

**UNITED BANCORPORATION  
OF ALABAMA, INC.  
AND SUBSIDIARIES**

**CONSOLIDATED FINANCIAL REPORT**

**DECEMBER 31, 2019**



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AND SUBSIDIARIES**

**CONSOLIDATED FINANCIAL REPORT  
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## INDEPENDENT AUDITOR'S REPORT

**To the Board of Directors  
United Bancorporation of Alabama, Inc.  
Atmore, Alabama**

We have audited the accompanying consolidated financial statements of **United Bancorporation of Alabama, Inc. and Subsidiaries**, which comprise the consolidated balance sheets as of December 31, 2019 and 2018, and the related consolidated statements of earnings, comprehensive income, stockholders' equity, and cash flows for the years then ended, and the related notes to the consolidated financial statements.

### *Management's Responsibility for the 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 financial statements that are free from material misstatement, whether due to fraud or error.

### *Auditor's 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 of 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 auditor's judgment, including the assessment of the risks of material misstatement of the financial statements, whether due to fraud or error. In making those risk assessments, the auditor considers internal control relevant to the entity'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 entity's internal control. Accordingly, we express no such opinion. An audit also includes evaluating the appropriateness of accounting policies used and the reasonableness of significant accounting estimates made by management, as well as evaluating the overall presentation of the consolidated financial statements.

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

### *Opinion*

In our opinion, the consolidated financial statements referred to above present fairly, in all material respects, the financial position of United Bancorporation of Alabama, Inc. and Subsidiaries as of December 31, 2019 and 2018, and the results of their operations and their cash flows for the years then ended, in accordance with accounting principles generally accepted in the United States of America.

A handwritten signature in cursive script that reads "Mauldin &amp; Jenkins, LLC".

Birmingham, Alabama  
March 13, 2020

**UNITED BANCORPORATION OF ALABAMA, INC.  
AND SUBSIDIARIES**

**CONSOLIDATED BALANCE SHEETS  
DECEMBER 31, 2019 AND 2018**

| <u>Assets</u>  | 2019           | 2018           |
|--|----------------|----------------|
| Cash and due from banks  | \$ 40,901,279  | \$ 25,499,631  |
| Interest-bearing deposits in banks   | 55,534,092     | 15,880,420     |
| Federal funds sold   | 2,000,000      | 4,000,000      |
| Cash and short-term investments  | 98,435,371     | 45,380,051     |
| Securities available for sale, at fair value (amortized cost of \$120,643,349 and \$134,269,600 at December 31, 2019 and 2018, respectively) | 121,372,532    | 130,573,099    |
| Securities held to maturity, at amortized cost (fair value of \$17,658,034 and \$17,668,231 at December 31, 2019 and 2018, respectively)     | 17,345,341     | 17,790,388     |
| Loans held for sale  | -              | 110,000        |
| Loans held for investment  | 455,124,946    | 409,843,750    |
| Less allowance for loan losses   | 5,286,160      | 4,390,618      |
| Loans, net   | 449,838,786    | 405,453,132    |
| Premises and equipment, net  | 15,627,115     | 13,948,726     |
| Interest receivable  | 4,099,373      | 3,669,215      |
| Bank owned life insurance  | 11,709,616     | 11,381,988     |
| Other real estate owned, net   | 1,083,359      | 1,257,359      |
| Right-of-use asset   | 89,074         | -              |
| Other assets   | 7,897,291      | 8,020,425      |
| <b>Total assets</b>  | \$ 727,497,858 | \$ 637,584,383 |
| <b><u>Liabilities and Stockholders' Equity</u></b>   |                |                |
| Deposits   |                |                |
| Noninterest-bearing  | \$ 271,688,965 | \$ 258,556,850 |
| Interest-bearing   | 347,377,918    | 314,598,078    |
| Total deposits   | 619,066,883    | 573,154,928    |
| Other borrowings   | 8,058,708      | 4,661,212      |
| Interest payable   | 239,854        | 205,896        |
| Accrued expenses and other liabilities   | 6,872,819      | 2,627,714      |
| Lease liability  | 89,074         | -              |
| Note payable to Trust  | 10,310,000     | 10,310,000     |
| <b>Total liabilities</b>   | 644,637,338    | 590,959,750    |
| Commitments (Note 18)  |                |                |
| Stockholders' equity   |                |                |
| Preferred stock, par value \$.01. Authorized 250,000 shares; no shares issued  | -              | -              |
| Class A common stock, par value \$.01. Authorized 5,000,000 shares; 3,702,715 and 2,445,702 shares issued in 2019 and 2018, respectively     | 37,744         | 24,457         |
| Class B common stock, par value \$.01. Authorized 250,000 shares; no shares issued   |                |                |
| Additional paid-in capital   | 33,204,200     | 7,817,131      |
| Retained earnings  | 50,655,518     | 41,647,425     |
| Accumulated other comprehensive income (loss), net of tax  | 546,888        | (2,772,374)    |
|  | 84,444,350     | 46,716,639     |
| Less 239 treasury shares, at cost  | 1,951          | 1,951          |
| Less unvested restricted stock and unallocated ESOP shares   | 1,581,879      | 90,055         |
| <b>Total stockholders' equity</b>  | 82,860,520     | 46,624,633     |
| <b>Total liabilities and stockholders' equity</b>  | \$ 727,497,858 | \$ 637,584,383 |

See accompanying notes to consolidated financial statements

**UNITED BANCORPORATION OF ALABAMA, INC.  
AND SUBSIDIARIES**

**CONSOLIDATED STATEMENTS OF EARNINGS  
YEARS ENDED DECEMBER 31, 2019 AND 2018**

|  | 2019          | 2018          |
|--|---------------|---------------|
| <b>Interest income</b>                                     |               |               |
| Interest and fees on loans                                 | \$ 23,973,321 | \$ 20,152,906 |
| Interest on investment securities:                         |               |               |
| Taxable securities   | 2,443,034     | 2,293,915     |
| Nontaxable securities                                      | 831,346       | 879,121       |
| Total investment income                                    | 3,274,380     | 3,173,036     |
| Other interest income                                      | 1,059,241     | 631,328       |
| <b>Total interest income</b>                               | 28,306,941    | 23,957,270    |
| <b>Interest expense</b>                                    |               |               |
| Interest on deposits                                       | 2,695,378     | 1,902,612     |
| Interest on other borrowings and note payable              | 538,322       | 644,464       |
| <b>Total interest expense</b>                              | 3,233,700     | 2,547,076     |
| <b>Net interest income</b>                                 | 25,073,241    | 21,410,194    |
| <b>Provision for loan losses</b>                           | 1,687,364     | 1,128,431     |
| <b>Net interest income after provision for loan losses</b> | 23,385,877    | 20,281,763    |
| <b>Noninterest income:</b>                                 |               |               |
| Service charges and fees                                   | 4,887,250     | 4,359,282     |
| CDFI award income  | 479,803       | 4,234,061     |
| New market tax credit sub-allocation and placement fees    | 1,880,000     | 2,001,191     |
| Investment securities gains (losses), net                  | 117,512       | (81,719)      |
| Mortgage loan and related fees                             | 985,962       | 833,318       |
| Other  | 2,625,322     | 1,440,039     |
| <b>Total noninterest income</b>                            | 10,975,849    | 12,786,172    |
| <b>Noninterest expense:</b>                                |               |               |
| Salaries and benefits                                      | 12,608,987    | 11,687,096    |
| Net occupancy expense                                      | 2,124,438     | 1,802,795     |
| Other  | 7,168,167     | 6,672,689     |
| <b>Total noninterest expense</b>                           | 21,901,592    | 20,162,580    |
| <b>Net earnings before income tax expense</b>              | 12,460,134    | 12,905,355    |
| <b>Income tax expense</b>                                  | 2,680,443     | 2,917,131     |
| <b>Net earnings</b>  | 9,779,691     | 9,988,224     |
| <b>Net earnings available to common shareholders</b>       | \$ 9,779,691  | \$ 9,988,224  |
| Basic earnings per common share                            | \$ 2.86       | \$ 4.09       |
| Basic weighted-average shares outstanding                  | 3,419,566     | 2,440,195     |
| Diluted earnings per common share                          | \$ 2.86       | \$ 4.09       |
| Diluted weighted-average shares outstanding                | 3,419,566     | 2,440,592     |

See accompanying notes to consolidated financial statements

**UNITED BANCORPORATION OF ALABAMA, INC.  
AND SUBSIDIARIES**

**CONSOLIDATED STATEMENTS OF COMPREHENSIVE INCOME  
YEARS ENDED DECEMBER 31, 2019 AND 2018**

|   | 2019          | 2018         |
|---|---------------|--------------|
| <b>Net earnings</b>   | \$ 9,779,691  | \$ 9,988,224 |
| <b>Other comprehensive income (loss):</b>   |               |              |
| Unrealized holding (losses) gains on securities available for sale arising during the period, net of tax (benefit) expense of \$1,135,799 and \$(366,362), respectively | 3,407,396     | (1,099,087)  |
| Reclassification adjustment for gains on securities available for sale realized in net earnings from sales, net of taxes of \$29,378 and \$20,430, respectively         | (88,134)      | (61,288)     |
|   | 3,319,262     | (1,160,375)  |
| <b>Total other comprehensive income (loss)</b>  |               |              |
|   | \$ 13,098,953 | \$ 8,827,849 |

See accompanying notes to consolidated financial statements



**UNITED BANCORPORATION OF ALABAMA, INC.  
AND SUBSIDIARIES**

**CONSOLIDATED STATEMENTS OF STOCKHOLDERS' EQUITY  
YEARS ENDED DECEMBER 31, 2019 AND 2018**

|   | Preferred<br>Stock | Common Stock |           | Additional<br>Paid-in<br>Capital | Retained<br>Earnings | Accumulated<br>Other<br>Comprehensive<br>Income (Loss) |            | Treasury<br>Stock | Unvested<br>Restricted Stock | Unearned<br>ESOP Shares | Total         |
|---|--------------------|--------------|-----------|----------------------------------|----------------------|--|------------|-------------------|------------------------------|-------------------------|---------------|
|   |                    | Shares       | Par Value |                                  |                      |  |            |                   |                              |                         |               |
| <b>Balance, December 31, 2017</b>                           | \$ -               | 2,431,680    | \$ 24,317 | \$ 7,602,094                     | \$ 32,036,728        | \$ (1,611,999)   | \$ (1,951) | \$ -              | \$ -                         | \$ -                    | \$ 38,049,189 |
| Net earnings  | -                  | -            | -         | -                                | 9,988,224            | -  | -          | -                 | -                            | -                       | 9,988,224     |
| Other comprehensive loss                                    | -                  | -            | -         | -                                | -                    | (1,160,375)  | -          | -                 | -                            | -                       | (1,160,375)   |
| Cash dividend declared (\$0.155 per share)                  | -                  | -            | -         | -                                | (377,527)            | -  | -          | -                 | -                            | -                       | (377,527)     |
| Restricted stock grants                                     | -                  | -            | -         | -                                | -                    | -  | -          | -                 | (90,055)                     | -                       | 65,897        |
| Shares issued in accordance with dividend reinvestment plan | -                  | 10,635       | 106       | 155,846                          | -                    | -  | -          | -                 | -                            | -                       | -             |
| Shares issued in accordance with dividend reinvestment plan | -                  | 3,387        | 34        | 59,191                           | -                    | -  | -          | -                 | -                            | -                       | 59,225        |
| <b>Balance, December 31, 2018</b>                           | -                  | 2,445,702    | 24,457    | 7,817,131                        | 41,647,425           | (2,772,374)  | (1,951)    | (90,055)          | -                            | -                       | 46,624,633    |
| Net earnings  | -                  | -            | -         | -                                | 9,779,691            | -  | -          | -                 | -                            | -                       | 9,779,691     |
| Other comprehensive income                                  | -                  | -            | -         | -                                | -                    | 3,319,262  | -          | -                 | -                            | -                       | 3,319,262     |
| Cash dividend declared (\$0.21 per share)                   | -                  | -            | -         | -                                | (771,598)            | -  | -          | -                 | -                            | -                       | (771,598)     |
| Restricted stock grants                                     | -                  | 10,948       | 109       | 247,940                          | -                    | -  | -          | (248,049)         | -                            | -                       | -             |
| Common stock issued - Capital Raise                         | -                  | 1,212,500    | 13,125    | 24,976,526                       | -                    | -  | -          | -                 | (2,000,000)                  | -                       | 22,989,651    |
| ESOP released shares - leveraged                            | -                  | 28,346       | -         | 66,913                           | -                    | -  | -          | -                 | 566,927                      | -                       | 633,840       |
| Stock options exercised                                     | -                  | 2,000        | 20        | 29,680                           | -                    | -  | -          | -                 | -                            | -                       | 29,700        |
| Stock based compensation                                    | -                  | -            | -         | -                                | -                    | -  | -          | -                 | 189,298                      | -                       | 189,298       |
| Shares issued in accordance with dividend reinvestment plan | -                  | 3,219        | 33        | 66,010                           | -                    | -  | -          | -                 | -                            | -                       | 66,043        |
| Shares issued in accordance with dividend reinvestment plan | -                  | 3,702,715    | \$ 37,744 | \$ 33,204,200                    | \$ 50,655,518        | \$ 546,888   | \$ (1,951) | \$ (148,806)      | \$ (1,433,073)               | \$ -                    | \$ 82,860,520 |
| <b>Balance, December 31, 2019</b>                           | -                  | 3,702,715    | \$ 37,744 | \$ 33,204,200                    | \$ 50,655,518        | \$ 546,888   | \$ (1,951) | \$ (148,806)      | \$ (1,433,073)               | \$ -                    | \$ 82,860,520 |

See accompanying notes to consolidated financial statements

**UNITED BANCORPORATION OF ALABAMA, INC.  
AND SUBSIDIARIES**

**CONSOLIDATED STATEMENTS OF CASH FLOWS  
YEARS ENDED DECEMBER 31, 2019 AND 2018**

|   | 2019          | 2018          |
|---|---------------|---------------|
| <b>OPERATING ACTIVITIES</b>   |               |               |
| Net earnings  | \$ 9,779,691  | \$ 9,988,224  |
| Adjustments to reconcile net earnings to net cash provided by operating activities:                   |               |               |
| Provision for loan losses   | 1,687,364     | 1,128,431     |
| Depreciation of premises and equipment  | 973,833       | 773,701       |
| Net amortization of premium on investment securities available for sale                               | 678,735       | 944,474       |
| Net amortization of premium on investment securities held to maturity                                 | 100,046       | 157,281       |
| Gain (loss) on sales of investment securities available for sale, net                                 | (117,512)     | 74,650        |
| Loss on sales of investment securities held to maturity, net  | -             | 7,069         |
| Stock based compensation  | 189,298       | 65,897        |
| Release of ESOP shares  | 633,840       | -             |
| (Gain) loss on sales of other real estate owned   | (306,758)     | 28,188        |
| Gain on sales of loans held for sale  | (696,653)     | (571,693)     |
| Originations of loans held for sale   | (20,451,183)  | (18,111,606)  |
| Proceeds from sales of loans held for sale  | 21,257,836    | 18,573,299    |
| Earnings on bank owned life insurance   | (327,628)     | (333,124)     |
| Gain on sales of premises and equipment   | (577)         | (739)         |
| Change in deferred income taxes   | (170,979)     | (109,196)     |
| Provision for other real estate owned losses  | 176,121       | 215,000       |
| Increase in interest receivable   | (430,158)     | (575,144)     |
| (Increase) decrease in prepaids   | 389,520       | (70,918)      |
| Increase in other assets  | (1,028,301)   | (315,763)     |
| Increase in interest payable  | 33,958        | 22,177        |
| Increase (decrease) in accrued expenses and other liabilities   | 4,049,941     | (884,722)     |
| Net cash provided by operating activities   | 16,420,434    | 11,005,486    |
| <b>INVESTING ACTIVITIES</b>   |               |               |
| Proceeds from maturities, calls, and principal repayments of investment securities available for sale | 19,143,732    | 17,552,395    |
| Proceeds from maturities, calls, and principal repayments of investment securities held to maturity   | 345,000       | 1,000,000     |
| Proceeds from sales of investment securities available for sale                                       | 19,671,179    | 5,714,245     |
| Proceeds from sales of investment securities held to maturity   | -             | 1,048,520     |
| Purchases of investment securities available for sale   | (25,749,884)  | (12,921,134)  |
| Net purchase of other equity securities   | (262,600)     | (37,750)      |
| Net increase in loans   | (46,749,926)  | (64,660,589)  |
| Purchases of premises and equipment   | (2,655,145)   | (1,387,540)   |
| Proceeds from sales of premises and equipment   | 3,500         | 9,082         |
| Proceeds from sales of other real estate owned  | 981,545       | 598,788       |
| Net cash used in investing activities   | (35,272,599)  | (53,083,983)  |
| <b>FINANCING ACTIVITIES</b>   |               |               |
| Net increase in deposits  | 45,911,955    | 35,324,141    |
| Cash dividends paid - common stock  | (487,360)     | (352,691)     |
| Proceeds from sales of common stock   | 23,055,694    | 59,225        |
| Proceeds from exercise of common stock options  | 29,700        | -             |
| Advances from other borrowings  | 8,019,084     | -             |
| Repayment of other borrowings   | (4,621,588)   | (532,745)     |
| Net cash provided by financing activities   | 71,907,485    | 34,497,930    |
| Net increase (decrease) in cash and short-term investments  | 53,055,320    | (7,580,567)   |
| Cash and short-term investments at beginning of year  | 45,380,051    | 52,960,618    |
| Cash and short-term investments at end of year  | \$ 98,435,371 | \$ 45,380,051 |
| <b>SUPPLEMENTAL DISCLOSURE</b>  |               |               |
| Cash paid during the year for:  |               |               |
| Interest  | \$ 3,199,742  | \$ 2,524,899  |
| Income taxes  | \$ 1,937,000  | \$ 2,698,000  |
| <b>OTHER NONCASH TRANSACTIONS</b>   |               |               |
| Transfer of loans to other real estate through foreclosure  | \$ 908,208    | \$ 683,765    |
| Internally financed sales of other real estate owned  | \$ 231,300    | \$ 14,731     |

See accompanying notes to consolidated financial statements

**UNITED BANCORPORATION OF ALABAMA, INC.  
AND SUBSIDIARIES  
NOTES TO CONSOLIDATED FINANCIAL STATEMENTS**

**NOTE 1. SUMMARY OF SIGNIFICANT ACCOUNTING POLICIES**

**Nature of Business**

United Bancorporation of Alabama, Inc. (the “Corporation”) is a financial holding company whose principal activity is the ownership and management of its wholly-owned subsidiaries, United Bank (the “Bank”), UB Community Development, LLC (UBCD) and UBA CFSA Investment Fund (CFSA IF).

United Bank is a commercial bank with headquarters in Atmore, Alabama. The Bank provides a full range of banking services in its primary market areas of Baldwin, Escambia, and Monroe Counties, Alabama, and Santa Rosa County, Florida. The Bank wholly-owns United Insurance Services (UIS), a subsidiary entity, allowing bank-employed licensed agents to offer non-deposit insurance products to bank customers and non-customers.

UBCD is an entity established to manage allocations of New Market Tax Credits (NMTC) under U.S. Treasury Department programs and other community development activities. UBCD has offices in Birmingham, Alabama and Atmore, Alabama.

In September 2019, the Corporation became a NMTC equity investor by prefunding a \$3.5 million transaction. The Corporation will receive \$1,365,000 in tax benefits over the seven-year compliance period. CFSA IF is wholly-owned by the Corporation and is 99.9% owner of Sub-CDE Uniform Golf.

**Principles of Consolidation**

The accompanying consolidated financial statements include the financial statements of United Bancorporation of Alabama, Inc., United Bank, UBCD and CFSA IF collectively referred to as the Corporation. Significant inter-company balances and transactions have been eliminated in consolidation.

**Basis of Presentation and Accounting Estimates**

The consolidated financial statements have been prepared in conformity with accounting principles generally accepted in the United States of America. In preparing the consolidated financial statements, management is required to make estimates and assumptions that affect the reported amounts of assets and liabilities and the disclosure of contingent assets and liabilities as of the date of the balance sheet and revenues and expenses for the period. Actual results could differ significantly from those estimates.

Material estimates that are particularly susceptible to significant change in the near term relate to the determination of the allowance for loan losses, the valuation of other real estate owned and deferred taxes, the valuation of other than temporary impairment for investment securities, and the fair value of financial instruments.

The Corporation has evaluated all transactions, events, and circumstances for consideration or disclosure through March 13, 2020, the date these financial statements were available to be issued and has reflected or disclosed those items within the consolidated financial statements and related footnotes as deemed appropriate.

## NOTES TO CONSOLIDATED FINANCIAL STATEMENTS

### NOTE 1. SUMMARY OF SIGNIFICANT ACCOUNTING POLICIES (Continued)

#### Cash and Short-Term Investments

The Corporation considers cash and due from banks, interest-bearing deposits in banks, and federal funds sold to be cash and short-term investments. Federal funds are generally sold for one-day periods.

#### Investment Securities

Investment securities are classified in one of three portfolios: (i) trading account securities, (ii) securities available for sale, or (iii) securities held to maturity. Trading account securities are stated at fair value. Investment securities available for sale are stated at fair value with any unrealized gains and losses reported in a separate component of stockholders' equity, net of tax effect, until realized. Once realized, gains and losses on investment securities available for sale are reflected in current period earnings. Investment securities held to maturity are stated at amortized cost adjusted for amortization of premiums and accretion of discounts.

Net gains and losses on the sale of investment securities available for sale are recorded at trade date. The net gains and losses are computed using the specific identification method and are shown separately in noninterest income in the consolidated statements of earnings. Accretion of discounts and amortization of premiums are calculated on the effective interest method over the anticipated life of the security.

In December 2018, ASU No. 2017-12 Derivatives and Hedging, provided a one-time opportunity to reclassify held to maturity bonds to available for sale, without tainting the remaining held to maturity portfolio. The held to maturity bonds had to qualify as a prepayable fixed rate asset, but did not need to be a part of a hedging strategy to qualify. Net gains and losses on the sale of investment securities held to maturity are recorded at trade date. The net gains and losses are computed using the specific identification method and are shown separately in noninterest income in the consolidated statements of cash flows.

A decline in the fair value of any security below amortized cost that is deemed other than temporary is charged to earnings resulting in the establishment of a new cost basis for the security.

#### Other Securities

The Corporation is required to maintain an investment in capital stock of various entities. Based on redemption provisions of these entities, the stock has no quoted market value and is carried at cost. At their discretion, these entities may declare dividends on the stock. Management reviews for impairment based on the ultimate recoverability of the cost basis in these stocks.

#### Loans Held For Sale

Loans originated and intended for sale in the secondary market are carried at the lower of cost or fair value (LOCOM). For loans carried at LOCOM, gains and losses on loan sales (sales proceeds minus carrying value) are recorded in noninterest income upon sale of the loan. The estimated fair value of loans held for sale is based on independent third party quoted prices.

#### Loans

Loans that management has the intent and ability to hold for the foreseeable future or until maturity or pay-off are reported at their outstanding principal balances less the allowance for loan losses. Interest income is accrued on the outstanding principal balance. Loan origination fees, net of certain direct origination costs, are recognized at the time the loan is placed on the books.

## NOTES TO CONSOLIDATED FINANCIAL STATEMENTS

### NOTE 1. SUMMARY OF SIGNIFICANT ACCOUNTING POLICIES (Continued)

#### Loans (Continued)

The accrual of interest on loans is discontinued when there is a clear indication that the borrower may not be able to meet payments as they become due, which is generally when a loan is 90 days past due. When a loan is placed on non-accrual status, all previously accrued and unpaid interest is reversed. Interest income is subsequently recognized on a cash basis as long as the remaining book balance of the asset is deemed to be collectible. If collectability is questionable, then cash payments are applied to principal. A loan is placed back on accrual status when both principal and interest are current and it is probable that the Corporation will be able to collect all amounts due (both principal and interest) according to the terms of the loan agreement.

#### Allowance for Loan Losses

The allowance for loan losses (allowance) is an amount that management believes will be appropriate to absorb estimated losses relating to specifically identified loans, as well as probable credit losses inherent in the balance of the loan portfolio. The allowance for loan losses is evaluated on a regular basis by management and is based upon management's periodic review of the uncollectibility of loans in light of historical experience, the nature and volume of the loan portfolio, overall portfolio quality, review of specific problem loans, current economic conditions that may affect the borrower's ability to pay, estimated value of any underlying collateral and prevailing economic conditions. This evaluation is inherently subjective as it requires estimates that are susceptible to significant revision as more information becomes available. This evaluation does not include the effects of expected losses on specific loans or groups of loans that are related to future events or expected changes in economic conditions. While management uses the best information available to make its evaluation, future adjustments to the allowance may be necessary if there are significant changes in economic conditions. In addition, regulatory agencies, as an integral part of their examination process, periodically review the Corporation's allowance for loan losses, and may require the Corporation to make additions to the allowance based on their judgment about information available to them at the time of their examinations.

The allowance consists of specific and general components. The specific component relates to loans that are classified as impaired. For such loans that are classified as impaired, an allowance is established when the collateral value, present value of expected future cash flows or observable market price of the impaired loan is lower than the carrying value of that loan. The general component covers non-impaired loans and is based on historical loss experience adjusted for qualitative factors. The qualitative factors considered by management include, among other factors, (1) changes in local and national economic conditions; (2) changes in asset quality; (3) changes in loan portfolio volume; (4) the composition and concentrations of credit; (5) the trends associated with the composition of the loan portfolio; (6) the trends related to classified assets and (7) effectiveness of the Corporation's loan policies, procedures and internal controls.

Management considers a loan to be impaired when it is probable that the Corporation will be unable to collect all amounts due according to the contractual terms of the loan agreement. When a loan is considered impaired, the amount of impairment is measured based on the present value of expected future cash flows discounted at the loan's effective interest rate. If the loan is collateral-dependent, the fair value of the collateral is used to determine the amount of impairment. Impairment losses are included in the allowance for loan losses through a charge to the provision for loan losses. Impaired loans are charged off against the allowance when such loans are deemed to be uncollectible. Subsequent recoveries are added to the allowance.

When a loan is considered impaired, payments are recognized as scheduled interest and principal reductions as long as the loan is not in default under the terms of the loan agreement. Otherwise, if in default, cash receipts are applied first to principal and once the recorded principal balance has been reduced to zero, future cash receipts are recognized as interest income, to the extent that any interest has not been recognized. Any further cash receipts are recorded as recoveries of any amount previously charged off.

The ultimate ability to collect a substantial portion of the Corporation's loan portfolio is susceptible to changes in economic and market conditions in the geographic area served by the Corporation and various other factors.

## NOTES TO CONSOLIDATED FINANCIAL STATEMENTS

### NOTE 1. SUMMARY OF SIGNIFICANT ACCOUNTING POLICIES (Continued)

#### **Troubled Debt Restructurings**

The Corporation designates loan modifications as troubled debt restructurings (TDRs) when for economic and legal reasons related to the borrower's financial difficulties, it grants a concession to the borrower that it would not otherwise consider. TDRs can involve loans remaining on nonaccrual, moving to nonaccrual, or continuing on accrual status, depending on the individual facts and circumstances of the borrower. In circumstances where the TDR involves charging off a portion of the loan balance, the Corporation typically classifies these restructurings as nonaccrual.

In connection with restructurings, the decision to maintain a loan that has been restructured on accrual status is based on a current, well documented credit evaluation of the borrower's financial condition and prospects for repayment under the modified terms. This evaluation includes consideration of the borrower's current capacity to pay, which among other things may include a review of the borrower's current financial statements, an analysis of global cash flow sufficient to pay all debt obligations, a debt to income analysis, and an evaluation of secondary sources of payment from the borrower and any guarantors. This evaluation also includes an evaluation of the borrower's current willingness to pay, which may include a review of past payment history, an evaluation of the borrower's willingness to provide information on a timely basis, and consideration of offers from the borrower to provide additional collateral or guarantor support. The credit evaluation also reflects consideration of the borrower's future capacity and willingness to pay, which may include evaluation of cash flow projections, consideration of the adequacy of collateral to cover all principal and interest, and trends indicating improving profitability and collectability of receivables.

Restructured nonaccrual loans may be returned to accrual status based on a current, well-documented credit evaluation of the borrower's financial condition and prospects for repayment under the modified terms. This evaluation must include consideration of the borrower's sustained historical repayment for a reasonable period, generally a minimum of six months, prior to the date on which the loan is returned to accrual status.

#### **Premises and Equipment**

Land is carried at cost. Premises and equipment are stated at cost less accumulated depreciation. Depreciation is computed using the straight-line method over the estimated useful lives of the assets.

#### **Other Real Estate Owned**

Other real estate owned represents property acquired through foreclosure or deeded to the Corporation in lieu of foreclosure on real estate mortgage loans on which borrowers have defaulted. Other real estate owned is carried at the lower of cost or fair value, adjusted for estimated selling costs. Reductions in the balance of other real estate owned at the date of foreclosure are charged to the allowance for loan losses. Subsequent valuation decreases in the carrying value of other real estate owned as well as costs to carry other real estate owned are recognized as charges to noninterest expense.

#### **Income Taxes**

The Corporation accounts for income taxes in accordance with income tax accounting guidance (FASB ASC 740, *Income Taxes*). The Corporation applies the accounting guidance related to accounting for uncertainty in income taxes, which sets out a consistent framework to determine the appropriate level of tax reserves to maintain for uncertain tax positions.

## NOTES TO CONSOLIDATED FINANCIAL STATEMENTS

### NOTE 1. SUMMARY OF SIGNIFICANT ACCOUNTING POLICIES (Continued)

#### Income Taxes (Continued)

Income tax accounting results in two components of income tax expense: current and deferred. Current income tax expense reflects taxes to be paid or refunded for the current period by applying the provisions of the enacted tax law to the taxable income or excess of deductions over revenues. The Corporation determines deferred income taxes using the liability (or balance sheet) method. Under this method, the net deferred tax asset or liability is based on the tax effects of the differences between the book and tax bases of assets and liabilities, and enacted changes in tax rates and laws are recognized in the period in which they occur.

Deferred income tax expense results from changes in deferred tax assets and liabilities between periods. Deferred tax assets are recognized if it is more likely than not, based on the technical merits, that the tax position will be realized or sustained upon examination. The term more likely than not means a likelihood of more than 50 percent; the terms examined and upon examination also include resolution of the related appeals or litigation processes, if any. A tax position that meets the more-likely-than-not recognition threshold is initially and subsequently measured as the largest amount of tax benefit that has a greater than 50 percent likelihood of being realized upon settlement with a taxing authority that has full knowledge of all relevant information. The determination of whether or not a tax position has met the more-likely-than-not recognition threshold considers the facts, circumstances, and information available at the reporting date and is subject to management's judgment. Deferred tax assets may be reduced by deferred tax liabilities and a valuation allowance if, based on the weight of evidence available, it is more likely than not that some portion or all of a deferred tax asset will not be realized.

#### Stock Based Compensation

At December 31, 2019, the Corporation had stock options and other equity awards outstanding as defined by a stock-based employee compensation plan, which is described more fully in Note 12. The Corporation accounts for its stock based compensation plan under stock compensation accounting guidance (FASB ASC 718, *Compensation – Stock compensation*). This guidance requires that the compensation cost relating to share-based payment transactions be recognized in the financial statements. That cost will be measured based on the grant date fair value of the equity or liability instruments issued. The stock compensation accounting guidance covers a wide range of share-based compensation arrangements including stock options, restricted share plans, performance-based awards, share appreciation rights, and employee share purchase plans.

The stock compensation accounting guidance requires that compensation cost for all stock awards be calculated and recognized over the employees' service period, generally defined as the vesting period. For awards with graded-vesting, compensation cost is recognized on a straight-line basis over the requisite service period for the entire award. A Black-Scholes model is used to estimate the fair value of stock options, while the market price of the Corporation's common stock at the date of grant is used for restricted stock awards and stock grants.

#### Capital Raise

During the second quarter of 2019, the Corporation completed a private placement of \$26.25 million of its common stock. As a result of the offering, the Corporation issued 1,312,500 shares of its common stock at the purchase price of \$20.00 per share. After paying transaction fees of approx. \$1.15 million and the repayment of a \$4.4 million loan, the Corporation had approximately \$20.7 million to fund strategic initiatives. United Bancorporation of Alabama's 401 (k) Employee Stock Ownership Plan ("KSOP") leveraged \$2.0 million from the Corporation to purchase 100,000 shares in the capital raise, as more fully disclosed in Note 14.

## NOTES TO CONSOLIDATED FINANCIAL STATEMENTS

### NOTE 1. SUMMARY OF SIGNIFICANT ACCOUNTING POLICIES (Continued)

#### Earnings per Share

Basic earnings per share is computed by dividing income available to common shareholders by the weighted-average number of shares of common stock outstanding for the period. Diluted EPS reflects the potential dilution that could occur if dilutive stock options were exercised and resulted in the issuance of common stock.

Unvested share-based payment awards, which include the right to receive non-forfeitable dividends, are considered participating securities and therefore considered to be outstanding in the computation of earnings per share. For the years ended December 31, 2019 and 2018, earnings per share is calculated using the two class method, under which calculations (1) exclude from the numerator any dividends paid or owed on participating securities and any undistributed earnings considered to be attributable to participating securities and (2) exclude from the denominator the dilutive impact of the participating securities.

Earnings per share was calculated under the treasury stock method for the years ended December 31, 2019 and 2018.

#### Comprehensive Income

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

#### Fair Value of Financial Instruments

Fair values of financial instruments are estimates using relevant market information and other assumptions, as more fully disclosed in Note 15. Fair value estimates involve uncertainties and matters of significant judgment. Changes in assumptions or in market conditions could significantly affect the estimates.

#### Recent Accounting Pronouncements

ASU 2016-02, "Leases" (Topic 842): The FASB issued a new accounting standard on leases, ASU 2016-02 Topic 842, which revises the accounting for lease transactions. The most significant change in the new accounting standard is to lessee accounting for operating leases, which was effective for fiscal years beginning after December 15, 2018. The new standard requires lessees to record a right-of-use asset and lease liability on the balance sheet for all leases. The lease will be included in the carrying value of bank premises. The right-of-use asset is amortized using a discounted rate and is offset by the lease liability, while the income statement remains reflective of the actual lease (rent) expense for the properties. The new standard was adopted by the Corporation at January 1, 2019. The adoption of ASU 2016-02 (Topic 842) had no material effect in the financial statements. Future minimum lease payments are not disclosed due to immaterial nature of the right-of-use asset and lease liability.

ASU 2014-09, "Revenue from Contracts with Customers (Topic 606): On January 1, 2019, the Corporation adopted ASU 2014-09 "Revenue from Contracts with Customers and all subsequent amendments to the ASU (collectively, "ASC 606"), which (1) creates a single framework for recognizing revenue from contracts with customers that fall within its scope and (2) revises when it is appropriate to recognize a gain (loss) from the transfer of non-financial assets. The majority of the company's revenues come from interest income and other sources, including loans, leases and securities that are outside the scope of ASC 606. The Corporation's services that fall within the scope of ASC 606 are presented within non-interest Income and are recognized as revenue as the Corporation satisfies its obligations to the customer. Services within the scope of ASC 606 include service charges and new market tax credit sub-allocation and placement fees. The adoption of ASC 606 did not materially impact the Corporation's recognition of income in 2019. Further disclosures related to the Corporation's treatment of ASC 606 are presented in Note 19 .



## NOTES TO CONSOLIDATED FINANCIAL STATEMENTS

### NOTE 2. CASH AND DUE FROM BANKS

The Bank may be required by the Federal Reserve Bank to maintain daily cash balances. The Bank is required to maintain reserve balances in cash or on deposit with the Federal Reserve Bank based on a percentage of deposits. The total of those reserve balances was \$20,201,000 and \$16,374,000 at December 31, 2019 and 2018, respectively.

### NOTE 3. INVESTMENT SECURITIES

The amortized cost and fair value of investment securities available for sale at December 31, 2019 and 2018 were as follows:

|                                    | Amortized<br>Cost     | Gross<br>Unrealized<br>Gains | Gross<br>Unrealized<br>Losses | Fair<br>Value         |
|------------------------------------|-----------------------|------------------------------|-------------------------------|-----------------------|
| Securities Available for Sale      |                       |                              |                               |                       |
| December 31, 2019:                 |                       |                              |                               |                       |
| U.S. government sponsored agencies | \$ 55,362,637         | \$ 380,599                   | \$ (233,980)                  | \$ 55,509,256         |
| State and political subdivisions   | 33,122,477            | 695,926                      | (35,810)                      | 33,782,593            |
| Mortgage-backed securities         | 32,158,234            | 147,916                      | (225,467)                     | 32,080,683            |
|                                    | <u>\$ 120,643,348</u> | <u>\$ 1,224,441</u>          | <u>\$ (495,257)</u>           | <u>\$ 121,372,532</u> |
| December 31, 2018:                 |                       |                              |                               |                       |
| U.S. Treasury securities           | \$ 1,980,480          | \$ -                         | \$ (23,917)                   | \$ 1,956,563          |
| U.S. government sponsored agencies | 66,594,232            | 17,250                       | (1,863,168)                   | 64,748,314            |
| State and political subdivisions   | 35,854,649            | 27,068                       | (911,754)                     | 34,969,963            |
| Mortgage-backed securities         | 29,840,239            | 7,162                        | (949,142)                     | 28,898,259            |
|                                    | <u>\$ 134,269,600</u> | <u>\$ 51,480</u>             | <u>\$ (3,747,981)</u>         | <u>\$ 130,573,099</u> |

The amortized cost and fair value of investment securities held to maturity at December 31, 2019 and 2018 were as follows:

|                                    | Amortized<br>Cost    | Gross<br>Unrealized<br>Gains | Gross<br>Unrealized<br>Losses | Fair<br>Value        |
|------------------------------------|----------------------|------------------------------|-------------------------------|----------------------|
| Securities Held to Maturity        |                      |                              |                               |                      |
| December 31, 2019:                 |                      |                              |                               |                      |
| U.S. government sponsored agencies | \$ 5,989,830         | \$ 109,904                   | \$ -                          | \$ 6,099,734         |
| State and political subdivisions   | 11,355,511           | 202,789                      | -                             | 11,558,300           |
|                                    | <u>\$ 17,345,341</u> | <u>\$ 312,693</u>            | <u>\$ -</u>                   | <u>\$ 17,658,034</u> |
| December 31, 2018:                 |                      |                              |                               |                      |
| U.S. government sponsored agencies | \$ 5,988,003         | \$ -                         | \$ (74,146)                   | \$ 5,913,857         |
| State and political subdivisions   | 11,802,385           | 11,596                       | (59,607)                      | 11,754,374           |
|                                    | <u>\$ 17,790,388</u> | <u>\$ 11,596</u>             | <u>\$ (133,753)</u>           | <u>\$ 17,668,231</u> |

## NOTES TO CONSOLIDATED FINANCIAL STATEMENTS

### NOTE 3. INVESTMENT SECURITIES (Continued)

Those investment securities classified as available for sale and held to maturity which have an unrealized loss position at December 31, 2019 and 2018 are detailed below:

|                                    | Less Than Twelve Months       |               | Over Twelve Months            |                | Total                         |                |
|------------------------------------|-------------------------------|---------------|-------------------------------|----------------|-------------------------------|----------------|
|                                    | Gross<br>Unrealized<br>Losses | Fair<br>Value | Gross<br>Unrealized<br>Losses | Fair<br>Value  | Gross<br>Unrealized<br>Losses | Fair<br>Value  |
| December 31, 2019:                 |                               |               |                               |                |                               |                |
| U.S. government sponsored agencies | \$ (92,147)                   | \$ 11,390,825 | \$ (141,833)                  | \$ 17,441,714  | \$ (233,980)                  | \$ 28,832,539  |
| State and political subdivisions   | (10,009)                      | 3,214,197     | (25,801)                      | 1,433,017      | (35,810)                      | 4,647,214      |
| Mortgage-backed securities         | (123,854)                     | 12,616,964    | (101,613)                     | 8,570,925      | (225,467)                     | 21,187,889     |
| Total securities                   | \$ (226,010)                  | \$ 27,221,986 | \$ (269,247)                  | \$ 27,445,656  | \$ (495,257)                  | \$ 54,667,642  |
| December 31, 2018:                 |                               |               |                               |                |                               |                |
| U.S. Treasury securities           | \$ -                          | \$ -          | \$ (23,917)                   | \$ 1,956,563   | \$ (23,917)                   | \$ 1,956,563   |
| U.S. government sponsored agencies | (127,993)                     | 11,407,020    | (1,809,321)                   | 53,601,966     | (1,937,314)                   | 65,008,986     |
| State and political subdivisions   | (8,156)                       | 3,805,729     | (963,205)                     | 30,686,257     | (971,361)                     | 34,491,986     |
| Mortgage-backed securities         | -                             | -             | (949,142)                     | 26,379,384     | (949,142)                     | 26,379,384     |
| Total securities                   | \$ (136,149)                  | \$ 15,212,749 | \$ (3,745,585)                | \$ 112,624,170 | \$ (3,881,734)                | \$ 127,836,919 |

The unrealized losses in investment securities available for sale at December 31, 2019 and 2018 were attributable to changes in market interest rates since the securities were purchased. The Corporation systematically evaluates investment securities for other-than-temporary declines in fair value on a quarterly basis. This analysis requires management to consider various factors, which include (1) duration and magnitude of the decline in value, (2) the financial condition of the issuer or issuers, (3) structure of the security and (4) the Corporation's intent to sell the security or whether it is more likely than not that the Corporation would be required to sell the security before its anticipated recovery in market value. Because the Corporation does not currently intend to sell the investment securities and it is not more likely than not that the Corporation will be required to sell the investment securities before recovery of their amortized cost bases, which may be maturity, the Corporation does not consider these investment securities to be other-than-temporarily impaired at December 31, 2019.

The amortized cost and fair value of investment securities as of December 31, 2019 categorized by contractual maturity are shown below. Expected maturities may differ from contractual maturities of mortgage-backed securities because borrowers have the right to call or prepay obligations with or without penalties. Therefore, these securities are not presented by maturity class.

|  | Securities Available for Sale |                | Securities Held to Maturity |               |
|--|-------------------------------|----------------|-----------------------------|---------------|
|  | Amortized<br>Cost             | Fair<br>Value  | Amortized<br>Cost           | Fair<br>Value |
| Due in one year or less                | \$ 3,258,536                  | \$ 3,252,162   | \$ 191,153                  | \$ 191,813    |
| Due after one year through five years  | 14,237,928                    | 14,324,293     | 8,659,825                   | 8,807,067     |
| Due after five years through ten years | 36,192,301                    | 36,645,652     | 6,375,591                   | 6,510,459     |
| Due after ten years                    | 34,796,349                    | 35,069,742     | 2,118,772                   | 2,148,695     |
| Mortgage-backed securities             | 32,158,234                    | 32,080,683     | -                           | -             |
|  | \$ 120,643,348                | \$ 121,372,532 | \$ 17,345,341               | 17,658,034    |

## NOTES TO CONSOLIDATED FINANCIAL STATEMENTS

### NOTE 3. INVESTMENT SECURITIES (Continued)

The gross gains and gross losses realized by the Corporation from sales of investment securities available for sale for the years ended December 31, 2019 and 2018 were as follows:

|                             | Years Ended December 31, |             |
|-----------------------------|--------------------------|-------------|
|                             | 2019                     | 2018        |
| Gross gains                 | \$ 257,178               | \$ 24       |
| Gross losses                | (139,666)                | (81,743)    |
| Net realized gains (losses) | \$ 117,512               | \$ (81,719) |

Investment securities with carrying values of \$40,843,122 and \$31,870,013 at December 31, 2019 and 2018, respectively, were pledged to secure federal funds lines, Federal Home Loan Bank advances, and public and trust deposits as required by law and for other purposes.

Other equity investment securities (included in other assets in the consolidated balance sheets) consist of the following as of December 31, 2019 and 2018:

|   | December 31, |              |
|---|--------------|--------------|
|   | 2019         | 2018         |
| Federal Home Loan Bank of Atlanta         | \$ 914,200   | \$ 581,100   |
| First National Banker's Bankshares, Inc.  | 701,400      | 777,000      |
| Central Alabama Title Center, LLC         | 30,000       | 30,000       |
| United Bancorp Capital Trust II           | 310,000      | 310,000      |
| Sub-CDE Investments                       | 10,750       | 5,650        |
| First Community, LP                       | 2,500        | 2,500        |
| Federal Agricultural Mortgage Corporation | 10,153       | 10,153       |
|   | \$ 1,979,003 | \$ 1,716,403 |

### NOTE 4. LOANS AND ALLOWANCE FOR LOAN LOSSES

#### Portfolio Segments and Classes

At December 31, 2019 and 2018, the composition of the loan portfolio was as follows:

|                                   | December 31,   |                |
|-----------------------------------|----------------|----------------|
|                                   | 2019           | 2018           |
| Real estate:                      |                |                |
| Construction and land loans       | \$ 36,690,749  | \$ 23,586,240  |
| Farmland                          | 36,072,396     | 39,279,178     |
| 1-4 family residential mortgages  | 84,934,901     | 82,130,310     |
| Multifamily                       | 13,210,110     | 6,064,097      |
| Commercial                        | 92,443,085     | 86,112,328     |
| Agricultural                      | 31,154,612     | 34,263,997     |
| Commercial                        | 125,405,500    | 103,976,707    |
| Consumer                          | 20,519,050     | 19,914,709     |
| States and political subdivisions | 11,426,117     | 11,255,647     |
| Other loans                       | 3,268,426      | 3,260,537      |
| Total                             | \$ 455,124,946 | \$ 409,843,750 |

## NOTES TO CONSOLIDATED FINANCIAL STATEMENTS

### NOTE 4. LOANS AND ALLOWANCE FOR LOAN LOSSES (Continued)

#### Portfolio Segments and Classes (Continued)

For purposes of the disclosures required pursuant to ASC 310, the loan portfolio was disaggregated into segments and then further disaggregated into classes for certain disclosures. A portfolio segment is defined as the level at which an entity develops and documents a systematic method for determining its allowance for loan losses. There are six primary loan portfolio segments that include real estate, agriculture, commercial, consumer, state and political subdivisions and other loans. A class is generally determined based on the initial measurement attribute, risk characteristic of the loan, and an entity's method for monitoring and assessing credit risk. Classes within the real estate portfolio segment include construction and land loans, farmland, 1-4 family residential mortgages, multifamily, and commercial. The portfolio segments of all other non-real estate loans have not been further segregated by class.

The following describe risk characteristics relevant to each of the portfolio segments:

**Real Estate** - As discussed below, the Corporation offers various types of real estate loan products. All loans within this portfolio segment are particularly sensitive to the valuation of real estate:

- Construction and land loans are repaid through cash flow related to the operation, sale or refinance of the underlying property. This portfolio class includes extensions of credit to real estate developers or investors where repayment is dependent on the sale of the real estate or income generated from the real estate collateral.
- 1-4 family residential mortgages and farmland loans are repaid by various means such as a borrower's income, sale of the property, or rental income derived from the property.
- Commercial loans include owner-occupied commercial real estate loans and loans secured by income producing properties. Owner-occupied commercial real estate loans to operating businesses are long-term financing of land and buildings. These loans are viewed primarily as cash flow loans and the repayment of these loans is largely dependent on the successful operation of the business. Real estate loans for income-producing multifamily properties such as apartment buildings, office and industrial buildings, and retail shopping centers are repaid from rent income derived from the properties.

**Agricultural and Commercial** - These loans include those loans to agricultural and commercial customers for use in normal business operations to finance working capital needs, crop production, equipment purchases, or expansion projects. Loans are repaid by business and farming cash flows. Collection risk in this portfolio is driven by the creditworthiness of the underlying borrower, particularly cash flows from the borrowers' business operations.

**Consumer** - The consumer loan portfolio segment includes direct consumer installment loans, overdrafts and other revolving credit loans. Loans in this portfolio are sensitive to unemployment and other key consumer economic measures.

**State and Political Subdivisions** - The state and political subdivision loan portfolio segment includes loans to local municipalities to support municipal operations and projects. Loans are repaid generally from tax revenues collected in those municipalities.

**Other Loans** - The other loans portfolio segment includes loans to non-related bank holding companies to invest in subordinated-debt. Loans are interest only, fixed rate with interest payable semi-annually.

## NOTES TO CONSOLIDATED FINANCIAL STATEMENTS

### NOTE 4. LOANS AND ALLOWANCE FOR LOAN LOSSES (Continued)

#### Credit Risk Management

The Corporation assigns a risk rating to each loan when approved. The rating categories are based on information about the ability of borrowers to service the debt. Such information includes, among other things, current financial information, payment history, credit documentation and current economic conditions. Loan Officers are expected and required to initiate recommendations for changes in assigned risk ratings according to changes in the overall levels of risk in each loan in their portfolio no less than monthly. The current risk rating will be reviewed from time to time by the Chief Credit Officer and the Special Assets Officer for concurrence. The Corporation uses the following guidelines in determining the appropriate risk rating:

**Grade 1: Investment Grade** – There is an absence of credit risk. Loans in this category are fully secured by United Bank certificates of deposit or savings accounts (demand deposit accounts are not eligible as collateral). The certificate should be sufficient in amount to cover principal and interest.

**Grade 2: Minimal Credit Risk** – The overall financial condition is very strong. Businesses should have high liquidity, a history of stable and predictable earnings, a strong management team and the primary source of repayment is clear and subject to little risk. Customers should have a substantial net worth in liquid assets with a well-defined source of repayment.

**Grade 3: Attractive Credit Risk** – The overall financial condition is good. Financial statements are current and show satisfactory income, profits, cash flow, and debt service coverage, debt to worth ratio and credit history. Loans in this category are properly structured and documented and require only minimal supervision.

**Grade 4: Average Risk** – The overall financial condition is average. Credit history has been satisfactory. Refinancing could be obtained with normal effort. Financial statements are current and show some volatility in income, profits, cash flow, debt service coverage or credit history. The volatility is easily identifiable and has been addressed and does not constitute an unwarranted level of risk.

**Grade 5: Acceptable Risk** – The overall financial condition of the business or individual is acceptable. There is more than average credit risk and the credit should be more closely watched but there is little chance of loss. While acceptable, loans in this category may warrant close monitoring for any number of reasons including inconsistent earnings, leveraged balance sheet, economic conditions, collateral requiring close supervision, financial information that is stale or incomplete or irregular payment record.

**Grade 6: Monitor** – This asset has potential weakness and deserves management attention. If left uncorrected the potential weakness may result in deterioration of the overall financial condition. There is no room for debt expansion and they are fully leveraged. If liquidation were to take place there could be a minimal loss and thus an analysis should be made to determine if a specific reserve is needed.

**Grade 7: Substandard** – This asset is inadequately protected by the current sound worth and paying capacity of the obligor or of the collateral pledged. Loans in this category involve more than a normal risk. There is limited opportunity to refinance. If liquidation were to take place there could be some recognized loss exposure. If the loan is determined to be impaired, an analysis will be performed to determine the amount of reserve, if any, to be recognized.

**Grade 8: Doubtful** – A loss is highly likely and there probably will be a default. There is no ability to refinance. At this point collection effort should be in full process. Loans in this category will be reserved at a specific amount in line with the impairment analysis performed if the loan is determined to be impaired.

These risk ratings are summarized into categories as follows: Pass includes loans with Grades 1-5, Special Mention includes loans with a Grade of 6, and Substandard/Doubtful include loans with Grades 7 and 8.

## NOTES TO CONSOLIDATED FINANCIAL STATEMENTS

### NOTE 4. LOANS AND ALLOWANCE FOR LOAN LOSSES (Continued)

#### Credit Risk Management (Continued)

The following tables summarize the credit risk profile of our loan portfolio by internally assigned grades as of December 31, 2019 and 2018.

|                                   | <u>Pass</u>                   | <u>Special<br/>Mention</u> | <u>Substandard</u> | <u>Total</u>      |
|-----------------------------------|-------------------------------|----------------------------|--------------------|-------------------|
|                                   | <i>(Dollars in Thousands)</i> |                            |                    |                   |
| December 31, 2019:                |                               |                            |                    |                   |
| Real estate:                      |                               |                            |                    |                   |
| Construction and land loans       | \$ 35,212                     | \$ 878                     | \$ 601             | \$ 36,691         |
| Farmland                          | 29,740                        | 2,361                      | 3,971              | 36,072            |
| 1-4 family residential mortgages  | 83,187                        | 1,312                      | 436                | 84,935            |
| Multifamily                       | 13,210                        | -                          | -                  | 13,210            |
| Commercial                        | 87,429                        | 1,534                      | 3,480              | 92,443            |
| Agricultural                      | 28,987                        | 2,057                      | 111                | 31,155            |
| Commercial                        | 120,144                       | 5,205                      | 57                 | 125,406           |
| Consumer                          | 20,416                        | 43                         | 60                 | 20,519            |
| States and political subdivisions | 11,426                        | -                          | -                  | 11,426            |
| Other loans                       | 3,268                         | -                          | -                  | 3,268             |
| <b>Total</b>                      | <b>\$ 433,019</b>             | <b>\$ 13,390</b>           | <b>\$ 8,716</b>    | <b>\$ 455,125</b> |

There were no loans considered doubtful as of December 31, 2019.

|                                   | <u>Pass</u>                   | <u>Special<br/>Mention</u> | <u>Substandard</u> | <u>Total</u>      |
|-----------------------------------|-------------------------------|----------------------------|--------------------|-------------------|
|                                   | <i>(Dollars in Thousands)</i> |                            |                    |                   |
| December 31, 2018:                |                               |                            |                    |                   |
| Real estate:                      |                               |                            |                    |                   |
| Construction and land loans       | \$ 21,593                     | \$ 1,221                   | \$ 772             | \$ 23,586         |
| Farmland                          | 31,675                        | 3,233                      | 4,371              | 39,279            |
| 1-4 family residential mortgages  | 79,834                        | 1,967                      | 329                | 82,130            |
| Multifamily                       | 6,064                         | -                          | -                  | 6,064             |
| Commercial                        | 80,758                        | 1,664                      | 3,690              | 86,112            |
| Agricultural                      | 32,885                        | 726                        | 653                | 34,264            |
| Commercial                        | 102,796                       | 503                        | 678                | 103,977           |
| Consumer                          | 19,817                        | 76                         | 22                 | 19,915            |
| States and political subdivisions | 11,256                        | -                          | -                  | 11,256            |
| Other loans                       | 3,261                         | -                          | -                  | 3,261             |
| <b>Total</b>                      | <b>\$ 389,939</b>             | <b>\$ 9,390</b>            | <b>\$ 10,515</b>   | <b>\$ 409,844</b> |

There were no loans considered doubtful as of December 31, 2018.

## NOTES TO CONSOLIDATED FINANCIAL STATEMENTS

### NOTE 4. LOANS AND ALLOWANCE FOR LOAN LOSSES (Continued)

During the fourth quarter of 2019, the Corporation recorded a \$1,025,530 payment resulting from the termination of a State Small Business Credit Initiative (“SSBCI”) program operated by the State of Alabama. The payment was recorded as other income which was offset with an \$825,530 increase to the allowance for loan losses specifically related to loans formerly enrolled in this program, in accordance with the Corporation’s established ALLL review and evaluation criteria. The Corporation received a guarantee of up to 50% of losses in the event of a borrower’s default. As of November 30, 2019, the Corporation had 47 loans with principal outstanding totaling \$6,672,120 that were formerly enrolled in the program. The remaining payment of \$200,000 was allocated to other reserves as deemed appropriate by management.

#### Allowance for Loan Losses

The following tables detail the change in the allowance for loan losses for the years ended December 31, 2019 and 2018. Allocation of a portion of the allowance to one category of loans does not preclude its availability to absorb losses in other categories.

|                                   | Beginning<br>Balance          | Charge-offs | Recoveries | Provision<br>Allocation | Ending<br>Balance |
|-----------------------------------|-------------------------------|-------------|------------|-------------------------|-------------------|
|                                   | <i>(Dollars in Thousands)</i> |             |            |                         |                   |
| December 31, 2019:                |                               |             |            |                         |                   |
| Real estate:                      |                               |             |            |                         |                   |
| Construction and land loans       | \$ 144                        | \$ -        | \$ 25      | \$ (27)                 | \$ 142            |
| Farmland                          | 296                           | (188)       | 10         | 242                     | 360               |
| 1-4 family residential mortgages  | 841                           | (77)        | 2          | (350)                   | 416               |
| Multifamily                       | 43                            | -           | -          | 88                      | 131               |
| Commercial                        | 1,150                         | (329)       | -          | 746                     | 1,567             |
| Agriculture                       | 230                           | -           | -          | 45                      | 275               |
| Commercial                        | 1,274                         | (182)       | 23         | 760                     | 1,875             |
| Consumer                          | 308                           | (92)        | 15         | 140                     | 371               |
| States and political subdivisions | 81                            | -           | -          | 33                      | 114               |
| Other loans                       | 24                            | -           | 1          | 10                      | 35                |
| Total:                            | \$ 4,391                      | \$ (868)    | \$ 76      | \$ 1,687                | \$ 5,286          |
| December 31, 2018:                |                               |             |            |                         |                   |
| Real estate:                      |                               |             |            |                         |                   |
| Construction and land loans       | \$ 345                        | \$ -        | \$ 25      | \$ (226)                | \$ 144            |
| Farmland                          | 213                           | -           | -          | 83                      | 296               |
| 1-4 family residential mortgages  | 933                           | (131)       | 2          | 37                      | 841               |
| Multifamily                       | 6                             | -           | -          | 37                      | 43                |
| Commercial                        | 1,700                         | (670)       | 5          | 115                     | 1,150             |
| Agriculture                       | 51                            | -           | -          | 179                     | 230               |
| Commercial                        | 742                           | (159)       | -          | 691                     | 1,274             |
| Consumer                          | 262                           | (112)       | 11         | 147                     | 308               |
| States and political subdivisions | 29                            | -           | -          | 52                      | 81                |
| Other loans                       | 10                            | -           | 1          | 13                      | 24                |
| Total:                            | \$ 4,291                      | \$ (1,072)  | \$ 44      | \$ 1,128                | \$ 4,391          |

## NOTES TO CONSOLIDATED FINANCIAL STATEMENTS

### NOTE 4. LOANS AND ALLOWANCE FOR LOAN LOSSES (Continued)

#### Allowance for Loan Losses (Continued)

|                                   | Loan Balances                 |   |   | Allowance for Loan Loss |                  |                |
|-----------------------------------|-------------------------------|---|---|-------------------------|------------------|----------------|
|                                   | Total Loans                   | Loans Individually Evaluated for Impairment | Loans Collectively Evaluated for Impairment | Specific Reserves       | General Reserves | Total Reserves |
| December 31, 2019:                | <i>(Dollars in Thousands)</i> |   |   |                         |                  |                |
| Real estate:                      |                               |   |   |                         |                  |                |
| Construction and land loans       | \$ 36,691                     | \$ 1,461                                    | \$ 35,230                                   | \$ -                    | \$ 142           | \$ 142         |
| Farmland                          | 36,072                        | 3,748                                       | 32,324                                      | 10                      | 350              | 360            |
| 1-4 family residential mortgages  | 84,935                        | 341   | 84,594                                      | 81                      | 335              | 416            |
| Multifamily                       | 13,210                        | -   | 13,210                                      | -                       | 131              | 131            |
| Commercial                        | 92,443                        | 3,584                                       | 88,859                                      | 250                     | 1,317            | 1,567          |
| Agriculture                       | 31,155                        | 1,393                                       | 29,762                                      | -                       | 275              | 275            |
| Commercial                        | 125,406                       | 503   | 124,903                                     | 103                     | 1,772            | 1,875          |
| Consumer                          | 20,519                        | 122   | 20,397                                      | 3                       | 368              | 371            |
| States and political subdivisions | 11,426                        | -   | 11,426                                      | -                       | 114              | 114            |
| Other loans                       | 3,268                         | -   | 3,268                                       | -                       | 35               | 35             |
| Total:                            | \$ 455,125                    | \$ 11,152                                   | \$ 443,971                                  | \$ 447                  | \$ 4,839         | \$ 5,286       |
| December 31, 2018:                |                               |   |   |                         |                  |                |
| Real estate:                      |                               |   |   |                         |                  |                |
| Construction and land loans       | \$ 23,586                     | \$ 1,513                                    | \$ 22,073                                   | \$ -                    | \$ 144           | \$ 144         |
| Farmland                          | 39,279                        | 4,402                                       | 34,877                                      | 10                      | 286              | 296            |
| 1-4 family residential mortgages  | 82,130                        | 385   | 81,745                                      | 144                     | 697              | 841            |
| Multifamily                       | 6,064                         | -   | 6,064                                       | -                       | 43               | 43             |
| Commercial                        | 86,112                        | 4,356                                       | 81,756                                      | 225                     | 925              | 1,150          |
| Agriculture                       | 34,264                        | 1,045                                       | 33,219                                      | -                       | 230              | 230            |
| Commercial                        | 103,977                       | 643   | 103,334                                     | 240                     | 1,034            | 1,274          |
| Consumer                          | 19,915                        | 214   | 19,701                                      | 12                      | 296              | 308            |
| States and political subdivisions | 11,256                        | -   | 11,256                                      | -                       | 81               | 81             |
| Other loans                       | 3,261                         | -   | 3,261                                       | -                       | 24               | 24             |
| Total:                            | \$ 409,844                    | \$ 12,558                                   | \$ 397,286                                  | \$ 631                  | \$ 3,760         | \$ 4,391       |



## NOTES TO CONSOLIDATED FINANCIAL STATEMENTS

### NOTE 4. LOANS AND ALLOWANCE FOR LOAN LOSSES (Continued)

#### Impaired Loans

A loan is considered impaired when, based on current information and events, it is probable that the Corporation will be unable to collect all amounts due (both principal and interest) according to the terms of the loan agreement.

The following tables detail the Corporation's impaired loans, by portfolio class, as of December 31, 2019 and 2018.

|  | Recorded<br>Investment        | Unpaid<br>Principal<br>Balance | Related<br>Allowance | Average<br>Recorded<br>Investment | Interest<br>Income<br>Recognized |
|--|-------------------------------|--------------------------------|----------------------|-----------------------------------|----------------------------------|
| December 31, 2019:                       | <i>(Dollars in Thousands)</i> |                                |                      |                                   |                                  |
| With no related allowance recorded:      |                               |                                |                      |                                   |                                  |
| Real estate:                             |                               |                                |                      |                                   |                                  |
| Construction and land loans              | \$ 1,461                      | \$ 1,461                       | \$ -                 | \$ 682                            | \$ 84                            |
| Farmland                                 | 3,361                         | 3,361                          | -                    | 2,318                             | 328                              |
| 1-4 family residential mortgages         | 199                           | 330                            | -                    | 2,052                             | 15                               |
| Multifamily                              | -                             | -                              | -                    | -                                 | -                                |
| Commercial                               | 2,013                         | 2,635                          | -                    | 2,335                             | 66                               |
| Agriculture                              | 1,393                         | 1,393                          | -                    | 2,366                             | 106                              |
| Commercial                               | -                             | -                              | -                    | -                                 | -                                |
| Consumer                                 | 89                            | 89                             | -                    | 92                                | 6                                |
| States and political subdivisions        | -                             | -                              | -                    | -                                 | -                                |
| Other loans                              | -                             | -                              | -                    | -                                 | -                                |
| Total with no related allowance recorded | <u>8,516</u>                  | <u>9,269</u>                   | <u>-</u>             | <u>9,845</u>                      | <u>605</u>                       |
| With an allowance recorded:              |                               |                                |                      |                                   |                                  |
| Real estate mortgages:                   |                               |                                |                      |                                   |                                  |
| Construction and land loans              | -                             | -                              | -                    | -                                 | -                                |
| Farmland                                 | 387                           | 387                            | 10                   | 681                               | 19                               |
| 1-4 family residential mortgages         | 142                           | 142                            | 81                   | 186                               | 7                                |
| Multifamily                              | -                             | -                              | -                    | -                                 | -                                |
| Commercial                               | 1,571                         | 1,571                          | 250                  | 857                               | 52                               |
| Agriculture                              | -                             | -                              | -                    | -                                 | -                                |
| Commercial                               | 503                           | 503                            | 103                  | 322                               | 28                               |
| Consumer                                 | 33                            | 33                             | 3                    | 77                                | -                                |
| States and political subdivisions        | -                             | -                              | -                    | -                                 | -                                |
| Other loans                              | -                             | -                              | -                    | -                                 | -                                |
| Total with an allowance recorded         | <u>2,636</u>                  | <u>2,636</u>                   | <u>447</u>           | <u>2,123</u>                      | <u>106</u>                       |
| Total impaired loans:                    | <u>\$ 11,152</u>              | <u>\$ 11,905</u>               | <u>\$ 447</u>        | <u>\$ 11,968</u>                  | <u>\$ 711</u>                    |

## NOTES TO CONSOLIDATED FINANCIAL STATEMENTS

### NOTE 4. LOANS AND ALLOWANCE FOR LOAN LOSSES (Continued)

#### Impaired Loans (Continued)

|  | Recorded<br>Investment | Unpaid<br>Principal<br>Balance | Related<br>Allowance | Average<br>Recorded<br>Investment | Interest<br>Income<br>Recognized |
|--|------------------------|--------------------------------|----------------------|-----------------------------------|----------------------------------|
| December 31, 2018:                       |                        |                                |                      |                                   |                                  |
| With no related allowance recorded:      |                        |                                |                      |                                   |                                  |
| Real estate:                             |                        |                                |                      |                                   |                                  |
| Construction and land loans              | \$ 1,513               | \$ 1,513                       | \$ -                 | \$ 1,180                          | \$ 52                            |
| Farmland                                 | 4,006                  | 4,006                          | -                    | 4,035                             | 35                               |
| 1-4 family residential mortgages         | 178                    | 178                            | -                    | 181                               | 8                                |
| Multifamily                              | -                      | -                              | -                    | -                                 | -                                |
| Commercial                               | 2,434                  | 3,056                          | -                    | 3,181                             | 56                               |
| Agriculture                              | 1,045                  | 1,045                          | -                    | 1,050                             | 34                               |
| Commercial                               | -                      | -                              | -                    | -                                 | -                                |
| Consumer                                 | 96                     | 96                             | -                    | 78                                | -                                |
| States and political subdivisions        | -                      | -                              | -                    | -                                 | -                                |
| Other loans                              | -                      | -                              | -                    | -                                 | -                                |
| Total with no related allowance recorded | <u>9,272</u>           | <u>9,894</u>                   | <u>-</u>             | <u>9,705</u>                      | <u>185</u>                       |
| With an allowance recorded:              |                        |                                |                      |                                   |                                  |
| Real estate mortgages:                   |                        |                                |                      |                                   |                                  |
| Construction and land loans              | -                      | -                              | -                    | 364                               | -                                |
| Farmland                                 | 396                    | 396                            | 10                   | 424                               | 20                               |
| 1-4 family residential mortgages         | 207                    | 207                            | 144                  | 279                               | 7                                |
| Multifamily                              | -                      | -                              | -                    | -                                 | -                                |
| Commercial                               | 1,922                  | 1,922                          | 225                  | 1,363                             | 2                                |
| Agriculture                              | -                      | -                              | -                    | -                                 | -                                |
| Commercial                               | 643                    | 643                            | 240                  | 734                               | 19                               |
| Consumer                                 | 118                    | 118                            | 12                   | 129                               | -                                |
| States and political subdivisions        | -                      | -                              | -                    | -                                 | -                                |
| Other loans                              | -                      | -                              | -                    | -                                 | -                                |
| Total with an allowance recorded         | <u>3,286</u>           | <u>3,286</u>                   | <u>631</u>           | <u>3,293</u>                      | <u>48</u>                        |
| Total impaired loans:                    | <u>\$ 12,558</u>       | <u>\$ 13,180</u>               | <u>\$ 631</u>        | <u>\$ 12,998</u>                  | <u>\$ 233</u>                    |

## NOTES TO CONSOLIDATED FINANCIAL STATEMENTS

### NOTE 4. LOANS AND ALLOWANCE FOR LOAN LOSSES (Continued)

#### Past Due Loans

The table below provides an age analysis of past due loans as of December 31, 2019 and 2018:

|                                   | Past Due Status (Accruing Loans) |                 |                 |               |                 |                 | Non-accrual       | Total |
|-----------------------------------|----------------------------------|-----------------|-----------------|---------------|-----------------|-----------------|-------------------|-------|
|                                   | Current                          | 30-59 Days      | 60-89 Days      | 90+ Days      | Total Past Due  |                 |                   |       |
| <i>(Dollars in Thousands)</i>     |                                  |                 |                 |               |                 |                 |                   |       |
| December 31, 2019:                |                                  |                 |                 |               |                 |                 |                   |       |
| Real estate:                      |                                  |                 |                 |               |                 |                 |                   |       |
| Construction and land loans       | \$ 36,155                        | \$ 46           | \$ 486          | \$ -          | \$ 532          | \$ 4            | \$ 36,691         |       |
| Farmland                          | 34,557                           | 856             | 659             | -             | 1,515           | -               | 36,072            |       |
| 1-4 family residential mortgages  | 83,687                           | 370             | 639             | 114           | 1,123           | 125             | 84,935            |       |
| Multifamily                       | 13,210                           | -               | -               | -             | -               | -               | 13,210            |       |
| Commercial                        | 90,325                           | 197             | -               | 37            | 234             | 1,884           | 92,443            |       |
| Agriculture                       | 31,155                           | -               | -               | -             | -               | -               | 31,155            |       |
| Commercial                        | 122,093                          | 3,215           | 23              | -             | 3,238           | 75              | 125,406           |       |
| Consumer                          | 20,416                           | 61              | 12              | -             | 73              | 30              | 20,519            |       |
| States and political subdivisions | 11,426                           | -               | -               | -             | -               | -               | 11,426            |       |
| Other loans                       | 3,255                            | -               | -               | -             | -               | 13              | 3,268             |       |
| Total:                            | <u>\$ 446,279</u>                | <u>\$ 4,745</u> | <u>\$ 1,819</u> | <u>\$ 151</u> | <u>\$ 6,715</u> | <u>\$ 2,131</u> | <u>\$ 455,125</u> |       |
| December 31, 2018:                |                                  |                 |                 |               |                 |                 |                   |       |
| Real estate:                      |                                  |                 |                 |               |                 |                 |                   |       |
| Construction and land loans       | \$ 23,391                        | \$ 38           | \$ -            | \$ -          | \$ 38           | \$ 157          | \$ 23,586         |       |
| Farmland                          | 37,693                           | -               | 665             | 379           | 1,044           | 542             | 39,279            |       |
| 1-4 family residential mortgages  | 80,715                           | 912             | 231             | 165           | 1,308           | 107             | 82,130            |       |
| Multifamily                       | 6,064                            | -               | -               | -             | -               | -               | 6,064             |       |
| Commercial                        | 82,211                           | 1,810           | -               | -             | 1,810           | 2,091           | 86,112            |       |
| Agriculture                       | 34,249                           | -               | -               | -             | -               | 15              | 34,264            |       |
| Commercial                        | 103,181                          | 127             | -               | -             | 127             | 669             | 103,977           |       |
| Consumer                          | 19,706                           | 36              | 58              | 34            | 128             | 81              | 19,915            |       |
| States and political subdivisions | 11,256                           | -               | -               | -             | -               | -               | 11,256            |       |
| Other loans                       | 3,261                            | -               | -               | -             | -               | -               | 3,261             |       |
| Total:                            | <u>\$ 401,727</u>                | <u>\$ 2,923</u> | <u>\$ 954</u>   | <u>\$ 578</u> | <u>\$ 4,455</u> | <u>\$ 3,662</u> | <u>\$ 409,844</u> |       |

#### Related Party Transactions

Certain executive officers and directors of the Corporation, including their immediate families and companies with which they are associated, are loan customers of the Corporation. Total loans outstanding and available lines of credit to these related parties at December 31, 2019 and 2018, totaled \$9,974,454 and \$4,196,152, respectively. Such loans are made in the ordinary course of business at normal credit terms, including interest rate and collateral requirements, and do not represent more than a normal credit risk.

## NOTES TO CONSOLIDATED FINANCIAL STATEMENTS

### NOTE 4. LOANS AND ALLOWANCE FOR LOAN LOSSES (Continued)

#### Troubled Debt Restructurings

Restructured loans are loans on which, because of a borrower's financial difficulties, the Corporation has granted a concession that would not otherwise be considered. Modifications of terms that could potentially qualify as a restructuring include reduction of contractual interest rate, extension of the maturity date at a contractual interest rate lower than the current market rate for new debt with similar risk, or a reduction of the face amount of debt, or either forgiveness of either principal or accrued interest. The following table summarizes, as of December 31, 2019 and 2018, loans that have been restructured:

|                                   | Troubled-Debt Restructurings |  |   | Effect on the<br>Allowance for<br>Loan Losses |
|-----------------------------------|------------------------------|--|---|---|
|                                   | Number of<br>Loans           | Recorded<br>Investment<br>Prior to<br>Modification | Recorded<br>Investment<br>After<br>Modification |   |
| <i>(Dollars in Thousands)</i>     |                              |  |   |   |
| December 31, 2019:                |                              |  |   |   |
| Real estate:                      |                              |  |   |   |
| Construction and land loans       | -                            | \$ -   | \$ -  | \$ -  |
| Farmland                          | 1                            | 511  | 386   | (10)  |
| 1-4 family residential mortgages  | 2                            | 116  | 97  | (19)  |
| Multifamily                       | -                            | -  | -   | -   |
| Commercial                        | 2                            | 313  | 313   | (176)   |
| Agricultural                      | -                            | -  | -   | -   |
| Commercial                        | 2                            | 517  | 467   | (16)  |
| Consumer                          | -                            | -  | -   | -   |
| States and political subdivisions | -                            | -  | -   | -   |
| Other loans                       | -                            | -  | -   | -   |
| Total:                            | 7                            | \$ 1,457   | \$ 1,263  | \$ (221)                                      |
| December 31, 2018:                |                              |  |   |   |
| Real estate:                      |                              |  |   |   |
| Construction and land loans       | -                            | \$ -   | \$ -  | \$ -  |
| Farmland                          | 1                            | 511  | 396   | (10)  |
| 1-4 family residential mortgages  | 1                            | 93   | 83  | -   |
| Multifamily                       | -                            | -  | -   | -   |
| Commercial                        | 1                            | 90   | 91  | (25)  |
| Agricultural                      | -                            | -  | -   | -   |
| Commercial                        | 1                            | 547  | 460   | (57)  |
| Consumer                          | -                            | -  | -   | -   |
| States and political subdivisions | -                            | -  | -   | -   |
| Other loans                       | -                            | -  | -   | -   |
| Total:                            | 4                            | \$ 1,241   | \$ 1,030  | \$ (92)                                       |

The Corporation has not forgiven any principal on the above loans. At December 31, 2019 and 2018, \$243,360 and \$0, respectively, of the above restructured loans were held as non-accrual.

As of December 31, 2019 and 2018, there were no loans restructured within the last 12 months that had subsequently defaulted.

## NOTES TO CONSOLIDATED FINANCIAL STATEMENTS

### NOTE 5. OTHER REAL ESTATE OWNED

The table below presents a summary of the activity related to other real estate owned for the years ending December 31, 2019 and 2018, respectively.

|   | Years Ended December 31, |                     |
|---|--------------------------|---------------------|
|   | 2019                     | 2018                |
| Balance, beginning of year                      | \$ 1,257,359             | \$ 1,430,301        |
| Additions                                       | 908,208                  | 683,764             |
| Sales proceeds                                  | (981,545)                | (598,788)           |
| Internally financed sales                       | (231,300)                | (14,731)            |
| Gain (loss) on sales of other real estate owned | 306,758                  | (28,187)            |
| Provision for other real estate owned losses    | (176,121)                | (215,000)           |
| Balance, end of year                            | <u>\$ 1,083,359</u>      | <u>\$ 1,257,359</u> |

Other real estate owned by type is as follows:

|   | December 31,        |                     |
|---|---------------------|---------------------|
|   | 2019                | 2018                |
| Construction and land development real estate | \$ 830,000          | \$ 1,041,600        |
| Residential real estate                       | 50,000              | 60,859              |
| Commercial real estate                        | 292,500             | 369,900             |
| ORE Valuation Allowance                       | (89,141)            | (215,000)           |
|   | <u>\$ 1,083,359</u> | <u>\$ 1,257,359</u> |

Expenses related to other real estate owned for the year ended December 31, 2019 and 2018 are as follows:

|   | Years Ended December 31, |                   |
|---|--------------------------|-------------------|
|   | 2019                     | 2018              |
| Net (gain) loss on sales of other real estate owned | \$ (306,758)             | \$ 28,187         |
| Provision for other real estate owned losses        | 176,121                  | 215,000           |
| Operating expenses, net of lease income             | 75,376                   | 97,991            |
|   | <u>\$ (55,261)</u>       | <u>\$ 341,178</u> |

### NOTE 6. PREMISES AND EQUIPMENT

At December 31, 2019 and 2018, premises and equipment were as follows:

|  | December 31,         |                      |
|--|----------------------|----------------------|
|  | 2019                 | 2018                 |
| Land   | \$ 5,759,529         | \$ 5,253,129         |
| Buildings and leasehold improvements<br>(depreciated over 5 to 50 years) | 17,432,802           | 16,479,263           |
| Furniture, fixtures, and equipment<br>(depreciated over 3 to 10 years)   | 12,712,209           | 11,517,001           |
| Automobiles (depreciated over 3 years)                                   | 171,660              | 182,187              |
|  | <u>36,076,200</u>    | <u>33,431,580</u>    |
| Accumulated depreciation   | (20,449,085)         | (19,482,854)         |
|  | <u>\$ 15,627,115</u> | <u>\$ 13,948,726</u> |

Depreciation expense for the years ended December 31, 2019 and 2018 was \$973,833 and \$773,701, respectively.

## NOTES TO CONSOLIDATED FINANCIAL STATEMENTS

### NOTE 7. DEPOSITS

At December 31, 2019 and 2018, deposits were as follows:

|  | December 31,   |                |
|--|----------------|----------------|
|  | 2019           | 2018           |
| Noninterest-bearing accounts                     | \$ 271,688,965 | \$ 258,556,850 |
| NOW accounts                                     | 99,690,978     | 88,735,154     |
| Money market investment accounts                 | 49,261,940     | 46,889,645     |
| Savings accounts                                 | 63,147,997     | 60,545,611     |
| Time deposits:                                   |                |                |
| Time deposits less than \$250,000                | 109,927,148    | 104,468,415    |
| Time deposits equal to or greater than \$250,000 | 25,349,855     | 13,959,253     |
| Total deposits                                   | \$ 619,066,883 | \$ 573,154,928 |

At December 31, 2019 and 2018 interest expense on deposits was as follows:

|  | Years Ended December 31, |              |
|--|--------------------------|--------------|
|  | 2019                     | 2018         |
| NOW accounts                                     | \$ 187,034               | \$ 180,998   |
| Money market investment accounts                 | 514,510                  | 334,763      |
| Savings accounts                                 | 131,834                  | 86,447       |
| Time deposits:                                   |                          |              |
| Time deposits less than \$250,000                | 1,540,384                | 1,156,581    |
| Time deposits equal to or greater than \$250,000 | 321,616                  | 143,823      |
| Total deposits                                   | \$ 2,695,378             | \$ 1,902,612 |

At December 31, 2019, the contractual maturities of time deposits are as follows:

|      |                |
|------|----------------|
| 2020 | \$ 72,826,060  |
| 2021 | 29,494,665     |
| 2022 | 8,581,290      |
| 2023 | 12,080,549     |
| 2024 | 12,294,439     |
|      | \$ 135,277,003 |

At December 31, 2019 and 2018, overdraft demand and savings deposits reclassified to loans totaled \$263,705 and \$770,521, respectively.

At December 31, 2019, there was one large depositor that had total deposit balances of approximately \$33,677,000.

## NOTES TO CONSOLIDATED FINANCIAL STATEMENTS

### NOTE 8. PARTICIPATION IN U.S. TREASURY PROGRAMS

#### New Market Tax Credits

On November 17, 2016, the Corporation was awarded a \$65,000,000 allocation of New Market Tax Credits from the Community Development Financial Institution (CDFI) Fund administered by the U.S. Department of Treasury for the 2015/2016 award year. The Corporation will allocate these tax credits into qualified projects in Alabama, Florida and Mississippi. As of December 31, 2019, the Corporation has fully deployed the 2016 allocation. On February 13, 2018, the Corporation was awarded a \$55,000,000 allocation of New Market Tax Credits from the Community Development Financial Institution (CDFI) Fund administered by the U.S. Department of Treasury for the 2017 award year. The Corporation will allocate these tax credits into qualified projects in Alabama and Florida. As of December 31, 2019, the Corporation has \$14,500,000 in remaining tax credit allocations available to deploy from the 2017 allocation.

As of the audit issue date, for the 2017 allocation, of the \$14,500,000 remaining new market tax credits, \$10,500,000 has been closed and \$4,000,000 has been allocated and expected to close during second quarter of 2020. The Corporation has applied for a 2019 allocation.

#### Community Development Financial Institutions Income

On May 7, 2018, the Corporation received an award of \$4,000,000 from the U.S. Department of Treasury's Capital Magnet Fund (CMF) program administered by the Department of Treasury's Community Development Financial Institutions (CDFI) Fund. The award will be used to develop projects aimed at providing better housing options for low-income families and creating new economic opportunities throughout Alabama and Florida. The Corporation was one of the only 40 entities nationwide to receive a Capital Magnet Fund award, and its \$4 million was one of the largest awards granted to a single entity.

In 2018, the Corporation received an award of \$233,387 from the Bank Enterprise Award Program (BEA Program) 2017 round and in 2019, the Corporation received awards of \$233,244 and \$245,547 for the 2018 and 2019 program rounds, respectively, administered by the CDFI Fund. The BEA Program is a performance-based grant program that provides monetary awards to FDIC-insured depository institutions that successfully demonstrate an increase in their investments in mission-driven lenders known as CDFIs, or in their own lending, investing, or service activities in highly distressed communities. The BEA Program awards help offset some of the risks and/or costs associated with investing in these highly distressed communities and provide an incentive to increase their investments.

### NOTE 9. OTHER BORROWINGS

Other borrowings consist of the following:

|                                 | December 31,        |                     |
|---------------------------------|---------------------|---------------------|
|                                 | 2019                | 2018                |
| Federal Home Loan Bank advances | \$ 7,820,113        | \$ 116,791          |
| Term Note                       | -                   | 4,544,421           |
| USDA Re-Lending Program         | 238,595             | -                   |
| Total other borrowings          | <u>\$ 8,058,708</u> | <u>\$ 4,661,212</u> |

## NOTES TO CONSOLIDATED FINANCIAL STATEMENTS

### NOTE 9. OTHER BORROWINGS (Continued)

#### Federal Home Loan Bank Advances

The Corporation's advances from the Federal Home Loan Bank of Atlanta bearing interest rates, ranging from 1.99% to 7.54% at December 31, 2019. These advances are due at various dates through 2034. The weighted average interest rate as of December 31, 2019 and 2018 was 2.11% and 5.11%, respectively.

At December 31, 2019 and 2018, Federal Home Loan Bank advances were collateralized by investment securities with carrying values of \$343,151 and \$416,237, respectively.

#### Term Note

On November 7, 2016, the Corporation entered into a revolving line of credit with a commercial bank in the amount of \$5,000,000. The outstanding balance of the line of credit was \$4,544,421 at December 31, 2018. The loan was paid off in full on April 5, 2019.

#### USDA Re-Lending Program

During 2016, the Corporation entered into a \$40,000,000 promissory note with the United States Department of Agriculture's Community Facilities Direct Loan program which will allow it to re-lend funds to eligible borrowers in rural areas in Alabama and Florida on a fixed rate structure. The outstanding balance under this note agreement was \$238,595 and \$0 as of December 31, 2019 and 2018, respectively.

At December 31, 2019, other borrowings are due as follows:

|            |    |                  |
|------------|----|------------------|
| 2020       | \$ | 39,624           |
| 2021       |    | -                |
| 2022       |    | -                |
| 2023       |    | -                |
| 2024       |    | -                |
| Thereafter |    | 8,019,084        |
|            | \$ | <u>8,058,708</u> |

### NOTE 10. NOTE PAYABLE TO TRUST

#### United Bancorp Capital Trust II

In 2007, the Corporation formed a wholly-owned grantor trust to issue cumulative trust preferred securities. The grantor trust has invested the proceeds of the trust preferred securities in junior subordinated debentures of the Corporation. The junior subordinated debentures can be redeemed prior to maturity at the option of the Corporation on or after September 30, 2011. The sole assets of the guarantor trust are the Junior Subordinated Deferrable Interest Debentures of the Corporation (the Debentures) held by the grantor trust. The debentures have the same interest rate (three month LIBOR plus 1.68%, floating) as the trust preferred securities. The interest rate in effect as of December 31, 2019 was 3.784%. The Corporation has the right to defer interest payments on the Debentures at any time or from time to time for a period not exceeding 20 consecutive quarters provided that no extension period may extend beyond the stated maturity of the related Debentures. During any such extension period, distributions on the trust preferred certificates would also be deferred.



## NOTES TO CONSOLIDATED FINANCIAL STATEMENTS

### NOTE 10. NOTE PAYABLE TO TRUST (Continued)

#### United Bancorp Capital Trust II (Continued)

Payment of periodic cash distributions and payment upon liquidation or redemption with respect to the trust preferred securities are guaranteed by the Corporation to the extent of funds held by the grantor trust (the Preferred Securities Guarantee). The Preferred Securities Guarantee, when taken together with the Corporation's other obligations under the Debentures, constitute a full and unconditional guarantee, on a subordinated basis, by the Corporation of payments due on the trust preferred securities.

The trust preferred securities and the related debentures were issued on September 27, 2007. Distributions on the trust preferred securities are paid quarterly on March 30, June 30, September 30 and December 30 of each year. Interest on the Debentures is paid on the corresponding dates. The aggregate principal amount of Debentures outstanding at December 31, 2019 and 2018 was \$10,310,000.

### NOTE 11. INCOME TAXES

The components of income tax expense are as follows:

|                    | Years Ended December 31, |              |
|--------------------|--------------------------|--------------|
|                    | 2019                     | 2018         |
| Current:           |                          |              |
| Federal            | \$ 2,310,677             | \$ 2,409,572 |
| State              | 540,745                  | 616,755      |
| Total              | 2,851,422                | 3,026,327    |
| Deferred:          |                          |              |
| Federal            | (128,359)                | (84,160)     |
| State              | (42,620)                 | (25,036)     |
| Total              | (170,979)                | (109,196)    |
| Income tax expense | \$ 2,680,443             | \$ 2,917,131 |

Total income tax expense differed from the amount computed by applying the statutory federal income tax rate of 21% to pretax income is as follows:

|  | Years Ended December 31, |              |
|--|--------------------------|--------------|
|  | 2019                     | 2018         |
| Income tax expense at federal statutory rate             | \$ 2,612,665             | \$ 2,723,648 |
| Increase (decrease) resulting from:                      |                          |              |
| Tax exempt interest                                      | (342,272)                | (315,862)    |
| Interest disallowance                                    | 9,230                    | 6,948        |
| State income tax, net of federal benefit                 | 393,519                  | 467,458      |
| Premium amortization on tax exempt investment securities | 59,561                   | 76,411       |
| Cash surrender value of life insurance                   | (68,802)                 | (69,956)     |
| Impact of federal income tax rate change                 | -                        | 272          |
| Other, net   | 16,542                   | 28,212       |
| Total income tax expense                                 | \$ 2,680,443             | \$ 2,917,131 |

## NOTES TO CONSOLIDATED FINANCIAL STATEMENTS

### NOTE 11. INCOME TAXES (Continued)

The tax effects of temporary differences that give rise to significant portions of the deferred tax assets and deferred tax liabilities at December 31, 2019 and 2018 are as follows:

|  | December 31, |              |
|--|--------------|--------------|
|  | 2019         | 2018         |
| Deferred tax assets:   |              |              |
| Loans, principally due to the allowance for loan losses            | \$ 1,327,503 | \$ 1,102,607 |
| Other real estate, principally due to difference in carrying value | 117,332      | 110,929      |
| Intangible assets  | 4,395        | 10,153       |
| Premises and equipment   | -            | 21,717       |
| Deferred compensation  | 333,515      | 325,679      |
| Accrued expenses   | 156,697      | 89,228       |
| Investment securities available for sale                           | 190,572      | 966,080      |
| Lease liability  | 22,368       | -            |
| Restricted stock units   | 23,206       | -            |
| Other  | 3,390        | 3,674        |
|  | 2,178,978    | 2,630,067    |
| Deferred income tax liabilities:                                   |              |              |
| Discount accretion   | 2,985        | 2,391        |
| Premises and equipment   | 95,641       | -            |
| Right of use – lease asset   | 22,368       | -            |
| New Market Tax Credit  | 34,837       | -            |
|  | 155,831      | 2,391        |
| Net deferred income tax assets                                     | \$ 2,023,147 | \$ 2,627,676 |

In assessing the realizability of deferred tax assets, management considers whether it is more likely than not that some portion or all of the deferred tax assets will not be realized. The ultimate realization of deferred tax assets is dependent upon the scheduled reversal of deferred tax liabilities, projected future taxable income, and tax planning strategies. Based upon the level of historical taxable income and projection for future taxable income over the periods which the temporary differences resulting in the deferred tax assets are deductible, management believes it is more likely than not that the Corporation will realize the benefits of these deductible differences.

The federal and state income tax returns of the Corporation for 2016, 2017, and 2018 are subject to examination, generally for three years after they were filed.

## NOTES TO CONSOLIDATED FINANCIAL STATEMENTS

### NOTE 12. STOCK BASED COMPENSATION

#### Stock Options

##### *2018 Equity Incentive Plan*

The United Bancorporation of Alabama, Inc. 2018 Equity Incentive Plan (formerly the 2007 Equity Incentive Plan) provides for the grant of stock options, stock appreciation rights, restricted stock awards, performance units, or any combination thereof to officers, directors, and employees of the Corporation to purchase up to an aggregate of 308,000 shares of Class A Stock. As of December 31, 2019, 274,884 shares of stock could be granted in the future. The changes in outstanding options are as follows:

|                                  | Shares Under<br>Option | Weighted-<br>Average<br>Exercise Price<br>Per Share |
|----------------------------------|------------------------|---|
| Balance at December 31, 2017     | 2,000                  | \$ 14.85  |
| Granted                          | -                      | -   |
| Surrendered                      | -                      | -   |
| Exercised                        | -                      | -   |
| Balance at December 31, 2018     | 2,000                  | \$ 14.85  |
| Granted                          | -                      | -   |
| Surrendered                      | -                      | -   |
| Exercised                        | 2,000                  | 14.85   |
| Balance at December 31, 2019     | -                      | \$ -  |
| Exercisable at December 31, 2019 | -                      | \$ -  |

Grant-date fair value is measured on the date of grant using an option-pricing model with market assumptions. The grant-date fair values are amortized into expense on a straight-line basis over the vesting period. The company applies the Black-Scholes-Merton option-pricing model which requires the use of highly subjective assumptions, including but not limited to, expected stock price volatility, term, dividend rates, forfeiture rates, and risk-free interest rates, which if changed can materially affect fair value estimates.

#### Restricted Stock

As of December 31, 2019, the Corporation has awarded stock grants in two formats to two distinct classes. Directors have been awarded grants that 100% vest as of the grant date. The second type of grant has been awarded to senior officers of the Corporation. These grants have three year terms with one-third of the award shares vesting on each grant date anniversary. The expense of these awards is recorded on a straight-line bases over the 36 month term.

|                              | Shares Under<br>Option | Weighted-<br>Average<br>Exercise Price<br>Per Share |
|------------------------------|------------------------|---|
| Balance at December 31, 2017 | -                      | \$ -  |
| Granted                      | 10,635                 | 17.14   |
| Surrendered                  | -                      | -   |
| Vested                       | (3,125)                | 21.09   |
| Balance at December 31, 2018 | 7,510                  | \$ 15.50  |
| Granted                      | 10,948                 | 20.25   |
| Surrendered                  | -                      | -   |
| Vested                       | (7,303)                | 18.58   |
| Balance at December 31, 2019 | 11,155                 | \$ 18.15  |

As of December 31, 2019, there was \$134,938 of total unrecognized compensation cost related to non-vested restricted stock.

## NOTES TO CONSOLIDATED FINANCIAL STATEMENTS

### NOTE 13. DIVIDEND REINVESTMENT AND SHARE PURCHASE PLAN

The Corporation sponsors a dividend reinvestment and share purchase plan. Under the plan, all holders of record of common stock are eligible to participate in the plan. Participants in the plan may direct the plan administrator to invest cash dividends declared with respect to all or any portion of their common stock. Participants may also make optional cash payments that will be invested through the plan. All cash dividends paid to the plan administrator are invested within 30 days of cash dividend payment date. Cash dividends and optional cash payments will be used to purchase common stock of the Corporation in the open market, from newly-issued shares, from shares held in treasury, in negotiated transactions, or in any combination of the foregoing. The purchase price of the shares of common stock is based on the average market price. All administrative costs are borne by the Corporation.

For the year ended December 31, 2019, 3,219 shares were purchased under the Plan. Regular cash dividends of \$0.130 per share were declared on November 8, 2019 and paid on January 15, 2020. Regular cash dividends of \$0.080 per share were declared on June 14, 2019 and paid on July 12, 2019. For the year ended December 31, 2018, 3,387 shares were purchased under the Plan. Regular cash dividends of \$0.080 per share were declared on December 11, 2018 and paid on January 15, 2019. Regular cash dividends of \$0.075 per share were declared on June 12, 2018 and paid on July 17, 2018.

### NOTE 14. EMPLOYEE BENEFIT PLANS

#### 401(k) Employee Stock Ownership Plan

During 2017, the Corporation amended its 401(k) Savings Plan and adopted a 401(k) Employee Stock Ownership Plan (the KSOP), which covers substantially all employees over 21 years of age with at least one year of service. Employees may defer up to 5.5 percent of their compensation monthly. The Bank makes annual discretionary matching contributions of 5.5 percent of the employee's contributions, not to exceed 5.5 percent of the participating employees' compensation. The Corporation may also make additional discretionary contributions to the KSOP which is unrelated to any employer matching contributions. For the years ended December 31, 2019 and 2018, the Corporation expensed \$368,593 and \$352,472, respectively, for matching discretionary contributions to this Plan. Shares of Corporation common stock owned by the KSOP plan total 56,359 and 28,013 as of December 31, 2019 and 2018 with a fair value of \$1,592,142 and \$569,224, respectively. All KSOP shares have been fully allocated to the participants.

During the second quarter of 2019, the KSOP leveraged \$2.0 million from the Corporation to purchase 100,000 shares in the Corporation's private placement, discussed in Note 1. The shares are securitized by a note held by the Corporation and paid by the Bank with an interest rate of 3.15%, annual principal and interest payments of \$234,559 that are due at December 31 each year until maturity of December 31, 2028. As principal payment is made towards the note, the corresponding amount of shares are to be released from the reserve and allocated to participant's accounts. As a result, the KSOP reserve shares are excluded from equity until the shares are paid in full and no longer encumbered. The balance of shares in the KSOP Reserve for the year ended December 31, 2019 was 71,654 with a fair value of \$2,024,226.

#### Profit-Sharing Plan

The Corporation also maintains a profit-sharing plan for eligible employees. Eligibility requirements for this plan are the same as the 401(k) Employee Incentive Savings Plan. Benefits paid under the Plan are subject to approval by the Board of Directors each year. Contributions to the Plan charged to expense during 2019 and 2018 were \$121,991 and \$90,000, respectively.

## NOTES TO CONSOLIDATED FINANCIAL STATEMENTS

### NOTE 14. EMPLOYEE BENEFIT PLANS (Continued)

#### Salary Continuation Plan

The Corporation provides a salary continuation plan providing for death and retirement benefits for certain executive officers. The present value of the estimated amounts to be paid under the plan is being accrued over the remaining service period of the executives. The expense recognized for the salary continuation plan amounted to \$133,204 and \$139,083 for the years ended December 31, 2019 and 2018, respectively. The balance of the liability for the salary continuation plan included in other liabilities at December 31, 2019 and 2018 totaled \$1,328,068 and \$1,296,865, respectively.

The cost of the salary continuation plan described above is being offset by earnings from bank owned life insurance policies on the executives. The balance of the policy surrender values totaled \$11,709,616 and \$11,381,988 at December 31, 2019 and 2018, respectively. Income recognized from the increase in cash surrender value on these policies totaled \$327,628 and \$333,124 for the years ended December 31, 2019 and 2018, respectively.

#### Employee Stock Purchase Plan

The Corporation sponsors an employee stock purchase plan which is available to all employees subject to certain minimum service requirements. The Plan is administered by a Board appointed committee which designates the offering period in which employees may purchase shares and the offering price. All administrative costs are borne by the Corporation. No shares were purchased under the Plan for the years ended December 31, 2019 and 2018, respectively.

### NOTE 15. FAIR VALUATION OF FINANCIAL INSTRUMENTS

The Corporation uses fair value measurements to record fair value adjustments to certain assets and liabilities and to determine fair value disclosures. In accordance with the Fair Value Measurements and Disclosures topic (FASB ASC 820), the fair value of a financial instrument is the price that would be received to sell an asset or paid to transfer a liability in an orderly transaction between market participants at the measurement date. Fair value is best determined based upon quoted market prices. However, in many instances, there are no quoted market prices for the Corporation's various financial instruments. In cases where quoted market prices are not available, fair values are based on estimates using present value or other valuation techniques. Those techniques are significantly affected by the assumptions used, including the discount rate and estimates of future cash flows. Accordingly, the fair value estimates may not be realized in an immediate settlement of the instrument.

The fair value guidance provides a consistent definition of fair value, which focuses on exit price in an orderly transaction (that is, not a forced liquidation or distressed sale) between market participants at the measurement date under current market conditions. If there has been a significant decrease in the volume and level of activity for the asset or liability, a change in valuation technique or the use of multiple valuation techniques may be appropriate. In such instances, determining the price at which willing market participants would transact at the measurement date under current market conditions depends on the facts and circumstances and requires the use of significant judgment. The fair value is a reasonable point within the range that is most representative of fair value under current market conditions.

## NOTES TO CONSOLIDATED FINANCIAL STATEMENTS

### NOTE 15. FAIR VALUATION OF FINANCIAL INSTRUMENTS (Continued)

#### Fair Value Hierarchy

In accordance with this guidance, the Corporation groups its financial assets and financial liabilities generally measured at fair value in three levels, based on the markets in which the assets and liabilities are traded and the reliability of the assumptions used to determine fair value.

**Level 1** - Valuation is based on quoted prices in active markets for identical assets or liabilities that the reporting entity has the ability to access at the measurement date. Level 1 assets and liabilities generally include debt and equity securities that are traded in an active exchange market. Valuations are obtained from readily available pricing sources for market transactions involving identical assets or liabilities.

**Level 2** - Valuation is based on inputs other than quoted prices included within level 1 that are observable for the asset or liability, either directly or indirectly. The valuation may be based on quoted prices for similar assets or liabilities; quoted prices in markets that are not active; or other inputs that are observable or can be corroborated by observable market data for substantially the full term of the asset or liability.

**Level 3** - Valuation is based on unobservable inputs that are supported by little or no market activity and that are significant to the fair value of the assets or liabilities. Level 3 assets and liabilities include financial instruments whose value is determined using pricing models, discounted cash flow methodologies, or similar techniques, as well as instruments for which determination of fair value requires significant management judgment or estimation.

A financial instrument's categorization within the valuation hierarchy is based upon the lowest level of input that is significant to the fair value measurement.

#### Assets Measured at Fair Value on a Recurring Basis

Following is a description of the valuation methodologies used for instruments measured at fair value on a recurring basis and recognized in the accompanying consolidated balance sheets, as well as the general classification of such instruments pursuant to the valuation hierarchy.

##### *Available for Sale Securities*

Where quoted market prices are available in an active market, securities are classified within Level 1 of the valuation hierarchy. Level 1 securities would include highly liquid government bonds, mortgage products and exchange traded equities. If quoted market prices are not available, then fair values are estimated by using pricing models, quoted prices of securities with similar characteristics or discounted cash flows. Level 2 securities include U.S. agency securities, mortgage-backed agency securities, obligations of states and political subdivisions and certain corporate, asset backed and other securities. In certain cases where Level 1 or Level 2 inputs are not available, securities would be classified within Level 3 of the hierarchy.

The following tables present financial assets measured at fair value on a recurring basis as of December 31, 2019 and 2018, respectively:

|                               | Assets<br>Measured at<br>Fair Value<br>December 31, 2019 | Fair Value Measurements at December 31, 2019 Using |                |              |
|-------------------------------|--|--|----------------|--------------|
|                               |  | Quoted Prices                                      | Significant    | Significant  |
|                               |  | In Active  | Other          | Significant  |
|                               |  | Markets for  | Observable     | Unobservable |
|                               |  | Identical Assets                                   | Inputs         | Inputs       |
|                               |  | (Level 1)  | (Level 2)      | (Level 3)    |
| Available for sale securities | \$ 121,372,532   | \$ -   | \$ 121,372,532 | \$ -         |

## NOTES TO CONSOLIDATED FINANCIAL STATEMENTS

### NOTE 15. FAIR VALUATION OF FINANCIAL INSTRUMENTS (Continued)

#### Assets Measured at Fair Value on a Recurring Basis (Continued)

##### *Available for Sale Securities (Continued)*

|  | Assets<br>Measured at<br>Fair Value<br>December 31, 2018 | Fair Value Measurements at December 31, 2018 Using                         |   |  |                |      |
|--|--|--|---|--|----------------|------|
|  |  | Quoted Prices<br>In Active<br>Markets for<br>Identical Assets<br>(Level 1) | Significant<br>Other<br>Observable<br>Inputs<br>(Level 2) | Significant<br>Unobservable<br>Inputs<br>(Level 3) |                |      |
|  |  | Available for sale securities  | \$ 130,573,099  | \$ 1,956,563                                       | \$ 128,616,536 | \$ - |

#### Assets Measured at Fair Value on a Nonrecurring Basis

Following is a description of the valuation methodologies used for instruments measured at fair value on a non-recurring basis and recognized in the accompanying consolidated balance sheets, as well as the general classification of such instruments pursuant to the valuation hierarchy.

##### *Impaired Loans*

Loan impairment is reported when full payment under the loan terms is not expected. Impaired loans are carried at the present value of estimated future cash flows using the loan's existing rate, or the fair value of collateral if the loan is collateral dependent. A portion of the allowance for loan losses is allocated to impaired loans if the value of such loans is deemed to be less than the unpaid balance. If these allocations cause the allowance for loan losses to require increase, such increase is reported as a component of the provision for loan losses. Loan losses are charged against the allowance when Management believes the uncollectibility of a loan is confirmed. When the fair value of the collateral is based on an observable market price or a current appraised value, the Corporation records the loan impairment as nonrecurring Level 2. When an appraised value is not available or management determines the fair value of the collateral is further impaired below the appraised value and there is no observable market price, the Corporation records the loan impairment as nonrecurring Level 3.

##### *Other Real Estate Owned*

Other real estate owned is adjusted to fair value upon transfer from the loan portfolio. Subsequently, other real estate assets are carried at the lower of carrying value or fair value. Fair value is based upon independent market prices, appraised values of the collateral or management's estimation of the value of the collateral. When the fair value of the collateral is based on an observable market price or a current appraised value, the Corporation records the other real estate as nonrecurring Level 2. When an appraised value is not available or management determines the fair value of the collateral is further impaired below the appraised value and there is no observable market price, the Corporation records the other real estate as nonrecurring Level 3.

## NOTES TO CONSOLIDATED FINANCIAL STATEMENTS

### NOTE 15. FAIR VALUATION OF FINANCIAL INSTRUMENTS (Continued)

#### Assets Measured at Fair Value on a Nonrecurring Basis (Continued)

##### *Other Real Estate Owned (Continued)*

The following tables present the assets carried on the consolidated balance sheets by caption and by level within the (FASB ASC 820) valuation hierarchy (as described above) as of December 31, 2019 and 2018, for which a nonrecurring change in fair value has been recorded during the years ended December 31, 2019 and 2018, respectively.

|  | Assets<br>Measured at<br>Fair Value<br>December 31, 2019 | Carrying Value at December 31, 2019  |   |  |              |
|--|--|--|---|--|--------------|
|  |  | Quoted Prices<br>In Active<br>Markets for<br>Identical Assets<br>(Level 1) | Significant<br>Other<br>Observable<br>Inputs<br>(Level 2) | Significant<br>Unobservable<br>Inputs<br>(Level 3) |              |
|  |  | Impaired loans   | \$ 2,189,565  | \$ -   | \$ 2,189,565 |
|  |  | Other real estate  | 1,083,359   | -  | 1,083,359    |

|  | Assets<br>Measured at<br>Fair Value<br>December 31, 2018 | Carrying Value at December 31, 2018  |   |  |              |
|--|--|--|---|--|--------------|
|  |  | Quoted Prices<br>In Active<br>Markets for<br>Identical Assets<br>(Level 1) | Significant<br>Other<br>Observable<br>Inputs<br>(Level 2) | Significant<br>Unobservable<br>Inputs<br>(Level 3) |              |
|  |  | Impaired loans   | \$ 2,656,009  | \$ -   | \$ 2,656,009 |
|  |  | Other real estate  | 1,257,359   | -  | 1,257,359    |

Impaired loans, which are usually measured for impairment using the fair value of collateral, had a carrying amount of \$11,152,113 and \$12,558,339, with a specific valuation allowance of \$446,578 and \$630,882 at December 31, 2019 and 2018, respectively. Of the \$11,152,113 and \$12,558,339 impaired loan portfolio, \$2,636,143 and \$3,286,891 were carried at fair value as a result of charge-offs and specific valuation allowances at December 31, 2019 and 2018, respectively. The remaining \$8,515,970 and \$9,271,448 was carried at cost, as the fair value of the collateral on these loans exceeded the book value for each individual loan at December 31, 2019 and 2018, respectively.

The Corporation considers the fair value of other real estate owned to be the liquidation value from the current appraisal. Due to the subjective nature, incorporating both observable and unobservable inputs factored into the appraisal process, including various assumptions and expectations on cash flows, all of the Corporation's other real estate owned carried at fair value are classified within Level 3 of the valuation hierarchy.

#### Quantitative Disclosures for Level 3 Fair Value Measurements

The Corporation had no Level 3 assets measured at fair value on a recurring basis at December 31, 2019 or 2018.



## NOTES TO CONSOLIDATED FINANCIAL STATEMENTS

### NOTE 15. FAIR VALUATION OF FINANCIAL INSTRUMENTS (Continued)

#### Quantitative Disclosures for Level 3 Fair Value Measurements (Continued)

For Level 3 assets measured at fair value on a non-recurring basis as of December 31, 2019, the significant unobservable inputs used in the fair value measurements are presented below.

|                         | Carrying Amount | Valuation Technique | Significant Unobservable Input | Weighted Average of Input |
|-------------------------|-----------------|---------------------|--------------------------------|---------------------------|
| Nonrecurring:           |                 |                     |                                |                           |
| Impaired loans          | \$ 2,189,565    | Appraisal           | Appraisal discounts (%)        | 15-20 %                   |
| Other real estate owned | 1,083,359       | Appraisal           | Appraisal discounts (%)        | 10-20 %                   |

For Level 3 assets measured at fair value on a non-recurring basis as of December 31, 2018, the significant unobservable inputs used in the fair value measurements are presented below.

|                         | Carrying Amount | Valuation Technique | Significant Unobservable Input | Weighted Average of Input |
|-------------------------|-----------------|---------------------|--------------------------------|---------------------------|
| Nonrecurring:           |                 |                     |                                |                           |
| Impaired loans          | \$ 2,656,009    | Appraisal           | Appraisal discounts (%)        | 15-20 %                   |
| Other real estate owned | 1,257,359       | Appraisal           | Appraisal discounts (%)        | 10-20 %                   |

#### Fair Value of Financial Instruments

The assumptions used in estimating the fair value of the Corporation's financial instruments are explained below. Where quoted market prices are not available, fair values are based on estimates using discounted cash flow and other valuation techniques. Discounted cash flows can be significantly affected by the assumptions used, including the discount rate and estimates of future cash flows. The following fair value estimates cannot be substantiated by comparison to independent markets and should not be considered representative of the liquidation value of the Corporation's financial instruments, but rather a good-faith estimate of the fair value of financial instruments held by the Corporation. FASB ASC 820 excludes certain financial instruments and all nonfinancial instruments from its disclosure requirements.

The following methods and assumptions were used by the Corporation in estimating the fair value of its financial instruments:

**Cash and Short-Term Investments:** Fair value approximates the carrying value of such assets.

**Investment Securities and Other Securities:** The fair value of investment securities is based on quoted market prices. The fair value of other securities, which includes Federal Home Loan Bank stock and other correspondent stocks, approximates their carrying value.

**Loans:** The fair value of loans is calculated using discounted cash flows and excludes lease-financing arrangements. The discount rates used to determine the present value of the loan portfolio are estimated market discount rates that reflect the credit and interest rate risk inherent in the loan portfolio. The estimated maturities are based on the Corporation's historical experience with repayments adjusted to estimate the effect of current market conditions.

**Deposits:** The fair value of deposits with no stated maturity, such as non-interest bearing demand deposits, NOW accounts, savings and money market deposit accounts, approximates the carrying value. Certificates of deposit have been valued using discounted cash flows. The discount rates used are based on estimated market rates for deposits of similar remaining maturities.

The fair value estimates in the table below do not include the benefit that results from the low-cost funding provided by the deposit liabilities compared to the cost of borrowing funds in the market.

## NOTES TO CONSOLIDATED FINANCIAL STATEMENTS

### NOTE 15. FAIR VALUATION OF FINANCIAL INSTRUMENTS (Continued)

#### Fair Value of Financial Instruments (Continued)

**Other Borrowings and Note Payable to Trust:** The fair value of the Corporation's note payable to trust and its revolving line of credit approximates the carrying value of such liabilities. The fair value of FHLB advances have been valued using discounted cash flows. The discount rates used are based on estimated market rates for borrowings of similar remaining maturities.

**Accrued Interest:** The fair value of accrued interest receivable and payable approximates their carrying value.

**Commitments to Extend Credit and Standby Letters of Credit:** There is no market for the commitment to extend credit and standby letters of credit and they were issued without explicit cost. Therefore, it is not practical to establish their fair value.

The carrying value and estimated fair value of the Corporation's financial instruments at December 31, 2019 and 2018 are as follows:

|  | December 31,                  |               |                    |               |
|--|-------------------------------|---------------|--------------------|---------------|
|  | 2019                          |               | 2018               |               |
|  | Carrying<br>Amount            | Fair<br>Value | Carrying<br>Amount | Fair<br>Value |
|  | <i>(Dollars in Thousands)</i> |               |                    |               |
| Financial assets:  |                               |               |                    |               |
| Cash and short-term investments                                    | \$ 98,435                     | \$ 98,435     | \$ 45,380          | \$ 45,380     |
| Investment securities-available for sale                           | 121,373                       | 121,373       | 130,573            | 130,573       |
| Investment securities-held to maturity                             | 17,345                        | 17,658        | 17,790             | 17,668        |
| Loans held for sale  | -                             | -             | 110                | 110           |
| Loans held for investment, net of<br>the allowance for loan losses | 449,839                       | 446,826       | 405,453            | 401,963       |
| Bank owned life insurance  | 11,710                        | 11,710        | 11,382             | 11,382        |
| Other equity investments   | 1,979                         | 1,979         | 1,716              | 1,716         |
| Accrued interest receivable  | 4,099                         | 4,099         | 3,669              | 3,669         |
| Financial liabilities:   |                               |               |                    |               |
| Deposits   | 619,067                       | 618,671       | 573,155            | 573,345       |
| Other borrowings   | 8,059                         | 8,015         | 4,661              | 4,668         |
| Note payable to trust  | 10,310                        | 10,310        | 10,310             | 10,310        |
| Accrued interest payable   | 240                           | 240           | 206                | 206           |

### NOTE 16. DIVIDENDS FROM BANK

Dividends paid by the Bank are the primary source of funds available to the Corporation for payment of dividends to its stockholders and for other needs. Applicable federal and state statutes and regulations impose restrictions on the amounts of dividends that may be declared by the subsidiary bank. In addition, the subsidiary bank is also required to maintain minimum amounts of capital to both total "risk-weighted" assets and total average assets, as defined by banking regulators. Capital adequacy considerations could further limit the availability of dividends from the subsidiary bank. The payment of dividends from the Bank is regulated by the Alabama State Banking Department and may be limited based on earnings and credit losses. Future payments of dividends by the Bank to the Corporation will be dependent on earnings, loan losses and compliance with applicable regulations of the Alabama State Banking Department and applicable federal regulators.

## NOTES TO CONSOLIDATED FINANCIAL STATEMENTS

### NOTE 17. LITIGATION

The Corporation is involved in various legal proceedings arising in connection with their business. In the opinion of management, the ultimate resolution of these proceedings is not expected to have a material adverse effect upon the financial statements of the Corporation.

### NOTE 18. COMMITMENTS

The Corporation leases certain property and equipment for use in its business. These leases have lease terms generally not in excess of five years. The Corporation is not committed to any operating leases, which have initial or remaining noncancelable lease terms in excess of one year as of December 31, 2019.

Rental expense for all operating leases charged to earnings aggregated \$88,459 and \$68,388 for the years ended December 31, 2019 and 2018, respectively.

The Corporation is a party to financial instruments with off-balance sheet risk in the normal course of business to meet the financing needs of its customers. These financial instruments include commitments to extend credit and standby letters of credit. Such instruments involve elements of credit risk in excess of the amounts recognized in the consolidated financial statements.

The Corporation'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 these instruments. The Corporation uses the same credit policies in making conditional obligations as it does for on-balance sheet instruments.

The financial instruments whose contractual amounts represent credit risk as of December 31, 2019 and 2018 are approximately as follows:

|                              | December 31,         |                      |
|------------------------------|----------------------|----------------------|
|                              | 2019                 | 2018                 |
| Commitments to extend credit | \$ 63,847,499        | \$ 75,501,305        |
| Standby letters of credit    | 3,658,198            | 1,629,013            |
|                              | <u>\$ 67,505,697</u> | <u>\$ 77,130,318</u> |

Standby letters of credit are commitments issued by the Corporation to guarantee the performance of a customer to a third party. Those guarantees are primarily issued to support public and private borrowing arrangements. The credit risk involved in issuing letters of credit is essentially the same as that involved in extending loan facilities to customers. The Corporation holds various assets as collateral supporting those commitments for which collateral is deemed necessary.

Commitments to extend credit are agreements to lend to a customer as long as there is no violation of any condition established in the contract. Commitments generally have fixed expiration dates or other termination clauses and may require payment of a fee. Since many of the commitments are expected to expire without being drawn upon, the total commitment amounts do not necessarily represent future cash requirements.

## NOTES TO CONSOLIDATED FINANCIAL STATEMENTS

### NOTE 19. REVENUE FROM CONTRACTS WITH CUSTOMERS

All of the Corporation's revenue from contracts with customers in the scope of ASC 606 organized within non-interest income for the twelve months ended December 31, 2019 and 2018. Items outside of the scope of ASC 606 are noted as such.

| Noninterest Income                                      | Years Ended December 31, |               |
|---|--------------------------|---------------|
|   | 2019                     | 2018          |
| Service charges and fees                                | \$ 4,887,250             | \$ 4,359,282  |
| CDFI award income                                       | 479,803                  | 4,234,061     |
| New market tax credit sub-allocation and placement fees | 1,880,000                | 2,001,191     |
| Investment securities gains (losses), net (a)           | 117,512                  | (81,719)      |
| Mortgage loan and related fees (a)                      | 985,962                  | 833,318       |
| Other noninterest income                                | 2,625,322                | 1,440,039     |
| Total noninterest income                                | \$ 10,975,849            | \$ 12,786,172 |

(a) Not within scope of ASC 606.

A description of the Corporation's significant revenue streams accounted under ASC 606 follows:

**Service charges and fees:** Revenue from service charges on deposit accounts is earned through cash management, wire transfer, overdraft, non-sufficient funds and other deposit-related services. Revenue is recognized for these services either over time, corresponding with deposit accounts' monthly cycle, or at a point in time for transaction-related services and fees. Payment for service charges on deposit accounts is primarily received immediately or in the following month through a direct charge to customer's accounts. This category also includes interchange fees from consumer credit and debit cards processed by card association networks, as well as merchant discounts and other card-related services. Interchange rates are generally set by credit card associations and based on purchase volumes and other factors. Interchange fees and merchant discounts are recognized concurrently with the delivery of service on a daily basis as transactions occur. Payment is typically received immediately or in the following month.

**CDFI award income:** The Corporation received awards from the U.S. Department of Treasury's Capital Magnet Fund (CMF) program administered by the Department of Treasury's Community Development Financial Institutions (CDFI) Fund. The awards are recognizable upon receipt with no contractual terms associated with the award.

**New market tax credit sub-allocation and placement fees:** Revenue from new market tax credit (NMTC) sub-allocation and placement fees are in connection with the closing of the NMTC transaction. Fees are received from the Investment Fund (Placement Fee) and Sub-CDE level (Sub-Allocation Fee) of the transaction. In addition to these fees paid at closing, the Corporation receives ongoing fees to manage the activities (Asset Management Fee). All fees are documented in a Fee agreement at the closing of the transaction. As stated in ASC 606, an entity shall recognize revenue when the entity satisfies a performance obligation by transferring a promised good or service to a customer. The Fee Agreement is a negotiated document that states the Corporation (or its subsidiaries) has performed the services necessary to earn the Sub-Allocation and Placement Fee. These fees are earned when Corporation (or its subsidiaries) has sub-allocated NMTC allocation to the Sub-CDE and has helped foster the Qualified Equity Investment (QEI) by the Investment Fund into the Sub-CDE such that the tax credit investor is able to start taking credits. In performing these tasks, the Corporation (or its subsidiaries) has fully transferred the allocation to the Sub-CDE and the benefit of the QEI to the Investment Fund. Through the Fee Agreement these entities are recognizing that the Corporation (or its subsidiaries) has met its obligations and agree to pay the Corporation (or its subsidiaries) for these tasks, satisfying all conditions precedent to recognize the Sub-Allocation and Placement fee revenue.

**Other noninterest income:** Other operating income primarily consist of revenues generated from SSBCI payments, ATM fees and safe deposit box rentals. The SSBCI payment was a one time payout on a guarantee program from the State of Alabama that was earned on receipt. ATM fees are recognized concurrently with the delivery of service on a daily basis as transactions occur. Safe deposit box rentals income are recognized on a monthly basis as the Company's performance obligation for these services is satisfied.

## NOTES TO CONSOLIDATED FINANCIAL STATEMENTS

### NOTE 19. OTHER NONINTEREST EXPENSE

Components of other noninterest expense exceeding 1% of the total of net interest income and noninterest income for the years ended December 31, 2019 or 2018, respectively, include the following:

|  | Years Ended December 31, |              |
|--|--------------------------|--------------|
|  | 2019                     | 2018         |
| Accounting and audit                         | \$ 141,142               | \$ 279,228   |
| Advertising                                  | 651,532                  | 455,511      |
| ATM network                                  | 57,327                   | 176,166      |
| Card-based expense                           | 979,713                  | 1,096,360    |
| Network and communications                   | 675,649                  | 451,039      |
| Internet and mobile banking                  | 316,444                  | 231,283      |
| Core processing                              | 434,594                  | 646,579      |
| Other data processing                        | 283,403                  | 307,568      |
| FDIC deposit insurance                       | 134,362                  | 215,588      |
| Other real estate owned expenses             | 75,376                   | 97,991       |
| Provision for other real estate owned losses | 176,121                  | 215,000      |
| Other  | 3,242,504                | 2,500,376    |
|  | \$ 7,168,167             | \$ 6,672,689 |

### NOTE 20. CONCENTRATIONS OF CREDIT RISK

The Corporation originates primarily commercial, agricultural, residential, and consumer loans to customers in its primary market areas. The ability of the majority of the Corporation's customers to honor their contractual loan obligations is dependent on the economy in these areas. As of December 31, 2019 and 2018, approximately 50.8% and 46.4%, respectively, of the Corporation's loans were commercial loans, including those secured by real estate. The Corporation's commercial customers are primarily small to middle market enterprises. The Corporation also specializes in agricultural loans, including loans secured by farmland, which represented approximately 14.8% and 17.9% of the Corporation's total loans at December 31, 2019 and 2018, respectively.

Total loans secured by real estate was approximately 57.9% of the Corporation's loan portfolio at December 31, 2019 and 2018, of which a substantial portion is secured by real estate in the Corporation's market areas. At December 31, 2019 and 2018, real estate construction loans accounted for approximately 8.1% and 5.8%, respectively, of the total loan portfolio, while 1-4 family residential mortgage loans made up approximately 18.7% and 20.0%, respectively, of the loan portfolio. A more complete discussion and analysis of the Corporation's loan types and concentrations and the related credit risk is set forth in Note 4.

### NOTE 21. REGULATORY MATTERS

The Bank is 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 direct material effect on the Bank's financial statements. Under capital adequacy guidelines and the regulatory framework for prompt corrective action, the Bank must meet specific capital guidelines that involve quantitative measures of its assets, liabilities, and certain off-balance sheet items as calculated under regulatory accounting practices. Capital amounts and classification are also subject to qualitative judgments by the regulators about components, risk weightings, and other factors.

## NOTES TO CONSOLIDATED FINANCIAL STATEMENTS

### NOTE 21. REGULATORY MATTERS (Continued)

Regulatory capital rules include a capital conservation buffer designed to absorb losses during periods of economic stress. The capital conservation buffer must be composed entirely of Common Equity Tier 1 capital (CET1). As phased-in on January 1, 2019, the capital conservation buffer of 2.5% added on top of each of the minimum risk-based capital ratios. The implementation of the capital conservation buffer began phasing in on January 1, 2016 at the rate of 0.625% per year and will be phased-in over a three-year period (increasing by that amount on each subsequent January 1, until it reaches 2.5% on January 1, 2019) as presented in the chart below. Banking institutions with risk-based capital ratios above the minimum but below the capital conservation buffer will face constraints on dividends, equity repurchases and compensation based on the amount of the shortfall.

The minimum capital ratios (as established in 2015 under Basel III), including the phase-in of the capital conservation buffer through January 1, 2019, for capital adequacy purposes are as follows:

| Year | Total Capital to Risk-Weighted Assets | Tier 1 Capital to Risk-Weighted Assets | CET1 Capital to Risk-Weighted Assets | Tier 1 Capital to Average Total Assets |
|------|---------------------------------------|--|--------------------------------------|--|
| 2015 | 8.000 %                               | 6.000 %                                | 4.500 %                              | 4.000 %                                |
| 2016 | 8.625 %                               | 6.625 %                                | 5.125 %                              | 4.000 %                                |
| 2017 | 9.250 %                               | 7.250 %                                | 5.750 %                              | 4.000 %                                |
| 2018 | 9.875 %                               | 7.875 %                                | 6.375 %                              | 4.000 %                                |
| 2019 | 10.500 %                              | 8.500 %                                | 7.000 %                              | 4.000 %                                |

Quantitative measures established by regulation to ensure capital adequacy require the Bank to maintain minimum amounts and ratios of Total, Tier 1 and CET1 capital to risk-weighted assets, as defined, and of Tier 1 capital to average total assets (leverage ratio), as defined. Management believes, as of December 31, 2019 and 2018, the Bank met all capital adequacy requirements to which it is subject.

As of December 31, 2019, the most recent notification from the FDIC categorized the Bank as well capitalized under the regulatory framework for prompt corrective action. To be categorized as well capitalized, the Bank must maintain minimum Total, Tier 1 and CET1 risk-based capital ratios and Tier 1 leverage capital ratios as set forth in the following table and not be subject to any formal enforcement action. There are no conditions or event since that notification that management believes have changed the Bank's category.

The Bank's actual capital amounts and ratios are presented in the following table.

|  | Actual                        |        | For Capital Adequacy Purposes <sup>1</sup> |       | To Be Well Capitalized Under Prompt Corrective Action Provisions |         |        |        |         |
|--|-------------------------------|--------|--|-------|--|---------|--------|--------|---------|
|  |                               |        | Amount                                     | Ratio | Amount   | Ratio   | Amount | Ratio  |         |
|  | <i>(Dollars in Thousands)</i> |        |  |       |  |         |        |        |         |
| <b>As of December 31, 2019:</b>        |                               |        |  |       |  |         |        |        |         |
| Total Capital to Risk-Weighted Assets  | \$                            | 72,871 | 14.187%                                    | \$    | 53,933   | 10.500% | \$     | 51,365 | 10.000% |
| Tier 1 Capital to Risk-Weighted Assets | \$                            | 67,585 | 13.158%                                    | \$    | 43,660   | 8.500%  | \$     | 41,092 | 8.000%  |
| CET1 Capital to Risk-Weighted Assets   | \$                            | 67,585 | 13.158%                                    | \$    | 35,955   | 7.000%  | \$     | 33,387 | 6.500%  |
| Tier 1 Capital to Average Total Assets | \$                            | 67,585 | 9.597%                                     | \$    | 28,169   | 4.000%  | \$     | 25,682 | 5.000%  |
| <b>As of December 31, 2018:</b>        |                               |        |  |       |  |         |        |        |         |
| Total Capital to Risk-Weighted Assets  | \$                            | 65,006 | 14.030%                                    | \$    | 45,753   | 9.875%  | \$     | 46,332 | 10.000% |
| Tier 1 Capital to Risk-Weighted Assets | \$                            | 60,615 | 13.083%                                    | \$    | 36,487   | 7.875%  | \$     | 37,066 | 8.000%  |
| CET1 Capital to Risk-Weighted Assets   | \$                            | 60,615 | 13.083%                                    | \$    | 29,537   | 6.375%  | \$     | 30,116 | 6.500%  |
| Tier 1 Capital to Average Total Assets | \$                            | 60,615 | 9.446%                                     | \$    | 25,669   | 4.000%  | \$     | 32,086 | 5.000%  |

<sup>1</sup> Includes the phase-in percentages of the capital conservation buffer.



## INDEPENDENT AUDITOR'S REPORT ON SUPPLEMENTAL INFORMATION

We have audited the consolidated financial statements of **United Bancorporation of Alabama, Inc. and Subsidiaries**, as of and for the years ended December 31, 2019 and 2018, and our report thereon dated March 13, 2020, which expressed an unmodified opinion on those consolidated financial statements, appears on page 1.

Our audits were conducted for the purpose of forming an opinion on the consolidated financial statements as a whole. The consolidating information on pages 45 and 46 is presented for purposes of additional analysis and is not a required part of the consolidated financial statements. Such information is the responsibility of management and was derived from and relates directly to the underlying accounting and other records used to prepare the consolidated financial statements. The information has been subjected to the auditing procedures applied in the audit of the consolidated financial statements and certain additional procedures, including comparing and reconciling such information directly to the underlying accounting and other records used to prepare the consolidated financial statements or to the consolidated financial statements themselves, and other additional procedures in accordance with auditing standards generally accepted in the United States of America. In our opinion, the information is fairly stated in all material respects in relation to the consolidated financial statements as a whole.

*Mauldin & Jenkins, LLC*

Birmingham, Alabama  
March 13, 2020

**SUPPLEMENTAL INFORMATION**  
**CONSOLIDATING INFORMATION**



# UNITED BANCORPORATION OF ALABAMA, INC. AND SUBSIDIARIES

## BALANCE SHEETS DECEMBER 31, 2019

Assets

2019

|  |           | BANK               | PARENT<br>CORPORATION | UBCD             | CFSA IF          | PRECONSOLIDATED    | ELIMINATIONS        | CONSOLIDATED       |
|--|-----------|--------------------|-----------------------|------------------|------------------|--------------------|---------------------|--------------------|
| Cash and due from banks  | \$        | 25,857,319         | 17,294,379            | 3,080,599        | 3,500,350        | 49,732,647         | (8,831,368)         | 40,901,279         |
| Interest-bearing deposits in banks   |           | 55,534,092         | -                     | -                | -                | 55,534,092         | -                   | 55,534,092         |
| Federal funds sold   |           | 2,000,000          | -                     | -                | -                | 2,000,000          | -                   | 2,000,000          |
| Cash and short-term investments  |           | 83,391,411         | 17,294,379            | 3,080,599        | 3,500,350        | 107,266,739        | (8,831,368)         | 98,435,371         |
| Investment in subsidiaries   |           | -                  | 74,400,601            | 350              | -                | 74,400,951         | (74,400,951)        | -                  |
| Securities available for sale, at fair value (amortized cost of \$120,643,349 and \$134,269,600 at December 31, 2019 and 2018, respectively) |           | 121,372,532        | -                     | -                | -                | 121,372,532        | -                   | 121,372,532        |
| Securities held to maturity, at amortized cost (fair value of \$17,658,034 and \$17,668,231 at December 31, 2019 and 2018, respectively)     |           | 17,345,341         | -                     | -                | -                | 17,345,341         | -                   | 17,345,341         |
| Loans held for sale  |           | -                  | -                     | -                | -                | -                  | -                   | -                  |
| Loans held for investment  |           | 455,124,946        | -                     | -                | -                | 455,124,946        | -                   | 455,124,946        |
| Less allowance for loan losses   |           | 5,286,160          | -                     | -                | -                | 5,286,160          | -                   | 5,286,160          |
| Loans, net   |           | 449,838,786        | -                     | -                | -                | 449,838,786        | -                   | 449,838,786        |
| Premises and equipment, net  |           | 15,627,115         | -                     | -                | -                | 15,627,115         | -                   | 15,627,115         |
| Interest receivable  |           | 4,099,373          | -                     | -                | -                | 4,099,373          | -                   | 4,099,373          |
| ESOP Note receivable   |           | -                  | 1,433,073.00          | -                | -                | 1,433,073          | (1,433,073)         | -                  |
| Bank owned life insurance  |           | 11,709,616         | -                     | -                | -                | 11,709,616         | -                   | 11,709,616         |
| Other real estate owned, net   |           | 1,083,359          | -                     | -                | -                | 1,083,359          | -                   | 1,083,359          |
| Right-of-use asset   |           | 84,680             | -                     | 4,394            | -                | 89,074             | -                   | 89,074             |
| Other assets   |           | 7,422,814          | 600,762               | 58,072           | -                | 8,081,648          | (184,357)           | 7,897,291          |
| <b>Total assets</b>  | <b>\$</b> | <b>711,975,027</b> | <b>93,728,815</b>     | <b>3,143,415</b> | <b>3,500,350</b> | <b>736,513,583</b> | <b>(84,849,749)</b> | <b>727,497,858</b> |
| <b><u>Liabilities and Stockholders' Equity</u></b>   |           |                    |                       |                  |                  |                    |                     |                    |
| Deposits   |           |                    |                       |                  |                  |                    |                     |                    |
| Noninterest-bearing  | \$        | 280,520,333        | -                     | -                | -                | 280,520,333        | (8,831,368)         | 271,688,965        |
| Interest-bearing   |           | 347,377,918        | -                     | -                | -                | 347,377,918        | -                   | 347,377,918        |
| Total deposits   |           | 627,898,251        | -                     | -                | -                | 627,898,251        | (8,831,368)         | 619,066,883        |
| Other borrowings   |           | 9,491,782          | -                     | -                | -                | 9,491,782          | (1,433,074)         | 8,058,708          |
| Interest payable   |           | 239,854            | -                     | -                | -                | 239,854            | -                   | 239,854            |
| Accrued expenses and other liabilities   |           | 5,925,890          | 558,296               | 245,133          | -                | 6,729,319          | 143,500             | 6,872,819          |
| Lease liability  |           | 84,680             | -                     | 4,394            | -                | 89,074             | -                   | 89,074             |
| Note payable to Trust  |           | -                  | 10,310,000            | -                | -                | 10,310,000         | -                   | 10,310,000         |
| <b>Total liabilities</b>   |           | <b>643,640,457</b> | <b>10,868,296</b>     | <b>249,527</b>   | <b>-</b>         | <b>654,758,280</b> | <b>(10,120,942)</b> | <b>644,637,338</b> |
| Commitments (Note 18)  |           |                    |                       |                  |                  |                    |                     |                    |
| Stockholders' equity   |           |                    |                       |                  |                  |                    |                     |                    |
| Preferred stock, par value \$.01. Authorized 250,000 shares; no shares issued  |           | -                  | -                     | -                | -                | -                  | -                   | -                  |
| Class A common stock, par value \$0.01. Authorized 5,000,000 shares; 3,702,715 and 2,445,702 shares issued in 2019 and 2018, respectively    |           | 29,000             | 37,744                | -                | 3,500,450        | 3,567,194          | (3,529,450)         | 37,744             |
| Class B common stock, par value \$0.01. Authorized 250,000 shares; no shares issued  |           | -                  | -                     | -                | -                | -                  | -                   | -                  |
| Additional paid-in capital   |           | 24,713,355         | 33,204,200            | 50,000           | -                | 57,967,555         | (24,763,355)        | 33,204,200         |
| Retained earnings  |           | 44,478,400         | 50,655,517            | 2,843,888        | (100)            | 97,977,705         | (47,322,187)        | 50,655,518         |
| Accumulated other comprehensive income (loss), net of tax  |           | 546,888            | 546,888               | -                | -                | 1,093,776          | (546,888)           | 546,888            |
|  |           | 69,767,643         | 84,444,349            | 2,893,888        | 3,500,350        | 160,606,230        | (76,161,880)        | 84,444,350         |
| Less 239 treasury shares, at cost  |           | -                  | 1,951                 | -                | -                | 1,951              | -                   | 1,951              |
| Less unvested restricted stock and unallocated ESOP shares   |           | 1,433,073          | 1,581,879             | -                | -                | 3,014,952          | (1,433,073)         | 1,581,879          |
| <b>Total stockholders' equity</b>  |           | <b>68,334,570</b>  | <b>82,860,519</b>     | <b>2,893,888</b> | <b>3,500,350</b> | <b>157,589,327</b> | <b>(74,728,807)</b> | <b>82,860,520</b>  |
| <b>Total liabilities and stockholders' equity</b>  | <b>\$</b> | <b>711,975,027</b> | <b>93,728,815</b>     | <b>3,143,415</b> | <b>3,500,350</b> | <b>812,347,607</b> | <b>(84,849,749)</b> | <b>727,497,858</b> |

See accompanying notes to consolidated financial statements

**UNITED BANCORPORATION OF ALABAMA, INC.  
AND SUBSIDIARIES**

**STATEMENT OF EARNINGS  
YEAR ENDED DECEMBER 31, 2019**

2019

|  | BANK                | PARENT<br>CORPORATION | UBCD             | CFSA IF      | PRECONSOLIDATED   | ELIMINATIONS     | CONSOLIDATED      |
|--|---------------------|-----------------------|------------------|--------------|-------------------|------------------|-------------------|
| <b>Interest income</b>                                     |                     |                       |                  |              |                   |                  |                   |
| Interest and fees on loans                                 | \$ 23,973,321       | -                     | -                | -            | 23,973,321        | -                | 23,973,321        |
| Interest on investment securities:                         |                     |                       |                  |              |                   |                  |                   |
| Taxable securities   | 2,443,034           | -                     | -                | -            | 2,443,034         | -                | 2,443,034         |
| Nontaxable securities                                      | 831,346             | -                     | -                | -            | 831,346           | -                | 831,346           |
| Total investment income                                    | 3,274,380           | -                     | -                | -            | 3,274,380         | -                | 3,274,380         |
| Other interest income                                      | 844,587             | 257,286               | -                | -            | 1,101,874         | (42,633)         | 1,059,241         |
| <b>Total interest income</b>                               | <b>28,092,288</b>   | <b>257,286</b>        | <b>-</b>         | <b>-</b>     | <b>28,349,574</b> | <b>(42,633)</b>  | <b>28,306,941</b> |
| <b>Interest expense</b>                                    |                     |                       |                  |              |                   |                  |                   |
| Interest on deposits                                       | 2,695,378           | -                     | -                | -            | 2,695,378         | -                | 2,695,378         |
| Interest on other borrowings and note payable              | 97,708              | 483,248               | -                | -            | 580,955           | (42,633)         | 538,322           |
| <b>Total interest expense</b>                              | <b>2,793,085</b>    | <b>483,248</b>        | <b>-</b>         | <b>-</b>     | <b>3,276,333</b>  | <b>(42,633)</b>  | <b>3,233,700</b>  |
| <b>Net interest income</b>                                 | <b>25,299,202</b>   | <b>(225,961)</b>      | <b>-</b>         | <b>-</b>     | <b>25,073,241</b> | <b>-</b>         | <b>25,073,241</b> |
| <b>Provision for loan losses</b>                           | <b>1,687,364</b>    | <b>-</b>              | <b>-</b>         | <b>-</b>     | <b>1,687,364</b>  | <b>-</b>         | <b>1,687,364</b>  |
| <b>Net interest income after provision for loan losses</b> | <b>23,611,839</b>   | <b>(225,961)</b>      | <b>-</b>         | <b>-</b>     | <b>23,385,877</b> | <b>-</b>         | <b>23,385,877</b> |
| <b>Noninterest income:</b>                                 |                     |                       |                  |              |                   |                  |                   |
| Undistributed earnings of subsidiaries                     | -                   | 10,433,986            | -                | -            | 10,433,986        | (10,433,986)     | -                 |
| Service charges and fees                                   | 4,887,250           | -                     | -                | -            | 4,887,250         | -                | 4,887,250         |
| CDFI award income  | 479,803             | -                     | -                | -            | 479,803           | -                | 479,803           |
| New market tax credit sub-allocation and placement fees    | -                   | -                     | 1,880,000        | -            | 1,880,000         | -                | 1,880,000         |
| Investment securities gains (losses), net                  | 117,512             | -                     | -                | -            | 117,512           | -                | 117,512           |
| Mortgage loan and related fees                             | 985,962             | -                     | -                | -            | 985,962           | -                | 985,962           |
| Other  | 2,669,591           | 52                    | 354,164          | -            | 3,023,807         | (398,485)        | 2,625,322         |
| <b>Total noninterest income</b>                            | <b>9,140,118</b>    | <b>10,434,038</b>     | <b>2,234,164</b> | <b>-</b>     | <b>11,374,334</b> | <b>(398,485)</b> | <b>10,975,849</b> |
| <b>Noninterest expense:</b>                                |                     |                       |                  |              |                   |                  |                   |
| Salaries and benefits                                      | 12,563,671          | 45,316                | -                | -            | 12,608,987        | -                | 12,608,987        |
| Net occupancy expense                                      | 2,124,438           | -                     | -                | -            | 2,124,438         | -                | 2,124,438         |
| Other  | 6,263,930           | 634,450               | 668,172          | 100          | 7,566,652         | (398,485)        | 7,168,167         |
| <b>Total noninterest expense</b>                           | <b>20,952,039</b>   | <b>679,766</b>        | <b>668,172</b>   | <b>100</b>   | <b>22,300,077</b> | <b>(398,485)</b> | <b>21,901,592</b> |
| <b>Net earnings before income tax expense</b>              | <b>11,799,917</b>   | <b>9,528,310</b>      | <b>1,565,992</b> | <b>(100)</b> | <b>12,460,134</b> | <b>-</b>         | <b>12,460,134</b> |
| <b>Income tax expense</b>                                  | <b>2,537,627</b>    | <b>(251,380)</b>      | <b>394,196</b>   | <b>-</b>     | <b>2,680,443</b>  | <b>-</b>         | <b>2,680,443</b>  |
| <b>Net earnings</b>  | <b>9,262,290</b>    | <b>9,779,691</b>      | <b>1,171,796</b> | <b>(100)</b> | <b>9,779,691</b>  | <b>-</b>         | <b>9,779,691</b>  |
| <b>Net earnings available to common shareholders</b>       | <b>\$ 9,262,290</b> | <b>9,779,691</b>      | <b>1,171,796</b> | <b>(100)</b> | <b>9,779,691</b>  | <b>-</b>         | <b>9,779,691</b>  |
| Basic earnings per common share                            | \$                  | 2.86                  |                  |              |                   |                  | 2.86              |
| Basic weighted-average shares outstanding                  |                     | 3,419,566             |                  |              |                   |                  | 3,419,566         |
| Diluted earnings per common share                          | \$                  | 2.86                  |                  |              |                   |                  | 2.86              |
| Diluted weighted-average shares outstanding                |                     | 3,419,566             |                  |              |                   |                  | 3,419,566         |

See accompanying notes to consolidated financial statements

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