PLUMAS BANCORP
Form 10-Q
August 02, 2018

**UNITED STATES**

**SECURITIES AND EXCHANGE COMMISSION**

**Washington, D.C. 20549**

**FORM 10-Q**

**(Mark One)**
**QUARTERLY REPORT UNDER SECTION 13 OR 15(D) OF THE SECURITIES EXCHANGE ACT OF 1934**
**FOR THE QUARTERLY PERIOD ENDED June 30, 2018**

**TRANSITION REPORT UNDER SECTION 13 OR 15 (D) OF THE SECURITIES EXCHANGE ACT OF 1934**
**FOR THE TRANSITION PERIOD FROM __________ TO ___________**

**COMMISSION FILE NUMBER: 000-49883**

**PLUMAS BANCORP**

(Exact Name of Registrant as Specified in Its Charter)

| **California** | **75-2987096** |
|---|---|
| (State or Other Jurisdiction of Incorporation or Organization) | (I.R.S. Employer Identification No.) |

| **35 S. Lindan Avenue, Quincy, California** | **95971** |
|---|---|
| (Address of Principal Executive Offices) | (Zip Code) |

Registrant’s Telephone Number, Including Area Code **(530) 283-7305**

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

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

Indicate by check mark whether the registrant is a large accelerated filer, an accelerated filer, a non-accelerated filer, a smaller reporting company or an emerging growth company. See definition of “large accelerated filer,” “accelerated filer,” “smaller reporting company” and “emerging growth company” in Rule12b-2 of the Exchange Act:

| Large Accelerated Filer | Accelerated Filer | Non-Accelerated Filer | Smaller Reporting Company | Emerging Growth Company |
|---|---|---|---|---|

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

Indicate by check mark whether the registrant is a shell company (as defined in Rule 12b-2 of the Exchange Act).

Yes No

Indicate the number of shares outstanding of each of the issuer’s classes of common stock, as of July 27, 2018. 5,118,676 shares.

**PART I – FINANCIAL INFORMATION**

**ITEM 1. FINANCIAL STATEMENTS**

**PLUMAS BANCORP**

**CONDENSED CONSOLIDATED BALANCE SHEETS**

**(Unaudited)**

(In thousands, except share data)

| | **June 30, 2018** | **December 31, 2017** |
|---|---|---|
| **Assets** | | |
| Cash and cash equivalents | $52,673 | $87,537 |
| Investment securities available for sale | 157,792 | 137,466 |
| Loans, less allowance for loan losses of $6,698 at June 30, 2018 and $6,669 at December 31, 2017 | 511,977 | 482,248 |
| Real estate acquired through foreclosure | 953 | 1,344 |
| Premises and equipment, net | 13,800 | 11,346 |
| Bank owned life insurance | 12,693 | 12,866 |
| Accrued interest receivable and other assets | 14,830 | 12,620 |
| Total assets | $764,718 | $745,427 |
| **Liabilities and Shareholders' Equity** | | |
| Deposits: | | |
| Non-interest bearing | $288,068 | $282,239 |
| Interest bearing | 390,998 | 380,418 |
| Total deposits | 679,066 | 662,657 |
| Repurchase agreements | 8,724 | 10,074 |
| Accrued interest payable and other liabilities | 7,121 | 6,686 |
| Junior subordinated deferrable interest debentures | 10,310 | 10,310 |
| Total liabilities | 705,221 | 689,727 |
| Commitments and contingencies (Note 5) | | |
| Shareholders' equity: | | |
| Common stock, no par value; 22,500,000 shares authorized; issued and outstanding – 5,118,676 shares at June 30, 2018 and 5,064,972 at December 31, 2017 | 6,776 | 6,415 |

| | | |
|---|---|---|
| Retained earnings | 55,660 | 49,855 |
| Accumulated other comprehensive loss, net | (2,939) | (570) |
| Total shareholders' equity | 59,497 | 55,700 |
| Total liabilities and shareholders' equity | $764,718 | $745,427 |

See notes to unaudited condensed consolidated financial statements.

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**PLUMAS BANCORP**

**CONDENSED CONSOLIDATED STATEMENTS OF INCOME**

**(Unaudited)**

(In thousands, except per share data)

| | For the Three Months Ended June 30, | | For the Six Months Ended June 30, | |
|---|---|---|---|---|
| | 2018 | 2017 | 2018 | 2017 |
| **Interest Income:** | | | | |
| Interest and fees on loans | $7,209 | $6,433 | $13,987 | $12,541 |
| Interest on investment securities | 980 | 603 | 1,836 | 1,164 |
| Other | 105 | 83 | 289 | 179 |
| Total interest income | 8,294 | 7,119 | 16,112 | 13,884 |
| **Interest Expense:** | | | | |
| Interest on deposits | 153 | 140 | 304 | 280 |
| Interest on note payable | - | 4 | - | 28 |
| Interest on junior subordinated deferrable interest debentures | 127 | 99 | 239 | 192 |
| Other | 1 | 1 | 3 | 2 |
| Total interest expense | 281 | 244 | 546 | 502 |
| Net interest income before provision for loan losses | 8,013 | 6,875 | 15,566 | 13,382 |
| **Provision for Loan Losses** | 300 | 200 | 500 | 400 |
| Net interest income after provision for loan losses | 7,713 | 6,675 | 15,066 | 12,982 |
| **Non-Interest Income:** | | | | |
| Service charges | 653 | 628 | 1,294 | 1,227 |
| Interchange revenue | 553 | 490 | 1,044 | 946 |
| Gain on sale of loans | 533 | 786 | 1,199 | 1,314 |
| Gain on equity securities with no readily determinable fair value | - | - | 209 | - |
| Loss on sale of investments | - | - | (8) | (17) |
| Other | 486 | 478 | 1,019 | 960 |
| Total non-interest income | 2,225 | 2,382 | 4,757 | 4,430 |
| **Non-Interest Expenses:** | | | | |
| Salaries and employee benefits | 2,923 | 2,864 | 6,036 | 5,791 |
| Occupancy and equipment | 705 | 654 | 1,407 | 1,423 |
| Other | 1,601 | 1,374 | 3,236 | 2,761 |
| Total non-interest expenses | 5,229 | 4,892 | 10,679 | 9,975 |
| Income before provision for income taxes | 4,709 | 4,165 | 9,144 | 7,437 |
| **Provision for Income Taxes** | 1,264 | 1,624 | 2,419 | 2,832 |
| Net income | $3,445 | $2,541 | $6,725 | $4,605 |
| | | | | |
| Basic earnings per share | $0.67 | $0.51 | $1.32 | $0.93 |

| | | | | |
|---|---|---|---|---|
| Diluted earnings per share | $0.66 | $0.49 | $1.29 | $0.89 |

See notes to unaudited condensed consolidated financial statements.

**PLUMAS BANCORP**

**CONDENSED CONSOLIDATED STATEMENTS OF COMPREHENSIVE INCOME**

**(Unaudited)**

(In thousands)

| | **For the Three Months Ended June 30,** | | **For the Six Months Ended June 30,** | |
|---|---|---|---|---|
| | **2018** | **2017** | **2018** | **2017** |
| Net income | $3,445 | $2,541 | $6,725 | $4,605 |
| Other comprehensive income: | | | | |
| Change in net unrealized gain/loss | (783) | 780 | (3,372) | 1,283 |
| Reclassification adjustments for net losses included in net income | - | - | 8 | 17 |
| Net unrealized holding (loss) gain | (783) | 780 | (3,364) | 1,300 |
| Related tax effect: | | | | |
| Change in net unrealized gain/loss | 232 | (322) | 997 | (529) |
| Reclassification of net losses included in net income | - | - | (2) | (7) |
| Income tax effect | 232 | (322) | 995 | (536) |
| Other comprehensive (loss) income | (551) | 458 | (2,369) | 764 |
| Total comprehensive income | $2,894 | $2,999 | $4,356 | $5,369 |

See notes to unaudited condensed consolidated financial statements.

**PLUMAS BANCORP**

**CONDENSED CONSOLIDATED STATEMENTS OF CASH FLOWS**

**(Unaudited)**

(In thousands)

| | For the Six Months Ended June 30, | |
|---|---|---|
| | 2018 | 2017 |
| **Cash Flows from Operating Activities:** | | |
| Net income | $6,725 | $4,605 |
| Adjustments to reconcile net income to net cash provided by operating activities: | | |
| Provision for loan losses | 500 | 400 |
| Change in deferred loan origination costs/fees, net | (948) | (459) |
| Depreciation and amortization | 489 | 520 |
| Stock-based compensation expense | 98 | 86 |
| Loss on sale of investments | 8 | 17 |
| Amortization of investment security premiums | 343 | 295 |
| Gain on equity securities with no readily determinable fair value | (209) | - |
| Gain on sale of OREO and other vehicles | (75) | (7) |
| Gain on sale of loans held for sale | (1,199) | (1,314) |
| Loans originated for sale | (22,584) | (19,681) |
| Proceeds from loan sales | 22,202 | 22,260 |
| Provision from change in OREO valuation | 38 | 9 |
| Earnings on bank-owned life insurance | (165) | (167) |
| Increase in accrued interest receivable and other assets | (350) | (106) |
| Increase (decrease) in accrued interest payable and other liabilities | 434 | (1,230) |
| Net cash provided by operating activities | 5,307 | 5,228 |
| | | |
| **Cash Flows from Investing Activities:** | | |
| Proceeds from principal repayments from available-for-sale government-sponsored mortgage-backed securities | 6,970 | 6,073 |
| Purchases of available-for-sale securities | (35,509) | (20,287) |
| Proceeds from sale of available-for-sale securities | 4,157 | 4,221 |
| Net increase in loans | (28,455) | (16,722) |
| Proceeds from Bank owned life insurance | 338 | - |
| Proceeds from sale of OREO | 550 | 75 |
| Proceeds from sale of other vehicles | 275 | 114 |
| Purchase of premises and equipment | (2,900) | (179) |
| Net cash used in investing activities | (54,574) | (26,705) |

Continued on next page.

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**PLUMAS BANCORP**

**CONDENSED CONSOLIDATED STATEMENTS OF CASH FLOWS**

**(Unaudited)**

(In thousands)

(Continued)

| | For the Six Months Ended June 30, | |
|---|---|---|
| | **2018** | **2017** |
| **Cash Flows from Financing Activities:** | | |
| Net increase in demand, interest bearing and savings deposits | $21,287 | $36,978 |
| Net decrease in time deposits | (4,878 ) | (3,172 ) |
| Principal payment on note payable | - | (2,375 ) |
| Net decrease in securities sold under agreements to repurchase | (1,349 ) | (3,222 ) |
| Cash dividends paid on common stock | (920 ) | (691 ) |
| Proceeds from exercise of stock options | 263 | 164 |
| Net cash provided by financing activities | 14,403 | 27,682 |
| (Decrease) increase in cash and cash equivalents | (34,864) | 6,205 |
| **Cash and Cash Equivalents at Beginning of Year** | 87,537 | 62,646 |
| **Cash and Cash Equivalents at End of Period** | $52,673 | $68,851 |
| | | |
| **Supplemental Disclosure of Cash Flow Information:** | | |
| Cash paid during the period for: | | |
| Interest expense | $549 | $502 |
| Income taxes | $2,856 | $3,490 |
| | | |
| **Non-Cash Investing Activities:** | | |
| Real estate and vehicles acquired through foreclosure | $375 | $288 |
| | | |
| **Non-Cash Financing Activities:** | | |
| Common stock retired in connection with the exercise of stock options | $29 | $10 |
| Common stock issued in connection with the cashless exercise of stock warrant | $- | $787 |

See notes to unaudited condensed consolidated financial statements.

**PLUMAS BANCORP**

**NOTES TO CONDENSED CONSOLIDATED FINANCIAL STATEMENTS**

**(Unaudited)**

## 1. THE BUSINESS OF PLUMAS BANCORP

During 2002, Plumas Bancorp (the "Company") was incorporated as a bank holding company for the purpose of acquiring Plumas Bank (the "Bank") in a one bank holding company reorganization. This corporate structure gives the Company and the Bank greater flexibility in terms of operation, expansion and diversification. The Company formed Plumas Statutory Trust I ("Trust I") for the sole purpose of issuing trust preferred securities on September 26, 2002. The Company formed Plumas Statutory Trust II ("Trust II") for the sole purpose of issuing trust preferred securities on September 28, 2005.

The Bank operates eleven branches in California, including branches in Alturas, Chester, Fall River Mills, Greenville, Kings Beach, Portola, Quincy, Redding, Susanville, Tahoe City, and Truckee. In December 2015 the Bank opened a branch in Reno, Nevada; its first branch outside of California. The Bank’s administrative headquarters is in Quincy, California. In addition, the Bank operates a lending office specializing in government-guaranteed lending in Auburn, California, and commercial/agricultural lending offices in Chico, California and Klamath Falls, Oregon. The Bank's primary source of revenue is generated from providing loans to customers who are predominately small and middle market businesses and individuals residing in the surrounding areas.

## 2. SUMMARY OF SIGNIFICANT ACCOUNTING POLICIES

### Consolidation and Basis of Presentation

The condensed consolidated financial statements include the accounts of the Company and the accounts of its wholly-owned subsidiary, Plumas Bank. Plumas Statutory Trust I and Plumas Statutory Trust II are not consolidated into the Company’s consolidated financial statements and, accordingly, are accounted for under the equity method. In the opinion of management, the unaudited condensed consolidated financial statements contain all adjustments (consisting of only normal recurring adjustments) necessary to present fairly the Company’s financial position at June 30, 2018 and the results of its operations and its cash flows for the three-month and six-month periods ended June 30, 2018 and 2017. Our condensed consolidated balance sheet at December 31, 2017 is derived from audited financial

statements.

The unaudited condensed consolidated financial statements of the Company have been prepared pursuant to the rules and regulations of the Securities and Exchange Commission ("SEC") for interim reporting on Form 10-Q. Accordingly, certain disclosures normally presented in the notes to the annual consolidated financial statements prepared in accordance with accounting principles generally accepted in the United States of America ("GAAP") have been omitted. The Company believes that the disclosures are adequate to make the information not misleading. These interim financial statements should be read in conjunction with the consolidated financial statements and notes thereto included in the Company's 2017 Annual Report to Shareholders on Form 10-K. The results of operations for the three-month and six-month periods ended June 30, 2018 may not necessarily be indicative of future operating results. In preparing such financial statements, management is required to make estimates and assumptions that affect the reported amounts of assets and liabilities as of the date of the balance sheet and revenues and expenses for the periods reported. Actual results could differ significantly from those estimates.

Reclassifications

Certain reclassifications have been made to prior years' balances to conform to the classifications used in 2018. These reclassifications had no impact on the Company's consolidated financial position, results of operations or net change in cash and cash equivalents.

Segment Information

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

Revenue from Contracts with Customers

The Company records revenue from contracts with customers in accordance with Accounting Standards Codification Topic 606, "Revenue from Contracts with Customers" ("Topic 606"). Under Topic 606, the Company must identify the contract with a customer, identify the performance obligations in the contract, determine the transaction price, allocate the transaction price to the performance obligations in the contract, and recognize revenue when (or as) the Company satisfies a performance obligation. Significant revenue has not been recognized in the current reporting period that results from performance obligations satisfied in previous periods.

Most of our revenue-generating transactions are not subject to ASC 606, including revenue generated from financial instruments, such as our loans and investment securities. The Company has evaluated the nature of its contracts with customers and determined that further disaggregation of revenue from contracts with customers into more granular categories beyond what is presented in the Condensed Consolidated Statements of Income was not necessary. The Company generally fully satisfies its performance obligations on its contracts with customers as services are rendered and the transaction prices are typically fixed; charged either on a periodic basis or based on activity. Because performance obligations are satisfied as services are rendered and the transaction prices are fixed, there is little judgment involved in applying Topic 606 that significantly affects the determination of the amount and timing of revenue from contracts with customers.

Income Taxes

On December 22, 2017, the Tax Cuts and Jobs Act (the "TCJ Act") was enacted into law. The TCJ Act provides for significant changes to the U.S. Internal Revenue Code of 1986, as amended (the "Code"), that impact corporate taxation requirements, such as the reduction of the top federal tax rate for corporations from 35% to 21% and changes or limitations to certain tax deductions. As a result of the TCJ Act, we re-measured certain deferred tax assets and liabilities based on the rates at which they are expected to reverse in the future. However, we are still analyzing certain aspects of the TCJ Act and refining our calculations, which could potentially affect the measurement of these balances or potentially give rise to new deferred tax amounts. The provisional amount recorded in 2017 related to the re-measurement of our deferred tax asset was $1.4 million, and no further adjustments were made during the six months ended June 30, 2018.

Recently Adopted Accounting Pronouncements

In February 2018, the FASB issued ASU No. 2018-02, Reclassification of Certain Tax Effects from Accumulated Other Comprehensive Income ("AOCI"). ASU No.2018-02 allows entities to elect to reclassify stranded tax effects on items within AOCI, resulting from the new tax bill signed into law on December 22, 2017, to retained earnings. The

Company elected to early adopt this new standard in 2017 and recorded a reclassification from AOCI to retained earnings in the amount of $94,000.

In May 2014, the FASB issued ASU No. 2014-09 Revenue from Contracts with Customers ("ASU 2014-09"), which requires an entity to recognize the amount of revenue to which it expects to be entitled for the transfer of promised goods or services to customers. The ASU replaces most existing revenue recognition guidance in GAAP. The new standard was effective for the Company on January 1, 2018. Adoption of ASU 2014-09 did not have a material impact on the Company's consolidated financial statements and related disclosures as the Company's primary sources of revenues are derived from interest and dividends earned on loans, investment securities, and other financial instruments that are not within the scope of ASU 2014-09. The Company's revenue recognition pattern for revenue streams within the scope of ASU 2014-09, including but not limited to service charges on deposit accounts and gains/losses on the sale of loans, did not change significantly from current practice. The standard permits the use of either the full retrospective or modified retrospective transition method. The Company elected to use the modified retrospective transition method which requires application of ASU 2014-09 to uncompleted contracts at the date of adoption however, periods prior to the date of adoption will not be retrospectively revised as the impact of the ASU on uncompleted contracts at the date of adoption was not material.

On January 5, 2016, the FASB issued ASU No. 2016-01, Financial Instruments–Overall: Recognition and Measurement of Financial Assets and Financial Liabilities. Changes made to the current measurement model primarily affect the accounting for equity securities with readily determinable fair values, where changes in fair value will impact earnings instead of other comprehensive income. The accounting for other financial instruments, such as loans, investments in debt securities, and financial liabilities is largely unchanged. The Update also changes the presentation and disclosure requirements for financial instruments including a requirement that public business entities use exit price when measuring the fair value of financial instruments measured at amortized cost for disclosure purposes. This Update is generally effective for public business entities in fiscal years beginning after December 15, 2017, including interim periods within those fiscal years. The Company adopted ASU No. 2016-01 on January 1, 2018 and recorded a $209,000 gain related to adjusting the carrying value of equity securities without a readily determinable fair market to $662,000 in accordance with this standard. Additionally, we refined the calculation used to determine the disclosed fair value of our loans held for investment as part of adopting this standard. The refined calculation did not have a significant impact on our fair value disclosures.

Pending Accounting Pronouncements

On February 25, 2016, the FASB issued ASU 2016-02, Leases. The most significant change for lessees is the requirement under the new guidance to recognize right-of-use assets and lease liabilities for all leases not considered short-term leases, which is generally defined as a lease term of less than 12 months. This change will result in lessees recognizing right-of-use assets and lease liabilities for most leases currently accounted for as operating leases under current lease accounting guidance. ASU 2016-02 is effective for interim and annual periods beginning after December 15, 2018. The Company has several lease agreements, including two branch locations, which are currently considered operating leases, and therefore, not recognized on the Company's consolidated statements of condition. The Company expects the new guidance will require some of these lease agreements to now be recognized on the consolidated statements of condition as a right-of-use asset and a corresponding lease liability. The Company has performed a preliminary evaluation of the provisions of ASU No. 2016-02. Based on this evaluation, the Company has determined that ASU No. 2016-02 is not expected to have a material impact on the Company's Consolidated Financial Statements. However, the Company continues to evaluate the extent of potential impact the new guidance will have on the Company's Consolidated Balance Sheet.

In June 2016, the FASB issued ASU No. 2016-13, Measurement of Credit Losses on Financial Instruments. ASU No. 2016-13 significantly changes how entities will measure credit losses for most financial assets and certain other instruments that aren't measured at fair value through net income. The standard will replace today's "incurred loss" approach with an "expected loss" model. The new model, referred to as the current expected credit loss ("CECL") model, will apply to: (1) financial assets subject to credit losses and measured at amortized cost, and (2) certain off-balance sheet credit exposures. This includes, but is not limited to, loans, leases, held-to-maturity securities, loan commitments, and financial guarantees. The CECL model does not apply to available-for-sale ("AFS") debt securities. For AFS debt securities with unrealized losses, entities will measure credit losses in a manner similar to what they do today, except that the losses will be recognized as allowances rather than reductions in the amortized cost of the securities. The ASU also simplifies the accounting model for purchased credit-impaired debt securities and loans. ASU No. 2016-13 also expands the disclosure requirements regarding an entity's assumptions, models, and methods for estimating the allowance for loan and lease losses. ASU No. 2016-13 is effective for interim and annual reporting periods beginning after December 15, 2019; early adoption is permitted for interim and annual reporting periods beginning after December 15, 2018. Entities will apply the standard's provisions as a cumulative-effect adjustment to retained earnings as of the beginning of the first reporting period in which the guidance is effective (i.e., modified retrospective approach). The Company has begun its implementation efforts by establishing an implementation team chaired by the Company's Chief Lending Officer and composed of members of the Company's credit administration and accounting departments. The Company's preliminary evaluation indicates the provisions of ASU No. 2016-13 are expected to impact the Company's Consolidated Financial Statements, in particular the level of the reserve for credit losses. However, the Company continues to evaluate the extent of the potential impact.

On March 30, 2017, the FASB issued ASU 2017-08, Receivables – Non-Refundable Fees and Other Costs: Premium Amortization on Purchased Callable Debt Securities. This ASU amends the amortization period for certain purchased callable debt securities held at a premium, shortening such period to the earliest call date. The amendments do not require an accounting change for securities held at a discount; the discount continues to be amortized to maturity. ASU 2017-08 is effective for public business entities for fiscal years, and interim periods within those fiscal years,

beginning after December 15, 2018. Entities will apply the standard's provisions as a cumulative-effect adjustment to retained earnings as of the beginning of the first reporting period in which the guidance is effective (i.e., modified retrospective approach). The Company has performed a preliminary evaluation of the provisions of ASU No. 2017-08. Based on this evaluation, the Company has determined that ASU No. 2017-08 is not expected to have a material impact on the Company's Consolidated Financial Statements.

## 3. INVESTMENT SECURITIES AVAILABLE FOR SALE

The amortized cost and estimated fair value of investment securities at June 30, 2018 and December 31, 2017 consisted of the following, in thousands:

| Available-for-Sale | June 30, 2018 | | | |
|---|---|---|---|---|
| | Amortized Cost | Gross Unrealized Gains | Gross Unrealized Losses | Fair Value |
| Debt securities: | | | | |
| U.S. Government-sponsored agencies collateralized by mortgage obligations- residential | $125,804 | $ 21 | $ (3,631 ) | $122,194 |
| Obligations of states and political subdivisions | 36,160 | 101 | (663 ) | 35,598 |
| | $161,964 | $ 122 | $ (4,294 ) | $157,792 |

Net unrealized loss on available-for-sale investment securities totaling $4,172,000 were recorded, net of $1,233,000 in tax benefit, as accumulated other comprehensive loss within shareholders' equity at June 30, 2018. During the six months ended June 30, 2018 the Company sold eighteen available-for-sale investment securities for total proceeds of $4,157,000 recording a $8,000 loss on sale. The Company realized a gain on sale from eight of these securities totaling $4,000 and a loss on sale on ten securities of $12,000. No securities were sold during the three months ended June 30, 2018.

| Available-for-Sale | December 31, 2017 | | | |
|---|---|---|---|---|
| | Amortized Cost | Gross Unrealized Gains | Gross Unrealized Losses | Fair Value |
| Debt securities: | | | | |
| U.S. Government-sponsored agencies collateralized by mortgage obligations- residential | $104,935 | $ 26 | $ (1,173 ) | $103,788 |
| Obligations of states and political subdivisions | 33,340 | 482 | (144 ) | 33,678 |
| | $138,275 | $ 508 | $ (1,317 ) | $137,466 |

Unrealized loss on available-for-sale investment securities totaling $809,000 were recorded, net of $239,000 in tax benefits, as accumulated other comprehensive loss within shareholders' equity at December 31, 2017. During the six months ended June 30, 2017 the Company sold seven available-for-sale investment securities for total proceeds of $4,221,000 recording a $17,000 loss on sale. The Company realized a gain on sale from four of these securities totaling $4,000 and a loss on sale on three securities of $21,000. No securities were sold during the three months ended June 30, 2017.

There were no transfers of available-for-sale investment securities during the six months ended June 30, 2018 and twelve months ended December 31, 2017. There were no securities classified as held-to-maturity at June 30, 2018 or December 31, 2017.

Investment securities with unrealized losses at June 30, 2018 and December 31, 2017 are summarized and classified according to the duration of the loss period as follows, in thousands:

| June 30, 2018 | Less than 12 Months | | 12 Months or More | | Total | |
|---|---|---|---|---|---|---|
| | Fair Value | Unrealized Losses | Fair Value | Unrealized Losses | Fair Value | Unrealized Losses |
| Debt securities: | | | | | | |
| U.S. Government-sponsored agencies collateralized by mortgage obligations-residential | $88,404 | $ 2,209 | $28,186 | $ 1,422 | $116,590 | $ 3,631 |
| Obligations of states and political subdivisions | 20,901 | 420 | 3,269 | 243 | 24,170 | 663 |
| | $109,305 | $ 2,629 | $31,455 | $ 1,665 | $140,760 | $ 4,294 |

| December 31, 2017 | Less than 12 Months | | 12 Months or More | | Total | |
|---|---|---|---|---|---|---|
| | Fair Value | Unrealized Losses | Fair Value | Unrealized Losses | Fair Value | Unrealized Losses |
| Debt securities: | | | | | | |
| U.S. Government-sponsored agencies collateralized by mortgage obligations-residential | $60,070 | $ 441 | $31,213 | $ 732 | $91,283 | $ 1,173 |
| Obligations of states and political subdivisions | 2,621 | 31 | 3,403 | 113 | 6,024 | 144 |
| | $62,691 | $ 472 | $34,616 | $ 845 | $97,307 | $ 1,317 |

At June 30, 2018, the Company held 199 securities of which 160 were in a loss position. Of the securities in a loss position, 124 were in a loss position for less than twelve months. Of the 199 securities 87 are U.S. Government-sponsored agencies collateralized by residential mortgage obligations and 112 were obligations of states and political subdivisions. The unrealized losses relate principally to market rate conditions. All the securities continue to pay as scheduled. When analyzing an issuer's financial condition, management considers the length of time and extent to which the market value has been less than cost; the historical and implied volatility of the security; the financial condition of the issuer of the security; and the Company's intent and ability to hold the security to recovery. As of June 30, 2018, management does not have the intent to sell these securities nor does it believe it is more likely than not that it will be required to sell these securities before the recovery of its amortized cost basis. Based on the Company's evaluation of the above and other relevant factors, the Company does not believe the securities that are in an unrealized loss position as of June 30, 2018 are other than temporarily impaired.

The amortized cost and estimated fair value of investment securities at June 30, 2018 by contractual maturity are shown below, in thousands.

| | Amortized Cost | Estimated Fair |
|---|---|---|

| | | Value |
|---|---|---|
| Within one year | $ - | $ - |
| After one year through five years | 2,932 | 2,927 |
| After five years through ten years | 16,891 | 16,642 |
| After ten years | 16,337 | 16,029 |
| Investment securities not due at a single maturity date: | | |
| Government-sponsored mortgage-backed securities | 125,804 | 122,194 |
| | $ 161,964 | $ 157,792 |

Expected maturities will differ from contractual maturities because the issuers of the securities may have the right to call or prepay obligations with or without call or prepayment penalties.

Investment securities with amortized costs totaling $91,031,000 and $82,059,000 and estimated fair values totaling $88,166,000 and $81,006,000 at June 30, 2018 and December 31, 2017, respectively, were pledged to secure deposits and repurchase agreements.

**4. LOANS AND THE ALLOWANCE FOR LOAN LOSSES**

Outstanding loans are summarized below, in thousands:

| | June 30, 2018 | December 31, 2017 |
|---|---|---|
| Commercial | $49,698 | $39,620 |
| Agricultural | 63,701 | 58,908 |
| Real estate – residential | 14,789 | 16,624 |
| Real estate – commercial | 251,608 | 240,257 |
| Real estate – construction and land development | 25,325 | 25,181 |
| Equity lines of credit | 39,462 | 41,798 |
| Auto | 67,184 | 60,438 |
| Other | 3,981 | 3,808 |
| Total loans | 515,748 | 486,634 |
| Deferred loan costs, net | 2,927 | 2,283 |
| Allowance for loan losses | (6,698) | (6,669) |
| Total net loans | $511,977 | $482,248 |

Changes in the allowance for loan losses, in thousands, were as follows:

| | June 30, 2018 | December 31, 2017 |
|---|---|---|
| Balance, beginning of year | $6,669 | $ 6,549 |
| Provision charged to operations | 500 | 600 |
| Losses charged to allowance | (763) | (879) |
| Recoveries | 292 | 399 |
| Balance, end of period | $6,698 | $ 6,669 |

The recorded investment in impaired loans totaled $1,929,000 and $2,270,000 at June 30, 2018 and December 31, 2017, respectively. The Company had specific allowances for loan losses of $81,000 on impaired loans of $469,000 at June 30, 2018 as compared to specific allowances for loan losses of $82,000 on impaired loans of $475,000 at December 31, 2017. The balance of impaired loans in which no specific reserves were required totaled $1,460,000 and $1,795,000 at June 30, 2018 and December 31, 2017, respectively. The average recorded investment in impaired loans for the six months ended June 30, 2018 and June 30, 2017 was $1,871,000 and $4,890,000, respectively. The

Company recognized $36,000 and $79,000 in interest income for impaired loans during the six months ended June 30, 2018 and 2017, respectively. No interest was recognized on nonaccrual loans accounted for on a cash basis during the six months ended June 30, 2018 and 2017.

Included in impaired loans are troubled debt restructurings. A troubled debt restructuring is a formal restructure of a loan where the Company for economic or legal reasons related to the borrower's financial difficulties, grants a concession to the borrower. The concessions may be granted in various forms to include one or a combination of the following: a reduction of the stated interest rate of the loan; an extension of the maturity date at a stated rate of interest lower than the current market rate for new debt with similar risk; or a permanent reduction of the recorded investment in the loan.

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

The carrying value of troubled debt restructurings at June 30, 2018 and December 31, 2017 was $1,105,000 and $1,111,000, respectively. The Company has allocated $59,000 and $63,000 of specific reserves on loans to customers whose loan terms have been modified in troubled debt restructurings as of June 30, 2018 and December 31, 2017. The Company has not committed to lend additional amounts on loans classified as troubled debt restructurings at June 30, 2018 and December 31, 2017.

There were no troubled debt restructurings that occurred during the six months ending June 30, 2018 or June 30, 2017. There were no troubled debt restructurings for which there was a payment default within twelve months following the modification during the six months ended June 30, 2018 and 2017, respectively.

At June 30, 2018 and December 31, 2017, nonaccrual loans totaled $882,000 and $1,226,000, respectively. Interest foregone on nonaccrual loans totaled $29,000 and $89,000 for the six months ended June 30, 2018 and 2017, respectively. Interest foregone on nonaccrual loans totaled $14,000 and $38,000 for the three months ended June 30, 2018 and 2017, respectively. At December 31, 2017 there were three loans to one customer totaling $1.8 million that were 90 days past due and still accruing interest. These loans were well secured and in process of collection at December 31, 2017. As of June 30, 2018, the Company had received payment, in full, of principal and interest on these loans.

Salaries and employee benefits totaling $1,234,000 and $936,000 have been deferred as loan origination costs during the six months ended June 30, 2018 and 2017, respectively. Salaries and employee benefits totaling $736,000 and $541,000 have been deferred as loan origination costs during the three months ended June 30, 2018 and 2017, respectively.

The Company assigns a risk rating to all loans and periodically, but not less than annually, performs detailed reviews of all criticized and classified loans over $100,000 to identify credit risks and to assess the overall collectability of the portfolio. These risk ratings are also subject to examination by independent specialists engaged by the Company and the Company’s regulators. During these internal reviews, management monitors and analyzes the financial condition of borrowers and guarantors, trends in the industries in which borrowers operate and the fair values of collateral securing these loans. These credit quality indicators are used to assign a risk rating to each individual loan.

The risk ratings can be grouped into three major categories, defined as follows:

***Special Mention*** – Loans classified as special mention have a potential weakness that deserves management’s close attention. If left uncorrected, these potential weaknesses my result in deterioration of the repayment prospects for the loan or of the institution’s credit position at some future date.

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

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

Loans not meeting the criteria above that are analyzed individually as part of the above described process are considered to be pass-rated loans.



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The following table shows the loan portfolio allocated by management's internal risk ratings at the dates indicated, in thousands:

| June 30, 2018 | Commercial Credit Exposure Credit Risk Profile by Internally Assigned Grade | | | | | | |
|---|---|---|---|---|---|---|---|
| | Commercial | Agricultural | Real Estate-Residential | Real Estate-Commercial | Real Estate-Construction | Equity LOC | Total |
| Grade: | | | | | | | |
| Pass | $48,738 | $ 63,447 | $ 14,508 | $ 247,866 | $ 25,228 | $39,421 | $439,208 |
| Special Mention | 705 | 254 | 122 | 3,462 | - | - | 4,543 |
| Substandard | 255 | - | 159 | 280 | 97 | 41 | 832 |
| Doubtful | - | - | - | - | - | - | - |
| Total | $49,698 | $ 63,701 | $ 14,789 | $ 251,608 | $ 25,325 | $39,462 | $444,583 |

| December 31, 2017 | Commercial Credit Exposure Credit Risk Profile by Internally Assigned Grade | | | | | | |
|---|---|---|---|---|---|---|---|
| | Commercial | Agricultural | Real Estate-Residential | Real Estate-Commercial | Real Estate-Construction | Equity LOC | Total |
| Grade: | | | | | | | |
| Pass | $38,851 | $ 56,859 | $ 16,218 | $ 239,944 | $ 25,081 | $41,636 | $418,589 |
| Special Mention | 238 | 253 | 125 | 26 | - | - | 642 |
| Substandard | 531 | 1,796 | 281 | 287 | 100 | 162 | 3,157 |
| Doubtful | - | - | - | - | - | - | - |
| Total | $39,620 | $ 58,908 | $ 16,624 | $ 240,257 | $ 25,181 | $41,798 | $422,388 |

| | Consumer Credit Exposure Credit Risk Profile Based on Payment Activity | Consumer Credit Exposure Credit Risk Profile Based on Payment Activity |
|---|---|---|

| | June 30, 2018 | | | December 31, 2017 | | |
|---|---|---|---|---|---|---|
| | Auto | Other | Total | Auto | Other | Total |
| Grade: | | | | | | |
| Performing | $66,888 | $3,981 | $70,869 | $60,060 | $3,788 | $63,848 |
| Non-performing | 296 | - | 296 | 378 | 20 | 398 |
| Total | $67,184 | $3,981 | $71,165 | $60,438 | $3,808 | $64,246 |

The following tables show the allocation of the allowance for loan losses at the dates indicated, in thousands:

| | Commercial | Agricultural | Real Estate- Residential | Real Estate- Commercial | Real Estate- Construction | Equity LOC | Auto | Other | Total |
|---|---|---|---|---|---|---|---|---|---|
| **<u>Six months ended 6/30/18:</u>** | | | | | | | | | |
| <u>Allowance for Loan Losses</u> | | | | | | | | | |
| Beginning balance | $ 725 | $ 623 | $ 231 | $ 2,729 | $ 783 | $ 533 | $ 946 | $ 99 | $ 6,669 |
| Charge-offs | (266) | - | - | - | - | - | (476) | (21) | (763) |
| Recoveries | 15 | - | 91 | 18 | 2 | 3 | 155 | 8 | 292 |
| Provision | 379 | (77) | (127) | (48) | (5) | (55) | 419 | 14 | 500 |
| Ending balance | $ 853 | $ 546 | $ 195 | $ 2,699 | $ 780 | $ 481 | $ 1,044 | $ 100 | $ 6,698 |
| **<u>Three months ended 6/30/18:</u>** | | | | | | | | | |
| <u>Allowance for Loan Losses</u> | | | | | | | | | |
| Beginning balance | $ 772 | $ 494 | $ 212 | $ 2,759 | $ 791 | $ 510 | $ 977 | $ 107 | $ 6,622 |
| Charge-offs | (1) | - | - | - | - | - | (311) | (2) | (314) |
| Recoveries | 8 | - | - | 1 | - | 2 | 73 | 6 | 90 |
| Provision | 74 | 52 | (17) | (61) | (11) | (31) | 305 | (11) | 300 |
| Ending balance | $ 853 | $ 546 | $ 195 | $ 2,699 | $ 780 | $ 481 | $ 1,044 | $ 100 | $ 6,698 |
| **<u>Six months ended 6/30/17:</u>** | | | | | | | | | |
| <u>Allowance for Loan Losses</u> | | | | | | | | | |
| Beginning balance | $ 655 | $ 466 | $ 280 | $ 2,740 | $ 927 | $ 575 | $ 815 | $ 91 | $ 6,549 |
| Charge-offs | (67) | - | - | - | - | - | (90) | (18) | (175) |
| Recoveries | 19 | - | 2 | 3 | - | 2 | 50 | 5 | 81 |
| Provision | 98 | 48 | (30) | 69 | 144 | (16) | 70 | 17 | 400 |
| Ending balance | $ 705 | $ 514 | $ 252 | $ 2,812 | $ 1,071 | $ 561 | $ 845 | $ 95 | $ 6,855 |
| **<u>Three months ended 6/30/17:</u>** | | | | | | | | | |
| <u>Allowance for Loan Losses</u> | | | | | | | | | |
| Beginning balance | $ 788 | $ 473 | $ 268 | $ 2,919 | $ 838 | $ 561 | $ 806 | $ 90 | $ 6,743 |
| Charge-offs | (67) | - | - | - | - | - | (40) | (13) | (120) |
| Recoveries | 11 | - | 1 | 1 | - | 2 | 16 | 1 | 32 |
| Provision | (27) | 41 | (17) | (108) | 233 | (2) | 63 | 17 | 200 |

| | | | | | | | | | |
|---|---|---|---|---|---|---|---|---|---|
| Ending balance | $ 705 | $ 514 | $ 252 | $ 2,812 | $ 1,071 | $561 | $845 | $95 | $6,855 |
| **June 30, 2018:** | | | | | | | | | |
| Allowance for Loan Losses | | | | | | | | | |
| Ending balance: individually evaluated for impairment | $ 7 | $ - | $ 45 | $ - | $ 29 | $- | $- | $- | $81 |
| Ending balance: collectively evaluated for impairment | $ 846 | $ 546 | $ 150 | $ 2,699 | $ 751 | $481 | $1,044 | $100 | $6,617 |
| Loans | | | | | | | | | |
| Ending balance | $ 49,698 | $ 63,701 | $ 14,789 | $ 251,608 | $ 25,325 | $39,462 | $67,184 | $3,981 | $515,748 |
| Ending balance: individually evaluated for impairment | $ 19 | $ 254 | $ 810 | $ 280 | $ 217 | $42 | $304 | $3 | $1,929 |
| Ending balance: collectively evaluated for impairment | $ 49,679 | $ 63,447 | $ 13,979 | $ 251,328 | $ 25,108 | $39,420 | $66,880 | $3,978 | $513,819 |
| **December 31, 2017:** | | | | | | | | | |
| Allowance for Loan Losses | | | | | | | | | |
| Ending balance: individually evaluated for impairment | $ 2 | $ - | $ 48 | $ - | $ 32 | $- | $- | $- | $82 |
| Ending balance: collectively evaluated for impairment | $ 723 | $ 623 | $ 183 | $ 2,729 | $ 751 | $533 | $946 | $99 | $6,587 |
| Loans | | | | | | | | | |
| Ending balance | $ 39,620 | $ 58,908 | $ 16,624 | $ 240,257 | $ 25,181 | $41,798 | $60,438 | $3,808 | $486,634 |
| Ending balance: individually evaluated for impairment | $ 14 | $ 253 | $ 934 | $ 287 | $ 224 | $162 | $377 | $19 | $2,270 |
| Ending balance: collectively evaluated for impairment | $ 39,606 | $ 58,655 | $ 15,690 | $ 239,970 | $ 24,957 | $41,636 | $60,061 | $3,789 | $484,364 |

The following table shows an aging analysis of the loan portfolio by the time past due, in thousands:

| **June 30, 2018** | 30-89 Days Past Due | 90 Days and Still Accruing | Nonaccrual | Total Past Due and Nonaccrual | Current | Total |
|---|---|---|---|---|---|---|
| Commercial | $996 | $ - | $ 5 | $ 1,001 | $48,697 | $49,698 |
| Agricultural | 480 | - | - | 480 | 63,221 | 63,701 |
| Real estate – residential | 165 | - | 159 | 324 | 14,465 | 14,789 |
| Real estate – commercial | 153 | - | 280 | 433 | 251,175 | 251,608 |
| Real estate - construction & land | - | - | 96 | 96 | 25,229 | 25,325 |
| Equity Lines of Credit | 341 | - | 42 | 383 | 39,079 | 39,462 |
| Auto | 702 | - | 297 | 999 | 66,185 | 67,184 |
| Other | 29 | - | 3 | 32 | 3,949 | 3,981 |
| Total | $2,866 | $ - | $ 882 | $ 3,748 | $512,000 | $515,748 |

| **December 31, 2017** | 30-89 Days Past Due | 90 Days and Still Accruing | Nonaccrual | Total Past Due and Nonaccrual | Current | Total |
|---|---|---|---|---|---|---|
| Commercial | $1,869 | $ - | $ - | $ 1,869 | $37,751 | $39,620 |
| Agricultural | - | 1,796 | - | 1,796 | 57,112 | 58,908 |
| Real estate – residential | 130 | - | 281 | 411 | 16,213 | 16,624 |
| Real estate - commercial | - | - | 287 | 287 | 239,970 | 240,257 |
| Real estate - construction & land | 38 | - | 100 | 138 | 25,043 | 25,181 |
| Equity Lines of Credit | 345 | - | 162 | 507 | 41,291 | 41,798 |
| Auto | 1,047 | - | 377 | 1,424 | 59,014 | 60,438 |
| Other | 20 | - | 19 | 39 | 3,769 | 3,808 |
| Total | $3,449 | $ 1,796 | $ 1,226 | $ 6,471 | $480,163 | $486,634 |

The following tables show information related to impaired loans at the dates indicated, in thousands:

| **As of June 30, 2018:** | Recorded Investment | Unpaid Principal Balance | Related Allowance | Average Recorded Investment | Interest Income Recognized |
|---|---|---|---|---|---|
| With no related allowance recorded: | | | | | |
| Commercial | $ - | $ - | | $ - | $ - |
| Agricultural | 254 | 254 | | 254 | 9 |
| Real estate – residential | 577 | 588 | | 580 | 18 |
| Real estate – commercial | 280 | 280 | | 284 | - |
| Real estate – construction & land | - | - | | - | - |
| Equity Lines of Credit | 42 | 42 | | 51 | - |
| Auto | 304 | 304 | | 232 | - |
| Other | 3 | 3 | | 1 | - |
| With an allowance recorded: | | | | | |
| Commercial | $ 19 | $ 19 | $ 7 | $ 14 | $ 1 |
| Agricultural | - | - | - | - | - |
| Real estate – residential | 233 | 233 | 45 | 235 | 4 |
| Real estate – commercial | - | - | - | - | - |
| Real estate – construction & land | 217 | 217 | 29 | 220 | 4 |
| Equity Lines of Credit | - | - | - | - | - |
| Auto | - | - | - | - | - |
| Other | - | - | - | - | - |
| Total: | | | | | |
| Commercial | $ 19 | $ 19 | $ 7 | $ 14 | $ 1 |
| Agricultural | 254 | 254 | - | 254 | 9 |
| Real estate – residential | 810 | 821 | 45 | 815 | 22 |
| Real estate – commercial | 280 | 280 | - | 284 | - |
| Real estate – construction & land | 217 | 217 | 29 | 220 | 4 |
| Equity Lines of Credit | 42 | 42 | - | 51 | - |
| Auto | 304 | 304 | - | 232 | - |
| Other | 3 | 3 | - | 1 | - |
| Total | $ 1,929 | $ 1,940 | $ 81 | $ 1,871 | $ 36 |

| **As of December 31, 2017:** | Recorded Investment | Unpaid Principal Balance | Related Allowance | Average Recorded Investment | Interest Income Recognized |
|---|---|---|---|---|---|
| With no related allowance recorded: | | | | | |
| Commercial | $ - | $ - | | $ - | $ - |
| Agricultural | 253 | 253 | | 255 | 19 |
| Real estate – residential | 697 | 708 | | 548 | 38 |
| Real estate – commercial | 287 | 287 | | 184 | - |
| Real estate – construction & land | - | - | | - | - |
| Equity Lines of Credit | 162 | 162 | | 180 | - |
| Auto | 377 | 377 | | 144 | - |
| Other | 19 | 19 | | 1 | - |
| With an allowance recorded: | | | | | |
| Commercial | $ 14 | $ 14 | $ 2 | $ 15 | $ 1 |
| Agricultural | - | - | - | - | - |
| Real estate – residential | 237 | 237 | 48 | 203 | 7 |
| Real estate – commercial | - | - | - | - | - |
| Real estate – construction & land | 224 | 224 | 32 | 230 | 8 |
| Equity Lines of Credit | - | - | - | - | - |
| Auto | - | - | - | - | - |
| Other | - | - | - | - | - |
| Total: | | | | | |
| Commercial | $ 14 | $ 14 | $ 2 | $ 15 | $ 1 |
| Agricultural | 253 | 253 | - | 255 | 19 |
| Real estate – residential | 934 | 945 | 48 | 751 | 45 |
| Real estate – commercial | 287 | 287 | - | 184 | - |
| Real estate – construction & land | 224 | 224 | 32 | 230 | 8 |
| Equity Lines of Credit | 162 | 162 | - | 180 | - |
| Auto | 377 | 377 | - | 144 | - |
| Other | 19 | 19 | - | 1 | - |
| Total | $ 2,270 | $ 2,281 | $ 82 | $ 1,760 | $ 73 |

**5. COMMITMENTS AND CONTINGENCIES**

The Company is party to claims and legal proceedings arising in the ordinary course of business. In the opinion of the Company's management, the amount of ultimate liability with respect to such proceedings will not have a material adverse effect on the financial condition or result of operations of the Company taken as a whole.

In the normal course of business, there are various outstanding commitments to extend credit, which are not reflected in the financial statements, including loan commitments of $117.3 million and $107.4 million and stand-by letters of credit of $417 thousand and $477 thousand at June 30, 2018 and December 31, 2017, respectively.

Of the loan commitments outstanding at June 30, 2018, $26.5 million are real estate construction loan commitments that are expected to fund within the next twelve months. The remaining commitments primarily relate to revolving lines of credit or other commercial loans, and many of these are expected to expire without being drawn upon. Therefore, the total commitments do not necessarily represent future cash requirements. Each loan commitment and the amount and type of collateral obtained, if any, are evaluated on an individual basis. Collateral held varies, but may include real property, bank deposits, debt or equity securities or business assets.

Stand-by letters of credit are conditional commitments written to guarantee the performance of a customer to a third party. These guarantees are primarily related to the purchases of inventory by commercial customers and are typically short-term in nature. Credit risk is similar to that involved in extending loan commitments to customers and accordingly, evaluation and collateral requirements similar to those for loan commitments are used. The deferred liability related to the Company's stand-by letters of credit was not significant at June 30, 2018 or December 31, 2017.

**6. EARNINGS PER SHARE**

Basic earnings per share is computed by dividing income available to common shareholders by the weighted average number of common shares outstanding for the period. Diluted earnings per share reflects the potential dilution that could occur if securities or other contracts to issue common stock, such as stock options, result in the issuance of common stock which shares in the earnings of the Company. The treasury stock method has been applied to determine the dilutive effect of stock options in computing diluted earnings per share.

| (In thousands, except per share data) | For the Three Months Ended June 30, 2018 | 2017 | For the Six Months Ended June 30, 2018 | 2017 |
|---|---|---|---|---|
| **Net Income:** | | | | |
| Net income | $3,445 | $2,541 | $6,725 | $4,605 |
| **Earnings Per Share:** | | | | |
| Basic earnings per share | $0.67 | $0.51 | $1.32 | $0.93 |
| Diluted earnings per share | $0.66 | $0.49 | $1.29 | $0.89 |
| **Weighted Average Number of Shares Outstanding:** | | | | |
| Basic shares | 5,107 | 5,001 | 5,089 | 4,956 |
| Diluted shares | 5,222 | 5,180 | 5,216 | 5,173 |

Shares of common stock issuable under stock options for which the exercise prices were greater than the average market prices were not included in the computation of diluted earnings per share due to their antidilutive effect. Stock options not included in the computation of diluted earnings per share, due to shares not being in-the-money and having an antidilutive effect, were approximately 71,000 and 0 for the three-month periods ended June 30, 2018 and 2017, respectively. Stock options not included in the computation of diluted earnings per share, due to shares not being in-the-money and having an antidilutive effect, were approximately 71,000 and 0 for the six-month periods ended June 30, 2018 and 2017, respectively.

**7. STOCK-BASED COMPENSATION**

Stock Options

In 2001, the Company established a Stock Option Plan for which 21,393 shares of common stock remain reserved for issuance to employees and directors and no shares are available for future grants as of June 30, 2018.

As of June 30, 2018, all remaining shares in this plan have vested and no compensation cost remains unrecognized.

A summary of the activity within the 2001 Stock Option Plan follows:

| | Shares | Weighted Average Exercise Price | Weighted Average Remaining Contractual Term in Years | Intrinsic Value |
|---|---|---|---|---|
| Options outstanding at January 1, 2018 | 46,293 | $ 2.95 | | |
| Options exercised | (24,900) | 2.95 | | |
| Options outstanding at June 30, 2018 | 21,393 | $ 2.95 | 0.7 | $540,000 |
| Options exercisable at June 30, 2018 | 21,393 | $ 2.95 | 0.7 | $540,000 |

In May 2013, the Company established the 2013 Stock Option Plan for which 436,200 shares of common stock are reserved and 236,100 shares are available for future grants as of June 30, 2018. The Plan requires that the option price may not be less than the fair market value of the stock at the date the option is granted, and that the stock must be paid in full at the time the option is exercised. Payment in full for the option price must be made in cash, with Company common stock previously acquired by the optionee and held by the optionee for a period of at least six months, in options of the Optionee that are fully vested and exercisable or in any combination of the foregoing. The options expire on dates determined by the Board of Directors, but not later than ten years from the date of grant.

During the six months ended June 30, 2018 the Company granted options to purchase 76,000 shares of common stock. The fair value of each option was estimated on the date of grant using the following assumptions. No options were granted during the six months ended June 30, 2017. The fair value of each option was estimated on the date of grant using the following assumptions.

| | 2018 |
|---|---|
| Expected life of stock options (in years) | 5.1 |
| Risk free interest rate | 2.38 % |
| Volatility | 30.4 % |
| Dividend yields | 1.39 % |
| Weighted-average fair value of options granted during the six months ended June 30, 2018 | $ 6.54 |

The Company determines the fair value of options on the date of grant using a Black-Scholes-Merton option pricing model that uses assumptions based on expected option life, expected stock volatility and the risk-free interest rate. The expected volatility assumptions used by the Company are based on the historical volatility of the Company’s common stock over the most recent period commensurate with the estimated expected life of the Company’s stock options. The Company bases its expected life assumption on its historical experience and on the terms and conditions of the stock options it grants to employees. The risk-free rate is based on the U.S. Treasury yield curve for the periods within the contractual life of the options in effect at the time of the grant.

A summary of the activity within the 2013 Plan follows:

| | Shares | Weighted Average Exercise Price | Weighted Average Remaining Contractual Term in Years | Intrinsic Value |
|---|---|---|---|---|
| Options outstanding at January 1, 2018 | 160,600 | $ 7.72 | | |
| Options granted | 76,000 | 24.40 | | |
| Options cancelled | (6,500 ) | 20.55 | | |
| Options exercised | (30,000 ) | 7.29 | | |
| Options outstanding at June 30, 2018 | 200,100 | $ 13.71 | 5.9 | $2,899,000 |
| Options exercisable at June 30, 2018 | 83,400 | $ 7.30 | 4.6 | $1,743,000 |
| Expected to vest after June 30, 2018 | 103,583 | $ 18.28 | 6.9 | $1,027,000 |

As of June 30, 2018, there was $555,000 of total unrecognized compensation cost related to non-vested, share-based compensation. That cost is expected to be recognized over a weighted average period of 2.9 years.

The total fair value of options vested during the six months ended June 30, 2018 and 2017 was $150,000 and $161,000, respectively. The total intrinsic value of options at time of exercise was $1,104,000 and $531,000 for the six months ended June 30, 2018 and 2017, respectively.

Compensation cost related to stock options recognized in operating results under the stock option plans was $98,000 and $86,000 for the six months ended June 30, 2018 and 2017, respectively. The associated income tax benefit recognized was $7,000 for the six months ended June 30, 2018 and $10,000 for the six months ended June 30, 2017. Compensation cost related to stock options recognized in operating results under the stock option plans was $51,000 and $43,000 for the three months ended June 30, 2018 and 2017, respectively. The associated income tax benefit recognized was $3,000 for the three months ended June 30, 2018 and $5,000 for the three months ended June 30, 2017.

Cash received from option exercises under the plans for the six months ended June 30, 2018 and 2017 were $263,000 and $164,000, respectively. The tax benefit realized for the tax deductions from option exercise totaled $99,000 and $45,000 for the six months ended June 30, 2018 and 2017, respectively.

**8. INCOME TAXES**

The Company files its income taxes on a consolidated basis with its subsidiary. Income tax expense is the total of current year income tax due or refundable and the change in deferred tax assets and liabilities.

Deferred tax assets and liabilities are recognized for the tax consequences of temporary differences between the reported amount of assets and liabilities and their tax bases. Deferred tax assets and liabilities are adjusted for the effects of changes in tax laws and rates on the date of enactment. A valuation allowance is recognized if, based on the weight of available evidence management believes it is more likely than not that some portion or all of the deferred tax assets will not be realized. On the consolidated balance sheet, net deferred tax assets are included in accrued interest receivable and other assets.

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

Interest expense and penalties associated with unrecognized tax benefits, if any, are classified as income tax expense in the consolidated income statement. There have been no significant changes to unrecognized tax benefits or accrued interest and penalties for the three months ended June 30, 2018.

**9. FAIR VALUE MEASUREMENT**

The Company measures fair value under the fair value hierarchy described below.

Level 1: Quoted prices for identical instruments traded in active exchange markets.

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

Level 3: Model based techniques that use one significant assumption not observable in the market. These unobservable assumptions reflect the Company’s estimates of assumptions that market participants would use on pricing the asset or liability. Valuation techniques include management judgment and estimation which may be significant.

In certain cases, the inputs used to measure fair value may fall into different levels of the fair value hierarchy. In such cases, the level in the fair value hierarchy within which the fair value measurement in its entirety falls has been determined based on the lowest level input that is significant to the fair value measurement in its entirety. The Company’s assessment of the significance of a particular input to the fair value measurement in its entirety requires judgment, and considers factors specific to the asset or liability.

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

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

The methods of determining the fair value of assets and liabilities presented in this note as of June 30, 2018 are consistent with Note 3 of the Company's 2017 Form 10-K except for the valuation of loans held for investment at June 30, 2018. We refined the calculation used to determine the disclosed fair value of our loans held for investment to estimate the fair value of our loan portfolio based on an exit price concept as part of adopting ASU 2016-01.

Fair Value of Financial Instruments

The carrying amounts and estimated fair values of financial instruments, at June 30, 2018 follows, in thousands:

| | | Fair Value Measurements at June 30, 2018 Using: | | | |
|---|---|---|---|---|---|
| | Carrying Value | Level 1 | Level 2 | Level 3 | Total Fair Value |
| Financial assets: | | | | | |
| Cash and cash equivalents | $52,673 | $52,673 | | | $52,673 |
| Investment securities | 157,792 | | $157,792 | | 157,792 |
| Loans, net | 511,977 | | | $525,040 | 525,040 |
| FHLB stock | 3,027 | | | | N/A |
| Accrued interest receivable | 2,568 | 7 | 606 | 1,955 | 2,568 |
| Financial liabilities: | | | | | |
| Deposits | 679,066 | 637,904 | 41,153 | | 679,057 |
| Repurchase agreements | 8,724 | | 8,724 | | 8,724 |
| Junior subordinated deferrable interest debentures | 10,310 | | | 8,122 | 8,122 |
| Accrued interest payable | 61 | 10 | 35 | 16 | 61 |

The carrying amounts and estimated fair values of financial instruments, at December 31, 2017 follows, in thousands:

| | Carrying Value | Fair Value Measurements at December 31, 2017 Using: | | | |
|---|---|---|---|---|---|
| | | Level 1 | Level 2 | Level 3 | Total Fair Value |
| Financial assets: | | | | | |
| Cash and cash equivalents | $87,537 | $87,537 | | | $87,537 |
| Investment securities | 137,466 | | $137,466 | | 137,466 |
| Loans, net | 482,248 | | | $484,269 | 484,269 |
| FHLB stock | 2,685 | | | | N/A |
| Accrued interest receivable | 2,582 | 31 | 522 | 2,029 | 2,582 |
| Financial liabilities: | | | | | |
| Deposits | 662,657 | 616,617 | 46,061 | | 662,678 |
| Repurchase agreements | 10,074 | | 10,074 | | 10,074 |
| Junior subordinated deferrable interest debentures | 10,310 | | | 7,829 | 7,829 |
| Accrued interest payable | 64 | 10 | 39 | 15 | 64 |

Because no market exists for a significant portion of the Company's financial instruments, fair value estimates are based on judgments regarding current economic conditions, risk characteristics of various financial instruments and other factors. Those estimates that are subjective in nature and involve uncertainties and matters of significant judgment and therefore cannot be determined with precision are included in Level 3. Changes in assumptions could significantly affect the fair values presented.

These estimates do not reflect any premium or discount that could result from offering the Company's entire holdings of a particular financial instrument for sale at one time, nor do they attempt to estimate the value of anticipated future business related to the instruments. In addition, the tax ramifications related to the realization of unrealized gains and losses can have a significant effect on fair value estimates and have not been considered in any of these estimates.

The following tables present information about the Company’s assets and liabilities measured at fair value on a recurring and non-recurring basis as of June 30, 2018 and December 31, 2017, and indicates the fair value hierarchy of the valuation techniques utilized by the Company to determine such fair value:

Assets and liabilities measured at fair value on a recurring basis at June 30, 2018 are summarized below, in thousands:

| | Total Fair Value | Fair Value Measurements at June 30, 2018 Using Quoted Prices in Active Markets for Identical Assets (Level 1) | Significant Other Observable Inputs (Level 2) | Significant Unobservable Inputs (Level 3) |
|---|---|---|---|---|
| Assets: | | | | |
| U.S. Government-sponsored agencies collateralized by mortgage obligations- residential | $ 122,194 | $ - | $ 122,194 | $ - |
| Obligations of states and political subdivisions | 35,598 | | 35,598 | |
| | $ 157,792 | $ - | $ 157,792 | $ - |

Assets and liabilities measured at fair value on a recurring basis at December 31, 2017 are summarized below, in thousands:

| | Total Fair Value | Fair Value Measurements at December 31, 2017 Using Quoted Prices in Active Markets for Identical Assets (Level 1) | Significant Other Observable Inputs (Level 2) | Significant Unobservable Inputs (Level 3) |
|---|---|---|---|---|
| Assets: | | | | |
| U.S. Government-sponsored agencies collateralized by mortgage obligations- residential | $103,788 | $- | $103,788 | $ - |
| Obligations of states and political subdivisions | 33,678 | | 33,678 | |
| | $137,466 | $- | $137,466 | $ - |

The fair value of securities available-for-sale equals quoted market price, if available. If quoted market prices are not available, fair value is determined using quoted market prices for similar securities or matrix pricing. There were no changes in the valuation techniques used during 2018 or 2017. Transfers between hierarchy measurement levels are recognized by the Company as of the beginning of the reporting period. Changes in fair market value are recorded in other comprehensive income.

Assets and liabilities measured at fair value on a non-recurring basis at June 30, 2018 are summarized below, in thousands:

| | Total Fair Value | Fair Value Measurements at June 30, 2018 Using Quoted Prices in Active Markets for Identical Assets (Level 1) | Significant Other Observable Inputs (Level 2) | Significant Unobservable Inputs (Level 3) | Total Gains (losses) Six Months Ended June 30, 2018 |
|---|---|---|---|---|---|
| Assets: | | | | | |
| Impaired loans: | | | | | |
| Construction and land | $80 | $- | $ - | $ 80 | $ 3 |
| Total impaired loans | 80 | - | - | 80 | 3 |
| Other real estate: | | | | | |
| Real estate – residential | 76 | - | - | 76 | (38) |
| Real estate – commercial | 285 | - | - | 285 | - |
| Construction and land | 592 | - | - | 592 | - |
| Total other real estate | 953 | - | - | 953 | (38) |
| | $1,033 | $- | $ - | $ 1,033 | $ (35) |

Assets and liabilities measured at fair value on a non-recurring basis at December 31, 2017 are summarized below, in thousands:

| | | Fair Value Measurements at December 31, 2017 Using | | | |
|---|---|---|---|---|---|
| | Total Fair Value | Quoted Prices in Active Markets for Identical Assets (Level 1) | Significant Other Observable Inputs (Level 2) | Significant Unobservable Inputs (Level 3) | Total Gains (Losses) Six Months Ended June 30, 2017 |
| Assets: | | | | | |
| Impaired loans: | | | | | |
| Real estate – commercial | $- | $- | $ - | $ - | $ 5 |
| Construction and land | 80 | - | - | 80 | - |
| Equity lines of credit | - | - | - | - | (19 ) |
| Total impaired loans | 80 | - | - | 80 | (14 ) |
| Other real estate: | | | | | |
| Real estate – commercial | 285 | - | - | 285 | (9 ) |
| Construction and land | 969 | - | - | 969 | - |
| Equity lines of credit | 90 | - | - | 90 | - |
| Total other real estate | 1,344 | - | - | 1,344 | (9 ) |
| | $1,424 | $- | $ - | $ 1,424 | $ (23 ) |

The Company has no liabilities which are reported at fair value.

The following methods were used to estimate fair value.

<u>Collateral-Dependent Impaired Loans:</u> The Bank does not record loans at fair value on a recurring basis. However, from time to time, fair value adjustments are recorded on these loans to reflect partial write-downs, through charge-offs or specific reserve allowances, that are based on fair value estimates of the underlying collateral. The fair

value estimates for collateral-dependent impaired loans are generally based on recent real estate appraisals or broker opinions, obtained from independent third parties, which are frequently adjusted by management to reflect current conditions and estimated selling costs (Level 3). Net gains (losses) of $3,000 and $(14,000) represent changes in impairment charges recognized during the six-months ended June 30, 2018 and 2017, respectively, related to the above impaired loans.

Other Real Estate: Nonrecurring adjustments to certain real estate properties classified as other real estate owned are measured at the lower of carrying amount or fair value, less costs to sell. In cases where the carrying amount exceeds the fair value, less costs to sell, an impairment loss is recognized. Fair values are generally based on third party appraisals of the property which are commonly adjusted by management to reflect current conditions and selling costs (Level 3).

Appraisals for both collateral-dependent impaired loans and other real estate are performed by certified general appraisers (for commercial properties) or certified residential appraisers (for residential properties) whose qualifications and licenses have been reviewed and verified by the Company. Once received, a member of the Loan Administration Department reviews the assumptions and approaches utilized in the appraisal as well as the overall resulting fair value in comparison with independent data sources such as recent market data or industry-wide statistics. On a quarterly basis, the Company compares the actual selling price of similar collateral that has been liquidated to the most recent appraised value for unsold properties to determine what additional adjustment, if any, should be made to the appraisal value to arrive at fair value. Adjustments are routinely made in the appraisal process by the independent appraisers to adjust for differences between the comparable sales and income data available.

The following table presents quantitative information about Level 3 fair value measurements for financial instruments measured at fair value on a non-recurring basis at June 30, 2018 and December 31, 2017 (dollars in thousands):

| Description | Fair Value 6/30/2018 | Fair Value 12/31/2017 | Valuation Technique | Significant Unobservable Input | Range (Weighted Average) 6/30/2018 | Range (Weighted Average) 12/31/2017 |
|---|---|---|---|---|---|---|
| Impaired Loans: | | | | | | |
| Construction and land | $ 80 | $ 80 | Third Party appraisals | Management Adjustments to Reflect Current Conditions and Selling Costs | 8% (8%) | 8% (8%) |
| Other Real Estate: | | | | | | |
| RE – Residential | $ 76 | $ - | Third Party appraisals | Management Adjustments to Reflect Current Conditions and Selling Costs | 10% (10%) | N/A |
| RE – Commercial | $ 285 | $ 285 | Third Party appraisals | Management Adjustments to Reflect Current Conditions and Selling Costs | 17% - 31% (22%) | 17% - 31% (22%) |
| Construction and land | $ 592 | $ 969 | Third Party appraisals | Management Adjustments to Reflect Current Conditions and Selling Costs | 10% (10%) | 10% (10%) |
| Equity Lines of Credit | $ - | $ 90 | Third Party appraisals | Management Adjustments to Reflect Current Conditions and Selling Costs | 10% (10%) | 10% (10%) |

**PART I – FINANCIAL INFORMATION**

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

Certain matters discussed in this Quarterly Report are forward-looking statements that are subject to risks and uncertainties that could cause actual results to differ materially from those projected in the forward-looking statements. Such risks and uncertainties include, among others, (1) significant increases in competitive pressures in the financial services industry; (2) changes in the interest rate environment resulting in reduced margins; (3) general economic conditions, either nationally or regionally, maybe less favorable than expected, resulting in, among other things, a deterioration in credit quality; (4) changes in regulatory environment; (5) loss of key personnel; (6) fluctuations in the real estate market; (7) changes in business conditions and inflation; (8) operational risks including data processing systems failures or fraud; and (9) changes in securities markets. Therefore, the information set forth herein should be carefully considered when evaluating the business prospects of Plumas Bancorp (the “Company”).

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

**INTRODUCTION**

The following discussion and analysis sets forth certain statistical information relating to the Company as of June 30, 2018 and December 31, 2017 and for the six and three-month periods ended June 30, 2018 and 2017. This discussion should be read in conjunction with the condensed consolidated financial statements and related notes included elsewhere in this Quarterly Report on Form 10-Q and the consolidated financial statements and notes thereto included in Plumas Bancorp’s Annual Report filed on Form 10-K for the year ended December 31, 2017.

Plumas Bancorp trades on The NASDAQ Capital Market under the ticker symbol “PLBC”.

**CRITICAL ACCOUNTING POLICIES AND ESTIMATES**

There have been no changes to the Company's critical accounting policies from those disclosed in the Company's 2017 Annual Report to Shareholders on Form 10-K.

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

**OVERVIEW - SIX MONTHS ENDED JUNE 30, 2018**

Net income increased by $2.1 million from $4.6 million during the six months ended June 30, 2017 to $6.7 million during the current six-month period. Earnings benefited from increases of $2.2 million in net interest income and $327 thousand in non-interest income and a decrease of $413 thousand in income tax expense. These items were partially offset by increases of $704 thousand in non-interest expense and $100 thousand in the provision for loan losses. Diluted earnings per share increased to $1.29 for the six months ended June 30, 2018 compared to $0.89 during the six months ended June 30, 2017.

Total assets at June 30, 2018 were $765 million, an increase of $19.3 million from December 31, 2017. Net loans increased by $29.7 million from $482.2 million at December 31, 2017 to $511.9 million at June 30, 2018. Investment securities increased by $20.3 million from $137.5 million at December 31, 2017 to $157.8 million at June 30, 2018. Cash and cash equivalents totaled $52.7 million at June 30, 2018 down $34.8 million from $87.5 million at December 31, 2017.

Deposits totaled $679 million at June 30, 2018, an increase of $16.4 million from $663 million at December 31, 2017. Non-interest-bearing demand deposits increased by $5.8 million, NOW accounts increased by $4.4 million and savings and money market accounts increased by $11.0 million. These increases were partially offset by a decline of $4.8 million in time deposits.

Shareholders' equity increased by $3.8 million from $55.7 million at December 31, 2017 to $59.5 million at June 30, 2018.

The annualized return on average assets was 1.85% for the six months ended June 30, 2018 up from 1.40% for the six months ended June 30, 2017. The annualized return on average equity increased from 18.3% during the first six months of 2017 to 23.6% during the current six-month period.

The following is a detailed discussion of each component affecting change in net income and the composition of our balance sheet.

**RESULTS OF OPERATIONS FOR THE SIX MONTHS ENDED JUNE 30, 2018**

**Net interest income before provision for loan losses.** Net interest income, on a nontax-equivalent basis, for the six months ended June 30, 2018 was $15.6 million, an increase of $2.2 million from the $13.4 million earned during the same period in 2017. The increase in net interest income includes an increase of $2.2 million in interest income partially offset by an increase of $44 thousand in interest expense. Net interest margin, which benefited from a 23 basis points increase in average yield on interest-earning assets, increased 22 basis points to 4.63%, up from 4.41% for the same period in 2017.

Interest income increased by 16% to $16.1 million for the six months ended June 30, 2018, up from $13.9 million during the same period in 2017. Related to increases in average loan balances and loan yield, interest and fees on loans increased by $1.5 million to $14.0 million for the six months ended June 30, 2018; compared to $12.5 million during the first half of 2017. The Company's average loan balances were $495 million for the six months ended June 30, 2018, up $29 million, or 6%, from $466 million for the same period in 2017.

The following table compares loan balances by type at June 30, 2018 and 2017.

| (dollars in thousands) | Balance at End of Period | Percent of Loans in Each Category | Balance at End of Period | Percent of Loans in Each Category |
|---|---|---|---|---|

| | **06/30/18** | to Total Loans **06/30/18** | | **06/30/17** | to Total Loans **06/30/17** | |
|---|---|---|---|---|---|---|
| Commercial | $49,698 | 9.6 | % | $39,394 | 8.3 | % |
| Agricultural | 63,701 | 12.4 | % | 54,974 | 11.5 | % |
| Real estate – residential | 14,789 | 2.9 | % | 18,952 | 4.0 | % |
| Real estate – commercial | 251,608 | 48.8 | % | 236,791 | 49.7 | % |
| Real estate – construction | 25,325 | 4.9 | % | 24,819 | 5.2 | % |
| Equity Lines of Credit | 39,462 | 7.6 | % | 42,211 | 8.9 | % |
| Auto | 67,184 | 13.0 | % | 55,255 | 11.6 | % |
| Other | 3,981 | 0.8 | % | 3,695 | 0.8 | % |
| Total Gross Loans | $515,748 | 100 | % | $476,091 | 100 | % |

The average rate earned on the Company’s loan balances increased by 27 basis points to 5.70% during the first six months of 2018 compared to 5.43% during the first six months of 2017. We attribute this increase in yield to an increase in the prime interest rate and a decrease in net loan costs of $87 thousand. Loan pricing continues to be extremely competitive in our service area.

Interest on investment securities increased by $672 thousand related to an increase in yield of 38 basis points, from 2.15% during the first half of 2017 to 2.53% during the six months ended June 30, 2018, and an increase in average balance from $109.1 million during the first half of 2017 to $146.2 million during the six months ended June 30, 2018. We attribute the increase in yield during the current period primarily to market conditions. See “Investment Portfolio and Federal Funds Sold” for additional information related to the Company’s investment portfolio. Interest earned on other interest earning assets increased by $110 thousand to $289 thousand during the six months ended June 30, 2018 related to an increase in yield of 65 basis points from 0.97% during the six months ended June 30, 2017 to 1.62% during the current six-month period. Other interest earning assets mostly related to balances held at the Federal Reserve Bank of San Francisco.

Interest expense on deposits increased by $24 thousand to $304 thousand for the six months ended June 30, 2018, up from $280 thousand during the 2017 period. This increase relates to an increase in the average balance of NOW, Money Market and Savings accounts partially offset by a decrease in the average balance of time deposits.

Interest on time deposits declined by $7 thousand. Average time deposits declined by $5.0 million from $47.9 million during the six months ended June 30, 2017 to $42.9 million during the current period. We attribute much of the reduction in time deposit to the unusually low interest rate environment as we have seen a movement out of time into more liquid deposit types. The average rate paid on time deposits was 0.31% during the six months ended June 30, 2018 and 2017.

The largest increase in interest expense on deposits was a $18 thousand increase in interest on savings accounts related to growth in this deposit category. Average savings balances increased from $152.6 million during the six months ended June 30, 2017 to $174.0 million during the current six-month period. Plumas Bank’s savings accounts provide an attractive interest rate, in the current rate environment, and we have seen continued growth in savings accounts for the last few years. The average rate paid on savings accounts was 17 basis points during the six months ended June 30, 2018 and 2017.

Interest expense on other interest-bearing liabilities increased by $20 thousand from $222 thousand during the six months ended June 30, 2017 to $242 thousand during the current six-month period. Interest expense on note payable was $28 thousand during the six months ended June 30, 2017. The note payable was paid off in April of 2017 resulting in a decrease in expense in the comparison periods of $28 thousand. Interest expense on junior subordinated debentures, which increased by $47 thousand to $239 thousand, fluctuates with changes in the 3-month London Interbank Offered Rate (LIBOR) .

The following table presents for the six-month periods indicated the distribution of consolidated average assets, liabilities and shareholders' equity. It also presents the amounts of interest income from interest-earning assets and the resultant annualized yields, as well as the amounts of interest expense on interest-bearing liabilities and the resultant cost expressed in both dollars and annualized rate percentages. Average balances are based on daily averages. Nonaccrual loans are included in the calculation of average loans while nonaccrued interest thereon is excluded from the computation of yields earned:

| | For the Six Months Ended June 30, 2018 | | | For the Six Months Ended June 30, 2017 | | |
|---|---|---|---|---|---|---|
| | Average Balance (in thousands) | Interest (in thousands) | Yield/ Rate | Average Balance (in thousands) | Interest (in thousands) | Yield/ Rate |
| **Interest-earning assets:** | | | | | | |
| Loans (1) (2) (3) | $495,151 | $ 13,987 | 5.70 % | $466,155 | $ 12,541 | 5.43 % |
| Investment securities (1) | 146,203 | 1,836 | 2.53 % | 109,130 | 1,164 | 2.15 % |
| Interest-bearing deposits | 36,018 | 289 | 1.62 % | 37,243 | 179 | 0.97 % |
| Total interest-earning assets | 677,372 | 16,112 | 4.80 % | 612,528 | 13,884 | 4.57 % |
| Cash and due from banks | 21,309 | | | 18,347 | | |
| Other assets | 36,252 | | | 32,370 | | |
| Total assets | $734,933 | | | $663,245 | | |
| **Interest-bearing liabilities:** | | | | | | |
| NOW deposits | $102,113 | 47 | 0.09 % | $95,047 | 43 | 0.09 % |
| Money market deposits | 65,797 | 48 | 0.15 % | 55,289 | 39 | 0.14 % |
| Savings deposits | 173,968 | 143 | 0.17 % | 152,615 | 125 | 0.17 % |
| Time deposits | 42,917 | 66 | 0.31 % | 47,943 | 73 | 0.31 % |
| Total deposits | 384,795 | 304 | 0.16 % | 350,894 | 280 | 0.16 % |
| Note payable | - | - | - % | 1,412 | 28 | 4.00 % |
| Junior subordinated debentures | 10,310 | 239 | 4.67 % | 10,310 | 192 | 3.76 % |
| Other interest-bearing liabilities | 7,967 | 3 | 0.08 % | 6,531 | 2 | 0.06 % |
| Total interest-bearing liabilities | 403,072 | 546 | 0.27 % | 369,147 | 502 | 0.27 % |
| Non-interest-bearing deposits | 267,925 | | | 237,033 | | |
| Other liabilities | 6,515 | | | 6,339 | | |
| Shareholders' equity | 57,421 | | | 50,726 | | |

| | | | | | |
|---|---|---|---|---|---|
| Total liabilities & equity | $734,933 | | | $663,245 | | |
| Cost of funding interest-earning assets (4) | | | 0.17 % | | | 0.16 % |
| Net interest income and margin (5) | | $ 15,566 | 4.63 % | | $ 13,382 | 4.41 % |

(1) Not computed on a tax-equivalent basis.
(2) Average nonaccrual loan balances of $1.0 million for 2018 and $2.9 million for 2017 are included in average loan balances for computational purposes.
(3) Net loan costs included in loan interest income for the six-month periods ended June 30, 2018 and 2017 were $131,000 and $218,000, respectively.
(4) Total annualized interest expense divided by the average balance of total earning assets.
(5) Annualized net interest income divided by the average balance of total earning assets.

The following table sets forth changes in interest income and interest expense for the six-month periods indicated and the amount of change attributable to variances in volume, rates and the combination of volume and rates based on the relative changes of volume and rates:

| | 2018 over 2017 change in net interest income for the six months ended June 30 (in thousands) | | | |
|---|---|---|---|---|
| | **Volume (1)** | **Rate (2)** | **Mix (3)** | **Total** |
| **Interest-earning assets:** | | | | |
| Loans | $780 | $627 | $39 | $1,446 |
| Investment securities | 396 | 206 | 70 | 672 |
| Interest bearing deposits | (6) | 120 | (4) | 110 |
| Total interest income | 1,170 | 953 | 105 | 2,228 |
| **Interest-bearing liabilities:** | | | | |
| NOW deposits | 3 | 1 | - | 4 |
| Money market deposits | 8 | 1 | - | 9 |
| Savings deposits | 18 | - | - | 18 |
| Time deposits | (8) | 1 | - | (7) |
| Note payable | (28) | - | - | (28) |
| Junior subordinated debentures | - | 47 | - | 47 |
| Other | 1 | - | - | 1 |
| Total interest expense | (6) | 50 | - | 44 |
| Net interest income | $1,176 | $903 | $105 | $2,184 |

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(1) The volume change in net interest income represents the change in average balance multiplied by the previous year’s rate.

(2) The rate change in net interest income represents the change in rate multiplied by the previous year’s average balance.

(3) The mix change in net interest income represents the change in average balance multiplied by the change in rate.

**Provision for loan losses.** During the six months ended June 30, 2018 and 2017 we recorded a provision for loan losses of $500 thousand and $400 thousand, respectively. See “Analysis of Asset Quality and Allowance for Loan Losses” for further discussion of loan quality trends and the provision for loan losses.

The allowance for loan losses is maintained at a level that management believes will be appropriate to absorb probable incurred losses on existing loans based on an evaluation of the collectability of the loans and prior loan loss experience. The evaluations take into consideration such factors as changes in the nature and volume of the portfolio, overall portfolio quality, review of specific problem loans, and current economic conditions that may affect the borrower's ability to repay their loan. The allowance for loan losses is based on estimates, and ultimate losses may vary from the current estimates. These estimates are reviewed not less than quarterly and, as adjustments become necessary, they are reported in earnings in the periods in which they become known.

Based on information currently available, management believes that the allowance for loan losses is appropriate to absorb probable incurred losses in the portfolio. However, no assurance can be given that the Company may not sustain charge-offs which are in excess of the allowance in any given period.

**Non-interest income.** During the six months ended June 30, 2018, non-interest income totaled $4.8 million, an increase of $327 thousand from the six months ended June 30, 2017. The largest component of this increase was a $209 thousand gain recorded upon the prospective adoption of a newly effective accounting pronouncement impacting the measurement of equity securities, which in our case consists of stock in our correspondent banks, without a readily determinable fair market value. Other significant increases included $67 thousand in service charges on deposit accounts, $98 thousand in interchange income and $49 thousand in loan service fees. We attribute these increases primarily to growth in the bank.

Gains on sale of SBA loans decreased by $115 thousand from $1.3 million during the six months ended June 30, 2017 to $1.2 million during the current period. Proceeds from SBA loan sales totaled $22.2 million during the current period and $22.3 million for the six months ended June 30, 2017. Loans originated for sale totaled $22.6 million during the six months ended June 30, 2018 and $19.7 million during the six months ended June 30, 2017. The decline in gain on sale mostly relates to a decline in the average premium received on sale. As market rates increase, rates on SBA loans which are variable rate and tied to Prime increase which typically results in an increase in prepay speed on these loans which adversely effects the premium received on sale.

The following table describes the components of non-interest income for the six-month periods ended June 30, 2018 and 2017, dollars in thousands:

| | **For the Six Months Ended June 30** | | | |
|---|---|---|---|---|
| | **2018** | **2017** | **Dollar Change** | **Percentage Change** |
| Service charges on deposit accounts | $1,294 | $1,227 | $ 67 | 5.5 % |
| Gain on sale of loans, net | 1,199 | 1,314 | (115 ) | (8.8 %) |
| Interchange income | 1,044 | 946 | 98 | 10.4 % |
| Loan servicing fees | 386 | 337 | 49 | 14.5 % |
| Gain on equity securities with no readily determinable fair value | 209 | - | 209 | 100 % |
| Earnings on life insurance policies | 165 | 167 | (2 ) | (1.2 %) |
| Loss on sale of investments | (8 ) | (17 ) | 9 | 52.9 % |
| Other | 468 | 456 | 12 | 2.6 % |
| Total non-interest income | $4,757 | $4,430 | $ 327 | 7.4 % |

**Non-interest expense.** During the six months ended June 30, 2018, total non-interest expense increased by $704 thousand to $10.7 million. The three largest components of this increase were increases of $245 thousand or 4.2%, in salaries and benefits, $148 thousand in professional fees and $226 thousand in other. The largest components of the increase in salary and benefit expense were increases of $241 thousand or 5.5%, in salary expense and $177 thousand in accrued bonus expense. Salary expense increased to $4.6 million related to additions to staff and merit and promotion increases. Bonus expense is mostly a function of pretax income; the increase during the 2018 period is

primarily related to the increase in pretax income. These items were partially offset by an increase in the deferral of loan origination costs of $298 thousand to $1.2 million related mostly to an increase in loan origination activity.

Professional fees increased by $148 thousand related primarily to an $89 thousand increase in consulting expense and a $51 thousand increase in legal expense. The increase in consulting costs includes costs related to an external review of our compliance management system and ongoing bank compliance consulting and $21 thousand related to our pending acquisition of Mutual Omaha Bank's Carson City Nevada branch. See "Recent Developments." The increase in legal expense includes costs associated with the above-mentioned branch acquisition and costs associated with litigation brought by a third-party municipality against one of our borrowers which could adversely affect our collateral position. The increase in other non-interest expense included a $50 thousand increase in the reserve for undisbursed loan commitments and costs associated with the pending termination of our lease at our Tahoe City, California branch. Recently we purchased a building in Tahoe City which, after remodeling is complete, will become the new home of our Tahoe City Branch. Our lease obligation at our current location includes a termination penalty that has been accrued into other expense. This accrual along with the increase in the reserve for undisbursed loan commitments account for most of the increase in other expense.

The largest decrease in non-interest expense was a $72 thousand reduction in director compensation and retirement expense related to the reversal of accrued retirement costs related to our former director John Flournoy who elected not to run for reelection and instead allowed his board term to expire as of May 16, 2018. Mr. Flournoy did not meet the minimum years of service required under his agreement to receive benefits.

The following table describes the components of non-interest expense for the six-month periods ended June 30, 2018 and 2017, dollars in thousands:

| | For the Six Months Ended June 30 | | | |
|---|---|---|---|---|
| | 2018 | 2017 | Dollar Change | Percentage Change |
| Salaries and employee benefits | $6,036 | $5,791 | $ 245 | 4.2 % |
| Occupancy and equipment | 1,407 | 1,423 | (16 ) | (1.1 )% |
| Outside service fees | 1,156 | 1,084 | 72 | 6.6 % |
| Professional fees | 437 | 289 | 148 | 51.2 % |
| Telephone and data communication | 266 | 257 | 9 | 3.5 % |
| Advertising and shareholder relations | 210 | 182 | 28 | 15.4 % |
| Business development | 196 | 185 | 11 | 5.9 % |
| Armored car and courier | 159 | 133 | 26 | 19.5 % |
| Loan and collection expenses | 135 | 94 | 41 | 43.6 % |
| Deposit insurance | 119 | 112 | 7 | 6.3 % |
| Director compensation and retirement | 85 | 157 | (72 ) | (45.9 )% |
| Stationery and supplies | 52 | 55 | (3 ) | (5.5 )% |
| OREO expenses | 38 | 22 | 16 | 72.7 % |
| Provision from change in OREO valuation | 38 | 9 | 29 | 322.2 % |
| Gain on sale of OREO | (63 ) | - | (63 ) | (100.0 )% |
| Other | 408 | 182 | 226 | 124.2 % |
| Total non-interest expense | $10,679 | $9,975 | $ 704 | 7.1 % |

**Provision for income taxes.** The Company recorded an income tax provision of $2.4 million, or 26.5% of pre-tax income for the six months ended June 30, 2018. This compares to an income tax provision of $2.8 million, or 38.1% of pre-tax income for the six months ended June 30, 2017. The decline from 38.1% to 26.5% mostly relates from a change in the Federal corporate tax rate, under the Tax Cuts and Jobs Act, from 34% to 21%. The percentages for 2018 and 2017 differ from statutory rates as tax exempt items of income such as earnings on Bank owned life insurance and municipal loan and securities interest decrease taxable income. In addition, the 2018 and 2017 provision include income tax benefits related to the exercise of stock options of $99 thousand and $45 thousand, respectively.

Deferred tax assets and liabilities are recognized for the tax consequences of temporary differences between the reported amount of assets and liabilities and their tax bases. Deferred tax assets and liabilities are measured using enacted tax rates expected to apply to taxable income in the years in which those temporary differences are expected to be recovered or settled. The determination of the amount of deferred income tax assets which are more likely than not to be realized is primarily dependent on projections of future earnings, which are subject to uncertainty and estimates that may change given economic conditions and other factors. The realization of deferred income tax assets

is assessed and a valuation allowance is recorded if it is "more likely than not" that all or a portion of the deferred tax asset will not be realized. "More likely than not" is defined as greater than a 50% chance. All available evidence, both positive and negative is considered to determine whether, based on the weight of that evidence, a valuation allowance is needed. Based upon the analysis of available evidence, management has determined that it is "more likely than not" that all deferred income tax assets as of June 30, 2018 and December 31, 2017 will be fully realized and therefore no valuation allowance was recorded. On the consolidated balance sheet, net deferred tax assets are included in accrued interest receivable and other assets.

**RESULTS OF OPERATIONS FOR THE THREE MONTHS ENDED JUNE 30, 2018**

**Net Income.** The Company recorded net income of $3.4 million for the three months ended June 30, 2018 up $904 thousand from net income of $2.5 million for the three months ended June 30, 2017. An increase of $1.1 million in net interest income and a reduction of $360 thousand in income tax expense were partially offset by increases of $337 thousand in non-interest expense and $100 thousand in the provision for loan losses and a decrease of $157 thousand in non-interest income.

The following is a detail discussion of each component of the change in net income.

**Net interest income before provision for loan losses.** Net interest income, on a nontax-equivalent basis, was $8.0 million for the three months ended June 30, 2018 an increase of $1.1 million, or 17%, from $6.9 million for the same period in 2017. The increase in net interest income includes an increase of $1.2 million in interest income; the largest component of which was an increase in interest and fees on loans of $776 thousand. Net interest margin for the three months ended June 30, 2018 increased by 24 basis points from 4.51% during the second quarter of 2017 to 4.75% during the current quarter.

Interest income increased by 17%, to $8.3 million for the three months ended June 30, 2018, up from $7.1 million during the same period in 2017. Related to an increase in average loan balances and an increase in yield, interest and fees on loans increased $776 thousand to $7.2 million for the three months ended June 30, 2018 as compared to $6.4 million during the second quarter of 2017. The Company's average loan balances were $501 million for the three months ended June 30, 2018, up $31 million, or 7%, from $470 million for the same period in 2017. The average yield on loans was 5.77% during the second quarter of 2018 up from 5.48% for same quarter in 2017. We attribute this increase in yield primarily to an increase in the prime interest rate as well as a decrease in net loan costs of $70 thousand.

Interest on investment securities increased by $377 thousand because of an increase in yield of 43 basis points from 2.15% during the second quarter of 2017 to 2.58% during the three months ended June 30, 2018 and an increase in average balance from $112.3 million in 2017 to $152.3 million in 2018. During the current period yield benefited from market conditions.

Interest expense on deposits increased by $13 thousand to $153 thousand for the three months ended June 30, 2018, up from $140 thousand during the 2017 quarter. The largest increase in interest expense on deposits was an increase of $8 thousand in interest on savings accounts related to growth in this deposit category. Average savings balances increased from $153.6 million during the three months ended June 30, 2017 to $172.8 million during the current quarter. Plumas Bank's savings accounts provide an attractive interest rate in the current rate environment and we have

seen continued growth in savings accounts for the last few years. The average rate paid on savings accounts was 16 basis points during both periods.

Interest on time deposits declined by $3 thousand. Average time deposits declined by $5.4 million from $47.3 million during the three months ended June 30, 2017 to $41.9 million during the current quarter. We attribute much of the reduction in time deposits to the unusually low interest rate environment as we have seen a movement out of time into more liquid deposit types. The average rate paid on time deposits was 0.31% during the three-months ended June 30, 2017 and 0.32% during the current quarter.

Interest expense on other interest-bearing liabilities increased by $24 thousand from $104 thousand during the three months ended June 30, 2017 to $128 thousand during the current quarter. This increase was related to an increase in rate paid on junior subordinated debentures; interest expense on this debt, which fluctuates with changes in the 3-month LIBOR rate, increased by $28 thousand to $127 thousand.

The following table presents for the three-month periods indicated the distribution of consolidated average assets, liabilities and shareholders' equity. It also presents the amounts of interest income from interest earning assets and the resultant annualized yields expressed in both dollars and annualized yield percentages, as well as, the amounts of interest expense on interest bearing liabilities and the resultant cost expressed in both dollars and annualized rate percentages. Average balances are based on daily averages. Nonaccrual loans are included in the calculation of average loans while nonaccrued interest thereon is excluded from the computation of yields earned:

| | **For the Three Months Ended June 30, 2018** | | | **For the Three Months Ended June 30, 2017** | | |
|---|---|---|---|---|---|---|
| | **Average Balance (in thousands)** | **Interest (in thousands)** | **Yield/ Rate** | **Average Balance (in thousands)** | **Interest (in thousands)** | **Yield/ Rate** |
| **Interest-earning assets:** | | | | | | |
| Loans (1) (2) (3) | $501,400 | $ 7,209 | 5.77 % | $470,451 | $ 6,433 | 5.48 % |
| Investment securities (1) | 152,288 | 980 | 2.58 % | 112,326 | 603 | 2.15 % |
| Other | 23,534 | 105 | 1.79 % | 28,948 | 83 | 1.15 % |
| Total interest-earning assets | 677,222 | 8,294 | 4.91 % | 611,725 | 7,119 | 4.67 % |
| Cash and due from banks | 22,680 | | | 18,364 | | |
| Other assets | 37,456 | | | 32,177 | | |
| Total assets | $737,358 | | | $662,266 | | |
| **Interest-bearing liabilities:** | | | | | | |
| NOW deposits | $103,736 | 24 | 0.09 % | $94,459 | 22 | 0.09 % |
| Money market deposits | 68,350 | 25 | 0.15 % | 53,285 | 19 | 0.14 % |
| Savings deposits | 172,786 | 71 | 0.16 % | 153,649 | 63 | 0.16 % |
| Time deposits | 41,924 | 33 | 0.32 % | 47,295 | 36 | 0.31 % |
| Total deposits | 386,796 | 153 | 0.16 % | 348,688 | 140 | 0.16 % |
| Note payable | - | - | - % | 470 | 4 | 3.41 % |
| Junior subordinated debentures | 10,310 | 127 | 4.94 % | 10,310 | 99 | 3.85 % |
| Other interest-bearing liabilities | 6,378 | 1 | 0.06 % | 3,238 | 1 | 0.12 % |
| Total interest-bearing liabilities | 403,484 | 281 | 0.28 % | 362,706 | 244 | 0.27 % |
| Non-interest-bearing deposits | 269,067 | | | 239,261 | | |
| Other liabilities | 6,451 | | | 8,459 | | |
| Shareholders' equity | 58,356 | | | 51,840 | | |
| Total liabilities & equity | $737,358 | | | $662,266 | | |

| | | | | |
|---|---|---|---|---|
| Cost of funding interest-earning assets (4) | | 0.16 % | | 0.16 % |
| Net interest income and margin (5) | $ 8,013 | 4.75 % | $ 6,875 | 4.51 % |

(1) Not computed on a tax-equivalent basis.
(2) Average nonaccrual loan balances of $0.9 million for 2018 and $3.0 million for 2017 are included in average loan balances for computational purposes.
(3) Net loan costs included in loan interest income for the three-month periods ended June 30, 2018 and 2017 were $23,000 and $93,000, respectively.
(4) Total annualized interest expense divided by the average balance of total earning assets.
(5) Annualized net interest income divided by the average balance of total earning assets.

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The following table sets forth changes in interest income and interest expense for the three-month periods indicated and the amount of change attributable to variances in volume, rates and the combination of volume and rates based on the relative changes of volume and rates:

| | **2018 over 2017 change in net interest income for the three months ended June 30 (in thousands)** | | | |
|---|---|---|---|---|
| | **Volume (1)** | **Rate (2)** | **Mix (3)** | **Total** |
| **Interest-earning assets:** | | | | |
| Loans | $417 | $331 | $28 | $776 |
| Investment securities | 215 | 120 | 42 | 377 |
| Interest bearing deposits | (16) | 46 | (8) | 22 |
| Total interest income | 616 | 497 | 62 | 1,175 |
| **Interest-bearing liabilities:** | | | | |
| NOW deposits | 2 | - | - | 2 |
| Money market deposits | 5 | 1 | - | 6 |
| Savings deposits | 8 | - | - | 8 |
| Time deposits | (4) | 1 | - | (3) |
| Note payable | (4) | - | - | (4) |
| Junior subordinated debentures | - | 28 | - | 28 |
| Other | 1 | (1) | - | - |
| Total interest expense | 8 | 29 | - | 37 |
| Net interest income | $608 | $468 | $62 | $1,138 |

(1) The volume change in net interest income represents the change in average balance divided by the previous year's rate.
(2) The rate change in net interest income represents the change in rate divided by the previous year's average balance.
(3) The mix change in net interest income represents the change in average balance multiplied by the change in rate.

**Provision for loan losses.** During the three months ended June 30, 2018 and 2017 we recorded a provision for loan losses of $300 thousand and $200 thousand, respectively. See "Analysis of Asset Quality and Allowance for Loan Losses" for a discussion of loan quality trends and the provision for loan losses.

**Non-interest income.** During the three months ended June 30, 2018, non-interest income totaled $2.2 million, a decrease of $157 thousand from the three months ended June 30, 2017. The largest component of this decrease was a $253 thousand decrease in gains on sale of SBA loans from $786 thousand during the three months ended June 30, 2017 to $533 thousand during the current quarter. Proceeds from SBA loan sales totaled $10.3 million during the current quarter and $13.1 million during the 2017 quarter. Loans originated for sale totaled $10.0 million during the three months ended June 30, 2018 and $8.5 million during the three months ended June 30, 2017. The decline in gain on sale includes the decrease in loans sold as well as a decline in the average premium received on sale. Partially offsetting the decline in gain on sale of SBA loans were increases of $25 thousand in service charge income, $63 thousand in interchange income and $28 thousand in loan servicing fees.

The following table describes the components of non-interest income for the three-month periods ended June 30, 2018 and 2017, dollars in thousands:

| | For the Three Months Ended June 30 | | Dollar | Percentage |
|---|---|---|---|---|
| | 2018 | 2017 | Change | Change |
| Service charges on deposit accounts | $653 | $628 | $ 25 | 4.0 % |
| Interchange income | 553 | 490 | 63 | 12.9 % |
| Gain on sale of loans, net | 533 | 786 | (253 ) | (32.2 )% |
| Loan serving fees | 197 | 169 | 28 | 16.6 % |
| Earnings on life insurance policies | 82 | 85 | (3 ) | (3.5 )% |
| Other | 207 | 224 | (17 ) | (7.6 )% |
| Total non-interest income | $2,225 | $2,382 | $ (157 ) | (6.6 )% |

**Non-interest expense.** During the three months ended June 30, 2018, total non-interest expense increased by $337 thousand, or 7%, to $5.2 million, up from $4.9 million for the comparable period in 2017. The three largest components of this increase were increases of $59 thousand or 2.1%, in salaries and benefits, $88 thousand in professional fees and $142 thousand in other. Salary expense increased by $140 thousand or 6.3%, to $2.4 million and bonus expense increased by $72 thousand. These items were partially offset by an increase in deferred loan origination costs of $195 thousand.

The increase in professional fees is mostly related to an increase in consulting costs and legal fees as previously discussed in the six-month comparison. The increase in Other expense includes the accrual of lease termination costs associated with our Tahoe City branch and an increase in charge-offs on overdraft accounts.

The largest decrease in non-interest expense was a $82 thousand reduction in director compensation and retirement expense related to the reversal of John Flournoy's accrued retirement costs as previously discussed in the six-month comparison.

The following table describes the components of non-interest expense for the three-month periods ended June 30, 2018 and 2017, dollars in thousands:

**For the Three Months**

| | Ended June 30, | | | |
|---|---|---|---|---|
| | 2018 | 2017 | Dollar Change | Percentage Change |
| Salaries and employee benefits | $2,923 | $2,864 | $ 59 | 2.1 % |
| Occupancy and equipment | 705 | 654 | 51 | 7.8 % |
| Outside service fees | 583 | 552 | 31 | 5.6 % |
| Professional fees | 218 | 130 | 88 | 67.7 % |
| Advertising and shareholder relations | 132 | 105 | 27 | 25.7 % |
| Telephone and data communication | 130 | 124 | 6 | 4.8 % |
| Business development | 117 | 111 | 6 | 5.4 % |
| Armored car and courier | 82 | 68 | 14 | 20.6 % |
| Loan and collection expenses | 46 | 44 | 2 | 4.5 % |
| Deposit insurance | 45 | 50 | (5 ) | (10.0 )% |
| Provision from change in OREO valuation | 38 | - | 38 | 100.0 % |
| Stationery and supplies | 24 | 26 | (2 ) | (7.7 )% |
| OREO expenses | (3 ) | 6 | (9 ) | (150.0 )% |
| Director compensation and retirement | (5 ) | 77 | (82 ) | (106.5 )% |
| Gain on sale of OREO | (29 ) | - | (29 ) | (100.0 )% |
| Other | 223 | 81 | 142 | 175.3 % |
| Total non-interest expense | $5,229 | $4,892 | $ 337 | 6.9 % |

**Provision for income taxes.** The Company recorded an income tax provision of $1.3 million, or 26.8% of pre-tax income for the three months ended June 30, 2018. This compares to an income tax provision of $1.6 million, or 39.0% of pre-tax income for the three months ended June 30, 2017. The decline from 39.0% to 26.8% mostly relates to a change in the Federal corporate tax rate, under the Tax Cuts and Jobs Act, from 34% to 21%. The percentages for 2018 and 2017 differ from statutory rates as tax exempt items of income such as earnings on Bank owned life insurance and municipal loan and securities interest decrease taxable income. In addition, the 2018 and 2017 provision include income tax benefits related to the exercise of nonqualified stock options of $35 thousand and $0, respectively.

**FINANCIAL CONDITION**

**Loan Portfolio.** Loans increased by $29.1 million from $487 million at December 31, 2017 to $516 million at June 30, 2018. The increase in loan balances includes increases of $11.4 million in commercial real estate loans, $10.1 million in commercial loans, $6.7 million in automobile loans, $4.8 million in agricultural loans, and $0.2 in other loans partially offset by declines of $2.3 million in equity lines of credit and $1.8 million in residential real estate loans. The Company continues to manage the mix of its loan portfolio consistent with its identity as a community bank serving the financing needs of all sectors of the area it serves. Although the Company offers a broad array of financing options, it continues to concentrate its focus on small to medium sized commercial businesses. These loans offer diversification as to industries and types of businesses, thus limiting material exposure in any industry concentrations. The Company offers both fixed and floating rate loans and obtains collateral in the form of real property, business assets and deposit accounts, but looks to business and personal cash flows as its primary source of repayment.

As shown in the following table the Company's largest lending categories are commercial real estate loans, auto loans, agricultural loans, commercial loans and equity lines of credit.

| (dollars in thousands) | Balance at End of Period **6/30/18** | Percent of Loans in Each Category to Total Loans **6/30/18** | | Balance at End of Period **12/31/17** | Percent of Loans in Each Category to Total Loans **12/31/17** | |
|---|---|---|---|---|---|---|
| Commercial | $49,698 | 9.6 | % | $39,620 | 8.1 | % |
| Agricultural | 63,701 | 12.4 | % | 58,908 | 12.1 | % |
| Real estate – residential | 14,789 | 2.9 | % | 16,624 | 3.4 | % |
| Real estate – commercial | 251,608 | 48.8 | % | 240,257 | 49.4 | % |
| Real estate – construction & land | 25,325 | 4.9 | % | 25,181 | 5.2 | % |
| Equity Lines of Credit | 39,462 | 7.6 | % | 41,798 | 8.6 | % |
| Auto | 67,184 | 13.0 | % | 60,438 | 12.4 | % |
| Other | 3,981 | 0.8 | % | 3,808 | 0.8 | % |
| Total Gross Loans | $515,748 | 100 | % | $486,634 | 100 | % |

Construction and land development loans represented 4.9% and 5.2% of the loan portfolio as of June 30, 2018 and December 31, 2017, respectively. The construction and land development portfolio component has been identified by Management as a higher-risk loan category. The quality of the construction and land development category is highly dependent on property values both in terms of the likelihood of repayment once the property is transacted by the current owner as well as the level of collateral the Company has securing the loan in the event of default. Loans in this category are characterized by the speculative nature of commercial and residential development properties and can include property in various stages of development from raw land to finished lots. The Company has reduced its holdings in construction and land development loans from over 21% of its loan portfolio at December 31, 2007 to less than 6% during the last two years.

The Company’s real estate related loans, including real estate mortgage loans, real estate construction and land development loans, consumer equity lines of credit, and agricultural loans secured by real estate comprised 70% of the total loan portfolio at June 30, 2018. Moreover, the business activities of the Company currently are focused in the California counties of Plumas, Nevada, Placer, Lassen, Modoc, Shasta, and Sierra and in Washoe County in Northern Nevada. Consequently, the results of operations and financial condition of the Company are dependent upon the general trends in these economies and, in particular, the residential and commercial real estate markets. In addition, the concentration of the Company's operations in these areas of Northeastern California and Northwestern Nevada exposes it to greater risk than other banking companies with a wider geographic base in the event of catastrophes, such as earthquakes, fires and floods in these regions.

The rates of interest charged on variable rate loans are set at specific increments in relation to the Company's lending rate or other indexes such as the published prime interest rate or U.S. Treasury rates and vary with changes in these indexes. The frequency in which variable rate loans reprice can vary from one day to several years. At June 30, 2018 and December 31, 2017, approximately 75% of the Company's loan portfolio was comprised of variable rate loans. At June 30, 2018 approximately 34% of these variable rate loans were tied to the Prime interest rate and reprice within 3 months. At June 31, 2018 and December 31, 2017, 37% and 40%, respectively of the variable loans were at their respective floor rate. While real estate mortgage, commercial and consumer lending remain the foundation of the Company's historical loan mix, some changes in the mix have occurred due to the changing economic environment and the resulting change in demand for certain loan types. The most significant change has been an increase in indirect auto lending with automobile loans increasing from 2.5% of gross loans at December 31, 2011 to 13.0% of gross loans at June 30, 2018. The automobile portfolio provides diversification to the loan portfolio in terms of rate, term and balance as these loans tend to have a much shorter term and balance than commercial real-estate loans and are fixed rate. In addition, the Company remains committed to the agricultural industry in Northeastern California and will continue to pursue high quality agricultural loans. Recently we hired a loan officer to service the Carson City and surrounding areas in Northwestern Nevada. We expect to generate commercial, commercial real-estate and agricultural loans in this region. Agricultural loans include both commercial and commercial real estate loans. The Company’s agricultural loan balances totaled $64 million at June 30, 2018 and $59 million at December 31, 2017. Agricultural loans include both commercial and commercial real estate loans. The Company’s agricultural loan balances totaled $64 million at June 30, 2018 and $59 million at December 31, 2017.

**Analysis of Asset Quality and Allowance for Loan Losses.** The Company attempts to minimize credit risk through its underwriting and credit review policies. The Company's credit review process includes internally prepared credit reviews as well as contracting with an outside firm to conduct periodic credit reviews. The Company's management and lending officers evaluate the loss exposure of classified and impaired loans on a quarterly basis, or more frequently as loan conditions change. The Management Asset Resolution Committee (MARC) reviews the asset quality of criticized and past due loans monthly and reports the findings to the full Board of Directors. In management's opinion, this loan review system helps facilitate the early identification of potential criticized loans. The Company has implemented MARC to develop an action plan to significantly reduce nonperforming assets. It consists of the Bank's Chief Executive Officer, Chief Financial Officer and Chief Credit Officer, and the activities are governed by a formal written charter. The MARC meets monthly and reports to the Board of Directors.

More specifically, a formal plan to effect repayment and/or disposition of every significant nonperforming loan relationship is developed and documented for review and on-going oversight by the MARC. Some of the strategies used include but are not limited to: 1) obtaining additional collateral, 2) obtaining additional investor cash infusion, 3) sale of the promissory note to an outside party, 4) proceeding with foreclosure on the underlying collateral, and 5) legal action against borrower/guarantors to encourage settlement of debt and/or collect any deficiency balance owed. Each step includes a benchmark timeline to track progress.

MARC also provides guidance for the maintenance and timely disposition of OREO properties; including developing financing and marketing programs to incent individuals to purchase OREO.

The allowance for loan losses is established through charges to earnings in the form of the provision for loan losses. Loan losses are charged to and recoveries are credited to the allowance for loan losses. The allowance for loan losses is maintained at a level deemed appropriate by management to provide for known and inherent risks in the loan portfolio. The adequacy of the allowance for loan losses is based upon management's continuing assessment of various factors affecting the collectability of loans; including current economic conditions, maturity of the portfolio, size of the portfolio, industry concentrations, borrower credit history, collateral, the existing allowance for loan losses, independent credit reviews, current charges and recoveries to the allowance for loan losses and the overall quality of the portfolio as determined by management, regulatory agencies, and independent credit review consultants retained by the Company. There is no precise method of predicting specific losses or amounts which may ultimately be charged off on particular segments of the loan portfolio. The collectability of a loan is subjective to some degree, but must relate to the borrower's financial condition, cash flow, quality of the borrower's management expertise, collateral and guarantees, and strength of the local economy.

Formula allocations are calculated by applying loss factors to outstanding loans with similar characteristics. Loss factors are based on the Company's historical loss experience as adjusted for changes in the business cycle and may be adjusted for significant factors that, in management's judgment, affect the collectability of the portfolio as of the evaluation date. Historical loss data from the beginning of the latest business cycle are incorporated in the loss factors.

The discretionary allocation is based upon management’s evaluation of various loan segment conditions that are not directly measured in the determination of the formula and specific allowances. The conditions may include, but are not limited to, general economic and business conditions affecting the key lending areas of the Company, credit quality trends, collateral values, loan volumes and concentrations, and other business conditions.

The following table provides certain information for the dates indicated with respect to the Company's allowance for loan losses as well as charge-off and recovery activity.

| *(dollars in thousands)* | **For the Six Months Ended June 30,** | | **For the Year Ended December 31** | | |
|---|---|---|---|---|---|
| | **2018** | **2017** | **2017** | **2016** | **2015** |
| Balance at beginning of period | $6,669 | $6,549 | $6,549 | $6,078 | $5,451 |
| Charge-offs: | | | | | |
| Commercial and agricultural | 266 | 67 | 202 | 268 | 91 |
| Real estate mortgage | - | - | 48 | 292 | 132 |
| Real estate construction & land | - | - | - | 5 | 55 |
| Consumer (includes equity LOC & Auto) | 497 | 108 | 629 | 414 | 549 |
| Total charge-offs | 763 | 175 | 879 | 979 | 827 |
| Recoveries: | | | | | |
| Commercial and agricultural | 15 | 19 | 89 | 53 | 173 |
| Real estate mortgage | 109 | 5 | 118 | 45 | 8 |
| Real estate construction & land | 2 | - | - | 389 | - |
| Consumer (includes equity LOC & Auto) | 166 | 57 | 192 | 163 | 173 |
| Total recoveries | 292 | 81 | 399 | 650 | 354 |
| Net charge-offs | 471 | 94 | 480 | 329 | 473 |
| Provision for loan losses | 500 | 400 | 600 | 800 | 1,100 |
| Balance at end of period | $6,698 | $6,855 | $6,669 | $6,549 | $6,078 |
| Net charge-offs during the period to average loans (annualized for the six-month periods) | 0.19 % | 0.04 % | 0.10 % | 0.08 % | 0.12 % |
| Allowance for loan losses to total loans | 1.30 % | 1.44 % | 1.37 % | 1.42 % | 1.52 % |

During the six months ended June 30, 2018 and 2017 we recorded a provision for loan losses of $500 thousand and $400 thousand, respectively. Net charge-offs totaled $471 thousand during the six months ended June 30, 2018, an increase of $377 thousand from $94 thousand during the six months ended June 30, 2017. The increase is mostly related to a charge-off on a commercial loan in which the borrower filed bankruptcy and an increase in charge-offs on automobile loans.

The following table provides a breakdown of the allowance for loan losses at June 30, 2018 and December 31, 2017:

(dollars in thousands)

| | Balance at End of Period 2018 | Percent of Loans in Each Category to Total Loans 2018 | Balance at End of Period 2017 | Percent of Loans in Each Category to Total Loans 2017 |
|---|---|---|---|---|
| Commercial and agricultural | $ 1,399 | 22.0 % | $ 1,348 | 20.2 % |
| Real estate mortgage | 2,894 | 51.7 % | 2,960 | 52.8 % |
| Real estate construction & land | 780 | 4.9 % | 783 | 5.2 % |
| Consumer (includes equity LOC & Auto) | 1,625 | 21.4 % | 1,578 | 21.8 % |
| Total | $ 6,698 | 100.0 % | $ 6,669 | 100.0 % |

The allowance for loan losses totaled $6.7 million at June 30, 2018 and December 31, 2017. Specific reserves related to impaired loans decreased by $1 thousand from $82 thousand at December 31, 2017 to $81 thousand at June 30, 2018. At least quarterly the Company evaluates each specific reserve and if it determines that the loss represented by the specific reserve is uncollectable it records a charge-off for the uncollectable portion. General reserves were $6.6 million at June 30, 2018 and December 31, 2017. The allowance for loan losses as a percentage of total loans decreased from 1.37% at December 31, 2017 to 1.30% at June 30, 2018. The percentage of general reserves to unimpaired loans totaled 1.29% and 1.36% at June 30, 2018 and December 31, 2017, respectively.

The Company places loans 90 days or more past due on nonaccrual status unless the loan is well secured and in the process of collection. A loan is considered to be in the process of collection if, based on a probable specific event, it is expected that the loan will be repaid or brought current. Generally, this collection period would not exceed 90 days. Included in nonperforming loans at December 31, 2017 were three loans to one customer totaling $1.8 million that were 90 days past due and still accruing interest. These loans were well secured and in process of collection at December 31, 2017. As of June 30, 2018, we had collected all principal and interest due on these loans. When a loan is placed on nonaccrual status the Company's general policy is to reverse and charge against current income previously accrued but unpaid interest. Interest income on such loans is subsequently recognized only to the extent that cash is received and future collection of principal is deemed by management to be probable. Where the collectability of the principal or interest on a loan is considered to be doubtful by management, it is placed on nonaccrual status prior to becoming 90 days delinquent.

Impaired loans are measured based on the present value of the expected future cash flows discounted at the loan's effective interest rate or the fair value of the collateral if the loan is collateral dependent. The amount of impaired loans is not directly comparable to the amount of nonperforming loans disclosed later in this section. The primary difference between impaired loans and nonperforming loans is that impaired loan recognition considers not only loans 90 days or more past due, restructured loans and nonaccrual loans but also may include identified problem loans other than delinquent loans where it is considered probable that we will not collect all amounts due to us (including both principal and interest) in accordance with the contractual terms of the loan agreement.

A restructuring of a debt constitutes a troubled debt restructuring (TDR) if the Company, for economic or legal reasons related to the debtor's financial difficulties, grants a concession to the debtor that it would not otherwise consider. Restructured workout loans typically present an elevated level of credit risk as the borrowers are not able to perform according to the original contractual terms. Loans that are reported as TDRs are considered impaired and measured for impairment as described above.

Loans restructured (TDRs) and not included in nonperforming loans in the following table totaled $1.1 million, $1.1 million, $2.6 million, $2.0 million and $2.0 million at June 30, 2018, December 31, 2017, 2016, 2015 and 2014, respectively.

The following table sets forth the amount of the Company's nonperforming assets as of the dates indicated.

| | **At June 30,** | **At December 31,** | | | |
|---|---|---|---|---|---|
| | **2018** | **2017** | **2016** | **2015** | **2014** |
| | | *(dollars in thousands)* | | | |

| | | | | | |
|---|---|---|---|---|---|
| Nonaccrual loans | $882 | $1,226 | $2,724 | $4,546 | $6,625 |
| Loans past due 90 days or more and still accruing | - | 1,796 | - | - | - |
| Total nonperforming loans | 882 | 3,022 | 2,724 | 4,546 | 6,625 |
| Other real estate owned | 953 | 1,344 | 735 | 1,756 | 3,590 |
| Other vehicles owned | 32 | 35 | 12 | 30 | 13 |
| Total nonperforming assets | $1,867 | $4,401 | $3,471 | $6,332 | $10,228 |
| Interest income forgone on nonaccrual loans | $29 | $50 | $164 | $303 | $345 |
| Interest income recorded on a cash basis on nonaccrual loans | $- | $- | $29 | $- | $31 |
| Nonperforming loans to total loans | 0.17 % | 0.62 % | 0.59 % | 1.13 % | 1.79 % |
| Nonperforming assets to total assets | 0.24 % | 0.59 % | 0.53 % | 1.06 % | 1.90 % |

Nonperforming loans at June 30, 2018 were $0.9 million, a decrease of $2.1 million from the $3.0 million balance at December 31, 2017. Specific reserves on nonaccrual loans totaled $24 thousand at June 30, 2018 and December 31, 2017. Performing loans past due thirty to eighty-nine days were $2.9 million at June 30, 2018 and $3.4 million at December 31, 2017.

A substandard loan is not adequately protected by the current sound worth and paying capacity of the borrower or the value of the collateral pledged, if any. Total substandard loans decreased by $2.4 million from $3.2 million at December 31, 2017 to $0.8 million at June 30, 2018. Loans classified as special mention increased by $3.9 million from $642 thousand at December 31, 2017 to $4.5 million at June 30, 2018. At June 30, 2018, $0.3 million of performing loans were classified as substandard. Further deterioration in the credit quality of individual performing substandard loans or other adverse circumstances could result in the need to place these loans on nonperforming status.

At June 30, 2018 and December 31, 2017, the Company's recorded investment in impaired loans totaled $1.9 million and $2.3 million, respectively. The specific allowance for loan losses related to impaired loans totaled $81 thousand and $82 thousand at June 30, 2018 and December 31, 2017, respectively. Additionally, $11 thousand had been charged off against the impaired loans at June 30, 2018 and December 31, 2017.

It is the policy of management to make additions to the allowance for loan losses so that it remains appropriate to absorb the inherent risk of loss in the portfolio. Management believes that the allowance at June 30, 2018 is appropriate. However, the determination of the amount of the allowance is judgmental and subject to economic conditions which cannot be predicted with certainty. Accordingly, the Company cannot predict whether charge-offs of loans in excess of the allowance may occur in future periods.

OREO represents real property acquired by the Bank either through foreclosure or through a deed in lieu thereof from the borrower. Repossessed assets include vehicles and other commercial assets acquired under agreements with delinquent borrowers. OREO holdings represented six properties totaling $953 thousand at June 30, 2018 and six properties totaling $1.3 million at December 31, 2017. Nonperforming assets as a percentage of total assets were 0.24% at June 30, 2018 and 0.59% at December 31, 2017.

The following table provides a summary of the change in the number and balance of OREO properties for the six months ended June 30, 2018 and 2017, dollars in thousands:

| | **Six Months Ended June 30,** | | | |
|---|---|---|---|---|
| | **#** | **2018** | **#** | **2017** |
| Beginning Balance | 6 | $1,344 | 6 | $735 |
| Additions | 1 | 133 | 1 | 193 |
| Dispositions | (1) | (486) | (1) | (75) |
| Provision from change in OREO valuation | - | (38) | - | (9) |
| Ending Balance | 6 | $953 | 6 | $844 |

The dispositions in 2018 includes $377 thousand related to the sale of a portion of a property.

**Investment Portfolio and Federal Funds Sold.** Total investment securities were $157.8 million as of June 30, 2018 and $137.5 million as of December 31, 2017. Unrealized loss on available-for-sale investment securities totaling $4.1 million were recorded, net of $1.2 million in tax benefits, as accumulated other comprehensive loss within shareholders' equity at June 30, 2018. Unrealized loss on available-for-sale investment securities totaling $809 thousand were recorded, net of $239 thousand in tax benefits, as accumulated other comprehensive loss within shareholders' equity at December 31, 2017.

During the six months ended June 30, 2018 the Company sold eighteen available-for-sale investment securities for total proceeds of $4.2 million recording a $8 thousand loss on sale. During the six months ended June 30, 2017 the Company sold seven available-for-sale investment securities for total proceeds of $4.2 million recording a $17 thousand loss on sale.

The investment portfolio at June 30, 2018 consisted of $122.2 million in securities of U.S. Government-sponsored agencies and 112 municipal securities totaling $35.6 million. The investment portfolio at December 31, 2017 consisted of $103.8 million in securities of U.S. Government-sponsored agencies and 115 municipal securities totaling $33.7 million.

There were no Federal funds sold at June 30, 2018 and December 31, 2017; however, the Bank maintained interest earning balances at the Federal Reserve Bank of San Francisco (FRB) totaling $23.1 million at June 30, 2018 and $62.2 million at December 31, 2017. The balances, at June 30, 2018, earn interest at the rate of 1.95%.

The Company classifies its investment securities as available-for-sale or held-to-maturity. Currently all securities are classified as available-for-sale. Securities classified as available-for-sale may be sold to implement the Company's asset/liability management strategies and in response to changes in interest rates, prepayment rates and similar factors.

**Deposits.** Total deposits increased by $16.4 million, or 2.5%, from $662.7 million at December 31, 2017 to $679.1 million at June 30, 2018. Non-interest-bearing demand deposits increased by $5.8 million, NOW accounts increased by $4.4 million and savings and money market accounts increased by $11.0 million. These increases were partially offset by a decline of $4.8 million in time deposits. The Company continues to manage the mix of its deposits consistent with its identity as a community bank serving the financial needs of its customers.

The following table shows the distribution of deposits by type at June 30, 2018 and December 31, 2017.

| (dollars in thousands) | Balance at End of Period 6/30/18 | Percent of Deposits in Each Category to Total Deposits 6/30/18 | | Balance at End of Period 12/31/17 | Percent of Deposits in Each Category to Total Deposits 12/31/17 | |
|---|---|---|---|---|---|---|
| Non-interest bearing | $288,068 | 42.4 | % | $282,239 | 42.6 | % |
| NOW | 103,631 | 15.3 | % | 99,195 | 15.0 | % |
| Money Market | 67,831 | 10.0 | % | 60,757 | 9.2 | % |
| Savings | 178,374 | 26.3 | % | 174,426 | 26.3 | % |
| Time | 41,162 | 6.0 | % | 46,040 | 6.9 | % |
| Total Deposits | $679,066 | 100 | % | $662,657 | 100 | % |

Deposits represent the Bank's primary source of funds. Deposits are primarily core deposits in that they are demand, savings and time deposits generated from local businesses and individuals. These sources are considered to be relatively stable, long-term relationships thereby enhancing steady growth of the deposit base without major fluctuations in overall deposit balances. The Company experiences, to a small degree, some seasonality with the slower growth period between November through April, and the higher growth period from May through October. To assist in meeting any funding demands, the Company maintains a secured borrowing arrangement with the FHLB. There were no brokered deposits at June 30, 2018 or December 31, 2017.

**Short-term Borrowing Arrangements.** The Company is a member of the FHLB and can borrow up to $198 million from the Federal Home Loan Bank of San Francisco (FHLB) secured by commercial and residential mortgage loans with carrying values totaling $314.7 million. The Company is required to hold FHLB stock as a condition of membership. At June 30, 2018 the Company held $3.0 million of FHLB stock which is recorded as a component of other assets. Based on this level of stock holdings at June 30, 2018, the Company can borrow up to $112.1 million. To borrow the $198 million in available credit the Company would need to purchase $2.3 million in additional FHLB stock. In addition to its FHLB borrowing line, the Company has unsecured short-term borrowing agreements with three of its correspondent banks in the amounts of $20 million, $11 million and $10 million. There were no outstanding borrowings to the FHLB or the correspondent banks under these agreements at June 30, 2018 or December 31, 2017.

**Note Payable and Term Loan.** On October 1, 2015, the Company entered into a $5.0 million term loan (the “Term Loan”), which was scheduled to mature on October 1, 2018. On April 20, 2017 Plumas Bancorp paid off the $2.3 million remaining balance on the Term Loan. The payment was funded through a $4 million dividend from Plumas Bank.

On October 1, 2017 the Company renewed its line of credit, for a one-year term, with the same lender (the “Note”). The maximum amount outstanding at any one time on the Note cannot exceed $5 million. There were no balances outstanding on the Note as of June 30, 2018 or December 31, 2017. The Note bears interest at a rate of the U.S. "Prime Rate" plus one-quarter percent per annum and is secured by 100 shares of Plumas Bank stock representing the Company's 100% ownership interest in Plumas Bank. Under the Note, the Bank is subject to several negative and affirmative covenants including, but not limited to providing timely financial information, maintaining specified levels of capital, restrictions on additional borrowings, and meeting or exceeding certain capital and asset quality ratios. The Bank was in compliance with all such covenants related to the Note at June 30, 2018 and December 31, 2017. Interest expense related to the Note and the Term Loan for the six months ended June 30, 2018 and 2017 totaled $0 thousand and $28 thousand, respectively.

**Repurchase Agreements.** In 2011 the Bank introduced a product for its larger business customers which use securities sold under agreements to repurchase as an alternative to interest-bearing deposits. Securities sold under agreements to repurchase totaling $8.7 million and $10.1 million at June 30, 2018 and December 31, 2017, respectively are secured by U.S. Government agency securities with a carrying amount of $15.2 million and $16.8 million at June 30, 2018 and December 31, 2017, respectively. Interest paid on this product is like that which is paid on the Bank’s premium money market account; however, these are not deposits and are not FDIC insured.

**Junior Subordinated Deferrable Interest Debentures.** Plumas Statutory Trust I and II are business trust subsidiaries formed by the Company with capital of $333, thousand and $171 thousand, respectively, for the sole purpose of issuing trust preferred securities fully and unconditionally guaranteed by the Company.

During 2002, Trust I issued 6,000 Floating Rate Capital Trust Pass-Through Securities ("Trust Preferred Securities"), with a liquidation value of $1,000 per security, for gross proceeds of $6 million. During 2005, Trust II issued 4,000 Trust Preferred Securities with a liquidation value of $1,000 per security, for gross proceeds of $4 million. The entire proceeds were invested by Trust I in the amount of $6.2 million and Trust II in the amount of $4.1 million in Floating Rate Junior Subordinated Deferrable Interest Debentures (the "Subordinated Debentures") issued by the Company, with identical maturity, repricing and payment terms as the Trust Preferred Securities. The Subordinated Debentures represent the sole assets of Trusts I and II.

Trust I's Subordinated Debentures mature on September 26, 2032, bear a current interest rate of 5.74% (based on 3-month LIBOR plus 3.40%), with repricing and payments due quarterly. Trust II's Subordinated Debentures mature on September 28, 2035, bear a current interest rate of 3.82% (based on 3-month LIBOR plus 1.48%), with repricing and payments due quarterly. The interest rate of the Trust Preferred Securities issued by Trust I adjust on each quarterly anniversary date to equal the 3-month LIBOR plus 3.40%. The Trust Preferred Securities issued by Trust II adjust on each quarterly anniversary date to equal the 3-month LIBOR plus 1.48%. Both Trusts I and II have the option to defer payment of the distributions for a period of up to five years, as long as the Company is not in default on the payment of interest on the Subordinated Debentures.

Interest expense recognized by the Company for the six months ended June 30, 2018 and 2017 related to the subordinated debentures was $239 thousand and $192 thousand, respectively. Interest expense recognized by the Company for the three months ended June 30, 2018 and 2017 related to the subordinated debentures was $127 thousand and $99 thousand, respectively.

**Warrant.** On April 15, 2013 the Company issued a $7.5 million subordinated debenture ("subordinated debt"). The subordinated debt was issued to an unrelated third-party pursuant to a subordinated debenture purchase agreement, subordinated debenture note, and stock purchase warrant. On April 16, 2015 the Company paid off the subordinated debt. The subordinated debt had an interest rate of 7.5% per annum and a term of 8 years with no prepayment allowed during the first two years and was made in conjunction with an eight-year warrant to purchase up to 300,000 shares of the Bancorp's common stock, no par value at an exercise price, subject to anti-dilution adjustments, of $5.25 per share. In May of 2016 the Company repurchased a portion of the warrant, representing the right to purchase 150,000 shares of the registrant's common stock at a cost of $862 thousand. The remaining warrant represented the right to purchase 150,000 shares of Plumas Bancorp common stock at an exercise price of $5.25 per share was scheduled to expire on April 15, 2021. In May 2017 the warrant was exercised in a cashless exercise resulting in the issuance of 108,112 common shares.

**Capital Resources**

Shareholders' equity increased by $3.8 million from $55.7 million at December 31, 2017 to $59.5 million at June 30, 2018. The $3.8 million increase was related to earnings during the first six months of 2018 of $6.7 million and $0.4

million representing stock option activity partially offset by an increase of $2.4 million in the unrealized loss on investment securities and a common stock dividend payment of $0.9 million.

It is the policy of the Company to periodically distribute excess retained earnings to the shareholders through the payment of cash dividends. Such dividends help promote shareholder value and capital adequacy by enhancing the marketability of the Company's stock. All authority to provide a return to the shareholders in the form of a cash or stock dividend or split rests with the Board of Directors. The Board will periodically, but on no regular schedule, reviews the appropriateness of a cash dividend payment. Banking regulations limit the amount of dividends that may be paid without prior approval of regulatory agencies. The Company is subject to various limitations on the payment of dividends.

On October 20, 2016 the Company announced that its Board of Directors approved the reinstatement of semi-annual cash dividends. On May 15, 2018 the Company paid a $0.18 per share semi-annual cash dividend totaling $920 thousand. This represents an increase of $0.04 or 29%, from the $0.14 per share semi-annual cash dividend paid on May 15, 2017.

**Capital Standards.** The Company uses a variety of measures to evaluate its capital adequacy. Management reviews these capital measurements monthly and takes appropriate action to ensure that they are within established internal and external guidelines. The FDIC has promulgated risk-based capital guidelines for all state non-member banks such as the Bank. These guidelines establish a risk-adjusted ratio relating capital to different categories of assets and off-balance sheet exposures.

In July 2013, the federal bank regulatory agencies approved the final rules implementing the Basel Committee on Banking Supervision's capital guidelines for U.S. banks, sometimes called "Basel III". The phase-in period for the final rules began in 2015, with certain of the rules' requirements phased in over a multi-year schedule. Under the final rules minimum requirements increased for both the quantity and quality of capital held by the Company and the Bank. The new capital rules include a new minimum "common equity Tier 1" ratio of 4.5%, a Tier 1 capital ratio of 6.0% (increased from 4.0%), a total risk-based capital ratio of 8.0%, and a minimum leverage ratio of 4.0% (calculated as Tier 1 capital to average consolidated assets). The effective date of these requirements was January 1, 2015. In addition, the new capital rules include a capital conservation buffer of 2.5% above each of these levels (to be phased in over three years which beginning at 0.625% on January 1, 2016 and increasing by that amount on each subsequent January 1, until reaching 2.5% on January 1, 2019) will be required for banking institutions to avoid restrictions on their ability to pay dividends, repurchase stock or pay discretionary bonuses. Including the capital conservation buffer of 2.5%, the New Capital Rules would result in the following minimum ratios to be considered well capitalized: (i) a Tier 1 capital ratio of 8.5%, (ii) a common equity Tier 1 capital ratio of 7.0%, and (iii) a total capital ratio of 10.5%. The final rules also implement strict eligibility criteria for regulatory capital instruments.

The Board of Governors of the Federal Reserve System has adopted final amendments to the Small Bank Holding Company Policy Statement (Regulation Y, Appendix C) (the "Policy Statement") that, among other things, raised from $500 million to $1 billion the asset threshold to qualify for the Policy Statement. Plumas Bancorp qualifies for treatment under the Policy Statement and is no longer subject to consolidated capital rules at the bank holding company level. On May 24, 2018, the Economic Growth, Regulatory Relief and Consumer Protection Act (the Act) was signed into law. The Act included a provision to increase the threshold for qualifying for the Policy Statement from $1 billion to $3 billion in total assets.

The following table sets forth the Bank's actual capital amounts and ratios (dollar amounts in thousands):

| | Actual | | Amount of Capital Required | | | |
|---|---|---|---|---|---|---|
| | | | For Capital Adequacy Purposes | | To be Well-Capitalized Under Prompt Corrective Provisions | |
| | Amount | Ratio | Amount | Ratio | Amount | Ratio |
| **June 30, 2018** | | | | | | |
| Common Equity Tier 1 Ratio | $70,986 | 12.1 % | $26,417 | 4.5 % | $ 38,157 | 6.5 % |

| | | | | | | |
|---|---|---|---|---|---|---|
| Tier 1 Leverage Ratio | $70,986 | 9.6 % | $29,609 | 4.0 % | $ 37,011 | 5.0 % |
| Tier 1 Risk-Based Capital Ratio | $70,986 | 12.1 % | $35,222 | 6.0 % | $ 46,963 | 8.0 % |
| Total Risk-Based Capital Ratio | $77,935 | 13.3 % | $46,963 | 8.0 % | $ 58,704 | 10.0 % |
| **December 31, 2017** | | | | | | |
| Common Equity Tier 1 Ratio | $65,085 | 12.0 % | $24,453 | 4.5 % | $ 35,321 | 6.5 % |
| Tier 1 Leverage Ratio | $65,085 | 8.8 % | $29,663 | 4.0 % | $ 37,079 | 5.0 % |
| Tier 1 Risk-Based Capital Ratio | $65,085 | 12.0 % | $32,604 | 6.0 % | $ 43,472 | 8.0 % |
| Total Risk-Based Capital Ratio | $71,878 | 13.2 % | $43,472 | 8.0 % | $ 53,340 | 10.0 % |

Management believes that Plumas Bank currently meets all its capital adequacy requirements.

The current and projected capital positions of the Bank and the impact of capital plans and long-term strategies are reviewed regularly by management. The Company policy is to maintain the Bank’s ratios above the prescribed well-capitalized ratios at all times.

**Off-Balance Sheet Arrangements**

**Loan Commitments.** In the normal course of business, there are various commitments outstanding to extend credits that are not reflected in the financial statements. Commitments to extend credit and letters of credit are agreements to lend to a customer as long as there is no violation of any condition established in the contract. Annual review of commercial credit lines, letters of credit and ongoing monitoring of outstanding balances reduces the risk of loss associated with these commitments. As of June 30, 2018, the Company had $117.3 million in unfunded loan commitments and $417 thousand in letters of credit. This compares to $107.4 million in unfunded loan commitments and $477 thousand in letters of credit at December 31, 2017. Of the $117.3 million in unfunded loan commitments, $70.6 million and $46.7 million represented commitments to commercial and consumer customers, respectively. Of the total unfunded commitments at June 30, 2018, $69.9 million were secured by real estate, of which $33.6 million was secured by commercial real estate and $36.3 million was secured by residential real estate in the form of equity lines of credit. The commercial loan commitments not secured by real estate primarily represent business lines of credit, while the consumer loan commitments not secured by real estate primarily represent revolving credit card lines and overdraft protection lines. Since some of the commitments are expected to expire without being drawn upon the total commitment amounts do not necessarily represent future cash requirements.

**Operating Leases.** The Company leases two depository branches and four lending offices and two non-branch automated teller machine locations. Total rental expenses under all operating leases were $183,000 and $91,000 during the six and three months ended June 30, 2018 and $165,000 and $83,000 during the same period in 2017. The expiration dates of the leases vary, with the first such lease expiring during 2018 and the last such lease expiring during 2021.

**Liquidity**

The Company manages its liquidity to provide the ability to generate funds to support asset growth, meet deposit withdrawals (both anticipated and unanticipated), fund customers' borrowing needs, satisfy maturity of short-term borrowings and maintain reserve requirements. The Company’s liquidity needs are managed using assets or liabilities, or both. On the asset side, in addition to cash and due from banks, the Company maintains an investment portfolio which includes unpledged U.S. Government-sponsored agency securities that are classified as available-for-sale. On the liability side, liquidity needs are managed by charging competitive offering rates on deposit products and the use of established lines of credit.

The Company is a member of the FHLB and can borrow up to $198 million from the FHLB secured by commercial and residential mortgage loans with carrying values totaling $314.7 million. See “Short-term Borrowing Arrangements” for additional information on our FHLB borrowing capacity. In addition to its FHLB borrowing line, the Company has unsecured short-term borrowing agreements with three of its correspondent banks in the amounts of $20 million, $11 million and $10 million. There were no outstanding borrowings under the FHLB or the correspondent bank borrowing

lines at June 30, 2018 or December 31, 2017.

Customer deposits are the Company's primary source of funds. Total deposits increased by $16.4 million, or 2.5%, from $662.7 million at December 31, 2017 to $679.1 million at June 30, 2018. Deposits are held in various forms with varying maturities. The Company's securities portfolio, Federal funds sold, FHLB advances, and cash and due from banks serve as the primary sources of liquidity, providing adequate funding for loans during periods of high loan demand. During periods of decreased lending, funds obtained from the maturing or sale of investments, loan payments, and new deposits are invested in short-term earning assets, such as cash held at the FRB, Federal funds sold and investment securities, to serve as a source of funding for future loan growth. Management believes that the Company's available sources of funds, including borrowings, will provide adequate liquidity for its operations in the foreseeable future.

**Recent Developments.** On May 22, 2018 the Company announced that Plumas Bank had signed a purchase and assumption agreement to acquire the Carson City, Nevada branch of Mutual of Omaha Bank. The transaction, will result in the acquisition of approximately $50 million in deposits and less than $2 million in loans. Plumas Bank has received regulatory approval for the transaction which is expected to close later in 2018.

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

Not required.

**ITEM 4. CONTROLS AND PROCEDURES**

**Disclosure Controls and Procedures**

The Company's management, including the Chief Executive Officer and Chief Financial Officer, conducted an evaluation of the effectiveness of the Company's disclosure controls and procedures (as defined in Rules 13a-15(e) and 15d-15(e) under the Securities Exchange Act of 1934, as amended (the "Exchange Act")) as of June 30, 2018. The Company's disclosure controls and procedures are designed to ensure that information required to be disclosed by the Company in the reports that it files or submits under the Exchange Act is recorded, processed, summarized, and reported within the time periods specified in the U.S. Securities and Exchange Commission's rules and forms, and that such information is accumulated and communicated to the Company's management, including the Company's Chief Executive Officer and Chief Financial Officer, to allow timely decisions regarding required disclosure. Based on this evaluation, the Chief Executive Officer and Chief Financial Officer concluded that the Company's disclosure controls and procedures were effective as of June 30, 2018.

**Changes in Internal Control over Financial Reporting**

There were no changes in the Company's internal control over financial reporting (as defined in Rules 13a-15(f) and 15d-15(f) under the Exchange Act) that occurred during the quarter ended June 30, 2018 that have materially affected or are reasonably likely to materially affect the Company's internal control over financial reporting.

**PART II — OTHER INFORMATION**

**ITEM 1. LEGAL PROCEEDINGS**

From time to time, the Company and/or its subsidiary are a party to claims and legal proceedings arising in the ordinary course of business. In the opinion of the Company's management, the amount of ultimate liability with respect to such proceedings will not have a material adverse effect on the financial condition or results of operations of the Company taken as a whole.

**Item 1A RISK FACTORS**

There have been no material changes to the principal risks that we believe are material to our business, results of operations and financial condition, from the risk factors previously disclosed in the 2017 Annual Report on Form 10-K. For a discussion on these risk factors, please see “Item 1A. Risk Factors” contained in the 2017 Annual Report on Form 10-K.

**ITEM 2. UNREGISTERED SALES OF EQUITY SECURITIES AND USE OF PROCEEDS**

(a) None.

(b) None.

(c) None.

**ITEM 3. DEFAULTS UPON SENIOR SECURITIES**

None.

**ITEM 4. MINE SAFETY DISCLOSURES**

Not applicable.

**ITEM 5. OTHER INFORMATION**

None.

**ITEM 6. EXHIBITS**

The following documents are included or incorporated by reference in this Quarterly Report on Form 10Q:

| | |
|---|---|
| 3.1 | Articles of Incorporation as amended of Registrant included as exhibit 3.1 to the Registrant's Form S-4, File No. 333-84534, which is incorporated by reference herein. |
| 3.2 | Bylaws of Registrant as amended on March 16, 2011 included as exhibit 3.2 to the Registrant's Form 10-K for December 31, 2010, which is incorporated by this reference herein. |
| 3.3 | Amendment of the Articles of Incorporation of Registrant dated November 1, 2002, is included as exhibit 3.3 to the Registrant's 10-Q for September 30, 2005, which is incorporated by this reference herein. |
| 3.4 | Amendment of the Articles of Incorporation of Registrant dated August 17, 2005, is included as exhibit 3.4 to the Registrant's 10-Q for September 30, 2005, which is incorporated by this reference herein. |
| 4 | Specimen form of certificate for Plumas Bancorp included as exhibit 4 to the Registrant's Form S-4, File No. 333-84534, which is incorporated by reference herein. |
| 10.1 | Executive Salary Continuation Agreement of Andrew J. Ryback dated December 17, 2008, is included as exhibit 10.1 to the Registrant's 10-K for December 31, 2008, which is incorporated by this reference herein. |
| 10.2 | Split Dollar Agreement of Andrew J. Ryback dated August 23, 2005, is included as Exhibit 10.2 to the Registrant's 8-K filed on October 17, 2005, which is incorporated by this reference herein. |
| 10.4 | Stock Purchase Warrant dated April 15, 2013, is included as Exhibit 10.4 to the Registrant's 10-Q filed on May 10, 2013, which is incorporated by this reference herein. |
| 10.8 | Director Retirement Agreement of John Flournoy dated March 21, 2007, is included as Exhibit 10.8 to Registrant's 10-Q for March 31, 2007, which is incorporated by this reference herein. |
| 10.9 | Amendment to Salary Continuation Agreement of Andrew J. Ryback dated April 1, 2016, is included as Exhibit 10.1 to the Registrant's 8-K filed on April 4, 2016, which is incorporated by this reference herein. |
| 10.10 | Salary Continuation Agreement of Richard L. Belstock dated April 1, 2016, is included as Exhibit 10.2 to the Registrant's 8-K filed on April 4, 2016, which is incorporated by this reference herein. |
| 10.11 | Salary Continuation Agreement of Kerry D. Wilson dated April 1, 2016, is included as Exhibit 10.3 to the Registrant's 8-K filed on April 4, 2016, which is incorporated by this reference herein. |
| 10.12 | Salary Continuation Agreement of BJ North dated April 1, 2016, is included as Exhibit 10.4 to the Registrant's 8-K filed on April 4, 2016, which is incorporated by this reference herein. |
| 10.13 | |

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| | Director Retirement Agreement of Steven M. Coldani dated December 21, 2016, is included as Exhibit 10.13 to the Registrant's 10-K filed on March 17, 2017, which is incorporated by this reference herein. |
| 10.18 | Amended and Restated Director Retirement Agreement of Daniel E. West dated May 10, 2000, is included as Exhibit 10.18 to the Registrant's 10-QSB for June 30, 2002, which is incorporated by this reference herein. |
| 10.19 | Consulting Agreement of Daniel E. West dated May 10, 2000, is included as Exhibit 10.19 to the Registrant's 10-QSB for June 30, 2002, which is incorporated by this reference herein. |
| 10.24 | Amended and Restated Director Retirement Agreement of Gerald W. Fletcher dated May 10, 2000, is included as Exhibit 10.24 to the Registrant's 10-QSB for June 30, 2002, which is incorporated by this reference herein. |
| 10.25 | Consulting Agreement of Gerald W. Fletcher dated May 10, 2000, is included as Exhibit 10.25 to the Registrant's 10-QSB for June 30, 2002, which is incorporated by this reference herein. |
| 10.33 | Amended and Restated Director Retirement Agreement of Terrance J. Reeson dated April 19, 2000, is included as Exhibit 10.33 to the Registrant's 10-QSB for June 30, 2002, which is incorporated by this reference herein. |

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| 10.34 | Consulting Agreement of Terrance J. Reeson dated May 10, 2000, is included as Exhibit 10.34 to the Registrant's 10-QSB for June 30, 2002, which is incorporated by this reference herein. |
| 10.41 | Form of Indemnification Agreement (Plumas Bancorp) is included as Exhibit 10.41 to the Registrant's 10-Q for March 31, 2009, which is incorporated by this reference herein. |
| 10.42 | Form of Indemnification Agreement (Plumas Bank) is included as Exhibit 10.42 to the Registrant's 10-Q for March 31, 2009, which is incorporated by this reference herein. |
| 10.47 | 2013 Stock Option Plan is included as exhibit 99.1 of the Form S-8 filed September 12, 2013, which is incorporated by this reference herein. |
| 10.48 | Specimen Form of Incentive Stock Option Agreement under the 2013 Stock Option Plan is included as exhibit 99.2 of the Form S-8 filed September 12, 2013, which is incorporated by this reference herein. |
| 10.49 | Specimen Form of Nonqualified Stock Option Agreement under the 2013 Stock Option Plan is included as exhibit 99.3 of the Form S-8 filed September 12, 2013, which is incorporated by this reference herein. |
| 10.51 | First Amendment to Split Dollar Agreement of Andrew J. Ryback, is included as exhibit 10.51 to the Registrant's 10-K for December 31, 2008, which is incorporated by this reference herein. |
| 10.66 | Director Retirement Agreement of Robert McClintock, is included as Exhibit 10.66 to the Registrant's 10-K filed on March 23, 2012, which is incorporated by this reference herein. |
| 10.67 | First Amendment to the Plumas Bank Amended and Restated Director Retirement Agreement for Terrance J. Reeson adopted on September 19, 2007, is included as Exhibit 10.67 to the Registrant's 8-K filed on September 25, 2007, which is incorporated by this reference herein. |
| 10.69 | First Amendment to the Plumas Bank Amended and Restated Director Retirement Agreement for Daniel E. West adopted on September 19, 2007, is included as Exhibit 10.69 to the Registrant's 8-K filed on September 25, 2007, which is incorporated by this reference herein. |
| 10.70 | First Amendment to the Plumas Bank Amended and Restated Director Retirement Agreement for Gerald W. Fletcher adopted on October 9, 2007, is included as Exhibit 10.70 to the Registrant's 10-Q for September 30, 2007, which is incorporated by this reference herein. |
| 31.1* | Rule 13a-14(a) [Section 302] Certification of Principal Financial Officer dated August 2, 2018. |
| 31.2* | Rule 13a-14(a) [Section 302] Certification of Principal Executive Officer dated August 2, 2018. |
| 32.1* | Certification of Principal Financial Officer pursuant to 18 U.S.C. Section 1350, As Adopted Pursuant to Section 906 of the Sarbanes-Oxley Act of 2002 dated August 2, 2018. |
| 32.2* | Certification of Principal Executive Officer pursuant to 18 U.S.C. Section 1350, As Adopted Pursuant to Section 906 of the Sarbanes-Oxley Act of 2002 dated August 2, 2018. |
| 101.INS* | XBRL Instance Document. |

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| 101.SCH* | XBRL Taxonomy Schema. |
| 101.CAL* | XBRL Taxonomy Calculation Linkbase. |
| 101.DEF* | XBRL Taxonomy Definition Linkbase. |
| 101.LAB* | XBRL Taxonomy Label Linkbase. |
| 101.PRE* | XBRL Taxonomy Presentation Linkbase. |
| * | Filed herewith |

**SIGNATURES**

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

**PLUMAS BANCORP**
(Registrant)
Date: August 2, 2018

/s/ Richard L. Belstock
Richard L. Belstock
*Chief Financial Officer*

/s/ Andrew J. Ryback
Andrew J. Ryback
Director, *President and Chief Executive Officer*