

WESTAMERICA



1108 Fifth Avenue
San Rafael, California 94901

March 11, 2019

To Our Shareholders:

You are cordially invited to attend the Annual Meeting of Shareholders of Westamerica Bancorporation. It will be held at **10:00 a.m. Pacific Time on Thursday, April 25, 2019, at Westamerica Bancorporation, 4550 Mangels Blvd., Fairfield, California** as stated in the formal notice accompanying this letter. We hope you will plan to attend.

At the Annual Meeting, the shareholders will be asked to (i) elect eight Directors; (ii) approve a non-binding advisory vote on the compensation of our named executive officers; (iii) approve the 2019 Omnibus Equity Incentive Plan; (iv) ratify the selection of the independent auditor; and (v) conduct other business that may properly come before the Annual Meeting.

In order to ensure your shares are voted at the Annual Meeting, you can vote through the internet, by telephone or by mail. Instructions regarding internet and telephone voting are included on the Proxy Card. If you elect to vote by mail, please sign, date and return the Proxy Card in the accompanying postage-paid envelope. The Proxy Statement explains more about voting in the section entitled "Voting Information – How You Can Vote."

We look forward to seeing you at the Annual Meeting on Thursday, April 25, 2019, at Westamerica Bancorporation, in Fairfield, California.

Sincerely,

David L. Payne
Chairman of the Board, President
and Chief Executive Officer

WESTAMERICA BANCORPORATION

1108 Fifth Avenue
San Rafael, California 94901

NOTICE OF ANNUAL MEETING OF SHAREHOLDERS

Date: Thursday, April 25, 2019

Time: 10:00 a.m. Pacific Time

Place: Westamerica Bancorporation, 4550 Mangles Blvd., Fairfield, California.

Items of Business

1. Elect eight Directors to serve until the 2020 Annual Meeting of Shareholders;
2. Approve a non-binding advisory vote on the compensation of our named executive officers;
3. Approve the 2019 Omnibus Equity Incentive Plan;
4. Ratify selection of independent auditor; and
5. Conduct other business that may properly come before the Annual Meeting and any adjournments or postponements.

Who Can Vote?

Shareholders of Record at the close of business on February 25, 2019 are entitled to notice of, and to vote at the Annual Meeting or any postponement or adjournment thereof.

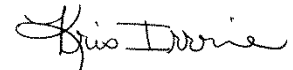
Admission to the Annual Meeting

No ticket will be necessary for admission to the Annual Meeting. However, to facilitate the admission process, Shareholders of Record ("registered holder") planning to attend the Annual Meeting should check the appropriate box on the Proxy Card. Your name will be added to a list of attendees. If you hold shares through an intermediary, such as a bank or broker ("beneficial holder"), you may need to register at the desk in the lobby. Please bring the following as evidence of ownership: 1) a legal proxy, or your brokerage statement dated on or after February 25, 2019, evidencing your ownership on February 25, 2019, the record date; and 2) photo identification.

Annual Report

Westamerica Bancorporation's Annual Report on Form 10-K ("Annual Report") to shareholders for the fiscal year ended December 31, 2018 is enclosed or is available for viewing as indicated on the Shareholder Meeting Notice and on the Company's website at: www.westamerica.com, under "Shareholders." The Annual Report contains financial and other information about the activities of Westamerica Bancorporation, but does not constitute a part of the proxy soliciting materials.

BY ORDER OF THE BOARD OF DIRECTORS



Kris Irvine
VP/Corporate Secretary

March 11, 2019

**Important notice regarding the availability of proxy materials for the shareholder meeting being held on
Thursday, April 25, 2019:**

The Proxy Statement and the Annual Report on Form 10-K are available at: www.westamerica.com.

YOUR VOTE IS IMPORTANT

PLEASE COMPLETE, SIGN, DATE AND PROMPTLY RETURN YOUR PROXY, OR VOTE BY TELEPHONE OR ONLINE USING THE PROCEDURES DESCRIBED IN THE PROXY STATEMENT.

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WESTAMERICA BANCORPORATION

1108 Fifth Avenue
San Rafael, California 94901

PROXY STATEMENT

March 11, 2019

GENERAL

The Westamerica Board of Directors is soliciting proxies to be used at the 2019 Annual Meeting of Shareholders of Westamerica Bancorporation (the “Company”), which will be held at 10:00 a.m. Pacific Time, Thursday, April 25, 2019, or at any adjournment or postponement of the Annual Meeting. Proxies are solicited to give all Shareholders of Record (“registered holder”) an opportunity to vote on matters to be presented at the Annual Meeting. In the following pages of this Proxy Statement, you will find information on matters to be voted at the Annual Meeting.

Voting Information

Internet Availability of Proxy Materials. We are providing proxy materials to our shareholders primarily via the internet, instead of mailing printed copies of those materials to each shareholder. By doing so, we save costs and reduce the environmental impact of our Annual Meeting. On or about March 11, 2019, we mailed a Notice of Internet Availability of Proxy Materials (“Notice”) to certain of our shareholders. The Notice contains instructions about how to access our proxy materials and vote online or vote by telephone. If you would like to receive a paper copy of our proxy materials, please follow the instructions included in the Notice. If you previously chose to receive our proxy materials electronically, you will continue to receive access to these materials via email unless you elect otherwise.

Proof of Ownership May Be Required for Attending Annual Meeting in Person. You are entitled to attend the Annual Meeting only if you are a shareholder as of the close of business on February 25, 2019, the record date, or hold a valid proxy for the meeting. In order to be admitted to the Annual Meeting, the Company reserves the right to request proof of ownership of Westamerica Bancorporation common stock on the record date. This can be:

- A brokerage statement or letter from a bank or broker indicating ownership on February 25, 2019;
- The Notice of Internet Availability of Proxy Materials;
- A printout of proxy distribution email (if you received your materials electronically);
- A Proxy Card;
- A voting instruction form; or
- A legal proxy provided by your broker, bank or nominee.

Any holder of a proxy from a shareholder must present the Proxy Card properly executed, and a copy of the proof of ownership. The Company reserves the right to ask shareholders and proxy holders to present a form of photo identification such as a driver’s license.

Proxy Card. The Board has designated Catherine MacMillan, Ronald A. Nelson and Edward B. Sylvester to serve as Proxies for the Annual Meeting. As Proxies, they will vote the shares represented by proxies at the Annual Meeting. If you sign, date and return your Proxy Card but do not specify how to vote your shares, the Proxies will vote FOR the election of all of the Director nominees, FOR approval of the advisory vote on the compensation of our named executive officers, FOR approval of the 2019 Omnibus Equity Incentive Plan, and FOR ratifying the

selection of independent auditor. The Proxies will also have discretionary authority to vote in accordance with their judgment on any other matter that may properly come before the Annual Meeting that we did not have notice of by January 25, 2019.

Quorum and Shares Outstanding. A quorum, which is a majority of the total shares outstanding as of the record date, must be present to hold the Annual Meeting. A quorum is calculated based on the number of shares represented by shareholders attending in person or by proxy. On February 25, 2019, 26,890,495 shares of Westamerica Bancorporation common stock were outstanding. We also count broker non-votes, which we describe below, as shares present or represented at the Annual Meeting for the purpose of determining whether a quorum exists.

Election of Director Nominees. Each share is entitled to one vote, except in the election of Directors where a shareholder may cumulate votes as to candidates nominated prior to voting, but only when a shareholder gives notice of intent to cumulate votes prior to the voting at the Annual Meeting. If any shareholder gives such notice, all shareholders may cumulate their votes for nominees. Under cumulative voting, each share carries as many votes as the number of Directors to be elected, and the shareholder may cast all of such votes for a single nominee or distribute them in any manner among as many nominees as desired. This Proxy Statement solicits the discretionary authority to cumulate votes and allocate them in the Proxy Holders' discretion if any shareholder requests cumulative voting. In the election of Directors, the eight nominees receiving the highest number of votes will be elected. If your proxy is marked "Withhold" with regard to the election of any nominee, your shares will be counted toward a quorum and for other nominees but they will not be voted for the election of that nominee. If you attend the Annual Meeting and have already voted, you may vote in person in order to rescind your previous vote.

Vote Required; Effect of Abstentions and Broker Non-Votes. The shares of a shareholder whose ballot on any or all proposals is marked as "abstain" will be included in the number of shares present at the Annual Meeting to determine whether a quorum is present. If you are the beneficial holder of shares held by a broker or other custodian, you may instruct your broker how to vote your shares through the voting instruction form included with this Proxy Statement. If you wish to vote the shares you own beneficially at the meeting, you must first request and obtain a legal proxy from your broker or other custodian. If you choose not to provide instructions or a legal proxy, your shares are referred to as "uninstructed shares." Whether your broker or custodian has the discretion to vote these shares on your behalf depends on the ballot item. The following table summarizes the votes required for passage of each proposal and the effect of abstentions and uninstructed shares held by brokers.

Brokers and custodians cannot vote uninstructed shares on your behalf in director elections, advisory votes on executive compensation or approval of equity incentive plans. For your vote to be counted, you must submit your voting instruction form to your broker or custodian.

Proposal Number	Proposals	Votes Required for Approval	Abstentions	Uninstructed Shares	Board Vote Recommendation
1	Election of directors	Eight nominees receiving the most votes	Not voted	Not voted	FOR
2	Advisory vote on executive compensation "Say on Pay"	Majority of shares voted	Not voted	Not voted	FOR
3	2019 Omnibus Equity Incentive Plan	Majority of shares voted	Not voted	Not voted	FOR
4	Ratification of independent auditor	Majority of shares voted	Not voted	Broker discretionary vote	FOR

Votes in favor of Proposals 2, 3 and 4 must also constitute a majority of the required quorum for the meeting. If votes in favor are less than a majority of the required quorum, abstentions and non-votes will have the effect of a vote against the proposal.

Other Matters. Approval of any other matter considered at the Annual Meeting will require the affirmative vote of a majority of the shares present or represented by proxy and voting at the Annual Meeting and a majority of the required quorum.

How You Can Vote. Your vote is very important and we hope that you will attend the Annual Meeting. However, whether or not you plan to attend the Annual Meeting, please vote by proxy.

Registered Holders. If your shares are registered directly in your name with the Company's transfer agent, Computershare Investor Services, LLC, you are considered a registered holder of those shares. Please vote by proxy in accordance with the instructions on your Proxy Card, or the instruction you received by email.

A registered holder can vote in one of the following four ways:

- **Via the Internet.** Go to the website noted on your Proxy Card in order to vote via the internet. Internet voting is available 24 hours a day. We encourage you to vote via the internet, as it is the most cost-effective way to vote. When voting via the internet, you do not need to return your Proxy Card.
- **By Telephone.** Call the toll-free telephone number indicated on your Proxy Card and follow the voice prompt instructions to vote by telephone. Telephone voting is available 24 hours a day. When voting by telephone, you do not need to return your Proxy Card.
- **By Mail.** Mark your Proxy Card, sign and date it, and return it in the enclosed postage-paid envelope. If you elected to electronically access the Proxy Statement and Annual Report, you will not be receiving a Proxy Card and must vote via the internet or by telephone.
- **In person.** You may vote your shares at the Annual Meeting if you attend in person, even if you previously submitted a Proxy Card or voted via internet or telephone. Whether or not you plan to attend the Annual Meeting, however, we strongly encourage you to vote your shares by proxy before the meeting.

We have been advised by counsel that these telephone and internet voting procedures comply with California law.

Beneficial Shareholders. If your shares are held in a brokerage account in the name of your bank, broker, or other holder of record ("beneficial holder" or "street name"), you are not a registered holder, but rather are considered a beneficial holder of those shares. Your bank, broker, or other holder of record will send you instructions on how to vote your shares. If you are a beneficial holder, you must obtain a legal proxy, executed in your favor, from the holder of record to be able to vote in person at the Annual Meeting.

Voting Deadlines. If you are a participant in the Westamerica Bancorporation Tax Deferred Savings/Retirement Plan (ESOP) your vote must be received by 11:59 p.m. Central Time, on April 22, 2019. All other shareholders voting by telephone or internet must vote by 12:01 a.m. Central Time, on April 25, 2019 to ensure that their vote is counted.

Revocation of Proxy. Registered Holders who vote by proxy, whether by telephone, internet or mail, may revoke that proxy at any time before it is voted at the Annual Meeting. You may do this by: (a) signing another Proxy Card with a later date and delivering it to us prior to the Annual Meeting or sending a notice of revocation to the Corporate Secretary of Westamerica at 1108 Fifth Avenue, San Rafael, CA 94901; (b) voting at a later time by telephone or on the internet prior to 12:01 a.m. Central Time, on April 25, 2019 (prior to 11:59 p.m. Central Time, on April 22, 2019 for ESOP participants); or (c) attending the Annual Meeting in person and casting a ballot. If you are a beneficial holder, you may change your vote by submitting new voting instructions to your broker or other nominee.

Additional Information

Householding. As permitted by the Securities Exchange Act of 1934 (the “Exchange Act”) only one envelope containing two or more Notices of Internet Availability of Proxy Materials is being delivered to shareholders residing at the same address, unless such shareholders have notified their bank, broker, Computershare Investor Services, or other holder of record that they wish to receive separate mailings. If you are a beneficial holder and own your shares in street name, contact your broker, bank or other holder of record to discontinue householding and receive your own separate copy of the Notice in future years. If you are a registered holder and own your shares through Computershare Investor Services, contact Computershare toll-free at 877-588-4258 or in writing directed to Computershare Investor Services, 250 Royall Street, Mail Stop 1A, Canton, MA 02021 to discontinue householding and receive multiple Notices in future years. To receive an additional Annual Report or Proxy Statement this year, contact Shareholder Relations at 707-863-6992 or follow the instructions on the Notice. Mailing of dividends, dividend reinvestment statements, and special notices will not be affected by your election to discontinue duplicate mailings of the Notice.

Electronic Access to Proxy Materials and Annual Reports. Whether you received the Notice of Internet Availability of Proxy Materials or paper copies of proxy materials, this Proxy Statement and the 2018 Annual Report are available on the Company’s website at: www.westamerica.com. If you hold your Westamerica Bancorporation common stock in street name through a broker, a bank or other nominee, you may have the option of securing your Proxy Statement and Annual Report via the internet. If you vote this year’s proxy electronically, you may also elect to receive future Proxy Statements, Annual Reports and other materials electronically by following the instructions given by your bank, broker, or other holder of record when you vote. Our website is available for information purposes only and should not be relied upon for investment purposes, nor is it incorporated by reference into this Proxy Statement.

Stock Ownership

Security Ownership of Certain Beneficial Holders. Based on Schedule 13G filings, shareholders beneficially holding more than 5% of Westamerica Bancorporation common stock outstanding as of December 31, 2018, in addition to those disclosed in the Security Ownership of Directors and Management section below, were:

Name and Address of Beneficial Owner	Title of Class	Number of Shares Beneficially Owned	Percent of Class
BlackRock, Inc. 55 East 52nd Street, New York, NY 10055	Common	3,905,617 ⁽¹⁾	14.60%
The Vanguard Group, Inc. 100 Vanguard Boulevard, Malvern, PA 19355	Common	2,976,041 ⁽²⁾	11.13%
T. Rowe Price Associates, Inc. 100 East Pratt Street, Baltimore, MD 21202-1009	Common	2,533,432 ⁽³⁾	9.40%
Eaton Vance Management 2 International Place, Boston, MA 02110	Common	2,321,961 ⁽⁴⁾	8.69%
American Century Investment Management, Inc. 4500 Main Street, 9th Floor, Kansas City, MO 64111	Common	2,259,830 ⁽⁵⁾	8.46%

⁽¹⁾ The Schedule 13G filed with the SEC on January 31, 2019 disclosed that the reporting entity, BlackRock, Inc., held sole voting power over 3,846,278 shares and sole dispositive power over 3,905,617 shares.

⁽²⁾ The Schedule 13G filed with the SEC on February 11, 2019 disclosed that the reporting entity, The Vanguard Group, Inc., held sole voting power over 25,877 shares and sole dispositive power over 2,948,978 shares, and shared dispositive power over 27,063 shares.

⁽³⁾ The Schedule 13G was filed with the SEC on February 14, 2019. These securities are owned by various individual and institutional investors, which T. Rowe Price Associates, Inc. (Price Associates) serves as investment adviser with power to direct investments and/or sole power to vote the securities. For purposes of the reporting requirements of the Securities Exchange Act of 1934, Price Associates is deemed to be a beneficial holder of such securities; however, Price Associates expressly disclaims that it is, in fact, the beneficial holder of such securities.

⁽⁴⁾ The Schedule 13G filed with the SEC on February 14, 2019 disclosed that the reporting entity, Eaton Vance Management, held sole voting power over 2,321,961 shares and sole dispositive power over 2,321,961 shares.

⁽⁵⁾ The Schedule 13G filed with the SEC on February 11, 2019 disclosed that the reporting entity, American Century Investment Management, Inc., held sole voting power over 2,214,011 shares and sole dispositive power over 2,259,830 shares.

Security Ownership of Directors and Management. The following table shows the number of common shares and the percentage of the common shares beneficially owned (as defined below) by each of the current Directors, by the Chief Executive Officer (“CEO”), by the Chief Financial Officer (“CFO”), and by the three other most highly compensated executive officers, and by all Directors and Officers of the Company as a group as of February 25, 2019. As of February 25, 2019, there were 26,890,495 outstanding shares of Westamerica Bancorporation’s common stock. For the purpose of the disclosure of ownership of shares by Directors and Officers below, shares are considered to be beneficially owned if a person, directly or indirectly, has or shares the power to vote or direct the voting of the shares, the power to dispose of or direct the disposition of the shares, or the right to acquire beneficial ownership of shares within 60 days of December 31, 2018.

Amount And Nature Of Beneficial Ownership

Name and Address**	Sole Voting and Investment Power	Shared Voting and Investment Power	Right to Acquire Within 60 days of December 31, 2018	Total ⁽¹⁾	Percent of Class ⁽²⁾
Etta Allen	10,912 ⁽³⁾	-	-	10,912	*
Louis E. Bartolini	1,700	-	-	1,700	*
E. Joseph Bowler	-	25,887 ⁽⁴⁾	-	25,887	0.1%
Patrick D. Lynch	1,000	-	-	1,000	*
Catherine Cope MacMillan	8,600 ⁽⁵⁾	-	-	8,600	*
Ronald A. Nelson	44,000	-	-	44,000	0.2%
David L. Payne	1,453 ⁽⁶⁾	885,570 ⁽⁷⁾	-	887,023	3.3%
Edward B. Sylvester	62,490	-	-	62,490	0.2%
John "Robert" A. Thorson	-	8,965 ⁽⁸⁾	24,431	33,396	0.1%
Dennis R. Hansen ⁽⁹⁾	2,320	31,022	46,843 ⁽¹⁰⁾	80,185	0.3%
Russell W. Rizzardi ⁽¹¹⁾	-	1	-	1	*
George "Steven" Ensinger	220	-	18,964	19,184	0.1%
<hr/>					
All 13 Directors and Executives					
Directors and Officers					
as a Group	132,718	951,445	90,238	1,174,401	4.4%

* Indicates beneficial ownership of less than one-tenth of one percent (0.1%) of the Company's common shares.

** The address of all persons listed is 1108 Fifth Avenue, San Rafael, CA 94901.

⁽¹⁾ None of the shares held by the Directors and Officers listed above have been pledged.

⁽²⁾ In calculating the percentage of ownership, all shares which the identified person or persons have the right to acquire by exercise of options are deemed to be outstanding for the purpose of computing the percentage of the class owned by such person, but are not deemed to be outstanding for the purpose of computing the percentage of the class owned by any other person.

⁽³⁾ Includes 10,350 shares held in a trust as to which Mrs. Allen is trustee.

⁽⁴⁾ Includes 25,887 shares held in trust as to which Mr. Bowler is co-trustee with shared voting and investment power.

⁽⁵⁾ Includes 6,000 shares held in a trust as to which Ms. MacMillan is trustee and 400 shares held in trust under the California Uniform Gift to Minors Act as to which Ms. MacMillan is custodian.

⁽⁶⁾ Includes 462 shares held in a trust under the California Uniform Gift to Minors Act as to which Mr. Payne is custodian.

⁽⁷⁾ Includes 528,837 shares owned by Gibson Radio and Publishing Company, of which Mr. Payne is President and CEO, as to which Mr. Payne disclaims beneficial ownership, and 345,808 shares held in a trust as to which Mr. Payne is co-trustee with shared voting and investment power.

⁽⁸⁾ Includes 8,682 shares held in a trust as to which Mr. Thorson is co-trustee with shared voting and investment power.

⁽⁹⁾ Mr. Hansen retired from the position of Manager of the Operations and Systems Administration of Community Banker Services Corporation effective December 31, 2018.

⁽¹⁰⁾ During 1996, the Company adopted the Westamerica Bancorporation Deferral Plan (the "Deferral Plan") that allows recipients of Restricted Performance Shares ("RPS") to defer receipt of vested RPS shares into succeeding years. Amounts shown include RPS shares that have been deferred into the Deferral Plan for the following account in amount of: Mr. Hansen - 14,780 shares.

⁽¹¹⁾ Mr. Rizzardi's compensation is subject to garnishments and liens pursuant to certain domestic relations orders.

Section 16(a) Beneficial Ownership Reporting Compliance

Section 16(a) of the Securities and Exchange Act requires the Company's Directors and Executive Officers and persons who own more than ten percent (10%) of a registered class of the Company's equity securities to file reports of ownership and changes in ownership with the Securities and Exchange Commission. Our employees

generally prepare these reports on the basis of information received from each Director and Officer. Based on the review of copies of the forms filed, the Company believes that, during the last fiscal year, all filing requirements under Section 16(a) applicable to its directors, officers, and 10% shareholders were filed timely, except for one report filed one day delinquent for Mr. Hansen with respect to the exercise of stock options and the same day sale of the shares acquired from such exercise of stock options, and for one report filed nine days delinquent for Mr. Rizzardi with respect to the sale of 10 shares of common stock.

PROPOSAL 1 – ELECTION OF DIRECTORS

Board of Directors

Eight Directors have been nominated for election at the Annual Meeting to hold office until the next Annual Meeting or until their successors are elected and qualified. The Proxies will vote for the eight nominees named below unless you give different voting instructions on your Proxy Card. Each nominee is presently a Director of the Company and has consented to serve a new term. The Board does not anticipate that any of the nominees will be unavailable to serve as a Director, but if that should occur before the Annual Meeting, the Board reserves the right to substitute another person as nominee. The Proxies will vote for any substitute nominated by the Board of Directors. The Proxies may use their discretion to cumulate votes for election of Directors and cast all of such votes for any one or more of the nominees, to the exclusion of the others, and in such order of preference as they may determine at their discretion.

Nominees

The nominees for election as Directors are named and certain information with respect to them is given below. Our nominees are seasoned leaders who bring to the Board an array of financial services, public and private company, non-profit, and other business experience. As a group they possess experience in leadership, consumer banking, commercial and small business banking, investment banking, capital markets, financial advisory services, finance and accounting, risk management and real estate. Many of the Board Members have seen the Company through a variety of economic conditions. The information below has been furnished to the Company by the respective nominees. All of the nominees have engaged in their indicated principal occupation for more than five years, unless otherwise indicated and no nominee has served on the Board of Directors of another public company during the past five years.

Name of Nominees, Principal Occupations, and Qualifications

Etta Allen – Director since 1988

Etta Allen (89) is President and CEO of Sunny Slope Vineyard in Sonoma County, California. Until 2017, she was also President and CEO of Allen Heating and Sheet Metal. She is a member of the Employee Benefits and Compensation Committee and the Loan and Investment Committee. Mrs. Allen is also a Director of Westamerica Bank.

In 1972, she became the second woman in the state of California to become a licensed contractor in heating, ventilation, air conditioning and sheet metal, and in 1974 she became President and CEO of Allen Heating and Sheet Metal. Under her leadership the company became recognized throughout California. She was the first woman president of Marin Builders Exchange and during her time on the executive committee she also served as a trustee and later as chairman of their successful insurance trust. She was the first woman contractor on the Executive Committee of the California Association of Builders Exchanges.

Etta Allen is one of the pioneers for women in non-traditional careers. As an entrepreneur, businesswoman and an involved community leader, she brings independence, operations management and executive experience to the Board.

Louis E. Bartolini – Director since 1991

Louis E. Bartolini (86) retired from Merrill Lynch, Pierce, Fenner & Smith, Inc. (now Merrill Lynch and Co.) as a financial consultant. He currently serves on the Audit Committee and is also a Director of Westamerica Bank. Mr. Bartolini has 34 years of experience in the financial industry serving as a financial consultant and branch manager for Merrill Lynch and Co. and has been active for over 36 years in the non-profit community in Marin County. He has served on the boards of many non-profit organizations, including a five-year term as president of the Marin Symphony, a Board member of the Association of California Symphony Orchestras, and a past District Governor of Rotary International.

Mr. Bartolini's continuing interest in the financial industry, his leadership skills, and financial and investment expertise are of great value to the Board. His extensive ties to local community and business leaders through his long-term volunteer involvement provide the Board with a broad prospective and insights into key segments of our markets and customer base.

E. Joseph Bowler – Director since 2003

E. Joseph Bowler (82) retired as Senior Vice President and Treasurer of the Company in 2002. He currently serves as a member of the Audit Committee and is also a Director of Westamerica Bank. Mr. Bowler holds a Masters of Business Administration from Stanford University.

With many years of direct banking experience, Mr. Bowler brings strong financial and investment expertise important to the oversight of our financial reporting and interest rate risk management. In addition, Mr. Bowler's experience as a director and trustee of various non-profit community and educational organizations brings strategic planning and corporate governance skills to the Board.

Patrick D. Lynch – Director since 1986

Patrick D. Lynch (85) retired as Vice President and General Manager of the U.S. Semiconductor Division of Motorola. He currently serves as Chairman of the Employee Benefits and Compensation Committee, is a member of the Executive Committee and the Nominating Committee, and is also a Director of Westamerica Bank. Mr. Lynch has held executive positions at Nicolet Instrument Company and several venture capital high-tech start-up companies.

Mr. Lynch brings to the Board operations, financial and marketing expertise as well as a valued historical perspective.

Catherine Cope MacMillan – Director since 1985

Catherine Cope MacMillan (71) is a former owner of the Huntington Hotel in San Francisco and La Playa Hotel in Carmel-by-the-Sea. She is a member of the Loan and Investment Committee and the Audit Committee. She is also a Director of Westamerica Bank. Ms. MacMillan previously owned and operated a prominent restaurant for nearly 20 years. She is a graduate of the University of California at Davis and Pacific McGeorge School of Law. She has also served in numerous leadership capacities for community organizations.

Ms. MacMillan's experience in administration and operational aspects of various businesses and organizations provides the Board with sound leadership.

Ronald A. Nelson – Director since 1988

Ronald A. Nelson (76) was Executive Vice President of Charles M. Schulz Creative Associates through 1995. He serves as the Chairman of the Audit Committee and is a member of the Employee Benefits and Compensation

Committee, Executive Committee, and Nominating Committee. He is also a Director of Westamerica Bank. Mr. Nelson has a background as a Certified Public Accountant and has been designated as the Audit Committee's "financial expert." He has been a resident of Sonoma County since 1970, which is one of the bank's primary markets and where he has been involved in business management, investment management, and the development of commercial real estate. He also served as a board member and chairman of Santa Rosa Memorial Hospital, which is the area's primary acute care hospital.

Mr. Nelson's extensive business and financial expertise provides important oversight of our financial reporting and risk management.

David L. Payne – Director since 1984

David L. Payne (63) is Chairman, President & CEO of Westamerica Bancorporation. He was appointed Chairman in 1988 and Chief Executive Officer in 1989 and is Chairman of the Executive Committee. Mr. Payne is also Chairman, President & CEO of Westamerica Bank. He brings to the Board strong leadership and a vision for the future. He has a thorough knowledge of the banking industry, manages regulatory and business development issues, and has extensive financial and accounting expertise. Mr. Payne possesses excellent management, strategic development and business skills.

Since Mr. Payne's appointment as Chairman of the Board, Westamerica's dividends per share have risen twelve-fold and capital levels have increased ten-fold. Total assets have quadrupled during his tenure and net income has risen by a multiple of 15. Return on equity was 11.3% for the year ended December 31, 2018.

Mr. Payne has successfully negotiated and led the Company through many mergers including: John Muir National Bank, Napa Valley Bancorporation, PV Financial, CapitolBank – Sacramento, North Bay Bancorp, ValliCorp Holdings, First Counties Bank, Kerman State Bank, Redwood Empire Bancorp, County Bank, and Sonoma Valley Bank. Mr. Payne also manages his family printing, publishing and cable television business.

Edward B. Sylvester – Director since 1979

Edward Sylvester (82) is a licensed civil engineer and the founder of SCO Planning and Engineering. He retired from the day-to-day engineering profession in 2007, but continues as a private consultant. Mr. Sylvester is currently a member of the Executive Committee, Chairman of the Nominating Committee, Chairman of the Loan and Investment Committee, and serves as Lead Independent Director of Westamerica Bancorporation. He was a founding Director of Gold Country Bank headquartered in Grass Valley until the bank merged with Westamerica's predecessor, Independent Bankshares, at which time he was nominated to serve on the corporate Board by his peers. Mr. Sylvester is the Chairman of the Board of Nevada County Broadcasters. He is the Chairman of the Board of Sierra Nevada Memorial Hospital where he is also a member of their Finance Committee and a member of the Strategic Planning Committee. He is the liaison from the hospital board to the Sierra Nevada Memorial Hospital Foundation and a member of the Foundation Board. Mr. Sylvester has previously served as a member and Chairman of the California Transportation Commission that prioritizes state transportation projects and allocates funding. He is a past President of the Rotary Club of Grass Valley and past Chairman of the Grass Valley Chamber of Commerce. Mr. Sylvester has run 23 marathons to date and was the 14th person in the world to complete a full marathon on all seven continents including Antarctica.

The depth of Mr. Sylvester's experience gives him first-hand understanding of all the nuances of development and development funding, a current knowledge of the retail economy, and a state-wide perspective and experience in funding allocation. His long tenure on the Board brings a historical and long-term perspective while he remains current on financial issues with his continuing leadership role in the community and active management positions.

THE BOARD OF DIRECTORS RECOMMENDS ELECTION OF ALL NOMINEES

Board of Directors and Committees

Director Independence and Leadership Structure

The Board of Directors has considered whether any relationships or transactions related to a Director were inconsistent with a Director's independence. Based on this review, the Board has determined that E. Allen, L.E. Bartolini, E.J. Bowler, P.D. Lynch, C.C. MacMillan, R.A. Nelson, and E.B. Sylvester are "independent" Directors as defined in NASDAQ rules.

Our Board has carefully considered the critical issue of Board leadership. In the context of risk management, the leadership of each Board committee primarily responsible for risk management is vested in an independent committee chair. With regard to the leadership of the meetings of the full Board, our Board of Directors has carefully evaluated whether the positions of Chairman and CEO should be separate or combined. Our Board believes that the most effective leadership structure for the Company at this time is to combine the responsibilities of the Chairman and CEO, a structure that has been successful since 1989. The combined positions avoid a duplication of efforts, enable decisive leadership, ensure a clear accountability for the performance of the Company, a more rapid implementation of decisions, and a consistent vision. Given the size of our employee base and our level of assets relative to larger, more complex banking structures, our Company is particularly well suited to combine the Chairman and CEO functions. Furthermore, our named executive officers have an average tenure of 21 years and do not require the substantial oversight needed by a less experienced team, which has allowed our Chairman and CEO to lead the Company through eleven acquisitions since 1992.

To ensure strong Board oversight seven of our eight Directors are, as noted above, independent as defined by NASDAQ. Only non-management directors sit on Board committees, with the exception of the Executive Committee, and every non-management director sits on one or more of these Committees. All non-management directors meet at least four times a year outside the presence of the Chairman and CEO. The Board completes an annual board evaluation that is discussed by the Nominating Committee and presented to the full Board.

Although the Board believes that it is more effective to have one person serve as the Chairman and CEO at this time, it also recognizes the importance of strong independent leadership on the Board, accordingly, the Board has established a strong, independent Lead Director, Mr. Sylvester, who must serve at least one year and has the following clearly delineated and comprehensive duties:

- Presides at all meetings of the Board at which the Chairman is not present, including executive sessions of the independent Directors;
- Serves as liaison between the Chairman and the independent Directors;
- Approves information sent to the Board;
- Approves meeting agendas for the Board;
- Approves meeting schedules to assure that there is sufficient time for discussion of all agenda items;
- Has the authority to call meetings of the independent Directors; and
- If requested by major shareholders, ensures that he or she is available for consultation and direct communication.

The Board does not believe that the fact an independent Lead Director does not preside over the normal Board meeting business sessions limits the ability of the Board to have open exchanges of views, or to address any issues the Board chooses, independently of the Chairman.

The Board of Directors of the Company also serve as the Board of Directors of Westamerica Bank, and as such are

well informed of Bank operations through regular reports and discussions on the operations of the Bank. The Directors' longevity with the Company has exposed them to a wide range of business cycles, which plays a critical role in managing the risk profile and profitability of the Company through the current economic environment.

Role of the Board of Directors in Risk Oversight

The Board is also responsible for overseeing all aspects of management of the Company, including risk oversight, which is effected through all Board committees, but primarily through the Board's Audit Committee. The Internal Audit Department reports directly to the Board's Audit Committee. It presents its independently prepared company-wide annual risk assessment, its evaluation of Management's prepared risk assessment and its audit plan incorporating the risk assessment, including the policies and procedures utilized to monitor and control such exposures, to the Board's Audit Committee.

The internal loan review function reports directly to the Board's Audit Committee. It reports ongoing evaluations of loan portfolios and the risk rating of individual loans using guidelines established by bank regulatory authorities, to the Board's Audit Committee.

Meetings

The Company expects all Board members to attend all meetings, including the Annual Meeting of Shareholders, except for reasons of health or special circumstances. The Board met on nine days during 2018. Every Director attended at least 75% of the aggregate of: (i) the Board meetings held during that period in which they served; and (ii) the total number of meetings of any Committee of the Board on which the Director served with the exception of Mr. Lynch who attended 67% of the aggregate of such meetings. Each individual who served on the Board of the Company on the date of the 2018 Annual Meeting of Shareholders attended the meeting.

Committees of the Board

Director Name	Executive Committee	Audit Committee	Employee Benefits and Compensation Committee	Loan and Investment Committee	Nominating Committee
Etta Allen			X	X	
Louis E. Bartolini		X			
E. Joseph Bowler		X			
Arthur C. Latno, Jr. ⁽¹⁾	X		X	X	Chair
Patrick D. Lynch	X		Chair		X
Catherine Cope MacMillan		X		X	
Ronald A. Nelson	X ⁽²⁾	Chair	X		X ⁽²⁾
David L. Payne	Chair				
Edward B. Sylvester	X			Chair	Chair ⁽³⁾
Number of Meetings in 2018	9	5	5	9	1

⁽¹⁾ Mr. Latno retired from the Board of Directors of Westamerica Bancorporation, effective March 8, 2018.

⁽²⁾ Mr. Nelson was appointed to the Executive Committee and Nominating Committee upon Mr. Latno's retirement.

⁽³⁾ Mr. Sylvester became Chairman upon Mr. Latno's retirement.

Executive Committee

Functions: The Board delegates to the Executive Committee all powers and authority of the Board in the management of the business affairs of the Company between board meetings, which the Board is allowed to delegate under California law.

Audit Committee

The Board of Directors has determined that all members are independent, as that term is defined by applicable rules of NASDAQ for Audit Committee purposes. The Board has also designated Mr. Nelson as the “Audit Committee financial expert” as defined by the rules of the SEC and has determined that he is “financially sophisticated” under NASDAQ rules. In concluding that Mr. Nelson is the Audit Committee financial expert, the Board determined that he has:

- an understanding of generally accepted accounting principles and financial statements;
- the ability to assess the general application of such principles in connection with the accounting for estimates, accruals and reserves;
- experience preparing, auditing, analyzing or evaluating financial statements that present a breadth and level of complexity of accounting issues that are generally comparable to the breadth and complexity of issues that can reasonably be expected to be raised by the Company’s financial statements, or experience actively supervising one or more persons engaged in such activities;
- an understanding of internal control over financial reporting; and
- an understanding of Audit Committee functions.

Designation of a person as an Audit Committee financial expert does not result in the person being deemed an expert for any purpose, including under Section 11 of the Securities Act of 1933. The designation does not impose on the person any duties, obligations or liability greater than those imposed on any other Audit Committee member or any other Director and does not affect the duties, obligations or liability of any other member of the Audit Committee or Board of Directors.

Functions: The Audit Committee provides independent, objective oversight of the integrity of the Company’s financial statements, the Company’s compliance with legal and regulatory requirements, the independence and performance of the Company’s independent auditor as it performs audit, review or attest services, and the Company’s internal audit and control function. It selects and retains the independent registered public accounting firm, and reviews the plan and the results of the auditing engagement. It acts pursuant to a written charter that was reaffirmed by the Board of Directors in January 2018 and attached as Exhibit A to the Proxy Statement for the 2018 Annual Meeting of Shareholders.

Employee Benefits and Compensation Committee

The Employee Benefits and Compensation Committee of the Board of Directors (the “Compensation Committee”) is comprised solely of Directors who are not current or former employees of Westamerica or any of its affiliates. They are independent as defined by NASDAQ rules.

Functions: The Compensation Committee administers Westamerica Bancorporation’s 2012 Amended and Restated Stock Option Plan of 1995, Tax Deferred Savings and Retirement Plan, Deferred Profit Sharing Plan, Deferred Compensation Plan, and the Westamerica Bancorporation Deferral Plan. It administers the Company’s compensation programs and reviews and reports to the Board the compensation level for executive officers, including the CEO, of the Company and its subsidiaries and determines that compensation plans are balanced between financial results and prudent risk taking. The Compensation Committee determines annual corporate performance objectives for equity compensation and cash bonuses and their related corporate, divisional and

individual goals. Based on the CEO's assessment of the extent to which each executive officer met those objectives and goals, the Committee determines each executive officer's annual equity compensation and cash bonus. The Compensation Committee also establishes the individual goals and targets for the CEO. All compensation approved by the Compensation Committee is reported to the full Board of Directors. The role of the Compensation Committee is described in greater detail under the section entitled "Compensation Discussion and Analysis."

The Compensation Committee is governed by a written charter as required by NASDAQ rules. The charter was reaffirmed by the Board of Directors in January 2017 and attached as Exhibit B to the Proxy Statement for the 2017 Annual Meeting of Shareholders. The Compensation Committee has the authority to seek assistance from officers and employees of the Company as well as external legal, accounting and other advisors. It has not retained outside consultants for compensation advice, but can request assistance on an as-needed basis. It does not delegate authority to anyone outside of the Compensation Committee. The Payroll and Employee Benefits Department supports the Compensation Committee by fulfilling certain administrative duties regarding the compensation programs.

Nominating Committee

The Board of Directors has determined that all members of the Nominating Committee are independent, as defined in NASDAQ rules.

Functions: The Nominating Committee screens and recommends qualified candidates for Board membership. This Committee recommends a slate of nominees for each Annual Meeting. As part of that process, it evaluates and considers all candidates submitted by shareholders in accordance with the Company's Bylaws, and considers each existing Board member's contributions. The Committee applies the same evaluation standards whether the candidate was recommended by a shareholder or the Board. The Nominating Committee is governed by a written charter, which was reaffirmed by the Board of Directors in January 2019 and is attached as Exhibit A to the Proxy Statement for this 2019 Annual Meeting of Shareholders.

While the Board does not have a formal diversity policy, it broadly defines diversity to encompass a diverse range of skills and expertise sufficient to provide prudent guidance to the Company. In addition to the qualifications and characteristics described below, it considers whether the potential Director assists in achieving a mix of Board members that represents a diversity of background, perspective, and experience. Our Board includes Directors with experience in public corporations and non-profit organizations, as well as entrepreneurial individuals who have successfully run their own private enterprise. Our Board also has a broad set of skills necessary for providing oversight to a financial institution, which includes proven leadership, and expertise in capital management, finance, accounting, regulatory affairs, and investment management.

Nominating Directors. The Nominating Committee will consider shareholder nominations submitted in accordance with Section 2.14 of the Bylaws of the Company. That section requires, among other things, that nominations be submitted in writing and must be received by the Corporate Secretary at least 45 days before the anniversary of the date on which the Company first mailed its proxy materials for the prior year's Annual Meeting of Shareholders. If the date for the current year's Annual Meeting changes more than 30 days from the date on which the prior year's meeting was held, the Company must receive notice with a reasonable amount of time before the Company mails its proxy materials for the current year.

Nominations must include the following information:

- The principal occupation of the nominee;
- The total number of shares of capital stock of the Company that the shareholder expects will be voted for the nominee;
- The name and address of the nominating shareholder; and

- The number of shares of capital stock of the Company owned by the nominating shareholder.

The Committee has specified the following minimum qualifications it believes must be met by a nominee for a position on the Board:

- Appropriate personal and professional attributes to meet the Company's needs;
- Highest ethical standards and absolute personal integrity;
- Physical and mental ability to contribute effectively as a Director;
- Willingness and ability to participate actively in Board activities and deliberations;
- Ability to approach problems objectively, rationally and realistically;
- Ability to respond well and to function under pressure;
- Willingness to respect the confidences of the Board and the Company;
- Willingness to devote the time necessary to function effectively as a Board member;
- Possess independence necessary to make unbiased evaluation of Management performance;
- Be free of any conflict of interest that would violate applicable law or regulation or interfere with ability to perform duties;
- Broad experience, wisdom, vision and integrity;
- Understanding of the Company's business environment; and
- Significant business experience relevant to the operations of the Company.

Loan and Investment Committee

Functions: This Committee reviews major loans and investment policies.

Director Compensation

The following table and footnotes provide information regarding the compensation paid to the Company's non-employee members of the Board of Directors in the fiscal year 2018. Directors who are employees of the Company receive no compensation for their services as Directors.

Director Compensation Table For Fiscal Year 2018

Name ⁽¹⁾	Fees Earned Paid in Cash	Change in Pension Value and Nonqualified Deferred Compensation Earnings ⁽²⁾	Total
Etta Allen	\$42,400	\$34,959	\$77,359
Louis E. Bartolini	37,000	337	37,337
E. Joseph Bowler	37,000	-	37,000
Arthur C. Latno, Jr. ⁽³⁾	10,550	-	10,550
Patrick D. Lynch	38,850	-	38,850
Catherine Cope MacMillan	42,400	-	42,400
Ronald A. Nelson	44,850	-	44,850
Edward B. Sylvester	47,650	5,925	53,575

⁽¹⁾ Non-employee Directors did not receive options or stock awards. During 2018, non-employee Directors of the Company each received an annual retainer of \$22,000. Each non-employee Director received \$1,200 for each meeting of the Board attended and \$600 for each Committee meeting attended. The Chairman of each Committee received an additional \$250 for each Committee meeting attended. All non-employee Directors are reimbursed for expenses incurred in attending Board and Committee meetings. The Chairman of the Board, David L. Payne, is compensated as an employee and did not receive any compensation as a Director.

⁽²⁾ The Deferred Compensation Plan allows non-employee Directors to defer some or all of their Director compensation with interest earnings credited on deferred compensation accounts. The amount shown is the interest on nonqualified deferred compensation that exceeds 120% of the long-term Applicable Federal Rate, with compounding, on all cash compensation deferred in 2018 and in previous years.

⁽³⁾ Mr. Latno retired from the Board of Directors of Westamerica Bancorporation, effective March 8, 2018.

Westamerica Bancorporation does not have a charitable donations program for Directors nor does it make donations on behalf of any Director(s). The Company may make a nominal donation through its Community Relations program to non-profit organizations where a Director(s) may have an affiliation.

EXECUTIVE COMPENSATION

Executive Officers

The executive officers of the Company and Westamerica Bank serve at the pleasure of the Board of Directors and are subject to annual appointment by the Board at its first meeting following the Annual Meeting of Shareholders. It is anticipated that each of the executive officers listed below will be appointed to serve in such capacities at that meeting with the exception of Mr. Hansen who retired December 31, 2018.

David L. Payne – Held since 1984

David L. Payne (63) is the Chairman of the Board, President and CEO of the Company and Westamerica Bank. Mr. Payne also manages his family printing, publishing and cable television business.

John “Robert” Thorson – Held since 2005

John “Robert” Thorson (58) is Senior Vice President and Chief Financial Officer of the Company. Mr. Thorson joined Westamerica Bancorporation in 1989, was Vice President and Manager of Human Resources from 1995 until 2001 and was Senior Vice President and Treasurer from 2002 until 2005.

Dennis R. Hansen – Held since 2005⁽¹⁾

Dennis R. Hansen (68) is Senior Vice President and the former Manager of the Operations and Systems Administration of Community Banker Services Corporation. Mr. Hansen joined Westamerica Bancorporation in 1978 and was Senior Vice President and Controller for the Company until 2005.

Russell W. Rizzardi – Held since 2008

Russell W. Rizzardi (63) is Senior Vice President and Chief Credit Administrator of Westamerica Bank. Mr. Rizzardi joined Westamerica Bank in 2007. He has been in the banking industry since 1979 and was previously with Wells Fargo Bank and U.S. Bank.

George “Steven” Ensinger – Held since 2014

George “Steven” Ensinger (64) is Senior Vice President and Division Manager of Human Resources of Westamerica Bancorporation. Mr. Ensinger joined Westamerica Bancorporation in 2014 and has held a variety of senior positions in Human Resources prior to joining the Company.

The Company has adopted a Code of Ethics (as defined in Item 406 of Regulation S-K of the Securities Act of 1933) that is applicable to its senior financial officers including its chief executive officer, chief financial officer, and principal accounting officer.

Compensation Discussion and Analysis

The executive compensation practices described below have been followed consistently for twenty-five years. At each Annual Meeting of Shareholders since 2010, a majority of our shareholders approved an advisory proposal on the Company’s executive compensation.

⁽¹⁾ Mr. Hansen retired from the position of Manager of the Operations and Systems Administration of Community Banker Services Corporation effective December 31, 2018.

The Compensation Committee governs the executive compensation program that combines three compensation elements: base salary, annual non-equity cash incentives, and long-term stock grants. Several compensation philosophies and practices underlie this program:

- Base salaries for participants in this program should be limited to foster an environment where incentive compensation motivates and rewards corporate, divisional, and individual performance.
- Incentive compensation (annual non-equity cash incentives and long-term stock grants) is based on measurement of performance against pre-established objective measurable goals. Specific criteria for each objective are established for “threshold,” “target,” and “outstanding” performance. On any one measure, performance below “threshold” results in no credit for that objective. “Threshold” performance results in 75% achievement, “target” performance results in 100% achievement, and “outstanding” performance results in 150% achievement. The performance achievement level determines the size of incentive compensation awards.
- Long-term incentive stock grants will be awarded to senior management if the corporate performance level is rated “threshold” or better. The purpose of long-term incentive grants is to:
 - Motivate senior management to focus on long-term performance;
 - Avoid excessive risk-taking and instill conservative management practices;
 - Build equity ownership among Westamerica’s senior management;
 - Link shareholder interests to management incentives; and
 - Create ownership mentality among senior management.

In February 2013, the Board of Directors adopted a clawback policy that requires executive officers to forfeit previously awarded incentive compensation if the incentives were based on materially inaccurate financial statements or other performance measures that are later proven to be materially inaccurate or the achievement of which were due to fraud or other misconduct.

Establishing Incentive Levels, Determining Objectives and Measuring Performance

In administering the executive compensation program, the Compensation Committee determines “target” incentives for each position annually. The Compensation Committee exercises discretion in establishing “target” incentives in an effort to provide competitive pay practices while motivating and rewarding performance that benefits the Company’s long-term financial performance and shareholder interests, and avoids excessive risk-taking.

At the beginning of each calendar year, the Compensation Committee establishes annual corporate performance objectives. In establishing corporate performance objectives, the Compensation Committee takes into consideration the current operating environment for the commercial banking industry as well as internal management policies and practices which would, in the Compensation Committee’s opinion, benefit the long-term interests of the Company and its shareholders. Corporate performance measures include risk management elements considered to be responsive to the impact that current operating conditions could have on the long-term performance of the Company. The Compensation Committee monitors the economy and the banking industry’s operating environment throughout the ensuing year, and may exercise discretion in adjusting corporate performance objectives during the year.

The operating environment for the commercial banking industry is impacted by a myriad of factors including, but not limited to, local, national and global economic conditions, interest rate levels and trends, monetary policies of the Federal Reserve Board and its counterparts in other countries, fiscal policies of the United States government and other global political conditions, regulations and legislation, liquidity in capital markets, the demand for capital by commercial enterprises and consumers, new financial products, competitive response to changing conditions

within the industry, trade balances, the changing values of real estate, currencies, commodities and other assets, and other factors.

Management policies and practices the Board considers in establishing corporate performance objectives include, but are not limited to, management of the Company's balance sheet and product pricing in a manner which will benefit the long-term financial interests of shareholders, the type and variety of financial products offered by the Company, adherence to internal controls, management of the credit risk of the Company's loan and investment portfolios, the results of internal, regulatory and external audits, service quality delivered to the Company's customers, service quality of "back office" support departments provided to those offices and departments directly delivering products and services to the Company's customers, maintenance of operating policies and procedures which remain appropriate for risk management in a dynamic environment, timely and efficient integration of acquired companies, operational efficiencies, and capital management practices.

Restricted performance shares ("RPS") represent awards of Westamerica Bancorporation's common stock subject to achievement of performance objectives established by the Compensation Committee. The 2012 Amended and Restated Stock Option Plan of 1995 (the "2012 Amended Plan"), which was originally approved by shareholders in 1995, and amended with shareholder approval in 2003 and again in 2012, defines the performance factors the Board must use in administering RPS grants as one or more of the following: earnings, diluted earnings per share, revenue and revenue per diluted share, expenses, share price, return on equity, return on equity relative to the average return on equity for similarly sized institutions, return on assets, return on assets relative to the average return on assets for similarly sized institutions, efficiency ratio (operating expenses divided by operating revenues), net loan losses as a percentage of average loans outstanding, nonperforming assets, and nonperforming assets as a percentage of total assets.

In addition to establishing corporate performance objectives, the Compensation Committee also establishes individual goals for the CEO. In regard to the other executives named in the accompanying tables, the CEO recommends divisional and individual performance objectives to the Compensation Committee, which considers, discusses, adjusts as necessary, and adopts such performance objectives.

Upon the closure of each calendar year, the Compensation Committee reviews corporate, divisional, and individual performance against the performance objectives for the year just completed. After thorough review and deliberation, the Compensation Committee determines the recommended amount of individual non-equity cash incentives and stock-based incentive awards. The Compensation Committee reports such incentives to the Board of Directors. Meetings of the Compensation Committee and Board of Directors routinely occur in January, immediately following the closure of the calendar year for which performance is measured for incentive compensation purposes.

Stock Grants

Long-term stock grants may only be awarded under shareholder approved stock-based incentive compensation plans. The Company's Proxy Statement dated March 12, 2012, as filed with the SEC on March 13, 2012, summarizes the 2012 Amended Plan's changes from the predecessor plan. Such changes included:

- reducing the issuable shares to 1,500,000 (plus shares that become available if awards under prior plans expire unexercised or are cancelled, forfeited or terminated before being exercised);
- any additional authorization of shares available for issuance must be approved by shareholders; and
- establishing a plan expiration date of April 26, 2022 after which shareholder approval is again required to extend the term or approve a new stock option plan.

The 2012 Amended Plan allows four types of stock-based compensation awards:

Incentive Stock Options (“ISO”) allow the optionee to buy a certain number of shares of Westamerica Bancorporation common stock at a fixed price, which is established on the date of the option grant. ISOs are intended to meet the requirements of Section 422 of the Internal Revenue Code which provide advantages if certain conditions are met. If the optionee holds the acquired stock for the designated holding period, the optionee defers the timing of recognizing taxable income related to exercising the ISO. If the optionee complies with the ISO requirements, the Company does not receive a corporate tax deduction related to the shares issued.

Nonqualified Stock Options (“NQSO”) also give the optionee the option to buy a certain number of shares of Westamerica Bancorporation common stock at a fixed price, which is established on the date of grant. Unlike ISOs, NQSOs do not allow deferral of taxable income for the optionee. At the time NQSOs are exercised, the optionee incurs taxable income equal to the spread between the exercise price and the market price of the stock, and the Company receives a corporate tax deduction in the same amount.

Stock Appreciation Rights (“SAR”) provide the holder a cash payment equal to the difference between the fair market value of the Westamerica Bancorporation’s common stock on the date the SAR is surrendered and the fair market value of the Company’s common stock on the date the SAR was granted. The optionee incurs taxable income at the time the SAR is settled and the Company receives a corporate tax deduction in the same amount.

Restricted Performance Share Grants, as noted above, are awards of the Westamerica Bancorporation’s common stock that are subject to the achievement of performance objectives. Award recipients receive shares at the end of the performance measurement period only if performance objectives are achieved. The award recipient incurs taxable income at the time any RPS vests and the Company receives a corporate tax deduction in the same amount.

Determination of Awards to Grant

In determining which type of stock-based compensation awards to grant, the Compensation Committee considers the attributes of each form of incentive. Examples include the ability to motivate management to make decisions based on the long-term interests of shareholders, the desire to compensate with shares rather than cash, and the tax consequences of each type of award. The Compensation Committee retains the latitude to utilize all forms of incentives provided under the 2012 Amended Plan. In the current and preceding years, the Compensation Committee has utilized NQSO and RPS based on the motivational aspects of stock price appreciation, the settlement in shares rather than cash, and the preservation of tax deductions for the Company. As of February 25, 2019, the Company had no ISO or SAR awards outstanding.

Determination of Option Exercise Price

The 2012 Amended Plan also requires the exercise price of each NQSO or ISO to be no less than one hundred percent (100%) of the fair market value of the Company’s common stock on the date of grant. The 2012 Amended Plan does not allow re-pricing stock options for poor stock price performance.

Stock-based compensation awards are submitted by the Compensation Committee to the full Board of Directors for review. As described above, these meetings have routinely occurred in January immediately following the closure of the calendar year for which performance is measured for incentive compensation purposes. The Compensation Committee meeting has routinely been held during the same week as the related Board of Directors meeting. These January meetings follow by no more than ten business days the Company’s public disclosure of its financial results for the preceding year. As a result, stock option grants are awarded, and the exercise price of such grants are determined at a time when the Company has broadly disseminated its financial condition and current operating

results to the public. The Company's outstanding stock option grants are dated, and related stock option exercise prices are determined, on the January date the Compensation Committee meets to approve such grants.

Long-Term Incentive Attributes

The Board of Directors has designated the Compensation Committee as the administrator of the 2012 Amended Plan. The Compensation Committee reports to the Board the terms and conditions of stock option awards. In carrying out this responsibility, the Compensation Committee designs such awards as long-term incentives. The terms and conditions of currently outstanding awards include:

- NQSO grants vest one-third (1/3) on each anniversary of the grant date. As such, NQSO grants become fully vested over a three-year period. NQSO grants expire on the tenth anniversary of the grant date. The Company does not pay dividends on shares underlying NQSO grants until the optionee exercises the option and the shares are outstanding on a dividend record date.
- RPS awards vest three years following the grant date, only if corporate performance objectives are achieved over the three-year period. The Company does not pay dividends on RPS shares until vesting occurs and shares awarded become outstanding on a dividend record date.

Compensation for the Chairman, President & CEO

Mr. Payne performs two functions for the Company. These two functions tend to be compensated separately at similarly sized banking institutions. Mr. Payne serves as Chairman of the Board with responsibilities including oversight of the organization and external strategic initiatives. Mr. Payne also serves as President and CEO with responsibilities including daily management of internal operations. Mr. Payne's total compensation reflects these broad responsibilities. Consistent with the overall compensation philosophy for senior executives, Mr. Payne's compensation has a greater amount of pay at risk through incentives than through base salary. Since Mr. Payne is compensated as an executive, he is not eligible to receive compensation as a Director.

As noted on page 30 of the Proxy under the Pension Benefits Table, during 1997 the Company entered into a nonqualified pension agreement ("Pension Agreement") with Mr. Payne in consideration of Mr. Payne's agreement that RPS granted in 1995, 1996 and 1997 would be cancelled.⁽¹⁾ In entering the Pension Agreement, the Board of Directors considered the following:

- Mr. Payne had a significant beneficial interest in Westamerica Bancorporation common stock, which was more than adequate to continue to provide motivation for Mr. Payne to continue managing the Company in the best interests of shareholders.
- In 1997, the Company had consummated its largest acquisition, with significant total asset growth of approximately 51 percent. One of the Board's objectives was to provide a compensation mechanism providing retention features for Mr. Payne. Retention of Mr. Payne as President and CEO was desired following the Company's significant growth. The RPS shares surrendered for the Pension Agreement were scheduled to vest on dates in 1998, 1999 and 2000, while the Pension Agreement was not fully vested until December 31, 2002. Additionally, the 20-year certain pension provided under the Pension Agreement was to commence upon Mr. Payne's attainment of age 55. Mr. Payne was age 42 at the time of entering the Pension Agreement.

Compensation Awarded to Named Executive Officers

Base salaries for participants in the executive compensation program are generally limited to foster an environment where incentive compensation motivates and rewards corporate, divisional, and individual performance. As such, base pay increases are generally infrequent and limited to "control points" assigned to each position. The non-equity cash incentive formula has the following components:

⁽¹⁾The value of the surrendered RPS shares and the Pension Agreement were considered equivalent based on actuarial assumptions.

"Target" Cash Incentive	X	Composite Corporate, Divisional and Individual Performance Level	=	Cash Incentive Award
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In structuring performance goals for the named executive officers, the Compensation Committee emphasizes goals, which if achieved, will benefit the overall Company. As such, senior management level positions have high relative weighting on corporate objectives, and divisional leadership positions also have significant weighting on divisional objectives. The “target” cash incentive and the weighting of goals for the named executive officers for 2018 performance were as follows:

	"Target"	Goal Weighting		
	Cash Incentive	Corporate	Divisional	Individual
Mr. Payne	\$371,000	80%	–	20%
Mr. Thorson	112,200	55%	25%	20%
Mr. Hansen ⁽¹⁾	73,900	55%	25%	20%
Mr. Rizzardi	60,500	55%	35%	10%
Mr. Ensinger	49,100	55%	35%	10%

The Compensation Committee establishes corporate goals with the intent to balance current profitability with long-term stability of the Company and its future earnings potential. The 2018 corporate performance goals related to current year “profitability” included return on equity, return on assets and diluted earnings per share. The performance goals designed to maintain the long-term stability of the Company include “quality” and “control” components. The “quality” measures include loan portfolio quality measures (classified loans and other real estate owned, non-performing loans and other real estate owned, and net loan losses to average loans) and service quality measures (service quality of support departments and branches). The “control” measures include non-interest expense to revenues (efficiency ratio), the level of non-interest expenses, and internal audit results. By maintaining both current year “profitability” goals and longer-term “quality” and “control” goals, Management has a disincentive to maximize current earnings at the expense of longer-term results.

For 2018, the Compensation Committee expected stable economic growth with rising interest rates and a flattening of the yield curve. The Committee reserved the ability to exercise a certain degree of judgment in adjusting target goals based on the resulting operating environment.

The Compensation Committee determined the 2018 operating environment was generally characterized as follows:

- Growth in the United States’ economy increased slightly from the prior year;
- Inflation remained below targets established by the Federal Open Market Committee in spite of improving employment conditions;
- The Federal Open Market Committee increased the federal funds rate on four occasions resulting in rising short-term interest rates; however, intermediate term interest rates did rise by the same magnitude resulting in a meaningful decline in the slope of the yield curve;
- Throughout much of 2018, competitive interest rates on loans remained below the yields required for the Company to deliver satisfactory financial results throughout a full business cycle, although such competitive interest rates were more profitable toward the end of the year;
- Real estate values in the Company’s metropolitan geographies appeared to increase to levels above those

⁽¹⁾ Mr. Hansen retired from the position of Manager of Operations and Systems Administration of Community Banker Services Corporation effective December 31, 2018.

which could be sustained by prevailing economic conditions; and

- Regulations imposed on banks continued to pressure compliance costs, revenue opportunities, and increased operational risks.

The Compensation Committee considered Management’s response to the current operating environment including:

- Management maintained discipline in pricing loans and deposits for long-term financial results;
- Management consistently maintained conservative corporate bond and loan underwriting practices to appropriately manage the Company’s exposure to credit risk;
- Management avoided higher-yielding longer-dated investment securities, maintaining an appropriately short duration bond portfolio to provide asset re-pricing opportunities as interest rates rise;
- Management enhanced the value of the Company’s deposit base through growth in checking and savings deposits and a reduction in time deposits;
- Management contained operating costs to deliver revenue improvement to pre-tax income;
- Management maintained high levels of customer service; and
- Management prudently managed capital enabling the Company to continue delivering increasing annual levels of dividends per share and position the Company for growth opportunities.

The Compensation Committee chose to make adjustments to actual results to take into account the impact of the operating environment. Adjusted actual results against “target” performance goals were:

	Performance “Target”	Adjusted Actual Results
<u>Profitability Goals:</u>		
Return on average shareholders’ equity	11.42%	11.34%
Return on average assets	1.26%	1.27%
Diluted earnings per share	\$2.26	\$2.67
<u>Quality Goals:</u>		
Classified loans and other real estate owned	\$40 million	\$32 million
Non-performing loans and other real estate owned	\$8 million	\$6 million
Net loan losses to average originated loans	0.15%	0.13%
Service quality	Improving	Improving
<u>Control Goals:</u>		
Non-interest expense to revenues (efficiency ratio)	49.8%	49.4%
Non-interest expenses	\$96.0 million	\$95.5 million
Below satisfactory internal audits	none	none

In reviewing the operating environment, Management’s response to the operating environment, and adjusted results compared to “target” performance goals, the Compensation Committee determined corporate performance to be 111.7% of target goals.

As described above, divisional and individual goals are used in conjunction with corporate performance goals to determine cash bonus awards.

In addition to daily management responsibilities, Mr. Payne’s individual goals included:

- Manage the Company to achievement of financial goals including return on equity, return on assets, and earnings per share;

- Position the Company to meet the three-year financial plan;
- Administer the Corporation's guiding principles of a conservative risk profile, development of customer relationships, enhancing the value of deposits, and maintaining the absolute level of operating costs;
- Investor relations goals,
- General management oversight of key divisions and departments within the Company;
- Maintaining effective communication throughout the Company; and
- General leadership goals.

Based on individual performance against these goals, the Committee exercised its discretion and assigned Mr. Payne a composite corporate and individual performance level of 67%.

In addition to routine on-going divisional responsibilities, Mr. Thorson managed the Finance Division toward functional goals, which included:

- Manage the balance sheet to meet financial performance objectives while maintaining appropriate liquidity and managing interest rate risk,
- Management of the investment securities portfolio;
- Monitor market rates on depository products and meet low-cost funding objective;
- Execution of projects to implement new accounting standards;
- Manage the Trust Department toward achieving fee growth goals, maintaining satisfactory audit results, and achieving personnel development objectives;
- Provide management oversight to the Regulatory Compliance Department;
- Develop personnel to foster business continuity;
- Implement changes required by the Tax Cuts and Jobs Act of 2017;
- Managing operating units to deliver superior customer service; and
- Satisfactory regulatory examinations, external audits, and internal audits within all areas of responsibility.

Based on the Finance Division's results, the Committee determined divisional performance to be 111%.

In addition to daily management responsibilities, Mr. Thorson's individual goals included:

- Develop personnel plans for key positions;
- Prepare proposed equity incentive plan for 2019 proxy statement;
- Provide cross-divisional support on significant projects; and
- Provide financial management support to potential merger and acquisitions activities.

Based on individual performance against these goals, the Committee determined Mr. Thorson's individual performance to be 138%. In considering all elements of performance, the Committee exercised its discretion and assigned Mr. Thorson a composite corporate, divisional and individual performance level of 143%.

In addition to routine on-going divisional responsibilities, Mr. Hansen⁽¹⁾ managed the Operations & Systems Division toward functional goals, which included:

- Maintain and improve customer service quality;
- Meet or exceed non-interest expense goals;
- Develop cost management plans to position the division for future efficiencies;
- Satisfactory risk management as measured by the results of internal, third-party and regulatory examinations;
- Execute staff development plans; and

⁽¹⁾ Mr. Hansen retired from the position of Manager of Operations and Systems Administration of Community Banker Services Corporation effective December 31, 2018.

- Complete divisional projects in the areas of compliance, systems development, and implementing new or enhanced processes to adopt regulatory changes.

Based on the Operations & Systems Division's results, the Committee determined divisional performance to be 117%.

In addition to daily management responsibilities, Mr. Hansen's individual goals included:

- Managerial oversight of marketing department;
- Managerial oversight of the merchant processing services function; and
- Execute on personnel development plan.

Based on individual performance against these goals, the Committee determined Mr. Hansen's individual performance to be 138%. As a result, Mr. Hansen's composite corporate, divisional and individual performance level was 118%.

In addition to routine on-going divisional responsibilities, Mr. Rizzardi managed the Credit Division toward functional goals, which included:

- Maintain credit quality as measured by criticized and classified loans, past due loans, and net loan charge-offs;
- Oversight of underwriting and credit administration of the consumer and business lending areas of Westamerica Bank;
- Satisfactory risk management as measured by the results of internal, third-party and regulatory examinations; and
- Manage loan operations and services functions to acceptable standards.

Based on the Credit Division's results, the Committee determined divisional performance to be 107%.

In addition to daily management responsibilities, Mr. Rizzardi's individual goals included:

- Manage resources directed to regulatory compliance initiatives; and
- Meet communication objectives with senior management and the Board of Directors.

Based on individual performance against these goals, the Committee determined Mr. Rizzardi's individual performance to be 94%. As a result, Mr. Rizzardi's composite corporate, divisional and individual performance level was 108%.

In addition to routine on-going divisional responsibilities, Mr. Ensinger managed the Human Resources Division toward functional goals, which included:

- Maintaining effective recruiting practices which result in a positive impact on the Company's workforce;
- Administration of the employee relations program;
- Management of the workers' compensation program; and
- Oversight of enhancements in employee training programs.

Based on the Human Resources Division's results, the Committee determined divisional performance to be 104%.

In addition to daily management responsibilities, Mr. Ensinger's individual goals included:

- Maintaining and updating policies and procedures to remain compliant with state and federal laws; and
- Managing any employment related litigation.

Based on individual performance against these goals, the Committee determined Mr. Ensinger’s individual performance to be 111%. As a result, Mr. Ensinger’s composite corporate, divisional and individual performance level was 109%.

Based on the above described performance against objectives, the Committee determined cash incentive awards as follows:

	“Target” Cash Incentive	X	Composite Corporate Divisional and Individual Performance Level	=	Cash Incentive Award
Mr. Payne	\$371,000		67%		\$250,000
Mr. Thorson	112,200		143%		160,700
Mr. Hansen ⁽¹⁾	73,900		118%		87,400
Mr. Rizzardi	60,500		108%		65,500
Mr. Ensinger	49,100		109%		53,400

The size of stock grants is determined by corporate performance using stated formulas. The formulas used to determine “target” NQSO and RPS grant sizes adjust for changes in the underlying value of one share of Westamerica Bancorporation stock. For achievement of corporate performance in 2018, the following stock grants were awarded in January 2019:

	“Target” Nonqualified Stock Option Grant	X	Corporate Performance Level	=	Nonqualified Stock Option Award
Mr. Payne	–		111.7%		–
Mr. Thorson	18,980		111.7%		21,200
Mr. Hansen ⁽²⁾	–		111.7%		–
Mr. Rizzardi	15,400		111.7%		17,200
Mr. Ensinger	12,440		111.7%		13,900

	“Target” RPS Grant	X	Corporate Performance Level	=	RPS Award
Mr. Payne	–		111.7%		–
Mr. Thorson	1,780		111.7%		1,990
Mr. Hansen ⁽³⁾	–		111.7%		–
Mr. Rizzardi	1,450		111.7%		1,620
Mr. Ensinger	1,170		111.7%		1,310

RPS awards vest three years following the grant date, only if certain corporate performance objectives are achieved over the three-year period. In January 2019, the Compensation Committee evaluated whether the three year corporate performance objectives were met for RPS awards granted in January 2016. The performance objectives for the RPS granted in January 2016 included:

⁽¹⁾ Mr. Hansen retired from the position of Manager of the Operations and Systems Administration of Community Banker Services Corporation effective December 31, 2018.

⁽²⁾ Mr. Hansen retired from the position of Manager of the Operations and Systems Administration of Community Banker Services Corporation effective December 31, 2018. As such, no NQSO were granted to Mr. Hansen.

⁽³⁾ Mr. Hansen retired from the position of Manager of the Operations and Systems Administration of Community Banker Services Corporation effective December 31, 2018. As such, no RPS were granted to Mr. Hansen.

- 3 year cumulative diluted earnings per share (EPS);
- 3 year average of annual return on average total assets (ROA);
- 3 year average of annual return on average shareholders' equity relative to industry average ROE (ROE differential);
- Ending originated non-performing assets to total originated assets (NPA); and
- Efficiency ratio over three years.

The RPS would vest if any one of the following performance results were achieved:

- 4 of 5 objectives reaching “threshold” performance level;
- 3 of 5 objectives reaching “target” performance level; or
- 2 of 5 objectives reaching “outstanding” performance level.

The goals and achieved results were:

	Threshold	Target	Outstanding	Result
EPS	\$6.75	\$6.85	\$6.95	Outstanding
ROA	1.05%	1.10%	1.18%	Target
ROE differential	1.00%	1.50%	2.10%	Threshold
NPA	0.50%	0.35%	0.25%	Outstanding
Efficiency Ratio	56.00%	55.00%	53.00%	Outstanding

With five of the goals achieving the “threshold” performance level or better, the Compensation Committee determined the RPS shares awarded in 2016 vested upon achievement of the three year goals.

Nonqualified Deferred Compensation Programs

The Company maintains nonqualified deferred compensation programs to provide senior and mid-level executives the ability to defer compensation in excess of the annual limits imposed on the Company’s 401(k) plan. The Company believes these tax deferral programs enhance loyalty and motivate retention of executives. These programs allow executives to defer cash pay and RPS shares upon vesting. The programs also allow Directors to defer Director fees.

- Cash pay deferred in the program accumulates in accounts in the names of the participating Directors and executives. The Company credits the balance of these accounts with interest using an interest rate that approximates the crediting rate on corporate-owned life insurance policies, under which Directors and executives are the named insured. Deferrals and interest credits represent general obligations of the Company.
- The common stock the Company issues to executives upon the vesting of RPS grants may be deferred into the program and deposited into a “Rabbi Trust.” Since these shares are outstanding shares of the Company’s common stock, the Company pays dividends on these shares at the same rate paid to all shareholders. The shares held in the “Rabbi Trust” are subject to claims by the Company’s creditors.

Employment Contracts

None of the executives named in the accompanying tables have employment contracts with the Company.

Compensation in the Event of a Change in Control

The banking industry has significant merger and acquisition activity. To promote retention of senior executives, unvested NQSO and RPS grants contain a “change in control” provision, which trigger full vesting upon a change in control. The Compensation Committee determined these provisions were appropriate in order to retain executives to continue managing the Company after any “change in control” was announced through its ultimate consummation.

Since none of the named executive officers have entered employment contracts with the Company, they serve in an “at-will” capacity and could terminate their employment at any time. The Compensation Committee felt it would be in the best interests of shareholders to have a retention mechanism in place to provide continuity of management during a “change in control” process. Further, the Committee expects the named executive officers would be terminated by an acquiring institution rather than retained in a similar functional capacity.

The Company also maintains a Severance Payment Plan covering all employees to promote employee retention. The Severance Payment Plan provides salary continuation benefits for employees in the event of a “change in control.” The amount of salary continuation benefits is based on years of service and corporate title, but in no event exceed the equivalent of one times annual salary. Messrs. Payne, Thorson and Rizzardi are eligible for one year’s salary under the plan. Mr. Ensinger was eligible for the equivalent of 30-weeks salary under the plan as of December 31, 2018. Mr. Hansen retired from the Company’s subsidiary Community Banker Services Corporation as of December 31, 2018 and is no longer eligible for benefits under the plan,

Other

Internal Revenue Code (“IRC”) Section 162(m) places a limit on the amount of compensation that may be deducted by the Company in any year with respect to certain of the Company’s highest-paid executives. Prior to enactment of the Tax Cuts and Jobs Act of 2017 (the “Act”), certain “performance-based compensation” was not counted toward this limit. The Act eliminated the “performance-based compensation” exemption as of November 2, 2017. The Company intends generally to qualify compensation paid to executive officers for deductibility under the IRC but reserves the right to pay compensation that is not deductible.

Employee Benefits Compensation Committee Report

We, the Compensation Committee of the Board of Directors of the Company, have reviewed and discussed the Compensation Discussion and Analysis with Management. Based on that review and discussion, we have recommended to the Board of Directors inclusion of the Compensation Discussion and Analysis in this Proxy Statement and the Company’s Annual Report on Form 10-K for the year ended December 31, 2018.

Submitted by the Employee Benefits and Compensation Committee

Patrick D. Lynch, Chairman

Etta Allen

Ronald A. Nelson

Compensation Committee Interlocks and Insider Participation

No member of the Compensation Committee is a current or former officer or employee of the Company or any of its subsidiaries, or entered into (or agreed to enter into) any transaction or series of transactions with the Company or any of its subsidiaries with a value in excess of \$120,000. None of the executive officers of the Company has served on the Board of Directors or on the Compensation Committee of any other entity, where one of that entity’s executive officers served either on the Board of Directors or on the Compensation Committee of the Company.

Summary Compensation

The following table sets forth summary compensation information for the chief executive officer, chief financial officer and each of the other three most highly compensated executive officers for the fiscal years ending December 31, 2018, 2017, and 2016. These persons are referred to as named executive officers elsewhere in this Proxy Statement.

Summary Compensation Table For Fiscal Year 2018

Name / Position	Year	Salary	Stock Awards ⁽¹⁾	Option Awards ⁽²⁾	Non-Stock Incentive Plan Compensation ⁽³⁾	Change in Pension Value and Nonqualified Deferred Compensation Earnings ⁽⁴⁾	All Other Compensation ⁽⁵⁾	TOTAL
David L. Payne	2018	\$371,000	\$-	\$-	\$250,000	\$-	\$19,813	\$640,813
Chairman, President & CEO	2017	371,000	-	-	225,000	-	19,031	615,031
	2016	371,000	-	-	225,000	-	19,535	615,535
John "Robert" A. Thorson	2018	149,000	123,688	210,578	160,700	22,351	29,012	695,329
SVP & Chief Financial Officer	2017	149,000	122,932	179,459	156,200	36,594	27,366	671,551
	2016	149,000	124,027	164,175	150,200	42,431	28,749	658,582
Dennis R. Hansen ⁽⁶⁾	2018	130,008	111,257	190,618	87,400	14,371	37,013	570,667
SVP/Operations & Systems Division Manager	2017	130,008	110,924	160,438	86,900	23,579	36,610	548,459
	2016	130,008	111,751	147,459	86,700	28,092	37,854	541,864
Russell W. Rizzardi ⁽⁷⁾	2018	120,960	100,070	169,660	65,500	-	7,903	464,093
SVP/Credit Administrator Division Manager	2017	120,960	100,061	144,725	65,400	-	7,491	438,637
	2016	120,960	100,322	133,131	62,300	-	7,695	424,408
George "Steven" Ensinger	2018	98,160	81,423	138,722	53,400	130	15,408	387,243
SVP/Human Resources Division Manager	2017	98,160	81,192	116,607	52,300	214	15,315	363,788
	2016	98,160	81,697	107,460	53,400	255	14,054	355,026

⁽¹⁾ Stock Awards represent RPS shares as described in the Compensation Discussion & Analysis. The amounts shown represent the aggregate grant date fair market value.

⁽²⁾ Option awards represent Nonqualified Stock Options as described in the Compensation Discussion & Analysis. The amounts shown represent the aggregate grant date fair market value.

⁽³⁾ The amounts shown are non-equity incentive compensation only. No interest or other form of earnings was paid on the compensation.

⁽⁴⁾ The amounts include interest paid on deferred cash compensation to the extent the interest exceeds 120% of the long-term Applicable Federal Rates with compounding. The Company has no defined benefit pension plan. Mr. Payne has a pension agreement, which is discussed under "Pension Benefits for Fiscal Year 2018."

⁽⁵⁾ Each of the above-named executive officers received less than \$10,000 of aggregate perquisites and personal benefits, except for Mr. Hansen who received a car allowance of \$12,000. All other compensation includes Company contributions to defined contribution plans (ESOP and Deferred Profit Sharing), and amounts added to taxable wages using IRS tables for the cost of providing group term life insurance coverage that is more than the cost of \$50,000 of coverage. It also includes the dollar value of the benefit to Mr. Payne for the portion of the premium payable by the Company with respect to a split dollar life insurance policy (projected on an actuarial basis), and a bonus paid to Mr. Payne in the amount of his portion of the split dollar life insurance premium.

⁽⁶⁾ Mr. Hansen retired from the position of Manager of the Operations and Systems Administration of Community Banker Services Corporation effective December 31, 2018.

⁽⁷⁾ Mr. Rizzardi's compensation is subject to garnishments and liens pursuant to certain domestic relations orders.

Based on the compensation disclosed in the Summary Compensation Table, approximately 32% of total compensation comes from base salaries. See Compensation Discussion and Analysis for more details.

Pay Ratio Disclosure

In August 2015 pursuant to a mandate of the Dodd-Frank Wall Street Reform and Consumer Protection Act, the Securities and Exchange Commission adopted a rule requiring annual disclosure of the ratio of the median employee's annual total compensation to the total annual compensation of the principal executive officer ("PEO"). The Company's PEO is Mr. Payne.

Median Employee total annual compensation	\$ 34,821
Mr. Payne total annual compensation	\$640,816
Ratio of PEO to Median Employee Compensation	18.4:1.0

In determining the median employee total annual compensation, the Company prepared a census of all employees as of December 31, 2018, except the PEO, with compensation annualized for those employees hired in 2018. For simplicity, the value of benefits provided by the Company's qualified retirement plans and welfare benefit plans were excluded from the determination of total annual compensation as all employees are offered the same benefit programs.

Grants of Plan-Based Awards Table For Fiscal Year 2018

Name	Grant Date	Estimated Future Payouts Under Non-Equity Incentive Plan Awards			All Other Stock Awards: Number of Shares of Stock or Units ⁽¹⁾	All Other Stock Awards: Number of Securities Underlying Options ⁽²⁾	Exercise or Base Price of Option Awards (\$/Share) ⁽²⁾	Grant Date Fair Value ⁽³⁾
		Threshold	Target	Maximum				
David L. Payne	1/25/18	\$-	\$371,000	\$556,500	-	-	\$-	
	1/25/18	-	-	-	-	-	-	
	1/25/18	-	-	-	-	62.16	-	
John "Robert" A. Thorson	1/25/18	-	112,200	168,300	-	-	-	
	1/25/18	-	-	-	1,990	-	123,688	
	1/25/18	-	-	-	-	21,100	210,578	
Dennis R. Hansen ⁽⁴⁾	1/25/18	-	73,900	110,850	-	-	-	
	1/25/18	-	-	-	1,790	-	111,257	
	1/25/18	-	-	-	-	19,100	190,618	
Russell W. Rizzardi ⁽⁵⁾	1/25/18	-	60,500	90,750	-	-	-	
	1/25/18	-	-	-	1,610	-	100,070	
	1/25/18	-	-	-	-	17,000	169,660	
George "Steven" Ensinger	1/25/18	-	49,100	73,650	-	-	-	
	1/25/18	-	-	-	1,310	-	81,423	
	1/25/18	-	-	-	-	13,900	138,722	

⁽¹⁾ Includes RPS grants. There is no dollar amount of consideration paid by any executive officer on the grant or vesting date of an award.

The material terms of the RPS grants are as follows:

- The performance and vesting period is three years;
- Multiple performance goals are established by the Compensation Committee for each grant;
- The Compensation Committee may revise the goals upon significant events;
- Three-year performance criteria are limited to those provided in the 2012 Amended Plan, as described on page 17;
- Accelerated vesting occurs upon a "change in control" as defined in the 2012 Amended Plan as described on page 25 of this Proxy statement; and
- No dividends are paid or accrued prior to settlement or deferral delivery of shares which takes place approximately two months after vesting.

⁽²⁾ Includes NQSO grants with an exercise price of not less than 100% of fair market value as of the date of grant.

The material terms of the NQSO's listed in the table are as follows:

- Options vest ratably over three years beginning one year from date of grant;
- Options expire 10 years following grant date;
- Exercise price is 100% of fair market value as defined in the 2012 Amended Plan;
- Dividends are not paid on unexercised options;
- Vesting ceases upon termination of employment, whatever the reason, except if vesting is accelerated as described below;
- Vested options may be exercised within 90 days of termination of employment and within one year upon death or disability; and
- Accelerated vesting occurs upon a "change in control" as defined in the 2012 Amended Plan as described on page 25 of this Proxy statement.

⁽³⁾ The amounts shown for NQSOs and RPS awards represent the aggregate grant date fair market value.

⁽⁴⁾ Mr. Hansen retired from the position of Manager of the Operations and Systems Administration of Community Banker Services Corporation effective December 31, 2018.

⁽⁵⁾ Mr. Rizzardi's compensation is subject to garnishments and liens pursuant to certain domestic relations orders.

Outstanding Equity Awards Table at Fiscal Year End 2018

Name	Option Awards				Stock Awards	
	Number of Securities Underlying Unexercised Options (#) Exercisable ⁽¹⁾	Number of Securities Underlying Unexercised Options (#) Unexercisable ⁽¹⁾	Option Exercise Price (\$) ⁽¹⁾	Option Expiration Date ⁽¹⁾	Equity Incentive Plan Awards: Number of Unearned Shares, Units or Other Rights That Have Not Vested (#) ⁽²⁾	Equity Incentive Plan Awards: Market or Payout Value of Unearned Shares, Units or Other Rights That Have Not Vested (\$) valued at 12/31/18 ⁽²⁾
David L. Payne	-	-	\$-	-	-	\$-
John "Robert" A. Thorson	-	9,167	42.330	1/28/2026		
	7,234	14,466	57.178	1/26/2027		
	-	21,100	62.155	1/25/2028	7,070	393,658
Dennis R. Hansen	-	8,233	42.330	1/28/2026		
	6,467	12,933	57.178	1/26/2027		
	-	19,100	62.155	1/25/2028	6,370	354,682
Russell W. Rizzardi ⁽⁴⁾	-	7,433	42.330	1/28/2026		
	5,834	11,666	57.178	1/26/2027		
	-	17,000	62.155	1/25/2028	5,730	319,046
George "Steven" Ensinger	6,000	6,000	42.330	1/28/2026		
	4,700	9,400	57.178	1/26/2027		
	-	13,900	62.155	1/25/2028	4,660	259,469

⁽¹⁾ Option Awards vest ratably over three years beginning one year from date of grant. Options expiring in 2026 fully vested in January 2019. Options expiring in 2027 fully vest in January 2020. Options expiring in 2028 fully vest in January 2021.

⁽²⁾ RPS shares fully vest three years from date of grant if performance goals are met. RPS grants vest as follows: Messrs. Thorson - 2,930 shares vested in January 2019, 2,150 shares vest in January 2020, and 1,990 vest in January 2021; Rizzardi - 2,370 shares vested in January 2019, 1,750 shares vest in January 2020, and 1,610 shares vest in January 2021; and Ensinger - 1,930 shares vested in January 2019, 1,420 shares vest in January 2020, and 1,310 shares vest in January 2021. As described on page 31 of this Proxy statement, vesting can occur on a pro-rated basis for employees separating from service due to retirement. Accordingly, Mr. Hansen's RPS grants vest as follows: 4,530 shares vested in January 2019 and 1,840 shares will be forfeited in 2019.

⁽³⁾ Mr. Hansen retired from the position of Manager of the Operations and Systems Administration of Community Banker Services Corporation effective December 31, 2018.

⁽⁴⁾ Mr. Rizzardi's compensation is subject to garnishments and liens pursuant to certain domestic relations orders.

Option Exercises And Stock Vested Table For Fiscal Year 2018

Name	Option Awards		Stock Awards	
	Number of Shares Acquired on Exercise	Value Realized on Exercise(\$)	Number of Shares Acquired on Vesting	Value Realized on Vesting(\$) ⁽¹⁾
David L. Payne	-	\$-	-	\$-
John "Robert" A. Thorson	17,966	304,393	2,920	170,689
Dennis R. Hansen ⁽²⁾	40,267	634,927	2,630	153,737
Russell W. Rizzardi ⁽³⁾	14,566	268,976	2,370	138,538
George "Steven" Ensinger	2,867	45,674	960	56,117

⁽¹⁾ Amounts represent value upon vesting of RPS shares.

⁽²⁾ Mr. Hansen retired from the position of Manager of the Operations and Systems Administration of Community Banker Services Corporation effective December 31, 2018.

⁽³⁾ Mr. Rizzardi's compensation is subject to garnishments and liens pursuant to certain domestic relations orders.

Pension Benefits For Fiscal Year 2018

Name	Plan Name	Present Value of Accumulated Benefit	Payments during Last Fiscal Year
David L. Payne	Non-Qualified Pension Agreement	\$4,559,102	\$511,950

During 1997, the Company entered into a nonqualified pension agreement with Mr. Payne in consideration of Mr. Payne's agreement that RPS awards granted in 1995, 1996 and 1997 would be cancelled. In January 2000, the Compensation Committee, based on the Company's achievement of certain performance goals which had first been established for Mr. Payne's 1995, 1996 and 1997 RPS awards, determined Mr. Payne's annual pension would be \$511,950. The pension commenced in 2010 and will be paid to Mr. Payne for 20 years.

The discount rate used to determine the present value is 3.90%. The obligation is an unfunded general obligation of the Company.

Nonqualified Deferred Compensation Table For Fiscal Year 2018

Name	Executive Contributions in Last Fiscal Year ⁽¹⁾	Aggregate Earnings in Last Fiscal Year ⁽²⁾	Aggregate Withdrawals/ Distributions ⁽³⁾	Aggregate Balance at Last Fiscal Year End ⁽⁴⁾
David L. Payne	\$-	\$-	\$-	\$-
John "Robert" A. Thorson	-	102,527	-	2,104,363
Dennis R. Hansen ⁽⁵⁾	-	32,371	(23,648)	2,175,991
Russell W. Rizzardi	-	-	-	-
George "Steven" Ensinger	-	599	-	12,284

⁽¹⁾ No RPS shares were deferred upon vesting in 2018.

⁽²⁾ Includes change in value of deferred RPS shares, dividends earned on deferred RPS shares, and interest earned on deferred cash compensation. The amounts included in the Summary Compensation Table for Fiscal Year 2018 on page 27 are as follows: Messrs. Thorson - \$22,351; Hansen - \$14,371; Ensinger - \$130.

⁽³⁾ Includes dividends paid on deferred RPS shares.

⁽⁴⁾ Aggregate balance of deferred compensation reported as compensation prior to 2018 is as follows: Messrs. Thorson - \$2,001,836; Hansen - \$2,167,268; Ensinger - \$11,684.

⁽⁵⁾ Mr. Hansen retired from the position of Manager of the Operations and Systems Administration of Community Banker Services Corporation effective December 31, 2018.

Under the Westamerica Bancorporation and Subsidiaries Deferred Compensation Plan (the "Deferred Compensation Plan"), Directors and Officers may defer up to 100% of their Director's compensation, salary and/or non-equity incentive compensation (cash bonus) into a non-qualified, unfunded deferred compensation program. The interest rate credited during 2018 was 5.0%. The interest rate may be changed annually. Interest is compounded semi-monthly. Participants choose in advance from the following distribution commencement dates: termination of employment, January 1 following termination of employment, or a specific date at least five years from date of deferral. Payment is made in a lump sum unless the participant chooses a four year, five year or ten year annual installment.

Under the Westamerica Bancorporation Deferral Plan, 100% of vested RPS grants may be deferred. Dividends paid on such issued and outstanding shares are paid in cash to the deferral participants, and are paid at the same rate as is paid to all other shareholders. The distribution of deferred RPS shares occurs at least two years after deferral, one month following termination, or the January 1 immediately following termination as elected by the participant at the time of deferral. If the participant is one of the named executive officers, benefit distributions that are made upon termination of employment may not start earlier than six months after the date of termination.

Potential Payments Upon Termination or Change in Control

Payments to be made to the named executive officers in the event of termination of employment or change in control are described below.

Termination

Vested NQSOs may be exercised within 90 days of termination and within one year of death or disability. RPS shares vest if the Compensation Committee determines performance goals are met. Terminated employees will receive vested RPS shares if the settlement date of the RPS grant occurs within 90 days of termination. Employees separating from service due to death, disability or retirement are eligible to receive a pro rata portion of granted RPS shares if the Compensation Committee determines that the performance goals are likely to be met for the grant period. The pro rata basis is determined by the number of full years of the vesting period completed before date of death, disability or retirement.

Deferred compensation account balances are distributed on January 1 following termination, or a specific date at least five years from the date of deferral in the form of annual payments over four years. Payment may also be made in a lump sum or in annual payments for five or 10 years as elected by the participant at the time of deferral. If the participant is one of the named executive officers, benefit distributions that are made upon termination of employment may not start earlier than six months after the date of termination.

Change in Control

A change in control is defined under the 2012 Amended Plan as shareholder approval of a dissolution or liquidation of the Company or a sale of substantially all of the Company's assets to another company, or a tender offer for 5% or more of the Company's outstanding common stock or a merger in which the Company's shareholders before the merger hold less than 50% of the voting power of the surviving company after the merger.

In the event of a change in control, unvested NQSOs and RPS shares immediately vest. The value of in-the-money options and RPS shares subject to accelerated vesting for each of the named executive officers is as follows: Messrs. Payne: \$0; Thorson: \$516,037; Hansen⁽¹⁾: \$464,592; Rizzardi⁽²⁾: \$418,277; and Ensinger: \$339,569. The value is computed by multiplying the difference between the market value on December 31, 2018, the last business day of 2018, and the exercise price of each option by the number of shares subject to accelerated vesting.

Under the Company's Severance Payment Plan, executive officers receive six week's pay for every year or partial year of service up to one year's base salary (see Summary Compensation Table for Fiscal Year 2018 for

⁽¹⁾ Mr. Hansen retired from the position of Manager of the Operations and Systems Administration of Community Banker Services Corporation effective December 31, 2018.

⁽²⁾ Mr. Rizzardi's compensation is subject to garnishments and liens pursuant to certain domestic relations orders.

annual base salary for all named executive officers). Messrs. Payne, Thorson and Rizzardi are eligible for one year's salary under the plan. Mr. Ensinger was eligible for the equivalent of 30-weeks pay under the plan as of December 31, 2018. Mr. Hansen retired from the Company's subsidiary Community Banker Services Corporation as of December 31, 2018 and is no longer eligible for benefits under the plan. Severance pay is paid in a lump sum or on a semi-monthly basis at the discretion of the Company. The Severance Payment Plan is subject to Section 409A of the Internal Revenue Code.

Certain Relationships and Related Party Transactions

In accordance with the Audit Committee Charter, the Audit Committee is responsible for reviewing and approving or disapproving all related party transactions required to be disclosed by Item 404 of Regulation S-K for potential conflicts of interest. The Company is also required by NASDAQ Rule 5250(b)(3) to disclose all agreements and arrangements between any director or nominee for director, and any person or entity other than the Company (the "Third Party"), relating to compensation or other payment in connection with such person's candidacy or service as a director of the Company. The Company is not aware of any such agreements. Additionally, the Company's Code of Conduct and Ethics provides rules that restrict transactions with affiliated persons.

Certain of the Directors, executive officers and their associates have had banking transactions with subsidiaries of the Company in the ordinary course of business. With the exception of the Company's Employee Loan Program, all outstanding loans and commitments included in such transactions were made on substantially the same terms, including interest rates and collateral, as those prevailing at the time for comparable transactions with other persons not related to the Company, did not involve more than a normal risk of collectability, and did not present other favorable features. As part of the Employee Loan Program, all employees, including executive officers, are eligible to receive mortgage loans with interest rates one percent (1%) below Westamerica Bank's prevailing interest rate at the time of loan origination. Westamerica Bank makes all loans to executive officers under the Employee Loan Program in compliance with the applicable restrictions of Section 22(h) of the Federal Reserve Act. Messrs. Payne and Thorson have mortgage loans through this Program. The largest aggregate amount of principal during 2018 was \$367,495 and \$254,253, respectively. The principal amount outstanding at December 31, 2018 was \$347,727 and \$229,015, respectively. The amount of principal paid during 2018 was \$19,768 and \$25,238, respectively. The amount of interest paid during 2018 was \$12,807 and \$7,629, respectively. The rate of interest payable on the loans is 4.00% and 4.375%, respectively.

PROPOSAL 2 – APPROVE A NON-BINDING ADVISORY VOTE ON THE COMPENSATION OF OUR NAMED EXECUTIVE OFFICERS

Background

The 2010 Dodd-Frank Wall Street Reform and Consumer Protection Act (the "Dodd-Frank Act") requires that shareholders cast a non-binding advisory vote on the executive compensation paid to the executive officers listed in the Summary Compensation Table (a so-called "say on pay" vote) as well as an advisory vote with respect to whether future say on pay votes will be held every one, two or three years. The result of the shareholder vote on the proposal to determine the frequency of future say on pay proposals was that shareholders should review executive compensation annually. Therefore, Proposal 2 requests that shareholders again approve the compensation paid to our named executive officers. Last year 99% of the shares voting on this proposal voted to support our Corporation's executive compensation strategy. The proposal to determine

how often the say on pay proposal should be voted on by shareholders will again be brought to a shareholder vote in 2022.

We believe that our compensation policies and procedures are centered on a pay-for-performance culture and are strongly aligned with the long-term interests of our shareholders. Our incentive compensation plan provides for the grant of incentive stock options, non-qualified stock options, stock appreciation rights, and restricted performance shares. The Summary Compensation Table shows very stable base salaries indicative of our greater emphasis on performance-based stock and non-stock awards. Our stock and option awards are based on a minimum achievement of meeting the “threshold” level for each pre-established objective. Both awards have a three-year vesting period. Our annual incentive plan incorporates at least four financial and/or strategic performance metrics in order to properly balance risk with the incentives to drive our key annual financial and/or strategic initiatives; in addition, the annual incentive program incorporates a 150% maximum payout to further manage risk and the possibility of excessive payments.

In 2003, shareholders approved the Company’s 2003 Amended Plan to include the following changes:

- Disallowing re-pricing stock options for poor stock performance;
- Limiting the number of shares that may be awarded; and
- Requiring the Compensation Committee to meet the definition of independence to enable any award intended to qualify as “performance-based compensation” to meet Section 162(m) of the Internal Revenue Code.

In 2009, shareholders re-approved the performance criteria for performance-based awards under the 2003 Amended Plan.

In 2012, shareholders approved the Company’s 2012 Amended and Restated Stock Option Plan of 1995. The 2012 Amended Plan includes the following changes:

- Reduced the number of shares available for future issuance from 4,307,593 to 1,500,000 (plus shares that become available if awards under prior plans expire unexercised or are cancelled, forfeited or terminated before being exercised); and
- Extended the term of the 2012 Amended Plan to April 26, 2022 from April 24, 2013.

Vote Required

The “say on pay” proposal gives you as a shareholder the opportunity to endorse or not endorse our executive pay program through the following resolution:

“Resolved, that the shareholders approve, on an advisory basis, the compensation of the named executive officers, as disclosed pursuant to the compensation disclosure rules of the Securities and Exchange Commission, which disclosure includes the compensation discussion and analysis, the compensation tables and any related footnotes and narratives in the Company’s proxy statement for the Annual Meeting of Shareholders.”

Because your vote is advisory, it will not be binding on the Board or create or imply any additional fiduciary duty by the Board. However, the Compensation Committee may take into account the outcome of the vote when considering future executive compensation arrangements.

**THE BOARD OF DIRECTORS UNANIMOUSLY RECOMMENDS A
VOTE “FOR” THE APPROVAL OF THE COMPENSATION OF OUR NAMED
EXECUTIVE OFFICERS, AS DISCLOSED IN THIS PROXY STATEMENT
PURSUANT TO THE COMPENSATION DISCLOSURE RULES OF THE
SECURITIES AND EXCHANGE COMMISSION**

PROPOSAL 3 – APPROVE THE 2019 OMNIBUS EQUITY INCENTIVE PLAN

Introduction

On February 28, 2019, the Board of Directors adopted the 2019 Omnibus Equity Incentive Plan (the “2019 Plan”), subject to shareholder approval. The 2019 Plan will become effective, if at all, on the date that it is approved by the Company’s shareholders (the “Effective Date”).

The Company currently maintains the 2012 Amended and Restated Stock Option Plan of 1995 (the “Prior Plan”). Following the Effective Date, no further awards may be issued under the Prior Plan, but all awards under the Prior Plan that are outstanding as of the Effective Date will continue to be governed by the terms, conditions and procedures set forth in the Prior Plan and any applicable award agreement.

Under the 2019 Plan, a total of 1,235,898 shares of Company common stock are available for grant, comprised of 750,000 shares of Company common stock initially reserved for issuance under the 2019 Plan plus 485,898 additional shares of Company common stock that are currently available for grant under the Prior Plan.

The Compensation Committee may grant restricted stock, incentive stock options, non-qualified stock options, stock appreciation rights, restricted stock units and other share-based awards to participants to acquire shares of Company common stock to the Company’s officers and employees under the 2019 Plan. As of February 25, 2019, there were approximately thirty-four employees eligible to participate in the 2019 Plan.

Rationale for Adoption of the 2019 Plan

Grants of options to employees are an important part of the Company’s long-term incentive compensation program, which the Company uses to strengthen the commitment of such individuals to the Company, motivate them to faithfully and diligently perform their responsibilities and attract and retain competent and dedicated individuals whose efforts are expected to result in the Company’s long-term growth and profitability.

Vote Required

You may vote “FOR” or “AGAINST” or “ABSTAIN” from voting when voting on the approval of the 2019 Plan. The 2019 Plan will be approved if it receives the affirmative vote of a majority of the total number of votes of common stock represented at the annual meeting and entitled to vote thereon. Proxies solicited by the Board will be voted “FOR” the 2019 Plan unless shareholders specify a contrary vote.

The Board recommends that you vote “FOR” the approval of the 2019 Plan.

Dilution, Shares Available and Historical Share Usage

Dilution. Subject to shareholder approval of the 2019 Plan, 750,000 shares of Company common stock will be reserved for issuance under the 2019 Plan as of February 25, 2019, which represents approximately 2.8% of the Company’s issued and outstanding shares, not including shares underlying outstanding awards under the Prior Plan.

The Board believes that this number of shares constitutes reasonable potential equity dilution and provides a significant incentive for employees to increase the value of the Company for all shareholders. The closing trading price of each share of common stock as of the record date was \$64.40.

As of the record date, there were: (i) 26,890,495 shares of common stock outstanding and (ii) 807,399 stock options outstanding (vested and unvested), with a weighted average exercise price of \$57.80 per share. The new shares available under the 2019 Plan would represent an additional potential equity dilution of approximately 2.8%, which does not include outstanding awards under the Prior Plan. Including the proposed additional shares under the 2019 Plan, the potential equity dilution from all equity incentive awards outstanding and available for grant under all of the Company's equity plans would result in a maximum potential equity dilution of approximately 7.6%.

Shares Available; Certain Limitations. The maximum number of shares of common stock reserved and available for issuance under the 2019 Plan will be equal to the sum of (i) 750,000 shares of common stock plus (ii) the number of shares of common stock reserved, but unissued under the Prior Plan (485,898 as of February 25, 2019), provided that shares of common stock issued under the 2019 Plan with respect to an Exempt Award will not count against the share limit. "Exempt Award" means (i) an award granted in the assumption of, or in substitution for, outstanding awards previously granted by another business entity acquired by the Company or any subsidiary of the Company or with which the Company or any of its subsidiaries merges or (ii) an award that a participant purchases at fair market value.

New shares reserved for issuance under the 2019 Plan may be authorized but unissued shares or outstanding shares that may be reacquired by the Company in the open market, in private transactions or otherwise. If any shares subject to an award are forfeited, cancelled, exchanged or surrendered or if an award terminates or expires without a distribution of shares to the participant, the shares of Company common stock with respect to such award will, to the extent of any such forfeiture, cancellation, exchange, surrender, withholding, termination or expiration, again be available for awards under the 2019 Plan except that any shares of Company common stock surrendered or withheld as payment of either the exercise price of an award and/or withholding taxes in respect of an award will not again be available for awards under the 2019 Plan.

As exhibited by the Company's responsible use of equity over the past several years and good corporate governance practices associated with equity and executive compensation practices in general, the shares reserved under the 2019 Plan should provide the Company with the platform needed for continued growth, while managing program costs and share utilization levels within acceptable industry standards.

Share Usage. In determining the requested number of shares reserved for issuance under the 2019 Plan, the Board of Directors evaluated the dilution and historic share usage, burn rate and the existing terms of outstanding options under the Prior Plan. The annual share usage under the Prior Plan for the last three fiscal years was as follows:

		<u>2018</u>	<u>2017</u>	<u>2016</u>	<u>Average</u>
A	Total Shares Granted During Fiscal Year	260,250	280,350	343,270	294,623
B	Basic Weighted Average Common Stock Outstanding	26,649,000	26,291,000	25,612,000	26,184,000
C	Burn Rate (A/B)	0.98%	1.07%	1.34%	1.13%

Description of 2019 Plan

The following is a summary of the material features of the 2019 Plan. This summary is qualified in its entirety by the full text of the 2019 Plan, a copy of which is attached to this Proxy Statement as Exhibit B.

Types of Awards. The 2019 Plan provides for the issuance of options, share appreciation rights (“SARs”), restricted shares, restricted stock units (“RSUs”) and other share-based awards to the Company’s officers and employees.

Shares of common stock subject to an award under the 2019 Plan that remain unissued upon the cancellation or termination of the award will again become available for grant under the 2019 Plan. However, shares of common stock that are surrendered by a participant or withheld as payment of the exercise price in connection with any award under the 2019 Plan, as well as any shares of common stock exchanged by a participant or withheld to satisfy tax withholding obligations related to any award, will not be available for subsequent awards under the 2019 Plan. However, upon the exercise of any award granted in tandem with any other awards, such related awards will be cancelled as to the number of shares as to which the award is exercised and such number of shares will no longer be available for grant under the 2019 Plan.

Administration. The 2019 Plan may be administered by the Board of Directors or a committee of the Board of Directors that complies with the applicable requirements of Section 16 of the Exchange Act and any other applicable legal or stock exchange listing requirements, such as the Compensation Committee (each of the Board of Directors or such committee, the “plan administrator”). The plan administrator may interpret the 2019 Plan and may prescribe, amend and rescind rules and make all other determinations necessary or desirable for the administration of the 2019 Plan, provided that, subject to the equitable adjustment provisions described below, the plan administrator will not have the authority to reprice or cancel and re-grant any award at a lower exercise, base or purchase price or cancel any award with an exercise, base or purchase price in exchange for cash, property or other awards without first obtaining the approval of the Company’s shareholders.

The 2019 Plan permits the plan administrator to select the eligible recipients who will receive awards, to determine the terms and conditions of those awards, including but not limited to the exercise price or other purchase price of an award, the number of shares of common stock subject to an award, the term of an award and the vesting schedule applicable to an award, and to amend the terms and conditions of outstanding awards.

While the 2019 Plan generally permits the plan administrator to determine the vesting schedule applicable to an award, any awards granted under the 2019 Plan will be granted subject to a minimum vesting period of at least 12 months, subject to acceleration in connection with a change in control, as discussed below. The administrator is not permitted to accelerate the vesting of any award granted under the 2019 Plan, though awards would vest, in connection with a change in control, as discussed below.

Options. The Company may issue non-qualified stock options and “incentive stock options” (“ISOs”) (within the meaning of Section 422 of the Internal Revenue Code (the “Code)) under the 2019 Plan. The terms and conditions of any options granted to a participant will be set forth in an award agreement and, subject to the provisions in the 2019 Plan, will be determined by the plan administrator. The exercise price of any option granted under the 2019 Plan must be at least equal to the fair market value of the Company’s common stock on the date the option is granted (110% of fair market value in the case of ISOs granted to ten percent shareholders). The maximum term of an option granted under the 2019 Plan is ten years. The amount of incentive stock options that become exercisable for the first time in a particular year cannot exceed a value of \$100,000 per participant, determined using the fair market value of the shares on the date of grant.

Subject to the 2019 Plan, the plan administrator will determine the vesting and other terms and conditions of options granted under the 2019 Plan. Treatment of an option upon termination of employment of a participant will be specified in the applicable award agreement as determined by the plan administrator.

Restricted Shares and RSUs. Restricted shares and RSUs may be granted under the 2019 Plan. The plan administrator will determine the purchase price, vesting schedule and performance goals, if any, applicable to the grant of restricted shares or RSUs. Unless otherwise determined by the plan administrator, if the restrictions, performance goals or other conditions determined by the plan administrator are not satisfied, the restricted shares and RSUs will be forfeited. Subject to the provisions of the 2019 Plan and the applicable individual award agreement, the plan administrator has the sole discretion to provide for the lapse of restrictions in installments. The rights of restricted share and RSU holders upon a termination of employment or service will be set forth in individual award agreements as determined by the plan administrator.

Unless the applicable award agreement provides otherwise, participants with restricted shares will generally have all of the rights of a shareholder during the restricted period, including the right to receive dividends declared with respect to such shares; provided, however, that dividends declared during the restricted period with respect to an award will only become payable if (and to the extent) that the underlying restricted shares vest. During the restricted period, participants with RSUs will generally not have any rights of a shareholder, but will be credited with dividend equivalent rights, unless the applicable individual award agreement provides otherwise.

Share Appreciation Rights. SARs may be granted under the 2019 Plan either alone or in conjunction with all or part of any option granted under the 2019 Plan. A free-standing SAR granted under the 2019 Plan entitles its holder to receive, at the time of exercise, an amount per share up to the excess of the fair market value (at the date of exercise) of a share of common stock over the exercise price of the free-standing SAR multiplied by the number of shares in respect of which the SAR is being exercised. An SAR granted in conjunction with all or part of an option under the 2019 Plan entitles its holder to receive, at the time of exercise of the SAR and surrender of the related option, an amount per share up to the excess of the fair market value (at the date of exercise) of a share of common stock over the exercise price of the related option multiplied by the number of shares in respect of which the SAR is being exercised. Each SAR will be granted with an exercise price that is not less than 100% of the fair market value of the related shares of common stock on the date of grant. Treatment of an SAR upon termination of employment of a participant will be specified in the applicable award agreement as determined by the plan administrator. The maximum term of all SARs granted under the 2019 Plan will be determined by the plan administrator, but may not exceed ten years. The plan administrator may determine to settle the exercise of an SAR in shares of common stock, cash, or any combination thereof.

Each free-standing SAR will vest and become exercisable (including in the event of the SAR holder's termination of employment or service) at such time and subject to such terms and conditions as determined by the plan administrator in the applicable individual free-standing SAR agreement. SARs granted in conjunction with all or part of an option will be exercisable at such times and subject to all of the terms and conditions applicable to the related option.

Other Share-Based Awards. Other share-based awards, valued in whole or in part by reference to, or otherwise based on, shares of common stock (including dividend equivalents) may be granted under the 2019 Plan. The plan administrator will determine the terms and conditions of such other share-based awards, including the number of shares of common stock to be granted pursuant to such other share-based awards, the manner in which such other share-based awards will be settled (e.g., in shares of common stock, cash or other property), and the conditions to the vesting and payment of such other share-based awards (including the achievement of performance goals). The

rights of participants granted other share-based awards upon the termination of employment with or service to us will be set forth in the award agreement. Any dividend or dividend-equivalent award issued under the 2019 Plan will be subject to the same restrictions and conditions as apply to the underlying award.

Equitable Adjustments. In the event of a merger, consolidation, reclassification, recapitalization, spin-off, spin-out, repurchase, reorganization, special or extraordinary dividend or other extraordinary distribution (whether in the form of common shares, cash or other property), combination, exchange of shares, or other change in corporate structure affecting the common stock, an equitable substitution or proportionate adjustment shall be made in (i) the aggregate number and kind of securities reserved for issuance under the 2019 Plan, (ii) the kind and number of securities subject to, and the exercise price of, any outstanding options and SARs granted under the 2019 Plan, (iii) the kind, number and purchase price of shares of common stock, or the amount of cash or amount or type of property, subject to outstanding restricted shares, RSUs and other share-based awards granted under the 2019 Plan and (iv) the terms and conditions of any outstanding awards (including any applicable performance targets). Equitable substitutions or adjustments other than those listed above may also be made as determined by the plan administrator. In addition, the plan administrator may terminate all outstanding awards for the payment of cash or in-kind consideration having an aggregate fair market value equal to the excess of the fair market value of the shares of common stock, cash or other property covered by such awards over the aggregate exercise price, if any, of such awards, but if the exercise price of any outstanding award is equal to or greater than the fair market value of the shares of common stock, cash or other property covered by such award, the Board of Directors may cancel the award without the payment of any consideration to the participant. With respect to awards subject to foreign laws, adjustments will be made in compliance with applicable requirements. Except to the extent determined by the plan administrator, adjustments to incentive stock options will be made only to the extent not constituting a “modification” within the meaning of Section 424(h)(3) of the Code.

Change in Control and Qualifying Termination. Unless otherwise determined by the plan administrator and evidenced in an award agreement, in the event that (i) a “change in control” (as defined below) occurs and (ii) a participant is employed immediately prior to the change in control, then upon the consummation of the change in control (a) any unvested or unexercisable portion of any award carrying a right to exercise will become fully vested and exercisable, and (b) the restrictions, deferral limitations, payment conditions and forfeiture conditions applicable to any award will lapse and such unvested awards will be deemed fully vested and any performance conditions imposed with respect to such awards will be deemed to be fully achieved at target performance levels. The administrator may provide that, in connection with such change in control, all options and/or SARs outstanding immediately prior to such change in control shall expire upon the consummation of such change in control if not exercised upon, or prior to, such change in control.

Definition of Change in Control. For purposes of the 2019 Plan, a “change in control” will mean, in summary, the first to occur of the following events: (i) a person or entity becomes the beneficial owner of more than 50% of voting power of the Company; (ii) an unapproved change in the majority membership of the Board of Directors; (iii) a merger or consolidation of the Company or any of its subsidiaries, other than (A) a merger or consolidation that results in the Company’s voting securities continuing to represent 50% or more of the combined voting power of the surviving entity or its parent and the Board of Directors immediately prior to the merger or consolidation continuing to represent at least a majority of the Board of Directors of the surviving entity or its parent or (B) a merger or consolidation effected to implement a recapitalization in which no person is or becomes the owner of voting securities representing more than 50% of the combined voting power of the Company; or (iv) shareholder approval of a plan of complete liquidation or dissolution of us or the consummation of an agreement for the sale or disposition of substantially all of the Company’s assets, other than a sale or disposition to an entity, more than 50% of the combined voting power of which is owned by the Company’s shareholders in substantially the same

proportions as their ownership of the Company immediately prior to such sale or a sale or disposition to an entity controlled by the Board of Directors. However, a change in control will not be deemed to have occurred as a result of any transaction or series of integrated transactions following which the Company's shareholders, immediately prior thereto, hold immediately afterward the same proportionate equity interests in the entity that owns all or substantially all of the Company's assets.

Tax Withholding. Each participant will be required to make arrangements satisfactory to the plan administrator regarding payment of up to the maximum statutory tax rates in the participant's applicable jurisdiction with respect to any award granted under the 2019 Plan, as determined by the Company. The Company has the right, to the extent permitted by applicable law, to deduct any such taxes from any payment of any kind otherwise due to the participant. With the approval of the plan administrator, the participant may satisfy the foregoing requirement by either electing to have us withhold from delivery of shares of common stock, cash or other property, as applicable, or by delivering already owned unrestricted shares of common stock, in each case, having a value not exceeding the applicable taxes to be withheld and applied to the tax obligations. The Company may also use any other method of obtaining the necessary payment or proceeds, as permitted by applicable law, to satisfy the Company's withholding obligation with respect to any award.

Amendment and Termination of the 2019 Plan. The 2019 Plan provides the Board of Directors with authority to amend, alter or terminate the 2019 Plan, but no such action may impair the rights of any participant with respect to outstanding awards without the participant's consent. The plan administrator may amend an award, prospectively or retroactively, but no such amendment may materially impair the rights of any participant without the participant's consent. Shareholder approval of any such action will be obtained if required to comply with applicable law. The 2019 Plan does not permit the repricing or cancellation and regarding of any award at a lower exercise, base or purchase price without the approval of the Company's shareholders.

2019 Plan Term. The 2019 Plan will terminate on the tenth anniversary of the Effective Date, although awards granted before that time will remain outstanding in accordance with their terms.

Clawback. If the Company is required to prepare a financial restatement due to the material non-compliance with any financial reporting requirement, then the plan administrator may require any Section 16 officer to repay or forfeit to the Company that part of the cash or equity incentive compensation received by that Section 16 officer during the preceding three years that the plan administrator determines was in excess of the amount that such Section 16 officer would have received had such cash or equity incentive compensation been calculated based on the financial results reported in the restated financial statement. The plan administrator may take into account any factors it deems reasonable in determining whether to seek recoupment of previously paid cash or equity incentive compensation and how much of such compensation to recoup from each Section 16 officer (which need not be the same amount or proportion for each Section 16 officer).

United States Federal Income Tax Consequences

The following is a summary of certain United States federal income tax consequences of awards under the 2019 Plan. It does not purport to be a complete description of all applicable rules, and those rules (including those summarized here) are subject to change.

Non-Qualified Stock Options. A participant who has been granted a non-qualified stock option will not recognize taxable income upon the grant of a non-qualified stock option. Rather, at the time of exercise of such non-qualified stock option, the participant will recognize ordinary income for income tax purposes in an amount equal to the excess of the fair market value of the shares purchased over the exercise price. The Company generally will be

entitled to a tax deduction at such time and in the same amount that the participant recognizes ordinary income. If shares acquired upon exercise of a non-qualified stock option are later sold or exchanged, then the difference between the amount received upon such sale or exchange and the fair market value of such shares on the date of such exercise will generally be taxable as long-term or short-term capital gain or loss (if the shares are a capital asset of the participant) depending upon the length of time such shares were held by the participant.

Incentive Stock Options. In general, no taxable income is realized by a participant upon the grant of an ISO. If shares of common stock are purchased by a participant, or option shares, pursuant to the exercise of an ISO granted under the 2019 Plan and the participant does not dispose of the option shares within the two-year period after the date of grant or within one year after the receipt of such option shares by the participant, such disposition a disqualifying disposition, then, generally (1) the participant will not realize ordinary income upon exercise and (2) upon sale of such option shares, any amount realized in excess of the exercise price paid for the option shares will be taxed to such participant as capital gain (or loss). The amount by which the fair market value of the common stock on the exercise date of an ISO exceeds the purchase price generally will constitute an item which increases the participant's "alternative minimum taxable income." If option shares acquired upon the exercise of an ISO are disposed of in a disqualifying disposition, the participant generally would include in ordinary income in the year of disposition an amount equal to the excess of the fair market value of the option shares at the time of exercise (or, if less, the amount realized on the disposition of the option shares), over the exercise price paid for the option shares. Subject to certain exceptions, an option generally will not be treated as an ISO if it is exercised more than three months following termination of employment. If an ISO is exercised at a time when it no longer qualifies as an ISO, such option will be treated as a nonqualified stock option as discussed above. In general, the Company will receive an income tax deduction at the same time and in the same amount as the participant recognizes ordinary income.

Share Appreciation Rights. A participant who is granted an SAR generally will not recognize ordinary income upon receipt of the SAR. Rather, at the time of exercise of such SAR, the participant will recognize ordinary income for income tax purposes in an amount equal to the value of any cash received and the fair market value on the date of exercise of any shares received. The Company generally will be entitled to a tax deduction at such time and in the same amount, if any, that the participant recognizes as ordinary income. The participant's tax basis in any common shares received upon exercise of an SAR will be the fair market value of the shares of common stock on the date of exercise, and if the shares are later sold or exchanged, then the difference between the amount received upon such sale or exchange and the fair market value of such shares on the date of exercise will generally be taxable as long-term or short-term capital gain or loss (if the shares are a capital asset of the participant) depending upon the length of time such shares were held by the participant.

Restricted Shares. A participant generally will not be taxed upon the grant of restricted shares, but rather will recognize ordinary income in an amount equal to the fair market value of the shares at the earlier of the time the shares become transferable or are no longer subject to a substantial risk of forfeiture (within the meaning of the Code). The Company generally will be entitled to a deduction at the time when, and in the amount that, the participant recognizes ordinary income on account of the lapse of the restrictions. A participant's tax basis in the shares will equal their fair market value at the time the restrictions lapse, and the participant's holding period for capital gains purposes will begin at that time. Any cash dividends paid on the shares before the restrictions lapse will be taxable to the participant as additional compensation and not as dividend income, unless the individual has made an election under Section 83(b) of the Code. Under Section 83(b) of the Code, a participant may elect to recognize ordinary income at the time the restricted shares are awarded in an amount equal to their fair market value at that time, notwithstanding the fact that such shares are subject to restrictions or transfer and a substantial risk of forfeiture. If such an election is made, no additional taxable income will be recognized by such participant at the time the restrictions lapse, the participant will have a tax basis in the shares equal to their fair market value on the

date of their award, and the participant's holding period for capital gains purposes will begin at that time. The Company will generally will be entitled to a tax deduction at the time when, and to the extent that, ordinary income is recognized by such participant.

RSUs. In general, the grant of RSUs will not result in income for the participant or in a tax deduction for the Company. Upon the settlement of such an award in cash or shares, the participant will recognize ordinary income equal to the aggregate value of the payment received, and the Company generally will be entitled to a tax deduction at the same time and in the same amount.

Other Awards. With respect to other awards granted under the 2019 Plan, including other share-based awards, generally when the participant receives payment with respect to an award, the amount of cash and/or the fair market value of any common shares or other property received will be ordinary income to the participant, and the Company generally will be entitled to a tax deduction at the same time and in the same amount.

New Plan Benefits

Future grants under the 2019 Plan will be made at the discretion of the plan administrator and, accordingly, are not yet determinable. In addition, benefits under the 2019 Plan will depend on a number of factors, including the fair market value of the Company's common stock on future dates and the exercise decisions made by participants. Consequently, at this time, it is not possible to determine the future benefits that might be received by participants receiving discretionary grants under the 2019 Plan.

THE BOARD OF DIRECTORS UNANIMOUSLY RECOMMENDS A VOTE "FOR" THE APPROVAL OF THE 2019 OMNIBUS EQUITY INCENTIVE PLAN

PROPOSAL 4 – RATIFY SELECTION OF INDEPENDENT AUDITOR

Ratify Selection of Independent Auditor

Action by the shareholders is not required by law in the appointment of independent auditors, but their appointment is submitted by the Audit Committee and the Board of Directors in order to give the shareholders an opportunity to present their views. If the proposal is approved, the Audit Committee, in its discretion, may direct the appointment of different independent auditors at any time during the year if it determines that such a change would be in the best interests of the Company and its shareholders. If the proposal to ratify the selection of Crowe LLP as the Company's independent auditors is rejected by the shareholders, then the Audit Committee will reconsider its choice of independent auditors. A representative of Crowe LLP is expected to be present at the Annual Meeting and will have an opportunity to make a statement if they so desire and will be available to respond to appropriate questions.

Audit Fees

The aggregate fees billed to the Company by Crowe LLP with respect to services performed for fiscal 2018 and 2017 are as follows:

	<u>2018</u>	<u>2017</u>
Audit Fees ⁽¹⁾	\$530,000	\$510,000
Audit related fees ⁽²⁾	37,355	35,210
Tax fees ⁽³⁾	46,540	40,200
All other fees	<u>40,340</u>	<u>-</u>
Total	<u><u>\$654,235</u></u>	<u><u>\$585,410</u></u>

⁽¹⁾ Audit fees consisted of fees billed by Crowe LLP for professional services rendered for the audit of the Company's consolidated financial statements, reviews of the consolidated financial statements included in the Company's quarterly reports on Form 10-Q, and the audit of the Company's internal controls over financial reporting. The audit fees also relate to services such as consents and audits of mortgage banking subsidiaries.

⁽²⁾ Audit-related fees consisted of fees billed by Crowe LLP for audits of certain employee benefits plans.

⁽³⁾ Tax fees consisted of fees billed by Crowe LLP for the compilation and review of the Company's tax returns.

Preapproval Policies and Procedures

The Audit Committee is responsible for the appointment, compensation, retention and oversight of the work of any public accounting firm engaged by the Company for the purpose of preparing or issuing an audit report or performing other audit, review or attest services for the Company. Any accounting firm appointed by the Company reports directly to the Audit Committee.

The Audit Committee must preapprove all auditing services and permitted non-audit services by its independent auditors and the fees to be paid by the Company for these services, except for those fees qualifying for the "de minimis exception" which provides that the preapproval requirement for certain non-audit services may be waived if certain express standards and requirements are satisfied prior to completion of the audit under certain conditions. This exception requires that the aggregate amount of all such services provided constitutes no more than five percent of the total amount of revenue paid to the audit firm by the Company during the fiscal year in which the services are provided. This exception also requires that at the time of the engagement, the Company did not recognize such services to be non-audit services, and such services are promptly brought to the attention of the Audit Committee and approved prior to the completion of the audit by the Audit Committee. During fiscal year 2018, there were no non-audit services that were provided using this exception.

The Audit Committee may delegate to one or more members of the Audit Committee the authority to grant preapprovals of non-audit services and fees. In such event, the decisions of the member or members of the Committee regarding preapprovals are presented to the full Audit Committee at its next meeting. The Audit Committee preapproved 100% of all services performed for the Company by Crowe LLP during fiscal year 2018.

THE BOARD OF DIRECTORS RECOMMENDS THAT YOU VOTE “FOR” THE RATIFICATION OF THE SELECTION OF CROWE LLP AS OUR INDEPENDENT REGISTERED PUBLIC ACCOUNTING FIRM

AUDIT COMMITTEE REPORT

The material in this report is not soliciting material and is not deemed filed with the SEC. It is not incorporated by reference in any of the Company’s filings under the Securities Act of 1933 or the Exchange Act, whether made in the past or in the future even if any of those filings contain any general incorporation language.

The Audit Committee is composed of four Directors who are neither officers nor employees of the Company, and who meet the NASDAQ independence requirements for Audit Committee members. The Audit Committee selects, appoints and retains the Company’s independent auditors and is responsible for their compensation and oversight.

In performing its functions, the Audit Committee acts only in an oversight capacity and necessarily relies on the work and assurances of the Company’s management, which has the primary responsibility for financial statements and reports, and of the independent auditors. The auditors express an opinion on the conformity of the Company’s annual financial statements to United States generally accepted accounting principles and on internal control over financial reporting. In fulfilling its oversight responsibilities, the Audit Committee reviewed the audited consolidated financial statements for the fiscal year 2018 and discussed them with Management and with Crowe LLP, the Corporation’s independent registered public accountants.

Management represented to the Audit Committee that the Company’s consolidated financial statements were prepared in accordance with generally accepted accounting principles. Management also represented that it performed an assessment of the effectiveness of internal control over financial reporting as of December 31, 2018, and that internal control over financial reporting was effective. The independent auditor discussed with the Audit Committee matters required to be discussed by Auditing Standard of the Public Accounting Oversight Board (PCAOB), including certain matters related to the conduct of an audit and to obtain certain information from the Audit Committee relevant to the audit.

The auditors also provided to the Audit Committee the written disclosures and the letter from the independent auditors required by PCAOB standards. The Audit Committee discussed with auditors the firm’s independence.

Based on the Audit Committee’s discussion with Management and the independent auditors, the Audit Committee’s review of the representations of Management and the Report of the Independent Auditors to the Audit Committee, the Audit Committee recommended that the Board of Directors include the audited consolidated financial statements in the Company’s Annual Report on Form 10-K for the year ended December 31, 2018 for filing with the SEC.

Submitted by the Audit Committee

Ronald A. Nelson, Chairman
Louis E. Bartolini
E. Joseph Bowler
Catherine C. MacMillan

SHAREHOLDER PROPOSAL GUIDELINES

To be considered for inclusion in the Company's Proxy Statement and form of proxy for next year's Annual Meeting, shareholder proposals must be delivered to the Corporate Secretary, Westamerica Bancorporation A-2M, P.O. Box 1200, Suisun City, CA 94585, no later than 5:00 p.m. on November 11, 2019. However, if the date of next year's Annual Meeting is changed by more than 30 days from the date of this year's meeting, the notice must be received by the Corporate Secretary a reasonable time before we begin to produce and distribute our Proxy Statement. All such proposals must meet the requirements of Rule 14a-8 under the Exchange Act.

In order for business, other than a shareholder proposal submitted for the Company's Proxy Statement, to be properly brought before next year's Annual Meeting by a shareholder, the shareholder must give timely written notice to the Corporate Secretary. To be timely, written notice must be received by the Corporate Secretary at least 45 days before the anniversary of the day our Proxy Statement was mailed to shareholders in connection with the previous year's Annual Meeting or January 24, 2020, for the 2020 Annual Meeting. If the date of the Annual Meeting is changed by more than 30 days, the deadline is a reasonable time before we begin to produce and distribute our Proxy Statement. A shareholder's notice must set forth a brief description of the proposed business, the name and residence address of the shareholder, the number of shares of the Company's common stock that the shareholder owns and any material interest the shareholder has in the proposed business. The Company will have discretionary voting authority with respect to any non-Rule 14a-8 proposals for the next annual shareholders meeting that are not received by January 24, 2020.

Westamerica reserves the right to reject, to rule out of order, or to take other appropriate action with respect to any proposal that does not comply with these and other applicable legal requirements.

SHAREHOLDER COMMUNICATION TO BOARD OF DIRECTORS

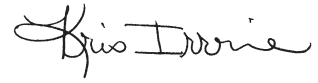
Shareholders and other interested parties who wish to communicate with the Board may do so by writing to: Kris Irvine, VP/Corporate Secretary, Westamerica Bancorporation A-2M, P.O. Box 1200, Suisun City, CA 94585. The Directors have established procedures for the handling of communications from shareholders and other interested parties and have directed the Corporate Secretary to act as their agent in processing any communications received. All communications that relate to matters that are within the responsibility of one of the Board Committees are to be forwarded to the Chair of the appropriate Committee. Communications that relate to ordinary business matters that are not within the scope of the Board's responsibilities, such as customer complaints, are to be sent to Management. Solicitations, junk mail and obviously frivolous or inappropriate communications are not to be forwarded, but will be made available to any Director who wishes to review them.

OTHER MATTERS

The Board of Directors does not know of any matters to be presented at the Annual Meeting other than those specifically referred to in this Proxy Statement. If any other matters should properly come before the meeting or any postponement or adjournment of the meeting, the persons named in the enclosed proxy intend to vote thereon in accordance with their best business judgment. If a nominee for Director becomes unavailable to serve as a Director, the Proxies will vote for any substitute nominated by the Board of Directors.

The Company will pay the cost of proxy solicitation. The Company has retained the services of Georgeson to assist in the proxy distribution at a cost not to exceed \$2,000 plus reasonable out-of-pocket expenses. The Company will reimburse banks, brokers and others holding stock in their names or names of nominees or otherwise, for reasonable out-of-pocket expenses incurred in sending proxies and proxy materials to the holders of such stock.

BY ORDER OF THE BOARD OF DIRECTORS

A handwritten signature in black ink that reads "Kris Irvine". The signature is written in a cursive, flowing style.

Kris Irvine
VP/Corporate Secretary

March 11, 2019
Fairfield, California

EXHIBIT A

Westamerica Bancorporation

Nominating Committee Charter – Reaffirmed January 23, 2019

Purpose

This charter (“Charter”) governs the operations of the Nominating Committee (“Committee”) of the Board of Directors (“Board”) of Westamerica Bancorporation (“Company”). The Committee is responsible for exercising oversight with respect to the governance of the Board, including reviewing the qualifications of and recommending to the Board, proposed nominees for election to the Board, reviewing and reporting to the Board on matters of corporate governance and leading the Board in their annual evaluation.

Composition

The Committee shall consist of no fewer than three members. All members of the Committee shall meet the independence requirements of and satisfy any other requirements imposed on members of the Committee pursuant to the federal securities laws and the rules and regulations of the Securities and Exchange Commission, California state law and the Nasdaq Stock Market (“Nasdaq”).

The other qualifications of individuals to serve on the Committee shall be determined by the Board, and all members shall be appointed annually by the Board. The Committee may form and delegate authority to subcommittees when appropriate. The Committee shall be subject to the provisions of the Company’s bylaws relating to committees of the Board, including those provisions relating to removing committee members and filing vacancies.

Responsibilities

The Committee shall be responsible for screening and recommending qualified candidates to the Board for membership. The Committee shall annually recommend a slate of director nominees to be submitted for election at each annual meeting of shareholders. The Committee will evaluate and consider all candidates submitted by shareholders in accordance with the Company’s bylaws. The Committee will consider persons recommended by shareholders in the same manner as Committee-recommended nominees. The Committee will carefully consider each existing Board member’s qualifications and contributions to evaluate his or her performance as a director prior to recommending an individual for re-nomination each year. In the case of a vacancy in the office of a director, including a vacancy created by an increase in the size of the Board, the Committee shall recommend to the Board an individual to fill such vacancy either through appointment by the Board or through election by shareholders. If not designated by the Board, the Committee may designate a member as its Chairman.

For the purpose of identifying nominees for the Board, the Committee will rely on personal contacts, the expertise of management and the corporate staff, and other members of the Board as deemed appropriate, and may engage a professional search firm if the Committee deems it appropriate to do so. The Company shall provide appropriate funding, as determined by the Committee, for payment of compensation to any advisors employed by the Committee and ordinary administrative expenses that the Committee deems to be necessary or appropriate in carrying out its duties. The Committee or a member or members of the Committee designated by the Committee will interview all candidates.

The Committee shall be responsible for assessing the appropriate balance of skills required of Board members. The

Committee may also seek to recommend candidates with specific attributes that may assist the Board to comply with industry-specific requirements and other rules and regulations.

The Committee may recommend to the Board directors believed qualified to serve on each standing committee of the Board. The Board shall approve all appointments to the standing committees of the Board.

The Committee will perform other functions as may be assigned by the Board or required by federal securities laws, and rules and regulations of the SEC, the State of California or Nasdaq.

The Committee will periodically review and make recommendations regarding the appropriate size of the Board. The Committee will periodically review and make recommendations regarding the director retirement age policy. The Committee will also periodically make recommendations to the Board with respect to the compensation of Board members.

The Committee shall annually administer and report results of the Board evaluation.

The Committee shall periodically review and report to the Board on matters of corporate governance.

The Committee will review and re-assess the adequacy of this Charter annually and recommend any proposed changes to the Board for approval.

Meetings

The Committee will meet at least once per year or on a more frequent basis as necessary to carry out its responsibilities. The Committee shall make regular reports to the Board summarizing the action taken at Committee meetings.

EXHIBIT B

Westamerica Bancorporation 2019 Omnibus Equity Incentive Plan

Section 1. Purpose of Plan.

The name of the Plan is the Westamerica Bancorporation 2019 Omnibus Equity Incentive Plan. The purposes of the Plan are to (i) provide an additional incentive to selected employees of the Company or its Affiliates whose contributions are essential to the growth and success of the Company, (ii) strengthen the commitment of such individuals to the Company and its Affiliates, (iii) motivate those individuals to faithfully and diligently perform their responsibilities and (iv) attract and retain competent and dedicated individuals whose efforts will result in the long-term growth and profitability of the Company. To accomplish these purposes, the Plan provides that the Company may grant Options, Share Appreciation Rights, Restricted Shares, Restricted Stock Units, Other Share-Based Awards or any combination of the foregoing.

Section 2. Definitions.

For purposes of the Plan, the following terms shall be defined as set forth below:

(a) “Administrator” means the Board, or, if and to the extent the Board does not administer the Plan, the Committee in accordance with Section 3 hereof.

(b) “Affiliate” means a Person that directly, or indirectly through one or more intermediaries, controls, or is controlled by, or is under common control with, the Person specified as of any date of determination.

(c) “Applicable Laws” means the applicable requirements under U.S. federal and state corporate laws, U.S. federal and state securities laws, including the Code, any stock exchange or quotation system on which the Common Stock is listed or quoted and the applicable laws of any other country or jurisdiction where Awards are granted under the Plan, as are in effect from time to time.

(d) “Award” means any Option, Share Appreciation Right, Restricted Share, Restricted Stock Unit or Other Share-Based Award granted under the Plan.

(e) “Award Agreement” means any written notice, agreement, contract or other instrument or document evidencing an Award, including through electronic medium, which shall contain such terms and conditions with respect to an Award as the Administrator shall determine, consistent with the Plan.

(f) “Beneficial Owner” (or any variant thereof) has the meaning defined in Rule 13d-3 under the Exchange Act.

(g) “Board” means the Board of Directors of the Company.

(h) “Bylaws” mean the bylaws of the Company, as may be amended and/or restated from time to time.

(i) “Cause” has the meaning assigned to such term in any individual service, employment or severance agreement or Award Agreement with the Participant or, if no such agreement exists or if such agreement does not define “Cause,” then “Cause” means (i) the conviction, guilty plea or plea of “no contest” by the Participant to any felony or a crime involving moral turpitude or the Participant’s commission of any other act or omission involving dishonesty or fraud, (ii) the substantial and repeated failure of the Participant to perform duties of the office held by the Participant, (iii) the Participant’s gross negligence, willful misconduct or breach of fiduciary duty with respect to the Company or any of its Subsidiaries or Affiliates, (iv) any breach by the Participant of any restrictive covenants to which the Participant is subject, and/or (v) the Participant’s engagement in any conduct which is or can reasonably be expected to be materially detrimental or injurious to the business or reputation of the Company or its Affiliates. Any voluntary termination of

employment or service by the Participant in anticipation of an involuntary termination of the Participant's employment or service, as applicable, for Cause shall be deemed to be a termination for Cause.

(j) "Change in Capitalization" means any (i) merger, consolidation, reclassification, recapitalization, spin-off, spin-out, repurchase or other reorganization or corporate transaction or event, (ii) special or extraordinary dividend or other extraordinary distribution (whether in the form of cash, Common Stock or other property), stock split, reverse stock split, share subdivision or consolidation, (iii) combination or exchange of shares or (iv) other change in corporate structure, which, in any such case, the Administrator determines, in its sole discretion, affects the Shares such that an adjustment pursuant to Section 5 hereof is appropriate.

(k) "Change in Control" means the first occurrence of an event set forth in any one of the following paragraphs following the Effective Date:

(1) any Person is or becomes the Beneficial Owner, directly or indirectly, of securities of the Company (not including in the securities Beneficially Owned by such Person which were acquired directly from the Company or any Affiliate thereof) representing more than fifty percent (50%) of the combined voting power of the Company's then outstanding securities, excluding any Person who becomes such a Beneficial Owner in connection with a transaction described in clause (i) of paragraph (3) below; or

(2) the date on which individuals who constitute the Board as of the Effective Date and any new director (other than a director whose initial assumption of office is in connection with an actual or threatened election contest, including, but not limited to, a consent solicitation, relating to the election of directors of the Company) whose appointment or election by the Board or nomination for election by the Company's shareholders was approved or recommended by a vote of at least two-thirds (2/3) of the directors then still in office who either were directors on the Effective Date or whose appointment, election or nomination for election was previously so approved or recommended cease for any reason to constitute a majority of the number of directors serving on the Board; or

(3) there is consummated a merger or consolidation of the Company or any direct or indirect Subsidiary with any other corporation or other entity, other than (i) a merger or consolidation (A) which results in the voting securities of the Company outstanding immediately prior to such merger or consolidation continuing to represent (either by remaining outstanding or by being converted into voting securities of the surviving entity or any parent thereof), in combination with the ownership of any trustee or other fiduciary holding securities under an employee benefit plan of the Company or any Subsidiary, fifty percent (50%) or more of the combined voting power of the securities of the Company or such surviving entity or any parent thereof outstanding immediately after such merger or consolidation and (B) following which the individuals who comprise the Board immediately prior thereto constitute at least a majority of the board of directors of the Company, the entity surviving such merger or consolidation or, if the Company or the entity surviving such merger or consolidation is then a Subsidiary, the ultimate parent thereof, or (ii) a merger or consolidation effected to implement a recapitalization of the Company (or similar transaction) in which no Person is or becomes the Beneficial Owner, directly or indirectly, of securities of the Company (not including in the securities Beneficially Owned by such Person any securities acquired directly from the Company or its Affiliates) representing more than fifty percent (50%) of the combined voting power of the Company's then outstanding securities; or

(4) the shareholders of the Company approve a plan of complete liquidation or dissolution of the Company or there is consummated an agreement for the sale or disposition by the Company of all or substantially all of the Company's assets, other than (A) a sale or disposition by the Company of all or substantially all of the Company's assets to an entity, more than fifty percent (50%) of the combined voting power of the voting securities of which are owned by shareholders of the Company following the completion of such transaction in substantially the same proportions as their ownership of the Company immediately prior to such sale or (B) a sale or disposition of all or substantially all of the Company's assets immediately following which the individuals who comprise the Board immediately prior thereto constitute at least a majority of the board of directors of the entity to which such assets are sold or disposed or, if such entity is a subsidiary, the ultimate parent thereof.

Notwithstanding the foregoing, (i) a Change in Control shall not be deemed to have occurred by virtue of the consummation of any transaction or series of integrated transactions immediately following which the holders of Common Stock immediately prior to such transaction or series of transactions continue to have substantially the same proportionate ownership in an entity which owns all or substantially all of the assets of the Company immediately following such transaction or series of transactions and (ii) to the extent required to avoid accelerated taxation and/or tax penalties under Section 409A of the Code, a Change in Control shall be deemed to have occurred under the Plan with respect to any Award that constitutes deferred compensation under Section 409A of the Code only if a change in the ownership or effective control of the Company or a change in ownership of a substantial portion of the assets of the Company shall also be deemed to have occurred under Section 409A of the Code. For purposes of this definition of Change in Control, the term “Person” shall not include (i) the Company or any Subsidiary thereof, (ii) a trustee or other fiduciary holding securities under an employee benefit plan of the Company or any Subsidiary thereof, (iii) an underwriter temporarily holding securities pursuant to an offering of such securities, or (iv) a corporation owned, directly or indirectly, by the shareholders of the Company in substantially the same proportions as their ownership of shares of the Company.

(l) “Code” means the Internal Revenue Code of 1986, as amended from time to time, or any successor thereto.

(m) “Committee” means any committee or subcommittee the Board may appoint to administer the Plan. Subject to the discretion of the Board, the Committee shall be composed entirely of individuals who meet the qualifications of a “non-employee director” within the meaning of Rule 16b-3 under the Exchange Act and any other qualifications required by the applicable stock exchange on which the Common Stock is traded.

(n) “Common Stock” means the common stock of the Company, without a par value.

(o) “Company” means Westamerica Bancorporation, a California corporation (or any successor company, except as the term “Company” is used in the definition of “Change in Control” above).

(p) “Disability” has the meaning assigned to such term in any individual service, employment or severance agreement or Award Agreement with the Participant or, if no such agreement exists or if such agreement does not define “Disability,” then “Disability” means that a Participant, as determined by the Administrator in its sole discretion, (i) is unable to engage in any substantial gainful activity by reason of any medically determinable physical or mental impairment which can be expected to result in death or can be expected to last for a continuous period of not less than twelve (12) months, or (ii) is, by reason of any medically determinable physical or mental impairment which can be expected to result in death or can be expected to last for a continuous period of not less than twelve (12) months, receiving income replacement benefits for a period of not less than three (3) months under an accident and health plan covering employees of the Company or an Affiliate thereof.

(q) “Effective Date” has the meaning set forth in Section 17 hereof.

(r) “Eligible Recipient” means an employee of the Company or any Affiliate of the Company who has been selected as an eligible participant by the Administrator; provided, however, to the extent required to avoid accelerated taxation and/or tax penalties under Section 409A of the Code, an Eligible Recipient of an Option or a Stock Appreciation Right means an employee of the Company or any Affiliate of the Company with respect to whom the Company is an “eligible issuer of service recipient stock” within the meaning of Section 409A of the Code.

(s) “Exchange Act” means the Securities Exchange Act of 1934, as amended from time to time.

(t) “Exempt Award” shall mean the following:

(1) An Award granted in assumption of, or in substitution for, outstanding awards previously granted by a corporation or other entity acquired by the Company or any of its Subsidiaries

or with which the Company or any of its Subsidiaries combines by merger or otherwise. The terms and conditions of any such Awards may vary from the terms and conditions set forth in the Plan to the extent the Administrator at the time of grant may deem appropriate, subject to Applicable Laws.

(2) An award that an Eligible Recipient purchases at Fair Market Value (including awards that an Eligible Recipient elects to receive in lieu of fully vested compensation that is otherwise due) whether or not the Shares are delivered immediately or on a deferred basis.

(u) “Exercise Price” means, (i) with respect to any Option, the per share price at which a holder of such Option may purchase Shares issuable upon exercise of such Award, and (ii) with respect to a Share Appreciation Right, the base price per share of such Share Appreciation Right.

(v) “Fair Market Value” of a share of Common Stock or another security as of a particular date shall mean the fair market value as determined by the Administrator in its sole discretion; provided, that, (i) if the Common Stock or other security is admitted to trading on a national securities exchange, the fair market value on any date shall be the closing sale price reported on such date, or if no shares were traded on such date, on the last preceding date for which there was a sale of a share of Common Stock on such exchange, or (ii) if the Common Stock or other security is then traded in an over-the-counter market, the fair market value on any date shall be the average of the closing bid and asked prices for such share in such over-the-counter market for the last preceding date on which there was a sale of such share in such market.

(w) “Free Standing Rights” has the meaning set forth in Section 8.

(x) “Good Reason” has the meaning assigned to such term in any individual service, employment or severance agreement or Award Agreement with the Participant or, if no such agreement exists or if such agreement does not define “Good Reason,” “Good Reason” and any provision of this Plan that refers to “Good Reason” shall not be applicable to such Participant.

(y) “Grandfathered Arrangement” means an Award which is provided pursuant to a written binding contract in effect on November 2, 2017, and which was not modified in any material respect on or after November 2, 2017, within the meaning of Section 13601(e)(2) of P.L. 115.97, as may be amended from time to time (including any rules and regulations promulgated thereunder).

(z) “Incentive Compensation” means annual cash bonus and any Award.

(aa) “ISO” means an Option intended to be and designated as an “incentive stock option” within the meaning of Section 422 of the Code.

(bb) “Nonqualified Stock Option” shall mean an Option that is not designated as an ISO.

(cc) “Option” means an option to purchase shares of Common Stock granted pursuant to Section 7 hereof. The term “Option” as used in the Plan includes the terms “Nonqualified Stock Option” and “ISO.”

(dd) “Other Share-Based Award” means a right or other interest granted pursuant to Section 10 hereof that may be denominated or payable in, valued in whole or in part by reference to, or otherwise based on or related to, Common Stock, including, but not limited to, unrestricted Shares, dividend equivalents or performance units, each of which may be subject to the attainment of performance goals or a period of continued provision of service or employment or other terms or conditions as permitted under the Plan.

(ee) “Participant” means any Eligible Recipient selected by the Administrator, pursuant to the Administrator’s authority provided for in Section 3 below, to receive grants of Awards, and, upon his or her death, his or her successors, heirs, executors and administrators, as the case may be.

(ff) “Person” shall have the meaning given in Section 3(a)(9) of the Exchange Act, as modified and used in Sections 13(d) and 14(d) thereof.

(gg) “Plan” means this 2019 Equity Incentive Plan.

(hh) “Prior Plan” means the Company’s 2012 Amended and Restated Westamerica Bancorporation Stock Option Plan of 1995, as in effect immediately prior to the Effective Date

(ii) “Related Rights” has the meaning set forth in Section 8.

(jj) “Restricted Share” means a Share granted pursuant to Section 9 below subject to certain restrictions that lapse at the end of a specified period (or periods) of time and/or upon attainment of specified performance objectives.

(kk) “Restricted Period” has the meaning set forth in Section 9.

(ll) “Restricted Stock Unit” means the right granted pursuant to Section 9 hereof to receive a Share at the end of a specified restricted period (or periods) of time and/or upon attainment of specified performance objectives.

(mm) “Rule 16b-3” has the meaning set forth in Section 3.

(nn) “Section 16 Officer” means any officer of the Company whom the Board has determined is subject to the reporting requirements of Section 16 of the Exchange Act, whether or not such individual is a Section 16 Officer at the time the determination to recoup compensation is made.

(oo) “Shares” means Common Stock reserved for issuance under the Plan, as adjusted pursuant to the Plan, and any successor (pursuant to a merger, consolidation or other reorganization) security.

(pp) “Share Appreciation Right” means a right granted pursuant to Section 8 hereof to receive an amount equal to the excess, if any, of (i) the aggregate Fair Market Value, as of the date such Award or portion thereof is surrendered, of the Shares covered by such Award or such portion thereof, over (ii) the aggregate Exercise Price of such Award or such portion thereof.

(qq) “Subsidiary” means, with respect to any Person, as of any date of determination, any other Person as to which such first Person owns or otherwise controls, directly or indirectly, more than 50% of the voting shares or other similar interests or a sole general partner interest or managing member or similar interest of such other Person.

(rr) “Term” has the meaning set forth in Section 3.

(ss) “Transfer” has the meaning set forth in Section 15.

Section 3. **Administration.**

(a) The Plan shall be administered by the Administrator and shall be administered, to the extent applicable, in accordance with Rule 16b-3 under the Exchange Act (“Rule 16b-3”).

(b) Pursuant to the terms of the Plan, the Administrator, subject, in the case of any Committee, to any restrictions on the authority delegated to it by the Board, shall have the power and authority, without limitation:

- (1) to select those Eligible Recipients who shall be Participants;

(2) to determine whether and to what extent Options, Share Appreciation Rights, Restricted Shares, Restricted Stock Units, Other Share-Based Awards or a combination of any of the foregoing, are to be granted hereunder to Participants;

(3) to determine the number of Shares to be covered by each Award granted hereunder;

(4) to determine the terms and conditions, not inconsistent with the terms of the Plan, of each Award granted hereunder (including, but not limited to, (i) the restrictions applicable to Restricted Shares or Restricted Stock Units and the conditions under which restrictions applicable to such Restricted Shares or Restricted Stock Units shall lapse, (ii) the performance goals and periods applicable to Awards, (iii) the Exercise Price of each Option and each Share Appreciation Right or the purchase price of any other Award, (iv) the vesting schedule and terms applicable to each Award, (v) the number of Shares or amount of cash or other property subject to each Award and (vi) subject to the requirements of Section 409A of the Code (to the extent applicable) any amendments to the terms and conditions of outstanding Awards, including, but not limited to, extending the exercise period of such Awards and accelerating the payment schedules of such Awards and/or, to the extent specifically permitted under the Plan, accelerating the vesting schedules of such Awards);

(5) to determine the terms and conditions, not inconsistent with the terms of the Plan, which shall govern all written instruments evidencing Awards;

(6) to determine the Fair Market Value in accordance with the terms of the Plan;

(7) to determine the duration and purpose of leaves of absence which may be granted to a Participant without constituting termination of the Participant's service or employment for purposes of Awards granted under the Plan;

(8) to adopt, alter and repeal such administrative rules, regulations, guidelines and practices governing the Plan as it shall from time to time deem advisable; and

(9) to construe and interpret the terms and provisions of, and supply or correct omissions in, the Plan and any Award issued under the Plan (and any Award Agreement relating thereto), and to otherwise supervise the administration of the Plan and to exercise all powers and authorities either specifically granted under the Plan or necessary and advisable in the administration of the Plan.

(c) Subject to Section 5, neither the Board nor the Committee shall have the authority to (i) reprice or cancel and regrant any Award at a lower exercise, base or purchase price or cancel any Award with an exercise, base or purchase price in exchange for cash, property or other Awards without first obtaining the approval of the Company's shareholders; or (ii) accelerate the vesting of any Awards (except pursuant to Section 11).

(d) All decisions made by the Administrator pursuant to the provisions of the Plan shall be final, conclusive and binding on all Persons, including the Company and the Participants.

(e) The expenses of administering the Plan shall be borne by the Company and its Affiliates.

(f) If at any time or to any extent the Board shall not administer the Plan, then the functions of the Administrator specified in the Plan shall be exercised by the Committee. Except as otherwise provided in the Articles of Incorporation or Bylaws of the Company, any action of the Committee with respect to the administration of the Plan shall be taken by a majority vote at a meeting at which a quorum is duly constituted or unanimous written consent of the Committee's members.

Section 4. **Shares Reserved for Issuance Under the Plan.**

(a) Subject to Section 5 hereof, the number of shares of Common Stock that are reserved and available for issuance pursuant to Awards granted under the Plan shall be equal to 750,000 shares, plus the number of shares of Common Stock reserved, but unissued, under the Prior Plan; provided, that, shares of Common Stock issued under the Plan with respect to an Exempt Award shall not count against such share limit. Following the Effective Date, no further awards shall be issued under the Prior Plan, but all awards under the Prior Plan which are outstanding as of the Effective Date (including any Grandfathered Arrangement) shall continue to be governed by the terms, conditions and procedures set forth in the Prior Plan and any applicable Award Agreement.

(b) Shares issued under the Plan may, in whole or in part, be authorized but unissued Shares or Shares that shall have been or may be reacquired by the Company in the open market, in private transactions or otherwise. If an Award entitles the Participant to receive or purchase Shares, the number of Shares covered by such Award or to which such Award relates shall be counted on the date of grant of such Award against the aggregate number of Shares available for granting Awards under the Plan. If any Shares subject to an Award are forfeited, cancelled, exchanged or surrendered or if an Award otherwise terminates or expires without a distribution of shares to the Participant, the Shares with respect to such Award shall, to the extent of any such forfeiture, cancellation, exchange, surrender, termination or expiration, again be available for granting Awards under the Plan. Notwithstanding the foregoing, Shares surrendered or withheld as payment of either the Exercise Price of an Award (including Shares otherwise underlying a Share Appreciation Right that are retained by the Company to account for the Exercise Price of such Share Appreciation Right) and/or withholding taxes in respect of an Award shall no longer be available for grant under the Plan. Upon the exercise of any Award granted in tandem with any other Awards, such related Awards shall be cancelled to the extent of the number of Shares as to which the Award is exercised and, notwithstanding the foregoing, such number of shares shall no longer be available for grant under the Plan.

(c) No more than 200,000 Shares shall be issued pursuant to the exercise of ISOs.

(d) Notwithstanding anything to the contrary in the Plan except for Section 12 of the Plan, any Awards granted under the Plan shall be granted subject to a minimum vesting period of at least twelve (12) months.

Section 5. **Equitable Adjustments.**

In the event of any Change in Capitalization, an equitable substitution or proportionate adjustment shall be made in (i) the aggregate number and kind of securities reserved for issuance under the Plan pursuant to Section 4, (ii) the kind, number of securities subject to, and the Exercise Price subject to outstanding Options and Share Appreciation Rights granted under the Plan, (iii) the kind, number and purchase price of Shares or other securities or the amount of cash or amount or type of other property subject to outstanding Restricted Shares, Restricted Stock Units or Other Share-Based Awards granted under the Plan; and/or (iv) the terms and conditions of any outstanding Awards (including, without limitation, any applicable performance targets or criteria with respect thereto); provided, however, that any fractional shares resulting from the adjustment shall be eliminated. Such other equitable substitutions or adjustments shall be made as may be determined by the Administrator, in its sole discretion. Without limiting the generality of the foregoing, in connection with a Change in Capitalization, the Administrator may provide, in its sole discretion, but subject in all events to the requirements of Section 409A of the Code, for the cancellation of any outstanding Award granted hereunder in exchange for payment in cash or other property having an aggregate Fair Market Value equal to the Fair Market Value of the Shares, cash or other property covered by such Award, reduced by the aggregate Exercise Price or purchase price thereof, if any; provided, however, that if the Exercise Price or purchase price of any outstanding Award is equal to or greater than the Fair Market Value of the shares of Common Stock, cash or other property covered by such Award, the Administrator may cancel such Award without the payment of any consideration to the Participant. Except to the extent determined by the Administrator, any adjustments to ISOs under this Section 5 shall be made only to the extent not constituting a "modification" within the meaning of Section 424(h)(3) of the Code. The Administrator's determinations pursuant to this Section 5 shall be final, binding and conclusive.

Section 6. **Eligibility.**

The Participants in the Plan shall be selected from time to time by the Administrator, in its sole discretion, from those individuals that qualify as Eligible Recipients.

Section 7. **Options.**

(a) General. Options granted under the Plan shall be designated as Nonqualified Stock Options or ISOs. Each Participant who is granted an Option shall enter into an Award Agreement with the Company, containing such terms and conditions as the Administrator shall determine, in its sole discretion, including, among other things, the Exercise Price of the Option, the term of the Option and provisions regarding exercisability of the Option, and whether the Option is intended to be an ISO or a Nonqualified Stock Option (and in the event the Award Agreement has no such designation, the Option shall be a Nonqualified Stock Option). The provisions of each Option need not be the same with respect to each Participant. More than one Option may be granted to the same Participant and be outstanding concurrently hereunder. Options granted under the Plan shall be subject to the terms and conditions set forth in this Section 7 and shall contain such additional terms and conditions, not inconsistent with the terms of the Plan, as the Administrator shall deem desirable and set forth in the applicable Award Agreement.

(b) Exercise Price. The Exercise Price of Shares purchasable under an Option shall be determined by the Administrator in its sole discretion at the time of grant, but in no event shall the exercise price of an Option be less than one hundred percent (100%) of the Fair Market Value of a share of Common Stock on the date of grant.

(c) Option Term. The maximum term of each Option shall be fixed by the Administrator, but no Option shall be exercisable more than ten (10) years after the date such Option is granted. Each Option's term is subject to earlier expiration pursuant to the applicable provisions in the Plan and the Award Agreement.

(d) Exercisability. Each Option shall be exercisable at such time or times and subject to such terms and conditions, including the attainment of performance goals, as shall be determined by the Administrator in the applicable Award Agreement. The Administrator may also provide that any Option shall be exercisable only in installments, and the Administrator may waive such installment exercise provisions at any time, in whole or in part, based on such factors as the Administrator may determine in its sole discretion.

(e) Method of Exercise. Options may be exercised in whole or in part by giving written notice of exercise to the Company specifying the number of whole Shares to be purchased, accompanied by payment in full of the aggregate Exercise Price of the Shares so purchased in cash or its equivalent, as determined by the Administrator. As determined by the Administrator, in its sole discretion, with respect to any Option or category of Options, payment in whole or in part may also be made (i) by means of consideration received under any cashless exercise procedure approved by the Administrator (including the withholding of Shares otherwise issuable upon exercise), (ii) in the form of unrestricted Shares already owned by the Participant which have a Fair Market Value on the date of surrender equal to the aggregate exercise price of the Shares as to which such Option shall be exercised, (iii) any other form of consideration approved by the Administrator and permitted by Applicable Laws or (iv) any combination of the foregoing.

(f) ISOs. The terms and conditions of ISOs granted hereunder shall be subject to the provisions of Section 422 of the Code and the terms, conditions, limitations and administrative procedures established by the Administrator from time to time in accordance with the Plan. At the discretion of the Administrator, ISOs may be granted only to an employee of the Company, its "parent corporation" (as such term is defined in Section 424(e) of the Code) or a Subsidiary of the Company.

(1) ISO Grants to 10% Shareholders. Notwithstanding anything to the contrary in the Plan, if an ISO is granted to a Participant who owns shares representing more than ten percent (10%) of the voting power of all classes of shares of the Company, its "parent corporation" (as such term is defined in Section 424(e) of the Code) or a Subsidiary of the Company, the term of the ISO shall not exceed five (5) years

from the time of grant of such ISO and the Exercise Price shall be at least one hundred and ten percent (110%) of the Fair Market Value of the Shares on the date of grant.

(2) *\$100,000 Per Year Limitation For ISOs.* To the extent the aggregate Fair Market Value (determined on the date of grant) of the Shares for which ISOs are exercisable for the first time by any Participant during any calendar year (under all plans of the Company) exceeds \$100,000, such excess ISOs shall be treated as Nonqualified Stock Options.

(3) *Disqualifying Dispositions.* Each Participant awarded an ISO under the Plan shall notify the Company in writing immediately after the date the Participant makes a “disqualifying disposition” of any Share acquired pursuant to the exercise of such ISO. A “disqualifying disposition” is any disposition (including any sale) of such Shares before the later of (i) two years after the date of grant of the ISO and (ii) one year after the date the Participant acquired the Shares by exercising the ISO. The Company may, if determined by the Administrator and in accordance with procedures established by it, retain possession of any Shares acquired pursuant to the exercise of an ISO as agent for the applicable Participant until the end of the period described in the preceding sentence, subject to complying with any instructions from such Participant as to the sale of such Shares.

(g) Rights as Shareholder. A Participant shall have no rights to dividends, dividend equivalents or distributions or any other rights of a shareholder with respect to the Shares subject to an Option until the Participant has given written notice of the exercise thereof, and has paid in full for such Shares and has satisfied the requirements of Section 15 hereof.

(h) Termination of Employment or Service. Treatment of an Option upon termination of employment of a Participant shall be provided for by the Administrator in the Award Agreement.

(i) Other Change in Employment or Service Status. An Option shall be affected, both with regard to vesting schedule and termination, by leaves of absence, including unpaid and un-protected leaves of absence, changes from full-time to part-time employment, partial Disability or other changes in the employment status or service status of a Participant, in the discretion of the Administrator.

Section 8. **Share Appreciation Rights.**

(a) General. Share Appreciation Rights may be granted either alone (“Free Standing Rights”) or in conjunction with all or part of any Option granted under the Plan (“Related Rights”). Related Rights may be granted either at or after the time of the grant of such Option. The Administrator shall determine the Eligible Recipients to whom, and the time or times at which, grants of Share Appreciation Rights shall be made. Each Participant who is granted a Share Appreciation Right shall enter into an Award Agreement with the Company, containing such terms and conditions as the Administrator shall determine, in its sole discretion, including, among other things, the number of Shares to be awarded, the Exercise Price per Share, and all other conditions of Share Appreciation Rights. Notwithstanding the foregoing, no Related Right may be granted for more Shares than are subject to the Option to which it relates. The provisions of Share Appreciation Rights need not be the same with respect to each Participant. Share Appreciation Rights granted under the Plan shall be subject to the following terms and conditions set forth in this Section 8 and shall contain such additional terms and conditions, not inconsistent with the terms of the Plan, as the Administrator shall deem desirable, as set forth in the applicable Award Agreement.

(b) Awards; Rights as Shareholder. A Participant shall have no rights to dividends or any other rights of a shareholder with respect to the shares of Common Stock, if any, subject to a Stock Appreciation Right until the Participant has given written notice of the exercise thereof and has satisfied the requirements of Section 15 hereof.

(c) Exercise Price. The Exercise Price of Shares purchasable under a Share Appreciation Rights shall be determined by the Administrator in its sole discretion at the time of grant, but in no event shall the exercise price of a Share Appreciation Rights be less than one hundred percent (100%) of the Fair Market Value of a share of Common Stock on the date of grant.

(d) Exercisability.

(1) Share Appreciation Rights that are Free Standing Rights shall be exercisable at such time or times and subject to such terms and conditions as shall be determined by the Administrator in the applicable Award Agreement.

(2) Share Appreciation Rights that are Related Rights shall be exercisable only at such time or times and to the extent that the Options to which they relate shall be exercisable in accordance with the provisions of Section 7 hereof and this Section 8 of the Plan.

(e) Payment Upon Exercise.

(1) Upon the exercise of a Free Standing Right, the Participant shall be entitled to receive up to, but not more than, that number of Shares equal in value to the excess of the Fair Market Value as of the date of exercise over the Exercise Price per share specified in the Free Standing Right multiplied by the number of Shares in respect of which the Free Standing Right is being exercised.

(2) A Related Right may be exercised by a Participant by surrendering the applicable portion of the related Option. Upon such exercise and surrender, the Participant shall be entitled to receive up to, but not more than, that number of Shares equal in value to the excess of the Fair Market Value as of the date of exercise over the Exercise Price specified in the related Option multiplied by the number of Shares in respect of which the Related Right is being exercised. Options which have been so surrendered, in whole or in part, shall no longer be exercisable to the extent the Related Rights have been so exercised.

(3) Notwithstanding the foregoing, the Administrator may determine to settle the exercise of a Share Appreciation Right in cash (or in any combination of Shares and cash).

(f) Termination of Employment or Service. Treatment of an Share Appreciation Right upon termination of employment of a Participant shall be provided for by the Administrator in the Award Agreement.

(g) Term.

(1) The term of each Free Standing Right shall be fixed by the Administrator, but no Free Standing Right shall be exercisable more than ten (10) years after the date such right is granted.

(2) The term of each Related Right shall be the term of the Option to which it relates, but no Related Right shall be exercisable more than ten (10) years after the date such right is granted.

(h) Other Change in Employment or Service Status. Share Appreciation Rights shall be affected, both with regard to vesting schedule and termination, by leaves of absence, including unpaid and un-protected leaves of absence, changes from full-time to part-time employment, partial Disability or other changes in the employment or service status of a Participant, in the discretion of the Administrator.

Section 9. **Restricted Shares and Restricted Stock Units.**

(a) General. Restricted Shares or Restricted Stock Units may be issued under the Plan. The Administrator shall determine the Eligible Recipients to whom, and the time or times at which, Restricted Shares or Restricted Stock Units shall be made. Each Participant who is granted Restricted Shares or Restricted Stock Units shall enter into an Award Agreement with the Company, containing such terms and conditions as the Administrator shall determine, in its sole discretion, including, among other things, the number of Shares to be awarded; the price, if any, to be paid by the Participant for the acquisition of Restricted Shares or Restricted Stock Units; the period of time restrictions, performance goals or other conditions that apply to Transferability, delivery or vesting of such Awards (the "Restricted Period"); and all other conditions applicable to the Restricted Shares and Restricted Stock Units. If the restrictions, performance goals or conditions established by the Administrator are not attained, a Participant shall forfeit his or her Restricted Shares or Restricted Stock

Units, in accordance with the terms of the grant. The provisions of the Restricted Shares or Restricted Stock Units need not be the same with respect to each Participant.

(b) Awards and Certificates. Except as otherwise provided below in Section 9(c), (i) each Participant who is granted an Award of Restricted Shares may, in the Company's sole discretion, be issued a share certificate in respect of such Restricted Shares; and (ii) any such certificate so issued shall be registered in the name of the Participant, and shall bear an appropriate legend referring to the terms, conditions and restrictions applicable to any such Award. The Company may require that the share certificates, if any, evidencing Restricted Shares granted hereunder be held in the custody of the Company until the restrictions thereon shall have lapsed, and that, as a condition of any Award of Restricted Shares, the Participant shall have delivered a share transfer form, endorsed in blank, relating to the Shares covered by such Award. Certificates for shares of unrestricted Common Stock may, in the Company's sole discretion, be delivered to the Participant only after the Restricted Period has expired without forfeiture in such Restricted Stock Award. With respect to Restricted Stock Units to be settled in Shares, at the expiration of the Restricted Period, share certificates in respect of the shares of Common Stock underlying such Restricted Stock Units may, in the Company's sole discretion, be delivered to the Participant, or his legal representative, in a number equal to the number of shares of Common Stock underlying the Restricted Stock Units Award. Notwithstanding anything in the Plan to the contrary, any Restricted Shares or Restricted Stock Units to be settled in Shares (at the expiration of the Restricted Period, and whether before or after any vesting conditions have been satisfied) may, in the Company's sole discretion, be issued in uncertificated form. Further, notwithstanding anything in the Plan to the contrary, with respect to Restricted Stock Units, at the expiration of the Restricted Period, Shares, or cash, as applicable, shall promptly be issued (either in certificated or uncertificated form) to the Participant, unless otherwise deferred in accordance with procedures established by the Company in accordance with Section 409A of the Code, and such issuance or payment shall in any event be made within such period as is required to avoid the imposition of a tax under Section 409A of the Code.

(c) Restrictions and Conditions. The Restricted Shares or Restricted Stock Units granted pursuant to this Section 9 shall be subject to the following restrictions and conditions and any additional restrictions or conditions as determined by the Administrator at the time of grant or, subject to Section 409A of the Code where applicable, thereafter:

(1) The Administrator may, in its sole discretion, provide for the lapse of restrictions in installments. Notwithstanding the foregoing, upon a Change in Control, the outstanding Awards shall be subject to Section 12 hereof.

(2) Except as provided in the applicable Award Agreement, the Participant shall generally have the rights of a shareholder of the Company with respect to Restricted Shares during the Restricted Period; provided, however, that dividends declared during the Restricted Period with respect to an Award, shall only become payable if (and to the extent) the underlying Restricted Shares vest. Except as provided in the applicable Award Agreement, the Participant shall generally not have the rights of a shareholder with respect to Shares subject to Restricted Stock Units during the Restricted Period; provided, however, that, subject to Section 409A of the Code, an amount equal to dividends declared during the Restricted Period with respect to the number of Shares covered by Restricted Stock Units shall, unless otherwise set forth in an Award Agreement, be paid to the Participant at the time (and to the extent) Shares in respect of the related Restricted Stock Units are delivered to the Participant. Certificates for Shares of unrestricted Common Stock may, in the Company's sole discretion, be delivered to the Participant only after the Restricted Period has expired without forfeiture in respect of such Restricted Shares or Restricted Stock Units, except as the Administrator, in its sole discretion, shall otherwise determine.

(3) The rights of Participants granted Restricted Shares or Restricted Stock Units upon termination of employment with the Company or to any Affiliate thereof terminates for any reason during the Restricted Period shall be set forth in the Award Agreement.

(d) Form of Settlement. The Administrator reserves the right in its sole discretion to provide (either at or after the grant thereof) that any Restricted Stock Unit represent the right to receive the amount of cash per unit that is determined by the Administrator in connection with the Award.

Section 10. **Other Share-Based Awards.**

Other Share-Based Awards may be issued under the Plan. Subject to the provisions of the Plan, the Administrator shall have sole and complete authority to determine the individuals to whom and the time or times at which such Other Share-Based Awards shall be granted. Each Participant who is granted an Other Share-Based Award shall enter into an Award Agreement with the Company, containing such terms and conditions as the Administrator shall determine, in its sole discretion, including, among other things, the number of shares of Common Stock to be granted pursuant to such Other Share-Based Awards, or the manner in which such Other Share-Based Awards shall be settled (e.g., in shares of Common Stock, cash or other property), or the conditions to the vesting and/or payment or settlement of such Other Share-Based Awards (which may include, but not be limited to, achievement of performance criteria) and all other terms and conditions of such Other Share-Based Awards. In the event that the Administrator grants a bonus in the form of Shares, the Shares constituting such bonus shall, as determined by the Administrator, be evidenced in uncertificated form or by a book entry record or a certificate issued in the name of the Participant to whom such grant was made and delivered to such Participant as soon as practicable after the date on which such bonus is payable. Notwithstanding anything set forth in the Plan to the contrary, any dividend or dividend equivalent Award issued hereunder shall be subject to the same restrictions, conditions and risks of forfeiture as apply to the underlying Award.

Section 11. **Change in Control.**

Unless otherwise determined by the Administrator and evidenced in an Award Agreement, notwithstanding Section 4(e) of the Plan, in the event that (a) a Change in Control occurs, and (b) the Participant is employed by the Company or any of its Affiliates immediately prior to the consummation of such Change in Control then upon the consummation of such Change in Control:

(a) any unvested or unexercisable portion of any Award carrying a right to exercise shall become fully vested and exercisable; and

(b) the restrictions, deferral limitations, payment conditions and forfeiture conditions applicable to an Award granted under the Plan shall lapse and such Awards shall be deemed fully vested and any performance conditions imposed with respect to such Awards shall be deemed to be fully achieved at target performance levels.

The Administrator shall have discretion in connection with such Change in Control to provide that all Options and/or Share Appreciation Rights outstanding immediately prior to such Change in Control shall expire upon the consummation of such Change in Control if not exercised upon, or prior to, such Change in Control.

Section 12. **Amendment and Termination.**

The Board may amend, alter or terminate the Plan at any time, but no amendment, alteration or termination shall be made that would impair the rights of a Participant under any Award theretofore granted without such Participant's consent. The Board shall obtain approval of the Company's shareholders for any amendment that would require such approval in order to satisfy the requirements of any rules of the stock exchange on which the Common Stock is traded or other Applicable Law. Subject to Section 3(c), the Administrator may amend the terms of any Award theretofore granted, prospectively or retroactively, but, subject to Section 5 of the Plan and the immediately preceding sentence, no such amendment shall materially impair the rights of any Participant without his or her consent.

Section 13. **Unfunded Status of Plan.**

The Plan is intended to constitute an "unfunded" plan for incentive compensation. With respect to any payments not yet made to a Participant by the Company, nothing contained herein shall give any such Participant any rights that are greater than those of a general creditor of the Company.

Section 14. **Withholding Taxes.**

Each Participant shall, no later than the date as of which the value of an Award first becomes includible in the gross income of such Participant for purposes of applicable taxes, pay to the Company, or make arrangements satisfactory to the Administrator regarding payment of an amount up to the maximum statutory tax rates in the Participant's applicable jurisdiction with respect to the Award, as determined by the Company. The obligations of the Company under the Plan shall be conditional on the making of such payments or arrangements, and the Company shall, to the extent permitted by Applicable Laws, have the right to deduct any such taxes from any payment of any kind otherwise due to such Participant. Whenever cash is to be paid pursuant to an Award, the Company shall have the right to deduct therefrom an amount sufficient to satisfy any applicable withholding tax requirements related thereto. Whenever Shares or property other than cash are to be delivered pursuant to an Award, the Company shall have the right to require the Participant to remit to the Company in cash an amount sufficient to satisfy any related taxes to be withheld and applied to the tax obligations; provided, that, with the approval of the Administrator, a Participant may satisfy the foregoing requirement by either (i) electing to have the Company withhold from delivery of Shares or other property, as applicable, or (ii) delivering already owned unrestricted shares of Common Stock, in each case, having a value not exceeding the applicable taxes to be withheld and applied to the tax obligations. Such already owned and unrestricted shares of Common Stock shall be valued at their Fair Market Value on the date on which the amount of tax to be withheld is determined and any fractional share amounts resulting therefrom shall be settled in cash. Such an election may be made with respect to all or any portion of the Shares to be delivered pursuant to an award. The Company may also use any other method of obtaining the necessary payment or proceeds, as permitted by Applicable Laws, to satisfy its withholding obligation with respect to any Award.

Section 15. **Transfer of Awards.**

Until such time as the Awards are fully vested and/or exercisable in accordance with the Plan or an Award Agreement, no purported sale, assignment, mortgage, hypothecation, transfer, charge, pledge, encumbrance, gift, transfer in trust (voting or other) or other disposition of, or creation of a security interest in or lien on, any Award or any agreement or commitment to do any of the foregoing (each, a "Transfer") by any holder thereof in violation of the provisions of the Plan or an Award Agreement will be valid, except with the prior written consent of the Administrator, which consent may be granted or withheld in the sole discretion of the Administrator. Any purported Transfer of an Award or any economic benefit or interest therein in violation of the Plan or an Award Agreement shall be null and void *ab initio* and shall not create any obligation or liability of the Company, and any Person purportedly acquiring any Award or any economic benefit or interest therein transferred in violation of the Plan or an Award Agreement shall not be entitled to be recognized as a holder of such Shares or other property underlying such Award. Unless otherwise determined by the Administrator in accordance with the provisions of the immediately preceding sentence, an Option or a Share Appreciation Right may be exercised, during the lifetime of the Participant, only by the Participant or, during any period during which the Participant is under a legal Disability, by the Participant's guardian or legal representative.

Section 16. **Continued Employment or Service.**

Neither the adoption of the Plan nor the grant of an Award shall confer upon any Eligible Recipient any right to continued employment or service with the Company or any Affiliate thereof, as the case may be, nor shall it interfere in any way with the right of the Company or any Affiliate thereof to terminate the employment or service of any of its Eligible Recipients at any time.

Section 17. **Effective Date.**

The Plan was approved by the Board on February 28, 2019 and shall be adopted and become effective on the date that it is approved by the Company's shareholders (the "Effective Date").

Section 18. **Electronic Signature.**

Participant's electronic signature of an Award Agreement shall have the same validity and effect as a signature affixed by hand.

Section 19. **Term of Plan.**

No Award shall be granted pursuant to the Plan on or after the tenth anniversary of the Effective Date, but Awards theretofore granted may extend beyond that date.

Section 20. **Securities Matters and Regulations.**

(a) Notwithstanding anything herein to the contrary, the obligation of the Company to sell or deliver Shares with respect to any Award granted under the Plan shall be subject to all Applicable Laws, rules and regulations, including all applicable federal and state securities laws, and the obtaining of all such approvals by governmental agencies as may be deemed necessary or appropriate by the Administrator. The Administrator may require, as a condition of the issuance and delivery of certificates evidencing shares of Common Stock pursuant to the terms hereof, that the recipient of such shares make such agreements and representations, and that such certificates bear such legends, as the Administrator, in its sole discretion, deems necessary or advisable.

(b) Each Award is subject to the requirement that, if at any time the Administrator determines that the listing, registration or qualification of Shares is required by any securities exchange or under any state or federal law, or the consent or approval of any governmental regulatory body is necessary or desirable as a condition of, or in connection with, the grant of an Award or the issuance of Shares, no such Award shall be granted or payment made or Shares issued, in whole or in part, unless listing, registration, qualification, consent or approval has been effected or obtained free of any conditions not acceptable to the Administrator.

(c) In the event that the disposition of Shares acquired pursuant to the Plan is not covered by a then current registration statement under the Securities Act and is not otherwise exempt from such registration, such Shares shall be restricted against transfer to the extent required by the Securities Act or regulations thereunder, and the Administrator may require a Participant receiving Common Stock pursuant to the Plan, as a condition precedent to receipt of such Common Stock, to represent to the Company in writing that the Common Stock acquired by such Participant is acquired for investment only and not with a view to distribution.

Section 21. **Section 409A of the Code.**

The Plan as well as payments and benefits under the Plan are intended to be exempt from, or to the extent subject thereto, to comply with Section 409A of the Code, and, accordingly, to the maximum extent permitted, the Plan shall be interpreted in accordance therewith. Notwithstanding anything contained herein to the contrary, to the extent required in order to avoid accelerated taxation and/or tax penalties under Section 409A of the Code, the Participant shall not be considered to have terminated employment or service with the Company for purposes of the Plan and no payment shall be due to the Participant under the Plan or any Award until the Participant would be considered to have incurred a "separation from service" from the Company and its Affiliates within the meaning of Section 409A of the Code. Any payments described in the Plan that are due within the "short term deferral period" as defined in Section 409A of the Code shall not be treated as deferred compensation unless Applicable Law requires otherwise. Notwithstanding anything to the contrary in the Plan, to the extent that any Awards (or any other amounts payable under any plan, program or arrangement of the Company or any of its Affiliates) are payable upon a separation from service and such payment would result in the imposition of any individual tax and penalty interest charges imposed under Section 409A of the Code, the settlement and payment of such awards (or other amounts) shall instead be made on the first business day after the date that is six (6) months following such separation from service (or death, if earlier). Each amount to be paid or benefit to be provided under this Plan shall be construed as a separate identified payment for purposes of Section 409A of the Code. The Company makes no representation that any or all of the payments or benefits described in this Plan will be exempt from or comply with Section 409A of the Code and makes no undertaking to preclude Section 409A of the Code from applying to any such payment. The Participant shall be solely responsible for the payment of any taxes and penalties incurred under Section 409A.

Section 22. **Notification of Election Under Section 83(b) of the Code.**

If any Participant shall, in connection with the acquisition of shares of Common Stock under the Plan, make the election permitted under Section 83(b) of the Code, such Participant shall notify the Company of such election within ten (10) days after filing notice of the election with the Internal Revenue Service.

Section 23. **No Fractional Shares.**

No fractional shares of Common Stock shall be issued or delivered pursuant to the Plan. The Administrator shall determine whether cash, other Awards, or other property shall be issued or paid in lieu of such fractional shares or whether such fractional shares or any rights thereto shall be forfeited or otherwise eliminated.

Section 24. **Beneficiary.**

A Participant may file with the Administrator a written designation of a beneficiary on such form as may be prescribed by the Administrator and may, from time to time, amend or revoke such designation. If no designated beneficiary survives the Participant, the executor or administrator of the Participant's estate shall be deemed to be the Participant's beneficiary.

Section 25. **Paperless Administration.**

In the event that the Company establishes, for itself or using the services of a third party, an automated system for the documentation, granting or exercise of Awards, such as a system using an internet website or interactive voice response, then the paperless documentation, granting or exercise of Awards by a Participant may be permitted through the use of such an automated system.

Section 26. **Severability.**

If any provision of the Plan is held to be invalid or unenforceable, the other provisions of the Plan shall not be affected but shall be applied as if the invalid or unenforceable provision had not been included in the Plan.

Section 27. **Clawback.**

(a) If the Company is required to prepare a financial restatement due to the material non-compliance of the Company with any financial reporting requirement, then the Committee may require any Section 16 Officer to repay or forfeit to the Company, and each Section 16 Officer agrees to so repay or forfeit, that part of the Incentive Compensation received by that Section 16 Officer during the three-year period preceding the publication of the restated financial statement that the Committee determines was in excess of the amount that such Section 16 Officer would have received had such Incentive Compensation been calculated based on the financial results reported in the restated financial statement. The Committee may take into account any factors it deems reasonable in determining whether to seek recoupment of previously paid Incentive Compensation and how much Incentive Compensation to recoup from each Section 16 Officer (which need not be the same amount or proportion for each Section 16 Officer), including any determination by the Committee that a Section 16 Officer engaged in fraud, willful misconduct or committed grossly negligent acts or omissions which materially contributed to the events that led to the financial restatement. The amount and form of the Incentive Compensation to be recouped shall be determined by the Committee in its sole and absolute discretion, and recoupment of Incentive Compensation may be made, in the Committee's sole and absolute discretion, through the cancellation of vested or unvested Awards, cash repayment or both.

(b) Notwithstanding any other provisions in this Plan, any Award which is subject to recovery under any Applicable Laws, government regulation or stock exchange listing requirement, will be subject to such deductions and clawback as may be required to be made pursuant to such Applicable Law,

government regulation or stock exchange listing requirement (or any policy adopted by the Company pursuant to any such law, government regulation or stock exchange listing requirement).

Section 28. **Governing Law.**

The Plan shall be governed by, and construed in accordance with, the laws of the State of California, without giving effect to principles of conflicts of law of such state.

Section 29. **Titles and Headings, References to Sections of the Code or Exchange Act.**

The titles and headings of the sections in the Plan are for convenience of reference only and, in the event of any conflict, the text of the Plan, rather than such titles or headings, shall control. References to sections of the Code or the Exchange Act shall include any amendment or successor thereto.

Section 30. **Successors.**

The obligations of the Company under the Plan shall be binding upon any successor corporation or organization resulting from the merger, consolidation or other reorganization of the Company, or upon any successor corporation or organization succeeding to substantially all of the assets and business of the Company.

Section 31. **Relationship to other Benefits.**

No payment pursuant to the Plan shall be taken into account in determining any benefits under any pension, retirement, savings, profit sharing, group insurance, welfare, or other benefit plan of the Company or any Affiliate except to the extent otherwise expressly provided in writing in such other plan or an agreement thereunder.

UNITED STATES SECURITIES AND EXCHANGE COMMISSION
WASHINGTON, D.C. 20549
FORM 10-K

(Mark one)

- ANNUAL REPORT PURSUANT TO SECTION 13 OR 15(d) OF THE SECURITIES EXCHANGE ACT OF 1934**
For the fiscal year ended December 31, 2018
- or**
- TRANSITION REPORT PURSUANT TO SECTION 13 OR 15(d) OF THE SECURITIES EXCHANGE ACT OF 1934**
For the transition period from _____ to _____.

Commission File Number: 001-09383

WESTAMERICA BANCORPORATION

(Exact name of the registrant as specified in its charter)

CALIFORNIA
(State or Other Jurisdiction
of Incorporation or Organization)

94-2156203
(I.R.S. Employer
Identification Number)

1108 FIFTH AVENUE, SAN RAFAEL, CALIFORNIA 94901
(Address of principal executive offices) (zip code)

Registrant's telephone number, including area code: (707) 863-6000

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

Title of class:
Common Stock, no par value

Name of each exchange on which registered:
The NASDAQ Stock Market LLC

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

Indicate by check mark if the registrant is a well-known seasoned issuer, as defined in Rule 405 of the Securities Act. YES NO Indicate by check mark if the registrant is not required to file reports pursuant to Section 13 or Section 15(d) of the Act. YES NO Indicate by check mark whether the registrant: (1) has filed all reports required to be filed by Section 13 or 15(d) of the Securities Exchange Act of 1934 during the preceding 12 months (or for such shorter period that the registrant was required to file such reports), and (2) has been subject to such filing requirements for the past 90 days. YES NO Indicate by check mark if whether the registrant has submitted electronically every Interactive Data File required to be submitted pursuant to Rule 405 of Regulation S-T (section 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 if disclosure of delinquent filers pursuant to item 405 of Regulation S-K (section 229.405 of this chapter) is not contained herein, and will not be contained, to the best of the registrant's knowledge, in definitive proxy or information statements incorporated by reference in Part III of this Form 10-K or any amendment to this Form 10-K.

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 the definitions of "large accelerated filer," "accelerated filer," "smaller reporting company," and "emerging growth company" in Rule 12b-2 of the Exchange Act.

Large accelerated filer Accelerated filer Non-accelerated filer
Smaller reporting company Emerging growth company

If an emerging growth company, indicate by check mark if the registrant has elected not to use the extended transition period for complying with any new or revised financial accounting standards provided pursuant to Section 13(a) of the Exchange Act. Indicate by check mark whether the registrant is a shell company (as defined in Rule 12b-2 of the Exchange Act). YES NO

The aggregate market value of the Common Stock held by non-affiliates of the registrant as of June 30, 2018 as reported on the NASDAQ Global Select Market, was \$1,072,647,598.47. Shares of Common Stock held by each executive officer and director and by each person who owns 10% or more of the outstanding Common Stock have been excluded in that such persons may be deemed to be affiliates. This determination of affiliate status is not necessarily a conclusive determination for other purposes.

Number of shares outstanding of each of the registrant's classes of common stock, as of the close of business on February 20, 2019: 26,889,495 Shares

DOCUMENTS INCORPORATED BY REFERENCE

Portions of the definitive Proxy Statement relating to registrant's Annual Meeting of Shareholders, to be held on April 25, 2019, are incorporated by reference in Items 10, 11, 12, 13 and 14 of Part III to the extent described therein.

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FORWARD-LOOKING STATEMENTS

This Report on Form 10-K contains forward-looking statements about Westamerica Bancorporation for which it claims the protection of the safe harbor provisions contained in the Private Securities Litigation Reform Act of 1995. Examples of forward-looking statements include, but are not limited to: (i) projections of revenues, expenses, future credit quality and performance, the appropriateness of the allowance for loan losses, loan growth or reduction, mitigation of risk in the Company's loan and investment securities portfolios, income or loss, earnings or loss per share, the payment or nonpayment of dividends, capital structure and other financial items; (ii) statements of plans, objectives and expectations of the Company or its management or board of directors, including those relating to products or services; (iii) statements of future economic performance; and (iv) statements of assumptions underlying such statements. Words such as "believes", "anticipates", "expects", "estimates", "intends", "targeted", "projected", "forecast", "continue", "remain", "will", "should", "may" and other similar expressions are intended to identify forward-looking statements but are not the exclusive means of identifying such statements.

These forward-looking statements are based on Management's current knowledge and belief and include information concerning the Company's possible or assumed future financial condition and results of operations. A number of factors, some of which are beyond the Company's ability to predict or control, could cause future results to differ materially from those contemplated. These factors include but are not limited to (1) the length and severity of any difficulties in the global, national and California economies and the effects of government efforts to address those difficulties; (2) liquidity levels in capital markets; (3) fluctuations in asset prices including, but not limited to stocks, bonds, real estate, and commodities; (4) the effect of acquisitions and integration of acquired businesses; (5) economic uncertainty created by terrorist threats and attacks on the United States, the actions taken in response, and the uncertain effect of these events on the national and regional economies; (6) changes in the interest rate environment; (7) changes in the regulatory environment; (8) competitive pressure in the banking industry; (9) operational risks including a failure or breach in data processing or security systems or those of third party vendors and other service providers, including as a result of cyber attacks or fraud; (10) volatility of interest rate sensitive loans, deposits and investments; (11) asset/liability management risks and liquidity risks; (12) the effect of natural disasters, including earthquakes, hurricanes, fire, flood, drought, and other disasters, on the uninsured value of the Company's assets and of loan collateral, the financial condition of debtors and issuers of investment securities, the economic conditions affecting the Company's market place, and commodities and asset values; (13) changes in the securities markets and (14) the outcome of contingencies, such as legal proceedings. However, the reader should not consider the above-mentioned factors to be a complete set of all potential risks or uncertainties.

Forward-looking statements speak only as of the date they are made. The Company undertakes no obligation to update any forward-looking statements in this report to reflect circumstances or events that occur after the date forward looking statements are made, except as may be required by law. See also "Risk Factors" in Item 1A and other risk factors discussed elsewhere in this report.

PART I

ITEM 1. BUSINESS

Westamerica Bancorporation (the "Company") is a bank holding company registered under the Bank Holding Company Act of 1956, as amended ("BHCA"). Its legal headquarters are located at 1108 Fifth Avenue, San Rafael, California 94901. Principal administrative offices are located at 4550 Mangels Boulevard, Fairfield, California 94534 and its telephone number is (707) 863-6000. The Company provides a full range of banking services to individual and commercial customers in Northern and Central California through its subsidiary bank, Westamerica Bank ("WAB" or the "Bank"). The principal communities served are located in Northern and Central California, from Mendocino, Lake and Nevada Counties in the north to Kern County in the south. The Company's strategic focus is on the banking needs of small businesses. In addition, the Bank owns 100% of the capital stock of Community Banker Services Corporation ("CBSC"), a company engaged in providing the Company and its subsidiaries with data processing services and other support functions.

The Company was incorporated under the laws of the State of California in 1972 as "Independent Bankshares Corporation" pursuant to a plan of reorganization among three previously unaffiliated Northern California banks. The Company operated as a multi-bank holding company until mid-1983, at which time the then six subsidiary banks were merged into a single bank named Westamerica Bank and the name of the holding company was changed to Westamerica Bancorporation.

The Company acquired five banks within its immediate market area during the early to mid 1990's. In April 1997, the Company acquired ValliCorp Holdings, Inc., parent company of ValliWide Bank, the largest independent bank holding company

headquartered in Central California. Under the terms of all of the merger agreements, the Company issued shares of its common stock in exchange for all of the outstanding shares of the acquired institutions. The subsidiary banks acquired were merged with and into WAB. These six aforementioned business combinations were accounted for as poolings-of-interests.

During the period 2000 through 2005, the Company acquired three additional banks. These acquisitions were accounted for using the purchase accounting method.

On February 6, 2009, Westamerica Bank acquired the banking operations of County Bank (“County”) from the Federal Deposit Insurance Corporation (“FDIC”). On August 20, 2010, Westamerica Bank acquired assets and assumed liabilities of the former Sonoma Valley Bank (“Sonoma”) from the FDIC. The County and Sonoma acquired assets and assumed liabilities were measured at estimated fair values, as required by FASB ASC 805, Business Combinations.

At December 31, 2018, the Company had consolidated assets of approximately \$5.6 billion, deposits of approximately \$4.9 billion and shareholders’ equity of approximately \$616 million. The Company and its subsidiaries employed 762 full-time equivalent staff as of December 31, 2018.

The Company’s Annual Report on Form 10-K, quarterly reports on Form 10-Q, current reports on Form 8-K and any amendments to those reports as well as beneficial ownership reports on Forms 3, 4 and 5 are available through the SEC’s website (<https://www.sec.gov>). Such documents as well as the Company’s director, officer and employee Code of Conduct and Ethics are also available free of charge from the Company by request to:

Westamerica Bancorporation
Corporate Secretary A-2M
Post Office Box 1200
Suisun City, California 94585-1200

Supervision and Regulation

The following is not intended to be an exhaustive description of the statutes and regulations applicable to the Company’s or the Bank’s business. The description of statutory and regulatory provisions is qualified in its entirety by reference to the particular statutory or regulatory provisions. Moreover, major new legislation and other regulatory changes affecting the Company, the Bank, and the financial services industry in general have occurred in the last several years and can be expected to occur in the future. The nature, timing and impact of new and amended laws and regulations cannot be accurately predicted.

Regulation and Supervision of Bank Holding Companies

The Company is a bank holding company subject to the BHCA. The Company reports to, is registered with, and may be examined by, the Board of Governors of the Federal Reserve System (“FRB”). The FRB also has the authority to examine the Company’s subsidiaries. The Company is a bank holding company within the meaning of Section 3700 of the California Financial Code. As such, the Company and the Bank are subject to examination by, and may be required to file reports with, the Commissioner of the California Department of Business Oversight (the “Commissioner”).

The FRB has significant supervisory and regulatory authority over the Company and its affiliates. The FRB requires the Company to maintain certain levels of capital. See “Capital Standards.” The FRB also has the authority to take enforcement action against any bank holding company that commits any unsafe or unsound practice, or violates certain laws, regulations or conditions imposed in writing by the FRB. Under the BHCA, the Company is required to obtain the prior approval of the FRB before it acquires, merges or consolidates with any bank or bank holding company. Any company seeking to acquire, merge or consolidate with the Company also would be required to obtain the prior approval of the FRB.

The Company is generally prohibited under the BHCA from acquiring ownership or control of more than 5% of any class of voting shares of any company that is not a bank or bank holding company and from engaging directly or indirectly in activities other than banking, managing banks, or providing services to affiliates of the holding company. However, a bank holding company, with the approval of the FRB, may engage, or acquire the voting shares of companies engaged, in activities that the FRB has determined to be closely related to banking or managing or controlling banks. A bank holding company must demonstrate that the benefits to the public of the proposed activity will outweigh the possible adverse effects associated with such activity.

The FRB generally prohibits a bank holding company from declaring or paying a cash dividend that would impose undue pressure on the capital of subsidiary banks or would be funded only through borrowing or other arrangements which might adversely affect a bank holding company's financial position. Under the FRB policy, a bank holding company should not continue its existing rate of cash dividends on its common stock unless its net income is sufficient to fully fund each dividend and its prospective rate of earnings retention appears consistent with its capital needs, asset quality and overall financial condition. See the section entitled "Restrictions on Dividends and Other Distributions" for additional restrictions on the ability of the Company and the Bank to pay dividends.

Transactions between the Company and the Bank are restricted under Regulation W. The regulation codifies prior interpretations of the FRB and its staff under Sections 23A and 23B of the Federal Reserve Act. In general, subject to certain specified exemptions, a bank or its subsidiaries are limited in their ability to engage in "covered transactions" with affiliates: (a) to an amount equal to 10% of the bank's capital and surplus, in the case of covered transactions with any one affiliate; and (b) to an amount equal to 20% of the bank's capital and surplus, in the case of covered transactions with all affiliates. The Company is considered to be an affiliate of the Bank. A "covered transaction" includes, among other things, a loan or extension of credit to an affiliate; a purchase of securities issued by an affiliate; a purchase of assets from an affiliate, with some exceptions; and the issuance of a guarantee, acceptance or letter of credit on behalf of an affiliate.

Federal regulations governing bank holding companies and change in bank control (Regulation Y) provide for a streamlined and expedited review process for bank acquisition proposals submitted by well-run bank holding companies. These provisions of Regulation Y are subject to numerous qualifications, limitations and restrictions. In order for a bank holding company to qualify as "well-run," both it and the insured depository institutions which it controls must meet the "well capitalized" and "well managed" criteria set forth in Regulation Y.

The Gramm-Leach-Bliley Act (the "GLBA"), or the Financial Services Act of 1999, repealed provisions of the Glass-Steagall Act, which had prohibited commercial banks and securities firms from affiliating with each other and engaging in each other's businesses. Thus, many of the barriers prohibiting affiliations between commercial banks and securities firms have been eliminated.

The BHCA was also amended by the GLBA to allow new "financial holding companies" ("FHCs") to offer banking, insurance, securities and other financial products to consumers. Specifically, the GLBA amended section 4 of the BHCA in order to provide for a framework for the engagement in new financial activities. A bank holding company ("BHC") may elect to become an FHC if all its subsidiary depository institutions are well capitalized and well managed. If these requirements are met, a BHC may file a certification to that effect with the FRB and declare that it elects to become an FHC. After the certification and declaration is filed, the FHC may engage either de novo or through an acquisition in any activity that has been determined by the FRB to be financial in nature or incidental to such financial activity. BHCs may engage in financial activities without prior notice to the FRB if those activities qualify under the list of permissible activities in section 4(k) of the BHCA. However, notice must be given to the FRB within 30 days after an FHC has commenced one or more of the financial activities. The Company has not elected to become an FHC.

Regulation and Supervision of Banks

The Bank is a California state-chartered Federal Reserve member bank and its deposits are insured by the FDIC. The Bank is subject to regulation, supervision and regular examination by the California Department of Business Oversight ("DBO") and the FRB. The regulations of these agencies affect most aspects of the Bank's business and prescribe permissible types of loans and investments, the amount of required reserves, requirements for branch offices, the permissible scope of its activities and various other requirements.

In addition to federal banking law, the Bank is also subject to applicable provisions of California law. Under California law, the Bank is subject to various restrictions on, and requirements regarding, its operations and administration including the maintenance of branch offices and automated teller machines, capital requirements, deposits and borrowings, shareholder rights and duties, and investment and lending activities.

In addition, the Federal Deposit Insurance Corporation Improvement Act ("FDICIA") imposes limitations on the activities and equity investments of state chartered, federally insured banks. FDICIA also prohibits a state bank from making an investment or engaging in any activity as a principal that is not permissible for a national bank, unless the Bank is adequately capitalized and the FDIC approves the investment or activity after determining that such investment or activity does not pose a significant risk to the deposit insurance fund.

On July 21, 2010, financial regulatory reform legislation entitled the "Dodd-Frank Wall Street Reform and Consumer Protection Act" (the "Dodd-Frank Act") was signed into law. The Dodd-Frank Act implemented far-reaching changes across the financial regulatory landscape, including provisions that, among other things:

- Centralized responsibility for consumer financial protection by creating a new agency, the Consumer Financial Protection Bureau, responsible for implementing, examining and (as to banks with \$10 billion or more in assets) enforcing compliance with federal consumer financial laws.
- Restricted the preemption of state law by federal law and disallowed subsidiaries and affiliates of national banks from availing themselves of such preemption.
- Applied the same leverage and risk-based capital requirements that would apply to insured depository institutions to most bank holding companies.
- Required bank regulatory agencies to seek to make their capital requirements for banks countercyclical so that capital requirements increase in times of economic expansion and decrease in times of economic contraction.
- Changed the assessment base for federal deposit insurance from the amount of insured deposits to consolidated assets less tangible capital, eliminated the ceiling on the size of the Deposit Insurance Fund ("DIF") and increased the floor of the size of the DIF.
- Imposed comprehensive regulation of the over-the-counter derivatives market, which would include certain provisions that would effectively prohibit insured depository institutions from conducting certain derivatives businesses in the institution itself.
- Required large, publicly traded bank holding companies to create a risk committee responsible for the oversight of enterprise risk management.
- Implemented corporate governance revisions, including with regard to executive compensation and proxy access by shareholders, that would apply to all public companies, not just financial institutions.
- Made permanent the \$250 thousand limit for federal deposit insurance.
- Repealed the federal prohibitions on the payment of interest on demand deposits, thereby permitting depository institutions to pay interest on business transaction and other accounts.
- Amended the Electronic Fund Transfer Act ("EFTA") to, among other things, give the FRB the authority to establish rules regarding interchange fees charged for electronic debit transactions by payment card issuers having assets over \$10 billion and to enforce a new statutory requirement that such fees be reasonable and proportional to the actual cost of a transaction to the issuer. While the Company's assets are currently less than \$10 billion, interchange fees charged by larger institutions may dictate the level of fees smaller institutions will be able to charge to remain competitive.

Provisions in the legislation that affect the payment of interest on demand deposits and interchange fees may increase the costs associated with deposits as well as place limitations on certain revenues those deposits may generate.

Capital Standards

The federal banking agencies have risk-based capital adequacy guidelines intended to provide a measure of capital adequacy that reflects the degree of risk associated with a banking organization's operations for both transactions resulting in assets being recognized on the balance sheet as assets, and the extension of credit facilities such as letters of credit and recourse arrangements, which are recorded as off balance sheet items. Under these guidelines, nominal dollar amounts of assets and credit equivalent amounts of off balance sheet items are multiplied by one of several risk adjustment percentages, which range from 0% for assets with low credit risk, such as certain U.S. government securities, to 1250% for assets with relatively higher credit risk, such as certain securitizations. A banking organization's risk-based capital ratios are obtained by dividing its qualifying capital by its total risk-adjusted assets and off balance sheet items.

The federal banking agencies take into consideration concentrations of credit risk and risks from nontraditional activities, as well as an institution's ability to manage those risks, when determining the adequacy of an institution's capital. This evaluation is made as a part of the institution's regular safety and soundness examination. The federal banking agencies also consider interest rate risk (related to the interest rate sensitivity of an institution's assets and liabilities, and its off balance sheet financial instruments) in the evaluation of a bank's capital adequacy.

As of December 31, 2018, the Company's and the Bank's respective ratios exceeded applicable regulatory requirements. See Note 9 to the consolidated financial statements for capital ratios of the Company and the Bank, compared to minimum capital requirements and for the Bank the standards for well capitalized depository institutions.

On July 2, 2013, the Federal Reserve Board approved a final rule that implements changes to the regulatory capital framework for all banking organizations over a transitional period 2015 through 2018. See the sections entitled “Capital Resources and Capital to Risk-Adjusted Assets” in Item 7, Management’s Discussion and Analysis of Financial Condition and Results of Operations for additional information.

Prompt Corrective Action and Other Enforcement Mechanisms

FDICIA requires each federal banking agency to take prompt corrective action to resolve the problems of insured depository institutions, including but not limited to those that fall below one or more prescribed minimum capital ratios.

An institution that, based upon its capital levels, is classified as “well capitalized,” “adequately capitalized” or “undercapitalized” may be treated as though it were in the next lower capital category if the appropriate federal banking agency, after notice and opportunity for hearing, determines that an unsafe or unsound condition or an unsafe or unsound practice warrants such treatment. At each successive lower capital category, an insured depository institution is subject to more restrictions. In addition to measures taken under the prompt corrective action provisions, commercial banking organizations may be subject to potential enforcement actions by the federal banking agencies for unsafe or unsound practices in conducting their businesses or for violations of any law, rule, regulation or any condition imposed in writing by the agency or any written agreement with the agency.

Safety and Soundness Standards

FDICIA has implemented certain specific restrictions on transactions and required federal banking regulators to adopt overall safety and soundness standards for depository institutions related to internal control, loan underwriting and documentation, and asset growth. Among other things, FDICIA limits the interest rates paid on deposits by undercapitalized institutions, restricts the use of brokered deposits, limits the aggregate extensions of credit by a depository institution to an executive officer, director, principal shareholder or related interest, and reduces deposit insurance coverage for deposits offered by undercapitalized institutions for deposits by certain employee benefits accounts. The federal banking agencies may require an institution to submit an acceptable compliance plan as well as have the flexibility to pursue other more appropriate or effective courses of action given the specific circumstances and severity of an institution’s noncompliance with one or more standards.

Federal banking agencies require banks to maintain adequate valuation allowances for potential credit losses. The Company has an internal staff that continually reviews loan quality and reports to the Board of Directors. This analysis includes a detailed review of the classification and categorization of problem loans, assessment of the overall quality and collectability of the loan portfolio, consideration of loan loss experience, trends in problem loans, concentration of credit risk, and current economic conditions, particularly in the Bank’s market areas. Based on this analysis, Management, with the review and approval of the Board, determines the adequate level of allowance required. The allowance is allocated to different segments of the loan portfolio, but the entire allowance is available for the loan portfolio in its entirety.

Restrictions on Dividends and Other Distributions

The Company’s ability to pay dividends to its shareholders is subject to the restrictions set forth in the California General Corporation Law (“CGCL”). The CGCL provides that a corporation may make a distribution to its shareholders if (i) the corporation’s retained earnings equal or exceed the amount of the proposed distribution plus unpaid accrued dividends (if any) on securities with a dividend preference, or (ii) immediately after the dividend, the corporation’s total assets equal or exceed total liabilities plus unpaid accrued dividends (if any) on securities with a dividend preference.

The Company’s ability to pay dividends depends in part on the Bank’s ability to pay cash dividends to the Company. The power of the board of directors of an insured depository institution to declare a cash dividend or other distribution with respect to capital is subject to statutory and regulatory restrictions which limit the amount available for such distribution depending upon the earnings, financial condition and cash needs of the institution, as well as general business conditions. FDICIA prohibits insured depository institutions from paying management fees to any controlling persons or, with certain limited exceptions, making capital distributions, including dividends, if, after such transaction, the institution would be undercapitalized.

In addition to the restrictions imposed under federal law, banks chartered under California law generally may only pay cash dividends to the extent such payments do not exceed the lesser of retained earnings of the bank or the bank’s net income for its last three fiscal years (less any distributions to shareholders during this period). In the event a bank desires to pay cash dividends in excess of such amount, the bank may pay a cash dividend with the prior approval of the Commissioner in an amount not exceeding the greatest of the bank’s retained earnings, the bank’s net income for its last fiscal year or the bank’s net income for its current fiscal year.

The federal banking agencies also have the authority to prohibit a depository institution or its holding company from engaging in business practices which are considered to be unsafe or unsound, possibly including payment of dividends or other payments under certain circumstances even if such payments are not expressly prohibited by statute. The Federal Reserve Board has issued guidance indicating its expectations that a bank holding company will inform and consult with Federal Reserve supervisory staff sufficiently in advance of (i) declaring and paying a dividend that could raise safety and soundness concerns (e.g., declaring and paying a dividend that exceeds earnings for the period for which the dividend is being paid); (ii) redeeming or repurchasing regulatory capital instruments when the bank holding company is experiencing financial weaknesses; or (iii) redeeming or repurchasing common stock or perpetual preferred stock that would result in a net reduction as of the end of the quarter in the amount of such equity instruments outstanding compared with the beginning of the quarter in which the redemption or repurchase occurred.

Premiums for Deposit Insurance

Substantially all of the deposits of the Bank are insured up to applicable limits by the DIF of the FDIC and are subject to deposit insurance assessments to maintain the DIF. The FDIC utilizes a risk-based assessment system that imposes insurance premiums based upon a risk matrix that takes into account a bank's capital level, asset quality and supervisory rating ("CAMELS rating").

In July 2010, Congress in the Dodd-Frank Act increased the minimum for the DIF reserve ratio, the ratio of the amount in the fund to insured deposits, from 1.15% to 1.35% and required that the ratio reach that level by September 30, 2020. Further, the Dodd-Frank Act made banks with \$10 billion or more in assets responsible for the increase from 1.15% to 1.35%, among other provisions.

In October 2010, the FDIC adopted a new DIF restoration plan to ensure the DIF reaching 1.35% by September 30, 2020. In assessing its progress in restoring the reserves, at least semi-annually, the FDIC updates its loss and income projections for the fund and, if needed, increases or decreases assessment rates, following notice-and-comment rulemaking, if required.

In February 2011, the FDIC adopted a final rule effective April 1, 2011 to:

- (1) Redefine the deposit insurance assessment base from total domestic deposits to average total assets minus average tangible equity as required by the Dodd-Frank Act;
- (2) Change the deposit insurance assessment rates (which provide for progressively lower assessment rate schedules that will take effect when the reserve ratio exceeds 1.15%, 2%, and 2.5%);
- (3) Implement the Dodd-Frank Act DIF dividend provisions; and
- (4) Revise the risk-based assessment system for all "large" and "highly complex" insured depository institutions. "Large" depository institutions are defined generally as having more than \$10 billion in assets and "highly complex" institutions have over \$50 billion in assets and are fully owned by a parent with over \$500 billion in assets. The Bank is neither a "large" nor "highly complex" institution.

In March, 2016, the FDIC issued a final rule to increase the DIF reserve ratio to the statutory minimum level of 1.35%, effective July 1, 2016, if the reserve ratio reached 1.15% before that date.

In August, 2016, the FDIC announced the DIF reserve ratio surpassed the 1.15% reserve ratio target, triggering three major changes:

- (1) The decline in the range of initial assessment rates for all banks from 5-35 basis points to 3-30 basis points;
- (2) The assessment of a quarterly surcharge on large banks equal to an annual rate of 4.5 basis points in addition to regular assessments; and
- (3) A revised method to calculate risk-based assessment rates for established small banks (under \$1 billion in assets) pursuant to an FDIC final rule issued April, 2016.

In September 2018, the FDIC issued a Financial Institutions Letter stating the Deposit Insurance Fund Reserve Ratio reached 1.36%, exceeding the statutorily required minimum reserve ratio of 1.35% ahead of the September 30, 2020, deadline required under the Dodd-Frank Act. FDIC regulations provide for two changes to deposit insurance assessments upon reaching the minimum: (1) surcharges on insured depository institutions with total consolidated assets of \$10 billion or more (large banks) will cease; and (2) small banks will receive assessment credits for the portion of their assessments that contributed to the growth in the reserve ratio from between 1.15% and 1.35%, to be applied when the reserve ratio is at or above 1.38%. In January 2019, the Bank, which meets the definition of a "small Bank", was advised by the FDIC its assessment credit to be applied when the reserve ratio is at or above 1.38% is \$1.4 million which will reduce future assessment expenses. The Company cannot provide any assurance as to the effect of any future changes in its deposit insurance premium rates.

Community Reinvestment Act and Fair Lending Developments

The Bank is subject to certain fair lending requirements and reporting obligations involving home mortgage lending operations and Community Reinvestment Act (“CRA”) activities. The CRA generally requires the federal banking agencies to evaluate the record of financial institutions in meeting the credit needs of their local communities, including low and moderate income neighborhoods. In addition to substantive penalties and corrective measures that may be required for a violation of certain fair lending laws, the federal banking agencies may take compliance with such laws and CRA into account when regulating and supervising other activities including merger applications.

Financial Privacy Legislation and Customer Information Security

The GLBA, in addition to the previously described changes in permissible nonbanking activities permitted to banks, BHCs and FHCs, also required the federal banking agencies, among other federal regulatory agencies, to adopt regulations governing the privacy of consumer financial information. The Bank is subject to the FRB’s regulations in this area. The federal bank regulatory agencies have established standards for safeguarding nonpublic personal information about customers that implement provisions of the GLBA (the “Guidelines”). Among other things, the Guidelines require each financial institution, under the supervision and ongoing oversight of its Board of Directors or an appropriate committee thereof, to develop, implement and maintain a comprehensive written information security program designed to ensure the security and confidentiality of customer information, to protect against any anticipated threats or hazards to the security or integrity of such information, and to protect against unauthorized access to or use of such information that could result in substantial harm or inconvenience to any customer.

U.S.A. PATRIOT Act

Title III of the Uniting and Strengthening America by Providing Appropriate Tools Required to Intercept and Obstruct Terrorism Act of 2001 (“USA Patriot Act”) is the International Money Laundering Abatement and Anti-Terrorist Financing Act of 2001. It includes numerous provisions for fighting international money laundering and blocking terrorist access to the U.S. financial system. The goal of Title III is to prevent the U.S. financial system and the U.S. clearing mechanisms from being used by parties suspected of terrorism, terrorist financing and money laundering. The provisions of Title III of the USA Patriot Act which affect the Bank are generally set forth as amendments to the Bank Secrecy Act. These provisions relate principally to U.S. banking organizations’ relationships with foreign banks and with persons who are resident outside the United States. The USA Patriot Act does not impose any filing or reporting obligations for banking organizations, but does require certain additional due diligence and recordkeeping practices.

Sarbanes-Oxley Act of 2002

The stated goals of the Sarbanes-Oxley Act of 2002 (“Sarbanes-Oxley”) are to increase corporate responsibility, to provide for enhanced penalties for accounting and auditing improprieties at publicly traded companies and to protect investors by improving the accuracy and reliability of corporate disclosures pursuant to the securities laws. Sarbanes-Oxley generally applies to all companies, both U.S. and non-U.S., that file or are required to file periodic reports under the Securities Exchange Act of 1934 (the “Exchange Act”).

Sarbanes-Oxley includes very specific additional disclosure requirements and corporate governance rules, required the SEC and securities exchanges to adopt extensive additional disclosure, corporate governance and other related rules and mandates further studies of certain issues. Sarbanes-Oxley represents significant federal involvement in matters traditionally left to state regulatory systems, such as the regulation of the accounting profession, and to state corporate law, such as the relationship between a board of directors and management and between a board of directors and its committees and public company shareholders. Sarbanes-Oxley addresses, among other matters: (i) independent audit committees for reporting companies whose securities are listed on national exchanges or automated quotation systems and expanded duties and responsibilities for audit committees; (ii) certification of financial statements by the chief executive officer and the chief financial officer; (iii) the forfeiture of bonuses or other incentive-based compensation and profits from the sale of an issuer’s securities by directors and senior officers in the twelve month period following initial publication of any financial statements that later require restatement; (iv) a prohibition on insider trading during pension plan blackout periods; (v) disclosure of off-balance sheet transactions; (vi) a prohibition on personal loans to directors and officers under most circumstances with exceptions for certain normal course transactions by regulated financial institutions; (vii) expedited electronic filing requirements related to trading by insiders in an issuer’s securities on Form 4; (viii) disclosure of a code of ethics and filing a Form 8-K for a change or waiver of such code; (ix) accelerated filing of periodic reports; (x) the formation of the Public Company Accounting Oversight Board (“PCAOB”) to regulate public accounting firms and the audit of public companies that are subject to the securities laws; (xi) auditor independence; (xii) internal control evaluation and reporting; and (xiii) various increased criminal penalties for violations of securities laws.

Programs To Mitigate Identity Theft

In November 2007, federal banking agencies together with the National Credit Union Administration and Federal Trade Commission adopted regulations under the Fair and Accurate Credit Transactions Act of 2003 to require financial institutions and other creditors to develop and implement a written identity theft prevention program to detect, prevent and mitigate identity theft in connection with certain new and existing accounts. Covered accounts generally include consumer accounts and other accounts that present a reasonably foreseeable risk of identity theft. Each institution's program must include policies and procedures designed to: (i) identify indicators, or "red flags," of possible risk of identity theft; (ii) detect the occurrence of red flags; (iii) respond appropriately to red flags that are detected; and (iv) ensure that the program is updated periodically as appropriate to address changing circumstances. The regulations include guidelines that each institution must consider and, to the extent appropriate, include in its program.

Pending Legislation

Changes to state laws and regulations (including changes in interpretation or enforcement) can affect the operating environment of BHCs and their subsidiaries in substantial and unpredictable ways. From time to time, various legislative and regulatory proposals are introduced. These proposals, if codified, may change banking statutes and regulations and the Company's operating environment in substantial and unpredictable ways. If codified, these proposals could increase or decrease the cost of doing business, limit or expand permissible activities or affect the competitive balance among banks, savings associations, credit unions and other financial institutions. The Company cannot accurately predict whether those changes in laws and regulations will occur, and, if those changes occur, the ultimate effect they would have upon our financial condition or results of operations. It is likely, however, that the current level of enforcement and compliance-related activities of federal and state authorities will continue and potentially increase.

Competition

The Bank's principal competitors for deposits and loans are major banks and smaller community banks, savings and loan associations and credit unions. To a lesser extent, competitors include thrift and loans, mortgage brokerage companies and insurance companies. Other institutions, such as brokerage houses, mutual fund companies, credit card companies, and certain retail establishments offer investment vehicles that also compete with banks for deposit business. Federal legislation in recent years has encouraged competition between different types of financial institutions and fostered new entrants into the financial services market.

Legislative changes, as well as technological and economic factors, can be expected to have an ongoing impact on competitive conditions within the financial services industry. While the future impact of regulatory and legislative changes cannot be predicted with certainty, the business of banking will remain highly competitive.

ITEM 1A. RISK FACTORS

Readers and prospective investors in the Company's securities should carefully consider the following risk factors as well as the other information contained or incorporated by reference in this Report.

The risks and uncertainties described below are not the only ones facing the Company. Additional risks and uncertainties that Management is not aware of or focused on or that Management currently deems immaterial may also impair the Company's business operations. This Report is qualified in its entirety by these risk factors.

If any of the following risks actually occur, the Company's financial condition and results of operations could be materially and adversely affected. If this were to happen, the value of the company's securities could decline significantly, and investors could lose all or part of their investment in the Company's common stock.

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Market and Interest Rate Risk

Changes in interest rates could reduce income and cash flow.

The Company's income and cash flow depend to a great extent on the difference between the interest earned on loans and investment securities and the interest paid on deposits and other borrowings, and the Company's success in competing for loans and deposits. The Company cannot control or prevent changes in the level of interest rates which fluctuate in response to general economic conditions, the policies of various governmental and regulatory agencies, in particular, the Federal Open Market Committee of the FRB, and pricing practices of the Company's competitors. Changes in monetary policy, including changes in interest rates, will influence the origination of loans, the purchase of investments, the generation of deposits and other borrowings, and the rates received on loans and investment securities and paid on deposits and other liabilities. The discussion in this Report under "Item 7 Management's Discussion and Analysis of Financial Condition and Results of Operations – Asset, Liability and Market Risk Management" and "- Liquidity and Funding" and "Item 7A Quantitative and Qualitative Disclosures About Market Risk" is incorporated by reference in this paragraph.

Changes in capital market conditions could reduce asset valuations.

Capital market conditions, including interest rates, liquidity, investor confidence, bond issuer credit worthiness, perceived counter-party risk, the supply of and demand for financial instruments, the financial strength of market participants, and other factors can materially impact the value of the Company's assets. An impairment in the value of the Company's assets could result in asset write-downs, reducing the Company's asset values, earnings, and equity.

The value of securities in the Company's investment securities portfolio may be negatively affected by disruptions in securities markets

The market for some of the investment securities held in the Company's portfolio can be extremely volatile. Volatile market conditions may detrimentally affect the value of these securities, such as through reduced valuations due to the perception of heightened credit and liquidity risks. There can be no assurance that the declines in market value will not result in other than temporary impairments of these assets, which would lead to loss recognition that could have a material adverse effect on the Company's net income and capital levels.

The weakness of other financial institutions could adversely affect the Company.

Financial services institutions are interrelated as a result of trading, clearing, counterparty, or other relationships. The Company routinely executes transactions with counterparties in the financial services industry, including brokers and dealers, commercial banks, investment banks, and other institutional clients. Many of these transactions expose the Company to credit risk in the event of default of the Company's counterparty or client. In addition, the Company's credit risk may be increased when the collateral the Company holds cannot be realized or is liquidated at prices not sufficient to recover the full amount of the secured obligation. There is no assurance that any such losses would not materially and adversely affect the Company's results of operations or earnings.

Shares of Company common stock eligible for future sale or grant of stock options and other equity awards could have a dilutive effect on the market for Company common stock and could adversely affect the market price.

The Articles of Incorporation of the Company authorize the issuance of 150 million shares of common stock (and two additional classes of 1 million shares each, denominated "Class B Common Stock" and "Preferred Stock", respectively) of which approximately 26.7 million shares of common stock were outstanding at December 31, 2018. Pursuant to its stock option plans, at December 31, 2018, the Company had outstanding options for 946 thousand shares of common stock, of which 457 thousand were currently exercisable. As of December 31, 2018, 713 thousand shares of Company common stock remained available for grants under the Company's equity incentive plans. Sales of substantial amounts of Company common stock in the public market could adversely affect the market price of its common stock.

The Company's payment of dividends on common stock could be eliminated or reduced.

Holders of the Company's common stock are entitled to receive dividends only when, as and if declared by the Company's Board of Directors. Although the Company has historically paid cash dividends on the Company's common stock, the Company is not required to do so and the Company's Board of Directors could reduce or eliminate the Company's common stock dividend in the future.

The Company could repurchase shares of its common stock at price levels considered excessive.

The Company repurchases and retires its common stock in accordance with Board of Directors-approved share repurchase programs. At December 31, 2018, approximately 1.8 million shares remained available to repurchase under such plans. The Company has been active in repurchasing and retiring shares of its common stock when alternative uses of excess capital, such as acquisitions, have been limited. The Company could repurchase shares of its common stock at price levels considered excessive, thereby spending more cash on such repurchases as deemed reasonable and effectively retiring fewer shares than would be retired if repurchases were effected at lower prices.

Risks Related to the Nature and Geographical Location of the Company's Business

The Company invests in loans that contain inherent credit risks that may cause the Company to incur losses.

The risk that borrowers may not pay interest or repay their loans as agreed is an inherent risk of the banking business. The company mitigates this risk by adhering to sound and proven underwriting practices, managed by experienced and knowledgeable credit professionals. Nonetheless, the Company may incur losses on loans that meet its underwriting criteria, and these losses may exceed the amounts set aside as reserves. The Company can provide no assurance that the credit quality of the loan portfolio will not deteriorate in the future and that such deterioration will not adversely affect the Company or its results of operations.

The Company's operations are concentrated geographically in California, and poor economic conditions may cause the Company to incur losses.

Substantially all of the Company's business is located in California. A portion of the loan portfolio of the Company is dependent on real estate. At December 31, 2018, real estate served as the principal source of collateral with respect to approximately 55% of the Company's loan portfolio. The Company's financial condition and operating results will be subject to changes in economic conditions in California. The California economy was severely affected by the recessionary period of 2008 to 2009. Much of the California real estate market experienced a decline in values of varying degrees. This decline had an adverse impact on the business of some of the Company's borrowers and on the value of the collateral for many of the Company's loans. Generally, the counties surrounding and near San Francisco Bay have recovered more soundly from the recent recession than counties in the California "Central Valley," from Sacramento in the north to Bakersfield in the south. Approximately 22% of the Company's loans are to borrowers in the California "Central Valley." Economic conditions in California's diverse geographic markets can be vastly different and are subject to various uncertainties, including the condition of the construction and real estate sectors, the effect of drought on the agricultural sector and its infrastructure, and the California state and municipal governments' budgetary and fiscal conditions. The Company can provide no assurance that conditions in any sector or geographic market of the California economy will not deteriorate in the future and that such deterioration will not adversely affect the Company.

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

All of the properties of the Company are located in California. Also, most of the real and personal properties which currently secure a majority of the Company's loans are located in California. Further, the Company invests in securities issued by companies and municipalities operating throughout the United States, and in mortgage-backed securities collateralized by real property located throughout the United States. California and other regions of the United States are prone to earthquakes, brush and wildfires, flooding, drought and other natural disasters. In addition to possibly sustaining uninsured damage to its own properties, if there is a major earthquake, flood, drought, fire or other natural disaster, the Company faces the risk that many of its debtors may experience uninsured property losses, or sustained business or employment interruption and/or loss which may materially impair their ability to meet the terms of their debt obligations. A major earthquake, flood, prolonged drought, fire or other natural disaster in California or other regions of the United States could have a material adverse effect on the Company's business, financial condition, results of operations and cash flows.

Adverse changes in general business or economic conditions could have a material adverse effect on the Company's financial condition and results of operations.

A sustained or continuing weakness or weakening in business and economic conditions generally or specifically in the principal markets in which the Company does business could have one or more of the following adverse impacts on the Company's business:

- a decrease in the demand for loans and other products and services offered by the Company;
- an increase or decrease in the usage of unfunded credit commitments;

- an increase or decrease in the amount of deposits;
- a decrease in non-depository funding available to the Company;
- an impairment of certain intangible assets, including goodwill;
- an increase in the number of clients and counterparties who become delinquent, file for protection under bankruptcy laws or default on their loans or other obligations to the Company, which could result in a higher level of nonperforming assets, net charge-offs, provision for loan losses, reduced interest revenue and cash flows, and valuation adjustments on assets;
- an impairment in the value of investment securities;
- an impairment in the value of life insurance policies owned by the Company;
- an impairment in the value of real estate owned by the Company.

The 2008 - 2009 financial crisis led to the failure or merger of a number of financial institutions. Financial institution failures can result in further losses as a consequence of defaults on securities issued by them and defaults under contracts entered into with such entities as counterparties. The failure of institutions with FDIC insured deposits can cause the DIF reserve ratio to decline, resulting in increased deposit insurance assessments on surviving FDIC insured institutions. Weak economic conditions can significantly weaken the strength and liquidity of financial institutions.

The Company's financial performance generally, and in particular the ability of borrowers to pay interest on and repay principal of outstanding loans and the value of collateral securing those loans, are highly dependent upon the business environment in the markets where the Company operates, in the State of California and in the United States as a whole. A favorable business environment is generally characterized by, among other factors, economic growth, healthy labor markets, efficient capital markets, low inflation, high business and investor confidence, and strong business earnings. Unfavorable or uncertain economic and market conditions can be caused by: declines in economic growth, high rates of unemployment, deflation, declines in business activity or consumer, investor or business confidence; limitations on the availability of or increases in the cost of credit and capital; increases in inflation; natural disasters; or a combination of these or other factors.

Such business conditions could adversely affect the credit quality of the Company's loans, the demand for loans, loan volumes and related revenue, securities valuations, amounts of deposits, availability of funding, results of operations and financial condition.

Regulatory Risks

Restrictions on dividends and other distributions could limit amounts payable to the Company.

As a holding company, a substantial portion of the Company's cash flow typically comes from dividends paid by the Bank. Various statutory provisions restrict the amount of dividends the Company's subsidiaries can pay to the Company without regulatory approval. A reduction in subsidiary dividends paid to the Company could limit the capacity of the Company to pay dividends. In addition, if any of the Company's subsidiaries were to liquidate, that subsidiary's creditors will be entitled to receive distributions from the assets of that subsidiary to satisfy their claims against it before the Company, as a holder of an equity interest in the subsidiary, will be entitled to receive any of the assets of the subsidiary.

Adverse effects of changes in banking or other laws and regulations or governmental fiscal or monetary policies could adversely affect the Company.

The Company is subject to significant federal and state regulation and supervision, which is primarily for the benefit and protection of the Company's customers and not for the benefit of investors. In the past, the Company's business has been materially affected by these regulations.

Laws, regulations or policies, including accounting standards and interpretations currently affecting the Company and the Company's subsidiaries, may change at any time. Regulatory authorities may also change their interpretation of these statutes and regulations. Therefore, the Company's business may be adversely affected by any future changes in laws, regulations, policies or interpretations or regulatory approaches to compliance and enforcement including future acts of terrorism, major U.S. corporate bankruptcies and reports of accounting irregularities at U.S. public companies.

Additionally, the Company's business is affected significantly by the fiscal and monetary policies of the federal government and its agencies. The Company is particularly affected by the policies of the FRB, which regulates the supply of money and credit in the United States of America. Among the instruments of monetary policy available to the FRB are (a) conducting open market

operations in U.S. government securities, (b) changing the discount rates of borrowings by depository institutions, (c) changing interest rates paid on balances financial institutions deposit with the FRB, and (d) imposing or changing reserve requirements against certain borrowings by banks and their affiliates. These methods are used in varying degrees and combinations to directly affect the availability of bank loans and deposits, as well as the interest rates charged on loans and paid on deposits. The policies of the FRB may have a material effect on the Company's business, results of operations and financial condition. Under long-standing policy of the FRB, a BHC is expected to act as a source of financial strength for its subsidiary banks. As a result of that policy, the Company may be required to commit financial and other resources to its subsidiary bank in circumstances where the Company might not otherwise do so.

Following the recessions of 2008 and 2009, the FRB provided vast amounts of liquidity into the banking system. The FRB purchased large quantities of U.S. government securities, including agency-backed mortgage securities, increasing the demand for such securities thereby reducing interest rates. Interest rates remained historically low through 2016 as the monetary policy of the Federal Open Market Committee (the "FOMC") was highly accommodative. The FRB began reducing these asset purchase activities in the fourth quarter 2013 and the FOMC began removing monetary stimulus in December 2016 and has increased the federal funds rate by 2.00 percent to 2.50 percent through December 2018. The raised target range for the federal funds rate could reduce liquidity in the markets and cause interest rates to rise, thereby increasing funding costs to the Bank, reducing the availability of funds to the Bank to finance its existing operations, and causing fixed-rate investment securities and loans to decline in value.

Federal and state governments could pass legislation detrimental to the Company's performance.

As an example, the Company could experience higher credit losses because of federal or state legislation or regulatory action that reduces the amount the Bank's borrowers are otherwise contractually required to pay under existing loan contracts. Also, the Company could experience higher credit losses because of federal or state legislation or regulatory action that limits or delays the Bank's ability to foreclose on property or other collateral or makes foreclosure less economically feasible. Federal, state and local governments could pass tax legislation causing the Company to pay higher levels of taxes.

The FDIC insures deposits at insured financial institutions up to certain limits. The FDIC charges insured financial institutions premiums to maintain the Deposit Insurance Fund. The FDIC may increase premium assessments to maintain adequate funding of the Deposit Insurance Fund.

The behavior of depositors in regard to the level of FDIC insurance could cause our existing customers to reduce the amount of deposits held at the Bank, and could cause new customers to open deposit accounts at the Bank. The level and composition of the Bank's deposit portfolio directly impacts the Bank's funding cost and net interest margin.

Systems, Accounting and Internal Control Risks

The accuracy of the Company's judgments and estimates about financial and accounting matters will impact operating results and financial condition.

The discussion under "Item 7 Management's Discussion and Analysis of Financial Condition and Results of Operations - Critical Accounting Policies" in this Report and the information referred to in that discussion is incorporated by reference in this paragraph. The Company makes certain estimates and judgments in preparing its financial statements. The quality and accuracy of those estimates and judgments will have an impact on the Company's operating results and financial condition.

A new accounting standard will significantly change the manner in which the Company recognizes credit losses and may have a material impact on the Company's results of operations, financial condition or liquidity.

In June 2016, the Financial Accounting Standards Board ("FASB") issued a new accounting update, FASB ASU 2016-13, *Financial Instruments – Credit Losses (Topic 326): Measurement of Credit Losses on Financial Instruments*. The ASU changes the accounting for estimates for credit losses related to financial assets measured at amortized cost and certain other contracts. The ASU replaces the currently incurred loss model with model based on current expected credit loss ("CECL"), which will accelerate recognition of credit losses. Additionally credit losses relating to debt securities available-for-sale will be recorded through an allowance for credit losses under the new standard. The Company will be required to adopt the ASU provisions on January 1, 2020. The ASU will significantly change the manner in which the Company determines the adequacy of its allowance for loan losses. The Company is evaluating the impact the CECL model will have, but the Company may recognize a one-time cumulative-effect adjustment to its allowance for loan losses as of the beginning of the first reporting period in which the new standard is effective. Any required adjustment to the allowance for loan losses resulting from this change in methodology will be

accomplished through an offsetting after-tax-adjustment to shareholders' equity. Moreover, the CECL model may create more volatility in the level of the allowance for loan losses after adoption. If the Company is required to materially increase the level of its allowance for loan losses for any reason, such increase could adversely affect its business, financial condition and results of operations.

The Company's information systems may experience an interruption or breach in security.

The Company relies heavily on communications and information systems, including those of third party vendors and other service providers, to conduct its business. Any failure, interruption or breach in security of these systems could result in failures or disruptions in the Company's data processing, accounting, customer relationship management and other systems. Communication and information systems failures can result from a variety of risks including, but not limited to, events that are wholly or partially out of the Company's control, such as telecommunication line integrity, weather, terrorist acts, natural disasters, accidental disasters, unauthorized breaches of security systems, energy delivery systems, cyber attacks, and other events. Although the Company devotes significant resources to maintain and regularly upgrade its systems and processes that are designed to protect the security of the Company's computer systems, software, networks and other technology assets and the confidentiality, integrity and availability of information belonging to the Company and its customers, there is no assurance that any such failures, interruptions or security breaches will not occur or, if they do occur, that they will be adequately corrected by the Company or its vendors. The occurrence of any such failures, interruptions or security breaches could damage the Company's reputation, result in a loss of customer business, subject the Company to additional regulatory scrutiny, or expose the Company to litigation and possible financial liability, any of which could have a material adverse effect on the Company's financial condition and results of operations.

The Company's controls and procedures may fail or be circumvented.

Management regularly reviews and updates the Company's internal control over financial reporting, disclosure controls and procedures, and corporate governance policies and procedures. The Company maintains controls and procedures to mitigate against risks such as processing system failures and errors, and customer or employee fraud, and maintains insurance coverage for certain of these risks. Any system of controls and procedures, however well designed and operated, is based in part on certain assumptions and can provide only reasonable, not absolute, assurances that the objectives of the system are met. Events could occur which are not prevented or detected by the Company's internal controls or are not insured against or are in excess of the Company's insurance limits or insurance underwriters' financial capacity. Any failure or circumvention of the Company's controls and procedures or failure to comply with regulations related to controls and procedures could have a material adverse effect on the Company's business, results of operations and financial condition.

ITEM 1B. UNRESOLVED STAFF COMMENTS

None

ITEM 2. PROPERTIES

Branch Offices and Facilities

Westamerica Bank is engaged in the banking business through 80 branch offices in 20 counties in Northern and Central California. WAB believes all of its offices are constructed and equipped to meet prescribed security requirements.

The Company owns 28 banking office locations and one centralized administrative service center facility and leases 58 facilities. Most of the leases contain renewal options and provisions for rental increases, principally for changes in the cost of living index, and for changes in other operating costs such as property taxes and maintenance.

ITEM 3. LEGAL PROCEEDINGS

Due to the nature of its business, the Company is subject to various threatened or filed legal cases. Based on the advice of legal counsel, the Company does not expect such cases will have a material, adverse effect on its financial position or results of operations. Legal liabilities are accrued when obligations become probable and the amount can be reasonably estimated. In the

third quarter 2018, the Company achieved a mediated settlement to dismiss a lawsuit, subject to court approval, and accrued a liability for \$3,500 thousand.

The Company has determined that it will be obligated to provide refunds of revenue recognized in years prior to 2017 to some customers. The Company estimates the probable amount of these obligations will be \$5,542 thousand and accrued a liability for such amount in 2017; the estimated liability is subject to revision.

ITEM 4. MINE SAFETY DISCLOSURES

Not applicable

PART II

ITEM 5. MARKET FOR REGISTRANT'S COMMON EQUITY, RELATED STOCKHOLDER MATTERS AND ISSUER PURCHASES OF EQUITY SECURITIES

The Company's common stock is traded on the NASDAQ Stock Market ("NASDAQ") under the symbol "WABC". The following table shows the high and the low sales prices for the common stock, for each quarter, as reported by NASDAQ:

	High	Low
2018:		
First quarter	\$62.52	\$55.72
Second quarter	60.68	55.81
Third quarter	64.52	57.56
Fourth quarter	63.20	52.75
2017:		
First quarter	\$64.07	\$54.12
Second quarter	57.78	51.31
Third quarter	59.54	49.54
Fourth quarter	63.03	53.96

As of January 31, 2019, there were approximately 5,500 shareholders of record of the Company's common stock.

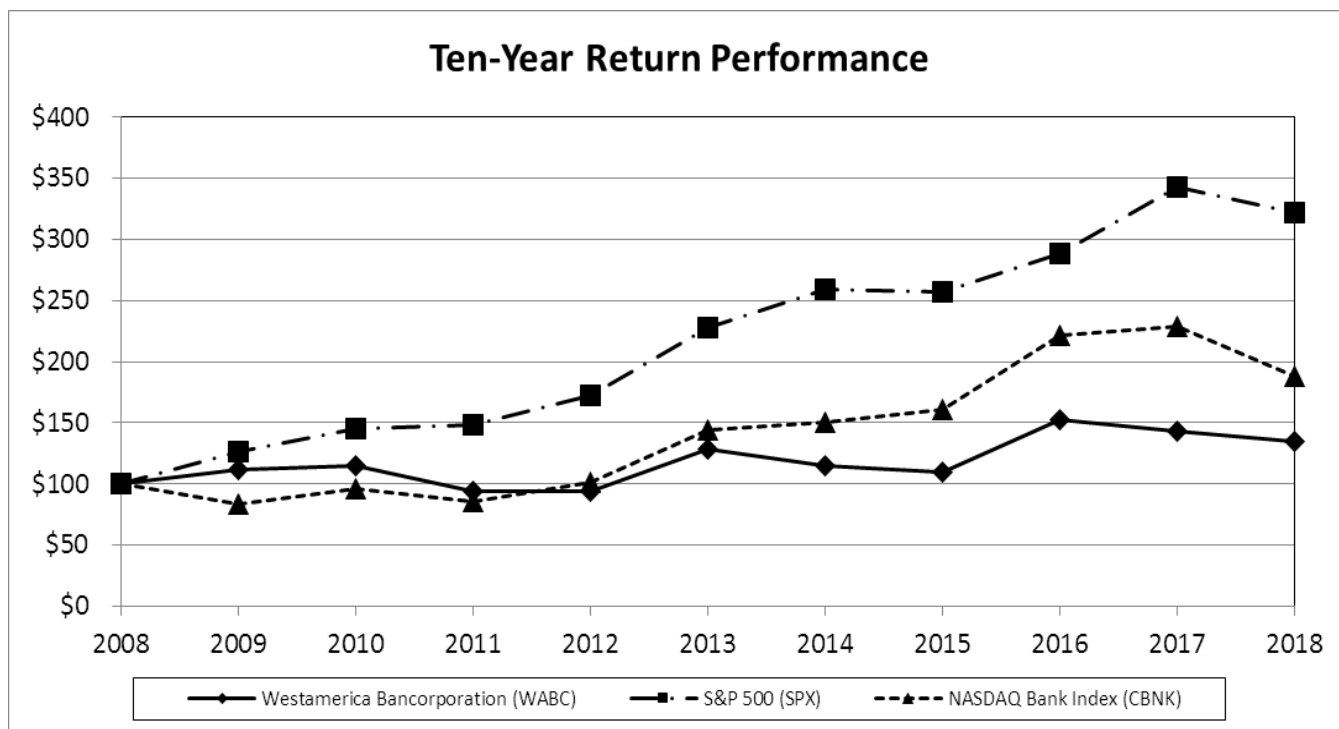
The Company has paid cash dividends on its common stock in every quarter since its formation in 1972. See Item 8, Financial Statements and Supplementary Data, Note 20 to the consolidated financial statements for recent quarterly dividend information. It is currently the intention of the Board of Directors of the Company to continue payment of cash dividends on a quarterly basis. There is no assurance, however, that any dividends will be paid since they are dependent upon earnings, cash balances, financial condition and capital requirements of the Company and its subsidiaries as well as policies of the FRB pursuant to the BHCA. See Item 1, "Business - Supervision and Regulation."

The notes to the consolidated financial statements included in this Report contain additional information regarding the Company's capital levels, capital structure, regulations affecting subsidiary bank dividends paid to the Company, the Company's earnings, financial condition and cash flows, and cash dividends declared and paid on common stock.

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Stock performance

The following chart compares the cumulative return on the Company’s stock during the ten years ended December 31, 2018 with the cumulative return on the S&P 500 composite stock index and NASDAQ’S Bank Index. The comparison assumes \$100 invested in each on December 31, 2008 and reinvestment of all dividends.

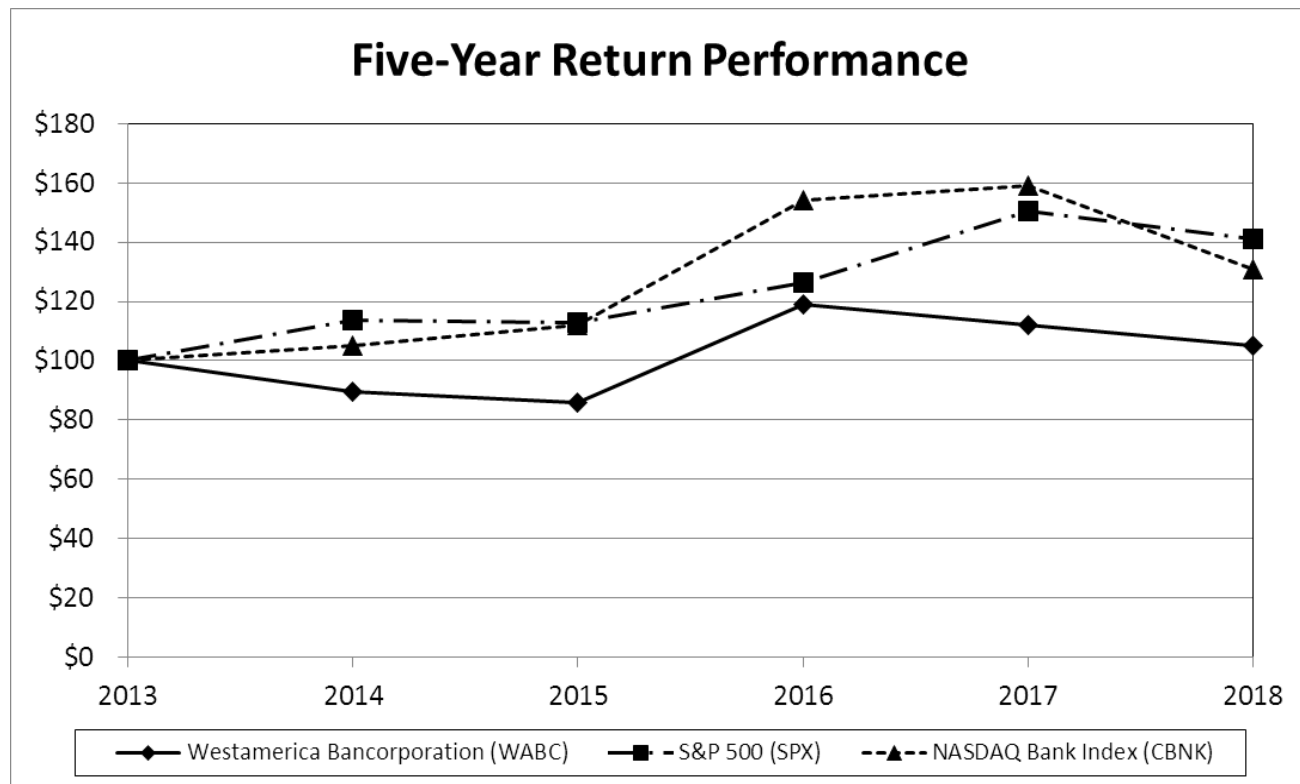


	December 31,					
	2008	2009	2010	2011	2012	2013
Westamerica Bancorporation (WABC)	\$100.00	\$111.42	\$114.64	\$93.54	\$93.76	\$128.29
S&P 500 (SPX).....	100.00	126.47	145.55	148.59	172.34	228.11
NASDAQ Bank Index (CBNK)	100.00	83.71	95.57	85.53	101.55	143.89

	December 31,				
	2014	2015	2016	2017	2018
Westamerica Bancorporation (WABC)	\$114.86	\$109.95	\$152.39	\$143.47	\$134.59
S&P 500 (SPX).....	259.26	257.61	288.10	343.35	322.05
NASDAQ Bank Index (CBNK)	150.96	161.07	221.80	228.93	188.40

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The following chart compares the cumulative return on the Company's stock during the five years ended December 31, 2018 with the cumulative return on the S&P 500 composite stock index and NASDAQ'S Bank Index. The comparison assumes \$100 invested in each on December 31, 2013 and reinvestment of all dividends.



	December 31,					
	2013	2014	2015	2016	2017	2018
Westamerica Bancorporation (WABC)	\$100.00	\$89.53	\$85.71	\$118.79	\$111.83	\$104.91
S&P 500 (SPX)	100.00	113.65	112.93	126.30	150.52	141.18
NASDAQ Bank Index (CBNK)	100.00	104.91	111.94	154.15	159.10	130.93

ISSUER PURCHASES OF EQUITY SECURITIES

The table below sets forth the information with respect to purchases made by or on behalf of Westamerica Bancorporation or any "affiliated purchaser" (as defined in Rule 10b-18(a)(3) under the Securities Exchange Act of 1934), of common stock during the quarter ended December 31, 2018 (in thousands, except per share data).

Period	2018			
	(a) Total Number of shares Purchased	(b) Average Price Paid per Share	(c) Number of Shares Purchased as Part of Publicly Announced Plans or Programs	(d) Maximum Number of Shares that May Yet Be Purchased Under the Plans or Programs
	(In thousands, except exercise price)			
October 1 through October 31	-	\$ -	-	1,750
November 1 through November 30	-	-	-	1,750
December 1 through December 31	-	-	-	1,750
Total	-	\$ -	-	1,750

The Company repurchases shares of its common stock in the open market to optimize the Company's use of equity capital and enhance shareholder value and with the intention of lessening the dilutive impact of issuing new shares under stock option plans, and other ongoing requirements.

No shares were repurchased during the period from October 1, 2018 through December 31, 2018. A program approved by the Board of Directors on July 26, 2018 authorizes the purchase of up to 1,750 thousand shares of the Company's common stock from time to time prior to September 1, 2019.

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ITEM 6. SELECTED FINANCIAL DATA

The following financial information for the five years ended December 31, 2018 has been derived from the Company's audited consolidated financial statements. This information should be read in conjunction with those statements, notes and other information included elsewhere herein.

WESTAMERICA BANCORPORATION FINANCIAL SUMMARY

	For the Years Ended December 31,				
	2018	2017	2016	2015	2014
	(In thousands, except per share data and ratios)				
Interest and loan fee income	\$151,723	\$138,312	\$135,919	\$136,529	\$140,209
Interest expense	1,959	1,900	2,116	2,424	3,444
Net interest and loan fee income	149,764	136,412	133,803	134,105	136,765
(Reversal of) provision for loan losses	-	(1,900)	(3,200)	-	2,800
Noninterest income:					
Equity securities (losses) gains	(52)	7,955	-	-	-
Other noninterest income	48,201	48,673	46,574	47,867	51,787
Total noninterest income	48,149	56,628	46,574	47,867	51,787
Noninterest expense:					
Loss contingency	3,500	5,542	3	-	-
Other noninterest expense	103,416	102,226	103,617	105,300	106,799
Total noninterest expense	106,916	107,768	103,620	105,300	106,799
Income before income taxes	90,997	87,172	79,957	76,672	78,953
Income tax provision	19,433	37,147	21,104	17,919	18,307
Net income	<u>\$71,564</u>	<u>\$50,025</u>	<u>\$58,853</u>	<u>\$58,753</u>	<u>\$60,646</u>
Average common shares outstanding	26,649	26,291	25,612	25,555	26,099
Average diluted common shares outstanding	26,756	26,419	25,678	25,577	26,160
Common shares outstanding at December 31,	26,730	26,425	25,907	25,528	25,745
Per common share:					
Basic earnings	\$2.69	\$1.90	\$2.30	\$2.30	\$2.32
Diluted earnings	2.67	1.89	2.29	2.30	2.32
Book value at December 31,	23.03	22.34	21.67	20.85	20.45
Financial ratios:					
Return on assets	1.27%	0.92%	1.12%	1.16%	1.22%
Return on common equity	11.35%	8.39%	10.85%	11.32%	11.57%
Net interest margin (FTE) ⁽¹⁾	2.98%	2.95%	3.03%	3.36%	3.70%
Net loan losses to average loans	0.14%	0.08%	0.04%	0.11%	0.17%
Efficiency ratio ⁽²⁾	52.52%	52.51%	53.55%	53.69%	52.24%
Equity to assets	11.05%	10.71%	10.46%	10.30%	10.46%
Period end balances:					
Assets	\$5,568,526	\$5,513,046	\$5,366,083	\$5,168,875	\$5,035,724
Loans	1,207,202	1,287,982	1,352,711	1,533,396	1,700,290
Allowance for loan losses	21,351	23,009	25,954	29,771	31,485
Investment securities	3,641,026	3,352,371	3,237,070	2,886,291	2,639,439
Deposits	4,866,839	4,827,613	4,704,741	4,540,659	4,349,191
Identifiable intangible assets and goodwill	123,602	125,523	128,600	132,104	135,960
Short-term borrowed funds	51,247	58,471	59,078	53,028	89,784
Federal Home Loan Bank advances	-	-	-	-	20,015
Shareholders' equity	615,591	590,239	561,367	532,205	526,603
Capital ratios at period end:					
Total risk based capital	17.03%	16.17%	15.95%	13.39%	14.54%
Tangible equity to tangible assets	9.04%	8.63%	8.26%	7.94%	7.97%
Dividends paid per common share	\$1.60	\$1.57	\$1.56	\$1.53	\$1.52
Common dividend payout ratio	60%	83%	68%	67%	66%

⁽¹⁾ Yields on securities and certain loans have been adjusted upward to a "fully taxable equivalent" ("FTE") basis in order to reflect the effect of income which is exempt from federal income taxation at the current statutory tax rate.

⁽²⁾ The efficiency ratio is defined as noninterest expense divided by total revenue (net interest income on an FTE basis and noninterest income).

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

The following discussion addresses information pertaining to the financial condition and results of operations of Westamerica Bancorporation and subsidiaries (the "Company") that may not be otherwise apparent from a review of the consolidated financial statements and related footnotes. It should be read in conjunction with those statements and notes found on pages 48 through 90, as well as with the other information presented throughout this Report.

Critical Accounting Policies

The Company's consolidated financial statements are prepared in accordance with accounting principles generally accepted in the United States of America and follow general practices within the banking industry. Application of these principles requires the Company to make certain estimates, assumptions, and judgments that affect the amounts reported in the financial statements and accompanying notes. These estimates, assumptions, and judgments are based on information available as of the date of the financial statements; accordingly, as this information changes, the financial statements could reflect different estimates, assumptions, and judgments. Certain accounting policies inherently have a greater reliance on the use of estimates, assumptions and judgments and as such have a greater possibility of producing results that could be materially different than originally reported. Estimates, assumptions and judgments are necessary when assets and liabilities are required to be recorded at fair value, when a decline in the value of an asset not carried on the financial statements at fair value warrants an impairment writedown or valuation reserve to be established, or when an asset or liability needs to be recorded contingent upon a future event. Carrying assets and liabilities at fair value inherently results in more financial statement volatility. The fair values and the information used to record valuation adjustments for certain assets and liabilities are based either on quoted market prices or are provided by other third-party sources, when available.

The most significant accounting policies followed by the Company are presented in Note 1 to the consolidated financial statements. These policies, along with the disclosures presented in the other financial statement notes and in this discussion, provide information on how significant assets and liabilities are valued in the financial statements and how those values are determined. Based on the valuation techniques used and the sensitivity of financial statement amounts to the methods, assumptions, and estimates underlying those amounts, Management has identified the allowance for loan losses accounting to be the accounting area requiring the most subjective or complex judgments, and as such could be most subject to revision as new information becomes available. A discussion of the factors affecting accounting for the allowance for loan losses and purchased loans is included in the "Loan Portfolio Credit Risk" discussion below.

Financial Overview

Westamerica Bancorporation and subsidiaries' (collectively, the "Company") reported net income of \$71.6 million or \$2.67 diluted earnings per common share ("EPS") in 2018. The 2018 results include a \$585 thousand tax-exempt life insurance policy gain and a \$3.5 million loss contingency settlement, which on an aggregate basis reduced EPS \$0.07. In 2018, the Company achieved a mediated settlement to dismiss a lawsuit, subject to court approval, and accrued a liability for such amount. The 2018 results compare to net income of \$50.0 million or \$1.89 EPS for the year ended December 31, 2017 and net income of \$58.9 million or \$2.29 EPS for the year ended December 31, 2016. The 2017 results include \$12.3 million in adjustments to net deferred tax asset values triggered by enactment of the Tax Cuts and Jobs Act of 2017 (the "Act") which reduced EPS \$0.48, recognition of a \$5.5 million loss contingency, which reduced EPS \$0.12, and securities gains of \$8.0 million, which increased EPS \$0.18.

The Company's principal source of revenue is net interest and loan fee income, which represents interest and fees earned on loans and investment securities ("earning assets") reduced by interest paid on deposits and other borrowings ("interest-bearing liabilities"). Market interest rates declined considerably following the recession of 2008 and 2009. Interest rates remained historically low through 2016 as the monetary policy of the Federal Open Market Committee (the "FOMC") was highly accommodative. During this period, Management avoided originating long-dated, low-yielding loans given the potential impact of such assets on forward earning potential; as a result, loans declined and investment securities increased. The changed composition of the earning assets and low market interest rates pressured the net interest margin to lower levels. The FOMC began removing monetary stimulus in December 2016 and has increased the federal funds rate by 2.00 percent to 2.50 percent through December 2018, although longer-term rates have not increased by a similar magnitude. This recent increase in market interest rates has begun benefiting the Company's earning asset yields. However, the rising market rates have not resulted in higher rates paid on deposits. The funding source of the Company's earning assets is primarily customer deposits. The Company's long-term strategy includes maximizing checking and savings deposits as these types of deposits are lower-cost and less sensitive to changes in

interest rates compared to time deposits. The 2018 average volume of checking and savings deposits was 95.6 percent of average total deposits.

Credit quality remained solid with nonperforming assets totaling \$5.8 million at December 31, 2018 and net chargeoffs of \$1.7 million in 2018. The Company did not recognize a provision for loan losses in 2018.

The Company presents its net interest margin and net interest income on an FTE basis using the current statutory federal tax rate. Management believes the FTE basis is valuable to the reader because the Company's loan and investment securities portfolios contain a relatively large portion of municipal loans and securities that are federally tax exempt. The Company's tax exempt loans and securities composition may not be similar to that of other banks, therefore in order to reflect the impact of the federally tax exempt loans and securities on the net interest margin and net interest income for comparability with other banks, the Company presents its net interest margin and net interest income on an FTE basis. Yields on tax-exempt securities and loans have been adjusted upward to reflect the effect of income exempt from federal income taxation at the federal statutory tax rate of 35% for 2017 and 2016. Due to the Act, the federal tax rate became 21% for 2018; as such, the upward adjustment to reflect the effect of income exempt from federal taxation is lower in 2018.

The Company's significant accounting policies (see Note 1 "Summary of Significant Accounting Policies" to the Consolidated Financial Statements below) are fundamental to understanding the Company's results of operations and financial condition. The Company adopted the FASB ASU 2016-09, Improvements to Employee Share-Based Payment Accounting effective January 1, 2017. The 2018 and 2017 results reflect the Company's prospective adoption of ASU 2016-09; the 2018 and 2017 income tax provision was \$737 thousand and \$698 thousand, respectively, lower than would have been under accounting standards prior to the adoption of ASU 2016-09.

Net Income

Following is a summary of the components of net income for the periods indicated:

	For the Years Ended December 31,		
	2018	2017	2016
	(\$ in thousands, except per share data)		
Net interest and loan fee income	\$149,764	\$136,412	\$133,803
FTE adjustment	5,646	12,182	13,142
Net interest and loan fee income (FTE)	155,410	148,594	146,945
Reversal of (provision for) loan losses	-	1,900	3,200
Noninterest income	48,149	56,628	46,574
Noninterest expense	(106,916)	(107,768)	(103,620)
Income before income taxes (FTE)	96,643	99,354	93,099
Income taxes (FTE)	(25,079)	(49,329)	(34,246)
Net income	\$71,564	\$50,025	\$58,853
Net income per average fully-diluted common share	\$2.67	\$1.89	\$2.29
Net income as a percentage of average shareholders' equity	11.35%	8.39%	10.85%
Net income as a percentage of average total assets	1.27%	0.92%	1.12%

Comparing 2018 with 2017, net income increased \$21.5 million. Net interest and loan fee income increased in 2018 compared with 2017 mostly attributable to higher average balances of investments and higher yields on earning assets as market interest rates rose. The increase was offset by lower average balances of loans. Net interest and loan fee income (FTE) in 2018 included a lower FTE adjustment than in 2017 due to the reduced federal corporate tax as a result of enactment of the Act. The provision for loan losses remained zero, reflecting Management's evaluation of losses inherent in the loan portfolio. In 2018, noninterest income decreased \$8.5 million compared with 2017 because 2017 results included \$8.0 million in gains of sale of securities. The non-FTE book tax provision for 2018, which reflected the tax-exempt nature of a \$585 thousand life insurance policy gain, was \$19.4 million compared with \$37.1 million for 2017, representing effective tax rates of 21.4% and 42.6%, respectively. The non-FTE book tax provision for 2017 includes \$12.3 million in adjustments to net deferred tax asset values triggered by enactment of the Act. The federal statutory tax rate was reduced from 35% in 2017 to 21% in 2018 due to the Act. The non-FTE book tax provisions for 2018 and 2017 include tax benefits of \$737 thousand and \$698 thousand, respectively, for tax deductions from the exercise of employee stock options which exceed related compensation expenses recognized in the financial statements.

Comparing 2017 with 2016, net income decreased \$8.8 million. Net interest and loan fee income increased in 2017 compared with 2016 mostly attributable to higher average balances of investments and higher net yield on taxable investments and interest-bearing cash, offset by lower average balances of loans and lower yields on those loans. The Company recorded a \$1.9 million reversal of provision for loan losses in 2017 and a \$3.2 million reversal of provision for loan losses in 2016, reflecting Management's evaluation of losses inherent in the loan portfolio. Noninterest income increased in 2017 compared with 2016 because 2017 included \$8.0 million in gains on sale of securities and higher income from merchant processing services, partially offset by lower service charges on deposit accounts. Noninterest expense increased due to a \$5.5 million loss contingency and an impairment charge of tax credit investments, partially offset by reductions in professional fees. The non-FTE tax book provision for 2017 was higher than in 2016 primarily due to a \$12.3 million charge to re-measure the Company's net deferred tax asset triggered by enactment of the Act. The 2017 income tax provision was \$698 thousand lower than it would have been under accounting standards prior to the adoption of ASU 2016-09.

Net Interest and Loan Fee Income (FTE)

The Company's primary source of revenue is net interest income, or the difference between interest income earned on loans and investment securities and interest expense paid on interest-bearing deposits and other borrowings.

Components of Net Interest and Loan Fee Income (FTE)

	For the Years Ended December 31,		
	2018	2017	2016
	(\$ in thousands)		
Interest and loan fee income	\$151,723	\$138,312	\$135,919
Interest expense	(1,959)	(1,900)	(2,116)
Net interest and loan fee income	149,764	136,412	133,803
FTE adjustment	5,646	12,182	13,142
Net interest and loan fee income (FTE)	\$155,410	\$148,594	\$146,945
Net interest margin (FTE)	2.98%	2.95%	3.03%

Comparing 2018 with 2017, net interest and loan fee income increased \$13.4 million due to higher average balances of investments (up \$270 million) and higher yield on interest earning assets (up 0.03%), offset by lower average balances of loans (down \$106 million). The FTE adjustment was lower in 2018 compared with 2017 mainly due to the reduced federal corporate tax rate as a result of enactment of the Act.

Comparing 2017 with 2016, net interest and loan fee income increased \$2.6 million mostly due to higher average balances of investments (up \$255 million) and higher yield on taxable investments (up 0.13%) and interest-bearing cash (up 0.59%), offset by lower average balances of loans (down \$109 million) and lower net yield on those loans (down 0.16%).

The yield on earning assets (FTE) was 3.02% in 2018 and 2.99% in 2017, 3.08% in 2016. The 2018 yield on earning assets (FTE) reflected higher market interest rates which offset the impact of the reduced FTE adjustment.

The Company's funding cost was 0.04% in 2018 compared with 0.04% in 2017 and 0.05% in 2016. Average balances of time deposits declined \$58 million from 2016 to 2018 while lower-cost checking and savings deposits grew 8% in the same period. Average balances of checking and saving deposits accounted for 95.6% of average total deposits in 2018 compared with 94.8% in 2017 and 94.1% in 2016.

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Summary of Average Balances, Yields/Rates and Interest Differential

The following tables present information regarding the consolidated average assets, liabilities and shareholders' equity, the amounts of interest income earned from average interest earning assets and the resulting yields, and the amounts of interest expense incurred on average interest-bearing liabilities and the resulting rates. Average loan balances include nonperforming loans. Interest income includes reversal of previously accrued interest on loans placed on non-accrual status during the period and proceeds from loans on nonaccrual status only to the extent cash payments have been received and applied as interest income and accretion of purchased loan discounts. Yields on tax-exempt securities and loans have been adjusted upward to reflect the effect of income exempt from federal income taxation at the federal statutory tax rate of 35 percent for 2016 and 2017. Due to the Tax Cuts and Jobs Act of 2017, the federal tax rate is 21 percent for 2018; as such, the upward adjustment to reflect the effect of income exempt from federal taxation is lower in 2018.

Distribution of Assets, Liabilities & Shareholders' Equity and Yields, Rates & Interest Margin

	For the Year Ended December 31, 2018		
	Average Balance	Interest Income/ Expense	Yields/ Rates
	(\$ in thousands)		
Assets			
Investment securities:			
Taxable	\$2,830,075	\$65,330	2.31%
Tax-exempt ⁽¹⁾	747,522	24,610	3.29%
Total investments ⁽¹⁾	3,577,597	89,940	2.51%
Loans:			
Taxable	1,153,549	57,240	4.96%
Tax-exempt ⁽¹⁾	55,618	2,264	4.07%
Total loans ⁽¹⁾	1,209,167	59,504	4.92%
Total interest bearing cash	425,871	7,925	1.86%
Total interest-earning assets ⁽¹⁾	5,212,635	157,369	3.02%
Other assets	407,983		
Total assets	\$5,620,618		
Liabilities and shareholders' equity			
Noninterest-bearing demand	\$2,209,924	\$-	- %
Savings and interest-bearing transaction	2,447,652	1,275	0.05%
Time less than \$100,000	119,586	279	0.23%
Time \$100,000 or more	94,919	368	0.39%
Total interest-bearing deposits	2,662,157	1,922	0.07%
Short-term borrowed funds	59,992	37	0.06%
Total interest-bearing liabilities	2,722,149	1,959	0.07%
Other liabilities	57,848		
Shareholders' equity	630,697		
Total liabilities and shareholders' equity	\$5,620,618		
Net interest spread ⁽¹⁾⁽²⁾			2.95%
Net interest and fee income and interest margin ⁽¹⁾⁽³⁾		\$155,410	2.98%

⁽¹⁾ Amounts calculated on a fully taxable equivalent basis using the current statutory federal tax rate.

⁽²⁾ Net interest spread represents the average yield earned on interest-earning assets less the average rate incurred on interest-bearing liabilities.

⁽³⁾ Net interest margin is computed by calculating the difference between interest income and expense, divided by the average balance of interest-earning assets. The net interest margin is greater than the net interest spread due to the benefit of noninterest-bearing demand deposits.

Distribution of Assets, Liabilities & Shareholders' Equity and Yields, Rates & Interest Margin

	For the Year Ended December 31, 2017		
	Average Balance	Interest Income/ Expense (\$ in thousands)	Yields/ Rates
Assets			
Investment securities:			
Taxable	\$2,498,001	\$51,445	2.06%
Tax-exempt ⁽¹⁾	809,136	31,737	3.92%
Total investments ⁽¹⁾	3,307,137	83,182	2.52%
Loans:			
Taxable	1,252,474	59,700	4.77%
Tax-exempt ⁽¹⁾	62,728	3,136	5.00%
Total loans ⁽¹⁾	1,315,202	62,836	4.78%
Total interest bearing cash	406,034	4,476	1.10%
Total interest-earning assets ⁽¹⁾	5,028,373	150,494	2.99%
Other assets			
Total assets	\$5,439,682		
Liabilities and shareholders' equity			
Noninterest-bearing demand	\$2,095,522	\$-	- %
Savings and interest-bearing transaction	2,380,841	1,123	0.05%
Time less than \$100,000	136,324	318	0.23%
Time \$100,000 or more	109,563	415	0.38%
Total interest-bearing deposits	2,626,728	1,856	0.07%
Short-term borrowed funds	69,671	44	0.06%
Total interest-bearing liabilities	2,696,399	1,900	0.07%
Other liabilities	51,405		
Shareholders' equity	596,356		
Total liabilities and shareholders' equity	\$5,439,682		
Net interest spread ⁽¹⁾⁽²⁾			2.92%
Net interest and fee income and interest margin ⁽¹⁾⁽³⁾		\$148,594	2.95%

⁽¹⁾ Amounts calculated on a fully taxable equivalent basis using the current statutory federal tax rate.

⁽²⁾ Net interest spread represents the average yield earned on interest-earning assets less the average rate incurred on interest-bearing liabilities.

⁽³⁾ Net interest margin is computed by calculating the difference between interest income and expense, divided by the average balance of interest-earning assets. The net interest margin is greater than the net interest spread due to the benefit of noninterest-bearing demand deposits.

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Distribution of Assets, Liabilities & Shareholders' Equity and Yields, Rates & Interest Margin

	For the Year Ended December 31, 2016		
	Average Balance	Interest Income/ Expense	Yields/ Rates
	(\$ in thousands)		
Assets			
Investment securities:			
Taxable	\$2,212,234	\$42,718	1.93%
Tax-exempt ⁽¹⁾	840,262	34,103	4.06%
Total investments ⁽¹⁾	<u>3,052,496</u>	<u>76,821</u>	2.52%
Loans:			
Taxable	1,356,417	66,842	4.93%
Tax-exempt ⁽¹⁾	67,842	3,530	5.20%
Total loans ⁽¹⁾	<u>1,424,259</u>	<u>70,372</u>	4.94%
Total interest bearing cash	<u>365,243</u>	<u>1,868</u>	0.51%
Total interest-earning assets ⁽¹⁾	<u>4,841,998</u>	<u>149,061</u>	3.08%
Other assets	<u>404,146</u>		
Total assets	<u><u>\$5,246,144</u></u>		
Liabilities and shareholders' equity			
Noninterest-bearing demand	\$2,026,939	\$-	- %
Savings and interest-bearing transaction	2,290,640	1,166	0.05%
Time less than \$100,000	154,022	402	0.26%
Time \$100,000 or more	<u>118,750</u>	<u>509</u>	0.43%
Total interest-bearing deposits	<u>2,563,412</u>	<u>2,077</u>	0.08%
Short-term borrowed funds	<u>61,276</u>	<u>39</u>	0.06%
Total interest-bearing liabilities	<u>2,624,688</u>	<u>2,116</u>	0.08%
Other liabilities	52,216		
Shareholders' equity	<u>542,301</u>		
Total liabilities and shareholders' equity	<u><u>\$5,246,144</u></u>		
Net interest spread ⁽¹⁾⁽²⁾			3.00%
Net interest and fee income and interest margin ⁽¹⁾⁽³⁾		<u><u>\$146,945</u></u>	3.03%

⁽¹⁾ Amounts calculated on a fully taxable equivalent basis using the current statutory federal tax rate.

⁽²⁾ Net interest spread represents the average yield earned on interest-earning assets less the average rate incurred on interest-bearing liabilities.

⁽³⁾ Net interest margin is computed by calculating the difference between interest income and expense, divided by the average balance of interest-earning assets. The net interest margin is greater than the net interest spread due to the benefit of noninterest-bearing demand deposits.

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Summary of Changes in Interest Income and Expense due to Changes in Average Asset & Liability Balances and Yields Earned & Rates Paid

The following tables set forth a summary of the changes in interest income and interest expense due to changes in average assets and liability balances (volume) and changes in average interest yields/rates for the periods indicated. Changes not solely attributable to volume or yields/rates have been allocated in proportion to the respective volume and yield/rate components.

Summary of Changes in Interest Income and Expense

	For the Year Ended December 31, 2018		
	Compared with		
	For the Year Ended December 31, 2017		
	Volume	Yield/Rate	Total
	(In thousands)		
Increase (decrease) in interest and loan fee income:			
Investment securities:			
Taxable	\$6,839	\$7,046	\$13,885
Tax-exempt ⁽¹⁾	(2,417)	(4,710)	(7,127)
Total investments ⁽¹⁾	4,422	2,336	6,758
Loans:			
Taxable	(4,715)	2,255	(2,460)
Tax-exempt ⁽¹⁾	(355)	(517)	(872)
Total loans ⁽¹⁾	(5,070)	1,738	(3,332)
Total interest bearing cash	219	3,230	3,449
Total (decrease) in interest and loan fee income ⁽¹⁾	(429)	7,304	6,875
Increase (decrease) in interest expense:			
Deposits:			
Savings and interest-bearing transaction	32	120	152
Time less than \$100,000	(39)	-	(39)
Time \$100,000 or more	(55)	8	(47)
Total interest-bearing deposits	(62)	128	66
Short-term borrowed funds	(7)	-	(7)
Total (decrease) increase in interest expense	(69)	128	59
(Decrease) increase in net interest and loan fee income ⁽¹⁾	(\$360)	\$7,176	\$6,816

⁽¹⁾ Amounts calculated on a fully taxable equivalent basis using the current statutory federal tax rate.

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Summary of Changes in Interest Income and Expense

	For the Year Ended December 31, 2017 Compared with For the Year Ended December 31, 2016		
	Volume	Yield/Rate	Total
	(In thousands)		
Increase (decrease) in interest and loan fee income:			
Investment securities:			
Taxable	\$5,518	\$3,209	\$8,727
Tax-exempt ⁽¹⁾	(1,263)	(1,103)	(2,366)
Total investments ⁽¹⁾	4,255	2,106	6,361
Loans:			
Taxable	(5,118)	(2,024)	(7,142)
Tax-exempt ⁽¹⁾	(266)	(128)	(394)
Total loans ⁽¹⁾	(5,384)	(2,152)	(7,536)
Total interest bearing cash	209	2,399	2,608
Total (decrease) increase in interest and loan fee income ⁽¹⁾	(920)	2,353	1,433
Increase (decrease) in interest expense:			
Deposits:			
Savings and interest-bearing transaction	46	(89)	(43)
Time less than \$100,000	(46)	(38)	(84)
Time \$100,000 or more	(39)	(55)	(94)
Total interest-bearing deposits	(39)	(182)	(221)
Short-term borrowed funds	5	-	5
Total decrease in interest expense	(34)	(182)	(216)
(Decrease) increase in net interest and loan fee income ⁽¹⁾	(\$886)	\$2,535	\$1,649

⁽¹⁾ Amounts calculated on a fully taxable equivalent basis using the current statutory federal tax rate.

Provision for Loan Losses

The Company manages credit costs by consistently enforcing conservative underwriting and administration procedures and aggressively pursuing collection efforts with debtors experiencing financial difficulties. The provision for loan losses reflects Management's assessment of credit risk in the loan portfolio during each of the periods presented.

The Company provided no provision for loan losses in 2018. The Company recorded a reversal of the provision for loan losses of \$1.9 million in 2017 and \$3.2 million in 2016. Classified loans declined \$9.3 million (which included nonperforming loans of \$4.9 million) in 2018. The provision for loan losses was zero in 2018, reflecting Management's evaluation of losses inherent in the loan portfolio. At December 31, 2018, the Company had \$5.7 million in residential real estate secured loans which are indemnified from loss by the FDIC up to eighty percent of principal; the indemnification expired February 6, 2019. For further information regarding credit risk, net credit losses and the allowance for loan losses, see the "Loan Portfolio Credit Risk" and "Allowance for Loan Losses" sections of this Report.

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Noninterest Income

Components of Noninterest Income

	For the Years Ended December 31,		
	2018	2017	2016
	(In thousands)		
Service charges on deposit accounts	\$18,508	\$19,612	\$20,854
Merchant processing services	9,630	8,426	6,377
Debit card fees	6,643	6,421	6,290
Trust fees	2,938	2,875	2,686
ATM processing fees	2,752	2,610	2,411
Other service fees	2,567	2,584	2,571
Life insurance gains	585	-	-
Financial services commissions	499	639	568
Equity securities (losses) gains	(52)	7,955	-
Other noninterest income	4,079	5,506	4,817
Total Noninterest Income	<u>\$48,149</u>	<u>\$56,628</u>	<u>\$46,574</u>

In 2018, noninterest income decreased \$8.5 million compared with 2017 primarily because 2017 results included \$8.0 million in gains on sale of securities. Service charges on deposit accounts decreased \$1.1 million due to declines in fees for overdrafts, checking accounts and analyzed accounts. The decreases in other noninterest income were partially offset by an increase in merchant processing services fees of \$1.2 million due to successful sales efforts and higher transaction volumes and a \$585 thousand life insurance gain in 2018.

In 2017, noninterest income increased \$10.1 million compared with 2016 mainly due to \$8.0 million in gains on sale of securities. Merchant processing services fees increased \$2.0 million due to successful sales efforts and higher transaction volumes. ATM processing fees and debit card fees increased \$199 thousand and \$131 thousand, respectively, primarily due to increased transaction volumes. Trust fees increased \$189 thousand due to successful sales efforts. Offsetting the increase were service charges on deposits which decreased \$1.2 million due to declines in fees charged on overdrawn and insufficient funds accounts (down \$1.0 million) and lower fees on analyzed accounts (down \$220 thousand).

Noninterest Expense

Components of Noninterest Expense

	For the Years Ended December 31,		
	2018	2017	2016
	(In thousands)		
Salaries and related benefits	\$53,007	\$51,519	\$51,507
Occupancy and equipment	19,679	19,430	19,017
Outsourced data processing services	9,229	9,035	8,505
Loss contingency	3,500	5,542	3
Professional fees	2,842	2,161	3,980
Amortization of identifiable intangibles	1,921	3,077	3,504
Courier service	1,779	1,732	1,952
Impairment of tax credit investments	-	625	-
Other noninterest expense	14,959	14,647	15,152
Total Noninterest Expense	<u>\$106,916</u>	<u>\$107,768</u>	<u>\$103,620</u>

In 2018, noninterest expense decreased \$852 thousand compared with 2017. The 2018 noninterest expense included a \$3.5 million mediated settlement to dismiss a lawsuit, subject to court approval. The 2017 noninterest expense included a \$5.5 million loss contingency and a \$625 thousand impairment of low income housing limited partnership investments due to enactment of the Act. The 2017 loss contingency represents the Company's estimated refunds to customers of revenue recognized in prior years. Salaries and related benefits increased \$1.5 million primarily due to the annual merit increase cycle and higher incentives and employee benefit costs. Professional fees increased \$681 thousand due to higher legal and consulting fees. Amortization of intangibles decreased \$1.2 million as assets are amortized on a declining balance method.

In 2017, noninterest expense increased \$4.1 million compared with 2016. The 2017 noninterest expense included a \$5.5 million loss contingency and a \$625 thousand impairment of low income housing limited partnership investments due to enactment of the Act. The loss contingency represents the Company's estimated refunds to customers of revenue recognized in prior years. Expenses for occupancy and equipment increased \$413 thousand due to technology upgrades. Outsourced data processing services expense increased \$530 thousand primarily due to additional processing services. Professional fees decreased \$1.8 million due to lower legal fees associated with nonperforming assets. Amortization of intangibles decreased \$427 thousand as assets are amortized on a declining balance method. Other noninterest expense decreased \$505 thousand primarily due to lower insurance premiums.

Provision for Income Tax

The Company's income tax provision was \$19.4 million in 2018 compared with \$37.1 million in 2017 and \$21.1 million in 2016, representing effective tax rates of 21.4%, 42.6% and 26.4%, respectively. The 2017 income tax provision included a \$12.3 million charge to re-measure the Company's net deferred tax asset triggered by enactment of the Tax Cuts and Jobs Act of 2017. The book tax provisions for 2018 and 2017 include tax benefits of \$737 thousand and \$698 thousand, respectively, for tax deductions from the exercise of employee stock options which exceed related compensation expenses recognized in the financial statements. The lower effective tax rate for 2018 reflects a reduction in the federal corporate tax rate as a result of enactment of the Act and the tax-exempt nature of a \$585 thousand life insurance policy gain.

Investment Securities Portfolio

The Company maintains an investment securities portfolio consisting of securities issued by the U.S. Treasury, U.S. Government sponsored entities, agency and non-agency mortgage backed securities, state and political subdivisions, corporations, and other securities.

Management has increased the investment securities portfolio in response to deposit growth and loan volume declines. The average carrying value of the Company's investment securities portfolio was \$3.6 billion for the year ended December 31, 2018 compared with \$3.4 billion for the year ended December 31, 2017.

Management continually evaluates the Company's investment securities portfolio in response to established asset/liability management objectives, changing market conditions that could affect profitability, liquidity, and the level of interest rate risk to which the Company is exposed. These evaluations may cause Management to change the level of funds the Company deploys into investment securities and change the composition of the Company's investment securities portfolio. In the year ended December 31, 2018, Management increased the holdings of corporate securities in order to improve yields without extending the duration of the bond portfolio.

At December 31, 2018, substantially all of the Company's investment securities continue to be investment grade rated by one or more major rating agencies. In addition to monitoring credit rating agency evaluations, Management performs its own evaluations regarding the credit worthiness of the issuer or the securitized assets underlying asset-backed securities. The Company's procedures for evaluating investments in securities are in accordance with guidance issued by the Board of Governors of the Federal Reserve System, "Investing in Securities without Reliance on Nationally Recognized Statistical Rating Agencies" (SR 12-15) and other regulatory guidance. There have been no significant differences in the Company's internal analyses compared with the ratings assigned by the third party credit rating agencies.

During the third quarter 2018, the Atlantic hurricane season caused severe damage within many U.S. states. Management evaluated investment security exposures within the counties receiving disaster designations. The Company's exposures are limited to municipal bond and utility provider corporate debt from issuers within South Carolina counties, the state of North Carolina and the Florida panhandle, and has determined that the storms had no material impact on the valuation of its investment securities.

Effective January 1, 2018, upon adoption of ASU 2016-01, equity securities included in the Company's available for sale portfolio of \$1,800 thousand were reclassified to equity securities. The reclassification of equity securities resulted in recording a cumulative effect adjustment to decrease retained earnings by \$142 thousand, net of tax.

At December 31, 2018, the market value of equity securities was \$1,747 thousand. During the year ended December 31, 2018, the Company recognized gross unrealized holding losses of \$52 thousand in earnings.

The following table shows the fair value carrying amount of the Company's equity securities and debt securities available for sale as of the dates indicated:

	At December 31,		
	2018	2017	2016
	(In thousands)		
Equity securities:			
Mutual funds	\$1,747	\$1,800	\$1,815
FHLMC ⁽¹⁾ and FNMA stock ⁽²⁾	-	-	10,869
Other securities	-	-	656
Total equity securities	<u>1,747</u>	<u>1,800</u>	<u>13,340</u>
Debt securities available for sale:			
U.S. Treasury securities	139,574	-	-
Securities of U.S. Government sponsored entities	164,018	119,319	138,660
Agency residential mortgage-backed securities (MBS)	853,871	767,706	691,499
Non-agency residential MBS	114	154	271
Agency commercial MBS	1,842	2,219	-
Securities of U.S. Government entities	1,119	1,590	2,025
Obligations of states and political subdivisions	179,091	185,221	183,411
Asset-backed securities	-	-	695
Corporate securities	1,315,041	1,115,498	860,857
Total debt securities available for sale	<u>2,654,670</u>	<u>2,191,707</u>	<u>1,877,418</u>
Total	<u>\$2,656,417</u>	<u>\$2,193,507</u>	<u>\$1,890,758</u>

⁽¹⁾ Federal Home Loan Mortgage Corporation

⁽²⁾ Federal National Mortgage Association

The following table sets forth the relative maturities and contractual yields of the Company's debt securities available for sale (stated at fair value) at December 31, 2018. Yields on state and political subdivision securities have been calculated on a fully taxable equivalent basis using the current federal statutory rate. Mortgage-backed securities are shown separately because they are typically paid in monthly installments over a number of years.

Debt Securities Available for Sale Maturity Distribution

	At December 31, 2018					
	Within one year	After one but within five years	After five but within ten years	After ten years	Mortgage-backed	Total
	(\$ in thousands)					
U.S. Treasury securities	\$139,574	\$ -	\$ -	\$ -	\$ -	\$139,574
Interest rate	2.33%	- %	- %	- %	- %	2.33%
Securities of U.S. Government sponsored entities	990	163,028	-	-	-	164,018
Interest rate	2.00%	2.28%	- %	- %	- %	2.28%
Securities of U.S. Government entities	-	-	1,119	-	-	1,119
Interest rate	- %	- %	3.49%	- %	- %	3.49%
Obligations of states and political subdivisions	17,774	39,589	84,758	36,970	-	179,091
Interest rate	2.61%	4.27%	4.34%	2.91%	- %	3.74%
Corporate securities	103,638	1,211,403	-	-	-	1,315,041
Interest rate	2.28%	2.72%	- %	- %	- %	2.69%
Subtotal	<u>261,976</u>	<u>1,414,020</u>	<u>85,877</u>	<u>36,970</u>	<u>-</u>	<u>1,798,843</u>
Interest rate	2.33%	2.71%	4.33%	2.91%	- %	2.73%
MBS	-	-	-	-	855,827	855,827
Interest rate	- %	- %	- %	- %	2.28%	2.28%
Total	<u>\$261,976</u>	<u>\$1,414,020</u>	<u>\$85,877</u>	<u>\$36,970</u>	<u>\$855,827</u>	<u>\$2,654,670</u>
Interest rate	2.33%	2.71%	4.33%	2.91%	2.28%	2.55%

The following table shows the amortized cost carrying amount and fair value of the Company's debt securities held to maturity as of the dates indicated:

	At December 31,		
	2018	2017	2016
	(In thousands)		
Securities of U.S. Government sponsored entities	\$ -	\$ -	\$581
Agency residential MBS	447,332	545,883	668,235
Non-agency residential MBS	3,387	4,462	5,370
Agency commercial MBS	-	9,041	9,332
Obligations of states and political subdivisions	533,890	599,478	662,794
Total	<u>\$984,609</u>	<u>\$1,158,864</u>	<u>\$1,346,312</u>
Fair value	<u>\$971,445</u>	<u>\$1,155,342</u>	<u>\$1,340,741</u>

The following table sets forth the relative maturities and contractual yields of the Company's debt securities held to maturity at December 31, 2018. Yields on state and political subdivision securities have been calculated on a fully taxable equivalent basis using the current federal statutory rate. Mortgage-backed securities are shown separately because they are typically paid in monthly installments over a number of years.

Debt Securities Held to Maturity Maturity Distribution

	At December 31, 2018					Total
	Within one year	After one but within five years	After five but within ten years	After ten years	Mortgage-backed	
	(\$ in thousands)					
Obligations of states and political subdivisions	\$86,172	\$214,137	\$232,544	\$1,037	\$ -	\$533,890
Interest rate	2.15%	2.73%	3.62%	3.53%	- %	3.00%
MBS	-	-	-	-	450,719	450,719
Interest rate	- %	- %	- %	- %	2.07%	2.07%
Total	<u>\$86,172</u>	<u>\$214,137</u>	<u>\$232,544</u>	<u>\$1,037</u>	<u>\$450,719</u>	<u>\$984,609</u>
Interest rate	2.15%	2.73%	3.62%	3.53%	2.07%	2.58%

The following table summarizes total corporate securities by the industry sector in which the issuing companies operate:

	At December 31,			
	2018		2017	
	Market value	As a percent of total corporate securities	Market value	As a percent of total corporate securities
	(\$ in thousands)			
Basic materials	\$30,410	2%	\$35,219	3%
Communications	49,642	4%	50,763	5%
Consumer, cyclical	58,430	5%	12,592	1%
Consumer, non-cyclical	169,851	13%	133,476	12%
Energy	19,668	1%	-	0%
Financial	531,512	40%	525,932	47%
Industrial	152,636	12%	129,989	12%
Technology	105,324	8%	71,708	6%
Utilities	197,568	15%	155,819	14%
Total corporate securities	<u>\$1,315,041</u>	<u>100%</u>	<u>\$1,115,498</u>	<u>100%</u>

The following tables summarize the total general obligation and revenue bonds issued by states and political subdivisions held in the Company's investment securities portfolios as of the dates indicated, identifying the state in which the issuing government municipality or agency operates.

At December 31, 2018, the Company's investment securities portfolios included securities issued by 583 state and local government municipalities and agencies located within 43 states. None of the Company's investment securities were issued by Puerto Rican government entities. The largest exposure to any one municipality or agency was \$9.3 million (fair value) represented by eight general obligation bonds.

	At December 31, 2018	
	Amortized Cost	Fair Value
	(In thousands)	
Obligations of states and political subdivisions:		
General obligation bonds:		
California	\$104,607	\$105,730
Texas	56,653	56,286
New Jersey	35,501	35,527
Minnesota	29,609	29,593
Other (35 states)	267,402	266,136
Total general obligation bonds	<u>\$493,772</u>	<u>\$493,272</u>
Revenue bonds:		
California	\$35,164	\$35,399
Kentucky	19,320	19,328
Colorado	14,564	14,539
Washington	13,034	13,228
Iowa	13,202	13,052
Indiana	12,007	12,034
Other (28 states)	113,047	112,805
Total revenue bonds	<u>\$220,338</u>	<u>\$220,385</u>
Total obligations of states and political subdivisions	<u><u>\$714,110</u></u>	<u><u>\$713,657</u></u>

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At December 31, 2017, the Company's investment securities portfolios included securities issued by 647 state and local government municipalities and agencies located within 44 states. None of the Company's investment securities were issued by Puerto Rican government entities. The largest exposure to any one municipality or agency was \$10.0 million (fair value) represented by nine general obligation bonds.

	At December 31, 2017	
	Amortized Cost	Fair Value
	(In thousands)	
Obligations of states and political subdivisions:		
General obligation bonds:		
California	\$104,330	\$106,311
Texas	66,636	66,699
New Jersey	39,387	39,612
Minnesota	30,485	30,707
Other (36 states)	292,102	294,779
Total general obligation bonds	<u>\$532,940</u>	<u>\$538,108</u>
Revenue bonds:		
California	\$38,838	\$39,660
Kentucky	21,731	21,958
Iowa	17,304	17,287
Colorado	14,956	15,086
Washington	13,506	13,963
Indiana	12,914	13,054
Other (29 states)	130,196	131,301
Total revenue bonds	<u>\$249,445</u>	<u>\$252,309</u>
Total obligations of states and political subdivisions	<u><u>\$782,385</u></u>	<u><u>\$790,417</u></u>

At December 31, 2018 and 2017, the revenue bonds in the Company's investment securities portfolios were issued by state and local government municipalities and agencies to fund public services such as water utility, sewer utility, recreational and school facilities, and general public and economic improvements. The revenue bonds were payable from 22 revenue sources at December 31, 2018 and at December 31, 2017. The revenue sources that represent 5% or more individually of the total revenue bonds are summarized in the following tables.

	At December 31, 2018	
	Amortized Cost	Fair Value
	(In thousands)	
Revenue bonds by revenue source:		
Water	\$46,326	\$46,671
Sales tax	28,264	28,517
Sewer	28,335	28,502
Lease (renewal)	17,013	17,051
College & University	13,919	13,714
Other (17 sources)	86,481	85,930
Total revenue bonds by revenue source	<u>\$220,338</u>	<u>\$220,385</u>

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	At December 31, 2017	
	Amortized	Fair
	Cost	Value
	(In thousands)	
Revenue bonds by revenue source:		
Water	\$50,737	\$51,854
Sewer	30,427	31,030
Sales tax	30,233	30,777
Lease (renewal)	20,007	20,235
College & University	17,230	17,087
Other (17 sources)	100,811	101,326
Total revenue bonds by revenue source	<u>\$249,445</u>	<u>\$252,309</u>

See Note 2 to the consolidated financial statements for additional information related to the investment securities.

Loan Portfolio

The Company originates loans with the intent to hold such assets until principal is repaid. Management follows written loan underwriting policies and procedures which are approved by the Bank's Board of Directors. Loans are underwritten following approved underwriting standards and lending authorities within a formalized organizational structure. The Board of Directors also approves independent real estate appraisers to be used in obtaining estimated values for real property serving as loan collateral. Prevailing economic trends and conditions are also taken into consideration in loan underwriting practices.

All loan applications must be for clearly defined legitimate purposes with a determinable primary source of repayment, and as appropriate, secondary sources of repayment. All loans are supported by appropriate documentation such as current financial statements, tax returns, credit reports, collateral information, guarantor asset verification, title reports, appraisals, and other relevant documentation.

Commercial loans represent term loans used to acquire durable business assets or revolving lines of credit used to finance working capital. Underwriting practices evaluate each borrower's cash flow as the principal source of loan repayment. Commercial loans are generally secured by the borrower's business assets as a secondary source of repayment. Commercial loans are evaluated for credit-worthiness based on prior loan performance and borrower financial information including cash flow, borrower net worth and aggregate debt.

Commercial real estate loans represent term loans used to acquire or refinance real estate to be operated by the borrower in a commercial capacity. Underwriting practices evaluate each borrower's global cash flow as the principal source of loan repayment, independent appraisal of value of the property, and other relevant factors. Commercial real estate loans are generally secured by a first lien on the property as a secondary source of repayment.

Real estate construction loans represent the financing of real estate development. Loan principal disbursements are controlled through the use of project budgets, and disbursements are approved based on construction progress, which is validated by project site inspections. A first lien on the real estate serves as collateral to secure the loan.

Residential real estate loans generally represent first lien mortgages used by the borrower to purchase or refinance a principal residence. For interest-rate risk purposes, the Company offers only fully-amortizing, adjustable-rate mortgages. In underwriting first lien mortgages, the Company evaluates each borrower's ability to repay the loan, an independent appraisal of the value of the property, and other relevant factors. The Company does not offer riskier mortgage products, such as non-amortizing "interest-only" mortgages and "negative amortization" mortgages.

For loans secured by real estate, the Bank requires title insurance to insure the status of its lien and each borrower is obligated to insure the real estate collateral, naming the Company as loss payee, in an amount sufficient to repay the principal amount outstanding in the event of a property casualty loss.

Consumer installment and other loans are predominantly comprised of indirect automobile loans with underwriting based on credit history and scores, personal income, debt service capacity, and collateral values.

Loan volumes have declined due to payoffs and problem loan workout activities, particularly with purchased loans, and reduced volumes of loan originations. The Company did not take an aggressive posture relative to loan portfolio growth during the post-recession period of historically low interest rates. Management increased investment securities as loan volumes declined.

The following table shows the composition of the loan portfolio of the Company by type of loan and type of borrower, on the dates indicated:

Loan Portfolio

	At December 31,				
	2018	2017	2016	2015	2014
	(In thousands)				
Commercial	\$275,080	\$335,996	\$354,697	\$382,748	\$391,815
Commercial real estate	580,480	568,584	542,171	637,456	718,604
Construction	3,982	5,649	2,555	3,951	13,872
Residential real estate	44,866	65,183	87,724	120,091	149,827
Consumer installment and other	302,794	312,570	365,564	389,150	426,172
Total loans	<u>\$1,207,202</u>	<u>\$1,287,982</u>	<u>\$1,352,711</u>	<u>\$1,533,396</u>	<u>\$1,700,290</u>

The following table shows the maturity distribution and interest rate sensitivity of commercial, commercial real estate, and construction loans at December 31, 2018. Balances exclude residential real estate loans and consumer loans totaling \$347.7 million. These types of loans are typically paid in monthly installments over a number of years.

Loan Maturity Distribution

	At December 31, 2018			
	Within One Year	One to Five Years	After Five Years	Total
	(In thousands)			
Commercial and Commercial real estate	\$105,197	\$186,315	\$564,048	\$855,560
Construction	3,982	-	-	3,982
Total	<u>\$109,179</u>	<u>\$186,315</u>	<u>\$564,048</u>	<u>\$859,542</u>
Loans with fixed interest rates	\$42,082	\$75,003	\$42,152	\$159,237
Loans with floating or adjustable interest rates	67,097	111,312	521,896	700,305
Total	<u>\$109,179</u>	<u>\$186,315</u>	<u>\$564,048</u>	<u>\$859,542</u>

Commitments and Letters of Credit

The Company issues formal commitments on lines of credit to well-established and financially responsible commercial enterprises. Such commitments can be either secured or unsecured and are typically in the form of revolving lines of credit for seasonal working capital needs. Occasionally, such commitments are in the form of letters of credit to facilitate the customers' particular business transactions. Commitment fees are generally charged for commitments and letters of credit. Commitments on lines of credit and letters of credit typically mature within one year. For further information, see the accompanying notes to the consolidated financial statements.

Loan Portfolio Credit Risk

The Company extends loans to commercial and consumer customers which expose the Company to the risk borrowers will default, causing loan losses. The Company's lending activities are exposed to various qualitative risks. All loan segments are exposed to risks inherent in the economy and market conditions. Significant risk characteristics related to the commercial loan segment include the borrowers' business performance and financial condition, and the value of collateral for secured loans. Significant risk characteristics related to the commercial real estate segment include the borrowers' business performance and the value of properties collateralizing the loans. Significant risk characteristics related to the construction loan segment include the borrowers' performance in successfully developing the real estate into the intended purpose and the value of the property collateralizing the loans. Significant risk characteristics related to the residential real estate segment include the borrowers' financial wherewithal to service the mortgages and the value of the property collateralizing the loans. Significant risk

characteristics related to the consumer loan segment include the financial condition of the borrowers and the value of collateral securing the loans.

The preparation of the financial statements requires Management to estimate the amount of losses inherent in the loan portfolio and establish an allowance for credit losses. The allowance for credit losses is maintained by assessing or reversing a provision for loan losses through the Company's earnings. In estimating credit losses, Management must exercise judgment in evaluating information deemed relevant, such as financial information regarding individual borrowers, overall credit loss experience, the amount of past due, nonperforming and classified loans, recommendations of regulatory authorities, prevailing economic conditions and other information. The amount of ultimate losses on the loan portfolio can vary from the estimated amounts. Management follows a systematic methodology to estimate loss potential in an effort to reduce the differences between estimated and actual losses.

The Company closely monitors the markets in which it conducts its lending operations and follows a strategy to control exposure to loans with high credit risk. The Bank's organization structure separates the functions of business development and loan underwriting; Management believes this segregation of duties avoids inherent conflicts of combining business development and loan approval functions. In measuring and managing credit risk, the Company adheres to the following practices.

- The Bank maintains a Loan Review Department which reports directly to the audit committee of the Board of Directors. The Loan Review Department performs independent evaluations of loans to challenge the credit risk grades assigned by Management using grading standards employed by bank regulatory agencies. Those loans judged to carry higher risk attributes are referred to as "classified loans." Classified loans receive elevated Management attention to maximize collection.
- The Bank maintains two loan administration offices whose sole responsibility is to manage and collect classified loans.

Classified loans with higher levels of credit risk are further designated as "nonaccrual loans." Management places classified loans on nonaccrual status when full collection of contractual interest and principal payments is in doubt. Uncollected interest previously accrued on loans placed on nonaccrual status is reversed as a charge against interest income. The Company does not accrue interest income on loans following placement on nonaccrual status. Interest payments received on nonaccrual loans are applied to reduce the carrying amount of the loan unless the carrying amount is well secured by loan collateral. "Nonperforming assets" include nonaccrual loans, loans 90 or more days past due and still accruing, and repossessed loan collateral (commonly referred to as "Other Real Estate Owned").

Nonperforming Assets

	At December 31,				
	2018	2017	2016	2015	2014
	(In thousands)				
Nonperforming nonaccrual loans	\$998	\$1,641	\$3,956	\$14,648	\$17,494
Performing nonaccrual loans	3,870	4,285	4,429	350	110
Total nonaccrual loans	4,868	5,926	8,385	14,998	17,604
Accruing loans 90 or more days past due	551	531	497	295	502
Total nonperforming loans	5,419	6,457	8,882	15,293	18,106
Other real estate owned	350	1,426	3,095	9,264	6,374
Total nonperforming assets	<u>\$5,769</u>	<u>\$7,883</u>	<u>\$11,977</u>	<u>\$24,557</u>	<u>\$24,480</u>

Nonperforming assets have declined during 2018 due to payoffs, chargeoffs and sale of Other Real Estate Owned. At December 31, 2018, one loan secured by commercial real estate with a balance of \$3.9 million was on nonaccrual status. The remaining four nonaccrual loans held at December 31, 2018 had an average carrying value of \$250 thousand and the largest carrying value was \$516 thousand.

Management believes the overall credit quality of the loan portfolio is reasonably stable; however, classified and nonperforming assets could fluctuate from period to period. The performance of any individual loan can be affected by external factors such as the interest rate environment, economic conditions, and collateral values or factors particular to the borrower. No assurance can be given that additional increases in nonaccrual and delinquent loans will not occur in the future.

Allowance for Credit Losses

The Company's allowance for loan losses represents Management's estimate of loan losses inherent in the loan portfolio. In evaluating credit risk for loans, Management measures loss potential of the carrying value of loans. As described above, payments received on nonaccrual loans may be applied against the principal balance of the loans until such time as full collection of the remaining recorded balance is expected.

The following table summarizes the allowance for loan losses, chargeoffs and recoveries for the periods indicated:

	For the Years Ended December 31,				
	2018	2017	2016	2015	2014
	(\$ in thousands)				
Analysis of the Allowance for Loan Losses					
Balance, beginning of period	\$23,009	\$25,954	\$29,771	\$31,485	\$31,693
(Reversal of) provision for loan losses	-	(1,900)	(3,200)	-	2,800
Loans charged off:					
Commercial	(513)	(961)	(2,023)	(756)	(2,152)
Commercial real estate	(240)	-	-	(449)	(1,022)
Construction	-	-	-	(431)	-
Residential real estate	-	-	-	-	(30)
Consumer and other installment	(4,124)	(4,957)	(4,749)	(3,493)	(4,214)
Total chargeoffs	<u>(4,877)</u>	<u>(5,918)</u>	<u>(6,772)</u>	<u>(5,129)</u>	<u>(7,418)</u>
Recoveries of loans previously charged off:					
Commercial	1,447	762	4,028	1,174	2,275
Commercial real estate	-	88	554	290	213
Construction	-	1,899	-	45	53
Consumer and other installment	1,772	2,124	1,573	1,906	1,869
Total recoveries	<u>3,219</u>	<u>4,873</u>	<u>6,155</u>	<u>3,415</u>	<u>4,410</u>
Net loan losses	<u>(1,658)</u>	<u>(1,045)</u>	<u>(617)</u>	<u>(1,714)</u>	<u>(3,008)</u>
Balance, end of period	<u>\$21,351</u>	<u>\$23,009</u>	<u>\$25,954</u>	<u>\$29,771</u>	<u>\$31,485</u>
Net loan losses as a percentage of average loans	0.14%	0.08%	0.04%	0.11%	0.17%

The Company's allowance for loan losses is maintained at a level considered appropriate to provide for losses that can be estimated based upon specific and general conditions. These include conditions unique to individual borrowers, as well as overall loan loss experience, the amount of past due, nonperforming and classified loans, recommendations of regulatory authorities, prevailing economic conditions and other factors. A portion of the allowance is individually allocated to impaired loans whose full collectability of principal is uncertain. Such allocations are determined by Management based on loan-by-loan analyses. The Company evaluates for impairment all loans with outstanding principal balances in excess of \$500 thousand which are classified or on nonaccrual status and all "troubled debt restructured" loans. The remainder of the loan portfolio is collectively evaluated for impairment based in part on quantitative analyses of historical loan loss experience of loan portfolio segments to determine standard loss rates for each segment. The loss rate for each loan portfolio segment reflects both the historical loss experience during a look-back period and a loss emergence period. Liquidating purchased consumer installment loans are evaluated separately by applying historical loss rates to forecasted liquidating principal balances to measure losses inherent in this portfolio segment. The loss rates are applied to segmented loan balances to allocate the allowance to the segments of the loan portfolio.

The remainder of the allowance is considered to be unallocated. The unallocated allowance is established to provide for probable losses that have been incurred as of the reporting date but not reflected in the allocated allowance. The unallocated allowance addresses additional qualitative factors consistent with Management's analysis of the level of risks inherent in the loan portfolio, which are related to the risks of the Company's general lending activity. Included in the unallocated allowance is the risk of losses that are attributable to national or local economic or industry trends which have occurred but have not yet been recognized in loan chargeoff history (external factors). The primary external factor evaluated by the Company and the judgmental amount of unallocated reserve assigned by Management as of December 31, 2018 is economic and business conditions \$0.4 million. Also included in the unallocated allowance is the risk of losses attributable to general attributes of the Company's loan portfolio and credit administration (internal factors). The internal factors evaluated by the Company and the judgmental amount of unallocated reserve assigned by Management are: loan review system \$0.9 million, adequacy of lending Management and staff \$0.8 million and concentrations of credit \$1.0 million.

The following table presents the allocation of the allowance for loan losses as of December 31 for the years indicated:

	2018		2017		At December 31, 2016		2015		2014	
	Allocation of the Allowance Balance	Loans as Percent of Total Loans	Allocation of the Allowance Balance	Loans as Percent of Total Loans	Allocation of the Allowance Balance	Loans as Percent of Total Loans	Allocation of the Allowance Balance	Loans as Percent of Total Loans	Allocation of the Allowance Balance	Loans as Percent of Total Loans
	(\$ in thousands)									
Commercial	\$6,311	23%	\$7,746	26%	\$8,327	26%	\$9,559	25%	\$5,460	23%
Commercial real estate	3,884	48%	3,849	44%	3,330	40%	4,212	42%	4,245	42%
Construction	1,465	- %	335	1%	152	- %	235	- %	654	1%
Residential real estate	869	4%	995	5%	1,330	7%	1,801	8%	2,241	9%
Consumer installment and other	5,645	25%	6,418	24%	7,980	27%	8,001	25%	9,827	25%
Unallocated portion	3,177	- %	3,666	- %	4,835	- %	5,963	- %	9,058	- %
Total	\$21,351	100%	\$23,009	100%	\$25,954	100%	\$29,771	100%	\$31,485	100%

The portion of the allowance for loan losses ascribed to loan segments changed from December 31, 2017 to December 31, 2018 based on Management's evaluation of credit risk. The allowance for loan losses ascribed to commercial loans declined due to the improved financial performance of a specific borrower. The allowance for loan losses ascribed to construction loans increased based on an increased level of credit exposure relative to real property values. The allowance for loan losses ascribed to consumer installment loans declined due to Management's measurement of a shortened loss emergence period.

Allowance for Loan Losses For the Year Ended December 31, 2018							
	Commercial	Commercial Real Estate	Construction	Residential Real Estate	Consumer Installment and Other	Unallocated	Total
	(In thousands)						
Allowance for loan losses:							
Balance at beginning of period	\$7,746	\$3,849	\$335	\$995	\$6,418	\$3,666	\$23,009
(Reversal) provision	(2,369)	275	1,130	(126)	1,579	(489)	-
Chargeoffs	(513)	(240)	-	-	(4,124)	-	(4,877)
Recoveries	1,447	-	-	-	1,772	-	3,219
Total allowance for loan losses	\$6,311	\$3,884	\$1,465	\$869	\$5,645	\$3,177	\$21,351

Allowance for Loan Losses and Recorded Investment in Loans Evaluated for Impairment At December 31, 2018							
	Commercial	Commercial Real Estate	Construction	Residential Real Estate	Consumer Installment and Other	Unallocated	Total
	(In thousands)						
Allowance for loan losses:							
Individually evaluated for impairment	\$2,752	\$-	\$-	\$-	\$-	\$-	\$2,752
Collectively evaluated for impairment	3,559	3,884	1,465	869	5,645	3,177	18,599
Purchased loans with evidence of credit deterioration	-	-	-	-	-	-	-
Total	\$6,311	\$3,884	\$1,465	\$869	\$5,645	\$3,177	\$21,351
Carrying value of loans:							
Individually evaluated for impairment	\$9,921	\$8,217	\$-	\$717	\$-	\$-	\$18,855
Collectively evaluated for impairment	265,136	572,042	3,982	44,149	302,651	-	1,187,960
Purchased loans with evidence of credit deterioration	23	221	-	-	143	-	387
Total	\$275,080	\$580,480	\$3,982	\$44,866	\$302,794	\$-	\$1,207,202

Management considers the \$21.4 million allowance for loan losses to be adequate as a reserve against probable incurred loan losses in the loan portfolio as of December 31, 2018.

See Note 3 to the consolidated financial statements for additional information related to the loan portfolio, loan portfolio credit risk, and allowance for loan losses.

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Asset/Liability and Market Risk Management

Asset/liability management involves the evaluation, monitoring and management of interest rate risk, market risk, liquidity and funding. The fundamental objective of the Company's management of assets and liabilities is to maximize its economic value while maintaining adequate liquidity and a conservative level of interest rate risk.

Interest Rate Risk

Interest rate risk is a significant market risk affecting the Company. Many factors affect the Company's exposure to interest rates, such as general economic and financial conditions, customer preferences, historical pricing relationships, and re-pricing characteristics of financial instruments. Financial instruments may mature or re-price at different times. Financial instruments may re-price at the same time but by different amounts. Short-term and long-term market interest rates may change by different amounts. The timing and amount of cash flows of various financial instruments may change as interest rates change. In addition, the changing levels of interest rates may have an impact on loan demand and demand for various deposit products.

The Company's earnings are affected not only by general economic conditions, but also by the monetary and fiscal policies of the United States government and its agencies, particularly the FOMC. The monetary policies of the FOMC can influence the overall growth of loans, investment securities, and deposits and the level of interest rates earned on loans and investment securities and paid for deposits and other borrowings. The nature and impact of future changes in monetary policies are generally not predictable.

Management attempts to manage interest rate risk while enhancing the net interest margin and net interest income. At times, depending on expected increases or decreases in market interest rates, the relationship between long and short-term interest rates, market conditions and competitive factors, Management may adjust the Company's interest rate risk position. The Company's results of operations and net portfolio values remain subject to changes in interest rates and to fluctuations in the difference between long and short-term interest rates.

Management monitors the Company's interest rate risk using a purchased simulation model, which is periodically validated using supervisory guidance issued by the Board of Governors of the Federal Reserve System, SR 11-7 "Guidance on Model Risk Management." Management measures its exposure to interest rate risk using both a static and dynamic composition of financial instruments. Within the static composition simulation, cash flows are assumed redeployed into like financial instruments at prevailing rates and yields. Within the dynamic composition simulation, Management makes assumptions regarding the expected change in the volume of financial instruments given the assumed change in market interest rates. Both simulations are used to measure expected changes in net interest income assuming various levels of change in market interest rates.

The Company's asset and liability position was slightly "asset sensitive" at December 31, 2018, depending on the interest rate assumptions applied to each simulation model. An "asset sensitive" position results in a slightly larger change in interest income than in interest expense resulting from application of assumed interest rate changes.

At December 31, 2018, Management's measurements of estimated changes in net interest income were:

Static Simulation:

Assumed Immediate Parallel Shift in Interest Rates	-1.00%	0.00%	+1.00%
First Year Change in Net Interest Income	-7.50%	0.00%	+5.30%

Dynamic Simulation:

Assumed Change in Interest Rates Over 1 Year	-1.00%	0.00%	+1.00%
First Year Change in Net Interest Income	-3.60%	0.00%	+2.80%

Simulation estimates depend on, and will change with, the size and mix of the actual and projected composition of financial instruments at the time of each simulation.

The Company does not currently engage in trading activities or use derivative instruments to manage interest rate risk, even though such activities may be permitted with the approval of the Company's Board of Directors.

Market Risk - Equity Markets

Equity price risk can affect the Company. Preferred or common stock holdings, as permitted by banking regulations, can fluctuate in value. Changes in value of preferred or common stock holdings are recognized in the Company's income statement.

Fluctuations in the Company's common stock price can impact the Company's financial results in several ways. First, the Company has at times repurchased and retired its common stock; the market price paid to retire the Company's common stock affects the level of the Company's shareholders' equity, cash flows and shares outstanding. Second, the Company's common stock price impacts the number of dilutive equivalent shares used to compute diluted earnings per share. Third, fluctuations in the Company's common stock price can motivate holders of options to purchase Company common stock through the exercise of such options thereby increasing the number of shares outstanding and potentially adding volatility to the book tax provision. Finally, the amount of compensation expense and tax deductions associated with share based compensation fluctuates with changes in and the volatility of the Company's common stock price.

Market Risk - Other

Market values of loan collateral can directly impact the level of loan chargeoffs and the provision for loan losses. The financial condition and liquidity of debtors issuing bonds and debtors whose mortgages or other obligations are securitized can directly impact the credit quality of the Company's investment securities portfolio requiring the Company to recognize other than temporary impairment charges. Other types of market risk, such as foreign currency exchange risk, are not significant in the normal course of the Company's business activities.

Liquidity and Funding

The objective of liquidity management is to manage cash flow and liquidity reserves so that they are adequate to fund the Company's operations and meet obligations and other commitments on a timely basis and at a reasonable cost. The Company achieves this objective through the selection of asset and liability maturity mixes that it believes best meet its needs. The Company's liquidity position is enhanced by its ability to raise additional funds as needed in the wholesale markets.

In recent years, the Company's deposit base has provided the majority of the Company's funding requirements. This relatively stable and low-cost source of funds, along with shareholders' equity, provided 98 percent of funding for average total assets in the year ended December 31, 2018 and 2017. The stability of the Company's funding from customer deposits is in part reliant on the confidence clients have in the Company. The Company places a very high priority in maintaining this confidence through conservative credit and capital management practices and by maintaining an appropriate level of liquidity.

Liquidity is further provided by assets such as balances held at the Federal Reserve Bank, investment securities, and amortizing loans. The Company's investment securities portfolio provides a substantial secondary source of liquidity. The Company held \$3.6 billion in total investment securities at December 31, 2018. Under certain deposit, borrowing and other arrangements, the Company must hold and pledge investment securities as collateral. At December 31, 2018, such collateral requirements totaled approximately \$728 million.

Liquidity risk can result from the mismatching of asset and liability cash flows, or from disruptions in the financial markets. The Company performs liquidity stress tests on a periodic basis to evaluate the sustainability of its liquidity. Under the stress testing, the Company assumes outflows of funds increase beyond expected levels. Measurement of such heightened outflows considers the composition of the Company's deposit base, including any concentration of deposits, non-deposit funding such as short-term borrowings, and unfunded lending commitments. The Company evaluates its stock of highly liquid assets to meet the assumed higher levels of outflows. Highly liquid assets include cash and amounts due from other banks from daily transaction settlements, reduced by branch cash needs and Federal Reserve Bank reserve requirements, and investment securities based on regulatory risk-weighting guidelines. Based on the results of the most recent liquidity stress test, Management is satisfied with the liquidity condition of the Bank and the Company. However, no assurance can be given the Bank or Company will not experience a period of reduced liquidity.

Management continually monitors the Company's cash levels. Loan demand from credit worthy borrowers will be dictated by economic and competitive conditions. The Company aggressively solicits non-interest bearing demand deposits and money market checking deposits, which are the least sensitive to changes in interest rates. The growth of these deposit balances is subject to heightened competition, the success of the Company's sales efforts, delivery of superior customer service, new regulations and market conditions. The Company does not aggressively solicit higher-costing time deposits; as a result, Management anticipates such deposits will decline. Changes in interest rates, most notably rising interest rates, could impact deposit volumes. Depending

Company. However, no assurance can be given the Bank or Company will not experience a period of reduced earnings or a reduction in capital from unanticipated events and circumstances.

Capital to Risk-Adjusted Assets

On July 2, 2013, the Federal Reserve Board approved a final rule that implements changes to the regulatory capital framework for all banking organizations. The rule's provisions which most affected the regulatory capital requirements of the Company and the Bank:

- Introduced a new "Common Equity Tier 1" capital measurement,
- Established higher minimum levels of capital,
- Introduced a "capital conservation buffer,"
- Increased the risk-weighting of certain assets, and
- Established limits on the amount of deferred tax assets with any excess treated as a deduction from Tier 1 capital.

Under the final rule, a banking organization that is not subject to the "advanced approaches rule" may make a one-time election not to include most elements of Accumulated Other Comprehensive Income, including net-of-tax unrealized gains and losses on debt securities available for sale, in regulatory capital. Neither the Company nor the Bank is subject to the "advanced approaches rule" and both made the election not to include most elements of Accumulated Other Comprehensive Income in regulatory capital.

Banking organizations that are not subject to the "advanced approaches rule" began complying with the final rule on January 1, 2015; on such date, the Company and the Bank became subject to the revised definitions of regulatory capital, the new minimum regulatory capital ratios, and various regulatory capital adjustments and deductions according to transition provisions and timelines. All banking organizations began calculating standardized total risk-weighted assets on January 1, 2015. The transition period for the capital conservation buffer for all banking organizations began on January 1, 2016 and ended January 1, 2019, when the 2.5% capital conservation buffer was fully implemented. Any bank subject to the rule which is unable to maintain its "capital conservation buffer" above the minimum regulatory capital ratios will be restricted in the payment of discretionary executive compensation and shareholder distributions, such as dividends and share repurchases.

The final rule did not supersede provisions of the Federal Deposit Insurance Corporation Improvement Act (FDICIA) requiring federal banking agencies to take prompt corrective action (PCA) to resolve problems of insured depository institutions. The final rule revised the PCA thresholds to incorporate the higher minimum levels of capital, including the "common equity tier 1" ratio.

The capital ratios for the Company and the Bank under the new capital framework are presented in the tables below, on the dates indicated.

	At December 31, 2018		Required for		To Be Well-capitalized Under Prompt Corrective Action Regulations (Bank)
			Capital Adequacy Purposes		
	Company	Bank	Effective January 1, 2018	Effective January 1, 2019	
Common Equity Tier I Capital	16.30%	13.01%	6.375% ⁽¹⁾	7.00% ⁽²⁾	6.50%
Tier I Capital	16.30%	13.01%	7.875% ⁽¹⁾	8.50% ⁽²⁾	8.00%
Total Capital	17.03%	13.94%	9.875% ⁽¹⁾	10.50% ⁽²⁾	10.00%
Leverage Ratio	9.51%	7.55%	4.000%	4.00%	5.00%

⁽¹⁾ Includes 1.875% capital conservation buffer.

⁽²⁾ Includes 2.5% capital conservation buffer.

	At December 31, 2017		Required for Capital Adequacy Purposes		To Be Well-capitalized Under Prompt Corrective Action Regulations (Bank)
	Company	Bank	Effective January 1, 2017	Effective January 1, 2019	
	Common Equity Tier I Capital	15.36%	12.50%	5.75% ⁽³⁾	7.00% ⁽⁴⁾
Tier I Capital	15.36%	12.50%	7.25% ⁽³⁾	8.50% ⁽⁴⁾	8.00%
Total Capital	16.17%	13.52%	9.25% ⁽³⁾	10.50% ⁽⁴⁾	10.00%
Leverage Ratio	8.86%	7.16%	4.00%	4.00%	5.00%

⁽³⁾ Includes 1.25% capital conservation buffer.

⁽⁴⁾ Includes 2.5% capital conservation buffer.

In June 2016, the Financial Accounting Standards Board issued an update to the accounting standards for credit losses known as the "Current Expected Credit Losses" (CECL) methodology, which replaces the existing incurred loss methodology for certain financial assets. The Company intends to timely adopt the CECL methodology January 1, 2020, which involves an implementing accounting entry to retained earnings. In December 2018, the federal bank regulatory agencies approved a final rule which will be effective April 1, 2019 modifying their regulatory capital rules and providing an option to phase in over a period of three years the day-one regulatory capital effects of implementing the CECL methodology. The Company has not determined whether it will elect the three year phase in period for the day-one regulatory capital effects. See Note 1 to the consolidated financial statements, "Summary of Significant Accounting Policies: Recently Issued Accounting Standards" for more information on the CECL methodology.

The Company and the Bank routinely project capital levels by analyzing forecasted earnings, credit quality, shareholder dividends, asset volumes, share repurchase activity, stock option exercise proceeds, and other factors. Based on current capital projections, the Company and the Bank expect to maintain regulatory capital levels exceeding the highest effective regulatory standard and pay quarterly dividends to shareholders. No assurance can be given that changes in capital management plans will not occur.

Deposit Categories

The Company primarily attracts deposits from local businesses and professionals, as well as through retail savings and checking accounts, and, to a more limited extent, certificates of deposit.

The following table summarizes the Company's average daily amount of deposits and the rates paid for the periods indicated:

Deposit Distribution and Average Rates Paid

	For the Years Ended December 31,								
	2018			2017			2016		
	Average Balance	Percentage of Total Deposits	Rate	Average Balance	Percentage of Total Deposits	Rate	Average Balance	Percentage of Total Deposits	Rate
	(\$ In thousands)								
Noninterest-bearing demand	\$2,209,924	45.4%	- %	\$2,095,522	44.4%	- %	\$2,026,939	44.1%	- %
Interest bearing:									
Transaction	928,277	19.0%	0.04%	888,116	18.8%	0.03%	862,581	18.8%	0.03%
Savings	1,519,375	31.2%	0.06%	1,492,725	31.6%	0.02%	1,428,059	31.1%	0.06%
Time less than \$100 thousand	119,586	2.5%	0.23%	136,324	2.9%	0.17%	154,022	3.4%	0.26%
Time \$100 thousand or more	94,919	1.9%	0.39%	109,563	2.3%	0.38%	118,750	2.6%	0.43%
Total ⁽¹⁾	\$4,872,081	100.0%	0.04%	\$4,722,250	100.0%	0.04%	\$4,590,351	100.0%	0.05%

⁽¹⁾ The rates for total deposits reflect the value of noninterest-bearing deposits.

The Company's strategy includes building the value of its deposit base by building balances of lower-costing deposits and avoiding reliance on higher-costing time deposits. From 2016 to 2018 higher costing time deposits declined from 6% to 4% of

total deposits. The Company's average balances of checking and savings accounts represented 96% of average balances of total deposits in 2018 compared with 95% in 2017 and 94% in 2016.

Total time deposits were \$195 million and \$232 million at December 31, 2018 and 2017, respectively. The following table sets forth, by time remaining to maturity, the Company's total domestic time deposits. The Company has no foreign time deposits.

Time Deposits Maturity Distribution

	<u>At December 31, 2018</u>
	(In thousands)
2019	\$144,482
2020	26,229
2021	13,574
2022	5,463
2023	5,473
Thereafter	30
Total	<u><u>\$195,251</u></u>

The following sets forth, by time remaining to maturity, the Company's domestic time deposits in amounts of \$100 thousand or more:

Time Deposits \$100,000 or more Maturity Distribution

	<u>At December 31, 2018</u>
	(In thousands)
Three months or less	\$27,718
Over three through six months	14,785
Over six through twelve months	21,932
Over twelve months	28,162
Total	<u><u>\$92,597</u></u>

Short-term Borrowings

The following table sets forth the short-term borrowings of the Company:

Short-Term Borrowings Distribution

	At December 31,		
	2018	2017	2016
	(In thousands)		
Securities sold under agreements to repurchase the securities	\$51,247	\$58,471	\$59,078
Total short-term borrowings	<u><u>\$51,247</u></u>	<u><u>\$58,471</u></u>	<u><u>\$59,078</u></u>

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Further detail of federal funds purchased and other borrowed funds is as follows:

	For the Years Ended December 31,		
	2018	2017	2016
	(\$ in thousands)		
Federal funds purchased balances and rates paid on outstanding amount:			
Average balance for the year	\$1	\$5	\$5
Maximum month-end balance during the year	-	-	-
Average interest rate for the year	- %	1.53%	0.77%
Average interest rate at period end	- %	- %	- %
Securities sold under agreements to repurchase the securities balances and rates paid on outstanding amount:			
Average balance for the year	\$59,991	\$69,666	\$61,271
Maximum month-end balance during the year	68,894	82,126	74,815
Average interest rate for the year	0.06%	0.06%	0.06%
Average interest rate at period end	0.06%	0.06%	0.06%

Financial Ratios

The following table shows key financial ratios for the periods indicated:

	At and For the Years Ended December 31,		
	2018	2017	2016
Return on average total assets	1.27%	0.92%	1.12%
Return on average common shareholders' equity	11.35%	8.39%	10.85%
Average shareholders' equity as a percentage of:			
Average total assets	11.22%	10.96%	10.34%
Average total loans	52.16%	45.34%	38.08%
Average total deposits	12.95%	12.63%	11.81%
Common dividend payout ratio	60%	83%	68%

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ITEM 7A. QUANTITATIVE AND QUALITATIVE DISCLOSURES ABOUT MARKET RISK

The Company does not currently engage in trading activities or use derivative instruments to control interest rate risk, even though such activities may be permitted with the approval of the Company's Board of Directors.

Credit risk and interest rate risk are the most significant market risks affecting the Company, and equity price risk can also affect the Company's financial results. These risks are described in the preceding sections regarding "Loan Portfolio Credit Risk," and "Asset/Liability and Market Risk Management." Other types of market risk, such as foreign currency exchange risk and commodity price risk, are not significant in the normal course of the Company's business activities.

ITEM 8. FINANCIAL STATEMENTS AND SUPPLEMENTARY DATA

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MANAGEMENT'S REPORT ON INTERNAL CONTROL OVER FINANCIAL REPORTING

Management of Westamerica Bancorporation and subsidiaries (the "Company") is responsible for establishing and maintaining adequate internal control over financial reporting, and for performing an assessment of the effectiveness of internal control over financial reporting as of December 31, 2018. Internal control over financial reporting is a process designed to provide reasonable assurance regarding the reliability of financial reporting and the preparation of financial statements for external purposes in accordance with generally accepted accounting principles. The Company's system of internal control over financial reporting includes those policies and procedures that (i) pertain to the maintenance of records that, in reasonable detail, accurately and fairly reflect the transactions and dispositions of the assets of the Company; (ii) provide reasonable assurance that transactions are recorded as necessary to permit preparation of financial statements in accordance with generally accepted accounting principles, and that receipts and expenditures of the Company are being made only in accordance with authorizations of Management and Directors of the Company; and (iii) provide reasonable assurance regarding prevention or timely detection of unauthorized acquisition, use or disposition of the Company's assets that could have a material effect on the financial statements.

Management performed an assessment of the effectiveness of the Company's internal control over financial reporting as of December 31, 2018 based upon criteria in Internal Control — Integrated Framework (2013) issued by the Committee of Sponsoring Organizations of the Treadway Commission ("COSO"). Based on this assessment, Management determined that the Company's internal control over financial reporting was effective as of December 31, 2018 based on the criteria in Internal Control - Integrated Framework (2013) issued by COSO.

The Company's independent registered public accounting firm has issued an attestation report on the Company's internal control over financial reporting. Their opinion and attestation on internal control over financial reporting appear on page 91.

Dated: February 28, 2019

WESTAMERICA BANCORPORATION
CONSOLIDATED BALANCE SHEETS

	At December 31,	
	2018	2017
	(In thousands)	
Assets:		
Cash and due from banks	\$420,284	\$575,002
Equity securities	1,747	1,800
Debt securities available for sale	2,654,670	2,191,707
Debt securities held to maturity, with fair values of:		
\$971,445 at December 31, 2018 and \$1,155,342 at December 31, 2017	984,609	1,158,864
Loans	1,207,202	1,287,982
Allowance for loan losses	(21,351)	(23,009)
Loans, net of allowance for loan losses	1,185,851	1,264,973
Other real estate owned	350	1,426
Premises and equipment, net	34,507	35,301
Identifiable intangibles, net	1,929	3,850
Goodwill	121,673	121,673
Other assets	162,906	158,450
Total Assets	\$5,568,526	\$5,513,046
Liabilities:		
Noninterest-bearing deposits	\$2,243,251	\$2,197,526
Interest-bearing deposits	2,623,588	2,630,087
Total deposits	4,866,839	4,827,613
Short-term borrowed funds	51,247	58,471
Other liabilities	34,849	36,723
Total Liabilities	4,952,935	4,922,807
Contingencies (Note 13)		
Shareholders' Equity:		
Common stock (no par value), authorized - 150,000 shares		
Issued and outstanding: 26,730 at December 31, 2018 and 26,425 at December 31, 2017	448,351	431,734
Deferred compensation	1,395	1,533
Accumulated other comprehensive loss	(39,996)	(16,832)
Retained earnings	205,841	173,804
Total Shareholders' Equity	615,591	590,239
Total Liabilities and Shareholders' Equity	\$5,568,526	\$5,513,046

See accompanying notes to consolidated financial statements.

WESTAMERICA BANCORPORATION
CONSOLIDATED STATEMENTS OF INCOME

	For the Years Ended December 31,		
	2018	2017	2016
	(In thousands, except per share data)		
Interest and Loan Fee Income:			
Loans	\$59,030	\$61,740	\$69,139
Equity securities	354	293	267
Debt securities available for sale	60,383	44,371	34,009
Debt securities held to maturity	24,031	27,432	30,636
Interest bearing cash	7,925	4,476	1,868
Total Interest and Loan Fee Income	<u>151,723</u>	<u>138,312</u>	<u>135,919</u>
Interest Expense:			
Deposits	1,922	1,856	2,077
Short-term borrowed funds	37	44	39
Total Interest Expense	<u>1,959</u>	<u>1,900</u>	<u>2,116</u>
Net Interest and Loan Fee Income	<u>149,764</u>	<u>136,412</u>	<u>133,803</u>
Reversal of Provision for Loan Losses	<u>-</u>	<u>(1,900)</u>	<u>(3,200)</u>
Net Interest and Loan Fee Income After Reversal of Provision For Loan Losses	<u>149,764</u>	<u>138,312</u>	<u>137,003</u>
Noninterest Income:			
Service charges on deposit accounts	18,508	19,612	20,854
Merchant processing services	9,630	8,426	6,377
Debit card fees	6,643	6,421	6,290
Trust fees	2,938	2,875	2,686
ATM processing fees	2,752	2,610	2,411
Other service fees	2,567	2,584	2,571
Life insurance gains	585	-	-
Financial services commissions	499	639	568
Equity securities (losses) gains	(52)	7,955	-
Other noninterest income	4,079	5,506	4,817
Total Noninterest Income	<u>48,149</u>	<u>56,628</u>	<u>46,574</u>
Noninterest Expense:			
Salaries and related benefits	53,007	51,519	51,507
Occupancy and equipment	19,679	19,430	19,017
Outsourced data processing services	9,229	9,035	8,505
Loss contingency	3,500	5,542	3
Professional fees	2,842	2,161	3,980
Amortization of identifiable intangibles	1,921	3,077	3,504
Courier service	1,779	1,732	1,952
Impairment of tax credit investments	-	625	-
Other noninterest expense	14,959	14,647	15,152
Total Noninterest Expense	<u>106,916</u>	<u>107,768</u>	<u>103,620</u>
Income Before Income Taxes	<u>90,997</u>	<u>87,172</u>	<u>79,957</u>
Provision for income taxes	19,433	37,147	21,104
Net Income	<u>\$71,564</u>	<u>\$50,025</u>	<u>\$58,853</u>
Average Common Shares Outstanding	26,649	26,291	25,612
Diluted Average Common Shares Outstanding	26,756	26,419	25,678
Per Common Share Data:			
Basic earnings	\$2.69	\$1.90	\$2.30
Diluted earnings	2.67	1.89	2.29
Dividends paid	1.60	1.57	1.56

See accompanying notes to consolidated financial statements.

WESTAMERICA BANCORPORATION
CONSOLIDATED STATEMENTS OF COMPREHENSIVE INCOME

	For the Years Ended December 31,		
	2018	2017	2016
	(In thousands)		
Net Income	\$71,564	\$50,025	\$58,853
Other comprehensive loss:			
Changes in net unrealized losses on debt securities available for sale	(27,939)	(3,767)	(18,610)
Deferred tax benefit	8,258	1,585	7,825
Reclassification of gains included in net income	-	(7,955)	-
Deferred tax expense on gains included in net income	-	3,345	-
Changes in unrealized losses on debt securities available for sale, net of tax	(19,681)	(6,792)	(10,785)
Post-retirement benefit transition obligation amortization	-	59	61
Deferred tax expense	-	(25)	(25)
Post-retirement benefit transition obligation amortization, net of tax	-	34	36
Total Other Comprehensive Loss	(19,681)	(6,758)	(10,749)
Total Comprehensive Income	\$51,883	\$43,267	\$48,104

See accompanying notes to consolidated financial statements.

WESTAMERICA BANCORPORATION
CONSOLIDATED STATEMENTS OF CHANGES IN SHAREHOLDERS' EQUITY

	Common Shares Outstanding	Common Stock	Deferred Compensation <small>(In thousands, except per share data)</small>	Accumulated Other Comprehensive Income (Loss)	Retained Earnings	Total
Balance, December 31, 2015	25,528	\$378,858	\$2,578	\$675	\$150,094	\$532,205
Net income for the year 2016					58,853	58,853
Other comprehensive loss				(10,749)		(10,749)
Exercise of stock options	499	24,031				24,031
Tax benefit increase upon exercise and expiration of stock options		394				394
Restricted stock activity	15	1,798	(1,045)			753
Stock based compensation		1,494				1,494
Stock awarded to employees	2	90				90
Retirement of common stock	(137)	(2,059)			(3,721)	(5,780)
Dividends (\$1.56 per share)					(39,924)	(39,924)
Balance, December 31, 2016	25,907	404,606	1,533	(10,074)	165,302	561,367
Net income for the year 2017					50,025	50,025
Other comprehensive loss				(6,758)		(6,758)
Exercise of stock options	509	24,583				24,583
Restricted stock activity	13	707				707
Stock based compensation		1,824				1,824
Stock awarded to employees	2	104				104
Retirement of common stock	(6)	(90)			(224)	(314)
Dividends (\$1.57 per share)					(41,299)	(41,299)
Balance, December 31, 2017	26,425	431,734	1,533	(16,832)	173,804	590,239
Cumulative effect of equity securities losses reclassified				142	(142)	-
Adjusted Balance, January 1, 2018	26,425	431,734	1,533	(16,690)	173,662	590,239
Reclass stranded tax effects resulting from the Tax Cuts and Jobs Act of 2017				(3,625)	3,625	-
Net income for the year 2018					71,564	71,564
Other comprehensive loss				(19,681)		(19,681)
Exercise of stock options	292	13,373				13,373
Restricted stock activity	20	1,281	(138)			1,143
Stock based compensation		1,988				1,988
Stock awarded to employees	2	124				124
Retirement of common stock	(9)	(149)			(375)	(524)
Dividends (\$1.60 per share)					(42,635)	(42,635)
Balance, December 31, 2018	<u>26,730</u>	<u>\$448,351</u>	<u>\$1,395</u>	<u>(\$39,996)</u>	<u>\$205,841</u>	<u>\$615,591</u>

See accompanying notes to consolidated financial statements.

WESTAMERICA BANCORPORATION
CONSOLIDATED STATEMENTS OF CASH FLOWS

	For the Years Ended December 31,		
	2018	2017	2016
	(In thousands)		
Operating Activities:			
Net income	\$71,564	\$50,025	\$58,853
Adjustments to reconcile net income to net cash provided by operating activities:			
Depreciation and amortization/accretion	24,402	26,082	19,939
Reversal of provision for loan losses	-	(1,900)	(3,200)
Net amortization of deferred loan fees	(203)	(46)	(340)
Increase in interest income receivable	(2,277)	(2,068)	(1,316)
(Increase) decrease in net deferred tax asset	(943)	27,018	4,380
Increase in other assets	(4,017)	(1,732)	(3,321)
Stock option compensation expense	1,988	1,824	1,494
Tax benefit increase upon exercise and expiration of stock options	-	-	(394)
Increase (decrease) in income taxes payable	7,554	(6,650)	(40)
Decrease in interest expense payable	(27)	(31)	(52)
(Decrease) increase in other liabilities	(580)	(3,016)	2,026
Life insurance gains	(585)	-	-
Equity securities losses	52	-	-
Gain on sale of other assets	-	(1,004)	-
Gain on sale of securities	-	(7,955)	-
(Gain) loss on disposal of premises and equipment	(216)	60	30
Net (gain) loss on sale of or write-down of foreclosed assets	(83)	147	(422)
Net Cash Provided by Operating Activities	<u>96,629</u>	<u>80,754</u>	<u>77,637</u>
Investing Activities:			
Net repayments of loans	80,985	66,065	183,506
Net payments under FDIC ⁽¹⁾ indemnification agreements	-	(63)	(127)
Proceeds from life insurance	1,169	-	-
Purchases of debt securities available for sale	(854,555)	(635,814)	(1,080,959)
Proceeds from sale/maturity/calls of debt securities available for sale	353,327	319,324	737,625
Purchases of debt securities held to maturity	-	-	(246,956)
Proceeds from maturity/calls of debt securities held to maturity	167,029	178,429	204,054
Purchases of premises and equipment	(3,123)	(2,720)	(1,818)
Proceeds from sale of premises and equipment	446	-	-
Proceeds from sale of foreclosed assets	1,159	1,521	7,412
Net Cash Used in Investing Activities	<u>(253,563)</u>	<u>(73,258)</u>	<u>(197,263)</u>
Financing Activities:			
Net change in deposits	39,226	122,872	164,082
Net change in short-term borrowings	(7,224)	(607)	6,050
Exercise of stock options	13,373	24,583	24,031
Taxes paid by withholding shares for tax purposes	-	-	(356)
Tax benefit increase upon exercise and expiration of stock options	-	-	394
Retirement of common stock	(524)	(314)	(5,424)
Common stock dividends paid	(42,635)	(41,299)	(39,924)
Net Cash Provided by Financing Activities	<u>2,216</u>	<u>105,235</u>	<u>148,853</u>
Net Change In Cash and Due from Banks	<u>(154,718)</u>	<u>112,731</u>	<u>29,227</u>
Cash and Due from Banks at Beginning of Period	<u>575,002</u>	<u>462,271</u>	<u>433,044</u>
Cash and Due from Banks at End of Period	<u>\$420,284</u>	<u>\$575,002</u>	<u>\$462,271</u>
Supplemental Cash Flow Disclosures:			
Supplemental disclosure of noncash activities:			
Loan collateral transferred to other real estate owned	\$ -	\$ -	\$821
Supplemental disclosure of cash flow activities:			
Interest paid for the period	1,932	1,931	2,202
Income tax payments for the period	13,627	17,351	19,264

See accompanying notes to consolidated financial statements.

⁽¹⁾ Federal Deposit Insurance Corporation ("FDIC")

WESTAMERICA BANCORPORATION
NOTES TO CONSOLIDATED FINANCIAL STATEMENTS

Note 1: Business and Accounting Policies

Westamerica Bancorporation, a registered bank holding company (the “Company”), provides a full range of banking services to corporate and individual customers in Northern and Central California through its wholly-owned subsidiary bank, Westamerica Bank (the “Bank”). The Bank is subject to competition from both financial and nonfinancial institutions and to the regulations of certain agencies and undergoes periodic examinations by those regulatory authorities. All of the financial service operations are considered by management to be aggregated in one reportable operating segment.

The Company has evaluated events and transactions subsequent to the balance sheet date. Based on this evaluation, the Company is not aware of any events or transactions that occurred subsequent to the balance sheet date but prior to filing that would require recognition or disclosure in its consolidated financial statements. Certain amounts in prior periods have been reclassified to conform to the current presentation.

Summary of Significant Accounting Policies

The consolidated financial statements are prepared in conformity with accounting principles generally accepted in the United States of America. The following is a summary of significant policies used in the preparation of the accompanying financial statements.

Accounting Estimates. Certain accounting policies underlying the preparation of these financial statements require Management to make estimates, assumptions, and judgments that affect the amounts reported in the financial statements and accompanying notes. These estimates, assumptions, and judgments are based on information available as of the date of the financial statements; accordingly, as this information changes, the financial statements could reflect different estimates, assumptions, and judgments and as such have a greater possibility of producing results that could be materially different than originally reported. Estimates, assumptions, and judgments are necessary when assets and liabilities are required to be recorded at fair value, when a decline in fair value of an asset not carried on the financial statements at fair value warrants an impairment writedown or valuation reserve to be established, or when an asset or liability needs to be recorded contingent upon a future event. The allowance for loan losses accounting is an area requiring the most subjective or complex judgments, and as such could be most subject to revision as new information becomes available. A discussion of the factors affecting the accounting for the allowance for loan losses is included in the following “Loans” and “Allowance for Credit Losses” sections. Carrying assets and liabilities at fair value inherently results in financial statement volatility. The fair values and the information used to record valuation adjustments for certain assets and liabilities are based either on quoted market prices or are provided by other third party sources, when available. The “Securities” section discusses the factors that may affect the valuation of the Company’s securities. Although the estimates contemplate current conditions and how Management expects them to change in the future, it is reasonably possible that in 2019 actual conditions could be worse than anticipated in those estimates, which could materially affect our results of operations and financial condition.

Principles of Consolidation. The consolidated financial statements include the accounts of the Company and all the Company’s subsidiaries. Significant intercompany transactions have been eliminated in consolidation. The Company does not maintain or conduct transactions with any unconsolidated special purpose entities.

Cash. Cash includes Due From Banks balances which are readily convertible to known amounts of cash and are generally 90 days or less from maturity at the time of initiation, presenting insignificant risk of changes in value due to interest rate changes.

Equity Securities. Equity securities consist of marketable equity securities and mutual funds which are recorded at fair value. Unrealized gains and losses are included in net income effective January 1, 2018 prior to such date unrealized gains and losses were included in other comprehensive income.

Debt Securities. Debt securities consist of securities of the U.S. Treasury, government sponsored entities, states, counties, municipalities, corporations, agency and non-agency mortgage-backed securities and asset-backed securities. Securities transactions are recorded on a trade date basis. The Company classifies its debt securities in one of three categories: trading, available for sale or held to maturity. Trading securities are bought and held principally for the purpose of selling them in the near term. Trading securities are recorded at fair value with unrealized gains and losses included in net income. Held to maturity debt securities are those securities which the Company has the ability and intent to hold until maturity. Held to maturity debt securities are recorded at cost, adjusted for the amortization of premiums or accretion of discounts. Securities not included in trading or held

to maturity are classified as available for sale debt securities. Available for sale debt securities are recorded at fair value. Unrealized gains and losses, net of the related tax effect, on available for sale debt securities are included in accumulated other comprehensive income.

The Company utilizes third-party sources to value its investment securities; securities individually valued using quoted prices in active markets are classified as Level 1 assets in the fair value hierarchy, and securities valued using quoted prices in active markets for similar securities (commonly referred to as “matrix” pricing) are classified as Level 2 assets in the fair value hierarchy. The Company validates the reliability of third-party provided values by comparing individual security pricing for securities between more than one third-party source. When third-party information is not available, valuation adjustments are estimated in good faith by Management and classified as Level 3 in the fair value hierarchy.

A decline in the market value of any available for sale or held to maturity security below amortized cost that is deemed other than temporary results in a charge to earnings and the establishment of a new cost basis for the security. Unrealized investment securities losses are evaluated at least quarterly to determine whether such declines in value should be considered “other than temporary” and therefore be subject to immediate loss recognition in income. Although these evaluations involve significant judgment, an unrealized loss in the fair value of a debt security is generally deemed to be temporary when the fair value of the security is below the carrying value primarily due to changes in risk-free interest rates, there has not been significant deterioration in the financial condition of the issuer, and the Company does not intend to sell or be required to sell the securities before recovery of its amortized cost. An unrealized loss in the value of an equity security is generally considered temporary when the fair value of the security declined primarily due to current market conditions and not deterioration in the financial condition of the issuer, the Company expects the fair value of the security to recover in the near term and the Company does not intend to sell or be required to sell the securities before recovery of its cost basis. Other factors that may be considered in determining whether a decline in the value of either a debt or an equity security is “other than temporary” include ratings by recognized rating agencies, actions of commercial banks or other lenders relative to the continued extension of credit facilities to the issuer of the security, the financial condition, capital strength and near-term prospects of the issuer, and recommendations of investment advisors or market analysts.

The Company follows the guidance issued by the Board of Governors of the Federal Reserve System, “Investing in Securities without Reliance on Nationally Recognized Statistical Rating Agencies” (SR 12-15) and other regulatory guidance when performing investment security pre-purchase analysis or evaluating investment securities for impairment. Credit ratings issued by recognized rating agencies are considered in the Company’s analysis only as a guide to the historical default rate associated with similarly-rated bonds.

Purchase premiums are amortized and purchase discounts are accreted over the estimated life of the related investment security as an adjustment to yield using the effective interest method. Unamortized premiums, unaccreted discounts, and early payment premiums are recognized as a component of gain or loss on sale upon disposition of the related security. Interest and dividend income are recognized when earned. Realized gains and losses from the sale of available for sale securities are included in earnings using the specific identification method.

Nonmarketable Equity Securities. Nonmarketable equity securities include securities that are not publicly traded, such as Visa Class B common stock, and securities acquired to meet regulatory requirements, such as Federal Reserve Bank stock, which are restricted. These restricted securities are accounted for under the cost method and are included in other assets. The Company reviews those assets accounted for under the cost method at least quarterly for possible declines in value that are considered “other than temporary”. The Company’s review typically includes an analysis of the facts and circumstances of each investment, the expectations for the investment’s cash flows and capital needs, the viability of its business model and any exit strategy. The asset value is reduced when a decline in value is considered to be other than temporary. The Company recognizes the estimated loss in noninterest income.

Loans. Loans are stated at the principal amount outstanding, net of unearned discount and unamortized deferred fees and costs. Interest is accrued daily on the outstanding principal balances. Loans which are more than 90 days delinquent with respect to interest or principal, unless they are well secured and in the process of collection, and other loans on which full recovery of principal or interest is in doubt, are placed on nonaccrual status. Interest previously accrued on loans placed on nonaccrual status is charged against interest income. In addition, some loans secured by real estate with temporarily impaired values and commercial loans to borrowers experiencing financial difficulties are placed on nonaccrual status (“performing nonaccrual loans”) even though the borrowers continue to repay the loans as scheduled. When the ability to fully collect nonaccrual loan principal is in doubt, payments received are applied against the principal balance of the loans on a cost-recovery method until such time as full collection of the remaining recorded balance is expected. Any additional interest payments received after that time are recorded as interest income on a cash basis. Performing nonaccrual loans are reinstated to accrual status when

improvements in credit quality eliminate the doubt as to the full collectability of both interest and principal. Certain consumer loans or auto receivables are charged off against the allowance for credit losses when they become 120 days past due.

The Company evaluates all classified loans and nonaccrual loans with outstanding principal balances in excess of \$500 thousand, and all “troubled debt restructured” loans for impairment. The Company recognizes a loan as impaired when, based on current information and events, it is probable that it will be unable to collect both the contractual interest and principal payments as scheduled in the loan agreement. Income recognition on impaired loans conforms to that used on nonaccrual loans. In certain circumstances, the Company might agree to restructured loan terms with borrowers experiencing financial difficulties; such restructured loans are evaluated under ASC 310-40, “Troubled Debt Restructurings by Creditors.” In general, a restructuring constitutes a troubled debt restructuring when the Company, for reasons related to a borrower’s financial difficulties, grants a concession to the borrower it would not otherwise consider. Loans are evaluated on an individual basis. The Company follows its general nonaccrual policy for troubled debt restructurings. Performing troubled debt restructurings are reinstated to accrual status when improvements in credit quality eliminate the doubt as to full collectability of both principal and interest.

Nonrefundable fees and certain costs associated with originating or acquiring loans are deferred and amortized as an adjustment to interest income over the contractual loan lives. Upon prepayment, unamortized loan fees, net of costs, are immediately recognized in interest income. Other fees, including those collected upon principal prepayments, are included in interest income when received. Loans held for sale are identified upon origination and are reported at the lower of cost or market value on an aggregate loan basis.

Purchased Loans. Purchased loans are recorded at estimated fair value on the date of purchase. Impaired purchased loans are accounted for under FASB ASC 310-30, Loans and Debt Securities Acquired with Deteriorated Credit Quality, when the loans have evidence of credit deterioration since origination and it is probable at the date of acquisition that the Company will not collect all contractually required principal and interest payments. Evidence of credit quality deterioration as of the purchase date may include attributes such as past due and nonaccrual status. Generally, purchased loans that meet the Company’s definition for nonaccrual status fall within the scope of FASB ASC 310-30. The difference between contractually required payments at acquisition and the cash flows expected to be collected at acquisition is referred to as the nonaccretable difference. Subsequent decreases to the expected cash flows will generally result in a provision for loan losses. Subsequent increases in cash flows result in a reversal of the provision for loan losses to the extent of prior charges, or a reclassification of the difference from nonaccretable to accretable with a positive impact on interest income on a prospective basis. Any excess of expected cash flows over the estimated fair value is referred to as the accretable yield and is recognized into interest income over the remaining life of the loan when there is a reasonable expectation about the amount and timing of such cash flows. For covered purchased loans with an accretable difference, the corresponding FDIC receivable is amortized over the shorter of the contractual term of the indemnification asset or the remaining life of the loan. Further, the Company elected to analogize to ASC 310-30 and account for all other loans that had a discount due in part to credit not within the scope of ASC 310-30 using the same methodology.

Covered Loans. Loans covered under loss-sharing or similar credit protection agreements with the FDIC are reported in loans exclusive of the expected reimbursement cash flows from the FDIC. Covered loans are initially recorded at fair value at the acquisition date. Subsequent decreases in the amount expected to be collected results in a provision for loan losses and a corresponding increase in the estimated FDIC reimbursement, with the estimated net loss impacting earnings. Interest previously accrued on covered loans placed on nonaccrual status is charged against interest income, net of estimated FDIC reimbursements of such accrued interest. The FDIC reimburses the Company up to 80% of 90 days interest on covered loans. The indemnification expired February 6, 2019.

Allowance for Credit Losses. The Company extends loans to commercial and consumer customers primarily in Northern and Central California. These lending activities expose the Company to the risk borrowers will default, causing loan losses. The Company’s lending activities are exposed to various qualitative risks. All loan segments are exposed to risks inherent in the economy and market conditions. Significant risk characteristics related to the commercial loan segment include the borrowers’ business performance and financial condition, and the value of collateral for secured loans. Significant risk characteristics related to the commercial real estate segment include the borrowers’ business performance and the value of properties collateralizing the loans. Significant risk characteristics related to the construction loan segment include the borrowers’ performance in successfully developing the real estate into the intended purpose and the value of the property collateralizing the loans. Significant risk characteristics related to the residential real estate segment include the borrowers’ financial wherewithal to service the mortgages and the value of the property collateralizing the loans. Significant risk characteristics related to the consumer loan segment include the financial condition of the borrowers and the value of collateral securing the loans.

The preparation of these financial statements requires Management to estimate the amount of probable incurred losses inherent in the loan portfolio and establish an allowance for credit losses. In estimating credit losses, Management must exercise significant

judgment in evaluating information deemed relevant. The amount of ultimate losses on the loan portfolio can vary from the estimated amounts. Management follows a systematic methodology to estimate loss potential in an effort to reduce the differences between estimated and actual losses.

The allowance for credit losses is established through provisions for credit losses charged to income. Losses on loans, including impaired loans, are charged to the allowance for loan losses when all or a portion of the recorded amount of a loan is deemed to be uncollectible. Recoveries of loans previously charged off are credited to the allowance when realized. The Company's allowance for credit losses is maintained at a level considered adequate to provide for losses that can be estimated based upon specific and general conditions. These include conditions unique to individual borrowers, as well as overall credit loss experience, the amount of past due, nonperforming and classified loans, recommendations of regulatory authorities, prevailing economic conditions, FDIC loss-sharing or similar credit protection agreements and other factors. A portion of the allowance is specifically allocated to impaired loans whose full collectability is uncertain. Such allocations are determined by Management based on loan-by-loan analyses. The Company evaluates all classified loans and nonaccrual loans with outstanding principal balances in excess of \$500 thousand, and all "troubled debt restructured" loans for impairment. A second allocation is based in part on quantitative analyses of historical credit loss experience. The results of this analysis are applied to current loan balances to allocate the reserve to the respective segments of the loan portfolio exclusive of loans individually evaluated for impairment. In addition, consumer installment loans which have similar characteristics and are not usually criticized using regulatory guidelines are analyzed and reserves established based on the historical loss rates and delinquency trends, grouped by the number of days the payments on these loans are delinquent. The remainder of the reserve is considered to be unallocated. The unallocated allowance is established to provide for probable losses that have been incurred as of the reporting date but not reflected in the allocated allowance. It addresses additional qualitative factors consistent with Management's analysis of the level of risks inherent in the loan portfolio, which are related to the risks of the Company's general lending activity. Included in the unallocated allowance is the risk of losses that are attributable to national or local economic or industry trends which have occurred but have not yet been recognized in past loan charge-off history (external factors). The external factors evaluated by the Company include: economic and business conditions, external competitive issues, and other factors. Also included in the unallocated allowance is the risk of losses that are attributable to general attributes of the Company's loan portfolio and credit administration (internal factors). The internal factors evaluated by the Company include: loan review system, adequacy of lending Management and staff, loan policies and procedures, problem loan trends, concentrations of credit, and other factors. By their nature, these risks are not readily allocable to any specific segment of the loan portfolio in a statistically meaningful manner.

Liability for Off-Balance Sheet Credit Exposures. A liability for off-balance sheet credit exposures is established through expense recognition. Off-balance sheet credit exposures relate to letters of credit and unfunded loan commitments for commercial, construction and consumer loans. Historical credit loss factors for commercial, construction and consumer loans are applied to the amount of these off-balance sheet credit exposures to estimate inherent losses.

Other Real Estate Owned. Other real estate owned is comprised of property acquired through foreclosure proceedings, acceptances of deeds-in-lieu of foreclosure and, if applicable, vacated bank properties. Losses recognized at the time of acquiring property in full or partial satisfaction of debt are charged against the allowance for credit losses. Other real estate owned is recorded at the fair value of the collateral, generally based upon an independent property appraisal, less estimated disposition costs. Losses incurred subsequent to acquisition due to any decline in annual independent property appraisals are recognized as noninterest expense. Routine holding costs, such as property taxes, insurance and maintenance, and losses from sales and dispositions, are recognized as noninterest expense.

Premises and Equipment. Premises and equipment are stated at cost, less accumulated depreciation and amortization. Depreciation is computed substantially on the straight-line method over the estimated useful life of each type of asset. Estimated useful lives of premises and equipment range from 20 to 50 years and from 3 to 20 years, respectively. Leasehold improvements are amortized over the terms of the lease or their estimated useful life, whichever is shorter.

Revenue Recognition. The Company recognizes revenue as it is earned based on contractual terms, as transactions occur, or as services are provided and collectability is reasonably assured. In certain circumstances, noninterest income is reported net of associated expenses that are directly related to variable volume-based sales or revenue sharing arrangements or when the Company acts on an agency basis for others.

Life Insurance Cash Surrender Value. The Company has purchased life insurance policies on certain directors and officers as well as acquired such assets as part of the acquisition of other banks. Company owned life insurance is recorded at the amount that can be realized under the insurance contract at the balance sheet date, which is the cash surrender value adjusted for other charges or other amounts due that are probable at settlement. These assets are included in other assets on the consolidated balance sheets.

Intangible Assets. Intangible assets are comprised of goodwill, core deposit intangibles and other identifiable intangibles acquired in business combinations. Intangible assets with definite useful lives are amortized on an accelerated basis over their respective estimated useful lives not exceeding 15 years. If an event occurs that indicates the carrying amount of an intangible asset may not be recoverable, Management reviews the asset for impairment. Any goodwill and any intangible asset acquired in a purchase business combination determined to have an indefinite useful life is not amortized, but is evaluated for impairment annually. The Company has the option to first assess qualitative factors to determine the likelihood of impairment pursuant to FASB ASU 2011-08, *Testing for Goodwill Impairment*. Although the Company has the option to first assess qualitative factors when determining if impairment exists, the Company has opted to perform a quantitative analysis to determine if impairment exists.

Impairment of Long-Lived Assets. The Company reviews its long-lived and certain intangible assets for impairment whenever events or changes indicate that the carrying amount of an asset may not be recoverable. If such assets are considered to be impaired, the impairment to be recognized is measured by the amount by which the carrying amount of the assets exceeds the fair value of the assets. Assets to be disposed of are reported at the lower of the carrying amount or fair value less costs to sell.

Income Taxes. The Company and its subsidiaries file consolidated tax returns. The Company accounts for income taxes in accordance with FASB ASC 740, *Income Taxes*, resulting in two components of income tax expense: current and deferred. Current income tax expense approximates taxes to be paid or refunded for the current period. The Company determines deferred income taxes using the balance sheet method. Under this method, the net deferred tax asset or liability is based on the tax effects of the differences between the book and tax bases of assets and liabilities, and recognizes enacted changes in tax rates and laws in the period in which they occur. Deferred income tax expense results from changes in deferred tax assets and liabilities between periods. Deferred tax assets are recognized subject to Management's judgment that realization is more likely than not. A tax position that meets the more likely than not recognition threshold is measured to determine the amount of benefit to recognize. The tax position is measured at the largest amount of benefit that is greater than fifty percent likely of being realized upon settlement. Interest and penalties are recognized as a component of income tax expense.

Stock Options. The Company applies FASB ASC 718 – *Compensation – Stock Compensation*, to account for stock based awards granted to employees using the fair value method. The Company recognizes compensation expense for restricted performance share grants over the relevant attribution period. Restricted performance share grants have no exercise price, therefore, the intrinsic value is measured using an estimated per share price at the vesting date for each restricted performance share. The estimated per share price is adjusted during the attribution period to reflect actual stock price performance. The Company's obligation for unvested outstanding restricted performance share grants is classified as a liability until the vesting date due to a cash settlement feature, at which time the issued shares become classified as shareholders' equity.

Extinguishment of Debt. Gains and losses, including fees, incurred in connection with the early extinguishment of debt are charged to current earnings as reductions in noninterest income.

Postretirement Benefits. The Company uses an actuarial-based accrual method of accounting for post-retirement benefits.

Other. Securities and other property held by the Bank in a fiduciary or agency capacity are not included in the financial statements since such items are not assets of the Company or its subsidiaries.

Recently Adopted Accounting Standards

In 2018, the Company adopted the following new accounting guidance:

FASB Accounting Standard Update (ASU) 2014-09, *Revenue (Topic 606): Revenue from Contracts with Customers*, was issued May 2014. The ASU specifies a standardized approach for revenue recognition across industries and transactions. The ASU also requires additional disclosures. The scope of the ASU does not include revenue streams covered by other ASU topics; thus, Topic 606 does not apply to revenue related to financial instruments, guarantees and leases, which are the primary sources of the Company's net interest income.

All of the Company's net interest income and a portion of its noninterest income are out of scope of the guidance. The contracts that are in scope of the guidance are primarily related to service charges and fees on deposit accounts, merchant processing fees, debit card fees, ATM processing fees, trust fees and other service charges, commissions and fees. The Company's revenue recognition practices within the scope of the ASU as described below did not change in any material regard upon adoption of the ASU.

Service Charges on Deposit Accounts, ATM Processing Fees and Other Service Fees: The Company earns fees from its deposit customers for transaction-based, account maintenance, and overdraft services. Transaction-based fees are recognized at the time the transaction is executed as that is the point in time the Company fulfills the customer's request. Account maintenance fees, which relate primarily to monthly maintenance, are earned over the course of a month, representing the period over which the Company satisfies the performance obligation. Overdraft fees are recognized at the point in time that the overdraft occurs. Service charges on deposits are withdrawn from the customer's account balance. ATM processing fees and other service fees are recognized at the point in time that the transaction occurs or the services provided.

Merchant Processing Services and Debit Card Fees: The Company earns interchange fees from cardholder transactions conducted through the payment networks. Interchange fees from cardholder transactions represent a percentage of the underlying transaction value and are recognized daily, concurrently with the transaction processing services provided to the cardholder.

Trust Fees: The Company earns trust fees from its contracts with customers to manage assets for investment or custody services. These fees are primarily earned over time as the Company provides the contracted monthly services and are generally assessed based on a tiered scale of the market value of assets under management (AUM) at month-end. Other related services provided, which are based on a fixed fee schedule, are recognized when the services are rendered.

Gains/Losses on Sales of OREO: The Company records a gain or loss from the sale of OREO when control of the property transfers to the buyer, which generally occurs at the time of an executed deed. The Company does not finance the sale of OREO. Gains on sale of OREO were \$110 thousand, and \$72 thousand and \$1,185 thousand in the twelve months ended December 31, 2018 and 2017 and 2016, respectively.

The Company adopted the ASU on January 1, 2018 and no cumulative adjustment was required.

FASB ASU 2016-01, Financial Instruments – Overall (Subtopic 825-10): Recognition and Measurement of Financial Assets and Financial Liabilities, was issued January 2016. The ASU addresses certain aspects of recognition, measurement, presentation, and disclosure of financial instruments. Most notably, the ASU changes the income statement impact of equity investments held by the Company and the requirement for the Company to use the exit price notion when measuring the fair value of financial instruments for disclosure purposes (Note 11).

The Company was required to adopt the ASU provisions on January 1, 2018, and for those equity securities with readily determinable fair values, the Company elected the retrospective transition approach with a cumulative effect adjustment to the balance sheet and for those equity securities that do not have readily determinable fair values, the Company elected the prospective transition approach. The impact of the adoption of this accounting standard on the Company's consolidated financial statements will be subject to the price volatility of the equity investments. As a result of implementing the ASU provisions, effective January 1, 2018, the Company recorded a cumulative effect adjustment to decrease retained earnings by \$142 thousand.

FASB ASU 2018-02, Income Statement – Reporting Comprehensive Income (Topic 220): Reclassification of Certain Tax Effects from Accumulated Other Comprehensive Income, was issued February 2018. The ASU eliminates the stranded tax effects resulting from the Tax Cuts and Jobs Act of 2017 by allowing a reclassification from accumulated other comprehensive income to retained earnings for stranded tax effects resulting from the Tax Cuts and Jobs Act of 2017. The Company early adopted the provisions of the ASU effective January 1, 2018, by reclassifying the Company's \$3,625 thousand stranded tax effect.

Recently Issued Accounting Standards

FASB ASU 2016-02, Leases (Topic 842), was issued February 25, 2016. The provisions of the new standard require lessees to recognize most leases on-balance sheet, increasing reported assets and liabilities. Lessor accounting remains substantially similar to current U.S. GAAP.

The Company will be required to adopt the ASU provisions effective January 1, 2019, and plans to elect the modified retrospective transition approach. The implementing entry will recognize a lease liability of \$15.3 million and right-to-use asset of \$15.3 million for facilities leases. The change in occupancy and equipment expense will not be material.

FASB ASU 2016-13, Financial Instruments – Credit Losses (Topic 326): Measurement of Credit Losses on Financial Instruments, was issued on June 16, 2016. The ASU significantly changes estimates for credit losses related to financial assets measured at amortized cost and certain other contracts. For estimating credit losses, the FASB is replacing the incurred loss model with the current expected credit loss (CECL) model, which will accelerate recognition of credit losses. Additionally, credit losses relating to debt securities available-for-sale will be recorded through an allowance for credit losses under the new standard. The

Company will also be required to provide additional disclosures related to the financial assets within the scope of the new standard.

The Company will be required to adopt the ASU provisions on January 1, 2020. Management has evaluated available data, defined portfolio segments of loans with similar attributes, and selected loss estimate models for each identified loan portfolio segment. Management has preliminarily measured historical loss rates for each portfolio segment. The ultimate adjustment to the allowance for loan losses will be accomplished through an offsetting after-tax adjustment to shareholders' equity. Management has also segmented debt securities held to maturity, selected methods to estimate losses for each segment, and preliminarily measured a loss estimate. Economic conditions and the composition of the Company's loan portfolio and debt securities held to maturity at the time of adoption will influence the extent of the adopting accounting adjustment. Management expects to develop an aggregate loss estimate by September 30, 2019.

FASB ASU 2017-08, *Receivables – Non-Refundable Fees and Other Costs (Subtopic 310-20): Premium Amortization on Purchased Callable Debt Securities*, was issued March 2017. The ASU will shorten the amortization period for certain callable debt securities held at a premium. Specifically, the ASU requires the premium to be amortized to the earliest call date. The ASU does not require an accounting change for securities held at a discount; the discount continues to be amortized to maturity.

The Company will be required to adopt the ASU provisions on January 1, 2019. The implementing entry will reduce the carrying value of investment securities, specifically obligations of states and political subdivisions, by \$3.1 million and reduce retained earnings by \$2.8 million, net of tax. The change in premium amortization method will not be material to revenue recognition.

FASB ASU 2017-12, *Derivatives and Hedging (Topic 815): Targeted Improvements to Accounting for Hedging Activities*, was issued August 2017. The ASU will expand and refine hedge accounting for both nonfinancial and financial risk components and align the recognition and presentation of the effects of the hedging instrument and the hedged item in the financial statements. The ASU also provides for a one-time reclassification of prepayable assets from held-to-maturity (HTM) to available for sale (AFS) regardless of derivative use.

The Company will be required to adopt the ASU provisions on January 1, 2019. The Company does not currently engage in trading activities or use derivative instruments to control interest rate risk, even though such activities may be permitted with the approval of the Company's Board of Directors. The Company has evaluated the prepayable assets in the HTM portfolio and will not effect a one-time reclassification of prepayable assets from HTM to the AFS upon implementation.

FASB ASU 2018-13, *Fair Value Measurements (Topic 820): Disclosure Framework - Changes to the Disclosure Requirements for Fair Value Measurement*, was issued August 2018. The ASU is part of the disclosure framework project, where the primary focus is to improve the effectiveness of disclosures in the financial statements. The ASU removes, modifies and adds disclosure requirements related to Fair Value Measurements.

The provisions of the ASU are effective January 1, 2020 with the option to early adopt any removed or modified disclosures upon issuance of the ASU. The Company early adopted the provisions to remove and/or modify relevant disclosures in Note 11 to the consolidated financial statements. The requirement to include additional disclosures will be adopted by the Company January 1, 2020. The additional disclosures will not affect the financial results upon adoption.

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Note 2: Investment Securities

Effective January 1, 2018, upon adoption of ASU 2016-01, equity securities included in the Company's available for sale portfolio of \$1,800 thousand were reclassified to equity securities. The reclassification of equity securities resulted in recording a cumulative effect adjustment to decrease retained earnings by \$142 thousand, net of tax.

At December 31, 2018, the market value of equity securities was \$1,747 thousand. During the twelve months ended December 31, 2018, the Company recognized gross unrealized holding losses of \$52 thousand in earnings.

An analysis of the amortized cost and fair value by major categories of debt securities available for sale, which are carried at fair value with net unrealized gains (losses) reported on an after-tax basis as a component of cumulative other comprehensive income, and debt securities held to maturity, which are carried at amortized cost, follows:

	Amortized Cost	Gross Unrealized Gains	Gross Unrealized Losses	Fair Value
(In thousands)				
At December 31, 2018				
Debt securities available for sale				
U.S. Treasury securities	\$139,572	\$5	(\$3)	\$139,574
Securities of U.S. Government sponsored entities	167,228	65	(3,275)	164,018
Agency residential mortgage-backed securities (MBS)	883,715	595	(30,439)	853,871
Non-agency residential MBS	113	1	-	114
Agency commercial MBS	1,869	-	(27)	1,842
Securities of U.S. Government entities	1,128	-	(9)	1,119
Obligations of states and political subdivisions	180,220	1,856	(2,985)	179,091
Corporate securities	1,337,608	1,075	(23,642)	1,315,041
Total debt securities available for sale	<u>2,711,453</u>	<u>3,597</u>	<u>(60,380)</u>	<u>2,654,670</u>
Debt securities held to maturity				
Agency residential MBS	447,332	249	(14,129)	433,452
Non-agency residential MBS	3,387	40	-	3,427
Obligations of states and political subdivisions	533,890	3,403	(2,727)	534,566
Total debt securities held to maturity	<u>984,609</u>	<u>3,692</u>	<u>(16,856)</u>	<u>971,445</u>
Total	<u>\$3,696,062</u>	<u>\$7,289</u>	<u>(\$77,236)</u>	<u>\$3,626,115</u>
	Amortized Cost	Gross Unrealized Gains	Gross Unrealized Losses	Fair Value
(In thousands)				
At December 31, 2017				
Debt securities available for sale				
Securities of U.S. Government sponsored entities	\$122,285	\$1	(\$2,967)	\$119,319
Agency residential MBS	787,679	522	(20,495)	767,706
Non-agency residential MBS	153	1	-	154
Agency commercial MBS	2,244	-	(25)	2,219
Securities of U.S. Government entities	1,612	-	(22)	1,590
Obligations of states and political subdivisions	182,907	3,796	(1,482)	185,221
Corporate securities	1,123,671	1,104	(9,277)	1,115,498
Total debt securities available for sale	<u>2,220,551</u>	<u>5,424</u>	<u>(34,268)</u>	<u>2,191,707</u>
Debt securities held to maturity				
Agency residential MBS	545,883	606	(9,850)	536,639
Non-agency residential MBS	4,462	70	-	4,532
Agency commercial MBS	9,041	-	(66)	8,975
Obligations of states and political subdivisions	599,478	7,736	(2,018)	605,196
Total debt securities held to maturity	<u>1,158,864</u>	<u>8,412</u>	<u>(11,934)</u>	<u>1,155,342</u>
Total	<u>\$3,379,415</u>	<u>\$13,836</u>	<u>(\$46,202)</u>	<u>\$3,347,049</u>

The amortized cost and fair value of debt securities by contractual maturity are shown in the following tables at the dates indicated:

	At December 31, 2018			
	Debt Securities Available for Sale		Debt Securities Held to Maturity	
	Amortized Cost	Fair Value	Amortized Cost	Fair Value
	(In thousands)			
Maturity in years:				
1 year or less	\$262,418	\$261,976	\$86,172	\$86,148
Over 1 to 5 years	1,438,849	1,414,020	214,137	213,829
Over 5 to 10 years	85,817	85,877	232,544	233,515
Over 10 years	38,672	36,970	1,037	1,074
Subtotal	1,825,756	1,798,843	533,890	534,566
MBS	885,697	855,827	450,719	436,879
Total	\$2,711,453	\$2,654,670	\$984,609	\$971,445

	At December 31, 2017			
	Debt Securities Available for Sale		Debt Securities Held to Maturity	
	Amortized Cost	Fair Value	Amortized Cost	Fair Value
	(In thousands)			
Maturity in years:				
1 year or less	\$193,337	\$193,385	\$50,295	\$51,105
Over 1 to 5 years	1,031,807	1,023,047	269,050	269,471
Over 5 to 10 years	159,266	160,042	277,170	281,546
Over 10 years	46,065	45,154	2,963	3,074
Subtotal	1,430,475	1,421,628	599,478	605,196
MBS	790,076	770,079	559,386	550,146
Total	\$2,220,551	\$2,191,707	\$1,158,864	\$1,155,342

Expected maturities of mortgage-related securities can differ from contractual maturities because borrowers have the right to call or prepay obligations with or without call or prepayment penalties. In addition, such factors as prepayments and interest rates may affect the yield on the carrying value of mortgage-related securities. At December 31, 2018 and December 31, 2017, the Company had no high-risk collateralized mortgage obligations as defined by regulatory guidelines.

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An analysis of the gross unrealized losses of the debt securities available for sale portfolio follows:

	Debt Securities Available for Sale At December 31, 2018								
	No. of Investment Positions	Less than 12 months		No. of Investment Positions	12 months or longer		No. of Investment Positions	Total	
		Fair Value	Unrealized Losses		Fair Value	Unrealized Losses		Fair Value	Unrealized Losses
U.S. Treasury securities	2	\$54,805	(\$3)	-	\$ -	\$ -	2	\$54,805	(\$3)
Securities of U.S. Government sponsored entities	1	990	(5)	9	117,963	(3,270)	10	118,953	(3,275)
Agency residential MBS	8	107,497	(507)	58	640,210	(29,932)	66	747,707	(30,439)
Agency commercial MBS	1	1,842	(27)	-	-	-	1	1,842	(27)
Securities of U.S. Government entities	-	-	-	2	1,119	(9)	2	1,119	(9)
Obligations of states and political subdivisions	32	26,452	(166)	71	67,121	(2,819)	103	93,573	(2,985)
Corporate securities	38	308,157	(3,403)	79	722,740	(20,239)	117	1,030,897	(23,642)
Total	82	\$499,743	(\$4,111)	219	\$1,549,153	(\$56,269)	301	\$2,048,896	(\$60,380)

An analysis of gross unrecognized losses of the debt securities held to maturity portfolio follows:

	Debt Securities Held to Maturity At December 31, 2018								
	No. of Investment Positions	Less than 12 months		No. of Investment Positions	12 months or longer		No. of Investment Positions	Total	
		Fair Value	Unrecognized Losses		Fair Value	Unrecognized Losses		Fair Value	Unrecognized Losses
Agency residential MBS	16	\$8,495	(\$34)	78	\$412,574	(\$14,095)	94	\$421,069	(\$14,129)
Non-agency residential MBS	1	26	-	-	-	-	1	26	-
Obligations of states and political subdivisions	97	83,633	(271)	142	151,546	(2,456)	239	235,179	(2,727)
Total	114	\$92,154	(\$305)	220	\$564,120	(\$16,551)	334	\$656,274	(\$16,856)

The unrealized losses on the Company's debt securities were caused by market conditions for these types of investments, particularly changes in risk-free interest rates. The Company evaluates debt securities on a quarterly basis including changes in security ratings issued by rating agencies, changes in the financial condition of the issuer, and, for mortgage-backed and asset-backed securities, delinquency and loss information with respect to the underlying collateral, changes in the levels of subordination for the Company's particular position within the repayment structure and remaining credit enhancement as compared to expected credit losses of the security. Substantially all of these securities continue to be investment grade rated by a major rating agency. One corporate bond with a carrying value of \$15.0 million and a market value of \$13.8 million at December 31, 2018, is rated below investment grade. In addition to monitoring credit rating agency evaluations, Management performs its own evaluations regarding the credit worthiness of the issuer or the securitized assets underlying asset backed securities.

The Company does not intend to sell any debt securities and has concluded that it is more likely than not that it will not be required to sell the debt securities prior to recovery of the amortized cost basis. Therefore, the Company does not consider these debt securities to be other-than-temporarily impaired as of December 31, 2018.

The fair values of the debt securities could decline in the future if the general economy deteriorates, inflation increases, credit ratings decline, the issuer's financial condition deteriorates, or the liquidity for debt securities declines. As a result, other than temporary impairments may occur in the future.

As of December 31, 2018 and December 31, 2017, the Company had debt securities pledged to secure public deposits and short-term borrowed funds of \$728,161 thousand and \$715,774 thousand, respectively.

An analysis of gross unrealized losses of debt securities available for sale follows:

Debt Securities Available for Sale									
At December 31, 2017									
No. of Investment Positions	Less than 12 months		No. of Investment Positions	12 months or longer		No. of Investment Positions	Total		
	Fair Value	Unrealized Losses		Fair Value	Unrealized Losses		Fair Value	Unrealized Losses	
(\$ in thousands)									
Securities of U.S.									
Government sponsored entities									
1	\$996	(\$2)	8	\$117,252	(\$2,965)	9	\$118,248	(\$2,967)	
7	238,554	(1,501)	51	516,711	(18,994)	58	755,265	(20,495)	
Non-agency residential MBS									
1	1	-	-	-	-	1	1	-	
Agency commercial MBS									
2	2,219	(25)	-	-	-	2	2,219	(25)	
Securities of U.S.									
Government entities									
-	-	-	3	1,590	(22)	3	1,590	(22)	
Obligations of states and political subdivisions									
50	21,453	(228)	35	52,071	(1,254)	85	73,524	(1,482)	
64	571,112	(4,047)	38	282,924	(5,230)	102	854,036	(9,277)	
Corporate securities									
125	\$834,335	(\$5,803)	135	\$970,548	(\$28,465)	260	\$1,804,883	(\$34,268)	

An analysis of gross unrecognized losses of the debt securities held to maturity portfolio follows:

Debt Securities Held to Maturity									
At December 31, 2017									
No. of Investment Positions	Less than 12 months		No. of Investment Positions	12 months or longer		No. of Investment Positions	Total		
	Fair Value	Unrecognized Losses		Fair Value	Unrecognized Losses		Fair Value	Unrecognized Losses	
(\$ in thousands)									
15	\$30,218	(\$201)	65	\$479,775	(\$9,649)	80	\$509,993	(\$9,850)	
1	1,913	(4)	1	7,062	(62)	2	8,975	(66)	
Obligations of states and political subdivisions									
146	131,032	(553)	59	58,979	(1,465)	205	190,011	(2,018)	
162	\$163,163	(\$758)	125	\$545,816	(\$11,176)	287	\$708,979	(\$11,934)	

The following table provides information about the amount of interest income earned on investment securities which is fully taxable and which is exempt from regular federal income tax:

	For the Years Ended December 31,		
	2018	2017	2016
	(In thousands)		
Taxable	\$65,330	\$51,445	\$42,718
Tax-exempt from regular federal income tax	19,438	20,651	22,194
Total interest income from investment securities	\$84,768	\$72,096	\$64,912

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Note 3: Loans and Allowance for Credit Losses

At December 31, 2018, the Company had \$5.7 million in residential real estate secured loans which are indemnified from loss by the FDIC up to eighty percent of principal; the indemnification expired February 6, 2019.

A summary of the major categories of loans outstanding is shown in the following tables at the dates indicated.

	At December 31,	
	2018	2017
	(In thousands)	
Commercial	\$275,080	\$335,996
Commercial Real Estate	580,480	568,584
Construction	3,982	5,649
Residential Real Estate	44,866	65,183
Consumer Installment & Other	302,794	312,570
Total	<u>\$1,207,202</u>	<u>\$1,287,982</u>

Total loans outstanding reported above include loans purchased from the FDIC of \$58,247 thousand and \$83,478 thousand at December 31, 2018 and December 31, 2017, respectively.

Changes in the accretable yield for purchased loans were as follows:

	For the Years Ended December 31,	
	2018	2017
	(In thousands)	
Accretable yield:		
Balance at the beginning of the period	\$738	\$1,237
Reclassification from nonaccretable difference	1,119	1,852
Accretion	(1,675)	(2,351)
Balance at the end of the period	<u>\$182</u>	<u>\$738</u>
Accretion	(\$1,675)	(\$2,351)
Change in FDIC indemnification	2	192
(Increase) in interest income	<u>(\$1,673)</u>	<u>(\$2,159)</u>

The following summarizes activity in the allowance for loan losses:

	Allowance for Loan Losses						Total
	Commercial	Commercial Real Estate	Construction	Residential Real Estate	Consumer Installment and Other	Unallocated	
	For the Year Ended December 31, 2018						
	(In thousands)						
Allowance for loan losses:							
Balance at beginning of period	\$7,746	\$3,849	\$335	\$995	\$6,418	\$3,666	\$23,009
(Reversal) provision	(2,369)	275	1,130	(126)	1,579	(489)	-
Chargeoffs	(513)	(240)	-	-	(4,124)	-	(4,877)
Recoveries	1,447	-	-	-	1,772	-	3,219
Total allowance for loan losses	<u>\$6,311</u>	<u>\$3,884</u>	<u>\$1,465</u>	<u>\$869</u>	<u>\$5,645</u>	<u>\$3,177</u>	<u>\$21,351</u>
	Allowance for Loan Losses						
	For the Year Ended December 31, 2017						
	(In thousands)						
Allowance for loan losses:							
Balance at beginning of period	\$8,327	\$3,330	\$152	\$1,330	\$7,980	\$4,835	\$25,954
(Reversal) provision	(382)	431	(1,716)	(335)	1,271	(1,169)	(1,900)
Chargeoffs	(961)	-	-	-	(4,957)	-	(5,918)
Recoveries	762	88	1,899	-	2,124	-	4,873
Total allowance for loan losses	<u>\$7,746</u>	<u>\$3,849</u>	<u>\$335</u>	<u>\$995</u>	<u>\$6,418</u>	<u>\$3,666</u>	<u>\$23,009</u>

Allowance for Credit Losses
For the Year Ended December 31, 2016

	Commercial	Commercial Real Estate	Construction	Residential Real Estate	Consumer Installment and Other	Unallocated	Total
(In thousands)							
Allowance for loan losses:							
Balance at beginning of period	\$9,559	\$4,212	\$235	\$1,801	\$8,001	\$5,963	\$29,771
(Reversal) provision	(3,237)	(1,436)	(83)	(471)	3,155	(1,128)	(3,200)
Chargeoffs	(2,023)	-	-	-	(4,749)	-	(6,772)
Recoveries	4,028	554	-	-	1,573	-	6,155
Total allowance for loan losses	\$8,327	\$3,330	\$152	\$1,330	\$7,980	\$4,835	\$25,954

The allowance for loan losses and recorded investment in loans evaluated for impairment were as follows:

Allowance for Loan Losses and Recorded Investment in Loans Evaluated for Impairment
At December 31, 2018

	Commercial	Commercial Real Estate	Construction	Residential Real Estate	Consumer Installment and Other	Unallocated	Total
(In thousands)							
Allowance for loan losses:							
Individually evaluated for impairment	\$2,752	\$-	\$-	\$-	\$-	\$-	\$2,752
Collectively evaluated for impairment	3,559	3,884	1,465	869	5,645	3,177	18,599
Purchased loans with evidence of credit deterioration	-	-	-	-	-	-	-
Total	\$6,311	\$3,884	\$1,465	\$869	\$5,645	\$3,177	\$21,351
Carrying value of loans:							
Individually evaluated for impairment	\$9,921	\$8,217	\$-	\$717	\$-	\$-	\$18,855
Collectively evaluated for impairment	265,136	572,042	3,982	44,149	302,651	-	1,187,960
Purchased loans with evidence of credit deterioration	23	221	-	-	143	-	387
Total	\$275,080	\$580,480	\$3,982	\$44,866	\$302,794	\$-	\$1,207,202

Allowance for Loan Losses and Recorded Investment in Loans Evaluated for Impairment
At December 31, 2017

	Commercial	Commercial Real Estate	Construction	Residential Real Estate	Consumer Installment and Other	Unallocated	Total
(In thousands)							
Allowance for loan losses:							
Individually evaluated for impairment	\$4,814	\$171	\$-	\$-	\$-	\$-	\$4,985
Collectively evaluated for impairment	2,932	3,678	335	995	6,418	3,666	18,024
Purchased loans with evidence of credit deterioration	-	-	-	-	-	-	-
Total	\$7,746	\$3,849	\$335	\$995	\$6,418	\$3,666	\$23,009
Carrying value of loans:							
Individually evaluated for impairment	\$10,675	\$14,234	\$-	\$208	\$-	\$-	\$25,117
Collectively evaluated for impairment	325,291	553,769	5,649	64,975	312,406	-	1,262,090
Purchased loans with evidence of credit deterioration	30	581	-	-	164	-	775
Total	\$335,996	\$568,584	\$5,649	\$65,183	\$312,570	\$-	\$1,287,982

The Company's customers are small businesses, professionals and consumers. Given the scale of these borrowers, corporate credit rating agencies do not evaluate the borrowers' financial condition. The Company's subsidiary, Westamerica Bank (the "Bank") maintains a Loan Review Department which reports directly to the Audit Committee of the Board of Directors. The Loan Review Department performs independent evaluations of loans and validates management assigned credit risk grades on evaluated loans using grading standards employed by bank regulatory agencies. Loans judged to carry lower-risk attributes are assigned a "pass" grade, with a minimal likelihood of loss. Loans judged to carry higher-risk attributes are referred to as "classified loans," and are further disaggregated, with increasing expectations for loss recognition, as "substandard," "doubtful," and "loss." Loan Review Department performs continuous evaluations throughout the year. If the Bank becomes aware of deterioration in a borrower's performance or financial condition between Loan Review Department examinations, assigned risk grades are re-evaluated promptly. Credit risk grades assigned by management and validated by the Loan Review Department are subject to review by the Bank's regulatory authorities during regulatory examinations.

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The following summarizes the credit risk profile by internally assigned grade:

Grade:	Commercial	Commercial Real Estate	Construction	Residential Real Estate	Consumer Installment and Other	Total
	(In thousands)					
Pass	\$264,634	\$567,578	\$3,982	\$43,112	\$300,553	\$1,179,859
Substandard	10,446	12,902	-	1,754	1,556	26,658
Doubtful	-	-	-	-	135	135
Loss	-	-	-	-	550	550
Total	<u>\$275,080</u>	<u>\$580,480</u>	<u>\$3,982</u>	<u>\$44,866</u>	<u>\$302,794</u>	<u>\$1,207,202</u>

Credit risk profile reflects internally assigned grades of purchased covered loans without regard to FDIC indemnification on \$5,713 thousand residential real estate and consumer loans at December 31, 2018. The indemnification expired February 6, 2019.

Grade:	Commercial	Commercial Real Estate	Construction	Residential Real Estate	Consumer Installment and Other	Total
	(In thousands)					
Pass	\$324,185	\$548,853	\$5,649	\$62,253	\$310,429	\$1,251,369
Substandard	11,811	19,731	-	2,930	1,370	35,842
Doubtful	-	-	-	-	1	1
Loss	-	-	-	-	770	770
Total	<u>\$335,996</u>	<u>\$568,584</u>	<u>\$5,649</u>	<u>\$65,183</u>	<u>\$312,570</u>	<u>\$1,287,982</u>

Credit risk profile reflects internally assigned grades of purchased covered loans without regard to FDIC indemnification on \$7,766 thousand residential real estate and consumer loans at December 31, 2017.

The following tables summarize loans by delinquency and nonaccrual status:

	Current and Accruing	30-59 Days Past Due and Accruing	60-89 Days Past Due and Accruing	Past Due 90 Days or More and Accruing	Nonaccrual	Total Loans
	(In thousands)					
Commercial	\$274,045	\$781	\$254	\$ -	\$ -	\$275,080
Commercial real estate	574,853	617	785	-	4,225	580,480
Construction	3,982	-	-	-	-	3,982
Residential real estate	43,372	789	189	-	516	44,866
Consumer installment and other	297,601	3,408	1,107	551	127	302,794
Total	<u>\$1,193,853</u>	<u>\$5,595</u>	<u>\$2,335</u>	<u>\$551</u>	<u>\$4,868</u>	<u>\$1,207,202</u>

	Current and Accruing	30-59 Days Past Due and Accruing	60-89 Days Past Due and Accruing	Past Due 90 Days or More and Accruing	Nonaccrual	Total Loans
	(In thousands)					
Commercial	\$334,908	\$627	\$164	\$ -	\$297	\$335,996
Commercial real estate	561,883	1,143	125	-	5,433	568,584
Construction	5,649	-	-	-	-	5,649
Residential real estate	65,183	-	-	-	-	65,183
Consumer installment and other	307,445	3,321	1,077	531	196	312,570
Total	<u>\$1,275,068</u>	<u>\$5,091</u>	<u>\$1,366</u>	<u>\$531</u>	<u>\$5,926</u>	<u>\$1,287,982</u>

There were no commitments to lend additional funds to borrowers whose loans were on nonaccrual status at December 31, 2018 and December 31, 2017.

The following summarizes impaired loans:

	Impaired Loans At December 31,					
	2018			2017		
	Recorded Investment	Unpaid Principal Balance	Related Allowance	Recorded Investment	Unpaid Principal Balance	Related Allowance
	(In thousands)					
With no related allowance recorded:						
Commercial	\$755	\$759	\$-	\$1,212	\$1,271	\$-
Commercial real estate	8,438	10,373	-	13,169	14,985	-
Residential real estate	717	747	-	208	239	-
Consumer installment and other	270	377	-	360	466	-
Total with no related allowance recorded	<u>10,180</u>	<u>12,256</u>	<u>-</u>	<u>14,949</u>	<u>16,961</u>	<u>-</u>
With an allowance recorded:						
Commercial	9,189	9,189	2,752	9,764	9,764	4,814
Commercial real estate	-	-	-	1,790	1,792	171
Total with an allowance recorded	<u>9,189</u>	<u>9,189</u>	<u>2,752</u>	<u>11,554</u>	<u>11,556</u>	<u>4,985</u>
Total	<u>\$19,369</u>	<u>\$21,445</u>	<u>\$2,752</u>	<u>\$26,503</u>	<u>\$28,517</u>	<u>\$4,985</u>

Impaired loans include troubled debt restructured loans. Impaired loans at December 31, 2018, included \$8,579 thousand of restructured loans, \$4,225 thousand of which were on nonaccrual status. Impaired loans at December 31, 2017, included \$12,081 thousand of restructured loans, \$4,285 thousand of which were on nonaccrual status.

	Impaired Loans For the Years Ended December 31,					
	2018		2017		2016	
	Average Recorded Investment	Recognized Interest Income	Average Recorded Investment	Recognized Interest Income	Average Recorded Investment	Recognized Interest Income
	(In thousands)					
Commercial	\$10,532	\$667	\$11,156	\$508	\$12,923	\$512
Commercial real estate	11,703	758	14,806	884	16,701	725
Construction	-	-	-	-	102	-
Residential real estate	269	19	423	17	746	19
Consumer installment and other	254	14	415	20	473	25
Total	<u>\$22,758</u>	<u>\$1,458</u>	<u>\$26,800</u>	<u>\$1,429</u>	<u>\$30,945</u>	<u>\$1,281</u>

The following tables provide information on troubled debt restructurings:

	Troubled Debt Restructurings At December 31, 2018			
	Number of Contracts	Pre-Modification Carrying Value	Period-End Carrying Value	Period-End Individual Impairment Allowance
	(\$ in thousands)			
Commercial	4	\$2,274	\$811	\$19
Commercial real estate	8	9,237	7,568	-
Residential real estate	1	241	200	-
Total	<u>13</u>	<u>\$11,752</u>	<u>\$8,579</u>	<u>\$19</u>

Troubled Debt Restructurings
At December 31, 2017

	Number of Contracts	Pre-Modification Carrying Value	Period-End Carrying Value	Period-End Individual Impairment Allowance
		(\$ in thousands)		
Commercial	7	\$2,393	\$1,085	\$43
Commercial real estate	10	11,528	10,788	-
Residential real estate	1	241	208	-
Total	18	\$14,162	\$12,081	\$43

Troubled Debt Restructurings
At December 31, 2016

	Number of Contracts	Pre-Modification Carrying Value	Period-End Carrying Value	Period-End Individual Impairment Allowance
		(\$ in thousands)		
Commercial	7	\$2,719	\$1,489	\$113
Commercial real estate	10	11,257	10,673	-
Residential real estate	1	241	219	-
Total	18	\$14,217	\$12,381	\$113

During the year ended December 31, 2018, the Company did not modify any loans that were considered troubled debt restructurings.

During the year ended December 31, 2017, the Company modified four loans with a carrying value of \$699 thousand that were considered troubled debt restructurings. The four concessions granted in 2017 consisted of modifications of payment terms to extend the maturity date to allow for deferred principal repayment and under-market terms.

During the year ended December 31, 2016, the Company modified four loans with a total carrying value of \$4,731 thousand that were considered troubled debt restructurings. The concessions granted in the four restructurings completed in 2016 consisted of three modifications of payment terms to extend the maturity date to allow for deferred principal repayment and under-market terms and one court order requiring under-market terms.

During the year ended December 31, 2018, one troubled debt restructured loan with a carrying value of \$41 thousand was charged off. During the year ended December 31, 2017, one troubled debt restructured loan with a carrying value of \$58 thousand was charged off. There were no chargeoffs related to troubled debt restructurings made during the year ended December 31, 2016. During the years ended December 31, 2018, 2017 and 2016, no troubled debt restructured loans defaulted within 12 months of the modification date. A troubled debt restructuring is considered to be in default when payments are ninety days or more past due.

There were no loans restricted due to collateral requirements at December 31, 2018 and December 31, 2017.

There were no loans held for sale at December 31, 2018 and December 31, 2017.

At December 31, 2018 and December 31, 2017, the Company held total other real estate owned (OREO) of \$350 thousand net of reserve of \$-0- thousand and \$1,426 thousand net of reserve of \$1,905 thousand, respectively, of which \$-0- was foreclosed residential real estate properties or covered OREO at both dates. The amount of consumer mortgage loans outstanding secured by residential real estate properties for which formal foreclosure proceedings were in process was \$516 thousand at December 31, 2018 and \$196 thousand at December 31, 2017.

Note 4: Concentration of Credit Risk

Under the California Financial Code, credit extended to any one person owing to a commercial bank at any one time shall not exceed the following limitations: (a) unsecured loans shall not exceed 15 percent of the sum of the shareholders' equity, allowance for loan losses, capital notes, and debentures of the bank, or (b) secured and unsecured loans in all shall not exceed 25 percent of the sum of the shareholders' equity, allowance for loan losses, capital notes, and debentures of the bank. At December 31, 2018, the Bank did not have credit extended to any one entity exceeding these limits. At December 31, 2018, the Bank had 37 lending relationships each with aggregate amounts of \$5 million or more. The Company has significant credit arrangements that are secured by real estate collateral. In addition to real estate loans outstanding as disclosed in Note 3, the Company had loan commitments related to real estate loans of \$53,891 thousand and \$53,874 thousand at December 31, 2018 and December 31, 2017, respectively. The Company requires collateral on all real estate loans with loan-to-value ratios at origination generally no greater than 75% on commercial real estate loans and no greater than 80% on residential real estate loans. At December 31, 2018, the Bank held corporate bonds in 78 issuing entities that exceeded \$5 million for each issuer.

Note 5: Premises, Equipment and Other Assets

Premises and equipment consisted of the following:

	At December 31,		
	Cost	Accumulated Depreciation and Amortization (In thousands)	Net Book Value
2018			
Land	\$11,691	\$ -	\$11,691
Building and improvements	41,912	(27,178)	14,734
Leasehold improvements	6,174	(4,968)	1,206
Furniture and equipment	23,845	(16,969)	6,876
Total	<u>\$83,622</u>	<u>(\$49,115)</u>	<u>\$34,507</u>
2017			
Land	\$11,796	\$ -	\$11,796
Building and improvements	41,641	(26,249)	15,392
Leasehold improvements	5,817	(4,790)	1,027
Furniture and equipment	22,284	(15,198)	7,086
Total	<u>\$81,538</u>	<u>(\$46,237)</u>	<u>\$35,301</u>

Depreciation and amortization of premises and equipment included in noninterest expense amounted to \$3,677 thousand in 2018, \$3,925 thousand in 2017 and \$3,959 thousand in 2016.

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Other assets consisted of the following:

	At December 31,	
	2018	2017
	(In thousands)	
Cost method equity investments:		
Federal Reserve Bank stock ⁽¹⁾	\$14,069	\$14,069
Other investments	158	158
Total cost method equity investments	<u>14,227</u>	<u>14,227</u>
Life insurance cash surrender value	56,083	54,101
Net deferred tax asset	42,256	33,112
Limited partnership investments	10,219	10,119
Interest receivable	25,834	23,557
Prepaid assets	4,658	4,906
Other assets	9,629	18,428
Total other assets	<u>\$162,906</u>	<u>\$158,450</u>

⁽¹⁾ A bank applying for membership in the Federal Reserve System is required to subscribe to stock in the Federal Reserve Bank (FRB) in its district in a sum equal to six percent of the bank's paid-up capital stock and surplus. One-half of the amount of the bank's subscription shall be paid to the FRB and the remaining half will be subject to call when deemed necessary by the Board of Governors of the Federal Reserve System.

The Company owns 211 thousand shares of Visa Inc. class B common stock which have transfer restrictions; the carrying value is \$0- thousand. On July 5, 2018, Visa Inc. announced a new conversion rate applicable to its class B common stock resulting from its June 28, 2018 deposit of funds into its litigation escrow account. This funding reduced the conversion rate of class B common stock into class A common stock, which is unrestricted and trades actively on the New York Stock Exchange, from 1.6483 to 1.6298. Visa Inc. class A common stock had a closing price of \$131.94 per share on December 31, 2018, the last day of stock market trading for the fourth quarter 2018. The ultimate value of the Company's Visa Inc. class B shares is subject to the extent of Visa Inc.'s future litigation escrow fundings, the resulting conversion rate to class A common stock, and current and future trading restrictions on the class B common stock.

The Company invests in flow-through limited liability entities that manage or invest in affordable housing projects that qualify for low-income housing tax credits. At December 31, 2018, this investment totaled \$10,219 thousand and \$4,799 thousand of this amount represents outstanding equity capital commitments that are included in other liabilities. At December 31, 2017, this investment totaled \$10,119 thousand and \$2,299 thousand of this amount represented outstanding equity capital commitments. At December 31, 2018, the \$4,799 thousand of outstanding equity capital commitments are expected to be paid as follows, \$627 thousand in 2019, \$2,026 thousand in 2020, \$138 thousand in 2021, \$261 thousand in 2022, \$134 thousand in 2023, \$1,041 thousand in 2024 and \$572 thousand in 2025 or thereafter.

The amounts recognized in net income for these investments include:

	For the Years Ended December 31,		
	2018	2017	2016
	(In thousands)		
Investment loss included in pre-tax income	\$2,900	\$1,800	\$2,475
Valuation impairment included in pre-tax income	-	625	-
Tax credits recognized in provision for income taxes	1,121	1,850	2,286

The \$625 thousand valuation impairment recognized in 2017 was due to a decline in future expected federal tax benefits due to the reduction in the federal corporate tax rate upon enactment of the Tax Cuts and Jobs Act of 2017.

Note 6: Goodwill and Identifiable Intangible Assets

The Company has recorded goodwill and other identifiable intangibles associated with purchase business combinations. Goodwill is not amortized, but is evaluated for impairment at least annually. The Company did not recognize impairment during the years ended December 31, 2018, 2017 and 2016. Identifiable intangibles are amortized to their estimated residual values over their expected useful lives. Such lives and residual values are also periodically reassessed to determine if any amortization period adjustments are indicated. During the years ended December 31, 2018, 2017 and 2016 no such adjustments were recorded.

The carrying values of goodwill were:

	At December 31,	
	2018	2017
	(In thousands)	
Goodwill	\$121,673	\$121,673

The gross carrying amount of identifiable intangible assets and accumulated amortization was:

	At December 31,			
	2018		2017	
	Gross Carrying Amount	Accumulated Amortization	Gross Carrying Amount	Accumulated Amortization
	(In thousands)			
Core Deposit Intangibles	\$56,808	(\$54,879)	\$56,808	(\$52,987)
Merchant Draft Processing Intangible	10,300	(10,300)	10,300	(10,271)
Total Identifiable Intangible Assets	<u>\$67,108</u>	<u>(\$65,179)</u>	<u>\$67,108</u>	<u>(\$63,258)</u>

As of December 31, 2018, the current period and estimated future amortization expense for identifiable intangible assets was:

	Core Deposit Intangibles	Merchant Draft Processing Intangible	Total
	(In thousands)		
For the Year Ended December 31, 2018 (actual)	\$1,892	\$29	\$1,921
Estimate for the Year Ended December 31, 2019	538	-	538
2020	287	-	287
2021	269	-	269
2022	252	-	252
2023	236	-	236

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Note 7: Deposits and Borrowed Funds

The following table provides additional detail regarding deposits.

	Deposits	
	At December 31,	
	2018	2017
	(In thousands)	
Noninterest-bearing	\$2,243,251	\$2,197,526
Interest-bearing:		
Transaction	929,346	904,245
Savings	1,498,991	1,494,024
Time deposits less than \$100 thousand	102,654	117,848
Time deposits \$100 thousand through \$250 thousand	64,512	76,578
Time deposits more than \$250 thousand	28,085	37,392
Total deposits	<u>\$4,866,839</u>	<u>\$4,827,613</u>

Demand deposit overdrafts of \$980 thousand and \$2,786 thousand were included as loan balances at December 31, 2018 and 2017, respectively. Interest expense for aggregate time deposits with individual account balances in excess of \$100 thousand was \$368 thousand in 2018, \$415 thousand in 2017 and \$509 thousand in 2016.

The following table provides additional detail regarding short-term borrowed funds.

	Repurchase Agreements (Sweep)	
	Accounted for as Secured Borrowings	
	Remaining Contractual Maturity of the Agreements	
	Overnight and Continuous	
	At December 31,	
	2018	2017
	(In thousands)	
Repurchase agreements:		
Collateral securing borrowings:		
Securities of U.S. Government sponsored entities	\$73,803	\$74,173
Agency residential MBS	58,380	58,251
Corporate securities	91,837	105,113
Total collateral carrying value	<u>\$224,020</u>	<u>\$237,537</u>
Total short-term borrowed funds	<u>\$51,247</u>	<u>\$58,471</u>

	For the Years Ended December 31,	
	2018	2017
	Highest Balance at Any Month-end	
	(In thousands)	
Securities sold under repurchase agreements	\$68,894	\$82,126

Note 8: Shareholders' Equity

The Company grants stock options and restricted performance shares to employees in exchange for employee services, pursuant to the shareholder-approved 1995 Stock Option Plan, which was last amended and restated in 2012. Nonqualified stock option grants ("NQSO") are granted with an exercise price equal to the fair market value of the related common stock on the grant date. NQSO generally become exercisable in equal annual installments over a three-year period with each installment vesting on the anniversary date of the grant. Each NQSO has a maximum ten-year term. A restricted performance share grant becomes vested after three years of being awarded, provided the Company has attained its performance goals for such three-year period.

The following table summarizes information about stock options granted under the Plan as of December 31, 2018. The intrinsic value is calculated as the difference between the market value as of December 31, 2018 and the exercise price of the shares. The market value as of December 31, 2018 was \$55.68 as reported by the NASDAQ Global Select Market:

Range of Exercise Price	Options Outstanding					Options Exercisable				
	At December 31, 2018		Weighted Average Remaining Contractual Life (Years)	Weighted Average Exercise Price	For the Year Ended December 31, 2018	At December 31, 2018		Weighted Average Remaining Contractual Life (Years)	Weighted Average Exercise Price	For the Year Ended December 31, 2018
	Number Outstanding	Aggregate Intrinsic Value (In thousands)				Number Exercisable	Aggregate Intrinsic Value (In thousands)			
\$40 - 45	176	\$2,309	6.6	\$43	87	\$1,122	6.1	\$43		
45 - 50	11	106	3.1	46	11	106	3.1	46		
50 - 55	286	1,297	0.7	51	286	1,297	0.7	51		
55 - 60	229	-	7.7	57	73	-	6.9	57		
60 - 65	244	-	9.1	62	-	N/A	N/A	N/A		
\$40 - 65	<u>946</u>	<u>\$3,712</u>	5.7	54	<u>457</u>	<u>\$2,525</u>	2.8	50		

The Company applies the Roll-Geske option pricing model (Modified Roll) to determine grant date fair value of stock option grants. This model modifies the Black-Scholes Model to take into account dividends and American options. During the year ended December 31, 2018, 2017 and 2016, the Company granted 249 thousand, 266 thousand and 325 thousand stock options, respectively. The following weighted average assumptions were used in the option pricing to value stock options granted in the periods indicated:

	For the Years Ended December 31,		
	2018	2017	2016
Expected volatility ⁽¹⁾	20%	20%	22%
Expected life in years ⁽²⁾	4.8	4.8	4.8
Risk-free interest rate ⁽³⁾	2.50%	1.97%	1.41%
Expected dividend yield	2.65%	3.28%	4.49%
Fair value per award	\$9.98	\$8.27	\$5.97

⁽¹⁾ Measured using daily price changes of Company's stock over respective expected term of the option and the implied volatility derived from the market prices of the Company's stock and traded options.

⁽²⁾ The number of years that the Company estimates that the options will be outstanding prior to exercise.

⁽³⁾ The risk-free rate over the expected life based on the US Treasury yield curve in effect at the time of the grant.

Employee stock option grants are being expensed by the Company over the grants' three year vesting period. The Company issues new shares upon the exercise of options. The number of shares authorized to be issued for options at December 31, 2018 is 713 thousand.

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A summary of option activity during the year ended December 31, 2018 is presented below:

	Shares (In thousands)	Weighted Average Exercise Price	Weighted Average Remaining Contractual Term (Years)
Outstanding at January 1, 2018	1,030	\$49.44	
Granted	249	62.16	
Exercised	(292)	45.76	
Forfeited or expired	(41)	52.54	
Outstanding at December 31, 2018	<u>946</u>	\$53.78	5.7
Exercisable at December 31, 2018	<u>457</u>	\$50.38	2.8

A summary of the Company's nonvested option activity during the year ended December 31, 2018 is presented below:

	Shares (In thousands)	Weighted Average Grant Date Fair Value
Nonvested at January 1, 2018	561	\$6.98
Granted	249	9.98
Vested	(280)	6.54
Forfeited	(41)	7.66
Nonvested at December 31, 2018	<u>489</u>	8.71

The weighted average estimated grant date fair value for options granted under the Company's stock option plan during the twelve months ended December 31, 2018, 2017 and 2016 was \$9.98, \$8.27 and \$5.97 per share, respectively. The total remaining unrecognized compensation cost related to nonvested awards as of December 31, 2018 is \$2,871 thousand and the weighted average period over which the cost is expected to be recognized is 1.8 years.

The total intrinsic value of options exercised during the twelve months ended December 31, 2018, 2017 and 2016 was \$4,264 thousand, \$4,642 thousand and \$3,242 thousand, respectively. The total fair value of Restricted Performance Shares ("RPSs") that vested during the twelve months ended December 31, 2018, 2017 and 2016 was \$1,143 thousand, \$708 thousand and \$753 thousand, respectively. The total fair value of options vested during the twelve months ended December 31, 2018, 2017 and 2016 was \$1,835 thousand, \$1,493 thousand and \$1,269 thousand, respectively. The Company adopted the ASU 2016-09 provisions effective January 1, 2017, which has the potential to create volatility in the book tax provision at the time nonqualified stock options are exercised or expire. During the twelve months of 2018, 292 thousand shares were issued due to the exercise of nonqualified stock options resulting in a tax deduction exceeding related share based compensation by \$2,516 thousand. During the twelve months of 2017, 509 thousand shares were issued due to the exercise of nonqualified stock options resulting in a tax deduction exceeding related share based compensation by \$1,667 thousand. The income tax provision was \$737 thousand lower in 2018 and \$698 thousand in 2017 lower than would have been under accounting standards prior to the adoption of ASU 2016-09. The increase in tax benefits recognized for the tax deductions from the exercise of options totaled \$394 thousand for the twelve months ended December 31, 2016.

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A summary of the status of the Company's restricted performance shares as of December 31, 2018 and 2017 and changes during the twelve months ended on those dates, follows:

	2018	2017
	(In thousands)	
Outstanding at January 1,	49	48
Granted	11	14
Issued upon vesting	(19)	(13)
Forfeited	(2)	-
Outstanding at December 31,	<u>39</u>	<u>49</u>

As of December 31, 2018 and 2017, the restricted performance shares had a weighted-average contractual life of 1.2 years. The compensation cost that was charged against income for the Company's restricted performance shares granted was \$660 thousand, \$827 thousand and \$1,228 thousand for the twelve months ended December 31, 2018, 2017 and 2016, respectively. There were no stock appreciation rights or incentive stock options granted in the twelve months ended December 31, 2018 and 2017.

On February 13, 2009, the Company issued a warrant to purchase 246,640 shares of the Company's common stock at an exercise price of \$50.92 per share. The warrants may be exercised in a manner wherein the Company withholds shares of common stock issuable upon exercise of the warrant equal in value to the aggregate exercise price, in which case the warrant holder would not deliver cash for the aggregate exercise price and the Company would issue a number of shares equal to the intrinsic value on the exercise date. The warrants remain outstanding at December 31, 2018. On January 29, 2019, the warrants were exercised in a cashless transaction resulting in the issuance of 50,788 shares of the Company's common stock.

The Company repurchases and retires its common stock in accordance with Board of Directors approved share repurchase programs. At December 31, 2018, approximately 1,750 thousand shares remained available to repurchase under such plans.

Shareholders have authorized two additional classes of stock of one million shares each, to be denominated "Class B Common Stock" and "Preferred Stock," respectively, in addition to the 150 million shares of common stock presently authorized. At December 31, 2018, no shares of Class B Common Stock or Preferred Stock were outstanding.

Note 9: Regulatory Capital

Banks and bank holding companies are subject to regulatory capital requirements administered by federal banking agencies. Capital adequacy guidelines and, additionally for banks, prompt corrective action regulations, involve quantitative measures of assets, liabilities, and certain off-balance-sheet items calculated under regulatory accounting practices. Capital amounts and classifications are also subject to qualitative judgments by regulators. Failure to meet capital requirements can result in regulatory action. The final rules implementing Basel Committee on Banking Supervision's capital guidelines for U.S. banks (Basel III rules) became effective for the Company on January 1, 2015 with full compliance with all of the requirements being phased in over a multi-year schedule, and fully phased in by January 1, 2019. Under the Basel III rules, the Company must hold a capital conservation buffer above the adequately capitalized risk-based capital ratios. The capital conservation buffer was phased in from 0.0% for 2015 to 2.50% in 2019. The capital conservation buffer was 1.875% for 2018 and 1.25% for 2017. The net unrealized gain or loss on available for sale securities is not included in computing regulatory capital. Management believes as of December 31, 2018, the Company and Bank met all capital adequacy requirements to which they are subject.

Prompt corrective action regulations provide five classifications: well capitalized, adequately capitalized, undercapitalized, significantly undercapitalized, and critically undercapitalized, although these terms are not used to represent overall financial condition. If adequately capitalized, regulatory approval is required to accept brokered deposits. If undercapitalized, capital distributions are limited, as is asset growth and expansion, and capital restoration plans are required. At year-end 2018 and 2017, the most recent regulatory notifications categorized the Bank as well capitalized under the regulatory framework for prompt corrective action. There are no conditions or events since that notification that management believes have changed the institution's category.

The capital ratios for the Company and the Bank under the new capital framework as of the dates indicated are presented in the table below.

	At December 31, 2018		Required for Capital Adequacy Purposes Effective January 1, 2018		To Be Well-capitalized Under Prompt Corrective Action Regulations	
	Amount	Ratio	Amount	Ratio	Amount	Ratio
	(\$ in thousands)					
Common Equity Tier 1 Capital						
Company	\$528,042	16.30%	\$206,576	6.375% ⁽¹⁾	N/A	N/A
Bank	415,575	13.01%	203,664	6.375% ⁽¹⁾	\$207,658	6.50%
Tier 1 Capital						
Company	528,042	16.30%	255,182	7.875% ⁽¹⁾	N/A	N/A
Bank	415,575	13.01%	251,585	7.875% ⁽¹⁾	255,579	8.00%
Total Capital						
Company	551,701	17.03%	319,990	9.875% ⁽¹⁾	N/A	N/A
Bank	445,234	13.94%	315,480	9.875% ⁽¹⁾	319,474	10.00%
Leverage Ratio ⁽²⁾						
Company	528,042	9.51%	222,111	4.000%	N/A	N/A
Bank	415,575	7.55%	220,312	4.000%	275,390	5.00%

⁽¹⁾ Includes 1.875% capital conservation buffer.

⁽²⁾ The leverage ratio consists of Tier 1 capital divided by the most recent quarterly average total assets, excluding certain intangible assets.

	At December 31, 2017		Required for Capital Adequacy Purposes Effective January 1, 2017		To Be Well-capitalized Under Prompt Corrective Action Regulations	
	Amount	Ratio	Amount	Ratio	Amount	Ratio
	(\$ in thousands)					
Common Equity Tier 1 Capital						
Company	\$479,259	15.36%	\$179,377	5.75% ⁽³⁾	N/A	N/A
Bank	383,796	12.50%	176,568	5.75% ⁽³⁾	\$199,599	6.50%
Tier 1 Capital						
Company	479,259	15.36%	226,170	7.25% ⁽³⁾	N/A	N/A
Bank	383,796	12.50%	222,630	7.25% ⁽³⁾	245,660	8.00%
Total Capital						
Company	504,576	16.17%	288,562	9.25% ⁽³⁾	N/A	N/A
Bank	415,113	13.52%	284,045	9.25% ⁽³⁾	307,076	10.00%
Leverage Ratio ⁽²⁾						
Company	479,259	8.86%	216,280	4.000%	N/A	N/A
Bank	383,796	7.16%	214,468	4.000%	268,085	5.00%

⁽²⁾ The leverage ratio consists of Tier 1 capital divided by the most recent quarterly average total assets, excluding certain intangible assets.

⁽³⁾ Includes 1.25% capital conservation buffer.

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Note 10: Income Taxes

Deferred tax assets and liabilities are recognized for future tax consequences attributable to differences between the amounts reported in the financial statements of existing assets and liabilities and their respective tax basis and operating loss and tax credit carryforwards. Deferred tax assets and liabilities are measured using enacted tax rates expected to apply to taxable income in the years in which those temporary differences are expected to be recovered or settled. Amounts for the current year are based upon estimates and assumptions as of the date of these financial statements and could vary significantly from amounts shown on the tax returns as filed.

The components of the net deferred tax asset are as follows:

	At December 31,	
	2018	2017
	(In thousands)	
Deferred tax asset		
Allowance for credit losses	\$6,868	\$7,349
State franchise taxes	3,026	1,871
AMT carryforward	-	1,752
Securities available for sale	16,787	8,586
Deferred compensation	5,229	5,279
Real estate owned	553	553
Purchased assets and assumed liabilities	935	1,111
Post-retirement benefits	555	526
Employee benefit accruals	2,104	2,066
VISA Class B shares	167	96
Limited partnership investments	708	57
Impaired capital assets	3,070	3,056
Accrued liabilities	2,554	1,609
Premises and equipment	31	299
Other	721	520
Total deferred tax asset	<u>43,308</u>	<u>34,730</u>
Deferred tax liability		
Net deferred loan fees	291	281
Intangible assets	761	1,247
Other	-	90
Total deferred tax liability	<u>1,052</u>	<u>1,618</u>
Net deferred tax asset	<u>\$42,256</u>	<u>\$33,112</u>

At December 31, 2018 and December 31, 2017, the Company had a \$3,070 thousand and \$3,056 thousand, respectively, deferred tax asset related to a California capital loss carryforwards which will expire if unutilized within five years of the year incurred. The Company believes it will have sufficient California capital gains within the five year utilization period to absorb the carryforward.

At December 31, 2017, the Company had no net operating loss and a \$1,752 thousand AMT tax credit carryforward; the AMT tax credit carryforward was fully utilized in 2018.

Based on Management's judgment, a valuation allowance is not needed to reduce the gross deferred tax asset because it is more likely than not that the gross deferred tax asset will be realized through recoverable taxes or future taxable income. Net deferred tax assets are included with other assets in the consolidated balance sheets.

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The provision for federal and state income taxes consists of amounts currently payable and amounts deferred are as follows:

	For the Years Ended December 31,		
	2018	2017	2016
	(In thousands)		
Current income tax expense:			
Federal	\$10,560	\$1,778	\$16,258
State	9,816	7,810	7,292
Total current	<u>20,376</u>	<u>9,588</u>	<u>23,550</u>
Deferred income tax (benefit) expense:			
Federal	(206)	14,461	(2,604)
State	(737)	783	158
Total deferred	<u>(943)</u>	<u>15,244</u>	<u>(2,446)</u>
Adjustment of net deferred tax asset for enacted changes in tax rates:			
Federal	-	12,315	-
State	-	-	-
Total adjustments	<u>-</u>	<u>12,315</u>	<u>-</u>
Provision for income taxes	<u>\$19,433</u>	<u>\$37,147</u>	<u>\$21,104</u>

The provision for income taxes differs from the provision computed by applying the statutory federal income tax rate to income before taxes, as follows:

	For the Years Ended December 31,		
	2018	2017	2016
	(In thousands)		
Federal income taxes due at statutory rate	\$19,109	\$30,509	\$27,985
Reductions in income taxes resulting from:			
Interest on state and municipal securities and loans not taxable for federal income tax purposes	(4,375)	(7,794)	(8,382)
State franchise taxes, net of federal income tax benefit	7,173	5,586	4,843
Re-measurement of net deferred tax asset due to enactment of new federal tax rate	-	12,315	-
Stock compensation deduction in excess of book expense	(528)	(583)	-
Tax credits	(1,291)	(1,850)	(2,286)
Dividend received deduction	(32)	(60)	(52)
Cash value life insurance	(490)	(603)	(607)
Other	(133)	(373)	(397)
Provision for income taxes	<u>\$19,433</u>	<u>\$37,147</u>	<u>\$21,104</u>

The 2017 income tax provision includes a \$12.3 million dollar charge to re-measure the Company's net deferred tax asset as a result of the enactment of the Tax Cuts and Jobs Act of 2017.

A reconciliation of the beginning and ending amounts of unrecognized tax benefits follow:

	2018	2017
	(In thousands)	
Balance at January 1,	\$909	\$1,099
Additions for tax positions taken in the current period	-	-
Reductions for tax positions taken in the current period	-	-
Additions for tax positions taken in prior years	-	-
Reductions for tax positions taken in prior years	-	-
Decrease related to settlements with taxing authorities	-	(190)
Decrease as a result of a lapse in statute of limitations	-	-
Balance at December 31,	<u>\$909</u>	<u>\$909</u>

The Company's uncertain tax positions relate to positions taken on tax returns which are under examination. The timing of concluding the examinations is dependent on the taxing authorities. The examinations could conclude in 2019. Unrecognized tax benefits at December 31, 2018 and 2017 include accrued interest and penalties of \$13 thousand and \$13 thousand, respectively. When recognized, the entire amount of the unrecognized tax benefits will affect the effective tax rate.

The Company classifies interest and penalties as a component of the provision for income taxes. At December 31, 2018, the tax years ended December 31, 2017, 2016 and 2015 remain subject to examination by the Internal Revenue Service and the tax years ended December 31, 2017, 2016, 2015, 2014, 2013, 2012 and 2011 remain subject to examination by the California Franchise Tax Board.

Note 11: Fair Value Measurements

The Company uses fair value measurements to record fair value adjustments to certain assets and liabilities and to determine fair value disclosures. Equity securities and debt securities available for sale are recorded at fair value on a recurring basis. Additionally, from time to time, the Company may be required to record at fair value other assets on a nonrecurring basis, such as other real estate owned, impaired loans, certain loans held for investment, debt securities held to maturity, and other assets. These nonrecurring fair value adjustments typically involve the lower-of-cost or fair-value accounting of individual assets.

In accordance with the Fair Value Measurement and Disclosure topic of the FASB Accounting Standards Codification, the Company bases its fair values on the price that would be received to sell an asset or paid to transfer a liability in the principal market or most advantageous market for an asset or liability in an orderly transaction between market participants on the measurement date under current market conditions. A fair value measurement reflects all of the assumptions that market participants would use in pricing the asset or liability, including assumptions about the risk inherent in a particular valuation technique, the effect of a restriction on the sale or use of an asset, and the risk of nonperformance.

The Company groups its assets and liabilities measured at fair value into a three-level hierarchy, based on the markets in which the assets and liabilities are traded and the reliability of the assumptions used to determine fair value. When the valuation assumptions used to measure the fair value of the asset or liability are categorized within different levels of the fair value hierarchy, the asset or liability is categorized in its entirety within the lowest level of the hierarchy. These levels are:

Level 1 – Valuation is based upon quoted prices for identical instruments traded in active exchange markets, such as the New York Stock Exchange. Level 1 includes U.S. Treasury and equity securities, which are traded by dealers or brokers in active markets. Valuations are obtained from readily available pricing sources for market transactions involving identical assets or liabilities.

Level 2 – Valuation is based upon quoted prices for similar instruments in active markets, quoted prices for identical or similar instruments in markets that are not active, and model-based valuation techniques for which all significant assumptions are observable in the market. Level 2 includes mutual funds, federal agency securities, mortgage-backed securities, corporate securities, asset-backed securities, and municipal bonds.

Level 3 – Valuation is generated from model-based techniques that use significant assumptions not observable in the market. These unobservable assumptions reflect the Company's estimates of assumptions that market participants would use in pricing the asset or liability. Valuation techniques include use of option pricing models, discounted cash flow models and similar techniques.

The Company relies on independent vendor pricing services to measure fair value for equity securities, debt securities available for sale and debt securities held to maturity. The Company employs three pricing services. To validate the pricing of these vendors, the Company compares vendors' pricing for each of the securities for consistency; significant pricing differences, if any, are evaluated using all available independent quotes with the quote most closely reflecting the market generally used as the fair value estimate. In addition, the Company conducts "other than temporary impairment (OTTI)" analysis on a quarterly basis; debt securities selected for OTTI analysis include all debt securities at a market price below 95 percent of par value. As with any valuation technique used to estimate fair value, changes in underlying assumptions used could significantly affect the results of current and future values. Accordingly, these fair value estimates may not be realized in an actual sale of the securities.

The Company regularly reviews the valuation techniques and assumptions used by its vendors and determines which valuation techniques are utilized based on observable market inputs for the type of securities being measured. The Company uses the information to determine the placement in the fair value hierarchy as level 1, 2 or 3.

Assets Recorded at Fair Value on a Recurring Basis

The tables below present assets measured at fair value on a recurring basis on the dates indicated.

	At December 31, 2018			
	Fair Value	Quoted Prices in Active Markets for Identical Assets (Level 1)	Significant Other Observable Inputs (Level 2)	Significant Unobservable Inputs (Level 3) ⁽¹⁾
	(In thousands)			
Equity securities				
Mutual funds	\$1,747	\$ -	\$1,747	\$ -
Total equity securities	1,747	-	1,747	-
Debt securities available for sale				
U.S. Treasury securities	139,574	139,574	-	-
Securities of U.S. Government sponsored entities	164,018	-	164,018	-
Agency residential MBS	853,871	-	853,871	-
Non-agency residential MBS	114	-	114	-
Agency commercial MBS	1,842	-	1,842	-
Securities of U.S. Government entities	1,119	-	1,119	-
Obligations of states and political subdivisions	179,091	-	179,091	-
Corporate securities	1,315,041	-	1,315,041	-
Total debt securities available for sale	2,654,670	139,574	2,515,096	-
Total	\$2,656,417	\$139,574	\$2,516,843	\$ -

⁽¹⁾ There were no transfers in to or out of level 3 during the year ended December 31, 2018.

	At December 31, 2017			
	Fair Value	Quoted Prices in Active Markets for Identical Assets (Level 1)	Significant Other Observable Inputs (Level 2)	Significant Unobservable Inputs (Level 3) ⁽¹⁾
	(In thousands)			
Equity securities				
Mutual funds	\$1,800	\$ -	\$1,800	\$ -
Total equity securities	1,800	-	1,800	-
Debt securities available for sale				
Securities of U.S. Government sponsored entities	119,319	-	119,319	-
Agency residential MBS	767,706	-	767,706	-
Non-agency residential MBS	154	-	154	-
Agency commercial MBS	2,219	-	2,219	-
Securities of U.S. Government entities	1,590	-	1,590	-
Obligations of states and political subdivisions	185,221	-	185,221	-
Corporate securities	1,115,498	-	1,115,498	-
Total debt securities available for sale	2,191,707	-	2,191,707	-
Total	\$2,193,507	\$ -	\$2,193,507	\$ -

⁽¹⁾ There were no transfers in to or out of level 3 during the year ended December 31, 2017.

Assets Recorded at Fair Value on a Nonrecurring Basis

The Company may be required, from time to time, to measure certain assets at fair value on a nonrecurring basis in accordance with GAAP. These adjustments to fair value usually result from application of lower of cost or fair value accounting of individual assets. For assets measured at fair value on a nonrecurring basis that were recorded in the balance sheet at December 31, 2018 and December 31, 2017, the following tables provide the level of valuation assumptions used to determine each adjustment and the carrying value of the related assets at period end.

	At December 31, 2018			For the	
	Carrying Value	Level 1	Level 2	Year Ended	
			Level 3	December 31, 2018	
		(In thousands)		Total Losses	
Other real estate owned	\$350	\$ -	\$ -	\$350	\$ -
Impaired loans:					
Commercial	6,437	-	-	6,437	-
Commercial real estate	3,870	-	-	3,870	(240)
Total assets measured at fair value on a nonrecurring basis	\$10,657	\$ -	\$ -	\$10,657	(240)

	At December 31, 2017			For the	
	Carrying Value	Level 1	Level 2	Year Ended	
			Level 3	December 31, 2017	
		(In thousands)		Total Losses	
Other real estate owned	\$1,426	\$ -	\$ -	\$1,426	(\$219)
Impaired loans:					
Commercial	4,950	-	-	4,950	-
Commercial real estate	5,904	-	-	5,904	-
Total assets measured at fair value on a nonrecurring basis	\$12,280	\$ -	\$ -	\$12,280	(\$219)

Level 3 – Valuation is based upon present value of expected future cash flows, independent market prices, estimated liquidation values of loan collateral or appraised value of the collateral as determined by third-party independent appraisers, less 10% for selling costs, generally. Level 3 includes other real estate owned that has been measured at fair value upon transfer to foreclosed assets and impaired loans collateralized by real property and other business asset collateral where a specific reserve has been established or a chargeoff has been recorded. Losses on other real estate owned represent losses recognized in earnings during the period subsequent to its initial classification as foreclosed assets. The unobservable inputs and qualitative information about the unobservable inputs are not presented as the inputs were not developed by the Company.

Disclosures about Fair Value of Financial Instruments

The following section describes the valuation methodologies used by the Company for estimating fair value of financial instruments not recorded at fair value in the balance sheet. The Company implemented the provisions of ASU 2016-01, *Financial Instruments – Overall: Recognition and Measurement of Financial Assets and Financial Liabilities*, effective January 1, 2018. The provisions require the Company to use the “exit price notion” when measuring the fair value of financial instruments for disclosure purposes.

Cash and Due from Banks Cash and due from banks represent U.S. dollar denominated coin and currency, deposits at the Federal Reserve Bank and correspondent banks, and amounts being settled with other banks to complete the processing of customers’ daily transactions. Collectively, the Federal Reserve Bank and financial institutions operate in a market in which cash and due from banks transactions are processed continuously in significant daily volumes honoring the face value of the U.S. dollar.

Equity Securities The fair values of equity securities were estimated using quoted prices as describe above for Level 2 valuation.

Debt Securities Held to Maturity The fair values of debt securities were estimated using quoted prices as described above for Level 1 and Level 2 valuation.

Loans Loans are valued using the exit price notion. The Company uses a net present value of cash flows methodology that seeks to incorporate interest rate, credit, liquidity and prepayment risks in the fair market value estimation. Inputs to the calculation include market rates for similarly offered products, market interest rate projections, credit spreads, estimated credit losses and prepayment assumptions.

Prior to adoption of ASU 2016-01, loans were separated into two groups for valuation. Variable rate loans, except for those described below, that reprice frequently with changes in market rates were valued using historical cost. Fixed rate loans and variable rate loans that have reached their minimum contractual interest rates were valued by discounting the future cash flows expected to be received from the loans using current interest rates charged on loans with similar characteristics. Additionally, the

allowance for loan losses of \$23,009 thousand at December 31, 2017 was applied against the estimated fair values to recognize estimated future defaults of contractual cash flows.

Deposit Liabilities Deposits with no stated maturity such as checking accounts, savings accounts and money market accounts can be readily converted to cash or used to settle transactions at face value through the broad financial system operated by the Federal Reserve Banks and financial institutions. The fair value of deposits with no stated maturity is equal to the amount payable on demand. The fair value of time deposits was estimated using a net present value of cash flows methodology, incorporating market interest rate projections and rates on alternative funding sources.

Prior to adoption of ASU 2016-01, the fair value of time deposits were estimated by discounting estimated future contractual cash flows using current market rates for financial instruments with similar characteristics.

Short-Term Borrowed Funds The carrying amount of securities sold under agreement to repurchase and other short-term borrowed funds approximate fair value due to the relatively short period of time between their origination and their expected realization.

The tables below are a summary of fair value estimates for financial instruments and the level of the fair value hierarchy within which the fair value measurements are categorized, excluding financial instruments recorded at fair value on a recurring basis. The values assigned do not necessarily represent amounts which ultimately may be realized for assets or paid to settle liabilities. In addition, these values do not give effect to adjustments to fair value which may occur when financial instruments are sold or settled in larger quantities. The carrying amounts in the following tables are recorded in the balance sheet under the indicated captions.

The Company has not included assets and liabilities that are not financial instruments, such as goodwill, long-term relationships with deposit, merchant processing and trust customers, other purchased intangibles, premises and equipment, deferred taxes and other assets and liabilities. The total estimated fair values do not represent, and should not be construed to represent, the underlying value of the Company.

	At December 31, 2018				
	Carrying Amount	Estimated Fair Value	Quoted Prices in Active Markets for Identical Assets (Level 1)	Significant Other Observable Inputs (Level 2)	Significant Unobservable Inputs (Level 3)
Financial Assets:					
Cash and due from banks	\$420,284	\$420,284	\$420,284	\$ -	\$ -
Debt securities held to maturity	984,609	971,445	-	971,445	-
Loans	1,185,851	1,184,770	-	-	1,184,770
			(In thousands)		
Financial Liabilities:					
Deposits	\$4,866,839	\$4,862,668	\$ -	\$4,671,588	\$191,080
Short-term borrowed funds	51,247	51,247	-	51,247	-

	At December 31, 2017				
	Carrying Amount	Estimated Fair Value	Quoted Prices in Active Markets for Identical Assets (Level 1)	Significant Other Observable Inputs (Level 2)	Significant Unobservable Inputs (Level 3)
Financial Assets:					
Cash and due from banks	\$575,002	\$575,002	\$575,002	\$ -	\$ -
Debt securities held to maturity	1,158,864	1,155,342	-	1,155,342	-
Loans	1,264,973	1,257,811	-	-	1,257,811
			(In thousands)		
Financial Liabilities:					
Deposits	\$4,827,613	\$4,824,586	\$ -	\$4,595,795	\$228,791
Short-term borrowed funds	58,471	58,471	-	58,471	-

The majority of the Company's standby letters of credit and other commitments to extend credit carry current market interest rates if converted to loans. No premium or discount was ascribed to these commitments because virtually all funding would be at current market rates.

Note 12: Lease Commitments

Twenty eight banking offices and a centralized administrative service center are owned and 58 facilities are leased. Substantially all the leases contain renewal options and provisions for rental increases, principally for cost of living index. The Company also leases certain pieces of equipment.

Minimum future rental payments under noncancelable operating leases as of December 31, 2018 are as follows:

	Minimum future rental payments
	(In thousands)
2019	\$5,996
2020	4,409
2021	2,741
2022	1,921
2023	1,223
Thereafter	1,044
Total minimum lease payments	<u>\$17,334</u>

The total minimum future rental payments have not been reduced by minimum sublease rentals of \$1,319 thousand due in the future under noncancelable subleases. Total rentals for premises were \$6,794 thousand in 2018, \$6,695 thousand in 2017 and \$6,823 thousand in 2016. Total sublease rentals were \$397 thousand in 2018, \$406 thousand in 2017 and \$435 thousand in 2016. Total rentals for premises, net of sublease income, included in noninterest expense were \$6,397 thousand in 2018, \$6,289 thousand in 2017 and \$6,388 thousand in 2016.

Note 13: Commitments and Contingent Liabilities

Loan commitments are agreements to lend to a customer provided there is no violation of any condition established in the agreement. Commitments generally have fixed expiration dates or other termination clauses. Since many of the commitments are expected to expire without being drawn upon, the total commitment amounts do not necessarily represent future funding requirements. Loan commitments are subject to the Company's normal credit policies and collateral requirements. Unfunded loan commitments were \$278,598 thousand and \$272,646 thousand at December 31, 2018 and December 31, 2017, respectively. Standby letters of credit commit the Company to make payments on behalf of customers when certain specified future events occur. Standby letters of credit are primarily issued to support customers' short-term financing requirements and must meet the Company's normal credit policies and collateral requirements. Financial and performance standby letters of credit outstanding totaled \$2,772 thousand and \$19,263 thousand at December 31, 2018 and December 31, 2017, respectively. The Company had no commitments outstanding for commercial and similar letters of credit at December 31, 2018 and December 31, 2017. The Company had \$75 thousand in outstanding full recourse guarantees to a 3rd party credit card company at December 31, 2018. The Company had a reserve for unfunded commitments of \$2,308 thousand at December 31, 2018 and 2017, included in other liabilities.

Due to the nature of its business, the Company is subject to various threatened or filed legal cases. Based on the advice of legal counsel, the Company does not expect such cases will have a material, adverse effect on its financial position or results of operations. Legal liabilities are accrued when obligations become probable and the amount can be reasonably estimated. In the third quarter 2018, the Company achieved a mediated settlement to dismiss a lawsuit, subject to court approval, and accrued a liability for \$3,500 thousand.

The Company has determined that it will be obligated to provide refunds of revenue recognized in years prior to 2017 to some customers. The Company estimates the probable amount of these obligations will be \$5,542 thousand and accrued a liability for such amount in 2017; the estimated liability is subject to revision.

Note 14: Retirement Benefit Plans

The Company sponsors a qualified defined contribution Deferred Profit-Sharing Plan covering substantially all of its salaried employees with one or more years of service. The costs charged to noninterest expense related to discretionary Company contributions to the Deferred Profit-Sharing Plan were \$1,057 thousand in 2018, \$944 thousand in 2017 and \$1,000 thousand in 2016.

The Company also sponsors a qualified defined contribution Tax Deferred Savings/Retirement Plan (ESOP) covering salaried employees who become eligible to participate upon completion of a 90-day introductory period. The Tax Deferred Savings/Retirement Plan (ESOP) allows employees to defer, on a pretax or after-tax basis, a portion of their salaries as contributions to this Plan. Participants may invest in several funds, including one fund that invests primarily in Westamerica Bancorporation common stock. The Company funds contributions to match participating employees' contributions, subject to certain limits. The matching contributions charged to compensation expense were \$1,052 thousand in 2018, \$1,098 thousand in 2017 and \$1,075 thousand in 2016.

The Company offers a continuation of group insurance coverage to eligible employees electing early retirement, for the period from the date of retirement until age 65. For eligible employees the Company pays a portion of these early retirees' group insurance premiums. The Company also reimburses a portion of Medicare Part B premiums for all qualifying retirees over age 65 and, if eligible, their spouses. Eligibility for post-retirement medical benefits is based on age and years of service, and restricted to employees hired prior to February 1, 2006 who elect early retirement prior to January 1, 2019. The Company uses an actuarial-based accrual method of accounting for post-retirement benefits. The Company used a December 31 measurement date for determining post-retirement medical benefit calculations.

The following tables set forth the net periodic post-retirement benefit cost and the change in the benefit obligation for the years ended December 31 and the funded status of the post-retirement benefit plan as of December 31:

Net Periodic Benefit Cost

	At December 31,		
	2018	2017	2016
	(In thousands)		
Service benefit	\$24	(\$311)	(\$153)
Interest cost	72	95	108
Amortization of unrecognized transition obligation	-	61	61
Net periodic (benefit) cost	<u>\$96</u>	<u>(\$155)</u>	<u>\$16</u>

Other Changes in Benefit Obligations Recognized in Other Comprehensive Income

Amortization of unrecognized transition obligation, net of tax	-	(34)	(36)
Total recognized in net periodic (benefit) cost and accumulated other comprehensive income	<u>\$96</u>	<u>(\$189)</u>	<u>(\$20)</u>

The transition obligation for this post-retirement benefit plan became fully amortized during the twelve months ended December 31, 2017.

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Obligation and Funded Status

	At December 31,		
	2018	2017	2016
Change in benefit obligation		(In thousands)	
Benefit obligation at beginning of year	\$1,958	\$2,319	\$2,522
Service benefit	24	(311)	(153)
Interest cost	72	95	108
Benefits paid	(141)	(145)	(158)
Benefit obligation at end of year	<u>\$1,913</u>	<u>\$1,958</u>	<u>\$2,319</u>
Accumulated post-retirement benefit obligation attributable to:			
Retirees	\$1,913	\$1,575	\$1,705
Fully eligible participants	-	382	606
Other	-	1	8
Total	<u>\$1,913</u>	<u>\$1,958</u>	<u>\$2,319</u>
Fair value of plan assets	-	-	-
Accumulated post-retirement benefit obligation in excess of plan assets	<u>\$1,913</u>	<u>\$1,958</u>	<u>\$2,319</u>

Additional Information**Assumptions**

	At December 31,		
	2018	2017	2016
Weighted-average assumptions used to determine benefit obligations			
Discount rate	3.76%	3.70%	4.10%
Weighted-average assumptions used to determine net periodic benefit cost			
Discount rate	3.70%	4.10%	4.30%

The above discount rate is based on the Corporate Aa 25-year rate, the term of which approximates the term of the benefit obligations. The Company reserves the right to terminate or alter post-employment health benefits. Post-retirement medical benefits are currently fixed amounts without provision for future increases; as a result, the assumed annual average rate of inflation used to measure the expected cost of benefits covered by this program is zero percent for 2018 and beyond.

Assumed benefit inflation rates are not applicable for this program.

	Estimated future benefit payments
	(In thousands)
2019	\$143
2020	143
2021	143
2022	140
2023	138
Years 2024-2028	624

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Note 15: Related Party Transactions

Certain of the Directors, executive officers and their associates have had banking transactions with subsidiaries of the Company in the ordinary course of business. The table below reflects information concerning loans to certain directors and executive officers and/or family members during 2018 and 2017:

	<u>2018</u>	<u>2017</u>
	(In thousands)	
Balance at January 1,	\$622	\$867
Originations	-	-
Principal reductions	<u>(45)</u>	<u>(245)</u>
Balance at December 31,	<u>\$577</u>	<u>\$622</u>
Percent of total loans outstanding,	<u>0.05%</u>	<u>0.05%</u>

Note 16: Regulatory Matters

Payment of dividends to the Company by the Bank is limited under regulations for state chartered banks. The amount that can be paid in any calendar year, without prior approval from regulatory agencies, cannot exceed the net profits (as defined) for the preceding three calendar years less dividends paid. The Company consistently has paid quarterly dividends to its shareholders since its formation in 1972.

The Bank is required to maintain reserves with the Federal Reserve Bank equal to a percentage of its reservable deposits. The Bank's daily average on deposit at the Federal Reserve Bank was \$473,250 thousand in 2018 and \$458,186 thousand in 2017, which amounts exceed the Bank's required reserves.

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Note 17: Other Comprehensive Income

The components of other comprehensive (loss) income and other related tax effects were:

	2018		
	Before tax	Tax effect	Net of tax
	(In thousands)		
Debt securities available for sale:			
Net unrealized losses arising during the year	(\$27,939)	\$8,258	(\$19,681)
Reclassification of losses included in net income	-	-	-
Net unrealized losses arising during the year	(27,939)	8,258	(19,681)
Post-retirement benefit obligation	-	-	-
Other comprehensive loss	(\$27,939)	\$8,258	(\$19,681)
	2017		
	Before tax	Tax effect	Net of tax
	(In thousands)		
Debt securities available for sale:			
Net unrealized losses arising during the year	(\$3,767)	\$1,585	(\$2,182)
Reclassification of gains included in net income	(7,955)	3,345	(4,610)
Net unrealized losses arising during the year	(11,722)	4,930	(6,792)
Post-retirement benefit obligation	59	(25)	34
Other comprehensive loss	(\$11,663)	\$4,905	(\$6,758)
	2016		
	Before tax	Tax effect	Net of tax
	(In thousands)		
Debt securities available for sale:			
Net unrealized losses arising during the year	(\$18,610)	\$7,825	(\$10,785)
Reclassification of (gains) losses included in net income	-	-	-
Net unrealized losses arising during the year	(18,610)	7,825	(10,785)
Post-retirement benefit obligation	61	(25)	36
Other comprehensive loss	(\$18,549)	\$7,800	(\$10,749)

Accumulated other comprehensive income (loss) balances were:

	Post-retirement Benefit Obligation	Net Unrealized Gains (losses) on Securities	Accumulated Other Comprehensive Income (loss)
	(In thousands)		
Balance, December 31, 2015	(\$70)	\$745	\$675
Net change	36	(10,785)	(10,749)
Balance, December 31, 2016	(34)	(10,040)	(10,074)
Net change	34	(6,792)	(6,758)
Balance, December 31, 2017	-	(16,832)	(16,832)
Cumulative effect of equity securities losses reclassified	-	142	142
Adjusted Balance, January 1, 2018	-	(16,690)	(16,690)
Reclass stranded tax effects resulting from the Tax Cuts and Jobs Act of 2017	-	(3,625)	(3,625)
Net change	-	(19,681)	(19,681)
Balance, December 31, 2018	\$ -	(\$39,996)	(\$39,996)

The transition obligation for this post-retirement benefit plan became fully amortized during the twelve months ended December 31, 2017.

Note 18: Earnings Per Common Share

The table below shows earnings per common share and diluted earnings per common share. Basic earnings per common share are computed by dividing net income by the average number of common shares outstanding during the period. Diluted earnings per common share are computed by dividing net income by the average number of common shares outstanding during the period plus the impact of common stock equivalents.

	For the Years Ended December 31,		
	2018	2017	2016
	(In thousands, except per share data)		
Net income (numerator)	\$71,564	\$50,025	\$58,853
Basic earnings per common share			
Weighted average number of common shares outstanding - basic (denominator)	26,649	26,291	25,612
Basic earnings per common share	\$2.69	\$1.90	\$2.30
Diluted earnings per common share			
Weighted average number of common shares outstanding - basic	26,649	26,291	25,612
Add common stock equivalents for options	107	128	66
Weighted average number of common shares outstanding - diluted (denominator)	26,756	26,419	25,678
Diluted earnings per common share	\$2.67	\$1.89	\$2.29

For the years ended December 31, 2018, 2017 and 2016, options to purchase 423 thousand, 323 thousand and 773 thousand shares of common stock, respectively, were outstanding but not included in the computation of diluted earnings per common share because the option exercise price exceeded the fair value of the stock such that their inclusion would have had an anti-dilutive effect.

Note 19: Westamerica Bancorporation (Parent Company Only Condensed Financial Information)

Statements of Income and Comprehensive Income

	For the Years Ended December 31,		
	2018	2017	2016
	(In thousands)		
Dividends from subsidiaries	\$43,892	\$12,728	\$56,824
Interest income	33	43	25
Other income	9,447	8,590	8,315
Total income	53,372	21,361	65,164
Interest on borrowings	-	-	-
Salaries and benefits	7,575	7,163	7,079
Other expense	3,181	3,416	3,290
Total expense	10,756	10,579	10,369
Income before taxes and equity in undistributed income of subsidiaries	42,616	10,782	54,795
Income tax benefit	919	241	1,025
Earnings of subsidiaries greater than subsidiary dividends	28,029	39,002	3,033
Net income	71,564	50,025	58,853
Other comprehensive loss, net of tax	(19,681)	(6,758)	(10,749)
Comprehensive income	\$51,883	\$43,267	\$48,104

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Balance Sheets

	At December 31,	
	2018	2017
	(In thousands)	
Assets		
Cash	\$72,878	\$53,409
Investment securities available for sale	-	-
Investment in Westamerica Bank	509,125	500,776
Investment in non-bank subsidiaries	455	455
Premises and equipment, net	10,400	9,639
Accounts receivable from Westamerica Bank	580	538
Other assets	36,990	40,547
Total assets	<u>\$630,428</u>	<u>\$605,364</u>
Liabilities		
Accounts payable to Westamerica Bank	\$46	\$92
Other liabilities	14,791	15,033
Total liabilities	<u>14,837</u>	<u>15,125</u>
Shareholders' equity	<u>615,591</u>	<u>590,239</u>
Total liabilities and shareholders' equity	<u>\$630,428</u>	<u>\$605,364</u>

Statements of Cash Flows

	For the Years Ended December 31,		
	2018	2017	2016
	(In thousands)		
Operating Activities			
Net income	\$71,564	\$50,025	\$58,853
Adjustments to reconcile net income to net cash provided by operating activities:			
Depreciation and amortization	361	319	305
(Increase) decrease in accounts receivable from affiliates	(43)	(16)	299
Increase in other assets	(2,638)	(2,203)	(1,940)
Stock option compensation expense	1,988	1,824	1,494
Tax benefit increase upon exercise of stock options and expiration of stock options	-	-	(394)
Provision (benefit) for deferred income tax	5,028	(3,971)	1,983
Increase in other liabilities	978	202	1,392
Earnings of subsidiaries greater than subsidiary dividends	(28,029)	(39,002)	(3,033)
Life insurance gains	(585)	-	-
Gain on sales of premises and equipment	(538)	(793)	(79)
Net Cash Provided by Operating Activities	<u>48,086</u>	<u>6,385</u>	<u>58,880</u>
Investing Activities			
Proceeds from life insurance	1,169	-	-
Net Cash Provided by Investing Activities	<u>1,169</u>	<u>-</u>	<u>-</u>
Financing Activities			
Exercise of stock options/issuance of shares	13,373	24,583	24,031
Taxes paid by withholding shares for tax purposes	-	-	(356)
Tax benefit increase (decrease) upon exercise of stock options and expiration of stock options	-	-	394
Retirement of common stock	(524)	(314)	(5,424)
Dividends	(42,635)	(41,299)	(39,924)
Net Cash Used in Financing Activities	<u>(29,786)</u>	<u>(17,030)</u>	<u>(21,279)</u>
Net change in cash	19,469	(10,645)	37,601
Cash at Beginning of Period	53,409	64,054	26,453
Cash at End of Period	<u>\$72,878</u>	<u>\$53,409</u>	<u>\$64,054</u>
Supplemental Cash Flow Disclosures:			
Supplemental disclosure of cash flow activities:			
Interest paid for the period	\$-	\$-	\$-
Income tax payments for the period	13,627	17,351	19,264

**Note 20: Quarterly Financial Information
(Unaudited)**

	For the Three Months Ended			
	March 31,	June 30,	September 30,	December 31,
	(In thousands, except per share data and price range of common stock)			
2018				
Interest and loan fee income	\$36,315	\$37,346	\$38,614	\$39,448
Net interest income	35,856	36,887	38,087	38,934
Provision for loan losses	-	-	-	-
Noninterest income	11,955	11,769	12,528	11,897
Noninterest expense	26,022	25,741	29,366	25,787
Income before taxes	21,789	22,915	21,249	25,044
Net income	17,506	18,010	16,993	19,055
Basic earnings per common share	0.66	0.68	0.64	0.71
Diluted earnings per common share	0.66	0.67	0.63	0.71
Dividends paid per common share	0.40	0.40	0.40	0.40
Price range, common stock	55.72 - 62.52	55.81 - 60.68	57.56 - 64.52	52.75 - 63.20
2017				
Interest and loan fee income	\$34,128	\$34,083	\$34,623	\$35,478
Net interest income	33,648	33,607	34,150	35,007
(Reversal of) provision for loan losses	-	(1,900)	-	-
Noninterest income	11,657	12,123	12,548	20,300
Noninterest expense	25,419	25,316	25,592	31,441
Income before taxes	19,886	22,314	21,106	23,866
Net income	15,049	15,799	15,017	4,160
Basic earnings per common share	0.58	0.60	0.57	0.16
Diluted earnings per common share	0.57	0.60	0.57	0.16
Dividends paid per common share	0.39	0.39	0.39	0.40
Price range, common stock	54.12 - 64.07	51.31 - 57.78	49.54 - 59.54	53.96 - 63.03
2016				
Interest and loan fee income	\$34,001	\$34,248	\$33,955	\$33,715
Net interest income	33,449	33,707	33,432	33,215
(Reversal of) provision for loan losses	-	-	(3,200)	-
Noninterest income	11,729	11,702	11,598	11,545
Noninterest expense	26,212	25,750	26,575	25,083
Income before taxes	18,966	19,659	21,655	19,677
Net income	14,226	14,546	15,628	14,453
Basic earnings per common share	0.56	0.57	0.61	0.56
Diluted earnings per common share	0.56	0.57	0.61	0.56
Dividends paid per common share	0.39	0.39	0.39	0.39
Price range, common stock	40.72 - 49.63	45.86 - 51.53	46.61 - 50.96	48.20 - 65.34

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REPORT OF INDEPENDENT REGISTERED PUBLIC ACCOUNTING FIRM

Shareholders and the Board of Directors of
Westamerica Bancorporation
San Rafael, California

Opinions on the Financial Statements and Internal Control over Financial Reporting

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

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

Basis for Opinions

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

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

(Continued)

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

Definition and Limitations of Internal Control Over Financial Reporting

A company's internal control over financial reporting is a process designed to provide reasonable assurance regarding the reliability of financial reporting and the preparation of financial statements for external purposes in accordance with generally accepted accounting principles. A company's internal control over financial reporting includes those policies and procedures that (1) pertain to the maintenance of records that, in reasonable detail, accurately and fairly reflect the transactions and dispositions of the assets of the company; (2) provide reasonable assurance that transactions are recorded as necessary to permit preparation of financial statements in accordance with generally accepted accounting principles, and that receipts and expenditures of the company are being made only in accordance with authorizations of management and directors of the company; and (3) provide reasonable assurance regarding prevention or timely detection of unauthorized acquisition, use, or disposition of the company's assets that could have a material effect on the financial statements.

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

/s/ Crowe LLP

Crowe LLP

We have served as the Company's auditor since 2015.

Sacramento, California

February 28, 2019

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

None.

ITEM 9A. CONTROLS AND PROCEDURES

The Company's principal executive officer and principal financial officer have evaluated the effectiveness of the Company's "disclosure controls and procedures," as such term is defined in Rule 13a-15(e) of the Securities Exchange Act of 1934, as amended, as of December 31, 2018.

Based upon their evaluation, the principal executive officer and principal financial officer concluded that the Company's disclosure controls and procedures are effective to ensure that material information required to be disclosed by the Company in the reports that it files or submits under the Exchange Act is recorded, processed, summarized and reported as and when required and that such information is communicated to the Company's management, including the principal executive officer and the principal financial officer, to allow for timely decisions regarding required disclosures. The evaluation did not identify any change in the Company's internal control over financial reporting that occurred during the quarter ended December 31, 2018 that has materially affected, or is reasonably likely to materially affect, the Company's internal control over financial reporting. Management's Report on Internal Control Over Financial Reporting and the attestation Report of Independent Registered Public Accounting Firm are found on pages 47 and 91, respectively.

ITEM 9B. OTHER INFORMATION

None.

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PART III

ITEM 10. DIRECTORS, EXECUTIVE OFFICERS OF THE REGISTRANT AND CORPORATE GOVERNANCE

The information regarding Directors of the Registrant and compliance with Section 16(a) of the Securities Exchange Act of 1934 required by this Item 10 of this Annual Report on Form 10-K is incorporated by reference from the information contained under the captions “Board of Directors and Committees”, “Proposal 1 — Election of Directors” and “Section 16(a) Beneficial Ownership Reporting Compliance” in the Company’s Proxy Statement for its 2018 Annual Meeting of Shareholders which will be filed pursuant to Regulation 14A of the Securities Exchange Act of 1934.

Executive Officers

The executive officers of the Company and Westamerica Bank serve at the pleasure of the Board of Directors and are subject to annual appointment by the Board at its first meeting following the Annual Meeting of Shareholders. It is anticipated that each of the executive officers listed below will be reappointed to serve in such capacities at that meeting.

<u>Name of Executive</u>	<u>Position</u>	<u>Held Since</u>
David L. Payne	Mr. Payne, born in 1955, is the Chairman of the Board, President and Chief Executive Officer of the Company. Mr. Payne is President and Chief Executive Officer of Gibson Printing and Publishing Company and Gibson Radio and Publishing Company which are newspaper, commercial printing and real estate investment companies headquartered in Vallejo, California.	1984
John “Robert” Thorson	Mr. Thorson, born in 1960, is Senior Vice President and Chief Financial Officer of the Company. Mr. Thorson joined Westamerica Bancorporation in 1989, was Vice President and Manager of Human Resources from 1995 until 2001 and was Senior Vice President and Treasurer from 2002 until 2005.	2005
Russell W. Rizzardi	Mr. Rizzardi, born in 1955, is Senior Vice President and Chief Credit Administrator of Westamerica Bank. Mr. Rizzardi joined Westamerica Bank in 2007. He has been in the banking industry since 1979 and was previously with Wells Fargo Bank and U.S. Bank.	2008
George “Steve” Ensinger	Mr. Ensinger, born in 1954, is Senior Vice President and Division Manager of Human Resources of the Company. Mr. Ensinger joined Westamerica Bancorporation in 2014 and has held a variety of senior positions in Human Resources prior to joining the Company.	2014
Brian J. Donohoe	Mr. Donohoe, born in 1981, is Senior Vice President and Manager of the Operations & Systems Administration of Community Banker Services Corporation. Mr. Donohoe joined Westamerica Bancorporation in 1999 and has held a variety of positions in the Banking Division and the Operations & Systems Division, most recently, Vice President and Manager of Business Services until 2018.	2019

The Company has adopted a Code of Ethics (as defined in Item 406 of Regulation S-K of the Securities Act of 1933) that is applicable to its senior financial officers including its chief executive officer, chief financial officer, and principal accounting officer.

ITEM 11. EXECUTIVE COMPENSATION

The information required by this Item 11 of this Annual Report on Form 10-K is incorporated by reference from the information contained under the captions “Executive Compensation” in the Company’s Proxy Statement for its 2019 Annual Meeting of Shareholders which will be filed pursuant to Regulation 14A of the Securities Exchange Act of 1934.

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

The information required by this Item 12 of this Annual Report on Form 10-K is incorporated by reference from the information contained under the caption “Stock Ownership” in the Company’s Proxy Statement for its 2019 Annual Meeting of Shareholders which will be filed pursuant to Regulation 14A of the Securities Exchange Act of 1934.

Securities Authorized For Issuance Under Equity Compensation Plans

The following table summarizes the status of the Company’s equity compensation plans as of December 31, 2018:

Plan category	At December 31, 2018		
	Number of securities to be issued upon exercise of outstanding options, warrants and rights	Weighted-average exercise price of outstanding options, warrants and rights	Number of securities remaining available for future issuance under equity compensation plans (excluding securities reflected in column (a))
	(In thousands, except exercise price)		
	(a)	(b)	(c)
Equity compensation plans approved by security holders	946	\$54	713
Equity compensation plans not approved by security holders	-	N/A	-
Total	946	\$54	713

ITEM 13. CERTAIN RELATIONSHIPS, RELATED TRANSACTIONS AND DIRECTOR INDEPENDENCE

The information required by this Item 13 of this Annual Report on Form 10-K is incorporated by reference from the information contained under the caption “Certain Relationships and Related Party Transactions” in the Company’s Proxy Statement for its 2019 Annual Meeting of Shareholders which will be filed pursuant to Regulation 14A of the Securities Exchange Act of 1934.

ITEM 14. PRINCIPAL ACCOUNTANT FEES AND SERVICES

The information required by this Item 14 of this Annual Report on Form 10-K is incorporated by reference from the information contained under the caption “Proposal 3 – Ratification of Independent Auditor” in the Company’s Proxy Statement for its 2019 Annual Meeting of Shareholders which will be filed pursuant to Regulation 14A of the Securities Exchange Act of 1934.

PART IV

ITEM 15. EXHIBITS AND FINANCIAL STATEMENT SCHEDULES

(a) 1. Financial Statements:

See Index to Financial Statements on page 46. The consolidated financial statements included in Item 8 are filed as part of this Report.

(a) 2. Financial statement schedules required. No financial statement schedules are filed as part of this Report since the required information is included in the consolidated financial statements, including the notes thereto, or the circumstances requiring inclusion of such schedules are not present.

(a) 3. Exhibits:

The exhibit list required by this item is incorporated by reference to the Exhibit Index filed with this Report.

SIGNATURES

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

WESTAMERICA BANCORPORATION

/s/ John "Robert" Thorson

John "Robert" Thorson
Senior Vice President
and Chief Financial Officer
(Principal Financial and Accounting Officer)

Date: February 28, 2019

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

<u>Signature</u>	<u>Title</u>	<u>Date</u>
<u>/s/ David L. Payne</u> David L. Payne	Chairman of the Board and Directors President and Chief Executive Officer (Principal Executive Officer)	February 28, 2019
<u>/s/ John "Robert" Thorson</u> John "Robert" Thorson	Senior Vice President and Chief Financial Officer (Principal Financial and Accounting Officer)	February 28, 2019
<u>/s/ Etta Allen</u> Etta Allen	Director	February 28, 2019
<u>/s/ Louis E. Bartolini</u> Louis E. Bartolini	Director	February 28, 2019
<u>/s/ E. Joseph Bowler</u> E. Joseph Bowler	Director	February 28, 2019
<u>/s/ Patrick D. Lynch</u> Patrick D. Lynch	Director	February 28, 2019
<u>/s/ Catherine C. MacMillan</u> Catherine C. MacMillan	Director	February 28, 2019
<u>/s/ Ronald A. Nelson</u> Ronald A. Nelson	Director	February 28, 2019
<u>/s/ Edward B. Sylvester</u> Edward B. Sylvester	Lead Independent Director	February 28, 2019

EXHIBIT INDEX

Exhibit Number	
<u>3(a)</u>	Restated Articles of Incorporation (composite copy), incorporated by reference to Exhibit 3(a) to the Registrant's Annual Report on Form 10-K for the fiscal year ended December 31, 1997, filed with the Securities and Exchange Commission on March 30, 1998. https://www.sec.gov/Archives/edgar/data/311094/0000311094-98-000004.txt
<u>3(b)</u>	By-laws, as amended (composite copy), incorporated by reference to Exhibit 3.2 to the Registrant's Form 8-K, filed with the Securities and Exchange Commission on March 26, 2018. https://www.sec.gov/Archives/edgar/data/311094/000117184318002262/exh_32.htm
<u>3(c)</u>	Certificate of Determination of Fixed Rate Cumulative Perpetual Preferred Stock, Series A of Westamerica Bancorporation dated February 10, 2009, incorporated by reference to Exhibit 99.1 to the Registrant's Form 8-K, filed with the Securities and Exchange Commission on February 13, 2009. https://www.sec.gov/Archives/edgar/data/311094/000095013409002844/f51541exv99w1.htm
<u>4(c)</u>	Warrant to Purchase Common Stock pursuant to the Letter Agreement between the Company and the United States Department of the Treasury dated February 13, 2009 incorporated by reference to Exhibit 4.2 to the Registrant's Form 8-K, filed with the Securities and Exchange Commission on February 19, 2009. https://www.sec.gov/Archives/edgar/data/311094/000095013409003283/f51590exv4w2.htm
<u>10(a)*</u>	Amended and Restated Stock Option Plan of 1995, incorporated by reference to Exhibit A to the Registrant's definitive Proxy Statement pursuant to Regulation 14(a) filed with the Securities and Exchange Commission on March 17, 2003. https://www.sec.gov/Archives/edgar/data/311094/000102140803004311/ddef14a.htm
<u>10(d)*</u>	Westamerica Bancorporation Chief Executive Officer Deferred Compensation Agreement by and between Westamerica Bancorporation and David L. Payne, dated December 18, 1998 incorporated by reference to Exhibit 10(e) to the Registrant's Annual Report on Form 10-K for the fiscal year ended December 31, 1999, filed with the Securities and Exchange Commission on March 29, 2000. https://www.sec.gov/Archives/edgar/data/311094/000031109400000002/0000311094-00-000002.txt
<u>10(e)*</u>	Description of Executive Cash Bonus Program incorporated by reference to Exhibit 10(e) to Exhibit 2.1 of Registrant's Form 8-K filed with the Securities and Exchange Commission on March 14, 2005. https://www.sec.gov/Archives/edgar/data/311094/000031109405000008/mar8k05c.txt
<u>10(f)*</u>	Non-Qualified Annuity Performance Agreement with David L. Payne dated November 19, 1997 incorporated by reference to Exhibit 10(f) to the Registrant's Annual Report on Form 10-K for the fiscal year ended December 31, 2004, filed with the Securities and Exchange Commission on March 15, 2005. https://www.sec.gov/Archives/edgar/data/311094/000095013405005077/f06799exv10wxfy.htm
<u>10(g)*</u>	Amended and Restated Westamerica Bancorporation Stock Option Plan of 1995 Nonstatutory Stock Option Agreement Form incorporated by reference to Exhibit 10(g) to the Registrant's Annual Report on Form 10-K for the fiscal year ended December 31, 2004, filed with the Securities and Exchange Commission on March 15, 2005. https://www.sec.gov/Archives/edgar/data/311094/000095013405005077/f06799exv10wxgy.htm
<u>10(h)*</u>	Amended and Restated Westamerica Bancorporation Stock Option Plan of 1995 Restricted Performance Share Grant Agreement Form incorporated by reference to Exhibit 10(h) to the Registrant's Annual Report on Form 10-K for the fiscal year ended December 31, 2004, filed with the Securities and Exchange Commission on March 15, 2005. https://www.sec.gov/Archives/edgar/data/311094/000095013405005077/f06799exv10wxhy.htm
<u>10(i)*</u>	Amended Westamerica Bancorporation and Subsidiaries Deferred Compensation Plan (As restated effective January 1, 2005) dated December 31, 2008 incorporated by reference to Exhibit 10(i) to the Registrant's Annual Report on Form 10-K for the fiscal year ended December 31, 2008, filed with the Securities and Exchange Commission on February 27, 2009. https://www.sec.gov/Archives/edgar/data/311094/000095013409004041/f51636exv10wxiv.htm
<u>10(j)*</u>	Amended and Restated Westamerica Bancorporation Deferral Plan (Adopted October 26, 1995) dated December 31, 2008 incorporated by reference to Exhibit 10(j) to the Registrant's Annual Report on Form 10-K for the fiscal year ended December 31, 2008, filed with the Securities and Exchange Commission on February 27, 2009. https://www.sec.gov/Archives/edgar/data/311094/000095013409004041/f51636exv10wxjy.htm
<u>10(k)*</u>	Form of Restricted Performance Share Deferral Election pursuant to the Westamerica Bancorporation Deferral Plan incorporated by reference to Exhibit 10(i) to the Registrant's Annual Report on Form 10-K for the fiscal year ended December 31, 2005, filed with the Securities and Exchange Commission on March 10, 2006. https://www.sec.gov/Archives/edgar/data/311094/000095013406004693/f18098exv10wxky.htm
<u>10(l)</u>	Purchase and Assumption Agreement by and between Federal Deposit Insurance Corporation and Westamerica Bank dated February 6, 2009, incorporated by reference to Exhibit 99.2 to the Registrant's Form 8-K, filed with the Securities and Exchange Commission on February 11, 2009. https://www.sec.gov/Archives/edgar/data/311094/000095013409002471/f51462exv99w2.htm
<u>10(m)</u>	Letter Agreement between the Company and the United States Department of the Treasury dated February 13, 2009 incorporated by reference to Exhibit 10.1 to the Registrant's Form 8-K, filed with the Securities and Exchange Commission on February 19, 2009. https://www.sec.gov/Archives/edgar/data/311094/000095013409003283/f51590exv10w1.htm
<u>10(s)*</u>	Amended and Restated Stock Option Plan of 1995, incorporated by reference to Exhibit A to the Registrant's definitive Proxy Statement pursuant to Regulation 14(a) filed with the Securities and Exchange Commission on March 13, 2012. https://www.sec.gov/Archives/edgar/data/311094/000120677412001027/westamerica_def14a.htm

- 10(t) Data Processing Agreement by and between Fidelity Information Services and Westamerica Bancorporation incorporated by reference to Exhibit 10(t) to the Registrant's Annual Report on Form 10-K for the fiscal year ended December 31, 2016, filed with the Securities and Exchange Commission on February 28, 2017.
https://www.sec.gov/Archives/edgar/data/311094/000117184317001171/exh_10t.htm
- 11.1 Statement re computation of per share earnings incorporated by reference to Note 18 of the notes to the consolidated financial statements of this Report.
- 14 Code of Ethics incorporated by reference to Exhibit 14 to the Registrant's Annual Report on Form 10-K for the fiscal year ended December 31, 2003, filed with the Securities and Exchange Commission on March 10, 2004.
<https://www.sec.gov/Archives/edgar/data/311094/000095014904000595/f97139exv14.txt>
- 21 Subsidiaries of the registrant.
- 23.1 Consent of Crowe LLP
- 31.1 Certification of Chief Executive Officer pursuant to Securities Exchange Act Rule 13a-14(a)/15d-14(a)
- 31.2 Certification of Chief Financial Officer pursuant to Securities Exchange Act Rule 13a-14(a)/15d-14(a)
- 32.1 Certification of Chief Executive Officer pursuant to 18 U.S.C. Section 1350, as adopted pursuant to Section 906 of the Sarbanes-Oxley Act of 2002
- 32.2 Certification of Chief Financial Officer pursuant to 18 U.S.C. Section 1350, as adopted pursuant to Section 906 of the Sarbanes-Oxley Act of 2002
- 101.INS XBRL Instance Document
- 101.SCH XBRL Taxonomy Extension Schema Document
- 101.CAL XBRL Taxonomy Extension Calculation Linkbase Document
- 101.DEF XBRL Taxonomy Extension Definitions Linkbase Document
- 101.LAB XBRL Taxonomy Extension Label Linkbase Document
- 101.PRE XBRL Taxonomy Extension Presentation Linkbase Document

* Indicates management contract or compensatory plan or arrangement.

The exhibits listed above are available through the SEC's website (<https://www.sec.gov>). Alternatively, the Company will furnish to shareholders a copy of any exhibit listed above, but not contained herein, upon written request to the Office of the Corporate Secretary A-2M, Westamerica Bancorporation, P.O. Box 1200, Suisun City, California 94585-1200, and payment to the Company of \$.25 per page.

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