

**UNITED STATES  
SECURITIES AND EXCHANGE COMMISSION**

Washington, D.C. 20549

**FORM 10-Q**

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

For the quarterly period ended June 30, 2022

OR

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

For the transition period from \_\_\_\_\_ to \_\_\_\_\_

Commission File Number 001-38595

**FIRST WESTERN FINANCIAL, INC.**

(Exact name of registrant as specified in its charter)

Colorado  
(State or other jurisdiction of  
incorporation or organization)

1900 16th Street, Suite 1200  
Denver, CO  
(Address of principal executive offices)

37-1442266  
(I.R.S. Employer  
Identification No.)

80202  
(Zip Code)

Registrant's telephone number, including area code: 303.531.8100

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

Title of each class	Trading Symbol	Name of each exchange on which registered
Common Stock, no par value	MYFW	The Nasdaq Stock Market LLC

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

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

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

Large accelerated filer

Accelerated filer

Non-accelerated filer

Smaller reporting company

Emerging growth company

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

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

Indicate the number of shares outstanding of each of the registrant's classes of common stock, as of the latest practicable date.

Common Stock, no par value

Shares outstanding as of  
August 2, 2022  
9,487,766

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Important Notice about Information in this Quarterly Report

Unless we state otherwise or the context otherwise requires, references in this Quarterly Report to "we," "our," "us," "the Company" and "First Western" refer to First Western Financial, Inc. and its consolidated subsidiaries, including First Western Trust Bank, which we sometimes refer to as "the Bank" or "our Bank."

The information contained in this Quarterly Report is accurate only as of the date of this Quarterly Report on Form 10-Q and as of the dates specified herein.

## CAUTIONARY NOTE REGARDING FORWARD-LOOKING STATEMENTS

This Quarterly Report on Form 10-Q contains forward-looking statements. These forward-looking statements reflect our current views with respect to, among other things, future events and our financial performance. These statements are often, but not always, made through the use of words or phrases such as "may," "should," "could," "predict," "potential," "believe," "will likely result," "expect," "continue," "will," "anticipate," "seek," "estimate," "intend," "plan," "projection," "would" and "outlook," or the negative version of those words or other comparable words or phrases of a future or forward-looking nature. These forward-looking statements are not historical facts, and are based on current expectations, estimates and projections about our industry, management's beliefs and certain assumptions made by management, many of which, by their nature, are inherently uncertain and beyond our control, particularly with regard to developments related to COVID-19. Accordingly, we caution you that any such forward-looking statements are not guarantees of future performance and are subject to risks, assumptions and uncertainties that are difficult to predict. Although we believe that the expectations reflected in these forward-looking statements are reasonable as of the date made, actual results may prove to be materially different from the results expressed or implied by the forward-looking statements.

There are or will be important factors that could cause our actual results to differ materially from those indicated in these forward-looking statements, including, but not limited to, the following:

- The impact of the COVID-19 pandemic and actions taken by governmental authorities in response to the pandemic;
- geographic concentration in Colorado, Arizona, Wyoming, Montana, and California;
- changes in the economy affecting real estate values and liquidity;
- risks associated with higher inflation;
- our ability to continue to originate residential real estate loans and sell such loans;
- risks specific to commercial loans and borrowers;
- claims and litigation pertaining to our fiduciary responsibilities;
- competition for investment managers and professionals and our ability to retain our associates;
- fluctuation in the value of our investment securities;
- the terminable nature of our investment management contracts;
- changes to the level or type of investment activity by our clients;
- investment performance, in either relative or absolute terms;
- changes in interest rates;
- the adequacy of our allowance for loan losses;
- weak economic conditions and global trade;
- legislative changes or the adoption of tax reform policies;
- external business disruptors in the financial services industry;
- liquidity risks;
- our ability to maintain a strong core deposit base or other low-cost funding sources;
- continued positive interaction with and financial health of our referral sources;
- retaining our largest trust clients;
- our ability to achieve our strategic objectives;
- competition from other banks, financial institutions and wealth and investment management firms;
- our ability to implement our internal growth strategy and manage the risks associated with our anticipated growth;

- the acquisition of other banks and financial services companies and integration risks and other unknown risks associated with acquisitions;
- the accuracy of estimates and assumptions;
- our ability to protect against and manage fraudulent activity, breaches of our information security, and cybersecurity attacks;
- our reliance on communications, information, operating and financial control systems technology and related services from third-party service providers;
- technological change;
- our ability to attract and retain clients;
- unforeseen or catastrophic events, including pandemics, terrorist attacks, extreme weather events or other natural disasters;
- new lines of business or new products and services;
- regulation of the financial services industry;
- legal and regulatory proceedings, investigations and inquiries, fines and sanctions;
- limited trading volume and liquidity in the market for our common stock;
- fluctuations in the market price of our common stock;
- potential impairment of goodwill recorded on our balance sheet and possible requirements to recognize significant charges to earnings due to impairment of intangible assets;
- actual or anticipated issuances or sales of our common stock or preferred stock in the future;
- the initiation and continuation of securities analysts coverage of the Company;
- future issuances of debt securities;
- our ability to manage our existing and future indebtedness;
- available cash flows from the Bank; and
- other factors that are discussed in "Item 1A - Risk Factors" in our Annual Report on Form 10-K.

The foregoing factors should not be construed as exhaustive and should be read together with the other cautionary statements included in the section titled Risk Factors in Part I, Item 1A of our Annual Report on Form 10-K, filed with the U.S. Securities and Exchange Commission ("SEC") on March 15, 2022. If one or more events related to these or other risks or uncertainties materialize, or if our underlying assumptions prove to be incorrect, actual results may differ materially from what we anticipate. Accordingly, you should not place undue reliance on any such forward-looking statements. Any forward-looking statement speaks only as of the date on which it is made, and we do not undertake any obligation to publicly update or review any forward-looking statement, whether as a result of new information, future developments or otherwise. New factors emerge from time to time, and it is not possible for us to predict which will arise. In addition, we cannot assess the impact of each factor on our business or the extent to which any factor, or combination of factors, may cause actual results to differ materially from those contained in any forward-looking statements.

**PART I. FINANCIAL INFORMATION**

**ITEM 1. FINANCIAL STATEMENTS**

**FIRST WESTERN FINANCIAL, INC.**  
**CONDENSED CONSOLIDATED BALANCE SHEETS (UNAUDITED)**  
(in thousands, except share amounts)

	June 30, 2022	December 31, 2021
<b>Assets</b>		
Cash and cash equivalents:		
Cash and due from banks	\$ 11,790	\$ 6,487
Federal funds sold	385	1,491
Interest-bearing deposits in other financial institutions	159,431	379,005
Total cash and cash equivalents	171,606	386,983
Available-for-sale securities, at fair value	—	55,562
Held-to-maturity securities, at amortized cost (fair value of \$84,742 as of June 30, 2022)	87,029	—
Correspondent bank stock, at cost	4,352	2,584
Mortgage loans held for sale, at fair value	26,202	30,620
Loans (includes \$21,477 and \$0 measured at fair value, respectively)	2,146,394	1,949,137
Allowance for loan losses	(14,357)	(13,732)
Loans, net	2,132,037	1,935,405
Premises and equipment, net	24,236	23,976
Accrued interest receivable	7,884	7,151
Accounts receivable	5,192	5,267
Other receivables	4,575	1,949
Other real estate owned, net	378	—
Goodwill and other intangible assets, net	32,258	31,902
Deferred tax assets, net	7,662	6,845
Company-owned life insurance	15,976	15,803
Other assets	21,960	23,327
Assets held for sale	146	115
Total assets	<u>\$ 2,541,493</u>	<u>\$ 2,527,489</u>
<b>Liabilities</b>		
Deposits:		
Noninterest-bearing	\$ 668,342	\$ 636,304
Interest-bearing	1,501,656	1,569,399
Total deposits	2,169,998	2,205,703
Borrowings:		
Federal Home Loan Bank and Federal Reserve borrowings	87,223	38,629
Subordinated notes	32,553	39,031
Accrued interest payable	304	355
Other liabilities	23,391	24,730
Total liabilities	2,313,469	2,308,448
<b>Shareholders' Equity</b>		
Preferred stock - no par value; 10,000,000 shares authorized; 0 issued and outstanding	—	—
Common stock - no par value; 90,000,000 shares authorized; 9,478,710 and 9,419,271 shares issued and outstanding as of June 30, 2022 and December 31, 2021, respectively	—	—
Additional paid-in capital	189,494	188,629
Retained earnings	40,195	30,189
Accumulated other comprehensive (loss)/income	(1,665)	223
Total shareholders' equity	228,024	219,041
Total liabilities and shareholders' equity	<u>\$ 2,541,493</u>	<u>\$ 2,527,489</u>

See accompanying notes to condensed consolidated financial statements (unaudited).

**FIRST WESTERN FINANCIAL, INC.**  
**CONDENSED CONSOLIDATED STATEMENTS OF INCOME (UNAUDITED)**  
(in thousands, except per share amounts)

	<u>Three Months Ended June 30,</u>		<u>Six Months Ended June 30,</u>	
	<u>2022</u>	<u>2021</u>	<u>2022</u>	<u>2021</u>
<b>Interest and dividend income:</b>				
Loans, including fees	\$ 20,318	\$ 15,287	\$ 39,414	\$ 29,499
Loans accounted for under the fair value option	346	—	346	—
Investment securities	418	169	755	365
Interest-bearing deposits in other financial institutions	549	92	781	183
Total interest and dividend income	<u>21,631</u>	<u>15,548</u>	<u>41,296</u>	<u>30,047</u>
<b>Interest expense:</b>				
Deposits	1,103	866	2,046	1,840
Other borrowed funds	390	459	828	931
Total interest expense	<u>1,493</u>	<u>1,325</u>	<u>2,874</u>	<u>2,771</u>
Net interest income	20,138	14,223	38,422	27,276
Less: Provision for loan losses	519	12	729	12
Net interest income, after provision for loan losses	<u>19,619</u>	<u>14,211</u>	<u>37,693</u>	<u>27,264</u>
<b>Non-interest income:</b>				
Trust and investment management fees	4,784	5,009	9,952	9,856
Net gain on mortgage loans	1,152	3,914	3,646	9,110
Bank fees	601	394	1,290	766
Risk management and insurance fees	83	92	192	143
Income on company-owned life insurance	87	89	173	177
Net gain on equity interests	—	—	1	—
Net (loss)/gain on loans accounted for under the fair value option	(155)	—	(155)	—
Unrealized gains/(losses) recognized on equity securities	299	2	267	(10)
Other	89	—	174	60
Total non-interest income	<u>6,940</u>	<u>9,500</u>	<u>15,540</u>	<u>20,102</u>
Total income before non-interest expense	<u>26,559</u>	<u>23,711</u>	<u>53,233</u>	<u>47,366</u>
<b>Non-interest expense:</b>				
Salaries and employee benefits	12,945	9,643	25,003	19,504
Occupancy and equipment	1,892	1,443	3,774	2,852
Professional services	2,027	1,370	3,553	2,649
Technology and information systems	1,076	904	2,122	1,846
Data processing	987	1,093	2,174	2,108
Marketing	428	398	985	719
Amortization of other intangible assets	77	4	154	8
Net (gain)/loss on assets held for sale	(2)	—	(3)	—
Other	1,153	668	2,179	1,453
Total non-interest expense	<u>20,583</u>	<u>15,523</u>	<u>39,941</u>	<u>31,139</u>
Income before income taxes	5,976	8,188	13,292	16,227
Income tax expense	1,494	1,911	3,286	3,951
Net income available to common shareholders	<u>\$ 4,482</u>	<u>\$ 6,277</u>	<u>\$ 10,006</u>	<u>\$ 12,276</u>
<b>Earnings per common share:</b>				
Basic	\$ 0.47	\$ 0.79	\$ 1.06	\$ 1.54
Diluted	0.46	0.76	1.03	1.50

See accompanying notes to condensed consolidated financial statements (unaudited).

**FIRST WESTERN FINANCIAL, INC.**  
**CONDENSED CONSOLIDATED STATEMENTS OF COMPREHENSIVE INCOME (UNAUDITED)**  
**(in thousands)**

	<u>Three Months Ended June 30,</u>		<u>Six Months Ended June 30,</u>	
	<u>2022</u>	<u>2021</u>	<u>2022</u>	<u>2021</u>
Net income	\$ 4,482	\$ 6,277	\$ 10,006	\$ 12,276
Other comprehensive income/(loss) items:				
Unrealized losses on available-for-sale securities	—	(93)	(2,591)	(241)
Income tax effect	—	23	638	70
Reclassification adjustment of unrealized loss on available-for-sale securities transferred to held-to-maturity	86	—	86	—
Income tax effect	(21)	—	(21)	—
Total other comprehensive income/(loss) items	<u>65</u>	<u>(70)</u>	<u>(1,888)</u>	<u>(171)</u>
Comprehensive income	<u>\$ 4,547</u>	<u>\$ 6,207</u>	<u>\$ 8,118</u>	<u>\$ 12,105</u>

See accompanying notes to condensed consolidated financial statements (unaudited).



**FIRST WESTERN FINANCIAL, INC.**  
**CONDENSED CONSOLIDATED STATEMENTS OF SHAREHOLDERS' EQUITY (UNAUDITED)**  
(in thousands, except share amounts)

	Shares Common Stock	Additional Paid-In Capital	Retained Earnings	Accumulated Other Comprehensive Income (Loss)	Total
Balance as of April 1, 2021	7,957,900	\$ 145,282	\$ 15,578	\$ 579	\$ 161,439
Net income	—	—	6,277	—	6,277
Other comprehensive loss, net of tax	—	—	—	(70)	(70)
Settlement of share awards	36,932	(372)	—	—	(372)
Stock-based compensation	—	712	—	—	712
Balance as of June 30, 2021	<u>7,994,832</u>	<u>\$ 145,622</u>	<u>\$ 21,855</u>	<u>\$ 509</u>	<u>\$ 167,986</u>
Balance as of April 1, 2022	9,430,007	\$ 189,283	\$ 35,713	\$ (1,730)	\$ 223,266
Net income	—	—	4,482	—	4,482
Other comprehensive income, net of tax and reclassifications	—	—	—	65	65
Settlement of share awards	44,405	(557)	—	—	(557)
Options exercised	4,298	88	—	—	88
Stock-based compensation	—	680	—	—	680
Balance as of June 30, 2022	<u>9,478,710</u>	<u>\$ 189,494</u>	<u>\$ 40,195</u>	<u>\$ (1,665)</u>	<u>\$ 228,024</u>
Balance as of January 1, 2021	7,951,773	\$ 144,703	\$ 9,579	\$ 680	\$ 154,962
Net income	—	—	12,276	—	12,276
Other comprehensive loss, net of tax	—	—	—	(171)	(171)
Settlement of share awards	43,059	(406)	—	—	(406)
Stock-based compensation	—	1,325	—	—	1,325
Balance as of June 30, 2021	<u>7,994,832</u>	<u>\$ 145,622</u>	<u>\$ 21,855</u>	<u>\$ 509</u>	<u>\$ 167,986</u>
Balance as of January 1, 2022	9,419,271	\$ 188,629	\$ 30,189	\$ 223	\$ 219,041
Net income	—	—	10,006	—	10,006
Other comprehensive loss, net of tax and reclassifications	—	—	—	(1,888)	(1,888)
Settlement of share awards	52,630	(688)	—	—	(688)
Options exercised	6,809	146	—	—	146
Stock-based compensation	—	1,407	—	—	1,407
Balance as of June 30, 2022	<u>9,478,710</u>	<u>\$ 189,494</u>	<u>\$ 40,195</u>	<u>\$ (1,665)</u>	<u>\$ 228,024</u>

See accompanying notes to condensed consolidated financial statements (unaudited).

**FIRST WESTERN FINANCIAL, INC.**  
**CONDENSED CONSOLIDATED STATEMENTS OF CASH FLOWS (UNAUDITED)**  
(in thousands)

	<b>Six Months Ended June 30,</b>	
	<b>2022</b>	<b>2021</b>
<b>Cash flows from operating activities</b>		
Net income	\$ 10,006	\$ 12,276
Adjustments to reconcile net income to net cash provided by operating activities:		
Net amortization of investment securities	126	278
Stock dividends received on correspondent bank stock	(33)	(43)
Provision for loan losses	729	12
Net gain on mortgage loans	(3,646)	(9,110)
Origination of mortgage loans held for sale	(293,170)	(810,517)
Proceeds from mortgage loans	301,580	938,152
Gain on disposal of fixed assets	(50)	—
Depreciation and amortization	1,191	573
Deferred income tax (benefit)/expense, net of valuation allowance	(2,310)	384
Increase in cash surrender value of company-owned life insurance	(173)	(177)
Stock-based compensation	1,407	1,325
Change in fair value of equity securities	(267)	—
Change in fair value of loans accounted for under the fair value option	155	—
Net changes in operating assets and liabilities:		
Change in accounts receivable	364	40
Change in accrued interest receivable and other assets	(1,104)	809
Change in accrued interest payable and other liabilities	(3,070)	(4,054)
Net cash provided by operating activities	<u>11,735</u>	<u>129,948</u>
<b>Cash flows from investing activities</b>		
Activity in available-for-sale securities:		
Maturities, prepayments, and calls	3,218	10,877
Purchases	(9,000)	—
Activity in held-to-maturity securities:		
Maturities, prepayments, and calls	3,124	—
Purchases	(28,439)	—
Purchases of correspondent bank stock	(2,978)	(1)
Redemption of correspondent bank stock	1,243	543
Contributions to low-income housing tax credit investments	(214)	—
Loan and note receivable originations and principal collections, net	(173,985)	(37,237)
Purchases of premises and equipment	(1,150)	(1,104)
Purchases of loans	(24,732)	—
Proceeds from sale of other real estate owned	—	194
Net cash used in investing activities	<u>(232,913)</u>	<u>(26,728)</u>
<b>Cash flows from financing activities</b>		
Net change in deposits	(35,676)	59,143
Proceeds from Federal Home Loan Bank borrowings	70,000	—
Payments to Federal Reserve borrowings	(21,406)	(112,475)
Proceeds from Federal Reserve borrowings	—	83,674
Payments on subordinated notes	(6,575)	—
Proceeds from subordinated notes, net of issuance costs	—	(56)
Proceeds from the exercise of stock options	146	—
Settlement of restricted stock	(688)	(406)
Net cash provided by financing activities	<u>5,801</u>	<u>29,880</u>
Net change in cash and cash equivalents	(215,377)	133,100
Cash and cash equivalents, beginning of year	386,983	155,989
Cash and cash equivalents, end of period	<u>\$ 171,606</u>	<u>\$ 289,089</u>
Supplemental cash flow information:		
Interest paid on deposits and borrowed funds	\$ 2,925	\$ 2,912
Income tax payment, net of refunds received	4,118	2,488
Cash paid for lease liabilities	2,934	2,581
Supplemental noncash disclosures:		
Change in unrealized loss on available-for-sale securities	(2,591)	(241)
Transfer of securities from available-for-sale to held-to-maturity	58,727	—
Security purchase settled in subsequent period	(3,000)	—
Transfers from loans to other real estate owned	378	—

See Note 2 - Acquisitions regarding noncash transactions related to measurement period adjustments

See accompanying notes to condensed consolidated financial statements (unaudited).

**FIRST WESTERN FINANCIAL, INC.**  
**NOTES TO CONDENSED CONSOLIDATED FINANCIAL STATEMENTS (UNAUDITED)**

**NOTE 1 - ORGANIZATION AND SUMMARY OF SIGNIFICANT ACCOUNTING POLICIES**

**Business and Basis of Presentation:** The condensed consolidated financial statements include the accounts of First Western Financial, Inc. ("FWFI"), incorporated in Colorado on July 18, 2002, and its direct and indirect wholly-owned subsidiaries listed below (collectively referred to as the "Company", "we", "us", or "our").

FWFI is a bank holding company with financial holding company status registered with the Board of Governors of the Federal Reserve System. FWFI wholly owns the following subsidiaries: First Western Trust Bank (the "Bank") and Ryder, Stilwell Inc. ("RSI"). The Bank wholly owns the following subsidiaries, which are therefore indirectly wholly-owned by FWFI: First Western Merger Corporation ("Merger Corp") and RRI, LLC ("RRI"). RSI and RRI are not active operating entities.

The Company provides a fully-integrated suite of wealth management services including, private banking, personal trust, investment management, mortgage loans, and institutional asset management services to individual and corporate clients principally in Colorado (metro Denver, Aspen, Boulder, Fort Collins, and Vail Valley), Arizona (Phoenix and Scottsdale), California (Century City), Montana (Bozeman), and Wyoming (Jackson Hole, Laramie, Pinedale, and Rock Springs). The Company's revenues are generated from its full range of product offerings as noted above, but principally from net interest income (the interest income earned on the Bank's assets net of funding costs), fee-based wealth advisory, investment management, asset management and personal trust services, and net gains earned on mortgage loans.

The condensed consolidated financial statements have been prepared in conformity with accounting principles generally accepted in the United States of America ("GAAP") for interim financial information and pursuant to the rules and regulations of the U.S. Securities and Exchange Commission ("SEC"). Accordingly, they do not include all the information and footnotes required by GAAP for complete financial statements. The December 31, 2021 condensed consolidated balance sheet has been derived from the audited financial statements for the year ended December 31, 2021.

In the opinion of management, all adjustments that were recurring in nature and considered necessary have been included for fair presentation of the Company's financial position and results of operations. Operating results for the three and six months ended June 30, 2022 are not necessarily indicative of results that may be expected for the full year ending December 31, 2022. In preparing the condensed consolidated financial statements, the Company is required to make estimates and assumptions that affect the reported amount of assets and liabilities and disclosure of contingent assets and liabilities at the date of the financial statements and the reported amounts of revenues and expenses during the reporting period. Actual results could be significantly different from those estimates.

The condensed consolidated financial statements and notes should be read in conjunction with the Company's Annual Report on Form 10-K for the year ended December 31, 2021 as filed with the SEC.

**Consolidation:** The Company's policy is to consolidate all majority-owned subsidiaries in which it has a controlling financial interest and variable-interest entities where the Company is deemed to be the primary beneficiary. All material intercompany accounts and transactions have been eliminated in consolidation.

**Business Combinations and Divestitures:** On December 31, 2021, the Company completed its merger pursuant to an Agreement and Plan of Merger (the "Merger Agreement") with Teton Financial Services, Inc. ("Teton"), parent company of Rocky Mountain Bank, a Wyoming-chartered bank headquartered in Jackson, Wyoming. Management concluded that the merger represented a business combination, which is accounted for using the acquisition method, with the results of operations included in the Company's condensed consolidated financial statements as of the acquisition date.

**Use of Estimates:** To prepare financial statements in conformity with GAAP, management makes estimates and assumptions based on available information. These estimates and assumptions affect the amounts reported in the condensed consolidated financial statements and the disclosures provided, and actual results could differ. Information available which could affect these judgments include, but are not limited to, changes in interest rates, changes in the performance of the economy, including the impact of the COVID-19 pandemic, and changes in the financial condition of borrowers. Material estimates that are particularly susceptible to significant change include: the determination of the allowance for loan losses, the evaluation of goodwill impairment, and the fair value of financial instruments.

**Concentration of Credit Risk:** Most of the Company's lending activity is to clients located in and around metro Denver, Aspen, Fort Collins, and Vail, Colorado; Phoenix and Scottsdale, Arizona; Bozeman, Montana; and Jackson Hole, Wyoming. The Company does not believe it has significant concentrations in any one industry or customer. As of June 30, 2022 and December 31, 2021, 75.5% and 76.1%, respectively, of the Company's loan portfolio was secured by real estate collateral. Declines in real estate values in the primary markets the Company operates in could negatively impact the Company.

**Mortgage Banking Derivatives:** Commitments to fund mortgage loans, interest rate lock commitments ("IRLC"), and forward sale commitments ("FSC"), to be sold in the secondary market for the future delivery of these loans are accounted for as free standing derivatives. The fair value of the IRLC is recorded at the time the commitment to fund the mortgage loan is executed and is adjusted for the expected exercise of the commitment before the loan is funded. The Company sells mortgage loans to third party investors at the best execution available which includes best efforts, mandatory, and bulk bids. Loans committed under mandatory or bulk bid are considered FSC and qualify as financial derivatives. Fair values of these mortgage derivatives are estimated based on the change in the loan pricing from the date of the commitment to the period end date for any unsettled commitments. Changes in the fair values of these derivatives are included in the Net gain on mortgage loans line of the Condensed Consolidated Statements of Income.

In order to manage the interest rate risk on our uncommitted IRLC and mortgage loans held for sale pipeline, the Company enters into mortgage derivative financial instruments called To Be Announced ("TBA"), which we refer to as forward commitments. TBA agreements are forward contracts to purchase mortgage backed securities ("MBS") that will be issued by a US Government Sponsored Enterprise. The Bank purchases or sells these derivatives to offset the changes in value of our mortgage loans held for sale and IRLC adjusted pipeline where we have exposure to interest rate volatility. Changes in the fair values of these derivatives are included in the Net gain on mortgage loans line of the Condensed Consolidated Statements of Income.

**Revenue Recognition:** In accordance with the Financial Accounting Standards Board ("FASB"), Revenue Contracts with Customers ("Topic 606"), trust and investment management fees are earned by providing trust and investment services to customers. The Company's performance obligation under these contracts is satisfied over time as the services are provided. Fees are recognized monthly based on the average monthly value of the assets under management and the corresponding fee rate based on the terms of the contract. Receivables are recorded on the Condensed Consolidated Balance Sheets in the Accounts receivable line item. Income related to trust and investment management fees, bank fees, and risk management and insurance fees on the Condensed Consolidated Statements of Income for the three and six months ended June 30, 2022 and 2021 are considered in scope of Topic 606.

**Transition of LIBOR to an Alternative Reference Rate:** In July 2017, the United Kingdom's Financial Conduct Authority, which regulates the London Interbank Offered Rate ("LIBOR"), announced that after 2021 it will no longer persuade or compel banks to submit rates for the calculation of LIBOR. In response, the Federal Reserve Board and the Federal Reserve Bank of New York convened the Alternative Reference Rates Committee to identify a set of alternative reference interest rates for possible use as market benchmarks. This committee has proposed the Secured Overnight Financing Rate ("SOFR") as its recommended alternative to U.S. dollar LIBOR, and the Federal Reserve Bank of New York began publishing SOFR rates in the second quarter of 2018. SOFR is based on a broad segment of the overnight Treasury repurchase market and is intended to be a measure of the cost of borrowing cash overnight collateralized by Treasury securities.

In March 2020, the Financial Accounting Standards Board ("FASB") issued Accounting Standards Update ("ASU") No. 2020-04 "Reference Rate Reform (Topic 848): Facilitation of the Effects of Reference Rate Reform on Financial Reporting." These amendments provide temporary optional guidance to ease the potential burden in accounting for reference rate reform. The ASU provides optional expedients and exceptions for applying generally accepted accounting principles to contract modifications and hedging relationships, subject to meeting certain criteria, that reference the LIBOR or another reference rate expected to be discontinued. It is intended to help stakeholders during the global market-wide reference rate transition period. The guidance is effective for all entities as of March 12, 2020 through December 31, 2022. Subsequently, in January 2021, the FASB issued ASU No. 2021-01 "Reference Rate Reform (Topic 848): Scope." This ASU clarifies that certain optional expedients and exceptions in Topic 848 for contract modifications and hedge accounting apply to derivatives that are affected by the discounting transition. The ASU also amends the expedients and exceptions in Topic 848 to capture the incremental consequences of the scope clarification and to tailor the existing guidance to derivative instruments affected by the discounting transition. An entity may elect to apply ASU No. 2021-01 on contract modifications that change the interest rate used for margining, discounting, or contract price alignment retrospectively as of any date from the beginning of the interim period that includes March 12, 2020, or prospectively to new modifications from any date within the interim period that includes or is subsequent to January 7, 2021, up to the date that financial statements are available to be issued. An entity may elect to apply ASU No. 2021-01 to eligible hedging relationships existing as of the beginning of the interim period that includes March 12, 2020, and to new eligible hedging relationships entered into after the beginning of the interim period that includes March 12, 2020.

Certain of the Company's assets and liabilities are indexed to LIBOR, with exposure extending beyond December 31, 2021. The Company is currently evaluating and planning for the eventual replacement of the LIBOR benchmark interest rate, including the possibility of SOFR as the dominant replacement. In general, the transition away from LIBOR may result in increased market risk, credit risk, operational risk and business risk for the Company. The Company has developed a LIBOR transition plan, which addresses governance, risk management, legal, operational, systems, fallback language, and other aspects of planning. The company no longer originates LIBOR indexed loans and is working on transitioning existing LIBOR loans to SOFR. Consumer indexed loans are being managed in accordance with Interagency Guidance.

**COVID-19 and CARES Act:** On March 11, 2020 the World Health Organization declared the outbreak of COVID-19 a global pandemic, which continues to spread throughout the United States and around the world. In response to the COVID-19 pandemic, the President signed the Coronavirus Aid, Relief and Economic Security Act ("CARES Act") into law on March 27, 2020. The objective of the CARES Act is to prevent a severe economic downturn using various measures, including economic stimulus to significantly impacted industry sectors. We continue to monitor the impact of COVID-19 closely, as well as any effects that may result from the CARES Act and other government actions.

The CARES Act created the Paycheck Protection Program ("PPP"), which is administered by the Small Business Administration ("SBA"). The PPP is intended to provide loans to small businesses to pay their employees, rent, mortgage interest, and utilities. The loans may be forgiven conditioned upon the client providing payroll documentation evidencing their compliant use of funds and otherwise complying with the terms of the program. The Bank is an approved SBA lender and supported the community and clients by originating PPP loans since the program was created. PPP loans are classified in the Cash, Securities and Other portion of the loan portfolio. See Note 4 – Loans and the Allowance for Loan Losses for further discussion on our PPP loans.

As a result of the COVID-19 pandemic, a loan modification program was designed and implemented to assist our clients experiencing financial stress resulting from the economic impacts caused by the global pandemic. The Company offered loan extensions, temporary payment moratoriums, and financial covenant waivers for commercial and consumer borrowers impacted by the pandemic and had a risk rating of "pass" and had not been delinquent in making interest or principal payment by more than 30 days during the last two years.

The CARES Act provides banks optional, temporary relief from accounting for certain loan modifications as troubled debt restructurings ("TDR"). The modifications must be related to the adverse effects of COVID-19, and certain other criteria are required to be met in order to apply the relief. Interagency guidance from Federal Reserve and the Federal Deposit Insurance Corporation ("FDIC") confirmed with the FASB that short-term modifications made on a good faith basis in response to COVID-19 to borrowers who were current prior to any relief, are not to be considered a TDR. We believe our loan modification program meets that definition and have not classified any of these modifications as a TDR as of June 30, 2022. See Note 4 – Loans and the Allowance for Loan Losses for further discussion on our loan modification program.

The Company is a participant in the Federal Reserve's Main Street Lending Program ("MSLP") to support lending to small and medium-sized for profit businesses and nonprofit organizations that were in sound financial condition before the onset of the COVID-19 pandemic. The Company may sell a 95% participation in a new MSLP loan to the Main Street Special Purpose Vehicle ("SPV") at par value. The Company must retain 5% of the MSLP loan until (i) it matures or (ii) neither the Main Street SPV nor a Governmental Assignee holds an interest in MSLP Loan in any capacity, whichever comes first. See Note 4 – Loans and the Allowance for Loan Losses for further discussion on our participation in the program.

**Reclassifications:** Certain items in prior year financial statements were reclassified to conform to the current presentation. Such reclassifications had no impact on net income or total shareholders' equity.

**Recently adopted accounting pronouncements:** The following reflects recent accounting pronouncements that were adopted by the Company since the end of the Company's fiscal year ended December 31, 2021.

In January 2017, the FASB issued ASU 2017-04, *Intangibles—Goodwill and Other (Topic 350): Simplifying the Test for Goodwill Impairment* ("ASU 2017-04"), which amended existing guidance to simplify the subsequent measurement of goodwill by eliminating Step 2 from the goodwill impairment test. The amendments require an entity to perform its annual, or interim, goodwill impairment test by comparing the fair value of a reporting unit with its carrying amount and recognizing an impairment charge of the amount by which the carrying amount exceeds the reporting unit's fair value, not to exceed the total amount of goodwill allocated to that reporting unit. ASU 2017-04 was set to be effective for the Company on January 1, 2021. However, ASU 2019-10 amended the mandatory effective date for ASU 2014-07 to January 1, 2023 for SRC's, with earlier adoption permitted. On January 1, 2022, the Company adopted the new guidance. The adoption of this ASU has not had a material impact on the consolidated financial statements, and the Company has not recorded goodwill impairment to date as of part of the acquisition activity.

**Recently issued accounting pronouncements, not yet adopted:** The following reflects pending pronouncements with an update to the expected impact since the end of the Company's fiscal year ended December 31, 2021.

In June 2022, the FASB issued ASU 2022-03, *Fair Value Measurement (Topic 820): Fair Value Measurement of Equity Securities Subject to Contractual Sale Restrictions*. This was issued to clarify the guidance in Topic 820, *Fair Value Measurement*, when measuring fair value of an equity security subject to contractual restrictions that prohibit the sale of an equity security and to introduce new disclosure requirements for equity securities subject to contractual sale restrictions that are measured at fair value in accordance with Topic 820. The Company is currently assessing the impact of this guidance on our existing equity securities. This guidance is effective for the Company in fiscal years after December 15, 2023.

In February 2016, the FASB issued ASU 2016-13, *Financial Instruments—Credit Losses (Topic 326)* ("ASU 2016-13"). ASU 2016-13 replaces the incurred loss model with an expected loss model, which is referred to as the current expected credit loss ("CECL") model. The CECL model is applicable to the measurement of credit losses on the financial assets measured at amortized cost, including loan receivables, held-to-maturity debt securities, and reinsurance receivables. It also applies to off-balance sheet credit exposures not accounted for as insurance (loan commitments, standby letters of credit, financial guarantees, and other similar instruments) and net investments in leases recognized by a lessor. For all other assets within the scope of CECL, a cumulative-effect adjustment will be recognized in retained earnings and the allowance for credit losses as of the beginning of the first reporting period in which the guidance is effective. ASU 2016-13 was set to be effective for most public companies on January 1, 2020. However, at the October 16, 2019 FASB meeting, the FASB voted unanimously to delay the effective date of CECL adoption for smaller reporting companies ("SRCs") to January 1, 2023.

During the six months ended June 30, 2022, the Company's CECL project team continued to work through its implementation plan. The Company has selected a champion quantitative model to approximate expected losses by call code segment using regional and other appropriate peers. The Company has selected qualitative factors and evaluated those factors for each loan segment for the quarter ended June 30, 2022. The Company has begun to document policies and procedures, internal control structure, and process flows. Using this information, the Company successfully ran parallel models for both the first and second quarters of 2022 in order for management to review and compare results between the initial CECL model and existing ALLL model. Currently, we are unable to estimate the impact the adoption of this update will have on the condensed consolidated financial statements and disclosures. However, the Company expects the impact of the adoption will be significantly influenced by the composition and characteristics of its loan portfolios along with economic conditions prevalent as of the date of adoption. The Company expects to implement the new standard beginning January 1, 2023.

In March, the FASB issued ASU 2022-02, Financial Instruments – Credit Losses (Topic 326); Troubled Debt Restructurings (“TDR”) and Vintage Disclosures. This ASU will be effective for the Company at the same time we adopt CECL, January 1, 2023. The amendments eliminate the TDR recognition and measurement guidance and instead require an entity to evaluate whether the modification represents a new loan or a continuation of an existing loan (consistent with accounting for other modifications). The amendments also enhance existing disclosure requirements related to certain modifications of receivables made to borrowers experiencing financial difficulty.

## **NOTE 2 – ACQUISITIONS**

On July 22, 2021, the Company entered into the Merger Agreement with Teton, parent company of Rocky Mountain Bank, a Wyoming-chartered bank headquartered in Jackson, Wyoming. The Merger Agreement provided that, subject to the terms and conditions set forth in the Merger Agreement, Teton would merge into the Company, with the Company continuing as the surviving corporation. The Merger Agreement also provided that following the merger, Rocky Mountain Bank would merge with and into the Bank, with the Bank surviving the bank merger. The transaction closed on December 31, 2021 with an aggregate purchase price of \$51.3 million. As part of its long-term growth strategy, the Teton Acquisition expands First Western’s presence in Wyoming and allows the Bank to deliver its unique approach to private and commercial banking to more clients in the region.

The Teton Acquisition was accounted for under the acquisition method of accounting and therefore all assets and liabilities were measured and recorded at their provisional fair values as of the acquisition close date of December 31, 2021 with final measurement period adjustments made as of March 31, 2022. All non-equity acquisition related costs were expensed as incurred. Certain acquisition costs related to the issuance of equity were capitalized as of December 31, 2021. Market value adjustments for assets acquired and liabilities assumed were amortized or accreted on a level yield basis over the estimated life of the asset or liability. Loans acquired were recorded at their estimated fair value and therefore no allowance for loan and lease losses was recorded at the date of acquisition. Goodwill of \$6.2 million, which is not tax deductible, was recognized in the transaction and represents expected synergies and cost savings resulting from combining the expanded footprint and expertise of the associates. Additionally, core deposit intangible assets were identified and recorded at their estimated fair values and are amortized over their estimated useful life. On August 31, 2021, the Company completed the issuance and sale of subordinated notes, which provided partial funding of the transaction. See Note 8 – Borrowings for more information.

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The following presents the estimated fair values of the assets acquired and liabilities assumed in the transaction with Teton as of December 31, 2021, including all measurement period adjustments to the provisional estimates (dollars in thousands):

Fair value of consideration transferred	Provisional Estimates	Measurement Period Adjustments	December 31, 2021
Cash consideration	\$ 11,501	\$ —	\$ 11,501
Common stock issued	39,818	—	39,818
Total fair value of consideration transferred	51,319	—	51,319
<b>Assets acquired</b>			
Cash and cash equivalents	132,498	—	132,498
Available-for-sale securities, at fair value	18,058	—	18,058
Correspondent bank stock, at cost	928	—	928
Mortgage loans held for sale	840	—	840
Loans	252,275	(857)	251,418
Premises and equipment	17,758	—	17,758
Accrued interest receivable	923	—	923
Accounts receivable	95	—	95
Other receivable	520	—	520
Core deposit intangible <sup>(1)</sup>	1,264	698	1,962
Other assets	226	242	468
Assets held for sale	115	5	120
Total assets acquired	425,500	88	425,588
<b>Liabilities assumed</b>			
Deposits	379,227	(29)	379,198
Accrued interest payable	26	—	26
Other liabilities	1,283	—	1,283
Deferred tax liabilities/(assets), net	42	(71)	(29)
Total liabilities assumed	380,578	(100)	380,478
Net assets acquired	44,922	188	45,110
Goodwill recognized	\$ 6,397	\$ (188)	\$ 6,209

<sup>(1)</sup> The core deposit intangible was determined to have an estimated life of 10 years.



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The Company incurred \$0.3 million and \$0.9 million in expenses related to the acquisition during the three and six months ended June 30, 2022, respectively. The following presents the acquisition expenses within Non-interest expense of the Condensed Consolidated Statements of Income as of the date noted (dollars in thousands):

	Three Months Ended June 30, 2022	Six Months Ended June 30, 2022
Mergers and acquisitions expense:		
Salaries and employee benefits	\$ 152	\$ 381
Professional services	274	386
Technology and information systems	4	4
Data processing <sup>(1)</sup>	(93)	22
Marketing	5	75
Other	5	6
Total mergers and acquisitions expense	<u>\$ 347</u>	<u>\$ 874</u>

(1) Includes credit for avoided contract termination costs due to new contract terms.

The following table presents pro forma information for the three and six months ended June 30, 2022 and 2021, as if the Teton Acquisition had occurred on January 1, 2021. This table has been prepared for comparative purposes only, and is not indicative of the actual results that would have been attained had the acquisitions occurred as of the beginning of the periods presented, nor is it indicative of future results (in thousands, except per share data):

	Pro Forma			
	Three Months Ended June 30,		Six Months Ended June 30,	
	2022	2021	2022	2021
Net interest income after provision for loan losses	\$ 19,619	\$ 16,755	\$ 37,693	\$ 33,211
Non-interest income	6,940	10,039	15,540	21,359
Net income	4,482	10,736	10,006	14,392
Pro forma earnings per share:				
Basic	0.47	1.15	1.06	1.54
Diluted	0.46	1.12	1.03	1.51

**NOTE 3 - INVESTMENT SECURITIES**

The following presents the amortized cost and fair value of securities held-to-maturity and securities available-for-sale and the corresponding amounts of gross unrecognized gains and losses and gross unrealized gains and losses recognized in accumulated other comprehensive loss as of the dates noted (dollars in thousands):

June 30, 2022	Amortized Cost	Gross Unrecognized Gains	Gross Unrecognized Losses	Fair Value
Investment securities held-to-maturity:				
U.S. Treasury debt	\$ 240	\$ —	\$ (4)	\$ 236
U.S. Government Agency	252	—	(2)	250
Corporate bonds	24,085	6	(651)	23,440
GNMA mortgage-backed securities – residential	43,583	—	(1,089)	42,494
FNMA mortgage-backed securities – residential	7,184	—	(333)	6,851
Government CMO and MBS - commercial	7,426	14	(249)	7,191
Corporate CMO and MBS	4,259	74	(53)	4,280
Total securities held-to-maturity	<u>\$ 87,029</u>	<u>\$ 94</u>	<u>\$ (2,381)</u>	<u>\$ 84,742</u>

<b>December 31, 2021</b>	<b>Amortized Cost</b>	<b>Gross Unrealized Gains</b>	<b>Gross Unrealized Losses</b>	<b>Fair Value</b>
<b>Investment securities available-for-sale:</b>				
U.S. Treasury debt	\$ 250	\$ —	\$ (3)	\$ 247
U.S. Government Agency	3,522	—	—	3,522
Corporate bonds	8,113	227	(15)	8,325
GNMA mortgage-backed securities – residential	26,611	185	(146)	26,650
FNMA mortgage-backed securities – residential	14,400	43	—	14,443
Government CMO and MBS - commercial	878	—	—	878
Corporate CMO and MBS	1,492	23	(18)	1,497
<b>Total securities available-for-sale</b>	<b>\$ 55,266</b>	<b>\$ 478</b>	<b>\$ (182)</b>	<b>\$ 55,562</b>

The Company reassessed classification of investment securities and, effective April 1, 2022, elected to transfer all securities, fair valued at \$58.7 million, from available-for-sale to held-to-maturity. The related unrealized loss of \$2.3 million included in other comprehensive income remained in other comprehensive income and will be amortized out with an offsetting entry to interest income as a yield adjustment through earnings over the remaining term of the securities. No gain or loss was recorded at the time of transfer.

As of June 30, 2022, the amortized cost and estimated fair value of held-to-maturity securities have contractual maturity dates shown in the table below (dollars in thousands). 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. Securities not due at a single maturity date are shown separately.

<b>June 30, 2022</b>	<b>Amortized Cost</b>	<b>Fair Value</b>
Due within one year	\$ 363	\$ 361
Due between one year and five years	2,233	2,196
Due between five years and ten years	21,582	20,975
Due after ten years	399	394
Securities (CMO and MBS)	62,452	60,816
<b>Total</b>	<b>\$ 87,029</b>	<b>\$ 84,742</b>

In the first quarter of 2022, the Company committed \$3.0 million in capital to a bank technology fund. During the six months ended June 30, 2022, the Company made \$0.5 million in contributions to the partnership. As of June 30, 2022, the Company held a balance of \$0.5 million, which is included in Other assets in the accompanying Condensed Consolidated Balance Sheets. The Company may be obligated to invest up to an additional \$2.5 million in future contributions.

In 2014, the Company began investing in a small business investment company ("SBIC") fund administered by the Small Business Administration. The Company did not make any contributions to the SBIC fund during the six months ended June 30, 2022 or the year ended December 31, 2021 and received a \$0.1 million return of capital during each period. As of June 30, 2022 and December 31, 2021, the Company held a balance of \$2.0 million with SBIC, which is included in Other assets in the accompanying Condensed Consolidated Balance Sheets. The Company may be obligated to invest up to an additional \$1.0 million in future SBIC investments.

As of June 30, 2022 and December 31, 2021, securities with carrying values totaling \$17.1 million and \$17.3 million, respectively, were pledged to secure various public deposits and credit facilities of the Company.

As of June 30, 2022 and December 31, 2021, there were no holdings of securities of any one issuer, other than the U.S. Government sponsored entities and agencies, in an amount greater than 10% of shareholders' equity.

As of June 30, 2022 and December 31, 2021, ninety-seven securities and ten securities were in an unrealized loss position, with unrealized losses totaling \$4.6 million and \$0.2 million, respectively. Of the securities in an unrealized loss position as of June 30, 2022, three have been in a continuous unrealized loss position for more than twelve months and the remaining have been in a continuous unrealized loss position for less than twelve months. The unrealized loss positions were caused primarily by interest rate changes and market assumptions about prepayments of principal and interest on the underlying mortgages. Because the decline in market value is attributable to market conditions, not credit quality, and because the Company has the ability and intent to hold these investments to maturity, the Company does not consider these investments to be other-than-temporarily impaired as of June 30, 2022.

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The following presents securities with unrealized losses aggregated by major security type and length of time in a continuous unrealized loss position as of the dates noted (dollars in thousands, before tax):

June 30, 2022	Less than 12 Months		12 Months or Longer		Total	
	Fair Value	Unrealized Losses	Fair Value	Unrealized Losses	Fair Value	Unrealized Losses
Investment securities held-to-maturity:						
U.S. Treasury debt	\$ 236	\$ (14)	\$ —	\$ —	\$ 236	\$ (14)
U.S. Government Agency	250	(2)	—	—	250	(2)
Corporate bonds	20,836	(689)	475	(26)	21,311	(715)
GNMA mortgage-backed securities – residential	40,306	(2,131)	2,094	(248)	42,400	(2,379)
FNMA mortgage-backed securities – residential	6,851	(760)	—	—	6,851	(760)
Government CMO and MBS - commercial	6,304	(657)	—	—	6,304	(657)
Corporate CMO and MBS	761	(36)	435	(43)	1,196	(79)
Total	<u>\$ 75,544</u>	<u>\$ (4,289)</u>	<u>\$ 3,004</u>	<u>\$ (317)</u>	<u>\$ 78,548</u>	<u>\$ (4,606)</u>

December 31, 2021	Less than 12 Months		12 Months or Longer		Total	
	Fair Value	Unrealized Losses	Fair Value	Unrealized Losses	Fair Value	Unrealized Losses
Investment securities available-for-sale:						
U.S. Treasury debt	\$ 247	\$ (3)	\$ —	\$ —	\$ 247	\$ (3)
Corporate bonds	485	(15)	—	—	485	(15)
GNMA mortgage-backed securities – residential	17,205	(146)	—	—	17,205	(146)
Corporate CMO and MBS	—	—	521	(18)	521	(18)
Total	<u>\$ 17,937</u>	<u>\$ (164)</u>	<u>\$ 521</u>	<u>\$ (18)</u>	<u>\$ 18,458</u>	<u>\$ (182)</u>

The Company did not sell any securities during the three and six months ended June 30, 2022 or during the year ended December 31, 2021.

**NOTE 4 - LOANS AND THE ALLOWANCE FOR LOAN LOSSES**

The following presents a summary of the Company's loans as of the dates noted (dollars in thousands):

	June 30, 2022	December 31, 2021
Cash, Securities and Other <sup>(1)</sup>	\$ 180,738	\$ 261,190
Consumer and Other <sup>(2)</sup>	47,855	34,758
Construction and Development	162,426	178,716
1-4 Family Residential	732,725	580,872
Non-Owner Occupied CRE	489,111	482,622
Owner Occupied CRE	224,597	212,426
Commercial and Industrial <sup>(3)</sup>	312,696	203,584
Total loans held for investment	2,150,148	1,954,168
Deferred fees and unamortized premiums/(unaccreted discounts), net <sup>(4)</sup>	(3,754)	(5,031)
Allowance for loan losses	(14,357)	(13,732)
Loans, net	<u>\$ 2,132,037</u>	<u>\$ 1,935,405</u>

<sup>(1)</sup> Includes PPP loans of \$10.7 million and \$46.8 million as of June 30, 2022 and December 31, 2021, respectively.

<sup>(2)</sup> Includes \$21.1 million of unsecured consumer loans held for investment measured at fair value as of June 30, 2022.

<sup>(3)</sup> Includes MSLP loans of \$6.8 million as of June 30, 2022 and December 31, 2021.

<sup>(4)</sup> Includes fair value adjustments on loans held for investment accounted for under the fair value option.

As of June 30, 2022 and December 31, 2021, total loans held for investment included \$287.6 million and \$356.7 million, respectively, of performing loans purchased through mergers or acquisitions. As of June 30, 2022 and December 31, 2021, Consumer and Other included \$21.1 million and \$0.0 million, respectively, of loans held for investment measured at fair value. See Note 14 – Fair Value Option.

The CARES Act created the PPP, which is administered by the SBA. The PPP is intended to provide loans to small businesses to pay their employees, rent, mortgage interest, and utilities. The loans may be forgiven conditioned upon the client providing payroll documentation evidencing their compliant use of funds and otherwise complying with the terms of the program. The Bank is an approved SBA lender and as of June 30, 2022, the Cash, Securities and Other portion of the loan portfolio included \$10.7 million of PPP loans, or 5.9% of the total category. As of December 31, 2021, the Cash, Securities and Other portion of the loan portfolio included \$46.8 million of PPP loans, or 17.9% of the total category.

The Company is a participant in the Federal Reserve’s MSLP to support lending to small and medium-sized for profit businesses and nonprofit organizations that were in sound financial condition before the onset of the COVID-19 pandemic. As of June 30, 2022, the Company’s Commercial and Industrial loans included five MSLP loans with the net carrying amount of \$6.8 million, or 2.2% of the total category. As of December 31, 2021, the Company’s Commercial and Industrial loans included five MSLP loans with the net carrying amount of \$6.8 million, or 3.3% of the total category.

*Loan Modifications*

As a result of the COVID-19 pandemic, a loan modification program was designed and implemented to assist our clients experiencing financial stress resulting from the economic impacts caused by the global pandemic. The Company offered loan extensions, temporary payment moratoriums, and financial covenant waivers for commercial and consumer borrowers impacted by the pandemic who have a pass risk rating and have not been delinquent over 30 days on payments in the last two years.

In 2021, the deferral period ended for all non-acquired loans previously modified and payments resumed under the original terms. As of June 30, 2022, the Company’s loan portfolio included 55 non-acquired loans which were previously modified under the loan modification program, totaling \$100.5 million. Through the Teton Acquisition, the Company acquired loans which were previously modified and are still in their deferral period. As of June 30, 2022, there were 15 of these loans, totaling \$3.5 million.

The CARES Act provides banks optional, temporary relief from accounting for certain loan modifications as a TDR. The modifications must be related to the adverse effects of COVID-19, and certain other criteria are required to be met in order to apply the relief. Interagency guidance from Federal Reserve and the FDIC confirmed with the FASB that short-term modifications made on a good faith basis in response to COVID-19 to borrowers who were current prior to any relief, are not to be considered TDRs. We believe our loan modification program meets that definition. In accordance with that guidance, the Company recognized interest income on all loans modified for temporary payment moratoriums, primarily for a period of 180 days or less.

All loans modified in response to COVID-19 are classified as performing and pass rated as of June 30, 2022. These loans are included in the allowance for loan loss general reserve in accordance with ASC 450-20. Management has increased our loan level reviews and portfolio monitoring to address the changing environment. Management believes the diversity of the loan portfolio is prudent and remains consistent with the credit culture and goals of the Bank.

Interest accrued during the modification term on modified loans is deferred to the end of the loan term. As of June 30, 2022, no allowance for loan loss was deemed necessary on the accrued interest balances related to loan modifications.

The following presents, by class, an aging analysis of the recorded investments (excluding accrued interest receivable, deferred fees, and unamortized premiums/(unaccreted discounts), which are not material) in loans past due as of the dates noted (dollars in thousands):

<u>June 30, 2022</u>	<u>30-59 Days Past Due</u>	<u>60-89 Days Past Due</u>	<u>90 or More Days Past Due</u>	<u>Total Loans Past Due</u>	<u>Current</u>	<u>Total Recorded Investment</u>
Cash, Securities and Other	\$ 3,803	\$ 149	\$ 4	\$ 3,956	\$ 176,782	\$ 180,738
Consumer and Other	36	35	8	79	47,776	47,855
Construction and Development	—	805	—	805	161,621	162,426
1-4 Family Residential	9,705	—	—	9,705	723,020	732,725
Non-Owner Occupied CRE	—	—	—	—	489,111	489,111
Owner Occupied CRE	—	278	—	278	224,319	224,597
Commercial and Industrial	19,021	47	1,893	20,961	291,735	312,696
Total	<u>\$ 32,565</u>	<u>\$ 1,314</u>	<u>\$ 1,905</u>	<u>\$ 35,784</u>	<u>\$ 2,114,364</u>	<u>\$ 2,150,148</u>

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<b>December 31, 2021</b>	<b>30-59 Days Past Due</b>	<b>60-89 Days Past Due</b>	<b>90 or More Days Past Due</b>	<b>Total Loans Past Due</b>	<b>Current</b>	<b>Total Recorded Investment</b>
Cash, Securities and Other	\$ 745	\$ —	\$ 6	\$ 751	\$ 260,439	\$ 261,190
Consumer and Other	454	—	2	456	34,302	34,758
Construction and Development	2,758	—	—	2,758	175,958	178,716
1-4 Family Residential	1,449	—	—	1,449	579,423	580,872
Non-Owner Occupied CRE	—	2,548	—	2,548	480,074	482,622
Owner Occupied CRE	1,419	—	—	1,419	211,007	212,426
Commercial and Industrial	748	—	2,200	2,948	200,636	203,584
Total	<u>\$ 7,573</u>	<u>\$ 2,548</u>	<u>\$ 2,208</u>	<u>\$ 12,329</u>	<u>\$ 1,941,839</u>	<u>\$ 1,954,168</u>

As of June 30, 2022, the Company had nine loans, totaling an immaterial amount, in the Consumer and Other portfolio that were more than 90 days delinquent and accruing interest. As of December 31, 2021, the Company had one loan, totaling an immaterial amount, in the Commercial and Industrial portfolio that was more than 90 days delinquent and accruing interest.

*Non-Accrual Loans and Troubled Debt Restructurings*

The following presents the recorded investment in non-accrual loans by class as of the dates noted (dollars in thousands):

	<b>June 30, 2022</b>	<b>December 31, 2021</b>
Cash, Securities and Other	\$ 4	\$ 6
Consumer and Other	2	2
1-4 Family Residential	68	75
Owner Occupied CRE	1,200	1,241
Commercial and Industrial	2,603	2,938
Total	<u>\$ 3,877</u>	<u>\$ 4,262</u>

Non-accrual loans classified as TDRs accounted for \$3.9 million of the recorded investment as of June 30, 2022 and \$4.3 million as of December 31, 2021. Non-accrual loans are classified as impaired loans and individually evaluated for impairment.

The following presents a summary of the unpaid principal balance of loans classified as TDRs as of the dates noted (dollars in thousands):

	<b>June 30, 2022</b>	<b>December 31, 2021</b>
<b>Accruing</b>		
Non-Owner Occupied CRE	\$ 46	\$ 55
<b>Non-accrual</b>		
Cash, Securities, and Other	4	6
1-4 Family Residential	68	75
Owner Occupied CRE	1,200	1,241
Commercial and Industrial	2,603	2,938
Total	3,921	4,315
Allowance for loan losses associated with TDR	(261)	(1,751)
Net recorded investment	<u>\$ 3,660</u>	<u>\$ 2,564</u>

As of June 30, 2022 and December 31, 2021, the Company had not committed any additional funds to a borrower with a loan classified as a TDR.

The Company did not modify any loans resulting in TDR status during the six months ended June 30, 2022. The Company modified three loans resulting in TDR status during the year ended December 31, 2021. The first loan was a small mortgage with a remaining balance of \$0.1 million where the borrower was unable to make payments or obtain additional financing to pay off the mortgage. As a result, we modified the loan at the maturity date with a one-year renewal to allow the borrower time to seek a refinance. As of June 30, 2022, the loan matured and has not been paid as agreed in the loan modification. The Company continues to work with the borrower on a successful resolution. The second and third loans modified are in relation to one borrower who has two loans, one Commercial Real Estate Loan in the amount of \$1.2 million, which is the space where the related business operates, and a Commercial loan with a balance of \$0.7 million. The borrower had experienced a reduction in cash flow through ongoing impact from the pandemic and related shut downs and hiring shortages. As a result, the Company modified both loans allowing for a six month interest only period to provide cash flow relief. The Company obtained a reduced term on the business loan as well as additional collateral from the Borrower. All three of the loans modified during 2021 were sufficiently collateralized and therefore did not require any specific reserve.

TDRs are reviewed individually for impairment and are included in the Company's specific reserves in the allowance for loan losses. If charged off, the amount of the charge-off is included in the Company's charge-off factors, which impact the Company's reserves on non-impaired loans.

The following presents impaired loans by portfolio and related valuation allowance during the periods presented (dollars in thousands):

	June 30, 2022			December 31, 2021		
	Total Recorded Investment	Unpaid Contractual Principal Balance	Allowance for Loan Losses	Total Recorded Investment	Unpaid Contractual Principal Balance	Allowance for Loan Losses
<b>Impaired loans with a valuation allowance:</b>						
Consumer and Other	\$ 2	\$ 2	\$ 2	\$ 2	\$ 2	\$ 2
Commercial and Industrial	1,893	1,893	261	2,190	2,190	1,751
Total	<u>\$ 1,895</u>	<u>\$ 1,895</u>	<u>\$ 263</u>	<u>\$ 2,192</u>	<u>\$ 2,192</u>	<u>\$ 1,753</u>
<b>Impaired loans with no related valuation allowance:</b>						
Cash, Securities, and Other	\$ 4	\$ 4	\$ —	\$ 6	\$ 6	\$ —
1-4 Family Residential	68	68	—	75	75	—
Owner Occupied CRE	1,200	1,200	—	1,241	1,241	—
Commercial and Industrial	710	710	—	748	748	—
Total	<u>\$ 1,982</u>	<u>\$ 1,982</u>	<u>\$ —</u>	<u>\$ 2,070</u>	<u>\$ 2,070</u>	<u>\$ —</u>
<b>Total impaired loans:</b>						
Cash, Securities, and Other	\$ 4	\$ 4	\$ —	\$ 6	\$ 6	\$ —
Consumer and Other	2	2	2	2	2	2
1-4 Family Residential	68	68	—	75	75	—
Owner Occupied CRE	1,200	1,200	—	1,241	1,241	—
Commercial and Industrial	2,603	2,603	261	2,938	2,938	1,751
Total	<u>\$ 3,877</u>	<u>\$ 3,877</u>	<u>\$ 263</u>	<u>\$ 4,262</u>	<u>\$ 4,262</u>	<u>\$ 1,753</u>

The recorded investment in loans in the previous tables excludes accrued interest, deferred fees, and unamortized premiums/(unaccreted discounts), which are not material. Interest income, if any, was recognized on the cash basis on non-accrual loans.

The following presents the average balance of impaired loans and interest income recognized on impaired loans during the periods presented (dollars in thousands):

	Three Months Ended June 30,			
	2022		2021	
	Average Recorded Investment	Interest Income Recognized	Average Recorded Investment	Interest Income Recognized
<b>Impaired loans with a valuation allowance:</b>				
Cash, Securities, and Other	\$ —	\$ —	\$ 2	\$ —
Consumer and Other	2	—	2	—
Commercial and Industrial	2,041	—	3,230	21
Total	<u>\$ 2,043</u>	<u>\$ —</u>	<u>\$ 3,234</u>	<u>\$ 21</u>
<b>Impaired loans with no related valuation allowance:</b>				
Cash, Securities, and Other	\$ 4	\$ —	\$ 15	\$ —
Owner Occupied CRE	1,211	—	—	51
Commercial and Industrial	723	—	82	—
1-4 Family Residential	70	—	—	—
Total	<u>\$ 2,008</u>	<u>\$ —</u>	<u>\$ 97</u>	<u>\$ 51</u>
<b>Total impaired loans:</b>				
Cash, Securities, and Other	\$ 4	\$ —	\$ 17	\$ —
Consumer and Other	2	—	2	—
Owner Occupied CRE	1,211	—	—	51
Commercial and Industrial	2,764	—	3,312	21
1-4 Family Residential	70	—	—	—
Total	<u>\$ 4,051</u>	<u>\$ —</u>	<u>\$ 3,331</u>	<u>\$ 72</u>
<b>Six Months Ended June 30,</b>				
	2022		2021	
	Average Recorded Investment	Interest Income Recognized	Average Recorded Investment	Interest Income Recognized
<b>Impaired loans with a valuation allowance:</b>				
Cash, Securities, and Other	\$ —	\$ —	\$ 1	\$ —
Consumer and Other	2	—	1	—
Commercial and Industrial	2,089	—	2,162	21
Total	<u>\$ 2,091</u>	<u>\$ —</u>	<u>\$ 2,164</u>	<u>\$ 21</u>
<b>Impaired loans with no related valuation allowance:</b>				
Cash, Securities, and Other	\$ 4	\$ —	\$ 20	\$ —
Owner Occupied CRE	1,221	—	—	51
Commercial and Industrial	731	*	58	—
1-4 Family Residential	72	—	—	—
Total	<u>\$ 2,028</u>	<u>\$ —</u>	<u>\$ 78</u>	<u>\$ 51</u>
<b>Total impaired loans:</b>				
Cash, Securities, and Other	\$ 4	\$ —	\$ 21	\$ —
Consumer and Other	2	—	1	—
Owner Occupied CRE	1,221	—	—	51
Commercial and Industrial	2,820	*	2,220	21
1-4 Family Residential	72	—	—	—
Total	<u>\$ 4,119</u>	<u>\$ —</u>	<u>\$ 2,242</u>	<u>\$ 72</u>

\* The Company recognized an immaterial amount of interest income during the period.

*Allowance for Loan Losses*

Allocation of a portion of the allowance for loan losses to one category of loans does not preclude its availability to absorb losses in other categories. The following presents the activity in the Company's allowance for loan losses by portfolio class during the periods presented (dollars in thousands):

	Cash, Securities and Other	Consumer and Other	Construction and Development	1-4 Family Residential	Non-Owner Occupied CRE	Owner Occupied CRE	Commercial and Industrial	Total
<b>Changes in allowance for loan losses for the three months ended June 30, 2022</b>								
Beginning balance	\$ 1,440	\$ 283	\$ 954	\$ 3,789	\$ 2,867	\$ 1,328	\$ 3,224	\$ 13,885
(Release)/provision for loan losses	(246)	(16)	120	1,056	368	149	(912)	519
Charge-offs	—	(95)	—	—	—	—	—	(95)
Recoveries	—	48	—	—	—	—	—	48
Ending balance	\$ 1,194	\$ 220	\$ 1,074	\$ 4,845	\$ 3,235	\$ 1,477	\$ 2,312	\$ 14,357
<b>Changes in allowance for loan losses for the six months ended June 30, 2022</b>								
Beginning balance	\$ 1,598	\$ 266	\$ 1,092	\$ 3,553	\$ 2,952	\$ 1,292	\$ 2,979	\$ 13,732
(Release)/provision for loan losses	(404)	58	(18)	1,292	283	185	(667)	729
Charge-offs	—	(192)	—	—	—	—	—	(192)
Recoveries	—	88	—	—	—	—	—	88
Ending balance	\$ 1,194	\$ 220	\$ 1,074	\$ 4,845	\$ 3,235	\$ 1,477	\$ 2,312	\$ 14,357
<b>Allowance for loan losses as of June 30, 2022 allocated to loans evaluated for impairment:</b>								
Individually	\$ —	\$ 2	\$ —	\$ —	\$ —	\$ —	\$ 261	\$ 263
Collectively	1,194	218	1,074	4,845	3,235	1,477	2,051	14,094
Ending balance	\$ 1,194	\$ 220	\$ 1,074	\$ 4,845	\$ 3,235	\$ 1,477	\$ 2,312	\$ 14,357
<b>Loans as of June 30, 2022:</b>								
Individually evaluated for impairment	\$ 4	\$ 2	\$ —	\$ 68	\$ —	\$ 1,200	\$ 2,603	\$ 3,877
Collectively evaluated for impairment	180,734	26,704	162,426	732,657	489,111	223,397	310,093	2,125,122
Measured at fair value	—	21,149	—	—	—	—	—	21,149
Ending balance	\$ 180,738	\$ 47,855	\$ 162,426	\$ 732,725	\$ 489,111	\$ 224,597	\$ 312,696	\$ 2,150,148



	Cash, Securities and Other	Consumer and Other	Construction and Development	1-4 Family Residential	Non-Owner Occupied CRE	Owner Occupied CRE	Commercial and Industrial	Total
<b>Changes in allowance for loan losses for the three months ended June 30, 2021</b>								
Beginning balance	\$ 2,380	\$ 193	\$ 766	\$ 3,152	\$ 2,211	\$ 1,123	\$ 2,714	\$ 12,539
(Release)/provision for loan losses	(537)	2	105	247	12	102	81	12
Charge-offs	—	—	—	—	—	—	—	—
Recoveries	—	1	—	—	—	—	—	1
Ending balance	\$ 1,843	\$ 196	\$ 871	\$ 3,399	\$ 2,223	\$ 1,225	\$ 2,795	\$ 12,552
<b>Changes in allowance for loan losses for the six months ended June 30, 2021</b>								
Beginning balance	\$ 2,439	\$ 140	\$ 932	\$ 3,233	\$ 2,004	\$ 1,159	\$ 2,632	\$ 12,539
(Release)/provision for loan losses	(596)	55	(61)	166	219	66	163	12
Charge-offs	—	—	—	—	—	—	—	—
Recoveries	—	1	—	—	—	—	—	1
Ending balance	\$ 1,843	\$ 196	\$ 871	\$ 3,399	\$ 2,223	\$ 1,225	\$ 2,795	\$ 12,552
<b>Allowance for loan losses as of December 31, 2021 allocated to loans evaluated for impairment:</b>								
Individually	\$ —	\$ 2	\$ —	\$ —	\$ —	\$ —	\$ 1,751	\$ 1,753
Collectively	1,598	264	1,092	3,553	2,952	1,292	1,228	11,979
Ending balance	\$ 1,598	\$ 266	\$ 1,092	\$ 3,553	\$ 2,952	\$ 1,292	\$ 2,979	\$ 13,732
<b>Loans as of December 31, 2021:</b>								
Individually evaluated for impairment	\$ 6	\$ 2	\$ —	\$ 75	\$ —	\$ 1,241	\$ 2,938	\$ 4,262
Collectively evaluated for impairment	261,184	34,756	178,716	580,797	482,622	211,185	200,646	1,949,906
Ending balance	\$ 261,190	\$ 34,758	\$ 178,716	\$ 580,872	\$ 482,622	\$ 212,426	\$ 203,584	\$ 1,954,168

The Company categorizes loans into risk categories based on relevant information about the ability of the borrowers to service their debt such as: current financial information, historical payment experience, credit documentation, public information, and current economic trends, among other factors. The Company analyzes loans individually by classifying the loans by credit risk on a quarterly basis. The Company uses the following definitions for risk ratings:

**Special Mention**—Loans classified as special mention have a potential weakness or borrowing relationships that require more than the usual amount of management attention. Adverse industry conditions, deteriorating financial conditions, declining trends, management problems, documentation deficiencies, or other similar weaknesses may be evident. Ability to meet current payment schedules may be questionable, even though interest and principal are still being paid as agreed. The asset has potential weaknesses that may result in deteriorating repayment prospects if left uncorrected. Loans in this risk grade are not considered adversely classified.

**Substandard**—Substandard loans are considered "classified" and are inadequately protected by the current net worth and paying capacity of the obligor or by the collateral pledged, if any. Loans so classified have a well-defined weakness or weaknesses that jeopardizes the liquidation of the debt. They are characterized by the distinct possibility that the Bank will sustain some loss if the deficiencies are not corrected. Loans in this category may be placed on non-accrual status and may individually be evaluated for impairment if indicators of impairment exist.

**Doubtful**—Loans graded Doubtful are considered "classified" and have all the weaknesses inherent in those classified as Substandard with the added characteristic that the weaknesses make collection or liquidation in full, on the basis of currently known facts, conditions, and values, highly questionable and improbable. However, the amount of certainty of eventual loss is not known because of specific pending factors.

Loans accounted for under the fair value option are not rated.

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Loans not meeting any of the three criteria above are considered to be pass-rated loans. The following presents, by class and by credit quality indicator, the recorded investment in the Company's loans as of the dates noted (dollars in thousands):

<b>June 30, 2022</b>	<b>Pass</b>	<b>Special Mention</b>	<b>Substandard</b>	<b>Not Rated</b>	<b>Total</b>
Cash, Securities and Other	\$ 180,734	\$ —	\$ 4	\$ —	\$ 180,738
Consumer and Other	26,704	—	2	21,149	47,855
Construction and Development	162,426	—	—	—	162,426
1-4 Family Residential	732,657	—	68	—	732,725
Non-Owner Occupied CRE	483,848	5,263	—	—	489,111
Owner Occupied CRE	222,714	—	1,883	—	224,597
Commercial and Industrial	305,765	2,693	4,238	—	312,696
Total	<u>\$ 2,114,848</u>	<u>\$ 7,956</u>	<u>\$ 6,195</u>	<u>\$ 21,149</u>	<u>\$ 2,150,148</u>

<b>December 31, 2021</b>	<b>Pass</b>	<b>Special Mention</b>	<b>Substandard</b>	<b>Not Rated</b>	<b>Total</b>
Cash, Securities and Other	\$ 261,184	\$ —	\$ 6	\$ —	\$ 261,190
Consumer and Other	34,756	—	2	—	34,758
Construction and Development	176,194	2,522	—	—	178,716
1-4 Family Residential	580,797	—	75	—	580,872
Non-Owner Occupied CRE	476,670	5,952	—	—	482,622
Owner Occupied CRE	210,493	—	1,933	—	212,426
Commercial and Industrial	198,368	401	4,815	—	203,584
Total	<u>\$ 1,938,462</u>	<u>\$ 8,875</u>	<u>\$ 6,831</u>	<u>\$ —</u>	<u>\$ 1,954,168</u>

The Company had no loans graded doubtful as of June 30, 2022 and December 31, 2021.

**NOTE 5 - GOODWILL**

The following presents changes in the carrying amount of goodwill as of the dates noted (dollars in thousands):

	<b>June 30, 2022</b>	<b>December 31, 2021</b>
Beginning balance	\$ 30,588	\$ 24,191
Acquisition activity	(188)	6,397
Ending balance	<u>\$ 30,400</u>	<u>\$ 30,588</u>

During the year ended December 31, 2021, the Company recorded \$6.4 million of goodwill as a result of the Teton Acquisition on December 31, 2021. In the first quarter of 2022, goodwill was adjusted by (\$0.2) million as a result of the measurement period adjustments. See Note 2 – Acquisitions for more information.

Goodwill is tested annually for impairment on October 31 or earlier upon the occurrence of certain events.

The goodwill impairment analysis includes the determination of the carrying value of the reporting unit, including the existing goodwill, and estimating the fair value of the reporting unit. If the fair value is less than its carrying amount, goodwill impairment is recognized equal to the difference between the fair value and its carrying amount, not to exceed its carrying amount. As of June 30, 2022, there has not been any impairment of goodwill identified or recorded. Goodwill totaled \$30.4 million and \$30.6 million as of June 30, 2022 and December 31, 2021, respectively.

**NOTE 6 - LEASES**

Leases in which the Company is determined to be the lessee are primarily operating leases comprised of real estate property and office space for our corporate headquarters and profit centers with terms that extend to 2032. In accordance with ASC 842, operating leases are required to be recognized as a right-of-use asset with a corresponding lease liability.

The Company elected to not include short-term leases with initial terms of twelve months or less on the Condensed Consolidated Balance Sheets. The following presents the classification of the right-of-use assets and corresponding liabilities within the Condensed Consolidated Balance Sheets, as of the dates noted (dollars in thousands).

		June 30, 2022	December 31, 2021
<b>Lease Right-of-Use Assets</b>	<b>Classification</b>		
Operating lease right-of-use assets	Other assets	\$ 9,431	\$ 10,720
<b>Lease Liabilities</b>	<b>Classification</b>		
Operating lease liabilities	Other liabilities	\$ 12,325	\$ 13,863

The Company's operating lease agreements typically include an option to renew the lease at the Company's discretion. To the extent the Company is reasonably certain it will exercise the renewal option at the inception of the lease, the Company will include the extended term in the calculation of the right-of-use asset and lease liability. ASC 842 requires the use of the rate implicit in the lease when it is readily determinable. As this rate is typically not readily determinable, at the inception of the lease, the Company uses its collateralized incremental borrowing rate over a similar term. The amount of the right-of-use asset and lease liability are impacted by the discount rate used to calculate the present value of the minimum lease payments over the term of the lease.

	June 30, 2022	December 31, 2021
<b>Weighted-Average Remaining Lease Term</b>		
Operating leases	4.97 years	5.26 years
<b>Weighted-Average Discount Rate</b>		
Operating leases	2.60 %	2.67 %

The Company's operating leases contain fixed and variable lease components and it has elected to account for all classes of underlying assets as a single lease component. Variable lease costs primarily represent common area maintenance and parking. The Company recognized lease costs in Occupancy and equipment expense in the accompanying Condensed Consolidated Statements of Income. The following presents the Company's net lease costs during the periods presented (dollars in thousands):

	Three Months Ended June 30,		Six Months Ended June 30,	
	2022	2021	2022	2021
<b>Lease Costs</b>				
Operating lease cost	\$ 824	\$ 731	\$ 1,619	\$ 1,483
Variable lease cost	528	416	1,086	828
Lease costs, net	\$ 1,352	\$ 1,147	\$ 2,705	\$ 2,311

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The following presents a maturity analysis of the Company's operating lease liabilities on an annual basis for each of the next five years and total amounts thereafter (dollars in thousands):

Year Ending December 31,	Operating Leases
2022 <sup>(1)</sup>	\$ 1,755
2023	3,210
2024	3,064
2025	2,073
2026	703
Thereafter	2,168
Total future minimum lease payments	12,973
Less: imputed interest	(648)
Present value of net future minimum lease payments	\$ 12,325

<sup>(1)</sup> Amount represents the remaining six months of year.

Leases in which the Company is determined to be the lessor are considered operating leases and consist of the partial lease of Company owned buildings. In accordance with ASC 842, these leases have been accounted for as operating leases. During the three and six months ended June 30, 2022, the Company recognized \$0.1 million and \$0.2 million of lease income, respectively.

The following presents a maturity analysis of the Company's operating payments to be received on an annual basis for each of the next five years and total amounts thereafter (dollars in thousands):

Year Ending December 31,	Undiscounted Operating Lease Income
2022 <sup>(1)</sup>	\$ 134
2023	221
2024	199
2025	—
2026	—
Thereafter	—
Total undiscounted operating lease income	\$ 554

<sup>(1)</sup> Amount represents the remaining six months of year.

#### NOTE 7 - DEPOSITS

The following presents the Company's interest-bearing deposits as of the dates noted (dollars in thousands):

	June 30, 2022	December 31, 2021
Money market deposit accounts	\$ 1,033,739	\$ 1,056,669
Time deposits	147,623	170,491
Negotiable order of withdrawal accounts	287,195	309,940
Savings accounts	33,099	32,299
Total interest-bearing deposits	\$ 1,501,656	\$ 1,569,399
Aggregate time deposits of \$250 or greater	\$ 70,492	\$ 75,747

Overdraft balances classified as loans totaled \$0.1 million and an immaterial amount as of June 30, 2022 and December 31, 2021, respectively.

The following presents the scheduled maturities of all time deposits for each of the next five years and total amounts thereafter (dollars in thousands):

<u>Year ending December 31,</u>	<u>Time Deposits</u>
2022 <sup>(1)</sup>	\$ 64,114
2023	46,252
2024	17,812
2025	3,029
2026	10,337
Thereafter	6,079
<b>Total</b>	<b>\$ 147,623</b>

<sup>(1)</sup> Amount represents the remaining six months of year.

#### **NOTE 8 - BORROWINGS**

The Bank has executed a blanket pledge and security agreement with the FHLB that requires certain loans and securities be pledged as collateral for any outstanding borrowings under the agreement. The collateral pledged as of June 30, 2022 and December 31, 2021 amounted to \$856.6 million and \$771.4 million, respectively. Based on this collateral and the Company's holdings of FHLB stock, the Company was eligible to borrow an additional \$517.0 million as of June 30, 2022. Each advance is payable at its maturity date.

The following presents the Company's required maturities on FHLB borrowings as of the dates noted (dollars in thousands):

<u>Maturity Date</u>	<u>Rate %</u>	<u>June 30, 2022</u>	<u>December 31, 2021</u>
April 22, 2022	0.37	\$ —	\$ 5,000
July 1, 2022 <sup>(1)</sup>	1.63	70,000	—
May 5, 2023	0.76	10,000	10,000
<b>Total</b>		<b>\$ 80,000</b>	<b>\$ 15,000</b>

<sup>(1)</sup> The borrowing has a one day, automatic daily renewal maturity date, subject to FHLB discretion not to renew.

To bolster the effectiveness of the SBA's PPP, the Federal Reserve is supplying liquidity to participating financial institutions through term financing collateralized by PPP loans to small businesses. The Paycheck Protection Program Liquidity Facility ("PPPLF") extends credit to eligible financial institutions that originate PPP loans, taking the loans as collateral at face value and bearing interest at 35 bps. The terms of the loans are directly tied to the underlying PPP loans, which were originated at 2 or 5 years. As of June 30, 2022 and December 31, 2021, the Company utilized \$7.2 million and \$23.6 million, respectively, under the PPPLF program which is included in the FHLB and Federal Reserve borrowings line of the Condensed Consolidated Balance Sheets.

The Bank has borrowing capacity associated with three unsecured federal funds lines of credit up to \$10.0 million, \$19.0 million, and \$25.0 million. As of June 30, 2022 and December 31, 2021, there were no amounts outstanding on any of the federal funds lines.

On January 1, 2022, the Company redeemed the subordinated notes due December 31, 2026 in the amount of \$6.6 million, which were redeemable on or after January 1, 2022. The redemption price was equal to 100% of the principal amount being redeemed, plus accrued and unpaid interest up to, but excluding the date of redemption.

On August 31, 2021, the Company completed the issuance and sale of subordinated notes (the "Notes") totaling \$15.0 million in aggregate principal amount. The issuance included \$0.3 million of issuance costs and as of June 30, 2022, a net balance of \$14.8 million is included in the Subordinated notes line of the Condensed Consolidated Balance Sheets. The Notes accrue interest at a rate of 3.25% per annum until September 1, 2026, at which time the rate will adjust each quarter to the then current three-month SOFR, or an alternative rate determined in accordance with the terms of the Notes, plus 258 basis points; mature on September 1, 2031; are redeemable at the option of the Company on or after September 1, 2026; and pay interest quarterly.

On November 25, 2020, the Company completed the issuance and sale of subordinated notes (the "November 2020 Sub Notes") totaling \$10.0 million in aggregate principal amount. The issuance included \$0.2 million of issuance costs and as of June 30, 2022, a net balance of \$9.9 million is included in the Subordinated notes line of the Condensed Consolidated Balance Sheets. The November 2020 Sub Notes accrue interest at a rate of 4.25% per annum until December 1, 2025, at which time the rate will adjust each quarter to the then current three-month term SOFR, or an alternative rate determined in accordance with the terms of the November 2020 Sub Notes, plus 402 basis points; mature on December 1, 2030; are redeemable at the option of the Company on or after December 1, 2025; and pay interest semi-annually prior to December 1, 2025 and quarterly after December 1, 2025.

On March 17, 2020, the Company completed the issuance and sale of subordinated notes (the "March 2020 Sub Notes") totaling \$8.0 million in aggregate principal amount. The issuance included \$0.1 million of issuance costs and as of June 30, 2022, a net balance of \$7.9 million is included in the Subordinated notes line of the Condensed Consolidated Balance Sheets. The March 2020 Sub Notes accrue interest at a rate of 5.125% per annum until March 31, 2025, at which time the rate will adjust each quarter to the then current three-month LIBOR, or an alternative rate determined in accordance with the terms of the March 2020 Sub Notes, plus 450 basis points; mature on March 31, 2030; are redeemable at the option of the Company on or after March 31, 2025; and pay interest quarterly.

The Company's borrowing facilities include various financial and other covenants, including, but not limited to, a requirement that the Bank maintains regulatory capital that is deemed "well capitalized" by federal banking agencies. See Note 17 – Regulatory Capital Matters for additional information. As of June 30, 2022 and December 31, 2021, the Company was in compliance with the covenant requirements.

#### NOTE 9 - COMMITMENTS AND CONTINGENCIES

The Company is party to credit-related financial instruments with off-balance sheet risk in the normal course of business to meet the financing needs of its clients. These financial instruments include commitments to extend credit. Such commitments involve, to varying degrees, elements of credit and interest rate risk in excess of the amount recognized in the Condensed Consolidated Balance Sheets. Commitments may expire without being utilized. The Company's exposure to loan loss is represented by the contractual amount of these commitments, although material losses are not anticipated. The Company follows the same credit policies in making commitments as it does for on-balance sheet instruments.

The following presents the Company's financial instruments whose contract amounts represent credit risk, as of the dates noted (dollars in thousands):

	June 30, 2022		December 31, 2021	
	Fixed Rate	Variable Rate	Fixed Rate	Variable Rate
Unused lines of credit	\$ 128,605	\$ 575,094	\$ 136,289	\$ 442,035
Standby letters of credit	6,263	22,035	2,420	20,940
Commitments to make loans to sell	37,841	—	60,529	—
Commitments to make loans	52,056	17,749	16,256	14,920

Unused lines of credit are agreements to lend to a client 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. Several of the commitments may expire without being drawn upon. Therefore, the total commitment amounts do not necessarily represent future cash requirements. The amount of collateral obtained, if it is deemed necessary by the Company, is based on management's credit evaluation of the client.

Unused lines of credit under commercial lines of credit, revolving credit lines, and overdraft protection agreements are commitments for possible future extensions of credit to existing clients. These lines of credit are uncollateralized and usually do not contain a specified maturity date and may not be drawn upon to the total extent to which the Company is committed.

Standby letters of credit are conditional commitments issued by the Company to guarantee the performance of a client's obligation to a third party. Those letters of credit are primarily issued to support public and private borrowing arrangements. Substantially all letters of credit issued have expiration dates within one year. The credit risk involved in issuing letters of credit is essentially the same as that involved in extending loan facilities to clients. The Company holds collateral supporting those commitments if deemed necessary.

Commitments to make loans to sell are agreements to lend to a client which would then be sold to an investor in the secondary market for which the interest rate has been locked with the client, provided there is no violation of any condition within the contract with either party. Commitments to make loans to sell have fixed interest rates. Since commitments may expire without being extended, total commitment amounts may not necessarily represent cash requirements.

Commitments to make loans are agreements to lend to a client, provided there is no violation of any condition within the contract. Commitments to make loans generally have fixed expiration dates or other termination clauses. Since commitments may expire without being extended, total commitment amounts may not necessarily represent cash requirements.

### **Litigation, Claims and Settlements**

The Company is, from time to time, involved in various legal actions arising in the normal course of business. While the ultimate outcome of any such proceedings cannot be predicted with certainty, it is the opinion of management, based on advice from legal counsel, that no proceedings exist, either individually or in the aggregate, which, if determined adversely to the Company, would have a material effect on the Company's condensed consolidated financial statements.

## **NOTE 10 - SHAREHOLDERS' EQUITY**

### **Common Stock**

The Company's common stock has no par value and each holder of common stock is entitled to one vote for each share (though certain voting restrictions may exist on non-vested restricted stock) held.

On January 6, 2022, the Company filed a Form S-3 Registration Statement with the SEC providing that the Company may offer and sell from time to time, separately or together, in multiple series or in one or more offerings, any combination of common stock, preferred stock, debt securities, warrants, depository shares and units, up to a maximum aggregate offer price of \$100 million.

On November 3, 2020, the Company announced that its board of directors authorized the repurchase of up to 400,000 shares of the Company's common stock, no par value (the "2020 Repurchase Plan") and that the Board of Governors of the Federal Reserve System advised the Company that it has no objection to the Company's 2020 Repurchase Plan. The 2020 Repurchase Plan was in effect for a one-year period, with the timing of purchases and the number of shares repurchased under the program dependent upon a variety of factors including price, trading volume, corporate and regulatory requirements, and market conditions. The 2020 Repurchase Plan expired in November 2021. During the year ended December 31, 2021, the Company did not repurchase any shares under the 2020 Repurchase Plan.

During the six months ended June 30, 2022 and 2021, the Company sold no shares of common stock.

### **Restricted Stock Awards**

In 2017, the Company issued 105,264 shares of common stock ("Restricted Stock Awards") with a value of \$3.0 million to the sole member of EMC Holdings, LLC ("EMC"), subject to forfeiture based on his continued employment with the Company. Half of the Restricted Stock Awards (\$1.5 million or 52,632 shares) vests ratably over five years. The remaining \$1.5 million, or 52,632 shares, may be earned based on performance of the mortgage division of the Company. The performance based awards fully vested in the second quarter of 2020.

As of June 30, 2022, the Restricted Stock Awards have a weighted-average grant date fair value of \$28.50 per share. During the three months ended June 30, 2022 and 2021, the Company recognized compensation expense of \$0.1 million for the Restricted Stock Awards. During the six months ended June 30, 2022 and 2021, the Company recognized compensation expense of \$0.2 million for the Restricted Stock Awards. As of June 30, 2022, the Company has \$0.1 million of unrecognized stock-based compensation expense related to the shares issued, which is expected to be recognized over a weighted average period of less than one year. No restricted Stock Awards vested during the six months ended June 30, 2022 or 2021.

## Stock-Based Compensation Plans

The 2008 Stock Incentive Plan ("the 2008 Plan") was frozen in connection with the adoption of the 2016 Plan and no new awards may be granted under the 2008 Plan. As of June 30, 2022, there were a total of 202,565 shares available for issuance under the First Western Financial, Inc. 2016 Omnibus Incentive Plan ("the 2016 Plan"). If the Awards outstanding under the 2008 Plan or the 2016 Plan are forfeited, cancelled or terminated with no consideration paid to the Company, those amounts will increase the number of shares eligible to be granted under the 2016 Plan.

### Stock Options

The Company did not grant any stock options during the six months ended June 30, 2022 and 2021.

During the three and six months ended June 30, 2022, the Company recognized no stock based compensation expense associated with stock options. During the three and six months ended June 30, 2021, the Company recognized an immaterial amount of stock based compensation expense associated with stock options. As of June 30, 2022, the Company has no unrecognized stock-based compensation expense related to stock options.

The following presents activity for nonqualified stock options during the six months ended June 30, 2022:

	Number of Options	Weighted Average Exercise Price	Weighted Average Remaining Contractual Term	Aggregate Intrinsic Value
Outstanding as of December 31, 2021	308,574	\$ 29.21		
Granted	—	—		
Exercised	(6,809)	21.47		
Forfeited or expired	(116,100)	40.00		
Outstanding as of June 30, 2022	<u>185,665</u>	22.75	2.6	(1)
Options fully vested / exercisable as of June 30, 2022	185,665	22.75	2.6	(1)

<sup>(1)</sup> Nonqualified stock options outstanding at the end of the period and those fully vested/exercisable had immaterial aggregate intrinsic values.

As of June 30, 2022, there were 185,665 options that were exercisable. Exercise prices are between \$20.00 and \$27.00 per share, and the options are exercisable for a period of ten years from the original grant date and expire on various dates between 2023 and 2026.

### Restricted Stock Units

Pursuant to the 2016 Plan, the Company can grant associates and non-associate directors long-term cash and stock-based compensation. Historically, the Company has granted certain associates restricted stock units which are earned over time or based on various performance measures and convert to common stock upon vesting, which are summarized here and expanded further below.

The following presents the activity for the Time Vesting Units, the Financial Performance Units, and the Market Performance Units during the six months ended June 30, 2022:

	Time Vesting Units	Financial Performance Units	Market Performance Units
Outstanding as of December 31, 2021	249,821	183,483	13,746
Granted	126,004	64,629	—
Vested	(75,220)	(12,100)	—
Forfeited	(14,007)	(12,086)	(13,746)
Outstanding as of June 30, 2022	<u>286,598</u>	<u>223,926</u>	<u>—</u>



During the three months ended June 30, 2022, the Company issued 53,461 shares of common stock upon the settlement of Restricted Stock Units. The remaining 21,345 shares were surrendered with a combined market value at the dates of settlement of \$0.7 million to cover employee withholding taxes. During the six months ended June 30, 2022, the Company issued 61,686 shares of common stock upon the settlement of Restricted Stock Units. The remaining 25,634 shares were surrendered with a combined market value at the dates of settlement of \$0.8 million to cover employee withholding taxes. During the three months ended June 30, 2021, the Company issued 36,932 shares of common stock upon the settlement of Restricted Stock Units. The remaining 14,545 shares were surrendered with a combined market value at the dates of settlement of \$0.4 million to cover employee withholding taxes. During the six months ended June 30, 2021, the Company issued 43,059 shares of common stock upon the settlement of Restricted Stock Units. The remaining 17,369 shares were surrendered with a combined market value at the dates of settlement of \$0.4 million to cover employee withholding taxes.

**Time Vesting Units**

Time Vesting Units are granted to full-time associates and board members at the date approved by the Company’s board of directors. The Company granted 126,004 Time Vesting Units with a five-year service period during the six months ended June 30, 2022 that vest in equal installments of 20% on the anniversary of the grant date, assuming continuous employment through the scheduled vesting dates. During the three months ended June 30, 2022 and 2021, the Company recognized compensation expense of \$0.4 million for the Time Vesting Units. During the six months ended June 30, 2022 and 2021, the Company recognized compensation expense of \$0.9 million and \$0.8 million, respectively, for the Time Vesting Units. As of June 30, 2022, there was \$6.4 million of unrecognized compensation expense related to the Time Vesting Units, which is expected to be recognized over a weighted-average period of 2.2 years.

**Financial Performance Units**

Financial Performance Units are granted to certain key associates and are earned based on the Company achieving various financial performance metrics. If the Company achieves the financial metrics, which include various thresholds from 0% up to 150%, then the Financial Performance Units will have a subsequent vesting period.

The following presents the Company’s existing Financial Performance Units as of June 30, 2022 (dollars in thousands, except share amounts):

<b>Grant Period</b>	<b>Threshold Accrual</b>	<b>Maximum Issuable Shares at Current Threshold</b>	<b>Unrecognized Compensation Expense</b>	<b>Weighted-Average <sup>(1)</sup></b>	<b>Financial Metric End Date</b>	<b>Vesting Requirement End Date</b>
May 1, 2019 through April 30, 2020	150%	76,797	\$ 242	1.6 years	December 31, 2021	December 31, 2023
May 1, 2020 through December 31, 2020, excluding November 18, 2020	150%	76,886	345	2.5 years	December 31, 2022	December 31, 2023
On November 18, 2020	134%	29,212	278	2.4 years	December 31, 2022	50% November 18, 2023 & 2025
May 3, 2021 through August 11, 2021	150%	56,148	735	3.5 years	December 31, 2023	December 31, 2025
On May 2, 2022	79%	49,127	2,988	4.5 years	December 31, 2024	December 31, 2026

<sup>(1)</sup> Represents the expected unrecognized stock-based compensation expense recognition period.

The following presents the Company's Financial Performance Units activity during the periods presented (dollars in thousands, except share amounts):

Grant Period	Units Granted		Compensation Expense Recognized			
	Six Months Ended June 30,		Three Months Ended June 30,		Six Months Ended June 30,	
	2022	2021	2022	2021	2022	2021
Prior to May 1, 2019	—	—	\$ —	3	—	\$ 18
May 1, 2019 through April 30, 2020	—	—	29	61	90	117
May 1, 2020 through December 31, 2020, excluding November 18, 2020	—	—	29	54	82	109
On November 18, 2020	—	—	(2)	30	28	64
May 3, 2021 through August 11, 2021	—	41,366	58	57	139	57
On May 2, 2022	64,629	—	58	—	58	—

### Market Performance Units

Market Performance Units were granted to certain key associates and are earned based on growth in the value of the Company's common stock, and were dependent on the Company completing an initial public offering of stock during a defined period of time. On July 23, 2018, the Company completed its initial public offering and the Market Performance Units performance condition was met. Subsequent to the performance condition there is also a market condition as a vesting requirement for the Market Performance Units which affects the determination of the grant date fair value. The Company estimated the grant date fair value using various valuation assumptions. During the three and six months ended June 30, 2022 and 2021, the Company recognized an immaterial amount of compensation expense for the Market Performance Units. As of June 30, 2022, the Company has no unrecognized compensation expense related to the Market Performance Units.

If the Company's common stock is trading at or above certain prices, over a performance period which ended on June 30, 2020, the Market Performance Units would have been determined to be earned and vest following the completion of a subsequent service period, which ended on June 30, 2022. The Company's common stock did not trade at or above the required prices over the performance period and as a result, no Market Performance Units were eligible to be earned.

**NOTE 11 - EARNINGS PER COMMON SHARE**

The following presents the calculation of basic and diluted earnings per common share during the periods presented (dollars in thousands, except share and per share amounts):

	<u>Three Months Ended June 30,</u>		<u>Six Months Ended June 30,</u>	
	<u>2022</u>	<u>2021</u>	<u>2022</u>	<u>2021</u>
<b>Earnings per common share - Basic</b>				
Numerator:				
Net income available for common shareholders	\$ 4,482	\$ 6,277	\$ 10,006	\$ 12,276
Denominator:				
Basic weighted average shares	9,450,987	7,961,785	9,434,742	7,948,796
Earnings per common share - basic	<u>\$ 0.47</u>	<u>\$ 0.79</u>	<u>\$ 1.06</u>	<u>\$ 1.54</u>
<b>Earnings per common share - Diluted</b>				
Numerator:				
Net income available for common shareholders	\$ 4,482	\$ 6,277	\$ 10,006	\$ 12,276
Denominator:				
Basic weighted average shares	9,450,987	7,961,785	9,434,742	7,948,796
Diluted effect of common stock equivalents:				
Stock options	52,870	35,849	55,005	20,386
Time Vesting Units	122,090	131,684	155,813	117,107
Financial Performance Units	91,720	70,746	92,524	59,953
Market Performance Units	—	13,836	6,827	14,017
Total diluted effect of common stock equivalents	266,680	252,115	310,169	211,463
Diluted weighted average shares	<u>9,717,667</u>	<u>8,213,900</u>	<u>9,744,911</u>	<u>8,160,259</u>
Earnings per common share - diluted	<u>\$ 0.46</u>	<u>\$ 0.76</u>	<u>\$ 1.03</u>	<u>\$ 1.50</u>

Diluted earnings per share was computed without consideration to potentially dilutive instruments as their inclusion would have been anti-dilutive.

The following presents potentially dilutive securities excluded from the diluted earnings per share calculation during the periods presented:

	<u>Three Months Ended June 30,</u>		<u>Six Months Ended June 30,</u>	
	<u>2022</u>	<u>2021</u>	<u>2022</u>	<u>2021</u>
Stock options	—	141,639	—	209,874
Time Vesting Units	121,942	—	60,971	1,991
Financial Performance Units	—	26,735	—	24,952
Restricted Stock Awards	—	—	—	10,527
Total potentially dilutive securities	<u>121,942</u>	<u>168,374</u>	<u>60,971</u>	<u>247,344</u>

**NOTE 12 - INCOME TAXES**

During the three and six months ended June 30, 2022, the Company recorded an income tax provision of \$1.5 million and \$3.3 million, respectively, reflecting an effective tax rate of 25.0% and 24.7%, respectively. During the three and six months ended June 30, 2021, the Company recorded an income tax provision of \$1.9 million and \$4.0 million, respectively, reflecting an effective tax rate of 23.3% and 24.3%, respectively.

**NOTE 13 - RELATED-PARTY TRANSACTIONS**

The Bank extends credit to certain covered parties including Company directors, executive officers, and their affiliates. As of June 30, 2022 and December 31, 2021, there were no delinquent or non-performing loans to any executive officer or director of the Company. These covered parties, along with principal owners, management, immediate family of management or principal owners, a parent company and its subsidiaries, trusts for the benefit of employees, and other parties, may be considered related parties. The following presents a summary of related-party loan activity as of the dates noted (dollars in thousands):

	<u>June 30, 2022</u>	<u>December 31, 2021</u>
Balance, beginning of year	\$ 12,833	\$ 14,321
Funded loans	12,880	11,294
Payments collected	<u>(7,102)</u>	<u>(12,782)</u>
Balance, end of period	<u>\$ 18,611</u>	<u>\$ 12,833</u>

Deposits from related parties held by the Bank as of June 30, 2022 and December 31, 2021 totaled \$38.6 million and \$51.0 million, respectively.

The Company leases office spaces from entities controlled by one of the Company's board members. During each of the six months ended June 30, 2022 and 2021, the Company incurred \$0.1 million of expenses related to these leases.

**NOTE 14 - FAIR VALUE**

Fair value is the exchange price that would be received for an asset or paid to transfer a liability (exit price) in the principal or most advantageous market for the asset or liability in an orderly transaction between market participants on the measurement date. There are three levels of inputs that may be used to measure fair values:

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

**Recurring Fair Value**

Available-for-sale securities: The fair values for available-for-sale investment securities are determined by quoted market prices, if available (Level 1). For securities where quoted prices are not available, fair values are calculated based on market prices of similar securities (Level 2). For securities where quoted prices or market prices of similar securities are not available, fair values are calculated using discounted cash flows or other market indicators (Level 3).

Equity Securities: Fair value of equity securities represents the market value of mutual funds based on quoted market prices (Level 1) and the value of stock held in other companies, which is based on recent market transactions or quoted rates that are not actively traded (Level 2).

Equity Warrants: Fair value of equity warrants of private companies are priced using a Black-Scholes option pricing model to estimate the asset fair value by using strike prices, option expiration dates, risk-free interest rates, and option volatility assumptions (Level 3).

**Guarantee Asset and Liability:** The guarantee asset represents the fair value of the consideration received in exchange for the credit enhancement fee. The guarantee liability represents a financial guarantee to cover the second layer of any losses on loans sold to FHLB under the MPF 125 loan sales agreement. The guarantee liability value on day one is equivalent to the guarantee asset fair value, which is the consideration for the credit enhancement fee paid over the life of the loans. The liability is then carried at amortized cost. Significant inputs in the valuation analysis for the asset are Level 3, due to the nature of this asset and the lack of market quotes. The fair value of the guarantee asset is determined using a discounted cash flow model, for which significant unobservable inputs include assumed future prepayment rates ("CPR") and market discount rate (Level 3). An increase in prepayment rates or discount rate would generally reduce the estimated fair value of the guarantee asset.

**Mortgage Related Derivatives:** Mortgage related derivatives include our IRLC, FSC, and the forward commitments on our loans held for sale pipeline. The fair value estimate of our IRLC is based on valuation models using market data from secondary market loan sales and direct contacts with third party investors as of the measurement date and pull through assumptions (Level 3). The FSC fair value estimate reflects the potential pair off fee associated with mandatory trades and is estimated by using a market differential and pair off penalty assessed by the investor (Level 3). The fair value estimate of the forward commitments is based on market prices of similar securities to the underlying MBS (Level 2).

**Loans Held for Investment:** The fair value of loans held for investment are typically determined based on discounted cash flow analysis using market-based interest rate spreads. Discounted cash flow analysis are adjusted, as appropriate, to reflect current market conditions and borrower specific credit risk. Due to the nature of the valuation inputs, loans held for investment are classified within Level 3 of the valuation hierarchy.

**Mortgage Loans Held for Sale:** The fair value of mortgage loans held for sale is estimated based upon quotes from third party investors for similar assets resulting in a Level 2 classification.

The following presents assets and liabilities measured on a recurring basis as of the dates noted (dollars in thousands):

<b>June 30, 2022</b>	<b>Quoted Prices in Active Markets for Identical Assets (Level 1)</b>	<b>Significant Other Observable Inputs (Level 2)</b>	<b>Significant Unobservable Inputs (Level 3)</b>	<b>Reported Balance</b>
Mortgage loans held for sale	\$ —	\$ 26,202	\$ —	\$ 26,202
Loans held at fair value	\$ —	\$ —	\$ 21,477	\$ 21,477
Forward commitments and FSC	\$ —	\$ 239	\$ —	\$ 239
Equity securities	\$ 655	\$ 122	\$ —	\$ 777
Guarantee asset	\$ —	\$ —	\$ 174	\$ 174
IRLC, net	\$ —	\$ —	\$ 836	\$ 836
Equity warrants	\$ —	\$ —	\$ 725	\$ 725

December 31, 2021	Quoted Prices in Active Markets for Identical Assets (Level 1)	Significant Other Observable Inputs (Level 2)	Significant Unobservable Inputs (Level 3)	Reported Balance
<b>Investment securities available-for-sale:</b>				
U.S. Treasury debt	\$ 247	\$ —	\$ —	\$ 247
U.S. Government Agency	—	3,522	—	3,522
Corporate bonds	—	6,212	2,113	8,325
GNMA mortgage-backed securities - residential	—	26,650	—	26,650
FNMA mortgage-backed securities - residential	—	14,443	—	14,443
Government CMO and MBS	—	878	—	878
Corporate CMO and MBS	—	1,497	—	1,497
<b>Total securities available-for-sale</b>	<b>\$ 247</b>	<b>\$ 53,202</b>	<b>\$ 2,113</b>	<b>\$ 55,562</b>
Mortgage loans held for sale	\$ —	\$ 30,620	\$ —	\$ 30,620
Forward commitments and FSC	\$ —	\$ (65)	\$ (9)	\$ (74)
Equity securities	\$ 709	\$ 489	\$ —	\$ 1,198
Guarantee asset	\$ —	\$ —	\$ 237	\$ 237
IRLC, net	\$ —	\$ —	\$ 1,473	\$ 1,473
Equity warrants	\$ —	\$ —	\$ 160	\$ 160

There were no transfers between levels during the six months ended June 30, 2022 or year ended December 31, 2021. On April 1, 2022, the Company elected to transfer all securities classified as available-for-sale to held-to-maturity and are now carried at amortized cost. See Note 3 – Investment Securities for more information.

As of December 31, 2021, U.S. Treasury debt was reported at fair value utilizing Level 1 inputs. Three Corporate bonds were reported at fair value utilizing Level 3 inputs. The remaining portfolio of securities were reported at fair value with Level 2 inputs provided by a pricing service. The majority of the securities had credit support provided by the Federal Home Loan Mortgage Corporation, GNMA, and FNMA. Factors used to value the securities by the pricing service include: benchmark yields, reported trades, interest spreads, prepayments, and other market research. In addition, ratings and collateral quality were considered.

As of June 30, 2022, equity securities, equity warrants, IRLC, and guarantee assets have been recorded at fair value within the Other assets line item in the Condensed Consolidated Balance Sheets. All changes are recorded in the Other line item in the Condensed Consolidated Statements of Income.

#### **Fair Value Option**

The Company has elected to account for certain purchased whole loans held for investment under the fair value option in order to align the accounting presentation with the Company's viewpoint of the economics of the loans. Interest income on loans held for investment accounted for under the fair value option is recognized within Interest and dividend income in the accompanying Condensed Consolidated Statements of Income. Not electing fair value generally results in a larger discount being recorded on the date of the loan purchase. The discount is subsequently accreted into interest income over the underlying loan's remaining term using the effective interest method. Additionally, management has elected the fair value option for mortgage loans originated and held for sale.

There were no loans accounted for under the fair value option that were 90 days or more past due and still accruing interest as of June 30, 2022 or December 31, 2021. Additionally, there were no loans accounted for under the fair value option that were on nonaccrual as of June 30, 2022 or December 31, 2021.

The following provides more information about the fair value carrying amount and unpaid principal outstanding of loans accounted for under the fair value option as of the dates noted (dollars in thousands):

	June 30, 2022								
	Total Loans			Non Accruals			90 Days or More Past Due		
	Fair Value Carrying Amount	Unpaid Principal Balance	Difference	Fair Value Carrying Amount	Unpaid Principal Balance	Difference	Fair Value Carrying Amount	Unpaid Principal Balance	Difference
Loans held for sale	\$ 26,202	\$ 25,858	\$ 344	\$ —	\$ —	\$ —	\$ —	\$ —	\$ —
Loans held for investment	21,477	21,149	328	—	—	—	—	—	—
	<u>\$ 47,679</u>	<u>\$ 47,007</u>	<u>\$ 672</u>	<u>\$ —</u>	<u>\$ —</u>	<u>\$ —</u>	<u>\$ —</u>	<u>\$ —</u>	<u>\$ —</u>

	December 31, 2021								
	Total Loans			Non Accruals			90 Days or More Past Due		
	Fair Value Carrying Amount	Unpaid Principal Balance	Difference	Fair Value Carrying Amount	Unpaid Principal Balance	Difference	Fair Value Carrying Amount	Unpaid Principal Balance	Difference
Loans held for sale	\$ 30,620	\$ 29,857	\$ 763	\$ —	\$ —	\$ —	\$ —	\$ —	\$ —
Loans held for investment	—	—	—	—	—	—	—	—	—
	<u>\$ 30,620</u>	<u>\$ 29,857</u>	<u>\$ 763</u>	<u>\$ —</u>	<u>\$ —</u>	<u>\$ —</u>	<u>\$ —</u>	<u>\$ —</u>	<u>\$ —</u>

The following presents the net (losses)/gains from changes in fair value of loans accounted for under the fair value option as of the dates noted (dollars in thousands):

	Three Months Ended June 30,		Six Months Ended June 30,	
	2022	2021	2022	2021
	Loans held for sale	\$ (394)	\$ 417	\$ (419)
Loans held for investment	328	—	328	—
	<u>\$ (66)</u>	<u>\$ 417</u>	<u>\$ (91)</u>	<u>\$ (4,165)</u>

The following summarizes the activity pertaining to loans accounted for under the fair value option as of the dates noted (dollars in thousands):

	Three Months Ended June 30,		Six Months Ended June 30,	
	2022	2021	2022	2021
	Loans held for sale			
Balance at beginning of period	\$ 33,663	\$ 176,644	\$ 30,620	\$ 161,843
Loans originated	278,720	365,423	470,494	901,777
Fair value changes	(394)	417	(419)	(4,165)
Sales	(285,777)	(493,029)	(474,443)	(1,007,574)
Settlements	(10)	(892)	(50)	(3,318)
Balance at end of period	<u>\$ 26,202</u>	<u>\$ 48,563</u>	<u>\$ 26,202</u>	<u>\$ 48,563</u>

	Three Months Ended June 30,		Six Months Ended June 30,	
	2022	2021	2022	2021
	Loans held for investment			
Balance at beginning of period	\$ 6,380	\$ —	\$ —	\$ —
Loans acquired	17,869	—	24,249	—
Fair value changes	328	—	328	—
Settlements	(3,100)	—	(3,100)	—
Balance at end of period	<u>\$ 21,477</u>	<u>\$ —</u>	<u>\$ 21,477</u>	<u>\$ —</u>

### Nonrecurring Fair Value

**Other Real Estate Owned (“OREO”):** Assets acquired through or instead of loan foreclosure are initially recorded at fair value less costs to sell when acquired, establishing a new cost basis. They are subsequently accounted for at lower of cost or fair value less estimated costs to sell. Fair value is commonly based on recent real estate appraisals which are updated no less frequently than on an annual basis. Appraisals may utilize a single valuation approach or a combination of approaches including comparable sales and the income approach. Adjustments are routinely made in the appraisal process by the independent appraisers to adjust for differences between comparable sales and income data available. Such adjustments can be significant and typically result in Level 3 classifications of the inputs for determining fair value. OREO is evaluated annually for additional impairment and adjusted accordingly.

**Impaired Loans:** The fair value of impaired loans with specific allocations of the allowance for loan losses is generally based on recent appraisals. These appraisals may utilize a single valuation approach or a combination of approaches including comparable sales and the income approach. Adjustments are routinely made in the appraisal process by the independent appraisers to adjust for differences between the comparable sales and income data available. Such adjustments can be significant and typically result in Level 3 classifications of the inputs for determining fair value. Impaired loans are evaluated monthly for additional impairment and adjusted accordingly.

Appraisals for both collateral-dependent impaired loans and OREO are performed by certified general appraisers (for commercial properties) or certified residential appraisers (for residential properties) whose qualifications and licenses have been reviewed and verified by the Company. Once received, the Company reviews the assumptions and approaches utilized in the appraisal as well as the overall resulting fair value in comparison with independent data sources such as recent market data or industry-wide statistics.

The following presents assets measured on a nonrecurring basis as of the dates noted (dollars in thousands):

	Quoted Prices in Active Markets for Identical Assets (Level 1)	Significant Other Observable Inputs (Level 2)	Significant Unobservable Inputs (Level 3)	Reported Balance
<b>June 30, 2022</b>				
<b>OREO:</b>				
Commercial properties	\$ —	\$ —	\$ 378	\$ 378
<b>Impaired loans<sup>(1)</sup>:</b>				
Commercial and Industrial	\$ —	\$ —	\$ 1,632	\$ 1,632
<b>December 31, 2021</b>				
<b>Impaired loans<sup>(1)</sup>:</b>				
Commercial and Industrial	\$ —	\$ —	\$ 439	\$ 439

<sup>(1)</sup> One immaterial Consumer and Other loan was fully reserved for using a specific allowance as of June 30, 2022 and December 31, 2021.

The sales comparison approach was utilized for estimating the fair value of non-recurring assets.

In the second quarter of 2022, the Company recorded \$0.4 million of OREO as a result of obtaining physical possession of a foreclosed property as partial consideration for amounts owed on an impaired loan. As of June 30, 2022, this OREO property had a carrying amount of \$0.4 million. As of December 31, 2021, the Company did not own any OREO properties.

As of June 30, 2022, total impaired loans measured for impairment using the fair value of the collateral for collateral dependent loans had carrying values of \$1.9 million with valuation allowances of \$0.3 million and were classified as Level 3. As of December 31, 2021, total impaired loans measured for impairment using the fair value of the collateral dependent loans had carrying values of \$2.2 million with valuation allowances of \$1.8 million and were classified as Level 3.



Impaired loans accounted for specific reserves of \$0.3 million and \$1.8 million as of June 30, 2022 and December 31, 2021, respectively. The Company did not have any charge offs during the six months ended June 30, 2022 from the specific reserve. The Company charged off an immaterial amount during the year ended December 31, 2021 from the specific reserve.

**Level 3 Analysis**

The following presents a reconciliation for Level 3 instruments measured at fair value on a recurring basis as of the dates noted (dollars in thousands):

<b>Three Months Ended June 30, 2022</b>	<b>Corporate Bonds</b>	<b>Loans Held at Fair Value</b>	<b>FSC</b>	<b>Guarantee Asset</b>	<b>IRLC</b>	<b>Equity Warrants</b>
Beginning balance	\$ 6,215	\$ 6,380	\$ —	\$ 206	\$ 990	\$ 402
Acquisitions	—	18,352	—	—	1,083	—
Originations	—	—	—	—	(2,063)	—
Gains/(losses) in net income, net	—	(155)	—	(32)	826	323
Transfer to held-to-maturity	(6,215)	—	—	—	—	—
Settlements	—	(3,100)	—	—	—	—
Ending balance	\$ —	\$ 21,477	\$ —	\$ 174	\$ 836	\$ 725

<b>Three Months Ended June 30, 2021</b>	<b>Corporate Bonds</b>	<b>Loans Held at Fair Value</b>	<b>FSC</b>	<b>Guarantee Asset</b>	<b>IRLC</b>	<b>Equity Warrants</b>
Beginning balance	\$ —	\$ —	\$ (173)	\$ 188	\$ 2,105	\$ —
Acquisitions	—	—	—	—	5,823	—
Originations	—	—	—	2	(5,981)	—
Gains/(losses) in net income, net	—	—	173	6	861	—
Ending balance	\$ —	\$ —	\$ —	\$ 196	\$ 2,808	\$ —

<b>Six Months Ended June 30, 2022</b>	<b>Corporate Bonds</b>	<b>Loans Held at Fair Value</b>	<b>FSC</b>	<b>Guarantee Asset</b>	<b>IRLC</b>	<b>Equity Warrants</b>
Beginning balance	\$ 2,113	\$ —	\$ (9)	\$ 237	\$ 1,473	\$ 160
Acquisitions	4,000	24,732	9	—	2,697	242
Originations	—	—	—	—	(3,417)	—
Gains/(losses) in net income, net	—	(155)	—	(63)	83	323
Unrealized gains, net	102	—	—	—	—	—
Transfer to held-to-maturity	(6,215)	—	—	—	—	—
Settlements	—	(3,100)	—	—	—	—
Ending balance	\$ —	\$ 21,477	\$ —	\$ 174	\$ 836	\$ 725

<b>Six Months Ended June 30, 2021</b>	<b>Corporate Bonds</b>	<b>Loans Held at Fair Value</b>	<b>FSC</b>	<b>Guarantee Asset</b>	<b>IRLC</b>	<b>Equity Warrants</b>
Beginning balance	\$ —	\$ —	\$ (89)	\$ 232	\$ 9,841	\$ —
Acquisitions	—	—	(173)	2	8,507	—
Originations	—	—	—	—	(12,997)	—
Gains/(losses) in net income, net	—	—	262	(38)	(2,543)	—
Ending balance	\$ —	\$ —	\$ —	\$ 196	\$ 2,808	\$ —

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The following presents quantitative information about Level 3 assets measured on a recurring and nonrecurring basis as of the dates noted (dollars in thousands):

<b>Quantitative Information about Level 3 Fair Value Measurements as of June 30, 2022</b>				
	<b>Fair Value</b>	<b>Valuation Technique</b>	<b>Significant Unobservable Input</b>	<b>Range (Weighted Average)</b>
<b>Recurring fair value</b>				
Loans held at fair value	\$ 21,477	Discounted cash flow	Discount rate	4% to 19% (10%)
Guarantee asset	174	Discounted cash flow	Discount rate Prepayment rate	4% (4%) 8% (8%)
IRLC, net	836	Best execution model	Pull through	67% to 100% (94%)
Equity warrants	725	Black-Scholes option pricing model	Volatility Risk-free interest rate Remaining life	32.4% to 32.5% (32.5%) 1.78% to 2.95% (2.69%) 0 to 4 years
<b>Nonrecurring fair value</b>				
<b>OREO:</b>				
Commercial properties	378	Appraisal value	Commission, cost to sell, closing costs	9% (9%)
<b>Impaired loans<sup>(1)</sup>:</b>				
Commercial and Industrial	1,632	Sales comparison, Market approach - guideline transaction method	Management discount for asset/property type	10% (10%)

Quantitative Information about Level 3 Fair Value Measurements as of December 31, 2021				
	Fair Value	Valuation Technique	Significant Unobservable Input	Range (Weighted Average)
<b>Recurring fair value</b>				
Corporate Bonds	\$ 2,113	Discounted cash flow	Discount rate	7% (7%)
FSC	(9)	Internal pricing model	Market Differential	-14bps to -2 bps (-6bps)
Guarantee asset	237	Discounted cash flow	Discount rate Prepayment rate	3% (3%) 18% (18%)
IRLC, net	1,473	Best execution model	Pull through	71% to 100% (88%)
Equity warrants	160	Black-Scholes option pricing model	Volatility Risk-free interest rate Remaining life	24% to 37% (32%) 0.30% to 1.10% (0.97%) 0 to 4 years
<b>Nonrecurring fair value</b>				
Impaired loans <sup>(1)</sup> :				
Commercial and Industrial	439	Sales comparison, Market approach - guideline transaction method	Management discount for asset/property type	17% - 45% (39%)

<sup>(1)</sup> One immaterial Consumer and Other loan was fully reserved for using a specific allowance as of June 30, 2022 and December 31, 2021.

#### Estimated Fair Value of Other Financial Instruments

The following presents carrying amounts and estimated fair values for financial instruments not carried at fair value as of the dates noted (dollars in thousands):

June 30, 2022	Carrying Amount	Fair Value Measurements Using:		
		Level 1	Level 2	Level 3
<b>Assets:</b>				
Cash and cash equivalents	\$ 171,606	\$ 171,606	\$ —	\$ —
Held-to-maturity securities	87,029	236	75,699	8,807
Loans, net	2,132,037	—	—	2,105,608
Accrued interest receivable	7,884	3	333	7,548
<b>Liabilities:</b>				
Deposits	2,169,998	2,022,624	—	148,933
<b>Borrowings:</b>				
FHLB borrowings – fixed rate	80,000	—	79,789	—
Federal Reserve borrowings – fixed rate	7,223	—	7,223	—
Subordinated notes – fixed-to-floating rate	32,553	—	—	32,476
Accrued interest payable	304	38	—	266

December 31, 2021	Carrying Amount	Fair Value Measurements Using:		
		Level 1	Level 2	Level 3
<b>Assets:</b>				
Cash and cash equivalents	\$ 386,983	\$ 386,983	\$ —	\$ —
Loans, net	1,935,405	—	—	1,919,625
Accrued interest receivable	7,151	2	203	6,946
<b>Liabilities:</b>				
Deposits	2,205,703	2,035,212	—	172,240
<b>Borrowings:</b>				
FHLB borrowings – fixed rate	15,000	—	14,990	—
Federal Reserve borrowings – fixed rate	23,629	—	23,629	—
Subordinated notes – fixed-to-floating rate	39,031	—	—	40,325
Accrued interest payable	355	87	—	268

The fair value estimates presented and discussed above are based on pertinent information available to management as of the dates specified. The estimated fair value amounts are based on the exit price notion set forth by ASU 2016-01. Although management is not aware of any factors that would significantly affect the estimated fair values, such amounts have not been comprehensively revalued for purposes of these condensed consolidated financial statements since the balance sheet dates. Therefore, current estimates of fair value may differ significantly from the amounts presented herein.

The methods and assumptions, not previously presented, used to estimate fair values are described as follows.

Cash and Cash Equivalents and Restricted Cash: The carrying amounts of cash and cash equivalents and restricted cash approximate fair values as maturities are less than 90 days and balances are generally in accounts bearing current market interest rates.

Held-to-maturity securities: The fair values for held-to-maturity investment securities are determined by quoted market prices, if available (Level 1). For securities where quoted prices are not available, fair values are calculated based on market prices of similar securities (Level 2). For securities where quoted prices or market prices of similar securities is not available, fair values are calculated using discounted cash flows or other market indicators (Level 3).

Loans, net: The fair values for all fixed-rate and variable-rate performing loans were estimated using the income approach and by discounting the projected cash flows of such loans. Principal and interest cash flows were projected based on the contractual terms of the loans, including maturity, contractual amortization, and adjustments for prepayments and expected losses, where appropriate. A discount rate was developed based on the relative risk of the cash flows, considering the loan type, maturity, and a required return on capital.

Accrued Interest Receivable and Payable: The carrying amounts of accrued interest approximate fair value due to their short-term nature.

Deposits: The fair values disclosed for demand deposits (e.g., interest and non-interest checking, passbook savings, and certain types of money market accounts) are, by definition, equal to the amounts payable on demand at the reporting date (i.e., their carrying amounts). The carrying amounts of variable-rate, fixed-term money market accounts and certificates of deposit approximate their fair values at the reporting dates. Fair values for fixed-rate certificates of deposit are estimated using a discounted cash flow calculation that applies interest rates currently being offered on certificates to a schedule of aggregated expected monthly maturities on time deposits.

Fixed Rate Borrowings: Borrowings with fixed rates are valued using inputs such as discounted cash flows and current interest rates for similar instruments and borrowers with similar credit ratings.

Fixed-to-Floating Rate Borrowings: Borrowings with fixed-to-floating rates are valued using inputs such as discounted cash flows and current interest rates for similar instruments and assume the Company will redeem the instrument prior to the first interest rate reset date.

**NOTE 15 - SEGMENT REPORTING**

The Company's reportable segments consist of Wealth Management and Mortgage. The chief operating decision maker ("CODM") is the Chief Executive Officer. The measure of profit or loss used by the CODM to identify and measure the Company's reportable segments is income before income tax.

The Wealth Management segment consists of operations relative to the Company's fully integrated wealth management products and services. Services provided include deposit, loan, insurance, and trust and investment management advisory products and services.

The Mortgage segment consists of operations relative to the Company's residential mortgage service offerings. Mortgage products and services are financial in nature for which premiums are recognized net of expenses, upon the sale of mortgage loans to third parties.

The following presents the financial information for each segment that is specifically identifiable or based on allocations using internal methods as of or for the three and six months ended June 30, 2022 and 2021 (dollars in thousands):

As of or for the three months ended June 30, 2022	Wealth Management	Mortgage	Consolidated
<b>Income Statement</b>			
Total interest income	\$ 21,631	\$ —	\$ 21,631
Total interest expense	1,493	—	1,493
Provision for loan losses	519	—	519
Net interest income, after provision for loan losses	19,619	—	19,619
Non-interest income	5,663	1,277	6,940
Total income before non-interest expense	25,282	1,277	26,559
Depreciation and amortization expense	522	12	534
Net (gain)/loss on assets held for sale	(2)	—	(2)
All other non-interest expense	17,836	2,215	20,051
Income before income taxes	<u>\$ 6,926</u>	<u>\$ (950)</u>	<u>\$ 5,976</u>
Goodwill	\$ 30,400	\$ —	\$ 30,400
Total assets	2,513,177	28,316	2,541,493
<b>As of or for the three months ended June 30, 2021</b>			
<b>Income Statement</b>			
Total interest income	\$ 15,548	\$ —	\$ 15,548
Total interest expense	1,325	—	1,325
Provision for loan losses	12	—	12
Net interest income, after provision for loan losses	14,211	—	14,211
Non-interest income	5,573	3,927	9,500
Total income before non-interest expense	19,784	3,927	23,711
Depreciation and amortization expense	262	13	275
All other non-interest expense	12,539	2,709	15,248
Income before income taxes	<u>\$ 6,983</u>	<u>\$ 1,205</u>	<u>\$ 8,188</u>
Goodwill	\$ 24,191	\$ —	\$ 24,191
Total assets	1,956,393	52,911	2,009,304

As of or for the six months ended June 30, 2022	Wealth Management	Mortgage	Consolidated
<b>Income Statement</b>			
Total interest income	\$ 41,296	\$ —	\$ 41,296
Total interest expense	2,874	—	2,874
Provision for loan losses	729	—	729
Net interest income, after provision for loan losses	37,693	—	37,693
Non-interest income	11,745	3,795	15,540
Total income before non-interest expense	49,438	3,795	53,233
Depreciation and amortization expense	1,070	24	1,094
Net loss on assets held for sale	(3)	—	(3)
All other non-interest expense	34,434	4,416	38,850
Income before income taxes	\$ 13,937	\$ (645)	\$ 13,292
Goodwill	\$ 30,400	\$ —	\$ 30,400
Total assets	2,513,177	28,316	2,541,493
<b>Income Statement</b>			
Total interest income	\$ 30,047	\$ —	\$ 30,047
Total interest expense	2,771	—	2,771
Provision for loan losses	12	—	12
Net interest income, after provision for loan losses	27,264	—	27,264
Non-interest income	10,978	9,124	20,102
Total income before non-interest expense	38,242	9,124	47,366
Depreciation and amortization expense	520	27	547
All other non-interest expense	24,822	5,770	30,592
Income before income taxes	\$ 12,900	\$ 3,327	\$ 16,227
Goodwill	\$ 24,191	\$ —	\$ 24,191
Total assets	1,956,393	52,911	2,009,304

#### NOTE 16 – LOW-INCOME HOUSING TAX CREDIT INVESTMENTS

On December 19, 2019, the Company invested in a low-income housing tax credit ("LIHTC") investment. As of June 30, 2022 and December 31, 2021, the balance of the LIHTC investment was \$2.6 million. These balances are reflected in the Other assets line item of the Condensed Consolidated Balance Sheets. There were no unfunded commitments related to the LIHTC investment as of June 30, 2022. As of December 31, 2021, total unfunded commitments were \$0.2 million.

The Company uses the proportional amortization method to account for this investment. Amortization expense is included within the Income tax expense line item of the Condensed Consolidated Statements of Income. During the three months ended June 30, 2022 and 2021, the Company recognized amortization expense of \$0.1 million. During the six months ended June 30, 2022 and 2021, the Company recognized amortization expense of \$0.2 million.

Additionally, during the three months ended June 30, 2022 and 2021, the Company recognized \$0.1 million of tax credits and other benefits from the LIHTC investment. During the six months ended June 30, 2022 and 2021, the Company recognized \$0.2 million of tax credits and other benefits. During the three and six months ended June 30, 2022 and 2021, the Company did not incur any impairment losses.

## NOTE 17 - REGULATORY CAPITAL MATTERS

First Western and the Bank are subject to various regulatory capital adequacy requirements administered by 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 Company's condensed consolidated financial statements. Under capital adequacy guidelines and, additionally for banks, the regulatory framework for prompt corrective action, First Western and the Bank must meet specific capital guidelines that involve quantitative measures of their assets, liabilities, and certain off-balance sheet items as calculated under regulatory accounting practices.

First Western and the Bank's capital amounts and classification are also subject to qualitative judgments by the regulators regarding components, risk weightings, and other factors. The final rules implementing Basel Committee on Banking Supervision's capital guidelines for U.S. banks ("Basel III rules") have been fully phased in. The net unrealized gain or loss on available-for-sale securities is not included in computing regulatory capital. During the year ended December 31, 2021, First Western made a capital injection of \$2.9 million into the Bank. Management believes as of June 30, 2022, First Western and the Bank meet all capital adequacy requirements to which they are subject.

Prompt corrective action regulations for First Western and the Bank provide five classifications: well capitalized, adequately capitalized, undercapitalized, significantly undercapitalized, and critically undercapitalized, although these terms are not used to represent overall financial condition. If adequately capitalized, regulatory approval is required to accept brokered deposits. If undercapitalized, capital distributions are limited, as is asset growth and expansion, and capital restoration plans are required.

The standard ratios established by First Western and the Bank's primary regulators to measure capital require First Western and the Bank to maintain minimum amounts and ratios, set forth in the following table. These ratios are common equity Tier 1 capital ("CET1"), Tier 1 capital and total capital (as defined in the regulations) to risk-weighted assets (as defined), and Tier 1 capital (as defined) to average assets (as defined).

The actual capital ratios of First Western and the Bank, along with the applicable regulatory capital requirements as of June 30, 2022, were calculated in accordance with the requirements of Basel III. The final rules of Basel III also established a "capital conservation buffer" of 2.5% above new regulatory minimum capital ratios, which are fully effective following minimum ratios: (i) a CET1 ratio of 7.0%; (ii) a Tier 1 capital ratio of 8.5%; and (iii) a total capital ratio of 10.5%. Banks are subject to limitations on paying dividends, engaging in share repurchases, and paying discretionary bonuses if its capital level falls below the buffer amount. These limitations establish a maximum percentage of eligible retained income that can be utilized for such activities.

As of June 30, 2022 and December 31, 2021, the most recent filings with the FDIC categorized First Western and the Bank as well capitalized under the regulatory guidelines. To be categorized as well capitalized, an institution must maintain minimum CET1 risk-based, Tier 1 risk-based, total risk-based, and Tier 1 leverage ratios as set forth in the following table. Management believes there are no conditions or events since June 30, 2022, that have changed the categorization of First Western and the Bank as well capitalized. Management believes First Western and the Bank met all capital adequacy requirements to which it was subject as of June 30, 2022 and December 31, 2021.

The following presents the actual and required capital amounts and ratios as of dates noted (dollars in thousands):

June 30, 2022	Actual		Required for Capital Adequacy Purposes <sup>(1)</sup>		To be Well Capitalized Under Prompt Corrective Action Regulations	
	Amount	Ratio	Amount	Ratio	Amount	Ratio
Tier 1 capital to risk-weighted assets						
Bank	\$ 214,993	10.99 %	\$ 117,361	6.0 %	\$ 156,482	8.0 %
Consolidated	199,379	10.15	N/A	N/A	N/A	N/A
CET1 to risk-weighted assets						
Bank	214,993	10.99	88,021	4.5	127,141	6.5
Consolidated	199,379	10.15	N/A	N/A	N/A	N/A
Total capital to risk-weighted assets						
Bank	229,777	11.75	156,482	8.0	195,602	10.0
Consolidated	247,164	12.58	N/A	N/A	N/A	N/A
Tier 1 capital to average assets						
Bank	214,993	8.65	99,469	4.0	124,336	5.0
Consolidated	199,379	8.00	N/A	N/A	N/A	N/A

  

December 31, 2021	Actual		Required for Capital Adequacy Purposes <sup>(1)</sup>		To be Well Capitalized Under Prompt Corrective Action Regulations	
	Amount	Ratio	Amount	Ratio	Amount	Ratio
Tier 1 capital to risk-weighted assets						
Bank	\$ 203,164	11.40 %	\$ 106,945	6.0 %	\$ 142,594	8.0 %
Consolidated	188,777	10.54	N/A	N/A	N/A	N/A
CET1 to risk-weighted assets						
Bank	203,164	11.40	80,209	4.5	115,858	6.5
Consolidated	188,777	10.54	N/A	N/A	N/A	N/A
Total capital to risk-weighted assets						
Bank	217,215	12.19	142,594	8.0	178,242	10.0
Consolidated	242,388	13.54	N/A	N/A	N/A	N/A
Tier 1 capital to average assets						
Bank	203,164	10.05	80,887	4.0	101,108	5.0
Consolidated	188,777	9.31	N/A	N/A	N/A	N/A

<sup>(1)</sup> Does not include capital conservation buffer.



## **Item 2. Management's Discussion and Analysis of Financial Condition and Results of Operations**

The following discussion and analysis is intended to assist readers in understanding our financial condition and results of operations for the three and six months ended June 30, 2022 and should be read in conjunction with our consolidated financial statements and the accompanying notes thereto included in this Quarterly Report on Form 10-Q (this "Form 10-Q") and in our Annual Report on Form 10-K filed with the Securities and Exchange Commission ("SEC") on March 15, 2022. Unless we state otherwise or the context otherwise requires, references in this Form 10-Q to "we," "our," "us," "the Company," and "First Western" refer to First Western Financial, Inc. and its consolidated subsidiaries, including First Western Trust Bank, which we sometimes refer to as "the Bank" or "our Bank."

The following discussion contains "forward-looking statements" that reflect our future plans, estimates, beliefs, and expected performance. We caution that assumptions, expectations, projections, intentions, or beliefs about future events may, and often do, vary from actual results and the differences can be material. See "Cautionary Note Regarding Forward-Looking Statements." Also, see the risk factors and other cautionary statements described under the heading "Item 1A - Risk Factors" included in our Annual Report Form 10-K filed with the SEC on March 15, 2022 and in Part II-Item 1A of this Form 10-Q. We do not undertake any obligation to publicly update any forward-looking statements except as otherwise required by applicable law.

### **Company Overview**

We are a financial holding company founded in 2002 and headquartered in Denver, Colorado. We provide a fully integrated suite of wealth management services to our clients including banking, trust, and investment management products and services. Our mission is to be the best private bank for the Western wealth management client. We target entrepreneurs, professionals, and high-net worth individuals, typically with \$1.0 million-plus in liquid net worth, and their related philanthropic and business organizations, which we refer to as the "Western wealth management client." We believe that the Western wealth management client shares our entrepreneurial spirit and values our sophisticated, high-touch wealth management services that are tailored to meet their specific needs. We partner with our clients to solve their unique financial needs through our expert integrated services provided in a team approach.

We offer our services through a branded network of boutique private trust bank offices, which we believe are strategically located in affluent and high-growth markets in locations across Colorado, Arizona, Wyoming, Montana, and California. Our profit centers, which are comprised of private bankers, lenders, wealth planners, and portfolio managers, under the leadership of a local chairman and/or president, are also supported centrally by teams providing management services such as operations, risk management, credit administration, marketing, technology support, human capital, and accounting/finance services, which we refer to as support centers.

From 2004, when we opened our first profit center, until June 30, 2022, we have expanded our footprint into thirteen full service profit centers, three loan production offices, and two trust offices located across five states. As of and for the six months ended June 30, 2022, we had \$2.54 billion in total assets, \$53.2 million in total revenues, and provided fiduciary and advisory services on \$6.28 billion of assets under management ("AUM").

### **Response to COVID-19**

The spread of COVID-19 caused significant disruptions in the U.S. economy since it was declared a pandemic in March of 2020 by the World Health Organization. Disruptions include temporary closures of many businesses that led to a loss of revenues and a rapid increase in unemployment, disrupted global supply chains, market downturns and volatility, changes in consumer behavior related to pandemic fears, and related emergency response legislation. The changes have impacted our clients and their industries, as well as the financial services industry.

The Company activated its Business Continuity Management Plan in early 2020 in response to the emergence of COVID-19 and has continued to adjust as the crisis continues to impact our markets, clients, and business. A majority of our associates have been working remotely since early 2020. All of our offices are open, functioning, and continue to operate as usual. We are taking additional precautions within our profit centers, including enhanced cleaning procedures and physical distancing measures, to ensure the safety of our clients and our associates.

A provision in the Coronavirus Aid, Relief, and Economic Security Act ("CARES Act") created the Paycheck Protection Program ("PPP"), which is administered by the Small Business Administration ("SBA"). The PPP is intended to provide loans to small businesses to pay their employees, rent, mortgage interest, and utilities. The loans may be forgiven conditioned upon the client providing payroll documentation evidencing their compliant use of funds and otherwise complying with the terms of the program. The Bank is an approved SBA lender and participated in all rounds of the program.

The last round of program funds were depleted in early May 2021. With the originations closed, the SBA turned their attention to forgiveness, processing applications submitted by the Company. Loans funded in 2021 became eligible for forgiveness after the covered period of 8 to 24 weeks, which began for some clients in the early second quarter of 2021. As of June 30, 2022, we have received forgiveness payments of \$305.7 million from the SBA and have 47 PPP loans for a total of \$10.7 million with an average loan size of \$0.2 million remaining.

As a result of the COVID-19 pandemic, a loan modification program was designed and implemented to assist our clients experiencing financial stress resulting from the economic impacts caused by the global pandemic. The Company has offered loan extensions, temporary payment moratoriums, and financial covenant waivers for commercial and consumer borrowers impacted by the pandemic who have a pass risk rating and have not been delinquent over 30 days on payments in the last two years. In 2021, the deferral period ended for all non-acquired loans previously modified and payments resumed under the original terms. As of June 30, 2022, the Company's loan portfolio included 55 non-acquired loans which were previously modified under the loan modification program, totaling \$100.5 million. Through the Teton Acquisition, the Company acquired loans which were previously modified and are still in their deferral period. As of June 30, 2022, there were 15 of these loans, totaling \$3.5 million.

The Company also participated in the Federal Reserve's Main Street Lending Program ("MSLP") to support lending to small and medium-sized for-profit businesses and nonprofit organizations that were in sound financial condition before the onset of the COVID-19 pandemic. As of June 30, 2022, the Company had five loans with a balance held by the Bank of \$6.8 million.

### **Primary Factors Used to Evaluate the Results of Operations**

As a financial institution, we manage and evaluate various aspects of both our results of operations and our financial condition. We evaluate the comparative levels and trends of the line items in our Condensed Consolidated Balance Sheets and Statements of Income as well as various financial ratios that are commonly used in our industry. The primary factors we use to evaluate our results of operations include net interest income, non-interest income, and non-interest expense.

#### *Net Interest Income*

Net interest income represents interest income less interest expense. We generate interest income on interest-earning assets, primarily loans and investment securities. We incur interest expense on interest-bearing liabilities, primarily interest-bearing deposits and borrowings. To evaluate net interest income, we measure and monitor: (i) yields on loans, investment securities, and other interest-earning assets; (ii) the costs of deposits and other funding sources; (iii) the rates incurred on borrowings and other interest-bearing liabilities; and (iv) the regulatory risk weighting associated with the assets. Interest income is primarily impacted by loan growth and loan repayments, along with changes in interest rates on the loans. Interest expense is primarily impacted by changes in deposit balances, changes in interest rates on deposits, along with the volume and type of interest-bearing liabilities. Net interest income is primarily impacted by changes in market interest rates, the slope of the yield curve, and interest we earn on interest-earning assets or pay on interest-bearing liabilities.

#### *Non-Interest Income*

Non-interest income primarily consists of the following:

- *Trust and investment management fees*—fees and other sources of income charged to clients for managing their trust and investment assets, providing financial planning consulting services, 401(k) and retirement advisory consulting services, and other wealth management services. Trust and investment management fees are primarily impacted by rates charged and increases and decreases in AUM. AUM is primarily impacted by opening and closing of client advisory and trust accounts, contributions and withdrawals, and the fluctuation in market values.
- *Net gain on mortgage loans*—gain on originating and selling mortgages and origination fees, less commissions to loan originators, document review, and other costs specific to originating and selling the loan. The market adjustments for interest rate lock commitments ("IRLC"), mortgage derivatives, and gains and losses incurred on the mandatory trading of loans are also included in this line item. Net gain on mortgage loans is primarily impacted by the amount of loans sold, the type of loans sold, and market conditions.

- *Bank fees*—income generated through bank-related service charges such as: electronic transfer fees, treasury management fees, bill pay fees, servicing fees for MSLP, and other banking fees. Banking fees are primarily impacted by the level of business activities and cash movement activities of our clients.
- *Risk management and insurance fees*—commissions earned on insurance policies we have placed for clients through our client risk management team who incorporate insurance services, primarily life insurance, to support our clients' wealth planning needs. Our insurance revenues are primarily impacted by the type and volume of policies placed for our clients.
- *Income on company-owned life insurance*—income earned on the growth of the cash surrender value of life insurance policies we hold on certain key associates. The income on the increase in the cash surrender value is non-taxable income.

#### *Non-Interest Expense*

Non-interest expense is comprised primarily of the following:

- *Salaries and employee benefits*—all forms of compensation-related expenses including salary, incentive compensation, payroll-related taxes, stock-based compensation, benefit plans, health insurance, 401(k) plan match costs, and other benefit-related expenses. Salaries and employee benefit costs are primarily impacted by changes in headcount and fluctuations in benefits costs.
- *Occupancy and equipment*—costs related to building and land maintenance, leasing our office space, depreciation charges for the buildings, building improvements, furniture, fixtures and equipment, amortization of leasehold improvements, utilities, and other occupancy-related expenses. Occupancy and equipment costs are primarily impacted by the number of locations we occupy.
- *Professional services*—costs related to legal, accounting, tax, consulting, personnel recruiting, insurance, and other outsourcing arrangements. Professional services costs are primarily impacted by corporate activities requiring specialized services. FDIC insurance expense is also included in this line and represents the assessments that we pay to the FDIC for deposit insurance.
- *Technology and information systems*—costs related to software and information technology services to support office activities and internal networks. Technology and information system costs are primarily impacted by the number of locations we occupy, the number of associates we have, and the level of service we require from our third-party technology vendors.
- *Data processing*—costs related to processing fees paid to our third-party data processing system providers relating to our core private trust banking platform. Data processing costs are primarily impacted by the number of loan, deposit, and trust accounts we have and the level of transactions processed for our clients.
- *Marketing*—costs related to promoting our business through advertising, promotions, charitable events, sponsorships, donations, and other marketing-related expenses. Marketing costs are primarily impacted by the levels of advertising programs and other marketing activities and events held throughout the year.
- *Amortization of other intangible assets*—primarily represents the amortization of intangible assets including client lists, core deposit intangibles, and other similar items recognized in connection with acquisitions.
- *Other*—includes costs related to operational expenses associated with office supplies, postage, travel expenses, meals and entertainment, dues and memberships, costs to maintain or prepare other real estate owned (“OREO”) for sale, director compensation and travel, and other general corporate expenses that do not fit within one of the specific non-interest expense lines described above. Other operational expenses are generally impacted by our business activities and needs.

### *Operating Segments*

The Company's reportable segments consist of Wealth Management and Mortgage. We measure the overall profitability of operating segments based on income before income tax. We believe this is a more useful measurement as our wealth management products and services are fully integrated with our private trust bank. We allocate costs to our segments, which consist primarily of compensation and overhead expense directly attributable to the products and services within the Wealth Management and Mortgage segments. We measure the profitability of each segment based on a post-allocation basis, as we believe it better approximates the operating cash flows generated by our reportable operating segments. A description of each segment is provided in Note 15 - Segment Reporting of the accompanying Notes to the Condensed Consolidated Financial Statements.

### **Primary Factors Used to Evaluate our Balance Sheet**

The primary factors we use to evaluate our balance sheet include asset and liability levels, asset quality, capital, liquidity, and potential profit production from assets.

We manage our asset levels to ensure our lending initiatives are efficiently and profitably supported and to ensure we have the necessary liquidity and capital to meet the required regulatory capital ratios. Funding needs are evaluated and forecasted by communicating with clients, reviewing loan maturity and draw expectations, and projecting new loan opportunities.

We manage the diversification and quality of our assets based upon factors that include the level, distribution, severity, and trend of problem assets such as those determined to be classified, delinquent, non-accrual, non-performing or restructured; the adequacy of our allowance for loan losses; the diversification and quality of loan and investment portfolios; the extent of counterparty risks, credit risk concentrations, and other factors.

We manage our liquidity based upon factors that include the level and quality of capital and our overall financial condition, the trend and volume of problem assets, our balance sheet risk exposure, the level of deposits as a percentage of total loans, the amount of non-deposit funding used to fund assets, the availability of unused funding sources and off-balance sheet obligations, the availability of assets to be readily converted into cash without undue loss, the amount of cash and liquid securities we hold, and other factors.

Financial institution regulators have established guidelines for minimum capital ratios for banks and bank holding companies. The Company has adopted the Basel III regulatory capital framework. As of June 30, 2022, the Bank's capital ratios exceeded the current well capitalized regulatory requirements established under Basel III.

### **Acquisitions and Divestitures**

On July 22, 2021, the Company entered into an Agreement and Plan of Merger (the "Merger Agreement" or "Teton Acquisition") with Teton Financial Services, Inc. ("Teton"), parent company of Rocky Mountain Bank, a Wyoming-chartered bank headquartered in Jackson, Wyoming. The Merger Agreement provided that, subject to the terms and conditions set forth in the Merger Agreement, Teton would merge into the Company, with the Company continuing as the surviving corporation. The Merger Agreement also provided that following the merger, Rocky Mountain Bank would merge with and into the Bank, with the Bank surviving the bank merger. The transaction successfully closed on December 31, 2021. See Note 2 – Acquisitions of the accompanying Notes to the Condensed Consolidated Financial Statements for additional information.

## Results of Operations

### Overview

*The three months ended June 30, 2022 compared with the three months ended June 30, 2021.* We reported net income available to common shareholders of \$4.5 million for the three months ended June 30, 2022, compared to \$6.3 million of net income available to common shareholders for the three months ended June 30, 2021, a \$1.8 million, or 28.6% decrease. For the three months ended June 30, 2022, our income before income tax was \$6.0 million, a \$2.2 million, or 27.0% decrease from the three months ended June 30, 2021. The decrease was primarily driven by a \$5.1 million increase in non-interest expense and a \$2.8 million decrease in net gain on mortgage loans, partially offset by a \$5.4 million increase in net interest income, after provision for loan losses. The increase in non-interest expense was primarily driven by the addition of Teton's operations at the end of 2021 and additional headcount to support the growth of the Company. The decrease in net gain on mortgage loans was primarily driven by a slowdown in new lock volume on held for sale loans associated with rising interest rates, reduced housing inventory, and origination volume more heavily weighted to portfolio loans held for investment. The increase in net interest income, after provision for loan losses was primarily due to an increase in average loan balances and an increase in average loan yields.

*The six months ended June 30, 2022 compared with the six months ended June 30, 2021.* We reported net income available to common shareholders of \$10.0 million for the six months ended June 30, 2022, compared to \$12.3 million of net income available to common shareholders for the six months ended June 30, 2021, a \$2.3 million, or 18.5% decrease. For the six months ended June 30, 2022, our income before income tax was \$13.3 million, a \$2.9 million, or 18.1% decrease from the six months ended June 30, 2021. The decrease was primarily driven by a \$8.8 million increase in non-interest expense and a \$5.5 million decrease in net gain on mortgage loans, partially offset by a \$10.4 million increase in net interest income, after provision for loan losses. The increase in non-interest expense was primarily driven by the addition of Teton's operations at the end of 2021 and additional headcount to support the growth of the Company. The decrease in net gain on mortgage loans was primarily driven by a slowdown in new lock volume on held for sale loans associated with rising interest rates, reduced housing inventory, and origination volume more heavily weighted to portfolio loans held for investment. The increase in net interest income, after provision for loan losses was primarily due to an increase in average loan balances and an increase in average loan yields.

### Net Interest Income

*The three months ended June 30, 2022 compared with the three months ended June 30, 2021.* For the three months ended June 30, 2022, net interest income, before the provision for loan losses, was \$20.1 million, an increase of \$5.9 million, or 41.6%, compared to the three months ended June 30, 2021. The increase in net interest income was driven by a \$436.5 million increase in average loans outstanding and a 22 basis point increase in the average yield on loans, partially offset by a \$382.2 million increase in average interest bearing deposit balances. Net interest margin increased 34 basis points to 3.35% in the second quarter of 2022 from 3.01% reported in the second quarter of 2021. The increase in net interest margin was primarily a result of a 22 basis point increase in average yield on loans.

*The six months ended June 30, 2022 compared with the six months ended June 30, 2021.* For the six months ended June 30, 2022, net interest income, before the provision for loan losses, was \$38.4 million, an increase of \$11.1 million, or 40.9%, compared to the six months ended June 30, 2021. The increase in net interest income was driven by a \$402.3 million increase in average loans outstanding, a 27 basis point increase in the average yield on loans, and a 4 basis point decrease in the average cost of funds, partially offset by a \$412.1 million increase in average interest bearing deposit balances. Net interest margin increased 22 basis points to 3.17% in the six months ended June 30, 2022, from 2.95% reported in the six months ended June 30, 2021. The increase in net interest margin was primarily a result of a 27 basis point increase in average yield on loans and a 4 basis point decrease in the average cost of funds.

The increase in average loans outstanding for the three and six months ended June 30, 2022 compared to the same periods in 2021 was due to organic loan growth and the Teton acquisition at the end of 2021. Average loan yields were 4.11% and 4.04% for the three and six months ended June 30, 2022, compared to 3.89% and 3.77% for the three and six months ended June 30, 2021. The increase in loan yields during the three and six month periods were primarily driven by the addition of higher yielding loans from the Teton acquisition, a beneficial mix shift in the loan portfolio due to PPP loan forgiveness, and the rising interest rate environment.

Interest income on our investment securities portfolio increased as a result of higher average investment balances for the three and six months ended June 30, 2022 compared to the same period in 2021. Our average investment securities balance during the three and six months ended June 30, 2022 was \$69.3 million and \$62.5 million, an increase of \$42.8 million and \$33.3 million from the three and six months ended June 30, 2021. The impact on the increase in average balances was partially offset by a lower average yield on the securities portfolio.

Interest expense on deposits increased during the three and six months ended June 30, 2022 compared to the same period in 2021. The increase was driven primarily by a 32.8% and 35.4% increase in average interest-bearing deposits for the three and six months ended June 30, 2022 compared to the same period in 2021. The increase in average interest-bearing deposits was attributable to the Teton acquisition and organic growth in interest checking accounts.

The following presents an analysis of net interest income and net interest margin during the periods presented, using daily average balances for each major category of interest-earning assets and interest-bearing liabilities, the interest earned or paid, and the average rate earned or paid on those assets or liabilities.

	As of or for the Three Months Ended June 30,					
	2022			2021		
(Dollars in thousands)	Average Balance <sup>(1)</sup>	Interest Earned / Paid	Average Yield / Rate	Average Balance <sup>(1)</sup>	Interest Earned / Paid	Average Yield / Rate
<b>Assets</b>						
Interest-earning assets:						
Interest-bearing deposits in other financial institutions	\$ 320,656	\$ 547	0.68 %	\$ 292,615	\$ 92	0.13 %
Federal funds sold	1,017	2	0.79	—	—	—
Investment securities <sup>(2)</sup>	69,320	418	2.41	26,474	169	2.55
Loans <sup>(3)</sup>	2,010,024	20,664	4.11	1,573,553	15,287	3.89
Interest-earning assets <sup>(4)</sup>	2,401,017	21,631	3.60	1,892,642	15,548	3.29
Mortgage loans held for sale <sup>(5)</sup>	19,452	229	4.71	86,760	625	2.88
Total interest-earning assets, plus mortgage loans held for sale	2,420,469	21,860	3.61	1,979,402	16,173	3.27
Allowance for loan losses	(13,257)			(12,540)		
Noninterest-earning assets	119,857			93,629		
Total assets	<u>\$ 2,527,069</u>			<u>\$ 2,060,491</u>		
<b>Liabilities and Shareholders' Equity</b>						
Interest-bearing liabilities:						
Interest-bearing deposits	\$ 1,547,901	1,103	0.29	\$ 1,165,734	866	0.30
FHLB and Federal Reserve borrowings	20,815	28	0.54	148,869	117	0.31
Subordinated notes	32,533	362	4.45	24,252	342	5.64
Total interest-bearing liabilities	1,601,249	1,493	0.37	1,338,855	1,325	0.40
Noninterest-bearing liabilities:						
Noninterest-bearing deposits	679,531			539,613		
Other liabilities	19,194			16,558		
Total noninterest-bearing liabilities	698,725			556,171		
Total shareholders' equity	227,095			165,465		
Total liabilities and shareholders' equity	<u>\$ 2,527,069</u>			<u>\$ 2,060,491</u>		
Net interest rate spread <sup>(6)</sup>			3.23			2.89
Net interest income <sup>(7)</sup>		<u>\$ 20,138</u>			<u>\$ 14,223</u>	
Net interest margin <sup>(8)</sup>			3.35			3.01

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(Dollars in thousands)	As of and For the Six Months Ended June 30,					
	2022			2021		
	Average Balance <sup>(1)</sup>	Interest Earned / Paid	Average Yield / Rate	Average Balance <sup>(1)</sup>	Interest Earned / Paid	Average Yield / Rate
<b>Assets</b>						
Interest-earning assets:						
Interest-bearing deposits in other financial institutions	\$ 397,199	\$ 778	0.39 %	\$ 253,314	\$ 183	0.14 %
Federal funds sold	1,182	3	0.51	—	—	—
Investment securities <sup>(2)</sup>	62,530	755	2.41	29,205	365	2.50
Loans <sup>(3)</sup>	1,966,639	39,760	4.04	1,564,323	29,499	3.77
Interest-earning assets <sup>(4)</sup>	2,427,550	41,296	3.40	1,846,842	30,047	3.25
Mortgage loans held for sale <sup>(5)</sup>	21,067	419	3.98	131,079	1,777	2.71
Total interest-earning assets, plus mortgage loans held for sale	2,448,617	41,715	3.41	1,977,921	31,824	3.22
Allowance for loan losses	(13,485)			(12,541)		
Noninterest-earning assets	120,785			96,988		
Total assets	<u>\$ 2,555,917</u>			<u>\$ 2,062,368</u>		
<b>Liabilities and Shareholders' Equity</b>						
Interest-bearing liabilities:						
Interest-bearing deposits	\$ 1,576,449	2,046	0.26	\$ 1,164,379	1,840	0.32
FHLB and Federal Reserve borrowings	26,925	67	0.50	143,279	248	0.35
Subordinated notes	32,735	761	4.65	24,256	683	5.63
Total interest-bearing liabilities	1,636,109	2,874	0.35	1,331,914	2,771	0.42
Noninterest-bearing liabilities:						
Noninterest-bearing deposits	674,148			548,610		
Other liabilities	21,363			18,842		
Total noninterest-bearing liabilities	695,511			567,452		
Shareholders' equity	224,297			163,002		
Total liabilities and shareholders' equity	<u>\$ 2,555,917</u>			<u>\$ 2,062,368</u>		
Net interest rate spread <sup>(6)</sup>			3.05			2.83
Net interest income <sup>(7)</sup>		<u>\$ 38,422</u>			<u>\$ 27,276</u>	
Net interest margin <sup>(8)</sup>			3.17 %			2.95 %

<sup>(1)</sup> Average balance represents daily averages, unless otherwise noted.

<sup>(2)</sup> Represents monthly averages.

<sup>(3)</sup> Non-performing loans are included in the respective average loan balances. Income, if any, on such loans is recognized on a cash basis.

<sup>(4)</sup> Tax-equivalent yield adjustments are immaterial.

<sup>(5)</sup> Mortgage loans held for sale are separated from the interest-earning assets above, as these loans are held for a short period of time until sold in the secondary market and are not held for investment purposes, with interest income recognized in the net gain on mortgage loans line in the Condensed Consolidated Statements of Income. These balances are excluded from the margin calculations in these tables.

<sup>(6)</sup> Net interest spread is the average yield on interest-earning assets (excluding mortgage loans held for sale) minus the average rate on interest-bearing liabilities.

<sup>(7)</sup> Net interest income is the difference between income earned on interest-earning assets, which does not include interest earned on mortgage loans held for sale, and expense paid on interest-bearing liabilities.

<sup>(8)</sup> Net interest margin is equal to net interest income divided by average interest-earning assets (excluding mortgage loans held for sale).

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The following presents the dollar amount of changes in interest income and interest expense during the periods presented for each component of interest-earning assets and interest-bearing liabilities (excluding mortgage loans held for sale), and distinguishes between changes attributable to volume and interest rates. Changes attributable to both rate and volume that cannot be separated have been allocated to volume (dollars in thousands):

	Three Months Ended June 30, 2022 Compared to 2021			Six Months Ended June 30, 2022 Compared to 2021		
	Increase (Decrease) Due to Change in:		Total Increase (Decrease)	Increase (Decrease) Due to Change in:		Total Increase (Decrease)
	Volume	Rate		Volume	Rate	
<b>Interest-earning assets:</b>						
Interest-bearing deposits in other financial institutions	\$ 48	\$ 407	\$ 455	\$ 282	\$ 313	\$ 595
Federal funds sold	2	—	2	3	—	3
Investment securities	258	(9)	249	402	(12)	390
Loans	4,487	890	5,377	8,134	2,127	10,261
Total increase (decrease) in interest income	4,795	1,288	6,083	8,821	2,428	11,249
<b>Interest-bearing liabilities:</b>						
Interest-bearing deposits	272	(35)	237	535	(329)	206
FHLB and Federal Reserve borrowings	(172)	83	(89)	(290)	109	(181)
Subordinated notes	92	(72)	20	197	(119)	78
Total increase (decrease) in interest expense	192	(24)	168	442	(339)	103
Increase in net interest income	\$ 4,603	\$ 1,312	\$ 5,915	\$ 8,379	\$ 2,767	\$ 11,146

*Provision for Loan Losses*

We have a dedicated problem loan resolution team comprised of associates from our credit, senior leadership, risk, and accounting teams that meets frequently to ensure that watch list and problem credits are identified early and actively managed. We work to identify potential losses in a timely manner and proactively manage the problem credits to minimize losses. For the three and six months ended June 30, 2022, we recorded a \$0.5 million and \$0.7 million provision for credit losses. The provision during the three months ended June 30, 2022 was partially offset by a release of specific reserve on an impaired loan.

The Company has increased loan level reviews and portfolio monitoring to address the changing environment. Management believes the financial strength of the Company's clientele and the diversity of the portfolio continues to mitigate the credit risk within the portfolio.

*Non-Interest Income*

*The three months ended June 30, 2022 compared with the three months ended June 30, 2021.* For the three months ended June 30, 2022 compared with the three months ended June 30, 2021, non-interest income decreased \$2.6 million, or 26.9%, to \$6.9 million. The decrease in non-interest income during the three months ended June 30, 2022 was primarily a result of a \$2.8 million decrease in net gain on mortgage loans, compared to the same period in 2021.

*The six months ended June 30, 2022 compared with the six months ended June 30, 2021.* For the six months ended June 30, 2022 compared with the six months ended June 30, 2021, non-interest income decreased \$4.6 million, or 22.7%, to \$15.5 million. The decrease in non-interest income during the six months ended June 30, 2022 was primarily a result of a \$5.5 million decrease in net gain on mortgage loans, compared to the same period in 2021.



The following presents the significant categories of our non-interest income during the periods presented (dollars in thousands):

(Dollars in thousands)	Three Months Ended June 30,		Change	
	2022	2021	\$	%
<b>Non-interest income:</b>				
Trust and investment management fees	\$ 4,784	\$ 5,009	\$ (225)	(4.5)%
Net gain on mortgage loans	1,152	3,914	(2,762)	(70.6)
Bank fees	601	394	207	52.5
Risk management and insurance fees	83	92	(9)	(9.8)
Income on company-owned life insurance	87	89	(2)	(2.2)
Net gain/(loss) on loans accounted for under the fair value option	(155)	—	(155)	*
Unrealized gains/(losses) recognized on equity securities	299	2	297	*
Other	89	—	89	*
<b>Total non-interest income</b>	<b>\$ 6,940</b>	<b>\$ 9,500</b>	<b>\$ (2,560)</b>	<b>(26.9)</b>

(Dollars in thousands)	Six Months Ended June 30,		Change	
	2022	2021	\$	%
<b>Non-interest income:</b>				
Trust and investment management fees	\$ 9,952	\$ 9,856	\$ 96	1.0 %
Net gain on mortgage loans	3,646	9,110	(5,464)	(60.0)
Bank fees	1,290	766	524	68.4
Risk management and insurance fees	192	143	49	34.3
Income on company-owned life insurance	173	177	(4)	(2.3)
Net gain on equity interests	1	—	1	*
Net gain/(loss) on loans accounted for under the fair value option	(155)	—	(155)	*
Unrealized gains/(losses) recognized on equity securities	267	(10)	277	*
Other	174	60	114	190.0
<b>Total non-interest income</b>	<b>\$ 15,540</b>	<b>\$ 20,102</b>	<b>\$ (4,562)</b>	<b>(22.7)</b>

\* Not meaningful

*Trust and investment management fees*—For the three months ended June 30, 2022 compared to the same period in 2021, our trust and investment management fees decreased \$0.2 million, or 4.5%. For the six months ended June 30, 2022 compared to the same period in 2021, our trust and investment management fees increased \$0.1 million, or 1.0%. The decrease for the three months ended June 30, 2022, is due to a decreased value of AUM balances caused by unfavorable market conditions, primarily during 2022. The increase for the six months ended June 30, 2022, is driven by favorable market conditions experienced in 2021.

*Net gain on mortgage loans*—For the three months ended June 30, 2022 compared to the same period in 2021, our net gain on mortgage loans decreased by \$2.8 million, or 70.6%, to \$1.2 million. For the six months ended June 30, 2022 compared to the same period in 2021, our net gain on mortgage loans decreased by \$5.5 million, or 60.0%, to \$3.6 million. The decrease in net gain on mortgage loans was primarily driven by a slowdown in new lock volume on held for sale loans associated with rising interest rates, reduced housing inventory, and origination volume more heavily weighted to portfolio loans held for investment.

*Bank fees*— For the three months ended June 30, 2022 compared to the same period in 2021, our bank fees increased by \$0.2 million or 52.5%. For the six months ended June 30, 2022 compared to the same period in 2021, our bank fees increased by \$0.5 million or 68.4%. The increase during the three and six month periods were primarily driven by increased activity consistent with the growth of the balance sheet.

*Net gain/(loss) on loans accounted for under the fair value option*— The Company elected the fair value option on certain new loans purchased in 2022. During the three and six months ended June 30, 2022, the Company recorded a net loss on loans accounted for under the fair value option of \$0.2 million. There were no loans accounted for under the fair value option in the same periods in 2021.

*Unrealized gains/(losses) on Equity Securities*— For the three and six months ended June 30, 2022 compared to the same period in 2021, our unrealized gains on equity securities increased by \$0.3 million. The increase was primarily driven by fair value adjustments on equity warrants.

#### Non-Interest Expense

*The three months ended June 30, 2022 compared with the three months ended June 30, 2021.* The increase in non-interest expense of 32.6% to \$20.6 million for the three months ended June 30, 2022, was primarily driven by the addition of Teton's operations and additional headcount to support the growth of the Company.

*The six months ended June 30, 2022 compared with the six months ended June 30, 2021.* The increase in non-interest expense of 28.3% to \$39.9 million for the six months ended June 30, 2022, was primarily driven by the addition of Teton's operations and additional headcount to support the growth of the Company.

The following presents the significant categories of our non-interest expense during the periods presented (dollars in thousands):

<i>(Dollars in thousands)</i>	Three Months Ended June 30,		Change	
	2022	2021	\$	%
<b>Non-interest expense:</b>				
Salaries and employee benefits	\$ 12,945	\$ 9,643	\$ 3,302	34.2 %
Occupancy and equipment	1,892	1,443	449	31.1
Professional services	2,027	1,370	657	48.0
Technology and information systems	1,076	904	172	19.0
Data processing	987	1,093	(106)	(9.7)
Marketing	428	398	30	7.5
Amortization of other intangible assets	77	4	73	*
Net gain on assets held for sale	(2)	—	(2)	*
Other	1,153	668	485	72.6
<b>Total non-interest expense</b>	<b>\$ 20,583</b>	<b>\$ 15,523</b>	<b>\$ 5,060</b>	<b>32.6</b>

<i>(Dollars in thousands)</i>	Six Months Ended June 30,		Change	
	2022	2021	\$	%
<b>Non-interest expense:</b>				
Salaries and employee benefits	\$ 25,003	\$ 19,504	\$ 5,499	28.2 %
Occupancy and equipment	3,774	2,852	922	32.3
Professional services	3,553	2,649	904	34.1
Technology and information systems	2,122	1,846	276	15.0
Data processing	2,174	2,108	66	3.1
Marketing	985	719	266	37.0
Amortization of other intangible assets	154	8	146	*
Net gain on assets held for sale	(3)	—	(3)	*
Other	2,179	1,453	726	50.0
<b>Total non-interest expense</b>	<b>\$ 39,941</b>	<b>\$ 31,139</b>	<b>\$ 8,802</b>	<b>28.3</b>

\* Not meaningful

*Salaries and employee benefits*— The increase in salaries and employee benefits of \$3.3 million, or 34.2%, and \$5.5 million, or 28.2%, for the three and six months ended June 30, 2022, respectively, was primarily related to the additional associates added through the Teton acquisition and additional headcount to support the growth of the Company.

*Occupancy and equipment*— The increase in occupancy and equipment of \$0.4 million, or 31.1%, and \$0.9 million, or 32.3%, for the three and six months ended June 30, 2022, respectively, was primarily driven by building depreciation on the locations acquired with the Teton acquisition and an increase in office lease space as we increase office locations.

*Professional services*— The increase in professional services of \$0.7 million, or 48.0%, and \$0.9 million, or 34.1%, for the three and six months ended June 30, 2022, respectively, was primarily driven by additional expenses related to the addition of Teton's operations, acquisition related expenses of \$0.3 million and \$0.4 million for the three and six months ended June 30, 2022, respectively, and corporate activities to support balance sheet growth.

*Technology and information systems*— The increase in technology and information systems of \$0.2 million, or 19.0%, and \$0.3 million, or 15.0%, for the three and six months ended June 30, 2022, respectively, was primarily driven by the addition of Teton's operations and increased expenses to support balance sheet growth.

*Data processing*— The decrease in data processing of \$0.1 million, or 9.7%, for the three months ended June 30, 2022, was driven by reduced mortgage processing expenses. The increase in data processing of \$0.1 million, or 3.1%, for the six months ended June 30, 2022 was primarily driven by additional expenses related to the addition of Teton's operations and increased expenses to support balance sheet growth, offset partially by reduced mortgage processing expenses.

*Marketing*— The increase in marketing of \$0.3 million, or 37.0%, for the six months ended June 30, 2022, was primarily driven by marketing expenses associated with the onboarding of new clients from the Teton acquisition and event sponsorships.

*Amortization of other intangible assets*— The increase in amortization of other intangible assets of \$0.1 million for the three and six months ended June 30, 2022, was primarily driven by amortization of intangibles acquired through the Teton acquisition.

*Other*—The increase in other of \$0.5 million, or 72.6%, and \$0.7 million, or 50.0%, for the three and six months ended June 30, 2022, respectively, was driven by the addition of Teton's operations and additional travel and training expenses as the Company travels to meet with clients and associates participate in more trainings in 2022 compared to 2021.

#### *Income Tax*

The Company recorded an income tax provision of \$1.5 million and \$1.9 million, respectively, for the three months ended June 30, 2022 and 2021, reflecting an effective tax rate of 25.0% and 23.3%, respectively. The Company recorded an income tax provision of \$3.3 million and \$4.0 million, respectively, for the six months ended June 30, 2022 and 2021, reflecting an effective tax rate of 24.7% and 24.3%, respectively.

#### **Segment Reporting**

We have two reportable operating segments: Wealth Management and Mortgage. Our Wealth Management segment consists of operations relating to the Company's fully integrated wealth management products and services. Services provided include deposit, loan, insurance, and trust and investment management advisory products and services. Our Mortgage segment consists of operations relating to the Company's residential mortgage service offerings. Mortgage products and services are financial in nature, for which premiums are recognized net of expenses, upon the sale of mortgage loans to third parties. Services provided by our Mortgage segment include soliciting, originating, and selling mortgage loans into the secondary market. Mortgage loans originated and held for investment purposes are recorded in the Wealth Management segment, as this segment provides ongoing services to our clients.

The following presents key metrics related to our segments during the periods presented (dollars in thousands):

	Three Months Ended June 30, 2022			Six Months Ended June 30, 2022		
	Wealth Management	Mortgage	Consolidated	Wealth Management	Mortgage	Consolidated
Income <sup>(1)</sup>	\$ 25,282	\$ 1,277	\$ 26,559	\$ 49,438	\$ 3,795	\$ 53,233
Income before taxes	6,926	(950)	5,976	13,937	(645)	13,292
Profit margin	27.4 %	(74.4)%	22.5 %	28.2 %	(17.0)%	25.0 %

	Three Months Ended June 30, 2021			Six Months Ended June 30, 2021		
	Wealth Management	Mortgage	Consolidated	Wealth Management	Mortgage	Consolidated
Income <sup>(1)</sup>	\$ 19,784	\$ 3,927	\$ 23,711	\$ 38,242	\$ 9,124	\$ 47,366
Income before taxes	6,983	1,205	8,188	12,900	3,327	16,227
Profit margin	35.3 %	30.7 %	34.5 %	33.7 %	36.5 %	34.3 %

<sup>(1)</sup> Net interest income after provision plus non-interest income.

The following presents selected financial metrics of each segment as of and during the periods presented (dollars in thousands):

*Wealth Management*

<i>(Dollars in thousands)</i>	As of or for the Three Months Ended June 30,		\$ Change	% Change
	2022	2021		
Total interest income	\$ 21,631	\$ 15,548	\$ 6,083	39.1 %
Total interest expense	1,493	1,325	168	12.7
Provision for loan losses	519	12	507	*
Net interest income, after provision for loan losses	19,619	14,211	5,408	38.1
Non-interest income	5,663	5,573	90	1.6
Total income	25,282	19,784	5,498	27.8
Depreciation and amortization expense	522	262	260	99.2
Net loss on assets held for sale	(2)	—	(2)	*
All other non-interest expense	17,836	12,539	5,297	42.2
Income before income tax	\$ 6,926	\$ 6,983	\$ (57)	(0.8)
Goodwill	\$ 30,400	\$ 24,191	\$ 6,209	25.7
Total assets	2,513,177	1,956,393	556,784	28.5

<i>(Dollars in thousands)</i>	As of or for the Six Months Ended June 30,		\$ Change	% Change
	2022	2021		
Total interest income	\$ 41,296	\$ 30,047	\$ 11,249	37.4 %
Total interest expense	2,874	2,771	103	3.7
Provision for loan losses	729	12	717	*
Net interest income, after provision for loan losses	37,693	27,264	10,429	38.3
Non-interest income	11,745	10,978	767	7.0
Total income	49,438	38,242	11,196	29.3
Depreciation and amortization expense	1,070	520	550	105.8
Net loss on assets held for sale	(3)	—	(3)	*
All other non-interest expense	34,434	24,822	9,612	38.7
Income before income tax	\$ 13,937	\$ 12,900	\$ 1,037	8.0
Goodwill	\$ 30,400	\$ 24,191	\$ 6,209	25.7
Total assets	2,513,177	1,956,393	556,784	28.5

\* Not meaningful

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The Wealth Management segment reported income before income tax of \$6.9 million and \$13.9 million for the three and six months ended June 30, 2022, respectively, compared to \$7.0 million and \$12.9 million for the same periods in 2021. The majority of our assets and liabilities are on the Wealth Management segment balance sheet and the increase in income before taxes is primarily driven by an increase in net interest income, after provision for loan losses, offset partially by an increase in non-interest expense. The increase in net interest income, after provision for loan losses, was primarily driven by an increase in average loans outstanding and an increase in average loan yields. The increase in non-interest expense was primarily driven by the addition of Teton's operations and additional headcount to support the growth of the Company.

*Mortgage*

<i>(Dollars in thousands)</i>	As of or for the Three Months Ended			
	June 30,		\$ Change	% Change
	2022	2021		
Total interest income	\$ —	\$ —	\$ —	— %
Total interest expense	—	—	—	—
Provision for loan losses	—	—	—	—
Net interest income, after provision for loan losses	—	—	—	—
Non-interest income	1,277	3,927	(2,650)	(67.5)
Total income	1,277	3,927	(2,650)	(67.5)
Depreciation and amortization expense	12	13	(1)	(7.7)
All other non-interest expense	2,215	2,709	(494)	(18.2)
Income before income tax	\$ (950)	\$ 1,205	\$ (2,155)	(178.8)
Total assets	\$ 28,316	\$ 52,911	\$ (24,595)	(46.5)

<i>(Dollars in thousands)</i>	As of or for the Six Months Ended			
	June 30,		\$ Change	% Change
	2022	2021		
Total interest income	\$ —	\$ —	\$ —	— %
Total interest expense	—	—	—	—
Provision for loan losses	—	—	—	—
Net interest income, after provision for loan losses	—	—	—	—
Non-interest income	3,795	9,124	(5,329)	(58.4)
Total income	3,795	9,124	(5,329)	(58.4)
Depreciation and amortization expense	24	27	(3)	(11.1)
All other non-interest expense	4,416	5,770	(1,354)	(23.5)
Income before income tax	\$ (645)	\$ 3,327	\$ (3,972)	(119.4)
Total assets	\$ 28,316	\$ 52,911	\$ (24,595)	(46.5)

The Mortgage segment reported a loss before income tax of (\$1.0) million and (\$0.6) million for the three and six months ended June 30, 2022, respectively, compared to income before income tax of \$1.2 million and \$3.3 million for the same periods in 2021. The overall decrease in non-interest income was primarily driven by a slowdown in new lock volume on held for sale loans associated with rising interest rates, reduced housing inventory, and origination volume more heavily weighted to portfolio loans held for investment. The decrease in non-interest expense was driven by a reduction in headcount to better align the operations functions with the slowdown in volume.

## Financial Condition

The following presents our Condensed Consolidated Balance Sheets as of the dates noted (dollars in thousands):

<i>(Dollars in thousands)</i>	<u>June 30,</u> <u>2022</u>	<u>December 31,</u> <u>2021</u>	<u>\$ Change</u>	<u>% Change</u>
<b>Balance Sheet Data:</b>				
Cash and cash equivalents	\$ 171,606	\$ 386,983	\$ (215,377)	(55.7)%
Investment securities	87,029	55,562	31,467	56.6
Loans (includes \$21,477 and \$0 measured at fair value, respectively)	2,146,394	1,949,137	197,257	10.1
Allowance for loan losses	(14,357)	(13,732)	(625)	4.6
Loans, net of allowance	2,132,037	1,935,405	196,632	10.2
Mortgage loans held for sale, at fair value	26,202	30,620	(4,418)	(14.4)
Goodwill and other intangible assets, net	32,258	31,902	356	1.1
Company-owned life insurance	15,976	15,803	173	1.1
Other assets	76,239	71,099	5,140	7.2
Assets held for sale	146	115	31	27.0
<b>Total assets</b>	<b>\$ 2,541,493</b>	<b>\$ 2,527,489</b>	<b>\$ 14,004</b>	<b>0.6</b>
Deposits	\$ 2,169,998	\$ 2,205,703	\$ (35,705)	(1.6)
Borrowings	119,776	77,660	42,116	54.2
Other liabilities	23,695	25,085	(1,390)	(5.5)
<b>Total liabilities</b>	<b>2,313,469</b>	<b>2,308,448</b>	<b>5,021</b>	<b>0.2</b>
Total shareholders' equity	228,024	219,041	8,983	4.1
<b>Total liabilities and shareholders' equity</b>	<b>\$ 2,541,493</b>	<b>\$ 2,527,489</b>	<b>\$ 14,004</b>	<b>0.6</b>

\* Not meaningful

Cash and cash equivalents decreased by \$215.4 million, or 55.7%, to \$171.6 million as of June 30, 2022 compared to December 31, 2021. The decrease in liquidity was driven by record loan production in the second quarter of 2022. During the same period, investments increased by \$31.5 million, or 56.6%, to \$87.0 million as of June 30, 2022. The increase is due to held-to-maturity securities purchased during the second quarter of 2022.

Loans increased by \$197.3 million, or 10.1%, to \$2.15 billion as of June 30, 2022 compared to December 31, 2021. The increase was primarily driven by loan growth in the residential mortgage, commercial and industrial, and commercial real estate portfolios.

Mortgage loans held for sale decreased \$4.4 million, or 14.4%, to \$26.2 million as of June 30, 2022 compared to December 31, 2021. The decrease was driven by a reduction in the origination of loans held for sale.

Goodwill and other intangible assets, net increased by \$0.4 million, or 1.1%, to \$32.3 million as of June 30, 2022 compared to December 31, 2021. The increase was driven by measurement period adjustments of \$0.7 million to core deposit intangibles and (\$0.2) million to goodwill during the first quarter of 2022.

Other assets increased by \$5.1 million, or 7.2%, to \$76.2 million as of June 30, 2022 compared to December 31, 2021. This was related to a \$3.0 million purchase of correspondent bank stock during the quarter and an increase in tax receivables.

Deposits decreased \$35.7 million, or 1.6%, to \$2.17 billion as of June 30, 2022 compared to December 31, 2021. The decrease was primarily attributable to client depository activities including seasonal outflows related to tax payments, real estate acquisitions, and client operating cash outflows.

Money market deposit accounts decreased \$22.9 million, or 2.2%, to \$1.03 billion as of June 30, 2022 compared to December 31, 2021. Time deposit accounts decreased \$22.9 million, or 13.4%, from December 31, 2021 to \$147.6 million as of June 30, 2022. Negotiable order of withdrawal, or NOW accounts, decreased \$22.7 million, or 7.3%, to \$287.2 million from December 31, 2021 to June 30, 2022.

Borrowings increased \$42.1 million, or 54.2%, to \$119.8 million as of June 30, 2022 compared to December 31, 2021. The increase is attributed to additional FHLB borrowings to support the strong loan growth in 2022, partially offset by the redemption of subordinated notes on January 1, 2022 in the amount of \$6.6 million and a reduction in outstanding advances on the Federal Reserve's Paycheck Protection Program Loan Facility. Borrowing from this facility is expected to trend in the same direction as the PPP loan balances.

Other liabilities decreased \$1.4 million, or 5.5%, to \$23.7 million as of June 30, 2022 compared to December 31, 2021. The decrease is primarily attributed to the payment of 2021 incentive compensation.

Total shareholders' equity increased \$9.0 million, or 4.1%, from December 31, 2021 to \$228.0 million as of June 30, 2022. The increase is primarily due to net income.

**Assets Under Management**

<i>(Dollars in millions)</i>	Three Months Ended		Six Months Ended	
	June 30,		June 30,	
	2022	2021	2022	2021
<b>Managed Trust Balance as of Beginning of Period</b>	<b>\$ 2,095</b>	<b>\$ 1,821</b>	<b>\$ 2,204</b>	<b>\$ 1,890</b>
New relationships	8	1	32	16
Closed relationships	-	(1)	(1)	(1)
Contributions	5	10	7	28
Withdrawals	(70)	(34)	(171)	(154)
Market change, net	(259)	95	(292)	113
<b>Ending Balance</b>	<b>\$ 1,779</b>	<b>\$ 1,892</b>	<b>\$ 1,779</b>	<b>\$ 1,892</b>
Yield*	0.19 %	0.18 %	0.20 %	0.18 %
<b>Directed Trust Balance as of Beginning of Period</b>	<b>\$ 1,297</b>	<b>\$ 1,031</b>	<b>\$ 1,309</b>	<b>\$ 951</b>
New relationships	6	6	6	82
Closed relationships	-	(7)	—	(7)
Contributions	14	13	21	18
Withdrawals	(14)	(9)	(17)	(14)
Market change, net	(99)	35	(115)	39
<b>Ending Balance</b>	<b>\$ 1,204</b>	<b>\$ 1,069</b>	<b>\$ 1,204</b>	<b>\$ 1,069</b>
Yield*	0.09 %	0.09 %	0.09 %	0.08 %
<b>Investment Agency Balance as of Beginning of Period</b>	<b>\$ 1,943</b>	<b>\$ 1,933</b>	<b>\$ 2,063</b>	<b>\$ 1,840</b>
New relationships	21	20	32	61
Closed relationships	(24)	(9)	(40)	(23)
Contributions	19	73	72	168
Withdrawals	(146)	(53)	(196)	(128)
Market change, net	(179)	80	(297)	126
<b>Ending Balance</b>	<b>\$ 1,634</b>	<b>\$ 2,044</b>	<b>\$ 1,634</b>	<b>\$ 2,044</b>
Yield*	0.77 %	0.68 %	0.82 %	0.66 %
<b>Custody Balance as of Beginning of Period</b>	<b>\$ 704</b>	<b>\$ 595</b>	<b>\$ 633</b>	<b>\$ 518</b>
New relationships	14	—	14	—
Closed relationships	(1)	—	(1)	(1)
Contributions	-	1	78	71
Withdrawals	(57)	(8)	(66)	(10)
Market change, net	(94)	26	(92)	36
<b>Ending Balance</b>	<b>\$ 566</b>	<b>\$ 614</b>	<b>\$ 566</b>	<b>\$ 614</b>
Yield*	0.03 %	0.03 %	0.03 %	0.03 %
<b>401(k)/Retirement Balance as of Beginning of Period</b>	<b>\$ 1,160</b>	<b>\$ 1,106</b>	<b>\$ 1,143</b>	<b>\$ 1,056</b>
New relationships	1	1	14	8
Closed relationships	(1)	—	(39)	(52)
Contributions	28	28	51	55
Withdrawals	(22)	(30)	(55)	(58)
Market change, net	(71)	38	(19)	134
<b>Ending Balance<sup>(1)</sup></b>	<b>\$ 1,095</b>	<b>\$ 1,143</b>	<b>\$ 1,095</b>	<b>\$ 1,143</b>
Yield*	0.16 %	0.15 %	0.16 %	0.15 %
<b>Total Assets Under Management as of Beginning of Period</b>	<b>\$ 7,199</b>	<b>\$ 6,486</b>	<b>\$ 7,352</b>	<b>\$ 6,255</b>
New relationships	50	28	98	167
Closed relationships	(26)	(17)	(81)	(84)
Contributions	66	125	229	340
Withdrawals	(309)	(134)	(505)	(364)
Market change, net	(702)	274	(815)	448
<b>Total Assets Under Management</b>	<b>\$ 6,278</b>	<b>\$ 6,762</b>	<b>\$ 6,278</b>	<b>\$ 6,762</b>
Yield*	0.30 %	0.30 %	0.32 %	0.29 %

\* Trust & investment management fees divided by period end balance.

<sup>(1)</sup> AUM reported for the current period are one quarter in arrears.



Assets under management decreased \$921.7 million, or 12.8%, for the three months ended June 30, 2022 and decreased \$1.07 billion, or 14.6%, for the six months ended June 30, 2022. The decrease was primarily attributable to unfavorable market conditions resulting in a decrease in the value of AUM balances.

*Investment Securities*

Investments we intend to hold for an indefinite period of time, but not necessarily to maturity, are classified as available-for-sale and are recorded at fair value using current market information from a pricing service, with unrealized gains and losses excluded from earnings and reported in other comprehensive income, net of tax. The carrying values of our investment securities classified as available-for-sale are adjusted for unrealized gain or loss, and any gain or loss is reported on an after-tax basis as a component of other comprehensive income in shareholders' equity.

Investments for which we have the intent and ability to hold to their maturity are classified as held-to-maturity securities and are recorded at amortized cost. Securities held-to-maturity are carried at cost, adjusted for the amortization of premiums and the accretion of discounts using the level-yield method over the remaining period until maturity.

As of December 31, 2021, all our investments in securities were classified as available-for-sale. The Company reassessed classification of investment securities and, effective April 1, 2022, elected to transfer all securities, fair valued at \$58.7 million, from available-for-sale to held-to-maturity. The related unrealized loss of \$2.3 million included in other comprehensive income remained in other comprehensive income and will be amortized out with an offsetting entry to interest income as a yield adjustment through earnings over the remaining term of the securities. No gain or loss was recorded at the time of transfer. As of June 30, 2022, all our investments in securities were classified as held-to-maturity.

The following presents the amortized cost and estimated fair value of our investment securities as of the dates noted (dollars in thousands):

	June 30, 2022			
	Amortized Cost	Gross Unrecognized Gains	Gross Unrecognized Losses	Fair Value
<i>(Dollars in thousands)</i>				
<b>Investment securities held-to-maturity:</b>				
U.S. Treasury debt	\$ 240	\$ —	\$ (4)	\$ 236
U.S Government Agency	252	—	(2)	250
Corporate bonds	24,085	6	(651)	23,440
Government National Mortgage Association ("GNMA") mortgage -backed securities—residential	43,583	—	(1,089)	42,494
Federal National Mortgage Association ("FNMA") mortgage-backed securities—residential	7,184	—	(333)	6,851
Government collateralized mortgage obligations ("GMO") and mortgage-backed securities ("MBS") - commercial	7,426	14	(249)	7,191
Corporate collateralized mortgage obligations ("CMO") and mortgage-backed securities ("MBS")	4,259	74	(53)	4,280
<b>Total securities held-to-maturity</b>	<b>\$ 87,029</b>	<b>\$ 94</b>	<b>\$ (2,381)</b>	<b>\$ 84,742</b>

	December 31, 2021			
	Amortized Cost	Gross Unrealized Gains	Gross Unrealized Losses	Fair Value
<i>(Dollars in thousands)</i>				
Investment securities available-for-sale:				
U.S. Treasury debt	\$ 250	\$ —	\$ (3)	\$ 247
U.S. Government Agency	3,522	—	—	3,522
Corporate bonds	8,113	227	(15)	8,325
GNMA mortgage -backed securities—residential	26,611	185	(146)	26,650
FNMA mortgage-backed securities—residential	14,400	43	—	14,443
GMO and MBS - commercial	878	—	—	878
CMO and MBS	1,492	23	(18)	1,497
Total securities available-for-sale	<u>\$ 55,266</u>	<u>\$ 478</u>	<u>\$ (182)</u>	<u>\$ 55,562</u>

The following presents the book value of our contractual maturities and weighted average yield for our investment securities as of the dates presented. Contractual maturities may differ from expected maturities because issuers can have the right to call or prepay obligations without penalties. Our investments are taxable securities. The weighted average yield for each range of maturities was calculated using the yield on each security within that range weighted by the amortized cost of each security as of June 30, 2022. Weighted average yields are not presented on a taxable equivalent basis.

	Maturity as of June 30, 2022							
	One Year or Less		One to Five Years		Five to Ten Years		After Ten Years	
	Amortized Cost	Weighted Average Yield	Amortized Cost	Weighted Average Yield	Amortized Cost	Weighted Average Yield	Amortized Cost	Weighted Average Yield
<i>(Dollars in thousands)</i>								
Held-to-maturity:								
U.S. Treasury debt	\$ —	— %	\$ 240	* %	\$ —	— %	\$ —	— %
U.S. Government agency	252	*	—	—	—	—	—	—
Corporate bonds	111	*	1,993	0.10	21,582	1.12	399	0.01
GNMA mortgage-backed securities - residential	—	—	133	*	—	—	43,450	1.27
FNMA mortgage-backed securities - residential	—	—	—	—	1,466	0.02	5,718	0.12
Government CMO and MBS - commercial	—	—	86	*	1,369	0.03	5,971	0.12
Corporate CMO and MBS	—	—	—	—	27	*	4,232	0.17
Total held-to-maturity	<u>\$ 363</u>	<u>* %</u>	<u>\$ 2,452</u>	<u>0.10 %</u>	<u>\$ 24,444</u>	<u>1.17 %</u>	<u>\$ 59,770</u>	<u>1.69 %</u>

	Maturity as of December 31, 2021							
	One Year or Less		One to Five Years		Five to Ten Years		After Ten Years	
	Amortized Cost	Weighted Average Yield	Amortized Cost	Weighted Average Yield	Amortized Cost	Weighted Average Yield	Amortized Cost	Weighted Average Yield
<i>(Dollars in thousands)</i>								
Available-for-sale:								
U.S. Treasury debt	\$ —	— %	\$ 250	* %	\$ —	— %	\$ —	— %
U.S. Government agency	506	0.02	164	*	1,190	0.04	1,662	0.07
Corporate bonds	—	—	—	—	8,113	0.71	—	—
GNMA mortgage-backed securities - residential	—	—	—	—	—	—	26,611	0.92
FNMA mortgage-backed securities - residential	—	—	176	0.01	2,183	0.10	12,041	0.36
Government CMO and MBS - commercial	—	—	202	0.01	—	—	676	0.04
Corporate CMO and MBS	—	—	—	—	33	*	1,459	0.07
Total available-for-sale	<u>\$ 506</u>	<u>0.02 %</u>	<u>\$ 792</u>	<u>0.02 %</u>	<u>\$ 11,519</u>	<u>0.85 %</u>	<u>\$ 42,449</u>	<u>1.46 %</u>

\* Not meaningful

As of June 30, 2022 and December 31, 2021, there were no holdings of securities of any one issuer, other than the U.S. Government and its agencies, in an amount greater than 10% of shareholders' equity.

### Loan Portfolio

Our primary source of interest income is derived through interest earned on loans to high net worth individuals and their related commercial interests. Our senior lending and credit team consists of seasoned, experienced personnel and we believe that our officers are well versed in the types of lending in which we are engaged. Underwriting policies and decisions are managed centrally and the approval process is tiered based on loan size, making the process consistent, efficient, and effective. The management team and credit culture demands prudent, practical, and conservative approaches to all credit requests in compliance with the loan policy guidelines to ensure strong credit underwriting practices.

In addition to originating loans for our own portfolio, we conduct mortgage banking activities in which we originate and sell servicing-released, whole loans in the secondary market. Our mortgage banking loan sale activities are primarily directed at originating single family mortgages that are priced and underwritten to conform to previously agreed-upon criteria before loan funding and are delivered to the investor shortly after funding. The level of future loan originations, loan sales, and loan repayments depends on overall credit availability, the interest rate environment, the strength of the general economy, local real estate markets and the housing industry, and conditions in the secondary loan sale market. The amount of gain or loss on the sale of loans is primarily driven by market conditions and changes in interest rates, as well as our pricing and asset liability management strategies. As of June 30, 2022 and December 31, 2021, we had mortgage loans held for sale of \$26.2 million and \$30.6 million, respectively, in residential mortgage loans we originated.

Beginning in the first quarter of 2022, the Company entered into whole loan purchase agreements to acquire third party originated and serviced unsecured consumer loans to hold for investment. As of June 30, 2022, the Company had purchased \$21.1 million in loan balances which were accounted for under the fair value option and had a carrying value of \$21.5 million. See Note 14 – Fair Value in the Notes to Condensed Consolidated Financial Statements.

As of June 30, 2022, the Company has \$10.7 million in PPP loans outstanding with \$0.2 million in remaining fees to be recognized. The remaining fees represent the net amount of the fees from the SBA for participation in the PPP less the loan origination costs on these loans. The current amortization of this income is being recognized over a five-year period from the time of origination, however, if a loan receives full forgiveness from the SBA, the remaining income will be recognized upon receipt of the funds from the SBA.

The following presents our loan portfolio by type of loan as of the dates noted (dollars in thousands):

	June 30,		December 31,	
	2022	%	2021	%
	Amount	of Total	Amount	of Total
Cash, Securities and Other <sup>(1)</sup>	\$ 180,738	8.5 %	\$ 261,190	13.4 %
Consumer and Other <sup>(2)</sup>	47,855	2.2	34,758	1.8
Construction and Development	162,426	7.6	178,716	9.1
1-4 Family Residential	732,725	34.1	580,872	29.7
Non-Owner Occupied CRE	489,111	22.7	482,622	24.7
Owner Occupied CRE	224,597	10.4	212,426	10.9
Commercial and Industrial	312,696	14.5	203,584	10.4
Total loans held for investment <sup>(3)</sup>	\$ 2,150,148	100.0 %	\$ 1,954,168	100.0 %
Mortgage loans held for sale, at fair value	\$ 26,202		\$ 30,620	

<sup>(1)</sup> Includes PPP loans of \$10.7 million and \$46.8 million as of June 30, 2022 and December 31, 2021, respectively.

<sup>(2)</sup> Includes loans held for investment accounted for under fair value option of \$21.1 million as of June 30, 2022.

<sup>(3)</sup> Loans held for investment exclude deferred fees, unamortized premiums/(unaccreted discounts), net, and fair value adjustments on loans held for investment accounted for under fair value option, which collectively totaled (\$3.8) million and (\$5.0) million as of June 30, 2022 and December 31, 2021, respectively.

- *Cash, Securities and Other*—consists of consumer and commercial purpose loans, which are primarily secured by securities managed and under custody with us, cash on deposit with us, or life insurance policies. In addition, loans in this portfolio are collateralized with other sources of collateral. This segment of our portfolio is affected by a variety of local and national economic factors affecting borrowers' employment prospects, income levels, and overall economic sentiment. PPP loans that are fully guaranteed by the SBA are classified within this line item and had balances of \$10.7 million and \$46.8 million as of June 30, 2022 and December 31, 2021, respectively.

- *Consumer and Other*—consists of unsecured consumer loans. Loans held for investment accounted for under the fair value option are also classified within this line item and had a balance of \$21.1 million as of June 30, 2022. There were no loans held for investment accounted for under the fair value option as of December 31, 2021.
- *Construction and Development*—consists of loans to finance the construction of residential and non-residential properties. These loans are dependent on the strength of the industries of the related borrowers and the risks consistent with construction projects.
- *1-4 Family Residential*—consists of loans and home equity lines of credit secured by 1-4 family residential properties. These loans typically enable borrowers to purchase or refinance existing homes, most of which serve as the primary residence of the owner. In addition, some borrowers secure a commercial purpose loan with owner occupied or non-owner occupied 1-4 family residential properties. Loans in this segment are dependent on the industries tied to these loans as well as the national and local economies, and local residential and commercial real estate markets.
- *Commercial Real Estate, Owner Occupied, and Non-Owner Occupied*—consists of commercial loans collateralized by real estate. These loans may be collateralized by owner occupied or non-owner occupied real estate, as well as multi-family residential real estate. These loans are dependent on the strength of the industries of the related borrowers and the success of their businesses.
- *Commercial and Industrial*—consists of commercial and industrial loans, including working capital lines of credit, permanent working capital term loans, business asset loans, acquisition, expansion and development loans, and other loan products, primarily in our target markets. This portfolio primarily consists of term loans and lines of credit which are dependent on the strength of the industries of the related borrowers and the success of their businesses. MSLP loans of \$6.8 million as of June 30, 2022 and December 31, 2021 are classified within this line item.

The contractual maturity ranges of loans in our loan portfolio and the amount of such loans with fixed and floating interest rates in each maturity range, excluding deferred fees, and unamortized premiums/(unaccreted discounts), as of the dates noted, are summarized in the following tables:

<i>(Dollars in thousands)</i>	As of June 30, 2022				
	One Year or Less	One Through Five Years	Five Through Fifteen Years	After Fifteen Years	Total
Cash, Securities and Other	\$ 57,832 <sup>(1)</sup>	\$ 119,368 <sup>(1)</sup>	\$ 2,695	\$ 843	\$ 180,738
Consumer and Other	18,755 <sup>(2)</sup>	25,965 <sup>(2)</sup>	2,157 <sup>(2)</sup>	978	47,855
Construction and Development	61,066	95,329	6,031	—	162,426
1-4 Family Residential	56,083	129,876	42,656	504,110	732,725
Non-Owner Occupied CRE	38,220	270,580	163,288	17,023	489,111
Owner Occupied CRE	7,166	69,845	135,327	12,259	224,597
Commercial and Industrial	71,010	188,751	52,935	—	312,696
Total loans	<u>\$ 310,132</u>	<u>\$ 899,714</u>	<u>\$ 405,089</u>	<u>\$ 535,213</u>	<u>\$ 2,150,148</u>
Amounts with fixed rates	\$ 92,054	\$ 539,597	\$ 285,574	\$ 22,205	\$ 939,430
Amounts with floating rates	218,078	360,117	119,515	513,008	1,210,718
Total loans	<u>\$ 310,132</u>	<u>\$ 899,714</u>	<u>\$ 405,089</u>	<u>\$ 535,213</u>	<u>\$ 2,150,148</u>

<i>(Dollars in thousands)</i>	As of December 31, 2021				
	One Year or Less	One Through Five Years	Five Through Fifteen Years	After Fifteen Years	Total
Cash, Securities and Other	\$ 113,984 <sup>(1)</sup>	\$ 137,675 <sup>(1)</sup>	\$ 5,434	\$ 4,097	\$ 261,190
Consumer and Other	22,314	11,214	127	1,103	34,758
Construction and Development	74,111	96,817	7,788	—	178,716
1-4 Family Residential	24,824	126,681	33,085	396,282	580,872
Non-Owner Occupied CRE	66,036	275,057	125,330	16,199	482,622
Owner Occupied CRE	5,255	66,656	129,890	10,625	212,426
Commercial and Industrial	46,742	107,596	49,246	—	203,584
Total loans	<u>\$ 353,266</u>	<u>\$ 821,696</u>	<u>\$ 350,900</u>	<u>\$ 428,306</u>	<u>\$ 1,954,168</u>
Amounts with fixed rates	\$ 120,549	\$ 506,040	\$ 253,223	\$ 26,682	\$ 906,494
Amounts with floating rates	232,717	315,656	97,677	401,624	1,047,674
Total loans	<u>\$ 353,266</u>	<u>\$ 821,696</u>	<u>\$ 350,900</u>	<u>\$ 428,306</u>	<u>\$ 1,954,168</u>

<sup>(1)</sup> Includes PPP loans.

<sup>(2)</sup> Includes loans held for investment accounted for under fair value option.

### *Loan Modifications*

As a result of the COVID-19 pandemic, a loan modification program was designed and implemented to assist our clients experiencing financial stress resulting from the economic impacts caused by the global pandemic. The Company was offering loan extensions, temporary payment moratoriums, and financial covenant waivers for commercial and consumer borrowers impacted by the pandemic who have a pass risk rating and have not been delinquent over 30 days on payments in the last two years.

The CARES Act provides banks optional, temporary relief from accounting for certain loan modifications as a TDR. The modifications must be related to the adverse effects of COVID-19, and certain other criteria are required to be met in order to apply the relief. Interagency guidance from Federal Reserve and the FDIC confirmed with the FASB that short-term modifications made on a good faith basis in response to COVID-19 to borrowers who were current prior to any relief, are not to be considered TDRs. We believe our loan modification program meets that definition. In accordance with that guidance, the Company is recognizing interest income on all loans modified for temporary payment moratoriums, primarily for a period of 180 days or less.

In 2021, the deferral period ended for all non-acquired loans previously modified and payments resumed under the original terms. As of June 30, 2022, the Company's loan portfolio included 55 non-acquired loans which were previously modified under the loan modification program, totaling \$100.5 million. Through the Teton Acquisition, the Company acquired loans which were previously modified and are still in their deferral period. As of June 30, 2022, there were 15 of these loans, totaling \$3.5 million.

All loans modified in response to COVID-19 are classified as performing and pass rated as of June 30, 2022. These loans are included in the allowance for loan loss general reserve in accordance with ASC 450-20. Management has increased our loan level reviews and portfolio monitoring to address the changing environment. Management believes the diversity of the loan portfolio is prudent and remains consistent with the credit culture and goals of the Bank.

Interest accrued during the modification term on modified loans is deferred to the end of the loan term. As of June 30, 2022, no allowance for loan loss was deemed necessary on the accrued interest balances related to loan modifications.

### *Non-Performing Assets*

Non-performing assets include non-accrual loans, TDRs, loans past due 90 days or more and still accruing interest, and OREO. The accrual of interest on loans is discontinued at the time the loan becomes 90 or more days delinquent unless the loan is well secured and in the process of collection. Past due status is based on the contractual terms of the loan. In all cases, loans are placed on non-accrual status or charged off if collection of interest or principal is considered doubtful.

OREO represents assets acquired through, or in lieu of, foreclosure. The amounts reported as OREO are supported by recent appraisals, with the appraised values adjusted, where applicable, for expected transaction fees likely to be incurred upon sale of the property. We incur recurring expenses relating to OREO in the form of maintenance, taxes, insurance, and legal fees, among others, until the OREO parcel is disposed. While disposition efforts with respect to our OREO are generally ongoing, if these properties are appraised at lower-than-expected values or if we are unable to sell the properties at the prices for which we expect to be able to sell them, we may incur additional losses. In the second quarter of 2022, the Company recorded \$0.4 million of OREO as a result of obtaining physical possession of a foreclosed property as partial consideration for amounts owed on an impaired loan.

The amount of lost interest for non-accrual loans was immaterial and \$0.1 million for the three months ended June 30, 2022 and 2021, respectively. For the six months ended June 30, 2022 and 2021, the amount of lost interest was \$0.1 million.

We had \$4.3 million in non-performing assets as of June 30, 2022 and December 31, 2021.

The following presents information regarding non-performing loans as of the dates noted (dollars in thousands):

	<u>June 30,</u> <u>2022</u>	<u>December 31,</u> <u>2021</u>
Non-accrual loans by category <sup>(1)</sup>		
Cash, Securities and Other	\$ 4	\$ 6
Consumer and Other	2	2
1-4 Family Residential	68	75
Owner Occupied CRE	1,200	1,241
Commercial and Industrial	2,603	2,938
Total non-accrual loans	<u>3,877</u>	<u>4,262</u>
TDRs still accruing	46	55
Accruing loans 90 or more days past due	8	10
Total non-performing loans	3,931	4,327
OREO	378	—
Total non-performing assets	<u>\$ 4,309</u>	<u>\$ 4,327</u>
Non-accrual loans to total loans <sup>(2)</sup>	0.18 %	0.22 %
Non-performing loans to total loans <sup>(2)</sup>	0.18	0.22
Non-performing assets to total assets	0.17	0.17
Allowance for loan losses to non-accrual loans	370.31	322.20
Allowance for loan losses to non-performing loans	365.23	317.36

<sup>(1)</sup> As of June 30, 2022 and December 31, 2021, all but one non-accrual loan, totaling an immaterial amount, were also classified as TDRs. See Note 4 – Loans and the Allowance for Loan Losses to the condensed consolidated financial statements.

<sup>(2)</sup> Excludes mortgage loans held for sale of \$26.2 million and \$30.6 million as of June 30, 2022 and December 31, 2021, respectively.

#### Potential Problem Loans

We categorize loans into risk categories based on relevant information about the ability of the borrowers to service their debt, such as: current financial information, historical payment experience, credit documentation, public information, and current economic trends, among other factors. We analyze loans individually by classifying the loans by credit risk on a quarterly basis, which are segregated into the following definitions for risk ratings:

**Special Mention**—Loans categorized as special mention have a potential weakness or borrowing relationships that require more than the usual amount of management attention. Adverse industry conditions, deteriorating financial conditions, declining trends, management problems, documentation deficiencies, or other similar weaknesses may be evident. Ability to meet current payment schedules may be questionable, even though interest and principal are still being paid as agreed. The asset has potential weaknesses that may result in deteriorating repayment prospects if left uncorrected. Loans in this risk grade are not considered adversely classified.

**Substandard**—Substandard loans are considered "classified" and are inadequately protected by the current net worth and paying capacity of the obligor or by the collateral pledged, if any. Loans so classified have a well-defined weakness or weaknesses that jeopardizes the liquidation of the debt. They are characterized by the distinct possibility that the Bank will sustain some loss if the deficiencies are not corrected. Loans in this category may be placed on non-accrual status and may individually be evaluated for impairment if indicators of impairment exist.

Doubtful—Loans graded doubtful are considered "classified" and have all the weaknesses inherent in those classified as Substandard with the added characteristic that the weaknesses make collection or liquidation in full, on the basis of currently known facts, conditions, and values, highly questionable and improbable. However, the amount or certainty of eventual loss is not known because of specific pending factors.

Loans accounted for under the fair value option are not rated.

Loans not meeting any of the three criteria above are considered to be pass-rated loans.

As of June 30, 2022 and December 31, 2021, non-performing loans of \$3.9 million and \$4.3 million, respectively, were included in the substandard category in the table below. The following presents, by class and by credit quality indicator, the recorded investment in our loans as of the dates noted (dollars in thousands):

	As of June 30, 2022				
	Pass	Special Mention	Substandard	Not Rated	Total
Cash, Securities and Other <sup>(1)</sup>	\$ 180,734	\$ —	\$ 4	\$ —	\$ 180,738
Consumer and Other <sup>(2)</sup>	26,704	—	2	21,149	47,855
Construction and Development	162,426	—	—	—	162,426
1-4 Family Residential	732,657	—	68	—	732,725
Non-Owner Occupied CRE	483,848	5,263	—	—	489,111
Owner Occupied CRE	222,714	—	1,883	—	224,597
Commercial and Industrial	305,765	2,693	4,238	—	312,696
Total	<u>\$ 2,114,848</u>	<u>\$ 7,956</u>	<u>\$ 6,195</u>	<u>\$ 21,149</u>	<u>\$ 2,150,148</u>

  

	As of December 31, 2021				
	Pass	Special Mention	Substandard	Not Rated	Total
Cash, Securities and Other <sup>(1)</sup>	\$ 261,184	\$ —	\$ 6	\$ —	\$ 261,190
Consumer and Other	34,756	—	2	—	34,758
Construction and Development	176,194	2,522	—	—	178,716
1-4 Family Residential	580,797	—	75	—	580,872
Non-Owner Occupied CRE	476,670	5,952	—	—	482,622
Owner Occupied CRE	210,493	—	1,933	—	212,426
Commercial and Industrial	198,368	401	4,815	—	203,584
Total	<u>\$ 1,938,462</u>	<u>\$ 8,875</u>	<u>\$ 6,831</u>	<u>\$ —</u>	<u>\$ 1,954,168</u>

<sup>(1)</sup> Includes PPP loans of \$10.7 million and \$46.8 million as of June 30, 2022 and December 31, 2021, respectively.

<sup>(2)</sup> Includes loans held for investment accounted for under fair value option of \$21.1 million as of June 30, 2022.

#### Allowance for Loan Losses

The allowance for loan losses is established through a provision for loan losses, which is a noncash charge to earnings. Loan losses are charged against the allowance when management believes that a loan balance is confirmed uncollectable. Subsequent recoveries, if any, are credited to the allowance for loan losses.

The allowance for loan losses is evaluated on a regular basis by management and is based upon management's periodic review of the collectability of the loans in light of historical experience, the nature and dollar volume of the loan portfolio, adverse situations that may affect the borrower's ability to repay, the estimated value of any underlying collateral, and prevailing economic conditions. Allocations of the allowance for loan losses may be made for specific loans, but the entire allowance for loan losses is available for any loan that, in management's judgment, should be charged off.

We are closely monitoring the changing dynamics in the economy and the related client. Our clientele is generally comprised of high net-worth individuals and commercial borrowers with strong credit profiles and multiple sources of repayment. During the second quarter of 2022, the impact of loan growth on provision for loan losses was partially offset by a release of specific reserve on an impaired loan, resulting in a quarterly provision of \$0.5 million. Management will continue to closely monitor the loan portfolio and analyze the economic data to assess the impact on the allowance for loan loss. We believe the allowance for loan losses is adequate as of June 30, 2022.

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The following presents summary information regarding our allowance for loan losses during the periods presented (dollars in thousands):

	Three Months Ended June 30,		Six Months Ended June 30,	
	2022	2021	2022	2021
Average loans outstanding <sup>(1)(2)</sup>	\$ 2,010,024	\$ 1,573,553	\$ 1,966,639	\$ 1,564,323
Total loans outstanding at end of period <sup>(3)</sup>	\$ 2,146,394	\$ 1,571,060	\$ 2,146,394	\$ 1,571,060
Allowance for loan losses at beginning of period	\$ 13,885	\$ 12,539	\$ 13,732	\$ 12,539
Provision for loan losses	519	12	729	12
Charge-offs:				
Cash, Securities and Other	—	—	—	—
Consumer and Other	95	—	192	—
Construction and Development	—	—	—	—
1-4 Family Residential	—	—	—	—
Non-Owner Occupied CRE	—	—	—	—
Owner Occupied CRE	—	—	—	—
Commercial and Industrial	—	—	—	—
Total charge-offs	95	—	192	—
Recoveries:				
Cash, Securities and Other	—	—	—	—
Consumer and Other	48	1	88	1
Construction and Development	—	—	—	—
1-4 Family Residential	—	—	—	—
Non-Owner Occupied CRE	—	—	—	—
Owner Occupied CRE	—	—	—	—
Commercial and Industrial	—	—	—	—
Total recoveries	48	1	88	1
Net charge-offs (recoveries)	47	(1)	104	(1)
Allowance for loan losses at end of period	\$ 14,357	\$ 12,552	\$ 14,357	\$ 12,552
Allowance for loan losses to total loans <sup>(4)</sup>	0.67 %	0.80 %	0.67 %	0.80 %
Net charge-offs to average loans <sup>(5)</sup>	—	—	0.01	—

(1) Average balances are average daily balances.

(2) Excludes average outstanding balances of mortgage loans held for sale of \$19.5 million and \$86.8 million for the three months ended June 30, 2022 and 2021, respectively and \$21.1 million and 131.1 million for the six months ended June 30, 2022 and 2021, respectively.

(3) Excludes mortgage loans held for sale of \$26.2 million and \$48.6 million as of June 30, 2022 and 2021, respectively.

(4) End of period loans as of June 30, 2022 include \$287.6 million in acquired loans, \$9.1 million in bank originated PPP loans, \$1.6 million of acquired PPP loans, and \$21.1 million of loans held for investment accounted for under the fair value option. No reserve is allocated for those loans. Excluding these loans would result in an increase of the ratio for the three months ended June 30, 2022.

(5) For percentages shown as a dash, the ratio of net charge-offs to average loans is negligible or immaterial.



The following presents the allocation of the allowance for loan losses among loan categories and other summary information. The allocation for loan losses by category should neither be interpreted as an indication of future charge-offs, nor as an indication that charge-offs in future periods will necessarily occur in these amounts or in the indicated proportions. The allocation of a portion of the allowance for loan losses to one category of loans does not preclude its availability to absorb losses in other categories.

<i>(Dollars in thousands)</i>	As of June 30,		As of December 31,	
	2022		2021	
	Amount	% <sup>(1)</sup>	Amount	% <sup>(1)</sup>
Cash, Securities and Other	\$ 1,194	8.5 %	\$ 1,598	13.4 %
Consumer and Other	220	2.2	266	1.8
Construction and Development	1,074	7.6	1,092	9.1
1-4 Family Residential	4,845	34.1	3,553	29.7
Non-Owner Occupied CRE	3,235	22.7	2,952	24.7
Owner Occupied CRE	1,477	10.4	1,292	10.9
Commercial and Industrial	2,312	14.5	2,979	10.4
Total allowance for loan losses	<u>\$ 14,357</u>	<u>100.0 %</u>	<u>\$ 13,732</u>	<u>100.0 %</u>

<sup>(1)</sup> Represents the percentage of loans to total loans in the respective category.

#### *Deferred Tax Assets, Net*

Deferred tax assets, net represent the differences in timing of when items are recognized for GAAP purposes and when they are recognized for tax purposes, as well as our net operating losses. Our deferred tax assets, net are valued based on the amounts that are expected to be recovered in the future utilizing the tax rates in effect at the time recognized. Our deferred tax assets, net as of June 30, 2022, increased \$0.8 million, or 11.9%, from December 31, 2021.

#### *Deposits*

Our deposit products include money market accounts, demand deposit accounts, time deposit accounts (typically certificates of deposit), NOW accounts (interest checking accounts), and saving accounts. Our accounts are federally insured by the FDIC up to the legal maximum amount.

Total deposits decreased by \$35.7 million, or 1.6%, to \$2.17 billion as of June 30, 2022 from December 31, 2021. Total average deposits for the three months ended June 30, 2022 were \$2.23 billion, an increase of \$522.1 million, or 30.6%, compared to \$1.71 billion as of June 30, 2021. The decrease in total deposits from December 31, 2021 was attributable to seasonal outflow related to tax payments, real estate acquisitions, and client operating cash outflows, offset partially by inflows from new business development efforts.

The following presents the average balances and average rates paid on deposits during the periods presented (dollars in thousands):

	<b>For the Three Month Period Ending June 30,</b>			
	<b>2022</b>		<b>2021</b>	
	<b>Average Balance</b>	<b>Average Rate</b>	<b>Average Balance</b>	<b>Average Rate</b>
<b>Deposits</b>				
Money market deposit accounts	\$ 1,057,026	0.27 %	\$ 878,341	0.22 %
Demand deposit accounts	306,590	0.15	130,197	0.16
Uninsured time deposits	55,137	1.06	67,408	1.29
Other time deposits	96,774	0.49	83,088	0.51
Total time deposits	151,911	0.70	150,496	0.86
Savings accounts	32,374	0.03	6,700	0.03
Total interest-bearing deposits	1,547,901	0.29	1,165,734	0.30
Noninterest-bearing accounts	679,531		539,613	
Total deposits	<u>\$ 2,227,432</u>	0.20	<u>\$ 1,705,347</u>	0.20

	<b>For the Six Month Period Ending June 30,</b>			
	<b>2022</b>		<b>2021</b>	
	<b>Average Balance</b>	<b>Average Rate</b>	<b>Average Balance</b>	<b>Average Rate</b>
<i>(Dollars in thousands)</i>				
<b>Deposits</b>				
Money market deposit accounts	\$ 1,076,066	0.24 %	\$ 878,173	0.24 %
NOW accounts	307,579	0.15	122,917	0.17
Uninsured time deposits	53,696	1.04	67,000	1.33
Other time deposits	106,501	0.47	89,803	0.56
Total time deposits	160,197	0.66	156,803	0.89
Savings accounts	32,607	0.04	6,486	0.03
Total interest-bearing deposits	1,576,449	0.26	1,164,379	0.32
Noninterest-bearing accounts	674,148		548,610	
Total deposits	<u>\$ 2,250,597</u>	0.18	<u>\$ 1,712,989</u>	0.21

Average noninterest-bearing deposits to average total deposits was 30.5% and 31.6% for the three months ended June 30, 2022 and 2021, respectively, and 30.0% and 32.0% for the six months ended June 30, 2022 and 2021, respectively.

Our average cost of funds was 0.26% and 0.28% for the three months ended June 30, 2022 and 2021, respectively, and 0.25% and 0.29% for the six months ended June 30, 2022 and 2021, respectively. The decrease in cost of funds was driven by a reduction in interest bearing deposit costs due to the repricing of term deposits.

Total money market accounts as of June 30, 2022 were \$1.03 billion, a decrease of \$22.9 million, or 2.2%, compared to December 31, 2021. NOW accounts decreased \$22.7 million, or 7.3%, to \$287.2 million compared to December 31, 2021.

Total time deposits as of June 30, 2022 were \$147.6 million, a decrease of \$22.9 million, or 13.4%, from December 31, 2021.

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The following presents the amount of certificates of deposit by time remaining until maturity as of June 30, 2022 (dollars in thousands):

	Three Months or Less	Three to Six Months	Six to 12 Months	After 12 Months	Total
Uninsured Time Deposits	\$ 9,679	\$ 14,633	\$ 10,973	\$ 38,929	\$ 74,214
Other	16,526	23,277	13,254	20,352	73,409
Total	<u>\$ 26,205</u>	<u>\$ 37,910</u>	<u>\$ 24,227</u>	<u>\$ 59,281</u>	<u>\$ 147,623</u>

*Borrowings*

We have short-term and long-term borrowing sources available to supplement deposits and meet our liquidity needs. As of June 30, 2022 and December 31, 2021, borrowings totaled \$119.8 million and \$77.7 million, respectively. On January 1, 2022, the Company redeemed subordinated notes due December 31, 2026 in the amount of \$6.6 million, which were redeemable on or after January 1, 2022.

The increase in other borrowings is attributed to additional FHLB borrowings to support the strong loan growth in 2022, partially offset by the paydown of loans in the Paycheck Protection Program Loan Facility ("PPPLF") from the Federal Reserve with a period end balance of \$7.2 million and the redemption of \$6.6 million in subordinated notes. Borrowing from the PPPLF is expected to trend in the same direction as the PPP loan balances. The following presents balances of each of the borrowing facilities as of the dates noted (dollars in thousands):

	June 30, 2022	December 31, 2021
<b>Borrowings</b>		
FHLB borrowings	\$ 80,000	\$ 15,000
Federal Reserve borrowings	7,223	23,629
Subordinated notes	32,553	39,031
Total	<u>\$ 119,776</u>	<u>\$ 77,660</u>

*FHLB*

We have a blanket pledge and security agreement with FHLB that requires certain loans and securities to be pledged as collateral for any outstanding borrowings under the agreement. The collateral pledged as of June 30, 2022 and December 31, 2021 amounted to \$856.6 million and \$771.4 million, respectively. Based on this collateral and the Company's holdings of FHLB stock, the Company was eligible to borrow an additional \$517.0 million as of June 30, 2022.

	As of and for the Six Months Ended June 30, 2022
<b>Short-term borrowings</b>	
Maximum outstanding at any month-end during the period	\$ 80,000
Balance outstanding at end of period	80,000
Average outstanding during the period	13,260
Average interest rate during the period	0.54 %
Average interest rate at the end of the period	0.76

The Bank has borrowing capacity associated with three unsecured federal funds lines of credit up to \$10.0 million, \$19.0 million, and \$25.0 million. As of June 30, 2022 and December 31, 2021, there were no amounts outstanding on any of the federal funds lines.

Our borrowing facilities include various financial and other covenants, including, but not limited to, a requirement that the Bank maintains regulatory capital that is deemed "well capitalized" by federal banking agencies. As of June 30, 2022 and December 31, 2021, the Company was in compliance with the covenant requirements.

*Liquidity and Capital Resources*

Liquidity resources primarily include interest-bearing and noninterest-bearing deposits which primarily contribute to our ability to raise funds to support asset growth, acquisitions, and meet deposit withdrawals and other payment obligations. Access to purchased funds primarily include the ability to borrow from FHLB, other correspondent banks, and the use of brokered deposits.

The following presents the composition of our funding sources and the average assets in which those funds are invested as a percentage of average total assets during the periods presented.

	<b>Three Months Ended June 30, 2022</b>	<b>Six Months Ended June 30, 2022</b>
<b>Sources of Funds:</b>		
Deposits:		
Noninterest-bearing	26.89 %	26.38 %
Interest-bearing	61.25	61.67
FHLB and Federal Reserve borrowings	0.82	1.05
Subordinated notes	1.29	1.28
Other liabilities	0.76	0.84
Shareholders' equity	8.99	8.78
Total	<u>100.00 %</u>	<u>100.00 %</u>
<b>Uses of Funds:</b>		
Total loans	79.02 %	76.41 %
Investment securities	2.74	2.45
Mortgage loans held for sale	0.77	0.82
Interest-bearing deposits in other financial institutions	12.69	15.54
Federal funds sold	0.04	0.05
Noninterest-earning assets	4.74	4.73
Total	<u>100.00 %</u>	<u>100.00 %</u>
Average noninterest-bearing deposits to total average deposits	30.51 %	29.95 %
Average loans to total average deposits	90.24	87.38
Average interest-bearing deposits to total average deposits	69.49	70.05

Our primary source of funds is interest-bearing and noninterest-bearing deposits, and our primary use of funds is loans. We do not expect a change in the primary source or use of our funds in the foreseeable future.

*Capital Resources*

Total shareholders' equity increased \$9.0 million, or 4.1%, from December 31, 2021 to \$228.0 million as of June 30, 2022. The increase is primarily due to net income.

On January 6, 2022, the Company filed a Form S-3 Registration Statement with the SEC providing that the Company may offer and sell from time to time, separately or together, in multiple series or in one or more offerings, any combination of common stock, preferred stock, debt securities, warrants, depository shares and units, up to a maximum aggregate offer price of \$100 million.

On November 3, 2020, the Company announced that its board of directors authorized the repurchase of up to 400,000 shares of the Company's common stock, no par value (the "2020 Repurchase Plan") and that the Board of Governors of the Federal Reserve System advised the Company that it has no objection to the Company's 2020 Repurchase Plan. The 2020 Repurchase Plan was in effect for a one-year period, with the timing of purchases and the number of shares repurchased under the program dependent upon a variety of factors including price, trading volume, corporate and regulatory requirements, and market conditions. The 2020 Repurchase Plan expired in November 2021. During the year ended December 31, 2021, the Company did not repurchase any shares under the 2020 Repurchase Plan.

We are subject to various regulatory capital adequacy requirements at a consolidated level and the Bank level. These requirements are administered by 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 our condensed consolidated financial statements. Under capital adequacy guidelines and, additionally for banks, the regulatory framework for prompt corrective action, we must meet specific capital guidelines that involve quantitative measures of our assets, liabilities, and certain off-balance sheet items as calculated under regulatory accounting practices.

Capital levels are viewed as important indicators of an institution's financial soundness by banking regulators. Generally, FDIC-insured depository institutions and their holding companies are required to maintain minimum capital relative to the amount and types of assets they hold. As of June 30, 2022 and December 31, 2021, our holding company and Bank were in compliance with all applicable regulatory capital requirements, and the Bank was classified as "well capitalized," for purposes of the prompt corrective action regulations. As we continue to grow our operations and maintain capital requirements, our regulatory capital levels may decrease depending on our level of earnings. We continue to monitor growth and control our capital activities in order to remain in compliance with all applicable regulatory capital standards.

The following presents our regulatory capital ratios during the periods presented (dollars in thousands):

	June 30, 2022		December 31, 2021	
	Amount	Ratio	Amount	Ratio
<b>Tier 1 capital to risk-weighted assets</b>				
Bank	\$ 214,993	10.99 %	\$ 203,164	11.40 %
Consolidated Company	199,379	10.15	188,777	10.54
<b>Common Equity Tier 1(CET1) to risk-weighted assets</b>				
Bank	214,993	10.99	203,164	11.40
Consolidated Company	199,379	10.15	188,777	10.54
<b>Total capital to risk-weighted assets</b>				
Bank	229,777	11.75	217,215	12.19
Consolidated Company	247,164	12.58	242,388	13.54
<b>Tier 1 capital to average assets</b>				
Bank	214,993	8.65	203,164	10.05
Consolidated Company	199,379	8.00	188,777	9.31

*Contractual Obligations and Off-Balance Sheet Arrangements*

We enter into credit-related financial instruments with off-balance sheet risk in the normal course of business to meet the financing needs of our clients. These financial instruments include commitments to extend credit. Such commitments involve, to varying degrees, elements of credit and interest rate risk in excess of the amount recognized in the Condensed Consolidated Balance Sheets. Commitments may expire without being utilized. Our exposure to loan loss is represented by the contractual amount of these commitments, although material losses are not anticipated. We follow the same credit policies in making commitments as we do for on-balance sheet instruments.

The following presents future contractual obligations to make future payments during the periods presented (dollars in thousands):

	As of June 30, 2022				
	1 Year or Less	More than 1 Year but Less than 3 Years	More than 3 Years but Less than 5 Years	5 Years or More	Total
FHLB and Federal Reserve	\$ 80,000	\$ —	\$ 7,223	\$ —	\$ 87,223
Subordinated notes	—	—	—	32,553 <sup>(1)</sup>	32,553
Time deposits	88,342	42,453	11,852	4,976	147,623
Minimum lease payments	3,415	6,073	1,628	1,857	12,973
<b>Total</b>	<b>\$ 171,757</b>	<b>\$ 48,526</b>	<b>\$ 20,703</b>	<b>\$ 39,386</b>	<b>\$ 280,372</b>

<sup>(1)</sup> Reflects contractual maturity dates of March 31, 2030, December 1, 2030, and September 1, 2031.

The following presents financial instruments whose contract amounts represent credit risk, as of the periods presented (dollars in thousands):

	June 30, 2022		December 31, 2021	
	Fixed Rate	Variable Rate	Fixed Rate	Variable Rate
Unused lines of credit	\$ 128,605	\$ 575,094	\$ 136,289	\$ 442,035
Standby letters of credit	6,263	22,035	2,420	20,940
Commitments to make loans to sell	37,841	—	60,529	—
Commitments to make loans	52,056	17,749	16,256	14,920

We may enter into contracts for services in the conduct of ordinary business operations, which may require payment for services to be provided in the future and may contain penalty clauses for early termination of the contracts. We do not believe these off-balance sheet arrangements have or are reasonably likely to have a material effect on our financial condition, revenues or expenses, results of operations, liquidity, capital expenditures, or capital resources. However, there can be no assurance that such arrangements will not have an effect on future operations.

#### *Critical Accounting Policies*

Our accounting policies and procedures are described in Note 1 - Organization and Summary of Significant Accounting Policies in the accompanying Notes to the Condensed Consolidated Financial Statements as well as the Company's Annual Report on Form 10-K for the year ended December 31, 2021 as filed with the SEC.

### **Item 3. Quantitative and Qualitative Disclosures about Market Risk**

#### *Interest Rate Sensitivity and Market Risk*

Market risk is the risk of loss in a financial instrument arising from adverse changes in market prices and rates, foreign currency exchange rates, commodity prices, and equity prices. Our market risk arises primarily from interest rate risk inherent in lending, investing, and deposit taking activities. To that end, management actively monitors and manages interest rate risk exposure. We do not have any market risk sensitive instruments entered into for trading purposes.

Management uses various asset/liability strategies to manage the re-pricing characteristics of our assets and liabilities designed to ensure that exposure to interest rate fluctuations is limited within established guidelines of acceptable levels of risk-taking.

The board of directors monitors interest rate risk by analyzing the potential impact on the net economic value of equity and net interest income from potential changes in interest rates and considers the impact of alternative strategies or changes in balance sheet structure. We manage our balance sheet in part to maintain the potential impact on economic value of equity and net interest income within acceptable ranges despite changes in interest rates.

Our exposure to interest rate risk is reviewed at least quarterly by the board of directors. Interest rate risk exposure is measured using interest rate sensitivity analysis to determine the change in net interest income and economic value of equity in the event of hypothetical changes in interest rates. If potential changes to net economic value of equity and net interest income resulting from hypothetical interest rate changes are not within the limits established by our board of directors, the board of directors may direct management to adjust the asset and liability mix to bring interest rate risk within board-approved limits.

The following presents the sensitivity in net interest income and fair value of equity during the periods presented, using a parallel ramp scenario.

<u>Change in Interest Rates (Basis Points)</u>	<u>As of June 30, 2022</u>		<u>As of December 31, 2021</u>	
	<u>Percent Change in Net Interest Income</u>	<u>Percent Change in Fair Value of Equity</u>	<u>Percent Change in Net Interest Income</u>	<u>Percent Change in Fair Value of Equity</u>
300	4.36 %	(3.28)%	11.85 %	11.17 %
200	3.80	0.89	9.31	11.43
100	2.20	1.93	4.88	7.78
Base	—	—	—	—
-100	(3.99)	(8.80)	(2.58)	(26.39)

The model simulations as of June 30, 2022 imply that our balance sheet is less asset sensitive compared to our balance sheet as of December 31, 2021.

Although the simulation model is useful in identifying potential exposure to interest rate changes, actual results for net interest income and economic value of equity may differ. There are a variety of factors that can impact the outcomes such as timing and magnitude of interest rate changes, asset and liability mix, pre-payment speeds, deposit beta assumptions, and decay rates that differ from our projections. Additionally, the results do not account for actions implemented to manage our interest rate risk exposure.

#### *Impact of Inflation*

Our Condensed Consolidated Financial Statements and related notes included within this Form 10-Q have been prepared in accordance with GAAP, which requires the measurement of financial position and operating results in terms of historical dollars, without considering changes in the relative value of money over time due to inflation or recession.

Our assets and liabilities are substantially monetary in nature. Therefore, changes in interest rates can significantly impact our performance beyond the general effects of inflation. Interest rates do not necessarily move in the same direction or magnitude as prices of general goods and services, while other operating expenses can be correlated with the impact of general levels of inflation.

#### **Item 4. Controls and Procedures**

##### *Evaluation of Disclosure Controls and Procedures*

As of the end of the period covered by this Form 10-Q, the Company carried out an evaluation, under the supervision and with the participation of its management, including its Chief Executive Officer and Chief Operating Officer and Chief Financial Officer, of the effectiveness of the design and operation of its disclosure controls and procedures. In designing and evaluating the disclosure controls and procedures, management recognizes that any controls and procedures, no matter how well designed and operated, can provide only reasonable assurance of achieving the desired control objectives, and management was required to apply judgment in evaluating its controls and procedures. Based on this evaluation, the Company's Chief Executive Officer and Chief Operating Officer concluded that the Company's disclosure controls and procedures (as defined in Rules 13a-15(e) and 15d-15(e) under the Securities Exchange Act of 1934, as amended, or the "Exchange Act") were effective as of the end of the period covered by this report.

##### *Internal Control over Financial Reporting*

There were no changes in the Company's internal control over financial reporting (as such term is defined in Rules 13a-15(f) and 15d-15(f) under the Exchange Act) that occurred during the three months ended June 30, 2022 that has materially affected, or is reasonably likely to materially affect, the Company's internal control over financial reporting.

## PART II. OTHER INFORMATION

### Item 1. Legal Proceedings

The Company, from time to time, is involved in various legal actions arising in the normal course of business. While the ultimate outcome of any such proceedings cannot be predicted with certainty, it is the opinion of management, after consulting with our legal counsel, that no proceedings exist, either individually or in the aggregate, which, if determined adversely to the Company, would have a material effect on the Company's condensed consolidated financial statements. See Note 9 - Commitments and Contingencies in the Notes to Condensed Consolidated Financial Statements.

### Item 1A. Risk Factors

There has been no material change in the risk factors previously disclosed under Item 1A of the Company's 2021 Annual Report on Form 10-K filed with the SEC on March 15, 2022.

### Item 2. Unregistered Sales of Equity Securities and Use of Proceeds

#### (c) Issuer Purchases of Equity Securities

	Total number of shares purchased <sup>(1)</sup>	Average price paid per share	Total number of shares purchased as part of publicly announced plans or programs	Maximum number (or approximate dollar value) of shares that may yet be purchased under the plans or programs
April 1, 2022 through April 30, 2022	6,729	\$ 32.82	—	—
May 1, 2022 through May 31, 2022	10,293	32.94	—	—
June 1, 2022 through June 30, 2022	4,323	27.19	—	—

<sup>(1)</sup> These shares relate to the net settlement by employees related to vested, restricted stock awards and do not impact the shares available for repurchase. Net settlements represent instances where employees elect to satisfy their income tax liability related to the vesting of restricted stock through the surrender of a proportionate number of the vested shares to the Company.

### Item 3. Defaults upon Senior Securities

Not applicable.

### Item 4. Mine Safety Disclosures

Not applicable.

### Item 5. Other Information

Not applicable.



**Item 6. Exhibits**

Exhibit No. Description

31.1*	<a href="#">Certification of Chief Executive Officer pursuant to Rule 13a-14(a) of the Exchange Act, as adopted pursuant to Section 302 of the Sarbanes-Oxley Act of 2002</a>
31.2*	<a href="#">Certification of Chief Financial Officer pursuant to Rule 13a-14(a) of the Exchange Act, as adopted pursuant to Section 302 of the Sarbanes-Oxley Act of 2002</a>
32.1**	<a href="#">Certification of Chief Executive Officer pursuant to 18 U.S.C. Section 1350, as adopted pursuant to Section 906 of the Sarbanes-Oxley Act of 2002</a>
32.2**	<a href="#">Certification of Chief Financial Officer pursuant to 18 U.S.C. Section 1350, as adopted pursuant to Section 906 of the Sarbanes-Oxley Act of 2002</a>
101.INS*	Inline XBRL Instance Document
101.SCH*	Inline XBRL Taxonomy Extension Schema Document
101.CAL*	Inline XBRL Taxonomy Extension Calculation Linkbase Document
101.DEF*	Inline XBRL Taxonomy Extension Definition Linkbase Document
101.LAB*	Inline XBRL Taxonomy Extension Label Linkbase Document
101.PRE*	Inline XBRL Taxonomy Extension Presentation Linkbase Document
104	Cover Page Interactive Data File (formatted as inline XBRL and contained in Exhibit 101)

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\* Filed herewith.

\*\* These exhibits are furnished herewith and shall not be deemed “filed” for purposes of Section 18 of the Exchange Act, or otherwise subject to the liability of that section, and shall not be deemed to be incorporated by reference into any filing under the Securities Act or the Exchange Act.

**SIGNATURES**

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

**First Western Financial, Inc.**

August 5, 2022  
Date

By: /s/ Scott C. Wylie  
Scott C. Wylie  
Chairman, Chief Executive Officer, and President

August 5, 2022  
Date

By: /s/ Julie A. Courkamp  
Julie A. Courkamp  
Chief Operating Officer, Chief Financial Officer, and  
Treasurer

CERTIFICATION

I, Scott C. Wylie, certify that:

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

Date: August 5, 2022

/s/ Scott C. Wylie

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Scott C. Wylie

Chairman, Chief Executive Officer and President  
(Principal Executive Officer)

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CERTIFICATION

I, Julie A. Courkamp, certify that:

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

Date: August 5, 2022

/s/ Julie A. Courkamp  
Julie A. Courkamp  
Chief Operating Officer, Chief Financial Officer and  
Treasurer  
(Principal Financial Officer)

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**Certification Pursuant to 18 U.S.C. Section 1350**

In connection with this report of First Western Financial, Inc. (the "Company") on Form 10-Q for the period ended June 30, 2022, as filed with the Securities and Exchange Commission on the date hereof (the "Report"), I, Scott C. Wylie, Chairman, Chief Executive Officer and President of the Company, certify, pursuant to 18 U.S.C. Section 1350, as adopted pursuant to Section 906 of the Sarbanes-Oxley Act of 2002, that, to the best of my knowledge:

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

FIRST WESTERN FINANCIAL, INC.

Date: August 5, 2022

/s/ Scott C. Wylie

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Scott C. Wylie

Chairman, Chief Executive Officer and President

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**Certification Pursuant to 18 U.S.C. Section 1350**

In connection with this report of First Western Financial, Inc. (the "Company") on Form 10-Q for the period ended June 30, 2022, as filed with the Securities and Exchange Commission on the date hereof (the "Report"), I, Julie A. Courkamp, Chief Operating Officer, Chief Financial Officer and Treasurer of the Company, certify, pursuant to 18 U.S.C. Section 1350, as adopted pursuant to Section 906 of the Sarbanes-Oxley Act of 2002, that, to the best of my knowledge:

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

FIRST WESTERN FINANCIAL, INC.

Date: August 5, 2022

/s/ Julie A. Courkamp

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Julie A. Courkamp  
Chief Operating Officer, Chief Financial Officer and  
Treasurer

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