. Deferred amounts and interest thereon may

be paid only upon termination of employment, death, or disability of executive, in the event of unforeseeable emergencies, or upon change in control of the Bank.

Severance Plan

Each NEO, other than the President and CEO, is a party to a severance pay plan that provides severance benefits to employees who are terminated involuntarily without cause, laid off, or terminated as a result of a reduction in force. Under this plan, eligible employees may receive a lump sum payment based on two weeks of pay for each year of service up to a maximum 26 weeks. For more information, see Potential Payments Upon Termination or Change in Control.

Employment Agreements

The Company has an employment agreement with James M. Ford, who was appointed on February 1, 2015 as the Company's President and CEO. Mr. Ford was serving as President of the Bank since February 1, 2014. The agreement renews automatically for one-year terms, unless terminated by either party not later than sixty days prior to expiration. Under the employment agreement, the Board of Directors sets Mr. Ford's salary for each year.

Under the agreement, Mr. Ford is eligible to receive incentive compensation, based on the achievement of certain annual performance goals. The goals and the target amount of the incentive opportunity are established at the beginning of each year by the Board of Directors, and the evaluation of the achievement of the goals and the actual amount of annual incentive compensation payable is determined by the Board of Directors following the conclusion of the year. For 2017, Mr. Ford's incentive compensation was determined as described above under Incentive Compensation.

The employment agreement with Mr. Ford also provides for (i) a Bank-paid membership in a local country club; (ii) an automobile allowance of $1,500 per month; (iii) participation in medical, dental and similar plans offered by the Bank for Mr. Ford and his dependents, as well as Bank-paid term life insurance coverage of at least $100,000; and (iv) five weeks of vacation annually. See the Summary Compensation Table for details.

Under the terms of the agreement, Mr. Ford is entitled to certain benefits for involuntary termination by the Company for reasons other than cause.

- For early termination upon disability, Mr. Ford shall receive his then current base salary for 180 days from the date of his first absence due to disability, should the Board of Directors, at its option, terminate the employment agreement.
- For a change in ownership or effective control of the Company, Mr. Ford would be eligible to receive a lump sum termination payment equal to the average annual total cash compensation paid to Mr. Ford during the most recent three fiscal years ("average annual cash compensation amount") multiplied by two.
- If the Company terminates the employment agreement without cause, Mr. Ford is entitled to receive an amount equal to his average annual cash compensation amount at the time of termination payable in 24 monthly payments, provided that if Mr. Ford obtains other comparable employment within the 24 month period, payments will cease.

Mr. Ford also has an Executive Salary Continuation Agreement with the Bank. In the event of involuntary termination for reasons other than cause he is entitled to receive the following:

- Change in control lump sum payment equal to the present value of 100% of the normal retirement benefit that he would have received had he been employed by the Bank until September 1, 2023. His change in control benefit as of December 31, 2017 is estimated at $952,000.
- For early termination upon disability, he would receive an annual benefit equal to the early retirement benefit or normal retirement benefit that he would have received had he retired from the Bank. As of December 31, 2017, he would receive an annual disability benefit based on early retirement of zero. The disability benefit will be increased each year by 3% to account for cost of living increases.

In the event of a termination of Mr. Ford by the Company "for cause", Mr. Ford would forfeit benefits under the Executive Salary Continuation Agreement.

Termination of Employment and Change in Control Provisions

The Compensation Committee believes that a change in control transaction, or potential change in control transaction, would create uncertainty regarding the continued employment of our executives. This is because many change in control transactions result in significant organizational changes, particularly at the senior executive level. In order to encourage our executives to remain employed with us during an important time when their continued employment in connection with or following a transaction is often uncertain and to help keep our executives focused on our business rather than on their personal financial security, we believe that providing certain of our executives with severance benefits upon certain terminations of employment is in the best interests of our Company and our shareholders.

The Company does not have company-wide separate change of control agreements with its executive officers. Instead, the CEO has specific change of control and severance provisions in his employment agreement and his Executive Salary Continuation Agreement with the Bank. The other NEOs have change in control provisions in their respective Executive

Salary Continuation Agreements. The Compensation Committee considers the use of change in control provisions and severance provisions on a case by case basis depending on the individual's position with the Company and the need to attract and/or retain the individuals. In addition, certain equity grants made to the NEO provide for vesting of stock options and restricted stock upon a change of control. We have disclosed the severance and/or change in control payouts that would be payable to each Named Executive Officer if the triggering event occurred on December 31, 2017, in the "Change in Control Arrangements and Termination of Employment" section in this proxy statement.

2017 Risk Assessment

Each year, the Company performs a risk analysis of each of its compensation programs. If warranted, the Compensation Committee will recommend changes to address concerns or considerations raised in the risk review process. Changes may be recommended for the program design or its oversight and administration in order to mitigate unreasonable risk, if any is determined to exist. The Compensation Committee has concluded that the Company's compensation arrangements do not encourage any employees to take unnecessary and excessive risks. We do not believe that any risks arising from our compensation policies and practices are reasonably likely to have a material adverse effect on the Company.

Tax and Accounting Considerations

We have historically structured incentive compensation arrangements with a view toward qualifying them as performance-based compensation exempt from the deduction limitations under Section 162(m) of the Internal Revenue Code (Section 162(m)), although we have viewed and continue to view the availability of a tax deduction as only one relevant consideration. The Compensation Committee believes that its primary responsibility is to provide a compensation program that attracts, retains and rewards the executive talent necessary for our success.

Federal tax legislation enacted in December 2017 eliminated the Section 162(m) performance-based compensation exemption prospectively and made other changes to Section 162(m), but with a transition rule that preserves the performance-based compensation exemption for certain arrangements and awards in place as of November 2, 2017. We intend to continue to administer arrangements and awards subject to this transition rule with a view toward preserving their eligibility for the performance-based compensation exemption to the extent practicable and consistent with the non-tax compensation program objectives noted above.

Compensation Committee Interlocks and Insider Participation:

No member of the Executive/Directors Resources Committee serves or has served as an employee of the Company or its subsidiaries, and there are no common participants between the compensation committee of any other entity and the Company.

Compensation Committee Report

Notwithstanding anything to the contrary set forth in any of the Company's filings under the Securities Act of 1933 or the Securities Exchange Act of 1934, the following report of the Executive/Directors Resources Committee shall not be incorporated by reference into any such filings and shall not otherwise be deemed filed under such acts, except to the extent that the Company specifically requests that the information be treated as soliciting material or specifically incorporates it by reference into a document filed under the Securities Act or the Exchange Act.

The Compensation Committee has reviewed and discussed the foregoing Compensation Discussion and Analysis (the CD&A) with management. Based on these reviews and discussions, the Committee recommends to the Board of Directors that the CD&A be included in the Company's Definitive Proxy Statement for the 2018 Annual Meeting of Shareholders.

The Compensation Committee certifies that it has reviewed with senior risk officers the senior executive officer incentive compensation arrangements. Based on the analysis of the incentives, potential risks, and the evaluation of factors to mitigate such potential risks, the Committee determined that the Company's executive compensation

program does not encourage the NEOs to take unnecessary and excessive risks that threaten the value of the Company, and that no changes to the program were required.

SUBMITTED BY THE COMPENSATION COMMITTEE
OF THE COMPANY'S BOARD OF DIRECTORS

Daniel N. Cunningham (Chairman)
Edwin S. Darden, Jr.
Louis McMurray
Steven D. McDonald
William S. Smittcamp
March 15, 2018

EXECUTIVE COMPENSATION

The following table sets forth information regarding compensation earned by the individuals who served as CEO and CFO, and the other three highest paid executive officers (Named Executive Officers or NEOs) for services rendered to the Company for the fiscal years ended December 31, 2017, 2016, and 2015. Bonuses are paid under the Company's applicable incentive compensation guidelines and are generally paid in the year following the year in which the bonus is earned.

Summary Compensation Table

Name and Principal Position	Year	Salary($)	Stock Awards ($) (1)	Non-Equity Incentive Plan Compen-sation ($) (2)	Change in Pension Value($) * (3) (4)	All Other Compensation ($)		Total ($)
James M. Ford, President and Chief Executive Officer	2017	$326,503	$ —	$ 227,000	$ 18,000	$ 63,179	(5)	$634,682
	2016	318,270	100,000	194,550	5,000	58,477		676,297
	2015	309,000	100,000	205,000	—	36,420		650,420
David A. Kinross, Executive Vice President and Chief Financial Officer	2017	212,808	—	84,600	22,000	52,053	(6)	371,461
	2016	209,000	17,568	76,370	7,000	48,910		358,848
	2015	203,000	—	67,205	—	40,583		310,788
Gary D. Quisenberry, Executive Vice President, Commercial and Business Banking	2017	220,277	—	72,500	27,000	59,061	(7)	378,838
	2016	216,300	17,568	73,815	7,000	57,050		371,733
	2015	210,000	—	72,170	—	52,920		335,090
Lydia E. Shaw, Executive Vice President, Community Banking	2017	191,885	—	66,500	22,000	55,840	(8)	336,225
	2016	188,500	17,568	67,230	7,000	51,615		331,913
	2015	183,000	—	47,600	—	48,102		278,702
Patrick J. Carman, Executive Vice President, Chief Credit Officer	2017	198,554	—	73,500	14,000	46,016	(9)	332,070
	2016	190,600	17,568	66,000	4,000	38,768		316,936
	2015	185,000	—	42,180	—	34,811		261,991

* The amounts listed in the Change in Pension Value column assume, for each recipient, that the individual has fulfilled all the necessary requirements to receive those benefits, as identified in the Pension Benefits table and footnotes thereto.

(1) The amounts shown reflect the applicable full grant date fair values for stock awards in accordance with FASB ASC Topic 718 (excluding the effect of forfeitures), and are reported for the fiscal year during which the stock awards were issued. Additional discussion is set out in Note 14 to the audited consolidated financial statements included in the Company's Annual Report that accompanies this proxy statement, and is incorporated herein by reference.

(2) The amounts shown for 2017 reflect payments made under the terms of Mr. Ford's incentive provisions of his employment agreement, and for the other NEOs the Managing Committee Incentive Plan for 2017 performance, and in each case paid in the first quarter of 2018.

(3) The amounts shown for 2017 represent only the aggregate change in the actuarial present value of the accumulated benefit under the Company's Salary Continuation Agreements with certain executives from December 31, 2016 to December 31, 2017. The amounts were determined using interest rate and mortality rate assumptions consistent with those used in the Company's consolidated financial statements and include amounts which the Named Executive Officer may not currently be entitled to receive because such amounts are not vested. Assumptions used in the calculation of these amounts are included in Note 15 to the Company's consolidated financial statements included in the Company's Annual Report that accompanies this proxy statement, and is incorporated by reference.

(4) For 2015, as a result of present value of future cash flow recalculations, the change in pension value was negative for Mr. Ford ($8,000), Mr. Kinross ($10,000), Mr. Quisenberry ($11,000), and Ms. Shaw ($1,000).

(5) Includes for 2017, $18,000 auto allowance, $12,417 group insurance benefit allowance, $25,941 contributed to the Bank's 401(k) Plan for Mr. Ford's account, and $5,773 country club membership dues.
(6) Includes for 2017, $12,000 auto allowance, $13,232 group insurance benefit allowance, and $25,941 contributed to the Bank's 401(k) Plan for Mr. Kinross' account.
(7) Includes for 2017, $18,000 auto allowance, $7,390 group insurance benefit allowance, $25,941 contributed to the Bank's 401(k) Plan for Mr. Quisenberry's account and $6,150 country club membership dues.
(8) Includes for 2017, $18,000 auto allowance, $5,582 group insurance benefit allowance, $24,707 contributed to the Bank's 401(k) Plan for Ms. Shaw's account, and $6,144 country club membership dues.

(9) Includes for 2017, $9,000 auto allowance, $7,335 group insurance benefit allowance, and $25,324 contributed to the Bank's 401(k) Plan for Mr. Carman's account.

Grants of Plan Based Awards Table

The following table provides information on the potential performance based awards available if defined performance objectives were achieved in 2017 for each of the Company's Named Executive Officers, and stock options or other stock awards granted to the Named Executive Officers for the year ended December 31, 2017:

		Estimated Possible Payouts Under Non-Equity Incentive Plan Awards (1)			All Other Stock Awards: Number of Shares of Stock or Units (#)	Grant date Fair Value of Stock and Option Awards ($) (2)
Name	Grant Date	Threshold ($)	Target ($)	Maximum ($)		
James M. Ford	1/1/2017	$–	$196,800	$246,000	—	$ —
David A. Kinross	1/1/2017	—	74,725	93,406	—	—
Gary D. Quisenberry	1/1/2017	—	77,350	96,688	—	—
Lydia E. Shaw	1/1/2017	—	67,375	84,219	—	—
Patrick J. Carman	1/1/2017	—	70,000	87,500	—	—

(1) These potential performance-based awards were established under the terms of Mr. Ford's incentive provisions of his employment agreement, and for the other NEOs the Managing Committee Incentive Plan if the indicated level of performance was achieved in 2017 as described further in the "Compensation and Discussion Analysis." They do not represent the actual payments made to the Named Executive Officers. The payments made for actual performance in 2017 are reflected in the Summary Compensation Table.

Outstanding Equity Awards at Fiscal Year-End

The following table shows outstanding equity awards for the Named Executive Officers with outstanding options classified as exercisable and unexercisable, and unvested restricted stock, as of December 31, 2017.

Name	Number of Securities Underlying Unexercised Options (#) Exercisable	Number of Securities Underlying Unexercised Options (#) Unexercisable	Option Exercise Price ($)	Option Expiration Date	Number of Shares of Stock That Have Not Vested (#)	Market Value of Shares of Stock That Have Not Vested ($) (6)
James M. Ford	—	—	$	——	1,781	(1) $35,941
					3,706	(2) 74,787
					5,310	(3) 107,156
David A. Kinross	2,500	—	5.76	9/15/2020	400	(4) 8,072

	2,500	—	8.02	9/19/2022	960	(5) 19,373
Gary D. Quisenberry	2,500	—	5.76	9/15/2020	400	(4) 8,072
	2,500	—	8.02	9/19/2022	960	(5) 19,373
Lydia E. Shaw	2,500	—	8.02	9/19/2022	400	(4) 8,072
	—	—	—		960	(5) 19,373
Patrick J. Carman	1,000	—	5.76	9/15/2020	140	(4) 2,825
	1,000	—	8.02	9/19/2022	960	(5) 19,373

(1) Such shares are subject to a repurchase right in favor of the Company during the vesting period, which is 20% per year, with vesting dates of February 1, 2018, and February 1, 2019.

(2) Such shares are subject to a repurchase right in favor of the Company during the vesting period, which is 20% per year, with vesting dates of February 1, 2018, February 1, 2019, and February 1, 2020.

(3) Such shares are subject to a repurchase right in favor of the Company during the vesting period, which is 20% per year, with vesting dates of February 1, 2018, February 1, 2019, February 1, 2020, and February 1, 2021.

(4) Such shares are subject to a repurchase right in favor of the Company during the vesting period, which is 20% per year, with vesting dates of July 16, 2018, and July 16, 2019.

(5) Such shares are subject to a repurchase right in favor of the Company during the vesting period, which is 20% per year, with vesting dates of July 20, 2018, July 20, 2019, July 20, 2020, and July 20, 2021.

(6) Market value of shares that have not vested as of fiscal year end at December 31, 2017 was calculated using the closing price per share of the Company's Common Stock on the Nasdaq Capital Market on that date of $20.18.

Option Exercises and Stock Vested

The following table shows option exercises and stock awards vested for the Named Executive Officers during the year ended December 31, 2017

	Option Awards		Stock Awards	
Name	Number of Shares Acquired on Exercise (#)	Value Realized on Exercise ($)(1)	Number of Shares Acquired on Vesting (#)	Value Realized on Vesting ($) (2)
James M. Ford	—	$ —	5,405	$109,667
David A. Kinross	2,500	35,250	440	9,821
Gary D. Quisenberry	2,500	33,975	440	9,821
Lydia E. Shaw	14,000	212,250	440	9,821
Patrick J. Carman	—	—	310	6,904

(1) Value realized on options exercised is based on the difference between the option price at time of grant and the market value of the stock on the date of exercise.
(2) Value realized on stock awards vested is based on the market value of the underlying shares on the vesting date.

Pension Benefits

The following table discloses the estimated present value (based on a discount rate of 3.69%) of total benefits if the participant retires at normal retirement age.

Name	Plan Name	Number of Years Credited Service (#)	Present Value of Accumulated Benefit ($)
James M. Ford	Executive Salary Continuation Agreement (2)	N/A	$952,000 (1) (7)
	Endorsement Method Split Dollar Plan (2)	N/A	See Note (7)
David A. Kinross	Executive Salary Continuation Agreement (3)	N/A	841,000 (1) (8)
	Endorsement Method Split Dollar Plan (3)	N/A	See Note (8)
Gary D. Quisenberry	Executive Salary Continuation Agreement (4)	N/A	701,000 (1) (9)
	Second Executive Salary Continuation Agreement (3)	N/A	281,000 (10)
	Endorsement Method Split Dollar Plan (3)	N/A	See Note (9)
Lydia E. Shaw	Executive Salary Continuation Agreement (3)	N/A	841,000 (1) 11)
	Endorsement Method Split Dollar Plan (3)	N/A	See Note (11)
Patrick J. Carman	Executive Salary Continuation Agreement (5)	N/A	554,000 (1) (12)
	Endorsement Method Split Dollar Plan (6)	N/A	See Note (12)

The method used to calculate the retirement benefit, based on assumptions used for financial reporting purposes under generally accepted accounting principles, is a present value calculation using a discount rate of 3.69%. See Notes Summary of Significant Accounting Policies and Share-Based Compensation in the Company's consolidated financial statements included in the Company's Annual Report that accompanies this proxy statement, and is incorporated by reference for further details on Executive Salary Continuation Plans.

(1) Effective April 4, 2014.

(2) Effective January 1, 2012.

(3) Effective March 1, 2007.

(4) Effective June 1, 2003.

(5) Effective September 10, 2003.

(6) Under the terms of Mr. Ford's Salary Continuation Agreement for normal retirement, if he retires on or after September 1, 2023, he is eligible to receive an annual benefit equal to $100,000 per year, payable in monthly installments, over a 10 year period which adjusts for inflation at 3% each year. Beginning on the thirteenth month that the normal retirement benefit is paid, and continuing thereafter until paid in full, the normal retirement benefit shall be increased annually by 3% from the previous year's normal retirement benefit amount to account for cost of living increases. In the event of death, the Salary Continuation Agreement immediately terminates. Additionally, under the terms of Mr. Ford's Life Insurance Endorsement Method Split Dollar Plan, his beneficiaries are entitled to receive certain benefits in the event of his death. The division of the death proceeds to Mr. Ford's beneficiaries should he be

employed by the Bank at the time of death would be (i) a lump sum payment equal to the present value of the normal retirement benefit under his Salary Continuation Agreement or (ii) 100% of the total death proceeds of the policy, whichever amount is less. The division of the death proceeds to Mr. Ford's beneficiaries should he be retired from the Bank at the time of death would be a lump sum payment equal to the present value of 100% of the sum of all remaining payments that would have been made under his Salary Continuation Agreement, but for the insured's death, or 100% of the total death proceeds of the policy, whichever amount is less.

(7) Under the terms of Mr. Kinross' Salary Continuation Agreement for normal retirement, if he retires on or after December 31, 2026, he is eligible to receive an annual benefit equal to $60,000 per year, payable in monthly installments, over a 15 year period which adjusts for inflation at 3% each year. If Mr. Kinross retires on or after May 20, 2024 and prior to December 31, 2026, he is eligible for an early retirement benefit. The amount of early retirement benefit would be based on the present value of the early retirement benefit payments, payable over 15 years in monthly installments, and increased 3% annually for inflation. In the event of death, the Salary Continuation Agreement immediately terminates. Additionally, under the terms of Mr. Kinross' Life Insurance Endorsement Method Split Dollar Plan, his beneficiaries are entitled to receive certain benefits in the event of his death. Should he be employed by the Bank at the time of death, his beneficiaries are entitled to a lump sum payment equal to the present value of the retirement benefit provided for in the Executive Salary Continuation Agreement or 100% of the total insurance policy proceeds, whichever amount is less. Should he be retired from the Bank at the time of death, his beneficiaries are entitled to a lump sum payment equal to the present value of 100% of the sum of all remaining payments that would have been made under his Executive Salary Continuation Agreement or 100% of the total proceeds, whichever amount is less.

(8) Under the terms of Mr. Quisenberry's Salary Continuation Agreement for normal retirement, if he retires on or after December 31, 2015, he is eligible to receive an annual benefit equal to $50,000 per year, payable in monthly installments, over a 15 year period which increases for inflation at 3% each year. In the event of death, the Salary Continuation Agreement immediately terminates. Additionally, under the terms of Mr. Quisenberry's Life Insurance Endorsement Method Split Dollar Plan, his beneficiaries are entitled to receive certain benefits in the event of death. Should he be employed by the Bank at the time of death, his beneficiaries are entitled to a lump sum payment equal to the present value of the retirement benefit provided for in the Executive Salary Continuation Agreement or 100% of the total insurance policy proceeds, whichever amount is less. Should he be retired from the Bank at the time of death, his beneficiaries are entitled to a lump sum payment equal to the present value of 100% of the sum of all remaining payments that would have been made under their Executive Salary Continuation Agreement or 100% of the total proceeds, whichever amount is less.

(9) Under the terms of Mr. Quisenberry's Second Executive Salary Continuation Agreement for normal retirement, if he retires on or after April 1, 2018, he is eligible to receive an annual benefit equal to $20,000, payable in monthly installments, over a 15 year period which adjusts for inflation at 3% each year. If he retires on or after April 1, 2013 and prior to April 1, 2018, he is eligible for an early retirement benefit based on the present value of the early retirement benefit payments, payable over 15 years in monthly installments and increased 3% annually for inflation. These payments are in addition to Mr. Quisenberry's Executive Salary Continuation Agreement dated March 1, 2007 as described above.

(10) Under the terms of Ms. Shaw's Salary Continuation Agreement for normal retirement, if she retires on or after December 31, 2020, she is eligible to receive an annual benefit equal to $60,000 per year, payable in monthly installments, over a 15 year period which adjusts for inflation at 3% each year. If Ms. Shaw retires on or after March 29, 2016 and prior to December 31, 2020, she is eligible for an early retirement benefit. The amount of early retirement benefit would be based on the present value of the early retirement benefit payments, payable over 15 years in monthly installments, and increased 3% annually for inflation. In the event of death, the Salary Continuation Agreement immediately terminates. Additionally, under the terms of Ms. Shaw's Life Insurance Endorsement Method Split Dollar Plan, her beneficiaries are entitled to receive certain benefits in the event of her death. Should she be employed by the Bank at the time of death, her beneficiaries are entitled to a lump sum payment equal to the present value of the retirement benefit provided for in the Executive Salary Continuation Agreement or 100% of the total insurance policy proceeds, whichever amount is less. Should she be retired from

the Bank at the time of death, her beneficiaries are entitled to a lump sum payment equal to the present value of 100% of the sum of all remaining payments that would have been made under her Executive Salary Continuation Agreement or 100% of the total proceeds, whichever amount is less.

(11) Under the terms of Mr. Carman's agreement he became eligible for normal retirement on January 12, 2015. His retirement benefit is $48,024 per year, payable in monthly installments, over a 15 year period. In the event of death, the Salary Continuation Agreement immediately terminates. Additionally, under the terms of Mr. Carman's Life Insurance Endorsement Method Split Dollar Plan, his beneficiaries are entitled to receive certain benefits in the event of his death. The division of the death proceeds to Mr. Carman's beneficiaries should he be employed by the Bank at the time of death would be (i) a lump sum payment equal to the present value of the normal retirement benefit under his Salary Continuation Agreement or (ii) 100% of the total death proceeds of the policy, whichever amount is less.

The division of the death proceeds to Mr. Carman's beneficiaries should he be retired from the Bank at the time of death would be a lump sum payment equal to the present value of 100% of the sum of all remaining payments that would have been made under his Salary Continuation Agreement, but for the insured's death, or 100% of the total death proceeds of the policy, whichever amount is less.

Potential Payments Upon Termination or Change in Control

Executive Salary Continuation Agreements and the Bank's severance pay plan require the Company to provide compensation to the CFO and other NEOs in the event of a termination of employment or a change in control of the Company. The CEO is not eligible for severance pay under the severance pay plan and the amount of compensation payable to the CEO under his Executive Salary Continuation Agreement is explained above under his Employment Agreement. The CFO and NEOs qualify for benefits under certain circumstances.

Under the Executive Salary Continuation Agreements, if the executive is disabled prior to retirement or termination of employment, he is entitled to an annual disability benefit equal to the executive's accrual balance payable monthly for 15 years increased annually 3% for cost of living increases. The CFO and other NEOs are eligible for early involuntary termination benefits payable at normal retirement age. Involuntary termination means the executive's employment terminates by action of the Bank prior to retirement, and such termination of employment is not for cause. In the event the executive's employment terminates for cause prior to retirement, their Executive Salary Continuation Agreement immediately terminates and the executive forfeits all benefits under the agreement. Upon a change in control the Bank shall pay the executive a lump sum payment equal to the present value of 100% of the benefit that the executive would have received had the executive been employed until normal retirement. The Bank's Severance Pay Plan for Executive Vice Presidents provides two weeks pay per year of service with a minimum of 12 weeks and a maximum of 26 weeks. In the event of dissolution or liquidation of the Company or a merger or change in control, unexercised stock options vest immediately.

Set out below in tabular form are estimated payments that would have been made to each NEO had a termination event or change in control event occurred at December 31, 2017. The discount factor used for all net present value calculations was 3.69%.

Potential Payments Upon Termination or Change in Control

Name/Event	Severance Plan	Employment Agreement	Accelerate Stock/Options	Life Insurance	Salary Continuation	Total
James M. Ford						
Voluntary termination for good reason	$ —	$ 656,000	$ —	$ —	$ —	$ 656,000
Voluntary termination without cause	—	—	—	—	—	—
Involuntary termination for cause	—	—	—	—	—	—
Involuntary termination without cause	—	656,000	—	—	—	656,000
Change of control	—	636,847	217,884	—	952,000	1,806,731
Death	—	—	—	388,000	—	388,000
Disability	—	164,000	—	—	—	164,000
Retirement	—	—	—	—	—	—
David A. Kinross						
Voluntary termination	—	—	—	—	—	—
Involuntary termination for cause	—	—	—	—	—	—
Involuntary termination without cause	—	—	—	—	69,000	69,000
Change of control	71,000	—	33,415	—	841,000	945,415
Death	—	—	—	315,000	69,000	384,000
Disability	—	—	—	—	112,000	112,000
Retirement	—	—	—	—	—	—
Gary D. Quisenberry (1)						
Voluntary termination	—	—	—	—	—	—
Involuntary termination for cause	—	—	—	—	—	—
Involuntary termination without cause	—	—	—	—	922,000	922,000
Change of control	111,000	—	33,415	—	982,000	1,126,415
Death	—	—	—	970,000	—	970,000
Disability			—	—	1,286,000	1,286,000
Retirement	—	—	—	—	1,286,000	1,286,000
Lydia E. Shaw (2)						
Voluntary termination	—	—	—	—	—	—
Involuntary termination for cause	—	—	—	—	—	—
Involuntary termination without cause	—	—	—	—	483,000	483,000
Change of control	61,000	—	33,415	—	841,000	935,415
Death	—	—	—	589,000	—	589,000
Disability	—	—	—	—	781,000	781,000
Retirement	—	—	—	—	781,000	781,000
Patrick J. Carman (3)						
Voluntary termination	—	—	—	—	—	—
Involuntary termination for cause	—	—	—	—	—	—
Involuntary termination without cause	—	—	—	—	720,000	720,000
Change of control	55,000	—	24,586	—	720,000	799,586
Death	—	—	—	554,000	—	554,000
Disability	—	—	—	—	720,000	720,000
Retirement	—	—	—	—	720,000	720,000

(1) Under the terms of Mr. Quisenberry's Salary Continuation Agreement, Mr. Quisenberry became eligible for normal retirement on December 31, 2015. Under the terms of Mr. Quisenberry's Second Salary Continuation Agreement normal retirement date is stated as on or after April 1, 2018. If he retires on or after April 1, 2013 and prior to April 1, 2018, he is eligible for an early retirement benefit based on the present value of the early retirement benefit payments.

(2) Under the terms of Ms. Shaw's Salary Continuation Agreement, her normal retirement date is December 31, 2020. If she retires on or after March 29, 2016 and prior to December 31, 2020, she is eligible for an early retirement benefit.

(3) Under the terms of Mr. Carman's Salary Continuation Agreement, he became eligible for normal retirement on January 12, 2015.

CEO Ratio Based on 2017 Compensation

We determined that the 2017 annual total compensation of the median compensated of all our employees who were employed as of December 31, 2017, other than our CEO, Mr. James M. Ford, was $58,139; Mr. Ford's 2017 annual total compensation was $634,682, and the ratio of these amounts was 1-to-10.9.

To identify the median compensated employee, we used cash compensation consisting of wages (including base salary, overtime, incentive pay and commissions), which we measured over calendar year 2017, annualizing wages for those permanent employees who did not work for the entire 12-month period.

This pay ratio is a reasonable estimate calculated in a manner consistent with SEC rules based on our payroll and employment records and the methodology described above. Because the SEC rules for identifying the median compensated employee and calculating the pay ratio based on that employee's annual total compensation allow companies to adopt a variety of methodologies, to apply certain exclusions, and to make reasonable estimates and assumptions that reflect their compensation practices, the pay ratio reported by other companies may not be comparable to the pay ratio reported above, as other companies may have different employment and compensation practices and may utilize different methodologies, exclusions, estimates and assumptions in calculating their own pay ratios.

Compensation of Directors

The members of the Board of Directors do not receive fees for attendance at Board of Directors or Board Committee meetings.

The Lead Independent Director and Chairman of the Board of Directors of the Company each receive a $44,400 annual fee and all other directors (excluding employee directors) of the Company receive an annual fee of $34,800. The fees paid to directors are based on comparable amounts paid by other financial institutions in the Company's geographic market area.

Aggregate Bank directors' fees in the sum of $335,300 were paid (including amounts deferred under Deferred Compensation Agreements between the Company and certain of its directors) during the year ended December 31, 2017.

Deferred Compensation Agreements

Five of the Company's non-employee directors have entered into deferred compensation agreements with the Company, electing to defer some or all of their fees in exchange for the Company's promise to pay a deferred benefit in the future. A deferred compensation agreement allows a non-employee director to reduce current taxable income in exchange for larger payments at retirement, when the recipient could be in a lower tax bracket. Deferred director fees are expensed by the Company and are set aside in a separate liability account. Credited on the account balance at a rate determined annually by the Board of Directors, interest on deferred fees continues to accrue until the director's service terminates and payment of benefits commences. Payment of accrued benefits, represented by the account balance, can be made in a lump sum or in installments, at each participating director's election. After retirement, benefit payments are taxable income to the participating director and are deductible expenses to the Company as they are paid. The deferred compensation arrangement with non-employee directors is an unfunded plan, which means that a participating director has no rights beyond those of a general creditor of the Company, and no specific Company assets are set aside for payment of account balances. A director whose service terminates for cause forfeits all accrued interest and is entitled solely to the fees previously deferred.

The Company has a universal life insurance policy insuring the life of each participating director. The Company is the owner of each policy. Each non-employee director who has entered into a deferred compensation agreement has also entered into a related Split Dollar Agreement and Endorsement. Under the Split Dollar Agreement and Endorsement, the Company and each participating director agree to a division of death benefits under the life insurance policies. A

Split Dollar Agreement and Endorsement provides that a director's designated beneficiary(ies) is entitled at the director's death to receive life insurance proceeds:

- In an amount equal to the balance of the Deferral Account maintained by the Company for the Insured under the Deferred Fee Agreement as of the date of the Insured's death.
- The amount paid to the Insured, the Insured's transferee and the Insured's beneficiary(ies) or estate shall be reduced by any amounts paid under the Deferred Fee Agreement and the Insured, the Insured's transferee and the Insured's beneficiary(ies) or estate shall have no rights or interest in the Policy beyond the amount due and payable.

In either case, the Company's obligations under a deferred compensation agreement are extinguished by the director's death. The Company is entitled to any insurance policy death benefits remaining after payment to the director's beneficiary (ies). The Company expects to recover in full from its portion of the policies' death benefits all life insurance premiums previously paid by the Company. The policies serve informally as a source of financing for the Company's deferred compensation obligations arising out of a director's death before retirement, as well as an investment to finance post-retirement payment obligations. Although the Company expects the policies to serve as a source of funds for death benefits payable under the deferred compensation agreements, as noted above the directors' contractual entitlements are not funded. These contractual entitlements remain contractual liabilities of the Company, payable after the directors' termination of service.

The information on non-employee Directors' compensation in the table below is for the fiscal year ended December 31, 2017.

Name	Fees Earned or Paid in Cash ($)	Stock Awards ($) (2)	All Other Compensation ($)	Total ($)
Daniel N. Cunningham	$44,400	$ —	$ 20,177 (3)	$64,577
Edwin S. Darden, Jr. (1)	34,800	—	1,938 (3)	36,738
Daniel J. Doyle	44,400	—	11,189 (4)	55,589
Steven D. McDonald (1)	34,800	—	8,228 (3)	43,028
F.T. "Tommy" Elliott, IV	34,800	—	—	34,800
Robert J. Flautt (5)	2,900		3,208 (3)	6,108
Gary D. Gall	34,800	—	—	34,800
Louis McMurray (1)	34,800	—	12,449 (3)	47,249
Karen Musson (6)	2,900	—	—	2,900
William S. Smittcamp	34,800	—	2,784 (3)	37,584
Joseph B. Weirick (7)	5,800	—	—	5,800

(1) In 2017, 100% of fees earned were deferred under the Directors' deferred compensation agreements as discussed above.

(2) Each non-employee director of the Company other than Mr. Elliott, Mr. Flautt, Mr. Gall, and Mrs. Musson held 10,000 unexercised options.

(3) Represents the imputed dollar values for insurance coverage under the Split Dollar Agreement and Endorsement plan discussed above.

(4) Represents the imputed dollar values for insurance coverage under the Split Dollar Agreement and Endorsement plan discussed above in addition to country club membership dues.

(5) Mr. Flautt joined the Board in December, 2017.

(6) Ms. Musson joined the Board in December, 2017.

(7) Mr. Weirick passed away on February 8, 2017.

Certain Relationships and Related Party Transactions

There have been no material transactions since January 1, 2017, nor are there any currently proposed transactions, to which the Company or any of its subsidiaries was or is to be a party, in which the amount involved exceeds $120,000 and in which any director, executive officer, five-percent shareholder or any member of the immediate family of any of the foregoing persons had, or will have, a direct or indirect material interest.

During the normal course of business, the Company enters into loans with related parties, including executive officers and directors. These loans are made with substantially the same terms, including rates, collateral and repayment terms, as those prevailing at the same time with unrelated parties, and do not involve more than the normal risk of

collectability or represent other unfavorable features. The loans are exempt from the loan prohibitions of the Sarbanes-Oxley Act.

Policy and Procedures on Related Person Transactions

The Board of Directors of the Company has not adopted a related party transactions policy, but addresses such transactions pursuant to its written code of ethics. Under the code of ethics, Company personnel are expected to make immediate disclosure of situations that might create a conflict of interest, or the perception of a conflict of interest, which includes transactions involving entities with which such personnel are associated. The Board of Directors recognizes that related party transactions present a heightened risk of conflicts of interest and/or improper valuation (or the perception thereof). Such transactions, after full disclosure of the material terms to the Board of Directors, must be approved by the members of the Board of Directors who are not parties to the specific transaction to determine that they are just and reasonable to the Company at the time of such approval, with those members of the Board of Directors (if any) who have an interest in the transaction abstaining. Such procedures are consistent with the terms of California corporate law.

CODE OF ETHICS AND CONDUCT

The successful business operation and reputation of Central Valley Community Bancorp is built upon the principles of fair dealing and ethical conduct of all our officers and employees. Shareholders and our employees look to and have the expectation that our chief executive officer, chief financial officer and all senior officers set the highest standards of conduct to promote:

- Honest and ethical conduct, including the ethical handling of actual or apparent conflicts of interest between personal and professional relationships;
- Full, fair, accurate, timely, and understandable disclosure in reports and documents that are filed with, or submitted to, the Securities Exchange Commission, and in other public communications made by the Company;
- Compliance by Central Valley Community Bancorp with all applicable laws and regulations, industry compliance guidelines, and the conduct of the Company's business by its directors, officers and employees in accordance with the letter, spirit, and intent of all relevant laws and that they will refrain from any illegal, dishonest, or unethical conduct;
- The prompt internal reporting to the Chairman of the Board of Directors of any violations of the code; and
- Accountability for adherence to the code.

Our reputation for honesty and excellence requires careful observance of the spirit and letter of all applicable laws and regulations, as well as a scrupulous regard for the highest standards of conduct and personal integrity. The continued success of Central Valley Community Bancorp is dependent upon our shareholders' and customers' trust and we are dedicated to earning and rewarding that trust.

A copy of the Code of Ethics and Conduct adopted by the Company may be requested by writing Le-Ann Ruiz, Assistant Corporate Secretary, Central Valley Community Bancorp, 7100 N. Financial Drive, Suite 101, Fresno, California 93720 and may also be accessed electronically at the Company website at www.cvcb.com.

SHAREHOLDER COMMUNICATION

Shareholders may send recommendations for director nominees or other communications to the Board of Directors or any individual director at the following address. All communications received are reported to the Board of Directors or the individual directors:

Board of Directors (or Executive/Directors Resources and Nominating Committee, or name of individual director)
c/o Le-Ann Ruiz
Assistant Corporate Secretary
Central Valley Community Bancorp
7100 N. Financial Drive, Suite 101
Fresno, California 93720

While the Board of Directors has not adopted a formal process regarding shareholder communications, all communications received are reported to the Board of Directors or the individual directors, and the Board of Directors historically has not encountered inadequacies in handling such communications in this fashion.

SECTION 16(A) BENEFICIAL OWNERSHIP REPORTING COMPLIANCE

Section 16(a) of the Exchange Act requires the Company's officers and directors, and persons who own more than ten percent of a registered class of the Company's equity securities, to file reports of ownership and changes in ownership with the

Securities and Exchange Commission (the SEC). Officers, directors and greater than ten-percent shareholders are required by SEC regulations to furnish the Company with copies of all Section 16(a) forms they file.
Based solely on its review of the copies of such forms received by it, or written representations from certain reporting persons that no other reports were required for those persons, the Company believes that for the 2017 fiscal year, the officers and directors of the Company complied with all applicable filing requirements.

PROPOSAL NO. 2
RATIFICATION OF APPOINTMENT OF INDEPENDENT REGISTERED PUBLIC ACCOUNTANTS

We are asking our shareholders to ratify the selection of the firm of Crowe Horwath LLP as our independent registered public accounting firm. Crowe Horwath LLP served as the Company's independent registered public accounting firm for 2017. Although ratification is not required by our Bylaws, the SEC or the Nasdaq Stock Market, the Board of Directors is submitting the selection of Crowe Horwath LLP to our shareholders for ratification because we value our shareholders' views on the Company's independent registered public accounting firm and as a matter of good corporate practice. In the event that our shareholders fail to ratify the selection of Crowe Horwath LLP, however, we reserve the discretion to retain Crowe Horwath LLP as our independent registered public accounting firm for 2018. Even if the selection is ratified, the Audit Committee, in its discretion, may select a different independent registered public accounting firm at any time during the year if it determines that such a change would be in the best interests of the Company and our shareholders.

Representatives from the accounting firm of Crowe Horwath LLP will be present at the Annual Meeting, will be afforded the opportunity to make a statement if they desire to do so, and will be available to respond to appropriate questions.

Independent Registered Public Accounting Firm Fees

The following presents the professional fees incurred for the years ended December 31, 2017 and 2016 for professional services rendered by the Company's independent registered public accounting firm in connection with the audit of the Company's consolidated financial statements and fees billed by the Company's independent registered public accounting firm for other services rendered to the Company.

Fees	2017	2016
Audit Fees (1)	$443,000	$368,000
Audit-Related Fees (2)	115,000	50,000
Tax Fees (3)	42,000	62,000
All Other Fees (4)	91,000	52,000

(1) Audit fees include professional services in connection with the audit of the Company's consolidated financial statements, review of consolidated financial statements included in the Company's quarterly reports and services normally provided in connection with statutory and regulatory filings or engagements as well reimbursement for out of pocket costs.

(2) Audit-related fees represent fees for professional services such as the audit of the Company's salary deferral plan and technical accounting, consulting and research.

(3) Tax service fees consist of compliance fees for the preparation of original and amended tax returns and tax payment-planning services. Tax service fees also include fees relating to other tax advice, tax consulting and planning other than for tax compliance and preparation.

•Fees for tax compliance services totaled $35,000 and $53,000 in 2017 and 2016, respectively. Tax compliance services are those rendered based upon facts already in existence or transactions that have already occurred to document, compute, and obtain government approval for amounts to be included in tax filings. Such services consisted primarily of preparation of the Company's consolidated federal and state income tax returns and trust

preferred returns.

•Tax planning and advice services are those rendered with respect to proposed transactions, and consultation with management regarding various accounting matters. Tax planning and advice services totaled $7,000 and $9,000 in 2017 and 2016, respectively.

(4) All other fees consisted primarily of consulting services for the Company's strategic plan, merger and acquisitions, and other discussions.

The Audit/Compliance Committee has determined that the provision of services, in addition to audit services, rendered by Crowe Horwath LLP and the fees paid there for in fiscal years 2017 and 2016 were compatible with maintaining Crowe Horwath LLP's independence.

The ratio of tax planning and advice fees and all other fees to audit fees, audit related fees and tax compliance fees was 14.20% for 2017 and 11.50% for 2016.

The Audit Committee pre-approves all auditing services and permitted non-audit services (including the fees and terms thereof) to be performed for the Company by its independent registered public accounting firm, subject to the de minimus exceptions for non-audit services described in Section 10A(i)(1)(B) of the Exchange Act which are approved by the Audit Committee prior to the completion of the audit.

The Audit Committee of the Board of Directors and the Board of Directors recommends a vote FOR the ratification of the appointment of Crowe Horwath LLP as the Company's independent registered public accounting firm for the year ending December 31, 2018. The proxy holders intend to vote all proxies they hold in favor of the proposal. If no instruction is given, the proxy holders intend to vote FOR approval of the proposal.

SHAREHOLDER PROPOSALS

The 2019 Annual Meeting of Shareholders of the Company will be held on May 15, 2019. December 12, 2018 is the date by which shareholder proposals intended to be presented at the 2019 Annual Meeting must be received by management of the Company at its principal executive office for inclusion in the Company's 2019 proxy statement and form of proxy relating to that Annual Meeting under SEC rules. Submission of a proposal does not guarantee that it will be included.

OTHER MATTERS

The Board of Directors is not aware of any other matters to come before the Annual Meeting. If any other matter not mentioned in this proxy statement is brought before the Annual Meeting, the persons named in the enclosed form of proxy will have discretionary authority to vote all proxies with respect thereto and in accordance with their judgment.

For the Board of Directors

Dated: March 22, 2018
Fresno, California

/s/ Daniel J. Doyle
Daniel J. Doyle
Chairman of the Board

33

34