



# Strengthening our Community.

2016 ANNUAL REPORT



Liberty  
Bay  
Bank

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## Dear Shareholders, Clients and Employees,

When we started this journey, we wanted to bring a different breed of banking to Kitsap County; one that puts community right at the heart and center of all that we do. From financing new business ventures to re-investing in our community through lending projects, we are committed to having the West Sound region continue to be a thriving and sustainable place for all who live, work, and play here.

### We believe in our community.

Reflecting on our last year, I'm pleased to announce that in the fall of 2016, we secured a \$240,000 grant to support Marrow Manor, an affordable long-term housing project to support domestic violence survivors in Kitsap County. This grant is a major contribution to the \$2.1 million dollar capital campaign – The Campaign for Brighter Tomorrows. We believe this investment matters.

### We are a local bank with a big vision.

Your investment matters. We stay current on the latest banking technologies to make it easier for you to connect to the services you need.

### We provide extraordinary service.

We're proud to be a team committed to excellence in banking, customer service, and building community relationships. From supporting our local food bank, North Kitsap Fishline to gathering together to walk and raise awareness for the annual March of Dimes event, we endeavor to serve our community through our outreach and volunteerism.

The bank's financial performance is illustrated inside this report, and there are several milestones to acknowledge:

### Growth – Excellent growth during 2016

- Total Asset growth of 23% - Ranked # 5 in Washington State
- Non-interest bearing deposit growth of 31%
- Loan growth of 10%

### Sustainable Earnings – Continual Progress

- We have 14 consecutive quarters of positive earnings.
- Our pre-tax income was \$ 398,000 for 2016, a 97% increase from the prior year.
- Net income was \$ 1.2 million (included a deferred tax benefit of \$0.8 million) a 13.69% return on average equity for 2016.<sup>1</sup>

### Credit Quality – We have an excellent record of loan credit quality both locally and nationally

- Ranked # 1 in Washington for best loan credit metrics.<sup>2</sup>
- Ranked in the Top 1% nationally for best loan credit metrics.<sup>3</sup>
- Our ratio of non-performing loans to total assets is a low 0.01%.

### We appreciate you.

We thank you for your trust. Let's strengthen our community together.



### Richard Darrow

PRESIDENT &  
CHIEF EXECUTIVE OFFICER

### BOARD OF DIRECTORS

#### Eric Anderson

Director & Founder

#### Richard Darrow

President &  
Chief Executive Officer

#### James Ferris

Director & Founder

#### Marie Gallagher

Director & Founder

#### Clif McKenzie

Director & Founder

#### Joseph Michelsen

Director & Founder

#### William Parnell

Chairman & Founder

#### Ronald Roark

Director

#### Jefferey Uberuaga

Director & Founder

<sup>1</sup> Given potential tax law changes in 2017, we may see a tax adjustment in 2017, which could negatively impact net income for 2017.

<sup>2</sup> Ranked by 5 year trend of non-performing loans, and 5 year trend of net loan charge-offs, which included all banks and credit unions based in the State of Washington at December 31, 2016.

<sup>3</sup> Ranked by 5 year trend of non-performing loans, and 5 year trend of net loan charge-offs, which included all banks and credit unions with assets greater than \$ 50 million based in the USA.

# Building Relationships.

## COMMUNITY INVOLVEMENT HIGHLIGHTS



### **\$240,000 Grant to Morrow Manor**

In December 2016, Liberty Bay Bank and Poulso-North Kitsap Rotary Foundation secured a \$240,000 grant from Federal Home Loan Bank of Des Moines to go toward the construction of Morrow Manor, a long-term affordable housing project for domestic violence survivors. Morrow Manor will include eight family dwellings located next to a 1.4 acre public park in Poulso.

Spearheaded the Rotary Club of Poulso alongside the YWCA of Kitsap County, Morrow Manor will allow residents to stay up to six years on a sliding scale of affordable rents, while providing residents with access to the YWCA of Kitsap County's support services, including access to education, career assistance, and advocacy support.



### **Marvin Williams Center**

Today, with the help of a range of community partners, financing by Liberty Bay Bank, and collaborative hard work, the Marvin Williams Center is now under construction in East Bremerton. This new community center seeks to empower young people and adults in Kitsap County's most dense and diverse areas. Through a range of education and wellness resources, the Marvin Williams Center will include a gymnasium, GED tutors, a job training and skills center and space for other local nonprofits to work from.

## Kitsap Community Foundation

The Kitsap Community Foundation is a philanthropy services organization connecting people to the causes they care about. Their annual Celebration of Philanthropy event, held in May, is a time to recognize local businesses and individuals and their exceptional leadership in making our community a better place to live and work. Liberty Bay Bank is a proud sponsor of the *Spirit of Philanthropy* award that recognizes an individual, couple, or family's commitment to philanthropy in Kitsap County. The upcoming 2017 award will go to Beverly Kincaid and David Wetter.



## March of Dimes

Since 2010, Liberty Bay Bank employees and their families have raised over \$15,000 for March of Dimes. Rain or shine, we come together each spring for the 3 mile march in Silverdale. Through our annual March of Dimes fundraising efforts, we continue to build awareness in the fight to prevent premature births, birth defects, and infant mortality.



## North-Kitsap Fishline

Since 2012, Liberty Bay Bank customers and employees have donated over 10,000 pounds of food and supplies to North Kitsap Fishline to help local families in need. A staple in our community since 1967, North Kitsap Fishline goes beyond food, offering other services to our neighbors including housing and utility assistance. To continue to support our local food bank, we provide a collection barrel located in our lobby for non-perishable food items and hygiene items.



## Discovery Workshops

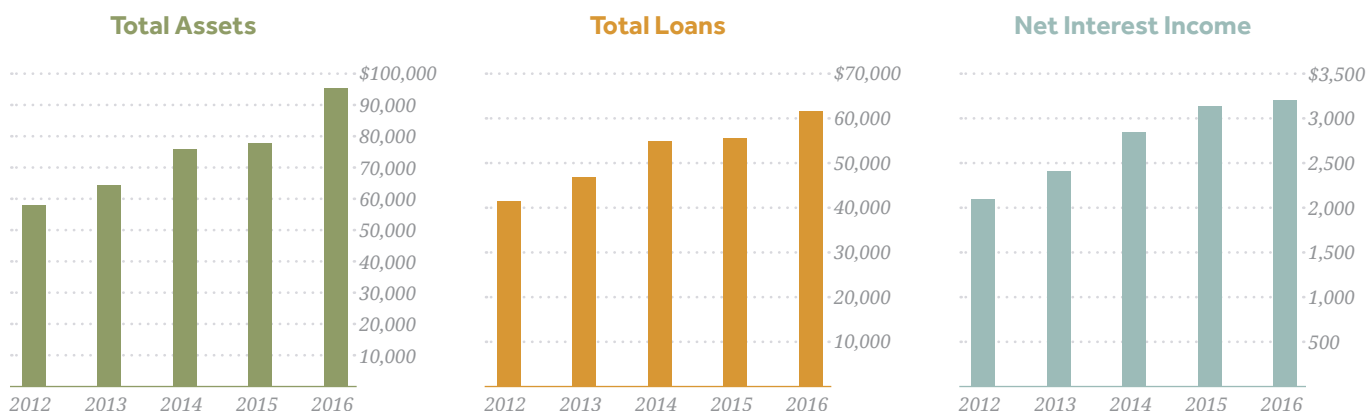
Each quarter, Liberty Bay Bank provides free educational workshops to clients and community members. Our 2016 workshops included:

- **Information Security for the Rest of Us:** cyber security and how you can protect your business from data breaches
- **Human Resources Heads-Up:** best practices for your Human Resource Management strategy
- **The Brand Gap:** how your company can utilize design to stand out from your competitors and most effectively reach your customers

Download the presentation materials on our website for more information and to stay connected for our upcoming workshops.



## FINANCIAL HIGHLIGHTS (dollars in thousands except per share amounts)



<b>At December 31</b>	2012	2013	2014	2015	2016
• Assets	\$58,086	\$64,657	\$76,045	\$78,553	<b>\$96,840</b>
• Loans	41,752	47,203	55,718	56,026	<b>61,562</b>
Deposits	50,085	55,910	64,992	59,788	<b>68,205</b>
Stockholders' equity	7,817	7,514	7,838	8,558	<b>9,423</b>

<b>For the year ended</b>	2012	2013	2014	2015	2016
• Net interest income	\$2,112	\$2,333	\$2,830	\$3,182	<b>\$3,243</b>
Pre-tax income	(47)	(191)	87	202	<b>\$398</b>
Net income (loss)	(47)	(191)	187	702	<b>1,228</b>
Noninterest income	221	378	137	126	<b>267</b>
Noninterest expenses	2,533	2,737	2,872	3,051	<b>3,082</b>

<b>Key Operating Ratios</b>	2012	2013	2014	2015	2016
Return on average equity (pre-tax income)	-0.70%	-2.50%	1.14%	2.55%	<b>4.88%</b>
Return on average equity (net income)	-0.70%	-2.50%	2.44%	8.74%	<b>13.69%</b>
Return on average assets	-0.09%	-0.31%	0.27%	0.91%	<b>1.39%</b>
Net interest margin	4.16%	3.93%	4.24%	4.30%	<b>3.89%</b>
Non-interest expense to average assets	4.62%	4.40%	4.13%	3.93%	<b>3.50%</b>
Ratio of non-performing loans to total assets	-	-	-	-	<b>0.01%</b>
Net loan chargeoffs to average loans	-	-	-	-	-

<b>Capital Ratios</b>	2012	2013	2014	2015	2016
Leverage	14.19%	11.98%	10.44%	10.59%	<b>9.44%</b>
Total risk-based	20.53%	17.22%	15.12%	14.74%	<b>14.32%</b>

# Report of Independent Auditors

## To the Board of Directors and Shareholders

Liberty Bay Bank

## Report on the Financial Statements

We have audited the accompanying financial statements of Liberty Bay Bank, which comprise the balance sheets as of December 31, 2016 and 2015, and the related statements of income, comprehensive income, changes in shareholders' equity, and cash flows for the years then ended, and the related notes to the financial statements.

## Management's Responsibility for the Financial Statements

Management is responsible for the preparation and fair presentation of these 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 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 financial statements are free from material misstatement.

An audit involves performing procedures to obtain audit evidence about the amounts and disclosures in the 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 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 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 financial statements referred to above present fairly, in all material respects, the financial position of Liberty Bay Bank as of December 31, 2016 and 2015, and the results of its operations and its cash flows for the years then ended in accordance with accounting principles generally accepted in the United States of America.

*Moss Adams LLP*

Everett, Washington

March 16, 2017

## BALANCE SHEETS (dollars in thousands)

	December 31,	
	2016	2015
<b>ASSETS</b>		
CASH AND CASH EQUIVALENTS		
Cash and due from banks	\$1,943	\$1,817
Overnight funds	1,570	4,410
Total cash and cash equivalents	3,513	6,227
INTEREST-BEARING DEPOSITS WITH OTHER FINANCIAL INSTITUTIONS		
	12	2,953
SECURITIES AVAILABLE-FOR-SALE, at fair value		
	23,828	7,095
SECURITIES HELD-TO-MATURITY, at amortized cost		
	4,129	3,831
FEDERAL HOME LOAN BANK stock		
	854	491
LOANS AND LEASES		
	61,562	56,026
Less allowance for credit losses	735	715
Total loans and leases, net	60,827	55,311
PREMISES AND EQUIPMENT, net		
	1,622	445
ACCRUED INTEREST RECEIVABLE		
	231	195
OTHER REAL ESTATE OWNED, net		
	-	1,248
OTHER ASSETS		
	1,824	757
Total assets	<u>\$96,840</u>	<u>\$78,553</u>
<b>LIABILITIES AND SHAREHOLDERS' EQUITY</b>		
DEPOSITS		
Noninterest-bearing	\$19,541	\$14,907
Interest-bearing	48,664	44,881
Total deposits	68,205	59,788
FEDERAL HOME LOAN BANK ADVANCES		
	19,000	10,000
ACCRUED INTEREST PAYABLE		
	6	8
OTHER LIABILITIES		
	206	199
Total liabilities	87,417	69,995
SHAREHOLDERS' EQUITY		
Common stock, \$1 par value, 10,000,000 shares authorized, 1,411,261 shares issued and outstanding at December 31, 2016 and 2015	1,411	1,411
Additional paid-in capital	11,655	11,626
Accumulated deficit	(3,255)	(4,483)
Accumulated other comprehensive (loss) income	(388)	4
Total shareholders' equity	9,423	8,558
Total liabilities and shareholders' equity	<u>\$96,840</u>	<u>\$78,553</u>



## STATEMENTS OF INCOME (dollars in thousands)

	Years Ended December 31,	
	2016	2015
<b>INTEREST AND FEE INCOME</b>		
Loans and leases, including fees	\$3,398	\$3,306
Investments	299	214
Interest-bearing deposits and overnight funds	34	10
Total interest and fee income	3,731	3,530
<b>INTEREST EXPENSE</b>		
Deposits	329	294
Federal Home Loan Bank advances	159	54
Total interest expense	488	348
<b>NET INTEREST INCOME</b>	3,243	3,182
<b>PROVISION FOR CREDIT LOSSES</b>	30	55
<b>NET INTEREST INCOME AFTER PROVISION FOR CREDIT LOSSES</b>	3,213	3,127
<b>NONINTEREST INCOME</b>		
Gain on sale of investment securities	155	45
Service charges on deposits	38	34
Other income	74	47
Total noninterest income	267	126
<b>NONINTEREST EXPENSE</b>		
Salaries and employee benefits	1,824	1,790
Occupancy and equipment	373	386
Data processing	257	279
Advertising and business development	60	59
Professional and regulatory expenses	247	239
Other expenses	321	298
Total noninterest expense	3,082	3,051
<b>NET INCOME BEFORE INCOME TAX BENEFIT</b>	398	202
<b>INCOME TAX BENEFIT</b>	830	500
<b>NET INCOME</b>	<u>\$1,228</u>	<u>\$702</u>

## STATEMENTS OF COMPREHENSIVE INCOME (LOSS) (dollars in thousands)

	Years Ended December 31,	
	2016	2015
NET INCOME	\$1,228	\$702
Other comprehensive income (loss)		
Unrealized gain on securities available-for-sale		
Unrealized holding (loss) gain	(436)	41
Tax effect on unrealized holding loss	159	-
Reclassification adjustments for realized gains on sales	(155)	(45)
Tax effect on adjustments for realized gains on sales	40	-
Other comprehensive loss	(392)	(4)
COMPREHENSIVE INCOME	\$836	\$698

## STATEMENTS OF CHANGES IN SHAREHOLDERS' EQUITY (dollars in thousands)

	Common Stock		Additional Paid-in Capital	Accumulated Deficit	Accumulated Other Comprehensive (Loss) Income	Total Shareholders' Equity
	Shares	Amount				
BALANCE, December 31, 2014	1,411,261	\$1,411	\$11,604	\$(5,185)	\$8	\$7,838
Net Income	-	-	-	702	-	702
Unrealized holding gain	-	-	-	-	(4)	(4)
Stock-based compensation	-	-	22	-	-	22
BALANCE, December 31, 2015	1,411,261	1,411	11,626	(4,483)	4	8,558
Net income	-	-	-	1,228	-	1,228
Unrealized holding loss, net of tax	-	-	-	-	(392)	(392)
Stock-based compensation	-	-	29	-	-	29
BALANCE, December 31, 2016	1,411,261	\$1,411	\$11,655	\$(3,255)	\$(388)	\$9,423

## STATEMENTS OF CASH FLOWS (dollars in thousands)

	Years Ended December 31,	
	2016	2015
<b>CASH FLOWS FROM OPERATING ACTIVITIES</b>		
Net income	\$1,228	\$702
Adjustments to reconcile net income to net cash from operating activities		
Provision for credit losses	30	55
Depreciation and amortization	103	107
Deferred benefit for income taxes	151	77
Net amortization of investment security premium/discount	118	68
Stock-based compensation	29	22
Gain on sale of investment securities	(155)	(45)
Changes in operating assets and liabilities		
Accrued interest receivable	(36)	7
Other assets	(1,019)	(536)
Accrued interest payable	(2)	(5)
Other liabilities	7	(3)
Net cash provided by operating activities	454	449
<b>CASH FLOWS FROM INVESTING ACTIVITIES</b>		
Net change in interest-bearing deposits with other financial institutions	2,941	(2,867)
Activity in securities available-for-sale		
Maturities, prepayments, and calls	2,507	884
Purchases	(32,117)	(4,527)
Sales	12,352	5,959
Activity in securities held-to-maturity		
Maturities, prepayments, and calls	774	420
Purchases	(1,101)	-
Purchase of Federal Home Loan Bank stock	(363)	(356)
Loan and lease originations, net	(5,546)	(308)
Purchase of premises and equipment, net	(32)	(54)
Net cash used in investing activities	(20,585)	(849)
<b>CASH FLOWS FROM FINANCING ACTIVITIES</b>		
Net increase in deposits	8,417	(5,204)
Advances from Federal Home Loan Bank borrowings	9,000	7,000
Net cash received from financing activities	17,417	1,796
<b>NET CHANGE IN CASH AND CASH EQUIVALENTS</b>	(2,714)	1,396
CASH AND CASH EQUIVALENTS, beginning of year	6,227	4,831
CASH AND CASH EQUIVALENTS, end of year	<u>\$3,513</u>	<u>\$6,227</u>
<b>SUPPLEMENTAL DISCLOSURE OF CASH FLOW INFORMATION</b>		
Cash paid during the year for interest	<u>\$490</u>	<u>\$353</u>
<b>NONCASH INVESTING AND FINANCING ACTIVITIES</b>		
Unrealized loss on securities available-for-sale	<u>\$(591)</u>	<u>\$(4)</u>
<b>SUPPLEMENTAL DISCLOSURE OF CASH FLOW INFORMATION</b>		
Transfer of other real estate owned to premises and equipment	<u>\$1,248</u>	<u>\$-</u>

See accompanying notes.

## NOTES TO FINANCIAL STATEMENTS (dollars in thousands)

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### Note 1 - Organization and Summary of Significant Accounting Policies

**Nature of operations** - Liberty Bay Bank (the Bank) provides a full range of banking services to individual and corporate customers through its sole office in Poulsbo, Washington. During 2016, the Bank converted a bank-owned property located in Port Orchard, Washington, into a loan production office, which opened in February 2017. Its primary deposit products are checking, savings, and term certificate accounts, and its primary lending products are commercial loans, commercial real estate loans, and leases. The Bank is subject to significant competition from other financial institutions. The Bank is also subject to the regulations of certain federal and state of Washington agencies and undergoes periodic examinations by those regulatory authorities.

**Financial statement presentation and use of estimates** - The financial statements have been prepared in accordance with accounting principles generally accepted in the United States of America and reporting practices applicable to the banking industry. In preparing the financial statements, management is required to make estimates and assumptions that affect the reported amounts of assets and liabilities, as of the date of the balance sheet, and revenues and expenses for the year. Actual results could differ from estimated amounts. Material estimates that are particularly susceptible to significant change relate to the determination of the allowance for credit losses, fair value of financial instruments, and deferred tax assets. All dollar amounts are stated in thousands.

**Subsequent events** - Subsequent events are events or transactions that occur after the date of the balance sheet but before financial statements are issued. Recognized subsequent events are events or transactions that provide additional evidence about conditions that existed at the date of the balance sheet, including the estimates inherent in the process of preparing financial statements. Nonrecognized subsequent events are events that provide evidence about conditions that did not exist at the date of the balance sheet but arose after that date. Management has reviewed events occurring through March 16, 2017, the date the financial statements were issued, and noted no subsequent events requiring accrual or disclosure.

**Cash and cash equivalents** - For purposes of reporting cash flows, cash and cash equivalents include cash on hand, amounts due from banks, overnight funds, and federal funds sold, all with maturities of three months or less. Generally, federal funds are purchased and sold for one-day periods. The amounts on deposit fluctuate and, at times, exceed the insured limit by the Federal Deposit Insurance Corporation (FDIC), which potentially subjects the Bank to credit risk. Overnight funds include federal funds sold and are made with major banks as approved by the board of directors.

**Interest-bearing deposits with other financial institutions** - Interest-bearing deposits with other financial institutions include interest-bearing deposits and certificates of deposit in federally insured financial institutions located throughout the United States. The amounts on deposit fluctuate and, at times, exceed the insured limit by the FDIC, which potentially subjects the Bank to credit risk.

**Restricted assets** - Federal Reserve Board regulations generally require maintenance of certain minimum reserve balances on deposit with the Federal Reserve Bank or another institution in a pass-through relationship. The amounts of such balances are generally based on size and other factors. There were no such requirements at December 31, 2016 or 2015.

**Investment securities** - Investment securities are classified as held-to-maturity and carried at amortized cost when management has the positive intent and ability to hold them to maturity. Investment securities are classified as available-for-sale when they might be sold before maturity. Equity securities with readily determinable fair values are classified as available-for-sale. Securities available-for-sale are carried at fair value, with unrealized holding gains and losses reported in other comprehensive income, net of tax.

Interest income includes amortization of purchase premium or discount. Premiums and discounts on securities are amortized on the level-yield method without anticipating prepayments, except for mortgage-backed securities where prepayments are anticipated. Gains and losses on sales are recorded on the trade date and determined using the specific identification method.

Investment securities are reviewed on an ongoing basis for the presence of other-than-temporary impairment (OTTI) or permanent impairment, taking into consideration current market conditions; fair value in relationship to cost; extent and nature of the change in fair value; issuer rating changes and trends; whether management intends to sell a security or if it is likely that the Bank will be

required to sell the security before recovery of the amortized cost basis of the investment, which may be maturity; and other factors. For debt securities, if management intends to sell the security or it is likely that the Bank will be required to sell the security before recovering its cost basis, the entire impairment loss would be recognized in earnings as an OTTI. If management does not intend to sell the security and it is not likely that the Bank will be required to sell the security, but management does not expect to recover the entire amortized cost basis of the security, only the portion of the impairment loss representing credit losses would be recognized in earnings. The credit loss on a security is measured as the difference between the amortized cost basis and the present value of the cash flows expected to be collected. Projected cash flows are discounted by the original or current effective interest rate depending on the nature of the security being measured for potential OTTI. The remaining impairment related to all other factors, i.e., the difference between the present value of the cash flows expected to be collected and fair value, is recognized as a charge to other comprehensive income (loss). Impairment losses related to all other factors are presented as separate categories within other comprehensive income (loss).

**Federal Home Loan Bank stock** - The Bank is a member of the Federal Home Loan Bank (FHLB) of Des Moines. As a member of the FHLB system, the Bank is required to maintain a minimum level of investment in FHLB stock, based on specified percentages of its outstanding FHLB advances. The Bank's investment in FHLB stock is carried at cost, classified as a restricted security, and periodically evaluated for impairment based on ultimate recovery of par value (\$100 per share).

The Bank evaluates FHLB stock for impairment. The determination of whether this investment is impaired is based on the Bank's assessment of the ultimate recoverability of cost rather than by recognizing temporary declines in value. The Bank has determined that there is not an other-than-temporary impairment on the FHLB stock investment as of December 31, 2016 or 2015.

**Loans held-for-sale** - Loans originated and intended for sale in secondary markets are carried at the lower of cost or estimated fair value in the aggregate. Net unrealized losses are recognized through a valuation allowance by charges to income. Gains or losses on the sale of such loans are based on the specific identification method. There were no loans held-for-sale at December 31, 2016 or 2015.

**Loans** - Loans that management has the intent and ability to hold for the foreseeable future or until maturity or pay-off generally are reported at their outstanding principal adjusted for any charge-offs, the allowance for loan losses, and any deferred fees or costs on originated loans. Interest income is accrued on the unpaid principal balance. Loan origination fees, net of certain origination costs, are deferred and recognized as an adjustment of the related loan yield using the interest method.

The accrual of interest on loans is discontinued at the time the loan is 90 days delinquent unless the credit is well secured and in process of collection. Past due status is based on contractual terms of the loan. In all cases, loans are placed on nonaccrual or charged off at an earlier date if collection of principal or interest is considered doubtful.

All interest accrued but not collected for loans that are placed on nonaccrual or charged off is reversed against interest income. The interest on these loans is accounted for on the cash basis or cost-recovery method, until qualifying for return to accrual. Loans are returned to accrual status when all the principal and interest amounts contractually due are brought current and future payments are reasonably ensured.

**Leases** - The Bank uses the direct finance method of accounting to record direct financing leases and related interest income. At the inception of a lease, the Bank records as an asset the minimum future lease payments receivable, plus the estimated residual value of the leased equipment, less unearned lease income. Initial direct costs and fees related to lease originations are deferred as part of the investment and amortized over the lease term. Unearned lease income is the amount by which the total lease receivable plus the estimated residual value exceeds the investment in the lease. Unearned lease income, net of initial direct costs and fees, is recognized as revenue over the lease term using the interest method.

**Allowance for credit losses** - The allowance for credit losses is established as losses are estimated to have occurred through a provision for credit losses charged to earnings. Loan and lease losses are charged against the allowance when management believes the uncollectibility of a loan or lease balance is confirmed. Subsequent recoveries, if any, are credited to the allowance.

The allowance for loan and lease losses is maintained at a level sufficient to provide for probable loan losses based on evaluating known and inherent risks in the loan and lease portfolio. The allowance is provided based upon management's continuing analysis of the pertinent factors underlying the quality of the loan and lease portfolio. These factors include changes in the size and composition of the loan and lease portfolio, delinquency levels, actual loan and lease loss experience, current economic

conditions, and detailed analysis of individual loans and leases for which full collectibility may not be ensured. The detailed analysis includes techniques to estimate the fair value of loan and lease collateral and the existence of potential alternative sources of repayment. The allowance consists of specific, general, and unallocated components. The specific component relates to loans and leases that are classified as impaired.

For such loans or leases classified as impaired, an allowance is established when the discounted cash flows (or collateral value or observable market price) of the impaired loan or lease is lower than the carrying value of that loan or lease. The general component covers nonimpaired loans and leases and is based on historical loss experience adjusted for qualitative factors. An unallocated component is maintained to cover uncertainties that could affect management's estimate of probable losses. The unallocated component of the allowance reflects the margin of imprecision inherent in the underlying assumptions used in the methodologies for estimating specific and general losses in the portfolio. The appropriateness of the allowance for credit losses is estimated based upon these factors and trends identified by management at the time the financial statement is prepared.

A loan or lease is considered impaired when, based on current information and events, it is probable that the Bank will be unable to collect the scheduled payments of principal or interest when due according to the contractual terms of the loan or lease agreement. Factors considered by management in determining impairment include payment status, collateral value, and the probability of collecting scheduled principal and interest payments when due. Loans and leases that experience insignificant payment delays and payment shortfalls generally are not classified as impaired. Management determines the significance of payment delays and payment shortfalls on a case-by-case basis, taking into consideration all of the circumstances surrounding the loan and the borrower, including the length of the delay, the reasons for the delay, the borrower's prior payment record, and the amount of the shortfall in relation to the principal and interest owed. Impairment is measured by either the present value of expected future cash flows discounted at the credit's effective interest rate, the credit's obtainable market price, or the fair value of the collateral if the credit is collateral-dependent. Impairment is measured on a loan-by-loan basis for all loans in the portfolio except for the smaller groups of homogeneous consumer loans in the portfolio. Additionally, state and federal regulations, upon examination, may require the Bank to make additional provisions or adjustments to its allowance.

**Transfers of financial assets** - Transfers of an entire financial asset, a group of entire financial assets, or participating interest in an entire financial asset are accounted for as sales when control over the assets has been surrendered. Control over transferred assets is deemed to be surrendered when (1) the assets have been isolated from the Bank, (2) the transferee obtains the right (free of conditions that constrain it from taking advantage of that right) to pledge or exchange the transferred assets, and (3) the Bank does not maintain effective control over the transferred assets through an agreement to repurchase them before their maturity.

**Premises and equipment** - Land is carried at cost. Premises and equipment are stated at cost less accumulated depreciation, which is computed on the straight-line method over the estimated useful lives of the assets. Gains or losses on dispositions are reflected in earnings. Assets are reviewed for impairment when events indicate that their carrying value may not be recoverable. If management determines impairment exists, the assets are reduced with an offsetting charge to expense.

**Foreclosed assets** - Foreclosed assets include real estate and personal property acquired through foreclosure and in-substance foreclosed properties. In-substance foreclosed properties are those properties for which the institution has taken physical possession, regardless of whether formal foreclosure proceedings have taken place.

At the time of foreclosure, foreclosed property is recorded at the fair value less cost to sell, which becomes the property's new basis. Any write-downs based on the asset's fair value at the date of acquisition are charged to the allowance for credit losses. After foreclosure, valuations are periodically performed by management and foreclosed property is carried at the lower of the new cost basis or fair value less costs to sell. Costs incurred in maintaining foreclosed property and subsequent adjustments to the carrying amount of the property are included in noninterest expense.

**Income taxes** - Income taxes are accounted for using an asset and liability approach that requires the recognition of deferred tax assets and liabilities for the expected future tax consequences of temporary differences between the financial statement and tax basis of assets and liabilities at the applicable enacted tax rates. A valuation allowance is provided when it is more likely than not that some portion or all of the deferred tax assets will not be realized. The Bank evaluates the realizability of its deferred tax assets by assessing its valuation allowance and by adjusting the amount of such allowance, if necessary.

**Financial instruments** - In the ordinary course of business, the Bank enters into off-balance-sheet financial instruments consisting of commitments to extend credit, commercial letters of credit, standby letters of credit, and financial guarantees. Such financial instruments are recorded in the financial statements when they are funded or related fees are incurred or received.

**Advertising costs** - The Bank expenses advertising costs as they are incurred. Total advertising expenses were \$11 and \$18 in 2016 and 2015, respectively.

**Comprehensive income** - Accounting principles generally require that recognized revenue, expenses, gains, and losses be included in net income. Certain changes in assets and liabilities, such as unrealized gains and losses on available-for-sale investments, are reported as a separate component of the equity section of the balance sheets. Reclassification adjustments during December 31, 2016 and 2015, are included within the statements of comprehensive income.

**Stock-based compensation** - The Bank has a stock-based compensation plan for employees that includes stock options and restricted stock, which are recognized as stock-based compensation expense in the statements of income based on the grant-date fair value of the award with a corresponding increase in common stock. The fair value is amortized over the requisite service period, which is generally the vesting period. The fair value at the grant date is determined using the Black-Scholes pricing model that takes into account the stock price at the grant date, the exercise price, the expected life of the option, the volatility of the underlying stock, the expected dividend yield, and the risk-free interest rate over the expected life of the option. The Black-Scholes option valuation model requires the input of subjective assumptions, including the expected life of the share-based award and stock price volatility. The assumptions used represent management's best estimates, but these estimates involve inherent uncertainties and the application of management's judgment.

**Fair value measurements** - Fair value measurements are estimated using relevant market information and other assumptions. Fair value estimates involve uncertainties and matters of significant judgment regarding interest rates, credit risks, prepayments, and other factors, especially in the absence of broad markets for particular items. Changes in assumptions or in market conditions could significantly affect the estimates.

## Note 2 - Investments

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

	Amortized Cost	Gross Unrealized Gains	Gross Unrealized Losses	Fair Value
<b>December 31, 2016</b>				
Securities available-for-sale				
Mortgage-backed securities	\$24,415	\$10	\$(597)	\$23,828
Held-to-maturity				
Mortgage-backed securities	\$4,129	\$-	\$(123)	\$4,006
<b>December 31, 2015</b>				
Securities available-for-sale				
Mortgage-backed securities	\$7,091	\$12	\$(8)	\$7,095
Held-to-maturity				
Mortgage-backed securities	\$3,831	\$-	\$(92)	\$3,739

The amortized cost and estimated fair value of investment securities at December 31, 2016, by contractual or expected maturity, are shown below. Expected maturities will differ from contractual maturities because borrowers may have the right to call or prepay obligations with or without call or prepayment penalties.

	Available-for-Sale		Held-to-maturity	
	Amortized Cost	Estimated Fair Value	Amortized Cost	Estimated Fair Value
Due in 5 to 15 years	\$24,415	\$23,828	\$-	\$-
Due after 15 years	-	-	4,129	4,006
	<u>\$24,415</u>	<u>\$23,828</u>	<u>\$4,129</u>	<u>\$4,006</u>

As of December 31, 2016, securities with a carrying value of \$10,762 were pledged to secure borrowings at the FHLB and securities with a carrying value of \$1,366 were pledged to secure public deposits. As of December 31, 2015, securities with a carrying value of \$1,785 were pledged to secure borrowings at the FHLB and securities with a carrying value of \$1,600 were pledged to secure public deposits.

During the year ended December 31, 2016, the Bank sold \$12,352 in investment securities, realizing gross gains of \$155 and no losses. During the year ended December 31, 2015, the Bank sold \$5,959 in investment securities, realizing gross gains of \$45 and no losses.

At December 31, 2016 and 2015, 41 and 11 securities, respectively, were in an unrealized loss position. Of the 41 securities in a loss position at year-end 2016, all have been in a loss position for less than 12 months. The Bank has evaluated these securities and has determined that the decline in value is temporary and is related to the change in market interest rates since purchase. The decline in value is not related to any bank- or industry-specific event. The Bank anticipates full recovery of amortized cost with respect to these securities at maturity or sooner in the event of a more favorable market interest rate environment. Because management does not intend to sell and does not anticipate to be required to sell these securities in the near term, no declines are deemed to be other than temporary.

Information pertaining to investment securities with gross unrealized losses aggregated by investment category and length of time that individual securities have been in a continuous loss position is as follows at December 31:

	Less Than 12 Months		Over 12 Months		Total Unrealized Losses
	Gross Unrealized Losses	Fair Value	Gross Unrealized Losses	Fair Value	
<b>December 31, 2016</b>					
Securities available-for-sale					
Mortgage-backed securities	\$597	\$22,368	\$-	\$-	\$597
Held-to-maturity					
Mortgage-backed securities	<u>\$123</u>	<u>\$4,006</u>	<u>\$-</u>	<u>\$-</u>	<u>\$123</u>
<b>December 31, 2015</b>					
Securities available-for-sale					
Mortgage-backed securities	\$8	\$2,874	\$-	\$-	\$8
Held-to-maturity					
Mortgage-backed securities	<u>\$11</u>	<u>\$1,241</u>	<u>\$81</u>	<u>\$2,498</u>	<u>\$92</u>



### Note 3 - Loans, Leases, and Allowance for Credit Losses

The major classifications of loans and leases at December 31 are as follows:

	2016	2015
Commercial real estate	\$34,275	\$31,460
Commercial	6,387	6,728
Construction and land	7,709	6,407
Consumer	675	833
Residential real estate	12,578	10,766
Leases	18	158
Gross loans and leases	61,642	56,352
Premium (discount) on purchased loans, net	125	(139)
Deferred fees and costs, net	(205)	(187)
Allowance for credit losses	(735)	(715)
Total loans and leases, net	<u>\$60,827</u>	<u>\$55,311</u>

Net investment in leases is summarized as follows at December 31:

	2016	2015
Minimum lease payments receivable	\$18	\$162
Unearned income	-	(4)
	<u>\$18</u>	<u>\$158</u>

At December 31, future minimum lease payments to be received are as follows:

2017	<u>\$18</u>
------	-------------

The Bank pledged certain commercial loans as collateral for purposes of borrowings with the FHLB. Loans totaling \$16,406 were pledged to the FHLB at December 31, 2016 (Note 6).

The following table presents the activity in the allowance for credit losses by segment for the years ended December 31:

	Beginning Balance	Provision (Recovery) for Credit Losses	Charge-offs	Recoveries	Ending Ending Balance
<b>2016</b>					
Commercial real estate	\$306	\$(28)	\$-	\$-	\$278
Commercial	55	19	(10)	-	64
Construction and land	178	(68)	-	-	110
Consumer	7	(1)	-	-	6
Residential real estate	24	28	-	-	52
Leases	2	(2)	-	-	-
Unallocated	143	82	-	-	225
	<u>\$715</u>	<u>\$30</u>	<u>\$(10)</u>	<u>\$-</u>	<u>\$735</u>
<b>2015</b>					
Commercial real estate	\$257	\$49	\$-	\$-	\$306
Commercial	60	(5)	-	-	55
Construction and land	124	54	-	-	178
Consumer	3	4	-	-	7
Residential real estate	76	(52)	-	-	24
Leases	6	(4)	-	-	2
Unallocated	134	9	-	-	143
	<u>\$660</u>	<u>\$55</u>	<u>\$-</u>	<u>\$-</u>	<u>\$715</u>

Impairment is measured on a loan-by-loan basis for all loans in the portfolio except for the smaller groups of homogeneous consumer loans in the portfolio.

The following table presents loans individually evaluated for impairment by class of loans as of December 31:

	Recorded Investments (Loan Balance Less Charge-off)	Unpaid Principal Balance	Related Allowance	Average Investment in Impaired Loans	Interest Income Recognized
<b>2016</b>					
With no allowance recorded					
Commercial	<u>\$10</u>	<u>\$10</u>	<u>\$-</u>	<u>\$5</u>	<u>\$-</u>
<b>2015</b>					
With no allowance recorded					
Commercial real estate	<u>\$-</u>	<u>\$-</u>	<u>\$-</u>	<u>\$306</u>	<u>\$16</u>

The following table presents the balance in the allowance for credit losses and the recorded investment in loans by portfolio segment and based on impairment method as of December 31:

	Allowance for Credit Losses			Loans and Leases		
	Ending Balance	Ending Balance Individually Evaluated for Impairment	Ending Balance Collectively Evaluated for Impairment	Ending Balance	Ending Balance Individually Evaluated for Impairment	Ending Balance Collectively Evaluated for Impairment
<b>2016</b>						
Commercial real estate	\$278	\$-	\$278	\$34,275	\$-	\$34,275
Commercial	64	-	64	6,387	10	6,377
Construction and land	110	-	110	7,709	-	7,709
Consumer	6	-	6	675	-	675
Residential real estate	52	-	52	12,578	-	12,578
Leases	-	-	-	18	-	18
Unallocated	225	-	225	-	-	-
	<u>\$735</u>	<u>\$-</u>	<u>\$735</u>	<u>\$61,642</u>	<u>\$10</u>	<u>\$61,632</u>
<b>2015</b>						
Commercial real estate	\$306	\$-	\$306	\$31,460	\$-	\$31,460
Commercial	55	-	55	6,728	-	6,728
Construction and land	178	-	178	6,407	-	6,407
Consumer	7	-	7	833	-	833
Residential real estate	24	-	24	10,766	-	10,766
Leases	2	-	2	158	-	158
Unallocated	143	-	143	-	-	-
	<u>\$715</u>	<u>\$-</u>	<u>\$715</u>	<u>\$56,352</u>	<u>\$-</u>	<u>\$56,352</u>

**Past due loans** - Loans are considered past due if the required principal and interest payments have not been received as of the date such payments were due.

The following table presents current and past due loans, net of partial loan charge-offs, by type and delinquency status, as of December 31:

	30 - 59 Days Past Due	60 - 89 Days Past Due	90 Days or More Past Due	Total Past Due	Current	Total Loans
<b>2016</b>						
Commercial real estate	\$-	\$-	\$-	\$-	\$34,275	\$34,275
Commercial	-	-	10	10	6,377	6,387
Construction and land	-	-	-	-	7,709	7,709
Consumer	-	-	-	-	675	675
Residential real estate	-	-	-	-	12,578	12,578
Leases	-	-	-	-	18	18
	<u>\$-</u>	<u>\$-</u>	<u>\$10</u>	<u>\$10</u>	<u>\$61,632</u>	<u>\$61,642</u>
<b>2015</b>						
Commercial real estate	\$-	\$-	\$-	\$-	\$31,460	\$31,460
Commercial	-	-	-	-	6,728	6,728
Construction and land	-	-	-	-	6,407	6,407
Consumer	-	-	-	-	833	833
Residential real estate	-	-	-	-	10,766	10,766
Leases	-	-	-	-	158	158
	<u>\$-</u>	<u>\$-</u>	<u>\$-</u>	<u>\$-</u>	<u>\$56,352</u>	<u>\$56,352</u>

**Credit quality indicator** - Federal regulations provide for the classification of lower quality loans and other assets, such as debt and equity securities, as substandard, doubtful, or loss. An asset is considered substandard if it is inadequately protected by the current net worth and pay capacity of the borrower or of any collateral pledged. Substandard assets include those characterized by the distinct possibility that the Bank will sustain some loss if the deficiencies are not corrected. Assets classified as doubtful have all the weaknesses inherent in those classified substandard, with the added characteristic that the weaknesses present make collection or liquidation in full highly questionable and improbable on the basis of currently existing facts, conditions, and values. Assets classified as loss are those considered uncollectible and of such little value that their continuance as assets without the establishment of a specific loss reserve is not warranted.

When the Bank classifies problem assets as either substandard or doubtful, it may establish a specific allowance to address the risk specifically or the Bank may allow the loss to be addressed in the general allowance. General allowances represent loss allowances that have been established to recognize the inherent risk associated with lending activities, but, unlike specific allowances, have not been specifically allocated to particular problem assets. When an insured institution classifies problem assets as a loss, it is required to charge off such assets in the period in which they are deemed uncollectible. Assets that do not currently expose the Bank to sufficient risk to warrant classification as substandard or doubtful but possess identified weaknesses are designated as either watch or special mention assets. At December 31, 2016, the Bank had no loans classified as loss.

Additionally, the Bank categorizes loans as performing or nonperforming based on payment activity. Loans that are more than 90 days past due and nonaccrual loans are considered nonperforming.

The following tables represent the credit risk profile by internally assigned grade and performing status as of December 31, 2016 and 2015, by class of loans:

<b>Credit Risk Profile by Internally Assigned Grade</b>							
<b>2016</b>	Commercial Real Estate	Commercial	Construction and Land	Consumer	Residential Real Estate	Leases	Total
Grade							
Pass	\$32,471	\$5,384	\$6,422	\$675	\$12,578	\$14	\$57,544
Watch	619	993	39	-	-	4	1,655
Special mention	1,185	-	1,248	-	-	-	2,433
Substandard	-	-	-	-	-	-	-
Doubtful	-	10	-	-	-	-	10
	<u>\$34,275</u>	<u>\$6,387</u>	<u>\$7,709</u>	<u>\$675</u>	<u>\$12,578</u>	<u>\$18</u>	<u>\$61,642</u>
<b>2015</b>							
Grade							
Pass	\$28,977	\$5,382	\$4,786	\$833	\$10,766	\$158	\$50,902
Watch	1,278	1,346	511	-	-	-	3,135
Special mention	1,205	-	1,110	-	-	-	2,315
Substandard	-	-	-	-	-	-	-
Doubtful	-	-	-	-	-	-	-
	<u>\$31,460</u>	<u>\$6,728</u>	<u>\$6,407</u>	<u>\$833</u>	<u>\$10,766</u>	<u>\$158</u>	<u>\$56,352</u>

There were two nonaccrual commercial loans with a balance of \$10 at December 31, 2016, and none at December 31, 2015. There were no loans 90 days or more past due and still accruing at December 31, 2016 or 2015.

A troubled debt restructuring is a loan to a borrower that is experiencing financial difficulty that has been modified from its original terms and conditions in such a way that the Bank is granting the borrower a concession of some kind.

Upon identifying those receivables as troubled debt restructurings, the Bank will identify them as impaired for purposes of determining the allowance for loan losses. This requires the loans to be evaluated individually for impairment, generally based on the expected cash flows under the new terms discounted at the loans' original effective interest rates. For troubled debt restructured loans that subsequently default, the method of determining impairment is generally the fair value of the collateral less estimated selling costs. There were no loans modified by the Bank as troubled debt restructurings at December 31, 2016 and 2015, or modified during the years then ended.

## Note 4 - Leaseholds and Equipment

Bank land, leaseholds and equipment at December 31 are classified as follows:

	2016	2015
Land	\$132	\$-
Building	1,115	-
Leasehold improvements	720	720
Furniture, fixtures, and office equipment	412	383
Vehicles	23	23
	2,402	1,126
Less accumulated depreciation and amortization	(780)	(681)
	<u>\$1,622</u>	<u>\$445</u>

## Note 5 - Deposits

Deposits as of December 31 consisted of the following:

	2016	2015
Savings accounts	\$6,930	\$5,441
Certificates of deposit	7,082	11,193
Demand accounts		
Noninterest-bearing	19,541	14,907
Interest-bearing	7,949	6,592
Money market accounts	26,703	21,655
	<u>\$68,205</u>	<u>\$59,788</u>

At December 31, scheduled maturities of certificates of deposit are as follows:

2017	\$4,126
2018	1,045
2019	1,811
2020	85
2021 and thereafter	15
	<u>\$7,082</u>

The Bank had \$3,552 and \$3,915 of certificates of deposit that met or exceeded the \$250,000 federally insured limit at December 31, 2016 and 2015, respectively.

## Note 6 - Credit Arrangements

At December 31, 2016, committed line-of-credit agreements totaling approximately \$8.0 million were available to the Bank from unaffiliated banks, subject to interest at then-current rates. Such lines generally provide for interest at the lending bank's prime rate or other money market rates. These arrangements require total compensating balances of at least \$485 maintained in a demand deposit account. The compensating balances are included in cash and cash equivalents at December 31, 2016.

The Bank is a member of the FHLB of Des Moines, and as such, is eligible for a credit line up to 35% of total assets, subject to certain collateral requirements. At December 31, 2016, loans and investments pledged as collateral to the FHLB equated to a borrowing capacity of \$33,894, when fully collateralized. Borrowings generally provide for interest at the then-current published rates and are subject to certain reserve rates. Borrowings must be secured by eligible investments held at the FHLB.

At December 31, 2016, the Bank had \$19,000 of total advances outstanding with the FHLB, of which \$6,000 were short-term revolving advances and \$13,000 were long-term advances with a weighted-average rate of 1.35%. Current borrowings are collateralized by pledged investment securities (Note 2) and loans (Note 3). The excess balance of all collateral can be used for additional borrowings.

The contractual maturities of long-term FHLB advances at December 31, 2016, are as follows:

2017	\$4,000
2018	2,000
2019	3,500
2020	2,500
2021	1,000
	<u>\$13,000</u>

## Note 7 - Income Taxes

Income taxes consist of the following for the years ended December 31:

	2016	2015
Current	\$-	\$-
Deferred	151	77
Change in valuation allowance	(981)	(577)
Total tax benefit	<u>\$(830)</u>	<u>\$(500)</u>

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

	2016		2015	
	Amount	Percent of Pre-Tax Income	Amount	Percent of Pre-Tax Income
Income tax at statutory rates	\$135	34	\$69	34
Increase (decrease) resulting from				
Permanent differences	16	4	8	4
Valuation allowance reversal	(981)	(247)	(577)	(285)
Total income tax benefit	<u>\$(830)</u>	<u>(209)</u>	<u>\$(500)</u>	<u>(247)</u>

The nature and components of the Bank's net deferred tax asset at December 31 are as follows:

	2016	2015
Deferred tax assets		
Net operating loss carryforward	\$975	\$1,117
Organization expenditures	228	259
Property and equipment depreciation	58	40
Unrealized gain on securities	199	-
Other, net	20	19
Allowance for credit losses	228	218
Subtotal	<u>1,708</u>	<u>1,653</u>
Deferred tax liabilities		
Unrealized loss on securities	-	2
Cash basis method of accounting	40	31
Deferred costs	38	39
Subtotal	<u>78</u>	<u>72</u>
Net deferred tax asset	<u>1,630</u>	<u>1,581</u>
Less valuation allowance on net deferred tax asset	-	(981)
Total	<u>\$1,630</u>	<u>\$600</u>

A valuation allowance is required for deferred tax assets if, based on available evidence, it is more-likely-than-not that all or some portion of the asset will not be realized due to the inability to generate sufficient taxable income to use the benefit of the deferred tax asset. After evaluating the positive and negative evidence associated with the deferred tax asset, including the consideration of the Bank's earnings history over the recent three-year period, improving asset quality, and projections, the Bank determined that the deferred tax asset could be supported at December 31, 2016 and 2015.

At December 31, 2016, the Bank has, for tax reporting purposes, a net operating loss carryforward totaling approximately \$2,900, eligible to offset future federal income taxes. The net operating loss carryforward will begin to expire in 2029.

At December 31, 2016, the Bank had unamortized preopening expenditures of approximately \$672 (for tax reporting purposes) that can be used to offset future federal income taxes. These expenditures are amortizing over 15 years on the straight-line basis at a rate of approximately \$91 per year.



The Bank recognizes the tax benefit from uncertain tax positions only if it is more likely than not that the tax positions will be sustained on examination by the tax authorities, based on the technical merits of the position. The tax benefit is measured based on the largest benefit that has a greater than 50% likelihood of being realized upon ultimate settlement. The Bank had no uncertain tax positions at December 31, 2016 or 2015.

The Bank's policy is to recognize interest and penalties in tax expense. During the years ended December 31, 2016 and 2015, the Bank recognized no interest or penalties.

The Bank files income tax returns in the U.S. federal jurisdiction. In general, the Bank is no longer subject to U.S. federal income tax examinations by tax authorities for the years before 2013.

## Note 8 - Employee Benefits

The Bank has a 401(k) defined contribution plan for those employees who meet the eligibility requirements. Individuals who are 21 years of age and have completed three consecutive months of service are considered eligible to participate. Eligible employees can contribute up to an amount or percentage of compensation not to exceed certain limits based on federal tax laws. The Bank has elected discretionary matching contributions under the plan. Matching contributions vest at 20% per year after the first year and will be fully vested after six years of service. There were no Bank contributions for the years ended December 31, 2016 or 2015.

## Note 9 - Stock-Based Compensation

The Bank has an equity incentive plan (the Plan), which is shareholder-approved and permits the grant of incentive stock options, nonqualified stock options, and restricted stock awards at the discretion of the compensation committee. The Plan provides for up to a maximum of 235,000 shares of authorized common stock; of this amount, no more than 100,000 shares may be granted as restricted stock to certain key employees and directors. There were 108,280 remaining shares in the Plan available to grant at December 31, 2016. The Bank believes that such awards better align the interests of its employees with those of its shareholders. Option awards are generally granted with an exercise price equal to or greater than the market price of the Bank's stock at the date of grant; those option awards generally vest and become exercisable in incremental percentages over 5 years of continuous service from the grant date and expire after 10 years.

The fair value of each option award is estimated on the date of grant using the Black-Scholes valuation model that uses the assumptions noted in the following table. Because the Black-Scholes valuation model incorporates ranges of assumptions of inputs, those ranges are disclosed. Expected volatilities are based on historical volatility of the Bank's stock and other factors. The Bank uses market and peer data to estimate option exercises and employee termination within the option valuation model, segregated into separate groups of employees that have similar historical exercise behavior, which are considered separately for valuation purposes. The expected term of options represents the period of time that options granted are expected to be outstanding. The risk-free interest rate for periods within the contractual life of the option is based on the U.S. Treasury yield curve in effect at the time of grant.

The weighted-average Black-Scholes inputs for grants issued during 2015 are as follows:

	2015
Weighted-average risk-free interest rate	1.83%
Dividend yield rate	0.00%
Expected volatility	16.40%
Expected term (in years)	6.5

There were no options granted in 2016.

A summary of stock option transactions is presented below:

	Granted Options for Common Stock	Weighted-Average Exercise Price of Shares Under Plan	Weighted-Average Remaining Contractual Term
Outstanding at December 31, 2015	\$141,870	\$5.69	7.9
Granted	-	-	
Exercised	-	-	
Forfeited	(15,150)	5.72	
Outstanding at December 31, 2016	126,720	5.68	5.7
Options exercisable at December 31, 2016	70,432	5.61	5.6

At December 31, 2016, there was approximately \$39 of total unrecognized compensation cost related to share-based compensation arrangements. The cost is expected to be recognized over a period of approximately 2.5 years.

## Note 10 - Shareholders' Equity

**Warrants** - At December 31, 2016 and 2015, there were warrants outstanding to purchase 172,000 shares of the Bank's common stock at \$10 per share, which were issued in connection with the Bank's initial offering. The warrants have a term of 10 years and expire on June 5, 2019.

**Regulatory capital** - 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 the Bank's assets, liabilities, and certain off-balance-sheet items as calculated under regulatory accounting practices. The Bank's capital amounts and classifications are also subject to qualitative judgments by the regulators about components, risk weightings, and other factors.

Quantitative measures established by regulation to ensure capital adequacy require the Bank to maintain minimum amounts and ratios (set forth in the following table) of total, Common equity Tier 1, and Tier I capital (as defined in the regulations) to risk-weighted assets (as defined), and of Tier I capital (as defined) to average assets (as defined). Management believes, as of December 31, 2016 and 2015, that the Bank meets all capital adequacy requirements to which it is subject.

As of December 31, 2016, 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, an institution must maintain minimum total risk-based, Tier I risk-based, Common equity Tier 1, and Tier I leverage ratios as set forth in the following table. There are no conditions or events since the notification that management believes have changed the Bank's category. The Bank's actual capital amounts and ratios as of December 31 are also presented in the table:

	Actual		For Capital Adequacy Purposes		To Be Well Capitalized Under Prompt Corrective Action Provisions	
	Amount	Ratio	Amount	Ratio	Amount	Ratio
<b>As of December 31, 2016</b>						
Total capital						
(to risk-weighted assets)	\$9,544	14.32%	\$5,333 ≥	8.0%	\$6,666 ≥	10.0%
Tier I capital						
(to risk-weighted assets)	8,801	13.20%	4,000 ≥	6.0%	5,333 ≥	8.0%
Common equity Tier 1 capital						
(to risk-weighted assets)	8,801	13.20%	3,000 ≥	4.5%	4,333 ≥	6.5%
Tier I capital						
(to average assets)	8,801	9.44%	3,730 ≥	4.0%	4,662 ≥	5.0%
<b>As of December 31, 2015</b>						
Total capital						
(to risk-weighted assets)	\$8,817	14.74%	\$4,785 ≥	8.0%	\$5,981 ≥	10.0%
Tier I capital						
(to risk-weighted assets)	8,094	13.53%	3,589 ≥	6.0%	4,785 ≥	8.0%
Common equity Tier 1 capital						
(to risk-weighted assets)	8,094	13.53%	2,692 ≥	4.5%	3,888 ≥	6.5%
Tier I capital						
(to average assets)	8,094	10.59%	3,058 ≥	4.0%	3,823 ≥	5.0%

Banking regulations limit the transfer of assets in the form of dividends from the Bank to its shareholders. Dividends may also be subject to approval by regulators depending upon the financial condition of the Bank.

The final rules implementing Basel Committee on Banking Supervision's capital guidelines for U.S. banks (Basel III rules) became effective for the Bank on January 1, 2015, with full compliance with all of the requirements being phased in over a multi-year schedule, and fully phased in by January 1, 2019. Under the Basel III rules, the Bank must hold a capital conservation buffer above the adequately capitalized risk-based capital ratios. The capital conservation buffer is being phased in from 0.0% for 2015 to 2.50% by 2019. The capital conservation buffer for 2016 is 0.625%. The net unrealized gain or loss on available-for-sale securities is not included in computing regulatory capital. Management believes as of December 31, 2016, that the Bank meets all capital adequacy requirements to which it is subject.

## Note 11 - Lease Commitments

**Operating lease commitments** - The Bank leases office premises for its operations. The Bank renewed its original lease for an additional three-year term ending in 2018 and has the option to renew for another three-year term thereafter. The lease requires the Bank to pay its pro rata share of building operating expenses. The annual lease through the initial lease term and renewal options is as follows:

2017	\$255
2018	260
2019	265
2020	270
2021	114
Thereafter	-
	<u>\$1,164</u>

Rental expense, including operating expenses charged to operations, was \$249 and \$252 for the years ended December 31, 2016 and 2015, respectively.

## Note 12 - Related Party Transactions

Certain directors, executive officers, and principal shareholders are Bank customers and have had banking transactions with the Bank. All loans and commitments included in such transactions were made in compliance with applicable laws on substantially the same terms (including interest rates and collateral) as those prevailing at the time for comparable transactions with other persons and do not involve more than the normal risk of collectibility or present any other unfavorable features. The activity of related party loans through December 31 is as follows:

	2016	2015
Balance, beginning of year	\$3,579	\$3,257
New loans	-	1,207
Repayments	(308)	(885)
Balance, end of year	<u>\$3,271</u>	<u>\$3,579</u>

There were \$10,983 and \$7,777 of related party deposits at December 31, 2016 and 2015, respectively.

## Note 13 - Significant Group Concentrations of Credit Risk

Most of the Bank's business activity is with customers located within Kitsap County, Washington. The Bank originates commercial, real estate, construction, and consumer loans. Generally, loans are secured by accounts receivable, inventory, deposit accounts, personal property, or real estate. Rights to collateral vary and are legally documented to the extent practicable. Although the Bank has a diversified loan and lease portfolio, local economic conditions may affect borrowers' ability to meet the stated repayment terms.

The distribution of commitments to extend credit approximates the distribution of loans outstanding. Commercial credit was granted primarily to commercial borrowers. The Bank, as a matter of policy, does not extend credit in excess of 20% of unimpaired capital and surplus to any single borrower or group of related borrowers.

## Note 14 - Commitments and Contingencies

The Bank is a party to financial instruments with off-balance-sheet risk in the normal course of business to meet the financing needs of its customers and to reduce its own exposure to fluctuations in interest rates. These financial instruments include commitments to extend credit, standby letters of credit, and financial guarantees. These instruments involve, to varying degrees, elements of credit and interest rate risk in excess of the amount recognized in the balance sheets. The contract or notional amounts of these instruments reflect the extent of the Bank's involvement in particular classes of financial instruments.

The Bank's exposure to credit loss in the event of nonperformance by the other party to the financial instrument for commitments to extend credit, standby letters of credit, and financial guarantees written is represented by the contractual notional amount of these instruments. The Bank uses the same credit policies in making commitments and conditional obligations as it does for on-balance-sheet instruments.

**Commitments to extend credit, standby letters of credit, and financial guarantees** - 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. Because many of the commitments are expected to expire without being drawn upon, the total commitment amounts do not necessarily represent future cash requirements. The Bank's experience has been that approximately 50% of loan commitments are drawn upon by customers. The Bank evaluates customers' creditworthiness on a case-by-case basis. The amount of collateral obtained, if it is deemed necessary by the Bank upon extension of credit, is based on management's credit evaluation of the counterparty. Collateral held varies but may include accounts receivable, inventory, property, plant and equipment, income-producing commercial properties, and other real estate.

Standby letters of credit and financial guarantees written are conditional commitments issued by the Bank to guarantee the performance of a customer to a third party. Those guarantees are primarily issued to support public and private borrowing arrangements, including commercial paper, bond financing, and similar transactions. The credit risk involved in issuing letters of credit and financial guarantees is essentially the same as that involved in extending loan facilities to customers. The Bank maintains various levels of collateral supporting those commitments for which collateral is deemed necessary.

The Bank has not been required to perform on any financial guarantees. The Bank has not incurred any losses on its commitments in 2016 or 2015.

A summary of the notional amounts of the Bank's financial instruments with off-balance-sheet risk at December 31 follows:

	2016	2015
Commitments to extend credit		
Real estate secured	\$3,412	\$2,790
Commercial real estate, construction, and land development	2,373	2,176
Other	4,113	4,435
Total commitments to extend credit	<u>\$9,898</u>	<u>\$9,401</u>

**Contingencies** - At periodic intervals, the state of Washington and the FDIC routinely examine the Bank's financial statements as part of their legally prescribed oversight of the banking system. Based on these examinations, the regulators can direct that the Bank's financial statements be adjusted in accordance with their findings.

Various legal claims also arise from time to time in the normal course of business that, in the opinion of management, will have no material effect on the Bank's financial statements.

## Note 15 - Fair Value of Financial Instruments

Fair value is defined as the price that would be received to sell an asset or paid to transfer a liability in an orderly transaction between market participants on the measurement date. The accounting guidance establishes a consistent framework for measuring fair value and expands disclosure requirements about fair value measurements. In determining fair value, the Bank maximizes the use of observable inputs and minimizes the use of unobservable inputs.

Observable inputs are those assumptions that market participants would use in pricing the particular asset or liability. These inputs are based on market data and are obtained from a source independent of the Bank.

Unobservable inputs are assumptions based on the Bank's own information or estimate of assumptions used by market participants in pricing the asset or liability. Unobservable inputs are based on the best and most current information available on the measurement date.

Financial Accounting Standards Board (FASB) Accounting Standards Codification (ASC) 820 establishes a three-level valuation hierarchy for determining fair value that is based on the transparency of the inputs used in the valuation process. The inputs used in determining fair value in each of the three levels of the hierarchy are as follows:

**Level 1** - Quoted prices (unadjusted) in active markets for identical assets or liabilities.

**Level 2** - Either: (i) quoted prices for similar assets or liabilities; (ii) observable inputs, such as interest rates or yield curves; or (iii) inputs derived principally from or corroborated by observable market data.

**Level 3** - Unobservable inputs.

The hierarchy gives the highest ranking to Level 1 inputs and the lowest ranking to Level 3 inputs. The level in the fair value hierarchy within which the fair value measurement in its entirety falls is determined based on the lowest level input that is significant to the overall fair value measurement.

There were no transfers between levels during the years ended December 31, 2016 or 2015.

### Qualitative disclosures of valuation techniques

**Securities available-for-sale** - Where quoted prices are available in an active market, securities are classified as Level 1. Level 1 instruments include highly liquid government bonds, securities issued by the U.S. Treasury, and exchange-traded equity securities. If quoted prices are not available, management determines fair value using pricing models, quoted prices of similar securities, or discounted cash flows. Such instruments are classified as Level 2. In certain cases, where there is limited activity in the market for particular instruments, assumptions must be made to determine their fair value. Such instruments are classified as Level 3.

**Assets and liabilities measured at fair value on a recurring basis** - Assets and liabilities are considered to be fair valued on a recurring basis if fair value is measured regularly (i.e., daily, weekly, monthly, or quarterly).

The following table shows the Bank's assets and liabilities measured at fair value on a recurring basis at December 31:

	Level 1	Level 2	Level 3	Total
<b>2016</b>				
Mortgage-backed securities	\$-	\$23,828	\$-	\$23,828
<b>2015</b>				
Mortgage-backed securities	\$-	\$7,095	\$-	\$7,095

**Assets measured at fair value on a nonrecurring basis** - Assets are considered to be fair valued on a nonrecurring basis if the fair value measurement of the instrument does not necessarily result in a change in the amount recorded on the balance sheets. Generally, nonrecurring valuation is the result of the application of other accounting pronouncements that require assets or

liabilities to be assessed for impairment or recorded at the lower of cost or fair value. The following table presents the Bank's assets measured at fair value on a nonrecurring basis:

	Level 1	Level 2	Level 3	Total
<b>December 31, 2016</b>				
Impaired loans	\$-	\$-	\$10	\$10
<b>December 31, 2015</b>				
Other real estate owned	-	-	1,248	1,248

Valuations of impaired loans are periodically performed by management, and the fair value of the loans is carried at the fair value of the underlying collateral less cost to foreclose, sell, and carry the collateral. Fair value of the underlying collateral is determined by an appraisal performed by a qualified independent appraiser. Other real estate owned is valued in a similar manner as impaired loans.

**Quantitative information about Level 3 fair value measurements** - The range and weighted average of the significant unobservable inputs used to fair value Level 3 nonrecurring assets during the year ending December 31, 2015, along with the valuation techniques used, are shown in the following table. The unobservable inputs used to fair value Level 3 nonrecurring assets during the year ending December 31, 2016, were insignificant:

	Fair Value at December 31, 2015	Valuation Technique	Unobservable Input	Range <sup>1</sup>
OREO	\$1,248	Market comparable	Adjustment to appraisal value for selling costs	0% - 10%

<sup>1</sup>Discount for selling costs.

Fair value estimates are subjective in nature and involve uncertainties and matters of significant judgment; therefore, they are not necessarily indicative of the amounts the Bank could realize in a current market exchange. The Bank has not included certain material items in its disclosure, such as the value of the long-term relationships with the Bank's lending and deposit clients, because this is an intangible and not a financial instrument. Additionally, the estimates do not include any tax ramifications. There may be inherent weaknesses in any calculation technique and changes in the underlying assumptions used, including discount rates and estimates of future cash flows that could materially affect the results. For all of these reasons, the aggregation of the fair value calculations presented herein do not represent, and should not be construed to represent, the underlying value of the Bank.

Building Relationships That  
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*Headquartered in Poulsbo and serving clients and communities throughout Puget Sound.*

