



Fresno Madera Farm Credit

# BUILDING A LEGACY OF TRUST



2016 ANNUAL REPORT





### **OUR MISSION**

To provide access to credit and related services to farmers and ranchers in our region as an efficient organization that delivers service with people that are passionate about creating the best possible customer experience to the generations of farmers and ranchers that we proudly serve.

### **OUR VISION**

To be the premier lender of choice in our region.

### **COMPANY VALUES**

Collaborative

Committed

Customer Focused

Excellence

Responsible

Strategic



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## | LETTER TO SHAREHOLDERS

### DEAR MEMBER:

It is our pleasure to present you with the audited financial results of our operations for the fiscal year 2016. Overall the year was a financial success for the organization, and reflected the continued success of our membership. We again focused the organization on the achievement of its mission through progress toward accomplishing our strategic objectives. Over the past few years, FMFC has been focused on increasing our financial strength through stronger operating efficiency, investing in partnerships that help to increase our capacity, and also taking steps to effect the best-possible experience for our customers.

We are in fact a mission driven lender that is a farmer owned cooperative; we understand that we can create value for our members by lending responsibly, and operating efficiently. When we successfully fulfill these objectives, we strengthen our value proposition with our member-customers.

### CONDITIONS

Generally, the regional agronomic and economic conditions were stable during our fiscal year 2016 although global economic uncertainty persisted. Fresno Madera Farm Credit services a region that features substantial diversification in the commodities that are grown by our member-customers. Profitability for all commodities remained relatively stable, however we did observe deterioration in the value of select crops including raisins. Our member-customers incurred higher input costs to grow most crops including increased costs to source irrigation water, and higher interest costs because of an increase in short-term interest rates that occurred over the course of the year.

We have noted an increased risk to agricultural trade as a result of the continued strengthening of the U.S. dollar. Uncertainty around agricultural exports will continue as a result of currency exchange rates, and as the terms of U.S. trade agreements with other countries are reviewed in the current environment.

### MEMBERS

Overall, our members continue to benefit from conditions that favor profits for most of the commodities that they grow despite select uncertain conditions involving trade, and the strength of the dollar against other currencies. Member liquidity is strong and reflects the overall profitability from the past several years. There are some challenges that loom in the form of weakening prices in select commodities including raisins, and also because of legislation intended to limit access to ground water in future years.

### 2016 FINANCIAL RESULTS

#### PORTFOLIO QUALITY

Continued member profitability continues to drive overall strength in our portfolio as credit quality remains high. At the end of 2016, 100.0% of our total loans were classified as "Acceptable" or "OAEM" (Other Assets Especially Mentioned). The Association had \$31 thousand of loans outstanding in nonaccrual status; these levels are at historically strong levels.

#### EARNINGS

Our net interest income increased by 12.2% or \$3.0 million from 2015 as a result of growth in our average loans outstanding. Our loan growth was



the result of new loans, and advances from loans we made in previous years; overall our average loans outstanding grew by \$66.3 million, which represents a 6.7% increase from 2015. Noninterest income also increased from 2015 by \$1.2 million or 23.0% to \$6.5 million and is mostly comprised of patronage income that was received from our funding bank, CoBank.

The increased interest and non-interest income, combined with continued expense control resulted in net income for the fiscal year end 2016 of \$20.4 million. This represents a \$3.7 million, or 22.5% increase from 2015.

#### PATRONAGE

One of the most unique aspects of FMFC is our structure as a farmer owned cooperative. As a result of this structure, excess margin is returned to members each year after current-year needs are met, and future needs such as projected growth and changes in credit quality are considered. Once these needs are addressed, excess interest is returned to the members according to our patronage program, as cash patronage dividends.

This year, FMFC will be distributing \$9.25 million of cash patronage to the members which amounts to 0.75% of our patronage sourced volume for 2016 and 51% of our patronage sourced earnings. This patronage payment is a 47% increase from the

amount distributed to members last year from our 2015 earnings. We strongly believe that our patronage program is an important part of our value proposition to our members.

#### CAPITAL

Member capital increased to \$247.7 million at the end of the fiscal year 2016; this 4.7% increase is the result of earnings that were retained after patronage was allocated. Despite 6.7% growth in average loans outstanding, our average risk adjusted assets increased by just 0.6% because of a decrease in off-balance sheet assets which include unused loan commitments. These factors combined to increase our Permanent Capital Ratio to 18.48% at the end of 2016 compared to 17.54% for the previous year. These levels exceed the board-established minimum, and the regulatory minimum.

#### SUMMARY

We are pleased to report these results to you, and appreciate that among other factors, they represent the ongoing operational and financial stewardship of our membership, and on behalf of the board of directors and the staff, we want to thank the membership for your continued support of FMFC. Your ongoing loyalty and support are critical to our continued success as we focus on delivering the capacity that you need to operate your farms and ranches – in good times and bad.



Jeffrey Jue  
CHAIRMAN OF THE BOARD

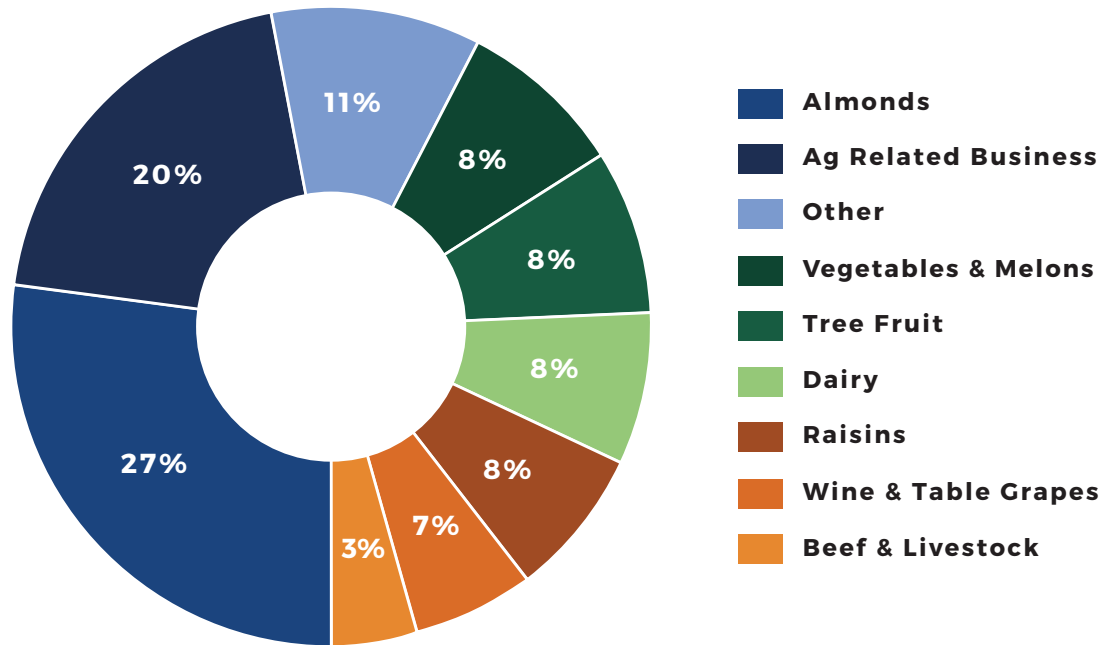


Keith Hesterberg  
CHIEF EXECUTIVE OFFICER

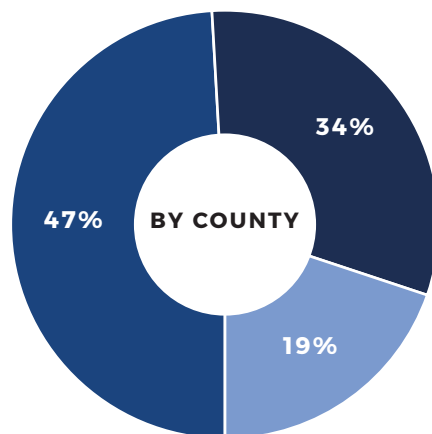
# 2016 YEAR IN REVIEW

INFORMATION AS OF 12/31/16

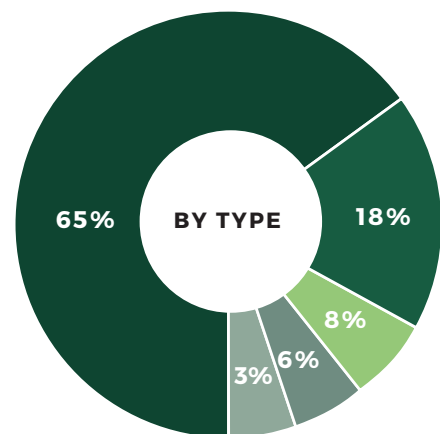
## TOTAL VOLUME OUTSTANDING BY COMMODITY



## LOAN PRINCIPAL COMPOSITION



- Fresno
- Madera
- Other



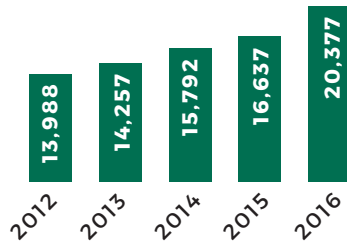
- Real Estate Mortgage
- Production & Intermediate Term
- Processing and Marketing
- Cooperatives
- Lease Receivables





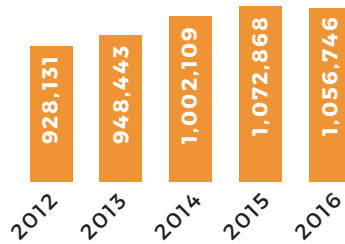
### NET INCOME

DOLLARS IN THOUSANDS



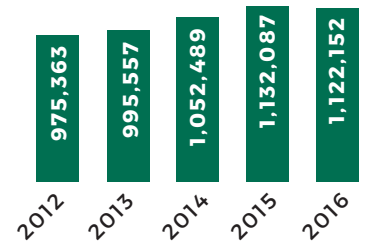
### LOAN PRINCIPAL

DOLLARS IN THOUSANDS

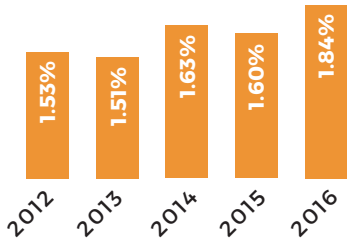


### TOTAL ASSETS

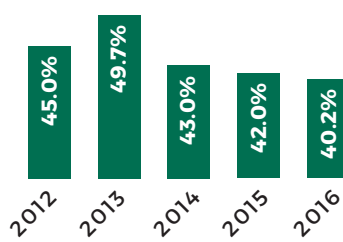
DOLLARS IN THOUSANDS



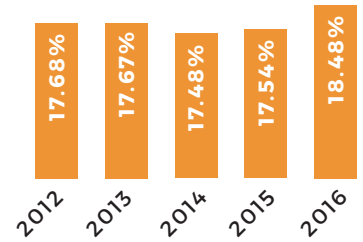
### RETURN ON AVERAGE ASSETS



### EFFICIENCY RATIO



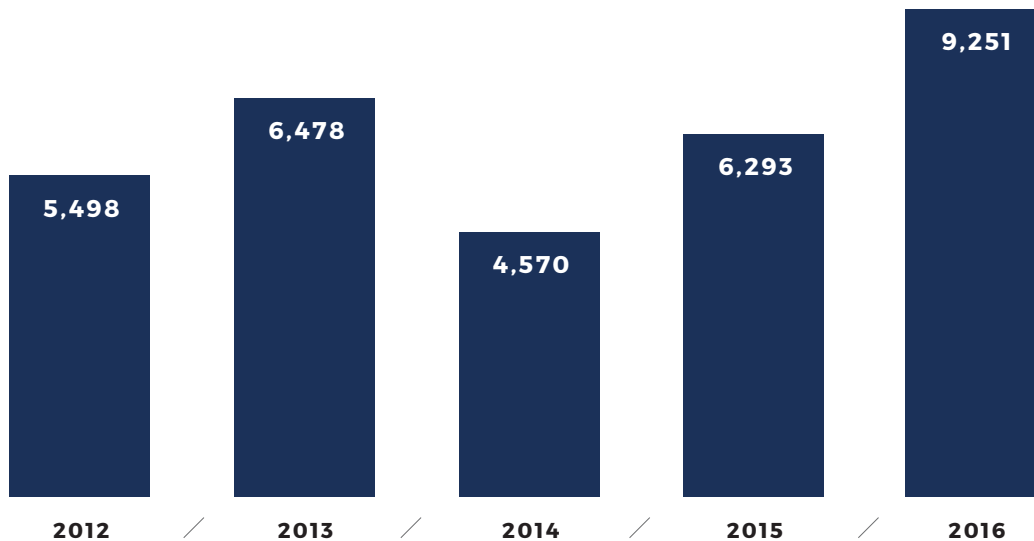
### PERMANENT CAPITAL RATIO



## PATRONAGE DISTRIBUTIONS

More than \$32 Million declared since 2012

DOLLARS IN THOUSANDS



## 2016 BOARD OF DIRECTORS



BOTTOM LEFT TO RIGHT  
Fred Fagundes, Lance Shebelut, Jeff Yribarren, Edward Martinazzi, Jeffrey Jue

TOP LEFT TO RIGHT  
Daniel Errotabere, Steve Schafer, Denise Waite, John Simpson, Victor Sahatdjian

## EXECUTIVE MANAGEMENT TEAM



Keith Hesterberg  
CHIEF EXECUTIVE OFFICER



Dan Kiggins  
CHIEF CREDIT OFFICER



Joe Soto  
CHIEF FINANCIAL OFFICER



Stephanie Graham  
CHIEF ADMINISTRATIVE OFFICER



David Ylarregui  
SVP FIELD OPERATIONS





## GIVING BACK to the Community

At Fresno Madera Farm Credit, we believe that supporting our community is an essential part of serving our mission. That's why we are proud to help sustain a wide variety of programs and events that promote the future of agriculture. In 2016, we donated more than \$131,000 to local non-profit organizations and ag-related programs. In addition to the monetary donations, our staff also volunteered at various events to further support these organizations and programs. It's through the dedication and efforts of our staff that we are able to impact the future of agriculture.





## FRESNO MADERA FARM CREDIT'S NEW CLAIM TO FAME



Nothing says farming, food and fun like The Big Fresno Fair, and nothing demonstrates Fresno Madera Farm Credit's commitment to this time honored tradition like our 2016 induction into The Big Fresno Fair Hall of Fame.

Established in 2007, the Hall of Fame honors those who demonstrate long-time continued support and extraordinary passion for the betterment of The Big Fresno Fair. "The Hall of Fame provides an opportunity to publicly announce and display our appreciation for those who have shown the highest level of commitment to the Fair," said John C. Alkire, CEO of The Big Fresno Fair. "Each one of the inductees has demonstrated immense support and extraordinary desire to see The Big Fresno Fair improve for our community each year. It is because of them that the traditions of the Fair continue to thrive year after year."



To be nominated and inducted into The Big Fresno Fair Hall of Fame is a sincere honor for Fresno Madera Farm Credit. For years, we've sponsored the Champions Club, belt buckles, livestock auction add-ons and hosted the 4-H/FFA breakfasts held 4 mornings during the fair. Most recently, we supported the new Toolbox program, in which 4-H and FFA leaders submit applications for deserving students in need of tools to further their education or future career goals.

Above and beyond the monetary support, our staff spent numerous volunteer hours working at the livestock auction, cooking breakfasts and conducting Champions of Excellence interviews. Standing behind our farmers and ranchers – young and old, new

and experienced, small and large – is just what we do. We take pride in providing reliable access to credit and other financial services because we are fulfilling our mission and investing in the future of agriculture.





## REPORT OF MANAGEMENT

The consolidated financial statements of Fresno Madera Farm Credit, ACA (Association) are prepared and reviewed by Management, who is responsible for their integrity and objectivity, including amounts that must necessarily be based on judgments and estimates. In the opinion of Management, the accompanying financial statements fairly present the financial condition and results of operations of the Association, in conformity with accounting principles generally accepted in the United States of America. Other financial information included in the 2016 Annual Report is consistent with that in the consolidated financial statements.

To meet its responsibility for reliable financial information, Management depends on the Association's accounting and internal control systems, which have been designed to provide reasonable, but not absolute, assurance that assets are safeguarded and transactions are properly authorized and recorded. To monitor compliance, the Association engaged CoBank, ACB's Internal Audit staff to perform audits of the accounting records, review accounting systems and internal controls, and recommend improvements

as appropriate. The consolidated financial statements are examined by PricewaterhouseCoopers LLP, independent auditors. The Association is also examined by the Farm Credit Administration.

The Audit Committee of the Board of Directors has overall responsibility for the Association's system of internal control and financial reporting. The Audit Committee meets and consults regularly with Management and the auditors to review the manner in which these groups are performing their responsibilities and to carry out the Board's oversight role with respect to auditing, internal controls, and financial reporting matters. These auditors also have direct access to the Audit Committee.

The undersigned certify that the Fresno Madera Farm Credit, ACA 2016 Annual Report has been prepared and reviewed in accordance with all applicable statutory or regulatory requirements, and that the information contained herein is true, accurate and complete to the best of our knowledge and belief.

March 16, 2017



Denise Waite  
AUDIT COMMITTEE CHAIR  
Fresno Madera Farm Credit, ACA  
Fresno Madera PCA, FLCA



Jeff Yribarren  
AUDIT COMMITTEE VICE CHAIR  
Fresno Madera Farm Credit, ACA  
Fresno Madera PCA, FLCA



Daniel Errotabere  
AUDIT COMMITTEE MEMBER  
Fresno Madera Farm Credit, ACA  
Fresno Madera PCA, FLCA



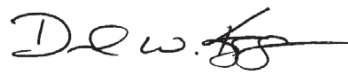
Jeff Jue  
CHAIRMAN OF THE BOARD  
Fresno Madera Farm Credit, ACA  
Fresno Madera PCA, FLCA



Keith Hesterberg  
PRESIDENT AND CHIEF EXECUTIVE  
OFFICER  
Fresno Madera Farm Credit, ACA  
Fresno Madera PCA, FLCA



Joe Soto  
SENIOR VICE PRESIDENT AND CHIEF  
FINANCIAL OFFICER  
Fresno Madera Farm Credit, ACA  
Fresno Madera PCA, FLCA



Daniel W. Kiggins  
SENIOR VICE PRESIDENT AND CHIEF  
CREDIT OFFICER  
Fresno Madera Farm Credit, ACA  
Fresno Madera PCA, FLCA



## AUDIT COMMITTEE REPORT

The Audit Committee (Committee) is comprised of four members from the Board of Directors of Fresno Madera Farm Credit, ACA (Association). In 2016, eight Committee meetings were held. The Committee oversees the scope of the Association's internal audit program, the independence of the outside auditors, the adequacy of the Association's system of internal controls and procedures, and the adequacy of management's action with respect to recommendations arising from those auditing activities. The Committee's responsibilities are described more fully in the Internal Controls Policy and the Audit Committee Charter.

The Committee approved the appointment of PricewaterhouseCoopers, LLP (PwC) as the Association's independent auditors for 2016. The fees for professional services rendered for the Association by its independent auditor, PwC, during 2016 were \$63,700 for audit services, \$15,325 for tax services. The Committee reviewed the non-audit services provided by PwC and concluded these services were not incompatible with maintaining the independent auditor's independence.

Management is responsible for the Association's internal controls and the preparation of the consolidated financial statements in accordance with accounting principles

generally accepted in the United States of America. PwC is responsible for performing an independent audit of the Association's consolidated financial statements in accordance with auditing standards generally accepted in the United States of America and to issue a report thereon. The Committee's responsibilities include monitoring and overseeing these processes.

In this context, the Committee reviewed and discussed the Association's Quarterly Reports and the Association's audited financial statements for the year ended December 31, 2016 (the "Financial Statements") with management. The Committee also reviews with PwC the matters required to be discussed by Statements on Auditing Standards. Both PwC and the Association's internal auditors directly provide reports on significant matters to the Committee.

Based on the foregoing review and discussions and relying thereon, the Committee recommended that the Board of Directors include the Financial Statements in the Association's Annual Report to Shareholders for the year ended December 31, 2016 and for filing with the Farm Credit Administration.

March 16, 2017



Denise Waite, AUDIT COMMITTEE CHAIR

### AUDIT COMMITTEE MEMBERS

Denise Waite, AUDIT COMMITTEE CHAIR

Jeff Yribarren, AUDIT COMMITTEE VICE CHAIR

Daniel Errotabere, AUDIT COMMITTEE MEMBER

Jeff Jue, CHAIRMAN OF THE BOARD



**2016**

**FRESNO MADERA  
FARM CREDIT**

ANNUAL REPORT TO SHAREHOLDERS



## FIVE-YEAR SUMMARY OF SELECTED CONSOLIDATED FINANCIAL DATA

(Dollars in thousands, Unaudited)

	December 31				
	2016	2015	2014	2013	2012
<b>Consolidated Statement of Condition Data</b>					
Loans	\$ 1,056,746	\$ 1,072,868	\$ 1,002,109	\$ 948,443	\$ 928,131
Less allowance for loan losses	5,780	6,227	4,860	4,783	6,104
Net loans	1,050,966	1,066,641	997,249	943,660	922,027
Investment in CoBank, ACB	31,539	29,977	27,557	27,436	27,067
Other assets	39,647	35,469	27,683	24,461	26,269
<b>Total assets</b>	<b>\$ 1,122,152</b>	<b>\$ 1,132,087</b>	<b>\$ 1,052,489</b>	<b>\$ 995,557</b>	<b>\$ 975,363</b>
Obligations with maturities of one year or less	\$ 873,804	\$ 894,887	\$ 825,866	\$ 779,785	\$ 764,919
Obligations with maturities longer than one year	404	383	353	848	3,319
Reserve for unfunded commitments	213	206	-	-	-
<b>Total liabilities</b>	<b>874,421</b>	<b>895,476</b>	<b>826,219</b>	<b>780,633</b>	<b>768,238</b>
Capital stock and participation certificates	757	763	766	761	772
Unallocated retained earnings	246,974	235,848	225,504	214,282	206,503
Accumulated other comprehensive loss	-	-	-	(119)	(150)
<b>Total members' equity</b>	<b>247,731</b>	<b>236,611</b>	<b>226,270</b>	<b>214,924</b>	<b>207,125</b>
<b>Total liabilities and members' equity</b>	<b>\$ 1,122,152</b>	<b>\$ 1,132,087</b>	<b>\$ 1,052,489</b>	<b>\$ 995,557</b>	<b>\$ 975,363</b>
<b>For the Year Ended December 31</b>					
	2016	2015	2014	2013	2012
<b>Consolidated Statement of Income Data</b>					
Net interest income	\$ 27,995	\$ 24,958	\$ 23,243	\$ 21,778	\$ 21,391
Patronage distribution from Farm Credit institutions	5,435	4,411	3,793	3,695	3,594
(Loan loss reversal) provision for loan losses	(558)	1,387	105	(1,260)	96
Noninterest expense, net	12,783	11,997	11,149	12,173	10,209
Provision for (benefit from) income taxes	828	(652)	(10)	303	692
<b>Net income</b>	<b>\$ 20,377</b>	<b>\$ 16,637</b>	<b>\$ 15,792</b>	<b>\$ 14,257</b>	<b>\$ 13,988</b>
<b>Key Financial Ratios</b>					
<b>For the Year</b>					
Return on average assets	1.84%	1.60%	1.63%	1.51%	1.53%
Return on average members' equity	8.24%	7.09%	7.08%	6.64%	6.76%
Net interest income as a percentage of average earning assets	2.64%	2.51%	2.51%	2.42%	2.45%
Net (recoveries) charge-offs as a percentage of average net loans	(0.01%)	<0.01%	<0.01%	0.01%	0.01%
<b>At Year End</b>					
Members' equity as a percentage of total assets	22.08%	20.90%	21.50%	21.59%	21.24%
Debt as a ratio to members' equity	3.53:1	3.78:1	3.65:1	3.63:1	3.71:1
Allowance for loan losses as a percentage of loans	0.55%	0.58%	0.48%	0.50%	0.66%
Permanent capital ratio	18.48%	17.54%	17.48%	17.67%	17.68%
Total surplus ratio	18.42%	17.47%	17.41%	17.60%	17.60%
Core surplus ratio	18.42%	17.47%	17.41%	17.60%	17.57%
<b>Other</b>					
Patronage distribution declared	\$ 9,251	\$ 6,293	\$ 4,570	\$ 6,478	\$ 5,498
Patronage distribution paid	\$ 6,293	\$ 4,570	\$ 6,478	\$ 5,498	-

## Introduction

The following discussion summarizes the financial position and results of operations of Fresno Madera Farm Credit, ACA (the Association) for the year ended December 31, 2016. Comparisons with prior years are included. We have emphasized material known trends, commitments, events, or uncertainties that have impacted, or are reasonably likely to impact our financial condition and results of operations. These comments should be read along with the accompanying consolidated financial statements, footnotes and other sections of this report. The accompanying consolidated financial statements were prepared under the oversight of our Audit Committee. The Management's Discussion and Analysis includes the following sections:

- Business Overview
- Economic Overview
- Results of Operations
- Loan Portfolio
- Credit Risk Management
- Liquidity
- Capital Resources
- Regulatory Matters
- Critical Accounting Policies and Estimates
- Forward-Looking Statements

Our quarterly reports to members are available approximately 40 days after the calendar quarter end and annual reports are available approximately 75 days after the calendar year end. The reports may be obtained free of charge on our website, [www.fmfarmcredit.com](http://www.fmfarmcredit.com), or upon request. We are located at 4635 West Spruce, P.O. Box 13069, Fresno, California 93794-3069 or may be contacted by calling (559) 277-7000.

## BUSINESS OVERVIEW

### Farm Credit System Structure and Mission

We are one of 73 associations in the Farm Credit System (System), which was created by Congress in 1916 and has served agricultural producers for nearly 100 years. The System's mission is to provide sound and dependable credit to American farmers, ranchers, and producers or harvesters of aquatic products and farm-related businesses through a member-owned

cooperative system. This is accomplished by providing loans and financial services. Through its commitment and dedication to agriculture, the System continues to have the largest portfolio of agricultural loans of any lender in the United States. The Farm Credit Act sets forth the types of authorized lending activity, persons eligible to borrow, and financial services which can be provided by the Association. The Farm Credit Administration (FCA) is the System's independent safety and soundness federal regulator and was established to supervise, examine and regulate System institutions.

### Our Structure and Focus

As a cooperative, we are owned by the members we serve. Members are farmers, ranchers, rural residents and agribusinesses under eligibility as prescribed in the Farm Credit Act. Members of the Association include all holders of legal title to capital stock or participation certificates of the Association. Our territory served extends across a diverse agricultural region of the San Joaquin Valley in California, specifically within Fresno and Madera counties. We provide production and intermediate-term loans for agricultural production or operating purposes and long-term real estate mortgage loans. Additionally, we provide other related services to our borrowers, such as funds held accounts, credit life insurance, multi-peril crop and crop hail insurance, lease placement and appraisal services. Our success begins with our extensive agricultural experience and knowledge of the market and is dependent on the level of satisfaction we provide to our borrowers.

As part of the System we obtain the funding for our lending and operations from one of the four banks in the System- CoBank, ACB (CoBank). In addition to providing lines of credit, CoBank is responsible for providing oversight to insure compliance with its general financing agreements with the Association and each subsidiary.

We, along with the borrower's investment in our Association, are materially affected by CoBank's financial condition and results of operations. The CoBank quarterly and annual reports are available free of charge by accessing CoBank's website, [www.cobank.com](http://www.cobank.com), or may be obtained at no charge by contacting us at 4635 West Spruce, P.O. Box 13069, Fresno, California 93794-3069 or calling (559) 277-



7000. Annual reports are available within 75 days after year end and quarterly reports are available within 40 days after the calendar quarter end.

We purchase technology and other operational services from AgVantis, which is a technology service corporation. Our Services Agreement with AgVantis expires on December 31, 2018. We are a shareholder in AgVantis, along with all other AgVantis customers. Additionally, we purchase payroll and human resource services from Farm Credit Foundations, a human resource service provider for a number of Farm Credit institutions.

### **ECONOMIC OVERVIEW**

The Agricultural Act of 2014 (Farm Bill) was signed into law on February 7, 2014. This Farm Bill governs an array of federal farm and food programs, including commodity price and support payments, farm credit, agricultural conservation, research, rural development, and foreign and domestic food programs for five years. The Farm Bill eliminated \$23 billion in mandatory federal spending over a 10-year period, representing a reduction in the U.S. government farm policy support. The Farm Bill repeals direct payments and limits producers to risk management tools that offer protection when they suffer significant losses. The Farm Bill provides continued support for crop insurance programs, strengthens livestock disaster assistance and provides dairy producers with a voluntary margin protection program without imposing government-mandated supply controls.

From year to year, certain agricultural sectors have experienced significant stress, which has negatively impacted credit quality measures. Factors that can negatively impact the profitability of agricultural producers are high energy and fertilizer costs, increased feed, labor and water costs as well as issues with availability, rising market interest rates, adverse weather conditions and commodity price volatility. In an environment of less favorable economic and agricultural conditions, our financial performance and credit quality measures may be negatively impacted.

In 2016, the California agricultural economy exhibited signs of weakening conditions to go along with economic concerns at both the state and federal

levels. While the majority of commodities we finance have enjoyed strong economic conditions over the past several years, prices for several predominant crops within FMFC's Loan Servicing Area (LSA) trended downward, which led to tighter operating margins and reduced profitability compared to past years. The almond industry saw prices drop significantly from the record highs of 2015, though they stabilized at levels that remain above breakeven for most growers. Raisin growers also observed a significant reduction in prices that will reduce margins or, for some growers, create negative margins. The dairy industry began 2016 with soft milk prices below breakeven levels that transitioned into the second half of the year that reflected improving milk feed ratios returning profitability causing a majority of producers to be at or near breakeven levels for 2016 as a whole. Additional details can be found in the Portfolio Diversification section.

Water availability continues to be a major challenge in the San Joaquin Valley, as water users rely on a complex water distribution system to irrigate their crops. A system of reservoirs and canals carries water from the northern part of the state down to the southern part of the state, which annually receives significantly less rain and snow. Many factors influence the amount of water that is available to farmers, including the following:

- Annual precipitation rates that in drought years may not be sufficient to fill the reservoirs that capture the spring runoff;
- Critical issues related to environmental demands and regulatory restrictions of water;
- Ground water quality requirements for dairy and Ag processing businesses; and,
- Continued challenges related to increased competition for existing water supplies by metropolitan / industrial users, quality control, and fisheries.

The 2015-16 season marked the 5th consecutive year of drought conditions as the low levels of rain and snow fall, combined with regulatory restrictions on water, have severely reduced the availability of surface water available to our Members to irrigate their crops. Given the lack of surface water, farmers were forced to continue pumping groundwater at a high rate, further depleting groundwater levels. In

2014, California enacted legislation known as the Sustainable Groundwater Management Act that is designed to regulate how groundwater storage is managed, with groundwater sustainability to be achieved 20-years after adoption. The legislation has created uncertainty surrounding the long-term viability of groundwater as a source available to supplement surface water, however the full effects of the legislation will not be known for several years as implementation plans are not due until January 2020.

While much of California continues to experience drought conditions, the U.S. Drought Monitor rates the severity of the conditions for much of the state as moderate, with minimal areas of severe conditions. This compares favorably to the prior year where much of the state was considered to be experiencing extreme to exceptional drought conditions. Through December 2016, the majority of the state, including the Association's LSA, has experienced above average rain and snow fall, with year to date totals currently exceeding over 150% of normal. Across the state, storage reservoirs have begun to fill and are anticipated to be at or near full capacity by the end of the rainy season. While the precipitation is bringing much needed relief, the availability of surface water available for farmers during 2017 will vary by area, as the state prioritizes the use of this resource to meet the needs of its many users.

## RESULT OF OPERATIONS

During 2016, we recognized net income of \$20.4 million as compared to \$16.6 million and \$15.8 million for 2015 and 2014, respectively. The increase in net income in 2016 is primarily the result of an increase in net interest income, an increase in noninterest income, and a reversal in our provision for loan loss. These increases were partially offset by an increase in our provision for income tax. The increase in 2015 was primarily due to increases in net interest income and noninterest income offset in part an increase in the provision for loan loss. The following table reflects key performance results as of December 31:

(\$ in thousands)	2016	2015	2014
Net income	<b>\$ 20,377</b>	\$ 16,637	\$ 15,792
Net interest income	<b>\$ 27,995</b>	\$ 24,958	\$ 23,243
Net interest margin	<b>2.64%</b>	2.51%	2.51%
Return on average assets	<b>1.84%</b>	1.60%	1.63%
Return on average members equity	<b>8.24%</b>	7.09%	7.08%

Change in the significant components impacting the results of operations are summarized in the following table:

(\$ in thousands)	2016 vs 2015	2015 vs 2014
Net income, prior year	<b>\$ 16,637</b>	\$ 15,792
Increase (Decrease) due to:		
Interest income	<b>4,461</b>	1,857
Interest expense	<b>(1,424)</b>	(142)
Net interest income	<b>3,037</b>	1,715
Provision for loan losses	<b>1,945</b>	(1,282)
Noninterest income	<b>1,219</b>	684
Noninterest expense	<b>(981)</b>	(914)
Provision for income tax	<b>(1,480)</b>	642
Total increase in net income	<b>3,740</b>	845
Net income, current year	<b>\$ 20,377</b>	\$ 16,637

## Net Interest Income

Net interest income for 2016 was \$28.0 million compared with \$25.0 million for 2015 and \$23.2 million for 2014. Net interest income is our principal source of earnings and is impacted by interest earning asset volume, yields on assets and cost of debt. Net interest income increased \$3.0 million or 12% from the prior year primarily due to higher average loan volume and results from committing portions of excess loanable funds at fixed rates in CoBank's Association Equity Positioning Program reducing the cost of funds with CoBank.

The following table provides an analysis of the individual components of the change in net interest income during 2016 and 2015:

(\$ in thousands)	2016 vs. 2015	2015 vs. 2014
Net interest income, prior year	<b>\$ 24,958</b>	\$ 23,243
Increase (Decrease) due to:		
Interest rates earned	<b>2,191</b>	(345)
Interest rates paid	<b>(820)</b>	404
Volume of interest-bearing assets and liabilities	<b>1,698</b>	1,685
Interest income on nonaccrual loans	<b>(32)</b>	(29)
Increase in net interest income	<b>3,037</b>	1,715
Net interest income, current year	<b>\$ 27,995</b>	\$ 24,958

The following table illustrates net interest margin (net interest income as a percentage of average earning



assets), the average interest rates on loans and debt cost, and interest rate spread.

	2016	2015	2014
Net interest margin	2.64%	2.51%	2.51%
Interest rate on:			
Average loan volume	3.47%	3.26%	3.30%
Average debt	1.03%	0.93%	0.98%
Interest rate spread	2.44%	2.33%	2.32%

Interest rate spreads on loans and our net interest margin increased from previous years primarily due to higher average loan volume. The Association's loan spreads have decreased slightly from prior year mainly due to increased funding costs offset by the Association's earnings from capital. Our loan portfolio continues to be well diversified in Variable, Indexed Rate, and Fixed rate loan products. At December 31, 2016, variable direct loans comprised 57% of our portfolio with 11% of our direct loan portfolio in fixed rate products and 32% in indexed rate products; whereas at December 31, 2015, variable direct loans comprised 57% of our portfolio, fixed rate loans comprised 15%, and indexed rate products comprised 28%.

### Provision for Loan Losses

We monitor our loan portfolio on a regular basis to determine if any increase through provision for loan losses or decrease through a loan loss reversal in our allowance for loan losses is warranted based on our assessment of the probable and estimable losses inherent in our loan portfolio. We recorded a net loan loss reversal of \$558 thousand in 2016, provision for loan loss of \$1.4 million in 2015, and a provision for loan loss of \$105 thousand in 2014. The loan loss reversal in 2016 is primarily due to a large recovery on a previously charged off loan and a decrease in our specific allowance for impaired loans primarily due to paydowns on existing impaired loans. The provision reflects the changes in our expense estimate for the risk of losses in our loan portfolio. Further discussion of the provision for loan losses can be found in Note 3, "Loans and Allowance for Loan Losses," of the accompanying consolidated financial statements.

### Non Interest Income

During 2016, we recorded noninterest income of \$6.5 million, compared with \$5.3 million in 2015 and \$4.6 million in 2014. Noninterest income is primarily comprised of patronage distributions, which reflect patronage income on direct borrowings from CoBank

as well as loan participation activity with CoBank and other Farm Credit associations. Patronage income increased due to an increase in average volume outstanding compared to 2015.

Patronage distributions from CoBank are our primary source of noninterest income. Patronage is accrued in the year earned and then received from CoBank in the following year. CoBank patronage is distributed in cash and stock. Patronage earned from CoBank was \$4.9 million in 2016, \$4.2 million in 2015 and \$3.6 million in 2014. This comprises 75%, 79% and 78% of total non interest income for 2016, 2015 and 2014 respectively.

The Association also receives patronage income from other Farm Credit entities. We receive patronage from AgVantis based on technology services purchased from them, from Farm Credit Foundations, the organization that provides our payroll and human resource services, and from loan participation activity with other Farm Credit associations.

Patronage from these entities and CoBank are included in patronage distribution from Farm Credit institutions on the Consolidated Statements of Comprehensive Income.

### Non Interest Expense

Noninterest expense for 2016 increased \$981 thousand, or 8%, to \$13.9 million compared with \$12.9 million in 2015 primarily due to increases in information technology expense, Farm Credit Insurance Fund premiums, and salaries and employee benefits expense. The Insurance Fund premium increased \$319 thousand to \$1.2 million due to an increase in the premium rate and an increase in loan volume. Premium rates increased to 18 basis points during 2016 compared to 13 basis points during 2015. Information technology expense increased \$490 thousand primarily due to a \$322 thousand increase in fees paid to our technology service provider in 2016. While the increase in salaries and benefits expense is due to budgeted annual increases for compensation programs approved by the Board.

### Provision for/Benefit from income taxes

We recorded a provision for income taxes of \$828 thousand in 2016, compared with a \$652 thousand

benefit from income taxes in 2015, and a \$10 thousand income tax benefit in 2014. The fluctuations in our provision are driven primarily by changes in the pre-tax income of our Production Credit Association (PCA), and variability in the deferred tax asset mainly due to fluctuations in the provision for loan losses and nonaccrual income. The provision for income tax in 2016 is primarily due to the need for a full valuation allowance on our net deferred tax assets under our PCA entity. For additional information refer to Note 9, "Income Taxes", of the accompanying financial statements.

### Loan Portfolio

Total loans outstanding were \$1.1 billion at December 31, 2016, a decrease of \$16.1 million, or 1.5%, from total loans at December 31, 2015 of \$1.1 billion. Our loan volume decreased as a result of loan repayments exceeding the rate of readvances and new loan volume primarily driven by reduced mortgage loan origination opportunities in 2016 as a result of fewer farm real estate transactions. This reduction is attributed to water concerns coupled with softening commodity prices in some areas. The types of loans outstanding are reflected in the following table.

As of December 31	2016	2015	2014
Real estate mortgage	65%	63%	62%
Production and intermediate-term Agribusiness:	18%	19%	23%
Cooperatives	6%	6%	5%
Processing and marketing	8%	10%	9%
Farm related business	0%	0%	0%
Energy	0%	0%	0%
Lease receivables	3%	2%	1%
Total	100%	100%	100%

Real estate mortgage loans account for 65% of total loan volume, which represents a slight increase from the prior fiscal year end. The increase was driven by growth in the real estate mortgage portfolio, primarily due to new business development in the last six months of 2015 and early 2016 along with utilization of existing loan commitments. This was offset by the scheduled paydown of existing loans and reduced mortgage loan opportunities as a result of a slowdown in the farm real estate market. These long-term mortgage loans are primarily used to purchase, refinance or improve real estate. These

loans have maturities ranging from 5 to 40 years. Real estate mortgage loans are also made to rural homeowners.

Production and intermediate-term loans decreased from prior year end and account for 18% of total loan volume. The decline is due to lower loan volume at year end and is attributed to multiple factors, including lower usage for tax planning, origination of term financing that reduced operating lines, and increased participations sold to conform to ACA concentration management practices. Production loans are used to finance the timing gaps that exist in the production cycle for agricultural producers which is typically 12 months. Intermediate-term loans are generally used to finance depreciable capital assets of a farm or ranch. Intermediate-term loans are written for a specific term, 1 to 15 years, with most loans being less than 10 years.

The total agribusiness volume accounted for 14% of total loan volume, which represents a slight decrease from prior year end. Balances within the individual segments experienced minor fluctuations, with decreases in loans to processing and marketing businesses.

We continued to have steady volume growth with average accruing loan volume growth at 7% with average volume at \$1.1 billion for 2016 compared to \$985 million for 2015. New business developed in 2016 amounted to \$223.6 million with 84% in direct loans and 16% in participations purchased.

### Portfolio Diversification

We provide loans and financially related services to qualified borrowers in agricultural and rural sectors and to certain related entities. We manage this risk of being a single industry lender through strong credit administration and portfolio diversification. Our loan portfolio is diversified to mitigate this risk through utilization of loan participations purchased and sold, as well as diversification in geographic locations served, commodities financed, and loan size, as illustrated in the following four tables.

In order to meet the growing needs of our membership, we maintain strategic relationships that allow for the purchase of loan assets to generate additional earnings and diversify risk related to existing commodities financed and our geographic



area served. In addition, we sell a portion of certain large loans to other System entities to manage risk related to individual loan concentrations and comply with regulatory and internal lending limits. We have no loans sold with recourse, retained subordinated participation interests in loans sold or interests in pools of subordinated participation interests that are held in lieu of retaining a subordinated participation interest in the loans sold. Total volume in participations purchased and sold as of December 31 follows:

(\$ in thousands)	2016	2015	2014
Purchased	<b>\$ 224,087</b>	\$ 212,422	\$ 189,602
Sold	<b>\$ (312,027)</b>	\$ (232,862)	\$ (118,109)

We primarily serve Fresno and Madera counties in the state of California. We also make loans outside of our chartered territory in accordance with concurrence agreements with other Farm Credit associations; these loans are included in "Other" in the following table.

The geographic distribution of the loan portfolio by county as of December 31 is as follows:

Counties	2016	2015	2014
Fresno	<b>47%</b>	47%	44%
Madera	<b>19%</b>	23%	26%
Other	<b>34%</b>	30%	30%
Total	<b>100%</b>	100%	100%

As a percentage of the portfolio, loans originated in Fresno County remained stable in comparison to the prior year, while loans in Madera County declined. Loans outside of our chartered territory were diversified within geographic locations with no concentration in any one county at or exceeding 10% of total loan volume.

Commodity and industry categories are based on the Standard Industrial Classification System (SIC) published by the federal government. This system is used to assign commodity or industry categories based on the primary business of the customer. A primary business category is assigned when the commodity or industry accounts for 50% or more of the total value of sales for a business; however, a large percentage of agricultural operations typically includes more than one commodity.

The following table shows the primary agricultural commodities produced by our borrowers as of December 31:

Commodities	2016	2015	2014
Almonds	<b>27%</b>	26%	25%
Agribusiness	<b>20%</b>	20%	19%
Dairy	<b>8%</b>	11%	13%
Vegetables & Melons	<b>8%</b>	8%	8%
Tree fruit	<b>8%</b>	7%	6%
Raisins	<b>8%</b>	7%	6%
Wine & table grapes	<b>7%</b>	8%	9%
Beef & livestock	<b>3%</b>	4%	5%
Other	<b>11%</b>	9%	9%
Total	<b>100%</b>	100%	100%

Overall, we maintain a well-diversified loan portfolio. Repayment ability of our borrowers is closely related to their debt leverage and to the production and profitability of the commodities they produce. If a loan fails to perform, restructuring and/or other servicing alternatives are influenced by the underlying value of the collateral which is impacted by industry economics. Our future performance may be negatively impacted by adverse agricultural conditions. The degree of the adverse impact would be correlated to the commodities impacted and the magnitude and duration of the adverse agricultural conditions to our borrowers. Our risk in commodity concentrations is reduced by the fact that many of our borrowers are diversified into multiple commodities.

Almonds comprise 27% of our loan portfolio. The almond industry has been strong for several years, as successful marketing efforts have kept supply and demand in relative balance despite continued increases in annual production, with prices reaching record highs in 2015. In 2016, Almond prices sharply declined from the prices received for the prior year crop due primarily to weakening global demand. Despite the drop in price, the majority of producers are expected to remain profitable as the expected 2016 price is anticipated to be above long term averages.

Agribusiness represents 20% of our loan portfolio. Generally, the agribusinesses that are doing well are those that have formed alliances directly with the food or fiber retailers and/or wholesalers. They are able to provide flexible customized packages of

product or bulk commodities when and where the buyer needs them. Additionally, costs are more controlled due to the economies of scale achieved through increased throughput.

In addition to commodity diversification noted in the previous table, further diversification is also achieved from loans to rural residents and part-time farmers who typically derive most of their earnings from non-agricultural sources. These borrowers are less subject to agricultural cycles and would likely be more affected by weaknesses in the general economy.

Our portfolio is also diversified through loan size. The table below details loan principal by dollar size as of December 31.

	2016	2015	2014
(\$ in thousands)	Amount outstanding	Amount outstanding	Amount outstanding
\$1 - \$250	\$ 64,045	\$ 63,117	\$ 61,354
\$251 - \$500	88,388	77,230	75,316
\$501 - \$1,000	134,395	125,043	126,839
\$1,001 - \$5,000	551,894	576,213	477,795
\$5,001 - \$25,000	218,024	231,265	260,805
Total	\$ 1,056,746	\$ 1,072,868	\$ 1,002,109

	2016	2015	2014
(\$ in thousands)	Number of loans	Number of loans	Number of loans
\$1 - \$250	621	643	673
\$251 - \$500	237	210	208
\$501 - \$1,000	184	174	172
\$1,001 - \$5,000	253	264	217
\$5,001 - \$25,000	30	30	31
Total	1,325	1,321	1,301

The principal balance outstanding at December 31, 2016 for loans \$250 thousand and less account for 6% of loan volume but 47% of the number of loans. Credit risk on small loans, in many instances, may be reduced by non-farm income sources. Loans above \$5 million comprise 21% of our loan volume and are attributable to 30 loans. Due to their size, the loss of any of these loans or the failure of any of these loans to perform may adversely affect the portfolio and our future operating results. As such, we closely monitor all large loans.

Through Federal Agricultural Mortgage Corporation (Farmer Mac), we have reduced the credit risk of certain long-term real estate loans by entering into agreements that provide long-term standby purchase commitments in the event of default.

Under this program, we continue to hold the loans in our portfolio, and we pay commitment fees to Farmer Mac for the right to sell a loan designated in these agreements to Farmer Mac in the event the loan becomes significantly delinquent (typically four months past due). If the borrower cures the default, we must repurchase the loan and the commitment remains in place. Farmer Mac long-term standby purchase commitment agreements are further described in Note 3, "Loans and Allowance for Loan Losses". Other than the contractual obligations arising from these business transactions with Farmer Mac, Farmer Mac is not liable for any debt or obligation of ours and we are not liable for any debt or obligation of Farmer Mac. For more information on Farmer Mac, refer to their website at [www.farmermac.com](http://www.farmermac.com). The amount of loans subject to these Farmer Mac credit enhancements was \$57.1 million at December 31, 2016, \$85.7 million at December 31, 2015 and \$110.7 million at December 31, 2014. Included in other operating expenses were fees paid for these Farmer Mac commitments totaling \$312 thousand in 2016, \$378 thousand in 2015 and \$410 thousand in 2014.

In addition, we obtained Federal Guarantees through the Farm Service Agency and State of California Guarantees through Valley Small Business Development Corporation. In the event of default, Federal Guarantees cover a specific percent of principal and interest due on the loan while State guarantees cover a specific percent of principal and the same percentage of post-default interest (up to ninety days from the default date). Loans outstanding with credit guarantees from government agencies amounted to \$3.7 million at year-end 2016, \$2.2 million at year-end 2015 and \$1.5 million at year-end 2014.

### Credit Commitments

We may participate in financial instruments with off-balance-sheet risk to satisfy the financing needs of our borrowers. These financial instruments include commitments to extend credit. The instruments involve, to varying degrees, elements of credit risk in excess of the amount recognized in our consolidated financial statements. Commitments to extend credit are agreements to lend to a borrower as long as there is not a violation of any condition established in the contract. Commitments generally have fixed



expiration dates or other termination clauses and may require payment of a fee by the borrower. We may also participate in standby letters of credit to satisfy the financing needs of our borrowers. These standby letters of credit are irrevocable agreements to guarantee payments of specified financial obligations.

The table below summarizes the maturity distribution of unfunded credit commitments on loans at December 31, 2016.

(\$ in thousands)	Commitments to extend credit	Standby letters of credit	Total commitments
Less than 1 year	\$ 125,705	\$ 6,097	\$ 131,802
1 – 3 years	106,629	411	107,040
3 – 5 years	38,707	16	38,723
Over 5 years	197,392	-	197,392
Total	\$ 468,433	\$ 6,524	\$ 474,957

The total commitments do not necessarily represent future cash requirements since many of these commitments are expected to expire without being drawn upon. However, these credit-related financial instruments have off-balance-sheet credit risk because their contractual amounts are not reflected on the Consolidated Statements of Condition until funded or drawn upon.

The credit risk associated with issuing commitments and letters of credit is substantially the same as that involved in extending loans to borrowers and we apply the same credit policies to these commitments. The amount of collateral obtained, as deemed necessary upon extension of credit, is based on our credit evaluation of the borrower. No material losses are anticipated as a result of these credit commitments.

### High Risk Assets

Nonperforming loan volume is comprised of nonaccrual loans, restructured loans, and loans 90 days past due still accruing interest and are referred to as impaired loans. High risk assets consist of impaired loans and other property owned. Our high risk assets are primarily comprised of nonaccrual loans. Nonaccrual loans represent all loans where there is a reasonable doubt as to the collection of principal and/or interest. Comparative information

regarding high risk assets (including related accrued interest) in the portfolio as of December 31 follows:

(\$ in thousands)	2016	2015	2014
Nonaccrual loans:			
Real estate mortgage	\$ 13	\$ 21	\$ 248
Agribusiness	18	3,936	15,026
Total nonaccrual loans	31	3,957	15,274
Accruing restructured loans	-	-	-
Accruing loans 90 days past due	-	-	-
Total impaired loans	31	3,957	15,274
Other property owned	-	-	-
Total high risk assets	\$ 31	\$ 3,957	\$ 15,274
Nonaccrual loans to total loans	0.00%	0.37%	1.52%
High risk assets to total loans	0.00%	0.37%	1.52%
High risk assets to total members' equity	0.00%	1.67%	6.75%

Total high risk assets decreased \$3.9 million to \$31 thousand as of December 31, 2016 from \$4.0 million as of December 31, 2015.

Nonaccrual volume decreased \$3.9 million from December 31, 2015 primarily due to large paydowns on existing impaired loans. For the years ended December 31, 2016, 2015 and 2014 there were four, five and seven loans classified as nonaccrual, respectively.

The following table provides additional information on nonaccrual loans as of December 31.

(\$ in thousands)	2016	2015	2014
Nonaccrual loans current	\$ 13	\$ -	\$ 15,274
Nonaccrual loans past due	18	3,957	-
Cash basis nonaccrual loans	-	-	-
Restructured loans in nonaccrual status	-	-	-

Other property owned is real or personal property that has been acquired through foreclosure, deed in lieu of foreclosure or other means. We had no other property owned at December 31, 2016, 2015 or 2014.

### Credit Quality

We review the credit quality of the loan portfolio on an on-going basis as part of our risk management practices. Each loan is classified according to the Uniform Classification System (UCS), which is used by all Farm Credit System institutions. Below are the classification definitions:

- Acceptable – Assets are expected to be fully collectible and represent the highest quality.

- Other Assets Especially Mentioned (OAEM) – Assets are currently collectible but exhibit some potential weakness.
- Substandard – Assets exhibit some serious weakness in repayment capacity, equity, and/or collateral pledged on the loan.
- Doubtful – Assets exhibit similar weaknesses to substandard assets. However, doubtful assets have additional weaknesses in existing facts that make collection in full highly questionable.
- Loss – Assets are considered uncollectible.

The following table presents statistics related to credit quality of the loan portfolio including accrued interest at December 31:

	2016	2015	2014
Acceptable	<b>99.45%</b>	99.06%	96.73%
OAEM	<b>0.51%</b>	0.54%	1.41%
Substandard	<b>0.04%</b>	0.40%	1.86%
Doubtful	<b>0.00%</b>	0.00%	0.00%
Total	<b>100.00%</b>	100.00%	100.00%

During 2016, overall credit improved with loans classified as "Acceptable" and "OAEM" accounting for 99.96% of volume at December 31, 2016 compared to 99.60% at December 31, 2015. We had no loans classified as Doubtful or Loss in 2016, 2015 or 2014. Loan delinquencies (accruing loans 30 days or more past due) as a percentage of accruing loans decreased to 0.0% at December 31, 2016. Loan delinquencies equated to 0.6% at December 31, 2015 and 0.0% at December 31, 2014.

We continue to emphasize strong underwriting standards to ensure the credit quality of our loan portfolio remains strong. However, agriculture remains a cyclical business that is heavily influenced by production, operating costs and commodity prices. Each of these can be significantly impacted by uncontrollable events. While we have experienced record high credit quality in recent years and we expect it to remain strong in 2017, softening commodity prices are expected to cause tighter operating margins, which could lead to some portfolio deterioration. Additionally, less favorable economic conditions, including challenges faced in limited water supply for farmers located in our lending territory, may result in lower credit quality than achieved in recent years. We believe our robust

capital and risk funds position, as well as our effective credit administration, will allow us to successfully manage this risk.

### Allowance for Loan Losses

We maintain an allowance for loan losses at a level consistent with the probable and estimable losses inherent in the loan portfolio identified by Management. The allowance for loan losses at each period end was considered to be adequate to absorb probable losses existing in the loan portfolio. Because the allowance for loan losses considers factors such as current agricultural and economic conditions, loan loss experience, portfolio quality, and loan portfolio composition, there will be a direct impact to the allowance for loan losses and our income statement when there is a change in any of those factors.

The following table provides relevant information regarding the allowance for loan losses as of December 31:

(\$ in thousands)	2016	2015	2014
Balance at beginning of year	\$ 6,227	\$ 4,860	\$ 4,783
Charge-offs:			
Agribusiness	915	20	28
Total Charge-offs	915	20	28
Recoveries:			
Agribusiness	1,026	-	-
Total Recoveries	1,026	-	-
Net (recoveries) charge-offs	(111)	20	28
(Loan Loss Reversal)			
Provision for loan losses	(558)	1,387	105
Balance at December 31	\$ 5,780	\$ 6,227	\$ 4,860
Net (recoveries) charge-offs to average net loans	(0.01%)	<0.01%	<0.01%

The following table presents the allowance for loan losses by loan type as of December 31:

(\$ in thousands)	2016	2015	2014
Real estate mortgage	\$ 470	\$ 306	\$ 374
Production and intermediate-term	2,016	1,306	824
Agribusiness	2,046	3,720	3,483
Energy	3	-	5
Lease receivables	1,245	895	174
Total	\$ 5,780	\$ 6,227	\$ 4,860

The allowance for loan losses decreased \$0.4 million from December 31, 2015 to \$5.8 million as of December 31, 2016. The decrease was primarily due to the ongoing paydowns, partial charge-off, and reduction of a specific allowance related to impaired

loans within our Agribusiness category. These decreases were partly offset by a loan loss recovery on a previously charged off loan and heightened risk factors noted in the loan portfolio. Overall, charge-off activity remains low relative to the size of our loan portfolio.

Comparative allowance for loan losses coverage as a percentage of loans and certain other credit quality indicators as of December 31 are presented in the following table:

	2016	2015	2014
Allowance as a percentage of:			
Total Loans	<b>0.55%</b>	0.58%	0.48%
Nonaccrual loans	<b>&gt;1,000%</b>	157.36%	31.82%
High Risk Loans	<b>&gt;1,000%</b>	157.36%	31.82%

As a result of the decrease in the specific allowance noted above, the overall allowance as a percentage of loans has decreased 3 basis points from 0.58% at December 31, 2015 to 0.55% at December 31, 2016. Amounts continue to provide an adequate and sound allowance for loan losses. Further discussion of the Allowance can be found in Note 3, "Loans and Allowance for Loan Losses," of the accompanying consolidated financial statements.

We maintain a separate reserve for unfunded commitment, which is included in Other Liabilities on the Consolidated Statements of Condition. The related provision for the reserve for unfunded commitments is included as part of other noninterest expense on the Consolidated Statements of Comprehensive Income.

### **Credit Risk Management**

Credit risk arises from the potential failure of a borrower to meet repayment obligations that result in a financial loss to the lender. Credit risk exists in our loan portfolio and also in our unfunded loan commitments and standby letters of credit. Credit risk is actively managed on an individual and portfolio basis through application of sound lending and underwriting standards, policies, and procedures.

Underwriting standards are developed and utilized to determine an applicant's operational, financial, and managerial resources available for repaying debt within the terms of the note and loan agreement.

Underwriting standards include, among other things, an evaluation of:

- character – borrower integrity and credit history;
- capacity – repayment capacity of the borrower based on cash flows from operations or other sources of income;
- collateral – to protect the lender in the event of default and also serve as a secondary source of loan repayment;
- capital – ability of the operation to survive unanticipated risks; and,
- conditions – intended use of the loan funds, terms, restrictions, etc.

Processes for information gathering, balance sheet and income statement verification, loan analysis, credit approvals, disbursements of proceeds and subsequent loan servicing actions are established and followed. Underwriting standards are updated periodically to reflect market and industry conditions.

By regulation, loan commitments to one borrower cannot be more than 15% of our permanent capital. To further mitigate loan concentration risks, we have established internal lending limits that are below the regulatory requirements that are based on the risk associated with individual borrowers.

Exposure through loan participations are further limited by parameters based on geographic location and specific business relationships.

We have established internal lending delegations to properly control the loan approval process. All approvals require a minimum of two voters, with increased voter participation required based on loan size, complexity, type and risk. Larger and more complex loans or loans perceived to have higher risk are typically approved by our loan committee with the most experienced and knowledgeable credit staff serving as members.

The majority of our lending is first mortgage real estate loans which must be secured by a first lien on real estate. Production and intermediate-term lending accounts for most of the remaining volume and is also typically secured by crops, livestock, equipment and real estate. Collateral evaluations are completed in compliance with FCA and Uniform Standards of Professional Appraisal Practices requirements. All property is appraised at market



value. All collateral evaluations must be performed by a qualified appraiser. Certain appraisals must be performed by individuals with a state certification or license.

We use a two-dimensional risk rating model (Model) based on the Farm Credit System's Combined System Risk Rating Guidance. The Model estimates each loan's probability of default (PD) and loss given default (LGD). PD estimates the probability that a borrower will experience a default within twelve months from the date of determination. LGD provides an estimation of the anticipated loss with respect to a specific financial obligation of a borrower assuming a default has occurred or will occur within the next twelve months. The Model uses objective and subjective criteria to identify inherent strengths, weaknesses, and risks in each loan. PDs and LGDs are utilized in loan and portfolio management processes and are utilized for the allowance for loan losses estimate.

The Model's 14-point probability of default scale provides for nine acceptable categories, one OAEM category, two substandard categories, one doubtful category and one loss category; each carrying a distinct percentage of default probability. The Model's LGD scale provides 6 categories, A through F, that have the following anticipated principal loss and range of economic loss expectations:

- A 0% anticipated principal loss; 0% to 5% range of economic loss
- B 0% to 3% anticipated principal loss; >5% to 15% range of economic loss
- C > 3% to 7% anticipated principal loss; >15% to 20% range of economic loss
- D > 7% to 15% anticipated principal loss; >20% to 25% range of economic loss
- E > 15% to 40% anticipated principal loss; >25% to 50% range of economic loss
- F above 40% anticipated loss; above 50% range of economic loss

We are committed to sound and constructive financing. We believe these standards, processes and tools allow us to maintain a successful credit administration function. This has allowed us to maintain high credit quality throughout the various economic cycles.

## **LIQUIDITY**

Liquidity is necessary to meet our financial obligations. Obligations that require liquidity include paying our note with CoBank, funding loans and other commitments, and funding operations in a cost-effective manner. Our liquidity policy is intended to manage short-term cash flow, maximize debt reduction, and liquidate nonearning assets expeditiously. Our direct loan with CoBank, cash on hand, and loan repayments provide adequate liquidity to fund ongoing operations and other commitments.

## **Funding Sources**

Our primary source of liquidity is the ability to obtain funds for our operations through a borrowing relationship with CoBank. Our note payable to the Bank is collateralized by a pledge to CoBank of substantially all of our assets. Substantially all cash received is applied to the note payable and all cash disbursements are drawn on the note payable. The indebtedness is governed by a General Financing Agreement (GFA) with CoBank that is subject to periodic renewal in accordance with normal business practices. The annual average principal balance of the note payable to CoBank was \$769.0 million in 2016, \$735.6 million in 2015 and \$676.3 million in 2014.

We plan to continue to fund lending operations through the utilization of our funding arrangement with CoBank, retained earnings from current and prior years, and from borrower stock investments. CoBank's primary source of funds is the ability to issue Systemwide Debt Securities to investors through the Federal Farm Credit Bank Funding Corporation (Funding Corporation).

Due to the Funding Corporation's effectiveness, this access has traditionally provided a dependable source of competitively priced debt that is critical for supporting our mission of providing credit to agriculture and rural America. The Association's continued liquidity is directly dependent upon the Farm Credit System's ability to sell debt securities at competitive rates and the Association maintaining a sound financial position and borrowing relationship with CoBank. We anticipate continuation of strong liquidity levels that will be adequate to meet our obligations.

## Interest Rate Risk

The interest rate risk inherent in our loan portfolio is substantially mitigated through our funding relationship with CoBank and allows for loans to be match-funded. Borrowings from CoBank match the pricing, maturity, and option characteristics of our loans to borrowers. CoBank manages interest rate risk through the direct loan pricing and their asset/liability management processes. Although CoBank incurs and manages the primary sources of interest rate risk, we may still be exposed to interest rate risk through the impact of interest rate changes on earnings generated from our loanable funds. To stabilize earnings from loanable funds, we have committed excess loanable funds with CoBank at a fixed rate for a specified term as a part of CoBank's Association Equity Positioning Program (AEPP). This enables us to reduce our overall cost of funds with CoBank without significantly increasing our overall interest rate risk position.

## Funds Management

We offer competitively priced variable, fixed, adjustable, Prime-based, and Libor-based rate loans to borrowers. The Association has a differential pricing model based on loan size, type, credit quality, financial condition, and risk. The Board's fiduciary responsibility is to provide our members with the most competitive pricing possible while maintaining the short and long term fiscal integrity of the Association. Our Asset Liability Management Committee, under the direction of our Board of Directors, determines the interest rate charged based on the following factors: 1) the interest rate charged by CoBank; 2) our existing rates and spreads; 3) the competitive rate environment; and 4) our profitability and capital objectives.

## CAPITAL RESOURCES

Capital supports asset growth and provides protection for unexpected credit and operating losses. Capital is also needed for investments in new products and services. We believe a sound capital position is critical to our long-term financial success due to the volatility and cyclical nature of agriculture. We have been able to build capital primarily through net income.

Members' equity at December 31, 2016 totaled \$247.7 million, compared with \$236.6 million at December 31, 2015 and \$226.3 million at December 31, 2014. Members equity includes stock purchased by our members and retained earnings accumulated through net income less patronage distributed to members. Members' equity also includes accumulated other comprehensive income/loss.

Our capital position is reflected in the following ratio comparisons:

	2016	2015	2014
Debt to members' equity	<b>3.53:1</b>	3.78:1	3.65:1
Members' equity as a % of net loans	<b>23.57%</b>	22.18%	22.69%
Members' equity as a % of assets	<b>22.08%</b>	20.90%	21.50%

## Retained Earnings

Our retained earnings increased \$11.1 million to \$247.0 million at December 31, 2016 from \$235.8 million at December 31, 2015. The increase was a result of net income of \$20.4 million partially offset by a \$9.3 million patronage distribution declared.

## Patronage Program

We have a patronage program that allows us to distribute a portion of our net earnings to our members. This program provides for the allocation of net earnings in the manner described in our Bylaws. When determining the amount and method of patronage to be distributed, the Board considers the setting aside of funds to increase retained earnings in order to (1) meet capital adequacy standards established by Farm Credit regulations, (2) meet our internal capital adequacy standards to support competitive pricing at targeted earnings levels, and (3) maintain reasonable reserves. Patronage distributions are based on business done with us during the year. We paid cash patronage of \$6.3 million in 2016, \$4.6 million in 2015, and \$6.5 million in 2014. During 2016, we declared patronage distributions of \$9.3 million to be paid in April 2017.

## Stock

Our total stock and participation certificates decreased \$6 thousand to \$757 thousand at December 31, 2016, from \$763 thousand at December 31, 2015. The increase was due to \$58 thousand of stock issuances, offset by \$64 thousand

retirements. We require a one thousand dollar stock investment for each borrower.

### Accumulated Other Comprehensive Income and Loss

Previously certain employees participated in a non-qualified Defined Benefit Pension Restoration Plan (Plan). Current accounting guidance requires recognition of the Plan's underfunded status and unamortized actuarial gains and losses and prior service costs or credits as a liability with an offsetting adjustment to accumulated other comprehensive income/loss. We had no other comprehensive income at December 31, 2016 or 2015 and other comprehensive income of \$119 at December 31, 2014. We had no accumulated other comprehensive income/loss at December 31, 2016, 2015 or 2014, respectively.

### Capital Plan and Regulatory Requirements

Our Board of Directors establishes a formal capital adequacy plan that addresses capital goals in relation to risks. The capital adequacy plan assesses the capital level necessary for financial viability and to provide for growth. Our plan is updated annually and approved by our Board of Directors.

FCA regulations require the plan consider the following factors in determining optimal capital levels, including:

- Regulatory capital requirements;
- Asset quality;
- Needs of our customer base; and
- Other risk-oriented activities, such as funding and interest rate risks, contingent and off-balance sheet liabilities and other conditions warranting additional capital.

FCA regulations establish minimum capital standards expressed as a ratio of capital to assets, taking into account relative risk factors for all System institutions. In general, the regulations provide for a relative risk weighting of assets and establish a minimum ratio of permanent capital, total surplus and core surplus to risk-weighted assets. The ratios serve as a measurement of the capital condition and capacity of the Association.

As shown in the following table, the Association significantly exceeded the minimum regulatory

requirements which are noted parenthetically. The 2016 capital ratios also exceed the minimum targets established by the Board.

	2016	2015	2014
Permanent capital ratio (7%)	<b>18.48%</b>	17.54%	17.48%
Total surplus ratio (7%)	<b>18.42%</b>	17.47%	17.41%
Core surplus ratio (3.5%)	<b>18.42%</b>	17.47%	17.41%

We do not foresee any future events that would materially impact our capital adequacy in an adverse manner. Due to our strong capital position, we anticipate that we will be able to continue retiring at-risk stock.

### REGULATORY MATTERS

As of December 31, 2016, we had no enforcement actions in effect and FCA took no enforcement actions during the year.

On March 10, 2016, the FCA adopted final rules (the New Capital Regulations) relating to regulatory capital requirements for System banks, including CoBank, and Associations. The New Capital Regulations take effect January 1, 2017. The stated objectives of the New Capital Regulations are as follows:

- To modernize capital requirements while ensuring that System institutions continue to hold sufficient regulatory capital to fulfill the System's mission as a government-sponsored enterprise;
- To ensure that the System's capital requirements are comparable to the Basel III framework and the standardized approach that the federal banking regulatory agencies have adopted, but also to ensure that the rules recognize the cooperative structure and the organization of the System;
- To make System regulatory capital requirements more transparent; and
- To meet certain requirements of the Dodd-Frank Wall Street Reform and Consumer Protection Act (the Dodd-Frank Act).

The New Capital Regulations, among other things, replace existing core surplus and total surplus requirements with common equity tier 1 (CET1), tier 1 and total capital (tier 1 plus tier 2) risk-based capital ratio requirements. The New Capital Regulations also add a tier 1 leverage ratio for all System institutions,



which replaces the existing net collateral ratio for System banks. In addition, the New Capital Regulations establish a capital conservation buffer and a leverage buffer; enhance the sensitivity of risk weightings; and, for System banks only, require additional public disclosures. The revisions to the risk weightings include alternatives to the use of credit ratings, as required by the Dodd-Frank Act.

The New Capital Regulations set the following minimum risk-based requirements:

- A CET1 capital ratio of 4.5 percent;
- A tier 1 capital ratio (CET1 capital plus additional tier 1 capital) of 6 percent; and
- A total capital ratio (tier 1 plus tier 2) of 8 percent.

The New Capital Regulations also set a minimum tier 1 leverage ratio (tier 1 capital divided by total assets) of 4 percent, of which at least 1.5 percent must consist of unallocated retained earnings (URE) and URE equivalents, which are nonqualified allocated equities with certain characteristics of URE.

The New Capital Regulations establish a capital cushion (capital conservation buffer) of 2.5 percent above the risk-based CET1, tier 1 and total capital requirements. In addition, the New Capital Regulations establish a leverage capital cushion (leverage buffer) of 1 percent above the tier 1 leverage ratio requirement. If capital ratios fall below the regulatory minimum plus buffer amounts, capital distributions (equity redemptions, cash dividend payments, and cash patronage payments) and discretionary senior executive bonuses are restricted or prohibited without prior FCA approval. The New Capital Regulations establish a three-year phase-in of the capital conservation buffer beginning January 1, 2017. There will be no phase-in of the leverage buffer.

We will be in compliance with the New Capital Regulations on January 1, 2017.

### **CRITICAL ACCOUNTING POLICIES AND ESTIMATES**

Our consolidated financial statements are based on accounting principles generally accepted in the United States of America. Our significant accounting policies are critical to the understanding of our results

of operations and financial position because some accounting policies require us to make complex or subjective judgments and estimates that may affect the value of certain assets or liabilities. We consider these policies critical because we have to make judgments about matters that are inherently uncertain. For a complete discussion of significant accounting policies, refer to Note 2, "Summary of Significant Accounting Policies", of the accompanying consolidated financial statements. The development and selection of critical policies, and related disclosures, have been reviewed by our Audit Committee. The following is a summary of critical policies relating to determination of the Allowance for Loan Losses:

### **Allowance for Loan Losses**

The allowance for loan losses is our best estimate of the amount of probable loan losses existing in and inherent in our loan portfolio as of the balance sheet date. The allowance for loan losses is increased through provisions for loan losses and loan recoveries and is decreased through loan loss reversals and loan charge-offs. We determine the allowance for loan losses based on a regular evaluation of the loan portfolio, which generally considers recent historical charge off experience adjusted for relevant factors.

Loans are evaluated based on the borrower's overall financial condition, resources, and payment record; the prospects for support from any financially responsible guarantor; and, if appropriate, the estimated net realizable value of any collateral. The allowance for loan losses attributable to these loans is established by a process that estimates the probable loss inherent in the loans, taking into account various historical factors, internal risk ratings, regulatory oversight, and geographic, industry and other factors.

Changes in the factors we consider in the evaluation of losses in the loan portfolio could occur for various credit related reasons and could result in a change in the allowance for loan losses, which would have a direct impact on the provision for loan losses and results of operations. For detailed information regarding the allowance for loan losses refer to Notes 2 and 3, "Summary of Significant Accounting Policies" and "Loans and Allowance for Loan Losses", of the accompanying consolidated financial statements.

## **FORWARD-LOOKING STATEMENTS**

Our discussion contains forward-looking statements. These statements are not guarantees of future performance and involve certain risks, uncertainties and assumptions that are difficult to predict. Words such as "anticipates," "believes," "could," "estimates," "may," "should," and "will," or other variations of these terms are intended to identify forward-looking statements. These statements are based on assumptions and analyses made in light of experience and other historical trends, current conditions, and expected future developments. Actual results and developments may differ materially from our expectations and predictions due to a number of risks and uncertainties, many of which are beyond our control. These risks and uncertainties include, but are not limited to: political, legal, regulatory and economic conditions and developments in the United States and abroad; economic fluctuations in the agricultural, rural utility, international, and farm-related business sectors; weather, disease, and other adverse climatic or biological conditions that periodically occur that impact agricultural productivity and income; changes in United States government support of the agricultural industry and/or the Farm Credit System; and, actions taken by the Federal Reserve System in implementing monetary policy.



## Report of Independent Auditors

To the Board of Directors of  
Fresno Madera Farm Credit, ACA

We have audited the accompanying consolidated financial statements of Fresno Madera Farm Credit, ACA, and its subsidiaries (the Association), which comprise the consolidated statement of condition as of December 31, 2016, 2015, and 2014, and the related consolidated statements of comprehensive income, of changes in members' equity, and of cash flows for the years then ended.

### ***Management's Responsibility for the Consolidated Financial Statements***

Management is responsible for the preparation and fair presentation of the consolidated financial statements in accordance with accounting principles generally accepted in the United States of America; this includes the design, implementation, and maintenance of internal control relevant to the preparation and fair presentation of consolidated financial statements that are free from material misstatement, whether due to fraud or error.

### ***Auditors' Responsibility***

Our responsibility is to express an opinion on the consolidated financial statements based on our audits. We conducted our audits in accordance with auditing standards generally accepted in the United States of America. Those standards require that we plan and perform the audit to obtain reasonable assurance about whether the consolidated financial statements are free from material misstatement.

An audit involves performing procedures to obtain audit evidence about the amounts and disclosures in the consolidated financial statements. The procedures selected depend on our judgment, including the assessment of the risks of material misstatement of the consolidated financial statements, whether due to fraud or error. In making those risk assessments, we consider internal control relevant to the Association's preparation and fair presentation of the consolidated financial statements in order to design audit procedures that are appropriate in the circumstances, but not for the purpose of expressing an opinion on the effectiveness of the Association's internal control. Accordingly, we express no such opinion. An audit also includes evaluating the appropriateness of accounting policies used and the reasonableness of significant accounting estimates made by management, as well as evaluating the overall presentation of the consolidated financial statements. We believe that the audit evidence we have obtained is sufficient and appropriate to provide a basis for our audit opinion.

### ***Opinion***

In our opinion, the consolidated financial statements referred to above present fairly, in all material respects, the financial position of Fresno Madera Farm Credit, ACA and its subsidiaries as of December 31, 2016, 2015, and 2014 and the results of their operations and their cash flows for the years then ended in accordance with accounting principles generally accepted in the United States of America.

March 16, 2017

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## **CONSOLIDATED STATEMENTS OF CONDITION**

(Dollars in thousands)

	<b>December 31</b>		
	<b>2016</b>	<b>2015</b>	<b>2014</b>
<b>ASSETS</b>			
Loans	<b>\$ 1,056,746</b>	\$ 1,072,868	\$ 1,002,109
Less allowance for loan losses	<b>5,780</b>	6,227	4,860
Net loans	<b>1,050,966</b>	1,066,641	997,249
Cash	<b>15,793</b>	14,368	9,719
Accrued interest receivable	<b>11,183</b>	8,265	8,005
Investment in CoBank, ACB	<b>31,539</b>	29,977	27,557
Premises and equipment, net	<b>4,239</b>	4,411	4,589
Other assets	<b>8,432</b>	8,425	5,370
<b>Total assets</b>	<b>\$ 1,122,152</b>	\$ 1,132,087	\$ 1,052,489
<b>LIABILITIES</b>			
Note payable to CoBank, ACB	<b>\$ 788,651</b>	\$ 808,220	\$ 742,374
Funds held	<b>70,738</b>	74,263	73,171
Accrued interest payable	<b>962</b>	773	1,952
Patronage distributions payable	<b>9,251</b>	6,293	4,570
Other liabilities	<b>4,819</b>	5,927	4,152
<b>Total liabilities</b>	<b>874,421</b>	895,476	826,219
<b>Commitments and Contingencies (See Note 13)</b>			
<b>MEMBERS' EQUITY</b>			
Capital stock and participation certificates	<b>757</b>	763	766
Unallocated retained earnings	<b>246,974</b>	235,848	225,504
<b>Total members' equity</b>	<b>247,731</b>	236,611	226,270
<b>Total liabilities and members' equity</b>	<b>\$ 1,122,152</b>	\$ 1,132,087	\$ 1,052,489

## CONSOLIDATED STATEMENTS OF COMPREHENSIVE INCOME

(Dollars in thousands)

### For the Year Ended December 31

	<u>2016</u>	<u>2015</u>	<u>2014</u>
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### **INTEREST INCOME**

Loans	\$ 36,831	\$ 32,370	\$ 30,513
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### **INTEREST EXPENSE**

Note payable to CoBank, ACB	8,193	7,147	7,017
Funds held	643	265	253

#### **Total interest expense**

	8,836	7,412	7,270
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Net interest income	27,995	24,958	23,243
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(Loan loss reversal) Provision for loan losses	(558)	1,387	105
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Net interest income after provision for loan losses	28,553	23,571	23,138
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### **NONINTEREST INCOME**

Financially related services income	320	409	295
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Loan fees	323	393	435
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Patronage distribution from Farm Credit institutions	5,435	4,411	3,793
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Other noninterest income	447	93	99
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#### **Total noninterest income**

	6,525	5,306	4,622
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### **NONINTEREST EXPENSE**

Salaries and employee benefits	8,062	7,670	7,587
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Occupancy and equipment	535	490	496
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Farm Credit Insurance Fund premium	1,237	918	768
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Information technology	1,352	862	851
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Supervisory and examination costs	382	330	327
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Other noninterest expense	2,305	2,622	1,949
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#### **Total noninterest expense**

	13,873	12,892	11,978
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Income before income taxes	21,205	15,985	15,782
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Provision for (Benefit from) income taxes	828	(652)	(10)
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#### **Net income**

	\$ 20,377	\$ 16,637	\$ 15,792
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### **COMPREHENSIVE INCOME**

Amortization of retirement costs	-	-	113
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Actuarial gain in retirement obligation	-	-	6
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#### **Other comprehensive income**

	-	-	119
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#### **Total comprehensive income**

	\$ 20,377	\$ 16,637	\$ 15,911
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*The accompanying notes are an integral part of these consolidated financial statements.*

## CONSOLIDATED STATEMENTS OF CHANGES IN MEMBERS' EQUITY

(Dollars in thousands)

	Capital Stock and Participation Certificates	Unallocated Retained Earnings	Accumulated Other Comprehensive Income (Loss)	Total Members' Equity
<b>Balance at December 31, 2013</b>	\$ 761	\$ 214,282	\$ (119)	\$ 214,924
Net income		15,792		15,792
Other comprehensive income			119	119
Capital stock and participation certificates issued	53			53
Capital stock and participation certificates retired	(48)			(48)
Patronage Distributions: Cash		(4,570)		(4,570)
<b>Balance at December 31, 2014</b>	\$ 766	\$ 225,504	\$ -	\$ 226,270
Net income		16,637		16,637
Capital stock and participation certificates issued	50			50
Capital stock and participation certificates retired	(53)			(53)
Patronage Distributions: Cash		(6,293)		(6,293)
<b>Balance at December 31, 2015</b>	\$ 763	\$ 235,848	\$ -	\$ 236,611
Net income		<b>20,377</b>		<b>20,377</b>
Capital stock and participation certificates issued	<b>58</b>			<b>58</b>
Capital stock and participation certificates retired	<b>(64)</b>			<b>(64)</b>
Patronage Distributions: Cash		<b>(9,251)</b>		<b>(9,251)</b>
<b>Balance at December 31, 2016</b>	<b>\$ 757</b>	<b>\$ 246,974</b>	<b>\$ -</b>	<b>\$ 247,731</b>



## **CONSOLIDATED STATEMENTS OF CASH FLOWS**

(Dollars in thousands)

**For the Year Ended December 31**

### **CASH FLOWS FROM OPERATING ACTIVITIES:**

	<b>2016</b>	2015	2014
Net income	<b>\$ 20,377</b>	\$ 16,637	\$ 15,792
Adjustments to reconcile net income to net cash provided by (used in) operating activities:			
Depreciation and amortization	<b>246</b>	268	311
(Loan loss reversal) provision for loan losses	<b>(558)</b>	1,386	105
Stock patronage from CoBank, ACB	<b>(356)</b>	(228)	(143)
Allocated patronage from AgVantis	<b>(158)</b>	(26)	(111)
Gains on sales of premises and equipment	<b>(56)</b>	(27)	(33)
Deferred tax provision (benefit)	<b>1,005</b>	(735)	(110)
Change in assets and liabilities:			
Increase in accrued interest receivable	<b>(2,918)</b>	(260)	(1,366)
(Increase) decrease in other assets	<b>(726)</b>	(2,203)	2,883
Increase (decrease) in accrued interest payable	<b>189</b>	(1,179)	(859)
(Decrease) increase in other liabilities	<b>(1,108)</b>	1,775	(6,205)
Total adjustments	<b>(4,440)</b>	(1,229)	(5,528)
Net cash provided by operating activities	<b>15,937</b>	15,408	10,264

### **CASH FLOWS FROM INVESTING ACTIVITIES:**

Net decrease (increase) in loans	<b>16,233</b>	(70,778)	(53,694)
Increase in stock in CoBank, ACB	<b>(1,334)</b>	(2,283)	-
Proceeds from sale of premises and equipment	<b>70</b>	27	33
Purchase of premises and equipment	<b>(88)</b>	(90)	(129)
Net cash provided by (used in) investing activities	<b>14,881</b>	(73,124)	(53,790)

### **CASH FLOWS FROM FINANCING ACTIVITIES:**

Net (repayment of) draw on note payable to CoBank, ACB	<b>(19,569)</b>	65,846	30,724
Net (decrease) increase in funds held	<b>(3,525)</b>	1,092	23,953
Capital stock and participation certificates retired	<b>(64)</b>	(53)	(48)
Capital stock and participation certificates issued	<b>58</b>	50	53
Cash patronage distributions paid	<b>(6,293)</b>	(4,570)	(6,478)
Net cash (used in) provided by financing activities	<b>(29,393)</b>	62,365	48,204
Net increase in cash	<b>1,425</b>	4,649	4,678
Cash at beginning of year	<b>14,368</b>	9,719	5,041
Cash at end of year	<b>\$ 15,793</b>	\$ 14,368	\$ 9,719

### **SUPPLEMENTAL CASH FLOW INFORMATION:**

Cash paid during the year for:

Interest	<b>\$ 8,647</b>	\$ 8,591	\$ 8,129
Income taxes	<b>\$ 2</b>	\$ 275	\$ 2

### **SUPPLEMENTAL SCHEDULE OF NON-CASH INVESTING AND FINANCING ACTIVITIES:**

Patronage distributions payable	<b>\$ 9,251</b>	\$ 6,293	\$ 4,570
Amortization of retirement costs	<b>\$ -</b>	\$ -	\$ 113
Actuarial gain in retirement obligation	<b>\$ -</b>	\$ -	\$ 6

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

## 1. ORGANIZATION AND OPERATIONS

### Organization

Fresno Madera Farm Credit, ACA and its wholly-owned subsidiaries, Fresno Madera Federal Land Bank Association, FLCA (FLCA), and Fresno Madera Production Credit Association (PCA) (collectively called, the Association), are member-owned cooperatives which provide credit and credit-related services to or for the benefit of eligible borrowers/members for qualified agricultural purposes in the counties of Fresno and Madera in the state of California.

The Association is a lending institution of the Farm Credit System (System), a nationwide system of cooperatively owned banks and associations, which was established by Acts of Congress to meet the credit needs of American agriculture and is subject to the provisions of the Farm Credit Act of 1971, as amended (the Farm Credit Act). The System is comprised of three Farm Credit Banks (FCBs), one Agricultural Credit Bank and 73 associations.

CoBank, ACB (funding bank or the "Bank"), its related associations (including Fresno Madera Farm Credit, ACA) and AgVantis, Inc. (AgVantis) are collectively referred to as the District. CoBank provides the funding to associations within the District and is responsible for supervising certain activities of the District Associations. AgVantis, which is owned by the entities it serves, provides technology and other operational services to certain associations and to CoBank. The CoBank District consists of CoBank, 23 Agricultural Credit Associations (ACA), which each have two wholly owned subsidiaries, (a FLCA and a PCA), one FLCA and AgVantis.

ACA parent companies provide financing and related services through their FLCA and PCA subsidiaries. Generally, the FLCA makes secured long-term agricultural real estate and rural home mortgage loans and the PCA makes short- and intermediate-term loans for agricultural production or operating purposes.

The Farm Credit Administration (FCA) is delegated authority by Congress to regulate the System Banks and Associations. The FCA examines the activities of System institutions to ensure their compliance with

the Farm Credit Act, FCA regulations and safe and sound banking practices.

The Farm Credit Act established the Farm Credit System Insurance Corporation (Insurance Corporation) to administer the Farm Credit Insurance Fund (Insurance Fund). By law, the Insurance Fund is required to be used (1) to ensure the timely payment of principal and interest on System-wide debt obligations (Insured Debt), (2) to ensure the retirement of protected stock at par or stated value, and (3) for other specified purposes. The Insurance Fund is also available for discretionary use by the Insurance Corporation in providing assistance to certain troubled System institutions and to cover the operating expenses of the Insurance Corporation. Each System Bank is required to pay premiums, which may be passed on to the Associations, into the Insurance Fund based on its annual average outstanding insured debt adjusted to reflect the reduced risk on loans or investments guaranteed by federal or state governments until the assets in the Insurance Fund reach the "secure base amount," which is defined in the Farm Credit Act as two percent of the aggregate Insured Debt or such other percentage of the Insured Debt, as the Insurance Corporation, in its sole discretion, determines to be actuarially sound. When the amount in the Insurance Fund exceeds the secure base amount, the Insurance Corporation is required to reduce premiums as necessary to maintain the Insurance Fund at the two percent level.

As required by the Farm Credit Act, as amended, the Insurance Corporation may return excess funds above the secure base amount to System institutions.

CoBank passes this premium expense and the return of excess funds as applicable through to each Association based on the Association's average adjusted note payable with CoBank.

### Operations

The Farm Credit Act sets forth the types of authorized lending activity, persons eligible to borrow, and financial services which can be provided by the Association. The Association is authorized to provide, either directly or in participation with other lenders, credit, credit commitments and related services to eligible borrowers. Eligible borrowers include farmers, ranchers, producers or harvesters of aquatic products,

their cooperatives, rural residents and farm-related businesses.

The Association offers related services to our borrowers, such as credit life insurance, multi-peril crop and crop hail insurance, funds held accounts, lease placement and appraisal services.

The Association's financial condition may be impacted by factors affecting CoBank. The CoBank Annual Report is available free of charge on CoBank's website, [www.cobank.com](http://www.cobank.com); or may be obtained at no charge by contacting the Association at 4635 W. Spruce, P.O. Box 13069, Fresno, California 93794-3069 or by calling (559) 277-7000. Upon request, Association members will be provided with a copy of the CoBank Annual Report. The CoBank Annual Report discusses the material aspects of the Bank's and District's financial condition, changes in financial condition, and results of operations.

## 2. SUMMARY OF SIGNIFICANT ACCOUNTING POLICIES

The accounting and reporting policies of the Association conform to accounting principles generally accepted in the United States of America (GAAP) and prevailing practices within the banking industry. The preparation of financial statements in conformity with GAAP requires Association Management (Management) to make estimates and assumptions that affect the amounts reported in the consolidated financial statements and accompanying notes. Actual results may differ from these estimates. Significant estimates are discussed in these footnotes as applicable. Certain amounts in prior years' consolidated financial statements have been reclassified to conform to the current year's financial statement presentation.

The consolidated financial statements include the accounts of Fresno Madera Farm Credit, ACA; and its wholly-owned subsidiaries, Fresno Madera FLCA and Fresno Madera PCA. All significant inter-company transactions have been eliminated in consolidation.

### Recently Issued Accounting Pronouncements

In August 2014, the Financial Accounting Standards Board (FASB) issued guidance entitled "Presentation of Financial Statements – Going Concern." The guidance governs management's responsibility to evaluate

whether there is substantial doubt about an entity's ability to continue as a going concern and to provide related footnote disclosures. This guidance requires management to perform interim and annual assessments of an entity's ability to continue as a going concern within one year after the date the financial statements are issued or within one year after the financial statements are available to be issued, when applicable. Substantial doubt exists if it is probable that the entity will be unable to meet its obligations for the assessed period. This guidance becomes effective for interim and annual periods ending after December 15, 2016 and early application is permitted. The Association adopted this guidance in the fourth quarter of 2016 and management made its initial assessment as of December 31, 2016.

In June 2016, the FASB issued guidance entitled "Measurement of Credit Losses on Financial Instruments." The guidance replaces the current incurred loss impairment methodology with a methodology that reflects expected credit losses and requires consideration of a broader range of reasonable and supportable information to inform credit loss estimates. For public business entities that are not U.S. Securities and Exchange commission filers this guidance becomes effective for interim and annual periods beginning after December 15, 2020, with early application permitted. The Association will evaluate the impact of adoption on its financial condition and its results of operations.

In February 2016, the FASB issued guidance entitled "Leases." The guidance requires the recognition by lessees of lease assets and lease liabilities on the balance sheet for the rights and obligations created by those leases. Leases with lease terms of more than 12 months are impacted by this guidance. This guidance becomes effective for interim and annual periods beginning after December 15, 2018, with early application permitted. The Association is currently evaluating the impact of adoption on its financial condition and results of operations.

In January 2016, the FASB issued guidance entitled "Recognition and Measurement of Financial Assets and Liabilities." Changes to the current GAAP model primarily affect accounting for equity investments, financial liabilities under the fair value option, and the presentation and disclosure requirement for financial



instruments. The accounting for financial instruments, such as loans, investments in debt securities, and financial liabilities is largely unchanged. For disclosure purposes, entities that are not public business entities will no longer be required to disclose the fair value of financial instruments carried at amortized cost. Entities that are not public business entities can early adopt the provision permitting the omission of fair value disclosure for financial instruments at amortized cost. The Association elected to early adopt this disclosure guidance as of December 31, 2015. Adoption of the new guidance did not have a significant impact on the Association's consolidated financial statements.

In May 2014, the FASB issued guidance entitled, "Revenue from Contracts with Customers." The guidance governs revenue recognition from contracts with customers and requires an entity to recognize revenue to depict the transfer of promised goods or services to customers in an amount that reflects the consideration to which the entity expects to be entitled in exchange for those goods or services. Financial instruments and other contractual rights within the scope of other guidance issued by the FASB are excluded from the scope of this new revenue recognition guidance. In this regard, a majority of our contracts would be excluded from the scope of this new guidance. In August 2015, the FASB issued an update that defers this guidance by one year, which results in the new revenue standard becoming effective for interim and annual reporting periods beginning after December 15, 2017. The Association is in the process of reviewing contracts to determine the effect if any, on our financial condition or results of operations.

### Loans and Allowance for Loan Losses

Long-term real estate mortgage loans generally have original maturities ranging from five to 25 years. Substantially all short and intermediate-term loans made for agricultural production or operating purposes have maturities of ten years or less. Loans are carried at their principal amount outstanding adjusted for charge-offs and deferred loan fees or costs. Interest on loans is accrued and credited to interest income based upon the daily principal amount outstanding. Loan origination fees and direct loan origination costs

are capitalized and the net fee or cost is amortized over the life of the related loan as an adjustment to yield.

Impaired loans are loans for which it is probable that principal and interest will not be collected according to the contractual terms of the loan and are generally considered substandard or doubtful, which is in accordance with the loan rating model, as described below. Impaired loans include nonaccrual loans, restructured loans and loans past due 90 days or more and still accruing interest. A loan is considered contractually past due when any principal repayment or interest payment required by the loan contract is not received on or before the due date. A loan shall remain contractually past due until it is formally restructured or until the entire amount past due, including principal, accrued interest and penalty interest incurred is collected in full or otherwise discharged.

Impaired loans are generally placed in nonaccrual status when principal or interest is delinquent for 90 days or more (unless adequately collateralized and in the process of collection) or when circumstances indicate that collection of principal and/or interest is in doubt. Additionally all loans over 180 days past due are placed in nonaccrual status. When a loan is placed in nonaccrual status, accrued interest deemed uncollectible is reversed (if accrued in the current year) and/or included in the recorded nonaccrual balance (if accrued in prior years). Loans are charged-off at the time they are determined to be uncollectible.

A restructured loan constitutes a troubled debt restructuring if for economic or legal reasons related to the debtor's financial difficulties the Association grants a concession to the debtor that it would not otherwise consider.

When loans are in nonaccrual status, loan payments are generally applied against the recorded nonaccrual balance. A nonaccrual loan may, at times, be maintained on a cash basis. As a cash basis nonaccrual loan, the recognition of interest income from cash payments received is allowed when the collectability of the recorded investment in the loan is no longer in doubt and the loan does not have a remaining unrecovered charge-off associated with it. Nonaccrual loans may be returned to accrual status when all contractual principal and interest is current, the

borrower has demonstrated payment performance, there are no unrecovered prior charge-offs, and collection of future payments is no longer in doubt.

If previously unrecognized interest income exists at the time the loan is transferred to accrual status, cash received at the time of or subsequent to the transfer is first applied against accrued interest receivable and then the remainder is recorded as interest income until such time as the recorded balance equals the contractual indebtedness of the borrower.

The Association purchases loan and lease participations from other System and non-System entities to generate additional earnings and diversify risk. Additionally, the Association sells a portion of certain large loans to other System and non-System entities to reduce risk and comply with established lending limits. Loans are accounted for following the accounting requirements for sale treatment.

The Association uses a two-dimensional loan rating model based on internally generated combined System risk rating guidance that incorporates a 14-point risk-rating scale to identify and track the probability of borrower default and a separate scale addressing loss given default over a period of time. Probability of default is the probability that a borrower will experience a default within 12 months from the date of the determination of the risk rating. A default is considered to have occurred if the lender believes the borrower will not be able to pay its obligation in full or the borrower is past due more than 90 days. The loss given default is management's estimate as to the anticipated economic loss on a specific loan assuming default has occurred or is expected to occur within the next 12 months.

Each of the probability of default categories carries a distinct percentage of default probability. The 14-point risk rating scale provides for granularity of the probability of default, especially in the acceptable ratings. There are nine acceptable categories that range from a borrower of the highest quality to a borrower of minimally acceptable quality.

The probability of default between 1 and 9 is very narrow and would reflect almost no default to a minimal default percentage. The probability of default grows more rapidly as a loan moves from a "9" to other

assets especially mentioned and grows significantly as a loan moves to a substandard (viable) level. A substandard (non-viable) rating indicates that the probability of default is almost certain.

The credit risk rating methodology is a key component of the Association's allowance for loan losses evaluation, and is generally incorporated into its loan underwriting standards and internal lending limit. The allowance for loan losses is maintained at a level considered adequate by Management to provide for probable and estimable losses inherent in the loan portfolio. The allowance is increased through provision for loan losses and loan recoveries and is decreased through loan loss reversals and loan charge-offs. The allowance is based on a periodic evaluation of the loan portfolio by Management in which numerous factors are considered, including economic conditions, environmental conditions, loan portfolio composition, collateral value, portfolio quality, current production conditions and prior loan loss experience. The allowance for loan losses encompasses various judgments, evaluations and appraisals with respect to the loans and their underlying collateral that, by their nature, contain elements of uncertainty, imprecision and variability. Changes in the agricultural economy and environment and their impact on borrower repayment capacity will cause various judgments, evaluations and appraisals to change over time. Accordingly, actual circumstances could vary significantly from the Association's expectations and predictions of those circumstances. Management considers the following macro-economic factors in determining and supporting the level of allowance for loan losses: the concentration of lending in agriculture, combined with uncertainties associated with farmland values, commodity prices, exports, government assistance programs, regional economic effects and weather-related influences.

The allowance for loan losses includes components for loans individually evaluated for impairment and loans collectively evaluated for impairment. Generally, for loans individually evaluated the allowance for loan losses represents the difference between the recorded investment in the loan and the present value of the cash flows expected to be collected discounted at the loan's effective interest rate, or at the fair value of the collateral, if the loan is collateral dependent. For those

loans collectively evaluated for impairment, the allowance for loan losses is determined using the risk-rating model as previously discussed.

### Cash

Cash, as included in the consolidated financial statements, represents cash on hand and on deposit at financial institutions. At times, cash deposits may be in excess of federally insured limits.

### Investment in CoBank

The Association's required investment in CoBank is in the form of Class A Stock. The minimum required investment is 4.00 percent of the prior year's average direct loan volume. The investment in CoBank is comprised of patronage based stock and purchased stock. The requirement for capitalizing patronage-based participation loans sold to CoBank is 8.00 percent of the prior ten-year average of such participation sold to CoBank.

### Premises and Equipment

Land is carried at cost. Premises and equipment are carried at cost less accumulated depreciation. Depreciation is determined principally by the straight-line method over the estimated useful lives of the assets. Estimated useful lives for buildings are 40 years and range from 3 to 7 years for furniture, equipment, and automobiles. Gains and losses on dispositions are reflected in current operating results. Maintenance and repairs are expensed and improvements above certain thresholds are capitalized.

### Other Assets and Other Liabilities

Other assets are comprised primarily of accounts receivable, prepaid expenses, deferred tax assets, and investments in Farm Credit institutions. Other liabilities primarily include Insurance Fund premiums payable, accounts payable, employee benefits, and reserve for unfunded commitments.

### Funds Held

The Association is authorized under the Farm Credit Act to accept advance payments from borrowers. Amounts received are recorded in the Consolidated Statements of Condition as interest bearing liabilities. Borrowers generally have unrestricted access to these amounts. Funds Held accounts are not insured.

Interest is generally paid by the Association on Funds Held accounts.

### Employee Benefit Plans

Substantially all employees of the Association participate in the Eleventh District Defined Benefit Retirement Plan (Defined Benefit Plan) and/or the Farm Credit Foundations Defined Contribution/401(k) Plan (Defined Contribution Plan).

The Defined Benefit Plan is a noncontributory multi-employer defined benefit retirement plan. Benefits are based on compensation and years of service. The Association recognizes its proportional share of expense and contributes its proportional share of funding. The Defined Benefit Plan was closed to employees hired after December 31, 1997.

The Defined Contribution Plan has two components. Employees who do not participate in the Pension Plan may receive benefits through the Employer Contribution portion of the Defined Contribution Plan. In this plan, the Association provides a monthly contribution based on a defined percentage of the employee's salary. Employees may also participate in a Salary Deferral Plan governed by Section 401(k) of the Internal Revenue Code. The Association matches a certain percentage of employee contributions.

Employees hired on or after January 1, 1998 are eligible to participate only in the Defined Contribution plan and Salary Deferral plan. All defined contribution costs are expensed in the same period that participants earn employer contributions.

The Association also provides certain health and life insurance benefits to eligible current and retired employees through the Farm Credit Foundations Retiree Medical and Retiree Life Plans. Substantially all employees may become eligible for those benefits if they reach normal retirement age while working for the Association. The anticipated costs of these benefits are accrued during the period of the employee's active service. The authoritative accounting guidance requires the accrual of the expected cost of providing postretirement benefits during the years that the employee renders service necessary to become eligible for these benefits.



The Association also participated in the Eleventh District nonqualified defined benefit Pension Restoration Plan. This plan provided retirement benefits above the Internal Revenue Code compensation limit to certain highly compensated eligible employees. Benefits payable under this plan were offset by the benefits payable from the pension plan. Further discussion of the Employee Benefit Plans can be found in Note 10, "Employee Benefit Plans".

### Patronage Distribution from CoBank

Patronage distributions from CoBank are accrued by the Association in the year earned.

### Income Taxes

As previously described, the ACA holding company conducts its business activities through two wholly-owned subsidiaries. Long-term mortgage lending activities are operated through a wholly-owned FLCA subsidiary which is exempt from federal and state income tax. Short- and intermediate-term lending activities are operated through a wholly-owned PCA subsidiary. Operating expenses are allocated to each subsidiary based on estimated relative service. All significant transactions between the subsidiaries and the parent company have been eliminated in consolidation. The ACA, along with the PCA subsidiary, is subject to income taxes. The Association accounts for income taxes under the liability method. Accordingly, deferred taxes are recognized for estimated taxes ultimately payable or recoverable based on federal, state or local laws. The Association classifies interest and penalties as a component of the provision for income taxes.

The Association is eligible to operate as a cooperative that qualifies for tax treatment under Subchapter T of the Internal Revenue Code. Accordingly, under specified conditions, the Association can exclude from taxable income amounts distributed as qualified patronage refunds in the form of cash, stock or allocated retained earnings. Provisions for income taxes are made only on those earnings that will not be distributed as qualified patronage distributions.

Deferred taxes are recorded on the tax effect of all temporary differences based on the assumption that such temporary differences are retained by the Association and will therefore impact future tax

payments. A valuation allowance is provided against deferred tax assets to the extent that it is more likely than not (over 50 percent probability), based on Management's estimate, the deferred tax assets will not be realized. The consideration of valuation allowances involves various estimates and assumptions as to future taxable earnings, including the effects of the Association's expected patronage program, which reduces taxable earnings.

The Association has not provided deferred income taxes on amounts allocated to the Association which relate to the Bank's post-1992 earnings or on stock patronage distributions received from the Bank prior to January 1, 1993, the adoption date of accounting guidance on income taxes. Management's intent is to permanently invest these and other undistributed earnings in the Bank, or if converted to cash, to pass through any such earnings to Association borrowers through qualified patronage allocations.

For California tax purposes, the Association can exclude from taxable income all patronage sourced income. Therefore, the provision for state income taxes is made only on non-patronage sourced earnings.

### Advertising Costs

The Association expenses advertising costs as they are incurred. For the years ended December 31, 2016, 2015, and 2014, advertising costs included in other noninterest expense were \$112, \$96, and \$81, respectively.

### Other Comprehensive Income (Loss)

Other comprehensive income (loss) refers to revenue, expenses, gains and losses that under GAAP are recorded as an element of members' equity and comprehensive income but are excluded from net income. Accumulated other comprehensive income/loss refers to the balance of these transactions. The Association records other comprehensive income/loss associated with the liability under the Pension Restoration Plan.

### Fair Value Measurement

Accounting guidance defines fair value, establishes a framework for measuring fair value and expands disclosures about fair value measurements. It

describes three levels of inputs that may be used to measure fair value:

Level 1 - Quoted prices in active markets for identical assets or liabilities that the reporting entity has the ability to access at the measurement date. Level 1 assets include assets held in trust funds which relate to the Association's supplemental executive retirement plan. The trust funds include investments that are actively traded and have quoted net asset values that are observable in the marketplace.

Level 2 - Observable inputs other than quoted prices included within Level 1 that are observable for the asset or liability either directly or indirectly. Level 2 inputs include the following: (a) quoted prices for similar assets or liabilities in active markets; (b) quoted prices for identical or similar assets or liabilities in markets that are not active so that they are traded less frequently than exchange-traded instruments, the prices are not current or principal market information is not released publicly; (c) inputs other than quoted prices that are observable such as interest rates and yield curves, prepayment speeds, credit risks and default rates and (d) inputs derived principally from or corroborated by observable market data by correlation or other means.

Level 3 - Unobservable inputs are those that are supported by little or no market activity and that are significant to the determination of the fair value of the assets or liabilities. These unobservable inputs reflect the reporting entity's own assumptions about factors that market participants would use in pricing the asset or liability. Level 3 assets and liabilities include financial instruments whose values are determined using pricing models, discounted cash flow methodologies, or similar techniques, as well as instruments for which the determination of fair value requires significant management judgment or estimation. Level 3 assets include certain impaired

loans and loans acquired in an acquisition or merger and other property owned. The fair value disclosures are reported in Note 14, "Fair Value Measurements".

### Off-Balance-Sheet Credit Exposures

Commitments to extend credit are agreements to lend to customers, generally having fixed expiration dates or other termination clauses that may require payment of a fee. Commercial letters of credit are conditional commitments issued to guarantee the performance of a customer to a third party. These letters of credit are issued to facilitate commerce and typically result in the commitment being funded when the underlying transaction is consummated between the customer and third party. The credit risk associated with commitments to extend credit and commercial letters of credit is essentially the same as that involved with extending loans to customers and is subject to normal credit policies. Collateral may be obtained based on Management's assessment of the customer's creditworthiness.

We maintain a reserve for unfunded commitments at a level that, in the opinion of Management, is adequate to absorb probable losses associated with the Association's commitment to lend funds under these agreements. The reserve is based on a periodic evaluation of the loan portfolio by Management in which numerous factors are considered, including economic conditions, environmental conditions, loan portfolio composition, collateral value, portfolio quality, and current production conditions. These estimates are evaluated regularly to determine if any necessary increases or decreases to the reserve are warranted and, changes in the reserve are reflected in the provision for unfunded commitments, included in noninterest expense on the Consolidated Statements of Comprehensive Income. Further discussion of the reserve for unfunded commitments can be found in Note 13, "Commitments and Contingencies".

### 3. LOANS AND ALLOWANCE FOR LOAN LOSSES

A summary of loans follows:

As of December 31	2016	2015	2014
Real estate mortgage	\$ 684,815	\$ 677,744	\$ 619,423
Production and intermediate-term	193,562	200,853	226,276
Agribusiness:			
Cooperatives	67,084	58,643	46,676
Processing and marketing	81,272	110,793	93,821
Farm-related business	1,295	2,596	2,751
Energy	1,385	-	-
Lease receivables	27,333	22,239	13,162
Total loans	\$ 1,056,746	\$ 1,072,868	\$ 1,002,109

Unamortized deferred loan fees and costs totaled \$4.7 million, \$4.8 million, and \$5.0 million as of December 31, 2016, 2015, and 2014, respectively.

The Association purchases or sells loan participations with other parties in order to diversify risk, manage loan volume and comply with FCA regulations. We account for these transfers of financial assets as sales when control over the transferred financial assets has been surrendered. Control over transferred assets is deemed to be surrendered when (1) the assets have been isolated from us, (2) the transferee has the right to pledge or exchange the assets (or beneficial interests) it received, free of conditions that constrain it from taking advantage of that right, and (3) we do not maintain effective control over the transferred financial assets or third-party beneficial interest related to those transferred assets. No gain or loss has been recognized by us on the sale of these participation interests. The following table presents information regarding participations purchased and sold as of December 31, 2016:

	Other Farm Credit Institutions		Non-Farm Credit Institutions		Total	
	Purchased	Sold	Purchased	Sold	Purchased	Sold
Real estate mortgage	\$ 54,965	\$ 143,043	\$ 2,050	\$ -	\$ 57,015	\$ 143,043
Production and intermediate-term	21,272	114,447	-	-	21,272	114,447
Agribusiness	117,065	54,537	18	-	117,083	54,537
Energy	1,385	-	-	-	1,385	-
Lease receivables	27,332	-	-	-	27,332	-
Total loans	\$ 222,019	\$ 312,027	\$ 2,068	\$ -	\$ 224,087	\$ 312,027

A substantial portion of the Association's loans are collateralized. Accordingly, the Association's exposure to credit loss associated with lending activities is considerably less than the recorded loan balances. An estimate of the Association's current loss exposure is indicated in the consolidated financial statements in the allowance for loan losses.

The amount of collateral obtained, if deemed necessary upon extension of credit, is based on management's credit evaluation of the borrower.



Collateral held varies, but typically includes farmland and income-producing property, such as crops and livestock, as well as receivables. Long-term real estate loans are secured by first liens on the underlying real property. Federal regulations state that long-term real estate loans are not to exceed 85 percent (97 percent if guaranteed or enhanced by a government agency) of the property's appraised value. However, a decline in a property's market value subsequent to loan origination or advances, or other actions necessary to protect the financial interest of the Association in the collateral, may result in loan to value ratios in excess of the regulatory maximum.

The Association has obtained credit enhancements by entering into Standby Commitment to Purchase Agreements (Agreements) with the Federal Agricultural Mortgage Corporation (Farmer Mac), covering loans with principal balance outstanding of \$57.1 million, \$85.7 million and \$110.7 million at December 31, 2016, 2015, and 2014, respectively. Under the Agreements, Farmer Mac agrees to purchase loans from the Association in the event of default (typically four months past due), subject to certain conditions, thereby mitigating the risk of loss from covered loans. In return, the Association pays Farmer Mac commitment fees based on the outstanding balance of loans covered by the Agreements. Such fees, totaling \$312 for 2016, \$378 in 2015 and \$410 in 2014 are reflected in noninterest expense.

In addition, the Association obtains Federal Guarantees through the Farm Service Agency and

State of California Guarantees through Valley Small Business Development Corporation. In the event of default, Federal Guarantees cover a specific percent of principal and interest due on the loan while State guarantees cover a specific percent of principal and the same percentage of post-default interest (up to ninety days from the default date). Credit enhancements with government agencies of \$3.7 million at year-end 2016, \$2.2 million at year-end 2015 and \$1.5 million at year-end 2014 were outstanding.

One credit quality indicator utilized by the Association is the Farm Credit Administration Uniform Loan Classification System that categorizes loans into five categories. The categories are defined as follows:

- Acceptable – assets are expected to be fully collectible and represent the highest quality,
- Other assets especially mentioned (OAEM) – assets are currently collectible but exhibit some potential weakness,
- Substandard – assets exhibit some serious weakness in repayment capacity, equity, and/or collateral pledged on the loan,
- Doubtful – assets exhibit similar weaknesses to substandard assets. However, doubtful assets have additional weaknesses in existing factors conditions and values that make collection in full highly questionable; and,
- Loss – assets are considered uncollectible.

The following table shows loans and related accrued interest classified under the FCA Uniform Loan Classification System as a percentage of total loans and related accrued interest receivable by loan type.

<b>As of December 31</b>	<b>2016</b>	2015	2014
Real estate mortgage			
Acceptable	<b>99.65%</b>	99.83%	97.46%
OAEM	<b>0.30%</b>	0.11%	1.95%
Substandard	<b>0.05%</b>	0.06%	0.59%
Total	<b>100.00%</b>	100.00%	100.00%
Production and intermediate-term			
Acceptable	<b>98.24%</b>	99.91%	99.09%
OAEM	<b>1.76%</b>	0.09%	0.91%
Total	<b>100.00%</b>	100.00%	100.00%
Agribusiness			
Acceptable	<b>99.99%</b>	94.90%	89.53%
OAEM	<b>0.00%</b>	2.82%	0.00%
Substandard	<b>0.01%</b>	2.28%	10.47%
Total	<b>100.00%</b>	100.00%	100.00%
Energy			
Acceptable	<b>100.00%</b>	0.00%	0.00%
Total	<b>100.00%</b>	0.00%	0.00%
Lease receivables			
Acceptable	<b>99.99%</b>	99.98%	99.95%
OAEM	<b>0.01%</b>	0.02%	0.05%
Total	<b>100.00%</b>	100.00%	100.00%
Total Loans			
Acceptable	<b>99.45%</b>	99.06%	96.73%
OAEM	<b>0.51%</b>	0.54%	1.41%
Substandard	<b>0.04%</b>	0.40%	1.86%
Total	<b>100.00%</b>	100.00%	100.00%

Impaired loans are loans for which it is probable that all principal and interest will not be collected according to the contractual terms. The following presents information relating to impaired loans:

<b>As of December 31</b>	<b>2016</b>	<b>2015</b>	<b>2014</b>
Nonaccrual loans:			
Current as to principal and interest	\$ 13	\$ -	\$ 15,274
Past due	18	3,957	-
Total impaired loans	\$ 31	\$ 3,957	\$ 15,274

There were no loans classified as accruing restructured or accruing loans 90 days or more past due for the years presented.

High risk assets consist of impaired loans and other property owned. The following table presents these in a more detailed manner than the previous table. These nonperforming assets (including related accrued interest) and related credit quality are as follows:

	<b>2016</b>	<b>2015</b>	<b>2014</b>
Nonaccrual loans:			
Real estate mortgage	\$ 13	\$ 21	\$ 248
Agribusiness	18	3,936	15,026
Total non-accrual loans	31	3,957	15,274
Accruing restructured loans	-	-	-
Accruing loans 90 days past due	-	-	-
Total impaired loans	31	3,957	15,274
Other property owned	-	-	-
Total high risk assets	\$ 31	\$ 3,957	\$ 15,274

A restructuring of a debt constitutes a troubled debt restructuring if the creditor for economic or legal reasons related to the debtor's financial difficulties grants a concession to the debtor that it would not otherwise consider. The Association recorded no troubled debt restructurings during 2016, 2015, and 2014.



Additional impaired loan information is as follows:

	Carrying Value	Unpaid Principal Balance	Related Allowance	Average Impaired Loans	Interest Income Recognized
<b>December 31, 2016</b>					
<b>Impaired loans with related allowance for credit losses:</b>					
Agribusiness					
Process and marketing	\$ 18	\$ 824	\$ 18	\$ 1,552	\$ -
Total	\$ 18	\$ 824	\$ 18	\$ 1,552	\$ -
<b>Impaired loans with no related allowance for credit losses:</b>					
Real estate mortgage	\$ 13	\$ 38	\$ -	\$ 27	\$ 1
Total	\$ 13	\$ 38	\$ -	\$ 27	\$ 1
Total Impaired Loans	\$ 31	\$ 862	\$ 18	\$ 1,579	\$ 1

	Carrying Value	Unpaid Principal Balance	Related Allowance	Average Impaired Loans	Interest Income Recognized
<b>December 31, 2015</b>					
<b>Impaired loans with related allowance for credit losses:</b>					
Agribusiness					
Process and marketing	\$ 3,936	\$ 7,167	\$ 2,080	\$ 9,303	\$ -
Total	\$ 3,936	\$ 7,167	\$ 2,080	\$ 9,303	\$ -
<b>Impaired loans with no related allowance for credit losses:</b>					
Real estate mortgage	\$ 21	\$ 43	\$ -	\$ 115	\$ 32
Total	\$ 21	\$ 43	\$ -	\$ 115	\$ 32
Total Impaired Loans	\$ 3,957	\$ 7,210	\$ 2,080	\$ 9,418	\$ 32

	Carrying Value	Unpaid Principal Balance	Related Allowance	Average Impaired Loans	Interest Income Recognized
<b>December 31, 2014</b>					
<b>Impaired loans with no related allowance for credit losses:</b>					
Real estate mortgage	\$ 248	\$ 349	\$ -	\$ 265	\$ 60
Production and intermediate-term	-	-	-	-	1
Agribusiness					
Process and marketing	15,026	18,257	-	82	-
Total Impaired Loans	\$ 15,274	\$ 18,606	\$ -	\$ 347	\$ 61

There were no material commitments to lend additional funds to debtors whose loans were classified as impaired at December 31, 2016, 2015, and 2014. The decrease in impaired loans in 2016 is primarily due to paydowns of principal from existing impaired loans.

Interest income is recognized and cash payments are applied on nonaccrual impaired loans as described in Note 2, "Summary of Significant Accounting Policies". The following table presents interest income recognized on impaired loans and average impaired loans.

<b>For the Year Ended December 31</b>	<b>2016</b>	<b>2015</b>	<b>2014</b>
Interest income recognized on:			
Nonaccrual loans	\$ -	\$ 32	\$ 61
Accrual loans 90 days or more past due	1	-	-
Interest income recognized on impaired loans	\$ 1	\$ 32	\$ 61

Interest income on nonaccrual and accruing restructured loans that would have been recognized under the original terms of the loans follows:

<b>For the Year Ended December 31</b>	<b>2016</b>	<b>2015</b>	<b>2014</b>
Interest income which would have been recognized under the original loan terms	\$ 258	\$ 934	\$ 516
Less: interest income recognized	(1)	(32)	(61)
Foregone interest income	\$ 257	\$ 902	\$ 455

The following table provides an age analysis of past due loans (including accrued interest).

	<b>Current Loans</b>	<b>30-89 Days Past Due</b>	<b>90 Days or More Past Due</b>	<b>Total Loans Outstanding</b>	<b>Accrual loans 90 days or More Past Due</b>
<b>December 31, 2016</b>					
Real estate mortgage	\$ 694,172	\$ -	\$ -	\$ 694,172	\$ -
Production and intermediate-term	194,783	-	-	194,783	-
Agribusiness	150,099	-	18	150,117	-
Energy	1,387	-	-	1,387	-
Lease receivables	27,470	-	-	27,470	-
<b>Total</b>	<b>\$ 1,067,911</b>	<b>\$ -</b>	<b>\$ 18</b>	<b>\$ 1,067,929</b>	<b>\$ -</b>

	<b>Current Loans</b>	<b>30-89 Days Past Due</b>	<b>90 Days or More Past Due</b>	<b>Total Loans Outstanding</b>	<b>Accrual loans 90 days or More Past Due</b>
<b>December 31, 2015</b>					
Real estate mortgage	\$ 684,048	\$ 21	\$ -	\$ 684,069	\$ -
Production and intermediate-term	201,508	675	-	202,183	-
Agribusiness	168,599	-	3,936	172,535	-
Lease receivables	22,346	-	-	22,346	-
<b>Total</b>	<b>\$ 1,076,501</b>	<b>\$ 696</b>	<b>\$ 3,936</b>	<b>\$ 1,081,133</b>	<b>\$ -</b>

	Current Loans	30-89 Days Past Due	90 Days or More Past Due	Total Loans Outstanding	Accrual loans 90 days or More Past Due
December 31, 2014					
Real estate mortgage	\$ 625,852	\$ -	\$ -	\$ 625,852	\$ -
Production and intermediate-term	227,459	-	-	227,459	-
Agribusiness	143,566	-	-	143,566	-
Lease receivables	13,225	12	-	13,237	-
Total	\$ 1,010,102	\$ 12	\$ -	\$ 1,010,114	\$ -

A summary of the changes in the allowance for loan losses and period end recorded investment in loans (including accrued interest) is as follows:

	Real estate mortgage	Production and intermediate- term	Agribusiness	Energy	Lease receivables	Total
<b>Allowance for Credit Losses:</b>						
Balance at December 31, 2015	\$ 306	\$ 1,306	\$ 3,720	\$ -	\$ 895	\$ 6,227
Charge-offs	-	-	(915)	-	-	(915)
Recoveries	-	-	1,026	-	-	1,026
Provision for Loan Losses (Loan loss reversal)	164	710	(1,785)	3	350	(558)
Balance at December 31, 2016	\$ 470	\$ 2,016	\$ 2,046	\$ 3	\$ 1,245	\$ 5,780
Ending balance: Allowance individually evaluated for impairment	\$ -	\$ -	\$ 18	\$ -	\$ -	\$ 18
Ending balance: Allowance collectively evaluated for impairment	470	2,016	2,028	3	1,245	5,762
Balance at December 31, 2016	\$ 470	\$ 2,016	\$ 2,046	\$ 3	\$ 1,245	\$ 5,780
<b>Recorded Investments in Loans Outstanding:</b>						
Ending balance: Loans individually evaluated for impairment	\$ 13	\$ -	\$ 18	\$ -	\$ -	\$ 31
Ending balance: Loans collectively evaluated for impairment	694,159	194,783	150,099	1,387	27,470	1,067,898
Balance at December 31, 2016	\$ 694,172	\$ 194,783	\$ 150,117	\$ 1,387	\$ 27,470	\$ 1,067,929



	Real estate mortgage	Production and intermediate- term	Agribusiness	Energy	Lease receivables	Total
<b>Allowance for Credit Losses:</b>						
Balance at December 31, 2014	\$ 373	\$ 824	\$ 3,484	\$ 5	\$ 174	\$ 4,860
Charge-offs	-	-	(20)	-	-	(20)
Recoveries	-	-	-	-	-	-
Provision for Loan Losses (Loan loss reversal)	(67)	482	256	(5)	721	1,387
Balance at December 31, 2015	\$ 306	\$ 1,306	\$ 3,720	\$ -	\$ 895	\$ 6,227
Ending balance: Allowance individually evaluated for impairment	\$ -	\$ -	\$ 2,080	\$ -	\$ -	\$ 2,080
Ending balance: Allowance collectively evaluated for impairment	306	1,306	1,640	-	895	4,147
Balance at December 31, 2015	\$ 306	\$ 1,306	\$ 3,720	\$ -	\$ 895	\$ 6,227
<b>Recorded Investments in Loans Outstanding:</b>						
Ending balance: Loans individually evaluated for impairment	\$ 21	\$ -	\$ 3,936	\$ -	\$ -	\$ 3,957
Ending balance: Loans collectively evaluated for impairment	684,048	202,183	168,599	-	22,346	1,077,176
Balance at December 31, 2015	\$ 684,069	\$ 202,183	\$ 172,535	\$ -	\$ 22,346	\$ 1,081,133

	Real estate mortgage	Production and intermediate- term	Agribusiness	Energy	Lease receivables	Total
<b>Allowance for Credit Losses:</b>						
Balance at December 31, 2013	\$ 394	\$ 2,000	\$ 2,046	\$ 15	\$ 328	\$ 4,783
Charge-offs	-	-	(28)	-	-	(28)
Recoveries	-	-	-	-	-	-
Provision for Loan Losses (Loan loss reversal)	(21)	(1,176)	1,466	(10)	(154)	105
Balance at December 31, 2014	\$ 373	\$ 824	\$ 3,484	\$ 5	\$ 174	\$ 4,860
Ending balance: Allowance individually evaluated for impairment	\$ -	\$ -	\$ -	\$ -	\$ -	\$ -
Ending balance: Allowance collectively evaluated for impairment	373	824	3,484	5	174	4,860
Balance at December 31, 2014	\$ 373	\$ 824	\$ 3,484	\$ 5	\$ 174	\$ 4,860
<b>Recorded Investments in Loans Outstanding:</b>						
Ending balance: Loans individually evaluated for impairment	\$ 248	\$ -	\$ 15,026	\$ -	\$ -	\$ 15,274
Ending balance: Loans collectively evaluated for impairment	625,604	227,459	128,540	-	13,237	994,840
Balance at December 31, 2014	\$ 625,852	\$ 227,459	\$ 143,566	\$ -	\$ 13,237	\$ 1,010,114

#### 4. INVESTMENT IN COBANK

At December 31, 2016, the Association's investment in CoBank is in the form of Class A stock with a par value of \$100.00 per share. The Association is required to own stock in CoBank to capitalize its direct loan balance and participation loans sold to CoBank. The current requirement for capitalizing its direct loan from CoBank is 4.00 percent of the Association's prior year average direct loan balance. The 2015 requirement for capitalizing its patronage-based participation loans sold to CoBank is 8.00 percent of the Association's prior ten-year average balance of such participations sold to CoBank. Under the current CoBank capital plan applicable to such participations sold, patronage from CoBank related to these participation sold is paid 75 percent cash and 25 percent Class A stock. The capital plan is evaluated annually by CoBank's board of directors and management and is subject to change.

CoBank may require the holders of its equities to subscribe for such additional capital as may be needed to meet its capital requirements or its joint and several liability under the Farm Credit Act and regulations. In making such a capital call, CoBank shall take into account the financial condition of each such holder and such other considerations, as it deems appropriate.

#### 5. PREMISES AND EQUIPMENT

Premises and equipment consisted of the following:

As of December 31	2016	2015	2014
Land, buildings and improvements	\$ 5,820	\$ 5,832	\$ 5,832
Furniture and equipment	2,202	2,271	2,248
Automobiles	42	47	58
	8,064	8,150	8,138
Less: accumulated depreciation	(3,825)	(3,739)	(3,549)
Total	\$ 4,239	\$ 4,411	\$ 4,589

The Association is obligated for rental payments under certain non-cancelable operating leases. Rental payments for the years ended December 31, 2016, 2015, and 2014 totaled \$33, \$32, and \$32, respectively. Future minimum lease payments on all non-cancelable operating leases with initial or remaining terms in excess of one year are as follows:

#### As of December 31,

2017	\$ 64
2018	50
2019	30
2020	30
2021	30
Thereafter	151
Total	\$ 355

#### 6. NOTE PAYABLE TO COBANK

The Association's indebtedness to CoBank represents borrowings by the Association to fund its loan portfolio. This indebtedness is collateralized by a pledge of substantially all of the Association's assets and is governed by a General Financing Agreement (GFA) which provides for an open-ended revolving line of credit. The GFA and promissory note are subject to periodic renewals in the normal course of business. The GFA matures on May 31, 2018. Management expects renewal of the GFA at that time. The Association was in compliance with the terms and conditions of the GFA as of December 31, 2016.

Substantially all borrower loans are match-funded with CoBank. Payments and disbursements are made on the note payable to CoBank on the same basis the Association collects payments from and disburses on borrower loans. The interest rate may periodically be adjusted by CoBank based on the terms and conditions of the borrowing. The weighted average interest rate was 1.06 percent for the year ended December 31, 2016, compared with 0.97 percent for the year ended December 31, 2015, and 1.04 percent at December 31, 2014.

The Association has the opportunity to commit funds with CoBank under a variety of programs at either fixed or variable rates for specified timeframes. Participants in the program receive a credit on the committed loanable funds balance classified as a reduction of interest expense. These committed loanable funds are netted against the note payable to CoBank.

The committed funds as of December 31 are as follows:

	2016	2015	2014
Committed funds	\$264,340	\$ 263,206	\$ 258,134
Average rates	0.59%	0.17%	0.12%

Under the Farm Credit Act, the Association is obligated to borrow only from CoBank, unless CoBank gives approval to borrow elsewhere. CoBank, consistent with FCA regulations, has established limitations on the Association's ability to borrow funds based on specified factors or formulas relating primarily to credit quality and financial condition. At December 31, 2016, the Association's note payable is within the specified limitations.

## 7. MEMBERS' EQUITY

Descriptions of the Association's capitalization, protection mechanisms, regulatory capitalization requirements and restrictions, and equities are provided in the following pages.

### Capital Stock and Participation Certificates

In accordance with the Farm Credit Act and the Association's capitalization bylaws, each borrower is required to invest in the Association as a condition of borrowing. The borrower normally acquires ownership of the capital stock or participation certificates at the time the loan is made, but usually does not make a cash investment. Generally, the aggregate par value of the stock is added to the principal amount of the related loan obligation. The Association retains a first lien on the stock or participation certificates owned by borrowers. In accordance with the Farm Credit Act, such equities are unprotected and at-risk. Retirement of such equities will be solely at the discretion of the Board of Directors and generally be at the lower of par or book value. Repayment of a loan does not automatically result in retirement of the corresponding stock or participation certificates.

Capitalization bylaws allow stock requirements to range from the lesser of one thousand dollars or two (2) to ten (10) percent of the member's collective loan or commitment balance. The Board of Directors has the authority to change the minimum required stock

level of a shareholder as long as the change is within this range. Currently the Association has a stock requirement of one thousand dollars per customer.

### Regulatory Capitalization Requirements and Restrictions

The FCA's capital adequacy regulations require the Association to maintain permanent capital of 7.00 percent of average risk-adjusted assets. Failure to meet the requirement can initiate certain mandatory and possibly additional discretionary actions by FCA that, if undertaken, could have a direct material effect on the Association's consolidated financial statements. The Association is prohibited from reducing permanent capital by retiring stock or making certain other distributions to shareholders unless the prescribed capital standard is met. The FCA regulations also require other additional minimum standards for capital be maintained.

These standards require all System institutions to achieve and maintain ratios of total surplus as a percentage of average risk-adjusted assets of 7.00 percent and of core surplus (generally unallocated surplus) as a percentage of average risk-adjusted assets of 3.50 percent.

At December 31, 2016, the Association's permanent capital, total surplus and core surplus ratios were 18.48 percent, 18.42 percent, and 18.42 percent, respectively.

An existing regulation empowers the FCA to direct a transfer of funds or equities by one or more System institutions to another System institution under specified circumstances. This regulation has not been utilized to date. The Association has not been called upon to initiate any transfers and is not aware of any proposed action under this regulation.

### Description of Equities

Each owner of class C capital stock is entitled to a single vote. Other classes of borrower equities do not provide voting rights to their owners. Voting stock may not be transferred to another person unless such person is eligible to hold voting stock.

At December 31, 2016, the Association had the following classes of equity outstanding, all at a par value of \$5 per share/unit.

Class	Number of Shares	Voting	Protected
C - common stock	149,800	yes	no
F - participation certificates	1,600	no	no

The Association has the authority to issue other classes of stock, no shares of which are outstanding. The voting rights, duties and liabilities of such classes of stock are similar to the classes of stock discussed above.

Losses that result in impairment of capital stock and participation certificates will be allocated to the classes of equity described above on a pro-rata basis. Upon liquidation of the Association, any assets remaining after the settlement of all liabilities will be distributed first to redeem the par value of protected equities and then to redeem the par value of unprotected equities.

Any assets remaining after such distribution will be shared, pro-rata, by all stock and certificate holders of record immediately before the liquidation distribution.

### Patronage Program

In 2011 the Board of Directors approved the adoption of a Patronage Program that allows the Association to distribute available net earnings to its members. At each year end, the Board of Directors evaluates whether to retain the Association's net income to strengthen its capital position or to distribute a portion of the patronage-sourced net income to its members by declaring a cash patronage distribution. For 2016, the Association allocated 51 percent of its patronage sourced net income to its patrons. In accordance with Subchapter T of the Internal Revenue Code, the portion of patronage-sourced net income not distributed in cash may also be allocated to members in the form of nonqualified written notices of allocation. The Board of Directors considers these nonqualified allocations as retained earnings to be permanently invested in the Association. As such, there is no current plan to revolve or redeem these

amounts. No express or implied right to have such capital retired or revolved at any time is granted.

### Accumulated Other Comprehensive Income (Loss)

The Association reports accumulated other comprehensive income (loss) in its Consolidated Statements of Changes in Members' Equity. As more fully described in Note 2, "Summary of Significant Accounting Policies", accumulated other comprehensive income (loss) results from the recognition of the Pension Restoration Plan's net unamortized actuarial gains and losses and prior service costs or credits. The Association had no accumulated other comprehensive income (loss) as of December 31, 2016, 2015, and 2014. There were no other items affecting comprehensive income or loss.

### 8. PATRONAGE DISTRIBUTION FROM FARM CREDIT INSTITUTIONS

Patronage income recognized from Farm Credit institutions to the Association follows:

As of December 31	2016	2015	2014
CoBank	\$ 4,884	\$ 4,222	\$ 3,599
AgVantis	197	33	139
Farm Credit Foundations	13	6	4
District Associations	341	150	51
Total	\$ 5,435	\$ 4,411	\$ 3,793

Patronage distributed from CoBank was in cash and stock. The amount earned in 2016 was accrued and will be paid by CoBank in March 2017. The amount earned and accrued in 2015 was paid by CoBank in March 2016. The amount declared in December 2014 by CoBank was accrued in 2014 and was paid in March 2015.

Patronage distribution from AgVantis was in the form of a Notice of Allocation; 20 percent was distributed in cash with the balance of the allocation recorded as an investment in AgVantis which is recorded in other assets in the year received.

Patronage distributed by Farm Credit Foundations was in cash and was recorded in the year received. Farm Credit Foundations, a human resource service



provider for a number of Farm Credit institutions, provides the Association's payroll and human resource services.

Patronage distributions from District Associations were in cash and recorded in the year received. These distributions represent patronage related to loan participation activity with other District associations.

## 9. INCOME TAXES

The provision for (benefit from) income taxes follows:

<b>As of December 31</b>	<b>2016</b>	<b>2015</b>	<b>2014</b>
Current			
Federal	\$ (179)	\$ 81	\$ 98
State	2	2	2
Deferred			
Federal	1,005	(735)	(110)
State	-	-	-
Provision for (benefit from) income taxes	\$ 828	\$ (652)	\$ (10)

The provision for/ (benefit from) income taxes differs from the amount of income tax determined by applying the applicable U.S. statutory federal income tax rate to pretax income as follows:

<b>As of December 31</b>	<b>2016</b>		<b>2015</b>		<b>2014</b>	
	<b>Amount</b>	<b>Percent</b>	<b>Amount</b>	<b>Percent</b>	<b>Amount</b>	<b>Percent</b>
Federal tax at statutory rate	\$ 7,210	34%	\$ 5,435	34%	\$ 5,366	34%
State tax, net	1	-	1	-	1	-
Effect of non-taxable FLCA income	(7,312)	-34%	(6,012)	-38%	(5,229)	(33%)
Adjustments to valuation allowance	921	4%	-	-	-	-
Patronage distributions	-	-	(72)	-	(146)	(1%)
Other	8	-	(4)	-	(2)	-
Provision for (benefit from) income taxes	\$ 828	4%	\$ (652)	(4%)	\$ (10)	0%

Deferred tax assets and liabilities are comprised of the following:

As of December 31	2016	2015	2014
Gross deferred tax asset:			
Allowance for loan losses	\$ 1,714	\$ 2,016	\$ 1,488
Nonaccrual loan interest	6	305	75
Patronage Loss Carryforward	86	86	86
Net Operating Loss Carryforward	484	-	-
Gross deferred tax asset	2,290	2,407	1,649
Less: valuation allowance	(1,007)	(86)	(86)
Deferred tax assets, net of valuation allowance	1,283	2,321	1,563
Gross deferred tax liability:			
Bank patronage allocations	(374)	(407)	(384)
Stock patronage distributions from System banks	(909)	(909)	(909)
Gross deferred tax liability	(1,283)	(1,316)	(1,293)
Net deferred tax asset	\$ -	\$ 1,005	\$ 270

The calculation of deferred tax assets and liabilities involves various Management estimates and assumptions as to future taxable earnings, including the amount of non-patronage income and patronage income retained. The expected future tax rates are based upon enacted tax laws.

The Association recorded a valuation allowance of \$1,007 in 2016, \$86 in 2015, and \$86 in 2014. The Association will continue to evaluate the realizability of the deferred tax assets and adjust the valuation allowance accordingly. At December 31, 2016, the Association had federal net operating loss carryforwards that expire between 2032 and 2036.

The Association has no uncertain tax positions as of December 31, 2016, 2015, or 2014. The Association accounts for income taxes in accordance with Accounting Standards Codification (ASC) 740, which provides guidance for how uncertain tax positions should be recognized, measured, presented and disclosed in the financial statements.

ASC 740 requires the evaluation of tax positions taken or expected to be taken in the course of preparing the Association's tax returns to determine whether the tax positions are more-likely-than-not of being sustained upon examination by the applicable tax authority, based on the technical merits of the tax position, and then measuring the tax benefit that is more-likely-than-not to be realized. Tax positions not deemed to meet the more-likely-than-not threshold would be recorded as a tax expense in the current reporting period. The tax years that remain open for federal and major state income tax jurisdictions are 2013 and forward.

## 10. EMPLOYEE BENEFIT PLANS

Certain employees participate in the Eleventh Retirement Plan, a multi-employer defined benefit retirement plan (Defined Benefit Plan). The Department of Labor has determined the plan to be a governmental plan; therefore, the plan is not subject to the provisions of the Employee Retirement Income Security Act of 1974, as amended (ERISA). As the plan is not subject to ERISA, the plan's benefits are not insured by the Pension Benefit Guaranty Corporation. Accordingly, the amount of accumulated benefits that participants would receive in the event of the plan's termination is contingent on the sufficiency of the plan's net assets to provide benefits at that time. This Plan is noncontributory and covers eligible employees. The assets, liabilities, and costs of the plan are not segregated by participating entities. As such, plan assets are available for any of the participating employers' retirees at any point in time. Additionally, if a participating employer stops contributing to the plan, the unfunded obligations of the plan may be borne by the remaining participating employers. Further, if the Association chooses to stop participating in the plan, the Association may be required to pay an amount based on the underfunded status of the plan, referred to as a withdrawal liability. Because of the multi-employer nature of the plan, any individual employer is not able to unilaterally change the provisions of the plan. If an employee moves to another employer within the same plan, the employee benefits under the plan transfer. Benefits are based on salary and years of service. There is no collective bargaining agreement in place as part of this plan.

The Defined Benefit Plan reflects an unfunded liability totaling \$85.6 million at December 31, 2016. The pension benefits funding status reflects the net of the fair value of the plan assets and the projected benefit obligation at the date of these consolidated financial statements. The projected benefit obligation is the actuarial present value of all benefits attributed by the pension benefit formula to employee service rendered prior to the measurement date based on assumed future compensation levels. The projected benefit obligation of the plan was \$257.9 million at December 31, 2016, \$244.5 million at December 31, 2015, and \$247.2 million at December 31, 2014. The fair value of the plan assets was \$172.2 million at December 31, 2016, \$154.5 million at December 31, 2015 and \$162.0 million at December 31, 2014. The amount of the pension benefits funding status is subject to many variables including performance of plan assets and interest rate levels. Therefore, changes in assumptions could significantly affect these estimates.

Costs are determined for each individual employer based on costs directly related to its current employees as well as an allocation of the remaining costs based proportionately on the estimated projected liability of the employer under this plan. The Association recognizes its proportional share of expense and contributes a proportional share of funding. Total plan expense for participating employers was \$5.9 million in 2016, \$4.8 million in 2015, and \$2.5 million in 2014. The Association's allocated share of plan expenses included in salaries and employee benefits was \$277 for 2016, \$268 for 2015, and \$106 for 2014. Participating employers contributed \$17.5 million in 2016, \$7.5 million in 2015, and \$5.1 million in 2014 to the plan. The Association's allocated share of these pension contributions was \$1.1 million in 2016, \$416 in 2015, and \$215 in 2014. While the plan is a governmental plan and is not subject to minimum funding requirements, the employers contribute amounts necessary on an actuarial basis to provide the plan with sufficient assets to meet the benefits to be paid to participants.

The amount of the total employer contributions expected to be paid into the pension plans during 2017 is \$16.0 million. The Association's allocated share of these pension contributions is expected to be \$1.2 million. The amount ultimately to be contributed and

the amount ultimately recognized as expense as well as the timing of those contributions and expenses, are subject to many variables including performance of plan assets and interest rate levels. These variables could result in actual contributions and expenses being greater than or less than anticipated.

Postretirement benefits other than pensions are also provided through the Farm Credit Foundations Retiree Medical and Retiree Life Plans to eligible current and retired employees of the Association. Benefits provided are determined on a graduated scale, based on years of service. The anticipated costs of these benefits are accrued during the period of the employee's active service. Postretirement benefits expense (primarily health care benefits and life insurance) included in salaries and employee benefits

were \$20 in 2016, \$33 in 2015, and \$25 in 2014. These expenses are equal to the Association's cash contributions for each year.

The Association participated in a non-qualified defined benefit Pension Restoration Plan that was unfunded. The plan provided retirement benefits above the Internal Revenue Code compensation limit to certain highly compensated eligible employees. Benefits payable under the Pension Restoration Plan are offset by the benefits payable from the Pension Plan. There were no Pension Restoration Plan expenses included in salaries and employee benefits in 2016 and 2015, compared with \$119 in 2014.

The funding status and the amounts recognized in the Consolidated Statements of Condition for the Association's Pension Restoration Plan follows:

	<b>Nonqualified Restoration Pension Benefits</b>		
	<b>2016</b>	<b>2015</b>	<b>2014</b>
<b>Change in benefit obligation:</b>			
Benefit obligation at the beginning of the period	\$ -	\$ -	\$ 119
Service cost	-	-	-
Interest cost	-	-	6
Actuarial gain	-	-	(6)
Benefits paid	-	-	(119)
Benefit obligation at the end of the period	\$ -	\$ -	\$ -
Employer Contributions	-	-	119
Benefits paid	-	-	(119)
Fair value of plan assets at the end of the period	\$ -	\$ -	\$ -
Funded status of the plan	\$ -	\$ -	\$ -



The net periodic pension expense for the defined benefit pension restoration plan included in the Consolidated Statements of Comprehensive Income is comprised of the following at December 31.

	<b>Nonqualified Restoration Pension Benefits</b>		
	<b>2016</b>	2015	2014
<b>Components of net periodic benefit cost</b>			
Service cost	\$ -	\$ -	\$ -
Interest cost	-	-	6
Net amortization and deferral of net actuarial loss	-	-	113
<b>Net periodic benefit cost</b>	<b>\$ -</b>	<b>\$ -</b>	<b>\$ 119</b>

Changes in benefit obligation recognized in accumulated other comprehensive income are included in the following table.

	<b>2016</b>	2015	2014
Current year net actuarial gain	\$ -	\$ -	\$ (6)
Amortization of net actuarial gain	-	-	(113)
<b>Total recognized in other comprehensive income</b>	<b>\$ -</b>	<b>\$ -</b>	<b>\$ (119)</b>

Weighted average assumptions used to determine benefit obligation at December 31:

	<b>Nonqualified Restoration Pension Benefits</b>		
	<b>2016</b>	2015	2014
Discount rate	-	-	4.10%
Rate of compensation increase	-	-	4.50%

Weighted average assumptions used to determine net periodic benefit cost for the years ended December 31:

	<b>Nonqualified Restoration Pension Benefits</b>		
	<b>2016</b>	2015	2014
Discount rate	-	-	4.85%
Rate of compensation increase	-	-	4.50%

The Association also participates in the Farm Credit Foundations Defined Contribution/401(k) Plan (Contribution Plan). The Contribution Plan has two components. Employees who do not participate in the Pension Plan may receive benefits through the Employer Contribution portion of the Contribution Plan. In this plan, the Association provides a monthly contribution based on a defined percentage of the employee's salary. Employees may also participate in a Salary Deferral Plan governed by Section 401(k) of the Internal Revenue Code. The Association matches a certain percentage of employee contributions. Employer contributions to the Contribution Plan were \$663 in 2016, \$654 in 2015, and \$659 in 2014.

## 11. RELATED PARTY TRANSACTIONS

In the ordinary course of business, the Association enters into loan transactions with directors of the Association, their immediate families, and other organizations with which such persons may be associated. Such loans are subject to special approval requirements contained in the FCA regulations and are made on the same terms, including interest rates, amortization schedules and collateral, as those prevailing at the time for comparable transactions with unrelated borrowers.

The Association has a policy that loans to directors must be maintained at an Acceptable or Other Assets Especially Mentioned (OAEM) credit classification. If the loan falls below the OAEM credit classification, corrective action must be taken and the loan brought back to either Acceptable or OAEM within 30 days. If not, the director must resign from the Board of Directors.

The Association has a policy that employees, including senior officers, may not enter into loan transactions with the Association. Loan information to related parties is shown below:

As of December 31	2016	2015	2014
Beginning balance	\$ 55,049	\$ 81,015	\$ 102,545
New Loans	59,806	49,179	59,526
Repayments	(70,124)	(46,362)	(54,726)
Reclassifications <sup>(1)</sup>	-	(28,783)	(26,330)
Ending balance	\$ 44,731	\$ 55,049	\$ 81,015

<sup>(1)</sup>Represents loans that were once considered related party but are no longer considered related party, or loans that were not related party that subsequently became related party loans.

In the opinion of Management, none of the loans outstanding to directors at December 31, 2016, involved more than a normal risk of collectability.

The Association also has business relationships with certain other System entities. The Association paid \$1,192 in 2016, \$870 in 2015, and \$715 in 2014 to AgVantis for technology services. The Association paid \$155 in 2016, \$132 in 2015, and \$119 in 2014 to Foundations for human resource services.

During 2016, the Association entered into an operating lease agreement with Farm Credit Leasing Services (FCL) which is a wholly-owned subsidiary of CoBank, for the construction of a solar power system. During the construction of the solar equipment, the Association entered into an Interim Funding Agreement with FCL and paid interim funding interest expense of \$10 in 2016. In December 2016, the solar equipment was placed into service and the lease agreement commenced with rental payments beginning in January 2017. Future rental payments associated with the above operating lease are detailed in Note 5, "Premises and Equipment".

## 12. REGULATORY ENFORCEMENT MATTERS

There are no regulatory enforcement actions in effect for the Association.

## 13. COMMITMENTS AND CONTINGENCIES

The Association has various commitments outstanding and contingent liabilities. With regard to contingent liabilities, there are no actions pending against the Association in which claims for monetary damages are asserted. The Association may participate in financial instruments with off-balance sheet risk to satisfy the financing needs of its borrowers and to manage their exposure to interest rate risk. These financial instruments include commitments to extend credit. The instruments involve, to varying degrees, elements of credit risk in excess of the amount recognized in the consolidated financial statements. Commitments to extend credit are agreements to lend to a borrower as long as there is not a violation of any condition established in the contract.

Commitments generally have fixed expiration dates or other termination clauses and may require payment of a fee by the borrower. At December 31, 2016, \$468.4 million of commitments to extend credit were outstanding.

As commitments may expire before being fully drawn upon, the total commitments do not necessarily represent future cash requirements. However, these credit-related financial instruments

have off-balance-sheet credit risk because their amounts are not reflected on the Consolidated Statements of Condition until funded or drawn upon. The credit risk associated with issuing commitments and letters of credit is substantially the same as that involved in extending loans to borrowers and Management applies the same credit policies to these commitments. Upon fully funding a commitment, the credit risk amounts are equal to the contract amounts, assuming that borrowers fail completely to meet their obligations and the collateral or other security is of no value. The amount of collateral obtained, if deemed necessary upon extension of credit, is based on Management's credit evaluation of the borrower.

The Association also participates in standby letters of credits to satisfy the financing needs of its borrowers. These letters of credit are irrevocable agreements to guarantee payments of specified financial obligations. At December 31, 2016, the Association had \$6.5 million of standby letters of credit outstanding with a nominal fair value. Outstanding standby letters of credit have expiration dates ranging from 2017 to 2024. The maximum potential amount of future payments the Association is required to make under the guarantees is \$6.5 million.

Assets measured at fair value on a non-recurring basis at December 31 for each of the fair value hierarchy values are summarized below.

	Fair Value Measurement Using			Total Fair Value
	Level 1	Level 2	Level 3	
Impaired loans:				
<b>2016</b>	\$ -	\$ -	\$ -	\$ -
2015	\$ -	\$ -	\$ 1,856	\$ 1,856
2014	\$ -	\$ -	\$ -	\$ -

The Association has no liabilities measured at fair value on a non-recurring basis for any of the periods presented. During the three years presented, the Association recorded no transfers in or out of Levels 1, 2, or 3. The Association has no assets or liabilities measured at fair value on a recurring basis for any of the periods presented.

The Association has set aside a reserve for unfunded commitments in the amount of \$213 at December 31, 2016, which is included in other liabilities on the Consolidated Statements of Condition. The adequacy of the reserve is evaluated regularly to determine if any increase or decrease to the reserve is warranted and, when necessary, the provision expense is recorded in other noninterest expense in the Consolidated Statements of Comprehensive Income.

With regard to contingent liabilities, there are no actions pending against the Association in which claims for monetary damages are asserted.

#### 14. FAIR VALUE MEASUREMENTS

Accounting guidance defines fair value as the exchange price that would be received for an asset or paid to transfer a liability in an orderly transaction between market participants in the principal or most advantageous market for the asset or liability. The fair value measurement is not an indication of liquidity. See Note 2, "Summary of Significant Accounting Policies" for additional information.

#### Valuation Techniques

As more fully discussed in Note 2, "Summary of Significant Accounting Policies", accounting guidance establishes a fair value hierarchy, which requires an entity to maximize the use of observable inputs and minimize the use of unobservable inputs when measuring fair value. Fair values of financial instruments represent the estimated amount to be

received to sell an asset or paid to transfer or extinguish a liability in active markets among willing participants at the reporting date. Due to the uncertainty of expected cash flows resulting from financial instruments, the use of different assumptions and valuation methodologies could significantly affect the estimated fair value amounts. Accordingly, certain of the estimated fair values may not be indicative of the amounts for which the financial instruments could be exchanged in a current or future market transaction. The following presents a brief summary of the valuation techniques used by the Association for assets and liabilities subject to fair value measurement:

value measurement process uses independent appraisals and other market-based information, but in many cases it also requires significant input based on management's knowledge of and judgment about current market conditions, specific issues relating to the collateral and other matters. As a result, these fair value measurements fall within Level 3 of the hierarchy. When the value of the collateral, less estimated costs to sell, is less than the principal balance of the loan, a specific reserve is established and the net loan is reported at its fair value.

### Impaired Loans

For impaired loans measured on a non-recurring basis, the fair value is based upon the underlying collateral since the loans are collateral-dependent loans. The fair

### 15. QUARTERLY FINANCIAL INFORMATION (UNAUDITED)

Quarterly results of operations for the years ended December 31, 2016, 2015, and 2014, follow:

	2016				
	First	Second	Third	Fourth	Total
Net interest income	\$ 6,580	\$ 7,039	\$ 7,293	\$ 7,083	\$ 27,995
Provision for loan losses (loan loss reversal)	140	(545)	(110)	(43)	(558)
Noninterest expense, net	1,499	1,618	1,975	3,084	8,176
Net income	\$ 4,941	\$ 5,966	\$ 5,428	\$ 4,042	\$ 20,377

	2015				
	First	Second	Third	Fourth	Total
Net interest income	\$ 5,681	\$ 6,194	\$ 6,531	\$ 6,552	\$ 24,958
(Loan loss reversal) Provision for loan losses	(176)	577	1,134	(148)	1,387
Noninterest expense, net	1,456	1,797	2,156	1,525	6,934
Net income	\$ 4,401	\$ 3,820	\$ 3,241	\$ 5,175	\$ 16,637

	2014				
	First	Second	Third	Fourth	Total
Net interest income	\$ 5,337	\$ 5,742	\$ 6,110	\$ 6,054	\$ 23,243
(Loan loss reversal) Provision for loan losses	(159)	(74)	259	79	105
Noninterest expense, net	1,738	1,884	1,896	1,828	7,346
Net income	\$ 3,758	\$ 3,932	\$ 3,955	\$ 4,147	\$ 15,792

### 16. SUBSEQUENT EVENTS

The Association has evaluated subsequent events through March 16, 2017, which is the date the consolidated financial statements were issued and no material subsequent events were identified.



## DESCRIPTION OF BUSINESS

The description of the territory served, persons eligible to borrow, types of lending activities engaged in and financial services offered, and related Farm Credit organizations required to be disclosed in this section is incorporated herein by reference from Note 1, "Organization and Operations," included in this annual report to shareholders.

The description of significant developments that had or could have a material impact on earnings or interest rates to borrowers, acquisitions or dispositions of material assets, material changes in the manner of conducting the business, seasonal characteristics, and concentrations of assets, if any, required to be disclosed in this section, is incorporated herein by reference from "Management's Discussion and Analysis" (MD&A) included in this annual report to shareholders.

## DESCRIPTION OF PROPERTY

The following table sets forth certain information regarding the properties of the Association:

Location	Description	Form of Ownership
4635 W. Spruce Fresno, California	Corporate Headquarters and Credit Delivery Office Building	Owned
305 North "I" Street Madera, California	Credit Delivery - Madera Office Building	Owned
1698 Draper Street Kingsburg, California	Credit Delivery - Kingsburg Office Building	Leased

## LEGAL PROCEEDINGS AND ENFORCEMENT ACTIONS

Information required to be disclosed in this section is incorporated herein by reference from Note 12 to the financial statements, "Regulatory Enforcement Matters," and Note 13 to the financial statements, "Commitments and Contingencies," included in this annual report to shareholders.

## DESCRIPTION OF CAPITAL STRUCTURE

Information required to be disclosed in this section is incorporated herein by reference from Note 7 to the financial statements, "Members' Equity," included in this annual report to shareholders.

## DESCRIPTION OF LIABILITIES

The description of debt outstanding required to be disclosed in this section is incorporated herein by reference from Note 6 to the financial statements, "Notes Payable to CoBank," included in this annual report to shareholders.

The description of funds held is incorporated herein by reference to Note 2 to the financial statements, "Summary of Significant Accounting Policies," included in this annual report to shareholders.

The description of contingent liabilities required to be disclosed in this section is incorporated herein by reference from Note 13 to the financial statements, "Commitments and Contingencies," included in this annual report to shareholders.

## SELECTED FINANCIAL DATA

The selected financial data for the five years ended December 31, 2016, required to be disclosed in this section is incorporated herein by reference from the "Five-Year Summary of Selected Consolidated Financial Data," included in this annual report to shareholders.

## MANAGEMENT'S DISCUSSION AND ANALYSIS

"Management's Discussion and Analysis," which appears within this annual report to shareholders and is required to be disclosed in this section, is incorporated herein by reference.

## GOVERNANCE

The Association is governed by a 10 member board that delegates the day to day management and operation of the Association to the CEO. Of these directors, 8 are elected by the members and 2 are appointed by the elected directors. The Board of Directors represents the interests of our members and has a fiduciary responsibility to them and to the Farm Credit System.

The Board of Directors meets regularly to perform the following functions, among others:

- selects, evaluates and compensates the chief executive officer;
- approves the strategic plan, marketing plan, human capital plan, capital adequacy plan, financial plan and approves the annual operating plan and budget;
- sets policies, and monitors the performance of the Association in accordance with their policies;
- advises management on significant issues; and,
- oversees the financial reporting process, communications with members, and our legal and regulatory compliance.

### Director Independence

All directors must exercise sound judgment in deciding matters in the Association's interest. All our directors are independent from the perspective that none of our management or staff serves as Board members. However, we are a financial services cooperative, and the Farm Credit Act and FCA Regulations require our elected directors to have a loan relationship with us.

The elected directors, as borrowers, have a vested interest in ensuring our Association remains strong and successful. A borrowing relationship with a director could be viewed as having the potential to compromise the independence of an elected director. For this reason, the Board has established disclosure reporting requirements to ensure that a loan relationship does not compromise the independence of our Board.

Annually, the independence of each Board member is reviewed and determined.

### Audit Committee

The Audit Committee's responsibilities include, but are not limited to:

- oversight of the financial reporting risk and the accuracy of the quarterly and annual shareholder reports;
- the oversight of the system of internal controls related to the preparation of quarterly and annual shareholder reports;

- the review and assessment of the impact of accounting and auditing developments on the consolidated financial statements; and,
- the establishment and maintenance of procedures for the receipt, retention and treatment of confidential and anonymous submission of concerns regarding accounting, internal accounting controls and auditing matters.

The Audit Committee Report published on page 11 of this report describes the Committee's activities during 2016.

### Human Capital Committee

The Human Capital Committee (previously named Compensation Committee) is composed of four members and is responsible for:

- the oversight of employee and director compensation;
- annually reviewing and evaluating the compensation policies, programs, and plans for senior officers, employees and directors;
- annually performing the CEO evaluation process and providing a recommendation to the Board on the overall compensation program for the CEO;
- reviewing and approving the overall compensation program for senior officers (including the CEO); and,
- monitoring the Association's human capital plan.

### Risk Committee

The Risk Committee is a newly formed committee, it is composed of five members and is responsible for overseeing the risk management practices of the Association surrounding capital, credit, interest rate, liquidity, environmental, market, technology, operational, reputational, and legal and compliance risks. The committee creates a transparent environment of open communication between management and the Board to effectively manage Association risk.

### Other Governance

The Board has monitored the requirements of public companies under the Sarbanes-Oxley Act. While we are not subject to the requirements of this law, we have implemented steps to strengthen governance and financial reporting. We strive to maintain strong

governance and financial reporting through the following actions:

- a system for the receipt and treatment of whistleblower complaints;
- a code of ethics for the President/CEO, Chief Financial Officer, Chief Credit Officer and all other senior financial professionals, all employees and the Board of Directors;
- open lines of communication between the independent auditors, Management, and the Audit Committee;
- “plain English” disclosures;
- officer certification of accuracy and completeness of the consolidated financial statements; and,
- information disclosure through our website.

#### DIRECTORS AND SENIOR OFFICERS

The following represents certain information regarding the directors of the Association.

#### DIRECTORS

##### Jeff Jue, Chairman

**Term of Office:** 2016 – 2019

**Committees:** CoBank Association Leadership Committee, Farm Credit Council Representative, and serves as ex-officio member of the Board’s Audit, Human Capital, and Risk Committees.

**Board or Officer Experience:** Fresno Madera Farm Credit Director since 2007 with designation as a Financial Expert since 2008 and Board Chairman since 2012; Jue, LLC (President); Jeff and Velvet Jue Family Trust (Trustee); SunMaid Raisin Growers of California (Chairman and Member-Owner); Raisin Administrative Committee (Director and Treasurer); and Sequoia Walnut Growers (Director and Member-Owner).

Mr. Jue is a fourth generation farmer and president of Jue, LLC which is a farming and agricultural limited liability company. Mr. Jue produces almonds, raisins, pecans, walnuts, and tangerines. He also operates a fruit dehydrator specializing in golden raisins and raisin reconditioning.

##### Victor Sahatdjian, Vice-Chairman

**Term of Office:** 2014 - 2017

**Committees:** Human Capital

**Board or Officer Experience:** Fresno Madera Farm Credit Director since 2011 and Vice-Chairman since May 2016; Victor Packing, Inc. (President and Co-Owner); Raisin Administrative Committee (Member); Raisin Marketing Sales Subcommittee of the Raisin Administrative Committee (Vice Chairman); California Raisin Marketing Board (Board Member); The R.K.R.K. 1998 Irrevocable Trust (Trustee); Liberty Farms (Partner); Liberty Farms II (Partner); S & S Farms (Partner); Garin Farms (Partner); B & V Farms (Partner); Oro Valley Investments, LLC (Member); Sahatdjian Brothers Farms (Partner); Woodset Partners, LLC (Member); Drumwright Oilwell Services, LLC (Member); Nustar Energy, LP (Partner); Victor and Arlyne Sahatdjian Family Trust (Trustee), and VSA, LP (Partner).

Mr. Sahatdjian is a third generation farmer and farms almonds, kiwi, and raisin grapes. Mr. Sahatdjian is also a co-owner of Victor Packing: a raisin farming, raisin packing, and grape dehydration facility. He is also involved in Farm Partnerships growing grapes for raisins.

##### Daniel Errotabere, Director

**Term of Office:** 2014 - 2017

**Committees:** Audit

**Board or Officer Experience:** Fresno Madera Farm Credit Director since 2014; Errotabere Ranches (General Partner); El Dorado Almonds (Shareholder); Errotabere Exports, Inc. (Member); Errotabere Westside Trust (Trustee); Crescent Canal Company (Shareholder); Westlands Water District (Vice President & Board Member); Family Farm Alliance (Board Member); California Farm Bureau (Board Member); and CSUF Agriculture Foundation (Trustee). Past affiliations with Summit Vista Farms (General Partner) and Setter Farms (General Partner);

Mr. Errotabere is a third generation farmer and farms almonds, pistachios, wine grapes, pima cotton, tomatoes, garlic, wheat, garbanzos, and seed lettuce.

**Fred Fagundes, Director****Term of Office:** 2015 - 2018**Committees:** Risk**Board or Officer Experience:** Fresno Madera Farm Credit Director since 2015; Fagundes Dairy (Partner); Fagundes, Fagundes, Fagundes (Partner); Fagundes Brothers LLC (Owner); East Valley Mitigation, LLC (Owner); Forebay Farms LLC (Owner); Cressey River LLC (Owner); Links Ranch LLC (Owner); Valley Calf LLC (Owner); Central California Connection, LLC (Member); Pink Rose Organics, LLC (Member); Visalia Partners III, LLC (Member); and The Chowchilla Industrial Development Corporation (Vice President).

Mr. Fagundes is a third generation farmer and farms alfalfa, almonds, corn, holstein steer feeders calves, oats, pistachios, processing tomatoes, and wheat. Mr. Fagundes is also a partner in a large dairy operation.

**Edward Martinazzi, Director****Term of Office:** 2016 – 2019**Committees:** Risk (Vice Chairman)**Board or Officer Experience:** Fresno Madera Farm Credit Director since 2013; Bonita Inc. (President and Stockholder); Berenda Creek Farms (Partner); E & B Farms, Inc. (President); Edward & Susan Martinazzi Living Trust (Trustee); Martinazzi Inc. (President and Stockholder); and Nolo Farms II, LLC (Member, Manager, and Part Owner).

Mr. Martinazzi is a fourth generation farmer and farms almonds.

**Steve Schafer, Director****Term of Office:** 2016 – 2019**Committees:** Human Capital (Vice Chairman)**Board or Officer Experience:** Fresno Madera Farm Credit Director since 2004; Schafer Ranch, Inc. (Officer); Almond Tree Hulling, Inc. (Stockholder); Nolo Farms II, LLC (Member); MSM Airport Ranch (Member); Schafer & Schafer (Partner); San Joaquin Wine Co. (Owner); Glassy Winged Sharpshooter Control Board (Board Member); and Madera Community Hospital Governing Board (Member).

Mr. Schafer is a fourth generation farmer and farms wine grapes, almonds, raisins, and figs. Mr. Schafer is a

vintner and also manages farm operations and is a partner in an almond huller operation.

**Lance Shebelut, Director****Term of Office:** 2014 - 2017**Committees:** Risk**Board or Officer Experience:** Fresno Madera Farm Credit Director since 2014; Del Shebelut Farms (General Partner); El Lancer Farms (Partner); LSW Farming, Inc. (Stockholder); S & W Farming, Inc. (Stockholder); Hat Trick Farming, Inc. (Stockholder); Trinity Packing Company (Stockholder); and California Apple Commission (Board Member); S & W Pom Partners (Partner); and The Orchards LLC (Part Owner).

Mr. Shebelut is a second generation farmer and farms almonds, apples, peaches, and pears. Mr. Shebelut is also an employee involved in grower relations for Trinity Fruit Sales.

**John W. Simpson, Outside Appointed Director****Term of Office:** 2015 - 2018**Committees:** Risk (Chairman)**Board or Officer Experience:** Fresno Madera Farm Credit Appointed Director since January 2011 and Vice Chairman from 2003 - April 2016; Fresno Madera Farm Credit Shareholder Elected Director from April 2010–December 2010; Fresno Madera Farm Credit Appointed Director from 2007 - April 2010; Fresno Madera Farm Credit Shareholder Elected Director from 1999 – 2007.

Mr. Simpson is a fourth generation farmer with extensive farming experience in the wine grape, raisin and concentrate industries. He is also self-employed as a portfolio manager.

**Denise Waite, Outside Appointed Director****Term of Office:** 2016 – 2019**Committees:** Audit (Chairperson)**Board or Officer Experience:** Fresno Madera Farm Credit Appointed Director with designation as a Financial Expert since 2013; Dritsas Groom McCormick LLP (Partner); and Hinds Hospice (Audit Committee).

Mrs. Waite is a Certified Public Accountant in the State of California and has significant experience with audit and assurance engagements. Mrs. Waite's areas of expertise include: audit, review and compilation



services, controllership services, internal accounting functions, and tax planning and preparation services for a broad range of businesses, including agriculture.

### Jeff Yribarren, Director

**Term of Office:** 2015 – 2018

**Committees:** Audit (Vice Chairman), Human Capital (Chairman)

**Board or Officer Experience:** Fresno Madera Farm Credit Director since 2012 and Second Vice Chairman from May 2014 to April 2016; J. Yribarren Farms, Inc. (Owner and President); Jeffrey & Wendy Yribarren Family Trust (Trustee); Yribarren Winery, Inc. (Owner and President); Riverbend West, LLC (Member); Western Custom Ag, LLC (Member).

Mr. Yribarren is a fourth generation farmer and farms grapes, legume seed, squash, melons, almonds, tomatoes and field crops. Mr. Yribarren is also a vintner. Mr. Yribarren does not presently serve on any other board of directors.

### COMPENSATION OF DIRECTORS

During 2016 director compensation moved from a daily honorarium payment to an annual retainer paid monthly.

Information for each director, additional compensation paid for committee meetings outside the Board Meeting, and retainer payments is provided below:

Name of Director	Days Served in Board and			Committee Compensation <sup>1</sup>	Retainer Compensation <sup>2</sup>	Total Compensation Paid During 2016
	Served at Board	Other Official Activities	Other Official Duties <sup>1</sup>			
Jeff Jue	12	35	\$ 21,000	\$ 3,750	\$ 14,250	\$ 39,000
Victor Sahatdjian	12	16	7,700	1,100	9,750	18,550
Daniel Errotabere	12	7	7,000	500	3,000	10,500
Fred Fagundes	12	5	6,500	500	3,000	10,000
Edward Martinazzi	10	4	6,000	-	3,000	9,000
Steve Shafer	10	6	5,500	500	3,000	9,000
Lance Shebelut	11	1	4,500	-	3,000	7,500
John Simpson	11	12	10,500	1,500	8,000	20,000
Denise Waite	12	12	9,000	3,000	10,667	22,667
Jeff Yribarren	12	18	8,900	2,700	6,933	18,533
<b>Total Compensation</b>	<b>114</b>	<b>116</b>	<b>\$ 86,600</b>	<b>\$ 13,550</b>	<b>\$ 64,600</b>	<b>\$ 164,750</b>

<sup>1</sup> Compensation paid per diem. Committee meetings were held both in conjunction with and outside the regular board meetings; committee compensation is for those not held in conjunction with board meetings when honoraria was paid per diem.

<sup>2</sup> Retainer compensation paid beginning September 2016. Rates were based upon position and took into account the responsibilities and expected additional time.

From January through August, Directors and Outside Appointed Directors of the Association were compensated for services based on a daily honorarium of \$500 and \$750 respectively. The Chairman, 1<sup>st</sup> Vice Chairman, and 2<sup>nd</sup> Vice Chairman were paid a daily honorarium of \$750, \$600, and \$600, respectively, due to the demands of these offices. If the Vice Chairman is also a Board Appointed Director, he or she shall receive the Board Appointed Director rate.

Beginning in September, compensation was based upon an annual retainer paid monthly in 2016. The rates based on position to accommodate those with additional time requirements and responsibilities. If a director falls into two position categories, the higher retainer is paid. The annual retainers are as follows:

Position	Retainer
Board Chair	\$ 42,750
Vice Chair	\$ 29,250
Committee Chairs	\$ 20,800
Appointed Director & Financial or IT Expert	\$ 32,000
Appointed Director	\$ 24,000
All Other Directors	\$ 9,000

Directors are also reimbursed for mileage, as well as documented business expenses while serving in an official capacity. The total compensation paid to directors for 2016, as outlined above, amounted to \$164,750. The Association has adopted a policy concerning travel, subsistence and other related expenses as they apply to directors and senior officers. A copy of this policy is available to shareholders upon request. Aggregate reimbursements to all directors as a group for travel, subsistence and other related expenses were \$10,190 in 2016, \$10,127 in 2015, \$7,909 in 2014.

### COMPENSATION OF SENIOR OFFICERS

FCA regulations also require the following disclosure of the business experience for the last five years for each senior officer. The following summarizes the composition and experience of the Senior Management Committee:

**Keith Hesterberg, President and Chief Executive Officer**

Mr. Hesterberg was hired on June 13, 2013 and serves as President and Chief Executive Officer. He has 22 years of experience working in the Farm Credit System. Mr. Hesterberg is responsible for implementing the strategic direction of the Association as set by the Board of Directors. He is a member of the National Society of Accountant's for Cooperatives (Far West Chapter) and has previously served as Chapter President. Prior to joining Fresno Madera Farm Credit, he worked for CoBank, ACB for fourteen years primarily based in Denver, Colorado and Sacramento, California. His experience includes managing two regional banking centers serving 14 states in the West, Midwest, and Southeastern U.S. Mr. Hesterberg began his Farm Credit service in Illinois in various roles including Branch Manager.

**Dan Kiggins, Senior Vice President and Chief Credit Officer**

Mr. Kiggins serves as ACA Senior Vice President and Chief Credit Officer and has 20 years of Farm Credit experience. Mr. Kiggins manages the credit administration function of the Association, including ensuring loans are properly structured, documented and are in compliance with applicable laws and regulations prior to closing. He is also responsible for ensuring that the Association's lending policies and guidelines are in compliance with FCA regulations and Board approved policies, as well as overseeing the operations of the loan documentation department. He was hired in October 1996 and has served in various capacities including Loan Officer, Portfolio Manager, Fresno Branch Manager and Portfolio Manager, and Assistant Chief Credit Officer. He has served in his current capacity since November 1, 2012. Mr. Kiggins Farm Credit experience includes complex direct lending, branch management, credit administration, development of supervisory controls and loan approvals.

**Joe Soto, Senior Vice President and Chief Financial Officer**

Mr. Soto was hired in June 2015 and serves as ACA Senior Vice President and Chief Financial Officer. He is responsible for the Association's information technology, accounting, and fiscal departments. He is

a Certified Public Accountant, licensed in the state of California and is also a member of the American Institute of Certified Public Accountants (AICPA) and California Society of Certified Public Accountants. Mr. Soto's prior experience includes over 13 years of public accounting experience including service as a Senior Manager leading teams in performing financial statement audits, consulting, internal control evaluations, and merger and acquisition services. His previous clients included numerous financial institutions from community banks, credit unions, and SEC registrants located within California, including Fresno.

**Stephanie Graham, Senior Vice President and Chief Administrative Officer**

Ms. Graham serves as ACA Senior Vice President and Chief Administrative Officer and has 19 years of Farm Credit Experience. Ms. Graham directs administrative operations including human resources, training and staff programs, marketing, insurance risk management, and the facilities and fleet operations. She was hired in January, 1998 and has served in various capacities within the organization including Loan Accounting Manager and Administrative Services/HR Manager. She has served in her current capacity as Chief Administrative Officer since March 15, 2012. Prior to joining Fresno Madera Farm Credit, Ms. Graham worked in public accounting.

**David Ylarregui, Senior Vice President of Field Operations**

Mr. Ylarregui serves as ACA Senior Vice President of Field Operations and has 26 years of Farm Credit experience. Mr. Ylarregui is responsible for loan origination and servicing, branch management, and achieving individual and branch portfolio credit quality standards and profitability. He was hired in September 1990 and has served in various capacities including Loan Officer, Portfolio Manager, and Madera Branch Manager. He has served in his current capacity since February 1, 2014.

**Frank Seelye, Senior Vice President and Chief Risk Officer**

Mr. Seelye serves as ACA Senior Vice President, Chief Risk Officer and the Standards of Conduct Official, with 12 years of Farm Credit Experience. Mr. Seelye is

responsible for ensuring the Association's lending and loan quality objectives are met and compliance to the Association's credit standards, quality control programs and policies and procedures. Mr. Seelye was hired in September 2011 and has served in various capacities including the Manager of Legal, Loan Documentation & Closing, Assistant Chief Credit Officer, and Interim Chief Financial Officer. He has served in his current capacity as Chief Risk Officer since July 1, 2015 and Standards of Conduct Official since September 1, 2014. Mr. Seelye's prior experience includes 27 years as a Controller for cooperative and private companies dealing in agricultural lending and all phases of mortgage banking and 7 years as President of a regional cooperative agricultural finance association serving 20 states. His Farm Credit experience includes supervision, regulatory compliance, credit administration, accounting, fiscal, complex direct lending, loan approvals, loan documentation and closing, audit and review at the Association, District Bank and Regional level.

#### **Ken Brown, Senior Vice President and Appraisal Program Manager**

Mr. Brown serves as ACA Senior Vice President and Appraisal Program Manager and has 26 years of Farm Credit experience. Mr. Brown is responsible for the operation of the real estate and chattel appraisal department and ensures the delivery of credible, accurate and timely appraisals which are developed independently from credit delivery operations to mitigate risk. He was hired in April 1991 and has held his current position as Appraisal Program Manager since August 16, 1999. He is a Certified General Real Estate appraiser and is designated as an Accredited Rural Appraiser (ARA). Prior to joining Fresno Madera Farm Credit, Mr. Brown worked for Farmers Home Administration in agricultural lending and appraisal as an Assistant County Supervisor.

Required senior officer compensation information is included in the Association's Annual Meeting Information Statement (AMIS) mailed to all shareholders. The AMIS is available for public inspection at the Association office. Disclosure of information on the total compensation paid during the last fiscal year to any senior officer, or to any other

officer included, is available and will be disclosed to shareholders upon request.

#### **TRANSACTIONS WITH SENIOR OFFICERS AND DIRECTORS**

The Association's policies on loans to and transactions with its officers and directors, required to be disclosed in this section are incorporated herein by reference from Note 11 to the financial statements, "Related Party Transactions," included in this annual report to shareholders.

#### **INVOLVEMENT OF SENIOR OFFICERS AND DIRECTORS IN CERTAIN LEGAL PROCEEDINGS**

There were no matters which came to the attention of management or the Board of Directors regarding involvement of senior officers or current directors in specified legal proceedings which are required to be disclosed in this section.

#### **RELATIONSHIP WITH COBANK**

The Association is materially affected by CoBank's financial condition and results of operations.

The Association's statutory obligation to borrow from CoBank is discussed in Note 6 to the financial statements, "Note Payable to CoBank." Association requirement to invest in CoBank and CoBank's ability to access capital of the Association is discussed in Note 4, "Investment in CoBank." CoBank's role in mitigating the Association's exposure to interest rate risk is discussed in the MD&A section on Liquidity.

CoBank is required to distribute its Annual Report to shareholders of the Association if the bank experiences a "significant event" that has a material effect on the Association as defined by FCA regulations.

#### **RELATIONSHIP WITH INDEPENDENT AUDITORS**

There were no changes in independent auditors since the prior annual report to shareholders and there were no material disagreements with our independent auditors on any matter of accounting principles or financial statement disclosure during this period.

**BORROWER PRIVACY**

Borrower financial privacy and the security of your other nonpublic information are important to us. The Association holds your financial and other non-public information in strictest confidence. Federal regulations allow disclosure of such information by us only in certain situations. Examples of these situations include law enforcement or legal proceedings or when such information is requested by a Farm Credit System institution with which you do business. Borrower privacy and the security of the borrowers' personal information are vital to our continued ability to serve our member's ongoing credit needs.

**FINANCIAL STATEMENTS**

The financial statements, together with the report thereon of PricewaterhouseCoopers LLP dated March 16, 2017 and the Report of Management, appearing as part of this Annual Report to Shareholders, are incorporated herein by reference.

**COBANK ANNUAL AND QUARTERLY REPORTS TO SHAREHOLDERS**

We, along with the borrower's investment in our Association, are materially affected by CoBank's financial condition and results of operations. The CoBank quarterly and annual reports are available free of charge by accessing CoBank's website, [www.cobank.com](http://www.cobank.com), or may be obtained at no charge by contacting us at 4635 West Spruce, P.O. Box 13069, Fresno, California 93794-3069 or calling (559) 277-7000. Annual reports are available within 75 days after year end and quarterly reports are available within 40 days after the calendar quarter end.



## Overview

A new generation of well-educated, hands-on managers and owners is essential for a successful and viable Ag industry. This demographic factor, coupled with the ever-decreasing number of existing family farms, requires us to focus on market segmentation so that entry-level products and services can be offered to young and beginning farmers as well as part-time farmers in a constructive, sound and economical manner.

To facilitate credit offerings to this specialized customer base, we support financing programs and use government-guaranteed loan programs. We are actively looking for opportunities to develop and sponsor educational opportunities, leadership training, and business financial training for YBS farmers and ranchers.

## YBS Mission

The YBS mission of Fresno Madera Farm Credit, ACA, is to be the premier lender of choice in our market area. In order to ensure the emergence of young and beginning farmers into the marketplace, we will finance all eligible young, beginning, and small farmers in a constructive, consistent, and reliable manner. We will utilize this program to establish our relationships with these borrowers so that we can continue to fully serve our market territory.

## Program Definitions

The FCA regulatory definitions for YBS farmers and ranchers are shown below.

- **Young Farmer:** A farmer, rancher, or producer or harvester of aquatic products who was age 35 or younger as of the date the loan was originally made.
- **Beginning Farmer:** A farmer, rancher, or producer or harvester of aquatic products who had 10 years or less farming or ranching experience as of the date the loan was originally made.
- **Small Farmer:** A farmer, rancher, or producer or harvester of aquatic products who normally generated less than \$250 thousand in annual gross sales of agricultural or aquatic products at the date the loan was originally made.

## Services Provided

Over the years, we have committed time, energy, and resources to serving YBS farmers. Below are some of the positive results:

- **Partnership** - Beginning in 2013 we began dialogue with Valley Small Business Development Corporation in order to understand their capabilities and market outreach. They are privately owned and 100% focused on agriculture in the Central Valley, including our full loan service area. Their staff include many experienced lenders, including several that are performing outreach in YBS and alternative food production areas. Budget funds have been designated to support the project in partnership with Golden State Farm Credit and Farm Credit West. The project included funds for a mobile resource that will create a regional presence that provides support to our rural communities in the valley whether through access to loans to finance small farming operations, or local and personal access to people that can provide insight regarding how to complete a budget, or undertake a process to apply for a loan.
- **Fair Participation** - FMFC has allocated budget funds to contribute to 4-H and FFA livestock purchases at fairs throughout the Central Valley. During 2016, there were fair sponsorships, belt buckles, and animal purchases. Fairs included California State Fair, Chowchilla Fair, Fresno Fair, Madera Fair, and Tulare Fair.
- **Grants** - At our springtime Annual Meeting we award three to five \$500 grants to the Ag programs associated with the high schools or 4-H programs located in our loan servicing area (LSA), based upon the best efforts by a group or individual within the program at the state or national level in animal, equipment or crop judging/showmanship, public speaking, or parliamentary procedure. We awarded four grants in 2016 and will continue this for the planning period.
- **Awards** - Each year, FMFC sponsors the banking and finance competition for FFA's California West Central Section and East Fresno Madera Section. The competition is directed toward agriculture and finance. The winners receive \$250 from FMFC for future college expenses.
- **YBS Advisory Committee** - The YBS Advisory Committee (Committee) of FMFC is established by

and reports to the Board of Directors (Board) to assist the Board in fulfilling its outreach program to attract young, beginning, and small (YBS) farmers and ranchers. The Mission of the Committee is to implement effective outreach programs to attract YBS farmers and ranchers, which may include the use of advertising campaigns and educational credit and services beneficial to “young,” “beginning,” and “small” farmers and ranchers to provide views on how the credit and services of the direct lender association could better serve the credit and services needs of YBS farmers and ranchers.

- Guarantee and Participation Programs - Federal and State government guarantees continue to be used appropriately. FMFC coordinates credit with other lenders for participations in loans that benefit young, beginning, and small farmers.

## Demographics

The following table outlines our percentage of YBS loans as a percentage of our loan portfolio (by number) as of December 31. The USDA column represents the percent of farmers and ranchers classified as YBS within our territory per the 2012 USDA Agricultural Census, which is the most current data available. Due to FCA regulatory definitions, a farmer/rancher may be included in multiple categories as they would be included in each category in which the definition was met.

	USDA	2016	2015	2014
Young	11.24%	<b>12.48%</b>	12.33%	12.48%
Beginning	27.57%	<b>16.62%</b>	16.17%	15.84%
Small	71.60%	<b>17.62%</b>	17.57%	18.34%

Note that several differences exist in definitions between USDA statistics and our data due to our use of FCA definitions.

Young farmers are defined as 34 years old and younger by the USDA, while FCA definitions include farmers 35 years old and younger. Beginning farmers are defined by FCA as those with 10 years or less farming experience; however, the USDA identifies beginning farmers as on their current farm less than 10 years. This may include both beginning farmers and experienced farmers who have recently changed farmsteads. Our percentages are based on the number of loans in our

portfolio, while the USDA percentages are based on the number of farmers and ranchers. While these definition differences do exist, the information will be utilized as it is the best comparative information available.

## Goals and Results

We have positive results for the year for beginning loan volume. The other areas of the goals were close in meeting numbers and volume. Based on our market information, efforts and historical results, we have included growth in loan numbers and volume for all segments for the three year planning period. In addition to specific growth targets for each of the segments, development of an outreach program to further educate and promote the Farm Credit System will be a focus. We will continue to seek opportunities to enhance YBS programs in an effort to enable YBS farmers in our LSA to begin, grow, and remain in agricultural production as well as to facilitate the transfer of agricultural operations from one generation to the next. Periodic reports are provided to our Board of Directors detailing the number, volume and credit quality of our YBS customers. We have developed quantitative targets to monitor our progress. The following chart outlines our 2016 goals and results:

	Goal Number	Actual Number	Percent of Plan Number
Young	218	211	97%
Beginning	277	281	101%
Small	324	298	92%

	Goal Volume	Actual Volume	Percent of Plan Volume
Young	\$ 252,449	\$ 192,686	76%
Beginning	\$ 187,040	\$ 175,146	94%
Small	\$ 58,167	\$ 60,135	103%

We have established 2017 minimum goals based on our market information, efforts and historical results, we have included 2% growth in loan numbers and volume for all segments for the three year planning period. We will continue to seek opportunities to enhance YBS programs in an effort to enable YBS farmers in our LSA to begin, grow, and remain in agriculture production as well as to facilitate the

transfer of agricultural operations from one generation to the next.

To ensure that credit and services offered to our YBS farmers and ranchers are provided in a safe and sound manner and within our risk-bearing capacity, the loans are made utilizing the same credit standards as other loans. Additional efforts are made to meet the specific credit and related needs of an eligible borrower as long as safety and soundness are not compromised.











Fresno Madera Farm Credit



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