

NORTH STATE BANCORP

CONSOLIDATED FINANCIAL STATEMENTS

2019

NORTH STATE BANCORP
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Independent Auditor's Report

Shareholders and the Board of Directors
North State Bancorp
Raleigh, North Carolina

We have audited the accompanying consolidated financial statements of North State Bancorp (the "Company"), which comprise the consolidated balance sheets as of December 31, 2019 and 2018, and the related consolidated statements of operations, comprehensive income, changes in shareholders' equity, and cash flows for the years then ended, and the related notes to the consolidated financial statements.

Management's Responsibility for the Financial Statements

Management is responsible for the preparation and fair presentation of these consolidated 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 consolidated 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 consolidated 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 consolidated financial statements are free from material misstatement.

An audit involves performing procedures to obtain audit evidence about the amounts and disclosures in the consolidated financial statements. The procedures selected depend on the auditor's judgment, including the assessment of the risks of material misstatement of the consolidated 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 consolidated 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 consolidated 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 consolidated financial statements referred to above present fairly, in all material respects, the financial position of North State Bancorp as of December 31, 2019 and 2018, 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.

Dixon Hughes Goodman LLP

**Raleigh, North Carolina
March 27, 2020**

NORTH STATE BANCORP
CONSOLIDATED BALANCE SHEETS
December 31, 2019 and 2018

	<u>2019</u>	<u>2018</u>
	(Dollars in thousands)	
ASSETS		
Cash and due from banks	\$ 12,321	\$ 13,027
Interest-earning deposits with banks	60,388	48,302
Certificates of Deposit with banks	100	-
Investment securities available for sale, at fair value	1,522	1,805
Investment securities held to maturity, at amortized cost	27,034	26,276
Loans held for sale	16,480	17,216
Loans	771,662	738,368
Less allowance for loan losses	<u>4,931</u>	<u>4,164</u>
Net loans	766,731	734,204
Accrued interest receivable	2,283	1,815
Federal Home Loan Bank and Federal Reserve stock, at cost	1,850	1,794
Premises and equipment, net	23,568	24,245
Bank owned life insurance	16,617	16,344
Prepaid for unexchanged common stock	648	961
Other assets	<u>4,736</u>	<u>10,750</u>
TOTAL ASSETS	<u>\$ 934,278</u>	<u>\$ 896,739</u>
LIABILITIES AND SHAREHOLDERS' EQUITY		
Deposits:		
Demand	\$ 333,792	\$ 308,204
Savings, money market and NOW	464,518	463,776
Time	<u>44,401</u>	<u>38,447</u>
Total deposits	842,711	810,427
Accrued interest payable	444	245
Payable for unexchanged common stock	648	961
Short-term borrowings	570	406
Long-term borrowings, net	33,660	33,623
Accrued expenses and other liabilities	<u>5,272</u>	<u>5,034</u>
TOTAL LIABILITIES	883,305	850,696
Commitments		
Shareholders' equity:		
Preferred stock, no par value, 1,000,000 shares authorized, none issued	-	-
Common stock, no par value; 10,000,000 shares authorized; 6,004,031 and 5,921,145 shares issued and outstanding, December 31, 2019 and 2018, respectively	8,336	7,230
Retained earnings	42,661	38,903
Accumulated other comprehensive loss	<u>(24)</u>	<u>(90)</u>
TOTAL SHAREHOLDERS' EQUITY	<u>50,973</u>	<u>46,043</u>
TOTAL LIABILITIES AND SHAREHOLDERS' EQUITY	<u>\$ 934,278</u>	<u>\$ 896,739</u>

NORTH STATE BANCORP
CONSOLIDATED STATEMENTS OF OPERATIONS
Years Ended December 31, 2019 and 2018

	December 31,	
	2019	2018
	(Dollars in thousands, except per share data)	
INTEREST INCOME		
Loans	\$ 37,439	\$ 33,064
Loans held for sale	589	776
Investments	514	552
Dividends and interest-earning deposits	1,985	1,490
Total interest income	<u>40,527</u>	<u>35,882</u>
INTEREST EXPENSE		
Savings, money market and NOW	1,725	1,234
Time deposits	615	232
Short-term borrowings	2	2
Long-term borrowings	2,006	1,962
Total interest expense	<u>4,348</u>	<u>3,430</u>
Net interest income	36,179	32,452
PROVISION FOR LOAN LOSSES	<u>680</u>	<u>700</u>
NET INTEREST INCOME AFTER PROVISION FOR LOAN LOSSES	<u>35,499</u>	<u>31,752</u>
NON-INTEREST INCOME		
Fees from mortgage operations	7,480	8,192
Fees and gains on sales from SBA operations	2,431	4,117
Other	2,476	2,199
Total non-interest income	<u>12,387</u>	<u>14,508</u>
NON-INTEREST EXPENSE		
Salaries and employee benefits	19,836	20,845
Occupancy and equipment	3,597	3,891
Data processing and other outsourced services	5,811	4,794
Net cost of foreclosed assets	51	13
Other	6,985	7,058
Total non-interest expense	<u>36,280</u>	<u>36,601</u>
NET INCOME	<u>\$ 11,606</u>	<u>\$ 9,659</u>
NET INCOME PER COMMON SHARE:		
Basic	<u>\$ 1.95</u>	<u>\$ 1.65</u>
Diluted	<u>\$ 1.95</u>	<u>\$ 1.65</u>
WEIGHTED AVERAGE COMMON SHARES OUTSTANDING:		
Basic	<u>5,945,338</u>	<u>5,867,754</u>
Diluted	<u>5,945,338</u>	<u>5,867,754</u>

See accompanying notes.

NORTH STATE BANCORP
CONSOLIDATED STATEMENTS OF COMPREHENSIVE INCOME
Years Ended December 31, 2019 and 2018

	<u>2019</u>	<u>2018</u>
	(Dollars in thousands)	
Net income	<u>\$ 11,606</u>	<u>\$ 9,659</u>
Other comprehensive income (loss):		
Investment securities:		
Unrealized holding gain (loss) on available for sale securities	<u>66</u>	<u>(25)</u>
Total other comprehensive income (loss)	<u>66</u>	<u>(25)</u>
Comprehensive income	<u><u>\$ 11,672</u></u>	<u><u>\$ 9,634</u></u>

See accompanying notes.

NORTH STATE BANCORP
CONSOLIDATED STATEMENTS OF CHANGES IN SHAREHOLDERS' EQUITY
Years Ended December 31, 2019 and 2018

	Common Stock		Retained earnings	Accumulated other comprehensive income (loss)	Total shareholders' equity
	Shares	Amount			
	(Dollars in thousands)				
Balance as of December 31, 2017	5,835,464	\$ 6,088	\$ 35,874	\$ (65)	\$ 41,897
Net income	-	-	9,659	-	9,659
Other comprehensive loss	-	-	-	(25)	(25)
Repurchase and retirement of common stock	(419)	(7)	-	-	(7)
Cash distributions to shareholders	-	-	(6,630)	-	(6,630)
Issuance of shares to ESOP	53,957	766	-	-	766
Issuance of common stock	32,143	383	-	-	383
Balance as of December 31, 2018	5,921,145	\$ 7,230	\$ 38,903	\$ (90)	\$ 46,043
Net income	-	-	11,606	-	11,606
Other comprehensive income	-	-	-	66	66
Cash distributions to shareholders	-	-	(7,848)	-	(7,848)
Issuance of shares to ESOP	58,854	765	-	-	765
Issuance of common stock	24,032	341	-	-	341
Balance as of December 31, 2019	6,004,031	\$ 8,336	\$ 42,661	\$ (24)	\$ 50,973

See accompanying notes.

NORTH STATE BANCORP
CONSOLIDATED STATEMENTS OF CASH FLOWS
Years Ended December 31, 2019 and 2018

	December 31,	
	2019	2018
	(Dollars in thousands)	
CASH FLOWS FROM OPERATING ACTIVITIES		
Net income	\$ 11,606	\$ 9,659
Adjustments to reconcile net income to net cash used by operating activities:		
Provision for loan losses	680	700
Depreciation and amortization	1,205	1,224
Amortization of debt issuance costs	65	64
Net amortization of premiums and discounts on investment securities	175	222
Loss on disposal of fixed assets	32	5
Originations of loans held for sale	(313,250)	(433,890)
Proceeds from sales loans held for sale	290,095	428,203
Gain on sale of loans held for sale	(7,480)	(8,192)
Issuance of common stock to ESOP	765	766
Issuance of common stock for board compensation	341	383
Income from bank owned life insurance	(268)	(278)
(Gain) loss on sale of foreclosed assets	(1)	8
Changes in assets and liabilities:		
(Increase) decrease in other assets	6,010	(1,631)
(Increase) decrease in accrued interest receivable	(468)	99
Increase in accrued expenses and other liabilities	238	1,152
Increase in accrued interest payable	199	34
Net cash used by operating activities	<u>(10,010)</u>	<u>(1,472)</u>
CASH FLOWS FROM INVESTING ACTIVITIES:		
Proceeds from maturities and repayments of investment securities available for sale	331	361
Proceeds from maturities and repayments of investment securities held to maturity	900	1,765
Purchases of investment securities held to maturity	(1,814)	(2,626)
Purchase of Federal Home Loan Bank and Federal Reserve stock	(56)	(45)
Net increase in loans	(2,147)	(50,650)
Purchases of premises and equipment	(565)	(459)
Proceeds from sales of premises and equipment	3	10
Proceeds from sales of foreclosed assets	262	72
Net cash used by investing activities	<u>(3,083)</u>	<u>(51,571)</u>
CASH FLOWS FROM FINANCING ACTIVITIES:		
Net increase (decrease) in short term borrowings	164	(99)
Repayments on long-term borrowings	(28)	(27)
Net increase in deposit accounts	32,284	55,607
Buyback and retirement of common stock	-	(7)
Cash distributions to shareholders	(7,848)	(6,630)
Net cash provided by financing activities	<u>24,572</u>	<u>48,844</u>

See accompanying notes.

NORTH STATE BANCORP
CONSOLIDATED STATEMENTS OF CASH FLOWS (Continued)
Years Ended December 31, 2019 and 2018

	<u>2019</u>	<u>2018</u>
	(Dollars in thousands)	
NET INCREASE(DECREASE) IN CASH AND CASH EQUIVALENTS	\$ 11,479	\$ (4,199)
CASH AND CASH EQUIVALENTS, BEGINNING	<u>61,330</u>	<u>65,529</u>
CASH AND CASH EQUIVALENTS, ENDING	<u><u>\$ 72,809</u></u>	<u><u>\$ 61,330</u></u>
SUPPLEMENTAL DISCLOSURES OF CASH FLOW INFORMATION		
Interest paid	\$ 4,084	\$ 3,332
SUPPLEMENTAL DISCLOSURES OF NONCASH INVESTING ACTIVITIES		
Unrealized gain (loss) on investment securities available for sale	\$ 66	\$ (25)
Transfer of loans to foreclosed assets	311	80
Transfer of mortgage loans held for sale to held for investment	31,371	29,849
Change in unexchanged common stock	(313)	(100)
Loans sold - settlement in process	485	4,895

See accompanying notes.

NORTH STATE BANCORP
NOTES TO CONSOLIDATED FINANCIAL STATEMENTS
Years Ended December 31, 2019 and 2018

NOTE A - ORGANIZATION AND OPERATIONS

On June 28, 2002, North State Bancorp (the “Company”) was formed as a holding company for North State Bank (the “Bank”). Upon formation, one share of the Company’s \$1.00 par value common stock was exchanged for each of the outstanding shares of the Bank’s \$5.00 par value common stock. On May 9, 2007, the Company’s shareholders approved the decrease of the Company’s par value of common stock from \$1.00 per share to no par value per share. The Company currently has no operations and conducts no business on its own other than owning the Bank, North State Statutory Trust I, North State Statutory Trust II and North State Statutory Trust III, all of which are wholly-owned by the Company. The Company is subject to the rules and regulations of the Federal Reserve Bank and the North Carolina Commissioner of Banks.

The Bank was incorporated May 25, 2000 and began banking operations on June 1, 2000. The Bank is engaged in general commercial and retail banking in central North Carolina, principally Wake County, and in southeast North Carolina in New Hanover County, operating under the banking laws of North Carolina and the rules and regulations of the Federal Reserve Bank and the North Carolina Commissioner of Banks. The Bank undergoes periodic examinations by those regulatory authorities. The Bank’s wholly-owned subsidiary, North State Wealth Advisors, Inc., offers wealth management and brokerage services. North State Bank Mortgage (“NSB Mortgage”), a division of the Bank, began operations during February 2010 for the purpose of originating and selling single-family, residential first mortgage loans. During 2016, the Bank established a small business lending services division. A significant portion of the loans originated (generally 75%) are guaranteed by the Small Business Administration (“SBA”) under the 7(a) Loan Program. The guaranteed portion of the loan is available for sale in the secondary market. In October 2017, the Bank’s wholly owned subsidiary, North State Title, LLC purchased a 5% interest in North Carolina Title Center, LLC, a title insurance agency.

NOTE B - SUMMARY OF SIGNIFICANT ACCOUNTING POLICIES

Basis of Presentation

The accompanying consolidated financial statements include the accounts and transactions of North State Bancorp and its wholly owned subsidiary North State Bank. All significant intercompany transactions and balances are eliminated in consolidation. North State Bancorp and its subsidiary are collectively referred to herein as the “Company”.

Under Financial Accounting Standards Board (“FASB”) accounting standards for the consolidation of variable interest entities, North State Statutory Trust I, North State Statutory Trust II and North State Statutory Trust III are not included in the Company’s consolidated financial statements. The junior subordinated debentures issued by the Company to the three Trusts are included in long-term borrowings and the Company’s equity interest in the three Trusts is included in other assets.

Use of Estimates

The preparation of consolidated financial statements in conformity with accounting principles generally accepted in the United States of America requires management to make estimates and assumptions that affect the reported amounts of assets and liabilities and the disclosure of contingent assets and liabilities at the date of the financial statements and the reported amounts of revenues and expenses during the reporting period. Actual results could differ from those estimates. Material estimates that are particularly susceptible to significant change relate to the determination of the allowance for loan losses and valuation of foreclosed assets.

Cash and Cash Equivalents

For the purpose of presentation in the consolidated statements of cash flows, cash and cash equivalents include cash and due from banks and interest-earning deposits with banks. As discussed in Note I - Borrowings, the Company’s long-term FHLB advance is secured by cash of \$850,000 and short-term repurchase agreements are secured by cash of \$1 million.

Certificates of Deposit with other Banks

Certificates of deposit with other banks have a maturity of April 24, 2021 and bears an interest rate of .4%. All investments in certificates of deposit are with FDIC insured financial institutions and none exceed the maximum insurable amount of \$250 thousand.

Investment Securities

Available for sale securities are reported at fair value and consist of mortgage-backed securities not classified as trading securities or as held to maturity securities. Unrealized holding gains and losses on available for sale securities are reported in other comprehensive income. Gains and losses on the sale of available for sale securities are determined using the specific-identification method and are recorded in other noninterest income. Bonds for which the Company has the positive intent and ability to hold to maturity are reported at cost, adjusted for premiums and discounts that are recognized in interest income using a method that approximates the interest method over the period to maturity. Declines in the fair value of available for sale and held to maturity securities below their cost that

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Years Ended December 31, 2019 and 2018

are other than temporary would result in write-downs of the individual securities to their fair value. If the Company does not intend to sell the security prior to recovery and it is more likely than not the Company will not be required to sell the impaired security prior to recovery, the credit loss portion of the impairment is recognized in earnings and the remaining impairment is recognized in other comprehensive income. Otherwise, the full impairment loss is recognized in earnings. The classification of securities is generally determined at the date of purchase.

Certain equity security investments that do not have readily determinable fair values and for which the Company does not exercise significant influence are carried at cost. The Company invests in stock of the Federal Home Loan Bank of Atlanta (“FHLB”) and the Federal Reserve Bank (“FRB”) as a requirement for membership. All the equity securities are reviewed for impairment at least annually or sooner if events or changes in circumstances indicate the carrying value may not be recoverable. As of December 31, 2019 and 2018, the stock in these equity securities totaled \$1.8 million. Due to redemption provisions, the Company estimates that fair value equals cost.

Loans Held for Sale

Mortgage loans held for sale represent single-family, residential first mortgage loans on a pre-sold basis originated by our mortgage division. Generally, commitments to sell these loans are made after the intent to proceed with mortgage applications are initiated with borrowers, and all necessary components of the loan are approved according to secondary market underwriting standards of the investor that purchases the loan. Upon closing, these loans, together with their servicing rights, are sold to mortgage loan investors under prearranged terms. Loans held for sale are subsequently measured at the lower of cost or estimated fair value on an aggregated basis within the consolidated balance sheet under the caption “loans held for sale”. The Company recognizes certain origination and service release fees from the sale, which are included in fees from mortgage operations. The Company is exposed to certain risks relating to its ongoing mortgage origination business. The Company primarily enters into a best efforts contract with mortgage loan investors under which the Company will deliver individual mortgage loans. Under a best efforts contract, the Company is not contractually obligated to deliver a maximum principal amount of mortgage loans and is not required to pay a “pair off” fee on any delivery short fall. Because the best efforts contract does not have a specified underlying or determinable notional amount or does not require net settlement, the contract does not meet the definition of a derivative. The period of time between the issuance of a loan commitment and the closing and sale of the loan generally ranges from 30 to 60 days. Such interest rate lock commitments represent derivative instruments which are required to be carried at fair value. These derivative instruments do not qualify as hedges under the Derivatives and Hedging topic of the FASB Accounting Standards Codification. The Company also will enter into mandatory delivery contracts with mortgage loan investors where the Company commits to deliver a specified principal amount of mortgage loans to an investor at a specified price on or before a specified date. Failure to deliver the amount of mortgages necessary to fulfill the commitment by the specified date could result in the Company being obligated to pay a “pair off” fee, (depending on market conditions at the specified time of delivery, the investor may not charge a pair off fee). Based on these characteristics, the mandatory delivery contract meets the definition of a derivative at the time the Company enters the contract. The fair value of interest rate lock commitments is based on servicing rate premium, origination income net of origination costs, and changes in loan pricing between the commitment date and period end, typically month end. The gains and losses from the future sales of the mortgages are recognized when the Company and the borrower enter into the interest rate lock commitment and the resulting gain or loss is recorded in fees from mortgage operations.

The Company provides loans guaranteed by the U.S. Small Business Administration (“SBA”) for the purchase of businesses, business startups, business expansion, equipment, and working capital. All SBA loans are underwritten and documented as prescribed by the SBA. SBA loans are generally fully amortizing and have maturity dates and amortizations of up to 25 years. The portion of SBA loans originated that are guaranteed and intended for sale on the secondary market are classified as held for sale and are carried at lower of cost or market. The loan participations are sold and the servicing rights are retained. The portion of SBA loans that are retained are also adjusted for a retained discount to reflect the effective interest rate on the retained unguaranteed portion of the loans. The net value of the retained loans is included in the appropriate loan classification for disclosure purposes. These loans are primarily commercial real estate or commercial and industrial.

Loans

Loans that management has the intent and ability to hold for the foreseeable future or until maturity are reported at their outstanding principal adjusted for any charge-offs, the allowance for loan losses, and any deferred fees or costs on originated loans. Loan origination fees and certain direct origination costs are capitalized and recognized as an adjustment of the yield of the related loan. Interest income is recorded as earned on an accrual basis.

Unsecured loans are charged-off against the Company’s allowance for loan losses as soon as the loan becomes uncollectible. Unsecured loans are considered uncollectible when no regularly scheduled monthly payment has been made within three months and

NORTH STATE BANCORP
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Years Ended December 31, 2019 and 2018

the analysis of the borrower and any guarantors would indicate no further support can be provided, the loan matured over 90 days ago and has not been renewed or extended or the borrower files for bankruptcy. Secured loans are considered uncollectible when the liquidation of collateral is deemed to be the most likely source of repayment and the collateral or guarantors are deemed unable to repay any shortfall. Once secured loans reach 90 days past due, they are placed into non-accrual status. If the loan is deemed to be solely collateral dependent, the principal balance is written down immediately to reflect the current market valuation based on current independent appraisal/evaluation. Included in the write-down is the estimated expense to liquidate the property and typically an additional allowance for the foreclosure discount. Generally, if the loan is unsecured the loan must be charged-off in full while if it is secured the loan is charged down to the net liquidation value of the collateral.

Loans, including impaired loans, are generally classified as nonaccrual if they are past due as to maturity or payment of principal or interest for a period of more than 90 days, unless such loans are well-secured and in the process of collection. Loans that are current or past due less than 90 days may also be classified as nonaccrual if repayment in full of principal and/or interest is in doubt (as determined by the contractual terms of the note). Loans may be returned to accrual status when all principal and interest amounts contractually due (including arrearages) are reasonably assured of repayment within an acceptable period of time, and there is a sustained period of repayment performance (generally a minimum of six months) by the borrower, in accordance with the contractual terms.

While a loan (including an impaired loan) is classified as nonaccrual and the future collectability of the recorded loan balance is doubtful, collections of interest and principal are generally applied as a reduction to the principal outstanding. When the future collectability of the recorded loan balance is not in doubt, interest income may be recognized on a cash basis. In the case where a nonaccrual loan had been partially charged-off, recognition of interest on a cash basis is limited to that which would have been recognized on the recorded loan balance at the contractual interest rate. Receipts in excess of that amount are recorded as recoveries to the allowance for loan losses until prior charge-offs have been fully recovered.

Troubled Debt Restructurings (“TDRs”) are loans that have been modified due to deterioration in the borrower’s financial condition, resulting in more favorable terms for the borrower. Accrual of interest is continued for restructured loans when the borrower was performing prior to the restructuring and there is reasonable assurance of repayment and continued performance under the modified terms. Accrual of interest on restructured loans in nonaccrual status is resumed when the borrower has established a sustained period of performance under the restructured terms of at least six months.

Allowance for Loan Losses

The provision for loan losses is based upon management’s estimate of the amount needed to maintain the allowance for loan losses at an adequate level. In evaluating the allowance for loan losses, the Company prepares an analysis of its current loan portfolio using historical loss rates, other identified factors, and data from its portfolio to calculate a general reserve for loan losses. The Company applies a charge-off rate based on charge-off history applied to twelve classes of loans in its current loan portfolio. In addition, the Company has identified seven factors that are considered as indicators of changes in the level of risk of loss inherent with the Company’s loan portfolio. These factors are payment performance, overall portfolio quality utilizing weighted average risk rating, general economic factors such as unemployment, delinquency and charge-off rates, regulatory examination results, the interest rate environment, levels of highly leveraged transactions and levels of commercial real estate concentrations, which address the risks associated with construction, development and non-owner occupied commercial real estate lending. Each of these factors is assigned a level of risk and this risk factor is applied to only the general pool of loans. In addition to the general reserve calculation, all loans risk rated “substandard”, “doubtful” and “loss” are reviewed for probable losses. If management determines a loan to be impaired, it is removed from its homogeneous group and individually analyzed for impairment. Other groups of loans may also be selected for impairment review. A loan is considered impaired when, based on current information and events, it is considered probable that the Company will be unable to collect the scheduled payments of principal and interest when due according to the original contractual terms of the loan agreement. The measurement of impaired loans is generally based on the present value of expected future cash flows discounted at the original effective interest rate, or upon the fair value of the collateral if the loan is collateral dependent. If the recorded investment in the loan exceeds the measure of fair value, a valuation allowance is established as a component of the allowance for loan losses.

While management uses the best information available to make evaluations, future adjustments to the allowance may be necessary if conditions differ substantially from the assumptions used in making the evaluations. In addition, regulatory examiners may require the Company to recognize adjustments to the allowance for loan losses based on their judgments about information available to them at the time of their examination.

NORTH STATE BANCORP
NOTES TO CONSOLIDATED FINANCIAL STATEMENTS
Years Ended December 31, 2019 and 2018

Premises and Equipment

Premises and equipment are stated at cost less accumulated depreciation. Depreciation is calculated on the straight-line method over the estimated useful lives of the assets which are 3 - 10 years for furniture and equipment and 30 - 40 years for buildings. Leasehold improvements are amortized over the terms of the respective leases or the estimated useful lives of the improvements, whichever is shorter. Repairs and maintenance costs are charged to operations as incurred and additions and improvements to premises and equipment are capitalized. Upon sale or retirement, the cost and related accumulated depreciation are removed from the accounts and any gains or losses are reflected in current operations. Long-lived depreciable assets are evaluated periodically for impairment when events or changes in circumstances indicate the carrying amount may not be recoverable.

Foreclosed Assets

Assets acquired through, or in lieu of, foreclosure are held for sale and are initially recorded at fair value less anticipated selling costs at the date of foreclosure, establishing a new cost basis. Principal and interest losses existing at the time of acquisition of such assets are charged against the allowance for loan losses and interest income, respectively. The initial recorded value may be subsequently reduced by additional valuation allowances, which are charged to earnings if the estimated fair value of the property less estimated selling costs declines below the initial recorded value. Costs related to the improvement of the property are capitalized, whereas those related to holding the property is expensed. Revenue and expenses from operations and changes in the valuation allowance are included in other expenses. The Company did not have any foreclosed assets as of December 31, 2019 and 2018.

Bank Owned Life Insurance

Bank owned life insurance is carried at cash surrender value as determined by the insurer. The carrying value of life insurance approximates fair value.

Income Taxes

During 2015 the Company's Board of Directors approved a plan of reorganization providing for the reorganization of the Company's ownership that would permit the Company to qualify for an election under Subchapter S of the Internal Revenue Code of 1986 ("IRC"). The change in tax election will enable the Company to take advantage of the favorable tax treatment afforded such entities under amendments to the IRC contained in the Small Business Jobs Protection Act of 1996 and subsequent amendments. The effect of an S Corporation election is to eliminate one level of taxation. Under an S Corporation election, corporate income, gains and losses are passed through to the shareholders and each shareholder's pro rata share of Company income is reported on the shareholders' returns whether or not any cash or property is actually distributed to shareholders. The Company was approved for Subchapter S status with the Internal Revenue Service effective date of January 1, 2016.

SBA Servicing Assets

All sales of SBA-guaranteed loans are executed on a servicing retained basis, and the Company retains the rights and obligations to service the loans. The standard sale structure under the SBA Secondary Participation Guaranty Agreement provides for the Company to retain a portion of the cash flow from the interest payment received on the loan. This cash flow is commonly known as a servicing spread. SBA regulations require the lender to retain a minimum 100 basis points in servicing spread for any guaranteed loan sold for a premium. The minimum servicing spread is further defined as a minimum service fee of 40 basis points and a minimum premium protection fee of 60 basis points. The servicing spread is recognized as a servicing asset to the extent the spread exceeds adequate compensation for the servicing function. Industry practice recognizes adequate compensation for servicing SBA loans as the minimum service fee of 40 basis points. The fair value of the servicing asset is measured at the discounted present value of the premium protection fee over the expected life of the related loan using appropriate discount rates and prepayment assumptions based on industry statistics. SBA servicing assets are initially recognized at fair value and amortized over the expected life of the related loans using the level yield method as a reduction of the servicing income recognized from the servicing spread. The servicing rights are periodically evaluated for impairment based upon the fair value of the rights as compared to carrying amount. If a temporary impairment exists, the servicing asset is written down through a valuation allowance and is charged against servicing income. Loans serviced for others are not included in the consolidated balance sheets. The valuation allowance was \$37,000 as of December 31, 2019 and \$56,000 as of December 31, 2018.

Earnings Per Common Share

Basic earnings per share represent income available to common shareholders divided by the weighted-average number of common shares outstanding during the period. The Company did not have any potential dilutive common shares for the years ended December 31, 2019 and December 31, 2018.

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Debt Issuance Costs

Incremental costs directly incurred to issue the Company's subordinated debt are recorded, net of cumulative amortization, on the Company's consolidated balance sheets as a direct reduction of the carrying value of the related debt.

Comprehensive Income

Accounting principles generally require that recognized revenue, expenses, gains and losses be included in net income. Certain changes in assets and liabilities, such as unrealized gains and losses on investment securities available for sale and unrealized holding gains on hedge instruments are reported as a separate component of the equity section of the balance sheet. Such items, along with net income, are components of total comprehensive income. The Company's only component of accumulated other comprehensive income was unrealized gains and losses on available for sale securities.

Derivative Instruments

The Company's deposit and loan activities are vulnerable to interest rate risk. The associated variability in cash flows may impact the results of operations of the Company. The Company's hedging strategy is generally intended to take advantage of opportunities to reduce, to the extent possible, unpredictable cash flows. The Company may employ a variety of common derivative products that are instruments used by financial institutions to manage interest rate risk. The financial instruments that may be used as part of a hedging strategy include swaps, caps, floors and collars.

The Company does not enter into derivative financial instruments for speculative or trading purposes. Through its mortgage operations, the Company does enter into interest rate lock commitments. Such interest rate lock commitments represent derivative instruments which are required to be carried at fair value and recorded as other assets.

Segment Reporting

Management is required by accounting pronouncements governing the disclosures about segments of an enterprise and related information to report selected financial and descriptive information about reportable operating segments. It also establishes standards for related disclosures about products and services, geographic areas, and major customers. Generally, disclosures are required for segments internally identified to evaluate performance and resource allocation. Included as a division of the Bank, NSB Mortgage and our SBA division are reported as separate segments as well as the parent Company. Segment information regarding the Bank, NSB Mortgage, SBA and the parent Company are fully described in Note Q. Also, the Company has no foreign operations or customers.

Subsequent Events

On March 10, 2020 North Carolina Governor Roy Cooper issued an executive order declaring a state of emergency for NC in response to the COVID-19 virus pandemic, which was later followed by a national state of emergency issued by President Trump on March 13, 2020. Many of our borrowers could be impacted by the decrease in consumer spending in the near term and as a result there is risk and uncertainty surrounding the impact this pandemic will have on financial institutions. The Company has evaluated subsequent events through March 27, 2020.

Recent Accounting Pronouncements

In February 2016, the FASB issued new guidance related to Leases which will require lessees to record as an asset on the balance sheet the right to use the leased asset and a liability for the corresponding lease obligation for leases with terms of more than 12 months. The accounting treatment for lessors will remain relatively unchanged. The guidance also requires additional qualitative and quantitative disclosures related to the nature, timing and uncertainty of cash flows arising from leases. The effective date for this guidance is for fiscal years beginning after December 15, 2020, and interim periods within annual periods beginning after December 15, 2021. Early adoption is permitted. The Company is currently evaluating the impact the adoption this guidance will have on its consolidated financial statements.

In January 2016, the FASB issued new guidance related to Recognition and Measurement of Financial Assets and Financial Liabilities, which revises the accounting treatment related to classification and measurement of investments in equity securities and the presentation of certain fair value changes for financial liabilities measured as fair value. Upon adoption, investments in equity securities, except those accounted for under the equity method or that result in the consolidation of the investee, will be measured at fair value with changes in fair value recognized in net income. Equity investments that do not have a readily determinable fair value may be measured at cost minus impairment, plus or minus changes from observable price changes in an orderly transaction. The guidance is effective for fiscal years beginning after December 15, 2018, and interim periods within annual periods beginning after December 15, 2019. As permitted, the Company adopted the new guidance relating to disclosure of fair value of financial instruments measured at amortized cost as of January 1, 2019, which resulted in the elimination of such disclosures. The adoption of the guidance on January 1, 2019 did not have a material impact on its consolidated financial statements.

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In November 2016, the FASB issued new guidance related to the Statement of Cash Flows. The amendments in this Accounting Standards Update “ASU” require that a statement of cash flows explain the change during the period in the total of cash, cash equivalents, and amounts generally described as restricted cash or restricted cash equivalents. Amounts generally described as restricted cash and restricted cash equivalents should be included with cash and cash equivalents when reconciling the beginning-of-period and end-of-period total amounts shown on the statement of cash flows. This ASU does not provide a definition of restricted cash or restricted cash equivalents. This ASU is effective for fiscal years beginning after December 15, 2018, and interim periods within fiscal years beginning after December 15, 2019. The Company adopted this guidance on January 1, 2019 which did not have a material impact on its consolidated financial statements.

During August 2016, FASB issued new guidance related to the Statement of Cash Flows: Classification of Certain Cash Receipts and Cash Payments. The ASU addresses the diversity in how certain cash receipts and cash payments are presented and classified in the statement of cash flows. The amendments in this ASU provide guidance on (1) debt prepayment or debt extinguishment costs; (2) settlement of zero-coupon debt instruments; (3) contingent consideration payments made after a business combination; (4) proceeds from the settlement of insurance claims; (5) proceeds from the settlement of corporate-owned life insurance policies, including bank-owned life insurance policies; (6) distributions received from equity method investees; (7) beneficial interests in securitization transactions; and (8) separately identifiable cash flows and application of the predominance principle. The amendments in this ASU are effective for fiscal years beginning after December 15, 2018, and interim periods within fiscal years beginning after December 15, 2019. Early adoption is permitted. The guidance requires application using a retrospective transition method. The Company adopted this guidance on January 1, 2019 which did not have a material impact on its consolidated financial statements.

In May 2014, the FASB issued new guidance related to Revenue from Contracts with Customers. This guidance was developed as a joint project with the International Accounting Standards Board to remove inconsistencies in revenue recognition requirements and provide a more robust framework for addressing revenue issues. The core principle of this guidance requires an entity to recognize revenue when it transfers promised goods or services to customers in an amount that reflects the consideration to which the company expects to be entitled in exchange for those goods or services. The amendments to this update are effective for annual reporting periods beginning after December 15, 2018. Early adoption is permitted, but not before the original effective date; interim and annual reporting periods beginning after December 15, 2016. The guidance may be adopted using either a modified retrospective method or a full retrospective method. The Company adopted this guidance on January 1, 2019 which did not have a material impact on its consolidated financial statements.

In June 2016, the FASB issued new guidance on Measurement of Credit Losses on Financial Instruments. This new guidance replaces the incurred loss impairment methodology in current standards with an expected credit loss methodology and requires consideration of a broader range of information to determine credit loss estimates. The guidance requires the measurement of all expected credit losses for financial assets held at the reporting date based on historical experience, current conditions, and reasonable and supportable forecasts and requires enhanced disclosures related to the significant estimates and judgments used in estimating credit losses, as well as the credit quality and underwriting standards of an organization’s portfolio. In addition, the guidance amends the accounting for credit losses on available-for-sale debt securities and purchased financial assets with credit deterioration. The guidance will be effective for the Company for the years beginning after December 15, 2022, including interim periods within those fiscal years. The Company is currently evaluating the effect the implementation of the new standard will have on its consolidated financial statements.

Other accounting standards that have been issued 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.

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NOTE C - INVESTMENT SECURITIES

The amortized cost and fair value of securities available for sale and securities held to maturity with gross unrealized gains and losses, follows:

	As of December 31, 2019			
	Amortized cost	Gross unrealized gains	Gross unrealized losses	Fair value
	(Dollars in thousands)			
Securities available for sale:				
Government-sponsored residential mortgage-backed securities	\$ 1,546	\$ -	\$ 24	\$ 1,522
Total securities available for sale	<u>\$ 1,546</u>	<u>\$ -</u>	<u>\$ 24</u>	<u>\$ 1,522</u>
Securities held to maturity:				
Municipal bonds	\$ 27,034	\$ 353	\$ 16	\$ 27,371
Total securities held to maturity	<u>\$ 27,034</u>	<u>\$ 353</u>	<u>\$ 16</u>	<u>\$ 27,371</u>
	As of December 31, 2018			
	(Dollars in thousands)			
Securities available for sale:				
Government-sponsored residential mortgage-backed securities	\$ 1,895	\$ -	\$ 90	\$ 1,805
Total securities available for sale	<u>\$ 1,895</u>	<u>\$ -</u>	<u>\$ 90</u>	<u>\$ 1,805</u>
Securities held to maturity:				
Municipal bonds	26,276	-	929	25,347
Total securities held to maturity	<u>\$ 26,276</u>	<u>\$ -</u>	<u>\$ 929</u>	<u>\$ 25,347</u>

All unrealized losses on investment securities are considered by management to be temporary given the credit ratings on these investment securities and the Company's intent and ability to hold its securities to maturity. As of December 31, 2019 the Company's available for sale securities included one Government-sponsored residential mortgage-backed security with an unrealized loss of approximately \$24,000. The unrealized losses on held to maturity securities for December 31, 2019 relate to 8 municipal bonds with unrealized losses of approximately \$16,000. As of December 31, 2018 the Company's available for sale securities included one Government-sponsored residential mortgage-backed securities with an unrealized loss of approximately \$90,000. The unrealized losses on held to maturity securities for December 31, 2018 relate to 41 municipal bonds with unrealized losses of approximately \$929,000. All unrealized losses on investment securities are not considered to be other-than-temporary, because they are related to changes in interest rates, lack of liquidity and demand in the general investment market and do not affect the expected cash flows of the underlying collateral or the issuer. Since the Company does not intend to sell the impaired municipal bonds prior to recovery and it is more likely than not the Company will not be required to sell any of these impaired securities prior to recovery, it is not deemed to be other than temporarily impaired.

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The following table shows at December 31, 2019 and 2018 gross unrealized losses on and fair values of the Company's investments, aggregated by investment category and length of time that the individual securities have been in a continuous unrealized loss position.

	Value	Losses	Value	Losses	Value	Losses
	(Dollars in thousands)					
Securities available for sale:						
Government-sponsored residential mortgage-backed securities	\$ -	\$ -	\$ 1,522	\$ 24	\$ 1,522	\$ 24
Total temporarily impaired securities	<u>\$ -</u>	<u>\$ -</u>	<u>\$ 1,522</u>	<u>\$ 24</u>	<u>\$ 1,522</u>	<u>\$ 24</u>
Securities held to maturity:						
Municipal bonds	\$ 3,672	\$ 16	\$ -	\$ -	\$ 3,672	\$ 16
Total temporarily impaired securities	<u>\$ 3,672</u>	<u>\$ 16</u>	<u>\$ -</u>	<u>\$ -</u>	<u>\$ 3,672</u>	<u>\$ 16</u>

	As of December 31, 2018					
	Less than 12 months		12 months of more		Total	
	Fair Value	Unrealized Losses	Fair Value	Unrealized Losses	Fair Value	Unrealized Losses
	(Dollars in thousands)					
Securities available for sale:						
Government-sponsored residential mortgage-backed securities	\$ -	\$ -	\$ 1,805	\$ 90	\$ 1,805	\$ 90
Total temporarily impaired securities	<u>\$ -</u>	<u>\$ -</u>	<u>\$ 1,805</u>	<u>\$ 90</u>	<u>\$ 1,805</u>	<u>\$ 90</u>
Securities held to maturity:						
Municipal bonds	\$ 2,353	\$ 39	\$ 22,637	\$ 890	\$ 24,990	\$ 929
Total temporarily impaired securities	<u>\$ 2,353</u>	<u>\$ 39</u>	<u>\$ 22,637</u>	<u>\$ 890</u>	<u>\$ 24,990</u>	<u>\$ 929</u>

The amortized cost and fair values of securities available for sale and securities held to maturity at December 31, 2019 by contractual maturity are shown below. Expected maturities will differ from contractual maturities because borrowers may have the right to call or prepay obligations with or without call or prepayment penalties.

	As of December 31, 2019	
	Amortized Cost	Fair Value
	(Dollars in thousands)	
Securities available for sale:		
Government-sponsored residential mortgage-backed securities:		
Due after ten years	\$ 1,546	\$ 1,522
Total securities available for sale	<u>\$ 1,546</u>	<u>\$ 1,522</u>
Securities held to maturity:		
Municipal bonds:		
Due within three months	\$ -	\$ -
Due after one but within five years	3,720	3,746
Due after five but within ten years	20,427	20,705
Due after ten years	2,887	2,920
	<u>\$ 27,034</u>	<u>\$ 27,371</u>
Total securities held to maturity:	<u>\$ 27,034</u>	<u>\$ 27,371</u>

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No securities were pledged as of December 31, 2019 or 2018. There were no security sales during 2019 or 2018.

NOTE D – LOANS

The following is a summary of loans segregated by loan category.

	<u>December 31, 2019</u>	<u>December 31, 2018</u>
	(Dollars in thousands)	
Real estate secured loans:		
Residential construction	\$ 36,414	\$ 34,866
Commercial construction, all land development and other land loans	33,584	38,759
Residential properties	100,848	99,531
Residential mortgage (1)	111,615	109,269
Commercial real estate - other	<u>391,613</u>	<u>368,415</u>
Total real estate secured loans	674,074	650,840
Other non-real estate loans and leases:		
Commercial and industrial	93,448	83,130
Consumer and other	<u>4,140</u>	<u>4,398</u>
Total loans held for investment	<u>\$ 771,662</u>	<u>\$ 738,368</u>
Single-family residential mortgages held for sale	<u>\$ 16,480</u>	<u>\$ 17,216</u>

(1) Single-family residential mortgages originated through NSB Mortgage held for investment.

Loans are primarily funded in Wake County and New Hanover County in North Carolina. Real estate loans can be affected by the condition of the local real estate market. Commercial and installment loans can be affected by the local economic conditions. Included in the loan balances above are unamortized loan costs of \$1.8 and \$1.8 million, respectively, as of December 31, 2019 and 2018.

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

Real estate construction loans:

Residential construction

The Company provides financing to builders for the construction of speculative and pre-sold custom homes, and from time to time, financing for custom homes where the home buyer is the borrower. Residential construction loans typically are for periods of 12 months or less and the homes are sold to consumers who obtain permanent financing. The loans are underwritten utilizing independent appraisals, sensitivity analysis of absorption and financial analysis of the borrower.

Commercial construction

Commercial real estate construction and land development loans are also underwritten utilizing independent appraisals, sensitivity analysis of absorption and financial analysis of the general contractors and borrowers. Commercial construction loans are generally based upon estimates of costs and value associated with the as-completed project. These estimates may be inaccurate. The loans often involve the disbursement of substantial funds with the repayment substantially dependent on the success of the ultimate project. Sources of repayment for these types of loans may be pre-committed permanent loans or sales of developed property.

All construction loans are closely monitored by on-site inspections and are considered to have higher risks than other real estate loans due to their ultimate repayment being sensitive to interest rate changes, government regulation of real property, general economic conditions and the availability of long-term financing.

Residential properties

Residential real estate secured loans are subject to underwriting based on the purpose of the loan. Residential real estate properties secured by income-producing property typically have a loan-to-value ratio of 85% or less. Residential real estate properties secured by the primary residence of the borrower typically have a loan-to-value ratio less than 90%. Also included are loans that are underwritten

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and secured by second liens and home equity lines of credit which are revolving extensions of credit that are secured by first or second liens on owner-occupied residential real estate.

Residential mortgage

Residential mortgage loans represent one-to-four family loans originated through NSB Mortgage and selected by the Company to be retained in its portfolio. These loans are subject to strict underwriting standards which are at a minimum per the Freddie Mac guidelines and typically have terms within 10 to 15 years with moderate loan-to-value ratios, typically less than 70% and with credit scores typically exceeding 740. In addition, the Company retains individual jumbo mortgages in excess of \$484,350 originated through NSB Mortgage with similar underwriting guidelines to above.

Commercial real estate - other

Commercial real estate secured loans are subject to underwriting standards similar to those for commercial construction loans. These loans are either cash flow loans or loans secured by real estate. Commercial real estate lending typically involves higher risk and higher loan principal amounts and the repayment of these loans is generally largely dependent on the successful operation of the property securing the loan or the business conducted on the property securing the loan. Commercial real estate loans may be more adversely affected by conditions in real estate markets or the general economy. The properties securing the Company's commercial real estate portfolio are principally secured by owner-occupied buildings including professional practices, office and church properties, and single family rental properties. Management monitors and evaluates commercial real estate loans based on collateral, market area and risk grade criteria. As a general rule, the Company avoids non-owner occupied commercial single-purpose projects unless other underwriting factors are present to help mitigate risk. For these loans, the Company also utilizes third-party experts to provide insight and guidance about economic conditions and trends within its market areas.

Commercial and industrial

Non-real estate secured commercial and industrial loans are underwritten after evaluating and understanding the borrowers' ability to operate profitably and prudently expand its business. Underwriting standards are designed to promote relationship banking rather than transactional banking. Management examines current and projected cash flows of the borrower to determine the ability of the borrower to repay its obligation as agreed. Commercial and industrial loans are primarily made based on the identified cash flows of the borrower and secondarily on the underlying collateral provided by the borrower and tertiary, as applicable, the guarantors. The cash flows of borrowers, however, may not be as expected and the collateral securing these loans may fluctuate in value. Most commercial and industrial loans are secured by the assets being financed or other business assets such as accounts receivable, inventory or equipment and usually incorporate a personal guarantee. In the case of loans secured by accounts receivable, the availability of the funds for repayment of these loans may be substantially dependent on the ability of the borrower to collect amounts due from its customers.

Consumer and other

Consumer and other loans include automobile loans, boat and recreational vehicle financing, other secured or unsecured loans and loans to tax exempt entities. Consumer loans generally carry greater risk than other loans, even if secured, if the collateral consists of rapidly depreciating assets such as automobiles and equipment. Consumer loan collections are sensitive to job loss, illness and other personal factors. The Company manages risks inherent in consumer and other lending by following established credit guidelines and underwriting practices designed to minimize the risk of loans.

The Company maintains an independent loan review function that reviews and validates the credit risk program on a periodic basis. Results of these reviews are presented to management and the board of directors. The loan review process compliments and reinforces the risk identification and assessment decisions made by bankers and credit personnel, as well as the Company's policies and procedures.

The Company also originates single-family, residential mortgage loans that have been approved by secondary investors which are included on the consolidated balance sheet under the caption "loans held for sale." The Company recognizes certain origination and service release fees from sale, which are included in non-interest income on the consolidated statements of operations. As of December 31, 2019 and 2018, loans held for sale were \$16.4 million and \$17.2 million, respectively.

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Related party loans

The Company has loan transactions with its directors and executive officers. Such loans were made in the ordinary course of business and on substantially the same terms and collateral as those for comparable transactions prevailing at the time and did not involve more than the normal risk of collectability or present other unfavorable features.

	<u>2019</u>	<u>2018</u>
	(Dollars in thousands)	
Balance, beginning of year	\$ 14,628	\$ 19,408
Additional borrowings	10,966	2,751
Loan repayments	(6,503)	(5,296)
Change in board members	<u>2,259</u>	<u>(2,235)</u>
Balance, end of year	<u>\$ 21,350</u>	<u>\$ 14,628</u>
Unused lines of credit	<u>\$ 6,020</u>	<u>\$ 1,106</u>

At December 31, 2019 and 2018, the Company had pre-approved but unused lines of credit totaling \$6.0 million and \$1.1 million, respectively, to executive officers, directors and their affiliates.

Nonaccrual loans

Nonaccrual loans as of December 31, 2019 were \$1.1 million compared to \$937,000 as of December 31, 2018. The approximate amount of interest income foregone on nonaccrual loans during the year was \$80,000 for 2019 and \$45,000 for 2018.

Past due loans

An age analysis of past due loans segregated by loan class as of December 31, 2019 and 2018 are as follows:

	<u>As of December 31, 2019</u>				
	<u>30 - 89 Days Past Due</u>	<u>Over 90 Days (1)</u>	<u>Total Past Due</u>	<u>Current</u>	<u>Total Loans</u>
	(Dollars in thousands)				
Real estate secured loans:					
Residential construction	\$ 563	\$ -	\$ 563	\$ 35,851	\$ 36,414
Commercial construction, all land development and land loans	92	-	92	33,492	33,584
Residential properties		-	-	100,848	100,848
Residential mortgage (2)	-	289	289	111,326	111,615
Commercial real estate - other	<u>407</u>	<u>420</u>	<u>827</u>	<u>390,786</u>	<u>391,613</u>
Total real estate secured loans	1,062	709	1,771	672,303	674,074
Other non-real estate loans:					
Commercial and industrial	2,421	99	2,520	90,928	93,448
Consumer and other	-	-	-	4,140	4,140
Total	<u>\$ 3,483</u>	<u>\$ 808</u>	<u>\$ 4,291</u>	<u>\$ 767,371</u>	<u>\$ 771,662</u>

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As of December 31, 2018

	30 - 89 Days Past Due	Over 90 Days (1)	Total Past Due	Current	Total Loans
(Dollars in thousands)					
Real estate secured loans:					
Residential construction	\$ -	\$ -	\$ -	\$ 34,866	\$ 34,866
Commercial construction, all land development and land loans	-	-	-	38,759	38,759
Residential properties	-	-	-	99,531	99,531
Residential mortgage (2)	486	398	884	108,385	109,269
Commercial real estate - other	854	286	1,140	367,275	368,415
Total real estate secured loans	<u>1,340</u>	<u>684</u>	<u>2,024</u>	<u>648,816</u>	<u>650,840</u>
Other non-real estate loans:					
Commercial and industrial	780	253	1,033	82,097	83,130
Consumer and other	3	-	3	4,395	4,398
Total	<u>\$ 2,123</u>	<u>\$ 937</u>	<u>\$ 3,060</u>	<u>\$ 735,308</u>	<u>\$ 738,368</u>

(1) All in nonaccrual status.

(2) Single-family residential mortgages originated through NSB Mortgage, held for investment.

Impaired loans

Information regarding impaired loans segregated by loan class as of and for the year ended December 31, 2019 and 2018 is as follows.

	As of December 31, 2019				For the year ended December 31, 2019	
	<u>Unpaid Principal Balance</u>	<u>Partial Charge-offs</u>	<u>Recorded Investment</u>	<u>Related Allowance</u>	<u>Average Recorded Investment</u>	<u>Interest Income Recognized</u>
(Dollars in thousands)						
Impaired with no related allowance recorded:						
Real estate secured loans:						
Residential properties	\$ 499	\$ (21)	\$ 478	\$ -	\$ 488	\$ -
Commercial real estate - other	772	-	772	-	795	14
Total real estate secured loans	<u>1,271</u>	<u>(21)</u>	<u>1,250</u>	<u>-</u>	<u>1,283</u>	<u>14</u>
Other non-real estate loans:						
Commercial and industrial	\$ 99	\$ -	\$ 99	\$ -	\$ -	\$ -
Total loans held for investment	<u>\$ 1,370</u>	<u>\$ (21)</u>	<u>\$ 1,349</u>	<u>\$ -</u>	<u>\$ 1,283</u>	<u>\$ 14</u>
Impaired with a related allowance recorded:						
Other non-real estate loans:						
Commercial and industrial	\$ 1,036	\$ -	\$ 1,036	\$ 210	\$ 1,258	\$ 64
Consumer and other	-	-	-	-	-	-
Total loans held for investment	<u>\$ 1,036</u>	<u>\$ -</u>	<u>\$ 1,036</u>	<u>\$ 210</u>	<u>\$ 1,258</u>	<u>\$ 64</u>
Total impaired						
Commercial	\$ 1,907	\$ -	\$ 1,907	\$ -	\$ 2,053	\$ 78
Residential	499	(21)	478	210	488	-
Total	<u>\$ 2,406</u>	<u>\$ (21)</u>	<u>\$ 2,385</u>	<u>\$ 210</u>	<u>\$ 2,541</u>	<u>\$ 78</u>

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	As of December 31, 2018				For the year ended December 31, 2018	
	<u>Unpaid Principal Balance</u>	<u>Partial Charge-offs</u>	<u>Recorded Investment</u>	<u>Related Allowance</u>	<u>Average Recorded Investment</u>	<u>Interest Income Recognized</u>
	(Dollars in thousands)					
Impaired with no related allowance recorded:						
Real estate secured loans:						
Residential properties	\$ 708	\$ (75)	\$ 633	\$ -	\$ 578	\$ 6
Commercial real estate - other	583	-	583	-	613	24
Total real estate secured loans	<u>\$ 1,291</u>	<u>\$ (75)</u>	<u>\$ 1,216</u>	<u>\$ -</u>	<u>\$ 1,191</u>	<u>\$ 30</u>
Other non-real estate loans:						
Commercial and industrial	\$ 253	\$ -	\$ 253	\$ -	\$ 254	\$ 11
Total loans held for investment	<u>\$ 1,544</u>	<u>\$ (75)</u>	<u>\$ 1,469</u>	<u>\$ -</u>	<u>\$ 1,445</u>	<u>\$ 41</u>
Impaired with a related allowance recorded:						
Real estate secured loans:						
Residential properties	\$ 289	\$ -	\$ 289	\$ 28	\$ 292	\$ 14
Total real estate secured loans	<u>\$ 289</u>	<u>\$ -</u>	<u>\$ 289</u>	<u>\$ 28</u>	<u>\$ 292</u>	<u>\$ 14</u>
Total impaired						
Commercial	\$ 836	\$ -	\$ 836	\$ -	\$ 867	\$ 35
Residential	997	(75)	922	28	870	20
Total	<u>\$ 1,833</u>	<u>\$ (75)</u>	<u>\$ 1,758</u>	<u>\$ 28</u>	<u>\$ 1,737</u>	<u>\$ 55</u>

Each loan risk rated “substandard”, “doubtful” and “loss” is reviewed to determine if it is an impaired loan. If a loan is determined to be impaired it is removed from its homogeneous group and individually analyzed for impairment. Other groups of loans based on facts and circumstances may also be selected for impairment review. If a loan is impaired, a specific reserve allowance is allocated if necessary. Interest payments on impaired loans are typically applied to principal. Impaired loans are charged off in full or in part when losses are confirmed.

As of December 31, 2019, the recorded investment in loans considered impaired totaled \$2.4 million. The Company provided specific reserves of \$210,000 for probable losses on impaired loan balances of \$1.0 million. Management analyzed \$1.3 million of impaired loans and determined the collateral to be adequate and no additional specific reserve allowance was necessary after recording approximately \$21,000 in life-to-date partial charge-offs. Total impaired loans as of December 31, 2019 include \$270,000 of restructured but still accruing loans and \$83,000 of restructured nonaccrual loans.

As of December 31, 2018, the recorded investment in loans considered impaired totaled \$1.8 million. The Company provided specific reserves of \$28,000 for probable losses on impaired loan balances of \$289,000. Management analyzed \$1.5 million of impaired loans and determined the collateral to be adequate and no additional specific reserve allowance was necessary after recording approximately \$75,000 in life-to-date partial charge-offs. Total impaired loans as of December 31, 2018 include \$713,000 of restructured but still accruing loans and \$96,000 of restructured nonaccrual loans.

Credit Quality Indicators

As part of the on-going monitoring of the credit quality of the Company’s loan portfolio, management examines certain credit quality indicators which consider the risk of payment performance, overall portfolio quality utilizing weighted-average risk rating, general economic factors, net charge-offs, non-performing loans and the level of classified loans. All loans risk rated “substandard”, “doubtful” and “loss” are reviewed on an individual basis for probable losses.

A description of our credit quality indicators follows:

Pass – loans with acceptable credit quality and moderate risk.

Special mention – This grade is intended to be temporary and includes loans (1) with potential weaknesses if left uncorrected could result in deterioration or (2) classified as substandard accruing or substandard nonaccruing that have made improvements to their financial profile but do not yet meet the definition of a pass grade.

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Substandard, accruing – These loans have a well-defined weakness where the accrual of interest has not been stopped. The defined weakness may make default or principal exposure likely but not certain. These loans are likely to be dependent on collateral liquidation or a secondary source of repayment.

Substandard, nonaccruing – These assets have well defined weakness that jeopardize the liquidation of the debt and are past due over 90 days. The institution may sustain loss if the weaknesses are not corrected. These loans are inadequately protected by the paying capacity of the borrower, any guarantors or of the collateral pledged. These loans are individually analyzed for impairment.

Doubtful – These loans have all the weaknesses of substandard, nonaccruing plus 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 – These loans are considered uncollectable 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 that it is not practical or desirable to defer writing off this worthless loan even though partial recovery may be affected in the future.

Information regarding the Company’s credit risk by internally assigned risk grades as of December 31, 2019 and 2018 follows:

	As of December 31, 2019							
	Real Estate Loans					Non-Real Estate Loans		Total
	Construction		Residential Properties	Residential Mortgage (1)	Commercial	Commercial & Industrial	Consumer & Other	
Residential	Commercial							
	(Dollars in thousands)							
Pass	\$ 36,414	\$ 33,494	\$ 97,313	\$ 111,615	\$ 378,456	\$ 90,330	\$ 4,140	\$ 751,762
Special mention	-	90	3,057	-	12,654	2,975	-	18,776
Substandard accruing	-	-	6	-	-	44	-	50
Substandard nonaccruing	-	-	472	-	503	99	-	1,074
Total by exposure	\$ 36,414	\$ 33,584	\$ 100,848	\$ 111,615	\$ 391,613	\$ 93,448	\$ 4,140	\$ 771,662

(1) Single-family residential mortgages originated through NSB Mortgage, held for investment.

	As of December 31, 2018							
	Real Estate Loans					Non-Real Estate Loans		Total
	Construction		Residential Properties	Residential Mortgage (1)	Commercial	Commercial & Industrial	Consumer & Other	
Residential	Commercial							
	(Dollars in thousands)							
Pass	\$ 34,866	\$ 38,667	\$ 96,271	\$ 109,269	\$ 354,516	\$ 80,186	\$ 4,374	\$ 718,149
Special mention	-	92	2,394	-	13,613	2,691	24	18,814
Substandard accruing	-	-	468	-	-	-	-	468
Substandard nonaccruing	-	-	398	-	286	253	-	937
Total by exposure	\$ 34,866	\$ 38,759	\$ 99,531	\$ 109,269	\$ 368,415	\$ 83,130	\$ 4,398	\$ 738,368

(1) Single-family residential mortgages originated through NSB Mortgage, held for investment.

TDR loans generally occur when a borrower is experiencing, or is expected to experience, financial difficulties in the near-term. As a result, a concessionary modification with more favorable terms that would not otherwise be considered may be granted to the borrower with the intent to prevent further difficulties and improve the likelihood of recovery of the loan. The modifications resulting in a TDR have generally involved a reduction of interest rate or extension of term of the loan or a combination of both. We do not generally forgive principal as part of a loan modification. Also when possible, additional collateral or guarantor support is obtained when modifying the loan. All TDRs are individually reviewed and analyzed for impairment during management’s monthly evaluation of the allowance for loan losses. The specific allowance is based on the present value of expected cash flows or the fair value of the collateral or the loan’s observable market price.

There were no modifications that resulted in TDRs during the years 2019 and 2018.

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NOTE E - ALLOWANCE FOR LOAN LOSSES

There was one change to the Company's allowance methodology during 2019, which did not have a financial material impact. The Company's allowance methodology now utilizes a five year look-back period for historical charge-offs regarding its calculation of a charge-off rate within the model versus a four year look-back period that was utilized in 2018. The historical charge-offs are then used to calculate a charge-off rate that is applied to various classes of the current loan portfolio. The table below details activity in the allowance for probable loan losses by segregated loan category for the years ended December 31, 2019 and 2018. Allocation of a portion of the allowance to one class of loan does not preclude its availability to absorb losses in other classes.

	As of and for the Year Ended December 31, 2019							
	Real Estate Loans					Non-Real Estate Loans		Total
	Construction		Residential Properties	Residential Mortgage (1)	Commercial	Commercial & Industrial	Consumer & Other	
	Residential	Commercial						
	(Dollars in thousands)							
Allowance for loan losses:								
Beginning balance	\$ 184	\$ 205	\$ 574	\$ 607	\$ 1,956	\$ 594	\$ 44	\$ 4,164
Charge-offs	-	-	30	-	-	-	-	30
Recoveries	-	(100)	(10)	-	-	(7)	-	(117)
Provision (recovery)	35	(104)	48	27	407	240	27	680
Ending balance	<u>\$ 219</u>	<u>\$ 201</u>	<u>\$ 602</u>	<u>\$ 634</u>	<u>\$ 2,363</u>	<u>\$ 841</u>	<u>\$ 71</u>	<u>\$ 4,931</u>
Ending balance, individually evaluated for impairment	\$ -	\$ -	\$ -	\$ -	\$ -	\$ 210	\$ -	\$ 210
Ending balance, collectively evaluated for impairment	<u>\$ 219</u>	<u>\$ 201</u>	<u>\$ 602</u>	<u>\$ 634</u>	<u>\$ 2,363</u>	<u>\$ 631</u>	<u>\$ 71</u>	<u>\$ 4,721</u>
Loans:								
Ending balance	<u>\$ 36,414</u>	<u>\$ 33,584</u>	<u>\$ 100,848</u>	<u>\$ 111,615</u>	<u>\$ 391,613</u>	<u>\$ 93,448</u>	<u>\$ 4,140</u>	<u>\$ 771,662</u>
Ending balance, individually evaluated for impairment	\$ -	\$ -	\$ 478	\$ -	\$ 772	\$ 1,135	\$ -	\$ 2,385
Ending balance, collectively evaluated for impairment	<u>\$ 36,414</u>	<u>\$ 33,584</u>	<u>\$ 100,370</u>	<u>\$ 111,615</u>	<u>\$ 390,841</u>	<u>\$ 92,313</u>	<u>\$ 4,140</u>	<u>\$ 769,277</u>

(1) Single-family residential mortgages originated through NSB Mortgage, held for investment.

	As of and for the Year Ended December 31, 2018							
	Real Estate Loans					Non-Real Estate Loans		Total
	Construction		Residential Properties	Residential Mortgage (1)	Commercial	Commercial & Industrial	Consumer & Other	
	Residential	Commercial						
	(Dollars in thousands)							
Allowance for loan losses:								
Beginning balance	\$ 258	\$ 235	\$ 671	\$ 556	\$ 1,806	\$ 406	\$ 19	\$ 3,951
Charge-offs	-	-	-	-	-	533	-	533
Recoveries	-	-	(41)	-	-	(5)	-	(46)
Provision (recovery)	(74)	(30)	(138)	51	150	716	25	700
Ending balance	<u>\$ 184</u>	<u>\$ 205</u>	<u>\$ 574</u>	<u>\$ 607</u>	<u>\$ 1,956</u>	<u>\$ 594</u>	<u>\$ 44</u>	<u>\$ 4,164</u>
Ending balance, individually evaluated for impairment	\$ -	\$ -	\$ 28	\$ -	\$ -	\$ -	\$ -	\$ 28
Ending balance, collectively evaluated for impairment	<u>\$ 184</u>	<u>\$ 205</u>	<u>\$ 546</u>	<u>\$ 607</u>	<u>\$ 1,956</u>	<u>\$ 594</u>	<u>\$ 44</u>	<u>\$ 4,136</u>
Loans:								
Ending balance	<u>\$ 34,866</u>	<u>\$ 38,759</u>	<u>\$ 99,531</u>	<u>\$ 109,269</u>	<u>\$ 368,415</u>	<u>\$ 83,130</u>	<u>\$ 4,398</u>	<u>\$ 738,368</u>
Ending balance, individually evaluated for impairment	\$ -	\$ -	\$ 923	\$ -	\$ 582	\$ 253	\$ -	\$ 1,758
Ending balance, collectively evaluated for impairment	<u>\$ 34,866</u>	<u>\$ 38,759</u>	<u>\$ 98,608</u>	<u>\$ 109,269</u>	<u>\$ 367,833</u>	<u>\$ 82,877</u>	<u>\$ 4,398</u>	<u>\$ 736,610</u>

(1) Single-family residential mortgages originated through NSB Mortgage, held for investment.

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NOTE F - PREMISES AND EQUIPMENT

Following is a summary of premises and equipment:

	<u>As of December 31,</u>	
	<u>2019</u>	<u>2018</u>
	(Dollars in thousands)	
Land	\$ 6,755	\$ 6,755
Buildings	20,786	20,627
Leasehold improvements	1,591	1,607
Furniture, fixtures and equipment	<u>9,694</u>	<u>9,336</u>
	38,826	38,325
Accumulated depreciation	<u>(15,258)</u>	<u>(14,080)</u>
Total	<u>\$ 23,568</u>	<u>\$ 24,245</u>

Depreciation and amortization amounting to \$1.2 million in 2019 and 2018 is included in occupancy and equipment expense.

The Company leases office facilities under non-cancelable operating leases. Future minimum lease payments required under the leases are as follows:

2020	\$ 675
2021	681
2022	667
2023	680
2024	694
thereafter	<u>1,056</u>
	<u>\$ 4,453</u>

Total building and equipment rental expense for the years ended December 31, 2019 and 2018 was \$847,000 and \$1.1 million, respectively. Lease expense is included in occupancy and equipment expenses. The Company currently does not have any related party lease agreements. The leases have various lease terms and some of the leases have annual renewal options which are deemed probable.

NOTE G – DEPOSITS

The aggregate amount of time deposits in denominations of \$250,000 or more as of December 31, 2019 and 2018 was approximately \$16.6 million and \$12.5 million, respectively.

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As of December 31, 2019, the scheduled maturities of time deposits were as follows:

As of December 31, 2019			
	Less than \$250,000	\$250,000 or more	Total
(Dollars in thousands)			
2020	\$ 20,840	\$ 10,043	\$ 30,883
2021	3,773	2,725	6,498
2022	1,569	1,804	3,373
2023	791	1,342	2,133
2024	814	700	1,514
	<u>\$ 27,787</u>	<u>\$ 16,614</u>	<u>\$ 44,401</u>

NOTE H – SERVICING ASSETS

Loans serviced for others are not included in the Company’s consolidated balance sheets. The unpaid principal balances of the loans serviced for others was \$97.0 million and \$75.1 million as of December 31, 2019 and 2018, respectively. Servicing rights totaled \$1.8 million and \$1.7 million as of 2019 and 2018, respectively, and are included under other assets on the Company’s consolidated balance sheets.

NOTE I – BORROWINGS

A summary of borrowings are as follows:

	As of December 31,	
	2019	2018
(Dollars in thousands)		
Short-term borrowings		
Repurchase agreements	\$ 570	\$ 406
	<u>\$ 570</u>	<u>\$ 406</u>
Long-term borrowings		
FHLB advances	\$ 578	\$ 606
Subordinated debentures	18,000	18,000
Junior subordinated debentures	15,465	15,465
Less debt issuance costs	383	448
Long-term borrowings, net	<u>\$ 33,660</u>	<u>\$ 33,623</u>

A summary of the trust preferred securities and related junior subordinated debentures outstanding as of December 31, 2019 and 2018 is as follows:

	2019	2018	Maturity Date	Interest rate
(Dollars in thousands)				
North State Statutory Trust I	\$ 5,155	\$ 5,155	4/17/2034	3 mo LIBOR plus 2.79%, resets quarterly
North State Statutory Trust II	5,155	5,155	4/15/2035	3 mo LIBOR plus 1.65%, resets quarterly
North State Statutory Trust III	5,155	5,155	12/15/2037	3 mo LIBOR plus 2.75%, resets quarterly
	<u>\$ 15,465</u>	<u>\$ 15,465</u>		

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A summary of the subordinated debentures outstanding as of December 31, 2019 and 2018 is as follows:

	2019	2018	Interest rate
	(Dollars in thousands)		
Fixed-to-Floating rate subordinated notes	\$ 18,000	\$ 18,000	6.5% through December 1, 2020 thereafter, 3 mo LIBOR plus 487.5 basis points, resets quarterly

Short-term Borrowings

The Company had \$570,000 and \$406,000, respectively, repurchase agreements outstanding as of December 31, 2019 and 2018. Securities sold under agreements to repurchase generally mature within one to four days from the transaction date and are secured by \$1 million cash as of December 31, 2019 and 2018. These repurchase agreements are due within one year and are classified as short-term borrowings in the accompanying consolidated balance sheets. Interest rates for repurchase agreements vary from .05% to .10% as of December 31, 2019.

As of and throughout the years ended December 31, 2019 and 2018, the Company had no outstanding Federal Home Loan Bank (“FHLB”) short-term advances. Currently, any advances are secured by loans available for collateralization.

As of December 31, 2019, the Company had pre-approved available lines of credit totaling approximately \$243 million with various financial institutions and the Federal Reserve for borrowing on a short-term basis, with no amounts outstanding at that date. These lines are subject to annual renewals with varying interest rates.

Long-term Borrowings

As of December 31, 2019 and 2018, the Company had \$578,000 and \$606,000, respectively, in a long-term FHLB advance. This advance, maturing on October 7, 2025, funds a qualified Community Investment Program loan. The Company pays 2.00% interest for the advance with the loan earning 4.00%. This advance is secured by \$850,000 in cash as of December 31, 2019 and 2018.

On March 17, 2004, the Company issued \$5.2 million of junior subordinated debentures to North State Statutory Trust I (“Trust I”) in exchange for the proceeds of trust preferred securities issued by Trust I. On December 15, 2005, the Company issued \$5.2 million of junior subordinated debentures to North State Statutory Trust II (“Trust II”) in exchange for the proceeds of trust preferred securities issued by Trust II. On November 28, 2007, the Company issued \$5.2 million of junior subordinated debentures to North State Statutory Trust III (“Trust III”) in exchange for the proceeds of trust preferred securities issued by Trust III. The Company owns all of the outstanding common securities of Trust I, Trust II and Trust III. The junior subordinated deferrable interest debentures are included in long-term borrowings and the Company’s equity interests in Trust I, Trust II and Trust III are included in other assets.

On November 20, 2015 the Company issued \$18 million of fixed-to-floating rate subordinated notes, maturing December 1, 2025 if not previously redeemed. Interest on the notes is 6.5% per annum through November 30, 2020 payable semi-annually in arrears. From December 1, 2020 until the maturity date or early redemption date, the interest rate resets quarterly to an interest rate per annum equal to the then current three-month LIBOR rate plus 487.5 basis points, payable quarterly in arrears. Interest on the subordinated notes is payable semi-annually on December 1 and June 1 of each year through December 1, 2020 and quarterly thereafter on March 1, June 1, September 1 and December 1 of each year through the maturity date or early redemption date. The first interest payment was made on June 1, 2016. The notes include redemption options for the Company beginning with the interest payment date of December 1, 2020 to redeem the subordinated notes in whole or in part upon giving required notice to the holders at a redemption price equal to 100% of the principal amount plus accrued and unpaid interest. Additionally, the Company has the option to redeem the notes due to a special event such as a change or prospective change in law that would prevent the deduction of the interest for federal tax purposes; or a subsequent event that could preclude the subordinated notes from being recognized as Tier 2 capital for regulatory capital purposes; or the Company could be required to register as an investment company. The subordinated notes are included in long-term borrowings and qualify as Tier 2 capital up to the redemption date. To qualify for Tier 2 capital, the subordinated notes have to have an original weighted average maturity of as least five years and discounted 20% each year after the remaining maturity is five years or less.

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The junior subordinated debentures for Trust I pay interest quarterly at an annual rate, reset quarterly, equal to 3-month LIBOR plus 2.79%. The debentures became redeemable in whole or in part on June 17, 2009, and on any January 17, April 17, July 17 or October 17 thereafter. Redemption is mandatory at April 17, 2034. The Company has fully and unconditionally guaranteed the repayment of the trust preferred securities. The Company's obligation under the guarantee is unsecured and subordinate to senior and subordinated indebtedness of the Company.

The junior subordinated debentures for Trust II pay interest quarterly at an annual rate, reset quarterly, equal to 3-month LIBOR plus 1.65%. The debentures became redeemable in whole or in part on March 15, 2011, and on any January 15, April 15, July 15 or October 15 thereafter. Redemption is mandatory at April 15, 2035. The Company has fully and unconditionally guaranteed the repayment of the trust preferred securities. The Company's obligation under the guarantee is unsecured and subordinate to senior and subordinated indebtedness of the Company.

The junior subordinated debentures for Trust III pay interest quarterly at an annual rate, reset quarterly, equal to 3-month LIBOR plus 2.75%. The debentures are redeemable in whole or in part on March 15, 2013, and on any January 15, April 15, July 15 or October 15 thereafter. Redemption is mandatory at December 15, 2037. The Company has fully and unconditionally guaranteed the repayment of the trust preferred securities. The Company's obligation under the guarantee is unsecured and subordinate to senior and subordinated indebtedness of the Company.

Current Federal Reserve rules limit the aggregate amount of restricted core capital elements, including trust preferred securities that can be included in Tier 1 capital to not more than 25% of total core capital elements, net of goodwill, less any associated tax liability. Amounts of restricted core capital elements in excess of this limit may be included in Tier 2 capital. However, the aggregate amount of certain restricted core capital elements (including trust preferred securities), term subordinated debt and limited life preferred stock that can be included in Tier 2 capital is limited to 50% of Tier 1 capital.

The Dodd-Frank Wall Street Reform and Consumer Protection Act of 2010 (the "Dodd-Frank Act") changed the ability of bank holding companies to issue trust preferred securities and continue to count them as Tier 1 capital. Bank holding companies with total assets of less than \$15 billion as of December 31, 2009, are permitted to include trust preferred securities issued before May 19, 2010, as Tier 1 capital. As such, the Company's existing trust preferred securities are grandfathered as Tier 1 capital under the Dodd-Frank Act.

NOTE J - INCOME TAXES

There were no uncertain tax positions as of December 31, 2019 or 2018. The Company changed tax status to an S Corporation effective January 1, 2016. The effect of an S Corporation is to eliminate corporate income tax. Corporate income, gains and losses are passed directly through to the shareholders of the Company in proportion to their per share ownership. The Company is subject to corporate level taxation on unrealized built-in gains of \$3.4 million during a five year recognition period beginning January 1, 2016. No federal income tax was recognized in 2019 or 2018 on unrealized built in gains. The Company could recognize additional tax on unrealized built-in gains in the remaining year that unrealized built-in gains are realized that exceed any unrealized built-in losses realized during the same year. Any unrealized built-in gains would result in double taxation; tax on unrealized built-in gains for the Company and shareholders of the Company would also be taxed on the passed through gains.

NOTE K – OTHER NON-INTEREST INCOME AND OTHER NON-INTEREST EXPENSE

The major components of non-interest income for the years ended December 31, 2019 and 2018 are as follows:

	<u>2019</u>	<u>2018</u>
	(Dollars in thousands)	
Merchant and other loan fees	\$ 725	\$ 511
Service charges and fees on deposit accounts	604	531
Income from bank owned life insurance	273	278
Other	874	879
Total other non-interest income	<u>\$ 2,476</u>	<u>\$ 2,199</u>

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The major components of other non-interest expense for the years ended December 31, 2019 and 2018 are as follows:

	<u>2019</u>	<u>2018</u>
	(Dollars in thousands)	
Professional fees	\$ 1,004	\$ 1,213
Postage, printing & office supplies	292	241
Advertising and promotion	1,047	930
Telecommunications	469	535
Directors fees	916	700
FDIC insurance premiums	337	573
Mortgage processing costs	300	473
Donations	546	443
Other	<u>2,074</u>	<u>1,950</u>
Total other non-interest expense	<u>\$ 6,985</u>	<u>\$ 7,058</u>

NOTE L - REGULATORY MATTERS

The Bank, as a North Carolina banking corporation, may pay cash dividends to the Company only out of undivided profits as determined pursuant to North Carolina General Statutes Section 53-87. In conjunction with the Company's S Corporation election, the Bank has and intends to declare dividends to the Company in an amount sufficient for the Company to pay distributions to its shareholders. However, the Bank is subject to strict regulatory and legal guidelines regarding capital adequacy, dividend policies and other restrictions and rules. Regulatory authorities may limit payment of dividends by any bank when it is determined that such limitation is in the public interest and is necessary to ensure financial soundness of the bank. During 2019, the Bank distributed cash dividends of \$8.4 million to the Company and \$7.2 million during 2018.

The Company has and intends to declare distributions in an amount at least sufficient to enable shareholders to pay federal income tax and state income tax. The Company is dependent on dividends from the Bank and is subject to strict regulatory restrictions like the Bank. During 2019, the Company declared cash distributions of \$7.8 million to shareholders and \$6.6 million during 2018.

The Bank is subject to various regulatory capital requirements administered by federal and state banking agencies. Failure to meet minimum capital requirements can initiate certain mandatory - and possibly additional discretionary - actions by regulators that, if undertaken, could have a direct material effect on the Company's consolidated financial statements. Under capital adequacy guidelines and the regulatory framework for prompt corrective action, the Bank must meet specific capital guidelines that involve quantitative measures of its assets, liabilities, and certain off-balance-sheet items as calculated under regulatory accounting practices. The capital amounts and classifications 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. As of December 31, 2019, the most recent notification from the FDIC categorized the Bank as well capitalized under the regulatory framework for prompt corrective action. To be categorized as well capitalized, the Bank must maintain minimum amounts and ratios. There are no conditions or events since that notification that management believes have changed the Bank's category.

In July 2013, the Federal Reserve Board approved and published the final Basel III Capital Rules establishing a new comprehensive capital framework for U.S. banking organizations. The Basel III Capital Rules, among other things, (i) introduce Common Equity Tier 1 ("CET1") as a new capital measure, (ii) specify that Tier 1 capital consists of CET1 and "Additional Tier 1 capital" instruments meeting specified requirements, (iii) define CET1 narrowly by requiring that most deductions/adjustments to regulatory capital measures be made to CET1 and not to the other components of capital and (iv) expand the scope of the deductions from and adjustments to capital as compared to existing regulations. The Basel III Capital Rules were effective for the Bank on January 1, 2015 (subject to a phase-in period for certain components). CET1 capital for the Bank consists of common stock, related paid-in capital, and retained earnings. In connection with the adoption of the Basel III Capital Rules, we elected to opt-out of the requirement to include most components of accumulated other comprehensive income in CET1. CET1 for the Bank is reduced by goodwill, net of associated deferred tax liabilities and subject to transition provisions.

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Basel III limits capital distributions and certain discretionary bonus payments if the banking organization does not hold a “capital conservation buffer” consisting of 2.50% of CET1 capital, Tier 1 capital and total capital to risk-weighted assets in addition to the amount necessary to meet minimum risk-based capital requirements. The capital conservation buffer will be phased in beginning January 1, 2016, at 0.625% of risk-weighted assets, increasing each year until fully implemented at 2.50% on January 1, 2019. When fully phased in on January 1, 2019, Basel III will require (i) a minimum ratio of CET1 capital to risk-weighted assets of at least 4.50%, plus a 2.50% capital conservation buffer, (ii) a minimum ratio of Tier 1 capital to risk-weighted assets of at least 6.00%, plus the capital conservation buffer, (iii) a minimum ratio of total capital to risk-weighted assets of at least 8.00%, plus the 2.50% capital conservation buffer and (iv) a minimum leverage ratio of 4.00%.

Quantitative measures established by regulation to ensure capital adequacy require the Bank to maintain minimum amounts and ratios, as prescribed by regulations, of total and Tier I capital to risk-weighted assets and of Tier I capital to average assets. As of December 31, 2019 and 2018, the Bank met their respective capital adequacy requirements.

Information regarding the Bank’s capital and capital ratios is set forth below:

	Actual		Minimum to be well capitalized under prompt corrective action provisions	
	Amount	Ratio	Amount	Ratio
(Dollars in thousands)				
As of December 31, 2019				
Total capital to risk-weighted assets	\$ 88,301	11.69%	\$ 75,551	10.00%
Tier I capital to risk-weighted assets	83,371	11.04%	60,441	8.00%
CET1 to risk-weighted assets	83,371	11.04%	49,108	6.50%
Tier I capital to average assets	83,371	8.91%	46,770	5.00%
As of December 31, 2018				
Total capital to risk-weighted assets	\$ 81,851	11.24%	\$ 72,831	10.00%
Tier I capital to risk-weighted assets	77,687	10.67%	58,265	8.00%
CET1 to risk-weighted assets	77,687	10.67%	47,340	6.50%
Tier I capital to average assets	77,687	8.84%	43,961	5.00%

The Bank had a capital conservation buffer of 3.69 percent as December 31, 2019. This buffer exceeded the 2.50 percent requirement and, therefore, results in no limit on distributions.

The Bank qualifies as a U.S. Department of Housing and Urban Development, or HUD, approved Title II supervised mortgagee and issues mortgages insured by HUD. A Title II supervised mortgagee must maintain an adjusted net worth equal to a minimum of \$250,000 plus 1% of mortgage volume in excess of \$25 million, up to a maximum net worth of \$1 million. Possible penalties related to noncompliance with this minimum net worth requirement includes the revocation of the Bank’s license to issue HUD insured mortgages, which may have a material adverse effect on the Bank’s financial condition and results of operations. For the years ended December 31, 2019 and 2018, the Bank was required to maintain \$1 million in adjusted net worth plus an additional net worth of one percent of the total volume in excess of \$25 million of FHA single family insured mortgages originated, underwritten, purchased, or serviced during the prior fiscal year, up to a maximum required net worth of \$2.5 million. The Company complied with the net worth requirements at December 31, 2019 and 2018.

NOTE M – OFF-BALANCE SHEET RISK

The Company is a party to financial instruments with off-balance sheet risk in the normal course of business to meet the financing needs of its customers. These financial instruments include commitments to extend credit and standby letters of credit. Those instruments involve, to varying degrees, elements of credit and interest rate risk in excess of the amount recognized in the balance sheet. The contract or notional amounts of those instruments reflect the extent of involvement the Company has in particular classes of financial instruments. The Company uses the same credit policies in making commitments and conditional obligations as it does for on-balance-sheet instruments.

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Commitments to extend credit are agreements to lend to a customer as long as there is no violation of conditions established in the contract. Commitments generally have fixed expiration dates or other termination clauses and may require payment of a fee. Since some of the commitments are expected to expire without being drawn upon, the total commitment amounts do not necessarily represent future cash requirements. The Company evaluates each customer's creditworthiness on a case-by-case basis. The amount of collateral obtained, if deemed necessary by the Company, upon extension of credit is based on management's credit evaluation of the borrower. Collateral obtained varies but may include real estate, stocks, bonds, and certificates of deposit. The liability related to off balance sheet commitments is not considered material as of December 31, 2019 or 2018.

A summary of the contract amount of the Company's exposure to off-balance sheet credit risk as of December 31, 2019 is as follows:

	<u>December 31, 2019</u>
	(Dollars in thousands)
Financial instruments whose contract amounts represent credit risk:	
Undisbursed lines of credit	\$ 110,337
Other commitments to extend credit	43,401
Letters of credit	4,509
Commitments to originate mortgage loans, fixed and variable	<u>21,496</u>
	<u>\$ 179,743</u>

NOTE N - FAIR VALUE MEASUREMENTS

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

- Level 1 – Valuations for assets and liabilities traded in active exchange markets, such as the New York Stock Exchange. Level 1 also includes U.S. Treasury, other U.S. government and agency mortgage-backed securities that are traded by dealers or brokers in active markets. Valuations are obtained from readily available pricing sources for market transactions involving identical assets or liabilities.
- Level 2 – Valuations for assets and liabilities traded in less active dealer or broker markets. Valuations are obtained from third party services for identical or comparable assets or liabilities.
- Level 3 – Valuations for assets and liabilities that are derived from other valuation methodologies, including option pricing models, discounted cash flow models and similar techniques, and not based on market exchange, dealer, or brokered traded transactions. Level 3 valuations incorporate certain assumptions and projections in determining the fair value assigned to such assets or liabilities.

Valuation of Assets and Liabilities Reported at Fair Value in Financial Statements

The fair value of a financial instrument is the estimated amount at which the instrument could be exchanged in an orderly transaction between knowledgeable, unrelated, willing parties. The estimated fair value of a financial instrument may differ from the amount that could be realized if sold in an immediate sale such as a forced transaction. Additionally, the valuation of investments is more subjective when markets are less liquid due to the lack of market based inputs, which may increase the potential that the estimated fair value of an investment is not reflective of the price at which an actual transaction would occur.

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

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The following is a description of valuation methodologies used by the Company for assets and liabilities recorded at fair value, either on a recurring or nonrecurring basis.

Investment Securities Available for Sale

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

Mortgage Banking Activity

The Company enters into interest rate lock commitments and commitments to sell mortgages. Changes in the interest rate lock commitments subjected to recurring fair value adjustments are affected by changes in the fall out rates and changes in the prevailing secondary market prices for like-kind mortgage loans. The fall out rate measures the likelihood that an interest rate lock commitment will ultimately not become a closed loan held for sale. Factors contributing to the fall out rate include changes in prevailing interest rates from the time of the interest rate lock commitment as well as other factors such as lower than anticipated appraised values. As of December 31, 2019 the fall out rate averaged 12%. As of December 31, 2019, the amount of fair value associated with these interest rate lock commitments was \$388,000, which was included in other assets. As of December 31, 2018 the fall out rate averaged 18%. As of December 31, 2018, the amount of fair value associated with these interest rate lock commitments was \$291,000. The fair value of interest rate lock commitments is based on servicing rate premium, origination income net of originations costs, and changes in loan pricing between the commitment date and period end, typically month end.

Loans and Loans Held for Sale

The Company does not record loans at fair value on a recurring basis. However, from time to time, a loan is considered impaired and an allowance for loan losses is established. Loans for which it is probable that payment of interest and principal will not be made in accordance with the contractual terms of the loan agreement are considered impaired. Once a loan is identified as impaired, management measures the impairment in accordance with accounting standards. The fair value of impaired loans is estimated using one of several methods, including collateral value, market value of similar debt, enterprise value, liquidation value or discounted cash flows. Those impaired loans not requiring an allowance represent loans for which the fair value of the expected repayments or collateral exceed the recorded investments in such loans. As of December 31, 2019, the Company's impaired loans were evaluated primarily based on the fair value of the collateral. Impaired loans where an allowance is established based on the fair value of collateral require classification in the fair value hierarchy. When the fair value of the collateral is based on an observable market price or a current appraised value, the Company records the impaired loan as nonrecurring Level 2. 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 impaired loan as nonrecurring Level 3. The unobservable inputs include collateral discounts in a range of 5 – 20% of appraised value. The valuation techniques for the Level 3 impaired loans are consistent with techniques used in prior periods.

Foreclosed Assets

Foreclosed assets are adjusted to fair value, less cost to sale, upon transfer of the loans to foreclosed assets. The initial recorded value may be subsequently reduced by additional valuation allowances, which are charged to earnings if the estimated fair value of the property less estimated selling costs declines below the initial recorded value. Fair value is based upon independent market prices, appraised values of the collateral or management's estimation of the value of the collateral. When the fair value of the collateral is based on an observable market price or a current appraised value, the Company records the foreclosed asset as nonrecurring Level 2. 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 nonrecurring Level 3. The unobservable inputs include collateral discounts in a range of 5 – 20% of appraised values as well as a general cost of sales rate of 6% - 8%. The valuation techniques for the Level 3 foreclosed assets are consistent with techniques used in prior periods.

SBA Servicing Rights

SBA servicing rights are initially recorded at fair value when loans are sold with servicing retained. These assets are then amortized in proportion to and over the period of estimated net servicing income. The servicing rights are periodically evaluated for impairment based upon the fair value of the rights as compared to carrying amount. The Company estimates the fair value of servicing rates using discounted cash flow models incorporating numerous assumptions from the perspective of a market participant including servicing

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income, servicing costs, market discount rates and prepayment speeds. As a result of the valuation inputs, servicing rights are classified within Level 3 of the valuation hierarchy.

The table below presents the balances of assets and liabilities measured at fair value on a recurring basis.

	As of December 31, 2019			
	Total	Level 1	Level 2	Level 3
	(Dollars in thousands)			
Securities available for sale:				
Government-sponsored residential mortgage-backed securities	\$ 1,522	\$ -	\$ 1,522	\$ -
Total securities available for sale	<u>\$ 1,522</u>	<u>\$ -</u>	<u>\$ 1,522</u>	<u>\$ -</u>
Interest rate lock commitments	<u>\$ 388</u>	<u>\$ -</u>	<u>\$ -</u>	<u>\$ 388</u>
	As of December 31, 2018			
	Total	Level 1	Level 2	Level 3
	(Dollars in thousands)			
Securities available for sale:				
Government-sponsored residential mortgage-backed securities	\$ 1,805	\$ -	\$ 1,805	\$ -
Total securities available for sale	<u>\$ 1,805</u>	<u>\$ -</u>	<u>\$ 1,805</u>	<u>\$ -</u>
Interest rate lock commitments	<u>\$ 291</u>	<u>\$ -</u>	<u>\$ -</u>	<u>\$ 291</u>

The table below presents all assets measured at fair value on a recurring basis using significant unobservable inputs (Level 3) during the years ended December 31, 2019 and 2018.

	For the year ended December 31,	
	2019	2018
	(Dollars in thousands)	
Balance, beginning of year	\$ 291	\$ 599
Gains (losses) included in other income	<u>97</u>	<u>(308)</u>
Balance, end of year	<u>\$ 388</u>	<u>\$ 291</u>

The Company may be required, from time to time, to measure certain assets at fair value on a nonrecurring basis in accordance with U.S. generally accepted accounting principles. These include assets that are measured at the lower of cost or market that were recognized at fair value below cost at the end of the period.

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The table below presents the balances of assets and liabilities measured at fair value on a nonrecurring basis.

	As of December 31, 2019			
	Total	Level 1	Level 2	Level 3
	(Dollars in thousands)			
Impaired loans	\$ 826	\$ -	\$ -	\$ 826
Servicing assets	\$ 1,834	\$ -	\$ -	\$ 1,834

	As of December 31, 2018			
	Total	Level 1	Level 2	Level 3
	(Dollars in thousands)			
Impaired loans	\$ 305	\$ -	\$ -	\$ 305
Servicing assets	\$ 1,651	\$ -	\$ -	\$ 1,651

NOTE O - EMPLOYEE AND DIRECTOR BENEFIT PLANS

401(k) and ESOP Retirement Plan

The Company has maintained a qualified 401(k) plan for regular full or part-time employees since June 1, 2000. On January 1, 2015, the Company amended its 401(k) plan and adopted a combined 401(k) and Employee Stock Ownership Plan (“ESOP”). The plan as amended consists of two components (1) a qualified stock bonus plan (ESOP component) and (2) a qualified cash or deferred arrangement, of which no part of can be invested in Company stock, (401(k) component). The purposes of the plan, as restated, are to enable eligible employees to (a) contribute up to an annual maximum as determined under the Internal Revenue Code, (b) share in the growth and prosperity of the Company, (c) accumulate capital for their future economic security, and (d) acquire beneficial stock ownership interests in the Company. The Company matches 100% of employee contributions, not exceeding 6% of the participants’ compensation, by contributing to the ESOP component of the plan, which is invested in Company stock. In addition, the board of directors can authorize additional discretionary contributions to the plan. The plan provides that employees’ contributions are 100% vested at all times. Company contributions are 100% vested for the years beginning on or after January 1, 2008. The expense related to the 401(k) and ESOP plan contributions for the years ended December 31, 2019 and 2018 totaled approximately \$765,000 and \$777,000, respectively.

Employment Agreements

The Company has entered into an employment agreement with its chief executive officer to ensure a stable and competent management base. This agreement provides for benefits as spelled out in the contract and cannot be terminated by the Board of Directors, except for cause, without prejudicing the officer’s right to receive certain vested rights, including compensation. In the event of a change in control of the Company, as outlined in the agreement, the acquirer will be bound to the terms of this contract.

In addition, the Company entered into a “separation benefit agreement” during July 2012 with its chief executive officer. The benefit vests monthly over 72 months beginning July 31, 2012. Also, the Company entered into an additional “separation benefit agreement” with its chief executive during 2017 with a five year vesting period beginning January 1, 2017. During 2013 and 2015 the Company entered into “separation benefit and executive bonus agreements” with select officers of the Company. Total compensation expense related to all of the separation and bonus agreements totaled \$339,000 and \$691,000, respectively, for the years ended December 31, 2019 and 2018. The liability related to the “separation benefit agreements” was \$2.8 million and \$2.4 million, respectively, as of December 31, 2019 and 2018. The agreements provide for benefits as described in the contracts.

The Company has entered into agreements with four executive officers and one non-executive officer that provides for severance pay benefits in the event of a change in control of the Company that results in the termination of such officers or diminished compensation, duties or benefits.

NORTH STATE BANCORP
NOTES TO CONSOLIDATED FINANCIAL STATEMENTS
Years Ended December 31, 2019 and 2018

NOTE P - PARENT COMPANY FINANCIAL DATA

Following are the condensed financial statements of North State Bancorp as of December 31, 2019 and 2018 and for the years ended December 31, 2019 and 2018:

Condensed Statements of Financial Condition
December 31, 2019 and 2018

	<u>2019</u>	<u>2018</u>
	(Dollars in thousands)	
Assets		
Cash and due from banks	\$ 68	\$ 600
Investment in North State Bank	83,647	77,991
Investment in North State Statutory Trust I	155	155
Investment in North State Statutory Trust II	155	155
Investment in North State Statutory Trust III	155	155
Other assets	375	1,096
Total Assets	<u>\$ 84,555</u>	<u>\$ 80,152</u>
Liabilities and Shareholders' equity		
Other liabilities	\$ 500	\$ 1,091
Long-term borrowings	33,082	33,018
Shareholders' equity		
Common stock	8,336	7,230
Retained earnings	42,661	38,903
Accumulated other comprehensive loss	(24)	(90)
Total shareholders' equity	<u>50,973</u>	<u>46,043</u>
Total liabilities and shareholders' equity	<u>\$ 84,555</u>	<u>\$ 80,152</u>

Condensed Statements of Operations
Years Ended December 31, 2019 and 2018

	<u>2019</u>	<u>2018</u>
	(Dollars in thousands)	
Equity in undistributed earnings of bank subsidiary	\$ 5,589	\$ 4,659
Dividends received from bank subsidiary	8,355	7,190
Interest income	23	21
Interest expense	(1,994)	(1,953)
Other expense	(367)	(258)
Net income	<u>\$ 11,606</u>	<u>\$ 9,659</u>

NORTH STATE BANCORP
NOTES TO CONSOLIDATED FINANCIAL STATEMENTS
Years Ended December 31, 2019 and 2018

Condensed Statements of Cash Flows
Years Ended December 31, 2019 and 2018

	<u>2019</u>	<u>2018</u>
	(Dollars in thousands)	
Cash flows from operating activities:		
Net income	\$ 11,606	\$ 9,659
Adjustments to reconcile net income to net cash provided by operating activities:		
Amortization	65	64
Proceeds from issuance of common stock to ESOP	765	766
Issuance of common stock for board compensation	341	386
Equity in undistributed earnings of subsidiary	(5,589)	(4,659)
Changes in assets and liabilities:		
Decrease in other assets	719	946
Decrease in other liabilities	<u>(591)</u>	<u>(92)</u>
Net cash provided by operating activities	<u>7,316</u>	<u>7,070</u>
Cash flows from financing activities:		
Cash distributions to shareholders	(7,848)	(6,630)
Purchase and retirement of common stock	<u>-</u>	<u>(7)</u>
Net cash used in financing activities	<u>(7,848)</u>	<u>(6,637)</u>
Net (decrease) increase in cash and cash equivalents	(532)	433
Cash and cash equivalents, beginning	<u>600</u>	<u>167</u>
Cash and cash equivalents, ending	<u>\$ 68</u>	<u>\$ 600</u>

NOTE Q – BUSINESS SEGMENT INFORMATION

The Company has four reportable business segments, the Bank, NSB Mortgage, SBA and the parent Company. The Bank is engaged in general commercial and retail banking in central and coastal North Carolina. The Bank operates six full-service banking offices located in Wake County and one full-service office in Wilmington, New Hanover County, North Carolina. NSB Mortgage, a division of the Bank, originates and sells single-family residential first mortgage loans. SBA, another division of our Bank, originates and sells loans (generally 75%) guaranteed by the Small Business Administration. The remaining segment consists of activities of the parent Company. Eliminations necessary to accurately report the operations of the Company are also included. The tables below present segment reporting disclosure as of and for the years ended December 31, 2019 and 2018.

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As of or for the Year Ended December 31, 2019

	<u>Bank</u>	<u>NSB Mortgage</u>	<u>SBA</u>	<u>Parent Company</u>	<u>Eliminations</u>	<u>Total Company</u>
	(Dollars in thousands)					
Interest income	\$ 36,009	\$ 1,155	\$ 3,340	\$ 23	\$ -	\$ 40,527
Interest expense	2,351	-	3	1,994	-	4,348
Net interest income	33,658	1,155	3,337	(1,971)	-	36,179
Provision for loan losses	680	-	-	-	-	680
Net interest income after provision for loan losses	32,978	1,155	3,337	(1,971)	-	35,499
Noninterest income	2,215	7,368	2,804	-	-	12,387
Noninterest expense	25,590	7,407	2,915	368	-	36,280
Net income (loss)	<u>\$ 9,603</u>	<u>\$ 1,116</u>	<u>\$ 3,226</u>	<u>\$ (2,339)</u>	<u>\$ -</u>	<u>\$ 11,606</u>
Total assets	\$ 821,910	\$ 44,235	\$ 34,235	\$ 84,555	\$ (50,657)	\$ 934,278
Net loans	706,844	28,057	31,830	-	-	766,731
Loans held for sale	-	16,480	-	-	-	16,480
Goodwill	-	141	-	-	-	141

As of or for the Year Ended December 31, 2018

	<u>Bank</u>	<u>NSB Mortgage</u>	<u>SBA</u>	<u>Parent Company</u>	<u>Eliminations</u>	<u>Total Company</u>
	(Dollars in thousands)					
Interest income	\$ 32,835	\$ 777	\$ 2,249	\$ 21	\$ -	\$ 35,882
Interest expense	1,480	-	-	1,950	-	3,430
Net interest income	31,355	777	2,249	(1,929)	-	32,452
Provision for loan losses	700	-	-	-	-	700
Net interest income after provision for loan losses	30,655	777	2,249	(1,929)	-	31,752
Noninterest income	1,621	8,392	4,495	-	-	14,508
Noninterest expense	22,321	10,485	3,537	258	-	36,601
Net income (loss)	<u>\$ 9,955</u>	<u>\$ (1,316)</u>	<u>\$ 3,207</u>	<u>\$ (2,187)</u>	<u>\$ -</u>	<u>\$ 9,659</u>
Total assets	\$ 812,412	\$ 17,670	\$ 38,080	\$ 80,152	\$ (51,575)	\$ 896,739
Net loans	698,480	-	35,724	-	-	734,204
Loans held for sale	-	17,216	-	-	-	17,216
Goodwill	-	141	-	-	-	141