# PIONEER BANCORP, INC.

## 2017 ANNUAL REPORT

## FINANCIAL HIGHLIGHTS (Unaudited)

| *(In thousands, except per share amounts)* | **2017** | Change | 2016 | 2015 | 2014 | 2013 |
|---|---|---|---|---|---|---|
| **AT YEAR-END** | | | | | | |
| Assets | **$ 817,949** | + 7% | $ 764,574 | $ 737,315 | $ 672,360 | $ 645,215 |
| Loans | **341,345** | + 8% | 315,101 | 287,374 | 274,251 | 287,764 |
| Securities | **387,912** | + 6% | 365,578 | 378,304 | 327,686 | 284,116 |
| Loans serviced for others | **543,440** | - 5% | 569,098 | 615,968 | 664,214 | 686,638 |
| Deposits | **537,951** | - 1% | 540,782 | 540,723 | 511,256 | 493,308 |
| Borrowings | **190,233** | + 35% | 141,187 | 114,065 | 82,135 | 82,366 |
| Stockholders' equity | **71,758** | + 6% | 67,565 | 67,051 | 63,758 | 58,029 |
| **FOR THE YEAR** | | | | | | |
| Interest and dividend income | **22,996** | + 4% | 22,116 | 19,060 | 18,674 | 18,788 |
| Interest expense | **2,963** | + 60% | 1,847 | 1,546 | 1,848 | 2,773 |
| Net interest income | **20,033** | - 1% | 20,269 | 17,514 | 16,826 | 16,015 |
| Loan loss provision | **625** | + 30% | 481 | 247 | 275 | 347 |
| Noninterest income | **11,701** | + 9% | 10,781 | 10,666 | 11,258 | 11,400 |
| Noninterest expense | **23,502** | + 2% | 23,066 | 23,456 | 22,654 | 22,284 |
| Net income | **7,607** | + 1% | 7,503 | 4,477 | 5,155 | 4,784 |
| **CAPITAL RATIO** | | | | | | |
| Equity to assets | **8.8%** | | 8.8% | 9.1% | 9.5% | 9.0% |
| **PER SHARE** | | | | | | |
| Year-end book value | **74.53** | + 5% | 70.92 | 70.61 | 67.50 | 63.75 |
| Earnings | **7.93** | + 1% | 7.88 | 4.72 | 5.59 | 5.26 |
| Distributions | **4.56** | - 4% | 4.73 | 3.09 | 4.35 | 1.66 |
| Distribution payout ratio | **57.5%** | | 60.0% | 65.5% | 77.8% | 31.6% |
| **PERFORMANCE RATIOS** | | | | | | |
| Return on average stockholders' equity | **10.92%** | | 11.10% | 6.85% | 8.47% | 7.73% |
| Return on average assets | **0.96%** | | 0.98% | 0.64% | 0.78% | 0.76% |
| Net interest margin | **2.64%** | | 2.89% | 2.74% | 2.86% | 2.76% |
| Efficiency ratio | **74.06%** | | 74.29% | 83.24% | 80.67% | 81.28% |
| **SELECTED INFORMATION** | | | | | | |
| Average common shares *(in thousands)* | **959** | | 952 | 948 | 922 | 910 |
| Full-time equivalent employees | **197** | | 203 | 204 | 207 | 215 |
| Customer service facilities: | | | | | | |
| Full-service facilities | **7** | | 7 | 7 | 7 | 7 |
| Banking branches | **7** | | 7 | 9 | 9 | 9 |
| Loan production offices | **2** | | 2 | 2 | 2 | 2 |
| ATMs | **21** | | 22 | 21 | 21 | 21 |

PIONEER BANCORP, INC.

Dear Fellow Stockholders,

We are pleased to report that Pioneer Bancorp, Inc. had a profitable 2017 increasing net income over 2016. This past year we also undertook several strategic initiatives, described below, to better position Pioneer for the future.

Net income for the year ended December 31, 2017 was $7.6 million compared to $7.5 million for the year ended December 31, 2016. Total assets increased $53.4 million, or 7.0%, to $817.9 million at December 31, 2017 from $764.6 million at December 31, 2016. The largest component of our asset growth occurred in commercial loans which increased $13.4 million for the year. Deposits declined slightly to $538.0 million compared to $540.8 million. Stockholders' equity increased $4.2 million, or 6.2%, to $71.8 million at December 31, 2017 from $67.6 million at December 31, 2016. Tangible book value per share increased $2.90 per share, or 3.7%, to $80.99 at December 31, 2017 while book value per share increased $3.61, or 5.1%, to $74.53.

The first of the strategic initiatives undertaken in 2017 was the sale of our loans serviced for others portfolio. Over the last four years that portfolio has declined $143.2 million, or 20.9%. During the same time frame, residential mortgage loan originations declined $52.8 million, or 38.3%. Declining volumes, in addition to increasing regulatory complexity and agency servicing liability, led us to this decision. We will maintain our commitment to originate mortgage loans, but those loans will be sold servicing released, or if kept in our portfolio, will be serviced by a sub-servicer, on behalf of Pioneer.

The second initiative begun in 2017 was the sale of our operations in El Paso, Texas to Western Heritage Bank. Our original intention was to only exit the deposit market, and continue to maintain lending operations in El Paso as we have for many years. Negotiations went in a different direction and we agreed to sell our entire operation. The economic highlights of the pending transaction are the sale of deposits of approximately $38.8 million at a 3.5% price premium and an agreement to continue lending in the market through ongoing participations with Western Heritage for a period of 5 years following closing of the transaction. We expect this transaction to close in June 2018.

Please plan to attend our annual meeting of stockholders which will be held at 10:30 a.m. on April 30, 2018 at our corporate headquarters, 3000 North Main Street, Roswell, New Mexico. On behalf of the Board of Directors, Officers and Employees of Pioneer, we thank you for your investment in Pioneer Bancorp, Inc.

Sincerely,

| | |
|---|---|
| Stephen P. Puntch | Christopher G. Palmer |
| Chief Executive Officer | President and Chief Operating Officer |

Roswell, New Mexico
March 30, 2018

Crowe Horwath LLP
Independent Member Crowe Horwath International

INDEPENDENT AUDITOR'S REPORT

Board of Directors and Stockholders
Pioneer Bancorp, Inc.
Roswell, New Mexico

**Report on the Financial Statements**

We have audited the accompanying consolidated financial statements of Pioneer Bancorp, Inc. (the Company), which comprise the consolidated balance sheets as of December 31, 2017 and 2016, and the related consolidated statements of income, comprehensive income, stockholders' equity and cash flows 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 consolidated financial statements in accordance with accounting principles generally accepted in the United States of America; this includes the design, implementation, and maintenance of internal control relevant to the preparation and fair presentation of consolidated financial statements that are free from material misstatement, whether due to fraud or error.

***Auditor's Responsibility***

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

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

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

*Opinion*

In our opinion, the consolidated financial statements referred to above present fairly, in all material respects, the financial position of Pioneer Bancorp, Inc. as of December 31, 2017 and 2016, 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.

Crowe Horwath LLP

Crowe Horwath LLP

Oak Brook, Illinois
March 19, 2018

PIONEER BANCORP, INC.
CONSOLIDATED BALANCE SHEETS
December 31, 2017 and 2016
*(In thousands, except share amounts)*

| | Note | 2017 | 2016 |
|---|---|---|---|
| **ASSETS** | | | |
| Cash and cash equivalents | *B* | $ 29,694 | $ 23,510 |
| Securities: | *C* | | |
| Available-for-sale | | 236,653 | 245,432 |
| Held-to-maturity (fair value 2017 - $147,363; 2016 - $115,487) | | 151,259 | 120,146 |
| Loans held for sale, net | *D* | 2,591 | 1,327 |
| Loans, net | *D* | 301,730 | 313,774 |
| Federal Home Loan Bank (FHLB) stock | | 6,741 | 6,422 |
| Other real estate owned | *E* | 595 | 462 |
| Premises and equipment, net | *F* | 26,735 | 29,045 |
| Mortgage servicing rights, net | *G* | 1,521 | 4,452 |
| Accrued interest receivable | | 2,881 | 2,733 |
| Bank-owned life insurance | | 15,651 | 15,139 |
| Assets held for sale - El Paso | *P* | 39,132 | - |
| Other assets | | 2,766 | 2,132 |
| Total assets | | $ 817,949 | $ 764,574 |
| **LIABILITIES** | | | |
| Deposits | *H* | $ 499,173 | $ 540,782 |
| FHLB advances and other borrowings | *I* | 190,233 | 141,187 |
| Official checks | | 3,242 | 1,268 |
| Advance payments for taxes and insurance | | 3,186 | 2,486 |
| Accrued interest payable | | 185 | 83 |
| Liabilities held for sale - El Paso | *P* | 38,778 | - |
| Accounts payable and other liabilities | | 11,394 | 11,203 |
| Total liabilities | | 746,191 | 697,009 |
| Commitments and contingencies | *J* | | |
| **STOCKHOLDERS' EQUITY** | *K* | | |
| Capital stock, $1 par value; 2,000,000 shares authorized; 1,008,923 shares issued | | 1,009 | 1,009 |
| Treasury stock (2017 - 46,086 shares; 2016 - 56,243 shares) | | (2,632) | (2,775) |
| Additional paid-in capital | | 1,885 | 1,658 |
| Retained earnings | | 77,716 | 74,498 |
| Accumulated other comprehensive loss | | (6,220) | (6,825) |
| Total stockholders' equity | | 71,758 | 67,565 |
| Total liabilities and stockholders' equity | | $ 817,949 | $ 764,574 |

*See accompanying notes to consolidated financial statements.*

PIONEER BANCORP, INC.
CONSOLIDATED STATEMENTS OF INCOME
Years Ended December 31, 2017 and 2016
*(In thousands, except share amounts)*

| | Note | 2017 | 2016 |
|---|---|---|---|
| Interest and dividend income: | | | |
| Loans | | $ 14,992 | $ 13,238 |
| Mortgage securities | | 1,245 | 903 |
| Investment securities and other | | 6,759 | 7,975 |
| Total | | 22,996 | 22,116 |
| Interest expense: | | | |
| Deposits | | 986 | 852 |
| FHLB advances and other borrowings | | 1,977 | 995 |
| Total | | 2,963 | 1,847 |
| **Net interest income** | | 20,033 | 20,269 |
| Loan loss provision | *D* | 625 | 481 |
| **Net interest income after loan loss provision** | | 19,408 | 19,788 |
| Noninterest income: | | | |
| Deposit account fees | | 7,661 | 7,398 |
| Gain on sale of loans, net | *D* | 1,937 | 1,994 |
| Loan administration and service fees | | 1,345 | 1,016 |
| Other | | 758 | 373 |
| Total | | 11,701 | 10,781 |
| Noninterest expense: | | | |
| Compensation and employee benefits | *M/N* | 11,805 | 11,301 |
| Equipment | | 1,806 | 1,922 |
| Data processing | | 4,316 | 4,222 |
| Occupancy | | 2,023 | 1,995 |
| Stationery, printing, and office supplies | | 497 | 451 |
| Professional and supervisory | | 788 | 734 |
| Federal deposit insurance | | 261 | 328 |
| Postage and transportation | | 463 | 485 |
| Advertising and public relations | | 887 | 816 |
| Telephone | | 181 | 194 |
| Other | | 475 | 618 |
| Total | | 23,502 | 23,066 |
| **Net income** | | $ 7,607 | $ 7,503 |

*(Continued)*

# PIONEER BANCORP, INC.
## CONSOLIDATED STATEMENTS OF INCOME
### Years Ended December 31, 2017 and 2016
*(In thousands, except share amounts)*

| | Note | 2017 | 2016 |
|---|---|---|---|
| Weighted-average number of capital stock shares outstanding: | | | |
| Basic | | 959,356 | 952,039 |
| Diluted | | 962,240 | 964,641 |
| Earnings per share: | | | |
| Basic | | $ 7.93 | $ 7.88 |
| Diluted | | 7.91 | 7.78 |

*See accompanying notes to consolidated financial statements.*

# PIONEER BANCORP, INC.
## CONSOLIDATED STATEMENTS OF COMPREHENSIVE INCOME
### Years Ended December 31, 2017 and 2016
*(In thousands, except share amounts)*

| | Note | 2017 | 2016 |
|---|---|---|---|
| Net income | | $ 7,607 | $ 7,503 |
| Other comprehensive income: | | | |
| Unrealized gains on securities: | | | |
| Unrealized holding gain (loss) arising during the period | | 917 | (6,090) |
| Amortization of unrealized losses on held-to-maturity securities that were formerly available-for-sale | | 13 | 3,779 |
| | | 930 | (2,311) |
| Defined benefit pension plan: | M | | |
| Net gain/(loss) arising during the period | | (341) | (1) |
| Amortization of prior service cost included in net periodic pension cost | | 16 | 16 |
| | | (325) | 15 |
| Total other comprehensive income (loss) | | 605 | (2,296) |
| Comprehensive income | | $ 8,212 | $ 5,207 |

*See accompanying notes to consolidated financial statements.*

# PIONEER BANCORP, INC.
## CONSOLIDATED STATEMENTS OF STOCKHOLDERS' EQUITY
### Years Ended December 31, 2017 and 2016
*(In thousands, except share amounts)*

| | Capital Stock $1 Par | Treasury Stock | Additional Paid-In Capital | Retained Earnings | Other Comprehensive Income/(Loss) | Total |
|---|---|---|---|---|---|---|
| Balance, January 1, 2016 | $ 1,009 | $ (2,385) | $ 1,452 | $ 71,504 | $ (4,529) | $ 67,051 |
| Net income | - | - | - | 7,503 | - | 7,503 |
| Other comprehensive loss | - | - | - | - | (2,296) | (2,296) |
| Purchase of treasury stock (21,593 shares) | - | (1,395) | - | - | - | (1,395) |
| Sale of treasury stock (4,300 shares) | - | 191 | 89 | - | - | 280 |
| Exercise of stock options (20,388 shares) | - | 814 | 103 | - | - | 917 |
| Stock-based compensation | - | - | 14 | - | - | 14 |
| Distributions - $4.73 per share | - | - | - | (4,509) | - | (4,509) |
| Balance, December 31, 2016 | 1,009 | (2,775) | 1,658 | 74,498 | (6,825) | 67,565 |
| Net income | - | - | - | 7,607 | - | 7,607 |
| Other comprehensive income | - | - | - | - | 605 | 605 |
| Purchase of treasury stock (4,168 shares) | - | (273) | - | - | - | (273) |
| Sale of treasury stock (5,000 shares) | - | 250 | 125 | - | - | 375 |
| Exercise of stock options (9,325 shares) | - | 166 | 88 | - | - | 254 |
| Stock-based compensation | - | - | 14 | - | - | 14 |
| Distributions - $4.56 per share | - | - | - | (4,389) | - | (4,389) |
| Balance, December 31, 2017 | $ 1,009 | $ (2,632) | $ 1,885 | $ 77,716 | $ (6,220) | $ 71,758 |

*See accompanying notes to consolidated financial statements.*

# PIONEER BANCORP, INC.
## CONSOLIDATED STATEMENTS OF CASH FLOWS
### Years Ended December 31, 2017 and 2016
*(In thousands, except share amounts)*

| | 2017 | 2016 |
|---|---|---|
| **Cash flows from operating activities:** | | |
| Net income | $ 7,607 | $ 7,503 |
| Adjustments to reconcile net income to net cash from operating activities: | | |
| Amortization (accretion) of: | | |
| Mortgage servicing rights | 942 | 1,462 |
| Premiums and discounts on investments and mortgage securities, net | 276 | (3,777) |
| Provision for loan losses | 625 | 481 |
| Net (gain)/loss on sales and disposals of: | | |
| Loans | (1,937) | (1,994) |
| Mortgage servicing rights | (352) | |
| Premises and equipment | 3 | 2 |
| Other real estate owned | 18 | (14) |
| Other real estate owned fair value adjustment | (74) | 198 |
| Stock-based compensation expense | 14 | 14 |
| FHLB stock dividends | 114 | 59 |
| Depreciation of premises and equipment | 1,776 | 1,932 |
| Origination of mortgage loans held for sale | (55,262) | (48,046) |
| Proceeds from sales of loans held for sale | 55,152 | 53,367 |
| Earnings on bank-owned life insurance | (512) | (257) |
| Changes in operating assets and liabilities: | | |
| Accrued interest receivable | (300) | (490) |
| Other assets | (634) | (213) |
| Accrued interest payable | 102 | 27 |
| Accounts payable and other liabilities, net of distributions declared, not paid | 160 | 947 |
| Net cash from operating activities | 7,718 | 11,201 |
| **Cash flows from investing activities:** | | |
| Loan originations and principal payments on loans, net | (29,235) | (37,084) |
| Proceeds from sales of loans held for investment | 3,538 | 4,873 |
| Securities: | | |
| Available-for-sale: | | |
| Purchases | - | (227,494) |
| Sales | - | - |
| Maturities, prepayments and calls | 9,788 | 125,057 |
| Held-to-maturity: | | |
| Purchases | (35,702) | (130,340) |
| Maturities, prepayments and calls | 4,234 | 246,969 |
| Additions to premises and equipment, net | (1,425) | (907) |
| Net sales (purchases) of FHLB stock | (433) | (2,102) |
| Proceeds from sale of mortgage servicing rights | 3,347 | - |
| Improvements to other real estate owned | (5) | - |
| Purchase of bank owned life insurance | - | (5,436) |
| Proceeds from sales of foreclosed assets | 20 | 272 |
| Net cash from investing activities | (45,873) | (26,192) |

*(Continued)*

PIONEER BANCORP, INC.
CONSOLIDATED STATEMENTS OF CASH FLOWS
Years Ended December 31, 2017 and 2016
*(In thousands, except share amounts)*

| | 2017 | 2016 |
|---|---|---|
| **Cash flows from financing activities:** | | |
| Net change in deposits | $ (2,831) | $ 59 |
| Additions to FHLB advances and other borrowings | 90,046 | 47,000 |
| Payments on FHLB advances and other borrowings | (41,000) | (19,878) |
| Net change in official checks | 1,974 | (1,531) |
| Net change in advance payments for taxes and insurance | 700 | (70) |
| Sale (purchase) of treasury shares, net | 102 | (1,115) |
| Proceeds from exercise of stock options | 254 | 917 |
| Payment of cash distributions | (4,906) | (4,303) |
| Net cash from financing activities | 44,339 | 21,079 |
| Net change in cash and cash equivalents Cash | 6,184 | 6,088 |
| and cash equivalents at beginning of year | 23,510 | 17,422 |
| **Cash and cash equivalents at end of year** | $ 29,694 | $ 23,510 |
| Supplemental cash flow information: | | |
| Cash paid during the year for interest | $ 2,861 | $ 1,820 |
| Supplemental noncash disclosures: | | |
| Distributions declared, not paid | $ 1,569 | $ 2,086 |
| Transfer from loans to other real estate owned | 92 | - |
| Transfer from accrued interest receivable to assets held for sale | 152 | - |
| Transfer from premises and equipment to assets held for sale | 1,956 | - |
| Transfer from portfolio loans to assets held for sale | 37,024 | - |
| Transfer from deposits to liabilities held for sale | 38,778 | - |

*See accompanying notes to consolidated financial statements.*

## NOTE A - SUMMARY OF SIGNIFICANT ACCOUNTING POLICIES

Organization, Nature of Operations and Principles of Consolidation: Pioneer Bancorp, Inc. (the Bancorp) was formed January 13, 2003 and is a Nevada corporation chartered as a thrift holding company. The Bancorp holds all of the issued and outstanding shares of Pioneer Bank (the Bank). The Bank is a federal savings bank operating in Southern New Mexico and West Texas. Deposits in the Bank are insured by the Federal Deposit Insurance Corporation (the FDIC). The Bank has one subsidiary, Pioneer Mortgage Company (PMC), which engages in mortgage banking activities and residential construction and mortgage lending in West Texas and mortgage lending in Colorado, d/b/a Liberty Home Financial. PMC has one subsidiary, PPM, Inc., which is currently inactive. These consolidated financial statements include these entities, collectively referred to as “the Company”. Intercompany transactions and balances are eliminated in consolidation. The Company is not a public business entity (PBE) as defined by accounting standards.

Pioneer provides financial services through seven (7) full customer service facilities, seven (7) banking branches, two (2) loan production offices, and a network of twenty-one (21) ATMs. The Company engages in mortgage banking activities and, as such, originates, sells, and services one-to-four family residential mortgage loans. The Bank’s primary deposit products are checking, savings, and term certificate accounts, and the Bank’s primary lending products are residential mortgage, commercial, and consumer loans. Substantially all loans are secured by specific items of collateral including business assets, consumer assets, and commercial and residential real estate. Commercial loans are expected to be repaid from cash flow from operations of businesses. There are no significant concentrations of loans to any one industry or customer. However, the customers’ ability to repay their loans is dependent on the real estate and general economic conditions in the Bank’s lending area.

Subsequent Events: The Company has evaluated subsequent events for recognition and disclosure through March 19, 2018, which is the date the financial statements were available to be issued.

Use of Estimates: To prepare financial statements in conformity with accounting principles generally accepted in the United States of America, management makes estimates and assumptions based on available information. These estimates and assumptions affect the amounts reported in the financial statements and the disclosures provided, and actual results could differ.

Cash Flows: Cash and cash equivalents include cash, deposits with other financial institutions with maturities under 90 days, and federal funds sold. Net cash flows are reported for customer loan and deposit transactions, interest-bearing deposits in other financial institutions, and federal funds purchased and repurchase agreements. Interest-bearing deposits in other financial institutions mature within one (1) year and are carried at cost.

Restrictions on Cash: Cash on hand or on deposit with the Federal Reserve Bank was required to meet regulatory reserve and clearing requirements.

*(Continued)*

**NOTE A - SUMMARY OF SIGNIFICANT ACCOUNTING POLICIES** (Continued)

Securities: Debt securities are classified as held-to-maturity and carried at amortized cost when management has the positive intent and ability to hold them to maturity. Debt securities are classified as available-for-sale when they might be sold before maturity. Equity securities with readily determinable fair values are classified as available-for-sale. Available-for-sale securities are carried at fair value, with unrealized holding gains and losses reported in other comprehensive income.

Interest income includes amortization of purchase premium or discount. Premiums and discounts on securities are amortized on the level-yield method without anticipating prepayments, except for mortgage-backed securities where prepayments are anticipated. Gains and losses on sales are recorded on the trade date and determined 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. Credit loss is defined as the difference between the present value of the cash flows expected to be collected and the amortized cost basis. For equity securities, the entire amount of impairment is recognized through earnings.

Securitizations and Loans Held for Sale: The Company securitizes, sells and services mortgage loans. Mortgage loans originated and intended for sale in the secondary market are carried at the lower of aggregate cost or fair value, as determined by outstanding commitments from investors. Net unrealized losses, if any, are recorded as a valuation allowance and charged to earnings. When these loans are sold individually to third party investors, gains or losses are recognized in gain on sale of loans.

In addition, the Company securitizes mortgage loans originated and intended for sale into mortgage-backed securities through the Government National Mortgage Association (GNMA) mortgage-backed securities program or sells mortgage loans on an individual whole-loan basis to the Federal National Mortgage Association (FNMA). Management classifies securitized loan pools as loans held for sale. When these securitized loan pools are sold to third party investors, gains or losses are recognized in gain on sale of loans.

**NOTE A - SUMMARY OF SIGNIFICANT ACCOUNTING POLICIES** (Continued)

Individual mortgage loans held for sale may be sold servicing rights retained to FNMA or servicing rights released to whole-loan loan correspondent investors. The carrying value of mortgage loans sold is reduced by the amount allocated to the servicing right. Gains and losses on sales of mortgage loans are based on the difference between the selling price and the carrying value of the related loan sold.

Mortgage Banking Derivatives: The Company enters into commitments, known as interest rate locks, with borrowers whereby the interest rate on loans is determined prior to funding. Interest rate locks on mortgage loans that are to be sold into the secondary market are considered to be free standing derivatives and are recorded at fair value with changes in fair value recorded in net gains on sales of loans. The Bank estimates the fair value of the interest rate locks based upon the terms of the underlying mortgage loan and the probability that the loan will fund within the terms of the interest rate lock. The fair value of the underlying mortgage loan is based upon quoted sales commitment prices. Closing ratios derived from the Company's historical data are used to estimate the quantity of mortgage loans that will fund within the terms of the interest rate locks. Interest rate locks expose the Bank to interest rate risk. The Bank sometimes enters into forward commitments for the future delivery of mortgage loans when interest rate locks are entered into, in order to hedge the change in interest rates resulting from its commitments to fund the loans. Changes in the fair values of these derivatives are included in gains on sales of loans.

Loans: Loans that management has the intent and ability to hold for the foreseeable future or until maturity or payoff are reported at the principal balance outstanding, net of purchase premiums and discounts, deferred loan fees and costs, and allowance for loan losses. Interest income is accrued on the unpaid principal balance. Loan origination fees, net of certain direct origination costs, are deferred and recognized in interest income using the level-yield method without anticipating prepayments.

Interest income on all classes of loans is discontinued at the time the loan is 90 days delinquent unless the loan is well-secured and in process of collection. Consumer loans are typically charged off no later than 120 days past due. Past due status is based on the contractual terms of the loan. In all cases, all classes of loans are placed on nonaccrual or charged-off at an earlier date if collection of principal or interest is considered doubtful. Nonaccrual loans and loans past due 90 days still on accrual include both smaller balance homogeneous loans that are collectively evaluated for impairment and individually classified impaired loans.

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

*(Continued)*

**NOTE A - SUMMARY OF SIGNIFICANT ACCOUNTING POLICIES** (Continued)

Allowance for Loan Losses: The allowance for loan losses is a valuation allowance for probable incurred credit losses. 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. Management estimates the allowance balance required using past loan loss experience, the nature and volume of the portfolio, information about specific borrower situations and estimated collateral values, economic conditions, and other factors. Allocations of the allowance may be made for specific loans, but the entire allowance is available for any loan that, in management's judgment, should be charged off.

The allowance consists of specific and general components. The specific component relates to loans that are individually classified as impaired. For all classes of loans, a loan is impaired when, based on current information and events, it is probable that the Company 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, and for which the borrower is experiencing financial difficulties, are considered troubled debt restructurings and classified as impaired.

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.

Commercial, multifamily, construction and land loans are individually evaluated for impairment. If a loan is impaired, a portion of the allowance is allocated so that the loan is reported, net, at the present value of estimated future cash flows using the loan's existing rate or at the fair value of collateral if repayment is expected solely from the collateral. Large groups of smaller balance homogeneous loans, such as consumer and residential real estate loans, are collectively evaluated for impairment, and accordingly, they are not separately identified for impairment disclosures.

Troubled debt restructurings are separately identified for impairment disclosures and are measured at the present value of estimated future cash flows using the loan's effective rate at inception. If a troubled debt restructuring is considered to be a collateral dependent loan, the loan is reported, net, at the fair value of the collateral. For troubled debt restructurings that subsequently default, the Company determines the amount of reserve in accordance with the accounting policy for the allowance for loan losses on loans individually identified as impaired.

**NOTE A - SUMMARY OF SIGNIFICANT ACCOUNTING POLICIES** (Continued)

The general component covers nonimpaired loans and is based on historical loss experience adjusted for current factors. The historical loss experience is determined by class and is based on the actual loss history experienced by the Company. This actual loss experience is supplemented with other economic factors based on the risks present for the portfolio. These economic factors include consideration of the following: levels of and trends in delinquencies and impaired loans; levels of and trends in charge-offs and recoveries; trends in volume and terms of loans; effects of any changes in risk selection and underwriting standards; other changes in lending policies, procedures, and practices; experience, ability, and depth of lending management and other relevant staff; national and local economic trends and conditions; industry conditions; and effects of changes in credit concentrations.

The following portfolio segments have been identified: Loans secured by real estate, commercial and industrial, and consumer. Loans secured by real estate include the following classes: residential construction, nonresidential construction & land, home equity lines of credit, residential, second mortgages, multifamily, and commercial.

The Company considers loan performance and collateral values in assessing risk in the loan portfolio. The primary risk factors that have been identified for each loan segment are as follows:

- Loans secured by real estate are affected by the local real estate market, the local economy, and movement in interest rates. Appraisals are obtained to support the loan amount. For residential real estate, the Company evaluates the borrower's repayment ability through a review of credit scores and debt-to-income ratios. Commercial real estate loans are dependent on the industries tied to these loans. An evaluation of the entity's cash flows is performed to evaluate the borrower's ability to repay the loan.
- 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 or to provide working capital or meet other financing needs of the business. These loans may be secured by accounts receivable, inventory, equipment or other business assets. Financial information is obtained from the borrower to evaluate the debt service coverage and ability to repay the loans.
- Consumer loans are dependent on the local economy, and are generally secured by consumer assets, but may be unsecured. The Company evaluates the borrower's repayment ability through a review of credit scores and an evaluation of debt-to-income ratios.

In addition, certain regulatory agencies, as an integral part of their examination process, periodically review the Bank's allowance for adequacy. Such agencies may require the Bank to change the allowance based on their judgment about information available to them at the time of their examination.

*(Continued)*

**NOTE A - SUMMARY OF SIGNIFICANT ACCOUNTING POLICIES** (Continued)

Loan Commitments and Related Financial Instruments: Financial instruments include 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.

Federal Home Loan Bank (FHLB) Stock: The Bank is a member of the FHLB system. Members are required to own a certain amount of stock based on the level of borrowings and other factors, and may invest in additional amounts. FHLB stock is carried at cost, classified as a restricted security, and periodically evaluated for impairment based on the ultimate recovery of par value. Both cash and stock dividends are reported as income.

Premises and Equipment: Land is carried at cost. Premises and equipment are stated at cost less accumulated depreciation. Buildings and related components are depreciated using the straight-line method with useful lives ranging from 5 to 39 years. Furniture, fixtures and equipment are depreciated using the straight-line method with useful lives ranging from 3 to 12 years. Leasehold improvements are amortized over the life of the asset or the term of the lease, whichever is shorter. Repairs and maintenance not extending the useful life of the asset are expensed.

Long-Term Assets: Premises and equipment, core deposit and other intangible assets, and other long-term assets are reviewed for impairment when events indicate their carrying amounts may not be recoverable from future undiscounted cash flows. If impaired, the assets are recorded at fair value.

Servicing Rights: When mortgage loans are sold with servicing retained, servicing rights are initially recorded at fair value with the income statement effect recorded in gains on sales of loans. Fair value is based on a valuation model that calculates the present value of estimated future net servicing income. The valuation model incorporates assumptions that market participants would use in estimating future net servicing income, such as the cost to service, the discount rate, the custodial earnings rate, an inflation rate, ancillary income, prepayment speeds and default rates and losses. The Company compares the valuation model inputs and results to published industry data in order to validate the model results and assumptions. All classes of servicing assets are subsequently measured using the amortization method which requires servicing rights to be amortized into noninterest income in proportion to, and over the period of, the estimated future net servicing income of the underlying loans.

Servicing rights are evaluated for impairment based upon the fair value of the rights as compared to carrying amount. Impairment is determined by stratifying rights into groupings based on predominant risk characteristics, such as interest rate, loan type and investor type. Impairment is recognized through a valuation allowance for an individual grouping, to the extent that fair value is less than the carrying amount. If the Company later determines that all or a portion of the impairment no longer exists for a particular grouping, a reduction of the allowance may be recorded as an increase to income. The fair values of servicing rights are subject to significant fluctuations as a result of changes in estimated and actual prepayment speeds and default rates and losses.

**NOTE A - SUMMARY OF SIGNIFICANT ACCOUNTING POLICIES** (Continued)

Servicing fee income, which is reported on the income statement as loan administration and service fees, is recorded for fees earned for servicing loans. The fees are based on a contractual percentage of the outstanding principal, or a fixed amount per loan and are recorded as income when earned. The amortization of mortgage servicing rights is netted against loan servicing fee income.

<u>Transfers of Financial Assets</u>: Transfers of financial assets 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 Company, 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 Company does not maintain effective control over the transferred assets through an agreement to repurchase them before their maturity.

<u>Other Real Estate Owned:</u> Assets acquired through or instead of loan foreclosure are initially recorded at fair value less costs to sell when acquired, establishing a new cost basis. Physical possession of residential real property collateralizing a consumer mortgage loan occurs when legal title is obtained upon completion of 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 through a similar legal agreement. These assets are subsequently accounted for at the lower of cost or fair value less estimated costs to sell. If fair value declines subsequent to foreclosure, a write-down is recorded through expense. Operating costs after acquisition are expensed.

<u>Bank-Owned Life Insurance</u>: The Bank has purchased life insurance policies on certain key executives. Bank-owned life insurance is recorded at the amount that can be realized under the insurance contract at the balance sheet date, which is the cash surrender value adjusted for other charges or other amounts due that are probable at settlement.

<u>Retirement Plans</u>: Defined benefit pension plan expense is the net of service and interest cost and amortization of gains and losses not immediately recognized.

<u>Employee Stock Ownership Plan (ESOP)</u>: The Company maintains a non-contributory, non-leveraged ESOP. Contribution expense is based on the market price of shares as they are contributed to participant accounts. Distributions on allocated shares reduce retained earnings.

<u>Stock-Based Compensation</u>: Compensation cost is recognized for stock options issued to employees based on the fair value of these awards at the date of grant. A Black-Scholes model is utilized to estimate the fair value of stock options. Compensation cost is recognized over the required service period, generally defined as the vesting period.

<u>Loss Contingencies</u>: 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.

*(Continued)*

**NOTE A - SUMMARY OF SIGNIFICANT ACCOUNTING POLICIES** (Continued)

Income Taxes: The Bancorp files a consolidated U.S. federal income tax return with its subsidiary, Pioneer Bank, and its subsidiary, Pioneer Mortgage Company. The Bancorp also files consolidated state income tax returns in New Mexico and Colorado and a franchise tax return in Texas. The Company is taxed under Subchapter S of the Internal Revenue Code, whereby the Company's taxable income is reported on the individual stockholders' tax returns.

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 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 Company recognizes interest and/or penalties related to income tax matters in income tax expense. There were no interest or penalties recorded in the income statement for the years ended December 31, 2017 and 2016. The Company is no longer subject to examination by taxing authorities for years before 2014.

Earnings Per Share: Earnings per share of capital stock has been computed on the basis of the weighted-average number of shares of capital stock outstanding. ESOP shares are considered outstanding for this calculation unless unearned. Diluted earnings per common share include the dilutive effect of additional potential common shares issuable under stock options which was 2,884 shares at December 31, 2017 and 12,602 shares at December 31, 2016. There were no antidilutive potential common shares.

Dividend Restriction: Banking regulations require maintaining certain capital levels and may limit the dividends paid by the Bank to the holding company which will limit the ability of the holding company to pay distributions to stockholders.

Comprehensive Income: Comprehensive income consists of net income and other comprehensive income. Other comprehensive income includes unrealized gains and losses on securities available-for-sale and changes in the status of the defined benefit plan which are also recognized as separate components of equity.

Fair Value of Financial Instruments: Fair values of financial instruments are estimated using relevant market information and other assumptions, as more fully disclosed in Note L. 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 the estimates.

Reclassifications: Some items in the prior year financial statements were reclassified to conform to the current presentation. Reclassifications had no effect on prior year net income or stockholders' equity.

**NOTE A - SUMMARY OF SIGNIFICANT ACCOUNTING POLICIES** (Continued)

New Accounting Standards:

In May 2014, the FASB amended existing guidance related to revenue from contracts with customers (ASU 2014-09, Revenue From Contracts With Customers). This amendment supersedes and replaces nearly all existing revenue recognition guidance, including industry-specific guidance, establishes a new control-based revenue recognition model, changes the basis for deciding when revenue is recognized over time or at a point in time, provides new and more detailed guidance on specific topics and expands and improves disclosures about revenue. In addition, this amendment specifies the accounting for some costs to obtain or fulfill a contract with a customer. For non PBEs, the effective date is for the year ending December 31, 2019. The amendments allow for one of two transition methods: full retrospective or modified retrospective. The full retrospective approach requires application to all periods presented. The modified retrospective transition requires application to uncompleted contracts at the date of adoption. Periods prior to the date of adoption are not retrospectively revised, but a cumulative effect is recognized at the date of initial application on uncompleted contracts. We do not expect the new standard to result in a material change for revenue because the majority of the Company’s financial instruments are not within the scope of this topic.

In February 2016, the FASB issued ASU 2016-02, Lease Accounting. Under ASU 2016-02, a lessee will be required to recognize assets and liabilities for leases with lease terms of more than twelve months. Consistent with current GAAP, the recognition, measurement, and presentation of expenses and cash flows arising from a lease by a lessee primarily will depend on its classification as a finance or operating lease. However, unlike current GAAP, which requires only capital leases to be recognized on the balance sheet, ASU 2016-02 will require both types of leases to be recognized on the balance sheet. The ASU also will require disclosures to help investors and other financial statement users better understand the amount, timing, and uncertainty of cash flows arising from leases. These disclosures include qualitative and quantitative requirements, providing additional information about the amounts recorded in the financial statements. ASU 2016-02 will be effective for the Company on January 1, 2020. The Company is currently evaluating the effects of ASU 2016-02 on its consolidated financial statements and disclosures, and anticipates right of use assets and lease liabilities will be immaterial to the consolidated balance sheet.

On January 5, 2016, the FASB issued an update (ASU No. 2016-01, Financial Instruments – Recognition and Measurement of Financial Assets and Liabilities). The new guidance is intended to improve the recognition and measurement of financial instruments by requiring: equity investments (other than equity method or consolidation) to be measured at fair value with changes in fair value recognized in net income; public business entities to use the exit price notion when measuring the fair value of financial instruments for disclosure purposes; separate

**NOTE A - SUMMARY OF SIGNIFICANT ACCOUNTING POLICIES** (Continued)

presentation of financial assets and financial liabilities by measurement category and form of financial asset (i.e., securities or loans and receivables) on the balance sheet or the accompanying notes to the financial statements; eliminating the requirement to disclose the fair value of financial instruments measured at amortized cost for organizations that are not public business entities; eliminating the requirement for public business entities to disclose the method(s) and significant assumptions used to estimate the fair value that is required to be disclosed for financial instruments measured at amortized cost on the balance sheet; and requiring a reporting organization to present separately in other comprehensive income the portion of the total change in the fair value of a liability resulting from a change in the instrument-specific credit risk (also referred to as "own credit") when the organization has elected to measure the liability at fair value in accordance with the fair value option for financial instruments. The new guidance is effective for non-public business entities for fiscal years beginning after December 15, 2018. The new guidance permits early adoption of the provision that exempts private companies from having to disclose fair value information about financial instruments measured at amortized cost. Accordingly, the Company has eliminated the disclosure of fair value of such financial instruments from these consolidated financial statements.

On June 16, 2016, the FASB issued an accounting standard update (ASU No. 2016-13, Financial Instruments—Credit Losses). The updated standard is intended to improve reporting by requiring a timelier recording of credit losses against loans and other financial instruments held by financial institutions and other organizations. The new standard will require the use of forward-looking information by financial institutions and others to better inform their credit loss estimates by measuring all expected credit losses for financial assets held at the reporting date, based on historical experience, current conditions and reasonable and supportable forecasts. For all other organizations that are not U.S. Securities and Exchange Commission filers and/or public business entities, the new standard is effective for the year ended December 31, 2021 for calendar year end entities, at which time enhanced disclosures will be required in order to help investors and other financial statement users better understand significant estimates and judgements used in estimating credit losses, as well as the credit quality and underwriting standards of an organization's portfolio. These disclosures, upon adoption, will include qualitative and quantitative requirements that provide additional information about the amounts recorded in the financial statements. The Company has not yet assessed the impact of adopting this standard.

*(Continued)*

*(In thousands, except share amounts)*

**NOTE B - CASH AND CASH EQUIVALENTS**

Cash and cash equivalents, subject to regulatory reserve requirements of $703 thousand and $1.6 million at December 31, 2017 and 2016, consisted of the following:

| | 2017 | 2016 |
|---|---|---|
| Cash and due from banks | $ 9,395 | $ 8,003 |
| Interest-bearing deposits | 20,299 | 15,507 |
| Total cash and cash equivalents | $ 29,694 | $ 23,510 |

*(Continued)*

*(In thousands, except share amounts)*

**NOTE C - SECURITIES**

The following table summarizes the amortized cost and fair value of securities available-for-sale and securities held-to-maturity at December 31, 2017 and 2016 and the corresponding amounts of gross unrealized gains and losses recognized in accumulated other comprehensive income/(loss) and gross unrecognized gains and losses:

| 2017 | Amortized Cost | Gross Unrealized Gains | Gross Unrealized Losses | Fair Value |
|---|---|---|---|---|
| Available-for-sale | | | | |
| U.S. Government-sponsored agencies | $ 222,236 | $ - | $ (5,373) | $ 216,863 |
| Residential mortgage-backed securities | 18,261 | 674 | (117) | 18,818 |
| Equity securities | 1,000 | - | (28) | 972 |
| Total available-for-sale | $ 241,497 | $ 674 | $ (5,518) | $ 236,653 |

| | Amortized Cost | Gross Unrecognized Gains | Gross Unrecognized Losses | Fair Value |
|---|---|---|---|---|
| Held-to-maturity | | | | |
| U.S. Government-sponsored agencies | $ 124,046 | $ - | $ (3,856) | $ 120,190 |
| Residential mortgage-backed securities | 25,641 | 203 | (173) | 25,671 |
| Collateralized mortgage obligations | 31 | - | - | 31 |
| Private-issue collateralized mortgage obligations | - | - | - | - |
| State and political subdivision | 1,541 | - | (70) | 1,471 |
| Total held-to-maturity | $ 151,259 | $ 203 | $ (4,099) | $ 147,363 |

*(In thousands, except share amounts)*

**NOTE C - SECURITIES** *(Continued)*

| 2016 | Amortized Cost | Gross Unrealized Gains | Gross Unrealized Losses | Fair Value |
|---|---|---|---|---|
| Available-for-sale | | | | |
| U.S. Government-sponsored agencies | $ 225,791 | $ 44 | $ (6,669) | $ 219,166 |
| Residential mortgage-backed securities | 24,402 | 1,064 | (172) | 25,294 |
| Equity securities | 1,000 | - | (28) | 972 |
| Total available-for-sale | $ 251,193 | $ 1,108 | $ (6,869) | $ 245,432 |

| | Amortized Cost | Gross Unrecognized Gains | Gross Unrecognized Losses | Fair Value |
|---|---|---|---|---|
| Held-to-maturity | | | | |
| U.S. Government-sponsored agencies | $ 109,078 | $ - | $ (4,862) | $ 104,216 |
| Residential mortgage-backed securities | 9,437 | 282 | - | 9,719 |
| Collateralized mortgage obligations | 44 | - | - | 44 |
| Private-issue collateralized mortgage obligations | 34 | - | - | 34 |
| | 1,553 | - | (79) | 1,474 |
| Total held-to-maturity | $ 120,146 | $ 282 | $ (4,941) | $ 115,487 |

The amortized cost and fair value of the available-for sale and held-to-maturity securities portfolio by contractual maturity are shown below, except for equity securities which have no maturity. The table below includes mortgage-backed securities maturing at the contractual maturity; however, expected maturities may differ from contractual maturities if borrowers have the right to call or prepay obligations with or without call or prepayment penalties:

| | December 31, 2017 | | | |
|---|---|---|---|---|
| | Available-for-sale | | Held-to-maturity | |
| | Amortized Cost | Fair Value | Amortized Cost | Fair Value |
| Maturity | | | | |
| Within one year | $ - | $ - | $ - | $ - |
| One to five years | 192,774 | 188,630 | 21,593 | 21,430 |
| Five to ten years | 34,984 | 34,011 | 111,074 | 107,506 |
| Beyond ten years | 12,889 | 13,190 | 18,592 | 18,427 |
| | $ 240,647 | $ 235,831 | $ 151,259 | $ 147,363 |

Securities pledged to secure public deposits and repurchase agreements at December 31, 2017 and 2016 were approximately $109.1 million and $88.4 million at fair value.

*(In thousands, except share amounts)*

## NOTE C - SECURITIES *(Continued)*

Securities with unrealized losses at December 31, 2017 and 2016, aggregated by major security type and length of time that individual securities have been in a continuous unrealized loss position, were as follows:

| | Less than 12 Months | | 12 Months or Longer | | Total | |
|---|---|---|---|---|---|---|
| 2017 | Fair Value | Unrealized Loss | Fair Value | Unrealized Loss | Fair Value | Unrealized Loss |
| Available-for-sale | | | | | | |
| U.S. Government-sponsored agencies | $ 10,022 | $ (78) | $ 206,841 | $ (5,295) | $ 216,863 | $ (5,373) |
| Residential mortgage-backed securities | - | - | 4,036 | (117) | 4,036 | (117) |
| Equity Securities | - | - | 972 | (28) | 972 | (28) |
| | $ 10,022 | $ (78) | $ 211,849 | $ (5,440) | $ 221,871 | $ (5,518) |

| | Less than 12 Months | | 12 Months or Longer | | Total | |
|---|---|---|---|---|---|---|
| | Fair Value | Unrealized Loss | Fair Value | Unrealized Loss | Fair Value | Unrealized Loss |
| Held-to-maturity | | | | | | |
| U.S. Government-sponsored agencies | $ 23,519 | $ (235) | $ 96,671 | $ (3,621) | $ 120,190 | $ (3,856) |
| Residential mortgage-backed securities | 18,152 | (173) | - | - | 18,152 | (173) |
| State and political subdivision | - | - | 1,471 | (70) | 1,471 | (70) |
| | $ 41,671 | $ (408) | $ 98,142 | $ (3,691) | $ 139,813 | $ (4,029) |

| | Less than 12 Months | | 12 Months or Longer | | Total | |
|---|---|---|---|---|---|---|
| 2016 | Fair Value | Unrealized Loss | Fair Value | Unrealized Loss | Fair Value | Unrealized Loss |
| Available-for-sale | | | | | | |
| U.S. Government-sponsored agencies | $ 214,111 | $ (6,669) | $ - | $ - | $ 214,111 | $ (6,669) |
| Residential mortgage-backed securities | 4,795 | (172) | - | - | 4,795 | (172) |
| Equity securities | 972 | (28) | - | - | 972 | (28) |
| | $ 219,878 | $ (6,869) | $ - | $ - | $ 219,878 | $ (6,869) |

| | Less than 12 Months | | 12 Months or Longer | | Total | |
|---|---|---|---|---|---|---|
| | Fair Value | Unrealized Loss | Fair Value | Unrealized Loss | Fair Value | Unrealized Loss |
| Held-to-maturity | | | | | | |
| U.S. Government-sponsored agencies | $ 104,383 | $ (4,862) | $ - | $ - | $ 104,383 | $ (4,862) |
| State and political subdivision | 1,474 | (79) | - | - | 1,474 | (79) |
| | $ 105,857 | $ (4,941) | $ - | $ - | $ 105,857 | $ (4,941) |

At December 31, 2017 and 2016, unrealized losses on U.S. Government-sponsored agencies and mortgage-backed securities held by the Company have not been recognized into income because the decline in fair value is attributable to changes in interest rates, not credit quality. The mortgage-backed securities held by the Company were issued by U.S. Government-sponsored entities and agencies, primarily Ginnie Mae (GNMA), Fannie Mae (FNMA) and Freddie Mac (FHLMC), institutions which the Government has affirmed its commitment to support. Because the Company does not have the intent to sell these securities and it is not likely that it will be required to sell the securities before their anticipated recovery, the Company does not consider these securities to be other-than-temporarily impaired.

During the fourth quarter of 2013, the Company transferred securities with a fair value of $119.1 million from available-for-sale to held-to-maturity, which is the new cost basis. As of the date of the transfer, the resulting unrealized holding loss continues to be reported as a separate component of stockholders' equity in accumulated other comprehensive loss. The related unrealized loss of $5.2 million is being accreted over the remaining life of the securities as a yield adjustment. Accretion of $13 thousand was recognized in 2017. Accretion of $3.8 million was recognized in 2016. The remaining amount to be accreted as of December 31, 2017 is $75 thousand.

*(Continued)*

*(In thousands, except share amounts)*

**NOTE D - LOANS**

Loans at December 31, 2017 and 2016, by major category consisted of the following:

| | 2017 | 2016 |
|---|---|---|
| Loans secured by real estate: | | |
| Residential construction | $ 34,037 | $ 31,058 |
| Nonresidential construction & land | 11,398 | 10,360 |
| Home equity lines of credit | 772 | 866 |
| Residential | 197,889 | 200,280 |
| Second mortgages | 373 | 467 |
| Multifamily | 5,958 | 873 |
| Commercial | 60,560 | 50,440 |
| Commercial & industrial | 22,949 | 19,647 |
| Consumer | 8,779 | 3,394 |
| Total loans | 342,715 | 317,385 |
| Allowance for loan losses | (3,961) | (3,611) |
| Loans, net of allowance for loan loss | $ 338,754 | $ 313,774 |
| Loans held for sale - El Paso (See Note P) | (37,024) | - |
| Loans, net | $ 301,730 | $ 313,774 |

No past due loans, individually impaired loans, or loans classified as special mention, substandard, or doubtful are included in the Loans held for sale - El Paso at December 31, 2017.

Loans to executive officers, directors, and their affiliates were $2.8 million and $4.1 million at December 31, 2017 and 2016.

*(In thousands, except share amounts)*

**NOTE D - LOANS** *(Continued)*

The following tables present activity in the allowance for loan losses for the years ended December 31, 2017 and 2016:

| 2017 | Beginning Balance | Loan Loss Provision | Charge-offs | Recoveries | Ending Balance |
|---|---|---|---|---|---|
| Loans secured by real estate: | | | | | |
| Residential construction | $ 171 | $ 8 | $ - | $ - | $ 179 |
| Nonresidential construction & land | 83 | 62 | - | - | 145 |
| Home equity lines of credit | 6 | (1) | - | - | 5 |
| Residential | 2,365 | (406) | - | 24 | 1,983 |
| Second mortgages | 2 | 1 | - | - | 3 |
| Multifamily | 3 | 16 | - | - | 19 |
| Commercial | 458 | 46 | - | - | 504 |
| Commercial & industrial | 227 | 168 | (20) | 2 | 377 |
| Consumer | 296 | 731 | (622) | 341 | 746 |
| Total | $ 3,611 | $ 625 | $ (642) | $ 367 | $ 3,961 |

| 2016 | Beginning Balance | Loan Loss Provision | Charge-offs | Recoveries | Ending Balance |
|---|---|---|---|---|---|
| Loans secured by real estate: | | | | | |
| Residential construction | $ 191 | $ (20) | $ - | $ - | $ 171 |
| Nonresidential construction & land | 113 | (100) | - | 70 | 83 |
| Home equity lines of credit | 6 | - | - | - | 6 |
| Residential | 2,402 | (37) | - | | 2,365 |
| Second mortgages | 1 | 1 | - | - | 2 |
| Multifamily | 2 | 1 | - | - | 3 |
| Commercial | 204 | 254 | - | - | 458 |
| Commercial & industrial | 240 | (13) | - | - | 227 |
| Consumer | 276 | 395 | (722) | 347 | 296 |
| Total | $ 3,435 | $ 481 | $ (722) | $ 417 | $ 3,611 |

*(In thousands, except share amounts)*

**NOTE D - LOANS** *(Continued)*

The following tables represent the balance in the allowance for loan losses and the recorded investment in loans based on impairment method as of year-end 2017 and 2016:

| | Loan Balances | | | Allowance for Loan Losses | | |
|---|---|---|---|---|---|---|
| 2017 | Individually Evaluated for Impairment | Collectively Evaluated for Impairment | Total Recorded Investment | Individually Evaluated for Impairment | Collectively Evaluated for Impairment | Total |
| Loans secured by real estate: | | | | | | |
| Residential construction | $ - | $ 34,037 | $ 34,037 | $ - | $ 179 | $ 179 |
| Nonresidential construction & land | - | 11,398 | 11,398 | - | 145 | 145 |
| Home equity lines of credit | - | 772 | 772 | - | 5 | 5 |
| Residential | - | 197,889 | 197,889 | - | 1,983 | 1,983 |
| Second mortgages | - | 373 | 373 | - | 3 | 3 |
| Multifamily | - | 5,958 | 5,958 | - | 19 | 19 |
| Commercial | - | 60,560 | 60,560 | - | 504 | 504 |
| Commercial & industrial | - | 22,949 | 22,949 | - | 377 | 377 |
| Consumer | - | 8,779 | 8,779 | - | 746 | 746 |
| Total | $ - | $ 342,715 | $ 342,715 | $ - | $ 3,961 | $ 3,961 |

| | Loan Balances | | | Allowance for Loan Losses | | |
|---|---|---|---|---|---|---|
| 2016 | Individually Evaluated for Impairment | Collectively Evaluated for Impairment | Total Recorded Investment | Individually Evaluated for Impairment | Collectively Evaluated for Impairment | Total |
| Loans secured by real estate: | | | | | | |
| Residential construction | $ - | $ 31,058 | $ 31,058 | $ - | $ 171 | $ 171 |
| Nonresidential construction & land | - | 10,360 | 10,360 | - | 83 | 83 |
| Home equity lines of credit | - | 866 | 866 | - | 6 | 6 |
| Residential | - | 200,280 | 200,280 | - | 2,365 | 2,365 |
| Second mortgages | - | 467 | 467 | - | 2 | 2 |
| Multifamily | - | 873 | 873 | - | 3 | 3 |
| Commercial | - | 50,440 | 50,440 | - | 458 | 458 |
| Commercial & industrial | - | 19,647 | 19,647 | - | 227 | 227 |
| Consumer | - | 3,394 | 3,394 | - | 296 | 296 |
| Total | $ - | $ 317,385 | $ 317,385 | $ - | $ 3,611 | $ 3,611 |

*(In thousands, except share amounts)*

**NOTE D - LOANS** *(Continued)*

The following tables present the aging of the recorded investment in past due loans as of year-end 2017 and 2016 by class of loans:

| 2017 | 30 - 59 Days Past Due | 60 - 89 Days Past Due | 90 Days or more Past Due Still on Accrual | Nonaccrual | Loans Not Past Due | Total |
|---|---|---|---|---|---|---|
| Loans secured by real estate: | | | | | | |
| Residential construction | $ - | $ - | $ - | $ - | $ 34,037 | $ 34,037 |
| Nonresidential construction & land | 55 | - | - | - | 11,343 | 11,398 |
| Home equity lines of credit | - | - | - | - | 772 | 772 |
| Residential | 3,992 | 1,397 | 782 | 3,593 | 188,125 | 197,889 |
| Second mortgages | 2 | 9 | - | - | 362 | 373 |
| Multifamily | - | - | - | - | 5,958 | 5,958 |
| Commercial | 2,328 | - | - | - | 58,232 | 60,560 |
| Commercial & industrial | 12 | - | - | 75 | 22,862 | 22,949 |
| Consumer | 25 | - | - | 4 | 8,750 | 8,779 |
| Total | $ 6,414 | $ 1,406 | $ 782 | $ 3,672 | $ 330,441 | $ 342,715 |

| 2016 | 30 - 59 Days Past Due | 60 - 89 Days Past Due | 90 Days or more Past Due Still on Accrual | Nonaccrual | Loans Not Past Due | Total |
|---|---|---|---|---|---|---|
| Loans secured by real estate: | | | | | | |
| Residential construction | $ - | $ - | $ - | $ - | $ 31,058 | $ 31,058 |
| Nonresidential construction & land | - | - | - | - | 10,360 | 10,360 |
| Home equity lines of credit | - | - | - | - | 866 | 866 |
| Residential | 4,639 | 1,396 | 366 | 3,080 | 190,799 | 200,280 |
| Second mortgages | 10 | - | - | - | 457 | 467 |
| Multifamily | - | - | - | - | 873 | 873 |
| Commercial | 8 | - | - | - | 50,432 | 50,440 |
| Commercial & industrial | - | 75 | - | - | 19,572 | 19,647 |
| Consumer | 10 | - | - | - | 3,384 | 3,394 |
| Total | $ 4,667 | $ 1,471 | $ 366 | $ 3,080 | $ 307,801 | $ 317,385 |

**NOTE D - LOANS** *(Continued)*

**Credit Quality Indicators:**

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 the loans as to credit risk. This analysis includes non-homogeneous loans, such as commercial and commercial real estate loans.

**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 obligor 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.** Loans classified as doubtful 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.

*(In thousands, except share amounts)*

**NOTE D - LOANS** *(Continued)*

Loans not meeting the criteria above that are analyzed individually as part of the above-described process are considered to be pass rated loans. Loans listed as not rated are included in groups of homogeneous loans. Management evaluates the risk category of these unrated loans when a loan becomes delinquent or a borrower requests a concession. Nonaccrual loans guaranteed by the Government are not rated. As of year-end 2017 and 2016, and based on the most recent analysis performed, the risk category of loans by class of loans is as follows:

| 2017 | Not Rated | Pass | Special Mention | Substandard | Doubtful | Total |
|---|---|---|---|---|---|---|
| Loans secured by real estate: | | | | | | |
| Residential construction | $ - | $ 34,037 | $ - | $ - | $ - | $ 34,037 |
| Nonresidential construction & land | - | 11,398 | - | - | - | 11,398 |
| Home equity lines of credit | 772 | - | - | - | - | 772 |
| Residential | 196,786 | - | 47 | 1,056 | - | 197,889 |
| Second mortgages | 373 | - | - | - | - | 373 |
| Multifamily | - | 5,953 | - | 5 | - | 5,958 |
| Commercial | - | 56,066 | 919 | 3,575 | - | 60,560 |
| Commercial & industrial | - | 19,579 | 131 | 3,239 | - | 22,949 |
| Consumer | 8,743 | - | - | 36 | - | 8,779 |
| Total | $ 206,674 | $ 127,033 | $ 1,097 | $ 7,911 | $ - | $ 342,715 |

| 2016 | Not Rated | Pass | Special Mention | Substandard | Doubtful | Total |
|---|---|---|---|---|---|---|
| Loans secured by real estate: | | | | | | |
| Residential construction | $ - | $ 30,551 | $ - | $ 507 | $ - | $ 31,058 |
| Nonresidential construction & land | - | 10,360 | - | - | - | 10,360 |
| Home equity lines of credit | 866 | - | - | - | - | 866 |
| Residential | 199,123 | - | 32 | 1,125 | - | 200,280 |
| Second mortgages | 467 | - | - | - | - | 467 |
| Multifamily | - | 860 | - | 13 | - | 873 |
| Commercial | - | 46,243 | 258 | 3,939 | - | 50,440 |
| Commercial & industrial | - | 18,924 | 124 | 599 | - | 19,647 |
| Consumer | 3,376 | - | 1 | 17 | - | 3,394 |
| Total | $ 203,832 | $ 106,938 | $ 415 | $ 6,200 | $ - | $ 317,385 |

Troubled debt restructurings are not material during any period presented.

*(Continued)*

*(In thousands, except share amounts)*

**NOTE E - OTHER REAL ESTATE OWNED**

Other real estate owned activity was as follows:

| | 2017 | 2016 |
|---|---|---|
| Balance at beginning of year | $ 462 | $ 918 |
| Transfers | 92 | - |
| Capitalized improvements | 5 | - |
| Fair value adjustment | 74 | (198) |
| Proceeds from sales | (20) | (272) |
| Gain/(loss) on sale, net | (18) | 14 |
| Balance at end of year | $ 595 | $ 462 |

Other real estate owned at year end 2017 included one parcel of land with a carrying value of $595 thousand.

Operating expenses related to other real estate owned for the years ended December 31, 2017 and 2016 totaled $9 thousand and $22 thousand.

*(In thousands, except share amounts)*

**NOTE F - PREMISES AND EQUIPMENT**

Year-end premises and equipment consisted of:

| | 2017 | 2016 |
|---|---|---|
| Land | $ 5,196 | $ 5,196 |
| Buildings and leasehold improvements | 27,831 | 27,639 |
| Furniture, equipment, and autos | 11,598 | 10,750 |
| Construction in progress | 1,175 | 828 |
| | 45,800 | 44,413 |
| Less accumulated depreciation and amortization | 17,109 | 15,368 |
| Premises and equipment, net | $ 28,691 | $ 29,045 |
| Premises and equipment held for sale - El Paso (See Note P) | (1,956) | - |
| Premises and equipment, net of held for sale - El Paso | $ 26,735 | $ 29,045 |

Depreciation expense was $1.8 million and $1.9 million for 2017 and 2016.

The Company leases office space for certain branch offices under various operating leases with terms expiring through 2022. Lease payments included in occupancy expense totaled $160 thousand and $153 thousand for the years ended December 31, 2017 and 2016. Future lease payments for branch offices through 2022 are as follows:

| | |
|---|---|
| 2018 | $ 136 |
| 2019 | 92 |
| 2020 | 92 |
| 2021 | 92 |
| 2022 | 24 |
| | $ 436 |

*(In thousands, except share amounts)*

**NOTE G - MORTGAGE SERVICING RIGHTS AND LOAN SERVICING**

Mortgage loans serviced for others are not included in the accompanying consolidated balance sheets. The unpaid principal balances of these loans are:

| | 2017 | 2016 |
|---|---|---|
| Mortgage loans underlying pass-through securities: | | |
| GNMA | $ 235,590 | $ 247,527 |
| FNMA | 89,727 | 108,032 |
| | 325,317 | 355,559 |
| Mortgage loan portfolio serviced for: | | |
| FNMA | 208,024 | 201,369 |
| FHLMC | 663 | 804 |
| Other investors | 9,436 | 11,366 |
| | 218,123 | 213,539 |
| | $ 543,440 | $ 569,098 |

Custodial balances on deposit at the Bank, in connection with the foregoing loan servicing, amounted to $12.2 million and $11.3 million at December 31, 2017 and 2016.

An analysis of changes in mortgage servicing rights and the related impairment allowance follows:

| | 2017 | 2016 |
|---|---|---|
| Mortgage servicing rights | | |
| Balance, beginning of year | $ 4,452 | $ 5,238 |
| Sold | (2,772) | - |
| Capitalized | 783 | 676 |
| Amortization | (942) | (1,462) |
| Balance, end of year | 1,521 | 4,452 |
| Impairment allowance | - | - |
| Year-end balance, net of impairment allowance | $ 1,521 | $ 4,452 |

*(In thousands, except share amounts)*

**NOTE G - MORTGAGE SERVICING RIGHTS AND LOAN SERVICING** *(Continued)*

On November 30, 2017, Pioneer Bank entered into a Servicing Rights Purchase and Sale Agreement to sell all of the FNMA and GNMA mortgage servicing rights held by the Bank on that date for $4.8 million. Seventy (70) percent of the sales price was received on November 30, 2017. Twenty (20) percent is scheduled to be received in February 2018, and the remaining ten (10) percent later in 2018. On the same date the Bank entered into an Interim Servicing Agreement whereby the Bank will subservice the loans sold until the expected transfer in February 2018. As of December 31, 2017 the fair value of the mortgage servicing rights held for sale was $1.4 million.

In December 2017, Pioneer Bank entered into a Subservicing Agreement to have a subservicer service the existing residential mortgage loans held in the loan porfolio, as well as service future mortgage loans originated and held in the loan portfolio. The loan servicing transfer date will take place in 2018.

The estimated fair value of capitalized mortgage servicing rights, excluding the $1.4 million held for sale, was $393 thousand at year end 2017. Fair value was determined using discount rates ranging from 9.25% to 11.00%, prepayment speeds ranging from 5.20% to 23.25% based on individual loan characteristics including gross coupon and age, and a weighted-average default rate of 0.66%.

The estimated fair value of capitalized mortgage servicing rights was $7.8 million at year-end 2016. Fair value was determined using discount rates ranging from 9.25% to 13.13%, prepayment speeds ranging from 5.10% to 23.91% based on individual loan characteristics including gross coupon and age, and a weighted-average default rate of 0.78%.

The weighted-average amortization period is 4.25 years. Estimated amortization expense for each of the next five years follows:

| | | |
|---|---|---|
| 2018 | $ | 52 |
| 2019 | | 45 |
| 2020 | | 38 |
| 2021 | | 32 |
| 2022 | | 27 |

*(In thousands, except share amounts)*

**NOTE H - DEPOSITS**

A comparative summary of deposits by remaining term to maturity follows:

| | 2017 | 2016 |
|---|---|---|
| No contractual maturities | $ 434,496 | $ 426,630 |
| 2017 | - | 83,894 |
| 2018 | 73,786 | 9,737 |
| 2019 | 13,180 | 8,238 |
| 2020 | 7,654 | 6,836 |
| 2021 | 5,216 | 5,447 |
| 2022 | 3,619 | - |
| | $ 537,951 | $ 540,782 |
| Deposits held for sale - El Paso (See Note P) | (38,778) | - |
| Deposits net of deposits held for sale - El Paso | $ 499,173 | $ 540,782 |

At December 31, 2017 and 2016, approximately $64.8 million and $51.8 million of residential mortgage-backed and U.S. Government-sponsored agency securities were pledged to secure public unit deposits.

Time deposits of $250,000 or more (the federally insured amount) were $23.0 million and $27.5 million at year-end 2017 and 2016.

Deposits from executive officers, directors, and their affiliates at year-end 2017 and 2016 were $4.3 million and $6.3 million.

Deposits held for sale - El Paso include $33.6 million with no contractual maturities, $3.4 million maturing in 2018, and $1.8 million maturing between 2019 and 2022.

*(In thousands, except share amounts)*

**NOTE I - FEDERAL HOME LOAN BANK ADVANCES (FHLB) AND OTHER BORROWINGS**

At year-end, advances from the FHLB were as follows:

| | 2017 | 2016 |
|---|---|---|
| Maturities January 2018 through August 2020, at fixed rates from 1.17% to 1.98%, averaging 1.35% | $ 147,000 | |
| Maturities January 2017 through August 2019, at fixed rates from 0.40% to 1.98%, averaging 0.94% | | $ 111,000 |

Each advance is payable at its maturity date or on payment of a prepayment penalty for fixed rate advances. The advances were collateralized by $194.5 million and $170.1 million of eligible loans under a blanket lien arrangement at year-end 2017 and 2016. Based on this collateral, the Company's holdings of FHLB stock and securities held in safekeeping, the Company was eligible to borrow an additional $215.0 million at year-end 2017.

Required payments over the next three years are:

| | |
|---|---|
| 2018 | $ 97,000 |
| 2019 | 27,000 |
| 2020 | 23,000 |

Other borrowings consist of customer repurchase sweep accounts with overnight maturities. Balances were $43.2 million and $30.2 million at year-end 2017 and 2016.

The fair value of securities pledged to secure repurchase agreements may decline. The Company manages this risk by pledging securities, typically valued at between 110% to 120% above the gross outstanding balance of repurchase agreements. Securities pledged to secure repurchase agreements were $47.2 million and $35.3 million at year-end 2017 and 2016 at fair value.

*(In thousands, except share amounts)*

**NOTE J - COMMITMENTS AND CONTINGENCIES**

In the ordinary course of business, the Company may become party to certain claims and legal actions. In the opinion of management, after consultation with legal counsel, the ultimate disposition of these matters is not expected to have a material effect on the consolidated balance sheets of the Company.

Also, the Company has various outstanding commitments and contingent assets and liabilities that are not reflected in the accompanying consolidated financial statements. Those financial instruments with off-balance-sheet risk are used to meet the financial needs of the Company's customers and include commitments to extend credit and standby letters of credit. They involve to varying degrees, elements of credit and interest rate risk in excess of the amount recognized in the consolidated statements of financial condition. The contract or notional amounts of those instruments reflect the extent of involvement the Company has in particular classes of financial instruments.

The Company's exposure to credit loss in the event of nonperformance by the other party to the financial instrument for commitments to extend credit and standby letters of credit is represented by the contractual notional amount of those instruments. The Company uses the same credit policies in making commitments and conditional obligations as it does for on-balance-sheet instruments. The approximate contract or notional amounts of financial instruments whose contract amounts represent credit risk are:

| | 2017 | 2016 |
|---|---|---|
| Undisbursed lines of credit | $ 45,293 | $ 32,273 |
| Commitments to originate loans | 8,285 | 6,827 |
| Recourse on loans sold | 2,392 | 2,392 |
| Standby letters of credit | 1,332 | 419 |
| Commitments to sell mortgages and mortgage-backed securities | 173 | 2,940 |

**NOTE K - REGULATORY MATTERS**

The Bank is subject to regulatory capital requirements administered by federal banking agencies. Capital adequacy guidelines and prompt corrective action regulations involve quantitative measures of assets, liabilities, and certain off-balance-sheet items calculated under regulatory accounting practices. Capital amounts and classifications are also subject to qualitative judgments by regulators. Failure to meet capital requirements can initiate regulatory action. The final rules implementing Basel Committee on Banking Supervision's capital guidelines for U.S. banks (Basel III rules) became effective for the Bank on January 1, 2015 with full compliance with all of the requirements being phased in over a multi-year schedule, and fully phased in by January 1, 2019. The net unrealized gain or loss on available-for-sale securities is not included in computing regulatory capital. Management believes as of December 31, 2017 and 2016, the Bank met all capital adequacy requirements to which it is subject.

Prompt corrective action regulations provide five classifications: well capitalized, adequately capitalized, undercapitalized, significantly undercapitalized, and critically undercapitalized, although these terms are not used to represent overall financial condition. If adequately capitalized, regulatory approval is required to accept brokered deposits. If undercapitalized, capital distributions are limited, as is asset growth and expansion, and capital restoration plans are required. At year-end 2017 and 2016, the most recent regulatory notifications categorized the Bank as well capitalized under the regulatory framework for prompt corrective action. There are no conditions or events since that notification that management believes have changed the Bank's category.

The following table provides the capital ratios of the Bank, along with the applicable regulatory capital requirements as of December 31, 2017 which were calculated in accordance with the requirements of Basel III, which became effective January 1, 2015. The final rules of Basel III also established a "capital conservation buffer" of 2.5% above new regulatory minimum capital ratios, and when fully effective in 2019, will result in the following minimum ratios: (i) a common equity Tier 1 capital ratio of 7.0%; (ii) a Tier 1 risk-based capital ratio of 8.5%; and (iii) a total capital ratio of 10.5%. The capital conservation buffer is being phased in at the rate of 0.625% per year from 0.0% in 2015 to 2.50% on January 1, 2019. The capital conservation buffer for 2017 is 1.25% and for 2016 is 0.625%. An institution is subject to limitations on paying dividends, engaging in share repurchases, and paying discretionary bonuses if its capital level falls below the buffer amount. These limitations will establish a maximum percentage of eligible retained income that can be utilized for such activities. At year-end 2017 and 2016, the Bank's actual capital levels and minimum required levels, including the capital conservation buffer, were as follows:

*(In thousands, except share amounts)*

**NOTE K - REGULATORY MATTERS**

| | Actual | | Minimum Required for Capital Adequacy Purposes | | Minimum Required To Be Well Capitalized Under Prompt Corrective Action Regulations | |
|---|---|---|---|---|---|---|
| As of December 31, 2017 | | | | | | |
| Total capital (to risk-weighted assets) | $ 80,050 | 21.1% | $ 35,026 | 9.3% | $ 37,866 | 10.0% |
| Tier 1 capital (to risk-weighted assets) | 75,890 | 20.0% | 27,452 | 7.3% | 30,292 | 8.0% |
| Common equity Tier 1 capital (to risk-weighted assets) | 75,890 | 20.0% | 21,773 | 5.8% | 24,613 | 6.5% |
| Tier 1 capital (to average assets) | 75,890 | 9.1% | 33,448 | 4.0% | 41,810 | 5.0% |

| | Actual | | Minimum Required for Capital Adequacy Purposes | | Minimum Required To Be Well Capitalized Under Prompt Corrective Action Regulations | |
|---|---|---|---|---|---|---|
| As of December 31, 2016 | | | | | | |
| Total capital (to risk-weighted assets) | $ 76,682 | 22.1% | $ 29,989 | 8.6% | $ 34,770 | 10.0% |
| Tier 1 capital (to risk-weighted assets) | 72,853 | 21.0% | 23,035 | 6.6% | 27,816 | 8.0% |
| Common equity Tier 1 capital (to risk-weighted assets) | 72,853 | 21.0% | 17,819 | 5.1% | 22,600 | 6.5% |
| Tier 1 capital (to average assets) | 72,853 | 9.4% | 30,861 | 4.0% | 38,576 | 5.0% |

The Company's principal source of funds for distribution payments is dividends received from the Bank. Banking regulations limit the amount of dividends that may be paid without prior approval of regulatory agencies. Under these regulations, the amount of dividends that may be paid is limited to the retained net profits of the preceding two years, subject to the capital requirements described above. During 2018, the Bank could, subject to no objection from regulators, declare dividends of approximately $4.5 million plus any 2018 net profits retained to the date of the dividend declaration.

**NOTE L - FAIR VALUE**

Fair value is the exchange price that would be received for an asset or paid to transfer a liability (exit price) in the principal or most advantageous market for the asset or liability in an orderly transaction between market participants on the measurement date. There are three levels of inputs that may be used to measure fair values:

Level 1: Quoted prices (unadjusted) for identical assets or liabilities in active markets that the entity has the ability to access as of the measurement date.

Level 2: Significant other observable inputs other than Level 1 prices such as quoted prices for similar assets or liabilities; quoted prices in markets that are not active; or other inputs that are observable or can be corroborated by observable market data.

Level 3: Significant unobservable inputs that reflect a reporting entity's own assumptions about the assumptions that market participants would use in pricing an asset or liability.

Securities available-for-sale: The fair values of securities available-for-sale are determined by quoted market prices, if available (Level 1). For securities where quoted prices are not available, fair values are calculated based on market prices of similar securities (Level 2).

Mortgage banking derivatives: The fair value of derivatives are based on valuation models using observable market data as of the measurement date (Level 2).

No assets/(liabilities) were measured at fair value on a non-recurring basis as of December 31, 2017 and 2016.

*(In thousands, except share amounts)*

**NOTE L - FAIR VALUE** *(Continued)*

Assets/(liabilities) measured at fair value on a recurring basis are summarized below:

| | Fair Value Measurements Using | | | |
|---|---|---|---|---|
| December 31, 2017 | Quoted Prices in Active Markets for Identical Assets (Level 1) | Significant Other Observable Inputs (Level 2) | Significant Unobservable Inputs (Level 3) | Total |
| Assets/(liabilities) measured on a recurring basis: | | | | |
| Securities available-for-sale: | | | | |
| U.S. Government-sponsored agencies | $ - | $ 216,863 | $ - | $ 216,863 |
| Residential mortgage-backed securities | - | 18,818 | - | 18,818 |
| Equity securities | 972 | - | - | 972 |
| Mortgage banking derivatives | - | 2 | - | 2 |
| | | | | |
| December 31, 2016 | | | | |
| Assets/(liabilities) measured on a recurring basis: | | | | |
| Securities available-for-sale: | | | | |
| U.S. Government-sponsored agencies | $ - | $ 219,166 | $ - | $ 219,166 |
| Residential mortgage-backed securities | - | 25,294 | - | 25,294 |
| Equity securities | 972 | - | - | 972 |
| Mortgage banking derivatives | - | 21 | - | 21 |

*(Continued)*

*(In thousands, except share amounts)*

## NOTE M - RETIREMENT PLANS

The Bank has both a qualified 401(k) retirement savings plan and an Employee Stock Ownership Plan (ESOP).

In 2013 stockholders approved the Pioneer Bank Employee Stock Ownership Plan. In 2014 Pioneer transferred approximately $2.0 million of the matching contribution account held in the 401(k) Plan to the ESOP in order to establish the initial ESOP fund. The Bank then applied the amount transferred to the purchase of 31,581 shares of Pioneer Bancorp, Inc. common stock from Pioneer Bancorp, Inc. treasury shares at $62 per share, the appraised value of the stock on August 15, 2014, the date of the transfer.

Participant stock will be repurchased by the Company at the end of employment. All shares held by the ESOP at December 31, 2017 were allocated to participants. The fair value of allocated shares subject to repurchase obligation at year-end 2017 was $3.9 million.

Contributions to the ESOP are optional at the discretion of the Board of Directors. The level of matching contributions as a percentage of eligible employee compensation and plan expenses were as follows for 2017 and 2016:

| Year | Match | Compensation | Expense |
|---|---|---|---|
| 2016 | 100% | 5% | $ 280 |
| 2017 | 100% | 5% | 291 |

The Company also has an unfunded noncontributory defined benefit plan that covers certain senior executive officers. The plan provides defined benefits based on years of service and final average salary. The Company uses December 31 as the measurement date for its plan.

Information about changes in obligations of the defined benefit plan follows:

| | 2017 | 2016 |
|---|---|---|
| Benefit obligation at beginning of year | $ 6,341 | $ 5,974 |
| Service cost | 123 | 160 |
| Interest cost | 245 | 236 |
| Plan amendments | - | - |
| Actuarial (gain)/loss | 435 | 95 |
| Benefits paid | (253) | (124) |
| Benefit obligation at end of year | $ 6,891 | $ 6,341 |

Amounts recognized in accumulated other comprehensive income consist of:

| | 2017 | 2016 |
|---|---|---|
| Net loss | $ 1,096 | $ 755 |
| Prior service cost | 205 | 221 |
| Total | $ 1,301 | $ 976 |

*(In thousands, except share amounts)*

**NOTE M - RETIREMENT PLANS** *(Continued)*

The net periodic benefit cost was $478 thousand and $506 thousand for the years ended December 31, 2017 and 2016.

The estimated net loss and prior service cost for the benefit plan that will be amortized from accumulated other comprehensive income into net periodic benefit costs during the year ending December 31, 2018 are $122 thousand and $116 thousand.

Estimated Future Payments

The following benefit payments, which reflect expected future service, are expected:

| | | |
|---|---|---|
| 2018 | $ | 288 |
| 2019 | | 288 |
| 2020 | | 326 |
| 2021 | | 402 |
| 2022 | | 402 |
| Years 2023-2027 | | 2,026 |

The weighted-average discount rate used to determine benefit obligations and periodic benefit cost was 3.40% and 3.94% and 3.94% and 3.99% at year-end 2017 and 2016.

In 2016, the Company created an unfunded noncontributory defined contribution plan that covers certain senior executive officers whose benefits were frozen in the defined benefit plan or are new participants. The plan provides an annual accrual as a percentage of base salary subject to certain performance objectives. Total expense for the plan year ended December 31, 2017, and 2016 was $123 and $222 thousand.

**NOTE N - STOCK-BASED COMPENSATION**

The Company has a stock option plan as described below. Total compensation cost that has been charged against income for that plan was $14 thousand for 2017 and 2016.

The Company's 2007 Stock Option Plan, which is stock-holder approved, permits the grant of stock options to its officers, employees, and directors for up to 70 thousand shares of common stock. The Company believes that such awards better align the interests of its employees with those of its stockholders. Option awards are granted with an exercise price equal to the estimated market price of the Company's common stock at the date of grant; those option awards have a vesting period of 4-5 years and have 10-year contractual terms. The Company's policy is to use shares held as treasury shares to satisfy expected stock option exercises.

Currently the Company has a sufficient number of treasury shares to satisfy expected stock option exercises.

The fair value of each option award is estimated on the date of grant using a closed form option valuation (Black-Scholes) model. Because the Company's stock is not actively traded, expected volatilities are based on a group of publically traded peers. The Company uses management's estimate of option exercise, post-vesting termination behavior, and the expected term of options granted, which represents the period of time that options granted are expected to be outstanding, which takes into account that the options are not transferable. The risk-free rate for the expected term of the option is based on the U.S. Treasury yield curve in effect at the time of the grant.

No options were granted in 2017 or 2016.

*(In thousands, except share amounts)*

**NOTE N - STOCK-BASED COMPENSATION** *(Continued)*

A summary of the activity in the stock option plan for 2017 follows:

| | Shares | Weighted-Average Exercise Price | Weighted-Average Remaining Contractual Term |
|---|---|---|---|
| Outstanding at beginning of year | 20,637 | $ 47 | |
| Granted | - | - | |
| Exercised | (15,440) | 45 | |
| Forfeited or expired | - | - | |
| Outstanding at end of year | 5,197 | $ 52 | 4.5 |
| Vested or expected to vest | 4,897 | $ 52 | 4.3 |
| Exercisable at end of year | 4,897 | $ 52 | 4.3 |

Information related to the stock option plan for the year follows:

| | 2017 | 2016 |
|---|---|---|
| Intrinsic value of options exercised | $ 446 | $ 391 |
| Cash received from option exercises | 254 | 917 |
| Intrinsic value of options outstanding | 171 | 358 |
| Weighted average fair value of options granted | - | - |

As of December 31, 2017, there was $4 thousand of total unrecognized compensation cost related to nonvested stock options granted under the plan. The cost is expected to be recognized over a weighted-average period of 9 months.

*(Continued)*

*(In thousands, except share amounts)*

## NOTE O - ACCUMULATED OTHER COMPREHENSIVE INCOME/(LOSS)

Following is a summary of the accumulated other comprehensive income balances:

| | December 31, 2017 | December 31, 2016 |
|---|---|---|
| Unrealized gains (losses) on securities available-for-sale | $ (4,844) | $ (5,761) |
| Remaining unrealized (losses) on securities transferred to held-to-maturity | (75) | (88) |
| Employee pension plan | (1,301) | (976) |
| Total accumulated other comprehensive (loss) | $ (6,220) | $ (6,825) |

## NOTE P - SUBSEQUENT EVENTS - ASSETS AND LIABILITIES HELD FOR SALE

In January 2018, Pioneer Bank entered into an agreement to sell assets and liabilities related to the El Paso, Texas banking operations, including loans, related accrued interest, deposits, and fixed assets. The expected closing date of the transaction is June 2018. The sale of the deposits will be funded by additional borrowings. The Bank anticipates purchasing back most of the El Paso loans that are sold in the form of participations purchased.

The agreement calls for a 3.5% premium on the El Paso deposit balances to be paid to Pioneer Bank on the date of the sale. This premium will be recognized as income in 2018. Deposit balances in El Paso as of December 31, 2017 were $38.8 million.

PIONEER BANCORP, INC.
ANALYSIS OF INTEREST CHANGES DUE TO VOLUME AND RATE - UNAUDITED
December 31, 2017
*(In thousands, except share amounts)*

2017 Over 2016

| | Average Balance | | Interest | | Average Rate | | Total | Change due to | |
|---|---|---|---|---|---|---|---|---|---|
| | 2017 | 2016 | 2017 | 2016 | 2017 | 2016 | Change | Volume | Rate |
| Interest and dividend income | | | | | | | | | |
| Loans | $ 334,922 | $ 297,393 | $ 14,992 | $ 13,238 | 4.48% | 4.45% | $ 1,754 | $ 1,680 | $ 74 |
| Mortgage securities | 47,526 | 35,082 | 1,245 | 903 | 2.62% | 2.57% | 342 | 326 | 16 |
| Investment securities and other | 376,495 | 366,105 | 6,759 | 7,975 | 1.80% | 2.18% | (1,216) | 187 | (1,403) |
| Total interest-earnings assets | $ 758,943 | $ 698,580 | $ 22,996 | $ 22,116 | 3.03% | 3.17% | $ 880 | $ 2,192 | $ (1,312) |
| Interest expense | | | | | | | | | |
| Deposits | $ 551,422 | $ 546,190 | $ 986 | $ 852 | 0.18% | 0.16% | $ 134 | $ 9 | $ 125 |
| FHLB advances and other borrowings | 178,863 | 135,036 | 1,977 | 995 | 1.11% | 0.74% | 982 | 484 | 498 |
| Total interest-bearing liabilities | $ 730,285 | $ 681,226 | $ 2,963 | $ 1,847 | 0.41% | 0.27% | $ 1,116 | $ 494 | $ 622 |
| Net interest spread and income | | | $ 20,033 | $ 20,269 | 2.62% | 2.89% | | | |
| Ratio of net interest income to average interest-earning assets | | | 2.64% | 2.90% | | | | | |

2016 Over 2015

| | Average Balance | | Interest | | Average Rate | | Total | Change due to | |
|---|---|---|---|---|---|---|---|---|---|
| | 2016 | 2015 | 2016 | 2015 | 2016 | 2015 | Change | Volume | Rate |
| Interest and dividend income | | | | | | | | | |
| Loans | $ 297,393 | $ 277,205 | $ 13,238 | $ 12,412 | 4.45% | 4.48% | $ 826 | $ 899 | $ (73) |
| Mortgage securities | 35,082 | 44,305 | 903 | 1,027 | 2.57% | 2.32% | (124) | (237) | 113 |
| Investment securities and other | 366,105 | 315,626 | 7,975 | 5,621 | 2.18% | 1.78% | 2,354 | 1,100 | 1,254 |
| Total interest-earnings assets | $ 698,580 | $ 637,136 | $ 22,116 | $ 19,060 | 3.17% | 2.99% | $ 3,056 | $ 1,761 | $ 1,295 |
| Interest expense | | | | | | | | | |
| Deposits | $ 546,190 | $ 530,957 | $ 852 | $ 834 | 0.16% | 0.16% | $ 18 | $ 24 | $ (6) |
| FHLB advances and other borrowings | 135,036 | 87,139 | 995 | 712 | 0.74% | 0.82% | 283 | 353 | (70) |
| Total interest-bearing liabilities | $ 681,226 | $ 618,096 | $ 1,847 | $ 1,546 | 0.27% | 0.25% | $ 301 | $ 377 | $ (76) |
| Net interest spread and income | | | $ 20,269 | $ 17,514 | 2.89% | 2.74% | | | |
| Ratio of net interest income to average interest-earning assets | | | 2.90% | 2.75% | | | | | |

# CORPORATE INFORMATION

## General Information

Pioneer Bancorp, Inc. is a thrift holding company organized in the State of Nevada. The Bancorp owns Pioneer Bank which focuses on traditional and mortgage banking. The Bank is a Federal Savings Bank which provides depository services and originates and services residential, commercial, and consumer loans primarily in Southern New Mexico and West Texas. The Bank has one subsidiary, Pioneer Mortgage Company, which is involved in residential construction and mortgage lending in West Texas and Colorado.

**CORPORATE OFFICES**

Pioneer Bancorp, Inc.
3000 North Main Street
P.O. Box 130
Roswell, New Mexico 88202-0130

**INDEPENDENT AUDITORS**

Crowe Horwath LLP
One Mid America Plaza
P.O. Box 3697
Oak Brook, Illinois 60522-3697

**GENERAL COUNSEL**

Sanders, Bruin, Coll & Worley, P.A.
701 West Country Club Road
P.O. Box 550
Roswell, New Mexico 88202-0550

**REGISTRAR AND TRANSFER AGENT**

Pioneer Bancorp, Inc.

**ANNUAL MEETING**

The annual meeting of stockholders of Pioneer Bancorp, Inc. will be held at 10:30 a.m. on April 30, 2018 at the Corporate Headquarters, 3000 North Main Street, Roswell, New Mexico.

# PIONEER BANCORP, INC.



# PIONEER BANK

**Vice President**
Esther M. Aviles
Charlotte A. Barnett
Benetta R. Beene
Davis E. Bennett
Melissa A. Cardinuto
Kate L. Davenport
Dawson J. Dinsmore
Charlotte Y. Gipson
Vivica P. Granados
Juliana Halvorson
Daniel A. Hostetler
Scott E. Mohrhauser
Dee Ann Nunez
Deena J. Palmer
Karen L. Powers
Alma Salas
Lanie Smith
Nancy L. Smith
Yvonne M. Sours
Rebecca E. Underation
Donna Kaler-Ward
Denise L. Gendreau-Wilson

**Chief Executive Officer**
Stephen P. Puntch

**President and Chief Operating Officer**
Christopher G. Palmer, CPA

**Executive Vice President**
Nicole R. Austin

**Senior Vice President**
Aaron M. Emmert

**Market President - Las Cruces**
Kiel A. Hoffman

**Market President - El Paso**
Kathleen M. Carrillo

**Corporate Secretary**
Melinda A. Shaffer

**Assistant Secretary**
Patricia Perrone

**Assistant Vice President**
Carolyn A. Royster-Bell
Matthew E. Burke
Mitzi T. Calleros
Jose G. De La Cruz
Rose M. Dick
Karissa A. Doan
Eric R. Ehler
Amber M. Fisher
Leigh A. Humble
Suzanna A. Lujan
Evelyn Renaye Medina
Nancy J. Montgomery
Melody E. Parra
Jessica M. Ponce
Jacob D. Reese
Susan L. Roe
Mary R. Skinner
Bridgette Vejil

# PIONEER MORTGAGE COMPANY

d/b/a Liberty Home Financial

**President**
David L. Karger

# PIONEER BANK

*www.pioneerbnk.com*
3000 North Main Street, P.O. Box 130, Roswell, New Mexico 88202
306 North Pennsylvania Avenue, Roswell, New Mexico 88201
2 St. Mary's Place, Roswell, New Mexico 88203
(575) 624-5200

ATM Only
3301 North Main Street, Roswell, New Mexico
300 South Sunset Avenue, Roswell, New Mexico

3831 East Lohman Avenue, P.O. Box 609, Las Cruces, New Mexico 88004
705 East University Avenue, Las Cruces, New Mexico 88001
2900 Roadrunner Parkway, Las Cruces, New Mexico 88011
(575) 532-7500

ATM Only
Save Mart, 495 N. Valley Drive, Las Cruces, New Mexico

1020 North Turner Street, P.O. Box 177, Hobbs, New Mexico 88241
1600 West Joe Harvey Boulevard, Hobbs, New Mexico 88240
(575) 391-5800

1020 Tenth Street, P.O. Box 1707, Alamogordo, New Mexico 88311
(575) 439-6040

111 North Canal Street, P.O. Box S, Carlsbad, New Mexico 88221
(575) 885-7474

1095 Mechem Drive, P.O. Box 910, Ruidoso, New Mexico 88355
(575) 258-6500

6068 Gateway East, P.O. Box 972178, El Paso, Texas 79997
2290 Trawood Drive, El Paso, Texas 79935
7015 North Mesa Street, El Paso, Texas 79912
(915) 782-2400

## PIONEER MORTGAGE COMPANY

*www.pioneermidland.com*
3000 North Garfield Street, Suite 180, Midland, Texas 79705
(432) 570-0777

*www.libertyhomefinancial.com*
d/b/a Liberty Home Financial
1317 Grand Avenue, Suite 216, Glenwood Springs, Colorado 81601
(970) 945-7210

Member FDIC

EQUAL HOUSING LENDER

Printed in USA by Select Imaging, Inc.