trico bancshares

2021

Annual Report

Dear Fellow Shareholders:

2021 was an important year of achievement for your Company. The announcement of our agreement to merge with Valley Republic Bancorp, the parent company of Valley Republic Bank, gave us an exciting opportunity to join forces with a well-respected, community bank in Bakersfield, CA and was just one of many significant steps taken in 2021. In March 2022, we were excited to finally welcome the customers, employees, and shareholders of Valley Republic and we look forward to continuing to expand our combined brand of community-focused banking to the San Joaquin Valley over the next several years. Additionally in 2021, we celebrated two important milestones at TriCo: achieving more than $100 million of net income in a single year and crossing $1 billion in total shareholders' equity. While we're humbled by these achievements, we are even more excited by the opportunities ahead and how they will enhance how we serve our communities and customers as their trusted financial partner.

Throughout the past two years, our country has faced a number of challenges due to the COVID pandemic. As our customers, communities and workforce navigate to a "new normal", we understand that many of the old ways of working, interacting, and transacting business have been inexorably altered. I'd like to share how the story of our Company continues to adapt and evolve.

Financial Highlights

TriCo Bancshares reported net earnings of $117.7 million, or $3.94 per diluted share for 2021, compared to net earnings of $64.8 million, or $2.16 per diluted share in 2020. To put it simply, they were two *very different* years. We had barely welcomed the 2020 new year when the world was thrust into the unknowns of the COVID pandemic. The dramatic decline in US Gross Domestic Product (GDP) and equally dramatic rise in unemployment in 2020 unquestionably tested our communities, our customers, our neighbors, and our employees. TriCo management acted quickly to build reserves for possible loan losses and pivoted resources to ensuring uninterrupted flow of government stimulus funds. To illustrate the vital role community banks play in supporting and fostering economic activity across the United States, consider the growth of TriCo's key balance sheet components over the two-year period:

Performance Through The COVID Pandemic*

	12/31/2019	12/31/2021	Growth ($)	Growth (%)
Total Loans	$4,307,366	$4,916,624	$609,258	14%
Total Deposits	$5,366,994	$7,367,159	$2,000,165	37%
Total Assets	$6,471,181	$8,614,787	$2,143,606	33%
Total Equity	$906,570	$1,000,184	$93,614	10%

***Total Loans, Total Deposits, Total Assets, and Total Equity are as of 12/31/2019 and 12/31/2021; respectively (dollars in 000s).**

To say that the banking industry faced an unprecedented flow of funds during the past two years is quite the understatement. In fact, Tri Counties Bank played a critical role in distributing more than $1 billion of government stimulus to consumers and businesses in 2020 and 2021 in the form of both Paycheck Protection Program (PPP) loans and consumer-related payments. In addition, during 2020 and 2021, our bankers worked closely with borrowers to provide short-term modifications and payment deferrals on more than $425 million of commercial loans, consumer loans, and residential mortgages – providing a path that enabled homeowners and businesses to weather the economic storm.

The impact of near zero percent interest rates on loan refinancing and government stimulus in the form of PPP loans was evident and translated into a hard fought, single-digit, annualized loan growth for 2020 and 2021. At the same time, we faced unprecedented liquidity as deposit growth continued unabated through the end of 2021 – with total deposits and total assets growing by more than $2 billion over the prior two years. Throughout both years, our team remained focused on the core financial principles that define our success: pivoting to meet the needs of our customers and communities, strong credit underwriting, consistent growth in core deposits, and a responsible approach to growing our capital resources.

By any measure, our results for 2021 were very healthy and are a continued reflection of the extraordinary efforts of our employees during a very difficult and unique economic environment over the past two years.

Supporting Our Neighbors And Our Communities

Over the years, we've carved out a niche as a community bank – a role and a label that we hold in high regard. While the competition for financial services seems to come from all fronts, we're keenly focused on our role in fostering, growing and sustaining communities throughout Northern California and the Central Valley from the ground up. In 2021 alone, for example, Tri Counties Bank originated nearly $1.5 billion of loans to support housing, small businesses and farms. This includes almost $450 million for small businesses and farms, along with community development lending – loans that support housing for seniors and underserved communities totaling more than $210 million. In addition, TriCo made direct donations of almost $1.2 million directly to community organizations to support housing and small business initiatives across our footprint. Finally, our employees, who always rise to meet the need, donated nearly 7,000 hours of their time to almost 200 charitable organizations across California. As we look forward, our communities can count on Tri Counties Bank to find solutions to meet the needs of underserved consumers and businesses throughout our markets.

Crossing $10 Billion In Total Assets

With the completion of the merger with Valley Republic Bancorp, TriCo's total consolidated assets will exceed $10 billion for the first time in its history. While in many industries this would simply mark a point in time, in the banking industry, as the regulatory environment is currently constructed, crossing this mark in total assets brings both challenges and opportunities – something management has been anticipating for some time. To be clear, while our regulators use asset size to define our position in the industry, our team continues to measure success by the growing relationships and through positive interactions with the customers and the communities we serve.

While crossing $10 billion in total assets will eventually add an additional regulator (the Consumer Financial Protection Bureau (CFPB)), and reduce TriCo's debit card interchange revenue beginning in 2023, it also provides us with additional scale to continue investing in the people, technology, and physical locations that will drive our growth. For instance, during 2021 Tri Counties Bank opened three new loan production offices in San Diego, CA; Irvine, CA; and Pasadena, CA; and expanded our location in Walnut Creek, CA. We believe these offices are an effective way to attract new talent to our team and to supplement the growth in our legacy markets. More than twenty years ago, our Bakersfield branch, for example, began as a loan production office and we now have more than 100 employees and four branches in that market. In addition, our continued investment in technology drives efficiency and helps us meet the digital demands and expectations of our customers.

Our employees are more engaged than ever and are excited about the opportunities presented by crossing $10 billion in total assets. They're motivated by knowing that their efforts and actions on behalf of our customers and communities have a meaningful impact. Quite simply, our employees continue to be the cornerstone of everything we do and I couldn't be more proud of the way they deliver – no matter the challenge.

As always, and on behalf of our more than 1,000 employees and our board of directors, I thank you for your continued confidence and ongoing support of TriCo Bancshares.

Richard P. Smith
Chairman, President & Chief Executive Officer

UNITED STATES
SECURITIES AND EXCHANGE COMMISSION
Washington D.C. 20549

FORM 10-K

Annual Report Pursuant to Section 13 or 15(d)
of the Securities Exchange Act of 1934

For the fiscal year ended December 31, 2021

Commission File Number 0-10661

(Exact name of Registrant as specified in its charter)

California	**94-2792841**
(State or other jurisdiction of incorporation or organization)	(I.R.S. Employer Identification No.)
63 Constitution Drive, Chico, California	**95973**
(Address of principal executive offices)	(Zip Code)

Registrant's telephone number, including area code: (530) 898-0300

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

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

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

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

☒ Yes ☐ No

Indicate by check mark whether 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 periods that the Registrant was required to file such reports), and (2) has been subject to such filing requirements for the past 90 days.

☒ Yes ☐ No

Indicate by check mark whether the registrant has submitted electronically every Interactive Data File required to be submitted and posted pursuant to Rule 405 of Regulation S-T (§ 232.405 of this chapter) during the preceding 12 months (or for such shorter period that the registrant was required to submit and post such files).

☒ Yes ☐ No

Indicate by check mark whether the registrant is a large accelerated filer, an accelerated filer, non-accelerated filer, a smaller reporting company, or an emerging growth company. See definitions of "accelerated filer", "large 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 has filed a report on and attestation to its management's assessment of the effectiveness of its internal control over financial reporting under Section 404(b) of the Sarbanes-Oxley Act (15 U.S.C. 7262(b)) by the registered public accounting firm that prepared or issued its audit report.

☒ Yes ☐ No

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 voting common stock held by non-affiliates of the Registrant, as of June 30, 2021, was approximately $1,213,065,000.

The number of shares outstanding of Registrant's common stock, as of February 22, 2022, was 29,730,424.

DOCUMENTS INCORPORATED BY REFERENCE

The information required to be disclosed pursuant to Part III of this report either shall be (i) deemed to be incorporated by reference from selected portions of the Registrant's definitive proxy statement for the annual meeting of shareholders to be held on May 19, 2022, if such proxy statement is filed with the Securities and Exchange Commission pursuant to Regulation 14A not later than 120 days after the end of the Registrant's most recently completed fiscal year, or (ii) included in an amendment to this report filed with the Commission on Form 10-K/A not later than the end of such 120 day period.

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FORWARD-LOOKING STATEMENTS

In addition to historical information, this Annual Report on Form 10-K contains forward-looking statements about TriCo Bancshares (the “Company,” “TriCo” or “we”) and its subsidiaries for which it claims the protection of the safe harbor provisions contained in the Private Securities Litigation Reform Act of 1995. These forward-looking statements are based on the current knowledge and belief of the Company’s management (“Management”) and include information concerning the Company’s possible or assumed future financial condition and results of operations. When you see any of the words “believes”, “expects”, “anticipates”, “estimates”, or similar expressions, these generally indicate that we are making forward-looking statements. 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 those listed at Item 1A Risk Factors, in this report.

Forward-looking statements speak only as of the date they are made, and the Company does not undertake to update forward-looking statements to reflect circumstances or events that occur after the date the forward-looking statements are made, whether as a result of new information, future developments or otherwise.

PART I

ITEM 1. BUSINESS

This Annual Report on Form 10-K and the documents incorporated herein by reference contain forward-looking statements based on expectations, estimates, and projections as of the date of this filing. Actual results may differ materially from those expressed in forward-looking statements. See Item 1A of Part I — "Risk Factors."

As used in this report, "TriCo," the "Company", "we," "our," and similar terms include TriCo Bancshares and its subsidiaries, unless the context indicates otherwise.

Overview

TriCo Bancshares is a registered bank holding company under the Bank Holding Company Act of 1956, as amended (the "BHC Act"). TriCo's principal business is to serve as the holding company for our wholly-owned subsidiary, Tri Counties Bank, a California-chartered commercial bank (the "Bank") was established in Chico, California in 1975. TriCo is a California corporation and was incorporated in 1981. Our common stock is traded on the Nasdaq Global Select Market under the trading symbol "TCBK". The Company and the Bank are headquartered in Chico, California.

As a bank holding company, TriCo is subject to the supervision of the Board of Governors of the Federal Reserve System (the "FRB") under the BHC Act. The Bank is subject to the supervision of the California Department of Financial Protection & Innovation (the "DFPI") and the Federal Deposit Insurance Corporation (the "FDIC"). See "Regulation and Supervision."

In addition, TriCo has five capital trusts, which are all wholly-owned trust subsidiaries formed for the purpose of issuing trust preferred securities ("Trust Preferred Securities") and lending the proceeds to TriCo. For more information regarding the trust preferred securities please refer to "Note 14 – Junior Subordinated Debt" to the financial statements at Item 8 of this report.

Additional information concerning the Company can be found on our website at *www.tcbk.com.* Our website is not incorporated into this report. Copies of our annual reports on Form 10-K, quarterly reports on Form 10-Q, current reports on Form 8-K and amendments to these reports are available free of charge through the investors relations page of our website, *www.tcbk.com*, as soon as reasonably practicable after the Company files these reports with the U.S. Securities and Exchange Commission ("SEC"). The information on our website is not part this annual report.

Tri Counties Bank

The Bank was organized in 1975 and had total assets of approximately $8.6 billion at December 31, 2021. Based in Chico, California, the Bank offers an extensive and competitive breadth of consumer, small business and commercial banking services through its network of stand-alone and in-store branches in communities throughout California. The Bank focuses on relationships and personal contact, emphasizing its Service with Solutions ®. In addition to its California community bank network, the Bank provides advanced online and mobile banking, a shared nationwide network of over 37,000 ATMs, and bankers available by phone 7 days per week.

The Bank provides a breadth of personal, small business and commercial financial services including accepting demand, savings and time deposits and making small business, commercial, real estate, and consumer loans, as well as a range of Treasury Management Services and other customary banking services including safe deposit boxes at some branches. Brokerage services are provided at the Bank's offices by Tri Counties Wealth Management Advisors through the Bank's arrangement with Raymond James Financial Services, Inc., an independent financial services provider and broker-dealer.

Over 80% of the Bank's customers are personal banking customers. Less than 20% are business and commercial banking customers serving a diverse number of industry types including manufacturing, real estate development, retail, wholesale, transportation, agriculture, commerce, and professional services. The majority of the Bank's loans are direct loans made to individuals and businesses in California where its branches or business lending centers are located. At December 31, 2021, the Bank's consumer loans net of deferred fees outstanding were $1,071,551 (21.8%), commercial and industrial loans (including the Paycheck Protection Program [PPP] loans) outstanding were $259,355,000 (5.3%), real estate construction loans of $222,281,000 (4.5%), and commercial real estate loans were $3,306,054,000 (67.2%) of total loans. The Bank takes real estate, listed and unlisted securities, savings and time deposits, automobiles, machinery, equipment, inventory, accounts receivable and notes receivable secured by property as collateral for loans.

Most of the Bank's deposits are attracted from individuals and business-related sources. No single person or group of persons provides a material portion of the Bank's deposits, the loss of any one or more of which would have a materially adverse effect on the business of the Bank, nor is a material portion of the Bank's loans concentrated within a single industry or group of related industries.

Merger with Valley Republic Bancorp

On July 27, 2021, TriCo and Valley Republic Bancorp ("VRB") entered into a definitive merger agreement under which VRB will merge into TriCo in a stock-for-stock transaction and Valley Republic Bank, a wholly owned subsidiary of VRB, will merge into the Bank. Under the terms of the merger agreement, shareholders of VRB will receive 0.95 common shares of TriCo common stock for each share of VRB common stock. Including outstanding options and restricted stock grants, the transaction is valued at approximately $177,450,000. Upon closing, TriCo shareholders will own approximately 88% of the combined company and VRB shareholders will own approximately 12%, on a fully diluted basis. The merger was approved by the Federal Deposit Insurance Corporation ("FDIC") and the California Department of Financial Protection and Innovation ("DFPI") in 2021 and is awaiting approval from the the Board of Governors of the Federal Reserve System and is expected to close in the first quarter of 2022. Once completed, the merger will position the combined company to better serve the San Joaquin Valley in California.

Human Capital Resources

At December 31, 2021, we employed 1,094 persons, including five executive officers. Full time equivalent employees were 1,074. Additionally, we at times will utilize independent contractors and temporary personnel to supplement our workforce. None of our employees are presently represented by a union or covered under a collective bargaining agreement. Management believes that its employee relations are good.

Our employees are critical to our success and competition for qualified banking personnel has historically been intense. We provide a wide variety of opportunities for professional growth for all employees with a focus on in-classroom and on-line trainings, on-the-job experience, including active mentoring and education tuition assistance. We seek to create an engaged workforce through proactive listening, forward looking career conversation and constructive dialogue through periodic performance discussions as well as employee engagement and exit surveys.

We focus on attracting and retaining employees by providing compensation and benefits packages that we believe are competitive within the applicable market, taking into account the position's location and responsibilities. We provide competitive health and financial focused benefits such as but not limited to employer subsidized health insurance, a 401(k) retirement plan and an employee stock ownership plan. In addition, we offer a portfolio of additional services and tools to support our employees' health and well-being.

TriCo team members actively share their talents in their communities through volunteer activities in education, economic development, human and health services, and community reinvestment. During 2021, team members logged more than 6,600 hours, supporting nearly 200 organizations, and more than 3,000 of those hours were for the benefit of community development efforts to support programs and services to low or moderate income communities.

We have assembled a team to assist us in framing and progressing the Bank's diversity, inclusion, and equity efforts. Our efforts to foster an environment that embraces employee perspectives through understanding one another's opinions, beliefs, experiences, innate differences and the promotion of dialogue and actions will make us a stronger company. We also believe that a diverse workforce that is representative of our customers in the community will enable us to better serve our customers, enhancing our success as an organization. We know the process is a journey and expect our efforts to develop and progress over time.

In response to COVID-19, we continue to provide administrative paid leave support to employees where operations are closed or impacted, make work from home options as broadly available as possible, and enhanced safety measures throughout our company, notably for customer-facing employees. Refer to Item 7: Management's Discussion and Analysis of Financial Condition and Results of Operations for additional information.

Competition

The banking business in California generally is highly competitive with respect to both loans and deposits. It is dominated by a relatively small number of national and regional banks with many offices operating over a wide geographic area; with the San Francisco Bay area having a larger number of national and regional banks than the rest of our footprint. Among the advantages such major banks have over the Bank are their greater ability to finance investments in technology and marketing campaigns and to allocate their investment assets to regions of high yield and demand. By virtue of their greater total capitalization, such institutions also have substantially higher lending limits than the Bank.

In addition to competing with other banks, the Bank competes with savings institutions, credit unions and the financial markets for funds. Yields on corporate and government debt securities and other commercial paper may be higher than on deposits, and therefore affect the ability of commercial banks to attract and hold deposits. Commercial banks also compete for available funds with money market instruments and mutual funds. During past periods of high interest rates, money market funds have provided substantial competition to banks for deposits and they may continue to do so in the future. Mutual funds are also a major source of competition for savings dollars.

As the financial services industry becomes increasingly oriented toward technology-driven delivery systems, we face competition from banks and non-bank institutions without offices in its primary service area. We also increasingly compete with financial technology or "fintech" companies for loans and other financial services customers.

To compete, the Bank relies substantially on local promotional activity, personal contacts by its officers, directors, employees and shareholders, extended hours, personalized service and its reputation in the communities it services to compete effectively.

Additional Information

Additional information about the Company can be found on our website at *www.tcbk.com*. Our website is not incorporated into this report. Copies of our annual reports on Form 10-K, quarterly reports on Form 10-Q, current reports on Form 8-K and other public filings we make with the Securities and Exchange Commission ("SEC") are available free of charge through the investors relations page of our website, *www.tcbk.com*, as soon as reasonably practicable after we file these reports with the SEC. The information on our website is not part this annual report.

Regulation and Supervision

General

The Company and the Bank are subject to extensive regulation under both federal and state law. This regulation is intended primarily for the protection of customers, depositors, the FDIC deposit insurance fund and the banking system as a whole, and not for the protection of shareholders of the Company. Set forth below is a summary description of the significant laws and regulations applicable to the Company and the Bank. The description is qualified in its entirety by reference to the applicable laws and regulations.

Regulatory Agencies

The Company is a legal entity separate and distinct from the Bank and its other subsidiaries. As a bank holding company, the Company is regulated under the BHC Act, and is subject to supervision, regulation and examination by the FRB. The Company is also under the jurisdiction of the SEC and is subject to the disclosure and regulatory requirements of the Securities Act of 1933 and the Securities Exchange Act of 1934, each administered by the SEC. The Company's common stock is listed on the Nasdaq Global Select Market ("Nasdaq") under the trading symbol "TCBK" and the Company is, therefore, subject to the rules of Nasdaq for listed companies.

The Bank is subject to regulation, supervision and periodic examination by the FDIC, which is the Bank's primary federal regulator because the bank is a state-chartered bank that is not a member of the Federal Reserve System, and the DFPI, because the Bank is a California state chartered bank. The regulations and requirements as promulgated by these agencies are broad and extend to all of the Bank's operations.

The Dodd-Frank Wall Street Reform and Consumer Protection Act (the "Dodd-Frank Act") created the Consumer Financial Protection Bureau (the "CFPB") as an independent entity with broad rulemaking, supervisory and enforcement authority over consumer financial products and services. The CFPB's functions include investigating consumer complaints, rulemaking, supervising and examining bank consumer transactions, and enforcing rules related to consumer financial products and services. CFPB regulations and guidance apply to all financial institutions, including the Bank. Banks with $10 billion or more in assets are subject to examination by the CFPB. Banks with less than $10 billion in assets, including the Bank, continue to be examined for compliance with federal consumer laws by their primary federal banking agency. However, pending regulatory approval for the Company's proposed merger with Valley Republic Bancorp, it is anticipated that subsequent to the closing of that transaction that the combined entity will have more than $10 billion in total assets. See the Risk Factors section for a a discussion of some of the risks the Bank will encounter when it exceeds $10 billion in assets.

The Bank Holding Company Act

The Company is registered as a bank holding company under the BHC Act. In general, the BHC Act limits the business of bank holding companies to banking, managing or controlling banks and other activities that the FRB has determined to be so closely related to banking as to be a proper incident thereto. Qualified bank holding companies that elect to be financial holding companies may engage in any activity, or acquire and retain the shares of a company engaged in additional activities that are either (i) financial in nature or incidental to such financial activity or (ii) complementary to a financial activity, and do not pose a substantial risk to the safety and soundness of depository institutions or the financial system generally, as determined by the FRB. Activities that are financial in nature include securities underwriting and dealing, insurance underwriting and agency, and making merchant banking investments. The Company currently has not elected to become a financial holding company.

As a bank holding company, TriCo is required to file reports with the FRB and the FRB periodically examines the Company. A bank holding company is required by law to serve as a source of financial and managerial strength to its subsidiary bank and, under appropriate circumstances, to commit resources to support the subsidiary bank.

Legislative and Regulatory Responses to the COVID-19 Pandemic

The COVID-19 pandemic has continued to cause extensive disruptions to the global economy, to businesses, and to the lives of individuals throughout the world. On March 27, 2020, the Coronavirus Relief and Economic Security Act ("CARES Act") was signed into law. The CARES Act was a $2.2 trillion economic stimulus bill that was intended to provide relief in the wake of the COVID-19 pandemic. There have also been a number of regulatory actions intended to help mitigate the adverse economic impact of the COVID-19 pandemic on borrowers, including several mandates from the bank regulatory agencies, requiring financial institutions to work constructively with borrowers affected by the COVID-19 pandemic.

The bank regulatory agencies ensured that adequate flexibility will be given to financial institutions who work with borrowers affected by the COVID-19 pandemic, and indicated that they would not criticize institutions who do so in a safe and sound manner. Further, the bank regulatory agencies have encouraged financial institutions to report accurate information to credit bureaus regarding relief provided to borrowers and have urged the importance of financial institutions to continue assisting those borrowers impacted by the COVID-19 pandemic. Also, on April 3, 2020, the bank regulatory agencies issued a joint policy statement to facilitate mortgage servicers' ability to place consumers in short-term payment forbearance programs. This policy statement was followed by an interim final rule, on June 23, 2020, that makes it easier for consumers to transition out of financial hardship caused by the COVID-19 pandemic. The rule makes it clear that servicers do not violate Regulation X (which places restrictions and requirements upon lenders, mortgage brokers, or servicers of home loans related to consumers when they apply for and receive mortgage loans) by offering certain COVID-19-related loss mitigation options based on an evaluation of limited application information collected from the borrower. A final rule issued by the bank regulatory agencies on June 28, 2021 permits servicers to also offer certain COVID-19 related loan modification options based on the evaluation of an incomplete application. Federal and state moratoria on evictions and foreclosures that were implemented during 2020 in response to COVID-19 were extended late into 2021. Although these programs generally have expired, governmental authorities may take additional actions in the future to limit the adverse impact of COVID-19 on borrowers and tenants.

The Paycheck Protection Program ("PPP'), originally established under the CARES Act and extended under the Coronavirus Response and Relief Supplemental Appropriations Act of 2021, authorized financial institutions to make federally-guaranteed loans to qualifying small businesses and non-profit organizations. These loans carry an interest rate of 1% per annum and a maturity of 2 years for loans originated prior to June 5, 2020 and 5 years for loans originated on or after June 5, 2020. The PPP provides that such loans may be forgiven if the borrowers meet certain requirements with respect to maintaining employee headcount and payroll and the use of the loan proceeds after the loan is originated. The initial phase of the PPP, after being extended multiple times by Congress, expired on August 8, 2020. However, on January 11, 2021, the SBA reopened the PPP for First Draw PPP loans to small businesses and non-profit organizations that did not receive a loan through the initial PPP phase. Further, on January 13, 2021, the SBA reopened the PPP for Second Draw PPP loans to small businesses and non-profit organizations that did receive a loan through the initial PPP phase. Maximum loan

amounts were also increased for accommodation and food service businesses. Although the PPP ended in accordance with its terms on May 31, 2021, outstanding PPP loans continue to go through the process of either obtaining forgiveness from the SBA or pursuing claims under the SBA guaranty.

Banking Acquisitions

We are required to obtain prior FRB approval before acquiring more than 5% of the voting shares, or substantially all of the assets, of a bank holding company, bank or savings association. In addition, the prior approval of the FDIC and DFPI is required for a California chartered bank to merge with another bank or purchase the assets or assume the deposits of another bank. In determining whether to approve a proposed bank acquisition, bank regulators will consider, among other factors, the effect of the acquisition on competition, the public benefits expected to be received from the acquisition, the projected capital ratios and levels on a post-acquisition basis, and the acquiring institution's record of addressing the credit needs of the communities it serves, including the needs of low and moderate income neighborhoods, consistent with the safe and sound operation of the bank, under the CRA.

On July 9, 2021, President Biden issued an Executive Order on Promoting Competition in the American Economy. Among other initiatives, the Executive Order encouraged the federal banking agencies to review their current merger oversight practices under the BHC Act and the Bank Merger Act and adopt a plan for revitalization of such practices. There are many steps that must be taken by the agencies before any formal changes to the framework for evaluating bank mergers can be finalized and the prospects for such action are uncertain at this time; however, the adoption of more expansive or prescriptive standards may have an impact on our acquisition activities. See the Risk Factors section for a more extensive discussion of this topic.

Safety and Soundness Standards

Under the Federal Deposit Insurance Corporation Improvement Act of 1991 ("FDICIA"), the federal bank regulatory agencies have established safety and soundness standards for insured depository institutions covering:

Under FDICIA, the federal ban regulatory agencies have established safety and soundness standards for insured financial institutions covering:

- Internal controls, information systems and internal audit systems;
- Loan documentation;
- Credit underwriting;
- Interest rate exposure;
- Asset growth;
- Compensation, fees and benefits;
- Asset quality, earnings and stock valuation; and
- Excessive compensation for executive officers, directors or principal shareholders which could lead to material financial loss.

If a federal bank regulatory agency determines that a depository institution fails to meet any standard established by the guidelines, the agency may require the institution to submit to the agency an acceptable plan to achieve compliance with the standard. If the agency requires submission of a compliance plan and the institution fails to timely submit an acceptable plan or to implement an accepted plan, the agency must require the institution to correct the deficiency. An institution must file a compliance plan within 30 days of a request to do so from the institution's primary federal regulatory agency. The agencies may elect to initiate enforcement actions in certain cases rather than relying on a plan, particularly where failure to meet one or more of the standards could threaten the safe and sound operation of the institution.

Restrictions on Dividends and Distributions

A California corporation such as TriCo may make a distribution to its shareholders to the extent that either the corporation's retained earnings meet or exceed the amount of the proposed distribution or the value of the corporation's assets exceed the amount of its liabilities plus the amount of shareholders preferences, if any, and certain other conditions are met. It is the FRB's policy that bank holding companies should generally pay dividends on common stock only out of income available over the past year, and only if prospective earnings retention is consistent with the organization's expected future needs and financial condition. In addition, a bank holding company's ability to pay dividends on its common stock may be limited if it fails to maintain an adequate capital conservation buffer under these capital rules. See "Regulatory Capital Requirements."

The primary source of funds for payment of dividends by TriCo to its shareholders has been and will be the receipt of dividends and management fees from the Bank. TriCo's ability to receive dividends from the Bank is limited by applicable state and federal law. Under the California Financial Code, funds available for cash dividend payments by a bank are restricted to the lesser of: (i) retained earnings or (ii) the bank's net income for its last three fiscal years (less any distributions to shareholders made during such period). However, with the prior approval of the Commissioner of the DPFI, a bank may pay cash dividends in an amount not to exceed the greatest of the: (1) retained earnings of the bank; (2) net income of the bank for its last fiscal year; or (3) net income of the bank for its current fiscal year. However, if the DPFI finds that the shareholders' equity of the bank is not adequate or that the payment of a dividend would be unsafe or unsound, the Commissioner may order the bank not to pay a dividend to shareholders.

The Bank's ability to pay dividends may be limited if the Bank fails to maintain an adequate capital conservation buffer. See "Regulatory Capital Requirements."

The FRB, FDIC and the DPFI have authority to prohibit a bank holding company or a bank from engaging in practices which are considered to be unsafe and unsound. Depending on the financial condition of TriCo and the Bank and other factors, the FRB, FDIC or the DPFI could determine that payment of dividends or other payments by TriCo or the Bank might constitute an unsafe or unsound practice.

The Community Reinvestment Act

The Community Reinvestment Act of 1977 ("CRA") requires the federal banking regulatory agencies to periodically assess a bank's record of helping meet the credit needs of its entire community, including low- and moderate-income neighborhoods. The CRA also requires the agencies to consider a financial institution's record of meeting its community credit when evaluating applications for, among other things, domestic branches and mergers or acquisitions. The federal banking agencies rate depository institutions' compliance with the CRA. The ratings range from a high of "outstanding" to a low of "substantial noncompliance." A less than "satisfactory" rating could result in the suspension of any growth of the Bank through acquisitions or opening de novo branches until the rating is improved. As of its most recent CRA examination, the Bank's CRA rating was "Satisfactory.

Consumer Protection Laws

The Bank is subject to many federal consumer protection statues and regulations, some of which are discussed below.

- The Equal Credit Opportunity Act generally prohibits discrimination in any credit transaction, whether for consumer or business purposes, on the basis of race, color, religion, national origin, sex, marital status, age (except in limited circumstances), receipt of income from public assistance programs, or good faith exercise of any rights under the Consumer Credit Protection Act.
- The Truth-in-Lending Act is designed to ensure that credit terms are disclosed in a meaningful way so that consumers may compare credit terms more readily and knowledgeably.
- The Fair Housing Act regulates many practices, including making it unlawful for any lender to discriminate in its housing-related lending activities against any person because of race, color, religion, national origin, sex, handicap or familial status.
- The Home Mortgage Disclosure Act, which includes a "fair lending" aspect, requires the collection and disclosure of data about applicant and borrower characteristics as a way of identifying possible discriminatory lending patterns and enforcing anti-discrimination statutes.
- The Real Estate Settlement Procedures Act requires lenders to provide borrowers with disclosures regarding the nature and cost of real estate settlements and prohibits certain abusive practices, such as kickbacks, and places limitations on the amount of escrow accounts.

In addition, the CFPB has taken a number of actions that may affect the Bank's operations and compliance costs, including the following:

- The issuance of final rules for residential mortgage lending, which became effective January 10, 2013, including definitions for "qualified mortgages" and detailed standards by which lenders must satisfy themselves of the borrower's ability to repay the loan and revised forms of disclosure under the Truth in Lending Act and the Real Estate Settlement Procedures Act.
- Actions taken to regulate and supervise credit bureaus and debt collections.
- Positions taken by the CFPB on fair lending, including applying the disparate impact theory in auto financing, which could make it harder for lenders, such as the Bank, to charge different rates or apply different terms to loans to different customers.

The CFPB has broad rulemaking authority for a wide range of consumer financial laws that apply to all banks, including, among other things, laws relating to fair lending and the authority to prohibit "unfair, deceptive or abusive" acts and practices. Abusive acts or practices are defined as those that materially interfere with a consumer's ability to understand a term or condition of a consumer financial product or service or take unreasonable advantage of a consumer's (i) lack of financial savvy, (ii) inability to protect himself in the selection or use of consumer financial products or services, or (iii) reasonable reliance on a covered entity to act in the consumer's interests.

Penalties for violations of the above laws may include fines, reimbursements, injunctive relief and other penalties.

Privacy, Data Protection and Cybersecurity

We are subject to a number of U.S. federal, state, local and foreign laws and regulations relating to consumer privacy and data protection. Under privacy protection provisions of the Gramm-Leach-Bliley Act of 1999 and its implementing regulations and guidance, we are limited in our ability to disclose certain non-public information about consumers to nonaffiliated third parties. Financial institutions, such as the Bank, are required by statute and regulation to notify consumers of their privacy policies and practices and, in some circumstances, allow consumers to prevent disclosure of certain personal information to a nonaffiliated third party. In addition, such financial institutions must appropriately safeguard their customers' nonpublic, personal information.

Consumers must be notified in the event of a data breach under applicable state laws. The changing privacy laws in the United States and elsewhere, including the California Consumer Privacy Act ("CCPA"), which became effective in January 2020 and was amended in November 2020 by a ballot initiative titled the California Privacy Rights Act, create new individual privacy rights and impose increased obligations on companies handling personal data. In addition, multiple states, Congress and regulators outside the United States are considering similar laws or regulations which could create new individual privacy rights and impose increased obligations on companies handling personal data. For example, on November 23, 2021, the federal financial regulatory agencies published a final rule that will impose upon banking organizations and their service providers new notification requirements for significant cybersecurity incidents. Specifically, the final rule requires banking organizations to notify their primary federal regulator as soon as possible and no later than 36 hours after the discovery of a "computer-security incident" that rises to the level of a "notification incident" within the meaning attributed to those terms by the final rule. Banks' service providers are required under the final rule to notify any affected bank to or on behalf of

which the service provider provides services "as soon as possible" after determining that it has experienced an incident that materially disrupts or degrades, or is reasonably likely to materially disrupt or degrade, covered services provided to such bank for as much as four hours. The final rule will take effect on April 1, 2022 and banks and their service providers must be in compliance with the requirements of the rule by May 1, 2022.

Federal banking agencies, including the FDIC and FRB, have adopted guidelines for establishing information security standards and cybersecurity programs for implementing safeguards under the supervision of the board of directors. These guidelines, along with related regulatory materials, increasingly focus on risk management and processes related to information technology and the use of third parties in the provision of financial services.

Recent cyberattacks against banks and other financial institutions that resulted in unauthorized access to confidential customer information have prompted the federal banking regulators to issue extensive guidance on cybersecurity. Among other things, financial institutions are expected to design multiple layers of security controls to establish lines of defense and ensure that their risk management processes address the risks posed by compromised customer credentials, including security measures to authenticate customers accessing internet-based services. A financial institution also should have a robust business continuity program to recover from a cyberattack and procedures for monitoring the security of third-party service providers that may have access to nonpublic data at the institution.

In February 2018, the SEC published interpretive guidance to assist public companies in preparing disclosures about cybersecurity risks and incidents. These SEC guidelines, and any other regulatory guidance, are in addition to notification and disclosure requirements under state and federal banking law and regulations.

During 2021, we did not identify any material cybersecurity incidents.

Like other lenders, the Bank uses credit bureau data in their underwriting activities. Use of such data is regulated under the Fair Credit Reporting Act (“FCRA”), and the FCRA also regulates reporting information to credit bureaus, prescreening individuals for credit offers, sharing of information between affiliates, and using affiliate data for marketing purposes. Similar state laws may impose additional requirements on the Company and the Bank.

Regulatory Capital Requirements

The Company and the Bank are subject to the minimum capital requirements of the FRB and FDIC, respectively. Capital requirements may have an effect on the Company’s and the Bank’s profitability and ability to pay dividends. If the Company or the Bank lacks adequate capital to increase its assets without violating the minimum capital requirements or if it is forced to reduce the level of its assets in order to satisfy regulatory capital requirements, its ability to generate earnings would be reduced.

We are subject to the capital framework for U.S. banking organizations known as Basel III. Basel III defines several measures of capital and establishes capital ratios based on a banking organizations levels of capital relative to risk-weighted assets. The risk-weighting of the asset depends on the nature of the asset but generally ranges from 0% for U.S. government and agency securities, to 1,250% for certain trading securitization exposures, resulting in higher risk weights for a variety of asset classes than previous regulations.

Under Basel III, we are subject to the following minimum capital ratios (1) common equity Tier 1 capital or “CET1” to risk-weighted assets of 4.5%; Tier 1 capital (that is, CET1 plus Additional Tier 1 capital) to risk-weighted assets of 6.0%; Total capital (that is, Tier 1 capital plus Tier 2 capital) to risk-weighted assets of 8%; and a leverage ratio (Tier 1 capital to average consolidated assets as reported on regulatory financial statements) of 4.0%. The Basel III capital framework includes a “capital conservation buffer” of 2.5%, composed entirely of CET1, on top of the minimum risk-weighted asset ratios. Banking institutions that fail to maintain a full capital conservation buffer face constraints on dividends, equity repurchases and compensation based on the amount of the shortfall and the institution’s “eligible retained income” (that is, four quarter trailing net income, net of distributions and tax effects not reflected in net income). The 2.5% capital conservation buffer effectively results in minimum ratios of (i) CET1 to risk-weighted assets of at least 7%, (ii) Tier 1 capital to risk-weighted assets of at least 8.5%, and (iii) total capital to risk-weighted assets of at least 10.5%.

We believe that we were in compliance with the requirements of the Basel III capital rules applicable to us as of December 31, 2021. For a discussion of the regulatory capital requirements, see “Note 26 – Regulatory Matters” to the consolidated financial statements at Part II, Item 8 of this report.

Prompt Corrective Action

Prompt Corrective Action regulations of the federal bank regulatory agencies establish five capital categories in descending order based on an institution’s regulatory capital ratios: well capitalized, adequately capitalized, undercapitalized, significantly undercapitalized and critically undercapitalized. Under the Prompt Corrective Action framework, insured depository institutions are required to meet the following minimum capital level requirements in order to qualify as “well capitalized:” (i) a common equity Tier 1 capital ratio of 6.5%; (ii) a Tier 1 capital ratio of 8%; (iii) a total capital ratio of 10%; and (iv) a Tier 1 leverage ratio of 5%. An institution may be downgraded to, or deemed to be in, a capital category that is lower than indicated by its capital ratios if it is determined to be in an unsafe or unsound condition or if it receives an unsatisfactory examination rating with respect to certain matters. Institutions classified in one of the three undercapitalized categories are subject to certain mandatory and discretionary supervisory actions, which include increased monitoring and review, implementation of capital restoration plans, asset growth restrictions, limitations upon expansion and new business activities, requirements to augment capital, restrictions upon deposit gathering and interest rates, replacement of senior executive officers and directors, and requiring divestiture or sale of the institution. The Bank’s capital levels have exceeded the minimums necessary to be considered well capitalized under the current regulatory framework for prompt corrective action since adoption.

Deposit Insurance

Deposit accounts in the Bank are insured by the FDIC, generally up to a maximum of $250,000 per separately insured depositor. The Bank pays deposit insurance assessments as determined by the FDIC. The assessment rate for an institution with less than $10.0 billion in assets, such as the Bank, is based

on its risk category, with certain adjustments for any unsecured debt or brokered deposits held by the bank. The assessment base against which the assessment rate is applied to determine the total assessment due for a given period is the depository institution's average total consolidated assets during the assessment period less average tangible equity during that assessment period. Institutions assigned to higher risk categories (that is, institutions that pose a higher risk of loss to the FDIC's deposit insurance fund (the "DIF")) pay assessments at higher rates than institutions that pose a lower risk. An institution's risk classification is assigned based on a combination of its financial ratios and supervisory ratings, reflecting, among other things, its capital levels and the level of supervisory concern that the institution poses to the regulators. In addition, the FDIC can impose special assessments in certain instances.

The Bank is generally unable to control the amount of premiums that it is required to pay for FDIC insurance or the amount of credit, if any, that it may be allowed to offset such assessments. If there are additional bank or financial institution failures or if the FDIC otherwise determines, the Bank may be required to pay even higher FDIC premiums than the recently increased levels. Increases in FDIC insurance premiums may have a material and adverse effect on the Company's earnings and could have a material adverse effect on the value of, or market for, the Company's common stock.

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

Bank Secrecy Act / Anti-Money Laundering

Bank Secrecy Act of 1970 ("BSA"), which is intended to require financial institutions to develop policies, procedures, and practices to prevent and deter money laundering, mandates that every bank have a written, board-approved program that is reasonably designed to assure and monitor compliance with the BSA. The program must, at a minimum: (1) provide for a system of internal controls to assure ongoing compliance; (2) provide for independent testing for compliance; (3) designate an individual responsible for coordinating and monitoring day-to-day compliance; and (4) provide training for appropriate personnel. In addition, banks are required to adopt a customer identification program as part of their BSA compliance program. Banks are also required to file SARs when they detect certain known or suspected violations of federal law or suspicious transactions related to a money laundering activity or a violation of the BSA. In May 2016, the regulations implementing the BSA were amended, effective May 2018, to explicitly include risk-based procedures for conducting ongoing customer due diligence and procedures for understanding the nature and purpose of customer relationships for the purpose of developing a customer risk profile. In addition, FinCEN promulgated customer due diligence and customer identification rules that require banks to identify and verify the identity of the beneficial owners of all legal entity customers (other than those that are excluded) at the time a new account is opened (other than accounts that are exempted), which rules became effective on May 11, 2018.

In addition to complying with the BSA, the Bank is subject to the USA Patriot Act of 2001 ("Patriot Act"). The Patriot Act is designed to deny terrorists and criminals the ability to obtain access to the United States' financial system and has significant implications for depository institutions, brokers, dealers, and other businesses involved in the transfer of money. The Patriot Act mandates that financial service companies implement additional policies and procedures and take heightened measures designed to address any or all of the following matters: customer identification programs, money laundering, terrorist financing, identifying and reporting suspicious activities and currency transactions, currency crimes, and cooperation between financial institutions and law enforcement authorities.

On December 3, 2019, three federal banking agencies and the Financial Crimes Enforcement Network ("FinCEN") issued a joint statement clarifying the compliance procedures and reporting requirements that banks must file for customers engaged in the growth or cultivation of hemp, including a clear statement that banks need not file a SAR on customers engaged in the growth or cultivation of hemp in accordance with applicable laws and regulations. This statement does not apply to cannabis-related business; thus, the statement only pertains to customers who are lawfully growing or cultivating hemp and are not otherwise engaged in unlawful or suspicious activity.

Further, on January 1, 2021, Congress passed the National Defense Authorization Act, which enacted the most significant overhaul of the BSA and related AML laws since the Patriot Act. Notable amendments include (1) significant changes to the collection of beneficial ownership information and the establishment of a beneficial ownership registry, which requires corporate entities (generally, any corporation, LLC, or other similar entity with 20 or fewer employees and annual gross income of $5 million or less) to report beneficial ownership information to FinCEN (which will be maintained by FinCEN and made available upon request to financial institutions); (2) enhanced whistleblower provisions, which provide that one or more whistleblowers who voluntarily provide original information leading to the successful enforcement of violations of the AML laws in any judicial or administrative action brought by the Secretary of the Treasury or the Attorney General resulting in monetary sanctions exceeding $1 million (including disgorgement and interest but excluding forfeiture, restitution, or compensation to victims) will receive not more than 30 percent of the monetary sanctions collected and will receive increased protections; (3) increased penalties for violations of the BSA; (4) improvements to existing information sharing provisions that permit financial institutions to share information relating to SARs with foreign branches, subsidiaries, and affiliates (except those located in China, Russia, or certain other jurisdictions) for the purpose of combating illicit finance risks; and (5) expanded duties and powers of FinCEN. Many of the amendments require the Department of Treasury and FinCEN to promulgate rules. On December 8, 2021, FinCEN issued proposing regulations that would implement the amendments with respect to beneficial ownership.

Office of Foreign Assets Control Regulation

The U.S. Treasury Department's Office of Foreign Assets Control, or OFAC, administers and enforces economic and trade sanctions against targeted foreign countries and regimes, under authority of various laws, including designated foreign countries, nationals and others. OFAC publishes lists of specially designated targets and countries. We are responsible for, among other things, blocking accounts of, and transactions with, such targets and countries, prohibiting unlicensed trade and financial transactions with them and reporting blocked transactions after their occurrence. Failure to comply with these sanctions could have serious financial, legal and reputational consequences, including causing applicable bank regulatory authorities not to approve merger or acquisition transactions when regulatory approval is required or to prohibit such transactions even if approval is not required.

Transactions with Affiliates

Banks are also subject to certain restrictions imposed by the Federal Reserve Act on extensions of credit to executive officers, directors, principal shareholders (including the Company) or any related interest of such persons. Extensions of credit must be made on substantially the same terms, including interest rates and collateral as, and follow credit underwriting procedures that are not less stringent than, those prevailing at the time for comparable transactions with persons not affiliated with the bank, and must not involve more than the normal risk of repayment or present other unfavorable features. Banks are also subject to certain lending limits and restrictions on overdrafts to such persons. Regulation W requires that certain transactions between the Bank and its affiliates, including its holding company, be on terms substantially the same, or at least as favorable to the Bank, as those prevailing at the time for comparable transactions with or involving nonaffiliated companies or, in the absence of comparable transactions, on terms and under circumstances, including credit standards, that in good faith would be offered to or would apply to nonaffiliated companies.

Interchange Fees

Under the Durbin Amendment to the Dodd-Frank Act, the Federal Reserve adopted rules establishing standards for assessing whether the interchange fees that may be charged with respect to certain electronic debit transactions are "reasonable and proportional" to the costs incurred by issuers for processing such transactions.

Interchange fees, or "swipe" fees, are charges that merchants pay to us and other card-issuing banks for processing electronic payment transactions. Federal Reserve Board rules applicable to financial institutions that have assets of $10 billion or more provide that the maximum permissible interchange fee for an electronic debit transaction is the sum of 21 cents per transaction and 5 basis points multiplied by the value of the transaction. An upward adjustment of no more than 1 cent to an issuer's debit card interchange fee is allowed if the card issuer develops and implements policies and procedures reasonably designed to achieve certain fraud-prevention standards. The Federal Reserve Board also has rules governing routing and exclusivity that require issuers to offer two unaffiliated networks for routing transactions on each debit or prepaid product. Assuming completion of the merger with VRB in 2022, we expect these rules will be applicable to the Bank in 2023.

Impact of Monetary Policies

Banking is a business that depends on interest rate differentials. In general, the difference between the interest paid by a bank on its deposits and other borrowings, and the interest rate earned by banks on loans, securities and other interest-earning assets, comprises the major source of banks' earnings. Thus, the earnings and growth of banks are subject to the influence of economic conditions generally, both domestic and foreign, and also to the monetary and fiscal policies of the United States and its agencies, particularly the FRB. The FRB implements national monetary policy, such as seeking to curb inflation and combat recession, by its open-market dealings in United States government securities, by adjusting the required level of reserves for financial institutions subject to reserve requirements and through adjustments to the discount rate applicable to borrowings by banks which are members of the FRB. The actions of the FRB in these areas influence the growth of bank loans, investments and deposits, and also affect interest rates. The nature and timing of any future changes in such policies and their impact on the Company cannot be predicted. In addition, adverse economic conditions could make a higher provision for loan losses a prudent course and could cause higher loan loss charge-offs, thus adversely affecting the Company's net earnings.

Incentive Compensation Policies and Restrictions

In July 2010, the federal banking agencies issued guidance on sound incentive compensation policies that applies to all banking organizations supervised by the agencies (thereby including both the Company and the Bank). Pursuant to the guidance, to be consistent with safety and soundness principles, a banking organization's incentive compensation arrangements should: (1) provide employees with incentives that appropriately balance risk and reward; (2) be compatible with effective controls and risk management; and (3) be supported by strong corporate governance including active and effective oversight by the banking organization's board of directors. Monitoring methods and processes used by a banking organization should be commensurate with the size and complexity of the organization and its use of incentive compensation.

The Dodd-Frank Act requires the federal banking agencies and the SEC to establish joint regulations or guidelines for specified regulated entities, such as us, having at least $1 billion in total assets, to prohibit incentive-based payment arrangements that encourage inappropriate risk taking by providing an executive officer, employee, director or principal shareholder with excessive compensation, fees, or benefits or that could lead to material financial loss to the entity. In addition, these regulators must establish regulations or guidelines requiring enhanced disclosure to regulators of incentive-based compensation arrangements. The agencies have not yet finalized these rules; however, on October 14, 2021, the SEC signaled a renewed interest in this rulemaking initiative by re-opening the comment period on a proposed rule issued originally in 2015 regarding "clawbacks" of incentive-based executive compensation.

The scope and content of the U.S. banking regulators' policies on executive compensation may continue to evolve in the near future. It cannot be determined at this time whether compliance with such policies will adversely affect the Company's ability to hire, retain and motivate its key employees.

ITEM 1A. RISK FACTORS

An investment in our securities is subject to certain risks. Current and prospective investors should carefully consider the following discussion of significant factors, events, and uncertainties before making investment decisions about our securities. The events and consequences discussed in these risk factors could, in circumstances we may or may not be able to accurately predict, recognize, or control, have a material adverse effect on our business, growth, reputation, prospects, financial condition, operating results (including components of our financial results), cash flows, liquidity, and stock price. These risk factors do not identify all risks that we face; our operations could also be affected by factors, events, or uncertainties that are not presently known to us or that we currently do not consider to present significant risks to our operations. In addition to the effects of the COVID-19 pandemic and resulting disruptions on our business and operations discussed in Item 7 of Part II, "Management's Discussion and Analysis of Financial Condition and

Results of Operations," and in the risk factors below, additional or unforeseen effects from the COVID-19 pandemic and the global economic climate may give rise to or amplify many of the risks discussed below.

Risks Related to Our Business and Industry

The COVID-19 pandemic will likely continue to adversely affect our business, financial condition, results of operations and our liquidity.

In response to the COVID-19 pandemic, governments and municipalities around the world have instituted measures in an effort to control the spread of COVID-19, including quarantines, shelter-in-place orders, physical distancing requirements, and similar government orders and restrictions in order to control the spread of the disease. Such orders or restrictions, or the perception that such orders or restrictions could occur, have resulted in non-essential business closures, work-from-home policies, school closings, travel restrictions, and cancellation or postponement of events, among other effects that could negatively impact productivity and disrupt our operations and those of our customers. The impacts of the pandemic on our business continue to evolve, are unpredictable and may continue to adversely affect our business, operations, and financial performance. The pandemic and its effects have negatively impacted certain areas of consumer and business spending. Businesses nationwide and in the regions and communities in which we operate have laid off and furloughed significant numbers of employees, leading to record levels of unemployment. These conditions have significantly and adversely affected our customers, including many small and mid-sized businesses, particularly those in the gas station, retail, hotel, hospitality and food, beverage, and elective healthcare industries, among many others. The United States government has taken steps to attempt to mitigate some of the more severe anticipated economic effects of the pandemic, including the passage of the CARES Act and subsequent legislation, but there can be no assurance that such steps or others will be effective or achieve their desired results in a timely fashion.

As a result of the scale of the ongoing pandemic, our revenue growth rate and expenses as a percentage of our revenues in future periods may differ significantly from our historical rate, and our future operating results may deteriorate.

The future impacts of the ongoing pandemic on our business, operations and future financial performance could include, but are not limited to:

- increased loan deferrals, loan delinquencies and subsequent credit losses resulting from the weakened financial condition of our borrowers as a result of the outbreak and related governmental actions;
- the negative effect on earnings resulting from the Bank modifying loans and agreeing to loan payment deferrals due to the COVID-19 crisis;
- declines in the value of collateral securing loans we have made;
- court closures and temporary foreclosure and eviction protection laws, even when a customer is in breach of its obligations to us, are likely to restrict our ability to realize the value of collateral;
- disruption in the businesses of third parties upon who we rely, including outages at network providers and other service providers and suppliers;
- increased cyber and payment fraud risk, as cybercriminals attempt to profit from the disruption, given increased online and remote activity;
- decreased loan growth as a result of diminished demand or increased levels of prepayments;
- decreased interest and non-interest income;
- continued decreased demand for certain bank products and services;
- declines in the value of securities we own, credit ratings downgrades, deterioration in issuers' financial condition or a decline in the liquidity for debt securities;
- operational failures due to changes in our normal business practices necessitated by the outbreak and related governmental actions;
- reduced workforce numbers or capacity which may be caused by, but not limited to, illness, quarantine, stay at home or other government mandates, or difficulties transitioning back to an in-office environment;
- continued high levels of unemployment in certain business sectors due to decreased operations or closures of businesses could have a negative impact on our customer's ability to repay their loans as well as a decrease in the customer deposit base as they use their savings to pay current expenses;
- laws related to benefits and the treatment of employees, for example, mandating coverage of certain COVID-19 related testing and treatment, mandating additional paid or unpaid leave or expanding workers compensation coverage;
- unresolved supply chain issues remaining for longer than anticipated and decreased consumer and business confidence and economic activity, leading to certain lower loan demand and an increased risk of loan delinquencies, defaults, and foreclosures;
- volatile market prices of investment securities, including the valuation of our common stock;
- unavailability of key personnel or a significant number of our employees due to the effects and restrictions of a COVID-19 outbreak within our market area;

- the protracted COVID-19 pandemic could further negatively affect the carrying amount of our goodwill, indefinite-lived intangibles and long-lived assets and result in realized losses on our financial assets, which would adversely impact our results of operations and the ability of our bank subsidiary to pay dividends to us;

- increased risk of litigation and governmental and regulatory scrutiny as a result of the effects of the COVID-19 pandemic on market and economic conditions and actions governmental authorities take in response to those conditions; and

- additional costs to remedy damages, losses or disruption caused by such events.

The spread of COVID-19 has caused us to modify our business practices (including restricting employee travel, and developing work from home and social distancing plans for our employees), and we may take further actions as may be required by government authorities or as we determine are in the best interests of our employees, customers and business partners. There is no certainty that such measures will be sufficient to mitigate the risks posed by the virus or will otherwise be satisfactory to government authorities.

The extent to which the coronavirus outbreak continues to impact our business, results of operations and financial condition will depend on future developments, which are highly uncertain and are difficult to predict, including, but not limited to, the duration and spread of the outbreak, its severity, the emergence of new variants, the actions to contain the virus or treat its impact, the effectiveness of our business continuity and pandemic plans, and how quickly and to what extent historical economic and operating conditions can resume, if ever. The longer the public health crisis lasts, and the greater its severity, the greater the likely material adverse impact on the economy, our customers and our business and financial performance. Even after the COVID-19 outbreak has subsided, we may continue to experience materially adverse impacts to our business as a result of the virus's economic impact that has occurred or may occur in the future.

The prolonged and broad-based shift to a remote working environment continues to create inherent productivity, connectivity, and oversight challenges and could affect our ability to enhance, develop and support existing products and services, conduct marketing events, and generate new customers, among others. In addition, the changed environment under which we are operating could have an effect on our internal controls over financial reporting as well as our ability to meet a number of our compliance requirements in a timely or quality manner.

To the extent the pandemic continues to adversely affect the Company's business, financial condition, liquidity, capital, loans, asset quality, or results of operations, it may also have the effect of heightening many of the other risks described in this "Risk Factors" section of the Form 10-K.

Our participation in the Paycheck Protection Program ("PPP") could expose us to additional risks.

Federal and state governments have enacted laws intending to stimulate the economy in light of the business and market disruptions related to COVID-19. Since March 2020, the federal government has enacted a number of economic stimulus packages, including the $2.0 trillion CARES Act, which, among other things, initiated the PPP. On April 16, 2020, the original $349.0 billion of funding under the PPP was exhausted, and on April 24, 2020, the Federal Government allocated an additional $310.0 billion to the program. Effective January 19, 2021 a new round of PPP loans became available pursuant to the Economic Aid to Hard-Hit Small Businesses, Nonprofits and Venues Act, making an additional $284.5 billion available to qualified borrowers. Our Bank participated as a lender in each of the PPP rounds, which were designed to help small businesses maintain their workforce during the COVID-19 pandemic.

PPP loans are fully guaranteed by the SBA and we believe a significant majority of these loans will be forgiven under the terms of the PPP program. However, there can be no assurance that the borrowers will use or have used the funds appropriately or will have satisfied the staffing or payment requirements to qualify for forgiveness in whole or in part. Any portion of the loan that is not forgiven must be repaid by the borrower. In the event of a loss resulting from a default on a PPP loan and a determination by the SBA that there was a deficiency in the manner in which the PPP loan was originated, funded or serviced by us, which may or may not be related to an ambiguity in the laws, rules or guidance regarding operation of the PPP, the SBA may deny its liability under the guaranty, reduce the amount of the guaranty, or, if we have already been paid under the guaranty, seek recovery from us of any loss related to the deficiency.

Several large banks have been subject to litigation regarding the process and procedures they used in processing applications for the PPP. We may be exposed to the risk of similar litigation, from both customers and non-customers that approached us regarding PPP loans. If any such litigation is filed against us and is not resolved in a manner favorable to the Bank, it may result in significant financial liability or adversely affect our reputation. In addition, litigation can be costly, regardless of outcome. Any financial liability, litigation costs or reputational damage caused by PPP related litigation could have a material adverse impact on our business, financial condition and results of operations.

Risks Related to the Nature and Geographic Area of Our Business

We are exposed to risks in connection with the loans we make.

As a lender, we face a significant risk that we will sustain losses because borrowers, guarantors or related parties may fail to perform in accordance with the terms of the loans we make or acquire. Our earnings are significantly affected by our ability to properly originate, underwrite and service loans. We have underwriting and credit monitoring procedures and credit policies, including the establishment and review of the allowance for loan losses, that we believe appropriately address this risk by assessing the likelihood of nonperformance, tracking loan performance and diversifying our respective loan portfolios. Such policies and procedures, however, may not prevent unexpected losses that could adversely affect our results of operations. We could sustain losses if we incorrectly assess the creditworthiness of our borrowers or fail to detect or respond to deterioration in asset quality in a timely manner.

Our allowance for credit losses may not be adequate to cover actual losses.

Like other financial institutions, we maintain an allowance for credit losses to provide for loan defaults and non-performance. Our allowance for credit losses may not be adequate to cover actual loan losses, and future provisions for loan losses would reduce our earnings and could materially and adversely affect our business, financial condition, results of operations and cash flows. Our allowance for credit losses is based on prior experience, as well as an evaluation of the known risks in the current portfolio, composition and growth of the loan portfolio and actual and forecast economic factors. Determining an appropriate level of allowance is an inherently difficult process and is based on numerous assumptions. The actual amount of future losses is susceptible to changes in economic, operating and other conditions, including changes in interest rates, unemployment and gross domestic product that may be beyond our control and these losses may exceed current estimates. Further impacting the sufficiency of our allowance for loan losses is the implementation of a new accounting standard, "Measurement of Credit Losses on Financial Instruments," commonly referred to as the "Current Expected Credit Losses" standard, or "CECL," which was effective on January 1, 2020. CECL changed the allowance methodology from an incurred loss concept to an expected loss concept, which is more dependent on future economic forecasts, assumptions and models than previous methodology, which could result in increases and add volatility to our allowance for credit losses and future provisions for loan losses. These forecasts, assumptions and models are inherently uncertain and are based upon our management's reasonable judgment in light of information currently available.

In addition to periodic reviews completed by independent third parties retained by the Bank, Federal and state bank regulatory agencies, as an integral part of their examination process, review our loans and allowance for credit losses. While we believe that our allowance for credit losses is adequate to cover these estimated future losses, we cannot assure you that we will not increase the allowance for credit losses further or that the allowance will be adequate to absorb credit losses we actually incur. Either of these occurrences could have a material adverse effect on our business, financial condition and results of operations.

Our business may be adversely affected by business conditions in California.

We conduct most of our business in California. As a result of this geographic concentration, our financial results may be impacted by economic conditions in California. Deterioration in the economic conditions in California could result in the following consequences, any of which could have a material adverse effect on our business, financial condition, results of operations and cash flows:

- problem assets and foreclosures may increase,
- demand for our products and services may decline,
- low cost or non-interest bearing deposits may decrease, and
- collateral for loans made by us, especially real estate, may decline in value, in turn reducing customers' borrowing power, and reducing the value of assets and collateral associated with our existing loans.

In view of the concentration of our operations and the collateral securing our loan portfolio in California, we may be particularly susceptible to the adverse effects of any of these consequences, any of which could have a material adverse effect on our business, financial condition, results of operations and cash flows.

Severe weather, natural disasters and other external events could adversely affect our business.

Our operations and our customer base are primarily located in California where natural and other disasters may occur. California is known for being vulnerable to natural disasters and other risks, such as earthquakes, fires, droughts and floods, the nature and severity of which may be impacted by climate change. These types of natural catastrophic events have at times disrupted the local economies, our business and customers in these regions. Such events could also affect the stability of the Bank's deposit base; impair the ability of borrowers to obtain adequate insurance or repay outstanding loans, impair the value of collateral securing loans and cause significant property damage, result in losses of revenue and/or cause us to incur additional expenses. In addition, catastrophic events occurring in other regions of the world may have an impact on our customers and in turn, on us. Our business continuity and disaster recovery plans may not be successful upon the occurrence of one of these scenarios, and a significant catastrophic event anywhere in the world could materially adversely affect our operating results.

A significant majority of the loans in our portfolio are secured by California real estate and a decline in real estate values could hurt our business.

A downturn in real estate values in the markets which we conduct our business in California could hurt our business because most of our loans are secured by real estate. Real estate values and real estate markets are generally affected by changes in national, regional or local economic conditions, fluctuations in interest rates and the availability of loans to potential purchasers, changes in tax laws and other governmental statutes, regulations and policies. Real estate values could also be affected by, among other things, earthquakes, drought and national disasters. As real estate prices decline, the value of real estate collateral securing our loans is reduced. As a result, our ability to recover on defaulted loans by foreclosing and selling the real estate collateral could then be diminished and we would be more likely to suffer losses on defaulted loans. As of December 31, 2021, approximately 92.6% of the book value of our loan portfolio consisted of loans collateralized by various types of real estate. Substantially all of our real estate collateral is located in California. So, if there is a significant adverse decline in real estate values in California, the collateral for our loans will provide less security. Any such decline could have a material adverse effect on our business, financial condition, results of operations and cash flows.

We are exposed to the risk of environmental liabilities with respect to properties to which we take title.

In the course of our business, we may foreclose and take title to real estate and could be subject to environmental liabilities with respect to these properties. We may be held liable to a governmental entity or to third parties for property damage, personal injury, investigation and clean-up costs

incurred by these parties in connection with environmental contamination, or may be required to investigate or clean-up hazardous or toxic substances, or chemical releases at a property. The costs associated with investigation or remediation activities could be substantial. In addition, if we are the owner or former owner of a contaminated site, we may be subject to common law claims by third parties based on damages and costs resulting from environmental contamination emanating from the property. When applicable, we establish contingent liability reserves for this purpose based on future reasonable and estimable costs developed by qualified soil and chemical engineering consultants. If we become subject to significant environmental liabilities or if our contingency reserve estimates are incorrect, our business, financial condition, results of operations and cash flows could be materially adversely affected.

We face strong competition from financial services companies and other companies that offer similar services, which could materially and adversely affect our business.

Competition in the banking and financial services industry is intense. Our profitability depends upon our continued ability to successfully compete. We primarily compete in California for loans, deposits and customers with commercial banks, savings and loan associations, credit unions, finance companies, mutual funds, insurance companies, brokerage firms and Internet-based marketplace lending platforms. In particular, our competitors include major financial companies whose greater resources may afford them a marketplace advantage by enabling them to maintain numerous locations and mount extensive promotional and advertising campaigns. Additionally, banks and other financial institutions with larger capitalization and financial intermediaries that are not subject to bank regulatory restrictions may have larger lending limits which would allow them to serve the credit needs of larger customers. Areas of competition include interest rates for loans and deposits, efforts to obtain loan and deposit customers and a range in quality of products and services provided, including new technology-driven products and services. Technological innovation continues to contribute to greater competition in domestic and international financial services markets as technological advances enable more companies, such as Internet-based marketplace lenders, financial technology (or "fintech") companies that rely on technology to provide financial services, often without many of the regulatory and capital restrictions that we face. We also face competition from out-of-state financial intermediaries that have opened loan production offices or that solicit deposits in our market areas. If we are unable to attract and retain banking customers, we may be unable to continue our loan growth and level of deposits and our business, financial condition, results of operations and cash flows may be adversely affected.

We may be adversely affected by the soundness of other financial institutions.

Financial services institutions are interrelated as a result of clearing, counterparty, or other relationships. We have exposure to many different industries and counterparties, and routinely execute transactions with counterparties in the financial services industry, including commercial banks, brokers and dealers, and other institutional clients. Many of these transactions expose us to credit risk in the event of a default by a counterparty or client. In addition, our credit risk may be exacerbated when the collateral that we hold cannot be realized upon or is liquidated at prices not sufficient to recover the full amount of the credit or derivative exposure due to us. Any such losses could have a material adverse effect on our financial condition and results of operations.

We may need to raise additional capital in the future and such capital may not be available when needed or at all.

We are required by federal and state regulators to maintain adequate levels of capital. We may need to raise additional capital in the future to meet regulatory or other internal requirements. Our ability to raise additional capital, if needed, will depend on, among other things, conditions in the capital markets at that time, which are outside of our control, and our financial performance.

We cannot provide any assurance that access to such capital will be available to us on acceptable terms or at all. Any occurrence that may limit our access to the capital markets, such as a decline in the confidence of investors or counter-parties participating in the capital markets, may materially and adversely affect our capital costs and our ability to raise capital and, in turn, our liquidity. Further, if we need to raise capital in the future, we may have to do so when many other financial institutions are also seeking to raise capital and we would then have to compete with those institutions for investors. The inability to raise additional capital on acceptable terms when needed could have a materially adverse effect on our business, financial condition, or results of operations.

Economic uncertainty or instability caused by political developments can hurt our businesses.

The economic environment and market conditions in which we operate continue to be uncertain due to political developments in the U.S. and other countries. Certain policy initiatives and proposals could cause a contraction in U.S. and global economic growth and higher volatility in the financial markets, including:

- inability to reach political consensus to keep the U.S. government open and funded,
- the introduction of tariffs, sanctions and other protectionist trade policies, or
- the possible withdrawal or reduction of government support for the Federal National Mortgage Association and the Federal Home Loan Mortgage Corporation (together, the "GSEs").

These types of political developments, and uncertainty about the possible outcomes of these developments, could:

- erode investor confidence in the U.S. economy and financial markets, which could potentially undermine the status of the U.S. dollar as a safe haven currency,
- provoke retaliatory countermeasures by other countries and otherwise heighten tensions in diplomatic relations,

- increase concerns about whether the U.S. government will be funded, and its outstanding debt serviced, at any particular time, and
- result in periodic shutdowns of the U.S. government or governments in other countries.

These factors could lead to:

- greater market volatility,
- large-scale sales of government debt and other debt and equity securities in the U.S. and other countries,
- the widening or narrowing of credit spreads,
- inflationary pressures,
- lower investment growth, and
- other market dislocations.

Additional areas of uncertainty include, among others, geopolitical tensions and conflicts, pandemics and electorate volatility.

Any of these potential outcomes could cause us to suffer losses in our investment securities portfolio, reduce our liquidity and capital levels, hamper our ability to deliver products and services to our clients and customers, and weaken our results of operations and financial condition.

Risks Related to Interest Rates

Historically low interest rates or an interest rate curve that lacks sufficient positive slope as duration extends may make it difficult for us to improve or maintain our current interest income spread and could result in reduced earnings and negatively impact our financial performance.

Like other financial institutions, we are subject to risks resulting from changes in interest rates. Our primary source of income is net interest income, which is the difference between interest earned on loans and leases and investments, and interest paid on deposits and borrowings. Because of the differences in the maturities and repricing characteristics of our interest-earning assets and interest-bearing liabilities, changes in interest rates may not produce matching changes in interest income we earn on interest-earning assets and interest we pay on interest-bearing liabilities. Accordingly, fluctuations in interest rates could adversely affect our interest rate spread and, in turn, our profitability.

In addition, loan and lease volume and quality and deposit volume and mix can be affected by market interest rates as can the businesses of our clients. Changes in levels of market interest rates could have a material adverse effect on our net interest spread, asset quality, origination volume, the value of our loans and investment securities and overall profitability.

Interest rates are highly sensitive to many factors that are beyond the control of our management, including general economic conditions and the policies of various governmental and regulatory authorities. The actions of the Federal Reserve influence the rates of interest that we charge on loans and that we pay on borrowings and interest-bearing deposits. The Federal Reserve lowered the primary credit rate by 50 and 100 basis points on March 3 and March 15, 2020, respectively, for a total of 150 basis points to 0.25% to mitigate the effects of the COVID-19 pandemic and to support the liquidity and stability of banking institutions as they serve the increased demand for credit. Changes in monetary policy, including changes in interest rates, may negatively affect our ability to originate loans and leases, the value of our assets and our ability to realize gains from the sale of our assets, all of which ultimately could affect our earnings. We cannot predict the nature or timing of future changes in monetary, tax and other policies or the effects that they may have on our activities and financial results.

Historically low rates for an extended period of time could result in reduced returns from our investment and loan portfolio. If short-term interest rates remain at their historically low levels for a prolonged period and assuming longer-term interest rates fall further, we could experience further net interest margin compression as our interest earning assets would continue to reprice downward while our interest-bearing liability rates could fail to decline in tandem. Such an occurrence would have an adverse effect on our net interest income and could have an adverse effect on our business, financial condition and results of operations.

We expect a long duration of reduced or flat interest rates to negatively impact our net interest income, margin, cost of borrowing and future profitability and continue to have a material adverse effect on our financial results for at least through 2022. While interest rates remain low, the FRB is expected to begin raising interest rates during 2022. We cannot predict the nature or timing of future changes in monetary policies or the precise effects that they may have on the Company’s activities and financial results.

Elevated inflation and expectations for elevated future inflation can adversely impact economic growth, consumer and business confidence, and the Company’s financial condition and results. In addition, elevated inflation may cause unexpected changes in monetary policies and actions which may adversely affect confidence, the economy, and the Company’s financial condition and results.

Our business is subject to interest rate risk and variations in interest rates may negatively affect our financial performance.

Although we were successful in generating new loans during 2021, the continuation of historically low long-term interest rate levels may cause additional refinancing of commercial real estate and 1-4 family residence loans, which may depress our loan volumes or cause rates on loans to decline. To supplement our organic loan growth, we from time-to-time will purchase loans from third parties that may have lower yields than those loans that we originate on our own.

Additionally, interest rate increases often result in larger payment requirements for our borrowers with variable rate loans, which increases the potential for default and could result in a decrease in the demand for loans. At the same time, the marketability of the property securing a loan may be adversely affected by any reduced demand resulting from higher interest rates. An increase in interest rates that adversely affects the ability of borrowers to pay the principal or interest on loans may lead to an increase in nonperforming assets and a reversal of income previously recognized, which could have an adverse effect on our results of operations and cash flows. Further, when we place a loan on nonaccrual status, we reverse any accrued but unpaid interest receivable, which decreases interest income. At the same time, we continue to incur costs to fund the loan, which is reflected as interest expense, without any interest income to offset the associated funding expense. Thus, an increase in the amount of nonperforming assets would have an adverse impact on net interest income. Furthermore, if short-term market rates rise, in order to retain existing deposit customers and attract new deposit customers we may need to increase rates we pay on deposit accounts.

Accordingly, changes in levels of market interest rates could materially and adversely affect our net interest spread, asset quality, loan origination volume, business, financial condition, results of operations and cash flows.

Higher inflation could have a negative impact on our financial results and operations.

Inflation can negatively impact the Company by increasing our labor costs, through higher wages and higher interest rates, which may negatively affect the market value of securities on our balance sheet, higher interest expenses on our deposits, especially CDs, and a higher cost of our borrowings. Additionally, higher inflation levels could lead to higher oil and gas prices, which may negatively impact the net operating income on the properties which we lend on and could impair a borrower's ability to repay their mortgage.

Recent supply chain constraints have led to higher inflation, which if sustained could have a negative impact on the Company's asset values and on loan demand.

Longer-lasting supply chain constraints in various products and labor markets could potentially exacerbate inflation and sustain it at elevated levels, even as growth slows. The risk of sustained high inflation would likely be accompanied by monetary policy tightening with potential negative effects on various elevated asset classes.

Reduction in the value, or impairment of our investment securities, can impact our earnings and common shareholders' equity.

We maintained a balance of $2.4 billion, or approximately 27.9% of our assets, in investment securities at December 31, 2021. Changes in market interest rates can affect the value of these investment securities, with increasing interest rates generally resulting in a reduction of value. Although the reduction in value from temporary increases in market rates does not affect our income until the security is sold, it does result in an unrealized loss recorded in other comprehensive income that can reduce our common stockholders' equity. Further, we must periodically test our investment securities for other-than-temporary impairment in value. In assessing whether the impairment of investment securities is other-than-temporary, we consider the length of time and extent to which the fair value has been less than cost, the financial condition and near-term prospects of the issuer, and the intent and ability to retain our investment in the security for a period of time sufficient to allow for any anticipated recovery in fair value in the near term.

Changes to LIBOR or SOFR may adversely affect the value of, and the return on, our financial instruments that are indexed to LIBOR or SOFR.

In July 2017, the U.K. Financial Conduct Authority, which regulates LIBOR, announced that it will no longer persuade or compel banks to submit rates for the calculation of LIBOR to the LIBOR administrator after 2021. The announcement indicates that the continuation of LIBOR on the current basis cannot and will not be guaranteed after 2021. In November 2020, the LIBOR administrator published a consultation regarding its intention to delay the date on which it will cease publication of U.S. dollar LIBOR from December 31, 2021 to June 30, 2023 for the most common tenors of U.S. dollar LIBOR, including the three-month LIBOR, but indicated no new contracts using U.S. dollar LIBOR should be entered into after December 31, 2021. Publication of non-U.S. dollar LIBOR would continue to cease after December 31, 2021. Notwithstanding the publication of this consultation, there is no assurance of how long LIBOR of any currency or tenor will continue to be published. It is impossible to predict whether and to what extent banks will continue to provide LIBOR submissions to the administrator of LIBOR, whether LIBOR rates will cease to be published before June 30, 2023, or whether any additional reforms to LIBOR may be enacted in the United Kingdom or elsewhere. Although the Alternative Reference Rates Committee has announced Secured Overnight Financing Rate ("SOFR") as its recommended alternative to LIBOR, SOFR may not gain market acceptance or be widely used as a benchmark. Uncertainty as to the nature of such potential changes, alternative reference rates, the elimination or replacement of LIBOR, or other reforms may adversely affect the value of, and the return on our financial instruments.

The market transition away from LIBOR to alternative reference rates is complex and could have a range of adverse effects on the Company's business, financial condition, and results of operations. In particular, any such transition could:

- adversely affect the interest rates received or paid on the revenue and expenses associated with or the value of the Company's LIBOR-based assets and liabilities;
- adversely affect the interest rates received or paid on the revenue and expenses associated with or the value of other securities or financial arrangements, given LIBOR's role in determining market interest rates globally;
- prompt inquiries or other actions from regulators in respect of the Company's preparation and readiness for the replacement of LIBOR with an alternative reference rate; and
- result in disputes, litigation, or other actions with borrowers or counterparties about the interpretation and enforceability of certain fallback language in LIBOR-based contracts and securities.

Risks Related to Regulatory and Legal Matters

We operate in a highly regulated environment and we may be adversely affected by new laws and regulations or changes in existing laws and regulations. Any additional regulations are expected to increase our cost of operations. Furthermore, regulations may prevent or impair our ability to pay dividends, engage in acquisitions or operate in other ways.

We are subject to extensive regulation, supervision and examination by the DPFI, FDIC, and the FRB. See Item 1—Regulation and Supervision of this report for information on the regulation and supervision which governs our activities. Regulatory authorities have extensive discretion in their supervisory and enforcement activities, including the imposition of restrictions on our operations, the classification of our assets and determination of the level of our allowance for loan losses. Banking regulations, designed primarily for the protection of depositors, may limit our growth and the return to our shareholders by restricting certain of our activities, such as:

- the payment of dividends to our shareholders,
- possible mergers with or acquisitions of or by other institutions,
- desired investments,
- loans and interest rates on loans,
- interest rates paid on deposits,
- service charges on deposit account transactions,
- the possible expansion or reduction of branch offices, and
- the ability to provide new products or services.

We also are subject to regulatory capital requirements. We could be subject to regulatory enforcement actions if any of our regulators determines for example, that we have violated a law of regulation, engaged in unsafe or unsound banking practice or lack adequate capital. Federal and state governments and regulators could pass legislation and adopt policies responsive to current credit conditions that would have an adverse effect on us and our financial performance. We cannot predict what changes, if any, will be made to existing federal and state legislation and regulations or the effect that such changes may have on our future business and earnings prospects. Any change in such regulation and oversight, whether in the form of regulatory policy, regulations, legislation or supervisory action, may have a material adverse impact on our operations, including the cost to conduct business.

Risks Related to Our Growth and Expansion

Goodwill resulting from acquisitions may adversely affect our results of operations.

Our goodwill and other intangible assets have increased substantially as a result of our acquisitions of FNB Bancorp in 2018 and North Valley Bancorp in 2014 and will increase again if we complete the acquisition of VRB. Potential impairment of goodwill and amortization of other intangible assets could adversely affect our financial condition and results of operations. We assess our goodwill and other intangible assets and long-lived assets for impairment annually and more frequently when required by U.S. GAAP. We are required to record an impairment charge if circumstances indicate that the asset carrying values exceed their fair values. Our assessment of goodwill, other intangible assets, or long-lived assets could indicate that an impairment of the carrying value of such assets may have occurred that could result in a material, non-cash write-down of such assets, which could have a material adverse effect on our results of operations and future earnings.

Potential acquisitions create risks and may disrupt our business and dilute shareholder value.

We intend to continue to explore opportunities for growth through mergers and acquisitions. Acquiring other banks, businesses, or branches involves various risks commonly associated with acquisitions, including, among other things:

- incurring substantial expenses in pursuing potential acquisitions without completing such acquisitions,
- exposure to potential asset quality issues of the target company,
- losing key clients as a result of the change of ownership,
- the acquired business not performing in accordance with our expectations,
- difficulties and expenses arising in connection with the integration of the operations or systems conversion of the acquired business with our operations,
- difficulty in estimating the value of the target company,
- potential exposure to unknown or contingent liabilities of the target company,
- management needing to divert attention from other aspects of our business,
- potentially losing key employees of the acquired business,
- incurring unanticipated costs which could reduce our earnings per share,

- assuming potential liabilities of the acquired company as a result of the acquisition,
- potential changes in banking or tax laws or regulations that may affect the target company,
- potential disruption to our business, and
- an acquisition may dilute our earnings per share, in both the short and long term, or it may reduce our tangible capital ratios

Acquisitions may be delayed, impeded, or prohibited due to regulatory issues.

Acquisitions by financial institutions, including us, are subject to approval by a variety of federal and state regulatory agencies (collectively, “regulatory approvals”). The process for obtaining these required regulatory approvals has become substantially more difficult since the global financial crisis and more recently due to political actions. Furthermore, our ability to engage in certain merger or acquisition transactions depends on the bank regulators' views at the time as to our capital levels, quality of management, and overall condition, in addition to their assessment of a variety of other factors, including our compliance with laws and regulations. Regulatory approvals could be delayed, impeded, restrictively conditioned or denied due to existing or new regulatory issues we have, or may have, with regulatory agencies, including, without limitation, issues related to BSA compliance, CRA compliance, fair lending laws, fair housing laws, consumer protection laws, unfair, deceptive, or abusive acts or practices regulations and other laws and regulations. We may fail to pursue, evaluate or complete strategic and competitively significant acquisition opportunities as a result of our inability, or perceived or anticipated inability, to obtain regulatory approvals in a timely manner, under reasonable conditions or at all. Difficulties associated with potential acquisitions that may result from these factors could have a material adverse effect on our business, financial condition and results of operations.

If we cannot attract deposits, our growth may be inhibited.

We plan to increase the level of our assets, including our loan portfolio. Our ability to increase our assets depends in large part on our ability to attract additional deposits at favorable rates. We intend to seek additional deposits by offering deposit products that are competitive with those offered by other financial institutions in our markets and by establishing personal relationships with our customers. We cannot assure that these efforts will be successful. Our inability to attract additional deposits at competitive rates could have a material adverse effect on our business, financial condition, results of operations and cash flows.

Our growth and expansion may strain our ability to manage our operations and our financial resources.

Our financial performance and profitability depend on our ability to execute our corporate growth strategy. In addition to seeking deposit and loan and lease growth in our existing markets, we may pursue expansion opportunities in new markets, enter into new lines of business or market areas or offer new products or services. Continued growth, however, may present operating and other problems that could adversely affect our business, financial condition, results of operations and cash flows. Furthermore, any new line of business or market areas and/or new products or services could have a significant impact on the effectiveness of our system of internal controls. Accordingly, there can be no assurance that we will be able to execute our growth strategy or maintain the level of profitability that we have recently experienced.

Our growth may place a strain on our administrative, operational and financial resources and increase demands on our systems and controls. This business growth may require continued enhancements to and expansion of our operating and financial systems and controls and may strain or significantly challenge them. In addition, our existing operating and financial control systems and infrastructure may not be adequate to maintain and effectively monitor future growth. Our continued growth may also increase our need for qualified personnel. We cannot assure you that we will be successful in attracting, integrating and retaining such personnel.

We will become subject to increased regulation when we have more than $10 billion in total consolidated assets.

An insured depository institution with $10 billion or more in total assets is subject to supervision, examination, and enforcement with respect to consumer protection laws by the CFPB rather than its primary federal banking regulator. Under its current policies, the CFPB will assert jurisdiction in the first quarter after an insured depository institution’s call reports show total consolidated assets of $10 billion or more for four consecutive quarters. We expect that the Bank’s total consolidated assets will exceeded this amount when we complete our acquisition of VRB and Valley Republic Bank, so the CFPB, instead of the FDIC, may soon have primary examination and enforcement authority over the Bank. As an independent bureau within the Federal Reserve Board focused solely on consumer financial protection, the CFPB may impose requirements more strictly or severely than the FDIC.

Additionally, other regulatory requirements apply to insured depository institution holding companies and insured depository institutions with $10 billion or more in total consolidated assets, including a cap on interchange transaction fees for debit cards, as required by Federal Reserve regulations, which would reduce our interchange revenue, and restrictions on proprietary trading and investment and sponsorship in hedge funds and private equity funds known as the Volcker Rule. See also Item 1 - Regulation and Supervision - Interchange Fees in this report. Further, deposit insurance assessment rates are calculated differently, and may be higher, for insured depository institutions with $10 billion or more in total consolidated assets.

Risks Relating to Ownership of Our Common Stock

Our ability to pay dividends is subject to legal and regulatory restrictions.

Our ability to pay dividends to our shareholders is limited by California law and the policies and regulations of the FRB. The FRB has issued a policy statement on the payment of cash dividends by bank holding companies, which expresses the FRB’s view that a bank holding company should pay cash dividends only to the extent that its net income for the past year is sufficient to cover both the cash dividends and a rate of earnings retention that is consistent with the holding company’s capital needs, asset quality and overall financial condition. See “Regulation and Supervision – Restrictions on Dividends and Distributions.”

As a holding company with no significant assets other than the Bank, our ability to continue to pay dividends depends in large part upon the Bank's ability to pay dividends to us. The Bank's ability to pay dividends or make other capital distributions to us is subject to the restrictions in the California Financial Code.

Our ability to pay dividends to our shareholder and the ability of the Bank to pay in dividends to us are by the requirements that the we and the Bank maintain a certain minimum amount of capital to be considered a "well capitalized" institution as well as a separate capital conservation buffer, as further described under "Item 1 – Supervision and Regulation — Regulatory Capital Requirements" in this report.

From time to time, we may become a party to financing agreements or other contractual arrangements that have the effect of limiting or prohibiting us or the Bank from declaring or paying dividends. Our holding company expenses and obligations with respect to our trust preferred securities and corresponding junior subordinated deferrable interest debentures issued by us may limit or impair our ability to declare or pay dividends.

Anti-takeover provisions and federal law may limit the ability of another party to acquire us, which could cause our stock price to decline.

Various provisions of our articles of incorporation and bylaws could delay or prevent a third party from acquiring us, even if doing so might be beneficial to our shareholders. These provisions provide for, among other things, specified actions that the Board of Directors shall or may take when an offer to merge, an offer to acquire all assets or a tender offer is received and the authority to issue preferred stock by action of the board of directors acting alone, without obtaining shareholder approval.

The BHC Act and the Change in Bank Control Act of 1978, as amended, together with federal regulations, require that, depending on the particular circumstances, either FRB approval must be obtained or notice must be furnished to the FRB and not disapproved prior to any person or entity acquiring "control" of a bank holding company such as TriCo. These provisions may prevent a merger or acquisition that would be attractive to shareholders and could limit the price investors would be willing to pay in the future for our common stock.

The amount of common stock owned by, and other compensation arrangements with, our officers and directors may make it more difficult to obtain shareholder approval of potential takeovers that they oppose.

As of December 31, 2021, directors and executive officers beneficially owned approximately 4.6% of our common stock and our Employee Stock Ownership Plan ("ESOP") owned approximately 3.6%. Agreements with our senior management also provide for significant payments under certain circumstances following a change in control. These compensation arrangements, together with the common stock beneficially owned by our board of directors, management, and the ESOP, could make it difficult or expensive to obtain majority support for shareholder proposals or potential acquisition proposals of us that our directors and officers oppose.

Holders of our junior subordinated debentures have rights that are senior to those of our common stockholders.

We have supported our growth through the prior issuance of trust preferred securities from special purpose trusts and accompanying junior subordinated debentures. At December 31, 2021, we had outstanding trust preferred securities and accompanying junior subordinated debentures with face value of $62,889,000. Payments of the principal and interest on the trust preferred securities are conditionally guaranteed by us. Further, the accompanying junior subordinated debentures we issued to the trusts are senior to our shares of common stock. As a result, we must make payments on the junior subordinated debentures before we can pay any dividends on our common stock and, in the event of our bankruptcy, dissolution or liquidation, the holders of the junior subordinated debentures must be satisfied before any distributions can be made on our common stock.

We may issue additional common stock or other equity securities in the future which could dilute the ownership interest of existing shareholders.

In order to maintain our capital at desired or regulatory-required levels, or to fund future growth, our board of directors may decide from time to time to issue additional shares of common stock, or securities convertible into, exchangeable for or representing rights to acquire shares of our common stock. The sale of these shares may significantly dilute your ownership interest as a shareholder. New investors in the future may also have rights, preferences and privileges senior to our current shareholders which may adversely impact our current shareholders.

Difficult or changes in market conditions could adversely affect the financial services industry.

The financial markets have experienced volatility over the past several years. In some cases, the financial markets have produced downward pressure on stock prices and credit availability for certain companies without regard to those companies' underlying financial strength. If financial market volatility worsens, or there are disruptions in these financial markets, including disruptions to the United States banking systems, there can be no assurance that we will not experience an adverse effect on our ability to access capital and our business, financial condition and result of operations could be adversely impacted.

The Company's stock price can be volatile.

Stock price volatility may make it more difficult for our shareholders to resell their common stock when they want and at prices they find attractive. The Company's stock price can fluctuate significantly in response to a variety of factors including, among other things:

- actual or anticipated variations in quarterly results of operations;
- recommendations by securities analysts;
- operating and stock price performance of other companies that investors deem comparable to the Company;

- new reports relating to trends, concerns and other issues in the financial services industry or California economy;
- perceptions in the marketplace regarding the Company and/or its competitors;
- new technology used, or services offered, by competitors;
- significant acquisitions or business combinations involving the Company or its competitors; and
- changes in government regulations, including tax laws.

General market fluctuations, industry factors and general economic and political conditions and events, such as economic slowdowns or recessions, interest rate changes or credit loss trends could also cause the Company's stock price to decrease regardless of operational results.

Risks Relating to Operations, Technology Systems, Accounting and Internal Controls

If we fail to maintain an effective system of internal and disclosure controls, we may not be able to accurately report our financial results or prevent fraud. As a result, current and potential shareholders could lose confidence in our financial reporting, which would harm our business and the trading price of our securities.

Effective internal control over financial reporting and disclosure controls and procedures are necessary for us to provide reliable financial reports and effectively prevent fraud and to operate successfully as a public company. If we cannot provide reliable financial reports or prevent fraud, our reputation and operating results would be harmed. We continually review and analyze our internal control over financial reporting for Sarbanes-Oxley Section 404 compliance. As part of that process we may discover material weaknesses or significant deficiencies in our internal control as defined under standards adopted by the Public Company Accounting Oversight Board that require remediation. A material weakness is a deficiency, or combination of deficiencies, in internal control over financial reporting, such that there is a reasonable possibility that a material misstatement of the company's annual or interim financial statements will not be prevented or detected in a timely basis. A significant deficiency is a deficiency or combination of deficiencies, in internal control over financial reporting that is less severe than material weakness, yet important enough to merit attention by those responsible for the oversight of the Company's financial reporting.

As a result of weaknesses that may be identified in our internal controls, we may also identify certain deficiencies in some of our disclosure controls and procedures that we believe require remediation. If we discover weaknesses, we will make efforts to improve our internal and disclosure controls. However, there is no assurance that we will be successful. Any failure to maintain effective controls or timely effect any necessary improvement of our internal and disclosure controls could harm operating results or cause us to fail to meet our reporting obligations, which could affect our ability to remain listed with Nasdaq. Ineffective internal and disclosure controls could also cause investors to lose confidence in our reported financial information, which would likely have a negative effect on the trading price of our securities.

A failure or breach, including cyberattacks, of our operational or security systems, could disrupt our business, result in the disclosure of confidential information, damage our reputation, and create significant financial and legal exposure.

Although we devote significant resources to maintain and regularly upgrade our systems and processes that are designed to protect the security of our computer systems, software, networks, and other technology assets and the confidentiality, integrity, and availability of information belonging to us and our customers, there is no assurance that our security measures will provide absolute security. Further, to access our products and services our customers may use computers and mobile devices that are beyond our security control systems. In fact, many other financial services institutions and companies engaged in data processing have reported breaches in the security of their websites or other systems, some of which have involved sophisticated and targeted attacks intended to obtain unauthorized access to confidential information, destroy data, disable or degrade service, or sabotage systems, often through the introduction of computer viruses or malware, ransomware, cyberattacks, and other means. Certain financial institutions in the United States have also experienced attacks from technically sophisticated and well-resourced third parties that were intended to disrupt normal business activities by making internet banking systems inaccessible to customers for extended periods. These "denial-of-service" attacks have not breached our data security systems, but require substantial resources to defend, and may affect customer satisfaction and behavior.

Despite our efforts to ensure the integrity of our systems, it is possible that we may not be able to anticipate or to implement effective preventive measures against all security breaches of these types, especially because the techniques used change frequently or are not recognized until launched, and because security attacks can originate from a wide variety of sources, including persons who are involved with organized crime or associated with external service providers or who may be linked to terrorist organizations or hostile foreign governments. Those parties may also attempt to fraudulently induce employees, customers or other users of our systems to disclose sensitive information in order to gain access to our data or that of our customers or clients. We have implemented employee and customer awareness training around phishing, malware, and other cyber risks. These risks may increase in the future as we continue to increase our electronic payments and other internet-based product offerings and expand our internal usage of web-based products and applications.

If our security systems were penetrated or circumvented, it could cause serious negative consequences for us, including significant disruption of our operations, misappropriation of our confidential information or that of our customers, or damage our computers or systems and those of our customers and counterparties, and could result in violations of applicable privacy and other laws, financial loss to us or to our customers, loss of confidence in our security measures, customer dissatisfaction, significant litigation exposure, and harm to our reputation, all of which could have a material adverse effect on us.

Our reliance on third-party vendors exposes us to risks, including additional cybersecurity risks.

Third-party vendors provide key components of our business infrastructure, including certain data processing and information services. On our behalf, third-parties may transmit confidential, propriety information. Although we require third-party providers to maintain certain levels of information security,

such providers may remain vulnerable to breaches, unauthorized access, misuse, computer viruses, or other malicious attacks that could ultimately compromise sensitive information. While we may contractually limit our liability in connection with attacks against third-party providers, we remain exposed to the risk of loss associated with such vendors.

In addition, a number of our vendors are large national entities with dominant market presence in their respective fields. Their services could prove difficult to replace in a timely manner if a failure or other service interruption were to occur. Failures of certain vendors to provide contracted services could adversely affect our ability to deliver products and services to our customers and cause us to incur significant expense.

Our business is highly reliant on technology and our ability and our third-party service providers to manage the operational risks associated with technology.

Our business involves storing and processing sensitive consumer and business customer data. We depend on internal systems, third party service providers, cloud services and outsourced technology to support these data storage and processing operations. Despite our efforts to ensure the security and integrity of our systems, we may not be able to anticipate, detect or recognize threats to our systems or those of third-party service providers or to implement effective preventive measures against all cybersecurity breaches. Cyberattack techniques change regularly and can originate from a wide variety of sources, including third parties who are or may be involved in organized crime or linked to terrorist organizations or hostile foreign governments, and such third parties may seek to gain access to systems directly or using equipment or security passwords belonging to employees, customers, third-party service providers or other users of our systems. These risks may increase in the future as we continue to increase our mobile, digital and other internet-based product offerings and expands our internal usage of web-based products and applications. A cybersecurity breach or cyberattack could persist for a long time before being detected and could result in theft of sensitive data or disruption of our transaction processing systems.

Our inability to use or access these information systems at critical points in time could unfavorably impact the timeliness and efficiency of our business operations. A material breach of customer data security may negatively impact our business reputation and cause a loss of customers, result in increased expense to contain the event and/or require that we provide credit monitoring services for affected customers, result in regulatory fines and sanctions and/or result in litigation. Cybersecurity risk management programs are expensive to maintain and will not protect us from all risks associated with maintaining the security of customer data and our proprietary data from external and internal intrusions, disaster recovery and failures in the controls used by our vendors.

Cybersecurity and data privacy are areas of heightened legislative and regulatory focus.

As cybersecurity and data privacy risks for banking organizations and the broader financial system have significantly increased in recent years, cybersecurity and data privacy issues have become the subject of increasing legislative and regulatory focus. The federal bank regulatory agencies have proposed enhanced cyber risk management standards, which would apply to a wide range of large financial institutions and their third-party service providers, including TriCo and its bank subsidiary, and would focus on cyber risk governance and management, management of internal and external dependencies, and incident response, cyber resilience and situational awareness. Several states have also proposed or adopted cybersecurity legislation and regulations, which require, among other things, notification to affected individuals when there has been a security breach of their personal data. For more information regarding cybersecurity regulation, refer to the “Supervision and Regulation” section of this report.

We receive, maintain and store non-public personal information of our customers and counterparties, including, but not limited to, personally identifiable information and personal financial information. The sharing, use, disclosure, and protection of this information are governed by federal and state law. Both personally identifiable information and personal financial information is increasingly subject to legislation and regulation, the intent of which is to protect the privacy of personal information that is collected and handled. For example, the CCPA, as amended, applies to for-profit businesses that conduct business in California and meet certain revenue or data collection thresholds, including TriCo. For more information regarding data privacy regulation, refer to the “Supervision and Regulation” section of this report.

We may become subject to new legislation or regulation concerning cybersecurity or the privacy of personally identifiable information and personal financial information or of any other information we may store or maintain. We could be adversely affected if new legislation or regulations are adopted or if existing legislation or regulations are modified such that we are required to alter our systems or require changes to our business practices or privacy policies. If cybersecurity, data privacy, data protection, data transfer or data retention laws are implemented, interpreted or applied in a manner inconsistent with our current practices, we may be subject to fines, litigation or regulatory enforcement actions or ordered to change our business practices, policies or systems in a manner that adversely impacts our operating results. In addition, any additional laws will result in increased compliance costs.

A failure to implement technological advances could negatively impact our business.

The banking industry is undergoing technological changes with frequent introductions of new technology-driven products and services. In addition to improving customer services, the effective use of technology increases efficiency and enables financial institutions to reduce costs. Our future success will depend, in part, on our ability to address the needs of our customers by using technology to provide products and services that will satisfy customer demands for convenience as well as to create additional efficiencies in our operations. Many of our competitors have substantially greater resources than we do to invest in technological improvements. We may not be able to effectively implement new technology-driven products and services or successfully market such products and services to our customers. In addition, advances in technology such as digital, mobile, telephone, text, and online banking; e-commerce; and self-service automatic teller machines and other equipment, as well as changing customer preferences to access our products and services through digital channels, could decrease the value of our branch network and other assets. We may close or sell certain branches and restructure or reduce our remaining branches and work force. These actions could lead to losses on assets, expense to reconfigure branches and loss of customers in certain markets. As a result, our business, financial condition or results of operations may be adversely affected.

We can be negatively affected if we fail to identify and address operational risks associated with the introduction of or changes to products, services and delivery platforms.

When we launch a new product or service, introduce a new platform for the delivery or distribution of products or services (including mobile connectivity and cloud computing), or make changes to an existing product, service or delivery platform, it may not fully appreciate or identify new operational risks that may arise from those changes, or may fail to implement adequate controls to mitigate the risks associated with those changes. Any significant failure in this regard could diminish our ability to operate one or more of our businesses or result in:

- potential liability to clients, counterparties and customers
- increased operating expenses
- higher litigation costs, including regulatory fines, penalties and other sanctions
- damage to our reputation
- impairment of our liquidity
- regulatory intervention, or
- weaker competitive standing.

Any of the foregoing consequences could materially and adversely affect our businesses and results of operations.

TriCo's risk management framework may not be effective in identifying and mitigating every risk to us.

Any inadequacy or lapse in our risk management framework, governance structure, practices, models or reporting systems could expose it to unexpected losses, and our financial condition or results of operations could be materially and adversely affected. Any such inadequacy or lapse could:

- hinder the timely escalation of material risk issues to TriCo's senior management and the Board of Directors
- lead to business decisions that have negative outcomes for us
- require significant resources and time to remediate
- lead to non-compliance with laws, rules and regulations
- attract heightened regulatory scrutiny
- expose us to regulatory investigations or legal proceedings
- subject us to litigation or regulatory fines, penalties or other sanctions
- harm our reputation, or
- otherwise diminish confidence in TriCo.

We rely on data to assess many of our various risk exposures. Any deficiencies in the quality or effectiveness of our data gathering, analysis and validation processes could result in ineffective risk management practices. These deficiencies could also result in inaccurate risk reporting.

General Risk Factors

We depend on key personnel and the loss of one or more of those key personnel may materially and adversely affect our prospects.

Our future operating results depend substantially upon the continued service of our executive officers and key personnel. Our future operating results also depend in significant part upon our ability to attract and retain qualified management, financial, technical, marketing, sales and support personnel. Competition for qualified personnel is intense, and we cannot ensure success in attracting or retaining qualified personnel. There may be only a limited number of persons with the requisite skills to serve in these positions, and it may be increasingly difficult for us to hire personnel over time.
Our business, financial condition or results of operations could be materially adversely affected by the loss of any of our key employees, or our inability to attract and retain skilled employees.

Our business could suffer if we fail to attract and retain skilled people.

Our success depends, in large part, on our ability to attract and retain key people. Competition for the best people in many activities engaged in by us is intense including with respect to compensation and emerging workplace practices, accommodations and remote work options, and we may not be able to hire people or to retain them. In addition, the transition to increased work-from-home arrangements, which is likely to survive the COVID-19 pandemic for many companies, may exacerbate the challenges of attracting and retaining talented and diverse employees as job markets may be less constrained by physical geography. Our current or future approach to in-office and work-from-home arrangements may not meet the needs or expectations of our current or prospective employees or may not be perceived as favorable as compared to the arrangements offered by competitors, which could adversely affect our ability to attract and retain employees.

Our previous results may not be indicative of our future results.

We may not be able to sustain our historical rate of growth and level of profitability or may not even be able to grow our business or continue to be profitable at all. Various factors, such as economic conditions, regulatory and legislative considerations and competition, may also impede or prohibit our ability to expand our market presence and financial performance. If we experience a significant decrease in our historical rate of growth, our results of operations and financial condition may be adversely affected due to a high percentage of our operating costs being fixed expenses.

Compliance with changing regulation of corporate governance and public disclosure may result in additional risks and expenses.

Changing laws, regulations and standards relating to corporate governance and public disclosure, including the Dodd-Frank Act, the Sarbanes-Oxley Act of 2002 and new SEC regulations, have created additional expense for publicly traded companies such as the Company. The application of these laws, regulations and standards may evolve over time as new guidance is provided by regulatory and governing bodies, which could result in continuing uncertainty regarding compliance matters and higher costs necessitated by ongoing revisions to disclosure and governance practices. We are committed to maintaining high standards of corporate governance and public disclosure. As a result, our efforts to comply with evolving laws, regulations and standards have resulted in, and are likely to continue to result in, increased expenses and a diversion of management time and attention. In particular, our efforts to comply with Section 404 of the Sarbanes-Oxley Act of 2002 and the related regulations regarding management's required assessment of its internal control over financial reporting and our external auditors' audit of our internal control over financial reporting requires, and will continue to require, the commitment of significant financial and managerial resources. Further, the members of our board of directors, members of our audit or compensation and management succession committees, our chief executive officer, our chief financial officer and certain other executive officers could face an increased risk of personal liability in connection with the performance of their duties. It may also become more difficult and more expensive to obtain director and officer liability insurance. As a result, our ability to attract and retain executive officers and qualified board and committee members could be more difficult.

Tax regulations could be subject to potential legislative, administrative or judicial changes or interpretations.

Federal income tax treatment of corporations may be clarified and/or modified by legislative, administrative or judicial changes or interpretations at any time. Given the current economic and political environment, and ongoing budgetary pressures, the enactment of new federal or state tax legislation or new interpretations of existing tax laws could occur. The enactment of such legislation, or changes in the interpretation of existing law may have a material adverse effect on our financial condition, results of operations, and liquidity.

In the normal course of business, we are routinely subjected to examinations and audits from federal, state, and local taxing authorities regarding tax positions taken by us and the determination of the amount of tax due. These examinations may relate to income, franchise, gross receipts, payroll, property, sales and use, or other tax returns. The challenges made by taxing authorities may result in adjustments to the amount of taxes due, and may result in the imposition of penalties and interest. If any such challenges are not resolved in our favor, they could have a material adverse effect on our financial condition, results of operations, and liquidity.

Claims, Litigation, Government Investigations, and Other Proceedings May Adversely Affect Our Business and Results of Operations

As a community financial institution, we are at times subject to actual and threatened claims, litigation, reviews, investigations, and other proceedings, including proceedings by governments and regulatory authorities, involving a wide range of issues, including labor and employment, data protection, data security, network security, consumer protection, commercial disputes, goods and services offered by us and by third parties, and other matters. Any of these types of proceedings can have an adverse effect on us because of legal costs, disruption of our operations, diversion of management resources, negative publicity, and other factors. The outcomes of these matters are inherently unpredictable and subject to significant uncertainties. Determining legal reserves for possible losses from such matters involves judgment and may not reflect the full range of uncertainties and unpredictable outcomes. Until the final resolution of such matters, we may be exposed to losses in excess of the amount recorded, and such amounts could be material. Should any of our estimates and assumptions change or prove to have been incorrect, it could have a material effect on our business, consolidated financial position, results of operations, or cash flows. In addition, it is possible that a resolution of one or more such proceedings, including as a result of a settlement, could involve licenses, sanctions, consent decrees, or orders requiring us to make substantial future payments, preventing us from offering certain products or services, requiring us to change our business practices in a manner materially adverse to our business, requiring development of non-infringing or otherwise altered products or technologies, damaging our reputation, or otherwise having a material effect on our operations.

Climate change could have a material negative impact on the Company and clients.

The Company's business, as well as the operations and activities of our clients, could be negatively impacted by climate change. Climate change presents both immediate and long-term risks to the Company and its clients, and these risks are expected to increase over time. Climate change presents multi-faceted risks, including: operational risk from the physical effects of climate events on the Company and its clients' facilities and other assets; credit risk from borrowers with significant exposure to climate risk; transition risks associated with the transition to a less carbon-dependent economy; and reputational risk from stakeholder concerns about our practices related to climate change, the Company's carbon footprint, and the Company's business relationships with clients who operate in carbon-intensive industries.

Federal and state banking regulators and supervisory authorities, investors, and other stakeholders have increasingly viewed financial institutions as important in helping to address the risks related to climate change both directly and with respect to their clients, which may result in financial institutions coming under increased pressure regarding the disclosure and management of their climate risks and related lending and investment activities. Given that climate change could impose systemic risks upon the financial sector, either via disruptions in economic activity resulting from the physical impacts of climate change or changes in policies as the economy transitions to a less carbon-intensive environment, the Company may face regulatory risk of

increasing focus on the Company's resilience to climate-related risks, including in the context of stress testing for various climate stress scenarios. Ongoing legislative or regulatory uncertainties and changes regarding climate risk management and practices may result in higher regulatory, compliance, credit, and reputational risks and costs.

With the increased importance and focus on climate change, we are making efforts to enhance our governance of climate change-related risks and integrate climate considerations into our risk governance framework. Nonetheless, the risks associated with climate change are rapidly changing and evolving in an escalating fashion, making them difficult to assess due to limited data and other uncertainties. We could experience increased expenses resulting from strategic planning, litigation, and technology and market changes, and reputational harm as a result of negative public sentiment, regulatory scrutiny, and reduced investor and stakeholder confidence due to our response to climate change and our climate change strategy, which, in turn, could have a material negative impact on our business, results of operations, and financial condition.

ITEM 1B. UNRESOLVED STAFF COMMENTS

None.

ITEM 2. PROPERTIES

The Company is engaged in the banking business through 61 traditional branches, 7 in-store branches and 7 loan production offices in 31 counties throughout California including the counties of Butte, Colusa, Contra Costa, Del Norte, Fresno, Glenn, Humboldt, Kern, Lake, Los Angeles, Madera, Mendocino, Merced, Nevada, Orange, Placer, Sacramento, San Diego, San Francisco, San Mateo, Santa Clara, Shasta, Siskiyou, Sonoma, Stanislaus, Sutter, Tehama, Trinity, Tulare, Yolo and Yuba. All offices are constructed and equipped to meet prescribed security requirements.

As of December 31, 2021, the Company owned 30 branch office locations, two administrative buildings that include branch locations, and 10 other buildings that are used as either administrative, operational, or loan production offices. The Company leased 29 branch office locations, 7 in-store branch locations, seven loan production offices and one other operational building. Most of the leases contain multiple renewal options and provisions for rental increases, principally for changes in the cost of living index, property taxes and maintenance. All of the Company's existing facilities are considered to be adequate for the Company's present and future use. In the opinion of management, all properties are adequately covered by insurance. See "Note 7 – Premises and Equipment" to the consolidated financial statements at Part II, Item 8 of this report.

ITEM 3. LEGAL PROCEEDINGS

Neither the Company nor its subsidiaries are a party to any pending legal proceedings that are material, nor is their property the subject of any other material pending legal proceeding at this time. All other legal proceedings are routine and arise out of the ordinary course of the Bank's business. None of those proceedings are currently expected to have a material adverse impact upon the Company's and the Bank's business, their consolidated financial position nor their operations in any material amount not already accrued, after taking into consideration any applicable insurance.

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

Common Stock Market Prices and Dividends

The Company’s common stock is traded on the Nasdaq under the symbol “TCBK.” The following table shows the high and the low closing sale prices for the common stock for each quarter in the past two years, as reported by Nasdaq:

2021	High	Low
Fourth quarter	$ 47.18	$ 40.39
Third quarter	$ 44.04	$ 38.42
Second quarter	$ 48.79	$ 42.43
First quarter	$ 51.25	$ 35.00
2020		
Fourth quarter	$ 35.70	$ 24.58
Third quarter	$ 30.88	$ 23.43
Second quarter	$ 32.80	$ 24.40
First quarter	$ 40.81	$ 24.49

As of February 22, 2022, there were approximately 1,690 shareholders of record of the Company’s common stock. On February 22, 2022, the closing market price was $44.03 per share.

The Company has paid cash dividends on its common stock in every quarter since March 1990, and 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, financial condition and capital requirements of the Company and the Bank. During the calendar year ended December 31, 2021, the Company paid four quarterly $0.25 per share cash dividends for a total of $1.00 per share. As of December 31, 2021, there was $154,466,000 available for payment of dividends by the Bank to the Company, under applicable laws and regulations. See “Note 27 – Summary of Quarterly Results of Operations (unaudited)” for the quarterly cash dividends paid by the Company in 2021 and 2020.

Issuer Repurchases of Common Stock

The Company has one previously announced stock repurchase plan under which it is currently authorized to purchase shares of its common stock. The table that follows provides additional information regarding this plan.

Announcement Date	Total shares approved for purchase	Total shares repurchased under the plan	Expiration date
2/25/2021	2,000,000	63,317	none

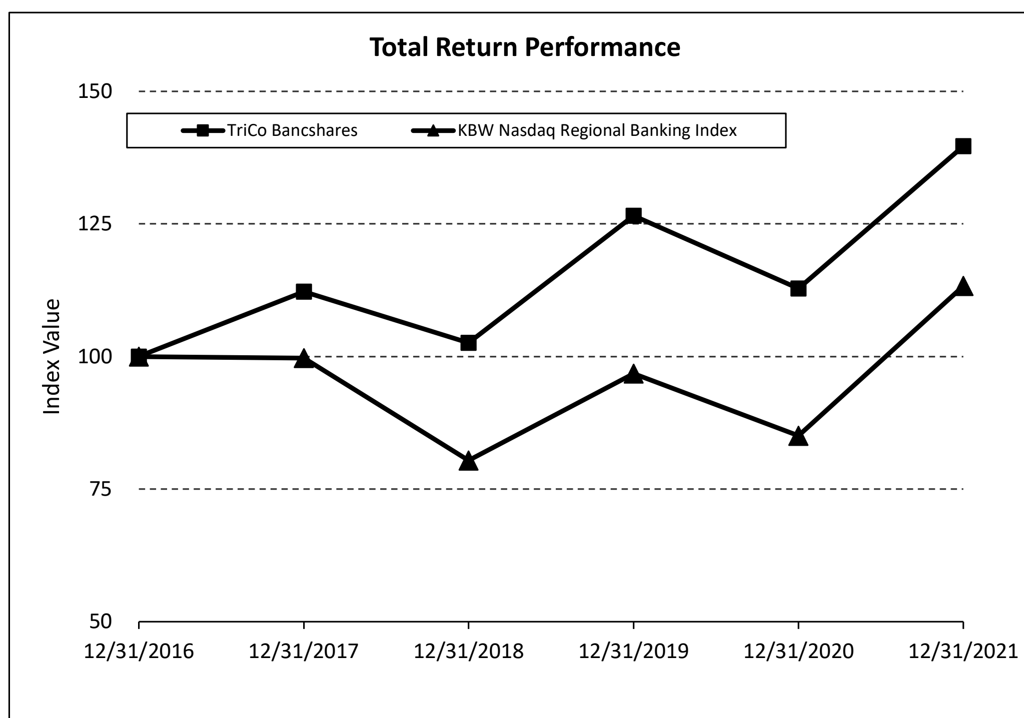
The following table shows the repurchases made by the Company or any affiliated purchaser (as defined in Rule 10b-18(a)(3) under the Exchange Act) during the fourth quarter of 2021:

Period	(a) Total number of shares purchased	(b) Average price paid per share	(c) Total number of shares purchased as of part of publicly announced plans or programs	(d) Maximum number of shares that may yet be purchased under the plans or programs (1)
October 1-31, 2021	—	$ —	—	1,936,683
November 1-30, 2021	—	$ —	—	1,936,683
December 1-31, 2021	—	$ —	—	1,936,683
Total	—	$ —	—	1,936,683

(1) Does not include shares that may be purchased by the Company’s Employee Stock Ownership Plan and pursuant to various other equity incentive plans.

TriCo Bancshares Stock Performance

The following graph presents the cumulative total yearly shareholder return from investing $100 on December 31, 2016, in each of TriCo common stock, the Russell 3000 Index, and the SNL Western Bank Index. The SNL Western Bank Index compiled by SNL Financial includes banks located in California, Oregon, Washington, Montana, Hawaii and Alaska with market capitalization similar to that of TriCo's. The amounts shown assume that any dividends were reinvested.



	Period Ending					
Index	**12/31/2016**	**12/31/2017**	**12/31/2018**	**12/31/2019**	**12/31/2020**	**12/31/2021**
TriCo Bancshares	100.00	112.24	102.57	126.54	112.82	139.68
Russell 3000 Index	100.00	121.27	114.59	151.25	182.67	231.09
SNL Western Bank Index	100.00	111.50	88.28	107.65	80.56	124.21

Equity Compensation Plans

The following table shows shares reserved for issuance for outstanding options, stock appreciation rights and warrants granted under our equity compensation plans as of December 31, 2021. All of our equity compensation plans have been approved by shareholders.

Plan category	(a) Number of securities to be issued upon exercise of outstanding options, options, warrants and rights	(b) Weighted average exercise price of outstanding options, warrants and rights	(c) Number of securities remaining available for issuance under future equity compensation plans (excluding securities reflected in column (a))
Equity compensation plans not approved by shareholders	—	$ —	—
Equity compensation plans approved by shareholders	78,825	$ 19.28	1,004,737
Total	78,825	$ 19.28	1,004,737

ITEM 6. [RESERVED]

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

Financial Overview

The following discussion and analysis is designed to provide a better understanding of the significant changes and trends related to the Company and the Bank's financial condition, operating results, asset and liability management, liquidity and capital resources and should be read in conjunction with the consolidated financial statements of the Company and the related notes at Item 8 of this report.

TRICO BANCSHARES
Financial Summary
(In thousands, except per share amounts; unaudited)

Year ended December 31,	2021	2020	2019
Interest income	$ 277,047	$ 267,184	$ 272,444
Interest expense	(5,508)	(9,457)	(15,375)
Net interest income	271,539	257,727	257,069
(Provision for) benefit from loan losses	6,775	(42,813)	1,690
Noninterest income	63,664	55,194	53,520
Noninterest expense	(178,275)	(182,758)	(185,457)
Income before income taxes	163,703	87,350	126,822
Provision for income taxes	(46,048)	(22,536)	(34,750)
Net income	$ 117,655	$ 64,814	$ 92,072
Share Data			
Earnings per share:			
Basic	$ 3.96	$ 2.17	$ 3.02
Diluted	$ 3.94	$ 2.16	$ 3.00
Per share:			
Dividends paid	$ 1.00	$ 0.88	$ 0.82
Book value at period end	$ 33.64	$ 31.12	$ 29.70
Tangible book value at period end (2)	$ 25.80	$ 23.09	$ 21.69
Average common shares outstanding	29,721	29,917	30,478
Average diluted common shares outstanding	29,882	30,028	30,645
Shares outstanding at period end	29,730	29,727	30,524
Financial Ratios			
During the period:			
Return on average assets	1.43 %	0.91 %	1.43 %
Return on average equity	12.10 %	7.18 %	10.49 %
Net interest margin(1)	3.58 %	3.96 %	4.47 %
Efficiency ratio	53.18 %	58.40 %	59.71 %
Average equity to average assets	11.84 %	12.66 %	13.97 %
Dividend payout ratio	25.26 %	40.58 %	27.15 %
At period end:			
Equity to assets	11.61 %	12.11 %	14.01 %
Total capital to risk-weighted assets	15.42 %	15.22 %	15.07 %
Balance Sheet Data			
Total investments	$ 2,427,885	$ 1,719,102	$ 1,345,954
Total loans	4,916,624	4,763,127	4,307,366
Total assets	8,614,787	7,639,529	6,471,181
Total non-interest bearing deposits	2,979,882	2,581,517	1,832,665
Total deposits	7,367,159	6,505,934	5,366,994
Total other borrowings	50,087	26,914	18,484
Total junior subordinated debt	58,079	57,635	57,232
Total shareholders' equity	1,000,184	925,114	906,570
Total tangible equity (2)	$ 766,943	$ 686,409	$ 662,141

(1) Fully taxable equivalent (FTE)

(2) Tangible equity is calculated by subtracting Goodwill and Other intangible assets from total shareholders' equity. Management believes that tangible equity is meaningful because it is a measure that the Company and investors commonly use to assess capital adequacy. Tangible book value is calculated by dividing tangible equity by shares outstanding at period end.

As TriCo Bancshares has not commenced any business operations independent of the Bank, the following discussion pertains primarily to the Bank. Average balances, including such balances used in calculating certain financial ratios, are generally comprised of average daily balances for the Company. Within Management's Discussion and Analysis of Financial Condition and Results of Operations, interest income and net interest income may be presented on a fully tax-equivalent (FTE) basis. The presentation of interest income and net interest income on a FTE basis is a common practice within the banking industry. Interest income and net interest income are shown on a non-FTE basis within Item 7 and Item 8 of this report, and a reconciliation of the FTE and non-FTE presentations is provided below in the discussion of net interest income.

Critical Accounting Policies and Estimates

In preparing the consolidated financial statements in accordance with generally accepted accounting principles in the United States of America (GAAP), management is required to make estimates and assumptions that affect the reported amounts of assets and liabilities as of the date of the balance sheet and revenues and expenses for the period. Actual results could differ significantly from those estimates. The estimate that is particularly susceptible to significant change is the determination of the provision and allowance for credit losses (ACL).

Allowance for Credit Losses

The Company's method for assessing the appropriateness of the allowance for credit losses includes specific allowances for individually analyzed loans, formula allowance factors for pools of credits, and qualitative considerations which include, among other things, current and forecast economic and environmental factors (e.g., interest rates, growth, economic conditions, etc.). Allowance factors for loan pools were based on historical loss experience by product type and prior risk rating.

Management estimates the allowance balance using relevant information, from internal and external sources, relating to past events, current conditions, and reasonable and supportable forecasts. The allowance for credit losses is measured on a collective (pool) basis when similar risk characteristics exist. Historical credit loss experience provides the basis for the estimation of expected credit losses, which captures loan balances as of a point in time to form a cohort, then tracks the respective losses generated by that cohort of loans over the remaining life. The Company identified and accumulated loan cohort historical loss data beginning with the fourth quarter of 2008 and through the current period. In situations where the Company's actual loss history was not statistically relevant, the loss history of peers, defined as financial institutions with assets greater than three billion and less than ten billion, were utilized to create a minimum loss rate. Adjustments to historical loss information are made for differences in relevant current loan-specific risk characteristics, such as historical timing of losses relative to the loan origination.

In its loss forecasting framework, the Company incorporates forward-looking information through the use of macroeconomic scenarios applied over the forecasted life of the assets. These macroeconomic scenarios incorporate variables that have historically been key drivers of increases and decreases in credit losses. These variables include, but are not limited to, changes in environmental conditions, such as California unemployment rates, household debt levels and U.S. gross domestic product.

There is a greater chance that the Company would suffer a loss from a loan that was risk rated less than satisfactory than if the loan was last graded satisfactory. As such, the proper risk grading of loans in the portfolio is important to the determination of the calculation of and determination of adequacy of the allowance for credit losses. Utilizing the historical loss data described above, the Company applies reserve rates within any unique pool based on its loss and risk grade migration. Therefore, within any given pool, a larger loss estimation factor is applied to less than satisfactory loans as compared to those that the Company last graded as satisfactory. The resulting allowance for any pool is the sum of the calculated reserves determined in this manner.

Certain loans are not included in pools of loans that are collectively evaluated. The segregation of these loans is based on the results from analysis of identified credits that meet management's criteria for specific evaluation. These loans are first reviewed individually to determine if such loans are considered impaired. Impaired loans are those where management has concluded that it is probable that the borrower will be unable to pay all amounts due under the original contractual terms and are removed from the pools of loans collectively evaluated. When, as a result of this evaluation, a loan is identified as impaired they are then specifically reviewed and evaluated individually by management for loss potential by evaluating sources of repayment, including collateral as applicable, and a specified allowance for loan losses is established where necessary. By definition, any loan that management has placed on non-accrual is considered impaired, however, not all impaired loans need be placed on non-accrual.

Because current economic conditions and forecasts can change and future events make it inherently difficult to predict the anticipated amount of estimated credit losses on loans, management's determination of the appropriateness of the ACL, could change significantly. It is difficult to estimate how potential changes in any one economic factor or input might affect the overall allowance because a wide variety of factors and inputs are considered in estimating the allowance and changes in those factors and inputs considered may not occur at the same rate and may not be consistent across all product types. Additionally, changes in factors and inputs may move independently of one another, such that improvement in one or certain factors may offset deterioration in others. Management believes that the ACL was adequate as of December 31, 2021.

Other Accounting Policies and Estimates

On an on-going basis, the Company evaluates its estimates, including those that materially affect the financial statements and are related to investments, mortgage servicing rights, fair value measurements, retirement plans, intangible assets and the fair value of acquired assets and liabilities. The Company bases its estimates on historical experience and on various other assumptions that are believed to be reasonable under the circumstances, the results of which form the basis for making judgments about the carrying values of assets and liabilities that are not readily apparent from other sources. Actual results may differ from these estimates under different assumptions or conditions. The Company's policies related to these estimates can be found in Note 1 in the financial statements at Item 8 of this report.

Geographical Descriptions

For the purpose of describing the geographical location of the Company's operations, the Company has defined northern California as that area of California north of, and including, Stockton to the east and San Jose to the west; central California as that area of the state south of Stockton and San Jose, to and including, Bakersfield to the east and San Luis Obispo to the west; and southern California as that area of the state south of Bakersfield and San Luis Obispo.

Results of Operations

Average balances, including balances used in calculating certain financial ratios, are generally comprised of average daily balances for the Company. Within Management's Discussion and Analysis of Financial Condition and Results of Operations, certain performance measures including interest income, net interest income, net interest yield, and efficiency ratio are generally presented on a fully tax-equivalent (FTE) basis. The Company believes the use of these non-generally accepted accounting principles (non-GAAP) measures provides additional clarity in assessing its results.

Net Interest Income

The Company's primary source of revenue is net interest income, which is the difference between interest income on earning assets and interest expense on interest-bearing liabilities. Following is a summary of the Company's net interest income for the periods indicated (dollars in thousands):

	Year ended December 31,		
	2021	2020	2019
Interest income	$ 277,047	$ 267,184	$ 272,444
Interest expense	(5,508)	(9,457)	(15,375)
Net interest income (not FTE)	271,539	257,727	257,069
FTE adjustment	1,071	1,069	1,201
Net interest income (FTE)	$ 272,610	$ 258,796	$ 258,270
Net interest margin (FTE)	3.58 %	3.96 %	4.47 %
Acquired loans discount accretion:			
Purchased loan discount accretion	$ 8,091	$ 8,171	$ 8,137
Effect on average loan yield	0.17 %	0.19 %	0.20 %
Effect of purchased loan discount accretion on net interest margin (FTE)	0.11 %	0.13 %	0.11 %

Net interest income (FTE) during the year ended December 31, 2021 increased $13,814,000 or 5.3% to $272,610,000 compared against $258,796,000 during the year ended December 31, 2020. The increase amount of net interest income is reflective of growth in total average loan balances outstanding during 2021, which increased by $229,796,000 or 4.9% from December 31, 2020. The yield on interest earning assets was 3.65% and 4.11% for the years ended December 31, 2021 and 2020, respectively. This 46 basis point decrease in total earning asset yield was primarily attributable to a 23 basis point decrease in non-PPP loan yields and a 66 basis point decrease in yields on total investments. Of the 23 basis point decrease in yields on loans, a 21 basis point decline was attributable to decreases in market rates, in addition to 2 basis point from the accretion of purchased loans. The costs of total interest bearing liabilities decreased 12 basis points to 0.13% during the year ended December 31, 2021, as compared to 0.25% for the year ended December 31, 2020. During the same period, costs associated with interest bearing deposits decreased by 10 basis points to 0.08% as compared to 0.18% in the prior year. The decrease in interest expense for the year ended December 31, 2021, as compared to the trailing year, was due largely to the decreased rate environment benefiting both the interest-bearing deposit expense and other borrowings interest expense.

Net interest income (FTE) during the year ended December 31, 2020 increased $526,000 or 0.2% to $258,796,000 compared against $258,270,000 during the year ended December 31, 2019. The relatively unchanged amount of net interest income is reflective of the declining rate environment during the year ended December 31, 2020, as total average loan balances increased by approximately $534,912,000 in 2020, and excluding PPP loans, average loan balances increased by approximately $250,586,000 compared to December 31, 2019. The yield on interest earning assets was 4.11% and 4.74% for the year ended December 31, 2020 and 2019, respectively. This 63 basis point decrease in total earning asset yield was primarily attributable to a 33 basis point decrease in non-PPP loan yields and a 75 basis point decrease in yields on total investments. Of the 33 basis point decrease in yields on loans, a 32 basis point decline was attributable to decreases in market rates, offset partially by 1 basis point from the accretion of purchased loans. The decreases in yields on earning assets are consistent with decreased funding expenses as the costs of total interest bearing liabilities decreased 17 basis points to 0.25% during the year ended December 31, 2020, as compared to 0.42% for the year ended December 31, 2019. During the same period, costs associated with interest bearing deposits decreased by 15 basis points to 0.18% as compared to 0.33% in the prior year. The decrease in interest expense for the year ended December 31, 2020, as compared to the trailing year, was due largely to the decreased rate environment benefiting both the interest-bearing deposit expense and other borrowings interest expense.

For more information related to loan interest income, including loan purchase discount accretion, see the *Summary of Average Balances, Yields/Rates and Interest Differential* and Note 27 to the consolidated financial statements at Part II, Item 8 of this report. The "Yield" and "Volume/Rate" tables shown below are useful in illustrating and quantifying the developments that affected net interest income during 2021 and 2020.

Summary of Average Balances, Yields/Rates and Interest Differential – Yield Tables

The following tables present, for the periods indicated, information regarding the Company's consolidated average assets, liabilities and shareholders' equity, the amounts of interest income from average earning assets and resulting yields, and the amount of interest expense paid on interest-bearing liabilities. Average loan balances include nonperforming loans. Interest income includes proceeds from loans on nonaccrual loans only to the extent cash payments have been received and applied to interest income. Yields on securities and certain loans have been adjusted upward to reflect the effect of income thereon exempt from federal income taxation at the statutory tax rate applicable during the period presented (dollars in thousands):

	Year ended December 31,								
	2021			2020			2019		
	Average Balance	Interest Income/ Expense	Rates Earned /Paid	Average Balance	Interest Income/ Expense	Rates Earned /Paid	Average Balance	Interest Income/ Expense	Rates Earned /Paid
Assets:									
Loans	$4,625,410	$ 225,626	4.88 %	$4,361,679	$ 223,086	5.11 %	$4,111,093	$ 223,750	5.44 %
PPP Loans	250,391	16,643	6.65 %	284,326	10,635	3.74 %	—	—	— %
Investment securities—taxable	1,914,788	30,352	1.59 %	1,302,367	28,659	2.20 %	1,360,793	41,095	3.02 %
Investment securities—nontaxable (1)	160,863	4,639	2.88 %	116,717	4,636	3.97 %	133,733	5,203	3.89 %
Total investments	2,075,651	34,991	1.69 %	1,419,084	33,295	2.35 %	1,494,526	46,298	3.10 %
Cash at Federal Reserve and other banks	663,801	858	0.13 %	467,376	1,237	0.26 %	171,021	3,597	2.10 %
Total interest-earning assets	7,615,253	278,118	3.65 %	6,532,465	268,253	4.11 %	5,776,640	273,645	4.74 %
Other assets	594,420			590,966			660,455		
Total assets	$8,209,673			$7,123,431			$6,437,095		
Liabilities and shareholders' equity:									
Interest-bearing demand deposits	$1,493,922	$ 327	0.02 %	$1,313,804	332	0.03 %	$1,254,375	1,089	0.09 %
Savings deposits	2,360,605	1,256	0.05 %	2,015,134	2,595	0.13 %	1,883,964	4,892	0.26 %
Time deposits	324,636	1,735	0.53 %	397,216	3,958	1.00 %	446,142	5,735	1.29 %
Total interest-bearing deposits	4,179,163	3,318	0.08 %	3,726,154	6,885	0.18 %	3,584,481	11,716	0.33 %
Other borrowings	43,236	22	0.05 %	28,863	17	0.06 %	15,484	387	2.50 %
Junior subordinated debt	57,844	2,168	3.75 %	57,426	2,555	4.45 %	57,133	3,272	5.73 %
Total interest-bearing liabilities	4,280,243	5,508	0.13 %	3,812,443	9,457	0.25 %	3,657,098	15,375	0.42 %
Noninterest-bearing deposits	2,837,745			2,289,168			1,780,746		
Other liabilities	119,471			119,710			121,933		
Shareholders' equity	972,214			902,110			877,318		
Total liabilities and shareholders' equity	$8,209,673			$7,123,431			$6,437,095		
Net interest spread (2)			3.52 %			3.86 %			4.32 %
Net interest income and interest margin (3)		$ 272,610	3.58 %		$ 258,796	3.96 %		$ 258,270	4.47 %

(1) The fully-taxable equivalent (FTE) adjustment for interest income of non-taxable investment securities was $1,071, $1,069, and $1,201 for the years ended December 31, 2021, 2020 and 2019, respectively.
(2) Net interest spread represents the average yield earned on interest-earning assets less the average rate paid on interest-bearing liabilities.
(3) Net interest margin is computed by dividing net interest income by total average earning assets.

Summary of Changes in Interest Income and Expense due to Changes in Average Asset and Liability Balances and Yields Earned and Rates Paid – Volume/Rate Tables

The following table sets forth a summary of the changes in the Company's interest income and interest expense from changes in average asset and liability balances (volume) and changes in average interest rates for the periods indicated. Changes applicable to both rate and volume have been included in the rate variance. Amounts are calculated on a fully taxable equivalent basis:

	2021 over 2020			2020 over 2019		
	Volume	Rate	Total	Volume	Rate	Total
Increase in interest income:						
Loans	$ 20,337	(11,789)	$ 8,548	$ 29,099	$ (19,128)	$ 9,971
Investment securities—taxable	1,753	(1,750)	3	(1,764)	(10,672)	(12,436)
Investment securities—nontaxable	13,473	(11,780)	1,693	(662)	95	(567)
Cash at Federal Reserve and other banks	511	(890)	(379)	6,223	(8,583)	(2,360)
Total interest-earning assets	36,074	(26,209)	9,865	32,896	(38,288)	(5,392)
Increase in interest expense:						
Interest-bearing demand deposits	54	(59)	(5)	53	(810)	(757)
Savings deposits	449	(1,788)	(1,339)	341	(2,638)	(2,297)
Time deposits	(726)	(1,497)	(2,223)	(631)	(1,146)	(1,777)
Other borrowings	9	(4)	5	(37)	(333)	(370)
Junior subordinated debt	19	(406)	(387)	17	(734)	(717)
Total interest-bearing liabilities	(195)	(3,754)	(3,949)	(257)	(5,661)	(5,918)
Increase in net interest income	$ 36,269	$ (22,455)	$ 13,814	$ 33,153	$ (32,627)	$ 526

Ending balances	As of December 31,			
($'s in thousands)	2021	2020	$ Change	% Change
Total assets	$ 8,614,787	$ 7,639,529	$ 975,258	12.8 %
Total loans	4,916,624	4,763,127	153,497	3.2 %
Total loans, excluding PPP	4,855,477	4,436,357	419,120	9.4 %
Total investments	2,427,885	1,719,102	708,783	41.2 %
Total deposits	$ 7,367,159	$ 6,505,934	$ 861,225	13.2 %

Provision for Credit Losses

The provision for credit losses during any period is the sum of the allowance for credit losses required at the end of the period and any charge offs during the period, less the allowance for credit losses required at the beginning of the period, and less any recoveries during the period. See the Tables labeled *"Allowance for Credit Losses – December 31, 2021 and 2020"* at Note 5 in Item 8 of Part II of this report for the components that make up the provision for credit losses for the years ended December 31, 2021 and 2020.

The Company adopted and implemented ASU 2016-13, referred to as the Current Expected Credit Loss (CECL), on January 1, 2020 which resulted in an increase in the ACL for loans totaling $18,913,000, including a reclassification of $481,000 from discounts on acquired loans to the allowance for credit losses, as a cumulative effect adjustment from change in accounting policies, with a corresponding decrease in retained earnings, net of $5,449,000 in taxes of $12,983,000. Management also separately evaluated its held-to-maturity investment securities from obligations of state and political subdivisions utilizing the historical loss data represented by similar securities over a period of time spanning nearly 50 years, and based on this evaluation, no loss reserves were recorded for these securities at the time of adoption.

The Company recorded a reversal of credit loses of $6,775,000 during the year ended December 31, 2021, versus a provision for credit losses totaling $42,813,000 during the trailing year end. The decrease in required provisioning during 2021 was attributed to improvement in both external economic indicators and the Company's internal credit risk assessment under the cohort method including changes in the level of past due and nonperforming loans. Declines in California unemployment levels, reduced concentration risks and an improved gross domestic product outlook contributed to total required qualitative reserves of $59,855,000 as of December 31, 2021, a decline of $2,080,000 or 3.4% from December 31, 2020. Quantitative reserves calculated using the Company's cohort loss model totaled $25,521,000 at December 31, 2021, a decline of $4,391,000 or 14.7% from the trailing period December 31, 2021.

The Company adopted CECL on January 1, 2020, and recorded total credit provisions of $42,813,000 during 2020 based on the "forward-looking" nature of the accounting guidance, coupled with the severe impact on both domestic and foreign markets from the COVID-19 pandemic. Specifically, the qualitative factors associated with forecast levels of California unemployment and declines in gross domestic product, alone contributed to a level of calculated required reserves totaling approximately $60,563,000 as of December 31, 2020.

Net recoveries for the year ended December 31, 2021 totaled $694,000 as compared to $130,000 for the year ended December 31, 2020. Total nonperforming loans increased 5 basis points to 0.61% of total loans at December 31, 2021 from 0.56% of total loans at December 31, 2020. For further details of the change in nonperforming loans during the year ended December 31, 2021 see the Tables, and associated narratives, labeled *"Changes in nonperforming assets during the year ended December 31, 2021"* and *"Changes in nonperforming assets during the three months ended December 31, 2021"* under the heading *"Asset Quality and Non-Performing Assets*" below.

	Year ended December 31,		
(dollars in thousands)	2021	2020	2019 (1)
Provision (benefit) to allowance for credit losses	$ (7,165)	$ 42,188	$ (1,690)
Change in reserve for unfunded loan commitments	$ 390	$ 625	$ 200

(1) Changes to the reserve for unfunded commitments was recorded in other noninterest expense prior to adoption of CECL on January 1, 2020.

The provision for credit losses is based on management's evaluation of inherent risks in the loan portfolio and a corresponding analysis of the allowance for credit losses. Additional discussion on loan quality, our procedures to measure loan impairment, and the allowance for credit losses is provided under the heading *"Asset Quality and Non-Performing Assets*" below.

Non-interest Income

The following table summarizes the Company's non-interest income for the periods indicated (dollars in thousands):

	Year Ended December 31,		
	2021	2020	2019
ATM and interchange fees	$ 25,356	$ 21,660	$ 20,639
Service charges on deposit accounts	14,013	13,944	16,657
Other service fees	3,570	3,156	3,015
Mortgage banking service fees	1,881	1,855	1,917
Change in value of mortgage loan servicing rights	(872)	(2,634)	(1,811)
Total service charges and fees	43,948	37,981	40,417
Asset management and commission income	3,668	2,989	2,877
Increase in cash value of life insurance	2,775	2,949	3,029
Gain on sale of loans	9,580	9,122	3,282
Lease brokerage income	746	668	878
Sale of customer checks	459	414	529
Gain on sale of investment securities	—	7	110
Gain (loss) on marketable equity securities	(86)	64	86
Other	2,574	1,000	2,312
Total other non-interest income	19,716	17,213	13,103
Total non-interest income	$ 63,664	$ 55,194	$ 53,520

Non-interest income increased by $8,470,000 or 15.3% to $63,664,000 during the twelve months ended December 31, 2021, compared to $55,194,000 during the same period ended December 31, 2020. ATM and interchange fees improved $3,696,000 or 17.1% as a result of increased usage due to relaxed social distancing guidelines during the year ended December 31, 2021 when compared to the same period in the prior year. Additionally, during the year ended 2020, there was substantial downward pressure on interest rates following the COVID-19 pandemic, resulting in a decline in the fair value of mortgage servicing rights totaling $2,634,000 during the period. Other non-interest income increased $1,574,000 during the twelve months ended December 31, 2021, largely attributed to an increase of $804,000 in the change of fair value of non-readily marketable equity investments and a $204,000 increase in proceeds from life insurance, respectively, as compared to the trailing 12 months ended.

Non-interest income increased $1,674,000 or 3.1% to $55,194,000 during the twelve months ended December 31, 2020, compared to $53,520,000 during the equivalent period in 2019. This increase was primarily attributed to an increase in gains from the sale of mortgage loans, which resulted from increased volume, and contributed $5,840,000 to the overall increase in non-interest income during the year ended December 31, 2020 as compared to December 31, 2019. Non-interest income was negatively impacted by changes in the fair value of the Company's mortgage servicing assets, as noted above, which contributed to a $823,000 decline for the year. Both the increased gains from the sale of mortgage loans and the decline in fair value of mortgage servicing assets are directly correlated with the elevated levels of mortgage origination volume, which was motivated by the historically low interest rate environment. Further, fee generative deposit account activity was impacted by reductions in the volume of returned check fees, declining by $2,713,000 to $13,944,000 for the twelve months ended December 31, 2020. Other non-interest income also declined by $1,312,000 during 2020, partially from decreases in the fair value of assets used to fund acquired deferred compensation plans totaling $514,000, as compared to 2019, as well as

from a $333,000 reduction in one-time death benefits realized during the years ended 2020 and 2019 of $498,000 and $831,000, respectively.

Non-interest Expense

The following table summarizes the Company's other non-interest expense for the periods indicated (dollars in thousands):

	Year Ended December 31,		
	2021	2020	2019
Base salaries, net of deferred loan origination costs	$ 69,844	$ 70,164	$ 70,218
Incentive compensation	14,957	10,022	13,106
Benefits and other compensation costs	21,550	31,935	22,741
Total salaries and benefits expense	106,351	112,121	106,065
Occupancy	14,910	14,528	14,893
Data processing and software	13,985	13,504	13,517
Equipment	5,358	5,704	7,022
Intangible amortization	5,464	5,723	5,723
Advertising	2,899	2,827	5,633
ATM and POS network charges	6,040	5,433	5,447
Professional fees	3,657	3,222	3,754
Telecommunications	2,253	2,601	3,190
Regulatory assessments and insurance	2,581	1,594	1,188
Merger and acquisition expenses	1,523	—	—
Postage	710	1,068	1,258
Operational losses	964	1,168	986
Courier service	1,214	1,414	1,308
Gain on sale or acquisition of foreclosed assets	(233)	(234)	(246)
(Gain) loss on disposal of fixed assets	(439)	67	82
Other miscellaneous expense	11,038	12,018	15,637
Total other non-interest expense	71,924	70,637	79,392
Total non-interest expense	$ 178,275	$ 182,758	$ 185,457
Average full-time equivalent staff	1,039	1,093	1,150

Salaries and benefit expense decreased $5,770,000 (5.1%) to $106,351,000 during the year ended December 31, 2021 as compared to $112,121,000 for the trailing twelve month period. Base salaries, net of deferred loan origination costs remained nearly flat, decreasing by $320,000 (0.4%) to $69,844,000 due to a decrease in average full time equivalent employees to 1,039 from 1,093 in the prior year-to-date period, offset by a higher average wage per employee due to both, the addition of personnel with elevated technical skillets to adhere to elevated regulatory expectations and annual merit increases. Commissions and incentive compensation increased $4,935,000 (49.2%) to $14,957,000 during 2021 compared to 2020 primarily due to increased organic non-PPP loan originations as borrower interaction and business demands for loans improved following the disruption from COVID-19 and related mandates in 2020. Benefits and other compensation costs decreased by $10,385,000 (32.5%) to $21,550,000 during the year ended December 31, 2021 as compared to $31,935,000 for the trailing twelve month period, caused by declines in expenses associated with retirement obligations and insurance costs.

Merger and acquisition expenses associated with the proposed merger with Valley Republic Bancorp, which is pending regulatory approval from the FRB, totaled $1,523,000 during the year ended December 31, 2021. Further, during the year ended December 31, 2021, expenses totaling approximately $1,745,000 are attributable to the Company's recently opened loan production offices, of which approximately $1,430,000 relates to salaries and benefits.

During 2018, the FDIC's Deposit Insurance Fund's (DIF) reserves exceeded the minimum set by the Dodd-Frank Act and the Bank with total assets less than $10 billion, was entitled to receive credits to offset a portion of its assessments. As a result, during the years ended December 31, 2020 and 2019, the Bank received credits of $610,000 and $862,000, respectively, which contributed to the fluctuation in regulatory assessments and insurance during those periods. There were no credits provided to the Bank during 2021.

Salaries and benefit expense increased $6,056,000 (5.7%) to $112,121,000 during the year ended December 31, 2020 as compared to $106,065,000 for the trailing twelve month period. Base salaries, net of deferred loan origination costs remained nearly flat, decreasing by $54,000 (0.1%) to $70,164,000 due to a decrease in average full time equivalent employees to 1,093 from 1,150 in the prior year-to-date period, offset by a higher average wage per employee from annual merit increases. Commissions and incentive compensation decreased $3,084,000 (23.5%) to $10,022,000 during 2020 compared to 2019 primarily due to lesser quantities and volumes of non-PPP loan originations as borrower interaction and business demands for loans experienced disruption from COVID-19 related mandates. Benefits and other compensation costs increased by $9,194,000 (40.4%) to $31,935,000 during the year

ended December 31, 2020 as compared to $22,741,000 for the trailing twelve month period, caused by increases in expenses associated with retirement obligations and insurance costs.

Total other non-interest expense decreased by $8,755,000 or 11.0% to $70,637,000 during the year ended December 31, 2020 as compared to the $79,392,000 for the year ended December 31, 2019. Reductions in advertising expenses totaling $2,806,000 or 49.8% to $2,827,000 contributed to this beneficial change, as did declines in miscellaneous expenses totaling $3,619,000 or 23.1% attributed primarily to a $1,681,000 reduction in travel and training expenses as a result of state-wide shelter-in-place restrictions and a reduction of $418,000 in third party services, which were partially offset by the indirect loan documentation and administrative costs associated with PPP lending activity.

The provisions for income taxes applicable to income before taxes for the years ended December 31, 2021, 2020 and 2019 differ from amounts computed by applying the statutory Federal income tax rates to income before taxes. The effective tax rate and the statutory federal income tax rate are reconciled as follows:

	Year Ended December 31,		
	2021	2020	2019
Federal statutory income tax rate	21.0 %	21.0 %	21.0 %
State income taxes, net of federal tax benefit	7.9	7.7	7.9
Tax-exempt interest on municipal obligations	(0.5)	(0.9)	(0.7)
Tax-exempt life insurance related income	(0.5)	(0.8)	(0.6)
Low income housing and other tax credits	(2.6)	(4.8)	(2.3)
Low income housing tax credit amortization	2.2	4.1	2.1
Compensation and benefits	(0.1)	0.4	(0.4)
Non-deductible merger expenses	0.1	—	—
Other	0.6	(0.9)	0.4
Effective Tax Rate	28.1 %	25.8 %	27.4 %

The effective tax rate on income was 28.1%, 25.8%, and 27.4% in 2021, 2020, and 2019, respectively. The effective tax rate was greater than the Federal statutory rates of 21% due to the combination of state tax expenses of 7.9% in 2021, 7.7% in 2020, and 7.9% in 2019. These increases in tax expense were partially offset by Federal tax-exempt interest income of $3,069,000, $3,566,000, and $4,002,000, respectively, Federal and State tax-exempt income of $3,478,000, $3,447,000, and $3,860,000, respectively, from increase in cash value and gain on death benefit of life insurance, low income housing tax credits and losses, net of amortization of $620,000, $619,000, and $230,000, respectively, and equity compensation excess tax benefits, net of non-deductible compensation of $1,495,000, $403,000, and $2,537,000, respectively. The low-income housing tax credits and the equity compensation excess tax benefits represent direct reductions in tax expense. In addition, the 2020 Coronavirus Aid, Relief, and Economic Security Act ("CARES Act") provided the Company with an opportunity to file amended federal tax returns and generate refunds of approximately $805,000 during the year ended December 31, 2020. The items noted above resulted in an effective combined Federal and State income tax rate that differed from the combined Federal and State statutory income tax rate of approximately 29.6% during the three years ended 2021, 2020 and 2019.

Financial Condition

Restricted Equity Securities

Restricted equity securities were $17,250,000 at December 31, 2021 and December 31, 2020. The entire balance of restricted equity securities at December 31, 2021 and 2020 represents the Bank's investment in the Federal Home Loan Bank of San Francisco ("FHLB").

FHLB stock is carried at par and does not have a readily determinable fair value. While technically these are considered equity securities, there is no market for the FHLB stock. Therefore, the shares are considered as restricted investment securities. Management periodically evaluates FHLB stock for other-than-temporary impairment. Management's determination of whether these investments are impaired is based on its assessment of the ultimate recoverability of cost rather than by recognizing temporary declines in value. The determination of whether a decline affects the ultimate recoverability of cost is influenced by criteria such as (1) the significance of any decline in net assets of the FHLB as compared to the capital stock amount for the FHLB and the length of time this situation has persisted, (2) commitments by the FHLB to make payments required by law or regulation and the level of such payments in relation to the operating performance of the FHLB, (3) the impact of legislative and regulatory changes on institutions and, accordingly, the customer base of the FHLB, and (4) the liquidity position of the FHLB.

As a member of the FHLB system, the Bank is required to maintain a minimum level of investment in FHLB stock based on specific percentages of its outstanding mortgages, total assets, or FHLB advances. The Bank may request redemption at par value of any stock in excess of the minimum required investment. Stock redemptions are at the discretion of the FHLB.

Loans

The Bank concentrates its lending activities in four principal areas: real estate mortgage loans (residential and commercial loans), consumer loans, commercial loans (including agricultural loans), and real estate construction loans. The interest rates charged for the loans made by the Bank vary with

the degree of risk, the size and maturity of the loans, the borrower's relationship with the Bank and prevailing money market rates indicative of the Bank's cost of funds.

The majority of the Bank's loans are direct loans made to individuals, farmers and local businesses. The Bank relies substantially on local promotional activity and personal contacts by bank officers, directors and employees to compete with other financial institutions. The Bank makes loans to borrowers whose applications include a sound purpose, a viable repayment source and a plan of repayment established at inception and generally backed by a secondary source of repayment.

Loan Portfolio Composition

The following table shows the Company's loan balances, including net deferred loan fees, at the dates indicated:

	Year ended December 31,		
(dollars in thousands)	2021	2020	2019
Commercial real estate	$ 3,306,054	$ 2,951,902	$ 2,818,782
Consumer	1,071,551	952,108	955,050
Commercial and industrial, excluding PPP	198,208	199,557	249,791
SBA PPP loans	61,147	326,770	—
Construction	222,281	284,842	249,827
Agriculture production	50,811	44,164	32,633
Leases	6,572	3,784	1,283
Total loans	$ 4,916,624	$ 4,763,127	$ 4,307,366
Allowance for credit losses	$ (85,376)	$ (91,847)	$ (30,616)

During the years ended 2021 and 2020, the Company purchased pools of SFR 1-4 1st DT (consumer) loans totaling approximately $101,466,000 and $41,126,000, respectively, inclusive of loan premiums. As of December 31, 2021 and 2020, the total remaining balances outstanding from these purchases equaled approximately $125,053,000 and $41,126,000, respectively. There was no credit deterioration identified at acquisition for the purchased loans. There were no loan purchases made during the year ended December 31, 2019.

The following table shows the Company's loan balances, including net deferred loan fees, as a percentage of total loans at the dates indicated:

	Year ended December 31,		
(dollars in thousands)	2021	2020	2019
Commercial real estate	67.2 %	62.0 %	65.4 %
Consumer	21.8 %	20.0 %	22.2 %
Commercial and industrial, excluding PPP	4.1 %	4.2 %	5.8 %
SBA PPP loans	1.2 %	6.9 %	— %
Construction	4.5 %	6.0 %	5.8 %
Agriculture production	1.1 %	0.9 %	0.8 %
Leases	0.1 %	0.1 %	— %
Total loans	100 %	100 %	100 %
Allowance for credit losses	1.74 %	1.93 %	0.71 %

At December 31, 2021 loans, including net deferred loan costs, totaled $4,916,624,000 which was a 3.2% ($153,497,000) increase over the balances at the end of 2020. Total loans, excluding PPP, increased by 9.4% ($419,120,000) during the same period. At December 31, 2020 loans, including net deferred loan costs, totaled $4,763,127,000 which was a 10.6% ($455,761,000) increase over the balances at the end of 2019. Total loans, excluding PPP, increased by 3.0% ($128,991,000) during the same period. At December 31, 2019 loans, including net deferred loan costs, totaled $4,307,366,000 which was a 7.1% ($285,352,000) increase over the balances at the end of 2018.

In March 2020, the Small Business Administration ("SBA") Paycheck Protection Program ("PPP") was created to help small businesses keep workers employed during the COVID-19 crisis. As a SBA Preferred Lender, the Company was able to provide PPP loans to small business customers. The SBA ended PPP and did not accept new borrowing applications, effective May 31, 2021.

As of December 31, 2021, the total gross balance outstanding of PPP loans was $63,311,000 as compared to total PPP originations of $640,410,000. In connection with the origination of these loans, the Company earned approximately $25,299,000 in loan fees, offset by deferred loan costs of approximately $1,245,000, the net of which will be recognized over the earlier of loan maturity (between 24-60 months), repayment or receipt of forgiveness confirmation. As of December 31, 2021, over 90% of all PPP loans originated have been forgiven and repaid by the SBA and there was approximately $2,164,000 in net deferred fee income remaining to be recognized. During the year ended December 31, 2021, the Company recognized $14,148,000, respectively in fees on PPP loans as compared with $7,760,000 for the year ended December 31, 2020, respectively.

As of December 31, 2020, the total gross balance outstanding of PPP loans was $333,982,000 as compared to total PPP originations of $438,510,000. In connection with the origination of these loans, the Company earned approximately $15,735,000 in loan fees, offset by deferred loan costs of approximately $763,000. As of December 31, 2020 there was approximately $7,212,000 in net deferred fee income remaining to be recognized.

From time to time the Bank may be presented with the opportunity to purchase individual or pools of loans in whole or in part outside of a transaction that would be considered a business combination. As of December 31, 2021 and 2020, the outstanding carrying value of purchased loans that were not acquired in a business combination totaled $159,373,000 and $96,621,000, respectively.

Asset Quality and Nonperforming Assets

Nonperforming Assets

The following tables set forth the amount of the Bank's nonperforming assets as of the dates indicated. "Performing non-accrual loans" are loans that may be current for both principal and interest payments, or are less than 90 days past due, but for which payment in full of both principal and interest is not expected, and are not well secured and in the process of collection:

	December 31,				
(dollars in thousands)	2021	2020	2019	2018	2017
Performing nonaccrual loans	$ 27,713	$ 22,896	$ 11,266	$ 22,689	$ 20,937
Nonperforming nonaccrual loans	2,637	3,968	5,579	4,805	3,176
Total nonaccrual loans	30,350	26,864	16,845	27,494	24,113
Loans 90 days past due and still accruing	—	—	19	—	281
Total nonperforming loans	30,350	26,864	16,864	27,494	24,394
Foreclosed assets	2,594	2,844	2,541	2,280	3,226
Total nonperforming assets	$ 32,944	$ 29,708	$ 19,405	$ 29,774	$ 27,620
U.S. government, including its agencies and its government-sponsored agencies, guaranteed portion of nonperforming loans	$ 756	$ 811	$ 992	$ 1,173	$ 358
Nonperforming assets to total assets	0.38 %	0.39 %	0.30 %	0.47 %	0.58 %
Nonperforming loans to total loans	0.61 %	0.56 %	0.39 %	0.68 %	0.81 %
Allowance for credit losses to nonperforming loans	281 %	342 %	182 %	119 %	124 %

Changes in nonperforming assets during the year ended December 31, 2021

The following table shows the activity in the balance of nonperforming assets for the year ended December 31, 2021:

(in thousands)	Balance at December 31, 2020	Additions	Advances/ Paydowns, net	Charge-offs/ Write-downs	Transfers to Foreclosed Assets	Balance at December 31, 2021
Commercial real estate:						
CRE non-owner occupied	$ 3,110	$ 6,357	$ (1,568)	$ —	$ —	$ 7,899
CRE owner occupied	4,061	2,408	(1,415)	(18)	—	5,036
Multifamily	—	4,568	(111)	—	—	4,457
Farmland	1,538	2,029	(421)	(126)	—	3,020
Total commercial real estate loans	8,709	15,362	(3,515)	(144)	—	20,412
Consumer:						
SFR 1-4 1st DT	5,094	174	(978)	(145)	(549)	3,596
SFR HELOCs and junior liens	6,148	1,446	(3,260)	(30)	(503)	3,801
Other	167	194	(37)	(253)	—	71
Total consumer loans	11,409	1,814	(4,275)	(428)	(1,052)	7,468
Commercial and industrial	2,182	2,683	(980)	(1,470)	—	2,415
Construction	4,546	67	(4,531)	(27)	—	55
Agriculture production	18	120	(138)	—	—	—
Leases	—	—	—	—	—	—
Total nonperforming loans	26,864	20,046	(13,439)	(2,069)	(1,052)	30,350
Foreclosed assets	2,844	(9)	(1,293)	—	1,052	2,594
Total nonperforming assets	$ 29,708	$ 20,037	$ (14,732)	$ (2,069)	$ —	$ 32,944

The table above does not include deposit overdraft charge-offs.

Nonperforming assets increased by $3,236,000 (10.9%) to $32,944,000 at December 31, 2021 from $29,708,000 at December 31, 2020. The increase in nonperforming assets during 2021 was the result of new nonperforming loans of $20,037,000, which was partially offset by net paydowns, sales or upgrades of nonperforming loans to performing status totaling $13,439,000, dispositions of foreclosed assets totaling $1,293,000, and net charge-offs of $2,069,000.

Changes in nonperforming assets during the year ended December 31, 2020

The following table shows the activity in the balance of nonperforming assets for the year ended December 31, 2020:

(in thousands)	Balance at December 31, 2019	Additions	Advances/ Paydowns, net	Charge-offs/ Write-downs	Transfers to Foreclosed Assets	Balance at December 31, 2020
Commercial real estate:						
CRE non-owner occupied	$ 642	$ 2,654	$ (186)	$ —	$ —	$ 3,110
CRE owner occupied	1,408	3,298	(645)	—	—	4,061
Multifamily	2,024	—	(2,024)	—	—	—
Farmland	1,242	1,073	(595)	(182)	—	1,538
Total commercial real estate loans	5,316	7,025	(3,450)	(182)	—	8,709
Consumer:						
SFR 1-4 1st DT	5,191	3,273	(2,591)	(13)	(766)	5,094
SFR HELOCs and junior liens	4,217	3,854	(1,807)	(116)	—	6,148
Other	51	789	(318)	(355)	—	167
Total consumer loans	9,459	7,916	(4,716)	(484)	(766)	11,409
Commercial and industrial	2,050	2,201	(1,295)	(774)	—	2,182
Construction	—	4,546	—	—	—	4,546
Agriculture production	39	426	(447)	—	—	18
Leases	—	—	—	—	—	—
Total nonperforming loans	16,864	22,114	(9,908)	(1,440)	(766)	26,864
Foreclosed assets	2,541	50	(513)	—	766	2,844
Total nonperforming assets	$ 19,405	$ 22,164	$ (10,421)	$ (1,440)	$ —	$ 29,708

The table above does not include deposit overdraft charge-offs.

Nonperforming assets increased by $10,303,000 (53.1%) to $29,708,000 at December 31, 2020 from $19,405,000 at December 31, 2019. The increase in nonperforming assets during 2020 was the result of new nonperforming loans of $22,114,000, which was partially offset by net paydowns, sales or upgrades of nonperforming loans to performing status totaling $9,908,000, dispositions of foreclosed assets totaling $513,000, and net charge-offs of $1,440,000.

Changes in nonperforming assets during the three months ended December 31, 2021

The following table shows the activity in the balance of nonperforming assets for the quarter ended December 31, 2021:

(in thousands)	Balance at September 30, 2021	Additions	Advances/ Paydowns, net	Charge-offs/ Write-downs (1)	Transfers to Foreclosed Assets	Balance at December 31, 2021
Commercial real estate:						
CRE non-owner occupied	$ 7,713	$ 581	$ (395)	$ —	$ —	$ 7,899
CRE owner occupied	4,877	273	(114)	—	—	5,036
Multifamily	4,560	—	(103)	—	—	4,457
Farmland	1,147	1,992	(119)	—	—	3,020
Total commercial real estate loans	18,297	2,846	(731)	—	—	20,412
Consumer:						
SFR 1-4 1st DT	3,833	131	(368)	—	—	3,596
SFR HELOCs and junior liens	4,034	585	(285)	(30)	(503)	3,801
Other	84	28	(17)	(24)	—	71
Total consumer loans	7,951	744	(670)	(54)	(503)	7,468
Commercial and industrial	2,407	201	(169)	(24)	—	2,415
Construction	15	67	—	(27)	—	55
Agriculture production	120	—	(120)	—	—	—
Leases	—	—	—	—	—	—
Total nonperforming loans	28,790	3,858	(1,690)	(105)	(503)	30,350
Foreclosed assets	2,650	—	(559)	—	503	2,594
Total nonperforming assets	$ 31,440	$ 3,858	$ (2,249)	$ (105)	$ —	$ 32,944

(1) Charge-offs and write-downs exclude deposit overdraft charge-offs.

Nonperforming assets increased during the fourth quarter of 2021 by $1,504,000 (4.8%) to $32,944,000 at December 31, 2020 compared to $31,440,000 at September 30, 2021. The increase in nonperforming assets during the fourth quarter of 2021 was the result of new nonperforming loans of $3,858,000, that were partially offset by net paydowns, sales or upgrades of nonperforming loans to performing status totaling $1,690,000, dispositions of foreclosed assets totaling $559,000, and net charge-offs of $105,000 in non-performing loans.

The $3,858,000 in new nonperforming loans during the fourth quarter of 2021 was comprised of, most notably, an increase of $1,992,000 and $1,633,000, respectively, on separate farmland relationships, both of which have been individually evaluated for collectability under the collateral methodology. Reserves of approximately $275,000 have been recorded in connections with these relationships has been recorded as of December 31, 2021.

Changes in nonperforming assets during the three months ended December 31, 2020

The following table shows the activity in the balance of nonperforming assets for the quarter ended December 31, 2020:

(in thousands)	Balance at September 30, 2020	Additions	Advances/ Paydowns, net	Charge-offs/ Write-downs (1)	Transfers to Foreclosed Assets	Balance at December 31, 2020
Commercial real estate:						
CRE non-owner occupied	$ 3,010	$ 127	$ (27)	$ —	$ —	$ 3,110
CRE owner occupied	3,778	647	(364)	—	—	4,061
Multifamily	—	—	—	—	—	—
Farmland	2,056	70	(406)	(182)	—	1,538
Total commercial real estate loans	8,844	844	(797)	(182)	—	8,709
Consumer:						
SFR 1-4 1st DT	6,373	92	(763)	—	(609)	5,093
SFR HELOCs and junior liens	5,185	1,337	(281)	(93)	—	6,148
Other	279	87	(72)	(127)	—	167
Total consumer loans	11,837	1,516	(1,116)	(220)	(609)	11,408
Commercial and industrial	1,978	475	(183)	(87)	—	2,183
Construction	18	4,528	—		—	4,546
Agriculture production	286	—	(268)	—	—	18
Leases	—	—	—		—	—
Total nonperforming loans	22,963	7,363	(2,364)	(489)	(609)	26,864
Foreclosed assets	2,057	178	—		609	2,844
Total nonperforming assets	$ 25,020	$ 7,541	$ (2,364)	$ (489)	$ —	$ 29,708

(1) Charge-offs and write-downs exclude deposit overdraft charge-offs.

Nonperforming assets increased during the fourth quarter of 2020 by $4,688,000 (18.7%) to $29,708,000 at December 31, 2020 compared to $25,020,000 at September 30, 2020. The increase in nonperforming assets during the fourth quarter of 2020 was the result of new nonperforming loans of $7,363,000, that were partially offset by net paydowns, sales or upgrades of nonperforming loans to performing status totaling $2,364,000, dispositions of foreclosed assets totaling $609,000, and net charge-offs of $489,000 in non-performing assets.

The $7,363,000 in new nonperforming loans during the fourth quarter of 2020 was comprised of, most notably, an increase of $4,648,000 on one residential construction loan which is considered well secured, $1,337,000 on thirteen home equity lines or loans, $647,000 on five commercial and industrial loans, and finally, $475,000 on two commercial and industrial loans.

COVID Deferrals

Following the passage of the CARES Act legislation, the "Interagency Statement on Loan Modifications and Reporting for Financial Institutions Working with Customers Affected by the Coronavirus" was issued by federal bank regulators, which offers temporary relief from troubled debt restructuring accounting for loan payment deferrals for certain customers whose businesses are experiencing economic hardship due to Coronavirus. The COVID deferral relief period under the CARES act legislation ended effective January 1, 2022, as such, any further requests for modification from borrowers will be evaluated in accordance with loan modification accounting guidance.

The following is a summary of COVID related loan customer modifications with outstanding balances as of December 31, 2021:

			Modification Type		Deferral Term		
(dollars in thousands)	Modified Loan Balances Outstanding	% of Total Category of Loans	Interest Only Deferral	Principal and Interest Deferral	90 Days	180 Days	Other
Commercial real estate:							
CRE non-owner occupied	$ 18,437	1.2 %	100.0 %	— %	— %	79.5 %	20.5 %
CRE owner occupied	—	—	—	—	—	—	—
Multifamily	—	—	—	—	—	—	—
Farmland	—	—	—	—	—	—	—
Total commercial real estate loans	18,437	0.6	—	—	—	79.5	20.5
Consumer:	—	—	—	—	—	—	—
Commercial and industrial	—	—	—	—	—	—	—
Construction	—	—	—	—	—	—	—
Agriculture production	—	—	—	—	—	—	—
Leases	—	—	—	—	—	—	—
Total modifications	$ 18,437	0.4 %	100.0 %	— %	— %	79.5 %	20.5 %

The remaining balance outstanding as of December 31, 2021 are expected to conclude their modification period during the first half of 2022.

Management believes that its analysis of each borrower receiving a loan modification supports the ability of that borrower to return to their normal payment terms at the conclusion of the modification period. However, management determined that a risk rating downgrade to each credit receiving a deferral modification was prudent until such time that the borrower's actual payment performance supported an upgrade to the pre-modification risk grade.

Allowance for Credit Losses - Investment Securities

The Company evaluates available for sale debt securities in an unrealized loss position to determine whether the decline in the fair value below the amortized cost basis (impairment) is due to credit-related factors or noncredit-related factors. Any impairment that is not credit related is recognized in other comprehensive income, net of applicable taxes. Credit-related impairment is recognized as an allowance for credit losses on the balance sheet, limited to the amount by which the amortized cost basis exceeds the fair value, with a corresponding adjustment to earnings. Both the allowance for credit losses and the adjustment to net income may be reversed if conditions change. However, if the Company intends to sell an impaired available for sale debt security or more likely than not will be required to sell such a security before recovering its amortized cost basis, the entire impairment amount is recognized in earnings with a corresponding adjustment to the security's amortized cost basis. During the years ended December 31, 2021 and 2020, no allowance for credit losses nor impairment recognized in earnings related to available for sale investment securities was recorded.

Allowance for Credit Losses - Held to Maturity Investment Securities

In addition to credit losses associated with the Company's loan portfolio, the CECL standard requires that loss estimates be developed for securities classified as held-to-maturity (HTM). As of January 1, 2020, the date of adoption for ASC 326, the Company's HTM investment portfolio had a carrying value of approximately $375,606,000 and was comprised of $361,785,000 in obligations backed by U.S. government agencies and $13,821,000 in obligations of states and political subdivisions. As the 96.3% of the HTM portfolio consisted of investment securities where payment performance has an implicit or explicit guarantee from the U.S. government and where no history of credit losses exist, management believes that indicators for zero loss are present and therefore, no loss reserves were recognized in conjunction with the adoption of the CECL standard. Management separately evaluated its HTM investment securities from obligations of state and political subdivisions utilizing the historical loss data represented by similar securities over a period of time spanning nearly 50 years. Based on this evaluation, management determined that the expected credit losses associated with these securities is less than significant for financial reporting purposes and therefore, no loss reserves resulted from the adoption and implementation of the CECL standard. Consistent with the portfolio composition at the date of adoption, as of December 31, 2020, 96.2% of the HTM portfolio consisted of investment securities where payment performance has an implicit or explicit guarantee from the U.S. government with the remaining balance of the HTM portfolio consisting of obligations of states and political subdivisions. In addition, the balance of investment securities maintained in the HTM portfolio decreased by $91,043,000 or 24.2% during the year ended December 31, 2020 and management is not aware of any significant changes in credit ratings for the securities held. Therefore, during the year ended December 31, 2020 no allowance for credit losses related to HTM securities was recorded.

Allowance for Credit Losses - Unfunded Commitments

The estimated credit losses associated with these unfunded lending commitments is calculated using the same models and methodologies noted above and incorporate utilization assumptions at the estimated time of default. While the provision for credit losses associated with unfunded commitments is included in "provision for (benefit from) credit losses" on the consolidated statement of income, the reserve for unfunded commitments is maintained on the consolidated balance sheet in other liabilities.

The Components of the Allowance for Credit Losses

The following table sets forth the Bank's allowance for credit losses related to loans as of the dates indicated (dollars in thousands):

	December 31,				
(dollars in thousands)	2021	2020	2019	2018	2017
Allowance for credit losses:					
Qualitative and forecast factor allowance	$ 59,855	$ 61,935	$ 12,146	$ 11,577	$ 10,252
Quantitative (Cohort) model allowance reserves	24,539	28,462	17,529	18,689	17,100
Total allowance for credit losses	84,394	90,397	29,675	30,266	27,352
Allowance for individually evaluated loans	982	1,450	935	2,194	2,699
Allowance for PCD loan losses	—	—	n/a	n/a	n/a
Allowance for PCI loan losses	n/a	n/a	6	122	272
Total allowance for credit losses	$ 85,376	$ 91,847	$ 30,616	$ 32,582	$ 30,323
Ratio of allowance for credit losses to gross loans	1.74 %	1.93 %	0.71 %	0.81 %	1.01 %

Based on the current conditions of the loan portfolio, management believes that the $85,376,000 allowance for credit losses at December 31, 2021 is adequate to absorb probable losses inherent in the Bank's loan portfolio. No assurance can be given, however, that adverse economic conditions or other circumstances will not result in increased losses in the portfolio.

The credit quality of the Company's loan portfolio, as measured by trends in the volume of past due loans, non-accrual loans, net loan charge-offs (recoveries) and risk grades, remained stable throughout the year. Improved trends in the actual and forecasted levels of unemployment and GDP further contributed to the lower ratio of credit reserves as a percentage of total loans outstanding.

The allowance for credit losses decreased by $6,471,000 during the year ended December 31, 2021 which is reflective of improvement in both the Company's qualitative and quantitative factors. Qualitative factors improved corollary to the trends in actual and forecast levels of California and national unemployment as well as gross domestic product (GDP). Quantitative factors improved during the year as a result of: 1) realizing net loan recoveries, as opposed to net charge-offs, which improved the Company's loss experience; 2) reductions in past due loans, and 3) reductions in loan concentrations.

The allowance for credit losses increased by $49,529,000 from the January 1, 2020 CECL adoption date to $91,847,000 at December 31, 2020, primarily reflecting the economic impacts of the COVID-19 pandemic and the response by domestic and global governmental authorities, including quarantines and other social distancing policies aimed at fighting the spread of the virus.

The U.S. economy contracted into a recession with unusual speed and force in the first half of 2020. Numerous governmental agencies responded with actions intended to support the economy and reduce the future risks that may be associated a pandemic. Throughout 2021 but more significantly during the second half of 2021, the easing of social distancing policies and the resumption of in person activities generally resulted in improved financial performance of borrowers and the economy as a whole. At the same time, the curtailment of stimulus payments, supply chain disruptions, and inflation related impacts have given rise to additional uncertainty and concerns about the timing and extent of full economic recovery.

These factors shaped the supportable forecast used by the Company in its allowance for credit loss modeled estimate at December 31, 2020. After partial improvements in California unemployment and gross domestic product (GDP) growth in the third and early fourth quarters of 2020, significant increases in COVID-19 infection rates in the latter half of the fourth quarter of 2020 caused both the forecasted levels of unemployment and GDP to deteriorate through the forecast period and thus further extended the expected duration of the current recessionary period.

The following table summarizes the allocation of the allowance for credit losses between loan types:

(in thousands)	December 31, 2021	2020	2019	2018	2017
Commercial real estate	$ 51,140	$ 53,693	$ 11,995	$ 12,944	$ 11,441
Consumer	23,474	25,148	10,084	11,051	10,543
Commercial and industrial	3,862	4,252	4,867	5,610	5,757
Construction	5,667	7,540	3,388	2,497	1,827
Agriculture production	1,215	1,209	261	480	755
Leases	18	5	21	—	—
Total allowance for loan losses	$ 85,376	$ 91,847	$ 30,616	$ 32,582	$ 30,323

The following table summarizes the allocation of the allowance for credit losses between loan types as a percentage of the total allowance for credit losses:

	December 31, 2021	2020	2019	2018	2017
Commercial real estate	59.9 %	58.5 %	39.2 %	39.7 %	37.7 %
Consumer	27.5 %	27.4 %	32.9 %	33.9 %	34.8 %
Commercial and industrial	4.5 %	4.6 %	15.9 %	16.9 %	19.0 %
Construction	6.6 %	8.2 %	11.0 %	7.7 %	6.0 %
Agriculture production	1.4 %	1.3 %	0.9 %	1.8 %	2.5 %
Leases	0.1 %	— %	0.1 %	— %	— %
Total allowance for loan losses	100.0 %	100.0 %	100.0 %	100.0 %	100.0 %

The following table summarizes the allocation of the allowance for credit losses between loan types as a percentage of total loans and as a percentage of total loans in each of the loan categories listed:

	December 31, 2021	2020	2019	2018	2017
Commercial real estate	1.55 %	1.82 %	0.42 %	0.49 %	0.60 %
Consumer	2.19 %	2.62 %	1.05 %	1.18 %	1.42 %
Commercial and industrial	1.49 %	0.81 %	1.81 %	2.24 %	2.96 %
Construction	2.55 %	2.65 %	1.36 %	1.36 %	1.33 %
Agriculture production	2.39 %	2.74 %	1.82 %	1.85 %	2.95 %
Leases	0.27 %	0.13 %	1.63 %	— %	— %
Total allowance for loan losses	1.74 %	1.93 %	0.71 %	1.01 %	1.18 %

The following tables summarize the net charge-off (recovery) activity in the allowance for credit/loan losses as a percentage of loans for the years indicated (dollars in thousands):

	Year ended December 31,				
Ratios:	2021	2020	2019	2018	2017
Net charge-offs (recoveries) during period to average loans outstanding during period					
Commercial real estate:				(0.01)%	(0.01)%
CRE non-owner occupied	— %	0.01 %	(0.09)%	n/a	n/a
CRE owner occupied	(0.11)%	— %	0.13 %	n/a	n/a
Multifamily	— %	— %	— %	n/a	n/a
Farmland	0.07 %	0.12 %	— %	n/a	n/a
Consumer:				(0.01)%	0.01 %
SFR 1-4 1st DT liens	0.02 %	(0.08)%	(0.01)%	n/a	n/a
SFR HELOCs and junior liens	0.33 %	(0.06)%	(0.26)%	n/a	n/a
Other	0.32 %	0.41 %	0.54 %	n/a	n/a
Commercial and industrial	0.28 %	0.04 %	0.64 %	0.26 %	0.53 %
Construction	0.01 %	— %	— %	— %	0.80 %
Agriculture production	(0.05)%	(0.05)%	(0.02)%	(0.01)%	(0.05)%
Leases	— %	— %	— %	— %	— %
Provision for (benefit from) credit losses to average loans outstanding during period	(0.15)%	0.92 %	(0.04)%	0.07 %	— %
Allowance for credit losses to loans at year-end	1.74 %	1.93 %	0.71 %	0.81 %	1.01 %

Generally, losses are triggered by non-performance by the borrower and calculated based on any difference between the current loan amount and the current value of the underlying collateral less any estimated costs associated with the disposition of the collateral.

Foreclosed Assets, Net of Allowance for Losses

The following tables detail the components and summarize the activity in foreclosed assets, net of allowances for losses for the years indicated (dollars in thousands):

	Balance at December 31, 2020	Additions	Advances/ Capitalized Costs/Other	Sales	Valuation Adjustments	Balance at December 31, 2021
Land & Construction	$ 154	$ —	$ —	$ —	$ —	$ 154
Residential real estate	1,507	1,052	—	(1,458)	156	1,257
Commercial real estate	1,183	—	—	—	—	1,183
Total foreclosed assets	$ 2,844	$ 1,052	$ —	$ (1,458)	$ 156	$ 2,594

	Balance at December 31, 2019	Additions	Advances/ Capitalized Costs/Other	Sales	Valuation Adjustments	Balance at December 31, 2020
Land & Construction	$ 313	$ 119	$ —	$ (313)	$ 35	$ 154
Residential real estate	1,045	647	—	(200)	15	1,507
Commercial real estate	1,183	—	—	—	—	1,183
Total foreclosed assets	$ 2,541	$ 766	$ —	$ (513)	$ 50	$ 2,844

Deposit Portfolio Composition

The following table shows the Company’s deposit balances at the dates indicated:

	Year ended December 31,		
(dollars in thousands)	2021	2020	2019
Noninterest-bearing demand	$ 2,979,882	$ 2,581,517	$ 1,832,665
Interest-bearing demand	1,568,682	1,414,908	1,242,274
Savings	2,520,959	2,164,942	1,851,549
Time certificates, over $250,000	44,652	73,147	129,061
Other time certificates	252,984	271,420	311,445
Total deposits	$ 7,367,159	$ 6,505,934	$ 5,366,994

Total uninsured deposits were estimated to be approximately $2,190,000,000 at December 31, 2021.

Long-Term Debt

See Note 13 to the consolidated financial statements at Item 8 of this report for information about the Company’s other borrowings and long-term debt.

Junior Subordinated Debt

See Note 14 to the consolidated financial statements at Item 8 of this report for information about the Company’s junior subordinated debt.

Equity

See Note 16 and Note 26 in the consolidated financial statements at Item 8 of this report for a discussion of shareholders’ equity and regulatory capital, respectively. Management believes that the Company’s capital is adequate to support anticipated growth, meet the cash dividend requirements of the Company and meet the future risk-based capital requirements of the Bank and the Company.

On February 25, 2021 the Board of Directors approved the authorization to repurchase up to 2,000,000 shares of the Company's common stock (the 2021 Repurchase Plan), which approximated 6.7% of the shares outstanding as of the approval date. In connection with approval of the 2021 Repurchase Plan, the Company’s previous repurchase program adopted on November 12, 2019 (the 2019 Repurchase Plan) was terminated. The following table shows the repurchases made by the Company under the 2021 Plan:

Period	Total number of shares purchased	Average price paid per share	Maximum number of shares remaining that may yet be purchased under the 2021 Plan
February 25, 2021 - December 31, 2021	63,317	$44.72	1,936,683

Market Risk Management

Overview. The goal for managing the assets and liabilities of the Bank is to maximize shareholder value and earnings while maintaining a high quality balance sheet without exposing the Bank to undue interest rate risk. The Board of Directors has overall responsibility for the Company's interest rate risk management policies. The Bank has an Asset and Liability Management Committee which establishes and monitors guidelines to control the sensitivity of earnings and the fair value of certain assets and liabilities as may be caused by changes in interest rates. The Company does not hold any financial instruments that are not maintained in US dollars and is not party to any contracts that may be settled or repaid in a denomination other than US dollars.

Asset/Liability Management. Activities involved in asset/liability management include but are not limited to lending, accepting and placing deposits, investing in securities and issuing debt. Interest rate risk is the primary market risk associated with asset/liability management. Sensitivity of earnings to interest rate changes arises when yields on assets change in a different time period or in a different amount from that of interest costs on liabilities. To mitigate interest rate risk, the structure of the balance sheet is managed with the goal that movements of interest rates on assets and liabilities are correlated and contribute to earnings even in periods of volatile interest rates. The asset/liability management policy sets limits on the acceptable amount of variance in net interest margin and market value of equity under changing interest environments. Market value of equity is the net present value of estimated cash flows from the Bank's assets, liabilities and off-balance sheet items. The Bank uses simulation models to forecast net interest margin and market value of equity.

Simulation of net interest margin and market value of equity under various interest rate scenarios is the primary tool used to measure interest rate risk. The Bank estimated the potential impact of changing interest rates on net interest margin and market value of equity using computer-modeling techniques. A balance sheet forecast is prepared using inputs of actual loan, securities and interest-bearing liability (i.e. deposits/borrowings) positions as the beginning base.

In the simulation of net interest income and market value of equity, the forecast balance sheet is processed against various interest rate scenarios. These various interest rate scenarios include a flat rate scenario, which assumes interest rates are unchanged in the future, and rate ramp and or shock scenarios including -200, -100, +100, and +200 basis points around the flat scenario. At December 31, 2021, the overnight Federal funds rate, the rate primarily used in these interest rate shock scenarios, was less than 2.00%. Based on the historical nature of these rates in the United States not falling below zero, management believes that a shock scenario that reduces interest rates below zero would not provide meaningful results and therefor, have not been modeled. These scenarios assume that 1) interest rates increase or decrease evenly (in a "ramp" fashion) over a twelve-month period and remain at the new levels beyond twelve months or 2) that interest rates change instantaneously ("shock"). The simulation results shown below assume no changes in the structure of the Company's balance sheet over the twelve months being measured.

The following table summarizes the estimated effect on net interest income and market value of equity to changing interest rates as measured against a flat rate (no interest rate change) instantaneous shock scenario over a twelve month period utilizing the Company's specific mix of interest earning assets and interest bearing liabilities as of December 31, 2021.

Interest Rate Risk Simulations: Change in Interest Rates (Basis Points)	Estimated Change in Net Interest Income (NII) (as % of NII)	Estimated Change in Market Value of Equity (MVE) (as % of MVE)
+200 (shock)	3.6 %	14.7 %
+100 (shock)	1.9 %	9.9 %
+ 0 (flat)	—	—
-100 (shock)	(4.9)%	(28.5)%
-200 (shock)	nm	nm

These simulations indicate that given a "flat" balance sheet scenario, and if interest-bearing checking, savings and time deposit interest rates track general interest rate changes by approximately 25%, 50%, and 75%, respectively, the Company's balance sheet is slightly asset sensitive over a twelve month time horizon for rates up, and slightly sensitive over a twelve month time horizon for rates down. "Asset sensitive" implies that net interest income increases when interest rates rise and decrease when interest rates decrease. "Liability sensitive" implies that net interest income decreases when interest rates rise and increase when interest rates decrease."Neutral sensitivity" implies that net interest income does not change when interest rates change. The asset liability management policy limits aggregate market risk, as measured in this fashion, to an acceptable level within the context of risk-return trade-offs.

The simulation results noted above do not incorporate any management actions that might moderate the negative consequences of interest rate deviations. In addition, the simulation results noted above contain various assumptions such as a flat balance sheet, and the rate that deposit interest rates change as general interest rates change. Therefore, they do not reflect likely actual results, but serve as estimates of interest rate risk.

As with any method of measuring interest rate risk, certain shortcomings are inherent in the method of analysis presented in the preceding tables. For example, although certain of the Company's assets and liabilities may have similar maturities or repricing time frames, they may react in different degrees to changes in market interest rates. In addition, the interest rates on certain of the Company's asset and liability categories may precede, or lag behind, changes in market interest rates. Also, the actual rates of prepayments on loans and investments could vary significantly from the assumptions utilized in deriving the results as presented in the preceding tables. Further, a change in U.S. Treasury rates accompanied by a change in the shape of the treasury yield curve could result in different estimations from those presented herein. Accordingly, the results in the preceding tables should not be relied upon as

indicative of actual results in the event of changing market interest rates. Additionally, the resulting estimates of changes in market value of equity are not intended to represent, and should not be construed to represent, estimates of changes in the underlying value of the Company.

Interest rate sensitivity is a function of the repricing characteristics of the Company's portfolio of assets and liabilities. One aspect of these repricing characteristics is the time frame within which the interest-bearing assets and liabilities are subject to change in interest rates either at replacement, repricing or maturity. An analysis of the repricing time frames of interest-bearing assets and liabilities is sometimes called a "gap" analysis because it shows the gap between assets and liabilities repricing or maturing in each of a number of periods. Another aspect of these repricing characteristics is the relative magnitude of the repricing for each category of interest earning asset and interest-bearing liability given various changes in market interest rates. Gap analysis gives no indication of the relative magnitude of repricing given various changes in interest rates. Interest rate sensitivity management focuses on the maturity of assets and liabilities and their repricing during periods of changes in market interest rates. Interest rate sensitivity gaps are measured as the difference between the volumes of assets and liabilities in the Company's current portfolio that are subject to repricing at various time horizons.

The following interest rate sensitivity table shows the Company's repricing gaps as of December 31, 2020. In this table transaction deposits, which may be repriced at will by the Company, have been included in the less than 3-month category. The inclusion of all of the transaction deposits in the less than 3-month repricing category causes the Company to appear liability sensitive. Because the Company may reprice its transaction deposits at will, transaction deposits may or may not reprice immediately with changes in interest rates.

Due to the limitations of gap analysis, as described above, the Company does not actively use gap analysis in managing interest rate risk. Instead, the Company relies on the more sophisticated interest rate risk simulation model described above as its primary tool in measuring and managing interest rate risk.

As of December 31, 2021	Repricing within:				
(dollars in thousands)	Less than 3 months	3 - 6 months	6 - 12 months	1 - 5 years	Over 5 years
Interest-earning assets:					
Cash at Federal Reserve and other banks	$ 711,389	$ —	$ —	$ —	$ —
Securities	489,009	87,337	199,696	868,535	759,085
Loans	855,604	287,921	501,274	2,524,165	681,240
Total interest-earning assets	2,056,002	375,258	700,970	3,392,700	1,440,325
Interest-bearing liabilities					
Transaction deposits	4,548,564	—	—	—	—
Time	139,692	42,939	59,915	54,953	52
Other borrowings	50,087	—	—	—	—
Junior subordinated debt	58,079	—	—	—	—
Total interest-bearing liabilities	$ 4,796,422	$ 42,939	$ 59,915	$ 54,953	$ 52
Interest sensitivity gap	$ (2,740,420)	$ 332,319	$ 641,055	$ 3,337,747	$ 1,440,273
Cumulative sensitivity gap	$ (2,740,420)	$ (2,408,101)	$ (1,767,046)	$ 1,570,701	$ 3,010,974
As a percentage of earning assets:					
Interest sensitivity gap	(36.0)%	4.4 %	8.4 %	43.8 %	18.9 %
Cumulative sensitivity gap	(36.0)%	(31.6)%	(23.2)%	20.6 %	39.5 %

Liquidity

Liquidity refers to the Company's ability to provide funds at an acceptable cost to meet loan demand and deposit withdrawals, as well as contingency plans to meet unanticipated funding needs or loss of funding sources. These objectives can be met from either the asset or liability side of the balance sheet. Asset liquidity sources consist of the repayments and maturities of loans, selling of loans, short-term money market investments, maturities of securities and sales of securities from the available-for-sale portfolio. These activities are generally summarized as investing activities in the Consolidated Statement of Cash Flows. Net cash used by investing activities totaled $883,811,000 in 2021. Net increases in loan balances from both originations and purchases used approximately $153,855,000 of cash, while purchases of investment securities, net of calls and maturities, used approximately $735,129,000 of cash.

Liquidity may also be generated from liabilities through deposit growth and borrowings. These activities are included under financing activities in the Consolidated Statement of Cash Flows. In 2021, financing activities provided funds totaling $850,474,000, resulting from $861,225,000 in deposits and offset by $29,724,000 in dividend payments and an additional $4,344,000 used to repurchase shares of common stock. In addition, at December 31, 2021, the Company had loans and securities available to pledge towards future borrowings from the Federal Home Loan Bank and the Federal Reserve Bank of up to $2,251,285,000 and $184,694,000, respectively. As of December 31, 2021, the Company had $84,975,000 of other borrowings as described in Note 13 of the consolidated financial statements of the Company and the related notes at Item 8 of this report. While these sources are expected to continue to provide significant amounts of funds in the future, their mix, as well as the possible use of other sources, will depend on future economic and market

conditions. Liquidity is also provided or used through the results of operating activities. In 2021, operating activities provided cash of $132,207,000 and primarily included net income of $117,655,000.

The Company's investment securities, excluding held-to-maturity securities, plus cash and cash equivalents in excess of reserve requirements totaled $2,976,359,000 at December 31, 2021, which was 34.5% of total assets at that time. This was an increase of $892,544,000 from $2,083,815,000 and 27.3% of total assets as of December 31, 2020.

Loan demand during 2022 will depend in part on economic and competitive conditions. The Company emphasizes the solicitation of non-interest bearing demand deposits and money market checking deposits, which are the least sensitive to interest rates. The growth of deposit balances is subject to heightened competition, the success of the Company's sales efforts, delivery of superior customer service and market conditions. In addition to Federal economic stimulus actions, inclusive of loan programs and direct payments to taxpayers, which contributed to the growth in deposit balances, the Federal Reserve's efforts to manage interest rates has resulted in historic low short-term and long-term interest rates, which could further impact deposit volumes in the future. Depending on economic conditions, interest rate levels, and a variety of other conditions, deposit growth may be used to fund loans, to reduce short-term borrowings or purchase investment securities. However, due to concerns such as uncertainty in the general economic environment, competition and political uncertainty, loan demand and levels of customer deposits are not certain and forecasted changes in those balances are subject to significant volatility and uncertainty.

The principal cash requirements of the Company are dividends on common stock when declared. The Company is dependent upon the payment of cash dividends by the Bank to service its commitments. Shareholder dividends are expected to continue subject to the Board's discretion and continuing evaluation of capital levels, earnings, asset quality and other factors. The Company expects that the cash dividends paid by the Bank to the Company will be sufficient to meet this payment schedule. Dividends from the Bank are subject to certain regulatory restrictions.

The maturity distribution of certificates of deposit in denominations of $100,000 or more is set forth in the following table. These deposits are generally more rate sensitive than other deposits and, therefore, are more likely to be withdrawn to obtain higher yields elsewhere if available. The Bank participates in a program wherein the State of California places time deposits with the Bank at the Bank's option. At December 31, 2021, 2020 and 2019, the Bank had $1,000,000, $10,000,000, and $30,000,000, respectively, of these State deposits.

Certificates of Deposit in Denominations of $250,000 or More

	Amounts as of December 31,	
(dollars in thousands)	2021	2020
Time remaining until maturity:		
Less than 3 months	$ 12,978	$ 8,560
3 months to 6 months	6,741	17,033
6 months to 12 months	11,451	31,176
More than 12 months	13,482	16,378
Total	$ 44,652	$ 73,147

Loan maturities

Loan demand also affects the Company's liquidity position. The following table presents the maturities of loans, net of deferred loan costs, at December 31, 2021:

	Within One Year	After One But Within Five Years	After Five But Within 15 Years	After 15 Years	Total
			(dollars in thousands)		
Loans with predetermined interest rates:					
Commercial Real Estate	$ 45,582	$ 259,188	$ 799,546	$ 8,152	$ 1,112,468
Consumer	24,321	68,735	123,666	382,247	598,969
Commercial & Industrial	4,986	129,973	12,562	194	147,715
Construction	6,861	5,217	34,814	—	46,892
Agricultural Production	237	5,155	2,382	—	7,774
Leases	—	6,572	—	—	6,572
Total loans with predetermined interest rates	81,987	474,840	972,970	390,593	1,920,390
Loans with floating interest rates:					
Commercial Real Estate	68,743	329,695	1,760,962	34,186	2,193,586
Consumer	7,219	43,318	119,239	302,806	472,582
Commercial & Industrial	58,896	20,538	12,330	19,875	111,639
Construction	49,693	20,584	103,087	2,026	175,390
Agricultural Production	29,923	12,702	394	18	43,037
Leases	—	—	—	—	—
Total loans with floating interest rates	214,474	426,837	1,996,012	358,911	2,996,234
Total loans	$ 296,461	$ 901,677	$ 2,968,982	$ 749,504	$ 4,916,624

Investment maturities

The maturity distribution and yields of the investment portfolio at December 31, 2021 is presented in the following tables. The timing of the maturities indicated in the tables below is based on final contractual maturities. Most mortgage-backed securities return principal throughout their contractual lives. As such, the weighted average life of mortgage-backed securities based on outstanding principal balance is usually significantly shorter than the final contractual maturity indicated below. Yields on tax exempt securities are shown on a tax equivalent basis.

	Within One Year		After One Year but Through Five Years		After Five Years but Through Ten Years		After Ten Years		Total	
	Amount	Yield	Amount	Yield	Amount	Yield	Amount	Yield	Amount	Yield
					(dollars in thousands)					
Debt Securities Available for Sale										
Obligations of US government agencies	$ 4,511	3.24 %	$129,472	0.53 %	$ 63,888	1.79 %	$1,059,518	1.58 %	$1,257,389	1.33 %
Obligations of states and political subdivisions	611	1.25 %	1,483	3.98 %	22,774	2.52 %	167,376	3.14 %	192,244	3.69 %
Corporate bonds	2,522	6.22 %	—	— %	4,234	3.31 %	—	— %	6,756	6.20 %
Asset backed securities	—	— %		— %	251,711	1.45 %	499,838	1.48 %	751,549	1.36 %
Total debt securities available for sale	7,644	4.05 %	130,955	0.57 %	342,607	1.57 %	1,726,732	1.70 %	2,207,938	1.62 %
Debt Securities Held to Maturity										
Obligations of US government agencies	$ 736	2.64 %	$ —	— %	$ 10,522	2.29 %	$ 180,810	2.59 %	$ 192,068	2.57 %
Obligations of states and political subdivisions	—	— %	1,030	4.82 %	6,090	3.19 %	571	3.44 %	7,691	3.42 %
Total debt securities held to maturity	$ 736	— %	$ 1,030	4.82 %	$ 16,612	2.62 %	$ 181,381	2.59 %	$ 199,759	2.59 %

Off-Balance Sheet Items

The Bank has certain ongoing commitments under leases. See Note 11 of the financial statements at Item 8 of this report for the terms. These commitments do not significantly impact operating results. As of December 31, 2021, commitments to extend credit and commitments related to the Bank's deposit overdraft privilege product were the Bank's only financial instruments with off-balance sheet risk. The Bank has not entered into any

material contracts for financial derivative instruments such as futures, swaps, options, etc. Commitments to extend credit were $1,607,939,000 and $1,441,883,000 at December 31, 2021 and 2020, respectively, and represent 32.7% of the total loans outstanding at year-end 2021 versus 30.3% at December 31, 2020. Commitments related to the Bank's deposit overdraft privilege product totaled $125,670,000 and $110,813,000 at December 31, 2021 and 2020, respectively.

Certain Contractual Obligations

The following chart summarizes certain contractual obligations of the Company as of December 31, 2021:

(dollars in thousands)	Total	Less than one year	1-3 years	3-5 years	More than 5 years
Time deposits	$ 297,636	$ 242,535	$ 51,782	$ 3,319	$ —
Other collateralized borrowings, fixed rate, as of December 31, 2021 of 0.05%, payable on January 3, 2022	50,087	50,087	—	—	—
Junior subordinated debt:					
TriCo Trust I(1)	20,619	—	—	—	20,619
TriCo Trust II(2)	20,619	—	—	—	20,619
North Valley Trust II(3)	5,403	—	—	—	5,403
North Valley Trust III(4)	4,291	—	—	—	4,291
North Valley Trust IV(5)	7,147	—	—	—	7,147
Operating lease obligations	26,280	192	2,279	3,813	19,996
Deferred compensation(6)	910	214	352	344	—
Supplemental retirement plans(6)	8,403	972	1,757	1,726	3,948
Total contractual obligations	$ 441,395	$ 294,000	$ 56,170	$ 9,202	$ 82,023

(1) Junior subordinated debt, adjustable rate of three-month LIBOR plus 3.05%, callable in whole or in part by the Company on a quarterly basis beginning October 7, 2008, matures October 7, 2033.
(2) Junior subordinated debt, adjustable rate of three-month LIBOR plus 2.55%, callable in whole or in part by the Company on a quarterly basis beginning July 23, 2009, matures July 23, 2034.
(3) Junior subordinated debt, adjustable rate of three-month LIBOR plus 3.25%, callable in whole or in part by the Company on a quarterly basis beginning April 24, 2008, matures April 24, 2033.
(4) Junior subordinated debt, adjustable rate of three-month LIBOR plus 2.80%, callable in whole or in part by the Company on a quarterly basis beginning July 23, 2009, matures July 23, 2034.
(5) Junior subordinated debt, adjustable rate of three-month LIBOR plus 1.33%, callable in whole or in part by the Company on a quarterly basis beginning March 15, 2011, matures March 15, 2036.
(6) These amounts represent known certain payments to participants under the Company's deferred compensation and supplemental retirement plans. See Note 22 in the financial statements at Item 8 of this report for additional information related to the Company's deferred compensation and supplemental retirement plan liabilities.

ITEM 7A. QUANTITATIVE AND QUALITATIVE DISCLOSURES ABOUT MARKET RISK

See "Market Risk Management" under Item 7 of this report which is incorporated herein.

ITEM 8. FINANCIAL STATEMENTS AND SUPPLEMENTARY DATA

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TRICO BANCSHARES
CONSOLIDATED BALANCE SHEETS
(In thousands, except share data)

	At December 31, 2021	At December 31, 2020
Assets:		
Cash and due from banks	$ 57,032	$ 77,253
Cash at Federal Reserve and other banks	711,389	592,298
Cash and cash equivalents	768,421	669,551
Investment securities:		
Marketable equity securities	2,938	3,025
Available for sale debt securities	2,207,938	1,414,264
Held to maturity debt securities	199,759	284,563
Restricted equity securities	17,250	17,250
Loans held for sale	3,466	6,268
Loans	4,916,624	4,763,127
Allowance for credit losses	(85,376)	(91,847)
Total loans, net	4,831,248	4,671,280
Premises and equipment, net	78,687	83,731
Cash value of life insurance	117,857	118,870
Accrued interest receivable	19,292	20,004
Goodwill	220,872	220,872
Other intangible assets, net	12,369	17,833
Operating leases, right-of-use	25,665	27,846
Other assets	109,025	84,172
Total assets	$ 8,614,787	$ 7,639,529
Liabilities and Shareholders' Equity:		
Liabilities:		
Deposits:		
Noninterest-bearing demand	$ 2,979,882	$ 2,581,517
Interest-bearing	4,387,277	3,924,417
Total deposits	7,367,159	6,505,934
Accrued interest payable	928	1,362
Operating lease liability	26,280	27,973
Other liabilities	112,070	94,597
Other borrowings	50,087	26,914
Junior subordinated debt	58,079	57,635
Total liabilities	7,614,603	6,714,415
Commitments and contingencies (Note 15)		
Shareholders' equity:		
Preferred stock, no par value: 1,000,000 shares authorized; zero issued and outstanding at December 31, 2021 and 2020	—	—
Common stock, no par value: 50,000,000 shares authorized; issued and outstanding: 29,730,424 and 29,727,214 at December 31, 2021 and 2020, respectively	532,244	530,835
Retained earnings	466,959	381,999
Accumulated other comprehensive income, net of tax	981	12,280
Total shareholders' equity	1,000,184	925,114
Total liabilities and shareholders' equity	$ 8,614,787	$ 7,639,529

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

TRICO BANCSHARES
CONSOLIDATED STATEMENTS OF INCOME
(In thousands, except per share data)

	Year ended December 31, 2021	2020	2019
Interest and dividend income:			
Loans, including fees	$ 242,269	$ 233,721	$ 223,750
Investments:			
Taxable securities	29,361	27,627	39,810
Tax exempt securities	3,568	3,566	4,002
Dividends	991	1,032	1,285
Interest bearing cash at Federal Reserve and other banks	858	1,238	3,597
Total interest and dividend income	277,047	267,184	272,444
Interest expense:			
Deposits	3,318	6,885	11,716
Other borrowings	22	17	387
Junior subordinated debt	2,168	2,555	3,272
Total interest expense	5,508	9,457	15,375
Net interest income	271,539	257,727	257,069
Provision for (benefit from) credit losses	(6,775)	42,813	(1,690)
Net interest income after provision for (benefit from) credit losses	278,314	214,914	258,759
Noninterest income:			
Service charges and fees	43,948	37,981	40,417
Commissions on sale of non-deposit investment products	3,668	2,989	2,877
Increase in cash value of life insurance	2,775	2,949	3,029
Gain on sale of loans	9,580	9,122	3,282
Gain on sale of investment securities	—	7	110
Other	3,693	2,146	3,805
Total noninterest income	63,664	55,194	53,520
Noninterest expense:			
Salaries and related benefits	106,351	112,121	106,065
Other	71,924	70,637	79,392
Total noninterest expense	178,275	182,758	185,457
Income before income taxes	163,703	87,350	126,822
Provision for income taxes	46,048	22,536	34,750
Net income	$ 117,655	$ 64,814	$ 92,072
Earnings per share:			
Basic	$ 3.96	$ 2.17	$ 3.02
Diluted	$ 3.94	$ 2.16	$ 3.00

CONSOLIDATED STATEMENTS OF COMPREHENSIVE INCOME
(In thousands)

	Year ended 2021	2020	2019
Net income	$ 117,655	$ 64,814	$ 92,072
Other comprehensive income (loss), net of tax:			
Unrealized gains (losses) on available for sale securities arising during the period, after reclassifications	(13,788)	11,126	17,159
Change in minimum pension liability, after reclassifications	2,602	6,972	(4,502)
Change in joint beneficiary agreement liability	(113)	(596)	—
Other comprehensive income (loss)	(11,299)	17,502	12,657
Comprehensive income	$ 106,356	$ 82,316	$ 104,729

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

TRICO BANCSHARES
CONSOLIDATED STATEMENTS OF CHANGES IN SHAREHOLDERS' EQUITY
(In thousands, except share and per share data)

	Shares of Common Stock	Common Stock	Retained Earnings	Accumulated Other Comprehensive Income (loss)	Total
Balance at January 1, 2019	30,417,223	$ 541,762	$ 303,490	$ (17,879)	$ 827,373
Net income			92,072		92,072
Other comprehensive income				12,657	12,657
Service condition RSU vesting		1,161			1,161
Market plus service condition RSU vesting		493			493
Stock options exercised	182,500	2,921			2,921
Service condition RSUs released	33,060				—
Market plus service condition RSUs released	22,237				—
Repurchase of common stock	(131,196)	(2,339)	(2,769)		(5,108)
Dividends paid ($0.82 per share)			(24,999)		(24,999)
Balance at December 31, 2019	30,523,824	543,998	367,794	(5,222)	906,570
Cumulative change from adoption of ASU 2016-13	—	—	(12,983)	—	(12,983)
Balance at January 1, 2020 (as adjusted for change in accounting principle)	30,523,824	543,998	354,811	(5,222)	893,587
Net income			64,814		64,814
Other comprehensive income				17,502	17,502
Service condition RSU vesting		1,390			1,390
Market plus service condition RSU vesting		646			646
Stock options exercised	32,000	547			547
Service condition RSUs released	34,388				—
Market plus service condition RSUs released	20,265				—
Repurchase of common stock	(883,263)	(15,746)	(11,323)		(27,069)
Dividends paid ($0.88 per share)			(26,303)		(26,303)
Balance at December 31, 2020	29,727,214	530,835	381,999	12,280	925,114
Net income			117,655		117,655
Other comprehensive loss				(11,299)	(11,299)
Service condition RSU vesting		1,728			1,728
Market plus service condition RSU vesting		910			910
Service condition RSUs released	45,492				—
Market plus service condition RSUs released	19,272				—
Stock options exercised	49,675	758			758
Repurchase of common stock	(111,229)	(1,987)	(2,971)		(4,958)
Dividends paid ($1.00 per share)			(29,724)		(29,724)
Balance at December 31, 2021	29,730,424	$ 532,244	$ 466,959	$ 981	$ 1,000,184

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

TRICO BANCSHARES
CONSOLIDATED STATEMENTS OF CASH FLOWS
(In thousands)

	Year ended December 31,		
	2021	2020	2019
Operating activities:			
Net income	$ 117,655	$ 64,814	$ 92,072
Adjustments to reconcile net income to net cash provided by operating activities:			
Depreciation of premises and equipment, and amortization	6,363	6,453	6,915
Amortization of intangible assets	5,464	5,724	5,723
Provision for (benefit from) credit losses	(6,775)	42,813	(1,690)
Amortization of investment securities premium, net	6,685	2,669	2,547
Gain on sale of investment securities	—	(7)	(110)
Originations of loans for resale	(217,210)	(227,831)	(131,074)
Proceeds from sale of loans originated for resale	227,938	234,424	131,689
Gain on sale of loans	(9,580)	(9,122)	(3,282)
Change in market value of mortgage servicing rights	872	2,634	1,811
Provision for (reversal of) losses on real estate owned	—	128	(102)
Deferred income tax expense	(936)	(14,154)	1,692
Gain on sale or transfer of loans, to real estate owned	(233)	(235)	(608)
Operating lease payments	(4,964)	(4,927)	(4,931)
(Gain) loss on disposal of fixed assets	(439)	67	82
Increase in cash value of life insurance	(2,775)	(2,949)	(3,029)
Gain on life insurance death benefit	(702)	(498)	(831)
(Gain) loss on marketable equity securities	86	(64)	(86)
Equity compensation vesting expense	2,638	2,036	1,654
Change in value of other real estate	9	—	—
Change in:			
Interest receivable	712	(1,107)	515
Interest payable	(434)	(1,045)	410
Amortization of operating lease right of use asset	5,452	5,393	4,592
Other assets and liabilities, net	2,381	9,586	(1,153)
Net cash from operating activities	132,207	114,802	102,806
Investing activities:			
Proceeds from maturities of securities available for sale	371,632	167,515	97,993
Proceeds from maturities of securities held to maturity	83,929	89,858	68,346
Proceeds from sale of available for sale securities	—	229	127,066
Purchases of securities available for sale	(1,190,690)	(617,552)	(37,253)
Net redemption of restricted equity securities	—	—	—
Loan origination and principal collections, net	(45,812)	(415,415)	(286,339)
Loans purchased	(108,433)	(41,126)	—
Proceeds from sale of real estate owned	1,526	570	1,336
Proceeds from sale of premises and equipment	2,743	—	—
Purchases of premises and equipment	(3,196)	(2,812)	(4,293)
Life insurance proceeds	4,490	2,400	3,355
Net cash from investing activities	(883,811)	(816,333)	(29,789)
Financing activities:			
Net change in deposits	861,225	1,138,940	528
Net change in other borrowings	23,173	8,460	2,615
Repurchase of common stock, net	(4,344)	(26,720)	(2,196)
Dividends paid	(29,724)	(26,303)	(24,999)
Exercise of stock options, net	144	198	9
Net cash from financing activities	850,474	1,094,575	(24,043)
Net change in cash and cash equivalents	98,870	393,044	48,974
Cash and cash equivalents at beginning of year	669,551	276,507	227,533
Cash and cash equivalents at end of year	$ 768,421	$ 669,551	$ 276,507

Supplemental disclosure of noncash activities:			
Unrealized gain (loss) on securities available for sale	$ (19,575)	$ 15,796	$ 24,361
Loans transferred to foreclosed assets	$ 1,052	$ 766	$ 1,249
Market value of shares tendered in-lieu of cash to pay for exercise of options and/or related taxes	$ 2,118	$ 736	$ 5,108
Obligations incurred in conjunction with leased assets	$ 2,883	$ 4,161	$ 156
Supplemental disclosure of cash flow activity:			
Cash paid for interest expense	$ 5,942	$ 10,502	$ 14,965
Cash paid for income taxes	$ 46,300	$ 29,500	$ 35,050

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

Note 1 – Summary of Significant Accounting Policies

Description of Business and Basis of Presentation

TriCo Bancshares (the “Company” or “we”) is a California corporation organized to act as a bank holding company for Tri Counties Bank (the “Bank”). The Company and the Bank are headquartered in Chico, California. The Bank is a California-chartered bank that is engaged in the general commercial and retail banking business in 31 California counties. The Company has five capital subsidiary business trusts (collectively, the “Capital Trusts”) that issued trust preferred securities, including two organized by the Company and three obtained through acquisition.

The consolidated financial statements are prepared in accordance with accounting policies generally accepted in the United States of America and general practices in the banking industry. All adjustments necessary for a fair presentation of these consolidated financial statements have been included and are of a normal and recurring nature. The financial statements include the accounts of the Company. All inter-company accounts and transactions have been eliminated in consolidation. For financial reporting purposes, the Company’s investments in the Capital Trusts of $1,744,000 are accounted for under the equity method and, accordingly, are included in other assets on the consolidated balance sheets. The subordinated debentures issued and guaranteed by the Company and held by the Capital Trusts are reflected as debt on the Company’s consolidated balance sheets.

Use of Estimates in the Preparation of Financial Statements

The preparation of financial statements in conformity with accounting principles generally accepted in the United States of America requires Management to make estimates and assumptions that affect the reported amounts of assets and liabilities and disclosure of contingent assets and liabilities at the date of the financial statements and the reported amounts of revenues and expenses during the reporting period. The Company bases its estimates on historical experience and on various other assumptions that are believed to be reasonable under the circumstances, the results of which form the basis for making judgments about the carrying values of assets and liabilities that are not readily apparent from other sources. Actual results may differ from these estimates under different assumptions or conditions.

Segment and Significant Group Concentration of Credit Risk

The Company grants agribusiness, commercial, consumer, and residential loans to customers located throughout California. The Company has a diversified loan portfolio within the business segments located in this geographical area. The Company currently classifies all its operation into one business segment that it denotes as community banking.

Geographical Descriptions

For the purpose of describing the geographical location of the Company’s operations, the Company has defined northern California as that area of California north of, and including, Stockton to the east and San Jose to the west; central California as that area of the state south of Stockton and San Jose, to and including, Bakersfield to the east and San Luis Obispo to the west; and southern California as that area of the state south of Bakersfield and San Luis Obispo.

Business Combinations

The Company accounts for acquisitions of businesses using the acquisition method of accounting. Under the acquisition method, assets acquired and liabilities assumed are recorded at their estimated fair values at the date of acquisition. Management utilizes various valuation techniques including discounted cash flow analyses to determine these fair values. Any excess of the purchase price over amounts allocated to the acquired assets, including identifiable intangible assets, and liabilities assumed is recorded as goodwill.

Cash and Cash Equivalents

For purposes of the consolidated statements of cash flows, cash and cash equivalents include cash on hand, amounts due from banks, and federal funds sold. Net cash flows are reported for loan and deposit transactions and other borrowings.

Non-Marketable and Other Equity Securities

Non-marketable and other equity securities include qualified public welfare investments and venture capital/private equity funds. Our accounting for investments in non-marketable and other equity securities depends on several factors, including the level of ownership, power to control and the legal structure of the subsidiary making the investment. We base our accounting for such securities on: (i) fair value accounting, (ii) measurement alternative for other investments without a readily determinable fair value, and (iii) equity method accounting. During the twelve months ended December 31, 2021 and 2020, the Company recognized net unrealized gains of $718,000 and losses of $64,000, respectively, in the consolidated statements of net income related to changes in the fair value of non-marketable and other equity securities.

Debt Securities

The Company classifies its debt securities into one of three categories: trading, available for sale ("AFS") or held to maturity ("HTM"). Trading securities are bought and held principally for the purpose of selling in the near term and changes in the value of these securities are recorded through earnings. Held

to maturity securities are those securities which the Company has the ability and intent to hold until maturity. These securities are carried at cost adjusted for amortization of premium and accretion of discount, computed by the effective interest method over their contractual lives. All other securities not included in trading or held to maturity are classified as available for sale. AFS securities are recorded at fair value. Unrealized gains and losses, net of the related tax effect, on available for sale securities are reported as a separate component of other accumulated comprehensive income in shareholders' equity until realized. Discounts are amortized or accreted over the expected life of the related investment security as an adjustment to yield using the effective interest method. Premiums on callable debt securities are generally amortized to the earliest call date of the security with the exception of mortgage backed securities, where estimated prepayments, if any, are considered. Dividend and interest income are recognized when earned. Realized gains and losses are derived from the amortized cost of the security sold. The Company did not have any debt securities classified as trading during the three year period ended December 31, 2021.

The Company has made a policy election to exclude accrued interest from the amortized cost basis of debt securities and report accrued interest separately in the consolidated balance sheets. A debt security is placed on nonaccrual status at the time any principal or interest payments become more than 90 days delinquent or if full collection of interest or principal becomes uncertain. Accrued interest for a security placed on nonaccrual is reversed against interest income. There was no accrued interest related to debt securities reversed against interest income for the years ended December 31, 2021, 2020 and 2019.

The Company evaluates available for sale debt securities in an unrealized loss position to determine whether the decline in the fair value below the amortized cost basis (impairment) is due to credit-related factors or noncredit-related factors. Any impairment that is not credit related is recognized in other comprehensive income, net of applicable taxes. Credit-related impairment is recognized as an allowance for credit losses on the balance sheet, limited to the amount by which the amortized cost basis exceeds the fair value, with a corresponding adjustment to earnings. Both the allowance for credit losses and the adjustment to net income may be reversed if conditions change. However, if the Company intends to sell an impaired available for sale debt security or more likely than not will be required to sell such a security before recovering its amortized cost basis, the entire impairment amount is recognized in earnings with a corresponding adjustment to the security's amortized cost basis. In evaluating available for sale debt securities in unrealized loss positions for impairment and the criteria regarding its intent or requirement to sell such securities, the Company considers the extent to which fair value is less than amortized cost, whether the securities are issued by the federal government or its agencies, whether downgrades by bond rating agencies have occurred, and the results of reviews of the issuers' financial condition, among other factors. Changes in the allowance for credit losses are recorded as provision for (or reversal of) credit loss expense. Losses are charged against the ACL when management believes the uncollectability of an available for sale debt security is confirmed or when either of the criteria regarding intent or requirement to sell is met. No security credit losses were recognized during the years ended December 31, 2021, 2020 or 2019.

For HTM debt securities, the Company measures expected credit losses on held-to-maturity debt securities on a collective basis by major security type, then further disaggregated by sector and bond rating. Accrued interest receivable on held-to-maturity (HTM) debt securities is excluded from the estimate of credit losses. The estimate of expected credit losses considers historical credit loss information that is adjusted for current condition and reasonable and supportable forecasts based on current and expected changes in credit ratings and default rates. Based on the implied guarantees of the U. S. Government or its agencies related to certain of these HTM investment securities, and the absence of any historical or expected losses, substantially all qualify for a zero loss assumption. Management has separately evaluated its HTM investment securities from obligations of state and political subdivisions utilizing the historical loss data represented by similar securities over a period of time spanning nearly 50 years. As a result of this evaluation, management determined that the expected credit losses associated with these securities is not significant for financial reporting purposes and therefore, no allowance for credit losses has been recognized during the years ended December 31, 2021, 2020 or 2019.

Restricted Equity Securities

Restricted equity securities represent the Company's investment in the stock of the Federal Home Loan Bank of San Francisco ("FHLB") and are carried at par value, which reasonably approximates its fair value. While technically these are considered equity securities, there is no market for the FHLB stock. Therefore, the shares are considered as restricted investment securities. Management periodically evaluates FHLB stock for other-than-temporary impairment. Management's determination of whether these investments are impaired is based on its assessment of the ultimate recoverability of cost rather than by recognizing temporary declines in value. The determination of whether a decline affects the ultimate recoverability of cost is influenced by criteria such as (1) the significance of any decline in net assets of the FHLB as compared to the capital stock amount for the FHLB and the length of time this situation has persisted, (2) commitments by the FHLB to make payments required by law or regulation and the level of such payments in relation to the operating performance of the FHLB, (3) the impact of legislative and regulatory changes on institutions and, accordingly, the customer base of the FHLB, and (4) the liquidity position of the FHLB.

As a member of the FHLB system, the Bank is required to maintain a minimum level of investment in FHLB stock based on specific percentages of its outstanding mortgages, total assets, or FHLB advances. The Bank may request redemption at par value of any stock in excess of the minimum required investment. Stock redemptions are at the discretion of the FHLB. Both cash and stock dividends are reported as income when received.

Loans Held for Sale

Loans originated and intended for sale in the secondary market are carried at the lower of aggregate cost or fair value, as determined by aggregate outstanding commitments from investors of current investor yield requirements. Net unrealized losses are recognized through a valuation allowance by charges to non-interest income.

Mortgage loans held for sale are generally sold with the mortgage servicing rights retained by the Company. Gains or losses on the sale of loans that are held for sale are recognized at the time of the sale and determined by the difference between net sale proceeds and the net book value of the loans less the estimated fair value of any retained mortgage servicing rights.

Loans

Loans that management has the intent and ability to hold for the foreseeable future or until maturity or payoff are reported at the principal amount outstanding, net of deferred loan fees and costs. Loan origination and commitment fees and certain direct loan origination costs are deferred, and the net amount is amortized as an adjustment to the related loan's yield over the actual life of the loan. Loans on which the accrual of interest has been discontinued are designated as nonaccrual loans.

Loans are placed in nonaccrual status when reasonable doubt exists as to the full, timely collection of interest or principal, or a loan becomes contractually past due by 90 days or more with respect to interest or principal and is not well secured and in the process of collection. When a loan is placed on nonaccrual status, all interest previously accrued but not collected is reversed. Income on such loans is then recognized only to the extent that cash is received and where the future collection of principal is considered probable. Interest accruals are resumed on such loans only when they are brought fully current with respect to interest and principal and when, in the judgment of Management, the loan is estimated to be fully collectible as to both principal and interest. Accrued interest receivable is not included in the calculation of the allowance for credit losses.

Allowance for Credit Losses - Loans

On January 1, 2020, the Company adopted ASU 2016-03 *Financial Instruments — Credit Losses (Topic 326): Measurement of Credit Losses on Financial Instruments*, which replaces the incurred loss methodology and is referred to as the current expected credit loss (CECL) methodology. The measurement of expected credit losses under the CECL methodology is applicable to financial assets measured at amortized costs, including loan receivables and held-to-maturity debt securities. The Company adopted ASC 326 using the modified retrospective method for all financial assets measured at amortized cost and off-balance sheet credit exposures. As a result, the Company recognized an increase in the ACL for loans totaling $18,913,000, including a reclassification of $481,000 from discounts on acquired loans to the allowance for credit losses, as a cumulative effect adjustment from change in accounting policies, with a corresponding decrease in retained earnings, net of $5,449,000 in taxes of $12,983,000.

The allowance for credit losses (ACL) is a valuation account that is deducted from the loan's amortized cost basis to present the net amount expected to be collected on the loans. Loans are charged off against the allowance when management believes the recorded loan balance is confirmed as uncollectible. Expected recoveries do not exceed the aggregate of amounts previously charged-off and expected to be charged-off. Regardless of the determination that a charge-off is appropriate for financial accounting purposes, the Company manages its loan portfolio by continually monitoring, where possible, a borrower's ability to pay through the collection of financial information, delinquency status, borrower discussion and the encouragement to repay in accordance with the original contract or modified terms, if appropriate.

Management estimates the allowance balance using relevant information, from internal and external sources, relating to past events, current conditions, and reasonable and supportable forecasts. The allowance for credit losses is measured on a collective (pool) basis when similar risk characteristics exist. Historical credit loss experience provides the basis for the estimation of expected credit losses, which captures loan balances as of a point in time to form a cohort, then tracks the respective losses generated by that cohort of loans over the remaining life. The Company identified and accumulated loan cohort historical loss data beginning with the fourth quarter of 2008 and through the current period. In situations where the Company's actual loss history was not statistically relevant, the loss history of peers, defined as financial institutions with assets greater than three billion and less than ten billion, were utilized to create a minimum loss rate. Adjustments to historical loss information are made for differences in relevant current loan-specific risk characteristics, such as historical timing of losses relative to the loan origination. In its loss forecasting framework, the Company incorporates forward-looking information through the use of macroeconomic scenarios applied over the forecasted life of the assets. These macroeconomic scenarios incorporate variables that have historically been key drivers of increases and decreases in credit losses. These variables include, but are not limited to changes in environmental conditions, such as California unemployment rates, household debt levels and U.S. gross domestic product.

A loan is considered to be collateral dependent when repayment is expected to be provided substantially through the operation or sale of the collateral. The ACL on collateral dependent loans is measured using the fair value of the underlying collateral, adjusted for costs to sell when applicable, less the amortized cost basis of the financial asset. If the value of underlying collateral is determined to be less than the recorded amount of the loan, a charge-off will be taken. Loans for which the terms have been modified resulting in a concession, and for which the borrower is experiencing financial difficulties, is considered to be a troubled debt restructuring (TDR). The ACL on a TDR is measured using the same method as all other portfolio loans, except when the value of a concession cannot be measured using a method other than the discounted cash flow method. When the value of a concession is measured using the discounted cash flow method, the ACL is determined by discounting the expected future cash flows at the original interest rate of the loan.

The Company has identified the following portfolio segments to evaluate and measure the allowance for credit loss:

Commercial real estate:

- Commercial real estate - Non-owner occupied: These commercial properties typically consist of buildings which are leased to others for their use and rely on rents as the primary source of repayment. Property types are predominantly office, retail, or light industrial but the portfolio also has some special use properties. As such, the risk of loss associated with these properties is primarily driven by general economic changes or changes in regional economies and the impact of such on a tenant's ability to pay. Ultimately this can affect occupancy, rental rates, or both. Additional risk of loss can come from new construction resulting in oversupply, the costs to hold or operate the property, or changes in interest rates. The terms on these loans at origination typically have maturities from five to ten years with amortization periods from fifteen to thirty years.
- Commercial real estate - Owner occupied: These credits are primarily susceptible to changes in the financial condition of the business operated by the property owner. This may be driven by changes in, among other things, industry challenges, factors unique to the operating geography of the borrower, change in the individual fortunes of the business owner, general economic conditions and changes in business cycles. When default is driven by issues related specifically to the business owner, collateral values tend to provide better repayment support and may result in little or no loss. Alternatively, when default is driven more by general economic conditions, the underlying collateral may have devalued more

and thus result in larger losses in the event of default. The terms on these loans at origination typically have maturities from five to ten years with amortization periods from fifteen to thirty years.

- Multifamily: These commercial properties are generally comprised of more than four rentable units, such as apartment buildings, with each unit intended to be occupied as the primary residence for one or more persons. Multifamily properties are also subject to changes in general or regional economic conditions, such as unemployment, ultimately resulting in increased vacancy rates or reduced rents or both. In addition, new construction can create an oversupply condition and market competition resulting in increased vacancy, reduced market rents, or both. Due to the nature of their use and the greater likelihood of tenant turnover, the management of these properties is more intensive and therefore is more critical to the preclusion of loss.
- Farmland: While the Company has few loans that were originated for the purpose of the acquisition of these commercial properties, loans secured by farmland represent unique risks that are associated with the operation of an agricultural businesses. The valuation of farmland can vary greatly over time based on the property's access to resources including but not limited to water, crop prices, foreign exchange rates, government regulation or restrictions, and the nature of ongoing capital investment needed to maintain the quality of the property. Loans secured by farmland typically represent less risk to the Company than other agriculture loans as the real estate typically provides greater support in the event of default or need for longer term repayment.

Consumer loans:

- SFR 1-4 1st DT Liens: The most significant drivers of potential loss within the Company's residential real estate portfolio relate general, regional, or individual changes in economic conditions and their effect on employment and borrowers cash flow. Risk in this portfolio is best measured by changes in borrower credit score and loan-to-value. Loss estimates are based on the general movement in credit score, economic outlook and its effects on employment and the value of homes and the Bank's historical loss experience adjusted to reflect the economic outlook and the unemployment rate.
- SFR HELOCs and Junior Liens: Similar to residential real estate term loans, HELOCs and junior liens performance is also primarily driven by borrower cash flows based on employment status. However, HELOCs carry additional risks associated with the fact that most of these loans are secured by a deed of trust in a position that is junior to the primary lien holder. Furthermore, the risk that as the borrower's financial strength deteriorates, the outstanding balance on these credit lines may increase as they may only be canceled by the Company if certain limited criteria are met. In addition to the allowance for credit losses maintained as a percent of the outstanding loan balance, the Company maintains additional reserves for the unfunded portion of the HELOC.
- Other: The majority of these consumer loans are secured by automobiles, with the remainder primarily unsecured revolving debt (credit cards). These loans are susceptible to three primary risks; non-payment due to income loss, over-extension of credit and, when the borrower is unable to pay, shortfall in collateral value, if any. Typically, non-payment is due to loss of job and will follow general economic trends in the marketplace driven primarily by rises in the unemployment rate. Loss of collateral value can be due to market demand shifts, damage to collateral itself or a combination of those factors. Credit card loans are unsecured and while collection efforts are pursued in the event of default, there is typically limited opportunity for recovery. Loss estimates are based on the general movement in credit score, economic outlook and its effects on employment and the Bank's historical loss experience adjusted to reflect the economic outlook and the unemployment rate.

Commercial and industrial:

- Repayment of these loans is primarily based on the cash flow of the borrower, and secondarily on the underlying collateral provided by the borrower. A borrower's cash flow may be unpredictable, and collateral securing these loans may fluctuate in value. Most often, collateral includes accounts receivable, inventory, or equipment. Collateral securing these loans may depreciate over time, may be difficult to appraise, may be illiquid and may fluctuate in value based on the success of the business. Actual and forecast changes in gross domestic product are believed to be corollary to losses associated with these credits.

Construction:

- While secured by real estate, construction loans represent a greater level of risk than term real estate loans due to the nature of the additional risks associated with the not only the completion of construction within an estimated time period and budget, but also the need to either sell the building or reach a level of stabilized occupancy sufficient to generate the cash flows necessary to support debt service and operating costs. The Company seeks to mitigate the additional risks associated with construction lending by requiring borrowers to comply with lower loan to value ratios and additional covenants as well as strong tertiary support of guarantors. The loss forecasting model applies the historical rate of loss for similar loans over the expected life of the asset as adjusted for macroeconomic factors.

Agriculture production:

- Repayment of agricultural loans is dependent upon successful operation of the agricultural business, which is greatly impacted by factors outside the control of the borrower. These factors include adverse weather conditions, including access to water, that may impact crop yields, loss of livestock due to disease or other factors, declines in market prices for agriculture products, changes in foreign exchange, and the impact of government regulations. In addition, many farms are dependent on a limited number of key individuals whose injury or death may significantly affect the successful operation of the business. Consequently, agricultural production loans may involve a greater degree of risk than other types of loans.

Leases:

- The loss forecasting model applies the historical rate of loss for similar loans over the expected life of the asset. Leases typically represent an elevated level of credit risk as compared to loans secured by real estate as the collateral for leases is often subject to a more rapid rate of depreciation or depletion. The ultimate severity of loss is impacted by the type of collateral securing the exposure, the size of the exposure, the

borrower's industry sector, any guarantors and the geographic market. Assumptions of expected loss are conditioned to the economic outlook and the other variables discussed above.

Unfunded commitments:

- The estimated credit losses associated with these unfunded lending commitments is calculated using the same models and methodologies noted above and incorporate utilization assumptions at time of default. The reserve for unfunded commitments is maintained on the consolidated balance sheet in other liabilities.

Real Estate Owned

Real estate owned (REO) includes assets acquired through, or in lieu of, loan foreclosure. REO is held for sale and are initially recorded at fair value less estimated costs to sell at the date of acquisition, establishing a new cost basis. Physical possession of residential real estate property collateralizing a consumer mortgage loan occurs when legal title is obtained upon completion of foreclosure or when the borrower conveys all interest in the property to satisfy the loan through completion of a deed in lieu of foreclosure or through a similar legal agreement. Any write-downs based on the asset's fair value less costs to sell at the date of acquisition are charged to the allowance for loan and lease losses. Any recoveries based on the asset's fair value less estimated costs to sell in excess of the recorded value of the loan at the date of acquisition are recorded to the allowance for loan and lease losses. These assets are subsequently accounted for at lower of cost or fair value less estimated costs to sell. If fair value declines subsequent to foreclosure, a valuation allowance is recorded through expense. Operating costs after acquisition are expensed. Revenue and expenses from operations and changes in the valuation allowance are included in other non-interest expense, along with the gain or loss on sale of REO.

Premises and Equipment

Land is carried at cost. Land improvements, buildings and equipment, including those acquired under capital lease, are stated at cost less accumulated depreciation and amortization. Depreciation and amortization expenses are computed using the straight-line method over the shorter of the estimated useful lives of the related assets or lease terms. Asset lives range from 3-10 years for furniture and equipment and 15-40 years for land improvements and buildings.

Company Owned Life Insurance

The Company has purchased life insurance policies on certain key executives. 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.

As a result of current tax law and the nature of these policies, the Bank records any increase in cash value of these policies as nontaxable non-interest income. If the Bank decided to surrender any of the policies prior to the death of the insured, such surrender may result in a tax expense related to the life-to-date cumulative increase in cash value of the policy. If the Bank retains such policies until the death of the insured, the Bank would receive nontaxable proceeds from the insurance company equal to the death benefit of the policies. The Bank has entered into Joint Beneficiary Agreements (JBAs) with certain of the insured that provide some level of sharing of the death benefit, less the cash surrender value, among the Bank and the beneficiaries of the insured upon the receipt of death benefits.

Goodwill, Other Intangible and Long-Lived Assets

Goodwill represents the excess of costs over fair value of net assets of businesses acquired from a business combination. The Company has an identifiable intangible asset consisting of core deposit intangibles ("CDI"). CDI are amortized over their respective estimated useful lives and reviewed periodically for impairment. Goodwill and other intangible assets acquired in a business combination and determined to have an indefinite useful life are not amortized, but instead tested for impairment at least annually. Other intangible assets with estimable useful lives are amortized over their respective estimated useful lives to their estimated residual values, and reviewed periodically for impairment.

As of September 30 of each year, goodwill is tested for impairment, and is tested for impairment more frequently if events and circumstances indicate that the asset might be impaired. An impairment loss is recognized to the extent that the carrying amount exceeds the asset's fair value.

Long-lived assets, such as premises and equipment, and purchased intangibles subject to amortization, are reviewed for impairment whenever events or changes in circumstances indicate that the carrying amount of an asset may not be recoverable. Recoverability of assets to be held and used is measured by a comparison of the carrying amount of an asset to estimated undiscounted future cash flows expected to be generated by the asset. If the carrying amount of an asset exceeds its estimated future cash flows, an impairment charge is recognized by the amount by which the carrying amount of the asset exceeds the fair value of the asset. Assets to be disposed of would be separately presented in the balance sheet and reported at the lower of the carrying amount or fair value less costs to sell, and are no longer depreciated. The assets and liabilities of a disposed group classified as held for sale would be presented separately in the appropriate asset and liability sections of the consolidated balance sheet.

Mortgage Servicing Rights

Mortgage servicing rights ("MSR") represent the Company's right to a future stream of cash flows based upon the contractual servicing fee associated with servicing mortgage loans. Our MSR arise from residential and commercial mortgage loans that we originate and sell, but retain the right to service the loans. The net gain from the retention of the servicing right is included in gain on sale of loans in non-interest income when the loan is sold. Fair value is based on market prices for comparable mortgage servicing contracts, when available, or alternatively, is based on a valuation model that calculates the present value of estimated future net servicing income. The valuation model incorporates assumptions that market participants would use in estimating future net servicing income, such as the cost to service, the discount rate, the custodial earnings rate, an inflation rate, ancillary income, prepayment speeds and default rates and losses. Servicing fees, when earned, and changes in fair value of the MSR, are recorded in non-interest income.

The Company accounts for MSR at fair value. The determination of fair value of our MSR requires management judgment because they are not actively traded. The determination of fair value for MSR requires valuation processes which combine the use of discounted cash flow models and extensive analysis of current market data to arrive at an estimate of fair value. The cash flow and prepayment assumptions used in our discounted cash flow model are based on empirical data drawn from the historical performance of our MSR, which we believe are consistent with assumptions used by market participants valuing similar MSR, and from data obtained on the performance of similar MSR. The key assumptions used in the valuation of MSR include mortgage prepayment speeds and the discount rate. These variables can, and generally will, change from quarter to quarter as market conditions and projected interest rates change. The key risks inherent with MSR are prepayment speed and changes in interest rates.

Leases

The Company records a right-of-use asset ("ROUA") on the consolidated balance sheets for those leases that convey rights to control use of identified assets for a period of time in exchange for consideration. The Company is also required to record a lease liability on the consolidated balance sheets for the present value of future payment commitments. Substantially all of the Company's leases are comprised of operating leases in which the Company is lessee of real estate property for branches, ATM locations, and general administration and operations. The Company has elected not to include short-term leases (i.e. leases with initial terms of twelve months or less) within the ROUA and lease liability. Known or determinable adjustments to the required minimum future lease payments are included in the calculation of the Company's ROUA and lease liability. Adjustments to the required minimum future lease payments that are variable and will not be determinable until a future period, such as changes in the consumer price index, are included as variable lease costs. Additionally, expected variable payments for common area maintenance, taxes and insurance are not unknown and not determinable at lease commencement and therefore, are not included in the determination of the Company's ROUA or lease liability.

The value of the ROUA and lease liability is impacted by the amount of the periodic payment required, length of the lease term, and the discount rate used to calculate the present value of the minimum lease payments. The Company's lease agreements often include one or more options to renew at the Company's discretion. If at lease inception, the Company considers the exercising of a renewal option to be reasonably certain, the Company will include the extended term in the calculation of the ROU asset and lease liability. The Company uses the rate implicit in the lease whenever this rate is readily determinable. As this rate is rarely determinable, the Company utilizes its incremental borrowing rate at lease inception, on a collateralized basis, over a similar term.

Off-Balance Sheet Credit Related Financial Instruments

In the ordinary course of business, the Company has entered into commitments to extend credit, including commitments under credit card arrangements, commercial letters of credit, and standby letters of credit. Such financial instruments are recorded when they are funded.

Low Income Housing Tax Credits

The Company accounts for low income housing tax credits and the related qualified affordable housing projects using the proportional amortization method. Under the proportional amortization method, the Company amortizes the initial cost of the investment in proportion to the tax credits and other tax benefits received and recognizes the net investment performance in the income statement as a component of income tax expense (benefit). Upon entering into a qualified affordable housing project, the Company records, in other liabilities, the entire amount that it has agreed to invest in the project, and an equal amount, in other assets, representing its investment in the project. As the Company disburses cash to satisfy its investment obligation, other liabilities are reduced. Over time, as the tax credits and other tax benefits of the project are realized by the Company, the investment recorded in other assets is reduced using the proportional amortization method.

Income Taxes

The Company's accounting for income taxes is based on an asset and liability approach. The Company recognizes the amount of taxes payable or refundable for the current year, and deferred tax assets and liabilities for the future tax consequences that have been recognized in its financial statements or tax returns. The measurement of tax assets and liabilities is based on the provisions of enacted tax laws. A valuation allowance, if needed, reduces deferred tax assets to the expected amount most likely to be realized. Realization of deferred tax assets is dependent upon the generation of a sufficient level of future taxable income and recoverable taxes paid in prior years. Although realization is not assured, management believes it is more likely than not that all of the deferred tax assets will be realized.

A tax position is recognized as a benefit only if it is "more likely than not" that the tax position would be sustained in a tax examination, with a tax examination being presumed to occur. The amount recognized is the largest amount of tax benefit that is greater than 50% likely of being realized on examination. For tax positions not meeting the "more likely than not" test, no tax benefit is recorded. Interest and/or penalties related to income taxes are reported as a component of non-interest income.

Share-Based Compensation

Compensation cost is recognized for stock options and restricted stock awards issued to employees and directors, based on the fair value of the awards at the date of grant. The estimate of the fair value of stock options and performance based restricted awards are based on a Black-Scholes or Monte Carlo model, respectively, while the market price of the common stock at the date of grant is used for time based restricted awards. Compensation cost is recognized over the required service period, generally defined as the vesting or measurement period. The Company's accounting policy is to recognize forfeitures as they occur.

Earnings per Share

Basic earnings per share represents income available to common shareholders divided by the weighted-average number of common shares outstanding during the period. There are no unvested share-based payment awards that contain rights to nonforfeitable dividends (participating securities). Diluted earnings per share reflects additional common shares that would have been outstanding if dilutive potential common shares had been issued, as well as any adjustments to income that would result from assumed issuance. Potential common shares that may be issued by the Company relate solely from outstanding stock options and restricted stock units, and are determined using the treasury stock method.

Revenue Recognition

The Company records revenue from contracts with customers in accordance with Accounting Standards Codification Topic 606, "Revenue from Contracts with Customers" ("Topic 606"). Under Topic 606, the Company must identify the contract with a customer, identify the performance obligations in the contract, determine the transaction price, allocate the transaction price to the performance obligations in the contract, and recognize revenue when (or as) the Company satisfies a performance obligation.

Most of our revenue-generating transactions are not subject to Topic 606, including revenue generated from financial instruments, such as our loans and investment securities. In addition, certain non-interest income streams such as fees associated with mortgage servicing rights, financial guarantees, derivatives, and certain credit card fees are also not in scope of the new guidance. The Company's non-interest revenue streams are largely based on transactional activity, or standard month-end revenue accruals such as asset management fees based on month-end market values. Consideration is often received immediately or shortly after the Company satisfies its performance obligation and revenue is recognized. The Company does not typically enter into long-term revenue contracts with customers, and therefore, does not experience significant contract balances. As of December 31, 2021 and December 31, 2020, the Company did not have any significant contract balances. The Company has evaluated the nature of its revenue streams and determined that further disaggregation of revenue into more granular categories beyond what is presented in Note 18 was not necessary. The following are descriptions of revenues within the scope of ASC 606.

Deposit service charges

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

Debit and ATM interchange fees

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

Commission on sale of non-deposit investment products

Commissions on sale of non-deposit investment products consist of fees earned from advisory asset management, trade execution and administrative fees from investments. Advisory asset management fees are variable, since they are based on the underlying portfolio value, which is subject to market conditions and asset flows. Advisory asset management fees are recognized quarterly and are based on the portfolio values at the end of each quarter. Brokerage accounts are charged commissions at the time of a transaction and the commission schedule is based upon the type of security and quantity. In addition, revenues are earned from selling insurance and annuity policies. The amount of revenue earned is determined by the value and type of each instrument sold and is recognized at the time the policy or contract is written.

Merchant fee income

Merchant fee income represents fees earned by the Company for card payment services provided to its merchant customers. The Company outsources these services to a third party to provide card payment services to these merchants. The third party provider passes the payments made by the merchants through to the Company. The Company, in turn, pays the third party provider for the services it provides to the merchants. These payments to the third party provider are recorded as expenses as a net reduction against fee income. In addition, a portion of the payment received represents interchange fees which are passed through to the card issuing bank. Income is primarily earned based on the dollar volume and number of transactions processed. The performance obligation is satisfied and the related fee is earned when each payment is accepted by the processing network.

Gain/loss on other real estate owned, net

The Company records a gain or loss from the sale of other real estate owned when control of the property transfers to the buyer, which generally occurs at the time of an executed deed of trust. When the Company finances the sale of other real estate owned to the buyer, the Company assesses whether the buyer is committed to perform their obligations under the contract and whether collectability of the transaction price is probable. Once these criteria are

met, the other real estate owned asset is derecognized and the gain or loss on sale is recorded upon the transfer of control of the property to the buyer. In determining the gain or loss on sale, the Company adjusts the transaction price and related gain or loss on sale if a significant financing component is present. Gains or losses from transactions associated with other real estate owned are recorded as a component of non-interest expense.

Reclassifications

Certain amounts reported in previous consolidated financial statements have been reclassified and recalculated to conform to the presentation in this report. These reclassifications did not affect previously reported amounts of net income, total assets or total shareholders' equity.

Note 2 - New Accounting Pronouncements

Accounting Standards Adopted in 2021

On January 1, 2021, the Company adopted ASU 2019-12, Income Taxes (Topic 740): Simplifying the Accounting for Income Taxes. This ASU simplified the accounting for income taxes by removing certain exceptions to the general principles in Topic 740. The guidance also promoted consistent application and simplification of GAAP for other areas of Topic 740 by clarifying and amending existing guidance. ASU 2019-12 did not have a significant impact on the Company's consolidated financial statements.

On January 1, 2021, the Company adopted ASU No. 2020-10, *"Codification Improvements"* to address suggestions received from stakeholders on the Accounting Standards Codification and to make other incremental improvements to GAAP. ASU 2020-10 did not have a significant impact on the Company's consolidated financial statements.

In August 2021, FASB issued ASU 2021-06, Presentation of Financial Statements (Topic 205), Financial Services—Depository and Lending (Topic 942), and Financial Services—Investment Companies (Topic 946): Amendments to SEC Paragraphs Pursuant to SEC Final Rule Releases No. 33-10786, Amendments to Financial Disclosures about Acquired and Disposed Businesses, and No. 33-10835, Update of Statistical Disclosures for Bank and Savings and Loan Registrants. This ASU updates certain GAAP annual and interim disclosure requirements to conform with SEC disclosure updates to Guide 3 "Statistical Disclosure by Bank Holding Companies." Amendments in this ASU were effective for the Company's annual disclosures for fiscal year ending December 31, 2021. The Company's existing annual disclosure report (10-K) largely complied with the impacted updates to Guide 3 requirements, with limited changes made to Management's Discussion and Analysis section of the 10-K.

Accounting Standards Pending Adoption

In March 2020, the FASB issued ASU 2020-04, *Reference Rate Reform (Topic 848): Facilitation of the Effects of Reference Rate Reform on Financial Reporting.* This ASU provides temporary optional guidance to ease the potential burden in accounting for reference rate reform by providing optional expedients and exceptions for applying generally accepted accounting principles (GAAP) to contracts, hedging relationships, and other transactions affected if certain criteria are met. The amendments in this Update apply only to contracts, hedging relationships, and other transactions that reference LIBOR or another reference rate expected to be discontinued because of reference rate reform. The election to apply the optional relief for existing fair value and cash flow hedge accounting relationships may be made on a hedge-by-hedge basis and across multiple reporting periods. Amendments in this ASU are effective for the Company through December 31, 2022. As the Company has an insignificant number of instruments that are applicable to this ASU, management has determined that no impact to the valuations of these instruments are applicable for financial reporting purposes.

Note 3 – Investment Securities

The amortized cost and estimated fair values of investment securities classified as available for sale and held to maturity are summarized in the following tables:

	December 31, 2021			
	Amortized Cost	Gross Unrealized Gains	Gross Unrealized Losses	Estimated Fair Value
	(in thousands)			
Debt Securities Available for Sale				
Obligations of U.S. government agencies	$ 1,260,226	$ 8,193	$ (11,030)	$ 1,257,389
Obligations of states and political subdivisions	187,197	5,832	(785)	192,244
Corporate bonds	6,722	34	—	6,756
Asset backed securities	754,185	2,354	(4,990)	751,549
Total debt securities available for sale	$ 2,208,330	$ 16,413	$ (16,805)	$ 2,207,938
Debt Securities Held to Maturity				
Obligations of U.S. government agencies	192,068	8,131	—	200,199
Obligations of states and political subdivisions	7,691	250	—	7,941
Total debt securities held to maturity	$ 199,759	$ 8,381	$ —	$ 208,140

There was no allowance for credit losses recorded for the held to maturity debt portfolio as of or for the years ended December 31, 2021 and 2020.

	December 31, 2020			
	Amortized Cost	Gross Unrealized Gains	Gross Unrealized Losses	Estimated Fair Value
	(in thousands)			
Debt Securities Available for Sale				
Obligations of U.S. government agencies	$ 795,555	$ 17,710	$ (891)	$ 812,374
Obligations of states and political subdivisions	123,347	5,748	—	129,095
Corporate bonds	2,459	85	—	2,544
Asset backed securities	473,720	1,682	(5,151)	470,251
Total debt securities available for sale	$ 1,395,081	$ 25,225	$ (6,042)	$ 1,414,264
Debt Securities Held to Maturity				
Obligations of U.S. government agencies	$ 273,667	$ 13,774	$ —	$ 287,441
Obligations of states and political subdivisions	10,896	389	—	11,285
Total debt securities held to maturity	$ 284,563	$ 14,163	$ —	$ 298,726

There were no sales of debt securities during the year ended December 31, 2021. During 2020, proceeds from sales of debt securities were $229,000, resulting in a gross gains of $7,000. Investment securities with an aggregate carrying value of $423,892,000 and $429,049,000 at December 31, 2021 and 2020, respectively, were pledged as collateral for specific borrowings, lines of credit and local agency deposits.

The amortized cost and estimated fair value of debt securities at December 31, 2021 by contractual maturity are shown below. Actual maturities may differ from contractual maturities because borrowers may have the right to call or prepay obligations with or without call or prepayment penalties. At December 31, 2021, obligations of U.S. government and agencies with an amortized cost basis totaling $1,254,790,000 consist almost entirely of residential real estate mortgage-backed securities whose contractual maturity, or principal repayment, will follow the repayment of the underlying mortgages. For purposes of the following table, the entire outstanding balance of these mortgage-backed securities issued by U.S. government corporations and agencies is categorized based on final maturity date. At December 31, 2021, the Company estimates the average remaining life of these mortgage-backed securities issued by U.S. government corporations and agencies to be approximately 4.88 years. Average remaining life is defined as the time span after which the principal balance has been reduced by half.

Debt Securities	Available for Sale		Held to Maturity	
(In thousands)	Amortized Cost	Estimated Fair Value	Amortized Cost	Estimated Fair Value
Due in one year	$ 7,601	$ 7,645	$ —	$ —
Due after one year through five years	131,657	130,955	1,766	1,890
Due after five years through ten years	341,925	342,606	16,612	17,090
Due after ten years	1,727,147	1,726,732	181,381	189,160
Totals	$ 2,208,330	$ 2,207,938	$ 199,759	$ 208,140

Gross unrealized losses on investment securities and the fair value of the related securities, aggregated by investment category and length of time that individual securities have been in a continuous unrealized loss position, were as follows:

	Less than 12 months		12 months or more		Total	
	Fair Value	Unrealized Loss	Fair Value	Unrealized Loss	Fair Value	Unrealized Loss
December 31, 2021	(in thousands)					
Debt Securities Available for Sale						
Obligations of U.S. government agencies	$ 947,108	$ (9,737)	$ 44,086	$ (1,293)	$ 991,194	$ (11,030)
Obligations of states and political subdivisions	56,153	(785)	—	—	56,153	(785)
Asset backed securities	389,837	(4,118)	109,748	(872)	499,585	(4,990)
Total debt securities available for sale	$ 1,393,098	$ (14,640)	$ 153,834	$ (2,165)	$ 1,546,932	$ (16,805)

December 31, 2020	Less than 12 months		12 months or more		Total	
	Fair Value	Unrealized Loss	Fair Value	Unrealized Loss	Fair Value	Unrealized Loss
	(in thousands)					
Debt Securities Available for Sale						
Obligations of U.S. government agencies	$ 160,543	$ (891)	$ —	$ —	$ 160,543	$ (891)
Obligations of states and political subdivisions	—	—	—	—	—	—
Asset backed securities	51,544	(441)	297,020	(4,710)	348,564	(5,151)
Total securities available for sale	$ 212,087	$ (1,332)	$ 297,020	$ (4,710)	$ 509,107	$ (6,042)

Obligations of U.S. government corporations and agencies: Unrealized losses on investments in obligations of U.S. government corporations and agencies are caused by interest rate increases. The contractual cash flows of these securities are guaranteed by U.S. Government Sponsored Entities (principally Fannie Mae and Freddie Mac). It is expected that the securities would not be settled at a price less than the amortized cost of the investment. Because the decline in fair value is attributable to changes in interest rates and not credit quality, and because the Company does not intend to sell and more likely than not will not be required to sell, these investments are not considered other-than-temporarily impaired. At December 31, 2021, 49 debt securities representing obligations of U.S. government corporations and agencies had unrealized losses with aggregate depreciation of 1.10% from the Company's amortized cost basis.

Obligations of states and political subdivisions: The unrealized losses on investments in obligations of states and political subdivisions were caused by increases in required yields by investors in these types of securities. It is expected that the securities would not be settled at a price less than the amortized cost of the investment. Because the decline in fair value is attributable to changes in interest rates and not credit quality, and because the Company does not intend to sell and more likely than not will not be required to sell, these investments are not considered other-than-temporarily impaired. At December 31, 2021, 33 debt security representing obligations of states and political subdivisions had unrealized losses with aggregate depreciation of 1.38% from the Company's amortized cost basis.

Asset backed securities: The unrealized losses on investments in asset backed securities were caused by increases in required yields by investors in these types of securities. At the time of purchase, each of these securities were rated AA or AAA and through December 31, 2021 have not experienced any deterioration in credit rating. The Company continues to monitor these securities for changes in credit rating or other indications of credit deterioration. Because management believes the decline in fair value is attributable to changes in interest rates and not credit quality, and because the Company does not intend to sell and more likely than not will not be required to sell, these investments are not considered other-than-temporarily impaired. At December 31, 2021, 35 asset backed securities had unrealized losses with aggregate depreciation of 0.99% from the Company's amortized cost basis.

Marketable equity securities: As there were no sales of marketable equity securities, all unrealized gains or losses recognized during the reporting period were for equity securities still held as of the end of the reporting period.

Note 4 – Loans

A summary of loan balances follows:

(in thousands)	December 31, 2021	December 31, 2020
Commercial real estate:		
CRE non-owner occupied	$ 1,603,141	$ 1,535,555
CRE owner occupied	706,307	624,375
Multifamily	823,500	639,480
Farmland	173,106	152,492
Total commercial real estate loans	3,306,054	2,951,902
Consumer:		
SFR 1-4 1st DT liens	666,960	546,592
SFR HELOCs and junior liens	337,513	327,484
Other	67,078	78,032
Total consumer loans	1,071,551	952,108
Commercial and industrial	259,355	526,327
Construction	222,281	284,842
Agriculture production	50,811	44,164
Leases	6,572	3,784
Total loans, net of deferred loan fees and discounts	$ 4,916,624	$ 4,763,127
Total principal balance of loans owed, net of charge-offs	$ 4,946,653	$ 4,805,596
Unamortized net deferred loan fees	(13,922)	(16,984)
Discounts to principal balance of loans owed, net of charge-offs	(16,107)	(25,485)
Total loans, net of unamortized deferred loan fees and discounts	$ 4,916,624	$ 4,763,127
Allowance for credit losses	$ (85,376)	$ (91,847)

In March 2020, the Small Business Administration ("SBA") Paycheck Protection Program ("PPP") was created to help small businesses keep workers employed during the COVID-19 crisis. As of December 31, 2021 and 2020, the total gross balance outstanding of PPP loans, which are included in commercial and industrial loans above, was $63,311,000 and $333,982,000, respectively, as compared to total PPP originations of $640,410,000. As of December 31, 2021, there was approximately $2,164,000 in net deferred fee income remaining to be recognized. During the twelve months ended December 31, 2021, the Company recognized $14,148,000 in fees on PPP loans, as compared with $7,760,000 for the same period ended December 31, 2020.

Note 5 – Allowance for Credit Losses

The allowance for credit losses (ACL) was $85,376,000 as of December 31, 2021 as compared to $91,847,000 at December 31, 2020. Changes in loan volume and changes in credit quality associated with levels of classified, past due and non-performing loans in addition to changes in qualitative factors, result in the need for changes in the balance of the allowance for credit losses. In addition to the quantitative loan portfolio credit quality characteristics which are illustrated in the following tabular disclosures, the Company's expected credit loss methodology incorporates the use of qualitative factors. The two most critical qualitative factors utilized by the Company include the actual and forecasted changes in both California unemployment and U.S. gross domestic product. During the year ended December 31, 2021, both the quantitative and qualitative factors improved which resulted in a decrease in the related components of the allowance for credit losses, despite the increases in non-PPP loan balances outstanding. The table below sets forth the components of the Company's allowance for credit losses as of the dates indicated.

(dollars in thousands)	December 31, 2021	December 31, 2020
Allowance for credit losses:		
Qualitative and forecast factor allowance	$ 59,855	$ 61,935
Quantitative (Cohort) model allowance reserves	24,539	28,462
Total allowance for credit losses	84,394	90,397
Allowance for individually evaluated loans	982	1,450
Allowance for PCD loan losses	—	—
Total allowance for credit losses	$ 85,376	$ 91,847

The following tables summarize the activity in the allowance for loan losses, and ending balance of loans, net of unearned fees for the periods indicated.

	Allowance for Credit Losses – December 31, 2021				
(in thousands)	Beginning Balance	Charge-offs	Recoveries	Provision for (Benefit from) Credit Losses	Ending Balance
Commercial real estate:					
CRE non-owner occupied	$ 29,380	$ —	$ 12	$ (3,653)	$ 25,739
CRE owner occupied	10,861	(18)	794	(946)	10,691
Multifamily	11,472	—	—	923	12,395
Farmland	1,980	(126)	—	461	2,315
Total commercial real estate loans	53,693	(144)	806	(3,215)	51,140
Consumer:					
SFR 1-4 1st DT liens	10,117	(145)	13	738	10,723
SFR HELOCs and junior liens	11,771	(29)	1,127	(2,359)	10,510
Other	3,260	(577)	361	(803)	2,241
Total consumer loans	25,148	(751)	1,501	(2,424)	23,474
Commercial and industrial	4,252	(1,470)	755	325	3,862
Construction	7,540	(27)	—	(1,846)	5,667
Agriculture production	1,209	—	24	(18)	1,215
Leases	5	—	—	13	18
Allowance for credit losses on loans	91,847	(2,392)	3,086	(7,165)	85,376
Reserve for unfunded commitments	3,400	—	—	390	3,790
Total	$ 95,247	$ (2,392)	$ 3,086	$ (6,775)	$ 89,166

(in thousands)	Allowance for Credit Losses – December 31, 2020 Beginning Balance	Impact of CECL Adoption	Charge-offs	Recoveries	Provision for (Benefit from) Credit Losses	Ending Balance
Commercial real estate:						
CRE non-owner occupied	$ 5,948	$ 6,701	$ —	$ 198	$ 16,533	$ 29,380
CRE owner occupied	2,027	2,281	—	28	6,525	10,861
Multifamily	3,352	2,281	—	—	5,839	11,472
Farmland	668	585	(182)	—	909	1,980
Total commercial real estate loans	11,995	11,848	(182)	226	29,806	53,693
Consumer:						
SFR 1-4 1st DT liens	2,306	2,675	(13)	416	4,733	10,117
SFR HELOCs and junior liens	6,183	4,638	(116)	304	762	11,771
Other	1,595	971	(670)	347	1,017	3,260
Total consumer loans	10,084	8,284	(799)	1,067	6,512	25,148
Commercial and industrial	4,867	(1,961)	(774)	568	1,552	4,252
Construction	3,388	933	—	—	3,219	7,540
Agriculture production	261	(179)	—	24	1,103	1,209
Leases	21	(12)	—	—	(4)	5
Allowance for loan losses	30,616	18,913	(1,755)	1,885	42,188	91,847
Reserve for unfunded commitments	2,775	—	—	—	625	3,400
Total	$ 33,391	$ 18,913	$ (1,755)	$ 1,885	$ 42,813	$ 95,247

(in thousands)	Allowance for Loan Losses – December 31, 2019 Beginning Balance	Charge-offs	Recoveries	Provision for (Benefit from) Credit Losses	Ending Balance
Commercial real estate:					
CRE non-owner occupied	$ 7,401	$ —	$ 1,486	$ (2,939)	$ 5,948
CRE owner occupied	2,711	(746)	42	20	2,027
Multifamily	2,429	—	—	923	3,352
Farmland	403	—	—	265	668
Total commercial real estate loans	12,944	(746)	1,528	(1,731)	11,995
Consumer:					
SFR 1-4 1st DT liens	2,676	(2)	54	(422)	2,306
SFR HELOCs and junior liens	7,582	(3)	935	(2,331)	6,183
Other	793	(765)	321	1,246	1,595
Total consumer loans	11,051	(770)	1,310	(1,507)	10,084
Commercial and industrial	5,610	(2,104)	513	848	4,867
Construction	2,497	—	—	891	3,388
Agriculture production	480	(19)	12	(212)	261
Leases	—	—	—	21	21
Allowance for loan losses	$ 32,582	$ (3,639)	$ 3,363	$ (1,690)	$ 30,616
	Reserve for Unfunded Commitments - December 31, 2019				
Reserve for unfunded commitments	$ 2,575	$ —	$ —	$ 200	$ 2,775

As part of the on-going monitoring of the credit quality of the Company's loan portfolio, management tracks certain credit quality indicators including, but not limited to, trends relating to (i) the level of criticized and classified loans, (ii) net charge-offs, (iii) non-performing loans, and (iv) delinquency within the portfolio. The Company analyzes loans individually to classify the loans as to credit risk and grading. This analysis is performed annually for all outstanding balances greater than $1,000,000 and non-homogeneous loans, such as commercial real estate loans, unless other indicators, such as delinquency, trigger more frequent evaluation. Loans below the $1,000,000 threshold and homogenous in nature are evaluated as needed for proper grading based on delinquency and borrower credit scores.

Collateral values may be determined by appraisals obtained through Bank approved, licensed appraisers, qualified independent third parties, public value information (blue book values for autos), sales invoices, or other appropriate means. Appropriate valuations are obtained at initiation of the credit and periodically (every 3-12 months depending on collateral type) once repayment is questionable and the loan has been classified.

The Company utilizes a risk grading system to assign a risk grade to each of its loans. Loans are graded on a scale ranging from Pass to Loss. A description of the general characteristics of the risk grades is as follows:

- *Pass* – This grade represents loans ranging from acceptable to very little or no credit risk. These loans typically meet most if not all policy standards in regard to: loan amount as a percentage of collateral value, debt service coverage, profitability, leverage, and working capital.
- *Special Mention* – This grade represents "Other Assets Especially Mentioned" in accordance with regulatory guidelines and includes loans that display some potential weaknesses which, if left unaddressed, may result in deterioration of the repayment prospects for the asset or may inadequately protect the Company's position in the future. These loans warrant more than normal supervision and attention.
- *Substandard* – This grade represents "Substandard" loans in accordance with regulatory guidelines. Loans within this rating typically exhibit weaknesses that are well defined to the point that repayment is jeopardized. Loss potential is, however, not necessarily evident. The underlying collateral supporting the credit appears to have sufficient value to protect the Company from loss of principal and accrued interest, or the loan has been written down to the point where this is true. There is a definite need for a well-defined workout/rehabilitation program.
- *Doubtful* – This grade represents "Doubtful" loans in accordance with regulatory guidelines. An asset classified as Doubtful has all the weaknesses inherent in a loan classified Substandard with the added characteristic that the weaknesses make collection or liquidation in full, on the basis of currently existing facts, conditions and values, highly questionable and improbable. Pending factors include proposed merger, acquisition, or liquidation procedures, capital injection, perfecting liens on additional collateral, and financing plans.
- *Loss* – This grade represents "Loss" loans in accordance with regulatory guidelines. A loan classified as Loss is considered uncollectible and of such little value that its continuance as a bankable asset is not warranted. This classification does not mean that the loan has absolutely no recovery or salvage value, but rather that it is not practical or desirable to defer writing off the loan, even though some recovery may be affected in the future. The portion of the loan that is graded loss should be charged off no later than the end of the quarter in which the loss is identified.

The following tables present ending loan balances by loan category and risk grade for the periods indicated:

	Term Loans Amortized Cost Basis by Origination Year - As of December 31, 2021								
(in thousands)	2021	2020	2019	2018	2017	Prior	Revolving Loans Amortized Cost Basis	Revolving Loans Converted to Term	Total
Commercial real estate:									
CRE non-owner occupied risk ratings									
Pass	$ 275,305	$ 127,299	$ 199,764	$ 133,046	$ 224,581	$ 543,430	$ 49,899	$ —	$1,553,324
Special Mention	—	—	8,386	399	4,390	20,612	1,732	—	35,519
Substandard	—	—	—	1,382	739	12,177	—	—	14,298
Doubtful/Loss	—	—	—	—	—	—	—	—	—
Total CRE non-owner occupied risk ratings	$ 275,305	$ 127,299	$ 208,150	$ 134,827	$ 229,710	$ 576,219	$ 51,631	$ —	$1,603,141
Commercial real estate:									
CRE owner occupied risk ratings									
Pass	$ 178,092	$ 104,571	$ 63,979	$ 48,721	$ 55,399	$ 203,431	$ 22,745	$ —	$ 676,938
Special Mention	15,515	—	—	289	2,964	3,833	—	—	22,601
Substandard	—	—	858	1,214	455	4,241	—	—	6,768
Doubtful/Loss	—	—	—	—	—	—	—	—	—
Total CRE owner occupied risk ratings	$ 193,607	$ 104,571	$ 64,837	$ 50,224	$ 58,818	$ 211,505	$ 22,745	$ —	$ 706,307

(in thousands)	Term Loans Amortized Cost Basis by Origination Year - As of December 31, 2021 2021	2020	2019	2018	2017	Prior	Revolving Loans Amortized Cost Basis	Revolving Loans Converted to Term	Total
Commercial real estate:									
Multifamily risk ratings									
Pass	$ 278,942	$ 100,752	$ 71,822	$ 109,374	$ 85,932	$ 146,984	$ 25,236	$ —	$ 819,042
Special Mention	—	—	—	—	—	—	—	—	—
Substandard	—	—	4,305	—	—	153	—	—	4,458
Doubtful/Loss	—	—	—	—	—	—	—	—	—
Total multifamily loans	$ 278,942	$ 100,752	$ 76,127	$ 109,374	$ 85,932	$ 147,137	$ 25,236	$ —	$ 823,500
Commercial real estate:									
Farmland risk ratings									
Pass	$ 43,601	$ 17,399	$ 20,223	$ 15,119	$ 9,129	$ 18,455	$ 37,612	$ —	$ 161,538
Special Mention	—	—	—	—	1,197	2,519	1,491	—	5,207
Substandard	—	—	2,895	—	578	1,371	1,517	—	6,361
Doubtful/Loss	—	—	—	—	—	—	—	—	—
Total farmland loans	$ 43,601	$ 17,399	$ 23,118	$ 15,119	$ 10,904	$ 22,345	$ 40,620	$ —	$ 173,106
Consumer loans:									
SFR 1-4 1st DT liens risk ratings									
Pass	$ 268,743	$ 159,860	$ 40,661	$ 30,880	$ 36,197	$ 113,519	$ —	$ 3,527	$ 653,387
Special Mention	—	—	286	3,282	416	1,476	—	383	5,843
Substandard	1,103	—	—	1,089	256	4,758	—	524	7,730
Doubtful/Loss	—	—	—	—	—	—	—	—	—
Total SFR 1st DT liens	$ 269,846	$ 159,860	$ 40,947	$ 35,251	$ 36,869	$ 119,753	$ —	$ 4,434	$ 666,960
Consumer loans:									
SFR HELOCs and Junior Liens risk ratings									
Pass	$ 494	$ —	$ —	$ —	$ —	$ 185	$ 317,381	$ 9,675	$ 327,735
Special Mention	—	—	—	—	—	53	3,655	832	4,540
Substandard	—	—	—	—	—	2	4,164	1,072	5,238
Doubtful/Loss	—	—	—	—	—	—	—	—	—
Total SFR HELOCs and Junior Liens	$ 494	$ —	$ —	$ —	$ —	$ 240	$ 325,200	$ 11,579	$ 337,513
Consumer loans:									
Other risk ratings									
Pass	$ 20,920	$ 15,939	$ 17,316	$ 8,016	$ 2,137	$ 1,079	$ 612	$ —	$ 66,019
Special Mention	—	46	157	233	98	51	69	—	654
Substandard	—	53	96	94	67	85	10	—	405
Doubtful/Loss	—	—	—	—	—	—	—	—	—
Total other consumer loans	$ 20,920	$ 16,038	$ 17,569	$ 8,343	$ 2,302	$ 1,215	$ 691	$ —	$ 67,078

(in thousands)	Term Loans Amortized Cost Basis by Origination Year - As of December 31, 2021						Revolving Loans Amortized Cost Basis	Revolving Loans Converted to Term	Total
	2021	2020	2019	2018	2017	Prior			
Commercial and industrial loans:									
Commercial and industrial risk ratings									
Pass	$ 92,972	$ 17,933	$ 27,335	$ 11,335	$ 6,355	$ 6,774	$ 89,358	$ 860	$ 252,922
Special Mention	—	2,417	69	152	71	80	116	—	2,905
Substandard	—	—	146	152	804	414	1,832	180	3,528
Doubtful/Loss	—		—	—	—	—	—	—	—
Total commercial and industrial loans	$ 92,972	$ 20,350	$ 27,550	$ 11,639	$ 7,230	$ 7,268	$ 91,306	$ 1,040	$ 259,355
Construction loans:									
Construction risk ratings									
Pass	$ 66,318	$ 79,567	$ 58,383	$ 4,849	$ 1,716	$ 8,148	$ —	$ —	$ 218,981
Special Mention	—	—	—	—	—	—	—	—	—
Substandard	2,675	472	—	—	—	153	—	—	3,300
Doubtful/Loss	—	—	—	—	—	—	—	—	—
Total construction loans	$ 68,993	$ 80,039	$ 58,383	$ 4,849	$ 1,716	$ 8,301	$ —	$ —	$ 222,281
Agriculture production loans:									
Agriculture production risk ratings									
Pass	$ 2,068	$ 878	$ 1,393	$ 801	$ 940	$ 853	$ 43,686	$ —	$ 50,619
Special Mention	—	—	—	150	—	42	—	—	192
Substandard	—	—	—	—	—	—	—	—	—
Doubtful/Loss	—	—	—	—	—	—	—	—	—
Total agriculture production loans	$ 2,068	$ 878	$ 1,393	$ 951	$ 940	$ 895	$ 43,686	$ —	$ 50,811
Leases:									
Lease risk ratings									
Pass	$ 6,572	$ —	$ —	$ —	$ —	$ —	$ —	$ —	$ 6,572
Special Mention	—	—	—	—	—	—	—	—	—
Substandard	—	—	—	—	—	—	—	—	—
Doubtful/Loss	—	—	—	—	—	—	—	—	—
Total leases	$ 6,572	$ —	$ —	$ —	$ —	$ —	$ —	$ —	$ 6,572
Total loans outstanding:									
Risk ratings									
Pass	$1,234,027	$ 624,198	$ 500,876	$ 362,141	$ 422,386	$1,042,858	$ 586,529	$ 14,062	$4,787,077
Special Mention	15,515	2,463	8,898	4,505	9,136	28,666	7,063	1,215	77,461
Substandard	3,778	525	8,300	3,931	2,899	23,354	7,523	1,776	52,086
Doubtful/Loss	—	—	—	—	—	—	—	—	—
Total loans outstanding	$1,253,320	$ 627,186	$ 518,074	$ 370,577	$ 434,421	$1,094,878	$ 601,115	$ 17,053	$4,916,624

The following information related to loan originations by vintage are presented for comparison purposes only.

(in thousands)	Term Loans Amortized Cost Basis by Origination Year – As of December 31, 2020						Revolving Loans Amortized Cost Basis	Revolving Loans Converted to Term	Total
	2020	2019	2018	2017	2016	Prior			
Commercial real estate:									
CRE non-owner occupied risk ratings									
Pass	$ 120,520	$ 207,899	$ 155,730	$ 256,677	$ 179,523	$ 460,644	$ 76,730	$ —	$1,457,723
Special Mention	—	7,455	11,692	5,407	15,773	18,832	12,205	—	71,364
Substandard	—	—	1,449	584	2,147	2,288	—	—	6,468
Doubtful/Loss	—	—	—	—	—	—	—	—	—
Total CRE non-owner occupied risk ratings	$ 120,520	$ 215,354	$ 168,871	$ 262,668	$ 197,443	$ 481,764	$ 88,935	$ —	$1,535,555
Commercial real estate:									
CRE owner occupied risk ratings									
Pass	$ 105,896	$ 75,144	$ 53,816	$ 58,371	$ 54,541	$ 227,828	$ 25,508	$ —	$ 601,104
Special Mention	—	—	288	7,451	2,955	6,140	—	—	16,834
Substandard	—	1,533	1,301	475	1,306	1,822	—	—	6,437
Doubtful/Loss	—	—	—	—	—	—	—	—	—
Total CRE owner occupied risk ratings	$ 105,896	$ 76,677	$ 55,405	$ 66,297	$ 58,802	$ 235,790	$ 25,508	$ —	$ 624,375
Commercial real estate:									
Multifamily risk ratings									
Pass	$ 77,646	$ 118,725	$ 113,882	$ 70,112	$ 67,457	$ 123,518	$ 19,007	$ —	$ 590,347
Special Mention	9,441	—	—	603	24,687	772	9,259	—	44,762
Substandard	—	4,371	—	—	—	—	—	—	4,371
Doubtful/Loss	—	—	—	—	—	—	—	—	—
Total multifamily loans	$ 87,087	$ 123,096	$ 113,882	$ 70,715	$ 92,144	$ 124,290	$ 28,266	$ —	$ 639,480
Commercial real estate:									
Farmland risk ratings									
Pass	$ 17,640	$ 25,003	$ 19,148	$ 12,834	$ 7,377	$ 17,129	$ 39,411	$ —	$ 138,542
Special Mention	—	2,567	—	1,271	227	3,107	2,258	—	9,430
Substandard	—	700	—	602	—	1,214	2,004	—	4,520
Doubtful/Loss	—	—	—	—	—	—	—	—	—
Total farmland loans	$ 17,640	$ 28,270	$ 19,148	$ 14,707	$ 7,604	$ 21,450	$ 43,673	$ —	$ 152,492
Consumer loans:									
SFR 1-4 1st DT liens risk ratings									
Pass	$ 183,719	$ 80,717	$ 36,342	$ 53,001	$ 46,467	$ 126,465	$ 76	$ 5,507	$ 532,294
Special Mention	—	290	684	110	15	2,936	—	934	4,969
Substandard	—	—	1,174	929	935	5,763	—	528	9,329
Doubtful/Loss	—	—	—	—	—	—	—	—	—
Total SFR 1st DT liens	$ 183,719	$ 81,007	$ 38,200	$ 54,040	$ 47,417	$ 135,164	$ 76	$ 6,969	$ 546,592

(in thousands)	Term Loans Amortized Cost Basis by Origination Year – As of December 31, 2020 2020	2019	2018	2017	2016	Prior	Revolving Loans Amortized Cost Basis	Revolving Loans Converted to Term	Total
Consumer loans:									
SFR HELOCs and Junior Liens risk ratings									
Pass	$ 793	$ —	$ 13	$ 360	$ 300	$ 910	$ 297,160	$ 14,051	$ 313,587
Special Mention	—	—	16	—	—	83	4,504	789	5,392
Substandard	—	—	—	—	—	39	6,698	1,768	8,505
Doubtful/Loss	—	—	—	—	—	—	—	—	—
Total SFR HELOCs and Junior Liens	$ 793	$ —	$ 29	$ 360	$ 300	$ 1,032	$ 308,362	$ 16,608	$ 327,484
Consumer loans:									
Other risk ratings									
Pass	$ 25,876	$ 29,539	$ 14,170	$ 4,238	$ 1,020	$ 967	$ 986	$ —	$ 76,796
Special Mention	43	208	147	74	24	65	90	—	651
Substandard	58	82	210	74	12	140	9	—	585
Doubtful/Loss	—	—	—	—	—	—	—	—	—
Total other consumer loans	$ 25,977	$ 29,829	$ 14,527	$ 4,386	$ 1,056	$ 1,172	$ 1,085	$ —	$ 78,032
Commercial and industrial loans:									
Commercial and industrial risk ratings									
Pass	$ 356,701	$ 48,838	$ 20,463	$ 13,151	$ 5,185	$ 9,490	$ 65,938	$ 1,085	$ 520,851
Special Mention	—	102	698	195	20	178	207	11	1,411
Substandard	—	301	53	1,142	823	148	1,519	79	4,065
Doubtful/Loss	—	—	—	—	—	—	—	—	—
Total commercial and industrial loans	$ 356,701	$ 49,241	$ 21,214	$ 14,488	$ 6,028	$ 9,816	$ 67,664	$ 1,175	$ 526,327
Construction loans:									
Construction risk ratings									
Pass	$ 69,133	$ 41,786	$ 92,191	$ 51,082	$ 20,868	$ 2,876	$ —	$ —	$ 277,936
Special Mention	—	—	—	346	—	1,780	—	—	2,126
Substandard	—	—	—	—	4,529	251	—	—	4,780
Doubtful/Loss	—	—	—	—	—	—	—	—	—
Total construction loans	$ 69,133	$ 41,786	$ 92,191	$ 51,428	$ 25,397	$ 4,907	$ —	$ —	$ 284,842
Agriculture production loans:									
Agriculture production risk ratings									
Pass	$ 977	$ 2,079	$ 1,590	$ 1,838	$ 663	$ 708	$ 36,051	$ —	$ 43,906
Special Mention	—	—	203	—	49	—	—	—	252
Substandard	—	—	—	—	6	—	—	—	6
Doubtful/Loss	—	—	—	—	—	—	—	—	—
Total agriculture production loans	$ 977	$ 2,079	$ 1,793	$ 1,838	$ 718	$ 708	$ 36,051	$ —	$ 44,164

(in thousands)	2020	2019	2018	2017	2016	Prior	Revolving Loans Amortized Cost Basis	Revolving Loans Converted to Term	Total
	Term Loans Amortized Cost Basis by Origination Year – As of December 31, 2020								
Leases:									
Lease risk ratings									
Pass	$ 3,784	$ —	$ —	$ —	$ —	$ —	$ —	$ —	$ 3,784
Special Mention	—	—	—	—	—	—	—	—	—
Substandard	—	—	—	—	—	—	—	—	—
Doubtful/Loss	—	—	—	—	—	—	—	—	—
Total leases	$ 3,784	$ —	$ —	$ —	$ —	$ —	$ —	$ —	$ 3,784
Total loans outstanding:									
Risk ratings									
Pass	$ 962,685	$ 629,730	$ 507,345	$ 521,664	$ 383,401	$ 970,535	$ 560,867	$ 20,643	$4,556,870
Special Mention	9,484	10,622	13,728	15,457	43,750	33,893	28,523	1,734	157,191
Substandard	58	6,987	4,187	3,806	9,758	11,665	10,230	2,375	49,066
Doubtful/Loss	—	—	—	—	—	—	—	—	—
Total loans outstanding	$ 972,227	$ 647,339	$ 525,260	$ 540,927	$ 436,909	$1,016,093	$ 599,620	$ 24,752	$4,763,127

Once a loan becomes delinquent and repayment becomes questionable, a Bank collection officer will address collateral shortfalls with the borrower and attempt to obtain additional collateral. If this is not forthcoming and payment in full is unlikely, the Bank will estimate its probable loss, using a recent valuation as appropriate to the underlying collateral less estimated costs of sale, and charge the loan down to the estimated net realizable amount. Depending on the length of time until ultimate collection, the Bank may revalue the underlying collateral and take additional charge-offs as warranted. Revaluations may occur as often as every 3-12 months depending on the underlying collateral and volatility of values. Final charge-offs or recoveries are taken when collateral is liquidated and actual loss is known. Unpaid balances on loans after or during collection and liquidation may also be pursued through lawsuit and attachment of wages or judgment liens on borrower's other assets.

The following table shows the ending balance of current and past due originated loans by loan category as of the date indicated:

(in thousands)	30-59 days	60-89 days	> 90 days	Total Past Due Loans	Current	Total
	Analysis of Past Due Loans - As of December 31, 2021					
Commercial real estate:						
CRE non-owner occupied	$ 226	$ 37	$ —	$ 263	$ 1,602,878	$ 1,603,141
CRE owner occupied	271	127	273	671	705,636	706,307
Multifamily	—	—	—	—	823,500	823,500
Farmland	—	—	575	575	172,531	173,106
Total commercial real estate loans	497	164	848	1,509	3,304,545	3,306,054
Consumer:						
SFR 1-4 1st DT liens	—	13	362	375	666,585	666,960
SFR HELOCs and junior liens	36	361	1,212	1,609	335,904	337,513
Other	109	7	28	144	66,934	67,078
Total consumer loans	145	381	1,602	2,128	1,069,423	1,071,551
Commercial and industrial	146	245	166	557	258,798	259,355
Construction	—	90	—	90	222,191	222,281
Agriculture production	48	—	—	48	50,763	50,811
Leases	—	—	—	—	6,572	6,572
Total	$ 836	$ 880	$ 2,616	$ 4,332	$ 4,912,292	$ 4,916,624

The following table shows the ending balance of current and past due originated loans by loan category as of the date indicated:

	Analysis of Past Due Loans - As of December 31, 2020					
(in thousands)	30-59 days	60-89 days	> 90 days	Total Past Due Loans	Current	Total
Commercial real estate:						
CRE non-owner occupied	$ 127	$ 173	$ 239	$ 539	$ 1,535,016	$ 1,535,555
CRE owner occupied	297	—	824	1,121	623,254	624,375
Multifamily	—	—	—	—	639,480	639,480
Farmland	899	—	70	969	151,523	152,492
Total commercial real estate loans	1,323	173	1,133	2,629	2,949,273	2,951,902
Consumer:						
SFR 1-4 1st DT liens	37	—	960	997	545,595	546,592
SFR HELOCs and junior liens	418	212	1,671	2,301	325,183	327,484
Other	41	13	100	154	77,878	78,032
Total consumer loans	496	225	2,731	3,452	948,656	952,108
Commercial and industrial	155	426	105	686	525,641	526,327
Construction	—	—	—	—	284,842	284,842
Agriculture production	—	—	—	—	44,164	44,164
Leases	—	—	—	—	3,784	3,784
Total	$ 1,974	$ 824	$ 3,969	$ 6,767	$ 4,756,360	$ 4,763,127

The following table shows the ending balance of non accrual loans by loan category as of the date indicated:

	Non Accrual Loans					
	As of December 31, 2021			As of December 31, 2020		
(in thousands)	Non accrual with no allowance for credit losses	Total non accrual	Past due 90 days or more and still accruing	Non accrual with no allowance for credit losses	Total non accrual	Past due 90 days or more and still accruing
Commercial real estate:						
CRE non-owner occupied	$ 7,899	$ 7,899	$ —	$ 3,110	$ 3,110	$ —
CRE owner occupied	4,763	5,036	—	3,111	4,061	—
Multifamily	4,457	4,457	—	—	—	—
Farmland	452	3,020	—	1,468	1,538	—
Total commercial real estate loans	17,571	20,412	—	7,689	8,709	—
Consumer:						
SFR 1-4 1st DT liens	3,594	3,595	—	4,950	5,093	—
SFR HELOCs and junior liens	3,285	3,801	—	4,480	6,148	—
Other	48	71	—	68	167	—
Total consumer loans	6,927	7,467	—	9,498	11,408	—
Commercial and industrial	1,904	2,416	—	652	2,183	—
Construction	15	55	—	4,546	4,546	—
Agriculture production	—	—	—	5	18	—
Leases		—	—	—	—	—
Sub-total	26,417	30,350	—	22,390	26,864	—
Less: Guaranteed loans	(713)	(775)	—	(687)	(811)	—
Total, net	$ 25,704	$ 29,575	$ —	$ 21,703	$ 26,053	$ —

Interest income on non accrual loans that would have been recognized during the years ended December 31, 2021, 2020, and 2019, if all such loans had been current in accordance with their original terms, totaled $2,226,000, $1,804,000, and $1,201,000, respectively. Interest income actually recognized on these loans during the years ended December 31, 2021, 2020, and 2019 was $471,000, $701,000, and $372,000, respectively.

The following tables present the amortized cost basis of collateral dependent loans by class of loans as of the following periods:

	As of December 31, 2021											
(in thousands)	Retail	Office	Warehouse	Other	Multifamily	Farmland	SFR -1st Deed	SFR -2nd Deed	Automobile/Truck	A/R and Inventory	Equipment	Total
Commercial real estate:												
CRE non-owner occupied	$ 2,591	$ 1,253	$ 1,545	$ 7,272	$ —	$ —	$ —	$ —	$ —	$ —	$ —	$ 12,661
CRE owner occupied	—	—	—	—	—	—	—	—	—	—	—	—
Multifamily	—	—	—	—	4,458	—	—	—	—	—	—	4,458
Farmland	—	—	—	—	—	1,027	—	—	—	—	—	1,027
Total commercial real estate loans	2,591	1,253	1,545	7,272	4,458	1,027	—	—	—	—		18,146
Consumer:												
SFR 1-4 1st DT liens	—	—	—	—	—	—	3,589	—	—	—	—	3,589
SFR HELOCs and junior liens	—	—	—	—	—	—	1,649	1,636	—	—	—	3,285
Other	—	—	—	43	—	—	—	—	5	—	5	53
Total consumer loans	—	—	—	43	—	—	5,238	1,636	5	—	5	6,927
Commercial and industrial	—	—	—	—	—	—	—	—	—	2,162	112	2,274
Construction	—	—	—	—	—	—	15	—	—	—	—	15
Agriculture production	—	—	—	—	—	—	—	—	—	—	—	—
Leases	—	—	—	—	—	—	—	—	—	—	—	—
Total	$ 2,591	$ 1,253	$ 1,545	$ 7,315	$ 4,458	$ 1,027	$ 5,253	$ 1,636	$ 5	$ 2,162	$ 117	$ 27,362

	As of December 31, 2020											
(in thousands)	Retail	Office	Warehouse	Other	Multifamily	Farmland	SFR -1st Deed	SFR -2nd Deed	Automobile/Truck	A/R and Inventory	Equipment	Total
Commercial real estate:												
CRE non-owner occupied	$ 2,445	$ 435	$ —	$ —	$ —	$ —	$ —	$ —	$ —	$ —	$ —	$ 2,880
CRE owner occupied	796	1,176	1,668	—	—	—	—	—	—	—	—	3,640
Multifamily	—	—	—	—	—	—	—	—	—	—	—	—
Farmland	—	—	—	—	—	1,538	—	—	—	—	—	1,538
Total commercial real estate loans	3,241	1,611	1,668	—	—	1,538	—	—	—	—	—	8,058
Consumer:												
SFR 1-4 1st DT liens	—	—	—	—	—	—	5,068	—	—	—	—	5,068
SFR HELOCs and junior liens	—	—	—	—	—	—	1,855	2,839	—	—	—	4,694
Other	—	—	—	42	—	—	—	—	97	—	—	139
Total consumer loans	—	—	—	42	—	—	6,923	2,839	97	—	—	9,901
Commercial and industrial	—	—	—	292	—	—	—	—	—	1,173	75	1,540
Construction	—	—	—	—	—	—	4,547	—	—	—	—	4,547
Agriculture production	—	—	—	—	—	—	—	—	—	13	5	18
Leases	—	—	—	—	—	—	—	—	—			—
Total	$ 3,241	$ 1,611	$ 1,668	$ 334	$ —	$ 1,538	$ 11,470	$ 2,839	$ 97	$ 1,186	$ 80	$ 24,064

The following tables show certain information regarding Troubled Debt Restructurings that occurred during the periods indicated: Modifications classified as TDRs can include one or a combination of the following: rate modifications, term extensions, interest only modifications, either temporary or long-term, payment modifications, and collateral substitutions/additions.

	TDR information for the year ended December 31, 2021						
(dollars in thousands)	Number	Pre-mod outstanding principal balance	Post-mod outstanding principal balance	Financial impact due to TDR taken as additional provision	Number that defaulted during the period	Recorded investment of TDRs that defaulted during the period	Financial impact due to the default of previous TDR taken as charge-offs or additional provisions
Commercial real estate:							
CRE non-owner occupied	5	$ 4,966	$ 4,956	$ 1,020	—	$ —	$ —
CRE owner occupied	1	740	742	742	—	—	—
Multifamily	—	—	—	—	—	—	—
Farmland	2	701	703	50	3	847	—
Total commercial real estate loans	8	6,407	6,401	1,812	3	847	—
Consumer:							
SFR 1-4 1st DT liens	—	—	—	—	—	—	—
SFR HELOCs and junior liens	1	200	247	—	—	—	—
Other	—	—	—	—	—	—	—
Total consumer loans	1	200	247	—	—	—	—
Commercial and industrial	7	2,476	2,468	709	2	260	(5)
Construction	—	—	—	—	—	—	—
Agriculture production	—	—	—	—	—	—	—
Leases	—	—	—	—	—	—	—
Total	16	$ 9,083	$ 9,116	$ 2,521	5	$ 1,107	$ (5)

	TDR information for the year ended December 31, 2020						
(dollars in thousands)	Number	Pre-mod outstanding principal balance	Post-mod outstanding principal balance	Financial impact due to TDR taken as additional provision	Number that defaulted during the period	Recorded investment of TDRs that defaulted during the period	Financial impact due to the default of previous TDR taken as charge-offs or additional provisions
Commercial real estate:							
CRE non-owner occupied	1	$ 319	$ 314	$ 314	1	$ 141	$ —
CRE owner occupied	4	1,847	1,877	67	1	950	—
Multifamily	—	—	—	—	—	—	—
Farmland	5	1,566	1,636	—	1	451	—
Total commercial real estate loans	10	3,732	3,827	381	3	1,542	—
Consumer:							
SFR 1-4 1st DT liens	—	—	—	—	3	1,180	—
SFR HELOCs and junior liens	2	172	169	—	2	140	(90)
Other	—	—	—	—	—	—	—
Total consumer loans	2	172	169	—	5	1,320	(90)
Commercial and industrial	6	2,106	2,078	90	—	—	—
Construction	—	—	—	—	—	—	—
Agriculture production	—	—	—	—	—	—	—
Leases	—	—	—	—	—	—	—
Total	18	$ 6,010	$ 6,074	$ 471	8	2,862	$ (90)

(in thousands)	TDR information for the year ended December 31, 2019						
	Number	Pre-mod outstanding principal balance	Post-mod outstanding principal balance	Financial impact due to TDR taken as additional provision	Number that defaulted during the period	Recorded investment of TDRs that defaulted during the period	Financial impact due to the default of previous TDR taken as charge-offs or additional provisions
Commercial real estate:							
CRE non-owner occupied	—	$ —	$ —	$ —	—	$ —	$ —
CRE owner occupied	2	60	67	—	—	—	—
Multifamily	—	—	—	—	—	—	—
Farmland	—	—	—	—	—	—	—
Total commercial real estate loans	2	60	67	—	—	—	—
Consumer:							
SFR 1-4 1st DT liens	3	659	662	30	—	—	—
SFR HELOCs and junior liens	3	214	215	29	—	—	—
Other	—	—	—	—	—	—	—
Total consumer loans	6	873	877	59	—	—	—
Commercial and industrial	10	1,918	1,885	—	1	7	—
Construction	—	—	—	—	—	—	—
Agriculture production	—	—	—	—	—	—	—
Leases	—	—	—	—	—	—	—
Total	18	$ 2,851	$ 2,829	$ 59	$ 1	$ 7	$ —

For all new TDRs, an impairment analysis is conducted. If the loan is determined to be collateral dependent, any additional amount of impairment will be calculated based on the difference between estimated collectible value and the current carrying balance of the loan. This difference could result in an increased provision and is typically charged off. If the asset is determined not to be collateral dependent, the impairment is measured on the net present value difference between the expected cash flows of the restructured loan and the cash flows which would have been received under the original terms. The effect of this could result in a requirement for additional provision to the reserve. The effect of these required provisions for the period are indicated above.

Typically if a TDR defaults during the period, the loan is then considered collateral dependent and, if it was not already considered collateral dependent, an appropriate provision will be reserved or charge will be taken. The additional provisions required resulting from default of previously modified TDR's are noted above.

Note 6 – Real Estate Owned

A summary of the activity in the balance of real estate owned follows:

(in thousands)	Year ended December 31, 2021	Year ended December 31, 2020
Beginning balance, net	$ 2,844	$ 2,541
Additions/transfers from loans	1,052	766
Dispositions/sales	(1,458)	(513)
Valuation adjustments	156	50
Ending balance, net	$ 2,594	$ 2,844
Ending valuation allowance	$ —	$ (22)
Ending number of foreclosed assets	6	7
Proceeds from sale of real estate owned	$ 1,526	$ 570
Gain on sale of real estate owned	$ 233	$ 57

At December 31, 2021, the balance of real estate owned includes 4 foreclosed residential real estate properties recorded as a result of obtaining physical possession of the property. At December 31, 2021, there were no residential real estate properties with formal foreclosure proceedings underway.

Note 7 – Premises and Equipment

(in thousands)	As of December 31, 2021	As of December 31, 2020
Land and land improvements	$ 29,002	$ 29,505
Buildings	64,382	65,334
Furniture and equipment	42,305	45,994
	135,689	140,833
Less: Accumulated depreciation	(58,401)	(57,462)
	77,288	83,371
Construction in progress	1,399	360
Total premises and equipment	$ 78,687	$ 83,731

Depreciation expense for premises and equipment amounted to $5,936,000, $6,100,000, and $6,472,000 during the years ended 2021, 2020, and 2019, respectively.

Note 8 – Cash Value of Life Insurance

A summary of the activity in the balance of cash value of life insurance follows:

(in thousands)	Year ended December 31, 2021	Year ended December 31, 2020
Beginning balance	$ 118,870	$ 117,823
Acquired policies from business combination	—	—
Increase in cash value of life insurance	2,775	2,949
Gain on death benefit	702	498
Insurance proceeds receivable reclassified to other assets	(4,490)	(2,400)
Ending balance	$ 117,857	$ 118,870
End of period death benefit	$ 193,318	$ 197,379
Number of policies owned	176	183
Insurance companies used	14	14
Current and former employees and directors covered	59	62

Note 9 – Goodwill and Other Intangible Assets

The following table summarizes the Company’s goodwill intangible as of the dates indicated:

(in thousands)	December 31, 2021	Additions	Reductions	December 31, 2020
Goodwill	$ 220,872	$ —	$ —	$ 220,872

Impairment exists when a Company’s carrying value exceeds its fair value. Goodwill is evaluated for impairment annually. At September 30, 2021, the Company had positive equity and the Company elected to perform a qualitative assessment to determine if it was more likely than not that the fair value of the Company exceeded its carrying value, including goodwill. The qualitative assessment indicated that it was more likely than not that the fair value of the reporting unit exceeds its carrying value, resulting in no impairment. For each of the years in the three year period ended December 31, 2021, there were no impairment charges recognized.

The following table summarizes the Company’s core deposit intangibles (“CDI”) as of the dates indicated:

(in thousands)	December 31, 2021	Additions	Reductions/ Amortization	December 31, 2020
Core deposit intangibles	$ 37,163	$ —	$ —	$ 37,163
Accumulated amortization	(24,794)	—	(5,464)	(19,330)
Core deposit intangibles, net	$ 12,369	—	$ (5,464)	$ 17,833

The Company recorded additions to its CDI of $27,605,000 in conjunction with the FNBB acquisition on July 6, 2018, $2,046,000 in conjunction with the acquisition of three branch offices from Bank of America on March 18, 2016, $6,614,000 in conjunction with the North Valley Bancorp acquisition on October 3, 2014, and $898,000 in conjunction with the Citizens acquisition on September 23, 2011. The following table summarizes the Company's estimated core deposit intangible amortization (dollars in thousands):

Years Ended	Estimated CDI Amortization
2022	$ 4,776
2023	4,269
2024	2,482
2025	533
2026	309
Thereafter	—
	$ 12,369

Note 10 – Mortgage Servicing Rights

The following tables summarize the activity in, and the main assumptions used to determine the fair value of mortgage servicing rights for the periods indicated (dollars in thousands):

	Year ended December 31,		
(in thousands)	2021	2020	2019
Balance at beginning of period	$ 5,092	$ 6,200	$ 7,098
Additions	1,654	1,526	913
Change in fair value	(872)	(2,634)	(1,811)
Balance at end of period	$ 5,874	$ 5,092	$ 6,200
Contractually specified servicing fees, late fees and ancillary fees earned	$ 1,881	$ 1,855	$ 1,917
Balance of loans serviced at:			
Beginning of period	$ 779,530	$ 767,662	$ 785,138
End of period	$ 770,299	$ 779,530	$ 767,662
Period end:			
Weighted-average prepayment speed (CPR)	208.0 %	294.0 %	182.0 %
Weighted-average expected life (years)	5.7	4.5	6.2
Weighted-average discount rate	12.0 %	12.0 %	12.0 %

The changes in fair value of MSRs during 2021 were primarily due to changes in principal balances and mortgage prepayment speeds of the MSRs. The changes in fair value of MSRs during 2020 were primarily due to changes in investor required rate of return, or discount rate, of the MSRs. The changes in fair value of MSRs during 2019 were primarily due to changes in principal balances, changes in mortgage prepayment speeds, and changes in investor required rate of return, or discount rate, of the MSRs.

Note 11 - Leases

The following table presents the components of lease expense for the periods indicated:

	Year ended December 31,	
(in thousands)	2021	2020
Operating lease cost	$ 5,201	$ 5,125
Short-term lease cost	241	263
Variable lease cost	11	5
Sublease income	(24)	(120)
Total lease cost	$ 5,429	$ 5,273

The following table presents supplemental cash flow information related to leases as of the periods ended:

	Year ended December 31,	
(in thousands)	2021	2020
Cash paid for amounts included in the measurement of lease liabilities:		
Operating cash flows for operating leases	$ 4,964	$ 4,927
ROUA obtained in exchange for operating lease liabilities	$ 2,883	$ 4,161

The following table presents the weighted average operating lease term and discount rate as of the periods ended:

	Year ended December 31,	
	2021	2020
Weighted-average remaining lease term	9.3 years	9.9 years
Weighted-average discount rate	2.9 %	3.1 %

At December 31, 2021, future expected operating lease payments are as follows (in thousands):

Periods ending December 31,	
2022	$ 4,713
2023	4,071
2024	3,716
2025	3,132
2026	2,802
Thereafter	12,255
	30,689
Discount for present value of expected cash flows	(4,409)
Lease liability at December 31, 2021	$ 26,280

Note 12 – Deposits

A summary of the balances of deposits follows:

	December 31,	
(in thousands)	2021	2020
Noninterest-bearing demand	$ 2,979,882	$ 2,581,517
Interest-bearing demand	1,568,682	1,414,908
Savings	2,520,959	2,164,942
Time certificates, $250,000 and over	44,652	73,147
Other time certificates	252,984	271,420
Total deposits	$ 7,367,159	$ 6,505,934

Certificate of deposit balances of $1,000,000 and $10,000,000 from the State of California were included in time certificates over $250,000 at December 31, 2021 and 2020, respectively. The Bank participates in a deposit program offered by the State of California whereby the State may make deposits at the Bank's request subject to collateral and credit worthiness constraints. The negotiated rates on these State deposits are generally more favorable than other wholesale funding sources available to the Bank. Overdrawn deposit balances of $2,324,000 and $985,000 were classified as consumer loans at December 31, 2021 and 2020, respectively.

At December 31, 2021, the scheduled maturities of time deposits were as follows (in thousands):

	Scheduled Maturities
2022	$ 242,535
2023	31,852
2024	15,861
2025	4,069
2026	3,319
Thereafter	—
Total	$ 297,636

Note 13 – Other Borrowings

A summary of the balances of other borrowings follows:

	December 31,	
	2021	2020
(in thousands)		
Other collateralized borrowings, fixed rate, as of December 31, 2021 and 2020 of 0.05%, payable on January 3, 2022 and January 4, 2021, respectively	$ 50,087	$ 26,914
Total other borrowings	$ 50,087	$ 26,914

Other collateralized borrowings are generally overnight maturity borrowings from non-financial institutions that are collateralized by securities owned by the Company. As of December 31, 2021, the Company has pledged as collateral and sold under agreements to repurchase investment securities with fair value of $50,087,000 under these other collateralized borrowings.

The Company maintains a collateralized line of credit with the FHLB. Based on the FHLB stock requirements at December 31, 2021, this line provided for maximum borrowings of $2,251,285,000 of which none was outstanding. As of December 31, 2021, the Company had designated investment securities with a fair value of $72,108,000 and loans totaling $3,486,380,000 as potential collateral under this collateralized line of credit with the FHLB.

The Company maintains a collateralized line of credit with the Federal Reserve Bank of San Francisco (“FRB”). As of December 31, 2021, this line provided for maximum borrowings of $184,694,000 of which none was outstanding. As of December 31, 2021, the Company has designated investment securities with fair value of $7,000 and loans totaling $308,299,000 as potential collateral under this collateralized line of credit with the FRB.

The Company has available unused correspondent banking lines of credit from commercial banks totaling $60,000,000 for federal funds transactions at December 31, 2021.

Note 14 – Junior Subordinated Debt

At December 31, 2021, the Company had five wholly-owned subsidiary business trusts that had issued $63.0 million of trust preferred securities (the “Capital Trusts”). Trust preferred securities accrue and pay distributions periodically at specified annual rates as provided in the indentures. The trusts used the net proceeds from the offering to purchase a like amount of subordinated debentures (the “Debentures”) of the Company. The Debentures are the sole assets of the trusts. The Company’s obligations under the subordinated debentures and related documents, taken together, constitute a full and unconditional guarantee by the Company of the obligations of the trusts. The trust preferred securities are mandatorily redeemable upon the maturity of the Debentures, or upon earlier redemption as provided in the indentures. The Company has the right to redeem the Debentures in whole (but not in part) on or after specific dates, at a redemption price specified in the indentures plus any accrued but unpaid interest to the redemption date. The Company also has a right to defer consecutive payments of interest on the debentures for up to five years.

The Company organized two of the Capital Trusts. The Company acquired its three other Capital Trusts and assumed their related Debentures as a result of its acquisition of North Valley Bancorp in 2014. The acquired Debentures were recorded on the Company’s books at their fair values on the acquisition date. The related fair value discounts to face value of these Debentures will be amortized over the remaining period in which their values are fully allowed to be included in the Company's capital ratio calculations using the effective interest method.

The recorded book values of the Debentures issued by the Capital Trusts are reflected as junior subordinated debt in the Company’s consolidated balance sheets. The common stock issued by the Capital Trusts and owned by the Company is recorded in other assets in the Company’s consolidated balance sheets. The recorded book value of the debentures issued by the Capital Trusts, less the recorded book value of the common stock of the Capital Trusts owned by the Company will continue to qualify as Tier 1 or Tier 2 capital under interim guidance issued by the Board of Governors of the Federal Reserve System until only five years remain until their scheduled maturity.

The following table summarizes the terms and recorded balance of each subordinated debenture as of the date indicated (dollars in thousands):

Subordinated Debt Series	Maturity Date	Face Value	Coupon Rate (Variable) 3 mo. LIBOR +	As of December 31, 2021 Current Coupon Rate	As of December 31, 2021 Recorded Book Value	December 31, 2020 Recorded Book Value
TriCo Cap Trust I	10/7/2033	$ 20,619	3.05 %	3.29 %	$ 20,619	$ 20,619
TriCo Cap Trust II	7/23/2034	20,619	2.55 %	2.67 %	20,619	20,619
North Valley Trust II	4/24/2033	6,186	3.25 %	3.38 %	5,403	5,304
North Valley Trust III	7/23/2034	5,155	2.80 %	2.92 %	4,291	4,199
North Valley Trust IV	3/15/2036	10,310	1.33 %	1.53 %	7,147	6,894
		$ 62,889			$ 58,079	$ 57,635

Note 15 – Commitments and Contingencies

Restricted Cash Balances — Reserves (in the form of deposits with the San Francisco Federal Reserve Bank) were not required to be maintained as of December 31, 2021 and 2020.

Financial Instruments with Off-Balance-Sheet Risk — The Company is a party to financial instruments with off-balance sheet risk in the normal course of business to meet the financing needs of its customers. These financial instruments include commitments to extend credit, standby letters of credit, and deposit account overdraft privilege. Those instruments involve, to varying degrees, elements of risk in excess of the amount recognized in the balance sheet. The contract amounts of those instruments reflect the extent of involvement the Company has in particular classes of financial instruments.

The Company's exposure to loss in the event of nonperformance by the other party to the financial instrument for commitments to extend credit and standby letters of credit written is represented by the contractual amount of those instruments. The Company uses the same credit policies in making commitments and conditional obligations as it does for on-balance sheet instruments. The Company's exposure to loss in the event of nonperformance by the other party to the financial instrument for deposit account overdraft privilege is represented by the overdraft privilege amount disclosed to the deposit account holder.

The following table presents a summary of the Bank's commitments and contingent liabilities:

(in thousands)	December 31, 2021	December 31, 2020
Financial instruments whose amounts represent risk:		
Commitments to extend credit:		
Commercial loans	$ 409,950	$ 462,422
Consumer loans	628,791	534,223
Real estate mortgage loans	333,764	202,306
Real estate construction loans	213,563	227,876
Standby letters of credit	21,871	15,056
Deposit account overdraft privilege	125,670	110,813

Commitments to extend credit are agreements to lend to a customer as long as there is no violation of any condition established in the contract. Commitments generally have fixed expiration dates of one year or less or other termination clauses and may require payment of a fee. Since many of the commitments are expected to expire without being drawn upon, the total commitment amounts do not necessarily represent future cash requirements. The Company evaluates each customer's credit worthiness on a case-by-case basis. The amount of collateral obtained, if deemed necessary by the Company upon extension of credit, is based on Management's credit evaluation of the customer. Collateral held varies, but may include accounts receivable, inventory, property, plant and equipment, residential properties, and income-producing commercial properties.

Standby letters of credit are conditional commitments issued by the Company to guarantee the performance of a customer to a third party. Those guarantees are primarily issued to support private borrowing arrangements. Most standby letters of credit are issued for one year or less. The credit risk involved in issuing letters of credit is essentially the same as that involved in extending loan facilities to customers. Collateral requirements vary, but in general follow the requirements for other loan facilities.

Deposit account overdraft privilege amount represents the unused overdraft privilege balance available to the Company's deposit account holders who have deposit accounts covered by an overdraft privilege. The Company has established an overdraft privilege for certain of its deposit account products whereby all holders of such accounts who bring their accounts to a positive balance at least once every thirty days receive the overdraft privilege. The overdraft privilege allows depositors to overdraft their deposit account up to a predetermined level. The predetermined overdraft limit is set by the Company based on account type.

Legal Proceedings — Neither the Company nor its subsidiaries are a party to any other pending legal proceedings that are material, nor is their property the subject of any other material pending legal proceeding at this time. All other legal proceedings are routine and arise out of the ordinary course of the Bank's business. None of those proceedings are currently expected to have a material adverse impact upon the Company's and the Bank's business, their consolidated financial position nor their operations in any material amount not already accrued, after taking into consideration any applicable insurance.

Other Commitments and Contingencies—The Company has entered into employment agreements or change of control agreements with certain officers of the Company providing severance payments and accelerated vesting of benefits under supplemental retirement agreements to the officers in the event of a change in control of the Company and termination for other than cause or after a substantial and material change in the officer's title, compensation or responsibilities.

The Bank owns 13,396 shares of Class B common stock of Visa Inc. which are convertible into Class A common stock at a conversion ratio of 1.6228 per Class B share. As of December 31, 2021, the value of the Class A shares was $216.71 per share. Utilizing the conversion ratio, the value of unredeemed Class A equivalent shares owned by the Bank was $4,711,000 as of December 31, 2021, and has not been reflected in the accompanying consolidated financial statements. The shares of Visa Class B common stock are restricted and may not be transferred. Visa Member Banks are required to fund an escrow account to cover settlements, resolution of pending litigation and related claims. If the funds in the escrow account are insufficient to settle all the covered litigation, Visa may sell additional Class A shares, use the proceeds to settle litigation, and further reduce the conversion ratio. If funds remain in the escrow account after all litigation is settled, the Class B conversion ratio will be increased to reflect that surplus.

Mortgage loans sold to investors may be sold with servicing rights retained, with only the standard legal representations and warranties regarding recourse to the Bank. Management believes that any liabilities that may result from such recourse provisions are not significant.

Note 16 – Shareholders' Equity

Dividends Paid

The Bank paid to the Company cash dividends in the aggregate amounts of $31,571,000, $63,419,000, and $32,669,000 in 2021, 2020, and 2019, respectively. The Bank is regulated by the Federal Deposit Insurance Corporation ("FDIC") and the State of California Department of Financial Protection & Innovation (the "DFPI"). Absent approval from the Commissioner of the DPFI, California banking laws generally limit the Bank's ability to pay dividends to the lesser of (1) retained earnings or (2) net income for the last three fiscal years, less cash distributions paid during such period. Under this law, at December 31, 2021, the Bank could have paid dividends of $154,466,000 to the Company without the approval of the Commissioner of the DPFI.

Stock Repurchase Plan

On February 25, 2021 the Board of Directors approved the authorization to repurchase up to 2,000,000 shares of the Company's common stock (the 2021 Repurchase Plan), which approximated 6.7% of the shares outstanding as of the approval date. The actual timing of any share repurchases will be determined by the Company's management and therefore the total value of the shares to be purchased under the program is subject to change. The 2021 Repurchase Plan has no expiration date (in accordance with applicable laws and regulations) and as of and for year ended December 31, 2021, the Company repurchased 63,317 shares. There were 223 shares repurchased during 2021 under the 2019 Repurchase Plan.

In connection with approval of the 2021 Repurchase Plan, the Company's previous repurchase program adopted on November 12, 2019 (the 2019 Repurchase Plan) was terminated. Under the 2019 Repurchase Plan, during the year ended December 31, 2020 the Company had repurchased 858,717 total shares. There were no shares of common stock repurchased under any plans during the year ended December 31, 2019.

Stock Repurchased Under Equity Compensation Plans

The Company's shareholder-approved equity compensation plans permit employees to tender recently vested shares in lieu of cash for the payment of withholding taxes on such shares. During the years ended December 31, 2021, 2020, and 2019, employees tendered 28,276, 12,488, and 115,954 shares, respectively, of the Company's common stock in connection with option exercises. Employees also tendered 19,413, 12,058 and 15,242 shares in connection with other share based awards during December 31, 2021, 2020 and 2019, respectively. In total, shares of the Company's common stock tendered had market values of $2,118,000, $736,000, and $5,108,000 for the years ended December 31, 2021, 2020 and 2019, respectively. The tendered shares were retired. The market value of tendered shares is the last market trade price at closing on the day an option is exercised or the other share based award vests. Stock repurchased under equity incentive plans are not included in the total of stock repurchased under the 2021 or 2019 Repurchase Plans.

Note 17 – Stock Options and Other Equity-Based Incentive Instruments

In April 2019, the Company's Board of Directors adopted the TriCo Bancshares 2019 Equity Incentive Plan (2019 Plan) covering officers, employees, directors of, and consultants to, the Company. The 2019 Plan was approved by the Company's shareholders in May 2019. The 2019 Plan allows the Company to issue equity-based incentives representing up to 1,500,000 shares, such as incentive stock options, nonqualified stock options, stock appreciation rights, restricted stock, restricted stock units and performance awards (which could either be restricted stock or restricted stock units) (collectively, Awards). The 2019 Plan contains several enhanced corporate governance provisions, including: expressly providing that executives' Awards and cash incentive compensation are subject to TriCo's potential clawback or recoupment if the Company must restate its financial statements; generally imposing a one year minimum vesting period on Awards; generally requiring participants to hold at least 50% of the shares acquired under an Award for at least one year; and clarifying that credit for dividends declared on shares of common stock underlying an Award is subject to the same vesting requirements as the common stock underlying the Award.

The number of shares available for issuance under the 2019 Plan will be reduced by: (i) one share for each share of common stock issued pursuant to a stock option; (ii) the total number of stock appreciation rights that are exercised, including any shares of common stock underlying such Awards that are not actually issued to the participant as the result of a net settlement; (iii) two shares for each share of common stock issued pursuant to a performance award, a restricted share Award or an RSU Award and (iv) any shares of common stock used to pay any exercise price or tax withholding obligation with respect to any Award. When Awards made under the 2019 Plan expire or are forfeited or cancelled, the underlying shares will become available for future Awards under the 2019 Plan. To the extent that a share of common stock pursuant to an Award that counted as two shares again becomes available for issuance under the 2019 Plan, the number of shares of common stock available for issuance under the 2019 Plan will increase by two shares. If shares of common stock issued pursuant to the Plan are repurchased by, or are surrendered or forfeited to the Company at no more than cost, then such shares will again be available for the grant of Awards under the Plan. Any shares of common stock repurchased by the Company with cash proceeds from the exercise of options will not, however, be added back to the pool of share available for issuance under the 2019 Plan. Shares awarded and delivered under the 2019 Plan may be authorized but unissued shares or reacquired shares. Shares tendered to TriCo or withheld from delivery to a participant as payment of the exercise price or in connection with the “net exercise” of a stock option or to satisfy TriCo’s tax withholding obligations will not again become available for future Awards under the 2019 Plan. As of December 31, 2021, there were no outstanding options for the purchase of common shares and 97,202 RSUs were outstanding. The number of shares that remain available for issuance is not more than 1,004,737, which could decrease based on the level of the Company's future performance and outcome of certain vesting requirements.

The 2019 Plan replaced the TriCo Bancshares 2009 Equity Incentive Plan (2009 Plan), which expired on March 26, 2019. As a result of its expiration, no further awards may be issued under the 2009 Plan, though all awards under the 2009 Plan that were outstanding as of its expiration continue to be governed by the terms, conditions and procedures set forth in the 2009 Plan and any applicable award agreement. There were no new grants issued under the 2009 Plan during 2019 prior to expiration, and as of December 31, 2021, 78,825 options for the purchase of common shares and 6,315 RSUs remain outstanding.

Stock option activity is summarized in the following table for the dates indicated:

	Number of Shares	Option Price per Share	Weighted Average Exercise Price
Outstanding at January 1, 2020	160,500	$12.63 to $23.21	$ 17.60
Options granted	—	—	—
Options exercised	(32,000)	$14.54 to $19.46	$ 17.10
Options forfeited	—	—	—
Outstanding at December 31, 2020	128,500	$14.54 to $23.21	$ 17.72
Options granted	—	—	—
Options exercised	(49,675)	$14.54 to $16.59	$ 15.25
Options forfeited	—	—	—
Outstanding at December 31, 2021	78,825	$15.34 to $23.21	$ 19.28

The following table shows the number, weighted-average exercise price, intrinsic value, and weighted average remaining contractual life of options exercisable, options not yet exercisable and total options outstanding as of December 31, 2021:

	Currently Exercisable	Currently Not Exercisable	Total Outstanding
Number of options	78,825	—	78,825
Weighted average exercise price	$ 19.28	$ —	$ 19.28
Intrinsic value (in thousands)	$ 1,867	$ —	$ 1,867
Weighted average remaining contractual term (yrs.)	1.40	n/a	1.40

All options outstanding as of December 31, 2021 are fully vested. The Company did not modify any option grants during the three year period ended December 31, 2021.

The following table shows the total intrinsic value of options exercised, the total fair value of options vested, total compensation costs for options recognized in income, total tax benefit and excess tax benefits recognized in income related to compensation costs for options during the periods indicated:

	Year Ended December 31,		
	2021	2020	2019
Intrinsic value of options exercised	$ 1,476,000	$ 403,000	$ 4,169,000
Fair value of options that vested	$ —	$ —	$ —
Total compensation costs for options recognized in expense	$ —	$ —	$ —
Total tax benefit recognized in income related to compensation costs for options	$ —	$ —	$ —
Excess tax benefit recognized in income	$ —	$ —	$ 1,233,000

There were no stock options granted during 2021, 2020 and 2019, respectively.

Restricted stock unit activity is summarized in the following table for the dates indicated:

	Service Condition Vesting RSUs		Market Plus Service Condition Vesting RSUs	
	Number of RSUs	Weighted Average Fair Value on Date of Grant	Number of RSUs	Weighted Average Fair Value on Date of Grant
Outstanding at January 1, 2021	99,809		81,615	
RSUs granted	47,029	$ 45.48	31,479	$ 39.15
Additional market plus service condition RSUs vested	—		6,067	
RSUs added through dividend credits	2,277		—	
RSUs released through vesting	(45,492)		(19,272)	
RSUs forfeited/expired	(106)		(126)	
Outstanding at December 31, 2021	103,517		99,763	

The 103,517 of service condition vesting RSUs outstanding as of December 31, 2021 include a feature whereby each RSU outstanding is credited with a dividend amount equal to any common stock cash dividend declared and paid, and the credited amount is divided by the closing price of the Company's stock on the dividend payable date to arrive at an additional amount of RSUs outstanding under the original grant. Additional RSUs credited through dividends are subject to the same vesting requirements as the original grant. The 103,517 of service condition vesting RSUs outstanding as of December 31, 2021 are expected to vest, and be released, on a weighted-average basis, over the next 1.3 years. The Company expects to recognize $2,920,422 of pre-tax compensation costs related to these service condition vesting RSUs between December 31, 2021 and their vesting dates. The Company did not modify any service condition vesting RSUs during 2021 or 2020.

The 99,763 of market plus service condition vesting RSUs outstanding as of December 31, 2021 are expected to vest, and be released, on a weighted-average basis, over the next 1.5 years. The Company expects to recognize $1,599,463 of pre-tax compensation costs related to these RSUs between December 31, 2021 and their vesting dates. As of December 31, 2021, the number of market plus service condition vesting RSUs outstanding that will actually vest, and be released, may be reduced to zero or increased to 149,645 depending on the total return of the Company's common stock versus the total return of an index of bank stocks from the grant date to the vesting date. The Company did not modify any market plus service condition vesting RSUs during 2021 or 2020.

The following table shows the compensation costs and excess tax benefits for RSUs recognized in income for the periods indicated:

	Year Ended December 31,		
	2021	2020	2019
Total compensation costs recognized in income			
Service condition vesting RSUs	$ 1,728,000	$ 1,390,000	$ 1,161,000
Market plus service condition vesting RSUs	$ 911,000	$ 646,000	$ 493,000
Excess tax benefit recognized in income			
Service condition vesting RSUs	$ 626,000	$ 372,000	$ 141,000
Market plus service condition vesting RSUs	$ 226,000	$ 194,000	$ 146,000

Note 18 – Non-interest Income and Expense

The components of other non-interest income were as follows:

	Year Ended December 31,		
(in thousands)	2021	2020	2019
ATM and interchange fees	$ 25,356	$ 21,660	$ 20,639
Service charges on deposit accounts	14,013	13,944	16,657
Other service fees	3,570	3,156	3,015
Mortgage banking service fees	1,881	1,855	1,917
Change in value of mortgage loan servicing rights	(872)	(2,634)	(1,811)
Total service charges and fees	43,948	37,981	40,417
Asset management and commission income	3,668	2,989	2,877
Increase in cash value of life insurance	2,775	2,949	3,029
Gain on sale of loans	9,580	9,122	3,282
Lease brokerage income	746	668	878
Sale of customer checks	459	414	529
Gain on sale of investment securities	—	7	110
Gain (loss) on marketable equity securities	(86)	64	86
Other	2,574	1,000	2,312
Total other noninterest income	19,716	17,213	13,103
Total noninterest income	$ 63,664	$ 55,194	$ 53,520

Mortgage banking servicing fee income (expense), net of change in value of mortgage loan servicing rights, totaling $1,009,000, $779,000, and $106,000 were recorded within service charges and fees for the years ended December 31, 2021, 2020, and 2019, respectively.

The components of noninterest expense were as follows:

	Year Ended December 31,		
(in thousands)	2021	2020	2019
Base salaries, net of deferred loan origination costs	$ 69,844	$ 70,164	$ 70,218
Incentive compensation	14,957	10,022	13,106
Benefits and other compensation costs	21,550	31,935	22,741
Total salaries and benefits expense	106,351	112,121	106,065
Occupancy	14,910	14,528	14,893
Data processing and software	13,985	13,504	13,517
Equipment	5,358	5,704	7,022
ATM and POS network charges	6,040	5,433	5,447
Merger and acquisition expense	1,523	—	—
Advertising	2,899	2,827	5,633
Professional fees	3,657	3,222	3,754
Intangible amortization	5,464	5,724	5,723
Telecommunications	2,253	2,601	3,190
Regulatory assessments and insurance	2,581	1,594	1,188
Courier service	1,214	1,414	1,308
Operational losses	964	1,168	986
Postage	710	1,068	1,258
Gain on sale or acquisition of foreclosed assets	(233)	(235)	(246)
(Gain) loss on disposal of fixed assets	(439)	67	82
Other miscellaneous expense	11,038	12,018	15,637
Total other noninterest expense	71,924	70,637	79,392
Total noninterest expense	$ 178,275	$ 182,758	$ 185,457

Note 19 – Income Taxes

The components of consolidated income tax expense are as follows (in thousands):

	Year Ended December 31,		
	2021	2020	2019
Current tax expense			
Federal	$ 28,763	$ 22,104	$ 20,403
State	18,221	14,586	12,655
	$ 46,984	36,690	33,058
Deferred tax expense			
Federal	(872)	(9,500)	695
State	(64)	(4,654)	997
	(936)	(14,154)	1,692
Total tax expense	$ 46,048	$ 22,536	$ 34,750

A deferred tax asset or liability is recognized for the tax consequences of temporary differences in the recognition of revenue and expense for financial and tax reporting purposes. The net change during the year in the deferred tax asset or liability results in a deferred tax expense or benefit.

The Company recognized, as components of tax expense, tax credits and other tax benefits, and amortization expense relating to our investments in Qualified Affordable Housing Projects as follows for the periods indicated (in thousands):

	Year Ended December 31,		
	2021	2020	2019
Tax credits and other tax benefits – decrease in tax expense	$ (4,224)	$ (4,200)	$ (2,546)
Amortization – increase in tax expense	$ 3,604	$ 3,581	$ 2,705

The carrying value of Low Income Housing Tax Credit Funds was $41,295,000 and $26,899,000 as of December 31, 2021 and 2020, respectively. As of December 31, 2021, the Company has committed to make additional capital contributions to the Low Income Housing Tax Credit Funds in the amount of $21,054,000, and these contributions are expected to be made over the next several years.

The provisions for income taxes applicable to income before taxes for the years ended December 31, 2021, 2020 and 2019 differ from amounts computed by applying the statutory Federal income tax rates to income before taxes. The effective tax rate and the statutory federal income tax rate are reconciled as follows:

	Year Ended December 31,		
(in thousands)	2021	2020	2019
Federal statutory income tax rate	21.0 %	21.0 %	21.0 %
State income taxes, net of federal tax benefit	7.9	7.7	7.9
Tax-exempt interest on municipal obligations	(0.5)	(0.9)	(0.7)
Tax-exempt life insurance related income	(0.5)	(0.8)	(0.6)
Low income housing tax credits	(2.6)	(4.8)	(2.3)
Low income housing tax credit amortization	2.2	4.1	2.1
Equity compensation	(0.1)	0.4	(0.4)
Non-deductible merger expenses	0.1	—	—
Other	0.6	(0.9)	0.4
Effective Tax Rate	28.1 %	25.8 %	27.4 %

The temporary differences, tax effected, which give rise to the Company's net deferred tax asset recorded in other assets are as follows as of December 31 for the years indicated (in thousands):

	December 31,	
	2021	2020
Deferred tax assets:		
Allowance for losses and reserve for unfunded commitments	$ 26,361	$ 28,159
Deferred compensation	1,758	1,786
Accrued pension liability	—	383
Other accrued expenses	1,994	1,537
Additional unfunded status of the supplemental retirement plans	13,693	13,275
Operating lease liability	7,769	8,270
State taxes	3,251	2,870
Share based compensation	952	837
Nonaccrual interest	937	725
Acquisition cost basis	506	2,372
Unrealized loss on securities	116	—
Tax credits	513	513
Net operating loss carryforwards	1,131	1,131
Other	813	327
Total deferred tax assets	59,794	62,185
Deferred tax liabilities:		
Securities income	(762)	(762)
Depreciation	(6,198)	(7,231)
Right of use asset	(7,588)	(8,232)
Funded pension liability	(709)	—
Securities accretion	(846)	(702)
Mortgage servicing rights valuation	(1,726)	(1,490)
Unrealized gain on securities	—	(5,671)
Core deposit intangible	(3,248)	(4,812)
Junior subordinated debt	(1,422)	(1,553)
Prepaid expenses and other	(488)	(532)
Total deferred tax liability	(22,987)	(30,985)
Net deferred tax asset	$ 36,807	$ 31,200

As part of the merger with FNB Bancorp in 2018 and North Valley Bancorp in 2014, TriCo acquired federal and state net operating loss carryforwards, capital loss carryforwards, and tax credit carryforwards. In addition, the 2020 Coronavirus Aid, Relief, and Economic Security Act ("CARES Act") provided the Company with an opportunity to file amended federal tax returns and generate proposed refunds of approximately $805,000. These tax attribute carryforwards will be subject to provisions of the tax law that limit the use of such losses and credits generated by a company prior to the date certain ownership changes occur. The amount of the Company's net operating loss carryforwards that would be subject to these limitations as of December 31, 2021 were none for federal and $13,367,000 for California. The amount of the Company's tax credits that would be subject to these limitations as of December 31, 2021 are $63,000 and $648,000 for federal and California, respectively. Due to the limitation, a significant portion of the state tax credits will expire regardless of whether the Company generates future taxable income. As such, the Company has recorded the future benefit of these tax credits on the books at the value which is more likely than not to be realized. These tax loss and tax credit carryforwards expire at various dates beginning in 2019.

The Company believes that a valuation allowance is not needed to reduce the deferred tax assets as it is more likely than not that the results of future operations will generate sufficient taxable income to realize the deferred tax assets, including the tax attribute carryforwards acquired as part of past mergers.

Disclosure of unrecognized tax benefits at December 31, 2021 and 2020 were not considered significant for disclosure purposes. Management does not expect the unrecognized tax benefit will materially change in the next 12 months. During the years ended December 31, 2021 and December 31, 2020 the Company did not recognize and significant amounts related to interest and penalties associated with taxes. The Company files income tax returns in the U.S. federal jurisdiction, and California. With few exceptions, the Company is no longer subject to U.S. federal and state/local income tax examinations by tax authorities for years before 2014 and 2017, respectively.

Note 20 – Earnings per Share

Earnings per share have been computed based on the following:

(in thousands)	Year Ended December 31, 2021	2020	2019
Net income	$ 117,655	$ 64,814	$ 92,072
Average number of common shares outstanding	29,721	29,917	30,478
Effect of dilutive stock options and restricted stock	161	111	167
Average number of common shares outstanding used to calculate diluted earnings per share	29,882	30,028	30,645
Options excluded from diluted earnings per share because the effect of these options was antidilutive	—	—	—

Note 21 – Comprehensive Income

Accounting principles generally require that recognized revenue, expenses, gains and losses be included in net income. Although certain changes in assets and liabilities, such as unrealized gains and losses on available-for-sale securities, are reported as a separate component of the equity section of the balance sheet, such items, along with net income, are components of comprehensive income. The components of other comprehensive income and related tax effects are as follows:

(in thousands)	Year Ended December 31, 2021	2020	2019
Unrealized holding gains (losses) on available for sale securities before reclassifications	$ (19,575)	$ 15,803	$ 24,471
Amounts reclassified out of accumulated other comprehensive income:			
Realized gains on debt securities	—	(7)	(110)
Total amounts reclassified out of accumulated other comprehensive income	—	(7)	(110)
Unrealized holding gains (losses) on available for sale securities after reclassifications	(19,575)	15,796	24,361
Tax effect	5,787	(4,670)	(7,202)
Unrealized holding gains (losses) on available for sale securities, net of tax	(13,788)	11,126	17,159
Change in unfunded status of the supplemental retirement plans before reclassifications	3,497	645	(6,745)
Amounts reclassified out of accumulated other comprehensive income:			
Amortization of prior service cost	(58)	(55)	(54)
Amortization of actuarial losses	254	9,309	408
Total amounts reclassified out of accumulated other comprehensive income	196	9,254	354
Change in unfunded status of the supplemental retirement plans after reclassifications	3,693	9,899	(6,391)
Tax effect	(1,091)	(2,927)	1,889
Change in unfunded status of the supplemental retirement plans, net of tax	2,602	6,972	(4,502)
Change in joint beneficiary agreement liability before reclassifications	(113)	(596)	—
Tax effect	—	—	—
Change in unfunded status of the supplemental retirement plans, net of tax	(113)	(596)	—
Total other comprehensive income (loss)	$ (11,299)	$ 17,502	$ 12,657

The components of accumulated other comprehensive income, included in shareholders' equity, are as follows:

(in thousands)	Year Ended December 31, 2021	2020
Net unrealized gain (loss) on available for sale securities	$ (392)	$ 19,183
Tax effect	116	(5,671)
Unrealized holding (gain) loss on available for sale securities, net of tax	(276)	13,512
Unfunded status of the supplemental retirement plans	2,399	(1,294)
Tax effect	(709)	382
Unfunded status of the supplemental retirement plans, net of tax	1,690	(912)
Joint beneficiary agreement liability, net of tax	(433)	(320)
Accumulated other comprehensive income	$ 981	$ 12,280

Note 22 – Retirement Plans

401(k) Plan

The Company sponsors a 401(k) Plan whereby substantially all employees age 21 and over with 90 days of service may participate. Participants may contribute a portion of their compensation subject to certain limits based on federal tax laws. Prior to July 1, 2015, the Company did not contribute to the 401(k) Plan. Effective July 1, 2015, the Company initiated a discretionary matching contribution equal to 50% of participant's elective deferrals each quarter, up to 4% of eligible compensation. The Company recorded salaries & benefits expense attributable to the 401(k) Plan matching contributions and 401(k) Plan matching contributions for the years ended:

(in thousands)	Year Ended December 31, 2021	2020	2019
401(k) Plan benefits expense	$ 1,211	$ 1,139	$ 1,119
401(k) Plan contributions made by the Company	$ 1,121	$ 202	$ 1,003

Employee Stock Ownership Plan

Substantially all employees with at least one year of service are covered by a discretionary employee stock ownership plan (ESOP). Company shares owned by the ESOP are paid dividends and included in the calculation of earnings per share as common shares outstanding. Contributions are made to the plan at the discretion of the Board of Directors. Expenses related to the Company's ESOP, included in benefits and other compensation costs under salaries and benefits expense, and contributions to the plan for the years ended were:

(in thousands)	Year Ended December 31, 2021	2020	2019
ESOP benefits expense	$ 1,888	$ 2,400	$ 2,500
ESOP contributions made by the Company	$ 878	$ 1,951	$ 1,875

Deferred Compensation Plans

The Company has deferred compensation plans for certain directors and key executives, which allow certain directors and key executives designated by the Board of Directors of the Company to defer a portion of their compensation. The Company has purchased insurance on the lives of certain of the participants and intends to hold these policies until death as a cost recovery of the Company's deferred compensation obligations of $5,945,000 and $6,043,000 at December 31, 2021 and 2020, respectively. Earnings credits on deferred balances included in non-interest expense are included in the following table:

(in thousands)	Year Ended December 31, 2021	2020	2019
Deferred compensation earnings credits included in non-interest expense	$ 176	$ 212	$ 363

Supplemental Retirement Plans

The Company has supplemental retirement plans for certain directors and key executives. These plans are non-qualified defined benefit plans and are unsecured and unfunded. The Company has purchased insurance on the lives of the participants and intends to hold these policies until death as a cost recovery of the Company's retirement obligations. The cash values of the insurance policies purchased to fund the deferred compensation obligations and the supplemental retirement obligations were $117,857,000 and $118,870,000 at December 31, 2021 and 2020, respectively.

The Company recorded in other liabilities the additional (funded) unfunded status of the supplemental retirement plans of $(2,399,000) and $1,294,000 related to the supplemental retirement plans as of December 31, 2021 and 2020, respectively. These amounts represent the amount by which the projected benefit obligations for these retirement plans exceeded the fair value of plan assets plus amounts previously accrued related to the plans. The projected benefit obligation is recorded in other liabilities.

At December 31, 2021 and 2020, the additional unfunded status of the supplemental retirement plans of $(2,399,000) and $1,294,000 were offset by a reduction of shareholders' equity accumulated other comprehensive loss of $(1,690,000) and $912,000, respectively, representing the after-tax impact of the additional unfunded status of the supplemental retirement plans, and the related deferred tax asset of $(709,000) and $382,000, respectively. Amounts recognized as a component of accumulated other comprehensive income (loss) as of year-end that have not been recognized as a component of the combined net period benefit cost of the Company's defined benefit pension plans are presented in the following table. The Company expects to recognize approximately $26,000 of the net actuarial loss reported in the following table as of December 31, 2021 as a component of net periodic benefit cost during 2021.

(in thousands)	December 31, 2021	December 31, 2020
Transition obligation	$ —	$ —
Prior service cost	(28)	(86)
Net actuarial loss	(2,371)	1,380
Amount included in accumulated other comprehensive income (loss)	(2,399)	1,294
Deferred tax benefit	709	(382)
Amount included in accumulated other comprehensive income (loss), net of tax	$ (1,690)	$ 912

Information pertaining to the activity in the supplemental retirement plans, using a measurement date of December 31, is as follows:

(in thousands)	December 31, 2021	December 31, 2020
Change in benefit obligation:		
Benefit obligation at beginning of year	$ (38,000)	$ (36,737)
Service cost	(913)	(2,225)
Interest cost	(898)	(1,014)
Actuarial (loss)/gain	3,580	640
Plan amendments	—	—
Benefits paid	972	1,336
Benefit obligation at end of year	$ (35,259)	$ (38,000)
Change in plan assets:		
Fair value of plan assets at beginning of year	$ —	$ —
Fair value of plan assets at end of year	$ —	$ —
Funded status	$ (35,259)	$ (38,000)
Unrecognized net obligation existing at January 1, 1986		—
Unrecognized net actuarial (loss)/gain	(2,453)	1,380
Unrecognized prior service cost	(28)	(86)
Accumulated other comprehensive income (loss)	2,481	(1,294)
Accrued benefit cost	$ (35,259)	$ (38,000)
Accumulated benefit obligation	$ (34,015)	$ (36,298)

The following table sets forth the net periodic benefit cost recognized for the supplemental retirement plans:

(in thousands)	Year Ended December 31, 2021	2020	2019
Net pension cost included the following components:			
Service cost-benefits earned during the period	$ 913	$ 2,225	$ 879
Interest cost on projected benefit obligation	898	1,014	1,131
Amortization of net obligation at transition	—	1	2
Amortization of prior service cost	(58)	(55)	(54)
Recognized net actuarial loss	254	9,309	408
Net periodic pension cost	$ 2,007	$ 12,494	$ 2,366

The following table sets forth assumptions used in accounting for the plans:

	Year Ended December 31,		
	2021	2020	2019
Discount rate used to calculate benefit obligation	2.74 %	2.40 %	2.82 %
Discount rate used to calculate net periodic pension cost	2.40 %	2.82 %	3.96 %
Average annual increase in executive compensation	3.25 %	3.25 %	3.25 %
Average annual increase in director compensation	— %	— %	— %

The following table sets forth the expected benefit payments to participants and estimated contributions to be made by the Company under the supplemental retirement plans for the years indicated:

(in thousands)	Expected Benefit Payments to Participants	Estimated Company Contributions
2022	$ 1,118	$ 1,118
2023	2,208	2,208
2024	2,214	2,214
2025	2,203	2,203
2026	2,160	2,160
2027-2031	10,294	10,294

Note 23 – Related Party Transactions

Certain directors, officers, and companies with which they are associated were customers of, and had banking transactions with, the Company or the Bank in the ordinary course of business.

The following table summarizes the activity in these loans for the periods indicated:

(in thousands)	
Balance January 1, 2019	$ 10,121
Advances/new loans	665
Removed/payments	(3,953)
Balance December 31, 2020	6,833
Advances/new loans	2,000
Removed/payments	(2,517)
Balance December 31, 2021	$ 6,316

Deposits of directors, officers and other related parties to the Bank totaled $35,310,000 and $40,843,000 at December 31, 2021 and 2020, respectively.

Note 24 – Fair Value Measurement

The Company utilizes fair value measurements to record fair value adjustments to certain assets and liabilities and to determine fair value disclosures. In estimating fair value, the Company utilizes valuation techniques that are consistent with the market approach, income approach, and/or the cost approach. Inputs to valuation techniques include the assumptions that market participants would use in pricing an 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. Securities available-for-sale and mortgage servicing rights 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 loans held for sale, loans held for investment and certain other assets. These nonrecurring fair value adjustments typically involve application of lower of cost or market accounting or impairment write-downs of individual assets.

The Company groups assets and liabilities at fair value in three levels, based on the markets in which the assets and liabilities are traded and the observable nature of the assumptions used to determine fair value. These levels are:

Level 1 — Valuation is based upon quoted prices for identical instruments traded in active markets.

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 3 — Valuation is generated from model-based techniques that use at least one significant assumption not observable in the market. These unobservable assumptions reflect 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.

Securities available for sale—Securities available for sale are recorded at fair value on a recurring basis. Fair value measurement is based upon quoted prices, if available. If quoted prices are not available, fair values are measured using independent pricing models or other model-based valuation techniques such as the present value of future cash flows, adjusted for the security's credit rating, prepayment assumptions and other factors such as credit loss assumptions. Level 1 securities include those traded on an active exchange, such as the New York Stock Exchange, U.S. Treasury securities that are traded by dealers or brokers in active over-the-counter markets and money market funds. Level 2 securities include mortgage-backed securities issued by government sponsored entities, municipal bonds and corporate debt securities. The Company had no securities classified as Level 3 during any of the periods covered in these financial statements.

Loans held for sale—Loans held for sale are carried at the lower of cost or fair value. The fair value of loans held for sale is based on what secondary markets are currently offering for loans with similar characteristics. As such, we classify those loans subjected to nonrecurring fair value adjustments as Level 2.

Impaired loans—Loans are not recorded at fair value on a recurring basis. However, from time to time, loans maybe considered impaired and an allowance for credit losses is established. Loans for which it is probable that payment of interest and principal will not be made in accordance with the contractual terms of the loan agreement are considered impaired. The fair value of an impaired loan is estimated using one of several methods, including collateral value, fair value of similar debt, enterprise value, liquidation value and discounted cash flows. Those impaired loans not requiring an allowance represent loans for which the fair value of the expected repayments or collateral exceed the recorded investments in such loans. Impaired loans where an allowance is established based on the fair value of collateral require classification in the fair value hierarchy. When the fair value of the collateral is based on an observable market price or a current appraised value which uses substantially observable data, the Company records the impaired loan as nonrecurring Level 2. When an appraised value is not available or management determines the fair value of the collateral is further impaired below the appraised value, or the appraised value contains a significant unobservable assumption, such as deviations from comparable sales, and there is no observable market price, the Company records the impaired loan as nonrecurring Level 3.

Foreclosed assets—Foreclosed assets include assets acquired through, or in lieu of, loan foreclosure. Foreclosed assets are held for sale and are initially recorded at fair value at the date of foreclosure, establishing a new cost basis. Subsequent to foreclosure, management periodically performs valuations and the assets are carried at the lower of carrying amount or fair value less cost to sell. When the fair value of foreclosed assets is based on an observable market price or a current appraised value which uses substantially observable data, the Company records the impaired originated loan as nonrecurring Level 2. When an appraised value is not available or management determines the fair value of the collateral is further impaired below the appraised value, or the appraised value contains a significant unobservable assumption, such as deviations from comparable sales, and there is no observable market price, the Company records the foreclosed asset as nonrecurring Level 3. Revenue and expenses from operations and changes in the valuation allowance are included in other non-interest expense.

Mortgage servicing rights—Mortgage servicing rights are carried at fair value. A valuation model, which utilizes a discounted cash flow analysis using a discount rate and prepayment speed assumptions is used in the computation of the fair value measurement. While the prepayment speed assumption is currently quoted for comparable instruments, the discount rate assumption currently requires a significant degree of management judgment and is therefore considered an unobservable input. As such, the Company classifies mortgage servicing rights subjected to recurring fair value adjustments as Level 3. Additional information regarding mortgage servicing rights can be found in Note 10 in the consolidated financial statements at Item 1 of this report.

The table below presents the recorded amount of assets and liabilities measured at fair value on a recurring basis (in thousands):

Fair value at December 31, 2021	Total	Level 1	Level 2	Level 3
Marketable equity securities	$ 2,938	$ 2,938	$ —	$ —
Debt securities available for sale:				
Obligations of U.S. government agencies	1,257,389	—	1,257,389	—
Obligations of states and political subdivisions	192,244	—	192,244	—
Corporate bonds	6,756	—	6,756	—
Asset backed securities	751,549	—	751,549	—
Loans held for sale	3,466	—	3,466	—
Mortgage servicing rights	5,874	—	—	5,874
Total assets measured at fair value	$ 2,220,216	$ 2,938	$ 2,211,404	$ 5,874

Fair value at December 31, 2020	Total	Level 1	Level 2	Level 3
Marketable equity securities	$ 3,025	$ 3,025	$ —	$ —
Debt securities available for sale:				
Obligations of U.S. government agencies	812,374	—	812,374	—
Obligations of states and political subdivisions	129,095	—	129,095	—
Corporate bonds	2,544	—	2,544	—
Asset backed securities	470,251	—	470,251	—
Loans held for sale	6,268	—	6,268	—
Mortgage servicing rights	5,092	—	—	5,092
Total assets measured at fair value	$ 1,428,649	$ 3,025	$ 1,420,532	$ 5,092

Transfers between levels of the fair value hierarchy are recognized on the actual date of the event or circumstances that caused the transfer, which generally corresponds with the Company's quarterly valuation process. There were no transfers between any levels during 2021 or 2020.

The following table provides a reconciliation of assets and liabilities measured at fair value using significant unobservable inputs (Level 3) on a recurring basis during the years ended December 31, 2021, 2020, and 2019. Had there been any transfer into or out of Level 3 during 2021, 2020, or 2019, the amount included in the "Transfers into (out of) Level 3" column would represent the beginning balance of an item in the period (interim quarter) during which it was transferred (in thousands):

Year ended December 31,	Beginning Balance	Transfers into (out of) Level 3	Change Included in Earnings	Issuances	Ending Balance
2021: Mortgage servicing rights	$ 5,092	—	$ (872)	$ 1,654	$ 5,874
2020: Mortgage servicing rights	$ 6,200	—	$ (2,634)	$ 1,526	$ 5,092
2019: Mortgage servicing rights	$ 7,098	—	$ (1,811)	$ 913	$ 6,200

The Company's method for determining the fair value of mortgage servicing rights is described in Note 1. The key unobservable inputs used in determining the fair value of mortgage servicing rights are mortgage prepayment speeds and the discount rate used to discount cash projected cash flows. Generally, any significant increases in the mortgage prepayment speed and discount rate utilized in the fair value measurement of the mortgage servicing rights will result in a negative fair value adjustments (and decrease in the fair value measurement). Conversely, a decrease in the mortgage prepayment speed and discount rate will result in a positive fair value adjustment (and increase in the fair value measurement). Note 10 contains additional information regarding mortgage servicing rights.

The following table presents quantitative information about recurring Level 3 fair value measurements at December 31, 2021 and 2020:

December 31, 2021	Fair Value (in thousands)	Valuation Technique	Unobservable Inputs	Range, Weighted Average
Mortgage Servicing Rights	$5,874	Discounted cash flow	Constant prepayment rate	187%-264%, 208%
			Discount rate	10%-14%, 12%
December 31, 2020				
Mortgage Servicing Rights	$5,092	Discounted cash flow	Constant prepayment rate	240%-333%, 294%
			Discount rate	10%-14%, 12%

The tables below present the recorded amount of assets and liabilities measured at fair value on a nonrecurring basis, as of the dates indicated, that had a write-down or an additional allowance provided during the periods indicated (in thousands):

Year ended December 31, 2021	Total	Level 1	Level 2	Level 3	Total Gains (Losses)
Fair value:					
Impaired loans	$ 3,683			$ 3,683	$ (1,105)

Year ended December 31, 2020	Total		Level 1	Level 2	Level 3		Total Gains (Losses)	
Fair value:								
Impaired loans	$	1,424	—	—	$	1,424	$	(1,489)
Real estate owned		979	—	—		979		155
Total assets measured at fair value	$	2,403	—	—	$	2,403	$	(1,334)

The impaired loan amount above represents impaired, collateral dependent loans that have been adjusted to fair value. When we identify a collateral dependent loan as impaired, we measure the impairment using the current fair value of the collateral, less selling costs. Depending on the characteristics of a loan, the fair value of collateral is generally estimated by obtaining external appraisals. If we determine that the value of the impaired loan is less than the recorded investment in the loan, we recognize this impairment and adjust the carrying value of the loan to fair value through the allowance for loan and lease losses. The loss represents charge-offs or impairments on collateral dependent loans for fair value adjustments based on the fair value of collateral. The carrying value of loans fully charged-off is zero.

The foreclosed assets amount above represents impaired real estate that has been adjusted to fair value. Foreclosed assets represent real estate which the Bank has taken control of in partial or full satisfaction of loans. At the time of foreclosure, other real estate owned is recorded at fair value less costs to sell, which becomes the property's new basis. Any write-downs based on the asset's fair value at the date of acquisition are charged to the allowance for loan and lease losses. After foreclosure, management periodically performs valuations such that the real estate is carried at the lower of its new cost basis or fair value, net of estimated costs to sell. Fair value adjustments on other real estate owned are recognized within net loss on real estate owned. The loss represents impairments on non-covered other real estate owned for fair value adjustments based on the fair value of the real estate.

The Company's property appraisals are primarily based on the sales comparison approach and income approach methodologies, which consider recent sales of comparable properties, including their income generating characteristics, and then make adjustments to reflect the general assumptions that a market participant would make when analyzing the property for purchase. These adjustments may increase or decrease an appraised value and can vary significantly depending on the location, physical characteristics and income producing potential of each property. Additionally, the quality and volume of market information available at the time of the appraisal can vary from period to period and cause significant changes to the nature and magnitude of comparable sale adjustments. Given these variations, comparable sale adjustments are generally not a reliable indicator for how fair value will increase or decrease from period to period. Under certain circumstances, management discounts are applied based on specific characteristics of an individual property.

The following table presents quantitative information about Level 3 fair value measurements for financial instruments measured at fair value on a nonrecurring basis at December 31, 2021 and 2020:

December 31, 2021	Fair Value (in thousands)		Valuation Technique	Unobservable Inputs	Range, Weighted Average
Impaired loans	$	3,683	Sales comparison approach Income approach	Adjustment for differences between comparable sales; Capitalization rate	Not meaningful; N/A

December 31, 2020	Fair Value (in thousands)		Valuation Technique	Unobservable Inputs	Range, Weighted Average
Impaired loans	$	1,424	Sales comparison approach Income approach	Adjustment for differences between comparable sales Capitalization rate	Not meaningful; N/A
Real estate owned (Residential)	$	824	Sales comparison approach	Adjustment for differences between comparable sales	Not meaningful; N/A

The estimated fair values of financial instruments that are reported at amortized cost in the Corporation's consolidated balance sheets, segregated by the level of the valuation inputs within the fair value hierarchy utilized to measure fair value, were as follows (in thousands):

	December 31, 2021		December 31, 2020	
	Carrying Amount	Fair Value	Carrying Amount	Fair Value
Financial assets:				
Level 1 inputs:				
Cash and due from banks	$ 57,032	$ 57,032	$ 77,253	$ 77,253
Cash at Federal Reserve and other banks	711,389	711,389	592,298	592,298
Level 2 inputs:				
Securities held to maturity	199,759	208,140	284,563	298,726
Restricted equity securities	17,250	N/A	17,250	N/A
Level 3 inputs:				
Loans, net	4,831,248	4,880,044	4,671,280	4,753,027
Financial liabilities:				
Level 2 inputs:				
Deposits	7,367,159	7,366,422	6,505,934	6,507,235
Other borrowings	50,087	50,087	26,914	26,914
Level 3 inputs:				
Junior subordinated debt	58,079	57,173	57,635	56,632
	Contract Amount	Fair Value	Contract Amount	Fair Value
Off-balance sheet:				
Level 3 inputs:				
Commitments (1)	$ 1,586,068	$ 15,861	$ 1,426,827	$ 14,268
Standby letters of credit (1)	21,871	219	15,056	151
Overdraft privilege commitments (1)	125,670	1,257	110,813	1,108

The methods and assumptions used to estimate the fair value of each class of financial instruments not measured at fair value are as follows:

Securities held to maturity - This includes mortgage-backed securities issued by government sponsored entities and municipal bonds. Fair value measurement is based upon quoted prices, if available. If quoted prices are not available, fair values are measured using independent pricing models or other model-based valuation techniques such as the present value of future cash flows, adjusted for the security's credit rating, prepayment assumptions and other factors such as credit loss assumptions.

Restricted equity securities - Consists of FHLB stock whereby carrying value approximates fair value.

Loans - Loans are generally valued by discounting expected cash flows using market inputs with adjustments based on cohort level assumptions for certain loan types as well as internally developed estimates at a business segment level. Due to the significance of the unobservable market inputs and assumptions, as well as the absence of a liquid secondary market for most loans, these loans are classified as Level 3. Certain loans are measured based on observable market prices sourced from external data providers and classified as Level 2. Nonaccrual loans are written down and reported at their estimated recovery value which approximates their fair value and classified as Level 3.

Deposits - The estimated fair value of deposits with no stated maturity, such as demand deposit accounts, money market accounts, and savings accounts was the amount payable on demand at the reporting date. The fair value of time deposits was estimated based on a discounted cash flow technique using Level 3 inputs appropriate to the contractual maturity.

Other borrowings - The cash flows were calculated using the contractual features of the advance and then discounted using observable market. These are short-term in nature.

Junior subordinated debt - The fair value of structured financings was estimated based on a discounted cash flow technique using observable market interest rates adjusted for estimated spreads.

(1) Lending related commitments - The fair value of these commitments, including revolving credit facilities, standby letters of credit and overdrafts are carried at contract value, which approximates fair value but are not actively traded. These instruments generate fees, which approximate those currently charged to originate similar commitments, which are recognized over the term of the commitment period.

Note 25 – TriCo Bancshares Condensed Financial Statements (Parent Only)

Condensed Balance Sheets

	December 31, 2021	December 31, 2020
	(In thousands)	
Assets		
Cash and cash equivalents	$ 4,950	$ 13,297
Investment in Tri Counties Bank	1,047,577	967,949
Other assets	6,073	1,818
Total assets	$ 1,058,600	$ 983,064
Liabilities and shareholders' equity		
Other liabilities	$ 337	$ 315
Junior subordinated debt	58,079	57,635
Total liabilities	58,416	57,950
Shareholders' equity:		
Preferred stock, no par value: 1,000,000 shares authorized, zero issued and outstanding at December 31, 2020 and 2019	—	—
Common stock, no par value: authorized 50,000,000 shares; issued and outstanding 29,730,424 and 29,727,214 shares at December 31, 2021 and 2020, respectively	532,244	530,835
Retained earnings	466,959	381,999
Accumulated other comprehensive income (loss), net	981	12,280
Total shareholders' equity	1,000,184	925,114
Total liabilities and shareholders' equity	$ 1,058,600	$ 983,064

Condensed Statements of Income

	Year Ended December 31,		
	2021	2020	2019
		(In thousands)	
Net interest expense	$ (2,128)	$ (2,555)	$ (3,272)
Administration expense	(985)	(932)	(877)
Loss before equity in net income of Tri Counties Bank	(3,113)	(3,487)	(4,149)
Equity in net income of Tri Counties Bank:			
Distributed	31,571	63,419	32,669
Undistributed	88,289	3,851	62,326
Income tax benefit	908	1,031	1,226
Net income	$ 117,655	$ 64,814	$ 92,072

Condensed Statements of Comprehensive Income

	Year Ended December 31,		
	2021	2020	2019
		(In thousands)	
Net income	$ 117,655	$ 64,814	$ 92,072
Other comprehensive income (loss), net of tax:			
Increase (decrease) in unrealized gains on available for sale securities arising during the period	(13,788)	11,126	17,159
Change in minimum pension liability	2,602	6,972	(4,502)
Change in joint beneficiary agreement liablity	(113)	(596)	—
Other comprehensive income (loss)	(11,299)	17,502	12,657
Comprehensive income	$ 106,356	$ 82,316	$ 104,729

Condensed Statements of Cash Flows

	Year Ended December 31,		
	2021	2020	2019
		(In thousands)	
Operating activities:			
Net income	$ 117,655	$ 64,814	$ 92,072
Adjustments to reconcile net income to net cash provided by operating activities:			
Undistributed equity in earnings of Tri Counties Bank	(88,289)	(3,851)	(62,326)
Equity compensation vesting expense	2,638	2,036	1,654
Net change in other assets and liabilities	(6,427)	(1,885)	(1,580)
Net cash provided by operating activities	25,577	61,114	29,820
Investing activities: None			
Financing activities:			
Issuance of common stock through option exercise	144	198	9
Repurchase of common stock	(4,344)	(26,720)	(2,196)
Cash dividends paid — common	(29,724)	(26,303)	(24,999)
Net cash used for financing activities	(33,924)	(52,825)	(27,186)
Net change in cash and cash equivalents	(8,347)	8,289	2,634
Cash and cash equivalents at beginning of year	13,297	5,008	2,374
Cash and cash equivalents at end of year	$ 4,950	$ 13,297	$ 5,008

Note 26 – Regulatory Matters

The Company and the Bank are subject to various regulatory capital requirements administered by federal banking agencies. Failure to meet minimum capital requirements can initiate certain mandatory, and possibly additional discretionary actions by regulators that, if undertaken, could have a direct material effect on the consolidated financial statements. Under capital adequacy guidelines and the regulatory framework for prompt corrective action specific capital guidelines that involve quantitative measures of assets, liabilities and certain off-balance-sheet items as calculated under regulatory accounting practices. These capital amounts and classification are also subject to qualitative judgments by the regulators about components, risk weightings and other factors. Quantitative measures established by regulation to ensure capital adequacy require that minimum amounts and ratios of total, Tier 1, and common equity Tier 1capital to risk-weighted assets, and of Tier 1 capital to average assets be maintained. Under applicable capital requirements both the Company and the Bank are required to have a common equity Tier 1 capital ratio of 4.5%, a Tier 1 leverage ratio of 4.0%, a Tier 1 risk-based ratio of 6.0% and a total risk-based ratio of 8.0%. In addition, the Company and the Bank are also required to maintain a capital conservation buffer consisting of common equity Tier 1 capital above 2.5% of minimum risk based capital ratios to avoid restrictions on certain activities including payment of dividends, stock repurchases and discretionary bonuses to executive officers. The additional 2.5% buffer, where applicable, is included in the minimum ratios set forth in the table below. Management believes as of December 31, 2021 and 2020, the Company and Bank meet all capital adequacy requirements to which they are subject.

	Actual		Required for Capital Adequacy Purposes		Required to be Considered Well Capitalized Under Prompt Corrective Action Regulations	
(in thousands)	Amount	Ratio	Amount	Ratio	Amount	Ratio
As of December 31, 2021:						
Total Capital (to Risk Weighted Assets):						
Consolidated	$ 893,294	15.42 %	$ 608,258	10.50 %	N/A	N/A
Tri Counties Bank	$ 884,255	15.28 %	$ 607,610	10.50 %	$ 578,676	10.00 %
Tier 1 Capital (to Risk Weighted Assets):						
Consolidated	$ 820,654	14.17 %	$ 492,399	8.50 %	N/A	N/A
Tri Counties Bank	$ 811,713	14.03 %	$ 491,875	8.50 %	$ 462,941	8.00 %
Common equity Tier 1 Capital (to Risk Weighted Assets):						
Consolidated	$ 764,319	13.19 %	$ 405,505	7.00 %	N/A	N/A
Tri Counties Bank	$ 811,713	14.03 %	$ 405,073	7.00 %	$ 376,140	6.50 %
Tier 1 Capital (to Average Assets):						
Consolidated	$ 820,654	9.88 %	$ 332,205	4.00 %	N/A	N/A
Tri Counties Bank	$ 811,713	9.77 %	$ 332,196	4.00 %	$ 415,245	5.00 %

	Actual		Required for Capital Adequacy Purposes		Required to be Considered Well Capitalized Under Prompt Corrective Action Regulations	
(in thousands)	Amount	Ratio	Amount	Ratio	Amount	Ratio
As of December 31, 2020:						
Total Capital (to Risk Weighted Assets):						
Consolidated	$ 793,433	15.22 %	$ 547,352	10.50 %	N/A	N/A
Tri Counties Bank	$ 780,320	14.97 %	$ 547,156	10.50 %	$ 521,101	10.00 %
Tier 1 Capital (to Risk Weighted Assets):						
Consolidated	$ 727,879	13.96 %	$ 443,094	8.50 %	N/A	N/A
Tri Counties Bank	$ 714,811	13.72 %	$ 442,936	8.50 %	$ 416,881	8.00 %
Common equity Tier 1 Capital (to Risk Weighted Assets):						
Consolidated	$ 671,975	12.89 %	$ 364,901	7.00 %	N/A	N/A
Tri Counties Bank	$ 714,811	13.72 %	$ 364,771	7.00 %	$ 338,716	6.50 %
Tier 1 Capital (to Average Assets):						
Consolidated	$ 727,879	9.93 %	$ 293,138	4.00 %	N/A	N/A
Tri Counties Bank	$ 714,811	9.76 %	$ 292,949	4.00 %	$ 366,186	5.00 %

Note 27 – Summary of Quarterly Results of Operations (unaudited)

The following table sets forth the results of operations for the four quarters of 2021 and 2020, and is unaudited; however, in the opinion of Management, it reflects all adjustments (which include only normal recurring adjustments) necessary to present fairly the summarized results for such periods.

	2021 Quarters Ended			
(dollars in thousands, except per share data)	December 31,	September 30,	June 30,	March 31,
Interest and dividend income:				
Loans:				
Discount accretion	$ 1,780	$ 2,034	$ 2,566	$ 1,712
All other loan interest income	59,024	58,691	57,738	58,724
Total loan interest income	60,804	60,725	60,304	60,436
Debt securities, dividends and interest bearing cash at banks	10,220	8,903	8,175	7,480
Total interest income	71,024	69,628	68,479	67,916
Interest expense	1,241	1,395	1,396	1,476
Net interest income	69,783	68,233	67,083	66,440
Provision for (benefit from reversal of) credit losses	980	(1,435)	(260)	(6,060)
Net interest income after provision for credit losses	68,803	69,668	67,343	72,500
Noninterest income	16,502	15,095	15,957	16,110
Noninterest expense	46,679	45,807	44,171	41,618
Income before income taxes	38,626	38,956	39,129	46,992
Income tax expense	10,404	11,534	10,767	13,343
Net income	$ 28,222	$ 27,422	$ 28,362	$ 33,649
Per common share:				
Net income (diluted)	$ 0.94	$ 0.92	$ 0.95	$ 1.13
Dividends	$ 0.25	$ 0.25	$ 0.25	$ 0.25

	2020 Quarters Ended			
(dollars in thousands, except per share data)	December 31,	September 30,	June 30,	March 31,
Interest and dividend income:				
Loans:				
Discount accretion	$ 1,960	$ 1,876	$ 2,587	$ 1,748
All other loan interest income	59,055	56,163	55,822	54,510
Total loan interest income	61,015	58,039	58,409	56,258
Debt securities, dividends and interest bearing cash at banks	7,066	7,399	8,739	10,259
Total interest income	68,081	65,438	67,148	66,517
Interest expense	1,659	1,984	2,489	3,325
Net interest income	66,422	63,454	64,659	63,192
Provision for credit losses	4,850	7,649	22,244	8,070
Net interest income after provision for loan losses	61,572	55,805	42,415	55,122
Noninterest income	16,580	15,137	11,657	11,820
Noninterest expense	45,745	46,714	45,550	44,749
Income before income taxes	32,407	24,228	8,522	22,193
Income tax expense	8,750	6,622	1,092	6,072
Net income	$ 23,657	$ 17,606	$ 7,430	$ 16,121
Per common share:				
Net income (diluted)	$ 0.79	$ 0.59	$ 0.25	$ 0.53
Dividends	$ 0.22	$ 0.22	$ 0.22	$ 0.22

MANAGEMENT'S REPORT ON INTERNAL CONTROL OVER FINANCIAL REPORTING

Management of TriCo Bancshares is responsible for establishing and maintaining effective internal control over financial reporting. 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 U.S. generally accepted accounting principles.

Under the supervision and with the participation of management, including the principal executive officer and principal financial officer, the Company conducted an evaluation of the effectiveness of internal control over financial reporting based on the framework in the 2013 Internal Control – Integrated Framework issued by the Committee of Sponsoring Organizations of the Treadway Commission. Based on this evaluation under the framework in the 2013 Internal Control – Integrated Framework, management of the Company has concluded the Company maintained effective internal control over financial reporting, as such term is defined in Securities Exchange Act of 1934 Rules 13a-15(f), as of December 31, 2021.

Internal control over financial reporting cannot provide absolute assurance of achieving financial reporting objectives because of its inherent limitations. Internal control over financial reporting is a process that involves human diligence and compliance and is subject to lapses in judgment and breakdowns resulting from human failures. Internal control over financial reporting can also be circumvented by collusion or improper management override. Because of such limitations, there is a risk that material misstatements may not be prevented or detected on a timely basis by internal control over financial reporting. However, these inherent limitations are known features of the financial reporting process. Therefore, it is possible to design into the process safeguards to reduce, though not eliminate, this risk.

Management is also responsible for the preparation and fair presentation of the consolidated financial statements and other financial information contained in this report. The accompanying consolidated financial statements were prepared in conformity with U.S. generally accepted accounting principles and include, as necessary, best estimates and judgments by management.

In addition to management's assessment, Moss Adams LLP, an independent registered public accounting firm, has audited the Company's consolidated financial statements as of and for the year ended December 31, 2021, and the Company's effectiveness of internal control over financial reporting as of December 31, 2021, dated March 1, 2022, as stated in its report, which is included herein.

/s/ Richard P. Smith

Richard P. Smith
President and Chief Executive Officer

/s/ Peter G. Wiese

Peter G. Wiese
Executive Vice President and Chief Financial Officer

March 1, 2022

REPORT OF INDEPENDENT REGISTERED PUBLIC ACCOUNTING FIRM

To the Shareholders and the Board of Directors of
TriCo Bancshares

Opinions on the Financial Statements and Internal Control over Financial Reporting

We have audited the accompanying consolidated balance sheets of TriCo Bancshares (and subsidiaries) (the "Company") as of December 31, 2021 and 2020, the related consolidated statements of income, comprehensive income, changes in shareholders equity, and cash flow for each of the three years in the period ended December 31, 2021, and the related notes (collectively referred to as the "consolidated financial statements". We also have audited the Company's internal control over financial reporting as of December 31, 2021, 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 consolidated financial statements referred to above present fairly, in all material respects, the consolidated financial position of the Company as of December 31, 2021 and 2020, and the consolidated results of its operations and its cash flows for each of the three years in the period ended December 31, 2021, 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, 2021, based on criteria established in *Internal Control - Integrated Framework (2013)* issued by COSO.

Change in Accounting Principle

As discussed in Note 1 to the financial statements, the Company has changed its method of accounting for credit losses effective January 1, 2020, due to the adoption of Accounting Standards Codification Topic 326: Financial Instruments - Credit Losses ("Topic 326"). The Company adopted the new credit loss standard using the modified retrospective approach such that prior period amounts are not adjusted and continue to be reported in accordance with previously applicable generally accepted accounting principles.

Basis for Opinions

The Company's management is responsible for these consolidated 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 Report on Internal Control over Financial Reporting. Our responsibility is to express an opinion on the Company's consolidated 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 consolidated financial statements are free of material misstatement, whether due to error or fraud, and whether effective internal control over financial reporting was maintained in all material respects.

Our audits of the consolidated financial statements included performing procedures to assess the risks of material misstatement of the consolidated financial statements, whether due to error or fraud, and performing procedures to respond to those risks. Such procedures included examining, on a test basis, evidence regarding the amounts and disclosures in the consolidated 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 consolidated 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.

Critical Audit Matter

The critical audit matter communicated below is a matter arising from the current period audit of the consolidated financial statements that was communicated or required to be communicated to the audit committee and that (1) relates to accounts or disclosures that are material to the consolidated financial statements and (2) involved our especially challenging, subjective, or complex judgments. The communication of critical audit matters does not alter in any way our opinion on the consolidated financial statements, taken as a whole, and we are not, by communicating the critical audit matter below, providing a separate opinion on the critical audit matter or on the accounts or disclosures to which it relates.

Allowance for Credit Losses - Loan Risk Ratings, Reasonable and Supportable Forecasts and Qualitative Factors

As discussed in Note 1 and Note 5 to the consolidated financial statements, the Company's allowance for credit losses for loans was $85,376,000 as of December 31, 2021, and consists of both historical credit loss experience and management's estimates of current conditions and reasonable and supportable forecasts. The Company's allowance for credit losses for loans is a valuation account that is deducted from the amortized cost basis of loans to present the net carrying value at the amount expected to be collected on such loans and is a material and complex estimate requiring significant management judgment in the estimation of expected lifetime losses within the loan portfolio at the balance sheet date.

We identified management's risk rating of loans and the qualitative and environmental factors related to California's unemployment and unemployment outlook, which are components of the reasonable and supportable forecasts, as a critical audit matter. In estimating the allowance for credit losses on loans, the Company utilizes relevant information, from internal and external sources, relating to past events, current conditions, and reasonable and supportable forecasts. The Company considers relevant credit quality indicators for each loan segment, stratifies loans by risk rating, and estimates losses for each loan cohort based upon their nature, historical experience, and risk profile. This process requires significant management judgment in the review of the loan portfolio and assignment of risk ratings based upon the characteristics of loans. In addition, estimation of the lifetime expected credit losses for loans require significant management judgment, particularly as it relates to forward-looking information through the use of environment factors applied over the forecasted life of the loans. Auditing these complex judgments and assumptions involves especially challenging auditor judgment due to the nature and extent of audit evidence and effort required to address these matters.

The primary procedures we performed to address this critical audit matter included:

- Testing the design, implementation and operating effectiveness of controls relating to management's calculation of the allowance for credit losses on loans, including controls over the review of loans and assignment of risk ratings, and evaluation of the environmental and forecast factors.
- Evaluating the appropriateness of the Company's loan risk ratings and testing a risk-based targeted selection of loans to obtain substantive evidence that the Company is appropriately rating these loans in accordance with its policies, and that the risk ratings for the loans are reasonable.
- Evaluating the reasonableness and appropriateness of the estimated California unemployment factor and the estimated unemployment outlook forecast factor utilized by management in forming the environmental factor by comparing forecasts to relevant external data, including historical trends.
- Testing the mathematical accuracy and computation of the allowance for credit losses for loans by re-performing or independently calculating significant elements of the allowance and utilizing relevant source documents, including the completeness and accuracy of the data used in the calculation.

/s/ Moss Adams LLP

Sacramento, California
March 1, 2022

We have served as the Company's auditor since 2018.

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

None.

ITEM 9A. CONTROLS AND PROCEDURES

(a) Evaluation of Disclosure Controls and Procedures

As of December 31, 2021, the end of the period covered by this Annual Report on Form 10-K, the Company's Chief Executive Officer and Chief Financial Officer evaluated the effectiveness of the Company's disclosure controls and procedures (as defined in Rule 13a-15(e) under the Securities Exchange Act of 1934). Based upon that evaluation, the Company's Chief Executive Officer and Chief Financial Officer each concluded that as of December 31, 2021, the Company's disclosure controls and procedures were effective to ensure that the information required to be disclosed by the Company in this Annual Report on Form 10-K was recorded, processed, summarized and reported within the time periods specified in the SEC's rules and instructions for Form 10-K.

(b) Management's Report on Internal Control over Financial Reporting and Attestation Report of Registered Public Accounting Firm

Management's report on internal control over financial reporting is set forth on page 101 of this report and is incorporated herein by reference. The effectiveness of the Company's internal control over financial reporting as of December 31, 2021, has been audited by Moss Adams LLP, an independent registered public accounting firm, as stated in its report, which is set forth on pages 102 and 103 of this report and is incorporated herein by reference.

(c) Changes in Internal Control over Financial Reporting

No change in the Company's internal control over financial reporting occurred during the fourth quarter of the year ended December 31, 2021, that has materially affected, or is reasonably likely to materially affect, the Company's internal control over financial reporting.

ITEM 9B. OTHER INFORMATION

All information required to be disclosed in a current report on Form 8-K during the fourth quarter of 2021 was so disclosed.

ITEM 9C. DISCLOSURES REGARDING FOREIGN JURISDICTIONS THAT PREVENT INSPECTIONS

None

PART III

ITEM 10. DIRECTORS, EXECUTIVE OFFICERS AND CORPORATE GOVERNANCE

The information required by this Item 10 shall either be incorporated herein by reference from the Company’s Proxy Statement for the 2022 annual meeting of shareholders, which will be filed with the Commission pursuant to Regulation 14A or included in an amendment to this Form 10-K.

ITEM 11. EXECUTIVE COMPENSATION

The information required by this Item 11 shall either be incorporated herein by reference from the Company’s Proxy Statement for the 2022 annual meeting of shareholders, which will be filed with the Commission pursuant to Regulation 14A or included in an amendment to this Form 10-K.

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

The information required by this Item 12 shall either be incorporated herein by reference from the Company’s Proxy Statement for the 2022 annual meeting of shareholders, which will be filed with the Commission pursuant to Regulation 14A or included in an amendment to this Form 10-K.

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

The information required by this Item 13 shall either be incorporated herein by reference from the Company’s Proxy Statement for the 2022 annual meeting of shareholders, which will be filed with the Commission pursuant to Regulation 14A or included in an amendment to this Form 10-K.

ITEM 14. PRINCIPAL ACCOUNTANT FEES AND SERVICES

The information required by this Item 14 shall either be incorporated herein by reference from the Company’s Proxy Statement for the 2022 annual meeting of shareholders, which will be filed with the Commission pursuant to Regulation 14A or included in an amendment to this Form 10-K.

PART IV

ITEM 15. EXHIBITS AND FINANCIAL STATEMENT SCHEDULES

(a) Documents filed as part of this report:

1. All Financial Statements.

   The consolidated financial statements of Registrant are included in Item 8 of this report, and are incorporated herein by reference.

2. Financial statement schedules.

   Schedules have been omitted because they are not applicable or are not required under the instructions contained in Regulation S-X or because the information required to be set forth therein is included in the consolidated financial statements or notes thereto at Item 8 of this report.

3. Exhibits.

   The exhibit list required by this item is incorporated by reference to the Exhibit Index filed with this report.

(b) Exhibits filed:

See Exhibit Index under Item 15(a)(3) above for the list of exhibits required to be filed by Item 601 of regulation S-K with this report.

(c) Financial statement schedules filed:

See Item 15(a)(2) above.

ITEM 16. FORM 10-K SUMMARY

None.

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.

Date: March 1, 2022

TRICO BANCSHARES

By: /s/ Richard P. Smith

Richard P. Smith, President and Chief Executive Officer

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 in the capacities and on the dates indicated.

Date	Signature
Date: March 1, 2022	/s/ Richard P. Smith Richard P. Smith, Chairman of the Board, President, Chief Executive Officer and Director (Principal Executive Officer)
Date: March 1, 2022	/s/ Peter G. Wiese Peter G. Wiese, Executive Vice President and Chief Financial Officer (Principal Financial and Accounting Officer)
Date: March 1, 2022	/s/ Donald J. Amaral Donald J. Amaral, Director
Date: March 1, 2022	/s/ Craig S. Compton Craig S. Compton, Director
Date: March 1, 2022	/s/ L. Gage Chrysler L. Gage Chrysler, Director
Date: March 1, 2022	/s/ Kirsten E. Garen Kirsten E. Garen, Director
Date: March 1, 2022	/s/ Cory W. Giese Cory W. Giese, Independent Lead Director
Date: March 1, 2022	/s/ John S.A. Hasbrook John S.A. Hasbrook, Director
Date: March 1, 2022	/s/ Margaret L. Kane Margaret L. Kane, Director
Date: March 1, 2022	/s/ Michael W. Koehnen Michael W. Koehnen, Director
Date: March 1, 2022	/s/ Martin A. Mariani Martin A. Mariani, Director
Date: March 1, 2022	/s/ Thomas C. McGraw Thomas C. McGraw, Director
Date: March 1, 2022	/s/ Kimberley H. Vogel Kimberley H. Vogel, Director
Date: March 1, 2022	/s/ Jon Y. Nakamura Jon Y. Nakamura, Director

EXHIBIT INDEX

Exhibit No.	Exhibit
2.1	Agreement and Plan of Merger and Reorganization, dated as of January 21, 2014 by and between TriCo Bancshares and North Valley Bancorp (incorporated by reference to Exhibit 2.1 to TriCo's Current Report on Form 8-K filed on January 21, 2014).
2.2	Agreement and Plan of Reorganization dated as of December 11, 2017, by and between TriCo Bancshares and FNB Bancorp (incorporated by reference to Exhibit 2.1 to TriCo's Current Report on Form 8-K filed on December 11, 2017).
2.3	Agreement and Plan of Merger and Reorganization dated as of July 27, 2021, by and between TriCo Bancshares and Valley Republic Bancorp (incorporated by reference to Exhibit 2.1 to TriCo's Current Report on Form 8-K filed on July 27, 2021).
3.1	Restated Articles of Incorporation (incorporated by reference to Exhibit 3.1 to TriCo's Current Report on Form 8-K filed on March 17, 2009).
3.2	Bylaws of TriCo, as amended (incorporated by reference to Exhibit 3.1 to TriCo's Current Report on Form 8-K filed February 17, 2011).
4.1	Instruments defining the rights of holders of the long-term debt securities of the TriCo and its subsidiaries are omitted pursuant to section (b)(4)(iii)(A) of Item 601 of Regulation S-K. TriCo hereby agrees to furnish copies of these instruments to the Securities and Exchange Commission upon request.
4.2	TriCo Bancshares securities registered pursuant to Section 12 of the Securities Exchange Act of 1934
10.1*	Form of Change of Control Agreement among TriCo, Tri Counties Bank and each of Dan Bailey, Craig Carney, John Fleshood, and Peter Wiese (incorporated by reference to Exhibit 10.2 to TriCo's Current Report on Form 8-K filed on April 14, 2021).
10.2*	TriCo's 2009 Equity Incentive Plan, as amended (incorporated by reference to Exhibit 10.2 to TriCo's Current Report on Form 8-K filed April 3, 2013).
10.3*	Amended and Restated Employment Agreement between TriCo, Tri Counties Savings Bank and Richard Smith dated as of April 12, 2021 (incorporated by reference to Exhibit 10.1 to TriCo's Current Report on Form 8-K filed April 13, 2021).
10.4*	Tri Counties Bank Executive Deferred Compensation Plan restated April 1, 1992, and January 1, 2005 (incorporated by reference to Exhibit 10.9 to TriCo's Quarterly Report on Form 10-Q for the quarter ended September 30, 2005).
10.5*	Tri Counties Bank Deferred Compensation Plan for Directors effective January 1, 2005 (incorporated by reference to Exhibit 10.10 to TriCo's Quarterly Report on Form 10-Q for the quarter ended September 30, 2005).
10.6*	2005 Tri Counties Bank Deferred Compensation Plan for Executives and Directors effective January 1, 2005 (incorporated by reference to Exhibit 10.11 to TriCo's Quarterly Report on Form 10-Q for the quarter ended September 30, 2005).
10.7*	Tri Counties Bank Supplemental Retirement Plan for Directors dated September 1, 1987, as restated January 1, 2001, and amended and restated January 1, 2004 (incorporated by reference to Exhibit 10.12 to TriCo's Quarterly Report on Form 10-Q for the quarter ended June 30, 2004).
10.8*	2004 TriCo Bancshares Supplemental Retirement Plan for Directors effective January 1, 2004 (incorporated by reference to Exhibit 10.13 to TriCo's Quarterly Report on Form 10-Q for the quarter ended June 30, 2004).
10.9*	Tri Counties Bank Supplemental Executive Retirement Plan effective September 1, 1987, as amended and restated January 1, 2004 (incorporated by reference to Exhibit 10.14 to TriCo's Quarterly Report on Form 10-Q for the quarter ended June 30, 2004).
10.10*	2004 TriCo Bancshares Supplemental Executive Retirement Plan effective January 1, 2004 (incorporated by reference to Exhibit 10.15 to TriCo's Quarterly Report on Form 10-Q for the quarter ended June 30, 2004).
10.11*	Form of Joint Beneficiary Agreement effective March 31, 2003 between Tri Counties Bank and each of George Barstow, Dan Bay, Ron Bee, Craig Carney, Robert Elmore, Greg Gill, Richard Miller, Richard O'Sullivan, Thomas Reddish, Jerald Sax, and Richard Smith (incorporated by reference to Exhibit 10.14 to TriCo's Quarterly Report on Form 10-Q for the quarter ended September 30, 2003).
10.12*	Form of Joint Beneficiary Agreement effective March 31, 2003 between Tri Counties Bank and each of Don Amaral, William Casey, Craig Compton, John Hasbrook, Michael Koehnen, Donald Murphy, Carroll Taresh, and Alex Vereschagin (incorporated by reference to Exhibit 10.15 to TriCo's Quarterly Report on Form 10-Q for the quarter ended September 30, 2003).
10.13*	Form of Tri Counties Bank Executive Long Term Care Agreement effective June 10, 2003 between Tri Counties Bank and Craig Carney (incorporated by reference to Exhibit 10.16 to TriCo's Quarterly Report on Form 10-Q for the quarter ended September 30, 2003).
10.14*	Form of Tri Counties Bank Director Long Term Care Agreement effective June 10, 2003 between Tri Counties Bank and each of Don Amaral, Craig Compton, John Hasbrook, and Michael Koehnen (incorporated by reference to Exhibit 10.17 to TriCo's Quarterly Report on Form 10-Q for the quarter ended September 30, 2003).
10.15*	Form of Indemnification Agreement between TriCo and its directors and executive officers (incorporated by reference to Exhibit 10.1 to TriCo's Current Report on Form 8-K filed September 10, 2013).
10.17*	Form of Stock Option, Stock Appreciation Right, Restricted Stock Unit Award, and Performance Share Award Agreements, and Notice of Grant of Stock Option pursuant to TriCo's 2009 Equity Incentive Plan (incorporated by reference to Exhibit 10.19 to TriCo's Annual Report on Form 10-K for the year ended December 31, 2017).
10.18*	Form of Restricted Stock Unit Agreement and Grant Notice for Non-Employee Executives pursuant to TriCo's 2009 Equity Incentive Plan (incorporated by reference to Exhibit 10.1 to TriCo's Current Report on Form 8-K filed November 14, 2014).
10.19*	Form of Restricted Stock Unit Agreement and Grant Notice for Directors pursuant to TriCo's 2009 Equity Incentive Plan (incorporated by reference to Exhibit 10.1 to TriCo's Current Report on Form 8-K filed November 14, 2014).
10.20*	Form of Performance Award Agreement and Grant Notice pursuant to TriCo's 2009 Equity Incentive Plan (incorporated by reference to Exhibit 10.3 to TriCo's Current Report on Form 8-K filed August 13, 2014).

10.21*	John Fleshood Offer Letter dated November 3, 2016 (incorporated by reference to Exhibit 10.1 to TriCo’s Current Report on Form 8-K filed on November 30, 2016).
10.22*	Amendment to John Fleshood Offer Letter dated December 19, 2016 (incorporated by reference to Exhibit 10.1 to TriCo’s Current Report on Form 8-K filed on November 30, 2016).
10.23*	Peter Wiese Offer Letter dated August 9, 2018 (incorporated by reference to Exhibit 10.1 to TriCo’s current report on Form 8-K filed on August 9, 2018).
10.24*	TriCo's 2019 Equity Incentive Plan (incorporated by reference to Exhibit 10.26 to TriCo's Annual Report on Form 10-K filed on March 2, 2019).
10.25*	Form of Restricted Stock Unit Agreement and Grant Notice for Non-employee Directors pursuant to TriCo's 2019 Equity Incentive plan (incorporated by reference to Exhibit 99.1 of TriCo's Quarterly Report on Form 10-Q for the quarter ended June 30, 2019).
10.26*	Form of Restricted Stock Unit Agreement and Grant Notice for Employees pursuant to TriCo's 2019 Equity Incentive plan (incorporated by reference to Exhibit 99.2 of TriCo's Quarterly Report on Form 10-Q for the quarter ended June 30, 2019).
10.27*	Form of Performance Award Agreement and Grant Notice pursuant to TriCo's 2019 Equity Incentive plan (incorporated by reference to Exhibit 99.1 of TriCo's Quarterly Report on Form 10-Q for the quarter ended June 30, 2019).
21.1	List of Subsidiaries
23.1	Consent of Moss Adams LLP, Independent Registered Public Accounting Firm
31.1	Rule 13a-14(a)/15d-14(a) Certification of CEO
31.2	Rule 13a-14(a)/15d-14(a) Certification of CFO
32.1	Section 1350 Certification of CEO**
32.2	Section 1350 Certification of CFO**
101.INS	Inline XBRL Instance Document
101.SCH	Inline XBRL Taxonomy Extension Schema Document
101.CAL	Inline XBRL Taxonomy Extension Calculation Linkbase Document
101.LAB	Inline XBRL Taxonomy Extension Label Linkbase Document
101.PRE	Inline XBRL Taxonomy Extension Presentation Linkbase Document
101.DEF	Inline XBRL Taxonomy Extension Definition Linkbase Document
104	Cover Page Interactive Data File (embedded within the Inline XBRL document and included in Exhibit 101)

*	Management contract or compensatory plan or arrangement
**	Furnished herewith. This exhibit shall not be deemed “filed” for purposes of Section 18 of the Securities Exchange Act of 1934, or otherwise subject to the liability of that Section. Such exhibit shall not be deemed incorporated into any filing under the Securities Act of 1933 or the Securities Exchange Act of 1934.

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Stock Trading Market
TriCo Bancshares trades on the NASDAQ
Stock Market under the symbol TCBK

Transfer Agent
Computershare Trust Company, N.A.
462 South 4th Street, Suite 1600
Louisville, KY 40202
Computershare.com

Headquarters and Investor Information
TriCo Bancshares
63 Constitution Drive
Chico, CA 95973
(530) 898-0300
tcbk.com

Tri Counties Bank exists for just one purpose:
To improve the financial success and well-being of our
shareholders, customers, communities and employees.

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Member FDIC