

REFINITIV

# DELTA REPORT

## 10-Q

FSEA - FIRST SEACOAST BANCORP, I

10-Q - SEPTEMBER 30, 2023 COMPARED TO 10-Q - JUNE 30, 2023

The following comparison report has been automatically generated

TOTAL DELTAS 1126

 CHANGES	761
 DELETIONS	157
 ADDITIONS	208

UNITED STATES  
SECURITIES AND EXCHANGE COMMISSION  
Washington, D.C. 20549

FORM 10-Q

QUARTERLY REPORT PURSUANT TO SECTION 13 or 15(d) OF THE SECURITIES EXCHANGE ACT OF 1934

For the quarterly period ended **June** **September** 30, 2023

OR

TRANSITION REPORT PURSUANT TO SECTION 13 or 15(d) OF THE SECURITIES EXCHANGE ACT OF 1934

For the transition period from \_\_\_\_\_ to \_\_\_\_\_

Commission File No. **001-41597**

**First Seacoast Bancorp, Inc.**

(Exact Name of Registrant as Specified in Its Charter)

**Maryland**

**92-0334805**

(State or Other Jurisdiction of

(I.R.S. Employer

Incorporation or Organization)

Identification No.)

**633 Central Avenue, Dover, New Hampshire**

**03820**

(Address of Principal Executive Offices)

(Zip Code)

**(603)742-4680**

(Registrant's Telephone Number, Including Area Code)

**Not Applicable**

(Former Name, Former Address and Former Fiscal Year, if Changed Since Last Report)

**Securities registered pursuant to Section 12(b) of the Act:**

<b>Title of each class</b>	<b>Trading Symbol(s)</b>	<b>Name of each exchange on which registered</b>
Common stock, \$0.01 par value per share	FSEA	The Nasdaq Stock Market, LLC

Indicate by check mark whether the registrant (1) has filed all reports required to be filed by Section 13 or 15(d) of the Securities Exchange Act of 1934 during the preceding 12 months (or for such shorter period that the registrant was required to file such reports), and (2) has been subject to such requirements for the past 90 days. YES  NO

Indicate by check mark whether the registrant has submitted electronically every Interactive Data File required to be submitted pursuant to Rule 405 of Regulation S-T during the preceding 12 months (or for such shorter period that the registrant was required to submit such files). YES  NO

Indicate by check mark whether the registrant is a large accelerated filer, an accelerated filer, a non-accelerated filer, a smaller reporting company, or an emerging growth company. See the definitions of "large accelerated filer," "accelerated filer," "smaller reporting company" and "emerging growth company" in Rule 12b-2 of the Exchange Act.

Large accelerated filer	<input type="checkbox"/>	Accelerated filer	<input type="checkbox"/>
Non-accelerated filer	<input checked="" type="checkbox"/>	Smaller reporting company	<input checked="" type="checkbox"/>
		Emerging growth company	<input checked="" type="checkbox"/>

If an emerging growth company, indicate by check mark if the registrant has elected not to use the extended transition period for complying with any new or revised financial accounting standards provided pursuant to Section 13(a) of the Exchange Act.

Indicate by check mark whether the registrant is a shell company (as defined in Rule 12b-2 of the Exchange Act). YES  NO

As of August 3, 2023 November 3, 2023, there were 5,077,616 outstanding shares of the Registrant's common stock.

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## PART I—FINANCIAL INFORMATION

### Item 1. Financial Statements.

#### FIRST SEACOAST BANCORP, INC. AND SUBSIDIARIES

##### CONSOLIDATED BALANCE SHEETS

(Dollars in thousands)	(Unaudited)		(Unaudited)	
	June 30, 2023	December 31, 2022	September 30, 2023	December 31, 2022
	ASSETS			

Cash and due from banks	6,6	8,25	7,16	8,25
	\$ 43	\$ 0	\$ 8	\$ 0
Interest bearing time deposits with other banks	-	747	—	747
Securities available-for-sale, at fair value	109			
	,89	106,	102,	106,
	6	100	552	100
Federal Home Loan Bank stock	3,6	3,50	1,97	3,50
	15	2	2	2
Total loans	417			
	,05	402,	427,	402,
	9	505	485	505
Less allowance for credit losses on loans	(3,3	(3,5	(3,3	(3,5
	19)	81)	49)	81)
Net loans	413			
	,74	398,	424,	398,
	0	924	136	924
Land, building and equipment, net	4,2	4,18	4,16	4,18
	02	1	0	1
Bank-owned life insurance	4,6	4,56	4,64	4,56
	02	1	2	1
Accrued interest receivable	2,0	1,98	2,13	1,98
	01	8	0	8
Other assets	8,0	9,17	10,3	9,17
	08	1	95	1
Total assets	552			
	,70	537,	557,	537,
	\$ 7	\$ 424	\$ 155	\$ 424
<b><u>LIABILITIES AND STOCKHOLDERS' EQUITY</u></b>				
Deposits:				
Non-interest bearing deposits	69,	92,7	72,9	92,7
	\$ 016	\$ 57	\$ 56	\$ 57
Interest bearing deposits	319			
	,92	289,	338,	289,
	5	606	829	606
Total deposits	388			
	,94	382,	411,	382,
	1	363	785	363

Advances from Federal Home Loan Bank	85, 597	99,3 97	44,8 77	99,3 97
Advances from Federal Reserve Bank			25,0 00	—
Mortgagors' tax escrow			2,38	
Deferred compensation liability	1,9 70	1,83 0	1,99 0	1,83 0
Other liabilities	2,4 99	3,55 9	3,86 0	3,55 9
<b>Total liabilities</b>	<b>479 ,87 1</b>	<b>488, 087</b>	<b>489, 893</b>	<b>488, 087</b>
<b>Stockholders' Equity:</b>				
Preferred Stock, \$.01 par value, 10,000,000 shares authorized, none issued	—	—	—	—
Common Stock, \$.01 par value, 90,000,000 shares authorized; 5,192,515 issued and 5,077,616 outstanding at June 30, 2023; and 5,183,439 issued and 5,068,540 outstanding at December 31, 2022 <sup>(1)</sup>	52	62		
Common Stock, \$.01 par value, 90,000,000 shares authorized; 5,192,515 issued and 5,077,616 outstanding at September 30, 2023; and 5,183,439 issued and 5,068,540 outstanding at December 31, 2022 <sup>(1)</sup>			52	62
Additional paid-in capital	52, 534	26,7 68	52,5 92	26,7 68
Retained earnings	36, 177	36,2 48	35,2 66	36,2 48
Accumulated other comprehensive loss	(9,9 22)	(9,7 27)	(14, 783)	(9,7 27)
Treasury stock, at cost: 114,899 shares outstanding as of June 30, 2023 and December 31, 2022 <sup>(1)</sup>	(1,3 77)	(1,3 77)		
Treasury stock, at cost: 114,899 shares outstanding as of September 30, 2023 and December 31, 2022 <sup>(1)</sup>			(1,3 77)	(1,3 77)
Unearned stock compensation	(4,6 28)	(2,6 37)	(4,4 88)	(2,6 37)

Total stockholders' equity	72,	49,3	67,2	49,3
	836	37	62	37
<u>Total liabilities and stockholders' equity</u>	<u>552</u>			
	,70	537,	557,	537,
	<u>\$ 7</u>	<u>\$ 424</u>	<u>\$ 155</u>	<u>\$ 424</u>

(1) Adjusted for conversion of First Seacoast Bancorp, Inc.

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

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## FIRST SEACOAST BANCORP, INC. AND SUBSIDIARIES

### CONSOLIDATED STATEMENTS OF (LOSS) INCOME (UNAUDITED)

(Dollars in thousands, except per share data)	Three Months Ended		Six Months Ended		Three Months Ended		Nine Months Ended	
	June 30,		June 30,		September 30,		September 30,	
	2023	2022	2023	2022	2023	2022	2023	2022
Interest and dividend income:								
Interest and fees on loans	4,12	3,44	7,9	6,8	4,2	3,5	12,	10,
	\$ 6	\$ 3	\$ 34	\$ 84	\$ 81	\$ 43	\$ 215	\$ 427
Interest on debt securities:								
Taxable	360	261	702	457	385	295	87	752
Non-taxable	440	294	862	558	443	342	05	900
Total interest on debt securities	800	555	64	15	828	637	92	52
Dividends	67	9	131	23	54	37	185	60
Total interest and dividend income	4,99	4,00	9,6	7,9	5,1	4,2	14,	12,
	3	7	29	22	63	17	792	139
Interest expense:								
Interest on deposits	1,20		1,7		1,6		3,4	
	0	121	86	249	68	151	54	400
Interest on borrowings			1,6				2,5	
	811	91	65	142	928	276	93	418

Total interest expense	2,01	212	51	391	2,5	427	47	818
Net interest and dividend income	2,98	3,79	6,1	7,5	2,5	3,7	8,7	11,1
Provision for credit losses	20	—	50	60				
Net interest and dividend income after provision for credit losses	2,96	3,79	6,1	7,4				
Provision (release) for credit losses	2	5	28	71				
Non-interest income:					120	(60)	170	—
Customer service fees	209	245	405	462	177	211	582	673
Gain on sale of loans	—	—	—	2	—	—	—	2
Securities gains, net	—	—	—	52	—	—	—	52
Gain on termination of interest rate swaps	—	—	849	—	—	—	849	—
Income from bank-owned life insurance	20	20	40	40	41	40	81	80
Loan servicing fee income	23	37	38	89	9	27	47	116
Investment services fees	84	87	155	176	65	76	220	252
Other income	10	9	20	19	22	11	42	30
Total non-interest income	346	398	07	840	314	365	21	05
Non-interest expense:								
Salaries and employee benefits	2,47	2,41	4,8	4,6	2,4	2,2	7,3	6,9
Director compensation	88	69	188	137	46	86	234	223
Occupancy expense	193	171	379	375	205	179	584	554
Equipment expense	118	127	227	254	115	121	342	375

Marketing	115	100	204	149	174	137	378	286
Data processing	397	367	788	724	404	329	92	53
Deposit insurance fees	73	29	132	74	62	35	194	109
Professional fees and assessments	318	292	530	515	196	265	726	780
Debit card fees	50	48	99	86	58	50	157	136
Employee travel and education expenses	51	42	94	66	42	87	136	153
Other expense	247	289	468	558	311	191	779	749
Total non-interest expense	4,12	3,94	7,9	7,6	4,0	3,7	12,	11,
	8	7	51	15	99	08	050	323
(Loss) income before income tax (benefit) expense	(82		(31		(1,3		(1,6	1,2
	0)	246	6)	696	38)	507	54)	03
Income tax (benefit) expense	(28		(24		(42		(66	
	0)	66	0)	124	7)	39	7)	163
Net (loss) income	(54				(91		(98	1,0
	\$ 0)	\$ 180	\$ (76)	\$ 572	\$ 1)	\$ 468	\$ 7)	\$ 40
(Loss) earnings per share:								
Basic (1)	(0.1		(0.0	0.1	(0.2	0.1	(0.2	0.2
	\$ 2)	\$ 0.04	\$ 2)	\$ 2	\$ 0)	\$ 0	\$ 1)	\$ 2
Diluted (1)	(0.1		(0.0	0.1	(0.2	0.1	(0.2	0.2
	\$ 2)	\$ 0.04	\$ 2)	\$ 2	\$ 0)	\$ 0	\$ 1)	\$ 2
Weighted average shares:								
Basic (1)	4,63	4,80	4,6	4,8	4,6	4,8	4,6	4,8
	4,38	7,56	53,	23,	38,	08,	48,	18,
	6	1	950	597	225	243	651	423
Diluted (1), (2)	4,63	4,82	4,6	4,8	4,6	4,8	4,6	4,8
	4,38	8,29	53,	39,	38,	32,	48,	35,
	6	2	950	886	225	837	651	823

(1) Adjusted for conversion of First Seacoast Seacoast Bancorp, Inc. Inc.

(2) Not adjusted for potentially dilutive shares for periods where a net loss was recognized. **Excludes** The three and nine months ended September 30, 2023 excludes 32,393 stock-based awards that could potentially dilute basic earnings per share in the future that were not included in the computation of diluted earnings per share because to do so would have been antidilutive for the periods presented.

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

## FIRST SEACOAST BANCORP, INC. AND SUBSIDIARIES

### CONSOLIDATED STATEMENTS OF COMPREHENSIVE LOSS (UNAUDITED)

<i>(Dollars in thousands)</i>	Three Months Ended		Six Months Ended		Three Months		Nine Months Ended	
	June 30,		June 30,		Ended		September 30,	
	2023	2022	2023	2022	2023	2022	2023	2022
Net (loss) income	(54	18	(7	57	(91	46	(98	1,0
	\$ 0)	\$ 0	\$ 6)	\$ 2	\$ 1)	\$ 8	\$ 7)	\$ 40
Other comprehensive loss, net of income taxes:								
Securities available-for-sale:								
Unrealized holding (losses) gains on securities available-for-sale								
arising during the period, net of income taxes of								
\$(438), \$(1,606), \$85 and \$(3,535), respectively	(1,	(4,	18	32	14	51		
	6)	3)			8	8)		
Reclassification adjustment for securities gains, net and net amortization of bond premiums included in net income, net of income taxes of \$68,								
\$67, \$132 and \$118, respectively	18	18	35	31				
	3	2	8	7				

Total unrealized (loss)	(1, 00 3)	(4, 14 1)	50 6	(9, 20 1)
Unrealized holding losses on securities available-for- sale				
arising during the period, net of income taxes of				
\$ (1,873), \$(1,914), \$(1,788) and \$(5,449), respectively				(5, 02 3)
Reclassification adjustment for securities gains, net and net amortization of bond premiums included in net (loss) income, net of income taxes of \$60, \$71, \$191 and \$189, respectively				(5, 16 2)
Total unrealized loss on securities available-for-sale				(4, 86 1)
Derivatives:				
Change in interest rate swaps, net of income taxes of \$-0-, \$30, \$(30) and \$146, respectively				(8 39 2)
Reclassification adjustment for net interest expense on swaps included in net income, net of income taxes of \$-0-, \$(2), \$(230) and \$2, respectively				(6 19 5)

Change in interest rate swaps, net of income taxes of \$-0-, \$93, \$(30) and \$238, respectively	—	25	0	(82)	642
Reclassification adjustment for net interest expense on swaps included in net (loss) income, net of income taxes of \$-0-, \$(11), \$(230) and \$(9), respectively	—	(30)	9)	(25)	(61)
Total change in interest rate swaps	—	22	(70)	1)	617
Other comprehensive loss	(1,00,3)	(4,06,1)	(8,80,95)	(4,86,1)	(5,74,0)
Comprehensive loss	(1,54)	(3,88)	(8,23)	(5,77)	(6,27)
	<u>\$ 3)</u>	<u>\$ 1)</u>	<u>\$ 71)</u>	<u>\$ 2)</u>	<u>\$ 504)</u>

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

## FIRST SEACOAST BANCORP, INC. AND SUBSIDIARIES

### CONSOLIDATED STATEMENTS OF CHANGES IN STOCKHOLDERS' EQUITY (UNAUDITED)

(Dollars in thousand s)	Accu mulat ed Other Com preh Shar es of Com mon Stock								Accu mula ted Other Com preh Shar es of Com mon Stock							
	Addit ional		ensiv e		Unea rned		Total		Addi tional		ensiv e		Unea rned		Total	
	Paid- in	Retai ned	(Loss )	Treas ury	Com pens	Stock s'	Stock	Stock	Com mon	Com mon	Paid- in	Retai ned	(Los s)	Trea sury	Com Inco	Stock Stoc
	Stoc mon	Capit al	Earni ngs	Inco me	Stock	ation	Equity	k	k	al	ngs	me	k	ation	y	
	Balance	5,0														
	March 31, 2023	75, 13	52, 50	36, 71	(8, 91	(1, 37	74 74,2									
		8	\$ 52	\$ 0	\$ 7	\$ 9)	\$ 7)	\$ 6)	\$ 27							
<u>Three months ended Septembe r 30,</u>																
Balance																
June 30, 2023																
Net loss																
Other comprehe nsive loss																
Issuance of stock compensa tion																

Amortization of unearned stock compensation	—	—	—	—	—	99	99	—	—	—	—	—	2	102	
Stock-based compensation expense	—	—	21	—	—	—	21	—	—	67	—	—	—	67	
ESOP shares earned - 3,839 shares	—	—	(7)	—	—	—	39	32	—	—	(9)	—	—	38	29
Balance	5,0														
June 30, 2023	77,61	52,53	36,17	(9,92	(1,37	(4,62	72,8								
	6	\$ 52	\$ 4	\$ 7	\$ 2)	\$ 7)	\$ 8)	\$ 36							
Balance	5,0														
September 30, 2023	77,61	52,59	35,26	(1,4,7	(1,37	(1,48	67,83								
	6	\$ 52	\$ 2	\$ 6	\$ 83)	\$ 7)	\$ 8)	\$ 262							
<u>Nine months ended September 30,</u>															
Balance	5,0														
December 31, 2022 <sup>(1)</sup>	68,54	26,76	36,24	(9,72	(1,37	(2,63	49,3	5,0	68,54	26,76	36,24	(9,72	37,63	49,3	
	0	\$ 62	\$ 8	\$ 8	\$ 7)	\$ 7)	\$ 7)		0	\$ 62	\$ 8	\$ 8	\$ 7)	\$ 337	
Net loss	—	—	—	(76)	—	—	(76)	—	—	—	(9)	—	—	(98)	
														7)	

Other comprehensive loss	—	—	—	—	5)	—	—	5)	—	—	—	—	6)	—	—	56)
Cumulative adjustment for change in accounting principle (ASU 2016-13)	—	—	—	5	—	—	—	5	—	—	—	—	5	—	—	5
Reorganization:																
Conversion of First Seacoast Bancorp, Inc. (net of costs of \$2.4 million)	6,5	73	25,					25,7	6,5	(1	73	25,				
	98	(10)	2	—	—	—	—	22	98	0)	2	—	—	—	—	722
Purchase of 224,400 shares of common stock by the ESOP	—	—	—	—	—	—	—	(4)	44)	—	—	—	—	—	—	44)
Issuance of stock compensation	2,4									2,4						(2)
	78	—	20	—	—	—	(20)	—	78	—	20	—	—	—	0)	—

Amortization of unearned stock compensation	—	—	—	—	—	—	5	195	—	—	—	—	—	8	298
Stock-based compensation expense	—	—	21	—	—	—	—	21	—	—	88	—	—	—	88
ESOP shares earned -	—	—	(7)	—	—	—	78	71	—	—	—	—	—	—	—
Balance	5,0														
June 30, 2023	77	52	36	(9	(1	(4									
	61	53	17	92	37	62	72,8								
	6	\$ 52	\$ 4	\$ 7	\$ 2)	\$ 7)	\$ 8)	\$ 36							
ESOP shares earned -	—	—	—	—	—	—	—	—	—	—	—	—	—	—	—
11,517 shares	—	—	—	—	—	—	—	—	(1	—	—	—	—	—	11
Balance	5,0														
September 30, 2023	77	52	35	(1	(1	(4									
	61	59	26	4,7	37	48	67								
	6	\$ 52	\$ 2	\$ 6	\$ 83)	\$ 7)	\$ 8)	\$ 262							
Balance	5,0														
March 31, 2022 <sup>(1)</sup>	98	26	37	(4	(3										
	24	78	20	02	(99	03	55,9								
	1	\$ 62	\$ 4	\$ 5	\$ 2)	\$ 6)	\$ 4)	\$ 99							

Three  
months  
ended  
Septembe  
r 30.

Nine  
months  
ended  
Septembe  
r 30.

Balance	5,1		5,1
December	17, 88	26, 78	36, 81
31,	72	(74)	16
2021 <sup>(1)</sup>	5 \$ 62 \$ 3	\$ 3 \$ 1 \$ 8)	\$ 60,4 \$ 3) \$ 68
Net		57	
income	—	2	—
Other		(8,	
comprehe		80	(8,8
nsive loss	—	—	—
Treasury	—	4)	—
stock	,84		(62
activity	9)	—	—
Amortizati		—	—
on of		—	—
unearned		—	—
stock		—	—
compensa		—	—
tion	—	—	—
ESOP			
shares			
earned -			
4,983			
shares	—	2	—
Balance	5,0		
June 30,	69, 03	26, 78	37, 38
2022 <sup>(1)</sup>	72	(8,	08
	6 \$ 62 \$ 5	\$ 5 \$ 3)	\$ 60,4 \$ 3) \$ 68
			\$ 72

ESOP								
shares								
earned -								
7,475								
shares	—	—	4	—	—	—	90	94
Balance		5,0						
Septembe	69,	26,	37,	(1	(1,	(2,		
r 30,	03	78	85	2,8	37	77	47,	
2022 <sup>(1)</sup>	6	\$ 62	\$ 7	\$ 3	\$ 23)	\$ 1)	\$ 8)	\$ 730

(1) Adjusted for conversion of First Seacoast Bancorp, Inc.

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

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## FIRST SEACOAST BANCORP, INC. AND SUBSIDIARIES

### CONSOLIDATED STATEMENTS OF CASH FLOWS (UNAUDITED)

<i>(Dollars in thousands)</i>	Six Months Ended		Nine Months Ended	
	June 30,		September 30,	
	2023	2022	2023	2022
<b>Cash flows from operating activities:</b>				
Net (loss) income	\$ (76)	\$ 572	\$ (987)	\$ 1,040
Adjustments to reconcile net (loss) income to net cash (used) provided by operating activities:				
Cumulative change in accounting principle (ASU 2016-13)	5	—	5	—
ESOP expense	71	62	99	94
Stock based compensation	216	197	386	295
Loss on disposition of property and equipment			2	—
Depreciation and amortization	242	271	364	401
Net amortization of bond premium	490	487	712	751
Provision for credit losses	50	60	170	—
Gain on sale of loans	—	(2)	—	(2)
Securities gains, net	—	(52)	—	(52)

Gain on termination of interest rate swaps	(849)	—	(849)	—
Proceeds from loans sold	—	497	—	639
Origination of loans sold	—	(495)	—	(637)
Increase in bank-owned life insurance	(40)	(41)	(81)	(80)
Increase in deferred costs on loans	(98)	(511)	(231)	(601)
Deferred tax (benefit) expense	(269)	130	(720)	105
Increase in accrued interest receivable	(13)	(147)	(142)	(288)
Decrease (increase) in other assets	777	(164)	794	(880)
	140	(79)		
Increase in deferred compensation liability			160	44
(Decrease) increase in other liabilities	(1,370)	2,137	(99)	1,020
Net cash (used) provided by operating activities	(724)	2,922	(417)	1,849
<b>Cash flows from investing activities:</b>				
Proceeds from sales, maturities and principal payments received on securities available-for-sale	2,211	2,542	3,661	4,087
Purchase of securities available-for-sale	(5,774)	(27,617)	(6,754)	(33,642)
Purchase of property and equipment	(249)	(89)	(323)	(103)
Loan purchases	(802)	(2,816)	(1,221)	(3,002)
Loan originations and principal collections, net	(13,932)	(5,633)	(23,977)	(15,531)
Net loan charge offs	(2)	(6)		
Net purchase of Federal Home Loan Bank stock	(113)	(996)		
Net redemption (purchase) of Federal Home Loan Bank stock			1,530	(1,658)
Proceeds from sales of interest bearing time deposits with other banks	747	249	747	498
Proceeds from termination of interest rate swaps	849	—	849	—
Net cash used by investing activities	(17,065)	(34,366)	(25,488)	(49,351)
<b>Cash flows from financing activities:</b>				
Net decrease in NOW, demand deposits, money market and savings accounts	(4,729)	(1,865)		
Net increase (decrease) in NOW, demand deposits, money market and savings accounts			6,404	(623)
Net increase (decrease) in time deposits	11,307	(3,510)	23,018	(5,871)
(Decrease) increase in mortgagors' escrow accounts	(74)	73		
Increase in mortgagors' escrow accounts			1,443	1,400

Proceeds from sale of common stock, net	25,622	—	25,622	—
Common stock purchased by ESOP	(2,244)	—	(2,244)	—
Return of capital from conversion of First Seacoast Bancorp, Inc.	100	—	100	—
Treasury stock purchases	—	(623)	—	(623)
Net proceeds from short-term FHLB advances	1,200	37,050		
Net (payments) proceeds from short-term FHLB advances			(39,520)	55,224
Proceeds from long-term FHLB advances			—	468
Payments on long-term FHLB advances	(15,000)	(2,262)	(15,000)	(2,262)
Proceeds from advances from Federal Reserve Bank			25,000	—
Net cash provided by financing activities	16,182	28,863	24,823	47,713
Net change in cash and cash equivalents	(1,607)	(2,581)	(1,082)	211
Cash and cash equivalents at beginning of period	8,250	6,638	8,250	6,638
Cash and cash equivalents at end of period	\$ 6,643	\$ 4,057	\$ 7,168	\$ 6,849
Supplemental disclosure of cash flow information:				
Cash activities:				
Cash paid for interest	\$ 3,319	\$ 379	\$ 5,633	\$ 789
Cash paid for income taxes	21	38	41	53
Noncash activities:				
Effect of change in fair value of securities available-for-sale:				
Securities available-for-sale	723	(12,618)	(5,929)	(19,421)
Deferred taxes	(217)	3,417	1,574	5,260
Other comprehensive income (loss)	506	(9,201)		
Other comprehensive loss			(4,355)	(14,161)
Effect of change in fair value of interest rate swaps:				
Interest rate swaps	(961)	544	(961)	846
Deferred taxes	260	(147)	260	(229)
Other comprehensive (loss) income	(701)	397	(701)	617
Cumulative fair value hedging adjustment - loans	278	—	447	—
Effect of the adoption of ASU 2016-13:				
Allowance for credit losses on loans	(295)	NA	(295)	NA
Other liabilities	290	NA	290	NA
Effect of the adoption of ASU 2016-02:				

Other assets	—	224	—	224
Other liabilities	—	224	—	224

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

## FIRST SEACOAST BANCORP, INC AND SUBSIDIARIES

### NOTES TO CONSOLIDATED FINANCIAL STATEMENTS (UNAUDITED)

#### 1. Summary of Significant Accounting Policies

The accompanying unaudited consolidated financial statements include the accounts of First Seacoast Bancorp, Inc. (the "Company"), its wholly-owned subsidiary, First Seacoast Bank (the "Bank"), and the Bank's wholly-owned subsidiary, FSB Service Corporation, Inc. All significant intercompany balances and transactions have been eliminated in consolidation.

#### Basis of Presentation

The accompanying unaudited consolidated financial statements of the Company were prepared in accordance with generally accepted accounting principles in the United States of America ("U.S. GAAP") for interim consolidated financial information, general practices within the banking industry and with instructions for Form 10-Q and Regulation S-X. Accordingly, these interim financial statements do not include all the information or footnotes required by U.S. GAAP for annual financial statements. However, in the opinion of management, all adjustments (consisting solely of normal recurring adjustments) necessary for a fair presentation of these consolidated financial statements have been included. The results of operations for the interim periods disclosed herein are not necessarily indicative of the results which may be expected for the entire year. These statements should be read in conjunction with the audited consolidated financial statements and notes thereto contained in the Annual Report on Form 10-K for the fiscal year ended December 31, 2022, as filed with the U.S. Securities and Exchange Commission ("SEC") on March 24, 2023.

#### Corporate Structure

On January 19, 2023, the conversion of First Seacoast Bancorp, MHC from mutual to stock form and the related stock offering by First Seacoast Bancorp, Inc., the new holding company for First Seacoast Bank, was completed. As a result, both First Seacoast Bancorp, MHC and First Seacoast Bancorp (a federal corporation) ceased to exist. First Seacoast Bancorp, Inc.'s common stock began trading on the Nasdaq Capital Market under the trading symbol "FSEA" on January 20, 2023. As a result of the subscription offering, the community offering and the syndicated community offering, First Seacoast Bancorp, Inc. sold a total of 2,805,000 shares of its common stock at a price of \$10.00 per share, which includes 224,400 shares sold to First Seacoast Bank's Employee Stock Ownership Plan. As part of the conversion transaction, each outstanding share of First Seacoast Bancorp (a federal corporation) common stock owned by the public stockholders of First Seacoast Bancorp (a federal corporation) (stockholders other than

First Seacoast Bancorp, MHC) as of the closing date was converted into shares of First Seacoast Bancorp, Inc. common stock based on an exchange ratio of 0.8358 shares of First Seacoast Bancorp, Inc. common stock for each share of First Seacoast Bancorp (a federal corporation) common stock.

The Bank offers a full range of banking and wealth management services to its customers. The Bank focuses on four core services that center around customer needs. The core services include residential lending, commercial banking, personal banking and wealth management. The Bank offers a full range of commercial and consumer banking services through its network of five full-service branch locations.

The Bank is engaged principally in the business of attracting deposits from the public and investing those funds in various types of loans, including residential and commercial real estate loans, and a variety of commercial and consumer loans. The Bank also invests its deposits and borrowed funds in investment securities. Deposits at the Bank are insured by the Federal Deposit Insurance Corporation ("FDIC") for the maximum amount permitted by law.

The Company has one reportable segment, "Banking Services." All of the Company's activities are interrelated, and each activity is dependent and assessed based on how each of the activities of the Company supports the others. For example, lending is dependent upon the ability of the Company to fund itself with deposits and other borrowings and manage interest rate and credit risk. Accordingly, all significant operating decisions are based upon analysis of the Company as one segment or unit.

Investment management services are offered through FSB Wealth Management. FSB Wealth Management is a division of First Seacoast Bank. The division currently consists of two financial advisors who are located in Dover, New Hampshire. FSB Wealth Management provides access to non-FDIC insured products that include retirement planning, portfolio management, investment and insurance strategies, business retirement plans and college planning to individuals throughout our primary market area. These investments and services are offered through a third-party registered broker-dealer and investment advisor. FSB Wealth Management receives fees from advisory services and commissions on individual investment and insurance products purchased by clients. The assets held for wealth management customers are not assets of the Company and, accordingly, are not reflected in the Company's consolidated balance sheets.

On August 17, 2021, the Bank entered into a definitive agreement with an investment advisory and wealth management firm (the "seller") to purchase certain of its client accounts and client relationships for a final adjusted purchase price of \$324,000 (included which is included in other assets at June 30, 2023), of which \$172,000 was paid at closing. Each client account was assigned a value, and as each client transferred to the Bank, 85% of this value was paid to the seller. As of June 30, 2023, the transition of client accounts has been completed and the balance of the purchase price was paid to the seller. As of June 30, 2023 and December 31, 2022, approximately \$22.5 million and \$23.0 million of purchased client accounts are included in total assets under management, respectively. September 30, 2023. The client accounts purchased are recorded as a customer list intangible asset.

Identifiable intangible assets that are subject to amortization will be reviewed for impairment, at least annually, based on their fair value. Any impairment will be recognized as a charge to earnings and the adjusted carrying amount of the intangible asset will become its new accounting basis. The remaining useful life of the intangible asset will also be evaluated each reporting period to determine whether events and circumstances warrant a revision to the remaining period of amortization. The Company is amortizing the customer list intangible on a straight-line basis over a ten-year period. During the three months ended **June 30, 2023** **September 30, 2023** and 2022, **\$5,000** **8,000** and **\$9,000** of amortization expense was recorded in other expense, respectively. During the **six** **nine** months ended **June 30, 2023** **September 30, 2023** and 2022, **\$14,000** **22,000** and **\$18,000** **27,000** of amortization expense was recorded in other expense, respectively.

#### Recently Adopted Accounting Standards

As an “emerging growth company,” as defined in Title 1 of Jumpstart Our Business Startups (JOBS) Act, the Company has elected to use the extended transition period to delay adoption of new or reissued accounting pronouncements applicable to public companies until such pronouncements are made applicable to private companies. As a result, the Company’s consolidated financial statements may not be comparable to the financial statements of public companies that comply with such new or revised accounting standards without an extended transition period. As of **June 30, 2023** **September 30, 2023**, there was no significant difference in the comparability of the Company’s consolidated financial statements as a result of this extended transition period. The Company’s status as an “emerging growth company” will end on the earlier of: (i) the last day of the fiscal year of the Company during which it had total annual gross revenues of \$1.07 billion (as adjusted for inflation) or more; (ii) the last day of the fiscal year of the Company following the fifth anniversary of the effective date of the Company’s initial public offering (which will be December 31, 2024 for the Company); (iii) the date on which the Company has, during the previous three-year period, issued more than \$1.0 billion in non-convertible debt; or (iv) the date on which the Company is deemed to be a “large accelerated filer” under Securities and Exchange Commission regulations (generally, at least \$700 million of voting and non-voting equity held by non-affiliates).

In March 2022, the FASB issued ASU 2022-2, “*Financial Instruments-Credit Losses (Topic 326), Troubled Debt Restructurings and Vintage Disclosures*,” which eliminates the troubled debt restructuring (“TDR”) accounting model for creditors that have adopted Topic 326, “*Financial Instruments – Credit Losses*.” All other creditors must continue to apply the TDR accounting model until they adopt ASU 2016-13, “*Financial Instruments – Credit Losses (Topic 326): Measurement of Credit Losses on Financial Instruments*.” Due to the removal of the TDR accounting model, all loan modifications are accounted for under the general loan modification guidance in Subtopic 310-20. In addition, on a prospective basis, entities are subject to new disclosure requirements covering modifications of receivables to borrowers experiencing financial difficulty. Public business entities within the scope of the Topic 326 vintage disclosure requirements also are required to prospectively disclose current-period gross write-off information by vintage (that is, year of origination). This ASU becomes effective for fiscal years beginning after December 15, 2022, and interim periods within those fiscal years. The adoption of this ASU did not have a material impact on the Company’s consolidated financial statements.

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In November 2019, the FASB issued ASU 2019-11, “*Codification Improvements to Topic 326, Financial Instruments – Credit Losses*,” to increase stakeholder awareness of the improvements made to the various amendments to Topic 326 and to clarify certain areas of guidance as companies transition to the new standard. Also during November 2019, the FASB issued ASU 2019-10, “*Financial Instruments – Credit Losses (Topic 326), Derivatives and Hedging (Topic 815), and Leases (Topic 842): Effective Dates*,” finalizing various effective date deferrals for private companies, not-for-profit organizations and certain smaller reporting companies applying the credit losses (CECL), leases and hedging standards. The effective date for ASU 2016-13, “*Financial Instruments – Credit Losses (Topic 326): Measurement of Credit Losses on Financial Instruments*,” is deferred to years beginning after December 15, 2022. The effective dates for ASU 2016-02, “*Leases (Topic 842)*” was deferred to fiscal years beginning after December 15, 2021. The adoption of this ASU did not have a material impact on the Company’s consolidated financial statements.

In April 2019, the FASB issued ASU 2019-04, “*Codification Improvements to Topic 326, Financial Instruments—Credit Losses, Topic 815, Derivatives and Hedging, and Topic 825, Financial Instruments*,” to increase stakeholders’ awareness of the amendments and to expedite improvements to the Codification. In May 2019, the FASB issued ASU 2019-05, “*Financial Instruments—Credit Losses, Topic 326*.” This ASU addresses certain stakeholders’ concerns by providing an option to irrevocably elect the fair value option for certain financial assets previously measured at amortized cost basis. For those entities, the targeted transition relief will increase comparability of financial statement information by providing an option to align measurement methodologies for similar financial assets. Furthermore, the targeted transition relief also may reduce the costs for some entities to comply with the amendments in Update 2016-13 while still providing financial statement users with decision-useful information. On October 16, 2019, the FASB approved a proposal to delay the implementation of this standard for smaller reporting companies to years beginning after December 15, 2022. Early adoption was permitted. See the next paragraph for further discussion regarding the implementation of this standard.

In June 2016, the FASB issued ASU 2016-13, “*Financial Instruments – Credit Losses (Topic 326): Measurement of Credit Losses on Financial Instruments*,” which creates a new credit impairment standard for financial assets measured at amortized cost and available-for-sale debt securities. The ASU requires financial assets measured at amortized cost (including loans and held-to-maturity debt securities) to be presented at the net amount expected to be collected, through an allowance for credit losses that are expected to occur over the remaining life of the asset, rather than incurred losses. The ASU requires that credit losses on available-for-sale debt securities be presented as an allowance rather than as a direct write-down. The measurement of credit losses for newly recognized financial assets (other than certain purchased assets) and subsequent changes in the allowance for credit losses are recorded in the statement of (loss) income as the amounts expected to be collected change. The ASU was originally to be effective for fiscal years beginning after December 15, 2020 and interim periods within fiscal years beginning after December 15, 2021. In November 2018, the FASB issued ASU 2018-19, “*Codification Improvements to Topic 326, Financial Instruments-Credit Losses*,” extending the implementation date by one year for smaller reporting companies and clarifying that operating lease receivables are outside the scope of Accounting. In November, 2019, the FASB issued

ASU 2019-10, which delayed the effective date for ASU 2016-13 for smaller reporting companies, resulting in ASU 2016-13 becoming effective in the first quarter of 2023 for the Company. The ASU requires the measurement of all expected credit losses for loans held at the reporting date based on historical experience, current conditions, and reasonable and supportable forecasts. Accordingly, the ASU requires the use of forward-looking information to form credit loss estimates. Many of the loss estimation techniques applied today are still permitted, though the inputs to those techniques have changed to reflect the full amount of expected credit losses. The Company has selected a loss estimation methodology which utilizes a third-party software application. The Company has recorded the effect of implementing this ASU using a modified-retrospective approach through a cumulative-effect adjustment through retained earnings as of the beginning of the reporting period in which the ASU was effective, which was January 1, 2023. The adoption of the new standard resulted in a decrease to its allowance for credit losses on loans ("ACL"). This decrease, though, was offset by an increase in the allowance for credit losses on off-balance sheet ("OBS") commitments that are not unconditionally cancelable. The decrease in ACL was due to a reduced emphasis on qualitative factors under the CECL model as the underlying historical loss data of the selected peer group is much more robust with broader time horizons as compared to the Company's actual historical loss data used under an incurred loss methodology. The adoption of this ASU did not have a material impact on the Company's consolidated financial statements (see below and Note 3, Loans, for more information).

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#### *January 1, 2023 CECL Transition (Day 1) Impact*

The CECL methodology reflects the Company's view of the state of the economy and forecasted macroeconomic conditions and their impact on the Company's loan portfolio as of the adoption date.

The following table illustrates the impact of the adoption of ASU 2016-13:

	January 1, 2023		
	As reported under ASC		Impact of ASC 326
	326	Pre-ASC 326 Adoption	Adoption
(Dollars in thousands)			
<b>ASSETS</b>			
Allowance for credit losses on loans:			
Commercial real estate (CRE)	\$ 788	\$ 942	\$ (154)
Multifamily (MF)	55	54	1
Commercial and industrial (C+I)	273	184	89
Acquisition, development, and land (ADL)	120	138	(18)
1-4 family residential (RES)	1,847	2,048	(201)
Home equity line of credit (HELOC)	88	81	7
Consumer (CON)	114	100	14
Unallocated	1	34	(33)

Allowance for credit losses on loans	\$ 3,286	\$ 3,581	(295)
<b>LIABILITIES</b>			
Allowance for credit losses on OBS credit exposures	\$ 308	\$ 18	\$ 290

Recent Accounting Pronouncements Yet To Be Adopted

The Company considers the applicability and impact of all ASUs. ASUs Recent accounting pronouncements issued by the FASB not listed below were assessed and determined to be either did not applicable have, or are not expected to have, an immaterial a material impact on the Company's Company's present or future consolidated financial statements.

In January 2021, the FASB issued ASU 2021-1, "Reference" "Reference Rate Reform (Topic 848) (Scope)," which clarifies certain optional expedients and exceptions in Topic 848 for contract modifications and hedge accounting applied to derivatives that are affected by the discounting transition. This ASU was to become effective immediately for all entities on a full retrospective basis as of any date from the beginning of an interim period that includes or is subsequent to March 12, 2020 or on a prospective basis to new modifications from any date within an interim period that includes or is subsequent to the date of the issuance of a final update, up to the date that financial statements are available to be issued. The effective date was extended by the issuance of

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ASU No. 2022-06, "Reference Rate Reform (Topic 848)," which, as noted above, defers the sunset date of Topic 848 from December 2022 to December 2024. The adoption of this ASU did is not expected to have a material impact on the Company's consolidated financial statements.

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**2. Securities Available-for-Sale**

The amortized cost and fair value of securities available-for-sale, and the corresponding amounts of gross unrealized gains and losses for which an allowance for credit losses has not been recorded, are as follows as of June 30, 2023 September 30, 2023 and December 31, 2022:

June 30, 2023				September 30, 2023			
Amortiz ed	Gross ed	Gross ed	Fair Value	Amortiz ed	Gross zed	Gross ed	Fair Value
Cost	Gains	Losses	Value	Cost	Gains	Losses	Value
(Dollars in thousands)							

U.S. Government-sponsored enterprises obligations	2,17 \$ 8	—	(33) \$ 8)	1,84 \$ 0	2,1 \$ 72	—	(40) \$ 3)	1,7 \$ 69
U.S. Government agency small business administration pools guaranteed by SBA	8,96 5	—	(1,1) 77)	7,78 8	8,6 25	—	(1,3) 81)	7,2 44
Collateralized mortgage obligations issued by the FHLMC, FNMA and GNMA	6,59 4	—	(73) 0)	5,86 4	6,4 01	—	(80) 9)	5,5 92
Residential mortgage-backed securities	26,1 44	—	(4,4) 72)	21,6 72	26, 202	—	(5,4) 70)	20, 732
Municipal bonds	70,8 70	229	(5,9) 58)	65,1 41	70, 645	—	(11, 003)	59, 642
Corporate debt	500	—	(15)	485	500	—	(14)	486
Corporate subordinated debt	8,22 3	—	(1,1) 17)	7,10 6	8,2 37	—	(1,1) 50)	7,0 87
	123, \$ 474	—	(13, \$ 229)	109, \$ 807)	122 \$ 2	—	(20, \$ 230)	55 \$ 2
	<b>December 31, 2022</b>				<b>December 31, 2022</b>			
	<b>Amortized Cost</b>	<b>Gross Gains</b>	<b>Unrealized Losses</b>	<b>Fair Value</b>	<b>Amortized Cost</b>	<b>Gross Gains</b>	<b>Unrealized Losses</b>	<b>Fair Value</b>
	(Dollars in thousands)				(Dollars in thousands)			
U.S. Government-sponsored enterprises obligations	2,19 \$ 1	—	(36) \$ 5)	1,82 \$ 6	2,1 \$ 91	—	(36) \$ 5)	1,8 \$ 26

U.S. Government agency small business administration								
pools guaranteed by SBA	9,47 5	—	(1,1 16)	8,35 9	9,4 75	—	(1,1 16)	8,3 59
Collateralized mortgage obligations issued by the								
FHLMC, FNMA and GNMA	6,92 2	8	(70 8)	6,22 2	6,9 22	8	(70 8)	6,2 22
Residential mortgage- backed securities	26,3 90	—	(4,5 67)	21,8 23	26, 390	—	(4,5 67)	21, 823
Municipal bonds	69,3 73	172	(7,1 29)	62,4 16	69, 373	17	(7,1 29)	62, 416
Corporate debt	500	—	(3)	497	500	—	(3)	497
Corporate subordinated debt	5,55 0	—	(59 3)	4,95 7	5,5 50	—	(59 3)	4,9 57
					120			106
	120, \$ 401	\$ 180	(14, \$ 481)	106, \$ 100	,40	18	(14, \$ 481)	,10 \$ 0

The amortized cost and fair values of securities available-for-sale at **June 30, 2023** **September 30, 2023** by contractual maturity are shown below. Actual maturities may differ from contractual maturities because borrowers may have the right to call or prepay obligations with or without call or prepayment penalties.

	June 30, 2023		September 30, 2023	
	Amortized		Amortized	
	Cost	Fair Value	Cost	Fair Value
	(Dollars in thousands)		(Dollars in thousands)	
Due in one year or less	\$ —	\$ —	\$ —	\$ —
Due after one year through five years	2,234	2,211	2,234	1,410
Due after five years through ten years	9,998	8,539	9,988	7,962
Due after ten years	69,539	63,822	69,332	59,612
Total U.S. Government-sponsored enterprises obligations, municipal bonds, corporate debt and corporate subordinated debt	81,771	74,572	81,554	68,984

U.S. Government agency small business pools guaranteed by SBA <sup>(1)</sup>	8,965	7,788	8,625	7,244
Collateralized mortgage obligations issued by the FHLMC, FNMA, and GNMA <sup>(1)</sup>	6,594	5,864	6,401	5,592
Residential mortgage-backed securities <sup>(1)</sup>	26,144	21,672	26,202	20,732
Total	123,47	109,89	122,78	102,55
	\$ 4	\$ 6	\$ 2	\$ 2

(1) Actual maturities for these debt securities are dependent upon the interest rate environment and prepayments on the underlying loans.

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The following is a summary of gross unrealized losses and fair value for those investments with unrealized losses for which an allowance for credit losses has not been recorded, aggregated by investment category and length of time the individual securities have been in a continuous unrealized loss position, at **June 30, 2023** **September 30, 2023** and December 31, 2022.

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Less than 12 Months			More than 12 Months			Total			Less than 12 Months			More than 12 Months			Total		
Num ber of Sec uriti es	Fair d uriti Valu e	Unre alize of Loss es	Num ber of Sec uriti Valu e	Fair d uriti Loss es	Unre alize alize eali zed	Sec uriti es	Fair d uriti Valu e	Unre alize r of Loss es	Sec uriti es	Fair d uriti Valu e	Unre alize alize eali zed	Sec uriti es	Fair d uriti Valu e	Unre alize alize eali zed			
(Dollars in thousands)																	
(Dollars in thousands)																	
June 30, 2023																	
Sept emb er 30, 2023																	



Collateralized mortgage obligation issued by the FHL MC, FNM A	5
and GN MA	3, 58 5 4 40) 5 0 90) 4 0)
Residential mortgage backed by securities	5, 2, 8 7 90 (2 68 6 88) 1 6 1) 9 6 2 9)
Residential mortgage backed by securities	2 ( 1, 4, 2, 18 5, 7 4 0 5 ,
Residential mortgage backed by securities	2 ( 1, 4, 2, 18 5, 37 3 7 0 5 ,

Muni cipal bond s	7, 37 13	0	64)	80	97	4)	7	8)	20	51	68)	85	91	5)	2	3)	( 1 9 , 1 0, 6 0 3 4 0 3)
Corp orat e debt																	4 ( 8 1 6 4)
Corp orat e subo rdina ted debt																	( 7 1 , 1 0 1 0 5 0)
																	0 2 2 0
																	( 1 , 1 0 5 3 0)
<u>Dec emb er 31, 2022</u>	<u>30</u>	<u>\$ 51</u>	<u>\$ 99)</u>	<u>9</u>	<u>\$ 71</u>	<u>\$ 8)</u>	<u>\$ 2</u>	<u>\$ 7)</u>	<u>28</u>	<u>\$ 53</u>	<u>\$ 7)</u>	<u>4</u>	<u>\$ 99</u>	<u>\$ 3)</u>	<u>\$ 2</u>	<u>\$ 0)</u>	

U.S. Gov ern ment spon sore d  ente rpris es oblig ation s	1, ( 1, 8 3 45 (4 37 (3 2 6 1 \$ 3 \$ 3) 3 \$ 3 \$ 22) \$ 6 \$ 5)	1, ( 8 3 45 (4 37 (3 2 6 1 \$ 3 \$ 3) 3 \$ 3 \$ 22) \$ 6 \$ 5)
U.S. Gov ern ment agen cy smal l  busi ness admi nistr ation pool s		(
guar ante ed by SBA	8, 1, 5, 2, 3 94 (6 41 (5 5 1 8 7 02) 3 2 14) 9 6)	8 1, , 2, 3 94 (6 41 (5 5 1 8 7 02) 3 2 14) 9 6)



Corp orat e	49	—	—	—	4	9	(	49	—	—	—	4
debt	1	7	(3)	—	—	7	(3)	1	7	(3)	—	7
Corp orat e												4
subo rdina ted					4,	(						,
debt				4,		5			4,			4
					45	(5			45	(5		5
					4	7	93)		4	7	93)	3)
					—	—	—		—	—	—	(
												9
												1
							9	1				6
							6,	4,				,
					68	(7,	28	(6,	2	4		28
					11	,0	85	,2	62	5	8	(6,
					3	\$ 33	\$ 3)	41	\$ 19	\$ 8)	\$ 2	2
					—	—	—	—	—	—	—	—
												1)

Management evaluates securities available-for-sale in unrealized loss positions to determine whether the impairment is due to credit-related factors or noncredit-related factors. Consideration is given to (1) the extent to which the fair value is less than cost, (2) the financial condition and near-term prospects of the issuer, and (3) the intent and ability of the Company to retain its investment in the security for a period of time sufficient to allow for any anticipated recovery in fair value. At **June 30, 2023** **September 30, 2023**, the Company had **159** **172** securities available-for-sale in an unrealized loss position without an allowance for credit losses. Management does not have the intent to sell any of these securities and believes that it is more likely than not that the Company will not have to sell any such securities before a recovery of cost. The fair value is expected to recover as the securities approach their maturity date or repricing date or if market yields for such investments decline. Accordingly, as of **June 30, 2023** **September 30, 2023**, management believes that the unrealized losses detailed in the previous table are due to noncredit-related factors, including changes in **market** interest rates and other market conditions, and therefore the Company carried no allowance for credit losses on securities available-for-sale as of **June 30, 2023** **September 30, 2023**.

Proceeds from sales, maturities, principal payments received and gross realized gains and losses on securities available-for-sale were as follows for the three and **six** **nine** months ended **June 30, 2023** **September 30, 2023** and 2022:

June 30, 2023	September 30, 2023	June 30, 2022	September 30, 2022

	Three Months Ended June 30,		Six Months Ended June 30,	
	2023	2022	2023	2022
	(Dollars in thousands)			
Proceeds from sales, maturities and principal payments received on securities available-for-sale	\$ 1,173	\$ 746	\$ 2,211	\$ 2,542
Gross realized gains	—	—	—	52
Gross realized losses	—	—	—	—
<b>Net realized gains</b>	<b>\$ —</b>	<b>\$ —</b>	<b>\$ —</b>	<b>\$ 52</b>

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	Three Months Ended September 30,		Nine Months Ended September 30,	
	2023	2022	2023	2022
	(Dollars in thousands)			
Proceeds from sales, maturities and principal payments received on securities available-for-sale	\$ 1,450	\$ 1,545	\$ 3,661	\$ 4,087
Gross realized gains	—	—	—	52
Gross realized losses	—	—	—	—
<b>Net realized gains</b>	<b>\$ —</b>	<b>\$ —</b>	<b>\$ —</b>	<b>\$ 52</b>

As of **June 30, 2023** **September 30, 2023** and December 31, 2022, there were no holdings of securities of any issuer, other than the SBA, FHLMC, GNMA and FNMA, whose aggregate carrying value exceeded 10% of stockholders' equity.

### 3. Loans and Allowance for Credit Losses on Loans

The Company's lending activities are primarily conducted in and around Dover, New Hampshire and in the areas surrounding its branches. The Company grants commercial real estate loans, multifamily 5+ dwelling unit loans, commercial and industrial loans, acquisition, development and land loans, 1–4 family residential loans, home equity line of credit loans and consumer loans. Most loans are collateralized by real estate. The ability and willingness of real estate, commercial and construction loan borrowers to honor their repayment commitments is generally dependent on the health of the real estate sector in the borrowers' geographic area and the general economy.

Loans consisted of the following at **June 30, 2023** **September 30, 2023** and December 31, 2022:

	June 30,		December 31,		September 30,		December 31,	
	2023		2022		2023		2022	
	(Dollars in thousands)				(Dollars in thousands)			
Commercial real estate (CRE)	\$ 88,051		\$ 80,506		\$ 87,295		\$ 80,506	
Multifamily (MF)		7,787		8,185		7,679		8,185

Commercial and industrial (C+I)	24,168	24,059	24,875	24,059
Acquisition, development, and land (ADL)	14,999	18,490	19,255	18,490
1-4 family residential (RES)	259,562	251,466	264,477	251,466
Home equity line of credit (HELOC)	12,121	10,161	12,614	10,161
Consumer (CON)	7,824	7,189	8,610	7,189
Total loans	414,512	400,056	424,805	400,056
Net deferred loan costs	2,547	2,449	2,680	2,449
Allowance for credit losses on loans	(3,319)	(3,581)	(3,349)	(3,581)
<b>Total loans, net</b>	<b>\$ 413,740</b>	<b>\$ 398,924</b>	<b>\$ 424,136</b>	<b>\$ 398,924</b>

*Allowance for Credit Losses on Loans ("ACL")*

Effective January 1, 2023, the Company adopted the new accounting standard for credit losses, ASU No. 2016-13, *Financial Instruments - Credit Losses (Topic 326): Measurement of Credit Losses on Financial Instruments, as amended* ("ASU 2016-13"). This new accounting standard, commonly referred to as "CECL," significantly changed the methodology for accounting for reserves on loans and unfunded off-balance sheet credit exposures, including certain unfunded loan commitments and standby guarantees. ASU 2016-13 replaced the "incurred loss" methodology used to establish an allowance on loans and off-balance sheet credit exposures, with an "expected loss" approach. Under CECL, the ACL at each reporting period serves as a best estimate of projected credit losses over the contractual life of certain assets, adjusted for expected prepayments, given an expectation of economic conditions and forecasts as of the valuation date. Upon adoption of CECL, the Company made the following elections regarding accrued interest receivable: (i) present accrued interest receivable balances separately on the balance sheet on the consolidated statements of condition; (ii) exclude accrued interest from the measurement of the ACL, including investments and loans; and (iii) continue to write-off accrued interest receivable by reversing interest income. The Company has a policy in place to write-off accrued interest when a loan is placed on non-accrual. Accrued interest is written-off by reversing previously recorded interest income. For loans, write-off typically occurs when a loan has been in default for 90 days or more. An immaterial amount of accrued interest on non-accrual loans was written off during the three and **six** **nine** months ended **June 30, 2023** **September 30, 2023**, by reversing interest income. Historically, the Company has not experienced uncollectible accrued interest receivable on its securities available-for-sale.

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The ACL is the sum of various components including the following: (a) historical loss experience, (b) a reasonable and supportable forecast, (c) loans evaluated individually, and (d) changes in relevant environmental factors. The historical loss component is segmented by loan type and serves as the core of the ACL adequacy methodology. The Company has selected the Weighted Average Remaining Maturity Model ("WARM"), for the loss calculation of each of

the Bank's loan pools utilizing a third-party software application. The WARM uses a quarterly loss rate and future expectations of loan balances to calculate an ACL. A loss rate is applied to pool balances over time.

CECL may create more volatility in the ACL, specifically the ACL on loans and ACL on off-balance sheet credit exposures. Under CECL, the ACL may increase or decrease period to period based on many factors, including, but not limited to: (i) macroeconomic forecasts and conditions; (ii) forecast period and reversion speed; (iii) prepayment speed assumption; (iv) loan portfolio volumes and changes in mix; (v) credit quality; and (vi) various qualitative factors outlined in ASU 2016-13.

The significant key assumptions used with the ACL calculation at June 30, 2023 September 30, 2023 using the CECL methodology, included:

- *Macroeconomic factors (loss drivers):* Monitoring and assessing local and national unemployment, changes in national GDP and other macroeconomic factors which may be the most predictive indicator of losses within the loan portfolio. The macroeconomic factors considered in determining the ACL may change from time to time.

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- *Forecast Period and Reversion speed:* ASU 2016-13 requires a company to use a reasonable and supportable forecast period in developing the ACL, which represents the time period that management believes it can reasonably forecast the identified loss drivers. Generally, the forecast period management believes to be reasonable and supportable will be set annually and validated through an assessment of economic leading indicators. In periods of greater volatility and uncertainty, such as the current interest rate environment, management will likely use a shorter forecast period, whereas when markets, economies, interest rate environment, political matters, and other factors are considered to be more stable and certain, a longer forecast period may be used. Also, in times of greater uncertainty, management may consider a range of possible forecasts and evaluate the probability of each scenario. Generally, the forecasted period is expected to range from one to three years. Once the reasonable and supportable forecast period is determined, ASU 2016-13 requires a company to revert its loss expectations to the long-run historical mean for the remainder of the contract life of the asset, adjusted for prepayments. In determining the length of time over which the reversion will take place (i.e. "reversion speed"), factors such as, historical credit loss experience over previous economic cycles, as well as where the Company believes it is within the current economic cycle, will be considered. The Company has chosen a forecast period of six quarters which will be similar to the historical loss period between September 2007 and March 2009 and then reverting to the long-term average over the following six quarters using the straight-line reversion method. The Company believes this historical forecast period to be representative of potential economic conditions over the next eighteen months.

- *Prepayment speeds:* Prepayment speeds are determined for each loan segment utilizing the Company's historical loan data, as well as consideration of current environmental factors. The prepayment speed assumption is utilized with the WARM method to forecast expected cash flows over the contractual life of the

loan, adjusted for expected prepayments. A higher prepayment speed assumption will drive a lower ACL, and vice versa.

•**Qualitative factors:** As within previous accounting guidance used for the "incurred loss" model, ASU 2016-13 requires companies to consider various qualitative factors that may impact expected credit losses. The Company continues to consider qualitative factors in determining and arriving at an ACL at each reporting period such as: (i) actual or expected changes in economic trends and conditions, (ii) changes in the value of underlying collateral for loans, (iii) changes to lending policies, underwriting standards and/or management personnel performing such functions, (iv) delinquency and other credit quality trends, (v) credit risk concentrations, if any, (vi) changes to the nature of the Company's business impacting the loan portfolio, (vii) and other external factors, that may include, but are not limited to, results of internal loan reviews and examinations by bank regulatory agencies.

Certain loans which may not share similar risk characteristics with other loans in the portfolio may be tested individually for estimated credit losses, including (i) loans classified as special mention, substandard or doubtful and are on non-accrual, (ii) a loan modified for a borrower experiencing financial difficulty or (iii) loans that have other unique characteristics. Factors considered in measuring the extent of the expected credit loss for these loans may include payment status, collateral value, borrower's financial condition, guarantor support and the probability of collecting scheduled principal and interest payments when due.

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Changes in the ACL for the three and **six nine** months ended **June 30, 2023** **September 30, 2023**, under the CECL model, by portfolio segment, are summarized as follows:

(Dollars in thousands)	Unallocate									
	CRE	MF	C+I	ADL	RES	HELOC	CON	d	Total	
Balance, March 31, 2023	\$ 725	\$ 49	\$ 281	\$ 96	\$ 1,904	\$ 88	\$ 119	\$ 25	\$ 3,287	
Provision for credit losses on loans	81	—	(4)	(26)	6	(3)	(7)	(12)	35	
Charge-offs	—	—	—	—	—	—	(4)	—	(4)	
Recoveries	—	—	—	—	—	—	1	—	1	
Balance, June 30, 2023	\$ 806	\$ 49	\$ 277	\$ 70	\$ 1,910	\$ 85	\$ 109	\$ 13	\$ 3,319	
Balance, December 31, 2022, Prior to Adoption of ASC 326	\$ 942	\$ 54	\$ 184	\$ 138	\$ 2,048	\$ 81	\$ 100	\$ 34	\$ 3,581	
Impact of adopting ASC 326	(154)	1	89	(18)	(201)	7	14	(33)	(295)	
Provision for credit losses on loans	18	(6)	4	(50)	63	(3)	(3)	12	35	
Charge-offs	—	—	—	—	—	—	(4)	—	(4)	
Recoveries	—	—	—	—	—	—	2	—	2	

Balance, June 30, 2023	\$ 806	\$ 49	\$ 277	\$ 70	\$ 1,910	\$ 85	\$ 109	\$ 13	\$ 3,319
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										Unallocate	
(Dollars in thousands)		CRE	MF	C+I	ADL	RES	HELOC	CON	d	Total	
Balance, June 30, 2023	\$ 806	\$ 49	\$ 277	\$ 70	\$ 1,910	\$ 85	\$ 109	\$ 13	\$ 3,319		
Provision for credit losses on loans	(18)	22	11	31	(174)	76	95	(13)	30		
Charge-offs	—	—	—	—	—	—	—	—	—		
Recoveries	—	—	—	—	—	—	—	—	—		
Balance, September 30, 2023	\$ 788	\$ 71	\$ 288	\$ 101	\$ 1,736	\$ 161	\$ 204	\$ —	\$ 3,349		
Balance, December 31, 2022, Prior to Adoption of ASC 326	\$ 942	\$ 54	\$ 184	\$ 138	\$ 2,048	\$ 81	\$ 100	\$ 34	\$ 3,581		
Impact of adopting ASC 326	(154)	1	89	(18)	(202)	7	14	(32)	(295)		
Provision for credit losses on loans	—	16	15	(19)	(110)	73	92	(2)	65		
Charge-offs	—	—	—	—	—	—	(4)	—	(4)		
Recoveries	—	—	—	—	—	—	2	—	2		
Balance, September 30, 2023	\$ 788	\$ 71	\$ 288	\$ 101	\$ 1,736	\$ 161	\$ 204	\$ —	\$ 3,349		

Changes in the allowance for credit losses on loans for the three and **six** **nine** months ended **June 30, 2022** **September 30, 2022**, under the incurred loss model, by portfolio segment, are summarized as follows:

(Dollars in thousands)	Unallocated								Unallocated							
	CRE	MF	C+I	ADL	RES	OC	CON	Total	CRE	MF	C+I	ADL	RES	OC	CON	Total
Balance, March 31, 2022	\$ 89	\$ 21	\$ 11	\$ 18	\$ —	\$ 64										
	\$ 4	\$ 78	\$ 8	\$ 6	\$ 8	\$ 62	\$ 86	\$ —	\$ 9	\$ 57	\$ 8	\$ 0	\$ 5	\$ 87	\$ 1	\$ 27
Balance, June 30, 2022									1,01		20	11	02		11	\$ 64
										\$ 9	\$ 57	\$ 8	\$ 0	\$ 5	\$ 87	\$ 1

Pr ovi n for lo an los se s	12	(2	(1	(1	63)	25	24	27	—	(7	(1	(1	16	24	4	(1	1	(6
Ch ar ge - off s	5	1)	1)	(6)	63)	25	24	27	—	5)	(1)	1)	16	24	4	8)	1	0)
Re co ve rie s	—	—	—	—	—	—	—	—	—	—	—	—	—	—	—	—	—	—
Bala nce, June 30, 2022	1, 01	20	11	02	2,	11	64	3, 64	—	—	—	—	—	—	—	—	—	—
Bala nce, Sept embe r 30, 2022	\$ 9	\$ 57	\$ 8	\$ 0	\$ 5	\$ 87	\$ 1	\$ 27	\$ 4	94	19	12	04	2,	3,	58	58	58

Bala nce, Dece mber 31, 2021											Bala nce, Dece mber 31, 2022										
Pr ovi sio n for lo an los se	18	(2		(6	(1						11	(2		(5	(9						
s	6	3)	13	8)	14)	24	43	(1)	60	1	4)	2	2)	0)	28	25	—	—	—	—	
Ch ar ge - off s	—	—	—	—	—	—	(9)	—	(9)	—	—	—	—	—	—	—	—	(9)	—	(9)	
Re co ve rie s	—	—	—	1	—	—	—	2	—	3	—	—	—	1	—	—	—	2	—	3	
Bala nce, June 30, 2022	1, 01		20	11	02		11		64												
	\$ 9	\$ 57	\$ 8	\$ 0	\$ 5	\$ 87	\$ 1	\$ 27	\$ 4												
Bala nce, Sept embe r 30, 2022										94		19	12	04				\$ 91	\$ 93	\$ 28	\$ 4
										\$ 4		\$ 56	\$ 7	\$ 6	\$ 9						

As of **June 30, 2023** **September 30, 2023** and December 31, 2022, information about loans, the ACL and the ALL, by portfolio segment, are summarized below:

(Dollars in thousan ds)		Unall HEL ocat								Unal HEL loca ted									
		CRE	MF	C+I	ADL	RES	OC	CON	ed	Total	CRE	MF	C+I	ADL	RES	OC	CON	ted	I
June 30, 2023 Loan Balanc es																			
Septe mber 30, 2023 Loan Balanc es																			
Individu ally evaluat ed to determi ne expect ed credit losses										18								18	18
	\$ —	\$ —	\$ —	\$ —	\$ 5	\$ —	\$ 3	\$ —	\$ 8		\$ —	\$ —	\$ —	\$ —	\$ 4	\$ —	\$ —	\$ —	\$ 4

Collectively evaluated to determine	expect	25	41	26	42
ed	88	7,	24	14	9,
credit	,0	78	,1	,9	37
losses	51	7	68	99	7
Total			25	41	26
					42
	88	7,	24	14	9,
	,0	78	,1	,9	56
					,1
					82
					51
	\$ 51	\$ 7	\$ 68	\$ 99	\$ 2
	=====	=====	=====	=====	=====
ACL related to the loans					
Individually evaluated to determine	expect				
ed	credit				
losses		\$ —	\$ —	\$ —	\$ —
		\$ —	\$ —	\$ —	\$ —
		\$ —	\$ —	\$ —	\$ —
		\$ —	\$ —	\$ —	\$ —
		\$ —	\$ —	\$ —	\$ —
Collectively evaluated to determine	expect	1,	3,	1,	3,
ed	credit	80	27	91	10
losses		6	49	7	70
		0	85	9	13
			9		
				8	71
				8	1
				1	6
				1	4
				—	9

Total	1,3,80,27,91,10,31										1,3,78,28,10,73,16,20									
	\$ 6	\$ 49	\$ 7	\$ 70	\$ 0	\$ 85	\$ 9	\$ 13	\$ 9		\$ 8	\$ 71	\$ 8	\$ 1	\$ 6	\$ 1	\$ 4	\$ —	\$ 9	
	—	—	—	—	—	—	—	—	—		—	—	—	—	—	—	—	—	—	
Decem																				
ber 31,																				
2022																				
Loan																				
Balanc																				
es																				
Individu																				
ally																				
evaluat																				
ed for																				
impair																				
ment																				
Collecti																				
vely																				
evaluat																				
ed for																				
impair																				
ment																				
Total																				
	80	8,	24	18	1,	10	7,		9,		80	8,	24	18	1,	10	7,		9,	
	,5	18	,0	,4	19	,1	18		77		,5	18	,0	,4	19	,1	18		77	
	06	5	59	90	3	61	4	—	8		06	5	59	90	3	61	4	—	8	
	—	—	—	—	—	—	—	—	—		—	—	—	—	—	—	—	—	—	
	25								40								25			
	80	8,	24	18	1,	10	7,		0,		80	8,	24	18	1,	10	7,		0,	
	,5	18	,0	,4	46	,1	18		05		,5	18	,0	,4	46	,1	18		05	
	\$ 06	\$ 5	\$ 59	\$ 90	\$ 6	\$ 61	\$ 9	\$ —	\$ 6		\$ 06	\$ 5	\$ 59	\$ 90	\$ 6	\$ 61	\$ 9	\$ —	\$ 6	
	—	—	—	—	—	—	—	—	—		—	—	—	—	—	—	—	—	—	
ALL																				
related																				
to the																				
loans																				
Individu																				
ally																				
evaluat																				
ed for																				
impair																				
ment																				
	\$ —	\$ —	\$ —	\$ —	\$ —	\$ —	\$ —	\$ —	\$ —		\$ —	\$ —	\$ —	\$ —	\$ —	\$ —	\$ —	\$ —	\$ —	

Collectively evaluated for impairment	2,94	18	13	04	10	58	3,94	18	13	04	10	58	
	2	54	4	8	8	81	0	34	1	2	54	4	8
Total	94	18	13	04	10	58	94	18	13	04	10	58	
	\$ 2	\$ 54	\$ 4	\$ 8	\$ 8	\$ 81	\$ 0	\$ 34	\$ 1	\$ 2	\$ 54	\$ 4	\$ 8
	<u><u>\$ 2</u></u>	<u><u>\$ 54</u></u>	<u><u>\$ 4</u></u>	<u><u>\$ 8</u></u>	<u><u>\$ 8</u></u>	<u><u>\$ 81</u></u>	<u><u>\$ 0</u></u>	<u><u>\$ 34</u></u>	<u><u>\$ 1</u></u>	<u><u>\$ 2</u></u>	<u><u>\$ 54</u></u>	<u><u>\$ 4</u></u>	<u><u>\$ 8</u></u>

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The following is an aging analysis of past due loans by portfolio segment as of **June 30, 2023** **September 30, 2023**, including non-accrual loans without an ACL:

(Dollars in thousands)	Non-Accrual						
	30-59 Days	60-89 Days	90 + Days	Total Past Due	Current	Total Loans	Loans
CRE	\$ —	\$ —	\$ —	\$ —	\$ 88,051	\$ 88,051	\$ —
MF	—	—	—	—	7,787	7,787	—
C+I	—	—	—	—	24,168	24,168	—
ADL	—	—	—	—	14,999	14,999	—
RES				259,56			
	—	—	—	—	2	259,562	—
HELOC	—	—	—	—	12,121	12,121	—
CON	—	—	—	—	7,824	7,824	3
	—	—	—	414,51			
	<u><u>\$ —</u></u>	<u><u>\$ —</u></u>	<u><u>\$ —</u></u>	<u><u>\$ —</u></u>	<u><u>\$ 2</u></u>	<u><u>\$ 414,512</u></u>	<u><u>\$ 3</u></u>

(Dollars in thousands)	Non-Accrual						
	30-59 Days	60-89 Days	90 + Days	Total Past Due	Current	Total Loans	Loans
CRE	\$ —	\$ —	\$ —	\$ —	\$ 87,295	\$ 87,295	\$ —
MF	—	—	—	—	7,679	7,679	—
C+I	—	—	—	—	24,875	24,875	—
ADL	—	—	—	—	19,255	19,255	—
RES				264,47			
	—	—	—	—	7	264,477	—
HELOC	—	—	—	—	12,614	12,614	—

CON	—	—	—	—	—	8,610	8,610	—
						424,80		
	\$ —	\$ —	\$ —	\$ —	\$ —	\$ 5	\$ 424,805	\$ —

Interest income recognized on non-accrual loans during three and **six** **nine** months ended **June 30, 2023** **September 30, 2023** was \$-0-.

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The following is an aging analysis of past due loans by portfolio segment as of December 31, 2022:

(Dollars in thousands)	30-59			60-89			90 +			Total		Non-Accrual	
	Days	Days	Days	Days	Days	Days	Past Due	Current	Total	Loans	Accrual	Loans	Loans
CRE	\$ —	\$ —	\$ —	\$ —	\$ —	\$ —	\$ 80,506	\$ 80,506	\$ 80,506	\$ 80,506	\$ —	\$ —	\$ —
MF	—	—	—	—	—	—	—	8,185	8,185	8,185	8,185	—	—
C+I	—	—	—	—	—	—	—	24,059	24,059	24,059	24,059	—	—
ADL	—	—	—	—	—	—	—	18,490	18,490	18,490	18,490	—	—
RES	—	—	84	—	—	—	84	251,382	251,466	251,466	84	—	—
HELOC	5	—	—	—	—	—	5	10,156	10,161	10,161	—	—	—
CON	7	—	—	—	—	—	7	7,181	7,189	7,189	5	—	—
	\$ 12	\$ 84	\$ —	\$ —	\$ —	\$ —	\$ 96	\$ 399,960	\$ 400,056	\$ 400,056	\$ 89	—	—

The Company's one collateral-dependent non-accrual RES loan had an amortized cost basis of \$84,000 and was secured by real estate with an appraised value of \$422,000. The property was sold in April 2023 and the loan was repaid.

There were no loans collateralized by residential real estate property in the process of foreclosure at **June 30, 2023** **September 30, 2023** or December 31, 2022.

The following table provides information on impaired loans as of and for the year ended December 31, 2022:

(Dollars in thousands)	As of December 31, 2022				At December 31, 2022	
	Recorded		Unpaid		Average	Interest
	Carrying	Principal	Related	Recorded	Interest	Income
	Value	Balance	Allowance	Investment	Recognized	
With no related allowance recorded:						
CRE	\$ —	\$ —	\$ —	\$ —	\$ —	\$ —
MF	—	—	—	—	—	—

C+I	—	—	—	—	—
ADL	—	—	—	—	—
RES	273	273	—	446	32
HELOC	—	—	—	57	3
CON	5	5	—	2	—
Total	<u>\$ 278</u>	<u>\$ 278</u>	<u>\$ —</u>	<u>\$ 505</u>	<u>\$ 35</u>

There were no loans modified for borrowers experiencing financial difficulty during the **six nine** months ended **June 30, 2023** **September 30, 2023**. An assessment of whether a borrower is experiencing financial difficulty is made on the date of a modification, if applicable. The ACL incorporates an estimate of lifetime expected credit losses and is recorded on each asset upon origination. Because the effect of most modifications made to borrowers experiencing financial difficulty would already be included in the ACL as a result of the measurement methodologies used to estimate the allowance, a change in the ACL is generally not recorded upon modification. There were no loans modified and determined to be a troubled debt restructuring during the year ended December 31, 2022.

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#### Credit Quality Information

The Company utilizes a ten-grade internal loan rating system for its commercial real estate, multifamily, commercial and industrial and acquisition, development, and land loans. Residential real estate, home equity line of credit and consumer loans are considered “pass” rated loans until they become delinquent. Once delinquent, loans can be rated an 8, 9 or 10 as applicable.

Loans rated 1 through 6: Loans in these categories are considered “pass” rated loans with low to average risk.

Loans rated 7: Loans in this category are considered “special mention.” These loans are starting to show signs of potential weakness and are being closely monitored by management.

Loans rated 8: Loans in this category are considered “substandard.” Generally, a loan is considered substandard if it is inadequately protected by the current net worth and paying capacity of the obligors and/or the collateral pledged. There is a distinct possibility that the Bank will sustain some loss if the weakness is not corrected.

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Loans rated 9: Loans in this category are considered “doubtful.” Loans classified as doubtful have all the weaknesses inherent in those classified substandard with the added characteristic that the weaknesses make collection or liquidation in full, on the basis of currently existing facts, highly questionable and improbable.

Loans rated 10: Loans in this category are considered uncollectible (“loss”) and of such little value that their continuance as loans is not warranted and should be charged off.

On an annual basis, or more often if needed, the Company formally reviews the ratings on its commercial and industrial, commercial real estate and multifamily loans. On a periodic basis, the Company engages an independent third party to review a significant portion of loans within these segments and to assess the credit risk management practices of its commercial lending department. Management uses the results of these reviews as part of its annual review process, adequacy of the ACL on loans and overall credit risk administration.

On a quarterly basis, the Company formally reviews the ratings on its applicable residential real estate and home equity loans if they have become classified as non-accrual. Criteria used to determine ratings consist of loan-to-value ratios and days delinquent.

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Based upon the most recent analysis performed, the risk category of loans by portfolio segment by vintage, reported under the CECL methodology, was as follows as of **June 30, 2023** **September 30, 2023**:

(Dollars in thousands)	Revolving								Total	
	Loans				Revolving					
	Amortized		Loans							
Cost								Converted		
	2023	2022	2021	2020	2019	Prior	Basis	to Term		
<b>CRE:</b>										
Risk rating:										
	9,216 9,7	10,387 10	8,254 8,1	2,878 2,8	4,909 4,8	17,284 17	32,177 34		85,105 87	
Pass	\$ 56	\$ ,257	\$ 23	\$ 21	\$ 49	\$ ,307	\$ ,182	\$ —	\$ ,295	
Special mention	—	—	—	—	—	—	2,946	—	2,946	
Substandard	—	—	—	—	—	—	—	—	—	
	9,216 9,7	10,387 10	8,254 8,1	2,878 2,8	4,909 4,8	17,284 17	35,123 34		88,051 87	
Total CRE	56	,257	23	21	49	,307	,182	—	,295	
<b>MF:</b>										
Risk rating:										

Pass	—	152 148	5,243 5,2	1,104 1,0	—	1,288 875	362	—	—	—	—	—
			01	93								
Special mention	—	—	—	—	—	—	—	—	—	—	—	—
Substandar	d	—	—	—	—	—	—	—	—	—	—	—
Total MF	—	152 148	5,243 5,2	1,104 1,0	—	1,288 875	362	—	—	—	—	—
C+I:												
Risk rating:												
	2,580 2,8	7,271 6,9	4,621 4,3	3,137 3,0	1,734 1,6	2,592 2,2	2,233 3,8		24,168 24			
Pass	13	28	63	06	35	55	75	—	,875			
Special mention	—	—	—	—	—	—	—	—	—	—	—	—
Substandar	d	—	—	—	—	—	—	—	—	—	—	—
Total C+I	13	28	63	06	35	55	75	—	,875			
ADL:												
Risk rating:												

Pass	3,943 11,	7,144 6,0	2,336	—	1,576 1,5	—	—	621	—	11
	077	50			07					49
										,
										92
										95
										95
										95
Special mention	—	—	—	—	—	—	—	—	—	—
Substandar	—	—	—	—	—	—	—	—	—	—
d	—	—	—	—	—	—	—	—	—	—
										1
										41
										9
										9
										92
										95
										95
3,943 11,	7,144 6,0				1,576 1,5					
Total ADL	077	50	2,336	—	07	—	—	621	—	—5

#### RES:

Risk rating:	5,802 12,	40,201 41	64,447 64	53,797 52	20,329 20	74,986 72	—	—	259,562 2
Pass	513	,831	,656	,469	,150	,858	—	—	64,477
Special mention	—	—	—	—	—	—	—	—	—
Substandar	—	—	—	—	—	—	—	—	—
d	—	—	—	—	—	—	—	—	—
									259,562 2
Total RES	513	,831	,656	,469	,150	,858	—	—	64,477

#### HELOC:

Risk rating:	—	—	—	—	—	—	—	12,121 12	—	12,121 12
Pass	—	—	—	—	—	—	—	,614	—	,614
Special mention	—	—	—	—	—	—	—	—	—	—
Substandar	—	—	—	—	—	—	—	—	—	—
d	—	—	—	—	—	—	—	—	—	—

Total HELOC	—	—	—	—	—	—	—	12,121	12	—	12,121	12
								,614			,614	
<b>CON:</b>												
Risk rating:												
	1,322	2,1	2,646	2,4	1,901	1,9	1,456	1,5			7,821	8,6
Pass	57		66		56		34	251	271	245	226	—
Special mention	—		—		—		—	—	—	—	—	10
Substandard	—		—		—		—	3	—	—	—	3
d	—		—		—		—	—	—	—	—	—
	1,322	2,1	2,646	2,4	1,901	1,9	1,456	1,5			7,824	8,6
Total CON	57		66		56		34	251	271	248	226	—
	22,863	38	67,801	67	86,802	85	62,372	60	28,799	26	96,398	94
Total	\$ ,316		\$ ,680		\$ ,806		\$ ,923	\$ ,905	\$ ,142	\$ ,033	\$ —	\$ 24,805
	<u>\$ ,316</u>		<u>\$ ,680</u>		<u>\$ ,806</u>		<u>\$ ,923</u>	<u>\$ ,905</u>	<u>\$ ,142</u>	<u>\$ ,033</u>	<u>\$ —</u>	<u>\$ 24,805</u>
								18	17			

The following presents the internal risk rating of loans by portfolio segment as of December 31, 2022:

(Dollars in thousands)	Special				Total
	Pass	Mention	Substandard		
CRE	\$ 77,820	\$ 2,686	\$ —	\$ —	\$ 80,506
MF	8,185	—	—	—	8,185
C+I	24,059	—	—	—	24,059
ADL	18,490	—	—	—	18,490
RES	251,382	—	84	—	251,466
HELOC	10,161	—	—	—	10,161
CON	7,184	—	5	—	7,189
Total	\$ 397,281	\$ 2,686	\$ 89	\$ —	\$ 400,056

Certain directors and executive officers of the Company and entities in which they have significant ownership interests are customers of the Bank. Loans outstanding to these persons and entities at June 30, 2023 September 30, 2023 and December 31, 2022 were \$5.5 5.3 million and \$4.4 million, respectively.

#### 4. Loan Servicing

Loans serviced for others are not included in the accompanying consolidated balance sheets. The unpaid principal balances of such loans were \$34.8 million and \$36.0 million at June 30, 2023 September 30, 2023 and December 31, 2022, respectively. Substantially all of these loans were originated by the Bank and sold to third parties on a non-recourse basis with servicing rights retained. These retained servicing rights are recorded as a servicing asset and are initially recorded at fair value (see Note 15, Fair Value of Assets and Liabilities, for more information). Changes to the balance of mortgage servicing rights are recorded in loan servicing fee income in the Company's consolidated statements of (loss) income.

The Company's mortgage servicing activities include: collecting principal, interest and escrow payments from borrowers; making tax and insurance payments on behalf of borrowers; monitoring delinquencies and executing foreclosure proceedings; and accounting for and remitting principal and interest payments to investors. Loan servicing income, including late and ancillary fees, was \$23,000 and \$37,000 for the three months ended June 30, 2023 September 30, 2023 and 2022, respectively, and \$38,000 and \$89,000 for the six months ended June 30, 2023 September 30, 2023 and 2022, respectively. The Company's residential mortgage investor loan servicing portfolio is primarily comprised of fixed rate loans concentrated in the Company's market areas.

The following summarizes activity in mortgage servicing rights for the three and six months ended June 30, 2023 September 30, 2023 and 2022:

(Dollars in thousands)	2023	2022	2023	2022
Balance, March 31,	\$ 349	\$ 350		
Balance, June 30,			\$ 350	\$ 364
Additions	—	—	—	1
Payoffs	—	(2)	(2)	(6)
Change in fair value due to change in assumptions	1	16	(10)	10
Balance, June 30,	<u>350</u>	<u>364</u>		
Balance, September 30,			338	369
Balance, January 1,	357	322	357	322
Additions	—	5	—	6
Payoffs	(3)	(18)	(5)	(24)
Change in fair value due to change in assumptions	(4)	55	(14)	65
Balance, June 30,	<u>\$ 350</u>	<u>\$ 364</u>		
Balance, September 30,			<u>\$ 338</u>	<u>\$ 369</u>

## 5. Deposits

Deposits consisted of the following at **June 30, 2023** **September 30, 2023** and December 31, 2022:

<i>(Dollars in thousands)</i>			<b>December 31</b>	
	<b>June 30, 2023</b>	<b>December 31, 2022</b>	<b>September 30, 2023</b>	<b>2022</b>
NOW and demand deposits	\$ 172,722	\$ 204,739	\$ 174,284	\$ 204,739
Money market deposits	74,355	60,931	85,825	60,931
Savings deposits	68,818	54,954	66,919	54,954
Time deposits of \$250,000 and greater	14,361	7,796	13,980	7,796
Time deposits less than \$250,000	58,685	53,943	70,777	53,943
	<b>\$ 388,941</b>	<b>\$ 382,363</b>	<b>\$ 411,785</b>	<b>\$ 382,363</b>

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At **June 30, 2023** **September 30, 2023**, the scheduled maturities of time deposits were as follows:

<i>(Dollars in thousands)</i>	<b>Total</b>
2023	\$ 39,815
2024	21,407
2025	7,316
2026	3,222
2027	1,157
2028	129
	<b>\$ 73,046</b>
<i>(Dollars in thousands)</i>	<b>Total</b>
2023	\$ 26,320
2024	41,523
2025	12,401
2026	3,212
2027	1,141
2028	160
	<b>\$ 84,757</b>

There were \$13.6 23.6 million and \$18.1 million of brokered time deposits which were bifurcated into amounts below the FDIC insurance limit at **June 30, 2023** **September 30, 2023** and December 31, 2022, respectively (see Note 16, Subsequent Events), respectively. Additionally, there were \$20.6 million and \$0 of brokered deposits included in savings deposits at September 30, 2023 and December 31, 2022, respectively.

## 6. Borrowings

### Federal Home Loan Bank ("FHLB")

A summary of borrowings from the FHLB is as follows:

		June 30, 2023			September 30, 2023		
Principal Amount	Principal Amount	Interest Rates	Maturity Dates	Principal Amount	Interest Rates	Maturity Dates	
(Dollars in thousan ds)		(Dollars in thousands)			(Dollars in thousands)		
\$	\$						
	82,929	5.22% to 5.33% – fixed	2023	42,209	5.22% to 5.57% – fixed	2023	
	800	0.00% – fixed	2024	800	0.00% – fixed	2024	
	520	0.00% – fixed	2025	520	0.00% – fixed	2025	
	718	0.00% – fixed	2028	718	0.00% – fixed	2028	
	200	0.00% – fixed	2030	200	0.00% – fixed	2030	
	430	0.00% – fixed	2031	430	0.00% – fixed	2031	
\$	<u>85,597</u>			<u>44,877</u>			
December 31, 2022				December 31, 2022			

Princip al	Princip al		Princip al		
Amount	Amount		Interest	Amount	
s	s		Rates	s	
<b>(Dollars in thousan ds)</b>					
		<b>(Dollars in thousands)</b>			<b>(Dollars in thousands)</b>
			0.44% to		0.44% to
			4.38% –		4.38% –
\$	96,729	2023	fixed	96,729	2023
			0.00% –		0.00% –
	800	2024	fixed	800	2024
			0.00% –		0.00% –
	520	2025	fixed	520	2025
			0.00% –		0.00% –
	718	2028	fixed	718	2028
			0.00% –		0.00% –
	200	2030	fixed	200	2030
			0.00% –		0.00% –
	430	2031	fixed	430	2031
\$	<b>99,397</b>			<b>99,397</b>	

All borrowings from the FHLB are secured by a blanket security agreement on qualified collateral, principally residential mortgage loans, in an aggregate amount equal to outstanding advances. The Bank's unused remaining available borrowing capacity at the FHLB was approximately \$60.0 million and \$36.5 million at **June 30, 2023** **September 30, 2023** and December 31, 2022, respectively. At **June 30, 2023** **September 30, 2023** and December 31, 2022, the Bank had sufficient collateral at the FHLB to support its obligations and was in compliance with the FHLB's collateral pledging program. As of **June 30, 2023** **September 30, 2023** and December 31, 2022, borrowings include \$2.7 million of advances through the FHLB's Jobs for New England program where certain qualifying small business loans that create or preserve jobs, expand woman-, minority- or veteran- owned businesses or otherwise stimulate the economy in New England communities are offered at an interest rate of 0%.

At **June 30, 2023** **September 30, 2023** and December 31, 2022, the Bank had an overnight line of credit with the FHLB that may be drawn up to \$3.0 million. Additionally, the Bank had a total of \$5.0 million of unsecured Fed Funds borrowing lines of credit with two correspondent banks. The entire balance of all these credit facilities was available at **June 30, 2023** **September 30, 2023** and December 31, 2022.

Federal Reserve Bank of Boston ("FRB")

During June 2023, the Bank established two secured credit facilities with the FRB – Bank Term Funding Program ("BTFP") and Borrower-In-Custody of Collateral Program ("BIC"). On July 25, 2023, the Bank borrowed \$25.0 million under the FRB BTFP, for a term of one year, at a fixed annual rate of 5.48%. At June 30, 2023 September 30, 2023, the Bank's remaining borrowing capacity is \$33.4 7.3 million under the BTFP and is based upon eligible collateral, principally government-sponsored enterprise obligations, mortgage-backed securities and collateralized mortgage obligations issued by various U.S. Government agencies, owned as of March 12, 2023. The interest rate for term advances under the BTFP will be the one-year overnight index swap rate plus 10 basis points and fixed for the term of the advance – up to one year - on the day the advance is made. At June 30, 2023 September 30, 2023, the Bank's borrowing capacity is \$61.1 55.5 million under the BIC and is based upon eligible collateral - principally general obligation municipal bonds. The entire balance of these this credit facilities facility was available at June 30, 2023 (see Note 16, Subsequent Events) September 30, 2023.

**7. Off-Balance Sheet Credit Exposures**

The Company is party to financial instruments with off-balance sheet risk in the normal course of business to meet the financing needs of its customers. These financial instruments include commitments to originate loans, unadvanced funds on loans and standby letters of credit. The instruments involve, to varying degrees, elements of credit risk in excess of the amount recognized in the consolidated balance sheets. The contract amounts of those instruments reflect the extent of involvement the Bank 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 loan commitments and standby letters of credit is represented by the contractual amounts of those instruments. The Company uses the same credit policies in making commitments and conditional obligations as it does for on-balance sheet instruments.

Commitments to originate loans are agreements to lend to a customer provided there is no violation of any condition established in the contract. Commitments generally have fixed expiration dates or other termination clauses and may require payment of a fee. Since many of the commitments are expected to expire without being drawn upon, the total commitment amounts do not necessarily represent future cash requirements. The Bank evaluates each customer's creditworthiness on a case-by-case basis. The amount of collateral obtained, if deemed necessary by the Bank upon extension of credit, is based on management's credit evaluation of the borrower. Collateral held varies, but generally includes secured interests in mortgages.

Standby letters of credit are conditional commitments issued by the Bank to guarantee performance by a customer to a third-party. The credit risk involved in issuing letters of credit is essentially the same as that involved in extending loan facilities to customers.

Notional amounts of financial instruments with off-balance sheet credit risk are as follows as of **June 30, 2023**, **September 30, 2023** and December 31, 2022:

	2023	2022	2023	2022
Unadvanced portions of loans	\$ 47,392	\$ 44,929	\$ 65,773	\$ 44,929
Commitments to originate loans	20,026	16,134	7,977	16,134
Standby letters of credit	—	302	—	302

The Company records an ACL for off-balance sheet credit exposures that are not unconditionally cancelable through a charge to the provision for credit losses on the Company's consolidated statements of (loss) income. At **June 30, 2023**, **September 30, 2023** and December 31, 2022, the ACL for off-balance sheet credit exposures totaled **\$323,000** **413,000** and **\$18,000**, respectively, and was included in other liabilities on the Company's consolidated balance sheets. The (release) provision for credit losses for off-balance sheet credit exposures for the three months ended **June 30, 2023** **September 30, 2023** and 2022 was **(\$15,000)** **90,000** and **\$-0-**, respectively. The provision for credit losses for off-balance sheet credit exposures for the **six** **nine** months ended **June 30, 2023** **September 30, 2023** and 2022 was **\$15,000** **105,000** and **\$-0-**, respectively.

## 8. Employee Benefits

### 401(k) Plan

The Company sponsors a 401(k) defined contribution plan for substantially all employees pursuant to which employees of the Company could elect to make contributions to the plan subject to Internal Revenue Service limits. The Company makes matching and profit-sharing contributions to eligible participants in accordance with plan provisions. The Company's contributions for the three months ended **June 30, 2023** **September 30, 2023** and 2022 were **\$48,000** **59,000** and **\$44,000** **56,000**, respectively, and **\$104,000** **163,000** and **\$99,000** **153,000** for the **six** **nine** months ended **June 30, 2023** **September 30, 2023** and 2022, respectively.

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### Pension Plan

The Company participated in the Pentegra Defined Benefit Plan for Financial Institutions (The Pentegra DB Plan), a tax-qualified defined benefit pension plan. The Pentegra DB Plan operates as a multi-employer plan for accounting purposes and as a multiple-employer plan under the Employee Retirement Income Security Act of 1974 and the Internal Revenue Code. There are no collective bargaining agreements in place that require contributions to the Pentegra DB Plan. The Pentegra DB Plan is a single plan under Internal Revenue Code Section 413 (c) and, as a result, all of the assets stand behind all of the liabilities. Accordingly, under the Pentegra DB Plan, contributions made by a participating employer may be used to provide benefits to participants of other participating employers.

The funded status (fair value of plan assets divided by funding target) per the 2022 valuation report as of July 1, 2022 was 96.24%. The fair value of plan assets reflected any contributions received through June 30, 2022.

The Company enacted a “hard freeze” for the Pentegra DB Plan as of December 31, 2018, eliminating all future service-related accruals for participants. Prior to this enactment the Company maintained a “soft freeze” status that continued service-related accruals for its active participants with no new participants permitted into the Pentegra DB Plan. On May 26, 2022, the board of directors approved a resolution authorizing the Company to give notice of its intent to withdraw from the Pentegra DB Plan as of September 30, 2022. On September 30, 2022, the Company proceeded with its notification to withdraw from the Pentegra DB Plan as of September 30, 2022. As a result, a contribution amount that achieved a funded status of 100% - market value of plan assets equal to the final withdrawal liability - was due. The final withdrawal liability amounted to \$1.5 million of which \$200,000 was paid prior to December 31, 2022 and \$1.3 million of pension expense was accrued at December 31, 2022 and subsequently paid in January 2023. A final settlement credit of \$14,000 was received in June 2023.

Total pension plan (credit) expense for the three months ended June 30, 2023 September 30, 2023 and 2022 was \$(-\$14,000 0) and \$50,000, respectively, and \$(14,000) and \$100,000 150,000 for the six nine months ended June 30, 2023 September 30, 2023 and 2022, respectively, and is included in salaries and employee benefits expense in the accompanying consolidated statements of (loss) income.

#### Supplemental Executive Retirement Plans

##### Salary Continuation Plan

The Company maintains a nonqualified supplemental retirement plan for its current President and its former President. The plan provides supplemental retirement benefits payable in installments over a period of years upon retirement or death. The recorded liability at June 30, 2023 September 30, 2023 and December 31, 2022 relating to this supplemental retirement plan was \$698,000 717,000 and \$660,000, respectively. The discount rate used to determine the Company's obligation was 5.00%. The projected rate of salary increase for its current President was 3%. The expense of this salary retirement plan was \$33,000 32,000 and \$20,000 for the three months ended June 30, 2023 September 30, 2023 and 2022, respectively, and \$66,000 99,000 and \$41,000 61,000 for each of the six nine months ended June 30, 2023 September 30, 2023 and 2022, respectively.

##### Directors Deferred Supplemental Retirement Plan

The Company has a supplemental retirement plan for eligible directors that provides for monthly benefits based upon years of service to the Company, subject to certain limitations as set forth in the agreements. The present value of these future payments is being accrued over the estimated period of service. The estimated liability at June 30, 2023 September 30, 2023 and December 31, 2022 relating to this plan was \$544,000 563,000 and \$537,000, respectively. The discount rate used to determine the Company's obligation was 6.25% at June 30, 2023 September 30, 2023 and December 31, 2022. Total supplemental retirement plan expense amounted to \$19,000 and \$13,000 22,000 for the three months ended June 30, 2023 September 30, 2023 and 2022, respectively, and \$38,000 57,000 and \$32,000 54,000 for the six nine months ended June 30, 2023 September 30, 2023 and 2022, respectively.

The Company enacted a "hard freeze" for this supplemental retirement plan as of January 1, 2022. On February 10, 2022, the Bank and the non-employee members of the board of directors of the Bank entered into amendments to the Supplemental Director Retirement Agreements (the "Agreements") previously entered into by the Bank and the directors. The amendments eliminate the formula for determining the normal annual retirement benefit (previously "70% of Final Base Fee") and replaces it with a fixed annual benefit of \$20,000. The amendments also eliminate the formula for determining the benefit payable on a change in control (previously tied to the normal annual retirement formula with certain imputed increases in the Base Fee) and replacing it with a fixed amount equal to the present value of \$200,000. The effect of the amendments is to eliminate the variable and increasing costs associated with the Agreements. Instead, since the normal annual retirement benefit ~~will be~~ is now a fixed amount, the future costs associated with the Agreements is now more predictable. It is the intention of the Bank that no new directors of the Bank would enter into similar agreements.

Additionally, the Company has a deferred director's fee plan, which allows members of the board of directors to defer the receipt of fees that otherwise would be paid to them in cash. At ~~June 30, 2023~~ September 30, 2023 and December 31, 2022, the total deferred directors' fees amounted to ~~\$694,000~~ 675,000 and \$553,000, respectively.

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## 9. Stock Based Compensation

### Employee Stock Ownership Plan

The Company maintains the First Seacoast Bank Employee Stock Ownership Plan ("ESOP") to provide eligible employees of the Company the opportunity to own Company stock. The ESOP is a tax-qualified retirement plan for the benefit of Company

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employees. Contributions are allocated to eligible participants on the basis of compensation, subject to federal limits. The number of shares committed to be released per year through 2047 is 15,354.

The ESOP funded its purchase of 383,851 shares through a loan from the Company equal to 100% of the aggregate purchase price of the common stock. The ESOP trustee is repaying the loan principally through the Bank's contributions to the ESOP over the remaining loan term that matures on December 31, 2047. At ~~June 30, 2023~~ September 30, 2023 and December 31, 2022, the remaining principal balance on the ESOP debt was \$4.3 million and \$2.0 million, respectively.

Under applicable accounting requirements, the Company records compensation expense for the ESOP equal to fair market value of shares when they are committed to be released from the suspense account to participants' accounts under the plan. Total compensation expense recognized in connection with the ESOP for the three months ended ~~June 30, 2023~~ September 30, 2023 and 2022 was ~~\$32,000~~ 29,000 and ~~\$31,000~~ 32,000, respectively, and ~~\$71,000~~ 100,000 and ~~\$62,000~~ 94,000 for the ~~six~~ nine months ended ~~June 30, 2023~~ September 30, 2023 and 2022,

respectively. At **June 30, 2023** **September 30, 2023** and December 31, 2022, total unearned compensation for the ESOP was **\$4.1** **4.0** million and \$1.9 million, respectively.

	December 31,		September 30, 2023	December 31, 2022 <sup>(1)</sup>
	June 30, 2023	2022 <sup>(1)</sup>		
Shares held by the ESOP include the following:				
Allocated	39,864	29,898	39,864	29,898
Committed to be allocated	7,678	9,966	11,517	9,966
Unallocated	376,173	159,451	372,334	159,451
<b>Total</b>	<b>423,715</b>	<b>199,315</b>	<b>423,715</b>	<b>199,315</b>

(1) Adjusted for conversion of First Seacoast Bancorp, Inc.

The fair value of unallocated shares was approximately **\$3.0** **2.8** million and \$1.8 million at **June 30, 2023** **September 30, 2023** and December 31, 2022, respectively.

#### Equity Incentive Plan

Effective May 27, 2021, the Company adopted the First Seacoast Bancorp 2021 Equity Incentive Plan (the “2021 Plan”). The Company’s stockholders approved the 2021 plan on that date. The 2021 Plan provides for the granting of incentive and non-statutory stock options to purchase shares of common stock and the granting of shares of restricted stock awards and restricted stock units.

The 2021 Plan authorizes the issuance or delivery to participants of up to 348,802 converted shares of common stock (adjusted for the second step conversion transaction). Of this number, the maximum number of shares of common stock that may be issued pursuant to the exercise of stock options is 249,144 shares (adjusted for the second step conversion transaction) and the maximum number of shares of common stock that may be issued as restricted stock awards or restricted stock units is 99,657 shares (adjusted for the second step conversion transaction). The exercise price of stock options may not be less than the fair market value on the date the stock option is granted. Further, stock options may not be granted with a term that is longer than 10 years.

On May 25, 2023, 249,144 incentive and non-statutory stock options to purchase shares of common stock were granted to directors for their services on the board of directors and certain members of management. As of December 31, 2022, no stock options had been granted. The Company estimates the grant date fair value of each option using the Black-Scholes option pricing model. The use of the Black-Scholes option pricing model requires management to make assumptions with respect to the expected term of the option, the expected volatility of the common stock consistent with the expected life of the option, risk-free interest rates and expected dividend yields of the common stock. Forfeitures are required to be estimated at the time of grant and revised, if necessary, in subsequent periods if actual forfeitures differ from those estimates. The estimated grant date fair value of each option is expensed as employee benefits expense ratably over the vesting period. The expense recognized for this equity incentive plan was **\$21,000** **67,000** and \$-0-, for the three and six months ended **June 30, 2023** **September 30, 2023** and 2022,

respectively, which provided a tax benefit of \$6,000 18,000 and \$-0-, respectively. The expense recognized for the three and six nine months ended June 30, 2023 September 30, 2023 and 2022 was \$88,000 and \$-0-, respectively, which provided a tax benefit of \$24,000 and \$-0-, respectively. At June 30, 2023 September 30, 2023, total unrecognized compensation expense for this equity incentive plan was \$727,000 660,000 with a 2.9 2.7 year weighted average future recognition period.

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A summary of stock options outstanding as of June 30, 2023 September 30, 2023 and changes during the period then nine months ended September 30, 2023 is presented below:

	June 30, 2023				September 30, 2023			
	Number of Shares	Weighted Average			Number of Shares	Weighted Average		
		Weighted Average	Remaining Contractual Term (in Years)	Aggrega te Intrinsic Value (In Thousa nds)		Weighted Average	Remaining Contractual Term (in Years)	Aggreg ate Intrinsic Value (In Thousa nds)
		Exercise Price	Years)	Value (In Thousa nds)		Exercise Price	Years)	Value (In Thousa nds)
Stock options:								
Balance at beginning of period	—	\$ —	—	\$ —	—	\$ —	—	\$ —
Granted	249 ,14 4	8.06	9.9	748	249 ,14 4	8.06	9.7	—
Vested	—	—	—	—	—	—	—	—
Forfeited	—	—	—	—	—	—	—	—
Balance at end of period	249 ,14 4	\$ 8.06	9.9	\$ 748	249 ,14 4	\$ 8.06	9.7	\$ —

Date of grant	5/25/2023	5/25/2023
Options granted	249,144	249,144
Exercise price	\$ 8.00	\$ 8.00
Vesting period <sup>(1)</sup>	3 years	3 years
Expiration date	5/25/2033	5/25/2033
Expected volatility	27.8%	27.8%
Expected term	6.5 years	6.5 years
Expected dividend yield	0%	0%
Expected forfeiture rate	0%	0%
Risk free interest rate	3.9%	3.9%

Fair value per option \$ 0	3.0	\$ 0
(1) Vesting is ratably and the period begins on the date of the grant.		

On June 1, 2023, 2,478 restricted stock awards were granted to a certain member of management at \$7.99 per share. The total fair value related to the June 1, 2023 grant was \$20,000. These restricted stock awards time-vest 50% as of November 18, 2023 and 50% as of November 18, 2024 and have been fair valued as of the date of grant. On November 18, 2021, 98,850 restricted stock awards were granted to directors and certain members of management at \$11.95 per share (adjusted for the second step conversion transaction). The total fair value related to the November 18, 2021 grant was \$1.2 million. These restricted stock awards time-vest over a three year period and have been fair valued as of the date of grant. The holders of restricted stock awards participate fully in the rewards of stock ownership of the Company, including voting rights when granted and dividend rights when vested. A summary of non-vested restricted shares outstanding as of **June 30, 2023** **September 30, 2023** and December 31, 2022 and changes during the **periods then** **nine months ended September 30, 2023** and **year ended December 31, 2022** is presented below:

	June 30, 2023			September 30, 2023		
	Number of Shares	Weighted Average Grant Value		Number of Shares	Weighted Average Grant Value	
Restricted stock:						
Non-vested at beginning of period	64,785	\$ 11.95		64,785	\$ 11.95	
Granted	2,478	7.99		2,478	7.99	
Vested	—	—		—	—	
Forfeited	—	—		—	—	
Non-vested at end of period	67,263	\$ 11.80		67,263	\$ 11.80	

December 31, 2022		
Weighted Average Grant		
	Number of Shares	Value

Restricted stock:

Non-vested at beginning of period	98,850	\$ 11.95
Granted	—	—
Vested	(32,393)	11.95
Forfeited	(1,672)	11.95
Non-vested at end of period	<u>64,785</u>	<u>\$ 11.95</u>

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The expense recognized for this equity incentive plan was \$99,000 102,000 and \$98,000, for the three months ended June 30, 2023 September 30, 2023 and 2022, respectively, and \$195,000 298,000 and \$197,000 295,000, for the six nine months ended June 30, 2023 September 30, 2023 and 2022, respectively, which provided a tax benefit of \$26,000 27,000, for each of the three months ended September 30, 2023 and 2022, and \$80,000 and \$27,000, for the three months ended June 30, 2023 and 2022, respectively, and \$51,000 and \$53,000 77,000 for the six nine months ended June 30, 2023 September 30, 2023 and 2022, respectively. At June 30, 2023 September 30, 2023 and December 31, 2022, total unrecognized compensation expense for this equity incentive plan was \$534,000 452,000 and \$729,000, respectively, with a 1.4 1.1 and 1.9 year weighted average future recognition period, respectively.

## 10. Leases

The Company is obligated under various lease agreements for one of its branch offices and certain equipment. These agreements are accounted for as operating leases and their terms expire between 2024 and 2027 2031 and, in some instances, contain options to renew for periods of up to four years. The Company has no financing leases.

The Company adopted ASU 2016-02 – *Leases (Topic 842)* – on January 1, 2022 and began recognizing its operating leases on its consolidated balance sheet by recording a net lease liability, representing the Company's legal obligation to make these lease payments, and a Right-Of-Use ("ROU") asset, representing the Company's legal right to use the leased assets. The Company, by policy, does not include renewal options for leases as part of its ROU asset and lease liabilities unless they are deemed reasonably certain to exercise. The Company does not have any sub-lease agreements.

The following table summarizes information related to the Company's right-of-use asset and net lease liability:

	June 30, 2023		September 30, 2023	
			Balance Sheet	
	Operating Leases	Location	Operating Leases	Location
	(Dollars in thousands)		(Dollars in thousands)	
Right-of-use asset	\$ 179	Other Assets	\$ 612	Other Assets

Net lease liability	179	Other Liabilities	612	Other Liabilities
December 31, 2022			December 31, 2022	
	Balance Sheet		Balance Sheet	
	Operating Leases		Operating Leases	
	(Dollars in thousands)		(Dollars in thousands)	
Right-of-use asset	\$ 202	Other Assets	\$ 202	Other Assets
Net lease liability	202	Other Liabilities	202	Other Liabilities

The Company determines whether a contract contains a lease based on whether a contract, or a part of a contract, conveys the right to control the use of an identified asset for a period of time in exchange for consideration. The discount rate is either implicit in the lease or, when a rate cannot be readily determined, the Company's incremental borrowing rate is used. The incremental borrowing rate is the rate of interest that the Company would have to pay to borrow on a collateralized basis over a similar term.

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The components of operating lease cost and other related information are as follows:

(Dollars in thousands)	The three months ended June 30,		Three months ended September 30,	
	2023		2022	
	\$ 12	\$ 19	\$ 16	\$ 10
Operating lease cost				
Short-term lease cost	—	—	—	—
Variable lease cost (cost excluded from lease payments)	—	—	—	—
Sublease income	—	—	—	—
Total operating lease cost	12	19	16	10
<b>Other Information:</b>				
Cash paid for amounts included in the measurement of lease liabilities - operating cash flows from operating leases	12	19	16	10

Operating lease - operating cash flows (liability reduction)	\$ —	\$ —	\$ —	\$ —
Weighted average lease term remaining (in years)	3.94	4.80	6.06	4.59
Weighted average discount rate	3.31 %	3.28 %	4.59 %	3.28 %
<b>Nine months ended September 30,</b>				
<b>(Dollars in thousands)</b>	<b>2023</b>	<b>2022</b>	<b>2023</b>	<b>2022</b>
Operating lease cost	\$ 23	\$ 31	\$ 38	\$ 42
Short-term lease cost	—	—	—	—
Variable lease cost (cost excluded from lease payments)	—	—	—	—
Sublease income	—	—	—	—
Total operating lease cost	23	31	38	42
<b>Other Information:</b>				
Cash paid for amounts included in the measurement of lease liabilities - operating cash flows from operating leases	23	31	38	42
Operating lease - operating cash flows (liability reduction)	\$ —	\$ —	\$ —	\$ —
Weighted average lease term remaining (in years)	3.94	4.80	6.06	4.59
Weighted average discount rate	3.31 %	3.28 %	4.59 %	3.28 %

The total minimum lease payments due in future periods for lease agreements in effect at **June 30, 2023 September 30, 2023** were as follows:

As of June 30, 2023	Future Minimum Lease Payments		
As of September 30, 2023			Future Minimum Lease Payments
	(Dollars in thousands)		(Dollars in thousands)
Remainder of 2023	\$ 26		\$ 32
2024	49		125
2025	45		122
2026	43		120
2027	29		307

Total minimum lease payments	192	706
Less: interest	(13)	(94)
<b>Total lease liability</b>	<b>\$ 179</b>	<b>\$ 612</b>

During the three months ended September 30, 2023 the Company completed a conversion of all of its branch ATMs from owned equipment to leased equipment and recognized a \$2,000 loss on the disposition of all ATM-related equipment. The Company's obligation under the operating lease related to these ATMs expires in August 2030 and has future lease payments of \$529,000 as of September 30, 2023. Total lease expense was \$6,000 and \$-0- for the three and nine months ended September 30, 2023 and 2022, respectively.

The Company's obligation under the operating lease related to one of its branches expires in August 2027 and has future lease payments of \$170,000 161,000 as of June 30, 2023 September 30, 2023. Total lease expense was \$99,000,000 and \$8,000 for the three months ended June 30, 2023 September 30, 2023 and 2022, respectively, and \$18,000 27,000 and \$16,000 24,000 for the six nine months ended June 30, 2023 September 30, 2023 and 2022, respectively. This lease agreement contains clauses calling for escalation of minimum lease payments contingent on increases in LIBOR, or a similar replacement index, and the consumer price index.

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## 11. Other Comprehensive Loss

The Company reports certain items as "other comprehensive income or loss" and reflects total accumulated other comprehensive loss ("AOCL") in the consolidated financial statements for all periods containing elements of other comprehensive income or loss. The following table presents a reconciliation of the changes in the components of other comprehensive income or loss for the dates indicated, including the amount of income tax expense or benefit allocated to each component of other comprehensive income or loss:

	Three Months Ended June 30,		Affected Line Item in Consolidated Statements of (Loss) Income	Three Months Ended September 30,		Affected Line Item in Consolidated Statements of (Loss) Income
	2023	2022		2023	2022	
	(Dollars in thousands)			(Dollars in thousands)		
Reclassification						
Adjustments						
Gains on sale of securities available-for-sale	\$ —	\$ —	Securities gains, net	\$ —	\$ —	Securities gains, net

Tax effect			Income tax (benefit) expense			Income tax (benefit) expense
	—	—	Net (loss) income	—	—	Net (loss) income
Net amortization of bond premiums	251	249	Interest on debt securities	222	264	Interest on debt securities
Tax effect			Income tax (benefit) expense			Income tax (benefit) expense
	(68)	(67)	Net (loss) income	(60)	(71)	Net (loss) income
	183	182	Interest on borrowings	162	193	Interest on borrowings
Net interest expense on swaps	—	(6)	Income tax (benefit) expense	—	(41)	Income tax (benefit) expense
Tax effect			Net (loss) income	—	11	Net (loss) income
	—	(4)	Interest on borrowings	—	(30)	Interest on borrowings
Total reclassification adjustments	\$ 183	\$ 178	Income tax (benefit) expense	\$ 162	\$ 163	Income tax (benefit) expense

Reclassifica tion Adjustments	Six Months Ended June 30,		Nine Months Ended September 30,		Affected Line Item in Consolidated Statements of (Loss) Income
	2023	2022	2023	2022	
		(Dollars in thousands)		(Dollars in thousands)	

Gains on sale of securities available-for- sale	\$ —	\$ (52)	Securities gains, net	\$ —	\$ (52)	Securities gains, net
Tax effect			Income tax (benefit)			Income tax (benefit)
	—	14	expense	—	14	expense
	—	(38)	Net (loss) income	—	(38)	Net (loss) income
Net amortization of bond premiums	490	487	Interest on debt securities	712	751	Interest on debt securities
Tax effect			Income tax (benefit)			Income tax (benefit)
	(132)	(132)	expense	(191)	(203)	expense
	358	355	Net (loss) income	521	548	Net (loss) income
Gains on termination of interest rate swaps	(849)	—	Gain on termination of interest rate swaps	(849)	—	Gain on termination of interest rate swaps
Tax effect			Income tax (benefit)			Income tax (benefit)
	230	—	expense	230	—	expense
	(619)	—	Net (loss) income	(619)	—	Net (loss) income
Net interest expense on swaps	—	7	Interest on borrowings	—	(34)	Interest on borrowings
Tax effect			Income tax (benefit)			Income tax (benefit)
	—	(2)	expense	—	9	expense
	—	5	Net (loss) income	—	(25)	Net (loss) income

Total reclassification adjustments	\$ (261)	\$ 322	\$ (98)	\$ 485
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The following tables present the changes in each component of AOCI for the periods indicated:

(Dollars in thousands)	Net Unrealized Gains	Net Unrealized Gains	Net Unrealized Gains		
	(Losses) on AFS	(Losses) on Cash Flow	Net Unrealized (Losses) Gains	(Losses) on AFS	(Losses) on Cash Flow
	Securities <sup>(1)</sup>	Hedges <sup>(1)</sup>	Securities <sup>(1)</sup>	Hedges <sup>(1)</sup>	AOCI <sup>(1)</sup>
Balance at March 31, 2023	(8,91 \$ 9)	\$ —	\$ (8,919)	\$ —	\$ 22)
Balance at June 30, 2023			\$ (9,922)	\$ —	\$ 22)
Other comprehensive loss before reclassification			(1,1 (5,0		
Amounts reclassified from AOCI	(1,186)	—	86) (5,023)	—	23)
Other comprehensive loss	183	—	183 162	—	162
Balance at June 30, 2023	(9,92 \$ 2)	\$ —	\$ (9,922)	\$ —	\$ 22)

Balance at September 30, 2023					\$ (14,783)	\$ —	\$ 783)
Balance at March 31, 2022	\$ (4,48 5)	\$ 463	\$ 22)		(4,0		
Balance at June 30, 2022					\$ (8,626)	\$ 543	\$ 83)
Other comprehensive (loss) income before reclassification	(4,323)	84	39)		(4,2		(4,9 03)
Amounts reclassified from AOCI	182	(4)	178		193	(30)	163
Other comprehensive (loss) income	(4,141)	80	61)		(4,960)	220	40)
Balance at June 30, 2022	\$ (8,62 6)	\$ 543	\$ 83)		(8,0		
Balance at September 30, 2022					\$ (13,586)	\$ 763	\$ 823)
Balance at December 31, 2022	\$ (10,4 28)	\$ 701	\$ 27)		(9,7		(9,7 27)
Other comprehensive income (loss) before reclassification	148	(82)	66				

Other comprehensive loss before reclassification							(4,958)
Amounts reclassified from AOCI	358	(619)	1		521	(619)	(98)
Other comprehensive income (loss)	506	(701)	5				
Balance at June 30, 2023	<u>\$ 2)</u>	<u>\$ —</u>	<u>\$ 22)</u>				
Other comprehensive loss				(4,355)		(701)	56)
Balance at September 30, 2023				<u>\$ (14,783)</u>	<u>\$ —</u>	<u>\$ 783)</u>	
Balance at December 31, 2021	\$ 575	\$ 146	\$ 721	\$ 575	\$ 146	\$ 721	
Other comprehensive (loss) income before reclassification	(9,518)	392	26)	(14,671)	642	029)	(14,
Amounts reclassified from AOCI	317	5	322	510	(25)	485	
Other comprehensive (loss) income	(9,201)	397	04)	(14,161)	617	544)	(13,

Balance at	(8,62		(8,0	
June 30, 2022	<u>\$ 6)</u>	<u>\$ 543</u>	<u>\$ 83)</u>	
Balance at				
September 30, 2022				(12, \$ 823)

<sup>(1)</sup> All amounts are net of tax.

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## 12. Regulatory Matters

The Bank is subject to various regulatory capital requirements administered by the federal banking agencies. Quantitative measures established by regulation to ensure capital adequacy require the Bank to maintain minimum amounts and ratios (set forth in the table below). As of **June 30, 2023** **September 30, 2023**, the most recent notification from the Office of the Comptroller of the Currency categorized the Bank, as well capitalized under the regulatory framework, for prompt corrective action. To be categorized as well capitalized, the Bank must maintain minimum capital amounts and ratios as set forth in the following tables. There are no conditions or events since the notification that management believes have changed the Bank's category. Management believes that, as of **June 30, 2023** **September 30, 2023** and December 31, 2022, the Bank met all capital adequacy requirements to which it was subject, including the capital conservation buffer, at those dates.

The following table presents actual and required capital ratios as of **June 30, 2023** **September 30, 2023** and December 31, 2022 for the Bank under the Basel Committee on Banking Supervision's capital guidelines for U.S. banks ("Basel III Capital Rules") as fully phased-in on January 1, 2019. Capital levels required to be considered well capitalized are based upon prompt corrective action regulations, as amended to reflect the changes under the Basel III Capital Rules.

Minimum Capital Required For Capital Adequacy Plus			Minimum Capital Required For Capital Adequacy Plus		
Minimum Capital	Required on to be Well Capital	Conservati	Minimum Capital	Required on to be Well Capital	Conservati
Capital	Buffer		Capital	Buffer	

(Dollar s in thousa nds)	Requirement				Fully Phased-In		Requirement				Fully Phased-In	
	Actual		Capitalized		Actual		Capitalized		Actual		Capitalized	
	Am oun t	Rat io	Am oun t	Ra tio	Am oun t	Ra tio	Am oun t	Ra tio	Am oun t	Ra tio	Am oun t	Ra tio
June 30, 2023												
Septe mber 30, 2023												
Total Capital	6	2	3	3	6	2	3	3	6	2	3	3
Risk-weighted assets	5	1	8	5	1	7	1	5	1	9	6	1
Tier 1 Capital	8	8	8	0	0	0	0	7	8	0	0	0
Tier 1 Capital (to average assets)	8	6	0	5	0	1	5	9	0	0	0	2
%)	\$ 1	9%	\$ 3	0%	\$ 4	0%	\$ 6	0%	\$ 2	2%	\$ 3	0%
Tier 1 Capital	6	2	2	2	6	2	2	2	6	2	2	3
Risk-weighted assets	2	1	1	8	9	1	1	1	9	1	8	1
Tier 1 Capital	1	7	6	8	8	6	6	6	8	7	6	8
Tier 1 Capital (to average assets)	9	6	5	0	0	6	5	8	0	0	0	2
%)	1	4	3	0	5	0	7	0	5	8	2	0
Tier 1 Capital	6	2	2	2	6	2	2	2	6	2	2	2
Risk-weighted assets	2	1	1	7	1	1	1	2	7	2	5	4
Tier 1 Capital (to average assets)	1	1	1	4	4	1	1	4	5	5	1	4
%)	9	3	6	0	3	0	6	0	2	1	7	0
%)	1	7	9	0	7	0	9	0	5	2	4	0

Common Equity Tier 1 (to risk-weighted assets)	6.21	1.57	2.44	2.67	6.16	1.64	2.34	2.56
)	1.45	0.50	0.60	0.90	5.87	0.70	7.00	2.00

(Dollars in thousands)	Actual		Requirement		Capitalized		Fully Phased-In	
	Amount	Ratio	Amount	Ratio	Amount	Ratio	Amount	Ratio
<u>December 31, 2022</u>								
Total Capital (to risk-weighted assets)	52,47		27,02		33,78		35,47	
\$ 5	15.53%	\$ 8	8.00%	\$ 5	10.00%	\$ 4	10.50%	
Tier 1 Capital (to risk-weighted assets)	48,82		20,27		27,02		28,71	
1	14.45	1	6.00	8	8.00	7	8.50	
Tier 1 Capital (to average assets)	48,82		21,22		26,53		21,22	
1	9.20	4	4.00	0	5.00	4	4.00	
Common Equity Tier 1 (to risk-weighted assets)	48,82		15,20		21,96		23,64	
1	14.45	3	4.50	0	6.50	9	7.00	

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### 13. Treasury Stock

#### Common Stock Repurchases

On September 23, 2020, the board of directors of First Seacoast Bancorp (a federal corporation) authorized the repurchase of up to 114,403 shares of First Seacoast Bancorp's (a federal corporation) outstanding common stock (adjusted for the second step conversion transaction), which equals approximately 2.2% of all shares then outstanding and approximately 5.0% of the then outstanding shares owned by stockholders other than First Seacoast

Bancorp, MHC. The Company holds repurchased shares in its treasury. As of December 31, 2022, First Seacoast Bancorp (a federal corporation) had repurchased all 114,403 shares authorized (adjusted for the second step conversion transaction).

#### Equity Incentive Plan

A certain member of management elected to surrender 496 shares (adjusted for the second step conversion transaction) of a vested restricted stock award on November 18, 2022 in lieu of a cash payment for the tax liabilities associated with the time-vesting of their award. The Company holds these shares in its treasury. As of **June 30, 2023** **September 30, 2023** and December 31, 2022, the Company held a total of 114,899 shares in its treasury (adjusted for the second step conversion transaction).

#### **14. Derivatives and Hedging Activities**

The Company is exposed to certain risks arising from both its business operations and economic conditions. The Company principally manages its exposures to a wide variety of business and operational risks through management of its core business activities. The Company manages economic risks, including interest rate, liquidity, and credit risk primarily by managing the amount, sources, and duration of its assets and liabilities and the use of derivative financial instruments. Specifically, the Company enters into derivative financial instruments to manage exposures that arise from business activities that result in the receipt or payment of future known and uncertain cash amounts, the value of which are determined by interest rates. These derivative financial instruments are reported at fair value in other assets or other liabilities and are not reported on a net basis.

##### **Derivatives Designated as Hedging Instruments**

###### Cash Flow Hedges of Interest Rate Risk

The Company's objectives in using interest rate derivatives are to add stability to interest income and expense and to manage its exposure to interest rate movements. To accomplish **this objective**, **these objectives**, the Company primarily uses interest rate swaps as part of its interest rate risk management strategy. Interest rate swaps designated as cash flow hedges involve the receipt of variable amounts from a counterparty in exchange for the Company making fixed rate payments or the receipt of fixed rate amounts from a counterparty in exchange for the Company making variable rate payments over the life of the agreements without exchange of the underlying notional amount.

The Company entered into two \$5 million notional interest rate swaps that were designated as cash flow hedges on 90-day advances from FHLB. The purpose of these cash flow hedges was to reduce potential interest rate risk by swapping a variable rate borrowing to a fixed rate. Management deemed it prudent to limit the variability of these interest payments by entering into these interest rate swap agreements. These agreements provided for the Company to receive payments at a variable rate determined by a specific index (three-month LIBOR) in exchange for making payments at a fixed rate. Publication of LIBOR is expected to cease in December of 2024. The swap agreements allowed for substitution of an alternative reference rate such as the secured overnight financing rate ("SOFR") at that time.

On January 17, 2023, the Company terminated both of its interest rate swap derivative instruments at a gain of \$849,000. The Company recognized the change in fair value of these hedging instruments, previously accumulated in AOCI, as a gain on termination of interest rate swaps in its consolidated statement of (loss) income for the **six nine** months ended **June 30, 2023** **September 30, 2023** as it was determined that it was probable that the hedged forecasted transaction - the variability in cash flows related to 90-day advances from the FHLB - would not occur by the end of the original maturity dates of the hedging instruments. The use of derivatives for debt hedging as part of the Company's overall interest rate risk management strategy has been infrequent as the Company has utilized other interest rate risk management activities to achieve similar business purposes. Also, \$536,000 of cash posted to the counterparty as collateral on these interest rate swaps contracts was returned to the Company. The changes in the fair value of interest rate swaps were reported in other comprehensive loss and were subsequently reclassified into interest expense or income in the period that the hedged transactions affected earnings. The change in fair value for these derivative instruments for the three months ended **June 30, 2023** **September 30, 2023** and 2022, was \$-0- and \$**108,000** **302,000**, respectively, and \$(**112,000**) and \$**545,000** **846,000** for the **six nine** months ended **June 30, 2023** **September 30, 2023** and 2022, respectively. At December 31, 2022, the fair value of interest rate swap derivatives resulted in an asset of \$961,000, and is recorded in other assets.

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The following table summarizes the Company's cash flow hedges associated with its interest rate risk management activities:

<i>(Dollars in thousands)</i>	<i>Start Date</i>	<i>Maturity Date</i>	<i>Rate</i>	<i>December 31, 2022</i>					
				<i>Notional</i>	<i>Assets</i>	<i>Liabilities</i>			
<b>Debt Hedging</b>									
<i>Hedging Instruments:</i>									
Interest Rate Swap 2020	4/13/2020	4/13/2025	0.68%	\$ 5,000	\$ 431	\$ —			
Interest Rate Swap 2021	4/13/2021	4/13/2026	0.74%	5,000	530	—			
<b>Total Hedging Instruments</b>				<b>\$ 10,000</b>	<b>\$ 961</b>	<b>\$ —</b>			
<i>Hedged Items:</i>									
Variability in cash flows related to									
90-day FHLB advances									
				N/A	\$ —	\$ 10,000			

The following tables summarize the effect of cash flow hedge accounting on the consolidated statements of (loss) income for the three and **six nine** months ended **June 30, 2023** **September 30, 2023** and 2022 :

<b>Location and Amount of Gain or Loss Recognized in Consolidated Statements of (Loss) Income</b>	<b>Location and Amount of Gain or Loss Recognized in Consolidated Statements of (Loss) Income</b>
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(Dollars in thousands)	Three Months Ended June 30,				Three Months Ended September 30,			
	2023		2022		2023		2022	
	Interest	Other	Interest	Other	Interest	Other	Interest	Other
	Income	Income	Income	Income	Income	Income	Income	Income
	(Expense)	(Expense)	(Expense)	(Expense)	(Expense)	(Expense)	(Expense)	(Expense)
<i>The effect of cash flow hedge accounting:</i>								
Amount reclassified from AOCI into expense	\$ —	\$ —	\$ 6	\$ —	\$ —	\$ —	\$ 41	\$ —

(Dollars in thousands)	Location and Amount of Gain or Loss Recognized in Consolidated Statements of (Loss) Income				Location and Amount of Gain or Loss Recognized in Consolidated Statements of (Loss) Income			
	Six Months Ended June 30,				Nine Months Ended September 30,			
	2023		2022		2023		2022	
	Interest	Other	Interest	Other	Interest	Other	Interest	Other
	Income	Income	Income	Income	Income	Income	Income	Income
	(Expense)	(Expense)	(Expense)	(Expense)	(Expense)	(Expense)	(Expense)	(Expense)
<i>The effect of cash flow hedge accounting:</i>								
Amount reclassified from AOCI into expense	\$ —	\$ —	\$ (6)	\$ —	\$ —	\$ —	\$ 34	\$ —

The credit risk associated with these interest rate swaps was the risk of default by the counterparty. To minimize this risk, the Company only enters into interest rate swap agreements with highly rated counterparties that management believes to be creditworthy. The notional amounts of these agreements did not represent amounts exchanged by the parties and, therefore, was not a measure of the potential loss exposure. Risk management results for the three and **six** **nine** months ended **June 30, 2023** **September 30, 2023** and 2022, related to the balance sheet hedging of \$10.0 million of 90 day FHLB advances, included in borrowings, indicated that the hedge was 100% effective and there was

no component of the derivative instruments' unrealized gain or loss which was excluded from the assessment of hedge effectiveness. As of **June 30, 2023** **September 30, 2023** and December 31, 2022, the Company posted \$-0- and \$535,000, respectively, of cash to the counterparty as collateral on these interest rate swap contracts, which was presented within cash and due from banks on the consolidated balance sheets.

**Fair Value Hedges of Interest Rate Risk**

On June 5, 2023, the Company entered into an interest rate contract that was designated as a fair value hedge utilizing a pay fixed interest rate swap to hedge a portion of the residential mortgage loan portfolio's change in fair value attributable to the movement in the one-month SOFR. The Company is exposed to changes in the fair value of certain pools of fixed-rate assets due to changes in benchmark interest rates. The Company uses interest rate swaps to manage its exposure to changes in fair value on these instruments attributable to changes in the designated benchmark interest rate. The Company's interest rate swaps designated as fair value hedges involve the payment of fixed-rate amounts to a counterparty in exchange for the Company receiving variable-rate payments over the life of the agreement without the exchange of the underlying notional amount. The hedging strategy effectively converts these mortgage loans to SOFR floating rate loans for the term of the swap starting on the effective date.

For derivatives designated and that qualify as fair value hedges, the gain or loss on the derivative as well as the offsetting loss or gain on the hedged item attributable to the hedged risk are recognized in interest income.

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As of **June 30, 2023** **September 30, 2023**, the following amounts were recorded on the balance sheet related to cumulative basis adjustment for fair value hedges:

Locat ion in Cons olidat ed Balan ce Sheet s (Dolla rs in thous ands)	Cumulative Amount of Fair Value Hedging Adjustment				Cumulative Amount of Fair Value Hedging Adjustment			
	Carrying Amount of Hedged		Included in the Carrying Amount of the Hedged		Carrying Amount of Hedged		Included in the Carrying Amount of the Hedged	
	Assets/(Liabilities)		Assets/(Liabilities)		Assets/(Liabilities)		Assets/(Liabilities)	
	June 30, 2023	Decem ber 31, 2022	June 30, 2023	Decemb er 31, 2022	Septem ber 30, 2023	Decemb er 31, 2022	Septem ber 30, 2023	December 31, 2022

	24				24,			
Total	,7				55			
loans	\$ 22	\$ —	\$ (278)	\$ —	\$ 3	\$ —	\$ 447	\$ —
	24				24,			
	,7				55			
Total	\$ 22	\$ —	\$ (278)	\$ —	\$ 3	\$ —	\$ 447	\$ —

These amounts include the amortized cost basis of closed portfolios of fixed-rate residential loans used to designate hedging relationships in which the hedged item is the stated amount of assets in the closed portfolio anticipated to be outstanding for the designated hedged period. At **June 30, 2023** **inception**, the amortized cost basis of the closed portfolios used in these hedging relationships was **\$63.7 million**; the **million**. The cumulative basis adjustments associated with these hedging relationships was **(\$278,000 447,000)**; and the notional amount of the designated hedged items were **\$25.0 million**. Under the "portfolio layer" approach, the Company designated a **\$25.0 million** notional amount of portfolio assets that are not expected to be affected by prepayments, defaults and other factors affecting the timing and amount of cash flows of the designated hedged layer. The Company had no fair value hedges at December 31, 2022. The notional amounts of these agreements do not represent amounts exchanged by the parties and, thus, are not a measure of potential loss exposure. At **June 30, 2023** **September 30, 2023**, the Company's fair value hedges had a remaining maturity of **2.92 2.67** years, an average pay fixed rate of 3.99% and an average received rate of **5.06 5.19%**.

#### Derivatives not Designated as Hedging Instruments

##### Customer Loan Swaps

Derivatives not designated as hedges are not speculative and result from a service the Company provides to certain commercial banking customers. On May 19, 2023, the Company entered into an interest rate swap with a commercial loan borrower. The Company executes interest rate swaps with customers to facilitate their respective risk management strategies. The interest rate swap contract with the commercial loan borrower allows them to convert floating-rate loan payments based on SOFR to fixed-rate loan payments. This interest rate swap is simultaneously hedged by an offsetting derivative that the Company executes with a third party, such that the Company minimizes its net risk exposure resulting from such transactions. As the interest rate derivatives associated with this program do not meet hedge accounting requirements, changes in the fair value of both the customer derivative and the offsetting derivative are recognized directly in earnings.

The following table presents the fair value of the Company's derivative financial instruments as well as their classification on the consolidated balance sheet:

Derivative Assets				Derivative Liabilities				Derivative Assets				Derivative Liabilities			
Notion				Notion				Notion				Notion			
al	Loc	Notion	Loc	al	Loc	Notion	Loc	al	Loc	Notion	Loc	al	Loc	Notion	Loc
Amoun	atio	Fair	I	at	atio	Fair	I	Amoun	atio	Fair	I	Amoun	atio	Fair	I
t	n	Value	Amount	n	Value	Amount	n	t	n	Value	Amount	t	n	Value	Amount

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Interest rate contract s - cash flow hedge	10, 00 \$ 0	her ass ets	Ot 96 \$ 1	er liab iliti es	Oth liab iliti es	10, 00 \$ 0	as set s	Oth liab iliti es
Total derivativ es designa ted as				—				—
hedging instrum ents			96 \$ 1			96 \$ 1		\$ —

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The following table presents the effect of the Company's derivative financial instruments that are not designated as hedging instruments on the consolidated statements of (loss) income for the periods presented:

	Amount of Gain Recognized in Income				Amount of (Loss) Gain Recognized in Income			
	Three Months Ended		Six Months Ended		Three Months Ended		Nine Months Ended	
	June 30, 2023	June 30, 2022	June 30, 2023	June 30, 2022	Septem ber 30, 2023	Septemb er 30, 2022	Septem ber 30, 2023	Septem ber 30, 2022
	—	—	—	—	—	—	—	—
(Do llar s in tho usa nds )	Loc atio n of Gai n	Loc atio n of Gai n	Loc atio n of Gai n	Loc atio n of Gai n	Loc atio n of Gai n	Loc atio n of Gai n	Loc atio n of Gai n	Loc atio n of Gai n

Cus	Inte	Inte
tom	rest	rest
er	and	and
loa	fees	fees
n	on	on
swa	loan	loan
ps	\$ 95	\$ 2)
	\$ —	\$ —
	\$ 95	\$ 83
	\$ —	\$ —

#### Credit-risk-related Contingent Features

By entering into derivative transactions, the Company is exposed to credit risk to the extent that counterparties to the derivative contracts do not perform as required. Should a counterparty fail to perform under the terms of a derivative contract, the Company's credit exposure on interest rate swaps is limited to the net positive fair value and accrued interest of all swaps with each counterparty. The Company seeks to minimize counterparty credit risk through credit approvals, limits, and other monitoring procedures. Institutional counterparties must have an investment grade credit rating and be approved by the Company's board of directors. As such, management believes the risk of incurring credit losses on derivative contracts with institutional counterparties is remote. As of **June 30, 2023** **September 30, 2023** and December 31, 2022, the Company posted **\$778,000** **786,000** and \$535,000, respectively, of cash to the counterparties as collateral on its interest rate swap contracts and customer loan swaps, which was presented within cash and due from banks on the consolidated balance sheets.

#### Balance Sheet Offsetting

Certain financial instruments may be eligible for offset in the consolidated balance sheet and/or subject to master netting arrangements or similar agreements. The Company's derivative transactions with institutional counterparties are generally executed under International Swaps and Derivative Association ("ISDA") master agreements which include "right of set-off" provisions. In such cases there is generally a legally enforceable right to offset recognized amounts and there may be an intention to settle such amounts on a net basis. Generally, the Company does not offset such financial instruments for financial reporting purposes.

The following tables present the information about derivative positions that are eligible for offset in the consolidated balance sheets as of **June 30, 2023** **September 30, 2023** and December 31, 2022:

Gross Amounts Not Offset	Gross Amounts Not Offset
--------------------------------	-----------------------------

		Financial Information						Financial Information					
		Instrument			Cash			Instrument			Cash		
(Do	Gross	Instrument	Net	Cash	Collateral	Gross	Instrument	Net	Instrument	Collateral			
llar	Gross	Instrument	Net	Cash	Collateral	Gross	Instrument	Net	Instrument	Collateral			
s in	Amo	s	Amo	Pled	Pled	Amo	Instrument	Amo	ments	Pledg			
tho	unts	Amo	unts	ged	ged	unts	Gross	unts	Pledg	ed			
usa	Rec	unts	Rec	(Rec	(Rec	Reco	Amou	Reco	ed	(Recei	Net		
nds	ogni	Offse	ogni	eived	eived	Amo	gnize	nts	gnize	(Recei	ved)	Amou	
)	zed	t	zed	)	)(1)	unt	d	Offset	d	ved)	(1)	nt	
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Inte													
rest													
rate													
con													
trac	2		2			4		4					
ts	7		7		27	4		4			44		
(2)	\$ 8	\$ —	\$ 8	\$ —	\$ 8	\$ —	\$ 7	\$ —	\$ 7	\$ —	\$ 7	\$ —	

Cus tom er loa n swa ps - co mm erci al cust om er (3) Tot al												
							1			1		
	4		4				5			5		15
	8	—	8	—	—	48	8	—	8	—	—	8
	3		3				6		6			
	2		2		27		0		0		44	15
	\$ 6	\$ —	\$ 6	\$ —	\$ 8	\$ 48	\$ 5	\$ —	\$ 5	\$ —	\$ 7	\$ 8
Der ivat ive Lia bilit ies:												

Customer loan swap deale ler bank k (3)												
	4		4				1		1			
	\$ 8	\$ —	\$ 8	\$ —	\$ 48	\$ —	\$ 8	\$ —	\$ 8	\$ —	\$ 8	\$ —
Dec em ber 31, 202 2							5		5			15
<b>Der ivat ive Ass ets:</b>												
Interest rate con trac ts (2)	9		9				9		9			
	6		6		53	42	6		6		53	42
	\$ 1	\$ —	\$ 1	\$ —	\$ 5	\$ 6	\$ 1	\$ —	\$ 1	\$ —	\$ 5	\$ 6

(1) The amount presented was the lesser of the amount pledged (received) or the net amount presented in the consolidated balance sheets.

(2) Interest rate swap contracts were completed with the same dealer bank. The Company maintains a master netting arrangement with the counterparty and settles collateral on a net basis for all contracts.

(3) The Company manages its net exposure on its commercial customer loan swaps by obtaining collateral as part of the normal loan policy and underwriting practices. The Company does not post collateral to its commercial customers as part of its contract.

At **June 30, 2023** **September 30, 2023** and December 31, 2022, there were no derivatives in a net liability position related to these agreements.

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## **15. Fair Values of Assets and Liabilities**

### Determination of Fair Value

The fair value of an asset or liability is the price that would be received to sell an asset or paid to transfer a liability in an orderly transaction between market participants at the measurement date. The Company uses prices and inputs that are current as of the measurement date, including during periods of market dislocation. In periods of market dislocation, the observability of prices and inputs may be reduced for many instruments. This condition could cause an instrument to be reclassified from one level to another. Fair value is best determined based upon quoted market prices. However, in many instances, there are no quoted market prices for the Company's various assets and liabilities. In cases where quoted market prices are not available, fair values are based on estimates using present value of cash flows or other valuation techniques. Those techniques are significantly affected by the assumptions used, including the discount rate and estimates of future cash flows. Accordingly, the fair value estimates may not be realized in an immediate settlement of the instrument.

The Company groups its assets and liabilities measured at fair value in three levels, based on the markets in which the assets and liabilities are traded, and the observability and reliability of the assumptions used to determine fair value.

Level 1 - Level 1 inputs are quoted prices (unadjusted) in active markets for identical assets or liabilities that the reporting entity has the ability to access at the measurement date.

Level 2 - Level 2 inputs are inputs other than quoted prices included within Level 1 that are observable for the asset or liability, either directly or indirectly.

Level 3 - Level 3 inputs are unobservable inputs for the asset or liability.

For assets and liabilities, fair value is based upon the lowest level of observable input that is significant to the fair value measurement.

In general, fair value is based upon quoted market prices, where available. If such quoted market prices are not available, fair value is based upon models that primarily use, as inputs, observable market-based parameters. The Company's valuation methodologies may produce a fair value calculation that may not be indicative of net realizable value or reflective of future fair values. While management believes the Company's valuation methodologies are

appropriate and consistent with other market participants, the use of different methodologies or assumptions to determine the fair value of certain financial instruments could result in a different estimate of fair value at the reporting date. Furthermore, the reported fair value amounts have not been comprehensively revalued since the presentation dates, and, therefore, estimates of fair value after the balance sheet date may differ significantly from the amounts presented therein. A more detailed description of the valuation methodologies used for assets and liabilities measured at fair value is set forth below. A description of the valuation methodologies used for instruments measured at fair value, as well as the general classification of such instruments pursuant to the valuation hierarchy, is set forth below. These valuation methodologies were applied to all the Company's financial assets and financial liabilities carried at fair value at **June 30, 2023** **September 30, 2023** and December 31, 2022.

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**Financial Assets and Financial Liabilities:** Financial assets and financial liabilities measured at fair value on a recurring basis include the following:

**Securities Available-for-Sale:** The Company's investment in U.S. Government-sponsored entities bonds, U.S Government agency small business administration pools guaranteed by the SBA, collateralized mortgage obligations issued by the FHLMC, residential mortgage-backed securities and other municipal bonds is generally classified within Level 2 of the fair value hierarchy. For these securities, the Company obtains fair value measurements from independent pricing services. The fair value measurements consider observable data that may include reported trades, dealer quotes, market spreads, cash flows, the U.S. treasury yield curve, trading levels, market consensus prepayment speeds, credit information and the instrument's terms and conditions.

**Mortgage Servicing Rights:** Fair value is based on a valuation model that calculates the present value of estimated future net servicing income. The valuation model utilizes interest rate, prepayment speed and default rate assumptions that market participants would use in estimating future net servicing income and that can be validated against available market data (see Note 4, Loan Servicing, for more information). These assumptions are inherently sensitive to change as these unobservable inputs are not based on quoted prices in active markets or otherwise observable.

**Derivative Instruments and Hedges:** The valuation of these instruments is determined using the discounted cash flow method on the expected cash flows of each derivative. This analysis reflects the contractual terms of the derivatives, including the period to maturity, and uses observable market-based inputs, including interest rate curves and implied volatilities.

The following table summarizes financial assets and liabilities measured at fair value on a recurring basis as of **June 30, 2023** **September 30, 2023** and December 31, 2022, segregated by the level of the valuation inputs within the fair value hierarchy utilized to measure fair value:

Total	Level 1	Level 2	Level 3	Total	Level 1	Level 2	Level 3
(Dollars in thousands)				(Dollars in thousands)			

---

June 30, 2023

September 30, 2023

Securities available-for-sale:						
U.S. Government-sponsored enterprises obligations	1,8	\$ 40	\$ —	1,8	\$ 40	\$ —
U.S. Government agency small business administration pools guaranteed by the SBA	7,7	88	—	7,7	88	—
Collateralized mortgage obligations issued by the FHLMC, FNMA and GNMA	5,8	64	—	5,8	64	—
Residential mortgage-backed-securities	21,672	—	21,672	—	20,732	—
Municipal bonds	65,141	—	65,141	—	59,642	—
Corporate debt	485	—	485	—	486	—
Corporate subordinated debt	7,106	—	7,106	—	7,087	—
Other assets:						
Mortgage servicing rights	35	350	—	0	338	—
Derivatives	326	—	326	—	605	—
Other liabilities:						
Derivatives	48	—	48	—	158	—

Total Level 1 Level 2 Level 3

*(Dollars in thousands)*

December 31, 2022

Securities available-for-sale:

U.S. Government-sponsored enterprises obligations	\$ 1,826	\$ —	\$ 1,826	\$ —
---	----------	------	----------	------

U.S Government agency small business administration pools guaranteed by the SBA	8,359	—	8,359	—
Collateralized mortgage obligations issued by the FHLMC, FNMA and GNMA	6,222	—	6,222	—
Residential mortgage-backed-securities	21,823	—	21,823	—
Municipal bonds	62,416	—	62,416	—
Corporate debt	497	—	497	—
Corporate subordinated debt	4,957	—	4,957	—
Other assets:				
Mortgage servicing rights	\$ 357	—	—	357
Derivatives	961	—	961	—

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For the **six** **nine** months ended **June 30, 2023** **September 30, 2023** and 2022, the changes in Level 3 assets and liabilities measured at fair value on a recurring basis were as follows:

<b>(Dollars in thousands)</b>	<b>Mortgage Servicing Rights <sup>(1)</sup></b>	<b>Mortgage Servicing Rights <sup>(1)</sup></b>
Balance as of January 1, 2023	\$ 357	\$ 357
Included in net (loss) income	(7)	(19)
Balance as of June 30, 2023	\$ 350	
Total unrealized net gains (losses) included in net income related to assets still held as of June 30, 2023	\$ —	
Balance as of September 30, 2023		\$ 338
Total unrealized net gains (losses) included in net income related to assets still held as of September 30, 2023		\$ —
Balance as of January 1, 2022	\$ 322	\$ 322
Included in net (loss) income	42	47
Balance as of June 30, 2022	\$ 364	

Total unrealized net gains (losses)	
included in net income related to	
assets still held as of June 30, 2022	\$ —
Balance as of September 30, 2022	\$ 369
Total unrealized net gains (losses)	
included in net income related to	
assets still held as of September 30, 2022	\$ —

(1) Realized and unrealized gains and losses related to mortgage servicing rights are reported as a component of loan servicing fee income in the Company's consolidated statements of (loss) income.

For Level 3 assets measured at fair value on a recurring basis as of **June 30, 2023** **September 30, 2023** and December 31, 2022, the significant unobservable inputs used in the fair value measurements were as follows:

(Dollar s in thousa nds)	June 30, 2023					September 30, 2023					
	Valueat ion		Desc		Wei ghted	Valuea tion		Desc		Wei ghted	
	Techn ique	Ri prio	Rang	Avera ge	(1)	Fair Value	Techn ique	Ri prio	Rang	Avera ge	Fair Value
Mortg age			5.70						5.66		
Servi cing	Disco unted	Prep ayme	% - 20.6	7.78 %	\$ 350		Disco unted	Prep ayme	% - 13.5	6.70 %	\$ 338
Right s	Cash Flow	nt Rate	9%				Cash Flow	nt Rate	2%		
			9.50						10.1		
		Disco unt	% - 9.50	9.00 %			Disco unt	3% - 10.1	10.1		
		Rate	%				Rate	3%			
		Delin quen cy	1.82 % - 2.47	2.36 %			Delin quen cy	1.90 % - 2.48	2.00 %		
		Rate	%				Rate	%			
			0.14					0.14			
		Defa ult	% - 0.20	0.15 %			Defa ult	% - 0.18	0.15 %		
		Rate	%				Rate	%			

December 31, 2022

(Dollars in thousands)	Valuation			Weighted	
	Technique	Description	Range	Average <sup>(1)</sup>	Fair Value
Discounted Cash					
Mortgage Servicing Rights	Flow	Prepayment Rate	6.48% - 23.49%	7.78%	\$ 357
		Discount Rate	9.50% - 9.50%	9.50%	
		Delinquency Rate	2.13% - 2.79%	2.24%	
		Default Rate	0.14% - 0.20%	0.15%	

(1) Unobservable inputs for mortgage servicing rights were weighted by loan amount.

The significant unobservable inputs used in the fair value measurement of the Company's mortgage servicing rights are the weighted-average prepayment rate, weighted-average discount rate, weighted average delinquency rate and weighted-average default rate. Significant increases (decreases) in any of those inputs in isolation could result in a significantly lower (higher) fair value measurement. Although the prepayment rate and the discount rate are not directly interrelated, they generally move in opposite directions of each other.

The Company estimates the fair value of mortgage servicing rights by using a discounted cash flow model to calculate the present value of estimated future net servicing income. Observable and unobservable inputs are entered into this model as prescribed by an independent third party to arrive at an estimated fair value. See Note 4, Loan Servicing, for a roll forward of our Level 3 item and related inputs used to determine fair value at **June 30, 2023** **September 30, 2023**.

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Certain financial assets and financial liabilities are measured at fair value on a non-recurring basis; that is, the instruments are not measured at fair value on an ongoing basis but are subject to fair value adjustments in certain circumstances (for example, when there is evidence of impairment). Financial assets measured at fair value on a non-recurring basis during the reported periods may include certain individually evaluated loans reported at the fair value of the underlying collateral. Fair value is measured using appraised values of collateral and adjusted as necessary by management based on unobservable inputs for specific properties. However, the choice of observable data is subject to significant judgment, and there are often adjustments based on judgment in order to make observable data comparable and to consider the impact of time, the condition of properties, interest rates and other market factors on current values. Additionally, commercial real estate appraisals frequently involve discounting of projected cash flows, which relies inherently on unobservable data. Therefore, real estate collateral related nonrecurring fair value measurement adjustments have generally been classified as Level 3.

Estimates of fair value used for other collateral supporting commercial loans generally are based on assumptions not observable in the marketplace and therefore such valuations have been classified as Level 3. Financial assets

measured at fair value on a non-recurring basis during the reported periods also include loans held for sale. Residential mortgage loans held for sale are recorded at the lower of cost or fair value and are therefore measured at fair value on a non-recurring basis. The fair values for loans held for sale are estimated based on commitments in effect from investors or prevailing market prices for loans with similar terms to borrowers of similar credit quality and are included in Level 3. At **June 30, 2023** **September 30, 2023** and December 31, 2022, there were no assets or liabilities measured at fair value on a non-recurring basis.

*Non-Financial Assets and Non-Financial Liabilities:* The Company has no non-financial assets or non-financial liabilities measured at fair value on a recurring basis. Non-financial assets measured at fair value on a non-recurring basis generally include certain foreclosed assets which, upon initial recognition, were remeasured and reported at fair value through a charge-off to the allowance for loan losses and certain foreclosed assets which, subsequent to their initial recognition, are remeasured at fair value through a write-down included in other non-interest expense. There were no foreclosed assets at **June 30, 2023** **September 30, 2023** or December 31, 2022.

ASC Topic 825, "Financial Instruments," requires disclosure of the fair value of financial assets and financial liabilities, including those financial assets and financial liabilities that are not measured and reported at fair value on a recurring basis or non-recurring basis. The methodologies for estimating the fair value of financial assets and financial liabilities that are measured at fair value on a recurring or non-recurring basis are discussed above. ASU 2016-01 requires public business entities to use the exit price notion when measuring the fair value of financial instruments for disclosure purposes. The exit price notion is a market-based measurement of fair value that is represented by the price to sell an asset or transfer a liability in the principal market (or most advantageous market in the absence of a principal market) on the measurement date. At **June 30, 2023** **September 30, 2023** and December 31, 2022, fair values of loans are estimated on an exit price basis incorporating discounts for credit, liquidity and marketability factors.

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#### Summary of Fair Values of Financial Instruments not Carried at Fair Value

The estimated fair values, and related carrying or notional amounts, of the Company's financial instruments at **June 30, 2023** **September 30, 2023** and December 31, 2022 are as follows:

(Dollars in thousands)	Carrying amount					Carrying amount				
	Fair Value	Level 1	Level 2	Level 3		Fair Value	Level 1	Level 2	Level 3	
June 30, 2023										
September 30, 2023										

Financial Assets:										
Cash and due from banks	6,6 \$ 43	6,6 \$ 43	6,6 \$ 43	\$ —	\$ —	7,1 \$ 68	7,1 \$ 68	7,1 \$ 68	\$ —	\$ —
Interest-bearing time deposits with other banks	—	—	—	—	—					
Federal Home Loan Bank stock	3,6 15	3,6 15	—	3,6 15	—	1,9 72	1,9 72	—	1,9 72	—
Bank-owned life insurance	4,6 02	4,6 02	—	4,6 02	—	4,6 42	4,6 42	—	4,6 42	—
Loans, net	41 3,7 40	36 9,2 81	—	36 9,2 81	—	42 4,1 36	37 2,7 97	—	37 2,7 97	
Accrued interest receivable	2,0 01	2,0 01	2,0 01	—	—	2,1 30	2,1 30	2,1 30	—	—
Financial Liabilities:										
Deposits	38 8,9 \$ 41	38 6,8 \$ 48	31 5,8 \$ 95	70, 95 \$ 3	—	41 1,7 \$ 85	40 9,8 \$ 66	32 7,0 \$ 29	82, 83 \$ 7	\$ —
Advances from Federal Home Loan Bank	85, 59 7	85, 11 1	—	85, 11 1	—	44, 87 7	44, 43 5	—	44, 43 5	—
Advances from Federal Reserve Bank						25, 00 0	25, 02 4	—	25, 02 4	—
Mortgagors' tax escrow	86 4	86 4	—	86 4	—	2,3 81	2,3 81	—	2,3 81	—
Accrued interest payable	22 7	22 7	22 7	—	—	50 9	50 9	50 9	—	—

December 31, 2022													
Financial Assets:													
Cash and due from banks		8,2	8,2	8,2				8,2	8,2	8,2			
		\$ 50	\$ 50	\$ 50	\$ —	\$ —		\$ 50	\$ 50	\$ 50	\$ —	\$ —	
Interest-bearing time deposits with other banks		74	74	—	74	—		74	74	—	74	—	
		7	7	—	7	—		7	7	—	7	—	
Federal Home Loan Bank stock		3,5	3,5	—	3,5	—		3,5	3,5	—	3,5	—	
		02	02	—	02	—		02	02	—	02	—	
Bank-owned life insurance		4,5	4,5	—	4,5	—		4,5	4,5	—	4,5	—	
		61	61	—	61	—		61	61	—	61	—	
Loans, net		39	36	—	36	—		39	36	—	36	—	
		8,9	1,4	—	1,4	—		8,9	1,4	—	1,4	—	
		24	02	—	—	02		24	02	—	—	02	
Accrued interest receivable		1,9	1,9	1,9	—	—		1,9	1,9	1,9	—	—	
		88	88	88	—	—		88	88	88	—	—	
Financial Liabilities:													
Deposits		38	37	32	59,	—		38	37	32	59,	—	
		2,3	9,7	0,6	09	—		2,3	9,7	0,6	09	—	
		\$ 63	\$ 14	\$ 24	\$ 0	\$ —		\$ 63	\$ 14	\$ 24	\$ 0	\$ —	
Advances from Federal Home Loan Bank		99,	97,	—	97,	—		99,	97,	—	97,	—	
		39	67	—	67	—		39	67	—	67	—	
Mortgagors' tax escrow		7	5	—	5	—		7	5	—	5	—	
		93	93	—	93	—		93	93	—	93	—	
Accrued interest payable		8	8	—	8	—		8	8	—	8	—	
		95	95	95	—	—		95	95	95	—	—	

## 16. Subsequent Events

On July 17, 2023, During October 2023, the Bank Company purchased \$25.0 million of securities available-for-sale. These purchases consisted of \$5.0 million of floating rate U.S. Government agency small business administration pools guaranteed by SBA, \$10.0 million of brokered deposits, residential mortgage-backed securities and \$10.0 million of municipal bonds. The average yield for a term of ten months, at a fixed annual rate of these investment purchases is expected to be approximately 5.25 6.37%. Additionally, on July 25, 2023

On October 31, 2023, the Bank Company agreed to a contract extension with its core technology provider, FISERV. The new agreement expires on April 30, 2032, with an unconditional option to exit the agreement in April 2028 and includes lower pricing for transaction and processing services that become effective immediately.

On November 1, 2023, the Company borrowed \$25.0 million under from the FRB BTFP, for a term of one year, FHLB at a fixed annual rate of 5.48 4.48%, which is callable by the FHLB on May 1, 2024 and quarterly thereafter.

On November 1, 2023, the Company entered into an interest rate contract with a notional amount of \$25.0 million that was designated as a fair value hedge utilizing a pay fixed interest rate swap to hedge a portion of the residential mortgage loan portfolio's change in fair value attributable to the movement in the one-month SOFR. This fair value hedge has a maturity of 3 years, a pay fixed rate of 4.67% and a receive rate, as of November 1, 2023, of 5.31%.

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## Item 2. Management's Discussion and Analysis of Financial Condition and Results of Operations

### General

Management's discussion and analysis of financial condition and results of operations is intended to assist in understanding the Company's consolidated financial condition at June 30, 2023 September 30, 2023 and consolidated results of operations for the three and six nine months ended June 30, 2023 September 30, 2023 and 2022. It should be read in conjunction with our unaudited consolidated financial statements and accompanying notes presented elsewhere in this report and with the Company's audited consolidated financial statements and accompanying notes presented in the Company's Annual Report on Form 10-K for the fiscal year ended December 31, 2022, filed on March 24, 2023 with the Securities and Exchange Commission. Certain prior year amounts have been reclassified to conform to the current year presentation.

### Overview

Our business consists primarily of taking deposits from the general public and investing those deposits, together with funds generated from operations and borrowings from the FHLB, in one- to four-family residential real estate loans, commercial real estate and multi-family loans, acquisition, development and land loans, commercial and industrial loans, home equity loans and lines of credit and consumer loans. In recent years, we have increased our focus, consistent with what we believe to be conservative underwriting standards, on originating higher yielding commercial real estate and commercial and industrial loans.

We conduct our operations from four full-service banking offices in Strafford County, New Hampshire and one full-service banking office in Rockingham County, New Hampshire. We consider our primary lending market area to be Strafford and Rockingham Counties in New Hampshire and York County in Southern Maine.

### **Cautionary Note Regarding Forward-Looking Statements**

This quarterly report contains forward-looking statements, which can be identified by the use of words such as "estimate," "project," "believe," "intend," "anticipate," "plan," "seek," "expect," "will," "may" and words of similar meaning. These forward-looking statements include, but are not limited to:

- statements of our goals, intentions and expectations;
- statements regarding our business plans, prospects, growth and operating strategies;
- statements regarding the quality of our loan and investment portfolios; and
- estimates of our risks and future costs and benefits.

These forward-looking statements are based on current beliefs and expectations of our management and are inherently subject to significant business, economic and competitive uncertainties and contingencies, many of which are beyond our control. In addition, these forward-looking statements are subject to assumptions with respect to future business strategies and decisions that are subject to change.

The following factors, among others, could cause actual results to differ materially from the anticipated results or other expectations expressed in the forward-looking statements:

- general economic conditions, either nationally or in our market areas, that are worse than expected;
- changes in the level and direction of loan delinquencies and write-offs and changes in estimates of the adequacy of the allowance for credit losses;
- our ability to access cost-effective funding;
- fluctuations in real estate values and both residential and commercial real estate market conditions;
- demand for loans and deposits in our market area;
- our ability to implement and change our business strategies;
- competition among depository and other financial institutions;
- inflation and changes in the interest rate environment that reduce our margins and yields, our mortgage banking revenues, the fair value of financial instruments or our level of loan originations or increase the level of defaults, losses and prepayments on loans we have made and make;
- adverse changes in the securities or secondary mortgage markets;
- changes in laws or government regulations or policies affecting financial institutions, including changes in regulatory fees and capital requirements and insurance premiums;
- changes in the quality or composition of our loan or investment portfolios;
- technological changes that may be more difficult or expensive than expected;

- the inability of third-party providers to perform as expected;
- our ability to manage market risk, credit risk and operational risk in the current economic environment;
- our ability to enter new markets successfully and capitalize on growth opportunities;
- system failures or breaches of our network security;
- electronic fraudulent activity within the financial services industry;
- our ability to successfully integrate into our operations any assets, liabilities, customers, systems and management personnel we may acquire and our ability to realize related revenue synergies and cost savings within expected time frames and any goodwill charges related thereto;
- changes in consumer spending, borrowing and savings habits;
- changes in accounting policies and practices, as may be adopted by the bank regulatory agencies, the Financial Accounting Standards Board, the Securities and Exchange Commission or the Public Company Accounting Oversight Board;
- our ability to retain key employees;
- our compensation expense associated with equity allocated or awarded to our employees; and
- changes in the financial condition, results of operations or future prospects of issuers of securities that we own.

Because of these and other uncertainties, our actual future results may be materially different from the results indicated by these forward-looking statements. Except as required by applicable law or regulation, we do not undertake, and we specifically disclaim any obligation, to release publicly the results of any revisions that may be made to any forward-looking statements to reflect events or circumstances after the date of the statements or to reflect the occurrence of anticipated or unanticipated events.

#### **Critical Accounting Policies and Use of Critical Accounting Estimates**

The discussion and analysis of the financial condition and results of operations are based on our consolidated financial statements, which are prepared in conformity with generally accepted accounting principles used in the United States of America. The preparation of these financial statements requires management to make estimates and assumptions affecting the reported amounts of assets and liabilities, disclosure of contingent assets and liabilities and the reported amounts of income and expenses. We consider the accounting policies discussed below to be critical accounting policies. The estimates and assumptions that we use are based on historical experience and various other factors and are believed to be reasonable under the circumstances. Actual results may differ from these estimates under different assumptions or conditions, resulting in a change that could have a material impact on the carrying value of our assets and liabilities and our results of operations.

Our critical accounting policies involve the calculation of the allowance for credit losses ("ACL") and the measurement of the fair value of financial instruments. A detailed description of these critical accounting policies can be found in Note 2 of the Company's consolidated financial statements contained in the Company's Annual Report on Form 10-K for the fiscal year ended December 31, 2022.

#### **Comparison of Financial Condition at June 30, 2023 September 30, 2023 (unaudited) and December 31, 2022**

**Total Assets.** Total assets were \$552.7 million \$557.2 million as of June 30, 2023 September 30, 2023, an increase of \$15.3 million \$19.7 million, or 2.8% 3.7%, compared to total assets of \$537.4 million at December 31, 2022. The increase was due primarily to a \$14.8 million \$25.2 million increase in net loans and a \$3.8 million \$1.2 million increase in securities available-for-sale offset by a \$1.6 million decrease in cash and due from banks and a \$1.2 million decrease in other assets which resulted from a decrease an increase in a deferred tax benefit related to the decrease increase in our net unrealized losses within the available-for-sale securities portfolio portfolio offset by a \$1.1 million decrease in cash and due from banks, a \$3.5 million decrease in securities available-for-sale and a \$1.5 million decrease in Federal Home Loan Bank stock.

**Cash and Due From Banks.** Cash and due from banks decreased \$1.6 million \$1.1 million, or 19.5% 13.1%, to \$6.6 million \$7.2 million at June 30, 2023 September 30, 2023 from \$8.3 million at December 31, 2022. The decrease was due primarily to a \$14.8 million \$25.2 million increase in net loans a \$3.8 million increase in securities available-for-sale and a \$13.8 million \$29.5 million decrease in borrowings offset by \$25.6 million of net proceeds from the stock offering in connection with the conversion of the former First Seacoast Bancorp, MHC and a \$6.6 million \$29.4 million increase in total deposits during the six nine months ended June 30, 2023 September 30, 2023.

**Available-for-Sale Securities.** Available-for-sale securities increased/decreased by \$3.8 million \$3.5 million, or 3.6% 3.3%, to \$109.9 million \$102.6 million at June 30, 2023 September 30, 2023 from \$106.1 million at December 31, 2022. This decrease was due primarily to a \$5.9 million increase was primarily due to investment purchases totaling \$5.8 million, offset by \$2.2 million in net unrealized losses within the portfolio and \$3.7 million of proceeds from principal payments offset by investment purchases totaling \$6.8 million during the six nine months ended June 30, 2023 September 30, 2023. Management believes that the unrealized losses within the portfolio are due to noncredit-related factors, including changes in market interest rates and other market conditions, and therefore we recorded no allowance for credit losses on available-for-sale debt securities as of June 30, 2023 September 30, 2023.

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**Net Loans.** Net loans increased \$14.8 million \$25.2 million, or 3.7% 6.3%, to \$413.7 million \$424.1 million at June 30, 2023 September 30, 2023 from \$398.9 million at December 31, 2022. During the six nine months ended June 30, 2023 September 30, 2023, we originated \$13.9 million \$24.0 million of loans, net of principal collections, and purchased \$802,000 \$1.2 million of consumer loans secured by manufactured housing properties. As of June 30, 2023 September 30, 2023 and December 31, 2022, the portfolio of purchased loans had outstanding principal balances of \$30.3 million \$30.7 million and \$30.5 million, respectively, and were performing in accordance with their original repayment terms. Net deferred loan costs increased \$98,000 \$231,000, or 4.0% 9.4%, to \$2.5 million \$2.7 million at June 30, 2023 September 30, 2023 from \$2.4 million at December 31, 2022 due primarily to the increase in deferred costs on consumer loans. SBA fee and interest income recognized during the three and six nine months ended June 30, 2023 September 30, 2023 was \$0-, as compared to \$113,000 \$7,000 and \$226,000 \$233,000 during the three and six nine months ended June 30, 2022 September 30, 2022, respectively. SBA fee and interest income is included in interest and fees on loans.

One- to four-family residential mortgage loans increased **\$8.1 million** **\$13.0 million**, or **3.2% 5.2%**, to **\$259.6 million** **\$264.5 million** at **June 30, 2023** **September 30, 2023** from \$251.5 million at December 31, 2022. Commercial real estate mortgage loans increased **\$7.5 million** **\$6.8 million**, or **9.4% 8.4%**, to **\$88.0 million** **\$87.3 million** at **June 30, 2023** **September 30, 2023** from \$80.5 million at December 31, 2022. Multi-family loans decreased **\$398,000**, **\$506,000**, or **4.9% 6.2%**, to **\$7.8 million** **\$7.7 million** at **June 30, 2023** **September 30, 2023** from \$8.2 million at December 31, 2022. Commercial and industrial loans increased **\$109,000**, **\$816,000**, or **0.5% 3.4%**, to **\$24.2 million** **\$24.9 million** at **June 30, 2023** **September 30, 2023** from \$24.1 million at December 31, 2022. Acquisition, development, and land loans decreased **\$3.5 million**, increased **\$765,000**, or **18.9% 4.1%**, to **\$15.0 million** **\$19.3 million** at **June 30, 2023** **September 30, 2023** from \$18.5 million at December 31, 2022. Home equity loans and lines of credit increased **\$2.0 million** **\$2.5 million**, or **19.3% 24.1%**, to **\$12.1 million** **\$12.6 million** at **June 30, 2023** **September 30, 2023** from \$10.2 million at December 31, 2022. Consumer loans increased **\$635,000**, **\$1.4 million**, or **8.8% 19.8%**, to **\$7.8 million** **\$8.6 million** at **June 30, 2023** **September 30, 2023** from \$7.2 million at December 31, 2022.

Our strategy to grow the balance sheet continues to be through originations and, to a lesser extent, purchases of one- to four-family residential mortgage loans and consumer loans secured by manufactured housing properties, while also diversifying into higher yielding commercial real estate mortgage loans and commercial and industrial loans to improve net margins and manage interest rate risk. We also continue to consider selling selected, conforming 15-year and 30-year residential fixed rate mortgage loans to the secondary market on a servicing retained basis as market conditions allow, providing us a recurring source of revenue from loan servicing income and gains on the sale of such loans.

Our ACL on loans decreased **\$262,000** **\$232,000** to \$3.3 million at **June 30, 2023** **September 30, 2023** from \$3.6 million at December 31, 2022, due primarily to a \$295,000 adjustment from the adoption of ASU 2016-13 and its new credit impairment standard for financial assets measured at amortized cost and available-for-sale debt securities. offset by \$65,000 of provision for credit losses on loans for the nine months ended September 30, 2023. The ASU requires financial assets measured at amortized cost, including loans, to be presented at the net amount expected to be collected, through an ACL that are expected to occur over the remaining life of the asset, rather than incurred losses. The ASU requires the measurement of all expected credit losses for loans held at the reporting date based on historical experience, current conditions, and reasonable and supportable forecasts. Accordingly, the ASU requires the use of forward-looking information to form credit loss estimates. Many of the loss estimation techniques applied at prior reporting dates are still permitted, though the inputs to those techniques have changed to reflect the full amount of expected credit losses. The Bank has selected the Weighted Average Remaining Maturity Model ("WARM" or "CECL model"), for the loss calculation of each of the Bank's loan pools utilizing a third-party software application. The WARM uses a quarterly loss rate and future expectations of loan balances to calculate an ACL. A loss rate is applied to pool balances over time.

The effect of implementing this ASU was recorded as a cumulative-effect adjustment through retained earnings as of the beginning of the reporting period in which the ASU is effective, which was January 1, 2023. The adoption of the new standard resulted in a \$295,000 decrease to the ACL which was partially offset by a \$290,000 increase in the allowance for off-balance sheet commitments that are not unconditionally cancelable. The decrease in ACL was due to a reduced emphasis on qualitative factors under the CECL model as the underlying historical loss data of the selected peer group is more robust with broader time horizons as compared to our actual historical loss data used under the incurred loss

methodology. Under the CECL model, subsequent changes in the ACL are recorded through a charge to the provision for credit losses in the statement of (loss) income as the amounts expected to be collected change.

**Deposits.** Our deposits are generated primarily from residents within our primary market area. We offer a selection of deposit accounts, including non-interest-bearing and interest-bearing checking accounts, savings accounts, money market accounts and time deposits, for both individuals and businesses. As of **June 30, 2023** **September 30, 2023** and December 31, 2022, the aggregate amount of uninsured total deposit balances, which is the portion exceeding the \$250,000 FDIC insurance limit, was estimated not to exceed **\$96.5 million** **\$106.3 million**, or **24.8%** **25.8%** of total deposits, and \$82.0 million, or 21.4% of total deposits, respectively.

Deposits increased **\$6.6 million** **\$29.4 million**, or **1.7%** **7.7%**, to **\$388.9 million** **\$411.8 million** at **June 30, 2023** **September 30, 2023** from \$382.4 million at December 31, 2022 primarily as a result of an **\$11.9 million** **\$21.6 million** increase in commercial deposits offset by and a **\$5.3 million** decrease **\$7.8 million** increase in retail deposits. Core deposits (defined as deposits other than time deposits) decreased **\$4.7 million** increased **\$6.4 million**, or **1.5%** **2.0%**, to **\$315.9 million** **\$327.0 million** at **June 30, 2023** **September 30, 2023** from \$320.6 million at December 31, 2022. As of **June 30, 2023** **September 30, 2023**, savings deposits increased **\$13.9 million** **\$12.0 million**, money market deposits increased **\$13.4 million** **\$24.9 million**, NOW and demand deposit accounts decreased **\$32.0 million** **\$30.5 million** and time deposits increased **\$11.3 million** **\$23.0 million**. There were **\$13.6** **\$23.6 million** and **\$18.1** **\$18.1 million** of brokered deposits included in time deposits at **June 30, 2023** **September 30, 2023** and December 31, 2022, respectively. Additionally, there were \$20.6 million and \$-0- of brokered deposits included in savings deposits at **September 30, 2023** and December 31, 2022, respectively.

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**Borrowings.** Total borrowings advances from Federal Home Loan Bank decreased **\$13.8 million** **\$54.5 million**, or **13.9%** **54.9%**, to **\$85.6 million** **\$44.9 million** at **June 30, 2023** **September 30, 2023** from \$99.4 million at December 31, 2022 due primarily to the net repayment of advances from the receipt of \$25.6 million of net proceeds from the stock offering in connection with the conversion of the former First Seacoast Bancorp, MHC, and a **\$6.6 million** **\$29.4 million** increase in total deposits offset by borrowings required in support of and a **\$25.0 million** advance from Federal Reserve Bank under the Company's loan growth initiatives. Federal Reserve's Bank Term Funding Program.

**Total Stockholders' Equity.** Total stockholders' equity increased **\$23.5 million** **\$17.9 million**, or **47.6%** **36.3%**, to **\$72.8 million** **\$67.3 million** at **June 30, 2023** **September 30, 2023** from \$49.3 million at December 31, 2022. This increase was due primarily to \$25.6 million of net proceeds received from the conversion of the former First Seacoast Bancorp, MHC offset by the purchase of \$2.2 million of common stock by the **ESOP** **ESOP** and an other comprehensive loss of \$5.1 million related primarily to net changes in unrealized holding losses in the available-for-sale securities portfolio as a result of an increase in market interest rates during the nine months ended September 30, 2023.

**Non-performing Assets.** Non-performing assets include loans that are 90 or more days past due or on non-accrual status and real estate and other loan collateral acquired through foreclosure and repossession. Management determines that a loan is non-performing when it is probable at least a portion of the loan will not be collected in accordance with the

original terms due to a deterioration in the financial condition of the borrower or the value of the underlying collateral if the loan is collateral dependent. When a loan is determined to be non-performing, the measurement of the loan in the ACL is based on present value of expected future cash flows, except that all collateral-dependent loans are measured for non-performance based on the fair value of the collateral. Non-accrual loans are loans for which collectability is questionable and, therefore, interest on such loans will no longer be recognized on an accrual basis.

We generally cease accruing interest on our loans when contractual payments of principal or interest have become 90 days past due or management has serious doubts about further collectability of principal or interest, even though the loan is currently performing. Interest received on non-accrual loans generally is applied against principal or applied to interest on a cash basis. Generally, loans are restored to accrual status when the obligation is brought current, has performed in accordance with the contractual terms for at least six consecutive months and the ultimate collectability of the total contractual principal and interest is no longer in doubt.

Non-performing loans were \$3,000 \$0- and \$89,000 at June 30, 2023 September 30, 2023 and December 31, 2022, respectively. At December 31, 2022, non-performing loans consisted primarily of a residential mortgage loan to a deceased borrower which had an outstanding balance of \$84,000. The property was sold in April 2023 and the outstanding loan balance was paid in full. At June 30, 2023 September 30, 2023 and December 31, 2022, we had no foreclosed assets.

#### **Comparison of Operating Results for the Three Months Ended June 30, 2023 September 30, 2023 and June 30, 2022 September 30, 2022**

**Net Income.** Net loss was \$540,000 \$911,000 for the three months ended June 30, 2023 September 30, 2023, compared to net income of \$180,000 \$468,000 for the three months ended June 30, 2022 September 30, 2022, a decrease of \$720,000, or 400.0% \$1.4 million. The decrease was due primarily to a decrease in net interest and dividend income after provision (release) for credit losses of \$833,000, \$1.4 million, an increase in non-interest expenses of \$181,000 \$391,000 and a decrease in non-interest income of \$52,000 \$51,000 offset by a decrease in income tax expense of \$346,000 \$466,000 during the three months ended June 30, 2023 September 30, 2023 compared to the three months ended June 30, 2022 September 30, 2022.

**Interest and Dividend Income.** Total interest and dividend income increased \$986,000, \$946,000, or 24.6% 22.4%, to \$5.0 million \$5.2 million for the three months ended June 30, 2023 September 30, 2023 compared to \$4.0 million \$4.2 million for the three months ended June 30, 2022 September 30, 2022. This increase was due to a \$303,000 \$208,000 increase in interest and dividend income on investments and a \$683,000 \$738,000 increase in interest and fees on loans. Interest and fees on loans for the three months ended June 30, 2023 September 30, 2023 and 2022 included \$-0- and \$113,000 \$7,000 of SBA fee and interest income earned on PPP loans, respectively.

Average interest-earning assets increased \$41.0 million \$32.1 million, to \$529.4 million \$536.2 million for the three months ended June 30, 2023 September 30, 2023 from \$488.5 million \$504.1 million for the three months ended June 30, 2022 September 30, 2022. The weighted average annualized yield on interest earning-assets increased to 3.77% 3.85% for the three months ended June 30, 2023 September 30, 2023 from 3.28% 3.35% for the three months ended June 30, 2022 September 30, 2022 primarily due to an increase in market interest rates. The weighted average annualized yield for the loan portfolio increased to 4.02% 4.09% for the three months ended June 30, 2023 September 30, 2023 from

3.62% 3.66% for the three months ended June 30, 2022 September 30, 2022 due primarily to an increase in market interest rates. The weighted average annualized yield for all other interest-earning assets increased to 2.91% 3.00% for the three months ended June 30, 2023 September 30, 2023 from 2.09% 2.31% for the three months ended June 30, 2022 September 30, 2022 due primarily to an increase in market interest rates.

**Interest Expense.** Total interest expense increased \$1.8 million, or 848.6%, \$2.2 million to \$2.0 million \$2.6 million for the three months ended June 30, 2023 September 30, 2023 from \$212,000 \$427,000 for the three months ended June 30, 2022 September 30, 2022. Interest expense on deposits increased \$1.1 million, or 891.7%, \$1.5 million to \$1.2 million \$1.7 million for the three months ended June 30, 2023 September 30, 2023 from \$121,000 \$151,000 for the three months ended June 30, 2022 September 30, 2022. The average balance of interest-bearing deposits increased \$16.5 million \$28.9 million, or 5.6% 9.7%, to \$313.5 million \$328.5 million for the three months ended June 30, 2023 September 30, 2023 from \$296.9 million \$299.6 million for the three months ended June 30, 2022 September 30, 2022 primarily as a result of an increase in the average balance of money market, savings and time deposits offset by a decrease in the average balances of NOW and demand deposits. The weighted average annualized rate of interest-bearing deposits increased to 1.51% 2.03% for the three months ended June 30, 2023 September 30, 2023 from 0.16% 0.20% for the

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three months ended June 30, 2022 September 30, 2022 primarily as a result of an increase in market interest rates and to respond to deposit pricing by competitors.

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Interest expense on borrowings increased \$720,000 \$652,000 to \$811,000 \$928,000 for the three months ended June 30, 2023 September 30, 2023 from \$91,000 \$276,000 for the three months ended June 30, 2022 September 30, 2022 primarily due to an increase in the average balance of borrowings and an increase in market interest rates. The average balance of borrowings increased \$16.7 million \$6.1 million, or 31.3% 8.5%, to \$70.2 million \$78.2 million for the three months ended June 30, 2023 September 30, 2023 from \$53.5 million \$72.1 million for the three months ended June 30, 2022 September 30, 2022. The weighted average annualized rate of borrowings increased to 4.62% 4.75% for the three months ended June 30, 2023 September 30, 2023 from 0.68% 1.53% for the three months ended June 30, 2022 September 30, 2022 due to an increase in market interest rates.

**Net Interest and Dividend Income.** Net interest and dividend income decreased \$813,000, \$1.2 million, or 21.4% 32.3%, to \$3.0 million \$2.6 million for the three months ended June 30, 2023 September 30, 2023 from \$3.8 million for the three months ended June 30, 2022 September 30, 2022. This decrease was due to an increase of \$33.2 million \$34.9 million, or 9.4%, in the average balance of interest-bearing liabilities, consisting primarily of an increase in the average balance of borrowings and time deposits, during the three months ended June 30, 2023 September 30, 2023 offset by a \$41.0 million \$32.1 million, or 8.4% 6.4%, increase in the average balance of interest-earning assets, consisting primarily of increases in the average balances of loans and non-taxable debt securities. Annualized net interest margin decreased to 2.25% 1.92% for the three months ended June 30, 2023 September 30, 2023 from 3.11% 3.01% for the three

months ended **June 30, 2022** **September 30, 2022** due primarily to an increase in the average rate of borrowings and interest-bearing deposits offset by an increase in the average yield on interest-earning assets.

**Provision for Credit Losses.** Based on management's analysis of the ACL, a **\$20,000** **\$120,000** provision for credit losses expense was recorded for the three months ended **June 30, 2023** **September 30, 2023**, compared to a **\$0** **provision** **\$60,000** **release** for **loan** **credit losses** **expense** for the three months ended **June 30, 2022** **September 30, 2022**. The provision for credit losses expense for the three months ended **June 30, 2023** **September 30, 2023** consisted of a **\$35,000** **\$30,000** provision for credit losses on loans and a **\$(15,000)** **release** of **\$90,000** provision for credit losses on off-balance sheet credit exposures.

**Non-Interest Income.** Non-interest income decreased **\$52,000**, **\$51,000**, or **13.1%** **14.0%**, to **\$346,000** **\$314,000** for the three months ended **June 30, 2023** **September 30, 2023** compared to **\$398,000** **\$365,000** for the three months ended **June 30, 2022** **September 30, 2022**. The decrease in non-interest income during the three months ended **June 30, 2023** **September 30, 2023** was due primarily to a **\$36,000** **\$34,000** decrease in customer service fees and a **\$14,000** **\$18,000** decrease in loan servicing fee income.

**Non-Interest Expense.** Non-interest expense increased **\$181,000**, **\$391,000**, or **4.6%** **10.5%**, to **\$4.1** million for the three months ended **June 30, 2023** **September 30, 2023** from **\$3.9** million **\$3.7** million for the three months ended **June 30, 2022** **September 30, 2022**. The increase was primarily due to a **\$65,000**, **\$258,000**, or **2.7%** **11.6%**, increase in salaries and employee benefits, a **\$44,000**, **\$27,000**, or **151.7%** **77.1%**, increase in deposit insurance fees, a **\$30,000**, **\$75,000**, or **8.2%** **22.8%**, increase in data processing, a **\$37,000**, or **27.0%**, increase in marketing and a **\$26,000**, or **8.9%** **14.5%**, increase in occupancy expense offset by a **\$69,000**, or **26.0%**, decrease in professional fees and assessments. The increase in salaries and employee benefits during the three months ended **June 30, 2023** **September 30, 2023**, was due to headcount additions and normal salary increases.

**Income Taxes.** Income tax expense decreased **\$346,000**, or **524.2%**, **\$466,000** to a benefit of **\$280,000** **\$427,000** for the three months ended **June 30, 2023** **September 30, 2023** from an expense of **\$66,000** **\$39,000** for the three months ended **June 30, 2022** **September 30, 2022**. The effective tax rate was **(34.1)** **(31.9)%** and **26.8%** **7.7%** for the three months ended **June 30, 2023** **September 30, 2023** and 2022, respectively. The decrease in income tax expense and the effective tax rate for the three months ended **June 30, 2023** **September 30, 2023** as compared to the three months ended **June 30, 2022** **September 30, 2022** was due primarily to a **\$1.1** million **\$1.8** million decrease in income before income tax (benefit) expense for the three months ended **June 30, 2023** **September 30, 2023** as compared to the three months ended **June 30, 2022** **September 30, 2022**.

## Average Balance Sheets

The following table sets forth average balance sheets, average yields and costs and certain other information at and for the periods indicated. No tax-equivalent yield adjustments have been made, as the effects would be immaterial. All average balances are daily average balances. Non-accrual loans are included in the computation of average balances only.

The yields set forth below include the effect of net deferred fee (expense) income, discounts and premiums that are amortized or accreted to interest income or interest expense. Average loan balances exclude loans held for sale, if applicable. The following table includes no out-of-period items or adjustments.

(Dollars in thousands)	For the Three Months Ended June 30,						For the Three Months Ended September 30,					
	2023			2022			2023			2022		
	Aver	Aver	Aver	Aver	Aver	Aver	Aver	Aver	Aver	Aver	Aver	Aver
	age	Ave	age	Outst	Outst	Outst	Outst	Outst	Outst	Outst	Outst	
	Outst	rag	Outst	andi	andi	andi	andi	andi	andi	andi	andi	
	ng	Yiel	ng	Bala	Bala	Bala	Bala	Bala	Bala	Bala	Bala	
	Bala	Inter	d/R	Bala	Intere	Yield	Bala	Inter	d/R	Bala	Intere	Yield
	nce	est	ate	nce	st	/Rate	nce	est	ate	nce	st	/Rate
Interest-earning assets:	(Dollars in thousands)						(Dollars in thousands)					
	Loans (4)	4	3	4	3	4	4	1	1	3	8	
	1	1	7	1	7	1	1	8	8	7	7	
	0,4,4,0,0	.220	9,9,8,8	9,9,44,44	3,3,3,3	8,4,4,4	8,4,4,4	7,7,7,7	2,2,2,2	.6,6,6,6	3,3,3,3	3,3,3,3
	\$ 0	\$ 6	2%	\$ 5	\$ 3	62%	\$ 4	\$ 1	9%	\$ 4	\$ 3	66%
	Taxable debt securities						Taxable debt securities					
	4	5	5	4	4	4	4	9	9	5	5	
	9,9,8,6,2	2,2,2,3,3	2,2,2,6	3,3,25,25	1,1,1,1	2,2,2,7	2,2,2,7	8,8,8,6	3,3,3,.	.9,9,9,9	5,5,5,9	1,1,27,27
Non-taxable debt securities	2	4%	0	\$ 0	86%	86%	8	5	7%	6	1	94%
	Interest-bearing deposits with other banks						Interest-bearing deposits with other banks					
	5	5	4	5%	2	4	4	3	3	5	6	
	9,8,5,6	6,4,0,8	2,2,0,8	0,29,29	2,2,2,2	0,49,49	0,4,4	3,3,3	7%,7%,7%	6,6,6	2,2,2	70%,70%,70%
	4	8	6%	8	11	83%	4	0	0%	2	24	41%

Federal	3,	8	2,		2,	8	2,	
Home Loan	1	.	3		7	.	9	
Bank stock	0	6	6	3	1.	0	5	0
	3	7	4%	9	9	54%	1	4
Total	5		4			5		5
interest-earning assets	2		8			3		0
	9,	4,	3	8,		6,	5,	3
	4	9	.	4	4,	1	1	.
	4	9	7	7	00	3.	8	8
	4	3	7%	4	7	28%	0	7
Non-interest-earning assets	1		1			1		1
	7,		5,			8,		6,
	8		3			8		5
	4		8			3		3
	9		3			3		9
Total assets	5		5			5		5
	4		0			5		2
	7,		3,			5,		0,
	2		8			0		6
	9		5			1		1
	\$ 3		\$ 7			\$ 3		\$ 9
<b>Interest-bearing liabilities:</b>								
NOW and demand deposits	1		1					1
	0		1			9		1
	2,	0	0,			9,	0	6,
	7	.	8			4	1	.
	3	9	3	5	0.	4	2	9
	\$ 8	\$ 3	6%	\$ 1	\$ 25	09%	\$ 2	\$ 0
Money market deposits	6		6			7		6
	6,	2	6,			8,	2	5,
	8	3	.	4		3	5	.
	4	7	2	5	0.	2	7	9
	6	6	5%	4	18	11%	7	1
							2%	6
								31
								19%

Savings accounts	7,1,1,4,4	1,2,.	3,1,6,6,5%	6,3,0,7,04%	6,8,5,0,0	6,1,3,5,7%	6,3,5,2,2	0.
Time deposits	7,2,7,4,9	5,2,4,7,8	5,6,4,7,0%	5,7,0,7,4	5,2,6,5,0	5,3,6,1,5	5,3,7,6,6	0.
Total interest-bearing deposits	3,1,3,4,7,7	2,1,1,.	2,6,9,9,0%	2,4,7,12,5	2,7,5,0,16%	2,3,6,0,9	2,9,6,0,7	2,9,15,1,20%
Borrowings	7,0,2,8,9,1	5,4,3,5,1	5,3,9,0,2%	5,0,4,12,0	5,7,0,1,16%	5,7,4,6,3%	5,2,6,0,2	5,9,7,1,27,1.
Other	2,0,6,2,6,0	3,1,8,1,0	2,1,1,0,7%	3,1,0,91,2	3,2,0,68,0	3,1,8,5,0	3,0,6,9,6	3,1,2,9,6,53%
Total interest-bearing liabilities	3,8,5,7,8,2	3,5,2,0,1	3,2,5,0,7%	3,21,0,2,2	3,0,2,0,24%	3,4,2,2,0	3,7,2,2,2	3,7,2,2,2
Non-interest-bearing deposits	8,3,7,0,3,0	9,3,4,7,3	9,0,2,9,9%	9,21,0,2,24%	9,0,6,0,4%	9,6,3,3,3	9,0,6,4,5	9,0,7,42,46%

Other	4,	3,	4,	4,
noninterest-	0	6	5	0
bearing	8	0	2	2
liabilities	4	3	6	9
<b>Total</b>	<b>4</b>	<b>4</b>	<b>4</b>	<b>4</b>
liabilities	7	4	8	6
	3,	9,	2,	7,
	5	6	5	9
	6	3	6	6
	9	8	9	7
<b>Total</b>	<b>7</b>	<b>5</b>	<b>7</b>	<b>5</b>
stockholders'	3,	4,	2,	2,
equity	7	2	4	6
	2	1	4	5
	4	9	4	2
<b>Total</b>	<b>5</b>	<b>5</b>	<b>5</b>	<b>5</b>
liabilities	4	0	5	2
and	7,	3,	5,	0,
stockholde	2	8	0	6
rs' equity	9	5	1	1
	<b>\$ 3</b>	<b>\$ 7</b>	<b>\$ 3</b>	<b>\$ 9</b>
Net interest	2,		2,	
income	9	3,	5	3,
	8	79	6	79
	<b>\$ 2</b>	<b>\$ 5</b>	<b>\$ 7</b>	<b>\$ 0</b>
Net interest	1		1	
rate spread	.		.	
(1)	6	3.	3	2.
	8 %	04 %	1 %	89 %
Net interest-	1	1	1	1
earning	4	3	2	3
assets (2)	3,	5,	7,	0,
	6	9	9	7
	6	1	5	8
	<b>\$ 2</b>	<b>\$ 2</b>	<b>\$ 0</b>	<b>\$ 7</b>

Net interest margin (3)	2	1	1	1
	.	.	.	.
	2	3.	9	3.
	5 %	11 %	2 %	01 %
Average interest-earning assets to interest-bearing liabilities	1.372	1.385	1.33	1.30
	4%	5 %	4 %	4 %

(1) Net interest rate spread represents the difference between the weighted average yield on interest-earning assets and the weighted average rate of interest-bearing liabilities.

(2) Net interest-earning assets represent total interest-earning assets less total interest-bearing liabilities.

(3) Net interest margin represents net interest income divided by average total interest-earning assets.

(4) Net deferred fee (expense) income expense included in loan interest totaled \$(87,000) \$103,000 and \$33,000 \$118,000 for the three months ended Jun 30, 2023 September 30, 2023 and 2022, respectively.

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## Rate/Volume Analysis

The following table presents the effects of changing rates and volumes on our net interest income for the periods indicated. The rate column shows the effects attributable to changes in rate (changes in rate multiplied by prior volume). The volume column shows the effects attributable to changes in volume (changes in volume multiplied by prior rate). The total column represents the sum of the prior columns. For purposes of this table, changes attributable to both rate and volume, which cannot be segregated, have been allocated proportionately based on the changes due to rate and the changes due to volume.

(Dollars in thousands)	Three Months Ended June 30, 2023 vs. 2022			Three Months Ended September 30, 2023 vs. 2022		
	Increase (Decrease) Due to Change in			Increase (Decrease) Due to Change in		
	Volume	Rate	Total	Volume	Rate	Total
<b>Interest-earning assets:</b>						
Loans	\$ 286	\$ 397	\$ 683	\$ 298	\$ 440	\$ 738
Taxable debt securities	(19)	61	42	(32)	106	74
Non-taxable debt securities	86	60	146	65	36	101

Interest-bearing deposits with other banks	4	53	57	(7)	23	16
Federal Home Loan Bank stock	4	54	58	(4)	21	17
Total interest-earning assets	361	625	986	320	626	946
<b>Interest-bearing liabilities:</b>						
NOW and demand deposits	(2)	70	68	(7)	84	77
Money market deposits	—	358	358	7	533	540
Savings accounts	1	285	286	1	311	312
Time deposits	26	321	347	54	532	586
Total interest-bearing deposits	25	1,034	1,059	55	1,460	1,515
Borrowings	37	683	720	25	627	652
Other	—	20	20	—	2	2
Total interest-bearing liabilities	62	1,737	1,799	80	2,089	2,169
Change in net interest income	\$ 299	\$ (1,112)	\$ (813)	\$ 240	\$ (1,463)	\$ (1,223)

Comparison of Operating Results for the Six Nine Months Ended June 30, 2023 September 30, 2023 and June 30, 2022 September 30, 2022

**Net Income.** Net loss was \$76,000 \$987,000 for the six nine months ended June 30, 2023 September 30, 2023, compared to net income of \$572,000 \$1.0 million for the six nine months ended June 30, 2022 September 30, 2022, a decrease of \$648,000, \$2.0 million, or 113.3% 194.9%. The decrease was due primarily to a decrease in net interest and dividend income after provision (release) for credit losses of \$1.3 million \$2.7 million and an increase in non-interest expenses of \$336,000 \$727,000 offset by an increase in non-interest income of \$667,000 \$616,000 and a decrease in income tax expense of \$364,000 \$830,000 during the six nine months ended June 30, 2023 September 30, 2023 compared to the six nine months ended June 30, 2022 September 30, 2022.

**Interest and Dividend Income.** Total interest and dividend income increased \$1.7 million \$2.7 million, or 21.5% 21.9%, to \$9.6 million \$14.8 million for the six nine months ended June 30, 2023 September 30, 2023 compared to \$7.9 million \$12.1 million for the six nine months ended June 30, 2022 September 30, 2022. This increase was due to a \$657,000 \$865,000 increase in interest and dividend income on investments and a \$1.1 million \$1.8 million increase in interest and fees on loans. Interest and fees on loans for the six nine months ended June 30, 2023 September 30, 2023 and 2022 included \$-0- and \$226,000 \$233,000 of SBA fee and interest income earned on PPP loans, respectively.

Average interest-earning assets increased \$39.0 million \$36.8 million, to \$524.4 million \$528.5 million for the six nine months ended June 30, 2023 September 30, 2023 from \$485.4 million \$491.7 million for the six nine months ended June 30, 2022 September 30, 2022. The weighted average annualized yield on interest earning-assets increased to 3.67% 3.73% for the six nine months ended June 30, 2023 September 30, 2023 from 3.26% 3.29% for the six nine months ended June 30, 2022 September 30, 2022 primarily due to an increase in market interest rates. The weighted average annualized yield for the loan portfolio increased to 3.91% 3.96% for the six nine months ended June 30, 2023 September 30, 2023 from 3.64% for the six nine months ended June 30, 2022 September 30, 2022 due primarily to an increase in market interest rates. The weighted average annualized yield for all other interest-earning assets increased to 2.86% 2.92% for the six nine months ended June 30, 2023 September 30, 2023 from 1.94% 2.07% for the six nine months ended June 30, 2022 September 30, 2022 due primarily to an increase in market interest rates.

**Interest Expense.** Total interest expense increased \$3.1 million, or 782.6%, \$5.2 million to \$3.5 million \$6.0 million for the six nine months ended June 30, 2023 September 30, 2023 from \$391,000 \$818,000 for the six nine months ended June 30, 2022 September 30, 2022. Interest expense on deposits increased \$1.5 million, or 604.0%, \$3.1 million to \$1.8 million \$3.5 million for the six nine months ended June 30, 2023 September 30, 2023 from \$249,000 \$400,000 for the six nine months ended June 30, 2022 September 30, 2022. The average balance of interest-bearing deposits increased \$6.9 million \$15.3 million, or 2.3% 5.2%, to \$302.2 million \$312.0 million for the six nine months ended June 30, 2023 September 30, 2023 from \$295.3 million \$296.7 million for the six nine months ended June 30, 2022 September 30, 2022 primarily as a result of an increase in the average balance of money market, savings and time deposits offset by a decrease in the average balances of money market and NOW and demand deposits. The weighted average annualized rate of interest-bearing deposits increased to 1.16% 1.46% for the six nine months ended June 30, 2023 September 30, 2023 from 0.17% 0.18% for the six nine months ended June 30, 2022 September 30, 2022 primarily as a result of an increase in market interest rates and to respond to deposit pricing by competitors.

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Interest expense on borrowings increased \$1.5 million \$2.2 million to \$1.7 million \$2.6 million for the six nine months ended June 30, 2023 September 30, 2023 from \$142,000 \$418,000 for the six nine months ended June 30, 2022 September 30, 2022 primarily due to an increase in the average balance of borrowings and an increase in market interest rates. The average balance of borrowings increased \$32.3 million \$22.6 million, or 68.8% 40.9%, to \$79.2 million \$78.0 million for the six nine months ended June 30, 2023 September 30, 2023 from \$46.9 million \$55.4 million for the six nine months ended June 30, 2022 September 30, 2022. The weighted average annualized rate of borrowings increased to 4.20% 4.43% for the six nine months ended June 30, 2023 September 30, 2023 from 0.61% 1.01% for the six nine months ended June 30, 2022 September 30, 2022 due to an increase in market interest rates.

**Net Interest and Dividend Income.** Net interest and dividend income decreased \$1.4 million \$2.6 million, or 18.0% 22.8%, to \$6.2 million \$8.7 million for the six nine months ended June 30, 2023 September 30, 2023 from \$7.5 million \$11.3 million for the six nine months ended June 30, 2022 September 30, 2022. This decrease was due to an increase of \$39.2 million \$38.0 million, or 11.4% 10.8%, in the average balance of interest-bearing liabilities, consisting

primarily of an increase in the average balance of borrowings and time deposits, during the **six nine** months ended **June 30, 2023** **September 30, 2023** offset by a **\$39.0 million** **\$36.8 million**, or **8.0%** **7.5%**, increase in the average balance of interest-earning assets, consisting primarily of increases in the average balances of loans and non-taxable debt securities. Annualized net interest margin decreased to **2.36%** **2.21%** for the **six nine** months ended **June 30, 2023** **September 30, 2023** from **3.10%** **3.07%** for the **six nine** months ended **June 30, 2022** **September 30, 2022** due primarily to an increase in the average rate of borrowings and interest-bearing deposits offset by an increase in the average yield on interest-earning assets.

**Provision for Credit Losses.** Based on management's analysis of the ACL, a **\$50,000** **\$170,000** provision for credit losses expense was recorded for the **six nine** months ended **June 30, 2023** **September 30, 2023**, compared to a **\$60,000** **\$0**- provision for **loan** **credit** losses expense for the **six nine** months ended **June 30, 2022** **September 30, 2022**. The provision for credit losses expense for the **six nine** months ended **June 30, 2023** **September 30, 2023** consisted of a **\$35,000** **\$65,000** provision for credit losses on loans and a **\$15,000** **\$105,000** provision for credit losses on off-balance sheet credit exposures.

**Non-Interest Income.** Non-interest income increased **\$667,000**, **\$616,000**, or **79.4%** **51.1%**, to **\$1.5 million** **\$1.8 million** for the **six nine** months ended **June 30, 2023** **September 30, 2023** compared to **\$840,000** **\$1.2 million** for the **six nine** months ended **June 30, 2022** **September 30, 2022**. The increase in non-interest income during the **six nine** months ended **June 30, 2023** **September 30, 2023** was due primarily to an **\$849,000** gain on termination of interest rate swaps offset by a **\$52,000** decrease in securities gains, net, a **\$57,000** **\$91,000** decrease in customer service fees, a **\$32,000** decrease in investment service fees and a **\$51,000** **\$69,000** decrease in loan servicing fee income.

**Non-Interest Expense.** Non-interest expense increased **\$336,000**, **\$727,000**, or **4.4%** **6.4%**, to **\$8.0 million** **\$12.1 million** for the **six nine** months ended **June 30, 2023** **September 30, 2023** from **\$7.6 million** **\$11.3 million** for the **six nine** months ended **June 30, 2022** **September 30, 2022**. The increase was primarily due to a **\$165,000**, **\$423,000**, or **3.5%** **6.1%**, increase in salaries and employee benefits, a **\$58,000**, **\$85,000**, or **78.4%** **78.0%**, increase in deposit insurance fees, a **\$64,000**, **\$139,000**, or **8.8%** **13.2%**, increase in data processing, a **\$55,000**, **\$92,000**, or **36.9%** **32.2%**, increase in marketing, and a **\$51,000**, **\$30,000**, or **37.2%** **5.4%**, increase in director compensation. occupancy expense, offset by a **\$54,000**, or **6.9%**, decrease in professional fees and assessments. The increase in salaries and employee benefits during the **six nine** months ended **June 30, 2023** **September 30, 2023**, was due primarily to normal salary increases.

**Income Taxes.** Income tax expense decreased **\$364,000**, or **293.6%**, **\$830,000** to a benefit of **\$240,000** **\$667,000** for the **six nine** months ended **June 30, 2023** **September 30, 2023** from an expense of **\$124,000** **\$163,000** for the **six nine** months ended **June 30, 2022** **September 30, 2022**. The effective tax rate was **(75.9)** **(40.3)%** and **17.8%** **13.5%** for the **six nine** months ended **June 30, 2023** **September 30, 2023** and 2022, respectively. The decrease in income tax expense and the effective tax rate for the **six nine** months ended **June 30, 2023** **September 30, 2023** as compared to the **six nine** months ended **June 30, 2022** **September 30, 2022** was due primarily to a **\$1.0 million** **\$2.9 million** decrease in income before income tax (benefit) expense and an increase in the amount of non-taxable income as a percentage of income before income tax (benefit) expense for the **six nine** months ended **June 30, 2023** **September 30, 2023** as compared to the **six nine** months ended **June 30, 2022** **September 30, 2022**.

## Average Balance Sheets

The following table sets forth average balance sheets, average yields and costs and certain other information at and for the periods indicated. No tax-equivalent yield adjustments have been made, as the effects would be immaterial. All average balances are daily average balances. Non-accrual loans are included in the computation of average balances only. The yields set forth below include the effect of net deferred fee (expense) income, discounts and premiums that are amortized or accreted to interest income or interest expense. Average loan balances exclude loans held for sale, if applicable. The following table includes no out-of-period items or adjustments.

<b>(Dollars in thousands)</b> <b>Interest-earning assets:</b>	For the Six Months Ended June 30,						For the Nine Months Ended September 30,					
	2023			2022			2023			2022		
	Aver	age	Aver	Outst	Ave	Outst	Aver	Outs	Ave	Outs	Aver	
	andin	rage	andin	andin	g	age	tandi	e	tandi	age		
	g	Yiel	g	g	Yield	Yield	ng	Yiel	ng	Yield		
	Bala	Inter	d/R	Bala	Intere	/Rat	Bala	Inter	d/R	Bala	Inter	/Rat
	nce	est	ate	nce	st	e	nce	est	ate	nce	est	e
	_____	_____	_____	_____	_____	_____	_____	_____	_____	_____	_____	_____
Loans (4)												
	40	7,		37			41	2,		38		
	6,	9	3.	8,			0,	2	3.	1,	10	
	05	3	9	34	6,8	3.	90	1	9	46	,4	3.
	\$ 6	\$ 4	1%	\$ 7	\$ 84	64%	\$ 2	\$ 5	6%	\$ 6	\$ 27	64%
Taxable debt securities	49	5	2.	51			49	9	2.	52		
	,7	8	3	,3	43	1.	,6	2	4	,9	70	1.
	89	3	4%	64	6	70%	84	8	9%	15	6	78%
Non-taxable debt securities	58	8	2.	47			58	3	2.	48		
	,4	6	9	,0	55	2.	,6	0	9	,2	90	2.
	65	2	5%	64	8	37%	77	5	7%	98	0	48%

Interest-bearing deposits with other banks	6,922	19	3.4%	6,399	0.21	66%	6,330	19	3.5%	6,535	0.46	93%
Federal Home Loan Bank stock	3,100	13	8.2%	2,229	2.23	06%	2,934	18	8.4%	2,483	3.60	22%
<b>Total interest-earning assets</b>	<b>52,402</b>	<b>9,629</b>	<b>3.57%</b>	<b>48,403</b>	<b>7,922</b>	<b>26%</b>	<b>52,977</b>	<b>4,22</b>	<b>3.3%</b>	<b>49,697</b>	<b>39,339</b>	<b>29%</b>
Non-interest-earning assets	17,428	1,1		14,1			17,9			14,9		
<b>Total assets</b>	<b>54,183</b>	<b>9,83</b>	<b></b>	<b>49,53</b>	<b></b>	<b></b>	<b>54,466</b>	<b></b>	<b></b>	<b>50,64</b>	<b></b>	<b></b>
<b>Interest-bearing liabilities:</b>												
NOW and demand deposits	10,476	1,4	0.2%	10,58	0.58	0.09%	10,99	2,6	0.3%	11,97	1,75	0.09%
Money market deposits	63,64	5,5	1.7%	68,28	3,38	11%	69,02	1,2	1.6%	67,07	86	17%
Savings deposits	64,587	3,5	1.0%	60,486	13,13	0.04%	65,774	6,7	1.3%	61,521	21	0.05%

Time							1,					
deposits	69	6	2.	56			73	3	2.	55		
	,0	9	0	,8	14	0.	,9	5	4	,8	21	0.
	43	9	2%	56	9	52%	73	4	4%	13	8	52%
Total	30	1,		29			31	3,		29		
interest-bearing deposits	2,	7	1.	5,			2,	4	1.	6,		
	16	5	1	25	24	0.	04	1	4	70	40	0.
	0	3	6%	3	9	17%	3	8	6%	8	0	18%
Borrowings		1,						2,				
	79	6	4.	46			78	5	4.	55		
	,2	6	2	,9	14	0.	,0	9	4	,4	41	1.
	18	5	0%	28	2	61%	43	3	3%	04	8	01%
Other	1,		3.	1,			1,		2.	1,		
	82	3	6	80			79	3	6	74		
	7	3	1%	0	—	—	8	6	7%	7	—	—
Total	38	3,		34			39	6,		35		
interest-bearing liabilities	3,	4	1.	3,			1,	0	2.	3,		
	20	5	8	98	39	0.	88	4	0	85	81	0.
	5	1	0%	1	1	23%	4	7	6%	9	8	31%
Non-interest-bearing deposits	83			95			78			93		
	,3			,1			,9			,6		
	95			27			25			17		
Other non-interest-bearing liabilities	3,			3,			4,			3,		
	80			69			07			80		
	2			4			3			7		
Total	47			44			47			45		
liabilities	0,			2,			4,			1,		
	40			80			88			28		
	2			2			2			3		
Total	71			56			71			55		
stockholders' equity	,4			,7			,5			,3		
	28			37			80			60		

Total				
liabilities	54	49	54	50
and	1,	9,	6,	6,
stockholde	83	53	46	64
rs' equity	\$ 0	\$ 9	\$ 2	\$ 3
	<u>      </u>	<u>      </u>	<u>      </u>	<u>      </u>
Net interest	6,		8,	
income	1		7	11
	7	7.5	4	,3
	\$ 8	\$ 31	\$ 5	\$ 21
	<u>      </u>	<u>      </u>	<u>      </u>	<u>      </u>
Net interest	1.		1.	
rate spread	8	3.	6	2.
(1)	7 %	03 %	7 %	98 %
Net interest-earning assets (2)	14 1, 19	14 1, 42	13 6, 64	13 7, 83
	\$ 7	\$ 2	\$ 3	\$ 8
	<u>      </u>	<u>      </u>	<u>      </u>	<u>      </u>
Net interest margin (3)	2.	3.	2.	3.
	3	10 %	2	07 %
6 %			1 %	
Average interest-earning assets to interest-bearing liabilities	13 6. 85 %	14 1. 11 %	13 4. 87 %	13 8. 95 %

(1) Net interest rate spread represents the difference between the weighted average yield on interest-earning assets and the weighted average rate of interest-bearing liabilities.

(2) Net interest-earning assets represent total interest-earning assets less total interest-bearing liabilities.

(3) Net interest margin represents net interest income divided by average total interest-earning assets.

(4) Net deferred fee (expense) income expense included in loan interest totaled \$(173,000) \$276,000 and \$47,000 \$71,000 for the six nine months ended June 30, 2023 September 30, 2023 and 2022, respectively.

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## Rate/Volume Analysis

The following table presents the effects of changing rates and volumes on our net interest income for the periods indicated. The rate column shows the effects attributable to changes in rate (changes in rate multiplied by prior volume). The volume column shows the effects attributable to changes in volume (changes in volume multiplied by prior rate). The total column represents the sum of the prior columns. For purposes of this table, changes attributable to both rate and volume, which cannot be segregated, have been allocated proportionately based on the changes due to rate and the changes due to volume.

<i>(In thousands)</i>	Six Months Ended June 30, 2023 vs. 2022						Nine Months Ended September 30, 2023 vs. 2022					
				Total						Total		
	Increase (Decrease) Due to			Increase			Increase (Decrease) Due to			Increase		
	Volume	Rate		(Decrease)			Volume	Rate		(Decrease)		
<b>Interest-earning assets:</b>												
Loans	\$ 523	\$ 527		\$ 1,050			\$ 838	\$ 950		\$ 1,788		
Taxable debt securities	(14)	161		147			(45)	267		222		
Non-taxable debt securities	152	152		304			212	193		405		
Interest-bearing deposits with other banks	2	96		98			(1)	114		113		
Federal Home Loan Bank stock	13	95		108			13	112		125		
<b>Total interest-earning assets</b>	<b>676</b>	<b>1,031</b>		<b>1,707</b>			<b>1,017</b>	<b>1,636</b>		<b>2,653</b>		
<b>Interest-bearing liabilities:</b>												
NOW and demand deposits	(2)	101		99			(7)	200		193		
Money market deposits	(3)	517		514			2	1,034		1,036		
Savings deposits	1	340		341			2	651		653		
Time deposits	38	512		550			92	1,044		1,136		
<b>Total interest-bearing deposits</b>	<b>34</b>	<b>1,470</b>		<b>1,504</b>			<b>89</b>	<b>2,929</b>		<b>3,018</b>		
Borrowings	158	1,365		1,523			234	1,941		2,175		
Other	—	33		33			—	36		36		

Total interest-bearing liabilities	192	2,868	3,060	323	4,906	5,229
Change in net interest income	\$ 484	\$ (1,837)	\$ (1,353)	\$ 694	\$ (3,270)	\$ (2,576)

## Liquidity and Capital Resources

Liquidity describes our ability to meet the financial obligations that arise in the ordinary course of business. Liquidity is primarily needed to meet the borrowing and deposit withdrawal requirements of our customers and to fund current and planned expenditures. As of **June 30, 2023** **September 30, 2023** and December 31, 2022, the aggregate amount of uninsured total deposit balances, which is the portion exceeding the \$250,000 FDIC insurance limit, had an estimated value not exceeding **\$96.5 million** **\$106.3 million**, or **24.8%** **25.8%** of total deposits, and \$82.0 million, or 21.4% of total deposits, respectively. Our primary sources of funds are deposits, principal and interest payments on loans and securities, proceeds from the sale of loans and proceeds from sales and maturities of securities. We also rely on borrowings from the FHLB as supplemental sources of funds. At **June 30, 2023** **September 30, 2023** and December 31, 2022, we had **\$85.6 million** **\$44.9 million** and \$99.4 million outstanding in advances from the FHLB, respectively, and the ability to borrow an additional **\$60.0 million** **\$99.2 million** and \$36.5 million, respectively. Additionally, at **June 30, 2023** **September 30, 2023** and December 31, 2022, we had an overnight line of credit with the FHLB for up to \$3.0 million and unsecured Fed Funds borrowing lines of credit with two correspondent banks for up to \$5.0 million. At **June 30, 2023** **September 30, 2023** and December 31, 2022, there were no outstanding balances under any of these additional credit facilities.

The Bank has established two secured credit facilities with the FRB – Bank Term Funding Program (“BTFP”) and Borrower-In-Custody of Collateral Program (“BIC”). At **June 30, 2023** **September 30, 2023**, the Bank’s **remaining** borrowing capacity is **\$33.4 million** **\$7.3 million** under the BTFP and is based upon eligible collateral, principally government-sponsored enterprise obligations, mortgage-backed securities and collateralized mortgage obligations issued by various U.S. Government agencies, owned as of March 12, 2023. The interest rate for term advances under the BTFP will be the one-year overnight index swap rate plus 10 basis points and fixed for the term of the advance – up to one year - on the day the advance is made. Advances can be requested under the BTFP until at least March 11, 2024. At **June 30, 2023** **September 30, 2023**, the Bank’s borrowing capacity is **\$61.1 million** **\$55.5 million** under the BIC and is based upon eligible collateral - principally general obligation municipal bonds. The entire balance of **these** **this** credit **facilities** **facility** was available at **June 30, 2023** **September 30, 2023**.

While maturities and scheduled amortization of loans and securities are predictable sources of funds, deposit flows and loan prepayments are greatly influenced by market interest rates, economic conditions and competition. Our most liquid assets are cash and cash equivalents and available-for-sale investment securities. The levels of these assets are dependent on our operating, financing, lending and investing activities during any given period.

Our cash flows are comprised of three primary classifications: cash flows from operating activities, investing activities and financing activities. Net cash (used) provided by operating activities was **\$(724,000)** **\$417,000** and **\$2.9 million** **\$1.8 million** for the **six nine** months ended **June 30, 2023** **September 30, 2023** and 2022, respectively. Net cash used by investing activities, which consists primarily of disbursements for loan originations and purchases, and the purchase of securities available-for-sale, offset by proceeds from the unwinding of interest rate swaps, principal collections on loans and proceeds from the sale, maturity and principal payments on securities available-for-sale, was **\$17.1 million** **\$25.5 million** and **\$34.4 million** **\$49.4 million** for the **six nine** months ended **June 30, 2023** **September 30, 2023** and 2022, respectively. Net cash provided by financing activities, consisting primarily of proceeds from the sale of common stock, activity in deposit accounts and FHLB and FRB advances, was **\$16.2 million** **\$24.8 million** and **\$28.9 million** **\$47.7 million** for the **six nine** months ended **June 30, 2023** **September 30, 2023** and 2022, respectively.

We are committed to maintaining a strong liquidity position. We monitor our liquidity position daily. We anticipate that we will have sufficient funds to meet our current funding commitments. We have no material commitments for capital expenditures as of **June 30, 2023** **September 30, 2023**. Our current strategy is to increase core deposits and utilize FHLB and FRB advances, as well as brokered deposits, to fund loan growth.

First Seacoast Bancorp, Inc. is a separate legal entity from First Seacoast Bank and must provide for its own liquidity to pay its operating expenses and other financial obligations and to fund repurchases of shares of common stock. The Company's primary source of income is dividends received from the Bank. The amount of dividends that the Bank may declare and pay to the Company is governed by applicable bank regulations. At **June 30, 2023** **September 30, 2023**, the Company (on an unconsolidated basis) had liquid assets of \$20.0 million.

At **June 30, 2023** **September 30, 2023**, First Seacoast Bank exceeded all its regulatory capital requirements. See Note 12 of the unaudited consolidated financial statements appearing under Item 1 of this quarterly report. Management is not aware of any conditions or events that would change First Seacoast Bank's categorization as well-capitalized.

### **Item 3. Quantitative and Qualitative Disclosures About Market Risk**

**General.** Most of our assets and liabilities are monetary in nature. Consequently, our most significant form of market risk is interest rate risk. Our assets, consisting primarily of loans, have longer maturities than our liabilities, consisting primarily of deposits. As a result, a principal part of our business strategy is to manage our exposure to changes in market interest rates. Accordingly, the board of directors established a management-level Asset/Liability Management Committee (the "ALCO"), which takes responsibility for overseeing the asset/liability management process and related procedures. The ALCO meets on at least a quarterly basis and reviews asset/liability strategies, liquidity positions, alternative funding sources, interest rate risk measurement reports, capital levels and economic trends at both national and local levels. Our interest rate risk position is also monitored quarterly by the board of directors.

We manage our interest rate risk in an effort to minimize the exposure of our earnings and capital to changes in market interest rates. We have implemented the following strategies to manage our interest rate risk: originating loans with adjustable interest rates; promoting core deposit products; selling a portion of fixed-rate one- to four-family residential real estate loans; maintaining investments as available-for-sale; diversifying our loan portfolio; utilizing interest rate swaps; and

strengthening our capital position. By following these strategies, we believe that we are better positioned to react to changes in market interest rates.

**Net Portfolio Value Simulation.** We analyze our sensitivity to changes in interest rates through a net portfolio value of equity ("NPV") model. NPV represents the present value of the expected cash flows from our assets less the present value of the expected cash flows arising from our liabilities adjusted for the value of off-balance sheet contracts. The NPV ratio represents the dollar amount of our NPV divided by the present value of our total assets for a given interest rate scenario. NPV attempts to quantify our economic value using a discounted cash flow methodology, while the NPV ratio reflects that value as a form of capital ratio. We estimate what our NPV would be at a specific date. We then calculate what the NPV would be at the same date throughout a series of interest rate scenarios representing immediate and permanent, parallel shifts in the yield curve. We currently calculate NPV under the assumptions that interest rates increase 100, 200, 300 and 400 basis points from current market rates and that interest rates decrease 100, 200, 300 and 400 basis points from current market rates.

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The following table presents the estimated changes in our net portfolio value that would result from changes in market interest rates as of **June 30, 2023** **September 30, 2023** and December 31, 2022:

As of **June 30, 2023** **September 30, 2023**:

Basis Point ("bp") Change in Interest Rates	NPV as Percent of Portfolio Value of Net Portfolio Value ("NPV")					NPV as Percent of Portfolio Value of Net Portfolio Value ("NPV")				
	Assets			Assets		Assets			Assets	
	Dollar Amou nt	Dollar Chang e	Dollar Chan ge	NPV Rati o	NPV Chang e	Dollar Amou nt	Dollar Chang e	Dollar Chan ge	NPV Rati o	NPV Chang e
<i>(Dollars in thousands)</i>										
400 bp	51,	(35		1		46,	(33		1	
	35	,15	(40	1.	(50	54	,88	(42	0.	(5
	\$ 4	\$ 9)	.6)%	8 %	\$ 7)	\$ 3	\$ 1)	.1)%	7 %	\$ 06)
	59,	(26		1		54,	(26		1	
300 bp	75	,75	(30	3.	(36	34	,08	(32	2.	(3
	5	8)	.9)	2	7)	4	0)	.4)	1	73)
	68,	(18		1		62,	(17		1	
	48	,02	(20	4.	(23	57	,85	(22	3.	(2
200 bp	9	4)	.8)	5	5)	0	4)	.2)	3	45)

	78,	(8,	1		72,	(8,	1	
	11	39	(9.	5.	(10	08	33	(10
100 bp	7	6)	7)	9	0)	7	7)	.4)
	86,		1		80,		1	
	51		6.		42		5.	
0	3	—	—	9	—	4	—	—
	93,		1		88,		1	
	47	6,9		7.		23	7,8	6.
(100) bp	0	57	8.0	5	65	1	07	9.7
	98,	11,	1		94,	13,	1	
	24	73	13.	7.		26	83	17.
(200) bp	6	3	6	8	88	2	8	2
	99,	13,	1		97,	17,	1	
	74	23	15.	7.		63	20	21.
(300) bp	3	0	3	4	56	0	6	4
	95,		1		98,	17,	1	
	83	9,3	10.	6.		18	75	22.
(400) bp	4	21	8	3	(57)	3	9	1
								88

As of December 31, 2022:

Basis Point ("bp") Change in Interest Rates	Net Portfolio Value ("NPV")			Assets	
	Dollar Amount	Dollar Change	Percent Change	NPV Ratio	Change
	(Dollars in thousands)				
400 bp	\$ 64,978	\$ (31,915)	(32.9)%	15.3%	\$ (401)
300 bp	72,904	(23,989)	(24.8)	16.4	(284)
200 bp	80,715	(16,178)	(16.7)	17.5	(180)
100 bp	89,144	(7,749)	(8.0)	18.5	(78)
0	96,893	—	—	19.3	—
(100) bp	102,856	5,963	6.2	19.6	37
(200) bp	106,776	9,883	10.2	19.6	35
(300) bp	107,095	10,202	10.5	19.0	(29)
(400) bp	99,984	3,091	3.2	17.3	(199)

Certain shortcomings are inherent in the methodologies used in the above interest rate risk measurements. Modeling changes require making certain assumptions that may or may not reflect the way actual yields and costs respond to

changes in market interest rates. The above table assumes that the composition of our interest-sensitive assets and liabilities existing at the date indicated remains constant uniformly across the yield curve regardless of the duration or repricing of specific assets and liabilities. Accordingly, although the table provides an indication of our interest rate risk exposure at a particular point in time, such measurements are not intended to and do not provide a precise forecast of the effect of changes in market interest rates on our NPV and will differ from actual results.

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**Economic Value of Equity.** Like most financial institutions, our profitability depends to a large extent upon our net interest income, which is the difference between our interest income on interest-earning assets, such as loans and securities, and our interest expense on interest-bearing liabilities adjusted for the value of off-balance sheet contracts, such as deposits and borrowed funds. Accordingly, our results of operations depend largely on movements in market interest rates and our ability to manage our interest-rate sensitive assets and liabilities in response to these movements. Factors such as inflation, and instability in financial markets, among other factors beyond our control, may affect interest rates.

In a rising interest rate environment, we would expect that the rates on our deposits and borrowings would reprice upwards faster than the rates on our long-term loans and investments, which would be expected to compress our interest rate spread and have a negative effect on our profitability. Furthermore, increases in interest rates may adversely affect the ability of our borrowers to make loan repayments on adjustable-rate loans, as the interest owed on such loans would increase as interest rates increase. Conversely, decreases in interest rates can result in increased prepayments of loans and mortgage-related securities, as borrowers refinance to reduce their borrowing costs. Under these circumstances, we are subject to reinvestment risk as we may have to redeploy such loan or securities proceeds into lower-yielding assets, which might also negatively impact our income. If interest rates rise, we expect that our economic value of equity would decrease. Economic value of equity represents the present value of the expected cash flows from our assets less the present value of the expected cash flows arising from our liabilities. The Company's economic value of equity analysis as of **June 30, 2023** **September 30, 2023** estimated that, in the event of an instantaneous 200 basis point increase in interest rates, the Company would experience a **20.8%** **22.2%** decrease in economic value of equity which was **slightly** above the Board approved limit of 20.0%. At the same date, our analysis estimated that, in the event of an instantaneous 200 basis point decrease in interest rates, the Company would experience a **13.6%** **17.2%** increase in the economic value of equity which was within Board approved limits.

Any substantial, unexpected, prolonged change in market interest rates could have a material adverse effect on our financial condition, liquidity and results of operations. Changes in the level of interest rates also may negatively affect our ability to originate real estate loans, the value of our assets and our ability to realize gains from the sale of our assets, all of which ultimately affect our earnings. Also, our interest rate risk modeling techniques and assumptions likely may not fully predict or capture the impact of actual interest rate changes on our balance sheet or projected operating results.

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#### Item 4. Controls and Procedures

*Conclusion Regarding the Effectiveness of Disclosure Controls and Procedures.* As of **June 30, 2023** **September 30, 2023**, the Company conducted an evaluation, under the supervision and with the participation of the Company's management, including its Chief Executive Officer and its Chief Financial Officer, of the effectiveness of the Company's disclosure controls and procedures (as defined in Rules 13a-15(e) or 15d-15(e) of the Securities Exchange Act of 1934). Based on this evaluation, the Company's Chief Executive Officer and Chief Financial Officer concluded that the Company's disclosure controls and procedures were effective as of **June 30, 2023** **September 30, 2023** for recording, processing, summarizing and reporting the information the Company is required to disclose in the reports it files under the Securities Exchange Act of 1934, within the time periods specified in SEC rules and forms.

The effectiveness of a system of disclosure controls and procedures is subject to various inherent limitations, including cost limitations, judgments used in decision making, assumptions about the likelihood of future events, the soundness of our systems, the possibility of human error and the risk of fraud. Moreover, projections of any evaluation of effectiveness to future periods are subject to the risk that controls may become inadequate because of changes in conditions and the risk that the degree of compliance with policies or procedures may deteriorate over time. Due to such inherent limitations, there can be no assurance that any system of disclosure controls and procedures will be successful in preventing all errors or fraud or in making all material information known in a timely manner to the appropriate levels of management.

*Changes in Internal Controls over Financial Reporting.* During the quarter ended **June 30, 2023** **September 30, 2023**, there were no changes in the Company's internal control over financial reporting that have materially affected, or are reasonably likely to materially affect, the Company's internal control over financial reporting.

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## PART II – OTHER INFORMATION

#### Item 1. Legal Proceedings

Periodically, we are involved in claims and lawsuits, such as claims to enforce liens, condemnation proceedings on properties in which we hold security interests, claims involving the making and servicing of real property loans and other issues incident to our business. At **June 30, 2023** **September 30, 2023**, we were not a party to any pending legal proceedings that we believe would have a material adverse effect on our financial condition, results of operations or cash flows.

#### Item 1A. Risk Factors

Not applicable, as First Seacoast Bancorp, Inc. is a "smaller reporting company."

#### Item 2. Unregistered Sales of Equity Securities and Use of Proceeds

There were no stock repurchases or sales of unregistered securities during the quarter ended **June 30, 2023** **September 30, 2023**.

#### **Item 3. Defaults Upon Senior Securities**

None.

#### **Item 4. Mine Safety Disclosures**

Not applicable.

#### **Item 5. Other Information**

None.

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#### **Item 6. Exhibits**

Exhibit	Number	Description
31.1	<a href="#">Certification of Chief Executive Officer Pursuant to Section 302 of the Sarbanes-Oxley Act of 2002</a>	
31.2	<a href="#">Certification of Chief Financial Officer Pursuant to Section 302 of the Sarbanes-Oxley Act of 2002</a>	
32.1	<a href="#">Certification of Chief Executive Officer Pursuant to Section 906 of the Sarbanes-Oxley Act of 2002</a>	
32.2	<a href="#">Certification of Chief Financial Officer Pursuant to Section 906 of the Sarbanes-Oxley Act of 2002</a>	
101	The following materials for the quarter ended <b>June 30, 2023</b> <b>September 30, 2023</b> , formatted in Inline XBRL (Extensible Business Reporting Language): (i) Consolidated Balance Sheets, (ii) Consolidated Statements of (Loss) Income, (iii) Consolidated Statements of Comprehensive Loss, (iv) Consolidated Statements of Changes in Stockholders' Equity, (v) Consolidated Statements of Cash Flows, and (vi) Notes to Consolidated Financial Statements	
104	Cover Page Interactive Data Files (embedded within Inline XBRL document)	

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## SIGNATURES

Pursuant to the requirements of the Securities Exchange Act of 1934, the Registrant has duly caused this report to be signed on its behalf by the undersigned thereunto duly authorized.

### FIRST SEACOAST BANCORP, INC.

Date: **August 11, 2023** **November 9, 2023**

**/s/ James R. Brannen**

James R. Brannen

President and Chief Executive Officer

Date: **August 11, 2023** **November 9, 2023**

**/s/ Richard M. Donovan**

Richard M. Donovan

Senior Vice President and Chief Financial Officer

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### Exhibit 31.1

#### Certification of Chief Executive Officer

#### Pursuant to Section 302 of the Sarbanes-Oxley Act of 2002

I, James R. Brannen, certify that:

1. I have reviewed this Quarterly Report on Form 10-Q of First Seacoast Bancorp, Inc.;
2. Based on my knowledge, this report does not contain any untrue statement of a material fact or omit to state a material fact necessary to make the statements made, in light of the circumstances under which such statements were made, not misleading with respect to the period covered by this report;
3. Based on my knowledge, the financial statements, and other financial information included in this report, fairly present in all material respects the financial condition, results of operations and cash flows of the registrant as of, and for, the periods presented in this report;
4. The registrant's other certifying officer(s) and I are responsible for establishing and maintaining disclosure controls and procedures (as defined in Exchange Act Rules 13a-15(e) and 15d-15(e)) and internal control over financial reporting (as defined in Exchange Act Rules 13a-15(f) and 15d-15(f)) for the registrant and have:

- a) Designed such disclosure controls and procedures, or caused such disclosure controls and procedures to be designed under our supervision, to ensure that material information relating to the registrant, including its consolidated subsidiaries, is made known to us by others within those entities, particularly during the period in which this report is being prepared;
- b) Designed such internal control over financial reporting, or caused such internal control over financial reporting to be designed under our supervision, to provide reasonable assurance regarding the reliability of financial reporting and the preparation of financial statements for external purposes in accordance with generally accepted accounting principles;
- c) Evaluated the effectiveness of the registrant's disclosure controls and procedures and presented in this report our conclusions about the effectiveness of the disclosure controls and procedures, as of the end of the period covered by this report based on such evaluation; and
- d) Disclosed in this report any change in the registrant's internal control over financial reporting that occurred during the registrant's most recent fiscal quarter (the registrant's fourth fiscal quarter in the case of an annual report) that has materially affected, or is reasonably likely to materially affect, the registrant's internal control over financial reporting; and

5. The registrant's other certifying officer(s) and I have disclosed, based on our most recent evaluation of internal control over financial reporting, to the registrant's auditors and the audit committee of the registrant's board of directors:

- a) All significant deficiencies and material weaknesses in the design or operation of internal control over financial reporting which are reasonably likely to adversely affect the registrant's ability to record, process, summarize and report financial information; and
- b) Any fraud, whether or not material, that involves management or other employees who have a significant role in the registrant's internal control over financial reporting.

Date: **August 11, 2023** **November 9, 2023**

**/s/ James R. Brannen**

James R. Brannen

President and Chief Executive Officer

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**Exhibit 31.2**

**Certification of Chief Financial Officer**  
**Pursuant to Section 302 of the Sarbanes-Oxley Act of 2002**

I, Richard M. Donovan, certify that:

1. I have reviewed this Quarterly Report on Form 10-Q of First Seacoast Bancorp, Inc.;
2. Based on my knowledge, this report does not contain any untrue statement of a material fact or omit to state a material fact necessary to make the statements made, in light of the circumstances under which such statements were made, not misleading with respect to the period covered by this report;
3. Based on my knowledge, the financial statements, and other financial information included in this report, fairly present in all material respects the financial condition, results of operations and cash flows of the registrant as of, and for, the periods presented in this report;
4. The registrant's other certifying officer(s) and I are responsible for establishing and maintaining disclosure controls and procedures (as defined in Exchange Act Rules 13a-15(e) and 15d-15(e)) and internal control over financial reporting (as defined in Exchange Act Rules 13a-15(f) and 15d-15(f)) for the registrant and have:
  - a) Designed such disclosure controls and procedures, or caused such disclosure controls and procedures to be designed under our supervision, to ensure that material information relating to the registrant, including its consolidated subsidiaries, is made known to us by others within those entities, particularly during the period in which this report is being prepared;
  - b) Designed such internal control over financial reporting, or caused such internal control over financial reporting to be designed under our supervision, to provide reasonable assurance regarding the reliability of financial reporting and the preparation of financial statements for external purposes in accordance with generally accepted accounting principles;
  - c) Evaluated the effectiveness of the registrant's disclosure controls and procedures and presented in this report our conclusions about the effectiveness of the disclosure controls and procedures, as of the end of the period covered by this report based on such evaluation; and
  - d) Disclosed in this report any change in the registrant's internal control over financial reporting that occurred during the registrant's most recent fiscal quarter (the registrant's fourth fiscal quarter in the case of an annual report) that has materially affected, or is reasonably likely to materially affect, the registrant's internal control over financial reporting; and
5. The registrant's other certifying officer(s) and I have disclosed, based on our most recent evaluation of internal control over financial reporting, to the registrant's auditors and the audit committee of the registrant's board of directors:
  - a) All significant deficiencies and material weaknesses in the design or operation of internal control over financial reporting which are reasonably likely to adversely affect the registrant's ability to record, process, summarize and report financial information; and
  - b) Any fraud, whether or not material, that involves management or other employees who have a significant role in the registrant's internal control over financial reporting.

Date: August 11, 2023 November 9, 2023

/s/ Richard M. Donovan

Richard M. Donovan

Senior Vice President and Chief Financial Officer

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**Exhibit 32.1**

**Certification of Chief Executive Officer  
Pursuant to Section 906 of the Sarbanes-Oxley Act of 2002**

I, James R. Brannen, President and Chief Executive Officer of First Seacoast Bancorp, Inc. (the "Company"), hereby certify in my capacity as an executive officer of the Company that I have reviewed the Quarterly Report on Form 10-Q for the quarter ended **June 30, 2023** **September 30, 2023** (the "Report") and that, to the best of my knowledge:

1. The Report fully complies with the requirements of Sections 13(a) or 15(d) of the Securities Exchange Act of 1934 and
2. The information contained in the Report fairly presents, in all material respects, the financial condition and results of operations of the Company.

Date: **August 11, 2023** **November 9, 2023**

*/s/* James R. Brannen

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James R. Brannen

President and Chief Executive Officer

A signed original of this written statement required by Section 906 has been provided to the Company and will be retained by the Company and furnished to the Securities and Exchange Commission or its staff upon request.

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**Exhibit 32.2**

**Certification of Chief Financial Officer  
Pursuant to Section 906 of the Sarbanes-Oxley Act of 2002**

I, Richard M. Donovan, Senior Vice President and Chief Financial Officer of First Seacoast Bancorp, Inc. (the "Company"), hereby certify in my capacity as an executive officer of the Company that I have reviewed the Quarterly Report on Form 10-Q for the quarter ended **June 30, 2023** **September 30, 2023** (the "Report") and that, to the best of my knowledge:

1. The Report fully complies with the requirements of Sections 13(a) or 15(d) of the Securities Exchange Act of 1934

and

2. The information contained in the Report fairly presents, in all material respects, the financial condition and results of operations of the Company.

Date: **August 11, 2023** **November 9, 2023**

**/s/ Richard M. Donovan**

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Richard M. Donovan

Senior Vice President and Chief Financial Officer

A signed original of this written statement required by Section 906 has been provided to the Company and will be retained by the Company and furnished to the Securities and Exchange Commission or its staff upon request.

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