FEDERAL DEPOSIT INSURANCE CORPORATION
Washington, D.C. 20429

FORM 10-Q/A
Amendment No. 1

☒ **QUARTERLY REPORT PURSUANT TO SECTION 13 OR 15(d) OF THE SECURITIES EXCHANGE ACT OF 1934**
For the quarterly period ended March 31, 2022

or

☐ **TRANSITION REPORT PURSUANT TO SECTION 13 OR 15(d) OF THE SECURITIES EXCHANGE ACT OF 1934**
For the transition period from _____________ to _____________

FDIC Certificate No. 32203

Summit State Bank

(Exact Name of Registrant as Specified in its Charter)

California
(State of Incorporation)

94-2878925
(I.R.S. Employer Identification No.)

500 Bicentennial Way, Santa Rosa, CA 95403
(Address of Principal Executive Offices)

707-568-6000
(Registrant's Telephone Number, Including Area Code)

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

Securities registered pursuant to Section 12(b) of the Act:

Title of each class	Trading Symbol(s)	Name of each exchange on which registered
Common Stock	SSBI	The NASDAQ Stock Market LLC

APPLICABLE ONLY TO CORPORATE ISSUERS

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 every Interactive Data File required to be submitted 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 such files). Yes ☐ No ☐

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

Large accelerated filer ☐
Accelerated filer ☐
Non-accelerated filer ☒
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 if the registrant is a shell company (as defined in Rule 12b-2 of the Exchange Act). Yes ☐ No☒

APPLICABLE ONLY TO ISSUERS INVOLVED IN BANKRUPTCY PROCEEDINGS DURING THE PRECEDING FIVE YEARS:

Indicate by check mark whether the registrant has filed all documents and reports required to be filed by Section 12, 13 or 15(d) of the Securities Exchange Act of 1934 subsequent to the distribution of securities under a plan confirmed by a court.
Yes ☐ No ☐

As of May 13, 2022, there were 6,687,959 shares of common stock outstanding.

EXPLANATORY NOTE

Summit State Bank (the "Bank") is filing this Amendment No. 1 on Form 10-Q/A ("Amended Report") to amend its Quarterly Report on Form 10-Q for the quarter ended March 31, 2022 filed with the Federal Deposit Insurance Corporation ("FDIC") on May 13, 2022 (the "Original 10-Q").

Restatement of Financial Statements

The Bank is filing this Amended Report to restate its Financial Statements for the quarters ended March 31, 2022 and 2021 to make corrections to the Statements of Cash Flows in the Original 10-Q. The Statements of Cash Flows in the Original 10-Q misclassified certain loan sales as operating activity rather than investment activity. As restated and included in this Amended Report, the Statements of Cash Flows in the Bank's Financial Statements for the quarters ended March 31, 2022 and 2021 properly classify "Proceeds from sales of loans other than loans originated for resale" as investment activity rather than operating activity. Further explanation regarding the restatement is set forth in Note 1 to Financial Statements included in this Amended Report.

Net cash from financing activities and net change in cash and cash equivalents were not affected in any period. Additionally, the restatement does not impact the current or prior balance sheets or income statements.

The following sections in the Original 10-Q have been corrected in this Amended Report to reflect the restatement:

- Part I, Item 1. Financial Statements - Statement of Cash Flows and Notes to the Financial Statements
- Part I, Item 4. Controls and Procedures
- Part II, Item 6. Exhibits

In connection with the above, management has assessed the effectiveness of the Bank's disclosure controls and procedures and has included applicable disclosure in Item 4 herein, "Controls and Procedures." Management identified a material weakness in the Bank's internal control over financial reporting as described under "Management's Disclosure Controls and Procedures" in Item 4, resulting in the conclusion by the Bank's Chief Executive Officer and Chief Financial Officer that the Bank's disclosure controls and procedures and internal control over financial reporting were not effective at a reasonable assurance level as of March 31, 2022. Management has taken and is taking additional steps, as described under "Remediation Plan and Status" in Item 4, to remediate this material weakness in our internal control over financial reporting.

The Bank's principal executive officer and principal financial officer have also provided new certifications as required by Sections 302 and 906 of the Sarbanes-Oxley Act of 2002.

This Amended Report sets forth the information in the each of the listed Items in its entirety, as such information is modified and superseded where necessary to reflect the restatement. Except as provided above, this Amended Report does not reflect events occurring subsequent to the filing of the Original 10-Q and does not amend or otherwise update any information in the Original 10-Q.

Accordingly, this Amended Report should be read in conjunction with the Bank's filings made with the FDIC subsequent to the Original Report.

Forward Looking Statements. This Amended Report may include forward-looking statements within the meaning of the "safe harbor" provisions of Section 27A of the Securities Act of 1933, as amended, and Section 21E of the Securities Exchange Act of 1934, as amended, that are based on the current beliefs of the Bank management as well as assumptions made by and information currently available to the Bank's management. When used in this discussion, the words "anticipate," "believe," "estimate," "expect," "should," "intend," "project," "may," "will," "would," variations of such words and words or phrases of similar meaning constitute forward-looking statements. Although the Bank believes the expectations reflected in such forward-looking statements are reasonable, it can give no assurance that such expectations will prove to be correct.

These forward-looking statements may relate to, among other things, expectations regarding the Bank's disclosure controls and procedures and the remediation plans and efforts with respect to such controls and procedures; the business environment in which the Bank operates, projections of future performance, potential future performance, potential future credit experience and perceived opportunities in the market. Factors that may cause actual results to vary from forward-looking statements include, but are not limited to, management's ability to identify and successfully remediate any deficiencies in the Bank's disclosure controls and procedures, changes in interest rates, general economic and business conditions, changes in business strategy or development plans, changes in credit quality, the availability of capital to fund the Bank's business, legislative and regulatory changes such as the Coronavirus Aid, Relief and Economic Security Act of

2020, government monetary and fiscal policies, natural disasters such as wildfires and earthquakes, interruptions of utility service in our markets for sustained periods, pandemics such as COVID-19 and the economic impact caused by the pandemic and by government responses thereto, real estate valuations, competition in the financial services industry, demographic changes, technological factors including external fraud and cybersecurity threats, civil disturbances or terrorist threats or acts, or apprehension about the possible future occurrences of acts of this type, outbreak or escalation of hostilities in which the United States is involved, any declaration of war by the U.S. Congress or any other national or international calamity, crisis or emergency, and other risks referenced in this Amended Report. Some additional factors that could cause actual results to differ materially from the Bank's expectations are disclosed under Item 1A. "RISK FACTORS," in its Annual Report on Form 10-K for the year ended December 31, 2021 on file with the Federal Deposit Insurance Corporation ("FDIC").

Forward-looking statements are not guarantees of performance. By their nature, they involve risks, uncertainties and assumptions. Outcomes and the Bank's future results may differ significantly from those expressed in these forward-looking statements. You are cautioned not to put undue reliance on any forward-looking statement. Any such statement speaks only as of the date of this discussion, regardless of the time of delivery of this document. The Bank undertakes no obligation to update or release any revisions to any forward-looking statements, to report any new information, future event or other circumstances after the date of this filing or to reflect the occurrence of unanticipated events, except as required by law. However, your attention is directed to any further disclosures made on related subjects in any subsequent reports the Bank may file with the FDIC, including on Forms 10-K, 10-Q, and 8-K.

Part I Financial Information
Item 1 Financial Statements

SUMMIT STATE BANK
BALANCE SHEETS
(In thousands except share data)

	March 31, 2022 (Unaudited)	December 31, 2021 (1)
ASSETS		
Cash and due from banks	$ 65,897	$ 40,699
Investment securities:		
Available-for-sale (at fair value; amortized cost of $69,131 in 2022 and $69,902 in 2021)	63,332	69,367
Loans, less allowance for credit losses of $12,453 in 2022 and $12,329 in 2021	818,171	820,987
Bank premises and equipment, net	5,584	5,677
Investment in Federal Home Loan Bank stock, at cost	4,320	4,320
Goodwill	4,119	4,119
Affordable housing tax credit investment	9,136	3,500
Accrued interest receivable and other assets	11,728	9,411
Total assets	$ 982,287	$ 958,080
LIABILITIES AND SHAREHOLDERS' EQUITY		
Deposits:		
Demand - non interest-bearing	$ 256,253	$ 234,824
Demand - interest-bearing	152,823	147,289
Savings	61,563	69,982
Money market	174,447	168,637
Time deposits that meet or exceed the FDIC insurance limit	29,585	29,255
Other time deposits	157,263	161,613
Total deposits	831,934	811,600
Federal Home Loan Bank advances	48,500	48,500
Junior subordinated debt, net	5,895	5,891
Affordable housing commitment	6,573	2,483
Accrued interest payable and other liabilities	5,677	5,324
Total liabilities	898,579	873,798
Commitments and contingencies (Note 6)		
Shareholders' equity		
Preferred stock, no par value; 20,000,000 shares authorized; no shares issued and outstanding	-	-
Common stock, no par value; shares authorized - 30,000,000 shares; issued and outstanding 6,684,759 in 2022 and 2021 (2)	37,014	37,014
Retained earnings	50,777	47,644
Accumulated other comprehensive loss, net	(4,083)	(376)
Total shareholders' equity	83,708	84,282
Total liabilities and shareholders' equity	$ 982,287	$ 958,080

(1) Information derived from audited financial statements.

(2) Adjusted for 10% stock dividend declared; effective October 29, 2021

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

SUMMIT STATE BANK

STATEMENTS OF INCOME

(In thousands except earnings per share data)

	Three Months Ended	
	March 31, 2022 (unaudited)	**March 31, 2021 (unaudited)**
Interest income:		
Interest and fees on loans	$ 10,419	$ 9,976
Interest on deposits with banks	12	7
Interest on investment securities	383	383
Dividends on FHLB stock	65	43
Total interest income	10,879	10,409
Interest expense:		
Deposits	710	933
Federal Home Loan Bank advances	193	192
Junior Subordinated Debt	94	94
Total interest expense	997	1,219
Net interest income before provision for credit losses	9,882	9,190
Provision for credit losses on loans	135	335
Reversal of credit losses on unfunded loan commitments	(24)	-
Net interest income after (reversal of) provision for credit losses and unfunded loan commitments	9,771	8,855
Non-interest income:		
Service charges on deposit accounts	209	203
Rental income	79	86
Net gain on loan sales	1,546	348
Net securities gain	6	7
Other income	115	50
Total non-interest income	1,955	694
Non-interest expense:		
Salaries and employee benefits	3,964	3,018
Occupancy and equipment	409	414
Other expenses	1,913	1,407
Total non-interest expense	6,286	4,839
Income before provision for income taxes	5,440	4,710
Provision for income taxes	1,505	1,393
Net income	$ 3,935	$ 3,317
Basic earnings per common share (1)	$ 0.59	$ 0.50
Diluted earnings per common share (1)	$ 0.59	$ 0.50
Basic weighted average shares of common stock outstanding (1)	6,685	6,677
Diluted weighted average shares of common stock outstanding (1)	6,685	6,677

(1) Adjusted for 10% stock dividend declared; effective October 29, 2021

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

SUMMIT STATE BANK
STATEMENTS OF COMPREHENSIVE INCOME
(In thousands)

	Three Months Ended	
	March 31, 2022 (unaudited)	March 31, 2021 (unaudited)
Net income	$ 3,935	$ 3,317
Change in securities available-for-sale:		
Unrealized holding losses on available-for-sale securites arising during the period	(5,260)	(1,604)
Reclassification adjustment for gains realized in net income on available-for-sale securities	(6)	(7)
Net unrealized losses, before provision for income tax	(5,266)	(1,611)
Income tax benefit	1,559	477
Total other comprehensive loss, net of tax	(3,707)	(1,134)
Comprehensive income	$ 228	$ 2,183

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

SUMMIT STATE BANK

STATEMENTS OF CHANGES IN SHAREHOLDERS' EQUITY

For the Three Months Ended

March 31, 2021, June 30, 2021, September 30, 2021, December 31, 2021 and March 31, 2022

(Unaudited)

(In thousands except per share data)	Common Stock Shares	Common Stock Amount	Retained Earnings	Accumulated Other Comprehensive Income (Loss)	Total Shareholders' Equity
Balance, January 1, 2021	6,070	$ 36,981	$ 37,510	$ 1,138	$ 75,629
Net income			3,317		3,317
Other comprehensive loss, net of tax				(1,134)	(1,134)
Cumulative effect of change in accounting principle ASU 2016-13			(1,575)		(1,575)
Cash dividends - $0.12 per share			(728)		(728)
Balance, March 31, 2021	6,070	$ 36,981	$ 38,524	$ 4	$ 75,509
Net income			3,898		3,898
Other comprehensive income, net of tax				299	299
Cash dividends - $0.12 per share			(728)		(728)
Balance, June 30, 2021	6,070	$ 36,981	$ 41,694	$ 303	$ 78,978
Net income			3,796		3,796
Other comprehensive loss, net of tax				(95)	(95)
Exercise of stock options	7	33			33
Cash dividends - $0.12 per share			(729)		(729)
Balance, September 30, 2021	6,077	$ 37,014	$ 44,761	$ 208	$ 81,983
Net income			3,686		3,686
Other comprehensive loss, net of tax				(584)	(584)
Stock dividend (1)	608				-
Cash dividends - $0.12 per share			(803)		(803)
Balance, December 31, 2021	6,685	$ 37,014	$ 47,644	$ (376)	$ 84,282
Net income			3,935		3,935
Other comprehensive loss, net of tax				(3,707)	(3,707)
Cash dividends - $0.12 per share			(802)		(802)
Balance, March 31, 2022	6,685	$ 37,014	$ 50,777	$ (4,083)	$ 83,708

(1) 10% stock dividend declared; effective October 29, 2021

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

SUMMIT STATE BANK
STATEMENTS OF CASH FLOWS

(In thousands)	Three Months Ended March 31, 2022 (unaudited) (Restated)	2021 (unaudited) (Restated)
Cash flows from operating activities:		
Net income	$ 3,935	$ 3,317
Adjustments to reconcile net income to net cash from operating activities:		
Depreciation and amortization	97	108
Securities amortization and accretion, net	47	54
Accretion of net deferred loan fees	(1,077)	(1,681)
Provision for credit losses on loans	135	335
Reversal of credit losses on unfunded loan commitments	(24)	-
Net securities gain	(6)	(7)
Net gain on loan sales	(1,546)	(348)
Net change in junior subordinated debt	4	4
Net change in accrued interest receivable and other assets	(694)	1,957
Net change in accrued interest payable and other liabilities	(70)	(900)
Share-based compensation expense	447	250
Net cash from operating activities	1,248	3,089
Cash flows from investing activities:		
Purchases of available-for-sale investment securities	-	(9,185)
Proceeds from calls and maturities of available-for-sale investment securities	728	6,506
Loan origination and principal collections, net	(16,013)	(9,537)
Proceeds from sales of loans other than loans originated for resale	21,317	4,980
Purchases of bank premises and equipment, net	(4)	(57)
Cash paid for affordable housing tax credit investment	(1,610)	-
Net cash provided by (used in) investing activities	4,418	(7,293)
Cash flows from financing activities:		
Net change in demand, savings and money market deposits	24,354	44,038
Net change in certificates of deposit	(4,020)	(22,983)
Dividends paid on common stock	(802)	(728)
Net cash from financing activities	19,532	20,327
Net change in cash and cash equivalents	25,198	16,123
Cash and cash equivalents at beginning of year	40,699	30,826
Cash and cash equivalents at end of period	$ 65,897	$ 46,949
Supplemental disclosure of cash flow information:		
Cash paid during the period for:		
Interest	$ 915	$ 4,913
Non-Cash Investing and Financing Activities:		
Affordable housing tax credit investment	$ 5,700	$ -
Affordable housing tax credit commitment	$ (5,700)	$ -
Net unrealized (losses) gains on available-for-sale securities	$ (5,266)	$ (1,611)
Cumulative effect of CECL adoption	$ -	$ 1,575

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

SUMMIT STATE BANK

NOTES TO FINANCIAL STATEMENTS (UNAUDITED)

1. SUMMARY OF SIGNIFICANT ACCOUNTING POLICIES

General

On January 15, 1999, Summit State Bank (the "Bank") received authority to transact business as a California state-chartered commercial bank and is subject to regulation, supervision and examination by the State of California Department of Financial Protection & Innovation and the Federal Deposit Insurance Corporation. The Bank was incorporated on December 20, 1982 under the name Summit Savings. The Bank provides a variety of banking services to individuals and businesses in its primary service area of Sonoma County, California. The Bank's branch locations include Santa Rosa, Petaluma, Rohnert Park and Healdsburg. The Bank offers depository and lending services primarily to meet the needs of its business, nonprofit organization and individual clientele. These services include a variety of transaction, money market, savings and time deposit account alternatives. The Bank's lending activities are directed primarily towards commercial real estate, construction and business loans.

The financial statements as of March 31, 2022 and for the three months ended March 31, 2022 and 2021 are unaudited. In the opinion of management, these unaudited financial statements contain all adjustments, consisting only of normal recurring accruals necessary to present fairly the financial statements of the Bank.

The accompanying unaudited interim financial statements have been prepared in accordance with U.S. Generally Accepted Accounting Principles for interim financial information and Article 8 of Regulation S-X of the Securities and Exchange Commission. Operating results for the three months ended March 31, 2022 are not necessarily indicative of the results that may be expected for the year ending December 31, 2022. These unaudited financial statements do not include all disclosures associated with the Bank's annual financial statements and notes thereto and accordingly, should be read in conjunction with the financial statements and notes thereto included in the Bank's Annual Report for the year ended December 31, 2021 on Form 10-K on file with the FDIC (Form 10-K may be found at www.summitstatebank.com).

The accompanying accounting and reporting policies of the Bank conform to U.S. Generally Accepted Accounting Principles and prevailing practices within the banking industry.

<u>Restatement of Statement of Cash Flows</u>

Subsequent to the issuance of the Bank's Financial Statements for the quarter ended March 31, 2022, management determined that the Statement of Cash Flows incorrectly identified the line "Proceeds from sales of loans other than loans originated for resale" within "cash flows from operating activities" versus the proper classification within "cash flows from investing activities" on the statement of cash flows.

This restatement reclassifies "Proceeds from sales of loans other than loans originated for resale" from "cash flows from operating activities" into "cash flows from investing activities" on the Statement of Cash Flows. Net cash from financing activities and net change in cash and cash equivalents were not affected in any period. Additionally, the restatement does not impact any the current or prior balance sheet or income statement.

The impact of the misclassification on the Bank's Financial Statements for the quarter ended March 31, 2022 is as follows:

	Original	Adjustment	Corrected
		(in thousands)	
March 31, 2022 Form 10-Q			
Three months ended March 31, 2022			
Net cash flows from operating activities	22,565	(21,317)	1,248
Net cash (used in) provided by investing activitites	(16,889)	21,317	4,428
Three months ended March 31, 2021			
Net cash flows from operating activities	8,069	(4,980)	3,089
Net cash used in investing activitites	(12,273)	4,980	(7,293)

Use of Estimates

The preparation of financial statements in conformity with U.S. Generally Accepted Accounting Principles requires management to make estimates and assumptions. These estimates and assumptions affect the reported amounts of assets and liabilities at the date of the financial statements and the reported amounts of revenues and expenses during the reporting period. Actual results could differ from these estimates. The allowance for credit losses, goodwill impairment, and fair values of investment securities are particularly subject to change.

Operating Segments

While the Bank's chief decision makers monitor the revenue streams of the Bank's various products and services, operations are managed, and financial performance is evaluated on a bank-wide basis. Operating segments are aggregated into one segment as operating results for all segments are substantially the same.

Securities

Debt securities classified as available-for-sale are available for future liquidity requirements and may be sold prior to maturity. Purchase premiums and discounts are recognized in interest income using the interest method over the terms of the securities, net of the securities allowance for credit losses. Debt securities classified as available-for-sale are measured at fair value and unrealized holding gains and losses are excluded from earnings and reported net of tax as accumulated other comprehensive income (AOCI), a component of shareholders' equity, until realized. (See Note 9 Fair Value for a more complete discussion of accounting for the fair value of financial instruments.) Realized gains and losses on sale are computed on the specific identification method and are included in earnings on the trade date.

Allowance for Credit Losses – Available-for-Sale ("AFS") Debt Securities

For AFS debt securities in an unrealized loss position, the Bank first assesses whether it intends to sell, or is more likely than not that it will be required to sell the security before recovery of its amortized cost basis. If the Bank intends to sell the security or it is more likely than not that the Bank will be required to sell the security before recovering its cost basis, the entire impairment loss would be recognized in earnings. If the Bank does not intend to sell the security and it is not more likely that the Bank will be required to sell the security, the Bank evaluates whether the decline in fair value has resulted from credit losses or other factors. In making this assessment, management considers the extent to which fair value is less than amortized cost, any changes to the rating of the security by a rating agency, and adverse conditions specifically related to the security, among other factors. If this assessment indicates that a credit loss exists, the present value of cash flows expected to be collected from the security are compared to the amortized cost basis of the security. Projected cash flows are discounted by the current effective interest rate. If the present value of cash flows expected to be collected is less than the amortized cost basis, a credit loss exists and an allowance for credit losses is recorded for the credit loss, limited by the amount that the fair value is less than the amortized cost basis. The remaining impairment related to all other factors, the difference between the present value of the cash flows expected to be collected and fair value, is recognized as a charge to AOCI.

Changes in the allowance for credit losses are recorded as provision for (or reversal of) credit loss expense. Losses are charged against the allowance when management believes the non-collectability of an AFS security is confirmed or when either of the criteria regarding intent or requirement to sell is met.

As of March 31, 2022 and March 31, 2021, the Bank determined that the unrealized loss positions in AFS securities were not the result of credit losses, and therefore, an allowance for credit losses was not recorded. See Note 2 Investment Securities Available-for-Sale for more information.

A debt security is placed on nonaccrual status at the time any principal or interest payments become greater than 90 days delinquent. Interest accrued but not received for a security placed on non-accrual is reversed against interest income. There were no accrued interest amounts reversed against interest income for the three months ended March 31, 2022 or 2021. Accrued interest receivable on available-for-sale debt securities totaled $434,000 at March 31, 2022 compared to $363,000 at December 31, 2021 and is excluded from the estimate of credit losses as of March 31, 2022 and December 31, 2021.

Allowance and Provision for Credit Losses – Loans and Leases

The allowance for credit losses is a valuation account that is deducted from the amortized cost basis of loans to present the net amount expected to be collected on the loans. The Bank has elected to exclude accrued interest receivable from the amortized cost basis in the estimate of the allowance for credit losses. The provision for credit losses reflects the amount required to maintain the allowance for credit losses at an appropriate level based upon management's evaluation of the adequacy of collective and individual loss reserves. The Bank's methodologies for determining the adequacy of allowance for credit losses are set forth in a formal policy and take into consideration the need for a valuation allowance for loans evaluated on a collective pool basis which have similar risk characteristics, as well as allowances that are tied to individual loans that do not share risk characteristics. The Bank increases its allowance for credit losses by charging provisions for credit losses on its statement of income. Losses related to specific assets are applied as a reduction of the carrying value of the assets and charged against the allowance for credit loss reserve when management believes the non-collectability of a loan balance is confirmed. Recoveries on previously charged off loans are credited to the allowance for credit losses.

Management conducts an assessment of the allowance for credit losses on a monthly basis and undertakes a more comprehensive evaluation quarterly. Management estimates the allowance for credit losses using relevant information, from internal and external sources, relating to past events, current conditions, and reasonable and supportable forecasts. The allowance for credit losses is maintained at a level sufficient to provide for expected credit losses over the life of the loan based on evaluating historical credit loss experience and making adjustments to historical loss information for differences in the specific risk characteristics in the current loan portfolio and economic conditions. These adjustments to historical loss factors include, among others, changes in the size and composition of the loan portfolio, delinquent and nonaccrual loans, and current and projected economic conditions, as well as changes in economic factors including unemployment rates, property values, Consumer Price Index, Gross Domestic Product, or other relevant factors.

The allowance for credit losses is measured on a collective pool basis when similar risk characteristics exist. In estimating the component of the allowance for credit losses for loans that share common risk characteristics, loans are pooled based on the loan types and areas of risk concentration. For loans evaluated collectively as a pool, the allowance for credit losses is calculated using regression analysis (includes non-accrual rates, gross charge-offs and recovery rates), an estimate on the life of each loan, and historical losses adjusted for economic forecasts and current conditions.

Historical credit loss assumptions for each pool are estimated using an econometric timeseries regression analysis which establishes a correlation between non-accrual rates, gross charge-off rates, and recovery rates. This is a three-part process that first separately analyzes non-accrual rates by loan pool, then calculates gross charge-off rates using the modeled non-accrual rate from the prior step, and third, calculates the recovery rate using the modeled rate from the prior step. This model implies historical values of non-accruals are directly correlated to current charge-offs, which is directly correlated to future recoveries. In calculating these separately over time, the model incorporates the entire default cycle of a loan pool while also including the appropriate time lags between events.

The model captures a complete cycle of historical loss data from the last recession (2009 through 2016) and management uses economic indicators from the Office of the Comptroller of the Currency (OCC)'s Dodd-Frank Act Stress Test (DFAST) historical dataset of actual econometric national variables to adjust historical loss rates. The adjustment to historical loss rates better reflects management's expectations of future conditions over the remaining lives of the loans in the portfolio based on reasonable and supportable forecasts. These economic indicators are selected based on correlation to the Bank's historical credit loss experience and are evaluated for each loan category to ensure proper correlation relationships using economic logic. The DFAST dataset incorporates many variables including unemployment, gross domestic product, consumer price index, real estate price index, treasury yields, and mortgage rates.

The effective life of loan pool is then calculated using loans paid off from 2009 through 2016. Although the life of loan is generally considered to be the contractual maturity of a loan, the Bank's model includes expected prepayments when estimating credit loss, thereby reflecting effective maturity as opposed to contractual maturity. The average and median life of loan is calculated by loan pool.

The net charge-off rate (or gross charge-off rates minus recovery rates) are then forecasted over the life of loan pool for the entire portfolio to derive the future expected loss. The bank uses the OCC's DFAST Base Case Scenario for forecasting future expected loss.

The Bank also incorporates qualitative factors in establishing the allowance for credit losses that management believes are reasonable and supportable at each reporting date. The following qualitative factors are considered in establishing the Bank's CECL Allowance:

- Economic Forecast Scenarios – In order to produce a reasonable and supportable forecast, the Bank utilizes multiple economic forecasts to determine the appropriate level of life of loan loss reserves. At least annually, individual economic forecast scenarios are analyzed and selected by management based on current and expected economic activity.

- Economic Forecast Weighting – In order to produce a reasonable and supportable forecast, the Bank utilizes multiple economic forecasts to determine the appropriate level of life of loan loss reserves. At least annually, each individual economic forecast scenario is analyzed by management to evaluate the appropriate weighting based on current and expected economic activity. The sum of all weights will always total 100%.
- Near-term Loan Loss Stabilization – In order to produce a more stable loan loss provision, at least annually management will analyze and adjust the appropriate level of life of loan loss reserves based on current and expected changes in modeled loan loss reserves over a one-year horizon.

Portfolio segmentation is defined as the level at which an entity develops and documents a systematic methodology to determine its allowance for credit losses. The Bank has designated the following portfolio segments of loans and leases by the following call report categories: nonfarm land non-owner-occupied nonresidential, nonfarm land owner-occupied nonresidential, farmland, commercial & industrial, secured multi-family, real estate – construction, agricultural production, 1-4 family residential, HELOC/revolving, 1-4 family residential junior lien, and consumer & credit cards. The method for determining the allowance for credit losses described above is used to determine the allowance for credit losses in each portfolio segment in the Bank's loan portfolio.

Loans that do not share risk characteristics with other loans in the portfolio are individually evaluated for impairment and are not included in the collective evaluation. Factors involved in determining whether a loan should be individually evaluated include, but are not limited to, the financial condition of the borrower and the value of the underlying collateral. Expected credit losses for loans evaluated individually are measured based on the present value of expected future cash flows discounted at the loan's original effective interest rate or when the Bank determines that foreclosure is probable, the expected credit loss is measured based on the fair value of the collateral as of the reporting date, less estimated selling costs, as applicable. As a practical expedient, the Bank measures the expected credit loss for a loan using the fair value of the collateral less the cost to sell. Collateral may consist of various types of real estate including residential properties, commercial properties such as retail centers, office buildings, and lodging; agriculture land; and vacant land. The Bank assesses these loans on each reporting date to determine whether repayment is expected to be provided substantially through the operation or sale of the collateral when the borrower is experiencing financial difficulty.

In both cases, if the fair value of the collateral is less than the amortized cost basis of the loan, the Bank will recognize an allowance or partial charge off as the difference between the fair value of the collateral, less costs to sell, if applicable, at the reporting date and the amortized cost basis of the loan. If the fair value of the collateral exceeds the amortized cost basis of the loan, any expected recovery added to the amortized cost basis will be limited to the amount previously charged-off. Subsequent changes in the expected credit losses for loans evaluated individually are included within the provision for credit losses in the same manner in which the expected credit loss initially was recognized or as a reduction in the provision that would otherwise be reported.

Some of the Bank's loans are reported as troubled debt restructurings (TDRs). Loans are reported as TDRs when the Bank grants a concession(s) to a borrower experiencing financial difficulties that it would not otherwise consider. Examples of such concessions include forgiveness of principal or accrued interest, extending the maturity date(s) or providing a lower interest rate than would be normally available for a transaction of similar risk. The allowance for credit losses on a TDR is determined using the same method as all other loans held for investment, except when the value of the concession cannot be measured using a method other than the discounted cash flow method.

When the value of a concession is measured using the discounted cash flow method the allowance for credit losses is determined by discounting the expected future cash flows at the original interest rate of the loan.

The CARES Act provided guidance around the modification of loans as a result of the COVID-19 pandemic, which outlined, among other criteria, that short-term modifications made on a good faith basis to borrowers who were current as defined under the CARES Act prior to any relief, are not TDRs. This includes short-term modifications such as payment deferrals, fee waivers, extensions of repayment terms, or other delays in payment that are insignificant. Borrowers are considered current under the CARES Act if they are less than 30 days past due on their contractual payments at the time a modification program is implemented.

Loan Origination and Commitment Fees

Loan origination fees, net of certain specifically defined direct loan origination costs, are deferred and recognized as an adjustment of the loans' interest yield using the level-yield method over the contractual term of each loan adjusted for actual loan prepayment experience. Loan commitment fees are deferred until the expiration of the commitment period unless management believes there is a remote likelihood that the underlying commitment will be exercised, in which case the fees are amortized to fee income using the straight-line method over the commitment period. If a loan commitment is exercised, the deferred commitment fee is accounted for in the same manner as a loan origination fee. Deferred commitment fees associated with expired commitments are recognized as fee income.

Accrued Interest Receivable

The Bank has elected to present accrued interest receivable within the accrued interest receivable and other asset line on the balance sheet, separate from the associated loan balances, exclude accrued interest receivable that is included in the amortized cost of financing receivables from related disclosure requirements, and continue to write off accrued interest by reversing interest income. The Bank will not measure an allowance for credit losses for accrued interest receivable due to the Bank's policy of writing off uncollectible accrued interest receivable in a timely manner.

The Bank began offering loan modifications to assist borrowers negatively impacted by the COVID-19 national emergency. In general, these loans are considered current if they are less than 30 days past due on their contractual payments at the time the loan modification program was put in place. The Bank does not classify such loans as nonperforming and continues to accrue and recognize interest income during the forbearance period. For these loans, the Bank evaluates the need to record an allowance for the related accrued interest receivable as any amounts that may become uncollectible and may not be considered written off in a timely manner.

Investment in Low Income Housing Tax Credit Funds

The Bank invested in a limited partnership that was formed to develop and operate affordable housing projects for low or moderate-income tenants. The Bank's ownership percentage is 5%. The investment is in qualified affordable housing tax credit funds and is accounted for using the proportional amortization method, where the initial cost of the investment is amortized in proportion to the tax credits and other tax benefits received. Low-income housing tax credits and other tax benefits received, net of the amortization of the investment, is recognized as part of provision for income taxes. The partnership must meet the regulatory minimum requirements for affordable housing for a minimum 15- year compliance period to fully utilize the tax credits. If the partnership ceases to qualify during the compliance period, the credit may be denied for any period in which the project is not in compliance and a portion of the credit previously taken is subject to recapture with interest. The Bank will record an impairment charge if the value of the future tax credits and other tax benefits is less than the carrying value of the investment. The investment totaled $9,136,000 and $3,5000,000 at March 31, 2022 and December 31, 2021. The unfunded commitments for low-income housing tax credit funds totaled $6,573,000 and $2,483,000 at March 31, 2022 and December 31, 2021. The Bank did not recognize any impairment losses on these low-income housing tax credit investments during the three month period ending March 31, 2022 as the value of the future tax benefits exceeds the carrying value of the investments.

Reserve for Unfunded Commitments ("Unfunded Reserve")

The Unfunded Reserve represents the expected credit losses on off-balance sheet commitments such as unfunded commitments to extend credit (available balance on lines of credit including construction lines of credit) and standby letters of credit. The Unfunded Reserve is recognized as a liability (within other liabilities in the balance sheets), with adjustments to the reserve recognized under the provision for credit losses in the statement of income. The Unfunded Reserve is determined by taking the maximum unfunded credit limit as of the report date and applying the expected loss rates on those draws by loan pool.

Earnings Per Common Share

Basic earnings per common share (EPS), which excludes dilution, is computed by dividing income available to common shareholders by the weighted-average number of common shares outstanding for the period. Diluted EPS is computed by dividing income available to common shareholders by the weighted-average common shares outstanding plus the weighted-average number of dilutive shares for the period. There were no stock options that were considered dilutive in computing diluted earnings per share for the three months ended March 31, 2022. Stock options for 2,000 shares of common stock for the three months ended March 31, 2021, were not considered in computing diluted earnings per share because they were anti-dilutive.

The factors used in the earnings per common share computation follow:

	Three Months Ended	
(in thousands except earnings per share)	**March 31, 2022**	**March 31, 2021**
Basic		
Net income	$ 3,935	$ 3,317
Weighted average common shares outstanding	6,685	6,677
Basic earnings per common share	$ 0.59	$ 0.50
Diluted		
Net income	$ 3,935	$ 3,317
Weighted average common shares outstanding for basic earnings per common share	6,685	6,677
Add: Dilutive effects of assumed exercises of stock options	-	-
Average shares and dilutive potential common shares	6,685	6,677
Diluted earnings per common share	$ 0.59	$ 0.50

Revenue Recognition

The Bank 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 Bank 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 Bank satisfies a performance obligation.

Most of the Bank’s revenue-generating transactions are not subject to Topic 606, including revenue generated from financial instruments, such as loans and investment securities. In addition, certain noninterest income streams such as fees associated with mortgage servicing rights, gains on sales of loans, financial guarantees, derivatives, and certain credit card fees are also not in scope of the guidance. The Bank’s noninterest revenue streams are largely based on transactional activity such as the gain on sale of the guaranteed portion of SBA loans. Consideration is often received immediately or shortly after the Bank satisfies its performance obligation and revenue is recognized. The Bank does not typically enter into long-term revenue contracts with customers, and therefore, does not experience significant contract balances. As of March 31, 2022 and December 31, 2021, the Bank did not have any significant contract balances. The Bank has evaluated the nature of its revenue streams and determined that further disaggregation of revenue into more granular categories beyond what is presented on the statements of income was not necessary. The following are descriptions of revenues within the scope of ASC 606.

Deposit service charges - The Bank earns fees from its deposit customers for account maintenance, transaction-based and overdraft services. Account maintenance fees consist primarily of account fees and analyzed account fees charged on deposit accounts on a monthly basis. The performance obligation is satisfied, and the fees are recognized on a monthly basis as the service period is completed. Transaction-based fees on deposit accounts are charged to deposit customers for specific services provided to the customer, such as non-sufficient funds fees, overdraft fees, and wire fees. The performance obligation is completed as the transaction occurs and the fees are recognized at the time each specific service is provided to the customer.

Debit and ATM interchange fee income and expenses - Debit and ATM interchange income represent fees earned when a debit card issued by the Bank is used. The Bank earns interchange fees from debit cardholder transactions through the Visa payment network. Interchange fees from cardholder transactions represent a percentage of the underlying transaction value and are recognized daily, concurrently with the transaction processing services provided to the cardholder. The performance obligation is satisfied, and the fees are earned when the cost of the transaction is charged to the cardholders’ debit card. Certain expenses directly associated with the credit and debit card are recorded on a net basis with the interchange income.

Accounting Standards Adopted in 2022

None

Accounting Standards Pending Adoption

In March 2022, the FASB issued ASU No. 2022-02, Financial Instruments—Credit Losses (Topic 326): Troubled Debt Restructurings and Vintage Disclosures. Since the issuance of ASU No. 2016-13, the Board has provided resources to monitor and assist stakeholders with the implementation of Topic 326, also known as Post-Implementation Review (PIR). The amendments in this update respond to feedback received during the PIR process, specifically as it pertains to eliminating accounting guidance for TDRs by creditors and adding vintage disclosures for gross write-offs. For entities that have adopted the amendments in Update 2016-13, the amendments in this update are effective for fiscal years beginning after December 15, 2022, including interim periods within those fiscal years. The adoption of this standard is not expected to have a material effect on the Bank's operating results or financial condition. However, the Bank is currently gathering and evaluating the information necessary to comply with the disclosure requirements of the new standard. The Bank expects to adopt this standard and include the new disclosures beginning with the first quarter of 2023.

In March 2020, the FASB issued ASU No. 2020-04, Reference Rate Reform (Topic 848). The amendments in this ASU are elective and provide optional guidance for a limited period to ease the potential burden in accounting for (or recognizing the effects of) reference rate reform. The amendments in this ASU provide optional expedients and exceptions for applying GAAP to contracts, hedging relationships, and other transactions that reference LIBOR or another reference rate expected to be discontinued because of reference rate reform. The amendments in this ASU may be elected as of March 12, 2020 through December 31, 2022. An entity may choose to elect the amendments in this update at an interim period subsequent to March 12, 2020 with the method of adoption varying based on transaction type. The Bank has no loans and one subordinated debt agreement for $6,000,000 or 0.6% of total assets that references LIBOR; this ASU is anticipated to have minimal impact on the Bank. The Bank will continue to monitor guidance for reference rate reform from the FASB and its impact on the Bank’s financial condition and results of operations.

2. INVESTMENT SECURITIES – AVAILABLE-FOR-SALE

The amortized costs and estimated fair value of investment securities available-for-sale are reflected in the tables below; the Bank has no investment securities held-to-maturity:

	March 31, 2022				
(in thousands)	Amortized Cost	Gross Unrealized Gains	Gross Unrealized Losses	Allowance for Credit Losses	Estimated Fair Value
Government agencies	$ 39,985	$ -	$ (4,542)	$ -	$ 35,443
Mortgage-backed securities - residential	10,433	13	(651)	-	9,795
Corporate debt	18,713	38	(657)	-	18,094
Total investment securities available-for-sale	$ 69,131	$ 51	$ (5,850)	$ -	$ 63,332

	December 31, 2021				
(in thousands)	Amortized Cost	Gross Unrealized Gains	Gross Unrealized Losses	Allowance for Credit Losses	Estimated Fair Value
Government agencies	$ 39,985	$ -	$ (962)	$ -	$ 39,023
Mortgage-backed securities - residential	10,506	173	(183)	-	10,496
Corporate debt	19,411	555	(118)	-	19,848
Total investment securities available-for-sale	$ 69,902	$ 728	$ (1,263)	$ -	$ 69,367

The activity related to recorded gross gains and losses of investment securities is reflected in the table below:

	Three Months Ended	
(in thousands)	**March 31, 2022**	**March 31, 2021**
Proceeds from calls	$ 411	$ 258
Gross realized gains on sales and calls	6	7

The unrealized losses on investments in asset backed securities were generally caused by changes in required yields by investors for these types of securities and changes in interest rates. All of the Bank's securities remain investment grade with the exception of one security that has a par value of $250,000. The one security below investment grade has been separately evaluated and management has determined it is not impaired and the Bank will not record an allowance for credit losses because the company continues to perform financially; the Bank expects to realize the full principal and interest upon final maturity. The Bank continues to monitor all its securities for changes in credit rating or other indications of credit deterioration. Management has concluded the decline in fair value is attributable to changes in short term interest rates, market shifts of the Treasury yield curve and other variable market and economic conditions including the COVID-19 pandemic. Management further concludes impairment did not result from any significant or persistent deterioration in the underlying credit quality of any of the investments, the portfolio consists primarily of debt securities with non-contingent contractual cash flows, and full realization of the principal balance is expected upon final maturity. The Bank has no specific plans to sell any of the impaired securities, is not anticipating it will be required to sell any impaired securities prior to full recovery and has the intent and ability to hold the securities until it receives full recovery, which could be at the final maturity or prior to maturity for investments with a make-whole call provision. For the reasons described, the Bank has determined there is no impairment on these securities, none of the individual unrealized loss as of March 31, 2022 resulted from credit loss, and the Bank has no allowance for credit losses recorded as of March 31, 2022.

Investment securities with unrealized losses are summarized and classified according to the duration of the loss period as follows:

	March 31, 2022					
	Less than 12 Months		12 Months or More		Total	
(in thousands)	Fair Value	Unrealized Losses	Fair Value	Unrealized Losses	Fair Value	Unrealized Losses
Government agencies	$ 16,419	$ (1,573)	$ 19,024	$ (2,969)	$ 35,443	$ (4,542)
Mortgage-backed securities - residential	8,994	(651)	-	-	8,994	(651)
Corporate debt	10,646	(416)	1,995	(241)	12,641	(657)
Total available-for-sale	36,059	(2,640)	21,019	(3,210)	57,078	(5,850)
Total investment securities	$ 36,059	$ (2,640)	$ 21,019	$ (3,210)	$ 57,078	$ (5,850)

	December 31, 2021					
	Less than 12 Months		12 Months or More		Total	
(in thousands)	Fair Value	Unrealized Losses	Fair Value	Unrealized Losses	Fair Value	Unrealized Losses
Government agencies	$ 26,608	$ (383)	$ 12,415	$ (579)	$ 39,023	$ (962)
Mortgage-backed securities - residential	6,699	(183)	-	-	6,699	(183)
Corporate debt	4,025	(69)	1,085	(49)	5,110	(118)
Total available-for-sale	37,332	(635)	13,500	(628)	50,832	(1,263)
Total investment securities	$ 37,332	$ (635)	$ 13,500	$ (628)	$ 50,832	$ (1,263)

At March 31, 2022, the Bank held twenty eight investment securities in an unrealized loss position for less than 12 months and thirty six investment security in an unrealized loss position greater than 12 months. At December 31, 2021, the Bank held twenty two investment securities in an unrealized loss for less than 12 months and seven investment securities in an unrealized loss position greater than 12 months.

The amortized cost and estimated fair value of investment securities by contractual maturity at March 31, 2022 are shown below. 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.

	Available-for-Sale	
(in thousands)	Amortized Cost	Fair Value
Within one year	$ 502	$ 504
After one year through five years	10,532	10,443
After five years through ten years	10,677	9,842
After ten years	36,987	32,748
	58,698	53,537
Investment securities not due at a single maturity date:		
Mortgage-backed securities - residential	10,433	9,795
	$ 69,131	$ 63,332

The Bank does not own securities of any single issuer (other than U.S. Government agencies) whose aggregate book value was in excess of 10% of the Bank's total shareholders' equity at the time of purchase.

3. LOANS

Outstanding loans are summarized as follows:

(in thousands)	March 31, 2022	December 31, 2021
Commercial & agricultural (1)	$ 138,345	$ 144,969
Real estate - commercial	491,184	504,891
Real estate - construction and land	95,744	67,427
Real estate - single family	61,620	65,590
Real estate - multifamily	43,702	50,395
Consumer & lease financing	29	44
	830,624	833,316
Allowance for credit losses	(12,453)	(12,329)
	$ 818,171	$ 820,987

(1) Includes loans secured by farmland. Also includes all PPP loans, totaling $13,277 as of March 31, 2022 and $16,957 as of December 31, 2021.

The following is a discussion of the risks across each loan portfolio segment:

Commercial and Agricultural Loans – Commercial and agricultural credit is extended to commercial customers for use in normal business operations to finance working capital needs, equipment purchases, farmland, or other projects. The majority of these borrowers are customers doing business within the Bank's geographic locations. These loans are generally underwritten individually and secured with the assets of the company and the personal guarantee of the business owners. Commercial and agricultural loans are made based primarily on the historical and projected cash flow of the borrower and the underlying collateral provided by the borrowers. The cash flows of borrowers may not occur as expected, or the collateral securing these loans may fluctuate in value. A weakened economy, and the resulting decrease in consumer or business spending, may also have an impact on the credit quality of commercial and agricultural loans.

In April 2020, the Bank began participating in the Small Business Administration's ("SBA") Paycheck Protection Program ("PPP"). PPP loans have terms of two to five years and earn interest at 1%. In addition, the SBA paid the Bank a fee of 1%-5% depending on the loan amount, which was netted with loan origination costs and accreted/amortized into interest income using the effective yield method over the contractual life of each loan. The recognition of fees and costs is accelerated when the SBA forgives the loan and/or the loan is paid off prior to maturity. PPP loans are fully guaranteed by the SBA and have virtually no risk of loss. The Bank expects the vast majority of the PPP loans to be fully forgiven by the SBA.

Commercial and Multifamily Real Estate Loans – Commercial and multifamily real estate loans are subject to underwriting standards and processes similar to commercial loans. These loans are viewed primarily as cash flow loans and the repayment of these loans is largely dependent on the successful operation of the property. Loan performance may be adversely affected by factors impacting the general economy or conditions specific to the real estate market.

Construction and Land Real Estate Loans – Construction and land real estate loans are extended to qualified commercial and individual customers and are underwritten and secured by the assets of the company or individual. Commercial construction credits are generally secured with personal guarantees of the business owner. Credits are underwritten to meet the general credit policy criteria for current and projected cash flow coverage and loan-to-value. Both types of credit are generally written as construction to permanent loans with terms consistent with policy and property type. Construction loans are done in California and Arizona with a majority under the SBA 7(a) or U.S. Department of Agriculture (USDA) loan guarantee programs. The majority of land real estate loans are with customers doing business within the Bank's geographic region. Repayment of construction loans is largely dependent on the ultimate success of the project and can be impacted by the inherent volatility in real estate values, delays due to weather, and labor or material shortages.

Single Family Real Estate Loans – Single family residential mortgage loans represent loans to consumers for the purchase or refinance of a residence. These loans are generally financed up to 30 years, and in most cases, are extended to borrowers to finance their primary residence. Real estate market values at the time of origination directly affect the amount of credit extended, and in the event of default, subsequent changes in these values may impact the severity of losses. Additionally, commercial loans may be categorized as Single Family Residential if the loan is secured by a mortgage on a home. Commercial loans categorized as Single Family Residential are underwritten as described in Commercial and Agricultural Loans section above and have terms such as interest rates and maturities as a standard Commercial Loan.

Consumer and Lease Financing Loans – The bank is no longer involved in consumer lending of this type. However, the bank has a small legacy portfolio. Consumer and lease financing loans are primarily comprised of loans made directly to consumers. These loans have a specific underwriting matrix which consists of several factors including debt to income, type of collateral and loan to collateral value, credit history and relationship to the borrower. Consumer and lease financing lending uses risk-based pricing in the underwriting process. Consumer and lease financing loans are impacted by factors that impact consumers' ability to repay the loans, such as unemployment rates.

Changes in the allocation of allowance for credit losses by loan class for the three months ended March 31, 2022 and 2021 are as follows:

	Three Months Ended March 31, 2022				
(in thousands)	Balance at December 31, 2021	Provision (reversal)	Charge-offs	Recoveries	Balance at March 31, 2022
Commercial & agricultural	$ 820	$ (318)	$ (21)	$ 10	$ 491
Real estate - commercial	5,168	$ (71)	-	-	5,097
Real estate - construction and land	4,585	$ 612	-	-	5,197
Real estate - single family	690	$ (89)	-	-	601
Real estate - multifamily	916	$ (145)	-	-	771
Consumer, lease financing & other	150	$ 146	-	-	296
Total	$ 12,329	$ 135	$ (21)	$ 10	$ 12,453

	Three Months Ended March 31, 2021					
(in thousands)	Balance at December 31, 2020	Impact of CECL Adoption	Provision (reversal)	Charge-offs	Recoveries	Balance at March 31, 2021
Commercial & agricultural	$ 989	$ 202	$ (512)	$ -	$ 9	$ 688
Real estate - commercial	4,942	974	(36)	-	-	5,880
Real estate - construction and land	1,292	751	863	-	-	2,906
Real estate - single family	404	119	118	-	-	641
Real estate - multifamily	599	204	558	-	-	1,361
Consumer, lease financing & other	1	-	(1)	-	-	-
Unallocated	655	-	(655)	-	-	-
Total	$ 8,882	$ 2,250	$ 335	$ -	$ 9	$ 11,476

The following table presents the amortized cost basis of collateral dependent loans by class of loans and by collateral type as of March 31, 2022 and December 31, 2021:

	March 31, 2022							
	Amortized Cost by Collateral Type							
(in thousands)	Commercial & agricultural	Real estate - commercial	Real estate - construction and land	Real estate - single family	Real estate - multifamily	Consumer & lease financing	Total	Allowance for Credit Losses
Farmland	$ 128	$ -	$ -	$ -	$ -	$ -	$ 128	$ -
SFR	-	-	-	909	-	-	909	-
UCC Blanket	254	-	-	-	-	-	254	-
Warehouse	-	1,075	-	-	-	-	1,075	-
Total collateral dependent loans	**$ 382**	**$ 1,075**	**$ -**	**$ 909**	**$ -**	**$ -**	**$ 2,366**	**$ -**

	December 31, 2021							
	Amortized Cost by Collateral Type							
(in thousands)	Commercial & agricultural	Real estate - commercial	Real estate - construction and land	Real estate - single family	Real estate - multifamily	Consumer & lease financing	Total	Allowance for Credit Losses
Farmland	$ 132	$ -	$ -	$ -	$ -	$ -	$ 132	$ -
SFR	-	-	-	915	-	-	915	-
UCC Blanket	380	-	-	-	-	-	380	-
Warehouse	-	1,289	-	-	-	-	1,289	-
Total collateral dependent loans	**$ 512**	**$ 1,289**	**$ -**	**$ 915**	**$ -**	**$ -**	**$ 2,716**	**$ -**

Accrued interest receivable for the total loan portfolio was $2,513,000 and $2,611,000 and net deferred loan (fees) costs were $(2,331,000) and $39,000 as of March 31, 2022 and December 31, 2021, respectively. The decrease in interest receivable and net deferred loan fees (costs) are attributed to SBA loan forgiveness payments received on PPP loans as well as collection of interest on previous loan modifications converting back to regularly scheduled payment terms.

The following table presents the interest recognized on collateral dependent loans for the periods ending March 31, 2022 and March 31, 2021:

(in thousands)	Commercial & agricultural	Real estate - commercial	Real estate - construction and land	Real estate - single family	Real estate - multifamily	Consumer & lease financing	Total
March 31, 2022							
Interest income recognized on impaired loans during the three months ended	2	15	-	15	-	-	32
March 31, 2021							
Interest income recognized on impaired loans during the three months ended	24	24	-	16	-	-	64

The following table presents the recorded investment in nonaccrual loans and loans past due over 90 days still accruing by class of loans as of March 31, 2022 and December 31, 2021:

	March 31, 2022				December 31, 2021			
(in thousands)	Nonaccrual With Allowance for Credit Losses	Nonaccrual With No Allowance for Credit Losses	Total Nonaccrual	Loans Past Due Over 90 Days Still Accruing	Nonaccrual With Allowance for Credit Losses	Nonaccrual With No Allowance for Credit Losses	Total Nonaccrual	Loans Past Due Over 90 Days Still Accruing
Commercial & agricultural	$ -	$ -	$ -	$ -	$ 114	$ -	$ 114	$ 165
Real estate - commercial	-	-	-	-	208	-	208	-
Real estate - construction and land	-	-	-	-	-	-	-	-
Real estate - single family	-	-	-	-	-	-	-	-
Real estate - multifamily	-	-	-	-	-	-	-	-
Consumer & lease financing	-	-	-	-	-	-	-	-
Total	$ -	$ -	$ -	$ -	$ 322	$ -	$ 322	$ 165

The following table presents the aging of the recorded investment in past due loans, inclusive of nonaccrual loans, as of March 31, 2022 by class of loans:

(in thousands)	30 - 59 Days Past Due	60 - 89 Days Past Due	Greater Than 90 Days Past Due	Total Past Due	Loans Not Past Due	Total
Commercial & agricultural	$ -	$ -	$ -	$ -	$ 138,345	$ 138,345
Real estate - commercial	-	-	-	-	491,184	491,184
Real estate - construction and land	-	-	-	-	95,744	95,744
Real estate - single family	-	-	-	-	61,620	61,620
Real estate - multifamily	-	-	-	-	43,702	43,702
Consumer & lease financing	-	-	-	-	29	29
Total	$ -	$ -	$ -	$ -	$ 830,624	$ 830,624

The following table presents the aging of the recorded investment in past due loans, inclusive of nonaccrual loans, as of December 31, 2021 by class of loans:

(in thousands)	30 - 59 Days Past Due	60 - 89 Days Past Due	Greater Than 90 Days Past Due	Total Past Due	Loans Not Past Due	Total
Commercial & agricultural	$ -	$ 21	$ 279	$ 300	$ 144,669	$ 144,969
Real estate - commercial	-	-	208	208	504,683	504,891
Real estate - construction and land	-	-	-	-	67,427	67,427
Real estate - single family	-	-	-	-	65,590	65,590
Real estate - multifamily	-	-	-	-	50,395	50,395
Consumer & lease financing	-	-	-	-	44	44
Total	$ -	$ 21	$ 487	$ 508	$ 832,808	$ 833,316

A loan is considered past due if a scheduled payment of interest or principal that is due is unpaid for 30 days or more.

Troubled Debt Restructurings

From time to time, the Bank may agree to modify the contractual terms of a borrower's loan. In cases where such modifications represent a concession to a borrower experiencing financial difficulty, the modification is considered a TDR. In order to determine whether a borrower is experiencing financial difficulty, an evaluation is performed of the probability that the borrower will be in payment default on any of its debt in the foreseeable future without the modification. This evaluation is performed under the Bank's internal underwriting policy.

At March 31, 2022 and December 31, 2021, loans modified in a TDR totaled $2,112,000 and $2,128,000. At March 31, 2022 and December 31, 2021, the figure represents collateral dependent loans under CECL. There are no TDRs that are also included in nonperforming loans at both March 31, 2022 and December 31, 2021.

There were no loans modified as troubled debt restructurings during the three months ended March 31, 2022 and 2021.

There were no loans modified as troubled debt restructurings for which there was a payment default within twelve months following the modification during the three months ended March 31, 2022 and 2021. A loan is considered to be in payment default once it is 90 days contractually past due under the modified terms.

On March 27, 2020, Section 4013 "Temporary Relief From Trouble Debt Restructurings" of the CARES Act was signed into law. Section 4013 allows COVID-19-related loan modifications to not be categorized as TDR's if certain conditions are met. This applies to modifications of loans that were not more than 30 days past due as of December 31, 2019 and that occur beginning on March 1, 2020, until the earlier of 60 days after the COVID-19 national emergency is terminated or as of December 31, 2020. Section 541 of the Consolidated Appropriations Act, 2021 was signed into law on December 27, 2020, and extends the provisions in Section 4013 of the CARES Act to January 2022. As of March 31, 2022, all deferred loans are now current and customers are paying on those loans as agreed, in accordance with the original loan terms.

Credit Quality Indicators

The Bank categorizes loans into risk categories based on relevant information about the ability of borrowers to service their debt such as: current financial information, historical payment experience, credit documentation, public information, and current economic trends, among other factors. The Bank analyzes loans individually by classifying the loans as to credit risk. This analysis is performed on a quarterly basis for loans in excess of $250,000. Smaller balances are graded at origination and updated based on payment status and other information obtained from borrowers. The Bank uses the following definitions for risk ratings:

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

SPECIAL MENTION - Loans in this category are considered "criticized" from a regulatory point of view but are not considered "classified" until the risk classification becomes substandard or worse. Loans in this category represent above average risk and potential weakness which may, if not corrected, weaken the loan and threaten repayment at some future date.

SUBSTANDARD - Loans in this category have well defined weakness that jeopardize full repayment of the debt, although loss may not seem likely. Loss potential does not have to exist in individual loans in the Substandard classification but will be apparent in the aggregate. Typically, these loans have not met repayment plans as agreed. The primary source of repayment may have failed to materialize; repayment may be dependent on collateral liquidation or other secondary sources. Bankrupt borrowers and those with continuously past due payments are considered substandard.

DOUBTFUL - Loans in this category have all the characteristics of substandard loans with the added weakness that payment in full or liquidation in full is highly questionable and improbable. The possibility of loss is extremely high, but because of certain important and reasonably specific pending factors, which may work to the strengthening of the loan, its classification as an estimated loss is deferred until the amount of the loss may be more accurately determined.

The risk category of loans by class of loans as of March 31, 2022 is as follows:

(in thousands)	Pass	Special Mention	Substandard	Doubtful	Total
Commercial & agricultural	112,958	$ 21,826	$ 3,561	$ -	$ 138,345
Real estate - commercial	474,174	16,146	864	-	491,184
Real estate - construction and land	94,980	-	764	-	95,744
Real estate - single family	61,465	-	155	-	61,620
Real estate - multifamily	43,702	-	-	-	43,702
Consumer & lease financing	29	-	-	-	29
Total	$ 787,308	$ 37,972	$ 5,344	$ -	$ 830,624

The risk category of loans by class of loans as of December 31, 2021 is as follows:

(in thousands)	Pass	Special Mention	Substandard	Doubtful	Total
Commercial & agricultural	$ 119,545	$ 21,737	$ 3,573	$ 114	$ 144,969
Real estate - commercial	482,794	20,972	1,125	-	504,891
Real estate - construction and land	66,663	-	764	-	67,427
Real estate - single family	65,433	-	157	-	65,590
Real estate - multifamily	50,395	-	-	-	50,395
Consumer & lease financing	44	-	-	-	44
Total	$ 784,874	$ 42,709	$ 5,619	$ 114	$ 833,316

The following tables present the Bank's portfolio by grade, presented by year of origination, as of March 31, 2022 and December 31, 2021. Revolving loans that are converted to term loans are treated as new originations in the table below:

	March 31, 2022						
(in thousands)	Term Loans by Year of Origination					Revolving	
	2022	2021	2020	2019	Prior	Loans	Total Loans
Commercial & agricultural							
Risk Rating							
Pass	$ 3,515	$ 23,972	$ 12,897	$ 20,713	$ 29,680	$ 22,181	$ 112,958
Special Mention	-	-	570	111	16,155	4,990	21,826
Substandard	-	-	-	-	3,561	-	3,561
Doubtful	-	-	-	-	-	-	-
Total Commercial & agricultural	$ 3,515	$ 23,972	$ 13,467	$ 20,824	$ 49,396	$ 27,171	$ 138,345
Real estate - commercial							
Risk Rating							
Pass	$ 23,658	$ 124,134	$ 96,523	$ 43,180	$ 178,940	$ 7,739	$ 474,174
Special Mention	-	-	8,208	3,261	4,677	-	16,146
Substandard	-	-	-	155	694	15	864
Doubtful	-	-	-	-	-	-	-
Total Real estate - commercial	$ 23,658	$ 124,134	$ 104,731	$ 46,596	$ 184,311	$ 7,754	$ 491,184
Real estate - construction and land							
Risk Rating							
Pass	$ 10,372	$ 49,334	$ 23,196	$ 4,528	$ 7,550	$ -	$ 94,980
Special Mention	-	-	-	-	-	-	-
Substandard	-	-	-	-	764	-	764
Doubtful	-	-	-	-	-	-	-
Total Real estate - construction and land	$ 10,372	$ 49,334	$ 23,196	$ 4,528	$ 8,314	$ -	$ 95,744
Real estate - single family							
Risk Rating							
Pass	$ 1,495	$ 8,110	$ 25,463	$ 8,003	$ 14,410	$ 3,984	$ 61,465
Special Mention	-	-	-	-	-	-	-
Substandard	-	-	-	-	155	-	155
Doubtful	-	-	-	-	-	-	-
Total Real estate - single family	$ 1,495	$ 8,110	$ 25,463	$ 8,003	$ 14,565	$ 3,984	$ 61,620
Real estate - multifamily							
Risk Rating							
Pass	$ -	$ 5,561	$ 13,330	$ 3,752	$ 18,447	$ 2,612	$ 43,702
Special Mention	-	-	-	-	-	-	-
Substandard	-	-	-	-	-	-	-
Doubtful	-	-	-	-	-	-	-
Total Real estate - multifamily	$ -	$ 5,561	$ 13,330	$ 3,752	$ 18,447	$ 2,612	$ 43,702
Consumer & lease financing							
Risk Rating							
Pass	$ 25	$ -	$ -	$ -	$ 4	$ -	$ 29
Special Mention	-	-	-	-	-	-	-
Substandard	-	-	-	-	-	-	-
Doubtful	-	-	-	-	-	-	-
Total Consumer & lease financing	$ 25	$ -	$ -	$ -	$ 4	$ -	$ 29

(in thousands)	December 31, 2021						
	Term Loans by Year of Origination					Revolving	
	2021	2020	2019	2018	Prior	Loans	Total Loans
Commercial & agricultural							
Risk Rating							
Pass	$ 28,076	$ 15,621	$ 21,371	$ 5,196	$ 31,409	$ 17,872	$ 119,545
Special Mention	-	570	108	8,046	8,213	4,800	21,737
Substandard	-	-	-	-	3,573	-	3,573
Doubtful	-	-	-	-	-	114	114
Total Commercial & agricultural	$ 28,076	$ 16,191	$ 21,479	$ 13,242	$ 43,195	$ 22,786	$ 144,969
Real estate - commercial							
Risk Rating							
Pass	$ 136,972	$ 96,085	$ 41,651	$ 65,509	$ 132,965	$ 9,612	$ 482,794
Special Mention	-	9,238	7,041	-	4,693	-	20,972
Substandard	-	-	166	-	909	50	1,125
Doubtful	-	-	-	-	-	-	-
Total Real estate - commercial	$ 136,972	$ 105,323	$ 48,858	$ 65,509	$ 138,567	$ 9,662	$ 504,891
Real estate - construction and land							
Risk Rating							
Pass	$ 32,372	$ 19,907	$ 4,565	$ 900	$ 8,919	$ -	$ 66,663
Special Mention	-	-	-	-	-	-	-
Substandard	-	-	-	-	764	-	764
Doubtful	-	-	-	-	-	-	-
Total Real estate - construction and land	$ 32,372	$ 19,907	$ 4,565	$ 900	$ 9,683	$ -	$ 67,427
Real estate - single family							
Risk Rating							
Pass	$ 10,500	$ 25,560	$ 8,004	$ 3,430	$ 13,905	$ 4,034	$ 65,433
Special Mention	-	-	-	-	-	-	-
Substandard	-	-	-	-	157	-	157
Doubtful	-	-	-	-	-	-	-
Total Real estate - single family	$ 10,500	$ 25,560	$ 8,004	$ 3,430	$ 14,062	$ 4,034	$ 65,590
Real estate - multifamily							
Risk Rating							
Pass	$ 5,584	$ 13,332	$ 10,255	$ 6,920	$ 11,693	$ 2,611	$ 50,395
Special Mention	-	-	-	-	-	-	-
Substandard	-	-	-	-	-	-	-
Doubtful	-	-	-	-	-	-	-
Total Real estate - multifamily	$ 5,584	$ 13,332	$ 10,255	$ 6,920	$ 11,693	$ 2,611	$ 50,395
Consumer & lease financing							
Risk Rating							
Pass	$ 43	$ -	$ -	$ -	$ 1	$ -	$ 44
Special Mention	-	-	-	-	-	-	-
Substandard	-	-	-	-	-	-	-
Doubtful	-	-	-	-	-	-	-
Total Consumer & lease financing	$ 43	$ -	$ -	$ -	$ 1	$ -	$ 44

Pledged Loans

The Bank maintains two lines of credit where the line is secured by pledging qualifying loans with unpaid principal balances. The first line is held at the FHLB and secured under terms of a blanket collateral agreement; loans with unpaid principal balances of $434,976,000 at March 31, 2022 and $432,736,000 at December 31, 2021 are pledged to secure the line of credit with the FHLB. The second line is held at the FRB and secured under terms of a Borrower-in-Custody arrangement; loans with unpaid principal balances of $177,236,000 at March 31, 2022 and $162,861,000 at December 31, 2021 secure the line of credit with FRB.

Related Party Loans

The Bank has, and expects to have in the future, banking transactions in the ordinary course of its business with Directors, Executive Officers, principal shareholders, as well as their businesses, associates, and members of their immediate family. Executive Officers are eligible to participate in the Bank's Employee Loan Program, which offers preferred interest rates on primary home mortgage loans. Prior to August 1, 2020, Directors were also eligible to participate in the Bank's Employee Loan Program; after August 1, 2020, Directors are no longer eligible to participate in this program. Otherwise, all loans and commitments to lend included in such transactions were made in the ordinary course of business on the same terms, including interest rates and collateral, as those prevailing at the same time for comparable transactions with other persons not related to the Bank of similar creditworthiness. These transactions do not involve more than the normal risk of collectability or present other unfavorable features. Loans to individual Directors and Executive Officers must comply with the Bank's lending policies and statutory lending limits. In addition, in some cases prior approval of the Bank's Board of Directors must be obtained for such loans, as required by federal and state regulations applicable to the Bank.

Related party loans totaled $3,836,000 at March 31, 2022 and $3,873,000 at December 31, 2021. Undisbursed commitments to related parties were $500,000 at March 31, 2022 and December 31, 2021.

4. LEASES

Lessee Accounting

The calculated amount of the right-of-use ("ROU") assets and lease liabilities in the table below are calculated by discounting the minimum contractual balance due of all future payments through the end of the current term to present value. When the Bank determines exercising the renewal option for any lease agreement is reasonably certain, it will include the extended term in the calculation of the ROU asset and lease liability.

As it pertains to the discount rate, Topic 842 requires the use of the rate implicit in the lease whenever this rate is readily determinable. As this rate is rarely determinable, the Bank uses its incremental borrowing rate in calculating the discounted present value.

The following table represents the balance sheet classification of the Bank's ROU assets and lease liabilities. The Bank elected not to include short-term leases (i.e., leases with initial terms of twelve months or less) on the balance sheet.

(in thousands)		March 31, 2022	December 31, 2021
Operating Leases	**Classification**		
Lease right-of-use assets	Accrued Int Rec & Other Assets	$ 1,090	$ 1,180
Lease liabilities	Accrued Int Payable & Other Liabilities	1,118	1,207
Financing Leases			
Lease right-of-use assets	Bank Premises & Equip	$ 19	$ 25
Lease liabilities	Accrued Int Payable & Other Liabilities	19	25

The following table represents lease costs for the three months ended March 31, 2022 and 2021:

(in thousands)	Three Months Ended March 31, 2022	Three Months Ended March 31, 2021
Lease Costs		
Operating lease cost	$ 102	$ 98
Financing lease cost		
Interest on lease liabilities	-	-
Amortization of right-of-use assets	5	3
Sublease income	(79)	(86)
Net lease cost	$ 28	$ 15

(in thousands)	Three Months Ended March 31, 2022	Three Months Ended March 31, 2021
Other Information		
Cash paid for amounts included in the measurement of lease liabilities:		
Operating cash flows from operating leases	$ 99	$ 96
Operating cash flows from finance leases	-	-
Financing cash flows from finance leases	5	3

	March 31, 2022
Weighted-average remaining lease term	
Operating leases	3.0 years
Financing leases	2.9 years
Weighted-average discount rate	
Operating leases	2.79%
Financing leases	2.87%

Rent expense for the three months ended March 31, 2022 was $108,000 compared to $104,000 for the same period in 2021.

Future minimum payments for finance leases and operating leases as of March 31, 2022 were as follows:

(in thousands) **Twelve Months Ended:**	**Operating Leases**	**Financing Leases**
March 31, 2023	$ 403	$ 8
March 31, 2024	414	6
March 31, 2025	278	3
March 31, 2026	84	3
March 31, 2027	-	-
Thereafter	-	-
Total Future Minimum Lease Payments	1,179	20
Amounts Representing Interest	(61)	(1)
Present Value of Net Future Minimum Lease Payments	$ 1,118	$ 19

5. BORROWINGS AND OTHER OBLIGATIONS

Federal Home Loan Bank Borrowings

The Bank adjusts its level of FHLB advances outstanding to manage balance sheet liquidity. Each advance is payable at its maturity date, with a prepayment penalty for fixed rate advances. The line is collateralized by $434,976,000 and $432,736,000 of loans under a blanket lien arrangement at March 31, 2022 and December 31, 2021. Based on this collateral, the Bank was eligible to borrow up to a total of $278,429,000 and $277,106,000 of which $214,736,000 and $213,414,000 was available for additional advances as of March 31, 2022 and December 31, 2021.

Advances outstanding from the FHLB were $48,500,000 at March 31, 2022 and December 31, 2021, with maturities from October 2022 through February 2025 and fixed rates from 1.28% to 1.90%.

At March 31, 2022, FHLB fixed rate advances are scheduled to mature as follows:

(in thousands)	Weighted Average Interest Rate		March 31, 2022
Due on or before March 31, 2023	1.57%	$	25,500
Due on or before March 31, 2025	1.65%	$	23,000
		$	48,500

Federal Reserve Line of Credit

The Bank has a secured line of credit with the Federal Reserve Bank of San Francisco secured by certain agricultural, real estate, construction, and land loans. The line is collateralized by $177,236,000 and $162,861,000 of loans under a Borrower-in-Custody arrangement at March 31, 2022 and December 31, 2021, respectively. The Bank had borrowing capacity under this line totaling $85,418,000 and $67,456,000 at March 31, 2022 and December 31, 2021, respectively, and had no outstanding borrowings with the Federal Reserve Bank at either period end date.

Federal Funds Purchased

The Bank has an unsecured line of credit with a correspondent bank for overnight borrowings totaling $15,000,000 at March 31, 2022 and December 31, 2021. In general, the interest rate on this line approximates the federal funds target rate. The Bank had no overnight borrowing under this credit facility as of March 31, 2022 or December 31, 2021.

Subordinated Debenture

On June 28, 2019 the Bank completed a private placement of $6,000,000 in fixed-to-floating rate subordinated notes (the "Notes") to support organic growth and for general corporate purposes. The Notes are for a 10-year term and have been structured to qualify as Tier 2 capital for regulatory purposes. The Notes bear interest at a fixed rate of 6.0% per annum for the first half of the term and adjust to a floating rate tied to SOFR beginning July 1, 2024. Interest is payable quarterly in arrears and due on March 31, June 30, September 30, and December 31 of each year through the maturity date. The Notes are reported net of any unamortized debt issuance cost which totaled $105,000 and $109,000 at March 31, 2022 and December 31, 2021.

Other Obligations

The Bank leases certain premises and equipment under finance leases, which are included in borrowings and other obligations in the statements of income, See Note 4 Leases, for additional information.

6. COMMITMENTS AND CONTINGENCIES

The Bank is subject to legal proceedings and claims which arise in the ordinary course of business. In the opinion of management, the amount of ultimate liability with respect to such actions will not materially affect the financial condition or results of operations of the Bank.

The Bank's business activity is primarily with clients located within Northern California. Although the Bank has a diversified loan portfolio, a significant portion of its clients' ability to repay loans is dependent upon the real estate market and various economic factors within Sonoma County. Generally, loans are secured by various forms of collateral. The Bank's credit policy requires sufficient collateral to be obtained as necessary to meet the Bank's relative risk criteria for each borrower. The Bank's collateral for the lending portfolio consists primarily of real estate, accounts receivable, inventory and other financial instruments. At March 31, 2022, loans with real estate collateral approximated $772,540,000 or 93% of the loan portfolio compared to $770,939,000 or 93% at December 31, 2021.

The Bank is a party to financial instruments with off-balance-sheet risk in the normal course of business in order to meet the financing needs of its clients and to reduce its own exposure to fluctuations in interest rates. These financial instruments consist of commitments to extend credit and standby letters of credit. These instruments involve, to varying degrees, elements of credit and interest rate risk in excess of the amount recognized on the balance sheets.

The Bank's exposure to credit loss in the event of nonperformance by the other party for commitments to extend credit and standby letters of credit is represented by the contractual amount of those instruments. The Bank uses the same credit policies in making commitments and standby letters of credit as it does for loans included on the balance sheet.

Commitments to extend credit, which totaled $147,544,000 and $153,747,000 at March 31, 2022 and December 31, 2021, respectively, are agreements to lend to a client as long as there is no violation of any condition established in the contract. Commitments generally have fixed expiration dates or other termination clauses and may require payment of a fee. Since some of the commitments are expected to expire without being drawn upon, the total commitment amounts do not necessarily represent future cash requirements. The Bank evaluates each client's creditworthiness on a case-by-case basis. The amount of collateral obtained, if deemed necessary by the Bank upon extension of the credit, is based on management's credit evaluation of the borrower. Collateral held relating to these commitments varies, but may include securities, equipment, accounts receivable, inventory and deeds of trust on residential real estate and owner-occupied or income-producing commercial properties.

Standby letters of credit, which totaled $7,226,000 at March 31, 2022 and $4,233,000 at December 31, 2021, are conditional commitments issued by the Bank to guarantee the performance of a client to a third party. The credit risk involved in issuing standby letters of credit is essentially the same as that involved in extending loans to clients. The fair value of the liability related to these standby letters of credit, which represents the fees received for issuing the guarantees, was not significant at March 31, 2022 and December 31, 2021. The Bank recognizes these fees as revenue over the term of the commitment or when the commitment is used.

7. SHAREHOLDERS' EQUITY

Regulatory Capital

The Bank's actual and required capital amounts and ratios consisted of the following:

(in thousands)	March 31, 2022 Amount	March 31, 2022 Ratio	December 31, 2021 Amount	December 31, 2021 Ratio
Common Equity Tier 1 Capital Ratio				
Summit State Bank	$ 79,950	9.6%	$ 79,193	9.6%
Minimum requirement with capital conservation buffer	$ 58,295	7.0%	$ 58,049	7.0%
Minimum requirement for "Well-Capitalized" institution	$ 54,131	6.5%	$ 53,903	6.5%
Minimum regulatory requirement	$ 37,475	4.5%	$ 37,317	4.5%
Tier 1 Capital Ratio				
Summit State Bank	$ 79,950	9.6%	$ 79,193	9.6%
Minimum requirement with capital conservation buffer	$ 70,786	8.5%	$ 70,488	8.5%
Minimum requirement for "Well-Capitalized" institution	$ 66,622	8.0%	$ 66,342	8.0%
Minimum regulatory requirement	$ 49,967	6.0%	$ 49,756	6.0%
Total Capital Ratio				
Summit State Bank	$ 96,287	11.6%	$ 95,481	11.5%
Minimum requirement with capital conservation buffer	$ 87,442	10.5%	$ 87,073	10.5%
Minimum requirement for "Well-Capitalized" institution	$ 83,278	10.0%	$ 82,927	10.0%
Minimum regulatory requirement	$ 66,622	8.0%	$ 66,342	8.0%
Tier 1 Leverage Ratio				
Summit State Bank	$ 79,950	8.4%	$ 79,193	8.7%
Minimum requirement for "Well-Capitalized" institution	$ 47,563	5.0%	$ 45,772	5.0%
Minimum regulatory requirement	$ 38,050	4.0%	$ 36,618	4.0%

Share-Based Compensation Plans

The shareholders approved the 2013 Equity Incentive Plan ("Plan") on July 29, 2013. The Plan allows for various equity-based incentives such as stock appreciation rights, restricted stock awards, stock grants and qualified performance-based awards. The Plan reserved 187,500 shares of common stock for issuance to Bank employees and directors. The Plan requires that the option exercise price may not be less than the fair value of the stock at the date the option is granted. Option awards have vesting periods of 5 years, unless otherwise approved by the Board of Directors. The option expiration dates are determined by the Board of Directors but may not be later than ten years from the date of grant. No options were granted during the three months ended March 31, 2022 and

March 31, 2021. As of March 31, 2022, there were no options outstanding at March 31, 2022 and 7,500 options outstanding at March 31, 2021. 187,500 shares remain available for future grants under the Plan.

The Bank has granted Stock Appreciation Rights ("SARs") in 2020, 2019 and 2018 to key employees and directors. There were no SAR grants for the three months ended March 31, 2022 or 2021. SARs provide long-term incentives to the employees and directors by providing a cash payment of the difference between the market price of the Bank's common stock at time of exercise and the price at the grant date. SARs expire ten years from the date of grant, and typically have an annual vesting of 20% per year, unless otherwise approved by the Board of Directors. Obligations associated with SARs are accounted for as liabilities and are included in accrued interest payable and other liabilities on the balance sheet. At March 31, 2022 and December 31, 2021, the total liability was $1,202,000 and $756,000, respectively. The total compensation expense for the three months ending March 31, 2022 related to SARs was $447,000. For the three months ended March 31, 2021 total compensation expense accrued was $250,000. As of March 31, 2022 and December 31, 2021, there was $548,000 and $404,000, respectively, of total unrecognized compensation costs related to non-vested stock options and SARs granted. The Bank's SARs are valued based on the number of vested shares times the fair value of the stock price as of the report date. The increase in the SAR valuation is due to the Bank's stock price increasing to $17.10 at March 31, 2022 compared to $16.32 at March 31, 2021. There were SAR agreements based on 275,000 common shares as of March 31, 2022 and December 31, 2021.

8. OTHER EXPENSES

Other expenses consisted of the following:

	Three Months Ended	
(in thouands)	March 31, 2022	March 31, 2021
Information technology	$ 479	$ 465
Professional fees	208	170
Director fees and expenses	398	192
Nasdaq listing and regulatory license expense	48	36
Marketing and donations	307	212
Deposit and other insurance premiums	148	123
Other expenses	325	209
	$ 1,913	$ 1,407

9. FAIR VALUE

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

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

Level 2: Significant other observable inputs other than Level 1 prices such as quoted prices for similar assets or liabilities; quoted prices in markets that are not active; or other inputs that are observable or can be corroborated by observable market data.

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

The fair values of securities available for sale are determined by a third-party vendor who uses matrix pricing, which is a mathematical technique widely used in the industry to value debt securities without relying exclusively on quoted prices for the specific securities but rather by relying on the securities' relationship to other benchmark quoted securities (Level 2 inputs). Management periodically reviews the pricing information received from third-party pricing services and tests those prices against other sources to validate the reported fair values.

The fair value of loans that are collateral dependent are generally based on real estate appraisals. These appraisals may utilize a single valuation approach or a combination of approaches including comparable sales and the income approach. Adjustments are routinely made in the appraisal process by the appraisers to adjust for differences between the comparable sales and income data available. Such adjustments are usually significant and typically result in a Level 3 classification of the inputs for determining fair value.

Estimated fair values are disclosed for financial instruments for which it is practicable to estimate fair value. These estimates are made at a specific point in time based on relevant market data and information about the financial instruments. These estimates do not reflect any premium or discount that could result from offering the Bank'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.

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

The following table presents a summary of the carrying value and fair value by level of financial instruments on the Bank's balance sheet at March 31, 2021 and December 31, 2020:

	March 31, 2022			December 31, 2021		
(in thousands)	Carrying Amount	Fair Value	Fair Value Hierarchy	Carrying Amount	Fair Value	Fair Value Hierarchy
Financial assets:						
Cash and due from banks	$ 65,897	$ 65,897	Level 1	$ 40,699	$ 40,699	Level 1
Investment securities - available-for-sale	63,332	63,332	Level 2	69,367	69,367	Level 2
Loans, net of allowance	818,171	818,262	Level 3	820,987	830,430	Level 3
Investment in Federal Home Loan Bank stock	4,320	4,320	Level 2	4,320	4,320	Level 2
Accrued interest receivable	2,947	2,947	Level 1	2,787	2,787	Level 1
Financial liabilities:						
Deposits	$831,934	$ 829,872	Level 2	$ 811,600	$811,535	Level 2
Federal Home Loan Bank advances	48,500	47,967	Level 2	48,500	49,200	Level 2
Junior subordinated debt	5,895	4,290	Level 3	5,891	4,286	Level 3
Accrued interest payable	145	145	Level 1	72	72	Level 1

Assets and Liabilities Measured on a Recurring Basis

Assets measured at fair value on a recurring basis are summarized below:

	March 31, 2022	Fair Value Measurements (In thousands) Quoted Prices in Active Markets for Identical Assets (Level 1)	Significant Other Observable Inputs (Level 2)	Significant Unobservable Inputs (Level 3)
Assets:				
Securities available-for-sale:				
Government agencies	$ 35,443	$ -	$ 35,443	$ -
Mortgage-backed securities - residential	9,795	-	9,795	-
Corporate debt	18,094	-	18,094	-
Total securities available-for-sale	$ 63,332	$ -	$ 63,332	$ -

	December 31, 2021	Fair Value Measurements (In thousands) Quoted Prices in Active Markets for Identical Assets (Level 1)	Significant Other Observable Inputs (Level 2)	Significant Unobservable Inputs (Level 3)
Assets:				
Securities available-for-sale:				
Government agencies	$ 39,023	$ -	$ 39,023	$ -
Mortgage-backed securities - residential	10,496	-	10,496	-
Corporate debt	19,848	-	19,848	-
Total securities available-for-sale	$ 69,367	$ -	$ 69,367	$ -

No liabilities were measured at fair value on a recurring basis at March 31, 2022 or December 31, 2021.

There were no transfers between Level 1 and Level 2 or Level 3 during the three months ended March 31, 2022 or 2021.

Assets and Liabilities Measured on a Non-Recurring Basis

There were no assets or liabilities measured at fair value on a non-recurring basis at March 31, 2022 and December 31, 2021.

10. SUBSEQUENT EVENTS

Restricted Stock Awards

On March 28, 2022, the Board of Directors awarded a total of 46,960 restricted stock awards ("RSAs") as performance-based stock awards to selected groups of employees. The RSAs have a grant date of April 1, 2022, and grant price of $16.90, which equals the closing trading price on the grant date. The RSAs vest in five equal installments on each of the first five anniversaries of the grant date. Holders are entitled to dividends on the same per-share ratio as holders of common stock, dividends for unvested RSAs will accrue at grant and be paid out at the time of vesting. The

Bank will begin recording a quarterly accrual expense of approximately $40,000 beginning in the second quarter of 2022.

On April 25, 2022, the Board of Directors awarded a total of 3,200 RSAs to eligible Board of Directors with a grant date of May 2, 2022, and grant price of $16.20, which equals the closing trading price on the grant date. These RSAs vest immediately and the Bank will record an expense of $51,840 in the second quarter of 2022.

Dividend

On April 25, 2022, the Board of Directors declared a $0.12 per common share cash dividend to shareholders of record at the close of business on May 12, 2022, to be paid on May 19, 2022.

11. COVID-19 PANDEMIC

In March 2020, the outbreak of COVID-19 was recognized as a pandemic by the World Health Organization and the President of the United States declared the COVID-19 pandemic a national emergency. Our business continues to be affected by the COVID-19 pandemic, which has caused economic and social disruption on an unprecedented scale in the United States and globally, including the markets that the Bank serves. Governmental responses to the pandemic have included closing non-essential business, social distancing, sheltering in place and enacting laws that provide financial assistance to individuals and businesses, including the Coronavirus Aid, Relief, and Economic Security ("CARES") Act, which provides relief from the accounting and reporting implications of certain COVID-19-related troubled debt restructurings. With the availability of vaccines and falling transmission rates, on June 15, 2021, the Governor of California terminated executive orders limiting capacity for businesses, social distancing, sheltering in place, masks for vaccinated individuals, and the travel advisory, but many local orders restricting business operations remain in place. As restrictive measures were eased during the first half of 2021, commercial activity has improved but has not returned to the levels existing prior to the outbreak of the pandemic, and many businesses continue to operate under restricted measures and the ongoing risk that they will face further restrictions imposed in response to the pandemic, all of which may result in our customers' inability to meet their loan obligations to us and reduce demand for loans and other services we offer.

Item 4 Controls and Procedures

(a) Management's Disclosure Controls and Procedures

Under the supervision and with the participation of the Bank's management, including its Chief Executive Officer and Chief Financial Officer, the Bank conducted an evaluation of the effectiveness of the design and operation of its disclosure controls and procedures as defined by Rule 13a-15(e) and 15d-15(e) under the Securities Exchange Act of 1934 as of March 31, 2022. In connection with the restatement discussed in the Explanatory Note to this Amended Report and Note 1 to the financial statements in Item 1, the Bank's management, including its Chief Executive Officer and Chief Financial Officer, reevaluated the Bank's disclosure controls and procedures as of March 31, 2022. During its reevaluation, management concluded that, due to the identification of a material weakness in the Bank's internal control over financial reporting, as further described below, its disclosure controls and procedures were not effective as of March 31, 2022.

A material weakness is a deficiency, or combination of deficiencies, in internal control over financial reporting such that there is a reasonable possibility that a material misstatement in our annual or interim financial statements will not be prevented or detected on a timely basis.

A financial reporting control did not operate as designed resulting in the misclassification of cash flows with respect to "Proceeds from sales of loans other than loans originated for resale" as operating activities rather than investment activities, resulting in the Bank's restatement of its audited financial statements for the quarter ended December 31, 2021, and the unaudited interim financial statements for the periods ended March 31, 2022, and June 30, 2022. Net cash from financing activities and net change in cash and cash equivalents were not affected in any period. Management determined this condition represents a material weakness. This material weakness could result in further misstatements of the classification of cash flows for "Proceeds from sales of loans other than loans originated for resale" that would result in a material misstatement to the Bank's annual or interim financial statements that would not be prevented or detected.

Remediation Plan and Status

In response to the identified material weakness, management has revised its quarterly reporting process to include additional reviews by an outside firm that has the technical skills, knowledge, and experience to verify all reclassifications within the Bank's quarterly financial statements. A summary of all reclassifications will be provided to the Bank's Audit Committee quarterly and include a summary of who inquired about the change and what specific accounting guidance or rule the change applies to in order to ensure proper interpretation and reporting has taken place.

The Bank's management believes the measures described above will remediate this material weakness and strengthen the Bank's internal control over financial reporting. The Bank is committed to continuing to improve its internal control processes and will continue to review, optimize and enhance our financial reporting controls and procedures, and may take additional measures to address control deficiencies, or may modify, or in appropriate circumstances not complete, certain of the remediation measures described above. This material weakness will not be considered remediated until the applicable remedial controls operate for a sufficient period of time and management has concluded, through testing, that these controls are operating effectively.

(b) Changes in Internal Control Over Financial Reporting

There were no changes in the Bank's internal control over financial reporting identified in connection with management's evaluation that occurred during the quarter ended March 31, 2022 that have materially affected, or are reasonably likely to materially affect, the Bank's internal control over financial reporting. However, as described above, management did implement changes in internal controls over financial reporting during the fourth quarter of 2022 while preparing the interim financial information for the third quarter, designed to remediate a material weakness related to reclassifications within its financial statements.

PART II OTHER INFORMATION

Item 6 Exhibits

Exhibit Number	Description
31.01	Certification of Principal Executive Officer pursuant to Rule 13a-14(a)/15d-14(a) as adopted pursuant to §302 of the Sarbanes-Oxley Act of 2002
31.02	Certification of Principal Financial and Accounting Officer pursuant to Rule 13a-14(a)/15d-14(a) as adopted pursuant to §302 of the Sarbanes-Oxley Act of 2002
32.01	Certification of Principal Executive Officer and Principal Financial and Accounting Officer pursuant to 18 U.S.C. §1350 as adopted pursuant to §906 of the Sarbanes-Oxley Act of 2002

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.

Summit State Bank

(registrant)

November 21, 2022	*/s/ Brian J. Reed*
Date	Brian J. Reed President and Chief Executive Officer (Principal Executive Officer)

November 21, 2022	*/s/ Camille D. Kazarian*
Date	Camille D. Kazarian Executive Vice President and Chief Financial Officer (Principal Financial and Accounting Officer)

Exhibit 31.01

Certification of Principal Executive Officer pursuant to Rule 13a-14(a)/15d-14(a) as adopted pursuant to §302 of the Sarbanes-Oxley Act of 2002

I, Brian J. Reed, certify that:

1. I have reviewed this quarterly report on Form 10-Q/A of Summit State Bank (the registrant) for the quarter ended March 31, 2022;
2. Based on my knowledge, this report does not contain any untrue statement of a material fact or omit to state a material fact necessary to make the statements made, in light of the circumstances under which such statements were made, not misleading with respect to the period covered by this report;
3. Based on my knowledge, the financial statements, and other financial information included in this report, fairly present in all material respects the financial condition, results of operations and cash flows of the registrant as of, and for, the periods presented in this report;
4. The registrant's other certifying officer and I are responsible for establishing and maintaining disclosure controls and procedures (as defined in Exchange Act Rules 13a-15(e) and 15d-15(e)) and internal control over financial reporting (as defined in Exchange Act Rules 13a-15(f) and 15d-15(f)) for the registrant and have:

(a) Designed such disclosure controls and procedures, or caused such disclosure controls and procedures to be designed under our supervision, to ensure that material information relating to the registrant is made known to us by others within those entities, particularly during the period in which this report is being prepared;

(b) Designed such internal control over financial reporting, or caused such internal control over financial reporting to be designed under our supervision, to provide reasonable assurance regarding the reliability of financial reporting and the preparation of financial statements for external purposes in accordance with generally accepted accounting principles;

(c) Evaluated the effectiveness of the registrant's disclosure controls and procedures and presented in this report our conclusions about the effectiveness of the disclosure controls and procedures, as of the end of the period covered by this report based on such evaluation; and

(d) Disclosed in this report any change in the registrant's internal control over financial reporting that occurred during the registrant's most recent fiscal quarter that has materially affected, or is reasonably likely to materially affect, the registrant's internal control over financial reporting; and

5. The registrant's other certifying officer and I have disclosed, based on our most recent evaluation of internal control over financial reporting, to the registrant's auditors and the audit committee of the registrant's board of directors:

(a) All significant deficiencies and material weaknesses in the design or operation of internal control over financial reporting which are reasonably likely to adversely affect the registrant's ability to record, process, summarize and report financial information; and

(b) Any fraud, whether or not material, that involves management or other employees who have a significant role in the registrant's internal control over financial reporting.

November 21, 2022 *|s/ Brian J. Reed*

Date
Brian J. Reed
President and Chief Executive Officer
(Principal Executive Officer)
Summit State Bank

Exhibit 31.02

Certification of Principal Financial and Accounting Officer pursuant to Rule 13a-14(a)/15d-14(a) as adopted pursuant to §302 of the Sarbanes-Oxley Act of 2002

I, Camille D. Kazarian, certify that:

1. I have reviewed this quarterly report on Form 10-Q/A of Summit State Bank (the registrant) for the quarter ended March 31, 2022;
2. Based on my knowledge, this report does not contain any untrue statement of a material fact or omit to state a material fact necessary to make the statements made, in light of the circumstances under which such statements were made, not misleading with respect to the period covered by this report;
3. Based on my knowledge, the financial statements, and other financial information included in this report, fairly present in all material respects the financial condition, results of operations and cash flows of the registrant as of, and for, the periods presented in this report;
4. The registrant's other certifying officer and I are responsible for establishing and maintaining disclosure controls and procedures (as defined in Exchange Act Rules 13a-15(e) and 15d-15(e)) and internal control over financial reporting (as defined in Exchange Act Rules 13a-15(f) and 15d-15(f)) for the registrant and have:

(a) Designed such disclosure controls and procedures, or caused such disclosure controls and procedures to be designed under our supervision, to ensure that material information relating to the registrant is made known to us by others within those entities, particularly during the period in which this report is being prepared;

(b) Designed such internal control over financial reporting, or caused such internal control over financial reporting to be designed under our supervision, to provide reasonable assurance regarding the reliability of financial reporting and the preparation of financial statements for external purposes in accordance with generally accepted accounting principles;

(c) Evaluated the effectiveness of the registrant's disclosure controls and procedures and presented in this report our conclusions about the effectiveness of the disclosure controls and procedures, as of the end of the period covered by this report based on such evaluation; and

(d) Disclosed in this report any change in the registrant's internal control over financial reporting that occurred during the registrant's most recent fiscal quarter that has materially affected, or is reasonably likely to materially affect, the registrant's internal control over financial reporting; and

5. The registrant's other certifying officer and I have disclosed, based on our most recent evaluation of internal control over financial reporting, to the registrant's auditors and the audit committee of the registrant's board of directors:

(a) All significant deficiencies and material weaknesses in the design or operation of internal control over financial reporting which are reasonably likely to adversely affect the registrant's ability to record, process, summarize and report financial information; and

(b) Any fraud, whether or not material, that involves management or other employees who have a significant role in the registrant's internal control over financial reporting.

November 21, 2022 *<u>/s/ Camille D. Kazarian</u>*

Date

Camille D. Kazarian
Executive Vice President and Chief Financial Officer
(Principal Financial and Accounting Officer)
Summit State Bank

EXHIBIT 32.01

Certification of Principal Executive Officer and Principal Financial and Accounting Officer pursuant to 18 U.S.C. §1350 as adopted pursuant to §906 of the Sarbanes-Oxley Act of 2002

In connection with the quarterly report on Form 10-Q/A of Summit State Bank (the Registrant) for the quarter ended March 31, 2022, as filed with the Federal Deposit Insurance Corporation, the undersigned hereby certify pursuant to 18 U.S.C. §1350, as adopted pursuant to §906 of the Sarbanes-Oxley Act of 2002, that:

1) such Form 10-Q/A fully complies with the requirements of Section 13(a) or 15(d) of the Securities Exchange Act of 1934; and

2) the information contained in such Form 10-Q/A fairly presents, in all material respects, the financial condition and results of operations of the Registrant.

November 21, 2022 — */s/ Brian J. Reed*
Date — Brian J. Reed
President and Chief Executive Officer
(Principal Executive Officer)

November 21, 2022 — */s/ Camille D. Kazarian*
Date — Camille D. Kazarian
Executive Vice President and Chief Financial Officer
(Principal Financial and Accounting Officer)

This certification accompanies each report pursuant to §906 of the Sarbanes-Oxley Act of 2002 and shall not, except to the extent required by the Sarbanes-Oxley Act of 2002, be deemed filed by the Registrant for purposes of §18 of the Securities Exchange Act of 1934, as amended.