COMMUNITY WEST BANCSHARES /
Form 10-Q
May 03, 2019

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

FORM 10-Q

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

For the quarterly period ended March 31, 2019 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: 000-23575

COMMUNITY WEST BANCSHARES
(Exact name of registrant as specified in its charter)

California	77-0446957
(State or other jurisdiction of incorporation or organization)	(I.R.S. Employer Identification No.)

445 Pine Avenue, Goleta, California	93117
(Address of principal executive offices)	(Zip Code)

(805) 692-5821
(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 has submitted electronically every Interactive Data File required to be submitted pursuant to Rule 405 of Regulation S-T (§232.405 of this chapter) during the preceding 12 months (or for such shorter period that the registrant was required to submit such files). YES NO

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

Large accelerated filer	Accelerated filer
Non-accelerated filer (Do not check if a smaller reporting company)	Smaller reporting company

Emerging growth company

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

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

Indicate the number of shares outstanding of each of the issuer's classes of common stock, as of the latest practicable date.

Common stock of the registrant issued and outstanding of 8,449,886 as of April 30, 2019.

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

Title of each class	Trading Symbol(s)	Name of each exchange on which registered
Common Stock	CWBC	NASDAQ

Table of Contents

Index	Page
Part I. Financial Information	
Item 1 – Financial Statements	
Consolidated Balance Sheets as of March 31, 2019 (unaudited) and December 31, 2018	3
Consolidated Income Statements for the three months ended March 31, 2019 and 2018 (unaudited)	4
Consolidated Statements of Comprehensive Income for the three months ended March 31, 2019 and 2018 (unaudited)	5
Consolidated Statement of Stockholders' Equity for the three months ended March 31, 2019 and 2018 (unaudited)	6
Consolidated Statements of Cash Flows for the three months ended March 31, 2019 and 2018 (unaudited)	7
Notes to Unaudited Consolidated Financial Statements	8

The financial statements included in this Form 10-Q should be read in conjunction with Community West Bancshares' Annual Report on Form 10-K for the fiscal year ended December 31, 2018.

Item 2 – Management's Discussion and Analysis of Financial Condition and Results of Operations	32
Item 3 – Quantitative and Qualitative Disclosures About Market Risk	46
Item 4 – Controls and Procedures	46
Part II. Other Information	
Item 1 – Legal Proceedings	47
Item 1A – Risk Factors	47
Item 2 – Unregistered Sales of Equity Securities and Use of Proceeds	47
Item 3 – Defaults Upon Senior Securities	47
Item 4 – Mine Safety Disclosures	47
Item 5 – Other Information	47
Item 6 – Exhibits	48
Signatures	48

Table of Contents

PART I – FINANCIAL INFORMATION

Item 1. Financial Statements

COMMUNITY WEST BANCSHARES
CONSOLIDATED BALANCE SHEETS

	March 31, 2019 (unaudited)	December 31, 2018
	(in thousands, except share amounts)	
Assets:		
Cash and due from banks	$ 1,900	$ 2,975
Federal funds sold	7	8
Interest-earning demand in other financial institutions	51,499	53,932
Cash and cash equivalents	53,406	56,915
Investment securities - available-for-sale, at fair value; amortized cost of $24,557 at March 31, 2019 and $25,222 at December 31, 2018	24,344	24,931
Investment securities - held-to-maturity, at amortized cost; fair value of $7,153 at March 31, 2019 and $7,269 at December 31, 2018	7,073	7,301
Investment securities - measured at fair value; amortized cost of $66 at March 31, 2019 and December 31, 2018.	145	121
Federal Home Loan Bank stock, at cost	2,714	2,714
Federal Reserve Bank stock, at cost	1,373	1,373
Loans:		
Held for sale, at lower of cost or fair value	46,995	48,355
Held for investment, net of allowance for loan losses of $8,648 at March 31, 2019 and $8,691 at December 31, 2018	714,423	711,197
Total loans	761,418	759,552
Premises and equipment, net	6,194	6,381
Other assets	25,727	18,003
Total assets	$ 882,394	$ 877,291
Liabilities:		
Deposits:		
Non-interest-bearing demand	$ 135,495	$ 108,161
Interest-bearing demand	287,095	270,431
Savings	15,128	14,641
Certificates of deposit ($250,000 or more)	91,580	93,439
Other certificates of deposit	205,431	229,334
Total deposits	734,729	716,006
Other borrowings	52,750	75,000
Other liabilities	18,462	10,134
Total liabilities	805,941	801,140
Stockholders’ equity:		
Common stock — no par value, 60,000,000 shares authorized; 8,449,886 shares issued and outstanding at March 31, 2019 and 8,533,346 at December 31, 2018	42,173	42,964
Retained earnings	34,414	33,328
Accumulated other comprehensive (loss)	(134)	(141)

Total stockholders' equity	76,453	76,151
Total liabilities and stockholders' equity	$ 882,394	$ 877,291

See the accompanying notes.

Table of Contents
COMMUNITY WEST BANCSHARES
CONSOLIDATED INCOME STATEMENTS (unaudited)

	Three Months Ended March 31, 2019	2018
	(in thousands, except per share amounts)	
Interest income:		
Loans, including fees	$ 10,541	$ 9,651
Investment securities and other	484	337
Total interest income	11,025	9,988
Interest expense:		
Deposits	2,444	1,443
Other borrowings	358	195
Total interest expense	2,802	1,638
Net interest income	8,223	8,350
(Credit) provision for loan losses	(57)	(144)
Net interest income after provision for loan losses	8,280	8,494
Non-interest income:		
Other loan fees	258	296
Document processing fees	87	117
Service charges	139	116
Other	120	110
Total non-interest income	604	639
Non-interest expenses:		
Salaries and employee benefits	4,381	4,149
Occupancy, net	782	784
Professional services	381	304
Data processing	224	212
FDIC assessment	170	214
Depreciation	213	167
Advertising and marketing	129	170
Stock based compensation	95	116
Other	342	417
Total non-interest expenses	6,717	6,533
Income before provision for income taxes	2,167	2,600
Provision for income taxes	657	786
Net income	$ 1,510	$ 1,814
Earnings per share:		
Basic	$ 0.18	$ 0.22
Diluted	$ 0.18	$ 0.21
Weighted average number of common shares outstanding:		
Basic	8,491	8,209
Diluted	8,604	8,686
Dividends declared per common share	$ 0.050	$ 0.040

See the accompanying notes.

Table of Contents
COMMUNITY WEST BANCSHARES
CONSOLIDATED STATEMENTS OF COMPREHENSIVE INCOME (unaudited)

	Three Months Ended March 31,	
	2019	2018
	(in thousands)	
Net income	$ 1,510	$ 1,814
Other comprehensive income, net:		
Unrealized (loss) income on securities available-for-sale (AFS), net (tax effect of ($5) and $27 for each respective period presented)	7	(39)
Net other comprehensive (loss) income	7	(39)
Comprehensive income	$ 1,517	$ 1,775

See the accompanying notes.

Table of Contents

COMMUNITY WEST BANCSHARES

CONSOLIDATED STATEMENTS OF STOCKHOLDERS' EQUITY (unaudited)

	Common Stock Shares	Common Stock Amount	Accumulated Other Comprehensive Income (Loss)	Retained Earnings	Total Stockholders' Equity
	(in thousands)				
Balance, December 31, 2018:	8,533	$42,964	$ (141)	$33,328	$ 76,151
Net income	—	—	—	1,510	1,510
Exercise of stock options	6	43	—	—	43
Stock based compensation	—	95	—	—	95
Common stock repurchase	(89)	(929)	—	—	(929)
Dividends on common stock	—	—	—	(424)	(424)
Other comprehensive income, net	—	—	7	—	7
Balance, March 31, 2019	8,450	$42,173	$ (134)	$34,414	$ 76,453

	Common Stock Shares	Common Stock Amount	Accumulated Other Comprehensive Income (Loss)	Retained Earnings	Total Stockholders' Equity
	(in thousands)				
Balance, December 31, 2017:	8,193	$42,604	$ 25	$27,441	$ 70,070
Net income	—	—	—	1,814	1,814
Exercise of stock options	23	78	—	—	78
Stock based compensation	—	116	—	—	116
Dividends on common stock	—	—	—	(328)	(328)
Other comprehensive income, net	—	—	(39)	—	(39)
Impact of ASU 2016-01 and 2018-02 as of January 1, 2018	—	—	(59)	59	—
Balance, March 31, 2018	8,216	$42,798	$ (73)	$28,986	$ 71,711

See the accompanying notes.

Table of Contents

COMMUNITY WEST BANCSHARES

CONSOLIDATED STATEMENTS OF CASH FLOWS (unaudited)

	Three Months Ended March 31,	
	2019	2018
	(in thousands)	
Cash flows from operating activities:		
Net income	$ 1,510	$ 1,814
Adjustments to reconcile net income to cash provided by operating activities:		
(Credit) provision for loan losses	(57)	(144)
Depreciation	213	167
Stock based compensation	95	116
Deferred income taxes	212	(164)
Net accretion of discounts and premiums for investment securities	20	29
Losses/(Gains) on:		
Sale of repossessed assets, net	—	26
Sale of assets, net	7	—
Loans originated for sale and principal collections, net	1,360	2,327
Changes in:		
Investment securities held at fair value	(24)	(18)
Other assets	401	438
Other liabilities	(22)	406
Servicing assets, net	8	46
Net cash provided by operating activities	3,723	5,043
Cash flows from investing activities:		
Principal pay downs and maturities of available-for-sale securities	582	832
Principal pay downs and maturities of held-to-maturity securities	225	452
Loan originations and principal collections, net	(3,169)	(13,412)
Purchase of premises and equipment, net	(33)	(292)
Proceeds from sale of other real estate owned and repossessed assets, net	—	214
Net cash used in investing activities	(2,395)	(12,206)
Cash flows from financing activities:		
Net increase in deposits	18,723	10,353
Net (decrease) increase in borrowings	(22,250)	20,000
Exercise of stock options	43	78
Cash dividends paid on common stock	(424)	(328)
Common stock repurchase	(929)	—
Net cash (used in) provided by financing activities	(4,837)	30,103
Net (decrease) increase cash and cash equivalents	(3,509)	22,940
Cash and cash equivalents at beginning of period	56,915	45,869
Cash and cash equivalents at end of period	$ 53,406	$ 68,809
Supplemental disclosure:		
Cash paid during the period for:		
Interest	$ 2,521	$ 219
Non-cash investing and financing activity:		
Transfers to other assets acquired through foreclosure, net	-	101
Operating lease right-of-use asset	(8,350)	—
Operating lease liability	8,350	—

See the accompanying notes.

7

Table of Contents

NOTES TO UNAUDITED CONSOLIDATED FINANCIAL STATEMENTS

1. SUMMARY OF SIGNIFICANT ACCOUNTING POLICIES

Nature of Operations

Community West Bancshares (“CWBC”), incorporated under the laws of the state of California, is a bank holding company providing full service banking through its wholly-owned subsidiary Community West Bank, N.A. (“CWB” or the “Bank”). Unless indicated otherwise or unless the context suggests otherwise, these entities are referred to herein collectively and on a consolidated basis as the “Company.”

Basis of Presentation

The accounting and reporting policies of the Company are in accordance with accounting principles generally accepted in the United States (“GAAP”) and conform to practices within the financial services industry. The accounts of the Company and its consolidated subsidiary are included in these Consolidated Financial Statements. All significant intercompany balances and transactions have been eliminated.

Use of Estimates

The preparation of financial statements in conformity with GAAP requires management to make estimates and assumptions that affect the reported amounts of assets and liabilities and disclosures 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. Material estimates that are particularly susceptible to significant changes in the near term relate to the determination of the allowance for loan losses and the fair value of securities available for sale. Although Management believes these estimates to be reasonably accurate, actual amounts may differ. In the opinion of Management, all necessary adjustments have been reflected in the financial statements during their preparation.

Interim Financial Information

The accompanying unaudited consolidated financial statements as of and for the three months ended March 31, 2019 and 2018 have been prepared in a condensed format, and therefore do not include all of the information and footnotes required by GAAP for complete financial statements. These statements have been prepared on a basis that is substantially consistent with the accounting principles applied to our audited consolidated financial statements included in our Annual Report on Form 10-K for the year ended December 31, 2018.

The information furnished in these interim statements reflects all adjustments which are, in the opinion of management, necessary for a fair statement of the results for each respective period presented. Such adjustments are of a normal recurring nature. The results of operations in the interim statements are not necessarily indicative of the results that may be expected for any other quarter or for the full year. The interim financial information should be read in conjunction with the Company’s audited consolidated financial statements.

Reclassifications

Certain amounts in the consolidated financial statements as of December 31, 2018 and for the three months ended March 31, 2018 have been reclassified to conform to the current presentation. The reclassifications have no effect on net income, comprehensive income or stockholders’ equity as previously reported.

Loans Held For Sale

Loans which are originated and intended for sale in the secondary market are carried at the lower of cost or estimated fair value determined on an aggregate basis. Valuation adjustments, if any, are recognized through a valuation allowance by charges to lower of cost or fair value provision. Loans held for sale are mostly comprised of commercial agriculture and Small Business Administration ("SBA"). The Company did not incur any lower of cost or fair value provision in the three months ended March 31, 2019 and 2018.

Loans Held for Investment and Interest and Fees from Loans

Loans are recognized at the principal amount outstanding, net of unearned income, loan participations and amounts charged off. Unearned income includes deferred loan origination fees reduced by loan origination costs. Unearned income on loans is amortized to interest income over the life of the related loan using the level yield method.

Interest income on loans is accrued daily using the effective interest method and recognized over the terms of the loans. Loan fees collected for the origination of loans less direct loan origination costs (net deferred loan fees) are amortized over the contractual life of the loan through interest income. If the loan has scheduled payments, the amortization of the net deferred loan fee is calculated using the interest method over the contractual life of the loan. If the loan does not have scheduled payments, such as a line of credit, the net deferred loan fee is recognized as interest income on a straight-line basis over the contractual life of the loan commitment. Commitment fees based on a percentage of a customer’s unused line of credit and fees related to standby letters of credit are recognized over the commitment period.

Table of Contents
When loans are repaid, any remaining unamortized balances of unearned fees, deferred fees and costs and premiums and discounts paid on purchased loans are accounted for through interest income.

Nonaccrual loans: For all loan types, when a borrower discontinues making payments as contractually required by the note, the Company must determine whether it is appropriate to continue to accrue interest. Generally, the Company places loans in a nonaccrual status and ceases recognizing interest income when the loan has become delinquent by more than 90 days or when Management determines that the full repayment of principal and collection of interest is unlikely. The Company may decide to continue to accrue interest on certain loans more than 90 days delinquent if they are well secured by collateral and in the process of collection. Other personal loans are typically charged off no later than 120 days delinquent.

For all loan types, when a loan is placed on nonaccrual status, all interest accrued but uncollected is reversed against interest income in the period in which the status is changed. Subsequent payments received from the customer are applied to principal and no further interest income is recognized until the principal has been paid in full or until circumstances have changed such that payments are again consistently received as contractually required. The Company occasionally recognizes income on a cash basis for non-accrual loans in which the collection of the remaining principal balance is not in doubt.

Impaired loans: A loan is considered impaired when, based on current information, it is probable that the Company will be unable to collect the scheduled payments of principal and/or interest under the contractual terms of the loan agreement. Factors considered by management in determining impairment include payment status, collateral value and the probability of collecting scheduled principal and/or interest payments. Loans that experience insignificant payment delays or payment shortfalls generally are not classified as impaired. Management determines the significance of payment delays or payment shortfalls on a case-by-case basis. When determining the possibility of impairment, management considers the circumstances surrounding the loan and the borrower, including the length of the delay, the reasons for the delay, the borrower's prior payment record and the amount of the shortfall in relation to the principal and interest owed. For collateral-dependent loans, the Company uses the fair value of collateral method to measure impairment. The collateral-dependent loans that recognize impairment are charged down to the fair value less costs to sell. All other loans are measured for impairment either based on the present value of future cash flows or the loan’s observable market price.

Troubled debt restructured loan (“TDR”): A TDR is a loan on which the Company, for reasons related to the borrower’s financial difficulties, grants a concession to the borrower that the Company would not otherwise consider. These concessions include but are not limited to term extensions, rate reductions and principal reductions. Forgiveness of principal is rarely granted and modifications for all classes of loans are predominately term extensions. A TDR loan is also considered impaired. Generally, a loan that is modified at an effective market rate of interest may no longer be disclosed as a troubled debt restructuring in years subsequent to the restructuring if it is not impaired based on the terms specified by the restructuring agreement.

Allowance for Loan Losses and Provision for Loan Losses

The Company maintains a detailed, systematic analysis and procedural discipline to determine the amount of the allowance for loan losses (“ALL”). The ALL is based on estimates and is intended to be appropriate to provide for probable losses inherent in the loan portfolio. This process involves deriving probable loss estimates that are based on migration analysis and historical loss rates, in addition to qualitative factors that are based on management’s judgment. The migration analysis and historical loss rate calculations are based on the annualized loss rates utilizing a twelve-quarter loss history. Migration analysis is utilized for the Commercial Real Estate (“CRE”), Commercial, Commercial Agriculture, SBA, Home Equity Line of Credit (“HELOC”), Single Family Residential, and Consumer portfolios. The historical loss rate method is utilized primarily for the Manufactured Housing portfolio. The migration analysis takes into account the risk rating of loans that are charged off in each loan category. Loans that are considered Doubtful are typically charged off. The following is a description of the characteristics of loan ratings. Loan ratings are reviewed as part of our normal loan monitoring process, but, at a minimum, updated on an annual basis.

Substantially Risk Free – These borrowers have virtually no probability of default or loss given default and present no identifiable or potential adverse risk to the Company. Documented repayment is either backed by the full faith and credit of the United States Government, or secured by cash collateral. The collateral must be in the possession of the Company and free from potential claim. In addition, these credits will conform in all aspects to established loan policies and procedures, laws, rules, and regulations.

Nominal Risk – This rating is for the highest quality borrowers with nominal probability of default or loss given default from the transaction. Typically this is a borrower with a well-established record of financial performance, a strong equity position, abundant liquidity and excellent debt service ability. The Borrower's financial outlook is stable due to a broad range of operations or products and is able to weather an economic downturn without significant impact to liquidity or net worth. Typically, this borrower will be publicly owned or have access to public debt or equity, all investment grade. In addition, these credits will conform in all aspects to established loan policies and procedures, laws, rules, and regulations. Transaction can include marketable securities as collateral, properly margined.

Table of Contents

Pass/Management Attention Risk – The loans in the four remaining pass categories range from minimal risk to moderate risk to acceptable risk to management attention risk. Loans rated in the first three categories are acceptable loans, appropriately underwritten, bearing an ordinary risk of loss to the Company. Loans in the minimal and moderate risk categories are loans to quality borrowers with financial statements presenting a good primary source as well as an adequate secondary source of repayment. In the case of individuals, borrowers with this rating are quality borrowers demonstrating a reasonable level of secure income, a net worth adequate to support the loan and presenting a good primary source as well as an adequate secondary source of repayment. Loans rated acceptable risk in the management attention risk category indicate that although the borrower meets the criteria for a rating of acceptable risk or better, the credit possesses an identified and elevated risk level that should be resolved in a short period of time. Technical risks include, but are not limited to, inadequate or improperly executed documentation, which may be material, serious delays in the submission of financial reporting or covenant violations that are not indicative of a protracted trend.

Special Mention - A Special Mention loan has potential weaknesses that require management's close attention. If left uncorrected, these potential weaknesses may result in deterioration of the repayment prospects for the loan or in the institution's credit position at some future date. Special mention assets are not adversely classified and do not expose an institution to sufficient risk to warrant adverse classification.

Substandard - A Substandard loan is inadequately protected by the current sound net worth and paying capacity of the obligor or of the collateral pledged, if any. These loans have a well-defined weakness or weaknesses that jeopardize full collection of amounts due. They are characterized by the distinct possibility that the Company will sustain some loss if the borrower’s deficiencies are not corrected.

Doubtful - A loan classified Doubtful has all the weaknesses inherent in one classified 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. The possibility of loss is extremely high, but because of certain important and reasonably specific pending factors, which may work to the advantage and strengthening of the loan, its classification as an estimated loss is deferred until its more exact status may be determined. Pending factors include proposed merger, acquisition or liquidation procedures, capital injection, perfecting liens on additional collateral and refinancing plans.

Loss - Loans classified Loss are considered uncollectible and of such little value that their continuance as bankable loans is not warranted. This classification does not mean that the asset has absolutely no recovery or salvage value, but rather it is not practical or desirable to defer writing off this loan even though partial recovery may be realized in the future. Losses are taken in the period in which they are considered uncollectible.

The Company’s ALL is maintained at a level believed appropriate by management to absorb known and inherent probable losses on existing loans. The allowance is charged for losses when management believes that full recovery on the loan is unlikely. The following is the Company’s policy regarding charging off loans.

Commercial, CRE and SBA Loans

Charge-offs on these loan categories are taken as soon as all or a portion of any loan balance is deemed to be uncollectible. A loan is considered impaired when, based on current information, it is probable that the Company will be unable to collect the scheduled payments of principal and/or interest under the contractual terms of the loan agreement. Factors considered by management in determining impairment include payment status, collateral value and the probability of collecting scheduled principal and/or interest payments. Loans that experience insignificant payment delays or payment shortfalls generally are not classified as impaired. Generally, loan balances are charged-down to the fair value of the collateral, if, based on a current assessment of the value, an apparent deficiency exists. In the event there is no perceived equity, the loan is charged-off in full. Unsecured loans which are delinquent over 90 days are, without clear support, also charged-off in full.

Single Family Real Estate, HELOC's and Manufactured Housing Loans

Consumer loans and residential mortgages secured by one-to-four family residential properties, HELOC and manufactured housing loans in which principal or interest is due and unpaid for 90 days, are evaluated for impairment. Loan balances are charged-off to the fair value of the property, less estimated selling costs, if, based on a current appraisal, an apparent deficiency exists. In the event there is no perceived equity, the loan is generally fully charged-off.

Consumer Loans

All consumer loans (excluding real estate mortgages, HELOCs and savings secured loans) are charged-off or charged-down to net recoverable value before becoming 120 days or five payments delinquent.

Table of Contents

The ALL calculation for the different loan portfolios is as follows:

- Commercial Real Estate, Commercial, Commercial Agriculture, SBA, HELOC, Single Family Residential, and Consumer – Migration analysis combined with risk rating is used to determine the required ALL for all non-impaired loans. In addition, the migration results are adjusted based upon qualitative factors that affect the specific portfolio category. Reserves on impaired loans are determined based upon the individual characteristics of the loan.
- Manufactured Housing – The ALL is calculated on the basis of loss history and risk rating, which is primarily a function of delinquency. In addition, the loss results are adjusted based upon qualitative factors that affect this specific portfolio.

The Company evaluates and individually assesses for impairment loans classified as substandard or doubtful in addition to loans either on nonaccrual, considered a TDR or when other conditions exist which lead management to review for possible impairment. Measurement of impairment on impaired loans is determined on a loan-by-loan basis and in total establishes a specific reserve for impaired loans. The amount of impairment is determined by comparing the recorded investment in each loan with its value measured by one of three methods:

- The expected future cash flows are estimated and then discounted at the effective interest rate.
- The value of the underlying collateral net of selling costs. Selling costs are estimated based on industry standards, the Company's actual experience or actual costs incurred as appropriate. When evaluating real estate collateral, the Company typically uses appraisals or valuations, no more than twelve months old at time of evaluation. When evaluating non-real estate collateral securing the loan, the Company will use audited financial statements or appraisals no more than twelve months old at time of evaluation. Additionally, for both real estate and non-real estate collateral, the Company may use other sources to determine value as deemed appropriate.
- The loan's observable market price.

Interest income is not recognized on impaired loans except for limited circumstances in which a loan, although impaired, continues to perform in accordance with the loan contract and the borrower provides financial information to support maintaining the loan on accrual.

The Company determines the appropriate ALL on a monthly basis. Any differences between estimated and actual observed losses from the prior month are reflected in the current period in determining the appropriate ALL determination and adjusted as deemed necessary. The review of the appropriateness of the allowance takes into consideration such factors as concentrations of credit, changes in the growth, size and composition of the loan portfolio, overall and individual portfolio quality, review of specific problem loans, collateral, guarantees and economic and environmental conditions that may affect the borrowers' ability to pay and/or the value of the underlying collateral. Additional factors considered include: geographic location of borrowers, changes in the Company's product-specific credit policy and lending staff experience. These estimates depend on the outcome of future events and, therefore, contain inherent uncertainties.

Another component of the ALL considers qualitative factors related to non-impaired loans. The qualitative portion of the allowance on each of the loan pools is based on changes in any of the following factors:

- Concentrations of credit
- International risk
- Trends in volume, maturity, and composition of loans
- Volume and trend in delinquency, nonaccrual, and classified assets
- Economic conditions
- Geographic distance
- Policy and procedures or underwriting standards
- Staff experience and ability

- Value of underlying collateral
- Competition, legal, or regulatory environment
- Results of outside exams and quality of loan review and Board oversight

Off Balance Sheet and Credit Exposure

In the ordinary course of business, the Company has entered into off-balance sheet financial instruments consisting of commitments to extend credit and standby letters of credit. Such financial instruments are recorded in the consolidated financial statements when they are funded. They involve, to varying degrees, elements of credit risk in excess of amounts recognized in the consolidated balance sheets. Losses would be experienced when the Company is contractually obligated to make a payment under these instruments and must seek repayment from the borrower, which may not be as financially sound in the current period as they were when the commitment was originally made. Commitments to extend credit are agreements to lend to a customer as long as there is no violation of any condition established in the contract. Commitments generally have fixed expiration dates or other termination clauses and may require payment of a fee. The Company enters into credit arrangements that generally provide for the termination of advances in the event of a covenant violation or other event of default. Since many of the commitments are expected to expire without being drawn upon, the total commitment amounts do not necessarily represent future cash requirements. The Company evaluates each customer’s creditworthiness on a case-by-case basis. The amount of collateral obtained, if deemed necessary by the Company upon extension of credit, is based on management’s credit evaluation of the party. The commitments are collateralized by the same types of assets used as loan collateral.

Table of Contents
As with outstanding loans, the Company applies qualitative factors to its off-balance sheet obligations in determining an estimate of losses inherent in these contractual obligations. The estimate for loan losses on off-balance sheet instruments is included within other liabilities and the charge to income that establishes this liability is included in non-interest expense.

Foreclosed Real Estate and Repossessed Assets

Foreclosed real estate and other repossessed assets are recorded at fair value at the time of foreclosure less estimated costs to sell. Any excess of loan balance over the fair value less estimated costs to sell of the other assets is charged-off against the allowance for loan losses. Any excess of the fair value less estimated costs to sell over the loan balance is recorded as a loan loss recovery to the extent of the loan loss previously charged-off against the allowance for loan losses; and, if greater, recorded as a gain on foreclosed assets. Subsequent to the legal ownership date, the Company periodically performs a new valuation and the asset is carried at the lower of carrying amount or fair value less estimated costs to sell. Operating expenses or income, and gains or losses on disposition of such properties, are recorded in current operations.

Income Taxes

The Company uses the asset and liability method, which recognizes an asset or liability representing the tax effects of future deductible or taxable amounts that have been recognized in the consolidated financial statements. Due to tax regulations, certain items of income and expense are recognized in different periods for tax return purposes than for financial statement reporting. These items represent “temporary differences.” Deferred income taxes are recognized for the tax effect of temporary differences between the tax basis of assets and liabilities and their financial reporting amounts at each period end based on enacted tax laws and statutory tax rates applicable to the periods in which the differences are expected to affect taxable income. A valuation allowance is established for deferred tax assets if, based on the weight of available evidence, it is more likely than not that some portion or all of the deferred tax assets may not be realized. Any interest or penalties assessed by the taxing authorities is classified in the financial statements as income tax expense. Deferred tax assets are included in other assets on the consolidated balance sheets.

Management evaluates the Company’s deferred tax asset for recoverability using a consistent approach which considers the relative impact of negative and positive evidence, including the Company’s historical profitability and projections of future taxable income. The Company is required to establish a valuation allowance for deferred tax assets and record a charge to income if management determines, based on available evidence at the time the determination is made, that it is more likely than not that some portion or all of the deferred tax assets may not be realized.

The Company is subject to the provisions of ASC 740, Income Taxes (“ASC 740”). ASC 740 prescribes a more likely than not threshold for the financial statement recognition of uncertain tax positions. ASC 740 clarifies the accounting for income taxes by prescribing a minimum recognition threshold and measurement attribute for the financial statement recognition and measurement of a tax position taken or expected to be taken in a tax return. On a quarterly basis, the Company evaluates income tax accruals in accordance with ASC 740 guidance on uncertain tax positions.

Earnings Per Share

Basic earnings per common share is computed using the weighted average number of common shares outstanding for the period divided into the net income. Diluted earnings per share include the effect of all dilutive potential common shares for the period. Potentially dilutive common shares include stock options.

Recent Accounting Pronouncements

Effective January 1, 2019, we adopted Financial Accounting Standards Board (FASB) Accounting Standards Update (ASU) 2016-02, Leases (Topic 842). This update amends the accounting requirements for leases by requiring recognition of lease liabilities and related right-of-use assets on the balance sheet. Lessees are required to recognize a lease liability measured on a discounted basis, which is the lessee's right to use, or control the use of, a specified asset for the lease term. We adopted Topic 842 using the modified retrospective approach as of the effective date, January 1, 2019. We have recorded the cumulative effects on our balance sheet as of the effective date. No adjustments were made to prior comparative periods. As a result of the adoption, there was no impact on net income. We recorded operating lease right-of-use assets of $8.4 million and lease liabilities of $8.4 million. As part of the adoption, we elected the package of practical expedients permitted under the transition guidance within Topic 842, which among other things, allowed us to carry forward the historical lease classifications. Leases with a term of 12 months or less are not recorded on the balance sheet. See Note 11, Leases for further information.

In June of 2016, the FASB issued update guidance codified within ASU-2016-13, "Financial Instruments – Credit Losses (Topic 326), Measurement of Credit Losses on Financial Instruments," which amends the guidance for recognizing credit losses from an "incurred loss" methodology that delays recognition of credit losses until it is probable a loss has been incurred to an expected credit loss methodology. The guidance requires the use of the modified retrospective transition method by means of a cumulative-effect adjustment to equity as of the beginning of the period in which the guidance is adopted. The standard is effective for the Company as of January 1, 2020. The Company is currently evaluating the impact of the amended guidance and has not yet determined the effect of the standard on its ongoing financial reporting.

Table of Contents

In March 2017, the FASB issued updated guidance codified within ASU-2017-08, "Receivables – Nonrefundable Fees and Other Costs (Subtopic 310-20)," which is intended to enhance the accounting for the amortization of premiums for purchased callable debt securities. The standard is effective for the Company as of January 1, 2019. The Company adopted this guidance as of January 1, 2019, which did not have a material impact on the Company's Consolidated Financial Statements.

2. INVESTMENT SECURITIES

The amortized cost and estimated fair value of investment securities are as follows:

	March 31, 2019			
	Amortized Cost	Gross Unrealized Gains	Gross Unrealized (Losses)	Fair Value
Securities available-for-sale	(in thousands)			
U.S. government agency notes	$11,911	$ —	$ (143)	$11,768
U.S. government agency collateralized mortgage obligations ("CMO")	12,646	9	(79)	12,576
Total	$24,557	$ 9	$ (222)	$24,344
Securities held-to-maturity				
U.S. government agency mortgage backed securities ("MBS")	$7,073	$ 164	$ (84)	$7,153
Total	$7,073	$ 164	$ (84)	$7,153
Securities measured at fair value				
Equity securities: Farmer Mac class A stock	$66	$ 79	$ —	$145
Total	$66	$ 79	$ —	$145

	December 31, 2018			
	Amortized Cost	Gross Unrealized Gains	Gross Unrealized (Losses)	Fair Value
Securities available-for-sale	(in thousands)			
U.S. government agency notes	$12,225	$ —	$ (155)	$12,070
U.S. government agency collateralized mortgage obligations ("CMO")	12,931	9	(79)	12,861
Total	$25,156	$ 9	$ (234)	$24,931
Securities held-to-maturity				
U.S. government agency mortgage backed securities ("MBS")	$7,301	$ 118	$ (150)	$7,269
Total	$7,301	$ 118	$ (150)	$7,269
Securities measured at fair value	$66	$ 55	$ —	$121
Equity securities: Farmer Mac class A stock	$66	$ 55	$ —	$121
Total				

At March 31, 2019 and December 31, 2018, $31.4 million and $32.2 million of securities at carrying value, respectively, were pledged to the Federal Home Loan Bank ("FHLB"), as collateral for current and future advances.

Table of Contents

The maturity periods and weighted average yields of investment securities at the period ends indicated were as follows:

	March 31, 2019									
	Less than One Year		One to Five Years		Five to Ten Years		Over Ten Years		Total	
	Amount	Yield	Amount	Yield	Amount	Yield	Amount	Yield	Amount	Yield
Securities available-for-sale	(dollars in thousands)									
U.S. government agency notes	$1,947	2.6 %	$ 1,365	2.8 %	$ 8,457	3.3 %	$—	—	$11,769	3.1 %
U.S. government agency CMO	—	—	2,609	2.6 %	7,099	2.9 %	2,867	3.4 %	12,575	3.0 %
Total	$1,947	2.6 %	$ 3,974	2.7 %	$ 15,556	3.1 %	$ 2,867	3.4 %	$24,344	3.0 %
Securities held-to-maturity										
U.S. government agency MBS	$—	—	$ 2,183	4.6 %	$ 4,100	3.2 %	$ 790	3.6 %	$7,073	3.7 %
Total	$—	—	$ 2,183	4.6 %	$ 4,100	3.2 %	$ 790	3.6 %	$7,073	3.7 %
Securities measured at fair value										
Farmer Mac class A stock	$—	—	$ —	—	$ —	—	$—	—	$ 145	—
Total	$—	—	$ —	—	$ —	—	$—	—	$ 145	—

	December 31, 2018									
	Less than One Year		One to Five Years		Five to Ten Years		Over Ten Years		Total	
	Amount	Yield	Amount	Yield	Amount	Yield	Amount	Yield	Amount	Yield
Securities available-for-sale	(dollars in thousands)									
U.S. government agency notes	$1,946	2.6 %	$ 1,388	2.6 %	$ 8,736	3.1 %	$—	—	$ 12,070	2.0 %
U.S. government agency CMO	—	—	2,717	2.5 %	7,284	2.8 %	2,860	3.2 %	12,861	1.9 %
Total	$1,946	2.6 %	$ 4,105	2.5 %	$ 16,020	3.0 %	$ 2,860	3.2 %	$24,931	2.0 %
Securities held-to-maturity										
U.S. government agency MBS	$—	—	$ 2,058	4.7 %	$ 4,449	3.2 %	$ 794	3.6 %	$7,301	3.3 %
Total	$—	—	$ 2,058	4.7 %	$ 4,449	3.2 %	$ 794	3.6 %	$7,301	3.3 %
Securities measured at fair value										
Farmer Mac class A stock	$—	—	$ —	—	$ —	—	$—	—	$ 121	—
Total	$—	—	$ —	—	$ —	—	$—	—	$ 121	—

14

Table of Contents

The amortized cost and fair value of investment securities by contractual maturities as of the periods presented were as shown below:

	March 31, 2019		December 31, 2018	
	Amortized Cost	Estimated Fair Value	Amortized Cost	Estimated Fair Value
Securities available-for-sale	(in thousands)			
Due in one year or less	$1,998	$ 1,947	$1,998	$ 1,946
After one year through five years	3,998	3,974	4,138	4,105
After five years through ten years	15,647	15,556	16,107	16,020
After ten years	2,914	2,867	2,913	2,860
Total	$24,557	$ 24,344	$25,156	$ 24,931
Securities held-to-maturity				
Due in one year or less	$—	$ —	$—	$ —
After one year through five years	2,183	2,275	2,058	2,153
After five years through ten years	4,100	4,053	4,449	4,323
After ten years	790	825	794	793
Total	$7,073	$ 7,153	$7,301	$ 7,269
Securities measured at fair value				
Farmer Mac class A stock	$66	$ 145	$66	$ 121
Total	$66	$ 145	$66	$ 121

Actual maturities may differ from contractual maturities as borrowers or issuers have the right to prepay or call the investment securities. Changes in interest rates may also impact prepayments.

Table of Contents

The following tables show all securities that are in an unrealized loss position:

	March 31, 2019					
	Less Than Twelve Months		More Than Twelve Months		Total	
	Gross Unrealized Losses	Fair Value	Gross Unrealized Losses	Fair Value	Gross Unrealized Losses	Fair Value
Securities available-for-sale	(in thousands)					
U.S. government agency notes	$6	$2,176	$ 137	$ 9,593	$143	$11,769
U.S. government agency CMO	18	5,940	61	3,215	79	9,155
Total	$24	$8,116	$ 198	$ 12,808	$222	$20,924
Securities held-to-maturity						
U.S. Government-agency MBS	$—	$—	$ 84	$ 2,619	$84	$2,619
Total	$—	$—	$ 84	$ 2,619	$84	$2,619
Securities measured at fair value						
Farmer Mac class A stock	$—	$—	$ —	$ —	$—	$—
Total	$—	$—	$ —	$ —	$—	$—

	December 31, 2018					
	Less Than Twelve Months		More Than Twelve Months		Total	
	Gross Unrealized Losses	Fair Value	Gross Unrealized Losses	Fair Value	Gross Unrealized Losses	Fair Value
Securities available-for-sale	(in thousands)					
U.S. government agency notes	$21	$4,001	$ 134	$ 8,070	$155	$12,071
U.S. government agency CMO	2	4,749	77	3,289	79	8,038
Equity securities: Farmer Mac class A stock	—	—	—	—	—	—
Total	$23	$8,750	$ 211	$ 11,359	$234	$20,109
Securities held-to-maturity						
U.S. Government-agency MBS	$10	$1,706	$ 140	$ 2,094	$150	$3,800
Total	$10	$1,706	$ 140	$ 2,094	$150	$3,800
Securities measured at fair value						
Farmer Mac class A stock	$—	$—	$ —	$ —	$—	$—
Total	$—	$—	$ —	$ —	$—	$—

As of March 31, 2019 and December 31, 2018, there were 14 and 21 securities, respectively, in an unrealized loss position. Declines in the fair value of held-to-maturity and available-for-sale securities below their cost that are deemed to be other-than-temporary are reflected in earnings as realized losses. In estimating other-than-temporary impairment losses, management considers, among other things: (i) the length of time and the extent to which the fair value has been less than cost; (ii) the financial condition and near-term prospects of the issuer; and (iii) the Company’s intent to sell an impaired security and if it is not more likely than not it will be required to sell the security before the recovery of its amortized basis.

The unrealized losses are primarily due to increases in market interest rates over the yields available at the time the underlying securities were purchased. The fair value is expected to recover as the bonds approach their maturity date, repricing date or if market yields for such investments decline. Management does not believe any of the securities are impaired due to reasons of credit quality. Accordingly, as of March 31, 2019 and December 31, 2018, management believes the impairments detailed in the table above are temporary and no other-than-temporary impairment loss has been realized in the Company’s consolidated income statements.

Table of Contents

3. LOANS HELD FOR SALE

SBA and Agriculture Loans

As of March 31, 2019 and December 31, 2018, the Company had approximately $12.8 million and $13.6 million, respectively, of SBA loans included in loans held for sale. As of March 31, 2019 and December 31, 2018, the principal balance of SBA loans serviced for others was $6.5 million and $7.2 million, respectively.

The Company's agricultural lending program includes loans for agricultural land, agricultural operational lines, and agricultural term loans for crops, equipment and livestock. The primary products are supported by guarantees issued from the USDA, FSA, and the USDA Business and Industry loan program.

As of March 31, 2019 and December 31, 2018, the Company had $34.2 million and $34.8 million of USDA loans included in loans held for sale, respectively. As of March 31, 2019 and December 31, 2018, the principal balance of USDA loans serviced for others was $2.0 million.

4. LOANS HELD FOR INVESTMENT

The composition of the Company's loans held for investment loan portfolio follows:

	March 31, 2019	December 31, 2018
	(in thousands)	
Manufactured housing	$248,669	$ 247,114
Commercial real estate	369,206	365,809
Commercial	81,879	83,753
SBA	5,364	5,557
HELOC	6,585	6,756
Single family real estate	11,611	11,261
Consumer	67	46
	723,381	720,296
Allowance for loan losses	(8,648)	(8,691)
Deferred fees, net	(245)	(337)
Discount on SBA loans	(65)	(71)
Total loans held for investment, net	$714,423	$ 711,197

The following table presents the contractual aging of the recorded investment in past due held for investment loans by class of loans:

	March 31, 2019							
	Current	30-59 Days Past Due	60-89 Days Past Due	Over 90 Days Past Due	Total Past Due	Nonaccrual	Total	Recorded Investment Over 90 Days and Accruing
	(in thousands)							
Manufactured housing	$247,756	$ 699	$ —	$ —	$ 699	$ 214	$248,669	$ —

Commercial real estate:								
Commercial real estate	294,251	—	—	—	—	97	294,348	—
SBA 504 1st trust deed	20,691	251	—	—	251	—	20,942	—
Land	6,542	—	—	—	—	—	6,542	—
Construction	47,374	—	—	—	—	—	47,374	—
Commercial	76,783	305	—	—	305	4,791	81,879	—
SBA	4,332	247	—	—	247	785	5,364	—
HELOC	6,335	56	—	—	56	194	6,585	—
Single family real estate	11,611	—	—	—	—	—	11,611	—
Consumer	67	—	—	—	—	—	67	—
Total	$715,742	$ 1,558	$ —	$ —	$ 1,558	$ 6,081	$723,381	$ —

Table of Contents

	December 31, 2018							
	Current	30-59 Days Past Due	60-89 Days Past Due	Over 90 Days Past Due	Total Past Due	Nonaccrual	Total	Recorded Investment Over 90 Days and Accruing
	(in thousands)							
Manufactured housing	$246,456	$ 285	$ 144	$ —	$ 429	$ 229	$247,114	$ —
Commercial real estate:								
Commercial real estate	267,377	2,478	—	—	2,478	102	269,957	—
SBA 504 1st trust deed	20,835	—	322	—	322	—	21,157	—
Land	6,381	—	—	—	—	—	6,381	—
Construction	67,835	479	—	—	479	—	68,314	—
Commercial	78,857	15	—	—	15	4,881	83,753	—
SBA	4,741	—	—	—	—	816	5,557	—
HELOC	6,558	—	—	—	—	198	6,756	—
Single family real estate	11,221	16	—	24	40	—	11,261	—
Consumer	46	—	—	—	—	—	46	—
Total	$710,307	$ 3,273	$ 466	$ 24	$ 3,763	$ 6,226	$720,296	$ —

Allowance for Loan Losses

The following table summarizes the changes in the allowance for loan losses:

	Three Months Ended March 31,	
	2019	2018
	(in thousands)	
Beginning balance	$ 8,691	$ 8,420
Charge-offs	(17)	(6)
Recoveries	31	188
Net recoveries	14	182
Provision (credit)	(57)	(144)
Ending balance	$ 8,648	$ 8,458

As of March 31, 2019 and December 31, 2018, the Company had reserves for credit losses on undisbursed loans of $87,000 and $73,000, respectively, which were included in other liabilities.

The following tables summarize the changes in the allowance for loan losses by portfolio type:

	For the Three Months Ended March 31,							
	Manufactured Housing	Commercial Real Estate	Commercial	SBA	HELOC	Single Family Real Estate	Consumer	Total
2019	(in thousands)							

Beginning balance	$2,196	$ 5,028	$ 1,210	$79	$ 90	$ 88	$ —	$8,691
Charge-offs	—	—	(17)	—	—	—	—	(17)
Recoveries	6	—	19	5	1	—	—	31
Net (charge-offs) recoveries	6	—	2	5	1	—	—	14
Provision (credit)	(14)	30	7	(40)	(43)	3	—	(57)
Ending balance	$2,188	$ 5,058	$ 1,219	$44	$ 48	$ 91	$ —	$8,648
2018								
Beginning balance	$2,180	$ 4,844	$ 1,133	$73	$ 92	$ 98	$ —	$8,420
Charge-offs	(6)	—	—	—	—	—	—	(6)
Recoveries	99	15	5	62	7	—	—	188
Net (charge-offs) recoveries	93	15	5	62	7	—	—	182
Provision (credit)	(171)	117	(11)	(74)	(6)	1	—	(144)
Ending balance	$2,102	$ 4,976	$ 1,127	$61	$ 93	$ 99	$ —	$8,458

Table of Contents

The following tables present impairment method information related to loans and allowance for loan losses by loan portfolio segment:

Loans Held for Investment as of March 31, 2019:	Manufactured Housing	Commercial Real Estate	Commercial	SBA	HELOC	Single Family Real Estate	Consumer	Total Loans
	(in thousands)							
Recorded Investment:								
Impaired loans with an allowance recorded	$6,299	$ 241	$ 3,475	$—	$—	$ 770	$ —	$10,785
Impaired loans with no allowance recorded	2,755	97	4,064	785	193	1,798	—	9,692
Total loans individually evaluated for impairment	9,054	338	7,539	785	193	2,568	—	20,477
Loans collectively evaluated for impairment	239,615	368,868	74,340	4,580	6,392	9,043	66	702,904
Total loans held for investment	$248,669	$ 369,206	$ 81,879	$5,365	$6,585	$ 11,611	$ 66	$723,381
Unpaid Principal Balance								
Impaired loans with an allowance recorded	$6,299	$ 241	$ 3,475	$—	$—	$ 770	$ —	$10,785
Impaired loans with no allowance recorded	3,635	157	4,370	1,194	249	1,798	—	11,403
Total loans individually evaluated for impairment	9,934	398	7,845	1,194	249	2,568	—	22,188
Loans collectively evaluated for impairment	239,615	368,868	74,340	4,580	6,392	9,043	66	702,904
Total loans held for investment	$249,549	$ 369,266	$ 82,185	$5,774	$6,641	$ 11,611	$ 66	$725,092
Related Allowance for Credit Losses								
Impaired loans with an allowance recorded	$390	$ 9	$ 1	$—	$—	$ 22	$ —	$422
Impaired loans with no allowance recorded	—	—	—	—	—	—	—	—
Total loans individually evaluated for impairment	390	9	1	—	—	22	—	422
Loans collectively evaluated for impairment	1,798	5,049	1,218	44	48	69	—	8,226
Total loans held for investment	$2,188	$ 5,058	$ 1,219	$44	$48	$ 91	$ —	$8,648

Loans Held for Investment as of December 31, 2018:	Manufactured Housing	Commercial Real Estate	Commercial	SBA	HELOC	Single Family Real Estate	Consumer	Total Loans
	(in thousands)							

Recorded Investment:								
Impaired loans with an allowance recorded	$8,726	$ 243	$ —	$—	$—	$ 775	$ —	$9,744
Impaired loans with no allowance recorded	3,269	102	7,811	815	198	1,964	—	14,159
Total loans individually evaluated for impairment	11,995	345	7,811	815	198	2,739	—	23,903
Loans collectively evaluated for impairment	235,119	365,464	75,942	4,742	6,558	8,522	46	696,393
Total loans held for investment	$247,114	$ 365,809	$ 83,753	$5,557	$6,756	$ 11,261	$ 46	$720,296
Unpaid Principal Balance								
Impaired loans with an allowance recorded	$8,726	$ 243	$ —	$—	$—	$ 775	$ —	$9,744
Impaired loans with no allowance recorded	4,321	160	8,078	1,211	249	1,963	—	15,982
Total loans individually evaluated for impairment	13,047	403	8,078	1,211	249	2,738	—	25,726
Loans collectively evaluated for impairment	235,119	365,464	75,942	4,742	6,558	8,522	46	696,393
Total loans held for investment	$248,166	$ 365,867	$ 84,020	$5,953	$6,807	$ 11,260	$ 46	$722,119
Related Allowance for Credit Losses								
Impaired loans with an allowance recorded	$432	$ 9	$ —	$—	$—	$ 24	$ —	$465
Impaired loans with no allowance recorded	—	—	—	—	—	—	—	—
Total loans individually evaluated for impairment	432	9	—	—	—	24	—	465
Loans collectively evaluated for impairment	1,764	5,019	1,210	79	90	64	—	8,226
Total loans held for investment	$2,196	$ 5,028	$ 1,210	$79	$90	$ 88	$ —	$8,691

Included in impaired loans are $3.1 million and $3.1 million of loans guaranteed by government agencies at March 31, 2019 and December 31, 2018, respectively. A valuation allowance is established for an impaired loan when the fair value of the loan is less than the recorded investment. In certain cases, portions of impaired loans are charged-off to realizable value instead of establishing a valuation allowance and are included, when applicable in the table below as "Impaired loans without specific valuation allowance under ASC 310." The valuation allowance disclosed above is included in the allowance for loan losses reported in the consolidated balance sheets as of March 31, 2019 and December 31, 2018.

Table of Contents

The table below reflects recorded investment in loans classified as impaired:

	March 31, 2019	December 31, 2018
	(in thousands)	
Impaired loans with a specific valuation allowance under ASC 310	$10,785	$ 9,744
Impaired loans without a specific valuation allowance under ASC 310	9,692	14,159
Total impaired loans	$20,477	$ 23,903
Valuation allowance related to impaired loans	$422	$ 465

The following table summarizes impaired loans by class of loans:

	March 31, 2019	December 31, 2018
	(in thousands)	
Manufactured housing	$9,054	$ 11,995
Commercial real estate :		
Commercial real estate	97	102
SBA 504 1st trust deed	241	243
Land	—	—
Construction	—	—
Commercial	7,539	7,811
SBA	785	815
HELOC	193	198
Single family real estate	2,568	2,739
Consumer	—	—
Total	$20,477	$ 23,903

The following tables summarize average investment in impaired loans by class of loans and the related interest income recognized:

	Three Months Ended March 31,			
	2019		2018	
	Average Investment in Impaired Loans	Interest Income	Average Investment in Impaired Loans	Interest Income
	(in thousands)			
Manufactured housing	$10,386	$ 166	$8,174	$ 162
Commercial real estate:				
Commercial real estate	98	—	119	—
SBA 504 1st trust deed	239	4	429	5
Land	—	—	—	—
Construction	—	—	—	—
Commercial	7,573	43	8,226	49
SBA	790	—	961	1
HELOC	193	5	211	—

Single family real estate	2,618	34	2,295	27
Consumer	—	—	—	—
Total	$21,897	$ 252	$20,415	$ 244

The Company is not committed to lend additional funds on these impaired loans.

Table of Contents

The following table reflects the recorded investment in certain types of loans at the periods indicated:

	March 31, 2019	December 31, 2018
	(in thousands)	
Nonaccrual loans	$6,081	$ 6,226
Government guaranteed portion of loans included above	$2,824	$ 2,848
Troubled debt restructured loans, gross	$16,307	$ 16,749
Loans 30 through 89 days past due with interest accruing	$1,558	$ 3,763
Loans 90 days or more past due with interest accruing	$—	$ —
Allowance for loan losses to gross loans held for investment	1.20 %	1.21 %

The accrual of interest is discontinued when substantial doubt exists as to collectability of the loan; generally at the time the loan is 90 days delinquent. Any unpaid but accrued interest is reversed at that time. Thereafter, interest income is no longer recognized on the loan. Interest income may be recognized on impaired loans to the extent they are not past due by 90 days. Interest on nonaccrual loans is accounted for on the cash-basis or cost-recovery method, until qualifying for return to accrual. Loans are returned to accrual status when all of the principal and interest amounts contractually due are brought current and future payments are reasonably assured. Foregone interest on nonaccrual and TDR loans for the three months ended March 31, 2019 and 2018, was $0.1 million.

The following table presents the composition of nonaccrual loans by class of loans:

	March 31, 2019	December 31, 2018
	(in thousands)	
Manufactured housing	$214	$ 229
Commercial real estate:		
Commercial real estate	97	102
SBA 504 1st trust deed	—	—
Land	—	—
Construction	—	—
Commercial	4,791	4,881
SBA	785	816
HELOC	194	198
Single family real estate	—	—
Consumer	—	—
Total	$6,081	$ 6,226

Included in nonaccrual loans are $2.8 million of loans guaranteed by government agencies at March 31, 2019 and $2.8 million at December 31, 2018.

The guaranteed portion of each SBA loan is repurchased from investors when those loans become past due 120 days by either CWB or the SBA directly. After the foreclosure and collection process is complete, the principal balance of loans repurchased by CWB are reimbursed by the SBA. Although these balances do not earn interest during this period, they generally do not result in a loss of principal to CWB; therefore a repurchase reserve has not been established related to these loans.

The Company utilizes an internal asset classification system as a means of reporting problem and potential problem loans. Under the Company's risk rating system, the Company rates loans with potential problems as "Special Mention," "Substandard," "Doubtful" and "Loss". For a detailed discussion on these risk classifications see "Note 1 Summary of Significant Accounting Policies - Allowance for Loan Losses and Provision for Loan Losses". Loans that do not currently expose the Company to sufficient risk to warrant classification in one of the aforementioned categories but possess weaknesses that deserve management's close attention are deemed to be Special Mention. If left uncorrected, these potential weaknesses may result in deterioration of the repayment prospects for the loan or in the institution's credit position at some future date. Special Mention assets are not adversely classified and do not expose an institution to sufficient risk to warrant adverse classification. Risk ratings are updated as part of our normal loan monitoring process, at a minimum, annually.

Table of Contents

The following tables present gross loans by risk rating:

	March 31, 2019				
	Pass	Special Mention	Substandard	Doubtful	Total
	(in thousands)				
Manufactured housing	$248,454	$ —	$ 215	$ —	$248,669
Commercial real estate:					
Commercial real estate	292,264	1,987	97	—	294,348
SBA 504 1st trust deed	19,904	—	1,038	—	20,942
Land	6,542	—	—	—	6,542
Construction	45,466	1,908	—	—	47,374
Commercial	71,687	282	7,519	—	79,488
SBA	2,683	32	1,483	—	4,198
HELOC	6,391	—	194	—	6,585
Single family real estate	11,606	—	5	—	11,611
Consumer	67	—	—	—	67
Total, net	705,064	4,209	10,551	—	719,824
Government guarantee	—	—	3,557	—	3,557
Total	$705,064	$ 4,209	$ 14,108	$ —	$723,381

	December 31, 2018				
	Pass	Special Mention	Substandard	Doubtful	Total
	(in thousands)				
Manufactured housing	$246,884	$ —	$ 230	$ —	$247,114
Commercial real estate:					
Commercial real estate	269,855	—	102	—	269,957
SBA 504 1st trust deed	20,109	—	1,048	—	21,157
Land	6,381	—	—	—	6,381
Construction	66,683	1,631	—	—	68,314
Commercial	73,580	—	7,771	—	81,351
SBA	2,770	34	1,557		4,361
HELOC	6,558	—	198	—	6,756
Single family real estate	11,256	—	5	—	11,261
Consumer	46	—	—	—	46
Total, net	704,122	1,665	10,911	$ —	716,698
Government guarantee	—	—	3,598	—	3,598
Total	$704,122	$ 1,665	$ 14,509	$ —	$720,296

Troubled Debt Restructured Loan (TDR)

A TDR is a loan on which the bank, for reasons related to a borrower's financial difficulties, grants a concession to the borrower that the bank would not otherwise consider. The loan terms that have been modified or restructured due to a borrower's financial situation include, but are not limited to, a reduction in the stated interest rate, an extension of the maturity or renewal of the loan at an interest rate below current market, a reduction in the face amount of the debt, a reduction in the accrued interest, extensions, deferrals, renewals and rewrites. The majority of the bank's modifications are extensions in terms or deferral of payments which result in no lost principal or interest followed by reductions in interest rates or accrued interest. A TDR is also considered impaired. Generally, a loan that is modified at an effective market rate of interest may no longer be disclosed as a troubled debt restructuring in years subsequent to the restructuring if it is not impaired based on the terms specified by the restructuring agreement.

22

Table of Contents

The following tables summarize the financial effects of TDR loans by loan class for the periods presented:

For the Three Months Ended March 31, 2019

	Number of Loans	Pre-Modification Recorded Investment	Post Modification Recorded Investment	Balance of Loans with Rate Reduction	Balance of Loans with Term Extension	Effect on Allowance for Loan Losses
	(dollars in thousands)					
SBA	1	$ 48	$ 48	$ 48	$ —	$ —
Total	1	$ 48	$ 48	$ 48	$ —	$ —

For the Three Months Ended March 31, 2018

	Number of Loans	Pre-Modification Recorded Investment	Post Modification Recorded Investment	Balance of Loans with Rate Reduction	Balance of Loans with Term Extension	Effect on Allowance for Loan Losses
	(dollars in thousands)					
Manufactured housing	5	$ 600	$ 600	$ 600	$ 600	$ 37
Commercial	3	527	527	—	527	—
Total	8	$ 1,127	$ 1,127	$ 600	$ 1,127	$ 37

The average rate concessions were 200 basis points for the three months ended March 31, 2019 and 61 basis points for the three months ended March 31, 2018, respectively. The average term extension in months was 47 for the three months ended March 31, 2019 and 125 for the three months ended March 31, 2018, respectively.

A TDR loan is deemed to have a payment default when the borrower fails to make 2 consecutive payments or the collateral is transferred to repossessed assets. The Company had no TDR's with payment defaults for the three months ended March 31, 2019 or 2018.

At March 31, 2019 there were no material loan commitments outstanding on TDR loans.

5. OTHER ASSETS ACQUIRED THROUGH FORECLOSURE

The following table summarizes the changes in other assets acquired through foreclosure:

	Three Months Ended March 31, 2019	2018
	(in thousands)	
Balance, beginning of period	$ —	$ 372
Additions	—	101
Proceeds from dispositions	—	(214)
(Loss) gain on sales, net	—	(26)
Balance, end of period	$ —	$ 233

6. FAIR VALUE MEASUREMENT

The Company uses fair value measurements to record fair value adjustments to certain assets and liabilities. FASB ASC 820, Fair Value Measurements and Disclosures ("ASC 820") established a framework for measuring fair value using a three-level valuation hierarchy for disclosure of fair value measurement. The valuation hierarchy is based upon the transparency of inputs to the valuation of an asset as of the measurement date. ASC 820 establishes a hierarchy for inputs used in measuring fair value that maximizes the use of observable inputs and minimizes the use of unobservable inputs by requiring that observable inputs be used when available. Observable inputs are inputs that market participants would use in pricing the asset or liability developed based on market data obtained from sources independent of the Company. Unobservable inputs are inputs that reflect the Company's assumptions about the factors market participants would consider in pricing the asset or liability developed based on the best information available in the circumstances. The hierarchy is broken down into three levels based on the reliability of inputs, as follows:

- Level 1— Observable quoted prices in active markets that are accessible at the measurement date for identical, unrestricted assets or liabilities.

Table of Contents

- Level 2— Observable quoted prices for similar instruments in active markets, quoted prices for identical or similar instruments in markets that are not active, matrix pricing or model-based valuation techniques where all significant assumptions are observable, either directly or indirectly in the market.
- Level 3— Model-based techniques where all significant assumptions are not observable, either directly or indirectly, in the market. These unobservable assumptions reflect management's estimates of assumptions that market participants would use in pricing the asset or liability. Valuation techniques may include use of discounted cash flow models and similar techniques.

The availability of observable inputs varies based on the nature of the specific financial instrument. To the extent that valuation is based on models or inputs that are less observable or unobservable in the market, the determination of fair value requires more judgment. Accordingly, the degree of judgment exercised by the Company in determining fair value is greatest for instruments categorized in Level 3. In certain cases, the inputs used to measure fair value may fall into different levels of the fair value hierarchy. In such cases, for disclosure purposes, the level in the fair value hierarchy within which the fair value measurement in its entirety falls is determined based on the lowest level input that is significant to the fair value measurement in its entirety.

Fair value is a market-based measure considered from the perspective of a market participant who holds the asset or owes the liability rather than an entity-specific measure. When market assumptions are available, ASC 820 requires the Company to make assumptions regarding the assumptions that market participants would use to estimate the fair value of the financial instrument at the measurement date.

FASB ASC 825, Financial Instruments ("ASC 825") requires disclosure of fair value information about financial instruments, whether or not recognized in the balance sheet, for which it is practicable to estimate that value.

Management uses its best judgment in estimating the fair value of the Company's financial instruments; however, there are inherent limitations in any estimation technique. Therefore, for substantially all financial instruments, the fair value estimates presented herein are not necessarily indicative of the amounts the Company could have realized in a sales transaction at March 31, 2019 and December 31, 2018. The estimated fair value amounts for March 31, 2019 and December 31, 2018 have been measured as of period-end, and have not been reevaluated or updated for purposes of these consolidated financial statements subsequent to those dates. As such, the estimated fair values of these financial instruments subsequent to the reporting date may be different than the amounts reported at the period-end.

This information should not be interpreted as an estimate of the fair value of the entire Company since a fair value calculation is only required for a limited portion of the Company's assets and liabilities.

Due to the wide range of valuation techniques and the degree of subjectivity used in making the estimate, comparisons between the Company's disclosures and those of other companies or banks may not be meaningful.

Table of Contents

The following tables summarize the fair value of assets measured on a recurring basis:

	Fair Value Measurements at the End of the Reporting Period Using:			
March 31, 2019	Quoted Prices in Active Markets for Identical Assets (Level 1)	Significant Other Observable Inputs (Level 2)	Significant Unobservable Inputs (Level 3)	Fair Value
Assets:	(in thousands)			
Investment securities measured at fair value	$ 145	$ —	$ —	$ 145
Investment securities available-for-sale	—	24,344	—	24,344
Interest only strips	—	—	56	56
Servicing assets	—	—	43	43
Total	$ 145	$ 24,344	$ 99	$ 24,588

	Fair Value Measurements at the End of the Reporting Period Using:			
December 31, 2018	Quoted Prices in Active Markets for Identical Assets (Level 1)	Significant Other Observable Inputs (Level 2)	Significant Unobservable Inputs (Level 3)	Fair Value
Assets:	(in thousands)			
Investment securities measured at fair value	$ 121	$ —	$ —	$ 121
Investment securities available-for-sale	—	24,931	—	24,931
Interest only strips	—	—	63	63
Servicing assets	—	—	49	49
	$ 121	$ 24,931	$ 112	$ 25,164

Market valuations of our investment securities which are classified as level 2 are provided by an independent third party. The fair values are determined by using several sources for valuing fixed income securities. Their techniques include pricing models that vary based on the type of asset being valued and incorporate available trade, bid and other market information. In accordance with the fair value hierarchy, the market valuation sources include observable market inputs and are therefore considered Level 2 inputs for purposes of determining the fair values.

On certain SBA loan sales, the Company retained interest only strip assets (“I/O strips”) which represent the present value of excess net cash flows generated by the difference between (a) interest at the stated rate paid by borrowers and

(b) the sum of (i) pass-through interest paid to third-party investors and (ii) contractual servicing fees. I/O strips are classified as Level 3 in the fair value hierarchy. The fair value is determined on a quarterly basis through a discounted cash flow analysis prepared by an independent third party using industry prepayment speeds. I/O strip valuation adjustments are recorded as additions or offsets to loan servicing income.

Historically, the Company has elected to use the amortizing method for the treatment of servicing assets and has measured for impairment on a quarterly basis through a discounted cash flow analysis prepared by an independent third party using industry prepayment speeds. In connection with the sale of certain SBA and USDA loans the Company recorded servicing assets and elected to measure those assets at fair value in accordance with ASC 825-10. Significant assumptions in the valuation of servicing assets include estimated loan repayment rates, the discount rate, and servicing costs, among others. Servicing assets are classified as Level 3 measurements due to the use of significant unobservable inputs, as well as significant management judgment and estimation.

The Company also has assets that under certain conditions are subject to measurement at fair value on a non-recurring basis. These assets include loans held for sale, foreclosed real estate and repossessed assets, and certain loans that are considered impaired per generally accepted accounting principles.

Table of Contents

The following summarizes the fair value measurements of assets measured on a non-recurring basis:

		Fair Value Measurements at the End of the Reporting Period Using:		
	Total	Quoted Prices in Active Markets for Identical Assets (Level 1)	Active Markets for Similar Assets (Level 2)	Unobservable Inputs (Level 3)
	(in thousands)			
March 31, 2019:				
Impaired loans	$5,481	$ —	$ 5,481	$ —
Loans held for sale	47,758	—	47,758	—
Foreclosed real estate and repossessed assets	—	—	—	—
	$53,239	$ —	$ 53,239	$ —

		Fair Value Measurements at the End of the Reporting Period Using:		
	Total	Quoted Prices in Active Markets for Identical Assets (Level 1)	Active Markets for Similar Assets (Level 2)	Unobservable Inputs (Level 3)
	(in thousands)			
December 31, 2018:				
Impaired loans	$5,592	$ —	$ 5,592	$ —
Loans held for sale	49,050	—	49,050	—
Foreclosed real estate and repossessed assets	-	—	—	—
	$54,642	—	54,642	—

The Company records certain loans at fair value on a non-recurring basis. When a loan is considered impaired an allowance for a loan loss is established. The fair value measurement and disclosure requirement applies to loans measured for impairment using the practical expedients method permitted by accounting guidance for impaired loans. Impaired loans are measured at an observable market price, if available or at the fair value of the loan's collateral, if the loan is collateral dependent. The fair value of the loan's collateral is determined by appraisals or independent valuation. When the fair value of the loan's collateral is based on an observable market price or current appraised value, given the current real estate markets, the appraisals may contain a wide range of values and accordingly, the Company classifies the fair value of the impaired loans as a non-recurring valuation within Level 2 of the valuation hierarchy. For loans in which impairment is determined based on the net present value of cash flows, the Company classifies these as a non-recurring valuation within Level 3 of the valuation hierarchy.

Foreclosed real estate and repossessed assets are carried at the lower of book value or fair value less estimated costs to sell. Fair value is based upon independent market prices obtained from certified appraisers or the current listing price, if lower. When the fair value of the collateral is based on a current appraised value, the Company reports the fair value of the foreclosed collateral as non-recurring Level 2. When a current appraised value is not available or if management determines the fair value of the collateral is further impaired, the Company reports the foreclosed collateral as non-recurring Level 3.

FAIR VALUES OF FINANCIAL INSTRUMENTS

The estimated fair values of financial instruments have been determined by the Company using available market information and appropriate valuation methodologies. However, considerable judgment is required to interpret market data to develop estimates of fair value. Accordingly, the estimates presented herein are not necessarily indicative of the amounts the Company could realize in a current market exchange. The use of different market assumptions and/or estimation methodologies may have a material effect on the estimated fair value amounts.

Table of Contents

The estimated fair value of the Company’s financial instruments are as follows:

	March 31, 2019				
	Carrying	Fair Value			
	Amount	Level 1	Level 2	Level 3	Total
Financial assets:	(in thousands)				
Cash and cash equivalents	$53,406	$53,406	$—	$—	$53,406
FRB and FHLB stock	4,087	—	4,087	—	4,087
Investment securities	31,562	145	31,497	—	31,642
Loans, net	761,418	—	742,719	14,574	757,293
Financial liabilities:					
Deposits	734,729	—	734,398	—	734,398
Other borrowings	52,750	—	55,038	—	55,038

	December 31, 2018				
	Carrying	Fair Value			
	Amount	Level 1	Level 2	Level 3	Total
Financial assets:	(in thousands)				
Cash and cash equivalents	$56,915	$56,915	$—	$—	$56,915
FRB and FHLB stock	4,087	—	4,087	—	4,087
Investment securities	32,353	121	32,079	—	32,200
Loans, net	759,552	—	735,377	17,846	753,223
Financial liabilities:					
Deposits	716,006	—	712,900	—	712,900
Other borrowings	75,000	—	74,930	—	74,930

The following methods and assumptions were used by the Company in estimating the fair value of its financial instruments:

Cash and cash equivalents

The carrying amounts reported in the consolidated balance sheets for cash and due from banks approximate their fair value.

Money market investments

The carrying amounts reported in the consolidated balance sheets for money market investments approximate their fair value.

Investment securities

The fair value of Farmer Mac class A stock is based on quoted market prices and are categorized as Level 1 of the fair value hierarchy.

The fair value of other investment securities were determined based on matrix pricing. Matrix pricing is a mathematical technique that utilizes observable market inputs including, for example, yield curves, credit ratings and prepayment speeds. Fair values determined using matrix pricing are generally categorized as Level 2 in the fair value hierarchy.

Federal Reserve Stock and Federal Home Loan Bank Stock

CWB is a member of the FHLB system and maintains an investment in capital stock of the FHLB. CWB also maintains an investment in capital stock of the Federal Reserve Bank ("FRB"). These investments are carried at cost since no ready market exists for them, and they have no quoted market value. The Company conducts a periodic review and evaluation of our FHLB stock to determine if any impairment exists. The fair values have been categorized as Level 2 in the fair value hierarchy.

Loans Held for Sale

Loans held for sale are carried at the lower of cost or fair value. The fair value of loans held for sale is based on what secondary markets are currently offering for portfolios with similar characteristics or based on the agreed-upon sale price. As such, the Company classifies the fair value of loans held for sale as a non-recurring valuation within Level 2 of the fair value hierarchy. At March 31, 2019 and December 31, 2018, the Company had loans held for sale with an aggregate carrying value of $47.0 million and $48.4 million respectively.

Loans

Fair value of loans is estimated by calculating loan level fair values for all loans utilizing a discounted cash flow methodology incorporating "exit pricing" analytics in conformance with ASU 2016-01. All active loans were valued in the portfolio as of date of exercise, excluding any loans held for sale, and utilized assumptions such as probability of default, loss given default, recovery delay and prepayment assumptions. Fair value was calculated in accordance with ASC 820. The fair value for loans is categorized as Level 2 in the fair value hierarchy. Fair values of impaired loans using a discounted cash flow method to measure impairment have been categorized as Level 3.

Table of Contents

Deposits

The amount payable at demand at report date is used to estimate the fair value of demand and savings deposits. The estimated fair values of fixed-rate time deposits are determined by discounting the cash flows of segments of deposits that have similar maturities and rates, utilizing a discount rate that approximates the prevailing rates offered to depositors as of the measurement date. The fair value measurement of deposit liabilities is categorized as Level 2 in the fair value hierarchy.

Federal Home Loan Bank advances and other borrowings

The fair values of the Company's borrowings are estimated using discounted cash flow analyses, based on the market rates for similar types of borrowing arrangements. The FHLB advances have been categorized as Level 2 in the fair value hierarchy.

Off-balance sheet instruments

Fair values for the Company's off-balance sheet instruments (lending commitments and standby letters of credit) are based on quoted fees currently charged to enter into similar agreements, taking into account the remaining terms of the agreements and the counterparties' credit standing.

There were no standby letters of credit outstanding at March 31, 2019 or at December 31, 2018. Unfunded loan commitments at March 31, 2019 and December 31, 2018 were $61.6 million and $57.5 million, respectively.

7. OTHER BORROWINGS

Federal Home Loan Bank Advances – The Company through the bank has a blanket lien credit line with the FHLB. FHLB advances are collateralized in the aggregate by CWB's eligible loans and securities. Total FHLB advances were $52.0 million and $70.0 million at March 31, 2019 and December 31, 2018, respectively, borrowed at fixed rates. The Company also had $125.0 million of letters of credit with FHLB at March 31, 2019 to secure public funds. At March 31, 2019, CWB had pledged to the FHLB $31.4 million of securities and $298.0 million of loans. At March 31, 2019, CWB had $52.2 million available for additional borrowing. At December 31, 2018, CWB had pledged to the FHLB, $32.2 million of securities and $269.4 million of loans. At December 31, 2018, CWB had $35.9 million available for additional borrowing. Total FHLB interest expense for the three months ended March 31, 2019 and 2018 was $0.3 million and $0.1 million, respectively.

Federal Reserve Bank – The Company has established a credit line with the FRB. Advances are collateralized in the aggregate by eligible loans for up to 28 days. There were no outstanding FRB advances as of March 31, 2019 and December 31, 2018. Available borrowing capacity was $107.2 million and $103.8 million as of March 31, 2019 and December 31, 2018, respectively.

Federal Funds Purchased Lines – The Company has federal funds borrowing lines at correspondent banks totaling $20.0 million. There was no amount outstanding as of March 31, 2019 and December 31, 2018.

Line of Credit - In July of 2017, the Company entered into a one-year revolving line of credit agreement for up to $15.0 million. The Company must maintain a compensating deposit with the lender of 25% of the outstanding principal balance in a non-interest-bearing deposit account which was $0.2 million at March 31, 2019. In addition, the Company must maintain a minimum debt service coverage ratio of 1.65, a minimum Tier 1 leverage ratio of 7.0% and a minimum total risked based capital ratio of 10.0%. At March 31, 2019, the line of credit balance was $0.8 million at a rate of 6.24%.

8. STOCKHOLDERS' EQUITY

The following table summarizes the changes in other comprehensive income (loss) by component, net of tax for the period indicated:

	Three Months Ended March 31,	
	2019	2018
	Unrealized holding gains (losses) on AFS (in thousands)	
Beginning balance	$ (141)	$ 25
Other comprehensive income before reclassifications	7	(39)
Amounts reclassified from accumulated other comprehensive income	—	(59)
Net current-period other comprehensive income	7	(98)
Ending Balance	$ (134)	$ (73)

28

Table of Contents

The adoption of ASU-2018-02 during the first quarter of 2018 created a $6,000 reclassification within accumulated other comprehensive income to retained earnings. The Company also recorded a $53,000 adjustment during the first quarter of 2018 from AOCI to retained earnings on adoption of ASU 2016-01.

Common Stock

On August 24, 2017, the Board of Directors extended the common stock repurchase program of up to $4.5 million for two additional years. Under this program the Company has repurchased 339,966 common stock shares for $3.0 million at an average price of $8.72 per share. There were 89,760 repurchased common stock shares under this program during the three months ended March 31, 2019.

During the three months ended March 31, 2019, the Company paid common stock dividends of $0.5 million. During the three months ended March 31, 2018, the Company paid common stock dividends of $0.4 million.

9. CAPITAL REQUIREMENT

The Federal Reserve has adopted capital adequacy guidelines that are used to assess the adequacy of capital in supervising a bank holding company. In July 2013, the federal banking agencies approved the final rules ("Final Rules") to establish a new comprehensive regulatory capital framework with a phase-in period beginning January 1, 2015 and ending January 1, 2019. The Final Rules implement the third installment of the Basel Accords ("Basel III") regulatory capital reforms and changes required by the Dodd-Frank Wall Street Reform and Consumer Protection Act ("Dodd-Frank Act") and substantially amend the regulatory risk-based capital rules applicable to the Company. Basel III redefines the regulatory capital elements and minimum capital ratios, introduces regulatory capital buffers above those minimums, revises rules for calculating risk-weighted assets and adds a new component of Tier 1 capital called Common Equity Tier 1, which includes common equity and retained earnings and excludes preferred equity.

The following tables illustrates the Bank's regulatory ratios and the Federal Reserve's current adequacy guidelines as of March 31, 2019 and December 31, 2018. The Federal Reserve's fully phased-in guidelines applicable in 2019 are also summarized.

	Total Capital (To Risk-Weighted Assets)		Tier 1 Capital (To Risk-Weighted Assets)		Common Equity Tier 1 (To Risk-Weighted Assets)		Leverage Ratio/Tier 1 Capital (To Average Assets)	
March 31, 2019								
CWB's actual regulatory ratios	10.76	%	9.62	%	9.62	%	8.63	%
Minimum capital requirements	8.00	%	6.00	%	4.50	%	4.00	%
Well-capitalized requirements	10.50	%	8.50	%	7.00	%	5.00	%
Minimum capital requirements including fully-phased in capital conservation buffer	10.50	%	8.50	%	7.00	%	N/A	

	Total Capital (To Risk-Weighted Assets)	Tier 1 Capital (To Risk-Weighted Assets)	Common Equity Tier 1 (To Risk-Weighted	Leverage Ratio/Tier 1 Capital (To Average Assets)

					Assets)			
December 31, 2018								
CWB's actual regulatory ratios	10.83	%	9.68	%	9.68	%	8.57	%
Minimum capital requirements	8.00	%	6.00	%	4.50	%	4.00	%
Well-capitalized requirements	10.00	%	8.00	%	6.50	%	5.00	%
Minimum capital requirements including fully-phased in capital conservation buffer	10.50	%	8.50	%	7.00	%	N/A	

There are no conditions or events since March 31, 2019 that management believes have changed the Company’s or the Bank’s risk-based capital category.

Table of Contents

10. REVENUE RECOGNITION

The Company adopted ASU No, 2014-09 “Revenue from Contracts with Customers” (Topic 606) and all subsequent ASUs that modified Topic 606 on January 1, 2018. 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 non-interest income streams such as servicing rights, financial guarantees and certain credit card fees are also not in scope of the new guidance. Topic 606 is applicable to non-interest income streams such as deposit related fees, interchange fees and merchant income. However the recognition of these income streams did not change upon the adoption of Topic 606. Substantially all of the Company’s revenue is generated from contracts with customers. Non-interest revenue streams in-scope of Topic 606 are discussed below.

Service Charges on Deposit Accounts

Service charges on deposit accounts consist of monthly service fees, check orders, account analysis fees, and other deposit account related fees. The Company’s performance obligation for monthly service fees and account analysis fees is generally satisfied, and the related income recognized, over the period in which the service is provided. Check orders and other deposit-related fees are largely transactional based and, therefore, the Company’s performance obligation is satisfied and related income recognized at that 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.

Exchange Fees and Other Service Charges

Exchange fees and other service charges are primarily comprised of debit and credit card income, merchant services income, ATM fees and other service charges. Debit and credit card income is primarily comprised of interchange fees earned whenever the Company’s debit and credit cards are processed through card payment networks such as Visa or MasterCard. Merchant services income is primarily fees charged to merchants to process their debit and credit card transactions. ATM fees are primarily generated when a Company cardholder uses a non-Company ATM or a non-Company cardholder uses a Company ATM. Other service charges include fees from processing wire transfers, cashier’s checks and other services. The Company’s performance obligation for exchange and other service charges are largely satisfied, and related revenue recognized, when the services are rendered or upon completion. Payment is typically received immediately or in the following month.

The following table presents non-interest income, segregated by revenue streams in-scope and out-of-scope of Topic 606, for periods indicated.

Non-interest income	Three Months Ended March 31,	
	2019	2018
In-scope of Topic 606:		
Service charges on deposit accounts	$ 125	$ 92
Exchange fees and other service charges	35	47
Non-interest income (in-scope of Topic 606)	160	139
Non-interest income (out-of-scope of Topic 606)	444	500
	$ 604	$ 639

Contract Balances

A contract asset balance occurs when an entity performs a service for a customer before the customer pays consideration (resulting in a contract receivable) or before payment is due (resulting in a contract asset). A contract liability balance is an entity's obligation to transfer a service to a customer for which the entity has already received payment (or payment is due) from the customer. The Company's non-interest income streams are largely based on transactional activity. Consideration is often received immediately or shortly after the Company satisfies its performance obligation and income is recognized. The Company does not typically enter into long-term revenue contracts with customers, and, therefore, does not experience significant contract balances. As of March 31, 2019 and December 31, 2018, the Company did not have any signficant contract balances.

Contract Acquisition Costs

In connection with the adoption of Topic 606, an entity is required to capitalize, and subsequently amortize into expense, certain incremental costs of obtaining a contract with a customer if these costs are expected to be recovered. The incremental costs of obtaining a contract are those costs that an entity incurs to obtain a contract with a customer that it would not have incurred if the contract had not been obtained. The Company utilizes the practical expedient which allows entities to immediately expense contract acquisition costs when the asset that would have resulted from capitalizing these costs would have been amortized in one year or less. Upon adoption of Topic 606, the Company did not capitalize any contract acquisition cost.

Table of Contents

11.LEASES

As described in Note 1 – Summary of Significant Accounting Policies – Recent Accounting Pronouncements, effective January 1, 2019, we adopted Topic 842. We have operating leases for office space. Our office leases are typically for terms of between 2 and 10 years. Rents usually increase annually in accordance with defined rent steps or based on current year consumer price index adjustments. When renewal options exist, we generally do not deem them to be reasonably certain to be exercised, and therefore the amounts are not recognized as part of our lease liability nor our right-of-use asset. As part of the adoption, we elected the package of practical expedients permitted under the transition guidance, but not the hindsight practical expedient. As of March 31, 2019, the balance of the right-of-use assets was $8.1 million and the lease liabilities were $8.1 million. The right-of-use assets are included in other assets and the lease liabilities are included in other liabilities in the accompanying Consolidated Balance Sheets.

	Three Months Ended March 31,		
	2019		2018
Lease cost:	(in thousands)		
Operating lease cost	302,726		—
Sublease income	—		—
Total lease cost	302,726		—
Other information			
Cash paid for amounts included in the measurement of lease liabilities	—		—
Operating cash flows from operating leases	292,944		—
Weighted average remaining lease term - operating leases	10.63 years		N/A
Weighted average discount rate - operating leases	3.25	%	N/A

Future minimum operating lease payments:

	March 31,	
	2019	2018
	(in thousands)	
2019	$ 881	$ —
2020	1,104	—
2021	975	—
2022	873	—
2023	802	—
Thereafter	5,040	—
Total future minimum lease payments	$ 9,675	$ —
Less remaining imputed interest	1,552	—
Total lease liabilities	$ 8,123	$ —

Table of Contents

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

This discussion is designed to provide insight into management's assessment of significant trends related to the Company's consolidated financial condition, results of operations, liquidity, capital resources and interest rate sensitivity. It should be read in conjunction with the Company's unaudited interim consolidated financial statements and notes thereto included herein and the audited consolidated financial statements and notes thereto included in the Company's Annual Report on Form 10-K for the year ended December 31, 2018, and the other financial information appearing elsewhere in this report.

Forward Looking Statements

This report contains certain forward-looking statements, within the meaning of Section 27A of the Securities Act and Section 21E of the Securities Exchange Act of 1934, which are intended to be covered by the safe harbor for "forward-looking statements" provided by the Private Securities Litigation Reform Act of 1995. These statements may include statements that expressly or implicitly predict future results, performance or events. Statements other than statements of historical fact are forward-looking statements. In addition, the words "anticipates," "expects," "believes," "estimates" and "intends" or the negative of these terms or other comparable terminology constitute "forward-looking statements." Forward-looking statements relate to expectations, beliefs, projections, future plans and strategies, anticipated events or trends and similar expressions concerning matters that are not historical facts. Except as required by law, the Company disclaims any obligation to update any such forward-looking statements or to publicly announce the results of any revisions to any of the forward-looking statements contained herein to reflect future events or developments.

Forward-looking statements contained in this Quarterly Report on Form 10-Q involve substantial risks and uncertainties, many of which are difficult to predict and are generally beyond the control of the Company and may cause our actual results to differ significantly from historical results and those expressed in any forward-looking statement. Risks and uncertainties include those set forth in our filings with the Securities and Exchange Commission and the following factors that could cause actual results to differ materially from those presented:

- general economic conditions, either nationally or locally in some or all areas in which business is conducted, or conditions in the real estate or securities markets or the banking industry which could affect liquidity in the capital markets, the volume of loan origination, deposit flows, real estate values, the levels of non-interest income and the amount of loan losses;
- changes in existing loan portfolio composition and credit quality, and changes in loan loss requirements;
- legislative or regulatory changes which may adversely affect the Company's business;
- the water shortage in certain areas of California and its impact on the economy;
- the Company's success in implementing its new business initiatives, including expanding its product line, adding new branches and successfully building its brand image;
- changes in interest rates which may reduce or increase net interest margin and net interest income;
- increases in competitive pressure among financial institutions or non-financial institutions;
- technological changes which may be more difficult to implement or more expensive than anticipated;
- changes in borrowing facilities, capital markets and investment opportunities which may adversely affect the business;
- changes in accounting principles, policies or guidelines which may cause conditions to be perceived differently;
- litigation or other matters before regulatory agencies, whether currently existing or commencing in the future, which may delay the occurrence or non-occurrence of events longer than anticipated;
- the ability to originate loans with attractive terms and acceptable credit quality;
- the ability to attract and retain key members of management;
- the ability to realize cost efficiencies; and

• a failure or breach of our operational or security systems or infrastructure.

For additional information regarding risks that may cause our actual results to differ materially from any forward-looking statements, see “Risk Factors” in our Annual Report on Form 10-K for the year ended December 31, 2018 and in item 1A of Part II of this Quarterly Report.

Financial Overview and Highlights

Community West Bancshares (“CWBC”) incorporated under the laws of the state of California, is a bank holding company headquartered in Goleta, California providing full service banking and lending through its wholly-owned subsidiary Community West Bank (“CWB” or the “Bank”), which has eight California branch banking offices in Goleta, Ventura, Santa Maria, Santa Barbara, Westlake Village, San Luis Obispo, Oxnard, and Paso Robles. These entities are collectively referred to herein as the “Company”.

Financial Result Highlights for the First Quarter of 2019

The significant factors impacting the Company’s first quarter earnings performance were:

Table of Contents

- Net income was $1.5 million, or $0.18 per diluted share, in 1Q19, compared to $1.4 million, or $0.16 per diluted share in 4Q18, and compared to $1.8 million, or $0.21 per diluted share in 1Q18.

- Total demand deposits increased $44.0 million to $422.6 million at March 31, 2019, compared to $378.6 million at December 31, 2018, and increased $45.7 million compared to $376.9 million at March 31, 2018.

- Total loans increased to $770.1 million at March 31, 2019, compared to $768.2 million at December 31, 2018, and increased $24.3 million compared to $745.8 million at March 31, 2018.

- Net interest margin increased for 1Q19 to 3.99%, compared to 3.97% for 4Q18 and decreased from 4.25% for 1Q18.

- Book value per common share increased to $9.05 at March 31, 2019, compared to $8.92 at December 31, 2018, and $8.73 at March 31, 2018.

- Net nonaccrual loans decreased to $3.3 million at March 31, 2019, compared to $3.4 million at December 31, 2018, and $4.2 million at March 31, 2018. The Bank had no foreclosed assets at March 31, 2019.

- The Bank continues to be well-capitalized per banking regulations with its total capital ratio at 10.76%, its Tier 1 capital ratio at 9.62%, and Tier 1 leverage ratio at 8.63% at March 31, 2019.

The impact to the Company from these items, and others of both a positive and negative nature, will be discussed in more detail as they pertain to the Company's overall comparative performance for the three months ended March 31, 2019 throughout the analysis sections of this report.

Critical Accounting Policies

A number of critical accounting policies are used in the preparation of the Company's consolidated financial statements. These policies relate to areas of the financial statements that involve estimates and judgments made by management. These include provision and allowance for loan losses and investment securities. These critical accounting policies are discussed in the Company's Annual Report on Form 10-K for the fiscal year ended December 31, 2018 with a description of how the estimates are determined and an indication of the consequences of an over or under estimate.

RESULTS OF OPERATIONS

A summary of our results of operations and financial condition and select metrics is included in the following table:

	Three Months Ended March 31,	
	2019	2018
	(in thousands, except per share amounts)	
Net income	$ 1,510	$ 1,814
Basic earnings per share	0.18	0.22
Diluted earnings per share	0.18	0.21
Total assets	882,394	865,689
Total loans	761,418	737,319
Total deposits	734,729	710,037
Total stockholders' equity	76,453	71,711
Book value per common share	9.05	8.73

Net interest margin	3.99	%	4.25	%
Return on average assets	0.71	%	0.91	%
Return on average stockholders' equity	7.99	%	10.30	%

33

Table of Contents

The following table sets forth a summary financial overview for the comparable three months ended March 31, 2019 and 2018:

	Three Months Ended March 31, 2019	2018	Increase (Decrease)
	(in thousands, except per share amounts)		
Consolidated Income Statement Data:			
Interest income	$ 11,025	$ 9,988	$ 1,037
Interest expense	2,802	1,638	1,164
Net interest income	8,223	8,350	(127)
Credit (provision) for loan losses	(57)	(144)	87
Net interest income after provision for loan losses	8,280	8,494	(214)
Non-interest income	604	639	(35)
Non-interest expenses	6,717	6,533	184
Income before income taxes	2,167	2,600	(433)
Provision for income taxes	657	786	(129)
Net income	$ 1,510	$ 1,814	$ (304)
Income per share - basic	$ 0.18	$ 0.22	$ (0.04)
Income per share - diluted	$ 0.18	$ 0.21	$ (0.03)

Interest Rates and Differentials

The following table illustrates average yields on interest-earning assets and average rates on interest-bearing liabilities for the periods indicated:

	Three Months Ended March 31, 2019			2018		
	Average Balance	Interest	Average Yield/Cost (2)	Average Balance	Interest	Average Yield/Cost (2)
Interest-Earning Assets	(in thousands)					
Federal funds sold and interest-earning deposits	$30,505	$167	2.22 %	$21,158	$71	1.36 %
Investment securities	36,186	317	3.55 %	39,495	266	2.73 %
Loans (1)	768,253	10,541	5.56 %	736,628	9,651	5.31 %
Total earnings assets	834,944	11,025	5.36 %	797,281	9,988	5.08 %
Nonearning Assets						
Cash and due from banks	3,172			3,488		
Allowance for loan losses	(8,740)			(8,446)		
Other assets	30,308			20,375		
Total assets	$859,684			$812,698		
Interest-Bearing Liabilities						
Interest-bearing demand deposits	284,120	831	1.19 %	257,628	332	0.52 %
Savings deposits	15,219	31	0.83 %	14,153	29	0.83 %
Time deposits	304,042	1,582	2.11 %	318,519	1,082	1.38 %
Total interest-bearing deposits	603,381	2,444	1.64 %	590,300	1,443	0.99 %
Other borrowings	49,942	358	2.91 %	31,676	195	2.50 %
Total interest-bearing liabilities	653,323	2,802	1.74 %	621,976	1,638	1.07 %
Noninterest-Bearing Liabilities						

Noninterest-bearing demand deposits	113,572				112,076			
Other liabilities	16,106				7,213			
Stockholders' equity	76,683				71,433			
Total Liabilities and Stockholders' Equity	$859,684				$812,698			
Net interest income and margin (3)		$8,223	3.99	%		$8,350	4.25	%
Net interest spread (4)			3.62	%			4.01	%

(1) Includes nonaccrual loans.
(2) Annualized.
(3) Net interest margin is computed by dividing net interest income by total average earning assets.
(4) Net interest spread represents average yield earned on interest-earning assets less the average rate paid on interest-bearing liabilities.

Table of Contents

The table below sets forth the relative impact on net interest income of changes in the volume of earning assets and interest-bearing liabilities and changes in rates earned and paid by the Company on such assets and liabilities. For purposes of this table, nonaccrual loans have been included in the average loan balances.

	Three Months Ended March 31, 2019 versus 2018 Increase (Decrease) Due to Changes in (1)		
	Volume	Rate	Total
	(in thousands)		
Interest income:			
Federal funds sold and interest-earning deposits	$ 51	$ 45	$ 96
Investment securities	(29)	80	51
Loans, net	434	456	890
Total interest income	456	581	1,037
Interest expense:			
Interest-bearing demand deposits	78	421	499
Savings deposits	2	—	2
Time deposits	(75)	575	500
Short-term borrowings	131	32	163
Total interest expense	136	1,028	1,164
Net increase	$ 320	$ (447)	$ (127)

(1) Changes due to both volume and rate have been allocated to volume changes.

Comparison of interest income, interest expense and net interest margin

The Company’s primary source of revenue is interest income. Interest income for the three months ended March 31, 2019 was $11.0 million, compared to $10.0 million three months ended March 31, 2018. Total interest income in the first quarter of 2019 benefited from loan growth of $24.1 million compared to the first quarter of 2018. Interest income from interest-bearing deposits in other institutions increased primarily due to an increased average balance held with the Federal Reserve Bank during the first quarter of 2019 compared to 2018. The annualized yield on interest-earning assets for the first quarter 2019 compared to 2018 was 5.36% and 5.08%, respectively. Fed rate increases of 25 basis points each in December 2017, March 2018, June 2018, and September 2018 were partially responsible for the increased yield on interest-earning assets, primarily through the loan portfolio.

Interest expense for the three months ended March 31, 2019 compared to 2018 increased by $1.2 million. This increase in interest expense for the comparable periods was primarily due to increased interest-bearing demand balances and costs, repricing of maturing time deposits, and increased cost of borrowings. The annualized average cost of interest-bearing liabilities increased by 67 basis points to 1.74% for the three months ended March 31, 2019 compared to the same period in 2018. The cost of deposits increased by 55 basis points to 1.38% for the first quarter 2019 compared to 0.83% for the first quarter 2018. The cost of other borrowings for the comparable periods increased by 41 basis points to 2.91% for the three months ended March 31, 2019 compared to the same period in 2018 due to the increased use of longer term FHLB borrowings to manage interest rate risk.

The net impact of the changes in yields on interest-earning assets and the rates paid on interest-bearing liabilities was a decrease in the interest margin for the three months ended March 31, 2019 to 3.99% compared to 4.25% in the three months ended March 31, 2018.

Provision for loan losses

The provision for loan losses in each period is reflected as a charge against earnings in that period. The provision for loan losses is equal to the amount required to maintain the allowance for loan losses at a level that is adequate to absorb probable losses inherent in the loan portfolio. The provision (credit) for loan losses was $(0.1) million and $(0.1) million for the first quarter of 2019 and 2018 respectively. The improvements in credit quality, historical loss rates and net recoveries resulted in the decrease in the ratio of allowance for loan losses to loans held for investment from 1.22% at March 31, 2018 to 1.20% at March 31, 2019.

Table of Contents

The following schedule summarizes the provision, charge-offs (recoveries) by loan category for the three months ended March 31, 2019 and 2018:

	For the Three Months Ended March 31,							
	Manufactured Housing	Commercial Real Estate	Commercial	SBA	HELOC	Single Family Real Estate	Consumer	Total
2019	(in thousands)							
Beginning balance	$2,196	$ 5,028	$ 1,210	$79	$ 90	$ 88	$ —	$8,691
Charge-offs	—	—	(17)	—	—	—	—	(17)
Recoveries	6	—	19	5	1	—	—	31
Net (charge-offs) recoveries	6	—	2	5	1	—	—	14
Provision (credit)	(14)	30	7	(40)	(43)	3	—	(57)
Ending balance	$2,188	$ 5,058	$ 1,219	$44	$ 48	$ 91	$ —	$8,648
2018								
Beginning balance	$2,180	$ 4,844	$ 1,133	$73	$ 92	$ 98	$ —	$8,420
Charge-offs	(6)	—	—	—	—	—	—	(6)
Recoveries	99	15	5	62	7	—	—	188
Net (charge-offs) recoveries	93	15	5	62	7	—	—	182
Provision (credit)	(171)	117	(11)	(74)	(6)	1	—	(144)
Ending balance	$2,102	$ 4,976	$ 1,127	$61	$ 93	$ 99	$ —	$8,458

The percentage of net nonaccrual loans to the total loan portfolio has decreased to 0.42% as of March 31, 2019 from 0.44% at December 31, 2018.

The allowance for loan losses compared to net nonaccrual loans has increased to 266% as of March 31, 2019 from 257% as of December 31, 2018. Total past due loans decreased to $1.6 million as of March 31, 2019 from $3.8 million as of December 31, 2018.

Non-Interest Income

The Company earned non-interest income primarily through fees related to services provided to loan and deposit customers.

The following table summarizes the Company's non-interest income for the periods indicated:

	Three Months Ended March 31,		Increase
	2019	2018	(Decrease)
	(in thousands)		
Other loan fees	$ 258	$ 296	$ (38)
Document processing fees	87	117	(30)
Service charges	139	116	23
Other	120	110	10
Total non-interest income	$ 604	$ 639	$ (35)

Total non-interest income decreased slightly to $0.6 million for the three months ended March 31, 2019 compared to 2018. Other loan fees and document processing fees for the three months ended March 31, 2019 and 2018 decreased due to decreased loan fundings during the first three months of 2019 compared to 2018. Service charges and other fees increased slightly during the three months ended March 31, 2019 compared to 2018.

Table of Contents

Non-Interest Expenses

The following table summarizes the Company's non-interest expenses for the periods indicated:

	Three Months Ended March 31,		Increase
	2019	2018	(Decrease)
	(in thousands)		
Salaries and employee benefits	$ 4,381	$ 4,149	$ 232
Occupancy, net	782	784	(2)
Professional services	381	304	77
Data processing	224	212	12
Depreciation	213	167	46
FDIC assessment	170	214	(44)
Advertising and marketing	129	170	(41)
Stock based compensation	95	116	(21)
Other	342	417	(75)
Total non-interest expenses	$ 6,717	$ 6,533	$ 184

Total non-interest expenses increased $0.2 million in the three months ended March 31, 2019 compared to 2018, respectively. The increase in non-interest expenses for the year is primarily due to increased salaries and employee benefits, occupancy, depreciation and advertising as a result of the Bank's expansions in the Northern and Southern regions, and addition of customer relationship and support positions. Professional services increased $0.1 million in the three months ended March 31, 2019 compared to 2018 due to increased consulting costs for operational training and project implementation. The decrease in other expenses were mainly due to higher loan origination cost deferrals during the three months ended March 31, 2019 compared to 2018.

Income Taxes

Income tax provision for the three months ended March 31, 2019 was $0.7 million compared to $0.8 million in the same period during 2018. The combined state and federal effective income tax rates for the three months ended March 31, 2019 and 2018 were 30.3% and 30.2%, respectively. The effective tax rate decreased beginning in 2018 primarily as a result of the enacted tax rate change from 34% to 21% under the Tax Cuts and Jobs Act of December 2017.

Deferred tax assets and liabilities are recognized for the future tax consequences attributable to differences between the financial statement carrying amounts and their respective tax basis including operating losses and tax credit carryforwards. Net deferred tax assets of $3.0 million at March 31, 2019 are reported in the consolidated balance sheet as a component of total assets.

Accounting standards Codification Topic 740, Income Taxes, requires that companies assess whether a valuation allowance should be established against their deferred tax assets based on the consideration of all available evidence using a "more likely than not" standard.

A valuation allowance is established for deferred tax assets if, based on weight of available evidence, it is more likely than not that some portion or all of the deferred tax assets may not be realized. Management evaluates the Company's deferred tax assets for recoverability using a consistent approach which considers the relative impact of negative and positive evidence, including the Company's historical profitability and projections of future taxable income. The Company is required to establish a valuation allowance for deferred tax assets and record a charge to income if management determines, based on available evidence at the time the determination is made, that it is more likely than not that some portion or all of the deferred tax assets may not be realized.

There was no valuation allowance on deferred tax assets at March 31, 2019 or December 31, 2018.

The Company is subject to the provisions of ASC 740, Income Taxes (ASC 740). ASC 740 prescribes a more likely than not threshold for the financial statement recognition of uncertain tax positions. ASC 740 clarifies the accounting for income taxes by prescribing a minimum recognition threshold and measurement attribute for the financial statement recognition and measurement of a tax position taken or expected to be taken in a tax return. On a quarterly basis, the Company undergoes a process to evaluate whether income tax accruals are in accordance with ASC 740 guidance on uncertain tax positions. There were no uncertain tax positions at March 31, 2019 and December 31, 2018.

BALANCE SHEET ANALYSIS

Total assets increased $5.1 million to $882.4 million at March 31, 2019 from $877.3 million at December 31, 2018. Net loans increased by $1.9 million to $761.4 million at March 31, 2019 from $759.6 million at December 31, 2018. The majority of the loan increase was due to increases of $3.4 million and $1.6 million in our commercial real estate and manufactured housing portfolios, respectively. This increase was partially offset by a decrease of $0.6 million in investment securities available-for-sale.

Table of Contents

Total liabilities increased $4.8 million to $805.9 million at March 31, 2019 from $801.1 million at December 31, 2018 mostly due to increased total deposits of $18.7 million. Non-interest-bearing demand deposits increased by $27.3 million and interest-bearing demand deposits increased by $16.7 million, while certificates of deposit decreased $25.8 million due to the company's strategic initiative to reduce wholesale funding, including brokered deposits.

Total stockholders' equity increased $0.3 million to $76.5 million at March 31, 2019 from $76.2 million at December 31, 2018. The $1.5 million increase in retained earnings from net income was offset by a $0.4 million decrease from common stock dividends. The book value per common share was $9.05 at March 31, 2019 compared to $8.92 at December 31, 2018.

Selected Balance Sheet Accounts

	March 31, 2019	December 31, 2018	Increase (Decrease)	Percent Increase (Decrease)
	(dollars in thousands)			
Cash and cash equivalents	$53,406	$ 56,915	$ (3,509)	(6.2)%
Investment securities available-for-sale	24,344	24,931	(587)	(2.4)%
Investment securities held-to-maturity	7,073	7,301	(228)	(3.1)%
Loans - held for sale	46,995	48,355	(1,360)	(2.8)%
Loans - held for investment, net	714,423	711,197	3,226	0.5 %
Total assets	882,394	877,291	5,103	0.6 %
Total deposits	734,729	716,006	18,723	2.6 %
Other borrowings	52,750	75,000	(22,250)	(29.7)%
Total stockholder's equity	76,453	76,151	302	0.4 %

The table below summarizes the distribution of the Company's loans held for investment at the end of each of the periods indicated.

	March 31, 2019	December 31, 2018
	(in thousands)	
Manufactured housing	$248,669	$ 247,114
Commercial real estate	369,206	365,809
Commercial	81,879	83,753
SBA	5,364	5,557
HELOC	6,585	6,756
Single family real estate	11,611	11,261
Consumer	67	46
	723,381	720,296
Allowance for loan losses	(8,648)	(8,691)
Deferred costs, net	(245)	(337)
Discount on SBA loans	(65)	(71)
Total loans held for investment, net	$714,423	$ 711,197

The Company had $47.0 million of loans held for sale at March 31, 2019 compared to $48.4 million at December 31, 2018. Loans held for sale at March 31, 2019 consisted of $12.8 million SBA loans and $34.2 million commercial agriculture loans. Loans held for sale at December 31, 2018, were $13.6 million SBA loans and $34.8 million commercial agriculture loans.

Concentrations of Lending Activities

The Company's lending activities are primarily driven by the customers served in the market areas where the Company has branch offices in the Central Coast of California. The Company monitors concentrations within selected categories such as geography and product. The Company originates manufactured housing, commercial, SBA, construction, real estate and consumer loans to customers through branch offices located in the Company's primary markets. The Company's business is concentrated in these areas and the loan portfolio includes significant credit exposure to the manufactured housing and commercial real estate markets of these areas. As of March 31, 2019 and December 31, 2018, manufactured housing loans comprised 32.3% and 32.2%, respectively, of total loans. As of March 31, 2019 and December 31, 2018, commercial real estate loans accounted for approximately 47.9% and 47.6% of total loans, respectively. Approximately 34.1% and 33.8% of these commercial real estate loans were owner-occupied at March 31, 2019 and December 31, 2018, respectively. Substantially all of these loans are secured by first liens with average loan to value ratio of 55.0% and 57.9% at March 31, 2019 and December 31, 2018, respectively. The Company was within established concentration policy limits at March 31, 2019 and December 31, 2018.

Table of Contents

Asset Quality

For all banks and bank holding companies, asset quality plays a significant role in the overall financial condition of the institution and results of operations. The Company measures asset quality in terms of nonaccrual loans as a percentage of gross loans, and net charge-offs as a percentage of average loans. Net charge-offs are calculated as the difference between charged-off loans and recovery payments received on previously charged-off loans.

	March 31, 2019	December 31, 2018
	(in thousands)	
Nonaccrual loans (net of government guaranteed portion)	$3,257	$ 3,378
Troubled debt restructured loans, gross	16,307	16,749
Nonaccrual loans (net of government guaranteed portion) to gross loans	0.43 %	0.46 %
Net charge-offs (recoveries) (annualized) to average loans	(0.01)%	(0.03)%
Allowance for loan losses to nonaccrual loans (net of government guaranteed portion)	266 %	257 %
Allowance for loan losses to gross loans	1.20 %	1.21 %

The following table reflects the recorded investment in certain types of loans at the dates indicated:

	March 31, 2019	December 31, 2018
	(in thousands)	
Total nonaccrual loans	$6,081	$ 6,226
Government guaranteed portion of loans included above	(2,824)	(2,848)
Total nonaccrual loans, without guarantees	$3,257	$ 3,378
Troubled debt restructured loans, gross	$16,307	$ 16,749
Loans 30 through 89 days past due with interest accruing	$1,558	$ 3,763
Loans 90 days or more past due with interest accruing	$—	$ —
Allowance for loan losses to gross loans held for investment	1.20 %	1.21 %

Impaired loans

A loan is considered impaired when, based on current information, it is probable that the Company will be unable to collect the scheduled payments of principal and/or interest under the contractual terms of the loan agreement. Factors considered by management in determining impairment include payment status, collateral value and the probability of collecting scheduled principal and/or interest payments. Loans that experience insignificant payment delays or payment shortfalls generally are not classified as impaired. Management determines the significance of payment delays or payment shortfalls on a case-by-case basis. When determining the possibility of impairment, management considers the circumstances surrounding the loan and the borrower, including the length of the delay, the reasons for the delay, the borrower's prior payment record and the amount of the shortfall in relation to the principal and interest owed. For collateral-dependent loans, the Company uses the fair value of collateral method to measure impairment. All other loans are measured for impairment based on the present value of future cash flows. Impairment is measured on a loan-by-loan basis for all loans in the portfolio.

A loan is considered a troubled debt restructured loan (“TDR”) when concessions have been made to the borrower and the borrower is in financial difficulty. These concessions include but are not limited to term extensions, rate reductions and principal reductions. Forgiveness of principal is rarely granted and modifications for all classes of loans are predominantly term extensions. TDR loans are also considered impaired.

Table of Contents

The following schedule summarizes impaired loans and specific reserves by loan class as of the periods indicated:

	Manufactured Housing	Commercial Real Estate	Commercial	SBA	HELOC	Single Family Real Estate	Consumer	Total Loans
Impaired Loans as of March 31, 2019:	(in thousands)							
Recorded Investment:								
Impaired loans with an allowance recorded	$6,299	$ 241	$ 3,475	$—	$ —	$ 770	$ —	$10,785
Impaired loans with no allowance recorded	2,755	97	4,064	785	193	1,798	—	9,692
Total loans individually evaluated for impairment	9,054	338	7,539	785	193	2,568	—	20,477
Related Allowance for Credit Losses								
Impaired loans with an allowance recorded	390	9	1	—	—	22	—	422
Impaired loans with no allowance recorded	—	—	—	—	—	—	—	—
Total loans individually evaluated for impairment	390	9	1	—	—	22	—	422
Total impaired loans, net	$8,664	$ 329	$ 7,538	$785	$ 193	$ 2,546	$ —	$20,055

	Manufactured Housing	Commercial Real Estate	Commercial	SBA	HELOC	Single Family Real Estate	Consumer	Total Loans
Impaired Loans as of December 31, 2018:								
Recorded Investment:								
Impaired loans with an allowance recorded	$ 8,726	$ 243	$ —	$—	$ —	$ 775	$ —	$9,744
Impaired loans with no allowance recorded	3,269	102	7,811	815	198	1,964	—	14,159
Total loans individually evaluated for impairment	11,995	345	7,811	815	198	2,739	—	23,903
Related Allowance for Credit Losses								
Impaired loans with an allowance recorded	432	9	—	—	—	24	—	465
Impaired loans with no allowance recorded	—	—	—	—	—	—	—	—
Total loans individually evaluated for impairment	432	9	—	—	—	24	—	465
Total impaired loans, net	$ 11,563	$ 336	$ 7,811	$815	$ 198	$ 2,715	$ —	$23,438

Total impaired loans decreased $3.4 million in the first quarter of 2019 compared to December 31, 2018. This decrease was primarily in impaired manufactured housing loans of $2.9 million although all the other loan categories had decreases.

40

Table of Contents

The following table summarizes the composite of nonaccrual loans net of government guarantee:

	At March 31, 2019				At December 31, 2018			
	Nonaccrual Balance	%	Percent of Total Loans		Nonaccrual Balance	%	Percent of Total Loans	
	(dollars in thousands)							
Manufactured housing	$214	3.51 %	0.03	%	$229	3.68 %	0.03	%
Commercial real estate	97	1.60 %	0.01	%	102	1.64 %	0.01	%
Commercial	4,791	78.79 %	0.66	%	4,881	78.40 %	0.64	%
SBA	785	12.91 %	0.11	%	816	13.11 %	0.11	%
HELOC	194	3.19 %	0.03	%	198	3.18 %	0.03	%
Single family real estate	-	0.00 %	0.00	%	-	0.00 %	0.00	%
Consumer	—	—	—		—	—	—	
Total nonaccrual loans	$6,081	100.00%	0.84	%	$6,226	100.00%	0.82	%

Nonaccrual balances include $2.8 million and $2.8 million, respectively, of loans that are government guaranteed at March 31, 2019 and December 31, 2018, respectively. Nonaccrual loans net of government guarantees decreased $0.1 million or 4%, from $3.4 million at December 31, 2018 to $3.3 million at March 31, 2019.

CWB or the SBA repurchases the guaranteed portion of SBA loans from investors when those loans become past due 120 days. After the foreclosure and collection process is complete, the SBA reimburses CWB for this principal balance. Therefore, although these balances do not earn interest during this period, they generally do not result in a loss of principal to CWB.

Allowance For Loan Losses

The following table summarizes the allocation of allowance for loan losses by loan type. However, allocation of a portion of the allowance to one category of loans does not preclude its availability to absorb losses in other categories:

	Three Months Ended March 31,	
	2019	2018
Allowance for loan losses:	(in thousands)	
Balance at beginning of period	$ 8,691	$ 8,420
Provisions charged to operating expenses:		
Manufactured housing	(14)	(171)
Commercial real estate	30	117
Commercial	7	(11)
SBA	(40)	(74)
HELOC	(43)	(6)
Single family real estate	3	1
Consumer	—	—
Total Provision (credit)	(57)	(144)
Recoveries of loans previously charged-off:		
Manufactured housing	6	99
Commercial real estate	—	15
Commercial	19	5
SBA	5	62
HELOC	1	7
Single family real estate	—	—
Consumer	—	—

Total recoveries	31	188
Loans charged-off:		
Manufactured housing	—	6
Commercial real estate	—	—
Commercial	17	—
SBA	—	—
HELOC	—	—
Single family real estate	—	—
Consumer	—	—
Total charged-off	17	6
Net charge-offs (recoveries)	(14)	(182)
Balance at end of period	$ 8,648	$ 8,458

41

Table of Contents

Potential Problem Loans

The Company classifies loans consistent with federal banking regulations. These loan grades are described in further detail in Note 1, "Summary of Significant Accounting Policies" of this Form 10-Q. The following table presents information regarding potential problem loans consisting of loans graded watch or worse, but still performing:

	March 31, 2019			
	Number of Loans	Loan Balance (1)	Percent	Percent of Total Loans
	(dollars in thousands)			
Manufactured housing	—	$ —	0.00 %	0.00 %
Commercial real estate	6	4,692	77.41 %	0.62 %
Commercial	2	546	9.01 %	0.07 %
SBA	5	818	13.50 %	0.11 %
HELOC	—	—	0.00 %	0.00 %
Single family real estate	1	5	0.08 %	0.00 %
Total	14	$ 6,061	100.00 %	0.80 %

(1) Of the $6.1 million of potential problem loans, $0.9 million are guaranteed by government agencies.

	December 31, 2018			
	Number of Loans	Loan Balance (1)	Percent	Percent of Total Loans
	(dollars in thousands)			
Manufactured housing	—	$ —	0.00 %	0.00 %
Commercial real estate	4	2,435	67.88 %	0.32 %
Commercial	1	278	7.75 %	0.04 %
SBA	5	869	24.23 %	0.11 %
HELOC	—	—	0.00 %	0.00 %
Single family real estate	1	5	0.14 %	0.00 %
Total	11	$ 3,587	100.00 %	0.47 %

(1) Of the $3.6 million of potential problem loans, $1.5 million are guaranteed by government agencies.

Investment Securities

Investment securities are classified at the time of acquisition as either held-to-maturity or available-for-sale based upon various factors, including asset/liability management strategies, liquidity and profitability objectives, and regulatory requirements. Held-to-maturity securities are carried at amortized cost, adjusted for amortization of premiums or accretion of discounts. Available-for-sale securities are securities that may be sold prior to maturity based upon asset/liability management decisions. Investment securities identified as available-for-sale are carried at fair value. Unrealized gains or losses on available-for-sale securities are recorded as accumulated other comprehensive income in stockholders' equity. Amortization of premiums or accretion of discounts on mortgage-backed securities is periodically adjusted for estimated prepayments.

The investment securities portfolio of the Company is utilized as collateral for borrowings, required collateral for public deposits and to manage liquidity, capital, and interest rate risk.

The carrying value of investment securities was as follows:

	March 31, 2019	December 31, 2018
	(in thousands)	
U.S. government agency notes	$11,768	$ 12,070
U.S. government agency mortgage backed securities ("MBS")	7,073	7,301
U.S. government agency collateralized mortgage obligations ("CMO")	12,576	12,861
Equity securities: Farmer Mac class A stock	145	121
	$31,562	$ 32,353

42

Table of Contents

Other Assets Acquired Through Foreclosure

The following table represents the changes in other assets acquired through foreclosure:

	Three Months Ended March 31,	
	2019	2018
	(in thousands)	
Balance, beginning of period	$ —	$ 372
Additions	—	101
Proceeds from dispositions	—	(214)
(Loss) Gain on sales, net	—	(26)
Balance, end of period	$ —	$ 233

Other assets acquired through foreclosure consist primarily of properties acquired as a result of, or in-lieu-of, foreclosure. Properties or other assets (primarily manufactured housing) are classified as other real estate owned and other repossessed assets and are reported at fair value at the time of foreclosure less estimated costs to sell. Costs relating to development or improvement of the assets are capitalized and costs related to holding the assets are charged to expense. The Company had a valuation allowance on foreclosed assets of $0 at March 31, 2019 and $9,000 at March 31, 2018.

Deposits

The following table provides the balance and percentage change in the Company's deposits:

	March 31, 2019	December 31, 2018	Increase (Decrease)	Percent Increase (Decrease)
	(dollars in thousands)			
Non-interest bearing demand deposits	$135,495	$ 108,161	$ 27,334	25.3 %
Interest-bearing demand deposits	287,095	270,431	16,664	6.2 %
Savings	15,128	14,641	487	3.3 %
Certificates of deposit ($250,000 or more)	91,580	93,439	(1,859)	(2.0)%
Other certificates of deposit	205,431	229,334	(23,903)	(10.4)%
Total deposits	$734,729	$ 716,006	$ 18,723	2.6 %

Total deposits increased to $734.7 million at March 31, 2019 from $716.0 million at December 31, 2018, an increase of $18.7 million. This increase was primarily from non-interest bearing demand deposits and interest-bearing demand deposits, offset by a decline in certificates of deposits. Deposits are the primary source of funding the Company's asset growth. In addition, the Bank is a member of Certificate of Deposit Account Registry Service ("CDARS"). CDARS provides a mechanism for obtaining FDIC insurance for large deposits. At March 31, 2019 and December 31, 2018, the Company had $52.0 million and $35.2 million, respectively, of CDARS and ICS deposits.

Table of Contents

Liquidity and Capital Resources

Liquidity Management

Liquidity is the ongoing ability to accommodate liability maturities and deposit withdrawals, fund asset growth and business operations, and meet contractual obligations through unconstrained access to funding at reasonable market rates. Liquidity management involves forecasting funding requirements and maintaining sufficient capacity to meet the needs and accommodate fluctuations in asset and liability levels due to changes in our business operations or unanticipated events.

The ability to have readily available funds sufficient to repay fully maturing liabilities is of primary importance to depositors, creditors and regulators. Our liquidity, represented by cash and amounts due from banks, federal funds sold and non-pledged marketable securities, is a result of our operating, investing and financing activities and related cash flows. To ensure funds are available when necessary, on at least a quarterly basis, we project the amount of funds that will be required, and we strive to maintain relationships with a diversified customer base. Liquidity requirements can also be met through short-term borrowings or the disposition of short-term assets.

The Company has established policies as well as analytical tools to manage liquidity. Proper liquidity management ensures that sufficient funds are available to meet normal operating demands in addition to unexpected customer demand for funds, such as high levels of deposit withdrawals or increased loan demand, in a timely and cost effective manner. The most important factor in the preservation of liquidity is maintaining public confidence that facilitates the retention and growth of core deposits. Ultimately, public confidence is gained through profitable operations, sound credit quality and a strong capital position. The Company’s liquidity management is viewed from a long-term and short-term perspective, as well as from an asset and liability perspective. Management monitors liquidity through regular reviews of maturity profiles, funding sources and loan and deposit forecasts to minimize funding risk.

The Company has asset and liability management committees (“ALCO”) at the Board and Bank management level to review asset and liability management and liquidity issues.

CWB has a blanket lien credit line with the Federal Home Loan Bank (“FHLB”). Advances are collateralized in the aggregate by CWB’s eligible loans and securities. CWB had $52.0 million and $70.0 million of FHLB advances at March 31, 2019 and December 31, 2018, respectively, borrowed at fixed rates. The Company also had $125.0 million of letters of credit with FHLB at March 31, 2019 to secure public funds. At March 31, 2019, CWB had pledged to the FHLB, $31.4 million of securities and $298.0 million of loans. At March 31, 2019, CWB had $52.2 million available for additional borrowing. At December 31, 2018, CWB had pledged to the FHLB, securities of $32.2 million at carrying value and $269.4 million of loans.

CWB has established a credit line with the Federal Reserve Bank (“FRB”). There were no outstanding FRB advances as of March 31, 2019 and December 31, 2018. CWB had $107.2 million and $103.8 million in borrowing capacity as of March 31, 2019 and December 31, 2018, respectively.

The Company has federal funds purchased lines at correspondent banks with a total borrowing capacity of $20.0 million. There was no amount outstanding as of March 31, 2019 and December 31, 2018.

The Company continues to face strong competition for core deposits. The liquidity ratio of the Company was 14.1% and 14.8% at March 31, 2019 and December 31, 2018, respectively. The Company’s liquidity ratio fluctuates in conjunction with loan funding demands. The liquidity ratio consists of the sum of cash and due from banks, deposits in other financial institutions, available for sale investments, federal funds sold and loans held for sale, divided by total assets.

CWBC's routine funding requirements primarily consist of certain operating expenses and common stock dividends. Normally, CWBC obtains funding to meet its obligations from dividends collected from the Bank and has the capability to issue debt securities. Federal banking laws regulate the amount of dividends that may be paid by banking subsidiaries without prior approval.

Capital Resources

Maintaining capital strength continues to be a long-term objective for the Company. Ample capital is necessary to sustain growth, provide protection against unanticipated declines in asset values, and to safeguard depositor funds. Capital is also a source of funds for loan demand and enables the Company to effectively manage its assets and liabilities. The Company has the capacity to issue 60,000,000 shares of common stock, of which 8,449,886 have been issued at March 31, 2019. Conversely, the Company may decide to repurchase shares of its outstanding common stock, depending on the market price and other relevant factors.

Table of Contents

The following tables illustrates the Bank's regulatory ratios and the Federal Reserve's current adequacy guidelines as of March 31, 2019 and December 31, 2018. The Federal Reserve's fully phased-in guidelines applicable in 2019 are also summarized.

	Total Capital (To Risk-Weighted Assets)		Tier 1 Capital (To Risk-Weighted Assets)		Common Equity Tier 1 (To Risk-Weighted Assets)		Leverage Ratio/Tier 1 Capital (To Average Assets)	
March 31, 2019								
CWB's actual regulatory ratios	10.76	%	9.62	%	9.62	%	8.63	%
Minimum capital requirements	8.00	%	6.00	%	4.50	%	4.00	%
Well-capitalized requirements	10.50	%	8.50	%	7.00	%	5.00	%
Minimum capital requirements including fully-phased in capital conservation buffer	10.50	%	8.50	%	7.00	%	N/A	

	Total Capital (To Risk-Weighted Assets)		Tier 1 Capital (To Risk-Weighted Assets)		Common Equity Tier 1 (To Risk-Weighted Assets)		Leverage Ratio/Tier 1 Capital (To Average Assets)	
December 31, 2018								
CWB's actual regulatory ratios	10.83	%	9.68	%	9.68	%	8.57	%
Minimum capital requirements	8.00	%	6.00	%	4.50	%	4.00	%
Well-capitalized requirements	10.00	%	8.00	%	6.50	%	5.00	%
Minimum capital requirements including fully-phased in capital conservation buffer (2019)	10.50	%	8.50	%	7.00	%	N/A	

There are no conditions or events since March 31, 2019 that management believes have changed the Company's or the Bank's risk-based capital category.

Table of Contents
Supervision and Regulation

Banking is a complex, highly regulated industry. The primary goals of the regulatory scheme are to maintain a safe and sound banking system, protect depositors and the Federal Deposit Insurance Corporation's ("FDIC") insurance fund, and facilitate the conduct of sound monetary policy. In furtherance of these goals, Congress and the states have created several largely autonomous regulatory agencies and enacted numerous laws that govern banks, bank holding companies and the financial services industry. Consequently, the growth and earnings performance of the Company can be affected not only by management decisions and general economic conditions, but also by the requirements of applicable state and federal statutes, regulations and the policies of various governmental regulatory authorities, including the Board of Governors of the Federal Reserve System, the Office of the Comptroller of the Currency ("OCC"), and FDIC.

The system of supervision and regulation applicable to financial services businesses governs most aspects of the business of CWBC and CWB, including: (i) the scope of permissible business; (ii) investments; (iii) reserves that must be maintained against deposits; (iv) capital levels that must be maintained; (v) the nature and amount of collateral that may be taken to secure loans; (vi) the establishment of new branches; (vii) mergers and consolidations with other financial institutions; and (viii) the payment of dividends.

From time to time laws or regulations are enacted which have the effect of increasing the cost of doing business, limiting or expanding the scope of permissible activities, or changing the competitive balance between banks and other financial and non-financial institutions. Proposals to change the laws and regulations governing the operations of banks and bank holding companies are frequently made in Congress and by various bank and other regulatory agencies. Future changes in the laws, regulations or policies that impact the Company cannot necessarily be predicted, but they may have a material effect on the Company's business and earnings.

For a detailed discussion of the regulatory scheme governing the Company and CWB, please see the discussion in the Company's Annual Report on Form 10-K for the fiscal year ended December 31, 2018 under the caption "Management's Discussion and Analysis of Financial Condition and Results of Operation – Supervision and Regulation."

ITEM 3. QUANTITATIVE AND QUALITATIVE DISCLOSURES ABOUT MARKET RISK

Certain qualitative and quantitative disclosures about market risk are set forth in Item 7A of the Company's Annual Report on Form 10-K for the year ended December 31, 2018. There has been no material change in these disclosures as previously disclosed in the Company's Form 10-K. For further discussion of interest rate risk, see Item 7. "Management's Discussion and Analysis of Financial Condition and Results of Operations - Liquidity - Interest Rate Risk."

ITEM 4. CONTROLS AND PROCEDURES

The Company's management, with the participation of the Company's Chief Executive Officer and Chief Financial Officer, carried out an evaluation of the effectiveness of disclosure controls and procedures pursuant to Exchange Act Rule 13a-15(e). Based upon that evaluation, the Company's management, which includes the Company's Chief Executive Officer and the Chief Financial Officer, has concluded that, as of the end of the period covered by this report, disclosure controls and procedures are effective in ensuring that information relating to the Company (including its consolidated subsidiary) required to be disclosed by the Company in reports that it files or submits under the Exchange Act is recorded, processed, summarized and reported within the time periods specified in Securities and Exchange Commission rules and forms.

Disclosure controls and procedures, no matter how well designed and implemented, can provide only reasonable assurance of achieving an entity's disclosure objectives. The likelihood of achieving such objectives is affected by limitations inherent in disclosure controls and procedures. These include the fact that human judgment in decision-making can be faulty and that breakdowns in internal control can occur because of human failures such as simple errors or mistakes or intentional circumvention of the established process.

The Company's management, with the participation of the Company's Chief Executive Officer and Chief Financial Officer, has evaluated whether there was any change in internal control over financial reporting that occurred during the quarter ended March 31, 2019 and determined that there was no change in internal control over financial reporting that occurred during the quarter ended March 31, 2019 that has materially affected, or is reasonably likely to materially affect, the Company's internal control over financial reporting.

Table of Contents

PART II – OTHER INFORMATION

ITEM 1. LEGAL PROCEEDINGS

The Company is involved in various other litigation matters of a routine nature that are being handled and defended in the ordinary course of the Company's business. In the opinion of Management, based in part on consultation with legal counsel, the resolution of these litigation matters are not expected to have a material impact on the Company's financial position or results of operations.

ITEM 1A. RISK FACTORS

Investing in our common stock involves various risks which are particular to our Company, our industry and our market area. Several risk factors that may have a material adverse impact on our business, operating results and financial condition are discussed in Item 1A of Part I of the Company's Annual Report on Form 10-K for the year ended December 31, 2017. There has been no material change in the Company's risk factors as previously disclosed in the Company's Form 10-K.

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

The following is a summary of the Company's repurchases of its common stock during the three months ended March 31, 2019.

Period	Total Number of Shares Purchased (a)	Average Price Paid per Share	Total Number of Shares Purchased as Part of Publicly Announced Plans or Programs (b)	Maximum Number (or Approximate Dollar Value) of Shares that May Yet be Purchased Under the Plans or Programs (b)
January 1 – 31	1,270	$ 10.10	1,270	$ 952,776
February 1 – 28	76,326	$ 10.36	76,326	$ 1,661,719
March 1 – 31	12,164	$ 10.32	12,164	$ 1,536,165
Total	89,760	$ 10.36	89,760	$ 1,536,165

(a) On February 28, 2019, the Board of Directors increased the repurchase program to $4.5 million, and extended the repurchase program until August 31, 2021. As of March 31, 2019, approximately $1.5 million remains authorized for repurchase.

ITEM 3. DEFAULTS UPON SENIOR SECURITIES

None.

ITEM 4. MINE SAFETY DISCLOSURES

Not applicable.

ITEM 5. OTHER INFORMATION

None.

47

Table of Contents

ITEM 6. EXHIBITS

The following Exhibits are filed herewith.

Exhibit Number	
31.1	Certification of Chief Executive Officer of the Registrant pursuant to Rule 13a-14(a) or Rule 15d-14(a), promulgated under the Securities Exchange Act of 1934, as amended.
31.2	Certification of Chief Financial Officer of the Registrant pursuant to Rule 13a-14(a) or Rule 15d-14(a), promulgated under the Securities Exchange Act of 1934, as amended.
32.1*	Certification of Chief Executive Officer and Chief Financial Officer of the Registrant pursuant to Rule 13a-14(b) or Rule 15d-14(b), promulgated under the Securities Exchange Act of 1934, as Amended, and 18 U.S.C. 1350.
101.INS	XBRL Instance Document
101.SCH	XBRL Taxonomy Extension Schema
101.CAL	XBRL Taxonomy Extension Calculation Linkbase
101.DEF	XBRL Taxonomy Extension Definition Linkbase
101.LAB	XBRL Taxonomy Extension Label Linkbase
101.PRE	XBRL Taxonomy Extension Presentation Linkbase

* This certification is furnished to, but shall not be deemed filed, with the Commission. This certification shall not be deemed to be incorporated by reference into any filing under the Securities Act of 1933 or the Securities Exchange Act of 1934, except to the extent that the Registrant specifically incorporates it by reference.

SIGNATURES

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

COMMUNITY WEST BANCSHARES
(Registrant)

Date: May 3, 2019 BY: /s/ Susan C. Thompson
Susan C. Thompson
Executive Vice President and Chief Financial Officer

On Behalf of Registrant and as a Duly Authorized Officer
and as Principal Financial and Accounting Officer

Table of Contents

EXHIBIT INDEX

Exhibit Number	
31.1	Certification of Chief Executive Officer of the Registrant pursuant to Rule 13a-14(a) or Rule 15d-14(a), promulgated under the Securities Exchange Act of 1934, as amended.
31.2	Certification of Chief Financial Officer of the Registrant pursuant to Rule 13a-14(a) or Rule 15d-14(a), promulgated under the Securities Exchange Act of 1934, as amended.
32.1*	Certification of Chief Executive Officer and Chief Financial Officer of the Registrant pursuant to Rule 13a-14(b) or Rule 15d-14(b), promulgated under the Securities Exchange Act of 1934, as amended, and 18 U.S.C. 1350.
101.INS	XBRL Instance Document
101.SCH	XBRL Taxonomy Extension Schema
101.CAL	XBRL Taxonomy Extension Calculation Linkbase
101.DEF	XBRL Taxonomy Extension Definition Linkbase
101.LAB	XBRL Taxonomy Extension Label Linkbase
101.PRE	XBRL Taxonomy Extension Presentation Linkbase

* This certification is furnished to, but shall not be deemed filed, with the Commission. This certification shall not be deemed to be incorporated by reference into any filing under the Securities Act of 1933 or the Securities Exchange Act of 1934, except to the extent that the Registrant specifically incorporates it by reference.