

Board of Governors of the Federal Reserve System



# Annual Report of Holding Companies—FR Y-6

## Report at the close of business as of the end of fiscal year

This Report is required by law: Section 5(c)(1)(A) of the Bank Holding Company Act (12 U.S.C. § 1844(c)(1)(A)); sections 8(a) and 13(a) of the International Banking Act (12 U.S.C. §§ 3106(a) and 3108(a)); sections 11(a)(1), 25, and 25A of the Federal Reserve Act (12 U.S.C. §§ 248(a)(1), 602, and 611a); and sections 113, 165, 312, 618, and 809 of the Dodd-Frank Act (12 U.S.C. §§ 5361, 5365, 5412, 1850a(c)(1), and 5468(b)(1)). Return to the appropriate Federal Reserve Bank the original and the number of copies specified.

This report form is to be filed by all top-tier bank holding companies, top-tier savings and loan holding companies, and U.S. intermediate holding companies organized under U.S. law, and by any foreign banking organization that does not meet the requirements of and is not treated as a qualifying foreign banking organization under Section 211.23 of Regulation K (12 C.F.R. § 211.23). (See page one of the general instructions for more detail of who must file.) The Federal Reserve may not conduct or sponsor, and an organization (or a person) is not required to respond to, an information collection unless it displays a currently valid OMB control number.

NOTE: The *Annual Report of Holding Companies* must be signed by one director of the top-tier holding company. This individual should also be a senior official of the top-tier holding company. In the event that the top-tier holding company does not have an individual who is a senior official and is also a director, the chairman of the board must sign the report. If the holding company is an ESOP/ESOT formed as a corporation or is an LLC, see the General Instructions for the authorized individual who must sign the report.

Date of Report (top-tier holding company's fiscal year-end):

**December 31, 2020**

Month / Day / Year

None

Reporter's Legal Entity Identifier (LEI) (20-Character LEI Code)

Reporter's Name, Street, and Mailing Address

I, Tom Hutchinson

Name of the Holding Company Director and Official

Chairman of the Board

Title of the Holding Company Director and Official

attest that the *Annual Report of Holding Companies* (including the supporting attachments) for this report date has been prepared in conformance with the instructions issued by the Federal Reserve System and are true and correct to the best of my knowledge and belief.

**Amador Bancshares, Inc**

Legal Title of Holding Company

P.O. Box 2108

(Mailing Address of the Holding Company) Street / P.O. Box

Las Cruces NM 88004

City State Zip Code

505 S. Main, Las Cruces, NM 88001

Physical Location (if different from mailing address)

With respect to information regarding individuals contained in this report, the Reporter certifies that it has the authority to provide this information to the Federal Reserve. The Reporter also certifies that it has the authority, on behalf of each individual, to consent or object to public release of information regarding that individual. The Federal Reserve may assume, in the absence of a request for confidential treatment submitted in accordance with the Board's "Rules Regarding Availability of Information," 12 C.F.R. Part 261, that the Reporter and individual consent to public release of all details in the report concerning that individual.

Person to whom questions about this report should be directed:

Ruth Christopher CFO/EVP

Name Title

575-647-4114

Area Code / Phone Number / Extension

575-647-4181

Area Code / FAX Number

rchris@citizenslc.com

E-mail Address

None

Address (URL) for the Holding Company's web page

Signature of Holding Company Director and Official

*Thomas Hutchinson*

25 mm 21

Date of Signature

For holding companies not registered with the SEC—Indicate status of Annual Report to Shareholders:

- is included with the FR Y-6 report
- will be sent under separate cover
- is not prepared

For Federal Reserve Bank Use Only

RSSD ID \_\_\_\_\_

C.I. \_\_\_\_\_

Is confidential treatment requested for any portion of this report submission? =No =Yes 1

In accordance with the General Instructions for this report (check only one),

- 1. a letter justifying this request is being provided along with the report.
- 2. a letter justifying this request has been provided separately ...

NOTE: Information for which confidential treatment is being requested must be provided separately and labeled as "confidential."

## For Use By Tiered Holding Companies

Top-tiered holding companies must list the names, mailing address, and physical locations of each of their subsidiary holding companies below.

<hr/> <p>Legal Title of Subsidiary Holding Company</p> <hr/> <p>(Mailing Address of the Subsidiary Holding Company) Street / P.O. Box</p> <hr/> <p>City State Zip Code</p> <hr/> <p>Physical Location (if different from mailing address)</p>	<hr/> <p>Legal Title of Subsidiary Holding Company</p> <hr/> <p>(Mailing Address of the Subsidiary Holding Company) Street / P.O. Box</p> <hr/> <p>City State Zip Code</p> <hr/> <p>Physical Location (if different from mailing address)</p>
<hr/> <p>Legal Title of Subsidiary Holding Company</p> <hr/> <p>(Mailing Address of the Subsidiary Holding Company) Street / P.O. Box</p> <hr/> <p>City State Zip Code</p> <hr/> <p>Physical Location (if different from mailing address)</p>	<hr/> <p>Legal Title of Subsidiary Holding Company</p> <hr/> <p>(Mailing Address of the Subsidiary Holding Company) Street / P.O. Box</p> <hr/> <p>City State Zip Code</p> <hr/> <p>Physical Location (if different from mailing address)</p>
<hr/> <p>Legal Title of Subsidiary Holding Company</p> <hr/> <p>(Mailing Address of the Subsidiary Holding Company) Street / P.O. Box</p> <hr/> <p>City State Zip Code</p> <hr/> <p>Physical Location (if different from mailing address)</p>	<hr/> <p>Legal Title of Subsidiary Holding Company</p> <hr/> <p>(Mailing Address of the Subsidiary Holding Company) Street / P.O. Box</p> <hr/> <p>City State Zip Code</p> <hr/> <p>Physical Location (if different from mailing address)</p>
<hr/> <p>Legal Title of Subsidiary Holding Company</p> <hr/> <p>(Mailing Address of the Subsidiary Holding Company) Street / P.O. Box</p> <hr/> <p>City State Zip Code</p> <hr/> <p>Physical Location (if different from mailing address)</p>	<hr/> <p>Legal Title of Subsidiary Holding Company</p> <hr/> <p>(Mailing Address of the Subsidiary Holding Company) Street / P.O. Box</p> <hr/> <p>City State Zip Code</p> <hr/> <p>Physical Location (if different from mailing address)</p>

**AMADOR BANCSHARES, INC.**  
**REPORT ITEM 1**  
**ANNUAL REPORT TO SHAREHOLDERS**  
**December 31, 2020**

- 1a. Amador Bancshares, Inc. is not registered with the SEC.
- 1b. A copy of the annual report for 2020 is attached.



## CONTENTS

- 2 Board of Directors
- 3 Letter from the  
Chairman of the Board
- 4 Citizens Bank Officers
- 5 Letter from the President
- 7 Management Report
- 8 Independent Auditor's Report
- 10 Statements of Condition
- 11 Statements of  
Comprehensive Income
- 12 Statements of Changes  
in Shareholders' Equity
- 14 Statements of Cash Flows
- 15 Notes to Financial Statements
- 36 Financial Highlights
- 38 Board of Councilors

## Amador Bancshares, Inc. Board of Directors

Tom Hutchinson	<i>Chairman of the Board</i>
Jed Fanning	<i>President</i>
Don Beasley	<i>Secretary</i>
David Ikard	<i>Member</i>
Kari Mitchell	<i>Member</i>

## Citizens Bank of Las Cruces Board of Directors

Tom Hutchinson	<i>Owner, La Posta de Mesilla Restaurant Chairman of the Board</i>
Don Beasley	<i>Partner, Beasley, Mitchell &amp; Co. Vice Chairman of the Board</i>
Kari Mitchell	<i>CEO/Owner Las Cruces Machine Manufacturing &amp; Engineering Secretary of the Board</i>
Jed Fanning	<i>President and CEO</i>
Brad Beasley	<i>Partner, Beasley, Mitchell &amp; Co.</i>
Ruth Christopher	<i>Chief Financial Officer, Executive Vice President</i>
Claiborne Gallagher	<i>Partner/Broker, RJL Real Estate</i>
David Ikard	<i>Broker, NAI 1st Valley Realty</i>

# Letter from the Chairman of the Board



In a year that history will define by the challenges associated with the COVID-19 Pandemic, Amador Bancshares, Inc. and its subsidiary, Citizens Bank of Las Cruces, performed far beyond expectations. We finished 2020 with \$762 million in assets, an extraordinary increase of 24.2% over the previous year, and a record net income of slightly over \$20 million. In addition, our book value increased 20.05% to \$161.25 per share. Under the circumstances, challenges, and uncertainty associated with the Pandemic, **THESE ARE SIMPLY EXTRAORDINARY RESULTS!** Our President/CEO, Jed Fanning, will explain these results and the unique circumstances that led to them in more detail in his Letter to Shareholders on the following page.

But the story in 2020 was the COVID-19 Pandemic. No one had any idea what level of impact it would have on business and industry, particularly Community Banks. The level of angst and uncertainty in March of last year was significant. How were we going to operate, with paramount consideration given to the health and safety of our staff and customers, while continuing to provide the quality and personal service that our customers deserve and had come to expect? What was it going to look like? How long was this going to last? What impact was the Pandemic and New Mexico's operating restrictions going to have on our commercial customers? On certain industries? What was this new program called the Paycheck Protection Program (PPP)? What did it mean to Community Banks and our commercial customers? It was these and so many other questions and concerns that your Board of Directors, Jed and Senior Management wrestled with nearly every moment of every day.

But to make a very long story short, Jed, Senior Management and our hard working and dedicated staff, rose to the occasion in extraordinary ways, making the appropriate operational adjustments that allowed us to continue to provide our high level of quality financial services. All this while being constantly and consistently concerned with the health, safety, and well-being of our staff and customers.

And the story continues. Nearly a year later, one can certainly argue our state's approach in balancing the challenges of COVID-19 and opening our economy has been much more cautious compared to other states. Regardless, Jed and his team continue to adjust and persevere. They continue to provide PPP lending support to our commercial customers, more so than any other Community Bank in our state and region, while being cognizant of the financial impact and hardship this moment has had on so many. They continue to be our industry leader and "go to" financial institution. This is what the premier Community Bank in Southern New Mexico has done in very difficult times and will continue to do. Despite the gravity and seriousness of the moment, I could not be prouder.

Tom Hutchinson  
Chairman of the Board

## Citizens Bank Officers

Jed Fanning	<i>President and CEO</i>
Ruth Christopher, CPA, CGMA	<i>Executive Vice President, Chief Financial Officer</i>
Tim Hargrove	<i>Executive Vice President, Chief Credit Officer</i>
James A. Easley	<i>Senior Vice President, Market President, El Paso Branch</i>
Tres Libby	<i>Senior Vice President, Business Banking</i>
Celeste McGuire, CPA	<i>Senior Vice President, Risk Management/Compliance Officer/ Human Resources Officer</i>
Nate Olsen	<i>Senior Vice President, Business Banking</i>
Charles W. Bose, III	<i>Vice President, Credit Analyst</i>
Dina Cruz	<i>Vice President, Picacho Branch Manager</i>
Eddie DeArmond	<i>Vice President, Mortgage Banking Manager</i>
Lori A. Martin, CPA	<i>Vice President, Controller</i>
Maria Mauricio	<i>Vice President, Roadrunner Branch Manager</i>
Mikko Noopila	<i>Vice President, University Branch Manager</i>
Rhena Phillips	<i>Vice President, Marketing/Business Relationship Officer</i>
Diana C. Rivas	<i>Vice President, Support Services Manager</i>
Jessie J. Sanchez	<i>Vice President, Personal Banking Manager</i>
Travis Tarry	<i>Vice President, Branch Administration</i>
Lee Ann Tooley	<i>Vice President, Truth or Consequences Branch Manager</i>
Stuart Young	<i>Vice President, Business Banking</i>
Rebecca Grant	<i>Assistant Vice President, Mortgage Operations Manager</i>
Berna Tirre	<i>Assistant Vice President, Country Club Branch Manager</i>
Taryn Armitage	<i>Business Banking Officer</i>
Eric Martinez	<i>Information Technology Officer</i>
Latson Munn	<i>Mortgage Loan Officer</i>

## Letter from the President

It is safe to say that the year of 2020 will go down as one of the most unexpected and challenging years that each of us have faced. The same can certainly be said for our Citizens Bank family. As Tom mentioned in his letter, our Bank team stepped up in so many ways to serve and help our customers, and to support each other. I reminded our staff throughout the year that tough times will either bring out the worst or the best in people. I'm pleased to report that we consistently saw the best from our Citizens Bank team members.

The senior leadership shown by Ruth Christopher, Tim Hargrove, and Celeste McGuire set the stage for how we dealt with the pandemic. Just as I mentioned last year, they would again give well deserved credit to our hard working bankers in Las Cruces, T or C, and El Paso who adjusted and adapted in so many ways throughout the year. Last year was a sobering reminder that contingency plans are necessary, but even more important are the people who implement and carry out those plans. I also want to thank our Board of Directors for their guidance and support throughout the unprecedented year.

Our reliable core operating model served us well again in 2020: quality loan growth, low cost deposit growth, strong volume in home mortgage loan originations, and disciplined expense control. Little did we know at the beginning of the year that we would also have the challenge and opportunity to help our customers navigate and survive the impacts of the pandemic while earning additional fee income in the process. When the Paycheck Protection Program was rolled out, our team responded with a huge sense of urgency knowing the proceeds were critical to our business customers and their employees. With a combination of persistence, late nights, early mornings, and a healthy dose of extra effort, our Bank team originated 950 PPP loans totaling just under \$80 million in volume. We earned roughly \$3 million in non-interest income from this PPP work, about half of which was recognized for financial reporting purposes in 2020 and the other half will be recognized in 2021.

Another significant positive impact to earnings was the increase we had in home mortgage loans. With the decline in interest rates early in the year, there was a surge in both new home purchases and refinance applications. Our gross gains before expenses in this area increased from \$3.4 million in 2019 to just under \$5.4 million in 2020, a 58% increase. Our mortgage department did an amazing job in handling this volume.

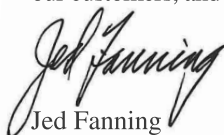
Additionally, we decided to take \$4.2 million in gains from our securities portfolio mid-year to reduce our credit risk in the municipal bonds and to boost our capital position as we entered a period of economic uncertainty. This additional capital also helped us maintain our capital strength as our bank balance sheet grew through the year by far more than we anticipated.

Although some of these income components are non-recurring, they combined to help give us record earnings for the year of just over \$20 million. Our record balance sheet growth was driven primarily by growth in deposits as customers saved more, spent less, and decided to keep funds safe in their accounts with our Bank. Deposits and Total Assets were both up more than 24% for the year. Our historic rolling 10 year average asset growth has been 6.4%, and rolling 5 year average asset growth has been 8.1%. Our low cost core deposits were up in 2020 by nearly 35%! Even with this growth, we ended the year with an adequate capital leverage ratio of 9.91% and total shareholder equity climbed to a record high of \$74.5 million. The average capital leverage ratio for our peer group nationally for banks in our size category was 10.04% for year-end 2020.

The Bank had a full Safety and Soundness exam along with a Bank Secrecy Act exam late in the year. We have not received the formal report as of the date of this letter, but we know from our exit meetings that there were no findings of concern. The results of the exams confirmed again that our proven policies and practices are working well. Along these lines, our loan growth philosophy will continue to be based on quality over quantity. While our footprint of Dona Ana County, Sierra County, and El Paso will continue to be our focus area for growth, we will also continue with carefully and strategically diversifying the loan portfolio geographically and by industry.

As with 2020, the early part of 2021 has come with challenges related to an extremely low interest rate environment. The combination of lower rates on commercial loans plus an already low cost of funds with little opportunity to reduce that cost further translates to more compression of our net interest margin. At the same time, the lower interest rates have resulted in continued strong volume in new home mortgages for both purchases and refinance applications so far in 2021.

We will continue to honor the fundamentals that have worked so well for us over many years while continually looking for ways to improve. On behalf of our entire Citizens Bank team, a big thank you to all of you, our shareholders. Your investment in us and your commitment to our Bank make it possible for us to continue to serve and support our employees, our customers, and our communities.



Jed Fanning  
President and CEO  
Citizens Bank of Las Cruces





**“To provide and deliver the  
best financial services  
the first time, every time.”**

# Management Report

## Statement of Management's Responsibilities

The management of Amador Bancshares Inc. is responsible for preparing the Company's annual financial statements in accordance with accounting principles generally accepted in the United States of America; for establishing and maintaining an adequate internal control structure and procedures for financial reporting, including controls over the preparation of regulatory financial statements in accordance with the instructions for the Consolidated Reports of Condition and Income; and for complying with the federal laws and regulations pertaining to insider loans and the federal and, if applicable, state laws and regulations pertaining to dividend restrictions. The following subsidiary institutions of the Company that are subject to Part 363 are included in this statement of management's responsibilities: Citizens Bank of Las Cruces.

## Management's Assessment of Compliance with Designated Laws and Regulations

The management of Amador Bancshares Inc. has assessed the Company's compliance with the federal laws and regulations pertaining to insider loans and the federal and, if applicable, state laws and regulations pertaining to dividend restrictions during the fiscal year that ended on December 31, 2020. Based upon its assessment, management has concluded that the Company complied with the federal laws and regulations pertaining to insider loans and the federal and, if applicable, state laws and regulations pertaining to dividend restrictions during the fiscal year that ended on December 31, 2020. The following subsidiary institutions of the Company that are subject to Part 363 are included in this assessment of compliance with these designated laws and regulations: Citizens Bank of Las Cruces.



Jed Fanning  
Chief Executive Officer  
March 19, 2021



Ruth Christopher, CPA  
Chief Financial Officer  
March 19, 2021



4130 Rio Bravo Street  
El Paso, Texas 79902  
T (915) 544-6950 | F (915) 544-1303  
www.lb-cpa.com

## **Independent Auditor's Report**

Board of Directors and Shareholders  
Amador Bancshares, Inc.

### **Report on the Financial Statements**

We have audited the accompanying consolidated financial statements of Amador Bancshares, Inc. (a New Mexico Corporation) and its subsidiary, Citizens Bank of Las Cruces (the Company), which comprise the consolidated statement of condition as of December 31, 2020, and 2019, the related consolidated statements comprehensive of income, changes in shareholders' equity and cash flows for the years then ended, and the related notes to the consolidated financial statements (collectively, the financial statements).

### **Management's Responsibility for the Financial Statements**

Management is responsible for the preparation and fair presentation of these financial statements in accordance with accounting principles generally accepted in the United States of America; this includes the design, implementation and maintenance of internal control relevant to the preparation and fair presentation of financial statements that are free from material misstatement, whether due to fraud or error.

### **Auditor's Responsibility**

Our responsibility is to express an opinion on these financial statements based on our audit. We conducted our audit in accordance with auditing standards generally accepted in the United States of America. Those standards require that we plan and perform the audit to obtain reasonable assurance about whether the financial statements are free from material misstatement.

An audit involves performing procedures to obtain audit evidence about the amounts and disclosures in the financial statements. The procedures selected depend on the auditor's judgment, including the assessment of the risks of material misstatement of the financial statements, whether due to fraud or error. In making those risk assessments, the auditor considers internal control relevant to the entity's preparation and fair presentation of the financial statements in order to design audit procedures that are appropriate in the circumstances, but not for the purpose of expressing an opinion on the effectiveness of the entity's internal control. Accordingly, we express no such opinion. An audit also includes evaluating the appropriateness of accounting policies used and the reasonableness of significant accounting estimates made by management, as well as evaluating the overall presentation of the financial statements.

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

---

## Independent Auditor's Report (Continued)

### Opinion

In our opinion, the financial statements referred to above present fairly, in all material respects, the financial position of Amador Bancshares, Inc. and its subsidiary as of December 31, 2020 and 2019, and the results of their operations and their cash flows for the years then ended in accordance with accounting principles generally accepted in the United States of America.

### Other Matter- Supplementary Information

The accompanying supplementary information is presented for purposes of additional analysis and is not a required part of the financial statements. Such information is the responsibility of management and was derived from and relates directly to the underlying accounting and other records used to prepare the financial statements. The information, pertaining to the years ended December 31, 2020 and 2019, has been subjected to the auditing procedures applied in the audit of the financial statements and certain additional procedures, including comparing and reconciling such information directly to the underlying accounting and other records used to prepare the financial statements or to the financial statements themselves, and other additional procedures in accordance with auditing standards generally accepted in the United States of America. In our opinion, the information is fairly stated in all material respects in relation to the financial statements as a whole.

*Lauterbach Borschow & Company*

El Paso, Texas  
March 19, 2021

# STATEMENTS OF CONDITION

December 31, 2020 and 2019

ASSETS	CONSOLIDATED		SUBSIDIARY	
	2020	2019	2020	2019
Cash and due from banks	\$ 6,628,772	\$ 10,095,785	\$ 6,628,772	\$ 10,095,785
Interest bearing deposits with banks	124,981,249	27,232,095	124,981,249	27,232,095
Investment securities (market value of \$102,901,203 and \$121,187,209 respectively) (Note 2)	102,901,203	121,187,209	102,901,203	121,187,209
Loans, net of allowance for credit losses (Note 3)	486,943,567	423,611,105	486,943,567	423,611,105
Mortgage loans held for sale (Note 3)	11,564,802	7,049,383	11,564,802	7,049,383
Properties and equipment (Note 4)	12,205,365	12,615,921	12,205,365	12,615,921
Cash surrender value of life insurance	13,649,239	8,791,138	13,649,239	8,791,138
Accrued income and other assets (Note 5)	3,146,781	2,961,233	3,145,607	2,960,059
Total assets	<u>\$ 762,020,978</u>	<u>\$ 613,543,869</u>	<u>\$ 762,019,804</u>	<u>\$ 613,542,695</u>
<b>LIABILITIES AND SHAREHOLDERS' EQUITY</b>				
<b>Liabilities:</b>				
Deposits				
Demand deposits	\$ 248,221,616	\$ 170,134,504	\$ 250,415,994	\$ 172,255,570
Savings/money market deposits	262,418,366	220,528,321	262,418,366	220,528,321
NOW deposits	110,214,377	94,475,161	110,214,377	94,475,161
Time deposits, \$250,000 and over (Note 6)	12,737,150	14,398,853	12,737,150	14,398,853
Other time deposits (Note 6)	42,889,987	39,786,453	42,889,987	39,786,453
Total deposits	676,481,496	539,323,292	678,675,874	541,444,358
Accrued interest and other liabilities (Note 7)	8,400,789	7,637,003	6,317,185	5,590,074
Total liabilities	684,882,285	546,960,295	684,993,059	547,034,432
Commitments and contingent liabilities (Note 13)				
<b>Shareholders' Equity:</b>				
Common stock, \$2 and \$10 par value respectively; 10,000,000 shares authorized, 463,023 shares issued and outstanding for 2020 and 454,873 shares issued and outstanding for 2019				
	926,046	909,746	-0-	-0-
111,140 shares authorized and issued	-0-	-0-	1,111,400	1,111,400
Surplus	6,425,623	4,915,638	6,900,000	6,900,000
Retained earnings	67,312,377	58,401,131	66,540,698	56,139,804
Accumulated other comprehensive income	2,474,647	2,357,059	2,474,647	2,357,059
Total shareholders' equity	77,138,693	66,583,574	77,026,745	66,508,263
Total liabilities and shareholders' equity	<u>\$ 762,020,978</u>	<u>\$ 613,543,869</u>	<u>\$ 762,019,804</u>	<u>\$ 613,542,695</u>

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

# STATEMENTS OF COMPREHENSIVE INCOME

Years Ended December 31, 2020 and 2019

	CONSOLIDATED		SUBSIDIARY	
	2020	2019	2020	2019
<b>Interest Income:</b>				
Interest and fees on loans.....	\$ 32,135,446	\$ 27,390,791	\$ 32,135,446	\$ 27,390,791
Interest on investment securities:				
Taxable.....	1,793,285	2,320,021	1,793,285	2,320,021
Exempt from income tax.....	171,978	483,082	171,978	483,082
Interest on deposits with banks.....	190,487	570,376	190,487	570,376
Total interest income.....	34,291,196	30,764,270	34,291,196	30,764,270
<b>Interest Expense:</b>				
Interest on deposits.....	1,545,210	2,086,877	1,545,210	2,086,877
Interest on short-term debt.....	3,819	-0-	3,819	-0-
Total interest expense.....	1,549,029	2,086,877	1,549,029	2,086,877
Net interest income.....	32,742,167	28,677,393	32,742,167	28,677,393
Provision for credit losses (Note 3).....	540,000	720,000	540,000	720,000
Net interest income after provision for credit losses.....	32,202,167	27,957,393	32,202,167	27,957,393
<b>Other Income:</b>				
Service charges on deposit accounts.....	889,343	1,155,628	889,343	1,155,628
ATM and debit card fees.....	1,856,389	1,745,939	1,856,389	1,745,939
Earnings on life insurance.....	152,427	151,056	152,427	151,056
Other income.....	4,423,778	159,348	4,423,778	159,348
Total other income.....	7,321,937	3,211,971	7,321,937	3,211,971
<b>Other Expense:</b>				
Salaries and employee benefits (Note 8).....	12,584,788	11,179,469	12,584,788	11,179,469
Occupancy expense.....	903,894	908,030	903,894	908,030
Equipment expense.....	964,383	993,235	964,383	993,235
Other operating expense (Note 9).....	5,105,966	4,514,084	5,066,538	4,447,052
Total other expense.....	19,559,031	17,594,818	19,519,603	17,527,786
Income before income taxes.....	19,965,073	13,574,546	20,004,501	13,641,578
Income taxes (Note 12).....	-0-	-0-	-0-	-0-
<b>Net income</b> .....	<u>\$ 19,965,073</u>	<u>\$ 13,574,546</u>	<u>\$ 20,004,501</u>	<u>\$ 13,641,578</u>
Changes in net unrealized gains on securities available-for-sale.....	\$ 117,588	\$ 4,428,817	\$ 117,588	\$ 4,428,817
Total comprehensive income.....	<u>\$ 20,082,661</u>	<u>\$ 18,003,363</u>	<u>\$ 20,122,089</u>	<u>\$ 18,070,395</u>
Net income per share of common stock.....	<u>\$ 43.51</u>	<u>\$ 30.30</u>	<u>\$ 179.99</u>	<u>\$ 122.74</u>
Average shares outstanding.....	<u>458,841</u>	<u>448,027</u>	<u>111,140</u>	<u>111,140</u>
Fully diluted net income per share of common stock (Note 8).....	<u>\$ 41.81</u>	<u>\$ 28.85</u>	<u>\$ 179.99</u>	<u>\$ 122.74</u>
Weighted average fully diluted shares outstanding (Note 8).....	<u>477,533</u>	<u>470,501</u>	<u>111,140</u>	<u>111,140</u>

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

# STATEMENTS OF CHANGES IN SHAREHOLDERS' EQUITY

Years Ended December 31, 2020 and 2019

## COMMON STOCK

Consolidated	Shares	Par Value	Surplus	Retained Earnings
<b>Balance at December 31, 2018</b>	441,473	\$ 882,946	\$ 2,504,961	\$ 54,491,955
<b>Comprehensive Income:</b>				
Net income	-0-	-0-	-0-	13,574,546
Net unrealized gain on securities available-for-sale	-0-	-0-	-0-	-0-
Total comprehensive income	-0-	-0-	-0-	13,574,546
Distributions declared at \$21.50 per share	-0-	-0-	-0-	(9,665,370)
Additional shares issued	13,400	26,800	2,410,677	-0-
<b>Balance at December 31, 2019</b>	454,873	909,746	4,915,638	58,401,131
<b>Comprehensive Income:</b>				
Net income	-0-	-0-	-0-	19,965,073
Net unrealized gain on securities available-for-sale	-0-	-0-	-0-	-0-
Total comprehensive income	-0-	-0-	-0-	19,965,073
Distributions declared at \$24.00 per share	-0-	-0-	-0-	(11,053,827)
Additional shares issued	8,150	16,300	1,509,985	-0-
<b>Balance at December 31, 2020</b>	<u>463,023</u>	<u>\$ 926,046</u>	<u>\$ 6,425,623</u>	<u>\$ 67,312,377</u>

Subsidiary	Shares	Par Value	Surplus	Retained Earnings
<b>Balance at December 31, 2018</b>	111,140	\$ 1,111,400	\$ 6,900,000	\$ 49,357,787
<b>Comprehensive Income:</b>				
Net income	-0-	-0-	-0-	13,641,578
Net unrealized gain on securities available-for-sale	-0-	-0-	-0-	-0-
Total comprehensive income	-0-	-0-	-0-	13,641,578
Distributions declared at \$61.72 per share	-0-	-0-	-0-	(6,859,561)
<b>Balance at December 31, 2019</b>	111,140	1,111,400	6,900,000	56,139,804
<b>Comprehensive Income:</b>				
Net income	-0-	-0-	-0-	20,004,501
Net unrealized gain on securities available-for-sale	-0-	-0-	-0-	-0-
Total comprehensive income	-0-	-0-	-0-	20,004,501
Distributions declared at \$86.41 per share	-0-	-0-	-0-	(9,603,607)
<b>Balance at December 31, 2020</b>	<u>111,140</u>	<u>\$ 1,111,400</u>	<u>\$ 6,900,000</u>	<u>\$ 66,540,698</u>

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

# STATEMENTS OF CHANGES IN SHAREHOLDERS' EQUITY

Years Ended December 31, 2020 and 2019

Consolidated	COMMON STOCK		
	Common Treasury Stock	Accumulated Other Comprehensive Income	Total Shareholders' Equity
<b>Balance at December 31, 2018</b>	\$ -0-	\$ (2,071,758)	\$ 55,808,104
<b>Comprehensive Income:</b>			
Net income	-0-	-0-	13,574,546
Net unrealized gain on securities available-for-sale	-0-	4,428,817	4,428,817
Total comprehensive income	-0-	4,428,817	18,003,363
Distributions declared at \$21.50 per share	-0-	-0-	(9,665,370)
Additional shares issued	-0-	-0-	2,437,477
<b>Balance at December 31, 2019</b>	-0-	2,357,059	66,583,574
<b>Comprehensive Income:</b>			
Net income	-0-	-0-	19,965,073
Net unrealized gain on securities available-for-sale	-0-	117,588	117,588
Total comprehensive income	-0-	117,588	20,082,661
Distributions declared at \$24.00 per share	-0-	-0-	(11,053,827)
Additional shares issued	-0-	-0-	1,526,285
<b>Balance at December 31, 2020</b>	\$ -0-	\$ 2,474,647	\$ 77,138,693

Subsidiary	COMMON STOCK		
	Common Treasury Stock	Accumulated Other Comprehensive Income	Total Shareholders' Equity
<b>Balance at December 31, 2018</b>	\$ -0-	\$ (2,071,758)	\$ 55,297,429
<b>Comprehensive Income:</b>			
Net income	-0-	-0-	13,641,578
Net unrealized gain on securities available-for-sale	-0-	4,428,817	4,428,817
Total comprehensive income	-0-	4,428,817	18,070,395
Distributions declared at \$61.72 per share	-0-	-0-	(6,859,561)
<b>Balance at December 31, 2019</b>	-0-	2,357,059	66,508,263
<b>Comprehensive Income:</b>			
Net income	-0-	-0-	20,004,501
Net unrealized gain on securities available-for-sale	-0-	117,588	117,588
Total comprehensive income	-0-	117,588	20,122,089
Distributions declared at \$86.41 per share	-0-	-0-	(9,603,607)
<b>Balance at December 31, 2020</b>	\$ -0-	\$ 2,474,647	\$ 77,026,745

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



# STATEMENTS OF CASH FLOWS

Years Ended December 31, 2020 and 2019

	CONSOLIDATED		SUBSIDIARY	
	2020	2019	2020	2019
<b>Cash Flows from Operating Activities:</b>				
Net Income	\$ 19,965,073	\$ 13,574,546	\$ 20,004,501	\$ 13,641,578
Adjustments to reconcile net income to net cash provided by operations:				
Provision for loans losses	540,000	720,000	540,000	720,000
Depreciation and amortization	851,885	915,433	851,885	915,433
(Increase)/decrease in accrued income and other assets	(5,043,649)	192,406	(5,043,649)	192,406
Increase in accrued interest and other liabilities	763,786	298,080	727,111	17,043
Total Adjustments	<u>(2,887,978)</u>	<u>2,125,919</u>	<u>(2,924,653)</u>	<u>1,844,882</u>
Net cash provided by operating activities	<u>17,077,095</u>	<u>15,700,465</u>	<u>17,079,848</u>	<u>15,486,460</u>
<b>Cash Flows from Investing Activities:</b>				
Net (increase) in interest bearing deposits with banks	(97,749,154)	(14,557,489)	(97,749,154)	(14,557,489)
Proceeds from maturities of available-for-sale securities	78,176,854	15,826,762	78,176,854	15,826,762
Purchases of available-for-sale securities	(59,773,260)	(11,729,348)	(59,773,260)	(11,729,348)
Net (increase) in loans	(68,387,881)	(39,175,844)	(68,387,881)	(39,175,844)
Purchases of properties and equipment	(441,329)	(485,817)	(441,329)	(485,817)
Net cash used in investing activities	<u>(148,174,770)</u>	<u>(50,121,736)</u>	<u>(148,174,770)</u>	<u>(50,121,736)</u>
<b>Cash Flows from Financing Activities:</b>				
Net increase in non-interest bearing demand, savings and NOW deposit accounts	135,716,373	44,774,193	135,789,685	44,619,866
Net increase/(decrease) in time deposits	1,441,831	(2,169,035)	1,441,831	(2,169,035)
Distributions paid	(11,053,827)	(9,665,370)	(9,603,607)	(6,859,561)
Increase in common stock	16,300	26,800	-0-	-0-
Increase in surplus	1,509,985	2,410,677	-0-	-0-
Net cash provided by financing activities	<u>127,630,662</u>	<u>35,377,265</u>	<u>127,627,909</u>	<u>35,591,270</u>
Net (decrease)/increase in cash and due from banks	<u>(3,467,013)</u>	<u>955,994</u>	<u>(3,467,013)</u>	<u>955,994</u>
Cash and due from banks at beginning of year	10,095,785	9,139,791	10,095,785	9,139,791
Cash and due from banks at end of year	<u>\$ 6,628,772</u>	<u>\$ 10,095,785</u>	<u>\$ 6,628,772</u>	<u>\$ 10,095,785</u>
Interest paid	<u>\$ 1,557,500</u>	<u>\$ 2,026,034</u>	<u>\$ 1,557,500</u>	<u>\$ 2,026,034</u>
Income taxes paid	<u>\$ -0-</u>	<u>\$ -0-</u>	<u>\$ -0-</u>	<u>\$ -0-</u>

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

---

# NOTES TO FINANCIAL STATEMENTS

Years Ended December 31, 2020 and 2019

---

## **Note 1. SUMMARY OF SIGNIFICANT ACCOUNTING POLICIES**

A summary of significant accounting policies follows:

### **Principles of Consolidation**

The accompanying financial statements include the accounts of the Company (Amador Bancshares, Inc.) and its bank subsidiary (100% interest in Citizens Bank of Las Cruces). Significant intercompany transactions and amounts have been eliminated.

### **Basic Accounting Policy**

The accounting and reporting policies of the Company and its Subsidiary conform to generally accepted accounting principles and to general practice within the banking industry.

### **Nature of Operations**

The Company operates a main office and six branch locations in Southern New Mexico and West Texas. Most of the Bank's customers are retail customers and small to medium sized businesses.

### **Use of Estimates in the Preparation of Financial Statements**

The preparation of financial statements in conformity with generally accepted accounting principles requires management to make estimates and assumptions that affect the reported amounts of assets and liabilities and disclosure of contingent assets and liabilities at the date of the financial statements and the reported amounts of revenues and expenses during the reporting period. Actual results could differ from those estimates.

### **Investment Securities**

The Bank's investments in securities are classified in two categories, as the bank has no securities that are held for trading; and accounted for as follows.

- **Securities Held-to-Maturity.** Bonds, notes and debentures for which the Bank has the positive intent and ability to hold to maturity are reported at cost, adjusted for amortization of premiums, and accretion of discounts which are recognized in interest income using the interest method over the period to maturity.
- **Securities Available-for-Sale.** Securities available-for-sale consist of bonds, notes, debentures, and certain equity securities not classified as trading securities or as securities to be held-to-maturity.

Unrealized holding gains and losses on securities available-for-sale are reported as a net amount in a separate component of shareholders' equity until realized.

---

# NOTES TO FINANCIAL STATEMENTS (Continued)

## Years Ended December 31, 2020 and 2019

---

### **Note 1. SUMMARY OF SIGNIFICANT ACCOUNTING POLICIES (Continued)**

Gains and losses on the sale of securities available-for-sale are determined using the specific-identification method. Premiums and discounts are amortized into interest income using a level yield method.

#### **Loans and Allowance for Credit Losses**

Loans are stated at the amount of unpaid principal, reduced by the allowance for credit losses. Interest on loans is calculated using the simple interest method on daily balances of the principal amount outstanding.

The allowance for credit losses is established through a provision for credit losses charged to expenses. The allowance represents an amount which, in management's judgment, will be adequate to absorb probable losses on existing loans that may become uncollectible. Management's judgment in determining the adequacy of the allowance is based on evaluations of the collectibility of loans. These evaluations take into consideration such factors as changes in the nature and volume of the loan portfolio, current economic conditions that may affect the borrowers' ability to pay, overall portfolio quality, and review of specific problem loans. In addition, the allowance includes subjective adjustments for items such as national and local economy, loss trends and Coronavirus, Covid-19 impact.

Loans are placed on nonaccrual status when management believes that the borrower's financial condition, after giving consideration to economic and business conditions and collection efforts, is such that collection of interest is doubtful (see Note 3). Loans are charged against the allowance for credit losses when management believes that the collectibility of the principal is unlikely.

The determination of the adequacy of the allowance for loan losses is based on estimates that are particularly susceptible to significant changes in the economic environment and market conditions. In connection with the determination of the estimated losses on loans, management obtains independent appraisals for significant collateral.

The Company's loans are generally secured by specific items of collateral including real property, consumer assets, and business assets. Although the Company has a diversified loan portfolio, a substantial portion of its debtors' ability to honor their contracts is dependent on local economic conditions in the retail industry.

While management uses available information to recognize losses on loans, further reductions in the carrying amounts of loans may be necessary based on changes in local economic conditions. In addition, regulatory agencies, as an integral part of their examination process, periodically review the estimated losses on loans. Such agencies may require the Company to recognize additional losses based on their judgments about information available to them at the time of their examination. Because of these factors, it is reasonably possible that the estimated losses on loans may change materially in the near term. However, the amount of the change that is reasonably possible cannot be estimated.

#### **Interest Income on Loans**

Interest on loans is accrued and credited to income based on the principal amount outstanding. The accrual of interest on loans is discontinued when, in the opinion of management, there is an indication that the borrower may be unable to meet payments as they become due. Upon such discontinuance, all unpaid accrued interest is reversed.

#### **Loan Origination Fees and Costs**

Loan origination fees and certain direct origination costs are capitalized and recognized as an adjustment of the yield on the related loan.

#### **Properties and Equipment**

Office equipment, buildings, and leasehold improvements are stated at cost less accumulated depreciation computed using both the straight-line and accelerated methods over the estimated useful lives of the respective assets.

---

# NOTES TO FINANCIAL STATEMENTS (Continued)

Years Ended December 31, 2020 and 2019

---

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

### **Income Taxes**

The Company elected Subchapter S status effective January 1, 1998. The election of Subchapter S status means that the Company is no longer a tax paying entity and all income and deductions are taxed at the shareholder level.

### **Net Income per Share of Common Stock**

Net income per share of common stock is computed by dividing net income by the weighted average and fully diluted number of shares of common stock outstanding during the period.

### **Stock Based Compensation**

The Company uses the intrinsic value method to account for its stock option plan in accordance with Accounting Standards Codification ASC 718 "Compensation—Stock Compensation". Under this method, compensation expense is only recognized by the amount which fair value of the underlying stock exceeds the exercise price of an option at grant (or other measurement date, if later).

### **Financial Instruments**

The Bank accounts for various financial instruments to which it is a party in the following manner -- Other Off-Balance-Sheet Financial Instruments. In the ordinary course of business the Bank has entered into off-balance-sheet financial instruments consisting of commitments to extend credit, commitments under credit card arrangements, commercial letters of credit and standby letters of credit. Such financial instruments are recorded in the financial statements when they are funded or related fees are incurred or received. Fair Values of Financial Instruments. The following methods and assumptions were used by the Bank in estimating fair values of financial instruments as disclosed herein:

*Cash and cash equivalents* - The carrying amounts of cash and short-term instruments approximate their fair value.

*Securities held-to-maturity and securities available-for-sale* - Fair values for investment securities, excluding restricted equity securities, are based on quoted market prices. The carrying values of restricted equity securities approximate fair values.

*Loans receivable* - For variable-rate loans that reprice frequently and have no significant change in credit risk, fair values are based on carrying values. Fair values for certain mortgage loans (e.g., one-to-four family residential), credit card loans, and other consumer loans are based on quoted market prices of similar loans sold in conjunction with securitization transactions, adjusted for differences in loan characteristics. Fair values for commercial real estate and commercial loans are estimated using discounted cash flow analyses, using interest rates currently being offered for loans with similar terms to borrowers of similar credit quality. Fair values for impaired loans are estimated using discounted cash flow analyses or underlying collateral values, where applicable.

# NOTES TO FINANCIAL STATEMENTS (Continued)

Years Ended December 31, 2020 and 2019

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

*Deposit liabilities* - The fair values disclosed for demand deposits are, by definition, equal to the amount payable on demand at the reporting date (that is, their carrying amounts). The carrying amounts of variable rate, fixed-term money market accounts and time deposits approximate their fair values at the reporting date. Fair values for fixed-rate certificates of deposit are estimated using a discounted cash flow calculation that applies interest rates currently being offered on certificates to a schedule of aggregated expected monthly maturities on time deposits.

*Short-term borrowings* - The carrying amounts of federal funds purchased, borrowings under repurchase agreements, and other short-term borrowings maturing within 90 days approximate their fair values. Fair values of other short-term borrowings are estimated using discounted cash flow analyses based on the Bank's current incremental borrowing rates for similar types of borrowing arrangements.

*Long-term debt* - The fair values of the Bank's long-term debt are estimated using discounted cash flow analyses based on the Bank's current incremental borrowing rates for similar types of borrowing arrangements.

*Accrued interest* - The carrying amounts of accrued interest approximate their fair values.

*Off-balance-sheet instruments* - Fair values for off-balance-sheet lending commitments are based on fees currently charged to enter into similar agreements, taking into account the remaining terms of the agreements and the counterparties' credit standing.

### Cash and Cash Equivalents

For the purpose of presentation in the Statements of Cash Flows, cash and cash equivalents are defined as those amounts included in the balance sheet caption, "Cash and Due from Banks."

### Revenue Recognition

The Company generally measures revenue based on the amount of consideration the Company expects to be entitled for the transfer of goods or services to a customer, then recognizes this revenue when or as the Company satisfies its performance obligations under the contract, except in transactions where U.S. GAAP provides other applicable guidance. When the amount of consideration is variable, the Company will only recognize revenue to the extent that it is probable that the cumulative amount recognized will not be subject to a significant reversal in the future. Substantially all of the Company's contracts with customers have expected durations of one year or less and payments are typically due when or as the services are rendered or shortly thereafter.

The Company's interest income is derived from loans and leases, securities and other short-term investments. The Company recognizes interest income in accordance with the applicable guidance in U.S. GAAP for these assets. Refer to the Interest Income on Loans and Investment Securities sections of this footnote for further information. The following provides additional information about the components of noninterest income:

- Service charges on deposits consist primarily of treasury management fees for commercial clients, monthly service charges on consumer deposit accounts, transaction-based fees (such as overdraft fees and wire transfer fees), and other deposit account-related charges. The Company's performance obligations for treasury management fees and consumer deposit account service charges are typically satisfied over time while performance obligations for transaction-based fees are typically satisfied at a point in time. Revenues are recognized on an accrual basis when or as the services are provided to the customer, net of applicable discounts, waivers and reversals. Payments are typically collected from customers directly from the related deposit account at the time the transaction is processed and/or at the end of the customer's statement cycle (typically monthly).
- ATM, credit and debit card fees are earned when the Company's credit and debit cards are processed through card association networks. The Company's performance obligations are generally complete when the transactions generating the fees are processed. Revenue is recognized on an accrual basis as such services

---

# NOTES TO FINANCIAL STATEMENTS (Continued)

## Years Ended December 31, 2020 and 2019

---

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

are performed, net of certain costs not controlled by the Company (primarily interchange fees charged by credit and debit card associations).

#### Equity Securities

FASB issued ASU No. 2016-01, which provides new guidance that will require equity securities to be measured at fair value with unrealized holding gains and losses reflected in net income instead of through other comprehensive income effective for fiscal years beginning after December 15, 2018. Management has determined that this pronouncement did not have a significant effect on the income statement.

#### Recent Accounting Pronouncements

FASB issued Accounting Standard Update (ASU) No. 2016-2, Leases (Topic 842). ASU 2016-2, among other things, requires lessees to recognize most leases on-balance sheet, increasing reported assets and liabilities. Lessor accounting remains substantially similar to current U.S. GAAP. ASU 2016-2 will be effective for the Company on January 1, 2022, utilizing the modified retrospective transition approach. The Company is currently evaluating the impact of adopting ASU 2016-2 on the Company's consolidated financial statements.

FASB issued ASU No. 2016-13, Financial Instruments – Credit Losses (Topic 326): ASU 2016-13 is the final guidance on the new current expected credit loss (“CECL”) model. ASU 2016-13, among other things, requires the incurred loss impairment methodology in current GAAP be replaced with a methodology that reflects expected credit losses and requires consideration of a broader range of reasonable and supportable information to estimate future credit loss estimates. As CECL encompasses all financial assets carried at amortized cost, the requirement that reserves be established based on an organization's reasonable and supportable estimate of expected credit losses extends to held-to-maturity (“HTM”) debt securities. ASU 2016-13 amends the accounting for credit losses on available-for-sale securities (“AFS”), whereby credit losses will be presented as an allowance as opposed to a write-down. In addition, CECL will modify the accounting for purchased loans with credit deterioration since organization, so that reserves are established at the date of acquisition for purchased loans. Lastly, ASU 2016-13 requires enhanced disclosures on the significant estimates and judgments used to estimate credit losses, as well as on the credit quality and underwriting standards of an organization's portfolio. These disclosures require organizations to present the currently required credit quality disclosures disaggregated by the year of origination or vintage. ASU 2016-13 allows for a modified retrospective approach with a cumulative effect adjustment to the balance sheet upon adoption (charge to retained earnings instead of income statement). ASU 2016-13 will be effective for the Company on January 1, 2023, and early adoption is permitted. The Company is currently evaluating the impact of adopting ASU 2016-13 on the Company's consolidated financial statements.

#### Date of Management's Review of Subsequent Events

Management has evaluated subsequent events through March 19, 2021, which is the date the financial statements were available to be issued. The Coronavirus, COVID-19, has resulted in a pandemic that continues to negatively impact many industries. Management is actively evaluating the impact on its operations. Additionally, management has estimated the potential impact and does not expect it to be material; however, an additional subjective component has been included in the allowance for loan loss in the 2020 financial statements related to the pandemic, as further noted in Note 1 of these financial statements.

# NOTES TO FINANCIAL STATEMENTS (Continued)

Years Ended December 31, 2020 and 2019

## Note 2. INVESTMENT SECURITIES (CONSOLIDATED AND SUBSIDIARY)

The carrying amounts of investment securities and their approximate market values at December 31, 2020 and 2019 were as follows:

2020	Amortized Cost	Net Unrealized Gains/ (Losses)	Market Value
Securities available-for-sale:			
Equity / Other	\$ 1,867,285	\$ -0-	\$ 1,867,285
U.S. government and agency	98,559,271	2,474,647	101,033,918
State and municipal	-0-	-0-	-0-
	<u>\$ 100,426,556</u>	<u>\$ 2,474,647</u>	<u>\$ 102,901,203</u>

2019	Amortized Cost	Net Unrealized Gains/ (Losses)	Market Value
Securities available-for-sale:			
Equity / Other	\$ 1,851,786	\$ -0-	\$ 1,851,786
U.S. government and agency	94,542,236	2,085,119	96,627,355
State and municipal	22,436,129	271,939	22,708,068
	<u>\$ 118,830,151</u>	<u>\$ 2,357,058</u>	<u>\$ 121,187,209</u>

During 2020 and 2019, the bank sold securities available-for-sale for total proceeds of \$63,156,429 and \$14,588 respectively. The gross realized gains/(losses) were \$4,172,363 and \$(1,612).

# NOTES TO FINANCIAL STATEMENTS (Continued)

Years Ended December 31, 2020 and 2019

## Note 2. INVESTMENT SECURITIES (Continued)

The scheduled maturities of securities held-to-maturity and securities available-for-sale at December 31, 2020 and 2019 were as follows:

2020	Securities held-to-maturity		Securities available-for-sale	
	Amortized Cost	Market Value	Amortized Cost	Market Value
Due in one year or less	\$ -0-	\$ -0-	\$ 26,125,488	\$ 26,269,199
Due from one year to five years	-0-	-0-	42,053,551	43,420,970
Due from five years to ten years	-0-	-0-	32,247,518	33,211,034
Due after ten years	-0-	-0-	-0-	-0-
	<u>\$ -0-</u>	<u>\$ -0-</u>	<u>\$ 100,426,557</u>	<u>\$ 102,901,203</u>

2019	Securities held-to-maturity		Securities available-for-sale	
	Amortized Cost	Market Value	Amortized Cost	Market Value
Due in one year or less	\$ -0-	\$ -0-	\$ 17,047,494	\$ 17,112,519
Due from one year to five years	-0-	-0-	64,226,288	65,139,319
Due from five years to ten years	-0-	-0-	37,556,369	38,935,371
Due after ten years	-0-	-0-	-0-	-0-
	<u>\$ -0-</u>	<u>\$ -0-</u>	<u>\$ 118,830,151</u>	<u>\$ 121,187,209</u>

The methodology for allocating callable securities is the lowest yield method. If a callable security is currently at a premium, it is categorized based on its call date. If it is at a discount, maturity date is used.

Investment securities with a carrying value of \$40,448,219 and \$42,897,916 at December 31, 2020 and 2019 respectively, were pledged to secure public deposits and for other purposes as required or permitted by law. Equity securities at December 31, 2020 and 2019 include \$1,717,300 and \$1,701,800 carried at cost of Federal Home Loan Bank stock, which is a required investment to be a member of the Federal Home Loan Bank. This stock serves as collateral for Federal Home Loan Bank advances.



# NOTES TO FINANCIAL STATEMENTS (Continued)

Years Ended December 31, 2020 and 2019

## Note 2. INVESTMENT SECURITIES (Continued)

Investments in an unrealized loss position that are not other-than-temporarily impaired:

	Less than 12 months		More than 12 months		Total	
	Fair Value	Unrealized Loss	Fair Value	Unrealized Loss	Fair Value	Unrealized Loss
<b>2020</b>						
Direct obligations of U.S.						
government agencies	\$ 23,153,457	\$ (14,014)	\$ -0-	\$ -0-	\$ 23,153,457	\$ (14,014)
Municipals	\$ -0-	\$ -0-	\$ -0-	\$ -0-	\$ -0-	\$ -0-
	Less than 12 months		More than 12 months		Total	
	Fair Value	Unrealized Loss	Fair Value	Unrealized Loss	Fair Value	Unrealized Loss
<b>2019</b>						
Direct obligations of U.S.						
government agencies	\$ 2,175,303	\$ (603)	\$ -0-	\$ -0-	\$ 2,175,303	\$ (603)
Municipals	\$ 1,153,670	\$ (1,595)	\$ 692,393	\$ (4,112)	\$ 1,846,063	\$ (5,707)

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

The unrealized losses above relate principally to current interest rates for similar types of securities. In analyzing an issuer's financial condition, management considers whether the securities are issued by the federal government, its agencies, or other governments, whether downgrades by bond rating agencies have occurred, and the results of reviews of the issuer's financial condition. As management has the ability to hold debt securities until maturity, or for the foreseeable future in classified as available for sale, no declines are deemed to be other-than-temporary.

## Note 3. LOANS AND ALLOWANCE FOR LOAN LOSSES (CONSOLIDATED AND SUBSIDIARY)

The composition of recorded investment in loans by segment is as follows:

	2020	2019
Real estate	\$ 312,677,469	\$ 282,114,992
Real estate construction	52,901,208	66,984,514
Commercial	138,530,968	85,823,709
Consumer	2,737,610	3,553,677
Total loans	506,847,255	438,476,892
Less:		
Allowance for credit losses	8,338,886	7,816,404
Loans, net	\$ 498,508,369	\$ 430,660,488

**Mortgage Loans Held for Sale:** The Bank originates mortgage loans for the intention to sell in the secondary market. The loans are recorded at book value which approximates fair value as the loans are held for less than 30 days. These loans are normally sold with servicing released. Net unrealized losses, if any, are recognized through a valuation allowance by charges to income. Sales in the secondary market are recognized when full acceptance and funding has been received. Gains and losses from the sale are recorded within operations and amounted to \$5,359,935 and \$3,389,669 for the years ending December 31, 2020 and 2019. Loans held for sale at December 31, 2020 and 2019 were, \$11,564,802 and \$7,049,383, respectively.

# NOTES TO FINANCIAL STATEMENTS (Continued)

Years Ended December 31, 2020 and 2019

## Note 3. LOANS AND ALLOWANCE FOR LOAN LOSSES (Continued)

The following table summarizes the activity in the allowance for loan losses, and ending balances of loans, net of unearned fees as of December 31, 2020 and 2019:

<b>2020</b>	<b>Real Estate</b>	<b>Construction</b>	<b>Commercial</b>	<b>Consumer</b>	<b>Total</b>
Beginning Balance:	\$ 5,070,797	\$ 1,265,777	\$ 1,421,974	\$ 57,856	\$ 7,816,404
Charge offs	-0-	-0-	-0-	(43,422)	(43,422)
Recoveries	-0-	-0-	-0-	25,904	25,904
Provision	333,130	56,361	147,592	2,917	540,000
Ending Balance:	<u>\$ 5,403,927</u>	<u>\$ 1,322,138</u>	<u>\$ 1,569,566</u>	<u>\$ 43,255</u>	<u>\$ 8,338,886</u>
Ending Balance:					
Individually evaluated for impairment	<u>\$ 22,105</u>	<u>\$ -0-</u>	<u>\$ -0-</u>	<u>\$ 3,564</u>	<u>\$ 25,669</u>
Collectively evaluated for impairment	<u>\$ 5,381,822</u>	<u>\$ 1,322,138</u>	<u>\$ 1,569,566</u>	<u>\$ 39,691</u>	<u>\$ 8,313,217</u>
Acquired with deteriorated credit quality	<u>\$ -0-</u>	<u>\$ -0-</u>	<u>\$ -0-</u>	<u>\$ -0-</u>	<u>\$ -0-</u>
Ending Balance Total Loans:					
Individually evaluated for impairment	<u>\$ 13,122,178</u>	<u>\$ -0-</u>	<u>\$ 11,498,485</u>	<u>\$ 3,564</u>	<u>\$ 24,624,227</u>
Collectively evaluated for impairment	<u>\$ 299,555,291</u>	<u>\$ 52,901,208</u>	<u>\$ 127,032,483</u>	<u>\$ 2,734,046</u>	<u>\$ 482,223,028</u>
Acquired with deteriorated credit quality	<u>\$ -0-</u>	<u>\$ -0-</u>	<u>\$ -0-</u>	<u>\$ -0-</u>	<u>\$ -0-</u>
<b>2019</b>	<b>Real Estate</b>	<b>Construction</b>	<b>Commercial</b>	<b>Consumer</b>	<b>Total</b>
Beginning Balance:	\$ 4,607,551	\$ 1,155,785	\$ 1,281,047	\$ 54,438	\$ 7,098,821
Charge offs	-0-	-0-	-0-	(4,197)	(4,197)
Recoveries	-0-	-0-	-0-	1,780	1,780
Provision	463,246	109,992	140,927	5,835	720,000
Ending Balance:	<u>\$ 5,070,797</u>	<u>\$ 1,265,777</u>	<u>\$ 1,421,974</u>	<u>\$ 57,856</u>	<u>\$ 7,816,404</u>
Ending Balance:					
Individually evaluated for impairment	<u>\$ 94,508</u>	<u>\$ -0-</u>	<u>\$ -0-</u>	<u>\$ -0-</u>	<u>\$ 94,508</u>
Collectively evaluated for impairment	<u>\$ 4,976,289</u>	<u>\$ 1,265,777</u>	<u>\$ 1,421,974</u>	<u>\$ 57,856</u>	<u>\$ 7,721,896</u>
Acquired with deteriorated credit quality	<u>\$ -0-</u>	<u>\$ -0-</u>	<u>\$ -0-</u>	<u>\$ -0-</u>	<u>\$ -0-</u>
Ending Balance Total Loans:					
Individually evaluated for impairment	<u>\$ 2,117,273</u>	<u>\$ 11,323,310</u>	<u>\$ 606,211</u>	<u>\$ -0-</u>	<u>\$ 14,046,794</u>
Collectively evaluated for impairment	<u>\$ 279,997,719</u>	<u>\$ 55,661,204</u>	<u>\$ 85,217,498</u>	<u>\$ 3,553,677</u>	<u>\$ 424,430,098</u>
Acquired with deteriorated credit quality	<u>\$ -0-</u>	<u>\$ -0-</u>	<u>\$ -0-</u>	<u>\$ -0-</u>	<u>\$ -0-</u>

As part of the on-going monitoring of the credit quality of the Bank's loan portfolio, management tracks certain credit quality indicators including, but not limited to, trends relating to (i) the level of criticized and classified loans, (ii) net charge-offs, (iii) non-performing loans, and (iv) delinquency within the portfolio.

The Bank utilizes a risk grading system to assign a risk grade to each of its loans. Loans are graded on a scale ranging from Pass to Loss. A description of the general characteristics of the risk grades are as follows:

# NOTES TO FINANCIAL STATEMENTS (Continued)

Years Ended December 31, 2020 and 2019

## Note 3. LOANS AND ALLOWANCE FOR LOAN LOSSES (Continued)

Pass - This grade represents loans ranging from acceptable to very little or no credit risk. These loans typically meet most if not all policy standards in regard to: loan amount as a percentage of collateral value, debt service coverage, profitability, leverage, and working capital.

Pass/Watch - These assets have weaknesses, generally in documentation, that prevent the assignment of a "Pass" grade. Assets in this category are not considered criticized assets; however, failure to immediately address the documentation or quality deficiencies may lead to further deterioration and the assignment of a more adverse grade.

Special Mention - This grade represents "Other Assets Especially Mentioned" in accordance with regulatory guidelines and includes loans that display some potential weaknesses, which, if left unaddressed, may result in deterioration of the repayment prospects for the asset or may inadequately protect the Bank's position in the future. These loans warrant more than normal supervision and attention.

Substandard - This grade represents "Substandard" loans in accordance with regulatory guidelines. Loans with this rating typically exhibit weaknesses that are well defined to the point that repayment is jeopardized. Loss potential is, however, not necessarily evident. The underlying collateral supporting the credit appears to have sufficient value to protect the Bank from loss of principal and accrued interest, or the loan has been written down to the point where that is true. There is a definite need for a well defined workout/rehabilitation program.

Doubtful - This grade represents "Doubtful" loans in accordance with regulatory guidelines. An asset classified as doubtful has all the weaknesses inherent in a loan classified Substandard with the added characteristics that the weaknesses make collection or liquidation in full, on the basis of currently existing facts, conditions and values, highly questionable and improbable. Pending factors include proposed merger, acquisition, or liquidation procedures, capital injection, perfecting liens on additional collateral and financing plans.

Loss - This grade represents "Loss" loans in accordance with regulatory guidelines. A loan classified as Loss is considered uncollectible and of such little value that its continuance as a bankable asset is not warranted. This classification does not mean that the loan has absolutely no recovery or salvage value, but rather that it is not practical or desirable to defer writing off the loan, even though some recovery may be effected in the future. The portion of the loan that is graded Loss should be charged off no later than the end of the quarter in which the loss is identified.

The following table presents ending loan balances by loan category and risk grade as of December 31, 2020 and 2019:

2020	Real Estate	Construction	Commercial	Consumer	Total
Pass	\$ 119,424,980	\$ 4,737,431	\$ 80,532,069	\$ 2,515,997	\$ 207,210,477
Pass/Watch	180,130,311	48,163,777	46,500,414	218,049	275,012,551
Special Mention	10,340,360	-0-	464,472	-0-	10,804,832
Substandard	2,768,640	-0-	11,034,013	-0-	13,802,653
Doubtful	13,178	-0-	-0-	3,564	16,742
Total Loans:	<u>\$ 312,677,469</u>	<u>\$ 52,901,208</u>	<u>\$ 138,530,968</u>	<u>\$ 2,737,610</u>	<u>\$ 506,847,255</u>
2019	Real Estate	Construction	Commercial	Consumer	Total
Pass	\$ 114,473,992	\$ 5,538,641	\$ 21,570,015	\$ 3,172,148	\$ 144,754,796
Pass/Watch	165,523,727	50,122,563	63,647,483	381,529	279,675,302
Special Mention	-0-	9,834,262	606,211	-0-	10,440,473
Substandard	2,089,886	1,489,048	-0-	-0-	3,578,934
Doubtful	27,387	-0-	-0-	-0-	27,387
Total Loans:	<u>\$ 282,114,992</u>	<u>\$ 66,984,514</u>	<u>\$ 85,823,709</u>	<u>\$ 3,553,677</u>	<u>\$ 438,476,892</u>

---

# NOTES TO FINANCIAL STATEMENTS (Continued)

## Years Ended December 31, 2020 and 2019

---

### Note 3. LOANS AND ALLOWANCE FOR LOAN LOSSES (Continued)

Consumer loans, whether unsecured or secured by real estate, automobiles, or other personal property, are primarily susceptible to three primary risks: non-payment due to income loss, over-extension of credit and when the borrower is unable to pay shortfall in collateral value. Typically, non-payment is due to loss of job and will follow general economic trends in the marketplace, driven primarily by rises in the unemployment rate. Loss of collateral value can be due to market demand shifts, damage to collateral itself or a combination of the two.

Problem consumer loans are generally identified by payment history of the borrower (delinquency). The Bank manages its consumer loan portfolios by monitoring delinquency and contacting borrowers to encourage repayment, suggest modifications if appropriate, and when continued scheduled payments become unrealistic, initiate repossession or foreclosure through appropriate channels. Collateral values may be determined by appraisals obtained through Bank approved, licensed appraisers, qualified independent third parties, public value information (blue book values for autos), sales invoices, or other appropriate means. Appropriate valuations are obtained at initiation of the credit and periodically (every 3-12 months depending on collateral type) once repayment is questionable and the loan has been classified.

Commercial real estate loans generally fall into two categories, owner-occupied and non-owner occupied. Loans secured by owner-occupied real estate are primarily susceptible to changes in the business conditions of the related business. This may be driven by, among other things, industry changes, geographic business changes, changes in the individual fortunes of the business owner, and general economic conditions and changes in business cycles. These same risks apply to commercial loans whether secured by equipment or other personal property or unsecured. Losses on loans secured by owner-occupied real estate, equipment, or other personal property generally are dictated by the value of underlying collateral at the time of default and liquidation of the collateral. When default is driven by issues related specifically to the business owner, collateral values tend to provide better repayment support and may result in little or no loss. Alternatively, when default is driven by more general economic conditions, underlying collateral generally has devalued more and results in larger losses due to default. Loans secured by non-owner occupied real estate are primarily susceptible to risks associated with swings in occupancy or vacancy and related shifts in lease rates, rental rates or room rates. Most often these shifts are a result of changes in general economic or market conditions or over-building and resultant over-supply. Losses are dependent on the value of underlying collateral at the time of default. Values are generally driven by these same factors and influenced by interest rates and required rates of return, as well as changes in occupancy costs.

Construction loans, whether owner-occupied or non-owner occupied commercial real estate loans or residential development loans, are not only susceptible to the related risks described above but the added risks of construction itself, including cost overruns, mismanagement of the project, or lack of demand or market changes experienced at time of completion. Again, losses are primarily related to underlying collateral value and changes therein as described above.

Problem commercial loans are generally identified by periodic review of financial information which may include financial statements, tax returns, rent rolls and payment history of the borrower (delinquency). Based on this information, the Bank may decide to take any of several courses of action including demand for repayment, additional collateral or guarantors, and when repayment becomes unlikely through borrower's income and cash flow, repossession or foreclosure of the underlying collateral.

Collateral values may be determined by appraisals obtained through Bank approved, licensed appraisers, qualified independent third parties, public value information (blue book values for autos), sales invoices, or other appropriate means. Appropriate valuations are obtained at initiation of the credit and periodically (every 3-12 months depending on collateral type) once repayment is questionable and the loan has been classified.

Once a loan becomes delinquent and repayment becomes questionable, a Bank collection officer will address collateral shortfalls with the borrower and attempt to obtain additional collateral. If this is not forthcoming and payment in full is unlikely, the Bank will estimate its probable loss, using a recent valuation as appropriate to the underlying collateral less estimated costs of sale, and charge the loan down to the estimated net realizable amount. Depending on the length of time until ultimate collection, the Bank may revalue the underlying collateral and take additional charge-offs as warranted. Revaluations may occur as often as every 3-12 months depending on the underlying collateral and volatility of values. Final charge-offs or recoveries are taken when collateral is liquidated and actual loss is known. Unpaid balances on loans after or during collection and liquidation may also be pursued through lawsuit and attachment of wages or judgment liens on borrower's other assets.

# NOTES TO FINANCIAL STATEMENTS (Continued)

Years Ended December 31, 2020 and 2019

## Note 3. LOANS AND ALLOWANCE FOR LOAN LOSSES (Continued)

The following table shows the ending balance of current, past due and nonaccrual loans by category as of December 31, 2020 and 2019:

<b>2020</b>	<b>Real Estate</b>	<b>Construction</b>	<b>Commercial</b>	<b>Consumer</b>	<b>Total</b>
Past due:					
30-89 days	\$ 146,700	\$ -0-	\$ -0-	\$ 36,988	\$ 183,688
>90 days still accruing	-0-	-0-	-0-	-0-	-0-
Nonaccrual	37,297	-0-	-0-	-0-	37,297
Total past due	183,997	-0-	-0-	36,988	220,985
Current	312,493,472	52,901,208	138,530,968	2,700,622	506,626,270
Total loans	<u>\$ 312,677,469</u>	<u>\$ 52,901,208</u>	<u>\$ 138,530,968</u>	<u>\$ 2,737,610</u>	<u>\$ 506,847,255</u>
<b>2019</b>	<b>Real Estate</b>	<b>Construction</b>	<b>Commercial</b>	<b>Consumer</b>	<b>Total</b>
Past due:					
30-89 days	\$ 46,681	\$ -0-	\$ -0-	\$ 103,460	\$ 150,141
>90 days still accruing	-0-	-0-	-0-	4,067	4,067
Nonaccrual	569,345	-0-	-0-	-0-	569,345
Total past due	616,026	-0-	-0-	107,527	723,553
Current	281,498,966	66,984,514	85,823,709	3,446,150	437,753,339
Total loans	<u>\$ 282,114,992</u>	<u>\$ 66,984,514</u>	<u>\$ 85,823,709</u>	<u>\$ 3,553,677</u>	<u>\$ 438,476,892</u>

Impaired loans are those where management has concluded that it is probable that the borrower will be unable to pay all amounts due under the contractual terms.

The following table shows the recorded investment (financial statement balance), unpaid principal balance, average recorded investment, and interest income recognized for impaired loans, segregated by those with no related allowance recorded and those with an allowance recorded as of December 31, 2020 and 2019:

<b>2020</b>	<b>Real Estate</b>	<b>Construction</b>	<b>Commercial</b>	<b>Consumer</b>	<b>Total</b>
No related allowance:					
Recorded investment	\$ 13,211,600	\$ -0-	\$ 11,550,625	\$ -0-	\$ 24,762,225
Unpaid principal	13,100,073	-0-	11,498,485	-0-	24,598,558
Average recorded investment	13,155,837	-0-	11,524,555	-0-	24,680,392
Interest income recognized	758,032	-0-	397,393	-0-	1,155,425
Allowance recorded					
Recorded investment	22,135	-0-	-0-	3,568	25,703
Unpaid principal	22,105	-0-	-0-	3,564	25,669
Related allowance	22,105	-0-	-0-	3,564	25,669
Average recorded investment	11,068	-0-	-0-	1,784	12,852
Interest income recognized	764	-0-	-0-	113	877
<b>2019</b>	<b>Real Estate</b>	<b>Construction</b>	<b>Commercial</b>	<b>Consumer</b>	<b>Total</b>
No related allowance:					
Recorded investment	\$ 1,987,250	\$ 11,371,271	\$ 608,492	\$ -0-	\$ 13,967,013
Unpaid principal	1,980,016	11,323,310	606,211	-0-	13,909,537
Average recorded investment	1,983,633	11,347,290	607,352	-0-	13,938,275
Interest income recognized	64,961	636,225	66,074	-0-	767,260
Allowance recorded					
Recorded investment	138,017	-0-	-0-	-0-	138,017
Unpaid principal	137,257	-0-	-0-	-0-	137,257
Related allowance	-0-	-0-	-0-	-0-	-0-
Average recorded investment	137,637	-0-	-0-	-0-	137,637
Interest income recognized	1,259	-0-	-0-	-0-	1,259

# NOTES TO FINANCIAL STATEMENTS (Continued)

Years Ended December 31, 2020 and 2019

## Note 4. PROPERTIES AND EQUIPMENT (CONSOLIDATED AND SUBSIDIARY)

Components of properties and equipment included in the balance sheet at December 31, 2020 and 2019 were as follows:

Cost:	<u>2020</u>	<u>2019</u>
Land	\$ 4,400,646	\$ 4,400,646
Bank premises	14,081,562	14,081,562
Furniture and equipment	<u>6,633,472</u>	<u>6,451,994</u>
Total cost	25,115,680	24,934,202
Less accumulated depreciation	<u>12,910,315</u>	<u>12,318,281</u>
Net book value	<u>\$ 12,205,365</u>	<u>\$ 12,615,921</u>

Certain bank facilities and equipment are leased under various operating leases. Rental expense for 2020 and 2019 was \$100,908 and \$101,527, respectively. Future minimum rental commitments under non-cancellable leases are:

2021	\$ 82,368
2022	82,368
2023	82,368
2024	61,776
2025	-0-
Thereafter	-0-
	<u>\$ 308,880</u>

## Note 5. OTHER ASSETS

Accrued income and other assets consist of the following:

	<u>CONSOLIDATED</u>		<u>SUBSIDIARY</u>	
	<u>2020</u>	<u>2019</u>	<u>2020</u>	<u>2019</u>
Interest receivable - loans	\$ 1,708,887	\$ 1,203,360	\$ 1,708,887	\$ 1,203,360
Prepaid expenses	585,040	501,475	585,040	501,475
Interest receivable - securities	427,750	769,516	427,750	769,516
Other real estate owned	79,448	110,375	79,448	110,375
Late charges receivable	22,274	18,982	22,274	18,982
Other	<u>323,382</u>	<u>357,525</u>	<u>322,208</u>	<u>356,351</u>
	<u>\$ 3,146,781</u>	<u>\$ 2,961,233</u>	<u>\$ 3,145,607</u>	<u>\$ 2,960,059</u>

## Note 6. TIME DEPOSITS (CONSOLIDATED AND SUBSIDIARY)

The scheduled maturities of time deposits as of December 31, 2020 and 2019 were as follows:

	<u>2020</u>	<u>2019</u>
Less than one year	\$ 31,120,994	\$ 27,093,620
One year to two years	19,393,314	22,306,453
Two years to three years	3,578,410	3,095,094
Three years to five years	1,534,419	1,689,139
Over five years	-0-	1,000
	<u>\$ 55,627,137</u>	<u>\$ 54,185,306</u>

## Note 7. ACCRUED INTEREST AND OTHER LIABILITIES

A summary of accrued interest and other liabilities follows:

	<u>CONSOLIDATED</u>		<u>SUBSIDIARY</u>	
	<u>2020</u>	<u>2019</u>	<u>2020</u>	<u>2019</u>
Accrued salaries and benefits	\$ 4,183,895	\$ 4,534,761	\$ 4,183,895	\$ 4,534,761
Distribution payable	2,083,604	2,046,929	-0-	-0-
Accrued other expenses	1,800,509	256,036	1,800,509	256,036
Accrued interest	214,903	223,373	214,903	223,373
Accrued other taxes	101,666	102,891	101,666	102,891
Other liabilities	<u>16,212</u>	<u>473,013</u>	<u>16,212</u>	<u>473,013</u>
	<u>\$ 8,400,789</u>	<u>\$ 7,637,003</u>	<u>\$ 6,317,185</u>	<u>\$ 5,590,074</u>

# NOTES TO FINANCIAL STATEMENTS (Continued)

Years Ended December 31, 2020 and 2019

## Note 8. EMPLOYEE/DIRECTOR BENEFIT PLANS

### Profit Sharing / 401(k) / Employee Stock Purchase Plan

As part of employee benefits, all eligible employees of the Bank participate in an employee stock ownership, 401(k) and profit sharing plan. Contributions under the defined contribution plan are made at the discretion of the Board of Directors. The Bank approved contributions of \$1,724,831 for 2020 and \$1,409,394 for 2019.

### Employee Stock Incentive Plans

On March 31, 2008, the Company adopted the Citizens Bank of Las Cruces Stock Appreciation Rights Plan. The plan permits the grant of stock appreciation rights to certain employees of the Company. The liability accrued for the stock appreciation rights plan at December 31, 2020 was \$ -0- and December 31, 2019 was \$676,697. This balance is a component of the accrued salaries and benefits disclosure and was paid out in 2020.

On May 21, 2015, the Company adopted the Amador Bancshares and Citizens Bank of Las Cruces Incentive Stock Option Plan of 2015, an incentive stock option plan covering key employees. This plan is shareholder-approved and permits the grant of share options and shares to its key employees for up to 40,000 shares of common stock. The Company believes that such awards better align the interests of its employees with those of its shareholders. Option awards are granted with an exercise price equal to the market price of the Company's stock at the date of grant; those option awards generally vest over eight years and have ten-year contractual terms. Certain option and share awards provide for accelerated vesting if there is a change in control (as defined by the Plan).

The fair value of each option award is set on the date of grant using the stock price multiplier of book value as of the most recent quarter-end. The stock price multiplier is established by the shareholders annually.

A summary of option activity under the Plan as of December 31, 2020 and 2019, and changes during the years then ended is presented below:

Options	Shares (000)	Weighted Average Exercise Price	Weighted Average Remaining Contractual Term
Outstanding at January 1, 2019	14,000	\$ 149.76	
Granted	6,000	\$ 183.91	
Exercised	(2,500)	\$ 150.33	
Forfeited or expired	-0-	\$ -0-	
Outstanding at December 31, 2019	17,500	\$ 161.38	5.7
Granted	-0-	\$ -0-	
Exercised	(3,879)	\$ 161.03	
Forfeited or expired	-0-	\$ -0-	
Outstanding at December 31, 2020	13,621	\$ 161.49	4.8

Vested and expected to vest was 4,871 at December 31, 2020 and 5,500 at December 31, 2019.

# NOTES TO FINANCIAL STATEMENTS (Continued)

Years Ended December 31, 2020 and 2019

## Note 8. EMPLOYEE/DIRECTOR BENEFIT PLANS (Continued)

### Director Stock Option Plans

On June 1, 2019, the Company adopted the Amador Bancshares, Inc. Non-Qualified Stock Option Plan of 2019 for External Directors, an incentive stock option plan covering external directors. This plan is shareholder-approved and permits the grant of share options and shares to its external directors for up to 21,000 shares of common stock. The purpose of the Stock Option Plan generally is to provide the Directors with Stock Options in recognition of their contributions to the Company and the Bank and to increase the Company's equity capital in order to allow the Company to increase the equity capital of the Bank, or to allow the Company to use the cash raised pursuant to this Stock Option Plan for other appropriate corporate purposes, and to offer an incentive to the Directors in the form of increased proprietary interests in the Company. Option awards are granted with an exercise price equal to the market price of the Company's stock at the date of grant; those option awards vest immediately or over five years depending on director tenure with the Board and have ten-year contractual terms. Certain option and share awards provide for accelerated vesting if there is a change in control (as defined by the Plan).

The fair value of each option award is set on the date of grant using the stock price multiplier of book value as of the most recent quarter-end. The stock price multiplier is established by the shareholders annually.

A summary of option activity under the Plan as of December 31, 2020 and 2019, and changes during the years then ended is presented below:

Options	Shares (000)	Weighted Average Exercise Price	Weighted Average Remaining Contractual Term
Outstanding at January 1, 2019	-0-	\$ -0-	
Granted	13,500	\$ 188.45	
Exercised	(9,900)	\$ 188.45	
Forfeited or expired	-0-	\$ -0-	
Outstanding at December 31, 2019	3,600	\$ -0-	9.4
Granted	3,000	\$ 204.66	
Exercised	(3,900)	\$ 204.92	
Forfeited or expired	-0-	\$ -0-	
Outstanding at December 31, 2020	2,700	\$ 188.45	8.6

Vested and expected to vest was -0- at December 31, 2020 and -0- at December 31, 2019.



# NOTES TO FINANCIAL STATEMENTS (Continued)

Years Ended December 31, 2020 and 2019

## Note 9. OTHER OPERATING EXPENSE

A summary of other operating expense follows:

	CONSOLIDATED		SUBSIDIARY	
	2020	2019	2020	2019
ATM/Debit card	\$ 823,419	\$ 753,739	\$ 823,419	\$ 753,739
Office expense	763,776	673,736	763,776	673,736
Advertising	531,911	516,205	531,911	516,205
Loan expense	432,387	365,810	432,387	365,810
Director and committee fees	334,200	378,900	334,200	378,900
Consulting	197,116	160,938	197,116	160,938
Other operating expense	2,023,157	1,664,756	1,983,729	1,597,724
	<u>\$ 5,105,966</u>	<u>\$ 4,514,084</u>	<u>\$ 5,066,538</u>	<u>\$ 4,447,052</u>

## Note 10. SHORT AND LONG-TERM DEBT (CONSOLIDATED AND SUBSIDIARY)

There is no outstanding long or short-term debt as of December 31, 2020 or 2019.

The Bank has committed unused lines of credit at correspondent banks in the amount of \$202 million at December 31, 2020 and \$204 million at December 31, 2019. The Holding Company has a committed unused line of credit in the amount of \$10 million at December 31, 2020. There are financial covenants associated with the indebtedness to which the bank is in compliance.

## Note 11. RELATED PARTY TRANSACTIONS

The Bank has entered into transactions with its directors, significant shareholders and their affiliates (related parties). Such transactions were made in the ordinary course of business on substantially the same terms and conditions, including interest rates and collateral, as those prevailing at the same time for comparable transactions with other customers, and did not, in the opinion of management, involve more than normal credit risk or present other unfavorable features.

### As of December 31, 2020:

Outstanding loans at January 1, 2020	\$ 21,342,296
New loans and advances	1,181,642
Payments and adjustments	10,515,693
Ending balance as of December 31, 2020	<u>\$ 12,008,245</u>

The aggregate amount of loans committed and deposit balances to such related parties was \$14,386,238 and \$10,318,315 respectively.

### As of December 31, 2019:

Outstanding loans at January 1, 2019	\$ 18,404,199
New loans and advances	3,716,098
Payments and adjustments	778,001
Ending balance as of December 31, 2019	<u>\$ 21,342,296</u>

The aggregate amount of loans committed and deposit balances to such related parties was \$24,058,263 and \$12,288,296 respectively.

---

# NOTES TO FINANCIAL STATEMENTS (Continued)

## Years Ended December 31, 2020 and 2019

---

### **Note 12. INCOME TAXES**

The Company elected Subchapter S status effective January 1, 1998. The election of Subchapter S status means that the Company is no longer a tax paying entity and all income and deductions are taxed at the shareholder level.

### **Note 13. CONTINGENT LIABILITIES AND COMMITMENTS**

The Bank's consolidated financial statements do not reflect various commitments and contingent liabilities which arise in the normal course of business and which involve elements of credit risk, interest rate risk and liquidity risk. These commitments and contingent liabilities are described in Note 15, Financial Instruments.

The Bank is party to litigation and claims arising in the normal course of business. Management, after consultation with legal counsel, believes that the liabilities, if any, arising from such litigation and claims will not be material to the Bank's financial position.

### **Note 14. CONCENTRATIONS**

All of the Bank's loans, commitments and standby letters of credit have been granted to customers in the Bank's market area. The majority of such customers are depositors of the Bank. The concentrations of credit by type of loan are set forth in Note 3. The distribution of commitments to extend credit approximates the distribution of loans outstanding. Standby letters of credit were granted primarily to commercial borrowers. The Bank, as a matter of policy, does not extend credit to any single borrower or group of related borrowers in excess of \$13,000,000 for 2020 and \$10,000,000 for 2019.

The Bank has a concentration of deposits from governmental entities. These accounts are on-going transactions and are not considered volatile.

### **Note 15. FINANCIAL INSTRUMENTS**

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

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

#### **Commitments to Extend Credit and Financial Guarantees**

At December 31, 2020, the Bank was exposed to credit risk on commitments to extend credit having contract amounts of \$149,156,803, credit card arrangements of \$3,856,634 and letters of credit written of \$3,808,323. At December 31, 2019, the Bank was exposed to credit risk on commitments to extend credit having contract amounts of \$145,376,132, credit card arrangements of \$3,698,683 and letters of credit written of \$3,468,039. Commitments to extend credit are agreements to lend to a customer as long as there is no violation of any condition established in the contract.

---

# NOTES TO FINANCIAL STATEMENTS (Continued)

Years Ended December 31, 2020 and 2019

---

## **Note 15. FINANCIAL INSTRUMENTS (Continued)**

Commitments generally have fixed expiration dates or other termination clauses and may require payment of a fee. Since many of the commitments are expected to expire without being drawn upon, the total commitment amounts do not necessarily represent future cash requirements. The Bank's experience has been that approximately 34% of loan commitments are drawn upon by customers. The Bank evaluates each customer's creditworthiness on a case-by-case basis. The amount of collateral obtained, if it is deemed necessary by the Bank upon extension of credit, is based on management's credit evaluation of the counterparty. Collateral held varies, and may include accounts receivable; inventory; property, plant, and equipment; and income-producing commercial properties.

Letters of credit written are a conditional commitment issued by the Bank to guarantee the performance of a customer to a third party. Those guarantees are primarily issued to support public and private borrowing arrangements. Guarantees are generally extended for periods of one year. The credit risk involved in issuing letters of credit is essentially the same as that involved in extending loan facilities to customers. The Bank holds collateral supporting those commitments for which collateral is deemed necessary.

The Bank has not been required to perform on any financial guarantees during the past year.

The Bank has not incurred any losses on its commitments in 2020 or 2019.

### **Fair Value of Financial Instruments**

FASB ASC 820, Fair Value Measurements and Disclosures, clarifies that fair value is an exit price, representing the amount that would be received to sell an asset or paid to transfer a liability in an orderly transaction between willing market participants. Under this guidance, fair value measurements are not adjusted for transaction costs. This guidance establishes a fair value hierarchy that prioritizes the inputs to valuation techniques used to measure fair value. The hierarchy gives the highest priority to unadjusted quoted prices in active markets for identical assets or liabilities (Level 1 measurements) and the lowest priority to unobservable inputs (Level 3 measurements). The three levels of the fair value hierarchy under this guidance are described below.

Level 1 - Valuations for assets and liabilities traded in active exchange markets. Valuations are obtained from readily available pricing sources for market transactions involving identical assets or liabilities.

Level 2 - Valuations for assets and liabilities traded in less active dealer or broker markets. Valuations are obtained from third party pricing services for identical or comparable assets or liabilities which use observable inputs other than Level 1 prices, such as quoted prices for similar assets or liabilities; quoted prices in active markets that are not active, or other inputs that are observable or can be corroborated by observable market data for substantially the full term of the assets or liabilities.

Level 3 - Unobservable inputs that are supported by little or no market activity and that are significant to the fair value of the assets or liabilities. A financial instrument's level with the fair value hierarchy is based on the lowest level of input that is significant to the fair value measurement.

# NOTES TO FINANCIAL STATEMENTS (Continued)

Years Ended December 31, 2020 and 2019

## Note 15. FINANCIAL INSTRUMENTS (Continued)

The estimated fair value of the Bank's financial instruments were as follows for 2020 and 2019:

2020	CONSOLIDATED		SUBSIDIARY	
	Carrying Amount	Fair Value	Carrying Amount	Fair Value
<b>Financial Assets:</b>				
Cash due from banks and interest-bearing deposits with banks.....	\$ 131,610,021	\$ 131,610,021	\$ 131,610,021	\$ 131,610,021
Securities available-for-sale.....	102,901,203	102,901,203	102,901,203	102,901,203
Loans receivable.....	506,847,255	504,571,886	506,847,255	504,571,886
Accrued interest receivable.....	2,159,637	2,159,637	2,159,637	2,159,637
<b>Financial Liabilities:</b>				
Deposit liabilities.....	676,481,497	667,541,627	678,675,874	669,736,005

2019	CONSOLIDATED		SUBSIDIARY	
	Carrying Amount	Fair Value	Carrying Amount	Fair Value
<b>Financial Assets:</b>				
Cash due from banks and interest-bearing deposits with banks.....	\$ 37,327,880	\$ 37,327,880	\$ 37,327,880	\$ 37,327,880
Securities available-for-sale.....	121,187,209	121,187,209	121,187,209	121,187,209
Loans receivable.....	438,476,892	434,601,403	438,476,892	434,601,403
Accrued interest receivable.....	1,999,876	1,999,876	1,999,876	1,999,876
<b>Financial Liabilities:</b>				
Deposit liabilities.....	539,323,292	501,193,994	541,444,358	503,315,060

Fair values of assets and liabilities measured on a recurring basis at December 31, 2020 and 2019 are as follows:

2020	Fair Value	Fair Value Measurements at Reporting Date Using		
		Quoted Prices in Active Market for Identical Assets/Liabilities (Level 1)	Significant Other Observable Inputs (Level 2)	Significant Unobservable Inputs (Level 3)
Available-for-sale securities	\$ 101,033,918	\$ -0-	\$ 101,033,918	\$ -0-
Total Assets	\$ 101,033,918	\$ -0-	\$ 101,033,918	\$ -0-

2019	Fair Value	Fair Value Measurements at Reporting Date Using		
		Quoted Prices in Active Market for Identical Assets/Liabilities (Level 1)	Significant Other Observable Inputs (Level 2)	Significant Unobservable Inputs (Level 3)
Available-for-sale securities	\$ 119,335,424	\$ -0-	\$ 119,335,424	\$ -0-
Total Assets	\$ 119,335,424	\$ -0-	\$ 119,335,424	\$ -0-

# NOTES TO FINANCIAL STATEMENTS (Continued)

Years Ended December 31, 2020 and 2019

## Note 15. FINANCIAL INSTRUMENTS (Continued)

Gains and losses (realized and unrealized) included in earnings for December 31, 2020 and 2019 are reported in other income/(loss) as follows:

	<u>2020</u>	<u>2019</u>
	<u>\$ 4,229,363</u>	<u>\$ (1,612)</u>

Fair values of assets and liabilities measured on a nonrecurring basis at December 31, 2020 and 2019 are as follows:

2020	Description	<u>Fair Value Measurements at Reporting Date Using</u>			
		<u>Fair Value</u>	<u>Quoted Prices in Active Market for Identical Assets/Liabilities (Level 1)</u>	<u>Significant Other Observable Inputs (Level 2)</u>	<u>Significant Unobservable Inputs (Level 3)</u>
	Foreclosed real estate, net	\$ 79,448	\$ -0-	\$ -0-	\$ 79,448
	Impaired loans	25,669	-0-	-0-	25,669
	Total	<u>\$ 105,117</u>	<u>\$ -0-</u>	<u>\$ -0-</u>	<u>\$ 105,117</u>

2019	Description	<u>Fair Value Measurements at Reporting Date Using</u>			
		<u>Fair Value</u>	<u>Quoted Prices in Active Market for Identical Assets/Liabilities (Level 1)</u>	<u>Significant Other Observable Inputs (Level 2)</u>	<u>Significant Unobservable Inputs (Level 3)</u>
	Foreclosed real estate, net	\$ 110,375	\$ -0-	\$ -0-	\$ 110,375
	Impaired loans	137,257	-0-	-0-	137,257
	Total	<u>\$ 247,632</u>	<u>\$ -0-</u>	<u>\$ -0-</u>	<u>\$ 247,632</u>

## Note 16. REGULATORY MATTERS

The Company is subject to various regulatory capital requirements administered by federal banking agencies. Failure to meet minimum capital requirements can initiate certain mandatory, and possibly additional discretionary actions by regulators that, if undertaken, could have a direct material effect on the Company's consolidated financial statements. Under capital adequacy guidelines and the regulatory framework for prompt corrective action, the Company must meet specific capital guidelines that involve quantitative measures of the Company's assets, liabilities and certain off-balance-sheet items as calculated under regulatory accounting practices. The Company's capital amounts and classification are also subject to qualitative judgments by the regulators about components, risk weightings, and other factors.

Quantitative measures established by regulation to ensure capital adequacy require the Company to maintain minimum amounts and ratios (set forth in the table below) of total, Tier I, and common equity Tier I capital to risk-weighted assets, and of Tier I capital to average assets. Management believes, as of December 31, 2020 and 2019, the Company meets all capital requirements to which it is subject.

The following tables present actual and required capital ratios as of December 31, 2020 and 2019 for the Company and the Bank under Basel III Capital Rules. The minimum capital amounts presented include the minimum required capital levels as of December 31, 2020 and 2019 based on the phased-in provisions of the Basel III Capital Rules, and the minimum required capital levels as of January 1, 2019 when the Basel III Capital Rules have been fully phased-in. Capital levels required to be considered well capitalized are based upon prompt corrective action regulations, as amended to reflect the changes under the BASEL III Capital rules.

# NOTES TO FINANCIAL STATEMENTS (Continued)

Years Ended December 31, 2020 and 2019

## Note 16. REGULATORY MATTERS (Continued)

As of December 31, 2020 (in thousands)	Actual		Minimum Capital		BASEL III Fully Phased In Minimum Capital		Required to be Well Capitalized	
	Amount	Ratio	Amount	Ratio	Amount	Ratio	Amount	Ratio
Total Capital (to Risk Weighted Assets)								
Consolidated	\$80,976	16.10%	≥ \$40,235	≥ 8.0%	≥ \$52,809	≥ 10.5%	≥ \$50,294	≥ 10.0%
Subsidiary	\$80,864	16.08%	≥ \$40,235	≥ 8.0%	≥ \$52,809	≥ 10.5%	≥ \$50,294	≥ 10.0%
Tier 1 Capital (to Risk Weighted Assets)								
Consolidated	\$74,664	14.85%	≥ \$30,177	≥ 6.0%	≥ \$42,750	≥ 8.5%	≥ \$40,235	≥ 8.0%
Subsidiary	\$74,552	14.82%	≥ \$30,177	≥ 6.0%	≥ \$42,750	≥ 8.5%	≥ \$40,235	≥ 8.0%
Common Equity Tier 1 Capital (to Risk Weighted Assets)								
Consolidated	\$74,664	14.85%	≥ \$22,632	≥ 4.5%	≥ \$35,206	≥ 7.0%	≥ \$32,691	≥ 6.5%
Subsidiary	\$74,552	14.82%	≥ \$22,632	≥ 4.5%	≥ \$35,206	≥ 7.0%	≥ \$32,691	≥ 6.5%
Tier 1 Capital (to Average Assets)								
Consolidated	\$74,664	9.92%	≥ \$30,097	≥ 4.0%	≥ \$30,097	≥ 4.0%	≥ \$37,622	≥ 5.0%
Subsidiary	\$74,552	9.91%	≥ \$30,097	≥ 4.0%	≥ \$30,097	≥ 4.0%	≥ \$37,622	≥ 5.0%

As of December 31, 2019 (in thousands)	Actual		Minimum Capital		BASEL III Fully Phased In Minimum Capital		Required to be Well Capitalized	
	Amount	Ratio	Amount	Ratio	Amount	Ratio	Amount	Ratio
Total Capital (to Risk Weighted Assets)								
Consolidated	\$70,585	13.92%	≥ \$40,578	≥ 8.0%	≥ \$53,258	≥ 10.5%	≥ \$50,722	≥ 10.0%
Subsidiary	\$70,510	13.90%	≥ \$40,578	≥ 8.0%	≥ \$53,258	≥ 10.5%	≥ \$50,722	≥ 10.0%
Tier 1 Capital (to Risk Weighted Assets)								
Consolidated	\$64,227	12.66%	≥ \$30,433	≥ 6.0%	≥ \$43,114	≥ 8.5%	≥ \$40,578	≥ 8.0%
Subsidiary	\$64,151	12.65%	≥ \$30,433	≥ 6.0%	≥ \$43,114	≥ 8.5%	≥ \$40,578	≥ 8.0%
Common Equity Tier 1 Capital (to Risk Weighted Assets)								
Consolidated	\$64,227	12.66%	≥ \$22,825	≥ 4.5%	≥ \$35,506	≥ 7.0%	≥ \$32,969	≥ 6.5%
Subsidiary	\$64,151	12.65%	≥ \$22,825	≥ 4.5%	≥ \$35,505	≥ 7.0%	≥ \$32,969	≥ 6.5%
Tier 1 Capital (to Average Assets)								
Consolidated	\$64,227	10.45%	≥ \$24,576	≥ 4.0%	≥ \$24,576	≥ 4.0%	≥ \$30,721	≥ 5.0%
Subsidiary	\$64,151	10.44%	≥ \$24,576	≥ 4.0%	≥ \$24,576	≥ 4.0%	≥ \$30,721	≥ 5.0%

# FINANCIAL HIGHLIGHTS

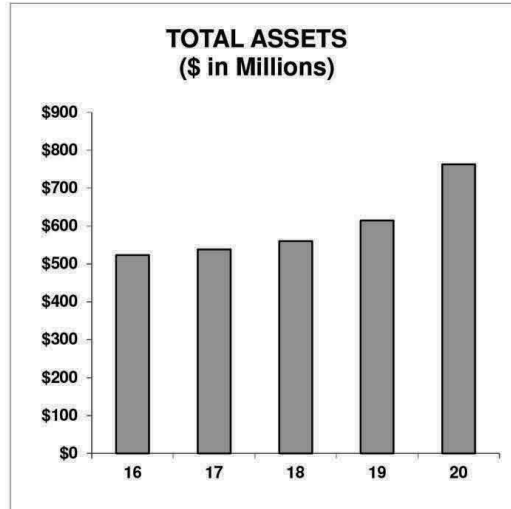
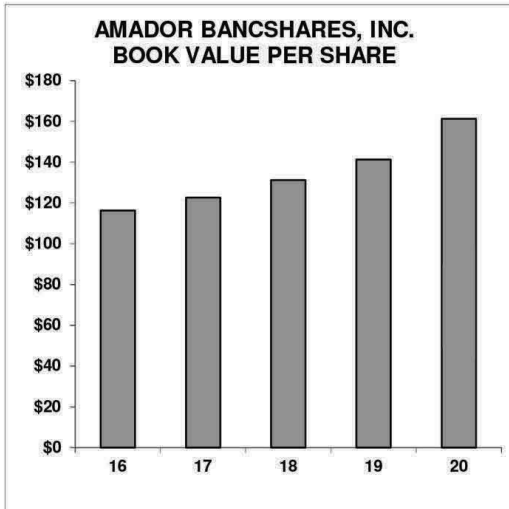
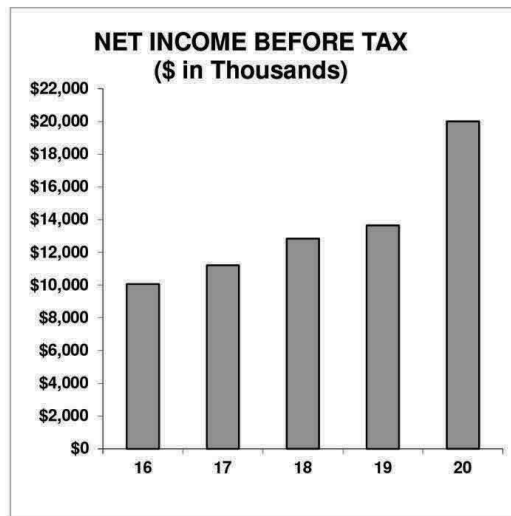
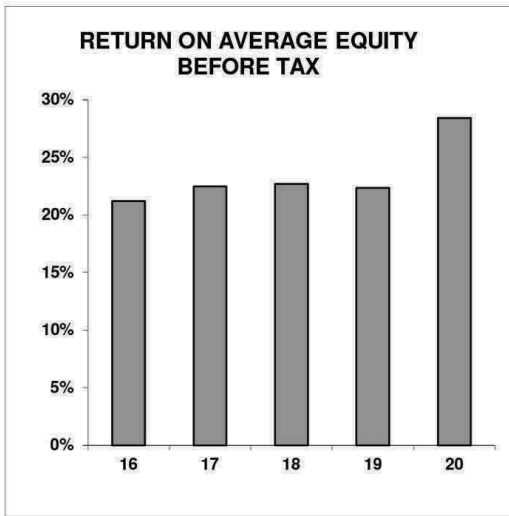
Citizens Bank of Las Cruces

(Five Year Summary) (in thousands, except per share data and ratios)

	<u>12-31 2016</u>	<u>12-31 2017</u>	<u>12-31 2018</u>	<u>12-31 2019</u>	<u>12-31 2020</u>
<b><u>BALANCE SHEET</u></b>					
Investments.....	\$ 169,645	\$ 144,157	\$ 120,856	\$ 121,187	\$ 102,901
Loans (Gross).....	303,112	367,534	399,303	438,477	506,847
Reserve for Credit Losses.....	6,180	6,439	7,099	7,816	8,339
Total Assets.....	523,130	538,056	559,864	613,543	762,020
Noninterest-Bearing Deposits.....	134,361	141,916	166,158	173,408	251,086
Interest-Bearing Deposits.....	338,105	325,987	332,836	368,036	427,590
Total Deposits.....	472,466	467,903	498,994	541,444	678,676
Shareholders' Equity.....	47,056	52,857	57,369	64,151	74,552
Shareholders' Equity (Net of Accumulated Comprehensive Income).....	46,981	52,609	55,297	66,508	77,027
<b><u>SELECTED RATIOS</u></b>					
Return on Average Assets (before tax).....	1.99%	2.09%	2.33%	2.33%	2.85%
Return on Average Shareholders' Equity (before tax).....	21.42%	22.48%	22.69%	22.36%	28.41%
Net Interest Margin.....	3.92%	4.09%	4.45%	4.47%	4.02%
Non Interest Income to Average Assets.....	1.26%	1.26%	1.26%	1.15%	1.23%
Non Interest Expense to Average Assets.....	2.83%	3.00%	3.03%	2.99%	2.79%
Loan to Deposit.....	62.85%	77.17%	78.60%	79.54%	73.45%
Allowance for Credit Loss as % of Total Loans.....	2.04%	1.75%	1.78%	1.78%	1.65%
Core Capital (Tier 1).....	9.19%	9.76%	10.24%	10.44%	9.91%
Earnings Per Common Share.....	\$ 90.50	\$ 100.80	\$ 115.55	\$ 122.74	\$ 179.99
Book Value Per Share for Amador Bancshares, Inc.....	\$ 116.26	\$ 122.62	\$ 131.11	\$ 141.20	\$ 161.25

# FINANCIAL HIGHLIGHTS

Citizens Bank of Las Cruces





# Board of Councilors

Cindy Binns-Mendoza  
*Grapevine Plaza, LLC*

Carl Bissett  
*Bissett Specialty Equipment*

Randy Boone  
*Boone Transportation*

Gricel Chavez  
*SWAT*

Eli Estrada  
*Pat Campbell Insurance*

Nicole Garland  
*Federated Insurance*

Greg Groves  
*Picture Frame Factory Outlet*

Brennen Jeffers  
*Big Star ACE Hardware & Farm Supply*

Josh Lyon  
*Insta-Copy*

Paul Malooly  
*El Paso Paper Box, Inc*

Jim Mattocks  
*J & J Supply*

Virgil Medina  
*La Clinica de Familia*

Patty Olson  
*Exit Realty*

Kim Reagan  
*Priority One Property Management*

Heather Salopek  
*Legacy Pecans*

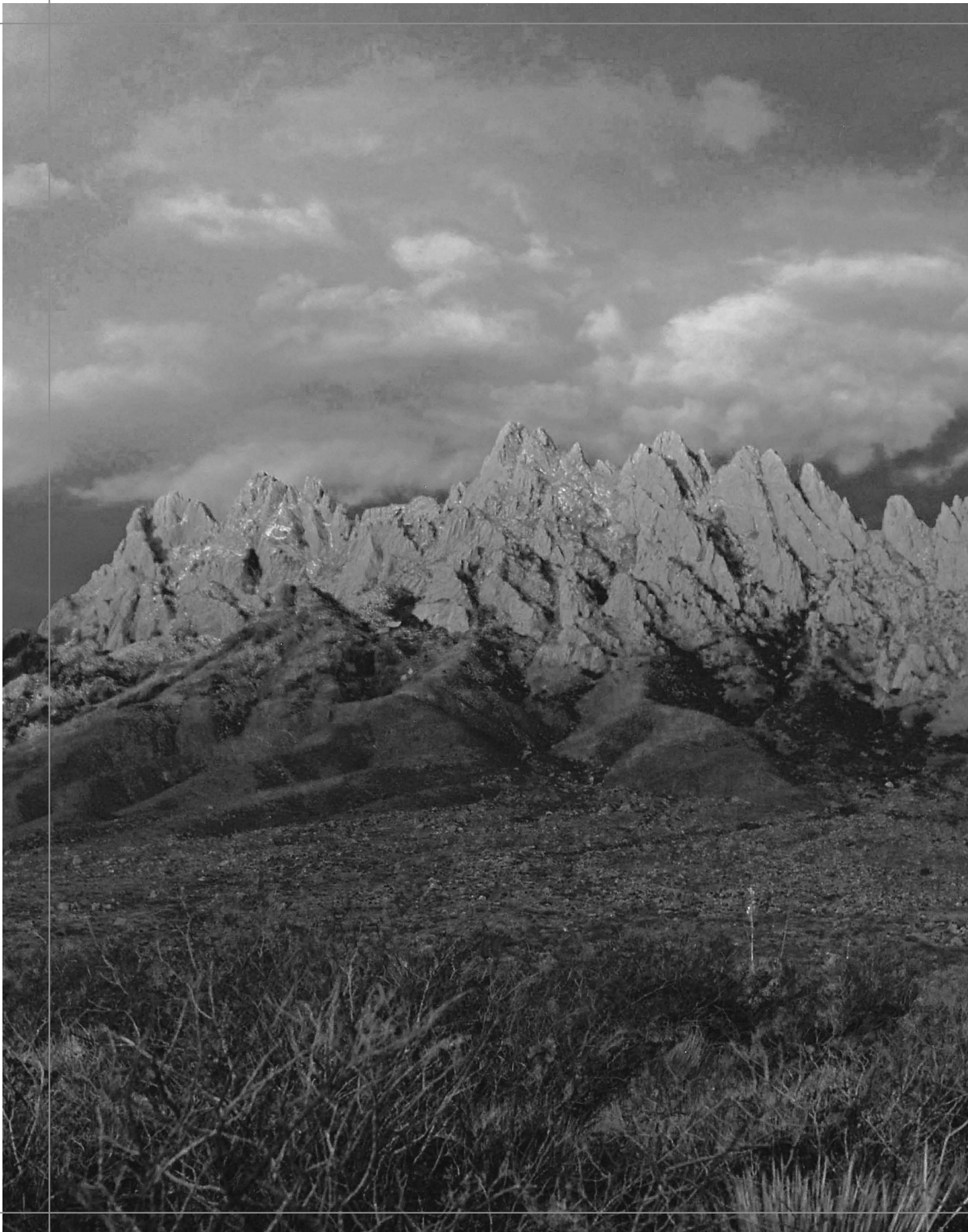
Jennifer Sandoval  
*R Hines Construction*

Brandon Stuart  
*John B Sanfilippo & Son, Inc*

Eric Walton  
*Spence Asset Management*

Dr. Louis Zuniga  
*Fyzical Therapy*

Notes:



**FORM FR Y-6**

**Report Item 2a.  
AMADOR BANCSHARES, INC.  
LAS CRUCES, NM  
Fiscal Year Ending December 31, 2020**

**AMADOR BANCSHARES, INC.  
LEI: None  
LAS CRUCES, NM  
Incorporated in New Mexico**

100% Ownership

**CITIZENS BANK OF LAS CRUCES  
(LEI 549300L5PE7ZGYRW5Q15)  
LAS CRUCES, NM  
Incorporated in New Mexico**

**Results:** A list of branches for your depository institution: CITIZENS BANK OF LAS CRUCES (ID: RSSD: 1016857). This depository institution is held by AMADOR BANKSHARES, INC. (1105078) of LAS CRUCES, NM. The data are as of 12/31/2020. Data reflects information that was received and processed through 01/05/2021.

**Reconciliation and Verification Steps**

1. In the **Data Action** column of each branch row, enter one or more of the actions specified below
2. If required, enter the date in the **Effective Date** column

**Actions**

**OK:** If the branch information is correct, enter 'OK' in the **Data Action** column.  
**Change:** If the branch information is incorrect or incomplete, rebase the data, enter 'Change' in the **Data Action** column and the date when this information first became valid in the **Effective Date** column.  
**Close:** If a branch listed was sold or closed, enter 'Close' in the **Data Action** column and the sale or closure date in the **Effective Date** column.  
**Delete:** If a branch listed was never owned by this depository institution, enter 'Delete' in the **Data Action** column.  
**Add:** If a reportable branch is missing, insert a row, add the branch data, and enter 'Add' in the **Data Action** column and the opening or acquisition date in the **Effective Date** column.

If printing this list, you may need to adjust your page setup in MS Excel. Try using landscape orientation, page scaling, and/or legal sized paper.

**Submission Procedure**

When you are finished, send a saved copy to your FRB contact. See the detailed instructions on this site for more information. If you are e-mailing this to your FRB contact, put your institution name, city and state in the subject line of the e-mail.

**Note:**

To satisfy the **FR Y-10 reporting requirements**, you must also submit FR Y-10 Domestic Branch Schedules for each branch with a **Data Action** of Change, Close, Delete, or Add. The FR Y-10 report may be submitted in a hardcopy format or via the FR Y-10 Online application - <https://y10online.federalreserve.gov>.

\* FDIC UNINUM, Office Number, and ID\_RSSD columns are for reference only. Verification of these values is not required.

Data Action	Effective Date	Branch Service Type	Branch ID_RSSD*	Popular Name	Street Address	City	State	Zip Code	County	Country	FDIC UNINUM*	Office Number*	Head Office	Head Office ID_RSSD*	Comments
OK		Full Service (Head Office)	1016857	CITIZENS BANK OF LAS CRUCES	505 S. MAIN STREET, LORETTTO CENTER #5	LAS CRUCES	NM	88001	DONA ANA	UNITED STATES	Not Required	Not Required	CITIZENS BANK OF LAS CRUCES	1016857	
OK		Full Service	277259	COUNTRY CLUB BRANCH	2841 NORTH MAIN STREET	LAS CRUCES	NM	88001	DONA ANA	UNITED STATES	Not Required	Not Required	CITIZENS BANK OF LAS CRUCES	1016857	
OK		Full Service	392215	PICACHO BRANCH	3630 WEST PICACHO AVENUE	LAS CRUCES	NM	88007	DONA ANA	UNITED STATES	Not Required	Not Required	CITIZENS BANK OF LAS CRUCES	1016857	
OK		Full Service	3538157	ROADRUNNER BRANCH	3991 EAST LOHMAN AVENUE	LAS CRUCES	NM	88011	DONA ANA	UNITED STATES	Not Required	Not Required	CITIZENS BANK OF LAS CRUCES	1016857	
OK		Full Service	4370008	UNIVERSITY BRANCH	3065 EAST UNIVERSITY	LAS CRUCES	NM	88011	DONA ANA	UNITED STATES	Not Required	Not Required	CITIZENS BANK OF LAS CRUCES	1016857	
OK		Full Service	3922224	TRUTH OR CONSEQUENCES BRANCH	1702 NORTH DATE	TRUTH OR CONSEQUENCES	NM	87901	SIERRA	UNITED STATES	Not Required	Not Required	CITIZENS BANK OF LAS CRUCES	1016857	
OK		Full Service	5352441	EL PASO BRANCH	2500 MESA, SUITE A	EL PASO	TX	79902	EL PASO	UNITED STATES	Not Required	Not Required	CITIZENS BANK OF LAS CRUCES	1016857	

Form FR Y-6

AMADOR BANCSHARES, INC.

Las Cruces, NM

Fiscal Year Ending 12/31/2020

Report Item 3: Securities Holders (Public)

Current Securities Holders with ownership, control or holdings of 5% or more with power to vote as of fiscal year ending 12/31/2020

Securities Holders not listed in 3(1)(a) through (3)(1)(c) that had ownership, control or holdings of 5% or more with power to vote during the fiscal year ending 12/31/20 (but not at fiscal year-end)

(1)(a)	(1)(b)	(1)(c)	(2)(a)	(2)(b)	(2)(c)
Name & Address (City, State, Country)	Country of Citizenship or Incorporation	Number and Percentage of Each Class of Voting Securities	Name & Address (City, State, Country)	Country of Citizenship or Incorporation	Number and Percentage of Each Class of Voting Securities
Gloria Ikard, Co-Trustee and Donald A. Beasley, Co-Trustee of the James L. Ikard Trust B QSST under the James L. & Gloria Ikard Revocable Trust U/A dated 06/12/1992, Las Cruces, NM USA	USA	15,262 3.296%	N/A		
Gloria Ikard, Co-Trustee and Donald A. Beasley, Co-Trustee of the James L. Ikard Trust A-2 QTIP QSST under the James L. & Gloria Ikard Revocable Trust U/A dated 06/12/1992, Las Cruces, NM USA	USA	18,205 3.932%	N/A		

Gloria Ikard, Co-Trustee and Donald A. Beasley, Co-Trustee of the James L. Ikard Trust A-2 QTIP QSST GST under the James L. & Gloria Ikard Revocable Trust U/A dated 06/12/1992, Las Cruces, NM USA	USA	4,131	.892%	N/A		
Gloria Ikard, Co-Trustee and Donald A. Beasley, Co-Trustee of the Gloria J. Ikard Survivor's Trust A-1 under the James L. and Gloria Ikard Revocable Trust U/A dated 06/12/1992, Las Cruces, NM USA	USA	20,775	4.487%	N/A		
<b>Total Gloria Ikard Related Trusts</b>		<b>58,373</b>	<b>12.607%</b>			
Donald A. Beasley, Las Cruces, NM, USA	USA	<b>6,000</b>	<b>1.296%</b>	N/A		Note: Other Shareholders' information is located in the Confidential Section
Donald A. Beasley (as Co-Trustee for Gloria Ikard related trusts and his individual shares)	USA	<b>64,373</b>	<b>13.903%</b>			Note: Other Shareholders' information is located in the Confidential Section
Tom Salopek, GST QSST FBO Mary W. Salopek UTA dtd 06/25/1992; Mary W. Salopek and Thomas R. Salopek, Co-Trustees Las Cruces, NM USA	USA	9,360	2.021%	N/A		

Mary Winifred Salopek Revocable trust dtd 10/27/15; Mary W. Salopek and Thomas R. Salopek, Co-Trustees Las Cruces, NM USA	USA	7,238	1.563%	N/A							
Thomas R. Salopek, Las Cruces, NM USA	USA	9,081	1.961%	N/A							<b>Note: Other Shareholders' information is located in the Confidential Section</b>
<b>Total Mary Salopek Related Trusts</b>		<b>25,679</b>	<b>5.545%</b>								



AMADOR BANCSHARES, INC.

Las Cruces, NM

Revised 6/1/21

Fiscal Year Ending 12/31/2020

Report Item 4: Insiders (Public)							
(1) Name & Address (City, State, Country)	(2) Principal Occupation, if other than with holding company	(3)(a) Title/Position with holding company	(3)(b) Title/Position with Subsidiaries (including subsidiary name)	(3)(c) Title/Position with Other Businesses (including business name)	(4)(a) Percentage of Voting Securities in holding company	(4)(b) Percentage of Voting Securities in Subsidiaries (including subsidiary name)	(4)(c) Percentage of Voting Securities in any other co. (including co. name) if ≥ 25%
Gloria Ikard Las Cruces, NM USA	Homemaker	Principal Securities Holder	None	None	12.607%	None	None
Donald A. Beasley Las Cruces, NM USA	Certified Public Accountant	Principal Securities Holder, Secretary	Vice Chairman, Citizens Bank of Las Cruces	Provided in Confidential Section	13.903%	None	Provided in Confidential Section
John M. and Donna Ikard Las Cruces, NM USA	Retired Business Owner	Principal Securities Holder	None	None	Provided in Confidential Section	None	None
Mary W. Salopek Las Cruces, NM USA	Retired Farmer	Principal Securities Holder	None	None	3.584%	None	None
Thomas R. Salopek Las Cruces, NM USA	Farmer	Principal Securities Holder	None	Provided in Confidential Section	5.545%	None	Provided in Confidential Section
Catherine A. Stuart Pine Top, AZ USA	Retired Nurse	Principal Securities Holder	None	None	Provided in Confidential Section	None	Provided in Confidential Section

Richard Ikard Las Cruces, NM USA	Retired Custodian	Principal Securities Holder	None	None	Provided in Confidential Section	None	Provided in Confidential Section
James Luke Ikard Austin, TX USA	Real Estate Broker	Principal Securities Holder	None	Provided in Confidential Section	Provided in Confidential Section	None	Provided in Confidential Section
Matthew J. Ikard Buda, TX USA	Real Estate Investor	Principal Securities Holder	None	Provided in Confidential Section	Provided in Confidential Section	None	Provided in Confidential Section
Paul H. Ikard Las Cruces, NM USA	Real Estate Investor	Principal Securities Holder	None	Provided in Confidential Section	Provided in Confidential Section	None	Provided in Confidential Section
Suzanne Ikard Yaeger Dallas, TX USA	Homemaker	Principal Securities Holder	None	Provided in Confidential Section	Provided in Confidential Section	None	Provided in Confidential Section
Robert W. or Suzanne Ikard Dallas, TX USA	Attorney & Homemaker	Principal Securities Holder	None	Provided in Confidential Section	Provided in Confidential Section	None	Provided in Confidential Section
Tom Hutchinson Las Cruces, NM USA	Restaurant Owner	Chairman of the Board	Chairman, Citizens Bank of Las Cruces	Provided in Confidential Section	Provided in Confidential Section	None	Provided in Confidential Section
David G. Ikard Las Cruces, NM USA	Real Estate Broker, Developer	Principal Securities Holder, Director	Director, Citizens Bank of Las Cruces	Provided in Confidential Section	Provided in Confidential Section	None	Provided in Confidential Section
Jed Fanning Las Cruces, NM USA	President, Citizens Bank of Las Cruces	Director	Director, President of Citizens Bank of Las Cruces	Provided in Confidential Section	Provided in Confidential Section	None	Provided in Confidential Section

Kari Mitchell Las Cruces, NM USA	Manufacturing Company CEO	Director	Secretary of the Board, Citizens Bank of Las Cruces	Provided in Confidential Section	Provided in Confidential Section	None	Provided in Confidential Section