



April 8, 2019

Dear Shareholder,

During the second half of 2018, we hit our stride. Over the four quarters of 2018, we successfully combined strong loan and deposit growth with net interest margin expansion and stable noninterest expenses to produce substantial growth in pretax income. The reduction in the corporate tax rates made a good year even better. The result was record pretax earnings for the Company, 154% growth in pretax earnings over 2017, and a return on average equity of 10.96% for the second half of the year.

We intend to build on this positive momentum during 2019. Our fourth quarter earnings release described actions we took during the fourth quarter of 2018 to control expenses and grow earnings in the coming year. We will have to accomplish our objectives in an economic environment that has slowed noticeably from the strong pace we were experiencing during most of 2018, but businesses are still growing and borrowing. We expect to take share from our larger competitors who are going through mergers and strategy changes. We are optimistic about 2019.

Our Williamsburg Advisory Board has been a significant factor in our early success in that market. As previously noted, we have been earning a profit in that market since August of 2018. We hired the right people for our team, and they put together an Advisory Board that is exceptionally well respected in the community and working on our behalf to make us visible and to bring us business. Congratulations to Bill Carr (our Peninsula market President), Channing Hall (our Advisory Board Chair) and Bill Hamner (our Advisory Board Vice Chair) and their associates on the excellent first full year of operations.

We have a corporate board that is functioning at a very high level right now. Over the past two years, we have reduced the size of our board and welcomed two new directors. The fresh perspectives of our new directors have helped us look at opportunities and challenges in a different light. All of this has been healthy for us and is helping our board execute its governance role and support our growth objectives.

We have intensified the board's work in generating business referrals, and we have built a robust risk management process that includes a bank-level Board Risk Committee on which all members serve. We would like to acknowledge the work of Randy Whittemore and Jay Hendricks in standing up the Board Risk Committee. Randy serves as the Chair of this committee and has made an enormous commitment of time to his board duties. As our Chief Risk Officer and Chief Operating Officer, Jay has been the lead architect of our enterprise risk management process. His is an unusual talent to have in a community bank. He does the heavy lifting for the Board Risk Committee for our management team. The risk management work of a community bank is more complicated and mission critical than ever. It is essential that we do it well and that we have smart, disciplined people on point for our efforts. We are fortunate to have Jay and Randy involved in this work.

As we acknowledged in our fourth quarter earnings release, we still have work to do to produce the consistent high returns and sustainable earnings growth we aspire to achieve. We expect to make more progress in 2019.

We hope to see you at the shareholders meeting on May 21, 2019, and thank you for your continued support.

Regards,



William G. Foster  
President and Chief Executive Officer



Craig D. Bell  
Chairman, Board of Directors

### **Forward-Looking Statements**

In addition to historical information, this letter may contain forward-looking statements. For this purpose, any statement that is not a statement of historical fact may be deemed to be a forward-looking statement. Forward-looking statements are subject to numerous assumptions, risks and uncertainties, and actual results could differ materially from historical results or those anticipated by such statements. There are many factors that could cause actual results to differ materially from those expressed in the forward-looking statements including, but not limited to, changes in interest rates, the effects of future economic, business and market conditions, legislative and regulatory changes, governmental monetary and fiscal policies, changes in accounting policies, rules and practices, and other factors described from time to time in our reports filed with the Securities and Exchange Commission (“SEC”). For further information, contact Donald M. Kaloski, Jr., Executive Vice President and Chief Financial Officer, at 804-897-3900 or [dkaloski@villagebank.com](mailto:dkaloski@villagebank.com).

### **Additional Information**

This letter may be deemed to be solicitation material in respect of the Company’s 2019 annual meeting of shareholders. The Company filed a definitive proxy statement with the SEC on April 8, 2019 in connection with the annual meeting. Shareholders are urged to read the proxy statement and any other relevant documents that the Company files with the SEC because they will contain important information. The Company, its directors and certain of its executive officers will be participants in the solicitation of proxies from shareholders in connection with the annual meeting. Information about the Company’s directors and executive officers is included in the proxy statement. Investors and shareholders may obtain a copy of the proxy statement and other documents filed by the Company free of charge from the SEC’s website at [www.sec.gov](http://www.sec.gov). Shareholders may obtain a copy of the proxy statement free of charge by writing to the Company’s Corporate Secretary, Deborah M. Golding, whose address is P.O. Box 330, Midlothian, Virginia, 23113-0330, or from the Company’s website at [www.villagebank.com](http://www.villagebank.com).

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

**FORM 10-K  
ANNUAL REPORT PURSUANT TO SECTION 13 OR 15(d)  
OF THE SECURITIES EXCHANGE ACT OF 1934**

**For the fiscal year ended December 31, 2018**

**Commission file number 0-50765**

**VILLAGE BANK AND TRUST FINANCIAL CORP.**  
(Exact name of registrant as specified in its charter)

**Virginia**  
(State or other jurisdiction of  
incorporation or organization)

**16-1694602**  
(I.R.S. Employer  
Identification No.)

**13319 Midlothian Turnpike, Midlothian, Virginia**  
(Address of principal executive offices)

**23113**  
(Zip Code)

Issuer's telephone number: **804-897-3900**

**Securities registered under Section 12(b) of the Exchange Act:**

<b>Title of each class</b>	<b>Name of each exchange on which registered</b>
Common Stock, \$4.00 par value	The Nasdaq Stock Market

**Securities registered under Section 12(g) of the Exchange Act:**

None

Indicate by check mark if the registrant is a well-known seasoned issuer, as defined in Rule 405 of the Securities Act. Yes  No

Indicate by check mark if the registrant is not required to file reports pursuant to Section 13 or 15(d) of the Act. Yes  No

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

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

Indicate by check mark if disclosure of delinquent filers pursuant to Item 405 of Regulation S-K (§ 229.405 of this chapter) is not contained herein, and will not be contained, to the best of registrant's knowledge, in definitive proxy or information statements incorporated by reference in Part III of this Form 10-K or any amendment to this Form 10-K. [ ]

Indicate by check mark whether the registrant is a large accelerated filer, an accelerated filer, a non-accelerated filer, 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

The aggregate market value of common stock held by non-affiliates of the registrant as of the last business day of the Registrant's most recent completed second fiscal quarter was approximately \$23,193,000.

The number of shares of common stock outstanding as of February 28, 2019 was 1,435,283.

**DOCUMENTS INCORPORATED BY REFERENCE**

Portions of the definitive Proxy Statement to be used in conjunction with the 2019 Annual Meeting of Shareholders are incorporated by reference into Part III of this Form 10-K.

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**Village Bank and Trust Financial Corp.**  
**Form 10-K**

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## PART I

In addition to historical information, the following report contains forward-looking statements that are subject to risks and uncertainties that could cause Village Bank and Trust Financial Corp.'s actual results to differ materially from those anticipated. Readers are cautioned not to place undue reliance on these forward-looking statements, which reflect management's analysis only as of the date of the report. For discussion of factors that may cause our actual future results to differ materially from those anticipated, please see Item 7 – "Management's Discussion and Analysis of Financial Condition and Results of Operations" herein.

### ITEM 1. BUSINESS

Village Bank and Trust Financial Corp. ("Company") was incorporated in January 2003 and was organized under the laws of the Commonwealth of Virginia as a bank holding company. The Company has three active wholly owned subsidiaries: Village Bank (the "Bank"), Southern Community Financial Capital Trust I, and Village Financial Statutory Trust II. The Bank has one active wholly owned subsidiary: Village Bank Mortgage Corporation (the "Mortgage Company"), a full service mortgage banking company. The Company is the holding company of and successor to the Bank. Effective April 30, 2004, the Company acquired all of the outstanding stock of the Bank in a statutory share exchange transaction. Unless the context suggest otherwise, the terms "we", "us" and "our" refer collectively to the Company, the Bank, and the Mortgage Company.

The Bank is the primary operating business of the Company. The Bank offers a wide range of banking and related financial services, including checking, savings, certificates of deposit and other depository services, and commercial, real estate and consumer loans, primarily in the Richmond, Virginia and Williamsburg, Virginia metropolitan areas. The Bank was organized in 1999 as a Virginia chartered bank to engage in a general banking business to serve the communities in and around Richmond, Virginia and expanded its services to Williamsburg, Virginia in 2017. Deposits with the Bank are insured to the maximum amount provided by the Federal Deposit Insurance Corporation ("FDIC"). The Bank offers a comprehensive range of financial services and products and specializes in providing customized financial services to small and medium sized businesses, professionals, and individuals. The Bank provides its customers with personal customized service utilizing the latest technology and delivery channels.

Bank revenues are derived from interest and fees received in connection with loans, deposits, and mortgage services. Administrative and operating expenses are the major expenses, followed by interest paid on deposits and borrowings. Revenues from the Mortgage Company consist primarily of gains from the sale of loans and loan origination fees and its major expenses consist of personnel, occupancy, data processing, and other operating expenses. In 2018, revenue (after intercompany eliminations) generated by the Bank totaled \$22.8 million and the Mortgage Company generated \$6.2 million in revenue.

#### Segment Reporting

The Company has two reportable segments: traditional commercial banking and mortgage banking. For more financial data and other information about each of the Company's operating segments, refer to Item 7 – "Management's Discussion and Analysis of Financial Condition and Results of Operations" sections, "Segment Information – Commercial Banking Segment" and "Segment Information – Mortgage Banking Segment", and to Note 19 "Segment Reporting" in the "Notes to Consolidated Financial Statements" contained in Item 8 of this Form 10-K.

#### Business Strategy

We are implementing strategies that we believe will help us achieve our goal of delivering long-term total shareholder returns that rank in the top quartile of a nationwide peer group. To achieve this goal, we believe that we will need to become a top performer in return on equity, produce sustainable earnings growth, achieve best quartile earnings volatility in our industry and deliver best quartile asset quality in the worst part of the economic cycle. Our current business strategies include the following:

- *Build full service banking relationships with high quality local companies by being problem solvers and business builders, not just bankers.* We will continue to build a team of bankers and leaders who are both great bankers and exceptional business people. We will have the capital, capabilities and connections to help business owners achieve their goals and overcome obstacles to their success. We target win-win outcomes. We expect to be disciplined lenders during the good times so that during difficult times we can support our good clients, win high quality relationships and recruit talented bankers while other banks focus on their own challenges. Real estate lending will continue to be an important part of our business. We intend to be diligent in managing overall portfolio concentrations, and we will focus on real estate sectors and sponsors that we expect to perform better during difficult times. We will understand the needs and goals of our business clients and their owners so that we can help them fulfill those needs and achieve those goals. We will target deposit only relationships as actively as we will target full loan and deposit relationships. Wherever possible and prudent, we will purchase products and services from the companies that do business with us to support our clients and thank them for their business.
- *Build long-term, mutually beneficial banking relationships with individuals and families in our market area.* We will offer the basic financial products and services individuals and families in our communities need backed by exceptionally professional and caring service. We offer convenience and flexibility through in person, online, mobile and telephonic options for enrolling in new services, handling transactions and seeking service. We want to help our clients thrive on their journey through life. Through our own team members and business partners, we will help clients develop plans for handling the big moments they will encounter along the way. We will be experts at using technology to understand our clients, serve their needs and grow our business.
- *Grow the Mortgage Company's profitability and positive contribution to our brand.* We intend to add loan officers and production teams, more fully identify and serve the mortgage needs of bank clients, appropriately leverage available grant programs, offer portfolio mortgage products, and enhance our marketing efforts to grow mortgage banking revenues. We plan to continue to treat mortgage banking as a specialty line of business. We will continue to differentiate ourselves by treating the homeowners, realtors, builders and financial advisors who work with us to exceptionally professional and caring service.
- *Improve and sustain the economics of our balance sheet, income statement and business model:*
  - Defend and expand our Net Interest Margin by improving the mix of both assets and funding wherever possible.
  - Build and grow other non-interest income services to leverage our return on assets ("ROA") and return on equity ("ROE").
  - Streamline and rationalize our processes and organization to improve productivity and efficiency.
  - Include a prudent amount of debt in our holding company capital structure to leverage a strong ROA into an even stronger ROE.
- *Achieve excellence in risk management.* We strive to achieve best quartile performance on credit quality metrics in the worst part of the business cycle and sustainable earnings growth over the long term. Risk taking is a fundamental part of banking. Top performing banks are very good at identifying, understanding, measuring, monitoring, managing, mitigating and getting paid for the risks the organization takes. We are committed to building and sustaining the culture, talent, tools, policies, processes and discipline needed to be a top performer in our risk management functions.
- *Be the place where exceptional people want to work.* We are committed to achieving great things and need teammates who share that commitment. We will sustain our fun, fulfilling and rewarding work environment built on trust and teamwork. We know that we will achieve our goals by fielding a team of champions, not by building our business around individual stars. We are a meritocracy where every

individual knows he or she can make a difference every day, where their individual contributions are valued, where we invest in our teammates, and where we hold people accountable. We will invest in technology to leverage the talents of our associates and provide the flexibility to allow them to manage their work and life priorities effectively. We will offer benefits and resources intended to help our team members be fit to thrive on their journey through life. When we make difficult business decisions, we will do so with sensitivity to and understanding of the consequences of those decisions.

- *Make a lasting difference in our communities.* We will invest our work, wisdom and wealth to help our communities prepare young people for success in life, help families navigate the complex maze of modern life and support and honor the individuals who serve and protect us. We believe that we can be particularly effective in serving our many stakeholders by being a leader in education and workforce development initiatives in our community because success in these areas will help individuals and families provide for themselves and will provide businesses with the talented employees they need to grow and prosper.

We strongly believe that there is a continuing need for banks like Village with deep community roots and that a well-run community based bank can generate attractive returns for shareholders over the long term.

## **Market Area**

The Company, the Bank, and the Mortgage Company are headquartered in Chesterfield County and primarily serve the Central Virginia region and the Richmond and Williamsburg Metropolitan Statistical Areas. We currently conduct business from ten full-service branch banking offices, and a mortgage loan production office in Central Virginia in the counties of Chesterfield, Hanover, Henrico, Powhatan and James City. During the fourth quarter of 2017, we expanded into the Williamsburg, Virginia market through the opening of a new Village Bank branch. At the end of the first quarter of 2017, we closed our Manassas, Virginia mortgage production office after the departure of its long term leader.

## **Banking Services**

*Deposit Services.* Deposits are a major source of our funding. The Bank offers a full range of deposit services that are typically available in most banks and other financial institutions including checking accounts, savings accounts and other time deposits of various types, ranging from daily money market accounts to longer term certificates of deposit and Individual Retirement Accounts. These deposit accounts are offered at rates competitive with other institutions in our market area. We service our deposit clients in our full-service branches, at drive-up windows, at our ATMs, through our customer care team and through technology such as online banking, mobile banking applications and remote deposit capture for business clients. We have not applied for permission to establish a trust department and offer trust services. The Bank is not a member of the Federal Reserve System. Deposits are insured under the Federal Deposit Insurance Act of 1950 (the “FDI Act”) to the limits provided thereunder.

*Lending Services.* We offer a full range of short-to-medium term commercial and personal loans. We also provide a wide range of real estate finance services. Our primary focus is on making loans in the Central Virginia and greater Williamsburg markets where we have branch banking offices. We offer residential construction-to-permanent financing to clients of the Mortgage Company.

- *Commercial Business Lending.* We make secured and unsecured loans to small- and medium-sized businesses for purposes such as funding working capital needs (including inventory and receivables), business expansion (including acquisition of real estate and improvements) and purchase of equipment and machinery. We also make loans under Small Business Administration and state sponsored business loan programs. In our underwriting, we evaluate the earnings and cash flows of the business, guarantor support and both the need for and the protection offered by the collateral for the loan.

- *Commercial Real Estate Acquisition, Development, Construction and Mortgage Lending.* We make loans to our clients for the purposes of acquiring, developing, constructing and owning commercial real estate. These properties may be owner-occupied or may be held for investment purposes and repaid from rental income or from the sale of the property.
- *Consumer Lending.* Consumer loans include secured and unsecured loans for financing automobiles, home improvements, education and personal investments. We also originate fixed and variable rate mortgage loans and real estate construction and acquisition loans. Residential loans originated by our mortgage company are usually sold in the secondary mortgage market.
- *Loan Participations.* We sell loan participations in the ordinary course of business when a loan originated by us exceeds our legal lending limit or we otherwise deem it prudent to share the risk with another lending institution. Additionally, we purchase loan participations from other banks, usually without recourse against that bank. We underwrite purchased loan participations in accordance with normal underwriting practices.
- *Loan Purchases.* We purchase Federal Rehabilitated Student Loan portfolios when approved by the board of directors. These loans are guaranteed by the U.S. Department of Education (“DOE”) which covers approximately 98% of the principal and interest. These loans are serviced by a third party servicer that specializes in handling these types of loans.

We also purchase the guaranteed portion of United State Department of Agriculture Loans (“USDA”) which are guaranteed by the USDA for 100% of the principal and interest. The originating institution holds the unguaranteed portion of the loan and services the loan. These loans are typically purchased at a premium. In the event of a loan default or early prepayment the Bank may need to write off any unamortized premium.

*Lending Limit.* As of December 31, 2018, our legal lending limit for loans to one borrower was approximately \$7,489,000. However, we generally limit credit to any one individual or entity to a maximum of \$5,000,000.

## **Competition**

We encounter strong competition from other local commercial banks, credit unions, mortgage banking firms, consumer finance companies, securities brokerage firms, insurance companies, money market mutual funds, financial technology companies, and other financial institutions. A number of these competitors are well-established. Competition for loans is keen, and pricing is important. Most of our competitors have substantially greater resources and higher lending limits than ours and offer certain services, such as extensive and established branch networks and trust services, which we do not provide at the present time. Deposit competition also is strong, and we may have to pay higher interest rates to attract deposits. Nationwide banking institutions and their branches have increased competition in our markets, and federal legislation adopted in 1999 allows non-banking companies, such as insurance and investment firms, to establish or acquire banks. We believe that the Company can capitalize on recent merger activity to attract customers from the acquired institutions.

At June 30, 2018, the latest date such information is available from the FDIC, the Bank’s deposit market share in Chesterfield County was 4.75%, 4.15% in Hanover County, 8.89% in Powhatan County, 0.40% in the Richmond metropolitan statistical area and 0.10% in Henrico County and 0.51% in James City County.

## **Supervision and Regulation**

We are subject to extensive regulation by certain federal and state agencies and receive periodic examinations by those regulatory authorities. As a consequence, our business is affected by state and federal legislation and regulations.



The discussion below is only a summary of the principal laws and regulations that comprise the regulatory framework applicable to us. The descriptions of these laws and regulations, as well as descriptions of laws and regulations contained elsewhere herein, do not purport to be complete and are qualified in their entirety by reference to applicable laws and regulations.

**General.** The Company is qualified as a bank holding company within the meaning of the Bank Holding Company Act of 1956, as amended (the "BHC Act"), and is registered as such with the Board of Governors of the Federal Reserve System (the "Federal Reserve"). As a bank holding company, the Company is subject to supervision, regulation and examination by the Federal Reserve and is required to file various reports and additional information with the Federal Reserve. The Company is also registered under the bank holding company laws of Virginia and is subject to supervision, regulation and examination by the Bureau of Financial Institutions of the Virginia State Corporation Commission (the "BFI"). The Bank is a Virginia chartered bank and is not a member of the Federal Reserve System. The Bank is subject to regulation, supervision and examination by the FDIC and the BFI.

**The Dodd-Frank Act.** On July 21, 2010, the Dodd-Frank Wall Street Reform and Consumer Protection Act (the "Dodd-Frank Act") was signed into law. The Dodd-Frank Act represents a significant overhaul of many aspects of the regulation of the financial services industry, although many of its provisions (e.g., the interchange and trust preferred capital limitations) apply to companies that are significantly larger than the Company. The Dodd-Frank Act directs applicable regulatory authorities to promulgate regulations implementing its provisions, and its effect on the Company and on the financial services industry as a whole will be clarified as those regulations are issued. Major elements of the Dodd-Frank Act are described below.

**Increased Capital Standards.** The Dodd-Frank Act required the federal banking agencies to establish minimum leverage and risk-based capital requirements for banks and bank holding companies. See "Capital Adequacy" below for a discussion of these requirements.

**Deposit Insurance.** The Dodd-Frank Act made permanent the \$250,000 deposit insurance limit for insured deposits. Amendments to the FDI Act also revised the assessment base against which an insured depository institution's deposit insurance premiums paid to the Deposit Insurance Fund (the "DIF") are calculated. Under the amendments, the assessment base is no longer the institution's deposit base, but rather its average consolidated total assets less its average tangible equity during the assessment period. Additionally, the Dodd-Frank Act made changes to the minimum designated reserve ratio of the DIF, increasing the minimum from 1.15% to 1.35% of the estimated amount of total insured deposits and eliminating the requirement that the FDIC pay dividends to depository institutions when the reserve ratio exceeds certain thresholds. The Dodd-Frank Act also provides that depository institutions may pay interest on demand deposits.

**The Consumer Financial Protection Bureau ("CFPB").** The Dodd-Frank Act established the CFPB, an independent federal agency with broad rule-making, supervisory, and enforcement powers under various federal consumer financial protection laws. The CFPB has examination and primary enforcement authority with respect to depository institutions with \$10 billion or more of assets. Smaller institutions, such as the Company, are subject to rules promulgated by the CFPB but are examined and supervised by federal banking regulators for consumer compliance purposes.

**Limits on Interchange Fees.** The Dodd-Frank Act amended the Electronic Fund Transfer Act to, among other things, require that debit card interchange fees must be reasonable and proportional to the actual cost incurred by the institution with respect to the transaction. In June 2011, the Federal Reserve adopted regulations applicable to institutions with \$10 billion or more of assets that established a maximum permissible interchange fee that an institution may charge. Under the regulations, the maximum permissible interchange fee for such institutions is the sum of 21 cents per transaction and 5 basis points multiplied by the value of the transaction, with an additional adjustment of up to one cent per transaction if the institution implements additional fraud-prevention standards. Although institutions that have assets of

less than \$10 billion are exempt, these regulations are expected to significantly affect the interchange fees that institutions with less than \$10 billion of assets are able to collect.

*Recent Amendments to the Dodd-Frank Act.* The Economic Growth, Regulatory Relief and Consumer Protection Act of 2018, which was signed into law on May 24, 2018 (the “EGRRCPA”), amended the Dodd-Frank Act to provide regulatory relief for certain smaller and regional financial institutions. The EGRRCPA, among other things, provides financial institutions with less than \$10 billion of assets with relief from certain capital requirements and exempts banks with less than \$250 billion of total consolidated assets from the enhanced prudential standards and the company-run and supervisory stress tests required under the Dodd-Frank Act.

The Dodd-Frank Act has had, and may in the future have, a material impact on the Company’s operations, particularly through increased compliance costs resulting from new and possible future consumer and fair lending regulations.

***Reporting Obligations Under Securities Laws.*** The Company is subject to the periodic reporting requirements of the Securities Exchange Act of 1934, as amended (the “Exchange Act”), including the requirement to file with the Securities and Exchange Commission (the “SEC”) annual, quarterly and other reports on the financial condition and performance of the organization. The Company’s common stock is listed on the Nasdaq Capital Market and, as a result, the Company is subject to the rules and listing standards adopted by The Nasdaq Stock Market, LLC (“Nasdaq”). The Company is also affected by the corporate responsibility and accounting reform legislation signed into law on July 30, 2002, known as the Sarbanes-Oxley Act of 2002 (the “SOX Act”), and the related rules and regulations. The SOX Act includes provisions that, among other things, require that periodic reports containing financial statements that are filed with the SEC be accompanied by chief executive officer and chief financial officer certifications as to the accuracy and compliance with law, additional disclosure requirements and corporate governance and other related rules. The Company has expended considerable time and money in complying with the rules and regulations of the SEC and Nasdaq, and with the SOX Act, and expects to continue to incur additional expenses in the future.

***Bank Holding Company Act.*** The Federal Reserve has jurisdiction under the BHC Act to approve any bank or non-bank acquisition, merger or consolidation proposed by a bank holding company. The BHC Act, and other applicable laws and regulations, generally limit the activities of a bank holding company and its subsidiaries to that of banking, managing or controlling banks, or any other activity that is so closely related to banking or to managing or controlling banks as to be a proper incident thereto.

In determining whether a particular activity is permissible, the Federal Reserve must consider whether the performance of such an activity reasonably can be expected to produce benefits to the public that outweigh possible adverse effects. Despite prior approval, the Federal Reserve may order a bank holding company or its subsidiaries to terminate any activity or to terminate ownership or control of any subsidiary when the Federal Reserve has reasonable cause to believe that a serious risk to the financial safety, soundness or stability of any bank subsidiary of that bank holding company may result from such an activity.

***Support of Subsidiary Institutions.*** Under the Dodd-Frank Act, and previously under Federal Reserve policy, the Company is required to act as a source of financial strength for the Bank and to commit resources to support the Bank. This support can be required at times when it would not be in the best interest of the Company’s shareholders or creditors to provide it. In the event of the Company’s bankruptcy, any commitment by us to a federal bank regulatory agency to maintain the capital of the Bank would be assumed by the bankruptcy trustee and entitled to a priority of payment. The Company has periodically raised capital and contributed it to the Bank to support the Bank’s operations.

***Privacy Legislation.*** Several laws, including the Right To Financial Privacy Act and the Gramm-Leach-Bliley Act, provide protections against the transfer and use of customer information by financial institutions. Financial Institutions generally are prohibited from disclosing customer information to non-affiliated third parties, unless the customer has been given the opportunity to object and has not objected to

such disclosure. Financial institutions must disclose their specific privacy policies to their customers annually and must conduct an internal risk assessment of their ability to protect customer information.

***Mergers and Acquisitions.*** The Riegle-Neal Interstate Banking and Branching Efficiency Act of 1994, as amended (the "Interstate Banking Act"), generally permits well capitalized and adequately managed bank holding companies to acquire banks in any state, and preempts all state laws restricting the ownership by a bank holding company of banks in more than one state. The Interstate Banking Act also permits a bank to merge with an out-of-state bank and convert any offices into branches of the resulting bank if both states have not opted out of interstate branching; and permits a bank to acquire branches from an out-of-state bank if the law of the state where the branches are located permits the interstate branch acquisition. Under the Dodd-Frank Act, a bank holding company or bank must be well capitalized and well managed to engage in an interstate acquisition. Bank holding companies and banks are required to obtain prior Federal Reserve approval to acquire more than 5% of a class of voting securities, or substantially all of the assets, of a bank holding company, bank or savings association. The Interstate Banking Act and the Dodd-Frank Act permit banks to establish and operate de novo interstate branches to the same extent a bank chartered by the host state may establish branches. Virginia law permits branching across state lines, provided there is reciprocity with the state in which the out-of-state bank is based.

***Limits on the Payment of Dividends.*** The Company is a legal entity separate and distinct from the Bank and its other subsidiaries. Virtually all of the Company's cash revenues will result from dividends paid to it by the Bank, which is subject to laws and regulations that limit the amount of dividends that it can pay. Under Virginia law, a bank may not declare a dividend in excess of its accumulated retained earnings without approval by the BFI. As of December 31, 2018, the Bank did not have any accumulated retained earnings. In addition, the Bank may not declare or pay any dividend if, after making the dividend, the Bank would be "undercapitalized," as defined in FDIC regulations.

The FDIC and the state have the general authority to limit the dividends paid by insured banks if the payment is deemed an unsafe and unsound practice. Both the FDIC and the state have indicated that paying dividends that deplete a bank's capital base to an inadequate level would be an unsound and unsafe banking practice.

In addition, the Company is subject to certain regulatory requirements to maintain capital at or above regulatory minimums. These regulatory requirements regarding capital affect our dividend policies. Regulators have indicated that holding companies should generally pay dividends only if the organization's net income available to common shareholders over the past year has been sufficient to fully fund the dividends, and the prospective rate of earnings retention appears consistent with the organization's capital needs, asset quality and overall financial condition. In addition, the Federal Reserve has issued guidelines that bank holding companies should inform and consult with the Federal Reserve in advance of declaring or paying a dividend that exceeds earnings for the period (e.g., quarter) for which the dividend is being paid or that could result in a material adverse change to the organization's capital structure.

***Insurance of Accounts, Assessments and Regulation by the FDIC.*** Our deposits are insured by the FDIC up to the limits set forth under applicable law, currently \$250,000. We are subject to the deposit insurance assessments of the DIF. On April 1, 2011, the deposit insurance assessment base changed from total deposits to average total assets minus average tangible equity, pursuant to a rule issued by the FDIC as required by the Dodd-Frank Act. Effective July 1, 2016, the FDIC changed its deposit insurance pricing to a "financial ratios method" based on CAMELS composite ratings to determine assessment rates for small established institutions with less than \$10 billion of assets, such as the Bank. The CAMELS rating system is a supervisory rating system designed to take into account and reflect all financial and operational risks that a bank may face, including capital adequacy, asset quality, management capability, earnings, liquidity and sensitivity to market risk ("CAMELS"). CAMELS composite ratings set a maximum assessment for CAMELS 1 and 2 rated banks, and set minimum assessments for lower rated institutions.

The FDIC is authorized to prohibit any DIF-insured institution from engaging in any activity that the FDIC determines by regulation or order to pose a serious threat to the respective insurance fund. Also, the FDIC

may initiate enforcement actions against banks, after first giving the institution's primary regulatory authority an opportunity to take such action. The FDIC may terminate the deposit insurance of any depository institution if it determines, after a hearing, that the institution has engaged or is engaging in unsafe or unsound practices, is in an unsafe or unsound condition to continue operations, or has violated any applicable law, regulation, order or any condition imposed in writing by the FDIC. It also may suspend deposit insurance temporarily during the hearing process for the permanent termination of insurance if the institution has no tangible capital. If deposit insurance is terminated, the deposits at the institution at the time of termination, less subsequent withdrawals, shall continue to be insured for a period from six months to two years, as determined by the FDIC. We are aware of no existing circumstances that could result in termination of our deposit insurance.

**Capital Adequacy.** Both the Company and the Bank are required to comply with the capital adequacy standards established by the Federal Reserve, in the case of the Company, and the FDIC, in the case of the Bank. The Federal Reserve and the FDIC have adopted rules to implement the Basel III capital framework as outlined by the Basel Committee on Banking Supervision (the "Basel Committee") and certain provisions of the Dodd-Frank Act (the "Basel III Capital Rules"). The Basel III Capital Rules implement minimum capital ratios and establish risk weightings that are applied to many classes of assets held by community banks, including applying higher risk weightings to certain commercial real estate loans.

The Basel III Capital Rules require banks and bank holding companies to comply with the following minimum capital ratios: (1) a ratio of common equity Tier 1 capital to risk-weighted assets of at least 4.5%, plus a 2.5% "capital conservation buffer" (effectively resulting in a minimum ratio of common equity Tier 1 to risk-weighted assets of at least 7%); (2) a ratio of Tier 1 capital to risk-weighted assets of at least 6.0%, plus the 2.5% capital conservation buffer (effectively resulting in a minimum Tier 1 capital ratio of 8.5%); (3) a ratio of total capital to risk-weighted assets of at least 8.0%, plus the 2.5% capital conservation buffer (effectively resulting in a minimum total capital ratio of 10.5%); and (4) a leverage ratio of 4%, calculated as the ratio of Tier 1 capital to balance sheet exposures plus certain off-balance sheet exposures (computed as the average for each quarter of the month-end ratios for the quarter). The phase-in of the capital conservation buffer requirement began on January 1, 2016, at 0.625% of risk-weighted assets, increasing by the same amount each year until it was fully implemented at 2.5% on January 1, 2019. The capital conservation buffer is designed to absorb losses during periods of economic stress. Banking organizations with a ratio of common equity Tier 1 capital to risk-weighted assets above the minimum but below the conservation buffer face constraints on dividends, equity repurchases, and compensation based on the amount of the shortfall.

In December 2017, the Basel Committee published standards that it described as the finalization of the Basel III post-crisis regulatory reforms (the standards are commonly referred to as "Basel IV"). Among other things, these standards revise the standardized approach for credit risk (including by recalibrating risk weights and introducing new capital requirements for certain "unconditionally cancellable commitments," such as unused credit card lines of credit) and provide a new standardized approach for operational risk capital. Under the proposed framework, these standards will generally be effective on January 1, 2022, with an aggregate output floor phasing-in through January 1, 2027. Under the current capital rules, operational risk capital requirements and a capital floor apply only to advanced approaches institutions, and not to the Company. The impact of Basel IV on the Company and the Bank will depend on the manner in which it is implemented by the federal bank regulatory agencies.

The Company meets the eligibility criteria of a small bank holding company in accordance with the Federal Reserve's Small Bank Holding Company Policy Statement (the "SBHC Policy Statement"). On August 28, 2018, the Federal Reserve issued an interim final rule required by the EGRRCPA that expands the applicability of the SBHC Policy Statement to bank holding companies with total consolidated assets of less than \$3 billion (up from the prior \$1 billion threshold). Under the SBHC Policy Statement, qualifying bank holding companies, such as the Company, have additional flexibility in the amount of debt they can issue and are also exempt from the Basel III Capital Rules. The SBHC Policy Statement does not apply to the Bank and the Bank must comply with the Basel III Capital Rules. The Bank must also comply with the capital requirements set forth in the "prompt corrective action" regulations pursuant to Section 38 of the FDI Act, as described below.

On November 21, 2018, the federal bank regulators jointly issued a proposed rule required by the EGRRCPA that would permit qualifying banks and bank holding companies that have less than \$10 billion of assets, like the Company and the Bank, to elect to be subject to a 9% leverage ratio that would be applied using less complex leverage calculations (commonly referred to as the community bank leverage ratio or “CBLR”). Under the proposed rule, banks and bank holding companies that opt into the CBLR framework and maintain a CBLR of greater than 9% would not be subject to other risk-based and leverage capital requirements under the Basel III Capital Rules and would be deemed to have met the well capitalized ratio requirements under the “prompt corrective action” framework. The rule is in proposed form so the content and scope of the final rule, and its impact on the Company and the Bank (if any), cannot be determined.

**Prompt Corrective Action.** Federal banking agencies have broad powers to take prompt corrective action to resolve problems of insured depository institutions. The extent of these powers depends upon whether the institution in question is “well capitalized,” “adequately capitalized,” “undercapitalized,” “significantly undercapitalized” or “critically undercapitalized.” These terms are defined under uniform regulations issued by each of the federal banking agencies regulating these institutions. An insured depository institution that is less than adequately capitalized must adopt an acceptable capital restoration plan, is subject to increased regulatory oversight and is increasingly restricted in the scope of its permissible activities.

To be well capitalized under these regulations, a bank must have the following minimum capital ratios: (1) a common equity Tier 1 capital ratio of at least 6.5%; (2) a Tier 1 risk-based capital ratio of at least 8.0%; (3) a total risk-based capital ratio of at least 10.0%; and (4) a leverage ratio of at least 5.0%. At December 31, 2018, the Bank’s common equity Tier 1 capital ratio was 11.70%, its Tier 1 risk-based capital ratio was 11.70%, its total risk-based capital ratio was 12.46% and its leverage ratio was 9.15%. Accordingly, as of December 31, 2018, the Bank met the minimum ratios to be classified as well capitalized. More information concerning our regulatory ratios at December 31, 2018 is included in Note 13 to the “Notes to Consolidated Financial Statements” contained in Item 8 of this Form 10-K.

As described above, on November 21, 2018, the federal bank regulators jointly issued a proposed rule required by the EGRRCPA that would permit qualifying banks and bank holding companies that have less than \$10 billion of consolidated assets to elect to opt into the CBLR framework. Banks opting into the CBLR framework and maintaining a CBLR of greater than 9% would be deemed to have met the well capitalized ratio requirements under the “prompt corrective action” framework. The rule is in proposed form so the content and scope of the final rule, and its impact on the Company and the Bank (if any), cannot be determined.

**Restrictions on Transactions with Affiliates.** Both the Company and the Bank are subject to the provisions of Section 23A of the Federal Reserve Act. Section 23A places limits on the amount of: (1) a bank’s loans or extensions of credit, including purchases of assets subject to an agreement to repurchase, to affiliates; (2) a bank’s investment in affiliates; (3) assets a bank may purchase from affiliates, except for real and personal property exempted by the Federal Reserve; (4) the amount of loans or extensions of credit to third parties collateralized by the securities or debt obligations of affiliates; (5) transactions involving the borrowing or lending of securities and any derivative transaction that results in credit exposure to an affiliate; and (6) a bank’s guarantee, acceptance or letter of credit issued on behalf of an affiliate.

The total amount of the above transactions is limited in amount, as to any one affiliate, to 10% of a bank’s capital and surplus and, as to all affiliates combined, to 20% of a bank’s capital and surplus. In addition to the limitation on the amount of these transactions, each of the above transactions must also meet specified collateral requirements. The Bank must also comply with other provisions designed to avoid acquiring low-quality assets from its affiliates.

The Company and the Bank are also subject to the provisions of Section 23B of the Federal Reserve Act which, among other things, prohibits an institution from engaging in the above transactions with affiliates unless the transactions are on terms substantially the same, or at least as favorable to the institution or its subsidiaries, as those prevailing at the time for comparable transactions with nonaffiliated companies.

The Bank is also subject to restrictions on extensions of credit to its executive officers, directors, principal shareholders and their related interests. These extensions of credit (1) must be made on substantially the same terms, including interest rates and collateral, as those prevailing at the time for comparable transactions with third parties, and (2) must not involve more than the normal risk of repayment or present other unfavorable features.

The Dodd-Frank Act also provides that an insured depository institution may not purchase an asset from, or sell an asset to a bank insider (or their related interests) unless (1) the transaction is conducted on market terms between the parties, and (2) if the proposed transaction represents more than 10% of the capital stock and surplus of the insured institution, it has been approved in advance by a majority of the institution's non-interested directors.

***Incentive Compensation Policies and Restrictions.*** In July 2010, the federal banking agencies issued guidance that applies to all banking organizations supervised by the agencies (thereby including both the Company and the Bank). Pursuant to the guidance, to be consistent with safety and soundness principles, a banking organization's incentive compensation arrangements should: (1) provide employees with incentives that appropriately balance risk and reward; (2) be compatible with effective controls and risk management; and (3) be supported by strong corporate governance including active and effective oversight by the banking organization's board of directors. Monitoring methods and processes used by a banking organization should be commensurate with the size and complexity of the organization and its use of incentive compensation. At December 31, 2018, we had not been made aware of any instances of non-compliance with this guidance. The Dodd-Frank Act requires the appropriate federal regulators to establish standards prohibiting as an unsafe and unsound practice any compensation plan of a bank holding company or bank that provides an insider or other employee with "excessive compensation" or that could lead to a material financial loss to such firm. These standards have not yet been established.

***Bank Secrecy Act.*** The Bank Secrecy Act ("BSA"), which is intended to require financial institutions to develop policies, procedures and practices to prevent and deter money laundering, mandates that every bank have a written, board-approved program that is reasonably designed to assure and monitor compliance with the BSA. The program must, at a minimum: (i) provide for a system of internal controls to assure ongoing compliance; (ii) provide for independent testing for compliance; (iii) designate an individual responsible for coordinating and monitoring day-to-day compliance; and (iv) provide training for appropriate personnel. In addition, a bank is required to adopt a customer identification program as part of its BSA compliance program. Financial institutions are generally required to report cash transactions involving more than \$10,000 to the U.S. Department of the Treasury. In addition, financial institutions are required to file suspicious activity reports for transactions that involve more than \$5,000 and which the financial institution knows, suspects or has reason to suspect involves illegal funds, is designed to evade the requirements of the BSA or has no lawful purpose. The USA PATRIOT Act of 2001, enacted in response to the September 11, 2001 terrorist attacks, requires bank regulators to consider a financial institution's compliance with the BSA when reviewing applications from a financial institution. In May 2016, the regulations implementing the BSA were amended to explicitly include risk-based procedures for conducting ongoing customer due diligence, to include understanding the nature and purpose of customer relationships for the purpose of developing a customer risk profile. In addition, banks must identify and verify the identity of the beneficial owners of all legal entity customers (other than those that are excluded) at the time a new account is opened (other than accounts that are exempted). These amendments and new requirements became effective for the Bank on May 11, 2018.

***Reporting Terrorist Activities.*** The Office of Foreign Assets Control ("OFAC"), which is a division of the Department of the Treasury, is responsible for helping to insure that United States entities do not engage in transactions with "enemies" of the United States, as defined by various Executive Orders and Acts of Congress. OFAC has sent, and will send, our banking regulatory agencies lists of names of persons and organizations suspected of aiding, harboring or engaging in terrorist acts. If the Bank finds a name on any transaction, account or wire transfer that is on an OFAC list, it must freeze such account, file a suspicious activity report and notify the FBI. The Bank has appointed an OFAC compliance officer to oversee the

inspection of its accounts and the filing of any notifications. The Bank actively checks high-risk OFAC areas such as new accounts, wire transfers and customer files. The Bank performs these checks utilizing software, which is updated each time a modification is made to the lists provided by OFAC and other agencies of Specially Designated Nationals and Blocked Persons.

***Mortgage Banking Regulation.*** The Mortgage Company is subject to the rules and regulations by the Department of Housing and Urban Development, the Federal Housing Administration, the Department of Veteran Affairs and state regulatory authorities with respect to originating, processing, servicing and selling mortgage loans. Those rules and regulations, among other things, establish standards for loan origination, prohibit discrimination, provide for inspections and appraisals of property, require credit reports on prospective borrowers and, in some cases, restrict certain loan features, and fix maximum interest rates and fees. In addition to other federal laws, mortgage origination activities are subject to the Equal Credit Opportunity Act, Truth-in-Lending Act, Home Mortgage Disclosure Act, the Real Estate Settlement Procedures Act, and the Home Ownership Equity Protection Act, and the regulations promulgated thereunder. These laws prohibit discrimination, require the disclosure of certain basic information to mortgagors concerning credit and settlement costs, limit payment for settlement services to the reasonable value of the services rendered and require the maintenance and disclosure of information regarding the disposition of mortgage applications based on race, gender, geographical distribution and income level.

***Other Safety and Soundness Regulations.*** There are a number of obligations and restrictions imposed on depository institutions by federal law and regulatory policy that are designed to reduce potential loss exposure to the depositors of such depository institutions and to the FDIC insurance funds in the event the depository institution becomes in danger of default or is in default. The Federal banking agencies also have broad powers under current Federal law to take prompt corrective action to resolve problems of insured depository institutions. The extent of these powers depends upon whether the institution in question is well-capitalized, adequately capitalized, undercapitalized, significantly undercapitalized or critically undercapitalized, as defined by the law. Federal regulatory authorities also have broad enforcement powers over us, including the power to impose fines and other civil and criminal penalties, and to appoint a receiver in order to conserve the assets of any such institution for the benefit of depositors and other creditors. At December 31, 2018, the Bank met the ratio requirements to be classified as a well capitalized financial institution.

***Loans-to-One Borrower.*** Under applicable laws and regulations the amount of loans and extensions of credit which may be extended by a bank to any one borrower, including related entities, generally may not exceed 15% of the sum of the capital, surplus, and loan loss reserve of the institution.

***Community Reinvestment.*** The requirements of the Community Reinvestment Act (“CRA”) are applicable to the Company. The CRA imposes on financial institutions an affirmative and ongoing obligation to meet the credit needs of their local communities, including low and moderate income neighborhoods, consistent with the safe and sound operation of those institutions. A financial institution’s efforts in meeting community credit needs currently are evaluated as part of the examination process pursuant to 12 assessment factors. These factors also are considered in evaluating mergers, acquisitions and applications to open a branch or facility.

***Cybersecurity.*** In March 2015, federal regulators issued two related statements regarding cybersecurity. One statement indicates that financial institutions should design multiple layers of security controls to establish lines of defense and to ensure that their risk management processes also address the risk posed by compromised customer credentials, including security measures to reliably authenticate customers accessing internet-based services of the financial institution. The other statement indicates that a financial institution’s management is expected to maintain sufficient business continuity planning processes to ensure the rapid recovery, resumption and maintenance of the institution’s operations after a cyber-attack involving destructive malware. A financial institution is also expected to develop appropriate processes to enable recovery of data and business operations and address rebuilding network capabilities and restoring data if the institution or its critical service providers fall victim to this type of cyber-attack. If the Company fails to observe the regulatory guidance, it could be subject to various regulatory sanctions, including

financial penalties. To date, we have not experienced a significant compromise, significant data loss or any material financial losses related to cybersecurity attacks, but our systems and those of our customers and third-party service providers are under constant threat and it is possible that we could experience a significant event in the future. Risks and exposures related to cybersecurity attacks are expected to remain high for the foreseeable future due to the rapidly evolving nature and sophistication of these threats, as well as due to the expanding use of Internet banking, mobile banking and other technology-based products and services by us and our customers.

**Tax Reform.** On December 22, 2017, the President of the United States signed into law the Tax Cuts and Jobs Act of 2017 (the “Tax Reform Act”). The legislation made key changes to the U.S. tax law, including the reduction of the U.S. federal corporate tax rate from 35% to 21%, effective January 1, 2018. As a result of the reduction in the U.S. corporate income tax rate from 35% to 21% under the Tax Reform Act, the Company revalued its deferred tax assets and liabilities at December 31, 2017 and recognized \$4,181,000 in tax expense for the year ended December 31, 2017. Although the Tax Reform Act had a significant negative impact on the Company’s earnings for 2017 because of the re-valuation of its deferred tax assets and liabilities, the reduction in the corporate tax rate to 21% had a positive benefit to the Company in 2018 and is expected to have a continued positive benefit in future periods.

**Future Legislation and Regulation.** Congress may enact legislation from time to time that affects the regulation of the financial services industry, and state legislatures may enact legislation from time to time affecting the regulation of financial institutions chartered by or operating in those states. Federal and state regulatory agencies also periodically propose and adopt changes to their regulations or change the manner in which existing regulations are applied. The substance or impact of pending or future legislation or regulation, or the application thereof, cannot be predicted, although enactment of the proposed legislation could impact the regulatory structure under which we operate and may significantly increase costs, impede the efficiency of internal business processes, require an increase in regulatory capital, require modifications to business strategy, and limit the ability to pursue business opportunities in an efficient manner.

## **Employees**

As of December 31, 2018, the Company and its subsidiaries had a total of 142 full-time employees and 8 part-time employees. None of the Company’s employees is covered by a collective bargaining agreement. The Company considers its relations with its employees to be good.

The Company has a Code of Ethics for directors, officers and all employees of the Company and its subsidiaries, and a Code of Ethics applicable to the Company’s Chief Executive Officer, Chief Financial Officer and other principal financial officers. The Code addresses such topics as protection and proper use of Company assets, compliance with applicable laws and regulations, accuracy and preservation of records, accounting and financial reporting and conflicts of interest. A copy of the Code will be provided, without charge, to any shareholder upon written request to the Secretary of the Company, whose address is P.O. Box 330, 13319 Midlothian Turnpike, Midlothian, Virginia 23113.

## **Additional Information**

The Company files annual, quarterly and current reports, proxy statements and other information with the SEC. Electronic copies of our SEC filings are available on the SEC’s Internet site (<http://www.sec.gov>).

The Company’s Internet address is <http://www.villagebank.com>. At that address, we make available, free of charge, the Company’s annual reports on Form 10-K, quarterly reports on Form 10-Q, current reports on Form 8-K, and amendments to those reports filed or furnished pursuant to Section 13(a) or 15(d) of the Exchange Act (see “Investor Relations” section of website), as soon as reasonably practicable after we electronically file such material with, or furnish it to, the SEC.



In addition, we will provide, at no cost, paper or electronic copies of our reports and other filings made with the SEC (except for exhibits). Requests should be directed to Donald M. Kaloski, Jr., Chief Financial Officer, Village Bank and Trust Financial Corp., PO Box 330, Midlothian, VA 23113.

The information on the websites listed above is not and should not be considered to be part of this annual report on Form 10-K and is not incorporated by reference in this document.

## ITEM 1A. RISK FACTORS

An investment in our common stock is subject to risks inherent to our business. Investors should carefully consider the risks and uncertainties described below, together with all of the other information included or incorporated by reference in this report. The risks and uncertainties described below are not the only ones facing us. Additional risks and uncertainties that management is not aware of or focused on, or that management currently deems immaterial, may also impair our business and operations. If any of the following risks adversely affects our business, financial condition or results of operations, the value of our common stock could decline.

***Our credit standards and on-going credit assessment processes might not protect us from significant credit losses.***

We take credit risk by virtue of making loans and extending loan commitments and letters of credit. We manage credit risk through a program of underwriting standards, the review of certain credit decisions and an ongoing process of assessment of the quality of the credit already extended. In addition, our credit administration function employs risk management techniques intended to promptly identify problem loans. While these procedures are designed to provide us with the information needed to implement policy adjustments where necessary and to take appropriate corrective actions, there can be no assurance that such measures will be effective in avoiding future undue credit risk, and credit losses will occur in the future and they may be significant.

***Our allowance for loan losses may be insufficient.***

We maintain an allowance for loan losses, which is a reserve established through a provision for loan losses charged to expense, that represents our best estimate of probable losses that have been incurred within the existing portfolio of loans. The allowance, in the judgment of management, is necessary to reserve for estimated loan losses and risks inherent in the loan portfolio.

The level of the allowance reflects management's evaluation of the level of loans outstanding, the level of nonperforming loans, historical loan loss experience, delinquency trends, underlying collateral values, the amount of actual losses charged to the reserve in a given period and assessment of present and anticipated economic conditions. The determination of the appropriate level of the allowance for loan losses inherently involves a high degree of subjectivity and requires us to make significant estimates of current credit risks and future trends, all of which may undergo material changes. Although we believe the allowance for loan losses is a reasonable estimate of known and inherent losses in the loan portfolio, we cannot precisely predict such losses or be certain that the loan loss allowance will be adequate in the future. Deterioration of economic conditions affecting borrowers, new information regarding existing loans, identification of additional problem loans and other factors, both within and outside our control, may require an increase in the allowance for loan losses. In addition, bank regulatory agencies and our auditors periodically review our allowance for loan losses and may require an increase in the provision for loan losses or the recognition of further loan charge-offs, based on judgments different than those of management. Further, if charge-offs in future periods exceed the allowance for loan losses, we will need additional provisions to increase the allowance for loan losses.

The adoption of ASU 2016-13, effective for the Company on January 1, 2020, could also result in an increase in the allowance for loan losses as a result of changing from an "incurred loss" model, which encompasses allowances for current known and inherent losses within the portfolio, to an "expected loss" model, which encompasses allowances for losses expected to be incurred over the life of the portfolio. Furthermore, ASU 2016-13 will necessitate that we establish an allowance for expected credit losses for certain debt securities and other financial assets. Although we are currently unable to reasonably estimate the impact of adopting ASU 2016-13, we expect that the impact of adoption will be significantly influenced by the composition, characteristics and quality of our loan and securities portfolios as well as the prevailing economic conditions and forecasts as of the adoption date. For information regarding recent accounting pronouncements and their effect on us, see "Recent Accounting Pronouncements" in Note 1 "Summary of

Significant Accounting Policies” in the “Notes to Consolidated Financial Statements” contained in Item 8 of this Form 10-K.

Any increases in the allowance for loan losses will result in a decrease in net income and, possibly capital, and may have a material adverse effect on our financial condition and results of operations.

***Nonperforming assets take significant time to resolve and adversely affect our results of operations and financial condition.***

Our nonperforming assets adversely affect our net income in various ways. Nonperforming assets, (which include nonaccrual loans and other real estate owned, but exclude loans past due 90 days and still accruing as these loans are rehabilitated student loans which have a 98% guarantee by the DOE of principal and interest), were \$2,785,000, or 0.54% of total assets, as of December 31, 2018. When we receive collateral through foreclosures and similar proceedings, we are required to mark the related loan to the then fair market value of the collateral less estimated selling costs, which may result in a loss. An increased level of nonperforming assets also increases our risk profile and may impact the capital levels regulators believe are appropriate in light of such risks. We utilize various techniques such as workouts, restructurings and loan sales to manage problem assets. Increases in or negative changes in the value of these problem assets, the underlying collateral, or in the borrowers’ performance or financial condition, could adversely affect our business, results of operations and financial condition. In addition, the resolution of nonperforming assets requires significant commitments of time from management and staff, which can be detrimental to the performance of their other responsibilities, including generation of new loans. There can be no assurance that we will avoid increases in nonperforming loans in the future.

***We have a high concentration of loans secured by real estate, and a downturn in the local real estate market could materially and negatively affect our business.***

We offer a variety of secured loans, including commercial lines of credit, commercial term loans, real estate, construction, residential mortgages, home equity loans and lines of credit, consumer and other loans. Many of these loans are secured by real estate (both residential and commercial) located principally in the Commonwealth of Virginia. As of December 31, 2018, 81% of all loans were secured by mortgages on real property. A major change in the real estate market, such as deterioration in the value of this collateral, or in the local or national economy, could adversely affect our customers’ ability to pay these loans, which in turn could impact us. If there is a decline in real estate values, especially in our market area, the collateral for loans would deteriorate and provide significantly less security. The ability to recover on defaulted loans by selling the real estate collateral could then be diminished and we would be more likely to suffer losses.

***A portion of our loan portfolio consists of construction and land development loans, and a decline in real estate values and economic conditions would adversely affect the value of the collateral securing the loans and have an adverse effect on our financial condition.***

At December 31, 2018, approximately 10.0% of our loan portfolio, or \$41,608,000, consisted of construction and land development loans. Construction financing typically involves a higher degree of credit risk than financing on improved, owner-occupied real estate and improved, income producing real estate. Risk of loss on a construction or land development loan is largely dependent upon the accuracy of the initial estimate of the property’s value at completion of construction or development, the marketability of the property, and the bid price and estimated cost (including interest) of construction or development. If the estimate of construction or development costs proves to be inaccurate, we may be required to advance funds beyond the amount originally committed to permit completion of the project. If the estimate of the value proves to be inaccurate, we may be confronted, at or prior to the maturity of the loan, with a project whose value is insufficient to assure full repayment. When lending to builders and developers, the cost breakdown of construction or development is provided by the builder or developer. Although our underwriting criteria are designed to evaluate and minimize the risks of each construction or land development loan, there can be no guarantee that these practices will have safeguarded against material delinquencies and losses to our operations. In addition, construction and land development loans are

dependent on the successful completion of the projects they finance. Loans secured by vacant or unimproved land are generally riskier than loans secured by improved property. These loans are more susceptible to adverse conditions in the real estate market and local economy.

***We have a significant concentration of credit exposure in commercial real estate, and loans with this type of collateral are viewed as having more risk of default.***

As of December 31, 2018, we had approximately \$206,969,000 in loans secured by commercial real estate, representing approximately 49.9% of total loans outstanding at that date. The real estate consists primarily of non-owner-operated properties and other commercial properties. These types of loans are generally viewed as having more risk of default than residential real estate loans. They are also typically larger than residential real estate loans and consumer loans and depend on cash flows from the owner's business or the property to service the debt. It may be more difficult for commercial real estate borrowers to repay their loans in a timely manner, as commercial real estate borrowers' abilities to repay their loans frequently depends on the successful rental of their properties. Cash flows may be affected significantly by general economic conditions, and a downturn in the local economy or in occupancy rates in the local economy where the property is located could increase the likelihood of default. Because our loan portfolio contains a number of commercial real estate loans with relatively large balances, the deterioration of one or a few of these loans could cause a significant increase in our percentage of non-performing loans. An increase in non-performing loans could result in a loss of earnings from these loans, an increase in the provision for loan losses and an increase in charge-offs, all of which could have a material adverse effect on our financial condition.

Our banking regulators generally give commercial real estate lending greater scrutiny, and may require banks with higher levels of commercial real estate loans to implement improved underwriting, internal controls, risk management policies and portfolio stress testing, as well as possibly higher levels of allowances for losses and capital as a result of commercial real estate lending growth and exposures, which could have a material adverse effect on our results of operations.

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

Changes in the interest rate environment may reduce our profits. It is expected that we will continue to realize income from the differential or "spread" between the interest earned on loans, securities, and other interest earning assets, and interest paid on deposits, borrowings and other interest bearing liabilities. Net interest spreads are affected by the difference between the maturities and repricing characteristics of interest earning assets and interest bearing liabilities. In addition, loan volume and yields are affected by market interest rates on loans, and rising interest rates generally are associated with a lower volume of loan originations. Management cannot ensure that it can minimize our interest rate risk. While an increase in the general level of interest rates may increase the loan yield and the net interest margin, it may adversely affect the ability of certain borrowers with variable rate loans to pay the interest and principal of their obligations. Also, when the difference between long-term interest rates and short-term interest rates is small or when short-term interest rates exceed long-term interest rates, our margins may decline and our earnings may be adversely affected. Accordingly, changes in levels of market interest rates could materially and adversely affect the net interest spread, asset quality, loan origination volume and our overall profitability.

***We face strong and growing competition from financial services companies and other companies that offer banking and other financial services, which could negatively affect our business.***

We encounter substantial competition from other financial institutions in our market area and competition is increasing. Ultimately, we may not be able to compete successfully against current and future competitors. Many competitors offer the same banking services that we offer in our service area. These competitors include national, regional and community banks. We also face competition from many other types of financial institutions, including finance companies, mutual and money market fund providers, brokerage firms, insurance companies, credit unions, financial subsidiaries of certain industrial

corporations, financial technology companies and mortgage companies. Increased competition may result in reduced business for us.

Additionally, banks and other financial institutions with larger capitalization and financial intermediaries not subject to bank regulatory restrictions have larger lending limits and are thereby able to serve the credit needs of larger customers. Areas of competition include interest rates for loans and deposits, efforts to obtain loans and deposits, and range and quality of products and services provided, including new technology-driven products and services. If we are unable to attract and retain banking customers, we may be unable to continue to grow loan and deposit portfolios and our results of operations and financial condition may otherwise be adversely affected.

***Consumers may decide not to use banks to complete their financial transactions.***

Technology and other changes are allowing parties to complete financial transactions through alternative methods that historically have involved banks. The activity and prominence of so-called marketplace lenders and other technological financial service companies have grown significantly over recent years and are expected to continue growing. In addition, consumers can now maintain funds that would have historically been held as bank deposits in brokerage accounts, mutual funds, digital wallets or general-purpose reloadable prepaid cards. Consumers can also complete transactions, such as paying bills and/or transferring funds directly without the assistance of banks. The process of eliminating banks as intermediaries, known as “disintermediation,” could result in the loss of fee income, as well as the loss of customer deposits and the related income generated from those deposits. If we are unable to address the competitive pressures that we face, we could lose market share, which could result in reduced net revenue and profitability and lower returns. The loss of these revenue streams and the lower cost of deposits as a source of funds could have a material adverse effect on our financial condition and results of operations.

***Our ability to operate profitably may be dependent on our ability to integrate or introduce various technologies into our operations.***

The market for financial services, including banking and consumer finance services, is increasingly affected by advances in technology, including developments in telecommunications, data processing, computers, automation, online banking and tele-banking. Our ability to compete successfully in our market may depend on the extent to which we are able to exploit such technological changes. If we are not able to afford such technologies, properly or timely anticipate or implement such technologies, or effectively train our staff to use such technologies, our business, financial condition or operating results could be adversely affected.

***Changes in economic conditions, especially in the areas in which we conduct operations, could materially and negatively affect our business.***

Our business is directly impacted by economic conditions, legislative and regulatory changes, changes in government monetary and fiscal policies, and inflation, all of which are beyond our control. A deterioration in economic conditions, whether caused by global, national or local concerns, especially within our market area, could result in the following potentially material consequences: loan delinquencies increasing; problem assets and foreclosures increasing; demand for products and services decreasing; low cost or non-interest bearing deposits decreasing; and collateral for loans, especially real estate, declining in value, in turn reducing customers’ borrowing power, and reducing the value of assets and collateral associated with existing loans. An economic downturn could result in losses that materially and adversely affect our business.

***We may be adversely impacted by changes in market conditions.***

We are directly and indirectly affected by changes in market conditions. Market risk generally represents the risk that values of assets and liabilities or revenues will be adversely affected by changes in market conditions. As a financial institution, market risk is inherent in the financial instruments associated with our operations and activities, including loans, deposits, securities, short-term borrowings, long-term debt

and trading account assets and liabilities. A few of the market conditions that may shift from time to time, thereby exposing us to market risk, include fluctuations in interest rates, equity and futures prices, and price deterioration or changes in value due to changes in market perception or actual credit quality of issuers. Our investment securities portfolio, in particular, may be impacted by market conditions beyond our control, including rating agency downgrades of the securities, defaults of the issuers of the securities, lack of market pricing of the securities, and inactivity or instability in the credit markets. Any changes in these conditions, in current accounting principles or interpretations of these principles could impact our assessment of fair value and thus the determination of other-than-temporary impairment of the securities in the investment securities portfolio.

***Our mortgage banking revenue is cyclical and is sensitive to the level of interest rates, changes in economic conditions, decreased economic activity, and slowdowns in the housing market, any of which could adversely impact our profits.***

Mortgage banking income, net of commissions, represented approximately 66% of total noninterest income for the year ended December 31, 2018. The success of our mortgage company is dependent upon our ability to originate loans and sell them to investors at or near current volumes. Loan production levels are sensitive to changes in the level of interest rates and changes in economic conditions. During the recovery from the financial crisis, revenues from mortgage banking increased due to a lowering interest rate environment that resulted in a high volume of mortgage loan refinancing activity. More recently, revenues have been adversely affected by rising interest rates, home affordability and inventory issues, and changing incentives for homeownership under the Tax Reform Act. Loan production levels may also suffer if we experience a slowdown in the local housing market or tightening credit conditions. Any sustained period of decreased activity caused by fewer refinancing transactions, higher interest rates, housing price pressure or loan underwriting restrictions would adversely affect our mortgage originations and, consequently, could significantly reduce our income from mortgage banking activities. As a result, these conditions would also adversely affect our results of operations.

***Our focus on lending to small to mid-sized community-based businesses may increase our credit risk.***

Most of our commercial business and commercial real estate loans are made to small business or middle market customers. These businesses generally have fewer financial resources in terms of capital or borrowing capacity than larger entities and have a heightened vulnerability to economic conditions. If general economic conditions in the market area in which we operate negatively impact this important customer sector, our results of operations and financial condition may be adversely affected. Moreover, a portion of these loans have been made by us in recent years and the borrowers may not have experienced a complete business or economic cycle. The deterioration of our borrowers' businesses may hinder their ability to repay their loans with us, which could have a material adverse effect on our financial condition and results of operations.

***Liquidity risk could impair our ability to fund operations and jeopardize our financial condition.***

Liquidity is the ability to meet cash flow needs on a timely basis at a reasonable cost. The liquidity of the Company is used to service its debt. The liquidity of the Bank is used to make loans and leases and to repay deposit liabilities as they become due or are demanded by customers. Our overall liquidity position is regularly monitored to ensure that various alternative strategies exist to cover unanticipated events that could affect liquidity. An inability to raise funds through deposits, borrowings and other sources could have a substantial negative effect on our liquidity. Our access to funding sources in amounts adequate to finance our activities on terms that are acceptable to us could be impaired by factors that affect us specifically, or the financial services industry or economy in general. Factors that could negatively impact our access to liquidity sources include a decrease in the level of our business activity as a result of an economic downturn in the market area in which our loans are concentrated; adverse regulatory action against us; or our inability to attract and retain deposits.

Our ability to borrow could be impaired by factors that are not specific to us or our region, such as a disruption in the financial markets or negative views and expectations about the prospects for the financial services industry.

***We are dependent on key personnel and the loss of one or more of those key personnel may materially and adversely affect our operations.***

We are a relationship-driven organization, and currently depend heavily on the services of a number of key management and business development personnel. These officers have primary contact with our customers and are extremely important in maintaining personalized relationships with our customer base and producing new business, which is a key aspect of our business strategy and earnings momentum. The unexpected loss of key personnel could materially and adversely affect our results of operations and financial condition.

***The success of our strategy depends on our ability to identify and retain individuals with experience and relationships in our markets.***

In order to be successful, we must identify and retain experienced key management members and sales staff with local expertise and relationships. Competition for qualified personnel is intense and there is a limited number of qualified persons with knowledge of and experience in the community banking and mortgage industry in our chosen geographic market. Even if we identify individuals that we believe could assist us in building our franchise, we may be unable to recruit these individuals away from their current employers. In addition, the process of identifying and recruiting individuals with the combination of skills and attributes required to carry out our strategy is often lengthy. Our inability to identify, recruit and retain talented personnel could limit our growth and could materially adversely affect our business, financial condition and results of operations.

***If we are unable to successfully implement and manage our growth strategy, our results of operations and financial condition may be adversely affected.***

We may not be able to successfully implement our growth strategy if we are unable to identify attractive markets, locations or opportunities to expand in the future. In addition, the ability to manage growth successfully depends on whether we can maintain adequate capital levels, cost controls and asset quality, and successfully integrate any acquired branch offices or banks. We cannot assure you that any integration efforts relating to our growth strategy will be successful. In implementing our growth strategy by opening new branches or acquiring branches or banks, we expect to incur increased personnel, occupancy and other operating expenses. In the case of new branches, we must absorb those higher expenses while we begin to generate new deposits; there is also further time lag involved in redeploying new deposits into attractively priced loans and other higher yielding earning assets.

We may consider acquiring other businesses or expanding into new product lines that we believe will help us fulfill our strategic objectives. We expect that other banking and financial companies, some of which have significantly greater resources, will compete with us to acquire financial services businesses. This competition could increase prices for potential acquisitions that we believe are attractive. Acquisitions may also be subject to various regulatory approvals. If we fail to receive the appropriate regulatory approvals, we will not be able to consummate acquisitions that we believe are in our best interests.

When we enter into new markets or new lines of business, our lack of history and familiarity with those markets, clients and lines of business may lead to unexpected challenges or difficulties that inhibit our success. Our plans to expand could depress earnings in the short run, even if we efficiently execute a growth strategy leading to long-term financial benefits.

***We rely upon independent appraisals to determine the value of the real estate which secures a significant portion of our loans, and the values indicated by such appraisals may not be realizable if we are forced to foreclose upon such loans.***

A significant portion of our loan portfolio consists of loans secured by real estate. We rely upon independent appraisers to estimate the value of such real estate. Appraisals are only estimates of value and the independent appraisers may make mistakes of fact or judgment which adversely affect the reliability of their appraisals. In addition, events occurring after the initial appraisal may cause the value of the real estate to increase or decrease. As a result of any of these factors, the real estate securing some of our loans may be more or less valuable than anticipated at the time the loans were made. If a default occurs on a loan secured by real estate that is less valuable than originally estimated, we may not be able to recover the outstanding balance of the loan and will suffer a loss.

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

In the course of our business we may foreclose and take title to real estate, potentially becoming subject to environmental liabilities associated with the properties. We may be held liable to a governmental entity or to third parties for property damage, personal injury, investigation and clean-up costs or we may be required to investigate or clean up hazardous or toxic substances or chemical releases at a property. Costs associated with investigation or remediation activities can be substantial. If we are the owner or former owner of a contaminated site, we may be subject to common law claims by third parties based on damages and costs resulting from environmental contamination emanating from the property. These costs and claims could adversely affect our business.

***We are subject to a variety of operational risks, including reputational risk, legal and compliance risk, and the risk of fraud or theft by employees or outsiders.***

We are exposed to many types of operational risks, including reputational risk, legal and compliance risk, the risk of fraud or theft by employees or outsiders, unauthorized transactions by employees, operational errors, clerical or record-keeping errors, and errors resulting from faulty or disabled computer or communications systems.

Reputational risk, or the risk to our earnings and capital from negative public opinion, could result from our actual or alleged conduct in any number of activities, including lending practices, corporate governance, and from actions taken by government regulators and community organizations in response to those activities. Negative public opinion can adversely affect our ability to attract and keep customers and employees and can expose us to litigation and regulatory action.

Further, if any of our financial, accounting, or other data processing systems fail or have other significant issues, we could be adversely affected. We depend on internal systems and outsourced technology to support these data storage and processing operations. Our inability to use or access these information systems at critical points in time could unfavorably impact the timeliness and efficiency of our business operations. We could be adversely affected if one of our employees causes a significant operational breakdown or failure, either as a result of human error or where an individual purposefully sabotages or fraudulently manipulates our operations or systems. We are also at risk of the impact of natural disasters, terrorism and international hostilities on our systems and from the effects of outages or other failures involving power or communications systems operated by others. We may also be subject to disruptions of our operating systems arising from events that are wholly or partially beyond our control (for example, computer viruses or electrical or communications outages), which may give rise to disruption of service to customers and to financial loss or liability. In addition, there have been instances where financial institutions have been victims of fraudulent activity in which criminals pose as customers to initiate wire and automated clearinghouse transactions out of customer accounts. Although we have policies and procedures in place to verify the authenticity of our customers, we cannot guarantee that such policies and procedures will prevent all fraudulent transfers. Such activity can result in financial liability and harm to our reputation.

If any of the foregoing risks materialize, it could have a material adverse effect on our business, financial condition and results of operations.



***The soundness of other financial institutions could adversely affect us.***

Our ability to engage in routine funding transactions could be adversely affected by the actions and commercial soundness of other financial institutions. Financial services institutions are interrelated as a result of trading, clearing, counterparty or other relationships. We have exposure to many different industries and counterparties, and we routinely execute transactions with counterparties in the financial industry. As a result, defaults by, or even rumors or questions about, one or more financial services institutions, or the financial services industry generally, have led to market-wide liquidity problems and could lead to losses or defaults by us or by other institutions. Many of these transactions expose us to credit risk in the event of default of our counterparty or client. In addition, our credit risk may be exacerbated when the collateral held by us cannot be realized upon or is liquidated at prices not sufficient to recover the full amount of the financial instrument exposure due us. There is no assurance that any such losses would not materially and adversely affect our results of operations.

***Failure to maintain effective systems of internal and disclosure control could have a material adverse effect on our results of operation and financial condition.***

Effective internal and disclosure controls are necessary for us to provide reliable financial reports and effectively prevent fraud and to operate successfully as a public company. If we cannot provide reliable financial reports or prevent fraud, our reputation and operating results would be harmed. As part of our ongoing monitoring of internal control, we may discover material weaknesses or significant deficiencies in our internal control that require remediation. A “material weakness” is a deficiency, or a combination of deficiencies, in internal control over financial reporting, such that there is a reasonable possibility that a material misstatement of a company’s annual or interim financial statements will not be prevented or detected on a timely basis.

Our inability to maintain the operating effectiveness of the controls described above could result in a material misstatement to our financial statements or other disclosures, which could have an adverse effect on our business, financial condition or results of operations. In addition, any failure to maintain effective controls or to timely effect any necessary improvement of our internal and disclosure controls could, among other things, result in losses from fraud or error, harm our reputation or cause investors to lose confidence in our reported financial information, all of which could have a material adverse effect on our results of operation and financial condition.

***Changes in accounting standards could impact reported earnings.***

From time to time there are changes in the financial accounting and reporting standards that govern the preparation of our financial statements. These changes can materially impact how we record and report our financial condition and results of operations. In some instances, we could be required to apply a new or revised standard retroactively, resulting in the restatement of prior period financial statements. For information regarding recent accounting pronouncements and their effect on us, see “Recent Accounting Pronouncements” in Note 1 “Summary of Significant Accounting Policies” in the “Notes to Consolidated Financial Statements” contained in Item 8 of this Form 10-K.

***We depend on the accuracy and completeness of information about clients and counterparties and our financial condition could be adversely affected if we rely on misleading information.***

In deciding whether to extend credit or to enter into other transactions with clients and counterparties, we may rely on information furnished to us by or on behalf of clients and counterparties, including financial statements and other financial information, which we do not independently verify. We also may rely on representations of clients and counterparties as to the accuracy and completeness of that information and, with respect to financial statements, on reports of independent auditors. For example, in deciding whether to extend credit to clients, we may assume that a client’s audited financial statements conform with GAAP and present fairly, in all material respects, the financial condition, results of operations and cash flows of

that client. Our financial condition and results of operations could be negatively impacted to the extent we rely on financial statements that do not comply with GAAP or are materially misleading.

***We rely on other companies to provide key components of our business infrastructure.***

Third parties provide key components of our business operations such as data processing, recording and monitoring transactions, online banking interfaces and services, internet connections and network access. While we have selected these third party vendors carefully, we do not control their actions. Any problem caused by these third parties, including poor performance of services, failure to provide services, disruptions in communication services proved by a vendor and failure to handle current or higher volumes, could adversely affect our ability to deliver products and services to our customers and otherwise conduct our business, and may harm our reputation. Financial or operational difficulties of a third party vendor could also hurt our operations if those difficulties interface with the vendor's ability to serve us. Replacing these third party vendors could also create significant delay and expense. Accordingly, use of such third parties creates an unavoidable inherent risk to our business operations.

***Our information systems may experience an interruption or breach in security.***

In the ordinary course of business, we collect and store sensitive data, including proprietary business information and personally identifiable information of our customers and employees, in systems and on networks. The secure processing, maintenance and use of this information is critical to operations and our business strategy. While we have policies and procedures designed to protect our networks, computers and data from failure, interruption, damage or unauthorized access, there can be no assurance that a breach will not occur or, if it does, that it will be adequately addressed. The occurrence of any failure, interruption, damage or security breach of our communications and information systems could damage our reputation, result in a loss of customer business, subject us to additional regulatory scrutiny or expose us to civil litigation and possible financial liability, any of which could adversely affect our business.

***We operate in a highly regulated industry and the laws and regulations that govern our operations, corporate governance, executive compensation and financial accounting, or reporting, including changes in them or our failure to comply with them, may adversely affect us.***

We are subject to extensive regulation and supervision that govern almost all aspects of our operations. These laws and regulations, among other matters, prescribe minimum capital requirements, impose limitations on our business activities, limit the dividends or distributions that we can pay, restrict the ability of institutions to guarantee our debt and impose certain specific accounting requirements that may be more restrictive and may result in greater or earlier charges to earnings or reductions in our capital than GAAP. Compliance with laws and regulations can be difficult and costly, and changes to laws and regulations often impose additional compliance costs.

We are currently facing increased regulation and supervision of our industry as a result of the financial crisis in the banking and financial markets. The Dodd-Frank Act, enacted in July 2010, instituted major changes to the banking and financial institutions regulatory regimes. Other changes to statutes, regulations or regulatory policies or supervisory guidance, including changes in interpretation or implementation of statutes, regulations, policies or supervisory guidance, could affect us in substantial and unpredictable ways. Such additional regulation and supervision has increased, and may continue to increase, our costs and limit our ability to pursue business opportunities. Further, our failure to comply with these laws and regulations, even if the failure was inadvertent or reflects a difference in interpretation, could subject us to restrictions on our business activities, fines and other penalties, any of which could adversely affect our results of operations, capital base and the price of our securities. Further, any new laws, rules and regulations could make compliance more difficult or expensive or otherwise adversely affect our business and financial condition.

***Recently enacted capital standards, including the Basel III Capital Rules, may require the Company and the Bank to maintain higher levels of capital and liquid assets, which could adversely affect our profitability and return on equity or require us to raise additional capital and dilute existing shareholders.***

We are subject to capital adequacy guidelines and other regulatory requirements specifying minimum amounts and types of capital that the Company and the Bank must maintain. From time to time, regulators implement changes to these regulatory capital adequacy guidelines. If we fail to meet these minimum capital guidelines and/or other regulatory requirements, our financial condition would be materially and adversely affected. The Basel III Capital Rules require bank holding companies and their subsidiaries to maintain significantly more capital as a result of higher required capital levels and more demanding regulatory capital risk weightings and calculations. While the Company is exempt from these capital requirements under the SBHC Policy Statement, the Bank is not exempt and must comply. The Bank must also comply with the capital requirements set forth in the “prompt corrective action” regulations pursuant to Section 38 of the FDI Act. Satisfying capital requirements may require us to limit our banking operations, retain net income or reduce dividends to improve regulatory capital levels, which could negatively affect our business, financial condition and results of operations. The EGRRCPA, which became effective May 24, 2018, amended the Dodd-Frank Act to, among other things, provide relief from certain of these requirements. Although the EGRRCPA is still being implemented, we do not expect the EGRRCPA and the related rulemakings to materially reduce the impact of capital requirements on our business.

***Changes in the federal, state or local tax laws may negatively impact our financial performance.***

Changes in tax law could increase our effective tax rates. Such changes may be retroactive to previous periods and as a result could negatively affect our current and future financial performance. The Tax Reform Act has had both positive and negative effects on our financial performance. For example, the new legislation resulted in a reduction in the federal corporate tax rate from 35% to 21% beginning in 2018, which had a favorable impact on our earnings and capital generation abilities. However, the new legislation also enacted limitations on certain deductions, such as the deduction of FDIC deposit insurance premiums, which partially offset the increase in net earnings from the lower tax rate. In addition, as a result of the lower corporate tax rate, we revalued our ending net deferred tax assets at December 31, 2017 and recognized \$4,181,000 in tax expense for the year ended December 31, 2017. Similarly, our customers are likely to experience varying effects from both the individual and business tax provisions of the Tax Reform Act and such effects, whether positive or negative, may have a corresponding impact on our business and the economy as a whole.

***Our largest shareholder, Kenneth R. Lehman, has significant influence over our business through his share ownership and his interests may not align with the interests of other holders of our common stock.***

According to the Form 4 filed by Mr. Lehman with the SEC on January 15, 2019, Mr. Lehman owns 716,987 shares, or approximately 49.9%, of the Company’s outstanding common stock. Due to this ownership, he is able to influence the outcome of any matter submitted to a vote of our shareholders. In addition, Mr. Lehman previously served on the boards of directors of the Company and the Bank and management regularly seeks guidance and perspective from him given his extensive industry experience. Mr. Lehman owns significant shares of other financial institutions, some of which may compete with us. These affiliations may create conflicts of interest that could incentivize him to take or approve actions with respect to other institutions that may have a negative impact on us (e.g. marketing efforts, product pricing, lending policies, business combination transactions, etc.). While we believe Mr. Lehman’s significant investment in the Company provides some protection in this regard, Mr. Lehman’s interests may not directly align with the interests of other holders of our common stock.

***If Mr. Lehman acquires more than 50% of the Company’s outstanding shares of common stock, it will constitute a “change of control” of the Company pursuant to certain of our employment and benefit agreements, which will cause us to incur additional compensation expenses.***

Certain of our employment and benefit agreements include customary provisions that provide for additional or accelerated compensation in the event of a change of control of the Company. The term “change of control” is defined in these agreements to include any transaction in which an individual or entity acquires more than 50% of our outstanding common stock. As described above, Mr. Lehman owned approximately 49.9% of our outstanding common stock as of January 15, 2019.

Our Supplemental Executive Retirement Plan and stock incentive plans provide for “single-trigger” acceleration of change of control benefits, which means certain employees will receive benefits upon a change of control of the Company, regardless of whether the change of control affects their employment with the Company or any successor. These change of control benefits include accelerated vesting of restricted stock awards and retirement benefits. If Mr. Lehman’s ownership of the Company’s common stock had exceeded 50% as of December 31, 2018, we would have recognized approximately \$1,185,000 in related compensation expenses in 2018.

Our employment and change of control agreements provide for “double-trigger” acceleration of change of control benefits, which means the change of control benefits are only payable if the employee experiences a qualifying termination of employment in connection with a change of control. Mr. Lehman’s acquisition of more than 50% of the Company’s outstanding common stock would not automatically result in the payment or acceleration of change of control benefits under these agreements. However, under certain circumstances, if the Company were to terminate these employees or the employees were to voluntarily resign following Mr. Lehman’s acquisition of more than 50% of the Company’s outstanding common stock, the Company would incur significant additional expenses.

***Our common stock is thinly traded which may limit the ability of shareholders to sell their shares and may increase price volatility.***

Our common stock is listed on the Nasdaq Capital Market under the symbol “VBFC.” Our common stock is thinly traded and has substantially less liquidity than the average trading market for many other publicly traded companies. Mr. Lehman’s significant share ownership also limits the number of shares available to other investors and the liquidity of our common stock. We cannot assure you that a more active trading market for our common stock will develop or be sustained. The development of a liquid public market depends on the existence of willing buyers and sellers, the presence of which is not within our control. The number of active buyers and sellers of our common stock at any particular time may be limited. Therefore, our shareholders may not be able to sell their shares at the volume, prices, or times that they desire. Shareholders should be financially prepared and able to hold shares for an indefinite period.

In addition, thinly traded stocks can be more volatile than more widely traded stocks. Our stock price has been volatile in the past and several factors could cause the price to fluctuate substantially in the future. These factors include, but are not limited to, changes in analysts’ recommendations or projections, developments related to our business, operations, stock performance of other companies deemed to be peers, news reports of trends, concerns, irrational exuberance on the part of investors, and other issues related to the financial services industry. Our stock price may fluctuate significantly in the future, and these fluctuations may be unrelated to our performance. General market declines or market volatility in the future, especially in the financial institutions sector of the economy, could adversely affect the price of our common stock, and the current market price may not be indicative of future market prices.

***Our ability to pay dividends is limited, and we may be unable to pay future dividends.***

Our ability to pay dividends is limited by regulatory restrictions and our need to maintain sufficient capital. The ability of the Bank to pay dividends to the Company also will be limited by the Bank’s obligations to maintain sufficient capital, earnings and liquidity and by other general restrictions on its dividends under federal and state bank regulatory requirements. Under Virginia law, a bank may not declare a dividend in excess of its accumulated retained earnings without approval by the BFI. As of December 31, 2018, the Bank did not have any accumulated retained earnings. Any future financing arrangements that we enter into may also limit our ability to pay dividends to our shareholders. If we do not satisfy these regulatory

requirements or arrangements, we will be unable to pay dividends on our common stock. Further, even if we have earnings and available cash in an amount sufficient to pay dividends to our shareholders, the board of directors, in its sole discretion, may decide to retain them and therefore not pay dividends in the future.

***If we fail to pay interest on or otherwise default on our subordinated notes and subordinated debt securities, we will be prohibited from paying dividends or distributions on our common stock.***

As of December 31, 2018, we had \$5.7 million of subordinated notes and \$8.8 million of subordinated debt securities outstanding. The agreements under which the subordinated notes and subordinated debt securities were issued prohibit us from paying any dividends on our common stock or making any other distributions to our shareholders upon our failure to make any required payment of principal or interest or during the continuance of an event of default under the applicable agreement. Events of default generally consist of, among other things, certain events of bankruptcy, insolvency or liquidation relating to us. If we were to fail to make a required payment of principal or interest on our subordinated notes or subordinated debt securities, it could have a material adverse effect on the market value of our common stock.

***Our governing documents and Virginia law contain anti-takeover provisions that could negatively impact our shareholders.***

Our articles of incorporation and bylaws and the Virginia Stock Corporation Act contain certain provisions designed to enhance the ability of our board of directors to deal with attempts to acquire control of the Company. These provisions, among others, provide that a plan of merger, share exchange, sale of all or substantially all of our assets, or similar transaction must be approved and recommended by the affirmative vote of two-thirds of the directors in office or by the affirmative vote of 80% or more of all of the votes entitled to be cast on such transaction by each voting group entitled to vote, and limit the ability of shareholders to call a special meeting. These provisions and the ability to set the voting rights, preferences and other terms of any series of preferred stock that may be issued, may be deemed to have an anti-takeover effect and may discourage takeovers (which certain shareholders may deem to be in their best interest). To the extent that such takeover attempts are discouraged, temporary fluctuations in the market price of our common stock resulting from actual or rumored takeover attempts may be inhibited. These provisions also could discourage or make more difficult a merger, tender offer or proxy contest, even though such transactions may be favorable to the interests of shareholders, and could potentially adversely affect the market price of our common stock.

## **ITEM 1B. UNRESOLVED STAFF COMMENTS**

Not applicable

## **ITEM 2. PROPERTIES**

Our executive and administrative offices are owned by the Bank and are located at 13319 Midlothian Turnpike, Midlothian, Virginia 23113 in Chesterfield County. The current location also houses the principal office of the Mortgage Company.

In addition to its executive offices, the Bank owns seven full service branch buildings including the land on those buildings and leases an additional four full service branch buildings. Five of our branch offices are located in Chesterfield County, with three branch offices in Hanover County, two in Henrico County, one in Powhatan County and one in James City County.

Our properties are maintained in good operating condition and are suitable and adequate for our operational needs.

## **ITEM 3. LEGAL PROCEEDINGS**

In the course of its operations, the Company may become a party to legal proceedings. There are no material pending legal proceedings to which the Company is a party or of which the property of the Company is subject.

## **ITEM 4. MINE SAFETY DISCLOSURES**

Not applicable

## PART II

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

#### Market and Dividend Information

Shares of the Company's common stock trade on the Nasdaq Capital Market under the symbol "VBFC".

The Company has not paid any dividends on its common stock. We intend to retain all of our earnings to finance the Company's operations and we do not anticipate paying cash dividends in the near term. Any decision made by the board of directors to declare dividends in the future will depend on the Company's future earnings, capital requirements, financial condition and other factors deemed relevant by the board. Banking regulations limit the amount of cash dividends that may be paid without prior approval of the Bank's regulatory agencies. Such dividends are limited to the Bank's accumulated retained earnings. The Federal Reserve has issued guidelines that bank holding companies should inform and consult with the Federal Reserve in advance of declaring or paying a dividend that exceeds earnings for the period (e.g. quarter) for which the dividend is being paid or that could result in a material adverse charge to the organization's capital structure.

During the first quarter of 2017, the Company received approval from state and federal regulators allowing the Bank to pay a special dividend to the Company for the sole purpose of paying all accrued and unpaid dividends on the Company's preferred stock through February 15, 2017, as well as to redeem 688 shares of the total 5,715 shares outstanding. The accrued and unpaid dividends paid on February 15, 2017 amounted to \$2,911,000. The 688 shares were redeemed on February 24, 2017 at a redemption price of \$1,000 per share plus accrued dividends from February 15, 2017 to the redemption date.

During the second quarter of 2017, the Company received approval from the state regulators allowing the Bank to pay a special dividend to the Company for the purpose of paying the preferred stock dividend due on May 15, 2017. No other dividends were paid by the Bank to the Company during 2017.

During the first quarter of 2018, the Company used the proceeds from the subordinated note issuance to redeem the remaining 5,027 shares (\$5,027,000 aggregate liquidation value) of preferred stock plus accrued dividends of \$56,554.

#### Holder

At February 28, 2018, there were 1,435,283 shares of common stock outstanding held by approximately 979 active holders, including registered holders and beneficial holders of shares through banks, brokers and other nominees.

For information concerning the Company's Equity Compensation Plans, see Item 12 – "Security Ownership of Certain Beneficial Owners and Management and Related Shareholder Matters".

#### Purchases of Equity Securities

The Company did not repurchase any of its common stock during 2018 or 2017.

### ITEM 6. SELECTED FINANCIAL DATA

Not applicable

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

The following discussion is intended to assist readers in understanding and evaluating the financial condition, changes in financial condition and the results of operations of the Company, consisting of the parent company and its wholly-owned subsidiary, the Bank. This discussion should be read in conjunction with the consolidated financial statements and other financial information contained elsewhere in this report.

### **Caution About Forward-Looking Statements**

In addition to historical information, this report may contain forward-looking statements. For this purpose, any statement, that is not a statement of historical fact may be deemed to be a forward-looking statement. These forward-looking statements may include statements regarding profitability, liquidity, allowance for loan losses, interest rate sensitivity, market risk, growth strategy and financial and other goals. Forward-looking statements often use words such as "believes," "expects," "plans," "may," "will," "should," "projects," "contemplates," "anticipates," "forecasts," "intends" or other words of similar meaning. You can also identify them by the fact that they do not relate strictly to historical or current facts. Forward-looking statements are subject to numerous assumptions, risks and uncertainties, and actual results could differ materially from historical results or those anticipated by such statements.

There are many factors that could have a material adverse effect on the operations and future prospects of the Company including, but not limited to:

- changes in assumptions underlying the establishment of allowances for loan losses, and other estimates;
- the risks of changes in interest rates on levels, composition and costs of deposits, loan demand, and the values and liquidity of loan collateral, securities, and interest sensitive assets and liabilities;
- the effects of future economic, business and market conditions;
- legislative and regulatory changes, including the Dodd-Frank Act and other changes in banking, securities, and tax laws and regulations and their application by our regulators, and changes in scope and cost of FDIC insurance and other coverages;
- our inability to maintain our regulatory capital position;
- the Company's computer systems and infrastructure may be vulnerable to attacks by hackers or breached due to employee error, malfeasance, or other disruptions despite security measures implemented by the Company;
- changes in market conditions, specifically declines in the residential and commercial real estate market, volatility and disruption of the capital and credit markets, soundness of other financial institutions we do business with;
- risks inherent in making loans such as repayment risks and fluctuating collateral values;
- changes in operations of the Mortgage Company as a result of the activity in the residential real estate market;
- exposure to repurchase loans sold to investors for which borrowers failed to provide full and accurate information on or related to their loan application or for which appraisals have not been acceptable or when the loan was not underwritten in accordance with the loan program specified by the loan investor;
- governmental monetary and fiscal policies;
- changes in accounting policies, rules and practices;
- reliance on our management team, including our ability to attract and retain key personnel;
- competition with other banks and financial institutions, and companies outside of the banking industry, including those companies that have substantially greater access to capital and other resources;
- demand, development and acceptance of new products and services;
- problems with technology utilized by us;



- changing trends in customer profiles and behavior; and
- other factors described from time to time in our reports filed with the SEC.

For additional information on factors that could materially influence the forward-looking statements included in this report, see the risk factors in Item 1A – “Risk Factors” in this report. These risks and uncertainties should be considered in evaluating the forward-looking statements contained herein, and readers are cautioned not to place undue reliance on such statements. Any forward-looking statement speaks only as of the date on which it is made, and the Company undertakes no obligation to update any forward-looking statement to reflect events or circumstances after the date on which it is made. In addition, past results of operations are not necessarily indicative of future results.

## **General**

The Company’s primary source of earnings is net interest income, and its principal market risk exposure is interest rate risk. The Company is not able to predict market interest rate fluctuations and its asset/liability management strategy may not prevent interest rate changes from having a material adverse effect on the Company’s results of operations and financial condition.

Although we endeavor to minimize the credit risk inherent in the Company’s loan portfolio, we must necessarily make various assumptions and judgments about the collectability of the loan portfolio based on our experience and evaluation of economic conditions. If such assumptions or judgments prove to be incorrect, the current allowance for loan losses may not be sufficient to cover loan losses and additions to the allowance may be necessary, which would have a negative impact on net income.

## **Results of Operations**

The following presents management’s discussion and analysis of the financial condition of the Company at December 31, 2018 and 2017, and results of operations for the Company for the years ended December 31, 2018 and 2017. This discussion should be read in conjunction with the Company’s audited Financial Statements and the notes thereto appearing elsewhere in this Annual Report.

### ***Summary***

The Company recorded net income of \$3,037,000 and net income available to common shareholders, which deducts from net income the dividends on preferred stock, of \$2,924,000, or \$2.04 per fully diluted share in 2018, compared to a net loss of \$3,096,000 and net loss available to common shareholders of \$3,594,000, or (\$2.55) per fully diluted share in 2017.

The Company’s results for the year ended December 31, 2017 were significantly impacted by a reduction in the corporate tax rate. On December 22, 2017, the President signed into law the Tax Reform Act. The Tax Reform Act includes a number of changes in existing tax law impacting businesses. One of the most significant changes is a permanent reduction in the corporate income tax rate from 35% to 21%. The rate reduction took effect on January 1, 2018. Accounting principles generally accepted in the United States of America (“GAAP”) require companies to re-value their deferred tax assets and liabilities as of the date of enactment, with resulting tax effects accounted for in the reporting period of enactment.

As of December 31, 2017, the Company had net deferred tax assets of \$11 million. The Company recorded a re-valuation of its deferred tax assets and liabilities as of December 31, 2017, at the new rate of 21%, based upon balances in existence at date of enactment. As a result, the Company's net deferred tax assets were written down by approximately \$4,181,000 in the fourth quarter of 2017 with a corresponding increase in tax expense. This write down decreased earnings per share for the year by \$2.96. Although the Tax Reform Act had a significant negative impact on the Company’s earnings for 2017 because of the re-valuation of its deferred tax assets and liabilities, the reduction in the corporate tax rate to 21% had a positive benefit to the Company in 2018 and is expected to have a continued positive benefit in future periods.

## *Net interest income*

Net interest income, which represents the difference between interest earned on interest-earning assets and interest incurred on interest-bearing liabilities, is the Company's primary source of earnings. Net interest income can be affected by changes in market interest rates as well as the level and composition of assets, liabilities and shareholders' equity. Net interest spread is the difference between the average rate earned on interest-earning assets and the average rate paid on interest-bearing liabilities. The net yield on interest-earning assets ("net interest margin") is calculated by dividing tax equivalent net interest income by average interest-earning assets. Generally, the net interest margin will exceed the net interest spread because a portion of interest-earning assets are funded by various noninterest-bearing sources, principally noninterest-bearing deposits and shareholders' equity.

	Year Ended December 31,		
	2018	2017	Change
	<i>(dollars in thousands)</i>		
Average interest-earning assets	\$ 458,841	\$ 408,945	\$ 49,896
Interest income	\$ 21,068	\$ 17,298	\$ 3,770
Yield on interest-earning assets	4.59%	4.23%	0.36%
Average interest-bearing liabilities	\$ 344,959	\$ 312,734	\$ 32,225
Interest expense	\$ 3,908	\$ 2,721	\$ 1,187
Cost of interest-bearing liabilities	1.13%	0.87%	0.26%
Net interest income	\$ 17,160	\$ 14,577	\$ 2,583
Net interest margin	3.74%	3.56%	0.18%

The increase in net interest income of \$2,583,000 for the year ended December 31, 2018 was a result of positive movements in interest income. Interest income increased \$3,770,000 with interest income on loans held for investment increasing \$3,434,000 and interest income on investments increasing by \$311,000. The increase in interest income on loans held for investment was attributable to an increase in average loans outstanding of \$54,285,000 and an increase in the yield of 22 basis points. The increase in interest income on securities was due to an increase in average investment securities of \$1,234,000 and an increase in the yield of 62 basis points. Interest expense increased by \$1,187,000 because of an increase in average interest bearing liabilities of \$32,225,000 and an increase in the cost of interest bearing liabilities of 26 basis points.

The following table illustrates average balances of total interest-earning assets and total interest-bearing liabilities for the periods indicated, showing the average distribution of assets, liabilities, shareholders' equity and related income, expense and corresponding weighted-average yields and rates (dollars in thousands). The average balances used in these tables and other statistical data were calculated using daily average balances. We have no tax exempt assets for the periods presented.

**Average Balance Sheets, Income and Expense, Yields and Rates**

	Year Ended December 31, 2018			Year Ended December 31, 2017		
	Average Balance	Interest		Average Balance	Interest	
		Income/ Expense	Yield Rate		Income/ Expense	Yield Rate
<b>Loans</b>						
Commercial	\$ 39,739	\$ 1,646	4.14%	\$ 40,536	\$ 1,664	4.11%
Real estate - residential	90,612	4,792	5.29%	80,863	4,249	5.25%
Real estate - commercial	187,824	9,090	4.84%	140,809	6,773	4.81%
Real estate - construction	36,482	1,981	5.43%	34,580	1,742	5.04%
Student loans	42,465	1,916	4.51%	46,242	1,577	3.41%
Consumer	2,039	137	6.72%	1,846	123	6.66%
Gross loans	399,161	19,562	4.90%	344,876	16,128	4.68%
Investment securities	46,901	1,062	2.26%	45,667	751	1.64%
Loans held for sale	6,388	309	4.84%	6,813	279	4.10%
Federal funds and other	6,391	135	2.11%	11,589	140	1.21%
Total interest earning assets	458,841	21,068	4.59%	408,945	17,298	4.23%
Allowance for loan losses	(3,239)			(3,308)		
Cash and due from banks	9,933			10,210		
Premises and equipment, net	12,787			12,911		
Other assets	20,714			25,732		
Total assets	<u>\$ 499,036</u>			<u>\$ 454,490</u>		
<b>Interest bearing deposits</b>						
Interest checking	48,162	87	0.18%	45,986	82	0.18%
Money market	84,577	397	0.47%	78,492	309	0.39%
Savings	24,152	41	0.17%	22,530	39	0.17%
Certificates	155,871	2,299	1.47%	152,341	1,971	1.29%
Total deposits	312,762	2,824	0.90%	299,349	2,401	0.80%
<b>Borrowings</b>						
Long-term debt - trust preferred securities	8,791	340	3.87%	8,777	259	2.95%
FHLB advances	18,470	417	2.26%	4,221	56	1.33%
Subordinated debt, net	4,336	313	7.22%	-	-	-
Other borrowings	600	14	2.33%	387	5	1.29%
Total interest bearing liabilities	344,959	3,908	1.13%	312,734	2,721	0.87%
Noninterest bearing deposits	114,690			94,618		
Other liabilities	2,864			3,395		
Total liabilities	462,513			410,747		
Equity capital	36,523			43,743		
Total liabilities and capital	<u>\$ 499,036</u>			<u>\$ 454,490</u>		
Net interest income before provision for loan losses		<u>\$ 17,160</u>			<u>\$ 14,577</u>	
Interest spread - average yield on interest earning assets, less average rate on interest bearing liabilities			<u>3.46%</u>			<u>3.36%</u>
Net interest margin (net interest income expressed as a percentage of average earning assets)			<u>3.74%</u>			<u>3.56%</u>

Interest income and interest expense are affected by changes in both average interest rates and average volumes of interest-earning assets and interest-bearing liabilities. The following table analyzes changes in net interest income attributable to changes in the volume of interest-sensitive assets and liabilities compared to changes in interest rates. Nonaccrual loans are included in average loans outstanding. The changes in interest due to both rate and volume have been allocated to changes due to volume and changes due to rate in proportion to the relationship of the absolute dollar amounts of the changes in each (dollars in thousands).

	2018 vs. 2017		
	Increase (Decrease)		
	Due to Changes in		
	Volume	Rate	Total
<b>Interest income</b>			
Loans	\$ 2,755	\$ 679	\$ 3,434
Investment securities	21	290	311
Loans held for sale	(16)	46	30
Fed funds sold and other	7	(12)	(5)
Total interest income	<u>2,767</u>	<u>1,003</u>	<u>3,770</u>
<b>Interest expense</b>			
Deposits			
Interest checking	4	1	5
Money market accounts	25	63	88
Savings accounts	3	(1)	2
Certificates of deposit	47	281	328
Total deposits	<u>79</u>	<u>344</u>	<u>423</u>
Borrowings			
Long-term debt	-	81	81
FHLB Advances	299	62	361
Subordinated debt, net	313	-	313
Other borrowings	4	5	9
Total interest expense	<u>695</u>	<u>492</u>	<u>1,187</u>
<b>Net interest income</b>	<u>\$ 2,072</u>	<u>\$ 511</u>	<u>\$ 2,583</u>

***Provision for (recovery of) loan losses***

The amount of the loan loss provision (recovery) is determined by an evaluation of the level of loans outstanding, the level of nonperforming loans, historical loan loss experience, delinquency trends, underlying collateral values, the amount of actual losses charged to the reserve in a given period and assessment of present and anticipated economic conditions.

The level of the allowance reflects changes in the size of the portfolio or in any of its components as well as management's continuing evaluation of industry concentrations, specific credit risks, loan loss experience, current loan portfolio quality, and present economic, political and regulatory conditions. Portions of the allowance may be allocated for specific credits; however, the entire allowance is available for any credit that, in management's judgment, should be charged off. While management utilizes its best judgment and information available, the ultimate adequacy of the allowance is dependent upon a variety of factors beyond the Company's control, including the performance of the Company's loan portfolio, the economy, changes in interest rates and the view of the regulatory authorities toward loan classifications.

The Company did not record a provision for loan losses for the years ended December 31, 2018 and 2017 because of minimal net charge-offs and stable asset quality.

The provision for (recovery of) loan losses by category is presented following (in thousands):

	2018		2017	
	Provision (Recovery)	Loans Outstanding	Provision (Recovery)	Loans Outstanding
Construction and land development	\$ 58	\$ 41,608	\$ (118)	\$ 30,817
Commercial real estate	30	206,969	98	165,505
Consumer real estate	(52)	87,641	(30)	88,228
Commercial and industrial	(50)	36,639	316	36,506
Guaranteed student loans	118	39,315	96	45,805
Consumer	32	2,258	4	1,848
Unallocated	(136)	-	(366)	-
	<u>\$ -</u>	<u>\$ 414,430</u>	<u>\$ -</u>	<u>\$ 368,709</u>

For more financial data and other information about the provision for (recovery of) loan losses refer to section, “Balance Sheet Analysis” under this Item 7 – “Management’s Discussion and Analysis of Financial Condition and Results of Operations”, and Note 4 “Allowance for Loan Losses” in the “Notes to Consolidated Financial Statements” contained in Item 8 of this Form 10-K.

### ***Noninterest income***

Noninterest income includes service charges and fees on deposit accounts, fee income related to loan origination, gains and losses on sale of mortgage loans and securities held for sale, and rental income primarily on our previous headquarters building. The most significant noninterest income item has been mortgage banking income, net of commissions, representing 66% for the year ended December 31, 2018 and 67% for the year ended December 31, 2017.

	For the Year Ended		Change	
	December 31,		\$	%
	2018	2017		
	<i>(dollars in thousands)</i>			
Service charges and fees	\$ 1,914	\$ 1,845	\$ 69	3.7%
Mortgage banking income, net	4,064	4,521	(457)	(10.1)%
Loss on sale of investment securities	(89)	(81)	(8)	9.9%
Other	302	295	7	2.4%
Total noninterest income	<u>\$ 6,191</u>	<u>\$ 6,580</u>	<u>\$ (389)</u>	<u>(5.9)%</u>

- The decrease in mortgage banking income, net of commissions, is due primarily to the decrease in the gain on sale of loans held for sale from \$5,415,000 in 2017 to \$5,207,000 in 2018 and the increase in commissions expense from \$1,526,000 in 2017 to \$1,744,000 in 2018.
- The Company sold approximately \$9,000,000 and \$10,000,000 in investments securities resulting in a loss of \$89,000 and \$81,000 during the years ended 2018 and 2017, respectively. These sales resulted from management’s efforts to reduce interest rate risk in our investment portfolio.

## *Noninterest expense*

Noninterest expense includes all expenses of the Company with the exception of interest expense on deposits and borrowings, provision for loan losses and income taxes. Some of the primary components of noninterest expense are salaries and benefits, occupancy and equipment costs and professional and outside services. Over the last two years, the most significant noninterest expense item has been salaries and benefits, representing 59% and 61% of noninterest expense in 2018 and 2017, respectively.

	For the Year Ended		Change	
	December 31,		\$	%
	2018	2017		
	<i>(dollars in thousands)</i>			
Salaries and benefits	\$ 11,625	\$ 12,081	\$ (456)	(3.8)%
Occupancy	1,327	1,133	194	17.1%
Equipment	875	757	118	15.6%
Write down of assets held for sale	56	231	(175)	(75.8)%
Cease use lease obligation	-	(125)	125	(100.0)%
Supplies	186	244	(58)	(23.8)%
Professional and outside services	2,973	2,994	(21)	(0.7)%
Advertising and marketing	297	340	(43)	(12.6)%
Foreclosed assets, net	(48)	(292)	244	(83.6)%
FDIC insurance premium	323	297	26	8.8%
Other operating expense	2,007	2,026	(19)	(0.9)%
Total noninterest expense	\$ 19,621	\$ 19,686	\$ (65)	(0.3)%

- The decrease in salaries and benefits was due to staffing reductions associated with processing efficiencies gained in the mortgage segment during the fourth quarter of 2017.
- Occupancy increased due to the opening of a new Mortgage Company branch during the first quarter of 2018 and building management fees attributed to our branches and headquarters building.
- During the fourth quarter of 2017, the Company recorded a write down on assets held for sale of \$231,000 based on current valuations. During 2018, the Company obtained updated valuations on assets held for sale that resulted in the \$56,000 write down on assets held for sale.
- During the fourth quarter of 2016, the Company recorded a loss from branch consolidation of \$252,000 related to a future lease obligation, which was settled for a lower amount late in the first quarter of 2017 resulting in a partial recovery of \$125,000.
- The change in expense related to foreclosed assets was primarily due to the recognition of gains on the sale of foreclosed assets of \$380,000 during 2017 compared to a gain of \$71,000 in 2018.

## *Income taxes*

On December 22, 2017, the President signed into law the Tax Reform Act. The Tax Reform Act includes a number of changes in existing tax law impacting businesses. One of the most significant changes is a permanent reduction in the corporate income tax rate from 35% to 21%. The rate reduction took effect on January 1, 2018. GAAP requires companies to re-value their deferred tax assets and liabilities as of the date of enactment, with resulting tax effects accounted for in the reporting period of enactment. As a result, the Company's net deferred tax assets were written down by approximately \$4,181,000 in the fourth quarter of 2017 with a corresponding increase in tax expense.

Income tax expense for the years ended December 31, 2018 and 2017 was \$693,000 and \$4,567,000, respectively, resulting in an effective tax rate of 18.6% and 310.5%, respectively. The lower effective tax rate in 2018 resulted from the reduction in the corporate income tax rate as noted above.

The Company has a net deferred tax asset which is included in other assets on the balance sheet. For more

financial data and other information about income taxes refer to Note 1 “Summary of Significant Accounting Policies” and Note 9 “Income Taxes” in the “Notes to Consolidated Financial Statements” contained in Item 8 of this Form 10-K.

## **Balance Sheet Analysis**

### ***Investment securities***

At December 31, 2018 and 2017, all of our investment securities were classified as available for sale.

For more financial data and other information about investment securities refer to Note 1 “Summary of Significant Accounting Policies” and Note 2 “Investment Securities Available for Sale” in the “Notes to Consolidated Financial Statements” contained in Item 8 of this Form 10-K.

### ***Loans***

One of management’s objectives is to improve the quality of the loan portfolio. The Company seeks to achieve this objective by maintaining rigorous underwriting standards coupled with regular evaluation of the creditworthiness of and the designation of lending limits for each borrower. The portfolio strategies include seeking industry, loan type and loan size diversification in order to minimize credit concentration risk. Management also focuses on originating loans in markets with which the Company is familiar. Additionally, as a significant amount of the loan losses we have experienced in the past is attributable to construction and land development loans, our strategy has shifted from reducing this type of lending to closely manage the quality and concentration in these loan types.

Approximately 81% of all loans are secured by mortgages on real property located principally in the Commonwealth of Virginia. We are less reliant on real estate secured lending than was the case in 2012 when 90% of our loan portfolio consisted of this type of lending. Approximately 9% of the loan portfolio consists of rehabilitated student loans purchased by the Bank in 2017, 2016, 2015 and 2014 (see discussion following). The Company’s commercial and industrial loan portfolio represents approximately 9% of all loans. Loans in this category are typically made to individuals and small and medium-sized businesses, and range between \$250,000 and \$2.5 million. Based on underwriting standards, commercial and industrial loans may be secured in whole or in part by collateral such as liquid assets, accounts receivable, equipment, inventory, and real property. The collateral securing any loan may depend on the type of loan and may vary in value based on market conditions. The remainder of our loan portfolio is in consumer loans which represent less than 1% of the total.

The following tables present the composition of our loan portfolio at the dates indicated (dollars in thousands).

	December 31, 2018		December 31, 2017	
	Amount	%	Amount	%
Construction and land development				
Residential	\$ 7,704	1.86%	\$ 5,361	1.45%
Commercial	33,904	8.18%	25,456	6.91%
	<u>41,608</u>	<u>10.04%</u>	<u>30,817</u>	<u>8.36%</u>
Commercial real estate				
Owner occupied	98,153	23.68%	85,004	23.06%
Non-owner occupied	95,034	22.93%	70,845	19.21%
Multifamily	13,597	3.28%	9,386	2.55%
Farmland	185	0.04%	270	0.07%
	<u>206,969</u>	<u>49.93%</u>	<u>165,505</u>	<u>44.89%</u>
Consumer real estate				
Home equity lines	20,675	4.99%	22,849	6.20%
Secured by 1-4 family residential,				
First deed of trust	57,410	13.85%	57,919	15.71%
Second deed of trust	9,556	2.31%	7,460	2.02%
	<u>87,641</u>	<u>21.15%</u>	<u>88,228</u>	<u>23.93%</u>
Commercial and industrial loans (except those secured by real estate)	36,639	8.84%	36,506	9.90%
Guaranteed student loans	39,315	9.49%	45,805	12.42%
Consumer and other	<u>2,258</u>	<u>0.55%</u>	<u>1,848</u>	<u>0.50%</u>
Total loans	414,430	<u>100.0%</u>	368,709	<u>100.0%</u>
Deferred loan cost, net	713		699	
Less: allowance for loan losses	<u>(3,051)</u>		<u>(3,239)</u>	
	<u>\$ 412,092</u>		<u>\$ 366,169</u>	

For more financial data and other information about loans refer to Note 1 “Summary of Significant Accounting Policies” and Note 3 “Loans” in the “Notes to Consolidated Financial Statements” contained in Item 8 of this Form 10-K.

#### *Allowance for loan losses*

We monitor and maintain an allowance for loan losses to absorb an estimate of probable losses inherent in the loan portfolio. For more financial data and other information about loans refer to Note 1 “Summary of Significant Accounting Policies” and Note 4 “Allowance for Loan Losses” in the “Notes to Consolidated Financial Statements” contained in Item 8 of this Form 10-K.



## Asset quality

The following table summarizes asset quality information at the dates indicated (dollars in thousands).

	December 31,	
	2018	2017
Nonaccrual loans	\$ 2,259	\$ 2,320
Foreclosed properties	526	1,788
Total nonperforming assets	<u>\$ 2,785</u>	<u>\$ 4,108</u>
Restructured loans (not included in nonaccrual loans above)	<u>\$ 8,673</u>	<u>\$ 10,193</u>
Loans past due 90 days and still accruing <sup>(1)</sup>	<u>\$ 5,573</u>	<u>\$ 7,229</u>
Nonperforming assets to loans <sup>(2)</sup>	<u>0.67%</u>	<u>1.11%</u>
Nonperforming assets to total assets	<u>0.54%</u>	<u>0.86%</u>
Allowance for loan losses to nonaccrual loans	<u>135.04%</u>	<u>139.61%</u>

**(1)** All loans 90 days past due and still accruing are rehabilitated student loans which have a 98% guarantee by the DOE.

**(2)** Loans are net of unearned income and deferred cost.

The following table presents an analysis of the changes in nonperforming assets for 2018 (in thousands).

	Nonaccrual		
	Loans	OREO	Total
Balance December 31, 2017	\$ 2,320	\$ 1,788	\$ 4,108
Additions	1,269	-	1,269
Loans placed back on accrual	(260)	-	(260)
Transfers to OREO	-	-	-
Repayments	(490)	-	(489.56)
Charge-offs	(580)	-	(580)
Sales	-	(1,262)	(1,262)
	-	-	-
Balance December 31, 2018	<u>\$ 2,259</u>	<u>\$ 526</u>	<u>\$ 2,785</u>

Nonperforming restructured loans are included in nonaccrual loans. Until a nonperforming restructured loan has performed in accordance with its restructured terms for a minimum of six months, it will remain on nonaccrual status.

Interest is accrued on outstanding loan principal balances, unless the Company considers collection to be doubtful. Commercial and unsecured consumer loans are designated as nonaccrual when the Company considers collection of expected principal and interest doubtful. Mortgage loans and most other types of consumer loans past due 90 days or more may remain on accrual status if management determines that concern over our ability to collect principal and interest is not significant. When loans are placed in nonaccrual status, previously accrued and unpaid interest is reversed against interest income in the current period and interest is subsequently recognized only to the extent cash is received. Interest accruals are resumed on such loans only when in the judgment of management, the loans are estimated to be fully collectible as to both principal and interest.

Of the total nonaccrual loans of \$2,259,000 at December 31, 2018 that were considered impaired, three loans totaling \$17,000 had specific allowances for loan losses totaling \$17,000. This compares to \$2,320,000 in nonaccrual loans at December 31, 2017 of which 13 loans totaling \$1,053,000 had specific allowances for loan losses of \$454,000.

Cumulative interest income that would have been recorded had nonaccrual loans been performing would have been \$240,000 and \$159,000, for 2018 and 2017, respectively. Student loans totaling \$5,573,000 and \$7,229,000 at December 31, 2018 and 2017, respectively, were past due 90 days or more and interest was still being accrued as principal and interest on such loans have a 98% guarantee by the DOE. The 2% not covered by the DOE guarantee is provided for in the allowance for loan losses.

### ***Deposits***

The following table gives the composition of our deposits at the dates indicated (dollars in thousands).

	December 31, 2018		December 31, 2017	
	Amount	%	Amount	%
Checking accounts				
Noninterest bearing demand	119,317	27.2%	\$ 104,138	25.3%
Interest bearing	49,188	11.2%	48,042	11.7%
Money market accounts	86,295	19.7%	82,523	20.1%
Savings accounts	28,694	6.5%	27,596	6.7%
Time deposits of \$250,000 and over	24,160	5.5%	21,592	5.2%
Other time deposits	131,393	29.9%	127,733	31.0%
<b>Total</b>	<b>\$ 439,047</b>	<b>100.0%</b>	<b>\$ 411,624</b>	<b>100.0%</b>

Total deposits increased by \$27,423,000, or 6.7%, from \$411,624,000 at December 31, 2017 to \$439,047,000 at December 31, 2018. Checking and savings accounts increased by \$17,423,000, money market accounts increased by \$3,772,000 and time deposits increased by \$6,228,000 during 2018. The cost of our interest-bearing deposits increased to 0.90% for 2018 compared to 0.80% for 2017.

The variety of deposit accounts that we offer has allowed us to be competitive in obtaining funds and has allowed us to respond with flexibility to, although not to eliminate, the threat of disintermediation (the flow of funds away from depository institutions such as banking institutions into direct investment vehicles such as government and corporate securities). Our ability to attract and retain deposits, and our cost of funds, has been, and is expected to continue to be, significantly affected by money market conditions.

The following table is a schedule of average balances and average rates paid for each deposit category for the periods presented (dollars in thousands).

	Year Ended December 31,			
	2018		2017	
	Amount	Rate	Amount	Rate
Noninterest-bearing demand accounts	\$114,690		\$ 94,618	
Interest-bearing deposits				
Interest checking accounts	48,162	0.18%	45,986	0.18%
Money market accounts	84,577	0.47%	78,492	0.39%
Savings accounts	24,152	0.17%	22,530	0.17%
Other time deposits	155,871	1.47%	152,341	1.29%
Total interest-bearing deposits	<u>312,762</u>	<u>0.90%</u>	<u>299,349</u>	<u>0.80%</u>
Total average deposits	<u>\$427,452</u>		<u>\$393,967</u>	

### ***Borrowings***

We utilize borrowings to supplement deposits to address funding or liability duration needs. For more financial data and other information about borrowings refer to Note 8 “Borrowings” in the “Notes to Consolidated Financial Statements” contained in Item 8 of this Form 10-K.

### ***Off-balance sheet arrangements***

The Company is a party to financial instruments with off-balance sheet risk in the normal course of business to meet the financing needs of its customers and to reduce its own exposure to fluctuations in interest rates. For more financial data and other information about loans refer to Note 12 “Commitments and Contingencies” in the “Notes to Consolidated Financial Statements” contained in Item 8 of this Form 10-K.

### ***Capital resources***

Shareholders’ equity at December 31, 2018 was \$37,133,000, compared to \$39,334,000 at December 31, 2017. The \$2,201,000 decrease in shareholders’ equity during 2018 is primarily due to the redemption of the Company’s remaining 5,027 shares (\$5,027,000 redemption value) of Fixed Rate Cumulative Perpetual Preferred Stock, Series A on March 30, 2018 which was offset by net income for the year of \$3,037,000.

The \$4,280,000 decrease in shareholders’ equity in 2017 was primarily due to the reduction in the corporate tax rate. On December 22, 2017, the President signed into law the Tax Reform Act. The Tax Reform Act includes a number of changes in existing tax law impacting businesses. One of the most significant changes is a permanent reduction in the corporate income tax rate from 35% to 21%. The rate reduction took effect on January 1, 2018. GAAP requires companies to re-value their deferred tax assets and liabilities as of the date of enactment, with resulting tax effects accounted for in the reporting period of enactment.

The following table presents the composition of regulatory capital and the capital ratios for the Bank at the dates indicated (dollars in thousands).

	December 31,	
	2018	2017
<b>Tier 1 capital</b>		
Total bank equity capital	\$ 48,272	\$ 44,748
Net unrealized loss on available-for-sale securities	696	401
Defined benefit postretirement plan	53	51
Dissallowed deferred tax asset	(2,146)	(2,935)
Total Tier 1 capital	<u>46,875</u>	<u>42,265</u>
<b>Tier 2 capital</b>		
Allowance for loan losses	<u>3,051</u>	<u>3,239</u>
Total Tier 2 capital	<u>3,051</u>	<u>3,239</u>
Total risk-based capital	<u>49,926</u>	<u>45,504</u>
Risk-weighted assets	<u>\$ 400,639</u>	<u>\$ 353,349</u>
Average assets	<u>\$ 512,558</u>	<u>\$ 460,556</u>
<b>Capital ratios</b>		
Leverage ratio (Tier 1 capital to average assets)	9.15%	9.18%
Common equity tier 1 capital ratio (CET 1)	11.70%	11.96%
Tier 1 capital to risk-weighted assets	11.70%	11.96%
Total capital to risk-weighted assets	12.46%	12.88%
Equity to total assets	9.42%	9.42%

For more financial data and other information about capital resources refer to Note 13 “Shareholders’ Equity and Regulatory Matters” and Note 15 “Trust Preferred Securities” in the “Notes to Consolidated Financial Statements” contained in Item 8 of this Form 10-K.

## Liquidity

Liquidity represents the ability of a company to convert assets into cash or cash equivalents without significant loss, and the ability to raise additional funds by increasing liabilities. Liquidity management involves monitoring our sources and uses of funds in order to meet our day-to-day cash flow requirements while maximizing profits. Liquidity management is made more complicated because different balance sheet components are subject to varying degrees of management control. For example, the timing of maturities of our investment portfolio is fairly predictable and subject to a high degree of control at the time investment decisions are made. However, net deposit inflows and outflows are far less predictable and are not subject to the same degree of control.

At December 31, 2018 and 2017, our liquid assets, consisting of cash, cash equivalents and investment securities available for sale, totaled \$63,796,000 and \$67,521,000, or 12.4% and 14.2% of total assets, respectively. Investment securities traditionally provide a secondary source of liquidity since they can be converted into cash in a timely manner. However, approximately \$8,004,000 of these securities are pledged against current and potential fundings.

Our holdings of liquid assets plus the ability to maintain and expand our deposit base and borrowing capabilities serve as our principal sources of liquidity. We plan to meet our future cash needs through the liquidation of temporary investments, the generation of deposits, and from additional borrowings. In addition, we will receive cash upon the maturity and sale of loans and the maturity of investment securities. We maintain two federal funds lines of credit with correspondent banks totaling \$15 million for which there were no borrowings against the lines at December 31, 2018 and \$1,584,000 at December 31, 2017.

We are also a member of the Federal Home Loan Bank of Atlanta (“FHLB”), from which applications for borrowings can be made. The FHLB requires that securities, qualifying mortgage loans, and stock of the FHLB owned by the Bank be pledged to secure any advances from the FHLB. The unused borrowing capacity currently available from the FHLB at December 31, 2018 was \$14.5 million, based on the Bank's qualifying collateral available to secure any future borrowings. However, we are able to pledge additional collateral to the FHLB in order to increase our available borrowing capacity up to 25% of assets. Liquidity provides us with the ability to meet normal deposit withdrawals, while also providing for the credit needs of customers. We are committed to maintaining liquidity at a level sufficient to protect depositors, provide for reasonable growth, and fully comply with all regulatory requirements.

At December 31, 2018, we had commitments to originate \$82,794,000 of loans. Fixed commitments to incur capital expenditures were approximately \$100,000 at December 31, 2018. Certificates of deposit scheduled to mature or reprice in the 12-month period ending December 31, 2019 total \$68,072,000. We believe that a significant portion of such deposits will remain with us. We further believe that deposit growth, loan repayments and other sources of funds will be adequate to meet our foreseeable short-term and long-term liquidity needs.

### **Interest Rate Sensitivity**

An important element of asset/liability management is the monitoring of our sensitivity to interest rate movements. In order to measure the effects of interest rates on our net interest income, management takes into consideration the expected cash flows from the securities and loan portfolios and the expected magnitude of the repricing of specific asset and liability categories. We evaluate interest sensitivity risk and then formulate guidelines to manage this risk based on management's outlook regarding the economy, forecasted interest rate movements and other business factors. Our goal is to maximize and stabilize the net interest margin by limiting exposure to interest rate changes.

Contractual principal repayments of loans do not necessarily reflect the actual term of our loan portfolio. The average lives of mortgage loans are substantially less than their contractual terms because of loan prepayments and because of enforcement of due-on-sale clauses, which gives us the right to declare a loan immediately due and payable in the event, among other things, the borrower sells the real property subject to the mortgage and the loan is not repaid. In addition, certain borrowers increase their equity in the security property by making payments in excess of those required under the terms of the mortgage.

The sale of fixed rate loans is intended to protect us from precipitous changes in the general level of interest rates. The valuation of adjustable rate mortgage loans is not as directly dependent on the level of interest rates as is the value of fixed rate loans. As with other investments, we regularly monitor the appropriateness of the level of adjustable rate mortgage loans in our portfolio and may decide from time to time to sell such loans and reinvest the proceeds in other adjustable rate investments.

### **Critical Accounting Policies and Estimates**

#### **General**

The accounting and reporting policies of the Company and the Bank are in accordance with GAAP and conform to general practices within the banking industry. The Company's financial position and results of operations are affected by management's application of accounting policies, including estimates, assumptions and judgments made to arrive at the carrying value of assets and liabilities, and amounts

reported for revenues, expenses and related disclosures. Different assumptions in the application of these policies could result in material changes in the Company's consolidated financial position and/or results of operations.

The more critical accounting and reporting policies include the Company's accounting for the allowance for loan losses, real estate acquired in settlement of loans, and income taxes. The Company's accounting policies are fundamental to understanding the Company's consolidated financial position and consolidated results of operations. Accordingly, the Company's significant accounting policies are discussed in detail in Note 1 "Summary of Significant Accounting Policies" in the "Notes to Consolidated Financial Statements" contained in Item 8 of this Form 10-K.

The following is a summary of the Company's critical accounting policies that are highly dependent on estimates, assumptions, and judgments.

### ***Allowance for loan losses***

We monitor and maintain an allowance for loan losses to absorb an estimate of probable losses inherent in the loan portfolio. We maintain policies and procedures that address the systems of controls over the following areas of maintenance of the allowance: the systematic methodology used to determine the appropriate level of the allowance to provide assurance they are maintained in accordance with GAAP; the accounting policies for loan charge-offs and recoveries; the assessment and measurement of impairment in the loan portfolio; and the loan grading system.

The allowance reflects management's best estimate of probable losses within the existing loan portfolio and of the risk inherent in various components of the loan portfolio, including loans identified as impaired as required by Financial Accounting Standards Board Codification Topic 310: Receivables. Loans evaluated individually for impairment include nonperforming loans, such as loans on nonaccrual, loans past due by 90 days or more, restructured loans and other loans selected by management. The evaluations are based upon discounted expected cash flows or collateral valuations. If the evaluation shows that a loan is individually impaired, then a specific reserve is established for the amount of impairment.

Loans are grouped by similar characteristics, including the type of loan, the assigned loan classification and the general collateral type. A loss rate reflecting the expected loss inherent in a group of loans is derived based upon historical net charge-off rates, the predominant collateral type for the group and the terms of the loan. The resulting estimate of losses for groups of loans is adjusted for relevant environmental factors and other conditions of the portfolio of loans and leases, including: borrower and industry concentrations; levels and trends in delinquencies, charge-offs and recoveries; changes in underwriting standards and risk selection; level of experience, ability and depth of lending management; and national and local economic conditions.

The amounts of estimated impairment for individually evaluated loans and groups of loans are added together for a total estimate of loan losses. This estimate of losses is compared to our allowance for loan losses as of the evaluation date and, if the estimate of losses is greater than the allowance, an additional provision to the allowance would be made. If the estimate of losses is less than the allowance, the degree to which the allowance exceeds the estimate is evaluated to determine whether the allowance falls outside a range of estimates. We recognize the inherent imprecision in estimates of losses due to various uncertainties and variability related to the factors used, and therefore a reasonable range around the estimate of losses is derived and used to ascertain whether the allowance is too high. If different assumptions or conditions were to prevail and it is determined that the allowance is not adequate to absorb the new estimate of probable losses, an additional provision for loan losses would be made, which amount may be material to the financial statements.

### ***Troubled debt restructurings***

A loan is accounted for as a troubled debt restructuring if we, for economic or legal reasons, grant a concession to a borrower considered to be experiencing financial difficulties that we would not otherwise consider. A troubled debt restructuring may involve the receipt of assets from the debtor in partial or full satisfaction of the loan, or a modification of terms such as a reduction of the stated interest rate or balance of the loan, a reduction of accrued interest, an extension of the maturity date or renewal of the loan at a stated interest rate lower than the current market rate for a new loan with similar risk, or some combination of these concessions. Troubled debt restructurings can be in either accrual or nonaccrual status. Nonaccrual troubled debt restructurings are included in nonperforming loans. Accruing troubled debt restructurings are generally excluded from nonperforming loans as it is considered probable that all contractual principal and interest due under the restructured terms will be collected. Troubled debt restructurings generally remain categorized as nonperforming loans and leases until a six-month payment history has been maintained.

In accordance with current accounting guidance, loans modified as troubled debt restructurings are, by definition, considered to be impaired loans. Impairment for these loans is measured on a loan-by-loan basis similar to other impaired loans as described above under ***Allowance for loan losses***. Certain loans modified as troubled debt restructurings may have been previously measured for impairment under a general allowance methodology (i.e., pooling), thus at the time the loan is modified as a troubled debt restructuring the allowance will be impacted by the difference between the results of these two measurement methodologies. Loans modified as troubled debt restructurings that subsequently default are factored into the determination of the allowance in the same manner as other defaulted loans.

### ***Other real estate owned***

Other real estate owned represents properties acquired through foreclosure or physical possession. Write-downs to fair value of foreclosed assets less estimate costs to sell at the time of transfer are charged to allowance for loan losses. Subsequent to foreclosure, the Company periodically evaluates the value of foreclosed assets held for sale and records an impairment charge for any subsequent declines in fair value less selling costs. If fair value declines subsequent to foreclosure a valuation allowance is recorded through expense. Operating costs after acquisition are expensed as incurred. The valuation allowance was \$52,000 and \$281,000 at December 31, 2018 and 2017, respectively. Fair value is based on an assessment of information available at the end of a reporting period and depends upon a number of factors, including historical experience, economic conditions, and issues specific to individual properties. The evaluation of these factors involves subjective estimates and judgments that may change.

### ***Assets held for sale***

Assets held for sale at December 31, 2018 and December 31, 2017 included a branch building we previously closed. The Company periodically evaluates the value of assets held for sale and records an impairment charge for any subsequent declines in fair value less selling costs.

### ***Income taxes***

The Company uses the asset and liability method of accounting for income taxes. Under this method, deferred tax assets and liabilities are recognized for the future tax consequences attributable to differences between the financial statement carrying amounts of existing assets and liabilities and their respective tax bases. Deferred tax assets and liabilities are measured using enacted tax rates expected to apply to taxable income in the years in which those temporary differences are expected to be recovered or settled. If current available information raises doubt as to the realization of the deferred tax assets, a valuation allowance may be established. Management considers the determination of this valuation allowance to be a critical accounting policy due to the need to exercise significant judgment in evaluating the amount and timing of recognition of deferred tax liabilities and assets, including projections of future taxable income. These judgments and estimates are reviewed on a continual basis as regulatory and business factors change. A

valuation allowance for deferred tax assets may be required if the amounts of taxes recoverable through loss carry backs decline, or if management projects lower levels of future taxable income.

On December 22, 2017, the President signed into law the Tax Reform Act. The Tax Reform Act includes a number of changes in existing tax law impacting businesses. One of the most significant changes is a permanent reduction in the corporate income tax rate from 35% to 21%. The rate reduction took effect on January 1, 2018. GAAP requires companies to re-value their deferred tax assets and liabilities as of the date of enactment, with resulting tax effects accounted for in the reporting period of enactment.

As of December 31, 2017, the Company had net deferred tax assets of \$11 million. The Company recorded a re-valuation of its deferred tax assets and liabilities as of December 31, 2017, at the new rate of 21%, based upon balances in existence at date of enactment. As a result, the Company's net deferred tax assets were written down by approximately \$4,181,000 in the fourth quarter of 2017 with a corresponding increase in tax expense. Although the Tax Reform Act had a significant negative impact on the Company's earnings for 2017 because of the re-valuation of its deferred tax assets and liabilities, the reduction in the corporate tax rate to 21% had a positive benefit to the Company in 2018 and is expected to have a continued positive benefit in future periods.

### **New accounting standards**

For information regarding recent accounting pronouncements and their effect on us, see "New Accounting Pronouncements" in Note 1 "Summary of Significant Accounting Policies" in the "Notes to Consolidated Financial Statements" contained in Item 8 of this Form 10-K.

### **Impact of inflation and changing prices**

The Company's financial statements included herein have been prepared in accordance with GAAP, which require the Company to measure financial position and operating results primarily in terms of historical dollars. Changes in the relative value of money due to inflation or recession are generally not considered. The primary effect of inflation on the operations of the Company is reflected in increased operating costs. In management's opinion, changes in interest rates affect the financial condition of a financial institution to a far greater degree than changes in the inflation rate. While interest rates are greatly influenced by changes in the inflation rate, they do not necessarily change at the same rate or in the same magnitude as the inflation rate. Interest rates are highly sensitive to many factors that are beyond the control of the Company, including changes in the expected rate of inflation, the influence of general and local economic conditions and the monetary and fiscal policies of the United States government, its agencies and various other governmental regulatory authorities.

## **ITEM 7A. QUANTITATIVE AND QUALITATIVE DISCLOSURES ABOUT MARKET RISK**

Not applicable.

## **ITEM 8. FINANCIAL STATEMENTS AND SUPPLEMENTARY DATA**

The consolidated financial statements and related footnotes of the Company are presented following.



## Report of Independent Registered Public Accounting Firm

To the Shareholders and Board of Directors  
Village Bank and Trust Financial Corp.  
Midlothian, Virginia

### **Opinion on the Consolidated Financial Statements**

We have audited the accompanying consolidated balance sheet of Village Bank and Trust Financial Corp. and its subsidiary (the Company) as of December 31, 2018, the related consolidated statements of operations, comprehensive income (loss), shareholders' equity and cash flows for the year then ended, and the related notes to the consolidated financial statements (collectively, the financial statements). In our opinion, the financial statements present fairly, in all material respects, the financial position of the Company as of December 31, 2018, and the results of its operations and its cash flows for the year then ended, in conformity with accounting principles generally accepted in the United States of America.

### **Basis for Opinion**

These financial statements are the responsibility of the Company's management. Our responsibility is to express an opinion on the Company's financial statements based on our audit. We are a public accounting firm registered with the Public Company Accounting Oversight Board (United States) (PCAOB) and are required to be independent with respect to the Company in accordance with U.S. federal securities laws and the applicable rules and regulations of the Securities and Exchange Commission and the PCAOB.

We conducted our audit in accordance with the standards of the PCAOB. Those standards require that we plan and perform the audit to obtain reasonable assurance about whether the financial statements are free of material misstatement, whether due to error or fraud. The Company is not required to have, nor were we engaged to perform, an audit of its internal control over financial reporting. As part of our audit we are required to obtain an understanding of internal control over financial reporting but not for the purpose of expressing an opinion on the effectiveness of the Company's internal control over financial reporting. Accordingly, we express no such opinion.

Our audit included performing procedures to assess the risks of material misstatement of the financial statements, whether due to error or fraud, and performing procedures that respond to those risks. Such procedures included examining, on a test basis, evidence regarding the amounts and disclosures in the financial statements. Our audit also included evaluating the accounting principles used and significant estimates made by management, as well as evaluating the overall presentation of the financial statements. We believe that our audit provides a reasonable basis for our opinion.

/s/ Yount, Hyde & Barbour, P.C.

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

Richmond, Virginia  
March 29, 2019

## **Report of Independent Registered Public Accounting Firm**

Shareholders and Board of Directors  
Village Bank and Trust Financial Corp.  
Midlothian, Virginia

### **Opinion on the Consolidated Financial Statements**

We have audited the accompanying consolidated balance sheet of Village Bank and Trust Financial Corp. (the “Company”) and Subsidiary as of December 31, 2017, the related consolidated statements of income, comprehensive income, shareholders’ equity, and cash flows for the year then ended, and the related notes (collectively referred to as the “consolidated financial statements”). In our opinion, the consolidated financial statements present fairly, in all material respects, the financial position of the Company and subsidiaries at December 31, 2017, and the results of their operations and their cash flows for the year then ended, in conformity with accounting principles generally accepted in the United States of America.

### **Basis for Opinion**

These consolidated financial statements are the responsibility of the Company’s management. Our responsibility is to express an opinion on the Company’s consolidated financial statements based on our audit. We are a public accounting firm registered with the Public Company Accounting Oversight Board (United States) (“PCAOB”) and are required to be independent with respect to the Company in accordance with the U.S. federal securities laws and the applicable rules and regulations of the Securities and Exchange Commission and the PCAOB.

We conducted our audit in accordance with the standards of the PCAOB. Those standards require that we plan and perform the audit to obtain reasonable assurance about whether the consolidated financial statements are free of material misstatement, whether due to error or fraud. The Company is not required to have, nor were we engaged to perform, an audit of its internal control over financial reporting. As part of our audit we are required to obtain an understanding of internal control over financial reporting but not for the purpose of expressing an opinion on the effectiveness of the Company’s internal control over financial reporting. Accordingly, we express no such opinion.

Our audit included performing procedures to assess the risks of material misstatement of the consolidated financial statements, whether due to error or fraud, and performing procedures that respond to those risks. Such procedures included examining, on a test basis, evidence regarding the amounts and disclosures in the consolidated financial statements. Our audit also included evaluating the accounting principles used and significant estimates made by management, as well as evaluating the overall presentation of the consolidated financial statements. We believe that our audit provides a reasonable basis for our opinion.

We have served as the Company’s auditors from 1999 to 2018.

/s/ BDO USA, LLP

Richmond, Virginia  
March 30, 2018

**Village Bank and Trust Financial Corp. and Subsidiary**  
**Consolidated Balance Sheets**  
**December 31, 2018 and 2017**

*(in thousands, except per share data)*

	2018	2017
<b>Assets</b>		
Cash and due from banks	\$ 12,717	\$ 17,810
Federal funds sold	6,826	-
Total cash and cash equivalents	19,543	17,810
Investment securities available for sale, at fair value	44,253	49,711
Restricted stock, at cost	1,661	1,261
Loans held for sale	6,128	8,047
Loans		
Outstandings	414,430	368,709
Allowance for loan losses	(3,051)	(3,239)
Deferred fees and costs, net	713	699
Total loans, net	412,092	366,169
Other real estate owned, net of valuation allowance	526	1,788
Assets held for sale	554	610
Premises and equipment, net	12,455	12,982
Bank owned life insurance	7,441	7,268
Accrued interest receivable	2,662	2,600
Other assets	7,551	8,728
	<u>\$ 514,866</u>	<u>\$ 476,974</u>
<b>Liabilities and Shareholders' Equity</b>		
<b>Liabilities</b>		
Deposits		
Noninterest bearing demand	\$ 119,317	\$ 104,138
Interest bearing	319,730	307,486
Total deposits	439,047	411,624
Federal Home Loan Bank advances	21,000	12,300
Long-term debt - trust preferred securities	8,764	8,764
Subordinated debt, net	5,563	-
Other borrowings	-	1,584
Accrued interest payable	221	93
Other liabilities	3,138	3,275
Total liabilities	477,733	437,640
<b>Shareholders' equity</b>		
Preferred stock, \$4 par value, \$1,000 liquidation preference, 1,000,000 shares authorized; no shares issued and outstanding at December 31, 2018 and 5,027 shares issued and outstanding at December 31, 2017	-	20
Common stock, \$4 par value, 10,000,000 shares authorized; 1,435,283 shares issued and outstanding at December 31, 2018 and 1,430,751 shares issued and outstanding at December 31, 2017	5,707	5,672
Additional paid-in capital	53,212	58,055
Accumulated deficit	(21,769)	(24,693)
Common stock warrant	732	732
Stock in directors rabbi trust	(883)	(1,010)
Directors deferred fees obligation	883	1,010
Accumulated other comprehensive loss	(749)	(452)
Total shareholders' equity	37,133	39,334
	<u>\$ 514,866</u>	<u>\$ 476,974</u>

*See accompanying notes to consolidated financial statements.*

**Village Bank and Trust Financial Corp. and Subsidiary**  
**Consolidated Statements of Operations**  
**Years Ended December 31, 2018 and 2017**  
*(in thousands, except per share data)*

	2018	2017
<b>Interest income</b>		
Loans	\$ 19,871	\$ 16,407
Investment securities	1,062	751
Federal funds sold	135	140
Total interest income	<u>21,068</u>	<u>17,298</u>
<b>Interest expense</b>		
Deposits	2,824	2,401
Borrowed funds	1,084	320
Total interest expense	<u>3,908</u>	<u>2,721</u>
Net interest income	17,160	14,577
Provision for loan losses	-	-
Net interest income after provision for loan losses	<u>17,160</u>	<u>14,577</u>
<b>Noninterest income</b>		
Service charges and fees	1,914	1,845
Mortgage banking income, net	4,064	4,521
Loss on sale of investment securities	(89)	(81)
Other	302	295
Total noninterest income	<u>6,191</u>	<u>6,580</u>
<b>Noninterest expense</b>		
Salaries and benefits	11,625	12,081
Occupancy	1,327	1,133
Equipment	875	757
Write down of assets held for sale	56	231
Cease use lease obligation	-	(125)
Supplies	186	244
Professional and outside services	2,973	2,994
Advertising and marketing	297	340
Foreclosed assets, net	(48)	(292)
FDIC insurance premium	323	297
Other operating expense	2,007	2,026
Total noninterest expense	<u>19,621</u>	<u>19,686</u>
Income before income tax expense	3,730	1,471
Income tax expense	693	4,567
<b>Net income (loss)</b>	3,037	(3,096)
Preferred stock dividends and amortization of discount	(113)	(498)
Net income (loss) available to common shareholders	<u>\$ 2,924</u>	<u>\$ (3,594)</u>
Earnings (loss) per share, basic	<u>\$ 2.04</u>	<u>\$ (2.55)</u>
Earnings (loss) per share, diluted	<u>\$ 2.04</u>	<u>\$ (2.55)</u>

*See accompanying notes to consolidated financial statements.*

**Village Bank and Trust Financial Corp. and Subsidiary**  
**Consolidated Statements of Comprehensive Income (Loss)**  
**Years Ended December 31, 2018 and 2017**

*(in thousands)*

	2018	2017
Net income (loss)	\$ 3,037	\$ (3,096)
Other comprehensive income (loss)		
Unrealized holding losses arising during the period	(476)	(266)
Tax effect	100	55
Net change in unrealized holding losses on securities available for sale, net of tax	(376)	(211)
Reclassification adjustment		
Reclassification adjustment for losses realized in net income (loss)	89	81
Tax effect	(19)	(17)
Reclassification for losses included in net income (loss), net of tax	70	64
Minimum pension adjustment	14	14
Tax effect	(5)	(5)
Minimum pension adjustment, net of tax	9	9
Total other comprehensive loss	(297)	(138)
Total comprehensive income (loss)	\$ 2,740	\$ (3,234)

*See accompanying notes to consolidated financial statements.*

**Village Bank and Trust Financial Corp. and Subsidiary**  
**Consolidated Statements of Shareholders' Equity**  
**Years Ended December 31, 2018 and 2017**

*(in thousands)*

	Preferred Stock	Common Stock	Additional Paid-in Capital	Accumulated (Deficit)	Common Stock Warrant	Stock in Directors Rabbi Trust	Directors Deferred Fees Obligation	Accumulated Other Comprehensive Loss	Total
Balance, December 31, 2016	\$ 23	\$ 5,629	\$ 58,643	\$ (21,172)	\$ 732	\$ (1,034)	\$ 1,034	\$ (241)	\$ 43,614
Preferred stock redemption	(3)	-	(685)	-	-	-	-	-	(688)
Preferred stock dividend	-	-	-	(498)	-	-	-	-	(498)
Restricted stock redemption	-	-	-	-	-	24	(24)	-	-
Vesting of common stock	-	43	(43)	-	-	-	-	-	-
Stock based compensation	-	-	140	-	-	-	-	-	140
Net loss	-	-	-	(3,096)	-	-	-	-	(3,096)
Reclassification due to the adoption of ASU 2018-02	-	-	-	73	-	-	-	(73)	-
Other comprehensive loss	-	-	-	-	-	-	-	(138)	(138)
Balance, December 31, 2017	20	5,672	58,055	(24,693)	732	(1,010)	1,010	(452)	39,334
Preferred stock redemption	(20)	-	(5,007)	-	-	-	-	-	(5,027)
Preferred stock dividend	-	-	-	(113)	-	-	-	-	(113)
Restricted stock redemption	-	-	-	-	-	127	(127)	-	-
Exercise of stock options	-	6	(6)	-	-	-	-	-	-
Vesting of restricted stock	-	29	(29)	-	-	-	-	-	-
Stock based compensation	-	-	199	-	-	-	-	-	199
Net income	-	-	-	3,037	-	-	-	-	3,037
Other comprehensive loss	-	-	-	-	-	-	-	(297)	(297)
Balance, December 31, 2018	\$ -	\$ 5,707	\$ 53,212	\$ (21,769)	\$ 732	\$ (883)	\$ 883	\$ (749)	\$ 37,134

*See accompanying notes to consolidated financial statements.*

**Village Bank and Trust Financial Corp. and Subsidiary**  
**Consolidated Statements of Cash Flows**  
**Years Ended December 31, 2018 and 2017**

*(in thousands)*

	<u>2018</u>	<u>2017</u>
<b>Cash Flows from Operating Activities</b>		
Net income (loss)	\$ 3,037	\$ (3,096)
Adjustments to reconcile net income (loss) to net cash provided by operating activities:		
Depreciation and amortization	724	742
Deferred income taxes	690	385
Write-off of deferred tax assets	-	4,181
Write-down of other real estate owned	-	20
Valuation allowance on other real estate owned	-	162
Write-down of assets held for sale	56	20
Loss on sale of investment securities	89	81
Gain on sales of loans held for sale	(5,207)	(5,415)
Gain on sale of other real estate owned	(71)	(380)
Stock compensation expense	199	140
Proceeds from sale of mortgage loans	169,237	170,539
Origination of mortgage loans for sale	(162,111)	(158,387)
Amortization of premiums and accretion of discounts on securities, net	114	95
Increase in bank owned life insurance	(173)	(175)
Net change in:		
Interest receivable	(62)	(326)
Other assets	576	195
Interest payable	128	23
Other liabilities	(137)	(562)
Net cash provided by operating activities	7,089	8,242
<b>Cash Flows from Investing Activities</b>		
Purchases of available for sale securities	(7,992)	(18,366)
Proceeds from the sale of available for sale securities	9,109	9,949
Proceeds from maturities, calls and paydowns of available for sale securities	3,752	2,204
Net increase in loans	(45,923)	(32,067)
Proceeds from sale of other real estate owned	1,333	1,621
Purchases of premises and equipment, net	(197)	(966)
Purchase of restricted stock	(400)	(408)
Net cash used in investing activities	(40,318)	(38,033)
<b>Cash Flows from Financing Activities</b>		
Redemption of preferred stock	(5,027)	(688)
Payment of preferred dividends	(113)	(3,257)
Net increase in deposits	27,423	28,347
Net increase in Federal Home Loan Bank advances	8,700	9,900
Net increase (decrease) in other borrowings	(1,560)	1,503
Issuance of subordinated debt, net	5,539	-
Net cash provided by financing activities	34,962	35,805
Net increase in cash and cash equivalents	1,733	6,014
Cash and cash equivalents, beginning of period	17,810	11,796
Cash and cash equivalents, end of period	\$ 19,543	\$ 17,810
<b>Supplemental Disclosure of Cash Flow Information</b>		
Cash payments for interest	\$ 3,780	\$ 2,698
<b>Supplemental Schedule of Non Cash Activities</b>		
Real estate owned assets acquired in settlement of loans	\$ -	\$ 285
Dividends on preferred stock accrued	\$ -	\$ 57
Unrealized losses on securities available for sale	\$ (696)	\$ (391)

*See accompanying notes to consolidated financial statements.*

**Village Bank and Trust Financial Corp. and Subsidiary**  
**Notes to Consolidated Financial Statements**  
**Years Ended December 31, 2018 and 2017**

**Note 1. Summary of Significant Accounting Policies**

The accounting and reporting policies of Village Bank and Trust Financial Corp. and subsidiary (the “Company”) conform to accounting principles generally accepted in the United States of America (“GAAP”) and to general practice within the banking industry. The following is a description of the more significant of those policies:

**Business**

The Company is the holding company of Village Bank (the “Bank”). The Bank opened to the public on December 13, 1999 as a traditional community bank offering deposit and loan services to individuals and businesses in the Richmond, Virginia metropolitan area. In 2017, the Bank entered a new market by opening a branch in Williamsburg, Virginia. Village Bank Mortgage Corporation (the “Mortgage Company”) is a full service mortgage banking company wholly-owned by the Bank.

The Bank is subject to regulations of certain federal and state agencies and undergoes periodic examinations by those regulatory authorities. As a consequence of the extensive regulation of commercial banking activities, the Bank’s business is susceptible to being affected by state and federal legislation and regulations.

The majority of the Company’s real estate loans are collateralized by properties in the Richmond, Virginia metropolitan area. Accordingly, the ultimate collectability of those loans collateralized by real estate is particularly susceptible to changes in market conditions in the Richmond area.

**Basis of presentation and consolidation**

The consolidated financial statements include the accounts of the Company, the Bank and the Mortgage Company. All material intercompany balances and transactions have been eliminated in consolidation.

The Company has evaluated events and transactions occurring subsequent to the consolidated balance sheet date of December 31, 2018 for items that should potentially be recognized or disclosed in these consolidated financial statements. The evaluation was conducted through the date these consolidated financial statements were issued.

On January 1, 2018, the Company adopted Accounting Standards Update (“ASU”) 2014-09, Revenue from Contracts with Customers, and all subsequent amendments to the ASU (collectively, “ASU 2014-09”), which (i) creates a single framework for recognizing revenue from contracts with customers that fall within its scope and (ii) revises when it is appropriate to recognize a gain (loss) from the transfer of nonfinancial assets, such as other real estate owned (“OREO”). The Company’s revenue is comprised of interest and non-interest revenue. The majority of our revenue generating transactions are not subject to ASU 2014-09, including revenue generated from financial instruments, such as our loans, letters of credit, investment securities, bank owned life insurance and gains on sales of loans held for sale. The Company completed its overall assessment of revenue streams and related contracts affected by the guidance and adopted ASU 2014-09 on January 1, 2018 with no impact on total shareholders’ equity or net income.

The Company recognizes revenue as it is earned and noted no impact to its revenue recognition policies as a result of the adoption of ASU 2014-09. The following discussion is of revenues that are within the scope of the new revenue guidance:



- *Debit and credit interchange fee income* - Card processing fees consist of interchange fees from consumer debit and credit card networks and other card related services. Interchange fees are based on purchase volumes and other factors and are recognized as transactions occur.
- *Service charges on deposit accounts* - Revenue from service charges on deposit accounts is earned through deposit-related services, as well as overdraft, non-sufficient funds, account management and other deposit related fees. Revenue is recognized for these services either over time, corresponding with deposit accounts' monthly cycle, or at a point in time for transactional related services and fees.
- *Service charges on loan accounts* - Revenue from loan accounts consists primarily of fees earned on prepayment penalties. Revenue is recognized for the services at a point in time for transactional related services and fees.
- *Gains/Losses on sale of OREO* - The Company records a gain or loss from the sale of OREO when control of the property transfers to the buyer, which generally occurs at the time of an executed deed. When the Company finances the sale of OREO to the buyer, the Company assesses whether the buyer is committed to perform their obligations under the contract and whether collectability of the transaction price is probable. Once these criteria are met, the OREO asset is derecognized and the gain or loss on sale is recorded upon the transfer of control of the property to the buyer.

The accompanying consolidated financial statements and notes reflect certain reclassifications in prior periods to conform to the current presentation. As of January 1, 2018, the Company began netting commissions paid to generate mortgage banking revenue against the related revenue balances. Prior to 2018, these commission expenses were shown separately under noninterest expense on the Consolidated Statements of Operations. Accordingly, the balances associated with the mortgage banking segment for the period ended December 31, 2017 for "Gain on sale of loans", "Service charges and fees" and "Other income" under noninterest income, and "Commissions" under noninterest expense have been restated under "Mortgage banking income, net" within the Consolidated Statements of Operations to conform to this presentation. Management believes this will better represent actual mortgage banking income generated from this activity.

### **Use of estimates**

The preparation of the consolidated financial statements in conformity with GAAP requires management to make estimates and assumptions that affect the reported amounts of assets and liabilities and disclosure of contingent assets and liabilities as of the balance sheets dates and revenues and expenses during the reporting period. Actual results could differ significantly from those estimates. Material estimates that are particularly susceptible to significant change include the determination of the allowance for loan losses and its related provision, including impaired loans and troubled debt restructurings ("TDR"s), the valuation of deferred tax assets, valuation of OREO and the estimate of the fair value of assets held for sale.

### **Investment securities**

At the time of purchase, debt securities are classified into the following categories: held to maturity, available for sale or trading. Debt securities that the Company has both the positive intent and ability to hold to maturity are classified as held to maturity. Held to maturity securities are stated at amortized cost adjusted for amortization of premiums and accretion of discounts on purchase using a method that approximates the effective interest method. Investments classified as trading or available for sale are stated at fair value. Changes in fair value of trading investments are included in current earnings while changes in fair value of available for sale investments are excluded from current earnings and reported, net of taxes, as a separate component of other comprehensive income. Presently, the Company does not maintain a portfolio of trading securities or held to maturity.

The fair value of investment securities held to maturity and available for sale is estimated based on quoted prices for similar assets determined by bid quotations received from independent pricing services. Declines in the fair value of securities below their amortized cost that are other than temporary are reflected in earnings or other comprehensive income, as appropriate. For those debt securities whose fair value is less

than their amortized cost basis, we consider our intent to sell the security, whether it is more likely than not that we will be required to sell the security before recovery and if we do not expect to recover the entire amortized cost basis of the security. In analyzing an issuer's financial condition, we may consider whether the securities are issued by the federal government or its agencies, whether downgrades by bond rating agencies have occurred and the results of reviews of the issuer's financial condition.

Interest income is recognized when earned. Realized gains and losses for securities classified as available-for-sale and held-to-maturity are included in earnings and are derived using the specific identification method for determining the cost of securities sold.

### **Loans held for sale**

The Company, through the Bank's mortgage banking subsidiary, the Mortgage Company, originates residential mortgage loans for sale in the secondary market. Mortgage loans originated and intended for sale in the secondary market are carried at the lower of cost or estimated fair value on an aggregate basis as determined by outstanding commitments from investors. Upon entering into a commitment to originate a loan, the Company locks in the loan and rate with an investor and commits to deliver the loan if settlement occurs on a best efforts basis, thus limiting interest rate risk. Certain additional risks exist that the investor fails to meet its purchase obligation; however, based on historical performance and the size and nature of the investors the Company does not expect them to fail to meet their obligation. Net unrealized losses, if any, are recognized through a valuation allowance by charges to income.

Residential mortgage loans held for sale are sold to the permanent investor with the mortgage servicing rights released. Gains or losses on sales of mortgage loans are recognized based on the difference between the selling price and the carrying value of the related mortgage loans sold. Gains on the sale of loans totaling approximately \$5,207,000 and \$5,415,000 were realized during the years ended December 31, 2018 and 2017, respectively.

Once a residential mortgage loan is sold to a permanent investor, the Company has no further involvement or retained interest in the loan. There are limited circumstances in which the permanent investor can contractually require the Company to repurchase the loan. The Company makes no provision for any such recourse related to loans sold as history has shown repurchase of loans under these circumstances has been remote.

The Company, through the Mortgage Company, enters into commitments to originate residential mortgage loans in which the interest rate on the loan is determined prior to funding, termed rate lock commitments. Such rate lock commitments on mortgage loans to be sold in the secondary market are considered to be derivatives. The period of time between issuance of a loan commitment and closing and sale of the loan generally ranges from 30 to 45 days. The Company protects itself from changes in interest rates during this period by requiring a firm purchase agreement from a permanent investor before a loan can be closed. As a result, the Company is not exposed to losses nor will it realize gains or losses related to its rate lock commitments due to changes in interest rates.

The fair value of rate lock commitments and best efforts contracts is not readily ascertainable with precision because rate lock commitments and best efforts contracts are not actively traded in stand-alone markets. The Company determines the fair value of rate lock commitments and best efforts contracts by measuring the change in the value of the underlying asset while taking into consideration the probability that the rate lock commitments will close. Due to high correlation between rate lock commitments and best efforts contracts, no significant gains or losses have occurred on the rate lock commitments.

At December 31, 2018, the Mortgage Company had rate lock commitments to originate mortgage loans aggregating approximately \$12,738,000 and loans held for sale of approximately \$6,128,000. The Mortgage Company has entered into corresponding commitments with third party investors to sell loans of approximately \$18,866,000. Under the best efforts contractual relationship with these investors, the Mortgage Company is obligated to sell the loans, and the investor is obligated to purchase the loans, only

if the loans close. No other obligation exists. As a result of these best efforts contractual relationships with these investors the Mortgage Company is not exposed to losses, nor will it realize gains, related to its rate lock commitments due to changes in interest rates.

### **Transfers of financial assets**

Transfers of financial assets are accounted for as sales when control over the assets has been surrendered. Control over transferred assets is deemed to be surrendered when: (1) the assets have been isolated from the Bank and put presumptively beyond the reach of the transferor and its creditors, even in bankruptcy or other receivership, (2) the transferee obtains the right (free of conditions that constrain it from taking advantage of that right) to pledge or exchange the transferred assets, and (3) the Bank does not maintain effective control over the transferred assets through an agreement to repurchase them before their maturity or the ability to unilaterally cause the holder to return specific assets. Our transfers of financial assets are limited to commercial loan participations sold, which were insignificant for 2018 and 2017, and the sale of residential mortgage loans in the secondary market; the extent of which are disclosed in the Consolidated Statements of Cash Flows.

### **Loans**

Loans are stated at the principal amount outstanding, net of unearned income. Loan origination fees and certain direct loan origination costs are deferred and amortized to interest income over the life of the loan as an adjustment to the loan's yield over the term of the loan.

A loan's past due status is based on the contractual due date of the most delinquent payment dates. Interest is accrued on outstanding principal balances, unless the Company considers collection to be doubtful. Commercial and unsecured consumer loans are designated as nonaccrual when payment is delinquent 90 days or at the point which the Company considers collection doubtful, if earlier. Mortgage loans and most other types of consumer loans past due 90 days or more may remain on accrual status if management determines that such amounts are collectible. When loans are placed in nonaccrual status, previously accrued and unpaid interest is reversed against interest income in the current period and interest is subsequently recognized only to the extent cash is received as long as the remaining recorded investment in the loan is deemed fully collectible. Loans may be placed back on accrual status when, in the opinion of management, the circumstances warrant such action such as a history of timely payments subsequent to being placed on nonaccrual status, additional collateral is obtained or the borrowers cash flows improve.

Standby letters of credit are written conditional commitments issued by the Bank to guarantee the performance of a customer to a third party. The credit risk involved in issuing letters of credit is essentially the same as that involved in extending loans to customers. The total contractual amount of standby letters of credit, whose contract amounts represent credit risk, was approximately \$3,999,000 at December 31, 2018 and approximately \$4,615,000 at December 31, 2017.

Below is a summary of the current loan segments:

**Construction and land development loans** consist primarily of loans for the purchase or refinance of unimproved lots or raw land. Additionally, the Company finances the construction of real estate projects typically where the permanent mortgage will remain with the Company. Specific underwriting guidelines are delineated in the Bank's loan policies. Construction and land development loans carry risks that the project will not be finished according to schedule, the project will not be finished according to budget and the value of the collateral may, at any point in time, be less than the principal amount of the loan. Construction loans also bear the risk that the general contractor, who may or may not be a loan customer, may be unable to finish the construction project as planned because of financial pressure unrelated to the project.

**Commercial real estate loans** are subject to underwriting standards and processes similar to commercial and industrial loans, in addition to those specific to real estate loans. These loans are viewed primarily as cash flow loans and secondarily as loans secured by real estate. Commercial real estate lending typically involves higher loan principal amounts, and the repayment of these loans is generally largely dependent on the successful operation of the property securing the loan or the business conducted on the property securing the loan. Commercial real estate loans may be more adversely affected by conditions in the real estate markets or in the general economy. Management monitors and evaluates commercial real estate loans based on cash flows, collateral, geography and risk grade criteria. Commercial real estate loans carry risks associated with the successful operation of a business or a real estate project, in addition to other risks associated with the ownership of real estate, because the repayment of these loans may be dependent upon the profitability and cash flows of the business or project. In addition, there is risk associated with the value of collateral other than real estate which may depreciate over time and cannot be appraised with as much precision.

**Consumer real estate loans** include consumer purpose 1-to-4 family residential properties and home equity loans. Consumer purpose loans have underwriting standards that are heavily influenced by statutory requirements, which include, but are not limited to, documentation requirements, limits on maximum loan-to-value percentages, and collection remedies. Loans to finance 1-4 family investment properties are primarily dependent upon rental income generated from the property and secondarily supported by the borrower's personal income. The Company typically originates residential mortgages through our mortgage company and these loans are sold to secondary mortgage market correspondents. Consumer real estate loans carry risks associated with the continued credit-worthiness of the borrower and changes in the value of the collateral.

**Commercial and industrial loans** are underwritten after evaluating and understanding the borrower's ability to operate profitably and prudently expand its business. Management examines current and projected cash flows to determine the ability of borrowers to repay their obligations as agreed. Commercial and industrial loans are primarily made based on the identified cash flows of the borrower and secondarily on the underlying collateral provided by the borrower. The cash flows of borrowers, however, may not be as expected, and the collateral securing these loans may fluctuate in value. Most commercial and industrial loans are secured by the assets being financed or other business assets such as accounts receivable, inventory or marketable securities and may incorporate personal guarantees; however, some short-term loans may be made on an unsecured basis. In the case of loans secured by accounts receivable, the availability of funds for the repayment of these loans may be substantially dependent on the ability of the borrower to collect amounts due from its customers. Government guaranteed balances represent Small Business Administration ("SBA") loans originated by the Bank according to SBA guidelines.

**Consumer and other loans** are generally small loans spread across many borrowers and are underwritten after determining the ability of the consumer borrower to repay their obligations as agreed. The underwriting standards are influenced by credit history, ability to repay, and loan-to-value. Consumer loans may be secured or unsecured and are comprised of revolving lines, installment loans and other consumer loans. Consumer and other loans carry risks associated with the continued credit-worthiness of the borrower and the value of the collateral, or lack thereof. Consumer loans are more likely than real estate loans to be immediately adversely affected by job loss, divorce, illness or personal bankruptcy.

The Bank purchases Federal Rehabilitated Student Loan portfolios when approved by the Board of Directors. These loans are guaranteed by the U.S. Department of Education ("DOE") which covers approximately 98% of the principal and interest. These loans are serviced by a third party servicer that specializes in handling these types of loans.

We also purchase the guaranteed portion of United State Department of Agriculture Loans ("USDA") which are guaranteed by the USDA for 100% of the principal and interest. The originating institution holds the unguaranteed portion of the loan and services the loan. These loans are typically purchased at a premium. In the event of a loan default or early prepayment the Bank may need to write off any unamortized premium.

## **Allowance for loan losses**

The allowance for loan losses is established as losses are estimated to have occurred through a provision for loan losses charged to earnings. Loan losses are charged against the allowance when management believes the uncollectibility of a loan balance is probable. Subsequent recoveries, if any, are credited to the allowance.

The allowance represents an amount that, in management's judgment, will be adequate to absorb probable losses inherent in the loan portfolio. Management's judgment in determining the adequacy of the allowance is based on evaluations of the collectability of loans while taking into consideration such factors as changes in the nature and volume of the loan portfolio, current economic conditions which may affect a borrower's ability to repay, overall portfolio quality, and review of specific potential losses. This evaluation is inherently subjective, as it requires estimates that are susceptible to significant revision as more information becomes available.

The allowance consists of general and specific components. The general component covers non-classified loans and is based on historical loss experience and risk characteristics (i.e. trends in delinquencies and other nonperforming loans, changes in economic conditions on both a local and national level, and changes in the categories of loans comprising the loan portfolio) adjusted for qualitative factors. The specific component relates to loans that we have concluded, based on the value of collateral, guarantees and any other pertinent factors, have known losses. For such loans that are also classified as impaired, an allowance is established when the discounted cash flows (or collateral value or observable market price) of the impaired loan is lower than the carrying value of that loan. An unallocated component is maintained to cover uncertainties that could affect management's estimate of probable losses. The unallocated component of the allowance reflects the margin of imprecision inherent in the underlying assumptions used in the methodologies for estimating specific and general losses in the portfolio.

A loan is considered impaired when, based on current information and events, it is probable that the Company will be unable to collect the scheduled payments of principal or interest when due according to the contractual terms of the loan agreement. Factors considered by management in determining impairment include payment status, collateral value, and the probability of collecting scheduled principal and interest payments when due. Loans that experience insignificant payment delays and payment shortfalls generally are not classified as impaired. Management determines the significance of payment delays and payment shortfalls on a case-by-case basis, taking into consideration all of the circumstances surrounding the loan and the borrower, including the length of the delay, the reasons for the delay, the borrower's prior payment record, and the amount of the shortfall in relation to the principal and interest owed. Impairment is measured on a loan by loan basis for commercial and construction loans by either the present value of the expected future cash flows discounted at the loan's effective interest rate, the loan's obtainable market price, or the fair value of the collateral if the loan is collateral dependent.

## **Troubled debt restructurings**

A loan or lease is accounted for as a TDR if we, for economic or legal reasons related to the borrower's financial condition, grant a significant concession to the borrower that we would not otherwise consider. A TDR may involve the receipt of assets from the debtor in partial or full satisfaction of the loan or lease, or a modification of terms such as a reduction of the stated interest rate or balance of the loan or lease, a reduction of accrued interest, an extension of the maturity date at a stated interest rate lower than the current market rate for a new loan with similar risk, or some combination of these concessions. TDRs generally remain categorized as nonperforming loans and leases until a six-month payment history has been maintained.

In accordance with current accounting guidance, loans modified as troubled debt restructurings are, by definition, considered to be impaired loans. Impairment for these loans is measured on a loan-by-loan basis similar to other impaired loans as described above under **Allowance for loan losses**. Certain loans modified as TDRs may have been previously measured for impairment under a general allowance methodology (i.e.,

pooling), thus at the time the loan is modified as a TDR the allowance will be impacted by the difference between the results of these two measurement methodologies. Loans modified as TDRs that subsequently default are factored into the determination of the allowance in the same manner as other defaulted loans.

### **Real estate acquired in settlement of loans**

Real estate acquired through or in lieu of foreclosure is initially recorded at estimated fair value less estimated selling costs. Subsequent to the date of acquisition, it is carried at the lower of cost or fair value, adjusted for net selling costs. If fair value declines subsequent to foreclosure a valuation allowance is recorded through expense. Operating costs after acquisition are expensed as incurred. The valuation allowance was \$52,000 and \$281,000 at December 31, 2018 and 2017, respectively. Costs relating to the development and improvement of such property are capitalized when appropriate, whereas those costs relating to holding the property are expensed.

### **Assets held for sale**

Assets held for sale at December 31, 2018 and December 31, 2017 included a branch building we previously closed. The Company periodically evaluates the value of assets held for sale and records an impairment charge for any subsequent declines in fair value less selling costs.

### **Premises and equipment**

Land is carried at cost. Premises and equipment are carried at cost less accumulated depreciation and amortization. Depreciation of buildings and improvements is computed using the straight-line method over the estimated useful lives of the assets of 39 years. Depreciation of equipment is computed using the straight-line method over the estimated useful lives of the assets ranging from three to seven years. Amortization of premises (leasehold improvements) is computed using the straight-line method over the term of the lease or estimated lives of the improvements, whichever is shorter.

### **Supplemental Executive Retirement Plan**

The Company recognizes the unfunded status of its Supplemental Executive Retirement Plan (the “SERP”) as a liability in its Consolidated Balance Sheets, measured at the projected benefit obligations as of December 31, 2018 and 2017. Net periodic pension cost are recorded each period based on actuarially determined amounts in accordance with GAAP and recognized in salaries and employment benefits in the Consolidated Statements of Operations. Actuarial determinations of net periodic pension cost are based on assumptions related to discount rates, employee compensation and mortality and interest crediting rates. Other changes in the status of the plan are recorded in the year in which the changes occur through other comprehensive income.

### **Income taxes**

Deferred income taxes are recognized for the tax consequences of “temporary differences” by applying enacted tax rates applicable to future years to differences between the financial statement carrying amounts and the tax bases of existing assets and liabilities. The primary temporary differences are the allowance for loan losses and depreciation and amortization. The effect on recorded deferred income taxes of a change in tax laws or rates is recognized in income in the period that includes the enactment date. To the extent that available evidence about the future raises doubt about the realization of a deferred income tax asset, a valuation allowance is established. A tax position is recognized as a benefit only if it is “more likely than not” that the tax position would be sustained in a tax examination, with a tax examination being presumed to occur. The amount recognized is the largest amount of tax benefit that is greater than 50% likely of being realized on examination. For tax positions not meeting the “more likely than not” test, no tax benefit is recorded. Interest and penalties associated with unrecognized tax benefits are classified as taxes other than income in the statement of income. The Company has no uncertain tax positions.

## **Consolidated statements of cash flows**

For purposes of reporting cash flows, cash and cash equivalents include cash on hand, due from banks (including cash items in process of collection), interest-bearing deposits with banks and federal funds sold. Generally, federal funds are purchased and sold for one-day periods. Cash flows from loans originated by the Bank for investment and deposits are reported net. The Company did not pay income taxes in 2018 and 2017.

## **Comprehensive income**

Comprehensive income is defined to include all changes in equity except those resulting from investments by owners and distributions to owners. Total comprehensive income consists of net income (loss) and other comprehensive income. The Company's other comprehensive income and accumulated other comprehensive income are comprised of unrealized gains and losses on investment securities available for sale and amortization of the unfunded pension liability. At December 31, 2018 and 2017, the accumulated other comprehensive income was comprised of unrealized losses on securities available for sale of \$696,000 and \$391,000 and unfunded pension liability of \$53,000 and \$61,000 net of tax, respectively.

## **Earnings per common share**

Basic earnings (loss) per common share represent net income available to common shareholders, which represents net income (loss) less dividends paid or payable to preferred stock shareholders, divided by the weighted-average number of common shares outstanding during the period, inclusive of unvested restricted shares (Note 10). For diluted earnings per common share, net income available to common shareholders is divided by the weighted average number of common shares issued and outstanding for each period plus amounts representing the dilutive effect of stock options, and warrants, as well as any adjustment to income that would result from the assumed issuance. The effects of stock options and warrants are excluded from the computation of diluted earnings per common share in periods in which the effect would be antidilutive. Stock options and warrants are antidilutive if the underlying average market price of the stock that can be purchased for the period is less than the exercise price of the option or warrant. Potential dilutive common shares that may be issued by the Company relate solely to outstanding stock options and warrants and are determined using the treasury stock method.

## **Stock incentive plan**

On May 26, 2015, the Company's shareholders approved the adoption of the Village Bank and Trust Financial Corp. 2015 Stock Incentive Plan (the "2015 Plan") authorizing the issuance of up to 60,000 shares of common stock. The 2015 Plan was adopted to replace the Company's 2006 stock incentive plan (the "2006 Plan") and any new awards will be made pursuant to the 2015 Plan. The prior awards made under the 2006 Plan were unchanged by the adoption of the 2015 Plan and continue to be governed by the terms of the 2006 Plan. See Note 14 for more information on the stock incentive plans.

## **Fair values of financial instruments**

The fair value of an asset or liability is the price that would be received to sell that asset or paid to transfer that liability in an orderly transaction between market participants. A fair value measurement assumes that the transaction to sell the asset or transfer the liability occurs in the principal market for the asset or liability or, in the absence of a principal market, the most advantageous market for the asset or liability. The price in the principal (or most advantageous) market used to measure the fair value of the asset or liability (exit price) shall not be adjusted for transaction costs. An orderly transaction is a transaction that assumes exposure to the market for a period prior to the measurement date to allow for marketing activities that are usual and customary for transactions involving such assets and liabilities; it is not a forced transaction. Market participants are buyers and sellers in the principal market that are independent, knowledgeable, able to transact and willing to transact. See Note 18 for the methods and assumptions the Bank uses in estimating fair values of financial instruments.

## **Insurance of accounts, assessments and regulation by the FDIC**

Our deposits are insured by the Federal Deposit Insurance Corporation (“FDIC”) up to the limits set forth under applicable law, currently \$250,000. We are subject to the deposit insurance assessments of the Deposit Insurance Fund (“DIF”). The deposit insurance assessment is an institution’s average total assets minus average tangible equity. Effective July 1, 2016, the FDIC changed its deposit insurance pricing to a “financial ratios method” based on CAMELS composite ratings to determine assessment rates for small established institutions with less than \$10 billion of assets, such as the Bank. The CAMELS rating system is a supervisory rating system designed to take into account and reflect all financial and operational risks that a bank may face, including capital adequacy, asset quality, management capability, earnings, liquidity and sensitivity to market risk (“CAMELS”). CAMELS composite ratings set a maximum assessment for CAMELS 1 and 2 rated banks, and set minimum assessments for lower rated institutions.

The FDIC is authorized to prohibit any DIF-insured institution from engaging in any activity that the FDIC determines by regulation or order to pose a serious threat to the respective insurance fund. Also, the FDIC may initiate enforcement actions against banks, after first giving the institution’s primary regulatory authority an opportunity to take such action. The FDIC may terminate the deposit insurance of any depository institution if it determines, after a hearing, that the institution has engaged or is engaging in unsafe or unsound practices, is in an unsafe or unsound condition to continue operations, or has violated any applicable law, regulation, order or any condition imposed in writing by the FDIC. It also may suspend deposit insurance temporarily during the hearing process for the permanent termination of insurance if the institution has no tangible capital. If deposit insurance is terminated, the deposits at the institution at the time of termination, less subsequent withdrawals, shall continue to be insured for a period from six months to two years, as determined by the FDIC. We are aware of no existing circumstances that could result in termination of our deposit insurance.

## **Segments**

The Company has two reportable segments: traditional commercial banking and mortgage banking. Revenues from commercial banking operations consist primarily of interest earned on loans and securities and fees from deposit services. Mortgage banking operating revenues consist principally of interest earned on mortgage loans held for sale, gains on sales of loans in the secondary mortgage market, and loan origination fee income.

The commercial banking segment provides the mortgage banking segment with the short-term funds needed to originate mortgage loans through a warehouse line of credit and charges the mortgage banking segment interest based on the commercial banking segment’s cost of funds. Additionally, the mortgage banking segment leases premises from the commercial banking segment. These transactions are eliminated in the consolidation process.

## **Recent accounting pronouncements**

In February 2016, the Financial Accounting Standards Board (“FASB”) issued ASU 2016-02, “Leases (Topic 842).” Among other things, in the amendments in ASU 2016-02, lessees will be required to recognize the following for all leases (with the exception of short-term leases) at the commencement date: (1) a lease liability, which is a lessee’s obligation to make lease payments arising from a lease, measured on a discounted basis; and (2) a right-of-use asset, which is an asset that represents the lessee’s right to use, or control the use of, a specified asset for the lease term. Under the new guidance, lessor accounting is largely unchanged. Certain targeted improvements were made to align, where necessary, lessor accounting with the lessee accounting model and Topic 606, Revenue from Contracts with Customers. The amendments in this ASU are effective for fiscal years beginning after December 15, 2018, including interim periods within those fiscal years. Early application is permitted upon issuance. Lessees (for capital and operating leases) and lessors (for sales-type, direct financing, and operating leases) must apply a modified retrospective transition approach for leases existing at, or entered into after, the beginning of the earliest



comparative period presented in the financial statements. The modified retrospective approach would not require any transition accounting for leases that expired before the earliest comparative period presented. Lessees and lessors may not apply a full retrospective transition approach. The FASB made subsequent amendments to Topic 842 in July 2018 through ASU 2018-10 (“Codification Improvements to Topic 842, Leases.”) and ASU 2018-11 (“Leases (Topic 842): Targeted Improvements.”) Among these amendments is the provision in ASU 2018-11 that provides entities with an additional (and optional) transition method to adopt the new leases standard. Under this new transition method, an entity initially applies the new leases standard at the adoption date and recognizes a cumulative-effect adjustment to the opening balance of retained earnings in the period of adoption. Consequently, an entity’s reporting for the comparative periods presented in the financial statements in which it adopts the new leases standard will continue to be in accordance with current GAAP (Topic 840, Leases). The effect of adopting this standard on January 1, 2019 was an approximate \$1,400,000 increase in assets and liabilities on the Company’s Consolidated Balance Sheet.

In June 2016, the FASB issued ASU 2016-13, “Financial Instruments – Credit Losses (Topic 326): Measurement of Credit Losses on Financial Instruments.” The amendments in this ASU, among other things, require the measurement of all expected credit losses for financial assets held at the reporting date based on historical experience, current conditions, and reasonable and supportable forecasts. Financial institutions and other organizations will now use forward-looking information to better inform their credit loss estimates. Many of the loss estimation techniques applied today will still be permitted, although the inputs to those techniques will change to reflect the full amount of expected credit losses. In addition, the ASU amends the accounting for credit losses on available-for-sale debt securities and purchased financial assets with credit deterioration. The amendments in this ASU are effective for Securities and Exchange Commission filers for fiscal years, and interim periods within those fiscal years, beginning after December 15, 2019. Entities will apply the amendments in this ASU through a cumulative-effect adjustment to retained earnings in the first period effective. While the Company is currently evaluating the provisions of ASU No. 2016-13 to determine the potential impact the new standard will have on the Company’s Consolidated Financial Statements, it has taken steps to prepare for the implementation when it becomes effective, such as forming an internal task force, gathering pertinent data, consulting with outside professionals, and evaluating its current IT systems. This guidance may result in material changes in the Company's accounting for credit losses on financial instruments

In March 2017, the FASB issued ASU 2017-08, “Receivables—Nonrefundable Fees and Other Costs (Subtopic 310-20), Premium Amortization on Purchased Callable Debt Securities.” The amendments in this ASU shorten the amortization period for certain callable debt securities purchased at a premium. Upon adoption of the standard, premiums on these qualifying callable debt securities will be amortized to the earliest call date. Discounts on purchased debt securities will continue to be accreted to maturity. The amendments are effective for fiscal years beginning after December 15, 2018, and interim periods within those fiscal years. Early adoption is permitted, including adoption in an interim period. Upon transition, the Company is required to apply the guidance on a modified retrospective basis, with a cumulative-effect adjustment to retained earnings as of the beginning of the period of adoption and provide the disclosures required for a change in accounting principle. The Company does have exposure and is assessing the impact of ASU 2017-08. Overall, the Company does not expect it to have a material impact on its consolidated financial statements.

In June 2018, the FASB issued ASU 2018-07, “Compensation - Stock Compensation (Topic 718): Improvements to Nonemployee Share-Based Payment Accounting.” The amendments expand the scope of Topic 718 to include share-based payments issued to non-employees for goods or services, which were previously excluded. The amendments will align the accounting for share-based payments to nonemployees and employees more similarly. The amendments are effective for fiscal years beginning after December 15, 2018, and interim periods within those fiscal years. The Company does not expect the adoption of ASU 2018-07 to have a material impact on its consolidated financial statements.

In August 2018, the FASB issued ASU 2018-13, “Fair Value Measurement (Topic 820): Disclosure Framework—Changes to the Disclosure Requirements for Fair Value Measurement.” The amendments modify the disclosure requirements in Topic 820 to add disclosures regarding changes in unrealized gains and losses, the range and weighted average of significant unobservable inputs used to develop Level 3 fair value measurements and the narrative description of measurement uncertainty. Certain disclosure requirements in Topic 820 are also removed or modified. The amendments are effective for fiscal years beginning after December 15, 2019, and interim periods within those fiscal years. Certain of the amendments are to be applied prospectively while others are to be applied retrospectively. Early adoption is permitted. The Company does not expect the adoption of ASU 2018-13 to have a material impact on its consolidated financial statements.

In August 2018, the FASB issued ASU 2018-14, “Compensation—Retirement Benefits—Defined Benefit Plans—General (Subtopic 715-20): Disclosure Framework—Changes to the Disclosure Requirements for Defined Benefit Plans.” These amendments modify the disclosure requirements for employers that sponsor defined benefit pension or other postretirement plans. Certain disclosure requirements have been deleted while the following disclosure requirements have been added: the weighted-average interest crediting rates for cash balance plans and other plans with promised interest crediting rates and an explanation of the reasons for significant gains and losses related to changes in the benefit obligation for the period. The amendments also clarify the disclosure requirements in paragraph 715-20-50-3, which state that the following information for defined benefit pension plans should be disclosed: The projected benefit obligation (PBO) and fair value of plan assets for plans with PBOs in excess of plan assets and the accumulated benefit obligation (ABO) and fair value of plan assets for plans with ABOs in excess of plan assets. The amendments are effective for fiscal years ending after December 15, 2020. Early adoption is permitted. The Company does not expect the adoption of ASU 2018-14 to have a material impact on its consolidated financial statements.

## Note 2. Investment Securities Available for Sale

The amortized cost and fair value of investment securities available for sale as of December 31, 2018 and 2017 are as follows (in thousands):

	Amortized Cost	Gross Unrealized Gains	Gross Unrealized Losses	Fair Value
<b>December 31, 2018</b>				
U.S. Government agencies	\$ 14,120	\$ -	\$ (269)	\$ 13,851
Mortgage-backed securities	26,924	102	(576)	26,450
Subordinated debt	4,089	11	(148)	3,952
	<u>\$ 45,133</u>	<u>\$ 113</u>	<u>\$ (993)</u>	<u>\$ 44,253</u>
<b>December 31, 2017</b>				
U.S. Government agencies	\$ 23,976	\$ -	\$ (293)	\$ 23,683
Mortgage-backed securities	22,127	1	(188)	21,940
Subordinated debt	4,103	11	(26)	4,088
	<u>\$ 50,206</u>	<u>\$ 12</u>	<u>\$ (507)</u>	<u>\$ 49,711</u>

At December 31, 2018, the Company had investment securities with a fair value of \$8,004,000 pledged to secure borrowings from the Federal Home Loan Bank of Atlanta (“FHLB”). At December 31, 2017, the Company had no investment securities pledged to secure borrowings from the FHLB. There were no investment securities pledged to secure deposit repurchase agreements at December 31, 2018 or December 31, 2017.

Gross realized gains and losses pertaining to available for sale securities are detailed as follows for the years ending December 31, 2018 and 2017 (in thousands):

	December 31,	
	2018	2017
Gross realized gains	\$ -	\$ -
Gross realized losses	(89)	(81)
	<u>\$ (89)</u>	<u>\$ (81)</u>

The Company sold approximately \$9,000,000 and \$10,000,000 of investment securities available for sale at losses of \$89,000 and \$81,000 in 2018 and 2017, respectively. The sales of these securities, which had fixed interest rates, allowed the Company to decrease its exposure to the anticipated upward movement in interest rates that would result in unrealized losses being recognized in shareholders' equity.

Investment securities available for sale that had an unrealized loss position at December 31, 2018 and December 31, 2017 are detailed below (in thousands):

	Securities in a loss position for less than 12 Months		Securities in a loss position for more than 12 Months		Total	
	Fair Value	Unrealized Losses	Fair Value	Unrealized Losses	Fair Value	Unrealized Losses
<b>December 31, 2018</b>						
US Government Agencies	\$ -	\$ -	\$ 13,851	\$ (269)	\$ 13,851	\$ (269)
Mortgage-backed securities	-	-	18,397	(576)	18,397	(576)
Subordinated debt	1,915	(140)	512	(8)	2,427	(148)
	<u>\$ 1,915</u>	<u>\$ (140)</u>	<u>\$ 32,760</u>	<u>\$ (853)</u>	<u>\$ 34,675</u>	<u>\$ (993)</u>
<b>December 31, 2017</b>						
US Government Agencies	\$ 6,153	\$ (76)	\$ 17,530	\$ (217)	\$ 23,683	\$ (293)
Mortgage-backed securities	20,227	(160)	1,651	(28)	21,878	(188)
Subordinated debt	1,021	(26)	-	-	1,021	(26)
	<u>\$ 27,401</u>	<u>\$ (262)</u>	<u>\$ 19,181</u>	<u>\$ (245)</u>	<u>\$ 46,582</u>	<u>\$ (507)</u>

As of December 31, 2018, there were \$32.8 million, or 23 issues, of individual available for sale securities that had been in a continuous loss position for more than 12 months. These securities had an unrealized loss of \$853,000 and consisted of US Government agencies, mortgage-backed securities, and subordinated debt.

All of the unrealized losses are attributable to increases in interest rates and not to credit deterioration. Currently, the Company believes that it is probable that the Company will be able to collect all amounts due according to the contractual terms of the investments. Because the declines in fair value are attributable to changes in interest rates and not to credit quality, and because it is not more likely than not that the Company will be required to sell the investments before recovery of their amortized cost bases, which may be maturity, the Company does not consider these investments to be other than temporarily impaired at December 31, 2018.

The amortized cost and estimated fair value of investment securities available for sale as of December 31, 2018, by contractual maturity, are as follows (in thousands):

	Amortized	
	Cost	Fair Value
One to five years	\$ 13,090	\$ 12,808
Five to ten years	6,178	5,980
More than ten years	25,865	25,465
Total	<u>\$ 45,133</u>	<u>\$ 44,253</u>

### Note 3. Loans

Loans classified by type as of December 31, 2018 and 2017 are as follows (dollars in thousands):

	December 31, 2018		December 31, 2017	
	Amount	%	Amount	%
Construction and land development				
Residential	\$ 7,704	1.86%	\$ 5,361	1.45%
Commercial	33,904	8.18%	25,456	6.91%
	<u>41,608</u>	<u>10.04%</u>	<u>30,817</u>	<u>8.36%</u>
Commercial real estate				
Owner occupied	98,153	23.68%	85,004	23.06%
Non-owner occupied	95,034	22.93%	70,845	19.21%
Multifamily	13,597	3.28%	9,386	2.55%
Farmland	185	0.04%	270	0.07%
	<u>206,969</u>	<u>49.93%</u>	<u>165,505</u>	<u>44.89%</u>
Consumer real estate				
Home equity lines	20,675	4.99%	22,849	6.20%
Secured by 1-4 family residential,				
First deed of trust	57,410	13.85%	57,919	15.71%
Second deed of trust	9,556	2.31%	7,460	2.02%
	<u>87,641</u>	<u>21.15%</u>	<u>88,228</u>	<u>23.93%</u>
Commercial and industrial loans				
(except those secured by real estate)	36,639	8.84%	36,506	9.90%
Guaranteed student loans	39,315	9.49%	45,805	12.42%
Consumer and other	2,258	0.55%	1,848	0.50%
Total loans	414,430	<u>100.0%</u>	368,709	<u>100.0%</u>
Deferred loan cost, net	713		699	
Less: allowance for loan losses	<u>(3,051)</u>		<u>(3,239)</u>	
	<u>\$ 412,092</u>		<u>\$ 366,169</u>	

The Bank has a purchased portfolio of rehabilitated student loans guaranteed by the DOE. The guarantee covers approximately 98% of principal and accrued interest. The loans are serviced by a third-party servicer that specializes in handling the special needs of the DOE student loan programs.

Loans pledged as collateral with the FHLB as part of their lending arrangements with the Company totaled \$38,751,000 and \$29,615,000 as of December 31, 2018 and 2017, respectively.

The following is a summary of loans directly or indirectly with executive officers or directors of the Company for the years ended December 31, 2018 and 2017 (in thousands):

	2018	2017
Beginning balance	\$ 8,957	\$ 7,711
Additions	8,039	5,793
Effect of changes in composition of related parties	(4,140)	-
Reductions	(7,655)	(4,547)
Ending balance	\$ 5,201	\$ 8,957

Executive officers and directors also had unused credit lines totaling \$4,168,000 and \$2,590,000 at December 31, 2018 and 2017, respectively. All loans and credit lines to executive officers and directors were made in the ordinary course of business at the Company's normal credit terms, including interest rate and collateralization prevailing at the time for comparable transactions with other persons.

Loans are considered past due if the required principal and interest payments have not been received as of the date such payments were due. Loans are placed on nonaccrual status when, in management's opinion, the borrower may be unable to meet payment obligations as they become due, as well as when required by regulatory provisions. Loans may be placed on nonaccrual status regardless of whether or not such loans are considered past due as long as the remaining recorded investment in the loan is deemed fully collectible. When interest accrual is discontinued, all unpaid accrued interest is reversed. Interest income is subsequently recognized only to the extent cash payments are received in excess of principal due. Loans are returned to accrual status when all principal and interest amounts contractually due are brought to current and future payments are reasonably assured.

The following table provides information on nonaccrual loans segregated by type at the dates indicated (dollars in thousands):

	2018	2017
Construction and land development		
Commercial	\$ 39	\$ 43
	39	43
Commercial real estate		
Owner occupied	-	183
Non-owner occupied	515	-
	515	183
Consumer real estate		
Home equity lines	125	135
Secured by 1-4 family residential,		
First deed of trust	1,163	1,000
Second deed of trust	154	67
	1,442	1,202
Commercial and industrial loans		
(except those secured by real estate)	255	870
Consumer and other	8	22
Total loans	\$ 2,259	\$ 2,320

The Company assigns risk rating classifications to its loans. These risk ratings are divided into the following groups:

- Risk rated 1 to 4 loans are considered of sufficient quality to preclude an adverse rating. These assets generally are well protected by the current net worth and paying capacity of the obligor or by the value of the asset or underlying collateral;
- Risk rated 5 loans are defined as having potential weaknesses that deserve management's close attention;
- Risk rated 6 loans are inadequately protected by the current sound worth and paying capacity of the obligor or of the collateral pledged, if any; and
- Risk rated 7 loans have all the weaknesses inherent in substandard loans, with the added characteristics that the weaknesses make collection or liquidation in full, on the basis of currently existing facts, conditions and values, highly questionable and improbable.

The following tables provide information on the risk rating of loans at the dates indicated (in thousands):

	Risk Rated 1-4	Risk Rated 5	Risk Rated 6	Risk Rated 7	Total Loans
<b>December 31, 2018</b>					
Construction and land development					
Residential	\$ 6,957	\$ -	\$ 747	\$ -	\$ 7,704
Commercial	33,432	6	466	-	33,904
	<u>40,389</u>	<u>6</u>	<u>1,213</u>	<u>-</u>	<u>41,608</u>
Commercial real estate					
Owner occupied	88,484	6,540	3,129	-	98,153
Non-owner occupied	94,519	-	515	-	95,034
Multifamily	13,436	161	-	-	13,597
Farmland	81	104	-	-	185
	<u>196,520</u>	<u>6,805</u>	<u>3,644</u>	<u>-</u>	<u>206,969</u>
Consumer real estate					
Home equity lines	19,601	934	140	-	20,675
Secured by 1-4 family residential					
First deed of trust	53,994	1,612	1,804	-	57,410
Second deed of trust	9,167	175	214	-	9,556
	<u>82,762</u>	<u>2,721</u>	<u>2,158</u>	<u>-</u>	<u>87,641</u>
Commercial and industrial loans (except those secured by real estate)	32,776	3,349	499	15	36,639
Guaranteed student loans	39,315	-	-	-	39,315
Consumer and other	2,239	8	11	-	2,258
	<u>\$ 394,001</u>	<u>\$ 12,889</u>	<u>\$ 7,525</u>	<u>\$ 15</u>	<u>\$ 414,430</u>
	Risk Rated 1-4	Risk Rated 5	Risk Rated 6	Risk Rated 7	Total Loans
<b>December 31, 2017</b>					
Construction and land development					
Residential	\$ 5,361	\$ -	\$ -	\$ -	\$ 5,361
Commercial	24,305	1,108	43	-	25,456
	<u>29,666</u>	<u>1,108</u>	<u>43</u>	<u>-</u>	<u>30,817</u>
Commercial real estate					
Owner occupied	78,791	2,716	3,497	-	85,004
Non-owner occupied	70,845	-	-	-	70,845
Multifamily	9,210	176	-	-	9,386
Farmland	270	-	-	-	270
	<u>159,116</u>	<u>2,892</u>	<u>3,497</u>	<u>-</u>	<u>165,505</u>
Consumer real estate					
Home equity lines	21,777	932	140	-	22,849
Secured by 1-4 family residential					
First deed of trust	53,591	2,637	1,691	-	57,919
Second deed of trust	7,140	181	139	-	7,460
	<u>82,508</u>	<u>3,750</u>	<u>1,970</u>	<u>-</u>	<u>88,228</u>
Commercial and industrial loans (except those secured by real estate)	35,143	139	529	695	36,506
Guaranteed student loans	45,805	-	-	-	45,805
Consumer and other	1,826	4	18	-	1,848
Guaranteed Student loans					
Total loans	<u>\$ 354,064</u>	<u>\$ 7,893</u>	<u>\$ 6,057</u>	<u>\$ 695</u>	<u>\$ 368,709</u>

The following tables present the aging of the recorded investment in past due loans as of the dates indicated (in thousands):p

	30-59 Days Past Due	60-89 Days Past Due	Greater Than 90 Days	Total Past Due	Current	Total Loans	Recorded Investment > 90 Days and Accruing
<b>December 31, 2018</b>							
Construction and land development							
Residential	\$ -	\$ -	\$ -	\$ -	\$ 7,704	\$ 7,704	\$ -
Commercial	118	-	-	118	33,786	33,904	-
	118	-	-	118	41,490	41,608	-
Commercial real estate							
Owner occupied	-	-	-	-	98,153	98,153	-
Non-owner occupied	-	-	-	-	95,034	95,034	-
Multifamily	-	-	-	-	13,597	13,597	-
Farmland	-	-	-	-	185	185	-
	-	-	-	-	206,969	206,969	-
Consumer real estate							
Home equity lines	-	315	-	315	20,360	20,675	-
Secured by 1-4 family residential							
First deed of trust	171	7	-	178	57,232	57,410	-
Second deed of trust	162	-	-	162	9,394	9,556	-
	333	322	-	655	86,986	87,641	-
Commercial and industrial loans (except those secured by real estate)							
Guaranteed student loans	312	433	-	745	35,894	36,639	-
Consumer and other	1,946	971	5,573	8,490	30,825	39,315	5,573
	9	1	-	10	2,248	2,258	-
Total loans	\$ 2,718	\$ 1,727	\$ 5,573	\$ 10,018	\$ 404,412	\$ 414,430	\$ 5,573

	30-59 Days Past Due	60-89 Days Past Due	Greater Than 90 Days	Total Past Due	Current	Total Loans	Recorded Investment > 90 Days and Accruing
<b>December 31, 2017</b>							
Construction and land development							
Residential	\$ -	\$ -	\$ -	\$ -	\$ 5,361	\$ 5,361	\$ -
Commercial	-	-	-	-	25,456	25,456	-
	-	-	-	-	30,817	30,817	-
Commercial real estate							
Owner occupied	-	-	-	-	85,004	85,004	-
Non-owner occupied	-	-	-	-	70,845	70,845	-
Multifamily	-	-	-	-	9,386	9,386	-
Farmland	-	-	-	-	270	270	-
	-	-	-	-	165,505	165,505	-
Consumer real estate							
Home equity lines	18	-	-	18	22,831	22,849	-
Secured by 1-4 family residential							
First deed of trust	457	-	-	457	57,462	57,919	-
Second deed of trust	91	-	-	91	7,369	7,460	-
	566	-	-	566	87,662	88,228	-
Commercial and industrial loans (except those secured by real estate)							
Guaranteed student loans	-	3	-	3	36,503	36,506	-
Consumer and other	2,891	1,300	7,229	11,420	34,385	45,805	7,229
	2	-	-	2	1,846	1,848	-
Total loans	\$ 3,459	\$ 1,303	\$ 7,229	\$ 11,991	\$ 356,718	\$ 368,709	\$ 7,229

Loans greater than 90 days past due consist of student loans that are guaranteed by the DOE which covers approximately 98% of the principal and interest. Accordingly, these loans will not be placed on nonaccrual status and are not considered to be impaired.

Loans are considered impaired when, based on current information and events it is probable the Company will be unable to collect all amounts due in accordance with the original contractual terms of the loan agreement, including scheduled principal and interest payments. Loans evaluated individually for impairment include nonperforming loans, such as loans on nonaccrual, loans past due by 90 days or more, restructured loans and other loans selected by management. The evaluations are based upon discounted expected cash flows or collateral valuations. If the evaluation shows that a loan is individually impaired, then a specific reserve is established for the amount of impairment. Impairment is evaluated in total for smaller-balance loans of a similar nature and on an individual loan basis for other loans. If a loan is impaired, a specific valuation allowance is allocated, if necessary, so that the loan is reported net, at the present value of estimated future cash flows using the loan's existing rate or at the fair value of collateral if repayment is expected solely from the collateral. Interest payments on impaired loans are typically applied to principal unless collectability of the principal amount is reasonably assured, in which case interest is recognized on a cash basis. Impaired loans, or portions thereof, are charged off when deemed uncollectible. Impaired loans are set forth in the following table as of the dates indicated (in thousands):



	December 31, 2018			December 31, 2017		
	Recorded Investment	Unpaid		Recorded Investment	Unpaid	
		Principal Balance	Related Allowance		Principal Balance	Related Allowance
<b>With no related allowance recorded</b>						
Construction and land development						
Residential	\$ 747	\$ 747	\$ -	\$ -	\$ -	\$ -
Commercial	360	458	-	502	600	-
	<u>1,107</u>	<u>1,205</u>	<u>-</u>	<u>502</u>	<u>600</u>	<u>-</u>
Commercial real estate						
Owner occupied	3,703	3,703	-	3,879	3,879	-
Non-owner occupied	2,588	2,588	-	2,153	2,153	-
	<u>6,291</u>	<u>6,291</u>	<u>-</u>	<u>6,032</u>	<u>6,032</u>	<u>-</u>
Consumer real estate						
Home equity lines	684	684	-	577	577	-
Secured by 1-4 family residential						
First deed of trust	3,057	3,057	-	3,931	3,931	-
Second deed of trust	721	929	-	505	713	-
	<u>4,462</u>	<u>4,670</u>	<u>-</u>	<u>5,013</u>	<u>5,221</u>	<u>-</u>
Commercial and industrial loans (except those secured by real estate)						
	528	875	-	480	827	-
Consumer and other	-	-	-	3	3	-
	<u>12,388</u>	<u>13,041</u>	<u>-</u>	<u>12,030</u>	<u>12,683</u>	<u>-</u>
<b>With an allowance recorded</b>						
Construction and land development						
Commercial	106	106	8	-	-	-
	<u>106</u>	<u>106</u>	<u>8</u>	<u>-</u>	<u>-</u>	<u>-</u>
Commercial real estate						
Owner occupied	1,459	1,459	25	1,491	1,506	18
	<u>1,459</u>	<u>1,459</u>	<u>25</u>	<u>1,491</u>	<u>1,506</u>	<u>18</u>
Consumer real estate						
Home equity lines	-	-	-	135	135	2
Secured by 1-4 family residential						
First deed of trust	200	200	20	814	814	98
Second deed of trust	161	161	4	85	85	4
	<u>361</u>	<u>361</u>	<u>24</u>	<u>1,034</u>	<u>1,034</u>	<u>104</u>
Commercial and industrial loans (except those secured by real estate)						
	8	8	8	740	740	375
Consumer and other	9	9	9	19	19	18
	<u>1,943</u>	<u>1,943</u>	<u>74</u>	<u>3,284</u>	<u>3,299</u>	<u>515</u>
<b>Total</b>						
Construction and land development						
Residential	747	747	-	-	-	-
Commercial	466	564	8	502	600	-
	<u>1,213</u>	<u>1,311</u>	<u>8</u>	<u>502</u>	<u>600</u>	<u>-</u>
Commercial real estate						
Owner occupied	5,162	5,162	25	5,370	5,385	18
Non-owner occupied	2,588	2,588	-	2,153	2,153	-
	<u>7,750</u>	<u>7,750</u>	<u>25</u>	<u>7,523</u>	<u>7,538</u>	<u>18</u>
Consumer real estate						
Home equity lines	684	684	-	712	712	2
Secured by 1-4 family residential,						
First deed of trust	3,257	3,257	20	4,745	4,745	98
Second deed of trust	882	1,090	4	590	798	4
	<u>4,823</u>	<u>5,031</u>	<u>24</u>	<u>6,047</u>	<u>6,255</u>	<u>104</u>
Commercial and industrial loans (except those secured by real estate)						
	536	883	8	1,220	1,567	375
Consumer and other	9	9	9	22	22	18
	<u>\$ 14,331</u>	<u>\$ 14,984</u>	<u>\$ 74</u>	<u>\$ 15,314</u>	<u>\$ 15,982</u>	<u>\$ 515</u>

The following is a summary of average recorded investment in impaired loans with and without valuation allowance and interest income recognized on those loans for periods indicated (in thousands):

	December 31,			
	2018		2017	
	Average Recorded Investment	Interest Income Recognized	Average Recorded Investment	Interest Income Recognized
<b>With no related allowance recorded</b>				
Construction and land development				
Residential	\$ 187	\$ -	\$ -	\$ -
Commercial	510	14	200	4
	<u>697</u>	<u>14</u>	<u>200</u>	<u>4</u>
Commercial real estate				
Owner occupied	3,770	148	3,137	90
Non-owner occupied	2,618	121	2,186	116
	<u>6,388</u>	<u>269</u>	<u>5,323</u>	<u>206</u>
Consumer real estate				
Home equity lines	524	-	730	17
Secured by 1-4 family residential				
First deed of trust	3,016	96	3,719	126
Second deed of trust	692	48	535	36
	<u>4,232</u>	<u>144</u>	<u>4,984</u>	<u>179</u>
Commercial and industrial loans (except those secured by real estate)	458	38	478	65
Consumer and other	1	1	3	2
	<u>11,776</u>	<u>466</u>	<u>10,988</u>	<u>456</u>
<b>With an allowance recorded</b>				
Construction and land development				
Commercial	26	-	352	24
	<u>26</u>	<u>-</u>	<u>352</u>	<u>24</u>
Commercial real estate				
Owner occupied	1,469	61	2,322	173
Non-Owner occupied	-	-	-	-
	<u>1,469</u>	<u>61</u>	<u>2,322</u>	<u>173</u>
Consumer real estate				
Home equity lines	33	-	103	6
Secured by 1-4 family residential				
First deed of trust	365	23	936	33
Second deed of trust	164	8	130	4
	<u>562</u>	<u>31</u>	<u>1,169</u>	<u>43</u>
Commercial and industrial loans (except those secured by real estate)	361	1	429	5
Consumer and other	13	-	7	-
	<u>2,431</u>	<u>93</u>	<u>4,279</u>	<u>245</u>
<b>Total</b>				
Construction and land development				
Residential	187	-	-	-
Commercial	536	14	552	28
	<u>723</u>	<u>14</u>	<u>552</u>	<u>28</u>
Commercial real estate				
Owner occupied	5,239	209	5,459	263
Non-owner occupied	2,618	121	2,186	116
	<u>7,857</u>	<u>330</u>	<u>7,645</u>	<u>379</u>
Consumer real estate				
Home equity lines	557	-	833	23
Secured by 1-4 family residential,				
First deed of trust	3,381	119	4,655	159
Second deed of trust	856	56	665	40
	<u>4,794</u>	<u>175</u>	<u>6,153</u>	<u>222</u>
Commercial and industrial loans (except those secured by real estate)	819	39	907	70
Consumer and other	14	1	10	2
	<u>\$ 14,207</u>	<u>\$ 559</u>	<u>\$ 15,267</u>	<u>\$ 701</u>

As of December 31, 2018 and 2017, the Company had impaired loans of \$2,259,000 and \$2,320,000 respectively, which were on nonaccrual status. These loans had valuation allowances of \$17,000 and \$454,000 as of December 31, 2018 and 2017, respectively. Cumulative interest income that would have been recorded had nonaccrual loans been performing would have been \$240,000 and \$159,000 for 2018 and 2017, respectively.

Included in impaired loans are loans classified as TDRs. A modification of a loan's terms constitutes a TDR if the creditor grants a concession to the borrower for economic or legal reasons related to the borrower's financial difficulties that it would not otherwise consider. For loans classified as impaired TDRs, the Company further evaluates the loans as performing or nonaccrual. To restore a nonaccrual loan that has been formally restructured in a TDR to accrual status, we perform a current, well documented credit analysis supporting a return to accrual status based on the borrower's financial condition and prospects for repayment under the revised terms. Otherwise, the TDR must remain in nonaccrual status. The analysis considers the borrower's sustained historical repayment performance for a reasonable period to the return-to-accrual date, but may take into account payments made for a reasonable period prior to the restructuring if the payments are consistent with the modified terms. A sustained period of repayment performance generally would be a minimum of six months and would involve payments in the form of cash or cash equivalents.

An accruing loan that is modified in a TDR can remain in accrual status if, based on a current well-documented credit analysis, collection of principal and interest in accordance with the modified terms is reasonably assured, and the borrower has demonstrated sustained historical repayment performance for a reasonable period before modification. The following is a summary of performing and nonaccrual TDRs and the related specific valuation allowance by portfolio segment as of December 31, 2018 and 2017 (dollars in thousands).

	Total	Performing	Nonaccrual	Specific Valuation Allowance
<b>December 31, 2018</b>				
Commercial real estate				
Owner occupied	4,064	4,064	-	25
Non-owner occupied	2,072	2,072	-	-
	<u>6,136</u>	<u>6,136</u>	<u>-</u>	<u>25</u>
Consumer real estate				
Secured by 1-4 family residential				
First deeds of trust	2,284	1,525	759	20
Second deeds of trust	794	729	65	4
	<u>3,078</u>	<u>2,254</u>	<u>824</u>	<u>24</u>
Commercial and industrial loans (except those secured by real estate)	317	282	35	-
	<u>\$ 9,531</u>	<u>\$ 8,673</u>	<u>\$ 859</u>	<u>\$ 49</u>
Number of loans	<u>42</u>	<u>33</u>	<u>9</u>	<u>6</u>

	Total	Performing	Nonaccrual	Specific Valuation Allowance
<b>December 31, 2017</b>				
Construction and land development				
Commercial	\$ 459	\$ 459	\$ -	\$ -
	459	459	-	-
Commercial real estate				
Owner occupied	4,188	4,005	183	18
Non-owner occupied	2,153	2,153	-	-
	6,341	6,158	183	18
Consumer real estate				
Secured by 1-4 family residential				
First deeds of trust	3,398	2,709	689	57
Second deeds of trust	590	523	67	4
	3,988	3,232	756	61
Commercial and industrial loans (except those secured by real estate)	385	344	41	-
	\$ 11,173	\$ 10,193	\$ 980	\$ 79
Number of loans	50	43	7	10

The following table provides information about TDRs identified during the indicated periods (dollars in thousands).

	December 31, 2018			December 31, 2017		
	Number of Loans	Pre- Modification Recorded Balance	Post- Modification Recorded Balance	Number of Loans	Pre- Modification Recorded Balance	Post- Modification Recorded Balance
Secured by 1-4 family residential						
First deed of trust	1	\$ 73	\$ 73	1	190	190
Second deed of trust	-	-	-	1	68	68
	1	73	73	2	258	258

There were no defaults on TDRs that were modified as TDRs during the prior twelve month period.

## Note 4. Allowance for Loan Losses

Activity in the allowance for loan losses was as follows for the periods indicated (in thousands):

	Beginning Balance	Provision for (Recovery of) Loan Losses	Charge-offs	Recoveries	Ending Balance
<b>Year Ended December 31, 2018</b>					
Construction and land development					
Residential	\$ 32	\$ 9	\$ -	\$ 1	\$ 42
Commercial	165	49	-	6	220
	197	58	-	7	262
Commercial real estate					
Owner occupied	624	49	-	-	673
Non-owner occupied	500	(45)	-	218	673
Multifamily	60	27	-	-	87
Farmland	3	(1)	-	-	2
	1,187	30	-	218	1,435
Consumer real estate					
Home equity lines	268	39	(64)	1	244
Secured by 1-4 family residential					
First deed of trust	502	(97)	(41)	21	385
Second deed of trust	47	6	(45)	43	51
	817	(52)	(150)	65	680
Commercial and industrial loans					
(except those secured by real estate)	556	(50)	(375)	177	308
Student loans	108	118	(105)	-	121
Consumer and other	27	32	(34)	9	34
Unallocated	347	(136)	-	-	211
	\$ 3,239	\$ -	\$ (664)	\$ 476	\$ 3,051
<b>Year Ended December 31, 2017</b>					
Construction and land development					
Residential	\$ 41	\$ (10)	\$ -	\$ 1	\$ 32
Commercial	300	(108)	(31)	4	165
	341	(118)	(31)	5	197
Commercial real estate					
Owner occupied	611	-	-	13	624
Non-owner occupied	406	94	-	-	500
Multifamily	56	4	-	-	60
Farmland	3	-	-	-	3
	1,076	98	-	13	1,187
Consumer real estate					
Home equity lines	271	(5)	-	2	268
Secured by 1-4 family residential					
First deed of trust	447	98	(107)	64	502
Second deed of trust	136	(123)	-	34	47
	854	(30)	(107)	100	817
Commercial and industrial loans					
(except those secured by real estate)	223	316	-	17	556
Student loans	158	96	(146)	-	108
Consumer and other	8	4	(2)	17	27
Unallocated	713	(366)	-	-	347
	\$ 3,373	\$ -	\$ (286)	\$ 152	\$ 3,239

The allowance for loan losses at each of the periods presented includes an amount that could not be identified to individual types of loans referred to as the unallocated portion of the allowance. The unallocated component covers uncertainties that could affect management's estimate of probable losses. We recognize the inherent imprecision in estimates of losses due to various uncertainties and the variability related to the factors used in the calculation of the allowance. The allowance for loan losses included an unallocated portion of approximately \$211,000 and \$347,000 at December 31, 2018 and December 31, 2017, respectively.

Loans were evaluated for impairment as follows for the periods indicated (in thousands):

	Recorded Investment in Loans					
	Allowance			Loans		
	Ending Balance	Individually	Collectively	Ending Balance	Individually	Collectively
<b>Year Ended December 31, 2018</b>						
Construction and land development						
Residential	\$ 42	\$ -	\$ 42	\$ 7,704	\$ 747	\$ 6,957
Commercial	220	8	212	33,904	466	33,438
	<u>262</u>	<u>8</u>	<u>254</u>	<u>41,608</u>	<u>1,213</u>	<u>40,395</u>
Commercial real estate						
Owner occupied	673	25	648	98,153	5,162	92,991
Non-owner occupied	673	-	673	95,034	2,588	92,446
Multifamily	87	-	87	13,597	-	13,597
Farmland	2	-	2	185	-	185
	<u>1,435</u>	<u>25</u>	<u>1,410</u>	<u>206,969</u>	<u>7,750</u>	<u>199,219</u>
Consumer real estate						
Home equity lines	244	-	244	20,675	684	19,991
Secured by 1-4 family residential						
First deed of trust	385	20	365	57,410	3,257	54,153
Second deed of trust	51	4	47	9,556	882	8,674
	<u>680</u>	<u>24</u>	<u>656</u>	<u>87,641</u>	<u>4,823</u>	<u>82,818</u>
Commercial and industrial loans (except those secured by real estate)						
	308	8	300	36,639	536	36,103
Student loans						
	121	-	121	39,315	-	39,315
Consumer and other						
	245	9	236	2,258	9	2,249
	<u>\$ 3,051</u>	<u>\$ 74</u>	<u>\$ 2,977</u>	<u>\$414,430</u>	<u>\$ 14,331</u>	<u>\$ 400,099</u>
<b>Year Ended December 31, 2017</b>						
Construction and land development						
Residential	\$ 32	\$ -	\$ 32	\$ 5,361	\$ -	\$ 5,361
Commercial	165	-	165	25,456	502	24,954
	<u>197</u>	<u>-</u>	<u>197</u>	<u>30,817</u>	<u>502</u>	<u>30,315</u>
Commercial real estate						
Owner occupied	624	18	606	85,004	5,370	79,634
Non-owner occupied	500	-	500	70,845	2,153	68,692
Multifamily	60	-	60	9,386	-	9,386
Farmland	3	-	3	270	-	270
	<u>1,187</u>	<u>18</u>	<u>1,169</u>	<u>165,505</u>	<u>7,523</u>	<u>157,982</u>
Consumer real estate						
Home equity lines	268	2	266	22,849	712	22,137
Secured by 1-4 family residential						
First deed of trust	502	98	404	57,919	4,745	53,174
Second deed of trust	47	4	43	7,460	590	6,870
	<u>817</u>	<u>104</u>	<u>713</u>	<u>88,228</u>	<u>6,047</u>	<u>82,181</u>
Commercial and industrial loans (except those secured by real estate)						
	556	375	181	36,506	1,220	35,286
Student loans						
	108	-	108	45,805	-	45,805
Consumer and other						
	374	18	356	1,848	22	1,826
	<u>\$ 3,239</u>	<u>\$ 515</u>	<u>\$ 2,724</u>	<u>\$368,709</u>	<u>\$ 15,314</u>	<u>\$ 353,395</u>

## Note 5. Premises and Equipment

The following is a summary of premises and equipment as of December 31, 2018 and 2017 (in thousands):

	2018	2017
Land	\$ 4,352	\$ 4,352
Buildings and improvements	10,479	10,422
Furniture, fixtures and equipment	7,377	7,237
Total premises and equipment	22,208	22,011
Less: Accumulated depreciation and amortization	(9,753)	(9,029)
Premises and equipment, net	\$ 12,455	\$ 12,982

Depreciation and amortization of premises and equipment for 2018 and 2017 amounted to \$724,000 and \$742,000, respectively.

## Note 6. Investment in Bank Owned Life Insurance

The Bank is owner and designated beneficiary on life insurance policies in the aggregate face amount of \$13,711,000 covering certain of its directors and executive officers. The earnings from these policies are used to offset expenses related to retirement plans. The cash surrender value of these policies at December 31, 2018 and 2017 was approximately \$7,441,000 and \$7,268,000, respectively.

## Note 7. Deposits

Deposits as of December 31, 2018 and 2017 were as follows (dollars in thousands):

	December 31, 2018		December 31, 2017	
	Amount	%	Amount	%
Checking accounts				
Noninterest bearing demand	\$ 119,317	27.2%	\$ 104,138	25.3%
Interest bearing	49,188	11.2%	48,042	11.7%
Money market accounts	86,295	19.7%	82,523	20.1%
Savings accounts	28,694	6.5%	27,596	6.7%
Time deposits of \$250,000 and over	24,160	5.5%	21,592	5.2%
Other time deposits	131,393	29.9%	127,733	31.0%
Total	\$ 439,047	100.0%	\$ 411,624	100.0%

The following are the scheduled maturities of time deposits as of December 31, 2018 (in thousands):

Year Ending December 31,	Greater than		Total
	Less Than \$250,000	or Equal to \$250,000	
2019	\$ 56,211	\$ 11,861	\$ 68,072
2020	31,491	8,255	39,746
2021	30,467	1,677	32,144
2022	8,067	2,367	10,434
2023	5,157	-	5,157
Total	\$ 131,393	\$ 24,160	\$ 155,553

Deposits held at the Company by related parties, which include officers, directors, greater than 5% shareholders and companies in which directors of the board have a significant ownership interest, approximated \$10,801,000 and \$9,916,000 at December 31, 2018 and 2017, respectively.



## Note 8. Borrowings

The Company uses both short-term and long-term borrowings to supplement deposits when they are available at a lower overall cost to the Company or they can be invested at a positive rate of return.

As a member of the Federal Home Loan Bank of Atlanta, the Bank is required to own capital stock in the FHLB and is authorized to apply for advances from the FHLB. The Company held \$1,320,000 in FHLB stock at December 31, 2018 and \$920,000 at December 31, 2017, which is held at cost and included in other assets. Each FHLB credit program has its own interest rate, which may be fixed or variable, and range of maturities. The FHLB may prescribe the acceptable uses to which the advances may be put, as well as on the size of the advances and repayment provisions. FHLB borrowings are secured by the pledge of investment securities, commercial loans and 1-4 family residential loans. The Company had FHLB advances of \$21,000,000 at December 31, 2018 maturing through 2023. At December 31, 2017, approximately \$12,300,000 of FHLB advances were outstanding.

The Company had advances from the FHLB for the periods indicated that consisted of the following (dollars in thousands):

### Year Ended December 31, 2018

Type	Maturity Date	Interest Rate	Advance Amount
Fixed Rate	July 6, 2020	2.770%	\$ 5,000
Fixed Rate	June 28, 2021	2.854%	3,000
Fixed Rate	September 27, 2021	3.102%	2,000
Fixed Rate	November 15, 2021	3.149%	6,500
Fixed Rate	September 25, 2023	3.212%	2,000
Fixed Rate	December 11, 2023	3.289%	2,500
			<u>\$ 21,000</u>

### Year Ended December 31, 2017

Type	Maturity Date	Interest Rate	Advance Amount
Fixed Rate	June 1, 2018	1.48%	\$ 800
Fixed Rate	June 8, 2018	1.63%	5,000
Fixed Rate	November 15, 2018	1.71%	6,500
			<u>\$ 12,300</u>

The Company uses federal funds purchased and repurchase agreements for short-term borrowing needs. Securities sold under agreements to repurchase are classified as borrowings and generally mature within one to four days from the transaction date. Securities sold under agreements to repurchase are reflected at the amount of cash received in connection with the transaction. The Company may be required to provide additional collateral based on the fair value of the underlying securities. There were no borrowings against the lines at December 31, 2018. The carrying value of these short-term borrowing agreements was \$1,584,000 at December 31, 2017.

Information related to borrowings as of December 31, 2018 and 2017 is as follows (dollars in thousands):

	<u>Year Ended December 31,</u>	
	<u>2018</u>	<u>2017</u>
Maximum outstanding during the year		
FHLB advances	\$ 25,500	\$ 12,300
Balance outstanding at end of year		
FHLB advances	21,000	12,300
Average amount outstanding during the year		
FHLB advances	18,470	4,223
Average interest rate during the year		
FHLB advances	2.26%	1.33%
Average interest rate at end of year		
FHLB advances	3.03%	1.66%

### Note 9. Income Taxes

The following summarizes the tax effects of temporary differences that comprise deferred tax assets and liabilities at December 31, 2018 and 2017 (in thousands):

	<u>2018</u>	<u>2017</u>
Deferred tax assets		
Net operating loss carryforward	\$ 4,181	\$ 4,818
Capital loss carryforward	44	26
State net operating loss carryforward	114	80
AMT credit	22	22
Allowance for loan losses	641	680
Unrealized loss on available-for-sale securities	185	104
Interest on nonaccrual loans	50	33
Expenses and writedowns related to foreclosed property	94	225
Stock compensation	58	53
Employee benefits	721	689
Pension expense	12	16
Depreciation	136	125
Other, net	6	2
Goodwill	-	5
Total deferred tax assets	<u>6,264</u>	<u>6,878</u>
Deferred tax liabilities		
Total deferred tax liabilities	<u>-</u>	<u>-</u>
Net deferred tax asset	<u>\$ 6,264</u>	<u>\$ 6,878</u>

The net deferred tax asset is included in other assets on the consolidated balance sheet. Accounting Standards Codification (“ASC”) Topic 740, *Income Taxes*, requires that companies assess whether a valuation allowance should be established against their deferred tax assets based on the consideration of all available evidence using a “more likely than not” standard. Management considers both positive and

negative evidence and analyzes changes in near-term market conditions as well as other factors which may impact future operating results. In making such judgments, significant weight is given to evidence that can be objectively verified. The deferred tax assets are analyzed quarterly for changes affecting realization.

On December 22, 2017, the President signed into law the Tax Reform Act. The Tax Reform Act includes a number of changes in existing tax law impacting businesses. One of the most significant changes is a permanent reduction in the corporate income tax rate from 35% to 21%. The rate reduction took effect on January 1, 2018. GAAP requires companies to re-value their deferred tax assets and liabilities as of the date of enactment, with resulting tax effects accounted for in the reporting period of enactment.

As of December 31, 2017, the Company had net deferred tax assets of \$11 million. The Company recorded a re-valuation of its deferred tax assets and liabilities as of December 31, 2017, at the new rate of 21%, based upon balances in existence at date of enactment. As a result, the Company's net deferred tax assets were written down by approximately \$4,181,000 in the fourth quarter of 2017 with a corresponding increase in tax expense. This write down decreased earnings per share for the year by \$2.96. Although the Tax Reform Act had a significant negative impact on the Company's earnings for 2017 because of the re-valuation of its deferred tax assets and liabilities, the reduction in the corporate tax rate to 21% had a positive benefit to the Company in 2018 and is expected to have a continued positive benefit in future periods.

In assessing the Company's ability to realize its net deferred tax asset, management considers whether it is more likely than not that some portion or all of the net deferred tax asset will or will not be realized. The Company's ultimate realization of the net deferred tax asset is dependent upon the generation of future taxable income during the periods in which temporary differences become deductible. Management considers the nature and amount of historical and projected future taxable income, the scheduled reversal of deferred tax assets and liabilities, and available tax planning strategies in making this assessment. The amount of net deferred taxes recognized could be impacted by changes to any of these variables.

Each quarter, the Company weighs both the positive and negative information with respect to realization of the net deferred tax asset and analyzes its position as to whether or not a valuation allowance is required. Over the past several quarters, the positive information has been increasing while the negative information has been decreasing. The Company has demonstrated consistent earnings while its level of non-performing assets, which was the primary cause of the Company's losses, has steadily decreased.

Given the consistent earnings and improving asset quality, the Company's analysis concluded that, it is more likely than not that the Company will generate sufficient taxable income within the applicable carry-forward periods to realize its net deferred tax asset.

The net operating losses available to offset future taxable income amounted to \$19,911,000 at December 31, 2018 and begin expiring in 2028.

The income tax expense charged to operations for the years ended December 31, 2018 and 2017 consists of the following (in thousands):

	2018	2017
Current tax expense	\$ 3	\$ 1
Deferred tax expense	690	385
Write-off of deferred tax assets	-	4,181
Income tax expense	<u>\$ 693</u>	<u>\$ 4,567</u>

A reconciliation of income taxes computed at the federal statutory income tax rate to total income taxes is as follows for the years ended December 31, 2018 and 2017 (in thousands):

	2018	2017
Income before tax expense	\$ 3,730	\$ 1,471
Computed "expected" tax expense	\$ 783	\$ 500
Write-down of deferred tax assets	-	4,181
State taxes, net of fed	(33)	(17)
Cash surrender value of life insurance	(36)	(60)
Other	(21)	(37)
Income tax expense	\$ 693	\$ 4,567

Commercial banking organizations conducting business in Virginia are not subject to Virginia income taxes. Instead, they are subject to a franchise tax based on bank capital. The Company recorded franchise tax expense of approximately \$322,000 and \$341,000 for the years ended December 31, 2018 and 2017, respectively. With few exceptions, the Company is no longer subject to U.S. Federal, State, or local income tax examinations by tax authorities for years prior to 2015.

#### **Note 10. Earnings (Loss) per Share**

The following table presents the basic and diluted earnings per share computations (in thousands except per share data):

	2018	2017
<b>Numerator</b>		
Net income (loss) - basic and diluted	\$ 3,037	\$ (3,096)
Preferred stock dividend	(113)	(498)
Net income (loss) available to common shareholders	\$ 2,924	\$ (3,594)
<b>Denominator</b>		
Weighted average shares outstanding - basic	1,433	1,412
Dilutive effect of common stock options	-	-
Weighted average shares outstanding - diluted	1,433	1,412
Earnings (loss) per share - basic	\$ 2.04	\$ (2.55)
Earnings (loss) per share - diluted	\$ 2.04	\$ (2.55)

Applicable guidance requires that outstanding, unvested share-based payment awards that contain voting rights and rights to nonforfeitable dividends participate in undistributed earnings with common shareholders. Accordingly, the weighted average number of shares of the Company's common stock used in the calculation of basic and diluted net income per common share includes unvested shares of the Company's outstanding restricted common stock.

The vesting of 14,560 and 11,065 respectively, of the unvested restricted units included in Note 14 "Stock Incentive plan" are dependent upon meeting certain performance criteria. As of December 31, 2018 and December 31, 2017, it was indeterminable whether these unvested restricted units will vest and as such those shares are excluded from common shares issued and outstanding at each date and are not included in the computation of earnings per share for any period presented.

Outstanding options and warrants to purchase common stock were considered in the computation of diluted earnings per share for the periods presented. Stock options for 734 and 2,245 shares were not included in computing diluted earnings per share at December 31, 2018 and 2017, respectively, because their effects were anti-dilutive. Additionally, the impact of warrants to acquire shares of the Company's common stock

in connection with the Company's participation in the Troubled Asset Relief Program is not included, as the warrants were anti-dilutive.

**Note 11. Lease Commitments**

Certain premises and equipment are leased under various operating leases. Total rent expense charged to operations was \$396,000 and \$243,000 in 2018 and 2017, respectively. At December 31, 2018, the minimum total rental commitment under such non-cancelable operating leases was as follows (in thousands):

Year Ending	Amount
2019	\$ 415
2020	416
2021	154
2022	95
2023	44
	\$ 1,124

**Note 12. Commitments and Contingencies**

*Off-balance-sheet risk* – The Company is a party to financial instruments with off-balance-sheet risk in the normal course of business to meet the financial needs of its customers. These financial instruments include commitments to extend credit and standby letters of credit. These instruments involve, to varying degrees, elements of credit and interest-rate risk in excess of the amounts recognized in the financial statements. The contract amounts of these instruments reflect the extent of involvement that the Company has in particular classes of instruments.

The Company's exposure to credit loss in the event of nonperformance by the other party to the financial instrument for commitments to extend credit, and to potential credit loss associated with letters of credit issued, 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 loans and other such on-balance sheet instruments.

At December 31, 2018 and 2017, the Company had outstanding the following approximate off-balance-sheet financial instruments whose contract amounts represent credit risk (in thousands):

	December 31, 2018	December 31, 2017
Undisbursed credit lines	\$ 66,057	\$ 65,495
Commitments to extend or originate credit	12,738	5,841
Standby letters of credit	3,999	4,615
	\$ 82,794	\$ 75,951
Total commitments to extend credit		

Commitments to extend credit are agreements to lend to a customer as long as there is no violation of any condition established in the contract. Commitments generally have fixed expiration dates or other termination clauses and may require the payment of a fee. Historically, any commitments expire without being drawn upon; therefore, the total commitment amounts shown in the above table are not necessarily indicative of future cash requirements. The Company evaluates each customer's creditworthiness on a case-by-case basis. The amount of collateral obtained, as deemed necessary by the Company upon extension of credit is based on management's credit evaluation of the customer. Collateral held varies but

may include personal or income-producing commercial real estate, accounts receivable, inventory and equipment.

Standby letters of credit are written conditional commitments issued by the Bank to guarantee the performance of a customer to a third party. The credit risk involved in issuing letters of credit is essentially the same as that involved in extending loans to customers.

*Concentrations of credit risk*—Generally, the Company’s loans, commitments to extend credit, and standby letters of credit have been granted to customers in the Company’s market area. Although the Company is building a diversified loan portfolio, a substantial portion of its clients’ ability to honor contracts is reliant upon the economic stability of the Richmond, Virginia area, including the real estate markets in the area. The concentrations of credit by type of loan are set forth in Note 3. The distribution of commitments to extend credit approximates the distribution of loans outstanding.

### **Note 13. Shareholders’ Equity and Regulatory Matters**

#### **Preferred Stock**

On May 1, 2009, as part of the Capital Purchase Program established by the U.S. Department of the Treasury (the “Treasury”) under the Emergency Economic Stabilization Act of 2008, the Company entered into a Letter Agreement and Securities Purchase Agreement—Standard Terms (collectively, the “Purchase Agreement”) with the Treasury, pursuant to which the Company sold (i) 14,738 shares of the Company’s Fixed Rate Cumulative Perpetual Preferred Stock, Series A, par value \$4.00 per share, having a liquidation preference of \$1,000 per share (the “preferred stock”) and (ii) a warrant (the “Warrant”) to purchase 499,029 shares of the Company’s common stock at an initial exercise price of \$4.43 per share, subject to certain anti-dilution and other adjustments, for an aggregate purchase price of \$14,738,000 in cash. As a result of the Company’s 1 for 16 reverse stock split completed in August 2014, the number of shares underlying the Warrant and the exercise price per share were adjusted to 31,190 and \$70.88, respectively. The Warrant was immediately exercisable and expires ten years from the issuance date.

In November 2013, the Company participated in a successful auction of the Company’s preferred stock by the Treasury that resulted in the purchase of the securities by private and institutional investors.

During the first quarter of 2017, the Company received approval from state and federal regulators allowing the Bank to pay a special dividend to the Company for the sole purpose of paying all accrued and unpaid dividends on the preferred stock through February 15, 2017, as well as to redeem 688 shares of the total 5,715 shares outstanding. The accrued and unpaid dividends paid on February 15, 2017 amounted to \$2,911,000. The 688 shares were redeemed on February 24, 2017 at a redemption price of \$1,000 per share plus accrued dividends from February 15, 2017 to the redemption date.

During the second quarter of 2017, the Company received approval from the state regulators allowing the Bank to pay a special dividend to the Company for the purpose of paying the preferred stock dividend due on May 15, 2017. No other dividends were paid by the Bank to the Company during 2017.

During the first quarter of 2018, the Company used the proceeds from the subordinated note issuance to redeem the remaining 5,027 shares (\$5,027,000 aggregate liquidation value) of preferred stock plus accrued dividends of \$56,554.

#### **Common Stock**

On August 6, 2014, the Company filed Articles of Amendment to its Articles of Incorporation with the Virginia State Corporation Commission to affect a reverse stock split of its outstanding common stock which became effective on August 8, 2014. As a result of the reverse split, every sixteen shares of the Company’s issued and outstanding common stock were consolidated into one issued and outstanding share of common stock.

## Accumulated Other Comprehensive Loss

The following table presents the cumulative balances of the components of accumulated other comprehensive loss, net of deferred taxes of \$199,000 and \$120,000 as of December 31, 2018 and 2017 (in thousands):

	Year Ended December 31,	
	2018	2017
Net unrealized losses on securities	\$ (696)	\$ (391)
Net unrecognized losses on defined benefit plan	(53)	(61)
Total other comprehensive loss	<u>\$ (749)</u>	<u>\$ (452)</u>

## Regulatory Matters

Both the Company and the Bank are required to comply with the capital adequacy standards established by the Board of Governors of the Federal Reserve System (the “Federal Reserve”), in the case of the Company, and the FDIC, in the case of the Bank. The Federal Reserve and the FDIC have adopted rules to implement the Basel III capital framework as outlined by the Basel Committee on Banking Supervision and certain provisions of the Dodd-Frank Act (the “Basel III Capital Rules”). The Basel III Capital Rules implement minimum capital ratios and establish risk weightings that are applied to many classes of assets held by community banks, including applying higher risk weightings to certain commercial real estate loans.

The Basel III Capital Rules require banks and bank holding companies to comply with the following minimum capital ratios: (1) a ratio of common equity Tier 1 capital to risk-weighted assets of at least 4.5%, plus a 2.5% “capital conservation buffer” (effectively resulting in a minimum ratio of common equity Tier 1 to risk-weighted assets of at least 7%); (2) a ratio of Tier 1 capital to risk-weighted assets of at least 6.0%, plus the 2.5% capital conservation buffer (effectively resulting in a minimum Tier 1 capital ratio of 8.5%); (3) a ratio of total capital to risk-weighted assets of at least 8.0%, plus the 2.5% capital conservation buffer (effectively resulting in a minimum total capital ratio of 10.5%); and (4) a leverage ratio of 4%, calculated as the ratio of Tier 1 capital to balance sheet exposures plus certain off-balance sheet exposures (computed as the average for each quarter of the month-end ratios for the quarter). The phase-in of the capital conservation buffer requirement began on January 1, 2016, at 0.625% of risk-weighted assets, increasing by the same amount each year until it was fully implemented at 2.5% on January 1, 2019. The capital conservation buffer is designed to absorb losses during periods of economic stress. Banking organizations with a ratio of common equity Tier 1 capital to risk-weighted assets above the minimum but below the conservation buffer face constraints on dividends, equity repurchases, and compensation based on the amount of the shortfall.

The Company meets the eligibility criteria of a small bank holding company in accordance with the Federal Reserve’s Small Bank Holding Company Policy Statement (the “SBHC Policy Statement”). On August 28, 2018, the Federal Reserve issued an interim final rule required by the Economic Growth, Regulatory Relief and Consumer Protection Act of 2018, which was signed into law on May 24, 2018 (the “EGRRCPA”), that expands the applicability of the SBHC Policy Statement to bank holding companies with total consolidated assets of less than \$3 billion (up from the prior \$1 billion threshold). Under the SBHC Policy Statement, qualifying bank holding companies, such as the Company, have additional flexibility in the amount of debt they can issue and are also exempt from the Basel III Capital Rules. The SBHC Policy Statement does not apply to the Bank and the Bank must comply with the Basel III Capital Rules. As of December 31, 2018, the Bank exceeded the minimum ratios under the Basel III Capital Rules.

The Bank must also comply with the capital requirements set forth in the “prompt corrective action” regulations pursuant to Section 38 of the Federal Deposit Insurance Act of 1950. To be well capitalized under these regulations, a bank must have the following minimum capital ratios: (1) a common equity Tier 1 capital ratio of at least 6.5%; (2) a Tier 1 risk-based capital ratio of at least 8.0%; (3) a total risk-based capital ratio of at least 10.0%; and (4) a leverage ratio of at least 5.0%. As of December 31, 2018, the Bank exceeded the minimum ratios to be classified as well capitalized.

On November 21, 2018, the federal bank regulators jointly issued a proposed rule required by the EGRRCPA that would permit qualifying banks and bank holding companies that have less than \$10 billion of assets, like the Company and the Bank, to elect to be subject to a 9% leverage ratio that would be applied using less complex leverage calculations (commonly referred to as the community bank leverage ratio or “CBLR”). Under the proposed rule, banks and bank holding companies that opt into the CBLR framework and maintain a CBLR of greater than 9% would not be subject to other risk-based and leverage capital requirements under the Basel III Capital Rules and would be deemed to have met the well capitalized ratio requirements under the “prompt corrective action” framework. The rule is in proposed form so the content and scope of the final rule, and its impact on the Company and the Bank (if any), cannot be determined.

The capital amounts and ratios at December 31, 2018 and 2017 for the Bank are presented in the table below (dollars in thousands):

	Actual		For Capital Adequacy Purposes		To be Well Capitalized	
	Amount	Ratio	Amount	Ratio	Amount	Ratio
<b>December 31, 2018</b>						
Total capital (to risk-weighted assets)						
Village Bank	\$ 49,926	12.46%	\$ 32,051	8.00%	\$ 40,064	10.00%
Tier 1 capital (to risk-weighted assets)						
Village Bank	46,875	11.70%	24,038	6.00%	32,051	8.00%
Leverage ratio (Tier 1 capital to average assets)						
Village Bank	46,875	9.15%	20,502	4.00%	25,628	5.00%
Common equity tier 1 (to risk-weighted assets)						
Village Bank	46,875	11.70%	18,029	4.50%	26,042	6.50%
<b>December 31, 2017</b>						
Total capital (to risk-weighted assets)						
Village Bank	\$ 45,504	12.88%	\$ 28,268	8.00%	\$ 35,335	10.00%
Tier 1 capital (to risk-weighted assets)						
Village Bank	42,265	11.96%	21,201	6.00%	28,268	8.00%
Leverage ratio (Tier 1 capital to average assets)						
Village Bank	42,265	9.18%	18,422	4.00%	23,028	5.00%
Common equity tier 1 (to risk-weighted assets)						
Village Bank	42,265	11.96%	15,901	4.50%	22,968	6.50%



## Note 14. Stock Incentive Plans

In accordance with accounting standards, the Company measures the cost of employee services received in exchange for an award of equity instruments based on the grant-date fair value of the award (with limited exceptions). That cost is recognized over the period during which an employee is required to provide service in exchange for the award rather than disclosed in the financial statements.

The following table summarizes options outstanding under the Company's stock incentive plans at the indicated dates:

	Year Ended December 31,							
	2018				2017			
	Options	Weighted Average Exercise Price	Fair Value Per Share	Intrinsic Value	Options	Weighted Average Exercise Price	Fair Value Per Share	Intrinsic Value
Options outstanding, beginning of period	2,245	\$ 24.17	\$ 12.88		2,337	\$ 24.21	\$ 12.76	
Granted	-	-	-		-	-	-	
Forfeited	-	-	-		(92)	25.28	9.76	
Exercised	(1,511)	23.46	14.39		-	-	-	
Options outstanding, end of period	734	\$ 25.63	\$ 9.76	\$ -	2,245	\$ 24.17	\$ 12.88	\$ -
Options exercisable, end of period	734				2,245			

The following table summarizes information about stock options outstanding at December 31, 2018:

Range of Exercise Prices	Outstanding			Exercisable	
	Number of Options	Weighted Average Remaining Years of Contractual Life	Weighted Average Exercise Price	Number of Options	Weighted Average Exercise Price
\$25.28-\$25.76	734	4.79	\$ 25.63	734	\$ 25.63
	734	4.79	25.63	734	25.63

During the third quarter of 2018, we granted certain officers and directors 8,050 target performance-based restricted stock units with a weighted average fair value of \$33.75 on the date of grant. These performance awards have a two-year performance period beginning on January 2, 2019. The performance targets are based on return on tangible common equity and the adversely classified items ratio over the performance period with possible payouts ranging from 0% to 150% of the target awards.

During the fourth quarter of 2018, we granted certain officers and directors 300 time-based restricted shares of common stock with a weighted average fair value of \$33.68 on the date of grant. These restricted stock awards vested over three years. During the third quarter of 2018, we granted certain officers 1,575 time-based restricted shares of common stock with a weighted average fair value of \$33.75 on the date of grant. These restricted stock awards vest over three years. During the first quarter of 2018, we granted certain officers 1,590 time-based restricted shares of common stock with a weighted average fair value of \$32.42 on the date of grant. These restricted stock awards vest over three years.

During the fourth quarter of 2017, we granted certain officers 660 time-based restricted shares of common stock with a weighted average fair value of \$30.65 at the date of grant. These restricted stock awards vest over one year. During the third quarter of 2017, we granted certain officers 5,450 time-based restricted shares of common stock with a weighted average fair value of \$31.00 at the date of grant. These restricted

stock awards vest over three years. During the second quarter of 2017, we granted certain officers 600 time-based restricted shares of common stock with a weighted average fair value of \$28.83 at the date of grant. These restricted stock awards vest over two years.

Prior to vesting, these shares are subject to forfeiture to us without consideration upon termination of employment under certain circumstances. The total number of shares underlying non-vested restricted stock was 23,556 and 23,920 at December 31, 2018 and 2017, respectively.

The fair value of the stock is based on the grant date of the award and the expense is recognized over the vesting period. Unamortized stock-based compensation related to nonvested shares based compensation arrangements granted under the stock incentive plan as of December 31, 2018 and 2017 was \$468,000 and \$422,000, respectively. The time based unamortized compensation of \$178,000 is expected to be recognized over a weighted average period of 1.74 years. During 2018 and 2017, there were forfeitures of 2,007 and 10,845 shares of restricted stock awards, respectively.

A summary of changes in the Company's nonvested restricted stock awards for the year follows:

	Shares	Average Grant-Date Fair-Value	Aggregate Intrinsic Value
December 31, 2017	23,920	\$ 23.03	\$ 728,364
Granted	11,515	32.91	350,632
Vested	(9,872)	21.98	(300,602)
Forfeited	<u>(2,007)</u>	23.93	<u>(61,113)</u>
December 31, 2018	<u>23,556</u>	\$ 32.46	<u>\$ 717,281</u>

Stock-based compensation expense was \$199,000 and \$140,000, for the years ended December 31, 2018 and 2017, respectively.

**Note 15. Trust Preferred Securities**

During the first quarter of 2005, Southern Community Financial Capital Trust I, a wholly-owned subsidiary of the Company, was formed for the purpose of issuing redeemable securities. On February 24, 2005, \$5.2 million of Trust Preferred Capital Notes were issued through a pooled underwriting. The securities have a LIBOR-indexed floating rate of interest (three-month LIBOR plus 2.15%) which adjusts, and is payable, quarterly. The interest rate was 4.94% and 3.74% at December 31, 2018 and 2017, respectively. The securities were redeemable at par beginning on March 15, 2010 and each quarter after such date until the securities mature on March 15, 2035. No amounts have been redeemed at December 31, 2018 and there are no plans to do so. The principal asset of the Trust is \$5.2 million of the Company's junior subordinated debt securities with like maturities and like interest rates to the Trust Preferred Capital Notes.

During the third quarter of 2007, Village Financial Statutory Trust II, a wholly-owned subsidiary of the Company, was formed for the purpose of issuing redeemable securities. On September 20, 2007, \$3.6 million of Trust Preferred Capital Notes were issued through a pooled underwriting. The securities have LIBOR-indexed floating rate of interest (three-month LIBOR plus 1.4%) which adjusts and is also payable quarterly. The interest rate was 4.19% and 2.99% at December 31, 2018 and 2017, respectively. The securities may be redeemed at par at any time commencing in December 2012 until the securities mature in 2037. No amounts have been redeemed at December 31, 2018 and there are no plans to do so. The principal asset of the Trust is \$3.6 million of the Company's junior subordinated securities with like maturities and like interest rates to the Trust Preferred Capital Notes.

The Trust Preferred Capital Notes may be included in Tier 1 capital for regulatory capital adequacy determination purposes up to 25% of Tier 1 capital after its inclusion. The portion of the Trust Preferred Capital Notes not considered as Tier 1 capital may be included in Tier 2 capital.

The obligations of the Company with respect to the issuance of the Trust Preferred Capital Notes constitute a full and unconditional guarantee by the Company of the Trust's obligations with respect to the Trust Preferred Capital Notes. Subject to certain exceptions and limitations, the Company may elect from time to time to defer interest payments on the junior subordinated debt securities, which would result in a deferral of distribution payments on the related Trust Preferred Capital Notes and require a deferral of common dividends. The Company is current on these interest payments.

**Note 16. Subordinated Debt Offering**

On March 21, 2018, the Company issued \$5,700,000 of fixed-to-floating rate subordinated notes due March

31, 2028 in a private placement. The Company received \$5,539,000 in net proceeds after deducting issuance costs. The subordinated notes accrue interest at a fixed rate of 6.50% for the first five years until March 31, 2023; thereafter, the subordinated notes will accrue interest at an annual floating rate equal to three-month LIBOR plus a spread of 3.73% until maturity or early redemption. The Company may redeem the subordinated notes in whole or in part, on or after March 31, 2023. The subordinated notes are unsecured and subordinated in right of payment to all of the Company's existing and future senior indebtedness, whether secured or unsecured, including claims of depositors and general creditors, and rank equally in right of payment with any unsecured, subordinated indebtedness that the Company may incur in the future. At December 31, 2018, the carrying value of the notes totaled \$5,563,000.

#### **Note 17. Retirement Plans**

**401K Plan:** The Bank provides a qualified 401K plan to all eligible employees which is administered through the Virginia Bankers Association Benefits Corporation. Employees are eligible to participate in the plan after three months of employment. Eligible employees may, subject to statutory limitations, contribute a portion of their salary to the plan through payroll deduction. Due to economic conditions at the time, the Bank ceased its matching program in 2009; however, beginning January 2013, the Bank reinstated the 401K match. The Bank provided a matching contribution of 100% of the first 1% the participant contributes, and then 50% of the next 5% of their salary, totaling a maximum 3.5%. Participants are always fully vested in their own contributions, and the Bank's matching contributions vest 100% after two years. Total contributions to the plan for the years ended December 31, 2018 and 2017 were \$322,000, and \$304,000, respectively.

**Supplemental Executive Retirement Plan:** The Bank established the Village Bank SERP on January 1, 2005 to provide supplemental retirement income to certain executive officers as designated by the Personnel Committee, later replaced by the Compensation Committee, and approved by the board of directors. The SERP is an unfunded employee pension plan under the provisions of the Employee Retirement Income Security Act of 1974. An eligible employee, once designated by the Committee and approved by the board of directors in writing to participate in the SERP, becomes a participant in the SERP 60 days following such approval (unless an earlier participation date is approved). There are currently three executive officers who participate in the SERP. The retirement benefit to be received by a participant is determined by the Committee and approved by the board of directors and is payable in equal monthly installments over the period specified in the SERP for each respective participant, commencing on the first day of the month following a participant's retirement or termination of employment, provided the participant has been employed by the Bank for a minimum of 10 years. The Compensation Committee, in its sole discretion, may choose to treat a participant who has experienced a termination of employment on or after attaining age 65 but prior to completing his service requirement as having completed his service requirement. At December 31, 2018 and 2017, the Bank's liability under the SERP was \$2,181,000 and \$2,116,000, respectively, and expense for the years ended December 31, 2018 and 2017 was \$194,000 and \$190,000, respectively. The increase in other comprehensive income related to the minimum pension adjustment was \$9,000 net of tax for the years ended December 31, 2018 and 2017. The increase in cash surrender value of the bank owned life insurance related to the participants was \$173,000 and \$175,000 for the years ended December 31, 2018 and 2017, respectively.

On July 9, 2016, the Bank amended the SERP to provide that the participants' benefits will vest upon a change of control of the Bank. The SERP previously provided that a participant's benefits would vest upon a change of control only if the participant experienced a qualifying termination of employment within 12 months after the change of control.

**Directors' Deferral Plan:** The Bank established the Village Bank Outside Directors Deferral Plan (the "Directors Deferral Plan") on January 1, 2005 under which non-employee directors of the Bank have the opportunity to defer receipt of all or a portion of certain compensation until retirement or departure from the board of directors. Deferral of compensation under the Directors Deferral Plan is voluntary by non-employee directors and to participate in the plan a director must file a deferral election as provided in the plan. A director shall become an active participant with respect to a plan year (as defined in the plan) only

if he is expected to have compensation during the plan year and he timely files a deferral election. A separate account is established for each participant in the plan and each account shall, in addition to compensation deferred at the election of the participant, be credited with interest on the balance of the account, the rate of such interest to be established by the board of directors in its sole discretion at the beginning of each plan year. For those directors electing to purchase stock, the obligation will only be settled by delivery of the fixed number of shares they purchased. At December 31, 2018 and 2017, the Bank's liability under the Directors Deferral Plan was \$320,000 and \$235,000, respectively, and expense for the years ended December 31, 2018 and 2017 was \$79,000 and \$74,000, respectively. In the first quarter of 2015 and the fourth quarter of 2013, certain directors elected to purchase common stock with funds from their deferred compensation accounts causing the December 31, 2015 and December 31, 2013 liability to be lower than the December 31, 2014 liability. A rabbi trust was established to hold the shares. At December 31, 2018 and 2017, the trust held 41,962 and 46,555 shares, respectively of Company common stock totaling \$883,000 and \$1,010,000, respectively.

#### **Note 18. Fair Value**

The Company determines the fair value of its financial instruments based on the requirements established in ASC 820: *Fair Value Measurements*, which provides a framework for measuring fair value under GAAP and requires an entity to maximize the use of observable inputs when measuring fair value. ASC 820 defines fair value as the exit price, the price that would be received for an asset or paid to transfer a liability, in the principal or most advantageous market for the asset or liability in an orderly transaction between market participants on the measurement date under current market conditions.

ASC 820 establishes a hierarchy for valuation inputs that gives the highest priority to quoted prices in active markets for identical assets or liabilities and the lowest priority to unobservable inputs. The fair values hierarchy is as follows:

*Level 1 Inputs* — Quoted prices (unadjusted) for identical assets or liabilities in active markets that the entity has the ability to access as of the measurement date.

*Level 2 Inputs* — 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 Inputs* — Significant unobservable inputs that reflect a company's own assumptions about the assumptions that market participants would use in pricing an asset or liability.

The Company used the following methods to determine the fair value of each type of financial instrument:

Securities: Fair values for securities available-for-sale are obtained from an independent pricing service. The prices are not adjusted. The independent pricing service uses industry-standard models to price U.S. Government agency obligations and mortgage backed securities that consider various assumptions, including time value, yield curves, volatility factors, prepayment speeds, default rates, loss severity, current market and contractual prices for the underlying financial instruments, as well as other relevant economic measures. Securities of obligations of state and political subdivisions are valued using a type of matrix, or grid, pricing in which securities are benchmarked against the treasury rate based on credit rating. Substantially all assumptions used by the independent pricing service are observable in the marketplace, can be derived from observable data, or are supported by observable levels at which transactions are executed in the marketplace (Levels 1 and 2). If the inputs used to provide the evaluation for certain securities are unobservable and/or there is little, if any, market activity, then the security would fall to the lowest level of the hierarchy (Level 3).

Impaired loans: The fair values of impaired loans are measured for impairment using the fair value of the collateral for collateral-dependent loans on a nonrecurring basis. Collateral may be in the form of real estate or business assets including equipment, inventory and accounts receivable. The vast majority of the

Company's collateral is real estate. The value of real estate collateral is determined utilizing an income or market valuation approach based on an appraisal conducted by an independent, licensed appraiser using observable market data (Level 2). However, if the collateral is a house or building in the process of construction or if an appraisal of the property is more than two years old, then a Level 3 valuation is considered to measure the fair value. The value of business equipment is based upon an outside appraisal if deemed significant using observable market data. Likewise, values for inventory and account receivables collateral are based on financial statement balances or aging reports (Level 3). Any fair value adjustments are recorded in the period incurred as provision for loan losses on the Consolidated Statements of Operations.

Other Real Estate Owned: OREO assets are initially recorded at fair value less costs to sell when acquired, establishing a new cost basis. Subsequently, OREO assets are carried at lower of cost or fair value less estimated costs to sell. Fair value is based upon independent market prices, appraised values of the collateral or management's estimation of the value of the collateral. When the fair value of the collateral is based on an observable market price or a current appraised value, the Company records the foreclosed asset as nonrecurring Level 2. When an appraised value is not available or management determines the fair value of the collateral is further impaired below the appraised value and there is no observable market price, the Company records the foreclosed asset as nonrecurring Level 3.

Assets held for sale: Assets held for sale were transferred from premises and equipment at the lower of cost less accumulated depreciation or fair value at the date of transfer. The Company periodically evaluates the value of assets held for sale and records an impairment charge for any subsequent declines in fair value less selling costs. Fair value is based upon independent market prices, appraised values of the collateral or management's estimation of the value of the collateral. When the fair value of the collateral is based on an observable market price or a current appraised value, the Company records the assets held for sale as nonrecurring Level 2. When an appraised value is not available or management determines the fair value of the collateral is further impaired below the appraised value and there is no observable market price, the Company records the asset held for sale as nonrecurring Level 3.

Assets and liabilities measured at fair value under Topic 820 on a recurring and non-recurring basis are summarized below for the indicated dates (in thousands):

	Fair Value Measurement at December 31, 2018 Using			
	Carrying Value	Quoted Prices		
		in Active Markets for Identical Assets (Level 1)	Other Observable Inputs (Level 2)	Significant Unobservable Inputs (Level 3)
<b>Financial Assets - Recurring</b>				
US Government Agencies	\$ 13,851	\$ -	\$ 13,851	\$ -
Mortgage-backed securities	26,450	-	26,450	-
Subordinated debt	3,952	-	3,452	500
<b>Financial Assets - Non-Recurring</b>				
Impaired loans	1,868	-	-	1,868
Assets held for sale	554	-	-	554
Other real estate owned	526	-	-	526

	Fair Value Measurement at December 31, 2017 Using			
	Carrying Value	Quoted Prices		
		in Active Markets for Identical Assets (Level 1)	Other Observable Inputs (Level 2)	Significant Unobservable Inputs (Level 3)
<b>Financial Assets - Recurring</b>				
US Government Agencies	\$ 23,683	\$ -	\$ 23,683	\$ -
Mortgage-backed securities	21,940	-	21,940	-
Subordinated debt	4,088	757	1,531	1,800
<b>Financial Assets - Non-Recurring</b>				
Impaired loans	2,769	-	-	2,769
Assets held for sale	610	-	-	610
Other real estate owned	1,788	-	1,788	

The following table presents qualitative information about Level 3 fair value measurements for financial instruments measured at fair value for the years ended December 31, 2018 and 2017 (dollars in thousands):

December 31, 2018				
Fair Value Estimate	Valuation Techniques	Unobservable Input	Range (Weighted Average)	
Impaired loans - real estate secured	\$ 1,868	Appraisal (1) or Internal Valuation (2)	Selling costs	6%-10% (7%)
			Discount for lack of marketability and age of appraisal	6%-30% (10%)
Assets held for sale	\$ 554	Appraisal (1) or Internal Valuation (2)	Selling costs	6%-10% (7%)
			Discount for lack of marketability and age of appraisal	6%-30% (15%)
Other real estate owned	\$ 526	Appraisal (1) or Internal Valuation (2)	Selling costs	6%-10% (7%)

(1) Fair Value is generally determined through independent appraisals of the underlying collateral, which generally included various level 3 inputs which are not identifiable

(2) Internal valuations may be conducted to determine Fair Value for assets with nominal carrying balances

December 31, 2017				
Fair Value Estimate	Valuation Techniques	Unobservable Input	Range (Weighted Average)	
Impaired loans - real estate secured	\$ 2,403	Appraisal (1) or Internal Valuation (2)	Selling costs	6%-10% (7%)
			Discount for lack of marketability and age of appraisal	6%-30% (10%)
Impaired loans - non-real estate secured	\$ 366	Appraisal (1) or Discounted Cash Flow	Selling costs	10%
			Discount for lack of marketability or practical life	0%-50% (20%)
Assets held for sale	\$ 610	Appraisal (1) or Internal Valuation (2)	Selling costs	6%-10% (7%)
			Discount for lack of marketability and age of appraisal	6%-30% (15%)

(1) Fair Value is generally determined through independent appraisals of the underlying collateral, which generally included various level 3 inputs which are not identifiable

(2) Internal valuations may be conducted to determine Fair Value for assets with nominal carrying balances



On January 1, 2018, the Company adopted ASU 2016-01, “Financial Instruments – Overall (Subtopic 825-10): Recognition and Measurement of Financial Assets and Financial Liabilities.” ASU 2016-01 makes targeted improvements to several areas of GAAP, including the disclosure of the fair value of financial instruments that are not measured at fair value on a recurring basis. Specifically, the new guidance (i) eliminates the requirements to disclose the methods and significant assumptions used to estimate the fair value and the description of the changes therein, if any, during the period, (ii) requires the use of the exit price notion, prospectively, in calculating the fair values of financial instruments not measured at fair value on a recurring basis and (iii) eliminates the guidance that allowed the use of the entry price notion to calculate the fair value of certain financial instruments, such as loans and long-term debt. For example, the Company has historically estimated the fair value for loans reported at amortized cost on its balance sheet by examining the average rates per the terms of these loans, and comparing those average rates to the current rates offered by the Company (i.e., the entry price notion). Utilizing the exit price notion requires the Company to estimate fair value of these loans based on the price that would be received to sell these loans in an orderly transaction between market participants at the measurement date.

In accordance with the prospective adoption of ASU No. 2016-01 as previously discussed, the fair value of loans as of December 31, 2018 was measured using an exit price notion. The fair value of loans as of December 31, 2017 was measured using an entry price notion.

	Level in Fair Value Hierarchy	December 31, 2018		December 31, 2017	
		Carrying Value	Estimated Fair Value	Carrying Value	Estimated Fair Value
<i>(In thousands)</i>					
<b>Financial assets</b>					
Cash	Level 1	\$ 12,717	\$ 12,717	\$ 17,810	\$ 17,810
Cash equivalents	Level 2	6,826	6,826	-	-
Investment securities available for sale	Level 1	-	-	757	757
Investment securities available for sale	Level 2	43,753	43,753	47,154	47,154
Investment securities available for sale	Level 3	500	500	1,800	1,800
Federal Home Loan Bank stock	Level 2	1,320	1,320	920	920
Loans held for sale	Level 2	6,128	6,128	8,047	8,047
Loans	Level 3	412,562	409,939	365,940	366,035
Impaired loans	Level 3	1,868	1,868	2,769	2,769
Assets held for sale	Level 3	554	554	610	610
Other real estate owned	Level 2	-	-	1,788	1,788
Other real estate owned	Level 3	526	526	-	-
Bank owned life insurance	Level 3	7,441	7,441	7,268	7,268
Accrued interest receivable	Level 2	2,662	2,662	2,600	2,600
<b>Financial liabilities</b>					
Deposits	Level 2	439,047	439,125	411,624	411,044
FHLB borrowings	Level 2	21,000	21,093	12,300	12,294
Trust preferred securities	Level 2	8,764	8,852	8,764	9,099
Other borrowings	Level 2	5,563	5,563	1,584	1,584
Accrued interest payable	Level 2	221	221	93	93

## Note 19. Segment Reporting

The Company has two reportable segments: traditional commercial banking and mortgage banking. Revenues from commercial banking operations consist primarily of interest earned on loans and securities and fees from deposit services. Mortgage banking operating revenues consist principally of interest earned on mortgage loans held for sale, gains on sales of loans in the secondary mortgage market, and loan origination fee income.

The commercial banking segment provides the mortgage banking segment with the short-term funds needed to originate mortgage loans through a warehouse line of credit and charges the mortgage banking segment interest based on the commercial banking segment's cost of funds. Additionally, the mortgage banking segment leases premises from the commercial banking segment. These transactions are eliminated in the consolidation process.

The following table presents segment information as of and for the years ended December 31, 2018 and 2017 (in thousands):

	Commercial Banking	Mortgage Banking	Eliminations	Consolidated Totals
<b>Year Ended December 31, 2018</b>				
Revenues				
Interest income	\$ 20,768	\$ 309	\$ (9)	\$ 21,068
Gain on sale of loans	-	5,207	-	5,207
Other revenues	2,290	648	(210)	2,728
Total revenues	23,058	6,164	(219)	29,003
Expenses				
Interest expense	3,908	9	(9)	3,908
Salaries and benefits	8,360	3,265	-	11,625
Commissions	-	1,744	-	1,744
Other expenses	7,145	1,061	(210)	7,996
Total operating expenses	19,413	6,079	(219)	25,273
Income before income taxes	\$ 3,645	\$ 85	\$ -	\$ 3,730
Total assets	\$ 517,913	\$ 9,504	\$ (12,551)	\$ 514,866
	Commercial Banking	Mortgage Banking	Eliminations	Consolidated Totals
<b>Year Ended December 31, 2017</b>				
Revenues				
Interest income	\$ 17,036	\$ 279	\$ (17)	\$ 17,298
Gain on sale of loans	-	5,415	-	5,415
Other revenues	2,194	685	(188)	2,691
Total revenues	19,230	6,379	(205)	25,404
Expenses				
Interest expense	2,721	17	(17)	2,721
Salaries and benefits	8,198	3,883	-	12,081
Commissions	-	1,526	-	1,526
Other expenses	6,883	910	(188)	7,605
Total operating expenses	17,802	6,336	(205)	23,933
Income before income taxes	\$ 1,428	\$ 43	\$ -	\$ 1,471
Total assets	\$ 480,069	\$ 10,130	\$ (13,225)	\$ 476,974

Note 20. Parent Corporation Only Financial Statements

**Village Bank and Trust Financial Corp.**  
**(Parent Corporation Only)**  
**Condensed Balance Sheet**  
*(in thousands)*

	December 31, 2018	December 31, 2017
<b>Assets</b>		
Cash and due from banks	\$ 877	\$ 1,210
Investment in subsidiaries	48,272	44,747
Investment in special purpose subsidiary	264	264
Prepaid expenses and other assets	2,094	1,931
	<b>\$ 51,507</b>	<b>\$ 48,152</b>
<b>Liabilities and Shareholders' Equity</b>		
<b>Liabilities</b>		
Balance due to nonbank subsidiaries	\$ 8,764	\$ 8,764
Other borrowings	5,563	-
Accrued interest payable	47	-
Other liabilities	-	54
Total liabilities	14,374	8,818
<b>Shareholders' equity</b>		
Preferred stock	-	20
Common stock	5,707	5,672
Additional paid-in capital	53,212	58,055
Common stock warrant	732	732
Accumulated deficit	(21,769)	(24,693)
Stock in directors rabbi trust	(883)	(1,010)
Directors deferred fees obligation	883	1,010
Accumulated other comprehensive loss	(749)	(452)
Total stockholders' equity	37,133	39,334
	<b>\$ 51,507</b>	<b>\$ 48,152</b>

**Village Bank and Trust Financial Corp.**  
**(Parent Corporation Only)**  
**Condensed Statements of Operations and Comprehensive Income**  
**Years Ended December 31, 2018 and 2017**  
*(in thousands)*

	2018	2017
<b>Interest income</b>		
Village Bank money market	\$ 4	\$ 5
<b>Interest expense</b>		
Interest on borrowed funds	653	259
Total interest expense	653	259
Net interest expense	(649)	(254)
<b>Noninterest expense</b>		
Supplies	28	48
Professional and outside services	69	140
Other	41	32
Total noninterest expense	138	220
Net loss before undistributed income (loss) of subsidiary	(787)	(474)
Undistributed income (loss) of subsidiary	3,659	(1,619)
Net income (loss) before income tax expense (benefit)	2,872	(2,093)
Income tax expense (benefit)	(165)	1,003
<b>Net income (loss)</b>	<b>\$ 3,037</b>	<b>\$ (3,096)</b>
Total comprehensive income (loss)	<b>\$ 2,740</b>	<b>\$ (3,234)</b>

**Village Bank and Trust Financial Corp.**  
**(Parent Corporation Only)**  
**Condensed Statements of Cash Flows**  
**Years Ended December 31, 2018 and 2017**  
*(in thousands)*

	2018	2017
<b>Cash Flows from Operating Activities</b>		
Net income (loss)	\$ 3,037	\$ (3,096)
Adjustments to reconcile net income (loss) to net cash used in operating activities		
Write-off of deferred tax assets	-	1,164
Writedown on assets held for sale	-	-
Amortization of debt issuance costs	24	-
Undistributed (income) loss of subsidiary	(3,659)	1,619
Net change in:		
Other assets	(163)	(160)
Interest Payable	47	-
Other liabilities	(53)	(9)
Net cash used in operating activities	(767)	(482)
 <b>Cash Flows from Investing Activities</b>		
Investment in subsidiary	-	3,867
Net cash provided by investing activities	-	3,867
 <b>Cash Flows from Financing Activities</b>		
Proceeds from exercise of stock options	35	-
Redemption of preferred stock	(5,027)	(688)
Payment of preferred dividends	(113)	(3,257)
Issuance of Subordinated debt, net	5,539	-
Net cash provided by (used in) financing activities	434	(3,945)
Net increase (decrease) in cash	(333)	(560)
Cash, beginning of year	1,210	1,770
Cash, end of year	\$ 877	\$ 1,210

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

None.

### **ITEM 9A. CONTROLS AND PROCEDURES**

*Disclosure Controls and Procedures.* The Company, under the supervision and with the participation of the Company's management, including the Company's Chief Executive Officer and the Chief Financial Officer, has evaluated the effectiveness of the Company's disclosure controls and procedures as of the end of the period covered by this report. Based on that evaluation, the Chief Executive Officer and the Chief Financial Officer have concluded that as of December 31, 2018, the Company's disclosure controls and procedures were effective to ensure that information required to be disclosed by the Company in reports that it files or submits under the Securities Exchange Act of 1934 is recorded, processed, summarized and reported within the time periods specified in Securities and Exchange Commission rules and regulations and that such information is accumulated and communicated to the Company's management, including the Company's Chief Executive Officer and Chief Financial Officer, as appropriate to allow timely decisions regarding required disclosure. Because of the inherent limitations in all control systems, no evaluation of controls can provide absolute assurance that the Company's disclosure controls and procedures will detect or uncover every situation involving the failure of persons within the Company or its subsidiaries to disclose material information otherwise required to be set forth in the Company's periodic reports.

*Management's Report on Internal Control over Financial Reporting.* Management of the Company is responsible for establishing and maintaining adequate internal control over financial reporting as defined in Rule 13a-15(f) under the Securities Exchange Act of 1934. The Company's internal control over financial reporting is designed to provide reasonable assurance to the Company's management and board of directors regarding the reliability of financial reporting and the preparation of financial statements for external purposes in accordance with GAAP.

Because of its inherent limitations, internal control over financial reporting may not prevent or detect misstatements. Therefore, even those systems determined to be effective can provide only reasonable assurance with respect to financial statement preparation and presentation.

Management assessed the effectiveness of the Company's internal control over financial reporting as of December 31, 2018. In making this assessment, management used the criteria set forth by the Committee of Sponsoring Organizations of the Treadway Commission in *Internal Control – Integrated Framework (2013)*. Based on our assessment, we believe that, as of December 31, 2018, the Company's internal control over financial reporting was effective based on those criteria.

*Changes in Internal Control Over Financial Reporting.* There has been no change in the Company's internal control over financial reporting during the fourth quarter of the fiscal year ended December 31, 2018 that has materially affected, or is reasonably likely to materially affect, the Company's internal control over financial reporting.

### **ITEM 9B. OTHER INFORMATION**

None.

## **PART III**

### **ITEM 10. DIRECTORS, EXECUTIVE OFFICERS, AND CORPORATE GOVERNANCE**

The information required to be disclosed in this Item 10 is contained in the Company's Proxy Statement for the 2019 Annual Meeting of Shareholders and is incorporated herein by reference.

### **ITEM 11. EXECUTIVE COMPENSATION**

The information required to be disclosed in this Item 11 is contained in the Company's Proxy Statement for the 2019 Annual Meeting of Shareholders and is incorporated herein by reference.

### **ITEM 12. SECURITY OWNERSHIP OF CERTAIN BENEFICIAL OWNERS AND MANAGEMENT AND RELATED SHAREHOLDER MATTERS**

The information required to be disclosed in this Item 12 is contained in the Company's Proxy Statement for the 2019 Annual Meeting of Shareholders and is incorporated herein by reference.

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

The information required to be disclosed in this Item 13 is contained in the Company's Proxy Statement for the 2019 Annual Meeting of Shareholders and is incorporated herein by reference.

### **ITEM 14. PRINCIPAL ACCOUNTING FEES AND SERVICES**

The information required to be disclosed in this Item 14 is contained in the Company's Proxy Statement for the 2019 Annual Meeting of Shareholders and is incorporated herein by reference.

## PART IV

### ITEM 15. EXHIBITS, FINANCIAL STATEMENT SCHEDULES

#### (a)(1) Financial Statements

The following consolidated financial statements and reports are included in Part II, Item 8, of this report on Form 10K.

Reports of Independent Registered Public Accounting Firm (Yount, Hyde & Barbour, P.C. and BDO USA, LLP)

Consolidated Balance Sheets – December 31, 2018 and 2017

Consolidated Statements of Operations – Years Ended December 31, 2018 and 2017

Consolidated Statements of Comprehensive Income (Loss) – Years Ended  
December 31, 2018 and 2017

Consolidated Statements of Shareholders' Equity – Years Ended December 31, 2018 and 2017

Consolidated Statements of Cash Flows – Years Ended December 31, 2018 and 2017

Notes to Consolidated Financial Statements

#### (a)(2) Financial Statement Schedules

All schedules are omitted since they are not required, are not applicable, or the required information is shown in the consolidated financial statements or notes thereto.

#### (a)(3) Exhibits

The following exhibits are filed as part of this Form 10-K and this list includes the Exhibit Index.

<u>Exhibit Number</u>	<u>Description</u>
3.1	Articles of Incorporation of Village Bank and Trust Financial Corp., as amended (incorporated herein by reference to Exhibit 3.1 of the Quarterly Report on Form 10-Q for the period ended September 30, 2014, filed with the SEC on October 31, 2014).
3.2	Amended and Restated Bylaws of Village Bank and Trust Financial Corp. (incorporated herein by reference to Exhibit 3.2 of the Current Report on Form 8-K, filed with the SEC on March 27, 2015).
4.1	Specimen of Certificate for Village Bank and Trust Financial Corp. common stock (incorporated by reference to Exhibit 4.1 of the Form S-1 Registration Statement filed with the Securities and Exchange Commission on November 12, 2014 (SEC File No. 333-200147)).
4.2	Form of Certificate for Fixed Rate Cumulative Perpetual Preferred Stock, Series A (incorporated by reference to Exhibit 4.1 of the Current Report on Form 8-K filed with the Securities and Exchange Commission on May 6, 2009).
4.3	Warrant to Purchase Shares of Common Stock, dated May 1, 2009 (incorporated by reference to Exhibit 4.2 of the Current Report on Form 8-K filed with the Securities and Exchange Commission on May 6, 2009).
4.4	Form of Subordinated Note (incorporated by reference to Exhibit 4.1 of the Current Report on Form 8-K filed with the Securities and Exchange Commission on March 21, 2018).



- 10.1 Employment Agreement, dated October 1, 2017, by and between Village Bank and Trust Financial Corp. and William G. Foster (incorporated by reference to Exhibit 10.1 of the Current Report on Form 8-K filed with the Securities and Exchange Commission on October 4, 2017).\*
- 10.2 Employment Agreement, dated December 20, 2018, by and between Village Bank and James E. Hendricks, Jr. (incorporated by reference to Exhibit 10.1 of the Current Report on Form 8-K filed with the Securities and Exchange Commission December 21, 2018).\*
- 10.3 Change of Control Agreement, dated May 1, 2018, by and between Village Bank and Max C. Morehead, Jr.\*
- 10.4 Change of Control Agreement, dated May 22, 2018, by and between Village Bank and Trust Financial Corp. and Donald M. Kaloski, Jr. (incorporated by reference to Exhibit 10.1 of the Current Report on Form 8-K filed with the Securities and Exchange Commission on June 4, 2018).\*
- 10.5 Incentive Plan, as amended June 18, 2014 (incorporated by reference to Exhibit 99.1 of the Form S-8 Registration Statement filed with the Securities and Exchange Commission on June 18, 2014 (SEC File No. 333-196893)).\*
- 10.6 Form of Incentive Stock Option Agreement (incorporated by reference to Exhibit 10.5 of the Annual Report on Form 10-KSB for the year ended December 31, 2004).\*
- 10.7 Form of Non-Employee Director Non-Qualified Stock Option Agreement (incorporated by reference to Exhibit 10.6 of the Annual Report on Form 10-KSB for the year ended December 31, 2004).\*
- 10.8 Village Bank and Trust Financial Corp. 2015 Stock Incentive Plan (incorporated herein by reference to Exhibit 99.0 of the Registration Statement on Form S-8 filed with the Securities and Exchange Commission on July 1, 2015 (SEC File No. 333-205407)).\*
- 10.9 Form of Performance-Based Restricted Stock Unit Award Agreement under the Village Bank and Trust Financial Corp. 2015 Stock Incentive Plan (incorporated herein by reference to Exhibit 10.1 of the Current Report on Form 8-K filed with the Securities and Exchange Commission on July 8, 2015).\*
- 10.10 Form of Time-Based Restricted Stock Award Agreement under the Village Bank and Trust Financial Corp. 2015 Stock Incentive Plan (incorporated herein by reference to Exhibit 10.2 of the Current Report on Form 8-K filed with the Securities and Exchange Commission on July 8, 2015).\*
- 10.11 Outside Directors Deferral Plan, dated January 1, 2005 (incorporated by reference to Exhibit 10.9 of the Annual Report on Form 10-K for the year ended December 31, 2010).\*
- 10.12 Supplemental Executive Retirement Plan, dated January 1, 2005 (incorporated by reference to Exhibit 10.10 of the Annual Report on Form 10-K for the year ended December 31, 2010).\*
- 10.13 Letter Agreement, dated as of May 1, 2009, by and between Village Bank and

- Trust Financial Corp. and the United States Department of the Treasury (incorporated by reference to Exhibit 10.1 of the Current Report on Form 8-K filed with the Securities and Exchange Commission on May 6, 2009).
- 10.14 Side Letter Agreement, dated as of May 1, 2009, by and between Village Bank and Trust Financial Corp. and the United States Department of the Treasury (incorporated by reference to Exhibit 10.2 of the Current Report on Form 8-K filed with the Securities and Exchange Commission on May 6, 2009).
- 10.15 Form of Senior Executive Officer Waiver (incorporated by reference to Exhibit 10.3 of the Current Report on Form 8-K filed with the Securities and Exchange Commission on May 6, 2009).\*
- 10.16 Form of Senior Executive Officer Consent Letter (incorporated by reference to Exhibit 10.4 of the Current Report on Form 8-K filed with the Securities and Exchange Commission on May 6, 2009).\*
- 10.17 Form of Subordinated Note Purchase Agreement (incorporated by reference to Exhibit 10.1 of the Current Report on Form 8-K filed with the Securities and Exchange Commission on March 21, 2018).
- 21 Subsidiaries of Village Bank and Trust Financial Corp.
- 23.1 Consent of Yount, Hyde & Barbour, P.C. Accounting Firm.
- 23.2 Consent of BDO USA, LLP.
- 31.1 Section 302 Certification by Chief Executive Officer.
- 31.2 Section 302 Certification by Chief Financial Officer.
- 32 Section 906 Certification.
- 101 The following materials from the Village Bank and Trust Financial Corp. Annual Report on Form 10-K for the year ended December 31, 2018 formatted in eXtensible Business Reporting (XBRL) (i) Consolidated Balance Sheets, (ii) Consolidated Statements of Operations, (iii) Consolidated Statements of Comprehensive Income, (iv) Consolidated Statements of Shareholders' Equity, (v) Consolidated Statements of Cash Flows, and (vi) Notes to Condensed Consolidated Financial Statements.

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\* Management contracts and compensatory plans and arrangements.

#### **ITEM 16. FORM 10-K Summary**

None.

## SIGNATURES

Pursuant to the requirements of Section 13 or 15(d) of the Securities Exchange Act of 1934, the registrant has duly caused this report to be signed on its behalf by the undersigned, thereunto duly authorized.

### VILLAGE BANK AND TRUST FINANCIAL CORP.

Date: March 29, 2019

By /s/ William G. Foster, Jr.  
William G. Foster, Jr.  
President and Chief Executive Officer

In accordance with the Exchange Act, this report has been signed below by the following persons on behalf of the registrant and in the capacities and on the dates indicated.

<u>Signature</u>	<u>Title</u>	<u>Date</u>
<u>/s/ William G. Foster Jr.</u> William G. Foster, Jr.	President, Chief Executive Officer and Director (Principal Executive Officer)	March 29, 2019
<u>/s/ Donald M. Kaloski, Jr.</u> Donald M. Kaloski, Jr.	Executive Vice President and Chief Financial Officer (Principal Financial and Accounting Officer)	March 29, 2019
<u>/s/ R.T. Avery, III</u> R.T. Avery, III	Director	March 29, 2019
<u>/s/ Craig D. Bell</u> Craig D. Bell	Director and Chairman of the Board	March 29, 2019
<u>/s/ Michael A. Katzen</u> Michael A. Katzen	Director	March 29, 2019
<u>/s/ Charles E. Walton</u> Charles E. Walton	Director	March 29, 2019
<u>/s/ George R. Whittemore</u> George R. Whittemore	Director	March 29, 2019
<u>/s/ Michael L. Toalson</u> Michael L. Toalson	Director	March 29, 2019

<u>Signature</u>	<u>Title</u>	<u>Date</u>
<u>/s/ Frank E Jenkins, Jr.</u> Frank E Jenkins, Jr.	Director	March 29, 2019
<u>/s/ Devon M. Henry</u> Devon M. Henry	Director	March 29, 2019

**CHANGE OF CONTROL AGREEMENT**

**THIS AGREEMENT** is entered into as of the date set forth below, by and between Village Bank, a Virginia banking corporation (the “Corporation”), and Max C. Morehead, Jr. (the “Executive”) and is made effective May 1, 2018 (the “Effective Date”).

**WITNESSETH:**

**WHEREAS**, the Corporation desires to provide the Executive with the opportunity to receive severance protection in connection with a Change of Control (as defined herein) of Village Bank and Trust Financial Corp. (the “Holding Company”) on the terms and conditions set forth herein and, for purpose of effecting the same, the Board of Directors of the Corporation (the “Board”) has approved this Change of Control Agreement and authorized its execution and delivery on the Corporation’s behalf to the Executive;

**WHEREAS**, the Executive has significant experience serving in senior bank management positions, and the Corporation desires to retain the Executive as a key executive officer of the Corporation whose dedication, availability, advice and counsel to the Corporation is deemed important to the Board, the Corporation and its stockholders;

**WHEREAS**, Corporation recognizes that the possibility of a Change of Control exists, and the uncertainty and questions that it may raise among management may result in the departure or distraction of management personnel to the detriment of the Corporation and its shareholders;

**WHEREAS**, the Corporation wishes to retain such well-qualified executives, and it is in the best interests of the Corporation and of the Executive to secure the services of the Executive to continue employment with the Corporation and/or its affiliates or successors in interest by merger or acquisition through and after a Change of Control by providing reasonable employment security to Executive and to recognize the prior service of Executive in the event of a Change of Control;

**NOW, THEREFORE**, to assure the Corporation of the Executive’s dedication, the availability of Executive’s advice and counsel to the Corporation, and to induce the Executive to remain in the employ of the Corporation and for other good and valuable consideration, the receipt and adequacy whereof each party hereby acknowledges, the Corporation and the Executive hereby agree as follows:

**1. TERM, EXTENSIONS OF TERM, AND CONTINUING OBLIGATIONS:**

- (a) This Agreement will be effective on the Effective Date set forth above and will expire at the end of the calendar day on May 1, 2020, provided that this Agreement may be extended for an additional period of up to 24 months at the discretion of the Board. If the Board desires to extend this Agreement, it shall provide the Executive with at least 15 days’ written notice of the applicable period of such extension. Unless Executive notifies the Company in writing prior to commencement of the extended term that the Executive does not agree to the extension, the Agreement will continue in effect until the expiration date set by the Board in its notice.
- (b) The parties intend that the covenants and restrictions in Sections 6 and 13 be enforceable against Executive regardless of the reason that Executive’s employment by the Corporation may terminate and that such covenants and restrictions shall be enforceable against Executive even if this Agreement expires. The existence of any claim or cause of action by the Executive against the Corporation, whether predicated on this Agreement or otherwise, shall not constitute a defense to the enforcement by the Corporation of the restrictive covenants and confidentiality requirements set forth in Sections 6 and 13 of this Agreement.

2. **CHANGE OF CONTROL:**

(a) If the Executive's employment:

(i) is terminated by the Corporation without Cause (and other than on account of the Executive's death or "Incapacity" as described in Section 4) within twelve (12) months following a Change of Control,

(ii) is terminated by Executive following a reduction in Executive's base salary of at least 10%, which salary reduction and termination occur within twelve (12) months following a Change of Control,

then, *provided that* the Executive signs a release and waiver of claims reasonably satisfactory to the Corporation (to be provided to the Executive no later than the date of the Executive's termination), and such release and waiver has become effective no more than 30 days following Executive's termination, the Executive shall receive a lump sum payment equal to nine (9) months of Executive's monthly base salary (as in effect (x) on Executive's termination date, or (y) immediately prior to the Change of Control, whichever is greater). Such payment shall be made on the first regularly scheduled payroll date that is at least 30 days following Executive's termination.

(b) For purposes of this Agreement, a "Change of Control" shall mean (i) the acquisition by any "person" or "group" (as defined in Sections 13(d) and 14(d) of the Securities Exchange Act of 1934 ("Exchange Act")), other than the Holding Company, any subsidiary of the Holding Company or any employee benefit plan of the Holding Company or any Holding Company subsidiary, directly or indirectly, as "beneficial owner" (as defined in Rule 13d-3 under the Exchange Act) of securities of the Holding Company representing fifty percent (50%) or more of either the then outstanding shares of common stock or the combined voting power of the then outstanding securities of the Holding Company; (ii) either a majority of the directors of the Holding Company elected at the Holding Company's most recent annual stockholders meeting shall have been nominated for election other than by or at the direction of the "incumbent directors" of the Holding Company, or the "incumbent directors" shall cease to constitute a majority of the directors of the Holding Company (the term "incumbent director" shall mean any director who was a director of the Holding Company on May 1, 2018 and any individual who becomes a director of the Holding Company subsequent to May 1, 2018 and who is elected or nominated by or at the direction of at least two-thirds of the then incumbent directors); (iii) the Holding Company consummates a reorganization, merger, share exchange, consolidation or other business combination (a "Reorganization") with any other "person" or "group" (as defined in Sections 13(d) and 14(d) of the Exchange Act) or affiliate thereof, other than a Reorganization that would result in the outstanding common stock of the Holding Company immediately prior thereto continuing to represent, either by remaining outstanding or by being converted into common stock of the surviving entity or a parent or affiliate thereof, at least fifty percent (50%) of the common stock of the Holding Company or such surviving entity or a parent or affiliate thereof outstanding immediately after the Reorganization; or (iv) a plan of complete liquidation of the Holding Company or an agreement for the sale or disposition by the Holding Company of all or substantially all of the Holding Company's assets.

(c) The Executive shall not be required to mitigate the amount of any payment provided for in this Agreement under Section 2(a) by seeking other employment or otherwise.

3. **DEATH:** In the event of the Executive's death prior to becoming entitled to a payment under Section 2(a), this Agreement (if not previously terminated) shall terminate as of the date of death

without any further obligation on the part of the Corporation under this Agreement.

4. **ILLNESS**: In the event the Executive is unable to perform the essential functions of Executive's job, with or without reasonable accommodations, for a period of four (4) consecutive months by reason of illness or other physical or mental disability ("Incapacity"), the Corporation may terminate this Agreement by written notice to Executive (which notice may take effect immediately) without further or additional compensation being due the Executive from the Corporation pursuant to this Agreement. Notwithstanding any other provision in this Agreement, the Corporation will comply with the Americans with Disabilities Act and Family Medical Leave Act.

5. **CAUSE; REGULATORY TERMINATION**:

- (a) For purposes of this Agreement, "Cause" shall mean the Executive's unlawful or unethical business conduct, dishonesty, willful violation of any law, rule, or regulation (other than traffic violations or similar offenses), the Executive's material violation of the Corporation's work rules, Code of Ethics or policies, or the Executive's material breach of this Agreement. Cause shall not exist based on the Executive's material violation of the Corporation's work rules, Code of Ethics or policies, unless the Board has first provided him written notice of any such failure or breach and a reasonable period of time, not less than ten (10) days, in which to remedy such failure or breach.
- (b) If the Executive is suspended and/or prohibited from participating in the conduct of the Corporation's affairs by a notice served under the Federal Deposit Insurance Act or any other regulatory authority, the Corporation's obligations under this Agreement shall be terminated and the Corporation thereafter shall have no obligation to make any payments under this Agreement.

6. **COVENANTS**:

- (a) During the term of this Agreement and, if the Executive's employment with the Corporation ceases for any reason during the term of this Agreement, for the longer of:

(x) nine (9) months from and after the date that the Executive is (for any reason) no longer employed by the Corporation; or

(y) nine (9) months from the date of entry by a court of competent jurisdiction of a final judgment enforcing this covenant in the event of a breach by the Executive,

the Executive will not, directly or indirectly, on behalf of the Executive or any other person or entity (i) solicit or induce, or attempt to solicit or induce any person then employed by the Corporation to terminate the employee's employment with the Corporation or (ii) solicit or divert away or attempt to solicit or divert away any Customer of the Corporation for the purpose of selling or providing Competitive Services, provided the Corporation is then still engaged in the sale or provision of Competitive Services.

- (b) For purposes of this Agreement, the term "Customer" means any individual or entity to whom or to which the Corporation provided Competitive Services within the two years prior to the Executive's solicitation or diversion away or attempt to do either ("prohibited action"), or if the prohibited action occurs after the termination of Executive's employment with the Corporation, then within the two years prior to the date Executive's employment terminates, and: (i) with whom or with which the Executive had direct contact in connection with the provision of such Competitive Services by the Corporation; or (ii) about whom or which the Executive learned confidential information by way of Executive's employment with the Corporation.

- (c) For purposes of this Agreement, “Competitive Services” means providing commercial and consumer financial products and services that, as of the date of this Agreement or (if the prohibited action occurs after the termination of Executive's employment) as of the date of termination of employment, are provided to Customers of the Corporation, whether such services are provided directly by the Corporation or by others under a contractual arrangement with the Corporation.
- (d) The Executive agrees that the covenants in this Section 6 are reasonably necessary to protect the legitimate interests of the Corporation, are reasonable with respect to time and do not interfere with the interests of the public. The Executive further agrees that the descriptions of the covenants contained in this Section 6 are sufficiently accurate and definite to inform the Executive of the scope of the covenants. Finally, the Executive agrees that the consideration set forth in this Agreement is full, fair and adequate to support the Executive’s obligations hereunder and the Corporation’s rights hereunder. The Executive acknowledges that in the event the Executive’s employment with the Corporation is terminated for any reason, the Executive will be able to earn a livelihood without violating such covenants.
- (e) The parties intend that the covenants contained in this Section 6 to be completely severable and independent, and any invalidity or unenforceability of any one or more such covenants will not render invalid or unenforceable any one or more of the other covenants. The parties further agree that, if the scope or enforceability of a covenant contained in this Section 6 is in any way disputed at any time, and if permitted by applicable law and public policy, a court or other trier of fact may modify and reform such provision to substitute such other terms as are reasonable to protect the Corporation’s legitimate business interests.
- (f) The Executive agrees that, given the nature of the positions held by the Executive with the Corporation, each and every one of the covenants and restrictions set forth in this Agreement above are reasonable in scope, length of time and geographic area and are necessary for the protection of the significant investment of the Corporation in developing, maintaining and expanding its business. Accordingly, the parties hereto agree that in the event of any breach by the Executive of any of the provisions of Sections 6 and/or 13 of this Agreement that monetary damages alone will not adequately compensate the Corporation for its losses and, therefore, that it shall be entitled to any and all legal or equitable relief available to it, specifically including, but not limited to, injunctive relief, and the Executive shall be liable for all damages, including actual and consequential damages, costs and expenses, and legal costs and actual attorneys fees incurred by the Corporation as a result of taking action to enforce, or recover for any breach of Section 6 and/or 13.
- (g) Notwithstanding anything in this Agreement to the contrary, the restrictive covenants described in this Section 6 shall apply if the Executive experiences a termination of employment with the Corporation for any reason, with or without a Change of Control, during the term of the Agreement.
- (h) For purposes of this Section 6, the term “Corporation” means the Corporation and any parent or subsidiary entity with respect to the Corporation.

7. **NOTICES:** For the purposes of this Agreement, notices and all other communications provided for in the Agreement shall be in writing and shall be deemed to have been duly given when delivered or mailed by United States registered or certified mail, return receipt requested, postage prepaid, addressed as follows:



If to the Executive: Max C. Morehead, Jr.  
16525 Saville Chase Road  
Midlothian, Virginia 23112

If to the Corporation: Craig D. Bell, Esquire  
Chairman of Village Bank and Trust Financial Corp.  
McGuireWoods LLP  
Gateway Plaza  
800 East Canal Street  
Richmond, Virginia 23219-3916

With a copy to: Deborah M. Golding  
Vice President, Corporate Secretary  
Village Bank and Trust Financial Corp.  
P.O. Box 330  
Midlothian, Virginia 23113

or at such other address as any party may have furnished to the other in writing in accordance herewith, except that notices of change of address shall be effective only upon receipt.

8. **MODIFICATION, WAIVERS, APPLICABLE LAW:** No provision of this Agreement may be modified, waived or discharged unless such waiver, modification or discharge is agreed to in writing, signed by the Executive and on behalf of the Corporation by such officer as may be specifically designated by the Board. No waiver by either party hereto at any time of any breach by the other party hereto of, or compliance with, any condition or provision of this Agreement to be performed by such other party shall be deemed a waiver of similar or dissimilar provision or conditions at the same or at any prior or subsequent time. No agreements or representations, oral or otherwise, express or implied, with respect to the subject matter hereof have been made by either party, which are not set forth expressly in this Agreement. The validity, interpretation, construction and performance of this Agreement shall be governed by the laws of the Commonwealth of Virginia.
9. **INVALIDITY, ENFORCEABILITY:** The invalidity or unenforceability of any provisions of this Agreement shall not affect the validity or enforceability of any other provision of this Agreement, which shall remain in full force and effect.
10. **SUCCESSOR RIGHTS:** This Agreement shall inure to the benefit of and be enforceable by the the successors of the Corporation and Executive's personal or legal representatives, executors, administrators, successors, heirs, distributees, devisees and legatees. If the Executive should die while any amounts would still be payable to him hereunder, all such amounts, unless otherwise provided herein, shall be paid in accordance with the terms of this Agreement to Executive's executor or, if there is no such executor, to Executive's estate.
11. **HEADINGS:** Descriptive headings contained in this Agreement are for convenience only and shall not control or affect the meaning or construction of any provision hereof.
12. **ARBITRATION:** With the exception of Sections 6 and 13 and the enforcement of those sections in accordance with Section 6(f), all other claims under this Agreement will be resolved by binding arbitration. Any dispute, controversy or claim arising under or in connection with this Agreement shall be settled exclusively by arbitration, in Richmond, Virginia in accordance with the Employment Arbitration Rules and Procedures Rules of JAMS then in effect. The Corporation shall pay all administrative fees associated with such arbitration. Judgment may be entered on the arbitrator's award in any court having jurisdiction. Unless otherwise provided in the rules of the American Arbitration Association, the arbitrators shall, in their award, allocate between the parties the costs of arbitration, which shall include reasonable attorneys' fees and expenses of the parties,

as well as the arbitrator's fees and expenses, in such proportions as the arbitrator deems just.

13. **CONFIDENTIALITY:** Executive covenants and agrees that any and all proprietary information maintained as confidential by the Corporation and concerning the customers or businesses and services of the Corporation of which Executive has knowledge as a result of Executive's association with the Corporation in any capacity, shall be deemed confidential in nature and shall not, without the proper written consent of the Corporation, be directly or indirectly used, disseminated, disclosed or published by the Executive to third parties other than in connection with the usual conduct of the business of the Corporation, or as required by law or the Corporation's or Holding Company's Code of Ethics. Such information shall expressly include, but shall not be limited to, confidential and proprietary information concerning the Corporation's trade secrets within the meaning of the Virginia Trade Secrets Act, business operations, business records, documented customer lists or other confidential customer information. Upon termination of employment, the Executive shall deliver to the Corporation all property in Executive's possession which belongs to the Corporation including all originals and copies of documents, forms, records or other information, in whatever form it may exist, concerning the Corporation or its business, customers, products or services. This Section 13 shall not be applicable to any information which, through no misconduct or negligence of Executive, has been disclosed to the public by anyone other than Executive.

14. **409A COMPLIANCE:**

- (a) The intent of the parties is that payments and benefits under this Agreement comply with Internal Revenue Code ("Code") Section 409A, or satisfy an exemption (e.g., involuntary separation pay) thereunder, and this Agreement shall be administered and interpreted accordingly. To the maximum extent permitted under Code Section 409A, the terms of this Agreement, including, without limitation, "termination" and "termination of employment," and similar terms, shall be interpreted to comply with Section 409A or an applicable exemption. In no event whatsoever shall the Corporation be liable for any additional tax, interest or penalty that may be imposed on the Executive by Code Section 409A or damages for failing to comply with Code Section 409A.
- (b) Notwithstanding any other payment schedule provided herein to the contrary, if the Executive is deemed on the date of termination to be a "specified employee" within the meaning of that term under Code Section 409A(a)(2)(B), then the remainder of this Subsection 14(b) shall apply. With regard to any payment that is considered deferred compensation under Code Section 409A payable on account of a "separation from service," such payment shall be made on the date which is the earlier of (x) the expiration of the six (6)-month period measured from the date of such 'separation from service' of the Executive, and (y) the date of the Executive's death (the "Delay Period") to the extent required under Code Section 409A. Upon the expiration of the Delay Period, all payments delayed pursuant to this Section 14 (whether they would have otherwise been payable in a single sum or in installments in the absence of such delay) shall be paid to the Executive in a lump sum, and all remaining payments due under this Agreement shall be paid or provided in accordance with the normal payment dates specified for them herein.
- (c) For purposes of Code Section 409A, the Executive's right to receive any installment payments pursuant to this Agreement shall be treated as a right to receive a series of separate and distinct payments.
- (d) In no event shall any payment under this Agreement that constitutes "deferred compensation" for purposes of Code Section 409A be offset by any other payment pursuant to this Agreement or otherwise.

15. **REGULATORY REQUIREMENTS AND CLAWBACK:** Notwithstanding anything contained in this Agreement to the contrary, it is understood and agreed that the Corporation (or any of its

successors in interest) shall not be required to make any payment or take any action under this Agreement if:

- (a) such payment or action is prohibited by any governmental agency having jurisdiction over the Corporation or any of its subsidiaries or affiliates (hereinafter referred to as “Regulatory Authority”) because the Corporation or any of its subsidiaries or affiliates is declared by such Regulatory Authority to be insolvent, in default or operating in an unsafe or unsound manner; or
- (b) such payment or action (i) would be prohibited by or would violate any provision of state or federal law applicable to the Corporation or its subsidiaries or affiliates, including, without limitation, the Emergency Economic Stabilization Act of 2008 and the Federal Deposit Insurance Act, each as now in effect or hereafter amended, (ii) would be prohibited by or would violate any applicable rules, regulations, orders or statements of policy, whether now existing or hereafter promulgated, of any Regulatory Authority, or (iii) otherwise would be prohibited by any Regulatory Authority.
- (c) Executive agrees that any incentive based compensation or award that Executive receives, or has received, from the Corporation under this Agreement or otherwise, will be subject to clawback by the Corporation as may be required by applicable law or stock exchange listing requirement and on such basis as the Board determines, but in no event with a look-back period of more than three years, unless required by applicable law or stock exchange listing requirement.

16. **POSSIBLE REDUCTION IN PAYMENT AND BENEFITS:** No amounts will be payable and no benefits will be provided under this Agreement to the extent that such payments or benefits, together with other payments or benefits under other plans, agreements or arrangements, would make the Executive liable for the payment of an excise tax under Code Section 4999 or any successor provision. The amounts otherwise payable and the benefits otherwise to be provided under this Agreement shall be reduced in a manner determined by the Holding Company (by the minimum possible amount) that is consistent with the requirements of Code Section 409A until no amount payable to the Executive will be subject to such excise tax. All calculations and determinations under this Section 16 shall be made by an independent accounting firm or independent tax counsel appointed by the Holding Company (the “Tax Advisor”) whose determinations shall be conclusive and binding on the Corporation and the Executive for all purposes. The Tax Advisor may rely on reasonable, good faith assumptions and approximations concerning the application of Code Section 280G and Code Section 4999. The Corporation shall bear all costs of the Tax Advisor.

*(Signatures appear on the following page)*

**IN WITNESS WHEREOF**, the parties have executed this Agreement effective as of the date first above written.

**EXECUTIVE**

By:  /s/ Max C. Morehead, Jr.   
Max C. Morehead, Jr.

Date:  May 1, 2018

**VILLAGE BANK**

By:  /s/ William G. Foster   
William G. Foster  
President and Chief Executive Officer

Date:  May 1, 2018

**Subsidiaries of Village Bank and Trust Financial Corp.**

Name of Subsidiary	State of Organization
Village Bank	Virginia
Village Bank Mortgage Corporation (wholly-owned subsidiary of Village Bank)	Virginia
Village Insurance Agency, Inc. (wholly-owned subsidiary of Village Bank)	Virginia
Village Financial Services Corporation (wholly-owned subsidiary of Village Bank)	Virginia
Southern Community Financial Capital Trust I	Virginia
Village Financial Statutory Trust II	Virginia

**CONSENT OF INDEPENDENT REGISTERED PUBLIC ACCOUNTING FIRM**

We consent to the incorporation by reference in Registration Statements on Form S-8 (No. 333-205407, No. 333-196893, and No. 333-192408) and Form S-3 (No. 333-159594) of Village Bank and Trust Financial Corp. of our report dated March 29, 2019, relating to our audit of the consolidated financial statements included in the Annual Report on Form 10-K of Village Bank and Trust Financial Corp. and Subsidiary for the year ended December 31, 2018.

/s/ Yount, Hyde & Barbour, P.C.

Richmond, Virginia

March 29, 2019

Consent of Independent Registered Public Accounting Firm

Board of Directors  
Village Bank and Trust Financial Corp.

We hereby consent to the incorporation by reference in the Registration Statements on Form S3 (No. 333-159594) and Form S-8 (Nos. 333-192408, 333-196893, and 333-205407) of Village Bank and Trust Financial Corp. of our report dated March 30, 2018, relating to the 2017 consolidated financial statements, which appear in the Annual Report on Form 10-K for the year ended December 31, 2018.

/s/ BDO USA, LLP

Richmond, Virginia  
March 29, 2019

**CERTIFICATION OF CHIEF EXECUTIVE OFFICER**

I, William G. Foster, Jr., certify that:

1. I have reviewed this Annual Report on Form 10-K of Village Bank and Trust Financial Corp. for the year ended December 31, 2018;
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 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 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: March 29, 2019

By: /s/ William G. Foster, Jr.  
William G. Foster, Jr.  
President and  
Chief Executive Officer



**CERTIFICATION OF CHIEF FINANCIAL OFFICER**

I, Donald M. Kaloski, Jr., certify that:

1. I have reviewed this Annual Report on Form 10-K of Village Bank and Trust Financial Corp. for the year ended December 31, 2018;
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 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 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: March 29, 2019

By: /s/ Donald M. Kaloski, Jr.  
Donald M. Kaloski, Jr.  
Executive Vice President and  
Chief Financial Officer

**CERTIFICATION 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 Annual Report of Village Bank and Trust Financial Corp. (the “Company”) on Form 10-K for the year ended December 31, 2018 as filed with the Securities and Exchange Commission on the date hereof (the “Report”), the undersigned Chief Executive Officer and Chief Financial Officer of the Company hereby certify, pursuant to 18 U.S.C. § 1350, as adopted pursuant to § 906 of the Sarbanes-Oxley Act of 2002, that based on their knowledge and belief:

(1) the Report fully complies with the requirements of Section 13(a) or 15(d) of the Securities Exchange Act of 1934, and

(2) the information contained in the Report fairly presents, in all material respects, the financial condition and results of operations of the Company as of and for the periods covered in the Report.

/s/ William G. Foster, Jr.  
William G. Foster, Jr.  
President and Chief Executive Officer

March 29, 2019  
Date

/s/ Donald M. Kaloski, Jr.  
Donald M. Kaloski, Jr.  
Executive Vice President and Chief Financial Officer

March 29, 2019  
Date



