



2020 ANNUAL REPORT



*Chesapeake Senior Officers at 2018
ABA Annual Convention, NYC*



*Chesterfield groundbreaking, 2019
(opening May 2020)*



*Board of Directors breaks ground
at the new Kilmarnock branch*



*Jeff & Wende Szyperski,
2018 ABA Annual Convention where
Jeff was inaugurated as ABA Chairman*



*The Boat 'N Bank,
the nation's first floating bank*



All aboard the Boat 'N Bank



*Retirement of Alfred 'Hooks' Lokey, former
President and Director of Chesapeake Bank*



*John Hunt, retired CFO; Tom Denegre, former head of
Chesapeake Trust; and Gloria Conley, loan officer.*



Main office in Kilmarnock construction, 1985



*Longtime associate Doris
Bussells welcomes customers*

**We're 120 years old.
And we've never felt stronger.**

2020 by the Numbers

**Top 50 Best Banks
to Work For** and
TOP 200 Community Banks
(based on three-year average ROE)

2020 designations by
AMERICAN BANKER.

**RECORD
EARNINGS
\$11.7M**

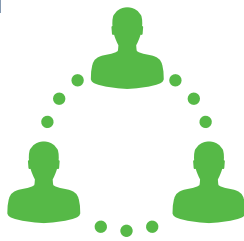
\$2.40 Earnings Per Share
10.27% Return on Equity



71 Employees Volunteered

91 Organizations Served
by Our Volunteers

2,854 Volunteer Hours



Over

4,600

**Small
Businesses
Served**



Our customers rated our service
4.6 out of **5** based on 2020 surveys.

968

Paycheck Protection
Program loans
OVER \$77M TOTAL



Over

25,000

**Customers
Served**



Where to start, where to start . . . ? At the risk of “burying the lead,” 2020 was a record earnings year for Chesapeake Financial Shares and our fourth in a row! We were able to accomplish this despite a pandemic, facilitating the Paycheck Protection Program, a precipitous fall in interest rates, severe restrictions on businesses and over three-quarters of our workforce working from home. We are grateful for the spirit shown by our employees, our customers and our communities all contributing to these results.

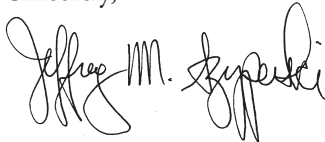
Our net income was \$11,749,391 for 2020 representing a 3.1% increase over 2019. Our balance sheet growth of 26% took us over the billion dollar mark to \$1,204,733,133 largely fueled by increased savings by customers and various Federal stimulus receipts from the CARES Act. Diversification of our sources of income once again helped us as some specialty lines of businesses were adversely affected by the pandemic. Our steep increase in mortgage lending fees and our overall balance sheet growth compensated for the dip in those specialty lines.

With COVID facing us at every turn . . . on television, in newspapers, social media and other sources, it made 2020’s significant passings all that much more poignant. Jim Lehrer, Ruth Bader Ginsburg, Kobe Bryant, Herman Cain, Alex Trebek, Chuck Yeager, Eddie Van Halen and Katherine Johnson all left their marks on our world, and for their contributions we are grateful.

Another “passing” of 2020 was the passing of our corporate 120th anniversary. As the Annual Report cover reflects, we pay appropriate homage to our past while looking to the future. Our company makes a difference to our employees, our customers, our communities and to you our shareholders. It is a responsibility we take seriously. Please join us virtually Friday, April 2nd, for our Annual Shareholders Meeting. I look forward to getting together online – we promise to make it fun and interesting.

Oh, yeah . . . did I mention we had a record year?

Sincerely,



Jeffrey M. Szyperski

Chairman, CEO & President

Chesapeake Financial Shares, Inc.

SELECTED FINANCIAL INFORMATION

	2020	2019	2018	2017	2016
<i>(Dollars in thousands except ratios and per share amounts)</i>					
Results of Operations					
Interest income	\$ 38,563	\$ 37,673	\$ 32,546	\$ 29,912	\$ 27,948
Interest expense	5,051	8,140	4,975	3,777	3,440
Net interest income	33,512	29,533	27,571	26,135	24,508
Provision for loan losses	1,950	525	525	950	550
Net interest income after provision for loan losses	31,562	29,008	27,046	25,185	23,958
Noninterest income	19,624	20,584	18,508	27,310	21,333
Noninterest expense	37,391	36,288	33,356	41,127	37,108
Income before income taxes	13,795	13,304	12,198	11,368	8,183
Income tax expense	2,046	1,905	1,378	2,419	1,156
Net income	\$ 11,749	\$ 11,399	\$ 10,820	\$ 8,949	\$ 7,027
Financial Condition					
Total assets	\$ 1,204,733	\$ 958,306	\$ 854,766	\$ 785,231	\$ 720,761
Total deposits	1,019,501	839,116	749,181	675,458	609,730
Net loans	544,439	531,113	506,204	485,174	448,418
Long-term debt	—	—	—	—	10,078
Short-term debt	50,000	—	—	10,006	10,873
Trust preferred capital notes	5,155	5,155	5,155	5,155	5,155
Shareholders' equity	122,666	105,443	92,726	86,762	77,906
Average assets	1,112,051	932,397	820,677	774,680	710,007
Average shareholders' equity	114,443	102,821	89,659	84,096	79,296
Key Financial Ratios					
Return on average assets	1.06%	1.22%	1.32%	1.16%	0.99%
Return on average equity	10.27%	11.09%	12.07%	10.64%	8.86%
Cash dividends paid as a percent of net income	20.77%	21.09%	20.79%	23.09%	28.06%
Per Share Data**					
Net income, diluted	\$ 2.40	\$ 2.29	\$ 2.18	\$ 2.60	\$ 1.43
Cash dividends declared	\$ 0.50	\$ 0.49	\$ 0.46	\$ 0.43	\$ 0.41
Book value	\$ 25.40	\$ 21.36	\$ 18.86	\$ 17.77	\$ 16.12

***On July 19, 2019, the Board of Directors approved a 6-for-5 stock dividend of CFS's common stock paid on October 15, 2019. All per share information for all periods presented has been retroactively restated to reflect the stock dividend.*



To the Board of Directors and Shareholders
Chesapeake Financial Shares, Inc.
Kilmarnock, Virginia

Report on the Financial Statements

We have audited the accompanying consolidated financial statements of Chesapeake Financial Shares, Inc. and Subsidiaries, which comprise the consolidated balance sheets as of December 31, 2020 and 2019, and the related consolidated statements of income, comprehensive 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 audits. We conducted our audits in accordance with auditing standards generally accepted in the United States of America. Those standards require that we plan and perform the 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.

Opinion

In our opinion, the financial statements referred to above present fairly, in all material respects, the financial position of Chesapeake Financial Shares, Inc. and Subsidiaries 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.

A handwritten signature in cursive script that reads "Elliott Davis, PLLC".

Raleigh, North Carolina
February 11, 2021

CONSOLIDATED BALANCE SHEETS

	December 31,	
	2020	2019
Assets		
Cash and due from banks	\$ 14,350,735	\$ 15,063,950
Interest-bearing deposits in banks and federal funds sold	55,300,827	33,672,315
Securities available for sale, at fair value	454,175,019	293,036,849
Other investments, at cost	4,215,000	1,996,400
Loans held for sale	2,533,000	1,480,650
Small Business Administration Payroll Protection Program ("SBA-PPP") loans receivable, net of fees	51,937,538	—
Loans, net of allowance for loan losses of \$7,279,764 in 2020 and \$5,073,798 in 2019	544,439,093	531,112,986
Cash management accounts, net of allowance of \$1,936,495 in 2020 and \$1,622,408 in 2019	16,880,938	27,374,108
Premises and equipment, net	20,761,327	18,264,837
Accrued interest receivable	6,260,281	3,580,079
Bank-owned life insurance	17,676,168	17,217,295
Bank-owned annuity contract	3,613,769	3,592,945
Foreclosed assets	4,211,862	4,384,932
Other assets	8,377,576	7,528,691
Total assets	\$ 1,204,733,133	\$ 958,306,037
Liabilities and Shareholders' Equity		
Deposits:		
Demand accounts	\$ 267,473,159	\$ 177,010,923
Savings and interest-bearing demand deposits	578,220,464	456,460,830
Certificates of deposit		
Denominations less than \$250,000	138,501,902	166,036,208
Denominations of \$250,000 or more	35,305,020	39,607,625
Total deposits	1,019,500,545	839,115,586
Trust preferred capital notes	5,155,000	5,155,000
Short-term debt	50,000,000	—
Accrued interest payable	197,578	386,152
Accrued expenses and other liabilities	7,213,527	8,206,105
Total liabilities	1,082,066,650	852,862,843
Shareholders' equity:		
Preferred stock, par value \$1 per share; authorized 50,000 shares; no shares outstanding	\$ —	\$ —
Common stock, voting, par value \$5 per share; authorized 5,760,000 shares; 4,828,674 and 4,935,531 issued and outstanding at December 31, 2020 and 2019, respectively	23,988,220	24,510,555
Common stock, nonvoting, par value \$5 per share; authorized 635,000 shares; no shares outstanding	—	—
Additional paid-in capital	17,667,342	19,578,673
Retained earnings	64,355,386	55,046,285
Accumulated other comprehensive income	16,655,535	6,307,681
Total shareholders' equity	122,666,483	105,443,194
Total liabilities and shareholders' equity	\$ 1,204,733,133	\$ 958,306,037

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

CONSOLIDATED STATEMENTS OF INCOME

	<i>Years Ended December 31,</i>	
	2020	2019
Interest and Dividend Income		
Interest and fees on loans	\$ 28,919,575	\$ 28,522,151
Interest on interest-bearing deposits and federal funds sold	153,636	818,309
Interest and dividends on securities available for sale:		
Taxable	5,489,443	4,054,876
Nontaxable	3,850,958	4,156,415
Dividends	149,505	120,677
Total interest and dividend income	38,563,117	37,672,428
Interest Expense		
Savings and interest-bearing demand deposits	1,275,626	3,205,418
Certificates of deposit	3,394,921	4,688,860
Short-term debt	108,466	45,485
Long-term debt and trust preferred capital notes	271,804	200,041
Total interest expense	5,050,817	8,139,804
Net interest income	33,512,300	29,532,624
Provision for loan losses	1,949,996	524,997
Net interest income after provision for loan losses	31,562,304	29,007,627
Noninterest Income		
Trust and wealth management income	4,044,932	3,966,533
Service charges	776,790	1,079,796
Net gain on sales of securities available for sale	1,221,057	1,891,360
Mortgage banking income	3,434,327	1,375,639
Merchant services income, net	3,703,001	4,391,131
Cash management fee income	2,566,457	4,049,210
Other income	3,877,607	3,830,691
Total noninterest income	19,624,171	20,584,360
Noninterest Expenses		
Salaries and benefits	22,673,519	21,541,034
Occupancy expenses	3,094,291	3,122,382
Net loss on other real estate owned	66,981	268,007
Provision for cash management account losses	290,000	90,000
Other expenses	11,266,097	11,266,942
Total noninterest expenses	37,390,888	36,288,365
Income before income taxes	13,795,587	13,303,622
Income tax expense	2,046,196	1,904,851
Net income	\$ 11,749,391	\$ 11,398,771
Earnings per common share, basic	\$ 2.41	\$ 2.31
Earnings per common share, diluted	\$ 2.40	\$ 2.29

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

CONSOLIDATED STATEMENTS OF COMPREHENSIVE INCOME

	<i>Years Ended December 31,</i>	
	2020	2019
Net income	\$ 11,749,391	\$ 11,398,771
Other comprehensive income:		
Securities available for sale:		
Unrealized gains	14,038,392	7,082,846
Reclassification of gains recognized in net income	(1,221,057)	(1,891,360)
Deferred tax expense	(2,691,641)	(1,090,211)
Other comprehensive income, net of tax	10,125,694	4,101,275
Cash flow hedge:		
Unrealized gains	281,215	—
Deferred tax expense	(59,055)	—
Other comprehensive income, net of tax	222,160	—
Total other comprehensive income, net of tax	10,347,854	4,101,275
Comprehensive income	\$ 22,097,245	\$ 15,500,046

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

CONSOLIDATED STATEMENTS OF CHANGES IN SHAREHOLDERS' EQUITY

Years Ended December 31, 2020 and 2019

	Common Stock, Voting	Additional Paid-In Capital	Retained Earnings	Accumulated Other Comprehensive Income	Total
Balance, December 31, 2018	\$ 20,336,660	\$ 1,849,887	\$ 68,333,385	\$ 2,206,406	\$ 92,726,338
Effect of adoption of ASU 2016-02	—	—	(144,780)	—	(144,780)
Net income	—	—	11,398,771	—	11,398,771
Other comprehensive income	—	—	—	4,101,275	4,101,275
Exercise of stock options	199,320	220,121	—	—	419,441
Vesting of restricted stock	82,230	(82,230)	—	—	—
Stock awards surrendered in cashless exercise	(101,225)	(284,034)	(156,843)	—	(542,102)
Issuance of common stock for services	46,490	162,715	—	—	209,205
Repurchase of common stock	(134,980)	(243,962)	(321,046)	—	(699,988)
Stock-based compensation	—	379,326	—	—	379,326
Effect of stock dividend	4,082,060	17,576,850	(21,658,910)	—	—
Cash dividends (\$0.488 per share)	—	—	(2,404,292)	—	(2,404,292)
Balance, December 31, 2019	\$ 24,510,555	\$ 19,578,673	\$ 55,046,285	\$ 6,307,681	\$ 105,443,194
Net income	—	—	11,749,391	—	11,749,391
Other comprehensive income	—	—	—	10,347,854	10,347,854
Exercise of stock options	114,330	78,940	—	—	193,270
Vesting of restricted stock	85,450	(85,450)	—	—	—
Stock awards surrendered in cashless exercise	(73,215)	(221,326)	—	—	(294,541)
Issuance of common stock for services	34,380	132,707	—	—	167,087
Repurchase of common stock	(683,280)	(2,162,107)	—	—	(2,845,387)
Stock-based compensation	—	345,905	—	—	345,905
Cash dividends (\$0.50 per share)	—	—	(2,440,290)	—	(2,440,290)
Balance, December 31, 2020	\$ 23,988,220	\$ 17,667,342	\$ 64,355,386	\$ 16,655,535	\$ 122,666,483

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

CONSOLIDATED STATEMENTS OF CASH FLOWS

	Years Ended December 31,	
	2020	2019
Cash Flows from Operating Activities		
Net income	\$ 11,749,391	\$ 11,398,771
Adjustments to reconcile net income to net cash provided by operating activities:		
Depreciation and amortization	1,509,878	1,616,605
Provision for loan losses	1,949,996	524,997
Provision for cash management account losses	290,000	90,000
Deferred income tax (benefit) expense	(225,479)	8,412
Amortization of investment securities, net	2,161,828	1,781,947
Net gain on sales of securities available for sale	(1,221,057)	(1,891,360)
Net loss on foreclosed assets	66,981	268,007
Stock-based compensation	345,905	379,326
Origination of loans held for sale	(127,163,719)	(46,494,325)
Proceeds from sale of loans	128,879,020	46,100,953
Gain on sale of loans	(2,767,651)	(779,278)
Increase in bank-owned life insurance	(458,873)	(425,923)
Increase in bank-owned annuities	(20,824)	(218,394)
Changes in other assets and liabilities:		
Increase in accrued interest receivable	(2,680,202)	(21,926)
Increase in other assets	(2,943,980)	(123,520)
(Decrease) increase in accrued interest payable	(188,574)	39,728
Decrease in accrued expenses and other liabilities	(392,402)	(576,409)
Net cash provided by operating activities	\$ 8,890,238	\$ 11,677,611
Cash Flows from Investing Activities		
Purchases of securities available for sale	\$ (211,685,887)	\$ (157,446,854)
Proceeds from sales and calls of securities available for sale	17,169,193	42,699,777
Proceeds from maturities and paydowns of securities available for sale	45,255,151	45,937,432
Purchases of other investments, net	(2,218,600)	(63,000)
Proceeds from sale of foreclosed assets	106,089	634,145
Increase in SBA-PPP loans receivable, net	(51,937,538)	—
Net increase in loans	(15,276,103)	(28,012,789)
Net decrease in cash management accounts	10,203,170	5,420,291
Purchase of annuity	—	(3,374,551)
Purchase of bank owned life insurance	—	(1,993,762)
Purchase of premises and equipment	(4,588,427)	(1,917,817)
Net cash used in investing activities	\$ (212,972,952)	\$ (98,117,128)

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

CONSOLIDATED STATEMENTS OF CASH FLOWS

	<i>Years Ended December 31,</i>	
	2020	2019
Cash Flows from Financing Activities		
Net increase in demand accounts, interest-bearing demand accounts and savings accounts	\$ 212,221,870	\$ 107,180,768
Net decrease in certificates of deposits	(31,836,911)	(17,246,630)
Exercise of stock options	193,270	419,441
Repurchase/surrender of common stock	(3,139,928)	(1,242,090)
Cash dividends	(2,440,290)	(2,404,292)
Increase in short-term debt	50,000,000	—
Net cash provided by financing activities	\$ 224,998,011	\$ 86,707,197
Net increase in cash and cash equivalents	\$ 20,915,297	\$ 267,680
Cash and cash equivalents at beginning of year	48,736,265	48,468,585
Cash and cash equivalents at end of year	\$ 69,651,562	\$ 48,736,265
Supplemental Disclosures of Cash Flow Information		
Cash paid during the year for:		
Interest	\$ 5,239,391	\$ 8,100,076
Income taxes	\$ 2,114,000	\$ 1,359,500
Supplemental Schedule of Noncash Investing and Financing Activities		
Unrealized gain on securities available for sale	\$ 12,817,335	\$ 5,191,486
Unrealized gain on cash flow hedge	281,215	—
Foreclosed assets acquired in settlement of loans	\$ —	\$ 2,578,685
Adoption of ASU 842		
Right-of-use asset	\$ —	\$ 1,280,524
Lease liability	—	1,425,304
Issuance of common stock for services	\$ 167,087	\$ 209,205

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

Note 1. Summary of Significant Accounting Policies

General

Chesapeake Financial Shares, Inc. (“CFS” or “Company”) is a bank holding company whose principal business activity consists of ownership in Chesapeake Bank (the “Bank”) and Chesapeake Wealth Management, Inc. (“CWM”). The consolidated financial statements include the accounts of CFS and its wholly-owned subsidiaries, except for CFS Capital Trust II (the “Trust”), which is not a consolidated subsidiary of the Company. The subordinated debt payable to the Trust by the Company is reported as a liability of the Company. All significant intercompany accounts have been eliminated.

Subsequent Events

Subsequent events have been considered through February 11, 2021, the same date on which these consolidated financial statements were issued.

Significant Accounting Policies

The accounting and reporting policies of CFS are in accordance with accounting principles generally accepted in the United States of America and conform to general practices within the banking industry. The more significant of these policies are summarized below.

Securities

Debt securities that management has the positive intent and ability to hold to maturity are classified as “held to maturity” and recorded at amortized cost. Trading securities are recorded at fair value with changes in fair value included in earnings. Debt securities not classified as held to maturity or trading are classified as “available for sale” and recorded at fair value, with unrealized gains and losses excluded from earnings and reported in other comprehensive income. Purchase premiums and discounts are recognized in interest income using the interest method over the terms of the securities. Gains and losses on the sale of securities are recorded on the trade date and are determined using the specific identification method. CFS classifies all debt securities as available for sale.

Impairment of securities occurs when the fair value of a security is less than its amortized cost. For debt securities, impairment is considered other-than-temporary (“OTTI”) and recognized in its entirety in net income if either (a) the intent is to sell the security or (b) it is more-likely-than-not that it will be necessary to sell the security prior to recovery of its amortized cost. If, however, management’s intent is not to sell the security and it is not more than likely that management will be required to sell the security before recovery, management must determine what portion of the impairment is attributable to credit loss, which occurs when the amortized cost of the security exceeds the present value of the cash flows expected to be collected from the security. If there is no credit loss, there is no other-than-temporary impairment. If there is a credit loss, other-than-temporary impairment exists and the credit loss must be recognized in net income and the remaining portion of impairment must be recognized in other comprehensive income. Equity securities are reported at fair value and changes in fair value are included in consolidated earnings. Any impairment of an equity security results in a write-down that must be included in income. Management regularly reviews each security for other-than-temporary impairment based on criteria that includes the extent to which cost exceeds market price, the duration of that market decline, the financial health of and specific prospects for the issuer, the best estimate of the present value of cash flows expected to be collected from debt securities, the intention with regards to holding the security to maturity, and the likelihood that CFS would be required to sell the security before recovery.

Small Business Administration Paycheck Protection Program

The Small Business Administration Paycheck Protection Program (“SBA-PPP”) is one of the centerpieces of the Coronavirus Aid, Relief, and Economic Security Act (the “CARES Act”), which was passed on March 27, 2020 in response to the outbreak of coronavirus (“COVID-19”) and was supplemented with subsequent legislation. Overseen by the United States Treasury Department, the SBA-PPP offered cash-flow assistance to nonprofit and small business employers through guaranteed loans for expenses incurred between February 15, 2020 and August 8, 2020. Borrowers are eligible for forgiveness of principal and accrued interest on SBA-PPP loans to the extent that the proceeds are used to cover eligible payroll cost, interest cost, rent and utility cost over a period between eight and 24 weeks after the loan is made as long as the borrower retains its employees and their compensation levels. The CARES Act authorizes the SBA to fully guarantee these loans.

Due to the unique nature of these provisions, SBA-PPP loans have been disclosed as a separate balance sheet item. Origination fees received by the SBA are capitalized into the carrying amount of the loans. The deferred fee income, net of origination costs, is recognized over the life of the loan as an adjustment to yield using the effective interest method. SBA-PPP loans receivable as of December 31, 2020 totaled \$54.1 million with \$2.1 million in net unearned fees and generated \$777,003 of interest income during the year ended December 31, 2020.

Loans

The Bank grants mortgage, commercial, and consumer loans to customers. A substantial portion of the loan portfolio is represented by mortgage loans and commercial real estate throughout the Northern Neck, Middle Peninsula, Williamsburg, James City County, and Richmond areas of Virginia. The ability of the Bank's debtors to honor their contracts is dependent upon the real estate and general economic conditions in these areas.

The Bank's recorded investments in loans are stated at face value, net of unamortized premiums and discounts and charge-offs. Interest is computed by methods which result in level rates of return on principal. Nonrefundable loan fees and direct loan origination costs are recognized in operations when received and incurred. The impact of this methodology is not significantly different from recognizing the net of the fees and costs over the contractual life of the related loan.

The Bank analyzes its loan portfolio by segment. Segments are based on the level at which the allowance for loan losses is calculated and monitored. The Bank's loan segments are commercial, commercial – real estate, consumer – non real estate, and residential – real estate. The Bank further segregates each segment of the loan portfolio into classes based on how each loan was initially recorded. Classes are a level of detail that appropriately exhibits the risks inherent in the loan portfolio.

The loan portfolio is segmented based on risk characteristics. Particular characteristics associated with each segment are detailed below:

Commercial: Commercial loans include both secured and unsecured loans for working capital, expansion, and other business purposes. Short-term working capital loans are secured by business assets. The Bank also makes term commercial loans secured by equipment and real estate. Lending decisions are based on an evaluation of the financial strength, cash flow, management and credit history of the borrower, and the quality of the collateral securing the loan. With few exceptions, the Bank requires personal guarantees and secondary sources of repayment. Commercial loans generally provide greater yields and re-price more frequently than other types of loans, such as real estate loans.

Commercial – Real Estate: Loans secured by commercial real estate also carry risks associated with the success of the business and ability to generate a positive cash flow sufficient to service debts. Real estate security diminishes risks only to the extent that a market exists for the subject collateral. Some real estate secured construction loans carry risks that a project will not be completed as scheduled and budgeted and that the value of the collateral may, at any point, be less than the principal amount of the loan.

Consumer – Non Real Estate: Consumer non real estate loans carry risks associated with the continued creditworthiness of the borrower and the value of the collateral, such as automobiles which may depreciate more rapidly than other assets. In addition, these loans may be unsecured. Consumer loans are more likely than real estate loans to be immediately affected in an adverse manner by job loss, divorce, illness, personal bankruptcy, or other life events.

Residential – Real Estate: Consumer real estate loans carry risks associated with the continued creditworthiness of the borrower and changes in the value of the collateral.

Loans of each class are placed on nonaccrual status when a loan is specifically determined to be impaired or when principal or interest is delinquent for 90 days or more. Any unpaid interest previously accrued on those loans is reversed from income. Interest income generally is not recognized on specific impaired loans unless the likelihood of further loss is remote. Interest payments received on such loans are applied as a reduction of the loan principal balance. Generally, the Bank will return a loan to accrual status when all delinquent interest and principal becomes current and remains current for six consecutive months under the terms of the loan agreement or the loan is well-secured and in the process of collection.

Mortgage loans held for resale are stated at the lower of cost or market on an individual loan basis. Loan discounts and origination fees received on loans held for resale are deferred until the related loans are sold to third party investors. Gains are recognized at the time of sale.

Allowance for Loan Losses

The allowance for loan losses is established as losses are estimated to have occurred through a provision for loan losses charged to earnings. Loans of each segment are fully or partially charged off against the allowance when the Bank deems the amount to be uncollectible. General conditions for charge-off include repayment schedules that are deemed to be protracted beyond a reasonable timeframe, the loan has been classified as a loss either internally or by regulators, or the loan is 180 days past due unless well-secured and in the process of collection. Subsequent recoveries, if any, are credited to the allowance.

The allowance for loan losses is evaluated on a regular basis by management and is based upon management's periodic review of the collectability of the loans in light of historical experience, the nature and volume of the loan portfolio, adverse situations that may affect the borrower's ability to repay, estimated value of any underlying collateral, and prevailing economic conditions. This evaluation is inherently subjective as it requires estimates that are susceptible to significant revision as more information becomes available.

The allowance consists of allocated and general components. The allocated component relates to loans that are classified as impaired. For those loans that are classified as impaired, an allowance is established when the discounted cash flows (or the collateral value or observable market price less costs to liquidate) of the impaired loan are lower than the carrying value of that loan. The general component covers non-classified loans and is based on historical charge-off by segment and expected default derived from the Bank's loss experience by loan type. Other adjustments may be made to the allowance based on an assessment of internal or external influences on credit quality that are not fully reflected in the historical loss or risk rating data. Adjustments to the general component of the allowance are made for each segment based on management's assessment of the state of the economy, delinquencies, exceptions to loan underwriting, monitoring policies, various trends, and local unemployment. There were no significant changes to the Bank's allowance methodology during the current year.

A loan in each class is considered impaired when, based on current information and events, it is probable that the Bank will be unable to collect the scheduled payments of principal or interest when due according to the contractual terms of the loan agreement. Factors considered by management in determining impairment include payment status, collateral value, and the probability of collecting scheduled principal and interest payments when due. Impairment is measured on a loan-by-loan basis by either the present value of expected future cash flows discounted at the loan's effective interest rate, the loan's observable market price, or the fair value of the collateral.

Troubled Debt Restructurings

In situations where, for economic or legal reasons related to a borrower's financial condition, management may grant a concession to the borrower that it would not otherwise consider, the related loan is classified as a troubled debt restructuring (TDR). Management strives to identify borrowers in financial difficulty early and work with them to modify their loan to more affordable terms before the loan reaches nonaccrual status. These modified terms may include rate reductions, principal forgiveness, payment forbearance and other actions intended to minimize the economic loss and to avoid foreclosure or repossession of the collateral. In cases where borrowers are granted new terms that provide for a reduction of either interest or principal, management measures any impairment on the restructuring as noted above for impaired loans.

The CARES Act allows banks to elect to suspend requirements under accounting principles generally accepted in the United States of America ("GAAP") for loan modifications related to the COVID-19 pandemic (for loans that were not more than 30 days past due as of December 31, 2019) that would otherwise be categorized as a TDR, including impairment for accounting purposes, until the earlier of 60 days after the termination date of the national emergency or December 31, 2020. Federal banking agencies are required to defer to the determination of the banks making such suspension. Refer to Note 4 in the Notes to the Consolidated Financial Statements for additional detail.

Premises and Equipment

Land is carried at cost. Premises and equipment are stated at cost less accumulated depreciation. Depreciation is computed using both straight-line and accelerated methods over the assets' estimated useful lives. Estimated useful lives range from 10 to 39 years for buildings and leasehold improvements and 3 to 7 years for furniture, fixtures, and equipment.

The Company determines if an arrangement is a lease at inception. Operating leases are included in operating lease right-of-use ("ROU") assets and other liabilities on our consolidated balance sheets. Finance leases are included in premises and equipment and other liabilities on our consolidated balance sheets. The amortization of the finance leases are included in occupancy expense on the consolidated income statement. The interest expense on finance leases is included in short-term debt on the consolidated income statement.

ROU assets represent the Company's right to use an underlying asset for the lease term and lease liabilities represent the Company's obligation to make lease payments arising from the lease. Operating lease ROU assets and liabilities are recognized at commencement date based on the present value of lease payments over the lease term. Most of the Company's leases do not provide an implicit rate, as such an incremental borrowing rate is developed based on the information available at commencement date in determining the present value of lease payments has been used. The operating lease ROU asset also includes any lease payments made and excludes lease incentives. The lease terms may include options to extend or terminate the lease when it is reasonably certain that the option will be exercised. Lease expense for lease payments is recognized on a straight-line basis over the lease term.

The Company has lease agreements with lease and non-lease components, which are generally accounted for separately. For certain leases, the lease and non-lease components are accounted for as a single lease component. Additionally, for certain equipment leases, a portfolio approach is applied to effectively account for the operating lease ROU assets and liabilities.

Foreclosed Assets

Foreclosed assets are recorded at the time of foreclosure at their fair value, net of estimated costs to sell. At foreclosure, any excess of the loan balance over the fair value of the property, less cost to sell, is charged to the allowance for loan losses. Such carrying value is periodically reevaluated and written down as a direct expense if there is an indicated decline in the net realizable value. Costs to bring a property to salable condition are capitalized up to the fair value of the property, while costs to maintain a property in salable condition are expensed as incurred.

Transfers of Financial Assets

Transfers of financial assets are accounted for as sales, when control over the assets has been surrendered. Control over transferred assets is deemed to be surrendered when (a) the assets have been isolated from CFS – put presumptively beyond the reach of the transferor and its creditors, even in bankruptcy or other receivership, (b) the transferee obtains the right (free of conditions that constrain it from taking advantage of that right) to pledge or exchange the transferred assets, and (c) CFS does not maintain effective control over the transferred assets through an agreement to repurchase them before their maturity or the ability to unilaterally cause the holder to return specific assets.

Derivative Instruments and Hedging Activities

The Company records all derivatives on the balance sheet at fair value. The accounting for changes in the fair value of derivatives depends on the intended use of the derivative and the resulting designation. Derivatives used to hedge the exposure to changes in the fair value of an asset, liability, or firm commitment attributable to a particular risk, such as interest rate risk, are considered fair value hedges. Derivatives used to hedge the exposure to variability in expected future cash flows, or other types of forecasted transactions, are considered cash flow hedges.

For derivatives designated as cash flow hedges, the effective portion of changes in the fair value of the derivative is initially reported in other comprehensive income (outside of earnings) and subsequently reclassified to earnings when the hedged transaction affects earnings, and the ineffective portion of the change in the fair value of the derivative is recognized directly in earnings. The Company assesses the effectiveness of the hedging relationship by comparing the changes in cash flows of the derivative hedging instrument with the changes in cash flows of the designated hedged transactions. The Company does not have any derivatives designated as fair value hedges.

NOTES TO CONSOLIDATED FINANCIAL STATEMENTS

The Company's objective in using derivatives is to add stability to net interest income and to manage its exposure to adverse changes in interest rates. To accomplish this objective, the Company uses an interest rate cap as part of its strategy.

Income Taxes

The income tax accounting guidance results in two components of income tax expense: current and deferred. Current income tax expense reflects taxes to be paid or refunded for the current period by applying provisions of the enacted tax law to the taxable income or excess deductions over revenues. CFS determines deferred income taxes using the liability (or balance sheet) method. Under this method, the net deferred tax asset or liability is based on the tax effects of the differences between book and tax bases of assets and liabilities, and enacted changes in tax rates and laws are recognized in the period in which they occur.

Deferred income tax expense results from changes in deferred tax assets and liabilities between periods. Deferred tax assets are recognized if it is more-likely-than-not, based on the technical merits, that the tax position will be realized or sustained under examination. The term more-likely-than-not means a likelihood of more than 50 percent; the terms examined and upon examination also include resolution of the related appeals or litigation processes, if any. A tax position that meets the more-likely-than-not recognition threshold is initially and subsequently measured as the largest amount of tax benefit that has a greater than 50 percent likelihood of being realized upon settlement with a taxing authority that has full knowledge of all relevant information. The determination of whether or not a tax position has met the more-likely-than-not threshold considers the facts, circumstances, and information available at the reporting date and is subject to management's judgment. Deferred tax assets are reduced by a valuation allowance if, based on the weight of the evidence available, it is more-likely-than-not that some portion or all of a deferred tax asset will not be realized.

CFS accounts for income taxes in accordance with the accounting guidance related to uncertainty in income taxes, which sets out a consistent framework to determine the appropriate level of tax reserves to maintain for uncertain tax positions.

Consolidated Statements of Cash Flows

For purposes of the consolidated statement of cash flows, CFS considers cash equivalents to include cash on hand, amounts due from banks, interest-bearing deposits, and federal funds sold.

Advertising Costs

CFS follows the policy of charging the production costs of advertising to expense as incurred.

Use of Estimates

In preparing consolidated financial statements in conformity with accounting principles generally accepted in the United States of America, management is required to make estimates and assumptions that affect the reported amounts of assets and liabilities as of the date of the balance sheet and reported amounts of revenues and expenses during the reporting period. Actual results could differ from those estimates. Material estimates that are particularly susceptible to significant change in the near term relate to the determination of the allowance for loan losses, the valuation of deferred tax assets, other-than-temporary impairments of securities, and the valuation of foreclosed assets.

Earnings Per Common Share

Basic earnings per common share represents income available to common shareholders divided by the weighted-average number of common shares outstanding during the period. Diluted earnings per common share reflects additional common shares that would have been outstanding if dilutive potential common shares had been issued, as well as any adjustment to income that would result from the assumed issuance. Potential common shares that may be issued by CFS relate solely to outstanding stock options and restricted stock, are determined using the treasury stock method.

Cash Management Accounts

CFS purchases trade accounts receivable from customers. These receivables are stated at face value, net of discounts and an allowance for losses. CFS retains reserves against these customer balances in a separate liability account to cover unpaid receivables, returns, allowances and other adjustments.

Stock-Based Compensation

Stock-based compensation accounting requires that the compensation cost relating to stock-based payment transactions be recognized in financial statements. That cost will be measured based on the grant date fair value of the equity or liability instruments issued. The stock compensation accounting guidance covers a wide range of stock-based compensation arrangements including stock options, restricted share plans, and performance-based awards.

The stock-based compensation accounting guidance requires that compensation cost for all stock awards be calculated and recognized over the employees' service periods, generally defined as the vesting period. Compensation cost is recognized on a straight-line basis over the requisite service period for the award. A Black-Scholes model is used to estimate the fair value of stock options, while the fair value of the Company's common stock at the date of grant is used for restricted awards. There were no options granted in 2019 or 2020.

Fair Value of Financial Instruments

Fair values of financial instruments are estimated using relevant market information and other assumptions, as more fully discussed in Note 20. Fair value estimates involve uncertainties and matters of significant judgment. Changes in assumptions or in market conditions significantly affect the estimates.

Assets Under Management

Securities and other property held by Chesapeake Wealth Management in a fiduciary or agency capacity are not assets of CFS and are not included in the accompanying consolidated financial statements.

Recent Accounting Pronouncements*ASU 2016-13:*

In June 2016, the FASB issued guidance to change the accounting for credit losses and modify the impairment model for certain debt securities. The guidance requires a financial asset (including trade receivables) measured at amortized cost basis to be presented at the net amount expected to be collected. Thus, the income statement will reflect the measurement of credit losses for newly-recognized financial assets as well as the expected increases or decreases of expected credit losses that have taken place during the period. The amendments will be in effect for the Company for fiscal years beginning after December 15, 2022 including interim periods within those fiscal years. Early adoption is permitted. The Company is currently in the process of evaluating the impact of adoption of this guidance on the financial statements.

ASU 2018-19:

In November 2018, the FASB issued guidance to amend the Financial Instruments—Credit Losses topic of the Accounting Standards Codification. The guidance aligns the implementation date of the topic for annual financial statements of nonpublic companies with the implementation date for their interim financial statements. The guidance also clarifies that receivables arising from operating leases are not within the scope of the topic, but rather, should be accounted for in accordance with the leases topic. The amendments will be effective for the Company for reporting periods beginning after December 15, 2023. Early adoption is permitted. The Company is currently in the process of evaluating the impact of adoption of this guidance on the financial statements.

ASU 2019-04:

In April 2019, the FASB issued guidance that clarifies and improves areas of guidance related to the recently issued standards on credit losses, hedging, and recognition and measurement of financial instruments. The amendments related to credit losses will be effective for the Company for reporting periods beginning after December 15, 2020. The amendments related to hedging will be effective for interim and annual periods beginning after December 15, 2018. The amendments related to recognition and measurement of financial instruments will be effective for the Company for fiscal years beginning after December 15, 2019, including interim periods within those fiscal years. The Company does not expect these amendments to have a material effect on its financial statements.

NOTES TO CONSOLIDATED FINANCIAL STATEMENTS

ASU 2019-05:

In May 2019, the FASB issued guidance to provide entities with an option to irrevocably elect the fair value option, applied on an instrument-by-instrument basis for eligible instruments, upon adoption of ASU 2016-13, Measurement of Credit Losses on Financial Instruments. The amendments will be effective for the Company for reporting periods beginning after December 15, 2020. The Company does not expect these amendments to have a material effect on its financial statements.

ASU 2019-10:

In November 2019, the FASB issued guidance to defer the effective dates for private companies, not-for-profit organizations, and certain smaller reporting companies applying standards on current expected credit losses (CECL), leases, and hedging. The new effective dates will be fiscal years beginning after December 15, 2022 including interim periods within those fiscal years. The Company does not expect these amendments to have a material effect on its financial statements.

ASU 2020-03:

In March 2020, the FASB issued guidance that makes narrow-scope improvements to various aspects of the financial instrument guidance, including the CECL guidance issued in 2016. The amendments related to conforming amendments are effective upon issuance of this final ASU. Early application is permitted. For entities that have not yet adopted the guidance in ASU 2016-13, the effective dates and the transition requirements for these amendments are the same as the effective date and transition requirements in ASU 2016-13. The Company does not expect these amendments to have a material effect on its financial statements.

Other accounting standards that have been issued or proposed by the FASB or other standards-setting bodies are not expected to have a material impact on the Company's financial position, results of operations or cash flows.

Reclassification

Certain items for prior years have been reclassified to conform to the current year presentation. Such reclassifications had no effect on net income, total assets or shareholders' equity as previously reported.

Note 2. Securities

Amortized cost and fair values of securities available for sale as of December 31, 2020 and 2019, are as follows:

	2020			
	Amortized Cost	Gross Unrealized Gains	Gross Unrealized Losses	Fair Value
Securities of state and political subdivisions	\$ 257,265,516	\$ 17,891,488	\$ (112,330)	\$ 275,044,674
SBA loan pooled securities	2,095,421	513	(5,172)	2,090,762
Mortgage-backed securities				
Agency	46,521,787	1,466,298	(24,061)	47,964,024
Non-agency	84,351,671	2,191,922	(423,421)	86,120,172
Other debt securities	43,138,884	152,281	(335,778)	42,955,387
Total	\$ 433,373,278	\$ 21,702,502	\$ (900,762)	\$ 454,175,019

NOTES TO CONSOLIDATED FINANCIAL STATEMENTS

	2019			
	Amortized Cost	Gross Unrealized Gains	Gross Unrealized Losses	Fair Value
Securities of state and political subdivisions	\$ 153,272,321	\$ 7,702,639	\$ (619,599)	\$ 160,355,361
Mortgage-backed securities				
Agency	48,113,966	502,455	(182,419)	48,434,002
Non-agency	57,510,545	1,240,921	(164,095)	58,587,371
Other debt securities	26,155,612	7,760	(503,257)	25,660,115
Total	\$ 285,052,444	\$ 9,453,775	\$ (1,469,370)	\$ 293,036,849

The amortized cost and fair value of securities available for sale as of December 31, 2020, by contractual maturity are shown below. Expected maturities may differ from contractual maturities because issuers may have the right to call or prepay obligations without penalties.

	Amortized Cost	Fair Value
Due in one year or less	\$ 16,648,430	\$ 16,728,232
Due after one year through five years	130,789,590	133,969,592
Due after five years through ten years	262,882,666	278,900,209
Due after ten years	23,052,592	24,576,986
Total	\$ 433,373,278	\$ 454,175,019

Proceeds from sales and calls of securities available for sale during 2020 and 2019 were \$17,169,193 and \$42,699,777, respectively. Gross realized gains amounted to \$1,221,228 and \$1,983,762 in 2020 and 2019, respectively. Gross realized losses amounted to \$171 and \$92,402 in 2020 and 2019, respectively.

The amortized cost of securities pledged to secure public deposits, borrowings from the Federal Home Loan Bank, fiduciary powers and for other purposes required or permitted by law amounted to \$230,685,325 and \$127,519,289 at December 31, 2020 and 2019, respectively.

Temporarily Impaired Securities

Information pertaining to securities with gross unrealized losses at December 31, 2020 and 2019, aggregated by investment category and length of time that individual securities have been in a continuous loss position, follows:

	2020				
	Less Than 12 Months		12 Months or More		
	Fair Value	Unrealized Loss	Fair Value	Unrealized Loss	Total
Securities of state and political subdivisions	\$ 14,809,793	\$ 112,330	\$ —	\$ —	\$ 14,922,123
SBA loan pooled securities	966,290	5,172	—	—	971,462
Mortgage-backed securities					
Agency	4,150,361	15,575	5,469,507	8,486	9,643,929
Non-agency	25,369,062	288,374	7,655,600	135,047	33,448,083
Other debt securities	1,585,629	27,929	19,442,885	307,849	21,364,292
Total	\$ 46,881,135	\$ 449,380	\$ 32,567,992	\$ 451,382	\$ 80,349,889

NOTES TO CONSOLIDATED FINANCIAL STATEMENTS

	2019				Total
	Less Than 12 Months Fair Value	Unrealized Loss	12 Months or More Fair Value	Unrealized Loss	
Securities of state and political subdivisions	\$ 29,260,365	\$ 619,599	\$ —	\$ —	\$ 29,879,964
Mortgage-backed securities					
Agency	30,171,996	179,972	865,232	2,447	31,219,647
Non-agency	20,290,653	101,344	6,287,701	62,751	26,742,449
Other debt securities	12,977,768	185,335	10,599,786	317,922	24,080,811
	\$ 92,700,782	\$ 1,086,250	\$ 17,752,719	\$ 383,120	\$ 111,922,871

Securities of State and Political Subdivisions

CFS's unrealized losses on investments in 17 municipal bonds relate to investments in longer-term securities of municipalities throughout the U.S. The unrealized losses are primarily caused by the trend in interest rates. CFS currently does not believe it is probable that it will be unable to collect all amounts due according to the contractual terms of the investments. Because CFS does not intend to sell the investments and it is not more-likely-than-not that CFS will be required to sell the investments before recovery of its par value, which may be maturity, it does not consider these investments to be other-than-temporarily impaired at December 31, 2020.

SBA Loan Pooled Securities

The unrealized loss on investment in one Small Business Administration investment is mainly caused by interest rate movements. CFS currently does not believe it is probable that it will be unable to collect all amounts due according to the contractual terms of the investments. Because CFS does not intend to sell the investments and it is not more-likely-than-not that CFS will be required to sell the investments before recovery of its par value, which may be maturity, it does not consider these investments to be other-than-temporarily impaired at December 31, 2020.

Mortgage-Backed Securities

The unrealized losses on CFS's investment in nine government-sponsored enterprise mortgage-backed securities were caused by interest rate movements. CFS purchased those investments at a premium relative to their face amount, and the contractual cash flows of those investments are guaranteed by an agency of the U.S. government. Accordingly, it is expected that the securities would not be settled at a price less than the amortized cost of CFS's investments. CFS does not consider these investments to be OTTI at December 31, 2020 due to the following:

- The decline in the market value is attributable to changes in interest rates and not credit quality;
- CFS does not intend to sell the investments;
- It is not more-likely-than-not that CFS will be required to sell the investments before recovery of their amortized cost basis, which may be maturity.

The unrealized losses associated with 38 private-label residential mortgage-backed securities are primarily driven by higher projected collateral losses, wider credit spreads and changes in interest rates. CFS assessed credit impairment using an economic cash flow model. Based upon the Company's assessment of the expected credit losses of the security given the performance of the underlying collateral, CFS has appropriately recognized the related other-than-temporary impairment losses in these private-label residential mortgage-backed securities in years prior to 2019 and 2020. The remaining unrealized losses are deemed to be related to factors other than credit.

Management continuously monitors the mortgage-backed securities portfolio for potential permanent impairment. Analytical tools used include robust credit risk analysis. CFS strives to maintain exposure only to securities that have credit support in excess of original issue levels. Generally, it is CFS's intent to hold the securities for the time necessary to recover the amortized cost unless prudent business decisions warrant otherwise.

Other Debt Securities

The 26 investments in this category are primarily made up of student loan backed investments under the Federal Family Education Loan Program (FFELP). These loans are generally insured by the Federal Government at 97% or more of their balances. The investments have investment grade ratings by credible rating agencies. Management determined that the unrealized losses in other debt securities is a result of movements in interest rates and market conditions. There was no OTTI impairment recognized as of December 31, 2020.

Other-Than-Temporary Impairment

CFS routinely conducts periodic reviews to identify and evaluate each investment security to determine whether an OTTI has occurred. The initial indicator of OTTI is a decline in market value (unrealized loss) below the amount recorded for an investment as well as the severity and duration of the decline. If the decline in fair value is below amortized cost, CFS recognizes OTTI if (1) CFS has the intent to sell the security, (2) it is more-likely-than-not that CFS will be required to sell the security before recovery of its amortized cost basis, or (3) CFS does not expect to recover the entire amortized cost of the security. While all securities are considered, the securities primarily impacted by management's OTTI analysis are private-label residential mortgage-backed securities. CFS uses economic models to aid in its determination of OTTI. Various inputs into the economic models are used to determine if OTTI exists. The most significant inputs in determining OTTI are:

- Length of time and extent to which fair value has been less than amortized cost;
- Cause of the decline, such as interest rates or adverse conditions in the market;
- Payment structure of the security;
- Credit performance of the underlying collateral, including delinquency rates, nonperforming collateral/defaults, severities of losses, collateral values and expected credit losses;
- Current rating of security; and
- Independent analysts' reports and forecasts.

Other inputs may include the actual collateral attributes and other performance indicators of the underlying asset.

If CFS determines that a given security is subject to an OTTI write-down or loss, CFS records the expected credit portion of the loss as a charge to earnings. The measurement of the credit loss component is equal to the difference between the security's cost basis and the present value of its expected future cash flows, using the economic models, discounted at the security's purchase yield assumption. The remaining non-credit portion is recorded in other comprehensive income.

The following roll forward reflects the amount related to possible credit losses recognized in earnings. The beginning balance represents possible credit losses on debt securities at the beginning of the period for which a portion of an other-than-temporary impairment was recognized in other comprehensive income.

	Available for Sale
Beginning balance as of December 31, 2019	\$ 3,469,119
Amount related to the credit loss for which an other-than-temporary impairment was not previously recognized	—
Realized losses	—
Ending balance as of December 31, 2020	\$ 3,469,119

NOTES TO CONSOLIDATED FINANCIAL STATEMENTS

Note 3. SBA-PPP Loans Receivable

Pursuant to the CARES Act, the SBA-PPP provides forgivable loans to small businesses to enable them to maintain payroll, hire back employees who have been laid off, and cover applicable overhead. SBA-PPP loans have an interest rate of 1.0%, have two and five year terms, and carry a 100% guarantee of the SBA.

The allowance for loan losses for SBA-PPP loans was separately evaluated given the explicit government guarantee. This analysis, which incorporated historical experience with similar SBA guarantees and underwriting, concluded the likelihood of loss was remote and therefore no allowance for loan losses was assigned to these loans.

At December 31, 2020, SBA-PPP loans receivable, which totaled \$54.1 million, are all rated as pass credits, not past due, nonaccrual, TDR, or otherwise impaired. Unearned net fees associated with the SBA-PPP loans amounted to \$2.1 million at December 31, 2020. There were no outstanding commitments to extend additional SBA-PPP loans at December 31, 2020.

Note 4. Loans

A summary of the balances of loans by segment follows:

	December 31,	
	2020	2019
Commercial	\$ 200,731,828	\$ 192,389,670
Commercial - Real Estate	254,178,453	240,798,969
Consumer - Non Real Estate	7,954,874	8,532,907
Residential - Real Estate	88,853,702	94,465,238
Gross loans	\$ 551,718,857	\$ 536,186,784
Less: Allowance for loan losses	(7,279,764)	(5,073,798)
Loans, net	\$ 544,439,093	\$ 531,112,986

Overdrafts totaling \$434,247 and \$255,874 at December 31, 2020 and 2019, respectively, were reclassified from deposits to Consumer – Non Real Estate loans.

The following tables represent a summary of changes in the allowance for loan losses by segment:

	Commercial	Commercial - Real Estate	Consumer - Non Real Estate	Residential - Real Estate	Unallocated	Total
Year Ended December 31, 2020						
Balance beginning of year	\$ 1,500,335	\$ 2,521,408	\$ 81,909	\$ 746,006	\$ 224,140	\$ 5,073,798
Provision for (recovery of) loan losses	2,000,106	(459,957)	159,031	272,385	(21,569)	1,949,996
Charge-offs	(447,467)	—	(99,311)	(75,296)	—	(622,074)
Recoveries	24,738	752,102	69,952	31,252	—	878,044
Total allowance for loan losses	\$ 3,077,712	\$ 2,813,553	\$ 211,581	\$ 974,347	\$ 202,571	\$ 7,279,764
Individually evaluated for impairment	\$ 789,703	\$ 233,242	\$ —	\$ —	\$ —	\$ 1,022,945
Collectively evaluated for impairment	2,288,009	2,580,311	211,581	974,347	202,571	6,256,819
Total allowance for loan losses	\$ 3,077,712	\$ 2,813,553	\$ 211,581	\$ 974,347	\$ 202,571	\$ 7,279,764
Individually evaluated for impairment	\$ 3,930,074	\$ 4,908,475	\$ —	\$ 206,238	\$ —	\$ 9,044,787
Collectively evaluated for impairment	196,801,754	249,269,978	7,954,874	88,647,464	—	542,674,070
Total loans	\$ 200,731,828	\$ 254,178,453	\$ 7,954,874	\$ 88,853,702	\$ —	\$ 551,718,857

NOTES TO CONSOLIDATED FINANCIAL STATEMENTS

	Commercial	Commercial - Real Estate	Consumer - Non Real Estate	Residential - Real Estate	Unallocated	Total
Year Ended December 31, 2019						
Balance beginning of year	\$ 1,174,942	\$ 3,024,562	\$ 167,596	\$ 637,555	\$ 91,172	\$ 5,095,827
Provision for (recovery of)						
loan losses	390,663	(180,632)	66,270	115,728	132,968	524,997
Charge-offs	(137,717)	(322,522)	(211,827)	(41,720)	—	(713,786)
Recoveries	72,447	—	59,870	34,443	—	166,760
Total allowance for loan losses	\$ 1,500,335	\$ 2,521,408	\$ 81,909	\$ 746,006	\$ 224,140	\$ 5,073,798
Individually evaluated for impairment	\$ —	\$ 542,909	\$ 4,257	\$ —	\$ —	\$ 547,166
Collectively evaluated for impairment	1,500,335	1,978,499	77,652	746,006	224,140	4,526,632
Total allowance for loan losses	\$ 1,500,335	\$ 2,521,408	\$ 81,909	\$ 746,006	\$ 224,140	\$ 5,073,798
Individually evaluated for impairment	\$ 3,332,766	\$ 5,393,603	\$ 4,257	\$ —	\$ —	\$ 8,730,626
Collectively evaluated for impairment	189,056,904	235,405,366	8,528,650	94,465,238	—	527,456,158
Total loans	\$ 192,389,670	\$ 240,798,969	\$ 8,532,907	\$ 94,465,238	\$ —	\$ 536,186,784

The following table presents additional impaired loan information at year end. Unpaid principal balance represents the contractual principal balance of the loan.

	Recorded Investment	Unpaid Principal Balance	Related Allowance	Average Recorded Investment	Interest Income Recognized
December 31, 2020					
With no related allowance:					
Commercial					
Secured	\$ 2,436,228	\$ 2,436,228	\$ —	\$ 3,415,961	\$ 98,780
Commercial - Real Estate					
Non-owner occupied	2,963,169	2,963,169	—	740,792	118,890
Owner occupied	659,064	659,064	—	703,844	17,185
Residential - Real Estate					
First lien 1-4 family	206,238	206,238	—	51,559	12,619
With an allowance recorded:					
Commercial					
Secured	1,493,846	1,493,846	789,703	614,530	46,675
Commercial - Real Estate					
Owner occupied	1,286,242	1,286,242	233,242	1,463,649	25,457
Total:					
Commercial	3,930,074	3,930,074	789,703	4,030,491	145,455
Commercial - Real Estate	4,908,475	4,908,475	233,242	2,908,285	161,532
Residential - Real Estate	206,238	206,238	—	51,559	12,619
	\$ 9,044,787	\$ 9,044,787	\$ 1,022,945	\$ 6,990,335	\$ 319,606

NOTES TO CONSOLIDATED FINANCIAL STATEMENTS

	Recorded Investment	Unpaid Principal Balance	Related Allowance	Average Recorded Investment	Interest Income Recognized
December 31, 2019					
With no related allowance:					
Commercial					
Secured	\$ 3,332,766	\$ 3,332,766	\$ —	\$ 3,389,178	\$ 187,864
Commercial - Real Estate					
Acquisition and development	—	—	—	511,659	—
Non-owner occupied	—	—	—	539,420	—
Owner occupied	1,100,694	1,100,694	—	815,669	65,525
Residential - Real Estate					
First lien 1-4 family	—	—	—	157,867	—
Land	—	—	—	95,639	—
With an allowance recorded:					
Commercial - Real Estate					
Non-owner occupied	3,006,667	3,006,667	327,667	4,093,682	126,053
Owner occupied	1,286,242	1,286,242	215,242	321,561	61,272
Consumer - Non Real Estate					
Installment	4,257	4,257	4,257	7,319	641
Total:					
Commercial	3,332,766	3,332,766	—	3,389,178	187,864
Commercial - Real Estate	5,393,603	5,393,603	542,909	6,281,991	252,850
Consumer - Non Real Estate	4,257	4,257	4,257	7,319	641
Residential - Real Estate	—	—	—	253,506	—
	\$ 8,730,626	\$ 8,730,626	\$ 547,166	\$ 9,931,994	\$ 441,355

Included in impaired loans are troubled debt restructurings. At December 31, 2020 and 2019, \$5,591,268 and \$3,707,153 in loans were classified as troubled debt restructurings where concessions have been granted to borrowers experiencing financial difficulties. These concessions could include a reduction in the loan interest rate, payment extensions, or other actions intended to maximize collection.

Information regarding loans modified as troubled debt restructurings by class during 2020 are as follows:

	Number of Contracts	Pre-Modification Outstanding Recorded Investment	Post-Modification Outstanding Recorded Investment
Commercial - Real Estate			
Non-owner occupied	2	\$ 1,945,306	\$ 1,945,306

The restructured loans have been classified as a troubled debt restructuring due to being modified to interest only payments for greater than 12 months along with interest rate concession.

There were no loans modified in a troubled debt restructuring during 2019.

There were no troubled debt restructurings that subsequently defaulted (more than 90 days past due or charged-off) within the first year of modification during 2020 and 2019.

At December 31, 2020, no additional funds were committed to be advanced in connection with impaired loans.

The Bank's internal risk rating definitions are:

Pass/Watch: These include satisfactory loans which may have elements of risk that the Bank has chosen to monitor formally. The objective of monitoring is to assure that no weaknesses develop in these loans.

Special Mention: These loans have a potential weakness that requires management's close attention. If left uncorrected, these potential weaknesses may result in deterioration of the repayment prospects for the asset or in the Bank's credit position at some future date. These credits do not expose the Bank to sufficient risk to warrant further adverse classification.

Substandard: A substandard asset is inadequately protected by the current sound worth and paying capacity of the obligor or of the collateral pledged, if any. Loans classified as such must have a well-defined weakness or weaknesses that jeopardize the liquidation of the debt. They are characterized by the distinct possibility that the Bank will sustain some loss if the deficiencies are not corrected.

Doubtful: Loans classified doubtful have all the weaknesses inherent in a substandard asset with the added characteristic that the weaknesses make collection or liquidation in full, on the basis of currently existing facts, conditions, and values, highly questionable and improbable.

Loss: Loans classified loss are considered uncollectible and of such little value that their continuance as a bankable asset is not warranted. This classification does not mean that the asset has absolutely no recovery or salvage value, but rather it is not practical or desirable to defer writing off this basically worthless asset even though partial recovery may be received in the future.

The Bank's credit quality information, which is based on internal risk grades is as follows:

	Pass	Watch	Special Mention	Substandard	Doubtful	Total
December 31, 2020						
Commercial						
Secured	\$ 176,098,653	\$ 6,356,346	\$ 728,236	\$ 3,261,447	\$ —	\$ 186,444,682
Unsecured	14,086,885	175,592	—	24,669	—	14,287,146
Commercial - Real Estate						
Acquisition and development	9,496,359	—	—	—	—	9,496,359
Non-owner occupied	112,627,549	24,374,081	4,850,982	—	—	141,852,612
Owner occupied	88,561,732	3,064,137	41,074	1,945,306	—	93,612,249
Multifamily	9,217,233	—	—	—	—	9,217,233
Consumer - Non Real Estate						
Installment	6,279,670	11,971	—	33,759	—	6,325,400
Revolving	1,195,227	—	—	—	—	1,195,227
Other	434,247	—	—	—	—	434,247
Residential - Real Estate						
First lien 1-4 family	31,315,202	655,046	76,183	216,175	—	32,262,606
Junior lien 1-4 family	10,768,834	—	—	—	—	10,768,834
Construction	11,388,631	—	—	—	—	11,388,631
Land	9,630,377	—	—	—	—	9,630,377
Revolving	24,268,262	149,894	385,098	—	—	24,803,254
Total	\$ 505,368,861	\$ 34,787,067	\$ 6,081,573	\$ 5,481,356	\$ —	\$ 551,718,857

NOTES TO CONSOLIDATED FINANCIAL STATEMENTS

	Pass	Watch	Special Mention	Substandard	Doubtful	Total
December 31, 2019						
Commercial						
Secured	\$ 172,412,414	\$ 1,228,586	\$ 639,228	\$ 2,655,395	\$ —	\$ 176,935,623
Unsecured	15,454,047	—	—	—	—	15,454,047
Commercial - Real Estate						
Acquisition and development	6,350,767	—	—	—	—	6,350,767
Non-owner occupied	131,183,845	—	3,577,283	—	—	134,761,128
Owner occupied	84,074,116	—	76,175	2,310,760	—	86,461,051
Multifamily	13,226,023	—	—	—	—	13,226,023
Consumer - Non Real Estate						
Installment	6,664,180	3,126	34,841	3,968	4,257	6,710,372
Revolving	1,566,661	—	—	—	—	1,566,661
Other	255,874	—	—	—	—	255,874
Residential - Real Estate						
First lien 1-4 family	34,446,752	23,557	110,671	95,519	—	34,676,499
Junior lien 1-4 family	11,415,141	—	—	—	—	11,415,141
Construction	12,282,955	—	—	—	—	12,282,955
Land	6,574,659	—	—	—	—	6,574,659
Revolving	29,099,824	—	385,613	—	30,547	29,515,984
Total	\$ 525,007,258	\$ 1,255,269	\$ 4,823,811	\$ 5,065,642	\$ 34,804	\$ 536,186,784

The following is a summary of information pertaining to nonaccrual and past due loans by class:

	30-59 Days Past Due	60-89 Days Past Due	90 Days or More Past Due	Total Past Due	Nonaccruals	Current	Total Loans
December 31, 2020							
Commercial							
Secured	\$ —	\$ —	\$ —	\$ —	\$ 1,132,029	\$ 185,312,653	\$ 186,444,682
Unsecured	—	—	—	—	—	14,287,146	14,287,146
Commercial Real Estate							
Acquisition and development	—	—	—	—	—	9,496,359	9,496,359
Non-owner occupied	—	—	—	—	—	141,852,612	141,852,612
Owner occupied	—	1,286,242	—	1,286,242	700,138	91,625,869	93,612,249
Multifamily	—	—	—	—	—	9,217,233	9,217,233
Consumer - Non Real Estate							
Installment	7,641	6,405	—	14,046	2,367	6,308,987	6,325,400
Revolving	—	—	—	—	—	1,195,227	1,195,227
Other	3,736	—	—	3,736	—	430,511	434,247
Residential - Real Estate							
First lien 1-4 family	1,069,425	—	—	1,069,425	151,481	31,041,700	32,262,606
Junior lien 1-4 family	1,392	—	—	1,392	54,631	10,712,811	10,768,834
Construction	—	—	—	—	—	11,388,631	11,388,631
Land	20,899	—	—	20,899	6,451	9,603,027	9,630,377
Revolving	15,077	40,165	—	55,242	61,156	24,686,856	24,803,254
Total	\$ 1,118,170	\$ 1,332,812	\$ —	\$ 2,450,982	\$ 2,108,253	\$ 547,159,622	\$ 551,718,857

NOTES TO CONSOLIDATED FINANCIAL STATEMENTS

	30-59 Days Past Due	60-89 Days Past Due	90 Days or More Past Due	Total Past Due	Nonaccruals	Current	Total Loans
December 31, 2019							
Commercial							
Secured	\$ —	\$ —	\$ —	\$ —	\$ 30,458	\$ 176,905,165	\$ 176,935,623
Unsecured	133,072	—	—	133,072	—	15,320,975	15,454,047
Commercial Real Estate							
Acquisition and development	—	—	—	—	—	6,350,767	6,350,767
Non-owner occupied	—	—	—	—	—	134,761,128	134,761,128
Owner occupied	—	—	—	—	76,175	86,384,876	86,461,051
Multifamily	—	—	—	—	—	13,226,023	13,226,023
Consumer - Non Real Estate							
Installment	—	53,494	—	53,494	7,094	6,649,784	6,710,372
Revolving	12,692	—	—	12,692	—	1,553,969	1,566,661
Other	—	—	—	—	—	255,874	255,874
Residential - Real Estate							
First lien 1-4 family	393,298	69,118	—	462,416	95,519	34,118,564	34,676,499
Junior lien 1-4 family	—	—	—	—	4,992	11,410,149	11,415,141
Construction	—	—	—	—	—	12,282,955	12,282,955
Land	—	—	—	—	8,586	6,566,073	6,574,659
Revolving	38,924	—	—	38,924	131,496	29,345,564	29,515,984
Total	\$ 577,986	\$ 122,612	\$ —	\$ 700,598	\$ 354,320	\$ 535,131,866	\$ 536,186,784

There were no loans 90+ days past due and still accruing at December 31, 2020 and 2019, respectively.

On March 22, 2020, a statement was issued by our regulators and titled the “Interagency Statement on Loan Modifications and Reporting for Financial Institutions Working with Customers Affected by the Coronavirus” (the “Interagency Statement”) that encourages financial institutions to work prudently with borrowers who are or may be unable to meet their contractual payment obligations due to the effects of COVID-19. Additionally, Section 4013 of the CARES Act that passed on March 27, 2020 further provides that a qualified loan modification is exempt by law from classification as a TDR as defined by GAAP, from the period beginning March 1, 2020 until the earlier of December 31, 2020 or the date that is 60 days after the date on which the national emergency concerning the COVID-19 outbreak declared by the President of the United States under the National Emergencies Act terminates. In accordance with such guidance, the Company offered short-term modifications made in response to COVID-19 to borrowers who are current and otherwise not past due. These include short-term (180 days or less) modifications in the form of payment deferrals, fee waivers, extensions of repayment terms, or other delays in payment that are insignificant.

The Company granted 90-day full loan payment deferrals for 61 residential mortgage loans and home equity lines of credit totaling \$13,960,227 in unpaid principal balance, as well as deferrals for 263 commercial loans and construction loans totaling \$159,359,344 in unpaid principal balance during 2020 as a result of the COVID-19 pandemic. As of December 31, 2020, there were no loans remaining on full payment deferral. Subsequent to the end of the 90-day full payment deferral period, 17 relationships representing \$40.6 million went on interest only payments. As of December 31, 2020, nine of these relationships, totaling \$20.3 million remain on interest only payments.

Note 5. Premises and Equipment

A summary of the cost and accumulated depreciation of premises and equipment follows:

	December 31,	
	2020	2019
Land	\$ 5,052,979	\$ 4,552,979
Buildings	22,605,486	20,008,623
Furniture, fixtures and improvements	2,658,148	2,473,135
Equipment	5,588,195	7,216,597
Leasehold improvements	4,123,707	4,123,707
	\$ 40,028,515	\$ 38,375,041
Less accumulated depreciation	(20,099,713)	(21,256,349)
Total	\$ 19,928,802	\$ 17,118,692

NOTES TO CONSOLIDATED FINANCIAL STATEMENTS

For the years ended December 31, 2020 and 2019, depreciation expense was \$1,300,795 and \$1,385,303, respectively.

Included in the consolidated balance sheet presentation of these financial statements, premises and equipment also includes the right-of-use asset for leases totaling \$832,525 and \$1,105,227 as of December 31, 2020 and 2019. Refer to Note 13 for additional disclosure on the right-of-use asset.

Note 6. Time Deposits

Remaining maturities on certificates of deposit are as follows:

2021	\$ 112,383,363
2022	49,474,749
2023	6,026,593
2024	2,295,000
2025	3,627,217
Thereafter	—
Total	<u>\$ 173,806,922</u>

The Bank obtains certain deposits through the efforts of third-party brokers. At December 31, 2020 and 2019, brokered deposits totaled \$0 and \$16,860,000, respectively, and were included in certificates of deposit on the consolidated balance sheets.

Note 7. Trust Preferred Capital Notes

On July 2, 2007, CFS Capital Trust II was formed by the Company for the purpose of issuing redeemable capital securities. Trust II is not a consolidated subsidiary of the Company. On July 5, 2007, \$15.5 million of trust preferred securities which have a LIBOR-indexed floating rate of interest were issued. The weighted-average interest rate for the year ended December 31, 2020 was 2.34%. The interest rate as of December 31, 2020 was 1.61%. The securities have a mandatory redemption date of October 1, 2037, and became subject to varying call provisions beginning on September 6, 2012.

In August 2014, CFS was notified that \$5.0 million of the \$15.0 million in trust preferred securities of Trust II would be auctioned off as part of a larger pooled collateralized debt obligation liquidation. CFS placed a bid of \$3.9 million for the securities which was accepted by the trustee and the transaction closed on September 5, 2014. In January 2015, CFS was notified that \$5.0 million of the \$10.0 million remaining in trust preferred securities of Trust II would be auctioned off as part of a larger pooled collateralized debt obligation liquidation. CFS placed bids totaling \$3.9 million for the securities which were accepted by the trustee and the transactions closed on February 5, 2015 and February 13, 2015.

As of December 31, 2020, \$5.0 million in preferred stock and \$155,000 in common stock of Trust II was still outstanding.

The trust preferred securities may be included in Tier 1 capital for regulatory capital adequacy determination purposes up to 25% of Tier 1 capital after its inclusion. The portion of the Trust Preferred not considered as Tier 1 capital may be included in Tier 2 capital.

The obligations of CFS with respect to the issuance of the capital securities constitute a full and unconditional guarantee by CFS of the Trust's obligations with respect to the capital securities.

Subject to certain exceptions and limitations, CFS may elect from time to time to defer interest payments on the junior subordinated debt securities, which would result in a deferral of distribution payments on the related capital securities.

Note 8. Borrowings

The Bank has lines of credit with the FHLB that can equal up to 25% of total assets of the Bank. As of December 31, 2020, loans with a carrying value of \$14,135,362 and securities with an amortized cost of \$99,427,793 were pledged to the FHLB as collateral for borrowings. The FHLB lines of credit totaled \$106.7 million with an outstanding balance of \$50.0 million as of December 31, 2020. At December 31, 2019 the FHLB lines of credit totaled \$27.3 million with no outstanding balance. Additional loans are available that can be pledged as collateral for future borrowings from the FHLB above the current lendable collateral value.

The Bank also maintains an additional secured line of credit with another correspondent bank totaling \$20.0 million, of which there was no outstanding balance as of December 31, 2020 and 2019, respectively. In addition to the available credit from the FHLB, the Bank also has unsecured lines of credit with correspondent banks totaling \$56.5 million available for overnight borrowings. The Company has a line of credit secured by 400,000 shares of Chesapeake Bank common stock with a correspondent bank totaling \$5.0 million available for borrowing as of December 31, 2020. There were no outstanding balances on these lines of credit as of December 31, 2020 and 2019.

Note 9. Income Taxes

The income tax provision differs from the amount of income tax determined by applying the U.S. federal income tax rate to pretax income for the years ended December 31, 2020 and 2019, due to the following:

	2020	2019
Income tax at federal statutory rate	\$ 2,901,240	\$ 2,793,760
Decrease in income taxes resulting from:		
State and local taxes	13,096	—
Tax exempt income	(964,411)	(1,030,132)
Other	96,271	141,223
Total	\$ 2,046,196	\$ 1,904,851

The provision for income taxes charged to operations for the years ended December 31, 2020 and 2019, consists of the following:

	2020	2019
Current tax expense		
Federal	\$ 2,251,833	\$ 1,896,439
State	19,842	—
Deferred tax expense (benefit)	(225,479)	8,412
Total	\$ 2,046,196	\$ 1,904,851

The components of the net deferred tax asset, included in other assets, are as follows:

	December 31,	
	2020	2019
Deferred tax assets:		
Allowance for loan and cash management account losses	\$ 1,935,415	\$ 1,406,204
Other real estate	198,058	161,230
Deferred compensation	171,222	121,170
Premises and equipment	(46,942)	205,523
Restricted stock	(138,657)	53,672
Other	77,405	23,223
Total deferred tax assets	\$ 2,196,501	\$ 1,971,022
Deferred tax liabilities:		
Securities available for sale	\$ 4,368,366	\$ 1,676,725
Net deferred tax assets (liabilities)	\$ (2,171,865)	\$ 294,297

CFS, on a consolidated basis, files income tax returns in the U.S. federal jurisdiction, the Commonwealth of Virginia and other states where income is generated. With few exceptions, CFS is no longer subject to U.S. federal or state income tax examinations by tax authorities for years before 2017.

The Company has analyzed the tax positions taken or expected to be taken in its tax returns and concluded it has no liability related to uncertain tax positions.

Note 10. Employee Benefit Plans

Employee Stock Ownership Plan

CFS sponsors an employee stock ownership plan (ESOP) that generally covers full-time employees who have completed one calendar year of service. CFS makes annual contributions to the ESOP at the discretion of the Board of Directors. ESOP compensation expense was \$450,000 and \$450,000 for the years ended December 31, 2020 and 2019.

401(k) Plan

CFS has adopted a contributory 401(k) plan that covers substantially all employees. Under the plan, employees may elect to defer up to 100% of their salary, subject to Internal Revenue Service limits. CFS will make a matching contribution of 100% of the first 3% and 50% of the second 3% of the employee's salary deferred. CFS may also make a discretionary contribution to the plan. Total expense related to the plan was \$636,033 and \$591,844 for 2020 and 2019, respectively.

Post-retirement benefits

The Company has entered into deferred compensation arrangements with certain key personnel, which call for the payment of benefits upon the retirement or death of the individuals. The agreements provide that a retirement benefit is payable upon a defined normal retirement age while in service to the Company and a lesser benefit is payable upon early retirement. Other benefits are payable upon disability, death or change in control.

These agreements are unfunded arrangements maintained primarily to provide supplemental retirement benefits and comply with Section 409A of the Internal Revenue Code.

The Company has elected to finance the retirement benefits by purchasing annuities that have been designed to provide a future source of funds for the lifetime retirement benefits of the agreements. The liabilities associated with these deferred compensation arrangements were \$748,096 and \$325,396 for the years ended December 31, 2020 and 2019. The annuity had a balance of \$3,613,769 and \$3,592,945 as of December 31, 2020 and 2019, respectively, and is recorded at amortized cost. Salaries and employee benefits expense included \$422,700 and \$325,396 of expense related to these arrangements for 2020 and 2019, respectively.

Note 11. Stock Option Plans

On April 1, 2005, CFS's shareholders approved a stock incentive plan under which options or restricted stock may be granted to certain key employees. The plan reserved 269,568 shares of voting common stock for issuance and expired on January 21, 2015. There was no compensation cost charged to income for those plans related to stock options for 2020.

On April 4, 2014, CFS's shareholders approved a stock incentive plan under which options or restricted stock may be granted to certain key employees. The plan reserved 504,000 shares of voting common stock for issuance and expires on January 16, 2024. There was no compensation cost charged to income for those plans related to stock options for 2020.

The incentive stock option plans require that options be granted at an exercise price equal to at least 100% of the fair market value of the common stock on the date of the grant; however, for those individuals who own more than 10% of the stock of CFS, the option price must be at least 110% of the fair market value on the date of grant. Such options are generally not exercisable until three years from the date of issuance and require continuous employment during the period prior to exercise. The options will expire in no more than ten years after the date of grant. The fair value of each option grant is estimated on the date of the grant using the Black-Scholes option-pricing model. Expected volatility is based on the historic volatility of CFS's stock price over the expected life of the options. The expected term is estimated as the average of the contractual life and vesting schedule for the respective options. The risk-free interest rate is the U.S. Treasury zero-coupon issue with a remaining term equal to the expected term of the options granted. The dividend yield

is estimated as the ratio of CFS's historical dividends paid per share of common stock to the stock price on the date of grant. There were no options granted during the years ended December 31, 2020 and 2019.

A summary of the option activity under the plans at December 31, 2020 and changes during the year then ended are as follows:

	Shares	Weighted Average Exercise Price	Weighted Average Remaining Contractual Term	Aggregate Intrinsic Value
Outstanding at December 31, 2019	61,114	\$ 9.03		
Granted	—	—		
Exercised	(22,866)	8.45		
Expired	—	—		
Forfeited	(1)	8.47		
Outstanding at December 31, 2020	38,247	\$ 9.03	0.8	\$ 463,728
Options exercisable, end of year	38,247	\$ 9.03	0.8	\$ 463,728

Aggregate intrinsic value of stock options represents the total pre-tax intrinsic value (the amount by which the current market value of the underlying stock exceeds the exercise price of the option) that would have been received by the option holders had all the option holders exercised their options on December 31, 2020. This amount changes based on changes in the market value of CFS's stock.

The total intrinsic value of options exercised during the year ended December 31, 2020 and 2019 was \$229,994 and \$641,243, respectively. As of December 31, 2020 and December 31, 2019 there are no unrecognized compensation costs related to nonvested stock options granted under the plans.

Restricted Stock

The Company grants shares of restricted stock to key employees. These awards help align the interests of these employees with the interests of the shareholders of the Company by providing economic value directly related to increases in the value of the Company's common stock. The value of the stock awarded is established as the fair market value of the stock at the time of grant. The Company recognizes expense, equal to the total value of such awards, ratably over the vesting period of the stock grants. Restricted stock vests over 36 months based on the term of the award.

Nonvested restricted stock activity for the year ended December 31, 2020 is summarized in the following table:

	Shares	Weighted Average Grant Date Value
Nonvested at December 31, 2019	33,420	\$ 22.48
Granted	15,450	18.10
Vested	(17,090)	22.24
Forfeited	(750)	20.57
Nonvested at December 31, 2020	31,030	\$ 20.48

At December 31, 2020, there were no unrecognized compensation costs related to nonvested restricted stock granted under the 2005 Plan. At December 31, 2020, there was \$424,160 in unrecognized compensation cost related to nonvested restricted stock granted under the 2014 Plan. This cost is expected to be recognized over the next 28 months. Stock based compensation expense for nonvested restricted stock totaled \$345,905 and \$379,326 during 2020 and 2019, respectively.

NOTES TO CONSOLIDATED FINANCIAL STATEMENTS

Note 12. Shareholders' Equity

During 2020 and 2019, CFS issued shares 6,876 and 9,298 shares, respectively, of common stock to its directors for partial compensation. Also, during 2020 and 2019, the Company purchased and retired 136,656 and 26,982 shares, respectively of common stock.

On July 19, 2019, the Board of Directors approved a 6-for-5 stock dividend of CFS's common stock payable with a payment date of October 15, 2019.

Note 13. Leases

The Company has finance leases for branch offices and equipment. Our leases have remaining lease terms of 4 to 5 years.

The components of lease expense are as follows:

	2020	2019
Finance lease expense		
Amortization of right-of-use asset	\$ 183,472	\$ 134,379
Interest on lease liabilities	37,266	45,441
Total finance lease expense	\$ 220,738	\$ 179,820

Cash paid for amounts included in the measurement of lease liabilities are as follows:

	2020	2019
Operating cash flows from finance leases	\$ 105,778	\$ 161,020

Supplemental balance sheet information related to leases are as follows:

	2020	2019
Finance Leases:		
Premises and equipment	\$ 1,015,997	\$ 1,228,938
Accumulated depreciation	183,472	123,711
Premises and equipment, net	\$ 832,525	\$ 1,105,227
Other long-term liabilities	1,003,992	1,314,429
Total finance lease liabilities	\$ 1,003,992	\$ 1,314,429

Weighted Average Remaining Lease Term:

Finance leases	10 Years	9 Years
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Weighted Average Discount Rate:

Finance leases	3.6%	3.5%
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Maturities of lease liabilities are as follows:

For the year ending December 31,	2020
2021	\$ 75,836
2022	81,879
2023	88,243
2024	94,925
2025	101,963
Thereafter	583,975
Lease payments	\$ 1,026,821
Amounts representing interest	(22,829)
Present value of net future minimum lease payments	\$ 1,003,992

Rent expense under operating leases totaled \$68,512 and \$115,579 for the years ended December 31, 2020 and 2019, respectively.

Note 14. Related Party Transactions

Officers, directors and their affiliates had loans of \$5,267,997 and \$4,916,216 at December 31, 2020 and 2019, respectively, with the Bank.

Changes in related party loans during 2020 were as follows:

Balance, December 31, 2019	\$ 4,916,217
Additions	700,319
Payments	(348,539)
Balance, December 31, 2020	\$ 5,267,997

These transactions occurred in the ordinary course of business on substantially the same terms as those prevailing at the time for comparable transactions with unrelated persons.

Related parties had deposits of \$6,386,019 and \$7,613,660 as of December 31, 2020 and 2019, respectively.

Note 15. Other Income and Expenses

The principal components of "Other income" in the consolidated statements of income are:

	2020	2019
ATM fee income	\$ 1,626,915	\$ 1,665,708
Other	2,250,692	2,164,983
Total	\$ 3,877,607	\$ 3,830,691

The principal components of "Other expenses" in the consolidated statements of income are:

	2020	2019
Advertising	\$ 989,792	\$ 1,051,650
Software	2,110,726	1,928,558
Professional fees	1,456,795	1,311,640
Debit card expense	824,226	819,331
Franchise tax	748,475	684,916
Contributions	404,559	487,854
Exam and audit	401,216	384,081
Legal fees	348,634	293,460
FDIC assessments	274,788	117,494
Delivery and transportation	277,335	236,335
Stationery and supplies	251,647	255,735
Other	3,177,904	3,695,888
Total	\$ 11,266,097	\$ 11,266,942

Note 16. Revenue from Contracts with Customers

During the years ended December 31, 2020 and 2019, the Company recognized revenues from contracts with customers totaling \$13,046,776 and \$15,233,504, respectively. There were no impairment losses recognized on any receivables or contract assets arising from the Company's contracts with customers during the years ended December 31, 2020 and 2019. While the Company does have noninterest income related to rental income, changes in cash surrender value of life insurance, sales of investments, and income from government sponsored entities, these are not within the scope of ASC 606.

All of the Company's revenue from contracts with customers in the scope of ASC 606 is recognized within noninterest income. The following table represents the Company's sources of noninterest income for the years ended December 31, 2020 and 2019. Items outside the scope of ASC 606 are noted as such.

NOTES TO CONSOLIDATED FINANCIAL STATEMENTS

	2020	2019
Noninterest income		
Service charges	\$ 776,791	\$ 1,079,796
ATM fee income	1,626,915	1,665,708
Trust and wealth management income	4,044,932	3,966,533
Merchant services income, net	3,703,001	4,391,131
Cash management fee income	2,566,457	4,049,210
Mortgage banking income	3,434,327	1,375,639
Other ^(a)	3,471,748	4,056,343
Total	\$ 19,624,171	\$ 20,584,360

(a) The Other category includes \$328,680 and \$81,129 of income sources that are within the scope of ASC 606 but determined immaterial as of December 31, 2020 and 2019, respectively; the remaining balance of \$3,143,068 and \$3,975,214 is outside of the scope of ASC 606 as of December 31, 2020 and 2019, respectively.

A description of the Company's revenue streams accounted for under ASC 606 follows:

Service Charges on Deposit Accounts: The Company earns fees from its deposit customers for transaction-based, account maintenance, and overdraft services. Transaction-based fees are recognized at the time the transaction is executed as that is the point in time the Company fulfills the customer's request. Account maintenance fees are earned over the course of a month, representing the period over which the Company satisfies the performance obligation. Overdraft fees are recognized at the point in time that the overdraft occurs. Service charges on deposits are withdrawn from the customer's account balance.

ATM Fee Income: The Company earns interchange fees from debit cardholder transactions conducted through the VISA payment network. Interchange fees from cardholder transactions represent a percentage of the underlying transaction value and are recognized daily, concurrently with the transaction processing services provided to the cardholder.

Merchant Services: The Company earns interchange fees from customer debit and credit card transactions that are earned at the time a cardholder engages in a transaction with a merchant as well as fees charged to merchants for providing them the ability to accept and process the debit and credit card transactions. Revenue is recognized when the performance obligation has been met as it is satisfied upon the completion of the card transaction. Additionally, revenue recognition guidance requires cost associated with cardholder and merchant services transactions to be netted against the fee income from such transactions when an entity is acting as an agent in providing services to customer.

Wealth Management Services: The Company earns wealth management fees from its contracts with trust and brokerage customers to manage assets for investment, and/or to transact on their accounts. These fees are earned as the Company provides the contracted monthly or quarterly services and are generally assessed based on a tiered scale of the market value of assets under management at month-end. Fees that are transaction based, including trade execution services, are recognized at the point in time that the transaction is executed, i.e. the "trade date". Other related services provided include financial planning services, which are based on a fixed fee schedule, are recognized when the services are rendered.

Cash Management: The Company earns fee income on accounts receivable financing relationships. The Company recognizes the fee income when the invoices are funded.

Mortgage Banking Income: The Company earns revenues from both selling and servicing of consumer 1-4 family mortgages sold to Freddie Mac. The origination revenues are recognized when the loan is sold and funded by Freddie Mac. Servicing revenues are earned for maintaining the payment processing of the loan and are recognized each month when the loan payment is processed.

Gains/Losses on Sales of OREO: The Company records a gain or loss from the sale of OREO when control of the property transfers to the buyer, which generally occurs at the time of an executed deed. When the Company finances the sale of OREO to the buyer, the Company assesses whether the buyer is committed to perform their obligations under the

contract and whether collectability of the transaction price is probable. Once these criteria are met, the OREO asset is derecognized and the gain or loss on sale is recorded upon the transfer of control of the property to the buyer. In determining the gain or loss on the sale, the Company adjusts the transaction price and related gain (loss) on sale if a significant financing component is present.

Based on the Company's analysis, none of the contracts discussed above required a material cost to obtain or fulfill the contract, which resulted in no capitalized assets associated with these contracts as of December 31, 2020 and 2019.

Note 17. Earnings Per Common Share

The following data shows the amounts used in computing earnings per common share and the effect on the weighted average number of shares of dilutive potential common stock. The potential common stock did not have an impact on net income. Shares related to unvested restricted stock grants are included in the weighted average number of common shares outstanding because the holders participate in non-refundable dividends and have voting rights during the vesting period. All shares have been retroactively restated to give effect to the stock dividend described in Note 12.

	2020	2019
Weighted average number of common shares, basic	4,882,493	4,931,684
Effect of dilutive stock options	23,359	41,657
Weighted average number of common shares and dilutive potential common stock used in diluted EPS	4,905,852	4,973,341

There were no antidilutive options for the years ended December 31, 2020 and 2019.

Note 18. Financial Instruments with Off-Balance-Sheet Risk

The Bank is a party to credit related financial instruments with off-balance-sheet risk in the normal course of business to meet the financial needs of its customers. These financial instruments include commitments to extend credit, standby letters of credit and commercial letters of credit. Such commitments involve, to varying degrees, elements of credit and interest rate risk in excess of the amount recognized in the consolidated balance sheets.

The Bank's exposure to credit loss is represented by the contractual amount of these commitments. The Bank follows the same credit policies in making commitments as it does for on-balance-sheet instruments.

At December 31, 2020 and 2019, the following financial instruments were outstanding whose contract amounts represent credit risk:

	Contract Amount	
	2020	2019
	(in thousands)	
Commitments to grant loans	\$ 7,525	\$ 6,592
Unfunded commitments under lines of credit	165,820	132,790
Commercial and standby letters of credit	197	753
Cash management unfunded commitments	25,844	26,328

Commitments to extend credit are agreements to lend to a customer as long as there is no violation of any condition established in the contract. Commitments generally have fixed expiration dates or other termination clauses and may require payment of a fee. The commitments for lines of credit may expire without being drawn upon. Therefore, the total commitment amounts do not necessarily represent future cash requirements. The amount of collateral obtained, if it is deemed necessary by the Bank, is based on management's credit evaluation of the customer.

Unfunded commitments under commercial lines of credit, revolving credit lines and overdraft protection agreements are commitments for possible future extensions of credit to existing customers. These lines of credit usually do not contain a specified maturity date and may not be drawn upon to the total extent to which the Bank is committed. The amount of collateral obtained, if it is deemed necessary by the Bank, is based on management's credit evaluation of the customer.

NOTES TO CONSOLIDATED FINANCIAL STATEMENTS

Commercial and standby letters of credit are conditional commitments issued by the Bank to guarantee the performance of a customer to a third party. Those letters of credit are primarily issued to support public and private borrowing arrangements. Essentially all letters of credit issued have expiration dates within one year. The credit risk involved in issuing letters of credit is essentially the same as that involved in extending loan facilities to customers. The Bank generally holds collateral supporting those commitments, if deemed necessary.

CFS maintains its cash accounts in several correspondent banks. The total amount by which cash on deposit in those banks exceeds the federally insured limits is \$3,828,236 at December 31, 2020.

Note 19. Derivatives

To mitigate exposure to interest costs, in May 2020, the Company purchased an interest rate cap with a cap of 0.75% and a maturity date of April 1, 2030. The instrument's hedge was \$50 million of FHLB borrowings maturing quarterly with similar reset dates. These borrowings are expected to be rolled quarterly, with its fixed rate set based on 3-month LIBOR.

	December 31, 2020	
	Notational Amount	Fair Value
	(in thousands)	
Cap 1 - maturing April 2030	\$ 50,000	\$ 2,367
Remaining amortization of the premium on the interest rate caps is as follows:		
(in thousands)		
2021	\$ 226	
2022	225	
2023	226	
2024	225	
2025	226	
Thereafter	958	
	<u>\$ 2,086</u>	

The company recorded \$148,835 for the year ended December 31, 2020 in amortization associated with the interest rate cap. Those expenses are reflected in the Consolidated Statements of Income as a component of short-term debt and trust preferred capital notes interest expense.

The Company anticipates little to no ineffectiveness in this hedging relationship as long as the terms are matched at each forecasted debt issuance. The Company notes that the actual interest cost incurred at each rollover will be a function of market rates at the time. However, the Company is only hedging the benchmark interest rate risk in each rollover.

The Company does not use derivatives for trading or speculative purposes.

Note 20. Fair Value of Assets and Liabilities

Determination of Fair Value

CFS uses fair value measurements to record fair value adjustments to certain assets and liabilities and to determine fair value disclosures. The fair value of a financial instrument is the price that would be received to sell an asset or paid to transfer a liability in an orderly transaction between market participants at the measurement date. Fair value is best determined based upon quoted market prices. However, in many instances, there are not quoted market prices for CFS's various financial instruments. In cases where quoted market prices are not available, fair values are based on estimates using present value or other valuation techniques. Those techniques are significantly affected by the assumptions used, including the discount rate and estimates of future cash flows. Accordingly, the fair value estimates may not be realized in an immediate settlement of the instrument.

Fair value guidance provides a consistent definition of fair value, which focuses on exit price in an orderly transaction (that is, not a forced liquidation or distressed sale) between market participants at the measurement date under current

market conditions. If there has been a significant decrease in volume and level of activity for the asset or liability, a change in valuation technique or the use of multiple valuation techniques may be appropriate. In such instances, determining the price at which willing market participants would transact at the measurement date under current market conditions depends on the facts and circumstances and requires the use of significant judgment. The fair value is a reasonable point within the range that is most representative of fair value under current market conditions.

Fair Value Hierarchy

In accordance with this guidance, CFS groups its financial assets and financial liabilities generally measured at fair value in three levels, based on the markets in which the assets and liabilities are traded and the reliability of the assumptions used to determine fair value.

Level 1 - Valuation is based on quoted prices in active markets for identical assets and liabilities and generally includes debt and equity securities that are traded in an active exchange market. Valuations are obtained from readily available pricing sources for market transactions involving identical assets or liabilities.

Level 2 - Valuation is based on inputs other than quoted prices included within Level 1 that are observable for the asset or liability, either directly or indirectly. The valuation may be based on quoted prices for similar assets or liabilities; quoted prices in markets that are not active; or other inputs that are observable or can be corroborated by observable market data for substantially the full term of the asset or liability.

Level 3 - Valuation is based on 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 categorization within the valuation hierarchy is based upon the lowest level of input that is significant to the fair value measurement.

The following methods and assumptions were used by CFS in estimating fair value disclosures for financial instruments:

Cash and Cash Equivalents and Interest-Bearing Deposits in Banks

The carrying amounts of cash and short-term instruments approximate fair values based on the short-term nature of the assets.

Securities

Securities available for sale are recorded at fair value on a recurring basis. Fair value measurement is based upon quoted market prices, when available (Level 1). If quoted market prices are not available, fair values are measured utilizing independent valuation techniques of identical or similar securities for which significant assumptions are derived primarily from or corroborated by observable market data (Level 2). If the inputs used to provide the evaluation for certain securities are unobservable and/or there is little, if any, market activity then the security would fall to the lowest level of the hierarchy (Level 3).

The Company's investment portfolio is primarily valued using fair value measurements that are considered to be Level 2. The Company has contracted with a third party portfolio accounting service vendor for valuation of its securities portfolio. The vendor's primary source for security valuation is Interactive Data Corporation ("IDC"), which evaluates securities based on market data. IDC utilizes evaluated pricing models that vary by asset class and include available trade, bid, and other market information. Generally, the methodology includes broker quotes, proprietary modes, vast descriptive terms and conditions databases, as well as extensive quality control programs.

The vendor utilizes proprietary valuation matrices for valuing all municipal securities. The initial curves for determining the price, movement, and yield relationships within the municipal matrices are derived from industry benchmark curves or sourced from a municipal trading desk. The securities are further broken down according to issuer, credit support, state of issuance and rating to incorporate additional spreads to the industry benchmark curves.

The Company uses an independent valuation information source that draws on quantitative models and market data contributed from over 4,000 market participants, to validate third party valuations. Any material differences between valuation sources are researched by further analyzing the various inputs that are utilized by each pricing source.

Loans Held For Sale

Loans held for sale include mortgage loans and are carried at the lower of cost or market value. The fair values of mortgage loans held for sale are based on current market rates from investors within the secondary market for loans with similar characteristics. Carrying value approximates fair value.

Loans Receivable

Fair values for loans are estimated using discounted cash flow analyses, using market interest rates for comparable loans. Also included in the fair values for loans is a credit component adjustment. Fair values for nonperforming loans are estimated using discounted cash flow analyses or underlying collateral values, where applicable.

Cash Management Accounts

The carrying value of cash management accounts approximates their fair value. The future cash flows from these accounts are short-term in nature (less than 90 days) and the rate of return approximates current market rates.

Deposits

The fair values disclosed for demand deposits (for example, interest and noninterest checking, savings, and certain types of money market accounts) 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 certificates of deposit, if any, 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 market interest rates on comparable instruments to a schedule of aggregated expected monthly maturities on time deposits.

Short-Term Debt

The carrying amounts of short-term debt maturing within 90 days approximate their fair values. Fair values of short-term debt is estimated using discounted cash flow analyses based on current market rates and similar types of borrowing arrangements.

Long-Term Debt and Trust Preferred Capital Notes

Current market rates for debt with similar terms and remaining maturities are used to estimate fair value of existing debt. Fair value of long-term debt is based on quoted market prices or dealer quotes for the identical liability when traded as an asset in an active market. If a quoted market price is not available, an expected present value technique is used to estimate fair value.

Accrued Interest

The carrying amounts of accrued interest approximate fair value.

Off-Balance-Sheet Credit-Related Instruments

Fair values for off-balance-sheet, credit-related financial instruments are based on fees currently charged to enter into similar agreements, taking into account the remaining terms of the agreements and the counterparties' credit standings.

Derivative Asset

Derivative instruments held or issued by the Company for risk management purposes are trade in over-the-counter markets. For those derivatives, the Company measures fair value using models that use primarily market observable inputs, such as yield curves and option volatilities, and include the value associated with counterparty credit risk. The Company classifies derivative instruments held or issued for risk management purposes as Level 2. As of December 31, 2020, the Company's derivative instrument consists solely of an interest rate cap.

NOTES TO CONSOLIDATED FINANCIAL STATEMENTS

Assets Measured at Fair Value on a Recurring Basis

The following table presents the balances of financial assets measured at fair value on a recurring basis as of December 31, 2020 and 2019:

Description	Carrying Value	Fair Value Measurements		
		Quoted Prices in Active Markets for Identical Assets (Level 1)	Significant Other Observable Inputs (Level 2)	Significant Unobservable Inputs (Level 3)
		(in thousands)		
December 31, 2020				
Securitized available-for-sale:				
Securities of state and political subdivisions	\$ 275,045	\$ —	\$ 275,045	\$ —
SBA loan pooled securities	2,091	—	2,091	—
Mortgage-backed securities				
Agency	47,964	—	47,964	—
Non-agency	86,120	—	82,912	3,208
Other debt securities	42,955	—	42,955	—
	454,175	—	450,967	3,208
Interest rate cap	2,367	—	2,367	—
Total assets at fair value	\$ 456,542	\$ —	\$ 453,334	\$ 3,208

December 31, 2019

Securities available-for-sale:				
Securities of state and political subdivisions	\$ 160,355	—	\$ 160,355	\$ —
Mortgage-backed securities				
Agency	48,434	—	48,434	—
Non-agency	58,587	—	54,782	3,805
Other debt securities	25,660	—	25,660	—
Total assets at fair value	\$ 293,036	\$ —	\$ 289,231	\$ 3,805

The following tables present the changes in Level 3 assets that are measured at fair value on a recurring basis for the years ended December 31, 2020 and 2019:

Fair Value Measurements Using Significant Unobservable Inputs (Level 3)						
	Balance as of January 1, 2019	Total Realized/Unrealized Gains (Losses) Included in		Purchases, Sales, Issuances, and Settlements, Net	Transfers in and/or out of Level 3	Balance as of December 31, 2020
		Net Income	Other Comprehensive Loss			
(in thousands)						
Mortgage-backed securities non-agency	\$ 3,805	\$ —	\$ (597)	\$ —	\$ —	\$ 3,208

Fair Value Measurements Using Significant Unobservable Inputs (Level 3)						
	Balance as of January 1, 2018	Total Realized/Unrealized Gains (Losses) Included in		Purchases, Sales, Issuances, and Settlements, Net	Transfers in and/or out of Level 3	Balance as of December 31, 2019
		Net Income	Other Comprehensive Loss			
(in thousands)						
Mortgage-backed securities non-agency	\$ 4,382	\$ —	\$ (577)	\$ —	\$ —	\$ 3,805

NOTES TO CONSOLIDATED FINANCIAL STATEMENTS

Assets Measured at Fair Value on a Nonrecurring Basis

Under certain circumstances, CFS makes adjustments to the fair value of certain assets and liabilities although they are not measured at fair value on a recurring basis. The following table presents assets carried on the consolidated balance sheet by caption and by level in the fair value hierarchy at December 31, 2020 and 2019, for which a nonrecurring change in fair value has been recorded:

Fair Value Measurements at December 31, 2020 Using (in thousands)			
	Quoted Prices in Active Markets for Identical Assets (Level 1)	Significant Other Observable Inputs (Level 2)	Significant Unobservable Inputs (Level 3)
Impaired loans	\$ —	\$ —	\$ 1,757
Foreclosed assets	—	—	4,212

Fair Value Measurements at December 31, 2019 Using (in thousands)			
	Quoted Prices in Active Markets for Identical Assets (Level 1)	Significant Other Observable Inputs (Level 2)	Significant Unobservable Inputs (Level 3)
Impaired loans	\$ —	\$ —	\$ 3,750
Foreclosed assets	—	—	4,385

Fair Value Measurements at December 31, 2020				
	Fair Value (in thousands)	Valuation Techniques	Unobservable Inputs	Weighted Average
Assets:				
Impaired loans	\$ 1,757	Market comparables	Discount applied to market comparables ⁽¹⁾	36.8%
Foreclosed assets	4,212	Market comparables	Discount applied to market comparables ⁽¹⁾	26.2%
Total	\$ 5,969			

⁽¹⁾ A discount percentage is applied based on age of independent appraisals, selling costs, current market conditions, and experience within the local market.

Fair Value Measurements at December 31, 2019				
	Fair Value (in thousands)	Valuation Techniques	Unobservable Inputs	Weighted Average
Assets:				
Impaired loans	\$ 3,750	Market comparables	Discount applied to market comparables ⁽¹⁾	13.0%
Foreclosed assets	4,385	Market comparables	Discount applied to market comparables ⁽¹⁾	23.1%
Total	\$ 8,135			

⁽¹⁾ A discount percentage is applied based on age of independent appraisals, selling costs, current market conditions, and experience within the local market.

Impaired Loans

Loans are designated as impaired when, in the judgment of management based on current information and events, it is probable that all amounts due according to the contractual terms of the loan agreements will not be collected. The measurement of loss associated with impaired loans can be based on either the observable market price of the loan or the fair value of the collateral. Collateral may be in the form of real estate or business assets including equipment, inventory, and accounts receivable. The vast majority of the Company's collateral is real estate. The value of real estate is determined utilizing an income or market valuation approach based on an appraisal, of one year or less, conducted by an independent, licensed appraiser using observable market data (Level 2). However, if the collateral is a house or building in the process of construction or if an appraisal of the property is more than one year old and not solely based on observable market comparables, or management determines the fair value of the collateral is further impaired below the appraised value, then a Level 3 valuation is considered to measure the fair value. The value of business equipment is based upon an outside appraisal, of one year or less, if deemed significant, or the net book value on the applicable business's financial statements if not considered significant using observable market data. Likewise, values for inventory and accounts receivables collateral are based on financial statement balances or aging reports (Level 3). Impaired loans allocated to the allowance for loan losses are measured at fair value on a nonrecurring basis. Any fair value adjustments are recorded in the period incurred as provision for loan losses on the Consolidated Statements of Income.

Foreclosed Assets

Fair values of foreclosed assets are carried at the lower of carrying value or fair value less selling costs. Fair value is based upon independent market prices, appraised values of the collateral, or management's estimation of the value of the collateral. When the fair value of the collateral is based on an observable market price or a current appraised value, the Company records the foreclosed asset as Level 2 valuation. When an appraised value is not available or management determines the fair value of the collateral is further impaired below the appraised value and there is no observable market price, the Company records the foreclosed asset as Level 3 valuation. Any fair value adjustments are recorded in the period incurred as a foreclosed asset expense on the Consolidated Statements of Income.

NOTES TO CONSOLIDATED FINANCIAL STATEMENTS

The estimated fair values, and related carrying or notional amounts, of CFS's financial instruments are as follows:

Fair Value Measurements at December 31, 2020					
	Carrying Value	Quoted Prices in Active Markets for Identical Assets Level 1	Significant Other Observable Inputs Level 2	Significant Unobservable Inputs Level 3	Total Fair Value
Financial assets:			(in thousands)		
Cash and cash equivalents	\$ 69,652	\$ 69,652	\$ —	\$ —	\$ 69,652
Securities available for sale	454,175	—	450,968	3,207	454,175
Other investments	4,215	—	—	4,215	4,215
Loans	603,656	—	590,557	1,757	592,314
Cash management accounts	18,817	—	22,290	—	22,290
Accrued interest receivable	6,260	—	6,260	—	6,260
Interest rate caps	2,367	—	2,367	—	2,367
Financial liabilities:					
Deposits	\$ 1,019,501	\$ —	\$ 1,099,563	\$ —	\$ 1,099,563
Trust preferred capital notes	5,155	—	3,982	—	3,982
Short-term debt	50,000	—	49,997	—	49,997
Accrued interest payable	198	—	198	—	198
Fair Value Measurements at December 31, 2019					
	Carrying Value	Quoted Prices in Active Markets for Identical Assets Level 1	Significant Other Observable Inputs Level 2	Significant Unobservable Inputs Level 3	Total Fair Value
Financial assets:			(in thousands)		
Cash and cash equivalents	\$ 48,736	\$ 48,736	\$ —	\$ —	\$ 48,736
Securities available for sale	293,037	—	289,232	3,805	293,037
Other investments	1,996	—	—	1,996	1,996
Loans	536,187	—	528,412	3,750	532,162
Cash management accounts	28,997	—	33,230	—	33,230
Accrued interest receivable	3,580	—	3,580	—	3,580
Financial liabilities:					
Deposits	\$ 839,116	\$ —	\$ 844,913	\$ —	\$ 844,913
Trust preferred capital notes	5,155	—	4,004	—	4,004
Accrued interest payable	386	—	386	—	386

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

Note 21. Minimum Regulatory Capital Requirements

CFS and the Bank are subject to various regulatory capital requirements administered by the federal banking agencies. Failure to meet minimum capital requirements can initiate certain mandatory, possibly additional discretionary, actions by regulators that, if undertaken, could have a direct material effect on CFS's financial statements. Under capital adequacy guidelines and the regulatory framework for prompt corrective action, financial institutions must meet specific capital guidelines that involve quantitative measures of assets, liabilities, and certain off-balance-sheet items as calculated under regulatory accounting practices. A financial institution's capital amounts and classification are also subject to qualitative judgments by the regulators about components, risk weightings, and other factors. Prompt corrective action provisions are not applicable to bank holding companies.

The final rules implementing Basel Committee on Banking Supervision's capital guidelines for U.S. banks (Basel III rules) became effective for the Company on January 1, 2015 with full compliance of all requirements being phased in over a multi-year schedule, and fully phased in by January 1, 2019. The net unrealized gain or loss on available for sale securities is not included in computing regulatory capital. Management believes, as of December 31, 2020, the Company and Bank meet all capital adequacy requirements to which they are subject.

Now fully phased in on January 1, 2019, the Basel III Capital Rules require the Company and the Bank to maintain (i) a minimum ratio of Common Equity Tier 1 capital to risk-weighted assets of at least 4.5%, plus a 2.5% "capital conservation buffer" (which is added to the 4.5% Common Equity Tier 1 capital ratio as that buffer is phased in, effectively resulting in a minimum ratio of Common Equity Tier 1 capital to risk-weighted assets of at least 7.0% upon full implementation), (ii) a minimum ratio of Tier 1 capital to risk-weighted assets of at least 6.0%, plus the capital conservation buffer (which is added to the 6.0% Tier 1 capital ratio as that buffer is phased in, effectively resulting in a minimum Tier 1 capital ratio of 8.5% upon full implementation), (iii) a minimum ratio of total capital (that is, Tier 1 plus Tier 2) to risk-weighted assets of at least 8.0%, plus the capital conservation buffer (which is added to the 8.0% total capital ratio as that buffer is phased in, effectively resulting in a minimum total capital ratio of 10.5% upon full implementation) and (iv) a minimum leverage ratio of 4.0%, calculated as the ratio of Tier 1 capital to average quarterly assets.

NOTES TO CONSOLIDATED FINANCIAL STATEMENTS

	Actual		For Capital Adequacy Purposes		To Be Well Capitalized Under Prompt Corrective Action Provisions	
	Amount	Ratio	Amount	Ratio	Amount	Ratio
As of December 31, 2020:						
Total Capital (to Risk-Weighted Assets):						
Company	\$ 120,227	15.2%	\$ 63,232	8.0%	N/A	
Bank	\$ 115,488	14.6%	\$ 63,068	8.0%	\$ 78,834	10.0%
Tier 1 Capital (to Risk-Weighted Assets):						
Company	\$ 111,011	14.0%	\$ 47,424	6.0%	N/A	
Bank	\$ 106,272	13.5%	\$ 47,301	6.0%	\$ 63,068	8.0%
Tier 1 Capital (to Average Assets):						
Company	\$ 111,011	9.4%	\$ 47,238	4.0%	N/A	
Bank	\$ 106,272	9.0%	\$ 47,018	4.0%	\$ 58,773	5.0%
Common Equity Tier 1 Capital (to Risk-Weighted Assets)						
Company	\$ 106,011	13.4%	\$ 35,568	4.5%	N/A	
Bank	\$ 106,272	13.5%	\$ 35,475	4.5%	\$ 51,242	6.5%
As of December 31, 2019:						
Total Capital (to Risk-Weighted Assets):						
Company	\$ 110,833	16.0%	\$ 55,417	8.0%	N/A	
Bank	\$ 106,373	15.4%	\$ 55,158	8.0%	\$ 68,947	10.0%
Tier 1 Capital (to Risk-Weighted Assets):						
Company	\$ 104,137	15.0%	\$ 41,563	6.0%	N/A	
Bank	\$ 99,677	14.5%	\$ 41,368	6.0%	\$ 55,158	8.0%
Tier 1 Capital (to Average Assets):						
Company	\$ 104,137	11.0%	\$ 37,780	4.0%	N/A	
Bank	\$ 99,677	10.6%	\$ 37,590	4.0%	\$ 46,987	5.0%
Common Equity Tier 1 Capital (to Risk-Weighted Assets)						
Company	\$ 99,137	14.3%	\$ 31,172	4.5%	N/A	
Bank	\$ 99,677	14.5%	\$ 31,026	4.5%	\$ 44,816	6.5%

As a member of the Federal Reserve System, the Bank is required to maintain certain average reserve balances. For the final weekly reporting period in the years ended December 31, 2020 and 2019, the aggregate amounts of daily average required balances were approximately \$0 and \$1,938,000, respectively. These reserve requirements were covered by internal holdings.

Note 22. Accumulated Other Comprehensive Income

Changes in each component of accumulated other comprehensive income for the years ended December 31, 2020 and 2019 were as follows:

	Unrealized Gains on Available-for- Sale Securities	Unpaid Unrealized Gains on Cash Flow Hedges	Total
Balance at December 31, 2019	\$ 6,307,681	\$ —	\$ 6,307,681
Other comprehensive income before reclassification	11,346,752	222,160	11,568,912
Amounts reclassified from accumulated other comprehensive income	(1,221,057)	—	(1,221,057)
Net current-period other comprehensive income	10,125,695	222,160	10,347,855
Balance at December 31, 2020	\$ 16,433,376	\$ 222,160	\$ 16,655,536
Balance at December 31, 2018	\$ 2,206,406	\$ —	\$ 2,206,406
Other comprehensive income before reclassification	5,992,635	—	5,992,635
Amounts reclassified from accumulated other comprehensive income	(1,891,360)	—	(1,891,360)
Net current-period other comprehensive income	4,101,275	—	4,101,275
Balance at December 31, 2019	\$ 6,307,681	\$ —	\$ 6,307,681

Details regarding reclassifications out of accumulated other comprehensive income for the years ended December 31, 2020 and 2019 were as follows:

Reclassifications Out of Accumulated Other Comprehensive Income for the Year Ended December 31, 2020:

Details about AOCI Components	Amount Reclassified from AOCI	Affected Line Item in the Consolidated Income Statement
Realized gain on sale of securities	\$ 1,221,057	Net gain on sales of securities available for sale
Income tax expense	(256,421)	Income tax expense
Total reclassifications	\$ 964,636	Net of tax

Reclassifications Out of Accumulated Other Comprehensive Income for the Year Ended December 31, 2019:

Details about AOCI Components	Amount Reclassified from AOCI	Affected Line Item in the Consolidated Income Statement
Realized gain on sale of securities	\$ 1,891,360	Net gain on sales of securities available for sale
Income tax expense	(397,186)	Income tax expense
Total reclassifications	\$ 1,494,174	Net of tax

NOTES TO CONSOLIDATED FINANCIAL STATEMENTS

Note 23. Condensed Parent Company Financial Statements

The following parent company accounting policies should be read in conjunction with the related condensed balance sheets, statements of income, and statements of cash flows.

Investments in subsidiaries are accounted for using the equity method of accounting. The parent company and its subsidiaries file a consolidated federal income tax return. The subsidiaries' individual tax provisions and liabilities are stated as if they filed separate returns and any benefits or detriments of filing the consolidated tax return are absorbed by the parent company.

The parent company's principal assets are its investments in its wholly-owned subsidiaries. Dividends from the Bank are the primary source of funds for the parent company. The payment of dividends by the Bank is restricted by various statutory limitations. Banking regulations also prohibit extensions of credit by the Bank to the parent company unless appropriately secured by assets. As of December 31, 2020, the amount available for payment of additional dividends without prior regulatory approval from the Bank to the parent company is \$24,252,930 or 19.77% of consolidated net assets.

Balance Sheets (Condensed)

	December 31,	
	2020	2019
Assets		
Cash	\$ 610,266	\$ 469,091
Investment in subsidiaries	125,252,974	108,029,297
Premises and equipment, net	1,641,078	1,519,767
Other assets	749,663	1,001,810
Total assets	\$ 128,253,981	\$ 111,019,965
Liabilities and Shareholders' Equity		
Trust preferred capital notes	\$ 5,155,000	\$ 5,155,000
Other liabilities	432,498	421,771
Shareholders' equity	122,666,483	105,443,194
Total liabilities and shareholders' equity	\$ 128,253,981	\$ 111,019,965

Statements of Income (Condensed)

	2020	2019
Income: Dividends from subsidiaries	\$ 5,604,434	\$ 3,106,134
Other	706,953	697,057
Total income	6,311,387	3,803,191
Expenses: Interest expense	122,969	200,041
Other expenses	1,241,288	1,328,027
Total expenses	1,364,257	1,528,068
Income before income taxes and equity in undistributed earnings of subsidiaries	4,947,130	2,275,123
Allocated income tax (expense) benefit	(72,827)	175,773
Income before equity in undistributed earnings of subsidiaries	4,874,303	2,450,896
Equity in undistributed earnings of subsidiaries	6,875,088	8,947,875
Net income	\$ 11,749,391	\$ 11,398,771

NOTES TO CONSOLIDATED FINANCIAL STATEMENTS

Statements of Cash Flows (Condensed)

	2020	2019
Cash Flows from Operating Activities		
Net income	\$ 11,749,391	\$ 11,398,771
Adjustments to reconcile net income to net cash provided by operating activities:		
Depreciation	80,439	63,206
Equity in distributed earnings of subsidiaries	(6,875,088)	(8,947,875)
Stock-based compensation	345,905	379,326
Changes in other assets and liabilities:		
Decrease in other assets	418,499	176,327
Decrease in other liabilities	10,727	(5,861)
Net cash provided by operating activities	\$ 5,729,873	\$ 3,063,894
Cash Flows from Investing Activities		
Purchases of premises and equipment	\$ (201,750)	\$ —
Net cash used in investing activities	\$ (201,750)	\$ —
Cash Flows from Financing Activities		
Dividends paid	\$ (2,440,290)	\$ (2,404,292)
Repurchase of common stock	(3,139,928)	(1,242,090)
Exercise of stock options	193,270	419,441
Net cash used in financing activities	\$ (5,386,948)	\$ (3,226,941)
Net decrease in cash	\$ 141,175	\$ (163,047)
Cash at beginning of year	469,091	632,138
Cash at end of year	\$ 610,266	\$ 469,091

MANAGEMENT'S DISCUSSION AND ANALYSIS OF FINANCIAL CONDITION AND RESULTS OF OPERATIONS

Financial Overview: Chesapeake Financial Shares, Inc. (CFS or the “Company”) recorded net income of \$11,749,391 for 2020. The return on average equity in 2020 was 10.27% and return on average assets was 1.06% compared to 11.09% and 1.22%, respectively, in 2019. At December 31, 2020, CFS had total assets of \$1.2 billion, which was an increase of 26.3% when compared to December 31, 2019. The Company ended 2020 with total gross loans of \$551.7 million, and total deposits of \$1.0 billion, an increase of 2.9% and 21.5%, respectively.

With the passage of the Paycheck Protection Program (“PPP”), administered by the Small Business Administration (“SBA”), the Company was able to originate 968 loans totaling \$76.9 million in 2020. The Company received \$2.9 million in fees from the SBA for originating the loans and \$777,003 was recognized into income in 2020. Loans funded through this program are guaranteed by the SBA and loans that meet regulatory criteria are subject to forgiveness. As of December 31, 2020, 315 or \$22.8 million of loans originated were forgiven by the SBA. The Company anticipates a vast majority of the loans will be forgiven in 2021 and fees will be taken into income accordingly. Data in the following discussion excludes the PPP loans unless otherwise stated.

The current economic environment continued to cause competitive pricing pressures on loans. Despite the pressures mentioned, loan volume was up \$15.5 million for 2020, which brought the average annual loan growth rate for the last five years to 6.0%. Total past due and nonaccrual loans increased by \$3.5 million from December 31, 2019 to December 31, 2020. The loan loss reserve to non-PPP gross loans less unearned discounts increased to 1.2% as of December 31, 2020 compared to 1.0% as of December 31, 2019. The deposit increase of 21.5% for 2020 brought the average annual deposit growth rate for the last five years to 12.6%.

Summary of Results of Operations: Net income for 2020 was \$11,749,391, or \$2.40 per share (fully diluted) compared to \$11,398,771 or \$2.29 per share in 2019, an increase of \$350,620. Net interest income before the provision for loan losses was up 13.5% from 2019. There was a 4.7% or \$960,189 decrease in noninterest income, mostly due to the impact COVID-19 had on our merchant services and cash management programs, and noninterest expense increased by 3.0% or \$1,102,523 in 2020 over 2019. Merchant services income, net and cash management income decreased from 2019 by \$688,130, or 15.7%, and \$1,482,753, or 36.6%, respectively. Trust income and wealth management fees increased \$78,399 in 2020 over 2019, or 2.0%. In addition to these factors, management also recognized gains on the sale of investment securities of \$1,221,057.

Assets

Loan Portfolio: The loan portfolio is the largest component of earning assets for the Company and accounts for the greatest portion of total interest income. The gross loan portfolio totaled \$551.7 million and \$536.2 million as of December 31, 2020 and 2019, respectively, representing an increase of 2.9% year over year. Commercial loans (including real estate and non-real estate combined) were up 18.2% or \$78.8 million while residential and consumer loan balances were down 5.9% or \$5.6 million and 6.8% or \$0.6 million, respectively, at December 31, 2020 compared to December 31, 2019.

On December 31, 2020, the loan portfolio consisted of 84.1% commercial loans, 14.6% single-family residential and residential construction loans, and 1.3% consumer and other loans. Commercial loans consisted primarily of business loans such as owner-occupied commercial development, retail, builders/contractors, medical, service and professional, hospitality, nonprofits, marine industry, and a small portion of agricultural and seafood loans.

On March 22, 2020, a statement was issued by our regulators and titled the “Interagency Statement on Loan Modifications and Reporting for Financial Institutions Working with Customers Affected by the Coronavirus” (the “Interagency Statement”) that encourages financial institutions to work prudently with borrowers who are or may be unable to meet their contractual payment obligations due to the effects of COVID-19. Additionally, Section 4013 of the CARES Act that passed on March 27, 2020 further provides that a qualified loan modification is exempt by law from classification as a TDR as defined by GAAP, from the period beginning March 1, 2020 until the earlier of December 31, 2020 or the date that is 60 days after the date on which the national emergency concerning the COVID-19 outbreak declared by the President of the United States under the National Emergencies Act terminates. In accordance with such guidance, the Company offered short-term modifications made in response to COVID-19 to borrowers who are current and otherwise not past due. These include short-term (180 days or less) modifications in the form of payment deferrals, fee waivers, extensions of repayment terms, or other delays in payment that are insignificant.

The Company granted 90-day full loan payment deferrals for 61 residential mortgage loans and home equity lines of credit totaling \$13,960,227 in unpaid principal balance, as well as deferrals for 263 commercial loans and construction loans totaling \$159,359,344 in unpaid principal balance during 2020 as a result of the COVID-19 pandemic. As of December 31, 2020, there were no loans remaining on full payment deferral. Subsequent to the end of the 90-day full payment deferral period, 17 relationships representing \$40.6 million went on interest only payments. As of December 31, 2020, nine of these relationships, totaling \$20.3 million remain on interest only payments.

Total nonperforming assets consisted of nonaccrual loans, performing restructured loans, repossessed and foreclosed properties, and other real estate owned. Nonperforming assets were \$11,911,383 at December 31, 2020, which represented a 41.0% increase from \$8,446,405 at December 31, 2019. Past due loans over 30 days, excluding nonaccrual, totaled \$2,450,982 and \$700,598 as of December 31, 2020 and 2019, respectively. Nonaccrual loans were \$2.1 million or 0.3% of total loans at December 31, 2020. On December 31, 2019, nonaccrual loans totaled \$0.4 million or 0.1% of total loans.

Investment Securities: All of CFS's debt securities are classified as securities available for sale and are carried at fair market value. Debt securities may be classified as investment securities (held to maturity) when management has the intent and CFS has the ability at the time of purchase to hold the securities to maturity. Securities available for sale include securities that may be sold in response to changes in market interest rates, changes in the securities option or credit risk, increases in loan demand, general liquidity needs and other similar factors.

The fair market value of the portfolio was \$16,433,375 greater than amortized cost at December 31, 2020, and was \$6,307,681 more than amortized cost at December 31, 2019. This is within risk limits established by the Board of Directors and the Asset/Liability Management Committee.

At December 31, 2020, total securities at fair market value were \$454.2 million, up \$161.1 million from \$293.0 million on December 31, 2019. Investments in SBA loans pooled securities increased \$2.1 million, or 100%. Investments in securities of state and political subdivisions increased by \$114.7 million, or 71.5%. Investments in mortgage-backed securities increased by \$27.1 million, or 25.3%. Other domestic debt securities increased by \$17.3 million, or 67.4%.

Asset Quality-Provision/Allowance for Loan Losses: The provision for loan losses is a charge against earnings necessary to maintain the allowance for loan losses at a level consistent with management's evaluation of the credit quality and risk adverseness of the loan portfolio. The allowance for loan losses represents management's estimate of the amount adequate to provide for potential losses inherent in the loan portfolio. To achieve this goal, the loan loss provision must be sufficient to cover loans charged off plus any growth in the loan portfolio and recognition of specific loan impairments. In determining the adequacy of the allowance for loan losses, management uses a methodology which specifically identifies and reserves for higher risk loans. Loans in a nonaccrual status and over 90 days past due are considered in this evaluation as well as other loans, which may be a potential loss. The status of nonaccrual and past due loans varies from quarter to quarter based on seasonality, local economic conditions, and the cash flow of customers. A general reserve is established for nonspecifically reserved loans.

The allowance for loan losses was \$7,279,764, or 1.2%, of non-PPP gross loans at December 31, 2020. This ratio was 0.95% on December 31, 2019, and 1.0% at December 31, 2018. The table below represents the provision for loan losses taken in years 2020 and 2019 as well as loans charged off and subsequent recoveries.

	2020	2019
Provision for loan losses	\$ 1,949,996	\$ 524,997
Loans charged off	622,074	713,786
Recoveries	878,044	166,760

Management and the Board of Directors believe that the total allowance at December 31, 2020 was adequate relative to current levels of risk in the portfolio. However, continued loan growth or increases in specific problem loans may warrant additional provisions in the future.

MANAGEMENT'S DISCUSSION AND ANALYSIS OF FINANCIAL CONDITION AND RESULTS OF OPERATIONS

Foreclosed Assets: As of December 31, 2020, the Bank held \$4,211,862 in foreclosed assets. These assets are being actively marketed through real estate channels and represent near term secondary sources of liquidity. The Company was able to dispose of two other real estate owned properties during 2020.

Liabilities

Deposits: CFS depends on deposits to fund most of its lending activities, generate fee income opportunities, and create a market for other financial service products. Deposits are also the largest component of CFS's liabilities and account for the greatest portion of interest expense.

Deposits totaled \$1.0 billion, \$839.1 million, and \$749.2 million, as of December 31, 2020, 2019, and 2018, respectively, and represented an increase of 21.5% for December 31, 2020 over December 31, 2019 and 12.0% for December 31, 2019 over December 31, 2018. The below table represents a breakdown of total deposits.

	2020	2019	Change	Percent Change
Demand accounts	\$ 267,473,159	\$ 177,010,923	\$ 90,462,236	51.1%
Savings and interest bearing deposits	578,220,464	456,460,830	121,759,634	26.7%
Certificates of deposit	173,806,922	205,643,833	(31,836,911)	(15.48%)
Total deposits	\$ 1,019,500,545	\$ 839,115,586	\$ 180,384,959	21.50%

Net Interest Income: The principal source of earnings for CFS is net interest income. Net interest income is the difference between interest plus fees generated by earning assets and interest expense paid to fund those assets. As such, net interest income represents the gross profit from the Bank's lending, investment, and funding activities.

A large number of variables interact to affect net interest income. Included are variables such as changes in the mix and volume of earning assets and interest bearing liabilities, market interest rates, and the statutory federal tax rate. It is management's ongoing policy to maximize net interest income through the development of balance sheet and pricing strategies while maintaining appropriate risk levels as set by the Board of Directors.

Net interest income totaled \$33.5 million and \$29.5 million, for 2020 and 2019, respectively, representing an increase of 13.5% for 2020 over 2019 and 7.1% for 2019 over 2018. Total interest income was \$38.6 million and \$37.7 million for 2020 and 2019, respectively. Total interest expense was \$5.1 million and \$8.1 million for 2020 and 2019, respectively. On a consolidated tax equivalent annualized basis, the 2020 net interest margin was 3.8%.

Noninterest Income: For the year ended December 31, 2020, noninterest income was \$19.6 million. This represents a decrease in noninterest income of \$960,189 for the year. Most of this decrease is attributable to a decline in our merchant services and cash management programs, which were directly affected by the COVID-19 pandemic. Conversely, we had a substantial increase in mortgage banking income of \$2.1 million. Changes in noninterest income categories are highlighted below.

	2020	2019	Change	Percent Change
Trust and wealth management income	\$ 4,044,932	\$ 3,966,533	\$ 78,399	2.0%
Service charge income	776,790	1,079,796	(303,006)	(28.1%)
Net gain on sales of securities available for sale	1,221,057	1,891,360	(670,303)	(35.4%)
Mortgage banking income	3,434,327	1,375,639	2,058,688	149.7%
Merchant services income, net	3,703,001	4,391,131	(688,130)	(15.7%)
Cash management fee income	2,566,457	4,049,210	(1,482,753)	(36.6%)
Interchange income	1,626,915	1,665,708	(38,793)	(2.3%)
Other income	2,250,692	2,164,983	85,709	4.0%
Total noninterest income	\$ 19,624,171	\$ 20,584,360	\$ (960,189)	(4.7%)

Noninterest income represented 33.7% of the total gross revenue for the Company. Sources of noninterest income include the Company's merchant processing services (Chesapeake Payment Systems), accounts receivable financing (Cash Flow), wealth management and trust services (Chesapeake Wealth Management) and mortgage banking income.

MANAGEMENT'S DISCUSSION AND ANALYSIS OF FINANCIAL CONDITION AND RESULTS OF OPERATIONS

Noninterest Expenses: Total noninterest expenses increased 3.0%, or \$1.1 million in 2020 over 2019. In 2019, total noninterest expenses increased 8.8% or \$2.9 million over 2018. Below is a breakdown of other expenses for 2020 over 2019.

	2020	2019	Change	Percent Change
Provision for cash management account losses	\$ 290,000	\$ 90,000	\$ 200,000	222.2%
Advertising	989,792	1,051,650	(61,858)	(5.9%)
Software	2,110,726	1,928,558	182,168	9.4%
Professional fees	1,456,795	1,311,640	145,155	11.1%
Debit card expense	824,226	819,331	4,895	0.6%
Franchise tax	748,475	684,916	63,559	9.3%
Contributions	404,559	487,854	(83,295)	(17.1%)
Exam and audit	401,216	384,081	17,135	4.5%
Legal fees	348,634	293,460	55,174	18.8%
FDIC assessments	274,788	117,494	157,294	133.9%
Delivery and transportation	277,335	236,335	41,000	17.3%
Stationery and supplies	251,647	255,735	(4,088)	(1.6%)
Other	3,177,904	3,695,888	(517,984)	(14.0%)
Total noninterest expenses	\$ 11,556,097	\$ 11,356,942	\$ 199,155	1.8%

Liquidity, Interest Rate Sensitivity, and Inflation: The objectives of CFS's liquidity management policy include providing adequate funds to meet the needs of depositors and borrowers at all times, as well as providing funds to meet the basic needs for ongoing operations of CFS, and to allow funding of longer-term investment opportunities and regulatory requirements. The objective of providing adequate funding should be accomplished at reasonable costs and on a timely basis. At December 31, 2020 management considers CFS's liquidity to be more than adequate.

The Company obtains funding from a variety of sources, including customer deposits and certificates of deposit, and payments on our loans and investments. In addition, the Company maintains lines of credit with the FHLB of Atlanta and various other correspondent banks. Bank management maintains overnight borrowing relationships with correspondent banks for up to \$183.2 million, secured and unsecured. CFS has access to an additional secured borrowing relationship of \$5.0 million.

Since the assets and liabilities of a bank are primarily monetary in nature (payable in fixed, determinable amounts), the performance of a bank is affected more by changes in interest rates than by inflation. Interest rate sensitivity refers to the difference between assets and liabilities subject to repricing, maturity, or volatility during a specified period. Management's objective in controlling interest rate sensitivity is to reprice loans and deposits and make investments that will maintain a profitable net interest margin (see "Net Interest Income"). The Company's Asset-Liability Committee ("ALCO") meets regularly and is responsible for reviewing the interest rate sensitivity position and establishing policies and strategies to monitor and limit exposure. In an effort to lock in incremental net interest income dollars, ALCO purchased \$50 million in municipal investments during 2020, which were funded with a 3-month borrowing from the FHLB. An interest rate cap was purchased to limit the interest expense over 10 years to 75 basis points.

While the effect of inflation is normally not as significant as its influence on those businesses that have large investments in plant and inventories, it does have an effect. There are normally corresponding increases in the money supply, and banks will normally experience above average growth in assets, loans and deposits. Also, general increases in the prices of goods and services will result in increased operating expenses.

Shareholders' Equity: Capital represents funds, earned or obtained, over which management can exercise greater control in comparison with deposits and borrowed funds. Future growth and expansion of CFS is dictated by the ability to produce capital. The adequacy of CFS's capital is reviewed by management and the Board of Directors on an ongoing basis with reference to the size, composition and quality of CFS's asset and liability levels and consistent with regulatory requirements and industry standards. Management seeks to maintain a capital structure that assures an adequate level to support anticipated asset growth and absorb potential losses.

MANAGEMENT'S DISCUSSION AND ANALYSIS OF FINANCIAL CONDITION AND RESULTS OF OPERATIONS

The federal regulatory bodies jointly issued a final rule that allows banks to apply a simplified measure of capital adequacy, the Community Bank Leverage Ratio framework, for qualifying community banking organizations, consistent with Section 201 of the Economic Growth, Regulatory Relief, and Consumer Protection Act. The final rule became effective on January 1, 2020. Management made the decision to not elect the framework and instead continues to report all regulatory capital ratios on a quarterly basis. The Company's capital position as of December 31, 2020 is consistent with being well-capitalized under the regulatory framework for prompt corrective action.

The table below represents CFS's capital ratios as of December 31, 2020 and December 31, 2019.

	2020	2019
Total capital to risk-weighted assets	15.2%	16.0%
Tier 1 capital to risk-weighted assets	14.0%	15.0%
Tier 1 capital to average assets	9.4%	11.0%
Common equity tier 1 capital to risk-weighted assets	13.4%	14.3%

Dividend and Market Information: The Company's stock trades on the "OTC" (Over the Counter) market under the symbol "CPKF". The Company has increased its dividend payment annually for more than 29 years. The Company raised its dividend to \$0.50 per share in 2020, an increase of \$0.012 over 2019. Trades in the Company's common stock occurred infrequently and generally involved a relatively small number of shares. Based on information available, the selling price for the Company's common stock during 2020 ranged from \$14.51 to \$24.35, and during 2019, from \$21.58 to \$24.85. Such transactions may not be representative of all transactions during the indicated periods of the fair value of the stock at the time of such transactions due to the infrequency of trades and the limited market for the stock. Management attributes the Company's ability to maintain stable share prices, during hard economic times, to its earnings over the past several years. At December 31, 2020, there were 4,828,674 shares of the Company's common stock outstanding held by approximately 231 holders of record. The Board of Directors of CFS approved the purchase and retirement of up to \$5 million of CFS stock in 2020 of which \$2.8 million were executed upon. All of the purchases were below book value.

On July 19, 2019, the Board of Directors approved a 6-for-5 stock dividend of CFS's common stock payable with a payment date of October 15, 2019. All per share information for all periods presented has been retroactively restated to reflect the stock dividend.

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Chief Executive Officer and President

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IT'S ALL ABOUT COMMUNITY.

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IN MEMORY OF Eugene S. Hudnall, Jr.

WHEREAS, Eugene S. Hudnall, Jr., a native of the Northern Neck of Virginia, after serving in the U.S. Army for two years, returned home in 1959 to farming. In February of 1966 he joined General Medical Corporation where he held management and executive positions, and in 1973 he was promoted to president of Pompanette, Inc. (a subsidiary of General Medical), one of the nation's oldest and largest manufacturers of sport fishing equipment, and

WHEREAS, Bud Hudnall purchased George Noblett, Inc. in June of 1978 and returned to the Northern Neck, and

WHEREAS, Bud Hudnall was actively engaged in Chesapeake's success since becoming a Bank Director in 1978 when the Bank had assets of \$22,825,528. He became a Director of Chesapeake Financial Shares when it was formed in 1983. Chesapeake's assets totaled \$1,204,733,133 as of December 31, 2020, and

WHEREAS, Bud Hudnall's leadership roles included membership in the Chesapeake Loan Committee, Audit Committee, and Governance & Compensation Committee. During his tenure Chesapeake expanded its market area to include offices in Mathews County, Gloucester County, Williamsburg/James City County and Richmond, and

WHEREAS, through Bud Hudnall's guidance Chesapeake Bank has ranked among the American Banker magazine's "Top 200 Community Banks" in the country for the past 13 consecutive years and has ranked among the same publication's "Best Banks to Work For" for the past 8 consecutive years, and

WHEREAS, Bud Hudnall was an outstanding community leader, having contributed his time and talents quietly to many community organizations including the White Stone Baptist Food Pantry, Interfaith Service Council, the YMCA and others, and

WHEREAS, Bud Hudnall was an amazing husband, father, father-in-law, grandfather and friend, and

WHEREAS, the Chesapeake Financial Shares Board of Directors at their October 18, 2019 meeting reluctantly accepted Bud's retirement, and due to his long and distinguished service designated him Director Emeritus,

NOW BE IT RESOLVED that the Chesapeake Financial Shares and Chesapeake Bank Boards of Directors express their deep appreciation for Eugene S. Hudnall, Jr.'s many years of leadership and steadfast loyalty and dedication,

Jeffrey M. Szyperski,
Chairman

Douglas D. Monroe, Jr.,
Vice Chairman

January 22, 2021





Chesapeake Financial Shares, Inc.

Chesapeake Bank

Chesapeake Wealth Management

P.O. Box 1419

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804-435-1181

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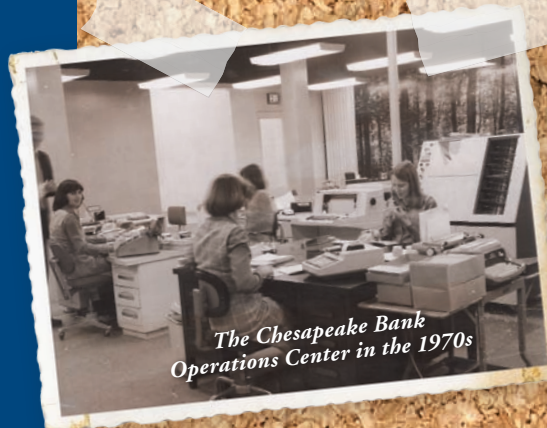
Ticker Symbol CPKF



Bank float featuring Janet Dawson, 1940s



Chesapeake Board of Directors, 1986



The Chesapeake Bank Operations Center in the 1970s



The Lively Branch



Unveiling new computers in the early 80s



(L-R) Jiggs Tingle, Julia Donahue, Doug Monroe, Nancy Clark at Donahue's retirement, 1981



Photos of employees and endeavors over the years that contributed to the success of Chesapeake Financial Shares.



The Irvington Branch, opened 1973