

COMMUNITY FINANCIAL CORP /MD/  
Form 10-Q  
May 10, 2018

**UNITED STATES**

**SECURITIES AND EXCHANGE COMMISSION**

**Washington, D.C. 20549**

**FORM 10-Q**

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

For the Quarterly Period Ended March 31, 2018

OR

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

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

Commission File Number 001-36094

**The Community Financial Corporation**

(Exact name of registrant as specified in its charter)

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Maryland 52-1652138  
(State of other jurisdiction of (I.R.S. Employer  
incorporation or organization) Identification No.)

3035 Leonardtown Road, Waldorf, Maryland 20601  
(Address of principal executive offices) (Zip Code)

(301) 645-5601

(Registrant's telephone number, including area code)

Not applicable

(Former name, former address and former fiscal year, if changed since last report)

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 and posted on its corporate Web site, if any, every Interactive Data File required to be submitted and posted pursuant to Rule 405 of Regulation S-T during the preceding 12 months (or for such shorter period that the registrant was required to submit and post such files).

Yes  No

Indicate by check mark whether the registrant is a large accelerated filer, an accelerated filer, a non-accelerated filer, a 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. (Check one):

Large Accelerated Filer  Accelerated Filer   
Non-accelerated Filer  Smaller Reporting Company   
(Do not check if a smaller reporting company)

Emerging growth company

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

Indicate by check mark whether the registrant is a shell company (as defined in Rule 12b-2 of the Exchange Act).

Yes  No

As of May 2, 2018, the registrant had 5,574,232 shares of common stock outstanding.

**THE COMMUNITY FINANCIAL CORPORATION**

**FORM 10-Q**

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**PART 1 - FINANCIAL INFORMATION**  
**ITEM 1 – FINANCIAL STATEMENTS**

**CONSOLIDATED BALANCE SHEETS**

<b>(dollars in thousands, except per share amounts)</b>	<b>(Unaudited) March 31, 2018</b>	<b>December 31, 2017</b>
Assets		
Cash and due from banks	\$ 29,739	\$ 13,315
Federal funds sold	730	-
Interest-bearing deposits with banks	3,986	2,102
Securities available for sale (AFS), at fair value	71,024	68,285
Securities held to maturity (HTM), at amortized cost	98,198	99,246
Federal Home Loan Bank (FHLB) stock - at cost	5,587	7,276
Loans receivable	1,280,773	1,151,130
Less: allowance for loan losses	(10,471)	(10,515)
Net loans	1,270,302	1,140,615
Goodwill	10,277	-
Premises and equipment, net	22,496	21,391
Premises and equipment held for sale	2,341	-
Other real estate owned (OREO)	9,352	9,341
Accrued interest receivable	4,749	4,511
Investment in bank owned life insurance	35,619	29,398
Core deposit intangible	3,385	-
Other assets	9,211	10,481
Total Assets	\$ 1,576,996	\$ 1,405,961
Liabilities and Stockholders' Equity		
Deposits		
Non-interest-bearing deposits	\$ 229,612	\$ 159,844
Interest-bearing deposits	1,056,324	946,393
Total deposits	1,285,936	1,106,237
Short-term borrowings	51,500	87,500
Long-term debt	45,483	55,498
Guaranteed preferred beneficial interest in junior subordinated debentures (TRUPs)	12,000	12,000
Subordinated notes - 6.25%	23,000	23,000
Accrued expenses and other liabilities	13,420	11,769
Total Liabilities	1,431,339	1,296,004
Stockholders' Equity		
Common stock - par value \$.01; authorized - 15,000,000 shares; issued 5,573,841 and 4,649,658 shares, respectively	56	46

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Additional paid in capital	83,947		48,209	
Retained earnings	64,307		63,648	
Accumulated other comprehensive loss	(1,898	)	(1,191	)
Unearned ESOP shares	(755	)	(755	)
Total Stockholders' Equity	145,657		109,957	
Total Liabilities and Stockholders' Equity	\$ 1,576,996		\$ 1,405,961	

*See notes to Consolidated Financial Statements*

**CONSOLIDATED STATEMENTS OF INCOME (Unaudited)**

<b>(dollars in thousands, except per share amounts )</b>	<b>Three Months Ended March 31,</b>	
	<b>2018</b>	<b>2017</b>
Interest and Dividend Income		
Loans, including fees	\$ 14,726	\$ 11,970
Interest and dividends on investment securities	1,095	946
Interest on deposits with banks	72	6
Total Interest and Dividend Income	15,893	12,922
Interest Expense		
Deposits	1,956	1,268
Short-term borrowings	283	147
Long-term debt	764	833
Total Interest Expense	3,003	2,248
Net Interest Income	12,890	10,674
Provision for loan losses	500	380
Net Interest Income After Provision For Loan Losses	12,390	10,294
Noninterest Income		
Loan appraisal, credit, and miscellaneous charges	53	47
Net gains (losses) on sale of OREO	-	27
Income from bank owned life insurance	226	191
Service charges	752	610
Total Noninterest Income	1,031	875
Noninterest Expense		
Salary and employee benefits	5,047	4,313
Occupancy expense	766	653
Advertising	159	108
Data processing expense	683	577
Professional fees	352	320
Merger and acquisition costs	2,868	17
Depreciation of premises and equipment	199	199
Telephone communications	99	51
Office supplies	40	32
FDIC Insurance	198	166
OREO valuation allowance and expenses	114	195
Core deposit intangible amortization	205	-
Other	937	748
Total Noninterest Expense	11,667	7,379
Income before income taxes	1,754	3,790
Income tax expense	533	1,448
Net Income	\$ 1,221	\$ 2,342
Earnings Per Common Share		
Basic	\$ 0.22	\$ 0.51
Diluted	\$ 0.22	\$ 0.51
Cash dividends paid per common share	\$ 0.10	\$ 0.10



*See notes to Consolidated Financial Statements*

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**CONSOLIDATED STATEMENTS OF COMPREHENSIVE INCOME (Unaudited)**

<b>(dollars in thousands)</b>	<b>Three Months Ended March</b>	
	<b>31, 2018</b>	<b>2017</b>
Net Income	\$ 1,221	\$ 2,342
Net unrealized holding gains (losses) arising during period, net of tax (benefit) expense of \$(269) and \$83, respectively.	(707 )	127
Comprehensive Income	\$ 514	\$ 2,469

*See notes to Consolidated Financial Statements*

**CONSOLIDATED STATEMENTS OF CASH FLOWS (Unaudited)**

<b>(dollars in thousands)</b>	<b>Three Months Ended March 31,</b>	
	<b>2018</b>	<b>2017</b>
<b>Cash Flows from Operating Activities</b>		
Net income	\$ 1,221	\$ 2,342
Adjustments to reconcile net income to net cash provided by operating activities		
Provision for loan losses	500	380
Depreciation and amortization	414	394
Net (gains) loss on the sale of OREO	-	(27 )
Net amortization of premium/discount on investment securities	91	94
Net accretion of merger accounting adjustments	(323 )	-
Amortization of core deposit intangible	205	-
Increase in OREO valuation allowance	90	196
Increase in cash surrender value of bank owned life insurance	(221 )	(192 )
Increase in deferred income tax benefit	(50 )	(382 )
Decrease (increase) in accrued interest receivable	187	(44 )
Stock based compensation	105	113
Compensation expense due to excess of fair market value over cost of leveraged ESOP shares released	9	-
(Increase) decrease in net deferred loan costs	(32 )	337
Increase (decrease) in accrued expenses and other liabilities	99	(1,773 )
Decrease in other assets	2,566	2,322
<b>Net Cash Provided by Operating Activities</b>	<b>4,861</b>	<b>3,760</b>
<b>Cash Flows from Investing Activities</b>		
Purchase of AFS investment securities	(5,532 )	(5,559 )
Proceeds from redemption or principal payments of AFS investment securities	1,907	1,731
Purchase of HTM investment securities	(982 )	(998 )
Proceeds from maturities or principal payments of HTM investment securities	5,053	5,212
Proceeds from sale of investment securities acquired in business combination	34,919	-
Net increase (decrease) of FHLB and FRB stock	1,893	(469 )
Loans originated or acquired	(67,772 )	(84,972 )
Principal collected on loans	78,582	59,407
Purchase of premises and equipment	(86 )	(436 )
Proceeds from sale of OREO	-	846
Net cash acquired in business combination	32,287	-
<b>Net Cash Provided by (Used in) Investing Activities</b>	<b>80,269</b>	<b>(25,238 )</b>

**CONSOLIDATED STATEMENTS OF CASH FLOWS (Unaudited)****(continued)**

<b>(dollars in thousands)</b>	<b>Three Months Ended March 31,</b>	
	<b>2018</b>	<b>2017</b>
<b>Cash Flows from Financing Activities</b>		
Net (decrease) increase in deposits	\$ (19,530 )	\$ 12,965 )
Payments of long-term debt	(10,016 )	(10,015 )
Net (decrease) increase in short term borrowings	(36,000 )	18,500 )
Dividends paid	(543 )	(450 )
Repurchase of common stock	(3 )	-
Net Cash (Used in) Provided by Financing Activities	(66,092 )	21,000 )
Increase (Decrease) in Cash and Cash Equivalents	\$ 19,038	\$ (478 )
Cash and Cash Equivalents - January 1	15,417	11,264
Cash and Cash Equivalents - March 31	\$ 34,455	\$ 10,786
<b>Supplemental Disclosures of Cash Flow Information</b>		
Cash paid during the period for		
Interest	\$ 3,403	\$ 2,602
Income taxes	\$ -	\$ -
<b>Supplemental Schedule of Non-Cash Operating Activities</b>		
Issuance of common stock for payment of compensation	\$ 247	\$ 203
Transfer from loans to OREO	\$ 101	\$ -
Financed amount of sale of OREO	\$ -	\$ 200
<b>Business Combination Non-Cash Disclosures</b>		
Assets acquired in business combination (net of cash received)	\$ 193,836	\$ -
Liabilities assumed in business combination	\$ 200,780	\$ -

*See notes to Consolidated Financial Statements*

## NOTES TO CONSOLIDATED FINANCIAL STATEMENTS

(UNAUDITED)

### NOTE 1 – BASIS OF PRESENTATION AND NATURE OF BUSINESS

#### *Basis of Presentation*

The consolidated financial statements of The Community Financial Corporation (the “Company”) and its wholly owned subsidiary, Community Bank of the Chesapeake (the “Bank”), and the Bank’s wholly owned subsidiary, Community Mortgage Corporation of Tri-County, included herein are unaudited.

The consolidated financial statements reflect all adjustments consisting only of normal recurring accruals that, in the opinion of management, are necessary to present fairly the Company’s financial condition, results of operations, and cash flows for the periods presented. Certain information and note disclosures normally included in financial statements prepared in accordance with accounting principles generally accepted in the United States of America have been condensed or omitted pursuant to the rules and regulations of the Securities and Exchange Commission. The Company believes that the disclosures are adequate to make the information presented not misleading. The balances as of December 31, 2017 have been derived from audited financial statements. There have been no significant changes to the Company’s accounting policies as disclosed in the 2017 Annual Report except as noted in the adoption of new accounting standards section included in Note 1. The results of operations for the three months ended March 31, 2018 are not necessarily indicative of the results of operations to be expected for the remainder of the year or any other period.

These consolidated financial statements should be read in conjunction with the consolidated financial statements and notes included in the Company’s 2017 Annual Report on Form 10-K.

#### *Nature of Business*

The Company provides a variety of financial services to individuals and businesses through its offices in Southern Maryland and Annapolis and Fredericksburg, Virginia. Its primary deposit products are demand, savings and time deposits, and its primary lending products are commercial and residential mortgage loans, commercial loans, construction and land development loans, home equity and second mortgages and commercial equipment loans.

The Company's branches are located at its main office in Waldorf, Maryland, and branch offices in Waldorf, Bryans Road, Dunkirk, Leonardtown, La Plata, Charlotte Hall, Prince Frederick, Lusby, California, Maryland; and Fredericksburg, Virginia. The Company maintains five loan production offices ("LPOs") in Annapolis, La Plata, Prince Frederick and Leonardtown, Maryland; and Fredericksburg, Virginia. The Leonardtown LPO is co-located with the branch.

The Company closed its Central Park Fredericksburg branch during the third quarter of 2017. This location continues to serve as a loan production office and the branch closure did not have a material effect on operations. The Company offered branch employees open positions.

On January 1, 2018, the Company completed the acquisition of County First Bank ("County First") after regulatory approval and County First shareholder approvals were obtained. The Company's asset increased to \$1.6 billion as of March 31, 2018. See *Note 2 – Business Combination and Goodwill* for additional information. In January 2018, the Company disclosed its intentions to close four of the five acquired County First branches during the second quarter with the La Plata downtown branch remaining open. As of March 31, 2018, three branches are held for sale. The remaining County First branch will be retained (La Plata) or have an operating lease that will expire in the next six months.

### **Use of Estimates**

The preparation of consolidated financial statements in conformity with accounting principles generally accepted in the United States of America requires management to make estimates and assumptions that affect the reported amounts of assets and liabilities and disclosure of contingent assets and liabilities as of the date of the consolidated financial statements and the reported amount of income and expenses during the reporting periods. Actual results could differ from those estimates. Material estimates that are particularly susceptible to significant change in the near term relate to the determination of the allowance for loan losses, real estate acquired in the settlement of loans, fair value of financial instruments, fair value of assets acquired and liabilities assumed in a business combination, evaluating other-than-temporary-impairment of investment securities and valuation of deferred tax assets.

### **Reclassifications**

Certain amounts, previously reported, have been reclassified to state all periods on a comparable basis and had no effect on stockholders' equity or net income.

### **Subsequent Events**

Subsequent events are events or transactions that occur after the balance sheet date but before financial statements are issued. Recognized subsequent events are events or transactions that provide additional evidence about conditions that existed at the date of the balance sheet, including the estimates inherent in the process of preparing financial statements. Non-recognized subsequent events are events that provide evidence about conditions that did not exist at the date of the balance sheet but arose after that date. Management performed an evaluation to determine whether there have been any subsequent events since the balance sheet date and determined that no subsequent events occurred requiring accrual or disclosure.

### **New Accounting Policy**

See Note 1 – Summary of Significant Accounting included in the Company’s 2017 Annual Report on Form 10-K for a list of all policies in effect as of December 31, 2017. The below summary is intended to provide updates or new policies required as a result of a new accounting standard or a change to the Company’s operations or assets that require a new or amended policy.

### **Purchase Credit Impaired “PCI” Loans**

Loans purchased with evidence of credit deterioration since origination and for which it is probable that all contractually required payments will not be collected are considered credit impaired. Evidence of credit quality deterioration as of the purchase date may include statistics such as internal risk grade, past due and nonaccrual status, recent borrower credit scores and recent loan-to-value (“LTV”) percentages. Purchased credit-impaired (“PCI”) loans are initially measured at fair value, which includes estimated future credit losses expected to be incurred over the life of the loan. Accordingly, the associated allowance for credit losses related to these loans is not carried over at the acquisition date. We estimate the cash flows expected to be collected at acquisition using specific credit review of certain loans, quantitative credit risk, interest rate risk and prepayment risk models, and qualitative economic and environmental assessments, each of which incorporate our best estimate of current key relevant factors, such as property values, default rates, loss severity and prepayment speeds.

Under the accounting guidance for PCI loans, the excess of the present value of cash flows expected to be collected over the estimated fair value is referred to as the accretable yield and is recognized in interest income over the remaining life of the loan, or pool of loans, in situations where there is a reasonable expectation about the timing and amount of cash flows to be collected. The difference between the contractually required payments and the cash flows expected to be collected at acquisition, considering the impact of prepayments, is referred to as the nonaccretable difference and is available to absorb future charge-offs.

In addition, subsequent to acquisition, we periodically evaluate our estimate of cash flows expected to be collected. These evaluations require the continued usage of key assumptions and estimates, similar to the initial estimate of fair value. Estimates of cash flows for PCI loans require significant judgment given the impact of property value changes, changing loss severities, prepayment speeds and other relevant factors. Decreases in the expected cash flows will generally result in a charge to the provision for loan losses resulting in an increase to the allowance for loan losses. Significant increases in the expected cash flows will generally result in an increase in interest income over the remaining life of the loan, or pool of loans. Disposals of loans, which may include sales of loans to third parties, receipt of payments in full or part from the borrower or foreclosure of the collateral, result in removal of the loan from the PCI loan portfolio at its carrying amount.

At March 31, 2018, PCI loans represent loans acquired from County First, that were deemed credit impaired at the time of acquisition. PCI loans that had been classified as nonperforming loans by County First are no longer classified as nonperforming so long as, at acquisition and quarterly re-estimation periods, we believe we will fully collect the new carrying value of these loans. It is important to note that judgment regarding the timing and amount of cash flows to be collected is required to classify PCI loans as performing, even if the loan is contractually past due.

#### Revenue from Contracts with Customers

The Company records revenue from contracts with customers in accordance with Accounting Standards Codification Topic 606, "Revenue from Contracts with Customers" ("Topic 606"). Under Topic 606, the Company must identify the contract with a customer, identify the performance obligations in the contract, determine the transaction price, allocate the transaction price to the performance obligations in the contract, and recognize revenue when (or as) the Company satisfies a performance obligation. Significant revenue has not been recognized in the current reporting period that results from performance obligations satisfied in previous periods.



The Company's primary sources of revenue are derived from interest and dividends earned on loans, investment securities, and other financial instruments that are not within the scope of Topic 606. The Company has evaluated the nature of its contracts with customers and determined that further disaggregation of revenue from contracts with customers into more granular categories beyond what is presented in the Consolidated Statements of Income was not necessary. The Company generally fully satisfies its performance obligations on its contracts with customers as services are rendered and the transaction prices are typically fixed; charged either on a periodic basis or based on activity. Our accounting policies will not change materially since the principles of revenue recognition from the Accounting Standards Update are largely consistent with existing guidance and current practices applied by our business. The following is a discussion of revenues within the scope of the new guidance:

**Service fees on deposit accounts** - The Company earns fees from its deposit clients for various transaction-based activities, account maintenance, and overdraft or non-sufficient funds ("NSF"). Transaction based fees, which include services such as stop payment charges, statement rendering, and ACH fees, are recognized at the time the transaction is executed as that is the point in time the Company fulfills the client's request. Account maintenance fees, which relate primarily to monthly maintenance and account management, are earned over the course of a month, representing the period over which the Company satisfies the performance obligation. Overdraft and NSF fees are recognized at the point in time that the overdraft occurs or the NSF item is presented. Service charges on deposits are withdrawn from the client's account balance.

**ATM and debit card income** - The Company earns interchange fees from debit cardholder transactions conducted through the payment networks. Interchange fees from cardholder transactions represent a percentage of the underlying transaction value and are recognized daily, concurrently with the transaction processing services provided to the cardholder.

**Revenues from the sale of Other Real Estate Owned** - ASC 606 required us to estimate income from the sale of OREO property that is under contract at year end. As a result, the Company could recognize revenue earlier under ASC 606 than under previous guidance. At December 31, 2017 there were no contracts for the sale of OREO property.

The Company's revenue recognition pattern for revenue streams within the scope of ASU is not expected to change significantly from previous practice and was immaterial to our financial statements for the quarter ended March 31, 2017.

### **Accounting Standards**

#### **New Accounting Standards - Issued and Effective**

**Accounting Standards Update (“ASU”) 2014-09** - The Financial Accounting Standards Board (“FASB”) issued ASU 2014-09 in May 2014, “Revenue from Contracts with Customers” (“ASU 2014-09”), 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 service charges on deposit accounts and gains/ losses on the sale of other real estate owned, did not change significantly from current practice. The standard permits the use of either the full retrospective or modified retrospective transition method. The Company elected to use the modified retrospective transition method which requires application of ASU 2014-09 to uncompleted contracts at the date of adoption however, periods prior to the date of adoption will not be retrospectively revised as the impact of the ASU on uncompleted contracts at the date of adoption was not material.

**ASU 2016-01 - Financial Instruments - Overall (Subtopic 825-10): Recognition and Measurement of Financial Assets and Financial Liabilities.** ASU 2016-1, among other things, (i) requires equity investments, with certain exceptions, to be measured at fair value with changes in fair value recognized in net income, (ii) simplifies the impairment assessment of equity investments without readily determinable fair values by requiring a qualitative assessment to identify impairment, (iii) eliminates the requirement for public business entities to disclose the methods and significant assumptions used to estimate the fair value that is required to be disclosed for financial instruments measured at amortized cost on the balance sheet, (iv) requires public business entities to use the exit price notion when measuring the fair value of financial instruments for disclosure purposes, (v) requires an entity to present separately in other comprehensive income the portion of the total change in the fair value of a liability resulting from a change in the instrument-specific credit risk when the entity has elected to measure the liability at fair value in accordance with the fair value option for financial instruments, (vi) requires separate presentation of financial assets and financial liabilities by measurement category and form of financial asset on the balance sheet or the accompanying notes to the financial statements and (viii) clarifies that an entity should evaluate the need for a valuation allowance on a deferred tax asset related to available-for-sale securities. The Company's management engaged a third-party expert in the field of valuation and reporting to assist management in the development of a process to ensure adequate documentation of financial controls and analysis performed in its review of "exit pricing" of the fair values of loans, deposits and other financial instruments. ASU 2016-1 was effective on January 1, 2018 and did not have a significant impact on the Company's consolidated financial statements. See Notes 13 and 14 for further information regarding the valuations.

**ASU 2018-02 "Income Statement - Reporting Comprehensive Income" (Topic 220).** ASU 2018-02. On December 22, 2017, the Tax Cuts and Job Act (Tax Act) was signed into law. Under current U.S. GAAP, deferred tax assets and liabilities are to be adjusted for the effect of a change in tax laws or rates with the effect included in income from continuing operations in the reporting period that includes the enactment date. This accounting treatment resulted in the tax effect of items within accumulated other comprehensive income (loss) not reflecting the appropriate tax rate. This ASU allows stranded tax effects resulting from the Tax Act to be reclassified from accumulated other comprehensive income (loss) to retained earnings. The Company early adopted this guidance during the quarter ended December 31, 2017, resulting in a reclassification of \$196,000 from accumulated other comprehensive loss to retained earnings to adjust the tax effect of items within accumulated other comprehensive loss to reflect the newly enacted federal corporate income tax rate.

**ASU 2016-15 - Statement of Cash Flows (Topic 230) – "Classification of Certain Cash Receipts and Cash Payments".** ASU 2016-15 is intended to reduce diversity in practice in how eight particular transactions are classified in the statement of cash flows. ASU 2016-15 is effective for interim and annual reporting periods beginning after December 15, 2017. Entities will be required to apply the guidance retrospectively. If it is impracticable to apply the guidance retrospectively for an issue, the amendments related to that issue would be applied prospectively. As this guidance only affects the classification within the statement of cash flows, ASU 2016-15 did not have a material impact on the Company's Consolidated Financial Statements. There were no material reclassifications to the Company's cash flow statement for the three months ended March 31, 2018 and 2017, respectively.

**ASU 2016-16, "Income Taxes (Topic 740) - Intra-Entity Transfers of Assets Other Than Inventory."** ASU 2016-16 provides guidance stating that an entity should recognize the income tax consequences of an intra-entity transfer of an

asset other than inventory when the transfer occurs. ASU 2016-16 was effective for us on January 1, 2018 and did not have a significant impact on our financial statements.

**ASU 2016-18, “Statement of Cash Flows (Topic 230) - Restricted Cash.”** ASU 2016-18 requires that a statement of cash flows explain the change during the period in the total of cash, cash equivalents, and amounts generally described as restricted cash or restricted cash equivalents. Therefore, amounts generally described as restricted cash and restricted cash equivalents should be included with cash and cash equivalents when reconciling the beginning-of-period and end-of-period total amounts shown on the statement of cash flows. ASU 2016-18 was effective for us on January 1, 2018 and did not have a significant impact on our financial statements.

**ASU 2017-01, “Business Combinations (Topic 805) - Clarifying the Definition of a Business.”** ASU 2017-01 clarifies the definition and provides a more robust framework to use in determining when a set of assets and activities constitutes a business. ASU 2017-01 is intended to provide guidance when evaluating whether transactions should be accounted for as acquisitions (or disposals) of assets or businesses. ASU 2017-01 was effective for us on January 1, 2018 and did not have a significant impact on our financial statements as the transaction to acquire County First was already clearly within the scope of ASC 805, “Business Combinations.”

**ASU 2017-05, “Other Income - Gains and Losses from the Derecognition of Nonfinancial Assets (Subtopic 610-20) - Clarifying the Scope of Asset Derecognition Guidance and Accounting for Partial Sales of Nonfinancial Assets.”** ASU 2017-05 clarifies the scope of Subtopic 610-20 and adds guidance for partial sales of nonfinancial assets, including partial sales of real estate. Historically, U.S. GAAP contained several different accounting models to evaluate whether the transfer of certain assets qualified for sale treatment. ASU 2017-05 reduces the number of potential accounting models that might apply and clarifies which model does apply in various circumstances. ASU 2017-05 was effective for us on January 1, 2018 and did not have a significant impact on our financial statements.

**ASU 2017-09, “Compensation - Stock Compensation (Topic 718) - Scope of Modification Accounting.”**

ASU 2017-09 clarifies when changes to the terms or conditions of a share-based payment award must be accounted for as modifications. Under ASU 2017-09, an entity will not apply modification accounting to a share-based payment award if all of the following are the same immediately before and after the change: (i) the award's fair value, (ii) the award's vesting conditions and (iii) the award's classification as an equity or liability instrument. ASU 2017-09 was effective for us on January 1, 2018 and did not have a significant impact on our financial statements.

*New Accounting Standards - Issued, But Not Yet Effective*

**ASU 2016-02 - Leases (Topic 842).** In February 2016, the FASB amended existing guidance that requires lessees recognize the following for all leases (with the exception of short term leases) at the commencement date (1) a lease liability, which is a lessee’s obligation to make lease payments arising from a lease, measured on a discounted basis; 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. Leases will be classified as either finance or operating with classification affecting the pattern of expense recognition in the income statement. Under the new guidance, lessor accounting is largely unchanged. Certain targeted improvements were made to align, where necessary, lessor accounting with the lessee accounting model and Topic 606, Revenue from Contracts with Customers.

Lessees (for capital and operating leases) and lessors (for sales-type, direct financing, and operating leases) must apply a modified retrospective transition approach for leases existing at, or entered into after, the beginning of the earliest comparative period presented in the financial statements. The modified retrospective approach would not require any transition accounting for leases that expired before the earliest comparative period presented. Lessees and lessors may not apply a full retrospective transition approach.

The Company is currently evaluating the impact of this new accounting standard on the consolidated financial statements. Based on leases outstanding at December 31, 2017, the Company does not expect the updates to have a material impact on the income statement but does anticipate an increase in assets and liabilities. The Company will continue to evaluate the potential impact of ASU 2016-02 during 2018. This new standard will be effective for the Company beginning January 1, 2019.

**ASU 2016-13 - Financial Instruments - Credit Losses (Topic 326) - Measurement of Credit Losses on Financial Instruments.** ASU No. 2016-13 significantly changes how entities will measure credit losses for most financial assets and certain other instruments that aren’t measured at fair value through net income. The standard will replace today’s “incurred loss” approach with an “expected loss” model. The new model, referred to as the current expected credit loss (“CECL”) model, will apply to: (1) financial assets subject to credit losses and measured at amortized cost, and (2) certain off-balance sheet credit exposures. This includes, but is not limited to, loans, leases, held-to-maturity securities, loan commitments, and financial guarantees. The CECL model does not apply to available-for-sale (“AFS”)

debt securities. For AFS debt securities with unrealized losses, entities will measure credit losses in a manner similar to what they do today, except that the losses will be recognized as allowances rather than reductions in the amortized cost of the securities. As a result, entities will recognize improvements to estimated credit losses immediately in earnings rather than as interest income over time, as they do today. The ASU also simplifies the accounting model for purchased credit-impaired debt securities and loans. ASU 2016-13 also expands the disclosure requirements regarding an entity's assumptions, models, and methods for estimating the allowance for loan and lease losses. In addition, entities will need to disclose the amortized cost balance for each class of financial asset by credit quality indicator, disaggregated by the year of origination. Entities will apply the standard's provisions as a cumulative-effect adjustment to retained earnings as of the beginning of the first reporting period in which the guidance is effective (i.e., modified retrospective approach).

The Company has formed a CECL committee that is assessing data and system needs in order to evaluate the impact of adopting the new standard. We expect to recognize a one-time cumulative effect adjustment to the allowance for loan losses as of the beginning of the first reporting period in which the new standard is effective. We expect the adoption will result in a material increase to the allowance for loan losses balance. At this time, the impact is being evaluated.

ASU No. 2016-13 is effective for interim and annual reporting periods beginning after December 15, 2019, early adoption is permitted for interim and annual reporting periods beginning after December 15, 2018. This new standard will be effective for us beginning January 1, 2020.

**ASU 2017-04, “Intangibles - Goodwill and Other (Topic 350) - Simplifying the Test for Goodwill Impairment.”**

ASU 2017-04 eliminates Step 2 from the goodwill impairment test which required entities to compute the implied fair value of goodwill. Under ASU 2017-04, an entity should perform its annual, or interim, goodwill impairment test by comparing the fair value of a reporting unit with its carrying amount. An entity should recognize an impairment charge for the amount by which the carrying amount exceeds the reporting unit’s fair value; however, the loss recognized should not exceed the total amount of goodwill allocated to that reporting unit. ASU 2017-04 will be effective for us on January 1, 2020, with earlier adoption permitted and is not expected to have a significant impact on our financial statements.

**ASU 2017-08, “Receivables - Nonrefundable Fees and Other Costs (Subtopic 310-20) - Premium Amortization on Purchased Callable Debt Securities.”**

ASU 2017-08 shortens the amortization period for certain callable debt securities held at a premium to require such premiums to be amortized to the earliest call date unless applicable guidance related to certain pools of securities is applied to consider estimated prepayments. Under prior guidance, entities were generally required to amortize premiums on individual, non-pooled callable debt securities as a yield adjustment over the contractual life of the security. ASU 2017-08 does not change the accounting for callable debt securities held at a discount. ASU 2017-08 will be effective for us on January 1, 2019, with early adoption permitted. We are currently evaluating the potential impact of ASU 2017-08 on our financial statements.

**ASU 2017-12, Derivatives and Hedging (Topic 815) - Targeted Improvements to Accounting for Hedging**

**Activities.”** ASU 2017-12 amends the hedge accounting recognition and presentation requirements in ASC 815 to improve the transparency and understandability of information conveyed to financial statement users about an entity’s risk management activities to better align the entity’s financial reporting for hedging relationships with those risk management activities and to reduce the complexity of and simplify the application of hedge accounting. ASU 2017-12 will be effective for us on January 1, 2019 and is not expected to have a significant impact on our financial statements.

## **NOTE 2 – BUSINESS COMBINATION AND GOODWILL**

### **Business Combinations**

Generally, acquisitions are accounted for under the acquisition method of accounting in accordance with Accounting Standards Codification (“ASC”) 805, “Business Combinations”. Both the purchased assets and liabilities assumed are recorded at their respective acquisition date fair values. Determining the fair value of assets and liabilities, especially the loan portfolio, is a complicated process involving significant judgment regarding methods and assumptions used to calculate estimated fair values. Fair values are preliminary and subject to refinement for up to one year after the closing date of the acquisition as additional information regarding fair values becomes available.

## **County First Bank**

On January 1, 2018, the Company completed its previously announced merger of County First Bank (“County First”) with and into the Bank, with the Bank as the surviving bank (the “Merger”) pursuant to the Agreement and Plan of Merger, dated as of July 31, 2017, by and among the Company, the Bank and County First. Pursuant to the Merger Agreement, at the effective time of the Merger (the “Effective Time”), each share of common stock, par value \$1.00 per share, of County First issued and outstanding immediately prior to the Effective Time was converted into the right to receive 0.9543 shares of Company common stock and \$2.20 in cash (the “Merger Consideration”). The \$2.20 in cash represents the sum of (a) \$1.00 in cash consideration (the “Cash Consideration”) plus (b) \$1.20 in Contingent Cash Consideration that was determined before the completion of the Merger in accordance with the terms of the Merger Agreement. The aggregate merger consideration consisted of 918,526 shares of the Company’s common stock and \$2.1 million in cash. Based upon the \$38.78 per share price of the Company’s common stock, the transaction value was \$37.7 million.

County First had five branch offices in La Plata, Waldorf, New Market, Prince Frederick and California, Maryland. The Bank intends to keep the La Plata branch open and consolidate the remaining four branches with legacy Community Bank of the Chesapeake branch offices in May of 2018.

The assets acquired and liabilities assumed from County First were recorded at their fair value as of the closing date of the merger. Goodwill of \$10.3 million was recorded at the time of the acquisition.



The following table summarizes the consideration paid by the Company in the merger with County First and the amounts of the assets acquired and liabilities assumed recognized at the acquisition date:

(dollars in thousands)	As Recorded by County First	Fair Value and Other Merger Related Adjustments	As Recorded by the Company
Consideration Paid			
Cash			\$ 2,122
Common shares issued			35,620
Fair Value of Total Consideration Transferred			\$ 37,742
Recognized amounts of identifiable assets acquired and liabilities assumed			
Cash and cash equivalents	\$ 34,409	\$ -	\$ 34,409
Securities	38,861	(619)	) 38,242
Loans, net of allowance	142,404	(1,655)	) 140,749
Premises and equipment	2,980	776	3,756
Core deposit intangibles	-	3,590	3,590
Interest receivable	513	(12)	) 501
Bank owned life insurance	6,275	-	6,275
Deferred tax asset	639	(502)	) 137
Other assets	586	-	586
Total assets acquired	\$ 226,667	\$ 1,578	\$ 228,245
Deposits	\$ 199,210	\$ 18	\$ 199,228
Other liabilities	1,449	103	1,552
Total liabilities assumed	\$ 200,659	\$ 121	\$ 200,780
Net identifiable assets acquired	\$ 26,008	\$ 1,457	\$ 27,465
Goodwill resulting from acquisition			\$ 10,277

The following table presents certain pro forma information as if County First had been acquired on January 1, 2017. These results combine the historical results of County First in the Company's consolidated statement of income and, while certain adjustments were made for the estimated impact of certain fair value adjustments and other acquisition-related activity, they are not indicative of what would have occurred had the acquisition taken place on January 1, 2017. Merger and acquisition costs of \$2.9 million (pre-tax) are included in the Company's consolidated statements of income for the three months ended March 31, 2018. The Company has not segregated County First earnings after the acquisition date as the bank's operations have been merged into Community Bank of the Chesapeake and it would be impractical to do so. There are no assumptions about what merger related costs would have been in the proforma information below, only actual expenses are included in net income. Furthermore, additional expenses related to systems conversions and other costs of integration are expected to be recorded during 2018. Additionally, the Company expects to achieve further operating cost savings and other business synergies as a result of the

acquisition which are not reflected in the pro forma amounts below:

(dollars in thousands, except per share amounts)	Proforma Results for the Three Months Ended March 31, 2017			Actual Results Three Month Ended March 31, 2018
	The Community Financial Corporation Actual	County First Actual	Proforma March 31, 2017	
Total revenues (net interest income plus noninterest income)	\$ 11,549	\$ 2,068	\$ 13,617	\$ 13,921
Net income	2,342	313	2,655	1,221
Basic earnings per common share	\$ 0.51	\$ 0.34	\$ 0.48	\$ 0.22

**NOTE 3 – INCOME TAXES**

The Company files a consolidated federal income tax return with its subsidiaries. Deferred tax assets and liabilities are determined using the liability (or balance sheet) method. Under this method, the net deferred tax asset or liability is determined based on the tax effects of the temporary differences between the book and tax bases of the various balance sheet assets and liabilities and gives current recognition to changes in tax rates and laws and when it is considered more likely than not that deferred tax assets will be realized. It is the Company's policy to recognize accrued interest and penalties related to unrecognized tax benefits as a component of tax expense.

	The Months Ended March 31,	
	2018	2017
Current income tax expense	\$ 480	\$ 1,798
Deferred income tax expense (benefit)	53	(350 )
income tax expense as reported	\$ 533	\$ 1,448
Effective tax rate	30.4 %	38.2 %

Net deferred tax assets totaled \$5.6 million at March 31, 2018 and \$5.9 million at December 31, 2017. No valuation allowance for deferred tax assets was recorded at March 31, 2018 as management believes it is more likely than not that deferred tax assets will be realized against deferred tax liabilities and projected future taxable income.

The effective income tax rates differed from the U.S. statutory federal income tax rates of 21% and 35% during 2017 primarily due to the effect of merger related expenses, tax-exempt loans, life insurance policies and the income tax effects associated with stock-based compensation.

The Tax Cuts and Jobs Act was enacted on December 22, 2017, as more fully discussed in the 2017 Form 10-K. Among other things, the new law established a new, flat corporate federal statutory income tax rate of 21%. As a result of the new law, we recognized a provisional net tax expense of \$2.7 million in the fourth quarter of 2017. We will continue to analyze certain aspects of the new law and refine our calculations based on this analysis and future tax positions taken, which could affect the measurement of these assets and liabilities or give rise to new deferred tax amounts. There has been no change to the provisional net tax expense we recorded during the fourth quarter of 2017 for the three months ended March 31, 2018.

**NOTE 4 - ACCUMULATED OTHER COMPREHENSIVE INCOME (LOSS)**

The following tables present the components of comprehensive income for the three months ended March 31, 2018 and 2017. The Company's comprehensive gains and losses and reclassification adjustments were solely for securities for the three months ended March 31, 2018 and 2017. Reclassification adjustments are recorded in non-interest income.

(dollars in thousands)	Three Months Ended March 31, 2018			Three Months Ended March 31, 2017		
	Before Tax	Tax Effect	Net of Tax	Before Tax	Tax Effect	Net of Tax
Net unrealized holding gains (losses) arising during period	\$ (976 )	\$ (269 )	\$ (707 )	\$ 210	\$ 83	\$ 127
Reclassification adjustments	-	-	-	-	-	-
Other comprehensive (loss) income	\$ (976 )	\$ (269 )	\$ (707 )	\$ 210	\$ 83	\$ 127

The following table presents the changes in each component of accumulated other comprehensive loss, net of tax, for the three months ended March 31, 2018 and 2017.

<b>(dollars in thousands)</b>	<b>Three Months Ended March 31, 2018 Net Unrealized Gains And Losses</b>	<b>Three Months Ended March 31, 2017 Net Unrealized Gains And Losses</b>
Beginning of period	\$ (1,191	) \$ (928 )
Other comprehensive gains (losses), net of tax before reclassifications	(707	) 127
Amounts reclassified from accumulated other comprehensive loss	-	-
Net other comprehensive (loss) income	(707	) 127
End of period	\$ (1,898	) \$ (801 )

The FASB issued ASU 2018-02 allowing companies to reclassify stranded tax effects resulting from the Tax Cuts and Job Act from accumulated other comprehensive income (loss) to retained earnings. The Company early adopted this guidance during the quarter ended December 31, 2017 and utilizing the portfolio method reclassified \$196,000 from accumulated other comprehensive loss to retained earnings to eliminate the stranded tax effects.

#### **NOTE 5 - EARNINGS PER SHARE (“EPS”)**

Basic earnings per common share represent income available to common shareholders, divided by the weighted average number of common shares outstanding during the period. Diluted earnings per share reflect additional common shares that would have been outstanding if dilutive potential common shares had been issued. Potential common shares that may have been issued by the Company related to outstanding stock options and were determined using the treasury stock method. The Company has not granted any stock options since 2007 and all outstanding options expired on July 17, 2017.

As of March 31, 2018 and 2017, there were 0 options, respectively, which were excluded from the calculation as their effect would be anti-dilutive, because the exercise price of the options was greater than the average market price of the common shares. Basic and diluted earnings per share have been computed based on weighted-average common and common equivalent shares outstanding as follows:

<b>(dollars in thousands)</b>	<b>Three Months Ended</b>	
	<b>March 31,</b>	
	<b>2018</b>	<b>2017</b>
Net Income	\$1,221	\$2,342
Average number of common shares outstanding	5,547,715	4,628,357
Dilutive effect of common stock equivalents	-	2,041
Average number of shares used to calculate diluted EPS	5,547,715	4,630,398
Earnings Per Common Share		
Basic	\$0.22	\$0.51
Diluted	0.22	0.51

**NOTE 6 - STOCK-BASED COMPENSATION**

The Company has stock-based incentive arrangements to attract and retain key personnel. In May 2015, the 2015 Equity Compensation Plan (the “Plan”) was approved by shareholders, which authorizes the issuance of restricted stock, stock appreciation rights, stock units and stock options to the Board of Directors and key employees. Compensation expense for service-based awards is recognized over the vesting period. Performance-based awards are recognized based on a vesting schedule and the probability of achieving goals specified at the time of the grant. The 2015 Plan replaced the 2005 Equity Compensation Plan.

Stock-based compensation expense totaled \$105,000 and \$113,000, respectively, for the three months ended March 31, 2018 and 2017. Stock-based compensation expense consisted of the vesting of grants of restricted stock.

The Company has not granted any stock options since 2007 and all outstanding options expired on July 17, 2017. The fair value of the Company’s outstanding employee stock options were estimated on the date of grant using the Black-Scholes option pricing model. The Company estimated expected market price volatility and expected term of the options based on historical data and other factors. The exercise price for options granted is set at the discretion of the committee administering the Plan, but is not less than the market value of the shares as of the date of grant. An option’s maximum term is 10 years and the options vest at the discretion of the committee. Aggregate intrinsic value represents the difference between the Company’s closing stock price on the last trading day of the period and the exercise price multiplied by the number of options outstanding.

The following table below summarize option activity and outstanding and exercisable options at and for the year ended December 31, 2017.

(dollars in thousands, except per share amounts)	Shares	Weighted Average Exercise Price	Aggregate Intrinsic Value	Weighted-Average Contractual Life Remaining In Years
Outstanding at January 1, 2017	15,081	\$ 27.70	\$ -	
Exercised	(14,231)	27.70	134	
Expired	(350 )	27.70	-	
Forfeited	(500 )	27.70	-	
Outstanding at December 31, 2017	-	\$ -	\$ -	-
Exercisable at December 31, 2017	-	\$ -	\$ -	-

The Company granted restricted stock in accordance with the Plan. The vesting period for outstanding granted restricted stock is between three and five years. As of March 31, 2018 and December 31, 2017, unrecognized stock compensation expense was \$655,000 and \$521,000, respectively. The following tables summarize the unvested restricted stock awards outstanding at March 31, 2018 and December 31, 2017, respectively.

	Restricted Stock	
	Number	Weighted
	of	Average Grant
	Shares	Date Fair Value
Nonvested at January 1, 2018	32,809	\$ 22.61
Granted	6,662	37.23
Vested	(15,413)	21.87
Cancelled	(326 )	26.11
Nonvested at March 31, 2018	23,732	\$ 27.05



	Restricted Stock	
	Number	Weighted
	of	Average Grant
	Shares	Date Fair Value
Nonvested at January 1, 2017	47,881	\$ 20.41
Granted	6,752	30.20
Vested	(21,738)	20.13
Cancelled	(86 )	20.75
Nonvested at December 31, 2017	32,809	\$ 22.61

#### **NOTE 7 - GUARANTEED PREFERRED BENEFICIAL INTEREST IN JUNIOR SUBORDINATED DEBENTURES (“TRUPS”)**

On June 15, 2005, Tri-County Capital Trust II (“Capital Trust II”), a Delaware business trust formed, funded and wholly owned by the Company, issued \$5.0 million of variable-rate capital securities in a private pooled transaction. The variable rate is based on the 90-day LIBOR rate plus 1.70%. The Trust used the proceeds from this issuance, along with the \$155,000 for Capital Trust II’s common securities, to purchase \$5.2 million of the Company’s junior subordinated debentures. The interest rate on the debentures and the trust preferred securities is variable and adjusts quarterly. These capital securities qualify as Tier I capital and are presented in the Consolidated Balance Sheets as “Guaranteed Preferred Beneficial Interests in Junior Subordinated Debentures.” Both the capital securities of Capital Trust II and the junior subordinated debentures are scheduled to mature on June 15, 2035, unless called by the Company.

On July 22, 2004, Tri-County Capital Trust I (“Capital Trust I”), a Delaware business trust formed, funded and wholly owned by the Company, issued \$7.0 million of variable-rate capital securities in a private pooled transaction. The variable rate is based on the 90-day LIBOR rate plus 2.60%. The Trust used the proceeds from this issuance, along with the Company’s \$217,000 capital contribution for Capital Trust I’s common securities, to purchase \$7.2 million of the Company’s junior subordinated debentures. The interest rate on the debentures and the trust preferred securities is variable and adjusts quarterly. These debentures qualify as Tier I capital and are presented in the Consolidated Balance Sheets as “Guaranteed Preferred Beneficial Interests in Junior Subordinated Debentures.” Both the capital securities of Capital Trust I and the junior subordinated debentures are scheduled to mature on July 22, 2034, unless called by the Company.

#### **NOTE 8 – SUBORDINATED NOTES**

On February 6, 2015 the Company issued \$23.0 million of unsecured 6.25% fixed to floating rate subordinated notes due February 15, 2025 (“subordinated notes”). On February 13, 2015, the Company used proceeds of the offering to redeem all \$20 million of the Company’s outstanding preferred stock issued under the Small Business Lending Fund (“SBLF”) program. The subordinated notes qualify as Tier 2 regulatory capital and replaced SBLF Tier 1 capital. The subordinated notes are not listed on any securities exchange or included in any automated dealer quotation system and there is no market for the notes. The notes are unsecured obligations and are subordinated in right of payment to all existing and future senior debt, whether secured or unsecured. The notes are not guaranteed obligations of any of the Company’s subsidiaries.

Interest will accrue at a fixed per annum rate of 6.25% from and including the issue date to but excluding February 15, 2020. From and including February 15, 2020 to but excluding the maturity date interest will accrue at a floating rate equal to the three-month LIBOR plus 479 basis points. Interest is payable on the notes on February 15 and August 15 of each year, commencing August 15, 2015, through February 15, 2020, and thereafter February 15, May 15, August 15 and November 15 of each year through the maturity date or earlier redemption date.

The subordinated notes may be redeemed in whole or in part on February 15, 2020 or on any scheduled interest payment date thereafter and upon the occurrence of certain special events. The redemption price is equal to 100% of the principal amount of the subordinated notes to be redeemed plus accrued and unpaid interest to the date of redemption. Any partial redemption will be made pro rata among all holders of the subordinated notes. The subordinated notes are not subject to repayment at the option of the holders. The subordinated notes may be redeemed at any time, if (1) a change or prospective change in law occurs that could prevent the Company from deducting interest payable on the notes for U.S. federal income tax purposes, (2) a subsequent event occurs that precludes the notes from being recognized as Tier 2 Capital for regulatory capital purposes, or (3) the Company is required to register as an investment company under the Investment Company Act of 1940, as amended.

#### NOTE 9 - OTHER REAL ESTATE OWNED (“OREO”)

OREO assets are presented net of the valuation allowance. The Company considers OREO as classified assets for regulatory and financial reporting. OREO carrying amounts reflect management’s estimate of the realizable value of these properties incorporating current appraised values, local real estate market conditions and related costs. An analysis of the activity follows.

(dollars in thousands)	Three Months Ended March 31,		Years Ended
	2018	2017	December 31, 2017
Balance at beginning of year	\$ 9,341	\$ 7,763	\$ 7,763
Additions of underlying property	101	-	3,634
Disposals of underlying property	-	(820)	(1,456)
Valuation allowance	(90)	(196)	(600)
Balance at end of period	\$ 9,352	\$ 6,747	\$ 9,341

During the three months ended March 31, 2018 and 2017, OREO additions were \$101,000 and \$0, respectively. During the three months ended March 31, 2018, there were no disposals of OREO. The Company disposed of three residential properties and three residential lots for proceeds of \$846,000 and a gain of \$27,000 for the three months ended March 31, 2017. The Bank provided \$200,000 in financing for one residential property and the three residential lots which were transferred from OREO to loans during the first quarter of 2017. The transaction qualified for full accrual sales treatment under ASC Topic 360-20-40 “Property Plant and Equipment – Derecognition.

The Company had \$122,000 of impaired loans secured by residential real estate for which formal foreclosure proceedings were in process as of March 31, 2018 and December 31, 2017, respectively.

Additions to the valuation allowances of \$90,000 and \$196,000 were taken to adjust properties to current appraised values for the three months ended March 31, 2017 and 2016, respectively. OREO carrying amounts reflect management's estimate of the realizable value of these properties incorporating current appraised values, local real estate market conditions and related costs. Expenses applicable to OREO assets included the following.

	<b>Three Months Ended March 31,</b>	
<b>(dollars in thousands)</b>	<b>2018</b>	<b>2017</b>
Valuation allowance	\$ 90	\$ 196
Operating expenses	24	(1 )
	\$ 114	\$ 195

**NOTE 10 – SECURITIES**

<b>(dollars in thousands)</b>	<b>March 31, 2018</b>			<b>Estimated Fair Value</b>
	<b>Amortized Cost</b>	<b>Gross Unrealized Gains</b>	<b>Gross Unrealized Losses</b>	
<b>Securities available for sale (AFS)</b>				
Asset-backed securities issued by GSEs and U.S. Agencies				
Residential Mortgage Backed Securities ("MBS")	\$7,088	\$ -	\$ 291	\$ 6,797
Residential Collateralized Mortgage Obligations ("CMOs")	49,343	13	1,789	47,567
U.S. Agency	12,542	-	507	12,035
Other investments	4,670	-	45	4,625
<b>Total securities available for sale</b>	<b>\$73,643</b>	<b>\$ 13</b>	<b>\$ 2,632</b>	<b>\$ 71,024</b>
<b>Securities held to maturity (HTM)</b>				
Asset-backed securities issued by GSEs and U.S. Agencies				
Residential MBS	\$28,307	\$ 109	\$ 754	\$ 27,662
Residential CMOs	52,434	75	1,393	51,116
U.S. Agency	8,492	-	307	8,185
Asset-backed securities issued by Others:				
Residential CMOs	612	-	49	563
Callable GSE Agency Bonds	5,015	-	105	4,910
Certificates of Deposit Fixed	2,342	-	-	2,342
U.S. government obligations	996	-	-	996
<b>Total securities held to maturity</b>	<b>\$98,198</b>	<b>\$ 184</b>	<b>\$ 2,608</b>	<b>\$ 95,774</b>
	<b>December 31, 2017</b>			
<b>(dollars in thousands)</b>	<b>Amortized Cost</b>	<b>Gross Unrealized Gains</b>	<b>Gross Unrealized Losses</b>	<b>Estimated Fair Value</b>
<b>Securities available for sale (AFS)</b>				
Asset-backed securities issued by GSEs and U.S. Agencies				
Residential MBS	\$7,265	\$ -	\$ 178	\$ 7,087
Residential CMOs	45,283	12	1,158	44,137
U.S. Agency	12,863	-	346	12,517
Corporate equity securities	37	-	-	37
Bond mutual funds	4,480	27	-	4,507
<b>Total securities available for sale</b>	<b>\$69,928</b>	<b>\$ 39</b>	<b>\$ 1,682</b>	<b>\$ 68,285</b>
<b>Securities held to maturity (HTM)</b>				
Asset-backed securities issued by GSEs and U.S. Agencies				
Residential MBS	\$29,113	\$ 135	\$ 261	\$ 28,987
Residential CMOs	54,805	62	845	54,022
U.S. Agency	8,660	-	235	8,425

Asset-backed securities issued by Others:

Residential CMOs	651	-	52	599
Callable GSE Agency Bonds	5,017	-	43	4,974
U.S. government obligations	1,000	-	-	1,000
Total securities held to maturity	\$99,246	\$ 197	\$ 1,436	\$ 98,007

At March 31, 2018, securities with an amortized cost of \$35.0 million were pledged to secure certain customer deposits. At March 31, 2018, securities with an amortized cost of \$3.8 million were pledged as collateral for advances from the Federal Home Loan Bank (“FHLB”) of Atlanta.

At March 31, 2018, greater than 99% of the asset-backed securities and agency bond portfolio was rated AAA by Standard & Poor’s or the equivalent credit rating from another major rating agency. AFS asset-backed securities issued by GSEs and U.S. Agencies had an average life of 4.94 years and average duration of 4.34 years and are guaranteed by their issuer as to credit risk. HTM asset-backed securities issued by GSEs and U.S. Agencies had an average life of 5.06 years and average duration of 4.42 years and are guaranteed by their issuer as to credit risk.

At December 31, 2017, securities with an amortized cost of \$31.5 million were pledged to secure certain customer deposits. At December 31, 2017, securities with an amortized cost of \$4.0 million were pledged as collateral for advances from the Federal Home Loan Bank (“FHLB”) of Atlanta.

At December 31, 2017, greater than 99% of the asset-backed securities and agency bond portfolio was rated AAA by Standard & Poor’s or the equivalent credit rating from another major rating agency. AFS asset-backed securities issued by GSEs and U.S. Agencies had an average life of 4.74 years and average duration of 4.22 years and are guaranteed by their issuer as to credit risk. HTM asset-backed securities issued by GSEs and U.S. Agencies had an average life of 4.95 years and average duration of 4.39 years and are guaranteed by their issuer as to credit risk.

Management believes that AFS securities with unrealized losses will either recover in market value or be paid off as agreed. The Company intends to, and has the ability to, hold these securities to maturity. Because our intention is not to sell the investments and it is not more likely than not that the Company will be required to sell the investments, management considers the unrealized losses in the AFS portfolio to be temporary.

The Company intends to, and has the ability to, hold the HTM securities with unrealized losses until they mature, at which time the Company will receive full value for the securities. Because our intention is not to sell the investments and it is not more likely than not that the Company will be required to sell the investments before recovery of their amortized cost basis, which may be maturity, management considers the unrealized losses in the held-to-maturity portfolio to be temporary.

No charges related to other-than-temporary impairment were made during the three months ended March 31, 2018 and the year ended December 31, 2017.

During the three months ended March 31, 2018 and 2017, there were no securities sold from the Company's legacy securities' portfolios. The Company liquidated most of the acquired County First securities immediately after the legal merger and retained only the certificates of deposit fixed portfolio with an amortized cost of \$2.3 million at March 31, 2018. During the year ended December 31, 2017 the Company recognized net gains on the sale of securities of \$175,000. The Company sold three AFS securities with aggregate carrying values of \$3.7 million and nine HTM securities with aggregate carrying values of \$4.8 million, recognizing gains of \$9,000 and \$166,000, respectively.

The sale of HTM securities is permitted under ASC 320 "Investments - Debt Securities." ASC 320 permits the sale of HTM securities for certain changes in circumstances. The Company will dispose of HTM securities using the safe harbor rule that allows for the sale of HTM securities that have principal payments paid down to less than 15% of original purchased par. ASC 320 10-25-15 indicates that a sale of a debt security after a substantial portion of the principal has been collected is equivalent to holding the security to maturity. In addition, the Company may dispose of HTM securities under ASC 320-10-25-6 due to a significant deterioration in the issues' creditworthiness.



**AFS Securities**

Gross unrealized losses and estimated fair value by length of time that the individual AFS securities have been in a continuous unrealized loss position at March 31, 2018 were as follows:

<b>March 31, 2018</b>	<b>Less Than 12</b>		<b>More Than 12</b>		<b>Total</b>	
	<b>Months</b>		<b>Months</b>			
<b>(dollars in thousands)</b>	<b>Fair Value</b>	<b>Unrealized Loss</b>	<b>Fair Value</b>	<b>Unrealized Loss</b>	<b>Fair Value</b>	<b>Unrealized Losses</b>
Asset-backed securities issued by GSEs and U.S. Agencies	\$28,029	\$ 669	\$37,629	\$ 1,918	\$65,658	\$ 2,587
Other investments	4,377	45	-	-	4,377	45
	\$32,406	\$ 714	\$37,629	\$ 1,918	\$70,035	\$ 2,632

At March 31, 2018, the AFS investment portfolio had an estimated fair value of \$71.0 million on an amortized cost of \$73.6 million. AFS asset-backed securities issued by GSEs are guaranteed by the issuer and AFS U.S. government agency securities and bonds are guaranteed by the full faith and credit of the U.S. government. AFS asset-backed securities issued by GSEs and U.S. Agencies with unrealized losses had an average life of 4.92 years and an average duration of 4.32 years. Management believes that the securities will either recover in market value or be paid off as agreed.

Gross unrealized losses and estimated fair value by length of time that the individual AFS securities have been in a continuous unrealized loss position at December 31, 2017 were as follows:

<b>December 31, 2017</b>	<b>Less Than 12</b>		<b>More Than 12</b>		<b>Total</b>	
	<b>Months</b>		<b>Months</b>			
<b>(dollars in thousands)</b>	<b>Fair Value</b>	<b>Unrealized Loss</b>	<b>Fair Value</b>	<b>Unrealized Loss</b>	<b>Fair Value</b>	<b>Unrealized Losses</b>
Asset-backed securities issued by GSEs and U.S. Agencies	\$24,571	\$ 328	\$38,428	\$ 1,354	\$62,999	\$ 1,682

At December 31, 2017, the AFS investment portfolio had an estimated fair value of \$68.3 million on an amortized cost of \$69.9 million. AFS asset-backed securities issued by GSEs are guaranteed by the issuer and AFS U.S. government agency securities and bonds are guaranteed by the full faith and credit of the U.S. government. AFS asset-backed securities issued by GSEs and U.S. Agencies with unrealized losses had an average life of 4.71 years and an average duration of 4.20 years. Management believes that the securities will either recover in market value or be paid off as agreed.

**HTM Securities**

Gross unrealized losses and estimated fair value by length of time that the individual HTM securities have been in a continuous unrealized loss position at March 31, 2018 were as follows:

<b>March 31, 2018</b>	<b>Less Than 12</b>		<b>More Than 12</b>		<b>Total</b>	
	<b>Months</b>		<b>Months</b>			
<b>(dollars in thousands)</b>	<b>Fair Value</b>	<b>Unrealized Loss</b>	<b>Fair Value</b>	<b>Unrealized Loss</b>	<b>Fair Value</b>	<b>Unrealized Losses</b>
Asset-backed securities issued by GSEs and U.S. Agencies	33,722	754	42,803	1,700	76,525	2,454
Callable GSE Agency Bonds	4,910	105	-	-	4,910	105
Asset-backed securities issued by Others	-	-	563	49	563	49
	\$38,632	\$ 859	\$43,366	\$ 1,749	\$81,998	\$ 2,608

At March 31, 2018, the HTM investment portfolio had an estimated fair value of \$95.8 million on an amortized cost of \$98.2 million. Of these securities, \$81.4 million were asset-backed securities or bonds issued by GSEs and U.S. Agencies and \$563,000 were asset-backed securities issued by others.

HTM asset-backed securities issued by GSEs and GSE agency bonds are guaranteed by the issuer and HTM U.S. government agency securities and bonds are guaranteed by the full faith and credit of the U.S. government. The securities with unrealized losses had an average life of 4.88 years and an average duration of 4.29 years. Management believes that the securities will either recover in market value or be paid off as agreed. The Company intends to, and has the ability to, hold these securities to maturity.

HTM asset-backed securities issued by others are collateralized mortgage obligation securities. The securities have credit support tranches that absorb losses prior to the tranches that the Company owns. The Company reviews credit support positions on its securities regularly. HTM asset-backed securities issued by others with unrealized losses had an average life of 3.13 years and an average duration of 2.57 years.

Gross unrealized losses and estimated fair value by length of time that the individual HTM securities have been in a continuous unrealized loss position at December 31, 2017 were as follows:

<b>December 31, 2017</b>	<b>Less Than 12</b>		<b>More Than 12</b>		<b>Total</b>	
	<b>Months</b>		<b>Months</b>			
<b>(dollars in thousands)</b>	<b>Fair Value</b>	<b>Unrealized Loss</b>	<b>Fair Value</b>	<b>Unrealized Loss</b>	<b>Fair Value</b>	<b>Unrealized Losses</b>
Asset-backed securities issued by GSEs and U.S. Agencies	\$36,607	\$ 254	\$45,119	\$ 1,130	\$81,726	\$ 1,384
Asset-backed securities issued by Others	-	-	599	52	599	52
	\$36,607	\$ 254	\$45,718	\$ 1,182	\$82,325	\$ 1,436

At December 31, 2017, the HTM investment portfolio had an estimated fair value of \$98.0 million on an amortized cost of \$99.2 million. Of these securities, \$81.7 million were asset-backed securities issued by GSEs and U.S. Agencies and \$599,000 were asset-backed securities issued by others.

HTM asset-backed securities issued by GSEs and GSE agency bonds are guaranteed by the issuer and HTM U.S. government agency securities and bonds are guaranteed by the full faith and credit of the U.S. government. The securities with unrealized losses had an average life of 5.02 years and an average duration of 4.43 years. Management believes that the securities will either recover in market value or be paid off as agreed. The Company intends to, and has the ability to, hold these securities to maturity.

HTM asset-backed securities issued by others are collateralized mortgage obligation securities. The securities have credit support tranches that absorb losses prior to the tranches that the Company owns. The Company reviews credit support positions on its securities regularly. HTM asset-backed securities issued by others with unrealized losses had

an average life of 3.20 years and an average duration of 2.66 years.

***Credit Quality of Asset-Backed Securities and Agency Bonds***

The tables below present the Standard & Poor's ("S&P") or equivalent credit rating from other major rating agencies for AFS and HTM asset-backed securities issued by GSEs and U.S. Agencies and others or bonds issued by GSEs or U.S. government agencies at March 31, 2018 and December 31, 2017 by carrying value. The Company considers noninvestment grade securities rated BB+ or lower as classified assets for regulatory and financial reporting. GSE asset-backed securities and GSE agency bonds with S&P AA+ ratings were treated as AAA based on regulatory guidance.

<b>March 31, 2018</b>		<b>December 31, 2017</b>	
<b>Credit Rating</b>	<b>Amount</b>	<b>Credit Rating</b>	<b>Amount</b>
<b>(dollars in thousands)</b>			
AAA	\$163,985	AAA	\$162,337
BB	612	BB	651
B+	-	B+	-
Total	\$164,597	Total	\$162,988

**NOTE 11 – LOANS**

Loans consist of the following:

(dollars in thousands)	March 31, 2018			% of Gross Loans	December 31, 2017		
	PCI	All other loans**	Total		Total	% of Gross Loans	
Commercial real estate	\$1,537	\$816,038	\$817,576	63.88 %	\$727,314	63.25 %	
Residential first mortgages	-	166,390	166,390	13.00 %	170,374	14.81 %	
Residential rentals	1,756	127,271	129,026	10.08 %	110,228	9.58 %	
Construction and land development	110	28,116	28,226	2.21 %	27,871	2.42 %	
Home equity and second mortgages	468	39,013	39,481	3.09 %	21,351	1.86 %	
Commercial loans	-	52,198	52,198	4.08 %	56,417	4.91 %	
Consumer loans	-	853	853	0.07 %	573	0.05 %	
Commercial equipment	-	45,905	45,905	3.59 %	35,916	3.12 %	
Gross loans	3,871	1,275,784	1,279,655	100.00 %	1,150,044	100.00 %	
Net deferred costs (fees)	-	1,118	1,118	0.09 %	1,086	0.09 %	
Total loans, net of deferred costs	\$3,871	\$1,276,902	\$1,280,773		\$1,151,130		
Less: allowance for loan losses	-	(10,471 )	(10,471 )	-0.82 %	(10,515 )	-0.91 %	
Net loans	\$3,871	\$1,266,431	\$1,270,302		\$1,140,615		

\*\*All other loans include acquired Non-PCI pools at fair value.

At March 31, 2018 and December 31, 2017, the Bank's allowance for loan losses totaled \$10.5 million and \$10.5 million, or 0.82% and 0.91%, respectively, of loan balances. Allowance for loan loss levels decreased in first quarter of 2018, primarily due to the addition of County First loans, after consummation of the legal merger on January 1, 2018, for which no allowance was provided for in accordance with purchase accounting standards. Management's determination of the adequacy of the allowance is based on a periodic evaluation of the portfolio with consideration given to the overall loss experience, current economic conditions, size, growth and composition of the loan portfolio, financial condition of the borrowers and other relevant factors that, in management's judgment, warrant recognition in providing an adequate allowance.

Net deferred loan fees and premiums of \$1.1 million at March 31, 2018 included net deferred fees paid by customers of \$2.8 million offset by net deferred premiums paid for the purchase of residential first mortgages and deferred costs of \$3.9 million. Net deferred loan fees and premiums of \$1.1 million at December 31, 2017 included net deferred fees paid by customers of \$2.8 million offset by net deferred premiums paid for the purchase of residential first mortgages

and deferred costs of \$3.9 million.

### *Risk Characteristics of Portfolio Segments*

Concentrations of Credit - Loans are primarily made within the Company's operating footprint of Southern Maryland, Annapolis Maryland and the greater Fredericksburg area of Virginia. Real estate loans can be affected by the condition of the local real estate market. Commercial and industrial loans can be affected by the local economic conditions. The commercial loan portfolio has concentrations in business loans secured by real estate and real estate development loans. At March 31, 2018 and December 31, 2017, the Company had no loans outstanding with foreign entities.

The Company manages its credit products and exposure to credit losses (credit risk) by the following specific portfolio segments (classes), which are levels at which the Company develops and documents its allowance for loan loss methodology. These segments are:

#### *Commercial Real Estate ("CRE")*

Commercial and other real estate projects include office buildings, retail locations, churches, other special purpose buildings and commercial construction. Commercial construction balances were 7.1% and 6.2% of the CRE portfolio at March 31, 2018 and December 31, 2017, respectively. The Bank offers both fixed-rate and adjustable-rate loans under these product lines. The primary security on a commercial real estate loan is the real property and the leases that produce income for the real property. Loans secured by commercial real estate are generally limited to 80% of the lower of the appraised value or sales price at origination and have an initial contractual loan payment period ranging from three to 20 years.

Loans secured by commercial real estate are larger and involve greater risks than one-to four-family residential mortgage loans. Because payments on loans secured by such properties are often dependent on the successful operation or management of the properties, repayment of such loans may be subject to a greater extent to adverse conditions in the real estate market or the economy.

#### *Residential First Mortgages*

Residential first mortgage loans are generally long-term loans, amortized on a monthly basis, with principal and interest due each month. The contractual loan payment period for residential loans typically ranges from ten to 30 years. The Bank's experience indicates that real estate loans remain outstanding for significantly shorter time periods than their contractual terms. Borrowers may refinance or prepay loans at their option, without penalty. The Bank's residential portfolio has both fixed-rate and adjustable-rate residential first mortgages. During the three months ended March 31, 2018 and the year ended December 31, 2017, the Bank purchased residential first mortgages of \$963,000 and \$25.5 million, respectively.

The annual and lifetime limitations on interest rate adjustments may limit the increases in interest rates on these loans. There are also credit risks resulting from potential increased costs to the borrower as a result of repricing of adjustable-rate mortgage loans. During periods of rising interest rates, the risk of default on adjustable-rate mortgage loans may increase due to the upward adjustment of interest cost to the borrower. The Bank's adjustable rate residential first mortgage portfolio was \$56.2 million or 4.4% of total gross loans of \$1.28 billion at March 31, 2018 compared to \$56.9 million or 5.0% of total gross loans of \$1.15 billion at December 31, 2017.

#### *Residential Rentals*

Residential rental mortgage loans are amortizing, with principal and interest due each month. The loans are secured by income-producing 1-4 family units and apartments. As of March 31, 2018 and December 31, 2017, \$104.0 million and \$85.0 million, respectively, were 1-4 family units and \$25.0 million and \$25.2 million, respectively, were apartment buildings. Loans secured by residential rental properties are generally limited to 80% of the lower of the appraised value or sales price at origination and have an initial contractual loan payment period ranging from three to 20 years. The primary security on a residential rental loan is the property and the leases that produce income. During periods of rising interest rates, the risk of default on adjustable-rate mortgage loans may increase due to the upward adjustment of interest cost to the borrower. The Bank's adjustable rate residential rental portfolio was \$100.1 million or 7.8% of total gross loans of \$1.28 billion at March 31, 2018 compared to \$93.4 million or 8.1% of total gross loans of \$1.15 billion at December 31, 2017.

Loans secured by residential rental properties involve greater risks than 1-4 family residential mortgage loans. Although, there are similar risk characteristics shared with commercial real estate loans, the balances for the loans secured by residential rental properties are generally smaller. Because payments on loans secured by residential rental properties are often dependent on the successful operation or management of the properties, repayment of these loans



may be subject to a greater extent to adverse conditions in the rental real estate market or the economy than similar owner-occupied properties.

### *Construction and Land Development*

The Bank offers loans for the construction of one-to-four family dwellings. Generally, these loans are secured by the real estate under construction as well as by guarantees of the principals involved. In addition, the Bank offers loans to acquire and develop land, as well as loans on undeveloped, subdivided lots for home building.

A decline in demand for new housing might adversely affect the ability of borrowers to repay these loans. Construction and land development loans are inherently riskier than providing financing on owner-occupied real estate. The Bank's risk of loss is affected by the accuracy of the initial estimate of the market value of the completed project as well as the accuracy of the cost estimates made to complete the project. In addition, the volatility of the real estate market has made it increasingly difficult to ensure that the valuation of land associated with these loans is accurate. During the construction phase, a number of factors could result in delays and cost overruns. If the estimate of construction costs proves to be inaccurate, the Bank may be required to advance funds beyond the amount originally committed to permit completion of the development. If the estimate of value proves to be inaccurate, a project's value might be insufficient to assure full repayment. As a result of these factors, construction lending often involves the disbursement of substantial funds with repayment dependent, in part, on the success of the project rather than the ability of the borrower or guarantor to repay principal and interest. If the Bank forecloses on a project, there can be no assurance that the Bank will be able to recover all of the unpaid balance of, and accrued interest on, the loan as well as related foreclosure and holding costs.

### *Home Equity and Second Mortgage Loans*

The Bank maintains a portfolio of home equity and second mortgage loans. These products contain a higher risk of default than residential first mortgages as in the event of foreclosure, the first mortgage would need to be paid off prior to collection of the second mortgage. This risk is heightened as the market value of residential property has not fully returned to pre-financial crisis levels and interest rates began to increase in 2017.

### *Commercial Loans*

The Bank offers commercial loans to its business customers. The Bank offers a variety of commercial loan products including term loans and lines of credit. Such loans are generally made for terms of five years or less. The Bank offers both fixed-rate and adjustable-rate loans under these product lines. When making commercial business loans, the Bank considers the financial condition of the borrower, the borrower's payment history of both corporate and personal debt, the projected cash flows of the business, the viability of the industry in which the borrower operates, the value of the collateral, and the borrower's ability to service the debt from income. These loans are primarily secured by equipment, real property, accounts receivable or other security as determined by the Bank.

Commercial loans are made on the basis of the borrower's ability to make repayment from the cash flows of the borrower's business. As a result, the availability of funds for the repayment of commercial loans may depend substantially on the success of the business itself.

### *Consumer Loans*

Consumer loans consist of loans secured by automobiles, boats, recreational vehicles and trucks. The Bank also makes home improvement loans and offers both secured and unsecured personal lines of credit. Consumer loans entail greater risk from other loan types due to being secured by rapidly depreciating assets or the reliance on the borrower's continuing financial stability.

### *Commercial Equipment Loans*

These loans consist primarily of fixed-rate, short-term loans collateralized by a commercial customer's equipment or secured by real property, accounts receivable, or other security as determined by the Bank. When making commercial equipment loans, the Bank considers the same factors it considers when underwriting a commercial business loan. Commercial loans are of higher risk and typically are made on the basis of the borrower's ability to make repayment from the cash flows of the borrower's business. As a result, the availability of funds for the repayment of commercial loans may depend substantially on the success of the business itself. In the case of business failure, collateral would need to be liquidated to provide repayment for the loan. In many cases, the highly specialized nature of collateral equipment would make full recovery from the sale of collateral problematic.

*Non-accrual and Aging Analysis of Current and Past Due Loans*

Non-accrual loans as of March 31, 2018 and December 31, 2017 were as follows:

(dollars in thousands)	March 31, 2018		Non-accrual Only Loans	Number of Loans	Total Non-accrual Loans	Total Number of Loans
	90 or Greater Number Days Delinquent	of Loans				
Commercial real estate	\$4,271	6	\$ 822	3	\$ 5,093	9
Residential first mortgages	436	3	496	1	932	4
Residential rentals	84	1	719	3	803	4
Construction and land development	-	-	-	-	-	-
Home equity and second mortgages	125	2	121	1	246	3
Commercial loans	1,063	3	-	-	1,063	3
Consumer loans	1	1	-	-	1	1
Commercial equipment	301	2	-	-	301	2
	\$6,281	18	\$ 2,158	8	\$ 8,439	26

(dollars in thousands)	December 31, 2017		Non-accrual Only Loans	Number of Loans	Total Non-accrual Loans	Total Number of Loans
	90 or Greater Days Delinquent	Number of Loans				
Commercial real estate	\$1,148	4	\$ 839	3	\$ 1,987	7
Residential first mortgages	478	3	507	1	985	4
Residential rentals	84	1	741	3	825	4
Construction and land development	-	-	-	-	-	-
Home equity and second mortgages	134	3	123	1	257	4
Commercial loans	172	2	-	-	172	2
Consumer loans	-	-	-	-	-	-
Commercial equipment	467	3	-	-	467	3
	\$2,483	16	\$ 2,210	8	\$ 4,693	24

Non-accrual loans (90 days or greater delinquent and non-accrual only loans) increased \$3.7 million from \$4.7 million or 0.41% of total loans at December 31, 2017 to \$8.4 million or 0.66% of total loans at March 31, 2018. Non-accrual loans can be current, but classified as non-accrual due to customer operating results or payment history. All interest accrued but not collected from loans that are placed on non-accrual or charged-off is reversed against interest income. In accordance with the Company's policy, interest income is recognized on a cash basis or cost-recovery method, until qualifying for return to accrual status.

At March 31, 2018, non-accrual loans of \$8.4 million included 26 loans, of which \$6.3 million, or 75% represented 9 loans and four customer relationships. At December 31, 2017, non-accrual loans of \$4.7 million included 24 loans, of which \$3.3 million, or 71% represented 10 loans and five customer relationships. During the year ended December 31, 2017 non-accrual loans decreased \$3.0 million due to the foreclosure of a stalled residential development project. The Bank is working with a construction manager to stabilize and market the project. Before the foreclosure, the loans in this relationship were troubled debt restructures ("TDRs"). Additionally, during the third quarter of 2017, non-accrual loans decreased \$607,000 due to the foreclosure of a commercial office building.

Non-accrual loans included one TDR totaling \$730,000 and \$769,000 at March 31, 2018 and December 31, 2017, respectively. This loan is classified solely as non-accrual for the calculation of financial ratios. Loan delinquency (90 days or greater delinquent and 31-89 days delinquent) decreased \$198,000 from \$11.7 million, or 1.02% of loans, at December 31, 2017 to \$11.5 million, or 0.90% of loans, at March 31, 2018.

Non-accrual loans on which the recognition of interest has been discontinued, which did not have a specific allowance for impairment, amounted to \$7.1 million and \$3.8 million at March 31, 2018 and December 31, 2017, respectively. Interest due but not recognized on these balances at March 31, 2018 and December 31, 2017 was \$161,000 and \$85,000, respectively. Non-accrual loans with a specific allowance for impairment on which the recognition of

interest has been discontinued amounted to \$1.3 million and \$876,000 at March 31, 2018 and December 31, 2017, respectively. Interest due but not recognized on these balances at March 31, 2018 and December 31, 2017 was \$88,000 and \$100,000, respectively.

The Company considers a loan to be past due or delinquent when the terms of the contractual obligation are not met by the borrower. PCI loans are included as a single category in the table below as management believes, regardless of their age, there is a lower likelihood of aggregate loss related to these loan pools. Additionally, PCI loans are discounted to allow for the accretion of income on a level yield basis over the life of the loan based on expected cash flows. Regardless of payment status, the associated discount on these loan pools results in income recognition.

Past due and PCI loans as of March 31, 2018 and December 31, 2017 were as follows:

(dollars in thousands)	March 31, 2018			Total Past Due	PCI Loans	Current	Total Loan Receivables
	31-60 Days	61-89 Days	90 or Greater Days				
Commercial real estate	\$3,084	\$-	\$ 4,271	\$ 7,355	\$ 1,537	\$808,684	\$ 817,576
Residential first mortgages	447	-	436	883	-	165,507	166,390
Residential rentals	244	-	84	328	1,756	126,942	129,026
Construction and land dev.	-	-	-	-	110	28,116	28,226
Home equity and second mtg.	19	-	125	144	468	38,869	39,481
Commercial loans	123	-	1,063	1,186	-	51,012	52,198
Consumer loans	-	-	1	1	-	852	853
Commercial equipment	325	989	301	1,615	-	44,290	45,905
Total	\$4,242	\$989	\$ 6,281	\$ 11,512	\$ 3,871	\$1,264,272	\$ 1,279,655

(dollars in thousands)	December 31, 2017			Total Past Due	PCI Loans	Current	Total Loan Receivables
	31-60 Days	61-89 Days	90 or Greater Days				
Commercial real estate	\$-	\$6,711	\$ 1,148	\$ 7,859	\$ -	\$719,455	\$ 727,314
Residential first mortgages	-	68	478	546	-	169,828	170,374
Residential rentals	-	207	84	291	-	109,937	110,228
Construction and land dev.	-	-	-	-	-	27,871	27,871
Home equity and second mtg.	19	18	134	171	-	21,180	21,351
Commercial loans	892	299	172	1,363	-	55,054	56,417
Consumer loans	-	1	-	1	-	572	573
Commercial equipment	1,012	-	467	1,479	-	34,437	35,916
Total	\$1,923	\$7,304	\$ 2,483	\$ 11,710	\$ -	\$1,138,334	\$ 1,150,044

**Impaired Loans and Troubled Debt Restructures (“TDRs”)**

Impaired loans, including TDRs, at March 31, 2018 and 2017 and at December 31, 2017 were as follows:

(dollars in thousands)	March 31, 2018		Recorded Investment With Allowance	Total Recorded Investment	Related Allowance	Quarter Average Recorded Investment	Quarter Interest Income Recognized
	Unpaid Contractual Principal Balance	Recorded Investment With No Allowance					
Commercial real estate	\$27,398	\$ 25,156	\$ 1,750	\$ 26,906	\$ 290	\$ 26,964	\$ 279
Residential first mortgages	2,435	1,916	454	2,370	2	2,403	23
Residential rentals	1,424	1,401	-	1,401	-	1,428	16
Construction and land dev.	729	-	729	729	210	729	10
Home equity and second mtg.	309	306	-	306	-	309	2
Commercial loans	3,008	1,889	1,061	2,950	419	2,950	20
Commercial equipment	1,333	1,023	301	1,324	239	1,341	12
Total	\$36,637	\$ 31,691	\$ 4,296	\$ 35,987	\$ 1,161	\$ 36,125	\$ 362

(dollars in thousands)	December 31, 2017		Recorded Investment With Allowance	Total Recorded Investment	Related Allowance	YTD Average Recorded Investment	YTD Interest Income Recognized
	Unpaid Contractual Principal Balance	Recorded Investment With No Allowance					
Commercial real estate	\$33,180	\$ 30,921	\$ 2,008	\$ 32,929	\$ 370	\$ 33,575	\$ 1,379
Residential first mortgages	2,455	1,978	459	2,437	2	2,479	91
Residential rentals	2,389	1,981	395	2,376	18	2,432	111
Construction and land dev.	729	-	729	729	163	729	26
Home equity and second mtg.	317	317	-	317	-	318	12
Commercial loans	3,010	2,783	168	2,951	168	3,048	137
Commercial equipment	1,538	1,048	467	1,515	303	1,578	73
Total	\$43,618	\$ 39,028	\$ 4,226	\$ 43,254	\$ 1,024	\$ 44,159	\$ 1,829

(dollars in thousands)	March 31, 2017		Recorded Investment With Allowance	Total Recorded Investment	Related Allowance	Quarter Average Recorded Investment	Quarter Interest Income Recognized
	Unpaid Contractual Principal Balance	Recorded Investment With No Allowance					
Commercial real estate	\$20,300	\$ 15,543	\$ 4,564	\$ 20,107	\$ 795	\$ 20,213	\$ 225
Residential first mortgages	2,534	2,035	472	2,507	17	2,523	28
Residential rentals	3,320	2,750	570	3,320	71	3,379	30
Construction and land dev.	4,304	2,926	851	3,777	188	3,777	3
Home equity and second mtg.	232	232	-	232	-	233	1
Commercial loans	3,088	2,832	169	3,001	169	3,029	28
Commercial equipment	648	112	500	612	425	633	8
Total	\$34,426	\$ 26,430	\$ 7,126	\$ 33,556	\$ 1,665	\$ 33,787	\$ 323



TDRs, included in the impaired loan schedules above, as of March 31, 2018 and December 31, 2017 were as follows:

(dollars in thousands)	March 31, 2018		December 31, 2017	
	Dollars	Number of Loans	Dollars	Number of Loans
Commercial real estate	\$ 9,175	9	\$ 9,273	9
Residential first mortgages	522	2	527	2
Residential rentals	219	1	221	1
Construction and land development	729	2	729	2
Commercial loans	4	1	4	1
Commercial equipment	34	1	36	1
Total TDRs	\$ 10,683	16	\$ 10,790	16
Less: TDRs included in non-accrual loans	(730 )	(1 )	(769 )	(1 )
Total accrual TDR loans	\$ 9,953	15	\$ 10,021	15

TDRs decreased \$107,000 due to principal paydowns for the three months ended March 31, 2018. There were no TDRs added or disposed of during the three months ended March 31, 2018. The Company had specific reserves of \$448,000 on six TDRs totaling \$2.8 million at March 31, 2018. The Company had specific reserves of \$413,000 on seven TDRs totaling \$3.0 million at December 31, 2017. During the year ended December 31, 2017, TDR disposals, which included payoffs and refinancing decreased by seven loans totaling \$3.9 million, of which \$3.0 million related to the foreclosure of the stalled residential development project mentioned previously. TDR loan principal curtailment was \$385,000 for the year ended December 31, 2017. There were no TDRs added during the year ended December 31, 2017.

**Allowance for Loan Losses**

The following tables detail activity in the allowance for loan losses at and for the three months ended March 31, 2018 and 2017, respectively. An allocation of the allowance to one category of loans does not prevent the Company from using that allowance to absorb losses in a different category.

(dollars in thousands)	March 31, 2018				
	Beginning Balance	Charge-offs	Recoveries	Provisions	Ending Balance
Three Months Ended					
Commercial real estate	\$6,451	\$ (236 )	\$ 2	\$ 447	\$6,664
Residential first mortgages	1,144	(37 )	-	(170 )	937
Residential rentals	512	-	-	(53 )	459
Construction and land development	462	-	-	20	482
Home equity and second mortgages	162	(7 )	9	(46 )	118
Commercial loans	1,013	-	-	32	1,045
Consumer loans	7	(1 )	-	1	7
Commercial equipment	764	(299 )	25	269	759
	\$10,515	\$ (580 )	\$ 36	\$ 500	\$10,471
Purchase Credit Impaired**	\$-	\$ -	\$ -	\$ -	\$-

\*\* There is no allowance for loan loss on the PCI portfolios as of March 31, 2018. A more detailed rollforward schedule will be presented if an allowance is required.

(dollars in thousands)	March 31, 2017				
	Beginning Balance	Charge-offs	Recoveries	Provisions	Ending Balance
Three Months Ended					
Commercial real estate	\$5,212	\$ -	\$ 5	\$ (38 )	\$5,179
Residential first mortgages	1,406	-	-	22	1,428
Residential rentals	362	-	-	(8 )	354
Construction and land development	941	-	-	(50 )	891
Home equity and second mortgages	138	-	-	(62 )	76
Commercial loans	794	-	1	(6 )	789
Consumer loans	3	(2 )	-	4	5
Commercial equipment	1,004	(146 )	11	518	1,387
	\$9,860	\$ (148 )	\$ 17	\$ 380	\$10,109

The following tables detail loan receivable and allowance balances disaggregated on the basis of the Company's impairment methodology at March 31, 2018 and 2017 and December 31, 2017.

(dollars in thousands)	March 31, 2018				December 31, 2017			March 31, 2017	
	Ending balance: individually evaluated for impairment	Ending balance: collectively evaluated for impairment	Purchase Credit Impaired	Total	Ending balance: individually evaluated for impairment	Ending balance: collectively evaluated for impairment	Total	Ending balance: individually evaluated for impairment	Ending balance: collectively evaluated for impairment
Loan Receivables:									
Commercial real estate	\$26,906	\$789,133	\$1,537	\$817,576	\$32,929	\$694,385	\$727,314	\$20,107	\$657,099
Residential first mortgages	2,370	164,020	-	166,390	2,437	167,937	170,374	2,507	176,390
Residential rentals	1,401	125,869	1,756	129,026	2,376	107,852	110,228	3,320	97,571
Construction and land development	729	27,387	110	28,226	729	27,142	27,871	3,777	33,984
Home equity and second mortgages	306	38,707	468	39,481	317	21,034	21,351	232	21,160
Commercial loans	2,950	49,248	-	52,198	2,951	53,466	56,417	3,001	52,090
Consumer loans	1	852	-	853	-	573	573	-	439
Commercial equipment	1,324	44,581	-	45,905	1,515	34,401	35,916	612	41,448
	\$35,987	\$1,239,797	\$3,871	\$1,279,655	\$43,254	\$1,106,790	\$1,150,044	\$33,556	\$1,080,100
Allowance for loan losses:									
Commercial real estate	\$290	\$6,374	\$-	\$6,664	\$370	\$6,081	\$6,451	\$795	\$4,384
Residential first mortgages	2	935	-	937	2	1,142	1,144	17	1,411
Residential rentals	-	459	-	459	18	494	512	71	283
Construction and land development	210	272	-	482	163	299	462	188	703
Home equity and second mortgages	-	118	-	118	-	162	162	-	76
Commercial loans	419	626	-	1,045	168	845	1,013	169	620
Consumer loans	1	6	-	7	-	7	7	-	5
Commercial equipment	239	520	-	759	303	461	764	425	962
	\$1,161	\$9,310	\$-	\$10,471	\$1,024	\$9,491	\$10,515	\$1,665	\$8,444

During the fourth quarter of 2016, the Company expanded its factor scoring categories from three levels to five levels to capture additional movements in qualitative factors used to calculate the general allowance of each portfolio segment. No additional qualitative factors were added to the Company's methodology as part of this change. There were no material changes to the existing allowance for loan losses by portfolio segment or in the aggregate as a result of the change.



**Credit Quality Indicators**

Credit quality indicators as of March 31, 2018 and December 31, 2017 were as follows:

**Credit Risk Profile by Internally Assigned Grade**

(dollars in thousands)	Commercial Real Estate		Construction and Land Dev.		Residential Rentals	
	3/31/2018	12/31/2017	3/31/2018	12/31/2017	3/31/2018	12/31/2017
Unrated	\$ 72,225	\$ 75,581	\$ 1,313	\$ 1,775	\$ 29,882	\$ 28,428
Pass	717,314	619,604	26,074	25,367	96,874	80,279
Special mention	588	-	110	-	1,247	-
Substandard	27,449	32,129	729	729	1,023	1,521
Doubtful	-	-	-	-	-	-
Loss	-	-	-	-	-	-
Total	\$ 817,576	\$ 727,314	\$ 28,226	\$ 27,871	\$ 129,026	\$ 110,228

(dollars in thousands)	Commercial Loans		Commercial Equipment		Total Commercial Portfolios	
	3/31/2018	12/31/2017	3/31/2018	12/31/2017	3/31/2018	12/31/2017
Unrated	\$ 15,032	\$ 14,356	\$ 11,589	\$ 10,856	\$ 130,041	\$ 130,996
Pass	34,228	39,118	33,224	23,581	907,714	787,949
Special mention	-	-	-	-	1,945	-
Substandard	2,938	2,943	1,092	1,479	33,231	38,801
Doubtful	-	-	-	-	-	-
Loss	-	-	-	-	-	-
Total	\$ 52,198	\$ 56,417	\$ 45,905	\$ 35,916	\$ 1,072,931	\$ 957,746

(dollars in thousands)	Non-Commercial Portfolios **		Total All Portfolios	
	3/31/2018	12/31/2017	3/31/2018	12/31/2017
Unrated	\$ 149,642	\$ 152,616	\$ 279,683	\$ 283,612
Pass	55,453	38,081	963,167	826,030
Special mention	88	96	2,033	96
Substandard	1,541	1,505	34,772	40,306
Doubtful	-	-	-	-
Loss	-	-	-	-
Total	\$ 206,724	\$ 192,298	\$ 1,279,655	\$ 1,150,044

\*\* Non commercial portfolios are generally evaluated based on payment activity, but may be risk graded if part if a larger commercial relationship or are credit impaired (e.g., nonaccrual loans, TDRs).

**Credit Risk Profile Based on Payment Activity**

(dollars in thousands)	Residential First Mortgages		Home Equity and Second Mtg.		Consumer Loans	
	3/31/2018	12/31/2017	3/31/2018	12/31/2017	3/31/2018	12/31/2017
Performing	\$ 165,955	\$ 169,896	\$ 39,356	\$ 21,217	\$ 852	\$ 573
Nonperforming	435	478	125	134	1	-
Total	\$ 166,390	\$ 170,374	\$ 39,481	\$ 21,351	\$ 853	\$ 573

A risk grading scale is used to assign grades to commercial relationships, which include commercial real estate, residential rentals, construction and land development, commercial loans and commercial equipment loans. Loans are graded at inception, annually thereafter when financial statements are received and at other times when there is an indication that a credit may have weakened or improved. Only commercial loan relationships with an aggregate exposure to the Bank of \$1,000,000 or greater are subject to being risk rated.

Home equity and second mortgages and consumer loans are evaluated for creditworthiness in underwriting and are monitored based on borrower payment history. Residential first mortgages are evaluated for creditworthiness during credit due diligence before being purchased. Residential first mortgages, home equity and second mortgages and consumer loans are classified as unrated unless they are part of a larger commercial relationship that requires grading or are troubled debt restructures or nonperforming loans with an Other Assets Especially Mentioned (“OAEM”) or higher risk rating due to a delinquent payment history.

Management regularly reviews credit quality indicators as part of its individual loan reviews and on a monthly and quarterly basis. The overall quality of the Bank’s loan portfolio is assessed using the Bank’s risk grading scale, the level and trends of net charge-offs, nonperforming loans and delinquencies, the performance of troubled debt restructured loans and the general economic conditions in the Company’s geographical market. This review process is assisted by frequent internal reporting of loan production, loan quality, concentrations of credit, loan delinquencies and nonperforming and potential problem loans. Credit quality indicators and allowance factors are adjusted based on management’s judgment during the monthly and quarterly review process. Loans subject to risk ratings are graded on a scale of one to ten. The Company considers loans classified substandard, doubtful and loss as classified assets for regulatory and financial reporting.

#### *Ratings 1 thru 6 - Pass*

Ratings 1 thru 6 have asset risks ranging from excellent low risk to adequate. The specific rating assigned considers customer history of earnings, cash flows, liquidity, leverage, capitalization, consistency of debt service coverage, the nature and extent of customer relationship and other relevant specific business factors such as the stability of the industry or market area, changes to management, litigation or unexpected events that could have an impact on risks.

#### *Rating 7 - OAEM (Other Assets Especially Mentioned) – Special Mention*

These credits, while protected by the financial strength of the borrowers, guarantors or collateral, have reduced quality due to economic conditions, less than adequate earnings performance or other factors which require the lending officer to direct more than normal attention to the credit. Financing alternatives may be limited and/or command higher risk interest rates. OAEM loans are the first adversely classified assets on our watch list. These relationships will be reviewed at least quarterly.

*Rating 8 - Substandard*

Substandard assets are assets that are inadequately protected by the sound worth or paying capacity of the borrower or of the collateral pledged. These assets have a well-defined weakness or weaknesses that jeopardize the liquidation of the debt. They are characterized by the possibility that the Bank will sustain some loss if the deficiencies are not corrected. Loss potential, while existing in the aggregate amount of substandard assets, does not have to exist in individual assets classified substandard. The loans may have a delinquent history or combination of weak collateral, weak guarantor strength or operating losses. When a loan is assigned to this category the Bank may estimate a specific reserve in the loan loss allowance analysis. These assets listed may include assets with histories of repossessions or some that are non-performing bankruptcies. These relationships will be reviewed at least quarterly.

*Rating 9 - Doubtful*

Doubtful assets have many of the same characteristics of Substandard with the exception that the Bank has determined that loss is not only possible but is probable and the risk is close to certain that loss will occur. When a loan is assigned to this category the Bank will identify the probable loss and the loan will receive a specific reserve in the loan loss allowance analysis. These relationships will be reviewed at least quarterly.

*Rating 10 – Loss*

Once an asset is identified as a definite loss to the Bank, it will receive the classification of “loss”. There may be some future potential recovery; however, it is more practical to write off the loan at the time of classification. Losses will be taken in the period in which they are determined to be uncollectable.



***Purchased Credit-Impaired Loans and Acquired Loans***

PCI loans had an unpaid principal balance of \$4.5 million and a carrying value of \$3.9 million at March 31, 2018. PCI loans represented .25% of total assets at March 31, 2018. Determining the fair value of the PCI loans at the time of acquisition required the Company to estimate cash flows expected to result from those loans and to discount those cash flows at appropriate rates of interest and taking into account prepayment assumptions. For such loans, the excess of cash flows expected at acquisition over the estimated fair value is recognized as interest income over the remaining lives of the loans and is called accretable yield. The difference between contractually required payments at acquisition and the cash flows expected to be collected at acquisition reflects the impact of estimated credit losses and is called the nonaccretable difference. In accordance with GAAP, there was no carryover of previously established allowance for loan losses from acquisition. In conjunction with the acquisition of County First Bank, the PCI loan portfolio was accounted for at the fair values as follows:

<b>(dollars in thousands)</b>	<b>January 1, 2018</b>
Contractual principal and interest at acquisition	\$ 6,126
Nonaccretable difference	(1,093 )
Expected cash flows at acquisition	5,033
Accretable yield	(517 )
Basis in PCI loans at acquisition - estimated fair value	\$ 4,517

A summary of changes in the accretable yield for PCI loans for the three months ended March 31, 2018 follows:

<b>(dollars in thousands)</b>	<b>Three Months Ended March 31, 2018</b>
Accretable yield, beginning of period	\$ -
Additions	517
Accretion	(58 )
Reclassification from (to) nonaccretable difference	-
Other changes, net	-
Accretable yield, end of period	\$ 459

In terms of accounting designations, compared to December 31, 2017, (i) non-acquired loans, which include certain renewed and/or restructured acquired performing loans that are re-designated as non-acquired, increased \$4.1 million, or 3.6%, to \$1,154.2 million; (ii) acquired performing loans increased \$121.6 million to \$121.6 million; and (iii) purchase credit impaired (“PCI”) loans increased \$3.9 million to \$3.9 million. At March 31, 2018, performing acquired loans, which totaled \$121.6 million, included a \$2.3 million net acquisition accounting fair market value adjustment, representing a 1.87% “mark;” and PCI loans which totaled \$3.9 million, included a \$666,000 adjustment, representing a 14.68% “mark.” During the three months ended March 31, 2018 there was \$321,000 of accretion interest.

The following is a summary of acquired and non-acquired loans as of March 31, 2018 and December 31, 2017:

BY ACQUIRED AND NON-ACQUIRED	March 31, 2018	%	December 31, 2017	%
Acquired loans - performing	\$ 121,615	9.50 %	\$ -	0.00 %
Acquired loans - purchase credit impaired ("PCI")	3,871	0.30 %	-	0.00 %
Total acquired loans	125,486	9.81 %	-	0.00 %
Non-acquired loans**	1,154,169	90.19 %	1,150,044	100.00 %
Gross loans	1,279,655		1,150,044	
Net deferred costs (fees)	1,118	0.09 %	1,086	0.09 %
Total loans, net of deferred costs	\$ 1,280,773		\$ 1,151,130	

\*\* Non-acquired loans include loans transferred from acquired pools following release of acquisition accounting FMV adjustments.

## NOTE 12 – REGULATORY CAPITAL

On April 18, 2016, the Bank's primary regulator became the Federal Deposit Insurance Corporation ("FDIC"), subject to regulation, supervision and regular examination by the Maryland Commissioner of Financial Regulation (the "Commissioner") and the FDIC. The Company is subject to regulation, examination and supervision by the Federal Reserve Board under the Bank Holding Company Act of 1956, as amended (the "BHCA"), and the regulations of the Federal Reserve Board.

On January 1, 2015, the Company and Bank became subject to the new Basel III Capital Rules with full compliance with all of the final rule's requirements phased in over a multi-year schedule, to be fully phased-in by January 1, 2019. In July 2013, the final rules were published (the "Basel III Capital Rules") establishing a new comprehensive capital framework for U.S. banking organizations. The rules implement the Basel Committee's December 2010 framework known as "Basel III" for strengthening international capital standards as well as certain provisions of the Dodd-Frank Act. The Basel III Capital Rules substantially revise the risk-based capital requirements applicable to bank holding companies and depository institutions compared to the previous U.S. risk-based capital rules. The Basel III Capital Rules define the components of capital and address other issues affecting the numerator in banking institutions' regulatory capital ratios. The Basel III Capital Rules also address risk weights and other issues affecting the denominator in banking institutions' regulatory capital ratios and replace the existing risk-weighting approach with a more risk-sensitive approach. The Basel III Capital Rules also implement the requirements of Section 939A of the Dodd-Frank Act to remove references to credit ratings from the federal banking agencies' rules.

The rules include a new common equity Tier 1 capital to risk-weighted assets minimum ratio of 4.5%, raise the minimum ratio of Tier 1 capital to risk-weighted assets from 4.0% to 6.0%, require a minimum ratio ("Min. Ratio") of Total Capital to risk-weighted assets of 8.0%, and require a minimum Tier 1 leverage ratio of 4.0%. A new capital conservation buffer ("CCB") is also established above the regulatory minimum capital requirements. This capital conservation buffer began its phase-in period beginning January 1, 2016 at 0.625% of risk-weighted assets and will increase each subsequent year by an additional 0.625% until reaching its final level of 2.5% on January 1, 2019. Strict eligibility criteria for regulatory capital instruments were also implemented under the final rules. The final rules also revise the definition and calculation of Tier 1 capital, Total Capital, and risk-weighted assets.

As of March 31, 2018 and December 31, 2017, the Company and Bank were well-capitalized under the regulatory framework for prompt corrective action under the Basel III Capital Rules. Management believes, as of March 31, 2018 and December 31, 2017, that the Company and the Bank met all capital adequacy requirements to which they were subject.

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

Regulatory Capital and Ratios (dollars in thousands)	The Company		The Bank	
	March 31, 2018	December 31, 2017	March 31, 2018	December 31, 2017
Common equity	\$145,657	\$ 109,957	\$176,971	\$ 139,046
Goodwill	(10,277 )	-	(10,277 )	-
Core deposit intangible (net of deferred tax liability)	(2,453 )	-	(2,453 )	-
AOCI losses	1,898	1,191	1,898	1,191
Common Equity Tier 1 Capital	134,825	111,148	166,139	140,237
TRUPs	12,000	12,000	-	-
Tier 1 Capital	146,825	123,148	166,139	140,237
Allowable reserve for credit losses and other Tier 2 adjustments	10,522	10,545	10,522	10,545
Subordinated notes	23,000	23,000	-	-
Tier 2 Capital	\$180,347	\$ 156,693	\$176,661	\$ 150,782
Risk-Weighted Assets ("RWA")	\$1,307,480	\$ 1,169,341	\$1,304,376	\$ 1,164,478
Average Assets ("AA")	\$1,570,438	\$ 1,401,741	\$1,567,684	\$ 1,398,001

**2019 Regulatory  
Min. Ratio + CCB <sup>(1)</sup>**

Common Tier 1 Capital to RWA	7.00	%	10.31	%	9.51	%	12.74%	12.04%
Tier 1 Capital to RWA	8.50		11.23		10.53		12.74	12.04
Tier 2 Capital to RWA	10.50		13.79		13.40		13.54	12.95
Tier 1 Capital to AA (Leverage) <sup>(2)</sup>	<i>n/a</i>		9.35		8.79		10.60	10.03

<sup>(1)</sup> These are the fully phased-in ratios as of January 1, 2019 that include the minimum capital ratio ("Min. Ratio") + the capital conservation buffer ("CCB"). The phase-in period is more fully described in the footnote above.

<sup>(2)</sup> Tier 1 Capital to AA (Leverage) has no capital conservation buffer defined. PCA well capitalized is defined as 5.00%.

### NOTE 13 - FAIR VALUE MEASUREMENTS

The Company adopted FASB ASC Topic 820, “*Fair Value Measurements*” and FASB ASC Topic 825, “*The Fair Value Option for Financial Assets and Financial Liabilities*”, which provides a framework for measuring and disclosing fair value under generally accepted accounting principles. FASB ASC Topic 820 requires disclosures about the fair value of assets and liabilities recognized in the balance sheet in periods subsequent to initial recognition, whether the measurements are made on a recurring basis (for example, available for sale investment securities) or on a nonrecurring basis (for example, impaired loans).

FASB ASC Topic 820 defines fair value as the exchange price that would be received for an asset or paid to transfer a liability (an exit price) in the principal or most advantageous market for the asset or liability in an orderly transaction between market participants on the measurement date. FASB ASC Topic 820 also establishes a fair value hierarchy, which requires an entity to maximize the use of observable inputs and minimize the use of unobservable inputs when measuring fair value.

The Company utilizes fair value measurements to record fair value adjustments to certain assets 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 loans held for investment and certain other assets. These nonrecurring fair value adjustments typically involve application of lower of cost or market accounting or write-downs of individual assets.

Under FASB ASC Topic 820, 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 the fair value. These hierarchy levels are:

Level 1 inputs - Unadjusted quoted prices in active markets for identical assets or liabilities that the entity has the ability to access at the measurement date.

Level 2 inputs - Inputs other than quoted prices included in Level 1 that are observable for the asset or liability, either directly or indirectly. These might include quoted prices for similar assets and liabilities in active markets, and inputs other than quoted prices that are observable for the asset or liability, such as interest rates and yield curves that are observable at commonly quoted intervals.

Level 3 inputs - Unobservable inputs for determining the fair values of assets or liabilities that reflect an entity's own assumptions about the assumptions that market participants would use in pricing the assets or liabilities.

Transfers between levels of the fair value hierarchy are recognized on the actual date of the event or circumstances that caused the transfer, which generally coincides with the Company's quarterly valuation process. Transfers in and out of level 3 during a quarter are disclosed. There were no transfers between Level 1, 2 or 3 in the fair value hierarchy during the three months ending March 31, 2018. There was one transfer from Level 2 to Level 3 in the fair value hierarchy for the three months ended March 31, 2017 for premises and equipment held for sale. This asset was sold during the three months ended June 30, 2017. There were no transfers between Level 1, 2 or 3 in the fair value hierarchy for the remaining six months of 2017.

Following is a description of valuation methodologies used for assets and liabilities recorded at fair value:

#### *Securities Available for Sale*

Investment securities available for sale are recorded at fair value on a recurring basis. Standard inputs include 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, prepayment 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, Treasury securities that are traded by dealers or brokers in active over-the-counter markets and money market funds. Level 2 securities include mortgage-backed securities issued by government sponsored entities ("GSEs"), municipal bonds and corporate debt securities. Securities classified as Level 3 include asset-backed securities in less liquid markets.

### ***Loans Receivable***

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 loss 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 are considered impaired. Management estimates the fair value of impaired loans using one of several methods, including the collateral value, market value of similar debt, or discounted cash flows. Impaired loans not requiring a specific allowance represent loans for which the fair value of expected repayments or collateral exceed the recorded investment in such loans. At March 31, 2018 and December 31, 2017, substantially all of the impaired loans were evaluated based upon the fair value of the collateral.

In accordance with FASB ASC 820, impaired loans where an allowance is established based on the fair value of collateral (loans with impairment) require classification in the fair value hierarchy. When the fair value of the collateral is based on an observable market price (e.g., contracted sales price), the Company records the loan as nonrecurring Level 2. When the fair value of the impaired loan is derived from an appraisal, the Company records the loan as nonrecurring Level 3. Fair value is re-assessed at least quarterly or more frequently when circumstances occur that indicate a change in the fair value. The fair values of impaired loans that are not measured based on collateral values are measured using discounted cash flows and considered to be Level 3 inputs.

### ***Premises and Equipment Held For Sale***

Premises and equipment are adjusted to fair value upon transfer of the assets to premises and equipment held for sale. Subsequently, premises and equipment held for sale are carried at the lower of carrying value or fair value. Fair value is based upon independent market prices, appraised value 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 (e.g., contracted sales price), the Company records the asset as nonrecurring Level 2. When the fair value of premises and equipment is derived from an appraisal or a cash flow analysis, the Company records the asset at nonrecurring Level 3.

As of March 31, 2018, the Company had three properties (previously County First branches) held for sale with fair values totaling \$2.3 million that were recorded as non-recurring Level 3 assets at March 31, 2018. There were no premises and equipment held for sale as of December 31, 2017.

### ***Other Real Estate Owned ("OREO")***

OREO is adjusted for fair value upon transfer of the loans to foreclosed assets. Subsequently, OREO is carried at the lower of carrying value or fair value. Fair value is based upon independent market prices, appraised value 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 (e.g., contracted sales price), the Company records the foreclosed asset as nonrecurring Level 2. When the fair value is derived from an appraisal, the Company records the foreclosed asset at nonrecurring Level 3.

**Assets and Liabilities Recorded at Fair Value on a Recurring Basis**

The tables below present the recorded amount of assets as of March 31, 2018 and December 31, 2017 measured at fair value on a recurring basis.

<b>(dollars in thousands)</b> <b>Description of Asset</b>	<b>March 31, 2018</b>			
	<b>Fair Value</b>	<b>Level 1</b>	<b>Level 2</b>	<b>Level 3</b>
Available for sale securities				
Asset-backed securities issued by GSEs and U.S. Agencies				
CMOs	\$47,567	\$ -	\$47,567	\$ -
MBS	6,797	-	6,797	-
U.S. Agency	12,035	-	12,035	-
Other investments	4,625	-	4,625	-
Total available for sale securities	\$71,024	\$ -	\$71,024	\$ -



(dollars in thousands) Description of Asset	December 31, 2017			
	Fair Value	Level 1	Level 2	Level 3
Available for sale securities				
Asset-backed securities issued by GSEs and U.S. Agencies				
CMOs	\$44,137	\$ -	44,137	\$ -
MBS	7,087	-	7,087	-
U.S. Agency	12,517	-	12,517	-
Corporate equity securities	37	-	37	-
Bond mutual funds	4,507	-	4,507	-
Total available for sale securities	\$68,285	\$ -	\$68,285	\$ -

*Assets and Liabilities Measured at Fair Value on a Nonrecurring Basis*

The Company may be required 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 as of March 31, 2018 and December 31, 2017 were included in the tables below.

(dollars in thousands) Description of Asset	March 31, 2018			
	Fair Value	Level 1	Level 2	Level 3
Loans with impairment				
Commercial real estate	\$1,460	\$ -	\$ -	\$1,460
Residential first mortgages	452	-	-	452
Construction and land development	519	-	-	519
Commercial loans	642	-	-	642
Commercial equipment	62	-	-	62
Total loans with impairment	\$3,135	\$ -	\$ -	\$3,135
Premises and equipment held for sale	\$2,341	\$ -	\$ -	\$2,341
Other real estate owned	\$9,352	\$ -	\$ -	\$9,352

(dollars in thousands) Description of Asset	December 31, 2017			
	Fair Value	Level 1	Level 2	Level 3
Loans with impairment				
Commercial real estate	\$1,638	\$ -	\$ -	\$1,638
Residential first mortgages	457	-	-	457
Residential rentals	377	-	-	377
Construction and land development	566	-	-	566
Commercial loans	164	-	-	164
Total loans with impairment	\$3,202	\$ -	\$ -	\$3,202

Other real estate owned	\$9,341	\$ -	\$ -	\$9,341
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Loans with impairment had unpaid principal balances of \$4.3 million and \$4.2 million at March 31, 2018 and December 31, 2017, respectively, and include impaired loans with a specific allowance.

The following tables provide information describing the unobservable inputs used in Level 3 fair value measurements at March 31, 2018 and December 31, 2017.

March 31, 2018

(dollars in thousands)

Description of Asset	Fair Value	Valuation Technique	Unobservable Inputs	Range (Weighted Average)
Loans with impairment	\$ 3,135	Third party appraisals and in-house real estate evaluations of fair value	Management discount for property type and current market conditions	0%-50% (27%)
Premises and equipment held for sale	\$ 2,341	Third party appraisals and in-house real estate evaluations of fair value	Management discount for property type and current market conditions	0%-25% (5%)
Other real estate owned	\$ 9,352	Third party appraisals and in-house real estate evaluations of fair value	Management discount for property type and current market conditions	0%-50% (12%)

December 31, 2017

(dollars in thousands)

Description of Asset	Fair Value	Valuation Technique	Unobservable Inputs	Range (Weighted Average)
Loans with impairment	\$ 3,202	Third party appraisals and in-house real estate evaluations of fair value	Management discount for property type and current market conditions	0%-50% (24%)
Other real estate owned	\$ 9,341	Third party appraisals and in-house real estate evaluations of fair value	Management discount for property type and current market conditions	0%-50% (12%)

#### NOTE 14 - FAIR VALUE OF FINANCIAL INSTRUMENTS

Financial instruments require disclosure of fair value information, whether or not recognized in the consolidated balance sheets, when it is practical to estimate the fair value. A financial instrument is defined as cash, evidence of an ownership interest in an entity or a contractual obligation which requires the exchange of cash. Certain items are specifically excluded from the financial instrument fair value disclosure requirements, including the Company's common stock, OREO, premises and equipment and other assets and liabilities.

The estimated fair value amounts have been determined by the Company using available market information and appropriate valuation methodologies. However, considerable judgment is required to interpret market data to develop the estimates of fair value. Accordingly, the estimates presented herein are not necessarily indicative of the amounts the Company could realize in a current market exchange. The use of different market assumptions and/or estimation methodologies may have a material effect on the estimated fair value amounts. Therefore, any aggregate unrealized gains or losses should not be interpreted as a forecast of future earnings or cash flows. Furthermore, the fair values disclosed should not be interpreted as the aggregate current value of the Company.

### **Valuation Methodology**

During the three months ended March 31, 2018, the Company implemented “*ASU 2016-01 - Financial Instruments - Overall (Subtopic 825-10): Recognition and Measurement of Financial Assets and Financial Liabilities.*” ASU 2016-01 requires public business entities to use the exit price notion when measuring the fair value of financial instruments for disclosure purposes. The other requirements of ASU 2016-01 are described in Note 1. The standard update was adopted prospectively and the December 31, 2017 valuations reflect the methodologies used prior to the adoption of ASU 2016-01. Fair values at March 31, 2018 were measured using an “exit price” notion.

Prior to adopting the amendments included in the standard, the Company measured fair value under an entry price notion. The entry price notion previously applied by the Company used a discounted cash flows technique for loans, time deposits and debt, to calculate the present value of expected future cash flows for financial instruments. See the Company's methodologies disclosed in Note 20 of the Company's 2017 Form 10-K for the fair value methodologies used as of December 31, 2017.

The exit price notion uses a similar approach as the Company's previous methodology for valuations that used discounted cash flows, but also incorporates other factors, such as enhanced credit risk, illiquidity risk and market factors that sometimes exist in exit prices in dislocated markets. The implementation of ASU 2016-01 was most impactful to the Company's loan portfolio because the Company's other financial instruments have one or several other compensating factors (e.g., quoted market prices, lower credit risk, limited liquidity risk, short durations, etc.).

As of March 31, 2018, the technique used by the Company to estimate the exit price of the loan portfolio consisted of similar procedures to those used as of December 31, 2017, but with added emphasis on both illiquidity risk and credit risk not captured by the previously applied entry price notion. This credit risk assumption is intended to approximate the fair value that a market participant would realize in a hypothetical orderly transaction. The Company's loan portfolio is initially fair valued using a segmented approach, using the eight categories as disclosed in Note 11. Loans are considered a Level 3 classification.

The following summarizes the valuation methodologies used as of March 31, 2018:

*Investment securities* - Fair values are based on quoted market prices or dealer quotes. If a quoted market price is not available, fair value is estimated using quoted market prices for similar securities.

*FHLB and FRB stock* – Fair values are at cost, which is the carrying value of the securities.

*Investment in bank owned life insurance ("BOLI")* – Fair values are at cash surrender value.

*Loans receivable* – The fair values for non-impaired loans are estimated using credit loss severity rates derived from market data, discount rates based on recent originations and market data, and prepayment speeds based on market data. The credit mark, discount rate and prepayment assumptions all consider segmentation and product attributes, such as duration and interest rates (e.g., fixed vs. variable interest).

Management estimates the fair value of impaired loans using one of several methods, including the collateral value, market value of similar debt or discounted cash flows. These loans are not valued using the method described for non-impaired loans because management believes the identification of impaired loans and specific allowance, if needed, approximates fair value.

*Loans held for sale* – Fair values are derived from secondary market quotations for similar instruments. There were no loans held for sale at March 31, 2018 and December 31, 2017.

*Deposits* - The fair value of checking accounts, saving accounts and money market accounts were the amount payable on demand at the reporting date.

*Time certificates* - The fair value was determined using the recent issuance rates and market rate analysis on similar products to determine a discount rate.

*FHLB - Long-term debt and short-term borrowings* – The fair value was determined by applying the prepayment penalty and accrued interest payable of the specific borrowings.

*Guaranteed preferred beneficial interest in junior subordinated securities (TRUPs)* - The fair value was determined using the recent issuance rates for trust preferred or similar borrowings to determine a discount rate.

*Subordinated notes* - The fair value was determined using the recent issuance rates for subordinated debt or similar borrowings to determine a discount rate.

*Off-balance sheet instruments* - The Company charges fees for commitments to extend credit. Interest rates on loans for which these commitments are extended are normally committed for periods of less than one month. Fees charged on standby letters of credit and other financial guarantees are deemed to be immaterial and these guarantees are expected to be settled at face amount or expire unused.

The Company's estimated fair values of financial instruments are presented in the following tables.

March 31, 2018		Fair Value Measurements			
Description of Asset (dollars in thousands)	Carrying Amount	Fair Value	Level 1	Level 2	Level 3
<b>Assets</b>					
Investment securities - AFS	\$71,024	\$71,024	\$-	\$71,024	\$-
Investment securities - HTM	98,198	95,774	996	94,778	-
FHLB Stock	5,587	5,587	-	5,587	-
Loans Receivable	1,270,302	1,243,535	-	-	1,243,535
Investment in BOLI	35,619	35,619	-	35,619	-
<b>Liabilities</b>					
Savings, NOW and money market accounts	\$807,460	\$807,460	\$-	\$807,460	\$-
Time deposits	478,476	472,784	-	472,784	-
Long-term debt	45,483	45,725	-	45,725	-
Short term borrowings	51,500	51,692	-	51,692	-
TRUPs	12,000	9,599	-	9,599	-
Subordinated notes	23,000	23,059	-	23,059	-

See the Company's methodologies disclosed in Note 20 of the Company's 2017 Form 10-K for the fair value methodologies used as of December 31, 2017:

December 31, 2017		Fair Value Measurements			
Description of Asset (dollars in thousands)	Carrying Amount	Fair Value	Level 1	Level 2	Level 3
<b>Assets</b>					
Investment securities - AFS	\$68,285	\$68,285	\$-	\$68,285	\$-
Investment securities - HTM	99,246	98,007	1,000	97,007	-
FHLB Stock	7,276	7,276	-	7,276	-
Loans Receivable	1,140,615	1,097,592	-	-	1,097,592
Investment in BOLI	29,398	29,398	-	29,398	-
<b>Liabilities</b>					
Savings, NOW and money market accounts	\$654,632	\$654,632	\$-	\$654,632	\$-
Time deposits	451,605	453,644	-	453,644	-
Long-term debt	55,498	57,421	-	57,421	-
Short term borrowings	87,500	87,208	-	87,208	-
TRUPs	12,000	9,400	-	9,400	-
Subordinated notes	23,000	22,400	-	22,400	-

At March 31, 2018 and December 31, 2017, the Company had outstanding loan commitments and standby letters of credit of \$46.2 million and \$65.6 million, respectively and \$21.3 million and \$17.9 million, respectively. Additionally, at March 31, 2018 and December 31, 2017, customers had \$205.9 million and \$162.2 million, respectively, available and unused on lines of credit, which include lines of credit for commercial customers, home equity loans as well as builder and construction lines. Based on the short-term lives of these instruments, the Company does not believe that the fair value of these instruments differs significantly from their carrying values.

The fair value estimates presented herein are based on pertinent information available to management as of March 31, 2018 and December 31, 2017, respectively. Although management is not aware of any factors that would significantly affect the estimated fair value amounts, such amounts have not been comprehensively revalued for purposes of these financial statements since that date and, therefore, current estimates of fair value may differ significantly from the amount presented herein.



Item 2 - Management's Discussion and Analysis ("MD&A") of Financial Condition and Results of Operations

**FORWARD-LOOKING STATEMENTS**

Certain statements contained in this Report may not be based on historical facts and are "forward-looking statements" within the meaning of Section 27A of the Securities Act of 1933, as amended, and Section 21E of the Securities Exchange Act of 1934, as amended. Forward-looking statements can generally be identified by the fact that they do not relate strictly to historical or current facts. They often include words like "believe," "expect," "anticipate," "estimate" and "intend" or future or conditional verbs such as "will," "would," "should," "could" or "may." Statements in this report that are strictly historical are forward-looking and are based upon current expectations that may differ materially from actual results. These forward-looking statements include, without limitation, those relating to the Company's and Community Bank of the Chesapeake's future growth and management's outlook or expectations for revenue, assets, asset quality, profitability, business prospects, net interest margin, non-interest revenue, allowance for loan losses, the level of credit losses from lending, liquidity levels, capital levels, or other future financial or business performance strategies or expectations, and any statements of the plans and objectives of management for future operations products or services, including the expected benefits from, and/or the execution of integration plans relating to the County First acquisition; plans regarding branch closings or consolidation; any statement of expectation or belief; projections related to certain financial metrics; and any statement of assumptions underlying the foregoing. These forward-looking statements express management's current expectations or forecasts of future events, results and conditions, and by their nature are subject to and involve risks and uncertainties that could cause actual results to differ materially from those anticipated by the statements made herein. Factors that might cause actual results to differ materially from those made in such statements include, but are not limited to: the synergies and other expected financial benefits from County First acquisition may not be realized within the expected time frames; costs or difficulties related to integration matters might be greater than expected; general economic trends; changes in interest rates; loss of deposits and loan demand to other financial institutions; substantial changes in financial markets; changes in real estate value and the real estate market; regulatory changes; the possibility of unforeseen events affecting the industry generally; the uncertainties associated with newly developed or acquired operations; the outcome of litigation that may arise; market disruptions and other effects of terrorist activities; and the matters described in "Item 1A Risk Factors" in the Company's Annual Report on Form 10-K for the Year Ended December 31, 2017, and in its other Reports filed with the Securities and Exchange Commission (the "SEC"). The Company's forward-looking statements may also be subject to other risks and uncertainties, including those that it may discuss elsewhere in this Report or in its filings with the SEC, accessible on the SEC's Web site at [www.sec.gov](http://www.sec.gov). The Company undertakes no obligation to update these forward-looking statements to reflect events or circumstances after the date hereof or to reflect the occurrence of unforeseen events, except as required under the rules and regulations of the SEC.

You are cautioned not to place undue reliance on the forward-looking statements contained in this document in that actual results could differ materially from those indicated in such forward-looking statements, due to a variety of factors. Any forward-looking statement speaks only as of the date of this Report, and we undertake no obligation to update these forward-looking statements to reflect events or circumstances that occur after the date of this Report. Forward-looking statements regarding the transaction are based upon currently available information.

**Critical Accounting Policies**

Critical accounting policies are defined as those that involve significant judgments and uncertainties and could potentially result in materially different results under different assumptions and conditions. The Company considers its determination of the allowance for loan losses, the valuation of foreclosed real estate (OREO) and the valuation of deferred tax assets to be critical accounting policies.

The Company's Consolidated Financial Statements are prepared in accordance with accounting principles generally accepted in the United States of America and the general practices of the United States banking industry. Application of these principles requires management to make estimates, assumptions and judgments that affect the amounts reported in the financial statements and accompanying notes. These estimates, assumptions and judgments are based on information available as of the date of the financial statements. Accordingly, as this information changes, the financial statements could reflect different estimates, assumptions and judgments. Certain policies inherently have a greater reliance on the use of estimates, assumptions and judgments and, as such, have a greater possibility of producing results that could be materially different than originally reported.

Estimates, assumptions and judgments are necessary when assets and liabilities are required to be recorded at fair value, when a decline in the value of an asset not carried on the financial statements at fair value warrants an impairment write-down or valuation reserve to be established or when an asset or liability needs to be recorded contingent upon a future event. Carrying assets and liabilities at fair value inherently results in more financial statement volatility. The fair values and the information used to record valuation adjustments for certain assets and liabilities are based either on quoted market prices or are provided by other third-party sources, when available. When these sources are not available, management makes estimates based upon what it considers to be the best available information.

### *Allowance for Loan Losses*

The allowance for loan losses is an estimate of the losses that exist in the loan portfolio. The allowance is based on two principles of accounting: (1) Financial Accounting Standards Board (“FASB”) Accounting Standards Codification (“ASC”) Topic 450 “Contingencies,” which requires that losses be accrued when they are probable of occurring and are estimable and (2) FASB ASC 310 “Receivables,” which requires that losses be accrued when it is probable that the Company will not collect all principal and interest payments according to the contractual terms of the loan. The loss, if any, is determined by the difference between the loan balance and the value of collateral, the present value of expected future cash flows and values observable in the secondary markets.

The allowance for loan loss balance is an estimate based upon management’s evaluation of the loan portfolio. The allowance includes a specific and a general component. The specific component consists of management’s evaluation of certain classified and non-accrual loans and their underlying collateral. Management assesses the ability of the borrower to repay the loan based upon all information available. Loans are examined to determine a specific allowance based upon the borrower’s payment history, economic conditions specific to the loan or borrower and other factors that would impact the borrower’s ability to repay the loan on its contractual basis. Depending on the assessment of the borrower’s ability to pay and the type, condition and value of collateral, management will establish an allowance amount specific to the loan.

Management uses a risk scale to assign grades to commercial relationships, which include commercial real estate, residential rentals, construction and land development, commercial loans and commercial equipment loans. Commercial loan relationships with an aggregate exposure to the Bank of \$1,000,000 or greater are risk rated. Residential first mortgages, home equity and second mortgages and consumer loans are monitored on an ongoing basis based on borrower payment history. Consumer loans and residential real estate loans are classified as unrated unless they are part of a larger commercial relationship that requires grading or are troubled debt restructures or nonperforming loans with an Other Assets Especially Mentioned or higher risk rating due to a delinquent payment history.

The Company’s commercial loan portfolio is periodically reviewed by regulators and independent consultants engaged by management.

In establishing the general component of the allowance, management analyzes non-impaired loans in the portfolio including changes in the amount and type of loans. This analysis reviews trends by portfolio segment in charge-offs, delinquency, classified loans, loan concentrations and the rate of portfolio segment growth. Qualitative factors also include an assessment of the current regulatory environment, the quality of credit administration and loan portfolio management and national and local economic trends. Based upon this analysis a loss factor is applied to each loan category and the Bank adjusts the loan loss allowance by increasing or decreasing the provision for loan losses.

Management has significant discretion in making the judgments inherent in the determination of the allowance for loan losses, including the valuation of collateral, assessing a borrower's prospects of repayment and in establishing loss factors on the general component of the allowance. Changes in loss factors have a direct impact on the amount of the provision and on net income. Errors in management's assessment of the global factors and their impact on the portfolio could result in the allowance not being adequate to cover losses in the portfolio, and may result in additional provisions. At March 31, 2018 and December 31, 2017, the allowance for loan losses was \$10.5 million and \$10.5 million, respectively, or 0.82% and 0.91%, respectively, of total loans. Allowance for loan loss levels decreased in first quarter of 2018, primarily due to the addition of County First loans, after consummation of the legal merger on January 1, 2018, for which no allowance was provided for in accordance with purchase accounting standards. An increase or decrease in the allowance could result in a charge or credit to income before income taxes that materially impacts earnings.

For additional information regarding the allowance for loan losses, refer to Notes 1 and 6 of the Consolidated Financial Statements as presented in the Company's Form 10-K for the year ended December 31, 2017 and the discussion in this MD&A.

***Other Real Estate Owned (“OREO”)***

The Company maintains a valuation allowance on its other real estate owned. As with the allowance for loan losses, the valuation allowance on OREO is based on FASB ASC 450 “Contingencies,” as well as the accounting guidance on impairment of long-lived assets. These statements require that the Company establish a valuation allowance when it has determined that the carrying amount of a foreclosed asset exceeds its fair value. Fair value of a foreclosed asset is measured by the cash flows expected to be realized from its subsequent disposition. These cash flows include the costs of selling or otherwise disposing of the asset.

In estimating the fair value of OREO, management must make significant assumptions regarding the timing and amount of cash flows. For example, in cases where the real estate acquired is undeveloped land, management must gather the best available evidence regarding the market value of the property, including appraisals, cost estimates of development and broker opinions. Due to the highly subjective nature of this evidence, as well as the limited market, long time periods involved and substantial risks, cash flow estimates are highly subjective and subject to change. Errors regarding any aspect of the costs or proceeds of developing, selling or otherwise disposing of foreclosed real estate could result in the allowance being inadequate to reduce carrying costs to fair value and may require an additional provision for valuation allowances.

For additional information regarding OREO, refer to Notes 1 and 8 of the Consolidated Financial Statements as presented in the Company’s Form 10-K for the year ended December 31, 2017.

***Deferred Tax Assets***

The Company accounts for income taxes in accordance with FASB ASC 740, “Income Taxes,” which requires that deferred tax assets and liabilities be recognized using enacted tax rates for the effect of temporary differences between the book and tax bases of recorded assets and liabilities. FASB ASC 740 requires that deferred tax assets be reduced by a valuation allowance if it is more likely than not that some portion or the entire deferred tax asset will not be realized.

Management periodically evaluates the ability of the Company to realize the value of its deferred tax assets. If management were to determine that it was not more likely than not that the Company would realize the full amount of the deferred tax assets, it would establish a valuation allowance to reduce the carrying value of the deferred tax asset to the amount it believes would be realized. The factors used to assess the likelihood of realization are the Company’s forecast of future taxable income and available tax-planning strategies that could be implemented to realize the net deferred tax assets.

Failure to achieve forecasted taxable income might affect the ultimate realization of the net deferred tax assets. Factors that may affect the Company's ability to achieve sufficient forecasted taxable income include, but are not limited to, the following: increased competition, a decline in net interest margin, a loss of market share, decreased demand for financial services and national and regional economic conditions.

The Company's provision for income taxes and the determination of the resulting deferred tax assets and liabilities involve a significant amount of management judgment and are based on the best information available at the time. The Company operates within federal and state taxing jurisdictions and is subject to audit in these jurisdictions.

For additional information regarding income taxes and deferred tax assets, refer to Notes 1 and 12 in the Consolidated Financial Statements as presented in the Company's Form 10-K for the year ended December 31, 2017.

## **ECONOMY**

The presence of federal government agencies, as well as significant government facilities, and the related private sector support for these entities, has led to faster economic growth in our market and lower unemployment compared to the nation as a whole. In addition, the Bank's entry into the greater Annapolis and Fredericksburg markets has provided the Bank with additional loan and deposit opportunities. These opportunities have positively impacted the Bank's organic growth.

Economic conditions, competition, and the monetary and fiscal policies of the Federal government significantly affect most financial institutions, including the Bank. Lending and deposit activities and fee income generation are influenced by levels of business spending and investment, consumer income, consumer spending and savings, capital market activities, and competition among financial institutions, as well as customer preferences, interest rate conditions and prevailing market rates on competing products in our market areas.

In 2017, the national economy continued to improve throughout the year. The economy (GDP) grew 2.30% in 2017, an increase from 1.50% GDP growth in 2016. Consumer confidence has increased due to positive economic trends such as lower unemployment, increased housing metrics and solid performance in the financial markets. The Mid-Atlantic region in which the Company operates continued to experience continued improved regional economic performance. The presence of several major federal facilities located within the Bank's footprint and in adjoining counties contribute to economic growth. Major federal facilities include the Patuxent River Naval Air Station in St. Mary's County, the Indian Head Division, Naval Surface Warfare Center in Charles County and the Naval Surface Warfare –Naval Support Facility in King George County. In addition, there are several major federal facilities located in adjoining markets including Andrews Air Force Base and Defense Intelligence Agency & Defense Intelligence Analysis Center in Prince Georges County, Maryland and the U.S. Marine Base Quantico, Drug Enforcement Administration Quantico facility and Federal Bureau of Investigation Quantico facility in Prince William County, Virginia. These facilities directly employ thousands of local employees and serve as an important player in the region's overall economic health.

The economic health of the region, while stabilized by the influence of the federal government, is not solely dependent on this sector. Calvert County is home to the Dominion Power Cove Point Liquid Natural Gas Terminal, which is one of the nation's largest liquefied natural gas terminals and Dominion Power is currently constructing liquefaction facilities for exporting liquefied natural gas. Based on information from the U.S. Bureau of Labor Statistics, unemployment rates and household income in the Company's footprint have historically performed better than the national average. According to SNL Financial, the median household income in our market area is \$97,000 compared to \$61,000 for the United States. According to SNL Financial, the Bank's market areas have strong demographics with below average unemployment rates. The Bank's primary market areas have unemployment rates below 3.6% with projected population growth in excess of 4.25% over the next five years.

The greater Fredericksburg area, the Bank's newest area of expansion (2013), continued to experience economic growth. According to the Fredericksburg Regional Alliance, the Fredericksburg Region, including the City of Fredericksburg and the counties of Caroline, King George, Spotsylvania, and Stafford, Virginia, has been the fastest growing region in the Commonwealth of Virginia for the last five years.

For additional information regarding the local economy and its impact on the Company's business refer to the Business Section in the Company's Form 10-K for the year ended December 31, 2017 under the caption "Market Area" (*Part I. Item 1. Business Section – Market Area*).

## **USE OF NON-GAAP FINANCIAL MEASURES**

Statements included in management's discussion and analysis include non-GAAP financial measures and should be read along with the accompanying tables, which provide a reconciliation of non-GAAP financial measures to GAAP financial measures. The Company's management uses these non-GAAP financial measures, and believes that non-GAAP financial measures provide additional useful information that allows readers to evaluate the ongoing

performance of the Company. Non-GAAP financial measures should not be considered as an alternative to any measure of performance or financial condition as promulgated under GAAP, and investors should consider the Company's performance and financial condition as reported under GAAP and all other relevant information when assessing the performance or financial condition of the Company. Non-GAAP financial measures have limitations as analytical tools, and investors should not consider them in isolation or as a substitute for analysis of the results or financial condition as reported under GAAP. See Non-GAAP reconciliation schedules that immediately follow:



**THE COMMUNITY FINANCIAL CORPORATION****RECONCILIATION OF NON-GAAP MEASURES****THREE MONTHS ENDED****Reconciliation of US GAAP Net Income, Earnings Per Share (EPS), Return on Average Assets (ROAA) and Return on Average Common Equity (ROACE) to Non-GAAP Operating Net Income, EPS, ROAA and ROACE**

This 10-Q, including the accompanying financial statement tables, contains financial information determined by methods other than in accordance with generally accepted accounting principles, or GAAP. This financial information includes certain operating performance measures, which exclude merger and acquisition costs and the fourth quarter 2017 income tax expense attributable to the revaluation of deferred tax assets as a result of the reduction in the corporate income tax rate under the recently enacted Tax Cuts and Jobs Act. These expenses are not considered part of recurring operations, such as “operating net income,” “operating earnings per share,” “operating return on average assets,” and “operating return on average common equity.” These non-GAAP measures are included because the Company believes they may provide useful supplemental information for evaluating the underlying performance trends of the Company.

(dollars in thousands, except per share amounts)	(Unaudited) March 31, 2018	(Unaudited) March 31, 2017		
Net (loss) income (as reported)	\$ 1,222	\$ 2,342		
Impact of Tax Cuts and Jobs Act	-	-		
Merger and acquisition costs (net of tax)	2,135	10		
Non-GAAP operating net income	\$ 3,357	\$ 2,352		
Income before income taxes (as reported)	\$ 1,755	\$ 3,790		
Merger and acquisition costs ("M&A")	2,868	17		
Adjusted pretax income	4,623	3,807		
Income tax expense	1,266	1,455		
Non-GAAP operating net income	\$ 3,357	\$ 2,352		
GAAP diluted earnings per share ("EPS")	\$ 0.22	\$ 0.51		
Non-GAAP operating diluted EPS before M&A	\$ 0.61	\$ 0.51		
GAAP return on average assets ("ROAA')	0.31	%	0.70	%
Non-GAAP operating ROAA before M&A	0.85	%	0.70	%
GAAP return on average common equity ("ROACE")	3.33	%	8.78	%

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Non-GAAP operating ROACE before M&A	9.15	%	8.81	%
Net income (as reported)	\$ 1,222		\$ 2,342	
Weighted average common shares outstanding	5,547,715		4,630,398	
Average assets	\$ 1,581,538		\$ 1,337,814	
Average equity	146,712		106,741	

**THE COMMUNITY FINANCIAL CORPORATION****RECONCILIATION OF NON-GAAP MEASURES****Reconciliation of US GAAP total assets, common equity, common equity to assets and book value to Non-GAAP tangible assets, tangible common equity, tangible common equity to tangible assets and tangible book value.**

This 10-Q, including the accompanying financial statement tables, contains financial information determined by methods other than in accordance with generally accepted accounting principles, or GAAP. This financial information includes certain performance measures, which exclude intangible assets. These non-GAAP measures are included because the Company believes they may provide useful supplemental information for evaluating the underlying performance trends of the Company.

(dollars in thousands, except per share amounts)	(Unaudited) March 31, 2018	(Unaudited) December 31, 2017		
Total assets	\$ 1,576,996	\$ 1,405,961		
Less: intangible assets				
Goodwill	10,277	-		
Core deposit intangible	3,385	-		
Total intangible assets	13,662	-		
Tangible assets	\$ 1,563,334	\$ 1,405,961		
Total common equity	\$ 145,657	\$ 109,957		
Less: intangible assets	13,662	-		
Tangible common equity	\$ 131,995	\$ 109,957		
Common shares outstanding at end of period	5,573,841	4,649,658		
GAAP common equity to assets	9.24	%	7.82	%
Non-GAAP tangible common equity to tangible assets	8.44	%	7.82	%
GAAP common book value per share	\$ 26.13	\$ 23.65		
Non-GAAP tangible common book value per share	\$ 23.68	\$ 23.65		

**Selected Financial Information and Ratios**

	Three Months Ended (Unaudited)			
	March 31, 2018		March 31, 2017	
<b>KEY OPERATING RATIOS</b>				
Return on average assets	0.31	%	0.70	%
Return on average common equity	3.33		8.78	
Average total equity to average total assets	9.28		7.98	
Interest rate spread	3.36		3.29	
Net interest margin	3.54		3.40	
Cost of funds	0.84		0.74	
Cost of deposits	0.62		0.48	
Cost of debt	2.59		2.24	
Efficiency ratio	83.80		63.89	
Non-interest expense to average assets	2.95		2.21	
Net operating expense to average assets	2.69		1.94	
Avg. int-earning assets to avg. int-bearing liabilities	121.10		116.29	
Net charge-offs to average loans	0.17		0.05	
<b>COMMON SHARE DATA</b>				
Basic net income per common share	\$ 0.22		\$ 0.51	
Diluted net income per common share	0.22		0.51	
Cash dividends paid per common share	0.10		0.10	
Weighted average common shares outstanding:				
Basic	5,547,715		4,628,357	
Diluted	5,547,715		4,630,398	

## Selected Financial Information and Ratios (continued)

(dollars in thousands, except per share amounts)	(Unaudited) March 31, 2018	December 31, 2017	\$ Change	% Change
<b>ASSET QUALITY</b>				
Total assets	\$ 1,576,996	\$ 1,405,961	\$ 171,035	12.2
Gross loans	1,279,655	1,150,044	129,611	11.3
Classified Assets	44,736	50,298	(5,562 )	(11.1 )
Allowance for loan losses	10,471	10,515	(44 )	(0.4 )
Past due loans - 31 to 89 days	5,231	9,227	(3,996 )	(43.3 )
Past due loans >=90 days	6,281	2,483	3,798	153.0
Total past due (delinquency) loans	11,512	11,710	(198 )	(1.7 )
Non-accrual loans <sup>(a)</sup>	8,439	4,693	3,746	79.8
Accruing troubled debt restructures (TDRs) <sup>(b)</sup>	9,953	10,021	(68 )	(0.7 )
Other real estate owned (OREO)	9,352	9,341	11	0.1
Non-accrual loans, OREO and TDRs	\$ 27,744	\$ 24,055	\$ 3,689	15.3
<b>ASSET QUALITY RATIOS</b>				
Classified assets to total assets	2.84	% 3.58	%	
Classified assets to risk-based capital	24.81	32.10		
Allowance for loan losses to total loans	0.82	0.91		
Allowance for loan losses to non-accrual loans	124.08	224.06		
Past due loans - 31 to 89 days to total loans	0.41	0.80		
Past due loans >=90 days to total loans	0.49	0.22		
Total past due (delinquency) to total loans	0.90	1.02		
Non-accrual loans to total loans	0.66	0.41		
Non-accrual loans and TDRs to total loans	1.44	1.28		
Non-accrual loans and OREO to total assets	1.13	1.00		
Non-accrual loans, OREO and TDRs to total assets	1.76	1.71		

**Selected Financial Information and Ratios (continued)**

<b>(dollars in thousands, except per share amounts)</b>	<b>(Unaudited)</b>		
	<b>March 31, 2018</b>	<b>December 31, 2017</b>	
<b>COMMON SHARE DATA</b>			
Book value per common share	\$ 26.13	\$ 23.65	
Tangible book value per common share**	23.68	***	
Common shares outstanding at end of period	5,573,841	4,649,658	
<b>OTHER DATA</b>			
Full-time equivalent employees	200	165	
Branches <sup>(c)</sup>	16	11	
Loan Production Offices	5	5	
<b>CAPITAL RATIOS</b>			
Tier 1 capital to average assets	9.35	% 8.79	%
Tier 1 common capital to risk-weighted assets	10.31	9.51	
Tier 1 capital to risk-weighted assets	11.23	10.53	
Total risk-based capital to risk-weighted assets	13.80	13.40	
Common equity to assets	9.24	% 7.82	%
Tangible common equity to tangible assets **	8.44	% ***	

\*\* Non-GAAP financial measure. See reconciliation of GAAP and NON-GAAP measures.

\*\*\* The Company had no intangible assets before January 1, 2018.

<sup>(a)</sup> Non-accrual loans include all loans that are 90 days or more delinquent and loans that are non-accrual due to the operating results or cash flows of a customer. Non-accrual loans can include loans that are current with all loan payments.

<sup>(b)</sup> At March 31, 2018 and December 31, 2017, the Bank had total TDRs of \$9.9 million and \$10.8 million, respectively, with \$730,000 and \$769,000, respectively, in non-accrual status. These loans are classified as non-accrual loans for the calculation of financial ratios.

<sup>(c)</sup> The Company plans to close four of the five acquired branches in May 2018.

## **OVERVIEW**

Community Bank of the Chesapeake (the “Bank”) is headquartered in Southern Maryland with branches located in Maryland and Virginia. The Bank is a wholly owned subsidiary of The Community Financial Corporation (the “Company”).

The Company’s branches are located at its main office in Waldorf, Maryland, and 11 branch offices in Waldorf, Bryans Road, Dunkirk, Leonardtown, La Plata, Charlotte Hall, Prince Frederick, Lusby, California, Maryland; and Fredericksburg, Virginia. The Company maintains five loan production offices (“LPOs”) in Annapolis, La Plata, Prince Frederick and Leonardtown, Maryland; and Fredericksburg, Virginia. The Leonardtown LPO is co-located with the branch.

The Bank has increased assets primarily with organic loan growth until its first acquisition of County First in January 2018. The Bank believes that its ability to offer fast, flexible, local decision-making will continue to attract significant new business relationships. The Bank focuses its business generation efforts on targeting small and medium sized commercial businesses with revenues between \$5.0 million and \$35.0 million as well as local municipal agencies and not-for-profits. Our business model is customer-focused, utilizing relationship teams to provide customers with specific banker contacts and a support team to address product and service demands. Our structure provides a consistent and superior level of professional service. As a community bank this is what gives us the competitive advantage. We consider excelling at customer service to be a critical part of our culture. The Bank’s marketing is also directed towards increasing its balances of transactional deposit accounts, which are all deposit accounts other than certificates of deposit. The Bank believes that increases in these account types will lessen the Bank’s dependence on higher-cost funding, such as certificates of deposit and borrowings. Although management believes that this strategy will increase financial performance over time, increasing the balances of certain products, such as commercial lending and transaction accounts, may also increase the Bank’s noninterest expense. The Bank recognizes that certain lending and deposit products increase the possibility of losses from credit and other risks.

The Company’s income is primarily earned from interest received on our loans and investments. Our primary source of funds for making these loans and investments is our deposits, on which we pay interest. Consequently, one of the key measures of our success is our amount of net interest income, or the difference between the income on our interest-earning assets, such as loans and investments, and the expense on our interest-bearing liabilities, such as deposits and borrowings. Another key measure is the spread between the yield we earn on these interest-earning assets and the rate we pay on our interest-bearing liabilities, which is called our net interest spread. In addition to earning interest on our loans and investments, we earn income through fees and other charges to our clients.

On January 1, 2018, the Company completed its previously announced merger of County First Bank (“County First”) with and into the Bank, with the Bank as the surviving bank (the “Merger”) pursuant to the Agreement and Plan of Merger, dated as of July 31, 2017, by and among the Company, the Bank and County First. Pursuant to the Merger Agreement, at the effective time of the Merger (the “Effective Time”), each share of common stock, par value \$1.00 per

share, of County First issued and outstanding immediately prior to the Effective Time was converted into the right to receive 0.9543 shares of Company common stock and \$2.20 in cash (the “Merger Consideration”). The \$2.20 in cash represents the sum of (i) \$1.00 in cash consideration (the “Cash Consideration”) plus (ii) \$1.20 in Contingent Cash Consideration that was determined before the completion of the Merger in accordance with the terms of the Merger Agreement. The aggregate merger consideration consisted of 918,526 shares of the Company’s common stock and \$2.1 million in cash. Based upon the \$38.78 per share price of the Company’s common stock, the transaction value was \$37.7 million.

The County First Bank acquisition is being accounted for under the acquisition method of accounting with the Company treated as the acquirer. Under the acquisition method of accounting, the assets and liabilities of County First Bank, as of January 1, 2018, will be recorded by the Company at their respective fair values, and the excess of the merger consideration over the fair value of County First Bank's net assets will be allocated to goodwill. At December 31, 2017, County First had total assets of \$226.7 million, total net loans of \$142.4 million and total deposits of \$199.2. County First had five branch offices in La Plata, Waldorf, New Market, Prince Frederick and California, Maryland. The Bank intends to keep the La Plata branch open and consolidate the remaining four branches with legacy Community Bank of the Chesapeake branch offices in May of 2018. See *NOTE 2 – BUSINESS COMBINATION AND GOODWILL* in this 10-Q for additional information.

<sup>1</sup> As of March 31, 2018, the Company had 16 branches, including the main office in Waldorf. This number included five County First Bank branches. The Company plans to close four County First branches in May 2018. The County First La Plata branch will remain open.



### 2017 Operations Summary

Net income for year ended December 31, 2017 was \$7.2 million or \$1.56 per diluted share after the inclusion of the additional tax expense under the recently enacted Tax Cuts and Jobs Act and the expenses associated with the acquisition of County First Bank. The additional income tax and merger and acquisition costs of \$724,000, net of tax, resulted in a reduction of earnings per share of approximately \$0.75 per share for 2017. Net income for the year ended December 31, 2016 was \$7.3 million or \$1.59 per diluted share.

Income before taxes (pretax income) increased \$619,000 or 18.3% to \$4.0 million for the three months ended December 31, 2017 compared to \$3.4 million for the three months ended December 31, 2016. The Company's pretax returns on average assets and common stockholders' equity for the fourth quarter of 2017 were 1.14% and 14.15%, respectively, compared to 1.04% and 12.84%, respectively, for the fourth quarter of 2016. The Company's after-tax returns on average assets and common stockholders' equity for the fourth quarter of 2017 were (0.13%) and (1.62%), respectively, compared to 0.62% and 7.68%, respectively, for the fourth quarter of 2016. Pretax income increased \$4.6 million or 39.3% to \$16.3 million for the year ended December 31, 2017 compared to \$11.7 million for the year ended December 31, 2016. The Company's pretax returns on average assets and common stockholders' equity for 2017 were 1.19% and 14.88%, respectively, compared to 0.96% and 11.36%, respectively, for 2016. The Company's after-tax returns on average assets and common stockholders' equity for 2017 were 0.52% and 6.55%, respectively, compared to 0.60% and 7.09%, respectively, for 2016.

Although the increased tax expense related to the deferred tax revaluation and merger and acquisition costs decreased net income, earnings per share and returns on average assets and common equity for the year, management believes the reduced federal income tax rate and the efficiencies from the County First acquisition will be accretive in 2018. The Company completed a very strong 2017 with operating net income growing at a record pace for the Company. Operating earnings per share increased to \$2.31 per share, an increase of \$0.72 or 45% from \$1.59 per share in 2016. Operating return on average assets and operating return on average common equity increased to 0.78% and 9.70%, respectively, compared to 0.60% and 7.09% in 2016.

We accomplished the increased profitability primarily by controlling expense growth and improving asset quality. The Company's efficiency ratio averaged in the low 60s for the year ended December 31, 2017. The Company's cost control efforts and continued asset growth continued to create operating leverage in 2017.

Average loans increased \$125.5 million or 12.7% from \$988.3 million for the year ended December 31, 2016 to \$1,113.8 million for the year ended December 31, 2017. Overall, end of period loan growth for 2017 of \$61.1 million or 5.6% was lower than the Company's planned 8% to 9% growth. The Company's two largest portfolios, commercial real estate and residential rentals grew \$60.2 million or 9.0% to \$727.3 million and \$8.3 million or 8.2% to \$110.2 million, respectively, for the year ended December 31, 2017. Other portfolios decreased a net of \$7.5 million or 2.3% to \$312.5 million. The decrease in other portfolios included a \$630,000 decrease in the residential first mortgage portfolio to \$170.4 million and a \$9.1 million decrease in the construction and land development to \$27.9 million.

During 2017, management directed its focus to higher yielding commercial real estate and construction loans and deemphasized residential first mortgage lending.

Deposits increased by 6.5%, or \$67.4 million, to \$1,106.2 million at December 31, 2017 compared to \$1,038.8 million at December 31, 2016. During 2017, balance sheet growth was balanced, with deposit growth of \$67.4 million slightly exceeding loan growth of \$61.1 million. Retail deposits, which include all deposits except traditional brokered deposits, increased a total of \$79.4 million, comprised of increases in transaction accounts of \$48.6 million and time deposits of \$30.8 million. These retail increases to deposits were partially offset by a decrease to brokered deposits of \$12.0 million.

#### 2018 First Quarter Operations Summary

At March 31, 2018, we had total assets of \$1.6 billion, a 12.2% increase from total assets of \$1.4 billion at December 31, 2017. The largest components of our total assets are loans, cash and cash equivalents, securities and bank owned life insurance (“BOLI”) which were \$1.3 billion, \$34.5 million, \$169.2 million and \$35.6 million, respectively, at March 31, 2018. Comparatively, our loans, cash and cash equivalents and securities totaled \$1.1 billion, \$15.4 million, \$167.5 million and \$29.4 million, respectively, at December 31, 2017. Our liabilities and stockholders’ equity at March 31, 2018 totaled \$1.4 billion and \$145.7 million, respectively, compared to liabilities of \$1.3 billion and stockholders’ equity of \$110.0 million at December 31, 2017. The principal component of our liabilities is deposits which were \$1.3 billion and \$1.1 billion at March 31, 2018 and December 31, 2017, respectively.

The Company reported net income of \$1.2 million, or \$0.22 per share, for the three months ended March 31, 2018 compared to net income of \$2.3 million, or \$0.51 per share, for the three months ended March 31, 2017. The Company reported a net loss of \$459,000, or (\$0.10) per share for the three months ended December 31, 2017. The decrease in net income from the first and fourth quarters of 2017, resulted primarily from \$2.9 million in merger-related costs incurred in the first quarter of 2018. Merger and acquisition costs for the three months ended March 2018, included \$1.3 million of termination costs of County First's core processing contract as well as investment banking, legal fees and the costs of employee agreements and severance for terminations that occurred as of the end of the quarter. The increase in noninterest expense was partially offset by an increase in net interest income realized from the integrated operations of County First associated with the January 1, 2018 acquisition and from a lower effective tax rate as a result of the passage of the Tax Cut and Jobs Act Of 2017 in December 2017.

Return on average assets and earnings per share improved to 0.31% and \$0.22 in the first quarter of 2018 compared (0.13%) and \$(0.10) in the fourth quarter of 2017 and declined from 0.70% and \$0.51 in the first quarter of 2017. Operating return on average assets and operating earnings per share improved to 0.85% and \$0.61 in the first quarter of 2018 from 0.72% and \$0.54 in the fourth quarter and 0.70% and \$0.51 in the first quarter of 2017. The improvement in core earnings compared to the prior quarter and the same quarter in 2017, was the result of increased net interest income and net interest margin, while continuing management's focus on expense control. Net interest margin increased 25 basis points to 3.54% in the first quarter of 2018 compared to 3.29% in the fourth quarter of 2017. Net interest margin increased 14 basis points to 3.54% in the first quarter of 2018 compared to 3.40% in the first quarter of 2017. Net interest margin increased due to the acquisition of low cost transaction deposits and higher yielding loans from County First, the continued trend of higher loan yields on repricing loans and new loans, and the pay down of wholesale funding during the first quarter of 2018. The accretion of the purchase accounting fair value mark was \$321,000, representing approximately 10 basis points of the net interest margin expansion in the first quarter of 2018. Wholesale funding, which includes traditional brokered deposits and FHLB advances, decreased \$64.7 million from \$261.9 million (18.7% of assets) at December 31, 2017 to \$197.2 million (12.5% of assets) at March 31, 2018.

Noninterest expense of \$11.7 million for the three months ended March 31, 2018 increased \$4.3 million and \$4.0 million, respectively, compared to \$7.4 million and \$7.7 million for the three months ended March 31, 2017 and the prior quarter, primarily due to the County First acquisition. Merger and acquisition costs of \$2.9 million were recorded in the first quarter of 2018 as well as additional costs related to supporting five operating County First branches. The Company will continue to carry additional noninterest expense in the second and third quarters of 2018 until the four branch closures are complete and duplicate vendors and processes are discontinued. Noninterest expense of \$8.8 million in the first quarter of 2018, excluding merger and acquisition costs reflected management's expected expense run rate of between \$8.9 and \$9.1 million for the first two quarters of 2018.

## **COMPARISON OF RESULTS OF OPERATIONS FOR THE THREE MONTHS ENDED MARCH 31, 2018 AND 2017**

### *Earnings Summary*

The Company reported net income of \$1.2 million, or \$0.22 per share, for the three months ended March 31, 2018 compared to net income of \$2.3 million, or \$0.51 per share, for the three months ended March 31, 2017. The decrease in net income resulted primarily from \$2.9 million in merger-related costs, which included \$1.3 million of termination costs of County First's core processing contract as well as investment banking, legal fees and the costs of employee agreements and severance for terminations that occurred as of the end of the quarter. The Company will continue to carry additional noninterest expense in the second and third quarters of 2018, until the four branch closures are complete and duplicate vendors and processes are discontinued. The increase in noninterest expense was partially offset by an increase in net interest income realized from the integrated operations of County First associated with the January 1, 2018 acquisition and from a lower effective tax rate. The lower effective tax rate was the result of the reduction in the corporate income tax rate under the December 2017 enactment of the Tax Cuts and Jobs Act. The Company's return on average assets ("ROAA") and return on average common equity ("ROACE") were 0.31% and 3.33% for the first quarter of 2018 compared to 0.70% and 8.78% for the first quarter of 2017.

The Company reported operating net income, which excludes merger-related expenses, of \$3.4 million, or \$0.61 per share, three months ended March 31, 2018. This compares to operating net income of \$2.3 million, or \$0.51 per share for the three months ended March 31, 2017. Operating net income reflects higher net interest income and higher noninterest income partially offset by higher noninterest expense, much of which is associated with the acquisition of County First. The Company's operating ROAA and ROACE were 0.85% and 9.15% for the first quarter of 2018 compared to 0.70% and 8.81% for the first quarter of 2017.

### *Net Interest Income*

The primary component of the Company's net income is its net interest income, which is the difference between income earned on assets and interest paid on the deposits and borrowings used to fund them. Net interest income is affected by the difference between the yields earned on the Company's interest-earning assets and the rates paid on interest-bearing liabilities, as well as the relative amounts of such assets and liabilities. Net interest income, divided by average interest-earning assets, represents the Company's net interest margin.

Net interest income totaled \$12.9 million for the three months ended March 31, 2018, which represents a \$2.2 million, or 20.8%, increase from \$10.7 million for the three months ended March 31, 2017. Average total earning assets increased \$202.4 million, or 16.1%, for the three months ended March 31, 2018 to \$1,456.9 million compared to \$1,254.5 million for the three months ended March 31, 2017. The increase in average total earning assets for the three months ended March 31, 2018 from the comparable quarter in 2017, resulted primarily from a \$191.0 million, or 17.6%, increase in average loans as a result of organic growth and the acquisition of County First and a \$11.4 million, or 6.6%, increase in average investments. Interest income increased \$3.0 million for the three months ended March 31, 2018 compared to the first quarter of 2017. The increase in interest income resulted from larger average balances of interest-earning assets contributing \$2.3 million and higher interest yields accounting for \$690,000.

Average total interest-bearing liabilities increased \$124.3 million, or 11.5%, for the three months ended March 31, 2018 to \$1,203.1 million compared to \$1,078.8 million for the three months ended March 31, 2017. During the same timeframe, average noninterest-bearing demand deposits increased \$77.5 million, or 54.5%, to \$219.7 million compared to \$142.2 million. Interest expense increased \$755,000 for the three months ended March 31, 2018 compared to the first quarter of 2017. The increase in interest expense resulted from larger average balances of interest-bearing liabilities contributing \$113,000 and higher interest rates accounting for \$642,000.

Net interest margin of 3.54% was 14 basis points higher than the 3.40% for the three months ended March 31, 2017. The increase in net interest margin from the first quarter of 2017 resulted primarily from a 21 basis point increase in yield on loans, due primarily to higher contractual interest rates on new and repricing loans, the recognition of the acquired performing fair value mark related to County First and the addition of higher yielding loans from the County First acquisition. There was \$321,000 of accretion interest in the first quarter of 2018. These increases were partially offset by a decrease in margin due to a 17 basis point increase in the cost of interest-bearing liabilities. The Company's cost of funds increased 10 basis points from 0.74% for the three months ended March 31, 2017 to 0.84% for the three months ended March 31, 2018.

During first quarter of 2018, the County First acquisition of and the management of funding more than offset increased rates on deposit accounts and wholesale funding due to the Federal Reserve's actions to raise short-term interest rates. Additionally, net interest margin was positively impacted by the acquisition of County First's lower cost transaction deposit accounts and the pay down of wholesale funding with County First cash and the sale of securities in January 2018. The Company's net interest margin increased 25 basis points to 3.54% in the first quarter of 2018

compared to 3.29% in the fourth quarter of 2017.

The following table shows the components of net interest income and the dollar and percentage changes for the periods presented.

<b>(dollars in thousands )</b>	<b>Three Months Ended March</b>				
	<b>31, 2018</b>	<b>2017</b>	<b>\$ Change</b>	<b>% Change</b>	
Interest and Dividend Income					
Loans, including fees	\$ 14,726	\$ 11,970	\$ 2,756	23.0	%
Taxable interest and dividends on investment securities	1,095	946	149	15.8	%
Interest on deposits with banks	72	6	66	1100.0	%
Total Interest and Dividend Income	15,893	12,922	2,971	23.0	%
Interest Expenses					
Deposits	1,956	1,269	687	54.1	%
Short-term borrowings	283	147	136	92.5	%
Long-term debt	764	832	(68 )	(8.2	%)
Total Interest Expenses	3,003	2,248	755	33.6	%
Net Interest Income (NII)	\$ 12,890	\$ 10,674	\$ 2,216	20.8	%

The following table presents information on average balances and rates for deposits.

<b>(dollars in thousands)</b>	<b>For the Three Months Ended March 31,</b>				
	<b>2018</b>	<b>2017</b>		<b>2017</b>	
	<b>Average Balance</b>	<b>Average Rate</b>		<b>Average Balance</b>	<b>Average Rate</b>
Savings	\$ 74,944	0.06	%	\$ 51,419	0.05 %
Interest-bearing demand and money market accounts	496,995	0.44	%	412,077	