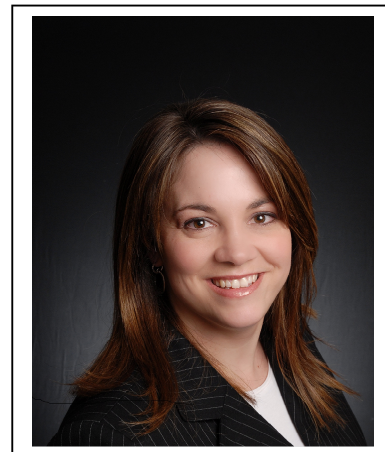
Pacific Financial Corporation

2020 Annual Report

OTCQX: PFLC



Dear Fellow Shareholders:

2020 was a historic year for the Company. Total assets, loans, deposits, mortgage banking activity and digital payments all hit record levels. The Bank exceeded one billion in total assets at $1.2 billion, loans exceeded $700 million and deposits increased 29% to $1.0 billion. Year to date net income for 2020 was $11.4 million, or $1.07 per diluted share, resulting in a return on average assets of 1.07% and return on average equity of 10.33%.

Impacting earnings for the first half of 2020 was the increased loan loss provision related to the COVID-19 pandemic, which was partially offset by robust revenue growth generated from gain on sale of loans. Fueled by record mortgage banking activity and PPP loan fee and interest income, the Company recorded the highest quarterly earnings in company history during the 3rd and 4th quarters of 2020.

Despite a challenging environment in a global pandemic, we continued to deliver profitable results and made significant progress in the execution of our strategic goals. Those strategic goals include growing revenue and increasing market share; expanding commercial deposit capabilities in metro markets; decreasing cost of delivery; and improving the customer experience.

Turbulent times favor companies that prepare well and take steps despite uncertainty. As such, during 2020, we shifted our goals with a post COVID-19 emphasis on the following:

1. **Work with clients to mitigate loan losses** – In March 2020, the Company began providing 90 day payment relief to customers adversely impacted by operating restrictions from COVID-19. We granted $106 million in loan payment deferrals to customers, the majority of which had resumed regular payments by year-end. Further, the Company actively participated in the SBA Paycheck Protection Program, funding 748 loans totaling $130.7 million in loans in 2020, with another 354 loans for $47.3 million in Q1 2021. I am incredibly proud of our bankers as they worked together to find solutions and support our customers and communities during one of the most difficult and challenging years on record.

2. **Prudently manage capital** – We temporarily halted the stock buyback program in March before re-instating in September. We believe our stock is an attractive investment and having the ability to repurchase stock provides a means to build long-term value for our shareholders. During 2020, Pacific Financial repurchased 214,008 shares for $1.8 million. This coupled with solid earnings, resulted in an increase in book value per share for our shareholders of 11% from $9.90 to $10.94. Additionally, dividends were reduced in the 2nd and 3rd quarters commensurate with a decline in quarterly earnings. With better visibility into the impact from the pandemic, we were able to increase the dividend in the 4th quarter resulting in total dividends attributable to 2020 earnings of $0.40 per share representing a dividend payout ratio of 37% of earnings and a yield of 4.26% to the shareholder.

3. **Reduce expenses and improve efficiencies** – With nearly 50% of our workforce working remotely from home, we were able to consolidate two administrative leases, and relocate one leased branch to an existing owned facility. Further we successfully renegotiated our online and mobile banking contract, converted cellular providers and consolidated our business banking unit with our commercial banking teams.

4. **Acceleration of digital initiatives** – The pandemic accelerated an existing migration to digital channels. Total online transactions were up 8%; with mobile deposits up 43%; and Zelle person to person payments up 284% during 2020, while in-branch transactions were down on average by 20%. The Company launched expanded digital tools including a chat feature on our website, a new wire platform with improved international wire capability and enhanced online functionality, and upgraded to a more robust commercial banking business online platform. Online account opening and co-browsing capabilities to enhance the customer experience were added in Q1 2021. The Company also established a customer care center that includes personalized contact to reduce call volumes in the branches, expedite problem resolution, service interactive teller machines and expanded customer service hours.

The Company also continued its greater Oregon growth expansion with additional commercial banking talent in Eugene, Salem and Portland and launched a 2020 Oregon Awareness-Building campaign including direct mail, digital marketing and social media campaign, targeted calling, and introduction of new team members. We are excited about continuing our strategic growth initiative, as part of our commitment to providing outstanding service and convenience to the communities in Oregon.

As the Company continues to navigate the COVID-19 pandemic and its impact, we will remain focused on the areas within our control that will drive value to our customers and shareholders. We have a 50-year history including solid operating performance through tough times, an experienced management team and a rich employee culture that emphasizes teamwork, collaboration, open communication and a commitment to the Company's success. Our employees stand ready to assist customers with their needs. Our branches are open with pandemic safety protocols in place, and our bankers available to provide that personalized high-touch consultative level of service our customers are accustomed to.

I am incredibly proud of the team and our accomplishments in this extraordinary year. The steps we took to protect our employees, help our customers navigate severe economic challenges, while maintaining the credit and financial discipline to make adjustments in the face of uncertainty, and the nimbleness to adopt new digital capabilities helped achieve results beyond our own expectations in a global pandemic. However, most importantly, it is the investment in our people that drives our success. And we have the right people to continue our momentum and deliver profitable, sustainable growth in 2021 and beyond.

Please join us for our annual meeting on Wednesday, April 28, 2021, at 4:00 p.m. You may access the meeting virtually via the internet at www.meetingcenter.io/238212988. As a shareholder, you will be required to enter your control number in the upper right-hand corner of your proxy card. The Meeting Password is: PFLC2021

Sincerely,

Randy Rognlin
Chairman of the Board
Pacific Financial Corporation

Denise Portmann
President and Chief Executive Officer
Pacific Financial Corporation

	For the Year Ended December 31,				
	2020	2019	2018	2017	2016
	(dollars in thousands, except per share data) (unaudited)				
Operations Data					
Interest and dividend income	$ 39,574	$ 41,570	$ 40,060	$ 36,444	$ 34,135
Interest expense	2,380	2,928	2,590	2,395	2,472
Net interest income	37,194	38,642	37,470	34,049	31,663
Provision for loan losses	3,500	-	-	272	998
Noninterest income	20,146	13,895	10,031	10,523	11,225
Noninterest expense	39,594	35,556	33,793	32,976	32,840
Income before income taxes	14,246	16,981	13,708	11,324	9,050
Income tax expense[1]	2,862	3,223	2,378	4,361	2,460
Net income	$ 11,384	$ 13,758	$ 11,330	$ 6,963	$ 6,590
Net income per share:					
Basic	$ 1.08	$ 1.30	$ 1.07	$ 0.67	$ 0.63
Diluted	$ 1.07	$ 1.29	$ 1.06	$ 0.65	$ 0.62
Dividends declared per share[2]	$ 0.38	$ 0.31	$ 0.30	$ 0.25	$ 0.23
Dividends declared	$ 4,023	$ 3,288	$ 3,170	$ 2,622	$ 2,398
Dividend payout ratio	35%	24%	28%	38%	36%
Performance Ratios					
Return on average equity	10.33%	13.70%	12.63%	8.19%	8.16%
Return on average assets	1.07%	1.50%	1.26%	0.79%	0.77%
Net interest margin[3]	3.73%	4.58%	4.52%	4.28%	4.11%
Efficiency ratio[4]	69.05%	67.68%	71.14%	74.00%	76.60%
Balance Sheet Data					
Total assets	$ 1,167,293	$ 929,415	$ 907,929	$ 894,953	$ 891,383
Loans, net	717,330	675,445	694,054	678,227	648,611
Total deposits	1,028,424	798,638	783,549	777,225	779,731
Total borrowings	13,956	16,606	21,756	21,906	22,056
Shareholders' equity	114,186	105,293	92,483	85,031	80,005
Equity to assets ratio	9.78%	11.33%	10.19%	9.50%	8.98%
Book value per share[5]	$ 10.94	$ 9.90	$ 8.75	$ 8.10	$ 7.67
Tangible book value per share[6]	$ 9.65	$ 8.64	$ 7.47	$ 6.82	$ 6.38
Asset Quality Ratios					
Allowance for loan losses to total loans	1.65%	1.31%	1.29%	1.32%	1.39%
Allowance for loan losses to nonperforming loans	504.52%	873.96%	838.65%	420.00%	748.00%
Nonperforming loans to total loans	0.33%	0.15%	0.15%	0.31%	0.19%
Nonperforming assets to total assets	0.20%	0.11%	0.12%	0.25%	0.20%

[1] 2017 results were impacted by the Tax Cuts and Jobs Act enacted December 22, 2017, which required a revaluation of our deferred tax assets and liabilities to account for the future impact of the decrease in the corporate income tax rate to 21% from 35%. Income tax expense increased $1.0 million as a result of our estimated revaluation of the net deferred tax asset.

[2] In 2019, the Company transitioned to a quarterly cash dividend. The fourth quarter dividend of $0.11 per common share paid on February 26, 2020. This fourth quarter dividend is not included in the 2019 dividend declared number, as it was not declared until January 2020.

[3] Net interest income divided by average earning assets

[4] Noninterest expense divided by the sum of net interest income and noninterest income

[5] Shareholders' equity divided by shares outstanding

[6] Shareholders' equity less intangibles divided by shares outstanding

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REPORT OF INDEPENDENT REGISTERED PUBLIC ACCOUNTING FIRM

Board of Directors
Pacific Financial Corporation
Aberdeen, Washington

Report on the Consolidated Financial Statements

We have audited the accompanying consolidated financial statements of Pacific Financial Corporation and its subsidiary, Bank of the Pacific, (the Company), which comprise the consolidated statements of financial condition as of December 31, 2020 and 2019, and the related consolidated statements of income, comprehensive income, shareholders' equity, and cash flows for the years then ended, and the related notes to the consolidated financial statements.

Management's Responsibility for the Consolidated Financial Statements

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

Auditors' Responsibility

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

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

We believe that the audit evidence we have obtained is sufficient and appropriate to provide a basis for our audit opinion.

Board of Directors
Pacific Financial Corporation

Opinion

In our opinion, the consolidated financial statements referred to above present fairly, in all material respects, the financial position of Pacific Financial Corporation and its subsidiary as of December 31, 2020 and 2019, and the results of their operations and their cash flows for the years then ended in conformity with accounting principles generally accepted in the United States of America.

CliftonLarsonAllen LLP

CliftonLarsonAllen LLP

Bellevue, Washington
March 17, 2021

Pacific Financial Corporation
Consolidated Statements of Financial Condition
(Dollars in thousands, except per share data)

ASSETS	December 31, 2020	December 31, 2019
Cash on hand and in banks	$ 12,960	$ 12,264
Interest bearing deposits	179,639	24,458
Federal Funds Sold	33,024	41,210
Cash and cash equivalents	225,623	77,932
Other interest earning deposits	3,250	3,250
Investment securities available for sale, at fair value	124,187	102,159
Investment securities held to maturity (fair value of $923 and $1,056, respectively)	923	1,056
Loans held for sale	34,906	10,108
Loans, net of deferred fees	729,398	684,439
Allowance for loan losses	(12,068)	(8,993)
Total loans, net	717,330	675,446
Nonmarketable equity securities	2,137	2,217
Premises and equipment, net	13,773	14,799
Operating lease right-of-use assets	1,937	1,294
Cash surrender value of life insurance	21,341	20,807
Goodwill	12,168	12,168
Other intangible assets, net	1,286	1,301
Accrued interest receivable	4,681	3,074
Prepaid expenses and other assets	3,751	3,803
Total assets	$ 1,167,293	$ 929,414
LIABILITIES AND SHAREHOLDERS' EQUITY		
Deposits	$ 1,028,424	$ 798,638
Federal Home Loan Bank advances	553	3,203
Junior subordinated debentures	13,403	13,403
Operating lease liabilities	1,947	1,301
Accrued expenses and other liabilities	8,780	7,576
Total liabilities	1,053,107	824,121
Shareholders' Equity:		
Preferred Stock, no par value; 5,000,000 shares authorized; no shares issued or outstanding at December 31, 2020 and December 31, 2019	-	-
Common Stock, $1 par value; 25,000,000 shares authorized, 10,434,533 and 10,632,058 shares issued and outstanding at December 31, 2020 and 2019, respectively	10,435	10,632
Additional paid-in-capital	42,425	43,735
Retained earnings	57,084	49,723
Accumulated other comprehensive income, net	4,242	1,203
Total shareholders' equity	114,186	105,293
Total liabilities and shareholders' equity	$ 1,167,293	$ 929,414

See accompanying Notes to Consolidated Financial Statements.

Pacific Financial Corporation
Consolidated Statements of Income
(Dollars in thousands, except per share data)

	Twelve Months Ended December 31, 2020	2019
INTEREST AND DIVIDEND INCOME		
Interest and fees on loans	$ 36,387	$ 37,835
Taxable interest on investment securities	1,802	1,861
Nontaxable interest on investment securities	935	947
Interest and dividends on other interest earning assets	450	927
Total interest and dividend income	39,574	41,570
INTEREST EXPENSE		
Deposits	2,017	2,267
Junior subordinated debentures	325	540
Federal Home Loan Bank advances	38	121
Total interest expense	2,380	2,928
Net interest income	37,194	38,642
Provision for loan losses	3,500	-
Net interest income after loan loss provision	33,694	38,642
NONINTEREST INCOME		
Service charges on deposits	1,544	2,055
Gain on sale of loans, net	13,728	7,204
Gain on sale of investment securities, net	-	102
Earnings on bank owned life insurance	498	667
Other income	4,376	3,867
Total noninterest income	20,146	13,895
NONINTEREST EXPENSE		
Compensation and employee benefits	27,043	22,553
Occupancy	2,043	2,125
Equipment	1,186	1,009
Data processing	3,088	2,912
Professional services	897	1,436
Marketing	391	690
State and local taxes	652	515
Federal deposit insurance premium	94	103
Other expense	4,200	4,213
Total noninterest expense	39,594	35,556
Income before income taxes	14,246	16,981
Income tax expense	2,862	3,223
Net income	$ 11,384	$ 13,758
Basic earnings per common share	$ 1.08	$ 1.30
Diluted earnings per common share	$ 1.07	$ 1.29

See accompanying Notes to Consolidated Financial Statements.

Pacific Financial Corporation
Consolidated Statements of Comprehensive Income
(Dollars in thousands)

	Twelve Months Ended December 31,	
	2020	**2019**
Net Income	$ 11,384	$ 13,758
Other comprehensive income, net of tax:		
Securities available for sale, net of tax	3,235	2,437
Defined benefit plans, net of tax	(196)	(260)
Total other comprehensive income, net of tax	3,039	2,177
Comprehensive income	$ 14,423	$ 15,935

See accompanying Notes to Consolidated Financial Statements.

Pacific Financial Corporation
Consolidated Statements of Shareholders' Equity
(Dollars in thousands, except share amounts)

	Number of Common Shares	Common Stock	Additional Paid-in Capital	Retained Earnings	Accumulated Other Comprehensive (Loss) Income, net	Total Shareholders' Equity
Balance at December 31, 2018	10,568,720	$ 10,569	$ 43,635	$ 39,253	$ (974)	$ 92,483
Net income	-	-	-	13,758	-	13,758
Other comprehensive income, net of tax	-	-	-	-	2,177	2,177
Restricted stock awards issued, net of forfeitures	6,312	6	(25)	-	-	(19)
Restricted stock compensation expense	-	-	77	-	-	77
Stock option compensation expense	-	-	13	-	-	13
Exercise of stock options	57,026	57	35	-	-	92
Cash dividends declared ($0.31 per share)	-	-	-	(3,288)	-	(3,288)
Balance at December 31, 2019	10,632,058	$ 10,632	$ 43,735	$ 49,723	$ 1,203	$ 105,293
Net income	-	-	-	11,384	-	11,384
Other comprehensive income, net of tax	-	-	-	-	3,039	3,039
Restricted stock awards issued, net of forfeitures	3,770	4	(5)	-	-	(1)
Stock awards issued	10,000	10	116	-	-	126
Restricted stock compensation expense	-	-	88	-	-	88
Stock option compensation expense	-	-	39	-	-	39
Exercise of stock options	2,713	3	(5)	-	-	(2)
Stock repurchase and cancelation of shares	(214,008)	(214)	(1,543)	-	-	(1,757)
Cash dividends declared ($0.38 per share)	-	-	-	(4,023)	-	(4,023)
Balance at December 31, 2020	10,434,533	$ 10,435	$ 42,425	$ 57,084	$ 4,242	$ 114,186

See accompanying Notes to Consolidated Financial Statements.

Pacific Financial Corporation
Consolidated Statements of Cash Flow
(Dollars in thousands)

	Twelve Months Ended December 31, 2020	Twelve Months Ended December 31, 2019
Cash flows from operating activities:		
Net Income	$ 11,384	$ 13,758
Adjustments to reconcile net income to net cash on hand and in banks from operating activities		
Provision for loan losses	3,500	-
Depreciation and amortization	2,185	2,075
Deferred income taxes	(246)	316
Originations of loans held for sale	(544,903)	(295,983)
Proceeds from sales of loans	533,833	298,070
Gain on sale of loans, net	(13,728)	(7,204)
Gain on sale of securities, net	-	(102)
Earnings on bank owned life insurance	(498)	(667)
Net change in in accrued interest receivable	(1,607)	247
Net change in accrued interest payable	(59)	9
Net change in prepaid expenses	(144)	61
Other operating activities	2,906	666
Net cash (used in) provided by operating activities	(7,377)	11,246
Cash flows from investing activities:		
Loans originated, net of principal payments	(47,180)	19,985
Maturities of investment securities held to maturity	133	171
Maturities and paydowns of investment securities available for sale	21,885	25,142
Purchase of investment securities available for sale	(40,490)	(30,387)
Purchases of nonmarketable equity securities	(30)	(640)
Purchase of bank owned life insurance	(36)	(1,480)
Purchases of premises and equipment	(697)	(1,373)
Proceeds from sales of investment securities available for sale	-	26,810
Proceeds from sales of nonmarketable equity securities	110	830
Proceeds from bank owned life insurance death benefit	-	1,558
Proceeds from sales of premises and equipment	-	338
Net cash (used in) provided by investing activities	(66,305)	40,954
Cash flows from financing activities:		
Net increase in deposits	229,786	15,089
Repayments of FHLB Advances	(2,650)	(5,150)
Net cash from stock option exercises	53	194
Repurchase of common stock	(1,757)	-
Stock awards issued	10	-
Taxes related to net share settlement for equity awards	(46)	(131)
Cash dividends paid	(4,023)	(6,458)
Net cash provided by financing activities	221,373	3,544
Net increase in cash and cash equivalents	147,691	55,744
Cash and cash equivalents at beginning of year	77,932	22,188
Cash and cash equivalents at end of year	$ 225,623	$ 77,932
Supplemental disclosures of cash flow information:		
Cash paid for interest	$ 2,439	$ 2,919
Cash paid for taxes	$ 3,188	$ 1,780
Supplemental non-cash disclosures of cash flow information:		
Initial recognition of operating lease right-of-use assets	$ -	$ 2,013
Initial recognition of operating lease liability	$ -	$ (2,013)
Transfer of loans held for sale to loans held for investment	$ -	$ 1,213

See accompanying Notes to Consolidated Financial Statements.

NOTE 1 – ORGANIZATION AND SUMMARY OF SIGNIFICANT ACCOUNTING POLICIES

Organization – Pacific Financial Corporation (the "Company") is a bank holding company headquartered in Aberdeen, Washington. The Company owns one banking subsidiary, Bank of the Pacific (the "Bank"), which is also headquartered in Aberdeen, Washington. The Company was incorporated in the State of Washington in February, 1997, pursuant to a holding company reorganization of the Bank. The Company has two wholly owned subsidiaries, PFC Statutory Trust I and II (the "Trusts"), which do not meet the criteria for consolidation, and therefore, are not consolidated in the Company's financial statements.

The Company conducts its banking business through the Bank, which operates fourteen branches located in communities in Grays Harbor, Pacific, Whatcom, Clark, Skagit and Wahkiakum counties in the state of Washington and two branches in Clatsop County, Oregon. In addition, the Bank operates three loan production offices in Burlington, Washington and Salem and Eugene, Oregon and has a residential real estate mortgage department.

Basis of presentation – The consolidated financial statements include the accounts of Pacific Financial Corporation and its wholly-owned subsidiary. All intercompany accounts and transactions have been eliminated in consolidation.

The interim consolidated financial statements are not audited, but include all adjustments that Management considers necessary for a fair presentation of consolidated financial condition and results of operations for the interim periods presented.

Certain prior year amounts have been reclassified to conform with the 2020 presentation. These reclassifications did not change previously reported net income or stockholders' equity.

Method of accounting and use of estimates – The Company prepares its consolidated financial statements in conformity with accounting principles generally accepted in the United States of America and prevailing practices within the banking industry. This requires Management to make estimates and assumptions that affect the reported amounts of assets and liabilities, the disclosure of contingent assets and liabilities at the date of the consolidated financial statements and the reported amounts of income and expenses during the reporting periods. Actual results could differ from those estimates. Significant estimates made by Management involve the calculation of the allowance for loan losses, the identification of impaired loans, the fair value of available for sale investment securities and the identification of deferred tax assets.

The Company utilizes the accrual method of accounting, which recognizes income when earned and expenses when incurred.

Subsequent events – The Company performed an evaluation of subsequent events through March 17, 2021, the date these financial statements were available to be issued.

The Consolidated Appropriations Act of 2021 ("CA Act") was signed into law on December 27, 2020 and provides COVID-19 emergency response and relief, including renewing and extending the SBA PPP until March 31, 2021. As a result the Company began originating SBA PPP loans again starting in January 2021. As of February 28, 2021 the bank funded 327 loans totaling $45.3 million under this program. The CA Act also extends relief offered under the CARES Act related to TDRs as a result of COVID-19 through January 1, 2022 or 60 days after the end of the national emergency declared by the President, whichever is earlier.

Securities available for sale – Securities available for sale consist of debt securities that the Company intends to hold for an indefinite period, but not necessarily to maturity. Securities available for sale are reported at fair value. Unrealized gains and losses, net of the related deferred tax effect, are reported net as a separate component of shareholders' equity entitled "accumulated other comprehensive income (loss)." Realized gains and losses on securities available for sale, determined using the specific identification method, are included in earnings. Amortization of premiums and accretion of discounts are recognized in interest income over the period to maturity. For mortgage backed securities, actual maturity may differ from contractual maturity due to principal payments and amortization of premiums and accretion of discounts may vary due to prepayment speed assumptions. For callable securities amortization of premiums and accretion of discounts are recognized over the period to first call date.

Securities held to maturity – Debt securities for which the Company has the positive intent and ability to hold to maturity are reported at cost, adjusted for amortization of premiums and accretion of discounts, which are recognized in interest income over the period to maturity or first call date.

Declines in the fair value of individual securities held to maturity and available for sale that are deemed to be other than temporary are reflected in earnings when identified. Management evaluates individual securities for other than temporary impairment ("OTTI") on a quarterly basis. OTTI is separated into a credit and noncredit component. Noncredit component losses are recorded in other comprehensive income (loss) when the fair value of the debt security is below the carrying value primarily due to changes in interest rates, there has not been significant deterioration in the financial condition of the issuer, and it is not more likely than not that the Company will be required to, nor does it have the intent to sell the security before the anticipated recovery of its remaining carrying value. Credit component losses are reported in noninterest income.

Nonmarketable equity securities – The Company's investment in Federal Home Loan Bank ("FHLB") stock is carried at cost and cash and stock dividends are recorded as income. The Company's investment in Pacific Coast Bankers Bank ("PCBB") stock is carried at cost, less impairment and plus or minus observable prices, if any, and cash and stock dividends are recorded as income. Nonmarketable equity securities are periodically evaluated for impairment based on ultimate recovery of par value.

The Company is required to maintain a minimum level of investment in FHLB stock based on specific percentages of its outstanding mortgages, total assets, or FHLB advances. At December 31, 2020 and December 31, 2019 the stock was that of FHLB of Des Moines.

Loans held for sale – Mortgage loans originated for sale in the foreseeable future in the secondary market are carried at the lower of aggregate cost or estimated fair value. Gains and losses on sales of loans are recognized at settlement date and are determined by the difference between the sales proceeds and the carrying value of the loans. Net unrealized losses are recognized through a valuation allowance established by charges to income. Loans held for sale that are unable to be sold in the secondary market are transferred to loans receivable when identified.

Loans receivable – Loans receivable that management has the intent and ability to hold for the foreseeable future or until maturity or payoff are reported at their outstanding principal balances adjusted for any charge-offs, the allowance for loan losses, any deferred fees or costs on originated loans, and unamortized premiums or discounts on purchased loans. Loan fees and certain direct loan origination costs are deferred, and the net fee or cost is recognized as an adjustment of yield over the contractual life of the related loans using the effective interest method.

Interest income on loans is accrued over the term of the loans based upon the principal outstanding. The accrual of interest on loans is discontinued when, in management's opinion, the borrower may be unable to meet payments as they come due. When interest accrual is discontinued, all unpaid accrued interest is reversed against interest income. Interest income is subsequently recognized only to the extent that cash payments are received until, in management's judgment, the borrower has the ability to make contractual interest and principal payments, in which case the loan is returned to accrual status.

The Coronavirus Aid, Relief, and Economic Security Act (the "CARES Act") – In response to the Coronavirus Disease 2019 ("COVID-19") pandemic, the CARES Act was signed into law on March 27, 2020 to provide national emergency economic relief measures. Many of the CARES Act's programs are dependent upon the direct involvement of U.S. financial institutions and have been implemented through rules and guidance adopted by federal departments and agencies, including the U.S. Department of Treasury, the Federal Reserve and other federal banking agencies, including those with direct supervisory jurisdiction over the Company and the Bank. Furthermore, as the on-going COVID-19 pandemic evolves, federal regulatory authorities continue to issue additional guidance with respect to the implementation, lifecycle, and eligibility requirements for the various CARES Act programs as well as industry-specific recovery procedures for COVID-19. The Company continues to assess the impact of the CARES Act and other statues, regulations and supervisory guidance related to the COVID-19 pandemic.

Small Business Administration ("SBA") Paycheck Protection Program ("PPP") – The CARES Act amended the SBA's loan program, in which the Bank participates, to create a guaranteed, unsecured loan program, the PPP, to fund operational costs of eligible businesses, organizations and self-employed persons during COVID-19. As a participating lender in the PPP, the Bank continues to monitor legislative, regulatory, and supervisory developments related thereto.

The Consolidated Appropriations Act of 2021 ("CA Act") was signed into law on December 27, 2020 and provides COVID-19 emergency response and relief, including renewing and extending the SBA PPP until March 31, 2021. As a result the Company began originating SBA PPP loans again starting in January 2021.

Troubled Debt Restructuring ("TDR") and Loan Modifications for Affected Borrowers – The CARES Act permits banks to suspend requirements under GAAP for loan modifications to borrowers affected by COVID-19 that would otherwise be characterized as TDRs and suspend any determination related thereto if (i) the loan modification is made between March 1,

2020 and the earlier of December 31, 2020 or 60 days after the end of the COVID-19 emergency declaration and (ii) the applicable loan was not more than 30 days past due as of December 31, 2019. The federal banking agencies also issued guidance to encourage banks to make loan modifications for borrowers affected by COVID-19 and to assure banks that they will not be criticized by examiners for doing so. The Company is applying this guidance to qualifying loan modifications.

The CA Act also extends relief offered under the CARES Act related to TDRs as a result of COVID-19 through January 1, 2022 or 60 days after the end of the national emergency declared by the President, whichever is earlier.

Allowance for loan losses – The allowance for loan losses is established through a provision that is charged to earnings as probable losses are incurred. Losses are charged against the allowance when management believes the collectability of a loan balance is unlikely. Subsequent recoveries, if any, are credited to the allowance.

The allowance for loan losses is evaluated on a regular basis by management and is based upon management's periodic review of the collectability of the loans in light of historical experience, the nature and volume of the loan portfolio, adverse situations that may affect the borrower's ability to repay, estimated value of underlying collateral and prevailing economic conditions. The evaluation is inherently subjective, as it requires estimates that are susceptible to significant revision as more information becomes available. The Company's methodology for assessing the appropriateness of the allowance consists of several key elements, which includes a general formulaic allowance and a specific allowance on impaired loans. The formulaic portion of the general credit loss allowance is established by applying a loss percentage factor to the different loan types based on historical loss experience adjusted for qualitative factors.

A loan is considered impaired when, based on current information and events, it is probable the Company will be unable to collect principal and interest when due according to the contractual terms of the original 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 are generally 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 borrowers, 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, construction and real estate loans by either the present value of the expected future cash flows discounted at the loan's effective interest rate, or the fair value of the collateral less estimated selling costs if the loan is collateral dependent. When the net realizable value of an impaired loan is less than the book value of the loan, impairment is recognized by adjusting the allowance for loan losses. Uncollected accrued interest is reversed against interest income. If ultimate collection of principal is in doubt, all subsequent cash receipts including interest payments on impaired loans are applied to reduce the principal balance.

For all portfolio segments, a restructuring of a debt constitutes a troubled debt restructuring ("TDR") if the Company grants a concession to the borrower for economic or legal reasons related to the borrower's financial difficulties that it would not otherwise consider. TDRs typically present an elevated level of credit risk as the borrowers are not able to perform according to the original contractual terms. Loans or leases that are reported as TDRs are considered impaired and measured for impairment as described above.

Premises and equipment – Premises and equipment are stated at cost less accumulated depreciation, which is computed on the straight-line method over the estimated useful lives of the assets. Asset lives range from 3 to 39 years. Leasehold improvements are amortized over the terms of the respective leases or the estimated useful lives of the improvements, whichever is less. Gains or losses on dispositions are reflected in earnings.

Operating lease right-of-use assets –The Company's leases are classified as operating leases, and therefore, were previously not recognized on the Company's consolidated financial statements. With the adoption of FASB ASU 2016-02, *Leases (Topic 842)*, operating lease agreements are required to be recognized on the consolidated financial statements as a right-of-use ("ROU") asset and a corresponding lease liability. The Company elected not to include short-term leases (i.e., leases with initial terms of twelve months or less), or equipment leases (deemed immaterial) on the consolidated financial statements.

The calculated amount of the ROU assets and lease liabilities are impacted by the length of the lease term and the discount rates used to calculate the present value the minimum lease payments. For the discount rate the Company utilizes its incremental borrowing rate at lease inception over a similar term. For operating leases existing prior to January 1, 2019, the rate for the remaining lease term as of January 1, 2019 was used.

Other real estate owned – Real estate properties acquired through, or in lieu of, foreclosure are to be sold and are initially recorded at the fair value of the properties less estimated costs of disposal. Any write-down to fair value at the time of transfer to other real estate owned ("OREO") is charged to the allowance for loan losses. Properties are evaluated regularly to ensure that the recorded amounts are supported by their current fair values, and that write-downs to reduce the carrying amounts to fair value less estimated costs to dispose are recorded as necessary. Any subsequent reductions in carrying values, and revenue and expense from the operations of properties, are charged to operations.

Bank-owned life insurance – Bank owned life insurance is carried at the amount due upon surrender of the policy, which is also the estimated fair value. This amount was provided by the insurance companies based on the terms of the underlying insurance contract.

Off-balance-sheet credit related financial instruments – In the ordinary course of business, the Company has entered into commitments to extend credit, including commitments under credit arrangements, commercial letters of credit, and standby letters of credit. Such financial instruments are recorded when they are funded. The Company maintains a separate allowance for off-balance-sheet commitments. Management estimates anticipated losses using historical data and utilization assumptions. The allowance for off-balance-sheet commitments is included in accrued expenses and other liabilities.

Goodwill and other intangible assets – At December 31, 2020 the Company had $13.5 million in goodwill and other intangible assets. Goodwill is initially recorded when the purchase price paid for an acquisition exceeds the estimated fair value of the net identified tangible and intangible assets acquired. Goodwill is reviewed for potential impairment on an annual basis or more frequently if events or circumstances indicate a potential impairment, at the reporting unit level. The Company has one reporting unit, the Bank, for purposes of computing goodwill. In 2019, the Company elected to early adopt FASB ASU 2017-04, *Intangibles - Goodwill and Other (Topic 350): Simplifying the Test for Goodwill Impairment.* The guidance removed Step 2 of the goodwill impairment test. Goodwill is now the amount by which a reporting unit's carrying value exceeds its fair value, not to exceed the carrying amount of goodwill.

For the years ended December 31, 2020 and December 31, 2019, the Company's goodwill impairment evaluation, based on its qualitative assessment, indicated there was no impairment. No assurance can be given that the Company will not record an impairment loss on goodwill in the future.

Core deposit intangibles are amortized to noninterest expenses using an accelerated method over ten years. Net unamortized core deposit intangible totaled $19,000 and $34,000 at December 31, 2020 and 2019, respectively. Amortization expense related to core deposit intangible totaled $15,000 and $19,000 during the years ended December 31, 2020 and 2019, respectively.

In 2006, the Bank completed a deposit transfer and assumption transaction with an Oregon-based bank for a $1.3 million premium. In connection with completion of the transaction, the Oregon Department of Consumer and Business Services issued a Certificate of Authority to the Bank authorizing it to conduct a banking business in the State of Oregon. The premium, and the resultant right to conduct business in Oregon, is recorded as an indefinite-lived intangible asset.

Impairment of long-lived assets – Management periodically reviews the carrying value of its long-lived assets to determine if impairment has occurred or whether changes in circumstances have occurred that would require a revision to the remaining useful life, of which there have been none. In making such determination, management evaluates the performance, on an undiscounted basis, of the underlying operations or assets which give rise to such amount.

Transfers of financial assets – Transfers of financial assets, including cash, investment securities, loans and loans held for sale, 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 Company, (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 Company does not maintain effective control over the transferred assets through either an agreement to repurchase them before their maturity, or the ability to cause the buyer to return specific assets.

Income taxes – Deferred tax assets and liabilities result from differences between the financial statement carrying amounts and the tax bases of assets and liabilities, and are reflected at currently enacted income tax rates applicable to the period in which the deferred tax assets or liabilities are expected to be realized or settled. Deferred tax assets are reduced by a valuation allowance when management determines that it is more likely than not that some portion or all of the deferred tax assets will not be realized. As changes in tax laws or rates are enacted, deferred tax assets and liabilities are adjusted through the provision for income taxes.

The Company files a consolidated federal income tax return. The Bank provides for income taxes separately and remits to the Company amounts currently due in accordance with a tax allocation agreement between the Company and the Bank.

As of December 31, 2020, the Company had no unrecognized tax benefits. The Company's policy is to recognize interest and penalties on unrecognized tax benefits in "Income Taxes" in the consolidated statements of income. There were no amounts related to interest and penalties recognized for the year ended December 31, 2020. The tax years that remain subject to examination by federal and state taxing authorities are the years ended December 31, 2019, 2018 and 2017.

Stock-based compensation – Accounting guidance requires measurement of compensation cost for all stock based awards based on the grant date fair value and recognition of compensation cost over the service period of stock based awards. The fair value of stock options is determined using the Black-Scholes valuation model. The Company's stock compensation plans are described more fully in Note 16.

Cash equivalents and cash flows – The Company considers all amounts included in the balance sheet caption "Cash and due from banks" to be cash equivalents. Cash and cash equivalents have a maturity of 90 days or less at the time of purchase. Cash flows from loans, interest bearing deposits in banks, federal funds sold, short-term borrowings, secured borrowings and deposits are reported net. The Company maintains balances in depository institution accounts which, at times, may exceed federally insured limits. The Company has not experienced any losses in such accounts.

Certificates of deposit held for investment – Certificates of deposit held for investments include amounts invested with financial institutions for a stated interest rate and maturity date. Early withdraw penalties apply, however the Company plans to hold these investments to maturity.

Earnings per share – Basic earnings per share excludes dilution and is computed by dividing net income by the weighted average number of common shares outstanding. Diluted earnings per share reflect the potential dilution that could occur if common shares were issued pursuant to the exercise of options under the Company's stock option plans. Stock options excluded from the calculation of diluted earnings per share because they are antidilutive, were 164,000 and 182,243 in 2020 and 2019, respectively.

Comprehensive income – Recognized revenue, expenses, gains and losses are included in net income. Certain changes in assets and liabilities, such as prior service costs and amortization of prior service costs related to defined benefit plans and unrealized gains and losses on securities available for sale, are reported within equity in other accumulated comprehensive loss in the consolidated balance sheet. Such items, along with net income, are components of comprehensive loss. Gains and losses on securities available for sale are reclassified to net income as the gains or losses are realized upon sale of the securities. Other-than-temporary impairment charges are reclassified to net income at the time of the charge.

Business segment – The Company operates a single business segment. The financial information that is used by the chief operating decision maker in allocating resources and assessing performance is only provided for one reportable segment as of December 31, 2020 and 2019.

Revenue Recognition – The Company recognizes revenue as it is earned based on contractual terms, as transactions occur, or as services are provided and collectability is reasonably assured. The principal source of revenue is interest income from loans and investments, which is out of scope of ASC 606. The Company also earns non-interest income from various banking services offered to its customers. Gain on sales of loans, investment securities, earnings on bank-owned life insurance, and other income are not within the scope of ASC 606. The Company's revenue from contracts with customers within the scope of ASC 606 is recognized in non-interest income. Certain specific policies related to those in scope with revenue streams income include the following:

<u>Service Charges on Deposit Accounts</u> – The Company earns fees from its deposit customers by providing contractual transaction-based, account maintenance, and overdraft services. Transaction-based fees, which include services such as ATM use fees, stop payment charges, statement rendering, and ACH fees, are recognized at the time the transaction is executed at the point in time the Company fulfills the customer's request for product or service. Fees, which relate primarily to deposit account maintenance, are earned over the course of a month, representing the period over which the Company satisfies its performance obligation. Fees for performing that service are then assessed at the close of the statement period. Overdraft fees are recognized at the point in time that the overdraft is created by the payment of a check against a deposit account in which there are not sufficient funds to pay that item. Service charges on deposits are collected directly from the customer's account balance per the terms of the contract with the depositor.

Interchange and Other Fees – The Company earns interchange fees from debit or credit cardholder transactions, from cards issued by the Company to its customers or processed for non-customers, conducted through various card payment networks. Interchange fees from cardholder transactions represent a percentage of the underlying transaction value and are recognized daily, concurrently with the transaction processing services provided to the cardholder. Other service charges include revenue from processing wire transfers, bill pay service, cashier's checks, and other services. The Company's performance obligation for interchange and other service charges are largely satisfied, and related revenue recognized, when completion of the services are rendered at a point in time.

The following table presents the Company's noninterest income by revenue stream and reportable segment for the years ended December 31, 2020 and December 31, 2019. Items outside the scope of ASC 606 are noted as such.

	Twelve Months Ended December 31,	
	2020	2019
	(in thousands)	
Service charges on deposits	$ 1,544	$ 2,055
Gain on sale of loans, net [1]	13,728	7,204
Gain on sale of investment securities, net [1]	-	102
Earnings on bank owned life insurance [1]	498	667
Interchange and other fees	4,160	3,641
Other [1]	216	226
Total noninterest income	$ 20,146	$ 13,895

[1] Not within the scope of ASC 606

Recent accounting pronouncements – adopted

FASB ASU 2016-02, *Leases (Topic 842),* was issued in February 2016, to increase transparency and comparability of leases among organizations and to disclose key information about leasing arrangements. The Update sets out the principles for the recognition, measurement, presentation and disclosure of leases for both lessees and lessors. The Update requires lessees to apply a dual approach, classifying leases as either a finance or operating lease. This classification will determine whether the lease expense is recognized based on an effective interest method or on a straight-line basis over the term of the lease. A lessee is also required to record a right-of-use asset and a lease liability for all leases with a term greater than 12 months regardless of their classification. All cash payments will be classified within operating activities in the statement of cash flows. In transition, lessees and lessors are required to recognize and measure leases at the beginning of the earliest period presented using a modified retrospective approach. The Update is effective for public entities for fiscal years beginning after December 15, 2018, including interim periods within those fiscal years. The Company adopted the provisions of this standard retrospectively during 2019, recorded a right-of-use asset and corresponding lease liability, and made relevant disclosures in Footnote 7.

FASB ASU 2018-02, *Income Statement—Reporting Comprehensive Income (Topic 220): Reclassification of Certain Tax Effects from Accumulated Other Comprehensive Income* addresses the issue of stranded tax effects within accumulated other comprehensive income. The amendment allows for a reclassification from accumulated other comprehensive income to retained earnings for stranded tax effects resulting from the enactment of the Tax Cuts and Jobs Act on December 22, 2017. An entity shall disclose a description of the accounting policy for reclassifying income tax effects from accumulated other comprehensive income. An entity that elects to reclassify shall disclose a statement that an election was made to reclassify from accumulated other comprehensive income to retained earnings. An entity that does not elect to reclassify shall disclosure in the period of adoption a statement that an election was not made to reclassify the income tax effects from accumulated other comprehensive income to retained earnings. The Update is effective for reporting periods beginning after December 15, 2018, with early adoption permitted. The adoption of ASU No. 2018-02 as of January 1, 2019 did not have a material impact on the Company's consolidated financial statements.

FASB ASU 2018-13, *Fair Value Measurement (Topic 820): Disclosure Framework – Changes to the Disclosure Requirements for Fair Value Measurement* was issued in August 2018 and modifies the disclosure requirements on fair value measurements in Topic 820. The amendments in this Update are effective for all entities for fiscal years, and interim periods within those fiscal years, beginning after December 15, 2019. The adoption of ASU No. 2018-13 as of January 1, 2020 did not have a material impact on the Company's consolidated financial statements.

Recent accounting pronouncements – not yet effective

FASB ASU 2016-13, *Financial Instruments: Credit Losses (Topic 326): Measurement of Credit Losses on Financial Instruments,* was issued in June 2016. Commonly referred to as the current expected credit loss model ("CECL"), this Update requires financial assets measured at amortized cost basis to be presented at the net amount expected to be collected. The allowance for credit losses is a valuation account that is deducted from the amortized cost basis of the financial asset to present the net carrying value at the amount expected to be collected on the financial asset. The measurement of expected credit losses is based on relevant information about past events including historical experience, current conditions, and reasonable and supportable forecasts that affect the collectability of the reported amount. The amendment affects loans, debt securities, trade receivables, net investments in leases, off balance-sheet credit exposures, reinsurance receivables, and any other financial asset not excluded from the scope that have the contractual right to receive cash. The Update replaces the incurred loss impairment methodology, which generally only considered past events and current conditions, with a methodology that reflects the expected credit losses and required consideration of a broader range of reasonable and supportable information to estimate all expected credit losses. In October 2019, the FASB voted to approve amendments to the effective date of ASU No. 2016-13 for smaller reporting companies, as defined by the SEC, and other non-SEC reporting entities. The amendment delays the effective date for the Company until interim and annual periods beginning after December 15, 2022. An entity will apply the amendments through a cumulative-effect adjustment to retained earnings as of the beginning of the first reporting period in which the guidance is adopted. A prospective transition approach is required for debt securities. The Company is currently evaluating the impact that this Update will have on its Consolidated Financial Statements.

FASB ASU 2019-04, *Codification Improvements to Topic 326, Financial Instruments—Credit Losses, Topic 815, Derivatives and Hedging, and Topic 825, Financial Instruments,* was issued in April 2019 and affects a variety of topics in the Codification and applies to all reporting entities within the scope of the affected accounting guidance. This Update is not expected to have a significant impact on the Company's consolidated financial statements.

FASB ASU 2019-05, *Financial Instruments – Credit Losses (Topic 326): Targeted Transition Relief,* was issued in May 2019 to provide entities with an option to irrevocably elect the fair value option applied on an instrument-by-instrument basis for eligible instruments. This guidance is effective for fiscal years, and interim periods within those fiscal years beginning after December 15, 2019. This Update is not expected to have a significant impact on the Company's consolidated financial statements.

FASB ASU 2019-12, *Income Taxes (Topic 740): Simplifying the Accounting for Income Taxes*, was issued in December 2019, which simplifies the accounting for income taxes by removing certain exceptions to the general principles in Topic 740. The amendments also improve consistent application of and simplify GAAP for the areas of Topic 740 by clarifying and amending existing guidance. This guidance is effective for fiscal years, and interim periods within those fiscal years beginning after December 15, 2020. Early adoption of the amendments is permitted, including adoption in any interim period for which financial statements have not yet been issued. Depending on the amendment, adoption may be applied on the retrospective, modified retrospective, or prospective basis. The Company is currently reviewing the provisions of this new pronouncement, but does not expect adoption of this guidance to have a material impact on the Company's consolidated financial statements.

FASB ASU 2020-04, *Reference Rate Reform (Topic 848), as amended by ASU 2021-01*, was issued in March 2020 and provides optional expedients and exceptions for applying GAAP to loan and lease agreements, derivative contracts, and other transactions affected by the anticipated transition away from LIBOR toward new interest rate benchmarks. For transactions that are modified because of reference rate reform and that meet certain scope guidance (i) modifications of loan agreements should be accounted for by prospectively adjusting the effective interest rate and the modification will be considered "minor" so that any existing unamortized origination fees/costs would carry forward and continue to be amortized and (ii) modifications of lease agreements should be accounted for as a continuation of the existing agreement with no reassessments of the lease classification and the discount rate or remeasurements of lease payments that otherwise would be required for modifications not accounted for as separate contracts. ASU 2020-04 also provides numerous optional expedients for derivative accounting and is effective March 12, 2020 through December 31, 2022. An entity may elect to apply the ASU for contract modifications as of January 1, 2020, or prospectively from a date within an interim period that includes or is subsequent to March 12, 2020, up to the date that the financial statements are available to be issued. Once elected for a Topic or an Industry Subtopic within the Codification, the amendments in this ASU must be applied prospectively for all eligible contract modifications for that Topic or Industry Subtopic. The Company's LIBOR exposure is with trust preferred securities and LIBOR indexed loans. The Company anticipates this ASU will simplify any modifications executed between the selected start date (yet to be determined) and December 31, 2022 that are directly related to LIBOR transition by allowing prospective recognition of the continuation of the contract, rather than extinguishment of the old contract resulting in writing off unamortized net deferred fees. The Company does not expect this ASU to have a material impact on its business operations and the Consolidated Financial Statements.

NOTE 2 – RESTRICTED ASSETS

Federal Reserve Board regulations require that the Bank maintain certain minimum reserve balances in cash on hand and on deposit with the Federal Reserve Bank, based on a percentage of deposits. The required reserve balance at December 31, 2020 and 2019 was met by holding cash.

NOTE 3 – INVESTMENT SECURITIES AND NONMARKETABLE INVESTMENT SECURITIES

Investment securities

Investment securities consist principally of short and intermediate term debt instruments issued by the U.S. Treasury, other U.S. government agencies, state and local governments, other corporations, and mortgaged backed securities ("MBS"). Investment securities have been classified according to management's intent.

The amortized cost of securities and their approximate fair value were as follows:

	December 31, 2020			
	Amortized Cost	Gross Unrealized Gains	Gross Unrealized Losses	Fair Value
Available for Sale	(in thousands)			
Collateralized mortgage obligations	$ 46,292	$ 1,688	$ 106	$ 47,874
Mortgage backed securities	16,476	548	40	16,984
Municipal securities	53,306	4,047	40	57,313
Corporate debt securities	2,002	14	-	2,016
Total available for sale	$ 118,076	$ 6,297	$ 186	$ 124,187
Held to maturity				
Mortgage backed securities	$ 7	$ -	$ -	$ 7
Municipal securities	916	-	-	916
Total held to maturity	$ 923	$ -	$ -	$ 923

	December 31, 2019			
	Amortized Cost	Gross Unrealized Gains	Gross Unrealized Losses	Fair Value
Available for Sale	(in thousands)			
Collateralized mortgage obligations	$ 44,665	$ 628	$ 152	$ 45,141
Mortgage backed securities	18,795	362	27	19,130
Municipal securities	34,720	1,277	113	35,884
Corporate debt securities	2,003	2	1	2,004
Total available for sale	$ 100,183	$ 2,269	$ 293	$ 102,159
Held to maturity				
Mortgage backed securities	$ 15	$ -	$ -	$ 15
Municipal securities	1,041	-	-	1,041
Total held to maturity	$ 1,056	$ -	$ -	$ 1,056

Unrealized losses and fair value, aggregated by investment category and length of time that individual securities have been in continuous unrealized loss position, as of December 31, 2020 and December 31, 2019, were as follows:

	December 31, 2020					
	Less Than 12 Months		12 Months or More		Total	
	Fair Value	Unrealized Losses	Fair Value	Unrealized Losses	Fair Value	Unrealized Losses
Available for sale			(in thousands)			
Collateralized mortgage obligations	$ 7,805	$ 104	$ 121	$ 2	$ 7,926	$ 106
Mortgage backed securities	7,769	37	344	3	8,113	40
Municipal securities	4,382	40	-	-	4,382	40
Total	$ 19,956	$ 181	$ 465	$ 5	$ 20,421	$ 186

	December 31, 2019					
	Less Than 12 Months		12 Months or More		Total	
	Fair Value	Unrealized Losses	Fair Value	Unrealized Losses	Fair Value	Unrealized Losses
Available for sale			(in thousands)			
Collateralized mortgage obligations	$ 6,598	$ 45	$ 10,466	$ 107	$ 17,064	$ 152
Mortgage backed securities	691	1	2,883	26	3,574	27
Municipal securities	6,158	113	-	-	6,158	113
Corporate debt securities	1,000	1	-	-	1,000	1
Total	$ 14,447	$ 160	$ 13,349	$ 133	$ 27,796	$ 293

At December 31, 2020, there were 30 investment securities in an unrealized loss position. The unrealized losses on these securities were caused by changes in interest rates, widening pricing spreads and market illiquidity, leading to a decline in the fair value subsequent to their purchase. The Company has evaluated the securities shown above and anticipates full recovery of amortized cost with respect to these securities at maturity or sooner in the event of a more favorable market environment. Based on management's evaluation, and because the Company does not have the intent to sell these securities and it is not more likely than not that it will have to sell the securities before recovery of cost basis, the Company does not consider these investments to be other-than-temporarily impaired at December 31, 2020.

For collateralized mortgage obligations ("CMOs") the Company estimates expected future cash flows of the underlying collateral, together with any credit enhancements. The expected future cash flows of the underlying collateral are determined using the remaining contractual cash flows adjusted for future expected credit losses (which considers current delinquencies, future expected default rates and collateral value by vintage) and prepayments. The expected cash flows of the security are then discounted to arrive at a present value amount. For the years ended December 31, 2020 and 2019, no CMO was determined to be other-than-temporarily-impaired. The Company has not recorded impairments related to credit losses through earnings for the years ended December 31, 2020 and 2019.

Proceeds from sales of securities available-for-sale were $0 and $26.8 million for the years ended December 31, 2020 and December 31, 2019, respectively. The following table provides the gross realized gains and losses on the sales of securities for the periods indicated:

	Twelve Months Ended December 31,	
	2020	2019
	(in thousands)	
Gross realized gain on sale of securities	$ -	$ 284
Gross realized loss on sale of securities	-	182
Net realized gain on sale of securities	$ -	$ 102

The Company did not engage in originating subprime mortgage loans, and it does not believe that it has material exposure to subprime mortgage loans or subprime mortgage backed securities. Additionally, the Company does not own any sovereign debt of Eurozone

nations or structured financial products, such as collateralized debt obligations or structured investment vehicles, which are known by the Company to have elevated risk characteristics.

The amortized cost and fair value of CMOs and MBS are presented by expected average life, rather than contractual maturity. Expected maturities may differ from contractual maturities because borrowers may have the right to prepay underlying loans without prepayment penalties.

The amortized cost and estimated fair value of investment securities at December 31, 2020, by maturity were as follows:

	December 31, 2020			
	Held to Maturity		Available for Sale	
	Amortized Cost	Fair Value	Amortized Cost	Fair Value
	(in thousands)			
Due in one year or less	$ 122	$ 122	$ 539	$ 554
Due after one year through five years	-	-	7,309	7,559
Due after five years through ten years	801	801	45,398	47,999
Due after ten years	-	-	61,009	64,190
Declining balance securities	-	-	3,821	3,885
Total investment securities	$ 923	$ 923	$ 118,076	$ 124,187

At December 31, 2020 and December 31, 2019, investment securities with an estimated fair value of $99.3 million and $75.1 million were pledged to secure public deposits, certain nonpublic deposits and borrowings, respectively.

Nonmarketable investment securities

As required of all members of the FHLB system, the Company maintains an investment in the capital stock of the FHLB in an amount equal to the greater of $500,000 or 0.5% of home mortgage loans and pass-through securities plus 5.0% of the outstanding balance of mortgage home loans sold to FHLB under the Mortgage Purchase Program. Participating banks record the value of FHLB stock equal to its par value at $100 per share. At December 31, 2020 and December 31, 2019, the Company held $1.1 million and $1.2 million in FHLB stock, respectively.

The Company owns $1.0 million in common stock in PCBB, from which the Company receives a variety of corresponding banking services through its banking subsidiary Pacific Coast Bankers Bank. When evaluating this investment for impairment, the value is determined based on the recovery of the par value through any redemption by PCBB or from the sale to another eligible purchaser, rather than by recognizing temporary declines in value. PCBB disclosed that it reported net income for the twelve month period ended December 31, 2020 and maintains capital ratios that exceed "well capitalized" standards for regulatory purposes.

NOTE 4 – LOANS AND ALLOWANCE FOR LOAN LOSSES AND CREDIT QUALITY

Loans held in the portfolio at December 31, 2020 and December 31, 2019, were as follows:

	December 31,	
	2020	2019
	(in thousands)	
Commercial and agricultural	$ 100,801	$ 132,168
PPP	96,070	-
Real estate:		
Construction and development	20,722	45,227
Residential 1-4 family	77,045	85,711
Multi-family	31,311	29,865
Commercial real estate -- owner occupied	156,833	147,049
Commercial real estate -- non owner occupied	165,365	153,865
Farmland	28,516	32,370
Total real estate	479,792	494,087
Consumer	55,361	59,014
Gross loans	732,024	685,269
Deferred fees	(2,626)	(830)
Loans, net	$ 729,398	$ 684,439

Commercial and Agricultural. The Company's commercial and agricultural loans consist primarily of secured revolving operating lines of credit, equipment financing, accounts receivable and inventory financing and business term loans, some of which may be partially guaranteed by the Small Business Administration or the U.S. Department of Agriculture. The Company's credit policies determine advance rates against the different forms of collateral that can be pledged against commercial loans. Typically, the majority of loans will be limited to a percentage of the underlying collateral values such as equipment, eligible accounts receivable and finished inventory. Individual advance rates may be higher or lower depending upon the financial strength of the borrower, quality of the collateral and/or term of the loan.

Paycheck Protection Program ("PPP"). This program was established by the Coronavirus Aid, Relief and Economic Security Act ("CARES Act"), enacted on March 27, 2020, in response to the Coronavirus Disease 2019 ("COVID-19") pandemic. The PPP is administered by the Small Business Administration (SBA). PPP loans may be forgiven by the SBA and are 100 percent guaranteed by the SBA. These loans have either a two-year or five-year maturity date and earn interest at 1%. The Bank also earns a fee based on the size of the loan, which is recognized over the life of the loan. The balance of unamortized net deferred fees on SBA PPP loans was $2.2 million at December 31, 2020. The Bank expects that a majority of SBA PPP borrowers will seek full or partial forgiveness of their loan obligations in accordance with the CARES Act.

Real Estate. The Company originates owner occupied and non-owner occupied commercial real estate and multifamily loans within its primary market areas. Underwriting standards require that commercial and multifamily real estate loans not exceed 65-80% of the lower of appraised value at origination or cost of the underlying collateral, depending upon specific property type. Underwriting standards may be more conservative from time to time dependent upon current factors that create elevated risk within certain real estate property types. The cash flow coverage to debt servicing requirement is generally that annual cash flow be a minimum of between 1.25-1.35 times debt service for commercial real estate loans. Cash flow coverage is calculated using a market interest rate.

Commercial real estate and multifamily loans typically involve a greater degree of risk than single-family residential mortgage loans. Payments on loans secured by multifamily and commercial real estate properties are dependent on successful operation and management of the properties and repayment of these loans is affected by adverse conditions in the real estate market or the economy. The Company seeks to minimize these risks by scrutinizing the financial condition of the borrower, the quality and value of the collateral, and the management of the property securing the loan. In addition, commercial real estate loan portfolios are reviewed annually to evaluate the performance of individual loans greater than $500,000 and for potential changes in interest rates, occupancy, and collateral values.

Non-owner occupied commercial real estate loans are loans in which less than 50% of the property is occupied by the owner and include loans such as apartment complexes, hotels and motels, retail centers and mini-storage facilities. Repayment of non-owner

occupied commercial real estate loans is dependent upon the lease or resale of the subject property. Loan amortizations range from 10 to 30 years, although terms typically do not exceed 10 years. Interest rates can be either floating or fixed. Floating rates are typically indexed to the prime rate, LIBOR, or Federal Home Loan Bank advance rates plus a defined margin. Fixed rates are generally set for periods of three to five years with either a rate reset provision or a payment due at maturity. Prepayment penalties are often sought on term commercial real estate loans.

The Company originates single-family residential construction loans for custom homes where the home buyer is the borrower. It has also provided financing to builders for the construction of pre-sold homes and, in selected cases, to builders for the construction of speculative residential property. The Company endeavors to limit construction lending risks through adherence to specific underwriting guidelines and procedures. Repayment of construction loans is dependent upon the sale of individual homes to consumers or in some cases to other developers. Construction loans are generally short-term in nature and most loans mature in one to two years. Interest rates are usually floating and fully indexed to a short-term rate index. The Company's credit policies address maximum loan to value, cash equity requirements, inspection requirements, and overall credit strength.

The majority of one-to-four family residential loans are secured by single-family residences located in the Company's primary market areas. Single-family portfolio loans are generally owner-occupied and underwriting standards require that loan amounts not exceed 80% of the lower of appraised value at origination or cost of the underlying collateral. Terms typically range from 15 to 30 years. Repayment of these loans comes from the borrower's personal cash flows and liquidity, and collateral values are a function of residential real estate values in the markets we serve. These loans include primary residences, second homes, rental homes and home equity loans and home equity lines of credit.

Consumer. The Company originates consumer loans and lines of credit that are both secured and unsecured. Underwriting standards ensures a qualifying primary and secondary source of repayment. Underwriting standards for home equity loans are significantly influenced by statutory requirements. To monitor and manage consumer loan risk, policies and procedures are developed and modified, as needed. The majority of consumer loans are disbursed among many individual borrowers which reduces the credit risk for this type of loan. The Company also purchases indirect consumer loans for classic and exotic cars.

Allowance for loan losses and credit quality

The allowance for loan losses represents the Company's estimate as to the probable credit losses inherent in its loan portfolio. The allowance for loan losses is increased through periodic charges to earnings through provision for loan losses and represents the aggregate amount, net of loans charged-off and recoveries on previously charged-off loans, that is needed to establish an appropriate reserve for credit losses. The allowance is estimated based on a variety of factors and using a methodology as described below:

- The Company classifies loans into relatively homogeneous pools by loan type in accordance with regulatory guidelines for regulatory reporting purposes. The Company regularly reviews all loans within each loan category to establish risk ratings for them that include Pass, Watch, Special Mention, Substandard, Doubtful and Loss. Pursuant to ASC 310 "Accounting by Creditors for Impairment of a Loan", the impaired portion of collateral dependent loans is charged-off. Other risk-related loans not considered impaired have loss factors applied to the various loan pool balances to establish loss potential for provisioning purposes.

- Analyses are performed to establish the loss factors based on historical experience, as well as expected losses based on qualitative evaluations of such factors as the economic trends and conditions, industry conditions, levels and trends in delinquencies and impaired loans, levels and trends in charge-offs and recoveries, among others. The loss factors are applied to loan category pools segregated by risk classification to estimate the loss inherent in the Company's loan portfolio pursuant to ASC 450 "Accounting for Contingencies."

- Additionally, impaired loans are evaluated for loss potential on an individual basis in accordance with ASC 310 "Accounting by Creditors for Impairment of a Loan" and specific reserves are established based on thorough analysis of collateral values where loss potential exists. When an impaired loan is collateral dependent and a deficiency exists in the fair value of collateral securing the loan in comparison to the associated loan balance, the deficiency is charged-off at that time or a specific reserve is established. Impaired loans are reviewed no less frequently than quarterly.

- In the event that a current appraisal to support the fair value of the real estate collateral underlying an impaired loan has not yet been received, but the Company believes that the collateral value is insufficient to support the loan amount,

an impairment reserve is recorded. In these instances, the receipt of a current appraisal triggers an updated review of the collateral support for the loan and any deficiency is charged-off or reserved at that time. In those instances where a current appraisal is not available in a timely manner in relation to a financial reporting cut-off date, the Company discounts the most recent third-party appraisal depending on a number of factors including, but not limited to, property location, local price volatility, local economic conditions, and recent comparable sales. In all cases, the costs to sell the subject property are deducted in arriving at the fair value of the collateral.

Changes in the allowance for loan losses for the twelve months ended December 31, 2020 and December 31, 2019 were as follows:

	Twelve Months Ended December 31, 2020				
	Balance at Beginning of Year	Charge-offs	Recoveries	Provision for Loan Losses	Balance at End of Year
			(in thousands)		
Commercial and agricultural	$ 1,482	$ (433)	$ 19	$ 613	$ 1,681
PPP	-	-	-	-	-
Real estate:					
Residential 1-4, Multi family, Const & Dev	1,059	-	135	(1,155)	39
Commercial real estate -- owner occupied	916	-	-	1,275	2,191
Commercial real estate -- non owner occupied	1,256	-	-	2,792	4,048
Farmland	1,042	-	-	(192)	850
Total real estate	4,273	-	135	2,720	7,128
Consumer	1,721	(160)	14	644	2,219
Unallocated	1,517	-	-	(477)	1,040
Total	$ 8,993	$ (593)	$ 168	$ 3,500	$ 12,068

	Twelve Months Ended December 31, 2019				
	Balance at Beginning of Year	Charge-offs	Recoveries	Provision for Loan Losses	Balance at End of Year
			(in thousands)		
Commercial and agricultural	$ 1,847	$ (30)	$ 56	$ (391)	$ 1,482
Real estate:					
Residential 1-4, Multi family, Const & Dev	983	-	34	42	1,059
Commercial real estate -- owner occupied	926	-	-	(10)	916
Commercial real estate -- non owner occupied	1,311	-	-	(55)	1,256
Farmland	680	-	-	362	1,042
Total real estate	3,900	-	34	339	4,273
Consumer	1,986	(139)	23	(149)	1,721
Unallocated	1,316	-	-	201	1,517
Total	$ 9,049	$ (169)	$ 113	$ -	$ 8,993

The allowance for loan losses disaggregated on the basis of the Company's impairment method as of December 31, 2020 and December 31, 2019 were as follows:

	December 31, 2020		
	Loans Individually Evaluated for Impairment	Loans Collectively Evaluated for Impairment	Total Allowance for Loan Losses
	(in thousands)		
Commercial and agricultural	$ 4	$ 1,677	$ 1,681
PPP	-	-	-
Real estate:			
Residential 1-4, Multi family, Const & Dev	-	39	39
Commercial real estate -- owner occupied	-	2,191	2,191
Commercial real estate -- non owner occupied	-	4,048	4,048
Farmland	-	850	850
Total real estate	-	7,128	7,128
Consumer	-	2,219	2,219
Unallocated	-	1,040	1,040
Total	$ 4	$ 12,064	$ 12,068

	December 31, 2019		
	Loans Individually Evaluated for Impairment	Loans Collectively Evaluated for Impairment	Total Allowance for Loan Losses
	(in thousands)		
Commercial and agricultural	$ 7	$ 1,475	$ 1,482
Real estate:			
Residential 1-4, Multi family, Const & Dev	-	1,059	1,059
Commercial real estate -- owner occupied	-	916	916
Commercial real estate -- non owner occupied	-	1,256	1,256
Farmland	-	1,042	1,042
Total real estate	-	4,273	4,273
Consumer	-	1,721	1,721
Unallocated	-	1,517	1,517
Total	$ 7	$ 8,986	$ 8,993

The recorded investment of loans disaggregated on the basis of the Company's impairment method as of December 31, 2020 and December 31, 2019 were as follows:

	December 31, 2020		
	Loans Individually Evaluated for Impairment	Loans Collectively Evaluated for Impairment	Gross Loans
		(in thousands)	
Commercial and agricultural	$ 1,808	$ 98,993	$ 100,801
PPP	-	96,070	96,070
Real estate:			
Residential 1-4, Multi family, Const & Dev	144	128,934	129,078
Commercial real estate -- owner occupied	263	156,570	156,833
Commercial real estate -- non owner occupied	98	165,267	165,365
Farmland	248	28,268	28,516
Total real estate	753	479,039	479,792
Consumer	-	55,361	55,361
Total	$ 2,561	$ 729,463	$ 732,024

	December 31, 2019		
	Loans Individually Evaluated for Impairment	Loans Collectively Evaluated for Impairment	Gross Loans
		(in thousands)	
Commercial and agricultural	$ 516	$ 131,651	$ 132,167
Real estate:			
Residential 1-4, Multi family, Const & Dev	826	159,977	160,803
Commercial real estate -- owner occupied	-	147,049	147,049
Commercial real estate -- non owner occupied	-	153,866	153,866
Farmland	-	32,370	32,370
Total real estate	826	493,262	494,088
Consumer	7	59,007	59,014
Total	$ 1,349	$ 683,920	$ 685,269

Credit Quality Indicators

Federal regulations require that the Bank periodically evaluate the risks inherent in its loan portfolios. In addition, the Washington Division of Banks and the Federal Deposit Insurance Corporation ("FDIC") have authority to identify problem loans and, if appropriate, require them to be reclassified. There are three classifications for problem loans: Substandard, Doubtful, and Loss. These terms are used as follows:

- "Substandard" loans have one or more defined weaknesses and are characterized by the distinct possibility some loss will be sustained if the deficiencies are not corrected.

- "Doubtful" loans have the weaknesses of loans classified as "Substandard," with additional characteristics that suggest the weaknesses make collection or recovery in full after liquidation of collateral questionable on the basis of currently existing facts, conditions, and values. There is a high possibility of loss in loans classified as "Doubtful."

- "Loss" loans are considered uncollectible and of such little value that continued classification of the credit as a loan is not warranted. If a loan or a portion thereof is classified as "Loss," it must be charged-off; meaning the amount of the loss is charged against the allowance for loan losses, thereby reducing that reserve.

The Bank also classifies some loans as "Pass" or Other Loans Especially Mentioned ("OLEM"). Within the "Pass" classification certain loans are "Watch" rated because they have elements of risk that require more monitoring than other performing loans. "Pass" grade

loans include a range of loans from very high credit quality to acceptable credit quality. These borrowers generally have strong to acceptable capital levels and consistent earnings and debt service capacity. Loans with higher grades within the "Pass" category may include borrowers who are experiencing unusual operating difficulties, but have acceptable payment performance to date. Overall, loans with a "Pass" grade show no immediate loss exposure. Loans classified as OLEM continue to perform but have shown deterioration in credit quality and require close monitoring.

Credit quality indicators as of December 31, 2020 and December 31, 2019 were as follows:

	December 31, 2020				
	Pass	Other Loans Especially Mentioned	Substandard	Doubtful	Total
			(in thousands)		
Commercial and agricultural	$ 91,317	$ 5,059	$ 4,425	$ -	$ 100,801
PPP	96,070	-	-	-	96,070
Real estate:					
Construction and development	20,722	-	-	-	20,722
Residential 1-4 family	74,730	533	1,782	-	77,045
Multi-family	31,311	-	-	-	31,311
Commercial real estate -- owner occupied	149,473	5,960	1,400	-	156,833
Commercial real estate -- non owner occupied	154,102	6,908	4,355	-	165,365
Farmland	19,342	4,638	4,536	-	28,516
Total real estate	449,680	18,039	12,073	-	479,792
Consumer	55,241	25	95	-	55,361
Gross Loans	692,308	23,123	16,593	-	732,024
Deferred fees	(2,626)	-	-	-	(2,626)
Loans, net	$ 689,682	$ 23,123	$ 16,593	$ -	$ 729,398

	December 31, 2019				
	Pass	Other Loans Especially Mentioned	Substandard	Doubtful	Total
			(in thousands)		
Commercial and agricultural	$ 125,052	$ 5,285	$ 1,830	$ -	$ 132,167
Real estate:					
Construction and development	44,990	-	237	-	45,227
Residential 1-4 family	83,534	66	2,111	-	85,711
Multi-family	29,865	-	-	-	29,865
Commercial real estate -- owner occupied	144,863	1,012	1,174	-	147,049
Commercial real estate -- non owner occupied	151,951	-	1,915	-	153,866
Farmland	24,661	3,460	4,249	-	32,370
Total real estate	479,864	4,538	9,686	-	494,088
Consumer	58,968	4	42	-	59,014
Gross Loans	663,884	9,827	11,558	-	685,269
Deferred fees	(830)	-	-	-	(830)
Loans, net	$ 663,054	$ 9,827	$ 11,558	$ -	$ 684,439

Impaired Loans

Impaired loans by type as of December 31, 2020 and 2019, and interest income recognized for the twelve months ended December 31, 2020 and 2019, were as follows:

	December 31, 2020						
	Recorded Investment With No Specific Valuation Allowance	Recorded Investment With Specific Valuation Allowance	Total Recorded Investment	Unpaid Contractual Principal Balance	Related Specific Valuation Allowance	Average Recorded Investment	Interest Income Recognized
				(in thousands)			
Commercial and agricultural	$ 1,640	$ 168	$ 1,808	$ 2,068	$ 4	$ 2,094	$ 10
PPP	-	-	-	-	-	-	-
Real Estate:							
Residential 1-4, Multi family, Const & Dev	144	-	144	168	-	173	-
Commercial real estate -- owner occupied	263	-	263	264	-	268	-
Commercial real estate -- non owner occupied	98	-	98	98	-	98	-
Farmland	248	-	248	252	-	252	-
Total real estate	753	-	753	782	-	791	-
Consumer	-	-	-	-	-	-	-
Total	$ 2,393	$ 168	$ 2,561	$ 2,850	$ 4	$ 2,885	$ 10

	December 31, 2019						
	Recorded Investment With No Specific Valuation Allowance	Recorded Investment With Specific Valuation Allowance	Total Recorded Investment	Unpaid Contractual Principal Balance	Related Specific Valuation Allowance	Average Recorded Investment	Interest Income Recognized
				(in thousands)			
Commercial and agricultural	$ 325	$ 191	$ 516	$ 516	$ 7	$ 531	$ -
Real Estate:							
Residential 1-4, Multi family, Const & Dev	826	-	826	918	-	933	-
Commercial real estate -- owner occupied	-	-	-	-	-	-	-
Commercial real estate -- non owner occupied	-	-	-	-	-	-	-
Farmland	-	-	-	-	-	-	-
Total real estate	826	-	826	918	-	933	-
Consumer	7	-	7	7	-	7	-
Total	$ 1,158	$ 191	$ 1,349	$ 1,441	$ 7	$ 1,471	$ -

Insider Loans

Certain related parties of the Company, principally directors and their affiliates, were loan customers of the Bank in the ordinary course of business during 2020 and 2019. Total related party loans outstanding at December 31, 2020 and 2019 to executive officers and directors were $2.7 million and $2.8 million, respectively. During 2020 and 2019, new loans or advances on existing loans of $0 and $2.0 million, respectively, were made, and repayments totaled $429,000 and $3.9 million, respectively. In management's opinion, these loans and transactions were on the same terms as those for comparable loans and transactions with non-related parties. No loans to related parties were on non-accrual, past due or restructured at December 31, 2020.

Aging Analysis

The following tables summarize the Company's loans past due, both accruing and nonaccruing, by type as of December 31, 2020 and December 31, 2019:

	2020						
	30-59 Days Past Due	60-89 Days Past Due	Greater Than 90 Days	Total Past Due	Non-accrual Loans	Loans Not Past Due	Total Loans
				(in thousands)			
Commercial and agricultural	$ 46	$ -	$ -	$ 46	$ 1,639	$ 99,116	$ 100,801
PPP	-	-	-	-	-	96,070	96,070
Real estate:							
Construction and development	-	-	-	-	-	20,722	20,722
Residential 1-4 family	266	-	-	266	144	76,635	77,045
Multi-family	-	-	-	-	-	31,311	31,311
Commercial real estate -- owner occupied	-	-	-	-	263	156,570	156,833
Commercial real estate -- non owner occupied	-	-	-	-	98	165,267	165,365
Farmland	-	-	-	-	248	28,268	28,516
Total real estate	266	-	-	266	753	478,773	479,792
Consumer	118	-	-	118	-	55,243	55,361
Deferred fees	-	-	-	-	-	(2,626)	(2,626)
Total	$ 430	$ -	$ -	$ 430	$ 2,392	$ 726,576	$ 729,398

	2019						
	30-59 Days Past Due	60-89 Days Past Due	Greater Than 90 Days	Total Past Due	Non-accrual Loans	Loans Not Past Due	Total Loans
				(in thousands)			
Commercial and agricultural	$ 377	$ -	$ -	$ 377	$ 325	$ 131,465	$ 132,167
Real estate:							
Construction and development	122	-	-	122	237	44,868	45,227
Residential 1-4 family	58	238	-	296	460	84,955	85,711
Multi-family	-	-	-	-	-	29,865	29,865
Commercial real estate -- owner occupied	-	-	-	-	-	147,049	147,049
Commercial real estate -- non owner occupied	244	-	-	244	-	153,622	153,866
Farmland	-	-	-	-		32,370	32,370
Total real estate	424	238	-	662	697	492,729	494,088
Consumer	64	3	-	67	7	58,940	59,014
Deferred fees	-	-	-	-	-	(830)	(830)
Total	$ 865	$ 241	$ -	$ 1,106	$ 1,029	$ 682,304	$ 684,439

Troubled Debt Restructured Loans

A modification of a loan constitutes a troubled debt restructuring ("TDR") when a borrower is experiencing financial difficulty and the modification constitutes a concession. There are various types of concessions when modifying a loan, however, forgiveness of principal is rarely granted by the Company. Commercial and industrial loans modified in a TDR may involve term extensions, below market interest rates and/or interest-only payments wherein the delay in the repayment of principal is determined to be significant when all elements of the loan and circumstances are considered. Additional collateral, a co-borrower, or a guarantor is often required. Commercial mortgage and construction loans modified in a TDR often involve reducing the interest rate for the remaining term of the loan, extending the maturity date at an interest rate lower than the current market rate for new debt with similar risk, or substituting or adding a new borrower or guarantor. Construction loans modified in a TDR may also involve extending the interest-only payment period. Residential mortgage loans modified in a TDR are primarily comprised of loans where monthly payments are lowered to accommodate the borrowers' financial needs. Land loans are typically structured as interest-only monthly payments with a balloon payment due at maturity. Land loans modified in a TDR typically involve extending the balloon payment by one to three years, and providing an interest rate concession. Home equity modifications are made infrequently and are uniquely designed to meet the specific needs of each borrower.

Loans modified in a TDR are considered impaired loans and typically already on non-accrual status. Partial charge-offs have in some cases already been taken against the outstanding loan balance. Loans modified in a TDR for the Company may have the financial effect of increasing the specific allowance associated with the loan. An allowance for impaired loans that have been modified in a TDR is measured based on the present value of expected future cash flows discounted at the loan's effective interest rate, the loan's observable market price, or the estimated fair value of the collateral, less any selling costs, if the loan is collateral dependent. The Company's practice is to re-appraise collateral dependent loans every six to twelve months. During the twelve months ended December 31, 2020, there was no impact on the allowance from TDRs during the period, as the loans classified as TDRs during the period did not have a specific reserve and were already considered impaired loans at the time of modification and no further impairment was required upon modification. The Company had one commitment to lend additional funds for loans classified as TDRs at December 31, 2020.

The Company closely monitors the performance of modified loans for delinquency, as delinquency is considered an early indicator of possible future default. The allowance may be increased, adjustments may be made in the allocation of the allowance, or partial charge-offs may be taken to further write-down the carrying value of the loan.

The following table presents TDRs as of December 31, 2020 and 2019, all of which were modified due to financial stress of the borrower. There were not any subsequent defaulted TDRs as of December 31, 2020 and two subsequent defaulted TDRs as of December 31, 2019.

The following tables summarize the Company's TDRs by type as of December 31, 2020 and December 31, 2019:

	December 31, 2020		
	Number of Loans	Pre-TDR Outstanding Recorded Investment	Post-TDR Outstanding Recorded Investment
	(dollars in thousands)		
Commercial and agriculture	3	$ 789	$ 617
Farmland	1	252	248
Total TDRs [1]	4	$ 1,041	$ 865

	December 31, 2019		
	Number of Loans	Pre-TDR Outstanding Recorded Investment	Post-TDR Outstanding Recorded Investment
	(dollars in thousands)		
Commercial and agriculture	1	$ 335	$ 191
Residential 1-4 family	1	194	129
Total TDRs [1]	2	$ 529	$ 320

[1] The period end balances are inclusive of all partial pay-downs and charge-offs since the modification date.

The following table presents TDRs modified or recorded during the year ended December 31, 2020. There were no loans modified or recorded as TDRs during the year ended December 31, 2019.

	December 31, 2020	
	Number of Loans	Recorded Investment
	(dollars in thousands)	
Commercial and agriculture	2	$ 449
Farmland	1	248
Total	3	$ 697

The following tables present troubled debt restructurings by accrual or nonaccrual status as of December 31, 2020 and 2019:

	December 31, 2020		
	Accrual Status	Non-Accrual Status	Total TDRs
		(in thousands)	
Commercial and agriculture	$ 168	$ 449	$ 617
Farmland	-	248	248
Total TDRs	$ 168	$ 697	$ 865

	December 31, 2019		
	Accrual Status	Non-Accrual Status	Total TDRs
		(in thousands)	
Commercial and agriculture	$ 191	$ -	$ 191
Residential 1-4 family	129	-	129
Total TDRs	$ 320	$ -	$ 320

Section 4013 of the CARES Act, “Temporary Relief From Troubled Debt Restructurings,” allows financial institutions the option to temporarily suspend certain requirements under U.S. GAAP related to TDRs for a limited period of time during the COVID-19 pandemic. In March 2020, various regulatory agencies, including the Board of Governors of the Federal Reserve System and the FDIC, (the "agencies") issued an interagency statement on loan modifications and reporting for financial institutions working with customers affected by COVID-19. The interagency statement was effective immediately and impacted accounting for loan modifications. The agencies confirmed with the staff of the FASB that short-term modifications made on a good faith basis in response to COVID-19 to borrowers who were current prior to any relief, are not to be considered TDRs. This includes short-term (e.g., six months) modifications, such as payment deferrals, fee waivers, extensions of repayment terms, or other delays in payment that are insignificant. Borrowers considered current are those that are less than 30 days past due on their contractual payments at the time a modification program is implemented.

As of December 31, 2020, the Company had total outstanding principle balance of $1.9 million COVID-19 related loan modifications under these provisions. These loans did not have financial difficulty prior to the COVID-19 pandemic and were generally modified for principal and interest payment deferral or interest only payments for up to six months. Modified loans continue to accrue interest and are evaluated for past due status based on the revised payment terms.

NOTE 5 – ACCUMULATED OTHER COMPREHENSIVE INCOME (LOSS)

The following table presents the changes in each component of accumulated other comprehensive income (loss), net of tax, for the twelve months ended December 31, 2020 and December 31, 2019:

	Investment Securities	Defined Benefit Plans	Total
	(in thousands)		
Balance, December 31, 2019	$ 1,538	$ (335)	$ 1,203
Change in fair value of investment securities available for sale	3,235	-	3,235
Reclassification adjustment of net loss from sale of investment securities available for sale included in income, net of tax	-	-	-
Unrecognized net actuarial loss during the period, net of tax	-	(238)	(238)
Amortization of net actuarial gain and prior service cost included in income	-	42	42
Net current period other comprehensive income (loss)	3,235	(196)	3,039
Balance, December 31, 2020	$ 4,773	$ (531)	$ 4,242

	Investment Securities	Defined Benefit Plans	Total
	(in thousands)		
Balance, December 31, 2018	$ (899)	$ (75)	$ (974)
Change in fair value of investment securities available for sale	2,498	-	2,498
Reclassification adjustment of net loss from sale of investment securities available for sale included in income, net of tax	(61)	-	(61)
Unrecognized net actuarial loss during the period, net of tax	-	(268)	(268)
Amortization of net actuarial gain and prior service cost included in income	-	8	8
Net current period other comprehensive income (loss)	2,437	(260)	2,177
Balance, December 31, 2019	$ 1,538	$ (335)	$ 1,203

The following table presents the components of other comprehensive income for the twelve months ended December 31, 2020 and December 31, 2019:

	Twelve Months Ended December 31, 2020		
	Before Tax	Tax Effect	Net of Tax
		(in thousands)	
Net unrealized gains on investment securities:			
Net unrealized gains arising during the period	$ 4,135	$ 900	$ 3,235
Less: reclassification adjustments for net gains realized in net income	-	-	-
Net unrealized gains on investment securities	4,135	900	3,235
Defined benefit plans:			
Net unrecognized actuarial loss	(301)	(63)	(238)
Amortization of net actuarial gains	53	11	42
Net pension plan liability adjustment	(248)	(52)	(196)
Other comprehensive income	$ 3,887	$ 848	$ 3,039

	Twelve Months Ended December 31, 2019		
	Before Tax	Tax Effect	Net of Tax
		(in thousands)	
Net unrealized gains on investment securities:			
Net unrealized gains arising during the period	$ 3,162	$ 664	$ 2,498
Less: reclassification adjustments for net gains realized in net income	(102)	(41)	(61)
Net unrealized gains on investment securities	3,060	623	2,437
Defined benefit plans:			
Net unrecognized actuarial loss	(339)	(71)	(268)
Amortization of net actuarial gains	10	2	8
Net pension plan liability adjustment	(329)	(69)	(260)
Other comprehensive income	$ 2,731	$ 554	$ 2,177

NOTE 6 – PREMISES AND EQUIPMENT

The components of premises and equipment at December 31, 2020 and 2019 were as follows:

	December 31,	
	2020	2019
	(in thousands)	
Land and premises	$ 19,760	$ 19,714
Equipment, furniture and fixtures	10,179	9,835
Construction in progress	207	632
	30,146	30,181
Less accumulated deprecation and amortization	(16,373)	(15,382)
Total premises and equipment	$ 13,773	$ 14,799

Depreciation expense was $1.2 million and $1.1 million for the years ending December 31, 2020 and December 31, 2021, respectively.

NOTE 7 – OPERATING LEASE RIGHT-OF-USE ASSET

Future minimum payments for operating leases with initial or remaining terms of one year or more as of December 31, 2020 are as follows:

		December 31, 2020
		(in thousands)
2021	$	492
2022		479
2023		474
2024		364
Thereafter		214
Total future minimum lease payments	$	2,023
Amounts representing interest		(76)
Total operating lease liabilities	$	1,947

At December 31, 2020 the weighted-average remaining lease term was 4.0 years and the weighted-average discount rate was 1.57%. Operating lease cost, interest on lease liabilities and amortization of ROU assets was $729,000 and $799,000 for the years ending December 31, 2020 and December 31, 2019, respectively.

NOTE 8 – OTHER REAL ESTATE OWNED

The Company had no activity related to OREO for the years ended December 31, 2020 and 2019 and had no properties classified as OREO at December 31, 2020 and December 31, 2019.

NOTE 9 – DEPOSITS

Time deposits that meet or exceed the FDIC Insurance limit of $250,000 at December 31, 2020 and 2019 were $15.2 million and $17.1 million, respectively.

The composition of deposits at December 31, 2020 and December 31, 2019 was as follows:

	December 31,			
		2020		2019
	(in thousands)			
Interest-bearing demand ("NOW")	$	292,032	$	228,579
Money market deposits		190,174		149,510
Savings deposits		137,615		104,871
Time deposits ("CDs")		65,895		70,668
Total interest-bearing deposits		685,716		553,628
Non-interest bearing demand		342,708		245,010
Total deposits	$	1,028,424	$	798,638

Scheduled maturities of CDs were as follows for future years ending December 31 (in thousands):

		Maturities
2021	$	42,958
2022		10,465
2023		5,243
2024		4,414
2025		2,795
Thereafter		20
Total	$	65,895

NOTE 10 – BORROWINGS

Federal funds purchased and short-term advances from the Federal Home Loan Bank generally mature within one to four days from the transaction date. The following is a summary of these borrowings:

	December 31,	
	2020	2019
	(dollars in thousands)	
Amount outstanding at end of period	$ -	$ -
Average balance during the year	$ -	$ 115
Average interest rate during the year	-	2.77%

Federal Home Loan Bank advances at December 31, 2020 and 2019 represent longer term advances from the Federal Home Loan Bank of Des Moines. Advances at December 31, 2020 bear interest at 2.23%. The advances mature in various years as follows (in thousands):

	Maturities
2021	$ 150
2022	150
2023	150
2024	103
Total	$ 553

NOTE 11 – JUNIOR SUBORDINATED DEBENTURES

At December 31, 2020, two wholly-owned subsidiary grantor trusts established by the Company had outstanding $13.4 million of Trust Preferred Securities. Trust preferred securities accrue and pay distributions periodically at specified annual rates as provided in the indentures. The trusts used the net proceeds from the offering of trust preferred securities to purchase a like amount of Junior Subordinated Debentures (the “Debentures”) of the Company. The Debentures are the sole assets of the trusts. The Company’s obligations under the Debentures and the related documents, taken together, constitute a full and unconditional guarantee by the Company of the obligations of the trusts. The trust preferred securities are mandatorily redeemable upon the maturity of the Debentures, or upon earlier redemption as provided in the indentures. The Company has the right to redeem the Debentures in whole or in part, at a redemption price specified in the indentures plus any accrued but unpaid interest to the redemption date.

The Debentures issued by the Company to the grantor trusts totaling $13.0 million are reflected in the consolidated balance sheet in the liabilities section under the caption “junior subordinated debentures.” The Company records interest expense on the corresponding junior subordinated debentures in the consolidated statements of income. The Company recorded $403,000 in the consolidated balance sheet at December 31, 2020 and December 31, 2019 for the common capital securities issued by the issuer trusts.

As of December 31, 2020 and December 31, 2019, regular accrued interest on junior subordinated debentures totaled $40,000 and $78,000, respectively, and is included in accrued expenses and other liabilities on the consolidated balance sheet.

The terms of the junior subordinated debentures as of December 31, 2020 and December 31, 2019 are:

Trust Name	Issue Date	Issued Amount	Rate	Maturity Date
		(dollars in thousands)		
Pacific Financial Corporation Statutory Trust I	December 2005	$ 5,000	LIBOR + 1.45% [1]	March 2036
Pacific Financial Corporation Statutory Trust II	June 2006	8,000	LIBOR + 1.60% [2]	July 2036
		$ 13,000		

[1] Pacific Financial Corporation Statutory Trust I securities incurred interest at the fixed rate of 6.39% until mid March 2011, at which the rate changed to a variable rate of 3-month LIBOR (0.23% at December 13, 2020 and 1.92% at December 31, 2019) plus 1.45%, adjusted quarterly, through the final maturity date in March 2036.

[2] Pacific Financial Corporation Statutory Trust II securities incur interest at a variable rate of 3-month LIBOR (0.23% at December 31, 2020 and 1.92% at December 31, 2019) plus 1.60%, adjusted quarterly, through the final maturity date in July 2036.

NOTE 12 – INCOME TAXES

The Company recorded an income tax provision for the twelve months ended December 31, 2020 and 2019. The amount of the provision for each period was commensurate with the estimated tax liability associated with the net income earned during the period. As of December 31, 2020, the Company believes that it is more likely than not that it will be able to fully realize its deferred tax asset and therefore has not recorded a valuation allowance.

The Company's provision for income taxes includes both federal and state income taxes and reflects the application of federal and state statutory rates to the Company's income before taxes. The principal difference between statutory tax rates and the Company's effective tax rate is the benefit derived from investing in tax-exempt securities and bank owned life insurance.

Income taxes are accounted for using the asset and liability method. Under this method, a deferred tax asset or liability is determined based on the enacted tax rates which will be in effect when the differences between the financial statement carrying amounts and tax basis of existing assets and liabilities are expected to be reported in the Company's income tax returns. The effect on deferred taxes of a change in tax rates is recognized in income in the period that includes the enactment date. Valuation allowances are established to reduce the net carrying amount of deferred tax assets if it is determined to be more likely than not that all or some portion of the potential deferred tax asset will not be realized.

The Company applies the provisions of ASC 740, Income Taxes, relating to the accounting for uncertainty in income taxes. The Company periodically reviews its income tax positions based on tax laws and regulations, and financial reporting considerations, and records adjustments as appropriate. This review takes into consideration the status of current taxing authorities' examinations of the Company's tax returns, recent positions taken by the taxing authorities on similar transactions, if any, and the overall tax environment. The Company did not have any uncertain tax positions as of December 31, 2020.

Income taxes for the years ended December 31, 2020 and December 31, 2019 was as follows:

	December 31, 2020	December 31, 2019
	(in thousands)	
Current	$ 3,108	$ 2,907
Deferred	(246)	316
Total income tax expense	$ 2,862	$ 3,223

The tax effects of temporary differences that give rise to significant portions of deferred tax assets and liabilities and net deferred tax assets are recorded in prepaid expenses and other assets in the consolidated financial statements at December 31, 2020 and December 31, 2019 are:

	December 31, 2020	December 31, 2019
	(in thousands)	
Deferred Tax Assets		
Allowance for loan losses	$ 2,672	$ 1,991
Deferred compensation	14	17
Supplemental executive retirement plan	911	887
Compensation expense	55	26
Other	161	269
Total deferred tax assets	$ 3,813	$ 3,190
Deferred Tax Liabilities		
Depreciation	$ 417	$ 410
Loan fees/costs	1,895	1,438
Unrealized gain on securities available for sale	1,267	367
Prepaid expenses	163	143
Other	189	151
Total deferred tax liabilities	3,931	2,509
Net deferred tax (liabilities) assets	$ (118)	$ 681

The following is a reconciliation between the statutory and effective federal income tax rate for the years ended December 31, 2020 and December 31, 2019:

	2020		2019	
	Amount	Percent of Pre-tax Income	Amount	Percent of Pre-tax Income
	(dollars in thousands)			
Income tax at statutory rate	$ 2,992	21.0%	$ 3,566	21.0%
Adjustments resulting from:				
State income taxes, net of federal benefit	182	1.3%	120	0.7%
Tax-exempt income	(275)	-1.9%	(275)	-1.6%
Net earnings on life insurance policies	(110)	-0.8%	(121)	-0.7%
Other	73	0.5%	(67)	-0.4%
Total income tax expense	$ 2,862	20.1%	$ 3,223	19.0%

NOTE 13 – EMPLOYEE BENEFITS

Incentive Compensation Plan – The Bank has a plan that provides incentive compensation to key employees if the Bank meets certain performance criteria established by the Board of Directors. The cost of this plan was $1.5 million and $1.2 million in 2020 and 2019, respectively.

401(k) Plans – The Bank has established a 401(k) plan for those employees who meet the eligibility requirements set forth in the plan. During any calendar year, eligible employees may contribute up to an amount of salary compensation as allowed by applicable IRS code. Matching contributions by the Bank are at the discretion of the Board of Directors. Contributions totaled $804,000 and $658,000 for 2020 and 2019, respectively.

Director and Employee Deferred Compensation Plans – The Company has director and employee deferred compensation plans. Under the terms of the plans, a director or employee may participate upon approval by the Board. The participant may then elect to defer a portion of his or her earnings (directors' fees or salary) as designated at the beginning of each plan year. Payments begin upon retirement, termination, death or permanent disability, sale of the Company, the ten-year anniversary of the participant's participation

date, or at the discretion of the Company. There are currently no participants in the director or employee deferred compensation plan. There were no deferrals or ongoing expense to the Company for these plans in 2020 and 2019.

The directors of a bank acquired by the Company in 1999 adopted two deferred compensation plans for directors. One plan provides retirement income benefits for all directors and the other, a deferred compensation plan, covers only those directors who have chosen to participate in the plan. At the time of adopting these plans, the Bank purchased life insurance policies on directors participating in both plans which may be used to fund payments to them under these plans. Cash surrender values on these policies were $3.0 million and $2.9 million at December 31, 2020 and 2019, respectively. In 2020 and 2019, the net benefit recorded from these plans, including the cost of the related life insurance, was $179,000 and $164,000, respectively. Both of these plans were fully funded and frozen as of September 30, 2001. Plan participants were given the option to either remain in the plan until reaching the age of 70 or to receive a lump-sum distribution. Participants electing to remain in the plan will receive annual payments over a ten-year period upon reaching 70 years of age. The liability associated with these plans totaled $62,000 and $76,000 at December 31, 2020 and 2019, respectively.

Executive Long-Term Compensation Agreements – The Company has executive long-term compensation agreements to selected employees that provide incentive for those covered employees to remain employed with the Company for a defined period of time. The cost of these agreements was $73,000 and $87,000 for the years ended December 31, 2020 and 2019, respectively.

Supplemental Executive Retirement Plan – Effective January 1, 2007, the Company adopted a non-qualified Supplemental Executive Retirement Plan ("SERP") that provides retirement benefits to key officers. The SERP is unsecured and unfunded and there are no plan assets. The post-retirement benefit provided by the SERP is designed to supplement a participating officer's retirement benefits from social security, in order to provide the officer with a certain percentage of final average income at retirement age. The benefit is generally based on average earnings, years of service and age at retirement. At the inception of the SERP, the Company recorded a prior service cost to accumulated other comprehensive income of $704,000. The Company has purchased bank owned life insurance covering all participants in the SERP. The cash surrender value of these policies totaled $8.0 million at December 31, 2020 and $7.8 million at December 31, 2019.

The following table sets forth the net periodic pension cost and obligation assumptions used in the measurement of the benefit obligation for the years ended December 31, 2020 and 2019:

	December 31,	
	2020	2019
Net periodic pension cost:	(dollars in thousands)	
Service cost	$ 52	$ 43
Interest cost	85	112
Amortization of net loss	42	8
Net periodic pension cost	$ 179	$ 163
Weighted average assumptions:		
Discount rate	2.84%	4.01%
Salary scale	n/a	n/a
Expected return on plan assets	n/a	n/a

The following table sets forth the change in benefit obligation at December 31, 2020 and December 31, 2019:

	December 31,	
	2020	2019
Change in benefit obligation:	(in thousands)	
Benefit obligation at the beginning of year	$ 3,112	$ 2,923
Service cost	52	43
Interest cost	85	112
Benefits paid	(234)	(234)
Actuarial loss	238	268
Benefit obligation at end of year	$ 3,253	$ 3,112

Amounts recognized in accumulated other comprehensive income at December 31, 2020 and December 31, 2019 was as follows:

	December 31,	
	2020	2019
	(in thousands)	
Loss	$ 531	$ 335
Prior service cost	-	-
Total recognized in AOCI	$ 531	$ 335

The following table summarizes the projected and accumulated benefit obligations at December 31, 2020 and December 31, 2019:

	December 31,	
	2020	2019
	(in thousands)	
Projected benefit obligation	$ 3,253	$ 3,112
Accumulated benefit obligation	$ 3,253	$ 3,112

Estimated future benefit payments as of December 31, 2020 were as follows (in thousands):

2021	$ 234
2022	234
2023	234
2024	234
2025	234
2026-2030	1,350
Total	$ 2,520

NOTE 14 – COMMITMENTS AND CONTINGENCIES

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

The Bank's exposure to credit loss in the event of nonperformance by the other party to the financial instrument for commitments to extend credit and standby letters of credit is represented by the contractual amount of those instruments. The Bank uses the same credit policies in making commitments and conditional obligations as they do for on-balance-sheet instruments. A summary of the Bank's off-balance sheet commitments at December 31, 2020 and December 31, 2019 is as follows:

	December 31,	
	2020	2019
	(in thousands)	
Commitments to extend credit	$ 199,951	$ 186,397
Standby letters of credit	$ 800	$ 1,090

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. Many of the commitments expire without being drawn upon; therefore total commitment amounts do not necessarily represent future cash requirements. The Bank evaluates each customer's creditworthiness on a case-by-case basis. The amount of collateral obtained, if deemed necessary upon extension of credit, is based on management's credit evaluation of the customer. Collateral held varies, but may include accounts receivable, inventory, property and equipment, residential real estate, and income-producing commercial properties.

Standby letters of credit are 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 loan facilities to customers.

Certain executive officers have entered into employment contracts with the Bank which provide for contingent payments subject to future events.

In connection with certain loans held for sale, the Bank typically makes representations and warranties that the underlying loans conform to specified guidelines. If the underlying loans do not conform to the specifications, the Bank may have an obligation to repurchase the loans or indemnify the purchaser against loss. The Bank believes that the potential for loss under these arrangements is remote. Accordingly, no contingent liability is recorded in the consolidated financial statements.

At December 31, 2020, the Bank had $553,000 in outstanding borrowings against its $144.2 million in established borrowing capacity with the FHLB, as compared to $3.2 million outstanding against a borrowing capacity of $181.0 million at December 31, 2019. The Bank's borrowing facility with the FHLB is subject to collateral and stock ownership requirements. The Bank also had an available discount window primary credit line with the Federal Reserve Bank of San Francisco of approximately $40.0 million, subject to collateral requirements, and $16.0 million from correspondent banks, with no balance outstanding on any of these facilities.

The Company is currently not party to any material pending litigation. However, because of the nature of its activities, the Company may be subject to or threatened with legal actions in the ordinary course of business. In the opinion of management, liabilities arising from these claims, if any, will not have a material effect on the results of operations or financial condition of the Company.

NOTE 15 – SIGNIFICANT CONCENTRATION OF CREDIT RISK

Most of the Bank's business activity is with customers and governmental entities located in the states of Washington and Oregon, including investments in state and municipal securities. Loans to any single borrower or group of borrowers are generally limited by state banking regulations to 20% of the Bank's shareholders' equity, excluding accumulated other comprehensive income (loss). Standby letters of credit were granted primarily to commercial borrowers. The Bank, as a matter of practice, generally does not extend credit to any single borrower or group of borrowers in excess of $12.0 million.

NOTE 16 – STOCK BASED COMPENSATION

The Company's 2011 Equity Incentive Plan, as amended (the "2011 Plan"), provides for the issuance of up to 900,000 shares in connection with incentive and nonqualified stock options, restricted stock, restricted stock units and other equity-based awards. Prior to adoption of the 2011 Plan, the Company made equity-based awards under the Company's 2000 Stock Incentive Plan, which expired January 1, 2011.

Stock Options

The 2011 Plan authorizes the issuance of incentive and non-qualified stock options, as defined under current tax laws, to key personnel. Options granted under the 2011 Plan either become exercisable ratably over five years or in a single installment five years from the date of grant.

The Company uses the Black-Scholes option pricing model to calculate the fair value of stock option awards based on assumptions in the following table. Expected volatility is based on historical volatility of the Company's common stock. The expected term of stock options granted is based on the simplified method, which is the simple average between contractual term and vesting period. The risk-free rate is based on the expected term of stock options and the applicable U.S. Treasury yield in effect at the time of grant.

Grant period ended	Expected Life	Risk Free Interest Rate	Expected Stock Price Volatility	Dividend Yield	Weighted Average Fair Value of Options Granted
December 31, 2020	6.5 years	0.49%	30.75%	3.15%	$ 1.47
December 31, 2019	6.5 years	1.81%	12.44%	3.10%	$ 0.95

The following tables summarize the stock option activity for the years ended December 31, 2020 and 2019:

	Shares	Weighted Average Exercise Price	Weighted Average Remaining Contractual Term (in Years)
Outstanding at December 31, 2018	195,450	$ 6.60	
Granted	140,000	12.58	
Exercised	(101,500)	5.87	
Forfeited or canceled	(13,000)	11.10	
Expired	(500)	7.00	
Outstanding at December 31, 2019	220,450	$ 10.49	
Granted	11,500	7.31	
Exercised	(9,000)	5.89	
Forfeited or canceled	(10,500)	12.15	
Expired	(2,000)	7.05	
Outstanding at December 31, 2020	210,450	$ 10.46	7.38
Vested and exercisable at December 31, 2020	82,850	$ 8.30	5.22

The following table summarizes nonvested stock option activity for the years ended December 31, 2020 and 2019:

	Shares	Weighted Average Grant Date Fair Value
Nonvested Outstanding at December 31, 2018	48,700	$ 1.85
Granted	140,000	0.95
Vested	(13,350)	1.32
Forfeited	(13,000)	2.39
Nonvested Outstanding at December 31, 2019	162,350	$ 1.08
Granted	11,500	1.47
Vested	(35,750)	1.17
Forfeited	(10,500)	0.95
Nonvested Outstanding at December 31, 2020	127,600	$ 1.10

Information related to the stock option plan during each year follows:

	2020	2019
	(in thousands)	
Intrinsic value of options exercised	$ 29	$ 544
Cash received from option exercises	$ 53	$ 194

The Company accounts for stock based compensation in accordance with GAAP, which requires measurement of compensation cost for all stock-based awards based on grant date fair value and recognition of compensation cost over the service period of each award.

The following information summarizes information about stock option compensation expense for the years ended December 31, 2020 and 2019:

	Twelve Months Ended December 31,	
	2020	2019
	(in thousands)	
Compensation Expense	$ 39	$ 13
Tax Effect	8	3
Compensation Expense, net	$ 31	$ 10

As of December 31, 2020, there was $132,000 of total unrecognized compensation cost related to stock options. The cost is expected to be recognized over a weighted-average period of 2.4 years.

Restricted Stock Units

The Company grants restricted stock units ("RSUs") to employees qualifying for awards under the Company's Annual Incentive Compensation Plan. Recipients of RSUs will be issued a specified number of shares of common stock under the 2011 Plan upon the lapse of applicable restrictions. Outstanding RSUs are subject to forfeiture if the recipient's employment terminates prior to expiration.

The following table summarizes RSU activity during the twelve months ended December 31, 2020 and 2019:

	Shares	Weighted Average Grant Date Fair Value
Outstanding at December 31, 2018	23,655	
Granted	7,100	$ 11.28
Vested	(8,721)	
Forfeited	(3,434)	
Outstanding at December 31, 2019	18,600	
Granted	7,750	$ 12.55
Vested	(4,500)	
Forfeited	-	
Outstanding at December 31, 2020	21,850	

The following table summarizes RSU compensation expense during the twelve months ended December 31, 2020 and 2019:

	Twelve Months Ended	
	2020	2019
	(in thousands)	
Compensation Expense	$ 88	$ 77
Tax Effect	18	16
Compensation Expense, net	$ 70	$ 61

As of December 31, 2020, there was $109,000 of total unrecognized compensation cost related to nonvested RSUs. The cost is expected to be recognized over a weighted-average period of 1.5 years.

NOTE 17 – REGULATORY MATTERS

The Company and the Bank are subject to various regulatory capital requirements administered by the federal banking agencies. Failure to meet minimum capital requirements can initiate certain mandatory and possibly additional discretionary actions by regulators that, if undertaken, could have a material adverse effect on the Company's consolidated financial statements. Under capital adequacy guidelines on the regulatory framework for prompt corrective action, the Bank must meet specific capital adequacy

guidelines that involve quantitative measures of the Bank's assets, liabilities and certain off-balance-sheet items as calculated under regulatory accounting practices. The Bank's capital classification is also subject to qualitative judgments by the regulators about components, risk weightings and other factors.

Effective January 1, 2015 (with some changes transitioned into full effectiveness over two to four years), the Bank became subject to new capital adequacy requirements approved by the Federal Reserve and the FDIC that implement the revised standards of the Basel Committee on Banking Supervision, commonly called Basel III, and address relevant provisions of the Dodd-Frank Act. Pursuant to minimum capital requirements of the FDIC effective on January 1, 2015, all FDIC-insured financial institutions are required to maintain a minimum common equity Tier 1 risk-based capital to risk-weighted assets ratio of 4.5%, a minimum Tier 1 leverage ratio to average assets of 4.0% and minimum risk-based capital ratios of Tier 1 capital to risk-weighted assets and total capital to risk-weighted assets of 6.0% and 8.0%, respectively.

Although new capital requirements were effective on January 1, 2015, certain provisions of the new rule were phased-in from the effective date through 2019, including, among others, a new capital conservation buffer requirement, which requires financial institutions to maintain a common equity capital ratio more than 2.5% above the required minimum levels in order to avoid limitations on capital distributions, including dividend payments, and certain discretionary bonus payments based on percentages of eligible retained income that could be utilized for such actions. The new capital conservation buffer requirement began to be phased-in on January 1, 2016 at 0.625% of risk-weighted assets, and increased by 0.625% on each subsequent January 1, until it reached 2.5% on January 1, 2019.

As of December 31, 2020 and 2019, the Bank was well capitalized under the regulatory framework for prompt corrective action. To be categorized as well capitalized, the Bank must maintain minimum total risk-based, Tier 1 risk-based, and Tier 1 leverage ratios as set forth in the table. There are no conditions or events since that notification that management believes have changed the institution's category.

Actual capital amounts and ratios for December 31, 2020 and 2019 are presented in the table below.

	Actual		Minimum Requirements		Well-Capitalized Requirements	
	Amount	Ratio	Amount	Ratio	Amount	Ratio
			(dollars in thousands)			
As of December 31, 2020						
Company						
Common equity Tier 1 capital to risk-weighted assets	$ 96,489	12.9%	$ 33,659	4.5%	N/A	N/A
Tier 1 leverage capital to average assets	109,489	9.5%	46,101	4.0%	N/A	N/A
Tier 1 capital to risk-weighted assets	109,489	14.6%	44,995	6.0%	N/A	N/A
Total capital to risk-weighted assets	118,961	15.9%	59,855	8.0%	N/A	N/A
Bank						
Common equity Tier 1 capital to risk-weighted assets	108,808	14.5%	33,768	4.5%	$ 48,776	6.5%
Tier 1 leverage capital to average assets	108,808	9.5%	45,814	4.0%	57,267	5.0%
Tier 1 capital to risk-weighted assets	108,808	14.5%	45,024	6.0%	60,032	8.0%
Total capital to risk-weighted assets	118,213	15.8%	59,855	8.0%	74,818	10.0%
As of December 31, 2019						
Company						
Common equity Tier 1 capital to risk-weighted assets	$ 90,621	11.8%	$ 34,559	4.5%	N/A	N/A
Tier 1 leverage capital to average assets	103,621	11.2%	37,008	4.0%	N/A	N/A
Tier 1 capital to risk-weighted assets	103,621	13.5%	46,054	6.0%	N/A	N/A
Total capital to risk-weighted assets	112,614	14.7%	61,287	8.0%	N/A	N/A
Bank						
Common equity Tier 1 capital to risk-weighted assets	102,606	13.4%	32,160	4.5%	$ 49,772	6.5%
Tier 1 leverage capital to average assets	102,606	11.1%	36,975	4.0%	46,219	5.0%
Tier 1 capital to risk-weighted assets	102,606	13.4%	45,943	6.0%	61,257	8.0%
Total capital to risk-weighted assets	111,782	14.5%	61,673	8.0%	77,091	10.0%

NOTE 18 – FAIR VALUE MEASUREMENTS

Fair Value Hierarchy

The Company uses an established hierarchy for measuring fair value that is intended to maximize the use of observable inputs and minimize the use of unobservable inputs. This hierarchy uses three levels of inputs to measure the fair value of assets and liabilities as follows:

Level 1 – Valuations based on quoted prices in active exchange markets for identical assets or liabilities; also includes certain corporate debt securities actively traded in over-the-counter markets.

Level 2 – Valuations of assets and liabilities traded in less active dealer or broker markets. Valuations include quoted prices for similar assets and liabilities traded in the same market; quoted prices for identical or similar instruments in markets that are not active; and model–derived valuations whose inputs are observable or whose significant value drivers are observable. Valuations may be obtained from, or corroborated by, third-party pricing services. This category generally includes certain U.S. Government, agency and non-agency securities, state and municipal securities, mortgage backed securities, corporate securities, and residential mortgage loans held for sale.

Level 3 – Valuation based on unobservable inputs supported by little or no market activity for financial instruments whose value is determined using pricing models, discounted cash flow methodologies, yield curves and similar techniques, as well as instruments for which the determination of fair value requires significant management judgment or estimation. Level 3 valuations incorporate certain assumptions and projections in determining the fair value assigned to such assets or liabilities, but in all cases are corroborated by external data, which may include third-party pricing services.

Investment Securities Available for Sale

The Company uses an independent pricing service to assist management in determining fair values of investment securities available for sale. This service provides pricing information by utilizing evaluated pricing models supported with market based information. Standard inputs include benchmark yields, reported trades, broker/dealer quotes, credit ratings, bids and offers, relative credit information and reference data from market research publications. Investment securities that are deemed to have been trading in illiquid or inactive markets may require the use of significant unobservable inputs.

The pricing service provides quoted market prices when available. Quoted prices are not always available due to bond market inactivity. For securities where quoted prices or market prices of similar securities are not available, fair values are calculated using discounted cash flows. Discounted cash flows are calculated using spread to swap and LIBOR curves that are updated to incorporate loss severities, volatility, credit spread and optionality. Additionally, the pricing service may obtain a broker quote when sufficient information is not available to produce a valuation. Valuations and broker quotes are non-binding and do not represent quotes on which one may execute the disposition of the assets.

The Company generally obtains one value from its primary external third-party pricing service. The Company's third-party pricing service has established processes for us to submit inquiries regarding quoted prices. The Company's third-party pricing service will review the inputs to the evaluation in light of any new market data presented by us. The Company's third-party pricing service may then affirm the original quoted price or may update the evaluation on a going forward basis.

On a quarterly basis, management reviews the pricing information received from the third party-pricing service through a combination of procedures that include an evaluation of methodologies used by the pricing service, analytical reviews and performance analyses of the prices against statistics and trends and maintenance of an investment watch list. Based on this review, management determines whether the current placement of the security in the fair value hierarchy is appropriate or whether transfers may be warranted. As necessary, the Company compares prices received from the pricing service to discounted cash flow models or through performing independent valuations of inputs and assumptions similar to those used by the pricing service in order to ensure prices represent a reasonable estimate of fair value. Although the Company does identify differences from time to time as a result of these validation procedures, the Company did not make any significant adjustments as of December 31, 2020 or December 31, 2019.

The following table presents the balances of assets measured at fair value on a recurring basis at December 31, 2020 and December 31, 2019.

	At December 31, 2020			
Description	Fair Value	Quoted Prices in Active Markets for Identical Assets (Level 1)	Other Observable Inputs (Level 2)	Significant Unobservable Inputs (Level 3)
Available-for-sale securities:		(in thousands)		
Collateralized mortgage obligations	$ 47,874	$ -	$ 47,874	$ -
Mortgage-backed securities	16,984	-	16,984	-
Municipal securities	57,313	-	56,613	700
Corporate debt securities	2,016	-	2,016	-
Total assets measured at fair value	$ 124,187	$ -	$ 123,487	$ 700

	At December 31, 2019			
Description	Fair Value	Quoted Prices in Active Markets for Identical Assets (Level 1)	Other Observable Inputs (Level 2)	Significant Unobservable Inputs (Level 3)
Available-for-sale securities:		(in thousands)		
Collateralized mortgage obligations	$ 45,141	$ -	$ 45,141	$ -
Mortgage-backed securities	19,130	-	19,130	-
Municipal securities	35,884	-	35,164	720
Corporate debt securities	2,004	-	2,004	-
Total assets measured at fair value	$ 102,159	$ -	$ 101,439	$ 720

As of December 31, 2020 and December 31, 2019, the Company had four available-for-sale securities classified as Level 3 investments which consist of non-rated municipal bonds for which the Company is the sole owner of the entire bond issue. The valuation of these securities is supported by analysis prepared by an independent third party. Their approach to determining fair value involves using recently executed transactions and market quotations for similar securities. As these securities are not rated by the rating agencies and there is no trading volume, management determined that these securities should be classified as Level 3 within the fair value hierarchy.

Transfers between level categorizations may occur due to changes in the availability of market observable inputs, which generally are caused by changes in market conditions such as liquidity, trading volume or bid-ask spreads. Transfers between level categorizations may also occur due to changes in the valuation source. For example, in situations where a fair value quote is not provided by the Company's independent third-party valuation service provider and as a result the price is stale, the security is transferred into Level 3. There were no transfers in or out of Level 3 during the years ended December 31, 2020 and December 31, 2019.

The following table presents a reconciliation of assets that are measured at fair value on a recurring basis using significant unobservable inputs (Level 3) during the twelve months ended December 31, 2020 and 2019, respectively.

	Twelve Months Ended December 31,	
	2020	2019
	(in thousands)	
Balance beginning of period	$ 720	$ 740
Transfers in to level 3	-	-
Change in FV (included in other comprehensive income)	(20)	(20)
Balance end of period	$ 700	$ 720

Assets and Liabilities Measured at Fair Value on a Nonrecurring Basis

Certain assets and liabilities are measured at fair value on a nonrecurring basis after initial recognition such as loans measured for impairment, loans held for sale and other real estate owned. The following methods were used to estimate the fair value of each such class of financial instrument:

Impaired loans – A loan is considered impaired when, based on current information and events, it is probable that the Company will be unable to collect all amounts due (both interest and principal) according to the contractual terms of the loan agreement. Impaired loans are classified as Level 3 in the fair value hierarchy. In determining the net realizable value of the underlying collateral, we consider third party appraisals by qualified licensed appraisers, less estimated costs to sell. These appraisals may utilize a single valuation approach or a combination of approaches including comparable sales and the income approach.

Adjustments are routinely made in the appraisal process by the appraisers to adjust for differences between the comparable sales and income data available and include consideration for variations in location, size, and income production capacity of the property. The income approach commonly utilizes a discount or cap rate to determine the present value of expected future cash flows. Additionally, the appraisals are periodically further adjusted by the Company in consideration of charges that may be incurred in the event of foreclosure and are based on management's historical knowledge, changes in business factors and changes in market conditions. Such discounts are typically significant, and may range from 10% to 30%.

Impaired loans are reviewed and evaluated quarterly for additional impairment and adjusted accordingly, based on the same factors identified above. Because of the high degree of judgment required in estimating the fair value of collateral underlying impaired loans and because of the relationship between fair value and general economic conditions, we consider the fair value of impaired loans to be highly sensitive to changes in market conditions.

Other real estate owned – OREO is initially recorded at the fair value of the property less estimated costs to sell. This amount becomes the property's new basis. Management considers third party appraisals in determining the fair value of particular properties. These appraisals may utilize a single valuation approach or a combination of approaches including comparable sales and the income approach.

Adjustments are routinely made in the appraisal process by the appraisers to adjust for differences between the comparable sales and income data available and include consideration for variations in location, size, and income production capacity of the property. Additionally, the appraisals are periodically further adjusted by the Company based on management's historical knowledge, changes in business factors and changes in market conditions. Such adjustments are typically downward, and may range from 10% to 25%.

Any write-downs based on the property fair value less estimated costs to sell at the date of acquisition are charged to the allowance for loan losses. Management periodically reviews OREO to ensure the property is carried at the lower of its new basis or fair value, net of estimated costs to sell. Any additional write-downs based on re-evaluation of the property fair value are charged to non-interest expense. Because of the high degree of judgment required in estimating the fair value of OREO and because of the relationship between fair value and general economic conditions, we consider the fair value of OREO to be highly sensitive to changes in market conditions.

The following tables present the Company's assets that were held at the end of December 31, 2020 and December 31, 2019 that were measured at fair value on a nonrecurring basis:

Description	Fair Value	Quoted Prices in Active Markets for Identical Assets (Level 1)	Other Observable Inputs (Level 2)	Significant Unobservable Inputs (Level 3)
	At December 31, 2020			
	(in thousands)			
Loans measured for impairment, net of specific reserves	$ 168	$ -	$ -	$ 168
Total assets measured on a nonrecurring basis	$ 168	$ -	$ -	$ 168

Description	Fair Value	Quoted Prices in Active Markets for Identical Assets (Level 1)	Other Observable Inputs (Level 2)	Significant Unobservable Inputs (Level 3)
	At December 31, 2019			
	(in thousands)			
Loans measured for impairment, net of specific reserves	$ 191	$ -	$ -	$ 191
Total assets measured on a nonrecurring basis	$ 191	$ -	$ -	$ 191

The following table presents quantitative information about Level 3 inputs for financial instruments measured at fair value on a nonrecurring basis at December 31, 2020 and December 31, 2019 (dollars in thousands):

Description	Fair Value	Valuation Technique	Significant Unobservable Inputs	Range (Weighted Average)
	At December 31, 2020			
Loans measured for impairment, net of specific reserves	$ 168	Income approach	Probability of default, discount rate	4.0%, 4.75%

Description	Fair Value	Valuation Technique	Significant Unobservable Inputs	Range (Weighted Average)
	At December 31, 2019			
Loans measured for impairment, net of specific reserves	$ 191	Income approach	Probability of default, discount rate	4.0%, 4.75%

The estimated fair value of the Company's financial instruments at December 31, 2020 and December 31, 2019 was as follows:

	As of December 31, 2020		
	Fair Value Hierarchy Level	Carrying Value	Estimated Fair Value
Financial assets:	(in thousands)		
Cash and cash equivalents	Level 1	$ 225,623	$ 225,623
Other interest earning deposits	Level 1	3,250	3,250
Investment securities available-for-sale	See previous table	124,187	124,187
Investment securities held-to-maturity	See previous table	923	923
Loans held-for-sale	Level 2	34,906	34,906
Loans receivable, net	Level 3	717,330	724,414
Accrued interest receivable	Level 1	4,681	4,681
Financial liabilities:			
Deposits	Level 2	$ 1,028,424	$ 1,028,734
Long-term borrowings	Level 2	553	577
Junior subordinated debentures	Level 3	13,403	14,849
Accrued interest payable	Level 1	112	112

	As of December 31, 2019		
	Fair Value Hierarchy Level	Carrying Value	Estimated Fair Value
	(in thousands)		
Financial assets:			
Cash and cash equivalents	Level 1	$ 77,932	$ 77,932
Other interest earning deposits	Level 1	3,250	3,250
Investment securities available-for-sale	See previous table	102,159	102,159
Investment securities held-to-maturity	See previous table	1,056	1,056
Loans held-for-sale	Level 2	10,108	10,108
Loans receivable, net	Level 3	675,446	679,025
Accrued interest receivable	Level 1	3,074	3,074
Financial liabilities:			
Deposits	Level 2	$ 798,638	$ 798,561
Long-term borrowings	Level 2	3,203	3,206
Junior subordinated debentures	Level 3	13,403	9,929
Accrued interest payable	Level 1	171	171

NOTE 19 – STOCKHOLDERS' EQUITY

Earnings Per Share

The Company's basic earnings per common share is computed by dividing net income available to common shareholders (net income less dividends declared by the weighted average number of common shares outstanding during the period). The Company's diluted earnings per common share is computed similar to basic earnings per common share except that the numerator is equal to net income available to common shareholders and the denominator is increased to include the number of additional common shares that would have been outstanding if dilutive potential common shares had been issued. Included in the denominator are the dilutive effects of stock options and restricted stock awards computed under the treasury stock method as if converted to common stock.

The following table illustrates the computation of basic and diluted earnings per share:

	For the Year Ended December 31, 2020	For the Year Ended December 31, 2019
	(dollars in thousands, except per share amounts)	
Basic:		
Net income (numerator)	$ 11,384	$ 13,758
Weighted average shares outstanding (denominator)	10,575,816	10,596,776
Basic earnings per share	$ 1.08	$ 1.30
Diluted:		
Net income (numerator)	$ 11,384	$ 13,758
Weighted average shares outstanding	10,575,816	10,596,776
Effect of dilutive stock options	18,237	55,021
Weighted average shares outstanding assuming dilution (denominator)	10,594,053	10,651,797
Diluted earnings per share	$ 1.07	$ 1.29

As of December 31, 2020 and 2019, shares subject to outstanding options were 164,000 and 0, respectively. These options that had exercise prices in excess of the current market value. Those specific shares are not included in the table above, as exercise of these options would not be dilutive to shareholders.

Stock Repurchase Program

On October 15, 2019 the Board of Directors for the Company authorized the repurchase of up to $2.63 million, or approximately 2%, of the outstanding common stock of the Company. Stock repurchases may be made from time to time on the open market or through privately negotiated transactions. The timing of purchases and the exact number of shares to be purchased are subject to market conditions and may be suspended as deemed appropriate.

During the year ended December 31, 2020, the Company repurchased 214,008 shares at a weighted average share price of $8.21. There were no shares repurchased during the year ended December 31, 2019.

NOTE 20 – CONDENSED FINANCIAL INFORMATION – PARENT COMPANY ONLY

Pacific Financial Corporation – Parent Company Only
Consolidated Statements of Financial Condition
(in thousands)

	December 31, 2020	December 31, 2019
ASSETS		
Cash and cash equivalents:	$ 585	$ 737
Investment in bank	126,504	117,278
Other assets	657	758
Total assets	$ 127,746	$ 118,773
LIABILITIES AND SHAREHOLDERS' EQUITY		
Junior subordinated debentures	$ 13,403	$ 13,403
Other liabilities	157	77
Total liabilities	13,560	13,480
Total shareholders' equity	114,186	105,293
Total liabilities and shareholders' equity	$ 127,746	$ 118,773

Pacific Financial Corporation – Parent Company Only
Consolidated Statements of Income
(in thousands)

	Twelve Months Ended December 31,	
	2020	**2019**
INTEREST EXPENSE		
Junior subordinated debentures	$ 325	$ 540
Total interest expense	325	540
NONINTEREST INCOME		
Dividends from subsidiary bank	5,910	4,000
Equity in undistributed income from subsidiary bank	6,187	10,362
Other income	11	16
Total noninterest income	12,108	14,378
NONINTEREST EXPENSE		
Other expense	589	379
Total noninterest income	589	379
Income before income taxes	11,194	13,459
Income tax benefit	190	299
Net income	$ 11,384	$ 13,758
Comprehensive income	$ 14,423	$ 15,935

Pacific Financial Corporation – Parent Company Only
Consolidated Statements of Cash Flows
(Dollars in thousands)

	Twelve Months Ended December 31,	
	2020	**2019**
Cash flows from operating activities:		
Net Income	$ 11,384	$ 13,758
Adjustments to reconcile net income to cash and cash equivalents from operating activities		
Equity in undistributed income of subsidiary	(6,187)	(10,362)
Net change in other assets	80	(24)
Net change in other liabilities	80	108
Stock compensation expense	254	90
Net cash provided by operating activities	5,611	3,570
Cash flows from financing activities:		
Net cash from stock option exercises	53	194
Taxes paid related to net share settlement for equity awards	(46)	(131)
Repurchase of common stock	(1,757)	-
Stock issued	10	-
Cash dividends paid	(4,023)	(6,458)
Net cash used in financing activities	(5,763)	(6,395)
Net decrease in cash and cash equivalents	(152)	(2,825)
Cash and cash equivalents at beginning of year	737	3,562
Cash and cash equivalents at end of year	$ 585	$ 737

NOTE 21 – SELECTED DATA

Results of operations on a quarterly basis were as follows (unaudited):

	Year Ended December 31, 2020			
	First Quarter	Second Quarter	Third Quarter	Fourth Quarter
	(dollars in thousands, except per share amounts)			
Interest and dividend income	$ 9,783	$ 9,608	$ 9,964	$ 10,219
Interest expense	700	626	562	492
Net interest income	9,083	8,982	9,402	9,727
Provision for loan losses	2,000	1,000	500	-
Noninterest income	3,555	4,802	6,033	5,756
Noninterest expense	9,142	9,811	9,993	10,648
Income before income taxes	1,496	2,973	4,942	4,835
Income tax expense	296	568	1,007	991
Net income	$ 1,200	$ 2,405	$ 3,935	$ 3,844
Earnings per common share				
Basic	$ 0.11	$ 0.23	$ 0.37	$ 0.37
Diluted	$ 0.10	$ 0.23	$ 0.37	$ 0.37

	Year Ended December 31, 2019			
	First Quarter	Second Quarter	Third Quarter	Fourth Quarter
	(dollars in thousands, except per share amounts)			
Interest and dividend income	$ 10,360	$ 10,460	$ 10,563	$ 10,187
Interest expense	742	735	721	730
Net interest income	9,618	9,725	9,842	9,457
Provision for loan losses	-	-	-	-
Noninterest income	2,398	3,443	4,167	3,887
Noninterest expense	8,412	8,692	9,390	9,062
Income before income taxes	3,604	4,476	4,619	4,282
Income tax expense	658	870	859	836
Net income	$ 2,946	$ 3,606	$ 3,760	$ 3,446
Earnings per common share				
Basic	$ 0.28	$ 0.35	$ 0.35	$ 0.32
Diluted	$ 0.28	$ 0.34	$ 0.35	$ 0.32

GENERAL CORPORATE AND SHAREHOLDER INFORMATION (unaudited)

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1216 Skyview Drive
Aberdeen, WA 98520
(360) 533-8870

Independent Registered Public Accounting Firm
CliftonLarsonAllen LLP

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Outside the U.S: (201) 680-6578
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Shareholder Services
Computershare, our transfer agent, maintains the records for our registered shareholders and can help you with a variety of shareholder related services at no charge including:

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As a Pacific Financial Corporation shareholder, you are invited to take advantage of our convenient shareholder services or request more information about Pacific Financial Corporation. Access your account directly through Investor Center at www.computershare.com/investor.

Annual Meeting
The annual meeting of shareholders will be held via webcast on April 28th, 2021, at 4:00 p.m., local time

Annual Report
This annual report, including accompanying financial statements and schedules, is available without charge to shareholders or beneficial owners of our common stock upon written request to Lisa Dutton, Corporate Secretary, Pacific Financial Corporation, 1216 Skyview Drive, Aberdeen, Washington 98520. It is also furnished upon request to customers of Bank of the Pacific pursuant to the requirements of the FDIC to provide an annual disclosure statement. This statement has not been reviewed or confirmed for accuracy or relevance by the FDIC.

Board of Directors
Randy W. Rognlin, Chairman
Co-Owner
Rognlins, Inc

Douglas M. Schermer, Vice Chairman
Owner and President
Schermer Construction Inc. & Wishkah Rock Products

Denise Portmann
President & CEO
Pacific Financial Corporation and Bank of the Pacific

Randy J. Rust
Private Investor

Daniel Tupper
Vice President & General Manager
Crown Distributing Co. of Aberdeen, Inc.

Susan C. Freese
Pharmacist

Doug Biddle
Retired CFO
Pacific Financial Corporation and Bank of the Pacific

Dwayne Carter
Retired President & General Manager
Brooks Manufacturing Co.

Edwin W. Ketel
Retired Owner
Oceanside Animal Clinic

Kristi Gundersen
Partner & Chief Financial Officer
Knutzen Farms, LP

John Van Dijk
Retired President & COO
Pacific Financial Corporation and Bank of the Pacific

Officers
Denise J. Portmann
President and Chief Executive Officer of the Company and the Bank

Carla Tucker
Executive Vice President and Chief Financial Officer of the Company and the Bank

Daniel E. Kuenzi
Vice President of the Company and Executive Vice President and Chief Credit Officer of the Bank

Thomas Baker
Vice President of the Company and Executive Vice President and Chief Operating Officer of the Bank

Walker Evans
Vice President of the Company and Executive Vice President and Chief Lending Officer of the Bank

Lisa Dutton
Corporate Secretary

Subsidiary
Bank of the Pacific
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Locations

Washington Branches:

Aberdeen	Long Beach	Bellingham
Hoquiam	Ocean Park	Hannegan
Montesano	Raymond	Lynden
Ocean Shores	Naselle (ITM only)	Anacortes
Taholah	Cathlamet	

Oregon Branches:

Seaside
Warrenton

Washington Commercial Banking Offices:

Aberdeen	Hannegan	Vancouver
Long Beach	Burlington (ITM)	Olympia

Oregon Commercial Banking Offices:

Portland	Salem
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Customer Care Center:

833.FOR.BOTP (833.367.2687)
Mon. - Fri. 8am to 5:30pm

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