

PLUMAS BANCORP  
Form 10-K  
March 17, 2017  
UNITED STATES  
SECURITIES AND EXCHANGE COMMISSION  
Washington, D.C. 20549

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**FORM 10-K**

**Annual report pursuant to Section 13 or 15(d) of the Securities Exchange Act of 1934  
For the fiscal year ended December 31, 2016**

or

**Transaction report pursuant to Section 13 or 15(d) of the Securities Exchange Act of 1934**

**Commission file number: 000-49883**

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**PLUMAS BANCORP**  
(Exact name of Registrant as specified in its charter)

**California** **75-2987096**  
(State or other jurisdiction of incorporation or organization) (IRS Employer Identification No.)

**35 S. Lindan Avenue, Quincy, CA** **95971**  
(Address of principal executive offices) (Zip Code)

Registrant's telephone number, including area code: **(530) 283-7305**

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

<b><u>Title of Each Class:</u></b>	<b><u>Name of Each Exchange on which Registered:</u></b>
Common Stock, no par value	The NASDAQ Stock Market LLC

Securities registered pursuant to Section 12(g) of the Act: **None.**

Indicate by check mark if the registrant is a well-known seasoned issuer, as defined in Rule 405 of the Securities Act.

Yes No

Indicate by check mark if the registrant is not required to file reports pursuant to Section 13 or Section 15(d) of the Act.

Yes No

Indicate by check mark whether the registrant: (1) has filed all reports required to be filed by Section 13 or 15(d) of the Securities Exchange Act of 1934 during the preceding 12 months (or for such shorter period that the registrant was required to file such reports), and (2) has been subject to such filing requirements for the past 90 days.

Yes No

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

Indicated by check mark if disclosure of delinquent filers pursuant to Item 405 of Regulation S-K is not contained herein, and will not be contained, to the best of Registrant's knowledge, in definitive proxy or information statements incorporated by reference in Part III of this Form 10-K or any amendment to this Form 10-K.

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Indicate by check mark whether the registrant is a large accelerated filer, an accelerated filer, a non-accelerated filer or a smaller reporting company. See definition of “large accelerated filer,” “accelerated filer” and “smaller reporting company” in Rule 12b-2 of the Exchange Act:

Large Accelerated Filer      Accelerated Filer      Non-Accelerated Filer      Smaller Reporting Company

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

Yes No

As of June 30, 2016 the aggregate market value of the voting and non-voting common equity held by non-affiliates of the Registrant was approximately \$38.5 million, based on the closing price reported to the Registrant on June 30, 2016 of \$9.01 per share.

Shares of Common Stock held by each officer and director have been excluded in that such persons may be deemed to be affiliates. This determination of the affiliate status is not necessarily a conclusive determination for other purposes.

The number of shares of Common Stock of the registrant outstanding as of March 13, 2017 was 4,921,660.

Documents Incorporated by Reference: Portions of the definitive proxy statement for the 2017 Annual Meeting of Shareholders to be filed with the Securities and Exchange Commission pursuant to SEC Regulation 14A are incorporated by reference in Part III, Items 10-14.

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## **PART I**

### **Forward-Looking Information**

*This Annual Report on Form 10-K includes forward-looking statements and information is subject to the “safe harbor” provisions of Section 27A of the Securities Act of 1933 and Section 21E of the Securities Exchange Act of 1934. These forward-looking statements, which involve Plumas Bancorp’s plans, beliefs and goals, refer to estimates or use similar terms, involve certain risks and uncertainties that could cause actual results to differ materially from those in the forward-looking statements. Such risks and uncertainties include, but are not limited to, the following factors:*

*Local, regional, national and international economic conditions and the impact they may have on us and our customers, and our assessment of that impact on our estimates including, but not limited to, the allowance for loan losses.*

*The effects of and changes in trade, monetary and fiscal policies and laws, including the interest rate policies of the Federal Open Market Committee of the Federal Reserve Board.*

*The ability to receive regulatory approval for the Bank to declare and pay dividends to the Company.*

*Changes imposed by regulatory agencies to increase our capital to a level greater than the current level required for well-capitalized financial institutions (including the implementation of the Basel III standards), the failure to maintain capital above the level required to be well-capitalized under the regulatory capital adequacy guidelines, the availability of capital from private or government sources, or the failure to raise additional capital as needed.*

*The effect of changes in accounting policies and practices, as may be adopted by the regulatory agencies, as well as the Public Company Accounting Oversight Board, the Financial Accounting Standards Board and other accounting standard setters.*

*The costs and effects of changes in laws and regulations and of other legal and regulatory developments, including, but not limited to, increases in FDIC insurance premiums, the resolution of legal proceedings or regulatory or other governmental inquiries, and the results of regulatory examinations, reviews or other inquires.*

*Changes in the interest rate environment and volatility of rate sensitive assets and liabilities.*

*Declines in the health of the economy, nationally or regionally, which could reduce the demand for loans, reduce the ability of borrowers to repay loans and/or reduce the value of real estate collateral securing most of the Company's loans.*

*Credit quality deterioration, which could cause an increase in the provision for loan and lease losses.*

*Devaluation of fixed income securities.*

*Asset/liability matching risks and liquidity risks.*

*Loss of key personnel.*

*Operational interruptions including data processing systems failure and fraud.*

*Our success at managing the risks involved in the foregoing items.*

*Plumas Bancorp undertakes no obligation to revise or publicly release the results of any revision to these forward-looking statements.*

## ITEM 1. BUSINESS

### General

**The Company.** Plumas Bancorp is a California corporation registered as a bank holding company under the *Bank Holding Company Act* of 1956, as amended, and is headquartered in Quincy, California. The Company was incorporated in January 2002 and acquired all of the outstanding shares of Plumas Bank (the “Bank”) in June 2002. The Company’s principal subsidiary is the Bank, and the Company exists primarily for the purpose of holding the stock of the Bank and of such other subsidiaries it may acquire or establish. At the present time, the Company’s only other subsidiaries are Plumas Statutory Trust I and Plumas Statutory Trust II, which were formed in 2002 and 2005 solely to facilitate the issuance of trust preferred securities.

The Company’s principal source of income is dividends from the Bank, but the Company may explore supplemental sources of income in the future. The cash outlays of the Company, including (but not limited to) the payment of dividends to shareholders, if and when declared by the Board of Directors, costs of repurchasing Company common stock and the cost of servicing debt will generally be paid from dividends paid to the Company by the Bank.

At December 31, 2016, the Company had consolidated assets of \$658 million, deposits of \$582 million, other liabilities of \$28 million and shareholders’ equity of \$48 million. The Company’s other liabilities include \$10.3 million in junior subordinated deferrable interest debentures and a \$2.4 million note payable. These items are described in detail later in this section.

References herein to the “Company,” “we,” “us” and “our” refer to Plumas Bancorp and its consolidated subsidiary, unless the context indicates otherwise. Our operations are conducted at 35 South Lindan Avenue, Quincy, California. Our annual, quarterly and other reports, required under the Securities Exchange Act of 1934 and filed with the Securities and Exchange Commission, (the “SEC”) are posted and are available at no cost on the Company’s website, [www.plumasbank.com](http://www.plumasbank.com), as soon as reasonably practicable after the Company files such documents with the SEC. These reports are also available through the SEC’s website at [www.sec.gov](http://www.sec.gov).

**The Bank.** The Bank is a California state-chartered bank that was incorporated in July 1980 and opened for business in December 1980. The Bank is not a member of the Federal Reserve System. The Bank’s Administrative Office is located at 35 South Lindan Avenue, Quincy, California. At December 31, 2016 the Bank had approximately \$657 million in assets, \$457 million in net loans and \$583 million in deposits (including deposits of \$0.3 million from the Bancorp). It is currently the largest independent bank headquartered in Plumas County. The Bank’s deposit accounts are insured by the Federal Deposit Insurance Corporation (the “FDIC”) up to maximum insurable amounts.

The Bank's primary service area covers the Northeastern portion of California, with Lake Tahoe to the south and the Oregon border to the north. The Bank, through its twelve branch network, serves Washoe County in Nevada and the seven contiguous California counties of Plumas, Nevada, Sierra, Placer, Lassen, Modoc and Shasta. The branches are located in the California communities of Quincy, Portola, Greenville, Truckee, Fall River Mills, Alturas, Susanville, Chester, Tahoe City, Kings Beach and Redding; in addition, during December, 2015 the Bank opened a branch in Reno, Nevada. The Bank maintains sixteen automated teller machines ("ATMs") tied in with major statewide and national networks. In addition to its branch network, the Bank operates lending offices specializing in government-guaranteed lending in Auburn, California Seattle, Washington and Phoenix, Arizona and commercial/agricultural lending offices located in Chico, California and Klamath Falls, Oregon. The Bank's primary business is servicing the banking needs of these communities. Its marketing strategy stresses its local ownership and commitment to serve the banking needs of individuals living and working in the Bank's primary service areas.

With a predominant focus on personal service, the Bank has positioned itself as a multi-community independent bank serving the financial needs of individuals and businesses within the Bank's geographic footprint. Our principal retail lending services include consumer, automobile and home equity loans. Our principal commercial lending services include term real estate, commercial and industrial term loans. In addition, we provide government-guaranteed and agricultural loans as well as credit lines. We provide land development and construction loans on a limited basis.



The Bank's government-guaranteed lending center headquartered in Auburn, California with additional personnel in Truckee, California, Seattle, Washington and Phoenix, Arizona, provide Small Business Administration (SBA) and USDA Rural Development loans to qualified borrowers throughout Northern California, Washington, Arizona, Oregon and Northern Nevada. During 2007 the Bank was granted nationwide Preferred Lender status with the U.S. Small Business Administration and we expect government-guaranteed lending to continue to be an important part of our overall lending operation. During 2016 proceeds from the sale of government-guaranteed loans totaled \$30.7 million and we generated a gain on sale of \$1.8 million. During 2015 proceeds from the sale of government-guaranteed loans totaled \$29.4 million and we generated a gain on sale of \$1.9 million.

The Agricultural Credit Centers located in Susanville, Chico, and Alturas, California and Klamath Falls, Oregon provide a complete line of credit services in support of the agricultural activities which are key to the continued economic development of the communities we serve. "Ag lending" clients include a full range of individual farming customers, small to medium-sized business farming organizations and corporate farming units.

As of December 31, 2016, the principal areas to which we have directed our lending activities, and the percentage of our total loan portfolio comprised by each, were as follows: (i) commercial real estate – 49.0%; (ii) commercial and industrial loans – 9.0%; (iii) consumer loans (including residential equity lines of credit and automobile loans) – 21.6%; (iv) agricultural loans (including agricultural real estate loans) – 11.1%; (v) residential real estate – 4.6%; and (vi) construction and land development – 4.7% .

In addition to the lending activities noted above, we offer a wide range of deposit products for the retail and commercial banking markets including checking, interest-bearing and premium interest-bearing checking, business sweep, public funds sweep, savings, time deposit and retirement accounts, as well as remote deposit, telephone and mobile banking, including mobile deposit, and internet banking with bill-pay options. Interest bearing deposits include high yield sweep accounts designed for our commercial customers and for public entities such as municipalities. As of December 31, 2016, the Bank had 30,591 deposit accounts with balances totaling approximately \$583 million, compared to 29,518 deposit accounts with balances totaling approximately \$528 million at December 31, 2015. We attract deposits through our customer-oriented product mix, competitive pricing, convenient locations, mobile and internet banking and remote deposit operations, all provided with a high level of customer service.

Most of our deposits are attracted from individuals, business-related sources and smaller municipal entities. This mix of deposit customers resulted in a relatively modest average deposit balance of approximately \$19.0 thousand at December 31, 2016. However, it makes us less vulnerable to adverse effects from the loss of depositors who may be seeking higher yields in other markets or who may otherwise draw down balances for cash needs.

We also offer a variety of other products and services to complement the lending and deposit services previously reviewed. These include cashier's checks, bank-by-mail, ATMs, night depository, safe deposit boxes, direct deposit, electronic funds transfers and other customary banking services.

Through our offering of a Remote Deposit product our business customers are able to make non-cash deposits remotely from their physical location. With this product, we have extended our service area and can now meet the deposit needs of customers who may not be located within a convenient distance of one of our branch offices.

The Bank has devoted a substantial amount of time and capital to the improvement of existing Bank services. We added mobile banking services during the first quarter of 2010. During 2015 we enhanced our mobile banking services and began offering mobile deposit services. During the first quarter of 2012 we replaced our ATMs with new state of the art machines that are ADA compliant and capable of accepting check and cash deposits without a deposit envelope.

The officers and employees of the Bank are continually engaged in marketing activities, including the evaluation and development of new products and services, to enable the Bank to retain and improve its competitive position in its service area.

We hold no patents or licenses (other than licenses required by appropriate bank regulatory agencies or local governments), franchises, or concessions. Our business has a modest seasonal component due to the heavy agricultural and tourism orientation of some of the communities we serve. We are not dependent on a single customer or group of related customers for a material portion of our deposits. The Company's management has established loan concentration guidelines as a percentage of capital and evaluates loan concentration levels within a single industry or group of related industries on quarterly basis, or more frequently as loan conditions change. There has been no material effect upon our capital expenditures, earnings, or competitive position as a result of federal, state, or local environmental regulation.

**Commitment to our Communities.** The Board of Directors and Management believe that the Company plays an important role in the economic well-being of the communities it serves. Our Bank has a continuing responsibility to provide a wide range of lending and deposit services to both individuals and businesses. These services are tailored to meet the needs of the communities served by the Company and the Bank.

We offer various loan products which encourage job growth and support community economic development. Types of loans offered range from personal and commercial loans to real estate, construction, agricultural, automobile and government-guaranteed loans. Many banking decisions are made locally with the goal of maintaining customer satisfaction through the timely delivery of high quality products and services.

**Recent Developments.** On July 31, 2015 the Bank completed its acquisition of the Redding, California, branch of Rabobank N.A. The transaction included the acquisition of approximately \$10 million in deposits. The branch, located at 1335 Hilltop Dr. in Redding, now operates as a branch of the Bank. The Bank has consolidated its Civic Center Drive branch into this location. The Civic Center Drive facility was sold to an unrelated third party in December, 2015. In December, 2015 the Bank opened a full-service branch located at 5050 Meadowood Mall Circle, Reno, Nevada. This is the Bank's first branch location outside of California. Also in December, 2015 the Bank opened a SBA lending office in Scottsdale, Arizona. In September, 2016 we relocated this office to Phoenix, Arizona. In March, 2016 we opened a SBA lending office in Seattle, Washington.

On October 20, 2016 the Company announced that its Board of Directors approved the reinstatement of a semi-annual cash dividend. The dividend, in the amount of \$0.10 per share, was paid on November 21, 2016 to shareholders of record at the close of business day on November 7, 2016.

**Trust Preferred Securities.** During the third quarter of 2002, the Company formed a wholly owned Connecticut statutory business trust, Plumas Statutory Trust I (the "Trust I"). On September 26, 2002, the Company issued to the Trust I, Floating Rate Junior Subordinated Deferrable Interest Debentures due 2032 (the "Debentures") in the aggregate principal amount of \$6,186,000. In exchange for these debentures the Trust I paid the Company \$6,186,000. The Trust I funded its purchase of debentures by issuing \$6,000,000 in floating rate capital securities ("trust preferred securities"), which were sold to a third party. These trust preferred securities qualify as Tier I capital under current Federal Reserve Board guidelines. The Debentures are the only asset of the Trust I. The interest rate and terms on both instruments are substantially the same. The rate is based on the three-month LIBOR (London Interbank Offered Rate) plus 3.40%, not to exceed 11.9%, adjustable quarterly. The proceeds from the sale of the Debentures were primarily used by the Company to inject capital into the Bank.

During the third quarter of 2005, the Company formed a wholly owned Delaware statutory business trust, Plumas Statutory Trust II (the "Trust II"). On September 28, 2005, the Company issued to the Trust II, Floating Rate Junior Subordinated Deferrable Interest Debentures due 2035 (the "Debentures") in the aggregate principal amount of \$4,124,000. In exchange for these debentures the Trust II paid the Company \$4,124,000. The Trust II funded its

purchase of debentures by issuing \$4,000,000 in floating rate capital securities (“trust preferred securities”), which were sold to a third party. These trust preferred securities qualify as Tier I capital under current Federal Reserve Board guidelines. The Debentures are the only asset of the Trust II. The interest rate and terms on both instruments are substantially the same. The rate is based on the three-month LIBOR (London Interbank Offered Rate) plus 1.48%, adjustable quarterly. The proceeds from the sale of the Debentures were primarily used by the Company to inject capital into the Bank.

The trust preferred securities are mandatorily redeemable upon maturity of the Debentures on September 26, 2032 for Trust I and September 28, 2035 for Trust II, or upon earlier redemption as provided in the indenture.

Neither Trust I nor Trust II are consolidated into the Company’s consolidated financial statements and, accordingly, both entities are accounted for under the equity method and the junior subordinated debentures are reflected as debt on the consolidated balance sheet.

**Subordinated Debenture.** On April 15, 2013 the Bancorp issued a \$7.5 million subordinated debenture. The subordinated debt was issued to an unrelated third-party (“Lender”) pursuant to a subordinated debenture purchase agreement, subordinated debenture note, and stock purchase warrant. On April 16, 2015 the Company paid off the subordinated debt.

The subordinated debt had an interest rate of 7.5% per annum and a term of 8 years with no prepayment allowed during the first two years and was made in conjunction with an eight-year warrant to purchase up to 300,000 shares of the Bancorp’s common stock at an exercise price, subject to anti-dilution adjustments, of \$5.25 per share. In May of 2016 the Company repurchased a portion of the warrant, representing the right to purchase 150,000 shares of the registrant’s common stock at a cost of \$862,000. The remaining warrant represents the right to purchase 150,000 shares of Plumas Bancorp common stock at an exercise price of \$5.25 per share. Interest expense related to the subordinated debt for the years ended December 31, 2016, 2015 and 2014 totaled \$0, \$219,000 and \$756,000, respectively.

**Promissory Note.** The Company has a \$2.4 million note payable outstanding at December 31, 2016 with an unrelated commercial bank. In addition, the Company has the ability to borrow an additional \$2.6 million from this same bank under a line of credit agreement. There were no outstanding borrowings on the line of credit at December 31, 2016. See “ITEM 7. MANAGEMENT’S DISCUSSION AND ANALYSIS OF FINANCIAL CONDITION AND RESULTS OF OPERATIONS – Financial Condition – Note Payable” for detail information related to these borrowing agreements.

**Business Concentrations.** No individual or single group of related customer accounts is considered material in relation to the Bank's assets or deposits, or in relation to our overall business. However, at December 31, 2016 approximately 72% of the Bank's total loan portfolio consisted of real estate-secured loans, including real estate mortgage loans, real estate construction loans, consumer equity lines of credit, and agricultural loans secured by real estate. Moreover, our business activities are currently focused in the California counties of Plumas, Nevada, Placer, Lassen, Modoc, Shasta and Sierra and Washoe County in Nevada. Consequently, our results of operations and financial condition are dependent upon the general trends in these economies and, in particular, the residential and commercial real estate markets. In addition, the concentration of our operations in these areas of California and Nevada exposes us to greater risk than other banking companies with a wider geographic base in the event of catastrophes, such as earthquakes, fires and floods in these regions in California and Nevada.

**Competition.** With respect to commercial bank competitors, the business is largely dominated by a relatively small number of major banks with many offices operating over a wide geographical area. These banks have, among other advantages, the ability to finance wide-ranging and effective advertising campaigns and to allocate their resources to regions of highest yield and demand. Many of the major banks operating in the area offer certain services that we do not offer directly but may offer indirectly through correspondent institutions. By virtue of their greater total capitalization, such banks also have substantially higher lending limits than we do. For customers whose loan demands exceed our legal lending limit, we attempt to arrange for such loans on a participation basis with correspondent or other banks.

In addition to other banks, our competitors include savings institutions, credit unions, and numerous non-banking institutions such as finance companies, leasing companies, insurance companies, brokerage firms, and investment banking firms. In recent years, increased competition has also developed from specialized finance and non-finance companies that offer wholesale finance, credit card, and other consumer finance services, including on-line banking services and personal financial software. Strong competition for deposit and loan products affects the rates of those products as well as the terms on which they are offered to customers. Mergers between financial institutions have placed additional competitive pressure on banks within the industry to streamline their operations, reduce expenses, and increase revenues. Competition has also intensified due to federal and state interstate banking laws enacted in the mid-1990's, which permit banking organizations to expand into other states. The relatively large California market has been particularly attractive to out-of-state institutions. The Financial Modernization Act, which became effective March 11, 2000, has made it possible for full affiliations to occur between banks and securities firms, insurance companies, and other financial companies, and has also intensified competitive conditions.

Currently, within towns in which the Bank has a branch there are 106 banking branch offices of competing institutions (excluding credit unions, but including savings banks), including 71 branches of 10 banks having assets in excess of \$10 billion. As of June 30, 2016, the FDIC estimated the Bank's market share of insured deposits within the communities it serves to be as follows: Greenville and Portola 100%, Chester 64%, Alturas 63%, Quincy 53%, Fall River Mills 34%, Kings Beach 29%, Susanville 28%, Truckee 15%, Tahoe City 12%, Redding 1% and Reno less than 1%.

Technological innovations have also resulted in increased competition in financial services markets. Such innovation has, for example, made it possible for non-depository institutions to offer customers automated transfer payment services that previously were considered traditional banking products. In addition, many customers now expect a choice of delivery systems and channels, including home computer, mobile, remote deposit, telephone, ATMs, mail, full-service branches and/or in-store branches. The sources of competition in such products include traditional banks as well as savings associations, credit unions, brokerage firms, money market and other mutual funds, asset management groups, finance and insurance companies, internet-only financial intermediaries, and mortgage banking firms.

For many years we have countered rising competition by providing our own style of community-oriented, personalized service. We rely on local promotional activity, personal contacts by our officers, directors, employees, and shareholders, automated 24-hour banking, and the individualized service that we can provide through our flexible policies. This approach appears to be well-received by our customers who appreciate a more personal and customer-oriented environment in which to conduct their financial transactions. To meet the needs of customers who prefer to bank electronically, we offer telephone banking, mobile banking, remote deposit, mobile deposit and internet banking with bill payment capabilities. This high tech and high touch approach allows the customers to tailor their access to our services based on their particular preference.

**Employees.** At December 31, 2016, the Company and its subsidiary employed 155 persons. On a full-time equivalent basis, we employed 142 persons. None of the Company's employees are represented by a labor union, and management considers its relations with employees to be good.

**Code of Ethics.** The Board of Directors has adopted a code of business conduct and ethics for directors, officers (including the Company's principal executive officer and principal financial officer) and financial personnel, known as the Corporate Governance Code of Ethics. This Code of Ethics is available on the Company's website at [www.plumasbank.com](http://www.plumasbank.com). Shareholders may request a free copy of the Code of Ethics Policy from Plumas Bancorp, Ms. Elizabeth Kuipers, Investor Relations, 35 S. Lindan Avenue, Quincy, California 95971.

### **Supervision and Regulation**

**General.** We are extensively regulated under federal and state law. These laws and regulations are generally intended to protect depositors and customers, not shareholders. To the extent that the following information describes statutory or regulatory provisions, it is qualified in its entirety by reference to the particular statute or regulation. Our operations may be affected by legislative changes and by the policies of various regulatory authorities. Any change in applicable laws or regulations may have a material effect on our business and prospects. We cannot accurately predict the nature or the extent of the effects on our business and earnings that fiscal or monetary policies, or new federal or state legislation may have in the future.

**Holding Company Regulation.** We are a registered bank holding company under the Bank Holding Company Act of 1956, as amended, and are subject to the supervision of, and regulation by, the Board of Governors of the Federal Reserve System (the "FRB"). We are required to file reports with the FRB and the FRB periodically examines the Company. A bank holding company is required to serve as a source of financial and managerial strength to its subsidiary bank and, under appropriate circumstances, to commit resources to support the subsidiary bank. FRB regulations require the Company to meet or exceed certain capital requirements and regulate provisions of certain bank holding company debt. The Company is also a bank holding company within the meaning of Section 3700 of the California Financial Code. Therefore, the Company and any of its subsidiaries are subject to supervision and examination by, and may be required to file reports with, the California Department of Business Oversight ("DBO").

**Federal and State Bank Regulation.** As a California-chartered commercial bank with deposits insured by the FDIC, the Bank is subject to the supervision and regulation of the DBO and the FDIC, as well as certain of the regulations of the FRB and the Consumer Financial Protection Bureau (“CFPB”). The DBO and the FDIC regularly examine the Bank and may prohibit the Bank from engaging in what they believe constitute unsafe or unsound banking practices.

**Securities Regulation.** The Company is subject to the disclosure and regulatory requirements of the Securities Act of 1933, as amended, and the Securities Exchange Act of 1934, as amended, both as administered by the Securities and Exchange Commission. As a listed company on NASDAQ, we are subject to NASDAQ rules for listed companies.

**Capital Adequacy.** The FDIC has risk-based capital adequacy guidelines intended to provide a measure of capital adequacy that reflects the degree of risk associated with a banking organization’s operations for both transactions reported on the balance sheet as assets, and transactions, such as letters of credit and recourse arrangements, which are reported as off-balance-sheet items. Under these guidelines, nominal dollar amounts of assets and credit equivalent amounts of off-balance-sheet items are multiplied by one of several risk adjustment percentages, which range from 0% for assets with low credit risk, such as certain U.S. government securities, to 100% for assets with relatively higher credit risk, such as business loans.

A banking organization’s risk-based capital ratios are obtained by dividing its qualifying capital by its total risk-adjusted assets and off-balance-sheet items. The regulators measure risk-adjusted assets and off-balance-sheet items against both total qualifying capital (the sum of Tier 1 capital and limited amounts of Tier 2 capital) and Tier 1 capital. Tier 1 capital consists of common stock, retained earnings, noncumulative perpetual preferred stock and minority interests in certain subsidiaries, less most other intangible assets. Tier 2 capital may consist of a limited amount of the allowance for loan and lease losses and certain other instruments with some characteristics of equity. The inclusion of elements of Tier 2 capital is subject to certain other requirements and limitations of the federal banking agencies.



A bank that does not achieve and maintain the required capital levels may be issued a capital directive by the FDIC and/or the DBO to ensure the maintenance of required capital levels.

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

The Board of Governors of the Federal Reserve System has adopted final amendments to the Small Bank Holding Company Policy Statement (Regulation Y, Appendix C) ( the "Policy Statement") that, among other things, raised from \$500 million to \$1 billion the asset threshold to qualify for the Policy Statement. The Company qualifies for treatment under the Policy Statement and is no longer subject to consolidated capital rules at the bank holding company level.

For additional information, see "Item 7. Management's Discussion and Analysis of Financial Condition and Results of Operations – Capital Standards."

**Dividends.** The Company's ability to pay cash dividends is dependent on dividends paid to it by the Bank and limited by California corporation law. Under California law, the holders of common stock of the Company are entitled to receive dividends when and as declared by the Board of Directors, out of funds legally available, subject to certain restrictions. The California general corporation law permits a California corporation such as the Company to make a distribution to its shareholders if its retained earnings equal at least the amount of the proposed distribution or if after giving effect to the distribution, the value of the corporation's assets exceed the amount of its liabilities plus the amount of shareholders preferences, if any, and certain other conditions are met.

It is the Federal Reserve's policy that bank holding companies should generally pay dividends on common stock only out of income available over the past year, and only if prospective earnings support the organization's expected future needs and financial condition. Further, it is the FRB's policy that bank holding companies should not maintain dividend levels that undermine their ability to be a source of strength to its banking subsidiaries. The Federal Reserve

also discourages dividend payment ratios that are at maximum allowable levels unless both asset quality and capital are very strong.

The Bank is a legal entity that is separate and distinct from its holding company. The Company is dependent on the performance of the Bank for funds which may be received as dividends from the Bank for use in the operation of the Company and the ability of the Company to pay dividends to shareholders. Future cash dividends by the Bank will also depend upon management's assessment of future capital requirements, contractual restrictions, and other factors.

Dividends from the Bank to the Company are restricted under California law to the lesser of the Bank's retained earnings or the Bank's net income for the latest three fiscal years, less dividends previously declared during that period, or, with the approval of the DBO, to the greater of the retained earnings of the Bank, the net income of the Bank for its last fiscal year, or the net income of the Bank for its current fiscal year. As of December 31, 2016, the maximum amount available for dividend distribution under this restriction was approximately \$9.9 million. In addition the Company's ability to pay dividends is subject to certain covenants contained in the indentures relating to the trust preferred securities issued by the Company's business trust subsidiaries.

**The Community Reinvestment Act.** The Community Reinvestment Act (“CRA”) requires that, in connection with examinations of financial institutions within its jurisdiction, the FDIC evaluate the record of the financial institutions in meeting the credit needs of their local communities, including low- and moderate-income neighborhoods, consistent with the safe and sound operation of those institutions. These factors are also considered in evaluating mergers, acquisitions and applications to open a branch or new facility. A less than “Satisfactory” rating would likely result in the suspension of any growth of the Bank through acquisitions or opening de novo branches until the rating is improved. As of the most recent report of examination the Bank’s CRA rating was “Satisfactory.”

**Transactions with Affiliates.** Banks are also subject to certain restrictions imposed by the Federal Reserve Act on extensions of credit to executive officers, directors, principal shareholders (including the Company) or any related interest of such persons. Extensions of credit must be made on substantially the same terms, including interest rates and collateral as, and follow credit underwriting procedures that are not less stringent than, those prevailing at the time for comparable transactions with persons not affiliated with the bank, and must not involve more than the normal risk of repayment or present other unfavorable features. Banks are also subject to certain lending limits and restrictions on overdrafts to such persons. A violation of these restrictions may result in the assessment of substantial civil monetary penalties on the affected bank or any officer, director, employee, agent or other person participating in the conduct of the affairs of that bank, the imposition of a cease and desist order, and other regulatory sanctions.

The Federal Reserve Act and the FRB’s Regulation W limit the amount of certain loan and investment transactions between the Bank and its affiliates, require certain levels of collateral for such loans, and limit the amount of advances to third parties that may be collateralized by the securities of the Company or its subsidiaries. Regulation W requires that certain transactions between the Bank and its affiliates be on terms substantially the same, or at least as favorable to the Bank, as those prevailing at the time for comparable transactions with or involving nonaffiliated companies or, in the absence of comparable transactions, on terms and under circumstances, including credit standards, that in good faith would be offered to or would apply to nonaffiliated companies. The Company and its subsidiaries have adopted an Affiliate Transactions Policy and have entered into various affiliate agreements in compliance with Regulation W.

**Safety and Soundness Standards.** The FRB and the FDIC have adopted non-capital safety and soundness standards for institutions. These standards cover internal controls, information and internal audit systems, loan documentation, credit underwriting, interest rate exposure, asset growth, compensation, fees and benefits, and standards for asset quality, earnings and stock valuation. An institution that fails to meet these standards must develop a plan acceptable to the agency, specifying the steps that it will take to meet the standards. Failure to submit or implement such a plan may subject the institution to regulatory sanctions.

**Federal Deposit Insurance.** In addition to supervising and regulating state chartered non-member banks, the FDIC insures the Bank’s deposits, up to prescribed statutory limits, through the Deposit Insurance Fund (the “DIF”), currently \$250,000 per depositor per institution. The DIF is funded primarily by FDIC assessments paid by each DIF member institution. The amount of FDIC assessments paid by each DIF member institution is based on its relative risk of

default as measured by regulatory capital ratios and other supervisory factors. The Bank's FDIC insurance expense totaled \$255 thousand for 2016.

Additionally, all FDIC-insured institutions are required to pay assessments to the FDIC to fund interest payments on bonds issued by the Financing Corporation ("FICO"), an agency of the Federal government established to recapitalize the predecessor to the DIF. The Bank's FICO assessments totaled \$30 thousand for 2016. These assessments will continue until the FICO bonds mature in 2017 through 2019.

The FDIC may terminate a depository institution's deposit insurance upon a finding that the institution's financial condition is unsafe or unsound or that the institution has engaged in unsafe or unsound practices that pose a risk to the DIF or that may prejudice the interest of the bank's depositors. Under California law, the termination of deposit insurance for the Bank would result in a termination of the Bank's charter.

**Interstate Branching.** The Dodd-Frank Wall Street Reform and Consumer Protection Act (the "Dodd-Frank Act"), authorized national and state banks to establish branches in other states to the same extent as a bank chartered by that state would be permitted to branch. Previously, banks could only establish branches in other states if the host state expressly permitted out-of-state banks to establish branches in that state. Accordingly, banks may now enter new markets more freely.

**Consumer Protection Laws and Regulations.** The banking regulatory agencies are focusing greater attention on compliance with consumer protection laws and their implementing regulations. Examination and enforcement have become more intense in nature, and insured institutions have been advised to monitor carefully compliance with such laws and regulations. The Company is subject to many federal and state consumer protection and privacy statutes and regulations, including but not limited to the following:

The Equal Credit Opportunity Act generally prohibits discrimination in any credit transaction, whether for consumer or business purposes, on the basis of race, color, religion, national origin, sex, marital status, age (except in limited circumstances), receipt of income from public assistance programs, or good faith exercise of any rights under the Consumer Credit Protection Act.

The Truth in Lending Act (“TILA”) is designed to ensure that credit terms are disclosed in a meaningful way so that consumers may compare credit terms more readily and knowledgeably. As a result of the TILA, all creditors must use the same credit terminology to express rates and payments, including the annual percentage rate, the finance charge, the amount financed, the total of payments and the payment schedule, among other things. As a result of the Dodd-Frank Act, Regulation Z promulgated under the TILA includes new limits on loan originator compensation for all closed-end mortgages. These changes include, prohibiting certain payments to a mortgage broker or loan officer based on the transaction’s terms or conditions, prohibiting dual compensation, and prohibiting a mortgage broker or loan officer from “steering” consumers to transactions not in their interest, to increase mortgage broker or loan officer compensation.

The Fair Housing Act (“FH Act”) regulates many practices, including making it unlawful for any lender to discriminate in its housing-related lending activities against any person because of race, color, religion, national origin, sex, handicap or familial status. A number of lending practices have been found by the courts to be, or may be considered, illegal under the FH Act, including some that are not specifically mentioned in the FH Act itself.

The Home Mortgage Disclosure Act (“HMDA”), in response to public concern over credit shortages in certain urban neighborhoods, requires public disclosure of information that shows whether financial institutions are serving the housing credit needs of the neighborhoods and communities in which they are located. The HMDA also includes a “fair lending” aspect that requires the collection and disclosure of data about applicant and borrower characteristics as a way of identifying possible discriminatory lending patterns and enforcing anti-discrimination statutes.

The Right to Financial Privacy Act imposes a new requirement for financial institutions to provide new privacy protections to consumers. Financial institutions must provide disclosures to consumers of its privacy policy, and state the rights of consumers to direct their financial institution not to share their nonpublic personal information with third parties.

The Real Estate Settlement Procedures Act (“RESPA”) requires lenders to provide noncommercial borrowers with disclosures regarding the nature and cost of real estate settlements. Also, RESPA prohibits certain abusive practices, such as kickbacks, and places limitations on the amount of escrow accounts.

Penalties for noncompliance or violations under the above laws may include fines, reimbursement and other penalties. Due to heightened regulatory expectations related to compliance generally, the Company may incur additional compliance costs.

The Dodd-Frank Act created a new, independent federal agency called the Consumer Financial Protection Bureau ("CFPB"), which is granted broad rulemaking, supervisory and enforcement powers under various federal consumer financial protection laws. The CFPB has examination and primary enforcement authority with respect to depository institutions with \$10 billion or more in assets. Smaller institutions, including the Bank, will be subject to rules promulgated by the CFPB but will continue to be examined and supervised by federal banking regulators for consumer compliance purposes. .

**Anti-Money Laundering Laws.** A series of banking laws and regulations beginning with the bank Secrecy Act in 1970 requires banks to prevent, detect, and report illicit or illegal financial activities to the federal government to prevent money laundering, international drug trafficking, and terrorism. Under the US PATRIOT Act of 2001, financial institutions are subject to prohibitions against specified financial transactions and account relationships, requirements regarding the Customer Identification Program, as well as enhanced due diligence and "know your customer" standards in their dealings with high risk customers, foreign financial institutions, and foreign individuals and entities.

**Privacy and Data Security.** The Gramm-Leach Bliley Act (“GLBA”) of 1999 imposes requirements on financial institutions with respect to consumer privacy. The GLBA generally prohibits disclosure of consumer information to non-affiliated third parties unless the consumer has been given the opportunity to object and has not objected to such disclosure. Financial institutions are further required to disclose their privacy policies to consumers annually. The GLBA also directs federal regulators, including the FDIC, to prescribe standards for the security of consumer information. The Bank is subject to such standards, as well as standards for notifying consumers in the event of a security breach. The Bank is required to have an information security program to safeguard the confidentiality and security of customer information and to ensure proper disposal of information that is no longer needed. Customers must be notified when unauthorized disclosure involves sensitive customer information that may be misused.

**Potential Enforcement Actions; Supervisory Agreements.** Under federal law, the Bank and its institution-affiliated parties may be the subject of potential enforcement actions by the FDIC for unsafe and unsound practices in conducting their businesses, or for violations of any law, rule or regulation or provision, any consent order with any agency, any condition imposed in writing by the agency or any written agreement with the agency. Enforcement actions may include the imposition of a conservator or receiver, cease-and-desist orders and written agreements, the termination of insurance of deposits, the imposition of civil money penalties, the payment of restitution and removal and prohibition orders against institution-affiliated parties. The DBO also has authority to bring similar enforcement actions against the Bank. The FRB has the authority to bring similar enforcement actions against the Company.

**Legislation and Proposed Changes.** From time to time, legislation is enacted which has the effect of increasing the cost of doing business, limiting or expanding permissible activities or affecting the competitive balance between banks and other financial institutions. Proposals to change the laws and regulations governing the operations and taxation of banks, bank holding companies and other financial institutions are frequently made in Congress, in the California legislature and before various bank regulatory agencies. Typically, the intent of this type of legislation is to strengthen the banking industry, even if it may on occasion prove to be a burden on management’s plans. No prediction can be made as to the likelihood of any major changes or the impact that new laws or regulations might have on us.

**Effects of Government Monetary Policy.** Our earnings and growth are affected not only by general economic conditions, but also by the fiscal and monetary policies of the federal government, particularly the FRB. The FRB implements national monetary policy for such purposes as curbing inflation and combating recession, through its open market operations in U.S. Government securities, control of the discount rate applicable to borrowings from the FRB, and establishment of reserve requirements against certain deposits. These activities influence growth of bank loans, investments and deposits, and also affect interest rates charged on loans or paid on deposits. The Company’s profitability, like most financial institutions, is primarily dependent on interest rate spreads. In general, the difference between the interest rates paid by the Bank on interest-bearing liabilities, such as deposits and other borrowings, and the interest rates received by the Bank on interest-earning assets, such as loans extended to customers and securities held in the investment portfolio, will comprise the major portion of the Company’s earnings. These rates are highly sensitive to many factors that are beyond our control, such as inflation, recession and unemployment, the monetary and fiscal policies of the federal government and the policies of regulatory agencies, particularly the FRB and the impact which future changes in domestic and foreign economic conditions might have on us cannot be predicted. The nature and impact of future changes in monetary policies and their impact on us cannot be predicted with certainty.

**Recent Accounting Pronouncements**

See Note 2 – “Summary of Significant Accounting Policies – Adoption of New Accounting Standards” of the Company’s Consolidated Financial Statements in Item 8 – Financial Statements and Supplementary Data of this Annual Report on Form 10K for information related to recent accounting pronouncements.



## ITEM 1A. RISK FACTORS

*A deterioration of national or local economic conditions could reduce the Company's profitability.*

The Company's lending operations and its customers are primarily located in the eastern region of Northern California. A significant downturn in the national economy or the local economy due to agricultural commodity prices, real estate prices, public policy decisions, natural disaster, drought or other factors could result in a decline in the local economy in general, which could in turn negatively impact the Company.

*The majority of the Company's assets are loans, which if not repaid would result in losses to the Bank.*

The Bank, like other lenders, is subject to credit risk, which is the risk of losing principal or interest due to borrowers' failure to repay loans in accordance with their terms. Underwriting and documentation controls cannot mitigate all credit risk. A downturn in the economy or the real estate market in the Company's market areas or a rapid increase in interest rates could have a negative effect on collateral values and borrowers' ability to repay. To the extent loans are not paid timely by borrowers, the loans are placed on non-accrual status, thereby reducing interest income. Further, under these circumstances, an additional provision for loan and lease losses or unfunded commitments may be required. See Management's Discussion and Analysis of Financial Condition and Results of Operations – "Analysis of Asset Quality and Allowance for Loan Losses".

*If the Company's allowance for loan losses is not sufficient to absorb actual loan losses, the Company's profitability could be reduced.*

The risk of loan losses is inherent in the lending business. The Company maintains an allowance for loan losses based upon the Company's actual losses over a relevant time period and management's assessment of all relevant qualitative factors that may cause future loss experience to differ from its historical loss experience. Although the Company maintains a rigorous process for determining the allowance for loan losses, it can give no assurance that it will be sufficient to cover future loan losses. If the allowance for loan losses is not adequate to absorb future losses, or if bank regulatory agencies require the Company to increase its allowance for loan losses, earnings could be significantly and adversely impacted.

*A deterioration in the real estate market could have a material adverse effect on the Company's business, financial condition and results of operations.*

As of December 31, 2016, approximately 72% of the Company's total loan portfolio is secured by real estate, the majority of which is commercial real estate. Increases in commercial and consumer delinquency levels or declines in real estate market values would require increased net charge-offs and increases in the allowance for loan losses, which could have a material adverse effect on the Company's business, financial condition and results of operations and prospects.

***Fluctuations in interest rates could reduce profitability.***

The Company's earnings depend largely upon net interest income, which is the difference between the total interest income earned on interest earning assets (primarily loans and investment securities) and the total interest expense incurred on interest bearing liabilities (primarily deposits and borrowed funds). The interest earned on assets and paid on liabilities are affected principally by direct competition, and general economic conditions at the state and national level and other factors beyond the Company's control such as actions of the FRB, the general supply of money in the economy, legislative tax policies, governmental budgetary matters, and other state and federal economic policies. Although the Company maintains a rigorous process for managing the impact of possible interest rate fluctuations on earnings, the Company can provide no assurance that its management efforts will prevent earnings from being significantly and adversely impacted by changes in interest rates.

***The Company could be required to raise additional capital in the future, but that capital may not be available when it is needed or may not be available on terms that are favorable to the Company.***

Federal and state bank regulatory authorities require the Company and the Bank to maintain adequate levels of capital to support their operations. The Company's ability to raise additional capital if and as needed depends on conditions in the capital markets, which are outside the Company's control, and on the Company's financial performance. Accordingly, the Company may not be able to raise additional capital, if needed, on terms that are acceptable to the Company. If the Company is unable to raise additional capital when needed, it could be required to curtail its growth strategy or reduce the levels of assets owned. In addition, although the Company and the Bank are currently well-capitalized under applicable regulatory frameworks, bank regulators are authorized and sometimes required to impose a wide range of requirements, conditions, and restrictions on banks and bank holding companies that fail to maintain adequate capital levels.

***Drought conditions in California could have an adverse impact on the Company's business.***

In recent years, California has experienced a severe drought, though much of California has recently experienced significant rain during 2016 and the beginning of 2017. A significant portion of the Company's borrowers are involved in or are dependent on the agricultural industry in California, which requires water. As of December 31, 2016, approximately 11% of the Company's loans were categorized as agricultural loans. As a result of the drought, there have been governmental proposals concerning the distribution or rationing of water. If the amount of water available to agriculture becomes scarcer due to drought or rationing, growers may not be able to continue to produce agricultural products profitably, which could force some out of business. Although many of the Company's customers are not directly involved in agriculture, they could be impacted by difficulties in the agricultural industry because many jobs and businesses in the Company's market areas are related to the production of agricultural products. Therefore, the drought could adversely impact the Company's loan portfolio, business, financial condition and results of operations.

***The Company faces substantial competition from larger banks and other financial institutions.***

The Company faces substantial competition for deposits and loans. Competition for deposits primarily comes from other commercial banks, savings institutions, thrift and loan associations, money market and mutual funds and other investment alternatives. Competition for loans comes from other commercial banks, savings institutions, credit unions, mortgage banking firms, thrift and loan associations and other financial intermediaries. Larger competitors, by virtue of their larger capital resources, have substantially greater lending limits and marketing resources than the Company. In addition, they have greater resources and may be able to offer longer maturities or lower rates. The Company's competitors may also provide certain services for their customers, including trust and international banking that the Company is only able to offer indirectly through correspondent relationships. Ultimately, competition can reduce the Company's profitability, as well as make it more difficult to increase the size of its loan portfolio and deposit base.

***There are risks associated with the Company's growth strategy.***

During the past two years, the Company completed the purchase and assumption of a branch office in Redding, California, opened a branch office in Reno, Nevada and established loan production offices in Phoenix, Arizona, Seattle Washington and Klamath Falls Oregon. The Company may engage in additional acquisition activity and open additional offices in the future to expand the Company's markets or further its growth strategy. There is no assurance that future acquisitions or offices will be successful. Further, growth may strain the Company's administrative, managerial, financial and operational resources and increase demands on its systems and controls. If the Company pursues its growth strategy too aggressively, fails to attract qualified personnel, control costs or maintain asset quality, or if factors beyond management's control divert attention away from its business operations, the Company's pursuit of its growth strategy could have a material adverse impact on its existing business.

***The Company relies on key executives and personnel and the loss of any of them could have a material adverse impact on the Company's prospects.***

Competition for qualified employees and personnel in the banking industry is intense and there are a limited number of qualified persons with knowledge of, and experience in, the California community banking industry. The process of recruiting personnel with the combination of skills and attributes required to carry out the Company's strategies is often lengthy. The Company's success depends to a significant degree upon its ability to attract and retain qualified management, loan origination, finance, administrative, marketing, compliance and technical personnel and upon the continued contributions of its management and personnel. In particular, the Company's success has been and continues to be highly dependent upon the abilities of key executives and certain other employees.

***Security breaches and technological disruptions could damage the Company's reputation and profitability. The Company's business is highly reliant on third party vendors and its ability to manage the operational risks associated with outsourcing those services.***

The Company's electronic banking activities expose it to possible liability and loss of reputation should an unauthorized party gain access to confidential customer information. Despite its considerable efforts and investment to provide the security and authentication necessary to effect secure transmission of data, the Company cannot fully guarantee that these precautions will protect its systems from future compromises or breaches of its security measures. Although the Company has developed systems and processes that are designed to recognize and assist in preventing security breaches (and periodically test its security), failure to protect against or mitigate breaches of security could adversely affect its ability to offer and grow its online services, constitute a breach of privacy or other laws, result in costly litigation and loss of customer relationships, negatively impact the Bank's reputation, and could have an adverse effect on its business, results of operations and financial condition. The Company may also incur substantial increases in costs in an effort to minimize or mitigate cyber security risks and to respond to cyber incidents.

The potential for operational risk exposure exists throughout the Company's business. Integral to the Company's performance is the continued efficacy of the Company's technology and information systems, operational infrastructure and relationships with third parties and its colleagues in its day-to-day and ongoing operations. Failure by any or all of these resources subjects us to risks that may vary in size, scale and scope. This includes, but is not limited to, operational or systems failures, disruption of client operations and activities, ineffectiveness or exposure due to interruption in third party support as expected, as well as, the loss of key colleagues or failure on the part of key colleagues to perform properly.

Additionally, the Company outsources a large portion of its data processing to third parties which may encounter technological or other difficulties that may significantly affect the Company's ability to process and account for customer transactions. These vendors provide services that support its operations, including the storage and processing of sensitive consumer and business customer data, as well as its sales efforts. A cyber security breach of a vendor's system may result in theft of the Company's data or disruption of business processes. In most cases, the Company will remain primarily liable to its customers for losses arising from a breach of a vendor's data security system. The Company relies on its outsourced service providers to implement and maintain prudent cyber security controls. The loss of these vendor relationships could disrupt the services the Company provides to its customers and cause us to incur significant expense in connection with replacing these services.

***The Company may incur fines, penalties and other negative consequences from regulatory violations, possibly even inadvertent or unintentional violations.***

The Company is subject to significant federal and state regulation and supervision. In the past, the Company's business has been increasingly affected by these regulations, and this trend is likely to continue into the future. Many of these laws are subject to interpretation and changing regulatory approaches to supervision and enforcement. The Company maintains systems and procedures designed to ensure that it complies with applicable laws and regulations, but there can be no assurance that these will be effective. The Company may incur fines, penalties and other negative consequences from regulatory violations. The Company may also suffer other negative consequences resulting from findings of noncompliance with laws and regulations, that may also damage its reputation, and this in turn might materially affect its business and results of operations. Further, some legal/regulatory frameworks provide for the imposition of fines, restitution or penalties for noncompliance even though the noncompliance was inadvertent or unintentional and even though there were in place at the time systems and procedures designed to ensure compliance.

***The Company's disclosure controls and procedures may not prevent or detect all errors or acts of fraud.***

The Company's disclosure controls and procedures are designed to provide reasonable assurance that information required to be disclosed by us in reports it files under the Exchange Act is accurately accumulated and communicated to management, and recorded, processed, summarized, and reported within the time periods specified in the SEC's rules and forms. The Company believes that any disclosure controls and procedures or internal controls and

procedures, no matter how well conceived and operated, cannot provide absolute assurance that the objectives of the control system are met.

These inherent limitations include the realities that judgments in decision making can be faulty, that alternative reasoned judgments can be drawn, or that breakdowns can occur because of a simple error or mistake. Additionally, controls can be circumvented by the individual acts of some persons, by collusion of two or more people or by an unauthorized override of the controls. Accordingly, because of the inherent limitations in its control system, misstatements due to error or fraud may occur and not be detected, which could result in a material weakness in its internal controls over financial reporting and the restatement of previously filed financial statements.

*The price of the Company's common stock may be volatile or may decline*

The trading price of the Company's common stock may fluctuate as a result of a number of factors, many of which are outside its control. Among the factors that could affect the Company's stock price are:

- actual or anticipated quarterly fluctuations in the Company's operating results and financial condition;
- research reports and recommendations by financial analysts;
- failure to meet analysts' revenue or earnings estimates;
- speculation in the press or investment community;
- actions by the Company or its competitors, such as acquisitions or restructurings;
- actions by institutional shareholders;
- fluctuations in the stock prices and operating results of its competitors;
- general market conditions and, in particular, developments related to market conditions for the financial services industry;
- proposed or adopted regulatory changes or developments;
- anticipated or pending investigations, proceedings or litigation that involve or affect us;
- domestic and international economic factors unrelated to its performance.

Significant decline in the Company's stock price could result in substantial losses for individual shareholders and could lead to costly and disruptive securities litigation.

***The trading volume of the Company's common stock is limited.***

Although the Company's common stock is traded on the Nasdaq Stock Market, trading volume to date has been relatively modest. The limited trading market for the Company's common stock may lead to exaggerated fluctuations in market prices and possible market inefficiencies compared to more actively traded securities. It may also make it more difficult for investors to sell the Company's common stock at desired prices, especially for holders seeking to dispose of a large number of shares of stock.

***The Company depends primarily on the operations of the Bank to repay its indebtedness and fund its operations. The Company's ability to pay any dividends or repurchase any of its shares in the future will also depend on the success of the Bank's operations.***

The Company is a separate and distinct legal entity from its subsidiary, the Bank, and it receives substantially all of its revenue from dividends paid by the Bank. There are legal limitations on the extent to which the Bank may extend credit, pay dividends or otherwise supply funds to, or engage in transactions with, the Company. The Company's inability to receive dividends from the Bank could adversely affect its business, financial condition, results of operations and prospects.

***Disruptions in market conditions may adversely impact the fair value of available-for-sale investment securities.***

Generally Accepted Accounting Principles ("GAAP") require the Company to carry its available-for-sale investment securities at fair value on its balance sheet. Unrealized gains or losses on these securities, reflecting the difference between the fair market value and the amortized cost, net of its tax effect, are reported as a component of shareholders' equity. In certain instances GAAP requires recognition through earnings of declines in the fair value of securities that are deemed to be other than temporarily impaired. Changes in the fair value of these securities may result from a number of circumstances that are beyond the Company's control, such as changes in interest rates, the financial condition of government sponsored enterprises or insurers of municipal bonds, changes in demand for these securities as a result of economic conditions, or reduced market liquidity. There can be no assurance that the declines in market value will not result in other than temporary impairments of these assets, which would lead to loss recognition that could have a material adverse effect on the Company's net income and capital levels.



*Damage to the Company's reputation could significantly harm the Company's business and prospects.*

The Company's reputation is an important asset. The Company's relationship with many of its customers is predicated upon its reputation as a high quality provider of financial services that adheres to the highest standards of ethics, service quality and regulatory compliance. The Company's ability to attract and retain customers, investors and employees depends upon external perceptions. Damage to its reputation among existing and potential customers, investors and employees could cause significant harm to the Company's business and prospects and may arise from numerous sources, including litigation or regulatory actions, failing to deliver minimum standards of service and quality, lending practices, inadequate protection of customer information, sales and marketing efforts, compliance failures, unethical behavior and the misconduct of employees. Adverse developments in the banking industry may also, by association, negatively impact the Company's reputation or result in greater regulatory or legislative scrutiny or litigation against us. The Company has policies and procedures in place that seek to protect its reputation and promote ethical conduct, but these policies and procedures may not be fully effective. Negative publicity regarding the Company's business, employees, or customers, with or without merit, may result in the loss of customers, investors, and employees, costly litigation, a decline in revenues and increased governmental regulation.

*The markets in which the Company operates are subject to the risk of earthquakes and other natural disasters.*

Most of the Company's offices are located in California. Also, most of the real and personal properties securing the Company's loans are located in California. California is prone to earthquakes, brush fires, flooding and other natural disasters. In addition to possibly sustaining damage to its own properties, if there is a major earthquake, brush fires, flood or other natural disaster, the Company faces the risk that many of the Company's borrowers may experience uninsured property losses, or sustained job interruption and/or loss which may materially impair their ability to meet the terms of their loan obligations. Therefore, a major earthquake, brush fire, flood or other natural disaster in California could have a material adverse effect on the Company's business, financial condition, results of operations and cash flows.

**ITEM 1B. UNRESOLVED STAFF COMMENTS**

Not applicable.

**ITEM 2. PROPERTIES**

Of the Company's twelve depository branches, ten are owned and two are leased. The Company also leases five lending offices and owns four administrative facilities.

**Owned Properties**

35 South Lindan Avenue Quincy, California (1)	32 Central Avenue Quincy, California (1)	80 W. Main St. Quincy, California (1)
424 N. Mill Creek Quincy, California (1)	336 West Main Street Quincy, California	120 North Pine Street Portola, California
43163 Highway 299E Fall River Mills, California	121 Crescent Street Greenville, California	255 Main Street Chester, California
510 North Main Street Alturas, California	3000 Riverside Drive Susanville, California	8475 North Lake Boulevard Kings Beach, California
11638 Donner Pass Road Truckee, California	5050 Meadowood Mall Circle Reno, Nevada	

**Leased Properties**

243 North Lake Boulevard Tahoe City, California	1335 Hilltop Drive Redding, California	470 Nevada St., Suite 108 Auburn, California (2)
2730 Agua Fria Freeway, Ste. 100 Phoenix, Arizona (2)	2585 Ceanothus Avenue, Suite 173 Chico, CA (3)	107 S. 7 <sup>th</sup> St. (3) Klamath Falls, OR
1601 5 <sup>th</sup> Ave., Ste. 1100 (2) Seattle WA		

(1) Non-branch administrative or credit administrative offices.

(2) SBA lending office.

(3) Commercial lending office.

Total rental expenses under all leases totaled \$276,000, \$233,000 and \$192,000, in 2016, 2015 and 2014 respectively. The expiration dates of the leases vary, with the first such lease expiring during 2017 and the last such lease expiring during 2021.

Future minimum lease payments are as follows:

Year Ending December 31,	
2017	\$275,000
2018	219,000
2019	206,000
2020	209,000
2021	187,000
	\$1,096,000

The Company maintains insurance coverage on its premises, leaseholds and equipment, including business interruption and record reconstruction coverage. The branch properties and non-branch offices are adequate, suitable, in good condition and have adequate parking facilities for customers and employees. The Company and Bank are limited in their investments in real property under Federal and state banking laws. Generally, investments in real property are either for the Company and Bank use or are in real property and real property interests in the ordinary course of the Bank's business.

**ITEM 3. LEGAL PROCEEDINGS**

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

**ITEM 4. MINE SAFETY DISCLOSURES**

Not applicable.

**PART II****ITEM 5. MARKET FOR REGISTRANT'S COMMON EQUITY, RELATED STOCK- HOLDER MATTERS AND ISSUER PURCHASES OF EQUITY SECURITIES.**

The Company's common stock is quoted on the NASDAQ Capital Market under the ticker symbol "PLBC". As of December 31, 2016, there were 4,896,875 shares of the Company's common stock outstanding held by approximately 1,400 shareholders of record as of the same date. The following table shows the high and low sales prices for the common stock, for each quarter as reported by Yahoo Finance.

Quarter	Common Dividends per share	High	Low
4 <sup>th</sup> Quarter 2016	\$ 0.10	\$19.23	\$10.00
3 <sup>rd</sup> Quarter 2016	-	\$10.39	\$8.75
2 <sup>nd</sup> Quarter 2016	-	\$9.75	\$8.60
1 <sup>st</sup> Quarter 2016	-	\$9.46	\$8.20
4 <sup>th</sup> Quarter 2015	-	\$9.35	\$8.50
3 <sup>rd</sup> Quarter 2015	-	\$10.23	\$8.04
2 <sup>nd</sup> Quarter 2015	-	\$10.00	\$8.77
1 <sup>st</sup> Quarter 2015	-	\$10.00	\$7.73

It is the policy of the Company to periodically distribute excess retained earnings to the shareholders through the payment of cash dividends. Such dividends help promote shareholder value and capital adequacy by enhancing the marketability of the Company's stock. All authority to provide a return to the shareholders in the form of a cash or stock dividend or split rests with the Board of Directors (the "Board"). The Board will periodically, but on no regular schedule and in accordance with regulatory restrictions, if any, reviews the appropriateness of a cash dividend payment. On October 20, 2016 the Company announced that its Board of Directors approved the reinstatement of a semi-annual cash dividend. The dividend, in the amount of \$0.10 per share, was paid on November 21, 2016 to shareholders of record at the close of business day on November 7, 2016. No common cash dividends were paid in 2015.

The Company is subject to various restrictions on the payment of dividends. See Note 12 "Shareholders' Equity – Dividend Restrictions" of the Company's Consolidated Financial Statements in Item 8 – Financial Statements and

Supplementary Data of this Annual Report on Form 10K.

**Securities Authorized for Issuance under Equity Compensation Plans.** The following table sets forth securities authorized for issuance under equity compensation plans as of December 31, 2016.

Plan Category	Number of securities to be issued upon exercise of outstanding options	Weighted-average exercise price of outstanding options	Number of securities remaining available for future issuance under equity compensation plans (excluding securities reflected in column (a))
	(a)	(b)	(c)
Equity compensation plans approved by security holders	274,693	\$6.21	298,400
Equity compensation plans not approved by security holders	None	Not Applicable.	None
Total	274,693	\$6.21	298,400

For additional information related to the above plans see Note 12 of the Company's Consolidated Financial Statements in Item 8 – Financial Statements and Supplementary Data of this Annual Report on Form 10K.

**Issuer Purchases of Equity Securities.** There were no purchases of Plumas Bancorp common stock by the Company during 2016 or 2015.

**ITEM 6. SELECTED FINANCIAL DATA**

The following table presents a summary of selected financial data and should be read in conjunction with the Company's consolidated financial statements and notes thereto included under Item 8 – Financial Statements and Supplementary Data.

	<b>At or for the year ended December 31,</b>					
	<b>2016</b>	<b>2015</b>	<b>2014</b>	<b>2013</b>	<b>2012</b>	
	<i>(dollars in thousands except per share information)</i>					
<b>Statement of Income</b>						
Interest income	\$25,100	\$22,615	\$21,147	\$19,460	\$18,425	
Interest expense	1,023	1,204	1,693	1,534	1,274	
Net interest income	24,077	21,411	19,454	17,926	17,151	
Provision for loan losses	800	1,100	1,100	1,400	2,350	
Noninterest income	7,652	7,715	7,315	6,642	6,596	
Noninterest expense	18,696	18,491	17,845	17,570	18,377	
Provision for income taxes	4,759	3,717	3,086	2,167	1,070	
Net income	\$7,474	\$5,818	\$4,738	\$3,431	\$1,950	
Discount on redemption of Preferred Stock	\$-	\$-	\$-	\$565	\$-	
Preferred Stock dividends and discount accretion	-	-	-	347	684	
Net income available to common shareholders	\$7,474	\$5,818	\$4,738	\$3,649	\$1,266	
<b><u>Balance sheet (end of period)</u></b>						
Total assets	\$657,975	\$599,286	\$538,862	\$515,725	\$477,802	
Total loans	\$461,123	\$400,971	\$370,390	\$338,551	\$315,057	
Allowance for loan losses	\$6,549	\$6,078	\$5,451	\$5,517	\$5,686	
Total deposits	\$582,353	\$527,276	\$467,891	\$449,439	\$411,562	
Total common equity	\$47,994	\$42,496	\$36,497	\$30,593	\$29,995	
Total shareholders' equity	\$47,994	\$42,496	\$36,497	\$30,593	\$41,850	
<b><u>Balance sheet (period average)</u></b>						
Total assets	\$622,229	\$571,990	\$531,528	\$497,711	\$464,609	
Total loans	\$428,380	\$386,070	\$353,389	\$321,210	\$301,799	
Total deposits	\$549,416	\$503,343	\$464,067	\$432,284	\$401,110	
Total shareholders' equity	\$46,488	\$39,844	\$33,810	\$36,032	\$41,023	
<b><u>Asset quality ratios</u></b>						
Nonperforming loans/total loans	0.59	% 1.13	% 1.79	% 1.64	% 4.35	%
Nonperforming assets/total assets	0.53	% 1.06	% 1.90	% 2.33	% 3.98	%
Allowance for loan losses/total loans	1.42	% 1.52	% 1.47	% 1.63	% 1.80	%
Net loan charge-offs	\$329	\$473	\$1,166	\$1,569	\$3,572	
<b><u>Performance ratios</u></b>						
Return on average assets	1.20	% 1.02	% 0.89	% 0.69	% 0.42	%
Return on average common equity	16.1	% 14.6	% 14.0	% 12.0	% 4.3	%
Return on average equity	16.1	% 14.6	% 14.0	% 9.5	% 4.8	%

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Net interest margin	4.21	%	4.10	%	4.05	%	4.03	%	4.18	%
Loans to deposits	79.2	%	76.0	%	79.2	%	75.3	%	76.6	%
Efficiency ratio	58.9	%	63.5	%	66.7	%	71.5	%	77.4	%
<b><u>Per share information</u></b>										
Basic earnings	\$1.54		\$1.21		\$0.99		\$0.76		\$0.26	
Diluted earnings	\$1.47		\$1.15		\$0.95		\$0.75		\$0.26	
Common cash dividends	\$0.10		\$0.00		\$0.00		\$0.00		\$0.00	
Book value per common share	\$9.80		\$8.79		\$7.61		\$6.39		\$6.28	
Common shares outstanding at period end	4,896,875		4,835,432		4,799,139		4,787,739		4,776,339	
<b><u>Capital ratios – Plumas Bank</u></b>										
Leverage ratio	9.2	%	9.4	%	9.8	%	9.7	%	10.4	%
Tier 1 risk-based capital	12.1	%	12.7	%	13.2	%	13.2	%	14.1	%
Total risk-based capital	13.3	%	14.0	%	14.4	%	14.5	%	15.3	%



## ITEM 7. MANAGEMENT'S DISCUSSION AND ANALYSIS OF FINANCIAL CONDITION AND RESULTS OF OPERATIONS

### General

We are a bank holding company for Plumas Bank, a California state-chartered commercial bank. We derive our income primarily from interest received on real estate related, commercial, automobile and consumer loans and, to a lesser extent, interest on investment securities, fees received in connection with servicing deposit and loan customers and gains from the sale of government guaranteed loans. Our major operating expenses are the interest we pay on deposits and borrowings and general operating expenses. We rely on locally-generated deposits to provide us with funds for making loans.

We are subject to competition from other financial institutions and our operating results, like those of other financial institutions operating in California, are significantly influenced by economic conditions in California, including the strength of the real estate market. In addition, both the fiscal and regulatory policies of the federal and state government and regulatory authorities that govern financial institutions and market interest rates also impact the Bank's financial condition, results of operations and cash flows.

### **Critical Accounting Policies**

Our accounting policies are integral to understanding the financial results reported. Our most complex accounting policies require management's judgment to ascertain the valuation of assets, liabilities, commitments and contingencies. We have established detailed policies and internal control procedures that are intended to ensure valuation methods are applied in an environment that is designed and operating effectively and applied consistently from period to period. The following is a brief description of our current accounting policies involving significant management valuation judgments.

**Allowance for Loan Losses.** The allowance for loan losses is an estimate of credit losses inherent in the Company's loan portfolio that have been incurred as of the balance-sheet date. The allowance is established through a provision for loan losses which is charged to expense. Additions to the allowance are expected to maintain the adequacy of the total allowance after credit losses and loan growth. Credit exposures determined to be uncollectible are charged against the allowance. Cash received on previously charged off amounts is recorded as a recovery to the allowance. The overall allowance consists of two primary components, specific reserves related to impaired loans and general reserves for inherent losses related to loans that are collectively evaluated for impairment.

We evaluate our allowance for loan losses quarterly. We believe that the allowance for loan losses is a “critical accounting estimate” because it is based upon management’s assessment of various factors affecting the collectability of the loans, including current economic conditions, past credit experience, delinquency status, the value of the underlying collateral, if any, and a continuing review of the portfolio of loans.

We cannot provide you with any assurance that economic difficulties or other circumstances which would adversely affect our borrowers and their ability to repay outstanding loans will not occur which would be reflected in increased losses in our loan portfolio, which could result in actual losses that exceed reserves previously established.

**Other Real Estate Owned.** Other real estate owned (OREO) represents properties acquired through foreclosure or physical possession. OREO is initially recorded at fair value less costs to sell when acquired. Write-downs to fair value at the time of transfer to OREO are charged to allowance for loan losses. Subsequent to foreclosure, we periodically evaluate the value of OREO held for sale and record a valuation allowance for any subsequent declines in fair value less selling costs. Subsequent declines in value are charged to operations. Fair value is based on our assessment of information available to us at the end of a reporting period and depends upon a number of factors, including our historical experience, economic conditions, and issues specific to individual properties. Our evaluation of these factors involves subjective estimates and judgments that may change.

The following discussion is designed to provide a better understanding of significant trends related to the Company's financial condition, results of operations, liquidity and capital. It pertains to the Company's financial condition, changes in financial condition and results of operations as of December 31, 2016 and 2015 and for each of the three years in the period ended December 31, 2016. The discussion should be read in conjunction with the Company's audited consolidated financial statements and notes thereto and the other financial information appearing elsewhere herein.

### **Overview**

The Company recorded net income of \$7.5 million for the year ended December 31, 2016, an increase of \$1.7 million or 29% over net income of \$5.8 million during the year ended December 31, 2015. Pretax income increased by \$2.7 million, or 28%, to \$12.2 million in 2016 from \$9.5 million during the year ended December 31, 2015.

Net interest income increased by \$2.7 million to \$24.1 million during 2016 from \$21.4 million for the year ended December 31, 2015. This increase in net interest income resulted from an increase in interest income of \$2.5 million and a decrease in interest expense of \$181 thousand. Interest on loans increased by \$2.2 million, interest on investment securities increased by \$204 thousand and interest on other interest earning assets increased by \$100 thousand. An increase of \$19 thousand in interest expense on deposits was offset by a decrease in interest expense on borrowings of \$200 thousand. The largest component of this decrease was a decrease of \$219 thousand in interest expense related to the redemption of the Company's \$7.5 million subordinated debenture in April, 2015. The provision for loan losses was \$800 thousand during 2016 and \$1.1 million during 2015.

During the years ended December 31, 2016 and 2015 non-interest income totaled \$7.7 million. Non-interest expense increased by \$205 thousand to \$18.7 million during the twelve months ended December 31, 2016, up from \$18.5 million during 2015. The largest component of the increase in non-interest expense was an increase in salary and benefit expense of \$163 thousand.

The provision for income taxes increased by \$1.1 million from \$3.7 million in 2015 to \$4.8 million during the year ended December 31, 2016.

Total assets at December 31, 2016 were \$658 million, an increase of \$58.7 million from \$599 million at December 31, 2015. This increase included increases of \$4.9 million in investment securities, \$59.8 million in net loans (\$60.2 million in gross loans), \$0.3 million in bank owned life insurance and \$0.7 million in other assets exclusive of OREO. These items were partially offset by decreases of \$5.5 million in cash and due from banks, \$0.5 million in premises

and equipment and \$1.0 million in OREO.

Loan balances increased by \$60.2 million, or 15%, from \$401 million at December 31, 2015 to \$461 million at December 31, 2016. The increase in loan balances includes \$34.0 million in commercial real estate loans, \$11.3 million in agricultural loans, \$5.7 million in construction and land development loans, \$5.2 million in automobile loans, \$4.2 million in commercial loans and \$4.0 million in equity lines of credits. These increases were partially offset by a decline of \$4.2 million in residential real estate loans.

Total deposits increased by \$55.1 million from \$527 million at December 31, 2015 to \$582 million at December 31, 2016. Core deposit growth remained strong in 2016 as evidenced by increases of \$27.7 million in demand deposits, \$21.6 million in savings accounts, \$8.4 million in money market accounts and \$0.1 million in interest-bearing transaction accounts. Time deposits declined by \$2.7 million, much of which we attribute to migration into other types of deposits given the low rates and lack of liquidity associated with time deposits. The Company has no brokered deposits.

Total shareholders' equity increased by \$5.5 million from \$42.5 million at December 31, 2015 to \$48.0 million at December 31, 2016. The \$5.5 million increase was related to earnings during 2016 of \$7.5 million and an increase of \$305 thousand representing stock option activity. These items were partially offset by a decrease in net unrealized gains on investment securities of \$930 thousand, a \$0.10 per share cash dividend totaling \$489 thousand and the repurchase of a portion of a warrant, in May of 2016, representing the right to purchase 150,000 shares of the registrant's common stock at a cost of \$862 thousand. (See "Financial Condition – Subordinated Debentures").

The return on average assets was 1.20% for 2016, up from 1.02% for 2015. The return on average equity was 16.1% for 2016, up from 14.6% for 2015.

**Results of Operations****Net Interest Income**

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

	Year ended December 31, 2016			2015			2014			
	Average balance	Interest income/ expense	Rates earned/ paid	Average balance	Interest income/ expense	Rates earned/ paid	Average balance	Interest income/ expense	Rates earned/ paid	
	<i>(dollars in thousands)</i>									
<b>Assets</b>										
Interest bearing deposits	\$43,843	\$274	0.62 %	\$44,302	\$174	0.39 %	\$38,626	\$137	0.35 %	
Investment securities <sup>(1)</sup>	99,689	1,898	1.90	91,309	1,694	1.86	87,906	1,515	1.72	
Total loans <sup>(2)(3)</sup>	428,380	22,928	5.35	386,070	20,747	5.37	353,389	19,495	5.52	
Total earning assets	571,912	25,100	4.39 %	521,681	22,615	4.34 %	479,921	21,147	4.41 %	
Cash and due from banks	17,494			17,332			16,323			
Other assets	32,823			32,977			35,284			
Total assets	\$622,229			\$571,990			\$531,528			
<b>Liabilities and shareholders' equity</b>										
Interest bearing demand deposits	\$92,481	85	0.09 %	\$88,220	80	0.09 %	\$83,398	76	0.09 %	
Money market deposits	54,559	78	0.14	47,149	66	0.14	46,691	65	0.14	
Savings deposits	133,304	217	0.16	119,071	191	0.16	102,664	163	0.16	
Time deposits	50,788	157	0.31	54,418	181	0.33	59,063	212	0.36	
Note payable	3,289	133	4.04	3,858	155	4.02	2,299	111	4.83	
	-	-	-	2,150	219	10.19	7,371	756	10.26	

Subordinated debentures												
Junior subordinated debentures	10,310	348	3.38	10,310	306	2.97	10,310	303	2.94			
Other	6,423	5	0.08	6,529	6	0.09	7,529	7	0.09			
Total interest bearing liabilities	351,154	1,023	0.29 %	331,705	1,204	0.36 %	319,325	1,693	0.53 %			
Noninterest bearing demand deposits	218,284			194,485			172,251					
Other liabilities	6,303			5,956			6,142					
Shareholders' equity	46,488			39,844			33,810					
Total liabilities and shareholders' equity	\$622,229			\$571,990			\$531,528					
<b>Net interest income</b>		\$24,077			\$21,411			\$19,454				
<b>Net interest spread</b> <sup>(4)</sup>			4.10 %			3.98 %			3.88 %			
<b>Net interest margin</b> <sup>(5)</sup>			4.21 %			4.10 %			4.05 %			

(1) Interest income is reflected on an actual basis and is not computed on a tax-equivalent basis.

(2) Average nonaccrual loan balances of \$3.8 million for 2016, \$5.6 million for 2015 and \$6.7 million for 2014 are included in average loan balances for computational purposes.

(3) Loan origination fees and costs are included in interest income as adjustments of the loan yields over the life of the loan using the interest method. Loan interest income includes net loan costs of \$678,000, \$696,000 and \$380,000 for 2016, 2015 and 2014, respectively.

(4) Net interest spread represents the average yield earned on interest-earning assets less the average rate paid on interest-bearing liabilities.

(5) Net interest margin is computed by dividing net interest income by total average earning assets.

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

	2016 compared to 2015				2015 compared to 2014			
	Increase (decrease) due to change in:				Increase (decrease) due to change in:			
	Average Volume	Average Rate <sup>(2)</sup>	Mix <sup>(3)</sup>	Total	Average Volume	Average Rate <sup>(2)</sup>	Mix <sup>(3)</sup>	Total
	<i>(dollars in thousands)</i>							
<b>Interest-earning assets:</b>								
Interest bearing deposits	\$(2 )	\$ 103	\$ (1 )	\$100	\$20	\$ 15	\$ 2	\$37
Investment securities	156	44	4	204	59	116	4	179
Loans	2,274	(84 )	(9 )	2,181	1,803	(504 )	(47 )	1,252
Total interest income	2,428	63	(6 )	2,485	1,882	(373 )	(41 )	1,468
<b>Interest-bearing liabilities:</b>								
Interest bearing demand deposits	4	1	-	5	4	-	-	4
Money market deposits	11	1	-	12	1	-	-	1
Savings deposits	23	3	-	26	26	2	-	28
Time deposits	(12 )	(13 )	1	(24 )	(17 )	(15 )	1	(31 )
Note payable	(23 )	1	-	(22 )	75	(19 )	(12 )	44
Subordinated debentures	(219 )	-	-	(219 )	(535 )	(5 )	3	(537 )
Junior subordinated debentures	-	42	-	42	-	3	-	3
Other borrowings	-	(1 )	-	(1 )	(1 )	-	-	(1 )
Total interest expense	(216 )	34	1	(181 )	(447 )	(34 )	(8 )	(489 )
<b>Net interest income</b>	<b>\$2,644</b>	<b>\$ 29</b>	<b>\$ (7 )</b>	<b>\$2,666</b>	<b>\$2,329</b>	<b>\$ (339 )</b>	<b>\$ (33 )</b>	<b>\$1,957</b>

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

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

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

**2016 compared to 2015.** Net interest income is the difference between interest income and interest expense. Net interest income, on a nontax-equivalent basis, was \$24.1 million for the year ended December 31, 2016, up \$2.7 million, or 12.5%, from \$21.4 million for 2015. The \$2.7 million included an increase of \$2.5 million, or 11.0% in

interest income, from \$22.6 million during 2015 to \$25.1 million during the current year and a decrease of \$181 thousand in interest expense.

Interest and fees on loans increased by \$2.2 million, interest on investment securities increased by \$204 thousand and interest on deposits increased by \$100 thousand. The increase in interest and fees on loans was related to an increase in average loan balances partially offset by a decline in yield. Interest on investments securities benefited from both an increase in yield and an increase in average balance.

Interest and fees on loans was \$22.9 million during 2016. The average loan balances were \$428.4 million for 2016, up \$42.3 million from the \$386.1 million for 2015. The following table compares loan balances by type at December 31, 2016 and 2015.

(dollars in thousands)	Balance at End  of Period	Percent of		Balance at End  of Period	Percent of	
		Loans in Each  Category to			Loans in Each  Category to	
		Total Loans			Total Loans	
		12/31/16	12/31/16		12/31/15	12/31/15
Commercial	\$41,293	9.0	%	\$37,084	9.2	%
Agricultural	51,103	11.1	%	39,856	9.9	%
Real estate – residential	21,283	4.6	%	25,474	6.4	%
Real estate – commercial	226,136	49.0	%	192,095	47.9	%
Real estate – construction & land development	21,904	4.7	%	16,188	4.0	%
Equity Lines of Credit	42,338	9.2	%	38,327	9.6	%
Auto	53,553	11.6	%	48,365	12.1	%
Other	3,513	0.8	%	3,582	0.9	%
Total Gross Loans	\$461,123	100	%	\$400,971	100	%



The average yield on loans was 5.35% for 2016 down slightly from 5.37% for 2015. We attribute much of the decrease in yield to price competition in our service area for commercial real estate loans mostly offset by the 25 basis point increase in the prime rate on December 17, 2015.

Interest on investment securities increased by \$204 thousand as a result of an increase in yield of 4 basis points from 1.86% during 2015 to 1.90% during 2016 and an increase in average balance from \$91.3 million in 2015 to \$99.7 million in 2016. Interest income on interest bearing deposits, which totaled \$274 thousand in 2016 and \$174 thousand in 2015, primarily relates to interest on cash balances held at the Federal Reserve. The \$100 thousand increase in interest on interest bearing deposits was related to an increase in yield of 23 basis points from 39 basis points in 2015 to 62 basis points in 2016 and is consistent with the increase in the average fed funds rate during these periods.

Interest expense on deposits increased by \$19 thousand to \$537 thousand for the twelve months ended December 31, 2016, up from \$518 thousand in 2015. Interest expense on time deposits declined by \$24 thousand from \$181 thousand during 2015 to \$157 thousand during 2016. Average time deposits declined by \$3.6 million from \$54.4 million during 2015 to \$50.8 million during the year ended December 31, 2016. We attribute much of this decline to migration into other types of deposits given the low rates and lack of liquidity associated with time deposits. The average rate paid on time deposits decreased from 0.33% during 2015 to 0.31% during the current twelve month period. This decrease primarily relates to the maturity of higher rate time deposits.

Interest expense on NOW accounts increased by \$5 thousand. Rates paid on NOW accounts averaged 0.09% during 2016 and 2015. Average balances increased by \$4.3 million from 2015 to \$92.5 million. Interest expense on money market accounts increased by \$12 thousand to \$78 thousand during the year ended December 31, 2016. Rates paid on money market accounts averaged 0.14% during 2016 and 2015. Average balances increased by \$7.4 million from \$47.2 million in 2015 to \$54.6 million. Interest expense on savings accounts increased by \$26 thousand as we continued to experience strong growth in this category of deposits. Average savings deposits increased by \$14.2 million from \$119.1 million during 2015 to \$133.3 million during 2016. The average rate paid on savings accounts during these same periods was 16 basis points.

Interest expense on other interest-bearing liabilities decreased by \$200 thousand from \$686 thousand during the year ended December 31, 2015 to \$486 thousand during the current twelve month period. On April 15, 2013, to help fund the repurchase of preferred stock during 2013, the Company issued a \$7.5 million subordinated debenture. On April 16, 2015 we paid off the subordinated debenture resulting in a reduction in interest expense related to this debt of \$219 thousand.

Interest expense on the Company's note payable (see "Financial Condition – Note Payable") decreased by \$22 thousand to \$133 thousand during the twelve months ended December 31, 2016. This decrease was related to a decrease in average borrowings on this note from \$3.9 million during the 2015 period to \$3.3 million during the year ended December 31, 2016. The average rate paid on the note payable was 4.04% during 2016 and 4.02% during the twelve

months ended December 31, 2015.

Interest expense on junior subordinated debentures, which increased by \$42 thousand to \$348 thousand, fluctuates with changes in the 3-month London Interbank Offered Rate (LIBOR). Interest on other borrowings, which mostly relates to repurchase agreements, totaled \$5 thousand in 2016 and \$6 thousand in 2015.

Net interest margin is net interest income expressed as a percentage of average interest-earning assets. As a result of the changes noted above, the net interest margin for 2016 increased to 4.21%, from 4.10% during 2015.

**2015 compared to 2014.** Net interest income, on a nontax-equivalent basis, was \$21.4 million for the year ended December 31, 2015, up \$2.0 million, or 10.1%, from \$19.4 million for 2014. The \$2.0 million included an increase of \$1.5 million, or 6.9% in interest income, from \$21.1 million during 2014 to \$22.6 million during the current year and a decrease of \$489 thousand in interest expense.

Interest and fees on loans increased by \$1.3 million, interest on investment securities increased by \$179 thousand and interest on deposits increased by \$37 thousand. The increase in interest and fees on loans was related to an increase in average loan balances partially offset by a decline in yield. Interest on investments securities benefited from both an increase in yield and an increase in average balance.

Interest and fees on loans was \$20.8 million during 2015 and \$19.5 million for the year ended December 31, 2014. The average loan balances were \$386.1 million during 2015, up \$32.7 million from the \$353.4 million during 2014.

The average yield on loans was 5.37% for 2015 down from 5.52% for 2014. We attribute much of the decrease in yield to price competition in our service area. In addition, during the fourth quarter of 2014 the Company benefited from a prepayment fee of approximately \$0.2 million on a large commercial real estate loan which increased overall loan yield by approximately 5 basis points.

Interest on investment securities increased by \$179 thousand as a result of an increase in yield of 14 basis points from 1.72% during 2014 to 1.86% during 2015 and an increase in average balance from \$87.9 million in 2014 to \$91.3 million in 2015. The increase in yield on investment securities includes an increase in municipal securities as a percentage of total securities and an increase in market yields. Interest income on other interest-earning assets, which totaled \$174 thousand in 2015 and \$137 thousand in 2014, primarily relates to interest on cash balances held at the Federal Reserve.

Interest expense on deposits increased by \$2 thousand to \$518 thousand for the twelve months ended December 31, 2015, up from \$516 thousand in 2014. Interest expense on time deposits declined by \$31 thousand from \$212 thousand during 2014 to \$181 thousand at during 2015. Average time deposits declined by \$4.7 million from \$59.1 million during 2014 to \$54.4 million during the year ended December 31, 2015. We attribute much of this decline to migration into other types of deposits given the low rates and lack of liquidity associated with time deposits. The average rate paid on time deposits decreased from 0.36% during 2014 to 0.33% during the current twelve month period. This decrease primarily relates to the maturity of higher rate time deposits.

Interest expense on NOW accounts increased by \$4 thousand. Rates paid on NOW accounts averaged 0.09% during 2015 and 2014. Average balances increased by \$4.8 million from 2014 to \$88.2 million. Interest expense on money market accounts increased by \$1 thousand to \$66 thousand during the year ended December 31, 2015. Interest expense on savings accounts increased by \$28 thousand as we continued to experience strong growth in this category of deposits. Average savings deposits increased by \$16.4 million from \$102.7 million during 2014 to \$119.1 million during 2015. The average rate paid on savings accounts during these same periods was 16 basis points.

Interest expense on other interest-bearing liabilities decreased by \$491 thousand from \$1.2 million during the year ended December 31, 2014 to \$686 thousand during the current twelve month period. The reduction in interest expense was related to payoff of the subordinated debenture with interest on this debt declining by \$537 thousand from \$756 thousand during 2014 to \$219 thousand during 2015. The effective yield on the debenture during 2015 was 10.2% which was in excess of the 7.5% rate due to amortization of a \$75 thousand commitment fee and a discount recorded on issuance of a warrant in the amount of \$318 thousand.

Interest expense on the Company's note payable increased by \$44 thousand to \$155 thousand during the twelve months ended December 31, 2015. This increase was related to an increase in average borrowings on this note from \$2.3 million during the 2014 period to \$3.9 million during the year ended December 31, 2015. During April of 2015 we borrowed an additional \$4 million on the note bringing the balance to \$5 million. This \$4 million along with a

dividend from Plumas Bank to Plumas Bancorp were used to fund the payoff of the subordinated debenture. The average rate paid on the note payable was 4.02% during 2015 and 4.83% during the twelve months ended December 31, 2014.

Interest expense on junior subordinated debentures, which increased by \$3 thousand to \$306 thousand, fluctuates with changes in the 3-month London Interbank Offered Rate (LIBOR). Interest on other borrowings, which mostly relates to repurchase agreements, totaled \$6 thousand in 2015 and \$7 thousand in 2014.

As a result of the changes noted above, the net interest margin for 2015 increased to 4.10%, from 4.05% for 2014.

### **Provision for Loan Losses**

During the year ended December 31, 2016 we recorded a provision for loan losses of \$800 thousand down \$300 thousand from \$1.1 million during the year ended December 31, 2015. See "Analysis of Asset Quality and Allowance for Loan Losses" for further discussion of loan quality trends and the provision for loan losses.

The allowance for loan losses is maintained at a level that management believes will be appropriate to absorb inherent losses on existing loans based on an evaluation of the collectability of the loans and prior loan loss experience. The evaluations take into consideration such factors as changes in the nature and volume of the portfolio, overall portfolio quality, review of specific problem loans, and current economic conditions that may affect the borrower's ability to repay their loan. The allowance for loan losses is based on estimates, and ultimate losses may vary from the current estimates.

These estimates are reviewed periodically and, as adjustments become necessary, they are reported in earnings in the periods in which they become known.

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

### Non-Interest Income

The following table sets forth the components of non-interest income for the years ended December 31, 2016, 2015 and 2014.

	Years Ended December			Change	
	31, 2016	2015	2014	2016	2015
	<i>(dollars in thousands)</i>				
Service charges on deposit accounts	\$4,031	\$3,954	\$4,108	\$77	\$(154)
Gain on sale of loans, net	1,770	1,942	1,396	(172)	546
Loan servicing fees	642	562	502	80	60
Earnings on bank owned life insurance policies	341	342	341	(1 )	1
(Loss) gain on sale of investments	(32 )	21	128	(53 )	(107)
Other income	900	894	840	6	54
Total non-interest income	\$7,652	\$7,715	\$7,315	\$(63 )	\$400

**2016 compared to 2015.** During the twelve months ended December 31, 2016 and 2015 non-interest income totaled \$7.7 million. Increases in service charge income of \$77 thousand and loan servicing fees of \$80 thousand were offset by a \$172 thousand decline in gain on sale of loans and an \$53 thousand decline in gain on sale of investments. The increase in service charge income mostly relates to an increase in interchange fees on debit card transactions. Loan servicing income represents servicing income received on the guaranteed portion of small business administration (“SBA”) loans sold into the secondary market. At December 31, 2016 we were servicing over \$96 million in guaranteed portions of loans an increase of \$10 million from over \$86 million at December 31, 2015. During 2016, we sold \$27.8 million in guaranteed portions of SBA loans, resulting in a gain on sale of \$1.8 million. During 2015 we sold \$26.5 million in guaranteed portions of SBA loans recording a gain of sale \$1.9 million. We attribute the decline in gain on sale of SBA loans to a decline in the average of the rate paid on loans sold as well as a reduction in SBA loan sale premiums related to market conditions. During the twelve months ended December 31, 2016 we sold fourteen investment securities recording a net loss of \$32 thousand. During 2015 we sold fifteen available-for-sale investment securities recording a \$21,000 net gain on sale.

**2015 compared to 2014.** During the twelve months ended December 31, 2015 non-interest income totaled \$7.7 million an increase of \$400 thousand from the year ended December 31, 2014. The largest component of this increase was an increase of \$546 thousand in gains on the sale of government guaranteed SBA loans mostly related to an increase in the volume of loans originated and sold. During 2015, proceeds from SBA loan sales totaled \$29.4 million

resulting in a gain on sale of \$1.9 million. This compares to proceeds of \$21.6 million and a gain on sale of \$1.4 million during 2014. Loan servicing income, which increased by \$60 thousand, represents servicing income received on the guaranteed portion of loans sold into the secondary market. At December 31, 2015 we were servicing over \$86 million in guaranteed portions of loans an increase of \$10 million from over \$76 million at December 31, 2014. Other non-interest income increased by \$54 thousand to \$894 thousand mostly related to an increase of \$126 thousand in dividends received on FHLB stock. Of the \$126 thousand, \$88 thousand was a one-time special dividend paid by the FHLB during June 2015. The effect of the increase in FHLB dividends and increases in other items of other non-interest income were partially offset by a \$148 thousand gain on the sale of our credit card portfolio during the fourth quarter of 2014. The largest decrease in non-interest income was \$154 thousand in service charge income most of which was related to a reduction in NSF and overcharge income which we attribute to improved economic conditions as well as working with our customers to help them reduce NSF activity. Additionally, gain on sale of investments declined by \$107 thousand from \$128 thousand during the twelve months ended December 31, 2014 to \$21 thousand during 2015.

**Non-Interest Expense**

The following table sets forth the components of other non-interest expense for the years ended December 31, 2016, 2015 and 2014.

	Years Ended December 31,			Change during Year	
	2016	2015	2014	2016	2015
	<i>(dollars in thousands)</i>				
Salaries and employee benefits	\$10,440	\$10,277	\$9,474	\$163	\$803
Occupancy and equipment	2,847	2,782	2,902	65	(120)
Outside service fees	2,105	2,003	2,042	102	(39 )
Professional fees	608	707	583	(99 )	124
Telephone and data Communications	450	376	351	74	25
Advertising and promotion	366	305	282	61	23
Director compensation education and retirement	348	300	298	48	2
Business development	344	332	279	12	53
Deposit insurance	285	362	387	(77 )	(25 )
Armored car and courier	248	234	224	14	10
Loan collection costs	166	200	182	(34 )	18
Stationery and supplies	119	105	122	14	(17 )
Insurance	78	95	(9 )	(17 )	104
Postage	40	41	45	(1 )	(4 )
Provision from change in OREO valuation	37	79	240	(42 )	(161)
OREO expenses	(34 )	182	362	(216)	(180)
Gain on sale of OREO	(60 )	(198 )	(101 )	138	(97 )
Other operating expense	309	309	182	-	127
Total non-interest expense	\$18,696	\$18,491	\$17,845	\$205	\$646

**2016 compared to 2015.** Non-interest expense increased by \$205 thousand to \$18.7 million during the twelve months ended December 31, 2016, up from \$18.5 million during 2015. The largest components of this increase were \$163 thousand in salary and benefit expense, \$138 thousand related to a reduction in gain on sale of OREO properties, \$102 thousand in outside service fees, \$74 thousand in telephone and data communications costs, \$65 thousand in occupancy and equipment expense and \$61 thousand in advertising and promotion expense. The largest declines in non-interest expense were \$216 thousand in OREO expenses, \$99 thousand in professional fees and \$77 thousand in deposit insurance expense.

The largest category of non-interest expense is salary and benefits expense. The two largest increases in this category were \$247 thousand in salary expense and \$225 thousand in bonus expense. Other increases in salary and benefit include \$93 thousand in commissions related to SBA lending activity and \$51 thousand in accrued vacation expense. Bonus expense increased from \$600 thousand during the twelve months ended December 31, 2015 to \$825 thousand

during the current period. Offsetting the increase in salary and bonus expense was an increase of \$545 thousand in the deferral of loan origination costs related to an increase in loan production. During the year ended December 31, 2015 we sold 12 OREO properties for total proceeds of \$2.1 million recording a net gain on sale of \$198 thousand. This compares to net proceeds of \$2.2 million on the sale of 6 properties and a net gain on sale of \$60 thousand during 2016. The largest component of the increase in outside service fees is \$37 thousand in costs associated with the outsourcing of our email processing beginning in February, 2016. Of the \$74 thousand increase in telephone and data communications \$33 thousand relates to our Reno Nevada branch which opened in December, 2015 while the remainder is primarily related to an upgrade in our data communication network. The increase in occupancy and equipment costs and advertising and promotion expense also relate to the Reno branch. We have developed an aggressive marketing plan for Reno branch which includes print and radio advertising as well as various efforts to reach out to the community.

OREO costs which declined from \$182 thousand during the twelve months ended December 31, 2015 to credit of \$34 thousand during 2016 benefited from a reduction in OREO properties, a reimbursement of previously incurred costs and \$86 thousand in rental income on a new OREO property. The OREO property that produced the rental income was sold during December, 2016. The decrease in professional fees is mostly related to a decline in legal expense related to loan collection activities as our two largest collection cases were resolved in 2016. One case resulted in a loan loss recovery of \$360 thousand while the other case resulted in foreclosure on a commercial property which was sold in December, 2016.



**2015 compared to 2014.** Non-interest expense increased by \$646 thousand to \$18.5 million during the twelve months ended December 31, 2015, up from \$17.8 million during 2014. The largest components of this increase were \$803 thousand in salary and benefit expense, \$124 thousand professional fees, \$104 thousand in insurance expense and \$127 thousand in other operating expenses. The largest declines in non-interest expense were \$180 thousand in OREO expenses, \$161 thousand in the provision from change in OREO valuation and \$120 thousand in occupancy and equipment expense.

The increase in salary and benefits includes an increase in salary expense, exclusive of commissions, of \$412 thousand mostly related to merit and promotion increases, new hires including three loan officers; one serving Reno, Nevada, one located in Chico, California and an SBA loan officer in Arizona, and a branch manager for our new Reno, Nevada location. Other significant increases in salary and benefit expense include an increase of \$147 thousand in commission expense, \$111 thousand in 401k plan contributions and a reduction of \$104 thousand in the deferral of loan origination costs. The increase in commission expense is mostly related to an increase in SBA activity. Effective January 1, 2015, we reestablished a 401k matching benefit resulting in \$111 thousand in matching contributions. During each of 2015 and 2014 the Company's bonus expense totaled \$600 thousand, the maximum payable under the terms of the respective bonus plans.

The largest component of the increase in professional fees was an increase of \$79 thousand in legal fees related to loan collection activities and general corporate matters including costs associated with our Redding branch acquisition and our Reno, Nevada branch. The second largest increase in professional fees was an increase of \$52 thousand in audit expense related to lending functions, including the cost of our semi-annual loan review, an annual review of our SBA loan operations by the SBA and a review of our loan compliance systems. Insurance expense, during 2014, benefited from a one-time adjustment to accrued life insurance costs.

The decline in OREO costs includes a decrease in OREO legal expense of \$125 thousand and a decline in repair and maintenance costs of \$54 thousand. During 2014 we incurred \$142 thousand in legal costs, related to OREO, pursuing additional recoveries on selected OREO properties through legal channels. In addition, OREO repair expense during 2014 totaled \$93 thousand much of which was used to fix up several properties in an effort to increase their marketability. OREO repair costs were \$62 thousand in 2015. OREO maintenance costs declined by \$23 thousand related to a decline in OREO properties.

The provision from change in OREO valuation declined by \$161 thousand from \$240 thousand during the year ended December 31, 2014 to \$79 thousand during the current period. During the first three months of 2015 we recorded a net credit provision of \$129 thousand. The credit resulted from a significant increase in value of one OREO property based on a recent appraisal. This property was originally transferred to OREO at a value, net of estimated selling costs, of \$1 million. Subsequently, based on declines in value it was written down to \$0.7 million with a \$0.3 million valuation allowance; however, recently the surrounding area in which the property is located has enjoyed significant new business activity and the value of this property has increased resulting in a reduction in the valuation allowance of \$0.2 million. The \$0.2 million was offset by declines in value on other OREO properties.

The decline in occupancy and equipment expense includes several reductions the largest of which was a savings of \$49 thousand in equipment expense and maintenance. During 2014 equipment expense was high as we chose to replace all of our personal computers running Windows XP with machines running Windows 7.

**Provision for Income Taxes.** The Company recorded an income tax provision of \$4.8 million, or 38.9% of pre-tax income for the year ended December 31, 2016. During 2015 the Company recorded an income tax provision of \$3.7 million, or 39.0% of pre-tax income. The percentages for 2016 and 2015 differ from the statutory rate as tax exempt income such as earnings on Bank owned life insurance and interest on qualified municipal securities.

Deferred tax assets and liabilities are recognized for the tax consequences of temporary differences between the reported amount of assets and liabilities and their tax bases. Deferred tax assets and liabilities are measured using enacted tax rates expected to apply to taxable income in the years in which those temporary differences are expected to be recovered or settled. The determination of the amount of deferred income tax assets which are more likely than not to be realized is primarily dependent on projections of future earnings, which are subject to uncertainty and estimates that may change given economic conditions and other factors. The realization of deferred income tax assets is assessed and a valuation allowance is recorded if it is "more likely than not" that all or a portion of the deferred tax asset will not be realized. "More likely than not" is defined as greater than a 50% chance. All available evidence, both positive and negative is considered to determine whether, based on the weight of that evidence, a valuation allowance is needed. Based upon the analysis of available evidence, management has determined that it is "more likely than not" that all deferred income tax assets as of December 31, 2016 and 2015 will be fully realized and therefore no valuation allowance was recorded.

**Financial Condition**

**Loan Portfolio.** Loans increased by \$60.2 million, or 15%, from \$401 million at December 31, 2015 to \$461 million at December 31, 2016. The increase in loan balances includes \$34.0 million in commercial real estate loans, \$11.3 million in agricultural loans, \$5.7 million in construction and land development loans, \$5.2 million in automobile loans, \$4.2 million in commercial loans, and \$4.0 million in equity lines of credit. These increases were partially offset by a decline of \$4.2 million in residential real estate loans. In 2016 we hired a new agricultural/commercial loan officer located in Klamath Falls, Oregon. The increase in agricultural loans during 2016 is largely related to his efforts. Loan growth also benefited from the opening of our branch in Reno, Nevada during December, 2015. Loan growth related to this branch exceeded \$11 million in 2016. The Company continues to manage the mix of its loan portfolio consistent with its identity as a community bank serving the financing needs of all sectors of the area it serves. Although the Company offers a broad array of financing options, it continues to concentrate its focus on small to medium sized commercial businesses. These loans offer diversification as to industries and types of businesses, thus limiting material exposure in any industry concentrations. The Company offers both fixed and floating rate loans and obtains collateral in the form of real property, business assets and deposit accounts, but looks to business and personal cash flows as its primary source of repayment.

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

(dollars in thousands)	Balance at End of Period	Percent of	Balance at End of Period	Percent of	
		Loans in Each Category to		Loans in Each Category to	
	12/31/16	Total Loans 12/31/16	12/31/15	Total Loans 12/31/15	
Commercial	\$41,293	9.0	% \$37,084	9.2	%
Agricultural	51,103	11.1	% 39,856	9.9	%
Real estate – residential	21,283	4.6	% 25,474	6.4	%
Real estate – commercial	226,136	49.0	% 192,095	47.9	%
Real estate – construction & land development	21,904	4.7	% 16,188	4.0	%
Equity Lines of Credit	42,338	9.2	% 38,327	9.6	%
Auto	53,553	11.6	% 48,365	12.1	%
Other	3,513	0.8	% 3,582	0.9	%
Total Gross Loans	\$461,123	100	% \$400,971	100	%

Construction and land development loans represented 4.7% and 4.0% of the loan portfolio as of December 31, 2016 and December 31, 2015, respectively. The construction and land development portfolio component has been identified by Management as a higher-risk loan category. The quality of the construction and land development category is highly dependent on property values both in terms of the likelihood of repayment once the property is transacted by the current owner as well as the level of collateral the Company has securing the loan in the event of default. Loans in this category are characterized by the speculative nature of commercial and residential development properties and can include property in various stages of development from raw land to finished lots. The decline in these loans as a percentage of the Company's loan portfolio from over 21% at December 31, 2007 to less than 5% during the last two years reflects management's efforts, which began in 2009, to reduce its exposure to construction and land development loans.

The Company's real estate related loans, including real estate mortgage loans, real estate construction and land development loans, consumer equity lines of credit, and agricultural loans secured by real estate comprised 72% of the total loan portfolio at December 31, 2016. Moreover, the business activities of the Company currently are focused in the California counties of Plumas, Nevada, Placer, Lassen, Modoc, Shasta, and Sierra and in Washoe County in Northern Nevada. Consequently, the results of operations and financial condition of the Company are dependent upon the general trends in these economies and, in particular, the residential and commercial real estate markets. In addition, the concentration of the Company's operations in these areas of Northeastern California and Northwestern Nevada exposes it to greater risk than other banking companies with a wider geographic base in the event of catastrophes, such as earthquakes, fires and floods in these regions.

The rates of interest charged on variable rate loans are set at specific increments in relation to the Company's lending rate or other indexes such as the published prime interest rate or U.S. Treasury rates and vary with changes in these indexes. The frequency in which variable rate loans reprice can vary from one day to several years. At December 31, 2016 and December 31, 2015, approximately 74% and 72%, respectively of the Company's loan portfolio was comprised of variable rate loans. At December 31, 2016 and December 31, 2015, 42% and 39%, respectively of the variable loans were at their respective floor rate. While real estate mortgage, commercial and consumer lending remain the foundation of the Company's historical loan mix, some changes in the mix have occurred due to the changing economic environment and the resulting change in demand for certain loan types. The most significant change has been an increase in indirect auto lending with automobile loans increasing from 2.5% of gross loans at December 31, 2011 to 11.6% of gross loans at December 31, 2016. The automobile portfolio provides diversification to the loan portfolio in terms of rate, term and balance as these loans tend to have a much shorter term and balance than commercial real-estate loans and are fixed rate. In addition, the Company remains committed to the agricultural industry in Northeastern California and will continue to pursue high quality agricultural loans. Agricultural loans include both commercial and commercial real estate loans. The Company's agricultural loan balances totaled \$51 million at December 31, 2016 and \$40 million at December 31, 2015. In 2016 we hired a new agricultural/commercial loan officer located in Klamath Falls, Oregon. The increase in agricultural loans during 2016 is mostly attributable to his efforts.

The following table sets forth the amounts of loans outstanding by category as of the dates indicated.

	<b>At December 31,</b>				
	<b>2016</b>	<b>2015</b>	<b>2014</b>	<b>2013</b>	<b>2012</b>
	<i>(dollars in thousands)</i>				
Real estate – mortgage	\$247,419	\$217,569	\$192,590	\$187,264	\$174,212
Real estate – construction and land development	21,904	16,188	24,572	17,793	15,801
Commercial	41,293	37,084	31,465	32,612	29,552
Consumer (1)	99,404	90,274	86,408	70,235	60,368
Agriculture (2)	51,103	39,856	35,355	30,647	35,124
Total loans	461,123	400,971	370,390	338,551	315,057
Plus:					
Deferred costs	2,006	1,940	1,848	1,340	900
Less:					
Allowance for loan losses	6,549	6,078	5,451	5,517	5,686
Net loans	\$456,580	\$396,833	\$366,787	\$334,374	\$310,271

(1) Includes equity lines of credit and auto

(2) Includes agriculture real estate

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The following table sets forth the maturity of gross loan categories as of December 31, 2016. Also provided with respect to such loans are the amounts due after one year, classified according to sensitivity to changes in interest rates:

	<b>Within One Year</b>	<b>After One Through Five Years</b>	<b>After Five Years</b>	<b>Total</b>
	<b>Years</b>			
	<i>(dollars in thousands)</i>			
Real estate – mortgage	\$24,957	\$52,205	\$170,257	\$247,419
Real estate – construction and land development	7,316	5,687	8,901	21,904
Commercial	15,722	14,122	11,449	41,293
Consumer	15,350	49,406	34,648	99,404
Agriculture	21,642	12,712	16,749	51,103
Total	\$84,987	\$134,132	\$242,004	\$461,123
Loans maturing after one year with:				
Fixed interest rates		\$62,114	\$31,721	\$93,835
Variable interest rates		72,018	210,283	282,301
Total		\$134,132	\$242,004	\$376,136

**Analysis of Asset Quality and Allowance for Loan Losses.** The Company attempts to minimize credit risk through its underwriting and credit review policies. The Company's credit review process includes internally prepared credit reviews as well as contracting with an outside firm to conduct periodic credit reviews. The Company's management and lending officers evaluate the loss exposure of classified and impaired loans on a quarterly basis, or more frequently as loan conditions change. The Management Asset Resolution Committee (MARC) reviews the asset quality of criticized and past due loans on a monthly basis and reports the findings to the full Board of Directors. In management's opinion, this loan review system helps facilitate the early identification of potential criticized loans.

The Company has implemented MARC to develop an action plan to significantly reduce nonperforming assets. It consists of the Bank's Chief Executive Officer, Chief Financial Officer and Chief Credit Officer, and the activities are governed by a formal written charter. The MARC meets at least quarterly and reports to the Board of Directors.

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

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

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

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

evaluation date. Historical loss data from the beginning of the latest business cycle are incorporated in the loss factors.

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



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

	<b>For the Year Ended December 31,</b>				
	<b>2016</b>	<b>2015</b>	<b>2014</b>	<b>2013</b>	<b>2012</b>
	<i>(dollars in thousands)</i>				
Balance at beginning of period	\$6,078	\$5,451	\$5,517	\$5,686	\$6,908
Charge-offs:					
Commercial and agricultural (2)	268	91	191	401	1,159
Real estate mortgage	292	132	1,015	419	616
Real estate construction & land	5	55	106	735	1,524
Consumer (1)	414	549	601	360	602
Total charge-offs	979	827	1,913	1,915	3,901
Recoveries:					
Commercial and agricultural (2)	53	173	89	140	66
Real estate mortgage	45	8	19	109	8
Real estate construction & land	389	-	491	-	81
Consumer (1)	163	173	148	97	174
Total recoveries	650	354	747	346	329
Net charge-offs	329	473	1,166	1,569	3,572
Provision for loan losses	800	1,100	1,100	1,400	2,350
Balance at end of period	\$6,549	\$6,078	\$5,451	\$5,517	\$5,686
Net charge-offs during the period to average loans	0.08 %	0.12 %	0.33 %	0.49 %	1.18 %
Allowance for loan losses to total loans	1.42 %	1.52 %	1.47 %	1.63 %	1.80 %

(1) Includes equity lines of credit and auto

(2) Includes agriculture real estate

During each of the years ended December 31, 2016 and 2015 we recorded a provision for loan losses of \$800 thousand and \$1.1 million, respectively. Net charge-offs totaled \$329 thousand during the year ended December 31, 2016 down \$144 thousand from \$473 thousand during the year ended December 31, 2015. Net charge-offs as a percentage of average loans decreased from 0.12% during 2015 to 0.08% during the year ended December 31, 2016.

The following table provides a breakdown of the allowance for loan losses:

**(dollars in thousands)**

	<b>Balance at</b>	<b>Percent of</b>	<b>Balance at</b>	<b>Percent of</b>	
	<b>End of Period</b>	<b>Loans in Each</b>	<b>End of Period</b>	<b>Loans in Each</b>	
		<b>Category to</b>		<b>Category to</b>	
		<b>Total Loans</b>		<b>Total Loans</b>	
	<b>2016</b>	<b>2016</b>	<b>2015</b>	<b>2015</b>	
Commercial and agricultural	\$ 1,121	20.1	% \$ 933	19.1	%
Real estate mortgage	3,020	53.6	% 2,866	54.3	%
Real estate construction & land	927	4.7	% 874	4.0	%
Consumer (includes equity Lines of Credit & Auto)	1,481	21.6	% 1,405	22.6	%
Total	\$ 6,549	100.0	% \$ 6,078	100.0	%

The allowance for loan losses totaled \$6.5 million at December 31, 2016 and \$6.1 million at December 31, 2015. Specific reserves related to impaired loans decreased by \$385 thousand from \$751 thousand at December 31, 2015 to \$366 thousand at December 31, 2016. At least quarterly the Company evaluates each specific reserve and if it determines that the loss represented by the specific reserve is uncollectable it records a charge-off for the uncollectable portion. General reserves were \$6.2 million at December 31, 2016 and \$5.3 million at December 31, 2015. The allowance for loan losses as a percentage of total loans decreased from 1.52% at December 31, 2015 to 1.42% at December 31, 2016. The percentage of general reserves to unimpaired loans totaled 1.36% at December 31, 2016 and 1.35% at December 31, 2015.

The Company places loans 90 days or more past due on nonaccrual status unless the loan is well secured and in the process of collection. A loan is considered to be in the process of collection if, based on a probable specific event, it is expected that the loan will be repaid or brought current. Generally, this collection period would not exceed 90 days. When a loan is placed on nonaccrual status the Company's general policy is to reverse and charge against current income previously accrued but unpaid interest. Interest income on such loans is subsequently recognized only to the extent that cash is received and future collection of principal is deemed by management to be probable. Where the collectability of the principal or interest on a loan is considered to be doubtful by management, it is placed on nonaccrual status prior to becoming 90 days delinquent.

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

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

Loans restructured (TDRs) and not included in nonperforming loans in the following table totaled \$2.6 million, \$2.0 million, \$2.0 million, \$4.5 million and \$5.4 million at December 31, 2016, 2015, 2014, 2013 and 2012, respectively. For additional information related to restructured loans see Note 5 of the Company's Consolidated Financial Statements in Item 8 – Financial Statements and Supplementary Data of this Annual Report on Form 10-K.

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

	<b>At December 31,</b>				
	<b>2016</b>	<b>2015</b>	<b>2014</b>	<b>2013</b>	<b>2012</b>
	<i>(dollars in thousands)</i>				
Nonaccrual loans	\$2,724	\$4,546	\$6,625	\$5,519	\$13,683
Loans past due 90 days or more and still accruing	-	-	-	17	15
Total nonperforming loans	2,724	4,546	6,625	5,536	13,698
Other real estate owned	735	1,756	3,590	6,399	5,295

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Other vehicles owned	12	30	13	60	41
Total nonperforming assets	\$3,471	\$6,332	\$10,228	\$11,995	\$19,034
Interest income forgone on nonaccrual loans	\$164	\$303	\$345	\$280	\$646
Interest income recorded on a cash basis on nonaccrual loans	\$29	\$-	\$31	\$22	\$192
Nonperforming loans to total loans	0.59 %	1.13 %	1.79 %	1.64 %	4.35 %
Nonperforming assets to total assets	0.53 %	1.06 %	1.90 %	2.33 %	3.98 %

Nonperforming loans at December 31, 2016 were \$2.7 million, a decrease of \$1.8 million from the \$4.5 million balance at December 31, 2015. Specific reserves on nonaccrual loans totaled \$298 thousand at December 31, 2016 and \$683 thousand at December 31, 2015, respectively. Performing loans past due thirty to eighty-nine days were \$2.0 million at December 31, 2016 and \$1.5 million at December 31, 2015.

A substandard loan is not adequately protected by the current sound worth and paying capacity of the borrower or the value of the collateral pledged, if any. Total substandard loans decreased by \$2.6 million from \$6.0 million at December 31, 2015 to \$3.4 million at December 31, 2016. Loans classified as watch decreased by \$2.9 million from \$4.1 million at December 31, 2015 to \$1.2 million at December 31, 2016. At December 31, 2016, \$0.4 million of performing loans were classified as substandard. Further deterioration in the credit quality of individual performing substandard loans or other adverse circumstances could result in the need to place these loans on nonperforming status.

At December 31, 2016 and December 31, 2015, the Company's recorded investment in impaired loans totaled \$5.4 million and \$6.5 million, respectively. The specific allowance for loan losses related to impaired loans totaled \$366 thousand and \$751 thousand at December 31, 2016 and December 31, 2015, respectively. Additionally, \$0.7 million has been charged off against the impaired loans at December 31, 2016 and December 31 2015.

It is the policy of management to make additions to the allowance for loan losses so that it remains appropriate to absorb the inherent risk of loss in the portfolio. Management believes that the allowance at December 31, 2016 is appropriate. However, the determination of the amount of the allowance is judgmental and subject to economic conditions which cannot be predicted with certainty. Accordingly, the Company cannot predict whether charge-offs of loans in excess of the allowance may occur in future periods.

OREO represents real property acquired by the Bank either through foreclosure or through a deed in lieu thereof from the borrower. Repossessed assets include vehicles and other commercial assets acquired under agreements with delinquent borrowers. OREO holdings represented six properties totaling \$735 thousand at December 31, 2016 and seven properties totaling \$1.8 million at December 31, 2015. Nonperforming assets as a percentage of total assets were 0.53% at December 31, 2016 and 1.06% at December 31, 2015.

The following table provides a summary of the change in the number and balance of OREO properties for the years ended December 31, 2016 and 2015, dollars in thousands:

	<b>Year Ended December 31,</b>			
	<b>#</b>	<b>2016</b>	<b>#</b>	<b>2015</b>
Beginning Balance	7	\$1,756	15	\$3,590
Additions	5	1,200	4	328
Dispositions	(6)	(2,184)	(12)	(2,083)
Provision from change in OREO valuation	-	(37 )	-	(79 )
Ending Balance	6	\$735	7	\$1,756

**Investment Portfolio and Federal Funds Sold.** Total investment securities were \$101.6 million as of December 31, 2016 and \$96.7 million as of December 31, 2015. Unrealized loss on available-for-sale investment securities totaling \$1.7 million were recorded, net of \$682 thousand in tax benefits, as accumulated other comprehensive income within shareholders' equity at December 31, 2016. During the year ended December 31, 2016 the Company sold fourteen available-for-sale investment securities for total proceeds of \$14.6 million recording a \$32 thousand loss on sale. The Company realized a gain on sale from eight of these securities totaling \$48 thousand and a loss on sale on six securities of \$80 thousand. Unrealized loss on available-for-sale investment securities totaling \$72 thousand were recorded, net of \$30 thousand in tax benefits, as accumulated other comprehensive income within shareholders' equity at December 31, 2015. During the year ended December 31, 2015 the Company sold fifteen available-for-sale investment securities for total proceeds of \$12.3 million recording a \$21 thousand net gain on sale. The investment portfolio at December 31, 2016 consisted of \$74.9 million in securities of U.S. Government-sponsored agencies and

99 municipal securities totaling \$26.7 million. There were no Federal funds sold at December 31, 2016 and December 31, 2015; however, the Bank maintained interest earning balances at the Federal Reserve Bank totaling \$32.4 million at December 31, 2016 and \$47.6 million at December 31, 2015. The balances, at December 31, 2016, earn interest at the rate of 0.75%.

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

The following tables summarize the values of the Company's investment securities held on the dates indicated:

<b>Available-for-sale (fair value)</b>	<b>December 31,</b>		
	<b>2016</b>	<b>2015</b>	<b>2014</b>
	<i>(dollars in thousands)</i>		
U.S. Government-sponsored agencies	\$-	\$1,977	\$7,002
U.S. Government-sponsored agency residential mortgage-backed securities	74,911	72,370	70,280
Municipal obligations	26,684	22,357	12,532
Corporate debt	-	-	506
Total	\$101,595	\$96,704	\$90,320

The following table summarizes the maturities of the Company's securities at their carrying value, which represents fair value, and their weighted average tax equivalent yields at December 31, 2016. Mortgage-backed securities are included in maturity categories based on their stated maturity date. Expected maturities may differ from contractual maturities because the issuers may have the right to call or prepay obligations.

(dollars in thousands)	Within One Year		After One Through Five Years		After Five Through Ten Years		After Ten Years		Total	
	Amount	Yield	Amount	Yield	Amount	Yield	Amount	Yield	Amount	Yield
Available-for-sale (Fair Value)										
U.S. Government-sponsored agency residential mortgage-backed securities	\$ -	- %	\$ -	- %	\$ 924	2.26 %	\$ 73,987	2.07 %	\$ 74,911	2.08 %
Municipal obligations	-	- %	894	3.03 %	15,978	3.55 %	9,812	3.69 %	26,684	3.58 %
Total	\$ -	- %	\$ 894	3.03 %	\$ 16,902	3.48 %	\$ 83,799	2.26 %	\$ 101,595	2.47 %

**Deposits.** Total deposits increased by \$55.1 million from \$527 million at December 31, 2015 to \$582 million at December 31, 2016. Core deposit growth remained strong in 2016 as evidenced by increases of \$27.7 million in demand deposits, \$21.6 million in savings accounts, \$8.4 million in money market accounts and \$0.1 million in interest bearing transaction accounts. Time deposits declined by \$2.7 million, much of which we attribute to migration into other types of deposits given the low rates and lack of liquidity associated with time deposits. The Company continues to manage the mix of its deposits consistent with its identity as a community bank serving the financial needs of its customers.

The following table shows the distribution of deposits by type at December 31, 2016 and 2015.

(dollars in thousands)	Balance at End of Period	Percent of Deposits in Each Category to Total		Balance at End of Period	Percent of Deposits in Each Category to Total	
		12/31/16	12/31/16		12/31/15	12/31/15
Non-interest bearing NOW	\$ 236,779	40.7	%	\$ 209,044	39.6	%
	91,289	15.7	%	91,225	17.3	%

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Money Market	57,208	9.8	%	48,848	9.3	%
Savings	147,474	25.3	%	125,896	23.9	%
Time	49,603	8.5	%	52,263	9.9	%
Total Deposits	\$582,353	100	%	\$527,276	100	%

Deposits represent the Bank's primary source of funds. Deposits are primarily core deposits in that they are demand, savings and time deposits generated from local businesses and individuals. These sources are considered to be relatively stable, long-term relationships thereby enhancing steady growth of the deposit base without major fluctuations in overall deposit balances. The Company experiences, to a small degree, some seasonality with the slower growth period between November through April, and the higher growth period from May through October. In order to assist in meeting any funding demands, the Company maintains a secured borrowing arrangement with the FHLB. There were no brokered deposits at December 31, 2016 or 2015.

The Company's time deposits of \$100,000 or more had the following schedule of maturities at December 31, 2016 (dollars in thousands) :

Remaining Maturity:	Amount
Three months or less	\$6,249
Over three months to six months	5,518
Over six months to 12 months	4,390
Over 12 months	4,246
Total	\$20,403

Time deposits of \$100,000 or more are generally from the Company's local business and individual customer base. The potential impact on the Company's liquidity from the withdrawal of these deposits is discussed at the Company's asset and liability management committee meetings, and is considered to be minimal.



**Short-term Borrowing Arrangements.** The Company is a member of the FHLB and can borrow up to \$172 million from the FHLB secured by commercial and residential mortgage loans with carrying values totaling \$270 million. The Company is required to hold FHLB stock as a condition of membership. At December 31, 2016 and December 31, 2015, the Company held \$2,438,000 and \$2,380,000, respectively of FHLB stock which is recorded as a component of other assets. Based on this level of stock holdings at December 31, 2016, the Company can borrow up to \$90.3 million. To borrow the \$172 million in available credit the Company would need to purchase \$2.2 million in additional FHLB stock. In addition to its FHLB borrowing line, the Company has unsecured short-term borrowing agreements with three of its correspondent banks in the amounts of \$20 million, \$11 million and \$10 million. There were no outstanding borrowings to the FHLB or the correspondent banks under these agreements at December 31, 2016 and 2015.

**Note Payable and Term Loan.** On October 24, 2013 the Company issued a \$3.0 million promissory note (the "Note") payable to an unrelated commercial bank. As originally issued, the Note provided for an interest rate of U.S. "Prime Rate" plus three-quarters percent per annum, 4.00% at December 31, 2014 and 2013, had a term of 18 months and subjected the Bank to several negative and affirmative covenants including, but not limited to providing timely financial information, maintaining specified levels of capital, restrictions on additional borrowings, and meeting or exceeding certain capital and asset quality ratios. The Note is secured by 100 shares of the Bank's stock representing the 100% of the Company's ownership interest in the Bank.

On July 28, 2014, the Company and the borrower modified the Note to (1) extend the maturity date to October 24, 2015, (2) increase the maximum principal amount to \$7.5 million and (3) permit the Company to borrow, repay and reborrow up to the maximum principal amount of the Note, among other things.

On October 1, 2015, the Company and the borrower further modified the Note to (1) extend the maturity date to October 1, 2016, (2) reduce the maximum principal amount to \$2.5 million and (3) change the interest rate to U.S. "Prime Rate" plus one-half percent per annum. This note was renewed on October 1, 2016 with the following changes in terms:

- 1.) The maturity date was extended to October 1, 2017
- 2.) The maximum amount outstanding at any one time on this note and the term loan described below cannot exceed \$5 million.

Concurrently, with entering into the second modification of the note on October 1, 2015, the Company entered into a \$5.0 million term loan (the "Term Loan"), which matures on October 1, 2018. The Term Loan requires quarterly principal payments of \$125,000 plus accrued interest. Both the Term Loan and the Note bear interest at a rate of the U.S. "Prime Rate" plus one-half percent per annum and are secured by 100 shares of Plumas Bank stock representing the Company's 100% ownership interest in Plumas Bank.

Under the Term Loan and the Note, the Bank is subject to several negative and affirmative covenants similar to the covenants under the original Note but in several cases less restrictive. Additional covenant modifications were made on renewal of the Note on October 1, 2016. The Bank was in compliance with all such covenants related to the Note and the Term Loan at December 31, 2016 and December 31, 2015. Interest expense related to the Note and the Term Loan years ended December 31, 2016 and 2015 totaled \$133 thousand and \$155 thousand, respectively. The ending balance of the Note at December 31, 2014 was \$1,000,000. There was no balance outstanding on the Note at December 31, 2016 or December 31, 2015. On April 21, 2016 Plumas Bancorp made a \$2 million payment on the Term Loan. The payment was funded through a \$3 million dividend from Plumas Bank. The balance of the Term Loan was \$2,375,000 and \$4,875,000 at December 31, 2016 and December 31, 2015, respectively.

**Repurchase Agreements.** In 2011 the Bank introduced a new product for its larger business customers which use securities sold under agreements to repurchase as an alternative to interest-bearing deposits. The balance in this product at December 31, 2016 was \$7.6 million, a decrease of \$124 thousand from the December 31, 2015 balance of \$7.7 million. Interest paid on this product is similar to that which is paid on the Bank's premium money market account; however, these are not deposits and are not FDIC insured.

**Subordinated Debentures.** On April 15, 2013 the Company issued a \$7.5 million subordinated debenture ("subordinated debt"). The subordinated debt was issued to an unrelated third-party pursuant to a subordinated debenture purchase agreement, subordinated debenture note, and stock purchase warrant. On April 16, 2015 the Company paid off the subordinated debt. Interest expense related to the subordinated debt for the twelve months ended December 31, 2015 was \$219,000.

The subordinated debt had an interest rate of 7.5% per annum and a term of 8 years with no prepayment allowed during the first two years and was made in conjunction with an eight-year warrant to purchase up to 300,000 shares of the Bancorp's common stock, no par value at an exercise price, subject to anti-dilution adjustments, of \$5.25 per share. In May of 2016 the Company repurchased a portion of the warrant, representing the right to purchase 150,000 shares of the registrant's common stock at a cost of \$862 thousand. The remaining warrant represents the right to purchase 150,000 shares of Plumas Bancorp common stock at an exercise price of \$5.25 per share.

**Junior Subordinated Deferrable Interest Debentures.** Plumas Statutory Trust I and II are business trust subsidiaries formed by the Company with capital of \$319,000 and \$166,000, respectively, for the sole purpose of issuing trust preferred securities fully and unconditionally guaranteed by the Company.

During 2002, Trust I issued 6,000 Floating Rate Capital Trust Pass-Through Securities ("Trust Preferred Securities"), with a liquidation value of \$1,000 per security, for gross proceeds of \$6,000,000. During 2005, Trust II issued 4,000 Trust Preferred Securities with a liquidation value of \$1,000 per security, for gross proceeds of \$4,000,000. The entire proceeds were invested by Trust I in the amount of \$6,186,000 and Trust II in the amount of \$4,124,000 in Floating Rate Junior Subordinated Deferrable Interest Debentures (the "Subordinated Debentures") issued by the Company, with identical maturity, repricing and payment terms as the Trust Preferred Securities. The Subordinated Debentures represent the sole assets of Trusts I and II.

Trust I's Subordinated Debentures mature on September 26, 2032, bear a current interest rate of 4.40% (based on 3-month LIBOR plus 3.40%), with repricing and payments due quarterly. Trust II's Subordinated Debentures mature on September 28, 2035, bear a current interest rate of 2.44% (based on 3-month LIBOR plus 1.48%), with repricing and payments due quarterly. The interest rate of the Trust Preferred Securities issued by Trust I adjust on each quarterly anniversary date to equal the 3-month LIBOR plus 3.40%. The Trust Preferred Securities issued by Trust II adjust on each quarterly anniversary date to equal the 3-month LIBOR plus 1.48%. Both Trusts I and II have the option to defer payment of the distributions for a period of up to five years, as long as the Company is not in default on the payment of interest on the Subordinated Debentures.

Interest expense recognized by the Company for the years ended December 31, 2016, 2015 and 2014 related to the subordinated debentures was \$348,000, \$306,000 and \$303,000, respectively.

### **Capital Resources**

Total shareholders' equity increased by \$5.5 million from \$42.5 million at December 31, 2015 to \$48.0 million at December 31, 2016. The \$5.5 million increase was related to earnings during 2016 of \$7.5 million and an increase of \$305 thousand representing stock option activity. These items were partially offset by a decrease in net unrealized

gains on investment securities of \$930 thousand, a \$0.10 per share cash dividend totaling \$489 thousand and the repurchase of a portion of a warrant, in May of 2016, representing the right to purchase 150,000 shares of the registrant's common stock at a cost of \$862 thousand.

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

On October 20, 2016 the Company announced that its Board of Directors approved the reinstatement of a semi-annual cash dividend. The dividend in the amount of \$0.10 per share was paid on November 21, 2016 to shareholders of record at the close of business day on November 7, 2016.

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

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

The Board of Governors of the Federal Reserve System has adopted final amendments to the Small Bank Holding Company Policy Statement (Regulation Y, Appendix C) ( the “Policy Statement”) that, among other things, raised from \$500 million to \$1 billion the asset threshold to qualify for the Policy Statement. Plumas Bancorp qualifies for treatment under the Policy Statement and is no longer subject to consolidated capital rules at the bank holding company level.

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

	Actual		Amount of Capital Required			
			For Capital Adequacy Purposes		To be Well-Capitalized Under Prompt Corrective Provisions	
	Amount	Ratio	Amount	Ratio	Amount	Ratio
<b>December 31, 2016</b>						
Common Equity Tier 1 Ratio	\$ 60,521	12.1 %	\$ 22,597	4.5 %	\$ 32,641	6.5 %
Tier 1 Leverage Ratio	60,521	9.2 %	26,353	4.0 %	32,941	5.0 %
Tier 1 Risk-Based Capital Ratio	60,521	12.1 %	30,130	6.0 %	40,173	8.0 %
Total Risk-Based Capital Ratio	66,804	13.3 %	40,173	8.0 %	50,217	10.0 %
<b>December 31, 2015</b>						
Common Equity Tier 1 Ratio	\$ 56,300	12.7 %	\$ 19,908	4.5 %	\$ 28,756	6.5 %
Tier 1 Leverage Ratio	56,300	9.4 %	23,999	4.0 %	29,999	5.0 %
Tier 1 Risk-Based Capital Ratio	56,300	12.7 %	26,544	6.0 %	35,392	8.0 %
Total Risk-Based Capital Ratio	61,839	14.0 %	35,392	8.0 %	44,240	10.0 %

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

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

## **Off-Balance Sheet Arrangements**

**Loan Commitments.** In the normal course of business, there are various commitments outstanding to extend credits that are not reflected in the financial statements. Commitments to extend credit and letters of credit are agreements to lend to a customer as long as there is no violation of any condition established in the contract. Annual review of commercial credit lines, letters of credit and ongoing monitoring of outstanding balances reduces the risk of loss associated with these commitments. As of December 31, 2016, the Company had \$93.7 million in unfunded loan commitments and \$625 thousand in letters of credit. This compares to \$83.0 million in unfunded loan commitments and \$265 thousand in letters of credit at December 31, 2015. Of the \$93.7 million in unfunded loan commitments, \$52.9 million and \$40.8 million represented commitments to commercial and consumer customers, respectively. Of the total unfunded commitments at December 31, 2016, \$51.4 million were secured by real estate, of which \$20.9 million was secured by commercial real estate and \$30.5 million was secured by residential real estate in the form of equity lines of credit. The commercial loan commitments not secured by real estate primarily represent business lines of credit, while the consumer loan commitments not secured by real estate primarily represent revolving credit card lines and overdraft protection lines. Since some of the commitments are expected to expire without being drawn upon the total commitment amounts do not necessarily represent future cash requirements.

**Operating Leases.** The Company leases two depository branches and five lending offices and two non-branch automated teller machine locations. Total rental expenses under all operating leases were \$276,000 and \$233,000 during the years ended December 31, 2016 and 2015, respectively. The increase in rental expense in 2016 mostly relates to the rental of our Redding, California Branch. The expiration dates of the leases vary, with the first such lease expiring during 2017 and the last such lease expiring during 2021.

## **Liquidity**

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

The Company is a member of the FHLB and can borrow up to \$172 million from the FHLB secured by commercial and residential mortgage loans with carrying values totaling \$270 million. See "Short-term Borrowing Arrangements" for additional information on our FHLB borrowing capacity. In addition to its FHLB borrowing line, the Company has

unsecured short-term borrowing agreements with three of its correspondent banks in the amounts of \$20 million, \$11 million and \$10 million. There were no outstanding borrowings under the FHLB or the correspondent bank borrowing lines at December 31, 2016 or 2015.

Customer deposits are the Company's primary source of funds. Total deposits increased by \$55.1 million from \$527 million at December 31, 2015 to \$582 million at December 31, 2016. Deposits are held in various forms with varying maturities. The Company's securities portfolio, Federal funds sold, FHLB advances, and cash and due from banks serve as the primary sources of liquidity, providing adequate funding for loans during periods of high loan demand. During periods of decreased lending, funds obtained from the maturing or sale of investments, loan payments, and new deposits are invested in short-term earning assets, such as cash held at the FRB, Federal funds sold and investment securities, to serve as a source of funding for future loan growth. Management believes that the Company's available sources of funds, including borrowings, will provide adequate liquidity for its operations in the foreseeable future.

#### **ITEM 7A. QUANTITATIVE AND QUALITATIVE DISCLOSURES ABOUT MARKET RISK**

As a smaller reporting company we are not required to provide the information required by this item.



**ITEM 8. FINANCIAL STATEMENTS AND SUPPLEMENTARY DATA**

The following consolidated financial statements of Plumas Bancorp and subsidiary, and report of the independent registered public accounting firm are included in the Annual Report of Plumas Bancorp to its shareholders for the years ended December 31, 2016, 2015 and 2014.

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**REPORT OF INDEPENDENT REGISTERED PUBLIC ACCOUNTING FIRM**

To the Board of Directors and Shareholders

Plumas Bancorp and Subsidiary

Quincy, California

We have audited the accompanying consolidated balance sheets of Plumas Bancorp and Subsidiary (the “Company”) as of December 31, 2016 and 2015 and the related consolidated statements of income and comprehensive income, changes in shareholders' equity and cash flows for each of the years in the three year period ended December 31, 2016. These consolidated financial statements are the responsibility of the Company's management. Our responsibility is to express an opinion on these consolidated financial statements based on our audits.

We conducted our audits in accordance with the standards of the Public Company Accounting Oversight Board (United States). Those standards require that we plan and perform the audits to obtain reasonable assurance about whether the consolidated financial statements are free of material misstatement. The Company is not required to have, nor were we engaged to perform, an audit of its internal control over financial reporting. Our audits included consideration of internal control over financial reporting as a basis for designing audit procedures that are appropriate in the circumstances, but not for the purpose of expressing an opinion on the effectiveness of the Company's internal control over financial reporting. Accordingly, we express no such opinion. An audit includes examining, on a test basis, evidence supporting the amounts and disclosures in the consolidated financial statements. An audit also includes assessing the accounting principles used and significant estimates made by management, as well as evaluating the overall financial statement presentation. We believe that our audits provide a reasonable basis for our opinion.

In our opinion, the consolidated financial statements referred to above present fairly, in all material respects, the financial position of Plumas Bancorp and Subsidiary as of December 31, 2016 and 2015 and the results of its operations and its cash flows for each of the years in the three year period ended December 31, 2016, in conformity with accounting principles generally accepted in the United States of America.

/s/ Vavrinek, Trine, Day & Co., LLP

Laguna Hills, California

March 17, 2017

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**PLUMAS BANCORP AND SUBSIDIARY****CONSOLIDATED BALANCE SHEETS****December 31, 2016 and 2015**

	<b>2016</b>	<b>2015</b>
<b>ASSETS</b>		
Cash and cash equivalents	\$62,646,000	\$68,195,000
Investment securities available for sale	101,595,000	96,704,000
Loans, less allowance for loan losses of \$6,549,000 in 2016 and \$6,078,000 in 2015	456,580,000	396,833,000
Real estate acquired through foreclosure	735,000	1,756,000
Premises and equipment, net	11,768,000	12,234,000
Bank owned life insurance	12,528,000	12,187,000
Accrued interest receivable and other assets	12,123,000	11,377,000
Total assets	\$657,975,000	\$599,286,000
<b>LIABILITIES AND SHAREHOLDERS' EQUITY</b>		
Deposits:		
Non-interest bearing	\$236,779,000	\$209,044,000
Interest bearing	345,574,000	318,232,000
Total deposits	582,353,000	527,276,000
Repurchase agreements	7,547,000	7,671,000
Note payable	2,375,000	4,875,000
Accrued interest payable and other liabilities	7,396,000	6,658,000
Junior subordinated deferrable interest debentures	10,310,000	10,310,000
Total liabilities	609,981,000	556,790,000
Commitments and contingencies (Note 11)		
Shareholders' equity:		
Serial preferred stock - no par value; 10,000,000 shares authorized; none outstanding	-	-
Common stock - no par value; 22,500,000 shares authorized; issued and outstanding – 4,896,875 at December 31, 2016 and 4,835,432 at December 31, 2015	5,918,000	6,475,000

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Retained earnings	43,048,000	36,063,000
Accumulated other comprehensive loss, net of taxes	(972,000 )	(42,000 )
Total shareholders' equity	47,994,000	42,496,000
Total liabilities and shareholders' equity	\$657,975,000	\$599,286,000

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

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**PLUMAS BANCORP AND SUBSIDIARY****CONSOLIDATED STATEMENTS OF INCOME****For the Years Ended December 31, 2016, 2015 and 2014**

	<b>2016</b>	<b>2015</b>	<b>2014</b>
Interest income:			
Interest and fees on loans	\$22,928,000	\$20,747,000	\$19,495,000
Interest on investment securities:			
Taxable	1,382,000	1,351,000	1,368,000
Exempt from Federal income taxes	516,000	343,000	147,000
Other	274,000	174,000	137,000
Total interest income	25,100,000	22,615,000	21,147,000
Interest expense:			
Interest on deposits	537,000	518,000	516,000
Interest on note payable	133,000	155,000	111,000
Interest on subordinated debenture	-	219,000	756,000
Interest on junior subordinated deferrable interest debentures	348,000	306,000	303,000
Other	5,000	6,000	7,000
Total interest expense	1,023,000	1,204,000	1,693,000
Net interest income before provision for loan losses	24,077,000	21,411,000	19,454,000
Provision for loan losses	800,000	1,100,000	1,100,000
Net interest income after provision for loan losses	23,277,000	20,311,000	18,354,000
Non-interest income:			
Service charges	4,031,000	3,954,000	4,108,000
Gain on sale of loans	1,770,000	1,942,000	1,396,000
Loan servicing fees	642,000	562,000	502,000
(Loss) gain on sale of investments	(32,000 )	21,000	128,000
Earnings on bank owned life insurance policies, net	341,000	342,000	341,000
Other	900,000	894,000	840,000
Total non-interest income	7,652,000	7,715,000	7,315,000

(Continued)

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**PLUMAS BANCORP AND SUBSIDIARY****CONSOLIDATED STATEMENTS OF INCOME**

(Continued)

**For the Years Ended December 31, 2016, 2015 and 2014**

	<b>2016</b>	<b>2015</b>	<b>2014</b>
Non-interest expenses:			
Salaries and employee benefits	\$10,440,000	\$10,277,000	\$9,474,000
Occupancy and equipment	2,847,000	2,782,000	2,902,000
Other	5,409,000	5,432,000	5,469,000
Total non-interest expenses	18,696,000	18,491,000	17,845,000
Income before income taxes	12,233,000	9,535,000	7,824,000
Provision for income taxes	4,759,000	3,717,000	3,086,000
Net income	\$7,474,000	\$5,818,000	\$4,738,000
Basic earnings per common share	\$1.54	\$1.21	\$0.99
Diluted earnings per common share	\$1.47	\$1.15	\$0.95
Common dividends per share	\$0.10	\$-	\$-

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



**PLUMAS BANCORP AND SUBSIDIARY****CONSOLIDATED STATEMENTS OF COMPREHENSIVE INCOME****For the Years Ended December 31, 2016, 2015 and 2014**

	<b>2016</b>	<b>2015</b>	<b>2014</b>
Net Income	\$7,474,000	\$5,818,000	\$4,738,000
Other comprehensive income (loss):			
Change in net unrealized gain (loss)	(1,614,000)	51,000	2,006,000
Less: reclassification adjustments for net losses (gains) included in net income	32,000	(21,000 )	(128,000 )
Net unrealized holding (loss) gain	(1,582,000)	30,000	1,878,000
Related income tax effect:			
Change in unrealized (gain) loss	665,000	(21,000 )	(828,000 )
Reclassification of (losses) gains included in net income	(13,000 )	9,000	53,000
Income tax effect	652,000	(12,000 )	(775,000 )
Total other comprehensive (loss) income	(930,000 )	18,000	1,103,000
Comprehensive income	\$6,544,000	\$5,836,000	\$5,841,000

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

## PLUMAS BANCORP AND SUBSIDIARY

## CONSOLIDATED STATEMENTS OF CHANGES IN SHAREHOLDERS' EQUITY

For the Years Ended December 31, 2016, 2015 and 2014

	Common Stock		Retained Earnings	Accumulated Other Comprehensive Income (Loss) (Net of Taxes)		Total Shareholders' Equity
	Shares	Amount		(Loss) Income (Net of Taxes)		
Balance, January 1, 2014	4,787,739	\$6,249,000	\$25,507,000	\$ (1,163,000 )		\$ 30,593,000
Net Income			4,738,000			4,738,000
Other comprehensive income				1,103,000		1,103,000
Exercise of stock options and tax effect	11,400	(18,000 )				(18,000 )
Stock-based compensation expense		81,000				81,000
Balance, December 31, 2014	4,799,139	6,312,000	30,245,000	(60,000 )		36,497,000
Net Income			5,818,000			5,818,000
Other comprehensive income				18,000		18,000
Exercise of stock options and tax effect	39,700	125,000				125,000
Retirement of common stock in connection with the exercise of stock options	(3,407 )	(32,000 )				(32,000 )
Stock-based compensation expense		70,000				70,000
Balance, December 31, 2015	4,835,432	6,475,000	36,063,000	(42,000 )		42,496,000
Net Income			7,474,000			7,474,000
Other comprehensive loss				(930,000 )		(930,000 )
Exercise of stock options and tax effect	61,443	189,000				189,000
Repurchase of common stock warrant		(862,000 )				(862,000 )
Cash dividend on common stock			(489,000 )			(489,000 )
Stock-based compensation expense		116,000				116,000

Balance, December 31, 2016                      4,896,875   \$5,918,000   \$43,048,000   \$ (972,000   ) \$47,994,000

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

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**PLUMAS BANCORP AND SUBSIDIARY****CONSOLIDATED STATEMENTS OF CASH FLOWS****For the Years Ended December 31, 2016, 2015 and 2014**

	<b>2016</b>	<b>2015</b>	<b>2014</b>
Cash flows from operating activities:			
Net income	\$7,474,000	\$5,818,000	\$4,738,000
Adjustments to reconcile net income to net cash provided by operating activities:			
Provision for loan losses	800,000	1,100,000	1,100,000
Change in deferred loan origination costs/fees, net	(491,000 )	(350,000 )	(752,000 )
Stock-based compensation expense	116,000	70,000	81,000
Depreciation and amortization	1,076,000	1,151,000	1,306,000
Amortization of investment security premiums	650,000	506,000	487,000
Accretion of investment security discounts	(6,000 )	(4,000 )	(8,000 )
Loss (gain) on sale of investments	32,000	(21,000 )	(128,000 )
Gain on sale of loans held for sale	(1,770,000 )	(1,942,000 )	(1,396,000 )
Loans originated for sale	(30,368,000)	(26,699,000)	(22,063,000)
Proceeds from loan sales	30,727,000	29,430,000	21,592,000
Provision from change in OREO valuation	37,000	79,000	240,000
Net gain on sale of OREO	(60,000 )	(198,000 )	(101,000 )
Net gain on sale of other vehicles owned	(36,000 )	(78,000 )	(59,000 )
Earnings on bank owned life insurance policies	(341,000 )	(342,000 )	(341,000 )
(Benefit) provision for deferred income taxes	(660,000 )	(539,000 )	1,165,000
Decrease (increase) in accrued interest receivable and other assets	981,000	(1,294,000 )	(620,000 )
Increase in accrued interest payable and other liabilities	738,000	540,000	104,000
Net cash provided by operating activities	8,899,000	7,227,000	5,345,000

(Continued)

**PLUMAS BANCORP AND SUBSIDIARY****CONSOLIDATED STATEMENTS OF CASH FLOWS**

(Continued)

**For the Years Ended December 31, 2016, 2015 and 2014**

	<b>2016</b>	<b>2015</b>	<b>2014</b>
Cash flows from investing activities:			
Proceeds from matured and called available- for-sale investment securities	\$4,000,000	\$3,499,000	\$16,044,000
Proceeds from sale of available-for-sale securities	14,589,000	12,260,000	16,325,000
Purchases of available-for-sale investment securities	(39,643,000)	(34,609,000)	(40,511,000)
Proceeds from principal repayments from available-for-sale government-guaranteed mortgage-backed securities	13,905,000	12,015,000	9,692,000
Net increase in loans	(60,619,000)	(32,777,000)	(31,733,000)
Proceeds from sale of vehicles	331,000	445,000	318,000
Proceeds from sale of other real estate	2,245,000	2,281,000	3,399,000
Proceeds from sale of premises and equipment	42,000	1,032,000	-
Purchases of premises and equipment	(600,000 )	(2,645,000 )	(225,000 )
Net cash used in investing activities	(65,750,000)	(38,499,000)	(26,691,000)
Cash flows from financing activities:			
Net increase in demand, interest-bearing and savings deposits	57,738,000	63,464,000	24,793,000
Net decrease in time deposits	(2,661,000 )	(4,079,000 )	(6,341,000 )
Net (decrease) increase in securities sold under agreements to repurchase	(124,000 )	(1,955,000 )	517,000
Redemption of subordinated debenture	-	(7,500,000 )	-
Cash dividends paid on common stock	(489,000 )	-	-
Increase in note payable	-	4,000,000	-
Principal payment on note payable	(2,500,000 )	(125,000 )	(2,000,000 )
Repurchase of common stock warrant	(862,000 )	-	-
Proceeds from exercise of stock options	200,000	88,000	34,000
Net cash provided by financing activities	51,302,000	53,893,000	17,003,000
(Decrease) increase in cash and cash equivalents	(5,549,000 )	22,621,000	(4,343,000 )
Cash and cash equivalents at beginning of year	68,195,000	45,574,000	49,917,000
Cash and cash equivalents at end of year	\$62,646,000	\$68,195,000	\$45,574,000

(Continued)

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**PLUMAS BANCORP AND SUBSIDIARY**

**CONSOLIDATED STATEMENTS OF CASH FLOWS**

(Continued)

**For the Years Ended December 31, 2016, 2015 and 2014**

	<b>2016</b>	<b>2015</b>	<b>2014</b>
Supplemental disclosure of cash flow information:			
Cash paid during the year for:			
Interest expense	\$1,022,000	\$1,172,000	\$1,560,000
Income taxes	\$5,206,000	\$4,405,000	\$1,916,000
Non-cash investing activities:			
Real estate acquired through foreclosure	\$1,201,000	\$328,000	\$729,000
Vehicles acquired through repossession	\$277,000	\$382,000	\$211,000
Loans provided for sales of real estate owned	\$2,073,000	\$593,000	\$95,000

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

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## **PLUMAS BANCORP AND SUBSIDIARY**

### **NOTES TO CONSOLIDATED FINANCIAL STATEMENTS**

#### **1. THE BUSINESS OF PLUMAS BANCORP**

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

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

#### **2. SUMMARY OF SIGNIFICANT ACCOUNTING POLICIES**

##### Consolidation and Basis of Presentation

The consolidated financial statements include the accounts of the Company and the consolidated accounts of its wholly-owned subsidiary, Plumas Bank. All significant intercompany balances and transactions have been eliminated.

Plumas Statutory Trust I and Trust II are not consolidated into the Company's consolidated financial statements and, accordingly, are accounted for under the equity method. The Company's investment in Trust I of \$319,000 and Trust II of \$166,000 are included in accrued interest receivable and other assets on the consolidated balance sheet. The junior subordinated deferrable interest debentures issued and guaranteed by the Company and held by Trust I and Trust II are reflected as debt on the consolidated balance sheet.



The accounting and reporting policies of Plumas Bancorp and subsidiary conform with accounting principles generally accepted in the United States of America and prevailing practices within the banking industry.

Reclassifications

Certain reclassifications have been made to prior years' balances to conform to the classifications used in 2016. These reclassifications had no impact on the Company's consolidated financial position, results of operations or net change in cash and cash equivalents.

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## **PLUMAS BANCORP AND SUBSIDIARY**

### **NOTES TO CONSOLIDATED FINANCIAL STATEMENTS**

(Continued)

#### **2.SUMMARY OF SIGNIFICANT ACCOUNTING POLICIES (Continued)**

##### Segment Information

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

##### Use of Estimates

To prepare financial statements in conformity with accounting principles generally accepted in the United States of America management makes estimates and assumptions based on available information. These estimates and assumptions affect the amounts reported in the financial statements and the disclosures provided, and actual results could differ. The allowance for loan losses, loan servicing rights, deferred tax assets, and fair values of financial instruments are particularly subject to change.

##### Cash and Cash Equivalents

For the purpose of the statement of cash flows, cash and due from banks and Federal funds sold are considered to be cash equivalents. Generally, Federal funds are sold for one day periods. Cash held with other federally insured institutions in excess of FDIC limits as of December 31, 2016 was \$9.9 million. Net cash flows are reported for customer loans and deposit transactions and repurchase agreements.

Investment Securities

Investments are classified into one of the following categories:

Available-for-sale securities reported at fair value, with unrealized gains and losses excluded from earnings and reported, net of taxes, as accumulated other comprehensive income (loss) within shareholders' equity.

Held-to-maturity securities, which management has the positive intent and ability to hold, reported at amortized cost, adjusted for the accretion of discounts and amortization of premiums. As of December 31, 2016 and 2015 the Company did not have any investment securities classified as held-to-maturity.

Management determines the appropriate classification of its investments at the time of purchase and may only change the classification in certain limited circumstances.

As of December 31, 2016 and 2015 the Company did not have any investment securities classified as trading and gains or losses on the sale of securities are computed on the specific identification method. Interest earned on investment securities is reported in interest income, net of applicable adjustments for accretion of discounts and amortization of premiums accounted for by the level yield method with no pre-payment anticipated.

**PLUMAS BANCORP AND SUBSIDIARY**

**NOTES TO CONSOLIDATED FINANCIAL STATEMENTS**

(Continued)

**2.SUMMARY OF SIGNIFICANT ACCOUNTING POLICIES (Continued)**

Investment Securities (continued)

An investment security is impaired when its carrying value is greater than its fair value. Investment securities that are impaired are evaluated on at least a quarterly basis and more frequently when economic or market conditions warrant such an evaluation to determine whether such a decline in their fair value is other than temporary. Management utilizes criteria such as the magnitude and duration of the decline and the intent and ability of the Company to retain its investment in the securities for a period of time sufficient to allow for an anticipated recovery in fair value, in addition to the reasons underlying the decline, to determine whether the loss in value is other than temporary. The term "other than temporary" is not intended to indicate that the decline is permanent, but indicates that the prospects for a near-term recovery of value is not necessarily favorable, or that there is a lack of evidence to support a realizable value equal to or greater than the carrying value of the investment. Once a decline in value is determined to be other than temporary, and management does not intend to sell the security or it is more likely than not that the Company will not be required to sell the security before recovery, only the portion of the impairment loss representing credit exposure is recognized as a charge to earnings, with the balance recognized as a charge to other comprehensive income. If management intends to sell the security or it is more likely than not that the Company will be required to sell the security before recovering its forecasted cost, the entire impairment loss is recognized as a charge to earnings.

Investment in Federal Home Loan Bank Stock

As a member of the Federal Home Loan Bank (FHLB) System, the Bank is required to maintain an investment in the capital stock of the FHLB. The investment is carried at cost classified as a restricted security, and periodically evaluated for impairment based on ultimate recovery of par value. At December 31, 2016 and December 31, 2015, the Company held \$2,438,000 and \$2,380,000, respectively of FHLB stock. On the consolidated balance sheet, FHLB stock is included in accrued interest receivable and other assets.

Loans Held for Sale, Loan Sales and Servicing

Included in the loan portfolio are loans which are 75% to 85% guaranteed by the Small Business Administration (SBA), US Department of Agriculture Rural Business Cooperative Service (RBS) and Farm Services Agency (FSA). The guaranteed portion of these loans may be sold to a third party, with the Bank retaining the unguaranteed portion. The Company can receive a premium in excess of the adjusted carrying value of the loan at the time of sale.

As of December 31, 2016 and 2015 the Company had \$2.5 million and \$2.1 million, respectively in government guaranteed loans held for sale. Loans held for sale are recorded at the lower of cost or fair value and therefore may be reported at fair value on a non-recurring basis. The fair values for loans held for sale are based on either observable transactions of similar instruments or formally committed loan sale prices.

## PLUMAS BANCORP AND SUBSIDIARY

### NOTES TO CONSOLIDATED FINANCIAL STATEMENTS

(Continued)

#### 2.SUMMARY OF SIGNIFICANT ACCOUNTING POLICIES (Continued)

##### Loans Held for Sale, Loan Sales and Servicing (continued)

Government guaranteed loans with unpaid balances of \$96,592,000 and \$86,589,000 were being serviced for others at December 31, 2016 and 2015, respectively.

The Company accounts for the transfer and servicing of financial assets based on the fair value of financial and servicing assets it controls and liabilities it has assumed, derecognizes financial assets when control has been surrendered, and derecognizes liabilities when extinguished.

Servicing rights acquired through 1) a purchase or 2) the origination of loans which are sold or securitized with servicing rights retained are recognized as separate assets or liabilities. Servicing assets or liabilities are recorded at fair value and are subsequently amortized in proportion to and over the period of the related net servicing income or expense. Servicing rights are evaluated for impairment based upon the fair value of the rights as compared to carrying amount. Impairment is determined by stratifying rights into groupings based on predominant risk characteristics, such as interest rate, loan type and investor type. Impairment is recognized through a valuation allowance for an individual grouping, to the extent that fair value is less than the carrying amount. If the Company later determines that all or a portion of the impairment no longer exists for a particular grouping, a reduction of the allowance may be recorded as an increase to income. Changes in valuation allowances are reported with non-interest income on the statement of income. The fair values of servicing rights are subject to significant fluctuations as a result of changes in estimated and actual prepayment speeds and default rates and losses.

The Company's investment in the loan is allocated between the retained portion of the loan and the sold portion of the loan based on their fair values on the date the loan is sold. The gain on the sold portion of the loan is recognized as income at the time of sale.

The carrying value of the retained portion of the loan is discounted based on the estimated value of a comparable non-guaranteed loan.

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## PLUMAS BANCORP AND SUBSIDIARY

### NOTES TO CONSOLIDATED FINANCIAL STATEMENTS

(Continued)

#### 2.SUMMARY OF SIGNIFICANT ACCOUNTING POLICIES (Continued)

##### Loans

Loans that management has the intent and ability to hold for foreseeable future or until maturity or payoff are reported at the principal balance outstanding, net of purchase premiums or discounts, deferred loan fees and costs, and an allowance for loan losses. Loans, if any, that are transferred from loans held for sale are carried at the lower of principal balance or market value at the date of transfer, adjusted for accretion of discounts. Interest is accrued daily based upon outstanding loan balances. However, when, in the opinion of management, loans are considered to be impaired and the future collectability of interest and principal is in serious doubt, loans are placed on nonaccrual status and the accrual of interest income is suspended. Any interest accrued but unpaid is charged against income. Payments received are applied to reduce principal to the extent necessary to ensure collection. A loan is moved to non-accrual status in accordance with the Company's policy, typically after 90 days of non-payment unless well secured and in the process of collection. Past due status is based on the contractual terms of the loan. Subsequent payments on these loans, or payments received on nonaccrual loans for which the ultimate collectability of principal is not in doubt, are applied first to earned but unpaid interest and then to principal. Loans are returned to accrual status when all the principal and interest amounts contractually due are brought current and future payments are reasonably assured.

Loan origination fees, commitment fees, direct loan origination costs and purchased premiums and discounts on loans are deferred and recognized as an adjustment of yield, to be amortized to interest income over the contractual term of the loan. The unamortized balance of deferred fees and costs is reported as a component of net loans.

The Company may acquire loans through a business combination or a purchase for which differences may exist between the contractual cash flows and the cash flows expected to be collected due, at least in part, to credit quality.

When the Company acquires such loans, the yield that may be accreted (accretable yield) is limited to the excess of the Company's estimate of undiscounted cash flows expected to be collected over the Company's initial investment in the loan. The excess of contractual cash flows over cash flows expected to be collected may not be recognized as an adjustment to yield, loss, or a valuation allowance.



Subsequent increases in cash flows expected to be collected generally should be recognized prospectively through adjustment of the loan's yield over its remaining life. Decreases in cash flows expected to be collected should be recognized as an impairment.

The Company may not "carry over" or create a valuation allowance in the initial accounting for loans acquired under these circumstances. At December 31, 2016 and 2015, there were no such loans being accounted for under this policy.

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**PLUMAS BANCORP AND SUBSIDIARY**

**NOTES TO CONSOLIDATED FINANCIAL STATEMENTS**

(Continued)

**2.SUMMARY OF SIGNIFICANT ACCOUNTING POLICIES (Continued)**

Allowance for Loan Losses

The allowance for loan losses is an estimate of probable incurred credit losses inherent in the Company's loan portfolio that have been incurred as of the balance-sheet date. The allowance is established through a provision for loan losses which is charged to expense. Additions to the allowance are expected to maintain the adequacy of the total allowance after credit losses and loan growth. Loan losses are charged against the allowance when management believes the uncollectibility of a loan balance is confirmed. Subsequent recoveries, if any, are credited to the allowance. The overall allowance consists of two primary components, specific reserves related to impaired loans and general reserves for inherent losses related to loans that are not impaired but collectively evaluated for impairment.

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

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

The determination of the general reserve for loans that are not impaired is based on estimates made by management, to include, but not limited to, consideration of historical losses by portfolio segment from January 1, 2008 (the beginning of the latest business cycle as determined by management) to the most current balance sheet date, internal

asset classifications, and qualitative factors to include economic trends in the Company's service areas, industry experience and trends, geographic concentrations, estimated collateral values, the Company's underwriting policies, the character of the loan portfolio, and probable incurred losses inherent in the portfolio taken as a whole.

The Company maintains a separate allowance for each portfolio segment (loan type). These portfolio segments include commercial, agricultural, real estate construction (including land and development loans), commercial real estate mortgage, residential mortgage, home equity loans, automobile loans and other loans primarily consisting of consumer installment loans and credit card receivables. The allowance for loan losses attributable to each portfolio segment, which includes both impaired loans and loans that are not impaired, is combined to determine the Company's overall allowance, and is included as a component of loans on the consolidated balance sheet.

## PLUMAS BANCORP AND SUBSIDIARY

### NOTES TO CONSOLIDATED FINANCIAL STATEMENTS

(Continued)

#### 2.SUMMARY OF SIGNIFICANT ACCOUNTING POLICIES (Continued)

##### Allowance for Loan Losses (continued)

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

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

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

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

**Substandard** – A substandard loan is not adequately protected by the current sound worth and paying capacity of the borrower or the value of the collateral pledged, if any. Loans classified as substandard have a well-defined weakness or weaknesses that jeopardize the liquidation of the debt. Well defined weaknesses include a project's lack of

marketability, inadequate cash flow or collateral support, failure to complete construction on time or the project's failure to fulfill economic expectations. They are characterized by the distinct possibility that the Company will sustain some loss if the deficiencies are not corrected.

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

***Loss*** – Loans classified as loss are considered uncollectible and charged off immediately.

The general reserve component of the allowance for loan losses associated with loans collectively evaluated for impairment also consists of reserve factors that are based on management's assessment of the following for each portfolio segment: (1) historical losses and (2) other qualitative factors, including inherent credit risk. These reserve factors are inherently subjective and are driven by the repayment risk associated with each portfolio segment described on the next page.

**PLUMAS BANCORP AND SUBSIDIARY**

**NOTES TO CONSOLIDATED FINANCIAL STATEMENTS**

(Continued)

**2.SUMMARY OF SIGNIFICANT ACCOUNTING POLICIES (Continued)**

Allowance for Loan Losses (continued)

**Commercial** – Commercial loans are generally underwritten to existing cash flows of operating businesses. Debt coverage is provided by business cash flows and economic trends influenced by unemployment rates and other key economic indicators are closely correlated to the credit quality of these loans.

**Agricultural** – Loans secured by crop production and livestock are especially vulnerable to two risk factors that are largely outside the control of Company and borrowers: commodity prices and weather conditions.

**Real estate – Residential and Home Equity Lines of Credit** – The degree of risk in residential real estate lending depends primarily on the loan amount in relation to collateral value, the interest rate and the borrower's ability to repay in an orderly fashion. These loans generally possess a lower inherent risk of loss than other real estate portfolio segments. Economic trends determined by unemployment rates and other key economic indicators are closely correlated to the credit quality of these loans. Weak economic trends indicate that the borrowers' capacity to repay their obligations may be deteriorating.

**Real estate – Commercial** – Commercial real estate mortgage loans generally possess a higher inherent risk of loss than other real estate portfolio segments, except land and construction loans. Adverse economic developments or an overbuilt market impact commercial real estate projects and may result in troubled loans. Trends in vacancy rates of commercial properties impact the credit quality of these loans. High vacancy rates reduce operating revenues and the ability for properties to produce sufficient cash flow to service debt obligations.

**Real estate – Construction and Land Development** – Construction and land development loans generally possess a higher inherent risk of loss than other real estate portfolio segments. A major risk arises from the necessity to complete projects within specified cost and time lines. Trends in the construction industry significantly impact the

credit quality of these loans, as demand drives construction activity. In addition, trends in real estate values significantly impact the credit quality of these loans, as property values determine the economic viability of construction projects.

***Automobile*** – An automobile loan portfolio is usually comprised of a large number of smaller loans scheduled to be amortized over a specific period. Most automobile loans are made directly for consumer purchases, but business vehicles may also be included. Economic trends determined by unemployment rates and other key economic indicators are closely correlated to the credit quality of these loans. Weak economic trends indicate that the borrowers' capacity to repay their obligations may be deteriorating.

***Other*** – Other loans primarily consist of consumer and credit card loans and are similar in nature to automobile loans.

Although management believes the allowance to be adequate, ultimate losses may vary from its estimates. At least quarterly, the Board of Directors and management review the adequacy of the allowance, including consideration of the relative risks in the portfolio, current economic conditions and other factors. If the Board of Directors and management determine that changes are warranted based on those reviews, the allowance is adjusted. In addition, the Company's primary regulators, the FDIC and DBO, as an integral part of their examination process, review the adequacy of the allowance. These regulatory agencies may require additions to the allowance based on their judgment about information available at the time of their examinations.

## PLUMAS BANCORP AND SUBSIDIARY

### NOTES TO CONSOLIDATED FINANCIAL STATEMENTS

(Continued)

#### 2.SUMMARY OF SIGNIFICANT ACCOUNTING POLICIES (Continued)

##### Allowance for Loan Losses (continued)

The Company also maintains a separate allowance for off-balance-sheet commitments. Management estimates anticipated losses using historical data and utilization assumptions. The allowance for these commitments totaled \$200,000 at December 31, 2016 and 2015 and is included in accrued interest payable and other liabilities in the consolidated balance sheet.

##### Other Real Estate

Other real estate owned relates to real estate acquired in full or partial settlement of loan obligations, which was \$735,000 (\$2,005,000 less a valuation allowance of \$1,270,000) at December 31, 2016 and \$1,756,000 (\$3,106,000 less a valuation allowance of \$1,350,000) at December 31, 2015. Of these amounts \$84,000 at December 31, 2016 and 2015 represent foreclosed residential real estate property. There were four consumer mortgage loans with a balance of \$335 thousand secured by residential real estate properties for which formal foreclosure proceedings are in process at December 31, 2016. There was one consumer mortgage loans with a balance of \$23 thousand secured by residential real estate properties for which formal foreclosure proceedings are in process at December 31, 2015. Proceeds from sales of other real estate owned totaled \$2,245,000, \$2,281,000 and \$3,399,000 for the years ended December 31, 2016, 2015 and 2014, respectively. For the years ended December 31, 2016, 2015 and 2014 the Company recorded gains on sale of other real estate owned of \$60,000, \$198,000 and \$101,000, respectively. Other real estate owned is initially recorded at fair value less cost to sell when acquired, any excess of the Bank's recorded investment in the loan balance and accrued interest income over the estimated fair value of the property less costs to sell is charged against the allowance for loan losses. A valuation allowance for losses on other real estate is maintained to provide for temporary declines in value. The allowance is established through a provision for losses on other real estate which is included in other expenses. Subsequent gains or losses on sales or write-downs resulting from permanent impairment are also recorded in other expenses as incurred.



The following table provides a summary of the change in the OREO balance for the years ended December 31, 2016 and 2015:

	Year Ended December 31,	
	2016	2015
Beginning balance	\$1,756,000	\$3,590,000
Additions	1,200,000	328,000
Dispositions	(2,184,000)	(2,083,000)
Write-downs	(37,000 )	(79,000 )
Ending balance	\$735,000	\$1,756,000

### Intangible Assets

Intangible assets consist of core deposit intangibles related to branch acquisitions and are amortized using the straight-line method over a period not to exceed fifteen years. The Company evaluates the recoverability and remaining useful life annually to determine whether events or circumstances warrant a revision to the intangible asset or the remaining period of amortization. There were no such events or circumstances during the periods presented. At December 31, 2016 and 2015, intangible assets totaled \$87,000 and \$94,000, respectively.

## PLUMAS BANCORP AND SUBSIDIARY

### NOTES TO CONSOLIDATED FINANCIAL STATEMENTS

(Continued)

#### 2.SUMMARY OF SIGNIFICANT ACCOUNTING POLICIES (Continued)

##### Premises and Equipment

Land is carried at cost. Premises and equipment are stated at cost less accumulated depreciation. Depreciation is determined using the straight-line method over the estimated useful lives of the related assets. The useful lives of premises are estimated to be twenty to thirty years. The useful lives of furniture, fixtures and equipment are estimated to be two to ten years. Leasehold improvements are amortized over the life of the asset or the life of the related lease, whichever is shorter. When assets are sold or otherwise disposed of, the cost and related accumulated depreciation or amortization are removed from the accounts, and any resulting gain or loss is recognized in income for the period. The cost of maintenance and repairs is charged to expense as incurred. The Company evaluates premises and equipment for financial impairment as events or changes in circumstances indicate that the carrying amount of such assets may not be fully recoverable.

##### Bank Owned Life Insurance

The Company has purchased life insurance policies on certain key executives. Bank owned life insurance is recorded at the amount that can be realized under the insurance contract at the balance sheet date, which is the cash surrender value adjusted for other charges or other amounts due that are probable at settlement.

##### Income Taxes

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

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

#### Accounting for Uncertainty in Income Taxes

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

Interest expense and penalties associated with unrecognized tax benefits, if any, are classified as income tax expense in the consolidated income statement. There have been no significant changes to unrecognized tax benefits or accrued interest and penalties for the years ended December 31, 2016 and 2015.

## PLUMAS BANCORP AND SUBSIDIARY

### NOTES TO CONSOLIDATED FINANCIAL STATEMENTS

(Continued)

#### 2.SUMMARY OF SIGNIFICANT ACCOUNTING POLICIES (Continued)

##### Earnings Per Share

Basic earnings per share (EPS), which excludes dilution, is computed by dividing income available to common stockholders (net income plus discount on redemption of preferred stock less preferred dividends and accretion) by the weighted-average number of common shares outstanding for the period. Diluted EPS reflects the potential dilution that could occur if securities or other contracts to issue common stock, such as stock options, result in the issuance of common stock which shares in the earnings of the Company. The treasury stock method has been applied to determine the dilutive effect of stock options in computing diluted EPS.

##### Comprehensive Income

Comprehensive income consists of net income and other comprehensive income. Other comprehensive income includes unrealized gains and losses on securities available for sale which are also recognized as separate components of equity. The amount reclassified out of other accumulated comprehensive income relating to realized (losses) gains on securities available for sale was \$(32,000), \$21,000 and \$128,000 for 2016, 2015 and 2014, with the related tax effect of \$(13,000), \$9,000 and \$53,000, respectively.

##### Dividend Restrictions

Banking regulations require maintaining certain capital levels and may limit the dividend paid by the bank to the holding company or by the holding company to shareholders.

##### Fair Value of Financial Instruments

Fair values of financial instruments are estimated using relevant market information and other assumptions, as more fully disclosed in a separate note. Fair value estimates involve uncertainties and matters of significant judgment regarding interest rates, credit risk, prepayments, and other factors, especially in the absence of broad markets for particular items. Changes in assumptions or in market conditions could significantly affect these estimates.

#### Stock-Based Compensation

Compensation expense related to the Company's Stock Option Plans, net of related tax benefit, recorded in 2016, 2015 and 2014 totaled \$103,000, \$70,000 and \$75,000 or \$0.02, \$0.01 and \$0.02 per diluted share, respectively. Compensation expense is recognized over the vesting period on a straight line accounting basis.

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

**PLUMAS BANCORP AND SUBSIDIARY****NOTES TO CONSOLIDATED FINANCIAL STATEMENTS**

(Continued)

**2.SUMMARY OF SIGNIFICANT ACCOUNTING POLICIES (Continued)**Stock-Based Compensation (continued)

During 2016 and 2014 the Company granted options to purchase 108,000 and 110,400 shares of common stock, respectively. The fair value of each option was estimated on the date of grant using the following assumptions.

	2016	2014
Expected life of stock options (in years)	5.1	5.2
Risk free interest rate	1.52%	1.64%
Volatility	53.6%	63.8%
Dividend yields	2.00%	2.00%
Weighted-average fair value of options granted during the year	\$3.55	\$3.02

No options were granted during the year ended December 31, 2015.

Pending Accounting Pronouncements

In May 2014, the FASB issued ASU No. 2014-09 Revenue from Contracts with Customers. This update to the ASC is the culmination of efforts by the FASB and the International Accounting Standards Board (IASB) to develop a common revenue standard for U.S. GAAP and International Financial Reporting Standards (IFRS). ASU 2014-09 supersedes Topic 605 – Revenue Recognition and most industry-specific guidance. The core principle of the guidance is that an entity should recognize revenue to depict the transfer of promised goods or services to customers in an amount that reflects the consideration to which the entity expects to be entitled in exchange for those goods or services. The guidance in ASU 2014-09 describes a 5-step process entities can apply to achieve the core principle of revenue recognition and requires disclosures sufficient to enable users of financial statements to understand the nature, amount, timing, and uncertainty of revenue and cash flows arising from contracts with customers and the significant judgments used in determining that information.

This update was originally effective for annual reporting periods beginning on or after December 15, 2016 and interim periods therein and requires expanded disclosures. In July 2015 the FASB issued a deferral of ASU 2014-09 of one year making it effective for annual reporting periods beginning on or after December 15, 2017 while also providing for early adoption but not before the original effective date. Since the guidance does not apply to revenue associated with financial instruments, including loans and securities that are accounted for under other GAAP, the Company does not expect the new guidance to have a material impact on revenue most closely associated with financial instruments, including interest income. The Company is currently performing an overall assessment of revenue streams potentially affected by the ASU including deposit related fees and interchange fees to determine the potential impact the new guidance is expected to have on the Company's Consolidated Financial Statements. The Company plans to adopt ASU No. 2014-09 on January 1, 2018 utilizing the modified retrospective approach.

On January 5, 2016, the FASB issued Accounting Standards Update 2016-01, Financial Instruments—Overall: Recognition and Measurement of Financial Assets and Financial Liabilities. Changes made to the current measurement model primarily affect the accounting for equity securities with readily determinable fair values, where changes in fair value will impact earnings instead of other comprehensive income. The accounting for other financial instruments, such as loans, investments in debt securities, and financial liabilities is largely unchanged. The Update also changes the presentation and disclosure requirements for financial instruments including a requirement that public business entities use exit price when measuring the fair value of financial instruments measured at amortized cost for disclosure purposes. This Update is generally effective for public business entities in fiscal years beginning after December 15, 2017, including interim periods within those fiscal years. The Company has performed a preliminary evaluation of the provisions of ASU No. 2016-01. Based on this evaluation, the Company has determined that ASU No. 2016-01 is not expected to have a material impact on the Company's Consolidated Financial Statements; however, the Company will continue to closely monitor developments and additional guidance.

## PLUMAS BANCORP AND SUBSIDIARY

### NOTES TO CONSOLIDATED FINANCIAL STATEMENTS

(Continued)

#### 2.SUMMARY OF SIGNIFICANT ACCOUNTING POLICIES (Continued)

##### Pending Accounting Pronouncements (continued)

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

On March 30, 2016, the FASB issued ASU 2016-09, Compensation – Stock Compensation: Improvements to Employee Share-Based Payment Accounting, which is intended to simplify several aspects of the accounting for share-based payment transactions, including the income tax consequences, classification of awards as either equity or liabilities, and classification on the statement of cash flows. ASU 2016-09 is effective for interim and annual periods beginning after December 15, 2016. Early application is permitted. The Company adopted ASU No. 2016-09 on January 1, 2017 and elected to recognize forfeitures as they occur. The cumulative effect adjustment from the modified retrospective transition of the forfeitures and the classification of awards did not have a material effect on the Company's financial statements or disclosures. The Company expects adoption of ASU No. 2016-09 could result in increased volatility to reported income tax expense related to excess tax benefits and tax.



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

## **PLUMAS BANCORP AND SUBSIDIARY**

### **NOTES TO CONSOLIDATED FINANCIAL STATEMENTS**

(Continued)

#### **3. FAIR VALUE MEASUREMENTS**

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

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

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

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

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

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

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

### Fair Value of Financial Instruments

The carrying amounts and estimated fair values of financial instruments, at December 31, 2016 are as follows:

	Carrying Value	Fair Value Measurements at December 31, 2016 Using:			Total Fair Value
		Level 1	Level 2	Level 3	
Financial assets:					
Cash and cash equivalents	\$62,646,000	\$62,646,000			\$62,646,000
Investment securities	101,595,000		\$101,595,000		101,595,000
Loans, net	456,580,000			\$459,618,000	459,618,000
FHLB stock	2,438,000				N/A
Accrued interest receivable	2,312,000	7,000	398,000	1,907,000	2,312,000
Financial liabilities:					
Deposits	582,353,000	532,750,000	49,586,000		582,336,000
Repurchase agreements	7,547,000		7,547,000		7,547,000
Note payable	2,375,000			2,375,000	2,375,000
Junior subordinated deferrable interest debentures	10,310,000			7,762,000	7,762,000
Accrued interest payable	59,000	9,000	36,000	14,000	59,000

**PLUMAS BANCORP AND SUBSIDIARY****NOTES TO CONSOLIDATED FINANCIAL STATEMENTS**

(Continued)

**3. FAIR VALUE MEASUREMENTS (Continued)**Fair Value of Financial Instruments (continued)

The carrying amounts and estimated fair values of financial instruments, at December 31, 2015 are as follows:

	Carrying Value	Fair Value Measurements at December 31, 2015 Using:			Total Fair Value
		Level 1	Level 2	Level 3	
Financial assets:					
Cash and cash equivalents	\$68,195,000	\$68,195,000			\$68,195,000
Investment securities	96,704,000		\$96,704,000		96,704,000
Loans, net	396,833,000			\$395,338,000	395,338,000
FHLB stock	2,380,000				N/A
Accrued interest receivable	2,048,000	26,000	328,000	1,694,000	2,048,000
Financial liabilities:					
Deposits	527,276,000	475,013,000	52,287,000		527,300,000
Repurchase agreements	7,671,000		7,671,000		7,671,000
Note payable	4,875,000			4,875,000	4,875,000
Junior subordinated deferrable interest debentures	10,310,000			6,662,000	6,662,000
Accrued interest payable	58,000	8,000	38,000	12,000	58,000

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

The following methods and assumptions were used by management to estimate the fair value of its financial instruments:

Cash and cash equivalents: The carrying amounts of cash and short-term instruments approximate fair values and are classified as Level 1.

Investment securities: Fair values for securities available for sale are generally determined by 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).

Loans: Fair values of loans, excluding loans held for sale, are estimated as follows: For variable rate loans that repriced frequently and with no significant change in credit risk, fair values are based on carrying values resulting in a Level 3 classification. Fair values for other loans are estimated using discounted cash flow analyses, using interest rates currently being offered for loans with similar terms to borrowers of similar credit quality resulting in a Level 3 classification. Impaired loans are valued at the lower of cost or fair value. The methods utilized to estimate the fair value of loans do not necessarily represent an exit price.

## PLUMAS BANCORP AND SUBSIDIARY

### NOTES TO CONSOLIDATED FINANCIAL STATEMENTS

(Continued)

#### 3. FAIR VALUE MEASUREMENTS (Continued)

##### Fair Value of Financial Instruments (continued)

FHLB stock: It was not practicable to determine the fair value of the FHLB stock due to restrictions placed on its transferability.

Deposits: The fair values disclosed for demand deposits, including interest and non-interest demand accounts, savings, and certain types of money market accounts are, by definition, equal to the carrying amount at the reporting date resulting in a Level 1 classification. Fair values for fixed rate certificates of deposit are estimated using a discounted cash flow calculation that applies interest rates currently being offered on certificates to a schedule of aggregated expected monthly maturities on time deposits resulting in a Level 2 classification.

Repurchase agreements: The fair value of securities sold under repurchase agreements is estimated based on bid quotations received from brokers using observable inputs and are included as Level 2.

Note payable: The fair value of the Company's Note Payable is estimated using discounted cash flow analyses based on the current borrowing rates for similar types of borrowing arrangements resulting in a Level 3 classification.

Junior subordinated deferrable interest debentures: The fair values of the Company's Subordinated Debentures are estimated using discounted cash flow analyses based on the current borrowing rates for similar types of borrowing arrangements resulting in a Level 3 classification.

Accrued interest and payable: The carrying amounts of accrued interest approximate fair value and are considered to be linked in classification to the asset or liability for which they relate.

Commitments to extend credit and letters of credit: The fair value of commitments are estimated using the fees currently charged to enter into similar agreements and are not significant and, therefore, not presented. Commitments to extend credit are primarily for variable rate loans and letters of credit.

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

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

**PLUMAS BANCORP AND SUBSIDIARY**

**NOTES TO CONSOLIDATED FINANCIAL STATEMENTS**

(Continued)

**3. FAIR VALUE MEASUREMENTS (Continued)**

The following tables present information about the Company's assets and liabilities measured at fair value on a recurring and non-recurring basis as of December 31, 2016 and December 31, 2015, and indicates the fair value hierarchy of the valuation techniques utilized by the Company to determine such fair value:

Assets and liabilities measured at fair value on a recurring basis at December 31, 2016 are summarized below:

	Fair Value Measurements at December 31, 2016 Using Quoted		
	Prices in Active Markets for Identical Assets	Significant Other Observable Inputs (Level 2)	Significant Unobservable Inputs (Level 3)
Total Fair Value			
Assets:			
U.S. Government-sponsored agencies collateralized by mortgage obligations- residential	\$74,911,000	\$74,911,000	
Obligations of states and political subdivisions	26,684,000	26,684,000	
	\$101,595,000	\$- \$101,595,000	\$ -



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Assets and liabilities measured at fair value on a recurring basis at December 31, 2015 are summarized below:

	Fair Value Measurements at	
	December 31, 2015 Using	
	Quoted	
	Prices	Significant
	in	Other
	Active	Significant
	Other	Unobservable
Total Fair	Markets	Inputs
Value	for	(Level 3)
	Observable	(Level 2)
	Identical	Assets
	(Level 2)	(Level 1)
Assets:		
U.S. Government-sponsored agencies	\$ 1,977,000	\$ 1,977,000
U.S. Government-sponsored agencies collateralized by mortgage obligations- residential	72,370,000	72,370,000
Obligations of states and political subdivisions	22,357,000	22,357,000
	\$96,704,000	\$- \$96,704,000 \$ -

The fair value of securities available-for-sale equals quoted market price, if available. If quoted market prices are not available, fair value is determined using quoted market prices for similar securities or matrix pricing. There were no changes in the valuation techniques used during 2016 or 2015. Transfers between hierarchy measurement levels are recognized by the Company as of the beginning of the reporting period. Changes in fair market value are recorded in other comprehensive income.

## PLUMAS BANCORP AND SUBSIDIARY

## NOTES TO CONSOLIDATED FINANCIAL STATEMENTS

(Continued)

## 3. FAIR VALUE MEASUREMENTS (Continued)

Assets and liabilities measured at fair value on a non-recurring basis at December 31, 2016 are summarized below:

	Total Fair Value	Fair Value Measurements at December 31, 2016 Using Quoted			Total Gains (Losses)
		Prices in Active Markets for Identical Assets (Level 1)	Other Observable Inputs (Level 2)	Significant Unobservable Inputs (Level 3)	
Assets:					
Impaired loans:					
Real estate – commercial	\$453,000	\$	\$	\$ 453,000	\$(81,000 )
Equity lines of credit	83,000			83,000	6,000
Total impaired loans	536,000	-	-	536,000	(75,000 )
Other real estate:					
Real estate – residential	10,000	-	-	10,000	-
Real estate – commercial	84,000			84,000	(37,000 )
Real estate – construction and land development	641,000			641,000	-
Total other real estate	735,000	-	-	735,000	(37,000 )
	\$1,271,000	\$-	\$	\$ 1,271,000	\$(112,000)

Assets and liabilities measured at fair value on a non-recurring basis at December 31, 2015 are summarized below:

	Fair Value Measurements at December 31, 2015 Using Quoted			
	Prices in Significant Active Other		Significant Unobservable Inputs (Level 3)	Total
Total Fair Value	Markets for Observable Inputs Identical (Level 2) Assets	(Level 1)		Gains (Losses)
Assets:				
Impaired loans:				
Real estate – commercial	\$ 1,214,000	\$ -	\$ 1,214,000	\$-
Real estate – construction and land development	30,000		30,000	(53,000 )
Equity lines of credit	83,000		83,000	6,000
Total impaired loans	1,327,000	-	1,327,000	(47,000 )
Other real estate:				
Real estate – commercial	156,000		156,000	(127,000)
Real estate – construction and land development	1,516,000		1,516,000	75,000
Equity lines of credit	84,000		84,000	(27,000 )
Total other real estate	1,756,000	-	1,756,000	(79,000 )
	\$3,083,000	\$-	\$ 3,083,000	\$(126,000)

## PLUMAS BANCORP AND SUBSIDIARY

### NOTES TO CONSOLIDATED FINANCIAL STATEMENTS

(Continued)

#### 3. FAIR VALUE MEASUREMENTS (Continued)

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

The following methods were used to estimate fair value.

Collateral-Dependent Impaired Loans: The Bank does not record loans at fair value on a recurring basis. However, from time to time, fair value adjustments are recorded on these loans to reflect partial write-downs, through charge-offs or specific reserve allowances, that are based on fair value estimates of the underlying collateral. The fair value estimates for collateral-dependent impaired loans are generally based on recent real estate appraisals or broker opinions, obtained from independent third parties, which are frequently adjusted by management to reflect current conditions and estimated selling costs (Level 3). Total losses of \$75,000 and \$47,000 represent impairment charges recognized during the years ended December 31, 2016 and 2015, respectively, related to the above impaired loans.

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

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

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The following table presents quantitative information about Level 3 fair value measurements for financial instruments measured at fair value on a non-recurring basis at December 31, 2016 and 2015 (dollars in thousands):

Description	Fair Value	Fair Value	Valuation	Significant Unobservable Input	Range	Range
	12/31/2016	12/31/2015	Technique		(Weighted Average)	(Weighted Average)
<u>Impaired Loans:</u>						
RE – Commercial	\$ 453	\$ 1,214	Third Party appraisals	Management Adjustments to Reflect Current Conditions and Selling Costs	12% (12%)	9% - 12% (10%)
Land and Construction	\$ -	\$ 30	Third Party appraisals	Management Adjustments to Reflect Current Conditions and Selling Costs		8% (8%)
Equity Lines of Credit	\$ 83	\$ 83	Third Party appraisals	Management Adjustments to Reflect Current Conditions and Selling Costs	8% (8%)	8% (8%)
<u>Other Real Estate:</u>						
RE – Residential	\$ 10	\$ -	Third Party appraisals	Management Adjustments to Reflect Current Conditions and Selling Costs	48% (48%)	
Land and Construction	\$ 641	\$ 1,516	Third Party appraisals	Management Adjustments to Reflect Current Conditions and Selling Costs	10% - 36% (33%)	10% (10%)
RE – Commercial	\$ 84	\$ 156	Third Party appraisals	Management Adjustments to Reflect Current Conditions and Selling Costs	40% (40%)	10% (10%)
Equity Lines of Credit	\$ -	\$ 84	Third Party appraisals	Management Adjustments to Reflect Current Conditions and Selling Costs		10% (10%)

**PLUMAS BANCORP AND SUBSIDIARY**

**NOTES TO CONSOLIDATED FINANCIAL STATEMENTS**

(Continued)

**4. INVESTMENT SECURITIES**

The amortized cost and estimated fair value of investment securities at December 31, 2016 and 2015 consisted of the following:

<u>Available-for-Sale</u>	2016	Gross Unrealized Gains	Gross Unrealized Losses	Estimated Fair Value
	Amortized Cost			
Debt securities:				
U.S. Government-sponsored agencies collateralized by mortgage obligations-residential	\$76,207,000	\$ 11,000	\$(1,307,000)	\$74,911,000
Obligations of states and political subdivisions	27,042,000	89,000	(447,000 )	26,684,000
	\$103,249,000	\$ 100,000	\$(1,754,000)	\$101,595,000

Unrealized loss on available-for-sale investment securities totaling \$1,654,000 were recorded, net of \$682,000 in tax benefits, as accumulated other comprehensive loss within shareholders' equity at December 31, 2016. During the year ended December 31, 2016 the Company sold fourteen available-for-sale investment securities for total proceeds of \$14,589,000 recording a \$32,000 loss on sale. The Company realized a gain on sale from eight of these securities totaling \$48,000 and a loss on sale on six securities of \$80,000.

<u>Available-for-Sale</u>	2015	Gross Unrealized Gains	Gross Unrealized Losses	Estimated Fair Value
	Amortized Cost			
Debt securities:				
U.S. Government-sponsored agencies	\$1,994,000	\$ -	\$(17,000 )	\$1,977,000
U.S. Government-sponsored agencies collateralized by mortgage obligations-residential	72,965,000	56,000	(651,000 )	72,370,000

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Obligations of states and political subdivisions	21,817,000	548,000	(8,000 )	22,357,000
	\$96,776,000	\$ 604,000	\$(676,000 )	\$96,704,000

Unrealized loss on available-for-sale investment securities totaling \$72,000 were recorded, net of \$30,000 in tax benefits, as accumulated other comprehensive loss within shareholders' equity at December 31, 2015. During the year ended December 31, 2015 the Company sold fifteen available-for-sale investment securities for total proceeds of \$12,260,000 recording a \$21,000 net gain on sale. The Company realized a gain on sale from eight of these securities totaling \$62,000 and a loss on sale on seven of these securities of \$41,000.

Net unrealized loss on available-for-sale investment securities totaling \$102,000 were recorded, net of \$42,000 in tax benefits, as accumulated other comprehensive loss within shareholders' equity at December 31, 2014. During the year ended December 31, 2014 the Company sold fourteen available-for-sale investment securities for total proceeds of \$16,325,000 recording a \$128,000 gain on sale. The Company realized a gain on sale from thirteen of these securities totaling \$134,000 and a loss on sale on one security of \$6,000.

**PLUMAS BANCORP AND SUBSIDIARY**

**NOTES TO CONSOLIDATED FINANCIAL STATEMENTS**

(Continued)

**4. INVESTMENT SECURITIES (Continued)**

There were no transfers of available-for-sale investment securities during the years ended December 31, 2016, 2015 or 2014. There were no securities classified as held-to-maturity at December 31, 2016 or December 31, 2015.

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

December 31, 2016

	Less than 12 Months		12 Months or More		Total	
	Fair	Unrealized	Fair	Unrealized	Fair	Unrealized
	Value	Losses	Value	Losses	Value	Losses
Debt securities:						
U.S. Government agencies collateralized by mortgage obligations-residential	\$68,338,000	\$1,237,000	\$2,043,000	\$70,000	\$70,381,000	\$1,307,000
Obligations of states and political subdivisions	18,052,000	447,000	-	-	18,052,000	447,000
	\$86,390,000	\$1,684,000	\$2,043,000	\$70,000	\$88,433,000	\$1,754,000

December 31, 2015

	Less than 12 Months		12 Months or More		Total	
	Fair	Unrealized	Fair	Unrealized	Fair	Unrealized
	Value	Losses	Value	Losses	Value	Losses
Debt securities:						
U.S. Government- sponsored agencies	\$1,977,000	\$17,000	\$-	\$-	\$1,977,000	\$17,000



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U.S. Government agencies collateralized by mortgage obligations-residential	45,398,000	327,000	11,880,000	324,000	57,278,000	651,000
Obligations of states and political subdivisions	1,037,000	7,000	160,000	1,000	1,197,000	8,000
	\$48,412,000	\$ 351,000	\$12,040,000	\$ 325,000	\$60,452,000	\$ 676,000

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**PLUMAS BANCORP AND SUBSIDIARY****NOTES TO CONSOLIDATED FINANCIAL STATEMENTS**

(Continued)

**4. INVESTMENT SECURITIES (Continued)**

At December 31, 2016, the Company held 166 securities of which 127 were in a loss position. Of the securities in a loss position, 123 were in a loss position for less than twelve months. Of the 127 securities 61 are U.S. Government-sponsored agencies collateralized by residential mortgage obligations and 66 were obligations of states and political subdivisions. The unrealized losses relate principally to market rate conditions. All of the securities continue to pay as scheduled. When analyzing an issuer's financial condition, management considers the length of time and extent to which the market value has been less than cost; the historical and implied volatility of the security; the financial condition of the issuer of the security; and the Company's intent and ability to hold the security to recovery. As of December 31, 2016, management does not have the intent to sell these securities nor does it believe it is more likely than not that it will be required to sell these securities before the recovery of its amortized cost basis. Based on the Company's evaluation of the above and other relevant factors, the Company does not believe the securities that are in an unrealized loss position as of December 31, 2016 are other than temporarily impaired.

The amortized cost and estimated fair value of investment securities at December 31, 2016 by contractual maturity 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.

	Amortized Cost	Estimated Fair Value
After one year through five years	\$ 898,000	\$ 893,000
After five years through ten years	16,052,000	15,978,000
After ten years	10,092,000	9,813,000
Investment securities not due at a single maturity date:		
Government-sponsored mortgage-backed securities	76,207,000	74,911,000
	\$ 103,249,000	\$ 101,595,000

Investment securities with amortized costs totaling \$73,331,000 and \$62,914,000 and estimated fair values totaling \$72,112,000 and \$62,483,000 at December 31, 2016 and 2015, respectively, were pledged to secure deposits and repurchase agreements.

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**PLUMAS BANCORP AND SUBSIDIARY****NOTES TO CONSOLIDATED FINANCIAL STATEMENTS**

(Continued)

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

Outstanding loans are summarized below:

	December 31,	
	2016	2015
Commercial	\$41,293,000	\$37,084,000
Agricultural	51,103,000	39,856,000
Real estate – residential	21,283,000	25,474,000
Real estate – commercial	226,136,000	192,095,000
Real estate – construction & land development	21,904,000	16,188,000
Equity lines of credit	42,338,000	38,327,000
Auto	53,553,000	48,365,000
Other	3,513,000	3,582,000
	461,123,000	400,971,000
Deferred loan costs, net	2,006,000	1,940,000
Allowance for loan losses	(6,549,000 )	(6,078,000 )
Loans, net	\$456,580,000	\$396,833,000

Changes in the allowance for loan losses were as follows:

	Year Ended December 31,		
	2016	2015	2014
Balance, beginning of year	\$6,078,000	\$5,451,000	\$5,517,000
Provision charged to operations	800,000	1,100,000	1,100,000
Losses charged to allowance	(979,000 )	(827,000 )	(1,913,000)
Recoveries	650,000	354,000	747,000
Balance, end of year	\$6,549,000	\$6,078,000	\$5,451,000

The recorded investment in impaired loans totaled \$5,442,000 and \$6,461,000 at December 31, 2016 and 2015, respectively. The Company had specific allowances for loan losses of \$366,000 on impaired loans of \$1,534,000 at December 31, 2016 as compared to specific allowances for loan losses of \$751,000 on impaired loans of \$2,346,000 at December 31, 2015. The balance of impaired loans in which no specific reserves were required totaled \$3,908,000 and \$4,115,000 at December 31, 2016 and 2015, respectively. The average recorded investment in impaired loans for the years ended December 31, 2016, 2015 and 2014 was \$5,077,000, \$6,528,000 and \$8,070,000, respectively. The Company recognized \$149,000, \$119,000 and \$152,000 in interest income on impaired loans during the years ended December 31, 2016, 2015 and 2014, respectively. Of these amounts \$29,000, \$0 and \$31,000 were recognized on the cash basis, respectively.

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

**PLUMAS BANCORP AND SUBSIDIARY**

**NOTES TO CONSOLIDATED FINANCIAL STATEMENTS**

(Continued)

**5. LOANS AND THE ALLOWANCE FOR LOAN LOSSES (Continued)**

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 Company's internal underwriting policy.

The carrying value of troubled debt restructurings at December 31, 2016 and December 31, 2015 was \$4,616,000 and \$4,661,000, respectively. The Company has allocated \$342,000 and \$311,000 of specific reserves on loans to customers whose loan terms have been modified in troubled debt restructurings as of December 31, 2016 and December 31, 2015, respectively. The Company has not committed to lend additional amounts on loans classified as troubled debt restructurings at December 31, 2016 and December 31, 2015.

There were no troubled debt restructurings during the twelve months ending December 31, 2016 and 2015.

There were no troubled debt restructurings for which there was a payment default within twelve months following the modification during the twelve months ended December 31, 2016 and 2015.

At December 31, 2016 and 2015, nonaccrual loans totaled \$2,724,000 and \$4,546,000, respectively. Interest foregone on nonaccrual loans totaled \$164,000, \$303,000 and \$345,000 for the twelve months ended December 31, 2016, 2015 and 2014, respectively. The Company recognized \$29,000, \$0 and \$31,000 in interest income on nonaccrual loans during the years ended December 31, 2016, 2015 and 2014, respectively. There were no loans past due 90 days or more and on accrual status at December 31, 2016 and 2015.

Salaries and employee benefits totaling \$1,882,000, \$1,337,000 and \$1,441,000 have been deferred as loan origination costs during the years ended December 31, 2016, 2015 and 2014, respectively.



## PLUMAS BANCORP AND SUBSIDIARY

## NOTES TO CONSOLIDATED FINANCIAL STATEMENTS

(Continued)

## 5. LOANS AND THE ALLOWANCE FOR LOAN LOSSES (Continued)

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

**December 31,**  
**2016**

Grade:	Commercial Credit Exposure						
	Credit Risk Profile by Internally Assigned Grade						
	Commercial	Agricultural	Real Estate-Residential	Real Estate-Commercial	Real Estate-Construction	Equity LOC	Total
Pass	\$40,459	\$ 50,790	\$ 21,125	\$ 223,854	\$ 21,201	\$41,983	\$399,412
Watch	565	280	-	400	-	-	1,245
Substandard	269	33	158	1,882	703	355	3,400
Doubtful	-	-	-	-	-	-	-
Total	\$41,293	\$ 51,103	\$ 21,283	\$ 226,136	\$ 21,904	\$42,338	\$404,057

**December 31,**  
**2015**

Grade:	Commercial Credit Exposure						
	Credit Risk Profile by Internally Assigned Grade						
	Commercial	Agricultural	Real Estate-Residential	Real Estate-Commercial	Real Estate-Construction	Equity LOC	Total
Pass	\$35,508	\$ 39,426	\$ 25,220	\$ 185,739	\$ 15,048	\$37,983	\$338,924
Watch	883	387	149	2,442	247	-	4,108
Substandard	693	43	105	3,914	893	344	5,992
Doubtful	-	-	-	-	-	-	-
Total	\$37,084	\$ 39,856	\$ 25,474	\$ 192,095	\$ 16,188	\$38,327	\$349,024

Consumer Credit Exposure      Consumer Credit Exposure  
Credit Risk Profile              Credit Risk Profile



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	Based on Payment Activity December 31, 2016			Based on Payment Activity December 31, 2015		
	Auto	Other	Total	Auto	Other	Total
Grade:						
Performing	\$53,474	\$3,511	\$56,985	\$48,300	\$3,582	\$51,882
Non-performing	79	2	81	65	-	65
Total	\$53,553	\$3,513	\$57,066	\$48,365	\$3,582	\$51,947

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## PLUMAS BANCORP AND SUBSIDIARY

## NOTES TO CONSOLIDATED FINANCIAL STATEMENTS

(Continued)

## 5. LOANS AND THE ALLOWANCE FOR LOAN LOSSES (Continued)

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

	Commercial	Agricultural	Real Estate- Residential	Real Estate- Commercial	Real Estate- Construction	Equity LOC	Auto	Other	Total
<b>Year ended</b>									
<b>12/31/16:</b>									
Allowance for Loan Losses									
Beginning balance	\$ 639	\$ 294	\$ 341	\$ 2,525	\$ 874	\$ 528	\$ 784	\$ 93	\$ 6,078
Charge-offs	(268 )	-	(39 )	(253 )	(5 )	(23 )	(319 )	(72 )	(979 )
Recoveries	53	-	42	3	389	2	131	30	650
Provision	231	172	(64 )	465	(331 )	68	219	40	800
Ending balance	\$ 655	\$ 466	\$ 280	\$ 2,740	\$ 927	\$ 575	\$ 815	\$ 91	\$ 6,549
<b>Year ended</b>									
<b>12/31/15:</b>									
<u>Allowance for Loan Losses</u>									
Beginning balance	\$ 574	\$ 225	\$ 379	\$ 1,701	\$ 1,227	\$ 691	\$ 581	\$ 73	\$ 5,451
Charge-offs	(88 )	(3 )	(132 )	-	(55 )	(98 )	(414 )	(37 )	(827 )
Recoveries	167	6	8	-	-	6	124	43	354
Provision	(14 )	66	86	824	(298 )	(71 )	493	14	1,100
Ending balance	\$ 639	\$ 294	\$ 341	\$ 2,525	\$ 874	\$ 528	\$ 784	\$ 93	\$ 6,078
<b>Year ended</b>									
<b>12/31/14:</b>									

Allowance for  
Loan Losses

Beginning balance	\$ 785	\$ 164	\$ 638	\$ 1,774	\$ 944	\$ 613	\$ 449	\$ 150	\$ 5,517
Charge-offs	(191 )	-	(127 )	(888 )	(106 )	(205 )	(282 )	(114 )	(1,913 )
Recoveries	89	-	13	6	491	5	73	70	747
Provision	(109 )	61	(145 )	809	(102 )	278	341	(33 )	1,100
Ending balance	\$ 574	\$ 225	\$ 379	\$ 1,701	\$ 1,227	\$ 691	\$ 581	\$ 73	\$ 5,451

**December 31,  
2016:**

Allowance for  
Loan Losses

Ending balance:

individually evaluated for impairment	\$ 2	\$ -	53	\$ 81	\$ 206	\$ 24	\$ -	\$ -	\$ 366
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Ending balance:

collectively evaluated for impairment	\$ 653	\$ 466	\$ 227	\$ 2,659	\$ 721	\$ 551	\$ 815	\$ 91	\$ 6,183
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Loans

Ending balance	\$ 41,293	\$ 51,103	\$ 21,283	\$ 226,136	\$ 21,904	\$ 42,338	\$ 53,553	\$ 3,513	\$ 461,123
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Ending balance:

individually evaluated for impairment	\$ 16	\$ 258	\$ 1,615	\$ 2,323	\$ 833	\$ 326	\$ 69	\$ 2	\$ 5,442
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Ending balance:

collectively evaluated for impairment	\$ 41,277	\$ 50,845	\$ 19,668	\$ 223,813	\$ 21,071	\$ 42,012	\$ 53,484	\$ 3,511	\$ 455,681
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## PLUMAS BANCORP AND SUBSIDIARY

## NOTES TO CONSOLIDATED FINANCIAL STATEMENTS

(Continued)

## 5. LOANS AND THE ALLOWANCE FOR LOAN LOSSES (Continued)

The following table shows the allocation of the allowance for loan losses at the date indicated, in thousands:

	Commercial	Agricultural	Residential	Real Estate- Estate-	Real Estate- Estate-	Real Estate- Estate-	Equity LOC	Auto	Other	Total
<b>December 31, 2015:</b>										
Allowance for Loan Losses										
Ending balance:										
individually evaluated for impairment	\$ 26	\$ -	54	\$ 371	\$ 269	\$ 31	\$ -	\$ -	\$ 751	
Ending balance:										
collectively evaluated for impairment	\$ 613	\$ 294	\$ 287	\$ 2,154	\$ 605	\$ 497	\$ 784	\$ 93	\$ 5,327	
<u>Loans</u>										
Ending balance	\$ 37,084	\$ 39,856	\$ 25,474	\$ 192,095	\$ 16,188	\$ 38,327	\$ 48,365	\$ 3,582	\$ 400,971	
Ending balance:										
individually evaluated for impairment	\$ 73	\$ 260	\$ 1,593	\$ 3,129	\$ 1,029	\$ 311	\$ 66	\$ -	\$ 6,461	
Ending balance:										
collectively evaluated for impairment	\$ 37,011	\$ 39,596	\$ 23,881	\$ 188,966	\$ 15,159	\$ 38,016	\$ 48,299	\$ 3,582	\$ 394,510	



**PLUMAS BANCORP AND SUBSIDIARY****NOTES TO CONSOLIDATED FINANCIAL STATEMENTS**

(Continued)

**5. LOANS AND THE ALLOWANCE FOR LOAN LOSSES (Continued)**

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

**December 31, 2016**

	30-89 Days Past Due	90 Days and Still Accruing	Nonaccrual	Total Past Due and Nonaccrual	Current	Total
Commercial	\$77	\$ -	\$ -	\$ 77	\$41,216	\$41,293
Agricultural	-	-	-	-	51,103	51,103
Real estate - residential	179	-	145	324	20,959	21,283
Real estate - commercial	519	-	1,479	1,998	224,138	226,136
Real estate – construction & land	10	-	703	713	21,191	21,904
Equity Lines of Credit	276	-	326	602	41,736	42,338
Auto	919	-	69	988	52,565	53,553
Other	23	-	2	25	3,488	3,513
Total	\$2,003	\$ -	\$ 2,724	\$ 4,727	\$456,396	\$461,123

**December 31, 2015**

	30-89 Days Past Due	90 Days and Still Accruing	Nonaccrual	Total Past Due and Nonaccrual	Current	Total
Commercial	\$457	\$ -	\$ 56	\$ 513	\$36,571	\$37,084
Agricultural	-	-	-	-	39,856	39,856

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Real estate - residential	472	-	90	562	24,912	25,474
Real estate - commercial	-	-	3,130	3,130	188,965	192,095
Real estate – construction & land	9	-	893	902	15,286	16,188
Equity Lines of Credit	8	-	312	320	38,007	38,327
Auto	586	-	65	651	47,714	48,365
Other	15	-	-	15	3,567	3,582
Total	\$1,547	\$ -	\$ 4,546	\$ 6,093	\$394,878	\$400,971

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**PLUMAS BANCORP AND SUBSIDIARY****NOTES TO CONSOLIDATED FINANCIAL STATEMENTS**

(Continued)

**5. LOANS AND THE ALLOWANCE FOR LOAN LOSSES (Continued)**

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

<b>As of December 31, 2016:</b>	Recorded Investment	Unpaid Principal Balance	Related Allowance	Average Recorded Investment	Interest Income Recognized
With no related allowance recorded:					
Commercial	\$ -	\$ -		\$ -	\$ -
Agricultural	258	258		259	19
Real estate – residential	1,373	1,385		1,291	77
Real estate – commercial	1,789	2,227		1,589	33
Real estate – construction & land	198	198		210	-
Equity Lines of Credit	219	219		121	-
Auto	69	69		46	-
Other	2	2		-	-
With an allowance recorded:					
Commercial	\$ 16	\$ 16	\$ 2	\$ 16	\$ 1
Agricultural	-	-	-	-	-
Real estate – residential	242	242	53	243	11
Real estate – commercial	534	742	81	534	-
Real estate – construction & land	635	635	206	658	8
Equity Lines of Credit	107	107	24	110	-
Auto	-	-	-	-	-
Other	-	-	-	-	-
Total:					
Commercial	\$ 16	\$ 16	\$ 2	\$ 16	\$ 1
Agricultural	258	258	-	259	19
Real estate – residential	1,615	1,627	53	1,534	88
Real estate – commercial	2,323	2,969	81	2,123	33
Real estate – construction & land	833	833	206	868	8
Equity Lines of Credit	326	326	24	231	-
Auto	69	69	-	46	-
Other	2	2	-	-	-



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Total \$ 5,442 \$ 6,100 \$ 366 \$ 5,077 \$ 149

	Recorded	Unpaid	Related	Average	Interest
<b>As of December 31, 2015:</b>	Investment	Principal	Allowance	Recorded	Income
		Balance		Investment	Recognized

With no related allowance recorded:

Commercial	\$ 47	\$ 47		\$ 39	\$ 1
Agricultural	260	260		262	20
Real estate – residential	1,347	1,359		1,346	79
Real estate – commercial	1,976	2,622		2,057	-
Real estate – construction & land	221	221		232	-
Equity Lines of Credit	199	199		156	-
Auto	65	65		21	-
Other	-	-		-	-

With an allowance recorded:

Commercial	\$ 26	\$ 26	\$ 26	\$ 29	\$ -
Agricultural	-	-	-	-	-
Real estate – residential	245	245	54	246	11
Real estate – commercial	1,154	1,154	371	1,203	-
Real estate – construction & land	808	808	269	822	8
Equity Lines of Credit	113	113	31	115	-
Auto	-	-	-	-	-
Other	-	-	-	-	-

Total:

Commercial	\$ 73	\$ 73	\$ 26	\$ 68	\$ 1
Agricultural	260	260	-	262	20
Real estate – residential	1,592	1,604	54	1,592	90
Real estate – commercial	3,130	3,776	371	3,260	-
Real estate – construction & land	1,029	1,029	269	1,054	8
Equity Lines of Credit	312	312	31	271	-
Auto	65	65	-	21	-
Other	-	-	-	-	-
Total	\$ 6,461	\$ 7,119	\$ 751	\$ 6,528	\$ 119

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## PLUMAS BANCORP AND SUBSIDIARY

## NOTES TO CONSOLIDATED FINANCIAL STATEMENTS

(Continued)

## 5. LOANS AND THE ALLOWANCE FOR LOAN LOSSES (Continued)

The following table shows information related to impaired loans at the date indicated, in thousands:

<b>As of December 31, 2014:</b>	Recorded Investment	Unpaid Principal Balance	Related Allowance	Average Recorded Investment	Interest Income Recognized
With no related allowance recorded:					
Commercial	\$ 55	\$ 55		\$ 61	\$ 1
Agricultural	605	605		605	51
Real estate – residential	1,422	1,433		1,443	80
Real estate – commercial	3,389	4,036		2,460	-
Real estate – construction & land	495	495		512	9
Equity Lines of Credit	121	121		130	-
Auto	93	93		81	-
Other	1	1		-	-
With an allowance recorded:					
Commercial	\$ -	\$ -	\$ -	\$ -	\$ -
Agricultural	-	-	-	-	-
Real estate – residential	1,096	1,102	51	1,112	11
Real estate – commercial	254	254	65	589	-
Real estate – construction & land	757	757	274	778	-
Equity Lines of Credit	294	294	174	299	-
Auto	-	-	-	-	-
Other	-	-	-	-	-
Total:					
Commercial	\$ 55	\$ 55	\$ -	\$ 61	\$ 1
Agricultural	605	605	-	605	51
Real estate – residential	2,518	2,535	51	2,555	91
Real estate – commercial	3,643	4,290	65	3,049	-
Real estate – construction & land	1,252	1,252	274	1,290	9
Equity Lines of Credit	415	415	174	429	-

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Auto	93	93	-	81	-
Other	1	1	-	-	-
Total	\$ 8,582	\$ 9,246	\$ 564	\$ 8,070	\$ 152

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**PLUMAS BANCORP AND SUBSIDIARY****NOTES TO CONSOLIDATED FINANCIAL STATEMENTS**

(Continued)

**6. PREMISES AND EQUIPMENT**

Premises and equipment consisted of the following:

	December 31,	
	2016	2015
Land	\$2,863,000	\$2,863,000
Premises	16,028,000	15,833,000
Furniture, equipment and leasehold improvements	7,505,000	7,491,000
	26,396,000	26,187,000
Less accumulated depreciation and amortization	(14,628,000)	(13,953,000)
Premises and equipment, net	\$11,768,000	\$12,234,000

Depreciation and amortization included in occupancy and equipment expense totaled \$1,024,000, \$1,055,000 and \$1,147,000 for the years ended December 31, 2016, 2015 and 2014, respectively.

**7. DEPOSITS**

Interest-bearing deposits consisted of the following:

	December 31,	
	2016	2015
Interest-bearing demand deposits	\$91,289,000	\$91,225,000
Money market	57,208,000	48,848,000
Savings	147,474,000	125,896,000
Time, \$250,000 or more	4,055,000	3,079,000
Other time	45,548,000	49,184,000

Interest-bearing deposits            \$345,574,000   \$318,232,000

At December 31, 2016, the scheduled maturities of time deposits were as follows:

Year Ending December 31,

2017	\$38,579,000
2018	6,788,000
2019	2,422,000
2020	1,476,000
2021	338,000
thereafter	-
	\$49,603,000

Deposit overdrafts reclassified as loan balances were \$252,000 and \$364,000 at December 31, 2016 and 2015, respectively.

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**PLUMAS BANCORP AND SUBSIDIARY****NOTES TO CONSOLIDATED FINANCIAL STATEMENTS**

(Continued)

**8. SECURITIES SOLD UNDER AGREEMENTS TO REPURCHASE**

Securities sold under agreements to repurchase totaling \$7,547,000 and \$7,671,000 at December 31, 2016, and 2015, respectively are secured by U.S. Government agency securities with a carrying amount of \$15,113,000 and \$13,171,000 at December 31, 2016 and 2015, respectively.

Securities sold under agreements to repurchase are financing arrangements that mature within two years. At maturity, the securities underlying the agreements are returned to the Company. Information concerning securities sold under agreements to repurchase during 2016 and 2015 is summarized as follows:

	2016	2015
Average daily balance during the year	\$6,411,000	\$6,529,000
Average interest rate during the year	0.08	% 0.08 %
Maximum month-end balance during the year	\$9,069,000	\$8,708,000
Weighted average interest rate at year-end	0.08	% 0.08 %

**9. BORROWING ARRANGEMENTS**

The Company is a member of the FHLB and can borrow up to \$172,000,000 from the FHLB secured by commercial and residential mortgage loans with carrying values totaling \$270,000,000. The Company is required to hold FHLB stock as a condition of membership. At December 31, 2016 and December 31, 2015, the Company held \$2,438,000 and \$2,380,000, respectively of FHLB stock which is recorded as a component of other assets. Based on this level of stock holdings at December 31, 2016, the Company can borrow up to \$90,281,000. To borrow the \$172,000,000 in available credit the Company would need to purchase \$2,195,000 in additional FHLB stock. In addition to its FHLB borrowing line, the Company has unsecured short-term borrowing agreements with three of its correspondent banks in the amounts of \$20 million, \$11 million and \$10 million. There were no outstanding borrowings to the FHLB or the correspondent banks under these agreements at December 31, 2016 and 2015.

On October 24, 2013 the Company issued a \$3.0 million promissory note (the "Note") payable to an unrelated commercial bank. As originally issued, the Note provided for an interest rate of U.S. "Prime Rate" plus three-quarters percent per annum, 4.00% at December 31, 2014 and 2013, had a term of 18 months and subjected the Bank to several negative and affirmative covenants including, but not limited to providing timely financial information, maintaining specified levels of capital, restrictions on additional borrowings, and meeting or exceeding certain capital and asset quality ratios. The Note is secured by 100 shares of the Bank's stock representing the 100% of the Company's ownership interest in the Bank.

On July 28, 2014, the Company and the borrower modified the Note to (1) extend the maturity date to October 24, 2015, (2) increase the maximum principal amount to \$7.5 million and (3) permit the Company to borrow, repay and reborrow up to the maximum principal amount of the Note, among other things.

On October 1, 2015, the Company and the borrower further modified the Note to (1) extend the maturity date to October 1, 2016, (2) reduce the maximum principal amount to \$2.5 million and (3) change the interest rate to U.S. "Prime Rate" plus one-half percent per annum. This note was renewed on October 1, 2016 with the following changes in terms:

- 1.) The maturity date was extended to October 1, 2017
- 2.) The maximum amount outstanding at any one time on this note and the term loan described below cannot exceed \$5 million.

Concurrently, with entering into the second modification of the note on October 1, 2015, the Company entered into a \$5.0 million term loan (the "Term Loan"), which matures on October 1, 2018. The Term Loan requires quarterly principal payments of \$125,000 plus accrued interest. Both the Term Loan and the Note bear interest at a rate of the U.S. "Prime Rate" plus one-half percent per annum and are secured by 100 shares of Plumas Bank stock representing the Company's 100% ownership interest in Plumas Bank.

**PLUMAS BANCORP AND SUBSIDIARY**

**NOTES TO CONSOLIDATED FINANCIAL STATEMENTS**

(Continued)

**9. BORROWING ARRANGEMENTS (Continued)**

Under the Term Loan and the Note, the Bank is subject to several negative and affirmative covenants similar to the covenants under the original Note but in several cases less restrictive. Additional covenant modifications were made on renewal of the Note on October 1, 2016. The Bank was in compliance with all such covenants related to the Note and the Term Loan at December 31, 2016 and December 31, 2015. Interest expense related to the Note and the Term Loan for the years ended December 31, 2016, 2015 and 2014 totaled \$133 thousand, \$155 thousand and \$111 thousand, respectively. The ending balance of the Note at December 31, 2014 was \$1,000,000. There was no balance outstanding on the Note at December 31, 2015 or December 31, 2016. On April 21, 2016 Plumas Bancorp made a \$2 million payment on the Term Loan. The payment was funded through a \$3 million dividend from Plumas Bank. The balance of the Term Loan was \$2,375,000 and \$4,875,000 at December 30, 2016 and December 31, 2015, respectively.

On April 15, 2013 the Company issued a \$7.5 million subordinated debenture (“subordinated debt”). The subordinated debt was issued to an unrelated third-party (“Lender”) pursuant to a subordinated debenture purchase agreement, subordinated debenture note, and stock purchase warrant. On April 16, 2015 the Bancorp paid off the subordinated debt. Interest expense related to the subordinated debt for the years ended December 31, 2015 and 2014 totaled \$219,000 and \$756,000, respectively.

The subordinated debt had an interest rate of 7.5% per annum and a term of 8 years with no prepayment allowed during the first two years and was made in conjunction with an eight-year warrant (the “Warrant”) to purchase up to 300,000 shares of the Company’s common stock, no par value at an exercise price, subject to anti-dilution adjustments, of \$5.25 per share. Under capital guidelines in effect through December 31, 2014 the subordinated debt qualified as Tier 2 capital. However, under the provisions of Basel III, which became effective for the Company on January 1, 2015, the subordinated debt no longer qualified as capital.

The Company allocated the proceeds received on April 15, 2013 between the subordinated debt and the Warrant based on the estimated relative fair value of each. The fair value of the Warrant was estimated based on a Black-Scholes-Merton model and totaled \$318,000. The discount recorded on the subordinated note was amortized by the level-yield method over 2 years. In May of 2016 the Company repurchased a portion of the warrant, representing the right to purchase 150,000 shares of the registrant’s common stock at a cost of \$862,000. The



remaining warrant represents the right to purchase 150,000 shares of Plumas Bancorp common stock at an exercise price of \$5.25 per share. The warrant expires on April 15, 2021.

Proceeds from the Note and the subordinated debt were used to partially fund the repurchase of preferred stock. (See Note 12 - Shareholders' Equity for additional information related to the repurchase, during 2013, of the Bancorp's Fixed Rate Cumulative Perpetual Preferred Stock, Series A (the "Series A Preferred Stock").

## PLUMAS BANCORP AND SUBSIDIARY

### NOTES TO CONSOLIDATED FINANCIAL STATEMENTS

(Continued)

#### 10. JUNIOR SUBORDINATED DEFERRABLE INTEREST DEBENTURES

Plumas Statutory Trust I and II are business trusts formed by the Company with capital of \$319,000 and \$166,000, respectively, for the sole purpose of issuing trust preferred securities fully and unconditionally guaranteed by the Company.

During 2002, Plumas Statutory Trust I issued 6,000 Floating Rate Capital Trust Pass-Through Securities ("Trust Preferred Securities"), with a liquidation value of \$1,000 per security, for gross proceeds of \$6,000,000. During 2005, Plumas Statutory Trust II issued 4,000 Trust Preferred Securities with a liquidation value of \$1,000 per security, for gross proceeds of \$4,000,000. The entire proceeds were invested by Trust I in the amount of \$6,186,000 and Trust II in the amount of \$4,124,000 in Floating Rate Junior Subordinated Deferrable Interest Debentures (the "Subordinated Debentures") issued by the Company, with identical maturity, repricing and payment terms as the Trust Preferred Securities. The Subordinated Debentures represent the sole assets of Trusts I and II.

Trust I's Subordinated Debentures mature on September 26, 2032, bear a current interest rate of 4.40% (based on 3-month LIBOR plus 3.40%), with repricing and payments due quarterly. Trust II's Subordinated Debentures mature on September 28, 2035, bear a current interest rate of 2.44% (based on 3-month LIBOR plus 1.48%), with repricing and payments due quarterly. The Subordinated Debentures are redeemable by the Company, subject to receipt by the Company of prior approval from the Federal Reserve Board of Governors, on any quarterly anniversary date on or after the 5-year anniversary date of the issuance. The redemption price is par plus accrued and unpaid interest, except in the case of redemption under a special event which is defined in the debenture. The Trust Preferred Securities are subject to mandatory redemption to the extent of any early redemption of the Subordinated Debentures and upon maturity of the Subordinated Debentures on September 26, 2032 for Trust I and September 28, 2035 for Trust II.

Holders of the Trust Preferred Securities are entitled to a cumulative cash distribution on the liquidation amount of \$1,000 per security. The interest rate of the Trust Preferred Securities issued by Trust I adjust on each quarterly anniversary date to equal the 3-month LIBOR plus 3.40%. The Trust Preferred Securities issued by Trust II adjust on each quarterly anniversary date to equal the 3-month LIBOR plus 1.48%. Both Trusts I and II have the option to defer payment of the distributions for a period of up to five years, as long as the Company is not in default on the payment of interest on the Subordinated Debentures.

The Trust Preferred Securities were sold and issued in private transactions pursuant to an exemption from registration under the Securities Act of 1933, as amended. The Company has guaranteed, on a subordinated basis, distributions and other payments due on the Trust Preferred Securities.

Interest expense recognized by the Company for the years ended December 31, 2016, 2015 and 2014 related to the subordinated debentures was \$348,000, \$306,000 and \$303,000, respectively.

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**PLUMAS BANCORP AND SUBSIDIARY**

**NOTES TO CONSOLIDATED FINANCIAL STATEMENTS**

(Continued)

**11. COMMITMENTS AND CONTINGENCIES**

Leases

The Company has commitments for leasing premises under the terms of noncancelable operating leases expiring from 2017 to 2021. Future minimum lease payments are as follows:

Year Ending	
December 31,	
2017	\$275,000
2018	219,000
2019	206,000
2020	209,000
2021	187,000
	\$ 1,096,000

Rental expense included in occupancy and equipment expense totaled \$276,000, \$233,000 and \$192,000 for the years ended December 31, 2016, 2015 and 2014, respectively.

Financial Instruments With Off-Balance-Sheet Risk

The Company 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 customers. These financial instruments include commitments to extend credit and letters of credit. These instruments involve, to varying degrees, elements of credit and interest rate risk in excess of the amount recognized on the consolidated balance sheet.

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

The following financial instruments represent off-balance-sheet credit risk:

	December 31,	
	2016	2015
Commitments to extend credit	\$93,699,000	\$82,995,000
Letters of credit	\$625,000	\$265,000

Commitments to extend credit are agreements to lend to a customer as long as there is no violation of any condition established in the contract. 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 Company evaluates each customer's creditworthiness on a case-by-case basis. The amount of collateral obtained, if deemed necessary by the Company upon extension of credit, is based on management's credit evaluation of the borrower. Collateral held varies, but may include accounts receivable, crops, inventory, equipment, income-producing commercial properties, farm land and residential properties.

Letters of credit are conditional commitments issued by the Company to guarantee the performance of a customer to a third party. The credit risk involved in issuing letters of credit is essentially the same as that involved in extending loans to customers. The fair value of the liability related to these letters of credit, which represents the fees received for issuing the guarantees, was not significant at December 31, 2016 and 2015. The Company recognizes these fees as revenues over the term of the commitment or when the commitment is used.

## PLUMAS BANCORP AND SUBSIDIARY

### NOTES TO CONSOLIDATED FINANCIAL STATEMENTS

(Continued)

#### 11. COMMITMENTS AND CONTINGENCIES (Continued)

At December 31, 2016, consumer loan commitments represent approximately 11% of total commitments and are generally unsecured. Commercial and agricultural loan commitments represent approximately 37% of total commitments and are generally secured by various assets of the borrower. Real estate loan commitments, including consumer home equity lines of credit, represent the remaining 52% of total commitments and are generally secured by property with a loan-to-value ratio not to exceed 80%. In addition, the majority of the Company's commitments have variable interest rates.

##### Concentrations of Credit Risk

The Company grants real estate mortgage, real estate construction, commercial, agricultural and consumer loans to customers throughout Plumas, Nevada, Placer, Lassen, Sierra, Shasta and Modoc counties in California and Washoe county in Northern Nevada.

Although the Company has a diversified loan portfolio, a substantial portion of its portfolio is secured by commercial and residential real estate. A continued substantial decline in the economy in general, or a continued decline in real estate values in the Company's primary market areas in particular, could have an adverse impact on the collectability of these loans. However, personal and business income represents the primary source of repayment for a majority of these loans.

##### Contingencies

The Company 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 position or results of operations of the Company.

## 12.SHAREHOLDERS' EQUITY

### Dividend Restrictions

The Company's ability to pay cash dividends is dependent on dividends paid to it by the Bank and limited by California corporation law. Under California law, the holders of common stock of the Company are entitled to receive dividends when and as declared by the Board of Directors, out of funds legally available, subject to certain restrictions. The California general corporation law permits a California corporation such as the Company to make a distribution to its shareholders if its retained earnings equal at least the amount of the proposed distribution or if after giving effect to the distribution, the value of the corporation's assets exceed the amount of its liabilities plus the amount of shareholders preferences, if any, and certain other conditions are met.

Dividends from the Bank to the Company are restricted under California law to the lesser of the Bank's retained earnings or the Bank's net income for the latest three fiscal years, less dividends previously declared during that period, or, with the approval of the DBO, to the greater of the retained earnings of the Bank, the net income of the Bank for its last fiscal year, or the net income of the Bank for its current fiscal year. As of December 31, 2016, the maximum amount available for dividend distribution under this restriction was approximately \$9,900,000. In addition the Company's ability to pay dividends is subject to certain covenants contained in the indentures relating to the Trust Preferred Securities issued by the business trusts (see Note 10 for additional information related to the Trust Preferred Securities).

On October 20, 2016 the Company announced that its Board of Directors approved the reinstatement of a semi-annual cash dividend. The dividend, in the amount of \$0.10 per share, was paid on November 21, 2016 to shareholders of record at the close of business day on November 7, 2016.

**PLUMAS BANCORP AND SUBSIDIARY****NOTES TO CONSOLIDATED FINANCIAL STATEMENTS**

(Continued)

**12.SHAREHOLDERS' EQUITY (Continued)**Earnings Per Share

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

(In thousands, except per share data)	For the Year Ended		
	December 31,		
	2016	2015	2014
Net Income:			
Net income	\$7,474	\$5,818	\$4,738
Earnings Per Share:			
Basic earnings per share	\$1.54	\$1.21	\$0.99
Diluted earnings per share	\$1.47	\$1.15	\$0.95
Weighted Average Number of Shares Outstanding:			
Basic shares	4,864	4,817	4,793
Diluted shares	5,098	5,058	4,977

Shares of common stock issuable under stock options and warrants for which the exercise prices were greater than the average market prices were not included in the computation of diluted earnings per share due to their antidilutive effect. Stock options and warrants not included in the computation of diluted earnings per share, due to shares not being in-the-money and having an antidilutive effect, were 63,000, 53,000 and 238,000 for the years ended December 31, 2016, 2015 and 2014, respectively. At December 31, 2016 one stock warrant was outstanding to purchase up to 150,000 shares of the Bancorp's common stock at an exercise price, subject to anti-dilution adjustments, of \$5.25 per share. At December 31, 2015 and 2014 one stock warrant was outstanding to purchase up to 300,000 shares of the Bancorp's common stock at an exercise price, subject to anti-dilution adjustments, of \$5.25 per share.





**PLUMAS BANCORP AND SUBSIDIARY**

**NOTES TO CONSOLIDATED FINANCIAL STATEMENTS**

(Continued)

**12.SHAREHOLDERS' EQUITY (Continued)**

Stock Options

In 2001, the Company established a Stock Option Plan for which 81,893 shares of common stock remain reserved for issuance to employees and directors and no shares are available for future grants as of December 31, 2016.

As of December 31, 2016, all remaining shares in this plan have vested and no compensation cost remains unrecognized.

The total fair value of options vested was \$0 and \$49,000 for the years ended December 31, 2016 and 2015. The total intrinsic value of options at time of exercise was \$427,000 and \$240,000 for the years ended December 31, 2016 and 2015, respectively.

A summary of the activity within the 2001 Plan follows:	<b>Shares</b>	<b>Weighted Average Exercise Price</b>	<b>Weighted Average Remaining Contractual Term in Years</b>	<b>Intrinsic Value</b>
Options outstanding at January 1, 2014	365,059	\$ 8.53		
Options forfeited	(47,266 )	13.64		
Options exercised	(11,400 )	2.95		
Options outstanding at December 31, 2014	306,393	7.95		

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Options forfeited	(74,600 )	16.26		
Options exercised	(38,900 )	2.95		
Options outstanding at December 31, 2015	192,893	5.75		
Options forfeited	(55,800 )	12.61		
Options exercised	(55,200 )	2.95		
Options outstanding at December 31, 2016	81,893	\$ 2.95	2.2	\$1,314,000
Options exercisable at December 31, 2016	81,893	\$ 2.95	2.2	\$1,314,000
Expected to vest after December 31, 2016	-			

In May 2013, the Company established the 2013 Stock Option Plan for which 489,443 shares of common stock are reserved and 298,400 shares are available for future grants as of December 31, 2016. The 2013 Plan requires that the option price may not be less than the fair market value of the stock at the date the option is granted, and that the stock must be paid in full at the time the option is exercised. Payment in full for the option price must be made in cash, with Company common stock previously acquired by the optionee and held by the optionee for a period of at least six months, in options of the Optionee that are fully vested and exercisable or in any combination of the foregoing. The options expire on dates determined by the Board of Directors, but not later than ten years from the date of grant. During the years ended December 31, 2016 and 2014 108,000 and 110,400 options were granted, respectively. No options were granted during the year ended December 31, 2015.

As of December 31, 2016, there was \$282,000 of total unrecognized compensation cost related to non-vested, share-based compensation arrangements granted under the 2013 Plan. That cost is expected to be recognized over a weighted average period of 2.5 years.

**PLUMAS BANCORP AND SUBSIDIARY**

**NOTES TO CONSOLIDATED FINANCIAL STATEMENTS**

(Continued)

**12.SHAREHOLDERS' EQUITY (Continued)**

Stock Options (continued)

A summary of the activity within the 2013 Plan follows:

	<b>Shares</b>	<b>Weighted Average Exercise Price</b>	<b>Weighted Average Remaining Contractual Term in Years</b>	<b>Intrinsic Value</b>
Options outstanding at January 1, 2014	-			
Options granted	110,400	\$ 6.32		
Options outstanding at December 31, 2014	110,400			
Options cancelled	(7,200 )			
Options exercised	(800 )			
Options outstanding at December 31, 2015	102,400	6.32		
Option granted	108,000	8.75		
Options cancelled	(9,600 )	7.94		
Options exercised	(8,000 )	6.32		
Options outstanding at December 31, 2016	192,800	\$ 7.60	6.3	\$2,198,000
Options exercisable at December 31, 2016	44,000	\$ 6.32	5.3	\$558,000
Expected to vest after December 31, 2016	129,798	\$ 7.98	6.6	\$1,430,000

Compensation cost related to stock options recognized in operating results under the two stock option plans was \$116,000, \$70,000 and \$81,000 for the years ended December 31, 2016, 2015 and 2014, respectively. The associated

future income tax benefit recognized was \$13,000, \$7,000, \$6,000 for the years ended December 31, 2016, 2015 and 2014, respectively.

Cash received from option exercises for the years ended December 31, 2016, 2015 and 2014 was \$200,000, \$88,000 and \$34,000, respectively. The tax benefit realized for the tax deductions from option exercise totaled \$12,000, \$13,000 and \$13,000 for the years ended December 31, 2016, 2015 and 2014, respectively.

### Regulatory Capital

The Bank is subject to certain regulatory capital requirements administered by the FDIC. Failure to meet these minimum capital requirements can initiate certain mandatory and possibly additional discretionary, actions by regulators that, if undertaken, could have a direct material effect on the Company's consolidated financial statements.

Under capital adequacy guidelines, the Bank must meet specific capital guidelines that involved quantitative measures of their assets, liabilities and certain off-balance sheet items as calculated under regulatory accounting practices. These quantitative measures are established by regulation and require that minimum amounts and ratios of total and Tier 1 capital to risk-weighted assets and of Tier 1 capital to average assets be maintained. Capital amounts and classifications are also subject to qualitative judgments by the regulators about components, risk weightings and other factors.

The Bank is also subject to additional capital guidelines under the regulatory framework for prompt corrective action. To be categorized as well capitalized, the Bank must maintain total risk-based, Tier 1 risk-based and Tier 1 leverage ratios as set forth in the table on the following page and cannot be subject to a written agreement, order or capital directive issued by the FDIC.

**PLUMAS BANCORP AND SUBSIDIARY****NOTES TO CONSOLIDATED FINANCIAL STATEMENTS**

(Continued)

**12.SHAREHOLDERS' EQUITY (Continued)**Regulatory Capital (continued)

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

The Board of Governors of the Federal Reserve System has adopted final amendments to the Small Bank Holding Company Policy Statement (Regulation Y, Appendix C) ( the "Policy Statement") that, among other things, raised from \$500 million to \$1 billion the asset threshold to qualify for the Policy Statement. Plumas Bancorp qualifies for treatment under the Policy Statement and is no longer subject to consolidated capital rules at the bank holding company level.

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

## Amount of Capital Required

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	Actual		For Capital Adequacy Purposes		To be Well-Capitalized Under Prompt Corrective Provisions	
	Amount	Ratio	Amount	Ratio	Amount	Ratio
<b>December 31, 2016</b>						
Common Equity Tier 1 Ratio	\$60,521	12.1 %	\$22,597	4.5 %	\$32,641	6.5 %
Tier 1 Leverage Ratio	60,521	9.2 %	26,353	4.0 %	32,941	5.0 %
Tier 1 Risk-Based Capital Ratio	60,521	12.1 %	30,130	6.0 %	40,173	8.0 %
Total Risk-Based Capital Ratio	66,804	13.3 %	40,173	8.0 %	50,217	10.0 %
<b>December 31, 2015</b>						
Common Equity Tier 1 Ratio	\$56,300	12.7 %	\$19,908	4.5 %	\$28,756	6.5 %
Tier 1 Leverage Ratio	56,300	9.4 %	23,999	4.0 %	29,999	5.0 %
Tier 1 Risk-Based Capital Ratio	56,300	12.7 %	26,544	6.0 %	35,392	8.0 %
Total Risk-Based Capital Ratio	61,839	14.0 %	35,392	8.0 %	44,240	10.0 %

The current and projected capital positions of the Company and the Bank and the impact of capital plans and long-term strategies are reviewed regularly by management. The Company policy is to maintain the Bank's ratios above the prescribed well-capitalized ratios at all times. Management believes that the Bank currently meets all its capital adequacy requirements.

**PLUMAS BANCORP AND SUBSIDIARY****NOTES TO CONSOLIDATED FINANCIAL STATEMENTS**

(Continued)

**13. OTHER EXPENSES**

Other expenses consisted of the following:

	Year Ended December 31,		
	2016	2015	2014
Outside service fees	\$2,105,000	\$2,003,000	\$2,042,000
Professional fees	608,000	707,000	583,000
Telephone and data communications	450,000	376,000	351,000
Advertising and promotion	366,000	305,000	282,000
Director compensation and retirement	348,000	300,000	298,000
Business development	344,000	332,000	279,000
Deposit insurance	285,000	362,000	387,000
Armored car and courier	248,000	234,000	224,000
Loan collection expenses	166,000	200,000	182,000
Stationery and supplies	119,000	105,000	122,000
Insurance	78,000	95,000	(9,000 )
Postage	40,000	41,000	45,000
Provision from change in OREO valuation	37,000	79,000	240,000
OREO expenses	(34,000 )	182,000	362,000
Gain on sale of other real estate	(60,000 )	(198,000 )	(101,000 )
Other operating expenses	309,000	309,000	182,000
Other non-interest expense	\$5,409,000	\$5,432,000	\$5,469,000

**14. INCOME TAXES**

The provision for income taxes for the years ended December 31, 2016, 2015 and 2014 consisted of the following:

<u>2016</u>	Federal	State	Total
Current	\$4,156,000	\$1,263,000	\$5,419,000
Deferred	(575,000 )	(85,000 )	(660,000 )



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Provision for income taxes \$3,581,000 \$1,178,000 \$4,759,000

<u>2015</u>	Federal	State	Total
Current	\$3,625,000	\$631,000	\$4,256,000
Deferred	(848,000 )	309,000	(539,000 )
Provision for income taxes	\$2,777,000	\$940,000	\$3,717,000

<u>2014</u>	Federal	State	Total
Current	\$1,863,000	\$58,000	\$1,921,000
Deferred	401,000	764,000	1,165,000
Provision for income taxes	\$2,264,000	\$822,000	\$3,086,000

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**PLUMAS BANCORP AND SUBSIDIARY****NOTES TO CONSOLIDATED FINANCIAL STATEMENTS**

(Continued)

**14. INCOME TAXES (Continued)**

Deferred tax assets (liabilities) consisted of the following:

	December 31,	
	2016	2015
Deferred tax assets:		
Allowance for loan losses	\$1,741,000	\$903,000
Deferred compensation	1,574,000	1,774,000
OREO valuation allowance	519,000	556,000
Premises and equipment	515,000	619,000
Unrealized loss on available-for-sale investment securities	682,000	30,000
Other	1,070,000	721,000
Total deferred tax assets	6,101,000	4,603,000
Deferred tax liabilities:		
Deferred loan costs	(1,628,000)	(1,436,000)
Other	(238,000)	(244,000)
Total deferred tax liabilities	(1,866,000)	(1,680,000)
Net deferred tax assets	\$4,235,000	\$2,923,000

Deferred tax assets and liabilities are recognized for the tax consequences of temporary differences between the reported amount of assets and liabilities and their tax bases. Deferred tax assets and liabilities are measured using enacted tax rates expected to apply to taxable income in the years in which those temporary differences are expected to be recovered or settled. The determination of the amount of deferred income tax assets which are more likely than not to be realized is primarily dependent on projections of future earnings, which are subject to uncertainty and estimates that may change given economic conditions and other factors. The realization of deferred income tax assets is assessed and a valuation allowance is recorded if it is "more likely than not" that all or a portion of the deferred tax asset will not be realized. "More likely than not" is defined as greater than a 50% chance. All available evidence, both positive and negative is considered to determine whether, based on the weight of that evidence, a valuation allowance is needed.

At December 31, 2016 total deferred tax assets were approximately \$6,101,000 and total deferred tax liabilities were approximately \$1,866,000 for a net deferred tax asset of \$4,235,000. The Company's deferred tax assets primarily relate timing differences in the tax deductibility of impairment charges on other real estate owned, depreciation on premises and equipment, the provision for loan losses and deferred compensation. Based upon our analysis of available evidence, management of the Company determined that it is "more likely than not" that all of our deferred income tax assets as of December 31, 2016 and 2015 will be fully realized and therefore no valuation allowance was recorded. On the consolidated balance sheet, net deferred tax assets are included in accrued interest receivable and other assets.

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**PLUMAS BANCORP AND SUBSIDIARY****NOTES TO CONSOLIDATED FINANCIAL STATEMENTS**

(Continued)

**14. INCOME TAXES (Continued)**

The provision for income taxes differs from amounts computed by applying the statutory Federal income tax rate to operating income before income taxes. The significant items comprising these differences consisted of the following:

	2016	2015	2014
Federal income tax, at statutory rate	34.0 %	34.0 %	34.0 %
State franchise tax, net of Federal tax effect	6.9 %	6.9 %	6.9 %
Interest on obligations of states and political subdivisions	(1.5 )%	(1.3 )%	(0.7 )%
Net increase in cash surrender value of bank owned life insurance	(0.9 )%	(1.2 )%	(1.5 )%
Other	0.4 %	0.6 %	0.7 %
Effective tax rate	38.9 %	39.0 %	39.4 %

The Company and its subsidiary file income tax returns in the U.S. federal and applicable state jurisdictions. The Company conducts all of its business activities in the states of Arizona, California, Nevada and Oregon. There are currently no pending U.S. federal, state, and local income tax or non-U.S. income tax examinations by tax authorities.

With few exceptions, the Company is no longer subject to tax examinations by U.S. Federal taxing authorities for years ended before December 31, 2013, and by state and local taxing authorities for years ended before December 31, 2012.

The unrecognized tax benefits and changes therein and the interest and penalties accrued by the Company as of or during the years ended December 31, 2016 and 2015 were not significant. The Company does not expect the total amount of unrecognized tax benefits to significantly increase or decrease in the next twelve months.

**15. RELATED PARTY TRANSACTIONS**

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During the normal course of business, the Company enters into transactions with related parties, including executive officers and directors. The following is a summary of the aggregate activity involving related party borrowers during 2016:

Balance, January 1, 2016	\$3,249,000
Disbursements	2,498,000
Amounts repaid	(3,511,000)
Balance, December 31, 2016	\$2,236,000
Undisbursed commitments to related parties, December 31, 2016	\$2,442,000

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**PLUMAS BANCORP AND SUBSIDIARY**

**NOTES TO CONSOLIDATED FINANCIAL STATEMENTS**

(Continued)

**16.EMPLOYEE BENEFIT PLANS**

Profit Sharing Plan

The Plumas Bank Profit Sharing Plan commenced April 1, 1988 and is available to employees meeting certain service requirements. Under the Plan, employees are able to defer a selected percentage of their annual compensation. Included under the Plan's investment options is the option to invest in Company stock. During 2016 and 2015, the Company's contribution consisted of a matching amount of 25% of the employee's contribution up to a total of 2% of the employee's compensation totaling \$114,000 and \$111,000, respectively. No contribution was made for the year ended December 31, 2014.

Salary Continuation and Retirement Agreements

Salary continuation and retirement agreements are in place for the Company's president, its current executive vice presidents, six members of the Board of Directors as well as five former executives and four former directors. Under these agreements, the directors and executives will receive monthly payments for periods ranging from ten to fifteen years, after retirement. The estimated present value of these future benefits is accrued over the period from the effective dates of the agreements until the participants' expected retirement dates. The expense recognized under these plans for the years ended December 31, 2016, 2015 and 2014 totaled \$269,000, \$258,000 and \$289,000, respectively. Accrued compensation payable under these plans totaled \$3,889,000 and \$3,973,000 at December 31, 2016 and 2015, respectively.

In connection with some of these agreements, the Bank purchased single premium life insurance policies with cash surrender values totaling \$12,528,000 and \$12,187,000 at December 31, 2016 and 2015, respectively. Income earned on these policies, net of expenses, totaled \$341,000, \$342,000 and \$341,000 for the years ended December 31, 2016, 2015 and 2014, respectively.



**PLUMAS BANCORP AND SUBSIDIARY****NOTES TO CONSOLIDATED FINANCIAL STATEMENTS**

(Continued)

**17. PARENT ONLY CONDENSED FINANCIAL STATEMENTS****CONDENSED BALANCE SHEETS****December 31, 2016 and 2015**

	2016	2015
<b>ASSETS</b>		
Cash and cash equivalents	\$281,000	\$849,000
Investment in bank subsidiary	59,840,000	56,295,000
Other assets	571,000	552,000
Total assets	\$60,692,000	\$57,696,000
<b>LIABILITIES AND SHAREHOLDERS' EQUITY</b>		
Other liabilities	\$13,000	\$15,000
Note payable	2,375,000	4,875,000
Junior subordinated deferrable interest debentures	10,310,000	10,310,000
Total liabilities	12,698,000	15,200,000
Shareholders' equity:		
Common stock	5,918,000	6,475,000
Retained earnings	43,048,000	36,063,000
Accumulated other comprehensive loss	(972,000 )	(42,000 )
Total shareholders' equity	47,994,000	42,496,000
Total liabilities and shareholders' equity	\$60,692,000	\$57,696,000

**CONDENSED STATEMENTS OF INCOME AND COMPREHENSIVE INCOME****For the Years Ended December 31, 2016, 2015 and 2014**



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	2016	2015	2014
<b>Income:</b>			
Dividends declared by bank subsidiary	\$3,500,000	\$4,000,000	\$2,500,000
Earnings from investment in Plumas Statutory Trusts I and II	10,000	9,000	9,000
<b>Total income</b>	<b>3,510,000</b>	<b>4,009,000</b>	<b>2,509,000</b>
<b>Expenses:</b>			
Interest on note payable	133,000	155,000	111,000
Interest on subordinated debenture	-	219,000	756,000
Interest on junior subordinated deferrable interest debentures	348,000	306,000	303,000
Other expenses	235,000	206,000	211,000
<b>Total expenses</b>	<b>716,000</b>	<b>886,000</b>	<b>1,381,000</b>
<b>Income before equity in undistributed income of subsidiary</b>	<b>2,794,000</b>	<b>3,123,000</b>	<b>1,128,000</b>
<b>Equity in undistributed income of subsidiary</b>	<b>4,390,000</b>	<b>2,353,000</b>	<b>3,111,000</b>
<b>Income before income taxes</b>	<b>7,184,000</b>	<b>5,476,000</b>	<b>4,239,000</b>
<b>Income tax benefit</b>	<b>290,000</b>	<b>342,000</b>	<b>499,000</b>
<b>Net income</b>	<b>\$7,474,000</b>	<b>\$5,818,000</b>	<b>\$4,738,000</b>
<b>Total comprehensive income</b>	<b>\$6,544,000</b>	<b>\$5,836,000</b>	<b>\$5,841,000</b>

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**PLUMAS BANCORP AND SUBSIDIARY****NOTES TO CONSOLIDATED FINANCIAL STATEMENTS**

(Continued)

**17. PARENT ONLY CONDENSED FINANCIAL STATEMENTS (Continued)****CONDENSED STATEMENTS OF CASH FLOWS****For the Years Ended December 31, 2016, 2015 and 2014**

	2016	2015	2014
Cash flows from operating activities:			
Net income	\$7,474,000	\$5,818,000	\$4,738,000
Adjustments to reconcile net income to net cash provided by operating activities:			
Undistributed income of subsidiary	(4,390,000)	(2,353,000)	(3,111,000)
Amortization of discount on debentures	-	45,000	159,000
Stock-based compensation expense	32,000	17,000	14,000
(Decrease) increase in other assets	(31,000 )	238,000	207,000
Decrease in other liabilities	(2,000 )	(7,000 )	(11,000 )
Net cash provided by operating activities	3,083,000	3,758,000	1,996,000
Cash flows from financing activities:			
Cash dividends paid on common stock	(489,000 )	-	-
Redemption of subordinated debt	-	(7,500,000)	-
Repurchase of common stock warrant	(862,000 )	-	-
Increase in note payable	-	4,000,000	-
Payment on note payable	(2,500,000)	(125,000 )	(2,000,000)
Proceeds from exercise of stock options	200,000	88,000	34,000
Net cash used in financing activities	(3,651,000)	(3,537,000)	(1,966,000)
(Decrease) increase in cash and cash equivalents	(568,000 )	221,000	30,000
Cash and cash equivalents at beginning of year	849,000	628,000	598,000
Cash and cash equivalents at end of year	\$281,000	\$849,000	\$628,000



**ITEM 9. CHANGES IN AND DISAGREEMENTS WITH ACCOUNTANTS ON ACCOUNTING AND FINANCIAL DISCLOSURE**

None.

**ITEM 9A. CONTROLS AND PROCEDURES**

As of the end of the period covered by this report, we conducted an evaluation, under the supervision and with the participation of our Chief Executive Officer and Chief Financial Officer, of our disclosure controls and procedures (as defined in Rules 13a-15(e) and 15d-15(e) under the Securities Exchange Act of 1934). Based on this evaluation, our Chief Executive Officer and Chief Financial Officer concluded that our disclosure controls and procedures are effective to ensure that information required to be disclosed by us in reports that we file or submit under the Exchange Act is recorded, processed, summarized and reported within the time periods specified in Securities and Exchange Commission rules and forms. There was no change in our internal control over financial reporting during our most recently completed fiscal quarter that has materially affected, or is reasonably likely to materially affect, our internal control over financial reporting.

**REPORT OF MANAGEMENT ON INTERNAL CONTROL OVER FINANCIAL REPORTING**

The management of Plumas Bancorp and subsidiary (the “Company”), is responsible for establishing and maintaining adequate internal control over financial reporting, as defined in Rules 13a-15(f) and 15d-15(f) under the Securities Exchange Act of 1934.

Management, including the undersigned Chief Executive Officer and Chief Financial Officer, assessed the effectiveness of our internal control over financial reporting presented in conformity with accounting principles generally accepted in the United States of America as of December 31, 2016. In conducting its assessment, management used the criteria established by the Committee of Sponsoring Organizations of the Treadway Commission in the 2013 Internal Control — Integrated Framework. Based on this assessment, management concluded that, as of December 31, 2016, our internal control over financial reporting was effective based on those criteria.

This annual report does not include an attestation report of the Company's independent registered public accounting firm regarding internal control over financial reporting. Management's report was not subject to attestation by the Company's independent registered public accounting firm pursuant to the rules of the Securities and Exchange Commission that permit the Company to provide only management's report in this annual report.

/s/ Andrew J. Ryback \_\_\_\_\_

Andrew J. Ryback

President and Chief Executive Officer

/s/ Richard L. Belstock \_\_\_\_\_

Richard L. Belstock

Executive Vice President and Chief Financial Officer

Dated: March 17, 2017

**ITEM 9B. OTHER INFORMATION**

None.

**PART III**

**ITEM 10. DIRECTORS, EXECUTIVE OFFICERS AND CORPORATE GOVERNANCE**

The information required by Item 10 can be found in Plumas Bancorp's Definitive Proxy Statement pursuant to Regulation 14A under the Securities Exchange Act of 1934, and is by this reference incorporated herein.

**ITEM 11. EXECUTIVE COMPENSATION**

The information required by Item 11 can be found in Plumas Bancorp's Definitive Proxy Statement pursuant to Regulation 14A under the Securities Exchange Act of 1934, and is by this reference incorporated herein.

**ITEM 12. SECURITY OWNERSHIP OF CERTAIN BENEFICIAL OWNERS AND MANAGEMENT AND RELATED STOCKHOLDER MATTERS**

The information required by Item 12 can be found in Plumas Bancorp's Definitive Proxy Statement pursuant to Regulation 14A under the Securities Exchange Act of 1934, and is by this reference incorporated herein.

**ITEM 13. CERTAIN RELATIONSHIPS AND RELATED TRANSACTIONS, AND DIRECTOR INDEPENDENCE**

The information required by Item 13 can be found in Plumas Bancorp's Definitive Proxy Statement pursuant to Regulation 14A under the Securities Exchange Act of 1934, and is by this reference incorporated herein.

**ITEM 14. PRINCIPAL ACCOUNTANT FEES AND SERVICES**

The information required by Item 14 can be found in Plumas Bancorp's Definitive Proxy Statement pursuant to Regulation 14A under the Securities Exchange Act of 1934, and is by this reference incorporated herein.

## PART IV

### ITEM 15. EXHIBITS AND FINANCIAL STATEMENT SCHEDULES

#### (a) Exhibits

The following documents are included or incorporated by reference in this Annual Report on Form 10K.

- 3.1 Articles of Incorporation as amended of Registrant included as exhibit 3.1 to the Registrant's Form S-4, File No. 333-84534, which is incorporated by reference herein.
- 3.2 Bylaws of Registrant as amended on March 16, 2011 included as exhibit 3.2 to the Registrant's Form 10-K for December 31, 2010, which is incorporated by this reference herein.
- 3.3 Amendment of the Articles of Incorporation of Registrant dated November 1, 2002, is included as exhibit 3.3 to the Registrant's 10-Q for September 30, 2005, which is incorporated by this reference herein.
- 3.4 Amendment of the Articles of Incorporation of Registrant dated August 17, 2005, is included as exhibit 3.4 to the Registrant's 10-Q for September 30, 2005, which is incorporated by this reference herein.
- 4 Specimen form of certificate for Plumas Bancorp included as exhibit 4 to the Registrant's Form S-4, File No. 333-84534, which is incorporated by reference herein.
- 10.1 Executive Salary Continuation Agreement of Andrew J. Ryback dated December 17, 2008, is included as exhibit 10.1 to the Registrant's 10-K for December 31, 2008, which is incorporated by this reference herein.
- 10.2 Split Dollar Agreement of Andrew J. Ryback dated August 23, 2005, is included as Exhibit 10.2 to the Registrant's 8-K filed on October 17, 2005, which is incorporated by this reference herein.
- 10.3 Subordinated Debenture dated April 15, 2013, is included as Exhibit 10.3 to the Registrant's 10-Q filed on May 10, 2013, which is incorporated by this reference herein.
- 10.4 Stock Purchase Warrant dated April 15, 2013, is included as Exhibit 10.4 to the Registrant's 10-Q filed on May 10, 2013, which is incorporated by this reference herein.
- 10.5 Subordinated Debenture Purchase Agreement dated April 15, 2013, is included as Exhibit 10.5 to the Registrant's 10-Q filed on November 7, 2013, which is incorporated by this reference herein.
- 10.6 Promissory Note Dated October 24, 2013, is included as Exhibit 10.6 to the Registrant's 10-Q filed on May 10, 2013, which is incorporated by this reference herein.



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- 10.8 Director Retirement Agreement of John Flournoy dated March 21, 2007, is included as Exhibit 10.8 to Registrant's 10-Q for March 31, 2007, which is incorporated by this reference herein.
- 10.9 Amendment to Salary Continuation Agreement of Andrew J. Ryback dated April 1, 2016, is included as Exhibit 10.1 to the Registrant's 8-K filed on April 4, 2016, which is incorporated by this reference herein.
- 10.10 Salary Continuation Agreement of Richard L. Belstock dated April 1, 2016, is included as Exhibit 10.2 to the Registrant's 8-K filed on April 4, 2016, which is incorporated by this reference herein.
- 10.11 Salary Continuation Agreement of Kerry D. Wilson dated April 1, 2016, is included as Exhibit 10.3 to the Registrant's 8-K filed on April 4, 2016, which is incorporated by this reference herein.
- 10.12 Salary Continuation Agreement of BJ North dated April 1, 2016, is included as Exhibit 10.4 to the Registrant's 8-K filed on April 4, 2016, which is incorporated by this reference herein.
- 10.13 Director Retirement Agreement of Steven M. Coldani dated December 21, 2016.  
\*

- 10.18 Amended and Restated Director Retirement Agreement of Daniel E. West dated May 10, 2000, is included as Exhibit 10.18 to the Registrant's 10-QSB for June 30, 2002, which is incorporated by this reference herein.
- 10.19 Consulting Agreement of Daniel E. West dated May 10, 2000, is included as Exhibit 10.19 to the Registrant's 10-QSB for June 30, 2002, which is incorporated by this reference herein.
- 10.21 Amended and Restated Director Retirement Agreement of Alvin G. Blickenstaff dated April 19, 2000, is included as Exhibit 10.21 to the Registrant's 10-QSB for June 30, 2002, which is incorporated by this reference herein.
- 10.22 Consulting Agreement of Alvin G. Blickenstaff dated May 8, 2000, is included as Exhibit 10.22 to the Registrant's 10-QSB for June 30, 2002, which is incorporated by this reference herein.
- 10.24 Amended and Restated Director Retirement Agreement of Gerald W. Fletcher dated May 10, 2000, is included as Exhibit 10.24 to the Registrant's 10-QSB for June 30, 2002, which is incorporated by this reference herein.
- 10.25 Consulting Agreement of Gerald W. Fletcher dated May 10, 2000, is included as Exhibit 10.25 to the Registrant's 10-QSB for June 30, 2002, which is incorporated by this reference herein.
- 10.27 Amended and Restated Director Retirement Agreement of Arthur C. Grohs dated May 9, 2000, is included as Exhibit 10.27 to the Registrant's 10-QSB for June 30, 2002, which is incorporated by this reference herein.
- 10.28 Consulting Agreement of Arthur C. Grohs dated May 9, 2000, is included as Exhibit 10.28 to the Registrant's 10-QSB for June 30, 2002, which is incorporated by this reference herein.
- 10.33 Amended and Restated Director Retirement Agreement of Terrance J. Reeson dated April 19, 2000, is included as Exhibit 10.33 to the Registrant's 10-QSB for June 30, 2002, which is incorporated by this reference herein.
- 10.34 Consulting Agreement of Terrance J. Reeson dated May 10, 2000, is included as Exhibit 10.34 to the Registrant's 10-QSB for June 30, 2002, which is incorporated by this reference herein.
- 10.41 Form of Indemnification Agreement (Plumas Bancorp) is included as Exhibit 10.41 to the Registrant's 10-Q for March 31, 2009, which is incorporated by this reference herein.
- 10.42 Form of Indemnification Agreement (Plumas Bank) is included as Exhibit 10.42 to the Registrant's 10-Q for March 31, 2009, which is incorporated by this reference herein.
- 10.43 Plumas Bank 401(k) Profit Sharing Plan as amended is included as exhibit 99.1 of the Form S-8 filed February 14, 2003, File No. 333-103229, which is incorporated by this reference herein.
- 10.47 2013 Stock Option Plan is included as exhibit 99.1 of the Form S-8 filed September 12, 2013, which is incorporated by this reference herein.
- 10.48 Specimen Form of Incentive Stock Option Agreement under the 2013 Stock Option Plan is included as exhibit 99.2 of the Form S-8 filed September 12, 2013, which is incorporated by this reference herein.

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- 10.49 Specimen Form of Nonqualified Stock Option Agreement under the 2013 Stock Option Plan is included as exhibit 99.3 of the Form S-8 filed September 12, 2013, which is incorporated by this reference herein.
- 10.51 First Amendment to Split Dollar Agreement of Andrew J. Ryback, is included as exhibit 10.51 to the Registrant's 10-K for December 31, 2008, which is incorporated by this reference herein.
- 10.64 First Amendment to the Plumas Bank Amended and Restated Director Retirement Agreement for Alvin Blickenstaff adopted on September 19, 2007, is included as Exhibit 10.64 to the Registrant's 8-K filed on September 25, 2007, which is incorporated by this reference herein.

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- 10.65 First Amendment to the Plumas Bank Amended and Restated Director Retirement Agreement for Arthur C. Grohs adopted on September 19, 2007, is included as Exhibit 10.65 to the Registrant's 8-K filed on September 25, 2007, which is incorporated by this reference herein.
- 10.66 Director Retirement Agreement of Robert McClintock, is included as Exhibit 10.66 to the Registrant's 10-K filed on March 23, 2012, which is incorporated by this reference herein.
- 10.67 First Amendment to the Plumas Bank Amended and Restated Director Retirement Agreement for Terrance J. Reeson adopted on September 19, 2007, is included as Exhibit 10.67 to the Registrant's 8-K filed on September 25, 2007, which is incorporated by this reference herein.
- 10.69 First Amendment to the Plumas Bank Amended and Restated Director Retirement Agreement for Daniel E. West adopted on September 19, 2007, is included as Exhibit 10.69 to the Registrant's 8-K filed on September 25, 2007, which is incorporated by this reference herein.
- 10.70 First Amendment to the Plumas Bank Amended and Restated Director Retirement Agreement for Gerald W. Fletcher adopted on October 9, 2007, is included as Exhibit 10.70 to the Registrant's 10-Q for September 30, 2007, which is incorporated by this reference herein.
- 11 Computation of per share earnings appears in the attached 10-K under Item 8 Financial Statements Plumas Bancorp and Subsidiary Notes to Consolidated Financial Statements as Footnote 12 – Shareholders' Equity.
- 21.01 Plumas Bank – California.
- 21.02 Plumas Statutory Trust I – Connecticut.
- 21.03 Plumas Statutory Trust II – Delaware.
- 23.01\* Independent Registered Public Accountant's Consent dated March 17, 2017.
- 31.1\* Rule 13a-14(a) [Section 302] Certification of Principal Financial Officer dated March 17, 2017.
- 31.2\* Rule 13a-14(a) [Section 302] Certification of Principal Executive Officer dated March 17, 2017.
- 32.1\* Certification of Principal Financial Officer pursuant to 18 U.S.C. Section 1350, As Adopted Pursuant to Section 906 of the Sarbanes-Oxley Act of 2002 dated March 17, 2017.
- 32.2\* Certification of Principal Executive Officer pursuant to 18 U.S.C. Section 1350, As Adopted Pursuant to Section 906 of the Sarbanes-Oxley Act of 2002 dated March 17, 2017.
- 101.INS\* XBRL Instance Document.
- 101.SCH\* XBRL Taxonomy Schema.
- 101.CAL\* XBRL Taxonomy Calculation Linkbase.

101.DEF\* XBRL Taxonomy Definition Linkbase.

101.LAB\* XBRL Taxonomy Label Linkbase.

101.PRE\* XBRL Taxonomy Presentation Linkbase.

\* Filed herewith

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## SIGNATURES

Pursuant to the requirements of Section 13 or 15(d) of the Securities Exchange Act of 1934, the Registrant has duly caused this report to be signed on its behalf by the undersigned, thereunto duly authorized.

### PLUMAS BANCORP

(Registrant)

Date: March 17, 2017

/s/ ANDREW J. RYBACK

Andrew J. Ryback,

President, Chief Executive Officer and Director

Pursuant to the requirements of the Securities Exchange Act of 1934, this report has been signed below by the following persons on behalf of the registrant and in the capacities and on the date indicated.

/s/ ANDREW J. RYBACK

Andrew J. Ryback,

President, Chief Executive Officer and Director

Dated: March 17, 2017

/s/ RICHARD L. BELSTOCK

Richard L. Belstock,

Executive Vice President and Chief Financial Officer

Dated: March 17, 2017

/s/ DANIEL E. WEST

Daniel E. West, *Director and Chairman of the Board*

Dated: March 17, 2017

/s/ TERRANCE J. REESON

Terrance J. Reeson, *Director and Vice Chairman of the Board*

Dated: March 17, 2017

/s/ W. E. ELLIOTT

William E. Elliott, *Director*

Dated: March 17, 2017

/s/ Steven M. Coldani

Steven M. Coldani, *Director*

Dated: March 17, 2017

/s/ GERALD W. FLETCHER

Dated: March 17, 2017

Gerald W. Fletcher, *Director*

/s/ JOHN FLOURNOY  
John Flournoy, *Director*

Dated: March 17, 2017

/s/ ROBERT J. MCCLINTOCK  
Robert J. McClintock, *Director*

Dated: March 17, 2017