

**UNITED STATES
SECURITIES AND EXCHANGE COMMISSION
WASHINGTON, DC 20549**

FORM 10-Q

(Mark One)

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

For the quarterly period ended June 30, 2021

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: 333-205986

RIVER FINANCIAL CORPORATION

(Exact Name of Registrant as Specified in its Charter)

ALABAMA

(State or other jurisdiction of
incorporation or organization)

46-1422125

(I.R.S. Employer
Identification No.)

2611 Legends Drive

Prattville, Alabama

(Address of principal executive offices)

36066

(Zip Code)

Registrant's telephone number, including area code: (334) 290-1012

Securities registered pursuant to Section 12(b) of the Act: None

Title of each class	Trading Symbol(s)	Name of each exchange on which registered
None	None	None

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	<input type="checkbox"/>	Accelerated filer	<input type="checkbox"/>
Non-accelerated filer	<input type="checkbox"/>	Smaller reporting company	<input checked="" type="checkbox"/>
Emerging growth company	<input type="checkbox"/>		

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. Yes No

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

As of July 31, 2021, the registrant had 6,542,551 shares of common stock, \$1.00 par value per share, outstanding.

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FORWARD-LOOKING STATEMENTS

This Quarterly Report on Form 10-Q of River Financial Corporation (“we”, “our” or “us” on a consolidated basis) contains forward-looking statements within the meaning of The Private Securities Litigation Reform Act of 1995. Such statements include projections, predictions, expectations or statements as to beliefs or future events or results or refer to other matters that are not historical facts. Forward-looking statements are subject to known and unknown risks, uncertainties and other factors that could cause the actual results to differ materially from those contemplated by the statements. This may be especially true given the current environment of the COVID-19 pandemic. The forward-looking statements contained in this report are based on various factors and were derived using numerous assumptions. In some cases, you can identify these forward-looking statements by words like “may”, “will”, “should”, “expect”, “plan”, “anticipate”, “intend”, “believe”, “estimate”, “predict”, “potential”, or “continue” or the negative of those words and other comparable words. You should be aware that those statements reflect only our predictions. If known or unknown risks or uncertainties should materialize, or if any one or more of our material underlying assumptions should prove inaccurate, actual results could differ materially from past results and those anticipated, estimated or projected. You should bear this in mind when reading this report and not place undue reliance on these forward-looking statements. Factors that might cause such differences include, but are not limited to:

As set forth elsewhere in the risk factors referred to at Item 1A of Part II of this Form 10-Q, the COVID-19 pandemic could have adverse results on our financial condition and results of operations and other areas set forth in such risk factors.

The COVID-19 pandemic could exaggerate the negative consequences set forth in the following forward-looking statements and we have attempted to outline in the risk factor section of this Form 10-Q our best assessment of how such negative consequences may arise.

Acquisition related factors:

- The businesses of any bank acquired by us may not be integrated successfully or the integration may be more difficult, time-consuming or costly than expected;
- The expected growth opportunities or costs savings from such transactions may not be fully realized or may take longer to realize than expected;
- Revenues following such transactions may be lower than expected as a result of losses of customers or other reasons;
- Deposit attrition, operating costs, customer loss and business disruption following such transactions, including difficulties in maintaining relationships with employees, may be greater than expected;
- Governmental approvals of such transactions may not be obtained on the proposed terms or expected timeframe;
- Reputational risks and the reaction of the companies’ customers to such transactions;
- Diversion of management time on merger related issues.

Factors affecting our Bank generally:

- Changes in asset quality and credit risk of our bank;
- Inflation;
- Customer acceptance of our products and services;
- Customer borrowing, repayment, investment and deposit practices;
- The negative impact on profitability imposed on us by a compressed net interest margin on loans and other extensions of credit that affects our ability to lend profitably and to price loans effectively in the face of competitive pressures;
- Our liquidity requirements could be adversely affected by changes in our assets and liabilities;
- Our ability to attract, develop and retain qualified banking professionals;
- Failure to attract or retain stable deposits at reasonable cost that is competitive with the larger international, national, and regional financial service providers with which we compete;
- Significant reliance on loans secured by real estate and the associated vulnerability to downturns in the local real estate market, natural disasters and other variables impacting the value of real estate;
- The introduction, withdrawal, success and timing of business initiatives;

- The impact, extent, and timing of technological changes;
- A weakening of the economies in which we conduct operations may adversely affect our operating results;
- The U.S. legal and regulatory framework, or changes in such framework, could adversely affect our operating results;
- The interest rate environment may compress margins and adversely affect net interest income;
- Competition from other financial services companies in our markets could adversely affect operations; and
- Interruption in our business and the businesses of our customers caused by a downturn in the economy, possible weather-related conditions such as tornadoes or hurricanes, and the COVID-19 pandemic.

You should also consider carefully the risk factors referred to in Item 1A of Part II of this Form 10-Q, which address additional factors that could cause our actual results to differ from those set forth in the forward-looking statements and could materially and adversely affect our business, operating results and financial condition. The risks discussed in this report are factors that, individually or in the aggregate, management believes could cause our actual results to differ materially from expected and historical results. You should understand that it is not possible to predict or identify all such factors. Consequently, you should not consider such disclosures to be a complete discussion of all potential risks or uncertainties. Factors not here or there listed may develop or, if currently extant, we may not have yet recognized them.

The forward-looking statements speak only as of the date on which they are made, and, except to the extent required by federal securities laws, we undertake no obligation to update any forward-looking statement to reflect events or circumstances after the date on which the statement is made or to reflect the occurrence of unanticipated events. 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. Consolidated Financial Statements (Unaudited)

RIVER FINANCIAL CORPORATION
Consolidated Statements of Financial Condition
(in thousands except share data)

	June 30, 2021 Unaudited	December 31, 2020 Audited
<u>Assets</u>		
Cash and due from banks	\$ 29,974	\$ 15,859
Interest-bearing deposits in banks	44,420	32,909
Federal funds sold	11,500	11,500
Cash and cash equivalents	85,894	60,268
Certificates of deposit in banks	3,660	4,155
Securities available-for-sale, at fair value	780,364	493,274
Loans held for sale	17,181	24,004
Loans, net of unearned income and discounts	1,227,578	1,186,582
Less allowance for loan losses	(18,913)	(16,803)
Net loans	1,208,665	1,169,779
Premises and equipment, net	34,466	32,501
Accrued interest receivable	6,702	6,799
Bank owned life insurance	40,559	29,016
Foreclosed assets	674	240
Deferred income taxes, net	4,236	1,625
Core deposit intangible	3,494	4,052
Goodwill	27,817	27,817
Restricted equity securities	1,482	1,777
Other assets	10,909	9,343
Total assets	<u>\$ 2,226,103</u>	<u>\$ 1,864,650</u>
<u>Liabilities and Shareholders' Equity</u>		
Noninterest-bearing deposits	\$ 572,630	\$ 436,885
Interest-bearing deposits	1,419,383	1,216,750
Total deposits	1,992,013	1,653,635
Securities sold under agreements to repurchase	10,486	13,653
Note payable	-	20,392
Subordinated debentures, net of loan costs	39,316	-
Accrued interest payable and other liabilities	9,538	8,790
Total liabilities	<u>2,051,353</u>	<u>1,696,470</u>
Common stock related to 401(k) Employee Stock Ownership Plan	<u>2,673</u>	<u>1,732</u>
<u>Stockholders' Equity</u>		
Common stock (\$1 par value; 10,000,000 shares authorized; 6,537,785 and 6,528,764 shares issued; 6,537,551 and 6,501,024 shares outstanding, respectively)	6,538	6,529
Additional paid-in capital	100,918	100,707
Retained earnings	63,594	53,391
Accumulated other comprehensive income	3,707	8,310
Treasury stock at cost (234 and 27,740 shares, respectively)	(7)	(757)
Common stock related to 401(k) Employee Stock Ownership Plan	(2,673)	(1,732)
Total stockholders' equity	<u>172,077</u>	<u>166,448</u>
Total equity	<u>174,750</u>	<u>168,180</u>
Total liabilities and stockholders' equity	<u>\$ 2,226,103</u>	<u>\$ 1,864,650</u>

The accompanying notes are an integral part of these financial statements.

RIVER FINANCIAL CORPORATION
Unaudited Consolidated Statements of Income
(in thousands except per share data)

	For the Three Months Ended:		For the Six Months Ended:	
	June 30,		June 30,	
	2021	2020	2021	2020
Interest income:				
Loans, including fees	\$ 15,476	\$ 14,233	\$ 31,029	\$ 26,957
Taxable securities	1,663	1,293	3,026	2,724
Nontaxable securities	534	498	1,070	934
Federal funds sold	7	-	14	-
Other interest income	32	45	61	175
Total interest income	<u>17,712</u>	<u>16,069</u>	<u>35,200</u>	<u>30,790</u>
Interest expense:				
Deposits	1,039	1,713	2,158	3,779
Short-term borrowings	2	5	5	12
Subordinated debentures	423	-	529	-
Note payable	-	341	242	696
Total interest expense	<u>1,464</u>	<u>2,059</u>	<u>2,934</u>	<u>4,487</u>
Net interest income	<u>16,248</u>	<u>14,010</u>	<u>32,266</u>	<u>26,303</u>
Provision for loan losses	<u>1,185</u>	<u>3,566</u>	<u>2,371</u>	<u>4,882</u>
Net interest income after provision for loan losses	<u>15,063</u>	<u>10,444</u>	<u>29,895</u>	<u>21,421</u>
Noninterest income:				
Service charges and fees	1,444	1,102	2,786	2,404
Investment brokerage revenue	62	50	125	85
Mortgage operations	1,560	1,628	3,408	2,362
Bank owned life insurance income	274	199	543	398
Net gain (loss) on sale of investment securities	-	(2)	7	(48)
Other noninterest income	85	90	216	227
Total noninterest income	<u>3,425</u>	<u>3,067</u>	<u>7,085</u>	<u>5,428</u>
Noninterest expense:				
Salaries and employee benefits	6,649	5,458	12,564	10,537
Occupancy expenses	604	586	1,178	1,167
Equipment rentals, depreciation, and maintenance	289	284	564	582
Telephone and communications	136	128	313	245
Advertising and business development	176	73	312	216
Data processing	765	734	1,429	1,474
Foreclosed assets, net	45	33	86	120
Federal deposit insurance and other regulatory assessments	256	157	549	283
Legal and other professional services	344	218	623	407
Other operating expenses	1,519	1,299	2,959	2,645
Total noninterest expense	<u>10,783</u>	<u>8,970</u>	<u>20,577</u>	<u>17,676</u>
Income before income taxes	<u>7,705</u>	<u>4,541</u>	<u>16,403</u>	<u>9,173</u>
Provision for income taxes	<u>1,677</u>	<u>926</u>	<u>3,588</u>	<u>1,853</u>
Net income	<u>\$ 6,028</u>	<u>\$ 3,615</u>	<u>\$ 12,815</u>	<u>\$ 7,320</u>
Basic net earnings per common share	\$ 0.92	\$ 0.56	\$ 1.96	\$ 1.13
Diluted net earnings per common share	\$ 0.91	\$ 0.55	\$ 1.94	\$ 1.11
Dividends per common share	\$ -	\$ -	\$ 0.40	\$ 0.36

The accompanying notes are an integral part of these financial statements.

RIVER FINANCIAL CORPORATION
Unaudited Consolidated Statements of Comprehensive Income
(in thousands)

	For the Three Months Ended		For the Six Months Ended	
	June 30,		June 30,	
	2021	2020	2021	2020
Net income	\$ 6,028	\$ 3,615	\$ 12,815	\$ 7,320
Other comprehensive income (loss), net of tax:				
Investment securities available-for-sale:				
Net unrealized gains (losses)	246	1,296	(6,141)	6,785
Income tax effect	(61)	(325)	1,543	(1,704)
Reclassification adjustments for net (gains) losses realized in net income	-	2	(7)	48
Income tax effect	-	(1)	2	(12)
Other comprehensive income (loss), net of tax	185	972	(4,603)	5,117
Comprehensive income	<u>\$ 6,213</u>	<u>\$ 4,587</u>	<u>\$ 8,212</u>	<u>\$ 12,437</u>

The accompanying notes are an integral part of these financial statements.

RIVER FINANCIAL CORPORATION
Unaudited Consolidated Statements of Changes in Stockholders' Equity
(in thousands except share and per share data)

	Common Stock	Additional Paid In Capital	Retained Earnings	Accumulated Other Comprehensive Income	Treasury Stock	Common Stock Related to KSOP	Total Stockholders' Equity
Balance at December 31, 2020	\$ 6,529	\$ 100,707	\$ 53,391	\$ 8,310	\$ (757)	\$ (1,732)	\$ 166,448
Net income	-	-	12,815	-	-	-	12,815
Other comprehensive loss, net of tax	-	-	-	(4,603)	-	-	(4,603)
Exercise of stock options (9,021 shares)	9	128	-	-	-	-	137
Purchase of treasury stock (14,678 shares)	-	-	-	-	(440)	-	(440)
Sale of treasury shares (42,184 shares)	-	(9)	-	-	1,190	-	1,181
Dividends declared (\$0.40 per share)	-	-	(2,612)	-	-	-	(2,612)
Stock-based compensation expense	-	92	-	-	-	-	92
Change for KSOP related shares	-	-	-	-	-	(941)	(941)
Balance at June 30, 2021	<u>\$ 6,538</u>	<u>\$ 100,918</u>	<u>\$ 63,594</u>	<u>\$ 3,707</u>	<u>\$ (7)</u>	<u>\$ (2,673)</u>	<u>\$ 172,077</u>

The accompanying notes are an integral part of these financial statements.

RIVER FINANCIAL CORPORATION
Unaudited Consolidated Statements of Cash Flows
(in thousands)

	For the Six Months Ended June 30,	
	2021	2020
Cash Flows From (Used For) Operating Activities:		
Net Income	\$ 12,815	\$ 7,320
Adjustments to reconcile net income to net cash (used for) from operating activities:		
Provision for loan losses	2,371	4,882
Provision for losses on foreclosed assets	60	60
Amortization of securities available-for-sale	3,617	1,530
Accretion of securities available-for-sale	(83)	(120)
Realized net (gain) loss on securities available-for-sale	(7)	48
Accretion of discount on acquired loans	(50)	(191)
Accretion of deferred loan fees / costs	(1,452)	(1,209)
Amortization of core deposit intangible asset	558	656
Stock-based compensation expense	92	108
Bank owned life insurance income	(543)	(398)
Depreciation and amortization of premises and equipment	732	730
Gain on sale of foreclosed assets	(10)	(11)
Deferred income tax benefit	(1,070)	(2,478)
(Increase) decrease in operating assets and (decrease) increase in operating liabilities:		
Loans held-for-sale	6,823	(10,566)
Accrued interest receivable	97	(2,216)
Other assets	(1,566)	(103)
Accrued interest payable and other liabilities	751	3,089
Net cash from operating activities	<u>23,135</u>	<u>1,131</u>
Cash Flows From (Used For) Investing Activities:		
Maturity of certificate of deposit	495	1,948
Purchase of certificate of deposit	-	(499)
Sales of securities available-for-sale	4,383	14,499
Maturities, payments, calls of securities available-for-sale	64,570	37,194
Purchases of securities available-for-sale	(365,717)	(146,692)
Loan principal originations, net	(40,380)	(238,098)
Proceeds from sale of foreclosed assets	141	1,166
Purchases of premises and equipment	(2,697)	(633)
Sale (purchase) of restricted equity securities, net	295	(127)
Purchase of bank owned life insurance	(11,000)	-
Net cash used for investing activities	<u>(349,910)</u>	<u>(331,242)</u>
Cash Flows From (Used For) Financing Activities:		
Net increase in deposits	338,378	327,981
Net increase (decrease) in securities sold under agreements to repurchase	(3,167)	2,106
Proceeds from issuance of subordinated debt, net of loan costs	39,316	-
Repayment of note payable	(20,392)	(1,665)
Proceeds from exercise of common stock options and warrants	137	181
Purchase of treasury stock	(440)	(626)
Sale of treasury stock	1,181	198
Cash dividends	(2,612)	(2,343)
Net cash from financing activities	<u>352,401</u>	<u>325,832</u>
Net Change In Cash And Cash Equivalents	<u>25,626</u>	<u>(4,279)</u>
Cash and Cash Equivalents At Beginning Of Period	<u>60,268</u>	<u>45,455</u>
Cash and Cash Equivalents At End Of Period	<u>\$ 85,894</u>	<u>\$ 41,176</u>
Supplemental Disclosures Of Cash Flows Information:		
Cash Payments For:		
Interest paid to depositors	\$ 2,224	\$ 3,818
Interest paid on borrowings	\$ 461	\$ 729
Income taxes	\$ 5,630	\$ 720
Non-cash investing and financing activities:		
Transfer of loans to foreclosed assets	\$ 625	\$ 216

The accompanying notes are an integral part of these financial statements.

River Financial Corporation
Notes to Unaudited Consolidated Financial Statements
(amounts in thousands, except share and per share data)

Note 1 – Basis of Presentation

General

The unaudited consolidated financial statements include the accounts of River Financial Corporation (“River” or the “Company”) and its wholly owned subsidiary, River Bank & Trust (Bank). The Bank provides a full range of commercial and consumer banking services primarily in the Montgomery, Alabama metropolitan area, Autauga, Baldwin, Chilton, Coffee, Elmore, Etowah, Houston, Lee, Mobile, Morgan and Tallapoosa counties and surrounding counties in Alabama. The Bank is primarily regulated by the Federal Deposit Insurance Corporation (FDIC) and undergoes periodic examinations by this regulatory agency and the Alabama Banking Department. The Company is regulated by the Federal Reserve Bank (FRB) and is also subject to periodic examinations.

In the opinion of management, the accompanying unaudited consolidated financial statements contain all adjustments necessary to present fairly River Financial Corporation’s consolidated statements of financial condition, statements of income, statements of comprehensive income, statements of changes in stockholders’ equity and statements of cash flows for the periods presented, and all such adjustments are of a normal recurring nature. All material intercompany accounts and transactions have been eliminated in consolidation. The results of operations for the interim periods are not necessarily indicative of the results to be expected for the entire year.

These interim consolidated financial statements have been prepared in accordance with the rules and regulations of the Securities and Exchange Commission and, therefore, certain information and note disclosures normally presented in accordance with accounting principles generally accepted in the United States of America (U.S. GAAP) have been omitted or abbreviated. These financial statements should be read in conjunction with the Company’s audited consolidated financial statements and notes as of December 31, 2020, which are contained in the Company’s Annual Report on Form 10-K for the year ended December 31, 2020.

Preparation of financial statements in conformity with U.S. GAAP requires management to make estimates and assumptions that affect the amounts reported in the consolidated financial statements and accompanying disclosures. These estimates are based on management’s best knowledge of current events and actions the Company may undertake in the future. Estimates are used in accounting for, among other items, the allowance for loan losses, foreclosed asset valuations, useful lives for depreciation and amortization, fair value of financial instruments, deferred taxes, and contingencies. Estimates that are particularly susceptible to significant change for the Company include the determination of the allowance for loan losses, investment securities impairment, and assessment of deferred tax assets and liabilities, and therefore are critical accounting policies. Management does not anticipate any material changes to estimates in the near term. Factors that may cause sensitivity to the aforementioned estimates include but are not limited to: external market factors such as market interest rates and employment rates, changes to operating policies and procedures, economic conditions in our markets, and changes in applicable banking regulations. Actual results may ultimately differ from estimates, although management does not generally believe such differences would materially affect the consolidated financial statements in any individual reporting period presented.

Note 2 – Reclassifications

Certain prior period amounts have been reclassified to conform to the presentation used in 2021. These reclassifications had no material effect on the operations, financial condition or cash flows of the Company.

Note 3 – Earnings Per Share

Basic earnings per common share are computed by dividing net income by the weighted-average number of shares of common stock outstanding during the period. Diluted earnings per common share are computed by dividing net income by the effect of the issuance of potential common shares that are dilutive and by the sum of the weighted-average number of shares of common stock outstanding. All shares owned by the Company's 401(k) Employee Stock Ownership Plan (KSOP) are included in the earnings per share calculations.

The reconciliation of the components of the basic and diluted earnings per share is as follows (amounts in thousands):

	For the Three Months Ended June 30,		For the Six Months Ended June 30,	
	2021	2020	2021	2020
Net earnings available to common shareholders	\$ 6,028	\$ 3,615	\$ 12,815	\$ 7,320
Weighted average common shares outstanding	6,531,352	6,497,335	6,525,581	6,498,861
Dilutive effect of stock options	77,364	77,752	71,437	78,651
Diluted common shares	6,608,716	6,575,087	6,597,018	6,577,512
Basic earnings per common share	\$ 0.92	\$ 0.56	\$ 1.96	\$ 1.13
Diluted earnings per common share	\$ 0.91	\$ 0.55	\$ 1.94	\$ 1.11

Note 4 – Investment Securities

The following table summarizes the amortized cost and fair value of securities available-for-sale and the corresponding amounts of unrealized gains and losses recognized in accumulated other comprehensive income at June 30, 2021 and December 31, 2020 (amounts in thousands):

	Amortized Cost	Gross Unrealized Gains	Gross Unrealized Losses	Fair Value
June 30, 2021:				
Securities available-for-sale:				
Residential mortgage-backed	\$ 585,733	\$ 3,279	\$ (3,841)	\$ 585,171
U.S. treasury securities	56,270	18	(47)	56,241
U.S. govt. sponsored enterprises	27,477	964	-	28,441
State, county, and municipal	96,683	4,805	(105)	101,383
Corporate debt obligations	9,228	16	(116)	9,128
Totals	<u>\$ 775,391</u>	<u>\$ 9,082</u>	<u>\$ (4,109)</u>	<u>\$ 780,364</u>
December 31, 2020:				
Securities available-for-sale:				
Residential mortgage-backed	\$ 346,001	\$ 5,034	\$ (438)	\$ 350,597
U.S. govt. sponsored enterprises	34,963	1,272	(4)	36,231
State, county, and municipal	98,026	5,220	(17)	103,229
Corporate debt obligations	3,166	51	-	3,217
Totals	<u>\$ 482,156</u>	<u>\$ 11,577</u>	<u>\$ (459)</u>	<u>\$ 493,274</u>

Management evaluates securities for other-than-temporary impairment on a quarterly basis, and more frequently when economic or market concerns warrant such evaluation. Consideration is given to (1) the length of time and the extent to which the fair value has been less than cost, (2) the financial condition and near-term prospects of the issuer and (3) the intent and ability of the Company to retain its investment in the issuer for a period of time sufficient to allow for any anticipated recovery in fair value.

The following table summarizes securities with unrealized and unrecognized losses as of June 30, 2021 and December 31, 2020 aggregated by major security type and length of time in a continuous unrealized or unrecognized loss position (amounts in thousands):

	Less Than 12 Months		More Than 12 Months		Total	
	Fair Value	Unrealized Losses	Fair Value	Unrealized Losses	Fair Value	Unrealized Losses
June 30, 2021:						
Securities available-for-sale:						
Residential mortgage-backed	\$ 394,574	\$ 3,841	\$ -	\$ -	\$ 394,574	\$ 3,841
U.S. treasury securities	35,858	47	-	-	35,858	47
U.S. govt. sponsored enterprises	-	-	-	-	-	-
State, county & municipal	9,567	105	-	-	9,567	105
Corporate debt obligations	3,611	116	-	-	3,611	116
Totals	<u>\$ 443,610</u>	<u>\$ 4,109</u>	<u>\$ -</u>	<u>\$ -</u>	<u>\$ 443,610</u>	<u>\$ 4,109</u>
December 31, 2020:						
Securities available-for-sale:						
Residential mortgage-backed	\$ 125,431	\$ 438	\$ -	\$ -	\$ 125,431	\$ 438
U.S. govt. sponsored enterprises	2,496	4	-	-	2,496	4
State, county & municipal	2,945	17	-	-	2,945	17
Corporate debt obligations	-	-	-	-	-	-
Totals	<u>\$ 130,872</u>	<u>\$ 459</u>	<u>\$ -</u>	<u>\$ -</u>	<u>\$ 130,872</u>	<u>\$ 459</u>

As of June 30, 2021, management does not consider securities with unrealized losses to be other-than-temporarily impaired. The unrealized losses in each category have occurred as a result of changes in interest rates, market spreads and market conditions subsequent to purchase. The Company has the ability and intent to hold its securities for a period of time sufficient to allow for a recovery in fair value. There were no other-than-temporary impairments charged to earnings during the six months ended June 30, 2021 or 2020. The Company owned a total of 97 securities with unrealized losses of \$4.11 million at June 30, 2021. As of June 30, 2021 and December 31, 2020, securities with a carrying value of approximately \$143.4 million and \$129.0 million, respectively, were pledged to secure public deposits as required by law. At June 30, 2021 and December 31, 2020, the carrying value of securities pledged to secure repurchase agreements was approximately \$21.6 million and \$15.2 million, respectively.

During the six months ended June 30, 2021, the Company sold investment securities for proceeds of \$4.4 million and realized gains of \$7 thousand. During the six months ended June 30, 2020, the Company sold investment securities for proceeds of \$14.5 million and realized losses of \$48 thousand.

The amortized cost and estimated fair value of securities available-for-sale at June 30, 2021 and December 31, 2020, by contractual maturity, are shown below. Expected maturities will differ from contractual maturities for residential mortgage backed securities because borrowers have the right to call or prepay obligations with or without call or prepayment penalties. These securities are therefore not presented by maturity classification.

	June 30, 2021		December 31, 2020	
	Amortized Cost	Fair Value	Amortized Cost	Fair Value
	(In Thousands)		(In Thousands)	
Securities available-for-sale				
Less than 1 year	\$ 13,113	\$ 13,277	\$ 7,443	\$ 7,532
1 to 5 years	53,665	54,705	31,821	33,227
5 to 10 years	46,204	46,567	21,299	22,021
After 10 years	76,676	80,644	75,592	79,897
	189,658	195,193	136,155	142,677
Residential mortgage-backed securities	585,733	585,171	346,001	350,597
Totals	<u>\$ 775,391</u>	<u>\$ 780,364</u>	<u>\$ 482,156</u>	<u>\$ 493,274</u>

Note 5 – Loans, Allowance for Loan Losses and Credit Quality

Major classifications of loans at June 30, 2021 and December 31, 2020 are summarized as follows (amounts in thousands):

	June 30, 2021		December 31, 2020	
	Amount	% of Total	Amount	% of Total
Residential real estate:				
Closed-end 1-4 family - first lien	\$ 268,199	22.2%	\$ 252,528	21.6%
Closed-end 1-4 family - junior lien	6,368	0.5%	8,343	0.7%
Multi-family	11,593	1.0%	10,817	0.9%
Total residential real estate	<u>286,160</u>	<u>23.7%</u>	<u>271,688</u>	<u>23.2%</u>
Commercial real estate:				
Nonfarm nonresidential	347,058	28.7%	317,279	27.1%
Farmland	39,420	3.3%	34,586	3.0%
Total commercial real estate	<u>386,478</u>	<u>32.0%</u>	<u>351,865</u>	<u>30.1%</u>
Construction and land development:				
Residential	89,320	7.4%	71,784	6.1%
Other	74,879	6.2%	78,818	6.7%
Total construction and land development	<u>164,199</u>	<u>13.6%</u>	<u>150,602</u>	<u>12.8%</u>
Home equity lines of credit	44,179	3.7%	43,424	3.7%
Commercial loans:				
Other commercial loans	249,037	20.7%	279,385	23.9%
Agricultural	40,273	3.3%	29,854	2.6%
State, county, and municipal loans	23,805	2.0%	25,922	2.2%
Total commercial loans	<u>313,115</u>	<u>26.0%</u>	<u>335,161</u>	<u>28.7%</u>
Consumer loans				
Total gross loans	<u>1,236,200</u>	<u>102.5%</u>	<u>1,193,386</u>	<u>102.0%</u>
Allowance for loan losses	(18,913)	-1.6%	(16,803)	-1.4%
Net discounts	(741)	-0.1%	(1,010)	-0.1%
Net deferred loan fees	(7,881)	-0.8%	(5,794)	-0.5%
Net loans	<u>\$ 1,208,665</u>	<u>100.0%</u>	<u>\$ 1,169,779</u>	<u>100.0%</u>

The Bank grants loans and extensions of credit to individuals and a variety of businesses and corporations located in its general trade area. Although the Bank has a diversified loan portfolio, a substantial portion of the loan portfolio is collateralized by improved and unimproved real estate and is dependent upon the real estate market. Relevant risk characteristics for these portfolio segments generally include debt service coverage, loan-to-value ratios and financial performance on non-consumer loans and credit scores, debt-to-income, collateral type and loan-to-value ratios for consumer loans.

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

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

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

Residential real estate and home equity lines of credit are repaid by various means such as through a borrower's income, sale of the property, or rental income derived from the property.

Commercial real estate loans include both owner-occupied commercial real estate loans and other commercial real estate loans secured by income producing properties. Owner-occupied commercial real estate loans to operating businesses are long-term financing of land and buildings. These loans are repaid by cash flow generated from the business operation. Real estate loans for income-producing properties such as office and industrial buildings and retail shopping centers are repaid from rent income derived from the properties. Loans secured by farmland are repaid by various means such as through a borrower's income, sale of the property, or rental income derived from the property.

Construction and land development loans are repaid through cash flow related to the operations, sale or refinance of the underlying property. This portfolio class includes extensions of credit to real estate developers or investors where repayment is dependent on the sale of the real estate or income generated from the real estate collateral.

Commercial loans - The commercial loan portfolio segment includes commercial and industrial loans, agricultural loans and loans to states and municipalities. These loans include those loans to commercial customers for use in normal business operations to finance working capital needs, equipment purchases, or expansion projects. Loans are repaid by business cash flows or tax revenues. Collection risk in this portfolio is driven by the creditworthiness of the underlying borrower, particularly by cash flows from the customers' business operations.

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

The following tables present the balance in the allowance for loan losses by portfolio segment. It also includes the balance in the allowance for loan losses and the recorded investment in loans by portfolio segment and based on impairment method for the periods indicated below (amounts in thousands). The acquired loans are not included in the allowance for loan losses calculation, as these loans are recorded at fair value and there has been no further indication of credit deterioration that would require an additional provision.

	Real Estate Mortgage Loans			Home Equity Lines Of Credit	Commercial	Consumer	Total
	Residential	Commercial	Construction and Land Development				
Allowance for Loan Losses							
Balance - December 31, 2020	\$ 1,676	\$ 6,807	\$ 1,749	\$ 268	\$ 5,897	\$ 406	\$ 16,803
Provision (credit) for loan losses	340	1,350	347	39	328	(33)	2,371
Loan charge-offs	(101)	(177)	-	-	(84)	(29)	(391)
Loan recoveries	-	35	4	-	65	26	130
Balance - June 30, 2021	<u>\$ 1,915</u>	<u>\$ 8,015</u>	<u>\$ 2,100</u>	<u>\$ 307</u>	<u>\$ 6,206</u>	<u>\$ 370</u>	<u>\$ 18,913</u>
Ending balance:							
Individually evaluated for impairment	\$ 63	\$ -	\$ -	\$ -	\$ 189	\$ 71	\$ 323
Collectively evaluated for impairment	1,852	8,015	2,100	307	6,017	299	18,590
Total	<u>\$ 1,915</u>	<u>\$ 8,015</u>	<u>\$ 2,100</u>	<u>\$ 307</u>	<u>\$ 6,206</u>	<u>\$ 370</u>	<u>\$ 18,913</u>
Loans:							
Individually evaluated for impairment	\$ 773	\$ 2,650	\$ -	\$ 301	\$ 286	\$ 71	\$ 4,081
Collectively evaluated for impairment	285,163	383,690	164,184	43,878	312,829	41,994	1,231,738
Acquired loans with deteriorated credit quality	224	138	15	-	-	4	381
Total	<u>\$286,160</u>	<u>\$ 386,478</u>	<u>\$ 164,199</u>	<u>\$ 44,179</u>	<u>\$ 313,115</u>	<u>\$ 42,069</u>	<u>\$1,236,200</u>

	Real Estate Mortgage Loans						Total
	Residential	Commercial	Construction and Land Development	Home Equity Lines Of Credit	Commercial	Consumer	
Allowance for Loan Losses							
Balance - December 31, 2019	\$ 1,412	\$ 3,601	\$ 987	\$ 344	\$ 1,910	\$ 425	\$ 8,679
Provision (credit) for loan losses	3	2,441	507	(93)	2,063	(39)	4,882
Loan charge-offs	(52)	-	-	-	(159)	(84)	(295)
Loan recoveries	5	8	97	19	59	26	214
Balance - June 30, 2020	<u>\$ 1,368</u>	<u>\$ 6,050</u>	<u>\$ 1,591</u>	<u>\$ 270</u>	<u>\$ 3,873</u>	<u>\$ 328</u>	<u>\$ 13,480</u>
Ending balance:							
Individually evaluated for impairment	\$ 34	\$ 15	\$ -	\$ -	\$ 302	\$ -	\$ 351
Collectively evaluated for impairment	1,334	6,035	1,591	270	3,571	328	13,129
Total	<u>\$ 1,368</u>	<u>\$ 6,050</u>	<u>\$ 1,591</u>	<u>\$ 270</u>	<u>\$ 3,873</u>	<u>\$ 328</u>	<u>\$ 13,480</u>
Loans:							
Individually evaluated for impairment	\$ 582	\$ 2,447	\$ 140	\$ 314	\$ 406	\$ -	\$ 3,889
Collectively evaluated for impairment	251,690	325,190	134,424	45,369	352,082	39,760	1,148,515
Acquired loans with deteriorated credit quality	337	901	20	-	55	22	1,335
Total	<u>\$252,609</u>	<u>\$ 328,538</u>	<u>\$ 134,584</u>	<u>\$ 45,683</u>	<u>\$ 352,543</u>	<u>\$ 39,782</u>	<u>\$ 1,153,739</u>

The Bank individually evaluates for impairment all loans that are on nonaccrual status. Additionally, all troubled debt restructurings are individually evaluated for impairment. A loan is considered impaired when, based on current events and circumstances, it is probable that all amounts due according to the contractual terms of the loan will not be collected. Impaired loans are measured based on the present value of expected future cash flows discounted at the loan's effective interest rate, at the loan's observable market price, or the fair value of the collateral if the loan is collateral-dependent. Management may also elect to apply an additional collective reserve to groups of impaired loans based on current economic or market factors. Impaired loans are generally placed on nonaccrual status and therefore interest payments received on impaired loans are generally applied as a reduction of the outstanding principal balance.

All other loans are deemed to be unimpaired and are grouped into various homogeneous risk pools utilizing regulatory reporting classifications. The Bank's historical loss factors are calculated for each of these risk pools based on the net losses experienced as a percentage of the average loans outstanding. The time periods utilized in these historical loss factor calculations are subjective and vary according to management's estimate of the impact of current economic cycles. As every loan has a risk of loss, minimum loss factors are estimated based on long term trends for the Bank, the banking industry, and the economy. The greater of the calculated historical loss factors or the minimum loss factors are applied to the unimpaired loan amounts currently outstanding for the risk pool and included in the analysis of the allowance for loan losses. In addition, certain qualitative adjustments may be included by management as additional loss factors applied to the unimpaired loan risk pools. These adjustments may include, among other things, changes in loan policy, loan administration, loan, geographic, or industry concentrations, loan growth rates, and experience levels of our lending officers. The loss allocations for specifically impaired loans, smaller impaired loans not specifically measured for impairment, and unimpaired loans are totaled to determine the total required allowance for loan losses. This total is compared to the current allowance on the Bank's books and adjustments made accordingly by a charge or credit to the provision for loan losses.

Treatment of Pandemic-related Loan Modifications Pursuant to the CARES Act and Interagency Statement

Section 4013 of the CARES Act, enacted on March 27, 2020, provides that, from the period beginning March 1, 2020 until the earlier of December 31, 2020 or the date that is 60 days after the date on which the national emergency concerning the COVID-19 pandemic declared by the President of the United States under the National Emergencies Act terminates (the "applicable period"), we may elect to suspend GAAP for loan modifications related to the pandemic that would otherwise be categorized as troubled debt restructurings (TDR) and suspend any determination of a loan modified as a result of the effects of the pandemic as being a TDR, including impairment for accounting purposes. The suspension is applicable for the term of the loan modification that occurs during the applicable period for a loan that was not more than 30 days past due as of December 31, 2019. The suspension is not applicable to any adverse impact on the credit of a borrower that is not related to the pandemic.

In addition, our banking regulators and other financial regulators, on March 22, 2020 and revised April 7, 2020, issued a joint interagency statement titled the “Interagency Statement on Loan Modifications and Reporting for Financial Institutions Working with Customers Affected by the Coronavirus” that encourages financial institutions to work prudently with borrowers who are or may be unable to meet their contractual payment obligations due to the effects of the COVID-19 pandemic. Pursuant to the interagency statement, loan modifications that do not meet the conditions of Section 4013 of the CARES Act may still qualify as a modification that does not need to be accounted for as a TDR. Specifically, the agencies confirmed with the staff of the Financial Accounting Standards Board that short-term modifications made in good faith in response to the pandemic to borrowers who were current prior to any relief are not TDRs under GAAP. This includes short-term (e.g. six months) modifications such as payment deferrals, fee waivers, extensions of repayment terms, or delays in payment that are insignificant. Borrowers considered current are those that are less than 30 days past due on their contractual payments at the time a modification program is implemented. Appropriate allowances for loan and lease losses are expected to be maintained. With regard to loans not otherwise reportable as past due, financial institutions are not expected to designate loans with deferrals granted due to the pandemic as past due because of the deferral. The interagency statement also states that during short-term pandemic-related loan modifications, these loans generally should not be reported as nonaccrual.

We have received requests from our borrowers for loan and lease deferrals and modifications including the deferral of principal payments or the deferral of principal and interest payments for terms generally around 90-180 days. Requests are evaluated individually and approved modifications are based on the unique circumstances of each borrower. In total, the Bank placed approximately \$167 million of loans on a loan deferral plan as part of COVID-19 modifications. As of June 30, 2021, approximately \$6.5 million of these loans remain on deferral. In accordance with Section 4013 of the CARES Act and the interagency statement, we have not accounted for such loans as TDRs, nor have we designated them as past due or nonaccrual. The risk ratings for these loans are evaluated regularly and evaluated for impairment if deemed necessary.

The following table presents impaired loans by class of loans as of June 30, 2021 (amounts in thousands). Purchased credit-impaired loans are not included in these tables because they are carried at fair value and accordingly have no related associated allowance.

	Unpaid Principal Balance	Recorded Investment	Impaired Loans With No Allowance	Impaired Loans With Allowance	Allowance for Loan Losses
Nonaccruing Impaired Loans					
Mortgage loans on real estate:					
Residential real estate	\$ 611	\$ 611	\$ 506	\$ 105	\$ 29
Commercial real estate	1,023	1,023	1,023	-	-
Construction and land development	-	-	-	-	-
Total mortgage loans on real estate	1,634	1,634	1,529	105	29
Home equity lines of credit	200	200	200	-	-
Commercial loans	165	165	-	165	165
Consumer loans	71	71	-	71	71
Total Loans	<u>\$ 2,070</u>	<u>\$ 2,070</u>	<u>\$ 1,729</u>	<u>\$ 341</u>	<u>\$ 265</u>

	Unpaid Principal Balance	Recorded Investment	Impaired Loans With No Allowance	Impaired Loans With Allowance	Allowance for Loan Losses
Accruing Impaired Loans					
Mortgage loans on real estate:					
Residential real estate	\$ 162	\$ 162	\$ 102	\$ 60	\$ 34
Commercial real estate	1,627	1,627	1,627	-	-
Construction and land development	-	-	-	-	-
Total mortgage loans on real estate	1,789	1,789	1,729	60	34
Home equity lines of credit	101	101	101	-	-
Commercial loans	121	121	97	24	24
Consumer loans	-	-	-	-	-
Total Loans	<u>\$ 2,011</u>	<u>\$ 2,011</u>	<u>\$ 1,927</u>	<u>\$ 84</u>	<u>\$ 58</u>

	Unpaid Principal Balance	Recorded Investment	Impaired Loans With No Allowance	Impaired Loans With Allowance	Allowance for Loan Losses
Total Impaired Loans					
Mortgage loans on real estate:					
Residential real estate	\$ 773	\$ 773	\$ 608	\$ 165	\$ 63
Commercial real estate	2,650	2,650	2,650	-	-
Construction and land development	-	-	-	-	-
Total mortgage loans on real estate	3,423	3,423	3,258	165	63
Home equity lines of credit	301	301	301	-	-
Commercial loans	286	286	97	189	189
Consumer loans	71	71	-	71	71
Total Loans	<u>\$ 4,081</u>	<u>\$ 4,081</u>	<u>\$ 3,656</u>	<u>\$ 425</u>	<u>\$ 323</u>

The following table presents impaired loans by class of loans as of December 31, 2020 (amounts in thousands). Purchased credit-impaired loans are not included in these tables because they are carried at fair value and accordingly have no related associated allowance.

	Unpaid Principal Balance	Recorded Investment	Impaired Loans With No Allowance	Impaired Loans With Allowance	Allowance for Loan Losses
Nonaccruing Impaired Loans					
Mortgage loans on real estate:					
Residential real estate	\$ 633	\$ 633	\$ 523	\$ 110	\$ 34
Commercial real estate	1,014	1,014	1,014	-	-
Construction and land development	432	432	432	-	-
Total mortgage loans on real estate	2,079	2,079	1,969	110	34
Home equity lines of credit	207	207	207	-	-
Commercial loans	-	-	-	-	-
Consumer loans	82	82	-	82	82
Total Loans	<u>\$ 2,368</u>	<u>\$ 2,368</u>	<u>\$ 2,176</u>	<u>\$ 192</u>	<u>\$ 116</u>

	Unpaid Principal Balance	Recorded Investment	Impaired Loans With No Allowance	Impaired Loans With Allowance	Allowance for Loan Losses
Accruing Impaired Loans					
Mortgage loans on real estate:					
Residential real estate	\$ 166	\$ 166	\$ 104	\$ 62	\$ 36
Commercial real estate	2,070	2,070	2,070	-	-
Construction and land development	-	-	-	-	-
Total mortgage loans on real estate	2,236	2,236	2,174	62	36
Home equity lines of credit	201	201	201	-	-
Commercial loans	294	294	103	191	191
Consumer loans	-	-	-	-	-
Total Loans	<u>\$ 2,731</u>	<u>\$ 2,731</u>	<u>\$ 2,478</u>	<u>\$ 253</u>	<u>\$ 227</u>

	Unpaid Principal Balance	Recorded Investment	Impaired Loans With No Allowance	Impaired Loans With Allowance	Allowance for Loan Losses
Total Impaired Loans					
Mortgage loans on real estate:					
Residential real estate	\$ 799	\$ 799	\$ 627	\$ 172	\$ 70
Commercial real estate	3,084	3,084	3,084	-	-
Construction and land development	432	432	432	-	-
Total mortgage loans on real estate	4,315	4,315	4,143	172	70
Home equity lines of credit	408	408	408	-	-
Commercial loans	294	294	103	191	191
Consumer loans	82	82	-	82	82
Total Loans	<u>\$ 5,099</u>	<u>\$ 5,099</u>	<u>\$ 4,654</u>	<u>\$ 445</u>	<u>\$ 343</u>

The following table presents the average recorded investment in impaired loans and the interest income recognized on impaired loans in the six months ended June 30, 2021 and 2020 by loan category (amounts in thousands).

	Six Months Ended June 30, 2021			Six Months Ended June 30, 2020		
	Average Recorded Investment	Ending Recorded Investment	Interest Income	Average Recorded Investment	Ending Recorded Investment	Interest Income
Mortgage loans on real estate:						
Residential real estate	\$ 843	\$ 773	\$ 6	\$ 638	\$ 582	\$ 7
Commercial real estate	2,786	2,650	46	2,406	2,447	45
Construction and land development	233	-	-	143	140	4
Total mortgage loans on real estate	3,862	3,423	52	3,187	3,169	56
Home equity lines of credit	372	301	4	314	314	3
Commercial loans	291	286	4	409	406	9
Consumer loans	77	71	-	-	-	-
Total Loans	<u>\$ 4,602</u>	<u>\$ 4,081</u>	<u>\$ 60</u>	<u>\$ 3,910</u>	<u>\$ 3,889</u>	<u>\$ 68</u>

The following tables present the aging of loans and non-accrual loans as of June 30, 2021 and December 31, 2020, by class of loans (amounts in thousands).

As of June 30, 2021	Accruing Loans			Nonaccrual Loans	Total Loans
	Current	30-89 Days Past Due	90+ Days Past Due		
Mortgage loans on real estate:					
Residential real estate	\$ 282,720	\$ 2,263	\$ 101	\$ 1,076	\$ 286,160
Commercial real estate	384,994	460	-	1,024	386,478
Construction and land development	163,660	491	-	48	164,199
Total mortgage loans on real estate	831,374	3,214	101	2,148	836,837
Home equity lines of credit	43,671	271	-	237	44,179
Commercial loans	312,544	268	-	303	313,115
Consumer loans	41,635	247	-	187	42,069
Total Loans	<u>\$ 1,229,224</u>	<u>\$ 4,000</u>	<u>\$ 101</u>	<u>\$ 2,875</u>	<u>\$ 1,236,200</u>

As of December 31, 2020	Accruing Loans			Nonaccrual Loans	Total Loans
	Current	30-89 Days Past Due	90+ Days Past Due		
Mortgage loans on real estate:					
Residential real estate	\$ 268,650	\$ 1,188	\$ 386	\$ 1,464	\$ 271,688
Commercial real estate	349,677	388	12	1,788	351,865
Construction and land development	150,127	29	-	446	150,602
Total mortgage loans on real estate	768,454	1,605	398	3,698	774,155
Home equity lines of credit	43,069	109	-	246	43,424
Commercial loans	334,881	188	-	92	335,161
Consumer loans	40,205	213	-	228	40,646
Total Loans	<u>\$ 1,186,609</u>	<u>\$ 2,115</u>	<u>\$ 398</u>	<u>\$ 4,264</u>	<u>\$ 1,193,386</u>

The Bank categorizes loans in risk categories based on relevant information about the ability of 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 Bank analyzes loans individually by classifying the loans as to credit risk. This analysis is performed on a continuous basis. The Bank uses the following definitions for its risk ratings:

Special Mention - Weakness exists that could cause future impairment, including the deterioration of financial ratios, past due status and questionable management capabilities. Collateral values generally afford adequate coverage but may not be immediately marketable.

Substandard - Specific and well-defined weaknesses exist that may include poor liquidity and deterioration of financial ratios. The loan may be past due and related deposit accounts experiencing overdrafts. Immediate corrective action is necessary.

Doubtful - Specific weaknesses characterized as Substandard that are severe enough to make collection in full unlikely. There is no reliable secondary source of full repayment. Loans classified as doubtful will be placed on non-accrual, analyzed and fully or partially charged-off based on review of collateral and other relevant factors.

Loans not meeting the criteria above that are analyzed individually as part of the above described process are considered to be Pass rated loans.

As of June 30, 2021 and December 31, 2020, and based on the most recent analysis performed as of those dates, the risk category of loans by class of loans is as follows (amounts in thousands):

As of June 30, 2021	Pass	Special Mention	Substandard	Doubtful	Total
Mortgage loans on real estate:					
Residential real estate	\$ 281,217	\$ 3,344	\$ 1,599	\$ -	\$ 286,160
Commercial real estate	373,398	6,928	6,152	-	386,478
Construction and land development	163,348	309	542	-	164,199
Total mortgage loans on real estate	817,963	10,581	8,293	-	836,837
Home equity lines of credit	43,702	-	477	-	44,179
Commercial loans	306,253	6,115	747	-	313,115
Consumer loans	41,510	249	310	-	42,069
Total Loans	<u>\$ 1,209,428</u>	<u>\$ 16,945</u>	<u>\$ 9,827</u>	<u>\$ -</u>	<u>\$ 1,236,200</u>

As of December 31, 2020	Pass	Special Mention	Substandard	Doubtful	Total
Mortgage loans on real estate:					
Residential real estate	\$ 266,173	\$ 3,616	\$ 1,899	\$ -	\$ 271,688
Commercial real estate	340,652	6,918	4,295	-	351,865
Construction and land development	149,625	407	570	-	150,602
Total mortgage loans on real estate	756,450	10,941	6,764	-	774,155
Home equity lines of credit	42,879	59	486	-	43,424
Commercial loans	327,913	6,809	439	-	335,161
Consumer loans	39,929	360	357	-	40,646
Total Loans	<u>\$ 1,167,171</u>	<u>\$ 18,169</u>	<u>\$ 8,046</u>	<u>\$ -</u>	<u>\$ 1,193,386</u>

Note 6 – Fair Value Measurements and Disclosures

The Company utilizes fair value measurements to record fair value adjustments to certain assets and liabilities and to determine fair value disclosures. Securities available-for-sale are recorded at fair value on a recurring basis. Additionally, from time to time, the Company may be required to record at fair value other assets on a nonrecurring basis, such as impaired loans, foreclosed assets, and repossessed assets. These nonrecurring fair value adjustments typically involve application of the lower of cost or market accounting or write-downs of individual assets.

Fair Value Hierarchy

The Company groups assets and liabilities at fair value in three levels, based on the markets in which the assets and liabilities are traded and the reliability of the assumptions used to determine fair value. These levels are:

Level 1 – Valuation is based upon quoted prices for identical instruments traded in active markets.

Level 2 – Valuation is based upon quoted prices for similar instruments in active markets, quoted prices for identical or similar instruments in markets that are not active, and model-based valuation techniques for which all significant assumptions are observable in the market.

Level 3 – Valuation is generated from model-based techniques that use at least one significant assumption not observable in the market. These unobservable assumptions reflect estimates of assumptions that market participants would use in pricing the asset or liability. Valuation techniques include use of option pricing models, discounted cash flow models and similar techniques.

The following is a description of valuation methodologies used for assets and liabilities recorded or disclosed at fair value:

Cash and cash equivalents – For disclosure purposes, for cash, due from banks, interest-bearing deposits and federal funds sold, the carrying amount is a reasonable estimate of fair value.

Certificates of deposit in banks – For disclosure purposes, the carrying amount of certificates of deposit is a reasonable estimate of fair value.

Securities available-for-sale – Securities available-for-sale are recorded at fair value on a recurring basis. Fair value measurement is based upon quoted prices, if available. If quoted prices are not available, fair values are measured using independent pricing models or other model-based valuation techniques such as the present value of future cash flows, adjusted for the security's credit rating, repayment assumptions and other factors such as credit loss assumptions. Level 1 securities include those traded on an active exchange, such as the New York Stock Exchange, and U.S. Treasury securities that are traded by dealers or brokers in active over-the-counter market funds. Level 2 securities include mortgage-backed securities issued by government sponsored enterprises and municipal bonds. Securities classified as Level 3 include asset-backed securities in less liquid markets.

Restricted equity securities – It is not practical to determine the fair value of restricted equity securities due to restrictions placed on transferability.

Loans and mortgage loans held-for-sale – The Company does not record loans at fair value on a recurring basis. However, from time to time, a loan is considered impaired and an allowance for loan losses is established. Loans for which it is probable that payment of interest and principal will not be made in accordance with the contractual terms of the loan agreement are considered impaired. When a loan is identified as individually impaired, management measures impairment using one of three methods. These methods include collateral value, market value of similar debt, and discounted cash flows. Those impaired loans not requiring an allowance represent loans for which the fair value of the expected repayments or collateral exceed the recorded investments in such loans. As of June 30, 2021 and December 31, 2020, impaired loans were evaluated based on the fair value of the collateral. Impaired loans for which an allowance is established based on the fair value of collateral, or loans that were charged down according to the fair value of collateral, require classification in the fair value hierarchy. When the fair value of the collateral is based on an observable market price, the Company records the impaired loan as nonrecurring Level 2. When the fair value is based on an appraised value, the Company records the impaired loan as nonrecurring Level 3.

For disclosure purposes, the fair value of fixed rate loans is estimated by discounting the future cash flows using the current rates at which similar loans would be made to borrowers with similar credit ratings. For variable rate loans, the carrying amount is a reasonable estimate of fair value. Mortgage loans held-for-sale are carried at cost, which is a reasonable estimate of fair value.

Bank owned life insurance – For disclosure purposes, the fair value of the cash surrender value of bank owned life insurance policies is equivalent to the carrying value.

Accrued interest receivable – For disclosure purposes, the fair value of the accrued interest on investments and loans is the carrying value.

Foreclosed assets – Other real estate properties and miscellaneous repossessed assets are adjusted to fair value upon transfer of the loans to foreclosed assets. Subsequently, foreclosed assets are carried at the lower of carrying value or fair value. Fair value is based upon independent market prices, appraised values of the collateral or management's estimation of the value of the collateral. When the fair value of the collateral is based on an observable market price, the Company records the foreclosed asset as nonrecurring Level 2. When fair value is based on an appraised value or management's estimate of value, the Company records the foreclosed asset as nonrecurring Level 3.

Deposit liabilities – For disclosure purposes, the fair value for demand deposits, savings accounts, and certain money market deposits is the amount payable on demand at the reporting date. Fair values for fixed-rate certificates of deposit are estimated using a discounted cash flow calculation that applies interest rates currently being offered for deposits of similar remaining maturities.

Accrued interest payable – For disclosure purposes, the fair value of the accrued interest payable on deposits is the carrying value.

Securities sold under agreements to repurchase – For disclosure purposes, the carrying amounts of securities sold under agreements to repurchase approximate their fair values.

Federal Home Loan Bank advances – For disclosure purposes, the fair value of Federal Home Loan Bank advances is estimated using discounted cash flow analyses using interest rates offered for borrowings with similar maturities.

Federal funds purchased – For disclosure purposes, the fair value of federal funds purchased is the carrying value.

Note payable – For disclosure purposes, the carrying amount of the adjustable rate note payable approximates fair value.

Subordinated debentures – For disclosure purposes, the fair value is estimated using a discounted cash flow calculation that applies interest rates currently being offered for similar subordinated debenture offerings.

Commitments to extend credit and standby letters of credit – Because commitments to extend credit and standby letters of credit are generally short-term and made using variable rates, the carrying value and estimated fair value associated with these instruments are immaterial.

Assets and liabilities measured at fair value on a recurring basis – The only assets and liabilities measured at fair value on a recurring basis are our securities available-for-sale. There were no transfers between levels during the period. Information related to the Company’s assets and liabilities measured at fair value on a recurring basis at June 30, 2021 and December 31, 2020 is as follows: (amounts in thousands)

June 30, 2021	Fair Value Measurements At Reporting Date Using:			
	Fair Value	Quoted Prices In Active Markets For Identical Assets (Level 1)	Significant Other Observable Inputs (Level 2)	Significant Unobservable Inputs (Level 3)
Securities available-for-sale:				
Residential mortgage -backed	\$ 585,171	\$ -	\$ 585,171	\$ -
U.S. treasury securities	56,241	-	56,241	-
U.S. government sponsored enterprises	28,441	-	28,441	-
State, county, and municipal	101,383	-	101,383	-
Corporate debt obligations	9,128	-	9,128	-
Totals	\$ 780,364	\$ -	\$ 780,364	\$ -

December 31, 2020	Fair Value Measurements At Reporting Date Using:			
	Fair Value	Quoted Prices In Active Markets For Identical Assets (Level 1)	Significant Other Observable Inputs (Level 2)	Significant Unobservable Inputs (Level 3)
Securities available-for-sale:				
Residential mortgage -backed	\$ 350,597	\$ -	\$ 350,597	\$ -
U.S. government sponsored enterprises	36,231	-	36,231	-
State, county, and municipal	103,229	-	103,229	-
Corporate debt obligations	3,217	-	3,217	-
Totals	\$ 493,274	\$ -	\$ 493,274	\$ -

Assets measured at fair value on a nonrecurring basis – The Company may be required, from time to time, to measure certain assets at fair value on a nonrecurring basis in accordance with U.S. (GAAP). These include assets that are measured at the lower of cost or market that were recognized at fair value below cost at the end of the period. Assets measured at fair value on a nonrecurring basis are included in the table below as of June 30, 2021 and December 31, 2020 (amounts in thousands):

	Fair Value Measurements At Reporting Date Using:			
	Fair Value	Quoted Prices In Active Markets For Identical Assets (Level 1)	Significant Other Observable Inputs (Level 2)	Significant Unobservable Inputs (Level 3)
June 30, 2021				
Impaired loans	\$ 3,758	\$ -	\$ -	\$ 3,758
Foreclosed assets	674	-	-	674
Totals	<u>\$ 4,432</u>	<u>\$ -</u>	<u>\$ -</u>	<u>\$ 4,432</u>
December 31, 2020				
Impaired loans	\$ 4,756	\$ -	\$ -	\$ 4,756
Foreclosed assets	240	-	-	240
Totals	<u>\$ 4,996</u>	<u>\$ -</u>	<u>\$ -</u>	<u>\$ 4,996</u>

The Company has estimated the fair values of these assets using Level 3 inputs, specifically the appraised value of the collateral. Impaired loan balances represent those collateral dependent impaired loans where management has estimated the credit loss by comparing the loan's carrying value against the expected realizable fair value of the impaired loan for the amount of the credit loss. For Level 3 assets measured at fair value on a non-recurring basis as of June 30, 2021 and December 31, 2020 for the valuation technique, we used appraisals. For the significant unobservable input, we used appraisal discounts and weighted average input of 15-20% was used for the period ended June 30, 2021 and December 31, 2020.

The estimated fair values, and related carrying or notional amounts, of the Company's financial instruments as of June 30, 2021 and December 31, 2020 are as follows (amounts in thousands):

June 30, 2021	Carrying Amount	Estimated Fair Value		
		Level 1	Level 2	Level 3
Financial assets:				
Cash and cash equivalents	\$ 85,894	\$ 85,894	\$ -	\$ -
Certificates of deposit in banks	3,660	-	3,660	-
Securities available-for-sale	780,364	-	780,364	-
Loans held-for-sale	17,181	-	17,181	-
Loans receivable	1,208,665	-	1,214,747	3,758
Accrued interest receivable	6,702	-	6,702	-
Bank owned life insurance	40,559	-	40,559	-
Restricted equity securities	1,482	-	-	1,482
Financial liabilities:				
Deposits	1,992,013	-	1,960,405	-
Securities sold under agreements to repurchase	10,486	-	10,486	-
Subordinated debentures	39,316	-	40,119	-
Accrued interest payable	672	-	672	-
December 31, 2020				
	Carrying Amount	Estimated Fair Value		
		Level 1	Level 2	Level 3
Financial assets:				
Cash and cash equivalents	\$ 60,268	\$ 60,268	\$ -	\$ -
Certificates of deposit in banks	4,155	-	4,155	-
Securities available-for-sale	493,274	-	493,274	-
Loans held-for-sale	24,004	-	24,004	-
Loans receivable	1,169,779	-	1,184,010	4,756
Accrued interest receivable	6,799	-	6,799	-
Bank owned life insurance	29,016	-	29,016	-
Restricted equity securities	1,777	-	-	1,777
Financial liabilities:				
Deposits	1,653,635	-	1,640,680	-
Securities sold under agreements to repurchase	13,653	-	13,653	-
Note payable	20,392	-	20,392	-
Accrued interest payable	455	-	455	-

The estimated fair values of the standby letters of credit and loan commitments on which the committed interest rate is less than the current market rate are insignificant as of June 30, 2021 and December 31, 2020.

The Company assumes interest rate risk (the risk that general interest rate levels will change) as a result of its normal operations. As a result, the fair values of the Company's financial instruments will change when interest rate levels change and that change may be either favorable or unfavorable to the Company. Management attempts to match maturities of assets and liabilities to the extent believed necessary to minimize interest rate risk. However, borrowers with fixed-rate obligations are less likely to prepay in a rising rate environment and more likely to prepay in a falling rate environment. Conversely, depositors who are receiving fixed-rates are more likely to withdraw funds before maturity in a rising rate environment and less likely to do so in a falling-rate environment. Management monitors rates and maturities of assets and liabilities, and attempts to minimize interest rate risk by adjusting terms of new loans and deposits and by investing in securities with terms that mitigate the Company's overall interest rate risk.

Note 7 – Recently Issued Accounting Pronouncements

In February 2016, the FASB issued ASU No. 2016-02, “*Leases.*” Under the new guidance, lessees will be required to recognize the following for all leases (with the exception of short-term leases): 1) a lease liability, which is the present value of a lessee’s obligation to make lease payments, and 2) a right-of-use asset, which is an asset that represents the lessee’s right to use, or control the use of, a specified asset for the lease term. Lessor accounting under the new guidance remains largely unchanged as it is substantially equivalent to existing guidance for sales-type leases, direct financing leases, and operating leases. Leveraged leases have been eliminated, although lessors can continue to account for existing leveraged leases using the current accounting guidance. Other limited changes were made to align lessor accounting with the lessee accounting model and the new revenue recognition standard. All entities will classify leases to determine how to recognize lease-related revenue and expense. Quantitative and qualitative disclosures will be required by lessees and lessors to meet the objective of enabling users of financial statements to assess the amount, timing, and uncertainty of cash flows arising from leases. The intention is to require enough information to supplement the amounts recorded in the financial statements so that users can understand more about the nature of an entity’s leasing activities. ASU No. 2016-02 is effective for interim and annual reporting periods beginning after December 15, 2018. All entities are required to use a modified retrospective approach for leases that exist or are entered into after the beginning of the earliest comparative period in the financial statements. As the Company elected the transition option provided in ASU No. 2018-11 (see below), the modified retrospective approach was applied on January 1, 2019 (as opposed to January 1, 2018). The Company also elected certain relief options offered in ASU 2016-02, including the package of practical expedients, the option not to separate lease and non-lease components and instead to account for them as a single lease component, and the option not to recognize right-of-use assets and lease liabilities that arise from short-term leases (i.e., leases with terms of twelve months or less). The Company did not elect the hindsight practical expedient, which allows entities to use hindsight when determining lease term and impairment of right-of-use assets. The Company has several lease agreements, such as branch locations, which are considered operating leases, and therefore, were not previously recognized on the Company’s consolidated statements of condition. The new guidance requires these lease agreements to be recognized on the consolidated statements of condition as a right-of-use asset and a corresponding lease liability. The new guidance did not have a material impact on the consolidated statements of income or the consolidated statements of cash flows of the Company. See Note 10 *Leases* for more information.

In July 2018, the FASB issued ASU No. 2018-11, “*Leases - Targeted Improvements*” to provide entities with relief from the costs of implementing certain aspects of the new leasing standard, ASU No. 2016-02. Specifically, under the amendments in ASU 2018-11: (1) entities may elect not to recast the comparative periods presented when transitioning to the new leasing standard, and (2) lessors may elect not to separate lease and non-lease components when certain conditions are met. The amendments have the same effective date as ASU 2016-02 (January 1, 2019 for the Company). The Company adopted ASU 2018-11 on its required effective date of January 1, 2019 and elected both transition options mentioned above. ASU 2018-11 did not have a material impact on the Company’s Consolidated Financial Statements.

In June 2016, the FASB issued ASU 2016-13, “*Financial Instruments - Credit Losses (Topic 326): Measurement of Credit Losses on Financial Instruments*”. The new guidance will apply to most financial assets measured at amortized cost and certain other instruments including loans, debt securities held to maturity, net investments in leases and off-balance-sheet credit exposures. The guidance will replace the current incurred loss accounting model that delays recognition of a loss until it is probable a loss has been incurred with an expected loss model that reflects expected credit losses based upon a broader range of estimates including consideration of past events, current conditions and supportable forecasts. The guidance also eliminates the current accounting model for purchased credit impaired loans and debt securities. For securities available for sale, credit losses are to be recognized as allowances rather than reductions in the amortized cost of the securities, which will require re-measurement of the related allowance at each reporting period. The guidance includes enhanced disclosure requirements intended to help financial statement users better understand estimates and judgments used in estimating credit losses. The guidance was previously effective for fiscal years beginning after December 15, 2019, including interim periods within those fiscal years. During 2019, the FASB approved to delay the implementation date for this ASU for small SEC reporting companies, from the first quarter of 2020 to the first quarter of 2023. Our implementation efforts continued throughout 2018, assessing credit loss forecasting models and processes against the new guidance. In the first quarter of 2019, we began running the expected loss model along with our current model. While we continue to evaluate the impact the new guidance will have on our financial position and results of operations, we currently expect the new guidance may result in an increase to our allowance for credit losses given the change to estimated losses over the contractual life of the loan portfolio. The amount of any change to our allowance is still under review and will depend, in part, upon the composition of our loan portfolio at the adoption date as well as economic conditions and loss forecasts at that date.

In March 2017, the FASB issued ASU 2017-08, “*Receivables – Nonrefundable Fees and Other Costs* (Subtopic 310-20), *Premium Amortization on Purchased Callable Debt Securities*”. The amendments shorten the amortization period for certain callable debt securities held at a premium. Specifically, the amendments require the premium to be amortized to the earliest call date. The amendments do not require an accounting change for securities held at a discount; the discount continues to be amortized to maturity. The amendments in this ASU are effective for public business entities for fiscal years, and interim periods within those fiscal years, beginning after December 15, 2018. Early adoption is permitted. The amendments should be applied on a modified retrospective basis, with a cumulative-effect adjustment directly to retained earnings as of the beginning of the period of adoption. The ASU did not have an impact on the Company’s financial position or results of operations.

In May 2014, the FASB issued ASU 2014-09, “*Revenue from Contracts with Customers*” (Topic 606), which requires an entity to recognize the amount of revenue to which it expects to be entitled for the transfer of promised goods or services to customers. The ASU replaces most existing revenue recognition guidance in GAAP. The new standard was effective for the Company on January 1, 2018. Adoption of ASU 2014-09 did not have a material impact on the Company’s consolidated financial statements and related disclosures as the Company’s primary sources of revenues are derived from interest and dividends earned on loans, investment securities, and other financial instruments that are not within the scope of ASU 2014-09. The Company’s revenue recognition pattern for revenue streams within the scope of ASU 2014-09, including but not limited to services charges on deposit accounts and credit card fees, did not change significantly from current practice.

Note 8 – Defined Contribution Plan

The Company provides a 401(k) employee stock ownership plan (KSOP), which covers substantially all of the Company’s employees who are eligible, as to age and length of service. A participant may elect to make contributions up to \$19.5 thousand of the participant’s annual compensation in both 2021 and 2020. The Company makes contributions up to 3% of each participant’s annual compensation and the Company matches 50% of the next 2% contributed by the employee. Contributions to the plan by the Company were approximately \$300 thousand and \$273 thousand for the six months ended June 30, 2021 and 2020, respectively. Outstanding shares of the Company’s common stock allocated to participants at June 30, 2021 and December 31, 2020 totaled 120,015 and 83,316 shares respectively, and there were no unallocated shares. These shares are treated as outstanding for purposes of calculating earnings per share and dividends on these shares are included in the Consolidated Statements of Stockholders’ Equity.

The Company’s KSOP includes a put option for shares of the Company’s common stock distributed from the KSOP. Shares are distributed from the KSOP primarily to separate vested participants and certain eligible participants who elect to diversify their account balances. Since the Company’s common stock is not currently traded on an established securities market, if the owners of distributed shares desire to sell their shares, the Company is required to purchase the shares at fair value during two put option periods following the distribution of the shares from the KSOP. The first put option period is within sixty days following the distribution of the shares from the KSOP. The second put option period begins on the first day of the fifth month of the plan year for a sixty day period. The fair value of distributed shares subject to the put option totaled \$0 as of June 30, 2021 and December 31, 2020. The cost of the KSOP shares totaled \$2.67 million and \$1.73 million as of June 30, 2021 and December 31, 2020, respectively. Due to the Company’s obligation under the put option, the distributed shares and KSOP shares are classified as temporary equity in the mezzanine section of the consolidated statements of financial condition and totaled \$2.67 million and \$1.73 million as of June 30, 2021 and December 31, 2020, respectively. The fair value of the KSOP shares totaled \$4.02 million and \$2.42 million as of June 30, 2021 and December 31, 2020, respectively.

Note 9 – Loans Held for Sale

The Company has entered into agreements with secondary market investors to deliver loans on a “best efforts delivery” basis. When a rate is committed to a borrower, it is based on the best price that day and locked with the investor for the customer for a thirty day period. In the event the loan is not delivered to the investor, the Company has no risk or exposure with the investor. The fair values of the Company’s agreements with investors and rate lock commitments to customers as June 30, 2021 and December 31, 2020, respectively, were not material.

Note 10 – Leases

A lease is defined as a contract, or part of a contract, that conveys the right to control the use of identified property, plant or equipment for a period of time in exchange for consideration. On January 1, 2019, the Company adopted ASU No. 2016-02 “Leases” (Topic 842) and all subsequent ASUs that modified Topic 842. For the Company, Topic 842 primarily affected the accounting treatment for operating lease agreements in which the Company is the lessee.

Lessee Accounting

Substantially all of the leases in which the Company is the lessee are comprised of real estate property for branches and office space with terms extending through 2028. Substantially all of our leases are classified as operating leases, and therefore, were previously not recognized on the Company’s consolidated statements of condition. With the adoption of Topic 842, operating lease agreements are required to be recognized on the consolidated statements of condition as a right-of-use (“ROU”) asset and a corresponding lease liability. The Company elected to use the optional transition method, which allowed for a modified retrospective method of adoption with an immaterial cumulative effect adjustment to retained earnings without restating comparable periods. The Company also elected the relief package of practical expedients for which there is no requirement to reassess existence of leases, their classification, and initial direct costs. The Company also applied the exemption for short-term leases with a term of less than one year and therefore we do not recognize a lease liability or right-of-use asset on the balance sheet but instead recognize lease payments as an expense over the lease term as appropriate.

The following table represents the consolidated statements of condition classification of the Company’s ROU assets and lease liabilities. The Company elected not to include short-term leases (i.e., leases with initial terms of twelve months or less), or equipment leases (deemed immaterial) on the consolidated statements of condition.

Lease Right-of-Use Assets	Classification on Consolidated Statement of Condition	June 30, 2021	December 31, 2020
Operating lease right-of-use assets	Other Assets	\$ 1,830	\$ 1,636

Lease Liabilities	Classification on Consolidated Statement of Condition	June 30, 2021	December 31, 2020
Operating lease liabilities	Accrued interest payable and other liabilities	\$ 1,911	\$ 1,720

The calculated amount of the ROU assets and lease liabilities in the table above are impacted by the length of the lease term and the discount rate used to present value the minimum lease payments. The Company's lease agreements often include one or more options to renew at the Company's discretion. If at lease inception the Company considers the exercising of a renewal option to be reasonably certain, the Company will include the extended term in the calculation of the ROU asset and lease liability. Regarding the discount rate, Topic 842 requires the use of the rate implicit in the lease whenever this rate is readily determinable. As this rate is rarely determinable, the Company utilizes its incremental borrowing rate at lease inception, on a collateralized basis, over a similar term. For operating leases existing prior to January 1, 2019, the rate for the remaining lease term as of January 1, 2019 was used.

	<u>June 30, 2021</u>	<u>December 31, 2020</u>
Weighted-average remaining lease term for operating leases	5.90 Years	6.47 Years
Weighted-average discount rate for operating leases	6.00%	6.00%

Future minimum payments for operating leases with initial or remaining terms of one year or more as of June 30, 2021 are as follows:

	Operating Leases
July 1, 2021 - June 30, 2022	\$ 432
July 1, 2022 - June 30, 2023	432
July 1, 2023 - June 30, 2024	418
July 1, 2024 - June 30, 2025	261
July 1, 2025 - June 30, 2026	248
Afterward	482
Total future minimum lease payments	2,273
Amounts representing interest	(362)
Present value of net future minimum lease payments	<u>\$ 1,911</u>

Item 2. Management’s Discussion and Analysis of Financial Condition and Results of Operations

The following discussion and analysis of our financial condition and results of operations should be read together with our condensed consolidated financial statements and related notes thereto included elsewhere in this Quarterly Report on Form 10-Q, as well as our audited consolidated financial statements and related notes thereto for the year ended December 31, 2020, which are contained in the Annual Report on Form 10-K for the year ended December 31, 2020. In addition to historical information, this discussion and analysis contains forward-looking statements that involve risks, uncertainties and assumptions that could cause actual results to differ materially from our expectations. Factors that could cause such differences are discussed in our 2020 Annual Report on Form 10-K under “Part I, Item 1A - Risk Factors.” We assume no obligation to update any of these forward-looking statements.

The following discussion pertains to our historical results on a consolidated basis. However, because we conduct all of our material business operations through our subsidiaries, the discussion and analysis relates to activities primarily conducted at the subsidiary level.

All dollar amounts in the tables in this section are in thousands of dollars, except per share data, yields, percentages and rates or when specifically identified. As used in this Item, the words “we,” “us,” “our,” the “Company,” “RFC,” “River” and similar terms refer to River Financial Corporation and its consolidated affiliate, unless the context indicates otherwise.

Current Developments regarding COVID-19

As a result of the COVID-19 pandemic, and the potential adverse effects it may have on our customers, including our loan and depositor relationships, we continue to assess how such developments could affect our business and operations. We have taken the following steps to operate in an environment that is safe for both our employees and customers (and the public in general) and have implemented guidelines and programs to assist our customers and help ensure the safe and sound operation of our Bank.

Daily Operations

1. We have established social distancing policies in keeping with federal and state of Alabama guidelines to help ensure the health of our employees. To the extent possible, we have encouraged our employees to work remotely, and we believe such steps have been welcomed by, and helpful to, our employees.

2. Currently, our lobbies at our main office and branches and public areas are open to walk-in business and other in-person visits by customers. As long as our social distancing policies are being complied with, customers may, among other things, have in-person meetings at our facilities and access to their safe deposit boxes. We have installed plexiglass in lobby areas for employees that have regular contact with customers and masks are available for both employees and customers as needed.

3. Our drive through facilities at all our locations remain open for customer service, and we believe that the drive-through option for customers has worked well and minimized unnecessary contact or exposure. All of our ATM locations are operative.

We expect to continue with the foregoing procedures until both the federal and state guidance provides comfort that a return to a more normal operation environment is advisable and we, too, are comfortable with such return.

Participation in Government Programs

We are participating in several government programs designed to assist customers, to bolster the economy and to provide protection for the Bank.

Paycheck Protection Program

The Bank has participated as a lender in the Small Business Administration's (SBA) Paycheck Protection Program (PPP) as established by the Coronavirus Aid, Relief, and Economic Security (CARES) Act. The PPP was established under the CARES Act to provide unsecured low interest rate loans to small businesses that have been impacted by the COVID-19 pandemic. The PPP loans are 100% guaranteed by the SBA. The loans have a fixed interest rate of 1% and payments of interest and principal are deferred until the earlier of the date the SBA remits the forgiveness amount to the lender, the forgiveness application is denied, or if no forgiveness application is filed, ten months from the end of the covered period. If originated before June 5, 2020, loans mature two years from origination and if origination occurs on or after June 5, 2020, loans mature five years from origination. PPP loans are forgiven by the SBA (which makes forgiveness payments directly to the lender) to the extent the borrower uses the proceeds of the loan for certain purposes (primarily to fund payroll costs) during a certain time period following origination and maintains certain employee and compensation levels. Lenders receive processing fees from the SBA for originating the PPP loans which are based on a percentage of the loan amount. On December 27, 2020, legislation was enacted that renewed the PPP and allocated additional appropriations for both new first-time PPP loans under the existing PPP and second-draw PPP loans for certain eligible borrowers that had previously received a PPP loan. The PPP Program ended May 31, 2021, and no new loans under the program may be made after such date. As of June 30, 2021, the Bank has approximately 2,152 PPP loans in the aggregate amount of approximately \$106.9 million outstanding.

Our Business

We are a bank holding company headquartered in Prattville, Alabama. We engage in the business of banking through our wholly-owned banking subsidiary, River Bank & Trust, which we may refer to as the "Bank," or "River Bank." Through the Bank, we provide a broad array of financial services to businesses, business owners, professionals, and consumers. As of June 30, 2021, we operated eighteen full-service banking offices in Alabama in the cities of Montgomery, Prattville, Millbrook, Wetumpka, Auburn, Opelika, Gadsden, Alexander City, Daphne, Clanton, Dothan, Enterprise, Thorsby, and Mobile, Alabama. We also have a loan production office in Decatur, Alabama.

Segments

While our chief decision makers monitor the revenue streams of the various banking products and services, operations are managed and financial performance is evaluated on a Company-wide basis. Accordingly, all of the Company's banking operations are considered by management to be aggregated in one reportable operating segment. Because the overall banking operations comprise substantially all of the consolidated operations, no separate segment disclosures are presented in the accompanying consolidated financial statements.

Overview of Second Quarter 2021 Results

Net income was \$6.0 million in the quarter ended June 30, 2021, compared with \$3.6 million in the quarter ended June 30, 2020. Several significant measures from the 2021 second quarter include:

- Net interest margin (taxable equivalent) of 3.33%, compared with 3.83% for the second quarter of 2020.
- Net interest income increase of \$2.2 million for the quarter ended June 30, 2021, representing a 15.97% rate of increase over the quarter ended June 30, 2020.
- Annualized return on average earning assets for the quarter ended June 30, 2021 of 1.22% compared with 0.97% for the quarter ended June 30, 2020.
- Annualized return on average equity for the quarter ended June 30, 2021 of 14.14% compared with 9.38% for the quarter ended June 30, 2020.
- Loan increase of \$15.3 million during the quarter, representing a 5.04% annualized growth rate.
- Securities available-for-sale increase of \$136.4 million during the quarter, representing a 84.75% annualized increase for the quarter.
- Deposit increase of \$163.3 million during the quarter, representing a 35.71% annualized growth rate.
- Stockholders' equity increase of \$6.0 million during the quarter representing a 14.46% annualized increase.

- Book value per share of \$26.73 at June 30, 2021, compared with \$25.87 per share at December 31, 2020.
- Tangible book value per share of \$21.94 at June 30, 2021, compared with \$20.97 at December 31, 2020.

Critical Accounting Policies and Estimates

Our consolidated financial statements are prepared based on the application of certain accounting policies, the most significant of which are described in the notes to the financial statements for the year ended December 31, 2020, which are contained in our Annual Report filed on Form 10-K. Certain of these policies require numerous estimates and strategic or economic assumptions that may prove inaccurate or subject to variation and may significantly affect our reported results and financial position for the current period or future periods. The use of estimates, assumptions, and judgment is necessary when financial assets and liabilities are required to be recorded at or adjusted to reflect fair value. Assets carried at fair value inherently result in more financial statement volatility. Fair values and information used to record valuation adjustments for certain assets and liabilities are based on quoted market prices or are provided by other independent third-party sources, when available. When such information is not available, management estimates valuation adjustments. Changes in underlying factors, assumptions or estimates in any of these areas could have a material impact on our future financial condition and results of operations.

The following briefly describes the more complex policies involving a significant amount of judgments about valuation and the application of complex accounting standards and interpretations.

Allowance for Loan Losses

We record estimated probable inherent credit losses in the loan portfolio as an allowance for loan losses. The methodologies and assumptions for determining the adequacy of the overall allowance for loan losses involve significant judgments to be made by management. Some of the more critical judgments supporting our allowance for loan losses include judgments about: creditworthiness of borrowers, estimated value of underlying collateral, assumptions about cash flow, determination of loss factors for estimating credit losses, and the impact of current events, conditions and other factors impacting the level of inherent losses. Under different conditions or using different assumptions, the actual or estimated credit losses that we may ultimately realize may be different than our estimates. In determining the allowance, we estimate losses on individual impaired loans, or groups of loans that are not impaired, where the probable loss can be identified and reasonably estimated. On a quarterly basis, we assess the risk inherent in our loan portfolio based on qualitative and quantitative trends in the portfolio, including the internal risk classification of loans, historical loss rates, changes in the nature and volume of the loan portfolio, industry or borrower concentrations, delinquency trends, detailed reviews of significant loans with identified weaknesses and the impact of local, regional and national economic factors on the quality of the loan portfolio. Based on this analysis, we may record a provision for loan losses in order to maintain the allowance at appropriate levels. For a more complete discussion of the methodology employed to calculate the allowance for loan losses, see note 1 to our consolidated financial statements for the year ended December 31, 2020, which are contained in our Annual Report on Form 10-K.

Investment Securities Impairment

We assess, on a quarterly basis, whether there have been any events or economic circumstances to indicate that a security on which there is an unrealized loss is impaired on an other-than-temporary basis. In such instance, we would consider many factors, including the severity and duration of the impairment, our intent and ability to hold the security for a period of time sufficient for a recovery in value, recent events specific to the issuer or industry, and for debt securities, external credit ratings and recent downgrades. Securities on which there is an unrealized loss that is deemed to be other-than-temporary are written down to fair value through current earnings.

Income Taxes

Deferred income tax assets and liabilities are computed using the asset and liability method, which recognizes a liability or asset representing the tax effects, based on current tax law, of future deductible or taxable amounts attributable to events recognized in the financial statements. A valuation allowance may be established to the extent necessary to reduce the deferred tax asset to a level at which it is “more likely than not” that the tax assets or benefits will be realized. Realization of tax benefits depends on having sufficient taxable income, available tax loss carrybacks or credits, the reversing of taxable temporary differences and/or tax planning strategies within the reversal period, and whether current tax law allows for the realization of recorded tax benefits.

Business Combinations

Assets purchased and liabilities assumed in a business combination are recorded at their fair value. The fair value of a loan portfolio acquired in a business combination requires greater levels of management estimates and judgment than the remainder of purchased assets or assumed liabilities. On the date of acquisition, when the loans have evidence of credit deterioration since origination and it is probable at the date of acquisition that the Company will not collect all contractually required principal and interest payments, the difference between contractually required payments at acquisition and the cash flows expected to be collected at acquisition is referred to as the non-accretable difference. We must estimate expected cash flows at each reporting date. Subsequent decreases to the expected cash flows will generally result in a provision for loan losses. Subsequent increases in cash flows result in a reversal of the provision for loan losses to the extent of prior charges and adjusted accretable yield which will have a positive impact on interest income. In addition, purchased loans without evidence of credit deterioration are also handled under this method.

Comparison of the Results of Operations for the three and six months ended June 30, 2021 and 2020

The following is a narrative discussion and analysis of significant changes in our results of operations for the three and six months ended June 30, 2021 compared to the three and six months ended June 30, 2020.

Net Income

During the three months ended June 30, 2021, our net income was \$6.0 million, compared to \$3.6 million for the three months ended June 30, 2020, an increase of \$2.4 million, or 66.75%. The primary reason for the increase in net income for the second quarter of 2021 as compared to the second quarter of 2020 was an increase in net interest income. During the three months ended June 30, 2021, net interest income was \$16.2 million compared to \$14.0 million for the three months ended June 30, 2020, an increase of \$2.2 million, or 15.97%. This increase is a result of higher levels of loan and securities volume and other earning assets from organic growth as well as the recognition of origination fee income from the SBA Paycheck Protection Program. We were also able to lower interest expense by reducing deposit rates despite a significant amount of deposit growth during the period. The provision for loan losses also decreased approximately \$2.4 million from the second quarter of 2020 to the second quarter of 2021. The decrease in the provision for loan loss was a result of improving economic conditions as the local economy has improved. Total noninterest income for the second quarter of 2021 was \$3.4 million compared to \$3.1 million for the quarter ended June 30, 2020. This increase in noninterest income was primarily the result of the 342 thousand increase in service charges and fees which was primarily due to deposit growth. Total noninterest expense in the second quarter of 2021 increased \$1.8 million, or 20.21%, from the second quarter of 2020. The most significant increase was an increase of \$1.2 million in salaries and employee benefits.

During the six months ended June 30, 2021, our net income was \$12.8 million, compared to \$7.3 million for the six months ended June 30, 2020, an increase of \$5.5 million, or 75.07%. The primary reason for the increase in net income for the six months ended June 30, 2021 as compared to the six months ended June 30, 2020 was an increase in both net interest income and an increase in noninterest income. During this period in 2021, net interest income was \$32.3 million compared to \$26.3 million for the same period in 2020, an increase of \$6.0 million, or 22.67%. This increase is a result of higher levels of loan and securities volume and other earning assets from organic growth as well as from the recognition of origination fee income from the SBA Paycheck Protection Program. We were also able to lower interest expense by reducing deposit rates despite a significant amount of deposit growth during the period. The provision for loan losses also decreased approximately \$2.5 million from the second quarter of 2020 to the second quarter of 2021. The decrease in the provision for loan loss was a result of improving economic conditions as the local economy has improved. Total noninterest income for the first six months of 2021 was \$7.1 million compared to \$5.4 million in the first six months of 2020. This increase was primarily the result of the \$1.0 million increase in secondary market mortgage origination income. Total noninterest expense in the first six months of 2021 increased \$2.9 million, or 16.41%, from the first six months of 2020. The most significant increase was an increase of \$2.0 million in salaries and employee benefits.

Net Interest Income and Net Interest Margin Analysis

The largest component of our net income is net interest income – the difference between the income earned on interest earning assets and the interest paid on deposits and borrowed funds used to support assets. Net interest income divided by average interest earning assets represents our net interest margin. The major factors that affect net interest income and net interest margin are changes in volumes, the yield on interest earning assets and the cost of interest bearing liabilities. Our net interest margin can also be affected by economic conditions, the competitive environment, loan demand, and deposit flow. Management’s ability to respond to changes in these factors by using effective asset-liability management techniques is critical to maintaining the stability of the net interest margin and the primary source of earnings. This is discussed in greater detail under the heading “Interest Sensitivity and Market Risk”.

Comparison of net interest income for the three months ended June 30, 2021 and 2020

The following table shows, for the three months ended June 30, 2021 and 2020, the average balances of each principal category of our earning assets and interest bearing liabilities and the average taxable equivalent yields on assets and average costs of liabilities. These yields and costs are calculated by dividing the income or expense by the average daily balance of the associated assets or liabilities (amounts in thousands).

	Three Months Ended June 30, 2021			Three Months Ended June 30, 2020		
	Average Balance	Interest Income/Expense	Average Yield/Rate	Average Balance	Interest Income/Expense	Average Yield/Rate
Interest earning assets						
Loans	\$1,219,256	\$ 15,425	5.07%	\$1,074,074	\$ 14,164	5.29%
Mortgage loans held for sale	21,654	110	2.02%	17,680	119	2.69%
Investment securities:						
Taxable securities	579,588	1,663	1.15%	271,521	1,293	1.91%
Tax-exempt securities	89,162	683	3.07%	78,748	637	3.24%
Interest bearing balances in other banks	62,201	32	0.22%	45,583	45	0.39%
Federal funds sold	11,501	7	0.25%	-	-	0.00%
Total interest earning assets	\$1,983,362	\$ 17,920	3.62%	\$1,487,606	\$ 16,258	4.38%
Interest bearing liabilities						
Interest bearing transaction accounts	\$ 440,410	\$ 82	0.07%	\$ 289,819	\$ 128	0.18%
Savings and money market accounts	621,477	380	0.25%	432,174	532	0.49%
Time deposits	287,051	577	0.83%	257,556	1,053	1.64%
Short-term debt	11,173	2	0.10%	9,387	5	0.18%
Subordinated debt	39,984	423	4.25%	-	-	0.00%
Note payable	-	-	0.00%	22,521	341	6.05%
Total interest bearing liabilities	\$1,400,095	\$ 1,464	0.42%	\$1,011,457	\$ 2,059	0.82%
Noninterest-bearing funding of earning assets	583,267	-	0.00%	476,149	-	0.00%
Total cost of funding earning assets	\$1,983,362	\$ 1,464	0.30%	\$1,487,606	\$ 2,059	0.56%
Net interest rate spread			3.20%			3.56%
Net interest income/margin (taxable equivalent)		\$ 16,456	3.33%		\$ 14,199	3.83%
Tax equivalent adjustment		(208)			(189)	
Net interest income/margin		\$ 16,248	3.28%		\$ 14,010	3.78%

The following table reflects, for the three months ended June 30, 2021 and 2020, the changes in our net interest income due to variances in the volume of interest earning assets and interest bearing liabilities and variances in the associated rates earned or paid on these assets and liabilities (amounts in thousands).

	Three Months Ended June 30, 2021 vs. Three Months Ended June 30, 2020		
	Volume	Variance due to Yield/Rate	Total
<u>Interest earning assets</u>			
Loans	\$ 1,930	\$ (669)	\$ 1,261
Mortgage loans held for sale	27	(36)	(9)
Investment securities:			
Taxable securities	1,468	(1,098)	370
Tax-exempt securities	84	(38)	46
Interest bearing balances in other banks	13	(26)	(13)
Federal funds sold	-	7	7
Total interest earning assets	\$ 3,522	\$ (1,860)	\$ 1,662
<u>Interest bearing liabilities</u>			
Interest bearing transaction accounts	\$ 68	\$ (114)	\$ (46)
Savings and money market accounts	231	(383)	(152)
Time deposits	105	(581)	(476)
Short-term debt	(1)	(2)	(3)
Subordinated debentures	423	-	423
Note payable	(341)	-	(341)
Total interest bearing liabilities	\$ 485	\$ (1,080)	\$ (595)
<u>Net interest income</u>			
Net interest income (taxable equivalent)	\$ 3,037	\$ (780)	\$ 2,257
Taxable equivalent adjustment	(21)	2	(19)
Net interest income	<u>\$ 3,016</u>	<u>\$ (778)</u>	<u>\$ 2,238</u>

Total interest income for the three months ended June 30, 2021 was \$17.7 million and total interest expense was \$1.5 million, resulting in net interest income of \$16.2 million for the period. For the same period of 2020, total interest income was \$16.1 million and total interest expense was \$2.1 million, resulting in net interest income of \$14.0 million for the period. This represents a 15.97% increase in net interest income when comparing the same period from 2021 and 2020. When comparing the variances related to interest income for the three months ended June 30, 2021 and 2020, the increase was primarily attributed to increases in average volumes in loans and investment securities as well as from the recognition of origination fee income from the SBA Paycheck Protection Program. The volume related increase in interest income for the three months ended June 30, 2021 was accompanied by a decrease in the yield on loans and investment securities. When comparing variances related to interest expense for the three months ended June 30, 2021 and 2020, the decrease primarily resulted from a decrease in deposit rates beginning in 2020 and continuing into 2021. This decrease was partially offset by an increase in the average volume of non-maturity deposits and time deposits.

Comparison of net interest income for the six months ended June 30, 2021 and 2020

The following table shows, for the six months ended June 30, 2021 and 2020, the average balances of each principal category of our earning assets and interest bearing liabilities and the average taxable equivalent yields on assets and average costs of liabilities. These yields and costs are calculated by dividing the income or expense by the average daily balance of the associated assets or liabilities.

	Six Months Ended June 30, 2021			Six Months Ended June 30, 2020		
	Average Balance	Interest Income/Expense	Average Yield/Rate	Average Balance	Interest Income/Expense	Average Yield/Rate
Interest earning assets						
Loans	\$1,203,169	\$ 30,919	5.18%	\$ 997,297	\$ 26,897	5.41%
Mortgage loans held for sale	22,322	222	2.01%	11,497	160	2.79%
Investment securities:						
Taxable securities	513,883	3,026	1.19%	250,971	2,724	2.18%
Tax-exempt securities	88,986	1,360	3.08%	72,942	1,194	3.28%
Interest bearing balances in other banks	55,157	61	0.22%	40,284	175	0.87%
Federal funds sold	11,500	14	0.25%	-	-	0.00%
Total interest earning assets	\$1,895,017	\$ 35,602	3.80%	\$1,372,991	\$ 31,150	4.56%
Interest bearing liabilities						
Interest bearing transaction accounts	\$ 418,141	\$ 176	0.08%	\$ 281,836	\$ 353	0.25%
Savings and money market accounts	600,535	733	0.25%	400,349	1,280	0.64%
Time deposits	282,536	1,249	0.89%	252,430	2,146	1.70%
Securities sold under repurchase agreements	11,218	5	0.09%	8,273	12	0.29%
Subordinated debentures	22,865	529	4.67%	-	-	0.00%
Note payable	9,338	242	5.23%	22,932	696	6.09%
Total interest bearing liabilities	\$1,344,633	\$ 2,934	0.44%	\$ 965,820	\$ 4,487	0.93%
Noninterest-bearing funding of earning assets	550,384	-	0.00%	407,171	-	0.00%
Total cost of funding earning assets	\$1,895,017	\$ 2,934	0.31%	\$1,372,991	\$ 4,487	0.66%
Net interest rate spread			3.36%			3.63%
Net interest income/margin (taxable equivalent)		\$ 32,668	3.48%		\$ 26,663	3.89%
Tax equivalent adjustment		(402)			(360)	
Net interest income/margin		\$ 32,266	3.43%		\$ 26,303	3.84%

The following table reflects, for the six months ended June 30, 2021 and 2020, the changes in our net interest income due to variances in the volume of interest earning assets and interest bearing liabilities and variances in the associated rates earned or paid on these assets and liabilities.

	Six Months Ended June 30, 2021 vs. Six Months Ended June 30, 2020		
	Volume	Variance due to Yield/Rate	Total
<u>Interest earning assets</u>			
Loans	\$ 5,394	\$ (1,372)	\$ 4,022
Mortgage loans held for sale	149	(87)	62
Investment securities:			
Taxable securities	2,825	(2,523)	302
Tax-exempt securities	254	(88)	166
Interest bearing balances in other banks	61	(175)	(114)
Federal funds sold	-	14	14
Total interest earning assets	\$ 8,683	\$ (4,231)	\$ 4,452
<u>Interest bearing liabilities</u>			
Interest bearing transaction accounts	\$ 169	\$ (346)	\$ (177)
Savings and money market accounts	636	(1,183)	(547)
Time deposits	253	(1,150)	(897)
Short-term debt	4	(11)	(7)
Subordinated debentures	529	-	529
Note payable	(410)	(44)	(454)
Total interest bearing liabilities	\$ 1,181	\$ (2,734)	\$ (1,553)
<u>Net interest income</u>			
Net interest income (taxable equivalent)	\$ 7,502	\$ (1,497)	\$ 6,005
Taxable equivalent adjustment	(56)	14	(42)
Net interest income	\$ 7,446	\$ (1,483)	\$ 5,963

Total interest income for the six months ended June 30, 2021 was \$35.2 million and total interest expense was \$2.9 million, resulting in net interest income of \$32.3 million for the period. For the same period of 2020, total interest income was \$30.8 million and total interest expense was \$4.5 million, resulting in net interest income of \$26.3 million for the period. This represents a 22.67% increase in net interest income when comparing the same period from 2021 and 2020. When comparing the variances related to interest income for the six months ended June 30, 2021 and 2020, the increase was primarily attributed to increases in average volumes in loans and investment securities as well as from the recognition of origination fee income from the SBA Paycheck Protection Program. The volume related increase in interest income for the period was partially offset by a decrease in the yield on loans and investment securities. When comparing variances related to interest expense for the six months ended June 30, 2021 and 2020, the decrease resulted primarily from a decrease in deposits rates. The decrease in deposit rates was partially offset by an increase in the average volume of non-maturity deposits and time deposits.

Provision for Loan Losses

The provision for loan losses represents a charge to earnings necessary to establish an allowance for loan losses that, in management's evaluation, is adequate to provide coverage for estimated losses on outstanding loans and to provide for uncertainties in the economy. As a result of evaluating the allowance for loan losses at June 30, 2021, management recorded a provision of \$1.2 million in the second quarter of 2021 compared to a provision of \$3.6 million in the second quarter of 2020. The decrease in provision allocated was primarily due to continued improvement in economic conditions as the country recovers from the COVID-19 pandemic.

The allowance for loan losses is increased by a provision for loan losses, which is a charge to earnings, and it is decreased by loan charge-offs and increased by recoveries on loans previously charged off. In determining the adequacy of the allowance for loan losses, we consider our historical loan loss experience, the general economic environment, our overall portfolio composition and other relevant information. As these factors change, the level of loan loss provision changes. When individual loans are evaluated for impairment and impairment is deemed necessary, a specific allowance is required for the impaired portion of the loan amount. Subsequent changes in the impairment amount will generally cause corresponding changes in the allowance related to the impaired loan and corresponding changes to the loan loss provision. As of June 30, 2021, the recorded allowance related to impaired loans was \$323 thousand. As of June 30, 2020, the recorded allowance related to impaired loans was \$351 thousand.

Noninterest Income

In addition to net interest income, we generate various types of noninterest income from our operations. Our banking operations generate revenue from service charges and fees mainly on deposit accounts. Our mortgage division generates revenue from originating and selling mortgage loans. Our investment brokerage division generates revenue through a revenue-sharing relationship with a registered broker-dealer. We also own life insurance policies on several key employees and record income on the increase in the cash surrender value of these policies.

The following table sets forth the principal components of noninterest income for the periods indicated (amounts in thousands).

	For the Three Months Ended June 30,		For the Six Months Ended June 30,	
	2021	2020	2021	2020
Service charges and fees	\$ 1,444	\$ 1,102	\$ 2,786	\$ 2,404
Investment brokerage revenue	62	50	125	85
Mortgage operations	1,560	1,628	3,408	2,362
Bank owned life insurance income	274	199	543	398
Net gain (loss) on sale of investment securities	-	(2)	7	(48)
Other noninterest income	85	90	216	227
Total noninterest income	<u>\$ 3,425</u>	<u>\$ 3,067</u>	<u>\$ 7,085</u>	<u>\$ 5,428</u>

Noninterest income for the three months ended June 30, 2021 was \$3.4 million compared to \$3.1 million for the same period in 2020. The most significant increase was a \$342 thousand increase in service charges and fees which was primarily a result of deposit growth.

Noninterest income for the six months ended June 30, 2021 was \$7.1 million compared to \$5.4 million for the same period of 2020. The most significant increase was a \$1.0 million increase in secondary market mortgage operations income. Activity within the secondary market continues to be high due to the low interest rate environment.

Noninterest Expense

Noninterest expenses consist primarily of salaries and employee benefits, building occupancy and equipment expenses, advertising and promotion expenses, data processing expenses, legal and professional services and miscellaneous other operating expenses.

The following table sets forth the principal components of noninterest expense for the periods indicated (amounts in thousands).

	For the Three Months Ended June 30,		For the Six Months Ended June 30,	
	2021	2020	2021	2020
Salaries and employee benefits	\$ 6,649	\$ 5,458	\$ 12,564	\$ 10,537
Occupancy expenses	604	586	1,178	1,167
Equipment rentals, depreciation, and maintenance	289	284	564	582
Telephone and communications	136	128	313	245
Advertising and business development	176	73	312	216
Data processing	765	734	1,429	1,474
Foreclosed assets, net	45	33	86	120
Federal deposit insurance and other regulatory assessments	256	157	549	283
Legal and other professional services	344	218	623	407
Other operating expense	1,519	1,299	2,959	2,645
Total noninterest expense	\$ 10,783	\$ 8,970	\$ 20,577	\$ 17,676

Noninterest expense for the three months ended June 30, 2021 totaled \$10.8 million compared with \$9.0 million for the same period of 2020. The overall increase was primarily a result of increases in salaries and employee benefits. Salaries and employee benefits increased \$1.2 million, or 21.82%, to \$6.6 million in the second quarter of 2021 from \$5.5 million in the second quarter of 2020. The number of full-time equivalent employees increased from approximately 223 at June 30, 2020 to approximately 252 at June 30, 2021 for an increase of approximately 13.00%.

Noninterest expense for the six months ended June 30, 2021 totaled \$20.6 million compared with \$17.7 million for the same period of 2020. The increase was primarily a result of increases in salaries and employee benefits expense. Salaries and employee benefits increased \$2.0 million, or 19.24%, to \$12.6 million in the first six months of 2021 from \$10.5 million in the first six months of 2020.

Provision for Income Taxes

We recognized income tax expense of \$1.7 million for the three months ended June 30, 2021, compared to \$926 thousand for the three months ended June 30, 2020. The effective tax rate for the three months ended June 30, 2021 was 21.8% compared to 20.4% for the same period in 2020. The effective tax rate is affected by levels of items of income that are not subject to federal and/or state taxation and by levels of items of expense that are not deductible for federal and/or state income tax purposes.

We recognized income tax expense of \$3.6 million for the six months ended June 30, 2021, compared to \$1.9 million for the six months ended June 30, 2020. The increase of \$1.7 million, or 93.63%, resulted from the increase in net income before taxes of \$7.2 million in the first six months of 2021 as compared to the first six months of 2020. The effective tax rate for the six months ended June 30, 2021 was 21.9% compared to 20.2% for the same period in 2020. The effective tax rate is affected by levels of items of income that are not subject to federal and/or state taxation and by levels of items of expense that are not deductible for federal and/or state income tax purposes.

Comparison of Financial Condition at June 30, 2021 and December 31, 2020

Overview

Our total assets increased \$361.5 million, or 19.38%, from December 31, 2020 to June 30, 2021. Loans, net of deferred fees and discounts, increased \$41.0 million, or 3.5%, from December 31, 2020 to June 30, 2021. Securities available-for-sale increased by \$287.1 million, or 58.20%, from December 31, 2020 to June 30, 2021. Cash and cash equivalents increased \$25.6 million, or 42.52% from December 31, 2020 to June 30, 2021. Total deposits increased \$338.4 million, or 20.46%, from December 31, 2020 to June 30, 2021 which funded our loan growth and purchase of securities. Total stockholders' equity increased \$5.7 million, or 3.38% from December 31, 2020 to June 30, 2021 primarily due to strong earnings of \$12.8 million during the period. Stockholders' equity was reduced approximately \$4.6 million due to a decrease in the net unrealized gain on securities available-for-sale and \$2.6 million due to the dividend paid in the first quarter.

Investment Securities

We use our securities portfolio primarily to enhance our overall yield on interest-earning assets, as a source of liquidity, as a tool to manage our balance sheet sensitivity and regulatory capital ratios, and as a base from which to pledge assets for public deposits. When our liquidity position exceeds current our needs and our expected loan demand, other investments are considered as a secondary earnings alternative. As investments mature or pay down, they are used to meet current cash needs, or they are reinvested to maintain our desired liquidity position. We have historically designated all our securities as available-for-sale to provide flexibility in case an immediate need for liquidity arises, and we believe that the composition of the portfolio offers needed flexibility in managing our liquidity position and interest rate sensitivity without adversely impacting our regulatory capital levels. Securities available-for-sale are reported at fair value, with unrealized gains or losses reported as a separate component of other comprehensive income, net of deferred taxes. Purchase premiums and discounts are recognized in income using the interest method over the terms of the securities.

During the six months ended June 30, 2021, we purchased investment securities totaling \$365.7 million and sold investment securities with proceeds received of \$4.4 million including net realized gains of \$7 thousand.

The following tables summarize the amortized cost, gross unrealized gains, gross unrealized losses, and fair value of securities available-for-sale at June 30, 2021 and December 31, 2020 (amounts in thousands).

	Amortized Cost	Gross Unrealized Gains	Gross Unrealized Losses	Fair Value
June 30, 2021:				
Securities available-for-sale:				
Residential mortgage-backed	\$ 585,733	\$ 3,279	\$ (3,841)	\$ 585,171
U.S. treasury securities	56,270	18	(47)	56,241
U.S. govt. sponsored enterprises	27,477	964	-	28,441
State, county, and municipal	96,683	4,805	(105)	101,383
Corporate debt obligations	9,228	16	(116)	9,128
Totals	<u>\$ 775,391</u>	<u>\$ 9,082</u>	<u>\$ (4,109)</u>	<u>\$ 780,364</u>
December 31, 2020:				
Securities available-for-sale:				
Residential mortgage-backed	\$ 346,001	\$ 5,034	\$ (438)	\$ 350,597
U.S. govt. sponsored enterprises	34,963	1,272	(4)	36,231
State, county, and municipal	98,026	5,220	(17)	103,229
Corporate debt obligations	3,166	51	-	3,217
Totals	<u>\$ 482,156</u>	<u>\$ 11,577</u>	<u>\$ (459)</u>	<u>\$ 493,274</u>

Loans

Loans are the largest category of interest earning assets and typically provide higher yields than other types of interest earning assets. Associated with the higher loan yields are the inherent credit and liquidity risks which management attempts to control and counterbalance. Total loans averaged \$1.22 billion during the three months ended June 30, 2021, or 61.5% of average interest earning assets, as compared to \$1.07 billion, or 72.2% of average interest earning assets, for the three months ended June 30, 2020. At June 30, 2021, total loans, net of deferred loan fees and discounts, were \$1.23 billion, compared to \$1.19 billion at December 31, 2020, an increase of \$41.0 million, or 3.5%.

The organic, or non-acquired, growth in our loan portfolio is attributable to our ability to attract new customers from other financial institutions and overall growth in our markets. Much of our loan growth has come from moving customers from other financial institutions to River Bank. We have also been successful in building banking relationships with new customers. We have hired several new bankers in the markets that we serve, and these employees have been successful in transitioning their former clients and attracting new clients to River Bank. Our bankers are expected to be involved in their communities and to maintain business development efforts to develop relationships with clients, and our philosophy is to be responsive to customer needs by providing decisions in a timely manner. In addition to our business development efforts, many of the markets that we serve have shown signs of economic recovery over the last few years.

The following table provides a summary of the loan portfolio as of June 30, 2021, and December 31, 2020.

	June 30, 2021		December 31, 2020	
	Amount	% of Total	Amount	% of Total
Residential real estate:				
Closed-end 1-4 family - first lien	\$ 268,199	22.2%	\$ 252,528	21.6%
Closed-end 1-4 family - junior lien	6,368	0.5%	8,343	0.7%
Multi-family	11,593	1.0%	10,817	0.9%
Total residential real estate	286,160	23.7%	271,688	23.2%
Commercial real estate:				
Nonfarm nonresidential	347,058	28.7%	317,279	27.1%
Farmland	39,420	3.3%	34,586	3.0%
Total commercial real estate	386,478	32.0%	351,865	30.1%
Construction and land development:				
Residential	89,320	7.4%	71,784	6.1%
Other	74,879	6.2%	78,818	6.7%
Total construction and land development	164,199	13.6%	150,602	12.8%
Home equity lines of credit	44,179	3.7%	43,424	3.7%
Commercial loans:				
Other commercial loans	249,037	20.7%	279,385	23.9%
Agricultural	40,273	3.3%	29,854	2.6%
State, county, and municipal loans	23,805	2.0%	25,922	2.2%
Total commercial loans	313,115	26.0%	335,161	28.7%
Consumer loans	42,069	3.5%	40,646	3.5%
Total gross loans	1,236,200	102.5%	1,193,386	102.0%
Allowance for loan losses	(18,913)	-1.6%	(16,803)	-1.4%
Net discounts	(741)	-0.1%	(1,010)	-0.1%
Net deferred loan fees	(7,881)	-0.8%	(5,794)	-0.5%
Net loans	<u>\$ 1,208,665</u>	<u>100.0%</u>	<u>\$ 1,169,779</u>	<u>100.0%</u>

In this context, a “real estate loan” is defined as any loan, secured by real estate, regardless of the purpose of the loan. It is common practice for financial institutions in our market areas, and for our Bank, to obtain a security interest or lien in real estate whenever possible, in addition to any other available collateral. This collateral is taken to reinforce the likelihood of the ultimate repayment of the loan and tends to increase the magnitude of the real estate loan portfolio component. In general, we prefer real estate collateral to many other potential collateral sources, such as accounts receivable, inventory and equipment.

Real estate loans are the largest component of our loan portfolio and include residential real estate loans, commercial real estate loans, and construction and land development loans. At June 30, 2021, this category totaled \$836.8 million, or 67.69% of total gross loans, compared to \$774.2 million, or 64.87%, at December 31, 2020. Real estate loans increased \$62.6 million, or 8.09%, during the period December 31, 2020 to June 30, 2021. Commercial loans decreased \$22.0 million, or 6.58% during the same period. Our management team and lending officers have a great deal of experience and expertise in real estate lending and commercial lending.

The federal regulatory agencies recently issued two “guidance” documents that have a significant impact on real estate related lending and, thus, on the operations of the Bank. One part of the guidance could require lenders to restrict lending secured primarily by certain categories of commercial real estate to a level of 300% of their capital or to raise additional capital. This factor, combined with the current economic environment, could affect the Bank’s lending strategy away from, or to limit its expansion of, commercial real estate lending, which has been a material part of River Financial Corporation’s lending strategy. This could also have a negative impact on our lending and profitability. Management actively monitors the composition of the Bank’s loan portfolio, focusing on concentrations of credit, and the results of that monitoring activity are periodically reported to the Board of Directors.

The other guidance relates to the structuring of certain types of mortgages that allow negative amortization of consumer mortgage loans. Although the Bank does not engage at present in lending using these types of instruments, the guidance could have the effect of making the Bank less competitive in consumer mortgage lending if the local market is driving the demand for such an offering.

Allowance for Loan Losses, Provision for Loan Losses and Asset Quality

Allowance for loan losses and provision for loan losses

The allowance for loan losses represents management’s estimate of probable inherent credit losses in the loan portfolio. Management determines the allowance based on an ongoing evaluation of risk as it correlates to potential losses within the portfolio. Increases to the allowance for loan losses are made by charges to the provision for loan losses. Loans deemed to be uncollectible are charged against the allowance. Recoveries of previously charged-off amounts are credited to the allowance for loan losses.

Management utilizes a review process for the loan portfolio to identify loans that are deemed to be impaired. A loan is considered impaired when it is probable that the Bank will be unable to collect the scheduled payments of principal and interest due under the contractual terms of the loan agreement or when the loan is deemed to be a troubled debt restructuring. For loans and loan relationships deemed to be impaired that are \$100 thousand or greater, management determines the estimated value of the underlying collateral, less estimated costs to acquire and sell the collateral, or the estimated net present value of the cash flows expected to be received on the loan or loan relationship. These amounts are compared to the current investment in the loan and a specific allowance for the deficiency, if any, is specifically included in the analysis of the allowance for loan losses. For loans and loan relationships less than \$100 thousand that are deemed to be impaired, management applies a general loss factor of 15% and includes that amount in the analysis of the allowance for loan losses rather than specifically measuring the impairment for each loan or loan relationship.

All other loans are deemed to be unimpaired and are grouped into various homogeneous risk pools primarily utilizing regulatory reporting classification codes. The Bank’s historical loss factors are calculated for each of the risk pools based on the percentage of net losses experienced as a percentage of the average loans outstanding. The time periods utilized in these historical loss factor calculations are subjective and vary according to management’s estimate of the impact of current economic cycles. As every loan has a risk of loss, minimum loss factors are estimated based on long term trends for the Bank, the banking industry, and the economy. The greater of the calculated historical loss factors or the minimum loss factors are applied to the unimpaired loan amounts currently outstanding for the risk pool and included in the analysis of the allowance for loan losses. In addition, certain qualitative adjustments may be included by management as additional loss factors. These adjustments may include, among other things, changes in loan policy, loan administration, loan geographic or industry concentrations, loan growth rates, and experience levels of our lending officers. Although we have not seen any significant changes in credit quality as a result of the pandemic, management has added several significant qualitative adjustments to our allowance for loan loss calculation that are related to the uncertainties of how the pandemic will affect our loan quality. As a result of these qualitative adjustments, our provision for loan losses and the allowance for loan losses increased significantly during pandemic. The loss allocations for specifically impaired loans, smaller impaired loans not specifically measured for impairment, and unimpaired loans are totaled to determine the total required allowance for loan losses. This total is compared to the current allowance on the Bank’s books and adjustments made accordingly by a charge or credit to the provision for loan losses.

Management believes the data it uses in determining the allowance for loan losses is sufficient to estimate potential losses in the loan portfolio; however, actual results could differ from management’s estimate.

The following table presents a summary of changes in the allowance for loan losses for the periods indicated (amounts in thousands).

	As of and for the Three Months Ended:		As of and for the Six Months Ended:	
	June 30, 2021	June 30, 2020	June 30, 2021	June 30, 2020
Allowance for loan losses at beginning of period	\$ 18,028	\$ 9,933	\$ 16,803	\$ 8,679
Charge-offs:				
Mortgage loans on real estate:				
Residential real estate	101	52	101	52
Commercial real estate	177	-	177	-
Construction and land development	-	-	-	-
Total mortgage loans on real estate	278	52	278	52
Home equity lines of credit	-	-	-	-
Commercial	44	97	84	159
Consumer	24	22	29	84
Total	346	171	391	295
Recoveries:				
Mortgage loans on real estate:				
Residential real estate	-	4	-	5
Commercial real estate	4	4	35	8
Construction and land development	4	92	4	97
Total mortgage loans on real estate	8	100	39	110
Home equity lines of credit	-	18	-	19
Commercial	27	24	65	59
Consumer	11	10	26	26
Total	46	152	130	214
Net charge-offs	300	19	261	81
Provision for loan losses	1,185	3,566	2,371	4,882
Allowance for loan losses at end of period	\$ 18,913	\$ 13,480	\$ 18,913	\$ 13,480
Total loans outstanding, net of deferred loan fees	1,227,578	1,144,985	1,227,578	1,144,985
Average loans outstanding, net of deferred loan fees	1,219,256	1,074,074	1,203,169	997,297
Allowance for loan losses to period end loans	1.54%	1.18%	1.54%	1.18%
Net charge-offs to average loans (annualized)	0.10%	0.01%	0.04%	0.02%

Allocation of the Allowance for Loan Losses

While no portion of the allowance for loans losses is in any way restricted to any individual loan or group of loans and the entire allowance is available to absorb losses from any and all loans, the following table represents management's allocation of the allowance for loan losses to specific loan categories as of the dates indicated (amounts in thousands).

	June 30, 2021		December 31, 2020	
	Amount	Percent of Total	Amount	Percent of Total
Mortgage loans on real estate:				
Residential real estate	\$ 1,915	10.1%	\$ 1,676	10.0%
Commercial real estate	8,015	42.4%	6,807	40.5%
Construction and land development	2,100	11.1%	1,749	10.4%
Total mortgage loans on real estate	12,030	63.6%	10,232	60.9%
Home equity lines of credit	307	1.6%	268	1.6%
Commercial	6,206	32.8%	5,897	35.1%
Consumer	370	2.0%	406	2.4%
Total	\$ 18,913	100.0%	\$ 16,803	100.0%

Nonperforming Assets

The following table presents our nonperforming assets as of the dates indicated (amounts in thousands):

	June 30,		December 31,
	2021	2020	2020
Nonaccrual loans	\$ 2,875	\$ 3,685	\$ 4,264
Accruing loans past due 90 days or more	101	156	398
Total nonperforming loans	2,976	3,841	4,662
Foreclosed assets	674	405	240
Total nonperforming assets	\$ 3,650	\$ 4,246	\$ 4,902

Allowance for loan losses to period end loans	1.54%	1.18%	1.42%
Allowance for loan losses to period end nonperforming loans	635.52%	350.95%	360.42%
Net charge-offs (recoveries) to average loans (annualized)	0.04%	0.02%	0.05%
Nonperforming assets to period end loans and foreclosed property	0.30%	0.37%	0.41%
Nonperforming loans to period end loans	0.24%	0.34%	0.39%
Nonperforming assets to total assets	0.16%	0.25%	0.26%
Period end loans	1,227,578	1,144,985	1,186,582
Period end total assets	2,226,103	1,705,402	1,864,650
Allowance for loan losses	18,913	13,480	16,803
Average loans for the period	1,203,169	997,297	1,087,007
Net charge-offs for the period	261	81	491
Period end loans plus foreclosed property	1,228,252	1,145,390	1,186,822

Accrual of interest is discontinued on a loan when management believes, after considering economic and business conditions and collection efforts, that the borrower's financial condition is such that the collection of interest is doubtful. In addition to consideration of these factors, loans that are past due 90 days or more are generally placed on nonaccrual status. When a loan is placed on nonaccrual status, all accrued interest on the loan is reversed and deducted from earnings as a reduction of reported interest income. No additional interest is accrued on the loan balance until collection of both principal and interest becomes reasonably certain. Payments received while a loan is on nonaccrual status will generally be applied to the outstanding principal balance. When a problem loan is finally resolved, there may ultimately be an actual write-down or charge-off of the principal balance of the loan that would necessitate additional charges to the allowance for loan losses.

Deposits

Deposits, which include noninterest bearing demand deposits, interest bearing demand deposits, money market accounts, savings accounts, and time deposits, are the principal source of funds for the Bank. We offer a variety of products designed to attract and retain customers, with primary focus on building and expanding client relationships. Management continues to focus on establishing a comprehensive relationship with consumer and business borrowers, seeking deposits as well as lending relationships.

The following table details the composition of our deposit portfolio as of June 30, 2021, and December 31, 2020.

	June 30, 2021		December 31, 2020	
	Amount	Percent of Total	Amount	Percent of Total
Demand deposits, non-interest bearing	\$ 572,630	28.8%	\$ 436,885	26.4%
Demand deposits, interest bearing	459,051	23.0%	377,745	22.8%
Money market accounts	559,774	28.1%	473,714	28.6%
Savings deposits	107,816	5.4%	89,914	5.4%
Time certificates of \$250 thousand or more	109,942	5.5%	96,839	5.9%
Other time certificates	182,800	9.2%	178,538	10.9%
Totals	<u>\$ 1,992,013</u>	<u>100.0%</u>	<u>\$ 1,653,635</u>	<u>100.0%</u>

Total deposits were \$1.99 billion at June 30, 2021, an increase of \$338.4 million from December 31, 2020 with the increase resulting mainly in the balances of money market accounts and demand deposit accounts. Some of our demand deposit accounts are seasonal and have expected balance fluctuations. The seasonality of these demand deposits is related to property tax collections and to agricultural production. However, the third round of stimulus checks were sent out in mid-March which led to an increase in deposits from year-end when we would normally see a decrease from year-end.

The following table presents the Bank's time certificates of deposits by various maturities as of June 30, 2021 (amounts in thousands).

	All Time Deposits	Time Deposits \$100 or more	Time Deposits less than \$100
Three months or less	\$ 72,707	\$ 53,516	\$ 19,191
Greater than three months through six months	61,065	41,960	19,105
Greater than six months through one year	103,803	75,777	28,026
Greater than one year through three years	31,391	20,907	10,484
Greater than three years	23,776	18,180	5,596
Total	<u>\$ 292,742</u>	<u>\$ 210,340</u>	<u>\$ 82,402</u>

Other Funding Sources

We supplement our deposit funding with wholesale funding when needed for balance sheet planning and management or when the terms are attractive and will not disrupt our offering rates in our markets. A source we have used for wholesale funding is the Federal Home Loan Bank of Atlanta (FHLB). The line of credit with the FHLB is secured by pledges of various loans in our loan portfolio. At June 30, 2021, the FHLB line of credit available was \$236.4 million and at December 31, 2020 it was \$214.4 million. As of June 30, 2021 and December 31, 2020, we have no Federal Home Loan Bank advances outstanding. We also have lines of credit for federal funds borrowings with other banks that totaled \$38.5 million at June 30, 2021 and December 31, 2020, respectively. Furthermore, we have pledged certain loans to the Federal Reserve Bank (FRB) to secure a line of credit. At June 30, 2021, the FRB line of credit available was \$128.5 million and at December 31, 2020, the FRB line of credit available was \$123.3 million. We have never drawn on the FRB line of credit and consider it a contingency line of credit to be used only for emergency liquidity management.

On October 31, 2018, the Company entered into a loan agreement with CenterState Bank for \$27 million. The loan proceeds were drawn and received by the Company on October 31, 2018. The loan proceeds were used to fund the payment of the cash consideration to the PSB Bancshares, Inc. shareholders of \$24.5 million in accordance with the PSB merger agreement and for general corporate purposes. The loan carried a fixed interest rate of 6%. The loan was secured by all of the common stock of the Bank. The balance at December 31, 2020 was \$20.4 million. This note was paid off in March 2021 when the Company issued a private placement of \$40 million fixed-to-floating rate subordinated debentures in March 2021 which are described in detail below.

On March 9, 2021, River Financial Corporation (“the Company”) entered into a Subordinated Note Purchase Agreement (the “Purchase Agreement”) with the purchasers signatory thereto providing for a private placement of \$40 million in aggregate principal amount of 4.00% fixed-to-floating rate Subordinated Notes due March 15, 2031 (the “Notes”). The Notes were issued by the Company to the purchasers at a price equal to 100% of their face amount. Interest on the Notes will accrue from March 9, 2021, and the Company will pay interest semi-annually on March 15th and September 15th of each year, beginning on September 15, 2021, until the Notes mature. The Notes will bear interest at a fixed rate of 4.00% per year, from and including March 9, 2021 to, but excluding, March 15, 2026. From and including March 15, 2026, but excluding the maturity date or early redemption date, the interest rate will reset quarterly at a variable rate equal to the then current three-month term SOFR plus 342 basis points. The Notes may not be prepaid by the Company prior to March 15, 2026. From and after March 15, 2026, the Company may prepay all or, from time to time, any part of the Notes at 100% of the principal amount (plus accrued interest) without penalty, subject to any requirement under Federal Reserve Board regulations to obtain prior approval from the Board of Governors of the Federal Reserve System before making any prepayment. The Notes may also be prepaid by the Company at any time after the occurrence of an event that would preclude the Notes from being included in the Tier 2 Capital of the Company. The Purchase Agreement contains customary representations and warranties, events of default, and affirmative and negative covenants, including the requirement that, subject to certain limitations, the Company restructure any portion of the Notes that ceases to be deemed Tier 2 Capital. The Company used approximately \$19.7 million of the net proceeds from the issuance of the Notes to pay off its note with CenterState Bank dated October 31, 2018, including interest accrued on such notes, and the remaining proceeds for general corporate purposes, including providing capital to support the organic growth of its bank subsidiary, River Bank.

Liquidity

Market and public confidence in our financial strength and financial institutions in general will largely determine our access to appropriate levels of liquidity. This confidence is significantly dependent on our ability to maintain sound asset quality and appropriate levels of capital reserves.

Liquidity is defined as the ability to meet anticipated customer demands for funds under credit commitments and deposit withdrawals at a reasonable cost and on a timely basis. We measure our liquidity position by giving consideration to both on- and off-balance sheet sources of and demands for funds on a daily, weekly and monthly basis.

Liquidity risk involves the risk of being unable to fund assets with the appropriate duration and rate-based liabilities, as well as the risk of not being able to meet unexpected cash needs. Liquidity planning and management are necessary to ensure the ability to fund operations cost-effectively and to meet current and future potential obligations such as loan commitments and unexpected deposit outflows. In this process, we focus on assets and liabilities and on the manner in which they combine to provide adequate liquidity to meet our needs.

Funds are available from a number of basic banking activity sources, including the core deposit base, the repayment and maturity of loans, and investment cash flows. Other funding sources include federal funds borrowings, brokered certificates of deposit and borrowings from the FHLB and FRB.

Cash and cash equivalents at June 30, 2021 and December 31, 2020, were \$85.9 million and \$60.3 million, respectively. Based on recorded cash and cash equivalents, management believes River Financial Corporation’s liquidity resources were sufficient at June 30, 2021 to fund loans and meet other cash needs as necessary.

Off-Balance Sheet Arrangements

The Company is party to financial instruments with off-balance-sheet risk in the normal course of business to meet the financial needs of its customers. These financial instruments include commitments to extend credit and standby letters of credit. Such instruments involve, to varying degrees, elements of credit risk in excess of the amount recognized by the balance sheet. The contract amounts of those instruments reflect the extent of involvement the Company has in particular classes of financial instruments.

The exposure to credit loss in the event of nonperformance by the other party to the financial instrument for commitments to extend credit and standby letters of credit is represented by the contractual amount of those instruments. The Company uses the same credit policies in making commitments and conditional obligations as it does for on-balance-sheet instruments. In most cases, the Company requires collateral or other security to support financial instruments with credit risk.

Financial instruments whose contract amount represents credit risk at June 30, 2021 and December 31, 2020 were as follows (amounts in thousands):

	June 30, 2021	December 31, 2020
Commitments to extend credit	\$ 281,379	\$ 246,701
Stand-by and performance letters of credit	2,358	2,659
Total	<u>\$ 283,737</u>	<u>\$ 249,360</u>

Contractual Obligations

While our liquidity monitoring and management considers both present and future demands for and sources of liquidity, the following table of contractual commitments focuses only on future obligations as of June 30, 2021 (amounts in thousands).

	Due in 1 year or less	Due after 1 through 3 years	Due after 3 through 5 years	Due after 5 years	Total
Deposits without a stated maturity	\$ 1,699,271	\$ -	\$ -	\$ -	\$ 1,699,271
Certificates of deposit of less than \$100	66,322	10,484	5,546	50	82,402
Certificates of deposit of \$100 or more	171,253	20,907	18,180	-	210,340
Securities sold under agreements to repurchase	10,486	-	-	-	10,486
Subordinated debt, net of loan costs	-	-	-	39,316	39,316
Operating leases	683	1,330	589	470	3,072
Total contractual obligations	<u>\$ 1,948,015</u>	<u>\$ 32,721</u>	<u>\$ 24,315</u>	<u>\$ 39,836</u>	<u>\$ 2,044,887</u>

Capital Position and Dividends

At June 30, 2021 and December 31, 2020, total stockholders' equity was \$172.1 million and \$166.4 million, respectively. The increase of approximately \$5.7 million resulted mainly from the net change in retained earnings and other comprehensive income for the six months ended June 30, 2021. Retained earnings for the first six months of 2021 increased \$10.2 million and other comprehensive income decreased \$4.6 million. The ratio of stockholders' equity to total assets was 7.73% and 8.93% at June 30, 2021 and December 31, 2020, respectively.

River Bank is subject to various regulatory capital requirements administered by the federal banking agencies. Certain items such as goodwill and other intangible assets are deducted from total capital in arriving at the various regulatory capital measures such as Common Equity Tier 1 capital, Tier 1 capital, and total risk-based capital. 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 River Financial Corporation's financial statements. Under capital adequacy guidelines and the regulatory framework for prompt corrective action, River Bank must meet specific capital guidelines that involve quantitative measures of the bank's assets, liabilities, and certain off-balance-sheet items as calculated under regulatory regulations and guidelines. River Bank's capital amounts and classifications are also subject to qualitative judgments by regulators about components, risk weightings, and other factors.

River Bank is eligible to utilize the community bank leverage ratio (CBLR) framework. The Bank has evaluated this option and has elected not to utilize the CBLR framework at this time, but may do so in the future.

Quantitative measures, established by regulation to ensure capital adequacy effective January 1, 2015, require River Bank to maintain minimum amounts and ratios (set forth in the table below) of total risk based capital, Common Equity Tier 1 capital, and Tier

I capital (as defined in the regulations) to risk-weighted assets (as defined in the regulations), and of Tier 1 capital (as defined in the regulations) to average assets (as defined in the regulations).

Management believes, as of June 30, 2021, that the Bank meets all capital adequacy requirements to which it is subject. The following table presents the Bank's capital amounts and ratios as of June 30, 2021 with the required minimum levels for capital adequacy purposes including the phase in of the capital conservation buffer under Basel III and minimum levels to be well capitalized (as defined) under the regulatory prompt corrective action regulations.

As of June 30, 2021:

	Actual		Required For Capital Adequacy Purposes		To Be Well Capitalized Under Prompt Corrective Action Regulations	
	Amount	Ratio	Amount	Ratio	Amount	Ratio
Total Capital (To Risk-Weighted Assets)	\$ 188,977	14.099%	\$ 140,742	>= 10.500%	\$ 134,040	>= 10.00%
Common Equity Tier 1 Capital (To Risk-Weighted Assets)	172,196	12.847%	93,828	>= 7.000%	87,126	>= 6.50%
Tier 1 Capital (To Risk-Weighted Assets)	172,196	12.847%	113,932	>= 8.500%	107,230	>= 8.00%
Tier 1 Capital (To Average Assets)	172,196	8.264%	83,346	>= 4.000%	104,182	>= 5.00%

Management believes, as of December 31, 2020, that the Bank met all capital adequacy requirements to which it was subject at the time. The following table presents the Bank's capital amounts and ratios as of December 31, 2020 with the required minimum levels for capital adequacy purposes and minimum levels to be well capitalized (as defined) under the prompt corrective action regulations.

As of December 31, 2020:

	Actual		Required For Capital Adequacy Purposes		To Be Well Capitalized Under Prompt Corrective Action Regulations	
	Amount	Ratio	Amount	Ratio	Amount	Ratio
Total Capital (To Risk-Weighted Assets)	\$ 161,566	13.548%	\$ 125,219	>= 10.500%	\$ 119,256	>= 10.00%
Common Equity Tier 1 Capital (To Risk-Weighted Assets)	146,636	12.296%	83,479	>= 7.000%	77,516	>= 6.50%
Tier 1 Capital (To Risk-Weighted Assets)	146,636	12.296%	101,368	>= 8.500%	95,405	>= 8.00%
Tier 1 Capital (To Average Assets)	146,636	8.229%	71,277	>= 4.000%	89,096	>= 5.00%

River Financial Corporation's principal source of funds for dividend payments and debt service is dividends received from River Bank. There are statutory limitations on the payment of dividends by River Bank to River Financial Corporation. As of June 30, 2021, the maximum amount the Bank could dividend to River Financial Corporation without prior regulatory authority approval was approximately \$46.3 million. In addition to dividend restrictions, federal statutes prohibit unsecured loans from banks to bank holding companies.

During the six months ending June 30, 2021 there were 5,500 incentive stock options issued with a weighted average exercise price of \$26.34 per share. During the same period, there were 9,021 incentive stock options exercised at a weighted average exercise price of \$15.27 per share. A total of 393,729 incentive stock options were outstanding as of June 30, 2021 with a weighted average exercise price of \$22.62 per share and a weighted average remaining life of 6.31 years.

Interest Sensitivity and Market Risk

Management monitors and manages the pricing and maturity of our assets and liabilities in order to diminish the potential adverse impact that changes in interest rates could have on net interest income. The principal monitoring technique employed by the Bank is simulation analysis.

In simulation analysis, we review each asset and liability category and its projected behavior in various different interest rate environments. These projected behaviors are based on management's past experience and on current competitive environments, including the various environments in the different markets in which we compete. Using projected behavior and differing rate scenarios as inputs, the simulation analysis generates projections of net interest income. We also periodically verify the validity of this approach by comparing actual results with those that were projected in previous models.

Another technique used in interest rate management, but to a lesser degree than simulation analysis, is the measurement of the interest sensitivity “gap”, which is the positive or negative dollar difference between assets and liabilities that are subject to interest rate repricing within a given period of time. Interest rate sensitivity can be managed by repricing assets and liabilities, selling securities available for sale, replacing an asset or liability at maturity or by adjusting the interest rate during the life of an asset or liability.

We evaluate interest rate sensitivity risk and then formulate guidelines regarding asset generation and repricing, and sources and prices of off-balance sheet commitments in order to maintain interest sensitivity risk at levels deemed prudent by management. We use computer simulations to measure the net income effect of various rate scenarios. The modeling reflects interest rate changes and the related impact on net income over specified periods of time.

The following table illustrates our interest rate sensitivity at June 30, 2021, assuming the relevant assets and liabilities are collected and paid, respectively, based upon historical experience rather than their stated maturities (amounts in thousands).

	0-1 Mos	1-3 Mos	3-12 Mos	1-2 Yrs	2-3 Yrs	>3 Yrs	Total
<u>Interest earning assets</u>							
Loans	\$ 231,909	\$ 72,662	\$ 253,646	\$ 165,685	\$ 123,328	\$ 380,348	\$ 1,227,578
Securities	15,735	31,405	114,329	106,668	70,325	441,902	780,364
Certificates of deposit in banks	-	456	744	495	1,740	225	3,660
Cash balances in banks	44,420	-	-	-	-	-	44,420
Federal funds sold	11,500	-	-	-	-	-	11,500
Total interest earning assets	\$ 303,564	\$ 104,523	\$ 368,719	\$ 272,848	\$ 195,393	\$ 822,475	\$ 2,067,522
<u>Interest bearing liabilities</u>							
Interest bearing transaction accounts	\$ 186,887	\$ 6,536	\$ 29,415	\$ 39,220	\$ 39,220	\$ 157,773	\$ 459,051
Savings and money market accounts	383,421	8,862	39,882	53,176	53,176	129,073	667,590
Time deposits	22,456	51,120	162,684	20,284	10,581	25,617	292,742
Securities sold under agreements to repurchase	10,486	-	-	-	-	-	10,486
Subordinated debentures, net of loan costs	-	-	-	-	-	39,316	39,316
Total interest bearing liabilities	\$ 603,250	\$ 66,518	\$ 231,981	\$ 112,680	\$ 102,977	\$ 351,779	\$ 1,469,185
<u>Interest sensitive gap</u>							
Period gap	\$(299,686)	\$ 38,005	\$ 136,738	\$ 160,168	\$ 92,416	\$ 470,696	\$ 598,337
Cumulative gap	\$(299,686)	\$(261,681)	\$(124,943)	\$ 35,225	\$ 127,641	\$ 598,337	
Cumulative gap - Rate Sensitive Assets/ Rate Sensitive Liabilities	-14.5%	-12.7%	-6.0%	1.7%	6.2%	28.9%	

The Bank generally benefits from increasing market interest rates when it has an asset-sensitive gap (a positive number) and generally benefits from decreasing market interest rates when it is liability sensitive (a negative number). As shown in the table above, the Bank is liability sensitive on a cumulative basis throughout the one year time frame. The interest sensitivity analysis presents only a static view of the timing and repricing opportunities, without taking into consideration that changes in interest rates do not affect all assets and liabilities equally. For example, rates paid on a substantial portion of core deposits may change contractually within a relatively short time frame, but those are viewed by management as significantly less interest sensitive than market-based rates such as those paid on non-core deposits. For this and other reasons, management relies more upon the simulations analysis (as noted above) in managing interest rate risk. Net interest income may be impacted by other significant factors in a given interest rate environment, including changes in volume and mix of interest earning assets and interest bearing liabilities.

The Bank’s earnings are dependent, to a large degree, on its net interest income, which is the difference between interest income earned on all interest earning assets, primarily loans and securities, and interest paid on all interest bearing liabilities, primarily deposits. Market risk is the risk of loss from adverse changes in market prices and interest rates. Our market risk arises primarily from inherent interest rate risk in our lending, investing and deposit gathering activities. We seek to reduce our exposure to market risk through actively monitoring and managing interest rate risk. Management relies on simulations analysis to evaluate the impact of varying levels of prevailing interest rates and the sensitivity of specific earning assets and interest bearing liabilities to changes in those prevailing rates. Simulation analysis consists of evaluating the impact on net interest income given changes from 400 basis points below the current prevailing rates to 400 basis points above current prevailing interest rates. Management makes certain

assumptions as to the effect varying levels of interest rates have on certain interest earning assets and interest bearing liabilities, which assumptions consider both historical experience and consensus estimates of outside sources.

The following table illustrates the results of our simulation analysis to determine the extent to which market risk would affect net interest income for the next twelve months if prevailing interest rates increased or decreased by the specified amounts from current rates. As noted above, this model uses estimates and assumptions in asset and liability account rate reactions to changes in prevailing interest rates. However, to isolate the market risk inherent in the balance sheet, the model assumes that no growth in the balance sheet occurs during the projection period. This model also assumes an immediate and parallel shift in interest rates, which would result in no change in the shape or slope of the interest rate yield curve. Because of the inherent use of the estimates and assumptions in the simulation model to derive this market risk information, the actual results of the future impact of market risk on our net interest income may differ from that found in the table. Given the current level of prevailing interest rates, management believes prevailing market rates falling 300 basis points and 400 basis points are not reasonable assumptions. All other simulated prevailing interest rates changes modeled indicate a level of sensitivity of the Bank's net interest income to those changes that is acceptable to management and within established Bank policy limits as of both dates shown.

	Impact on net interest income	
	As of June 30, 2021	As of December 31, 2020
Change in prevailing rates:		
+ 400 basis points	(10.25)%	(7.80)%
+ 300 basis points	(6.84)%	(5.16)%
+ 200 basis points	(4.13)%	(3.53)%
+ 100 basis points	(2.22)%	(2.19)%
+ 0 basis points	-	-
- 100 basis points	(0.99)%	1.57%
- 200 basis points	(1.33)%	1.44%
- 300 basis points	(1.42)%	1.35%
- 400 basis points	(1.47)%	1.30%

ITEM 3. QUANTITATIVE AND QUALITATIVE DISCLOSURES ABOUT MARKET RISK

This item is not applicable to smaller reporting companies.

ITEM 4. CONTROLS AND PROCEDURES

Evaluation of Disclosure Controls and Procedures

The Company has carried out an evaluation under the supervision and with participation of management, including the Company's Chief Executive Officer and Chief Financial Officer, of the effectiveness of the design and operation of the Company's disclosure controls and procedures. There are inherent limitations to the effectiveness of any system of disclosure controls and procedures, including the possibility of human error and the circumvention or overriding of the controls and procedures. Accordingly, even the effective disclosure controls and procedures can only provide reasonable assurance of achieving their control objectives. Based upon this evaluation, our Chief Executive Officer and Chief Financial Officer have concluded that, as of June 30, 2021, the Company's disclosure controls and procedures are effective in ensuring that material information relating to the Company required to be disclosed in reports that it files or submits under the Exchange Act is recorded, processed, summarized and reported within the requisite time periods and is accumulated and communicated to our management, including our Chief Executive Officer and our Chief Financial Officer, as appropriate to allow timely decisions regarding disclosure.

Changes in Internal Control over Financial Reporting

There has been no change in the Company's internal control over financial reporting during the six months ended June 30, 2021 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

From time to time the Company is a party to legal proceedings. At the present time the Company is not part of any proceeding which the Company deems to be material.

ITEM 1A. RISK FACTORS

In addition to the other information set forth in this report, you should carefully consider the factors discussed in Part I, Item 1A, “Risk Factors,” in the Company’s Annual Report on Form 10-K for the year ended December 31, 2020 that could materially affect the Company’s business, financial condition or future results as well as those in the Company’s Report on Form 10-Q for the quarter ended March 31, 2021. The risks described in the Company’s Annual Report on Form 10-K are not the only risks facing the Company. Additional risks and uncertainties not currently known to the Company or that the Company currently deems to be immaterial also may materially adversely affect the Company’s business, financial condition and/or operating results.

The risk factors in our Annual Report on Form 10-K for the year ended December 31, 2020 should be reviewed, especially in the context of the risk factors set forth below.

Possible Effects of the COVID-19 Pandemic

The current COVID-19 pandemic could result in negative effects on our financial condition and results of operations.

As a result of the COVID-19 pandemic, we have instituted procedures, consistent with federal, state and local government guidelines, to institute social distancing among employees and customers, and encourage employees to work from home when possible. We believe these measures have been undertaken to date with minimal negative effects on our operations and have been well received by employees and customers. We believe our daily operations and services to customers have not been materially interrupted in an adverse way, but we cannot be certain of the long-term effects of such procedures.

Because of the potential negative effects of the COVID-19 pandemic on the economy, including rising unemployment and closings of non-essential businesses during the pandemic, we may experience an adverse effect on our loans.

Rising unemployment, the closing, even if temporary, of non-essential businesses, and the overall negative effect on the economy could result in the inability of some of our customers to meet their loan obligations to our Bank. Loan modifications and payment deferrals provide our borrowers with temporary relief, but such relief may be insufficient, depending on the length and severity of the COVID-19 pandemic and its effects on the economy. In addition to loan deferrals and modifications, we are participating in certain government programs designed to bolster the economy during the pandemic, such as the PPP, which is intended to fund borrowers’ payrolls and certain operating expenses, not to support existing borrowers’ loans. Our customers’ participation in other government programs also may stabilize their cash flows during a short to medium term pandemic, but may not prevent significant loan delinquencies and losses. In addition, we have loans which are not covered by any government guarantee protection program. Thus, we could experience various impairments of such loans, including a delay in payments of principal and interest, the inability of borrowers to pay the loans in full, the loss in value of collateral securing such loans, and the inability to sell such collateral at a reasonable price if the collateral is taken in foreclosure. All of the foregoing could have adverse consequences on our income and eventually on our capital.

Although we are participating in certain government programs to assist customers and borrowers, we may nevertheless incur long-term adverse results.

We have received requests from our borrowers for loan and lease deferrals and modifications including the deferral of principal payments or the deferral of principal and interest payments for terms generally 90-180 days. Requests are evaluated individually and approved modifications are based on the unique circumstances of each borrower. We are committed to working with our clients to allow time to work through the challenges of this pandemic. In keeping with guidance from regulators, we are also working with COVID-19 affected customers to waive fees from a variety of sources, such as but not limited to, insufficient funds and overdraft fees, ATM fees, and account maintenance fees. These reductions in fees are thought, at this time, to be temporary in conjunction with the length of the expected COVID-19 related economic crises. We are unable to project the materiality of such an impact, but we recognize the breadth of the economic impact is likely to impact our fee income in future periods. Thus, it is uncertain what future impact these measures related to COVID-19 difficulties will have on our financial condition, results of operations and reserve for loan and lease losses.

As a participating lender in the U.S. Small Business Administration (SBA) Paycheck Protection Program (PPP), River Financial and River Bank are subject to additional risks of litigation from the Bank's customers or other parties regarding the Bank's processing of loans for the PPP and risks that the SBA may not fund some PPP loan guaranties.

On March 27, 2020, the Coronavirus Aid, Relief, and Economic Security Act (CARES Act) was enacted, which included a loan program administered through the SBA referred to as the PPP. Under the PPP, small businesses and other entities and individuals can apply for unsecured, low-interest rate loans from existing SBA lenders and other approved regulated lenders that enroll in the program, subject to numerous limitations and eligibility criteria. Borrowers are eligible for up to 100% forgiveness on PPP loans if certain conditions are met. The PPP loans are 100% guaranteed by the SBA. The Bank participated as a lender in the PPP. The PPP opened on April 3, 2020. The PPP was launched by SBA and the US Department of Treasury in an expedient timeframe, and because of the short timeframe between the passing of the CARES Act and the opening of the PPP, there was ambiguity in the laws, rules and guidance regarding the operation of the PPP, which exposes us to risks relating to noncompliance with the PPP. Since the opening of the PPP, several other larger banks have been subject to litigation regarding the process and procedures that such banks used in processing applications for the PPP. River Financial and River Bank may be exposed to the risk of similar litigation, from both customers and non-customers that approached the Bank regarding PPP loans, regarding its process and procedures used in processing applications for the PPP. If any such litigation is filed against us and is not resolved in a favorable manner, it may result in significant financial liability or adversely affect our reputation. In addition, litigation can be costly, regardless of outcome. Any financial liability, litigation costs or reputational damage caused by PPP-related litigation could have a material adverse effect on our business, financial condition and results of operations. The Bank also has credit risk on PPP loans if a determination is made by the SBA that there is a material deficiency in the manner in which the loan was originated, funded, or serviced by the Bank. In the event of a loss resulting from a default on a PPP loan and a determination by the SBA that there was a material deficiency in the manner in which the PPP loan was originated, funded, or serviced by the Bank, the SBA may deny its liability under the guaranty, reduce the amount of the guaranty, or, if it has already paid under the guaranty, seek recovery of any loss related to the deficiency from the Bank. There is also a risk that not all PPP loans will be forgiven and any unforgiven amount will remain on the Bank's balance sheet preventing such funds from being redeployed into higher-earning assets.

A continuation of the pandemic could have longer-term and unforeseen results.

A continuation of the COVID-19 pandemic, or a resurgence of the pandemic, could have longer adverse effects on our capital, income and relationships with customers. There could be longer-term effects which are unforeseen at the present time.

The COVID-19 pandemic could adversely affect our growth plans.

The pandemic's effect on the economy could deter our growth plans. We have always planned upon and anticipated solid growth organically, including the opening of new branches when opportunities arise, along with the development of further business opportunities where we currently have branches. In addition, we have grown by making select acquisitions of other banks, and we have planned to be alert for future acquisition opportunities. The COVID-19 pandemic, its adverse effects on the economy, both short-term and long-term, and uncertainty by the public in general of the stability of the economy could hinder such growth plans.

The COVID-19 pandemic could adversely affect us in other areas where we may be uncertain of the effects.

In addition to the risks noted above, the COVID-19 pandemic could affect us in a number of other areas of our operations with consequences at the present time of which we cannot be certain. These include: the effectiveness, or lack thereof, of the current COVID-19 vaccination efforts; the general economic stability of our geographic markets; a change in demand for financial products in general; fewer financial resources that are generally available to small and medium size business; changes in government monetary policy; interest rate fluctuations; the need for additional increases in our allowance for loan and lease losses; a reduction in values set forth in appraisals that provide back-up for loans; stress on our liquidity caused by a reduction in deposits as customers need additional cash for their own liquidity needs; increased cyber and payment fraud risk; and increased oversight on our internal controls and procedures to ensure that we are taking necessary steps to manage any increased risks associated with the COVID-19 pandemic.

ITEM 2. UNREGISTERED SALES OF EQUITY SECURITIES AND USE OF PROCEEDS

In February 2021, the Company sold 22,661 shares of its common stock for a cash total of \$629 thousand to its employee stock ownership plan. In June 2021, the Company sold 14,444 shares of its common stock for a cash total of \$419 thousand to its employee stock ownership plan. The Company Relied upon exemptions from registration under SEC Rule 701 and Rule 147A.

ITEM 3. DEFAULTS UPON SENIOR SECURITIES

Not applicable.

ITEM 4. MINE SAFETY DISCLOSURES

Not applicable.

ITEM 5. OTHER INFORMATION

Not applicable.

Item 6. Exhibits.

<u>Exhibit Number</u>	<u>Description</u>
2.1*	Agreement and Plan of Merger by and among River Financial Corporation, RFC Acquisition Corporation, and PSB Bancshares, Inc, dated as of July 10, 2018, filed as Exhibit 2.1 to River Financial Corporation's Form 8-K filed July 16, 2018, incorporated herein by reference.
2.2*	Agreement and Plan of Merger by and between River Financial Corporation and Trinity Bancorp, Inc., dated as of June 4, 2019, filed as Exhibit 2.1 to River Financial Corporation's Form 8-K filed June 5, 2019, incorporated herein by reference.
3.1	Articles of Incorporation of River Financial Corporation, as amended, included as Exhibit 3.1 in the River Financial Corporation Form 10-Q filed May 7, 2019 and incorporated herein by reference.
3.2	Bylaws of River Financial Corporation, as amended, included as Exhibit 3.2 in the River Financial Corporation 10-K filed March 28, 2016 and incorporated herein by reference.
3.3	Amendments to bylaws of River Financial Corporation dated October 16, 2019, included as Exhibit 3.3 in the River Financial Corporation 10-Q filed November 5, 2019 and incorporated herein by reference.
4.1	Article IV and Article V of the Articles of Incorporation, as amended, filed at Exhibit 3.1 to the Registrants' Form 10-Q filed May 7, 2019, and Article II and Article VI of the bylaws, as amended, included as Exhibit 3.2 of the Registrants' Form 10-K filed March 28, 2016, and incorporated herein by reference.
10.1	River Financial 2006 Stock Compensation Plan filed as Exhibit 10.1 to the Registrant's Registration Statement on Form S-4, registration no. 333-205986 filed on July 31, 2015 and incorporated herein by reference.
10.2	River Financial Change in Control Agreement for Jimmy Stubbs filed as Exhibit 10.2 to the Registrant's Registration Statement on Form S-4, registration no. 333-205986 filed on July 31, 2015 and incorporated herein by reference.
10.3	River Financial Change in Control Agreement for Kenneth H. Givens filed as Exhibit 10.3 to the Registrant's Registration Statement on Form S-4, registration no. 333-205986 filed on July 31, 2015 and incorporated herein by reference.
10.4	River Financial Change in Control Agreement for Joel K. Winslett filed as Exhibit 10.4 to the Registrant's Registration Statement on Form S-4, registration no. 333-205986 filed on July 31, 2015 and incorporated herein by reference.
10.5	River Financial Change in Control Agreement for Ray Smith filed as Exhibit 10.5 to the Registrant's Registration Statement on Form S-4, registration no. 333-205986 filed on July 31, 2015 and incorporated herein by reference.
10.6	River Financial Change in Control Agreement for Boles Pegues filed as Exhibit 10.6 to the Registrant's Registration Statement on Form S-4, registration no. 333-205986 filed on July 31, 2015 and incorporated herein by reference.
10.7	River Financial Employment Term Sheet for Ray Smith filed as Exhibit 10.7 to the Registrant's Registration Statement on Form S-4, registration no. 333-205986 filed on July 31, 2015 and incorporated herein by reference.
10.8	River Financial Employment Term Sheet for Boles Pegues filed as Exhibit 10.8 to the Registrant's Registration Statement on Form S-4, registration no. 333-205986 filed on July 31, 2015 and incorporated herein by reference.
10.9	River Bank & Trust Form of Warrant Agreement, assumed by River Financial filed as Exhibit 10.9 to the Registrant's Registration statement on Form S-4, registration no. 333-205986 filed on July 31, 2015 and incorporated herein by reference.
10.10	River Financial 2015 Incentive Stock Compensation Plan filed as Annex E to the Registrant's Registration Statement on Form S-4, registration no. 333-205986 filed on July 31, 2015 and incorporated herein by reference.
10.11	Loan Agreement between River Financial Corporation and CenterState Bank (now SouthState Bank) filed as Exhibit 10.1 to the Registrant's Form 8-K/A filed November 2, 2018 and incorporated herein by reference.

Exhibit Number	Description
<u>10.12</u>	Form of Subordinated Note Purchase Agreement, dated March 9, 2021, between River Financial Corporation and certain accredited investors, included as Exhibit 10.1 in the River Financial Corporation Form 8-K, filed on March 10, 2021 and incorporated herein by reference.
<u>31.1**</u>	Certification of Principal Executive Officer Pursuant to Rules 13a-14(a) and 15d-14(a) under the Securities Exchange Act of 1934, as amended.
<u>31.2**</u>	Certification of Principal Financial Officer Pursuant to Rules 13a-14(a) and 15d-14(a) under the Securities Exchange Act of 1934, as amended.
<u>32 **</u>	Certification of Principal Executive Officer and Principal Financial Officer Pursuant to 18 U.S.C. Section 1350.
101.INS	Inline XBRL Instance Document – the instance document does not appear in the Interactive Data File because XBRL tags are embedded within the Inline XBRL 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 (embedded within the Inline XBRL document)
*	Schedules omitted. Registrant agrees to furnish a copy of any omitted schedule to the SEC upon request.
**	Filed herewith.

Index to Exhibits

The following is an index of exhibits including items incorporated by reference:

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- [10.10](#) River Financial 2015 Incentive Stock Compensation Plan filed as Annex E to the Registrant’s Registration Statement on Form S-4, registration no. 333-205986 filed on July 31, 2015 and incorporated herein by reference.
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- 101.LAB Inline XBRL Taxonomy Extension Label Linkbase Document
- 101.PRE Inline XBRL Taxonomy Extension Presentation Linkbase Document
- 104 Cover Page Interactive Data File (embedded within the Inline XBRL document)

* Schedules omitted. Registrant agrees to furnish a copy of any omitted schedule to the SEC upon request.

** Filed herewith.

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.

RIVER FINANCIAL CORPORATION

Date: August 3, 2021

By: /s/ James M. Stubbs
James M. Stubbs
Chief Executive Officer
(principal executive officer)

Date: August 3, 2021

By: /s/ Jason B. Davis
Jason B. Davis
Chief Financial Officer

CERTIFICATION

I, James M. Stubbs, certify that:

1. I have reviewed this report on Form 10-Q of River Financial Corporation;
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 period 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 quarter that has materially affected, or is reasonably likely to materially affect, the registrant's internal control over financial reporting.
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 registrant's board of directors:
 - (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.

RIVER FINANCIAL CORPORATION

August 3, 2021

/s/ James M. Stubbs
James M. Stubbs
Chief Executive Officer
(principal executive officer)

CERTIFICATION

I, Jason B. Davis, certify that:

1. I have reviewed this report on Form 10-Q of River Financial Corporation;
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 period 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 quarter that has materially affected, or is reasonably likely to materially affect, the registrant's internal control over financial reporting.
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 registrant's board of directors:
 - (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.

RIVER FINANCIAL CORPORATION

August 3, 2021

/s/ Jason B. Davis

Jason B. Davis

Chief Financial Officer

CERTIFICATIONS OF CEO AND CFO PURSUANT TO SECTION 906 OF THE SARBANES-OXLEY ACT

CERTIFICATES PURSUANT TO

SECTION 906 OF THE SARBANES-OXLEY ACT OF 2002

(18 U.S.C. SECTION 1350)

In connection with the Quarterly Report of River Financial Corporation, an Alabama corporation (the “Company”), on Form 10-Q for the period ending June 30, 2021, as filed with the Securities and Exchange Commission (the “Report”), each of James M. Stubbs, Chief Executive Officer of the Company, and Jason B. Davis, Chief Financial Officer of the Company, do hereby certify, pursuant to § 906 of the Sarbanes-Oxley Act of 2002 (18 U.S.C. § 1350), that to his knowledge:

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

RIVER FINANCIAL CORPORATION

/s/ James M. Stubbs
James M. Stubbs
Chief Executive Officer
(principal executive officer)
Date: August 3, 2021

RIVER FINANCIAL CORPORATION

/s/ Jason B. Davis
Jason B. Davis
Chief Financial Officer
(principal financial officer and accounting officer)
Date: August 3, 2021

A signed original of this written statement required by Section 906 has been provided to River Financial Corporation and will be retained by River Financial Corporation and furnished to the Securities and Exchange Commission or its staff upon request.