

UNITED STATES
SECURITIES AND EXCHANGE COMMISSION

Washington, D.C. 20549

FORM 10-Q

(Mark One)

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

For the quarterly period ended March 31, 2021

OR

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

For the transition period from _____ to _____

Commission file number: 001-38676

BANK FIRST CORPORATION

(Exact name of registrant as specified in its charter)

WISCONSIN

(State or other jurisdiction of incorporation or organization)

39-1435359

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

402 North 8th Street, Manitowoc, Wisconsin

(Address of principal executive offices)

54220

(Zip Code)

(920) 652-3100

(Registrant's telephone number, including area code)

Indicate by check mark whether the registrant (1) has filed all reports required to be filed by Section 13 or 15(d) of the Securities Exchange Act of 1934 during the preceding 12 months (or for such shorter period that the registrant was required to file such reports), and (2) has been subject to such filing requirements for the past 90 days. Yes ☒ No ☐

Indicate by check mark whether the registrant has submitted electronically, if any, every Interactive Data File required to be submitted pursuant to Rule 405 of Regulation S-T (§232.405 of this chapter) during the preceding 12 months (or for such shorter period that the registrant was required to submit and post such files). Yes ☒ No ☐

Indicate by check mark whether the registrant is a large accelerated filer, an accelerated filer, a non-accelerated filer, a smaller reporting company, or an emerging growth company. See the definitions of "large accelerated filer," "accelerated filer," "smaller reporting company," and "emerging growth company" in Rule 12b-2 of the Exchange Act.

Large accelerated filer ☐

Non-accelerated filer ☐

Accelerated filer ☒

Smaller reporting company ☐

Emerging growth company ☒

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

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

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

Title of each class	Trading Symbol(s)	Name on each exchange on which registered
Common Stock, par value \$0.01 per share	BFC	The Nasdaq Stock Market LLC

The number of shares of the issuer's common stock, par value \$0.01, outstanding as of May 10, 2021 was 7,726,737 shares.

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PART I – FINANCIAL INFORMATION

Item 1. FINANCIAL STATEMENTS:

BANK FIRST CORPORATION **Consolidated Balance Sheets** (In thousands, except share and per share data)

	March 31, 2021 (Unaudited)	December 31, 2020 (Audited)
Assets		
Cash and due from banks	\$ 26,909	\$ 36,255
Interest-bearing deposits	1,835	5,195
Federal funds sold	232,430	128,769
Cash and cash equivalents	261,174	170,219
Securities held to maturity, at amortized cost (\$5,934 and \$6,688 fair value at March 31, 2021 and December 31, 2020, respectively)	5,918	6,669
Securities available for sale, at fair value	167,940	165,039
Loans held for sale	381	809
Loans, net	2,210,361	2,173,802
Premises and equipment, net	43,606	43,183
Goodwill	55,472	55,472
Other investments	8,989	8,896
Cash value of life insurance	31,586	31,394
Identifiable intangible assets, net	8,816	9,167
Other real estate owned ("OREO")	915	1,885
Investment in minority-owned subsidiaries	42,375	42,305
Other assets	8,666	9,176
TOTAL ASSETS	\$ 2,846,199	\$ 2,718,016
Liabilities and Stockholders' Equity		
Liabilities:		
Deposits:		
Interest-bearing deposits	\$ 1,668,744	\$ 1,605,317
Noninterest-bearing deposits	779,291	715,646
Total deposits	2,448,035	2,320,963
Securities sold under repurchase agreements	47,631	36,377
Notes payable	12,967	23,469
Subordinated notes	17,500	17,500
Other liabilities	16,624	24,850
Total liabilities	2,542,757	2,423,159
Stockholders' equity:		
Serial preferred stock - \$0.01 par value		
Authorized - 5,000,000 shares	—	—
Common stock - \$0.01 par value		
Authorized - 20,000,000 shares		
Issued - 8,478,383 shares as of March 31, 2021 and December 31, 2020		
Outstanding - 7,729,216 and 7,709,497 shares as of March 31, 2021 and December 31, 2020, respectively	85	85
Additional paid-in capital	92,105	92,847
Retained earnings	231,289	221,393
Treasury stock, at cost - 749,167 and 768,886 shares as of March 31, 2021 and December 31, 2020, respectively	(24,560)	(25,227)
Accumulated other comprehensive income	4,523	5,759
Total stockholders' equity	303,442	294,857
TOTAL LIABILITIES AND STOCKHOLDERS' EQUITY	\$ 2,846,199	\$ 2,718,016

See accompanying notes to consolidated financial statements.

ITEM 1. Financial Statements Continued:

BANK FIRST CORPORATION
Consolidated Statements of Income
(In thousands, except per share data) (Unaudited)

	Three months ended March 31,	
	2021	2020
Interest income:		
Loans, including fees	\$ 23,276	\$ 21,672
Securities:		
Taxable	655	1,086
Tax-exempt	472	425
Other	39	113
Total interest income	24,442	23,296
Interest expense:		
Deposits	2,150	4,110
Securities sold under repurchase agreements	3	103
Borrowed funds	186	440
Total interest expense	2,339	4,653
Net interest income	22,103	18,643
Provision for loan losses	900	975
Net interest income after provision for loan losses	21,203	17,668
Noninterest income:		
Service charges	1,467	916
Income from Ansay and Associates, LLC ("Ansay")	725	891
Income from UFS, LLC ("UFS")	366	897
Loan servicing income	505	462
Net gain on sales of mortgage loans	2,811	460
Noninterest income from strategic alliances	17	17
Other	319	254
Total noninterest income	6,210	3,897
Noninterest expense:		
Salaries, commissions, and employee benefits	7,091	6,452
Occupancy	1,210	1,275
Data processing	1,393	1,199
Postage, stationery, and supplies	197	172
Net (gain) loss on sales and valuations of OREO	(133)	976
Advertising	49	55
Charitable contributions	126	123
Outside service fees	755	801
Amortization of intangibles	351	334
Other	1,186	1,354
Total noninterest expense	12,225	12,741
Income before provision for income taxes	15,188	8,824
Provision for income taxes	3,674	1,558
Net Income	\$ 11,514	\$ 7,266
Earnings per share - basic	\$ 1.49	\$ 1.03
Earnings per share - diluted	\$ 1.49	\$ 1.02
Dividends per share	\$ 0.21	\$ 0.20

See accompanying notes to unaudited consolidated financial statements

ITEM 1. Financial Statements Continued:

BANK FIRST CORPORATION
Consolidated Statements of Comprehensive Income
(In thousands) (Unaudited)

	Three Months Ended	
	March 31,	
	2021	2020
Net Income	\$ 11,514	\$ 7,266
Other comprehensive (loss) income:		
Unrealized (losses) gains on available for sale securities:		
Unrealized holding (losses) gains arising during period	(1,693)	1,588
Amortization of unrealized holding gains on securities transferred from available for sale to held to maturity	—	(10)
Income tax (expense) benefit	457	(557)
Total other comprehensive (loss) income	(1,236)	1,021
Comprehensive income	\$ 10,278	\$ 8,287

See accompanying notes to unaudited consolidated financial statements.

ITEM 1. Financial Statements Continued:

BANK FIRST CORPORATION
Consolidated Statement of Stockholders' Equity
(In thousands, except share and per share data) (Unaudited)

	Serial Preferred Stock	Common Stock	Additional Paid-in Capital	Retained Earnings	Treasury Stock	Accumulated Other Comprehensive Income (loss)	Total Stockholders' Equity
	(In Thousands, except share and per share amounts)						
Balance at January 1, 2020	\$ —	\$ 79	\$ 63,085	\$ 189,494	\$ (24,941)	\$ 2,494	\$ 230,211
Net income	—	—	—	7,266	—	—	7,266
Other comprehensive income	—	—	—	—	—	1,021	1,021
Purchase of treasury stock	—	—	—	—	(2,968)	—	(2,968)
Issuance of treasury stock as deferred compensation payout	—	—	—	—	3,368	—	3,368
Cash dividends (\$0.20 per share)	—	—	—	(1,431)	—	—	(1,431)
Amortization of stock-based compensation	—	—	215	—	—	—	215
Vesting of restricted stock awards	—	—	(628)	—	628	—	—
Balance at March 31, 2020	\$ —	\$ 79	\$ 62,672	\$ 195,329	\$ (23,913)	\$ 3,515	\$ 237,682
Balance at January 1, 2021	\$ —	\$ 85	\$ 92,847	\$ 221,393	\$ (25,227)	\$ 5,759	\$ 294,857
Net income	—	—	—	11,514	—	—	11,514
Other comprehensive loss	—	—	—	—	—	(1,236)	(1,236)
Purchase of treasury stock	—	—	—	—	(402)	—	(402)
Sale of treasury stock	—	—	—	—	23	—	23
Cash dividends (\$0.21 per share)	—	—	—	(1,618)	—	—	(1,618)
Amortization of stock-based compensation	—	—	304	—	—	—	304
Vesting of restricted stock awards	—	—	(1,046)	—	1,046	—	—
Balance at March 31, 2021	\$ —	\$ 85	\$ 92,105	\$ 231,289	\$ (24,560)	\$ 4,523	\$ 303,442

See accompanying notes to unaudited consolidated financial statements.

ITEM 1. Financial Statements Continued:

BANK FIRST CORPORATION
Consolidated Statements of Cash Flows
(In thousands) (Unaudited)

	Three Months Ended March 31,	
	2021	2020
Cash flows from operating activities:		
Net income	\$ 11,514	\$ 7,266
Adjustments to reconcile net income to net cash provided by operating activities:		
Provision for loan losses	900	975
Depreciation and amortization of premises and equipment	508	423
Amortization of intangibles	351	334
Net amortization of securities	183	118
Amortization of stock-based compensation	304	215
Accretion of purchase accounting valuations	(242)	(705)
Net change in deferred loan fees and costs	1,014	(45)
Change in fair value of mortgage servicing rights ("MSR") and other investments	467	186
Gain on sale and disposal of premises and equipment	(62)	—
(Gain) Loss on sale of OREO and valuation allowance	(133)	976
Proceeds from sales of mortgage loans	97,619	31,371
Originations of mortgage loans held for sale	(94,940)	(33,226)
Gain on sales of mortgage loans	(2,811)	(460)
Undistributed income of UFS joint venture	(366)	(897)
Undistributed income of Ansay joint venture	(725)	(891)
Net earnings on life insurance	(192)	(160)
Decrease (Increase) in other assets	967	(869)
Decrease in other liabilities	(8,223)	(6,725)
Net cash provided by (used in) operating activities	<u>6,133</u>	<u>(2,114)</u>
Cash flows from investing activities, net of effects of business combination:		
Activity in securities available for sale and held to maturity:		
Maturities, prepayments, and calls	5,550	23,541
Purchases	(9,576)	(12,643)
Net increase in loans	(38,348)	(27,710)
Dividends received from UFS	565	435
Dividends received from Ansay	456	373
Proceeds from sale of OREO	1,101	1,468
Net purchases of Federal Home Loan Bank ("FHLB") stock	—	(640)
Net purchases of Federal Reserve Bank ("FRB") stock	—	(1,702)
Proceeds from sale of premises and equipment	367	25
Purchases of premises and equipment	(1,237)	(1,782)
Net cash used in investing activities	<u>(41,122)</u>	<u>(18,635)</u>

ITEM 1. Financial Statements Continued:

BANK FIRST CORPORATION
Consolidated Statements of Cash Flows (Continued)
(In thousands) (Unaudited)

	Three Months Ended March 31,	
	2021	2020
Cash flows from financing activities, net of effects of business combination:		
Net increase in deposits	\$ 127,167	\$ 3,928
Net increase (decrease) in securities sold under repurchase agreements	11,254	(10,079)
Proceeds from advances of notes payable	—	73,000
Repayment of notes payable	(10,480)	(74,000)
Dividends paid	(1,618)	(1,431)
Proceeds from sales of common stock	23	—
Repurchase of common stock	(402)	(2,968)
Net cash provided by (used in) financing activities	125,944	(11,550)
Net (decrease) increase in cash and cash equivalents	90,955	(32,299)
Cash and cash equivalents at beginning of period	170,219	86,452
Cash and cash equivalents at end of period	<u>\$ 261,174</u>	<u>\$ 54,153</u>
Supplemental disclosures of cash flow information:		
Cash paid during the period for:		
Interest	\$ 2,508	\$ 4,809
Supplemental schedule of noncash activities:		
Loans transferred to OREO	—	91
MSR resulting from sale of loans	560	243
Amortization of unrealized holding gains on securities transferred from available for sale to held to maturity recognized in other comprehensive income, net of tax	—	(8)
Change in unrealized gains and losses on investment securities available for sale, net of tax	(1,236)	1,029
Payment of deferred compensation through issuance of treasury stock	—	3,368

See accompanying notes to consolidated financial statements.

BANK FIRST CORPORATION

NOTES TO UNAUDITED CONSOLIDATED FINANCIAL STATEMENTS
(in thousands, except share and per share data)

NOTE 1 – BASIS OF PRESENTATION

Bank First Corporation (the “Company”) provides a variety of financial services to individual and corporate customers through its wholly-owned subsidiary, Bank First, N.A. (the “Bank”). The Bank operates as a full-service financial institution with a primary market area including, but not limited to, the counties in which the Bank’s branches are located. The Bank has twenty-one locations located in Manitowoc, Outagamie, Brown, Winnebago, Sheboygan, Waupaca, Ozaukee, Monroe, and Jefferson counties in Wisconsin. The Company and Bank are subject to the regulations of certain federal agencies and undergo periodic examinations by those regulatory authorities.

These interim unaudited consolidated financial statements have been prepared in accordance with generally accepted accounting principles in the United States of America (“GAAP”) for interim financial information and with the instructions to Quarterly Report on Form 10-Q and Article 10 of Regulation S-X. Accordingly, certain information and footnote disclosures required by GAAP have been omitted or abbreviated. These unaudited consolidated financial statements should be read in conjunction with the Company’s audited consolidated financial statements and footnotes included in the Company’s Annual Report on Form 10-K for the year ended December 31, 2020 (“Annual Report”).

The unaudited consolidated financial statements include all adjustments, consisting of normal recurring adjustments, necessary for a fair presentation of the results for the interim periods. The results for interim periods are not necessarily indicative of results for a full year.

Critical Accounting Policies and Estimates

Preparation of consolidated financial statements in conformity with GAAP requires management to make estimates and assumptions that affect the amounts reported in the consolidated financial statements and accompanying disclosures. These estimates are based on management’s best knowledge of current events and actions the Company may undertake in the future. Estimates are used in accounting for, among other items, the allowance for loan losses (“ALL”), valuation of loans in acquisition transactions, useful lives for depreciation and amortization, fair value of financial instruments, other-than-temporary impairment calculations, valuation of deferred tax assets, uncertain income tax positions and contingencies. Estimates that are particularly susceptible to significant change for the Company include the determination of the ALL, the determination and assessment of deferred tax assets and liabilities, and the valuation of loans acquired in acquisition transactions; therefore, these are critical accounting policies. Factors that may cause sensitivity to the aforementioned estimates include but are not limited to: external market factors such as market interest rates and employment rates, changes to operating policies and procedures, changes in applicable banking or tax regulations, and changes to deferred tax estimates. Actual results may ultimately differ from estimates, although management does not generally believe such differences would materially affect the consolidated financial statements in any individual reporting period presented.

There have been no material changes or developments with respect to the assumptions or methodologies that the Company uses when applying what management believes are critical accounting policies and developing critical accounting estimates as previously disclosed in the Company’s Annual Report.

Recent Accounting Developments Adopted

In October 2020, the Financial Accounting Standards Board (“FASB”) issued Accounting Standards Update (“ASU”) 2020-08, “Codification Improvements to Subtopic 310-20, Receivables and Nonrefundable Fees and Other Costs. This ASU clarifies the requirements for entities to reevaluate whether a callable debt security is within the scope of paragraph 310-20-35-33 of the stated subtopic for each reporting period. The ASU was published to clarify the Codification and correct its unintended application and was effective for fiscal years, and interim periods within those fiscal years, beginning after December 31, 2020. The adoption of this guidance did not have a significant impact on the Company’s consolidated financial statements as all premiums within its securities portfolio were already being amortized to the earliest call date prior to implementation.

Recently Issued Not Yet Effective Accounting Standards

In June 2016, the FASB issued ASU 2016-13, “Financial Instruments – Credit Losses (Topic 326): Measurement of Credit Losses on Financial Instruments.” Certain aspects of this ASU were updated in November 2018 by the issuance of ASU 2018-19, “Codification Improvements to Topic 326, Financial Instruments-Credit Losses”. The main objective of the ASU is to provide financial statement users with more decision-useful information about the expected credit losses on financial instruments and other commitments to extend credit held by a reporting entity at each reporting date. To achieve this objective, the amendments in the ASU replace the incurred loss impairment methodology in current GAAP with a methodology that reflects expected credit losses and requires consideration of a broader range of reasonable and supportable information to inform credit loss estimates. During 2019 FASB issued ASU 2019-10 which delayed the effective date of ASU 2016-13 for smaller, publicly traded companies, until interim and annual periods beginning after December 15, 2022. This delay applies to the Company as it was classified as a “Smaller reporting company” as defined in Rule 12b-2 of the Exchange Act as of the date ASU 2019-10 was enacted. Management is currently evaluating the potential impact of this update, although the general expectation in the banking industry is that the implementation of this standard will result in higher required balances in the ALL.

NOTE 2 – ACQUISITIONS

On May 15, 2020, the Company completed a merger with Tomah Bancshares, Inc. (“Timberwood”), a bank holding company headquartered in Tomah, Wisconsin, pursuant to the Agreement and Plan of Bank Merger (“Merger Agreement”), dated as of November 20, 2019, by and among the Company and Timberwood, whereby Timberwood merged with and into the Company, and Timberwood Bank, Timberwood’s wholly-owned banking subsidiary, merged with and into the Bank. Timberwood’s principal activity was the ownership and operation of Timberwood Bank, a state-chartered banking institution that operated one (1) branch in Wisconsin at the time of closing. The merger consideration totaled approximately \$29.8 million.

Pursuant to the terms of the Merger Agreement, Timberwood shareholders received 5,1445 shares of the Company’s common stock for each outstanding share of Timberwood common stock, and cash in lieu of any remaining fractional share. Company stock issued totaled 575,641 shares valued at approximately \$29.4 million, with cash of \$0.4 million comprising the remainder of merger consideration.

For more information concerning this acquisition, see “Note 2 - Acquisition” in the Company's audited consolidated financial statements included in the Company's Annual Report.

NOTE 3 – EARNINGS PER SHARE

The two-class method is used in the calculation of basic and diluted earnings per share. Under the two-class method, earnings available to common shareholders for the period are allocated between common shareholders and participating securities according to dividends declared (or accumulated) and participation rights in undistributed earnings. There were no anti-dilutive stock options for the three months ended March 31, 2021 or 2020.

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The following table presents the factors used in the earnings per share computations for the period indicated.

	Three Months Ended March 31,	
	2021	2020
Basic		
Net income available to common shareholders	\$ 11,514	\$ 7,266
Less: Earnings allocated to participating securities	(88)	(56)
Net income allocated to common shareholders	\$ 11,426	\$ 7,210
Weighted average common shares outstanding including participating securities	7,716,424	7,083,520
Less: Participating securities (1)	(59,123)	(54,830)
Average shares	7,657,301	7,028,690
Basic earnings per common shares	\$ 1.49	\$ 1.03
Diluted		
Net income available to common shareholders	\$ 11,514	\$ 7,266
Weighted average common shares outstanding for basic earnings per common share	7,657,301	7,028,690
Add: Dilutive effects of stock based compensation awards	20,675	99,556
Average shares and dilutive potential common shares	7,677,976	7,128,246
Diluted earnings per common share	\$ 1.49	\$ 1.02

- (1) Participating securities are restricted stock awards whereby the stock certificates have been issued, are included in outstanding shares, receive dividends and can be voted, but have not vested.

NOTE 4 – SECURITIES

The Company's securities available for sale as of March 31, 2021 and December 31, 2020 is summarized as follows:

	Amortized Cost	Gross Unrealized Gains	Gross Unrealized Losses	Estimated Fair Value
March 31, 2021				
U.S. Treasury securities	\$ 9,576	\$ —	\$ (62)	\$ 9,514
Obligations of U.S. Government sponsored agencies	17,307	263	(221)	17,349
Obligations of states and political subdivisions	66,310	3,756	(3)	70,063
Mortgage-backed securities	39,358	2,070	—	41,428
Corporate notes	27,392	458	(100)	27,750
Certificates of deposit	1,804	32	—	1,836
Total available for sale securities	\$ 161,747	\$ 6,579	\$ (386)	\$ 167,940
December 31, 2020				
Obligations of U.S. Government sponsored agencies	\$ 18,276	\$ 556	\$ (53)	\$ 18,779
Obligations of states and political subdivisions	67,653	4,564	—	72,217
Mortgage-backed securities	41,804	2,395	—	44,199
Corporate notes	27,358	470	(85)	27,743
Certificates of deposit	2,063	38	—	2,101
Total available for sale securities	\$ 157,154	\$ 8,023	\$ (138)	\$ 165,039

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The Company's securities held to maturity as of March 31, 2021 and December 31, 2020 is summarized as follows:

	Amortized Cost	Gross Unrealized Gains	Gross Unrealized Losses	Estimated Fair Value
March 31, 2021				
Obligations of states and political subdivisions	\$ 5,918	\$ 16	\$ —	\$ 5,934
December 31, 2020				
Obligations of states and political subdivisions	\$ 6,669	\$ 19	\$ —	\$ 6,688

The following table shows the fair value and gross unrealized losses of securities with unrealized losses, aggregated by investment category and length of time that individual securities have been in a continuous unrealized loss position:

	Less Than 12 Months		Greater Than 12 Months		Total	
	Fair Value	Unrealized Losses	Fair Value	Unrealized Losses	Fair Value	Unrealized Losses
March 31, 2021 - Available for Sale						
U.S. Treasury securities	\$ 9,514	\$ (62)	\$ —	\$ —	\$ 9,514	\$ (62)
Obligations of U.S. Government sponsored agencies	5,069	(221)	—	—	5,069	(221)
Obligations of states and political subdivisions	349	(3)	—	—	349	(3)
Corporate notes	7,890	(100)	—	—	7,890	(100)
Totals	<u>\$ 22,822</u>	<u>\$ (386)</u>	<u>\$ —</u>	<u>\$ —</u>	<u>\$ 22,822</u>	<u>\$ (386)</u>
December 31, 2020 - Available for Sale						
Obligations of U.S. Government sponsored agencies	\$ 5,640	\$ (53)	\$ —	\$ —	\$ 5,640	\$ (53)
Corporate notes	7,890	(85)	—	—	7,890	(85)
Totals	<u>\$ 13,530</u>	<u>\$ (138)</u>	<u>\$ —</u>	<u>\$ —</u>	<u>\$ 13,530</u>	<u>\$ (138)</u>

As of March 31, 2021, the Company does not consider its securities with unrealized losses to be other-than-temporarily impaired, as the unrealized losses in each category have occurred as a result of changes in interest rates, market spreads and market conditions subsequent to purchase, not credit deterioration. The Company has the intent and ability to hold its securities to maturity or until par is recovered. There were no other-than-temporary impairments charged to earnings during the three months ended March 31, 2021 or 2020.

The following is a summary of amortized cost and estimated fair value of securities by contractual maturity as of March 31, 2021. Contractual maturities will differ from expected maturities for mortgage-backed securities because borrowers may have the right to call or prepay obligations without penalties.

	Available for Sale		Held to Maturity	
	Amortized Cost	Estimated Fair Value	Amortized Cost	Estimated Fair Value
Due in one year or less	\$ 13,126	\$ 13,094	\$ 70	\$ 70
Due after one year through 5 years	11,532	12,250	3,453	3,469
Due after 5 years through ten years	25,136	25,858	2,395	2,395
Due after 10 years	72,595	75,310	—	—
Subtotal	122,389	126,512	5,918	5,934
Mortgage-backed securities	39,358	41,428	—	—
Total	<u>\$ 161,747</u>	<u>\$ 167,940</u>	<u>\$ 5,918</u>	<u>\$ 5,934</u>

There were no sales of securities available for sale or held to maturity for the three months ended March 31, 2021 and 2020.

NOTE 5 – LOANS, ALLOWANCE FOR LOAN LOSSES, AND CREDIT QUALITY

The following table presents total loans by portfolio segment and class of loan as of March 31, 2021 and December 31, 2020:

	March 31, 2021	December 31, 2020
Commercial/industrial	\$ 474,920	\$ 447,344
Commercial real estate - owner occupied	552,779	549,619
Commercial real estate - non-owner occupied	444,182	443,144
Construction and development	136,277	140,042
Residential 1-4 family	554,353	545,818
Consumer	29,736	30,359
Other	40,579	38,054
Subtotals	2,232,826	2,194,380
ALL	(18,531)	(17,658)
Loans, net of ALL	2,214,295	2,176,722
Deferred loan fees and costs	(3,934)	(2,920)
Loans, net	\$ 2,210,361	\$ 2,173,802

The ALL by loan type as of March 31, 2021 and 2020 is summarized as follows:

	Commercial / Industrial	Commercial Real Estate - Owner Occupied	Commercial Real Estate - Non-Owner Occupied	Construction and Development	Residential 1-4 Family	Consumer	Other	Total
ALL - January 1, 2021	\$ 2,049	\$ 6,108	\$ 3,904	\$ 1,027	\$ 3,960	\$ 201	\$ 409	\$ 17,658
Charge-offs	—	(24)	—	—	—	—	(10)	(34)
Recoveries	2	—	—	—	4	—	1	7
Provision	395	261	(58)	158	157	—	(13)	900
ALL - March 31, 2021	2,446	6,345	3,846	1,185	4,121	201	387	18,531
ALL ending balance individually evaluated for impairment	15	—	737	—	—	—	—	752
ALL ending balance collectively evaluated for impairment	\$ 2,431	\$ 6,345	\$ 3,109	\$ 1,185	\$ 4,121	\$ 201	\$ 387	\$ 17,779
Loans outstanding - March 31, 2021	\$ 474,920	\$ 552,779	\$ 444,182	\$ 136,277	\$ 554,353	\$ 29,736	\$ 40,579	\$ 2,232,826
Loans ending balance individually evaluated for impairment	1,257	1,149	9,331	—	260	—	—	11,997
Loans ending balance collectively evaluated for impairment	\$ 473,663	\$ 551,630	\$ 434,851	\$ 136,277	\$ 554,093	\$ 29,736	\$ 40,579	\$ 2,220,829

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	Commercial / Industrial	Commercial Real Estate - Owner Occupied	Commercial Real Estate - Non-Owner Occupied	Construction and Development	Residential 1-4 Family	Consumer	Other	Total
ALL - January 1, 2020	\$ 2,320	\$ 4,587	\$ 1,578	\$ 548	\$ 2,169	\$ 141	\$ 53	\$ 11,396
Charge-offs	(1)	(77)	—	—	—	—	(5)	(83)
Recoveries	—	640	1	—	34	—	4	679
Provision	315	271	223	75	107	1	(17)	975
ALL - March 31, 2020	2,634	5,421	1,802	623	2,310	142	35	12,967
ALL ending balance individually evaluated for impairment	830	410	—	—	—	—	—	1,240
ALL ending balance collectively evaluated for impairment	<u>\$ 1,804</u>	<u>\$ 5,011</u>	<u>\$ 1,802</u>	<u>\$ 623</u>	<u>\$ 2,310</u>	<u>\$ 142</u>	<u>\$ 35</u>	<u>\$ 11,727</u>
Loans outstanding - March 31, 2020	\$ 313,448	\$ 458,490	\$ 375,871	\$ 140,991	\$ 442,375	\$ 27,936	\$ 6,588	\$ 1,765,699
Loans ending balance individually evaluated for impairment	1,872	5,235	—	—	—	—	—	7,107
Loans ending balance collectively evaluated for impairment	<u>\$ 311,576</u>	<u>\$ 453,255</u>	<u>\$ 375,871</u>	<u>\$ 140,991</u>	<u>\$ 442,375</u>	<u>\$ 27,936</u>	<u>\$ 6,588</u>	<u>\$ 1,758,592</u>

The Company's past due loans as of March 31, 2021 is summarized as follows:

	30-89 Days Past Due Accruing	90 Days or more Past Due and Accruing	Non-Accrual	Total
Commercial/industrial	\$ 3	\$ —	\$ 1,130	\$ 1,133
Commercial real estate - owner occupied	328	—	1,167	1,495
Commercial real estate - non-owner occupied	—	—	9,716	9,716
Construction and development	563	—	280	843
Residential 1-4 family	357	319	1,129	1,805
Consumer	18	4	6	28
Other	—	42	—	42
	<u>\$ 1,269</u>	<u>\$ 365</u>	<u>\$ 13,428</u>	<u>\$ 15,062</u>

The Company's past due loans as of December 31, 2020 is summarized as follows:

	30-89 Days Past Due Accruing	90 Days or more Past Due and Accruing	Non-Accrual	Total
Commercial/industrial	\$ 116	\$ —	\$ 433	\$ 549
Commercial real estate - owner occupied	—	1,582	1,078	2,660
Commercial real estate - non-owner occupied	—	—	8,087	8,087
Construction and development	—	—	281	281
Residential 1-4 family	1,415	142	912	2,469
Consumer	4	14	5	23
Other	—	—	—	—
	<u>\$ 1,535</u>	<u>\$ 1,738</u>	<u>\$ 10,796</u>	<u>\$ 14,069</u>

The Company utilizes a numerical risk rating system for commercial relationships. All other types of relationships (ex: residential, consumer, other) are assigned a "Pass" rating, unless they have fallen 90 days past due or more, at which time they receive a rating of

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7. The Company uses split ratings for government guaranties on loans. The portion of a loan that is supported by a government guaranty is included with other Pass credits.

The determination of a commercial loan risk rating begins with completion of a matrix, which assigns scores based on the strength of the borrower's debt service coverage, collateral coverage, balance sheet leverage, industry outlook, and customer concentration. A weighted average is taken of these individual scores to arrive at the overall rating. This rating is subject to adjustment by the loan officer based on facts and circumstances pertaining to the borrower. Risk ratings are subject to independent review.

Commercial borrowers with ratings between 1 and 5 are considered Pass credits, with 1 being most acceptable and 5 being just above the minimum level of acceptance.

Commercial borrowers rated 6 have potential weaknesses which may jeopardize repayment ability.

Borrowers rated 7 have a well-defined weakness or weaknesses such as the inability to demonstrate significant cash flow for debt service based on analysis of the company's financial information. These loans remain on accrual status provided full collection of principal and interest is reasonably expected. Otherwise they are deemed impaired and placed on nonaccrual status. Borrowers rated 8 are the same as 7 rated credits with one exception: collection or liquidation in full is not probable.

The breakdown of loans by risk rating as of March 31, 2021 is as follows:

	Pass (1-5)	6	7	8	Total
Commercial/industrial	\$ 465,975	\$ 2,116	\$ 6,829	\$ —	\$ 474,920
Commercial real estate - owner occupied	521,373	2,961	28,445	—	552,779
Commercial real estate - non-owner occupied	433,624	101	10,457	—	444,182
Construction and development	135,527	—	750	—	136,277
Residential 1-4 family	551,913	134	2,306	—	554,353
Consumer	29,730	—	6	—	29,736
Other	40,579	—	—	—	40,579
	<u>\$ 2,178,721</u>	<u>\$ 5,312</u>	<u>\$ 48,793</u>	<u>\$ —</u>	<u>\$ 2,232,826</u>

The breakdown of loans by risk rating as of December 31, 2020 is as follows:

	Pass (1-5)	6	7	8	Total
Commercial/industrial	\$ 440,461	\$ 2,479	\$ 4,404	\$ —	\$ 447,344
Commercial real estate - owner occupied	520,075	5,844	23,700	—	549,619
Commercial real estate - non-owner occupied	432,444	—	10,700	—	443,144
Construction and development	139,693	21	328	—	140,042
Residential 1-4 family	543,163	456	2,199	—	545,818
Consumer	30,359	—	—	—	30,359
Other	38,054	—	—	—	38,054
	<u>\$ 2,144,249</u>	<u>\$ 8,800</u>	<u>\$ 41,331</u>	<u>\$ —</u>	<u>\$ 2,194,380</u>

The ALL represents management's estimate of probable and inherent credit losses in the loan portfolio. Estimating the amount of the ALL requires the exercise of significant judgment and the use of estimates related to the amount and timing of expected future cash flows on impaired loans, estimated losses on pools of homogenous loans based on historical loss experience, and consideration of other qualitative factors such as current economic trends and conditions, all of which may be susceptible to significant change. The loan portfolio also represents the largest asset on the consolidated balance sheets. Loan losses are charged off against the ALL, while recoveries of amounts previously charged off are credited to the ALL. A provision for loan losses is charged to operations based on management's periodic evaluation of the factors previously mentioned, as well as other pertinent factors.

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The ALL consists of specific reserves for certain individually evaluated impaired loans and general reserves for collectively evaluated non-impaired loans. Specific reserves reflect estimated losses on impaired loans from management's analyses developed through specific credit allocations. The specific reserves are based on regular analyses of impaired, non-homogenous loans greater than \$250,000. These analyses involve a high degree of judgment in estimating the amount of loss associated with specific loans, including estimating the amount and timing of future cash flows and collateral values. The general reserve is based in part on the Bank's historical loss experience which is updated quarterly. The general reserve portion of the ALL also includes consideration of certain qualitative factors such as 1) changes in lending policies and/or underwriting practices, 2) national and local economic conditions, 3) changes in portfolio volume and nature, 4) experience, ability and depth of lending management and other relevant staff, 5) levels of and trends in past-due and nonaccrual loans and quality, 6) changes in loan review and oversight, 7) impact and effects of concentrations and 8) other issues deemed relevant.

There are many factors affecting ALL; some are quantitative while others require qualitative judgment. The process for determining the ALL (which management believes adequately considers potential factors which might possibly result in credit losses) includes subjective elements and, therefore, may be susceptible to significant change. To the extent actual outcomes differ from management estimates, additional provisions for loan losses could be required that could adversely affect the Company's earnings or financial position in future periods. Allocations of the ALL may be made for specific loans but the entire ALL is available for any loan that, in management's judgment, should be charged off or for which an actual loss is realized. As an integral part of their examination process, various regulatory agencies review the ALL as well. Such agencies may require that changes in the ALL be recognized when such regulators' credit evaluations differ from those of management based on information available to the regulators at the time of their examinations.

A summary of impaired loans individually evaluated as of March 31, 2021 is as follows:

	Commercial/ Industrial	Commercial Real Estate - Owner Occupied	Commercial Real Estate - Non-Owner Occupied	Construction and Development	Residential 1-4 Family	Consumer	Other	Unallocated	Total
<u>With an allowance recorded:</u>									
Recorded investment	\$ 488	\$ —	\$ 9,331	\$ —	\$ —	\$ —	\$ —	\$ —	\$ 9,819
Unpaid principal balance	488	—	9,331	—	—	—	—	—	9,819
Related allowance	15	—	737	—	—	—	—	—	752
<u>With no related allowance recorded:</u>									
Recorded investment	\$ 769	\$ 1,149	\$ —	\$ —	\$ 260	\$ —	\$ —	\$ —	\$ 2,178
Unpaid principal balance	769	1,149	—	—	260	—	—	—	2,178
Related allowance	—	—	—	—	—	—	—	—	—
<u>Total:</u>									
Recorded investment	\$ 1,257	\$ 1,149	\$ 9,331	\$ —	\$ 260	\$ —	\$ —	\$ —	\$ 11,997
Unpaid principal balance	1,257	1,149	9,331	—	260	—	—	—	11,997
Related allowance	15	—	737	—	—	—	—	—	752
Average recorded investment	\$ 868	\$ 1,160	\$ 9,004	\$ —	\$ 260	\$ —	\$ —	\$ —	\$ 11,292

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A summary of impaired loans individually evaluated as of December 31, 2020 is as follows:

	Commercial/ Industrial	Commercial Real Estate - Owner Occupied	Commercial Real Estate - Non-Owner Occupied	Construction and Development	Residential 1-4 Family	Consumer	Other	Total
<u>With an allowance recorded:</u>								
Recorded investment	\$ 478	\$ —	\$ 7,684	\$ —	\$ —	\$ —	\$ —	\$ 8,162
Unpaid principal balance	478	—	7,684	—	—	—	—	8,162
Related allowance	10	—	890	—	—	—	—	900
<u>With no related allowance recorded:</u>								
Recorded investment	\$ —	\$ 1,171	\$ 992	\$ —	\$ 260	\$ —	\$ —	\$ 2,423
Unpaid principal balance	—	1,171	992	—	260	—	—	2,423
Related allowance	—	—	—	—	—	—	—	—
<u>Total:</u>								
Recorded investment	\$ 478	\$ 1,171	\$ 8,676	\$ —	\$ 260	\$ —	\$ —	\$ 10,585
Unpaid principal balance	478	1,171	8,676	—	260	—	—	10,585
Related allowance	10	—	890	—	—	—	—	900
Average recorded investment	\$ 1,178	\$ 2,535	\$ 4,338	\$ —	\$ 130	\$ —	\$ —	\$ 8,181

Interest recognized while these loans were impaired is considered immaterial to the consolidated financial statements for the three months ended March 31, 2021 and 2020.

The following table presents loans acquired with deteriorated credit quality as of March 31, 2021 and December 31, 2020. No loans in this table had a related allowance at either date, and therefore, the below disclosures were not expanded to include loans with and without a related allowance.

	March 31, 2021		December 31, 2020	
	Recorded Investment	Unpaid Principal Balance	Recorded Investment	Unpaid Principal Balance
Commercial & Industrial	\$ 732	\$ 833	\$ 805	\$ 907
Commercial real estate - owner occupied	3,840	4,697	3,860	4,718
Commercial real estate - non-owner occupied	1,230	1,393	1,245	1,410
Construction and development	75	83	81	90
Residential 1-4 family	858	1,141	870	1,162
Consumer	—	—	—	—
Other	—	—	—	—
	<u>\$ 6,735</u>	<u>\$ 8,147</u>	<u>\$ 6,861</u>	<u>\$ 8,287</u>

Due to the nature of these loan relationships, prepayment expectations have not been considered in the determination of future cash flows. Management regularly monitors these loan relationships, and if information becomes available that indicates expected cash flows will differ from initial expectations, it may necessitate reclassification between accretable and non-accretable components of the original discount calculation.

The following table represents the change in the accretable and non-accretable components of discounts on loans acquired with deteriorated credit quality for the nine months ended March 31, 2021, and year ended December 31, 2020:

	March 31, 2021		December 31, 2020	
	Accretable discount	Non-accretable discount	Accretable discount	Non-accretable discount
Balance at beginning of period	\$ 1,250	\$ 176	\$ 222	\$ 220
Acquired balance, net	—	—	1,064	727
Reclassifications between accretable and non-accretable	7	(7)	771	(771)
Accretion to loan interest income	(14)	—	(807)	—
Balance at end of period	<u>\$ 1,243</u>	<u>\$ 169</u>	<u>\$ 1,250</u>	<u>\$ 176</u>

A troubled debt restructuring ("TDR") includes a loan modification where a borrower is experiencing financial difficulty and we grant a concession to that borrower that we would not otherwise consider except for the borrower's financial difficulties. These concessions

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may include modifications of the terms of the debt such as deferral of payments, extension of maturity, reduction of principal balance, reduction of the stated interest rate other than normal market rate adjustments, or a combination of these concessions. Debt may be bifurcated with separate terms for each tranche of the restructured debt. Restructuring a loan in lieu of aggressively enforcing the collection of the loan may benefit the Company by increasing the ultimate probability of collection.

A TDR may be either on accrual or nonaccrual status based upon the performance of the borrower and management's assessment of collectability. If a TDR is placed on nonaccrual status, which could occur based on the same criteria as non-TDR loans, it remains there until a sufficient period of performance under the restructured terms has occurred at which it returned to accrual status, generally 6 months.

As of March 31, 2021 and December 31, 2020 the Company had no specific reserves for TDRs.

As a result of the COVID-19 pandemic, the Bank experienced an increase in customer requests for loan modifications and payment deferrals. Certain provisions of the Coronavirus Aid, Relief, and Economic Security (CARES) act, as extended, signed into law on March 27, 2020, allowed financial institutions the option to exempt loan modifications related to the COVID-19 pandemic that would otherwise be categorized as a TDR from consideration for TDR treatment. Modifications in the scope of the exemption include forbearance agreements, interest-rate modifications, repayment plan changes and any other similar arrangements that would delay payments of principal or interest. This relief is allowable on modifications on loans which were not more than 30 days past due as of December 31, 2019, and that occur after March 1, 2020, and before the earlier of 60 days after the date on which the national emergency related to the COVID-19 outbreak is terminated.

The following table presents the TDRs during the three months ended March 31, 2021:

2021			
	Number of Contracts	Pre-Modification Outstanding Recorded Investment	Post-Modification Outstanding Recorded Investment
Commercial Real Estate	1	\$ 111	\$ 111

The following table presents the TDRs during the three months March 31, 2020:

2020			
	Number of Contracts	Pre-Modification Outstanding Recorded Investment	Post-Modification Outstanding Recorded Investment
Commercial Real Estate	1	\$ 115	\$ 115

NOTE 6 – MORTGAGE SERVICING RIGHTS

Loans serviced for others are not included in the accompanying consolidated balance sheets. MSRs are recognized as separate assets when loans sold in the secondary market are sold with servicing retained. The Company utilizes a third-party consulting firm to determine an accurate assessment of the MSRs fair value. The third-party firm collects relevant data points from numerous sources. Some of these data points relate directly to the pricing level or relative value of the mortgage servicing while other data points relate to the assumptions used to derive fair value. In addition, the valuation evaluates specific collateral types, and current and historical performance of the collateral in question. The valuation process focuses on the non-distressed secondary servicing market, common industry practices and current regulatory standards. The primary determinants of the fair value of MSRs are servicing fee percentage, ancillary income, expected loan life or prepayment speeds, discount rates, costs to service, delinquency rates, foreclosure losses and recourse obligations. The valuation data also contains interest rate shock analyses for monitoring fair value changes in differing interest rate environments.

Following is an analysis of activity in the MSR asset:

	Three Months Ended March 31, 2021	Year Ended December 31, 2020
Fair value at beginning of period	\$ 3,726	\$ 4,287
MSR asset acquired	—	384
Servicing asset additions	560	1,375
Loan payments and payoffs	(479)	(1,533)
Changes in valuation inputs and assumptions used in the valuation model	(81)	(787)
Amount recognized through earnings	—	(945)
Fair value at end of period	<u>\$ 3,726</u>	<u>\$ 3,726</u>
Unpaid principal balance of loans serviced for others	\$ 632,191	\$ 612,707
Mortgage servicing rights as a percent of loans serviced for others	0.59	0.61

The primary economic assumptions utilized by the Company in measuring the value of MSRs were constant prepayment speeds of 16.3 months as of March 31, 2021 and December 31, 2020, respectively, and discount rates of 10.3% as of each period end.

NOTE 7 – NOTES PAYABLE

From time to time the Company utilizes FHLB advances to fund liquidity. At March 31, 2021 and December 31, 2020, the Company had outstanding balances borrowed from the FHLB of \$13.0 million and \$23.5 million, respectively. The advances, rate, and maturities of FHLB advances were as follows:

	Maturity	Rate	March 31, 2021	December 31, 2020
			(dollars in thousands)	
Fixed rate, fixed term	01/22/2021	1.67 %	—	2,000
Fixed rate, fixed term	01/25/2021	2.37 %	—	5,000
Fixed rate, fixed term	01/27/2021	1.60 %	—	1,000
Fixed rate, fixed term	03/29/2021	0.00 %	—	2,377
Fixed rate, fixed term	05/03/2021	2.87 %	500	500
Fixed rate, fixed term	05/03/2021	0.00 %	4,000	4,000
Fixed rate, fixed term	05/03/2021	0.00 %	4,000	4,000
Fixed rate, fixed term	06/28/2021	2.00 %	250	250
Fixed rate, fixed term	11/03/2021	1.46 %	400	400
Fixed rate, fixed term	12/08/2021	2.87 %	500	500
Fixed rate, fixed term	12/27/2021	1.99 %	250	250
Fixed rate, fixed term	01/24/2022	2.51 %	250	250
Fixed rate, fixed term	05/02/2022	2.98 %	500	500
Fixed rate, fixed term	06/08/2022	2.92 %	500	500
Fixed rate, fixed term	11/21/2022	3.02 %	600	600
Fixed rate, fixed term	11/21/2023	3.06 %	600	600
Fixed rate, fixed term	01/04/2027	0.00 %	—	103
Fixed rate, fixed term	04/22/2030	0.00 %	508	508
			12,858	23,338
Adjustment due to purchase accounting			109	131
			<u>\$ 12,967</u>	<u>\$ 23,469</u>

Future maturities of borrowings were as follows:

	March 31, 2021	December 31, 2020
1 year or less	\$ 10,150	\$ 20,277
1 to 2 years	1,600	1,850
2 to 3 years	600	600
3 to 4 years	—	—
4 to 5 years	—	—
Over 5 years	508	611
	<u>\$ 12,858</u>	<u>\$ 23,338</u>

The Company maintains a \$7.5 million line of credit with a commercial bank, which was entered into on May 15, 2020. There were no outstanding balances on this note at March 31, 2021 or December 31, 2020. Any future borrowings will require monthly payments of interest at a variable rate, and will be due in full on May 15, 2021.

NOTE 8 – SUBORDINATED NOTES

During September 2017, the Company entered into subordinated note agreements with three separate commercial banks. The Company had outstanding balances of \$11.5 million under these agreements as of March 31, 2021 and December 31, 2020. These notes were all issued with 10-year maturities, carry interest at a variable rate payable quarterly, are callable on or after the sixth anniversary of the issuance dates, and qualify for Tier 2 capital for regulatory purposes.

During July 2020, the Company entered into subordinated note agreements with two separate commercial banks. The Company had outstanding balances of \$6.0 million under these agreements as of March 31, 2021 and December 31, 2020. These notes were issued

with 10-year maturities, carry interest at a fixed rate of 5.0% through June 30, 2025, and at a variable rate thereafter, payable quarterly. These notes are callable on or after January 1, 2026 and qualify for Tier 2 capital for regulatory purposes.

NOTE 9 – REGULATORY MATTERS

Banks and certain bank holding companies are subject to regulatory capital requirements administered by federal banking agencies. Capital adequacy guidelines and, additionally for banks, prompt corrective action regulations involve quantitative measures of assets, liabilities, and certain off-balance sheet items calculated under regulatory accounting practices. Capital amounts and classifications are also subject to qualitative judgments by regulators. Failure to meet capital requirements can initiate regulatory action.

The Economic Growth, Regulatory Relief, and Consumer Protection Act, signed into law in May 2018 raised the threshold for those bank holding companies subject to the Federal Reserve’s Small Bank Holding Company Policy Statement to \$3 billion. As a result, as of the effective date of that change in 2018, the Company was no longer required to comply with the risk-based capital rules applicable to the Bank. The Federal Reserve may, however, require smaller bank holding companies to maintain certain minimum capital levels, depending upon general economic conditions and a bank holding company’s particular condition, risk profile and growth plans.

Under regulatory guidance for non-advanced approaches institutions, the Bank is required to maintain minimum amounts and ratios of common equity Tier I capital to risk-weighted assets, including an additional conservation buffer determined by banking regulators. As of March 31, 2021 and December 31, 2020, this buffer was 2.5%. As of March 31, 2021 and December 31, 2020, the Bank met all capital adequacy requirements to which they are subject.

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Actual and required capital amounts and ratios are presented below at period-end:

	Actual		For Capital Adequacy Purposes		Minimum Capital Adequacy with Capital Buffer		To Be Well Capitalized Under Prompt Corrective Action Provisions	
	Amount	Ratio	Amount	Ratio	Amount	Ratio	Amount	Ratio
March 31, 2021								
Total capital (to risk-weighted assets):								
Corporation	\$ 273,820	12.03 %	NA	NA	NA	NA	NA	NA
Bank	\$ 275,618	12.11 %	\$ 182,108	8.00 %	\$ 239,017	10.50 %	\$ 227,635	10.00 %
Tier 1 capital (to risk-weighted assets):								
Corporation	\$ 237,789	10.45 %	NA	NA	NA	NA	NA	NA
Bank	\$ 257,087	11.29 %	\$ 136,581	6.00 %	\$ 193,490	8.50 %	\$ 182,108	8.00 %
Common Equity Tier 1 capital (to risk-weighted assets):								
Corporation	\$ 237,789	10.45 %	NA	NA	NA	NA	NA	NA
Bank	\$ 257,087	11.29 %	\$ 102,436	4.50 %	\$ 159,344	7.00 %	\$ 147,963	6.50 %
Tier 1 capital (to average assets):								
Corporation	\$ 237,789	8.84 %	NA	NA	NA	NA	NA	NA
Bank	\$ 257,087	9.60 %	\$ 107,088	4.00 %	\$ 107,088	4.00 %	\$ 133,861	5.00 %
December 31, 2020								
Total capital (to risk-weighted assets):								
Corporation	\$ 263,344	11.74 %	NA	NA	NA	NA	NA	NA
Bank	\$ 263,129	11.73 %	\$ 179,420	8.00 %	\$ 235,489	10.50 %	\$ 224,275	10.00 %
Tier 1 capital (to risk-weighted assets):								
Corporation	\$ 228,186	10.17 %	NA	NA	NA	NA	NA	NA
Bank	\$ 245,471	10.95 %	\$ 134,565	6.00 %	\$ 190,634	8.50 %	\$ 179,420	8.00 %
Common Equity Tier 1 capital (to risk-weighted assets):								
Corporation	\$ 228,186	10.17 %	NA	NA	NA	NA	NA	NA
Bank	\$ 245,471	10.95 %	\$ 100,924	4.50 %	\$ 156,993	7.00 %	\$ 145,779	6.50 %
Tier 1 capital (to average assets):								
Corporation	\$ 228,186	8.74 %	NA	NA	NA	NA	NA	NA
Bank	\$ 45,471	9.46 %	\$ 103,814	4.00 %	\$ 103,814	4.00 %	\$ 129,768	5.00 %

NOTE 10 – COMMITMENTS AND CONTINGENCIES

The Company enters into commitments to originate loans whereby the interest rate on the loan is determined prior to funding (rate-lock commitments). Rate-lock commitments on mortgage loans that are intended to be sold are considered to be derivatives. Accordingly, such commitments, along with any related fees received from potential borrowers, are recorded at fair value in derivative assets or liabilities, with changes in fair value recorded in the net gain or loss on sale of mortgage loans. Fair value is based on fees currently charged to enter into similar agreements and for fixed rate commitments also considers the difference between current levels of interest rates and committed rates. The notional amount of rate-lock commitments at March 31, 2021 and December 31, 2020 was approximately \$56.0 million and \$69.6 million, respectively.

The Company is party to financial instruments with off-balance sheet risk in the normal course of business to meet the financing needs of its customers. These instruments involve, to varying degrees, elements of credit risk in excess of the amount recognized in the consolidated balance sheets.

The Company's exposure to credit loss is represented by the contractual or notional amount of these commitments. The Company follows the same credit policies in making commitments as it does for on-balance-sheet instruments. Since some of the commitments are expected to expire without being drawn upon and some of the commitments may not be drawn upon to the total extent of the commitment, the notional amount of these commitments does not necessarily represent future cash requirements.

The following commitments were outstanding:

	Notional Amount	
	March 31, 2021	December 31, 2020
Commitments to extend credit:		
Fixed	\$ 77,324	\$ 72,298
Variable	400,358	388,738
Credit card arrangements	11,122	10,867
Letters of credit	7,421	7,567

NOTE 11 – FAIR VALUE MEASUREMENTS

Accounting guidance establishes a fair value hierarchy to maximize the use of observable inputs and minimize the use of unobservable inputs when measuring fair value. The standard describes three levels of inputs that may be used to measure fair value.

- Level 1: Quoted prices (unadjusted) or identical assets or liabilities in active markets that the entity has the ability to access as of the measurement date.
- Level 2: Significant other observable inputs other than Level 1 prices such as quoted prices for similar assets or liabilities; quoted prices in markets that are not active; or other inputs that are observable or can be corroborated by observable market data.
- Level 3: Significant unobservable inputs that reflect a reporting entity's own assumptions about the assumptions that market participants would use in pricing an asset or liability.

Information regarding the fair value of assets measured at fair value on a recurring basis is as follows:

	Instruments Measured At Fair Value	Markets for Identical Assets (Level 1)	Other Observable Inputs (Level 2)	Significant Unobservable Inputs (Level 3)
<u>March 31, 2021</u>				
Assets				
Securities available for sale				
U.S. Treasury securities	\$ 9,514	\$ —	\$ 9,514	\$ —
Obligations of U.S. Government sponsored agencies	17,349	—	17,349	—
Obligations of states and political subdivisions	70,063	—	70,063	—
Mortgage-backed securities	41,428	—	41,428	—
Corporate notes	27,750	—	27,750	—
Certificates of deposit	1,836	—	1,836	—
Mortgage servicing rights	3,726	—	3,726	—
<u>December 31, 2020</u>				
Assets				
Securities available for sale				
Obligations of U.S. Government sponsored agencies	\$ 18,779	\$ —	\$ 18,779	\$ —
Obligations of states and political subdivisions	72,217	—	72,217	—
Mortgage-backed securities	44,199	—	44,199	—
Corporate notes	27,743	—	27,743	—
Certificates of deposit	2,101	—	2,101	—
Mortgage servicing rights	3,726	—	3,726	—

There were no assets measured on a recurring basis using significant unobservable inputs (Level 3) during these periods.

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Information regarding the fair value of assets measured at fair value on a non-recurring basis is as follows:

	Assets Measured At Fair Value	Quoted Prices In Active Markets for Identical Assets (Level 1)	Significant Other Observable Inputs (Level 2)	Significant Unobservable Inputs (Level 3)
March 31, 2021				
OREO	\$ 915	\$ —	\$ —	\$ 915
Impaired Loans, net of impairment reserve	18,545	—	—	18,545
	<u>\$ 19,460</u>	<u>\$ —</u>	<u>\$ —</u>	<u>\$ 19,460</u>
December 31, 2020				
OREO	\$ 1,885	\$ —	\$ —	\$ 1,885
Impaired Loans, net of impairment reserve	16,784	—	—	16,784
	<u>\$ 18,669</u>	<u>\$ —</u>	<u>\$ —</u>	<u>\$ 18,669</u>

The following is a description of the valuation methodologies used by the Company for the items noted in the table above, including the general classification of such instruments in the fair value hierarchy. For individually evaluated impaired loans, the amount of impairment is based upon the present value of expected future cash flows discounted at the loan's effective interest rate, the estimated fair value of the underlying collateral for collateral-dependent loans, or the estimated liquidity of the note. For OREO, the fair value is based upon the estimated fair value of the underlying collateral adjusted for the expected costs to sell. The following table shows significant unobservable inputs used in the fair value measurement of Level 3 assets:

	Valuation Technique	Unobservable Inputs	Range of Discounts	Weighted Average Discount
As of March 31, 2021				
Other real estate owned	Third party appraisals, sales contracts or brokered price options	Collateral discounts and estimated costs to sell	27% - 75 %	39.0 %
Impaired loans	Third party appraisals and discounted cash flows	Collateral discounts and discount rates	0% - 100 %	6.8 %
As of December 31, 2020				
Other real estate owned	Third party appraisals, sales contracts or brokered price options	Collateral discounts and estimated costs to sell	23% - 100 %	40.2 %
Impaired loans	Third party appraisals and discounted cash flows	Collateral discounts and discount rates	0% - 100 %	7.8 %

The following methods and assumptions were used by the Company to estimate fair value of financial instruments.

Cash and cash equivalents — Fair value approximates the carrying amount.

Securities — The fair value measurement is obtained from an independent pricing service and is based on recent sales of similar securities and other observable market data.

Loans held for sale — Fair value is based on commitments on hand from investors or prevailing market prices.

Loans — Fair value of variable rate loans that reprice frequently are based on carrying value. Fair value of other loans is estimated by discounting future cash flows using current rates at which similar loans would be made to borrowers with similar credit ratings. Fair value of impaired and other nonperforming loans are estimated using discounted expected future cash flows or the fair value of the underlying collateral, if applicable.

Other investments — The carrying amount reported in the consolidated balance sheets for other investments approximates the fair value of these assets.

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Mortgage servicing rights — Fair values were determined using the present value of future cash flows.

Cash value of life insurance — The carrying amount approximates its fair value.

Deposits — Fair value of deposits with no stated maturity, such as demand deposits, savings, and money market accounts, by definition, is the amount payable on demand on the reporting date. Fair value of fixed-rate time deposits is estimated using discounted cash flows applying interest rates currently offered on similar time deposits.

Securities sold under repurchase agreements — The fair value of securities sold under repurchase agreements with variable rates or due on demand is the amount payable at the reporting date. The fair value of securities sold under repurchase agreements with fixed terms is estimated using discounted cash flows with discount rates at interest rates currently offered for securities sold under repurchase agreements of similar remaining values.

Notes payable and subordinated notes — Rates currently available to the Company for debt with similar terms and remaining maturities are used to estimate fair value of existing debt. Fair value of borrowings is estimated by discounting future cash flows using the current rates at which similar borrowings would be made. Fair value of borrowed funds due on demand is the amount payable at the reporting date.

Off-balance-sheet instruments — Fair value is based on quoted market prices of similar financial instruments where available. If a quoted market price is not available, fair value is based on fees currently charged to enter into similar agreements, taking into account the remaining terms of the agreement and the company's credit standing. Since this amount is immaterial, no amounts for fair value are presented.

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The carrying value and estimated fair value of financial instruments at March 31, 2021 and December 31, 2020 follows:

March 31, 2021	Carrying amount	Fair Value			
		Level 1	Level 2	Level 3	Total
Financial assets:					
Cash and cash equivalents	\$ 261,174	\$ 261,174	\$ —	\$ —	\$ 261,174
Securities held to maturity	5,918	—	5,934	—	5,934
Securities available for sale	167,940	—	167,940	—	167,940
Loans held for sale	381	—	—	381	381
Loans, net	2,210,361	—	—	2,198,254	2,198,254
Other investments, at cost	8,989	—	—	8,989	8,989
Mortgage servicing rights	3,726	—	3,726	—	3,726
Cash surrender value of life insurance	31,586	31,586	—	—	31,586
Financial liabilities:					
Deposits	\$ 2,448,035	\$ —	\$ —	\$ 2,407,851	\$ 2,407,851
Securities sold under repurchase agreements	47,631	—	47,631	—	47,631
Notes payable	12,967	—	12,967	—	12,967
Subordinated notes	17,500	—	17,500	—	17,500

December 31, 2020	Carrying amount	Fair Value			
		Level 1	Level 2	Level 3	Total
Financial assets:					
Cash and cash equivalents	\$ 170,219	\$ 170,219	\$ —	\$ —	\$ 170,219
Securities held to maturity	6,669	—	6,688	—	6,688
Securities available for sale	165,039	—	165,039	—	165,039
Loans held for sale	809	—	—	809	809
Loans, net	2,173,802	—	—	2,168,865	2,168,865
Other investments, at cost	8,896	—	—	8,896	8,896
Mortgage servicing rights	3,726	—	3,726	—	3,726
Cash surrender value of life insurance	31,394	31,394	—	—	31,394
Financial liabilities:					
Deposits	\$ 2,320,963	\$ —	\$ —	\$ 2,309,489	\$ 2,309,489
Securities sold under repurchase agreements	36,377	—	36,377	—	36,377
Notes payable	23,469	—	23,469	—	23,469
Subordinated notes	17,500	—	17,500	—	17,500

The fair value of a financial instrument is the current amount that would be exchanged between willing parties, other than in a forced liquidation. Fair value is best determined based upon quoted market prices. However, in many instances, there are no quoted market prices for the Company's various financial instruments. In cases where quoted market prices are not available, fair values are based on estimates using present value or other valuation techniques. Those techniques are significantly affected by the assumptions used, including the discount rate and estimates of future cash flows. Accordingly, the fair value estimates may not be realized in an immediate settlement of the instrument. Consequently, the aggregate fair value amounts presented may not necessarily represent the underlying fair value of the Company.

Fair value estimates are made at a specific point in time based on relevant market information and information about the financial instrument. These estimates do not reflect any premium or discount that could result from offering for sale at one time the Company's entire holdings of a particular instrument. Because no market exists for a significant portion of the Company's financial instruments, fair value estimates are based on judgments regarding future expected loss experience, current economic conditions, risk characteristics of various financial instruments, and other factors. These estimates are subjective in nature and involve uncertainties and matters that could affect the estimates. Fair value estimates are based on existing on- and off-balance-sheet financial instruments without attempting to estimate the value of anticipated future business and the value of assets and liabilities that are not considered financial instruments.

Deposits with no stated maturities are defined as having a fair value equivalent to the amount payable on demand. This prohibits adjusting fair value derived from retaining those deposits for an expected future period of time. This component, commonly referred to as a deposit base intangible, is neither considered in the above amounts nor is it recorded as an intangible asset on the consolidated balance sheet. Significant assets and liabilities that are not considered financial assets and liabilities include premises and equipment. In addition, the tax ramifications related to the realization of the unrealized gains and losses can have a significant effect on fair value estimates and have not been considered in the estimates.

NOTE 12 – STOCK BASED COMPENSATION

The Company has made restricted share grants pursuant to the Bank First Corporation 2011 Equity Plan and the Bank First Corporation 2020 Equity Plan, which replaced the 2011 Plan. The purpose of the Plan is to provide financial incentives for selected employees and for the non-employee Directors of the Company, thereby promoting the long-term growth and financial success of the Company. The number of shares of Company stock that may be issued pursuant to awards under the 2020 Plan shall not exceed, in the aggregate, 700,000. As of March 31, 2021, 25,416 shares of Company stock have been awarded under the 2020 Plan. Compensation expense for restricted stock is based on the fair value of the awards of Bank First Corporation common stock at the time of grant. The value of restricted stock grants that are expected to vest is amortized into expense over the vesting periods. For the three months ended March 31, 2021 and 2020, compensation expense of \$0.3 million and \$0.2 million, respectively, was recognized related to restricted stock awards.

As of March 31, 2021, there was \$3.5 million of unrecognized compensation cost related to non-vested restricted stock awards granted under the plan. That cost is expected to be recognized over a weighted average period of 3.26 years. The aggregate grant date fair value of restricted stock awards that vested during the three months ended March 31, 2021, was approximately \$1.0 million.

	For the three months ended March 31, 2021		For the three months ended March 31, 2020	
	Shares	Weighted-Average Grant-Date Fair Value	Shares	Weighted-Average Grant-Date Fair Value
Restricted Stock				
Outstanding at beginning of year	57,175	\$ 53.08	50,676	\$ 43.03
Granted	25,416	70.67	25,107	61.49
Vested	(21,121)	49.52	(16,800)	37.38
Forfeited or cancelled	(399)	62.79	—	—
Outstanding at end of year	61,071	\$ 61.57	58,983	\$ 52.50

NOTE 13 – LEASES

Accounting standards require lessees to recognize leases on-balance sheet and disclose key information about leasing arrangements, establishing a right-of-use (“ROU”) model that requires a lessee to recognize a ROU lease asset and liability on the balance sheet for all leases with a term longer than 12 months. Leases are classified as finance or operating, with classification affecting the pattern and classification of expense recognition in the income statement.

Lessee Leases

The Company’s lessee leases are operating leases, and consist of leased real estate for branches. Options to extend and renew leases are generally exercised under normal circumstances. Advance notification is required prior to termination, and any noticing period is often limited to the months prior to renewal. Rent escalations are generally specified by a payment schedule, or are subject to a defined formula. The Company also elected the practical expedient to not separate lease and non-lease components for all leases, the majority of which consist of real estate common area maintenance expenses. Generally, leases do not include guaranteed residual values, but instead typically specify that the leased premises are to be returned in satisfactory condition with the Company liable for damages.

For operating leases, the lease liability and ROU asset (before adjustments) are recorded at the present value of future lease payments. Accounting standards require the use of the lease interest rate; however, this rate is typically not known. As an alternative, the use of

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an entity's fully secured incremental borrowing rate is permitted. The Company is electing to utilize the Wall Street Journal Prime Rate on the date of lease commencement.

	Three-month period ended	
	March 31, 2021	March 31, 2020
Amortization of ROU Assets - Operating Leases	\$ 4	\$ 10
Interest on Lease Liabilities - Operating Leases	22	23
Operating Lease Cost (Cost resulting from lease payments)	26	33
Weighted Average Lease Term (Years) - Operating Leases	32.58	31.54
Weighted Average Discount Rate - Operating Leases	5.50 %	5.50 %

A maturity analysis of operating lease liabilities and reconciliation of the undiscounted cash flows to the total operating lease liabilities as of March 31, 2021 is as follows:

	March 31, 2021
Operating lease payments due:	
Within one year	\$ 94
After one but within two years	86
After two but within three years	86
After three but within four years	85
After four years but within five years	87
After five years	3,302
Total undiscounted cash flows	3,740
Discount on cash flows	(2,153)
Total operating lease liabilities	\$ 1,587

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

The following discussion and analysis of our financial condition and results of operations should be read in conjunction with our audited consolidated financial statements for the year ended December 31, 2020, included in our Annual Report and with our unaudited condensed accompanying notes set forth in this Quarterly Report on Form 10-Q for the quarterly period March 31, 2021.

FORWARD-LOOKING STATEMENTS

Certain statements contained in this report are forward-looking statements within the meaning of and subject to the safe harbor protections of the Private Securities Litigation Reform Act of 1995. These forward-looking statements include, without limitation, statements relating to the Company's assets, business, cash flows, condition (financial or otherwise), credit quality, financial performance, liquidity, short and long-term performance goals, prospects, results of operations, strategic initiatives, potential future acquisitions, disposition and other growth opportunities. These statements, which are based upon certain assumptions and estimates and describe the Company's future plans, results, strategies and expectations, can generally be identified by the use of the words and phrases "may," "will," "should," "could," "would," "goal," "plan," "potential," "estimate," "project," "believe," "intend," "anticipate," "expect," "target," "aim," "predict," "continue," "seek," "projection" and other variations of such words and phrases and similar expressions. These forward-looking statements are not historical facts, and are based upon current expectations, estimates and projections about the Company's industry, management's beliefs and certain assumptions made by management, many of which, by their nature, are inherently uncertain and beyond the Company's control. The inclusion of these forward-looking statements should not be regarded as a representation by the Company or any other person that such expectations, estimates and projections will be achieved. Accordingly, the Company cautions investors that any such forward-looking statements are not guarantees of future performance and are subject to risks, assumptions and uncertainties that are difficult to predict and that are beyond the Company's control. Although the Company believes that the expectations reflected in these forward-looking statements are reasonable as of the date of this report, actual results may prove to be materially different from the results expressed or implied by the forward-looking statements. A number of factors could cause actual results to differ materially from those contemplated by the forward-looking statement in this report including, without limitation, the risks and other factors set forth in the Company's Registration Statements under the captions "Cautionary Note Regarding Forward-Looking Statements" and "Risk factors." Many of these factors are beyond the Company's ability to control or predict. If one or more events related to these or other risks or uncertainties materialize, or if the Company's underlying assumptions prove to be incorrect, actual results may differ materially from the forward-looking statements. Accordingly, investors should not place undue reliance on any such forward-looking statements. Any forward-looking statements speaks only as of the date of this report, and the Company does not undertake any obligation to publicly update or review any forward-looking statement, whether as a result of new information, future developments or otherwise, except as required by law. New risks and uncertainties may emerge from time to time, and it is not possible for the Company to predict their occurrence or how they will affect the Company.

We qualify all of our forward-looking statements by these cautionary statements.

OVERVIEW

Bank First Corporation is a Wisconsin corporation that was organized primarily to serve as the holding company for Bank First, N.A. Bank First, N.A., which was incorporated in 1894, is a nationally-chartered bank headquartered in Manitowoc, Wisconsin. It is a member of the Board of Governors of the Federal Reserve System ("Federal Reserve"), and is regulated by the Office of the Comptroller of the Currency ("OCC"). Including its headquarters in Manitowoc, Wisconsin, the Bank has 21 banking locations in Manitowoc, Outagamie, Brown, Winnebago, Sheboygan, Waupaca, Ozaukee, Monroe, and Jefferson counties in Wisconsin. The Bank offers loan, deposit and treasury management products at each of its banking locations.

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As with most community banks, the Bank derives a significant portion of its income from interest received on loans and investments. The Bank's primary source of funding is deposits, both interest-bearing and noninterest-bearing. In order to maximize the Bank's net interest income, or the difference between the income on interest-earning assets and the expense of interest-bearing liabilities, the Bank must not only manage the volume of these balance sheet items, but also the yields earned on interest-earning assets and the rates paid on interest-bearing liabilities. To account for credit risk inherent in all loans, the Bank maintains an ALL to absorb possible losses on existing loans that may become uncollectible. The Bank establishes and maintains this allowance by charging a provision for loan losses against operating earnings. Beyond its net interest income, the Bank further receives income through the net gain on sale of loans held for sale as well as servicing income which is retained on those sold loans. In order to maintain its operations and bank locations, the Bank incurs various operating expenses which are further described within the "Results of Operations" later in this section.

The Bank is a 49.8% member of a data processing subsidiary, UFS, which provides core data processing, endpoint management cloud services, cyber security and digital banking solutions for over 50 Midwest banks. The Bank, through its 100% owned subsidiary TVG Holdings, Inc., also holds a 40% ownership interest in Ansay, an insurance agency providing clients throughout Wisconsin with insurance and risk management solutions (on October 1, 2019, TVG Holdings, Inc. purchased an additional 10% ownership interest in Ansay, increasing its ownership interest from 30% prior to that date). These unconsolidated subsidiary interests contribute noninterest income to the Bank through their underlying annual earnings.

On October 27, 2017, the Company consummated its merger with Waupaca pursuant to the Agreement and Plan of Bank Merger, dated as of May 11, 2017 and as amended on July 20, 2017, by and among the Company, BFNC Merger Sub, LLC, a wholly-owned subsidiary of the Company, and Waupaca, whereby Waupaca was merged with and into the Company, and First National Bank, Waupaca's wholly owned banking subsidiary, was merged with and into the Bank. The system integration was completed, and six branches of First National Bank opened on October 30, 2017 as branches of the Bank, expanding the Bank's presence into Waupaca county.

On July 12, 2019, the Company consummated its merger with Partnership pursuant to the Agreement and Plan of Bank Merger, dated as of January 22, 2019 and as amended on April 30, 2019, by and among the Company and Partnership, whereby Partnership was merged with and into the Company, and Partnership Bank, Partnership's wholly owned banking subsidiary, was merged with and into the Bank. The system integration was completed, and four branches of Partnership Bank opened on July 15, 2019 as branches of the bank, expanding the Bank's presence into Ozaukee, Monroe and Jefferson counties.

On May 15, 2020, the Company consummated its merger with Timberwood pursuant to the Agreement and Plan of Bank Merger, dated as of November 20, 2019, by and among the Company and Timberwood, whereby Timberwood was merged with and into the Company, and Timberwood Bank, Timberwood's wholly owned banking subsidiary, was merged with and into the Bank. The system integration was completed, and the sole branch of Timberwood Bank opened on May 18, 2020 as a branch of the bank, expanding the Bank's presence in Monroe County.

During the first quarter of 2020, COVID-19 was declared a global pandemic by the World Health Organization and a National Public Health Emergency was declared in the United States. Shortly before the end of March 2020, in response to the COVID-19 pandemic, the government of Wisconsin and of most other states took preventative or protective actions, such as imposing restrictions on travel and business operations, advising or requiring individuals to limit or forego their time outside of their homes, and ordering temporary closures of businesses that have been deemed to be non-essential. These preventative and protective actions within Wisconsin were lifted during May 2020.

The impact of the COVID-19 pandemic on the economy continues to evolve. The COVID-19 pandemic and its associated impacts on trade, travel, unemployment, consumer spending, and other economic activities has resulted in less economic activity and could have an adverse effect on our business, financial condition and results of operations. The ultimate extent of the impact of the COVID-19 pandemic on our business, financial condition and results of operations is currently uncertain and will depend on various developments and other factors, including, among others, the duration and scope of the pandemic, as well as governmental, regulatory and private sector responses to the pandemic, and the associated impacts on the economy, financial markets and our customers.

Our business, financial condition and results of operations generally rely upon the ability of our borrowers to repay their loans, the value of collateral underlying our secured loans, and demand for loans and other products and services we offer, which are highly dependent on the business environment in our primary markets. We have actively reached out to our customers to provide guidance, direction and assistance in these uncertain times. We also participated extensively in the Payroll Protection Program ("PPP"), under which we secured funding of approximately 1,875 loans totaling approximately \$279.6 million during 2020 as well as approximately 1,075 loans totaling approximately \$95.9 million under the new round of funding during the first quarter of 2021.

SELECTED HISTORICAL CONSOLIDATED FINANCIAL DATA

The following tables present certain selected historical consolidated financial data as of the dates or for the period indicated:

(In thousands, except per share data)	At or for the Three Months Ended				
	3/31/2021	12/31/2020	9/30/2020	6/30/2020	3/31/2020
Results of Operations:					
Interest income	\$ 24,442	\$ 27,094	\$ 25,928	\$ 24,382	\$ 23,296
Interest expense	2,339	2,623	3,003	3,586	4,653
Net interest income	22,103	24,471	22,925	20,796	18,643
Provision for loan losses	900	1,650	1,350	3,150	975
Net interest income after provision for loan losses	21,203	22,821	21,575	17,646	17,668
Noninterest income	6,210	6,744	5,115	7,764	3,897
Noninterest expense	12,225	13,972	12,202	14,438	12,741
Income before income tax expense	15,188	15,593	14,488	10,972	8,824
Income tax expense	3,674	4,063	3,534	2,676	1,558
Net income	\$ 11,514	\$ 11,530	\$ 10,954	\$ 8,296	\$ 7,266
Earnings per common share - basic	\$ 1.49	\$ 1.49	\$ 1.42	\$ 1.11	\$ 1.03
Earnings per common share - diluted	1.49	1.49	1.42	1.11	1.02
Common Shares:					
Basic weighted average	7,657,301	7,659,904	7,673,572	7,395,199	7,028,690
Diluted weighted average	7,677,976	7,682,101	7,691,326	7,405,995	7,128,246
Outstanding	7,729,216	7,709,497	7,729,762	7,733,457	7,155,955
Noninterest income / noninterest expense:					
Service charges	\$ 1,467	\$ 1,586	\$ 1,343	\$ 1,158	\$ 916
Income from Ansay	725	169	970	710	891
Income from UFS	366	599	720	850	897
Loan servicing income	505	194	538	226	462
Net gain on sales of mortgage loans	2,811	2,214	1,304	1,332	460
Net gain on sales of securities	—	—	—	3,233	—
Noninterest income from strategic alliances	17	26	16	16	17
Other noninterest income	319	1,956	224	239	254
Total noninterest income	\$ 6,210	\$ 6,744	\$ 5,115	\$ 7,764	\$ 3,897
Personnel expense	\$ 7,091	\$ 7,604	\$ 6,609	\$ 6,608	\$ 6,452
Occupancy, equipment and office	1,210	1,352	1,171	921	1,275
Data processing	1,393	1,519	1,463	1,334	1,199
Postage, stationery and supplies	197	204	219	277	172
Net (gain) loss on sales and valuations of other real estate owned	(133)	(16)	(32)	467	976
Advertising	49	61	41	69	55
Charitable contributions	126	214	110	127	123
Outside service fees	755	1,029	888	1,394	801
Amortization of intangibles	351	522	418	362	334
Penalty for early extinguishment of debt	—	—	—	1,323	—
Other noninterest expense	1,186	1,483	1,315	1,556	1,354
Total noninterest expense	\$ 12,225	\$ 13,972	\$ 12,202	\$ 14,438	\$ 12,741
Period-end balances:					
Loans	\$ 2,228,892	\$ 2,191,460	\$ 2,193,228	\$ 2,115,023	\$ 1,765,242
Allowance for loan losses	18,531	17,658	16,318	16,071	12,967
Investment securities available-for-sale, at fair value	167,940	165,039	173,334	174,067	172,070
Investment securities held-to-maturity, at cost	5,934	6,669	6,670	9,579	43,732
Goodwill and other intangibles, net	64,288	64,639	65,110	65,559	52,789
Total assets	2,446,199	2,718,016	2,639,247	2,657,911	2,200,320
Deposits	2,448,035	2,320,963	2,271,040	2,263,145	1,847,209
Stockholders' equity	303,442	294,857	286,104	276,100	237,682
Book value per common share	39.26	38.25	37.01	35.70	33.21
Tangible book value per common share (1)	31.42	30.35	29.12	27.76	26.44
Average balances:					
Loans	\$ 2,196,142	\$ 2,206,207	\$ 2,140,008	\$ 2,034,738	\$ 1,744,576
Interest-earning assets	2,547,783	2,465,713	2,423,168	2,329,097	2,011,382
Total assets	2,750,471	2,671,967	2,626,136	2,520,882	2,196,662
Deposits	2,355,888	2,316,793	2,260,065	2,130,100	1,843,039
Interest-bearing liabilities	1,694,711	1,663,642	1,636,606	1,589,127	1,476,814
Goodwill and other intangibles, net	60,782	60,836	61,276	53,836	48,606
Stockholders' equity	300,331	289,916	281,656	256,529	233,470
Financial ratios (2):					
Return on average assets	1.67 %	1.71 %	1.67 %	1.32 %	1.32
Return on average common equity	15.34 %	15.78 %	15.56 %	12.94 %	12.45
Average equity to average assets	10.92 %	10.85 %	10.73 %	10.18 %	10.63
Stockholders' equity to assets	10.66 %	10.85 %	10.84 %	10.39 %	10.80
Tangible equity to tangible assets (1)	8.72 %	8.80 %	8.73 %	8.27 %	8.79
Loan yield	4.34 %	4.62 %	4.65 %	4.66 %	5.07
Earning asset yield	3.95 %	4.44 %	4.33 %	4.29 %	4.74
Cost of funds	0.56 %	0.63 %	0.73 %	0.91 %	1.27
Net interest margin, taxable equivalent	3.57 %	4.01 %	3.84 %	3.67 %	3.81
Net loan charge-offs to average loans	0.00 %	0.01 %	0.20 %	0.01 %	(0.14)
Nonperforming loans to total loans	0.63 %	0.57 %	0.84 %	1.09 %	0.42
Nonperforming assets to total assets	0.52 %	0.52 %	0.79 %	0.94 %	0.51
Allowance for loan losses to loans	0.83 %	0.81 %	0.74 %	0.76 %	0.73

- (1) These measures are not measures prepared in accordance with GAAP, and are therefore considered to be non-GAAP financial measures. See “GAAP reconciliation and management explanation of non-GAAP financial measures” for a reconciliation of these measures to their most comparable GAAP measures.
- (2) Income statement-related ratios for partial year periods are annualized.

GAAP RECONCILIATION AND MANAGEMENT EXPLANATION OF NON-GAAP FINANCIAL MEASURES

We identify certain financial measures discussed in the Report as being “non-GAAP financial measures.” The non-GAAP financial measures presented in this Report are tangible book value per common share and tangible equity to tangible assets.

In accordance with the SEC’s rules, we classify a financial measure as being a non-GAAP financial measure if that financial measure excludes or includes amounts, or is subject to adjustments that have the effect of excluding or including amounts, that are included or excluded, as the case may be, in the most directly comparable measure calculated and presented in accordance with GAAP as in effect from time to time in the United States in our statements of income, balance sheets or statements of cash flows.

The non-GAAP financial measures that we discuss in this Report should not be considered in isolation or as a substitute for the most directly comparable or other financial measures calculated in accordance with GAAP. Moreover, the manner in which we calculate the non-GAAP financial measures that we discuss in our selected historical consolidated financial data may differ from that of other companies reporting measures with similar names. You should understand how such other banking organizations calculate their financial measures similar or with names similar to the non-GAAP financial measures we have presented in our selected historical consolidated financial data when comparing such non-GAAP financial measures. The following discussion and reconciliations provide a more detailed analysis of these non-GAAP financial measures.

Tangible book value per common share and tangible equity to tangible assets are non-GAAP measures that exclude the impact of goodwill and other intangibles used by the Company’s management to evaluate capital adequacy. Because intangible assets such as goodwill and other intangibles vary extensively from company to company, we believe that the presentation of this information allows investors to more easily compare the Company’s capital position to other companies. The most directly comparable financial measures calculated in accordance with GAAP are book value per common share, return on average common equity and stockholders’ equity to total assets.

(In thousands, except per share data)	At or for the Three Months Ended				
	3/31/2021	12/31/2020	9/30/2020	6/30/2020	3/31/2020
Tangible Assets					
Total assets	\$ 2,846,199	\$ 2,718,016	\$ 2,639,247	\$ 2,657,911	\$ 2,200,320
Adjustments:					
Goodwill	(55,472)	(55,472)	(55,022)	(55,052)	(43,456)
Core deposit intangible, net of amortization	(5,089)	(5,440)	(5,962)	(6,381)	(5,046)
Tangible assets	<u>\$ 2,785,638</u>	<u>\$ 2,657,104</u>	<u>\$ 2,578,263</u>	<u>\$ 2,596,478</u>	<u>\$ 2,151,818</u>
Tangible Common Equity					
Total stockholders' equity	\$ 303,442	\$ 294,857	\$ 286,104	\$ 276,100	\$ 237,682
Adjustments:					
Goodwill	(55,472)	(55,472)	(55,022)	(55,052)	(43,456)
Core deposit intangible, net of amortization	(5,089)	(5,440)	(5,962)	(6,381)	(5,046)
Tangible common equity	<u>\$ 242,881</u>	<u>\$ 233,945</u>	<u>\$ 225,120</u>	<u>\$ 214,667</u>	<u>\$ 189,180</u>
Book value per common share	\$ 39.26	\$ 38.25	\$ 37.01	\$ 35.70	\$ 33.21
Tangible book value per common share	31.42	30.35	29.12	27.76	26.44
Total stockholders' equity to total assets	10.66 %	10.85 %	10.84 %	10.39 %	10.80 %
Tangible common equity to tangible assets	8.72 %	8.80 %	8.73 %	8.27 %	8.79 %

RESULTS OF OPERATIONS

Results of Operations for the Three Months Ended March 31, 2021 and March 31, 2020

General. Net income increased \$4.2 million to \$11.5 million for three months ended March 31, 2021, compared to \$7.3 million for the same period in 2020. This increase was primarily due to the added scale of the office acquired in the Timberwood acquisition

during the second quarter of 2020, strong residential mortgage production during the first quarter of 2021, and interest income produced by approximately \$279.6 million in PPP loans originated during 2020.

Net Interest Income. The management of interest income and expense is fundamental to our financial performance. Net interest income, the difference between interest income and interest expense, is the largest component of the Company's total revenue. Management closely monitors both total net interest income and the net interest margin (net interest income divided by average earning assets). We seek to maximize net interest income without exposing the Company to an excessive level of interest rate risk through our asset and liability policies. Interest rate risk is managed by monitoring the pricing, maturity and repricing options of all classes of interest-bearing assets and liabilities. Our net interest margin can also be adversely impacted by the reversal of interest on nonaccrual loans and the reinvestment of loan payoffs into lower yielding investment securities and other short-term investments.

Net interest and dividend income increased by \$3.5 million to \$22.1 million for the three months ended March 31, 2021 compared to \$18.6 million for three months ended March 31, 2020. The increase in net interest income was primarily due to the added scale of one office acquired in the Timberwood acquisition as well as the impact of approximately \$279.6 million PPP loans originated during 2020. Total average interest-earning assets was \$2.55 billion for the three months ended March 31, 2021, up from \$2.01 billion for the same period in 2020. Tax equivalent net interest margin decreased 0.24% to 3.57% for the three-months ended March 31, 2021, down from 3.81% for the same period in 2020. Net interest margin decreased by 0.11% due to a decrease in purchase accounting accretion quarter-over-quarter which added to a decrease of 0.13% in core net interest margin. Net interest margin and net interest income are influenced by internal and external factors. Internal factors include balance sheet changes on both volume and mix and pricing decisions, and external factors include changes in market interest rates, competition and the shape of the interest rate yield curve.

Interest Income. Total interest income increased \$1.1 million, or 4.9%, to \$24.4 million for the three months ended March 31, 2021 compared to \$23.3 million for the same period in 2020. The increase in total interest income was primarily due the added scale of one office acquired in the Timberwood acquisition during the second quarter of 2020 along with the interest income produced by approximately \$279.6 million in PPP loans originated during 2020, offset partly by a lower overall interest rate environment. The average balance of loans increased by \$451.6 million during the three months ended March 31, 2021 compared to the same period in 2020, offsetting a reduction in yield on interest-earning assets of 0.79% between these two periods.

Interest Expense. Interest expense decreased \$2.3 million, or 49.7%, to \$2.3 million for the three months ended March 31, 2021 compared to \$4.6 million for the same period in 2020. The decrease in interest expense was primarily due to the lower overall interest rate environment due to the COVID-19 pandemic, which was counteracted to a certain extent by the added scale of one office acquired in the Timberwood acquisition.

Interest expense on interest-bearing deposits decreased by \$2.0 million to \$2.1 million for the three months ended March 31, 2021 from \$4.1 million for the same period in 2020. The average cost of interest-bearing deposits was 0.54% for the three months ended March 31, 2021, compared to 1.20% for the same period in 2020.

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

We recorded a provision for loan losses of \$0.9 million for the three months ended March 31, 2021 compared to \$1.0 million for the same period in 2020. We recorded net charge-offs of \$27,000 for the three months ended March 31, 2021 compared to net recoveries of \$0.6 million for the same period in 2020. The ALL was \$18.5 million, or 0.83% of total loans, at March 31, 2021 compared to \$13.0 million, or 0.73% of total loans at March 31, 2020.

Noninterest Income. Noninterest income is an important component of our total revenues. A significant portion of our noninterest income is associated with service charges and income from the Bank's subsidiaries, Ansay and UFS. Other sources of noninterest income include loan servicing fees, gains on sales of mortgage loans, and other income from strategic alliances.

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Noninterest income increased \$2.3 million to \$6.2 million for the three months ended March 31, 2021 compared to \$3.9 million for the same period in 2020. Income from service charges increased by 60.2% due to an expanded base of customer relationships, many of which were the result of the Timberwood acquisition, as well as a lower earned income crediting rate on analyzed depository accounts, which serve to offset fees on those accounts. Income from our investment in Ansay decreased by 18.6%. Income from our investment in UFS decreased by 59.2% as a result of an unfavorable sales tax audit as well as the absence of one-time deconversion fees that existed during 2020. Loan servicing income increased by 9.3% resulting from significant additions to the Company's serviced portfolios both organically and through the acquisition of Timberwood. Net gains on sales of mortgage loans saw a very significant increase quarter-over-quarter as the Company continues to experience very robust activity in secondary market loan originations.

The major components of our noninterest income are listed below:

	Three Months Ended March 31,			
	2021	2020	\$ Change	% Change
	(In thousands)			
Noninterest Income				
Service Charges	\$ 1,467	\$ 916	\$ 551	60 %
Income from Ansay	725	891	(166)	(19)%
Income from UFS	366	897	(531)	(59)%
Loan Servicing income	505	462	43	9 %
Net gain on sales of mortgage loans	2,811	460	2,351	511 %
Noninterest income from strategic alliances	17	17	—	0 %
Other	319	254	65	26 %
Total noninterest income	<u>\$ 6,210</u>	<u>\$ 3,897</u>	<u>\$ 2,313</u>	<u>59 %</u>

Noninterest Expense. Noninterest expense decreased \$0.5 million to \$12.2 million for the three months ended March 31, 2021 compared to \$12.7 million for the same period in 2020. Personnel expense increased 9.9%, or \$0.6 million, as a result of the added scale from the Timberwood acquisition in addition to customary annual pay increases. Occupancy expenses decreased 5.1%, the result of investments made in equipment to allow staff to work remotely during the first quarter of 2020 due to the onset of the COVID-19 pandemic. Data processing fees increased by 16.2% as a result of increases in "per-item" costs which are charged based on number of customer accounts, due to the increased scale of the Company through its acquisitions and PPP loan originations. Finally, during the first quarter of 2021 we recognized gains on sales and valuations of other real estate owned totaling \$0.1 million, compared to a loss of \$1.0 million during the first quarter of 2020, creating a significant positive variance between the quarters.

The major components of our noninterest expense are listed below:

	Three Months Ended March 31,			
	2021	2020	\$ Change	% Change
	(In thousands)			
Noninterest Expense				
Salaries, commissions, and employee benefits	\$ 7,091	\$ 6,452	\$ 639	10 %
Occupancy	1,210	1,275	(65)	(5)%
Data Processing	1,393	1,199	194	16 %
Postage, stationary, and supplies	197	172	25	15 %
Net gain on sales and valuation of ORE	(133)	976	(1,109)	NM
Advertising	49	55	(6)	(11)%
Charitable contributions	126	123	3	2 %
Outside service fees	755	801	(46)	(6)%
Amortization of intangibles	351	334	17	5 %
Other	1,186	1,354	(168)	(12)%
Total noninterest expenses	<u>\$ 12,225</u>	<u>\$ 12,741</u>	<u>\$ (516)</u>	<u>(4)%</u>

Income Tax Expense. We recorded a provision for income taxes of \$3.7 million for the three months ended March 31, 2021 compared to a provision of \$1.6 million for the same period during 2020, reflecting effective tax rates of 24.2% and 17.7%, respectively. The effective tax rates were reduced from the statutory federal and state income tax rates during both periods as a result of tax-exempt interest income produced by certain qualifying loans and investments in the Bank's portfolios. The effective tax rate for

the first quarter of 2020 was further lowered by favorable tax treatment related to the payout of a deferred compensation plan during that quarter.

NET INTEREST MARGIN

Net interest income represents the difference between interest earned, primarily on loans and investments, and interest paid on funding sources, primarily deposits and borrowings. Interest rate spread is the difference between the average rate earned on total interest-earning assets and the average rate paid on total interest-bearing liabilities. Net interest margin is the amount of net interest income, on a fully taxable-equivalent basis, expressed as a percentage of average interest-earning assets. The average rate earned on earning assets is the amount of annualized taxable equivalent interest income expressed as a percentage of average earning assets. The average rate paid on interest-bearing liabilities is equal to annualized interest expense as a percentage of average interest-bearing liabilities.

The following tables set forth the distribution of our average assets, liabilities and stockholders' equity, and average rates earned or paid on a fully taxable equivalent basis for each of the periods indicated:

	Three Months Ended					
	March 31, 2021			March 31, 2020		
	Average	Interest	Rate Earned/ Paid	Average	Interest	Rate Earned/ Paid
	Balance	Income/ Expenses (1)	(1)	Balance	Income/ Expenses (1)	(1)
(dollars in thousands)						
ASSETS						
Interest-earning assets						
Loans (2)						
Taxable	\$ 2,102,261	\$ 90,976	4.33 %	\$ 1,625,872	\$ 82,371	5.07 %
Tax-exempt	93,881	4,331	4.61 %	118,704	6,065	5.11 %
Securities						
Taxable (available for sale)	100,566	2,657	2.64 %	133,777	3,563	2.66 %
Tax-exempt (available for sale)	71,283	2,259	3.17 %	55,515	1,881	3.39 %
Taxable (held to maturity)	—	—	—	33,526	807	2.41 %
Tax-exempt (held to maturity)	6,661	166	2.49 %	10,207	280	2.74 %
Cash and due from banks	173,131	158	0.09 %	33,781	455	1.35 %
Total interest-earning assets	2,547,783	100,547	3.95 %	2,011,382	95,422	4.74 %
Non interest-earning assets	220,723			198,247		
Allowance for loan losses	(18,035)			(12,967)		
Total assets	<u>\$ 2,750,471</u>			<u>\$ 2,196,662</u>		
LIABILITIES AND SHAREHOLDERS' EQUITY						
Interest-bearing deposits						
Checking accounts	\$ 221,489	\$ 256	0.12 %	\$ 190,823	\$ 1,633	0.86 %
Savings accounts	434,697	1,571	0.36 %	303,311	2,445	0.81 %
Money market accounts	626,857	2,137	0.34 %	498,815	4,541	0.91 %
Certificates of deposit	316,677	4,240	1.34 %	364,831	7,439	2.04 %
Brokered Deposits	18,249	516	2.83 %	15,581	470	3.02 %
Total interest bearing deposits	1,617,969	8,720	0.54 %	1,373,361	16,528	1.20 %
Other borrowed funds	76,742	767	1.00 %	103,453	2,185	2.11 %
Total interest-bearing liabilities	1,694,711	9,487	0.56 %	1,476,814	18,713	1.27 %
Non-interest bearing liabilities						
Demand Deposits	737,919			469,678		
Other liabilities	17,510			16,700		
Total Liabilities	2,450,140			1,963,192		
Shareholders' equity	300,331			233,470		
Total liabilities & shareholders' equity	<u>\$ 2,750,471</u>			<u>\$ 2,196,662</u>		
Net interest income on a fully taxable equivalent basis						
		91,060			76,709	
Less taxable equivalent adjustment		(1,419)			(1,727)	
Net interest income		<u>\$ 89,641</u>			<u>\$ 74,982</u>	
Net interest spread (3)			3.39 %			3.48 %
Net interest margin (4)			3.57 %			3.81 %

(1) Annualized on a fully taxable equivalent basis calculated using a federal tax rate of 21% for the three months ended March 31, 2021 and 2020.

- (2) Nonaccrual loans are included in average amounts outstanding.
- (3) Interest rate spread represents the difference between the weighted average yield on interest-earning assets and the weighted average cost of interest-bearing liabilities.
- (4) Net interest margin represents net interest income on a fully tax equivalent basis as a percentage of average interest-earning assets.

Rate/Volume Analysis

The following tables describe the extent to which changes in interest rates and changes in the volume of interest-earning assets and interest-bearing liabilities have affected our interest income and interest expense during the periods indicated. Information is provided in each category with respect to: (i) changes attributable to changes in volumes (changes in average balance multiplied by prior year average rate) and (ii) changes attributable to changes in rate (change in average interest rate multiplied by prior year average balance), while (iii) changes attributable to the combined impact of volumes and rates have been allocated proportionately to separate volume and rate categories.

	Three Months Ended March 31, 2021 Compared with Three Months Ended March 31, 2020		
	Increase/(Decrease) Due to Change in		
	Volume	Rate	Total
	(dollars in thousands)		
Interest income			
Loans			
Taxable	\$ 21,785	\$ (13,180)	\$ 8,605
Tax-exempt	(1,184)	(550)	(1,734)
Securities			
Taxable (AFS)	(878)	(28)	(906)
Tax-exempt (AFS)	506	(128)	378
Taxable (HTM)	(404)	(403)	(807)
Tax-exempt (HTM)	(90)	(24)	(114)
Cash and due from banks	450	(747)	(297)
Total interest income	20,184	(15,058)	5,125
Interest expense			
Deposits			
Checking accounts	\$ 227	\$ (1,604)	\$ (1,377)
Savings accounts	802	(1,676)	(874)
Money market accounts	953	(3,357)	(2,404)
Certificates of deposit	(888)	(2,311)	(3,199)
Brokered Deposits	77	(31)	46
Total interest bearing deposits	1,171	(8,979)	(7,808)
Other borrowed funds	(466)	(952)	(1,418)
Total interest expense	704	(9,930)	(9,226)
Change in net interest income	\$ 19,480	\$ (5,129)	\$ 14,351

CHANGES IN FINANCIAL CONDITION

Total Assets. Total assets increased \$128.2 million, or 4.7%, to \$2.85 billion at March 31, 2021, from \$2.72 billion at December 31, 2020.

Cash and Cash Equivalents. Cash and cash equivalents increased by \$91.0 million to \$261.2 million at March 31, 2021 from \$170.2 million at December 31, 2020.

Investment Securities. The carrying value of total investment securities increased by \$2.2 million to \$173.9 million at March 31, 2021, from \$171.7 million at December 31, 2020.

Loans. Net loans increased by \$36.6 million, totaling \$2.21 billion at March 31, 2021 compared to \$2.17 billion at December 31, 2020.

Bank-Owned Life Insurance. At March 31, 2021, our investment in bank-owned life insurance was \$31.6 million, an increase of \$0.2 million from \$31.4 million at December 31, 2020.

Deposits. Deposits increased \$127.1 million, or 5.5%, to \$2.45 billion at March 31, 2021 from \$2.32 billion at December 31, 2020.

Borrowings. At March 31, 2021, borrowings consisted of advances from the FHLB of Chicago, as well as subordinated debt to other banks. FHLB borrowings decreased to \$13.0 million at March 31, 2021, from \$23.5 million at December 31, 2020. Subordinated debt owed to other banks totaled \$17.5 million at March 31, 2021 and December 31, 2020.

Stockholders' Equity. Total stockholders' equity increased \$8.6 million, or 2.9%, to \$303.4 million at March 31, 2021, from \$294.8 million at December 31, 2020.

LOANS

Our lending activities are conducted principally in Wisconsin. The Bank makes commercial and industrial loans, commercial real estate loans, construction and development loans, residential real estate loans, and a variety of consumer loans and other loans. Much of the loans made by the Bank are secured by real estate collateral. The Bank's commercial business loans are primarily made based on the cash flow of the borrower and secondarily on the underlying collateral provided by the borrower, with liquidation of the underlying real estate collateral typically being viewed as the primary source of repayment in the event of borrower default. Although commercial business loans are also often collateralized by equipment, inventory, accounts receivable, or other business assets, the liquidation of collateral in the event of default is often an insufficient source of repayment. Repayment of the Bank's residential loans are generally dependent on the health of the employment market in the borrowers' geographic areas and that of the general economy with liquidation of the underlying real estate collateral being typically viewed as the primary source of repayment in the event of borrower default.

Our loan portfolio is our most significant earning asset, comprising 78.3% and 80.6% of our total assets as of March 31, 2021 and December 31, 2020, respectively. Our strategy is to grow our loan portfolio by originating quality commercial and consumer loans that comply with our credit policies and that produce revenues consistent with our financial objectives. We believe our loan portfolio is well-balanced, which provides us with the opportunity to grow while monitoring our loan concentrations.

Loans increased \$37.4 million, or 1.7%, to \$2.23 billion as of March 31, 2021 as compared to \$2.19 billion as of December 31, 2020. This increase during the first three months of 2021 has been comprised of an increase of \$26.6 million or 6.0% in commercial and industrial loans, an increase of \$4.2 million or 0.4% in commercial real estate loans, a decrease of \$3.8 million or 2.7% in

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construction and development loans, an increase of \$8.5 million or 1.6% in residential 1-4 family loans and an increase of \$1.9 million or 2.8% in consumer and other loans.

The following table presents the balance and associated percentage of each major category in our loan portfolio at March 31, 2021, December 31, 2020, and March 31, 2020:

	March 31,		December 31,		March 31,	
	2021	% of Total	2020	% of Total	2020	% of Total
	(dollars in thousands)					
Commercial & industrial						
Commercial & industrial	\$ 474,920	21 %	\$ 447,344	20 %	\$ 313,448	18 %
Deferred costs net of unearned fees	(3,368)	0 %	(2,352)	0 %	(155)	0 %
Total commercial & industrial	471,552	21 %	444,992	20 %	313,293	18 %
Commercial real estate						
Owner Occupied	552,779	25 %	549,619	25 %	458,490	26 %
Non-owner occupied	444,182	20 %	443,144	20 %	375,871	21 %
Deferred costs net of unearned fees	(514)	0 %	(514)	0 %	(334)	0 %
Total commercial real estate	996,447	45 %	992,249	45 %	834,027	47 %
Construction & Development						
Construction & Development	136,277	6 %	140,042	7 %	140,991	8 %
Deferred costs net of unearned fees	46	0 %	32	0 %	(123)	0 %
Total construction & development	136,323	6 %	140,074	7 %	140,868	8 %
Residential 1-4 family						
Residential 1-4 family	554,353	25 %	545,818	25 %	442,375	25 %
Deferred costs net of unearned fees	(14)	0 %	(12)	0 %	26	0 %
Total residential 1-4 family	554,339	25 %	545,806	25 %	442,401	25 %
Consumer						
Consumer	29,736	1 %	30,359	1 %	27,936	2 %
Deferred costs net of unearned fees	127	0 %	129	0 %	127	0 %
Total consumer	29,863	1 %	30,488	1 %	28,063	2 %
Other Loans						
Other	40,579	2 %	38,054	2 %	6,588	0 %
Deferred costs net of unearned fees	(211)	0 %	(203)	0 %	2	0 %
Total other loans	40,368	2 %	37,851	2 %	6,590	0 %
Total loans	\$ 2,228,892	100 %	\$ 2,191,460	100 %	\$ 1,765,242	100 %

Our directors and officers and their associates are customers of, and have other transactions with, the Bank in the normal course of business. All loans and commitments included in such transactions were made on substantially the same terms, including interest rates and collateral, as those prevailing at the time for comparable transactions with other persons and do not involve more than normal risk of collection or present other unfavorable features. At March 31, 2021 and December 31, 2020, total loans outstanding to such directors and officers and their associates were \$65.6 million and \$67.1 million, respectively. During the three months ended March 31, 2021, \$5.6 million of additions and \$7.1 million of repayments were made to these loans. At March 31, 2021 and December 31, 2020, all of the loans to directors and officers were performing according to their original terms, other than standard and customary payment deferrals allowed under the CARES act, which were provided under the same terms as all other customers of the Bank.

Loan categories

The principal categories of our loan portfolio are discussed below:

Commercial and Industrial (C&I). Our C&I portfolio totaled \$471.6 million and \$445.0 million at March 31, 2021 and December 31, 2020, respectively, and represented 21% and 20% of our total loans at those dates.

Our C&I loan customers represent various small and middle-market established businesses involved in professional services, accommodation and food services, health care, financial services, wholesale trade, manufacturing, distribution, retailing and non-profits. Most clients are privately owned with markets that range from local to national in scope. Many of the loans to this segment are

secured by liens on corporate assets and the personal guarantees of the principals. The regional economic strength or weakness impacts the relative risks in this loan category. There is little concentration in any one business sector, and loan risks are generally diversified among many borrowers.

Commercial Real Estate (CRE). Our CRE loan portfolio totaled \$996.4 million and \$992.2 million at March 31, 2021 and December 31, 2020, respectively, and represented 45% of our total loans at those dates.

Our CRE loans are secured by a variety of property types including multifamily dwellings, retail facilities, office buildings, commercial mixed use, lodging and industrial and warehouse properties. We do not have any specific industry or customer concentrations in our CRE portfolio. Our commercial real estate loans are generally for terms up to ten years, with loan-to-values that generally do not exceed 80%. Amortization schedules are long term and thus a balloon payment is generally due at maturity. Under most circumstances, the Bank will offer to rewrite or otherwise extend the loan at prevailing interest rates.

Construction and Development (C&D). Our C&D loan portfolio totaled \$136.3 million and \$140.1 million at March 31, 2021 and December 31, 2020, respectively, and represented 6% and 7% of our total loans at those dates.

Our C&D loans are generally for the purpose of creating value out of real estate through construction and development work, and also include loans used to purchase recreational use land. Borrowers typically provide a copy of a construction or development contract which is subject to bank acceptance prior to loan approval. Disbursements are handled by a title company. Borrowers are required to inject their own equity into the project prior to any note proceeds being disbursed. These loans are, by their nature, intended to be short term and are refinanced into other loan types at the end of the construction and development period.

Residential 1 – 4 Family. Residential 1 – 4 family loans held in portfolio amounted to \$554.3 million and \$545.8 million at March 31, 2021 and December 31, 2020, respectively, and represented 25% of our total loans at those dates.

We offer fixed and adjustable-rate residential mortgage loans with maturities up to 30 years. One-to-four family residential mortgage loans are generally underwritten according to Fannie Mae guidelines, and we refer to loans that conform to such guidelines as “conforming loans.” We generally originate both fixed and adjustable-rate mortgage loans in amounts up to the maximum conforming loan limits as established by the Federal Housing Finance Agency, which is generally \$424,100 for one-unit properties. In addition, we also offer loans above conforming lending limits typically referred to as “jumbo” loans. These loans are typically underwritten to the same guidelines as conforming loans; however, we may choose to hold a jumbo loan within its portfolio with underwriting criteria that does not exactly match conforming guidelines.

We do not offer reverse mortgages nor do we offer loans that provide for negative amortization of principal, such as “Option ARM” loans, where the borrower can pay less than the interest owed on his loan, resulting in an increased principal balance during the life of the loan. We also do not offer “subprime loans” (loans that are made with low down payments to borrowers with weakened credit histories typically characterized by payment delinquencies, previous charge-offs, judgments, bankruptcies, or borrowers with questionable repayment capacity as evidenced by low credit scores or high debt-burden ratios) or Alt-A loans (defined as loans having less than full documentation).

Residential real estate loans are originated both for sale to the secondary market as well as for retention in the Bank’s loan portfolio. The decision to sell a loan to the secondary market or retain within the portfolio is determined based on a variety of factors including but not limited to our asset/liability position, the current interest rate environment, and customer preference. Servicing rights are retained on all loans sold to the secondary market.

We were servicing mortgage loans sold to others without recourse of approximately \$632.2 million at March 31, 2021 and \$612.7 million at December 31, 2020.

Loans sold with the retention of servicing assets result in the capitalization of servicing rights. Loan servicing rights are included in other assets and are carried at fair value. The net balance of capitalized servicing rights amounted to \$3.7 million at both March 31, 2021 and December 31, 2020.

Consumer Loans. Our consumer loan portfolio totaled \$29.9 million and \$30.5 million at March 31, 2021 and December 31, 2020, respectively, and represented 1% of our total loans at those dates. Consumer loans include secured and unsecured loans, lines of credit and personal installment loans.

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Consumer loans generally have greater risk compared to longer-term loans secured by improved, owner-occupied real estate, particularly consumer loans that are secured by rapidly depreciable assets. In these cases, any repossessed collateral for a defaulted loan may not provide an adequate source of repayment of the outstanding loan balance. As a result, consumer loan repayments are dependent on the borrower's continuing financial stability and thus are more likely to be adversely affected by job loss, divorce, illness or personal bankruptcy.

Other Loans. Our other loans totaled \$40.4 million and \$37.9 million at March 31, 2021 and December 31, 2020, respectively, and are immaterial to the overall loan portfolio. The other loans category consists primarily of over-drafted depository accounts, loans utilized to purchase or carry securities and loans to nonprofit organizations.

Loan Portfolio Maturities. The following tables summarize the dollar amount of loans maturing in our portfolio based on their loan type and contractual terms to maturity at March 31, 2021 and December 31, 2020, respectively. The tables do not include any estimate of prepayments, which can significantly shorten the average life of all loans and may cause our actual repayment experience to differ from that shown below. Demand loans, loans having no stated repayment schedule or maturity, and overdraft loans are reported as being due in one year or less.

As of March 31, 2021	One Year or Less	One to Five Years	Over Five Years	Total
	(dollars in thousands)			
Commercial & industrial	\$ 59,678	\$ 329,309	\$ 82,565	\$ 471,552
Commercial real estate	110,737	392,042	493,668	996,447
Construction & Development	26,104	15,366	94,853	136,323
Residential 1-4 family	14,460	60,473	479,406	554,339
Consumer and other	5,671	45,283	19,277	70,231
Total	\$ 216,650	\$ 842,473	\$ 1,169,769	\$ 2,228,892

As of December 31, 2020	One Year or Less	One to Five Years	Over Five Years	Total
	(dollars in thousands)			
Commercial & industrial	\$ 52,315	\$ 306,198	\$ 86,479	\$ 444,992
Commercial real estate	112,260	410,469	469,520	992,249
Construction & Development	29,789	15,164	95,121	140,074
Residential 1-4 family	19,641	59,375	466,790	545,806
Consumer and other	5,990	44,324	18,025	68,339
Total	\$ 219,995	\$ 835,530	\$ 1,135,935	\$ 2,191,460

The following tables summarize the dollar amount of loans maturing in our portfolio based on whether the loan has a fixed or variable rate of interest and their contractual terms to maturity at March 31, 2021 and December 31, 2020, respectively. The tables do not include any estimate of prepayments, which can significantly shorten the average life of all loans and may cause our actual repayment experience to differ from that shown below. Demand loans, loans having no stated repayment schedule or maturity, and overdraft loans are reported as being due in one year or less.

As of March 31, 2021	One Year or Less	One to Five Years	Over Five Years	Total
	(dollars in thousands)			
Predetermined interest rates	\$ 119,577	\$ 757,494	\$ 724,746	\$ 1,601,817
Floating or adjustable interest rates	97,073	84,979	445,023	627,075
Total	\$ 216,650	\$ 842,473	\$ 1,169,769	\$ 2,228,892

As of December 31, 2020	One Year or Less	One to Five Years	Over Five Years	Total
	(dollars in thousands)			
Predetermined interest rates	\$ 141,578	\$ 574,071	\$ 389,942	\$ 1,105,591
Floating or adjustable interest rates	136,700	97,641	396,411	630,752
Total	\$ 278,278	\$ 671,712	\$ 786,353	\$ 1,736,343

NONPERFORMING LOANS AND TROUBLED DEBT RESTRUCTURINGS

In order to operate with a sound risk profile, we focus on originating loans that we believe to be of high quality. We have established loan approval policies and procedures to assist us in maintaining the overall quality of our loan portfolio. When delinquencies in our loans exist, we rigorously monitor the levels of such delinquencies for any negative or adverse trends. From time to time, we may modify loans to extend the term or make other concessions to help a borrower with a deteriorating financial condition stay current on their loan and to avoid foreclosure. We generally do not forgive principal or interest on loans or modify the interest rates on loans to rates that are below market rates. Furthermore, we are committed to collecting on all of our loans and, as a result, at times have lower net charge-offs compared to many of our peer banks. We believe that our commitment to collecting on all of our loans results in higher loan recoveries.

Our nonperforming assets consist of nonperforming loans and foreclosed real estate. Nonperforming loans are those on which the accrual of interest has stopped, as well as loans that are contractually 90 days past due on which interest continues to accrue. The composition of our nonperforming assets is as follows:

	March 31, 2021	December 31, 2020 (dollars in thousands)	March 31, 2020
Nonaccruals	\$ 13,428	\$ 10,796	\$ 5,960
Loans past due > 90 days, but still accruing	365	1,738	1,429
Total nonperforming loans	\$ 13,793	\$ 12,534	\$ 7,389
Accruing troubled debt restructured loans	\$ 1,235	\$ 1,132	\$ 1,959
Nonperforming loans as a percent of gross loans	0.63 %	0.57 %	0.42 %
Nonperforming loans as a percent of total assets	0.48 %	0.46 %	0.34 %

At March 31, 2021 and December 31, 2020, impaired loans had specific reserves of \$0.8 million and \$1.2 million, respectively.

Nonaccrual Loans

Loans are typically placed on nonaccrual status when any payment of principal and/or interest is 90 days or more past due, unless the collateral is sufficient to cover both principal and interest and the loan is in the process of collection. Loans are also placed on nonaccrual status when management believes, after considering economic and business conditions, that the principal or interest will not be collectible in the normal course of business. We monitor closely the performance of our loan portfolio. In addition to the monitoring and review of loan performance internally, we have also contracted with an independent organization to review our commercial and retail loan portfolios. The status of delinquent loans, as well as situations identified as potential problems, is reviewed on a regular basis by senior management.

Troubled Debt Restructurings

A troubled debt restructuring includes a loan modification where a borrower is experiencing financial difficulty and we grant a concession to that borrower that we would not otherwise consider except for the borrower's financial difficulties. These concessions may include modifications of the terms of the debt such as deferral of payments, extension of maturity, reduction of principal balance, reduction of the stated interest rate other than normal market rate adjustments, or a combination of these concessions. Debt may be bifurcated with separate terms for each tranche of the restructured debt. Restructuring a loan in lieu of aggressively enforcing the collection of the loan may benefit the Company by increasing the ultimate probability of collection.

A TDR may be either on accrual or nonaccrual status based upon the performance of the borrower and management's assessment of collectability. If a TDR is placed on nonaccrual status, which would occur based on the same criteria as non-TDR loans, it remains there until a sufficient period of performance under the restructured terms has occurred at which it returned to accrual status, generally 6 months.

As of March 31, 2021 and December 31, 2020 the Company had no specific reserves for TDRs.

During 2020 the Bank experienced an increase in customer requests for loan modifications and payment deferrals as a result of impacts of the COVID-19 pandemic. The CARES act, signed into law on March 27, 2020, allowed financial institutions the option to exempt loan modifications related to the COVID-19 pandemic that would otherwise be categorized as a TDR from consideration for

TDR treatment. Modifications in the scope of the exemption include forbearance agreements, interest-rate modifications, repayment plan changes and any other similar arrangements that would delay payments of principal or interest. This relief was allowable on modifications on loans which were not more than 30 days past due as of December 31, 2019, and that occur after March 1, 2020, and before the earlier of 60 days after the date on which the national emergency related to the COVID-19 outbreak is terminated. The Company granted payment deferrals to over 625 customers on loans totaling over \$271.5 million. These deferrals were primarily for lengths in the range of 60 to 180 days, and were a combination of deferrals of principal payments only (89.7% by dollar value) or both principal and interest payments (10.3% by dollar value). As of March 31, 2021, these totals had decreased to 13 loans totaling \$7.6 million.

Classified loans

Accounting standards require the Company to identify loans, where full repayment of principal and interest is doubtful, as impaired loans. These standards require that impaired loans be valued at the present value of expected future cash flows, discounted at the loan's effective interest rate, or using one of the following methods: the observable market price of the loan or the fair value of the underlying collateral if the loan is collateral dependent. We have implemented these standards in our quarterly review of the adequacy of the ALL, and identify and value impaired loans in accordance with guidance on these standards. As part of the review process, we also identify loans classified as watch, which have a potential weakness that deserves management's close attention.

Loans totaling \$54.1 million and \$50.1 million were classified substandard under the Bank's policy at March 31, 2021 and December 31, 2020, respectively. The following table sets forth information related to the credit quality of our loan portfolio at March 31, 2021 and December 31, 2020.

Loan type (in thousands)	Pass	Watch	Substandard	Total
As of March 31, 2020 (unaudited)				
Commercial & industrial	\$ 446,067	\$ 16,540	\$ 8,945	\$ 471,552
Commercial real estate	863,721	90,762	41,964	996,447
Construction & Development	132,940	2,633	750	136,323
Residential 1-4 family	544,039	7,860	2,440	554,339
Consumer	29,849	8	6	29,863
Other loans	40,169	199	—	40,368
Total loans	<u>\$ 2,056,785</u>	<u>\$ 118,002</u>	<u>\$ 54,105</u>	<u>\$ 2,228,892</u>

Loan type (in thousands)	Pass	Watch	Substandard	Total
As of December 31, 2020				
Commercial & industrial	\$ 413,467	\$ 24,642	\$ 6,883	\$ 444,992
Commercial real estate	848,909	103,096	40,244	992,249
Construction & Development	134,313	5,412	349	140,074
Residential 1-4 family	535,463	7,688	2,655	545,806
Consumer	30,479	9	—	30,488
Other loans	37,428	423	—	37,851
Total loans	<u>\$ 2,000,059</u>	<u>\$ 141,270</u>	<u>\$ 50,131</u>	<u>\$ 2,191,460</u>

ALLOWANCE FOR LOAN LOSSES

ALL represents management's estimate of probable and inherent credit losses in the loan portfolio. Estimating the amount of the ALL require the exercise of significant judgment and the use of estimates related to the amount and timing of expected future cash flows or impaired loans, estimated losses on pools of homogenous loans based on historical loss experience, and consideration of other qualitative factors such as current economic trends and conditions, all of which may be susceptible to significant change. The loan portfolio also represents the largest asset on the consolidated balance sheets. Loan losses are charged off against the ALL, while recoveries of amounts previously charged off are credited to the ALL. A provision for loan losses is charged to operations based on management's periodic evaluation of the factors previously mentioned, as well as other pertinent factors.

The ALL consists of specific reserves for certain individually evaluated impaired loans and general reserves for collectively evaluated non-impaired loans. Specific reserves reflect estimated losses on impaired loans from management's analyses developed through specific credit allocations. The specific reserves are based on regular analyses of impaired, non-homogenous loans greater than \$250,000. These analyses involve a high degree of judgment in estimating the amount of loss associated with specific loans,

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including estimating the amount and timing of future cash flows and collateral values. The general reserve is based in part on the Bank's historical loss experience which is updated quarterly. The general reserve portion of the ALL also includes consideration of certain qualitative factors such as (1) changes in lending policies and/or underwriting practices, (2) national and local economic conditions, (3) changes in portfolio volume and nature, (4) experience, ability and depth of lending management and other relevant staff, (5) levels of and trends in past-due and nonaccrual loans and quality, (6) changes in loan review and oversight, (7) impact and effects of concentrations and (8) other issues deemed relevant.

There are many factors affecting ALL; some are quantitative while others require qualitative judgment. The process for determining the ALL (which management believes adequately considers potential factors which might possibly result in credit losses) includes subjective elements and, therefore, may be susceptible to significant change. To the extent actual outcomes differ from management estimates, additional provision for loan losses could be required that could adversely affect our earnings or financial position in future periods. Allocations of the ALL may be made for specific loans but the entire ALL is available for any loan that, in management's judgment, should be charged off or for which an actual loss is realized. As an integral part of their examination process, various regulatory agencies review the ALL as well. Such agencies may require that changes in the ALL be recognized when such regulators' credit evaluations differ from those of management based on information available to the regulators at the time of their examinations.

The following table summarizes the changes in our ALL for the periods indicated:

	Three months ended March 31, 2021	Year ended December 31, 2020	Three months ended March 31, 2020
	(dollars in thousands)		
Period-end loans outstanding (net of unearned discount and deferred loan fees)	\$ 2,228,892	\$ 2,191,460	\$ 1,765,242
Average loans outstanding (net of unearned discount and deferred loan fees)	\$ 2,196,142	\$ 2,032,157	\$ 1,744,576
Balance of allowance for loan losses at the beginning of period	\$ 17,658	\$ 11,396	\$ 11,396
Loans charged-off:			
Commercial & industrial	0	1,087	1
Commercial real estate - owner occupied	24	783	77
Commercial real estate - non-owner occupied	0	0	0
Construction & Development	0	33	0
Residential 1-4 family	0	63	0
Consumer	0	90	0
Other Loans	10	35	5
Total loans charged-off	\$ 34	\$ 2,091	\$ 83
Recoveries of loans previously charged off:			
Commercial & industrial	2	4	0
Commercial real estate - owner occupied	0	1,129	640
Commercial real estate - non-owner occupied	0	40	1
Construction & Development	0	0	0
Residential 1-4 family	4	42	34
Consumer	0	0	0
Other Loans	1	13	4
Total recoveries of loans previously charged off:	7	1,228	679
Net Loan charge-offs	\$ 27	\$ 863	\$ (596)
Provision charged to operating expense	900	7,125	975
Balance at end of period	\$ 18,531	\$ 17,658	\$ 12,967
Ratio of net charge offs during the year to average loans outstanding	0.00 %	0.04 %	(0.03)%
Ratio of allowance for loan losses to loans outstanding	0.83 %	0.81 %	0.73 %

The level of charge-offs depends on many factors, including the national and regional economy. Cyclical lagging factors may result in charge-offs being higher than historical levels. Although the allowance is allocated between categories, the entire allowance is available to absorb losses attributable to all loan categories. Management believes that the current ALL is adequate.

The following table summarizes an allocation of the ALL and the related percentage of loans outstanding in each category for the periods below.

(in thousands, except %)	March 31, 2021		December 31, 2020		March 31, 2020	
	Amount	% of Loans	Amount	% of Loans	Amount	% of Loans
Loan Type:						
Commercial & industrial	\$ 2,446	21 %	\$ 2,049	20 %	\$ 2,634	18 %
Commercial real estate - owner occupied	6,345	25 %	6,108	25 %	5,421	26 %
Commercial real estate - non-owner occupied	3,846	20 %	3,904	20 %	1,802	21 %
Construction & Development	1,185	6 %	1,027	7 %	623	8 %
Residential 1-4 family	4,121	25 %	3,960	25 %	2,310	25 %
Consumer	201	1 %	201	1 %	142	2 %
Other Loans	387	2 %	409	2 %	35	0 %
Total allowance	<u>\$ 18,531</u>	<u>100 %</u>	<u>\$ 17,658</u>	<u>100 %</u>	<u>\$ 12,967</u>	<u>100 %</u>

SOURCES OF FUNDS

General. Deposits traditionally have been our primary source of funds for our investment and lending activities. We also borrow from the FHLB of Chicago to supplement cash needs, to lengthen the maturities of liabilities for interest rate risk management purposes and to manage our cost of funds. Our additional sources of funds are scheduled payments and prepayments of principal and interest on loans and investment securities and fee income and proceeds from the sales of loans and securities.

Deposits. Our current deposit products include non-interest bearing and interest-bearing checking accounts, savings accounts, money market accounts, and certificate of deposits. As of March 31, 2021, deposit liabilities accounted for approximately 86.0% of our total liabilities and equity. We accept deposits primarily from customers in the communities in which our branches and offices are located, as well as from small businesses and other customers throughout our lending area. We rely on our competitive pricing and products, quality customer service, and convenient locations and hours to attract and retain deposits. Deposit rates and terms are based primarily on current business strategies, market interest rates, liquidity requirements and our deposit growth goals.

Total deposits were \$2.45 billion and \$2.32 billion as of March 31, 2021 and December 31, 2020, respectively. Noninterest-bearing deposits at March 31, 2021 and December 31, 2020, were \$779.3 million and \$715.6 million, respectively, while interest-bearing deposits were \$1.67 billion and \$1.61 billion at March 31, 2021 and December 31, 2020, respectively.

At March 31, 2021, we had a total of \$334.9 million in certificates of deposit, including \$18.2 million of brokered deposits. Based on historical experience and our current pricing strategy, we believe we will retain a majority of these accounts upon maturity, although our long-term strategy is to minimize reliance on certificates of deposits by increasing relationship deposits in lower earning savings and demand deposit accounts.

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The following tables set forth the average balances of our deposits for the periods indicated:

	Three months ended March 31, 2021			Year ended December 31, 2020			Three months ended March 31, 2020		
	Amount	Percent	Weighted average rate	Amount	Percent	Weighted average rate	Amount	Percent	Weighted average rate
				(dollars in thousands)					
Noninterest-bearing demand deposits	\$ 737,919	31.3 %	N/A	\$ 634,939	29.7 %	N/A	\$ 469,678	25.5 %	N/A
Interest-bearing checking deposits	221,489	9.4 %	0.12 %	194,718	9.1 %	0.34 %	190,823	10.4 %	0.86 %
Savings deposits	434,697	18.5 %	0.36 %	356,091	16.7 %	0.50 %	303,311	16.5 %	0.81 %
Money market accounts	626,857	26.6 %	0.34 %	563,847	26.4 %	0.55 %	498,815	27.1 %	0.91 %
Certificates of deposit	316,677	13.4 %	1.34 %	367,054	17.2 %	1.74 %	364,831	19.8 %	2.04 %
Brokered deposits	18,249	0.8 %	2.83 %	18,428	0.9 %	2.88 %	15,581	0.8 %	3.02 %
Total	<u>\$ 2,355,888</u>	<u>100 %</u>		<u>\$ 2,135,077</u>	<u>100 %</u>		<u>\$ 1,843,039</u>	<u>100 %</u>	

Certificates of deposit of \$100,000 or greater by maturity are as follows:

	March 31, 2021	December 31, 2020	March 31, 2020
		(dollars in thousands)	
Less than 3 months remaining	\$ 45,447	\$ 33,672	\$ 23,420
3 to 6 months remaining	26,662	43,163	19,016
6 to 12 months remaining	24,567	31,614	45,246
12 months or more remaining	44,976	45,611	76,663
Total	<u>\$ 141,652</u>	<u>\$ 154,060</u>	<u>\$ 164,345</u>

Retail certificates of deposit of \$100,000 or greater totaled \$141.7 million and \$154.1 million at March 31, 2021 and December 31, 2020, respectively. Interest expense on retail certificates of deposit of \$100,000 or greater was \$0.5 million for the three months ended March 31, 2021, and \$3.1 million for the year ended December 31, 2020.

The following table sets forth certificates of deposit classified by interest rate as of the dates indicated:

	March 31, 2021	December 31, 2020	March 31, 2020
		(dollars in thousands)	
Interest Rate:			
Less than 1.00%	\$ 148,420	\$ 115,478	\$ 14,369
1.00% to 1.99%	74,457	105,376	178,705
2.00% to 2.99%	73,353	98,275	146,783
3.00% to 3.99%	27,938	29,182	32,919
Total	<u>\$ 324,168</u>	<u>\$ 348,311</u>	<u>\$ 372,776</u>

Borrowings

Securities sold under repurchase agreements

The Company has securities sold under repurchase agreements which have contractual maturities up to one year from the transaction date with variable and fixed rate terms. The agreements to repurchase require that the Company (seller) repurchase identical securities as those that are sold. The securities underlying the agreements are under the Company's control.

The following table summarizes securities sold under repurchase agreements, and the weighted average interest rates paid:

(dollars in thousands)	Three months ended March 31, 2021	Year ended December 31, 2020	Three months ended March 31, 2020
Average daily amount of securities sold under repurchase agreements during the period	\$ 41,797	\$ 34,984	\$ 35,305
Weighted average interest rate on average daily securities sold under repurchase agreements	0.03 %	0.32 %	1.17 %
Maximum outstanding securities sold under repurchase agreements at any month-end	\$ 47,631	\$ 79,718	\$ 35,786
Securities sold under repurchase agreements at period end	\$ 47,631	\$ 36,377	\$ 35,786
Weighted average interest rate on securities sold under repurchase agreements at period end	0.02 %	0.04 %	0.03 %

Borrowings

The Company's borrowings have historically consisted primarily of FHLB of Chicago advances collateralized by a blanket pledge agreement on the Company's FHLB capital stock and retail and commercial loans held in the Company's portfolio. There were \$12.9 million of advances outstanding from the FHLB at March 31, 2021, and \$23.3 million as of December 31, 2020.

The total loans pledged as collateral were \$844.4 million at March 31, 2021 and \$825.3 million at December 31, 2020. Outstanding letters of credit from the FHLB totaled \$0.8 million at March 31, 2021 and December 31, 2020.

The following table summarizes borrowings, which consist of borrowings from the FHLB, and the weighted average interest rates paid:

(dollars in thousands)	Three months ended March 31, 2021	Year ended December 31, 2020	Three months ended March 31, 2020
Average daily amount of borrowings outstanding during the period	\$ 17,444	\$ 35,622	\$ 35,305
Weighted average interest rate on average daily borrowing	0.43 %	1.37 %	1.17 %
Maximum outstanding borrowings at any month-end	\$ 15,338	\$ 58,800	\$ 35,786
Borrowing outstanding at period end	\$ 12,858	\$ 23,338	\$ 35,786
Weighted average interest rate on borrowing at period end	0.91 %	1.22 %	0.03 %

Lines of credit and other borrowings.

We maintain a \$7.5 million line of credit with another commercial bank, which was entered into on May 15, 2020. There were no outstanding balances on this note at March 31, 2021. Any future borrowings will required monthly payments of interest at a variable rate, and will be due in full on May 15, 2021.

During September 2017, the Company entered into subordinated note agreements with three separate commercial banks. As of March 31, 2021 and December 31, 2020, outstanding balances under these agreements totaled \$11.5 million. These notes were all issued with 10-year maturities, carry interest at a variable rate payable quarterly, are callable on or after the sixth anniversary of their issuance dates, and qualify for Tier 2 capital for regulatory purposes.

During July 2020, the Company entered into subordinated note agreements with two separate commercial banks. As of March 31, 2021 and December 31, 2020, outstanding balances under these agreements totaled \$6.0 million. These notes were issued with 10-year maturities, will carry interest at a fixed rate of 5.0% through June 30, 2025, and at a variable rate thereafter, payable quarterly. These notes are callable on or after January 1, 2026 and qualify for Tier 2 capital for regulatory purposes.

INVESTMENT SECURITIES

Our securities portfolio consists of securities available for sale and securities held to maturity. Securities are classified as held to maturity or available for sale at the time of purchase. Obligations of states and political subdivisions and mortgage-backed securities, all of which are issued by U.S. government agencies or U.S. government-sponsored enterprises, make up the largest components of the securities portfolio. We manage our investment portfolio to provide an adequate level of liquidity as well as to maintain neutral interest rate-sensitive positions, while earning an adequate level of investment income without taking undue or excessive risk.

Securities available for sale consist of obligations of states and political subdivision, mortgage-backed securities, and corporate notes. Securities classified as available for sale, which management has the intent and ability to hold for an indefinite period of time, but not necessarily to maturity, are carried at fair value, with unrealized gains and losses, net of related deferred income taxes, included in stockholders' equity as a separate component of other comprehensive income. The fair value of securities available for sale totaled \$167.9 million and included gross unrealized gains of \$6.6 million and gross unrealized losses of \$0.4 at March 31, 2021. At December 31, 2020, the fair value of securities available for sale totaled \$165.0 million and included gross unrealized gains of \$8.0 million and gross unrealized losses of \$0.1 million.

Securities classified as held to maturity consist of obligations of states and political subdivisions. These securities, which management has the intent and ability to hold to maturity, are reported at amortized cost. Securities held to maturity totaled \$5.9 million and \$6.7 million at March 31, 2021 and December 31, 2020, respectively.

The Company had no sales of securities during the three months ended March 31, 2021 and March 31, 2020.

The following table sets forth the fair value of available for sale investment securities, the amortized costs of held to maturity and the percentage distribution at the dates indicated:

	March 31,		December 31,	
	2021		2020	
	Amount	Percent	Amount	Percent
	(dollars in thousands)			
Available for sale securities, at estimated fair value				
U.S. Treasury securities	\$ 9,514	6 %	\$ —	0 %
Obligations of U.S. Government sponsored agencies	17,349	10 %	18,779	11 %
Obligations of states and political subdivisions	70,063	43 %	72,217	44 %
Mortgage-backed securities	41,428	25 %	44,199	27 %
Corporate notes	27,750	17 %	27,743	17 %
Certificates of deposit	1,836	1 %	2,101	1 %
Total securities available for sale	<u>167,940</u>	<u>101 %</u>	<u>165,039</u>	<u>100 %</u>
Held to maturity securities, at amortized cost				
Obligations of states and political subdivisions	5,918	100 %	6,669	100 %
Total	<u>\$ 173,858</u>		<u>\$ 171,708</u>	

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The following tables set forth the composition and maturities of investment securities as of March 31, 2021 and December 31, 2020. Actual maturities may differ from contractual maturities because borrowers may have the right to call or prepay obligations with or without call or prepayment penalties.

	Within One Year		After One, But Within Five Years		After Five, But Within Ten Years		After Ten Years		Total	
	Amortized Cost	Weighted Average Yield (1)	Amortized Cost	Weighted Average Yield (1)	Amortized Cost	Weighted Average Yield (1)	Amortized Cost	Weighted Average Yield (1)	Amortized Cost	Weighted Average Yield (1)
At March 31, 2021										
Available for sale securities										
U.S. Treasury securities	\$ —	0.0 %	\$ —	0.0 %	\$ 9,576	1.6 %	\$ —	0.0 %	\$ 9,576	1.6 %
Obligations of U.S. Government sponsored agencies	301	(0.4) %	308	0.1 %	2,079	2.1 %	14,619	1.8 %	17,307	1.8 %
Obligations of states and political subdivisions	591	3.2 %	4,706	3.7 %	13,482	3.3 %	47,531	3.4 %	66,310	3.4 %
Mortgage-backed securities	988	2.2 %	15,307	2.5 %	14,399	2.9 %	8,664	2.6 %	39,358	2.6 %
Corporate notes	11,984	2.9 %	4,963	3.3 %	—	0.0 %	10,445	0.9 %	27,392	2.2 %
Certificates of deposit	250	0.7 %	1,554	1.1 %	—	0.0 %	—	0.0 %	1,804	1.0 %
Total available for sale securities	\$ 14,114	2.7 %	\$ 26,838	2.7 %	\$ 39,536	2.7 %	\$ 81,259	2.7 %	\$ 161,747	2.7 %
Held to maturity securities										
Obligations of states and political subdivisions	\$ 70	5.8 %	\$ 3,453	2.5 %	\$ 2,395	2.9 %	\$ —	—	\$ 5,918	2.7 %
Total	\$ 14,184	2.7 %	\$ 30,291	2.7 %	\$ 41,931	2.7 %	\$ 81,259	2.7 %	\$ 167,665	2.7 %

	Within One Year		After One, But Within Five Years		After Five, But Within Ten Years		After Ten Years		Total	
	Amortized Cost	Weighted Average Yield (1)	Amortized Cost	Weighted Average Yield (1)	Amortized Cost	Weighted Average Yield (1)	Amortized Cost	Weighted Average Yield (1)	Amortized Cost	Weighted Average Yield (1)
At December 31, 2020										
Available for sale securities										
Obligations of U.S.										
Government sponsored agencies	\$ 302	(0.4) %	\$ 310	0.1 %	\$ 2,184	2.1 %	\$ 15,480	1.8 %	\$ 18,276	1.8 %
Obligations of states and political subdivisions	593	3.2 %	4,724	3.7 %	13,412	3.3 %	48,924	3.4 %	67,653	3.4 %
Mortgage-backed securities	1,585	2.2 %	15,554	2.5 %	14,864	2.9 %	9,801	2.6 %	41,804	2.6 %
Corporate notes	11,960	2.9 %	4,961	3.3 %	—	0.0 %	10,437	0.9 %	27,358	2.2 %
Certificates of deposit	501	1.3 %	1,562	1.0 %	—	0.0 %	—	0.0 %	2,063	1.1 %
Total available for sale securities	\$ 14,941	2.7 %	\$ 27,111	2.7 %	\$ 30,460	3.0 %	\$ 84,642	2.7 %	\$ 157,154	2.8 %
Held to maturity securities										
Obligations of states and political subdivisions	\$ 751	1.8 %	\$ 3,523	2.6 %	\$ 2,395	2.9 %	\$ —	—	\$ 6,669	2.6 %
Total	\$ 15,692	2.6 %	\$ 30,634	2.7 %	\$ 32,855	3.0 %	\$ 84,642	2.7 %	\$ 163,823	2.8 %

- (1) Weighted Average Yield is shown on a fully taxable equivalent basis using a federal tax rate of 21% at March 31, 2021 and December 31, 2020, respectively.

The Company evaluates securities for other-than-temporary impairment on at least a quarterly basis, and more frequently when economic or market conditions warrant such evaluation. Consideration is given to (1) credit quality of individual securities and their issuers are assessed; (2) the length of time and the extent to which the fair value has been less than cost; (3) the financial condition and near-term prospects of the issuer; and (4) that the Company does not have the intent to sell the security and it is more likely than not that it will not have to sell the security before recovery of its cost basis.

As of March 31, 2021, 7 debt securities had gross unrealized losses, with an aggregate depreciation of 0.2% from our amortized cost basis. The largest unrealized loss percentage of any single security was 4.4% (or \$221,000) of its amortized cost. This was also the largest unrealized dollar loss of any security.

As of December 31, 2020, 6 debt securities had gross unrealized losses, with an aggregate depreciation of 0.1% from our amortized cost basis. The largest unrealized loss percentage of any single security was 1.9% (or \$74,000) of its amortized cost. This was also the largest unrealized dollar loss of any single security. The unrealized losses on these debt securities arose primarily due to changing interest rates and are considered to be temporary.

LIQUIDITY AND CAPITAL RESOURCES

Impact of Inflation and Changing Prices. Our consolidated financial statements and related notes have been prepared in accordance with GAAP. GAAP generally requires the measurement of financial position and operating results in terms of historical dollars without consideration of changes in the relative purchasing power of money over time due to inflation. The impact of inflation is reflected in the increased cost of our operations. Unlike industrial companies, our assets and liabilities are primarily monetary in

nature. As a result, changes in market interest rates have a greater impact on our performance than they would on industrial companies.

Liquidity. Liquidity is defined as the Company's ability to generate adequate cash to meet its needs for day-to-day operations and material long and short-term commitments. Liquidity is the risk of potential loss if we were unable to meet our funding requirements at a reasonable cost. We are expected to maintain adequate liquidity at the Bank to meet the cash flow requirements of customers who may be either depositors wishing to withdraw funds or borrowers needing assurance that sufficient funds will be available to meet their credit needs. Our asset and liability management policy is intended to cause the Bank to maintain adequate liquidity and, therefore, enhance our ability to raise funds to support asset growth, meet deposit withdrawals and lending needs, maintain reserve requirements and otherwise sustain our operations.

We continuously monitor our liquidity position to ensure that assets and liabilities are managed in a manner that will meet all of our short-term and long-term cash requirements. We manage our liquidity based on demand and specific events and uncertainties to meet current and future financial obligations of a short-term nature. We also monitor our liquidity requirements in light of interest rate trends, changes in the economy and the scheduled maturity and interest rate sensitivity of the investment and loan portfolios and deposits. Our objective in managing liquidity is to respond to the needs of depositors and borrowers as well as to increase earnings enhancement opportunities in a changing marketplace.

Our liquidity is maintained through investment portfolio, deposits, borrowings from the FHLB, and lines available from correspondent banks. Our highest priority is placed on growing noninterest bearing deposits through strong community involvement in the markets that we serve. Borrowings and brokered deposits are considered short-term supplements to our overall liquidity but are not intended to be relied upon for long-term needs. We believe that our present position is adequate to meet our current and future liquidity needs, and management knows of no trend or event that will have a material impact on the Company's ability to maintain liquidity at satisfactory levels.

Capital Adequacy. Total stockholders' equity was \$303.4 million at March 31, 2021 compared to \$294.9 million at December 31, 2020.

Our capital management consists of providing adequate equity to support our current and future operations. The Bank is subject to various regulatory capital requirements administered by state and federal banking agencies, including the Federal Reserve and the OCC. Failure to meet minimum capital requirements may prompt certain actions by regulators that, if undertaken, could have a direct material adverse effect on our financial condition and results of operations. Under capital adequacy guidelines and the regulatory framework for prompt corrective action, the Bank must meet specific capital guidelines that involve quantitative measure of their assets, liabilities, and certain off-balance sheet items as calculated under regulatory accounting practices. The capital amounts and the classifications are also subject to qualitative judgment by the regulator in regard to components, risk weighting and other factors.

The Bank is subject to the following risk-based capital ratios: a common equity Tier 1 ("CET1") risk-based capital ratio, a Tier 1 risk-based capital ratio, which includes CET1 and additional Tier 1 capital, and a total capital ratio, which includes Tier 1 and Tier 2 capital. CET1 is primarily comprised of the sum of common stock instruments and related surplus net of treasury stock, retained earnings, and certain qualifying minority interests, less certain adjustments and deductions, including with respect to goodwill, intangible assets, mortgage servicing assets and deferred tax assets subject to temporary timing differences. Additional Tier 1 capital is primarily comprised of noncumulative perpetual preferred stock, tier 1 minority interests and grandfathered trust preferred securities. Tier 2 capital consists of instruments disqualified from Tier 1 capital, including qualifying subordinated debt, other preferred stock and certain hybrid capital instruments, and a limited amount of loan loss reserves up to a maximum of 1.25% of risk-weighted assets, subject to certain eligibility criteria. The capital rules also define the risk-weights assigned to assets and off-balance sheet items to determine the risk-weighted asset components of the risk-based capital rules, including, for example, certain "high volatility" commercial real estate, past due assets, structured securities and equity holdings.

The leverage capital ratio, which serves as a minimum capital standard, is the ratio of Tier 1 capital to quarterly average assets net of goodwill, certain other intangible assets, and certain required deduction items. The required minimum leverage ratio for all banks is 4%.

Failure to be well-capitalized or to meet minimum capital requirements could result in certain mandatory and possible additional discretionary actions by regulators that, if undertaken, could have an adverse material effect on our operations or financial condition. For example, only a well-capitalized depository institution may accept brokered deposits without prior regulatory approval. Failure to

be well-capitalized or to meet minimum capital requirements could also result in restrictions on the Bank's ability to pay dividends or otherwise distribute capital or to receive regulatory approval of applications or other restrictions on its growth.

The Federal Deposit Insurance Corporation Improvement Act of 1991 ("FDICIA"), among other things, requires the federal bank regulatory agencies to take "prompt corrective action" regarding depository institutions that do not meet minimum capital requirements. FDICIA establishes five regulatory capital tiers: "well capitalized", "adequately capitalized", "undercapitalized", "significantly undercapitalized", and "critically undercapitalized". A depository institution's capital tier will depend upon how its capital levels compare to various relevant capital measures and certain other factors, as established by regulation. FDICIA generally prohibits a depository institution from making any capital distribution (including payment of a dividend) or paying any management fee to its holding company if the depository institution would thereafter be undercapitalized. The FDICIA imposes progressively more restrictive restraints on operations, management and capital distributions, depending on the category in which an institution is classified. Undercapitalized depository institutions are subject to restrictions on borrowing from the Federal Reserve System. In addition, undercapitalized depository institutions may not accept brokered deposits absent a waiver from the FDIC, are subject to growth limitations and are required to submit capital restoration plans for regulatory approval. A depository institution's holding company must guarantee any required capital restoration plan, up to an amount equal to the lesser of 5 percent of the depository institution's assets at the time it becomes undercapitalized or the amount of the capital deficiency when the institution fails to comply with the plan. Federal banking agencies may not accept a capital plan without determining, among other things, that the plan is based on realistic assumptions and is likely to succeed in restoring the depository institution's capital. If a depository institution fails to submit an acceptable plan, it is treated as if it is significantly undercapitalized. All of the federal bank regulatory agencies have adopted regulations establishing relevant capital measures and relevant capital levels for federally insured depository institutions. The Bank is well capitalized, and brokered deposits are not restricted.

To be well-capitalized, the Bank must maintain at least the following capital ratios:

- 6.5% CET1 to risk-weighted assets;
- 8.0% Tier 1 capital to risk-weighted assets;
- 10.0% Total capital to risk-weighted assets; and
- 5.0% leverage ratio.

The Bank's regulatory capital ratios were above the applicable well-capitalized standards and met the then-applicable capital conservation buffer. Based on current estimates, we believe that the Bank will continue to exceed all applicable well-capitalized regulatory capital requirements and the capital conservation buffer in 2021.

The Economic Growth, Regulatory Relief, and Consumer Protection Act (the "Economic Growth Act") signed into law in May 2018 scaled back certain requirements of the Dodd-Frank Act and provided other regulatory relief. Among the provisions of the Economic Growth Act was a requirement that the Federal Reserve raise the asset threshold for those bank holding companies subject to the Federal Reserve's Small Bank Holding Company Policy Statement ("Policy Statement") to \$3 billion. As a result, as of the effective date of that change in 2018, the Company was no longer required to comply with the risk-based capital rules applicable to the Bank as described above. The Federal Reserve may however, require smaller bank holding companies subject to the Policy Statement to maintain certain minimum capital levels, depending upon general economic conditions and a bank holding company's particular condition, risk profile and growth plans.

As a result of the Economic Growth Act, the federal banking agencies were also required to develop a "Community Bank Leverage Ratio" (the ratio of a bank's Tier 1 capital to average total consolidated assets) for financial institutions with assets of less than \$10 billion. A "qualifying community bank" that exceeds this ratio will be deemed to be in compliance with all other capital and leverage requirements, including the capital requirements to be considered "well capitalized" under prompt corrective action statutes. The federal banking agencies may consider a financial institutions risk profile when evaluation whether it qualifies as a community bank for purposes of the capital ratio requirement. The federal banking agencies set the minimum capital for the new Community Bank Leverage Ratio at 9%. The Bank does not intend to opt into the Community Bank Leverage Ratio Framework.

On December 21, 2018, federal banking agencies issued a joint final rule to revise their regulatory capital rules to (i) address the upcoming implementation of the "current expected credit losses" ("CECL") accounting standard under GAAP; (ii) provide an optional three-year phase-in period for the day-one adverse regulatory capital effects that banking organizations are expected to experience upon adopting CECL; and (iii) require the use of CECL in stress tests beginning with the 2020 capital planning and stress testing cycle for certain banking organizations. for more information regarding Accounting Standards Update No. 2016-13, which introduced CECL as the methodology to replace the current "incurred loss" methodology for financial assets measured at amortized

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cost, and changed the approaches for recognizing and recording credit losses on available-for-sale debt securities and purchased credit impaired financial assets, including the required implementation date for the Company, see the Company's Annual Report.

Federal banking regulators have issued risk-based capital guidelines, which assign risk factors to asset categories and off-balance-sheet items. The following table reflects capital ratios computed utilizing the implemented Basel III regulatory capital framework discussed above:

	Actual		Minimum Capital Required for Capital Adequacy		Minimum Capital Required for Capital Adequacy Plus Capital Conservation Buffer Basel III Fully Phased In		Minimum To Be Well-Capitalized Under Prompt Corrective Action Provisions	
	Amount	Ratio	Amount	Ratio	Amount	Ratio	Amount	Ratio
(dollars in thousands)								
At March 31, 2021								
Bank First Corporation:								
Total capital (to risk-weighted assets)	\$ 273,820	12.0 %	N/A	N/A	N/A	N/A	N/A	N/A
Tier I capital (to risk-weighted assets)	237,789	10.4 %	N/A	N/A	N/A	N/A	N/A	N/A
Common equity tier I capital (to risk-weighted assets)	237,789	10.4 %	N/A	N/A	N/A	N/A	N/A	N/A
Tier I capital (to average assets)	237,789	8.8 %	N/A	N/A	N/A	N/A	N/A	N/A
Bank First, N.A.:								
Total capital (to risk-weighted assets)	\$ 275,618	12.1 %	182,108	8.0 %	239,017	10.5 %	227,635	10.0 %
Tier I capital (to risk-weighted assets)	257,087	11.3 %	136,581	6.0 %	193,490	8.5 %	182,108	8.0 %
Common equity tier I capital (to risk-weighted assets)	257,087	11.3 %	102,436	4.5 %	159,344	7.0 %	147,963	6.5 %
Tier I capital (to average assets)	257,087	9.6 %	107,088	4.0 %	107,088	4.0 %	133,861	5.0 %
At December 31, 2020								
Bank First Corporation:								
Total capital (to risk-weighted assets)	\$ 263,344	11.7 %	N/A	N/A	N/A	N/A	N/A	N/A
Tier I capital (to risk-weighted assets)	228,186	10.2 %	N/A	N/A	N/A	N/A	N/A	N/A
Common equity tier I capital (to risk-weighted assets)	228,186	10.2 %	N/A	N/A	N/A	N/A	N/A	N/A
Tier I capital (to average assets)	228,186	8.7 %	N/A	N/A	N/A	N/A	N/A	N/A
Bank First, N.A.:								
Total capital (to risk-weighted assets)	\$ 263,129	11.7 %	179,420	8.0 %	235,489	10.50 %	224,275	10.0 %
Tier I capital (to risk-weighted assets)	245,471	10.9 %	134,565	6.0 %	190,634	8.50 %	179,420	8.0 %
Common equity tier I capital (to risk-weighted assets)	245,471	10.9 %	100,924	4.5 %	156,993	7.00 %	145,779	6.5 %
Tier I capital (to average assets)	245,471	9.5 %	103,814	4.0 %	103,814	4.00 %	129,768	5.0 %

As previously mentioned, the Company carried \$17.5 million of subordinated debt as of March 31, 2021 and December 31, 2020, respectively, which is included in total capital for the Company in the tables above.

FINANCIAL INSTRUMENTS WITH OFF-BALANCE-SHEET RISK

We are party to financial instruments with off-balance-sheet risk in the normal course of business to meet the financing needs of our customers. These financial instruments primarily include commitments to originate and sell loans, standby and direct pay letters of credit, unused lines of credit and unadvanced portions of construction and development loans. The instruments involve, to varying degrees, elements of credit and interest rate risk in excess of the amount recognized in the consolidated balance sheet. The contract or notional amounts of those instruments reflect the extent of involvement the Company has in these particular classes of financial instruments.

Our exposure to credit loss in the event of nonperformance by the other party to the financial instrument for loan commitments, standby and direct pay letters of credit and unadvanced portions of construction and development loans is represented by the contractual amount of those instruments. The Company uses the same credit policies in making commitments and conditional obligations as it does for on-balance-sheet instruments.

Off-Balance Sheet Arrangements. Our significant off-balance-sheet arrangements consist of the following:

- Unused lines of credit
- Standby and direct pay letters of credit
- Credit card arrangements

Off-balance sheet arrangement means any transaction, agreement or other contractual arrangement to which an entity unconsolidated with the registrant is a party, under which the registrant has (1) any obligation under a guarantee contract, (2) retained or contingent interest in assets transferred to an unconsolidated entity or similar arrangement, (3) any obligation, including a

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contingent obligation, under a contract that would be accounted for as a derivative instrument, or (4) any obligation, including a contingent obligation, arising out of a variable interest.

Loan commitments are made to accommodate the financial needs of our customers. Standby and direct pay letters of credit commit us to make payments on behalf of customers when certain specified future events occur. Both arrangements have credit risk essentially the same as that involved in extending loans to clients and are subject to our normal credit policies. Collateral (e.g., securities, receivables, inventory, equipment, etc.) is obtained based on management's credit assessment of the customer.

Loan commitments and standby and direct pay letters of credit do not necessarily represent our future cash requirements because while the borrower has the ability to draw upon these commitments at any time, these commitments often expire without being drawn upon. Our off-balance sheet arrangements at the dates indicated were as follows:

Other Commitments	Amounts of Commitments Expiring - By Period as of March 31, 2021				
	Total	Less Than One Year	One to Three Years (dollars in thousands)	Three to Five Years	After Five Years
Unused lines of credit	\$ 477,683	\$ 261,055	\$ 70,731	\$ 29,344	\$ 116,553
Standby and direct pay letters of credit	7,421	5,691	1,304	423	3
Credit card arrangements	11,122	—	—	—	11,122
Total commitments	<u>\$ 496,226</u>	<u>\$ 266,746</u>	<u>\$ 72,035</u>	<u>\$ 29,767</u>	<u>\$ 127,678</u>

Other Commitments	Amounts of Commitments Expiring - By Period as of December 31, 2020				
	Total	Less Than One Year	One to Three Years (dollars in thousands)	Three to Five Years	After Five Years
Unused lines of credit	\$ 461,036	\$ 249,691	\$ 83,557	\$ 26,295	\$ 101,493
Standby and direct pay letters of credit	7,567	5,800	1,400	364	3
Credit card arrangements	10,867	—	—	—	10,867
Total commitments	<u>\$ 479,470</u>	<u>\$ 255,491</u>	<u>\$ 84,957</u>	<u>\$ 26,659</u>	<u>\$ 112,363</u>

ITEM 3. QUANTITATIVE AND QUALITATIVE DISCLOSURES ABOUT MARKET RISK

Market risk is the risk of loss from adverse changes in market prices and rates. Our market risk arises primarily from interest rate risk inherent in its lending, investment and deposit-taking activities. To that end, management actively monitors and manages its interest rate risk exposure.

Our profitability is affected by fluctuations in interest rates. A sudden and substantial change in interest rates may adversely impact our earnings to the extent that the interest rates borne by assets and liabilities do not change at the same speed, to the same extent or on the same basis. We monitor the impact of changes in interest rates on its net interest income using several tools.

Our primary objective in managing interest rate risk is to minimize the adverse impact of changes in interest rates on our net interest income and capital, while configuring our asset-liability structure to obtain the maximum yield-cost spread on that structure. We rely primarily on our asset-liability structure to control interest rate risk.

Interest Rate Sensitivity. Interest rate risk is the risk to earnings and value arising from changes in market interest rates. Interest rate risk arises from timing differences in the repricings and maturities of interest-earning assets and interest-bearing liabilities (repricing risk), changes in the expected maturities of assets and liabilities arising from embedded options, such as borrowers' ability to prepay home mortgage loans at any time and depositors' ability to redeem certificates of deposit before maturity (option risk), changes in the shape of the yield curve where interest rates increase or decrease in a nonparallel fashion (yield curve risk), and changes in spread relationships between different yield curves, such as U.S. Treasuries and LIBOR (basis risk).

An asset sensitive position refers to a balance sheet position in which an increase in short-term interest rates is expected to generate higher net interest income, as rates earned on our interest-earning assets would reprice upward more quickly than rates paid on our interest-bearing liabilities, thus expanding our net interest margin. Conversely, a liability sensitive position refers to a balance sheet position in which an increase in short-term interest rates is expected to generate lower net interest income, as rates paid on our interest-bearing liabilities would reprice upward more quickly than rates earned on our interest-earning assets, thus compressing our net interest margin.

The Company actively manages its interest rate sensitivity position. The objectives of interest rate risk management are to control exposure of net interest income to risks associated with interest rate movements and to achieve sustainable growth in net interest income. The Company's ALCO, using policies and procedures approved by the Company's board of directors, is responsible for the management of the Company's interest rate sensitivity position. The Company manages interest rate sensitivity by changing the mix, pricing and re-pricing characteristics of its assets and liabilities, through the management of its investment portfolio, its offerings of loan and selected deposit terms and through wholesale funding. Wholesale funding consists of, but is not limited to, multiple sources including borrowings with the FHLB of Chicago, the Federal Reserve Bank of Chicago's discount window and certificates of deposit from institutional brokers.

The Company uses several tools to manage its interest rate risk including interest rate sensitivity analysis, or gap analysis, market value of portfolio equity analysis, interest rate simulations under various rate scenarios and net interest margin reports. The results of these reports are compared to limits established by the Company's ALCO policies and appropriate adjustments are made if the results are outside the established limits.

There are an infinite number of potential interest rate scenarios, each of which can be accompanied by differing economic/political/regulatory climates; can generate multiple differing behavior patterns by markets, borrowers, depositors, etc.; and, can last for varying degrees of time. Therefore, by definition, interest rate risk sensitivity cannot be predicted with certainty. Accordingly, the Company's interest rate risk measurement philosophy focuses on maintaining an appropriate balance between theoretical and practical scenarios; especially given the primary objective of the Company's overall asset/liability management process is to facilitate meaningful strategy development and implementation.

Therefore, we model a set of interest rate scenarios capturing the financial effects of a range of plausible rate scenarios; the collective impact of which will enable the Company to clearly understand the nature and extent of its sensitivity to interest rate changes. Doing so necessitates an assessment of rate changes over varying time horizons and of varying/sufficient degrees such that the impact of embedded options within the balance sheet are sufficiently examined.

The following tables demonstrate the annualized result of an interest rate simulation and the estimated effect that a parallel interest rate shift, or "shock," in the yield curve and subjective adjustments in deposit pricing might have on the Company's projected net interest income over the next 12 months.

This simulation assumes that there is no growth in interest-earning assets or interest-bearing liabilities over the next 12 months. The changes to net interest income shown below are in compliance with the Company's policy guidelines. As of March 31, 2021:

Change in Interest Rates (in Basis Points)	Percentage Change in Net Interest Income
+400	5.9%
+300	5.1%
+200	4.4%
+100	2.6%
-100	(4.0)%

As of December 31, 2020:

Change in Interest Rates (in Basis Points)	Percentage Change in Net Interest Income
+400	4.7%
+300	4.2%
+200	3.9%
+100	2.7%
-100	(3.3)%

Economic Value of Equity Analysis. We also analyze the sensitivity of the Company's financial condition to changes in interest rates through our economic value of equity model. This analysis measures the difference between estimated changes in the present value of the Company's assets and estimated changes in the present value of the Company's liabilities assuming various changes in current interest rates. The Company's economic value of equity analysis as of March 31, 2021 estimated that, in the event of an instantaneous 200 basis point increase in interest rates, the Company would experience a 15.4% increase in the economic value of equity. At the same date, our analysis estimated that, in the event of an instantaneous 100 basis point decrease in interest rates, the

Company would experience a 1.1% decrease in the economic value of equity. The estimates of changes in the economic value of our equity require us to make certain assumptions including loan and mortgage-related investment prepayment speeds, reinvestment rates, and deposit maturities and decay rates. These assumptions are inherently uncertain and, as a result, we cannot precisely predict the impact of changes in interest rates on the economic value of our equity. Although our economic value of equity analysis provides an indication of our interest rate risk exposure at a particular point in time, such estimates are not intended to, and do not, provide a precise forecast of the effect of changes in market interest rates on the economic value of our equity and will differ from actual results.

ITEM 4. CONTROLS AND PROCEDURES

Evaluation of Disclosure Controls and Procedures

Management, including our Chief Executive Officer (“CEO”) and our Chief Financial Officer (“CFO”), undertook an evaluation of our disclosure controls and procedures (as defined in Rules 13a-15(e) and 15d-15(e) of the Securities Exchange Act of 1934, as amended (the “Exchange Act”)) as of the end of the period covered by this report, and, based on that evaluation, our CEO and CFO concluded that our disclosure controls and procedures were effective as of the end of the period covered by this report, in recording, processing, summarizing and reporting in a timely manner the information that the Company is required to disclose in its reports under the Exchange Act and in accumulating and communicating to the Company’s management, including the Company’s CEO and CFO, such information as appropriate to allow timely decisions regarding required disclosure.

Changes in Internal Control Over Financial Reporting

No changes were made to our internal control over financial reporting (as defined in Rule 13a-15(f) under the Exchange Act) during the quarter ended March 31, 2021 that materially affected, or are reasonably likely to materially affect, our internal control over financial reporting. Because of its inherent limitations, internal control over financial reporting may not prevent or detect misstatements. Also projections of any evaluation of effectiveness to future periods are subject to the risk that controls may become inadequate because of changes in conditions, or that the degree of compliance with the policies or procedures may deteriorate.

PART II. OTHER INFORMATION

ITEM 1. LEGAL PROCEEDINGS

We are a party to various litigation in the normal course of business. Management, after consulting with our legal counsel, believes that any liability resulting from litigation will not have a material effect on our financial position, results of operations or liquidity.

ITEM 1A. RISK FACTORS

Additional information regarding risk factors appears in “Item 2. Management’s Discussion and Analysis of Financial Condition and Results of Operations - Forward-Looking Statements” of this Form 10-Q and in “Item 1A. Risk Factors” in our Annual Report on Form 10-K for the year ended December 31, 2020. There have been no material changes during the quarterly period ended March 31, 2021 to the risk factors previously disclosed in the Company’s Annual Report.

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

- (a) None.
- (b) None.
- (c) Issuer Purchases of Equity Securities

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On July 21, 2020, the Company reactivated its share repurchase program, pursuant to which the Company may repurchase up to \$10 million of its common stock, par value \$0.01 per share, for a period of nine (9) months, which ended on April 21, 2021. The program was announced in a Current Report on Form 8-K on July 27, 2020. The table below sets forth information regarding repurchases of our common stock during the first quarter of 2021 under that program and other repurchases.

	Total Number of Shares	Average Price Paid per	Total Number of Shares Repurchased as Part of	Maximum Number of Shares that May Yet Be Purchased Under the
(in thousands, except per share data)	Repurchased	Share ⁽¹⁾	Publicly Announced	Plans or Programs ⁽²⁾
January 2021	0	\$ N/A	0	109,340
February 2021	0	N/A	0	109,340
March 2021	56,49 ⁽³⁾	71.04	0	109,340
Total	5,649	\$ 71.04	0	109,340

(1) The average price paid per share is calculated on a trade date basis for all open market transactions and excludes commissions and other transaction expenses.

(2) Based on the closing per share price as of March 31, 2021 (\$74.99).

(3) Includes shares repurchased by the Company from employees in satisfaction of tax withholding obligations.

ITEM 3. DEFAULTS UPON SENIOR SECURITIES

None.

ITEM 4. MINE SAFETY DISCLOSURES

None.

ITEM 5. OTHER INFORMATION

None

ITEM 6. EXHIBITS

Exhibit Index

Exhibit Number	Description
31.1	Rule 13a-14(a) Certification of Chief Executive Officer*
31.2	Rules 13a-14(a) Certification of Chief Financial Officer*
32.1	Section 1350 Certification of Chief Executive Officer and Chief Financial Officer**
101.INS	XBRL Instance Document
101.SCH	XBRL Taxonomy Extension Schema Document
101.CAL	XBRL Taxonomy Extension Calculation Linkbase Document
101.DEF	XBRL Taxonomy Extension Definition Linkbase Document
101.LAB	XBRL Taxonomy Extension Label Linkbase Document
101.PRE	XBRL Taxonomy Extension Presentation Linkbase Document

* Filed herewith.

** Furnished herewith.

SIGNATURES

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

BANK FIRST CORPORATION

DATE: May 10, 2021

BY: /s/Kevin M. LeMahieu

Kevin M. LeMahieu

Chief Financial Officer

(Principal Financial and Accounting Officer)

Certification of Chief Executive Officer

I, Michael B. Molepske, certify that:

1. I have reviewed this Quarterly Report on Form 10-Q of Bank First Corporation;
2. Based on my knowledge, this report does not contain any untrue statement of a material fact or omit to state a material fact necessary to make the statements made, in light of the circumstances under which such statements were made, not misleading with respect to the period covered by this report;
3. Based on my knowledge, the financial statements, and other financial information included in this report, fairly present in all material respects the financial condition, results of operations and cash flows of the registrant as of, and for, the periods presented in this report;
4. The registrant's other certifying officer(s) and I are responsible for establishing and maintaining disclosure controls and procedures (as defined in Exchange Act Rules 13a-15(e) and 15d-15(e)) and internal control over financial reporting (as defined in Exchange Act Rules 13a-15(f) and 15d-15(f)) for the registrant and have:
 - a. Designed such disclosure controls and procedures, or caused such disclosure controls and procedures to be designed under our supervision, to ensure that material information relating to the registrant, including its consolidated subsidiaries, is made known to us by others within those entities, particularly during the period in which this report is being prepared;
 - b. Designed such internal control over financial reporting, or caused such internal control over financial reporting to be designed under our supervision, to provide reasonable assurance regarding the reliability of financial reporting and the preparation of financial statements for external purposes in accordance with generally accepted accounting principles;
 - c. Evaluated the effectiveness of the registrant's disclosure controls and procedures and presented in this report our conclusions about the effectiveness of the disclosure controls and procedures, as of the end of the period covered by this report based on such evaluation; and
 - d. Disclosed in this report any change in the registrant's internal control over financial reporting that occurred during the registrant's most recent fiscal quarter (the registrant's fourth fiscal quarter in the case of an annual report) that has materially affected, or is reasonably likely to materially affect, the registrant's internal control over financial reporting; and
5. The registrant's other certifying officer(s) and I have disclosed, based on our most recent evaluation of internal control over financial reporting, to the registrant's auditors and the audit committee of the registrant's board of directors (or persons performing the equivalent functions):
 - a. All significant deficiencies and material weaknesses in the design or operation of internal control over financial reporting which are reasonably likely to adversely affect the registrant's ability to record, process, summarize and report financial information; and
 - b. Any fraud, whether or not material, that involves management or other employees who have a significant role in the registrant's internal control over financial reporting.

Date: May 10, 2021

By: /s/Michael B. Molepske

Michael B. Molepske
Chief Executive Officer and President

Certification of Chief Financial Officer

I, Kevin M. LeMahieu, certify that:

1. I have reviewed this Quarterly Report on Form 10-Q of Bank First Corporation;
2. Based on my knowledge, this report does not contain any untrue statement of a material fact or omit to state a material fact necessary to make the statements made, in light of the circumstances under which such statements were made, not misleading with respect to the period covered by this report;
3. Based on my knowledge, the financial statements, and other financial information included in this report, fairly present in all material respects the financial condition, results of operations and cash flows of the registrant as of, and for, the periods presented in this report;
4. The registrant's other certifying officer(s) and I are responsible for establishing and maintaining disclosure controls and procedures (as defined in Exchange Act Rules 13a-15(e) and 15d-15(e)) and internal control over financial reporting (as defined in Exchange Act Rules 13a-15(f) and 15d-15(f)) for the registrant and have:
 - a. Designed such disclosure controls and procedures, or caused such disclosure controls and procedures to be designed under our supervision, to ensure that material information relating to the registrant, including its consolidated subsidiaries, is made known to us by others within those entities, particularly during the period in which this report is being prepared;
 - b. Designed such internal control over financial reporting, or caused such internal control over financial reporting to be designed under our supervision, to provide reasonable assurance regarding the reliability of financial reporting and the preparation of financial statements for external purposes in accordance with generally accepted accounting principles;
 - c. Evaluated the effectiveness of the registrant's disclosure controls and procedures and presented in this report our conclusions about the effectiveness of the disclosure controls and procedures, as of the end of the period covered by this report based on such evaluation; and
 - d. Disclosed in this report any change in the registrant's internal control over financial reporting that occurred during the registrant's most recent fiscal quarter (the registrant's fourth fiscal quarter in the case of an annual report) that has materially affected, or is reasonably likely to materially affect, the registrant's internal control over financial reporting; and
5. The registrant's other certifying officer(s) and I have disclosed, based on our most recent evaluation of internal control over financial reporting, to the registrant's auditors and the audit committee of the registrant's board of directors (or persons performing the equivalent functions):
 - a. All significant deficiencies and material weaknesses in the design or operation of internal control over financial reporting which are reasonably likely to adversely affect the registrant's ability to record, process, summarize and report financial information; and
 - b. Any fraud, whether or not material, that involves management or other employees who have a significant role in the registrant's internal control over financial reporting.

Date: May 10, 2021

By: /s/Kevin M. LeMahieu
Kevin M. LeMahieu
Chief Financial Officer

**Certification of Chief Executive Officer and Chief Financial Officer
Pursuant to 18 U.S.C. Section 1350, as Adopted Pursuant to
Section 906 of the Sarbanes-Oxley Act of 2002**

In connection with the filing of the Quarterly Report on Form 10-Q for the quarter ended March 31, 2021 (the "Report") by Bank First Corporation ("Registrant"), each of the undersigned hereby certifies, pursuant to 18 U.S.C. Section 1350 (as adopted pursuant to Section 906 of the Sarbanes-Oxley Act of 2002), that to the undersigned's knowledge:

1. The Report fully complies with the requirements of section 13(a) or 15(d) of the Securities Exchange Act of 1934, as amended, and
2. The information contained in the Report fairly presents, in all material respects, the financial condition and results of operations of Registrant.

Date: May 10, 2021

By: /s/Michael B. Molepske
Michael B. Molepske
Chief Executive Officer and President

Date: May 10, 2021

By: /s/Kevin M. LeMahieu
Kevin M. LeMahieu
Chief Financial Officer

This certification "accompanies" the Form 10-Q to which it relates, is not deemed filed with the SEC and is not to be incorporated by reference into any filing of the Registrant under the Securities Act of 1933, as amended, or the Securities Exchange Act of 1934, as amended (whether made before or after the date of the Form 10-Q, irrespective of any general incorporation contained in such filing.)
