

Bunge LTD
Form 10-Q
May 12, 2008

[QuickLinks](#) -- Click here to rapidly navigate through this document

UNITED STATES
SECURITIES AND EXCHANGE COMMISSION
WASHINGTON, D.C. 20549

FORM 10-Q

QUARTERLY REPORT PURSUANT TO SECTION 13 OR 15(d) OF THE SECURITIES EXCHANGE ACT OF 1934

For the quarterly period ended March 31, 2008

OR

TRANSITION REPORT PURSUANT TO SECTION 13 OR 15(d) OF THE SECURITIES EXCHANGE ACT OF 1934

For the transition period from _____ to _____

Commission File Number 001-16625

BUNGE LIMITED

(Exact name of registrant as specified in its charter)

Bermuda

(State or other jurisdiction of incorporation or organization)

98-0231912

(I.R.S. Employer Identification No.)

50 Main Street, White Plains, New York

(Address of principal executive offices)

10606

(Zip Code)

(914) 684-2800

(Registrant's telephone number, including area code)

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 is a large accelerated filer, an accelerated filer, a non-accelerated filer or a smaller reporting company. See the definitions of "large accelerated filer," "accelerated filer" and "smaller reporting company" in Rule 12b-2 of the Exchange Act. (Check one):

Large accelerated filer

Accelerated filer

Non-accelerated filer

Smaller reporting company

(Do not check if a smaller reporting company)

Indicate by check mark whether the registrant is a shell company (as defined in Rule 12b-2 of the Securities Exchange Act of 1934). Yes No

As of May 2, 2008 the number of common shares issued and outstanding of the registrant was:

Common shares, par value \$.01: 121,539,636

BUNGE LIMITED

Table of Contents

	<u>Page</u>	
PART I FINANCIAL INFORMATION		
Item 1	Financial Statements	
	Condensed Consolidated Statements of Income for the Three Months Ended March 31, 2008 and (as restated) 2007	2
	Condensed Consolidated Balance Sheets at March 31, 2008 and December 31, 2007	3
	Condensed Consolidated Statements of Cash Flows for the Three Months Ended March 31, 2008 and (as restated) 2007	4
	Notes to the Condensed Consolidated Financial Statements	5
	Cautionary Statement Regarding Forward-Looking Statements	18
Item 2	Management's Discussion and Analysis of Financial Condition and Results of Operations	18
Item 3	Quantitative and Qualitative Disclosures about Market Risk	32
Item 4	Controls and Procedures	34
PART II OTHER INFORMATION		
Item 1	Legal Proceedings	36
Item 1A	Risk Factors	36
Item 2	Unregistered Sales of Equity Securities and Use of Proceeds	36
Item 3	Defaults Upon Senior Securities	36
Item 4	Submission of Matters to a Vote of Security Holders	36
Item 5	Other Information	36
Item 6	Exhibits	36
	Signatures	37
	Exhibit Index	E-1

PART I FINANCIAL INFORMATION

Item 1. FINANCIAL STATEMENTS

BUNGE LIMITED AND SUBSIDIARIES

CONDENSED CONSOLIDATED STATEMENTS OF INCOME
(Unaudited)

(United States Dollars in Millions, except per share data)

	Three Months Ended March 31,	
	2008	(As Restated) 2007
Net sales	\$ 12,469	\$ 7,343
Cost of goods sold	(11,602)	(7,043)
Gross profit	867	300
Selling, general and administrative expenses	(402)	(265)
Interest income	48	31
Interest expense	(98)	(70)
Foreign exchange gains	7	29
Other income (expense) net	(3)	2
Income from operations before income tax	419	27
Income tax expense	(117)	(6)
Income from operations after income tax	302	21
Minority interest	(33)	(12)
Equity in earnings of affiliates	20	5
Net income	\$ 289	\$ 14
Convertible preference share dividends	(19)	(8)
Net income available to common shareholders	\$ 270	\$ 6
Earnings per common share basic (Note 14)	\$ 2.23	\$ 0.05
Earnings per common share diluted (Note 14)	\$ 2.10	\$ 0.05
Dividends per common share	0.17	0.16

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

BUNGE LIMITED AND SUBSIDIARIES
CONDENSED CONSOLIDATED BALANCE SHEETS
(Unaudited)

(United States Dollars in Millions, except share data)

	March 31, 2008	December 31, 2007
ASSETS		
Current assets:		
Cash and cash equivalents	\$ 723	\$ 981
Trade accounts receivable (less allowance of \$101 and \$97)	3,037	2,541
Inventories (Note 3)	6,512	5,924
Deferred income taxes	279	219
Other current assets (Note 4)	5,322	4,853
Total current assets	15,873	14,518
Property, plant and equipment, net	4,339	4,216
Goodwill (Note 5)	387	354
Other intangible assets, net	137	139
Investments in affiliates	800	706
Deferred income taxes	991	903
Other non-current assets	1,120	1,155
Total assets	\$ 23,647	\$ 21,991
LIABILITIES AND SHAREHOLDERS' EQUITY		
Current liabilities:		
Short-term debt	\$ 1,151	\$ 590
Current portion of long-term debt	520	522
Trade accounts payable	4,501	4,061
Deferred income taxes	251	166
Other current liabilities (Note 7)	3,806	3,495
Total current liabilities	10,229	8,834
Long-term debt	3,322	3,435
Deferred income taxes	149	149
Other non-current liabilities	949	876
Commitments and contingencies (Note 12)		
Minority interest in subsidiaries	715	752
Shareholders' equity:		
Mandatory convertible preference shares, par value \$.01; authorized, issued and outstanding: 2008 and 2007 862,500 (liquidation preference \$1,000 per share)	863	863
Convertible perpetual preference shares, par value \$.01; authorized, issued and outstanding: 2008 and 2007 6,900,000 (liquidation preference \$100 per share)	690	690
Common shares, par value \$.01; authorized 240,000,000 shares; issued and outstanding: 2008 121,521,529 shares, 2007 121,225,963 shares	1	1
Additional paid-in capital	2,789	2,760
Retained earnings	3,195	2,962

Edgar Filing: Bunge LTD - Form 10-Q

	March 31, 2008	December 31, 2007
Accumulated other comprehensive income	745	669
Total shareholders' equity	8,283	7,945
Total liabilities and shareholders' equity	\$ 23,647	\$ 21,991

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

BUNGE LIMITED AND SUBSIDIARIES

CONDENSED CONSOLIDATED STATEMENTS OF CASH FLOWS
(Unaudited)

(United States Dollars in Millions)

	Three Months Ended March 31,	
	2008	(As Restated) 2007
OPERATING ACTIVITIES		
Net income	\$ 289	\$ 14
Adjustments to reconcile net income to cash used for operating activities:		
Foreign exchange gain on debt	(160)	(34)
Impairment of assets	2	
Bad debt expense	40	5
Depreciation, depletion and amortization	108	86
Stock-based compensation expense	13	12
Recoverable taxes provision	(14)	
Deferred income taxes	(11)	(47)
Minority interest	33	12
Equity in earnings of affiliates	(20)	(5)
Changes in operating assets and liabilities, excluding the effects of acquisitions:		
Trade accounts receivable	(451)	(240)
Inventories	(480)	(151)
Prepaid commodity purchase contracts	18	(8)
Secured advances to suppliers	15	76
Trade accounts payable	356	216
Advances on sales	(20)	(37)
Unrealized net loss on derivative contracts	51	52
Margin deposits	(188)	(36)
Accrued liabilities	(3)	(42)
Other net	69	(55)
	<u>(353)</u>	<u>(182)</u>
INVESTING ACTIVITIES		
Payments made for capital expenditures	(148)	(84)
Investments in affiliates	(61)	(3)
Acquisitions of businesses (net of cash acquired)	(19)	(2)
Related party loans	(16)	(7)
Proceeds from disposal of property, plant and equipment	13	12
	<u>(231)</u>	<u>(84)</u>
FINANCING ACTIVITIES		
Net change in short-term debt with maturities of 90 days or less	165	(39)
Proceeds from short-term debt with maturities greater than 90 days	514	117
Repayments of short-term debt with maturities greater than 90 days	(125)	(150)
Proceeds from long-term debt	462	910
Repayment of long-term debt	(607)	(440)
Proceeds from sale of common shares	3	16
Dividends paid to preference shareholders	(22)	(9)
Dividends paid to common shareholders	(21)	(19)
Dividends paid to minority interest	(62)	(6)

Edgar Filing: Bunge LTD - Form 10-Q

	Three Months Ended March 31,	
	_____	_____
Cash provided by financing activities	307	380
Effect of exchange rate changes on cash and cash equivalents	19	6
	_____	_____
Net (decrease) increase in cash and cash equivalents	(258)	120
Cash and cash equivalents, beginning of period	981	365
	_____	_____
Cash and cash equivalents, end of period	\$ 723	\$ 485
	_____	_____

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

BUNGE LIMITED AND SUBSIDIARIES

NOTES TO THE CONDENSED CONSOLIDATED FINANCIAL STATEMENTS
(Unaudited)

1. BASIS OF PRESENTATION

The accompanying unaudited condensed consolidated financial statements of Bunge Limited and its subsidiaries (Bunge) have been prepared in accordance with accounting principles generally accepted in the United States of America (U.S. GAAP) for interim financial information and the instructions to Form 10-Q and Article 10 of Regulation S-X of the Securities Exchange Act of 1934, as amended (Exchange Act). Accordingly, they do not include all of the information and footnotes required by U.S. GAAP for complete financial statements. In the opinion of management, all adjustments (consisting of normal recurring adjustments) necessary for a fair presentation have been included. The consolidated balance sheet at December 31, 2007 has been derived from Bunge's audited financial statements at that date. Operating results for the three months ended March 31, 2008 are not necessarily indicative of the results to be expected for the year ending December 31, 2008. The financial statements should be read in conjunction with the audited consolidated financial statements and notes thereto for the year ended December 31, 2007 included in Bunge's 2007 Annual Report on Form 10-K filed with the Securities and Exchange Commission (SEC) on March 3, 2008.

Restatements Subsequent to the issuance of the Quarterly Report on Form 10-Q for the period ended March 31, 2007 and as disclosed in Bunge's 2007 Annual Report on Form 10-K, Bunge corrected errors in its previously issued 2007 unaudited quarterly condensed consolidated financial statements. The errors, which resulted in an overstatement of net sales and costs of goods sold, had no effect on Bunge's previously reported volumes, gross profit, net income or earnings per common share. As a result, amounts for the three months ended March 31, 2007 contained in this Quarterly Report on Form 10-Q have been restated. See Note 15 to the condensed consolidated financial statements.

Bunge also re-evaluated the classification of two employee benefit plans in Brazil and concluded that such plans should be properly disclosed as a multiple employer pension plan and a postretirement healthcare plan. Bunge included such amounts under the headings "Foreign Pension Benefits" and "Foreign Postretirement Healthcare Benefits." This correction did not have an effect on Bunge's consolidated balance sheet at December 31, 2007, or its condensed consolidated statements of income and cash flows for the three months ended March 31, 2007.

In addition, in connection with an increase in short-term borrowings with original maturities greater than 90 days, Bunge has now presented on a gross basis certain short-term borrowings which had been presented on a net basis in its condensed consolidated statement of cash flows for the three months ended March 31, 2007.

Reclassifications Certain reclassifications were made to the prior period condensed consolidated financial statements to conform to the current period presentation.

2. NEW ACCOUNTING PRONOUNCEMENTS

Adoption of New Accounting Pronouncements In 2006, the Financial Accounting Standards Board (FASB) issued Statement of Financial Accounting Standards (SFAS) No. 157, *Fair Value Measurements* (SFAS No. 157). SFAS No. 157 defines fair value, provides enhanced guidance for using fair value to measure assets and liabilities under current U.S. GAAP standards and expands the disclosure of the methods used and the effect of fair value measurements on earnings. SFAS No. 157 applies whenever other U.S. GAAP standards require (or permit) assets or liabilities to be measured at fair value. SFAS No. 157 does not expand the use of fair value in any new circumstances. SFAS No. 157 became effective for Bunge on January 1, 2008. In February 2008, the FASB issued FASB Staff Position FAS 157-1, *Application of SFAS No. 157 to SFAS No. 13 and Its Related Interpretative Accounting Pronouncements that Address Leasing Transactions* (FSP FAS 157-1) and FASB Staff Position FAS 157-2, *Effective Date of SFAS No. 157* (FSP FAS 157-2). FSP FAS 157-1 excludes SFAS No. 13, *Accounting for Leases*, and its related interpretive accounting pronouncements that address leasing transactions, with the exception of fair value measurements of assets and liabilities recorded as a result of a lease transaction but measured pursuant to other pronouncements within the scope of SFAS No. 157. FSP FAS 157-2 delays the effective date of SFAS No. 157 for all non-financial assets and non-financial liabilities, except those that are recognized or disclosed at fair value in the financial statements on a recurring basis (at least annually). FSP FAS 157-1 and FSP FAS 157-2 became effective

Edgar Filing: Bunge LTD - Form 10-Q

for Bunge upon adoption of SFAS No. 157 on January 1, 2008. See Note 8 to the condensed consolidated financial statements.

In 2006, the FASB issued SFAS No. 158, *Employer's Accounting for Defined Benefit Pension and Other Postretirement Plans, an amendment of FASB Statements No. 87, 88, 106 and 132(R)* (SFAS No. 158). SFAS No. 158 amends SFAS No. 87, *Employer's Accounting for Pensions*, SFAS No. 88, *Employer's Accounting for Settlements and Curtailments of Defined Benefit Pension Plans and for Termination Benefits*, SFAS No. 106, *Employer's Accounting for Postretirement Benefits Other Than Pensions*, and SFAS No. 132(R), *Employer's Disclosures about Pensions and Other Postretirement Benefits*. SFAS No. 158 requires an entity which sponsors defined postretirement benefit plans to: (1) recognize in its statement of financial position the funded status of a defined benefit postretirement plan, (2) measure a defined benefit postretirement plan's assets and obligations that determine its funded status as of the end of the employer's fiscal year and (3) recognize changes in the funded status of a defined benefit postretirement plan in comprehensive income in the year in which the changes occur. On December 31, 2006, Bunge adopted the recognition and disclosure provisions of SFAS No. 158. The requirement to measure a defined benefit postretirement plan assets and benefit obligations as of the date of the employer's fiscal year-end statement of financial position is effective for fiscal years ending after December 15, 2008, and as a result of the adoption of this measurement provision on January 1, 2008, Bunge recorded approximately \$4 million as a reduction to retained earnings to reflect the transition period of the new measurement date.

In 2007, the FASB issued SFAS No. 159, *The Fair Value Option for Financial Assets and Financial Liabilities* (SFAS No. 159), which permits an entity to measure certain financial assets and financial liabilities at fair value. Pursuant to SFAS No. 159, entities that elect the fair value alternative will report unrealized gains and losses in earnings at each subsequent reporting date. The fair value alternative may be elected on an instrument-by-instrument basis, with a few exceptions, as long as it is applied to the instrument in its entirety. The fair value alternative election is irrevocable, unless a new election date occurs. Assets and liabilities that are measured at fair value must be displayed on the face of the balance sheet. SFAS No. 159 is effective as of January 1, 2008. Bunge has not elected to measure financial assets or liabilities at fair value which previously had not been recorded at fair value.

New Accounting Pronouncements In March 2008, the FASB issued SFAS No. 161, *Disclosures About Derivative Instruments and Hedging Activities* an amendment of *FASB Statement No. 133* (SFAS No. 161), which amends SFAS No. 133, *Accounting for Derivative Instruments and Hedging Activities*, by requiring expanded disclosures about a company's derivative instruments and hedging activities, including increased qualitative, quantitative, and credit-risk disclosures, but does not change the scope or accounting of SFAS No. 133. SFAS No. 161 also amends SFAS No. 107, *Disclosures about Fair Value of Financial Instruments*, to clarify that derivative instruments are subject to the concentration-of-credit-risk disclosures of SFAS No. 107. SFAS No. 161 is effective for financial statements issued for fiscal years and interim periods beginning after November 15, 2008, with early adoption permitted. Bunge is evaluating the provisions of SFAS No. 161 to determine the potential impact, if any, the adoption will have on its consolidated financial statements.

In April 2008, the FASB issued FASB Staff Position (FSP) No. FAS 142-3, *Determination of the Useful Life of Intangible Assets*. The FSP amends the factors that should be considered in developing renewal or extension assumptions used to determine the useful life of a recognized intangible asset under SFAS No.142, *Goodwill and Other Intangible Assets*. The FSP is effective for financial statements issued for fiscal years beginning after December 15, 2008, and interim periods within those fiscal years. Bunge is currently evaluating the impact FSP 142-3 will have on its consolidated financial statements.

3. INVENTORIES

Inventories consist of the following:

(US\$ in millions)	March 31, 2008	December 31, 2007
Agribusiness Readily marketable inventories at market value (1)	\$ 3,609	\$ 3,358
Fertilizer	1,311	924
Edible oils	521	419
Milling	313	176
Other (2)	758	1,047
	<hr/>	<hr/>
Total	\$ 6,512	\$ 5,924
	<hr/>	<hr/>

Edgar Filing: Bunge LTD - Form 10-Q

- (1) Readily marketable inventories are agricultural commodities inventories that are readily convertible to cash because of their commodity characteristics, widely available markets and international pricing mechanisms.
- (2) Agribusiness inventories carried at lower of cost or market.

4. OTHER CURRENT ASSETS

Other current assets consist of the following:

(US\$ in millions)	March 31, 2008	December 31, 2007
Prepaid commodity purchase contracts	\$ 417	\$ 429
Secured advances to suppliers (1)	370	382
Unrealized gain on derivative contracts	2,813	2,320
Recoverable taxes (2)	306	368
Margin deposits	496	309
Other	920	1,045
Total	\$ 5,322	\$ 4,853

- (1) Bunge provides cash advances to suppliers, which primarily are farmers of soybeans and other agricultural commodities, primarily in Brazil, to finance a portion of the suppliers' production costs. The advances are generally collateralized by physical assets of the suppliers, carry a local market interest rate and settle when the farmer's crop is harvested and sold. Secured advances to suppliers are stated at the original value of the advance plus accrued interest, less allowances for uncollectible advances. In addition to the current secured advances, Bunge has long-term secured advances to suppliers, primarily farmers in Brazil, in the amount of \$390 million and \$379 million at March 31, 2008 and December 31, 2007 respectively. The repayment terms of the long-term secured advances generally range from two to three years. Included in the long-term secured advances to suppliers are advances that were renegotiated from their original terms, equal to an aggregate of \$48 million at both March 31, 2008 and at December 31, 2007 mainly due to crop failures. These renegotiated advances are generally collateralized by a farmer's future crops and a mortgage on the land, buildings and equipment. Also included in long-term secured advances to suppliers are advances for which we have initiated legal action to collect the outstanding balance, equal to an aggregate of \$252 million and \$245 million at March 31, 2008 and December 31, 2007, respectively. Collections being pursued through legal action largely reflect loans made for the 2005 and 2006 crops. The allowance for uncollectible advances totaled \$83 million and \$52 million at March 31, 2008 and December 31, 2007, respectively. Interest earned on secured advances to suppliers of \$13 million and \$17 million for the three months ended March 31, 2008 and 2007, respectively, is included in net sales in the consolidated statements of income.
- (2) In addition, Bunge has a recoverable taxes balance of \$183 million and \$191 million at March 31, 2008 and December 31, 2007, respectively, in other non-current assets in the condensed consolidated balance sheets. The balance of current and non-current recoverable taxes is net of the allowance for recoverable taxes of \$129 million and \$135 million at March 31, 2008 and December 31, 2007, respectively.

5. GOODWILL

At March 31, 2008, the changes in the carrying value of goodwill by segment are as follows:

(US\$ in millions)	Agribusiness	Edible Oil Products	Milling Products	Total
Balance, December 31, 2007	\$ 318	\$ 27	\$ 9	\$ 354
Acquired goodwill (1)	7	21		28
Foreign exchange translation	4	6		10
Tax benefit on goodwill amortization (2)	(5)			(5)
Balance March 31, 2008	\$ 324	\$ 54	\$ 9	\$ 387

Edgar Filing: Bunge LTD - Form 10-Q

(US\$ in millions)	Agribusiness	Edible Oil Products	Milling Products	Total
<hr/>	<hr/>	<hr/>	<hr/>	<hr/>
<hr/>	<hr/>	<hr/>	<hr/>	<hr/>

- (1) In the three months ended March 31, 2008, Bunge acquired a European margarine producer based in Germany for a purchase price of approximately \$31 million, which consisted

Edgar Filing: Bunge LTD - Form 10-Q

of \$25 million in cash and \$6 million of assumed debt. Assets and liabilities acquired consisted of \$6 million of cash and \$4 million of other net assets. As of March 31, 2008, Bunge had not completed the purchase price allocation valuation of the acquired assets and liabilities and has preliminarily recorded \$21 million of goodwill in its edible oil products segment related to this acquisition. In addition, Bunge recorded an additional \$7 million of goodwill as a result of a resolution of a contingency in the purchase price relating to its 2007 sugarcane and ethanol mill acquisition.

- (2) Bunge's Brazilian subsidiary's tax deductible goodwill is in excess of its book goodwill. For financial reporting purposes, the tax benefits attributable to the excess tax goodwill are first used to reduce recorded goodwill and then to reduce intangible assets prior to recognizing any income tax benefit in the condensed consolidated statements of income.

6. INVESTMENTS IN AFFILIATES

In the three months ended March 31, 2008, Bunge invested \$61 million in cash for a 50% ownership interest in its joint venture Bunge Maroc Phosphore S.A. The joint venture was formed to produce fertilizers in Morocco for export primarily to markets in Latin America. Bunge Maroc Phosphore S.A. is accounted for under the equity method of accounting.

7. OTHER CURRENT LIABILITIES

Other current liabilities consist of the following:

(US\$ in millions)	March 31, 2008	December 31, 2007
Accrued liabilities	\$ 994	\$ 1,071
Unrealized loss on derivative contracts	2,290	2,023
Advances on sales	367	367
Other	155	34
Total	\$ 3,806	\$ 3,495

8. FINANCIAL INSTRUMENTS

Adoption of SFAS No. 157, Fair Value Measurements Effective January 1, 2008, Bunge adopted SFAS No. 157, which provides a framework for measuring fair value. SFAS No. 157 also eliminates the deferral of gains and losses at inception associated with certain derivative contracts whose fair value was not evidenced by observable market data. SFAS No. 157 requires that the impact of this change in accounting for derivative contracts be recorded as an adjustment to opening retained earnings in the period of adoption. Bunge did not have any deferred gains or losses at inception of derivative contracts and therefore no adjustment to opening retained earnings was made upon adoption of SFAS No. 157.

SFAS No. 157 defines fair value as the price that would be received for an asset or paid to transfer a liability (an exit price) in Bunge's principal or most advantageous market for the asset or liability in an orderly transaction between market participants on the measurement date.

Bunge determines the fair market values of its readily marketable inventories, derivative contracts, and certain other assets based on the fair value hierarchy established in SFAS No. 157, which requires an entity to maximize the use of observable inputs and minimize the use of unobservable inputs when measuring fair value. Observable inputs are inputs that reflect the assumptions market participants would use in pricing the asset or liability developed based on market data obtained from sources independent of the reporting entity. Unobservable inputs are inputs that reflect Bunge's own assumptions based on market data and on assumptions that market participants would use in pricing the asset or liability developed based on the best information available in the circumstances. The standard describes three levels within its hierarchy that may be used to measure fair value.

Level 1: Quoted prices (unadjusted) in active markets for identical assets or liabilities. Level 1 assets and liabilities include exchange-traded derivative contracts.

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

Edgar Filing: Bunge LTD - Form 10-Q

market data for substantially the full term of the assets or liabilities. Level 2 assets and liabilities include derivative contracts with quoted prices that are traded less frequently than exchange-traded instruments and derivative contracts whose value is determined using a pricing model with inputs that are observable in the market or can be derived principally from or corroborated by observable market data. Bunge's Level 2 fair value measurements primarily consist of over-the-counter (OTC) commodity purchase and sales contracts and other OTC derivatives.

Level 3: Unobservable inputs that are supported by little or no market activity and that are a significant component of the fair value of the assets or liabilities. In evaluating the significance of fair value inputs, Bunge gives consideration to items that individually, or when aggregated with other inputs, generally represent more than 10% of the fair value of the assets or liabilities. For such identified inputs, judgments are required when evaluating both quantitative and qualitative factors in the determination of significance for purposes of fair value level classification and disclosure. Level 3 assets and liabilities include assets and liabilities whose value is determined using pricing models, discounted cash flow methodologies, or similar techniques, as well as assets and liabilities for which the determination of fair value requires significant management judgment or estimation.

The following table sets forth by level Bunge's assets and liabilities that were accounted for at fair value on a recurring basis as of March 31, 2008. Pursuant to FSP No. FAS 157-2, *Effective Date of FASB Statement No. 157*, Bunge will delay the adoption of SFAS No. 157 for its nonfinancial assets and liabilities that are recognized on a nonrecurring basis, including goodwill and intangibles and asset retirement obligations. As required by SFAS No. 157, assets and liabilities are classified in their entirety based on the lowest level of input that is a significant component of the fair value measurement. The lowest level of input is considered Level 3. Bunge's assessment of the significance of a particular input to the fair value measurement requires judgment, and may affect the classification of fair value assets and liabilities within the fair value hierarchy levels.

March 31, 2008

Fair Value Measurements at Reporting Date Using				
(US\$ in millions)	Quoted Prices in Active Markets for Identical Assets (Level 1)	Significant Other Observable Inputs (Level 2)	Significant Unobservable Inputs (Level 3)	Total
<i>Assets:</i>				
Readily marketable inventories (Note 3)	\$	\$ 3,435	\$ 174	\$ 3,609
Derivative assets	12	2,648	153	2,813
Other assets (1)	29	364		393
Total assets	\$ 41	\$ 6,447	\$ 327	\$ 6,815
<i>Liabilities:</i>				
Derivative liabilities	\$ 46	\$ 2,116	\$ 128	\$ 2,290
Total liabilities	\$ 46	\$ 2,116	\$ 128	\$ 2,290

(1) Other assets include primarily the fair values of firm commitments for the use of ocean vessels under time charter agreements. These firm commitments are hedged by derivative instruments which are designated as fair value hedges.

Derivatives Exchange-traded futures and options contracts are valued based on unadjusted quoted prices in active markets and are classified within Level 1. Bunge's forward commodity purchase and sale contracts are classified as derivatives along with other over-the-counter (OTC) instruments relating primarily to freight, energy and foreign exchange. Bunge estimates fair market values based on exchange-quoted prices, adjusted for differences in local markets. These differences are generally valued using inputs from broker or dealer quotations, or market transactions in either the listed or OTC markets. In such cases, these derivative contracts are

Edgar Filing: Bunge LTD - Form 10-Q

classified within Level 2. Changes in the fair market values of these contracts are recognized in the consolidated financial statements as a component of cost of goods sold, foreign exchange gain or loss or other comprehensive income.

OTC derivative contracts include swaps, options and structured transactions that are valued at fair value and may be offset with similar positions in exchange-traded markets. The fair values of OTC derivative instruments are determined using quantitative models that require the use of multiple market inputs including quoted prices for similar assets or liabilities in active markets, quoted prices for identical or similar assets or liabilities in markets which are not highly active, other observable inputs relevant to the asset or liability, and market inputs corroborated by correlation of other means. These valuation models include inputs such as interest rates, prices and indices to generate continuous yield or pricing curves and volatility factors. Where observable inputs are available for substantially the full term of the asset or liability, the instrument is categorized in Level 2. Certain OTC derivatives trade in less active markets with

Edgar Filing: Bunge LTD - Form 10-Q

less availability of pricing information and certain structured transactions can require internally-developed model inputs that might not be observable in or corroborated by the market. When unobservable inputs have a significant impact on the measurement of fair value, the instrument is categorized in Level 3.

Readily marketable inventories Bunge's readily marketable commodity inventories are valued at estimated fair market values. These commodities are readily marketable, have quoted market prices and may be sold without significant additional processing. Bunge estimates fair market values based on exchange-quoted prices, adjusted for differences in local markets. Changes in the fair market values of these inventories are recognized in our consolidated statements of income as a component of cost of goods sold.

Readily marketable inventories are valued based on the fair values of the commodities, including exchange quotations, broker or dealer quotations, or market transactions in either listed or OTC markets. In such cases, the inventory is classified within Level 2. Certain inventories may utilize significant management judgment or estimation to measure fair value. In such cases, the inventory is classified as Level 3.

If Bunge used different methods or factors to estimate fair market values, amounts reported as unrealized gains and losses on derivative contracts and readily marketable inventories in the consolidated balance sheets and consolidated statements of income could differ. Additionally, if market conditions change subsequent to the reporting date, amounts reported in future periods as unrealized gains and losses on derivative contracts and readily marketable inventories in the consolidated balance sheets and consolidated statements of income could differ.

Level 3 Valuation Bunge's assessment of the significance of a particular input to the fair value measurement requires judgment and may affect the classification of assets and liabilities within the fair value hierarchy. In evaluating the significance of fair value inputs, Bunge gives consideration to items that individually, or when aggregated with other inputs, generally represent more than 10% of the fair value of the assets or liabilities. For such identified inputs, judgments are required when evaluating both quantitative and qualitative factors in the determination of significance for purposes of fair value level classification and disclosure. Because of differences in the availability of market prices and market liquidity over their terms, inputs for some assets and liabilities may fall into any one of the three levels in the fair value hierarchy or some combination thereof. While SFAS No. 157 requires Bunge to classify these assets and liabilities in the lowest level in the hierarchy for which inputs are significant to the fair value measurement, a portion of that measurement may be determined using inputs from a higher level in the hierarchy.

Transfers in and/or out of Level 3 represent existing assets or liabilities that were either previously categorized as a higher level for which the inputs to the model became unobservable or assets and liabilities that were previously classified as Level 3 for which the lowest significant input became observable during the period. There were no transfers in or out of Level 3 during the period.

Level 3 Derivatives The fair values of Level 3 derivative instruments are estimated using pricing information from less active markets. Level 3 derivative instruments utilize both market observable and unobservable inputs within the fair value measurements. These inputs include commodity prices, price volatility factors, interest rates, volumes and locations.

Level 3 Readily marketable inventories Readily marketable inventories are considered Level 3 when at least one significant assumption or input is unobservable. These assumptions or inputs include exchange quotes and certain management estimations regarding local markets.

The table below presents a reconciliation for all assets and liabilities measured at fair value on a recurring basis using significant unobservable inputs (Level 3) during 2008. Level 3 instruments presented in the table include readily marketable inventories and derivatives, which were carried at fair value prior to the adoption of SFAS 157. These instruments were valued using pricing models that, in management's judgment, reflect the assumptions a marketplace participant would use at March 31, 2008.

Edgar Filing: Bunge LTD - Form 10-Q

Level 3 Instruments:

Fair Value Measurements			
(US\$ in millions)	Derivatives, Net (1)	Readily Marketable Inventories	Total
Balance, January 1, 2008	\$ 107	\$ 133	\$ 240
Total gains and losses (realized/unrealized)			
Included in cost of goods sold	44	41	85
Purchases, issuances and settlements	(126)		(126)
Transfers in/out of Level 3			
Balance, March 31, 2008	\$ 25	\$ 174	\$ 199

(1) Derivatives, net include Level 3 derivative assets and liabilities.

The table below summarizes changes in unrealized gains or losses recorded in earnings during 2008 for Level 3 assets and liabilities that were held at March 31, 2008.

Fair Value Measurements			
(US\$ in millions)	Derivatives, Net (1)	Readily Marketable Inventories	Total
Changes in unrealized gains and losses relating to assets and liabilities held at March 31, 2008:			
Cost of goods sold	\$ (37)	\$ 61	\$ 24

(1) Derivatives, net include Level 3 derivative assets and liabilities.

Interest rate derivatives The interest rate swaps used by Bunge as hedging instruments have been recorded at fair value in the consolidated balance sheets with changes in fair value recorded currently in earnings. Additionally, the carrying amount of the associated debt is adjusted through earnings for changes in the fair value due to changes in interest rates. Ineffectiveness, as defined in SFAS No. 133, is recognized to the extent that these two adjustments do not offset. The derivatives Bunge enters into for hedge purposes are assumed to be perfectly effective under the shortcut method of SFAS No. 133. The differential to be paid or received based on changes in interest rates is recorded as an adjustment to interest expense. The interest rate differential on the swaps settles in cash every six months until expiration.

In January 2008, Bunge terminated its outstanding interest rate swap agreements with a notional amount of \$1,150 million maturing in 2014, 2015 and 2017 and received approximately \$49 million in cash, of which a gain of \$48 million on the net settlement of the swap agreements will be amortized to earnings over the remaining term of the debt.

Foreign exchange derivatives Bunge uses net investment hedges to offset the translation adjustments arising from remeasuring its investment in its Brazilian subsidiaries. For derivative instruments that are designated and qualify as net investment hedges, Bunge records the effective portion of the gain or loss on the derivative instruments in accumulated other comprehensive income (loss). At

Edgar Filing: Bunge LTD - Form 10-Q

March 31, 2008 and December 31, 2007, Bunge had outstanding cross currency swaps with a notional value of \$76 million for both periods to hedge its net investment in Brazilian assets. Bunge pays Brazilian *reais* and receives U.S. dollars using fixed interest rates, offsetting the translation adjustment of its net investment in Brazilian *reais* assets. The swaps mature in 2008. At March 31, 2008, the fair value of these currency swaps was a loss of \$17 million, which was recorded in other current liabilities in the consolidated balance sheet. At December 31, 2007, the fair value of these currency swaps was a loss of \$17 million. For the three months ended March 31, 2008, no amount was recorded as an offset against foreign exchange translation adjustment in accumulated other comprehensive income (loss) that related to the change in the fair value of the outstanding net investment hedges.

9. LONG-TERM DEBT

During the three months ended March 31, 2008, Bunge entered into a \$250 million term loan facility with a lending institution. The term loan bears interest at a fixed rate of 4.33% per year and matures in 2011. Bunge used the proceeds of \$250 million from this facility to repay outstanding indebtedness.

In addition, in the three months ended March 31, 2008, Bunge entered into a \$650 million, three-year revolving credit facility with a number of lending institutions. Borrowings under the revolving credit facility will bear interest at LIBOR plus 0.80% based on Bunge's current credit ratings. However, the interest rate may range from LIBOR plus 0.65% to 1.50% based on the credit ratings of Bunge's long-term unsecured debt at the time of borrowing. Borrowings under the facility, which matures in 2011, will be used for general corporate purposes. There were no borrowings outstanding under this facility at March 31, 2008.

10. RELATED PARTY TRANSACTIONS

Bunge purchased soybeans, related soybean commodity products and other commodity products from its unconsolidated joint ventures (primarily its North American joint ventures), which totaled \$232 million and \$136 million for the three months ended March 31, 2008 and 2007, respectively. Bunge also sold soybean commodity products and other commodity products to its North American and certain European joint ventures, which totaled \$54 million and \$35 million for the three months ended March 31, 2008 and 2007, respectively. Bunge believes these transactions were recorded at values similar to those with third parties.

11. EMPLOYEE BENEFIT PLANS

In 2007, Bunge re-evaluated the classification of two employee benefit plans in Brazil and concluded that such plans should be properly disclosed as a multiple employer pension plan and a postretirement healthcare plan. Bunge included such amounts under the headings "Foreign Pension Benefits" and "Foreign Postretirement Healthcare Benefits." This correction did not have an effect on Bunge's consolidated balance sheet at December 31, 2007 or its consolidated statements of income and cash flows for the three months ended March 31, 2007.

In addition, in the three months ended March 31, 2008, Bunge recorded a \$20 million accumulated benefit obligation related to certain postretirement medical costs required to be paid by employers under Brazilian law as a result of recent court decisions which have impacted employer interpretations of the related laws and regulations.

(US\$ in millions)	U.S.-Pension Benefits Three Months Ended March 31,		Foreign-Pension Benefits Three Months Ended March 31,	
	2008	2007	2008	2007
Service cost	\$ 3	\$ 3	\$ 1	\$ 1
Interest cost	5	5	9	8
Expected return on plan assets	(5)	(5)	(9)	(10)
Recognized prior service cost				
Recognized net loss		1		
Net periodic benefit cost	\$ 3	\$ 4	\$ 1	\$ (1)

(US\$ in millions)	U.S.-Postretirement Benefits Three Months Ended March 31,		Foreign-Postretirement Benefits Three Months Ended March 31,	
	2008	2007	2008	2007
Service cost	\$	\$	\$	\$
Interest cost			1	2

Edgar Filing: Bunge LTD - Form 10-Q

	U.S.-Postretirement Benefits		Foreign-Postretirement Benefits	
	Three Months Ended March 31.		Three Months Ended March 31.	
Expected return on plan assets				
Recognized net loss				3
Net periodic benefit cost	\$	\$	\$ 1	\$ 5

Edgar Filing: Bunge LTD - Form 10-Q

In the three months ended March 31, 2008, Bunge made contributions to its U.S. and foreign defined benefit pension plans totaling approximately \$3 million and \$2 million, respectively. In the three months ended March 31, 2007, Bunge made contributions to its U.S. and foreign defined benefit pension plans totaling approximately \$1 million and \$2 million, respectively. In the three months ended March 31, 2008 and 2007, Bunge made contribution payments totaling approximately \$1 million to its U.S. and approximately \$1 million to its foreign postretirement benefit plans in each period.

12. COMMITMENTS AND CONTINGENCIES

Bunge is party to a large number of claims and lawsuits, primarily tax and labor claims in Brazil, arising in the normal course of business. Bunge records liabilities related to its general claims and lawsuits when the exposure item becomes probable and can be reasonably estimated. After taking into account the liabilities recorded for the foregoing matters, management believes that the ultimate resolution of such matters will not have a material adverse effect on Bunge's financial condition, results of operations or liquidity. Included in other non-current liabilities at March 31, 2008 and December 31, 2007 are the following accrued liabilities:

(US\$ in millions)	March 31, 2008	December 31, 2007
Tax claims	\$ 182	\$ 175
Labor claims	158	103
Civil and other claims	130	81
Total	\$ 470	\$ 359

Tax Claims The tax claims relate principally to claims against Bunge's Brazilian subsidiaries, including primarily value-added tax claims. The determination of the manner in which various Brazilian federal, state and municipal taxes apply to the operations of Bunge is subject to varying interpretations arising from the complex nature of Brazilian tax law.

Labor Claims The labor claims relate principally to claims against Bunge's Brazilian subsidiaries. The labor claims primarily relate to dismissals, severance, health and safety, salary adjustments and supplementary retirement benefits.

Civil and Other The civil and other claims relate to various disputes with suppliers and customers.

In addition, Bunge is evaluating potential costs relating to crude sunflower oil supplied to Bunge by third parties and sold by Bunge in Europe that has been subject to a withdrawal from the market due to non-conformity. Bunge does not expect the withdrawal to have a material adverse effect on its financial condition or results of operations.

Guarantees Bunge has issued or was a party to the following guarantees at March 31, 2008:

(US\$ in millions)	Maximum Potential Future Payments
Operating lease residual values (1)	\$ 30
Unconsolidated affiliates financing (2)	14
Customer financing (3)	246
Total	\$ 290

- (1) Prior to January 1, 2003, Bunge entered into synthetic lease agreements for barges and railcars originally owned by Bunge and subsequently sold to third parties. The leases are classified as operating leases in accordance with SFAS No. 13, *Accounting for Leases*. Any gains on the sales were deferred and recognized ratably over the initial lease terms. Bunge has the option under each lease to purchase the barges or railcars at fixed amounts, based on estimated fair values or to sell the assets. If Bunge elects to sell, it will receive proceeds up to fixed amounts specified in the agreements. If the proceeds of such sales are less than the specified fixed amounts, Bunge would be obligated under a guarantee to pay supplemental rent for the deficiency in proceeds up to a maximum of approximately \$30 million at March 31, 2008. The operating

Edgar Filing: Bunge LTD - Form 10-Q

leases expire through 2010. There are no recourse provisions or collateral that would enable Bunge to recover any amounts paid under this guarantee.

Edgar Filing: Bunge LTD - Form 10-Q

- (2) Prior to January 1, 2003, Bunge issued a guarantee to a financial institution related to debt of its joint ventures in Argentina, which are its unconsolidated affiliates. The term of the guarantee is equal to the term of the related financing, which matures in 2009. There are no recourse provisions or collateral that would enable Bunge to recover any amounts paid under this guarantee.
- (3) Bunge has issued guarantees to financial institutions in Brazil related to amounts owed the institutions by certain of its customers. The terms of the guarantees are equal to the terms of the related financing arrangements, which can range from 120 days to five years. In the event that the customers default on their payments to the institutions and Bunge would be required to perform under the guarantees, Bunge has obtained collateral from the customers. At March 31, 2008, \$169 million of these financing arrangements were collateralized by tangible property. Bunge evaluates the likelihood of customer repayments of the amounts due to financial institutions and records an obligation if it is determined that it is likely that Bunge will be required to make payments under guarantees. At March 31, 2008, Bunge did not record any obligations related to these outstanding guarantees.

In addition, Bunge Limited has provided full and unconditional parent level guarantees of the indebtedness outstanding under certain senior credit facilities and senior notes entered into, or issued by, its 100%-owned subsidiaries. At March 31, 2008, debt with a carrying amount of \$3,999 million related to these guarantees is included in Bunge's consolidated balance sheets. This debt includes the senior notes issued by two of Bunge's 100%-owned finance subsidiaries, Bunge Limited Finance Corp. and Bunge N.A. Finance L.P. There are no significant restrictions on the ability of Bunge Limited Finance Corp., Bunge N.A. Finance L.P. or any other Bunge subsidiary to transfer funds to Bunge Limited.

Also, one of Bunge's subsidiaries has provided a guarantee of indebtedness of one of its subsidiaries. The total debt outstanding as of March 31, 2008 was \$95 million recorded as long-term debt in Bunge's condensed consolidated balance sheet.

13. COMPREHENSIVE INCOME (LOSS)

The following table summarizes the components of comprehensive income:

(US\$ in millions)	Three Months Ended March 31,	
	2008	2007
Net income	\$ 289	\$ 14
Other comprehensive income (loss):		
Foreign exchange translation adjustment, net of tax expense	81	125
Unrealized gains on commodity futures and foreign exchange contracts designated as cash flow hedges, net of tax of \$0 (2008), \$(3) (2007)	5	8
Unrealized gain (loss) on investments, net of tax of \$2 (2008), \$1 (2007)	(4)	3
Reclassification of realized net (gains) to net income, net of tax of \$4 (2008), \$4 (2007)	(6)	(7)
Total comprehensive income	\$ 365	\$ 143

14. EARNINGS PER COMMON SHARE

Basic earnings per share is computed by dividing net income available to common shareholders by the weighted-average number of common shares outstanding, excluding any dilutive effects of stock options, restricted stock unit awards, convertible preference shares and convertible notes during the reporting period. Diluted earnings per share is computed similar to basic earnings per share, except that the weighted-average number of common shares outstanding is increased to include additional shares from the assumed exercise of stock options, restricted stock unit awards and convertible securities, if dilutive. The number of additional shares is calculated by assuming that outstanding stock options, except those which are not dilutive, were exercised and that the proceeds from such exercises were used to acquire common shares at the average market price during the reporting period. In addition, Bunge accounts for the effects of convertible securities, using the if-converted method. Under this method, the convertible

Edgar Filing: Bunge LTD - Form 10-Q

securities are assumed to be converted and the related dividends are added back to earnings, if dilutive.

In November 2007, Bunge sold 862,500 mandatory convertible preference shares in a public offering, which are outstanding as of March 31, 2008. Each mandatory convertible preference share has a liquidation preference of \$1,000 per share. On the mandatory conversion date of December 31, 2010, each mandatory convertible preference share will automatically convert into between 8.219 and 9.6984 of Bunge Limited common shares, subject to certain anti-dilution adjustments, depending on the average daily volume-weighted average price per common share over the 20-trading day period ending on the third trading day prior to such date. At any time prior to December 31, 2010, each mandatory convertible preference share is convertible, at the holder's option, at the minimum conversion rate of 8.219 common shares (which represents 7,088,888 Bunge Limited common shares, subject to certain anti-dilution adjustments).

In addition, Bunge has 6,900,000 convertible perpetual preference shares outstanding. Each convertible perpetual preference share has an initial liquidation preference of \$100 per share and each convertible preference share is convertible, at any time at the holder's option, initially into approximately 1.0846 Bunge Limited common shares (which represents 7,483,740 Bunge Limited common shares), based on an initial conversion price of \$92.20 per convertible preference share, subject in each case to certain anti-dilution specified adjustments.

The following table sets forth the computation of basic and diluted earnings per common share for the three months ended March 31, 2008 and 2007:

(US\$ in millions, except for share data)	Three Months Ended March 31,	
	2008	2007
Net income	\$ 289	\$ 14
Convertible preference share dividends	(19)	(8)
Net income available to common shareholders	\$ 270	\$ 6
Weighted average number of common shares outstanding:		
Basic	121,299,803	120,213,777
Effect of dilutive shares:		
Stock options and awards	1,733,007	1,417,229
Convertible preference shares	14,572,627	
Diluted (1)	137,605,437	121,631,006
Earnings per common share:		
Basic	\$ 2.23	\$ 0.05
Diluted	\$ 2.10	\$ 0.05

- (1) Approximately 3 million and 2 million stock options and contingently issuable restricted stock units were not dilutive and not included in the weighted-average number of common shares outstanding for the three months ended March 31, 2008 and 2007, respectively. In addition, the weighted average number of common shares for the three months ended March 31, 2007 excludes 7,483,740 weighted-average common shares issuable upon conversion of the convertible perpetual preference shares as the effect of the conversion would not have been dilutive.

15. SEGMENT INFORMATION

Subsequent to the issuance of the Quarterly Report on Form 10-Q for the period ended March 31, 2007 and as disclosed in Bunge's 2007 Annual Report on Form 10-K, Bunge corrected errors in its previously issued 2007 unaudited quarterly condensed consolidated financial statements. The errors, which resulted in an overstatement of net sales and costs of goods sold, had no effect on Bunge's previously reported volumes, gross profit or net income. As a result, amounts for the three months ended March 31, 2007 contained in this Quarterly Report on Form 10-Q have been restated.

Edgar Filing: Bunge LTD - Form 10-Q

The corrections resulted from Bunge's review during 2007 of its accounting for, and financial statement presentation of, certain transactions primarily in its agribusiness segment. As a result of this review, certain net sales and cost of goods sold amounts relating to sales among Bunge's subsidiaries were identified as incorrectly included in Bunge's net sales and cost of goods sold reported in its consolidated financial statements rather than

Table of Contents

restoration plans. If a depository institution fails to submit an acceptable plan, it is treated as if it is “significantly undercapitalized.” “Significantly undercapitalized” depository institutions may be subject to a number of requirements and restrictions, including orders to sell sufficient voting stock to become “adequately capitalized,” requirements to reduce total assets, and cessation of receipt of deposits from correspondent banks. “Critically undercapitalized” institutions are subject to the appointment of a receiver or conservator.

The capital classification of a bank holding company and a bank affects the frequency of regulatory examinations, the bank holding company’s and the bank’s ability to engage in certain activities and the deposit insurance premium paid by the bank. As of December 31, 2018, we met the requirements to be “well-capitalized” based upon the aforementioned ratios for purposes of the prompt corrective action regulations, as currently in effect.

The appropriate federal banking agency may determine (after notice and opportunity for a hearing) that the institution is in an unsafe or unsound condition or deems the institution to be engaging in an unsafe or unsound practice. The appropriate agency is also permitted to require an adequately capitalized or undercapitalized institution to comply with the supervisory provisions as if the institution were in the next lower category (but not treat a significantly undercapitalized institution as critically undercapitalized) based on supervisory information other than the capital levels of the institution.

Heritage Commerce Corp

General. As a bank holding company, HCC is subject to regulation and supervision by, the Federal Reserve under the Bank Holding Company Act of 1956, as amended, or the BHCA. Under the BHCA, HCC is subject to periodic examination by the Federal Reserve. HCC is required to file with the Federal Reserve periodic reports of the its operations and such additional information as the Federal Reserve may require. In accordance with Federal Reserve policy, and as now codified by the Dodd-Frank Act, HCC is legally obligated to act as a source of financial strength to HBC and to commit resources to support HBC in circumstances where HCC might not otherwise do so.

HCC is also a bank holding company within the meaning of Section 1280 of the California Financial Code. Consequently, HCC is subject to examination by, and may be required to file reports with, the DBO.

SEC and Nasdaq. HCC’s stock is traded on the NASDAQ Global Select Market (under the trading symbol “HTBK”), and HCC is subject to rules and regulations of The NASDAQ Stock Market, including those related to corporate governance. HCC is also subject to the periodic reporting requirements of Section 13 of the Securities Exchange Act of 1934, as amended (the “Exchange Act”), which requires HCC to file annual, quarterly and other current reports with the SEC. HCC is subject to additional regulations including, but not limited to, the proxy and tender offer rules promulgated by the SEC under Sections 13 and 14 of the Exchange Act, the reporting requirements of directors, executive officers and principal shareholders regarding transactions in HCC’s common stock and short swing profits rules promulgated by the SEC under Section 16 of the Exchange Act, and certain additional reporting requirements by principal shareholders of HCC promulgated by the SEC under Section 13 of the Exchange Act.

The Sarbanes Oxley Act of 2002. HCC is subject to the accounting oversight and corporate governance requirements of the Sarbanes Oxley Act of 2002, as amended (the “Sarbanes-Oxley Act”). These include, for example: (i) required executive certification of financial presentations; (ii) increased requirements for board audit committees and their members; (iii) enhanced disclosure of controls and procedures and internal control over financial reporting; (iv) enhanced controls over and reporting of insider trading; and (v) increased penalties for financial crimes and forfeiture of executive bonuses in certain circumstances.

Permitted Activities. The BHCA generally prohibits HCC from acquiring direct or indirect ownership or control of more than 5% of the voting shares of any company that is not a bank and from engaging in any business other than

that of banking, managing and controlling banks or furnishing services to banks and their subsidiaries. This general prohibition is subject to a number of exceptions. The principal exception allows bank holding companies to engage in, and to own shares of companies engaged in, certain businesses found by the Federal Reserve prior to November 11, 1999 to be “so closely related to banking as to be a proper incident thereto.” This authority would permit HCC to engage in a variety of banking-related businesses, including the ownership and operation of a savings association, or any entity engaged in consumer finance, equipment leasing, the operation of a computer service bureau (including software development) and mortgage banking and brokerage. The BHCA generally does not place territorial restrictions on the domestic activities of nonbank subsidiaries of bank holding companies. The Federal Reserve has the power to order any bank holding company

Table of Contents

or its subsidiaries to terminate any activity or to terminate its ownership or control of any subsidiary when the Federal Reserve has reasonable grounds to believe that continuing such activity, ownership or control constitutes a serious risk to the financial soundness, safety or stability of any bank subsidiary of the bank holding company.

Bank holding companies that meet certain eligibility requirements prescribed by the BHCA and elect to operate as financial holding companies may engage in, or own shares in companies engaged in, a wider range of nonbanking activities, including securities and insurance underwriting and sales, merchant banking and any other activity that the Federal Reserve, in consultation with the Secretary of the Treasury, determines by regulation or order is financial in nature or incidental to any such financial activity or that the Federal Reserve determines by order to be complementary to any such financial activity and does not pose a substantial risk to the safety or soundness of depository institutions or the financial system generally. HCC has not elected to be a financial holding company, and we have not engaged in any activities determined by the Federal Reserve to be financial in nature or incidental or complementary to activities that are financial in nature.

Capital Requirements. Bank holding companies are required to maintain capital in accordance with Federal Reserve capital adequacy requirements, as affected by the Dodd-Frank Act and Basel III. For a discussion of capital requirements, see “Regulatory Capital Requirements” above.

Source of Strength Doctrine. Federal Reserve policy historically required bank holding companies to act as a source of financial and managerial strength to their subsidiary banks. The Dodd-Frank Act codified this policy as a statutory requirement. Under this requirement HCC is expected to commit resources to support HBC, including at times when HCC may not be in a financial position to provide it. HCC must stand ready to use its available resources to provide adequate capital to the subsidiary bank during periods of financial stress or adversity. HCC must also maintain the financial flexibility and capital raising capacity to obtain additional resources for assisting HBC. HCC’s failure to meet its source of strength obligations may constitute an unsafe and unsound practice or a violation of the Federal Reserve’s regulations or both. The source of strength doctrine most directly affects bank holding companies where a bank holding company’s subsidiary bank fails to maintain adequate capital levels. In such a situation, the subsidiary bank will be required by the bank’s federal regulator to take “prompt corrective action.” Any capital loans by a bank holding company to HBC are subordinate in right of payment to deposits and to certain other indebtedness of HBC. The BHCA provides that in the event of HCC’s bankruptcy any commitment by a bank holding company to a federal bank regulatory agency to maintain the capital of its subsidiary bank will be assumed by the bankruptcy trustee and entitled to priority of payment.

Dividend Payments, Stock Redemptions and Repurchases. HCC’s ability to pay dividends to its shareholders is affected by both general corporate law considerations and the policies of the Federal Reserve applicable to bank holding companies. As a general matter, the Federal Reserve has indicated that the board of directors of a bank holding company should eliminate, defer or significantly reduce dividends to shareholders if: (i) the bank holding company’s net income available to shareholders for the past four quarters, net of dividends previously paid during that period, is not sufficient to fully fund the dividends; (ii) the prospective rate of earnings retention is inconsistent with the bank holding company’s capital needs and overall current and prospective financial condition; or (iii) the bank holding company will not meet, or is in danger of not meeting, its minimum regulatory capital adequacy ratios. If HCC’s fails to adhere to these policies, the Federal Reserve could find that HCC is operating in an unsafe and unsound manner. In addition, under the Basel III Rule, institutions that seek to pay dividends must maintain 2.5% in CET1 attributable to the capital conservation buffer, which was being phased in over a three year period and is fully phased in as of January 1, 2019. See “Supervision and Regulation—Regulatory Capital Requirements” above.

Subject to exceptions for well-capitalized and well-managed holding companies, Federal Reserve regulations also require approval of holding company purchases and redemptions of its securities if the gross consideration paid exceeds 10 percent of consolidated net worth for any 12-month period. In addition, under Federal Reserve policies,

bank holding companies must consult with and inform the Federal Reserve in advance of (i) redeeming or repurchasing capital instruments when experiencing financial weakness and (ii) redeeming or repurchasing common stock and perpetual preferred stock if the result will be a net reduction in the amount of such capital instruments outstanding for the quarter in which the reduction occurs.

As a California corporation, HCC is subject to the limitations of California law, which allows a corporation to distribute cash or property to shareholders, including a dividend or repurchase or redemption of shares, if the corporation meets either a retained earnings test or a “balance sheet” test. Under the retained earnings test, HCC may make a distribution from retained earnings to the extent that its retained earnings exceed the sum of (i) the amount of the

Table of Contents

distribution plus (ii) the amount, if any, of dividends in arrears on shares with preferential dividend rights. HCC may also make a distribution if, immediately after the distribution, the value of its assets equals or exceeds the sum of (a) its total liabilities plus (b) the liquidation preference of any shares which have a preference upon dissolution over the rights of shareholders receiving the distribution. Indebtedness is not considered a liability if the terms of such indebtedness provide that payment of principal and interest thereon are to be made only if, and to the extent that, a distribution to shareholders could be made under the balance sheet test. In addition, HCC may not make distributions if it is, or as a result of the distribution would be, likely to be unable to meet its liabilities (except those whose payment is otherwise adequately provided for) as they mature. A California corporation may specify in its articles of incorporation that distributions under the retained earnings test or balance sheet test can be made without regard to the preferential rights amount. HCC's articles of incorporation do not address distributions under either the retained earnings test or the balance sheet test.

Acquisitions, Activities and Change in Control. The BHCA generally requires the prior approval by the Federal Reserve for any merger involving a bank holding company or any of bank holding company's acquisition of more than 5% of a class of voting securities of any additional bank or bank holding company or to acquire all or substantially all, the assets of any additional bank or bank holding company. In reviewing applications seeking approval of merger and acquisition transactions, Federal Reserve considers, among other things, the competitive effect and public benefits of the transactions, the capital position and managerial resources of the combined organization, the risks to the stability of the U.S. banking or financial system, the applicant's performance record under the Community Reinvestment Act of 1977, as amended ("CRA"), the applicant's compliance with fair housing and other consumer protection laws and the effectiveness of all organizations involved in combating money laundering activities. In addition, failure to implement or maintain adequate compliance programs could cause bank regulators not to approve an acquisition where regulatory approval is required or to prohibit an acquisition even if approval is not required.

Subject to certain conditions (including deposit concentration limits established by the BHCA and the Dodd-Frank Act), the Federal Reserve may allow a bank holding company to acquire banks located in any state of the United States. In approving interstate acquisitions, the Federal Reserve is required to give effect to applicable state law limitations on the aggregate amount of deposits that may be held by the acquiring bank holding company and its insured depository institution affiliates in the state in which the target bank is located (provided that those limits do not discriminate against out-of-state depository institutions or their holding companies) and state laws that require that the target bank have been in existence for a minimum period of time (not to exceed five years) before being acquired by an out-of-state bank holding company. Furthermore, in accordance with the Dodd-Frank Act, bank holding companies must be well-capitalized and well-managed in order to complete interstate mergers or acquisitions. For a discussion of the capital requirements, see "—Regulatory Capital Requirements" above.

Federal law also prohibits any person or company from acquiring "control" of an FDIC-insured depository institution or its holding company without prior notice to the appropriate federal bank regulator. "Control" is conclusively presumed to exist upon the acquisition of 25% or more of the outstanding voting securities of a bank or bank holding company, but may arise under certain circumstances between 5% and 24.99% ownership.

Under the California Financial Code, any proposed acquisition of "control" of HBC by any person (including a company) must be approved by the Commissioner of the DBO. The California Financial Code defines "control" as the power, directly or indirectly, to direct HBC's management or policies or to vote 25% or more of any class of HBC's outstanding voting securities. Additionally, a rebuttable presumption of control arises when any person (including a company) seeks to acquire, directly or indirectly, 10% or more of any class of HBC's outstanding voting securities.

Heritage Bank of Commerce

General. As a California commercial bank whose deposits are insured by the FDIC, HBC is subject to regulation, supervision, and regular examination by the DBO and by the Federal Reserve as HBC's primary Federal regulators. The regulations of these agencies govern most aspects of a bank's business.

Pursuant to the FDIA, and the California Financial Code, California state chartered commercial banks may generally engage in any activity permissible for national banks. Therefore, HBC may form subsidiaries to engage in the many so called "closely related to banking" or "nonbanking" activities commonly conducted by national banks in operating subsidiaries or subsidiaries of bank holding companies. Further, California banks may conduct certain "financial" activities in a subsidiary to the same extent as may a national bank, provided the bank is and remains "well capitalized," "well managed" and in satisfactory compliance with the CRA.

Table of Contents

HBC is a member of the Federal Home Loan Bank (“FHLB”) of San Francisco. Among other benefits, each FHLB serves as a reserve or central bank for its members within its assigned region and makes available loans or advances to its members. Each FHLB is financed primarily from the sale of consolidated obligations of the FHLB system. As an FHLB member HBC is required to own a certain amount of capital stock in the FHLB. At December 31, 2018, HBC was in compliance with the FHLB’s stock ownership requirement. FHLB stock is carried at cost and classified as a restricted security. Both cash and stock dividends are reported as income.

HBC is a member of the Federal Reserve Bank (“FRB”) of San Francisco. As a member of the FRB, the Bank is required to own stock in the FRB of San Francisco based on a specified ratio relative to our capital. FRB stock is carried at cost and may be sold back to the FRB at its carrying value. Cash dividends received are reported as income.

Depositor Preference. In the event of the “liquidation or other resolution” of an insured depository institution, the claims of depositors of the institution, including the claims of the FDIC as subrogee of insured depositors, and certain claims for administrative expenses of the FDIC as a receiver, will have priority over other general unsecured claims against the institution. If an insured depository institution fails, insured and uninsured depositors along with the FDIC, will have priority in payment ahead of unsecured, non deposit creditors including the parent bank holding company with respect to any extensions of credit they have made to such insured depository institution.

Brokered Deposit Restrictions. Well capitalized institutions are not subject to limitations on brokered deposits, while an adequately capitalized institution is able to accept, renew or roll over brokered deposits only with a waiver from the FDIC and subject to certain restrictions on the yield paid on such deposits. Undercapitalized institutions are generally not permitted to accept, renew, or roll over brokered deposits. As of December 31, 2018, HBC was eligible to accept brokered deposits without limitations.

Loans to One Borrower. With certain limited exceptions, the maximum amount that a California bank may lend to any borrower at any one time (including the obligations to the bank of certain related entities of the borrower) may not exceed 25% (and unsecured loans may not exceed 15%) of the bank’s shareholders’ equity, allowance for loan loss, and any capital notes and debentures of the bank.

Tie in Arrangements. Federal law prohibits a bank holding company and any subsidiary banks from engaging in certain tie in arrangements in connection with the extension of credit. For example, HBC may not extend credit, lease or sell property, or furnish any services, or fix or vary the consideration for any of the foregoing on the condition that: (i) the customer must obtain or provide some additional credit, property or services from or to HBC other than a loan, discount, deposit or trust services; (ii) the customer must obtain or provide some additional credit, property or service from or to HCC or HBC; or (iii) the customer must not obtain some other credit, property or services from competitors, except reasonable requirements to assure soundness of credit extended.

Deposit Insurance. As an FDIC-insured institution, HBC is required to pay deposit insurance premium assessments to the FDIC. The premiums fund the Deposit Insurance Fund (“DIF”). The FDIC assesses a quarterly deposit insurance premium on each insured institution based on risk characteristics of the institution and may also impose special assessments in emergency situations. Effective July 1, 2016, the FDIC changed the deposit insurance assessment system for banks, such as HBC, with less than \$10 billion in assets that have been federally insured for at least five years. Among other changes, the FDIC eliminated risk categories for such banks and now uses the “financial ratios method” to determine assessment rates for all such banks. Under the financial ratios method, the FDIC determines assessment rates based on a combination of financial data and supervisory ratings that estimate a bank’s probability of failure within three years. The assessment rate determined by considering such information is then applied to the amount of the institution’s average assets minus average tangible equity to determine the institution’s insurance premium.

The Dodd-Frank Act requires the FDIC to ensure that the DIF reserve ratio reaches 1.35% by September 3, 2020. The DIF reserve ratio is the amount in the DIF as a percentage of DIF-insured deposits. The Dodd-Frank Act also altered the minimum designated reserve ratio by the DIF, increasing the minimum from 1.15% to 1.35%, and eliminated the requirement that the FDIC pay dividends to depository institutions when the reserve ratio exceeds certain thresholds. At least semi-annually, the FDIC updates its loss and income projections for the DIF and, if needed, may increase or decrease the assessment rates, following notice and comment on proposed rulemaking if required. As a result, HBC's FDIC deposit insurance premiums could increase. During the year ended December 31, 2018, HBC paid \$956,000 in total FDIC deposit insurance premiums.

Table of Contents

The FDIC may terminate deposit insurance of any insured institution if the FDIC finds that the insured institution has engaged in unsafe and unsound practices, is in an unsafe or unsound condition, or has violated any applicable law, regulation, rule, order or condition imposed by the FDIC or any other regulatory agency.

FICO Assessments. In addition to paying basic deposit insurance assessments, insured depository institutions must pay Financing Corporation assessments (“FICO Assessments”). Financing Corporation is a mixed-ownership governmental corporation chartered by the former FHLB Board pursuant to the Competitive Equality Banking Act of 1987 to function as a financing vehicle for the recapitalization of the former Federal Savings and Loan Insurance Corporation. Financing Corporation issued 30-year noncallable bonds of approximately \$8.1 billion that mature in 2017 through 2019. Financing Corporation’s authority to issue bonds ended on December 12, 1991. Since 1996, federal legislation has required that all FDIC-insured depository institutions pay assessments to cover interest payments on Financing Corporation’s outstanding obligations. The FICO Assessment rate is adjusted quarterly and was approximately 0.00035% of average total assets less average tangible equity for the third quarter of 2018. During the year ended December 31, 2018, HBC paid \$87,000 in aggregate FICO Assessments.

Supervisory Assessments. California-chartered banks are required to pay supervisory assessments to the DBO to fund its operations. The amount of the assessment paid by a California bank to the DBO is calculated on the basis of the institution’s total assets, including consolidated subsidiaries, as reported to the DBO. During the year ended December 31, 2018, HBC paid supervisory assessments to the DBO totaling \$218,000.

Capital Requirements. Banks are generally required to maintain capital levels in excess of other businesses. For a discussion of capital requirements, see “—Regulatory Capital Requirements” above.

Dividend Payments. The primary source of funds for HCC is dividends from HBC. Under the California Financial Code, HBC is permitted to pay a dividend in the following circumstances: (i) without the consent of either the DBO or HBC’s shareholders, in an amount not exceeding the lesser of (a) the retained earnings of HBC; or (b) the net income of HBC for its last three fiscal years, less the amount of any distributions made during the prior period; (ii) with the prior approval of the DBO, in an amount not exceeding the greatest of: (a) the retained earnings of HBC; (b) the net income of HBC for its last fiscal year; or (c) the net income for HBC for its current fiscal year; and (iii) with the prior approval of the DBO and HBC’s shareholders (i.e., HCC) in connection with a reduction of its contributed capital.

The payment of dividends by any financial institution is affected by the requirement to maintain adequate capital pursuant to applicable capital adequacy guidelines and regulations, and a financial institution generally is prohibited from paying any dividends if, following payment thereof, the institution would be undercapitalized. In addition, in order to pay a dividend, the Basel III Capitals Rules’ capital conservation buffer generally requires that must maintain over a 2.5% in CET1 attributable to the Capital Conservation Buffer, which is to be phased in over a three-year period that began on January 1, 2016. See “—Regulatory Capital Requirements” above. As described above, HBC exceeded its minimum capital requirements under applicable regulatory guidelines as of December 31, 2018.

Transactions with Affiliates. Transactions between depository institutions and their affiliates, including transactions between HBC and HCC, are governed by Sections 23A and 23B of the Federal Reserve Act and the Federal Reserve’s Regulation W promulgated thereunder. Generally, Section 23A limits the extent to which a depository institution and its subsidiaries may engage in “covered transactions” with any one affiliate to an amount equal to 10% of the depository institution’s capital stock and surplus, and contains an aggregate limit on all such transactions with all affiliates of an amount equal to 20% of the depository institution’s capital stock and surplus. Section 23A also establishes specific collateral requirements for loans or extensions of credit to, or guarantees, acceptances or letters of credit issued on behalf of, an affiliate. Section 23B requires that covered transactions and a broad list of other specified transactions be on terms substantially the same, or at least as favorable to the depository institution and its subsidiaries, as those for similar transactions with non-affiliates.

Loans to Directors, Executive Officers and Principal Shareholders. The authority of HBC to extend credit to its directors, executive officers and principal shareholders, including their immediate family members and corporations and other entities that they control, is subject to substantial restrictions and requirements under the Federal Reserve's Regulation O, as well as the Sarbanes-Oxley Act. These laws and regulations impose limits on the amount of loans HBC may make to directors and other insiders and require, among other things, that: (i) the loans must be made on substantially the same terms, including interest rates and collateral, as prevailing at the time for comparable transactions with persons not affiliated with HCC or HBC; (ii) HBC follow credit underwriting procedures at least as stringent as those applicable

Table of Contents

to comparable transactions with persons who are not affiliated with HCC or HBC; and (iii) the loans not involve a greater-than-normal risk of non-payment or include other features not favorable to HBC. 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.

Safety and Soundness Standards/Risk Management. The federal banking agencies have adopted guidelines establishing operational and managerial standards to promote the safety and soundness of federally insured depository institutions. The guidelines set forth standards for internal controls, information systems, internal audit systems, loan documentation, credit underwriting, interest rate exposure, asset growth, compensation, fees and benefits, asset quality and earnings.

In general, the safety and soundness guidelines prescribe the goals to be achieved in each area, and each institution is responsible for establishing its own procedures to achieve those goals. If an institution fails to comply with any of the standards set forth in the guidelines, the financial institution's primary federal regulator may require the institution to submit a plan for achieving and maintaining compliance. If a financial institution fails to submit an acceptable compliance plan, or fails in any material respect to implement a compliance plan that has been accepted by its primary federal regulator, the regulator is required to issue an order directing the institution to cure the deficiency. Until the deficiency cited in the regulator's order is cured, the regulator may restrict the financial institution's rate of growth, require the financial institution to increase its capital, restrict the rates the institution pays on deposits or require the institution to take any action the regulator deems appropriate under the circumstances. Noncompliance with the standards established by the safety and soundness guidelines may also constitute grounds for other enforcement action by the federal bank regulatory agencies, including cease and desist orders and civil money penalty assessments.

During the past decade, the bank regulatory agencies have increasingly emphasized the importance of sound risk management processes and strong internal controls when evaluating the activities of the financial institutions they supervise. Properly managing risks has been identified as critical to the conduct of safe and sound banking activities and has become even more important as new technologies, product innovation, and the size and speed of financial transactions have changed the nature of banking markets. The agencies have identified a spectrum of risks facing a banking institution including, but not limited to, credit, market, liquidity, operational, legal, and reputational risk. In particular, recent regulatory pronouncements have focused on operational risk, which arises from the potential that inadequate information systems, operational problems, breaches in internal controls, fraud, or unforeseen catastrophes will result in unexpected losses. New products and services, third-party risk management and cybersecurity are critical sources of operational risk that financial institutions are expected to address in the current environment. HBC is expected to have active board and senior management oversight; adequate policies, procedures, and limits; adequate risk measurement, monitoring, and management information systems; and comprehensive internal controls.

Branching Authority. California banks, such as HBC, may, under California law, establish a banking office so long as the bank's board of directors approves the banking office and the DBO is notified of the establishment of the banking office. Deposit-taking banking offices must be approved by the FDIC, which considers a number of factors, including financial history, capital adequacy, earnings prospects, character of management, needs of the community and consistency with corporate power. The Dodd-Frank Act permits insured state banks to engage in de novo interstate branching if the laws of the state where the new banking office is to be established would permit the establishment of the banking office if it were chartered by such state. Finally, we may also establish banking offices in other states by merging with banks or by purchasing banking offices of other banks in other states, subject to certain regulatory restrictions.

Community Reinvestment Act. The CRA is intended to encourage insured depository institutions, while operating safely and soundly, to help meet the credit needs of their communities. The CRA specifically directs the federal bank

regulatory agencies, in examining insured depository institutions, to assess their record of helping to meet the credit needs of their entire community, including low and moderate income neighborhoods, consistent with safe and sound banking practices. The CRA further requires the agencies to take a financial institution's record of meeting its community credit needs into account when evaluating applications for, among other things, domestic branches, consummating mergers or acquisitions or holding company formations.

The federal banking agencies have adopted regulations which measure a bank's compliance with its CRA obligations on a performance based evaluation system. This system bases CRA ratings on an institution's actual lending service and investment performance rather than the extent to which the institution conducts needs assessments, documents

Table of Contents

community outreach or complies with other procedural requirements. The ratings range from “outstanding” to a low of “substantial noncompliance.” HBC had a CRA rating of “satisfactory” as of its most recent regulatory examination.

Anti-Money Laundering and Office of Foreign Assets Control Regulation. The Patriot Act, is designed to deny terrorists and criminals the ability to obtain access to the U.S. financial system and has significant implications for depository institutions, brokers, dealers and other businesses involved in the transfer of money. The Patriot Act mandates financial services companies to have policies and procedures with respect to measures designed to address any or all of the following matters: (i) customer identification programs; (ii) money laundering; (iii) terrorist financing; (iv) identifying and reporting suspicious activities and currency transactions; (v) currency crimes; and (vi) cooperation between financial institutions and law enforcement authorities. Regulatory authorities routinely examine financial institutions for compliance with these obligations, and failure of a financial institution to maintain and implement adequate programs to combat money laundering and terrorist financing, or to comply with all of the relevant laws or regulations, could have serious legal and reputational consequences for the institution, including causing applicable bank regulatory authorities not to approve merger or acquisition transactions when regulatory approval is required or to prohibit such transactions even if approval is not required. Regulatory authorities have imposed cease and desist orders and civil money penalties against institutions found to be violating these obligations.

Treasury’s Office of Foreign Assets Control (“OFAC”), administers and enforces economic and trade sanctions against targeted foreign countries and regimes under authority of various laws, including designated foreign countries, nationals and others. OFAC publishes lists of specially designated targets and countries. Financial Institutions are responsible for, among other things, blocking accounts of and transactions with such targets and countries, prohibiting unlicensed trade and financial transactions with them and reporting blocked transactions after their occurrence. Banking regulators examine banks for compliance with the economic sanctions regulations administered by OFAC and failure of a financial institution to maintain and implement adequate OFAC programs, or to comply with all of the relevant laws or regulations, could have serious legal and reputational consequences for the institution.

Concentrations in Commercial Real Estate. Concentration risk exists when financial institutions deploy too many assets to any one industry or segment. Concentration stemming from commercial real estate is one area of regulatory concern. The Commercial Real Estate Concentration Guidance provides supervisory criteria, including the following numerical indicators, to assist bank examiners in identifying banks with potentially significant commercial real estate loan concentrations that may warrant greater supervisory scrutiny: (i) commercial real estate loans exceeding 300% of capital and increasing 50% or more in the preceding three years; or (ii) construction and land development loans exceeding 100% of capital. The CRE Concentration Guidance does not limit banks’ levels of commercial real estate lending activities, but rather guides institutions in developing risk management practices and levels of capital that are commensurate with the level and nature of their commercial real estate concentrations. As of December 31, 2018, using regulatory definitions in the CRE Concentration Guidance, our CRE loans represented 242% of our total risk-based capital, as compared to 225% as of December 31, 2017. If the FDIC become concerned about our CRE loan concentrations, it could limit our ability to grow by restricting its approvals for the establishment or acquisition of branches, or approvals of mergers or other acquisition opportunities.

Consumer Financial Services

We are subject to a number of federal and state consumer protection laws that extensively govern our relationship with our customers. These laws include the Equal Credit Opportunity Act, the Fair Credit Reporting Act, the Truth in Lending Act, the Truth in Savings Act, the Electronic Fund Transfer Act, the Expedited Funds Availability Act, the Home Mortgage Disclosure Act, the Fair Housing Act, the Real Estate Settlement Procedures Act, the Fair Debt Collection Practices Act, the Service Members Civil Relief Act, the Military Lending Act, and these laws’ respective state law counterparts, as well as state usury laws and laws regarding unfair and deceptive acts and practices. These and other federal laws, among other things, require disclosures of the cost of credit and terms of deposit accounts,

provide substantive consumer rights, prohibit discrimination in credit transactions, regulate the use of credit report information, provide financial privacy protections, prohibit unfair, deceptive and abusive practices, restrict our ability to raise interest rates and subject us to substantial regulatory oversight. Violations of applicable consumer protection laws can result in significant potential liability from litigation brought by customers, including actual damages, restitution and attorneys' fees. Federal bank regulators, state attorneys general and state and local consumer protection agencies may also seek to enforce consumer protection requirements and obtain these and other remedies, including regulatory sanctions, customer rescission rights, action by the state and local attorneys general in each jurisdiction in which we operate and civil money penalties. Failure to comply with consumer protection requirements may also result in our failure to obtain any required bank

Table of Contents

regulatory approval for merger or acquisition transactions we may wish to pursue or our prohibition from engaging in such transactions even if approval is not required.

Many states and local jurisdictions have consumer protection laws analogous to those listed above. These federal, state and local laws regulate the manner in which financial institutions deal with customers when taking deposits, making loans or conducting other types of transactions. Failure to comply with these laws and regulations could give rise to regulatory sanctions, customer rescission rights, action by state and local attorneys general and civil or criminal liability.

The structure of federal consumer protection regulation applicable to all providers of consumer financial products and services changed significantly on July 21, 2011, when the CFPB commenced operations to supervise and enforce consumer protection laws. The consumer protection provisions of the Dodd-Frank Act and the examination, supervision and enforcement of those laws and implementing regulations by the CFPB have created a more intense and complex environment for consumer finance regulation. The CFPB has significant authority to implement and enforce federal consumer protection laws and new requirements for financial services products provided for in the Dodd-Frank Act, as well as the authority to identify and prohibit unfair, deceptive or abusive acts and practices. The review of products and practices to prevent such acts and practices is a continuing focus of the CFPB, and of banking regulators more broadly. The ultimate impact of this heightened scrutiny is uncertain but could result in changes to pricing, practices, products and procedures. It could also result in increased costs related to regulatory oversight, supervision and examination, additional remediation efforts and possible penalties. In addition, the Dodd-Frank Act provides the CFPB with broad supervisory, examination and enforcement authority over various consumer financial products and services, including the ability to require reimbursements and other payments to customers for alleged legal violations and to impose significant penalties, as well as injunctive relief that prohibits lenders from engaging in allegedly unlawful practices. The CFPB also has the authority to obtain cease and desist orders providing for affirmative relief or monetary penalties. The Dodd-Frank Act does not prevent states from adopting stricter consumer protection standards. State regulation of financial products and potential enforcement actions could also adversely affect our business, financial condition or results of operations. The CFPB has examination and enforcement authority over providers with more than \$10 billion in assets. Banks and savings institutions with \$10 billion or less in assets, like HBC, will continue to be examined by their applicable bank regulators.

Mortgage and Mortgage-Related Products. Because abuses in connection with home mortgages were a significant factor contributing to the financial crisis, many new rules issued by the CFPB and required by the Dodd-Frank Act address mortgage and mortgage-related products, their underwriting, origination, servicing and sales. The Dodd-Frank Act significantly expanded underwriting requirements applicable to loans secured by 1-4 family residential real property and augmented federal law combating predatory lending practices. In addition to numerous disclosure requirements, the Dodd-Frank Act imposed new standards for mortgage loan originations on all lenders, including banks and savings associations, in an effort to strongly encourage lenders to verify a borrower's ability to repay, while also establishing a presumption of compliance for certain "qualified mortgages."

Ability-to-Repay Requirement and Qualified Mortgage Rules. On January 10, 2013, the CFPB issued a final rule implementing the Dodd-Frank Act's ability-to-repay requirements. Under the final rule, lenders, in assessing a borrower's ability to repay a mortgage-related obligation, must consider eight underwriting factors: (i) current or reasonably expected income or assets; (ii) current employment status; (iii) monthly payment on the subject transaction; (iv) monthly payment on any simultaneous loan; (v) monthly payment for all mortgage-related obligations; (vi) current debt obligations, alimony, and child support; (vii) monthly debt-to-income ratio or residual income; and (viii) credit history. The final rule also includes guidance regarding the application of and methodology for evaluating these factors.

Further, the final rules require that qualified mortgages cannot include “no-doc” loans and loans with negative amortization, interest-only payments, balloon payments, terms in excess of 30 years, or points and fees paid by the borrower that exceed 3% of the loan amount, subject to certain exceptions. In addition, for qualified mortgages, the rules mandate that the monthly payment be calculated on the highest payment that will occur in the first five years of the loan, and require that the borrower’s total debt-to-income ratio generally may not be more than 43%. The final rules also provide that certain mortgages that satisfy the general product feature requirements for qualified mortgages and that also satisfy the underwriting requirements of Fannie Mae and Freddie Mac (while they operate under federal conservatorship or receivership), the U.S. Department of Housing and Urban Development, the Department of Veterans Affairs, the Department of Agriculture or the Rural Housing Service are also considered to be qualified mortgages. This second category of qualified mortgages will phase out as the aforementioned federal agencies issue their own rules regarding qualified mortgages, the conservatorship of Fannie Mae and Freddie Mac ends, and, in any event, will invest in January 2021.

Table of Contents

As set forth in the Dodd-Frank Act, subprime (or higher-priced) mortgage loans are subject to the ability-to-repay requirement, and the final rules provide for a rebuttable presumption of lender compliance for those loans. The final rule also applied the ability-to-repay requirement to prime loans, while also providing a conclusive presumption of compliance (i.e., a safe harbor) for prime loans that are also qualified mortgages. Additionally, the final rule generally prohibits prepayment penalties (subject to certain exceptions) and sets forth a 3-year record retention period with respect to documenting and demonstrating the ability-to-repay requirement and other provisions.

Incentive Compensation Guidance and Proposed Restrictions

The federal bank regulatory agencies have issued comprehensive guidance intended to ensure that the incentive compensation policies do not undermine the safety and soundness of those organizations by encouraging excessive risk-taking. The incentive compensation guidance sets expectations for banking organizations concerning their incentive compensation arrangements and related risk-management, control and governance processes. The incentive compensation guidance, which covers all employees that have the ability to materially affect the risk profile of an organization, either individually or as part of a group, is based upon three primary principles: (i) balanced risk-taking incentives; (ii) compatibility with effective controls and risk management; and (iii) strong corporate governance. Any deficiencies in compensation practices that are identified may be incorporated into the organization's supervisory ratings, which can affect its ability to make acquisitions or take other actions. In addition, under the incentive compensation guidance, a banking organization's federal supervisor may initiate enforcement action if the organization's incentive compensation arrangements pose a risk to the safety and soundness of the organization.

In 2016, several federal financial agencies (including the Federal Reserve and FDIC) proposed restrictions on incentive-based compensation pursuant to Section 956 of the Dodd-Frank Act for financial institutions with \$1 billion or more in total consolidated assets. For institutions with at least \$1 billion but less than \$50 billion in total consolidated assets, the proposal would impose principles-based restrictions that are broadly consistent with existing interagency guidance on incentive-based compensation. Such institutions would be prohibited from entering into incentive compensation arrangements that encourage inappropriate risks by the institution (i) by providing an executive officer, employee, director, or principal shareholder with excessive compensation, fees, or benefits, or (ii) that could lead to material financial loss to the institution. The comment period for these proposed regulations has closed, but a final rule has not been published. Depending upon the outcome of the rule making process, the application of this rule to us could require us to revise our compensation strategy, increase our administrative costs and adversely affect our ability to recruit and retain qualified employees.

Further, as discussed above, the Basel III Capital Rules limit discretionary bonus payments to bank executives if the institution's regulatory capital ratios fail to exceed certain thresholds. See "—Regulatory Capital Requirements" above.

The scope and content of the U.S. banking regulators' policies on executive compensation are continuing to develop and are likely to continue evolving in the near future.

Financial Privacy

The federal bank regulatory agencies have adopted rules that limit the ability of banks and other financial institutions to disclose non-public information about consumers to non-affiliated third parties. These limitations require disclosure of privacy policies to consumers and, in some circumstances, allow consumers to prevent disclosure of certain personal information to a non-affiliated third party. These regulations affect how consumer information is transmitted through financial services companies and conveyed to outside vendors. In addition, consumers may also prevent disclosure of certain information among affiliated companies that is assembled or used to determine eligibility for a product or service, such as that shown on consumer credit reports and asset and income information from applications. Consumers also have the option to direct banks and other financial institutions not to share information about

transactions and experiences with affiliated companies for the purpose of marketing products or services.

Impact of Monetary Policy

The monetary policy of the Federal Reserve has a significant effect on the operating results of financial or bank holding companies and their subsidiaries. Among the tools available to the Federal Reserve to affect the money supply are open market transactions in U.S. government securities, changes in the discount rate on member bank borrowings and changes in reserve requirements against member bank deposits. These means are used in varying combinations to influence

Table of Contents

overall growth and distribution of bank loans, investments and deposits, and their use may affect interest rates charged on loans or paid on deposits.

Enforcement Powers of Federal and State Banking Agencies

The federal bank regulatory agencies have broad enforcement powers, including the power to terminate deposit insurance, impose substantial fines and other civil and criminal penalties, and appoint a conservator or receiver for financial institutions. Failure to comply with applicable laws and regulations could subject us and our officers and directors to administrative sanctions and potentially substantial civil money penalties. The DBO also has broad enforcement powers over us, including the power to impose orders, remove officers and directors, impose fines and appoint supervisors and conservators.

ITEM 1A — RISK FACTORS

Our business, financial condition and results of operations are subject to various risks, including those discussed below. The risks discussed below are those that we believe are the most significant risks, although additional risks not presently known to us or that we currently deem less significant may also adversely affect our business, financial condition and results of operations, perhaps materially.

Risks Relating to Our Business

Our Business could be adversely affected by unfavorable economic and market conditions.

Our business and operations are sensitive to general business and economic conditions in the United States, generally, and particularly the state of California and our market area. Unfavorable or uncertain economic and market conditions could lead to credit quality concerns related to borrower repayment ability and collateral protection as well as reduced demand for the products and services we offer. Unlike larger banks that are more geographically diversified, we provide banking services to customers primarily in the southern and eastern regions of the general San Francisco Bay Area of California. In recent years, there has been a gradual improvement in the U.S. economy as evidenced by a rebound in the housing market, lower unemployment and higher valuations in the equities markets; however, economic growth has been uneven, and opinions vary on the strength and direction of the economy. Uncertainties also have arisen regarding the potential for a reversal or renegotiation of international trade agreements, and the impact such actions and other policies may have on economic and market conditions. In addition, concerns about the performance of international economies, especially in Europe and emerging markets, and economic conditions in Asia, can impact the economy and financial markets here in the United States. If the national, regional and local economies experience worsening economic conditions, including high levels of unemployment, our growth and profitability could be constrained. Weak economic conditions are characterized by, among other indicators, deflation, elevated levels of unemployment, fluctuations in debt and equity capital markets, increased delinquencies on mortgage, commercial and consumer loans, residential and commercial real estate price declines, and lower home sales and commercial activity. Various market conditions may also negatively affect our operating results. Real estate market conditions directly affect performance of our loans secured by real estate. Debt markets affect the availability of credit, which affects the rates and terms at which we offer loans and leases. Stock market downturns affect businesses' ability to raise capital and invest in business expansion. Stock market downturns often signal broader economic deterioration and/or a downward trend in business earnings, which adversely affects businesses' ability to service their debts. All of these factors are generally detrimental to our business.

An economic recession or a downturn in various markets could have one or more of the following adverse effects on our business:

Edgar Filing: Bunge LTD - Form 10-Q

- a decrease in the demand for our loan or other products and services offered by us;
- a decrease in our deposit balances due to an overall reduction in customer accounts;
- a decrease in the value of our investment securities and loans;
- an increase in the level of nonperforming and classified loans;

25

Table of Contents

- an increase in the provision for credit losses and loan and lease charge-offs;
- a decrease in net interest income derived from our lending and deposit gathering activities;
- a decrease in the Company's stock price;
- an increase in our operating expenses associated with attending to the effects of the above-listed circumstances; and/or
- a decrease in real estate values or a general decrease in capital available to finance real estate transactions, which could have a negative impact on borrowers' ability to pay off their loans as they mature.

Fluctuations in interest rates may reduce net interest income and otherwise negatively affect our financial condition and results of operations.

Shifts in short-term interest rates may reduce net interest income, which is the principal component of our earnings. Net interest income is the difference between the amounts received by us on our interest-earning assets and the interest paid by us on our interest-bearing liabilities. When interest rates rise, the rate of interest we earn on our assets, such as loans, typically rises more quickly than the rate of interest that we pay on our interest-bearing liabilities, such as deposits, which may cause our profits to increase. When interest rates decrease, the rate of interest we earn on our assets, such as loans, typically declines more quickly than the rate of interest that we pay on our interest-bearing liabilities, such as deposits, which may cause our profits to decrease. Many factors affect interest rates, including governmental monetary policies, inflation, recession, changes in unemployment, the money supply and international disorder and instability in domestic and foreign financial markets.

Interest rate increases often result in larger payment requirements for our borrowers, which increases the potential for default. At the same time, the marketability of the underlying property may be adversely affected by any reduced demand resulting from higher interest rates. In a declining interest rate environment, there may be an increase in prepayments on loans as borrowers refinance their mortgages and other indebtedness at lower rates.

Changes in interest rates also can affect the value of loans, securities and other assets. An increase in interest rates that adversely affects the ability of borrowers to pay the principal or interest on loans may lead to an increase in nonperforming assets and a reduction of income recognized, which could have a material adverse effect on our results of operations and cash flows. Further, when we place a loan on nonaccrual status, we reverse any accrued but unpaid interest receivable, which decreases interest income. Subsequently, we continue to have a cost to fund the loan, which is reflected as interest expense, without any interest income to offset the associated funding expense. Thus, an increase in the amount of nonperforming assets would have an adverse impact on net interest income.

Rising interest rates result in a decline in value of fixed-rate debt securities we hold in our investment securities portfolio. The unrealized losses resulting from holding these securities will be recognized in accumulated other comprehensive income (loss) and reduce total shareholders' equity. Unrealized losses do not negatively affect our regulatory capital ratios; however, tangible common equity and the associated ratios would be reduced. If unrealized loss debt securities are sold, such realized losses will reduce our regulatory capital ratios.

If short-term interest rates decline, and assuming longer term interest rates fall faster, we could experience net interest margin compression as our interest-earning assets would continue to reprice downward while our interest-bearing liability rates could fail to decline in tandem. This would have a material adverse effect on our net interest income, financial condition, and results of operations.

We could recognize losses on securities held in our securities portfolio, particularly if interest rates increase or economic and market conditions deteriorate.

As of December 31, 2018, the fair value of our securities portfolio was approximately \$825.2 million. Factors beyond our control can significantly influence the fair value of securities in our portfolio and can cause potential adverse

changes to the fair value of these securities. For example, fixed-rate securities acquired by us are generally subject to decreases in market value when interest rates rise. Additional factors include, but are not limited to, rating agency downgrades of the securities or our own analysis of the value of the security, defaults by the issuer or individual mortgagors

Table of Contents

with respect to the underlying securities, and continued instability in the credit markets. Any of the foregoing factors could cause other-than-temporary impairment in future periods and result in realized losses. The process for determining whether impairment is other-than-temporary usually requires difficult, subjective judgments about the future financial performance of the issuer and any collateral underlying the security in order to assess the probability of receiving all contractual principal and interest payments on the security. Because of changing economic and market conditions affecting interest rates, the financial condition of issuers of the securities and the performance of the underlying collateral, we may recognize realized and/or unrealized losses in future periods, which could have an adverse effect on our financial condition and results of operations.

Liquidity risks could affect operations and jeopardize our business, financial condition, and results of operations.

Liquidity is essential to our business. An inability to raise funds through deposits, borrowings, the sale of loans and/or investment securities and from other sources could have a substantial negative effect on our liquidity. Our most important source of funds consists of our customer deposits. Such deposit balances can decrease when customers perceive alternative investments, such as the stock market, as providing a better risk/return tradeoff. If customers move money out of bank deposits and into other investments, we could lose a relatively low cost source of funds, thereby increasing our funding costs.

Other primary sources of funds consist of cash from operations. Additional liquidity is provided by our ability to borrow from the Federal Reserve Bank of San Francisco and the Federal Home Loan Bank of San Francisco. We also may borrow from third-party lenders from time to time. Our access to funding sources in amounts adequate to finance or capitalize our activities on terms that are acceptable to us could be impaired by factors that affect us directly or the financial services industry or economy in general, such as disruptions in the financial markets or negative views and expectations about the prospects for the financial services industry.

Any decline in available funding could adversely impact our ability to continue to implement our strategic plan, including our ability to originate loans, invest in securities, meet our expenses, or to fulfill obligations such as repaying our borrowings or meeting deposit withdrawal demands, any of which could have a material adverse impact on our liquidity, business, financial condition and results of operations.

Competition among U.S. banks for customer deposits is intense, may increase the cost of retaining current deposits or procuring new deposits, and may otherwise negatively affect our ability to grow our deposit base.

Competition among U.S. banks for customer deposits is intense, may increase the cost of retaining current deposits or procuring new deposits, and may otherwise negatively affect our ability to grow our deposit base. Maintaining and attracting new deposits is integral to our business and a major decline in deposits or failure to attract deposits in the future, including any such decline or failure related to an increase in interest rates paid by our competitors on interest-bearing accounts, could have an adverse effect on our results of operations and financial condition. Interest-bearing accounts earn interest at rates established by management based on competitive market factors. The demand for the deposit products we offer may also be reduced due to a variety of factors, such as demographic patterns, changes in customer preferences, reductions in consumers' disposable income, regulatory actions that decrease customer access to particular products, or the availability of competing products.

Our business depends on our ability to successfully manage credit risk.

The operation of our business requires us to manage credit risk. As a lender, we are exposed to the risk that our borrowers will be unable to repay their loans according to their terms, and that the collateral securing repayment of their loans, if any, may not be sufficient to ensure repayment. In addition, there are risks inherent in making any loan, including risks with respect to the period of time over which the loan may be repaid, risks relating to proper loan

underwriting, risks resulting from changes in economic and industry conditions and risks inherent in dealing with individual borrowers. In order to successfully manage credit risk, we must, among other things, maintain disciplined and prudent underwriting standards and ensure that our bankers follow those standards. The weakening of these standards for any reason, a lack of discipline or diligence by our employees in underwriting and monitoring loans, the inability of our employees to adequately adapt policies and procedures to changes in economic or any other conditions affecting borrowers and the quality of our loan portfolio, may result in loan defaults, foreclosures and additional charge-offs and may necessitate that we significantly increase our allowance for loan losses, each of which could adversely affect our net income. As a result, our inability to

Table of Contents

successfully manage credit risk could have a material adverse effect on our business, financial condition or results of operations.

An important feature of our credit risk management system is our use of an internal credit risk rating and control system through which we identify, measure, monitor and mitigate existing and emerging credit risk of our customers. As this process involves detailed analysis of the customer or credit risk, taking into account both quantitative and qualitative factors, it is subject to human error. In exercising their judgment, our employees may not always be able to assign an accurate credit rating to a customer or credit risk, which may result in our exposure to higher credit risks than indicated by our risk rating and control system. Although our management seeks to address possible credit risk proactively, it is possible that the credit risk rating and control system will not identify credit risk in our loan portfolio and that we may fail to manage credit risk effectively.

Some of our tools and metrics for managing credit risk and other risks are based upon our use of observed historical market behavior and assumptions. We rely on quantitative models to measure risks and to estimate certain financial values. Models may be used in such processes as determining the pricing of various products, grading loans and extending credit, measuring interest rates and other market risks, predicting losses, assessing capital adequacy and calculating regulatory capital levels, as well as estimating the value of financial instruments and balance sheet items. Poorly designed or implemented models present the risk that our business decisions based on information incorporating such models will be adversely affected due to the inadequacy of that information. Moreover, our models may fail to predict future risk exposures if the information used in the model is incorrect, obsolete or not sufficiently comparable to actual events as they occur, or if our model assumptions prove incorrect. We seek to incorporate appropriate historical data in our models, but the range of market values and behaviors reflected in any period of historical data is not at all times predictive of future developments in any particular period and the period of data we incorporate into our models may turn out to be inappropriate for the future period being modeled. In such case, our ability to manage risk would be limited and our risk exposure and losses could be significantly greater than our models indicated.

Risks Related to Our Loans

Because a significant portion of our loan portfolio is comprised of real estate loans, negative changes in the economy affecting real estate values and liquidity could impair the value of collateral securing our real estate loans and result in loan and other losses.

Real estate lending (including commercial, land development and construction, and purchased residential mortgage loans) is a large portion of our loan portfolio. At December 31, 2018, approximately \$1.28 billion, or 67% of our loan portfolio, was comprised of loans with real estate as a primary or secondary component of collateral. Included in the loans secured by real estate were \$580.2 million or 45% of owner occupied loans. The real estate securing our loan portfolio is concentrated in California.

As a result, adverse developments affecting real estate values in our market areas could increase the credit risk associated with our real estate loan portfolio. The market value of real estate can fluctuate significantly in a short period of time as a result of market conditions in the geographic area in which the real estate is located. Real estate values and real estate markets are generally affected by changes in national, regional or local economic conditions, the rate of unemployment, fluctuations in interest rates and the availability of loans to potential purchasers, changes in tax laws and other governmental statutes, regulations and policies and acts of nature, such as earthquakes and natural disasters. Adverse changes affecting real estate values and the liquidity of real estate in one or more of our markets could increase the credit risk associated with our loan portfolio, significantly impair the value of property pledged as collateral on loans and affect our ability to sell the collateral upon foreclosure without a loss or additional losses, which could result in losses that would adversely affect profitability. Such declines and losses would have a material

adverse impact on our business, financial condition, and results of operations. In addition, if hazardous or toxic substances are found on properties pledged as collateral, the value of the real estate could be impaired. If we foreclose on and take title to such properties, we may be liable for remediation costs, as well as for personal injury and property damage. Environmental laws may require us to incur substantial expenses to address unknown liabilities and may materially reduce the affected property's value or limit our ability to use or sell the affected property.

Table of Contents

Our construction and land development loans are based upon estimates of costs and value associated with the complete project. These estimates may be inaccurate and we may be exposed to more losses on these projects than on other loans.

At December 31, 2018, land and construction loans, (including land acquisition and development loans) totaled \$122.4 million or 6% of our portfolio. Of these loans, 28% were comprised of owner occupied and 72% non-owner occupied construction and land loans. These loans involves additional risks because funds are advanced upon the security of the project, which is of uncertain value prior to its completion, and costs may exceed realizable values in declining real estate markets. Because of the uncertainties inherent in estimating construction costs and the realizable market value of the completed project and the effects of governmental regulation of real property, it is relatively difficult to evaluate accurately the total funds required to complete a project and the related loan-to-value ratio. As a result, construction loans often involve the disbursement of substantial funds with repayment dependent, in part, on the success of the ultimate project and the ability of the borrower to sell or lease the property, rather than the ability of the borrower or guarantor to repay principal and interest. If our appraisal of the value of the completed project proves to be overstated or market values or rental rates decline, we may have inadequate security for the repayment of the loan upon completion of project construction. If we are forced to foreclose on a project prior to or at completion due to a default, we may not be able to recover all of the unpaid balance of, and accrued interest on, the loan as well as related foreclosure and holding costs. In addition, we may be required to fund additional amounts to complete the project and may have to hold the property for an unspecified period of time while we attempt to dispose of it.

The risks inherent in construction lending may affect adversely our results of operations. Such risks include, among other things, the possibility that contractors may fail to complete, or complete on a timely basis, construction of the relevant properties; substantial cost overruns in excess of original estimates and financing; market deterioration during construction; and lack of permanent take-out financing. Loans secured by such properties also involve additional risks because they have no operating history. In these construction loans, loan funds are advanced upon the security of the project under construction (which is of uncertain value prior to completion of construction) and the estimated operating cash flow to be generated by the completed project. Such properties may not be sold or leased so as to generate the cash flow anticipated by the borrower. A general decline in real estate sales and prices across the U.S. or locally in the relevant real estate market, a decline in demand for residential property, economic weakness, high rates of unemployment and reduced availability of mortgage credit are some of the factors that can adversely affect the borrowers' ability to repay their obligations to us and the value of our security interest in collateral, and thereby adversely affect our results of operations and financial results.

Supervisory guidance on commercial real estate concentrations could restrict our activities and impose financial requirements or limits on the conduct of our business.

As a part of their regulatory oversight, in 2006 federal bank regulators issued guidance titled, "Concentrations in Commercial Real Estate Lending, Sound Risk Management," which we refer to as the CRE Concentration Guidance. Additional guidance which focused on CRE lending, including an Interagency Statement titled, "Statement on Prudent Risk Management for Commercial Real Estate Lending," has been issued from time to time since 2006 and CRE lending continues to be a significant focus of federal and state bank regulators. These various guidelines and pronouncements were issued in response to the agencies' concerns that rising CRE concentrations might expose institutions to unanticipated earnings and capital volatility in the event of adverse changes in the commercial real estate market. The CRE Concentration Guidance identifies certain concentration levels that, if exceeded, will expose the institution to additional supervisory analysis with regard to the institution's CRE concentration risk. The CRE Concentration Guidance is designed to promote appropriate levels of capital and sound loan and risk management practices for institutions with a concentration of CRE loans. In general, the CRE Concentration Guidance establishes the following supervisory criteria as preliminary indications of possible CRE concentration risk: (i) the institution's total construction, land development and other land loans represent 100% or more of total risk-based capital; or (ii)

total CRE loans as defined in the regulatory guidelines represent 300% or more of total risk-based capital, and the institution's CRE loan portfolio has increased by 50% or more during the prior 36-month period. Pursuant to the CRE Concentration Guidelines, loans secured by owner-occupied commercial real estate are not included for purposes of CRE Concentration calculation. As of December 31, 2018, using regulatory definitions in the CRE Concentration Guidance, our CRE loans represented 242% of our total risk-based capital, as compared to 225% as of December 31, 2017. If the FDIC became concerned about our CRE loan concentrations, they could inhibit our organic growth by restricting our ability to execute on our strategic plan.

Table of Contents

Our use of appraisals in deciding whether to make a loan on or secured by real property does not ensure the value of the real property collateral.

In considering whether to make a loan secured by real property we generally require an appraisal of the property. However, an appraisal is only an estimate of the value of the property at the time the appraisal is conducted, and an error in fact or judgment could adversely affect the reliability of an appraisal. In addition, events occurring after the initial appraisal may cause the value of the real estate to decrease. As a result of any of these factors the value of collateral securing a loan may be less than estimated, and if a default occurs we may not recover the outstanding balance of the loan.

Many of our loans are to commercial borrowers, which may have a higher degree of risk than other types of borrowers.

At December 31, 2018, commercial loans totaled \$597.8 million or 32% of our loan portfolio (including SBA loans, asset-based lending, and factored receivables). Commercial loans often involve risks that are different from other types of lending. Because payments on such loans are often dependent on the successful operation or development of the property or business involved, repayment of such loans is often more sensitive than other types of loans to adverse conditions in the real estate market or the general business climate and economy. Accordingly, a downturn in the real estate market and a challenging business and economic environment may increase our risk related to commercial loans. Unlike residential property loans, which generally are made on the basis of the borrowers' ability to make repayment from their employment and other income and which are secured by real property whose value tends to be more easily ascertainable, commercial loans typically are made on the basis of the borrowers' ability to make repayment from the cash flow of the commercial venture. Our commercial loans are primarily made based on the identified cash flow of the borrower and secondarily on the collateral underlying the loans. Most often, this collateral consists of accounts receivable, inventory and equipment. Inventory and equipment may depreciate over time, may be difficult to appraise and may fluctuate in value based on the success of the business. If the cash flow from business operations is reduced, the borrower's ability to repay the loan may be impaired. Due to the larger average size of each commercial loan, as well as collateral that is generally less readily-marketable, losses incurred on a small number of commercial loans could have a material adverse impact on our financial condition and results of operations.

The small and medium-sized businesses that we lend to may have fewer resources to weather adverse business developments, which may impair a borrower's ability to repay a loan, and such impairment could adversely affect our results of operations and financial condition.

We target our business development and marketing strategy primarily to serve the banking and financial services needs of small to medium-sized businesses. These businesses generally have fewer financial resources in terms of capital or borrowing capacity than larger entities, frequently have smaller market shares than their competition, may be more vulnerable to economic downturns, often need substantial additional capital to expand or compete and may experience substantial volatility in operating results, any of which may impair a borrower's ability to repay a loan. In addition, the success of a small and medium-sized business often depends on the management talents and efforts of one or two people or a small group of people, and the death, disability or resignation of one or more of these people could have a material adverse impact on the business and its ability to repay its loan. If general economic conditions negatively impact the markets in which we operate and small to medium-sized businesses are adversely affected or our borrowers are otherwise affected by adverse business developments, our business, financial condition and results of operations may be adversely affected.

We may suffer losses in our loan portfolio despite our underwriting practices.

We mitigate the risks inherent in our loan portfolio by adhering to sound and proven underwriting practices, managed by experienced and knowledgeable credit professionals. These practices include analysis of a borrower's prior credit history, financial statements, tax returns, and cash flow projections, valuations of collateral based on reports of independent appraisers and verifications of liquid assets. Nonetheless, we may incur losses on loans that meet our underwriting criteria, and these losses may exceed the amounts set aside as reserves in our allowance for loan loss.

Table of Contents

Risks Related to our SBA Loan Program

Small Business Administration lending is an important part of our business. Our SBA lending program is dependent upon the U.S. federal government, and we face specific risks associated with originating SBA loans.

Our SBA lending program is dependent upon the U.S. federal government. As an approved participant in the SBA Preferred Lender's Program (an "SBA Preferred Lender"), we enable our clients to obtain SBA loans without being subject to the potentially lengthy SBA approval process necessary for lenders that are not SBA Preferred Lenders. The SBA periodically reviews the lending operations of participating lenders to assess, among other things, whether the lender exhibits prudent risk management. When weaknesses are identified, the SBA may request corrective actions or impose enforcement actions, including revocation of the lender's SBA Preferred Lender status. If we lose our status as an SBA Preferred Lender, we may lose some or all of our customers to lenders who are SBA Preferred Lenders, and as a result we could experience a material adverse effect to our financial results. Any changes to the SBA program, including but not limited to changes to the level of guarantee provided by the federal government on SBA loans, changes to program specific rules impacting volume eligibility under the guaranty program, as well as changes to the program amounts authorized by Congress may also have a material adverse effect on our business. In addition, any default by the U.S. government on its obligations or any prolonged government shutdown could, among other things, impede our ability to originate SBA loans or sell such loans in the secondary market, which could materially adversely affect our business, results of operations and financial condition.

The SBA's 7(a) Loan Program is the SBA's primary program for helping start-up and existing small businesses, with financing guaranteed for a variety of general business purposes. Generally, we sell the guaranteed portion of our SBA 7(a) loans in the secondary market. These sales result in premium income for us at the time of sale and create a stream of future servicing income, as we retain the servicing rights to these loans. For the reasons described above, we may not be able to continue originating these loans or sell them in the secondary market. Furthermore, even if we are able to continue to originate and sell SBA 7(a) loans in the secondary market, we might not continue to realize premiums upon the sale of the guaranteed portion of these loans or the premiums may decline due to economic and competitive factors. When we originate SBA loans, we incur credit risk on the non-guaranteed portion of the loans, and if a customer defaults on a loan, we share any loss and recovery related to the loan pro-rata with the SBA. If the SBA establishes that a loss on an SBA guaranteed loan is attributable to significant technical deficiencies in the manner in which the loan was originated, funded or serviced by us, the SBA may seek recovery of the principal loss related to the deficiency from us. Generally, we do not maintain reserves or loss allowances for such potential claims and any such claims could materially adversely affect our business, financial condition or results of operations.

The laws, regulations and standard operating procedures that are applicable to SBA loan products may change in the future. We cannot predict the effects of these changes on our business and profitability. Because government regulation greatly affects the business and financial results of all commercial banks and bank holding companies and especially our organization, changes in the laws, regulations and procedures applicable to SBA loans could adversely affect our ability to operate profitably.

The recognition of gains on the sale of loans and servicing asset valuations reflect certain assumptions.

We expect that gains on the sale of U.S. government guaranteed loans will contribute to noninterest income. The gains on such sales recognized for the year ended December 31, 2018 was \$698,000. The determination of these gains is based on assumptions regarding the value of unguaranteed loans retained, servicing rights retained and deferred fees and costs, and net premiums paid by purchasers of the guaranteed portions of U.S. government guaranteed loans. The value of retained unguaranteed loans and servicing rights are determined based on market derived factors such as prepayment rates, current market conditions and recent loan sales. Deferred fees and costs are determined using internal analysis of the cost to originate loans. Significant errors in assumptions used to compute gains on sale of loans

or servicing asset valuations could result in material revenue misstatements, which may have a material adverse effect on our business, results of operations and profitability.

The non-guaranteed portion of SBA loans that we retain on our balance sheet as well as the guaranteed portion of SBA loans that we sell could expose us to various credit and default risks.

We originated \$27.5 million of SBA loans for the year ended December 31, 2018. We sold \$10.8 million for the year ended December 31, 2018 of the guaranteed portion of our SBA loans. We generally retain the non-guaranteed

Table of Contents

portions of the SBA loans that we originate. Consequently, as of December 31, 2018, we held \$63.9 million of SBA loans on our balance sheet, \$39.5 million of which consisted of the non-guaranteed portion of SBA loans and \$2.6 million, or 4.1%, consisted of the guaranteed portion of SBA loans which we intend to sell in 2019. The non-guaranteed portion of SBA loans have a higher degree of credit risk and risk of loss as compared to the guaranteed portion of such loans and make up a substantial majority of our remaining SBA loans.

When we sell the guaranteed portion of SBA loans in the ordinary course of business, we are required to make certain representations and warranties to the purchaser about the SBA loans and the manner in which they were originated. Under these agreements, we may be required to repurchase the guaranteed portion of the SBA loan if we have breached any of these representations or warranties, in which case we may record a loss. In addition, if repurchase and indemnity demands increase on loans that we sell from our portfolios, our liquidity, results of operations and financial condition could be adversely affected. Further, we generally retain the non-guaranteed portions of the SBA loans that we originate and sell, and to the extent the borrowers of such loans experience financial difficulties, our financial condition and results of operations could be adversely impacted.

Risks Related to our Credit Quality

Nonperforming assets take significant time to resolve and adversely affect our results of operations and financial condition, and could result in further losses in the future.

As of December 31, 2018, our nonperforming loans (which consist of nonaccrual loans, loans past due 90 days or more and still accruing interest and loans modified under troubled debt restructurings) totaled \$14.9 million, or 0.79% of our loan portfolio, and our nonperforming assets (which include nonperforming loans plus other real estate owned) totaled \$14.9 million, or 0.48% of total assets. In addition, we had \$7.6 million in accruing loans that were 30-89 days delinquent as of December 31, 2018.

Our nonperforming assets adversely affect our net income in various ways. We do not record interest income on nonaccrual loans or other real estate owned, thereby adversely affecting our net interest income, net income and returns on assets and equity, and our loan administration costs increase, which together with reduced interest income adversely affects our efficiency ratio. When we take collateral in foreclosure and similar proceedings, we are required to mark the collateral to its then-fair market value, which may result in a loss. These nonperforming loans and other real estate owned also increase our risk profile and the level of capital our regulators believe is appropriate for us to maintain in light of such risks. The resolution of nonperforming assets requires significant time commitments from management and can be detrimental to the performance of their other responsibilities. If we experience increases in nonperforming loans and nonperforming assets, our net interest income may be negatively impacted and our loan administration costs could increase, each of which would have an adverse effect on our net income and related ratios, such as return on assets and equity.

Our allowance for loan losses may prove to be insufficient to absorb potential losses in our loan portfolio.

A significant source of risk arises from the possibility that losses could be sustained because borrowers, guarantors and related parties may fail to perform in accordance with the terms of their loans and leases. The underwriting and credit monitoring policies and procedures that we have adopted to address this risk may not prevent unexpected losses and such losses could have a material adverse effect on our business, financial condition, results of operations and cash flows. These unexpected losses may arise from a wide variety of specific or systemic factors, many of which are beyond our ability to predict, influence or control.

Like all financial institutions, we maintain an allowance for loan losses to provide for loan defaults and non-performance. This allowance, expressed as a percentage of loans, was 1.48%, at December 31, 2018. Allowance

for loan losses is funded from a provision for loan losses, which is a charge to our income statement. Our provision for loan losses was \$7.4 million for the year ended December 31, 2018.

Our allowance for loan losses may not be adequate to cover actual loan losses, and future provisions for loan losses could materially and adversely affect our business, financial condition, results of operations and cash flows. The allowance for loan losses reflects our estimate of the probable incurred losses in our loan portfolio at the relevant balance sheet date. Our allowance for loan losses is based on our prior experience, as well as an evaluation of the known risks in the current portfolio, composition and growth of the loan portfolio and economic factors. The determination of an

Table of Contents

appropriate level of loan loss allowance is an inherently difficult and subjective process, requiring complex judgments, and is based on numerous assumptions. The amount of future losses is susceptible to changes in economic and other conditions, including changes in interest rates, changes in the financial condition of borrowers, and deteriorating values of collateral that may be beyond our control, and these losses may exceed current estimates. If our allowance for loan losses is inaccurate, for any of the reasons discussed above (or other reasons), and is inadequate to cover the loan losses that we actually experience, the resulting losses could have a material and adverse impact on our business, financial condition, and results of operations.

We also evaluate all loans identified as impaired loans and allocate an allowance based upon our estimation of the potential loss associated with those problem loans. While we strive to carefully manage and monitor credit quality and to identify loans that may be deteriorating, at any time there are loans in our loan portfolio that may result in losses, but that have not yet been identified as non-performing or potential problem loans. Through established credit practices, we attempt to identify deteriorating loans and adjust the allowance for loan losses accordingly. However, because future events are uncertain and because we may not successfully identify all deteriorating loans in a timely manner, there may be loans that deteriorate in an accelerated time frame. We cannot be certain that we will be able to identify deteriorating loans before they become nonperforming assets, or that we will be able to limit losses on those loans that have been so identified.

Although management believes that the allowance for loan losses is adequate to absorb losses on any existing loans that may become uncollectible, we may be required to take additional provisions for loan losses in the future to further supplement the allowance for loan losses, either due to management's decision to do so or because our banking regulators require us to do so. Our bank regulatory agencies will periodically review our allowance for loan losses and the value attributed to nonaccrual loans or to real estate acquired through foreclosure and may require us to adjust our determination of the value for these items. These adjustments may adversely affect our business, financial condition and results of operations.

The current expected credit loss standard established by the Financial Accounting Standards Board will require significant data requirements and changes to methodologies.

In the aftermath of the 2007-2008 financial crisis, the Financial Accounting Standards Board, or FASB, decided to review how banks estimate losses in the allowance for loan loss calculation, and it issued the final Current Expected Credit Loss, or CECL, standard on June 16, 2016. Currently, the impairment model used by financial institutions is based on incurred losses, and loans are recognized as impaired when there is no longer an assumption that future cash flows will be collected in full under the originally contracted terms. This model will be replaced by the CECL model that will become effective for HBC for the fiscal year beginning after December 15, 2019 in which financial institutions will be required to use historical information, current conditions and reasonable forecasts to estimate the expected loss over the life of the loan. The Company has established a company-wide, cross-functional governance structure, which oversees overall strategy for implementation of CECL. We are currently evaluating various loss methodologies to determine their correlation to our various loan categories historical performance. In the first quarter of 2018, we contracted with a third party vendor to provide a model and assist with assessing processes, portfolio segmentation, and model development. The transition to the CECL model will require significantly greater data requirements and changes to methodologies to accurately account for expected loss. HBC likely will be required to increase its reserves and allowance for loan loss as a result of the implementation of CECL.

On April 13, 2018, the Federal Reserve Board, FDIC, and Office of the Comptroller of the Currency issued a Notice of Proposed Rulemaking regarding the implementation of CECL methodology for allowances and related adjustments to regulatory capital rules. This proposed rule is subject to a 60-day comment period but, if implemented as proposed, the primary impact to HBC would be that it would be able to phase in over 3 years the adverse effects on regulatory capital that may result from the adoption of CECL. As stated above, HBC will be required to adopt CECL beginning

in the first fiscal year beginning after December 15, 2019.

Real estate market volatility and future changes in our disposition strategies could result in net proceeds that differ significantly from our other real estate owned fair value appraisals.

As of December 31, 2018 we had no other real estate owned (“OREO”) on our books, but in the ordinary course of our business we expect to hold some level of OREO from time to time. OREO typically consists of properties that we obtain through foreclosure or through an in-substance foreclosure in satisfaction of an outstanding loan. OREO properties are valued on our books at the lesser of the recorded investment in the loan for which the property previously served as

Table of Contents

collateral or the property's "fair value," which represents the estimated sales price of the property on the date acquired less estimated selling costs. Generally, in determining "fair value," an orderly disposition of the property is assumed, unless a different disposition strategy is expected. Significant judgment is required in estimating the fair value of OREO property, and the period of time within which such estimates can be considered current is significantly shortened during periods of market volatility.

In response to market conditions and other economic factors, we may utilize alternative sale strategies other than orderly disposition as part of our OREO disposition strategy, such as immediate liquidation sales. In this event, as a result of the significant judgments required in estimating fair value and the variables involved in different methods of disposition, the net proceeds realized from such sales transactions could differ significantly from the appraisals, comparable sales and other estimates used to determine the fair value of our OREO properties.

We could be exposed to risk of environmental liabilities with respect to properties to which we take title.

In the course of our business, we may foreclose and take title to real estate, and could be subject to environmental liabilities with respect to these properties. We may be held liable to a governmental entity or to third-parties for property damage, personal injury, investigation and clean-up costs incurred by these parties in connection with environmental contamination, or may be required to investigate or clean up hazardous or toxic substances, or chemical releases at a property. The costs associated with investigation or remediation activities could be substantial. In addition, if we are the owner or former owner of a contaminated site, we may be subject to common law claims by third-parties based on damages and costs resulting from environmental contamination emanating from the property. If we become subject to significant environmental liabilities, our business, financial condition, results of operations and cash flows may be materially and adversely affected.

Risks Related to Growth Strategy

There are risks related to acquisitions.

We plan to continue to grow our business organically. However, from time to time, we may consider opportunistic strategic acquisitions that we believe support our long-term business strategy. We face significant competition from numerous other financial services institutions, many of which will have greater financial resources than we do, when considering acquisition opportunities. Accordingly, attractive acquisition opportunities may not be available to us. We may not be successful in identifying or completing any future acquisitions. Acquisitions of financial institutions involve operational risks and uncertainties and acquired companies may have unforeseen liabilities, exposure to asset quality problems, key employee and customer retention problems and other problems that could negatively affect our organization.

If we complete any future acquisitions, we may not be able to successfully integrate the operations, management, products and services of the entities that we acquire and eliminate redundancies. The integration process could result in the loss of key employees or disruption of the combined entity's ongoing business or inconsistencies in standards, controls, procedures, and policies that adversely affect our ability to maintain relationships with customers and employees or achieve the anticipated benefits of the transaction. The integration process may also require significant time and attention from our management that they would otherwise direct at servicing existing business and developing new business. We may not be able to realize any projected cost savings, synergies or other benefits associated with any such acquisition we complete. We cannot determine all potential events, facts and circumstances that could result in loss and our investigation or mitigation efforts may be insufficient to protect against any such loss.

In addition, we must generally satisfy a number of meaningful conditions prior to completing any acquisition, including, in certain cases, federal and state bank regulatory approval. Bank regulators consider a number of factors

when determining whether to approve a proposed transaction, including the effect of the transaction on financial stability and the ratings and compliance history of all institutions involved, including the CRA, examination results and anti-money laundering and Bank Secrecy Act compliance records of all institutions involved. The process for obtaining required regulatory approvals has become substantially more difficult, which could affect our future business. We may fail to pursue, evaluate or complete strategic and competitively significant business opportunities as a result of our inability, or our perceived inability, to obtain any required regulatory approvals in a timely manner or at all.

Table of Contents

Issuing additional shares of our common stock to acquire other banks and bank holding companies may result in dilution for existing shareholders and may adversely affect the market price of our stock.

In connection with our growth strategy, we have issued, and may issue in the future, shares of our common stock to acquire additional banks or bank holding companies that may complement our organizational structure. Resales of substantial amounts of common stock in the public market and the potential of such sales could adversely affect the prevailing market price of our common stock and impair our ability to raise additional capital through the sale of equity securities. We sometimes must pay an acquisition premium above the fair market value of acquired assets for the acquisition of banks or bank holding companies. Paying this acquisition premium, in addition to the dilutive effect of issuing additional shares, may also adversely affect the prevailing market price of our common stock.

If the goodwill that we recorded in connection with a business acquisition becomes impaired, it could require charges to earnings, which would have a negative impact on our financial condition and results of operations.

Goodwill represents the amount by which the cost of an acquisition exceeded the fair value of net assets we acquired in connection with the purchase. We review goodwill for impairment at least annually, or more frequently if events or changes in circumstances indicate that the carrying value of the asset might be impaired. We determine impairment by comparing the implied fair value of the reporting unit goodwill with the carrying amount of that goodwill. Estimates of fair value are determined based on a complex model using cash flows, the fair value of our Company as determined by our stock price, and company comparisons. If management's estimates of future cash flows are inaccurate, fair value determined could be inaccurate and impairment may not be recognized in a timely manner. If the carrying amount of the reporting unit goodwill exceeds the implied fair value of that goodwill, an impairment loss is recognized in an amount equal to that excess. Any such adjustments are reflected in our results of operations in the periods in which they become known. As of December 31, 2018, our goodwill totaled \$83.8 million, compared to \$45.7 million at December 31, 2017. There can be no assurance that our future evaluations of goodwill will not result in findings of impairment and related write-downs, which may have a material adverse effect on our financial condition and results of operations.

Our decisions regarding the fair value of assets acquired could be different than initially estimated, which could materially and adversely affect our business, financial condition, results of operations, and future prospects.

In business combinations, we acquire significant portfolios of loans that are marked to their estimated fair value. There is no assurance that the acquired loans will not suffer deterioration in value. The fluctuations in national, regional and local economic conditions, including those related to local residential, commercial real estate and construction markets, may increase the level of charge offs in the loan portfolio that we acquire and correspondingly reduce our net income. These fluctuations are not predictable, cannot be controlled and may have a material adverse impact on our operations and financial condition, even if other favorable events occur.

We must effectively manage our branch growth strategy.

We seek to expand our franchise safely and consistently. A successful growth strategy requires us to manage multiple aspects of our business simultaneously, such as following adequate loan underwriting standards, balancing loan and deposit growth without increasing interest rate risk or compressing our net interest margin, maintaining sufficient capital, maintaining proper system and controls, and recruiting, training and retaining qualified professionals. We also may experience a lag in profitability associated with new branch openings. As part of our general growth strategy we may expand into additional communities or attempt to strengthen our position in our current markets by opening new offices, subject to any regulatory constraints on our ability to open new offices. To the extent that we are able to open additional offices, we are likely to experience the effects of higher operating expenses relative to operating income from the new operations for a period of time which would have an adverse effect on our levels of reported net income,

return on average equity and return on average assets.

New lines of business or new products and services may subject us to additional risks.

From time to time, we may implement or may acquire new lines of business or offer new products and services within existing lines of business. There are substantial risks and uncertainties associated with these efforts, particularly in instances where the markets are not fully developed. In developing and marketing new lines of business and new products and services we may invest significant time and resources. We may not achieve target timetables for the introduction and development of new lines of business and new products or services and price and profitability targets may not prove

35

Table of Contents

feasible. External factors, such as regulatory compliance obligations, competitive alternatives, and shifting market preferences, may also impact the successful implementation of a new line of business or a new product or service. Furthermore, any new line of business and/or new product or service could have a significant impact on the effectiveness of our system of internal controls. Failure to successfully manage these risks in the development and implementation of new lines of business or new products or services could have a material adverse effect on our business, results of operations and financial condition.

Risks Related to Our Capital

As a result of the Dodd-Frank Act and rulemaking, we are subject to more stringent capital requirements.

In July 2013, the U.S. federal banking authorities approved the implementation of the Basel III regulatory capital reforms, or Basel III, and issued rules affecting certain changes required by the Dodd-Frank Act. Basel III is applicable to all U.S. banks that are subject to minimum capital requirements as well as to bank and saving and loan holding companies, other than “small bank holding companies” (generally bank holding companies with consolidated assets of less than \$3.0 billion). Basel III not only increases most of the required minimum regulatory capital ratios, it introduces a new common equity Tier 1 capital ratio and the concept of a capital conservation buffer. Basel III also expands the current definition of capital by establishing additional criteria that capital instruments must meet to be considered additional Tier 1 and Tier 2 capital. In order to be a “well-capitalized” depository institution under the new regime, an institution must maintain a common equity Tier 1 capital ratio of 6.5% or more; a Tier 1 capital ratio of 8% or more; a total capital ratio of 10% or more; and a Tier 1 leverage ratio of 5% or more. The Basel III capital rules became effective as applied to the Company and HBC on January 1, 2015 with a phase-in period that generally extends through January 1, 2019 for many of the changes.

The failure to meet applicable regulatory capital requirements could result in one or more of our regulators placing limitations or conditions on our activities, including our growth initiatives, or restricting the commencement of new activities, and could affect customer and investor confidence, our costs of funds and FDIC insurance costs, our ability to pay dividends on our common stock, our ability to make acquisitions, and our business, results of operations and financial conditions, generally.

We may need to raise additional capital in the future, and if we fail to maintain sufficient capital, whether due to losses, an inability to raise additional capital or otherwise, our financial condition, liquidity and results of operations, as well as our ability to maintain regulatory compliance, would be adversely affected.

We face significant capital and other regulatory requirements as a financial institution. We may need to raise additional capital in the future to provide us with sufficient capital resources and liquidity to meet our commitments and business needs, which could include the possibility of financing acquisitions. In addition, the Company, on a consolidated basis, and HBC, on a stand-alone basis, must meet certain regulatory capital requirements and maintain sufficient liquidity. Regulatory capital requirements could increase from current levels, which could require us to raise additional capital or contract our operations. Our ability to raise additional capital depends on conditions in the capital markets, economic conditions and a number of other factors, including investor perceptions regarding the banking industry, market conditions and governmental activities, and on our financial condition and performance. Any occurrence that may limit our access to the capital markets may adversely affect our capital costs and our ability to raise capital. Moreover, if we need to raise capital in the future, we may have to do so when many other financial institutions are also seeking to raise capital and would have to compete with those institutions for investors. Accordingly, we cannot assure you that we will be able to raise additional capital if needed or on terms acceptable to us. If we fail to maintain capital to meet regulatory requirements, our financial condition, liquidity and results of operations would be materially and adversely affected.

Risks Related to our Management

We are highly dependent on our management team, and the loss of our senior executive officers or other key employees could harm our ability to implement our strategic plan, impair our relationships with customers and adversely affect our business, results of operations and growth prospects.

Our success depends, in large degree, on the skills of our management team and our ability to retain, recruit and motivate key officers and employees. Our senior management team has significant industry experience, and their knowledge and relationships would be difficult to replace. Leadership changes will occur from time to time, and we cannot

Table of Contents

predict whether significant resignations will occur or whether we will be able to recruit additional qualified personnel. Competition for senior executives and skilled personnel in the financial services and banking industry is intense, which means the cost of hiring, paying incentives and retaining skilled personnel may continue to increase. We need to continue to attract and retain key personnel and to recruit qualified individuals to succeed existing key personnel to ensure the continued growth and successful operation of our business. In addition, as a provider of relationship-based commercial banking services, we must attract and retain qualified banking personnel to continue to grow our business, and competition for such personnel can be intense. Our ability to effectively compete for senior executives and other qualified personnel by offering competitive compensation and benefit arrangements may be restricted by applicable banking laws and regulations as discussed in “Supervision and Regulation—Incentive Compensation Guidance and Proposed Restrictions.” The loss of the services of any senior executive or other key personnel, or the inability to recruit and retain qualified personnel in the future, could have a material adverse effect on our business, financial condition or results of operations. In addition, to attract and retain personnel with appropriate skills and knowledge to support our business, we may offer a variety of benefits, which could reduce our earnings or have a material adverse effect on our business, financial condition or results of operations.

Risks Related to Our Reputation and Operations

Our ability to maintain our reputation is critical to the success of our business, and the failure to do so may materially adversely affect our business and the value of our common stock.

We are a community bank, and our reputation is one of the most valuable components of our business. Threats to our reputation can come from many sources, including adverse sentiment about financial institutions generally, unethical practices, employee misconduct, failure to deliver minimum standards of service or quality, compliance deficiencies, and questionable or fraudulent activities of our customers. Negative publicity regarding our 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. If our reputation is negatively affected, by the actions of our employees or otherwise, our business and, therefore, our operating results and the value of our common stock may be materially adversely affected.

Our risk management framework may not be effective in mitigating risks and/or losses to us.

Our risk management framework is comprised of various processes, systems and strategies, and is designed to manage the types of risk to which we are subject, including, among others, credit, market, liquidity, interest rate and compliance. Our framework also includes financial or other modeling methodologies that involve management assumptions and judgment. Our risk management framework may not be effective under all circumstances and may not adequately mitigate any risk or loss to us. If our risk management framework is not effective, we could suffer unexpected losses and our business, financial condition, results of operations or growth prospects could be materially and adversely affected. We may also be subject to potentially adverse regulatory consequences.

System failure or breaches of our network security could subject us to increased operating costs as well as litigation and other liabilities.

The computer systems and network infrastructure we use could be vulnerable to hardware and cyber-security issues. Our operations are dependent upon our ability to protect our computer equipment against damage from fire, power loss, telecommunications failure or a similar catastrophic event. We could also experience a breach by intentional or negligent conduct on the part of employees or other internal or external sources, including our third-party vendors. Any damage or failure that causes an interruption in our operations could have an adverse effect on our financial condition and results of operations. In addition, our operations are dependent upon our ability to protect the computer systems and network infrastructure utilized by us, including our internet banking activities, against damage from

physical break-ins, cyber-security breaches and other disruptive problems caused by the internet or other users. Such computer break-ins and other disruptions would jeopardize the security of information stored in and transmitted through our computer systems and network infrastructure, which may result in significant liability, damage our reputation and inhibit the use of our internet banking services by current and potential customers.

We rely heavily on communications, information systems (both internal and provided by third-parties) and the internet to conduct our business. Our business is dependent on our ability to process and monitor large numbers of daily transactions in compliance with legal, regulatory and internal standards and specifications. In addition, a significant portion

Table of Contents

of our operations relies heavily on the secure processing, storage and transmission of personal and confidential information, such as the personal information of our customers and clients. In recent periods, several governmental agencies and large corporations, including financial service organizations and retail companies, have suffered major data breaches, in some cases exposing not only their confidential and proprietary corporate information, but also sensitive financial and other personal information of their clients or clients and their employees or other third-parties, and subjecting those agencies and corporations to potential fraudulent activity and their clients, clients and other third-parties to identity theft and fraudulent activity in their credit card and banking accounts. Therefore, security breaches and cyber-attacks can cause significant increases in operating costs, including the costs of compensating clients and customers for any resulting losses they may incur and the costs and capital expenditures required to correct the deficiencies in and strengthen the security of data processing and storage systems. These risks may increase in the future as we continue to increase mobile payments and other internet-based product offerings and expand our internal usage of web-based products and applications.

In addition to well-known risks related to fraudulent activity, which take many forms, such as check “kiting” or fraud, wire fraud, and other dishonest acts, information security breaches and cyber-security related incidents have become a material risk in the financial services industry. For example, several U.S. financial institutions have recently experienced significant distributed denial-of-service attacks, some of which involved sophisticated and targeted attacks intended to disable or degrade service, or sabotage systems. Other potential attacks have attempted to obtain unauthorized access to confidential information, steal money, or manipulate or destroy data, often through the introduction of computer viruses or malware, cyber-attacks and other means. Other threats of this type may include fraudulent or unauthorized access to data processing or data storage systems used by us or by our clients, electronic identity theft, “phishing,” account takeover, and malware or other cyber-attacks. To date, none of these type of attacks have had a material effect on our business or operations. Such security attacks can originate from a wide variety of sources, including persons who are involved with organized crime or who may be linked to terrorist organizations or hostile foreign governments. Those same parties may also attempt to fraudulently induce employees, customers or other users of our systems to disclose sensitive information in order to gain access to our data or that of our customers or clients.

We are also subject to the risk that our employees may intercept and transmit unauthorized confidential or proprietary information. An interception, misuse or mishandling of personal, confidential or proprietary information being sent to or received from a customer or third-party could result in legal liabilities, remediation costs, regulatory actions and reputational harm.

Unfortunately, it is not always possible to anticipate, detect, or recognize these threats to our systems, or to implement effective preventative measures against all breaches, whether those breaches are malicious or accidental.

Cyber-security risks for banking organizations have significantly increased in recent years and have been difficult to detect before they occur because of the following, among other reasons:

- the proliferation of new technologies, and the use of the Internet and telecommunications technologies to conduct financial transactions;
- these threats arise from numerous sources, not all of which are in our control, including among others human error, fraud or malice on the part of employees or third-parties, accidental technological failure, electrical or telecommunication outages, failures of computer servers or other damage to our property or assets, natural disasters or severe weather conditions, health emergencies or pandemics, or outbreaks of hostilities or terrorist acts;
- the techniques used in cyber-attacks change frequently and may not be recognized until launched or until well after the breach has occurred;
- the increased sophistication and activities of organized crime groups, hackers, terrorist organizations, hostile foreign governments, disgruntled employees or vendors, activists and other external parties, including those involved in corporate espionage;

- the vulnerability of systems to third-parties seeking to gain access to such systems either directly or using equipment or security passwords belonging to employees, customers, third-party service providers or other users of our systems; and

38

Table of Contents

· our frequent transmission of sensitive information to, and storage of such information by, third-parties, including our vendors and regulators, and possible weaknesses that go undetected in our data systems notwithstanding the testing we conduct of those systems.

Our investments in systems and processes that are designed to detect and prevent security breaches and cyber-attacks and our conduct of periodic tests of our security systems and processes, may not succeed in anticipating or adequately protecting against or preventing all security breaches and cyber-attacks from occurring. Even the most advanced internal control environment may be vulnerable to compromise. Targeted social engineering attacks are becoming more sophisticated and are extremely difficult to prevent. Additionally, the existence of cyber-attacks or security breaches at third-parties with access to our data, such as vendors, may not be disclosed to us in a timely manner. As cyber-threats continue to evolve, we may be required to expend significant additional resources to continue to modify or enhance our protective measures or to investigate and remediate any information security vulnerabilities or incidents. We maintain a system of internal controls and insurance coverage to mitigate against operational risks, including data processing system failures and errors and customer or employee fraud. If our internal controls fail to prevent or detect an occurrence, or if any resulting loss is not insured or exceeds applicable insurance limits, it could have a material adverse effect on our business, financial condition and results of operations.

As is the case with non-electronic fraudulent activity, cyber-attacks or other information or security breaches, whether directed at us or third-parties, may result in a material loss or have material consequences. Furthermore, the public perception that a cyber-attack on our systems has been successful, whether or not this perception is correct, may damage our reputation with customers and third-parties with whom we do business. A successful penetration or circumvention of system security could cause us negative consequences, including loss of customers and business opportunities, disruption to our operations and business, misappropriation or destruction of our confidential information and/or that of our customers, or damage to our customers' and/or third-parties' computers or systems, and could expose us to additional regulatory scrutiny and result in a violation of applicable privacy laws and other laws, litigation exposure, regulatory fines, penalties or intervention, loss of confidence in our security measures, reputational damage, reimbursement or other compensatory costs, additional compliance costs, and could adversely impact our results of operations, liquidity and financial condition.

Our operations could be interrupted by our third-party service providers experiencing difficulty in providing their services, terminate their services or fail to comply with banking regulations.

We depend to a significant extent on a number of relationships with third-party service providers. Specifically, we receive core systems processing, essential web hosting and other internet systems, deposit processing and other processing services from third-party service providers. If these third-party service providers experience financial, operational, or technological difficulties or terminate their services and we are unable to replace them with other service providers, our operations could be interrupted. If an interruption were to continue for a significant period of time, our business, financial condition and results of operations could be adversely and materially affected. Even if we are able to replace our service providers, it may be at a higher cost to us, which could adversely affect our business, financial condition and results of operations.

We are subject to certain operational risks, including, but not limited to, customer or employee fraud and data processing system failures and errors.

Employee errors and employee and customer misconduct could subject us to financial losses or regulatory sanctions and seriously harm our reputation. Employee errors could also subject us to financial claims for negligence. Misconduct by our employees could include hiding unauthorized activities from us, conducting improper or unauthorized activities on behalf of our customers or using confidential information improperly. It is not always possible to prevent employee errors and misconduct, and the precautions we take to prevent and detect this activity may not be effective in all cases.

If our internal controls against operational risks fail to prevent or detect an occurrence of such employee error or misconduct, or if any resulting loss is not insured or exceeds applicable insurance limits, it could have a material adverse effect on our business, financial condition and results of operations.

Table of Contents

We depend on the accuracy and completeness of information provided by customers and counterparties and any misrepresented information could adversely affect our business, financial condition and results of operations.

In deciding whether to extend credit or to enter into other transactions with customers and counterparties, we may rely on information furnished to us by or on behalf of customers and counterparties, including financial statements and other financial information. Some of the information regarding customers provided to us is also used in our proprietary credit decisioning and scoring models, which we use to determine whether to do business with customers and the risk profiles of such customers which are subsequently utilized by counterparties who lend us capital to fund our operations. We may also rely on representations of customers and counterparties as to the accuracy and completeness of that information. In deciding whether to extend credit, we may rely upon our customers' representations that their financial statements conform to GAAP and present fairly, in all material respects, the financial condition, results of operations and cash flows of the customer. We also may rely on customer representations and certifications, or other audit or accountants' reports, with respect to the business and financial condition of our customers. Our financial condition, results of operations, financial reporting and reputation could be negatively affected if those representations are misleading, false, inaccurate or fraudulent and we rely on that materially misleading, false, inaccurate or fraudulent information.

Other Risks Related to Our Business

We face strong competition from financial services companies and other companies that offer commercial banking services, which could harm our business.

We face substantial competition in all phases of our operations from a variety of different competitors. Our competitors, including larger commercial banks, community banks, savings and loan associations, mutual savings banks, credit unions, consumer finance companies, insurance companies, securities dealers, brokers, mortgage bankers, investment advisors, money market mutual funds and other financial institutions, compete with lending and deposit gathering services offered by us. Many of these competing institutions have much greater financial and marketing resources than we have. Due to their size, many competitors can achieve larger economies of scale and may offer a broader range of products and services than we can. If we are unable to offer competitive products and services, our business may be negatively affected. Some of the financial services organizations with which we compete are not subject to the same degree of regulation as is imposed on bank holding companies and federally insured financial institutions or are not subject to increased supervisory oversight arising from regulatory examinations. As a result, these non-bank competitors have certain advantages over us in accessing funding and in providing various services.

We anticipate intense competition will continue for the coming year due to the recent consolidation of many financial institutions and more changes in legislature, regulation and technology. Further, we expect loan demand to continue to be challenging due to the uncertain economic climate and the intensifying competition for creditworthy borrowers, both of which could lead to loan rate concession pressure and could impact our ability to generate profitable loans. We expect we may see tighter competition in the industry as banks seek to take market share in the most profitable customer segments, particularly the small business segment and the mass affluent segment, which offers a rich source of deposits as well as more profitable and less risky customer relationships. Further, with the rebound of the equity markets our deposit customers may perceive alternative investment opportunities as providing superior expected returns. Technology and other changes have made it more convenient for bank customers to transfer funds into alternative investments or other deposit accounts such as online virtual banks and non-bank service providers. The current low interest rate environment could increase such transfers of deposits to higher yielding deposits or other investments. Efforts and initiatives we undertake to retain and increase deposits, including deposit pricing, can increase our costs. When our customers move money into higher yielding deposits or in favor of alternative investments, we can lose a relatively inexpensive source of funds, thus increasing our funding costs.

New technology and other changes are allowing parties to effectuate financial transactions that previously required the involvement of banks. For example, consumers can maintain funds in brokerage accounts or mutual funds that would have historically been held as bank deposits. Consumers can also complete transactions such as paying bills and transferring funds directly without the assistance of banks. The process of eliminating banks as intermediaries, known as “disintermediation,” could result in the loss of fee income, as well as the loss of customer deposits and the related income generated from those deposits. The loss of these revenue streams and access to lower cost deposits as a source of funds could have a material adverse effect on our business, results of operations and financial condition.

Table of Contents

Increased competition in our markets may result in reduced loans, deposits and commissions and brokers' fees, as well as reduced net interest margin and profitability. Ultimately, we may not be able to compete successfully against current and future competitors. If we are unable to attract and retain banking customers and expand our sales market for such loans, then we may be unable to continue to grow our business and our financial condition and results of operations may be adversely affected.

We have a continuing need for technological change, and we may not have the resources to effectively implement new technology or we may experience operational challenges when implementing new technology.

The financial services industry is undergoing rapid technological changes with frequent introductions of new technology-driven products and services. In addition to better serving customers, the effective use of technology increases efficiency and enables financial institutions to reduce costs. Our future success will depend in part upon our ability to address the needs of our customers by using technology to provide products and services that will satisfy customer demands for convenience as well as to create additional efficiencies in our operations as we continue to grow and expand our market area. We may experience operational challenges as we implement these new technology enhancements, or seek to implement them across all of our offices and business units, which could result in us not fully realizing the anticipated benefits from such new technology or require us to incur significant costs to remedy any such challenges in a timely manner.

Many of our larger competitors have substantially greater resources to invest in technological improvements. As a result, they may be able to offer additional or superior products to those that we will be able to offer, which would put us at a competitive disadvantage. Accordingly, a risk exists that we will not be able to effectively implement new technology-driven products and services or be successful in marketing such products and services to our customers.

The costs and effects of litigation, investigations or similar matters, or adverse facts and developments related thereto, could materially affect our business, operating results and financial condition.

We may be involved from time to time in a variety of litigation, investigations or similar matters arising out of our business. It is inherently difficult to assess the outcome of these matters, and we may not prevail in any proceedings or litigation. Our insurance may not cover all claims that may be asserted against us and indemnification rights to which we are entitled may not be honored, and any claims asserted against us, regardless of merit or eventual outcome, may harm our reputation. Should the ultimate judgments or settlements in any litigation or investigation significantly exceed our insurance coverage, they could have a material adverse effect on our business, financial condition and results of operations. In addition, premiums for insurance covering the financial and banking sectors are rising. We may not be able to obtain appropriate types or levels of insurance in the future, nor may we be able to obtain adequate replacement policies with acceptable terms or at historic rates, if at all.

We currently hold a significant amount of company-owned life insurance.

At December 31, 2018, we held company-owned life insurance ("COLI") on current and former senior employees and executives, with a cash surrender value of \$61.9 million, as compared with a cash surrender value of \$60.8 million at December 31, 2017. The eventual repayment of the cash surrender value is subject to the ability of the various insurance companies to pay death benefits or to return the cash surrender value to us if needed for liquidity purposes. We continually monitor the financial strength of the various companies with whom we carry these policies. However, any one of these companies could experience a decline in financial strength, which could impair its ability to pay benefits or return our cash surrender value. If we need to liquidate these policies for liquidity purposes, we would be subject to taxation on the increase in cash surrender value and penalties for early termination, both of which would materially adversely impact earnings.

Our ability to access markets for funding and acquire and retain customers could be adversely affected by the deterioration of other financial institutions or the financial service industry's reputation.

Reputation risk is the risk to liquidity, earnings and capital arising from negative publicity regarding us or the financial services industry generally. The financial services industry was featured in negative headlines about the global and national credit crisis which commenced in 2007 and the resulting stabilization legislation enacted by the U.S. federal government. These reports, and subsequent negative press regarding systemic fee-churning problems at other institutions, continue to be damaging to the industry's image and potentially erode confidence in insured financial institutions, such as our banking subsidiary.

Table of Contents

In addition, our ability to engage in routine funding transactions could be adversely affected by the actions and commercial soundness of other financial institutions. Financial services companies are interrelated as a result of trading, clearing, counterparty and other relationships. We have exposure to different industries and counterparties, and through transactions with counterparties in the financial services industry, including brokers and dealers, commercial banks, investment banks and other institutional clients. As a result, defaults by, or even rumors or questions about, one or more financial services companies, or the financial services industry generally, have led to market-wide liquidity problems and could lead to losses or defaults by us or by other institutions. These losses or defaults could have a material adverse effect on our business, financial condition, results of operations and growth prospects. Additionally, if our competitors were extending credit on terms we found to pose excessive risks, or at interest rates which we believed did not warrant the credit exposure, we may not be able to maintain our business volume and could experience deteriorating financial performances.

Severe weather, natural disasters, acts of war or terrorism and other external events could significantly impact our business.

Severe weather, natural disasters (including fires and earthquakes), acts of war or terrorism and other adverse external events could have a significant impact on our ability to conduct business. Such events could affect the stability of our deposit base, impair the ability of borrowers to repay outstanding loans, impair the value of collateral securing loans, cause significant property damage, result in loss of revenue and/or cause us to incur additional expenses. For example, our primary market areas in California are subject to earthquakes, fires, and droughts. Operations in our market could be disrupted by both the evacuation of large portions of the population as well as damage to and/or lack of access to our banking and operation facilities. While we have not experienced such events to date, other severe weather or natural disasters, acts of war or terrorism or other adverse external events may occur in the future. Although management has established disaster recovery policies and procedures, the occurrence of any such events could have a material adverse effect on our business financial condition and results of operations.

Finance and Accounting Risks

Accounting estimates and risk management processes rely on analytical models that may prove inaccurate resulting in a material adverse effect on our business, financial condition and results of operations.

The processes we use to estimate probable incurred loan losses and to measure the fair value of financial instruments, as well as the processes used to estimate the effects of changing interest rates and other market measures on our financial condition and results of operations, depends upon the use of analytical models. These models reflect assumptions that may not be accurate, particularly in times of market stress or other unforeseen circumstances. Even if these assumptions are adequate, the models using those assumptions may prove to be inadequate or inaccurate because of other flaws in their design or their implementation. If the models we use for interest rate risk and asset-liability management are inadequate, we may incur increased or unexpected losses upon changes in market interest rates or other market measures. If the models we use for determining our probable loan losses are inadequate, the allowance for loan losses may not be sufficient to support future charge-offs. If the models we use to measure the fair value of financial instruments are inadequate, the fair value of such financial instruments may fluctuate unexpectedly or may not accurately reflect what we could realize upon sale or settlement of such financial instruments. Any such failure in our analytical models could result in losses that could have a material adverse effect on our business, financial condition and results of operations.

Changes in accounting standards could materially impact our financial statements.

From time to time, the FASB or the SEC, may change the financial accounting and reporting standards that govern the preparation of our financial statements. Such changes may result in us being subject to new or changing accounting

and reporting standards. In addition, the bodies that interpret the accounting standards (such as banking regulators or outside auditors) may change their interpretations or positions on how these standards should be applied. These changes may be beyond our control, can be hard to predict and can materially impact how we record and report our financial condition and results of operations. In some cases, we could be required to apply a new or revised standard retrospectively, or apply an existing standard differently, also retrospectively, in each case resulting in our needing to revise or restate prior period financial statements. Restating or revising our financial statements may result in reputational harm or may have other adverse effects on us.

Table of Contents

Failure to maintain effective internal controls over financial reporting could have a material adverse effect on our business and stock price.

We are required to comply with the SEC's rules implementing Sections 302 and 404 of the Sarbanes-Oxley Act, which will require management to certify financial and other information in our quarterly and annual reports and provide an annual management report on the effectiveness of controls over financial reporting. In particular, we are required to certify our compliance with Section 404 of the Sarbanes-Oxley Act, which requires us to furnish annually a report by management on the effectiveness of our internal control over financial reporting and our independent registered public accounting firm is required to report on the effectiveness of our internal control over financial reporting.

If we identify any material weaknesses in our internal control over financial reporting or are unable to comply with the requirements of Section 404 in a timely manner or assert that our internal control over financial reporting is effective, or if our independent registered public accounting firm is unable to express an opinion as to the effectiveness of our internal control over financial reporting, investors, counterparties and customers may lose confidence in the accuracy and completeness of our financial statements and reports; our liquidity, access to capital markets and perceptions of our creditworthiness could be adversely affected; and the market price of our common stock could decline. In addition, we could become subject to investigations by the stock exchange on which our securities are listed, the SEC, the Federal Reserve, the FDIC, the DBO or other regulatory authorities, which could require additional financial and management resources. These events could have an adverse effect on our business, financial condition and results of operations.

We have significant deferred tax assets and cannot assure that it will be fully realized.

Deferred tax assets and liabilities are the expected future tax amounts for the temporary differences between the carrying amounts and tax basis of assets and liabilities computed using enacted tax rates. We regularly assess available positive and negative evidence to determine whether it is more likely than not that our net deferred tax assets will be realized. Realization of a deferred tax asset requires us to apply significant judgment and is inherently speculative because it requires estimates that cannot be made with certainty. At December 31, 2018, we had a net deferred tax assets of \$27.1 million. If we were to determine at some point in the future that we will not achieve sufficient future taxable income to realize our net deferred tax asset, we would be required, under generally accepted accounting principles, to establish a full or partial valuation allowance which would require us to incur a charge to operations for the period in which the determination was made.

Risks Related to Legislative and Regulatory Developments

We are subject to extensive government regulation that could limit or restrict our activities, which in turn may adversely impact our ability to increase our assets and earnings.

We operate in a highly regulated environment and are subject to supervision and regulation by a number of governmental regulatory agencies, including the Federal Reserve, the DBO and the FDIC. Regulations adopted by these agencies, which are generally intended to provide protection for depositors and customers rather than for the benefit of shareholders, govern a comprehensive range of matters relating to ownership and control of our shares, our acquisition of other companies and businesses, permissible activities for us to engage in, maintenance of adequate capital levels, and other aspects of our operations. These bank regulators possess broad authority to prevent or remedy unsafe or unsound practices or violations of law. The laws and regulations applicable to the banking industry could change at any time and we cannot predict the effects of these changes on our business, profitability or growth strategy. Increased regulation could increase our cost of compliance and adversely affect profitability. Moreover, certain of these regulations contain significant punitive sanctions for violations, including monetary penalties and limitations on a bank's ability to implement components of its business plan, such as expansion through mergers and acquisitions or

the opening of new branch offices. In addition, changes in regulatory requirements may add costs associated with compliance efforts. Furthermore, government policy and regulation, particularly as implemented through the Federal Reserve System, significantly affect credit conditions. Negative developments in the financial industry and the impact of new legislation and regulation in response to those developments could negatively impact our business operations and adversely impact our financial performance.

43

Table of Contents

Legislative and regulatory actions taken now or in the future may impact our business, governance structure, financial condition or results of operations. Proposed legislative and regulatory actions, including changes to financial regulation and the corporate tax law, may not occur on the timeframe that is expected, or at all, which could result in additional uncertainty for our business.

We are subject to extensive regulation by multiple regulatory bodies. These regulations may affect the manner and terms of delivery of our services. If we do not comply with governmental regulations, we may be subject to fines, penalties, lawsuits or material restrictions on our businesses in the jurisdiction where the violation occurred, which may adversely affect our business operations. Changes in these regulations can significantly affect the services that we provide as well as our costs of compliance with such regulations. In addition, adverse publicity and damage to our reputation arising from the failure or perceived failure to comply with legal, regulatory or contractual requirements could affect our ability to attract and retain customers.

Current and recent-past economic conditions, particularly in the financial markets, have resulted in government regulatory agencies and political bodies placing increased focus and scrutiny on the financial services industry. The Dodd-Frank Act significantly changed the regulation of financial institutions and the financial services industry. The Dodd-Frank Act and the regulations thereunder affect large and small financial institutions, including several provisions that will affect how community banks, thrifts and small bank and thrift holding companies will be regulated in the future.

The Dodd-Frank Act, among other things, imposed new capital requirements on bank holding companies; changed the base for FDIC insurance assessments to a bank's average consolidated total assets minus average tangible equity, rather than upon its deposit base; and permanently raised the current standard deposit insurance limit to \$250,000 and expanded the FDIC's authority to raise insurance premiums. The Dodd-Frank Act established the Consumer Financial Protection Bureau (the "CFPB") as an independent entity within the Federal Reserve, which has broad rulemaking, supervisory and enforcement authority over consumer financial products and services, including deposit products, home mortgages, home-equity loans and credit cards, and contains provisions on mortgage-related matters, such as steering incentives, determinations as to a borrower's ability to repay and prepayment penalties. Although the applicability of certain elements of the Dodd-Frank Act is limited to institutions with more than \$10 billion in assets, there can be no guarantee that such applicability will not be extended in the future or that regulators or other third parties will not seek to impose such requirements on institutions with less than \$10 billion in assets, such as HBC. Compliance with the Dodd-Frank Act and its implementing regulations has and will continue to result in additional operating and compliance costs that could have a material adverse effect on our business, financial condition, results of operations and growth prospects.

New proposals for legislation continue to be introduced in the U.S. Congress that could substantially increase regulation of the financial services industry, impose restrictions on the operations and general ability of firms within the industry to conduct business consistent with historical practices, including in the areas of compensation, interest rates, financial product offerings and disclosures, and have an effect on bankruptcy proceedings with respect to consumer residential real estate mortgages, among other things. Federal and state regulatory agencies also frequently adopt changes to their regulations or change the manner in which existing regulations are applied.

Certain aspects of current or proposed regulatory or legislative changes, including to laws applicable to the financial industry, if enacted or adopted, may impact the profitability of our business activities, require more oversight or change certain of our business practices, including the ability to offer new products, obtain financing, attract deposits, make loans and achieve satisfactory interest spreads, and could expose us to additional costs, including increased compliance costs. These changes also may require us to invest significant management attention and resources to make any necessary changes to operations to comply and could have a material adverse effect on our business, financial condition and results of operations. In addition, any proposed legislative or regulatory changes, including

those that could benefit our business, financial condition and results of operations, may not occur on the timeframe that is proposed, or at all, which could result in additional uncertainty for our business.

Monetary policies and regulations of the Federal Reserve could adversely affect our business, financial condition and results of operations.

In addition to being affected by general economic conditions, our earnings and growth are affected by the policies of the Federal Reserve. An important function of the Federal Reserve is to regulate the money supply and credit conditions. Among the instruments used by the Federal Reserve to implement these objectives are open market purchases and sales of U.S. government securities, adjustments of the discount rate and changes in banks' reserve requirements against bank

Table of Contents

deposits. These instruments are used in varying combinations to influence overall economic growth and the distribution of credit, bank loans, investments and deposits. Their use also affects interest rates charged on loans or paid on deposits.

The monetary policies and regulations of the Federal Reserve have had a significant effect on the operating results of commercial banks in the past and are expected to continue to do so in the future. The effects of such policies upon our business, financial condition and results of operations cannot be predicted.

Federal and state regulators periodically examine our business, and we may be required to remediate adverse examination findings.

The Federal Reserve, the FDIC, and the DBO periodically examine our business, including our compliance with laws and regulations. If, as a result of an examination, a banking agency were to determine that our financial condition, capital resources, asset quality, earnings prospects, management, liquidity or other aspects of any of our operations had become unsatisfactory, or that we were in violation of any law or regulation, they may take a number of different remedial actions as they deem appropriate. These actions include the power to enjoin “unsafe or unsound” practices, to require affirmative action to correct any conditions resulting from any violation or practice, to issue an administrative order that can be judicially enforced, to direct an increase in our capital, to restrict our growth, to assess civil money penalties, to fine or remove officers and directors and, if it is concluded that such conditions cannot be corrected or there is an imminent risk of loss to depositors, to terminate our deposit insurance and place us into receivership or conservatorship. Any regulatory action against us could have an adverse effect on our business, financial condition and results of operations.

We face a risk of noncompliance and enforcement action with the Bank Secrecy Act and other anti-money laundering statutes and regulations.

The Bank Secrecy Act, the USA Patriot Act and other laws and regulations require financial institutions, among other duties, to institute and maintain an effective anti-money laundering program and to file reports such as suspicious activity reports and currency transaction reports. We are required to comply with these and other anti-money laundering requirements. The federal banking agencies and Financial Crimes Enforcement Network are authorized to impose significant civil money penalties for violations of those requirements and have recently engaged in coordinated enforcement efforts against banks and other financial services providers with the U.S. Department of Justice, Drug Enforcement Administration and Internal Revenue Service. We are also subject to increased scrutiny of compliance with the rules enforced by the Office of Foreign Assets Control. If our policies, procedures and systems are deemed deficient, we would be subject to liability, including fines and regulatory actions, which may include restrictions on our ability to pay dividends and the necessity to obtain regulatory approvals to proceed with certain aspects of our business plan, including our acquisition plans.

Failure to maintain and implement adequate programs to combat money laundering and terrorist financing could also have serious reputational consequences for us. Any of these results could have a material adverse effect on our business, financial condition, results of operations and growth prospects.

The Federal Reserve may require us to commit capital resources to support HBC.

As a matter of policy, the Federal Reserve expects a bank holding company to act as a source of financial and managerial strength to a subsidiary bank and to commit resources to support such subsidiary bank. The Dodd-Frank Act codified the Federal Reserve’s policy on serving as a source of financial strength. Under the “source of strength” doctrine, the Federal Reserve may require a bank holding company to make capital injections into a troubled subsidiary bank and may charge the bank holding company with engaging in unsafe and unsound practices for failure to commit resources to a subsidiary bank. A capital injection may be required at times when the bank holding

company may not have the resources to provide it and therefore may be required to borrow the funds or raise capital. Any loans by a bank holding company to its subsidiary banks are subordinate in right of payment to deposits and to certain other indebtedness of such subsidiary bank. In the event of a bank holding company's bankruptcy, the bankruptcy trustee will assume any commitment by the bank holding company to a federal bank regulatory agency to maintain the capital of a subsidiary bank. Moreover, bankruptcy law provides that claims based on any such commitment will be entitled to a priority of payment over the claims of the institution's general unsecured creditors, including the holders of its note obligations. Thus, any borrowing that must be incurred by us to make a required capital injection to HBC becomes more difficult and expensive and could have an adverse effect on our business, financial condition and results of operations.

Table of Contents

We are subject to numerous laws designed to protect consumers, including the Community Reinvestment Act and fair lending laws, and failure to comply with these laws could lead to a wide variety of sanctions.

The Community Reinvestment Act, the Equal Credit Opportunity Act, the Fair Housing Act and other fair lending laws and regulations prohibit discriminatory lending practices by financial institutions. The U.S. Department of Justice, federal banking agencies, and other federal agencies are responsible for enforcing these laws and regulations. A challenge to an institution's compliance with fair lending laws and regulations could result in a wide variety of sanctions, including damages and civil money penalties, injunctive relief, restrictions on mergers and acquisitions activity, restrictions on expansion, and restrictions on entering new business lines. Private parties may also challenge an institution's performance under fair lending laws in private class action litigation. Such actions could have a material adverse effect on our business, financial condition, results of operations and growth prospects.

We may be subject to liability for potential violations of predatory lending laws, which could adversely impact our results of operations, financial condition and business.

Various U.S. federal, state and local laws have been enacted that are designed to discourage predatory lending practices. The U.S. Home Ownership and Equity Protection Act of 1994 ("HOEPA") prohibits inclusion of certain provisions in mortgages that have interest rates or origination costs in excess of prescribed levels and requires that borrowers be given certain disclosures prior to origination. Some states have enacted, or may enact, similar laws or regulations, which in some cases impose restrictions and requirements greater than those in HOEPA. In addition, under the anti-predatory lending laws of some states, the origination of certain mortgages, including loans that are not classified as "high-cost" loans under applicable law, must satisfy a net tangible benefit test with respect to the related borrower. Such tests may be highly subjective and open to interpretation. As a result, a court may determine that a home mortgage, for example, does not meet the test even if the related originator reasonably believed that the test was satisfied. If any of our mortgages are found to have been originated in violation of predatory or abusive lending laws, we could incur losses, which could adversely impact our results of operations, financial condition and business.

In addition, federal, state and local laws have been adopted that are intended to eliminate certain lending practices considered "predatory." These laws prohibit practices such as steering borrowers away from more affordable products, selling unnecessary insurance to borrowers, repeatedly refinancing loans and making loans without a reasonable expectation that the borrowers will be able to repay the loans irrespective of the value of the underlying property. It is our policy not to make predatory loans, but these laws create the potential for liability with respect to our lending and loan investment activities. They increase our cost of doing business and, ultimately, may prevent us from making certain loans and cause us to reduce the average percentage rate or the points and fees on loans that we do make.

Regulations relating to privacy, information security and data protection could increase our costs, affect or limit how we collect and use personal information and adversely affect our business opportunities.

We are subject to various privacy, information security and data protection laws, including requirements concerning security breach notification, and we could be negatively impacted by these laws. For example, our business is subject to the Gramm-Leach-Bliley Act of 1999 which, among other things: (i) imposes certain limitations on our ability to share nonpublic personal information about our customers with nonaffiliated third parties; (ii) requires that we provide certain disclosures to customers about our information collection, sharing and security practices and afford customers the right to "opt out" of any information sharing by us with nonaffiliated third parties (with certain exceptions); and (iii) requires we develop, implement and maintain a written comprehensive information security program containing safeguards appropriate based on our size and complexity, the nature and scope of our activities, and the sensitivity of customer information we process, as well as plans for responding to data security breaches. Various state and federal banking regulators and states have also enacted data security breach notification requirements with varying levels of individual, consumer, regulatory or law enforcement notification in certain circumstances in the event of a security

breach. Moreover, legislators and regulators in the United States are increasingly adopting or revising privacy, information security and data protection laws that potentially could have a significant impact on our current and planned privacy, data protection and information security-related practices, our collection, use, sharing, retention and safeguarding of consumer or employee information, and some of our current or planned business activities. This could also increase our costs of compliance and business operations and could reduce income from certain business initiatives. This includes increased privacy-related enforcement activity at the federal level, by the Federal Trade Commission, as well as at the state level, such as with regard to mobile applications.

Table of Contents

Compliance with current or future privacy, data protection and information security laws (including those regarding security breach notification) affecting customer or employee data to which we are subject could result in higher compliance and technology costs and could restrict our ability to provide certain products and services, which could have a material adverse effect on our business, financial conditions or results of operations. Our failure to comply with privacy, data protection and information security laws could result in potentially significant regulatory or governmental investigations or actions, litigation, fines, sanctions and damage to our reputation, which could have a material adverse effect on our business, financial condition or results of operations.

Potential limitations on incentive compensation contained in proposed federal agency rulemaking may adversely affect our ability to attract and retain our highest performing employees.

During the second quarter of 2016, the Federal Reserve and the FDIC, along with other U.S. regulatory agencies, jointly published proposed rules designed to implement provisions of the Dodd-Frank Act prohibiting incentive compensation arrangements that would encourage inappropriate risk taking at covered financial institutions, which includes a bank or bank holding company with \$1 billion or more in assets. It cannot be determined at this time whether or when a final rule will be adopted and whether compliance with such a final rule will substantially affect the manner in which we structure compensation for our executives and other employees. Depending on the nature and application of the final rules, we may not be able to compete successfully with certain financial institutions and other companies that are not subject to some or all of the rules to retain and attract executives and other high performing employees. If this were to occur, relationships that we have established with our customers may be impaired and our business, financial condition and results of operations could be materially adversely affected.

Risks Related to Our Common Stock

An investment in our common stock is not an insured deposit.

An investment in our common stock is not a bank deposit and, therefore, is not insured against loss by the FDIC, any other deposit insurance fund or by any other public or private entity. Investment in our common stock is inherently risky for the reasons described herein, and is subject to the same market forces that affect the price of common stock in any company. As a result, if you acquire our common stock, you could lose some or all of your investment.

The price of our common stock may fluctuate significantly, and this may make it difficult for you to resell shares of common stock owned by you at times or at prices you find attractive.

The stock market and, in particular, the market for financial institution stocks, has experienced significant volatility. In some cases, the markets have produced downward pressure on stock prices for certain issuers without regard to those issuers' underlying financial strength. As a result, the trading volume in our common stock may fluctuate more than usual and cause significant price variations to occur.

The trading price of the shares of our common stock will depend on many factors, which may change from time to time and which may be beyond our control, including, without limitation, our financial condition, performance, creditworthiness and prospects, future sales or offerings of our equity or equity related securities, and other factors identified above under "Cautionary Note Regarding Forward Looking Statements" and "Risk Factors" contained in this report. These broad market fluctuations have adversely affected and may continue to adversely affect the market price of our common stock some of which are out of our control. Among the factors that could affect our stock price are:

- actual or anticipated quarterly fluctuations in our operating results and financial condition;
- changes in business and economic condition;
- actual occurrence of one or more of the risk factors outlined above;

- recommendations by securities analysts or failure to meet, securities analysts' estimates of our financial and operating performance, or lack of research reports by industry analysts or ceasing of coverage;

Table of Contents

- speculation in the press or investment community generally or relating to our reputation, our operations, our market area, our competitors or the financial services industry in general;
 - strategic actions by us or our competitors, such as acquisitions, restructurings, dispositions or financings;
- actions by institutional investors;
- fluctuations in the stock price and operating results of our competitors;
- future sales of our equity, equity related or debt securities;
- proposed or adopted regulatory changes or developments;
- anticipated or pending investigations, proceedings, or litigation that involve or affect us;
- the level and extent to which we do or are allowed to pay dividends;
- trading activities in our common stock, including short selling;
- deletion from well-known index or indices;
- domestic and international economic factors unrelated to our performance; and
- general market conditions and, in particular, developments related to market conditions for the financial services industry.

The trading volume in our common stock is less than that of other larger financial services companies.

Although our common stock is listed for trading on the Nasdaq, its trading volume is generally less than that of other, larger financial services companies, and investors are not assured that a liquid market will exist at any given time for our common stock. A public trading market having the desired characteristics of depth, liquidity and orderliness depends on the presence in the marketplace at any given time of willing buyers and sellers of our common stock. This presence depends on the individual decisions of investors and general economic and market conditions over which we have no control. Given the lower trading volume of our common stock, significant sales of our common stock, or the expectation of these sales, could cause our stock price to fall.

Our dividend policy may change without notice, and our future ability to pay dividends is subject to restrictions.

Historically, our board of directors has declared quarterly dividends on our common stock. However, we have no obligation to continue doing so and may change our dividend policy at any time without notice to holders of our common stock. Holders of our common stock are only entitled to receive such cash dividends as our board of directors, in its discretion, may declare out of funds legally available for such payments. Furthermore, consistent with our strategic plans, growth initiatives, capital availability, projected liquidity needs, and other factors, we have made, and will continue to make, capital management decisions and policies that could adversely impact the amount of dividends paid to holders of our common stock.

We are a separate and distinct legal entity from HBC. We receive substantially all of our revenue from dividends paid to us by HBC, which we use as the principal source of funds to pay our expenses and to pay dividends to our shareholders, if any. Various federal and/or state laws and regulations limit the amount of dividends that HBC may pay us. If the HBC does not receive regulatory approval or does not maintain a level of capital sufficient to permit it to make dividend payments to us while maintaining adequate capital levels, our ability to pay our expenses and our business, financial condition or results of operations could be materially and adversely impacted.

Table of Contents

As a bank holding company, we are subject to regulation by the Federal Reserve. The Federal Reserve has indicated that bank holding companies should carefully review their dividend policy in relation to the organization's overall asset quality, current and prospective earnings and level, composition and quality of capital. The guidance provides that we inform and consult with the Federal Reserve prior to declaring and paying a dividend that exceeds earnings for the period for which the dividend is being paid or that could result in an adverse change to our capital structure, including interest on our debt obligations. If required payments on our debt obligations are not made or are deferred, or dividends on any preferred stock we may issue are not paid, we will be prohibited from paying dividends on our common stock.

The Basel III capital rules also introduced a new capital conservation buffer on top of the minimum risk-based capital ratios. Failure to maintain a capital conservation buffer above certain levels will result in restrictions on HCC's ability to make dividend payments, redemptions or other capital distributions. These requirements, and any other new regulations or capital distribution constraints, could adversely affect the ability of HBC to pay dividends to HCC and, in turn, affect our ability to pay dividends on our common stock.

We have limited the circumstances in which our directors will be liable for monetary damages.

We have included in our articles of incorporation a provision to eliminate the liability of directors for monetary damages to the maximum extent permitted by California law. The effect of this provision will be to reduce the situations in which we or our shareholders will be able to seek monetary damages from our directors.

Our bylaws also have a provision providing for indemnification of our directors and executive officers and advancement of litigation expenses to the fullest extent permitted or required by California law, including circumstances in which indemnification is otherwise discretionary. Also, we have entered into agreements with our officers and directors in which we similarly agreed to provide indemnification that is otherwise discretionary. Such indemnification may be available for liabilities arising in connection with future offerings.

Future equity issuances could result in dilution, which could cause our common stock price to decline.

We are generally not restricted from issuing additional shares of our common stock, up to the 60 million shares of voting common stock and 10 million shares of preferred stock authorized in our articles of incorporation (subject to Nasdaq shareholder approval rules), which in each case could be increased by a vote of a majority of our shares. We may issue additional shares of our common stock in the future pursuant to current or future equity compensation plans, upon conversions of preferred stock or debt, upon exercise of warrants or in connection with future acquisitions or financings. If we choose to raise capital by selling shares of our common stock for any reason, the issuance would have a dilutive effect on the holders of our common stock and could have a material negative effect on the market price of our common stock.

We may issue shares of preferred stock in the future, which could make it difficult for another company to acquire us or could otherwise adversely affect holders of our common stock, which could depress the price of our common stock.

Although there are currently no shares of our preferred stock issued and outstanding, our articles of incorporation authorize us to issue up to 10 million shares of one or more series of preferred stock. The board also has the power, without shareholder approval (subject to Nasdaq shareholder approval rules), to set the terms of any series of preferred stock that may be issued, including voting rights, dividend rights, preferences over our common stock with respect to dividends or in the event of a dissolution, liquidation or winding up and other terms. In the event that we issue preferred stock in the future that has preference over our common stock with respect to payment of dividends or upon our liquidation, dissolution or winding up, or if we issue preferred stock with voting rights that dilute the voting power of our common stock, the rights of the holders of our common stock or the market price of our common stock could

be adversely affected. In addition, the ability of our board of directors to issue shares of preferred stock without any action on the part of our shareholders may impede a takeover of us and prevent a transaction perceived to be favorable to our shareholders.

Table of Contents

The holders of our debt obligations and preferred stock, if any, will have priority over our common stock with respect to payment in the event of liquidation, dissolution or winding up and with respect to the payment of interest and dividends.

The holders of our debt obligations and preferred stock, if any, will have priority over our common stock with respect to payment in the event of liquidation, dissolution or winding up and with respect to the payment of interest and dividends.

In any liquidation, dissolution or winding up of the Company, our common stock would rank below all claims of the holders of outstanding debt issued by the Company. As of December 31, 2018, we had \$40.0 million principal amount of subordinated notes outstanding due June 1, 2027. In such event, holders of our common stock would not be entitled to receive any payment or other distribution of assets upon the liquidation, dissolution or winding up of the Company until after all of the Company's obligations to the debt holders were satisfied and holders of the subordinated debt had received any payment or distribution due to them. In addition, we are required to pay interest on the subordinated notes and if we are in default in the payment of interest we would not be able to pay any dividends on our common stock.

Provisions in our charter documents and California law may have an anti-takeover effect, and there are substantial regulatory limitations on changes of control of bank holding companies.

Our articles of incorporation and bylaws contain a number of provisions relating to corporate governance and rights of shareholders that might discourage future takeover attempts. As a result, shareholders who might desire to participate in such transactions may not have an opportunity to do so. In addition, these provisions will also render the removal of our board of directors or management more difficult. Such provisions include a requirement that shareholder approval for any action proposed by the Company must be obtained at a shareholders meeting and may not be obtained by written consent. Our bylaws provide that shareholders seeking to make nominations of candidates for election as directors, or to bring other business before an annual meeting of the shareholders, must provide timely notice of their intent in writing and follow specific procedural steps in order for nominees or shareholder proposals to be brought before an annual meeting.

Provisions of our charter documents and the California General Corporation Law, or the CGCL, could make it more difficult for a third party to acquire us, even if doing so would be perceived to be beneficial by our shareholders. Furthermore, with certain limited exceptions, federal regulations prohibit a person or company or a group of persons deemed to be "acting in concert" from, directly or indirectly, acquiring more than 10% (5% if the acquirer is a bank holding company) of any class of our voting stock or obtaining the ability to control in any manner the election of a majority of our directors or otherwise direct the management or policies of our company without prior notice or application to and the approval of the Federal Reserve. Under the California Financial Code, no person may, directly or indirectly, acquire control of a California state bank or its holding company unless the DBO has approved such acquisition of control. A person would be deemed to have acquired control of HBC if such person, directly or indirectly, has the power (i) to vote 25% or more of the voting power of HBC or (ii) to direct or cause the direction of the management and policies of HBC. For purposes of this law, a person who directly or indirectly owns or controls 10% or more of our outstanding common stock would be presumed to control HBC. Accordingly, prospective investors need to be aware of and comply with these requirements, if applicable, in connection with any purchase of shares of our common stock. Moreover, the combination of these provisions effectively inhibits certain mergers or other business combinations, which, in turn, could adversely affect the market price of our common stock.

ITEM 1B — UNRESOLVED STAFF COMMENTS

None.

ITEM 2 — PROPERTIES

The main and executive offices of HCC and HBC are located at 150 Almaden Boulevard in San Jose, California 95113, with branch offices located at 15575 Los Gatos Boulevard in Los Gatos, California 95032, at 3137 Stevenson Boulevard in Fremont, California 94538, at 387 Diablo Road in Danville, California 94526, at 300 Main Street in Pleasanton, California 94566, at 101 Ygnacio Valley Road in Walnut Creek, California 94596, at 1987 First Street in Livermore, California 94550, at 18625 Sutter Boulevard in Morgan Hill, California 95037, at 7598 Monterey Street in Gilroy, California 95020, at 351 Tres Pinos Road in Hollister, California 95023, at 419 S. San Antonio Road in Los Altos, California 94022, at 333 W. El Camino Real in Sunnyvale, California 94087, at 101 S. Ellsworth Avenue in

50

Table of Contents

San Mateo, California 94401, and at 2400 Broadway in Redwood City, California 94063. Bay View Funding's administrative offices are located at 2933 Bunker Hill Lane, Santa Clara, CA 95054.

Main Offices

The main office of HBC is located at 150 Almaden Boulevard in San Jose, California on the first three floors in a fifteen story Class A type office building. All three floors, consisting of approximately 35,547 square feet, are subject to a direct lease dated April 13, 2000, as amended, which expires on May 31, 2020. The current monthly rent payment is \$114,461, subject to annual increases of 3% until the lease expires. The Company has reserved the right to extend the term of the lease for one additional period of five years.

In November of 2014, the Company extended its lease for approximately 1,255 square feet (referred to as the "Kiosk") located next to the primary operating area at 150 Almaden Boulevard in San Jose, California to be used for meetings, staff training and marketing events. The current monthly rent payment is \$4,041, subject to annual increases of 3% until the lease expires on May 31, 2020. The Company has reserved the right to extend the term of the lease for one additional period of five years.

In June of 2015, the Company amended its primary lease at 150 Almaden Boulevard in San Jose, California to include 4,484 square feet of expansion space in a five story Class B type office building located at 100 W. San Fernando Street in San Jose, California, adjacent to the main office. The current monthly rent payment is \$11,748, subject to annual increases of 3% until the lease expires on May 31, 2020. The Company has reserved the right to extend the term of the lease for one additional period of five years.

Branch Offices

In June of 2007, as part of the acquisition of Diablo Valley Bank, the Company took ownership of an 8,285 square foot one story commercial office building, including the land, located at 387 Diablo Road in Danville, California.

In September of 2012, the Company leased approximately 3,172 square feet in a one-story multi tenant multi use building located at 3137 Stevenson Boulevard in Fremont, California. The monthly rent payment is \$8,143 until the lease expires on February 29, 2020. The Company has reserved the right to extend the term of the lease for one additional period of four years and another additional period of three years.

In April of 2014, the Company leased approximately 3,391 square feet in a two-story multi tenant commercial center located at 351 Tres Pinos in Hollister, California. The current monthly rent payment is \$4,771 until the lease expires on June 30, 2019. The Company plans on exercising its right to extend the term of the lease for one additional period of five years.

In May of 2014, the Company extended its lease for approximately 3,850 square feet on the first floor in a four-story multi tenant office building located at 101 Ygnacio Valley Road in Walnut Creek, California. The current monthly rent payment is \$15,166, subject to annual increases of 3% until the lease expires on August 15, 2021. In addition, the Company modified its lease to include 1,461 square feet of expansion space. The current monthly rent for the expansion space is \$4,690, subject to annual increases of 3% until the lease expires. The Company has reserved the right to extend the term of the lease for one additional period of five years.

In August of 2014, the Company amended and extended its lease for approximately 4,716 square feet in a one-story multi tenant office building located at 18625 Sutter Boulevard in Morgan Hill, California. The current monthly rent payment is \$6,381, subject to annual increases of 2% until the lease expires on October 31, 2021. The Company has reserved the right to extend the term of the lease for one additional period of five years.

In September of 2016, the Company extended its lease for approximately 2,505 square feet on the first floor in a three-story multi-tenant multi-use building located at 7598 Monterey Street in Gilroy, California. The current monthly rent payment is \$5,586 until the lease expires on September 30, 2019. The Company has reserved the right to extend the term of the lease for one additional period of two years.

In July of 2017, the Company extended its lease for approximately 5,213 square feet on the first floor in a two-story multi-tenant office building located at 419 S. San Antonio Road in Los Altos, California. The current monthly rent

Table of Contents

payment is \$28,403, subject to annual increases of 3% until the lease expires on April 30, 2023. The Company has reserved the right to extend the term of the lease for one additional period of five years.

In October of 2017, the Company extended its lease for approximately 4,096 square feet in a one story stand alone office building located at 300 Main Street in Pleasanton, California. The current monthly rent payment is \$20,480 until 90 days after the landlord delivers possession of a new premises, to be built adjacent to the existing premises, consisting of approximately 4,800 square feet and subject to a new lease dated November 30, 2017. The beginning monthly rent payment for the new premises will be \$21,600, subject to 3% annual increases until the lease expires ten years after the date on which it becomes effective. If the landlord is unable to obtain the necessary permits and approvals from the City of Pleasanton for construction of the new premises by April 30, 2019, then a new seven-year lease for the existing premises will become effective as of May 1, 2019, with an initial monthly rent payment of \$20,480, subject to annual increases of 3% until the lease expires on April 30, 2026.

In March of 2018, the Company extended its lease for approximately 3,022 square feet on the first floor of a three story multi tenant office building located at 333 West El Camino Real in Sunnyvale, California. The current monthly rent payment is \$16,707, subject to annual increases of 3% until the lease expires on May 31, 2023.

In April of 2018, as part of the acquisition of Tri-Valley Bank, the Company assumed a lease for approximately 3,772 square feet on the first and second floors in a two-story multi-tenant multi-use building located at 1987 First Street in Livermore, California. The current monthly rent payment is \$8,901 until the lease expires on September 30, 2019. The Company has reserved the right to extend the term of the lease for two additional periods of five years each.

In May of 2018, as part of the acquisition of United American Bank, the Company assumed a lease for approximately 11,566 square feet on the first and second floors in a five-story multi-tenant office building located at 101 S. Ellsworth Avenue in San Mateo, California. The current monthly rent payment is \$40,213, subject to annual increases of 3% until the lease expires on December 31, 2020. The Company has reserved the right to extend the lease for one additional period of five years.

In May of 2018, also as part of the acquisition of United American Bank, the Company assumed a lease for approximately 2,369 square feet on the first floor of a two-story multi-tenant multi-use building located at 2400 Broadway in Redwood City, California. The current monthly rent payment is \$12,437, subject to annual increases of 5% until the lease expires on October 31, 2022. The Company has reserved the right to extend the lease for one additional period of two years.

In November of 2018, the Company extended its lease for approximately 1,920 square feet in a one-story stand alone building located in an office complex at 15575 Los Gatos Boulevard in Los Gatos, California. The current monthly rent payment is \$6,720, subject to annual increases of 3% until the lease expires on November 30, 2023. The Company has reserved the right to extend the term of the lease for one additional period of five years.

Bay View Funding Office

In July of 2016, Bay View Funding extended its lease for approximately 7,440 square feet in a two story multi tenant office building located at 2933 Bunker Hill Lane, Santa Clara, CA 95054. The current monthly rent payment is \$26,836 until the lease expires on February 29, 2020. The Company has reserved the right to extend the term of the lease for one additional period of five years.

For additional information on operating leases and rent expense, refer to Note 7 to the Consolidated Financial Statements following “Item 15 — Exhibits and Financial Statement Schedules.”

ITEM 3 — LEGAL PROCEEDINGS

The Company is involved in certain legal actions arising from normal business activities. Management, based upon the advice of legal counsel, believes the ultimate resolution of all pending legal actions will not have a material effect on the financial statements of the Company.

52

Table of Contents

ITEM 4 — MINE SAFETY DISCLOSURES

Not Applicable.

PART II

ITEM 5 — MARKET FOR THE REGISTRANT’S COMMON EQUITY, RELATED STOCKHOLDER MATTERS AND ISSUER PURCHASES OF EQUITY SECURITIES

Market Information

The Company’s common stock is listed on the NASDAQ Global Select Market under the symbol “HTBK.”

The information in the following table for 2018 and 2017 indicates the high and low closing prices for the common stock, based upon information provided by the NASDAQ Global Select Market and cash dividend payment for each quarter presented.

Quarter	Stock Price		Dividend Per Share
	High	Low	
Year ended December 31, 2018:			
Fourth quarter	\$ 15.63	\$ 11.01	\$ 0.11
Third quarter	\$ 17.41	\$ 14.71	\$ 0.11
Second quarter	\$ 18.05	\$ 16.21	\$ 0.11
First quarter	\$ 17.13	\$ 15.27	\$ 0.11
Year ended December 31, 2017:			
Fourth quarter	\$ 16.35	\$ 14.28	\$ 0.10
Third quarter	\$ 14.23	\$ 12.92	\$ 0.10
Second quarter	\$ 14.78	\$ 13.02	\$ 0.10
First quarter	\$ 14.48	\$ 13.20	\$ 0.10

The closing price of our common stock on February 28, 2019 was \$13.97 per share as reported by the NASDAQ Global Select Market.

As of February 28, 2019, there were approximately 808 holders of record of common stock. There are no other classes of common equity outstanding.

Dividend Policy

The amount of future dividends will depend upon our earnings, financial condition, capital requirements and other factors, and will be determined by our board of directors on a quarterly basis. It is Federal Reserve policy that bank holding companies generally pay dividends on common stock only out of income available over the past year, and only if prospective earnings retention is consistent with the organization’s expected future needs and financial condition. It is also Federal Reserve policy that bank holding companies not maintain dividend levels that undermine the holding company’s ability to be a source of strength to its banking subsidiaries. Additionally, in consideration of the current financial and economic environment, the Federal Reserve has indicated that bank holding companies should carefully review their dividend policy and has discouraged payment ratios that are at maximum allowable

levels unless both asset quality and capital are very strong. Under the federal Prompt Corrective Action regulations, the Federal Reserve or the FDIC may prohibit a bank holding company from paying any dividends if the holding company's bank subsidiary is classified as undercapitalized.

As a holding company, our ability to pay cash dividends is affected by the ability of our bank subsidiary, HBC, to pay cash dividends. The ability of HBC (and our ability) to pay cash dividends in the future and the amount of any such cash dividends is and could be in the future further influenced by bank regulatory requirements and approvals and capital guidelines.

Table of Contents

The decision whether to pay dividends will be made by our board of directors in light of conditions then existing, including factors such as our results of operations, financial condition, business conditions, regulatory capital requirements and covenants under any applicable contractual arrangements, including agreements with regulatory authorities.

For information on the statutory and regulatory limitations on the ability of the Company to pay dividends and on HBC to pay dividends to HCC see “Item 1 — Business — Supervision and Regulation — Heritage Commerce Corp – Dividend Payments, Stock Redemptions, and Repurchases and – Heritage Bank or Commerce – Dividend Payments.”

Securities Authorized for Issuance Under Equity Compensation Plans

The following table provides information as of December 31, 2018 regarding equity compensation plans under which equity securities of the Company were authorized for issuance:

	Number of securities to be issued upon exercise of outstanding options, warrants and rights (a)	Weighted average exercise price of outstanding options, warrants and rights (b)	Number of securities remaining available for future issuance under equity compensation plans (excluding securities reflected in column (a)) (c)
Equity compensation plans approved by security holders	1,570,603 (1)	\$ 10.76	1,163,506 (2)
Equity compensation plans not approved by security holders	N/A	N/A	N/A

(1) Consists of 381,659 options to acquire shares under the Company’s Amended and Restated 2004 Equity Plan and 1,188,944 options to acquire shares under the Company’s 2013 Equity Incentive Plan.

(2) Available under the Company’s 2013 Equity Incentive Plan.

Table of Contents

Performance Graph

The following graph compares the stock performance of the Company from December 31, 2013 to December 31, 2018, to the performance of several specific industry indices. The performance of the S&P 500 Index, NASDAQ Stock Index and NASDAQ Bank Stocks were used as comparisons to the Company's stock performance. Management believes that a performance comparison to these indices provides meaningful information and has therefore included those comparisons in the following graph.

The following chart compares the stock performance of the Company from December 31, 2013 to December 31, 2018, to the performance of several specific industry indices. The performance of the S&P 500 Index, NASDAQ Stock Index and NASDAQ Bank Stocks were used as comparisons to the Company's stock performance.

Index	Period Ending					
	12/31/13	12/31/14	12/31/15	12/31/16	12/31/17	12/31/18
Heritage Commerce Corp *	100	107	145	175	186	138
S&P 500 *	100	111	111	121	145	136
NASDAQ - Total US*	100	113	120	129	165	159
NASDAQ Bank Index*	100	103	110	148	153	126

*Source: SNL Financial Bank Information Group — (434) 977 1600

Table of Contents

ITEM 6 — SELECTED FINANCIAL DATA

The following table presents a summary of selected financial information that should be read in conjunction with the Company's Consolidated Financial Statements and notes thereto following Item 15 — Exhibits and Financial Statement Schedules.

SELECTED FINANCIAL DATA

	AT OR FOR YEAR ENDED DECEMBER 31,				
	2018	2017	2016	2015	2014
	(Dollars in thousands, except per share data)				
INCOME STATEMENT DATA:					
Interest income	\$ 129,845	\$ 106,911	\$ 94,431	\$ 78,743	\$ 59,256
Interest expense	7,822	5,387	3,211	2,422	2,153
Net interest income before provision for loan losses	122,023	101,524	91,220	76,321	57,103
Provision (credit) for loan losses	7,421	99	1,237	32	(338)
Net interest income after provision for loan losses	114,602	101,425	89,983	76,289	57,441
Noninterest income	9,574	9,612	11,625	8,985	7,746
Noninterest expense	75,521	60,738	57,639	58,673	44,222
Income before income taxes	48,655	50,299	43,969	26,601	20,965
Income tax expense	13,324	26,471	16,588	10,104	7,538
Net income	35,331	23,828	27,381	16,497	13,427
Dividends and discount accretion on preferred stock	—	—	(1,512)	(1,792)	(1,008)
Net income available to common shareholders	35,331	23,828	25,869	14,705	12,419
Less: undistributed earnings allocated to Series C Preferred Stock	—	—	(1,278)	(912)	(1,342)
Distributed and undistributed earnings allocated to common shareholders	\$ 35,331	\$ 23,828	\$ 24,591	\$ 13,793	\$ 11,077

Edgar Filing: Bunge LTD - Form 10-Q

PER COMMON
SHARE DATA:

Basic net income(1)	\$ 0.85	\$ 0.63	\$ 0.72	\$ 0.48	\$ 0.42
Diluted net income(2)	\$ 0.84	\$ 0.62	\$ 0.72	\$ 0.48	\$ 0.42
Book value per common share(3)	\$ 8.49	\$ 7.10	\$ 6.85	\$ 7.03	\$ 6.22
Tangible book value per common share(4)	\$ 6.28	\$ 5.76	\$ 5.46	\$ 5.35	\$ 5.60
Pro forma book value per common share assuming Series C Preferred Stock was converted into common stock(5)	\$ —	\$ —	\$ —	\$ 6.51	\$ 5.74
Pro forma tangible book value per share, assuming Series C Preferred Stock was converted into common stock(6)	\$ —	\$ —	\$ —	\$ 5.07	\$ 5.23
Dividend payout ratio(7)	52.26	% 63.95	% 49.77	% 65.09	% 42.88
Weighted average number of shares outstanding — basic	41,469,211	38,095,250	33,933,806	28,567,213	26,390,615
Weighted average number of shares outstanding — diluted	42,182,939	38,610,815	34,219,121	28,786,078	26,526,282
Common shares outstanding at period end	43,288,750	38,200,883	37,941,007	32,113,479	26,503,505
Pro forma common shares outstanding at period end, assuming Series C Preferred Stock was converted into common stock(8)	—	—	—	37,714,479	32,104,505

BALANCE SHEET
DATA:

Securities (available-for sale and held-to-maturity)	\$ 836,241	\$ 790,193	\$ 630,599	\$ 494,390	\$ 301,697
Net loans	\$ 1,858,557	\$ 1,563,009	\$ 1,483,518	\$ 1,339,790	\$ 1,070,264
	\$ 27,848	\$ 19,658	\$ 19,089	\$ 18,926	\$ 18,379

Edgar Filing: Bunge LTD - Form 10-Q

Allowance for loan losses					
Goodwill and other intangible assets	\$ 95,760	\$ 51,253	\$ 52,614	\$ 54,182	\$ 16,320
Total assets	\$ 3,096,562	\$ 2,843,452	\$ 2,570,880	\$ 2,361,579	\$ 1,617,103
Total deposits	\$ 2,637,532	\$ 2,482,989	\$ 2,262,140	\$ 2,062,775	\$ 1,388,386
Subordinated debt, net of issuance costs	\$ 39,369	\$ 39,183	\$ —	\$ —	\$ —
Short-term borrowings	\$ —	\$ —	\$ —	\$ 3,000	\$ —
Total shareholders' equity	\$ 367,466	\$ 353,566	\$ 259,850	\$ 245,436	\$ 184,358

SELECTED PERFORMANCE RATIOS:(9)

Return on average assets	1.16	%	0.86	%	1.13	%	0.86	%	0.88	%
Return on average tangible assets	1.19	%	0.88	%	1.15	%	0.88	%	0.88	%
Return on average equity	10.79	%	8.86	%	10.71	%	8.04	%	7.44	%
Return on average tangible equity	14.41	%	10.98	%	13.55	%	9.41	%	7.60	%
Net interest margin (fully tax equivalent)	4.31	%	3.99	%	4.12	%	4.41	%	4.10	%
Efficiency ratio (10)	57.39	%	54.65	%	56.04	%	68.78	%	68.19	%
Average net loans (excludes loans held-for-sale) as a percentage of average deposits	67.35	%	62.65	%	66.25	%	70.82	%	74.54	%
Average total shareholders' equity as a percentage of average total assets	10.72	%	9.76	%	10.54	%	10.73	%	11.85	%

SELECTED ASSET QUALITY DATA:(11)

Net charge-offs (recoveries) to average loans	(0.04)	%	(0.03)	%	0.08	%	(0.04)	%	0.05	%
Allowance for loan losses to total loans	1.48	%	1.24	%	1.27	%	1.39	%	1.69	%
Nonperforming loans to total loans	0.79	%	0.16	%	0.20	%	0.47	%	0.54	%
Nonperforming assets	\$ 14,887		\$ 2,485		\$ 3,288		\$ 6,742		\$ 6,551	

HERITAGE
COMMERCE
CORP CAPITAL
RATIOS:

Total risk-based	15.0	%	14.4	%	12.5	%	12.5	%	13.9	%
Tier 1 risk-based	12.0	%	11.4	%	11.5	%	11.4	%	12.6	%
Common equity										
Tier 1 risk-based										
capital	12.0	%	11.4	%	11.5	%	10.4	%	N/A	
Leverage	8.9	%	8.0	%	8.5	%	8.6	%	10.6	%

Table of Contents

Notes:

(1) Represents distributed and undistributed earnings allocated to common shareholders, divided by the average number of shares of common stock outstanding for the respective period. See Note 17 to the consolidated financial statements.

(2) Represents distributed and undistributed earnings allocated to common shareholders, divided by the average number of shares of common stock and common stock equivalents outstanding for the respective period. See Note 16 to the consolidated financial statements.

(3) Represents shareholders' equity minus preferred stock divided by the number of shares of common stock outstanding at December 31, 2015 and 2014.

(4) Represents shareholders' equity minus preferred stock, minus goodwill and other intangible assets divided by the number of shares of common stock outstanding at December 31, 2015 and 2014.

(5) Represents shareholders' equity minus preferred stock divided by the number of shares of common stock outstanding at December 31, 2015 and 2014, assuming 21,004 shares of Series C Preferred Stock were converted into 5,601,000 shares of common stock.

(6) Represents shareholders' equity minus preferred stock, minus goodwill and other intangible assets divided by the number of shares of common stock outstanding at December 31, 2015 and 2014, assuming 21,004 shares of Series C Preferred Stock were converted into 5,601,000 shares of common stock.

(7) Percentage is calculated based on dividends paid on common stock and Series C Preferred Stock for the year ended December 31, 2016, 2015, and 2014 (on an as converted basis) divided by net income.

(8) Assumes 21,004 shares of Series C Preferred Stock were converted into 5,601,000 shares of common stock at December 31, 2015 and 2014.

(9) Average balances used in this table and throughout this Annual Report are based on daily averages.

(10) The efficiency ratio is calculated by dividing noninterest expenses by the sum of net interest income before provision for loan losses and noninterest income.

(11) Average loans and total loans exclude loans held-for-sale.

Table of Contents

ITEM 7 — MANAGEMENT’S DISCUSSION AND ANALYSIS OF FINANCIAL CONDITION AND RESULTS OF OPERATIONS

The following discussion provides information about the results of operations, financial condition, liquidity, and capital resources of Heritage Commerce Corp (the “Company” or “HCC”), its wholly owned subsidiary, Heritage Bank of Commerce (the “Bank” or “HBC”), and HBC’s wholly owned subsidiary, CSNK Working Capital Finance Corp, a California Corporation, dba Bay View Funding. This information is intended to facilitate the understanding and assessment of significant changes and trends related to our financial condition and the results of operations. This discussion and analysis should be read in conjunction with our consolidated financial statements and the accompanying notes presented elsewhere in this report. Unless we state otherwise or the context indicates otherwise, references to the “Company,” “Heritage,” “we,” “us,” and “our,” in this Report on Form 10 K refer to Heritage Commerce Corp and its subsidiaries.

The Company completed its acquisition of Tri-Valley Bank (“Tri-Valley”) on April 6, 2018, and the Company completed its acquisition of United American Bank (“United American”) on May 4, 2018. These acquisitions are discussed in more detail below, and in Notes 1, 8, and 9 to the consolidated financial statements.

Critical Accounting Policies and Estimates

The preparation of financial statements in accordance with the accounting principles generally accepted in the United States (“U.S. GAAP”) requires management to make a number of judgments, estimates and assumptions that affect the reported amount of assets, liabilities, income and expense in the financial statements. Various elements of our accounting policies, by their nature, involve the application of highly sensitive and judgmental estimates and assumptions. Some of these policies and estimates relate to matters that are highly complex and contain inherent uncertainties. It is possible that, in some instances, different estimates and assumptions could reasonably have been made and used by management, instead of those we applied, which might have produced different results that could have had a material effect on the financial statements.

We have identified the following accounting policies and estimates that, due to the inherent judgments and assumptions and the potential sensitivity of the financial statements to those judgments and assumptions, are critical to an understanding of our financial statements. We believe that the judgments, estimates and assumptions used in the preparation of the Company’s financial statements are appropriate. For a further description of our accounting policies, see Note 1 — Summary of Significant Accounting Policies in the financial statements included in this Form 10 K.

Allowance for Loan Losses

The allowance for loan losses is an estimate of the losses in our loan portfolio. The allowance is only an estimate of the inherent loss in the loan portfolio and may not represent actual losses realized over time, either of losses in excess of the allowance or of losses less than the allowance. Our accounting for estimated loan losses is discussed under the heading “Allowance for Loan Losses” and disclosed primarily in Notes 1 and 4 to the consolidated financial statements.

Deferred Tax Assets

Our net deferred income tax asset arises from temporary differences between the carrying amount of assets and liabilities reported in the financial statements and the amounts used for income tax return purposes. Our accounting for deferred tax assets is discussed under the heading “Income Tax Expense” and disclosed primarily in Notes 1 and 12 to the consolidated financial statements.

Executive Summary

This summary is intended to identify the most important matters on which management focuses when it evaluates the financial condition and performance of the Company. When evaluating financial condition and performance management looks at certain key metrics and measures. The Company's evaluation includes comparisons with peer group financial institutions and its own performance objectives established in the internal planning process.

The primary activity of the Company is commercial banking. The Company's operations are located in the southern and eastern regions of the general San Francisco Bay Area of California in the counties of Santa Clara, Alameda, Contra Costa, San Benito, and San Mateo. The largest city in this area is San Jose and the Company's market includes the

Table of Contents

headquarters of a number of technology based companies in the region known commonly as Silicon Valley. The Company's customers are primarily closely held businesses and professionals.

Performance Overview

For the year ended December 31, 2018, net income was \$35.3 million, or \$0.84 per average diluted common share, compared to \$23.8 million, or \$0.62 per average diluted common share, for the year ended December 31, 2017, and \$27.4 million or \$0.72 per average diluted common share for the year ended December 31, 2016. The Company's annualized return on average tangible assets was 1.19% and annualized return on average tangible equity was 14.41% for the year ended December 31, 2018, compared to 0.88% and 10.98%, respectively, for the year ended December 31, 2017, and 1.15% and 13.55%, respectively, for the year ended December 31, 2016.

The Company acquired Tri-Valley and United American in the second quarter of 2018. Severance, retention, acquisition, and integration costs related to the two mergers totaled \$9.2 million, for the year ended December 31, 2018, compared to \$671,000 for the year ended December 31, 2017. We do not expect any further significant related cost going forward. Earnings for the year ended December 31, 2017 were also impacted by a \$7.1 million income tax expense adjustment due to the remeasurement of the Company's net deferred tax assets ("DTA").

Tri-Valley Bank and United American Bank Mergers

The Company completed the merger of its wholly-owned bank subsidiary Heritage Bank of Commerce with Tri-Valley effective as of the close on April 6, 2018. Tri-Valley's results of operations have been included in the Company's results of operations beginning April 7, 2018. Tri-Valley was a full-service California state-chartered commercial bank with branches in San Ramon and Livermore, California and served businesses and individuals primarily in Contra Costa and Alameda counties in Northern California. The Company closed the San Ramon office on July 13, 2018 and incurred \$110,000 of lease termination expense.

The Company completed the merger of its wholly-owned bank subsidiary Heritage Bank of Commerce with United American effective as of the close on May 4, 2018. United American's results of operations have been included in the Company's results of operations beginning May 5, 2018.

United American was a full-service commercial bank located in San Mateo County with full-service branches located in San Mateo, Redwood City and Half Moon Bay, California and serviced businesses, professionals and individuals. The Company closed the Half Moon Bay office on August 10, 2018 and incurred \$34,000 of lease termination expense.

Tri-Valley added \$112.0 million in loans and \$82.6 million in deposits, at December 31, 2018. United American added \$181.5 million in loans and \$217.6 million in deposits at December 31, 2018.

Tax Cuts and Jobs Act

The Tax Cuts and Jobs Act (the "Tax Act") was signed into law on December 22, 2017, which among other things reduced the federal corporate tax rate to 21% from 35%, effective January 1, 2018. The enactment of the Tax Act caused our net DTA to be revalued at the new lower tax rate with resulting tax effects accounted for in the fourth quarter of 2017. The Company performed an analysis and determined the value of the net DTA was reduced by \$7.1 million, which was recognized as a one-time, non-cash, incremental income tax expense for the fourth quarter of 2017 and for the year ended December 31, 2017.

Table of Contents

Factoring Activities - Bay View Funding

	December 31, December 31,	
	2018	2017
	(Dollars in thousands)	
Total factored receivables	\$ 53,590	\$ 48,826
Average factored receivables for the year ended	\$ 59,220	\$ 45,794
Total full time equivalent employees	38	36

2018 Highlights

The following are major factors that impacted the Company's results of operations:

- Net interest income before provision for loan losses increased 20% to \$122.0 million for the year ended December 31, 2018, compared to \$101.5 million for the year ended December 31, 2017, primarily due to the impact of the increase in loans and deposits from the Tri-Valley and United American acquisitions, in addition to organic loan growth and the positive impact of rising interest rates.
- The fully tax equivalent ("FTE") net interest margin increased 32 basis points to 4.31% for the year ended December 31, 2018, compared to 3.99% for the year ended December 31, 2017. The increase was primarily due to a higher average balance of loans and securities, an increase in the accretion of the loan purchase discount into loan interest income from the Tri-Valley and United American acquisitions in the second quarter of 2018, the impact of increases in the prime rate, and the rate on overnight funds.
- The average yield on the loan portfolio increased to 5.87% for the year ended December 31, 2018, compared to 5.64% for the year ended December 31, 2017, primarily due to an increase in accretion of the loan purchase discount into loan interest income from the acquisitions, and increases in the prime rate. The average yield on the Company's legacy loan portfolio (excluding the purchased residential loans, purchased CRE loans, factored receivables portfolio, and accretion of the loan purchase discount from the acquisitions) increased 13 basis points for the year ended December 31, 2018, compared to the year ended December 31, 2017. The average yield on the purchased residential loans was 2.73% for the year ended December 31, 2018, compared to 2.68% for the year ended December 31, 2017. The yield on the purchased CRE loans was 3.48% for the year ended December 31, 2018, compared to 3.51% for the year ended December 31, 2017.
- The total purchase discount on loans from Focus loan portfolio was \$5.4 million on the acquisition date of August 20, 2015, of which \$657,000 remains outstanding as of December 31, 2018. The total purchase discount on loans from Tri-Valley loan portfolio was \$2.6 million on the acquisition date of April 6, 2018, of which \$2.2 million remains outstanding as of December 31, 2018. The total purchase discount on loans from United American loan portfolio was \$4.7 million on the acquisition date of May 4, 2018, of which \$3.6 million remains outstanding as of December 31, 2018. The remaining purchase discount from the acquisitions was \$6.5 million at December 31, 2018, compared to \$1.2 million at December 31, 2017.
- The total cost of deposits was 0.21% for the year ended December 31, 2018, compared to 0.17% for the year ended December 31, 2017. The increase in the cost of deposits for the year ended December 31, 2018, compared to the year ended December 31, 2017, was primarily due to an increase in interest rates.
- There was a \$7.4 million provision for loan losses for the year ended December 31, 2018, compared to a \$99,000 provision for loan losses for the year ended December 31, 2017. The increase in the provision for loan losses for the year ended December 31, 2018, compared to the year ended December 31, 2017, was primarily due to a single large

lending relationship that was placed on nonaccrual during the second quarter of 2018.

- Noninterest income remained flat at \$9.6 million for the year ended December 31, 2018, compared to the year ended December 31, 2017. The Company received \$1.3 million in proceeds from a legal settlement

Table of Contents

during the second quarter of 2018, of which \$377,000 was recorded in other noninterest income, and \$922,000 was credited to professional fees for recaptured legal fees previously paid by the Company. The proceeds from a legal settlement during the second quarter of 2018, higher service charges and fees on deposit accounts and gain on sales of securities, were offset by a lower increase in cash surrender value of life insurance proceeds, servicing income, and gain on sale of SBA loans for the year ended December 31, 2018, compared to the year ended December 31, 2017.

- Noninterest expense for the year ended December 31, 2018 increased to \$75.5 million, compared to \$60.7 million for the year ended December 31, 2017. The increase in noninterest expense for the year ended December 31, 2018, compared to the year ended December 31, 2017, was primarily due to costs related to the merger transactions and higher salaries and employee benefits as a result of annual salary increases, and additional employees and operating costs of the Tri-Valley and United American acquisitions, partially offset by lower professional fees
- The efficiency ratio for the year ended December 31, 2018 was 57.39%, compared to 54.65% for the year ended December 31, 2017.
- Income tax expense for the year ended December 31, 2018 was \$13.3 million, compared to \$26.5 million for the year ended December 31, 2017. The effective tax rate for the year ended December 31, 2018 was 27.4%, compared to 52.6% for the year ended December 31, 2017, primarily due to a lower federal corporate tax rate for the year ended December 31, 2018 and the \$7.1 million DTA adjustment in the fourth quarter of 2017.

The following are important factors in understanding our current financial condition and liquidity position:

- Cash, interest bearing deposits in other financial institutions and securities available-for-sale decreased (12%) to \$623.6 million at December 31, 2018, from \$708.1 million at December 31, 2017.
- Securities held-to-maturity, at amortized cost, totaled \$377.2 million, compared to \$398.3 million at December 31, 2017.
- Loans, excluding loans held-for-sale, increased \$303.7 million, or 19%, to \$1.89 billion at December 31, 2018, compared to \$1.58 billion at December 31, 2017, which included \$181.5 million in loans from United American, \$112.0 million in loans from Tri-Valley, and an increase of \$3.1 million in the Company's legacy portfolio, partially offset by a decrease of \$7.0 million in purchased residential mortgage loans, and a decrease of \$3.6 million in purchased CRE loans.
- Nonperforming assets ("NPAs") were \$14.9 million, or 0.48% of total assets at December 31, 2018, compared to \$2.5 million, or 0.09% of total assets at December 31, 2017. The increase in NPAs at December 31, 2018, compared to December 31, 2017, was primarily due to a single large lending relationship that was placed on nonaccrual during the second quarter of 2018.
- Classified assets were \$23.4 million at December 31, 2018, compared to \$25.1 million at December 31, 2017. There were no foreclosed assets at December 31, 2018 and December 31, 2017.
- The allowance for loan losses at December 31, 2018 was \$27.8 million, or 1.48% of total loans, representing 187.06% of nonperforming loans. The allowance for loan losses at December 31, 2017 was \$19.7 million, or 1.24% of total loans, representing 791.07% of nonperforming loans. The allowance for loan losses to total nonperforming loans decreased at December 31, 2018, compared to December 31, 2017, primarily due to a single large lending relationship that was placed on nonaccrual during the second quarter of 2018.
- Net recoveries totaled \$769,000 for the year ended December 31, 2018, compared to net recoveries of \$470,000 for the year ended December 31, 2017.
- Total deposits increased \$154.5 million, or 6%, to \$2.64 billion at December 31, 2018, compared to \$2.48 billion at December 31, 2017, which included \$217.6 million in deposits from United American, \$82.6

Table of Contents

million in deposits from Tri-Valley, a decrease of \$65.1 million in State of California certificates of deposit due to maturity, and a decrease of \$80.5 million, or (3%), in the Company's legacy deposits, which was principally attributable to three deposit relationships totaling approximately \$95.0 million.

- Deposits, excluding all time deposits and CDARS deposits, increased \$202.0 million, or 9%, to \$2.48 billion at December 31, 2018, compared to \$2.28 billion at December 31, 2017, which included \$195.8 million of deposits added from United American, \$75.5 million of deposits added from Tri-Valley, partially offset by a decrease of \$69.3 million, or (3%), in the Company's legacy deposits.
- The ratio of noncore funding (which consists of time deposits of \$250,000 and over, CDARS deposits, brokered deposits, securities under agreement to repurchase, subordinated debt and short term borrowings) to total assets was 4.53% at December 31, 2018, compared to 6.85% at December 31, 2017.
- The loan to deposit ratio was 71.52% at December 31, 2018, compared to 63.74% at December 31, 2017.
- The Company's consolidated capital ratios exceeded regulatory guidelines and the Bank's capital ratios exceeded the regulatory guidelines for a well capitalized financial institution under the Basel III regulatory requirements at December 31, 2018.

	Heritage	Heritage	Well-capitalized Financial Institution Basel III Regulatory Guidelines	Fully Phased-in Basel III Minimum Requirement(1)
Capital Ratios	Commerce Corp	Bank of Commerce		Effective January 1, 2019
Total Risk-Based	15.0 %	14.0 %	10.0 %	10.5 %
Tier 1 Risk-Based	12.0 %	12.8 %	8.0 %	8.5 %
Common Equity Tier 1 Risk-based	12.0 %	12.8 %	6.5 %	7.0 %
Leverage	8.9 %	9.4 %	5.0 %	4.0 %

(1)Requirements for both the Company and the Bank include a 2.5% capital conservation buffer, except leverage ratio.

Deposits

The composition and cost of the Company's deposit base are important in analyzing the Company's net interest margin and balance sheet liquidity characteristics. Except for brokered time deposits, the Company's depositors are generally located in its primary market area. Depending on loan demand and other funding requirements, the Company also obtains deposits from wholesale sources including deposit brokers. HBC is a member of the Certificate of Deposit Account Registry Service ("CDARS") program. The CDARS program allows customers with deposits in excess of Federal Deposit Insurance Corporation ("FDIC") insured limits to obtain coverage on time deposits through a network of banks within the CDARS program. Deposits gathered through this program are considered brokered deposits under regulatory guidelines. The Company has a policy to monitor all deposits that may be sensitive to interest rate changes to help assure that liquidity risk does not become excessive due to concentrations.

Total deposits increased \$154.5 million, or 6%, to \$2.64 billion at December 31, 2018, compared to \$2.48 billion at December 31, 2017, which included \$217.6 million in deposits from United American, \$82.6 million in deposits from Tri-Valley, a decrease of \$65.1 million in State of California certificates of deposit due to maturity, and a decrease of \$80.5 million, or (3%), in the Company's legacy deposits, which was principally attributable to three deposit

relationships totaling approximately \$95.0 million. Deposits, excluding all time deposits and CDARS deposits, increased \$202.0 million, or 9%, to \$2.48 billion at December 31, 2018, compared to \$2.28 billion at December 31, 2017, which included \$195.8 million of deposits added from United American, \$75.5 million of deposits added from Tri-Valley, partially offset by a decrease of \$69.3 million, or (3%), in the Company's legacy deposits.

Liquidity

Our liquidity position refers to our ability to maintain cash flows sufficient to fund operations and to meet obligations and other commitments in a timely fashion. The Company manages liquidity to be able to meet unexpected

Table of Contents

sudden changes in levels of its assets or deposit liabilities without maintaining excessive amounts of balance sheet liquidity. Excess balance sheet liquidity can negatively impact the Company's interest margin. At December 31, 2018, we had \$164.6 million in cash and cash equivalents and approximately \$657.0 million in available borrowing capacity from various sources including the Federal Home Loan Bank ("FHLB"), the Federal Reserve Bank of San Francisco ("FRB"), Federal funds facilities with several financial institutions, and a line of credit with a correspondent bank. The Company also had \$789.2 million (at fair value) in unpledged securities available at December 31, 2018. Our loan to deposit ratio increased to 71.52% at December 31, 2018, compared to 63.74% at December 31, 2017.

Lending

Our lending business originates primarily through our branch offices located in our primary markets. In addition, Bay View Funding provides factoring financing and our Corporate Financing Group provides asset-based lending throughout the United States. Total loans, excluding loans held-for-sale, increased \$303.7 million, or 19%, to \$1.89 billion at December 31, 2018, compared to \$1.58 billion at December 31, 2017, which included \$181.5 million in loans from United American, \$112.0 million in loans from Tri-Valley, and an increase of \$3.1 million in the Company's legacy portfolio, partially offset by a decrease of \$7.0 million in purchased residential mortgage loans, and a decrease of \$3.6 million of purchased CRE loans. The total loan portfolio remains well diversified with C&I loans accounting for 32% of the portfolio at December 31, 2018, which included \$53.6 million of factored receivables at Bay View Funding. CRE loans accounted for 52% of the total loan portfolio at December 31, 2018, of which approximately 40% was secured by owner-occupied real estate. Consumer and home equity loans accounted for 7% of total loans, land and construction loans accounted for 6% of total loans, and residential mortgage loans accounted for the remaining 3% of total loans at December 31, 2018. The commercial loan line usage was 36% at December 31, 2018, compared to 37% at December 31, 2017.

Net Interest Income

The management of interest income and expense is fundamental to the performance of the Company. Net interest income, the difference between interest income and interest expense, is the largest component of the Company's total revenue. Management closely monitors both total net interest income and the net interest margin (net interest income divided by average earning assets). Net interest income, before loan losses, increased 20% to \$122.0 million for the year ended December 31, 2018, compared to \$101.5 million for the year ended December 31, 2017, primarily due to the impact of the increase in loans and deposits from the Tri-Valley and United American acquisitions, in addition to the positive impact of rising interest rates.

The Company, through its asset and liability policies and practices, seeks to maximize net interest income without exposing the Company to an excessive level of interest rate risk. Interest rate risk is managed by monitoring the pricing, maturity and repricing options of all classes of interest bearing assets and liabilities. This is discussed in more detail under "Liquidity and Asset/Liability Management." In addition, we believe there are measures and initiatives we can take to improve the net interest margin, including increasing loan rates, adding floors on floating rate loans, reducing nonperforming assets, managing deposit interest rates, and reducing higher cost deposits.

The net interest margin is also adversely impacted by the reversal of interest on nonaccrual loans and the reinvestment of loan payoffs into lower yielding investment securities and other short term investments.

Management of Credit Risk

We continue to proactively identify, quantify, and manage our problem loans. Early identification of problem loans and potential future losses helps us to resolve credit issues with potentially reduced ultimate risk and ultimate losses. We maintain an allowance for loan losses in an amount that we believe is adequate to absorb probable incurred losses

in the portfolio. While we strive to carefully manage and monitor credit quality and to identify loans that may be deteriorating, circumstances can change at any time for loans included in the portfolio that may result in future losses that, as of the date of the financial statements, have not yet been identified as potential problem loans. Through established credit practices, we adjust the allowance for loan losses accordingly. However, because future events are uncertain, there may be loans that deteriorate, some of which could occur in an accelerated time frame. As a result, future additions to the allowance for loan losses may be necessary. Because the loan portfolio contains a number of commercial loans, commercial real estate loans, construction and land development loans with relatively large balances, deterioration in the credit quality of one or more of these loans may require a significant increase to the allowance for loan losses. Future additions to the allowance may also be required based on changes in the financial condition of borrowers, such as have resulted due to the current, and

Table of Contents

potentially worsening, economic conditions. Additionally, Federal and State banking regulators, as an integral part of their supervisory function, periodically review our allowance for loan losses. These regulatory agencies may require us to recognize further loan loss provisions or charge offs based upon their judgments, which may be different from ours. Any increase in the allowance for loan losses would have an adverse effect, which may be material, on our financial condition and results of operation. Further discussion of the management of credit risk appears under “Provision for Loan Losses” and “Allowance for Loan Losses.”

In June 2016, the Financial Accounting Standards Board issued new guidance on measurement of credit losses on financial instruments, which is the final guidance on the new current expected credit loss (“CECL”) model. The new guidance replaces the incurred loss impairment methodology in current GAAP with a methodology that reflects expected credit losses and requires consideration of a broader range of reasonable and supportable information to estimate future credit loss estimates. While early application is permitted for fiscal years beginning after December 15, 2018, the Company plans to adopt this standard on January 1, 2020. The Company has established a company-wide, cross-functional governance structure, which oversees overall strategy for implementation of CECL. We are currently evaluating various loss methodologies to determine their correlation to our various loan categories historical performance. In the first quarter of 2018, we contracted with a third party vendor to provide a model and assist with assessing processes, portfolio segmentation, and model development. The Company also continues to believe that the adoption of the standard will result in an overall increase in the allowance for loan losses to cover credit losses over the estimated life of the financial assets. However, the magnitude of the increase in its allowance for loan losses at the adoption date will depend upon the nature and characteristics of the portfolio at the adoption date, as well as macroeconomic conditions and forecasts at that time. Further discussion of the adoption of CECL appears in Note 1 – Summary of Significant Accounting Policies – Newly Issued, but not yet Effective Accounting Standards in the financial statements in this Form 10-K.

Noninterest Income

While interest income remains the largest single component of total revenues, noninterest income is an important component. A portion of the Company’s noninterest income is associated with its SBA lending activity, consisting of gains on the sale of loans sold in the secondary market and servicing income from loans sold with servicing retained. Noninterest income from our SBA lending activity may be affected by lower premiums and accelerated pre-payments. Other sources of noninterest income include loan servicing fees, service charges and fees, cash surrender value from company owned life insurance policies, and gains on the sale of securities.

Noninterest Expense

Management considers the control of operating expenses to be a critical element of the Company’s performance. Noninterest expense for the year ended December 31, 2018 increased to \$75.5 million, compared to \$60.7 million for the year ended December 31, 2017, was primarily due to costs related to the merger transactions and higher salaries and employee benefits as a result of annual salary increases, and additional employees and operating costs of the Tri-Valley and United American acquisitions, partially offset by lower professional fees.

Capital Management

As part of its asset and liability management process, the Company continually assesses its capital position to take into consideration growth, expected earnings, risk profile and potential strategic activities that it may choose to pursue.

RESULTS OF OPERATIONS

The Company earns income from two primary sources. The first is interest income, which is interest income generated by earning assets less interest expense on interest bearing liabilities. The second is noninterest income, which primarily consists of gains on the sale of loans, loan servicing fees, customer service charges and fees, the increase in cash surrender value of life insurance, and gains on the sale of securities. The majority of the Company's noninterest expenses are operating costs that relate to providing a full range of banking services to our customers.

Net Interest Income and Net Interest Margin

The level of net interest income depends on several factors in combination, including growth in earning assets, yields on earning assets, the cost of interest bearing liabilities, the relative volumes of earning assets and interest bearing liabilities, and the mix of products that comprise the Company's earning assets, deposits, and other interest bearing

Table of Contents

liabilities. Net interest income can also be impacted by the reversal of interest on loans placed on nonaccrual status, and recovery of interest on loans that have been on nonaccrual and are either sold or returned to accrual status. To maintain its net interest margin, the Company must manage the relationship between interest earned and paid.

The following Distribution, Rate and Yield table presents for each of the past three years, the average amounts outstanding for the major categories of the Company's balance sheet, the average interest rates earned or paid thereon, and the resulting net interest margin on average interest earning assets for the periods indicated. Average balances are based on daily averages.

	Year Ended December 31, 2018			2017			2016		
	Average Balance (Dollars in thousands)	Interest Income / Expense	Average Yield / Rate	Average Balance	Interest Income / Expense	Average Yield / Rate	Average Balance	Interest Income / Expense	Average Yield / Rate
Gross (1)(2)	\$ 1,801,015	105,635	5.87 %	\$ 1,531,922	86,346	5.64 %	\$ 1,422,707	\$ 79,284	5.57 %
— taxable	669,994	15,211	2.27 %	636,160	13,724	2.16 %	501,347	10,432	2.08 %
— exempt									
Federal tax (3)	87,639	2,817	3.21 %	89,762	3,471	3.87 %	91,822	3,523	3.84 %
Investments, bearing									
Other financial instruments and funds sold	285,702	6,774	2.37 %	318,025	4,585	1.44 %	228,293	2,425	1.06 %
Interest earning (3)	2,844,350	130,437	4.59 %	2,575,869	108,126	4.20 %	2,244,169	95,664	4.26 %
Due from	38,665			33,542			33,899		
Loans and receivables, net	7,298			7,553			7,624		
Other receivable assets	82,398			51,932			53,445		
Other receivable assets	82,925			86,722			86,064		
Other receivable assets	\$ 3,055,636			\$ 2,755,618			\$ 2,425,201		
Other receivable assets and equity:									
Interest-bearing	\$ 1,029,860			\$ 944,275			\$ 824,763		
Other interest-bearing and money	658,386	1,885	0.29 %	586,778	1,208	0.21 %	511,595	1,026	0.20 %
Deposits — under	777,749	2,701	0.35 %	653,636	1,534	0.23 %	526,227	1,127	0.21 %
Deposits — under	21,375	80	0.37 %	19,789	57	0.29 %	22,079	65	0.29 %

Edgar Filing: Bunge LTD - Form 10-Q

deposits — \$100											
or	130,548	830	0.64	%	187,298	1,188	0.63	%	209,972	913	0.43
deposits —											
d	—	—	N/A		—	—	N/A		7,590	62	0.82
—											
bearing											
, money											
t and time											
	15,369	10	0.07	%	13,941	4	0.03	%	8,232	6	0.07
bearing											
	1,603,427	5,506	0.34	%	1,461,442	3,991	0.27	%	1,285,695	3,199	0.25
deposits	2,633,287	5,506	0.21	%	2,405,717	3,991	0.17	%	2,110,458	3,199	0.15
ated debt,											
suance costs	39,270	2,314	5.89	%	23,266	1,394	5.99	%	—	—	0.00
rm											
ngs	106	2	1.89	%	75	2	2.67	%	490	12	2.45
bearing											
es	1,642,803	7,822	0.48	%	1,484,783	5,387	0.36	%	1,286,185	3,211	0.25
bearing											
es and											
, rest-bearing											
funds	2,672,663	7,822	0.29	%	2,429,058	5,387	0.22	%	2,110,948	3,211	0.15
liabilities	55,416				57,670				58,666		
liabilities	2,728,079				2,486,728				2,169,614		
holders' equity	327,557				268,890				255,587		
liabilities and											
holders' equity	\$ 3,055,636				\$ 2,755,618				\$ 2,425,201		
rest income											
argin		122,615	4.31	%		102,739	3.99	%		92,453	4.12
equivalent											
ent (3)		(592)				(1,215)				(1,233)	
rest income		\$ 122,023				\$ 101,524				\$ 91,220	

(1) Includes loans held for sale. Nonaccrual loans are included in average balance.

(2) Yield amounts earned on loans include fees and costs. The accretion (amortization) of deferred loan fees (costs) into loan interest income was \$375,000 for the year ended December 31, 2018, compared to \$533,000 for the year ended December 31, 2017, and \$168,000 for the year ended December 31, 2016.

(3) Reflects tax equivalent adjustment for Federal tax exempt income based on a 21% tax rate for the year ended December 31, 2018, and a 35% tax rate for the years ended December 31, 2017 and 2016.

The Volume and Rate Variances table below sets forth the dollar difference in interest earned and paid for each major category of interest earning assets and interest bearing liabilities for the noted periods, and the amount of such

Table of Contents

change attributable to changes in average balances (volume) or changes in average interest rates. Volume variances are equal to the increase or decrease in the average balance multiplied by prior period rates and rate variances are equal to the increase or decrease in the average rate multiplied by the prior period average balance. Variances attributable to both rate and volume changes are equal to the change in rate multiplied by the change in average balance and are included below in the average volume column.

	2018 vs. 2017			2017 vs. 2016		
	Increase (Decrease) Due to Change in:		Net Change	Increase (Decrease) Due to Change in:		Net Change
	Average Volume	Average Rate		Average Volume	Average Rate	
(Dollars in thousands)						
Income from the interest earning assets:						
Loans, gross	\$ 15,711	\$ 3,578	\$ 19,289	\$ 6,105	\$ 957	\$ 7,062
Securities — taxable	770	717	1,487	2,895	397	3,292
Securities — exempt from Federal tax (1)	(64)	(590)	(654)	(83)	31	(52)
Other investments, interest-bearing deposits						
in other financial institutions and Federal funds sold	(763)	2,952	2,189	1,298	862	2,160
Total interest income on interest-earning assets (1)	15,654	6,657	22,311	10,215	2,247	12,462
Expense from the interest-bearing liabilities:						
Demand, interest-bearing	183	494	677	134	48	182
Savings and money market	413	754	1,167	324	83	407
Time deposits — under \$100	7	16	23	(7)	(1)	(8)
Time deposits — \$100 and over	(369)	11	(358)	(135)	410	275
Time deposits — brokered	—	—	—	(62)	—	(62)
CDARS — interest-bearing demand, money market and time deposits	—	6	6	2	(4)	(2)
Subordinated debt, net of issuance costs	944	(24)	920	1,394	—	1,394
Short-term borrowings	1	(1)	—	(11)	1	(10)
Total interest expense on interest-bearing liabilities	1,179	1,256	2,435	1,639	537	2,176
Net interest income (1)	\$ 14,475	\$ 5,401	19,876	\$ 8,576	\$ 1,710	10,286
Less tax equivalent adjustment (1)			623			18
Net interest income			\$ 20,499			\$ 10,304

(1) Reflects tax equivalent adjustment for Federal tax exempt income based on a 21% tax rate for the year ended December 31, 2018, and a 35% tax rate for the years ended December 31, 2017 and 2016.

The Company's net interest margin (FTE), expressed as a percentage of average earning assets, increased 32 basis points to 4.31% for the year ended December 31, 2018, compared to 3.99% for the year ended December 31, 2017, primarily due to a higher average balance of loans and securities, an increase in the accretion of the loan purchase discount into loan interest income from the Tri-Valley and United American acquisitions in the second quarter of 2018, the impact of increases in the prime rate and the rate on overnight funds.

The Company's net interest margin (FTE) contracted 13 basis points to 3.99% for the year ended December 31, 2017, compared to 4.12% for the year ended December 31, 2016, primarily due to a higher average balance of lower yielding excess funds at the Federal Reserve Bank, the issuance of the subordinated debt, and a decrease in the accretion of the loan purchase discount into loan interest income from the 2015 Focus acquisition. This was partially offset by an increase in the average balances of loans and securities, and the impact of increases in the prime rate on loan yields and overnight funds. The average balance of other investments and interest-bearing deposits in other financial institutions increased \$89.7 million to \$318.0 million for the year ended December 31, 2017, compared to \$228.3 million for the year ended December 31, 2016.

Table of Contents

The following tables present the average balance of loans outstanding, interest income, and the average yield for the periods indicated:

	Year Ended December 31, 2018				2017				2016		
	Average Balance	Interest Income	Average Yield		Average Balance	Interest Income	Average Yield		Average Balance	Interest Income	Average Yield
	(Dollars in thousands)										
ans, core											
nk and asset-											
ased lending	\$ 1,670,065	\$ 86,610	5.19	%	\$ 1,402,628	\$ 71,011	5.06	%	\$ 1,350,949	\$ 64,647	4.79
y View											
nding											
tored											
ivables	59,220	14,698	24.82	%	45,794	11,884	25.95	%	46,425	12,256	26.40
idential											
ortgages	40,998	1,118	2.73	%	48,266	1,294	2.68	%	24,916	710	2.85
rchased CRE											
ns	36,080	1,257	3.48	%	36,807	1,292	3.51	%	3,461	122	3.52
an credit											
rk	(5,348)	1,952	0.12	%	(1,573)	865	0.06	%	(3,044)	1,549	0.11
tal loans											
cludes loans											
eld-for-sale)	\$ 1,801,015	\$ 105,635	5.87	%	\$ 1,531,922	\$ 86,346	5.64	%	\$ 1,422,707	\$ 79,284	5.57

The average yield on the total loan portfolio increased to 5.87% for the year ended December 31, 2018, compared to 5.64% for the year ended December 31, 2017, primarily due to an increase in accretion of the loan purchase discount into loan interest income from the acquisitions, and increases in the prime rate. The average yield on the loan portfolio increased to 5.64 % for the for the year ended December 31, 2017, compared to 5.57% for the year ended December 31, 2016, primarily due to increases in the prime rate, partially offset by the impact of the lower yielding purchased residential mortgage loans and purchased CRE loans, a lower yield on the factored receivables portfolio, and a decrease in the accretion of the loan purchase discount into loan interest income from the Focus transaction.

The total purchase discount on loans from Focus loan portfolio was \$5.4 million on the acquisition date of August 20, 2015, of which \$657,000 remains outstanding as of December 31, 2018. The total purchase discount on loans from Tri-Valley loan portfolio was \$2.6 million on the acquisition date of April 6, 2018, of which \$2.2 million remains outstanding as of December 31, 2018. The total purchase discount on loans from United American loan portfolio was \$4.7 million on the acquisition date of May 4, 2018, of which \$3.6 million remains outstanding as of December 31, 2018. The remaining purchase discount from the three acquisitions was \$6.5 million at December 31, 2018, compared to \$1.2 million at December 31, 2017.

The total cost of deposits was 0.21% for the year ended December 31, 2018, compared to 0.17% for the year ended December 31, 2017.

Net interest income, before provision for loan losses, for the year ended December 31, 2018 increased 20% to \$122.0 million, compared to \$101.5 million for the year ended December 31, 2017, primarily due to the impact of the increase in loans and deposits from the Tri-Valley and United American acquisitions, in addition to organic loan growth and the positive impact of rising interest rates. Net interest income for the year ended December 31, 2017 increased 11% to \$101.5 million, compared to \$91.2 million for the year ended December 31, 2016, primarily due to an increase in the average balance of loans, investment securities, and other interest earning assets.

Provision for Loan Losses

Credit risk is inherent in the business of making loans. The Company establishes an allowance for loan losses through charges to earnings, which are shown in the statements of operations as the provision for loan losses. Specifically identifiable and quantifiable known losses are promptly charged off against the allowance. The provision for loan losses is determined by conducting a quarterly evaluation of the adequacy of the Company's allowance for loan losses and charging the shortfall or excess, if any, to the current quarter's expense. This has the effect of creating variability in the amount and frequency of charges to the Company's earnings. The provision for loan losses and level of allowance for each period are dependent upon many factors, including loan growth, net charge offs, changes in the composition of the loan portfolio, delinquencies, management's assessment of the quality of the loan portfolio, the valuation of problem loans and the general economic conditions in the Company's market area.

There was a \$7.4 million provision for loan losses for the year ended December 31, 2018, compared to \$99,000 provision for loan losses for the year ended December 31, 2017, and a \$1.2 million provision for loan losses for the year ended December 31, 2016. The increase in the provision for loan losses for the year ended December 31, 2018, compared to the year ended December 31, 2017, was primarily due to a single large lending relationship that was placed on nonaccrual during the second quarter of 2018. Provisions for loan losses are charged to operations to bring the allowance for loan losses to a level deemed appropriate by the Company based on the factors discussed under "Allowance for Loan Losses."

Table of Contents

The allowance for loan losses totaled \$27.8 million, or 1.48% of total loans at December 31, 2018, compared to \$19.7 million, or 1.24% of total loans at December 31, 2017, and \$19.1 million, or 1.27% of total loans at December 31, 2016. The allowance for loan losses to total nonperforming loans was 187.06% at December 31, 2018, compared to 791.07% at December 31, 2017, and 624.03% at December 31, 2016. The allowance for loan losses to total nonperforming loans decreased at December 31, 2018, compared to December 31, 2017, primarily due to a single large lending relationship that was placed on nonaccrual during the second quarter of 2018. Net recoveries totaled \$769,000 for the year ended December 31, 2018, compared to net recoveries of \$470,000 for the year ended December 31, 2017, and net charge-offs of \$1.1 million for the year ended December 31, 2016.

Noninterest Income

The following table sets forth the various components of the Company's noninterest income:

	Year Ended December 31, 2018 2017 2016			Increase (decrease) 2018 versus 2017			Increase (Decrease) 2017 versus 2016		
	(Dollars in thousands)			Amount	Percent		Amount	Percent	
Service charges and fees on deposit accounts	\$ 4,113	\$ 3,231	\$ 3,116	\$ 882	27	%	\$ 115	4	%
Increase in cash surrender value of life insurance	1,045	1,666	1,747	(621)	(37)	%	(81)	(5)	%
Servicing income	709	973	1,398	(264)	(27)	%	(425)	(30)	%
Gain on sales of SBA loans	698	1,108	796	(410)	(37)	%	312	39	%
Gain (loss) on sales of securities	266	(6)	1,099	272	4,533	%	(1,105)	(101)	%
Gain on proceeds from company-owned life insurance	—	—	1,119	—	N/A		(1,119)	(100)	%
Other	2,743	2,640	2,350	103	4	%	290	12	%
Total	\$ 9,574	\$ 9,612	\$ 11,625	\$ (38)	0	%	\$ (2,013)	(17)	%

For the year ended December 31, 2018, noninterest income remained relatively flat at \$9.6 million, compared to the year ended December 31, 2017. The Company received \$1.3 million in proceeds from a legal settlement during the second quarter of 2018, of which \$377,000 was recorded in other noninterest income, and \$922,000 was credited to professional fees for recaptured legal fees previously paid by the Company. The proceeds from a legal settlement during the second quarter of 2018, higher service charges and fees on deposit accounts and gain on sales of securities, were offset by a lower increase in cash surrender value of life insurance proceeds, servicing income, and gain on sale of SBA loans for the year ended December 31, 2018, compared to the year ended December 31, 2017.

For the year ended December 31, 2017, noninterest income was \$9.6 million, compared to \$11.6 million for the year ended December 31, 2016. The decrease in total noninterest income for the year ended December 31, 2017, compared to the year ended December 31, 2016, was primarily due to a \$1.1 million gain on proceeds from company-owned life insurance and a \$1.1 million gain on sales of securities in the year ended December 31, 2016, and lower servicing income in the year ended December 31, 2017. The decrease was partially offset by increases in fee income from Bay View Funding during the year ended December 31, 2017, which is included in other noninterest income within the consolidated income statements.

Historically, a portion of the Company's noninterest income is associated with its SBA lending activity, as gain on sales of loans sold in the secondary market and servicing income from loans sold with servicing rights retained. During 2018, SBA loan sales resulted in a \$698,000 gain, compared to a \$1.1 million gain on sales of SBA loans in 2017, and a \$796,000 gain on sales of SBA loans in 2016.

The servicing assets that result from the sales of SBA loans with servicing retained are amortized over the expected term of the loans using a method approximating the interest method. Servicing income generally declines as the respective loans are repaid.

Table of Contents

Noninterest Expense

The following table sets forth the various components of the Company's noninterest expense:

	Year Ended December 31,			Increase (Decrease) 2018 versus 2017			Increase (Decrease) 2017 versus 2016		
	2018	2017	2016	Amount	Percent		Amount	Percent	
	(Dollars in thousands)								
Salaries and employee benefits	\$ 40,193	\$ 35,719	\$ 33,386	\$ 4,474	13	%	\$ 2,333	7	%
Other acquisition and integration related costs	5,598	671	—	4,927	734	%	671	N/A	
Occupancy and equipment	5,411	4,578	4,378	833	18	%	200	5	%
Severance and retention acquisition costs (1)	3,569	—	—	3,569	N/A		—	N/A	
Professional fees	2,891	2,982	3,471	(91)	(3)	%	(489)	(14)	%
Software subscriptions	2,343	1,831	1,573	512	28	%	258	16	%
Data processing	1,978	1,483	1,331	495	33	%	152	11	%
Amortization of intangible assets	1,943	1,361	1,568	582	43	%	(207)	(13)	%
Insurance expense	1,685	1,529	1,275	156	10	%	254	20	%
Recovery of legal fees (2)	(922)	—	—	(922)	N/A		—	N/A	
Other	10,832	10,584	10,657	248	2	%	(73)	(1)	%
Total	\$ 75,521	\$ 60,738	\$ 57,639	\$ 14,783	24	%	\$ 3,099	5	%

(1) Included in Salaries and employee benefits in the Consolidated Statements of Income.

(2) Included in Professional fees in the Consolidated Statements of Income.

The following table indicates the percentage of noninterest expense in each category:

Edgar Filing: Bunge LTD - Form 10-Q

	Year Ended December 31, 2018		2017		2016			
	Amount (Dollars in thousands)	Percent of Total	Amount	Percent of Total	Amount	Percent of Total		
Salaries and employee benefits	\$ 40,193	53 %	\$ 35,719	59 %	\$ 33,386	58 %		
Other acquisition and integration related costs	5,598	7 %	671	1 %	—	0 %		
Occupancy and equipment	5,411	7 %	4,578	8 %	4,378	8 %		
Severance and retention acquisition costs (1)	3,569	5 %	—	0 %	—	0 %		
Professional fees	2,891	4 %	2,982	5 %	3,471	6 %		
Software subscriptions	2,343	3 %	1,831	3 %	1,573	3 %		
Data processing	1,978	3 %	1,483	2 %	1,331	2 %		
Amortization of intangible assets	1,943	3 %	1,361	2 %	1,568	3 %		
Insurance expense	1,685	2 %	1,529	3 %	1,275	2 %		
Recovery of legal fees (2)	(922)	(1) %	—	0 %	—	0 %		
Other	10,832	14 %	10,584	17 %	10,657	18 %		
Total	\$ 75,521	100 %	\$ 60,738	100 %	\$ 57,639	100 %		

(1) Included in Salaries and employee benefits in the Consolidated Statements of Income.

(2) Included in Professional fees in the Consolidated Statements of Income.

Noninterest expense for the year ended December 31, 2018 increased 24% to \$75.5 million, compared to \$60.7 million for the year ended December 31, 2017, primarily due to due to costs related to the merger transactions and higher

Table of Contents

salaries and employee benefits as a result of annual salary increases, and additional employees and operating costs of the Tri-Valley and United American acquisitions, partially offset by lower professional fees. The Company received a recovery of \$922,000 of professional fees from a legal settlement in the second quarter of 2018. Full-time equivalent employees were 302, 278, and 263 at December 31, 2018, 2017, and 2016, respectively.

Noninterest expense for the year ended December 31, 2017 increased 5% to \$60.7 million, compared to \$57.6 million for the year ended December 31, 2016, primarily due to higher salaries and employee benefits as a result of annual salary increases and hiring additional employees, and costs related to the merger transactions, partially offset by lower professional fees.

Income Tax Expense

The Company computes its provision for income taxes on a monthly basis. The effective tax rate is determined by applying the Company's statutory income tax rates to pre-tax book income as adjusted for permanent differences between pre-tax book income and actual taxable income. These permanent differences include, but are not limited to increases in the cash surrender value of life insurance policies, interest on tax-exempt securities, certain expenses that are not allowed as tax deductions, and tax credits.

The Tax Act was signed into law on December 22, 2017, which among other things reduced the federal corporate tax rate to 21% from 35%, effective January 1, 2018. The enactment of the Tax Act caused our net DTA to be revalued at the new lower tax rate with resulting tax effects accounted for in the reporting period of enactment. The Company performed an analysis and determined the value of the net DTA was reduced by \$7.1 million, which was recognized as a one-time, non-cash, incremental income tax expense for the fourth quarter of 2017 and for the year ended December 31, 2018.

Also on December 22, 2017, the SEC issued Staff Accounting Bulletin ("SAB") 118, which addresses the situations where the accounting for changes in tax laws is complete, incomplete but can be reasonably estimated, and incomplete and cannot be reasonably estimated. SAB 118 also permits a measurement period up to one year from the date of enactment to refine the provisional accounting. There were no items for which the Company was unable to make a reasonable estimate for the effects of the tax law change. The Company has completed its accounting for the effects of the Tax Act on its deferred tax assets and liabilities.

The following table shows the effective income tax rates for the dates indicated:

	Year Ended December 31,		
	2018	2017	2016
Effective income tax rate	27.4%	52.6%	37.7%

The Company's Federal and state income tax expense in 2018 was \$13.3 million, compared to \$26.5 million in 2017, and \$16.6 million in 2016. The effective tax rate for the year ended December 31, 2018 decreased compared to the year ended December 31, 2017, primarily due to lower federal corporate tax rate for 2018 and the \$7.1 million DTA adjustment in the fourth quarter of 2017. The effective tax rate increased for the year ended December 31, 2017, compared to the year ended December 31, 2016, primarily due to the \$7.1 million DTA adjustment in the fourth quarter of 2017.

The difference in the effective tax rate for the periods reported compared to the combined Federal and state statutory tax rate of 29.6% for the year ended December 31, 2018, and 42% for the years ended December 31, 2017 and 2016,

is primarily the result of the Company's investment in life insurance policies whose earnings are not subject to taxes, tax credits related to investments in low income housing limited partnerships (net of low income housing investment losses), and tax-exempt interest income earned on municipal bonds.

In March 2016, the FASB issued new guidance intended to simplify several areas of accounting for share-based compensation programs, including the income tax impact, classification on the statement of cash flows, and forfeitures. The Company adopted the new guidance on share-based compensation during the first quarter of 2017. All excess tax benefits and tax deficiencies (including tax benefits of dividends on share based payment awards) are recognized as income tax expense or benefit on the income statement. The tax effects of exercised or vested awards are treated as discrete items in the reporting period in which they occur. The adoption of this guidance resulted in a reduction to income tax expense

Table of Contents

of (\$424,000) for the year ended December 31, 2018, compared to a reduction of (\$146,000) for the year ended December 31, 2017.

Some items of income and expense are recognized in different years for tax purposes than when applying generally accepted accounting principles leading to timing differences between the Company's actual tax liability, and the amount accrued for this liability based on book income. These temporary differences comprise the "deferred" portion of the Company's tax expense or benefit, which is accumulated on the Company's books as a deferred tax asset or deferred tax liability until such time as they reverse.

Realization of the Company's deferred tax assets is primarily dependent upon the Company generating sufficient future taxable income to obtain benefit from the reversal of net deductible temporary differences and the utilization of tax credit carryforwards and the net operating loss carryforwards for Federal and state income tax purposes. The amount of deferred tax assets considered realizable is subject to adjustment in future periods based on estimates of future taxable income. Under generally accepted accounting principles a valuation allowance is required to be recognized if it is "more likely than not" that the deferred tax assets will not be realized. The determination of the realizability of the deferred tax assets is highly subjective and dependent upon judgment concerning management's evaluation of both positive and negative evidence, including forecasts of future income, cumulative losses, applicable tax planning strategies, and assessments of current and future economic and business conditions.

The Company had the net deferred tax assets of \$27.1 million and \$16.2 million at December 31, 2018, and December 31, 2017, respectively. After consideration of the matters in the preceding paragraph, the Company determined that it is more likely than not that the net deferred tax assets at December 31, 2018 and December 31, 2017 will be fully realized in future years.

Business Segment Information

The following presents the Company's operating segments. Transactions between segments consist primarily of borrowed funds. Intersegment interest expense is allocated to the Factoring segment based on the Company's prime rate and funding costs. The provision for loan loss is allocated based on the segment's allowance for loan loss determination which considers the effects of charge offs. Noninterest income and expense directly attributable to a segment are assigned to it. Taxes are paid on a consolidated basis and allocated for segment purposes. The Factoring segment includes only factoring originated by Bay View Funding.

	Year Ended December 31, 2018		
	Banking(1)	Factoring	Consolidated
	(Dollars in thousands)		
Interest income	\$ 115,147	\$ 14,698	\$ 129,845
Intersegment interest allocations	1,856	(1,856)	—
Total interest expense	7,822	—	7,822
Net interest income	109,181	12,842	122,023
Provision for loan losses	7,224	197	7,421
Net interest income after provision	101,957	12,645	114,602
Noninterest income	8,662	912	9,574
Noninterest expense (2)	69,164	6,357	75,521
Intersegment expense allocations	753	(753)	—
Income before income taxes	42,208	6,447	48,655
Income tax expense	11,418	1,906	13,324
Net income	\$ 30,790	\$ 4,541	\$ 35,331

Edgar Filing: Bunge LTD - Form 10-Q

Total assets	\$ 3,028,721	\$ 67,841	\$ 3,096,562
Loans, net of deferred fees	\$ 1,832,815	\$ 53,590	\$ 1,886,405
Goodwill	\$ 70,709	\$ 13,044	\$ 83,753

(3) Includes the holding company's results of operations

(4) The banking segment's noninterest expense includes acquisition costs of \$9,167,000.

71

Table of Contents

	Year Ended December 31, 2017		
	Banking(1)	Factoring	Consolidated
	(Dollars in thousands)		
Interest income	\$ 95,027	\$ 11,884	\$ 106,911
Intersegment interest allocations	1,126	(1,126)	—
Total interest expense	5,387	—	5,387
Net interest income	90,766	10,758	101,524
Provision for loan losses	102	(3)	99
Net interest income after provision	90,664	10,761	101,425
Noninterest income	8,559	1,053	9,612
Noninterest expense (2)	53,860	6,878	60,738
Intersegment expense allocations	528	(528)	—
Income before income taxes	45,891	4,408	50,299
Income tax expense (3)	24,266	2,205	26,471
Net income	\$ 21,625	\$ 2,203	\$ 23,828
Total assets	\$ 2,780,286	\$ 63,166	\$ 2,843,452
Loans, net of deferred fees	\$ 1,533,841	\$ 48,826	\$ 1,582,667
Goodwill	\$ 32,620	\$ 13,044	\$ 45,664

(1) Includes the holding company's results of operations

(2) Includes \$671,000 pre-tax acquisition costs related to the Tri-Valley and United American proposed mergers in the banking segment.

(3) Includes \$7.1 million of expense associated with remeasurement of the net DTA, of which \$6.7 million was in the banking segment, and \$354,000 was in the factoring segment

	Year Ended December 31, 2016		
	Banking(1)	Factoring	Consolidated
	(Dollars in thousands)		
Interest income	\$ 82,175	\$ 12,256	\$ 94,431
Intersegment interest allocations	1,163	(1,163)	—
Total interest expense	3,211	—	3,211
Net interest income	80,127	11,093	91,220
Provision for loan losses	1,181	56	1,237
Net interest income after provision	78,946	11,037	89,983
Noninterest income	10,821	804	11,625
Noninterest expense	50,298	7,341	57,639
Intersegment expense allocations	804	(804)	—
Income before income taxes	40,273	3,696	43,969
Income tax expense	15,036	1,552	16,588
Net income	\$ 25,237	\$ 2,144	\$ 27,381

Total assets	\$ 2,507,121	\$ 63,759	\$ 2,570,880
Loans, net of deferred fees	\$ 1,452,991	\$ 49,616	\$ 1,502,607
Goodwill	\$ 32,620	\$ 13,044	\$ 45,664

(1) Includes the holding company's results of operation

Banking. Our banking segment's net income increased to \$30.8 million for the year ended December 31, 2018, compared to net income of \$21.6 million for the year ended December 31, 2017, primarily due to the impact of the increase in loans and deposits from the Tri-Valley and United American acquisitions, in addition to organic loan growth and the positive impact of rising interest rates. The provision for loan losses increased to \$7.2 million for the year ended December 31, 2018, compared to a provision for loan losses of \$102,000 for the year ended December 31, 2017, primarily due to a single large lending relationship that was placed on nonaccrual during the second quarter of 2018. Noninterest income

72

Table of Contents

remained relatively flat for the year ended December 31, 2018, compared to the year ended December 31, 2017. For the year ended December 31, 2018, noninterest expense increased to \$69.2 million, compared to \$53.9 million for the year ended December 31, 2017, primarily due to costs related to the merger transactions and higher salaries and employee benefits as a result of annual salary increases, and additional employees and operating costs of the Tri-Valley and United American acquisitions, partially offset by lower professional fees.

For the year ended December 31, 2017, our banking segment's net income decreased to \$21.6 million, compared to net income of \$25.2 million for the year ended December 31, 2016, primarily due to pre-tax acquisition costs of \$671,000 related to the Tri-Valley and United American proposed mergers and a \$6.7 million revaluation of the net DTA due to enactment of the Tax Act. For the year ended December 31, 2017, net interest income increased to \$90.8 million, compared to \$80.1 million for the year ended December 31, 2016, primarily as a result of an increase in the average balance of loans, investment securities, and other interest earning assets. The provision for loan losses was \$102,000 for the year ended December 31, 2017, compared to a provision for loan losses of \$1.2 million for the year ended December 31, 2016. Noninterest income decreased to \$8.6 million for the year ended December 31, 2017, compared to \$10.8 million for the year ended December 31, 2016, primarily due to a \$1.1 million gain on proceeds from company-owned life insurance and a \$1.1 million gain on sales of investment securities for the year ended 2016, and lower servicing income for the year ended December 31, 2017. For the year ended December 31, 2017, noninterest expense increased to \$53.9 million, compared to \$50.3 million for the year ended December 31, 2016, primarily due to higher salaries and employee benefits as a result of annual salary increases and hiring additional employees, and costs related to the proposed merger transactions. Income tax expense of \$24.3 million for the year ended December 31, 2017 included a non-cash additional tax expense of \$6.7 million, which resulted from the remeasurement of our net DTA. Income tax expense for the year ended December 31, 2016 was \$15.0 million.

Factoring. Bay View Funding's primary business operation is purchasing and collecting factored receivables. Factored receivables are receivables that have been transferred by the originating organization and typically have not been subject to previous collection efforts. In a factoring transaction Bay View Funding directly purchases the receivables generated by its clients at a discount to their face value. The transactions are structured to provide the clients with immediate working capital when there is a mismatch between payments to the client for a good and service and the payment of operating costs incurred to provide such good or service. The average life of the factored receivables was 36 days for the years ended December 31, 2018 and 2017, and 35 days for the year ended December 31, 2016. Net interest income for the year ended December 31, 2018 increased to \$12.8 million, compared to \$10.8 million for the year ended December 31, 2017, primarily due to an increase in the average balance of factored receivables outstanding, partially offset by a decrease in the average yield on the factored receivables portfolio. For the year ended December 31, 2017, net interest income decreased to \$10.8 million, compared to \$11.1 million for the year ended December 31, 2016, primarily due to a decrease in the average yield on the factored receivables portfolio, and a decrease in the average balance of factored receivables outstanding. Income tax expense for the year ended December 31, 2017, included a \$354,000 remeasurement of the net DTA due to enactment of the Tax Act.

FINANCIAL CONDITION

As of December 31, 2018, total assets increased 9% to \$3.10 billion, compared to \$2.84 billion at December 31, 2017. Securities available-for-sale, at fair value, were \$459.0 million at December 31, 2018, an increase of 17% from \$391.9 million at December 31, 2017. Securities held-to-maturity, at amortized cost, were \$377.2 million at December 31,

2018, a decrease of (5%) from \$398.3 million at December 31, 2017. Total loans, excluding loans held-for-sale, increased \$303.7 million, or 19%, to \$1.89 billion at December 31, 2018, compared to \$1.58 billion at December 31, 2017, which included \$181.5 million in loans from United American, \$112.0 million in loans from Tri-Valley, and an increase of \$3.1 million in the Company's legacy portfolio, partially offset by a decrease of \$7.0 million in purchased residential mortgage loans, and a decrease of \$3.6 million in purchased CRE loans.

Total deposits increased \$154.5 million, or 6%, to \$2.64 billion at December 31, 2018, compared to \$2.48 billion at December 31, 2017, which included \$217.6 million in deposits from United American, \$82.6 million in deposits from Tri-Valley, a decrease of \$65.1 million in State of California certificates of deposit due to maturity, and a decrease of \$80.5 million, or (3%), in the Company's legacy deposits, which was principally attributable to three deposit relationships totaling approximately \$95 million. Deposits, excluding all time deposits and CDARS deposits, increased \$202.0 million, or 9%, to \$2.48 billion at December 31, 2018, from \$2.28 billion at December 31, 2017, which included \$195.8 million of deposits added from United American, \$75.5 million of deposits added from Tri-Valley, partially offset by a decrease of \$69.3 million, or (3%), in the Company's legacy deposits.

Table of Contents

Securities Portfolio

The following table reflects the balances for each category of securities at year end:

	December 31,		
	2018	2017	2016
	(Dollars in thousands)		
Securities available-for-sale (at fair value):			
Agency mortgage-backed securities	\$ 302,854	\$ 374,733	\$ 290,989
U.S. Treasury	148,753	—	—
U.S. Government sponsored entities	7,436	—	—
Trust preferred securities	—	17,119	15,600
Total	\$ 459,043	\$ 391,852	\$ 306,589
Securities held-to-maturity (at amortized cost):			
Agency mortgage-backed securities	\$ 291,241	\$ 309,616	\$ 233,409
Municipals — exempt from Federal tax	85,957	88,725	90,601
	\$ 377,198	\$ 398,341	\$ 324,010

The table below summarizes the weighted average life and weighted average yields of securities as of December 31, 2018:

	Weighted Average Life								Total Amount	
	Within One Year or Less		After One and Within Five Years		After Five and Within Ten Years		After Ten Years			
	Amount	Yield	Amount	Yield	Amount	Yield	Amount	Yield		
	(Dollars in thousands)									
Securities available-for-sale (at fair value):										
Agency mortgage-backed securities	\$ —	N/A	\$ 188,998	2.28 %	\$ 113,856	2.47 %	\$ —	N/A	\$ 302,854	2.38 %
U.S. Treasury	—	N/A	148,753	2.80 %	—	N/A	—	N/A	148,753	2.80 %
U.S. Government sponsored entities	1,995	2.63 %	5,441	2.65 %	—	N/A	—	N/A	7,436	2.63 %
Total	\$ 1,995	2.63 %	\$ 343,192	2.51 %	\$ 113,856	2.47 %	\$ —	N/A	\$ 459,043	2.51 %
Securities held-to-maturity (at amortized cost):										
Agency mortgage-backed securities	\$ —	N/A	\$ 137,468	1.90 %	\$ 106,384	2.35 %	\$ 47,389	3.38 %	\$ 291,241	2.25 %
Municipals exempt from Federal tax (1)	3,399	3.63 %	31,426	3.35 %	12,779	3.06 %	38,353	3.17 %	85,957	3.35 %
Total	\$ 3,399	3.63 %	\$ 168,894	2.17 %	\$ 119,163	2.43 %	\$ 85,742	3.29 %	\$ 377,198	2.74 %

(1) Reflects tax equivalent yield based on a 21% Federal tax rate.

The securities portfolio is the second largest component of the Company's interest earning assets, and the structure and composition of this portfolio is important to an analysis of the financial condition of the Company. The portfolio serves the following purposes: (i) it provides a source of pledged assets for securing certain deposits and borrowed funds, as may be required by law or by specific agreement with a depositor or lender; (ii) it provides liquidity to even out cash flows from the loan and deposit activities of customers; (iii) it can be used as an interest rate risk

management tool, since it provides a large base of assets, the maturity and interest rate characteristics of which can be changed more readily than the loan portfolio to better match changes in the deposit base and other funding sources of the Company; and (iv) it is an alternative interest earning use of funds when loan demand is weak or when deposits grow more rapidly than loans.

The Company's portfolio may include: (i) U.S. Treasury securities and U.S. Government sponsored entities' debt securities for liquidity and pledging; (ii) mortgage backed securities, which in many instances can also be used for pledging, and which generally enhance the yield of the portfolio; (iii) municipal obligations, which provide tax free income and limited pledging potential; (iv) single entity issue trust preferred securities, which generally enhance the yield on the portfolio; (v) corporate bonds, which also enhance the yield on the portfolio; (vi) money market mutual funds; (vii) certificates of deposit; (viii) commercial paper; (ix) bankers acceptances; (x) repurchase agreements; (xi) collateralized mortgage obligations; and (xii) asset-backed securities.

Table of Contents

The Company classifies its securities as either available for sale or held to maturity at the time of purchase. Accounting guidance requires available for sale securities to be marked to fair value with an offset to accumulated other comprehensive income (loss), a component of shareholders' equity. Monthly adjustments are made to reflect changes in the fair value of the Company's available-for-sale securities.

The investment securities available-for-sale portfolio totaled \$459.0 million at December 31, 2018, an increase of 17% from \$391.9 million at December 31, 2017. At December 31, 2018, the Company's securities available-for-sale portfolio, at fair value, was comprised of \$302.9 million agency mortgage-backed securities (all issued by U.S. Government sponsored entities), \$148.7 million U.S. Treasury, and \$7.4 million U.S. Government sponsored entities debt securities. The pre-tax unrealized loss on securities available-for-sale at December 31, 2018 was (\$7.7) million, compared to a pre-tax unrealized loss on securities available-for-sale of (\$1.5) million at December 31, 2017, and a pre-tax unrealized loss on securities available-for-sale of (\$2.0) million at December 31, 2016. All other factors remaining the same, when market interest rates are rising, the Company will experience a lower unrealized gain (or a higher unrealized loss) on the securities portfolio.

Investment securities available-for-sale acquired from United American totaled \$63.7 million, at fair value, on May 4, 2018. Subsequent to closing, the Company sold \$55.4 million of these securities, for a gain on sale of securities of \$179,000 in the second quarter of 2018. During the year ended December 31, 2018, the Company purchased \$162.8 million of investment securities available for sale, which consisted of \$15.2 million of Federal Home Loan Mortgage Corporation ("FHLMC") securities, with an average book yield of 2.59%, and \$147.6 million of U.S. Treasuries, with an average book yield of 2.82%.

At December 31, 2018, investment securities held-to-maturity totaled \$377.2 million, a decrease of (5%) from \$398.3 million at December 31, 2017. At December 31, 2018, the Company's securities held-to-maturity portfolio, at amortized cost, was comprised of \$291.2 million agency mortgage-backed securities, and \$86.0 million tax-exempt municipal bonds.

During the year ended December 31, 2018, the Company purchased \$31.5 million of investment securities held-to-maturity, which consisted of \$6.3 million FHLMC securities, with an average book yield of 3.39%, and \$25.1 million of FNMA securities, with an average book yield of 3.43%.

The Company has not used interest rate swaps or other derivative instruments to hedge fixed rate loans or securities to otherwise mitigate interest rate risk.

Loans

The Company's loans represent the largest portion of earning assets, substantially greater than the securities portfolio or any other asset category, and the quality and diversification of the loan portfolio is an important consideration when reviewing the Company's financial condition. Gross loans, excluding loans held-for-sale, represented 61% of total assets at December 31, 2018 and 56% at December 31, 2017. The ratio of loans to deposits increased to 71.52% at December 31, 2018 from 63.74% at December 31, 2017.

Loan Distribution

The Loan Distribution table that follows sets forth the Company's gross loans outstanding, excluding loans held for sale, and the percentage distribution in each category at the dates indicated.

Edgar Filing: Bunge LTD - Form 10-Q

per 31,												
	% to Total	2017	% to Total	2016	% to Total	2015	% to Total	2014				
(in thousands)												
63	32	%	\$ 573,296	36	%	\$ 604,331	40	%	\$ 556,522	41	%	\$ 462,000
67	52	%	772,867	49	%	662,228	44	%	625,665	46	%	478,000
58	6	%	100,882	6	%	81,002	5	%	84,428	6	%	67,900
12	6	%	79,176	5	%	82,459	6	%	76,833	6	%	61,600
9	3	%	44,561	3	%	52,887	4	%	—	0	%	—
3	1	%	12,395	1	%	20,460	1	%	16,010	1	%	18,800
,732	100	%	1,583,177	100	%	1,503,367	100	%	1,359,458	100	%	1,080,000
	—		(510)	—		(760)	—		(742)	—		(586)
,405	100	%	1,582,667	100	%	1,502,607	100	%	1,358,716	100	%	1,080,000
48)			(19,658)			(19,089)			(18,926)			(18,300)
,557			\$ 1,563,009			\$ 1,483,518			\$ 1,339,790			\$ 1,070,000

Table of Contents

The Company's loan portfolio is concentrated in commercial (primarily manufacturing, wholesale, and services oriented entities) and commercial real estate, with the remaining balance in land development and construction and home equity, purchased residential mortgages, and consumer loans. The Company does not have any concentrations by industry or group of industries in its loan portfolio, however, 67% of its gross loans were secured by real property as of December 31, 2018, compared to 63% as of December 31, 2017. While no specific industry concentration is considered significant, the Company's lending operations are located in areas that are dependent on the technology and real estate industries and their supporting companies.

The Company has established concentration limits in its loan portfolio for commercial real estate loans, commercial loans, construction loans and unsecured lending, among others. All loan types are within established limits. The Company uses underwriting guidelines to assess the borrowers' historical cash flow to determine debt service, and we further stress test the debt service under higher interest rate scenarios. Financial and performance covenants are used in commercial lending to allow the Company to react to a borrower's deteriorating financial condition, should that occur.

The Company's commercial loans are made for working capital, financing the purchase of equipment or for other business purposes. Commercial loans include loans with maturities ranging from thirty days to one year and "term loans" with maturities normally ranging from one to five years. Short term business loans are generally intended to finance current transactions and typically provide for periodic principal payments, with interest payable monthly. Term loans normally provide for floating interest rates, with monthly payments of both principal and interest.

The Company is an active participant in the SBA and U.S. Department of Agriculture guaranteed lending programs, and has been approved by the SBA as a lender under the Preferred Lender Program. The Company regularly makes such loans conditionally guaranteed by the SBA (collectively referred to as "SBA loans"). The guaranteed portion of these loans is typically sold in the secondary market depending on market conditions. When the guaranteed portion of an SBA loan is sold the Company retains the servicing rights for the sold portion. During 2018, loans were sold resulting in a gain on sales of SBA loans of \$698,000, compared to a gain on sales of SBA loans of \$1.1 million for 2017, and \$796,000 for 2016.

The Company's factoring receivables are from the operations of Bay View Funding whose primary business is purchasing and collecting factored receivables. Factored receivables are receivables that have been transferred by the originating organization and typically have not been subject to previous collection efforts. These receivables are acquired from a variety of companies, including, but not limited to, service providers, transportation companies, manufacturers, distributors, wholesalers, apparel companies, advertisers, and temporary staffing companies. The portfolio of factored receivables is included in the Company's commercial loan portfolio. The average life of the factored receivables was 36 days for both the years ended December 31, 2018 and 2017. The balance of the purchased receivables as of December 31, 2018 and 2017 was \$53.6 million and \$48.8 million, respectively.

The commercial loan portfolio increased \$24.5 million to \$597.8 million at December 31, 2018, from \$573.3 million at December 31, 2017, which included \$17.8 million of loans added from United American, and \$9.2 million of loans added from Tri-Valley, partially offset by a decrease of \$2.6 million in the Company's legacy portfolio. The commercial loan line usage was 36% at December 31, 2018, compared to 37% at December 31, 2017.

The Company's CRE loans consist primarily of loans based on the borrower's cash flow and are secured by deeds of trust on commercial property to provide a secondary source of repayment. The Company generally restricts real estate term loans to no more than 75% of the property's appraised value or the purchase price of the property depending on the type of property and its utilization. The Company offers both fixed and floating rate loans. Maturities on CRE

loans are generally between five and ten years (with amortization ranging from fifteen to twenty five years and a balloon payment due at maturity), however, SBA, and certain other real estate loans that can be sold in the secondary market, may be granted for longer maturities.

The CRE loan portfolio increased \$221.2 million, or 29%, to \$994.1 million at December 31, 2018, compared to \$772.9 million at December 31, 2017, which included \$133.8 million of loans added from United American, \$90.7 million of loans added from Tri-Valley, partially offset by a decrease of \$3.6 million in purchased CRE loans. At December 31, 2018, approximately 40% of the CRE loan portfolio was secured by owner-occupied real estate.

The Company's land and construction loans are primarily to finance the development/construction of commercial and single family residential properties. The Company utilizes underwriting guidelines to assess the likelihood of

Table of Contents

repayment from sources such as sale of the property or availability of permanent mortgage financing prior to making the construction loan. Construction loans are provided primarily in our market area, and we have extensive controls for the disbursement process. Land and construction loans increased \$21.5 million, or 21%, to \$122.4 million at December 31, 2018, compared to \$100.9 million at December 31, 2017, primarily due to organic growth of \$17.5 million, and \$4.0 million of loans added from United American.

The Company makes home equity lines of credit available to its existing customers. Home equity lines of credit are underwritten initially with a maximum 75% loan to value ratio. Home equity lines of credit increased \$29.9 million, or 38%, to \$109.1 million at December 31, 2018, compared to \$79.2 million at December 31, 2017, which included \$29.5 million of loans added from United American, and \$12.2 million of loans added from Tri-Valley, partially offset by a decrease of \$11.7 million in the Company's legacy portfolio.

Residential mortgage loans increased \$6.4 million, 14%, to \$51.0 million at December 31, 2018, compared to \$44.6 million at December 31, 2017, primarily due to \$13.4 million of loans added from United American, partially offset by a \$7.0 million decrease in purchased residential mortgage loans.

Additionally, the Company makes consumer loans for the purpose of financing automobiles, various types of consumer goods, and other personal purposes. Consumer loans generally provide for the monthly payment of principal and interest. Most of the Company's consumer loans are secured by the personal property being purchased or, real property in the instances of home equity loans or lines of credit.

With certain exceptions, state chartered banks are permitted to make extensions of credit to any one borrowing entity up to 15% of the bank's capital and reserves for unsecured loans and up to 25% of the bank's capital and reserves for secured loans. For HBC, these lending limits were \$61.9 million and \$103.1 million at December 31, 2018, respectively.

Loan Maturities

The following table presents the maturity distribution of the Company's loans (excluding loans held for sale), as of December 31, 2018. The table shows the distribution of such loans between those loans with predetermined (fixed) interest rates and those with variable (floating) interest rates. Floating rates generally fluctuate with changes in the prime rate as reflected in the Western Edition of The Wall Street Journal. As of December 31, 2018, approximately 52% of the Company's loan portfolio consisted of floating interest rate loans.

	Due in One Year or Less (Dollars in thousands)	Over One Year But Less than Five Years	Over Five Years	Total
Commercial	\$ 477,742	99,426	20,595	\$ 597,763
Real estate:				
CRE	120,724	456,649	416,694	994,067
Land and construction	119,470	1,626	1,262	122,358
Home equity	102,734	3,102	3,276	109,112

Edgar Filing: Bunge LTD - Form 10-Q

Residential mortgages	1,539	6,588	42,852	50,979
Consumer	12,228	223	2	12,453
Loans	\$ 834,437	\$ 567,614	\$ 484,681	\$ 1,886,732
Loans with variable interest rates	\$ 741,586	167,752	69,961	\$ 979,299
Loans with fixed interest rates	92,851	399,862	414,720	907,433
Loans	\$ 834,437	\$ 567,614	\$ 484,681	\$ 1,886,732

Table of Contents

Loan Servicing

As of December 31, 2018, 2017, and 2016 there were \$104.0 million, \$139.1 million, and \$164.5 million, respectively, of SBA loans that were serviced by the Company for others. Activity for loan servicing rights was as follows:

	2018	2017	2016
	(Dollars in thousands)		
Beginning of period balance	\$ 1,373	\$ 1,854	\$ 2,209
Additions	200	278	219
Amortization	(702)	(759)	(574)
End of period balance	\$ 871	\$ 1,373	\$ 1,854

Loan servicing rights are included in accrued interest receivable and other assets on the consolidated balance sheets and reported net of amortization. There was no valuation allowance as of December 31, 2018 and 2017, as the fair market value of the assets was greater than the carrying value.

Activity for the I/O strip receivable was as follows:

	2018	2017	2016
	(Dollars in thousands)		
Beginning of period balance	\$ 968	\$ 1,067	\$ 1,367
Unrealized holding loss	(400)	(99)	(300)
End of period balance	\$ 568	\$ 968	\$ 1,067

Management reviews the key economic assumptions used to estimate the fair value of I/O strip receivables on a quarterly basis. The fair value of the I/O strip can be adversely impacted by a significant increase in either the prepayment speed of the portfolio or the discount rate. At December 31, 2018, key economic assumptions and the sensitivity of the fair value of the I/O strip receivables to immediate changes to the CPR assumption of 10% and 20%, and changes to the discount rate assumption of 1% and 2%, are as follows:

Carrying amount/fair value of Interest-Only (I/O) strip	\$ 568
Prepayment speed assumption (annual rate)	10.9
Impact on fair value of 10% adverse change in prepayment speed (CPR 12.0%)	\$ (8)
Impact on fair value of 20% adverse change in prepayment speed (CPR 13.1%)	\$ (15)
Residual cash flow discount rate assumption (annual)	16.4%
Impact on fair value of 1% adverse change in discount rate (18.0% discount rate)	\$ (16)
Impact on fair value of 2% adverse change in discount rate (19.7% discount rate)	\$ (31)

Credit Quality

Financial institutions generally have a certain level of exposure to credit quality risk, and could potentially receive less than a full return of principal and interest if a debtor becomes unable or unwilling to repay. Since loans are the most significant assets of the Company and generate the largest portion of its revenues, the Company's management of credit quality risk is focused primarily on loan quality. Banks have generally suffered their most severe earnings declines as a result of customers' inability to generate sufficient cash flow to service their debts and/or downturns in national and regional economies and declines in overall asset values including real estate. In addition, certain debt securities that the Company may purchase have the potential of declining in value if the obligor's financial capacity to repay deteriorates.

The Company's policies and procedures identify market segments, set goals for portfolio growth or contraction, and establish limits on industry and geographic credit concentrations. In addition, these policies establish the Company's underwriting standards and the methods of monitoring ongoing credit quality. The Company's internal credit risk controls are centered in underwriting practices, credit granting procedures, training, risk management techniques, and familiarity with loan customers as well as the relative diversity and geographic concentration of our loan portfolio.

Table of Contents

The Company's credit risk may also be affected by external factors such as the level of interest rates, employment, general economic conditions, real estate values, and trends in particular industries or geographic markets. As an independent community bank serving a specific geographic area, the Company must contend with the unpredictable changes in the general California market and, particularly, primary local markets. The Company's asset quality has suffered in the past from the impact of national and regional economic recessions, consumer bankruptcies, and depressed real estate values.

Nonperforming assets are comprised of the following: loans for which the Company is no longer accruing interest; restructured loans which have been current under six months; loans 90 days or more past due and still accruing interest (although they are generally placed on nonaccrual when they become 90 days past due, unless they are both well secured and in the process of collection); and foreclosed assets. Past due loans 30 days or greater totaled \$8.9 million and \$6.9 million at December 31, 2018 and December 31, 2017, respectively, of which \$430,000 and \$1.4 million were on nonaccrual. There were also \$13.3 million and \$840,000 loans less than 30 days past due included in nonaccrual loans held-for-investment, at December 31, 2018 and December 31, 2017, respectively.

Management's classification of a loan as "nonaccrual" is an indication that there is reasonable doubt as to the full recovery of principal or interest on the loan. At that point, the Company stops accruing interest income, and reverses any uncollected interest that had been accrued as income. The Company begins recognizing interest income only as cash interest payments are received and it has been determined the collection of all outstanding principal is not in doubt. The loans may or may not be collateralized, and collection efforts are pursued. Loans may be restructured by management when a borrower has experienced some change in financial status causing an inability to meet the original repayment terms and where the Company believes the borrower will eventually overcome those circumstances and make full restitution. Foreclosed assets consist of properties and other assets acquired by foreclosure or similar means that management is offering or will offer for sale.

The following table summarizes the Company's nonperforming assets at the dates indicated:

	December 31,				
	2018	2017	2016	2015	2014
	(Dollars in thousands)				
Nonaccrual loans — held-for-investment	\$ 13,699	\$ 2,250	\$ 3,059	\$ 4,716	\$ 5,855
Restructured and loans 90 days past due and still accruing	1,188	235	—	1,662	—
Total nonperforming loans	14,887	2,485	3,059	6,378	5,855
Foreclosed assets	—	—	229	364	696
Total nonperforming assets	\$ 14,887	\$ 2,485	\$ 3,288	\$ 6,742	\$ 6,551
Nonperforming assets as a percentage of loans plus foreclosed assets	0.79 %	0.16 %	0.22 %	0.50 %	0.60 %
Nonperforming assets as a percentage of total assets	0.48 %	0.09 %	0.13 %	0.29 %	0.41 %

Nonperforming assets were \$14.9 million, or 0.48% of total assets, at December 31, 2018 compared to \$2.5 million, or 0.09% of total assets, at December 31, 2017. The increase in nonperforming assets at December 31, 2018, compared to December 31, 2017, was primarily due to a single large lending relationship that was placed on nonaccrual during the second quarter of 2018. At December 31, 2018, the recorded investment of this lending relationship was \$12.0 million, and the Company had a \$6.7 million specific loan loss reserve allocated for this lending relationship. There

were no foreclosed assets at December 31, 2018 and December 31, 2017.

79

Table of Contents

The following table presents nonperforming loans by class at year end:

	December 31, 2018			December 31, 2017		
	Nonaccrual (Dollars in thousands)	Restructured and Loans over 90 Days Past Due and Still Accruing	Total	Nonaccrual	Restructured and Loans over 90 Days Past Due and Still Accruing	Total
Commercial	\$ 8,279	\$ 963	\$ 9,242	\$ 1,251	\$ 235	\$ 1,486
Real estate:						
CRE	5,094	—	5,094	500	—	500
Land and construction	—	—	—	119	—	119
Home equity	326	225	551	379	—	379
Consumer	—	—	—	1	—	1
Total	\$ 13,699	\$ 1,188	\$ 14,887	\$ 2,250	\$ 235	\$ 2,485

Loans with a well-defined weakness, which are characterized by the distinct possibility that the Company will sustain a loss if the deficiencies are not corrected, are categorized as “classified.” Classified loans include all loans considered as substandard, substandard-nonaccrual, and doubtful and may result from problems specific to a borrower’s business or from economic downturns that affect the borrower’s ability to repay or that cause a decline in the value of the underlying collateral (particularly real estate). The principal balance of classified loans was \$23.4 million at December 31, 2018, and \$25.1 million at December 31, 2017. There were no loans held-for-sale included in classified loans at December 31, 2018 and December 31, 2017. Loans held-for-sale are carried at the lower of cost or estimated fair value, and are not allocated an allowance for loan losses.

The following table provides a summary of the loan portfolio by loan type and credit quality classification at the dates indicated:

	December 31, 2018			December 31, 2017		
	Nonclassified (Dollars in thousands)	Classified	Total	Nonclassified	Classified	Total
Commercial	\$ 584,845	\$ 12,918	\$ 597,763	\$ 554,913	\$ 18,383	\$ 573,296
Real estate:						
CRE	985,193	8,874	994,067	766,988	5,879	772,867
Land and construction	122,358	—	122,358	100,763	119	100,882
Home equity	107,495	1,617	109,112	78,486	690	79,176
Residential mortgages	50,979	—	50,979	44,561	—	44,561
Consumer	12,453	—	12,453	12,394	1	12,395
Total	\$ 1,863,323	\$ 23,409	\$ 1,886,732	\$ 1,558,105	\$ 25,072	\$ 1,583,177

Edgar Filing: Bunge LTD - Form 10-Q

Classified loans were \$23.4 million, or 0.76% of total assets, at December 31, 2018, compared to \$25.1 million, or 0.88% of total assets, at December 31, 2017. 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 in accordance with the Company's underwriting policy.

The following provides a rollforward of troubled debt restructurings ("TDRs"):

	Year Ended December 31, 2018		Total
	Performing TDRs	Nonperforming TDRs	
	(Dollars in thousands)		
Balance at January 1, 2018	\$ 309	\$ 16	\$ 325
Additions	316	20	336
Principal repayments	(12)	—	(12)
Balance at December 31, 2018	\$ 613	\$ 36	\$ 649

Table of Contents

	Year Ended December 31, 2017		
	Performing TDRs	Nonperforming TDRs	Total
	(Dollars in thousands)		
Balance at January 1, 2017	\$ 131	\$ 2	\$ 133
Additions	198	15	213
Principal repayments	(20)	(1)	(21)
Balance at December 31, 2017	\$ 309	\$ 16	\$ 325

Allowance for Loan Losses

The allowance for loan losses is an estimate of probable incurred losses in the loan portfolio. Loans are charged-off against the allowance when management believes the uncollectibility of a loan balance is confirmed. Subsequent recoveries, if any, are credited to the allowance for loan losses. Management's methodology for estimating the allowance balance consists of several key elements, which include specific allowances on individual impaired loans and the formula driven allowances on pools of loans with similar risk characteristics. Allocations of the allowance may be made for specific loans, but the entire allowance is available for any loan that, in management's judgment, should be charged-off.

Specific allowances are established for impaired loans. Management considers a loan to be impaired when it is probable that the Company will be unable to collect all amounts due according to the original contractual terms of the loan agreement, including scheduled interest payments. Loans for which the terms have been modified with a concession granted, and for which the borrower is experiencing financial difficulties, are considered troubled debt restructurings and classified as impaired. When a loan is considered to be impaired, the amount of impairment is measured based on the fair value of the collateral, less costs to sell, if the loan is collateral dependent or on the present value of expected future cash flows or values that are observable in the secondary market. If the measure of the impaired loans is less than the investment in the loan, the deficiency will be charged off against the allowance for loan losses if the amount is a confirmed loss, or, alternatively, a specific allocation within the allowance will be established. Loans that are considered impaired are specifically excluded from the formula portion of the allowance for loan loss analysis.

The estimated loss factors for pools of loans that are not impaired are based on determining the probability of default and loss given default for loans within each segment of the portfolio, adjusted for significant factors that, in management's judgment, affect collectibility as of the evaluation date. The Company's historical delinquency experience and loss experience are utilized to determine the probability of default and loss given default for segments of the portfolio where the Company has experienced losses in the past. For segments of the portfolio where the Company has no significant prior loss experience, the Company uses quantifiable observable industry data to determine the probability of default and loss given default.

The following provides a summary of the risks associated with various segments of the Company's loan portfolio, which are factors management regularly considers when evaluating the adequacy of the allowance:

Commercial loans consist primarily of commercial and industrial loans (business lines of credit), and other commercial purpose loans. Repayment of commercial and industrial loans is generally provided from the cash flows of the related business to which the loan was made. Adverse changes in economic conditions may result in a decline in business activity, which may impact a borrower's ability to continue to make scheduled payments. The factored

receivables at Bay View Funding are included in the Company's commercial loan portfolio; however, they are evaluated for risk primarily based on the agings of the receivables. Faster turning receivables imply less risk and therefore warrant a lower associated allowance. Should the overall aging for the portfolio increase, this structure will by formula increase the allowance to reflect the increasing risk. Should the portfolio turn more quickly, it would reduce the associated allowance to reflect the reducing risk.

Real estate loans consist primarily of loans secured by commercial and residential real estate. Also included in this segment are land and construction loans and home equity lines of credit secured by real estate. As the majority of this segment is comprised of commercial real estate loans, risks associated with this segment lay primarily within these loan types. Adverse economic conditions may result in a decline in business activity and increased vacancy rates for commercial properties. These factors, in conjunction with a decline in real estate prices, may expose the Company to the potential for losses if a borrower cannot continue to service the loan with operating revenues, and the value of the property has declined to a level such that it no longer fully covers the Company's recorded investment in the loan.

Table of Contents

Consumer loans consist primarily of a large number of small loans and lines of credit. The majority of installment loans are made for consumer and business purchases. Weakened economic conditions may result in an increased level of delinquencies within this segment, as economic pressures may impact the capacity of such borrowers to repay their obligations.

As a result of the matters mentioned above, changes in the financial condition of individual borrowers, economic conditions, historical loss experience and the condition of the various markets in which collateral may be sold, may all affect the required level of the allowance for loan losses and the associated provision for loan losses.

It is the policy of management to maintain the allowance for loan losses at a level adequate for risks inherent in the loan portfolio. On an ongoing basis, we have engaged an outside firm to perform independent credit reviews of our loan portfolio. The Federal Reserve Board and the California Department of Business Oversight — Division of Financial Institutions also review the allowance for loan losses as an integral part of their examination process. Based on information currently available, management believes that the allowance for loan losses is adequate. However, the loan portfolio can be adversely affected if California economic conditions and the real estate market in the Company's market area were to weaken. Also, any weakness of a prolonged nature in the technology industry would have a negative impact on the local market. The effect of such events, although uncertain at this time, could result in an increase in the level of nonperforming loans and increased loan losses, which could adversely affect the Company's future growth and profitability. No assurance of the ultimate level of credit losses can be given with any certainty.

The following table summarizes the Company's loan loss experience, as well as provisions and charges to the allowance for loan losses and certain pertinent ratios for the periods indicated:

	2018	2017	2016	2015	2014
	(Dollars in thousands)				
Beginning of year balance	\$ 19,658	\$ 19,089	\$ 18,926	\$ 18,379	\$ 19,164
Charge-offs:					
Commercial	(2,002)	(2,239)	(1,966)	(527)	(815)
Real estate:					
CRE	—	—	—	(2)	—
Home equity	—	—	—	—	(87)
Consumer	(24)	—	(41)	(9)	(25)
Total charge-offs	(2,026)	(2,239)	(2,007)	(538)	(927)
Recoveries:					
Commercial	2,645	1,585	365	877	418
Real estate:					
CRE	150	859	—	9	35
Land and construction	—	244	568	127	26
Home equity	—	21	—	10	1
Consumer	—	—	—	30	—
Total recoveries	2,795	2,709	933	1,053	480
Net (charge-offs) recoveries	769	470	(1,074)	515	(447)
Provision (credit) for loan losses	7,421	99	1,237	32	(338)
End of year balance	\$ 27,848	\$ 19,658	\$ 19,089	\$ 18,926	\$ 18,379
RATIOS:					
	(0.04) %	(0.03) %	0.08 %	(0.04) %	0.05 %

Edgar Filing: Bunge LTD - Form 10-Q

Net charge-offs (recoveries) to average loans (1)

Allowance for loan losses to total loans

(1)	1.48	%	1.24	%	1.27	%	1.39	%	1.69	%
Allowance for loan losses to nonperforming loans	187.06	%	791.07	%	624.03	%	296.74	%	313.90	%

(1) Average loans and total loans exclude loans held for sale.

The following table provides a summary of the allocation of the allowance for loan losses by class at the dates indicated. The allocation presented should not be interpreted as an indication that charges to the allowance for loan losses

82

Table of Contents

will be incurred in these amounts or proportions, or that the portion of the allowance allocated to each category represents the total amount available for charge offs that may occur within these classes.

	December 31, 2018			2017			2016			2015			2014		
	Allowance (Dollars in thousands)	Percent of Loans in each category to total loans	%	Allowance	Percent of Loans in each category to total loans	%	Allowance	Percent of Loans in each category to total loans	%	Allowance	Percent of Loans in each category to total loans	%	Allowance	Percent of Loans in each category to total loans	%
	\$ 17,061	32	%	\$ 10,608	36	%	\$ 10,656	40	%	\$ 10,748	41	%	\$ 11,187		
	6,737	52	%	5,909	49	%	5,181	44	%	4,980	46	%	4,707		
	2,008	6	%	1,441	6	%	1,221	5	%	1,504	6	%	1,048		
	1,609	6	%	1,390	5	%	1,639	6	%	1,592	6	%	1,315		
	317	3	%	210	3	%	286	4	%	—	0	%	—		
	116	1	%	100	1	%	106	1	%	102	1	%	122		
	\$ 27,848	100	%	\$ 19,658	100	%	\$ 19,089	100	%	\$ 18,926	100	%	\$ 18,379		

The allowance for loan losses totaled \$27.8 million, or 1.48% of total loans at December 31, 2018, compared to \$19.7 million, or 1.24% of total loans at December 31, 2017. The allowance for loan losses to total nonperforming loans decreased to 187.06% at December 31, 2018, compared to 791.07% at December 31, 2017, primarily due to a single large lending relationship that was placed on nonaccrual during the second quarter of 2018. The Company had net recoveries of \$769,000, or (0.04)% of average loans, for the year ended December 31, 2018, compared to net recoveries of \$470,000, or (0.03)% of average loans, for the year ended December 31, 2017.

The allowance for loan losses related to the commercial portfolio increased \$6.5 million at December 31, 2018 from December 31, 2017, primarily due a single large lending relationship placed on nonaccrual during the second quarter of 2018, resulting in a provision to the allowance for loan losses of \$5.9 million, and net recoveries of \$643,000. The allowance for loan losses related to the real estate portfolio increased \$1.7 million at December 31, 2018 from December 31, 2017, primarily due to increasing market risk associated with risk factors for real estate loans, resulting in a \$1.6 million provision for loan losses and net recoveries of \$150,000.

Goodwill and Other Intangible Assets

Goodwill represents the excess of the purchase price over the fair value of acquired tangible assets and liabilities and identifiable intangible assets. The fair values of assets acquired and liabilities assumed are subject to adjustment during the first twelve months after the acquisition date if additional information becomes available to indicate a more accurate or appropriate value for an asset or liability. Total goodwill was \$83.8 million at December 31, 2018, which consisted of, \$13.0 million related to the Bay View Funding acquisition, \$32.6 million related to the Focus acquisition, \$13.8 million related to the Tri-Valley acquisition, and \$24.3 million related to the United American acquisition. Total goodwill was \$45.6 million at December 31, 2017, which consisted of \$13.0 million related to the Bay View Funding acquisition, and \$32.6 million related to the Focus acquisition.

On April 6, 2018, the Company completed its acquisition of Tri-Valley for a transaction value of \$32.3 million. At closing, the Company issued 1,889,613 shares of the Company's common stock with an aggregate market value of \$30.7 million on the date of closing. The number of shares issued was based on a fixed exchange ratio of 0.0489 of a share of the Company's common stock for each outstanding share of Tri-Valley common stock. In addition, at closing the Company paid cash to the holder of a stock warrant and holders of outstanding stock options and related fees and fractional shares totaling \$1.6 million. The Company recorded goodwill of \$13.8 million for the Tri-Valley acquisition.

On May 4, 2018, the Company completed its acquisition of United American for a transaction value of \$56.4 million. At closing, the Company issued 2,826,032 shares of the Company's common stock with an aggregate market value of \$47.3 million on the date of closing. The number of shares issued was based on a fixed exchange ratio of 2.1644 of a share of the Company's common stock for each outstanding share of United American common stock and each common stock equivalent underlying the United American Series D Preferred Stock and Series E Preferred Stock. The shareholders of the United American Series A Preferred Stock and the Series B Preferred Stock received \$1,000 cash for each share totaling \$8.7 million and \$435,000, respectively. In addition, the Company paid \$2,000 in cash for fractional shares, for total cash consideration of \$9.1 million. The Company recorded goodwill of \$24.3 million for the United American acquisition.

Table of Contents

The Company completed its annual goodwill impairment analysis as of November 30, 2018 with the assistance of an independent valuation firm. No events or circumstances since the November 30, 2018 annual impairment test were noted that would indicate it was more likely than not a goodwill impairment exists.

Other intangible assets were \$12.0 million at December 31, 2018, compared to \$5.6 million at December 31, 2017. The customer relationship and brokered relationship and intangible assets arising from the acquisition of Bay View Funding were \$1.1 million at December 31, 2018 and \$1.3 million at December 31, 2017, net of accumulated amortization. The core deposit intangible assets arising from the acquisition of Focus was \$3.5 million at December 31, 2018 and \$4.3 million at December 31, 2017, net of accumulated amortization. The core deposit intangible and below market lease intangible assets arising from the Tri-Valley acquisition were \$1.8 million at December 31, 2018, net of accumulated amortization. The core deposit intangible and below market lease intangible assets arising from the United American acquisition were \$5.6 million at December 31, 2018, net of accumulated amortization.

Deposits

The composition and cost of the Company's deposit base are important components in analyzing the Company's net interest margin and balance sheet liquidity characteristics, both of which are discussed in greater detail in other sections in this report. The Company's liquidity is impacted by the volatility of deposits from the propensity of that money to leave the institution for rate related or other reasons. Deposits can be adversely affected if economic conditions weaken in California, and the Company's market area in particular. Potentially, the most volatile deposits in a financial institution are jumbo certificates of deposit, meaning time deposits with balances that equal or exceed \$250,000, as customers with balances of that magnitude are typically more rate sensitive than customers with smaller balances.

The following table summarizes the distribution of deposits and the percentage of distribution in each category of deposits for the periods indicated:

	December 31, 2018			December 31, 2017			December 31, 2016		
	Balance	% to Total		Balance	% to Total		Balance	% to Total	
	(Dollars in thousands)								
Demand, noninterest-bearing	\$ 1,021,582	39	%	\$ 989,753	40	%	\$ 917,187	41	%
Demand, interest-bearing	702,000	27	%	601,929	24	%	541,282	24	%
Savings and money market	754,277	28	%	684,131	27	%	572,743	25	%
Time deposits — under \$250	58,661	2	%	51,710	2	%	57,857	3	%
Time deposits — \$250 and over	86,114	3	%	138,634	6	%	163,670	7	%
CDARS — interest-bearing demand, money market and time deposits	14,898	1	%	16,832	1	%	9,401	0	%
Total deposits	\$ 2,637,532	100	%	\$ 2,482,989	100	%	\$ 2,262,140	100	%

The Company obtains deposits from a cross-section of the communities it serves. The Company's business is not generally seasonal in nature. Public funds were less than 1% of deposits at December 31, 2018 and 3% at December 31, 2017.

Total deposits increased \$154.5 million, or 6%, to \$2.64 billion at December 31, 2018, compared to \$2.48 billion at December 31, 2017, which included \$217.6 million in deposits from United American, \$82.6 million in deposits from Tri-Valley, a decrease of \$65.1 million in State of California certificates of deposit due to maturity, and a decrease of \$80.5 million, or (3%), in the Company's legacy deposits, which was principally attributable to three deposit relationships totaling approximately \$95.0 million.

Deposits, excluding all time deposits and CDARS deposits, increased \$202.0 million, or 9%, to \$2.48 billion at December 31, 2018, compared to \$2.28 billion at December 31, 2017, which included \$195.8 million of deposits added from United American, \$75.5 million of deposits added from Tri-Valley, partially offset by a decrease of \$69.3 million, or (3%), in the Company's legacy deposits.

Time deposits of \$250,000 and over decreased \$52.5 million, or (38%), to \$86.1 million at December 31, 2018, compared to \$138.6 million at December 31, 2017, which included the maturity of \$65.1 million State of California certificates of deposits, partially offset by \$9.6 million of deposits added from United American, and \$2.8 million of deposits added from Tri-Valley.

Table of Contents

At December 31, 2018, the Company had no certificates of deposits from the State of California. At December 31, 2017, the Company had \$72.5 million, at fair value, of securities pledged for \$65.1 million in certificates of deposits from the State of California.

At December 31, 2018, the \$14.9 million CDARS deposits were comprised of \$8.7 million of interest-bearing demand deposits, \$3.4 million of money market accounts and \$2.8 million of time deposits. At December 31, 2017, the \$16.8 million CDARS deposits were comprised of \$10.9 million of interest-bearing demand deposits, \$1.7 million of money market accounts and \$4.2 million of time deposits.

The following table indicates the contractual maturity schedule of the Company's time deposits of \$250,000 and over, and all CDARS time deposits as of December 31, 2018:

	Balance	% of Total	
	(Dollars in thousands)		
Three months or less	\$ 19,288	22	%
Over three months through six months	32,674	37	%
Over six months through twelve months	30,507	34	%
Over twelve months	6,430	7	%
Total	\$ 88,899	100	%

The Company focuses primarily on providing and servicing business deposit accounts that are frequently over \$250,000 in average balance per account. As a result, certain types of business clients that the Company serves typically carry average deposits in excess of \$250,000. The account activity for some account types and client types necessitates appropriate liquidity management practices by the Company to ensure its ability to fund deposit withdrawals.

Return on Equity and Assets

The following table indicates the ratios for return on average assets and average equity, and average equity to average assets for the periods indicated:

	2018		2017		2016	
Return on average assets	1.16	%	0.86	%	1.13	%
Return on average tangible assets	1.19	%	0.88	%	1.15	%
Return on average equity	10.79	%	8.86	%	10.71	%
Return on average tangible equity	14.41	%	10.98	%	13.55	%
Average equity to average assets ratio	10.72	%	9.76	%	10.54	%

Off Balance Sheet Arrangements

In the normal course of business, the Company makes commitments to extend credit to its customers as long as there are no violations of any conditions established in contractual arrangements. These commitments are obligations that represent a potential credit risk to the Company, yet are not reflected in any form within the Company's consolidated balance sheets. Total unused commitments to extend credit were \$740.4 million at December 31, 2018, as compared to \$687.4 million at December 31, 2017. Unused commitments represented 39% and 43% of outstanding gross loans at December 31, 2018 and 2017, respectively.

The effect on the Company's revenues, expenses, cash flows and liquidity from the unused portion of the commitments to provide credit cannot be reasonably predicted, because there is no certainty that the lines of credit will ever be fully utilized. For more information regarding the Company's off balance sheet arrangements, see Note 16 to the consolidated financial statements located elsewhere herein.

Table of Contents

The following table presents the Company's commitments to extend credit for the periods indicated:

	December 31, 2018		2017	
	Fixed Rate	Variable Rate	Fixed Rate	Variable Rate
	(Dollars in thousands)			
Unused lines of credit and commitments to make loans	\$ 130,871	\$ 593,839	\$ 102,505	\$ 570,190
Standby letters of credit	2,770	12,899	3,972	10,715
	\$ 133,641	\$ 606,738	\$ 106,477	\$ 580,905

Contractual Obligations

The contractual obligations of the Company, summarized by type of obligation and contractual maturity, at December 31, 2018, are as follows:

	Less Than One Year	One to Three Years	Three to Five Years	After Five Years	Total
	(Dollars in thousands)				
Deposits(1)	\$ 2,625,717	\$ 10,564	\$ 1,251	\$ —	\$ 2,637,532
Subordinated debt	—	—	—	40,000	40,000
Operating leases	4,032	4,027	1,741	691	10,491
Other long-term liabilities(2)	1,283	3,368	3,837	43,590	52,078
Total contractual obligations	\$ 2,631,032	\$ 17,959	\$ 6,829	\$ 84,281	\$ 2,740,101

(1)Deposits with indeterminate maturities, such as demand, savings and money market accounts, are reflected as obligations due in less than one year.

(2)Includes maximum payments related to employee benefit plans, assuming all future vesting conditions are met. Additional information is provided in Note 14 to the consolidated financial statements.

In addition to those obligations listed above, in the normal course of business, the Company will make cash distributions for the payment of interest on interest bearing deposit accounts and debt obligations, payments for quarterly income tax estimates and contributions to certain employee benefit plans.

Liquidity and Asset/Liability Management

Liquidity refers to the Company's ability to maintain cash flows sufficient to fund operations and to meet obligations and other commitments in a timely and cost effective fashion. At various times the Company requires funds to meet short term cash requirements brought about by loan growth or deposit outflows, the purchase of assets, or liability repayments. An integral part of the Company's ability to manage its liquidity position appropriately is the Company's large base of core deposits, which are generated by offering traditional banking services in its service area and which have historically been a stable source of funds. To manage liquidity needs properly, cash inflows must be timed to coincide with anticipated outflows or sufficient liquidity resources must be available to meet varying demands. The Company manages liquidity to be able to meet unexpected sudden changes in levels of its assets or deposit liabilities

without maintaining excessive amounts of balance sheet liquidity. Excess balance sheet liquidity can negatively impact the Company's interest margin. In order to meet short term liquidity needs the Company may utilize overnight Federal funds purchase arrangements and other borrowing arrangements with correspondent banks, solicit brokered deposits if cost effective deposits are not available from local sources, and maintain collateralized lines of credit with the FHLB and FRB. In addition, the Company can raise cash for temporary needs by selling securities under agreements to repurchase and selling securities available for sale.

One of the measures of liquidity is our loan to deposit ratio. Our loan to deposit ratio was 71.52% at December 31, 2018, compared to 63.74% at December 31, 2017.

Table of Contents

FHLB and FRB Borrowings and Available Lines of Credit

The Company has off-balance sheet liquidity in the form of Federal funds purchase arrangements with correspondent banks, including the FHLB and FRB. The Company can borrow from the FHLB on a short-term (typically overnight) or long-term (over one year) basis. The Company had no overnight borrowings from the FHLB at December 31, 2018 and December 31, 2017. The Company had \$228.2 million of loans pledged to the FHLB as collateral on an available line of credit of \$178.6 million at December 31, 2018.

The Company can also borrow from FRB's discount window. The Company had \$739.8 million of loans pledged to the Federal Reserve as collateral on an available line of credit of \$418.4 million at December 31, 2018, none of which was outstanding.

At December 31, 2018 and 2017, the Company had Federal funds purchase arrangements available of \$55.0 million. There were no Federal funds purchased outstanding at December 31, 2018 or 2017.

The Company has a \$5.0 million line of credit with a correspondent bank, of which none was outstanding at December 31, 2018 or 2017.

The Company may also utilize securities sold under repurchase agreements to manage our liquidity position. There were no securities sold under agreements to repurchase at December 31, 2018 or 2017.

The following table summarizes the Company's borrowings under its Federal funds purchased, security repurchase arrangements and lines of credit for the periods indicated:

	December 31,		
	2018	2017	2016
	(Dollars in thousands)		
Average balance during the year	\$ —	\$ —	\$ 418
Average interest rate during the year	—	—	2.57
Maximum month-end balance during the year	\$ —	\$ —	\$ 3,000
Average rate at period-end	N/A	N/A	N/A

Capital Resources

The Company uses a variety of measures to evaluate capital adequacy. Management reviews various capital measurements on a regular basis and takes appropriate action to ensure that such measurements are within established internal and external guidelines. The external guidelines, which are issued by the Federal Reserve and the FDIC, establish a risk adjusted ratio relating capital to different categories of assets and off balance sheet exposures.

On May 26, 2017, the Company completed an underwritten public offering of \$40.0 million aggregate principal amount of its fixed-to-floating rate subordinated notes ("Subordinated Debt") due June 1, 2027. The Subordinated Debt initially bears a fixed interest rate of 5.25% per year. Commencing on June 1, 2022, the interest rate on the Subordinated Debt resets quarterly to the three-month LIBOR rate plus a spread of 336.5 basis points. Interest on the Subordinated Debt is payable semi-annually on June 1st and December 1st of each year through June 1, 2022 and quarterly thereafter on March 1st, June 1st, September 1st and December 1st of each year through the maturity date or early redemption date. The Company, at its option, may redeem the Subordinated Debt, in whole or in part, on any interest payment date on or after June 1, 2022 without a premium. The Subordinated Debt, net of unamortized costs

totaled \$39.4 million at December 31, 2018 and \$39.2 million at December 31, 2017, and qualifies as Tier 2 capital for the Company under the guidelines established by the Federal Reserve Bank. The Company down streamed \$20.0 million of the proceeds to HBC during the second quarter of 2017.

Table of Contents

The following table summarizes risk based capital, risk weighted assets, and risk based capital ratios of the consolidated Company under the Basel III requirements for the periods indicated:

	December 31,					
	2018		2017		2016	
	(Dollars in thousands)					
Capital components:						
Common equity Tier 1 capital	\$	276,675	\$	229,258	\$	214,924
Additional Tier 1 capital		—		—		—
Tier 1 Capital		276,675		229,258		214,924
Tier 2 Capital		67,922		59,496		19,705
Total risk-based capital	\$	344,597	\$	288,754	\$	234,629
Risk-weighted assets	\$	2,303,941	\$	2,003,652	\$	1,876,732
Average assets for capital purposes	\$	3,118,150	\$	2,873,978	\$	2,515,623
Capital ratios:						
Total risk-based capital	15.0	%	14.4	%	12.5	%
Tier 1 risk-based capital	12.0	%	11.4	%	11.5	%
Common equity Tier 1 risk-based capital	12.0	%	11.4	%	11.5	%
Leverage(1)	8.9	%	8.0	%	8.5	%

(1)Tier 1 capital divided by quarterly average assets (excluding intangible assets and disallowed deferred tax assets).

The following table summarizes risk based capital, risk weighted assets, and risk based capital ratios of HBC under the Basel III requirements for the periods indicated:

	December 31,					
	2018		2017		2016	
	(Dollars in thousands)					
Capital components:						
Common equity Tier 1 capital	\$	293,730	\$	244,790	\$	211,364
Additional Tier 1 capital		—		—		—
Tier 1 Capital		293,730		244,790		211,364
Tier 2 Capital		28,553		20,312		19,705
Total risk-based capital	\$	322,283	\$	265,102	\$	231,069
Risk-weighted assets	\$	2,302,751	\$	2,002,736	\$	1,876,024
Average assets for capital purposes	\$	3,116,645	\$	2,873,102	\$	2,514,922
Capital ratios:						
Total risk-based capital	14.0	%	13.2	%	12.3	%
Tier 1 risk-based capital	12.8	%	12.2	%	11.3	%
Common equity Tier 1 risk-based capital	12.8	%	12.2	%	11.3	%

Edgar Filing: Bunge LTD - Form 10-Q

Leverage(1)	9.4	%	8.5	%	8.4	%
-------------	-----	---	-----	---	-----	---

(1)Tier 1 capital divided by quarterly average assets (excluding intangible assets and disallowed deferred tax assets).

88

Table of Contents

The following table presents the applicable well capitalized regulatory guidelines and the standards for minimum capital adequacy requirements under Basel III:

	Transitional Minimum Regulatory Requirement(1) Effective January 1, 2018	Fully Phased-in Minimum Regulatory Requirement(2) Effective January 1, 2019	Well-capitalized Financial Institution Regulatory Guidelines
Capital ratios:			
Total risk-based capital	9.875	% 10.5	% 10.0
Tier 1 risk-based capital	7.875	% 8.5	% 8.0
Common equity Tier 1 risk-based capital	6.375	% 7.0	% 6.5
Leverage	4.000	% 4.0	% 5.0

(1)Includes 1.875% capital conservation buffer, except the leverage ratio.

(2)Includes 2.5% capital conservation buffer, except the leverage ratio.

The Basel III capital rules introduce a new “capital conservation buffer,” for banking organizations to maintain a common equity Tier 1 ratio more than 2.5% above these minimum risk weighted asset ratios. The capital conservation buffer is designed to absorb losses during periods of economic stress. Banking institutions with a ratio of common equity Tier 1 to risk weighted assets above the minimum but below the capital conservation buffer will face constraints on dividends, equity repurchases and compensation based on the amount of the shortfall. The implementation of the capital conservation buffer was phased in beginning on January 1, 2016 at 0.625% and was phased in over a four year period (increasing by that amount on each subsequent January 1, and became fully phased in on January 1, 2019). The conservation ratio increased to 1.875% for the year ended December 31, 2018.

At December 31, 2018, the Company’s consolidated capital ratios exceeded regulatory guidelines and HBC’s capital ratios exceed the highest regulatory capital requirement of “well capitalized” under Basel III prompt corrective action provisions. Quantitative measures established by regulation to help ensure capital adequacy require the Company and HBC to maintain minimum amounts and ratios of total risk based capital, Tier 1 capital, and common equity Tier 1 (as defined in the regulations) to risk weighted assets (as defined), and of Tier 1 capital to average assets (as defined). Management believes that, as of December 31, 2018, December 31, 2017, and December 31, 2016, the Company and HBC met all capital adequacy guidelines to which they were subject. There are no conditions or events since December 31, 2018, that management believes have changed the categorization of the Company or HBC as well capitalized.

At December 31, 2018, the Company had total shareholders’ equity of \$367.5 million, compared to \$271.2 million at December 31, 2017. At December 31, 2018, total shareholders’ equity included \$300.9 million in common stock, \$79.0 million in retained earnings, and (\$12.4) million of accumulated other comprehensive loss. The book value per common share was \$8.49 at December 31, 2018, compared to \$7.10 at December 31, 2017. The tangible book value per common share was \$6.28 at December 31, 2018, compared to \$5.76 at December 31, 2017. The increase in total shareholders’ equity was primarily from the issuance of common stock in the Tri-Valley and United American acquisitions in which an aggregate of 4,712,645 shares of stocks were issued at an aggregate market value at the time of issuance of \$78.0 million.

Table of Contents

The following table reflects the components of accumulated other comprehensive loss, net of taxes, for the periods indicated:

	December 31,	
	2018	2017
	(Dollars in thousands)	
Unrealized loss on securities available-for-sale	\$ (5,412)	\$ (857)
Remaining unamortized unrealized gain on securities available-for-sale transferred to held-to-maturity	343	305
Split dollar insurance contracts liability	(3,722)	(3,691)
Supplemental executive retirement plan liability	(3,995)	(4,552)
Reclassification due to the effects of the Tax Act	—	(1,019)
Unrealized gain on interest-only strip from SBA loans	405	562
Total accumulated other comprehensive loss	\$ (12,381)	\$ (9,252)

Market Risk

Market risk is the risk of loss of future earnings, fair values, or future cash flows that may result from changes in the price of a financial instrument. The value of a financial instrument may change as a result of changes in interest rates, foreign currency exchange rates, commodity prices, equity prices and other market changes that affect market risk sensitive instruments. Market risk is attributed to all market risk sensitive financial instruments, including securities, loans, deposits and borrowings, as well as the Company's role as a financial intermediary in customer related transactions. The objective of market risk management is to avoid excessive exposure of the Company's earnings and equity to loss and to reduce the volatility inherent in certain financial instruments.

Interest Rate Management

Market risk arises from changes in interest rates, exchange rates, commodity prices and equity prices. The Company's market risk exposure is primarily that of interest rate risk, and it has established policies and procedures to monitor and limit earnings and balance sheet exposure to changes in interest rates. The Company does not engage in the trading of financial instruments, nor does the Company have exposure to currency exchange rates.

The principal objective of interest rate risk management (often referred to as "asset/liability management") is to manage the financial components of the Company in a manner that will optimize the risk/reward equation for earnings and capital in relation to changing interest rates. The Company's exposure to market risk is reviewed on a regular basis by the Asset/Liability Committee. Interest rate risk is the potential of economic losses due to future interest rate changes. These economic losses can be reflected as a loss of future net interest income and/or a loss of current fair market values. The objective is to measure the effect on net interest income and to adjust the balance sheet to minimize the inherent risk while at the same time maximizing income. Management realizes certain risks are inherent, and that the goal is to identify and manage the risks. Management uses two methodologies to manage interest rate risk: (i) a standard GAP analysis; and (ii) an interest rate shock simulation model.

The planning of asset and liability maturities is an integral part of the management of an institution's net interest margin. To the extent maturities of assets and liabilities do not match in a changing interest rate environment, the net interest margin may change over time. Even with perfectly matched repricing of assets and liabilities, risks remain in the form of prepayment of loans or securities or in the form of delays in the adjustment of rates of interest applying to

either earning assets with floating rates or to interest bearing liabilities. The Company has generally been able to control its exposure to changing interest rates by maintaining primarily floating interest rate loans and a majority of its time certificates with relatively short maturities.

Interest rate changes do not affect all categories of assets and liabilities equally or at the same time. Varying interest rate environments can create unexpected changes in prepayment levels of assets and liabilities, which may have a significant effect on the net interest margin and are not reflected in the interest sensitivity analysis table. Because of these factors, an interest sensitivity GAP report may not provide a complete assessment of the exposure to changes in interest rates.

Table of Contents

The Company uses modeling software for asset/liability management in order to simulate the effects of potential interest rate changes on the Company's net interest margin, and to calculate the estimated fair values of the Company's financial instruments under different interest rate scenarios. The program imports current balances, interest rates, maturity dates and repricing information for individual financial instruments, and incorporates assumptions on the characteristics of embedded options along with pricing and duration for new volumes to project the effects of a given interest rate change on the Company's interest income and interest expense. Rate scenarios consisting of key rate and yield curve projections are run against the Company's investment, loan, deposit and borrowed funds portfolios. These rate projections can be shocked (an immediate and parallel change in all base rates, up or down) and ramped (an incremental increase or decrease in rates over a specified time period), based on current trends and econometric models or stable economic conditions (unchanged from current actual levels).

The following table sets forth the estimated changes in the Company's annual net interest income that would result from the designated instantaneous parallel shift in interest rates noted, as of December 31, 2018. Computations of prospective effects of hypothetical interest rate changes are based on numerous assumptions including relative levels of market interest rates, loan prepayments and deposit decay, and should not be relied upon as indicative of actual results.

Change in Interest Rates (basis points)	Increase/(Decrease) in Estimated Net Interest Income		
	Amount (Dollars in thousands)	Percent	
+400	\$ 21,386	16.6	%
+300	\$ 16,178	12.5	%
+200	\$ 10,934	8.5	%
+100	\$ 5,694	4.4	%
0	\$ —	—	%
-100	\$ (9,315)	(7.2)	%
-200	\$ (20,548)	(15.9)	%

This data does not reflect any actions that we may undertake in response to changes in interest rates such as changes in rates paid on certain deposit accounts based on local competitive factors, which could reduce the actual impact on net interest income, if any.

As with any method of gauging interest rate risk, there are certain shortcomings inherent to the methodology noted above. The model assumes interest rate changes are instantaneous parallel shifts in the yield curve. In reality, rate changes are rarely instantaneous. The use of the simplifying assumption that short term and long term rates change by the same degree may also misstate historic rate patterns, which rarely show parallel yield curve shifts. Further, the model assumes that certain assets and liabilities of similar maturity or period to repricing will react in the same way to changes in rates. In reality, certain types of financial instruments may react in advance of changes in market rates, while the reaction of other types of financial instruments may lag behind the change in general market rates. Additionally, the methodology noted above does not reflect the full impact of annual and lifetime restrictions on changes in rates for certain assets, such as adjustable rate loans. When interest rates change, actual loan prepayments and actual early withdrawals from certificates may deviate significantly from the assumptions used in the model. Finally, this methodology does not measure or reflect the impact that higher rates may have on adjustable rate loan borrowers' ability to service their debt. All of these factors are considered in monitoring the Company's exposure to

interest rate risk.

ITEM 7A QUANTITATIVE AND QUALITATIVE DISCLOSURES ABOUT MARKET RISK

As a financial institution, the Company's primary component of market risk is interest rate volatility. Fluctuations in interest rates will ultimately impact both the level of income and expense recorded on most of the Company's assets and liabilities and the market value of all interest earning assets, other than those which have a short term to maturity. Based upon the nature of the Company's operations, the Company is not subject to foreign exchange or commodity price risk. The Company has no market risk sensitive instruments held for trading purposes. As of December 31, 2018, the Company did not use interest rate derivatives to hedge its interest rate risk.

The information concerning quantitative and qualitative disclosure or market risk called for by Item 305 of Regulation S-K is included as part of Item 7 of this report.

91

Table of Contents

ITEM 8 FINANCIAL STATEMENTS AND SUPPLEMENTARY DATA

The financial statements and report of the Independent Registered Public Accounting Firm are set forth on pages 98 through 151.

ITEM 9 CHANGES IN AND DISAGREEMENTS WITH ACCOUNTANTS ON ACCOUNTING AND FINANCIAL DISCLOSURES

None.

ITEM 9A CONTROLS AND PROCEDURES

Disclosure Control and Procedures

The Company has carried out an evaluation, under the supervision and with the participation of the Company's management, including the Chief Executive Officer and Chief Financial Officer, of the effectiveness of the design and operation of the Company's disclosure controls and procedures as of December 31, 2018. As defined in Rule 13a-15(e) under the Securities Exchange Act of 1934, as amended (the "Exchange Act"), disclosure controls and procedures are controls and procedures designed to reasonably assure that information required to be disclosed in our reports filed or submitted under the Exchange Act are recorded, processed, summarized and reported on a timely basis. Disclosure controls are also designed to reasonably assure that such information is accumulated and communicated to our management, including the Chief Executive Officer and Chief Financial Officer, as appropriate, to allow timely decisions regarding required disclosure. Based upon their evaluation, our Chief Executive Officer and Chief Financial Officer concluded that the Company's disclosure controls were effective as of December 31, 2018, the period covered by this report.

Management's Annual Report on Internal Control over Financial Reporting

Management of the Company is responsible for establishing and maintaining adequate internal control over financial reporting. As defined in Rule 13a-15(f) under the Exchange Act, internal control over financial reporting is a process designed by, or under the supervision of, a company's principal executive and principal financial officers and effected by a company's board of directors, management and other personnel, to provide reasonable assurance regarding the reliability of financial reporting and the preparation of financial statements for external purposes in accordance with generally accepted accounting principles. It includes those policies and procedures that:

Pertain to the maintenance of records that in reasonable detail accurately and fairly reflect the transactions and dispositions of the assets of a company;

Provide reasonable assurance that transactions are recorded as necessary to permit preparation of financial statements in accordance with generally accepted accounting principles, and that receipts and expenditures of a company are being made only in accordance with authorizations of management and the board of directors of the company; and

Provide reasonable assurance regarding prevention or timely detection of unauthorized acquisition, use or disposition of a company's assets that could have a material effect on its financial statements.

Because of the inherent limitations, internal control over financial reporting may not prevent or detect misstatements. Also, projections of any evaluation of effectiveness to future periods are subject to the risk that controls may become inadequate because of changes in conditions, or that the degree of compliance with the policies or procedures may deteriorate.

The Company's management has used the criteria established in the 2013 Internal Control — Integrated Framework issued by the Committee of Sponsoring Organizations of the Treadway Commission ("COSO") to evaluate the effectiveness of the Company's internal control over financial reporting. Management has selected the COSO framework for its evaluation as it is a control framework recognized by the SEC and the Public Company Accounting Oversight Board, that is free from bias, permits reasonably consistent qualitative and quantitative measurement of the Company's internal controls, is sufficiently complete so that relevant controls are not omitted and is relevant to an evaluation of internal controls over financial reporting.

Table of Contents

Based on our assessment, management has concluded that our internal control over financial reporting, based on criteria established in the 2013 Internal Control — Integrated Framework issued by COSO was effective as of December 31, 2018.

The independent registered public accounting firm of Crowe LLP, as auditors of our consolidated financial statements, has issued an audit report on the effectiveness of the Company's internal control over financial reporting based on criteria established in the 2013 "Internal Control — Integrated Framework," issued by COSO.

Inherent Limitations on Effectiveness of Controls

The Company's management, including the Chief Executive Officer and Chief Financial Officer, does not expect that our disclosure controls or our internal control over financial reporting will prevent or detect all errors and fraud. A control system, no matter how well designed and operated, can provide only reasonable, not absolute, assurance that the control system's objectives will be met. The design of a control system must reflect the fact that there are resource constraints, and the benefits of controls must be considered relative to their costs. Further, because of the inherent limitations in all control systems, no evaluation of controls can provide absolute assurance that misstatements due to error or fraud will not occur or that all control issues and instances of fraud, if any, within the Company have been detected. These inherent limitations include the realities that judgments in decision making can be faulty and that breakdowns can occur because of simple error or mistake. Controls can also be circumvented by the individual acts of some persons, by collusion of two or more people, or by management override of the controls. The design of any system of controls is based in part on certain assumptions about the likelihood of future events, and there can be no assurance that any design will succeed in achieving its stated goals under all potential future conditions. Projections of any evaluation of controls effectiveness to future periods are subject to risks. Over time, controls may become inadequate because of changes in conditions or deterioration in the degree of compliance with policies or procedures.

Changes in Internal Control over Financial Reporting

There was no change in our internal control over financial reporting that occurred during the year ended December 31, 2018 that has materially affected or is reasonably likely to materially affect our internal control over financial reporting.

ITEM 9B OTHER INFORMATION

None.

PART III

ITEM 10 DIRECTORS, EXECUTIVE OFFICERS AND CORPORATE GOVERNANCE

Information required by this item will be contained in our Definitive Proxy Statement for our 2019 Annual Meeting of Shareholders to be filed pursuant to Regulation 14A with the Securities and Exchange Commission within 120 days of December 31, 2018. Such information is incorporated herein by reference.

We have adopted a code of ethics that applies to our Chief Executive Officer, Chief Financial Officer, and to our other principal financial officers. The code of ethics is available at the Governance Documents section of our website at www.heritagecommercecorp.com. We intend to disclose future amendments to, or waivers from, certain provisions of our code of ethics on the above website within four business days following the date of such amendment or waiver.

ITEM 11 EXECUTIVE COMPENSATION

Information required by this item will be contained in our Definitive Proxy Statement for our 2019 Annual Meeting of Shareholders to be filed pursuant to Regulation 14A with the Securities and Exchange Commission within 120 days of December 31, 2018. Such information is incorporated herein by reference.

Table of Contents

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

Information required by this item will be contained in our Definitive Proxy Statement for our 2019 Annual Meeting of Shareholders to be filed pursuant to Regulation 14A with the Securities and Exchange Commission within 120 days of December 31, 2018. Such information is incorporated herein by reference.

ITEM 13 CERTAIN RELATIONSHIPS AND RELATED TRANSACTIONS AND DIRECTOR INDEPENDENCE

Information required by this item will be contained in our Definitive Proxy Statement for our 2019 Annual Meeting of Shareholders to be filed pursuant to Regulation 14A with the Securities and Exchange Commission within 120 days of December 31, 2018. Such information is incorporated herein by reference.

ITEM 14 PRINCIPAL ACCOUNTANT FEES AND SERVICES

Information required by this item will be contained in our Definitive Proxy Statement for our 2019 Annual Meeting of Shareholders to be filed pursuant to Regulation 14A with the Securities and Exchange Commission within 120 days of December 31, 2018. Such information is incorporated herein by reference.

PART IV

ITEM 15 EXHIBITS AND FINANCIAL STATEMENT SCHEDULES

(1) FINANCIAL STATEMENTS

The Financial Statements of the Company and the Report of Independent Registered Public Accounting Firm are set forth on pages 98 through 151.

(2) FINANCIAL STATEMENT SCHEDULES

All schedules to the Financial Statements are omitted because of the absence of the conditions under which they are required or because the required information is included in the Financial Statements or accompanying notes.

(3) EXHIBITS

The exhibits listed below in the accompanying “Index to Exhibits” are filed or incorporated by reference as part of this Annual Report on Form 10-K.

ITEM 16 FORM 10-K SUMMARY

Not applicable.

Table of Contents

INDEX TO EXHIBITS

Exhibit Number	Description
2.1	<u>Agreement and Plan of Merger and Reorganization, dated April 23, 2015, by and among Heritage Commerce Corp, Heritage Bank of Commerce and Focus Business Bank (incorporated by reference from the Registrant's Current Report on Form 8-K filed on April 23, 2015)</u>
2.2	<u>Agreement and Plan of Merger and Reorganization, dated December 20, 2017, by and among Heritage Commerce Corp, Heritage Bank of Commerce and Tri-Valley Bank (incorporated by reference from the Registrant's Current Report on Form 8-K filed on December 20, 2017)</u>
2.3	<u>Agreement and Plan of Merger and Reorganization, dated January 10, 2018, by and among Heritage Commerce Corp, Heritage Bank of Commerce, AT Bancorp and United American Bank (incorporated by reference from the Registrant's Current Report on Form 8-K filed on January 10, 2018)</u>
3.1	<u>Restated Articles of Incorporation of Heritage Commerce Corp (incorporated by reference from the Registrant's Annual Report on Form 10-K filed on March 16, 2009)</u>
3.2	<u>Certificate of Amendment of Articles of Incorporation of Heritage Commerce Corp, as filed with the California Secretary of State on June 1, 2010 (incorporated by reference from the Registration Statement on Form S-1 filed July 23, 2010)</u>
3.3	<u>Bylaws, as amended, of Heritage Commerce Corp (incorporated by reference from the Registrant's Current Report Form 8-K filed June 28, 2013)</u>
10.1	<u>Real Property Lease for Registrant's Principle Office dated April 13, 2000 (incorporated by reference from Registrant's Annual Report on Form 10-K filed on March 6, 2015)</u>
10.2	<u>Sixth Amendment to Lease for Registrant's Principle Office dated November 17, 2014 (incorporated by reference from Registrant's Annual Report on Form 10-K filed on March 6, 2015)</u>
*10.3	<u>Heritage Commerce Corp Management Incentive Plan (incorporated herein by reference from the Registrant's Current Report on Form 8-K filed May 3, 2005)</u>
*10.4	<u>Amended and Restated 2004 Equity Plan (incorporated herein by reference from the Registrant's Current Report on Form 8-K filed June 2, 2009)</u>
*10.5	<u>Non-qualified Deferred Compensation Plan (incorporated herein by reference from the Registrant's Annual Report on Form 10-K filed March 31, 2005)</u>
*10.6	<u>Amended and Restated Employment Agreement with Walter Kaczmarek, dated October 17, 2007 (incorporated herein by reference from the Registrant's Current Report on Form 8-K filed October 22, 2007)</u>
*10.7	<u>Amended and Restated Employment Agreement with Lawrence McGovern, dated July 21, 2011 (incorporated herein by reference from the Registrant's Current Report on Form 8-K filed July 21, 2011)</u>
*10.8	<u>Employment Agreement with Michael E. Benito, dated February 1, 2012 (incorporated by reference from the Registrant's Current Report on Form 8-K filed February 1, 2012)</u>
*10.9	<u>Employment Agreement with Margo Butsch, dated June 26, 2017 (incorporated by reference from the Registrant's Current Report on Form 8-K filed June 26, 2017)</u>
*10.10	<u>Employment Agreement with Keith Wilton, dated February 18, 2014 (incorporated by reference from the Registrant's Current Report on Form 8-K filed February 20, 2014)</u>
*10.11	<u>Form of Stock Option Agreement For Amended and Restated 2004 Equity Plan (incorporated by reference from the Registrant's Annual Report on Form 10-K filed March 9, 2012)</u>
*10.12	<u>Form of Restricted Stock Agreement For Amended and Restated 2004 Equity Plan (incorporated by reference from the Registrant's Annual Report on Form 10-K filed March 9, 2012)</u>
*10.13	<u>2013 Equity Incentive Plan (incorporated by reference from the Registrant's Registration Statement in Form S-8 filed July 15, 2013)</u>
*10.14	

- Form of Restricted Stock Agreement For 2013 Equity Incentive Plan (incorporated by reference from the Registrant's Registration Statement on Form S-8 filed July 15, 2013)
- *10.15 Form of Stock Option Agreement for 2013 Equity Incentive Plan (incorporated by reference from the Registrant's Registration Statement on Form S-8 filed July 15, 2013)
- *10.16 2005 Amended and Restated Heritage Commerce Corp Supplemental Retirement Plan (incorporated herein by reference from the Registrant's Current Report on Form 8-K filed September 30, 2008)
- *10.17 Form of Endorsement Method Split Dollar Plan Agreement for Executive Officers (incorporated herein by reference from the Registrant's Annual Report on Form 10-K filed March 17, 2008)
- *10.18 Form of Endorsement Method Split Dollar Plan Agreement for Directors (incorporated herein by reference from the Registrant's Annual Report on Form 10-K filed March 17, 2008)

Table of Contents

Exhibit Number	Description
*10.19	<u>First Amended and Restated Director Compensation Benefits Agreement dated December 29, 2008 between Jack Conner and the Company (incorporated herein by reference from the Registrant's Current Report on Form 8 K filed January 2, 2009)</u>
*10.20	<u>First Amended and Restated Director Compensation Benefits Agreement dated December 29, 2008 between Frank Bisceglia and the Company (incorporated herein by reference from the Registrant's Current Report on Form 8 K filed January 2, 2009)</u>
*10.21	<u>First Amended and Restated Director Compensation Benefits Agreement dated December 29, 2008 between Robert Moles and the Company (incorporated herein by reference from the Registrant's Current Report on Form 8 K filed January 2, 2009)</u>
*10.22	<u>First Amended and Restated Director Compensation Benefits Agreement dated December 29, 2008 between Ranson Webster and the Company (incorporated herein by reference from the Registrant's Current Report on Form 8 K filed January 2, 2009)</u>
10.23	<u>Form of Indemnification Agreement between the Registrant and its directors and executive officers (incorporated herein by reference from the Registrant's Current Report on Form 8 K filed December 23, 2009)</u>
10.24	<u>Stock Purchase Agreement, between Heritage Bank of Commerce, BVF Acquisition Corp and the stockholders named therein dated October 8, 2014 (incorporated herein from the Registrant's Current Report on Form 8 K, as filed October 9, 2014)</u>
21.1	<u>Subsidiaries of the Registrant (incorporated herein from the Registrant's 2016 Annual Report on Form 10 K, as filed March 3, 2017)</u>
23.1	<u>Consent of Crowe LLP</u>
31.1	<u>Certification of Registrant's Chief Executive Officer Pursuant to Section 302 of the Sarbanes Oxley Act of 2002</u>
31.2	<u>Certification of Registrant's Chief Financial Officer Pursuant to Section 302 of the Sarbanes Oxley Act of 2002</u>
32.1	<u>Certification of Registrant's Chief Executive Officer Pursuant to 18 U.S.C. Section 1350</u>
32.2	<u>Certification of Registrant's Chief Financial Officer Pursuant to 18 U.S.C. Section 1350</u>
101.INS	XBRL Instance Document, filed herewith
101.SCH	XBRL Taxonomy Extension Schema Document, filed herewith
101.CAL	XBRL Taxonomy Extension Calculation Linkbase Document, filed herewith
101.DEF	XBRL Taxonomy Extension Definition Linkbase Document, filed herewith
101.LAB	XBRL Taxonomy Extension Label Linkbase Document, filed herewith
101.PRE	XBRL Taxonomy Extension Presentation Linkbase Document, filed herewith

*Management contract or compensatory plan or arrangement.

Table of Contents

SIGNATURES

Pursuant to the requirements of Section 13 or 15(d) of the Securities Exchange Act of 1934, the Company has duly caused this report on Form 10 K to be signed on its behalf by the undersigned thereunto duly authorized.

Heritage Commerce Corp

BY: /s/ WALTER T. KACZMAERK

Walter T. Kaczmarek

Chief Executive Officer

DATE: March 14, 2019

Pursuant to the requirements of Section 13 of the Securities Exchange Act of 1934, the registrant has duly caused this report to be signed below by the following persons on behalf of the registrant and in the capacities and on the date indicated:

Signature	Title	Date
/s/ Julianne Biagini Julianne Biagini	Director	March 14, 2019
/s/ Frank G. Bisceglia Frank G. Bisceglia	Director	March 14, 2019
/s/ Jack W. Conner Jack W. Conner	Director and Chairman of the Board	March 14, 2019
/s/ JASON Dinapoli Jason DiNapoli	Director	March 14, 2019
/s/ Steven L. Hallgrimson Steven L. Hallgrimson	Director	March 14, 2019
/s/ Walter T. Kaczmarek Walter T. Kaczmarek	Director and Chief Executive Officer and President (Principal Executive Officer)	March 14 2019
/s/ Lawrence D. McGovern Lawrence D. McGovern	Executive Vice President and Chief Financial Officer (Principal Financial and Accounting Officer)	March 14, 2019
/s/ Robert T. Moles Robert T. Moles	Director	March 14, 2019
/s/ Laura Roden Laura Roden	Director	March 14, 2019

Edgar Filing: Bunge LTD - Form 10-Q

/s/ Ranson W. Webster
Ranson W. Webster

Director

March 14, 2019

/s/ KEITH A. WILTON
Keith A. Wilton

Director and Executive Vice President and Chief Operating Officer

March 14, 2019

97

Table of Contents

HERITAGE COMMERCE CORP

INDEX TO FINANCIAL STATEMENTS

DECEMBER 31, 2018

	Page
<u>Report of Independent Registered Public Accounting Firm</u>	99
<u>Consolidated Balance Sheets as of December 31, 2018 and 2017</u>	101
<u>Consolidated Statements of Income for the years ended December 31, 2018, 2017 and 2016</u>	102
<u>Consolidated Statements of Comprehensive Income for the years ended December 31, 2018, 2017 and 2016</u>	103
<u>Consolidated Statements of Changes in Shareholders' Equity for the years ended December 31, 2018, 2017 and 2016</u>	104
<u>Consolidated Statements of Cash Flows for the years ended December 31, 2018, 2017 and 2016</u>	105
<u>Notes to Consolidated Financial Statements</u>	106

Table of Contents

REPORT OF INDEPENDENT REGISTERED PUBLIC ACCOUNTING FIRM

Shareholders and Board of Directors

Heritage Commerce Corp

San Jose, California

Opinions on the Financial Statements and Internal Control over Financial Reporting

We have audited the accompanying consolidated balance sheets of Heritage Commerce Corp (the "Company") as of December 31, 2018 and 2017, the related consolidated statements of income, comprehensive income, changes in shareholders' equity, and cash flows for each of the years in the three-year period ended December 31, 2018, and the related notes (collectively referred to as the "financial statements"). We also have audited the Company's internal control over financial reporting as of December 31, 2018, based on criteria established in Internal Control – Integrated Framework: (2013) issued by the Committee of Sponsoring Organizations of the Treadway Commission (COSO).

In our opinion, the financial statements referred to above present fairly, in all material respects, the financial position of the Company as of December 31, 2018 and 2017, and the results of its operations and its cash flows for each of the years in the three-year period ended December 31, 2018 in conformity with accounting principles generally accepted in the United States of America. Also in our opinion, the Company maintained, in all material respects, effective internal control over financial reporting as of December 31, 2018, based on criteria established in Internal Control – Integrated Framework: (2013) issued by COSO.

Basis for Opinions

The Company's management is responsible for these financial statements, for maintaining effective internal control over financial reporting, and for its assessment of the effectiveness of internal control over financial reporting, included in the accompanying Management's Annual Report on Internal Control over Financial Reporting. Our responsibility is to express an opinion on the Company's financial statements and an opinion on the Company's internal control over financial reporting based on our audits. We are a public accounting firm registered with the Public Company Accounting Oversight Board (United States) ("PCAOB") and are required to be independent with respect to the Company in accordance with the U.S. federal securities laws and the applicable rules and regulations of the Securities and Exchange Commission and the PCAOB.

We conducted our audits in accordance with the standards of the PCAOB. Those standards require that we plan and perform the audits to obtain reasonable assurance about whether the financial statements are free of material misstatement, whether due to error or fraud, and whether effective internal control over financial reporting was maintained in all material respects.

Our audits of the financial statements included performing procedures to assess the risks of material misstatement of the financial statements, whether due to error or fraud, and performing procedures that respond to those risks. Such procedures included examining, on a test basis, evidence regarding the amounts and disclosures in the financial statements. Our audits also included evaluating the accounting principles used and significant estimates made by management, as well as evaluating the overall presentation of the financial statements. Our audit of internal control over financial reporting included obtaining an understanding of internal control over financial reporting, assessing the risk that a material weakness exists, and testing and evaluating the design and operating effectiveness of internal control based on the assessed risk. Our audits also included performing such other procedures as we considered necessary in the circumstances. We believe that our audits provide a reasonable basis for our opinions.

Definition and Limitations of Internal Control over Financial Reporting

A company's internal control over financial reporting is a process designed to provide reasonable assurance regarding the reliability of financial reporting and the preparation of financial statements for external purposes in accordance with generally accepted accounting principles. A company's internal control over financial reporting includes those policies and procedures that (1) pertain to the maintenance of records that, in reasonable detail, accurately and fairly reflect the transactions and dispositions of the assets of the company; (2) provide reasonable assurance that transactions are recorded as necessary to permit preparation of financial statements in accordance with generally accepted accounting principles, and that receipts and expenditures of the company are being made only in accordance with authorizations of management

Table of Contents

and directors of the company; and (3) provide reasonable assurance regarding prevention or timely detection of unauthorized acquisition, use, or disposition of the company's assets that could have a material effect on the financial statements.

Because of its inherent limitations, internal control over financial reporting may not prevent or detect misstatements. Also, projections of any evaluation of effectiveness to future periods are subject to the risk that controls may become inadequate because of changes in conditions, or that the degree of compliance with the policies or procedures may deteriorate.

/s/ Crowe LLP
Crowe LLP

We have served as the Company's auditor since 2005.

Sacramento, California

March 14, 2019

Table of Contents

HERITAGE COMMERCE CORP

CONSOLIDATED BALANCE SHEETS

	December 31, 2018	December 31, 2017
	(Dollars in thousands)	
Assets		
Cash and due from banks	\$ 30,273	\$ 31,681
Other investments and interest-bearing deposits in other financial institutions	134,295	284,541
Total cash and cash equivalents	164,568	316,222
Securities available-for-sale, at fair value	459,043	391,852
Securities held-to-maturity, at amortized cost (fair value of \$366,175 at December 31, 2018 and \$394,292 at December 31, 2017)	377,198	398,341
Loans held-for-sale - SBA, at lower of cost or fair value, including deferred costs	2,649	3,419
Loans, net of deferred fees	1,886,405	1,582,667
Allowance for loan losses	(27,848)	(19,658)
Loans, net	1,858,557	1,563,009
Federal Home Loan Bank and Federal Reserve Bank stock and other investments, at cost	25,216	17,911
Company-owned life insurance	61,859	60,814
Premises and equipment, net	7,137	7,353
Goodwill	83,753	45,664
Other intangible assets	12,007	5,589
Accrued interest receivable and other assets	44,575	33,278
Total assets	\$ 3,096,562	\$ 2,843,452
Liabilities and Shareholders' Equity		
Liabilities:		
Deposits:		
Demand, noninterest-bearing	\$ 1,021,582	\$ 989,753
Demand, interest-bearing	702,000	601,929
Savings and money market	754,277	684,131
Time deposits - under \$250	58,661	51,710
Time deposits - \$250 and over	86,114	138,634
CDARS - interest-bearing demand, money market and time deposits	14,898	16,832
Total deposits	2,637,532	2,482,989
Subordinated debt, net of issuance costs	39,369	39,183
Accrued interest payable and other liabilities	52,195	50,041
Total liabilities	2,729,096	2,572,213
Shareholders' equity:		
Preferred stock, no par value; 10,000,000 shares authorized; none issued and outstanding		
at December 31, 2018 and December 31, 2017	—	—
Common stock, no par value; 60,000,000 shares authorized; 43,288,750 shares issued		
and outstanding at December 31, 2018 and 38,200,883 shares issued and		

Edgar Filing: Bunge LTD - Form 10-Q

outstanding at December 31, 2017	300,844	218,355
Retained earnings	79,003	62,136
Accumulated other comprehensive loss	(12,381)	(9,252)
Total shareholders' equity	367,466	271,239
Total liabilities and shareholders' equity	\$ 3,096,562	\$ 2,843,452

See notes to consolidated financial statements

Table of Contents

HERITAGE COMMERCE CORP

CONSOLIDATED STATEMENTS OF INCOME

	Year Ended December 31,		
	2018	2017	2016
	(Dollars in thousands, except per share data)		
Interest income:			
Loans, including fees	\$ 105,635	\$ 86,346	\$ 79,284
Securities, taxable	15,211	13,724	10,432
Securities, exempt from Federal tax	2,225	2,256	2,290
Other investments, interest-bearing deposits in other financial institutions and Federal funds sold	6,774	4,585	2,425
Total interest income	129,845	106,911	94,431
Interest expense:			
Deposits	5,506	3,991	3,199
Subordinated debt	2,314	1,394	—
Short-term borrowings	2	2	12
Total interest expense	7,822	5,387	3,211
Net interest income before provision for loan losses	122,023	101,524	91,220
Provision for loan losses	7,421	99	1,237
Net interest income after provision for loan losses	114,602	101,425	89,983
Noninterest income:			
Service charges and fees on deposit accounts	4,113	3,231	3,116
Increase in cash surrender value of life insurance	1,045	1,666	1,747
Servicing income	709	973	1,398
Gain on sales of SBA loans	698	1,108	796
Gain (loss) on sales of securities	266	(6)	1,099
Gain on proceeds from company-owned life insurance	—	—	1,119
Other	2,743	2,640	2,350
Total noninterest income	9,574	9,612	11,625
Noninterest expense:			
Salaries and employee benefits	43,762	35,719	33,386
Occupancy and equipment	5,411	4,578	4,378
Professional fees	1,969	2,982	3,471
Other	24,379	17,459	16,404
Total noninterest expense	75,521	60,738	57,639
Income before income taxes	48,655	50,299	43,969
Income tax expense	13,324	26,471	16,588
Net income	35,331	23,828	27,381
Dividends on preferred stock	—	—	(1,512)
Net income available to common shareholders	35,331	23,828	25,869

Edgar Filing: Bunge LTD - Form 10-Q

Undistributed earnings allocated to Series C preferred stock	—	—	(1,278)
Distributed and undistributed earnings allocated to common shareholders	\$ 35,331	\$ 23,828	\$ 24,591
Earnings per common share:			
Basic	\$ 0.85	\$ 0.63	\$ 0.72
Diluted	\$ 0.84	\$ 0.62	\$ 0.72

See notes to consolidated financial statements

102

Table of Contents

HERITAGE COMMERCE CORP

CONSOLIDATED STATEMENTS OF COMPREHENSIVE INCOME

	Year Ended December 31,		
	2018	2017	2016
	(Dollars in thousands)		
Net income	\$ 35,331	\$ 23,828	\$ 27,381
Other comprehensive income:			
Change in net unrealized holding (losses) gains on available-for-sale securities and I/O strips	(6,383)	417	(1,711)
Deferred income taxes	1,925	(175)	719
Change in net unamortized unrealized gain on securities available-for-sale that were reclassified to securities held-to-maturity	(44)	(51)	(116)
Deferred income taxes	13	22	49
Reclassification adjustment for losses (gains) realized in income	(266)	6	(1,099)
Deferred income taxes	79	(3)	461
Change in unrealized (losses) gains on securities and I/O strips, net of deferred income taxes	(4,676)	216	(1,697)
Change in net pension and other benefit plan liability adjustment	2,196	(923)	6
Deferred income taxes	(649)	388	(3)
Change in pension and other benefit plan liability, net of deferred income taxes	1,547	(535)	3
Other comprehensive loss	(3,129)	(319)	(1,694)
Total comprehensive income	\$ 32,202	\$ 23,509	\$ 25,687

See notes to consolidated financial statements

Table of Contents

HERITAGE COMMERCE CORP

CONSOLIDATED STATEMENTS OF CHANGES IN SHAREHOLDERS' EQUITY

Year Ended December 31, 2018, 2017, and 2016

	Preferred Stock		Common Stock		Retained Earnings	Accumulated	Total Shareholders' Equity
	Shares	Amount	Shares	Amount		Other Comprehensive Loss	
	(Dollars in thousands)						
Balance, January 1, 2016	21,004	\$ 19,519	32,113,479	\$ 193,364	\$ 38,773	\$ (6,220)	\$ 245,436
Net income	—	—	—	—	27,381	—	27,381
Other comprehensive loss	—	—	—	—	—	(1,694)	(1,694)
Preferred stock exchanged for common stock	(21,004)	(19,519)	5,601,000	19,519	—	—	—
Issuance of restricted stock awards, net	—	—	79,112	—	—	—	—
Amortization of restricted stock awards, net of forfeitures and taxes	—	—	—	479	—	—	479
Cash dividend declared \$0.36 per share	—	—	—	—	(13,627)	—	(13,627)
Stock option expense, net of forfeitures and taxes	—	—	—	937	—	—	937
Stock options exercised	—	—	147,416	938	—	—	938
Balance, December 31, 2016	—	—	37,941,007	215,237	52,527	(7,914)	259,850
Net income	—	—	—	—	23,828	—	23,828
Other comprehensive loss	—	—	—	—	—	(319)	(319)
Issuance of restricted stock awards, net	—	—	64,136	—	—	—	—
Amortization of restricted stock awards, net of forfeitures	—	—	—	912	—	—	912
Cash dividend declared \$0.40 per	—	—	—	—	(15,238)	—	(15,238)

Edgar Filing: Bunge LTD - Form 10-Q

share							
Reclassification associated with the Adoption of ASU 2018-02	—	—	—	—	1,019	(1,019)	—
Stock option expense, net of forfeitures	—	—	—	838	—	—	838
Stock options exercised	—	—	195,740	1,368	—	—	1,368
Balance, December 31, 2017	—	—	38,200,883	218,355	62,136	(9,252)	271,239
Net income	—	—	—	—	35,331	—	35,331
Other comprehensive loss	—	—	—	—	—	(3,129)	(3,129)
Issuance of common shares to acquire Tri-Valley Bank	—	—	1,889,613	30,725	—	—	30,725
Issuance of common shares to acquire United American Bank	—	—	2,826,032	47,280	—	—	47,280
Issuance of restricted stock awards, net	—	—	95,378	—	—	—	—
Amortization of restricted stock awards, net of forfeitures	—	—	—	1,109	—	—	1,109
Cash dividend declared \$0.44 per share	—	—	—	—	(18,464)	—	(18,464)
Stock option expense, net of forfeitures	—	—	—	708	—	—	708
Stock options exercised	—	—	276,844	2,667	—	—	2,667
Balance, December 31, 2018	—	\$ —	43,288,750	\$ 300,844	\$ 79,003	\$ (12,381)	\$ 367,466

See notes to consolidated financial statements

Table of Contents

HERITAGE COMMERCE CORP

CONSOLIDATED STATEMENTS OF CASH FLOWS

	Year Ended December 31,		
	2018	2017	2016
	(Dollars in thousands)		
CASH FLOWS FROM OPERATING ACTIVITIES:			
Net income	\$ 35,331	\$ 23,828	\$ 27,381
Adjustments to reconcile net income to net cash provided by operating activities:			
Amortization of discounts and premiums on securities	3,788	4,344	4,265
(Gain) loss on sale of securities available-for-sale	(266)	6	(1,099)
Gain on sale of SBA loans	(698)	(1,108)	(796)
Proceeds from sale of SBA loans originated for sale	11,765	14,733	11,371
SBA loans originated for sale	(15,214)	(13,730)	(14,434)
Provision for loan losses	7,421	99	1,237
Increase in cash surrender value of life insurance	(1,045)	(1,666)	(1,747)
Gain on proceeds from company owned life insurance	—	—	(1,119)
Depreciation and amortization	753	786	763
Amortization of other intangible assets	1,943	1,361	1,568
Stock option expense, net	708	838	937
Amortization of restricted stock awards, net	1,109	912	479
Amortization of subordinated debt issuance costs	186	110	—
Effect of changes in:			
Accrued interest receivable and other assets	1,572	10,497	(1,238)
Accrued interest payable and other liabilities	1,219	348	(1,669)
Net cash provided by operating activities	48,572	41,358	25,899
CASH FLOWS FROM INVESTING ACTIVITIES:			
Purchase of securities available-for-sale	(162,806)	(144,898)	(75,803)
Purchase of securities held-to-maturity	(31,496)	(120,505)	(239,441)
Maturities/paydowns/calls of securities available-for-sale	57,142	57,862	67,562
Maturities/paydowns/calls of securities held-to-maturity	50,773	44,277	23,415
Proceeds from sales of securities available-for-sale	94,291	6,536	75,689
Net change in loans	38,394	(77,199)	(139,792)
Changes in Federal Home Loan Bank stock and other investments	(4,483)	(2,715)	(2,502)
Purchase of premises and equipment	(187)	(649)	(480)
Cash received in bank acquisition, net of cash paid	36,028	—	—
Proceeds from sale of foreclosed assets	—	—	49
Proceeds from company-owned life insurance	—	—	3,739
Net cash provided (used in) by investing activities	77,656	(237,291)	(287,564)
CASH FLOWS FROM FINANCING ACTIVITIES:			
Net change in deposits	(262,085)	220,849	199,365
Issuance of subordinated debt, net of issuance costs	—	39,073	—
Exercise of stock options	2,667	1,368	938

Edgar Filing: Bunge LTD - Form 10-Q

Short-term borrowings	—	—	(3,000)
Payment of cash dividends	(18,464)	(15,238)	(13,627)
Net cash (used in) provided by financing activities	(277,882)	246,052	183,676
Net increase (decrease) in cash and cash equivalents	(151,654)	50,119	(77,989)
Cash and cash equivalents, beginning of period	316,222	266,103	344,092
Cash and cash equivalents, end of period	\$ 164,568	\$ 316,222	\$ 266,103
Supplemental disclosures of cash flow information:			
Interest paid	\$ 7,528	\$ 5,166	\$ 3,214
Income taxes paid	12,838	17,256	16,530
Supplemental schedule of non-cash investing activity:			
Due to broker for securities purchased	\$ —	\$ —	\$ 6,693
Transfer of loans held-for-sale to loan portfolio	4,917	2,391	5,451
Loans transferred to foreclosed assets	—	—	278
Summary of assets acquired and liabilities assumed through acquisitions:			
Cash and cash equivalents, net of cash paid	36,028	—	—
Securities available-for-sale	63,723	—	—
Net loans	336,446	—	—
Premises and equipment, net	350	—	—
Goodwill	38,089	—	—
Other intangible assets	8,361	—	—
Other assets, net	14,736	—	—
Deposits	(416,628)	—	—
Other borrowings	(62)	—	—
Other liabilities	(3,038)	—	—
Common stock issued to acquire Tri-Valley and United American Bank	78,005	—	—

See notes to consolidated financial statements

Table of Contents

HERITAGE COMMERCE CORP

NOTES TO CONSOLIDATED FINANCIAL STATEMENTS

1) Summary of Significant Accounting Policies

Description of Business and Basis of Presentation

Heritage Commerce Corp (“HCC”) operates as a registered bank holding company for its wholly-owned subsidiary Heritage Bank of Commerce (“HBC” or the “Bank”), collectively referred to as the “Company”. HBC was incorporated on November 23, 1993 and commenced operations on June 8, 1994. HBC is a California state chartered bank which offers a full range of commercial and personal banking services to residents and the business/professional community in Santa Clara, Alameda, and Contra Costa counties of California.

CSNK Working Capital Finance Corp. a California corporation, dba Bay View Funding (“Bay View Funding”) is a wholly owned subsidiary of HBC. Bay View Funding’s primary business operation is purchasing and collecting factored receivables. Factored receivables are receivables that have been transferred by the originating organization and typically have not been subject to previous collection efforts. In a factoring transaction Bay View Funding directly purchases the receivables generated by its clients at a discount to their face value. The transactions are structured to provide the clients with immediate working capital when there is a mismatch between payments to the client for a good and service and the payment of operating costs incurred to provide such good or service.

The Company acquired Tri-Valley Bank (“Tri-Valley”) on April 6, 2018. Tri-Valley was merged with HBC, with HBC as the surviving bank. Tri-Valley’s results of operations have been included in the Company’s results of operations beginning April 7, 2018.

The Company acquired United American Bank (“United American”) on May 4, 2018. United American was merged with HBC, with HBC as the surviving bank. United American’s results of operations have been included in the Company’s results of operations beginning May 5, 2018.

The consolidated financial statements are prepared in accordance with accounting policies generally accepted in the United States of America and general practices in the banking industry. The financial statements include the accounts of the Company. All inter-company accounts and transactions have been eliminated in consolidation.

Use of Estimates

The preparation of financial statements in conformity with accounting principles generally accepted in the United States of America requires management to make estimates and assumptions that affect the reported amounts of assets and liabilities and disclosure of contingent assets and liabilities at the date of the financial statements and the reported amounts of revenues and expenses during the reporting period. Actual results could differ from those estimates.

Cash and Cash Equivalents

Cash and cash equivalents include cash on hand, amounts due from banks, amounts held at the Federal Reserve Bank, and Federal funds sold. The Company is required to maintain reserves against certain of the deposit accounts with the Federal Reserve Bank. Federal funds are generally sold and purchased for one day periods.

Cash Flows

Net cash flows are reported for customer loan and deposit transactions, notes payable, repurchase agreements and other short term borrowings.

Securities

The Company classifies its securities as either available-for-sale or held-to-maturity at the time of purchase. Debt securities are classified as held-to-maturity and carried at amortized cost when management has the positive intent and ability to hold them to maturity. Debt securities not classified as held-to-maturity are classified as available-for-sale.

Table of Contents

Securities available-for-sale are carried at fair value, with unrealized holding gains and losses reported in other comprehensive income, net of taxes.

A decline in the fair value of any available-for-sale or held-to-maturity security below amortized cost that is deemed other than temporary results in a charge to earnings and the corresponding establishment of a new cost basis for the security. In estimating other-than-temporary losses, management considers (1) the length of time and extent that fair value has been less than cost, (2) the financial condition and near-term prospects of the issuer, (3) whether the fair value decline was affected by macroeconomic conditions, and (4) whether the Company has the intention to sell the security or more likely than not will be required to sell the security before any anticipated recovery in fair value.

Interest income includes amortization of purchase premiums or discounts. Premiums and discounts are amortized, or accreted, over the life of the related security as an adjustment to income using a method that approximates the interest method. Realized gains and losses are recorded on the trade date and determined using the specific identification method for the cost of securities sold.

Loan Sales and Servicing

The Company holds for sale the conditionally guaranteed portion of certain loans guaranteed by the Small Business Administration or the U.S. Department of Agriculture (collectively referred to as "SBA loans"). These loans are carried at the lower of aggregate cost or fair value. Net unrealized losses, if any, are recorded as a valuation allowance and charged to earnings.

Gains or losses on SBA loans held-for-sale are recognized upon completion of the sale, based on the difference between the selling price and the carrying value of the related loan sold.

SBA loans are sold with servicing retained. Servicing assets recognized separately upon the sale of SBA loans consist of servicing rights and, for loans sold prior to 2009, interest only strip receivables ("I/O strips"). The Company accounts for the sale and servicing of SBA loans based on the financial and servicing assets it controls and liabilities it has incurred, reversing recognition of financial assets when control has been surrendered, and reversing recognition of liabilities when extinguished. Servicing rights are initially recorded at fair value with the income statement effect recorded in gains on sale of loans. Servicing rights are amortized in proportion to and over the period of net servicing income and are assessed for impairment on an ongoing basis. Impairment is determined by stratifying the servicing rights based on interest rates and terms. Any servicing assets in excess of the contractually specified servicing fees are reclassified at fair value as an I/O strip receivable and treated like an available for sale security. Fair value is determined using prices for similar assets with similar characteristics, when available, or based upon discounted cash flows using market based assumptions. Impairment is recognized through a valuation allowance. The servicing rights, net of any required valuation allowance, and I/O strip receivable are included in other assets on the consolidated balance sheets.

Servicing income, net of amortization of servicing rights, is recognized as noninterest income. The initial fair value of I/O strip receivables is amortized against interest income on loans.

Loans

Loans that management has the intent and ability to hold for the foreseeable future or until maturity or payoff are stated at the principal amount outstanding, net of deferred loan origination fees and costs on originated loans, or unamortized premiums or discounts on purchased or acquired loans, and an allowance for loan losses. Interest on loans is accrued on the unpaid principal balance and is credited to income using the effective yield interest method. Interest on purchased or acquired loans and the accretion (amortization) of the related purchase discount

(premium) is also credited to income using the effective yield interest method.

A loan portfolio segment is defined as the level at which the Company uses a systematic methodology to determine the allowance for loan losses. A loan portfolio class is defined as a group of loans having similar risk characteristics and methods for monitoring and assessing risk.

For all loan classes, when a loan is classified as nonaccrual, the accrual of interest is discontinued, any accrued and unpaid interest is reversed, and the amortization of deferred loan fees and costs is discontinued. For all loan classes, loans are classified as nonaccrual when the payment of principal or interest is 90 days past due, unless the loan is well

Table of Contents

secured and in the process of collection. Nonaccrual loans and loans past due 90 days still on accrual include both smaller balance homogeneous loans that are collectively evaluated for impairment and individually classified impaired loans. In certain circumstances, loans that are under 90 days past due may also be classified as nonaccrual. Any interest or principal payments received on nonaccrual loans are applied toward reduction of principal. Nonaccrual loans generally are not returned to performing status until the obligation is brought current, the loan has performed in accordance with the contract terms for a reasonable period of time, and the ultimate collectability of the contractual principal and interest is no longer in doubt.

Non refundable loan fees and direct origination costs are deferred and recognized over the expected lives of the related loans using the effective yield interest method.

Acquired Loans

Loans acquired through purchase or through a business combination are recorded at their fair value at the acquisition date. Credit discounts or premiums are included in the determination of fair value; therefore, an allowance for loan losses is not recorded at the acquisition date. Should the Company's allowance for loan losses methodology indicate that the credit discount associated with acquired, non-purchased credit impaired loans, is no longer sufficient to cover probable losses inherent in those loans, the Company will establish an allowance for those loans through a charge to provision for loan losses. Acquired loans are evaluated upon acquisition for evidence of deterioration in credit quality since origination such that it is probable at acquisition that the Company will be unable to collect all contractually required payments. Such loans are classified as purchased credit impaired loans ("PCI loans"), while all other acquired loans are classified as non-PCI loans.

The Company has elected to account for PCI loans on an individual loan level. The Company estimates the amount and timing of expected cash flows for each loan. The expected cash flow in excess of the loan's carrying value, which is fair value on the date of acquisition, is referred to as the accretable yield, and is recorded as interest income over the remaining expected life of the loan. The excess of the loan's contractual principal and interest over expected cash flows is referred to as the non-accretable difference, and is not recorded in the Company's Consolidated Financial Statements.

Quarterly, management performs an evaluation of expected future cash flows for PCI loans. If current expectations of future cash flows are less than management's previous expectations, other than due to decreases in interest rates and prepayment assumptions, an allowance for loan losses is recorded with a charge to current period earnings through provision for loan losses. If there has been a probable and significant increase in expected future cash flows over that which was previously expected, the Company would first reduce any previously established allowance for loan and lease losses, and then record an adjustment to interest income through a prospective increase in the accretable yield. There were no PCI loans at December 31, 2018 and December 31, 2017.

Allowance for Loan Losses

The allowance for loan losses is an estimate of probable incurred losses in the loan portfolio. Loans are charged off against the allowance when management believes the uncollectibility of a loan balance is confirmed. Subsequent recoveries, if any, are credited to the allowance for loan losses. Management's methodology for estimating the allowance balance consists of several key elements, which include specific allowances on individual impaired loans and the formula driven allowances on pools of loans with similar risk characteristics. Allocations of the allowance may be made for specific loans, but the entire allowance is available for any loan that, in management's judgment, should be charged off.

Specific allowances are established for impaired loans. Management considers a loan to be impaired when it is probable that the Company will be unable to collect all amounts due according to the original contractual terms of the loan agreement, including scheduled interest payments. Loans for which the terms have been modified with a concession granted, and for which the borrower is experiencing financial difficulties, are considered troubled debt restructurings and classified as impaired. When a loan is considered to be impaired, the amount of impairment is measured based on the fair value of the collateral, less costs to sell, if the loan is collateral dependent, or on the present value of expected future cash flows or values that are observable in the secondary market if the loan is not collateral dependent. The amount of any impairment will be charged off against the allowance for loan losses if the amount is a confirmed loss or, alternatively, a specific allocation within the allowance will be established. Loans that are considered impaired are specifically excluded from the formula portion of the allowance for loan losses analysis.

Table of Contents

The formula driven allowance on pools of loans covers all loans that are not impaired and is based on historical losses of each loan segment adjusted for current factors. In calculating the historical component of our allowance, we aggregate our loans into one of three loan segments: Commercial, Real Estate and Consumer. Each segment of loans in the portfolio possess varying degrees of risk, based on, among other things, the type of loan being made, the purpose of the loan, the type of collateral securing the loan, and the sensitivity the borrower has to changes in certain external factors such as economic conditions. The following provides a summary of the risks associated with various segments of the Company's loan portfolio, which are factors management regularly considers when evaluating the adequacy of the allowance:

Commercial loans consist primarily of commercial and industrial ("C&I") loans (business lines of credit), and other commercial purpose loans. Repayment of commercial and industrial loans is generally provided from the cash flows of the related business to which the loan was made. Adverse changes in economic conditions may result in a decline in business activity, which may impact a borrower's ability to continue to make scheduled payments. The factored receivables at Bay View Funding are included in the Company's commercial loan portfolio; however, they are evaluated for risk primarily based on the agings of the receivables. Faster turning receivables imply less risk and therefore warrant a lower associated allowance. Should the overall aging for the portfolio increase, this structure will by formula increase the allowance to reflect the increasing risk. Should the portfolio turn more quickly, it would reduce the associated allowance to reflect the reducing risk.

Real estate loans consist primarily of loans secured by commercial real estate ("CRE") and residential real estate. Also included in this segment are land and construction loans and home equity lines of credit secured by real estate. As the majority of this segment is comprised of commercial real estate loans, risks associated with this segment lay primarily within these loan types. Adverse economic conditions may result in a decline in business activity and increased vacancy rates for commercial properties. These factors, in conjunction with a decline in real estate prices, may expose the Company to the potential for losses if a borrower cannot continue to service the loan with operating revenues, and the value of the property has declined to a level such that it no longer fully covers the Company's recorded investment in the loan.

Consumer loans consist primarily of a large number of small loans and lines of credit. The majority of installment loans are made for consumer and business purchases. Weakened economic conditions may result in an increased level of delinquencies within this segment, as economic pressures may impact the capacity of such borrowers to repay their obligations.

As a result of the matters mentioned above, changes in the financial condition of individual borrowers, economic conditions, historical loss experience and the condition of the various markets in which collateral may be sold may all affect the required level of the allowance for loan losses and the associated provision for loan losses.

The estimated loss factors for pools of loans that are not impaired are based on determining the probability of default and loss given default for loans within each segment of the portfolio, adjusted for significant factors that, in management's judgment, affect collectibility as of the evaluation date. The Company's historical delinquency experience and loss experience are utilized to determine the probability of default and loss given default for segments of the portfolio where the Company has experienced losses since the first quarter of 2009. For segments of the portfolio where the Company has no significant prior loss experience, the Company uses quantifiable observable industry data to determine the probability of default and loss given default. Risk factors impacting loans in each of the portfolio segments include broad deterioration of property values, reduced consumer and business spending as a result of continued high unemployment and reduced credit availability and lack of confidence in a sustainable recovery. The historical loss experience is adjusted for management's estimate of the impact of other factors based on the risks present for each portfolio segment. These other factors include consideration of the following: the overall level of concentrations and trends of classified loans; loan concentrations within a portfolio segment or division of a portfolio

segment; identification of certain loan types with higher risk than other loans; existing internal risk factors; and management's evaluation of the impact of local and national economic conditions on each of our loan types.

Loan Commitments and Related Financial Instruments

Financial instruments include off balance sheet credit instruments, such as commitments to make loans and commercial letters of credit, issued to meet customer financing needs. The face amount for these items represents the

109

Table of Contents

exposure to loss, before considering customer collateral or ability to repay. Such financial instruments are recorded when they are funded.

Federal Home Loan Bank and Federal Reserve Bank Stock

As a member of the Federal Home Loan Bank (“FHLB”) system, the Bank is required to own common stock in the FHLB based on the Bank’s level of borrowings and outstanding FHLB advances. FHLB stock is carried at cost and classified as a restricted security. Both cash and stock dividends are reported as income.

As a member of the Federal Reserve Bank (“FRB”) of San Francisco, the Bank is required to own stock in the FRB of San Francisco based on a specified ratio relative to our capital. FRB stock is carried at cost and may be sold back to the FRB at its carrying value. Cash dividends received are reported as income.

Company-Owned Life Insurance and Split Dollar Life Insurance Benefit Plan

The Company has purchased life insurance policies on certain directors and officers. Company-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 charges or other amounts due that are probable at settlement. The purchased insurance is subject to split dollar insurance agreements with the insured participants, which continues after the participant’s employment and retirement.

Accounting guidance requires that a liability be recorded primarily over the participant’s service period when a split-dollar life insurance agreement continues after a participant’s employment or retirement. The required accrued liability is based on either the post-employment benefit cost for the continuing life insurance or the future death benefit depending on the contractual terms of the underlying agreement.

Premises and Equipment

Land is carried at cost. Premises and equipment are stated at cost less accumulated depreciation. Depreciation and amortization are computed on the straight line basis over the lesser of the respective lease terms or estimated useful lives. The Company owns one building which is being depreciated over 40 years. Furniture, equipment, and leasehold improvements are depreciated over estimated useful lives generally ranging from five to fifteen years. The Company evaluates the recoverability of long lived assets on an ongoing basis.

Business Combinations

The Company accounts for acquisitions of businesses using the acquisition method of accounting. Under the acquisition method, assets acquired and liabilities assumed are recorded at their estimated fair values at the date of acquisition. Management utilizes various valuation techniques including discounted cash flow analyses to determine these fair values. Any excess of the purchase price over amounts allocated to the acquired assets, including identifiable intangible assets, and liabilities assumed is recorded as goodwill.

Goodwill and Other Intangible Assets

Goodwill resulted from the acquisition of Tri-Valley on April 6, 2018 and United American on May 4, 2018, and from acquisitions in prior years. Goodwill represents the excess of the purchase price over the fair value of acquired tangible assets and liabilities and identifiable intangible assets. Goodwill is assessed at least annually for impairment and any such impairment is recognized in the period identified.

Other intangible assets consist of a core deposit intangible assets from the Focus Business Bank (“Focus”) acquisition in August 2015, the Tri-Valley acquisition in April 2018, and the United American acquisition in May 2018, and below market value lease intangible assets from the Tri-Valley and United American acquisitions. In addition, a customer relationship and brokered relationship intangible assets arising from the Bay View Funding acquisition in November 2014 are included in other intangible assets. They are initially measured at fair value and then are amortized over their estimated useful lives. The core deposits intangible assets from the acquisitions are being amortized on an accelerated method over ten years. The below market value lease intangible assets are being amortized on the straight line method over three years for United American and eleven years for Tri-Valley. The customer relationship and brokered

Table of Contents

relationship intangible assets from the Bay View Funding acquisition are being amortized over ten years.

Foreclosed Assets

Assets acquired through or instead of loan foreclosure are initially recorded at fair value less costs to sell when acquired, establishing a new cost basis. If fair value declines subsequent to foreclosure, a valuation allowance is recorded through operations. Operating costs after acquisition are expensed. Gains and losses on disposition are included in noninterest expense. There were no foreclosed assets at December 31, 2018 and 2017.

Retirement Plans

Expenses for the Company's non-qualified, unfunded defined benefits plan consists of service and interest cost and amortization of gains and losses not immediately recognized. Employee 401(k) and profit sharing plan expense is the amount of matching contributions. Deferred compensation and supplemental retirement plan expense allocates the benefits over years of service.

Loss Contingencies

Loss contingencies, including claims and legal actions arising in the ordinary course of business, are recorded as liabilities when the likelihood of loss is probable and an amount or range of loss can be reasonably estimated. The Company's accounting policy for legal costs related to loss contingencies is to accrue for the probable fees that can be reasonably estimated. The Company's accounting policy for uncertain recoveries is to recognize the anticipated recovery when realization is deemed probable.

Income Taxes

The Company files consolidated Federal and combined and separate state income tax returns. Income tax expense is the total of the current year income tax payable or refunded, the change in deferred tax assets and liabilities, and low income housing investment losses, net of tax benefits received. Some items of income and expense are recognized in different years for tax purposes when applying generally accepted accounting principles, leading to timing differences between the Company's actual tax liability and the amount accrued for this liability based on book income. These temporary differences comprise the "deferred" portion of the Company's tax expense or benefit, which is accumulated on the Company's books as a deferred tax asset or deferred tax liability until such time as they reverse.

Realization of the Company's deferred tax assets is primarily dependent upon the Company generating sufficient taxable income to obtain benefit from the reversal of net deductible temporary differences and utilization of tax credit carryforwards for Federal and California state income tax purposes. The amount of deferred tax assets considered realizable is subject to adjustment in future periods based on estimates of future taxable income. Under generally accepted accounting principles, a valuation allowance is required to be recognized if it is "more likely than not" that a deferred tax asset will not be realized. The determination of the realizability of the deferred tax assets is highly subjective and dependent upon judgment concerning management's evaluation of both positive and negative evidence, including forecasts of future income, cumulative losses, applicable tax planning strategies, and assessments of current and future economic and business conditions.

In March 2016, the FASB issued new guidance intended to simplify several areas of accounting for share-based compensation programs, including the income tax impact, classification on the statement of cash flows, and forfeitures. The Company adopted the new guidance on share-based compensation during the first quarter of 2017. All excess tax benefits and tax deficiencies (including tax benefits of dividends on share-based payment awards) are recognized as income tax expense or benefit on the income statement. The tax effects of exercised or vested

awards are treated as discrete items in the reporting period in which they occur. The adoption of this guidance resulted in a reduction to tax expense of (\$424,000) and (\$146,000) for the years ended December 31, 2018 and 2017, respectively.

On December 22, 2017, the Tax Cuts and Jobs Act (the "Tax Act"), was signed into law, which among other things reduces the federal corporate tax rate to 21% from 35%, effective January 1, 2018. When tax rates change, U.S. generally accepted accounting principles requires companies to remeasure certain tax-related assets and liabilities as of the date of enactment of the new legislation with the resulting tax effects accounted for as a discrete item recorded as a component of tax expense or benefit in the reporting period.

Table of Contents

A tax position is recognized as a benefit only if it is “more likely than not” that the tax position would be sustained in a tax examination, with a tax examination being presumed to occur. The amount recognized is the largest amount of tax benefit that is greater than 50% likely of being realized on examination. For tax positions not meeting the “more likely than not” test, no tax benefit is recorded. The Company recognizes interest and penalties related to uncertain tax positions as income tax expense.

Stock Based Compensation

Compensation cost is recognized for stock options and restricted stock awards issued to employees and directors, based on the fair value of these awards at the date of grant. A Black Scholes model is utilized to estimate the fair value of stock options, while the market price of the Company’s common stock at the date of grant is used for restricted stock awards. Compensation cost is recognized over the required service period, generally defined as the vesting period. For awards with graded vesting, compensation cost is recognized on a straight line basis over the requisite service period for the entire award. Compensation cost recognized reflects estimated forfeitures, adjusted as necessary for actual forfeitures.

Comprehensive Income (Loss)

Total comprehensive income (loss) consists of net income (loss) and other comprehensive income (loss). Other comprehensive income (loss) refers to gains and losses that are included in comprehensive income (loss) but are excluded from net income (loss) because they have been recorded directly in equity, net of tax, under the provisions of certain accounting guidance. The Company’s sources of other comprehensive income (loss) are unrealized gains and losses on securities available for sale, and I/O strips, which are treated like available for sale securities, and the liabilities related to the Company’s defined benefit pension plan and the split dollar life insurance benefit plan. Reclassification adjustments result from gains or losses that were realized and included in net income (loss) of the current period that also had been included in other comprehensive income as unrealized holding gains and losses.

Segment Reporting

HBC is a commercial bank serving customers located in Santa Clara, Alameda, Contra Costa, San Benito, and San Mateo counties of California. Bay View Funding provides business essential working capital factoring financing to various industries throughout the United States. No customer accounts for more than 10 percent of revenue for HBC or the Company. With the previous acquisition of Bay View Funding, the Company has two reportable segments consisting of Banking and Factoring.

Reclassifications

Certain items in the consolidated financial statements for the years ended December 31, 2017 and 2016 were reclassified to conform to the 2018 presentation. These reclassifications did not affect previously reported net income or shareholders’ equity.

Adoption of New Accounting Standards

In May 2014, the Financial Accounting Standards Board (“FASB”) issued Accounting Standards Update (“ASU”) 2014-09, “Revenue from Contracts with Customers”, which requires an entity to recognize the amount of revenue to which it expects to be entitled for the transfer of promised goods or services to customers. The standard replaces most existing revenue recognition guidance in GAAP. The new standard was effective for the Company on January 1,

2018. Adoption of the standard did not have a material impact on the Company's consolidated financial statements and related disclosures as the Company's primary sources of revenues are derived from interest and dividends earned on loans, investment securities, and other financial instruments that are not within the scope of the standard. The Company's revenue recognition pattern for revenue streams within the scope of the standard, including but not limited to service charges on deposit accounts and gains/losses on the sale of other real estate owned ("OREO"), did not change significantly from current practice. The standard permits the use of either the full retrospective or modified retrospective transition method. The Company elected to use the modified retrospective transition method which requires application of the standard to uncompleted contracts at the date of adoption however, periods prior to the date of adoption were not retrospectively revised as the impact of the standard on uncompleted contracts at the date of adoption was not material. See Note 19 – Revenue Recognition for more information.

Table of Contents

In January 2016, the FASB issued ASU No. 2016-01, “Financial Instruments – Overall: Recognition and Measurement of Financial Assets and Financial Liabilities.” The guidance affects the accounting for equity investments, financial liabilities under the fair value option and the presentation and disclosure requirements of financial instruments. The standard was effective for the Company on January 1, 2018 and resulted in the use of an exit price rather than an entrance price to determine the fair value of financial instruments not measured at fair value on a non-recurring basis in the consolidated balance sheets. See Note 15 – Fair Value regarding the valuation of the loan portfolio.

In March 2017, the FASB issued ASU 2017-07, Improving the Presentation of Net Periodic Pension Cost and Net Periodic Postretirement Benefit Cost. The standard amended existing guidance to improve the presentation of net periodic pension cost and net periodic postretirement benefit cost. The amendments require that an employer report the service cost component in the same line item or items as other compensation costs arising from services rendered by the pertinent employees during the period. The other components of net benefit costs are required to be presented in the income statement separately from the service cost component and outside a subtotal of income from operations, if one is presented. The amendments allow only the service cost component to be eligible for capitalization. The Company adopted the new guidance on January 1, 2018, and there was no material impact to the financial statements.

Newly Issued, but not yet Effective Accounting Standards

In February 2016, the FASB issued ASU No. 2016-02, “Leases (Topic 842).” This update revises the model to assess how a lease should be classified and provides guidance for lessees and lessors, when presenting right-of-use assets and lease liabilities on the balance sheet. Under the new guidance, lessees will be required to recognize the following for all leases, with the exception of short-term leases, at the commencement date: (1) a lease liability, which is a lessee’s obligation to make lease payments arising from a lease, measured on a discounted basis; and (2) a right-of-use asset, which is an asset that represents the lessee’s right to use, or control the use of, a specified asset for the lease term. Under the new guidance, lessor accounting is largely unchanged. This update became effective for the Company on January 1, 2019.

In July 2018, the FASB issued supplementary ASU No. 2018-11, Leases (Topic 842): Targeted Improvements, which provides for an additional transition method allowing for a modified retrospective adoption approach where the guidance would only be applied to existing leases in effect at the adoption date and new leases going forward, with a cumulative effect adjustment to retained earnings as of the adoption date and additional required disclosures regarding leasing arrangements only for those periods after adoption. This update also allows lessors to not separate non-lease components from the associated lease component if certain conditions are met. The Company has elected the practical expedients permitted by ASU 2018-11.

The Company developed and is currently executing on a project plan for implementing the provisions of the new lease standard. At the adoption date, the Company expects to report increased assets and liabilities of approximately \$9.6

million on its consolidated statement of financial condition as a result of recognizing right-of-use assets and lease liabilities related to non-cancelable operating lease agreements for office space, which currently are not recorded on its consolidated statement of financial condition. The Company does not expect the adoption of this guidance will be material to its Consolidated Statement of Income.

In June 2016, the FASB issued ASU No. 2016-13, Financial Instruments – Credit Losses: Measurement of Credit Losses on Financial Instruments. The standard is the final guidance on the new current expected credit loss (“CECL”) model. The amendments in this update replace the incurred loss impairment methodology in current GAAP with a methodology that reflects expected credit losses and requires consideration of a broader range of reasonable and supportable information to estimate future credit loss estimates. As CECL encompasses all financial assets carried at amortized cost, the requirement that reserves be established based on an organization’s reasonable and supportable estimate of expected credit losses extends to held-to-maturity debt securities. The update amends the accounting for credit losses on available for sale securities, whereby credit losses will be presented as an allowance as opposed to a write down. In addition, CECL will modify the accounting for purchased loans with credit deterioration since origination, so that reserves are established at the date of acquisition for purchased loans. Lastly, the amendment requires enhanced disclosures on the significant estimates and judgments used to estimate credit losses, as well as on the credit quality and underwriting standards of an organization’s portfolio. These disclosures require organizations to present the currently required credit quality disclosures disaggregated by the year of origination or vintage. The guidance allows for a modified retrospective approach with a cumulative effect adjustment to the balance sheet upon adoption (charge to retained earnings instead of

Table of Contents

the income statement). The new guidance is effective for public business entities for fiscal years, and interim periods within those years, beginning after December 15, 2019. While early application is permitted for fiscal years beginning after December 15, 2018, the Company plans to adopt this standard on January 1, 2020. The Company has established a company-wide, cross-functional governance structure, which oversees overall strategy for implementation of CECL. We are currently evaluating various loss methodologies to determine their correlation to our various loan categories historical performance. In the first quarter of 2018, we contracted with a third party vendor to provide a model and assist with assessing processes, portfolio segmentation, and model development. The Company also continues to believe that the adoption of the standard will result in an overall increase in the allowance for loan losses to cover credit losses over the estimated life of the financial assets. However, the magnitude of the increase in its allowance for loan losses at the adoption date will depend upon the nature and characteristics of the portfolio at the adoption date, as well as macroeconomic conditions and forecasts at that time.

In January 2017, the FASB issued accounting standards ASU No. 2017-04, Simplifying the Test for Goodwill Impairment. The provisions of the update eliminate the existing second step of the goodwill impairment test which provides for the allocation of reporting unit fair value among existing assets and liabilities, with the net remaining amount representing the implied fair value of goodwill. In replacement of the existing goodwill impairment rule, the update will provide that impairment should be recognized as the excess of any of the reporting unit's goodwill over the fair value of the reporting unit. Under the provisions of this update, the amount of the impairment is limited to the carrying value of the reporting unit's goodwill. For public business entities that are SEC filers, the amendments of the update will become effective in fiscal years beginning after December 15, 2019. Management does not expect the requirements of this update to have a material impact on the Company's financial position, results of operations or cash flows.

In March 2017, the FASB issued ASU 2017-08, Premium Amortization on Purchased Callable Debt Securities. This update shortens the amortization period of certain callable debt securities held at a premium to the earliest call date. The amendments in this update are effective for the Company's fiscal year beginning after December 15, 2018, and interim periods within that fiscal year; however, early adoption is permitted. If early adoption of this update is elected by the Company, any adjustments will be reflected as of the beginning of the fiscal year. The amendments will be applied on a modified retrospective basis through a cumulative-effect adjustment to retained earnings as of the beginning of the period of adoption and the Company will be required to provide change in accounting principle disclosures. The Company is currently evaluating the impact of this new accounting guidance and an estimate of the impact to the Company's financial statements is not known.

Table of Contents

2) Accumulated Other Comprehensive Income (“AOCI”)

The following table reflects the changes in AOCI by component for the periods indicated:

	Year Ended December 31, 2018 and 2017			Total
	Unrealized Gains (Losses) Available-for-Sale Securities and I/O Strips (Dollars in thousands)	Unamortized Unrealized Gain on Available-for-Sale Securities Reclassified to Held-to-Maturity	Defined Benefit Pension Plan Items	
Beginning balance January 1, 2018, net of taxes	\$ (362)	\$ 375	\$ (9,265)	\$ (9,252)
Other comprehensive (loss) before reclassification, net of taxes	(4,458)	—	1,387	(3,071)
Amounts reclassified from other comprehensive (loss) income, net of taxes	(187)	(31)	160	(58)
Net current period other comprehensive (loss) income, net of taxes	(4,645)	(31)	1,547	(3,129)
Ending balance December 31, 2018, net of taxes	\$ (5,007)	\$ 344	\$ (7,718)	\$ (12,381)
Beginning balance January 1, 2017, net of taxes	\$ (540)	\$ 336	\$ (7,710)	\$ (7,914)
Other comprehensive (loss) before reclassification, net of taxes	242	—	(654)	(412)
Amounts reclassified from other comprehensive income (loss), net of taxes	3	(29)	119	93
Net current period other comprehensive income (loss), net of taxes	245	(29)	(535)	(319)
Reclassification associated with the Adoption of ASU 2018-02	(67)	68	(1,020)	(1,019)
Ending balance December 31, 2017, net of taxes	\$ (362)	\$ 375	\$ (9,265)	\$ (9,252)

Details About AOCI Components	Amounts Reclassified from AOCI(1) Year Ended			Net Income is Presented
	2018	2017	2016	
Unrealized gains on available-for-sale securities and I/O strips	\$ 266	\$ (6)	\$ 1,099	

				Gain (loss) on sales of securities
	(79)	3	(461)	Income tax expense
	187	(3)	638	Net of tax
Amortization of unrealized gain on securities available-for-sale that were reclassified to securities held-to-maturity				Interest income on taxable securities
	44	51	116	Income tax expense
	(13)	(22)	(49)	Net of tax
	31	29	67	
Amortization of defined benefit pension plan items (1)				
Prior transition obligation	65	71	51	
Actuarial losses	(292)	(276)	(239)	
	(227)	(205)	(188)	Salaries and employee benefits
	67	86	79	Income tax benefit
	(160)	(119)	(109)	Net of tax
Total reclassification from AOCI for the year	\$ 58	\$ (93)	\$ 596	

(1) This AOCI component is included in the computation of net periodic benefit cost (see Note 14 — Benefit Plans).

Table of Contents

3) Securities

The amortized cost and estimated fair value of securities at year end were as follows:

December 31, 2018	Amortized Cost (Dollars in thousands)	Gross Unrealized Gains	Gross Unrealized (Losses)	Estimated Fair Value
Securities available-for-sale:				
Agency mortgage-backed securities	\$ 311,523	\$ 98	\$ (8,767)	\$ 302,854
U.S. Treasury	147,823	930	—	148,753
U.S. Government sponsored entities	7,433	4	(1)	7,436
Total	\$ 466,779	\$ 1,032	\$ (8,768)	\$ 459,043
Securities held-to-maturity:				
Agency mortgage-backed securities	\$ 291,241	\$ 59	\$ (9,153)	\$ 282,147
Municipals - exempt from Federal tax	85,957	312	(2,241)	84,028
Total	\$ 377,198	\$ 371	\$ (11,394)	\$ 366,175

December 31, 2017	Amortized Cost (Dollars in thousands)	Gross Unrealized Gains	Gross Unrealized (Losses)	Estimated Fair Value
Securities available-for-sale:				
Agency mortgage-backed securities	\$ 378,339	\$ 786	\$ (4,392)	\$ 374,733
Trust preferred securities	15,000	2,119	—	17,119
Total	\$ 393,339	\$ 2,905	\$ (4,392)	\$ 391,852
Securities held-to-maturity:				
Agency mortgage-backed securities	\$ 309,616	\$ 6	\$ (4,394)	\$ 305,228
Municipals - exempt from Federal tax	88,725	946	(607)	89,064
Total	\$ 398,341	\$ 952	\$ (5,001)	\$ 394,292

Securities with unrealized losses at year end, aggregated by investment category and length of time that individual securities have been in an unrealized loss position are as follows:

December 31, 2018	Less Than 12 Months		12 Months or More		Total Fair Value	Unrealized (Losses)
	Fair Value	Unrealized (Losses)	Fair Value	Unrealized (Losses)		
Securities available-for-sale:						

Edgar Filing: Bunge LTD - Form 10-Q

Agency mortgage-backed securities	\$ 3,868	\$ (21)	\$ 281,082	\$ (8,746)	\$ 284,950	\$ (8,767)
U.S. Government sponsored entities	3,974	(1)	—	—	3,974	(1)
Total	\$ 7,842	\$ (22)	\$ 281,082	\$ (8,746)	\$ 288,924	\$ (8,768)
Securities held-to-maturity:						
Agency mortgage-backed securities	\$ 16,088	\$ (103)	\$ 255,917	\$ (9,050)	\$ 272,005	\$ (9,153)
Municipals - exempt from Federal tax	5,019	(27)	57,301	(2,214)	62,320	(2,241)
Total	\$ 21,107	\$ (130)	\$ 313,218	\$ (11,264)	\$ 334,325	\$ (11,394)

Table of Contents

December 31, 2017	Less Than 12 Months		12 Months or More		Total	
	Fair Value	Unrealized (Losses)	Fair Value	Unrealized (Losses)	Fair Value	Unrealized (Losses)
	(Dollars in thousands)					
Securities available-for-sale:						
Agency mortgage-backed securities	\$ 185,824	\$ (1,623)	\$ 146,670	\$ (2,769)	\$ 332,494	\$ (4,392)
Total	\$ 185,824	\$ (1,623)	\$ 146,670	\$ (2,769)	\$ 332,494	\$ (4,392)
Securities held-to-maturity:						
Agency mortgage-backed securities	\$ 168,439	\$ (1,368)	\$ 130,759	\$ (3,026)	\$ 299,198	\$ (4,394)
Municipals - exempt from Federal tax	18,159	(182)	19,240	(425)	37,399	(607)
Total	\$ 186,598	\$ (1,550)	\$ 149,999	\$ (3,451)	\$ 336,597	\$ (5,001)

There were no holdings of securities of any one issuer, other than the U.S. Government and its sponsored entities, in an amount greater than 10% of shareholders' equity. At December 31, 2018, the Company held 525 securities (202 available-for-sale and 323 held-to-maturity), of which 385 had fair values below amortized cost. At December 31, 2018, there were \$281,082,000 of agency mortgage-backed securities available-for-sale, \$255,917,000 of agency mortgage-backed securities held-to-maturity, and \$57,301,000 of municipals bonds held-to-maturity carried with an unrealized loss for 12 months or greater. The total unrealized loss for securities 12 months or greater was \$20,010,000 at December 31, 2018. The unrealized losses were due to higher interest rates. The issuers are of high credit quality and all principal amounts are expected to be paid when securities mature. The fair value is expected to recover as the securities approach their maturity date and/or market rates decline. The Company does not believe that it is more likely than not that the Company will be required to sell a security in an unrealized loss position prior to recovery in value. The Company does not consider these securities to be other-than-temporarily impaired at December 31, 2018.

The proceeds from sales of securities and the resulting gains and losses are listed below:

	2018	2017	2016
	(Dollars in thousands)		
Proceeds	\$ 94,291	\$ 6,536	\$ 75,689
Gross gains	1,243	—	1,144
Gross losses	(977)	(6)	(45)

The amortized cost and fair value of debt securities as of December 31, 2018, by contractual maturity, are shown below. The expected maturities will differ from contractual maturities if borrowers have the right to call or prepay obligations with or without call or prepayment penalties. Securities not due at a single maturity date are shown separately.

	Available-for-sale	
	Amortized Cost	Estimated Fair Value
	(Dollars in thousands)	
Due after 3 months through one year	\$ 1,996	\$ 1,995
Due after one through five years	153,260	154,194
Agency mortgage-backed securities	311,523	302,854
Total	\$ 466,779	\$ 459,043

	Held-to-maturity	
	Amortized Cost	Estimated Fair Value
	(Dollars in thousands)	
Due after 3 months through one year	\$ 645	\$ 645
Due after one through five years	4,199	4,246
Due after five through ten years	25,311	25,226
Due after ten years	55,802	53,911
Agency mortgage-backed securities	291,241	282,147
Total	\$ 377,198	\$ 366,175

Table of Contents

Securities with amortized cost of \$36,229,000 and \$110,874,000 as of December 31, 2018 and 2017 were pledged to secure public deposits and for other purposes as required or permitted by law or contract.

4) Loans

Loans at year end were as follows:

	December 31, 2018	December 31, 2017
	(Dollars in thousands)	
Loans held-for-investment:		
Commercial	\$ 597,763	\$ 573,296
Real estate:		
CRE	994,067	772,867
Land and construction	122,358	100,882
Home equity	109,112	79,176
Residential mortgages	50,979	44,561
Consumer	12,453	12,395
Loans	1,886,732	1,583,177
Deferred loan fees, net	(327)	(510)
Loans, net of deferred fees	1,886,405	1,582,667
Allowance for loan losses	(27,848)	(19,658)
Loans, net	\$ 1,858,557	\$ 1,563,009

At December 31, 2018, total net loans included in the table above include \$36,958,000, \$111,952,000 and \$181,453,000, of the loans acquired in the Focus, Tri-Valley, and United American acquisitions, respectively, that were not purchased credit impaired loans. At December 31, 2017, total net loans included in the table above include \$58,551,000, of the loans acquired in the Focus transaction that were not purchased credit impaired loans.

Changes in the allowance for loan losses were as follows:

	Year Ended December 31, 2018			Total
	Commercial	Real Estate	Consumer	
	(Dollars in thousands)			
Beginning of period balance	\$ 10,608	\$ 8,950	\$ 100	\$ 19,658
Charge-offs	(2,002)	—	(24)	(2,026)
Recoveries	2,645	150	—	2,795
Net (charge-offs) recoveries	643	150	(24)	769
Provision for loan losses	5,810	1,571	40	7,421
End of period balance	\$ 17,061	\$ 10,671	\$ 116	\$ 27,848

Edgar Filing: Bunge LTD - Form 10-Q

	Year Ended December 31, 2017			Total
	Commercial	Real Estate	Consumer	
	(Dollars in thousands)			
Beginning of period balance	\$ 10,656	\$ 8,327	\$ 106	\$ 19,089
Charge-offs	(2,239)	—	—	(2,239)
Recoveries	1,585	1,124	—	2,709
Net (charge-offs) recoveries	(654)	1,124	—	470
Provision (credit) for loan losses	606	(501)	(6)	99
End of period balance	\$ 10,608	\$ 8,950	\$ 100	\$ 19,658

Table of Contents

	Year Ended December 31, 2016			
	Commercial	Real Estate	Consumer	Total
	(Dollars in thousands)			
Beginning of period balance	\$ 10,748	\$ 8,076	\$ 102	\$ 18,926
Charge-offs	(1,966)	—	(41)	(2,007)
Recoveries	365	568	—	933
Net (charge-offs) recoveries	(1,601)	568	(41)	(1,074)
Provision (credit) for loan losses	1,509	(317)	45	1,237
End of year balance	\$ 10,656	\$ 8,327	\$ 106	\$ 19,089

The following table presents the balance in the allowance for loan losses and the recorded investment in loans by portfolio segment, based on the impairment method as follows at year end:

	December 31, 2018			
	Commercial	Real Estate	Consumer	Total
	(Dollars in thousands)			
Allowance for loan losses:				
Ending allowance balance attributable to loans:				
Individually evaluated for impairment	\$ 6,944	\$ —	\$ —	\$ 6,944
Collectively evaluated for impairment	10,117	10,671	116	20,904
Total allowance balance	\$ 17,061	\$ 10,671	\$ 116	\$ 27,848
Loans:				
Individually evaluated for impairment	\$ 9,495	\$ 5,645	\$ —	\$ 15,140
Collectively evaluated for impairment	588,268	1,270,871	12,453	1,871,592
Total loan balance	\$ 597,763	\$ 1,276,516	\$ 12,453	\$ 1,886,732

	December 31, 2017			
	Commercial	Real Estate	Consumer	Total
	(Dollars in thousands)			
Allowance for loan losses:				
Ending allowance balance attributable to loans:				
Individually evaluated for impairment	\$ 290	\$ —	\$ —	\$ 290
Collectively evaluated for impairment	10,318	8,950	100	19,368
Total allowance balance	\$ 10,608	\$ 8,950	\$ 100	\$ 19,658
Loans:				
Individually evaluated for impairment	\$ 1,775	\$ 998	\$ 1	\$ 2,774
Collectively evaluated for impairment	571,521	996,488	12,394	1,580,403
Total loan balance	\$ 573,296	\$ 997,486	\$ 12,395	\$ 1,583,177

The following table presents loans held for investment individually evaluated for impairment by class of loans as of December 31, 2018 and December 31, 2017. The recorded investment included in the following table represents loan

119

Table of Contents

principal net of any partial charge offs recognized on the loans. The unpaid principal balance represents the recorded balance prior to any partial charge offs.

	December 31, 2018			December 31, 2017		
	Unpaid Principal Balance	Recorded Investment	Allowance for Loan Losses Allocated	Unpaid Principal Balance	Recorded Investment	Allowance for Loan Losses Allocated
(Dollars in thousands)						
With no related allowance recorded:						
Commercial	\$ 1,849	\$ 1,849	\$ —	\$ 1,243	\$ 1,243	\$ —
Real estate:						
CRE	5,094	5,094	—	500	500	—
Land and construction	—	—	—	138	119	—
Home Equity	551	551	—	379	379	—
Consumer	—	—	—	1	1	—
Total with no related allowance recorded	7,494	7,494	—	2,261	2,242	—
With an allowance recorded:						
Commercial	7,646	7,646	6,944	589	532	290
Total with an allowance recorded	7,646	7,646	6,944	589	532	290
Total	\$ 15,140	\$ 15,140	\$ 6,944	\$ 2,850	\$ 2,774	\$ 290

The following table presents interest recognized and cash basis interest earned on impaired loans for the periods indicated:

	Year Ended December 31, 2018					
	Commercial	CRE	Land and Construction	Home Equity	Consumer	Total
Real Estate						
(Dollars in thousands)						
Average of impaired loans during the period	\$ 10,744	\$ 3,507	\$ 24	\$ 487	\$ —	\$ 14,762
Interest income during impairment	\$ —	\$ —	\$ —	\$ —	\$ —	\$ —
Cash-basis interest recognized	\$ —	\$ —	\$ —	\$ —	\$ —	\$ —

Year Ended December 31, 2017

	Real Estate					Total
	Commercial	CRE	Land and Construction	Home Equity	Consumer	
(Dollars in thousands)						

Edgar Filing: Bunge LTD - Form 10-Q

Average of impaired loans during the period	\$ 2,455	\$ 567	\$ 359	\$ 337	\$ 1	\$ 3,719
Interest income during impairment	\$ —	\$ —	\$ 3	\$ —	\$ —	\$ 3
Cash-basis interest recognized	\$ —	\$ —	\$ —	\$ —	\$ —	\$ —

Nonperforming loans include both smaller dollar balance homogenous loans that are collectively evaluated for impairment and individually classified loans. Nonperforming loans were as follows at year end:

	2018	2017
	(Dollars in thousands)	
Nonaccrual loans - held-for-investment	\$ 13,699	\$ 2,250
Restructured and loans over 90 days past due and still accruing	1,188	235
Total nonperforming loans	14,887	2,485
Other restructured loans	253	289
Total impaired loans	\$ 15,140	\$ 2,774

Table of Contents

The following table presents the nonperforming loans by class at year end:

	December 31, 2018			December 31, 2017		
	Nonaccrual (Dollars in thousands)	Restructured and Loans over 90 Days Past Due and Still Accruing	Total	Nonaccrual	Restructured and Loans over 90 Days Past Due and Still Accruing	Total
Commercial	\$ 8,279	\$ 963	\$ 9,242	\$ 1,250	\$ 235	\$ 1,485
Real estate:						
CRE	5,094	—	5,094	501	—	501
Land and construction	—	—	—	119	—	119
Home equity	326	225	551	379	—	379
Consumer	—	—	—	1	—	1
Total	\$ 13,699	\$ 1,188	\$ 14,887	\$ 2,250	\$ 235	\$ 2,485

The following table presents the aging of past due loans as of December 31, 2018 by class of loans:

	30 - 59 Days Past Due	60 - 89 Days Past Due	90 Days or Greater Past Due	Total Past Due	Loans Not Past Due	Total
	(Dollars in thousands)					
Commercial	\$ 5,698	\$ 1,916	\$ 1,258	\$ 8,872	\$ 588,891	\$ 597,763
Real estate:						
CRE	—	—	—	—	994,067	994,067
Land and construction	—	—	—	—	122,358	122,358
Home equity	—	—	—	—	109,112	109,112
Residential mortgages	—	—	—	—	50,979	50,979
Consumer	1	—	—	1	12,452	12,453
Total	\$ 5,699	\$ 1,916	\$ 1,258	\$ 8,873	\$ 1,877,859	\$ 1,886,732

The following table presents the aging of past due loans as of December 31, 2017 by class of loans:

	30 - 59 Days Past Due	60 - 89 Days Past Due	90 Days or Greater Past Due	Total Past Due	Loans Not Past Due	Total
	(Dollars in thousands)					
Commercial	\$ 4,288	\$ 1,224	\$ 589	\$ 6,101	\$ 567,195	\$ 573,296
Real estate:						
CRE	—	—	500	500	772,367	772,867
Land and construction	—	—	119	119	100,763	100,882

Edgar Filing: Bunge LTD - Form 10-Q

Home equity	223	—	—	223	78,953	79,176
Residential mortgages	—	—	—	—	44,561	44,561
Consumer	—	—	—	—	12,395	12,395
Total	\$ 4,511	\$ 1,224	\$ 1,208	\$ 6,943	\$ 1,576,234	\$ 1,583,177

Past due loans 30 days or greater totaled \$8,873,000 and \$6,943,000 at December 31, 2018 and December 31, 2017, respectively, of which \$430,000 and \$1,410,000 were on nonaccrual. At December 31, 2018, there were also \$13,269,000 loans less than 30 days past due included in nonaccrual loans held-for-investment. At December 31, 2017, there were also \$840,000 loans less than 30 days past due included in nonaccrual loans held-for-investment. Management's classification of a loan as "nonaccrual" is an indication that there is reasonable doubt as to the full recovery of principal or interest on the loan. At that point, the Company stops accruing interest income, and reverses any uncollected interest that had been accrued as income. The Company begins recognizing interest income only as cash interest payments are received and it has been determined the collection of all outstanding principal is not in doubt. The loans may or may not be collateralized, and collection efforts are pursued.

Table of Contents

Credit Quality Indicators

Concentrations of credit risk arise when a number of clients are engaged in similar business activities, or activities in the same geographic region, or have similar features that would cause their ability to meet contractual obligations to be similarly affected by changes in economic conditions. The Company's loan portfolio is concentrated in commercial (primarily manufacturing, wholesale, and service) and real estate lending, with the balance in consumer loans. While no specific industry concentration is considered significant, the Company's lending operations are located in the Company's market areas that are dependent on the technology and real estate industries and their supporting companies. Thus, the Company's borrowers could be adversely impacted by a continued downturn in these sectors of the economy which could reduce the demand for loans and adversely impact the borrowers' ability to repay their loans.

The Company categorizes loans into risk categories based on relevant information about the ability of borrowers to service their debt such as: current financial information; historical payment experience; credit documentation; public information; and current economic trends, among other factors. The Company analyzes loans individually by classifying the loans as to credit risk. This analysis is performed on a quarterly basis. Nonclassified loans generally include those loans that are expected to be repaid in accordance with contractual loans terms. Classified loans are those loans that are assigned a substandard, substandard nonaccrual, or doubtful risk rating using the following definitions:

Substandard. Loans classified as substandard are inadequately protected by the current net worth and paying capacity of the obligor or of the collateral pledged, if any. Loans so classified have a well defined weakness or weaknesses that jeopardize the liquidation of the debt. They are characterized by the distinct possibility that the institution will sustain some loss if the deficiencies are not corrected.

Substandard Nonaccrual. Loans classified as substandard nonaccrual are inadequately protected by the current net worth and paying capacity of the obligor or of the collateral pledged, if any, and it is probable that the Company will not receive payment of the full contractual principal and interest. Loans so classified have a well defined weakness or weaknesses that jeopardize the liquidation of the debt. They are characterized by the distinct possibility that the institution will sustain some loss if the deficiencies are not corrected. In addition, the Company no longer accrues interest on the loan because of the underlying weaknesses.

Doubtful. Loans classified as 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 existing facts, conditions, and values, highly questionable and improbable.

Loss. Loans classified as loss are considered uncollectable. In addition, loans of so little value that their continuance as assets is not warranted are classified as loss. This classification does not necessarily mean that a loan has no recovery or salvage value; but rather, there is much doubt about whether, how much, or when the recovery will occur. Loans classified as loss are immediately charged off against the allowance for loan losses. Therefore, there is no balance to report at December 31, 2018 or 2017.

The following table provides a summary of the loan portfolio by loan type and credit quality classification for the periods indicated:

	December 31, 2018			December 31, 2017		
	Nonclassified	Classified	Total	Nonclassified	Classified	Total
Commercial	\$ 584,845	\$ 12,918	\$ 597,763	\$ 554,913	\$ 18,383	\$ 573,296
Real estate:						

Edgar Filing: Bunge LTD - Form 10-Q

CRE	985,193	8,874	994,067	766,988	5,879	772,867
Land and construction	122,358	—	122,358	100,763	119	100,882
Home equity Residential mortgages	107,495	1,617	109,112	78,486	690	79,176
Consumer	50,979	—	50,979	44,561	—	44,561
Total	12,453	—	12,453	12,394	1	12,395
	\$ 1,863,323	\$ 23,409	\$ 1,886,732	\$ 1,558,105	\$ 25,072	\$ 1,583,177

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 in compliance with the Company's underwriting policy.

Table of Contents

The book balance of troubled debt restructurings at December 31, 2018 was \$649,000, which included \$36,000 of nonaccrual loans and \$613,000 of accruing loans. The book balance of troubled debt restructurings at December 31, 2017, was \$325,000, which included \$16,000 of nonaccrual loans and \$309,000 of accruing loans. Approximately \$38,000 and \$1,000 in specific reserves were established with respect to these loans as of December 31, 2018 and December 31, 2017. As of December 31, 2018 and December 31, 2017, the Company had no additional amounts committed on any loan classified as a troubled debt restructuring.

The following table presents loans by class modified as troubled debt restructurings:

	During the Year Ended December 31, 2018		
	Number of Contracts	Pre-modification Outstanding Recorded Investment	Post-modification Outstanding Recorded Investment
Troubled Debt Restructurings:			
	(Dollars in thousands)		
Commercial	3	\$ 336	\$ 336
Home equity	1	224	224
Total	4	\$ 560	\$ 560

	During the Year Ended December 31, 2017		
	Number of Contracts	Pre-modification Outstanding Recorded Investment	Post-modification Outstanding Recorded Investment
Troubled Debt Restructurings:			
	(Dollars in thousands)		
Commercial	3	\$ 213	\$ 213
Total	3	\$ 213	\$ 213

During the twelve months ended December 31, 2018, there were no troubled debt restructurings in which the amount of principal or accrued interest owed from the borrower was forgiven or which resulted in a charge-off or change to the allowance for loan losses.

A loan is considered to be in payment default when it is 30 days contractually past due under the modified terms. There were no defaults on troubled debt restructurings, within twelve months following the modification, during the years ended December 31, 2018 and 2017.

A loan that is a troubled debt restructuring on nonaccrual status may return to accruing status after a period of at least six months of consecutive payments in accordance with the modified terms.

HBC makes loans to executive officers, directors, and their affiliates. The following table presents the loans outstanding to these related parties for the periods indicated:

	2018	2017
	(Dollars in thousands)	
Beginning of year balance	\$ 531	\$ 547
Repayment on loans during the year	(531)	(16)
End of year balance	\$ —	\$ 531

5) Loan Servicing

At December 31, 2018, 2017, and 2016, the Company serviced SBA loans sold to the secondary market of approximately \$104,016,000, \$139,086,000, and \$164,454,000, respectively.

Servicing assets represent the servicing spread generated from the sold guaranteed portions of SBA loans. The weighted average servicing rate for all loans serviced was 1.12%, 1.13%, and 1.17% at December 31, 2018, 2017, and 2016, respectively.

Table of Contents

Servicing rights are included in “accrued interest receivable and other assets” on the consolidated balance sheets. Activity for loan servicing rights follows:

	2018	2017	2016
	(Dollars in thousands)		
Beginning of year balance	\$ 1,373	\$ 1,854	\$ 2,209
Additions	200	278	219
Amortization	(702)	(759)	(574)
End of year balance	\$ 871	\$ 1,373	\$ 1,854

There was no valuation allowance for servicing rights at December 31, 2018, 2017, and 2016, because the estimated fair value of the servicing rights was greater than the carrying value. The estimated fair value of loan servicing rights was \$1,651,000, \$2,594,000, and \$3,306,000, at December 31, 2018, 2017, and 2016, respectively. The fair value of servicing rights at December 31, 2018, was estimated using a weighted average constant prepayment rate (“CPR”) assumption of 10.89%, and a weighted average discount rate assumption of 16.40%. The fair value of servicing rights at December 31, 2017, was estimated using a weighted average CPR assumption of 8.13%, and a weighted average discount rate assumption of 13.86%. The fair value of servicing rights at December 31, 2016, was estimated using a weighted average CPR assumption of 7.40%, and a weighted average discount rate assumption of 12.96%.

The weighted average discount rate and CPR assumptions used to estimate the fair value of the I/O strip receivables are the same as for the servicing rights. Management reviews the key economic assumptions used to estimate the fair value of I/O strip receivables on a quarterly basis. The fair value of the I/O strip can be adversely impacted by a significant increase in either the prepayment speed of the portfolio or the discount rate.

I/O strip receivables are included in “accrued interest receivable and other assets” on the consolidated balance sheets. Activity for I/O strip receivables follows:

	2018	2017	2016
	(Dollars in thousands)		
Beginning of year balance	\$ 968	\$ 1,067	\$ 1,367
Unrealized loss	(400)	(99)	(300)
End of year balance	\$ 568	\$ 968	\$ 1,067

6) Premises and Equipment

Premises and equipment at year end were as follows:

	2018	2017
	(Dollars in thousands)	
Building	\$ 3,508	\$ 3,508
Land	2,900	2,900
Furniture and equipment	9,584	9,256
Leasehold improvements	5,645	5,368
	21,637	21,032
Accumulated depreciation and amortization	(14,500)	(13,679)
Premises and equipment, net	\$ 7,137	\$ 7,353

Depreciation and amortization expense was \$753,000, \$786,000, and \$763,000 in 2018, 2017, and 2016, respectively.

Table of Contents

7) Leases

Operating Leases

The Company owns one of its offices and leases the others under non-cancelable operating leases with terms, including renewal options, ranging from five to fifteen years. Future minimum payments under the agreements are as follows:

Year ended December 31,	(Dollars in thousands)
2019	\$ 4,032
2020	2,662
2021	1,365
2022	1,136
2023	605
Thereafter	691
Total	\$ 10,491

Rent expense under operating leases was \$3,960,000, \$3,226,000, and \$2,947,000 in 2018, 2017, and 2016, respectively.

8) Business Combinations

On April 6, 2018, the Company completed its acquisition of Tri-Valley for a transaction value of \$32,320,000. At closing the Company issued 1,889,613 shares of the Company's common stock with an aggregate market value of \$30,725,000 on the date of closing. The number of shares issued was based on a fixed exchange ratio of 0.0489 of a share of the Company's common stock for each outstanding share of Tri-Valley common stock. In addition, at closing the Company paid cash to the holder of a stock warrant and holders of outstanding stock options and related fees and fractional shares totaling \$1,595,000. The following table summarizes the consideration paid for Tri-Valley:

	(Dollars in thousands)
Cash paid for:	
Warrant	\$ 889
Options	615
Other	91
Total cash paid	1,595
Issuance of 1,889,613 shares of common stock to Tri-Valley shareholders at \$16.26 per share at Closing	30,725

Total consideration	\$ 32,320
---------------------	-----------

Table of Contents

The following table summarizes the estimated fair values of the assets acquired and liabilities assumed at the date of acquisition.

	As Recorded by Tri-Valley (Dollars in thousands)	Fair Value Adjustments		As Recorded at Acquisition
Assets acquired:				
Cash and cash equivalents	\$ 21,757	\$ 1,153	(a)	\$ 22,910
Loans	123,532	(2,563)	(b)	120,969
Allowance for loan losses	(1,969)	1,969	(c)	—
Other intangible assets	—	1,978	(d)	1,978
Other assets, net	9,939	(2,894)	(e)	7,045
Total assets acquired	\$ 153,259	\$ (357)		152,902
Liabilities assumed:				
Deposits	\$ 135,351	\$ 37	(f)	135,388
Other liabilities	608	—		608
Total liabilities assumed	\$ 135,959	\$ 37		135,996
Net assets acquired				16,906
Purchase price				30,725
Goodwill recorded in the merger				\$ 13,819

Explanation of certain fair value related adjustments for the Tri-Valley acquisition:

(a) Represents the cash acquired in the merger, the disposition of other real estate owned of \$1,132,000, a gain on the sale of securities of \$53,000, partially offset by invoices paid after closing for services prior to closing of \$29,000, and cash paid for fractional shares in the transaction of \$3,000. The remaining \$1,592,000 of cash paid for the transaction is an adjustment to prepaid assets included in other assets, net.

(b) Represents the fair value adjustment to the net book value of loans, which includes an interest rate mark and credit mark adjustment.

(c) Represents the elimination of Tri-Valley's allowance for loan losses.

(d) Represents intangible assets recorded to reflect the fair value of core deposits and a below market lease. The core deposit asset was recorded as an identifiable intangible asset and is amortized on an accelerated basis over the estimated average life of the deposit base. The below market lease intangible assets will be amortized on the straight line method over eleven years.

(e) Represents an adjustment to net deferred tax assets resulting from the fair value adjustments related to the acquired assets, liabilities assumed and identifiable intangible assets recorded, and the disposition of other real estate owned.

(f) Represents the fair value adjustment on time deposits, which was be accreted as a reduction of interest expense.

Tri-Valley's results of operations have been included in the Company's results of operations beginning April 7, 2018.

On May 4, 2018, the Company completed its acquisition of United American for a transaction value of \$56,417,000. At closing the Company issued 2,826,032 shares of the Company's common stock with an aggregate market value of \$47,280,000 on the date of closing. The number of shares issued was based on a fixed exchange ratio of 2.1644 of a share of the Company's common stock for each outstanding share of United American common stock and each common stock equivalent underlying the United American Series D Preferred Stock and Series E Preferred Stock. The shareholders of the United American Series A Preferred Stock and Series B Preferred Stock received \$1,000 cash for each

126

Table of Contents

share totaling \$8,700,000 and \$435,000, respectively. In addition, the Company paid \$2,000 in cash for fractional shares, for total cash consideration of \$9,137,000. The following table summarizes the consideration paid for United American:

	(Dollars in thousands)
Consideration paid:	
Cash paid for:	
Series A Preferred Stock	\$ 8,700
Series B Preferred Stock	435
Other	2
Total cash paid	9,137
Issuance of 2,826,032 shares of common stock to United American shareholders at \$16.73 per share at Closing	47,280
Total consideration	\$ 56,417

The following table summarizes the estimated fair values of the assets acquired and liabilities assumed at the date of acquisition.

	As Recorded by United American (Dollars in thousands)	Fair Value Adjustments		As Recorded at Acquisition
Assets acquired:				
Cash and cash equivalents	\$ 45,638	\$ (32,520)	(a)	\$ 13,118
Securities available-for-sale	64,144	(421)	(b)	63,723
Loans	196,694	18,783	(c)	215,477
Allowance for loan losses	(2,952)	2,952	(d)	—
Other intangible assets	—	6,383	(e)	6,383
Other assets, net	9,119	(1,078)	(f)	8,041
Total assets acquired	\$ 312,643	\$ (5,901)		306,742
Liabilities assumed:				
Deposits	\$ 281,189	\$ 51	(g)	281,240
Other borrowings	62	—		62
Other liabilities	2,617	(187)	(h)	2,430
Total liabilities	\$ 283,868	\$ (136)		283,732
Net assets acquired				23,010
Purchase price				47,280
Goodwill recorded in the merger				\$ 24,270

Explanation of certain fair value related adjustments for the United American acquisition:

- (a) Represents the cash acquired in the merger, net of cash paid for the transaction of \$9,137,000, the repurchase of \$23,732,000 loan participations from ATBancorp, and \$51,000 for invoices paid after closing for services prior to closing, partially offset by a tax refund of \$400,000.
- (b) Represents the fair value adjustment on investment securities available-for-sale.
- (c) Represents the repurchase of \$23,732,000 loan participations from ATBancorp, partially offset by the fair value adjustment to the net book value of loans of \$4,680,000, which includes an interest rate mark and credit mark adjustment, and net charge-offs of \$269,000 subsequent to closing.
- (d) Represents the elimination of United American's allowance for loan losses.
- (e) Represents intangible assets recorded to reflect the fair value of core deposits and a below market lease. The core deposit asset was recorded as an identifiable intangible asset and is amortized on an accelerated basis over the estimated average life of the deposit base. The below market lease intangible assets will be amortized on the straight line method over three years.
- (f) Represents an adjustment to net deferred tax assets resulting from the fair value adjustments related to the acquired assets, liabilities assumed and identifiable intangible assets recorded.
- (g) Represents the fair value adjustment on time deposits, which was be accreted as a reduction of interest expense.

Table of Contents

(h) Represents the reversal of over accrued accounts payable.

United American's results of operations have been included in the Company's results of operations beginning May 5, 2018.

The Company believes the mergers provide the opportunity to combine three independent business banking franchises with similar philosophies and cultures into a combined \$3.1 billion business bank based in San Jose, California. The pooling of the three banks' resources and knowledge enhance the Company's capabilities, operational efficiencies, and community outreach. The Company also believes the combined bank will be much better positioned to meet the needs of the Company's customers, shareholders and the community. Pre-tax acquisition and integration costs of \$5,598,000 and \$671,000 for the years ended December 31, 2018 and 2017, respectively, were included in other noninterest expense. In addition, salaries and employee benefits included severance and retention expense of \$3,569,000 for the year ended December 31, 2018 related to the Tri-Valley and United American acquisitions. Total severance, retention, acquisition and integration costs were \$9,167,000 and \$671,000 for the years ended December 31, 2018 and 2017, respectively.

The fair value of net assets acquired includes fair value adjustments to certain receivables of which some were considered impaired and some were not considered impaired as of the acquisition date. The fair value adjustments were determined using discounted contractual cash flows, adjusted for expected losses and prepayments, where appropriate. The receivables that were not considered impaired at the acquisition date were not subject to the guidance relating to purchased credit impaired loans, which have shown evidence of credit deterioration since origination. There were no PCI loans at December 31, 2018 and December 31, 2017.

Goodwill of \$13,819,000 arising from the Tri-Valley acquisition and \$24,270,000 from the United American acquisition is largely attributable to synergies and cost savings resulting from combining the operations of the companies. As these transactions were structured as a tax-free exchange, the goodwill will not be deductible for tax purposes. Management's preliminary valuation of the tangible and intangible assets acquired and liabilities assumed, which are based on assumptions that are subject to change, and the resulting allocation of the consideration paid for the allocation is reflected in the tables above. Prior to the end of the one-year measurement period for finalizing the consideration paid allocation, if information becomes available which would indicate adjustments are required to the allocation, such adjustments will be included in the allocation in the reporting period in which the adjustment amounts are determined. Loan valuations may be adjusted based on new information obtained by the Company in future periods that may reflect conditions or events that existed on the acquisition date. Deferred tax assets may be adjusted for purchase accounting adjustments on open areas such as loans or upon filing final "stub" period tax returns for April 6, 2018 for Tri-Valley, and May 4, 2018 for United American.

9) Goodwill and Other Intangible Assets

Goodwill

At December 31, 2018, the carrying value of goodwill was \$83,753,000, which included \$13,044,000 of goodwill related to its acquisition of Bay View Funding, \$32,620,000 from its acquisition of Focus, \$13,819,000 from its acquisition of Tri-Valley and \$24,270,000 from its acquisition of United American.

Goodwill impairment exists when a reporting unit's carrying value exceeds its fair value, which is determined through a qualitative assessment whether it is more likely than not that the fair value of equity of the reporting unit exceeds the carrying value ("Step Zero"). If the qualitative assessment indicates it is more likely than not that the fair value of equity of a reporting unit is less than book value, then a quantitative two-step impairment test is required. Step 1 includes the determination of the carrying value of the Company's single reporting unit, including the existing goodwill and intangible assets, and estimating the fair value of the reporting unit. If the carrying amount of a reporting unit exceeds its fair value, the Company is required to perform a second step to the impairment test. Step 2 requires that the implied fair value of the reporting unit goodwill be compared to the carrying amount of that goodwill. If the carrying amount of the reporting unit goodwill exceeds the implied fair value of that goodwill, an impairment loss shall be recognized in an amount equal to that excess.

The Company completed its annual goodwill impairment analysis as of November 30, 2018 with the assistance of an independent valuation firm. No events or circumstances since the November 30, 2018 annual impairment test were

Table of Contents

noted that would indicate it was more likely than not a goodwill impairment exists.

Other Intangible Assets

Other intangible assets acquired in the acquisition of United American in May 2018 included a core deposit intangible asset of \$5,723,000, amortized on an accelerated method over its estimated useful life of 10 years, and a below market value lease intangible asset of \$660,000, amortized over its estimated useful life of 3 years. Accumulated amortization of the core deposit intangible and below market lease was \$756,000 at December 31, 2018.

Other intangible assets acquired in the acquisition of Tri-Valley in April 2018 include a core deposit intangible asset of \$1,768,000, amortized on an accelerated method over its estimated useful life of 10 years, and a below market value lease intangible asset of \$210,000, amortized over its estimated useful life of 11 years. Accumulated amortization of the core deposit intangible and below market lease was \$222,000 at December 31, 2018.

The core deposit intangible asset acquired in the acquisition of Focus in August 2015 was \$6,285,000. This asset is amortized on an accelerated method over its estimated useful life of 10 years. Accumulated amortization of this intangible asset was \$2,770,000 and \$1,995,000 at December 31, 2018 and December 31, 2017, respectively.

Other intangible assets acquired in the acquisition of Bay View Funding in November 2014 included a below market value lease intangible assets of \$109,000, a non-compete agreement intangible asset of \$250,000, and a customer relationship and brokered relationship intangible assets of \$1,900,000, amortized over the 10 year estimated useful lives. Accumulated amortization of these intangible assets was \$791,000 and \$960,000 at December 31, 2018 and December 31, 2017, respectively. The below market lease and non-compete agreement intangible assets were fully amortized at December 31, 2017.

Estimated amortization expense for each of the next five years follows and thereafter is as follows:

Year	United	United	Tri-Valley		Focus	Bay View Funding	
	American	American	Tri-Valley	Tri-Valley	Focus	Customer &	Total
	Core	Below	Core	Below	Core	Brokered	Amortization
	Deposit	Market	Deposit	Market	Deposit	Relationship	Expense
	Intangible	Lease	Intangible	Lease	Intangible	Intangible	
	(Dollars in thousands)						
2019	\$ 777	\$ 255	\$ 240	\$ 18	\$ 734	\$ 190	\$ 2,214
2020	665	235	208	18	716	190	2,032

Edgar Filing: Bunge LTD - Form 10-Q

2021	602	—	184	18	596	190	1,590
2022	553	—	167	18	502	190	1,430
2023	521	—	158	18	420	190	1,307
Thereafter	2,019	—	603	106	547	159	3,434
	\$ 5,137	\$ 490	\$ 1,560	\$ 196	\$ 3,515	\$ 1,109	\$ 12,007

Impairment testing of the intangible assets is performed at the individual asset level. Impairment exists if the carrying amount of the asset is not recoverable and exceeds its fair value at the date of the impairment test. For intangible assets, estimates of expected future cash flows (cash inflows less cash outflows) that are directly associated with an intangible asset are used to determine the fair value of that asset. Management makes certain estimates and assumptions in determining the expected future cash flows from core deposit and customer relationship intangibles including account attrition, expected lives, discount rates, interest rates, servicing costs and other factors. Significant changes in these estimates and assumptions could adversely impact the valuation of these intangible assets. If an impairment loss exists, the carrying amount of the intangible asset is adjusted to a new cost basis. The new cost basis is then amortized over the remaining useful life of the asset. Based on its assessment, management concluded that there was no impairment of intangible assets at December 31, 2018 and December 31, 2017.

Table of Contents

10) Deposits

The following table presents the scheduled maturities of all time deposits for the next five years:

	(Dollars in thousands)
2019	\$ 135,745
2020	8,475
2021	2,089
2022	1,205
2023	46
Total	\$ 147,560

Time deposits of \$250,000 and over were \$86,114,000 and \$138,634,000 at December 31, 2018 and 2017, respectively. At December 31, 2018, time deposits within Certificate of Deposit Account Registry Service (“CDARS”) deposits totaled \$14,898,000, which comprised money market deposits of \$3,366,000, and interest-bearing demand deposits of \$8,747,000, (which have no scheduled maturity date, and therefore, are excluded from the table above), and time deposits of \$2,785,000, (which are included in the table above). The CDARS program allows customers with deposits in excess of FDIC-insured limits to obtain full coverage on time deposits through a network of banks within the CDARS program. Deposits gathered through these programs are not considered brokered deposits under current regulatory reporting guidelines. CDARS deposits were comprised of \$10,916,000 of interest-bearing demand accounts, \$1,669,000 of money market accounts and \$4,217,000 of time deposits at December 31, 2017.

At December 31, 2018, the Company had no certificates of deposits from the State of California. At December 31, 2017, the Company had securities pledged with a fair value of \$72,454,000 for \$65,121,000 in certificates of deposits (including accrued interest) with the State of California.

Deposits from executive officers, directors, and their affiliates were \$21,752,000 and \$17,322,000 at December 31, 2018 and 2017, respectively.

11) Borrowing Arrangements

Federal Home Loan Bank Borrowings, Federal Reserve Bank Borrowings, and Available Lines of Credit

HBC maintains a collateralized line of credit with the FHLB of San Francisco. Under this line, the Company can borrow from the FHLB on a short-term (typically overnight) or long-term (over one year) basis. As of December 31, 2018, and December 31, 2017, HBC had no overnight borrowings from the FHLB. HBC had \$228,152,000 of loans and no securities pledged to the FHLB as collateral on a line of credit of \$178,560,000 at December 31, 2018. HBC had \$247,218,000 of loans and no securities pledged to the FHLB as collateral on a line of credit of \$198,783,000 at December 31, 2017.

HBC can also borrow from the FRB’s discount window. HBC had approximately \$739,830,000 of loans pledged to the FRB as collateral on an available line of credit of approximately \$418,399,000 at December 31, 2018, none of which was outstanding. HBC can also borrow from the FRB’s discount window. HBC had approximately \$612,552,000 of

loans pledged to the FRB as collateral on an available line of credit of approximately \$376,522,000 at December 31, 2017, none of which was outstanding.

At December 31, 2018, HBC had Federal funds purchase arrangements available of \$55,000,000. There were no Federal funds purchased outstanding at December 31, 2018 and 2017.

HCC has a \$5,000,000 line of credit with a correspondent bank, of which none was outstanding at December 31, 2018 and 2017.

HBC may also utilize securities sold under repurchase agreements to manage our liquidity position. There were no securities sold under agreements to repurchase at December 31, 2018, and 2017.

Table of Contents

Subordinated Debt

On May 26, 2017, the Company completed an underwritten public offering of \$40,000,000 aggregate principal amount of its fixed-to-floating rate subordinated notes (“Subordinated Debt”) due June 1, 2027. The Subordinated Debt initially bears a fixed interest rate of 5.25% per year. Commencing on June 1, 2022, the interest rate on the Subordinated Debt resets quarterly to the three-month LIBOR rate plus a spread of 336.5 basis points, payable quarterly in arrears. Interest on the Subordinated Debt is payable semi-annually on June 1st and December 1st of each year through June 1, 2022 and quarterly thereafter on March 1st, June 1st, September 1st and December 1st of each year through the maturity date or early redemption date. The Company at its option may redeem the Subordinated Debt, in whole or in part, on any interest payment date on or after June 1, 2022 without a premium. Unamortized debt issuance cost totaled \$631,000 at December 31, 2018.

12) Income Taxes

On December 22, 2017, the Tax Act was signed into law, which among other things reduces the federal corporate tax rate to 21% from 35%, effective January 1, 2018. The enactment of the Tax Act caused our net deferred tax assets to be revalued at the new lower tax rate with resulting tax effects accounted for in the fourth quarter of 2017. The Company performed an analysis and determined the value of the net DTA was reduced by \$7,103,000, which was recognized as a one-time, non-cash, incremental income tax expense for the fourth quarter of 2017.

Also on December 22, 2017, the SEC issued Staff Accounting Bulletin (“SAB”) 118, which addresses the situations where the accounting for changes in tax laws is complete, incomplete but can be reasonably estimated, and incomplete and cannot be reasonably estimated. SAB 118 also permits a measurement period up to one year from the date of enactment to refine the provisional accounting. There were no items for which the Company was unable to make a reasonable estimate for the effects of the tax law change. The Company has completed its accounting for the effects of the Tax Act on its deferred tax assets and liabilities.

Income tax expense (benefit) consisted of the following for the year ended December 31, as follows:

	2018	2017	2016
	(Dollars in thousands)		
Currently payable tax:			
Federal	\$ 9,187	\$ 12,948	\$ 13,373
State	5,416	4,653	4,748
Total currently payable	14,603	17,601	18,121
Deferred tax expense (benefit):			
Federal	(1,133)	1,193	(1,029)
Due to enactment of Tax Reform	—	7,103	—
State	(146)	574	(504)
Total deferred tax	(1,279)	8,870	(1,533)
Income tax expense	\$ 13,324	\$ 26,471	\$ 16,588

The effective tax rate differs from the Federal statutory rate for the years ended December 31, as follows:

Edgar Filing: Bunge LTD - Form 10-Q

	2018		2017		2016	
Statutory Federal income tax rate	21.0	%	35.0	%	35.0	%
State income taxes, net of federal tax benefit	8.5	%	6.8	%	6.6	%
Low income housing credits, net of investment losses	(0.8)	%	(0.5)	%	(0.3)	%
Increase in cash surrender value of life insurance	(0.5)	%	(1.2)	%	(1.4)	%
Stock option/restricted stock windfall tax benefit	(0.9)	%	(0.3)	%	N/A	
Non-taxable interest income	(0.9)	%	(1.5)	%	(1.7)	%
Split-dollar term insurance	0.1	%	0.1	%	0.1	%
Due to enactment of Tax Reform	0.0	%	14.1	%	N/A	
Other, net	0.9	%	0.1	%	(0.6)	%
Effective tax rate	27.4	%	52.6	%	37.7	%

Table of Contents

Deferred tax assets and liabilities that result from the tax effects of temporary differences between the carrying amount of assets and liabilities for financial reporting purposes and the amounts used for income tax purposes at December 31, are as follows:

	2018	2017
	(Dollars in thousands)	
Deferred tax assets:		
Defined postretirement benefit obligation	\$ 7,877	\$ 8,385
Allowance for loan losses	7,697	5,671
Federal net operating loss carryforwards	5,093	650
Securities available-for-sale	2,184	400
California net operating loss carryforwards	2,128	394
Accrued expenses	1,939	910
Stock compensation	1,244	1,272
State income taxes	1,117	975
Premises and equipment	642	649
Split-dollar life insurance benefit plan	80	76
Tax credit carryforwards	71	70
Nonaccrual interest	55	76
Other	716	365
Total deferred tax assets	30,843	19,893
Deferred tax liabilities:		
Intangible liabilities	(1,671)	(1,357)
Loan fees	(1,089)	(1,079)
Prepaid expenses	(554)	(533)
I/O strips	(163)	(406)
FHLB stock	(174)	(171)
Other	(103)	(100)
Total deferred tax liabilities	(3,754)	(3,646)
Net deferred tax assets	\$ 27,089	\$ 16,247

At December 31, 2018, the Company's federal net operating loss ("NOL") carryforwards were \$24,200,000 and the Company's California net operating loss carryforwards were \$24,800,000. These amounts are attributable to the Focus, Tri-Valley and United American transactions. The realization of these NOL carryforwards for federal and state tax purposes are limited on the amount of net operating losses that can be utilized annually under the current tax law. The Company does not believe that its annual limitation on each acquisition will impact the ultimate deductibility of the NOL carry-forwards. The State tax credit carryforwards, net of Federal tax effects, were \$71,000 as of December 31, 2018, which will begin to expire in 2019. As the Company will be able to fully utilize the net operating loss carryforwards before they begin to expire in 2029, no valuation allowance is required against the deferred tax assets.

Under generally accepted accounting principles, a valuation allowance is required if it is "more likely than not" that a deferred tax asset will not be realized. The determination of the realizability of the deferred tax assets is highly subjective and dependent upon judgment concerning management's evaluation of both positive and negative evidence, including forecasts of future income, cumulative losses, applicable tax planning strategies, and assessments of current

and future economic and business conditions. As of December 31, 2018 and 2017 the Company's recorded amount of uncertain tax positions was not considered significant for financial reporting and the Company does not expect this amount to significantly increase or decrease in the next twelve months.

At December 31, 2018, and December 31, 2017, the Company had net deferred tax assets of \$27,089,000 and \$16,247,000, respectively. At December 31, 2018, the Company determined that a valuation allowance for deferred tax assets was not necessary.

The Company and its subsidiaries are subject to U.S. Federal income tax as well as income tax of the State of California. The Company is no longer subject to examination by Federal and state taxing authorities for years before 2015, and by the State of California taxing authority for years before 2014.

Table of Contents

The following table reflects the carrying amounts of the low income housing investments included in accrued interest receivable and other assets, and the future commitments included in accrued interest payable and other liabilities for the periods indicated:

	December 31, 2018	December 31, 2017
	(Dollars in thousands)	
Low income housing investments	\$ 3,172	\$ 3,411
Future commitments	\$ 273	\$ 302

The Company expects \$15,000 of the future commitments to be paid in 2019, \$15,000 in 2020, and \$243,000 in 2021 through 2023.

For tax purposes, the Company recognized low income housing tax credits of \$425,000 and \$439,000 for the years ended December 31, 2018 and December 2017, respectively, and low income housing investment expense of \$437,000 and \$460,000, respectively. The Company recognizes low income housing investment expenses as a component of income tax expense.

13) Equity Plan

The Company maintained an Amended and Restated 2004 Equity Plan (the “2004 Plan”) for directors, officers, and key employees. The 2004 Plan was terminated on May 23, 2013. The Company’s shareholders approved the 2013 Equity Incentive Plan (the “2013 Plan”). The equity plans provide for the grant of incentive and nonqualified stock options and restricted stock. The equity plans provide that the option price for both incentive and nonqualified stock options will be determined by the Board of Directors at no less than the fair value at the date of grant. Options granted vest on a schedule determined by the Board of Directors at the time of grant. Generally options vest over four years. All options expire no later than ten years from the date of grant. Restricted stock is subject to time vesting. In 2018, the Company granted 330,500 shares of nonqualified stock options and 97,818 shares of restricted stock subject to time vesting requirements. There were 1,163,506 shares available for the issuance of equity awards under the 2013 Plan as of December 31, 2018.

Stock option activity under the equity plans is as follows:

	Number of Shares	Weighted Average Exercise Price	Weighted Average Remaining Contractual Life (Years)	Aggregate Intrinsic Value
Total Stock Options				
Outstanding at January 1, 2018	1,602,732	\$ 9.54		
Granted	330,500	\$ 16.66		
Exercised	(276,844)	\$ 9.63		
Forfeited or expired	(85,785)	\$ 14.22		
Outstanding at December 31, 2018	1,570,603	\$ 10.76	6.44	\$ 3,311,870
Vested or expected to vest	1,476,367		6.44	\$ 3,113,157

Edgar Filing: Bunge LTD - Form 10-Q

Exercisable at December 31, 2018	1,058,010	5.35	\$ 3,203,117
----------------------------------	-----------	------	--------------

Information related to the equity plans for each of the last three years:

	2018	2017	2016
Intrinsic value of options exercised	\$ 1,844,909	\$ 1,342,794	\$ 606,359
Cash received from option exercise	\$ 2,667,305	\$ 1,368,673	\$ 938,057
Tax benefit realized from option exercises	\$ 534,638	\$ 547,817	\$ 242,303
Weighted average fair value of options granted	\$ 3.03	\$ 2.66	\$ 2.12

As of December 31, 2018, there was \$1,389,000 of total unrecognized compensation cost related to nonvested stock options granted under the equity plans. That cost is expected to be recognized over a weighted average period of approximately 2.68 years.

133

Table of Contents

The fair value of each option grant is estimated on the date of grant using the Black Scholes option pricing model that uses the assumptions noted in the following table, including the weighted average assumptions for the option grants in each year.

	December 31,					
	2018		2017		2016	
Expected life in months(1)	72		72		72	
Volatility(1)	21	%	24	%	31	%
Weighted average risk-free interest rate(2)	2.88	%	1.94	%	1.41	%
Expected dividends(3)	2.64	%	2.78	%	3.48	%

(1)The expected life of employee stock options represents the weighted average period the stock options are expected to remain outstanding based on historical experience. Volatility is based on the historical volatility of the stock price over the same period of the expected life of the option.

(2)Based on the U.S. Treasury constant maturity interest rate with a term consistent with the expected life of the option granted.

(3)Each grant's dividend yield is calculated by annualizing the most recent quarterly cash dividend and dividing that amount by the market price of the Company's common stock as of the grant date

The Company estimates the impact of forfeitures based on historical experience. Should the Company's current estimate change, additional expense could be recognized or reversed in future periods. The Company issues authorized shares of common stock to satisfy stock option exercises.

Restricted stock activity under the equity plans is as follows:

	Number	Weighted
	of Shares	Average Grant
		Date Fair
		Value
Total Restricted Stock Award		
Nonvested shares at January 1, 2018	181,185	\$ 11.66
Granted	97,818	\$ 16.83
Vested	(83,265)	\$ 16.22
Forfeited or expired	(2,440)	\$ 12.65
Nonvested shares at December 31, 2018	193,298	\$ 11.04

As of December 31, 2018, there was \$2,091,000 of total unrecognized compensation cost related to nonvested restricted stock awards granted under the 2013 Plan. The cost is expected to be recognized over a weighted-average period of approximately 2.56 years.

The Company has two share based compensation plans. Total compensation cost has been charged against income for those plans was \$1,817,000, \$1,750,000, \$1,594,000, for 2018, 2017, and 2016, respectively. The total income tax

benefit was \$424,000, \$146,000, and \$0 for 2018, 2017, and 2016, respectively.

14) Benefit Plans

401(k) Savings Plan

The Company offers a 401(k) savings plan that allows employees to contribute up to a maximum percentage of their compensation, as established by the Internal Revenue Code. The Company made a discretionary matching contribution of up to \$2,500 and \$2,000 for each employee's contributions in 2018 and 2017, respectively. Contribution expense was \$749,000, \$535,000, and \$454,000 in 2018, 2017 and 2016, respectively.

134

Table of Contents

Employee Stock Ownership Plan

The Company sponsors a non-contributory employee stock ownership plan. To participate in this plan, an employee must have worked at least 1,000 hours during the year and must be employed by the Company at year end. Employer contributions to the ESOP are discretionary. The Company has suspended contributions to the ESOP since 2010. At December 31, 2018, the ESOP owned 108,270 shares of the Company's common stock.

Deferred Compensation Plan

The Company has a nonqualified deferred compensation plan for some of its employees. Under the deferred compensation plan, an employee may defer up to 100% of his or her bonus and 50% of their regular salary into a deferred account. Amounts deferred are invested in a portfolio of approved investment choices as directed by the employee. Amounts deferred by employees to the deferred compensation plan will be distributed at a future date they have selected or upon termination of employment. There were seven employees who elected to participate in the deferred compensation plan during 2018 and 2017.

Nonqualified Defined Benefit Pension Plan

The Company has a supplemental retirement plan ("SERP") covering some current and some former key executives and directors. The SERP is an unfunded, nonqualified defined benefit plan. The combined number of active and retired/terminated participants in the SERP was 52 at December 31, 2018. The defined benefit represents a stated amount for key executives and directors that generally vests over nine years and is reduced for early retirement. The projected benefit obligation is included in "Accrued interest payable and other liabilities" on the consolidated balance sheets. The SERP has no assets and the projected benefit obligation is unfunded. The measurement date of the SERP is December 31.

The following table sets forth the SERP's status at December 31:

	2018	2017
	(Dollars in thousands)	
Change in projected benefit obligation:		
Projected benefit obligation at beginning of year	\$ 28,510	\$ 27,376
Service cost	249	325
Actuarial loss (gain)	(1,885)	790
Interest cost	947	1,034
Benefits paid	(1,040)	(1,015)
Projected benefit obligation at end of year	\$ 26,781	\$ 28,510
Amounts recognized in accumulated other comprehensive loss:		
Net actuarial loss	\$ 5,672	\$ 7,849

Weighted average assumptions used to determine the benefit obligation at year end:

	2018	2017
Discount rate	4.03 %	3.38 %
Rate of compensation increase	N/A	N/A

Table of Contents

Estimated benefit payments over the next ten years, which reflect anticipated future events, service and other assumptions, are as follows:

Year	Estimated Benefit Payments (Dollars in thousands)
2019	\$ 1,283
2020	1,672
2021	1,696
2022	1,863
2023	1,974
2024 to 2028	10,451
	\$ 18,939

The components of pension cost for the SERP follow:

	2018	2017
	(Dollars in thousands)	
Components of net periodic benefit cost:		
Service cost	\$ 249	\$ 325
Interest cost	947	1,034
Amortization of net actuarial loss	292	276
Net periodic benefit cost	\$ 1,488	\$ 1,635

The components of net periodic benefit cost other than the service cost component are included in the line item "other noninterest expense" in the Consolidated Statements of Income. The estimated net actuarial loss and prior service cost for the SERP that will be amortized from Accumulated Other Comprehensive Loss into net periodic benefit cost over the next fiscal year are \$183,000 and \$292,000 as of December 31, 2018 and 2017, respectively.

Net periodic benefit cost was determined using the following assumption:

	2018	2017
Discount rate	3.38 %	3.85 %
Rate of compensation increase	N/A	N/A

Split Dollar Life Insurance Benefit Plan

The Company maintains life insurance policies for some current and some former directors and officers that are subject to split dollar life insurance agreements, which continues after the participant's employment and retirement. All participants are fully vested in their split dollar life insurance benefits. The accrued benefit liability for the split dollar

insurance agreements represents either the present value of the future death benefits payable to the participants' beneficiaries or the present value of the estimated cost to maintain life insurance, depending on the contractual terms of the participant's underlying agreement.

The split dollar life insurance projected benefit obligation is included in "Accrued interest payable and other liabilities" on the consolidated balance sheets. The measurement date of the split dollar life insurance benefit plan is December 31.

136

Table of Contents

The following sets forth the funded status of the split dollar life insurance benefits:

	December 31, 2018	December 31, 2017
	(Dollars in thousands)	
Change in projected benefit obligation:		
Projected benefit obligation at beginning of year	\$ 6,711	\$ 6,301
Interest cost	227	243
Actuarial loss (gain)	(35)	167
Projected benefit obligation at end of period	\$ 6,903	\$ 6,711

Amounts recognized in accumulated other comprehensive loss at December 31 consist of:

	December December 31, 2018	December December 31, 2017
	(Dollars in thousands)	
Net actuarial loss	\$ 2,573	\$ 2,453
Prior transition obligation	1,149	1,238
Accumulated other comprehensive loss	\$ 3,722	\$ 3,691

Weighted average assumption used to determine the benefit obligation at year end follow:

	2018	2017
Discount rate	4.03 %	3.38 %

Components of net periodic benefit cost during the year are:

	2018	2017
	(Dollars in thousands)	
Amortization of prior transition obligation	\$ (65)	\$ (71)
Interest cost	227	243
Net periodic benefit cost	\$ 162	\$ 172

The estimated net actuarial loss and prior transition obligation for the split dollar life insurance benefit plan that will be amortized from accumulated other comprehensive loss into net periodic benefit cost over the next fiscal year are \$90,000 as of December 31, 2018 and 2017.

Weighted average assumption used to determine the net periodic benefit cost:

	2018	2017
Discount rate	3.38 %	3.85 %

15) Fair Value

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

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

Level 2: Significant other observable inputs other than Level 1 prices such as quoted prices for similar assets or liabilities in active markets; quoted prices for identical assets or liabilities in markets that are not active; or other inputs that are observable or can be corroborated by observable market data (for example, interest rates and yield curves observable at commonly quoted intervals, prepayment speeds, credit risks, and default rates).

Table of Contents

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

Financial Assets and Liabilities Measured on a Recurring Basis

The fair values of securities available-for-sale are determined by obtaining quoted prices on nationally recognized securities exchanges (Level 1 inputs) or matrix pricing, which is a mathematical technique widely used in the industry to value debt securities without relying exclusively on quoted prices for the specific securities, but rather by relying on the securities' relationship to other benchmark quoted securities (Level 2 inputs). The Company uses matrix pricing (Level 2 inputs) to establish the fair value of its securities available-for-sale.

The fair value of interest only ("I/O") strip receivable assets is based on a valuation model used by a third party. The Company is able to compare the valuation model inputs and results to widely available published industry data for reasonableness (Level 2 inputs).

	Balance (Dollars in thousands)	Fair Value Measurements Using		
		Quoted Prices for Active Markets for Identical Assets (Level 1)	Observable Market Inputs (Level 2)	Significant Unobservable Inputs (Level 3)
Assets at December 31, 2018				
Available-for-sale securities:				
Agency mortgage-backed securities	\$ 302,854	—	\$ 302,854	—
U.S. Treasury	148,753	—	148,753	—
U.S. Government sponsored entities	7,436	—	7,436	—
I/O strip receivables	568	—	568	—
Assets at December 31, 2017				
Available-for-sale securities:				
Agency mortgage-backed securities	\$ 374,733	—	\$ 374,733	—
Trust preferred securities	17,119	—	17,119	—
I/O strip receivables	968	—	968	—

There were no transfers between Level 1 and Level 2 during the year for assets measured at fair value on a recurring basis.

Financial Assets and Liabilities Measured on a Non Recurring Basis

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

Table of Contents

	Balance	Fair Value Measurements Using		
		Quoted Prices in Active Markets for Identical Assets (Level 1)	Significant Other Observable Inputs (Level 2)	Significant Unobservable Inputs (Level 3)
Assets at December 31, 2018				
Impaired loans - held-for-investment:				
Commercial	\$ 702	—	—	\$ 702
	\$ 702	—	—	\$ 702
Assets at December 31, 2017				
Impaired loans - held-for-investment:				
Commercial	\$ 242	—	—	\$ 242
Real estate:				
Land and construction	119	—	—	119
	\$ 361	—	—	\$ 361

The following table shows the detail of the impaired loans held-for-investment and the impaired loans held-for-investment carried at fair value for the periods indicated:

	December 31, 2018	December 31, 2017
	(Dollars in thousands)	
Impaired loans held-for-investment:		
Book value of impaired loans held-for-investment carried at fair value	\$ 7,646	\$ 651
Book value of impaired loans held-for-investment carried at cost	7,494	2,123
Total impaired loans held-for-investment	\$ 15,140	\$ 2,774
Impaired loans held-for-investment carried at fair value:		
Book value of impaired loans held-for-investment carried at fair value	\$ 7,646	\$ 651
Specific valuation allowance	(6,944)	(290)
Impaired loans held-for-investment carried at fair value, net	\$ 702	\$ 361

Impaired loans held for investment were \$15,140,000 at December 31, 2018. In addition, these loans had a specific valuation allowance of \$6,944,000 at December 31, 2018. Impaired loans held for investment totaling \$7,646,000 at December 31, 2018 were carried at fair value as a result of partial charge offs and specific valuation allowances at year end. The remaining \$7,494,000 of impaired loans were carried at cost at December 31, 2018, as the fair value of the collateral exceeded the cost basis of each respective loan. Partial charge offs and changes in specific valuation allowances during 2018 on impaired loans held for investment carried at fair value at December 31, 2018 resulted in an additional provision for loan losses of \$7,042,000.

At December 31, 2018, there were no foreclosed assets.

Impaired loans held for investment were \$2,774,000 at December 31, 2017. In addition, these loans had a specific valuation allowance of \$290,000 at December 31, 2017. Impaired loans held for investment totaling \$651,000 at December 31, 2017 were carried at fair value as a result of partial charge offs and specific valuation allowances at year end. The remaining \$2,123,000 of impaired loans were carried at cost at December 31, 2017, as the fair value of the collateral exceeded the cost basis of each respective loan. Partial charge offs and changes in specific valuation allowances during 2017 on impaired loans held for investment carried at fair value at December 31, 2017 resulted in an additional provision for loan losses of \$254,000.

At December 31, 2017, there were no foreclosed assets.

Table of Contents

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, 2018 and 2017:

	December 31, 2018		Unobservable Inputs	Range (Weighted Average)
	Fair Value	Valuation Techniques (Dollars in thousands)		
Impaired loans - held-for-investment: Commercial	\$ 702	Market Approach	Discount adjustment for differences between comparable sales	0% to 1%
	December 31, 2017		Unobservable Inputs	Range (Weighted Average)
	Fair Value	Valuation Techniques (Dollars in thousands)		
Impaired loans - held-for-investment: Commercial	\$ 242	Market Approach	Discount adjustment for differences between comparable sales	Less than 1%
Real estate: Land and construction	119	Market Approach	Discount adjustment for differences between comparable sales	Less than 1%

The Company obtains third party appraisals on its impaired loans held for investment and foreclosed assets to determine fair value. Generally, the third party appraisals apply the “market approach,” which is a valuation technique that uses prices and other relevant information generated by market transactions involving identical or comparable (that is, similar) assets, liabilities, or a group of assets and liabilities, such as a business. Adjustments are then made based on the type of property, age of appraisal, current status of property and other related factors to estimate the current value of collateral.

The carrying amounts and estimated fair values of financial instruments at December 31, 2018 are as follows:

Estimated Fair Value	
Quoted Prices in	Other
Significant	Significant

Edgar Filing: Bunge LTD - Form 10-Q

	Carrying Amounts (Dollars in thousands)	Active Markets Identical Assets (Level 1)	Observable Inputs (Level 2)	Unobservable Inputs (Level 3)	Total
Assets:					
Cash and cash equivalents	\$ 164,568	\$ 164,568	\$ —	\$ —	\$ 164,568
Securities available-for-sale	459,043	—	459,043	—	459,043
Securities held-to-maturity	377,198	—	366,175	—	366,175
Loans (including loans held-for-sale), net	1,861,206	—	2,649	1,826,654	1,829,303
FHLB stock, FRB stock, and other investments	25,216	—	—	—	N/A
Accrued interest receivable	9,577	—	2,871	6,706	9,577
I/O strips receivables	568	—	568	—	568
Liabilities:					
Time deposits	\$ 147,560	\$ —	\$ 147,916	\$ —	\$ 147,916
Other deposits	2,489,972	—	2,489,972	—	2,489,972
Subordinated debt	39,369	—	38,969	—	38,969
Accrued interest payable	497	—	497	—	497

Table of Contents

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

	Carrying Amounts (Dollars in thousands)	Estimated Fair Value			Total
		Quoted Prices in Active Markets for Identical Assets (Level 1)	Other Observable Inputs (Level 2)	Significant Unobservable Inputs (Level 3)	
Assets:					
Cash and cash equivalents	\$ 316,222	\$ 316,222	\$ —	\$ —	\$ 316,222
Securities available-for-sale	391,852	—	391,852	—	391,852
Securities held-to-maturity	398,341	—	394,292	—	394,292
Loans (including loans held-for-sale), net	1,566,428	—	3,419	1,507,967	1,511,386
FHLB stock, FRB stock, and other investments	17,911	—	—	—	N/A
Accrued interest receivable	7,985	—	2,423	5,562	7,985
I/O strips receivables	968	—	968	—	968
Liabilities:					
Time deposits	\$ 194,561	\$ —	\$ 194,844	\$ —	\$ 194,844
Other deposits	2,288,428	—	2,288,428	—	2,288,428
Subordinated debt	39,183	—	40,384	—	40,384
Accrued interest payable	389	—	389	—	389

The methods utilized to estimate the fair value of financial instruments at December 31, 2017 did not necessarily represent an exit price. In accordance with our adoption of ASU 2016-01 in 2018, the methods utilized to measure the fair value of financial instruments at December 31, 2018 represent an approximation of exit price, however, an actual exit price may differ.

16) Commitments and Contingencies

Financial Instruments with Off Balance Sheet Risk

HBC is a party to financial instruments with off balance sheet risk in the normal course of business to meet the financing needs of its clients. These financial instruments include commitments to extend credit and standby letters of credit. Those instruments involve, to varying degrees, elements of credit and interest rate risk in excess of the amounts recognized in the balance sheets.

HBC's exposure to credit loss in the event of non performance of the other party to the financial instrument for commitments to extend credit and standby letters of credit is represented by the contractual amount of those instruments. HBC uses the same credit policies in making commitments and conditional obligations as it does for

Edgar Filing: Bunge LTD - Form 10-Q

on balance sheet instruments. Credit risk is the possibility that a loss may occur because a party to a transaction failed to perform according to the terms of the contract. HBC controls the credit risk of these transactions through credit approvals, limits, and monitoring procedures. Management does not anticipate any significant losses as a result of these transactions.

Commitments to extend credit were as follows:

	December 31, 2018		December 31, 2017	
	Fixed Rate	Variable Rate	Fixed Rate	Variable Rate
	(Dollars in thousands)			
Unused lines of credit and commitments to make loans	\$ 130,871	\$ 593,839	\$ 102,505	\$ 570,190
Standby letters of credit	2,770	12,899	3,972	10,715
	\$ 133,641	\$ 606,738	\$ 106,477	\$ 580,905

Commitments generally expire within one year.

Table of Contents

Standby letters of credit are written with conditional commitments issued by HBC to guarantee the performance of a client to a third party. The credit risk involved in issuing letters of credit is essentially the same as that involved in extending loan facilities to clients.

The Company is required to maintain interest bearing reserves. Reserve requirements are based on a percentage of certain deposits. As of December 31, 2018, the Company maintained reserves of \$8,310,000 in the form of vault cash and balances at the Federal Reserve Bank of San Francisco, which satisfied the regulatory requirements.

Loss Contingencies

The Company is involved in certain legal actions arising from normal business activities. Management, based upon the advice of legal counsel, believes the ultimate resolution of all pending legal actions will not have a material effect on the financial statements of the Company.

17) Shareholders' Equity and Earnings Per Share

Dividends—On January 24, 2019, the Company announced that its Board of Directors declared a \$0.12 per share quarterly cash dividend to holders of common stock. The dividend was paid on February 21, 2019, to shareholders of record at close of business day on February 7, 2019.

Earnings Per Share -- Basic earnings per common share is computed by dividing net income, less dividends and discount accretion on preferred stock, by the weighted average common shares outstanding. The Series C Preferred Stock participated in the earnings of the Company prior to the exchange for common stock and, therefore, the shares issued on the conversion of the Series C Preferred Stock were considered outstanding under the two class method of computing basic earnings per common share during periods of earnings. Diluted earnings per share reflect potential dilution from outstanding stock options using the treasury stock method. There were 534,106, 346,500, and 759,007 stock options for the years ended December 31, 2018, 2017 and 2016, respectively, considered to be antidilutive and excluded from the computation of diluted earnings per share. A reconciliation of these factors used in computing basic and diluted earnings per common share is as follows:

	Year Ended December 31,		
	2018	2017	2016
	(Dollars in thousands, except per share amounts)		
Net income available to common shareholders	\$ 35,331	\$ 23,828	\$ 25,869
Less: undistributed earnings allocated to Series C Preferred Stock	—	—	(1,278)
Distributed and undistributed earnings allocated to common shareholders	\$ 35,331	\$ 23,828	\$ 24,591
Weighted average common shares outstanding for basic earnings per common share	41,469,211	38,095,250	33,933,806
Dilutive potential common shares	713,728	515,565	285,315
	42,182,939	38,610,815	34,219,121

Edgar Filing: Bunge LTD - Form 10-Q

Shares used in computing diluted earnings per common
share

Basic earnings per share	\$ 0.85	\$ 0.63	\$ 0.72
Diluted earnings per share	\$ 0.84	\$ 0.62	\$ 0.72

142

Table of Contents

18) Capital Requirements

The Company and its subsidiary bank are subject to various regulatory capital requirements administered by the banking agencies. Failure to meet 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 financial statements and operations. Under capital adequacy guidelines and the regulatory framework for prompt corrective action, the Company and HBC must meet specific capital guidelines that involve quantitative measures of assets, liabilities, and certain off balance sheet items as calculated under regulatory accounting practices. Capital amounts and classifications are also subject to qualitative judgments by the regulators about components, risk weightings, and other factors. There are no conditions or events since December 31, 2018, that management believes have changed the categorization of the Company or HBC as “well-capitalized.”

As of January 1, 2015, HCC and HBC along with other community banking organizations became subject to new capital requirements and certain provisions of the new rules will be phased in from 2015 through 2019. The Federal Banking regulators approved the new rules to implement the revised capital adequacy standards of the Basel Committee on Banking Supervision, commonly called Basel III, and address relevant provisions of The Dodd Frank Wall Street Reform and Consumer Protection Act of 2010, as amended. The new capital rules establish a “capital conservation buffer,” which must consist entirely of common equity Tier 1 capital. The capital conservation buffer is to be phased-in over four years beginning on January 1, 2016. The buffer will be 0.625% of risk-weighted assets for 2016, 1.25% for 2017, 1.875% for 2018, and 2.5% for 2019 and thereafter. The Company and HBC must maintain a capital conservation buffer above the minimum risk-based capital requirements in order to avoid certain limitations on capital distributions, stock repurchases and discretionary bonus payments to executive officers. The Company’s consolidated capital ratios and the Bank’s capital ratios exceeded the regulatory guidelines for a well-capitalized financial institution under the Basel III regulatory requirements at December 31, 2018.

Quantitative measures established by regulation to help ensure capital adequacy require the Company and HBC to maintain minimum amounts and ratios (set forth in the tables below) of total, Tier 1 capital, and common equity Tier 1 capital (as defined in the regulations) to risk weighted assets (as defined), and of Tier 1 capital to average assets (as defined). Management believes that, as of December 31, 2018 and December 31, 2017, the Company and HBC met all capital adequacy guidelines to which they were subject.

The Company’s consolidated capital amounts and ratios are presented in the following table, together with capital adequacy requirements, under the Basel III regulatory requirements as of December 31, 2018, and December 31, 2017.

Actual	Required For Capital Adequacy Purposes Under Basel III
--------	--

Edgar Filing: Bunge LTD - Form 10-Q

	Amount	Ratio		Amount	Ratio (1)	
	(Dollars in thousands)					
As of December 31, 2018						
Total Capital (to risk-weighted assets)	\$ 344,597	15.0 %		\$ 227,514	9.875 %	
Tier 1 Capital (to risk-weighted assets)	\$ 276,675	12.0 %		\$ 181,435	7.875 %	
Common Equity Tier 1 Capital (to risk-weighted assets)	\$ 276,675	12.0 %		\$ 146,876	6.375 %	
Tier 1 Capital (to average assets)	\$ 276,675	8.9 %		\$ 124,726	4.000 %	

(1)Includes 1.875% capital conservation buffer, effective January 1, 2018, except the Tier 1 Capital to average assets ratio.

Table of Contents

	Actual		Required For Capital Adequacy Purposes Under Basel III			
	Amount	Ratio	Amount	Ratio (1)		
	(Dollars in thousands)					
As of December 31, 2017						
Total Capital (to risk-weighted assets)	\$ 288,754	14.4 %	\$ 185,338	9.250	%	
Tier 1 Capital (to risk-weighted assets)	\$ 229,258	11.4 %	\$ 145,265	7.250	%	
Common Equity Tier 1 Capital (to risk-weighted assets)	\$ 229,258	11.4 %	\$ 115,210	5.750	%	
Tier 1 Capital (to average assets)	\$ 229,258	8.0 %	\$ 114,959	4.000	%	

(1)Includes 1.25% capital conservation buffer, effective January 1, 2017, except the Tier 1 Capital to average assets ratio.

HBC's actual capital amounts and ratios are presented in the following table, together with capital adequacy requirements, under the Basel III regulatory requirements as of December 31, 2018, and December 31, 2017.

	Actual		To Be Well-Capitalized Under Basel III Regulatory Requirements			Required For Capital Adequacy Purposes Under Basel III	
	Amount	Ratio	Amount	Ratio	Amount	Ratio	
	(Dollars in thousands)					(1)	
As of December 31, 2018							
Total Capital (to risk-weighted assets)	\$ 322,283	14.0 %	\$ 230,275	10.0 %	\$ 227,397	9.875 %	
Tier 1 Capital (to risk-weighted assets)	\$ 293,730	12.8 %	\$ 184,220	8.0 %	\$ 181,342	7.875 %	
Common Equity Tier 1 Capital (to risk-weighted assets)	\$ 293,730	12.8 %	\$ 149,679	6.5 %	\$ 146,800	6.375 %	
Tier 1 Capital (to average assets)	\$ 293,730	9.4 %	\$ 155,832	5.0 %	\$ 124,666	4.000 %	

(1)Includes 1.875% capital conservation buffer, effective January 1, 2018, except the Tier 1 Capital to average assets ratio.

144

Table of Contents

	Actual		To Be Well-Capitalized Under Basel III Regulatory Requirements				Required For Capital Adequacy Purposes Under Basel III	
	Amount	Ratio	Amount	Ratio	Amount	Ratio		
	(Dollars in thousands)					(1)		
As of December 31, 2017								
Total Capital (to risk-weighted assets)	\$ 265,102	13.2 %	\$ 200,274	10.0 %	\$ 185,253	9.250 %		
Tier 1 Capital (to risk-weighted assets)	\$ 244,790	12.2 %	\$ 160,219	8.0 %	\$ 145,198	7.250 %		
Common Equity Tier 1 Capital (to risk-weighted assets)	\$ 244,790	12.2 %	\$ 130,178	6.5 %	\$ 115,157	5.750 %		
Tier 1 Capital (to average assets)	\$ 244,790	8.5 %	\$ 143,655	5.0 %	\$ 114,924	4.000 %		

(1)Includes 1.25% capital conservation buffer, effective January 1, 2017, except the Tier 1 Capital to average assets ratio.

The Subordinated Debt, net of unamortized issuance costs, totaled \$39,369,000 at December 31, 2018, and qualifies as Tier 2 capital for the Company under the guidelines established by the Federal Reserve Bank.

Under California General Corporation Law, the holders of common stock are entitled to receive dividends when and as declared by the Board of Directors, out of funds legally available. The California Financial Code provides that a state licensed bank may not make a cash distribution to its shareholders in excess of the lesser of the following: (i) the bank's retained earnings; or (ii) the bank's net income for its last three fiscal years, less the amount of any distributions made by the bank to its shareholders during such period. However, a bank, with the prior approval of the Commissioner of the California Department of Business Oversight—Division of Financial Institutions (“DBO”) may make a distribution to its shareholders of an amount not to exceed the greater of (i) a bank's retained earnings; (ii) its net income for its last fiscal year; or (iii) its net income for the current fiscal year. Also with the prior approval of the Commissioner of the DBO and the shareholders of the bank, the bank may make a distribution to its shareholders, as a reduction in capital of the bank. In the event that the Commissioner determines that the shareholders' equity of a bank is inadequate or that the making of a distribution by a bank would be unsafe or unsound, the Commissioner may order a bank to refrain from making such a proposed distribution. As of December 31, 2018, HBC would not be required to obtain regulatory approval, and the amount available for cash dividends is \$22,057,000. Similar restrictions applied to the amount and sum of loan advances and other transfers of funds from HBC to the parent company. HBC distributed dividends totaling \$17,000,000 and \$16,000,000 for the years ended December 31, 2018 and 2017, respectively.

19) Revenue Recognition

On January 1, 2018, the Company adopted ASU No. 2014-09 (Topic 606) and all subsequent ASUs that modified Topic 606. As stated in Note 1 Basis of Presentation, the implementation of the new standard did not have a material impact on the measurement or recognition of revenue; as such, a cumulative effect adjustment to opening retained earnings was not deemed necessary. Results for reporting periods beginning after January 1, 2018 are presented under Topic 606, while prior period amounts were not adjusted and continue to be reported in accordance with our historic accounting under Topic 605.

Topic 606 does not apply to revenue associated with financial instruments, including revenue from loans and securities. In addition, certain noninterest income streams such as fees associated with mortgage servicing rights, financial guarantees, gain on sale of securities, bank-owned life insurance, gain on sales of SBA loans, and certain credit card fees are also not in scope of the new guidance. Topic 606 is applicable to noninterest revenue streams such as deposit related fees, interchange fees, and merchant income. However, the recognition of these revenue streams did not change significantly upon adoption of Topic 606. Substantially all of the Company's revenue is generated from contracts with customers. The following noninterest income revenue streams are in-scope of Topic 606:

Service charges and fees on deposit accounts consist of account analysis fees (i.e., net fees earned on analyzed business and public checking accounts), monthly service fees, check orders, and other deposit account related fees. We

145

Table of Contents

sometimes charge customers fees that are not specifically related to the customer accessing its funds, such as account maintenance or dormancy fees. The amount of deposit fees assessed varies based on a number of factors, such as the type of customer and account, the quantity of transactions, and the size of the deposit balance. We charge, and in some circumstances do not charge, fees to earn additional revenue and influence certain customer behavior. An example would be where we do not charge a monthly service fee, or do not charge for certain transactions, for customers that have a high deposit balance. Deposit fees are considered either transactional in nature (such as wire transfers, nonsufficient fund fees, and stop payment orders) or non-transactional (such as account maintenance and dormancy fees). These fees are recognized as earned or as transactions occur and services are provided. Check orders and other deposit account related fees are largely transactional based and, therefore, the Company's performance obligation is satisfied, and related revenue recognized, at a point in time. Payment for service charges on deposit accounts is primarily received immediately or in the following month through a direct charge to customers' accounts.

The following presents noninterest income, segregated by revenue streams in-scope and out-of-scope of Topic 606, for the periods indicated:

	Year Ended	
	December 31,	
	2018	2017
	(Dollars in thousands)	
Noninterest Income In-scope of Topic 606:		
Service charges and fees on deposit accounts	\$ 4,113	\$ 3,231
Noninterest Income Out-of-scope of Topic 606	5,461	6,381
Total noninterest income	\$ 9,574	\$ 9,612

20) Noninterest Expense

The following table indicates the percentage of noninterest expense in each category for the periods indicated:

	Year Ended December 31,		
	2018	2017	2016
	(Dollars in thousands)		
Salaries and employee benefits	\$ 40,193	\$ 35,719	\$ 33,386
Other acquisition and integration related costs	5,598	671	—
Occupancy and equipment	5,411	4,578	4,378
Severance and retention acquisition costs (1)	3,569	—	—
Professional fees	2,891	2,982	3,471
Software subscriptions	2,343	1,831	1,573
Data processing	1,978	1,483	1,331
Amortization of intangible assets	1,943	1,361	1,568
Insurance expense	1,685	1,529	1,275
Recovery of legal fees (2)	(922)	—	—

Edgar Filing: Bunge LTD - Form 10-Q

Other	10,832	10,584	10,657
Total	\$ 75,521	\$ 60,738	\$ 57,639

(1) Included in Salaries and employee benefits in the Consolidated Statements of Income.

(2) Included in Professional fees in the Consolidated Statements of Income.

Table of Contents

21) Business Segment Information

The following presents the Company's operating segments. The Company operates through two business segments: Banking segment and Factoring segment. Transactions between segments consist primarily of borrowed funds. Intersegment interest expense is allocated to the Factoring segment based on the Company's prime rate and funding costs. The provision for loan loss is allocated based on the segment's allowance for loan loss determination which considers the effects of charge-offs. Noninterest income and expense directly attributable to a segment are assigned to it. Taxes are paid on a consolidated basis and allocated for segment purposes. The Factoring segment includes only factoring originated by Bay View Funding.

	Year Ended December 31, 2018		
	Banking(1)	Factoring	Consolidated
	(Dollars in thousands)		
Interest income	\$ 115,147	\$ 14,698	\$ 129,845
Intersegment interest allocations	1,856	(1,856)	—
Total interest expense	7,822	—	7,822
Net interest income	109,181	12,842	122,023
Provision for loan losses	7,224	197	7,421
Net interest income after provision	101,957	12,645	114,602
Noninterest income	8,662	912	9,574
Noninterest expense (2)	69,164	6,357	75,521
Intersegment expense allocations	753	(753)	—
Income before income taxes	42,208	6,447	48,655
Income tax expense	11,418	1,906	13,324
Net income	\$ 30,790	\$ 4,541	\$ 35,331
Total assets	\$ 3,028,721	\$ 67,841	\$ 3,096,562
Loans, net of deferred fees	\$ 1,832,815	\$ 53,590	\$ 1,886,405
Goodwill	\$ 70,709	\$ 13,044	\$ 83,753

(1)Includes the holding company's results of operations.

(2)The banking segment's noninterest expense includes acquisition costs of \$9,167,000.

Table of Contents

	Year Ended December 31, 2017		
	Banking(1)	Factoring	Consolidated
	(Dollars in thousands)		
Interest income	\$ 95,027	\$ 11,884	\$ 106,911
Intersegment interest allocations	1,126	(1,126)	—

Edgar Filing: Bunge LTD - Form 10-Q

Total interest expense	5,387	—	5,387
Net interest income	90,766	10,758	101,524
Provision for loan losses	102	(3)	99
Net interest income after provision	90,664	10,761	101,425
Noninterest income	8,559	1,053	9,612
Noninterest expense (2)	53,860	6,878	60,738
Intersegment expense allocations	528	(528)	—
Income before income taxes	45,891	4,408	50,299
Income tax expense (3)	24,266	2,205	26,471
Net income	\$ 21,625	\$ 2,203	\$ 23,828
<hr/>			
Total assets	\$ 2,780,286	\$ 63,166	\$ 2,843,452
Loans, net of deferred fees	\$ 1,533,841	\$ 48,826	\$ 1,582,667
Goodwill	\$ 32,620	\$ 13,044	\$ 45,664

(1)Includes the holding company's results of operations.

(2)Includes \$671,000 pre-tax acquisition costs related to the Tri-Valley and United American proposed mergers in the banking segment.

(3)Includes \$7,103,000 of expense associated with remeasurement of the net DTA, of which \$6,749,000 was in the banking segment, and \$354,000 was in the factoring segment.

	Year Ended December 31, 2016		
	Banking(1)	Factoring	Consolidated
	(Dollars in thousands)		
Interest income	\$ 82,175	\$ 12,256	\$ 94,431
Intersegment interest allocations	1,163	(1,163)	—
Total interest expense	3,211	—	3,211
Net interest income	80,127	11,093	91,220
Provision for loan losses	1,181	56	1,237
Net interest income after provision	78,946	11,037	89,983
Noninterest income	10,821	804	11,625
Noninterest expense	50,298	7,341	57,639
Intersegment expense allocations	804	(804)	—
Income before income taxes	40,273	3,696	43,969
Income tax expense	15,036	1,552	16,588
Net income	\$ 25,237	\$ 2,144	\$ 27,381
<hr/>			
Total assets	\$ 2,507,121	\$ 63,759	\$ 2,570,880
Loans, net of deferred fees	\$ 1,452,991	\$ 49,616	\$ 1,502,607
Goodwill	\$ 32,620	\$ 13,044	\$ 45,664

(1) Includes the holding company's results of operations.

Table of Contents

22) Parent Company only Condensed Financial Information

The condensed financial statements of Heritage Commerce Corp (parent company only) are as follows:

Condensed Balance Sheets

	December 31,	
	2018	2017
	(Dollars in thousands)	
Assets		
Cash and cash equivalents	\$ 21,358	\$ 22,940
Investment in subsidiary bank	384,516	286,770
Other assets	1,194	916
Total assets	\$ 407,068	\$ 310,626
Liabilities and Shareholders' Equity		
Subordinated debt, net of issuance costs	39,369	39,183
Other liabilities	233	204
Shareholders' equity	367,466	271,239
Total liabilities and shareholders' equity	\$ 407,068	\$ 310,626

Condensed Statements of Operations

	Year Ended December 31,		
	2018	2017	2016
	(Dollars in thousands)		
Dividend from subsidiary bank	\$ 17,000	\$ 16,000	\$ 18,000
Other income	—	114	—
Interest expense	(2,315)	(1,394)	(11)
Other expenses	(3,030)	(2,270)	(2,568)
Income before income taxes and equity in net income of subsidiary bank	11,655	12,450	15,421
Equity in undistributed net income of subsidiary bank:			
Undistributed net income of subsidiary bank	22,161	10,078	10,897
Income tax benefit	1,515	1,300	1,063
Net income	35,331	23,828	27,381
Dividends and discount accretion on preferred stock	—	—	(1,512)
Net income available to common shareholders	\$ 35,331	\$ 23,828	\$ 25,869

Table of Contents

Condensed Statements of Cash Flows

	Year Ended December 31,		
	2018	2017	2016
	(Dollars in thousands)		
Cash flows from operating activities:			
Net Income	\$ 35,331	\$ 23,828	\$ 27,381
Adjustments to reconcile net income to net cash provided by operations:			
Amortization of restricted stock award, net	1,109	912	479
Equity in undistributed net income of subsidiary bank	(22,161)	(10,078)	(10,897)
Net change in other assets and liabilities	(64)	224	(109)
Net cash provided by operating activities	14,215	14,886	16,854
Cash flows from financing activities:			
Net change in purchased funds and other short-term borrowings	—	—	(3,000)
Equity investment in subsidiary bank	—	(20,000)	—
Payment of cash dividends	(18,464)	(15,238)	(13,627)
Proceeds from issuance of subordinated debt, net of issuance costs	—	39,073	—
Proceeds from exercise of stock options	2,667	1,368	938
Net cash provided by (used in) financing activities	(15,797)	5,203	(15,689)
Net increase (decrease) in cash and cash equivalents	(1,582)	20,089	1,165
Cash and cash equivalents, beginning of year	22,940	2,851	1,686
Cash and cash equivalents, end of year	\$ 21,358	\$ 22,940	\$ 2,851

23) Quarterly Financial Data (Unaudited)

The following table discloses the Company's selected unaudited quarterly financial data:

	Quarter Ended			
	12/31/2018	9/30/2018	6/30/2018	3/31/2018
	(Dollars in thousands, except per share amounts)			
Interest income	\$ 35,378	\$ 34,610	\$ 31,980	\$ 27,877
Interest expense	2,318	2,159	1,816	1,529
Net interest income	33,060	32,451	30,164	26,348
Provision (credit) for loan losses	142	(425)	7,198	506
Net interest income after provision for loan losses	32,918	32,876	22,966	25,842
Noninterest income	2,393	2,206	2,780	2,195
Noninterest expense (1)	16,941	17,728	24,862	15,990
Income before income taxes	18,370	17,354	884	12,047
Income tax expense (benefit)	5,138	4,979	(31)	3,238
Net income	\$ 13,232	\$ 12,375	\$ 915	\$ 8,809
Earnings per common share				
Basic	\$ 0.31	\$ 0.29	\$ 0.02	\$ 0.23
Diluted	\$ 0.30	\$ 0.28	\$ 0.02	\$ 0.23

(1) Includes \$139,000, \$199,000, \$8,214,000, and \$615,000 pre-tax acquisition costs in the fourth, third, second and first quarters of 2018, respectively, related to the Tri-Valley and United American mergers.

150

Table of Contents

	Quarter Ended			
	12/31/2017	9/30/2017	6/30/2017	3/31/2017
	(Dollars in thousands, except per share amounts)			
Interest income	\$ 28,152	\$ 27,955	\$ 26,107	\$ 24,697
Interest expense	1,708	1,634	1,174	871
Net interest income	26,444	26,321	24,933	23,826
Provision for loan losses	(291)	115	(46)	321
Net interest income after provision for loan losses	26,735	26,206	24,979	23,505
Noninterest income	2,564	2,460	2,293	2,295
Noninterest expense (1)	15,322	14,834	15,254	15,328
Income before income taxes	13,977	13,832	12,018	10,472
Income tax expense (2)	12,719	5,249	4,569	3,934
Net income	\$ 1,258	\$ 8,583	\$ 7,449	\$ 6,538
Earnings per common share				
Basic	\$ 0.03	\$ 0.22	\$ 0.20	\$ 0.17
Diluted	\$ 0.03	\$ 0.22	\$ 0.19	\$ 0.17

(1) Includes \$671,000 pre-tax acquisition costs in the fourth quarter of 2017, related to the Tri-Valley and United American proposed mergers.

(2) Includes \$7,103,000 of expense associated with remeasurement of net DTA in the fourth quarter of 2017.

24) Subsequent Events

On January 24, 2019, the Company announced that its Board of Directors declared a \$0.12 per share quarterly cash dividend to holders of common stock. The dividend will be paid on February 21, 2019 to shareholders of record on February 7, 2019.

Heritage Bank of Commerce, the Company's banking subsidiary, has two secured commercial real estate nonaccrual loans outstanding to entities affiliated with DC Solar Solutions, Inc ("DC Solar"), with an aggregate principal amount of approximately \$3.3 million. In February, 2019, DC Solar and a number of its affiliates, including each of the borrowers of the loans, filed a Chapter 11 petition under the Bankruptcy Code. Also in February 2019, the Company became aware of an affidavit signed by a Federal Bureau of Investigation special agent filed in a related forfeiture action in the United States District Court for the Eastern District of California in which it is alleged that DC Solar, its principals and affiliates engaged in fraudulent conduct characterized as a "Ponzi scheme" involving tax credit investments. Neither Heritage Commerce Corp nor Heritage Bank of Commerce was an investor or a party in the DC Solar tax credit investments. There is no material effect on the Company's financial statements as of or for the year ended December 31, 2018.