

**FIRST NATIONAL BANK ALASKA**  
Anchorage, Alaska

**FINANCIAL STATEMENTS**  
December 31, 2020 and 2019

FIRST NATIONAL BANK ALASKA  
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FINANCIAL STATEMENTS  
December 31, 2020 and 2019

CONTENTS

INDEPENDENT AUDITOR'S REPORT .....	1
FINANCIAL STATEMENTS	
STATEMENTS OF FINANCIAL CONDITION .....	3
STATEMENTS OF INCOME .....	4
STATEMENTS OF COMPREHENSIVE INCOME .....	5
STATEMENTS OF CASH FLOWS.....	6
STATEMENTS OF CHANGES IN SHAREHOLDERS' EQUITY .....	8
NOTES TO FINANCIAL STATEMENTS .....	9

## INDEPENDENT AUDITOR'S REPORT

The Board of Directors and Shareholders  
First National Bank Alaska  
Anchorage, Alaska

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

We have audited the accompanying financial statements of First National Bank Alaska, which comprise the statements of financial condition as of December 31, 2020 and 2019, and the related statements of income, comprehensive income, cash flows, and changes in shareholders' equity for the years then ended, and the related notes to the financial statements.

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

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

### ***Auditor's Responsibility***

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

An audit involves performing procedures to obtain audit evidence about the amounts and disclosures in the financial statements. The procedures selected depend on the auditor's judgment, including the assessment of the risks of material misstatement of the financial statements, whether due to fraud or error. In making those risk assessments, the auditor considers internal control relevant to the entity's preparation and fair presentation of the financial statements in order to design audit procedures that are appropriate in the circumstances. An audit also includes evaluating the appropriateness of accounting policies used and the reasonableness of significant accounting estimates made by management, as well as evaluating the overall presentation of the financial statements.

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

### ***Opinion***

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

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(Continued)

## Report on Other Legal and Regulatory Requirements

We also have audited in accordance with auditing standards generally accepted in the United States of America, First National Bank Alaska's internal control over financial reporting as of December 31, 2020, based on criteria established in the 2013 *Internal Control – Integrated Framework* issued by the Committee of Sponsoring Organizations of the Treadway Commission (COSO) relevant to reporting objectives for the express purpose of meeting the regulatory requirements of Section 112 of the Federal Deposit Insurance Corporation Improvement Act (FDICIA) and our report dated March 8, 2021 expressed an unmodified opinion.

  
Crowe LLP

Oak Brook, Illinois  
March 8, 2021

FIRST NATIONAL BANK ALASKA  
STATEMENTS OF FINANCIAL CONDITION  
December 31, 2020 and 2019  
(Dollars in thousands, except per share data)

	<u>2020</u>	<u>2019</u>
<b>ASSETS</b>		
Cash and cash equivalents	\$ 532,379	\$ 127,657
Securities, available-for-sale	1,870,814	1,588,721
Real estate loans to be sold	15,818	15,459
Loans:		
Commercial and industrial	657,637	419,233
Real estate	1,539,175	1,575,317
Consumer and other	14,476	17,061
Total loans, gross	<u>2,211,288</u>	<u>2,011,611</u>
Less: Allowance for loan losses	21,550	19,500
Total loans, net	<u>2,189,738</u>	<u>1,992,111</u>
Premises and equipment, net	47,680	49,011
Other real estate owned, net	461	1,343
Other assets	<u>38,425</u>	<u>33,952</u>
 Total assets	 <u>\$ 4,695,315</u>	 <u>\$ 3,808,254</u>
<b>LIABILITIES AND SHAREHOLDERS' EQUITY</b>		
Liabilities:		
Deposits:		
Noninterest bearing	\$ 1,841,846	\$ 1,319,714
Interest bearing:		
Savings	798,139	643,326
NOW	222,109	187,543
Money market	124,068	122,085
Time	127,007	115,117
Total interest bearing	<u>1,271,323</u>	<u>1,068,071</u>
Total deposits	3,113,169	2,387,785
Securities sold under agreements to repurchase	969,766	859,425
Other liabilities	<u>25,791</u>	<u>13,362</u>
 Total liabilities	 4,108,726	 3,260,572
Shareholders' equity:		
Common stock, \$10 par value (authorized: 4,000,000 shares) (issued and outstanding: 2020 – 3,166,885; 2019 – 3,167,510)	31,669	31,675
Surplus	40,000	40,000
Retained earnings	466,851	460,132
Accumulated other comprehensive income	48,069	15,875
Total shareholders' equity	<u>586,589</u>	<u>547,682</u>
Total liabilities and shareholders' equity	<u>\$ 4,695,315</u>	<u>\$ 3,808,254</u>

See accompanying notes to financial statements.

FIRST NATIONAL BANK ALASKA  
STATEMENTS OF INCOME  
Years ended December 31, 2020 and 2019  
(Dollars in thousands, except per share data)

	<u>2020</u>	<u>2019</u>
Interest income and loan fees:		
Interest and fees on loans:		
Taxable	\$ 115,631	\$ 113,333
Nontaxable	<u>1,249</u>	<u>1,259</u>
Total interest and fees on loans	116,880	114,592
Interest and dividends on investment securities:		
Taxable	27,061	32,019
Nontaxable	<u>3,981</u>	<u>3,477</u>
Total interest and dividends on investment securities	31,042	35,496
Interest on cash and cash equivalents	<u>755</u>	<u>1,956</u>
Total interest and loan fee income	148,677	152,044
Interest expense:		
Interest on deposits	1,894	2,269
Interest on federal funds purchased and securities sold under agreements to repurchase	1,965	12,931
Interest on FHLB advances and other borrowed funds	<u>52</u>	<u>3</u>
Total interest expense	<u>3,911</u>	<u>15,203</u>
Net interest and loan fee income	144,766	136,841
Provision for loan losses	<u>2,195</u>	<u>298</u>
<b>Net interest and loan fee income after provision for loan losses</b>	142,571	136,543
Noninterest income:		
Bankcard fees	7,788	8,036
Service charges on deposit accounts	4,184	5,270
Gain on sale of mortgage loans	5,176	1,558
Mortgage loan servicing income	2,135	2,245
Net gains on investment securities	524	116
Gain on sale of other real estate owned	165	111
Other noninterest income	<u>6,188</u>	<u>6,087</u>
Total noninterest income	26,160	23,423
Noninterest expense:		
Salaries and employee benefits	63,306	56,698
Occupancy expense, net	7,518	8,021
Furniture and equipment expense	2,603	2,536
Bankcard expenses	2,220	2,340
Other noninterest expense	<u>15,942</u>	<u>16,353</u>
Total noninterest expense	<u>91,589</u>	<u>85,948</u>
<b>Income before taxes</b>	77,142	74,018
Provision for income taxes	<u>19,607</u>	<u>18,373</u>
<b>Net income</b>	<u>\$ 57,535</u>	<u>\$ 55,645</u>
Earnings per common share	\$ 18.17	\$ 17.56

See accompanying notes to financial statements.

FIRST NATIONAL BANK ALASKA  
STATEMENTS OF COMPREHENSIVE INCOME  
Years ended December 31, 2020 and 2019  
(Dollars in thousands)

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	<u>2020</u>	<u>2019</u>
Net income	\$ 57,535	\$ 55,645
Other comprehensive income –		
Unrealized gains on securities:		
Unrealized holding gains arising during the period, net of tax effect of \$(12,935) and \$(12,566) in 2020 and 2019, respectively	32,569	31,641
Reclassification adjustment for gains included in net income, net of tax effect of \$149 and \$33 in 2020 and 2019, respectively	<u>(375)</u>	<u>(83)</u>
Other comprehensive income	<u>32,194</u>	<u>31,558</u>
<b>Comprehensive Income</b>	<b><u>\$ 89,729</u></b>	<b><u>\$ 87,203</u></b>

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See accompanying notes to financial statements.

FIRST NATIONAL BANK ALASKA  
STATEMENTS OF CASH FLOWS  
Years ended December 31, 2020 and 2019  
(Dollars in thousands)

	<u>2020</u>	<u>2019</u>
<b>Cash flows from operating activities</b>		
Net income	\$ 57,535	\$ 55,645
Adjustments to reconcile net income to net cash provided by operating activities:		
Amortization of premium on investment securities, net	6,637	4,760
Loss from equity method investment	203	763
Depreciation, accretion and amortization	5,274	5,011
Provision for loan losses	2,195	298
Deferred taxes	(1,574)	163
Gain on sale of mortgage loans	(5,176)	(1,558)
Net gain on the sale of other real estate owned	(165)	(111)
Valuation adjustment on other real estate owned	164	156
Net loss on the sale of premises and equipment	9	35
Net gain on investment securities	(524)	(116)
Real estate loans to be sold-originated	(276,441)	(118,934)
Real estate loans to be sold-shipped	279,083	122,418
Net increase in other assets	(3,552)	(26)
Net increase (decrease) in other liabilities	<u>1,242</u>	<u>(2,907)</u>
Net cash provided by operating activities	64,910	65,597
<b>Cash flows from investing activities</b>		
Proceeds from calls or maturities of securities, available-for-sale	786,468	380,445
Proceeds from sales of securities, available-for-sale	16,172	99,453
Purchase of securities, available-for-sale	(1,045,866)	(431,655)
Net purchases of Federal Home Loan Bank stock	(66)	(120)
Net redemptions of Federal Reserve Bank stock	-	1
Net decrease in loans	59,468	84,496
Purchase of participation loans	(258,528)	(145,668)
Proceeds from sales of premises and equipment	5	-
Purchase of land, premises and equipment	(3,106)	(6,171)
Improvements to other real estate owned	-	(9)
Proceeds from sales of other real estate owned	<u>434</u>	<u>802</u>
Net cash used in investing activities	(445,019)	(18,426)

(Continued)

FIRST NATIONAL BANK ALASKA  
STATEMENTS OF CASH FLOWS  
Years ended December 31, 2020 and 2019  
(Dollars in thousands)

	<u>2020</u>	<u>2019</u>
<b>Cash flows from financing activities</b>		
Net increase (decrease) in total deposits	\$ 725,384	\$ (32,508)
Net increase in securities		
sold under agreements to repurchase	110,341	50,405
Proceeds from Federal Home Loan Bank advances	30,100	32,400
Repayments on Federal Home Loan Bank advances	(30,100)	(32,400)
Payments on notes and capital leases	(72)	(71)
Dividends paid	(50,670)	(45,628)
Retirement of common stock	<u>(152)</u>	<u>(269)</u>
Net cash provided by (used in) financing activities	<u>784,831</u>	<u>(28,071)</u>
Increase in cash and cash equivalents	404,722	19,100
Cash and cash equivalents, January 1	<u>127,657</u>	<u>108,557</u>
<b>Cash and cash equivalents, December 31</b>	<b><u>\$ 532,379</u></b>	<b><u>\$ 127,657</u></b>
Supplemental disclosures of cash flow information:		
Cash paid during the year for interest	\$ 4,045	\$ 14,922
Cash paid during the year for income taxes	23,064	18,265
Noncash investing and financing activities:		
Transfer of loans to other real estate owned	\$ 300	\$ 612
Transfer of bank premises to other real estate owned	412	-
Bank financed sales of other real estate owned	1,060	-
Settlement of purchased loans and securities via short term payable	-	(3,622)
Right of use assets obtained in exchange for operating leases	147	1,648

See accompanying notes to financial statements

FIRST NATIONAL BANK ALASKA  
STATEMENTS OF CHANGES IN SHAREHOLDERS' EQUITY  
Years ended December 31, 2020 and 2019  
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	Common Stock (\$10 Par Value)	Surplus	Retained Earnings	Accumulated Other Comprehensive Income (Loss)	Total Shareholders' Equity
Balance, January 1, 2019	\$ 31,686	\$ 40,000	\$ 450,848	\$ (15,683)	\$ 506,851
Prior period adjustment from change in security premium amortization method	-	-	(475)	-	(475)
Net income	-	-	55,645	-	55,645
Other comprehensive income, net of tax	-	-	-	31,558	31,558
Dividends declared - \$14.40 per share	-	-	(45,628)	-	(45,628)
Retirement of common stock (1,120 shares)	<u>(11)</u>	<u>-</u>	<u>(258)</u>	<u>-</u>	<u>(269)</u>
Balance, December 31, 2019	31,675	40,000	460,132	15,875	547,682
Net income	-	-	57,535	-	57,535
Other comprehensive income, net of tax	-	-	-	32,194	32,194
Dividends declared - \$16.00 per share	-	-	(50,670)	-	(50,670)
Retirement of common stock (625 shares)	<u>(6)</u>	<u>-</u>	<u>(146)</u>	<u>-</u>	<u>(152)</u>
Balance, December 31, 2020	<u>\$ 31,669</u>	<u>\$ 40,000</u>	<u>\$ 466,851</u>	<u>\$ 48,069</u>	<u>\$ 586,589</u>

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See accompanying notes to financial statements

FIRST NATIONAL BANK ALASKA  
NOTES TO FINANCIAL STATEMENTS  
December 31, 2020 and 2019  
(Dollars in thousands except per share data)

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**NOTE 1 - SIGNIFICANT ACCOUNTING AND REPORTING POLICIES**

First National Bank Alaska (the Bank) is a full service commercial bank operated as a single segment, and as such, its principal activities include the receiving and lending of money. Additionally, the Bank provides trust banking services, escrow and contract collection services, bankcard services, and safe deposit box facilities. These services are for business, industry, and individuals primarily within the State of Alaska. Banking services are provided from 27 branches throughout Alaska. The accounting and reporting policies of the Bank conform with U.S. generally accepted accounting principles and the prevailing practices within the banking industry. Significant accounting and reporting policies are summarized below.

Subsequent Events: The Bank has evaluated subsequent events for recognition and disclosure through March 8, 2021, which is the date the financial statements were available to be issued.

Risks and Uncertainties: A strain of the coronavirus spread around the world with resulting business and social disruption. The coronavirus was declared a Public Health Emergency of International Concern by the World Health Organization. The Bank's operating area experienced periodic closures of business, restrictions on personal contact, and requests by government officials to stay in isolation. The operations and business results of the Bank could be materially adversely effected. Significant estimates as disclosed in Note 1, including the allowance for loan losses and valuation of securities may be materially adversely impacted by national and local events designed to contain the coronavirus.

Estimates: Use of accounting estimates in the preparation of financial statements, in order to conform with U.S. generally accepted accounting principles, requires management to make estimates and assumptions that affect the reported amounts of assets and liabilities and disclosures 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.

Cash and Cash Equivalents: Cash and cash equivalents include cash and due from banks and overnight federal funds sold. Net cash flows are reported for customer loan and deposit transactions, securities sold under agreements to repurchase and federal funds purchased.

Securities, Available-for-Sale: Securities, available-for-sale are classified at the time of acquisition. The available-for-sale classification includes debt securities which are carried at estimated fair value. Unrealized holding gains or losses on securities, available-for-sale are included in other comprehensive income and as a separate component of shareholders' equity. Amortization of premiums and accretion of discounts are recognized using the level yield method. Realized gains and losses on sales of securities are computed using the specific identification method.

Management evaluates securities for other-than-temporary impairment (OTTI) on at least a quarterly basis, and more frequently when economic or market conditions warrant such an evaluation. For securities in an unrealized loss position, management considers the extent and duration of the unrealized loss, and the financial condition and near-term prospects of the issuer. Management also assesses whether it intends to sell, or it is more likely than not that it will be required to sell, a security in an unrealized loss position before recovery of its amortized cost basis. If either of the criteria regarding intent or requirement to sell is met, the entire difference between amortized cost and fair value is recognized as impairment through earnings. For debt securities that do not meet the aforementioned criteria, the amount of impairment is split into two components as follows: 1) OTTI related to credit loss, which must be recognized in the income statement and 2) OTTI related to other factors, which is recognized in other comprehensive income. The credit loss is defined as the difference between the present value of the cash flows expected to be collected and the amortized cost basis.

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(Continued)

FIRST NATIONAL BANK ALASKA  
NOTES TO FINANCIAL STATEMENTS  
December 31, 2020 and 2019  
(Dollars in thousands except per share data)

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**NOTE 1 - SIGNIFICANT ACCOUNTING AND REPORTING POLICIES** (Continued)

Real Estate Loans to be Sold: Real estate loans to be sold are carried at the lower of cost or fair value in the aggregate. The Bank records and holds for sale one-to-four family and multifamily real estate loans which are originated pursuant to investor programs. Net unrealized losses, if any, are recognized through a valuation allowance by charges to other noninterest expense.

Loans: The Bank grants real estate, commercial, and consumer loans to customers. A substantial portion of the loan portfolio is represented by real estate loans throughout Alaska. The ability of the Bank's debtors to honor their contracts is dependent upon real estate and general economic conditions.

Loans that management has the intent and ability to hold for the foreseeable future, or until maturity or pay-off, generally are reported at their outstanding unpaid principal balances adjusted for charge-offs and any deferred fees or costs on originated loans. Interest income is accrued on the unpaid principal balance. Loan origination fees, net of certain direct origination costs, are deferred and recognized as an adjustment of the related loan yield using the effective interest method.

The accrual of interest on all classes of real estate and commercial loans is normally discontinued at the time a loan is 90 days delinquent. Past due status is based on the contractual terms of the loan. All classes within consumer and other loans are typically charged off no later than 120 days delinquent. In all cases, loans are placed on nonaccrual or charged off at an earlier date if collection of principal or interest is considered doubtful.

All interest accrued but not collected for loans that are placed on nonaccrual or charged off is reversed against interest income. Interest received on such loans is accounted for on the cash-basis or cost-recovery method, until qualifying for return to accrual. Loans are returned to accrual status when all the principal and interest amounts contractually due are brought current and future payments are reasonably assured.

Allowance for Loan Losses: The allowance for loan losses is a valuation allowance for probable incurred credit losses. The allowance for loan losses is established as losses are estimated to have occurred through a provision for loan losses charged to earnings. Loan losses are charged against the allowance when management believes the uncollectability of a loan balance is confirmed. Subsequent recoveries, if any, are credited to the allowance.

The allowance consists of specific and general components. The specific component relates to loans that are individually classified as impaired when, based on current information and events, it is probable that the Bank will be unable to collect all amounts due according to the contractual terms of the loan agreement. Loans for which the terms have been modified resulting in a concession, and for which the borrower is experiencing financial difficulties, are considered troubled debt restructurings and classified as impaired.

The general component is evaluated on a regular basis by management and is based upon management's periodic review of the collectability of non-impaired loans in light of historical loss experience, the nature and volume of the loan portfolio, adverse situations that may affect the borrower's ability to repay, estimated value of any underlying collateral and prevailing economic conditions. The historical loss experience is determined by portfolio segment and is based on the actual loss history of the Bank over the most recent 3, 5 or 7 years for consumer, commercial and real estate loans, respectively. The actual loss experience is supplemented with other qualitative factors based on the risks present for each portfolio segment.

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(Continued)

FIRST NATIONAL BANK ALASKA  
NOTES TO FINANCIAL STATEMENTS  
December 31, 2020 and 2019  
(Dollars in thousands except per share data)

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**NOTE 1 - SIGNIFICANT ACCOUNTING AND REPORTING POLICIES** (Continued)

Management considers the following when assessing the risk of the loan portfolio segments:

*Commercial and Industrial loans* – are dependent on the strength of the industries of the related borrowers and the success of their businesses. Commercial loans are advanced for equipment purchases, to provide working capital or meet other financing needs of business enterprises. These loans may be secured by accounts receivable, inventory, equipment or other business assets. At the time of origination, financial information is obtained from the borrower to evaluate ability to repay the loans.

*Real estate loans* are considered by loan portfolio class as follows:

*Commercial and Construction/Development loans* – are dependent on the industries tied to these loans as well as the local real estate market. The loans are secured by the real estate, appraisals or other external valuations are obtained to support the loan amount. An evaluation of the project's cash flows is performed to evaluate the borrower's ability to repay the loan at the time of origination.

*1-4 and multifamily residential loans* – are affected by the local residential real estate market, the local economy, and, for variable rate mortgages, movement in indices tied to these loans. At the time of origination, the Bank evaluates the borrower's repayment ability through a review of credit scores and debt to income ratios. Appraisals or other external valuations are obtained to support the loan amount. Multifamily real estate loans are dependent on the industries tied to these loans as well as the local real estate market for the particular property segments. Appraisals or other external valuations are obtained to support the loan amount. An evaluation of the project's cash flows is performed to evaluate the borrower's ability to repay the loan at the time of origination.

*Consumer and other loans* – are dependent on local economies. Consumer loans are generally secured by consumer assets, but may be unsecured. At the time of origination, the Bank evaluates the borrower's repayment ability through a review of credit scores and an evaluation of debt to income ratios.

This evaluation is inherently subjective as it requires estimates that are susceptible to significant revision as more information becomes available. While management does not expect a substantial decline in real estate values and economic conditions in Alaska, a decline in these values or economic activities could have an impact on the value of collateral securing the loans as well as the ability for the repayment of loans resulting in a higher allowance for loan losses in the future.

A loan is considered impaired when, based on current information and events, it is probable that the Bank will be unable to collect the scheduled payments of principal or interest when due according to the contractual terms of the loan agreement. Factors considered by management in determining impairment include payment status, collateral value, and the probability of collecting scheduled principal and interest payments when due. Loans that experience insignificant payment delays and payment shortfalls generally are not classified as impaired. Management determines the significance of payment delays and payment shortfalls on a case-by-case basis, taking into consideration all of the circumstances surrounding the loan and the borrower, including the length of the delay, the reasons for the delay, the borrower's prior payment record and the amount of the shortfall in relation to the principal and interest owed. Impairment is measured on a loan by loan basis for commercial and construction loans by either the present value of expected future cash flows discounted at the loan's effective interest rate or the fair value of the collateral if the loan is collateral dependent. Loans for which the terms have been modified resulting in a concession, and for which the borrower is experiencing financial difficulty, are considered troubled debt restructurings and classified as impaired.

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(Continued)

FIRST NATIONAL BANK ALASKA  
NOTES TO FINANCIAL STATEMENTS  
December 31, 2020 and 2019  
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**NOTE 1 - SIGNIFICANT ACCOUNTING AND REPORTING POLICIES** (Continued)

Troubled debt restructurings are measured at the net present value of estimated future cash flows or where considered to be collateral dependent, the loan is reported, net, at the fair value of the collateral.

Large groups of smaller balance homogeneous loans are collectively evaluated for impairment. Accordingly, the Bank does not separately identify all individual consumer loans for impairment disclosures.

Reserve for Unfunded Commitments: A reserve is established at a level that is considered adequate by management to provide for probable losses associated with commitments to lend funds under existing agreements. Management determines the adequacy of the reserve for unfunded commitments by evaluating the outstanding commitment levels, the expected conversion to loans, historical loss estimates, and other relevant factors. This evaluation is inherently subjective and actual losses may vary from current estimates. Changes in the reserve are reported in earnings in the periods they become known. The reserve for unfunded commitments is included in other liabilities in the accompanying statements of condition.

The recorded liability was \$1,100 and \$900 as of December 31, 2020 and 2019, respectively.

Premises and Equipment: Premises and equipment, including leasehold improvements and software, are stated at cost less accumulated depreciation and amortization. Depreciation on premises and equipment is calculated on a declining balance basis over the estimated useful lives of the assets. The estimated useful life of buildings is 39 years, with some external elements using 15 years. The estimated useful life of software is 3 years and furniture and equipment is 5 to 7 years. Equipment under capital leases is stated at the present value of minimum lease payments. Equipment held under capital leases and leasehold improvements are amortized over the shorter of the lease term or estimated useful life of the asset. Maintenance and repairs are expensed as incurred, while improvements and construction costs are capitalized.

Federal Reserve Bank: This stock is a required holding of capital stock of the Federal Reserve Bank and is carried in other assets in the accompanying statements of condition at cost and periodically evaluated for impairment based on ultimate recovery of par value (\$2,150 and \$2,151 as of December 31, 2020 and 2019, respectively). Calculation of the stock requirement is based solely on the capital structure of the Bank.

Federal Home Loan Bank Stock: This is a required stock holding of the Federal Home Loan Bank of Des Moines and is carried in other assets in the accompanying statements of condition at cost and periodically evaluated for impairment based on ultimate recovery of par value (\$4,570 and \$4,504 as of December 31, 2020 and 2019, respectively). The minimum stock requirement is calculated based on the Bank's assets or qualifying loans, whichever applies.

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(Continued)

FIRST NATIONAL BANK ALASKA  
NOTES TO FINANCIAL STATEMENTS  
December 31, 2020 and 2019  
(Dollars in thousands except per share data)

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**NOTE 1 - SIGNIFICANT ACCOUNTING AND REPORTING POLICIES** (Continued)

Other Real Estate Owned (OREO): OREO consists of properties acquired through foreclosure and is carried at the lower of fair value at acquisition date or current estimated fair value net of disposal costs. Physical possession of residential real estate property collateralizing a consumer mortgage loan occurs when legal title is obtained upon foreclosure or when the borrower conveys all interest in the property to satisfy the loan through completion of a deed in lieu of foreclosure or a similar legal agreement. At the time the property is acquired, it is recorded at estimated fair value less costs to sell, with any difference between this value and the outstanding balance on the loan charged against the allowance for loan losses. Subsequent to foreclosure, costs associated with holding the property are charged to expense as incurred. Subsequent write-downs and gains and losses recognized on the sale of these properties are included in noninterest expense.

Other real estate owned also includes bank premises that were transferred to other real estate owned due to no longer using the premises for Bank purposes and related regulatory requirements for these types of assets. These transfers from premises and equipment are made at the lower of cost or fair value.

Loan Commitments and Related Financial Instruments: This includes off-balance sheet credit instruments, such as commitments to make loans and commercial letters of credit, issued to meet customer financing needs. The face amount for these items represents the exposure to loss, before considering customer collateral or ability to repay. Such financial instruments are recorded when they are funded.

Originated Mortgage Servicing Rights (OMSRs): OMSRs are capitalized based on their fair value when the corresponding loans are sold. The purchased or originated rights to service loans are amortized in relation to the estimated period of net servicing income. The carrying value of mortgage servicing rights (MSRs) is evaluated on a disaggregated basis relative to loans originated in a given quarter for impairment if there are changes in market conditions, payoffs or loan delinquencies. Impairment of MSRs is recognized through a charge to noninterest income when the MSRs' carrying amount exceeds its current fair value. MSRs are included in other assets in the accompanying statements of condition and are amortized into mortgage loan servicing income.

Transfers of Financial Assets: These are accounted for as sales, when control over the assets has been relinquished. Control over transferred assets is deemed to be surrendered when the assets have been isolated from the Bank, the transferee obtains the right (free of conditions that constrain it from taking advantage of that right) to pledge or exchange the transferred assets, and the Bank does not maintain effective control over the transferred assets through an agreement to repurchase them before their maturity.

Mortgage Loan Servicing Fees: These are based on a percentage of the interest collected and are included in income as related loan payments from mortgagors are collected offset by the amortization of the servicing rights.

Investments in Limited Partnerships: Investments where the underlying assets are qualified affordable housing projects are accounted for using either the cost method or equity method, depending on investment ownership percentage. Under the cost method, the Bank amortizes the excess of the carrying amount of the investment over its estimated residual value during the periods in which tax credits are allocated to the Bank. The amortization is included in other noninterest expense. Under the equity method, the Bank includes its proportionate share of income or loss in other noninterest income or expense.

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FIRST NATIONAL BANK ALASKA  
NOTES TO FINANCIAL STATEMENTS  
December 31, 2020 and 2019  
(Dollars in thousands except per share data)

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**NOTE 1 - SIGNIFICANT ACCOUNTING AND REPORTING POLICIES** (Continued)

Bankcard Fees: These include income from interchange fees on both credit and debit cards, merchant fees earned on credit transactions, and miscellaneous set up and equipment rental fees. The Bank recognizes fee revenue as it is earned and collectability is reasonably assured. Expenses related to rebate reward programs are recorded when earned by cardholders.

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

Service Charges on Deposit Accounts: The Bank earns fees from its deposit customers for transaction-based, account maintenance, and overdraft services. Transaction-based fees, which include services such as ATM use fees, stop payment charges, statement rendering, and ACH fees, are recognized at the time the transaction is executed as that is the point in the Bank fulfills the customer's request. Account maintenance fees, which relate primarily to monthly maintenance, are earned over the course of the month, representing the period over which the Bank satisfies the performance obligation. Overdraft fees are recognized at the point in time that the overdraft occurs. Service charges on deposits are withdrawn from the customer's account balance.

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

Wealth Management Fees: The Bank earns wealth management fees from its contracts with trust customers to manage assets for investment. These fees are primarily earned over time as the Bank provides the contracted monthly or quarterly services and are generally assessed based on a tiered scale of the market value of assets under management at month-end.

Gains/Losses on Sales of OREO: The Bank records a gain or loss from the sale of OREO when control of the property transfers to the buyer, which generally occurs at the time of an executed deed. When the Bank finances the sale of OREO to the buyer, the Bank assesses whether the buyer is committed to perform their obligations under the contract and whether collectability of the transaction price is probable. Once these criteria are met, the OREO asset is derecognized and the gain or loss on the sale is recorded upon the transfer of control of the property to the buyer. In determining the gain or loss on the sale, the Bank adjusts the transaction price and related gain (loss) on sale if a significant financing component is present.

Income Taxes: Income taxes are accounted for in accordance with Accounting Standards Codification (ASC) Topic 740. A current income tax asset or liability is recognized for estimated taxes payable or refundable on current year income tax returns. A deferred tax asset or liability is recognized for future tax effects attributable to temporary differences arising between the tax bases of assets or liabilities and their reported amounts in the financial statements. The measurement of current and deferred tax assets and liabilities is based on provisions of enacted tax law. The effect of a change in tax rates on deferred taxes is recognized in income in the period that includes the enactment date. In the event the Bank does not expect to realize future tax benefits, a valuation allowance would be established to reduce the amount of deferred tax assets.

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(Continued)

FIRST NATIONAL BANK ALASKA  
NOTES TO FINANCIAL STATEMENTS  
December 31, 2020 and 2019  
(Dollars in thousands except per share data)

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**NOTE 1 - SIGNIFICANT ACCOUNTING AND REPORTING POLICIES** (Continued)

A tax position is recognized as a benefit only if it is “more likely than not” that the tax position would be sustained in a tax examination, with a tax examination being presumed to occur. The amount recognized is the largest amount of tax benefit that is greater than 50% likely of being realized on examination. For tax positions not meeting the “more likely than not” test, no tax benefit is recorded.

The Bank recognizes interest and/or penalties related to income tax matters in income tax expense.

Earnings Per Common Share: These are computed on the basis of the weighted average number of shares outstanding. The weighted average number of shares outstanding were 3,166,929 and 3,168,566 for 2020 and 2019, respectively. The Bank does not have any potentially dilutive securities.

Loss Contingencies: Loss contingencies, including claims and legal actions arising in the ordinary course of business, are recorded as liabilities when the likelihood of loss is probable and an amount or range of loss can be reasonably estimated. Management does not believe there now are such matters that will have a material effect on the financial statements.

Fair Values of Financial Instruments: These are estimated using relevant market information and other assumptions, as more fully disclosed in estimated fair value of financial instruments footnote. Fair value estimates involve uncertainties and matters of significant judgment regarding interest rates, credit risk, prepayments, and other factors, especially in the absence of broad markets for particular items. Changes in assumptions or in market conditions could significantly affect these estimates.

Reclassifications: Reclassifications have been made to conform 2019 financial statement data with the 2020 presentation. Reclassifications had no effect on prior year net income or shareholders’ equity.

New Accounting Standards:

In June 2016, the FASB amended existing guidance to replace the incurred loss model with an expected loss model, which is referred to as the current expected credit loss (CECL) model. The CECL model is applicable to the measurement of credit losses on financial assets measured at amortized cost, including loan receivables, held-to-maturity debt securities, and reinsurance receivables. It also applies to off-balance sheet credit exposures not accounted for as insurance (loan commitments, standby letters of credit, financial guarantees, and other similar instruments) and net investments in leases recognized by a lessor. For debt securities with other-than-temporary impairment, the guidance will be applied prospectively. For all other assets within the scope of CECL, a cumulative-effect adjustment will be recognized in retained earnings as of the beginning of the first reporting period in which the guidance is effective. These amendments were initially effective for the annual period beginning after December 15, 2020. During 2019, FASB delayed the effective period beginning after December 15, 2022. The Bank has created a CECL implementation team and has been working with an external vendor regarding the development of a CECL-compliant model and gathering of the requisite data. At this time, management is still evaluating the impact of the standard.

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(Continued)

FIRST NATIONAL BANK ALASKA  
NOTES TO FINANCIAL STATEMENTS  
December 31, 2020 and 2019  
(Dollars in thousands except per share data)

**NOTE 2 - CASH AND CASH EQUIVALENTS**

The Bank was required to maintain an average daily reserve balance with the Federal Reserve Bank, or maintain such reserve balance in cash. The Federal Reserve Board reduced reserve requirement ratios to zero percent effective March 26, 2020. The average daily required reserve balance for the two-week maintenance period which encompassed December 31, 2020 and 2019 was \$0 and \$21,443 respectively.

**NOTE 3 - SECURITIES**

The amortized cost and fair value of securities, available-for-sale are shown by contractual maturity. Expected maturities may differ from contractual maturities if borrowers have the right to call or prepay obligations with or without call or prepayment penalties. Amortized cost and fair values of securities, available-for-sale by maturity date, as of December 31, 2020:

	Amortized <u>Cost</u>	Unrealized <u>Gains</u>	Unrealized <u>Losses</u>	Fair <u>Value</u>
<u>December 31, 2020</u>				
U.S. Treasury securities maturities:				
Within 1 year	\$ 69,780	\$ 824	\$ -	\$ 70,604
One to 5 years	<u>276,270</u>	<u>3,128</u>	<u>1</u>	<u>279,397</u>
Total	<u>346,050</u>	<u>3,952</u>	<u>1</u>	<u>350,001</u>
U.S. government-sponsored enterprises maturities:				
Within 1 year	85,186	889	-	86,075
One to 5 years	562,119	15,326	92	577,353
Five to 10 years	209,623	18,681	14	228,290
After 10 years	<u>7,297</u>	<u>633</u>	<u>-</u>	<u>7,930</u>
Total	<u>864,225</u>	<u>35,529</u>	<u>106</u>	<u>899,648</u>
States and political subdivisions maturities:				
One to 5 years	37,894	1,780	-	39,674
Five to 10 years	61,777	5,770	-	67,547
After 10 years	<u>72,788</u>	<u>6,511</u>	<u>-</u>	<u>79,299</u>
Total	<u>172,459</u>	<u>14,061</u>	<u>-</u>	<u>186,520</u>
Mortgage-backed securities: residential	92,417	434	-	92,851
Mortgage-backed securities: commercial	141,075	4,680	97	145,658
Corporate bonds maturities:				
Within 1 year	42,280	179	-	42,459
One to 5 years	128,548	6,608	-	135,156
Five to 10 years	<u>16,600</u>	<u>1,921</u>	<u>-</u>	<u>18,521</u>
Total	<u>187,428</u>	<u>8,708</u>	<u>-</u>	<u>196,136</u>
Total securities, available-for-sale	<u>\$ 1,803,654</u>	<u>\$ 67,364</u>	<u>\$ 204</u>	<u>\$ 1,870,814</u>

(Continued)

FIRST NATIONAL BANK ALASKA  
NOTES TO FINANCIAL STATEMENTS  
December 31, 2020 and 2019  
(Dollars in thousands except per share data)

**NOTE 3 - SECURITIES** (Continued)

Within the state and political subdivisions category, the largest concentrations of securities, available-for-sale are held in Texas with 52%, Washington with 26%, and Hawaii with 10% of the category.

Gross unrealized losses on investment securities and the fair value of the related securities, aggregated by investment category and length of time that individual securities have been in a continuous unrealized loss position, at December 31, 2020, were as follows:

	Less Than 12 Months		12 Months or More		Total	
	Fair Value	Unrealized Losses	Fair Value	Unrealized Losses	Fair Value	Unrealized Losses
<u>2020</u>						
Available-for-sale:						
U.S. Treasury	\$ 26,216	\$ 1	\$ -	\$ -	\$ 26,216	\$ 1
U.S. government-sponsored enterprises	64,025	106	-	-	64,025	106
Mortgage-backed - commercial	<u>6,559</u>	<u>23</u>	<u>14,805</u>	<u>74</u>	<u>21,364</u>	<u>97</u>
Total	<u>\$ 96,800</u>	<u>\$ 130</u>	<u>\$ 14,805</u>	<u>\$ 74</u>	<u>\$ 111,605</u>	<u>\$ 204</u>

Management believes the unrealized holding losses on investments are the result of interest rate changes and not a result of credit quality issues. The contractual terms of these investments do not permit the issuer to redeem the securities at a price less than par, or at a time in which the securities amortized cost would be less than par. Unrealized losses on U.S. Treasury, U.S. government-sponsored enterprises, states and political subdivisions and corporate bonds have not been recognized into income because the issuer(s) bonds are of high credit quality, management does not intend to sell and it is likely that management will not be required to sell the securities prior to their anticipated recovery, and the decline in fair value is largely due to changes in interest rates and other market conditions. The fair value is expected to recover as the bonds approach maturity.

At December 31, 2020, all of the mortgage-backed securities held by the Bank were issued by U.S. government corporations (Ginnie Mae) or U.S. government-sponsored entities (Fannie Mae and Freddie Mac), institutions which the government has affirmed its commitment to support. Because the decline in fair value is attributable to changes in interest rates and illiquidity, and not credit quality, and because the Bank does not have the intent to sell these mortgage-backed securities and it is likely that it will not be required to sell the securities before their anticipated recovery, the Bank does not consider these securities to be other-than-temporarily impaired.

(Continued)

FIRST NATIONAL BANK ALASKA  
NOTES TO FINANCIAL STATEMENTS  
December 31, 2020 and 2019  
(Dollars in thousands except per share data)

**NOTE 3 - SECURITIES (Continued)**

The amortized cost and fair value of securities, available-for-sale are shown by contractual maturity. Amortized cost and fair values of securities, available-for-sale by maturity date, as of December 31, 2019:

	Amortized Cost	Unrealized Gains	Unrealized Losses	Fair Value
<u>December 31, 2019</u>				
U.S. Treasury securities maturities:				
Within 1 year	\$ 135,862	\$ 274	\$ 1	\$ 136,135
One to 5 years	<u>130,559</u>	<u>2,363</u>	<u>-</u>	<u>132,922</u>
Total	<u>266,421</u>	<u>2,637</u>	<u>1</u>	<u>269,057</u>
U.S. government-sponsored enterprises maturities:				
Within 1 year	129,516	119	46	129,589
One to 5 years	357,512	2,692	195	360,009
Five to 10 years	242,180	6,767	208	248,739
After 10 years	<u>24,099</u>	<u>149</u>	<u>250</u>	<u>23,998</u>
Total	<u>753,307</u>	<u>9,727</u>	<u>699</u>	<u>762,335</u>
States and political subdivisions maturities:				
Within 1 year	2,347	12	-	2,359
One to 5 years	33,446	782	-	34,228
Five to 10 years	62,160	2,997	-	65,157
After 10 years	<u>79,358</u>	<u>2,140</u>	<u>159</u>	<u>81,339</u>
Total	<u>177,311</u>	<u>5,931</u>	<u>159</u>	<u>183,083</u>
Mortgage-backed securities: residential	1,684	-	12	1,672
Mortgage-backed securities: commercial	123,938	936	192	124,682
Corporate bonds maturities:				
Within 1 year	46,328	134	4	46,458
One to 5 years	170,439	2,675	15	173,099
Five to 10 years	<u>27,113</u>	<u>1,222</u>	<u>-</u>	<u>28,335</u>
Total	<u>243,880</u>	<u>4,031</u>	<u>19</u>	<u>247,892</u>
Total securities, available-for-sale	<u>\$ 1,566,541</u>	<u>\$ 23,262</u>	<u>\$ 1,082</u>	<u>\$ 1,588,721</u>

Within the state and political subdivisions category, the largest concentrations of securities, available-for-sale are held in Texas with 51%, Washington with 25%, and Hawaii with 9% of the category.

(Continued)

FIRST NATIONAL BANK ALASKA  
NOTES TO FINANCIAL STATEMENTS  
December 31, 2020 and 2019  
(Dollars in thousands except per share data)

**NOTE 3 - SECURITIES (Continued)**

Gross unrealized losses on investment securities and the fair value of the related securities, aggregated by investment category and length of time that individual securities have been in a continuous unrealized loss position, at December 31, 2019, were as follows:

	<u>Less Than 12 Months</u>		<u>12 Months or More</u>		<u>Total</u>	
	<u>Fair Value</u>	<u>Unrealized Losses</u>	<u>Fair Value</u>	<u>Unrealized Losses</u>	<u>Fair Value</u>	<u>Unrealized Losses</u>
<u>2019</u>						
Available-for-sale:						
U.S. Treasury	\$ 9,994	\$ 1	\$ -	\$ -	\$ 9,994	\$ 1
U.S. government-sponsored enterprises	63,695	458	86,449	241	150,144	699
States and political subdivisions	19,366	159	-	-	19,366	159
Mortgage-backed – residential	-	-	1,672	12	1,672	12
Mortgage-backed - commercial	44,531	192	-	-	44,531	192
Corporate bonds	5,070	5	15,095	14	20,165	19
Total	<u>\$ 142,656</u>	<u>\$ 815</u>	<u>\$ 103,216</u>	<u>\$ 267</u>	<u>\$ 245,872</u>	<u>\$ 1,082</u>

Investment securities with carrying amounts of \$1,446,592 and \$1,275,164 at December 31, 2020 and 2019, respectively, were pledged to secure public and trust deposits, securities sold under agreements to repurchase, and for other purposes as required or permitted by law.

Realized gains on the disposition of investment securities totaled \$524 and \$334 in 2020 and 2019, respectively. Realized losses on the disposition of investment securities were \$0 and \$218 for 2020 and 2019, respectively.

**NOTE 4 - LOANS**

The loan portfolio consists of the following at December 31:

	<u>2020</u>	<u>2019</u>
Commercial and industrial	\$ 657,637	\$ 419,233
Real estate construction	259,636	346,951
Real estate mortgage	223,692	235,933
Real estate commercial	1,055,847	992,433
Consumer and other	14,476	17,061
Loans, gross	<u>\$ 2,211,288</u>	<u>\$ 2,011,611</u>

There were unamortized premiums of \$1,420 and \$2,805 from purchased government guaranteed loans and multifamily real estate loans as of December 31, 2020 and 2019, respectively. The Bank purchased \$4,383 and \$16,827 of government guaranteed loans in 2020 and 2019, respectively. The government guaranteed loan balances were \$105,193 and \$132,792 as of December 31, 2020 and 2019, respectively. Government guaranteed loans are included in commercial and industrial loans. Multifamily loans are included in real estate mortgage.

(Continued)

FIRST NATIONAL BANK ALASKA  
NOTES TO FINANCIAL STATEMENTS  
December 31, 2020 and 2019  
(Dollars in thousands except per share data)

**NOTE 4 - LOANS (Continued)**

Included in commercial and industrial loans are loans made under the Payroll Protection Program (PPP), which are guaranteed by the Small Business Administration (SBA). The loans have a term of 24 and 60 months but are eligible for forgiveness by the SBA. The Bank originated a total of \$344,622 in PPP loans during 2020. The balance of PPP loans was \$273,820 as of December 31, 2020. The Bank recognized \$8,539 of net fee income during 2020 on the PPP loan originations.

Participation loans of \$188,057 and \$43,192 are in real estate and commercial and industrial loans as of December 31, 2020, respectively. The largest concentrations of participation loans are in Texas with 15%, California with 13%, and Arizona with 12%. Participation loans of \$174,111 and \$39,288 are in real estate and commercial and industrial loans as of December 31, 2019, respectively. The largest concentrations of participation loans are in Washington with 24%, Oregon with 18%, and Nevada with 13%. The remaining loans are located within and outside of Alaska.

Real estate loans serviced for others as of December 31, 2020 and 2019 were \$1,296,649 and \$1,271,279, respectively. Custodial balances, associated with these loans and held in noninterest bearing demand accounts, amounted to \$11,200 and \$11,466 as of December 31, 2020 and 2019, respectively.

As of December 31, 2020 and 2019 the aggregate indebtedness of all related parties (directors and executive officers of the Bank and their family members) was \$23,924 and \$14,796, respectively.

**NOTE 5 - ALLOWANCE FOR LOAN LOSSES**

The following is an analysis of the changes in the allowance for loan losses by portfolio segment for the period ended:

	Commercial and <u>Industrial</u>	Real <u>Estate</u>	Consumer and <u>Other</u>	<u>Total</u>
<u>2020</u>				
Allowance for loan losses:				
Beginning balance, January 1, 2020	\$ 5,500	\$ 13,600	\$ 400	\$ 19,500
Provision for loan losses	1,041	1,230	(76)	2,195
Loans charged-off	(315)	(71)	(189)	(575)
Recoveries	<u>142</u>	<u>125</u>	<u>163</u>	<u>430</u>
Ending Balance, December 31, 2020	<u>\$ 6,368</u>	<u>\$ 14,884</u>	<u>\$ 298</u>	<u>\$ 21,550</u>
<u>2019</u>				
Allowance for loan losses:				
Beginning balance, January 1, 2019	\$ 5,495	\$ 13,530	\$ 375	\$ 19,400
Provision for loan losses	(302)	378	222	298
Loans charged-off	(17)	(414)	(363)	(794)
Recoveries	<u>324</u>	<u>106</u>	<u>166</u>	<u>596</u>
Ending Balance, December 31, 2019	<u>\$ 5,500</u>	<u>\$ 13,600</u>	<u>\$ 400</u>	<u>\$ 19,500</u>

(Continued)

FIRST NATIONAL BANK ALASKA  
NOTES TO FINANCIAL STATEMENTS  
December 31, 2020 and 2019  
(Dollars in thousands except per share data)

**NOTE 5 - ALLOWANCE FOR LOAN LOSSES (Continued)**

The following table presents the balance in the allowance for loan losses and the recorded investment in loans by portfolio segment and based on impairment method as of December 31, 2020 and 2019:

	Commercial and Industrial	Real Estate	Consumer and Other	Total
<u>2020</u>				
Allowance for loan losses:				
Ending allowance balance attributable to loans:				
Individually evaluated for impairment	\$ 3,180	\$ 620	\$ -	\$ 3,800
Collectively evaluated for impairment	<u>3,188</u>	<u>14,264</u>	<u>298</u>	<u>17,750</u>
Total ending allowance balance	<u>\$ 6,368</u>	<u>\$ 14,884</u>	<u>\$ 298</u>	<u>\$ 21,550</u>
Loans:				
Individually evaluated for impairment	\$ 14,615	\$ 16,328	\$ 136	\$ 31,079
Collectively evaluated for impairment	<u>648,798</u>	<u>1,531,446</u>	<u>14,307</u>	<u>2,194,551</u>
Total loans outstanding balance	<u>\$ 663,413</u>	<u>\$ 1,547,774</u>	<u>\$ 14,443</u>	2,225,630
Deferred loan fees, net				<u>(14,342)</u>
Total loans				<u>\$ 2,211,288</u>
	Commercial and Industrial	Real Estate	Consumer and Other	Total
<u>2019</u>				
Allowance for loan losses:				
Ending allowance balance attributable to loans:				
Individually evaluated for impairment	\$ 2,590	\$ 410	\$ -	\$ 3,000
Collectively evaluated for impairment	<u>2,910</u>	<u>13,190</u>	<u>400</u>	<u>16,500</u>
Total ending allowance balance	<u>\$ 5,500</u>	<u>\$ 13,600</u>	<u>\$ 400</u>	<u>\$ 19,500</u>
Loans:				
Individually evaluated for impairment	\$ 14,178	\$ 12,589	\$ -	\$ 26,767
Collectively evaluated for impairment	<u>406,440</u>	<u>1,570,578</u>	<u>17,026</u>	<u>1,994,044</u>
Total loans outstanding balance	<u>\$ 420,618</u>	<u>\$ 1,583,167</u>	<u>\$ 17,026</u>	2,020,811
Deferred loan fees, net				<u>(9,200)</u>
Total loans				<u>\$ 2,011,611</u>

(Continued)

FIRST NATIONAL BANK ALASKA  
NOTES TO FINANCIAL STATEMENTS  
December 31, 2020 and 2019  
(Dollars in thousands except per share data)

**NOTE 5 - ALLOWANCE FOR LOAN LOSSES (Continued)**

The following table summarizes our nonaccrual loans and loans past due by loan class as of December 31, 2020 and 2019:

	30-89 Days <u>Past Due</u>	Greater Than 89 Days <u>Past Due</u>	Total <u>Past Due</u>	<u>Current</u>	Total <u>Loans</u>	<u>Non-accrual</u>
<b>December 31, 2020</b>						
Commercial and industrial	\$ 660	\$ 2,307	\$ 2,967	\$ 660,446	\$ 663,413	\$ 4,612
Real Estate						
Construction and development	1,866	1,167	3,033	258,558	261,591	1,883
1- 4 and multifamily residential	716	379	1,095	223,490	224,585	1,964
Commercial real estate	180	144	324	1,061,274	1,061,598	5,234
Consumer and other	<u>84</u>	<u>21</u>	<u>105</u>	<u>14,338</u>	<u>14,443</u>	<u>-</u>
Total	<u>\$ 3,506</u>	<u>\$ 4,018</u>	<u>\$ 7,524</u>	<u>\$ 2,218,106</u>	2,225,630	13,693
Deferred loan fees, net					(14,342)	(82)
Total loans					<u>\$ 2,211,288</u>	<u>\$ 13,611</u>
<b>December 31, 2019</b>						
Commercial and industrial	\$ 1,642	\$ 32	\$ 1,674	\$ 418,944	\$ 420,618	\$ 2,244
Real Estate						
Construction and development	673	-	673	348,097	348,770	857
1- 4 and multifamily residential	652	121	773	235,894	236,667	781
Commercial real estate	832	160	992	996,738	997,730	2,937
Consumer and other	<u>65</u>	<u>5</u>	<u>70</u>	<u>16,956</u>	<u>17,026</u>	<u>-</u>
Total	<u>\$ 3,864</u>	<u>\$ 318</u>	<u>\$ 4,182</u>	<u>\$ 2,016,629</u>	2,020,811	6,819
Deferred loan fees, net					(9,200)	(50)
Total loans					<u>\$ 2,011,611</u>	<u>\$ 6,769</u>

As of December 31, 2020 and 2019, \$0 and \$121 thousand in loans were greater than 89 days past due and in accrual status.

(Continued)

FIRST NATIONAL BANK ALASKA  
NOTES TO FINANCIAL STATEMENTS  
December 31, 2020 and 2019  
(Dollars in thousands except per share data)

**NOTE 5 - ALLOWANCE FOR LOAN LOSSES** (Continued)

The following table presents information related to impaired loans, net of deferred fees, by class of loans as of December 31, 2020:

	Unpaid Principal Balance	Recorded Investment	Allowance for Loan Losses Allocated	Average Recorded Investment	Interest Income Recognized	Cash Basis Interest Recognized
<u>December 31, 2020</u>						
With no allowance recorded:						
Commercial and industrial	\$ 3,248	\$ 2,724	\$ -	\$ 2,131	\$ 225	\$ 236
Real estate						
Construction and other	2,134	2,009	-	1,508	113	118
1-4 and multifamily residential	2,396	2,276	-	1,701	147	159
Commercial real estate	8,700	7,283	-	5,749	515	506
Consumer and other	<u>136</u>	<u>136</u>	<u>-</u>	<u>68</u>	<u>4</u>	<u>3</u>
Subtotal	<u>16,614</u>	<u>14,428</u>	<u>-</u>	<u>11,157</u>	<u>1,004</u>	<u>1,022</u>
With an allowance recorded:						
Commercial and industrial	12,036	11,849	3,180	12,151	827	850
Real estate						
Construction and other	432	372	205	403	30	30
1-4 and multifamily residential	1,267	1,188	135	1,152	75	78
Commercial real estate	3,596	3,115	280	3,213	210	211
Consumer and other	<u>-</u>	<u>-</u>	<u>-</u>	<u>-</u>	<u>-</u>	<u>-</u>
Subtotal	<u>17,331</u>	<u>16,524</u>	<u>3,800</u>	<u>16,919</u>	<u>1,142</u>	<u>1,169</u>
Total	<u>\$ 33,945</u>	<u>\$ 30,952</u>	<u>\$ 3,800</u>	<u>\$ 28,076</u>	<u>\$ 2,146</u>	<u>\$ 2,191</u>

(Continued)

FIRST NATIONAL BANK ALASKA  
NOTES TO FINANCIAL STATEMENTS  
December 31, 2020 and 2019  
(Dollars in thousands except per share data)

**NOTE 5 - ALLOWANCE FOR LOAN LOSSES** (Continued)

The following table presents information related to impaired loans, net of deferred fees, by class of loans as of December 31, 2019:

	Unpaid Principal Balance	Recorded Investment	Allowance for Loan Losses Allocated	Average Recorded Investment	Interest Income Recognized	Cash Basis Interest Recognized
<u>December 31, 2019</u>						
With no allowance recorded:						
Commercial and industrial	\$ 2,128	\$ 1,708	\$ -	\$ 1,889	\$ 173	\$ 175
Real estate						
Construction and other	1,169	1,063	-	1,060	94	95
1-4 and multifamily residential	1,841	1,742	-	1,876	149	150
Commercial real estate	6,548	5,266	-	5,384	462	469
Consumer and other	-	-	-	-	-	-
Subtotal	<u>11,686</u>	<u>9,779</u>	<u>-</u>	<u>10,209</u>	<u>878</u>	<u>889</u>
With an allowance recorded:						
Commercial and industrial	12,518	12,431	2,590	13,484	1,044	1,014
Real estate						
Construction and other	406	379	160	395	24	33
1-4 and multifamily residential	821	783	50	841	64	64
Commercial real estate	3,690	3,310	200	3,467	255	252
Consumer and other	-	-	-	-	-	-
Subtotal	<u>17,435</u>	<u>16,903</u>	<u>3,000</u>	<u>18,187</u>	<u>1,387</u>	<u>1,363</u>
Total	<u>\$ 29,121</u>	<u>\$ 26,682</u>	<u>\$ 3,000</u>	<u>\$ 28,396</u>	<u>\$ 2,265</u>	<u>\$ 2,252</u>

(Continued)

FIRST NATIONAL BANK ALASKA  
NOTES TO FINANCIAL STATEMENTS  
December 31, 2020 and 2019  
(Dollars in thousands except per share data)

**NOTE 5 - ALLOWANCE FOR LOAN LOSSES (Continued)**

The Bank categorizes loans into risk categories based on relevant information about the ability of borrowers to service their debt such as: current financial information, historical payment experience, credit documentation, public information, and current economic trends, among other factors. The Bank analyzes loans individually by classifying loans as to credit risk. Formal analysis of classified loans is performed quarterly, including all loans 60 days delinquent. Ongoing evaluation of certain performing loans is conducted through internal credit examinations and loan committee reviews.

The Bank uses the following definitions for risk ratings:

Pass/Watch: Loans classified as pass/watch include current loans performing in accordance with contractual terms, pools of homogenous residential real estate and installment/consumer loans that are not individually risk rated and loans which exhibit certain risk factors that require greater than usual monitoring by management.

Special Mention: Loans classified as special mention have a potential weakness that deserves management's close attention. If left uncorrected, these potential weaknesses may result in deterioration of the repayment prospects for the loan or of the institution's credit position at some future date.

Substandard: Loans classified as substandard are inadequately protected by the current net worth and paying capacity of the borrower or of the collateral pledged, if any. Loans so classified have a well-defined weakness or weaknesses that jeopardize the liquidation of the debt. They are characterized by the distinct possibility that the institution will sustain some loss if the deficiencies are not corrected.

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

The following table summarizes our internal risk rating by loan class based on the most recent analysis performed as of December 31, 2020 and 2019:

	<u>Pass/ Watch</u>	<u>Special Mention</u>	<u>Sub- Standard</u>	<u>Doubtful/ Loss</u>	<u>Total</u>
<u>December 31, 2020</u>					
Commercial and Industrial	\$ 638,474	\$ 2,100	\$ 20,590	\$ 2,249	\$ 663,413
Real Estate,					
Construction and development	256,705	2,048	2,838	-	261,591
1-4 and multifamily residential	216,917	1,134	6,498	36	224,585
Commercial real estate	1,030,370	10,161	20,658	409	1,061,598
Consumer and other	<u>14,269</u>	<u>-</u>	<u>174</u>	<u>-</u>	<u>14,443</u>
Total	<u>\$ 2,156,735</u>	<u>\$ 15,443</u>	<u>\$ 50,758</u>	<u>\$ 2,694</u>	2,225,630
Deferred loan fees, net					<u>(14,342)</u>
Total					<u>\$ 2,211,288</u>

(Continued)

FIRST NATIONAL BANK ALASKA  
NOTES TO FINANCIAL STATEMENTS  
December 31, 2020 and 2019  
(Dollars in thousands except per share data)

**NOTE 5 - ALLOWANCE FOR LOAN LOSSES (Continued)**

	<u>Pass/ Watch</u>	<u>Special Mention</u>	<u>Sub- Standard</u>	<u>Doubtful/ Loss</u>	<u>Total</u>
<u>December 31, 2019</u>					
Commercial and Industrial	\$ 404,588	\$ 1,216	\$ 14,212	\$ 602	\$ 420,618
Real Estate,					
Construction and development	347,020	-	1,750	-	348,770
1-4 and multifamily residential	230,415	1,014	5,202	36	236,667
Commercial real estate	984,453	2,712	10,565	-	997,730
Consumer and other	<u>17,024</u>	<u>2</u>	<u>-</u>	<u>-</u>	<u>17,026</u>
Total	<u>\$ 1,983,500</u>	<u>\$ 4,944</u>	<u>\$ 31,729</u>	<u>\$ 638</u>	2,020,811
Deferred loan fees, net					<u>(9,200)</u>
Total					<u>\$ 2,011,611</u>

Management has identified the rental and leasing and hotel and food service industries as the most susceptible to immediate increased credit risk from the impact of COVID-19. The Bank's year-end 2020 total loan in these higher risk sectors totaled \$1,043,285, which represents 47.2% of total loans. The at risk sectors include \$878,763 in commercial real estate loans, \$49,868 in commercial and industrial loans, and \$114,654 in commercial construction loans.

**Troubled Debt Restructurings:**

At December 31, 2020 and 2019, the Bank had loans of \$21,000 and \$20,088 classified as troubled debt restructurings, respectively, which are included in impaired loans. These loans had allocated specific reserves of \$3,186 and \$2,626 at December 31, 2020 and 2019, respectively. The Bank has committed to lend \$66 and \$135 as of December 31, 2020 and 2019, respectively, to customers with outstanding loans that are classified as troubled debt restructurings.

At December 31, 2020 \$15,839 of troubled debt restructurings were performing and \$5,161 were nonaccrual and impaired. At December 31, 2019, \$17,754 of troubled debt restructurings were performing and \$2,334 were nonaccrual and impaired.

During the year ended December 31, 2020, the terms of certain loans were modified as troubled debt restructurings. The modification of the terms of such loans included one or a combination of the following: an extension of the maturity date at a stated rate of interest lower than the current market rate for new debt with similar risk or a temporary deferral of all or part of the original periodic principal payments.

**Commercial loans:** There were three restructurings of commercial loans. There were two restructurings of stated interest rate, as well as three maturity date extensions of 72, 29, and 16 months.

**1-4 and multifamily residential loans:** There was one restructuring of a 1-4 and multifamily residential loan with a stated interest rate restructuring and maturity date extension of 153 months.

**Commercial real estate loans:** There were seven restructurings of commercial real estate loans. There were two restructurings of stated interest rate, seven payment restructurings, and four maturity date extensions of 64, 20, 12 and three months.

(Continued)

FIRST NATIONAL BANK ALASKA  
NOTES TO FINANCIAL STATEMENTS  
December 31, 2020 and 2019  
(Dollars in thousands except per share data)

**NOTE 5 - ALLOWANCE FOR LOAN LOSSES (Continued)**

**Consumer loans:** There was one restructuring of a consumer loan with a restructuring of stated interest rate and a maturity date extension of 40 months.

**There were no restructurings of construction loans.**

During the year ended December 31, 2019, the terms of certain loans were modified as troubled debt restructurings. The modification of the terms of such loans included one or a combination of the following: an extension of the maturity date at a stated rate of interest lower than the current market rate for new debt with similar risk or a temporary deferral of all or part of the original periodic principal payments.

**Commercial loans:** There were two restructurings of commercial loans. There was one restructuring of stated interest rate, as well as two maturity date extensions of one and two months.

There were no restructurings of construction loans, 1-4 and multifamily residential loans, commercial real estate loans, and consumer loans.

The following table presents loans by class modified as troubled debt restructurings that occurred during the years ended December 31, 2020 and 2019:

	<u>Number of Loans</u>	<u>Pre-Modification Outstanding Recorded Investment</u>	<u>Post-Modification Outstanding Recorded Investment</u>
<u>2020 Troubled Debt Restructurings:</u>			
Commercial	3	\$ 782	\$ 774
Real estate:			
Construction and other	-	-	-
1-4 and multifamily residential	1	141	141
Commercial real estate	7	2,812	2,892
Consumer and other	<u>1</u>	<u>142</u>	<u>142</u>
Total	<u>12</u>	<u>\$ 3,877</u>	<u>\$ 3,949</u>
<u>2019 Troubled Debt Restructurings:</u>			
Commercial	2	\$ 1,528	\$ 1,101
Real estate:			
Construction and other	-	-	-
1-4 and multifamily residential	-	-	-
Commercial real estate	-	-	-
Consumer and other	<u>-</u>	<u>-</u>	<u>-</u>
Total	<u>2</u>	<u>\$ 1,528</u>	<u>\$ 1,101</u>

The troubled debt restructurings described in the above table had allocated specific reserves of \$8 and \$427 as of December 31, 2020 and 2019 and resulted in no charge-offs during the years ended December 31, 2020 and 2019.

There were no loans that defaulted (became at least 60 days past due) during December 31, 2020 and 2019 after having been modified as a troubled debt restructuring within the previous 12 months.

In order to determine whether a borrower is experiencing financial difficulty, an evaluation is performed of the probability that the borrower will be in payment default on any of its debt in the foreseeable future without the modification. This evaluation is performed under the Bank's internal underwriting policy.

(Continued)

FIRST NATIONAL BANK ALASKA  
NOTES TO FINANCIAL STATEMENTS  
December 31, 2020 and 2019  
(Dollars in thousands except per share data)

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**NOTE 5 - ALLOWANCE FOR LOAN LOSSES (Continued)**

The Bank is working with borrowers impacted by COVID-19 and providing modifications to include deferral of interest and/or principal payments for up to 3 to 14 months, with the majority at 14 months. Certain borrowers may have an extended deferral period. These modifications are excluded from troubled debt restructuring classification under Section 4013 of the CARES Act or under applicable interagency guidance of federal banking regulators. The Bank provided 243 of payment deferrals on loans with a total principal balance of \$316,399, or 14%, of total loans. Majority of the modifications are to interest-only payments, making up 93% of total modifications. Modifications remain concentrated in commercial real estate loans to customers in the rental and leasing and hotel and food service industries. As of December 31, 2020, \$6,667 of the deferrals have expired and the borrower is making payments as agreed, \$4,092 of the deferrals have expired and the borrower is delinquent, and \$305,640 are in active deferral period. The majority of active deferrals expire during third quarter 2021.

**NOTE 6 - PREMISES AND EQUIPMENT**

The following is a summary of the major components of premises and equipment as of December 31:

	<u>2020</u>	<u>2019</u>
Land	\$ 13,405	\$ 13,516
Bank premises	78,127	78,235
Leasehold improvements	276	122
Furniture and equipment	36,902	37,228
Construction in process	<u>887</u>	<u>650</u>
Total premises and equipment	129,597	129,751
Less: Accumulated depreciation and amortization	<u>81,917</u>	<u>80,740</u>
Premises and equipment, net	<u>\$ 47,680</u>	<u>\$ 49,011</u>

Depreciation and amortization expense on premises and equipment for the years ended December 31, 2020 and 2019 totaled \$4,011 and \$3,798, respectively.

In 2020, the Bank transferred \$412 out of bank premises to other real estate owned.

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(Continued)

FIRST NATIONAL BANK ALASKA  
NOTES TO FINANCIAL STATEMENTS  
December 31, 2020 and 2019  
(Dollars in thousands except per share data)

**NOTE 7 - OTHER REAL ESTATE OWNED**

The following is an analysis of the changes in other real estate owned:

	<u>2020</u>	<u>2019</u>
Balance, January 1	\$ 1,408	\$ 1,790
Acquired upon foreclosure	300	612
Transfers from bank premises	412	-
Capitalized improvements	-	9
Dispositions	(1,659)	(1,003)
Depreciation	-	-
Balance, December 31	<u>461</u>	<u>1,408</u>
Less Devaluation Reserves:		
Balance, January 1	(65)	(165)
Impairments subsequent to foreclosure	(164)	(156)
Dispositions	229	256
Balance, December 31	<u>-</u>	<u>(65)</u>
Other real estate owned, net	<u>\$ 461</u>	<u>\$ 1,343</u>

Net gains on sales of other real estate owned included in other noninterest expense for the years ended December 31, 2020 and 2019, totaled \$165 and \$111, respectively. Operating expenses, net of rental income totaled \$56 and \$65 for the years ended December 31, 2020 and 2019, respectively.

**NOTE 8 - MORTGAGE SERVICING RIGHTS**

The following is an analysis of the changes in mortgage servicing rights:

	<u>2020</u>	<u>2019</u>
Balance, January 1,	\$ 2,611	\$ 2,740
Additions -		
Capitalization of servicing assets	2,175	1,073
Subtractions:		
Amortization	(1,010)	(958)
Accelerated amortization due to early payoffs	<u>(244)</u>	<u>(244)</u>
Balance, December 31,	<u>\$ 3,532</u>	<u>\$ 2,611</u>

Mortgage loan servicing income is comprised of the following:

	<u>2020</u>	<u>2019</u>
Mortgage loan servicing fees	\$ 3,389	\$ 3,447
Amortization of costs	(1,010)	(958)
Accelerated amortization due to early payoffs	<u>(244)</u>	<u>(244)</u>
Mortgage loan servicing income	<u>\$ 2,135</u>	<u>\$ 2,245</u>

(Continued)

FIRST NATIONAL BANK ALASKA  
 NOTES TO FINANCIAL STATEMENTS  
 December 31, 2020 and 2019  
 (Dollars in thousands except per share data)

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**NOTE 8 - MORTGAGE SERVICING RIGHTS (Continued)**

Mortgage servicing rights (MSRs) are accounted for under the amortization method. MSRs are included in other assets. MSRs are initially recorded at estimated fair value and are then amortized in proportion to and over the period of estimated net servicing income. The fair value of MSRs is estimated at the present value of the estimated expected future cash flows using a discount rate equivalent with the risks involved. MSRs are amortized against mortgage loan servicing income over seven years based upon prepayment assumptions. Those prepayment assumptions predict mortgages will pay off or refinance at lower levels during the first 30 months and at a constant level over the remaining 54 months. Accordingly, MSRs are amortized against mortgage loan servicing income at higher levels during the initial 30 months. If actual payments received exceed the prepayment assumptions, an impairment is recorded. Fair value of MSRs exceed amortized cost for each individual stratum. Accordingly, there has been no impairment for 2020 and 2019.

**NOTE 9 - DEPOSITS**

Total deposits by type of depositor as of December 31:

	<u>2020</u>	<u>2019</u>
Deposits of individuals, partnerships, and corporations	\$ 3,030,222	\$ 2,342,377
Deposits of U.S. government	2,367	1,193
Deposits of states and political subdivisions	80,445	43,918
Other deposits	<u>135</u>	<u>297</u>
Total deposits	<u>\$ 3,113,169</u>	<u>\$ 2,387,785</u>

As of December 31, 2020 and 2019 the aggregate deposits of related parties (directors and executive officers of the Bank and their family members) were \$10,357 and \$7,364, respectively.

Time deposits have aggregate maturities as of December 31 as follows:

<u>Maturity:</u>	<u>2020</u>
2021	116,894
2022	5,492
2023	2,545
2024	1,018
2025	<u>1,058</u>
Total time deposits	<u>\$ 127,007</u>

Time deposits that meet or exceed the FDIC Insurance Limit of \$250 were \$51,523 and \$43,218 as of December 31, 2020 and 2019, respectively.

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(Continued)

FIRST NATIONAL BANK ALASKA  
NOTES TO FINANCIAL STATEMENTS  
December 31, 2020 and 2019  
(Dollars in thousands except per share data)

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**NOTE 10 - SECURITIES SOLD UNDER AGREEMENTS TO REPURCHASE**

Investment securities, primarily including U.S. Treasuries and U.S. government-sponsored enterprises, with carrying amounts of \$1,215,467 and \$1,077,862 at December 31, 2020 and 2019, respectively, were pledged to secure securities sold under agreements to repurchase. As of December 31, 2020 all repurchase agreements matured within 1 business day.

As of December 31, 2020 and 2019, aggregate repurchase agreement balances of related parties (directors and executive officers of the Bank and their family members) were \$0 and \$144, respectively.

**NOTE 11 - LEASES**

The Bank is party to various operating leases for the rental of premises and equipment. Total rental expenses for Bank premises and equipment were \$363 and \$421 as of December 31, 2020 and 2019, respectively.

The Bank has lease agreements for land and office facilities that it occupies to operate several retail branch locations that are classified as operating leases and are recognized on the balance sheet as right-of-use ("ROU") assets and lease liabilities. The Bank uses the rate implicit in each lease as the discount rate to determine the lease liability, which is the present value of lease payments not yet paid at the lease commencement date. If the rate implicit in each lease is not readily determinable, the Bank uses its incremental borrowing rate as of the lease commencement date as the discount rate. As of December 31, 2020, the Bank has operating lease ROU assets of \$1,593 and operating lease liabilities of \$1,593.

In 2017, the Bank entered into an obligation for a finance lease covering mail equipment. The gross amount of mail equipment, including installation costs, and related accumulated amortization under the finance lease was \$358 and \$311 as of December 31, 2020. Amortization of assets held under finance leases is included with depreciation expense.

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(Continued)

FIRST NATIONAL BANK ALASKA  
NOTES TO FINANCIAL STATEMENTS  
December 31, 2020 and 2019  
(Dollars in thousands except per share data)

**NOTE 11 – LEASES (Continued)**

The table below reconciles future undiscounted cash flows for finance and operating leases with initial terms of one year or more as of December 31, 2020 to the finance lease obligations and operating lease liabilities recorded on the balance sheet.

	<u>Finance Leases</u>	<u>Operating Leases</u>
Year ended December 31:		
2021	\$ 72	\$ 188
2022	12	212
2023	-	214
2024	-	194
2025	-	160
Thereafter	-	<u>5,304</u>
Total undiscounted lease payments	<u>84</u>	<u>6,272</u>
Less: imputed interest	<u>-</u>	<u>(4,679)</u>
Net finance lease obligations and operating lease liabilities	<u>\$ 84</u>	<u>\$ 1,593</u>
Finance lease weighted average remaining lease term (years)		1.17
Finance lease weighted average discount rate		0.10%
Operating lease weighted average remaining lease term (years)		53.87
Operating lease weighted average discount rate		4.35%

As of December 31, 2020, the Bank entered into a lease for branch retail space beginning June 1, 2021, pending completion of construction. The additional lease liability associated with this lease is estimated to be \$1,396.

**NOTE 12 - SHAREHOLDERS' EQUITY**

Since November 2008, the Bank has been authorized to repurchase up to a value of \$100,000 of its outstanding common stock on the open market and through privately negotiated transactions. The original program term expired in August 2009 and has been renewed annually since that period. The existing authority expires April 16, 2021.

Repurchase transactions are accounted for as a reduction in common stock and retained earnings. Repurchases are funded from available capital and retired. These transactions have not impacted the surplus balance of \$40,000 as of December 31, 2020 and 2019, which is maintained to comply with regulatory requirements. Changes to surplus require regulatory approval.

During 2020, the Bank repurchased a total of 625 shares of common stock representing an annual aggregate purchase value of \$152 at an average price per share of \$243.96. During 2019, the Bank repurchased a total of 1,120 shares of common stock representing an annual aggregate value of \$269, at an average price per share of \$239.80. Cumulative shares of 280,705 have been repurchased under the program since inception for a combined purchase total of \$45,495.

At the January 28, 2021 Board of Directors meeting, cash dividends of \$3.20 per share were declared, payable March 15, 2021 to shareholders of record as of March 1, 2021.

(Continued)

FIRST NATIONAL BANK ALASKA  
NOTES TO FINANCIAL STATEMENTS  
December 31, 2020 and 2019  
(Dollars in thousands except per share data)

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**NOTE 13 - LITIGATION**

From time to time in the normal course of business, various claims are asserted against the Bank. Management and legal counsel are of the opinion that ultimate resolution of the matters presently known to exist will not have a material effect on the Bank's financial statements.

The Bank's payment services include acquisition of Visa credit card transactions from merchants who use the Bank's merchant services. In order to be able to acquire those transactions the Bank is a member of the Visa U.S.A. credit card association.

During 2004, Discover Financial Services, Inc. filed an action against Visa U.S.A. and others seeking treble damages and injunctive relief under Federal antitrust laws. Also in 2004, American Express Travel Related Services Company, Inc. filed a similar action against Visa U.S.A. and others. There was other related litigation as well.

During 2007, Visa closed a restructuring of its organization. As part of this reorganization, the Visa U.S.A. by-laws were amended and included an indemnification provision whereby the Bank, as a member of Visa U.S.A., is required to indemnify Visa for acts and omissions of the Bank related to the Visa network and for certain specified litigation involving Visa U.S.A. An escrow arrangement was established anticipating the use of escrowed funds to pay the amount of certain Visa U.S.A. litigation expenses and settlements, including the Discover and American Express cases discussed above. Consequently, under ASC Topic 460, the Bank was required to measure the indemnification obligation related to the Visa litigation at fair value.

In late 2007 and 2008, respectively, Visa Inc., Visa U.S.A. and Visa International entered into agreements with American Express and Discover Financial Services to resolve all current litigation between them. Under the agreements Visa Inc. agreed to pay American Express \$2,065,000 and \$1,888,000 to Discover Financial Services. The Bank's membership proportion according to the number of shares it was issued upon restructuring is 0.01691% after share repurchase adjustments.

The Bank has carried reserves for litigation expense for proportional exposure under these matters deemed covered litigation by VISA Inc. since 2007. The reserve is \$1,500 as of December 31, 2020 and 2019. The Bank has not recorded in its financial statements any value for its membership interest in Visa Inc.

The Bank has a \$1,500 escrow receivable as of December 31, 2020 and 2019, respectively, representing the Bank's proportionate share of remaining escrowed funds Visa set aside to the purpose of settling these litigation claims.

The specified litigation discussed above includes outstanding unresolved claims against Visa U.S.A., which are complex and subject to substantial uncertainty and unspecified damages. As such, the ultimate outcome of the cases and corresponding indemnification may be significantly different than the value estimated in the December 31, 2020 financial statements.

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(Continued)

FIRST NATIONAL BANK ALASKA  
NOTES TO FINANCIAL STATEMENTS  
December 31, 2020 and 2019  
(Dollars in thousands except per share data)

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**NOTE 14 - EMPLOYEE BENEFIT PLANS**

The Bank offers a 401(k) plan for all employees whom have attained 18 years of age. Participants are allowed to make voluntary salary deferral of up to 50% of their eligible pay subject to certain limitations. For 2020, the maximum amount that may be deferred by participants is \$19.5. Additionally, participants who reach the age of 50 by the end of the calendar year are eligible to make a “catch-up contribution” in an amount up to \$6.5. The participant’s salary deferral plus any earnings they generate are 100% vested.

The Bank will make matching contributions equal to 50% of the portion of each participant’s before-tax contributions (excluding “catch-up contributions”) that do not exceed 7.5% of the participant’s eligible pay. Matching contributions made by the Bank, including any earnings generated, are vested beginning at 20% after completion of one full year of service, increasing 20% each year until fully vested at five years of service. The 2020 combined limit of all employee and employer contributions to an individual participant’s account is \$57.

The Bank has a qualified non-contributory profit sharing plan for all employees. The annual profit sharing contribution can be made only from profits and the amount is determined by the Board of Directors.

The contribution to the profit sharing and 401(k) plan was \$2,479 and \$2,217 for the years ended December 31, 2020 and 2019, respectively.

**NOTE 15 - PROVISION FOR INCOME TAXES**

The provision for income taxes is comprised of the following as of December 31:

	<u>2020</u>	<u>2019</u>
Current:		
Federal	\$ 15,282	\$ 13,509
State	5,899	4,701
Total current	<u>21,181</u>	<u>18,210</u>
Deferred:		
Federal	(1,163)	120
State	(411)	43
Total deferred	<u>(1,574)</u>	<u>163</u>
Provision for income taxes	<u>\$ 19,607</u>	<u>\$ 18,373</u>

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(Continued)

FIRST NATIONAL BANK ALASKA  
NOTES TO FINANCIAL STATEMENTS  
December 31, 2020 and 2019  
(Dollars in thousands except per share data)

**NOTE 15 - PROVISION FOR INCOME TAXES** (Continued)

Income tax expense differed from the Federal statutory rate of 21% for 2020 and 2019 for the following reasons:

	<u>2020</u>	<u>%</u>	<u>2019</u>	<u>%</u>
Tax expense at federal statutory rate	\$ 16,200	21.00%	\$ 15,544	21.00%
Increase (decrease) resulting from:				
State tax, net of Federal tax effect	4,002	5.19	3,842	5.19
Disallowed interest expense	37	0.05	148	0.20
Interest exempt from federal taxation	(1,080)	(1.40)	(981)	(1.33)
Low income housing tax credits	(3)	(0.00)	(170)	(0.23)
Other items, net	<u>451</u>	<u>0.58</u>	<u>(10)</u>	<u>(0.01)</u>
Provision for income taxes	<u>\$ 19,607</u>	<u>25.42%</u>	<u>\$ 18,373</u>	<u>24.82%</u>

The tax effect of temporary differences that give rise to the Bank's deferred tax assets and deferred tax liabilities are comprised of the following:

	<u>2020</u>	<u>2019</u>
Deferred tax assets:		
Allowance for loan losses	\$ 6,126	\$ 5,543
Mortgage servicing rights	30	396
Interest collected on nonperforming loans	871	755
Vacation accrual	1,387	1,103
Accumulated depreciation and amortization	498	504
Other real estate owned valuation reserve	17	225
Low income housing projects	397	558
Lease liability	453	444
Other	<u>975</u>	<u>724</u>
Total deferred tax assets	<u>10,754</u>	<u>10,252</u>
Deferred tax liabilities:		
Net unrealized holding gain on securities, available-for-sale	19,091	6,305
Net deferred loan fees	1,636	2,879
Deferred loan costs	722	517
Right of use asset	453	444
Other	<u>1,135</u>	<u>1,178</u>
Total deferred tax liabilities	<u>23,037</u>	<u>11,323</u>
Net deferred tax liabilities	<u>\$ (12,283)</u>	<u>\$ (1,071)</u>

Net deferred tax liabilities are included in other liabilities in the statements of financial condition. The Bank believes that it is more likely than not that the previous taxes paid and results of future operations will generate sufficient taxable income to realize deferred tax assets.

The Bank does not have any material uncertain tax positions or unrecognized tax benefits for additional disclosure in the financial statements.

(Continued)

FIRST NATIONAL BANK ALASKA  
NOTES TO FINANCIAL STATEMENTS  
December 31, 2020 and 2019  
(Dollars in thousands except per share data)

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**NOTE 15 - PROVISION FOR INCOME TAXES** (Continued)

The total amount of interest and penalties recorded in the income statement for the years ended December 31, 2020 and 2019 were immaterial and no amounts are accrued for interest and penalties at December 31, 2020 or 2019.

The Bank is subject to U.S. federal income tax as well as income tax for the state of Alaska and various other state income and franchise taxes. The Bank is no longer subject to examination by taxing authorities for years before 2017.

**NOTE 16 - ESTIMATED FAIR VALUE OF FINANCIAL INSTRUMENTS**

GAAP requires disclosure of the estimated fair values of certain financial assets and liabilities, both on and off-balance sheet, for which it is practical to estimate the fair value. Because the estimated fair values provided herein exclude disclosure of the fair value of certain other financial instruments and all non-financial instruments, any aggregation of the estimated fair value amounts presented would not represent the underlying value of the Bank. Examples of non-financial instruments having significant value include the future earnings potential of significant customer relationships and the value of the Bank's trust department operations and other fee-generating businesses. In addition, other significant assets including property, plant, and equipment and mortgage servicing rights for portfolio loans are not considered financial instruments and, therefore, have not been valued.

Various methodologies and assumptions have been utilized in management's determination of the estimated fair value of the Bank's financial instruments, which are detailed below. The fair value estimates are made at a discrete point in time based on relevant market information. Because no market exists for a significant portion of these financial instruments, fair value estimates are based on judgments regarding future expected economic conditions, loss experience, and risk characteristics of the financial instruments. These estimates are subjective, involve uncertainties, and cannot be determined with precision. Changes in assumptions could significantly affect the estimates

The fair value estimates presented herein are based on pertinent information available to management as of December 31, 2020 and 2019. Although management is not aware of any factors that would significantly affect the estimated fair value amounts, such amounts have not been comprehensively revalued for purposes of these financial statements since that date, and current estimates of fair value may differ significantly from the amounts presented herein.

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(Continued)

FIRST NATIONAL BANK ALASKA  
NOTES TO FINANCIAL STATEMENTS  
December 31, 2020 and 2019  
(Dollars in thousands except per share data)

**NOTE 16 - ESTIMATED FAIR VALUE OF FINANCIAL INSTRUMENTS** (Continued)

Amounts and estimated fair value of financial instruments as of December 31,

	2020		2019	
	Carrying Amount	Estimated Fair Value	Carrying Amount	Estimated Fair Value
<b>Financial assets:</b>				
Cash and cash equivalents	\$ 532,379	\$ 532,379	\$ 127,657	\$ 127,657
Securities, available-for-sale	1,870,814	1,870,814	1,588,721	1,588,721
Real estate loans to be sold	15,818	15,894	15,459	15,520
<b>Loans:</b>				
Commercial and industrial	651,269	662,603	413,733	412,538
Real estate	1,524,296	1,578,309	1,561,717	1,591,609
Consumer and other	14,173	14,020	16,661	16,968
Total loans, net	2,189,738	2,254,932	1,992,111	2,021,115
Federal Reserve Bank stock	2,150	N/A	2,151	N/A
Federal Home Loan Bank stock	4,570	N/A	4,504	N/A
Interest receivable	18,110	18,110	17,306	17,306
<b>Financial liabilities:</b>				
<b>Deposits:</b>				
Non-interest bearing	1,841,846	1,841,846	1,319,714	1,319,714
Interest bearing:				
Savings	798,139	798,139	643,326	643,326
NOW	222,109	222,109	187,543	187,543
Money market	124,068	124,068	122,085	122,085
Time	127,007	127,776	115,117	116,005
Total interest bearing	1,271,323	1,272,092	1,068,071	1,068,959
Total deposits	3,113,169	3,113,938	2,387,785	2,388,673
Securities sold under agreements to repurchase	969,766	969,766	859,425	859,425
Interest payable	344	344	479	479

(Continued)

FIRST NATIONAL BANK ALASKA  
NOTES TO FINANCIAL STATEMENTS  
December 31, 2020 and 2019  
(Dollars in thousands except per share data)

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**NOTE 16 - ESTIMATED FAIR VALUE OF FINANCIAL INSTRUMENTS** (Continued)

In accordance with ASC Topic 820, we measure some of the financial assets and financial liabilities disclosed in the following tables at fair value in three levels based on the markets in which the assets and liabilities are traded and reliability of the assumptions used to determine fair value. The levels are:

- Level 1 Valuations for assets and liabilities traded in active exchange markets. Valuations are obtained from readily available pricing sources for market transactions involving identical assets, liabilities, or funds. Level 1 includes U.S. Treasury Securities.
- Level 2 Valuations for assets and liabilities traded in less active dealer, or broker markets, such as quoted prices for similar assets or liabilities or quoted prices in markets that are not active. Level 2 includes U. S. government-sponsored enterprises, securities of state and political subdivisions, residential mortgage-backed securities, and corporate bonds. Valuations are usually obtained from third party pricing services for identical or comparable assets or liabilities.
- Level 3 Valuations for assets and liabilities that are derived from other valuation methodologies, such as option pricing models, discounted cash flow models and similar techniques, and not based on market exchange, dealer, or broker traded transactions. Level 3 valuations incorporate certain assumptions and projections in determining the fair value assigned to such assets or liabilities.

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(Continued)

FIRST NATIONAL BANK ALASKA  
NOTES TO FINANCIAL STATEMENTS  
December 31, 2020 and 2019  
(Dollars in thousands except per share data)

**NOTE 16 - ESTIMATED FAIR VALUE OF FINANCIAL INSTRUMENTS (Continued)**

Assets measured at fair value on a recurring basis:

	Total	Fair Value Measurements Using		
		Quoted Prices in Active Markets For Identical Assets (Level 1)	Significant Other Observable Inputs (Level 2)	Significant Unobservable Inputs (Level 3)
<u>2020</u>				
<u>Securities:</u>				
U.S. Treasury securities	\$ 350,001	\$ 350,001	\$ -	\$ -
U.S. government-sponsored enterprises	899,648	-	899,648	-
States and political subdivisions	186,520	-	186,520	-
Mortgage-backed securities – residential	92,851	-	92,851	-
Mortgage-backed securities – commercial	145,658	-	145,658	-
Corporate bonds	<u>196,136</u>	<u>-</u>	<u>196,136</u>	<u>-</u>
Securities total	<u>\$ 1,870,814</u>	<u>\$ 350,001</u>	<u>\$ 1,520,813</u>	<u>\$ -</u>
<u>2019</u>				
<u>Securities:</u>				
U.S. Treasury securities	\$ 269,057	\$ 269,057	\$ -	\$ -
U.S. government-sponsored enterprises	762,335	-	762,335	-
States and political subdivisions	183,083	-	183,083	-
Mortgage-backed securities – residential	1,672	-	1,672	-
Mortgage-backed securities – commercial	124,682	-	124,682	-
Corporate bonds	<u>247,892</u>	<u>-</u>	<u>247,892</u>	<u>-</u>
Securities total	<u>\$ 1,588,721</u>	<u>\$ 269,057</u>	<u>\$ 1,319,664</u>	<u>\$ -</u>

For investment securities, where quoted prices are available in an active market for identical securities they are classified within Level 1 of the valuation hierarchy. If quoted market prices are not available, then fair values are estimated by using pricing models and quoted prices of securities with similar characteristics and securities are classified as Level 2.

Where there is limited activity or less transparency around inputs to the valuation, investment securities are classified within Level 3 of the valuation hierarchy. No securities were classified as Level 3 during 2020 and 2019.

The majority of the Bank's investments are in high-quality short term U.S. Treasury, U.S. government-sponsored enterprise bonds where the fair values are determined by the Bank's pricing service using quoted prices of similar securities. As of December 31, 2020 the Bank had no investments in Fannie Mae or Freddie Mac common or preferred stock.

(Continued)

FIRST NATIONAL BANK ALASKA  
NOTES TO FINANCIAL STATEMENTS  
December 31, 2020 and 2019  
(Dollars in thousands except per share data)

**NOTE 16 - ESTIMATED FAIR VALUE OF FINANCIAL INSTRUMENTS (Continued)**

Assets measured at fair value on a nonrecurring basis:

	<u>Total</u>	Quoted Prices in Active Markets For Identical Assets <u>Level 1</u>	Significant Other Observable Inputs <u>Level 2</u>	Significant Unobservable Inputs <u>Level 3</u>
<u>December 31, 2020</u>				
Impaired loans:				
Commercial and Industrial	\$ 8,656	\$ -	\$ -	\$ 8,656
Real estate	<u>4,045</u>	<u>-</u>	<u>-</u>	<u>4,045</u>
Total	<u>\$ 12,701</u>	<u>\$ -</u>	<u>\$ -</u>	<u>\$ 12,701</u>
<u>December 31, 2019</u>				
Impaired loans:				
Commercial and Industrial	\$ 9,823	\$ -	\$ -	\$ 9,823
Real estate	4,043	-	-	4,043
Other real estate owned – Construction and development	<u>90</u>	<u>-</u>	<u>-</u>	<u>90</u>
Total	<u>\$ 13,956</u>	<u>\$ -</u>	<u>\$ -</u>	<u>\$ 13,956</u>

The fair value of impaired loans is based on the value of the collateral securing those loans and is determined using the sale or market comparison. The market comparison evaluates the sales price of similar properties or assets in the same market area. Impaired loans that are measured for impairment using the fair value of the collateral for collateral dependent loans resulted in an additional provision for loan losses of \$797 and \$207 for the years ended December 31, 2020 and 2019, respectively.

The fair value of other real estate owned is based upon the current appraised values of the properties. Appraisals are obtained at least annually and reductions in value are recorded as a valuation loss through a charge to expense. Other real estate owned measured at fair value less costs to sell resulted in write-downs of \$0 and \$64 for the years ended December 31, 2020 and 2019, respectively.

(Continued)

FIRST NATIONAL BANK ALASKA  
NOTES TO FINANCIAL STATEMENTS  
December 31, 2020 and 2019  
(Dollars in thousands except per share data)

**NOTE 16 - ESTIMATED FAIR VALUE OF FINANCIAL INSTRUMENTS** (Continued)

The following table presents quantitative information about level 3 fair value measurements for financial instruments measured at fair value on a nonrecurring basis at December 31, 2020 and 2019:

<u>December 31, 2020</u>	<u>Fair value</u>	<u>Valuation Technique</u>	<u>Unobservable Input</u>	<u>Range (Weighted Average)</u>
Loans – Commercial and Industrial	\$ 8,656	Sales comparison approach	Adjustment for differences between the comparable sales	-2.27% to -43.16% (-4.09%)
Loans – Real estate	\$ 4,045	Sales comparison approach	Adjustment for differences between the comparable sales	-0.15% to -47.32% (-5.03%)
<u>December 31, 2019</u>	<u>Fair value</u>	<u>Valuation Technique</u>	<u>Unobservable Input</u>	<u>Range (Weighted Average)</u>
Loans – Commercial and Industrial	\$ 9,823	Sales comparison approach	Adjustment for differences between the comparable sales	-2.56% to -39.91% (-3.36%)
Loans – Real estate	\$ 4,043	Sales comparison approach	Adjustment for differences between the comparable sales	-0.19% to -12.92% (-4.00%)
Other real estate owned – Construction and Development	\$ 90	Sales comparison approach	Adjustment for differences between the comparable sales	-5.00% to -5.00% (-5.00%)

ASC Topic 825 provides an option to selectively report financial assets and financial liabilities at fair value and establishes presentation and disclosure requirements. The Bank did not elect the fair value option for any additional financial assets or liabilities as of December 31, 2020. The Bank may adopt this guidance for financial assets and liabilities in the future as permitted under the guidance.

**NOTE 17 - CREDIT ARRANGEMENTS**

The Bank had a committed line of credit, secured by investment securities, of \$97,633 and \$104,575 from the Federal Reserve Bank at a rate of 0.25% and 2.25% as of December 31, 2020 and 2019, respectively. The Bank had a line of credit from Federal Home Loan Bank Des Moines, secured by loans, of \$451,503 and \$53,820 at a rate of 0.29% and 1.73% as of December 31, 2020 and 2019, respectively. There were no outstanding balances against these lines of credit as of December 31, 2020 or 2019.

(Continued)

FIRST NATIONAL BANK ALASKA  
NOTES TO FINANCIAL STATEMENTS  
December 31, 2020 and 2019  
(Dollars in thousands except per share data)

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**NOTE 17 - CREDIT ARRANGEMENTS (Continued)**

In addition, the Bank also had federal funds arrangements available from unaffiliated banks totaling \$95,000 and \$145,000 at a rate estimated at 0.25% – 0.50% and 1.75% – 2.00% as of December 31, 2020 and 2019 respectively. There were no outstanding balances against these lines of credit as of December 31, 2020 or 2019.

**NOTE 18 - COMMITMENTS AND CONTINGENCIES**

The Bank is party to financial instruments with off-balance-sheet risk in the normal course of business to meet the financing needs of its customers. These instruments include standby letters of credit, loan commitments, subscriptions for the purchase of stock in the Federal Reserve Bank, and commitments to purchase and sell securities. The credit and market risks involved in issuing letters of credit and loan commitments are essentially the same as those involved in extending loans to customers. Such transactions are made under the same terms, including interest rates and collateral, as those prevailing at the same time for comparable on-balance-sheet transactions.

To reduce credit risk, related to the use of credit-related financial instruments, the Bank might deem it necessary to obtain collateral. The amount and nature of the collateral obtained is based on the Bank's credit evaluation of the customer. Collateral varies but may include cash, securities, accounts receivable, inventory, premises and equipment, and real estate.

Amounts of off-balance-sheet commitments as of December 31,

	<u>2020</u>	<u>2019</u>
Loan commitments	\$ 595,225	\$ 558,935
Bankcard commitments	73,305	66,914
Commitments to fund mortgage loans to be sold	<u>45,639</u>	<u>38,049</u>
Total loan commitments	<u>\$ 714,169</u>	<u>\$ 663,898</u>
Commitments at fixed interest rates	\$ 366,166	\$ 320,838
Commitments at variable interest rates	<u>348,003</u>	<u>343,060</u>
Total loan commitments	<u>\$ 714,169</u>	<u>\$ 663,898</u>
Standby and commercial letters of credit	\$ 12,249	\$ 10,904
Subscriptions to purchase Federal Reserve Bank stock	2,150	2,151

Commitments to make loans are generally made for periods of 90 days or less. At December 31, 2020, the fixed rate loan commitments have interest rates ranging from 2.0% to 16.5%.

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(Continued)

FIRST NATIONAL BANK ALASKA  
NOTES TO FINANCIAL STATEMENTS  
December 31, 2020 and 2019  
(Dollars in thousands except per share data)

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**NOTE 19 - REGULATORY MATTERS**

The Bank is subject to various regulatory capital requirements administered by the federal banking agencies. Failure to meet minimum capital requirements can initiate certain mandatory - and possible additional discretionary - actions by regulators that, if undertaken, could have a direct material effect on the Bank's financial statements.

The directors of the Bank may declare and pay dividends as frequently and of such amount of undivided profits as they judge prudent, subject to certain restrictions on capital accounts as defined in Federal banking regulations.

Under capital adequacy guidelines and the regulatory framework for prompt corrective action, the Bank must meet specific capital guidelines that involve quantitative measures of the Bank's assets, liabilities, and certain off-balance-sheet items as calculated under regulatory accounting practices. The Bank's capital amounts and classification are also subject to qualitative judgments by the regulators about components, risk weightings, and other factors.

Under Basel III rules, the Bank must hold a capital conservation buffer above the adequately capitalized risk-based capital rules. The capital conservation buffer is 2.5%.

The net unrealized gain or loss on available for sale securities is not included in computing regulatory capital. Management believes, as of December 31, 2020, that the Bank meets all capital adequacy requirements to which it is subject.

As of December 31, 2020, the most recent notifications from the Comptroller of the Currency (OCC) categorized the Bank as well capitalized under the regulatory framework for prompt corrective action for both 2020 and 2019. To be categorized as well capitalized, the Bank is required to maintain minimum total risk-based, Common Tier I, Tier I risk-based, Tier I leverage ratios as set forth in the table. There are no conditions or events since that notification that management believes have changed the institution's category.

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(Continued)

FIRST NATIONAL BANK ALASKA  
NOTES TO FINANCIAL STATEMENTS  
December 31, 2020 and 2019  
(Dollars in thousands except per share data)

**NOTE 19 - REGULATORY MATTERS** (Continued)

The Bank's actual amounts and ratios at December 31, 2020 and 2019 are as follows:

	<u>Actual</u>		<u>Minimum Requirement for Capital Adequacy Purposes Plus Fully Phased In Capital Conservation Buffer</u>		<u>Minimum Requirement to Be Well Capitalized Under Prompt Corrective Action Provisions</u>	
	<u>Amount</u>	<u>Ratio</u>	<u>Amount</u>	<u>Ratio</u>	<u>Amount</u>	<u>Ratio</u>
<u>2020</u>						
Total capital (to risk-weighted assets)	\$ 561,710	21.76%	\$270,839	10.50%	\$257,942	10.00%
Tier I capital (to risk-weighted assets)	538,520	20.88%	219,251	8.50%	206,354	8.00%
Common Tier I (CET1)	538,520	20.88%	180,560	7.00%	167,662	6.50%
Tier I capital (to average assets)	538,520	11.52%	186,965	4.00%	233,706	5.00%
<u>2019</u>						
Total capital (to risk-weighted assets)	\$ 552,207	21.11%	\$274,661	10.50%	\$261,582	10.00%
Tier I capital (to risk-weighted assets)	531,807	20.33%	222,344	8.50%	209,265	8.00%
Common Tier I (CET1)	531,807	20.33%	183,107	7.00%	170,028	6.50%
Tier I capital (to average assets)	531,807	13.76%	154,572	4.00%	193,215	5.00%

The Bank's principal source of funds for dividend payments is net income and cash provided by operations. Banking regulations limit the amount of dividends that may be paid without prior approval of the OCC. Under these regulations, the amount of dividends that may be paid in any calendar year is subject to the current year's net profits (net income less dividends paid), combined with the retained net profits of the preceding two years, subject to the minimum requirements for capital adequacy in the table above. The maximum dividend that can be paid as of December 31, 2020 is \$34,850 without OCC approval.