2022
Annual **Report**

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# First South is how you grow.

First South
*Farm Credit*

# FIRST SOUTH FARM CREDIT, ACA
# *2022 ANNUAL REPORT*

## Contents



## Management

Gines Pérez, III .......... President & Chief Executive Officer
Sarah F. Lutz .......... Senior Vice President/Chief Financial Officer/Treasurer
William F. Loftis, Jr. .......... Senior Vice President/Chief Lending Officer
Cyrus W. Harper, III .......... Senior Vice President/Chief Credit Officer
Rodney P. Brantley .......... Senior Vice President, Lending
Timothy C. Losavio .......... Senior Vice President, Lending
Keith G. McCurdy .......... Senior Vice President, Lending

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Walter Rodney Richardson .......... Director
Robert Dale Thibodeaux .......... Director
Roy M. Tucker, Jr. .......... Director

# Message from the Chief Executive Officer

On behalf of the First South Farm Credit Board of Directors, management, and employees, I am pleased to present the 2022 Annual Report.

I would like to take the opportunity to thank our previous CEO, Mr. John Barnard for his dedication and service. John faithfully served First South in various roles for over 40 years and provided exemplary leadership and vison in his final role as CEO. Mr. Barnard has set First South on course for a promising future and I am tremendously grateful for his mentorship.

Last year was another year of strong financial performance for your Association. Earnings were $67 million in 2022. Of this $67 million, $53.6 million were core earnings, with the remaining $13.5 million paid to us by AgFirst in the form of noncash special patronage. The loans outstanding on December 31, 2022 were $2.9 billion or 5.85% above 2021. Loans to new customers exceeded $372 million. By every measure, it was a successful year.

Permanent Capital at December 31st was 16.97%. The peak Permanent Capital level was achieved in 2022 at 17.43%. Allowance for loan losses stood at approximately 70 basis points of loans outstanding at December 31st 2022.

Based on 2022's financial results, your Board of Directors has declared a patronage distribution of $21 million to you, the stockholders of First South Farm Credit. This distribution represents a refund of 15.63% of your 2022 interest cost. This is the 28th consecutive year First South has returned a patronage refund to its members/stockholders with the total distribution over this 28 year period amounting to $460 million. This long-term direct impact is proof positive First South is consistently supporting farmers, agriculture, and rural communities.

Although the financial results were strong for 2022, we are expecting a challenge in 2023 related to tapered loan demand as a result of sharply increased interest rates. Additionally, there is anticipation of potential credit quality deterioration as the general economy experiences negative pressure associated with the continued fight against high inflation. Land, input, and equipment costs are increasing at a rate that is beginning to outstrip commodity prices. Should this trend continue, it could prove to be a financially difficult season for our producers.

This is not the first time we have faced a struggle together and as long as we are engaged in producing America's food, fiber, and fuel, it will not be the last. Fortunately, Farm Credit was founded as a response to times of financial stress in agriculture and was designed to be a stable source of constructive credit for rural America in good times and bad. Farm Credit employees have helped serve this mission for over 100 years and at First South, we take this charge very seriously. Our employees are part of the communities they serve, are extremely passionate about agriculture, and strive to administer constructive credit to ensure a prosperous future for our farm families.

In 2023, we are carefully focusing on our lending process to enhance our ability to serve our markets efficiently and effectively. Quite simply, we want to be easy to do business with. This will be accomplished through a complete redesign and deployment of modernized accounting and loan origination systems that are world class. Great effort will be made in the coming months to implement these new systems with minimal disruption to our employees and a seamless experience for our Membership. This investment in technology is expected to provide a streamlined process that incorporates modern amenities (e.g. online applications, mobility, e-documents, DocuSign, and user friendly remote account access) that are expected from a financial institution of First South's size and scale.

No matter the extent to which our systems are modernized, our Members will still be able to depend on warm service from a caring staff that is committed to building relationships that have the potential to last generations. This can only be accomplished by keeping Members' best interest at the center of every decision. We are very clear that technology, when properly applied, will be used to enhance relationships but will never be used to replace them.

Thank you for the hard work you do every day for our country and rural communities. We earnestly look forward to serving you in the years to come and sincerely appreciate the opportunity to be your agricultural lender of choice.

May God bless you and keep you,

Gines Pérez, III
*President and Chief Executive Officer*

March 9, 2023

# Report of Management

The accompanying Consolidated Financial Statements and related financial information appearing throughout this annual report have been prepared by management of First South Farm Credit, ACA (Association) in accordance with generally accepted accounting principles appropriate in the circumstances. Amounts which must be based on estimates represent the best estimates and judgments of management. Management is responsible for the integrity, objectivity, consistency, and fair presentation of the Consolidated Financial Statements and financial information contained in this report.

Management maintains and depends upon an internal accounting control system designed to provide reasonable assurance that transactions are properly authorized and recorded, that the financial records are reliable as the basis for the preparation of all financial statements, and that the assets of the Association are safeguarded. The design and implementation of all systems of internal control are based on judgments required to evaluate the costs of controls in relation to the expected benefits and to determine the appropriate balance between these costs and benefits. The Association maintains an internal audit program to monitor compliance with the systems of internal accounting control. Audits of the accounting records, accounting systems and internal controls are performed and internal audit reports, including appropriate recommendations for improvement, are submitted to the Board of Directors. The Consolidated Financial Statements have been audited by independent auditors, whose report appears elsewhere in this annual report. The Association is also subject to examination by the Farm Credit Administration.

The Consolidated Financial Statements, in the opinion of management, fairly present the financial condition of the Association. The undersigned certify that we have reviewed the 2022 Annual Report of First South Farm Credit, ACA, that the report has been prepared under the oversight of the Audit Committee of the Board of Directors and in accordance with all applicable statutory or regulatory requirements, and that the information contained herein is true, accurate, and complete to the best of our knowledge and belief.

Jim F Martin III

James F. Martin, III
Chairman of the Board

Gines Pérez, III
Chief Executive Officer

Sarah Lutz

Sarah F. Lutz
Chief Financial Officer

March 9, 2023

# Report on Internal Control Over Financial Reporting

The Association's principal executives and principal financial officers, or persons performing similar functions, are responsible for establishing and maintaining adequate internal control over financial reporting for the Association's Consolidated Financial Statements. For purposes of this report, "internal control over financial reporting" is defined as a process designed by, or under the supervision of the Association's principal executives and principal financial officers, or persons performing similar functions, and effected by its Board of Directors, management and other personnel, to provide reasonable assurance regarding the reliability of financial reporting information and the preparation of the Consolidated Financial Statements for external purposes in accordance with accounting principles generally accepted in the United States of America and includes those policies and procedures that: (1) pertain to the maintenance of records that in reasonable detail accurately and fairly reflect the transactions and dispositions of the assets of the Association, (2) provide reasonable assurance that transactions are recorded as necessary to permit preparation of financial information in accordance with accounting principles generally accepted in the United States of America, and that receipts and expenditures are being made only in accordance with authorizations of management and directors of the Association, and (3) provide reasonable assurance regarding prevention or timely detection of unauthorized acquisition, use or disposition of the Association's assets that could have a material effect on its Consolidated Financial Statements.

The Association's management has completed an assessment of the effectiveness of internal control over financial reporting as of December 31, 2022. In making the assessment, management used the framework in *Internal Control — Integrated Framework (2013)*, promulgated by the Committee of Sponsoring Organizations of the Treadway Commission, commonly referred to as the "COSO" criteria.

Based on the assessment performed, the Association's management concluded that as of December 31, 2022, the internal control over financial reporting was effective based upon the COSO criteria. Additionally, based on this assessment, the Association determined that there were no material weaknesses in the internal control over financial reporting as of December 31, 2022.

Gines Pérez, III
Chief Executive Officer

Sarah F. Lutz
Chief Financial Officer

March 9, 2023

# Consolidated Five - Year Summary of Selected Financial Data

| (dollars in thousands) | 2022 | 2021 | December 31, 2020 | 2019 | 2018 |
|---|---|---|---|---|---|
| **Balance Sheet Data** | | | | | |
| Cash | **$ 125** | $ 206 | $ 239 | $ 8,694 | $ 11,502 |
| Loans | **2,935,532** | 2,773,183 | 2,412,630 | 2,234,582 | 2,072,774 |
| Allowance for loan losses | **(20,622)** | (19,664) | (17,531) | (14,883) | (13,941) |
| Net loans | **2,914,910** | 2,753,519 | 2,395,099 | 2,219,699 | 2,058,833 |
| Equity investments in other Farm Credit institutions | **79,041** | 65,475 | 66,694 | 67,272 | 67,309 |
| Other property owned | **35** | 406 | 2,507 | 1,031 | 2,879 |
| Other assets | **67,761** | 81,834 | 74,304 | 61,840 | 59,500 |
| Total assets | **$ 3,061,872** | $2,901,440 | $2,538,843 | $2,358,536 | $2,200,023 |
| Notes payable to AgFirst Farm Credit Bank* | **$ 2,411,438** | $2,293,490 | $1,983,378 | $1,845,304 | $1,717,671 |
| Accrued interest payable and other liabilities with maturities of less than one year | **59,745** | 64,996 | 74,168 | 70,061 | 58,652 |
| Total liabilities | **2,471,183** | 2,358,486 | 2,057,546 | 1,915,365 | 1,776,323 |
| Capital stock and participation certificates | **52,613** | 53,098 | 52,326 | 51,819 | 52,969 |
| Retained earnings | | | | | |
| Allocated | **256,357** | 256,357 | 256,357 | 256,357 | 259,012 |
| Unallocated | **294,889** | 248,756 | 203,004 | 162,731 | 138,687 |
| Accumulated other comprehensive income (loss) | **(13,170)** | (15,257) | (30,390) | (27,736) | (26,968) |
| Total members' equity | **590,689** | 542,954 | 481,297 | 443,171 | 423,700 |
| Total liabilities and members' equity | **$ 3,061,872** | $2,901,440 | $2,538,843 | $2,358,536 | $2,200,023 |
| **Statement of Income Data** | | | | | |
| Net interest income | **$ 70,931** | $ 65,417 | $ 61,057 | $ 56,892 | $ 54,273 |
| Provision for loan losses | **1,000** | 2,640 | 3,000 | 1,105 | 1,080 |
| Noninterest income (expense), net | **(2,840)** | 9,167 | 3,367 | (11,787) | (8,087) |
| Net income | **$ 67,091** | $ 71,944 | $ 61,424 | $ 44,000 | $ 45,106 |
| **Key Financial Ratios** | | | | | |
| Rate of return on average: | | | | | |
| Total assets | **2.24%** | 2.67% | 2.51% | 1.93% | 2.12% |
| Total members' equity | **11.85%** | 14.32% | 13.30% | 10.06% | 10.89% |
| Net interest income as a percentage of average earning assets | **2.45%** | 2.52% | 2.60% | 2.61% | 2.68% |
| Net (chargeoffs) recoveries to average loans | **(0.001)%** | (0.019)% | (0.015)% | (0.007)% | (0.037)% |
| Total members' equity to total assets | **19.29%** | 18.71% | 18.96% | 18.79% | 19.26% |
| Debt to members' equity (:1) | **4.18** | 4.34 | 4.28 | 4.32 | 4.19 |
| Allowance for loan losses to loans | **0.70%** | 0.71% | 0.73% | 0.67% | 0.67% |
| Permanent capital ratio | **16.97%** | 16.64% | 17.34% | 17.52% | 17.85% |
| Common equity tier 1 capital ratio | **16.81%** | 16.48% | 17.15% | 17.32% | 17.50% |
| Tier 1 capital ratio | **16.81%** | 16.48% | 17.15% | 17.32% | 17.50% |
| Total regulatory capital ratio | **17.47%** | 17.17% | 17.86% | 17.97% | 18.29% |
| Tier 1 leverage ratio** | **17.41%** | 16.94% | 17.37% | 17.42% | 17.45% |
| Unallocated retained earnings (URE) and URE equivalents leverage ratio | **11.47%** | 12.15% | 12.01% | 11.72% | 11.34% |
| **Net Income Distribution** | | | | | |
| Estimated patronage refunds: | | | | | |
| Cash | **$ 21,000** | $ 26,192 | $ 21,151 | $ 19,300 | $ 17,500 |

** General financing agreement is renewable on a one-year cycle. The next renewal date is December 31, 2023.*

*** Tier 1 leverage ratio must include a minimum of 1.50% of URE and URE equivalents.*

# Management's Discussion & Analysis of Financial Condition & Results of Operations

*(dollars in thousands, except as noted)*

## GENERAL OVERVIEW

The following commentary summarizes the financial condition and results of operations of First South Farm Credit, ACA, (Association) for the year ended December 31, 2022 with comparisons to the years ended December 31, 2021 and December 31, 2020. This information should be read in conjunction with the Consolidated Financial Statements, Notes to the Consolidated Financial Statements and other sections in this Annual Report. The accompanying Consolidated Financial Statements were prepared under the oversight of the Audit Committee of the Board of Directors. For a list of the Audit Committee members, refer to the "Report of the Audit Committee" reflected in this Annual Report. Information in any part of this Annual Report may be incorporated by reference in answer or partial answer to any other item of the Annual Report.

The Association is an institution of the Farm Credit System (System), which was created by Congress in 1916 and has served agricultural producers for over 100 years. The System's mission is to maintain and improve the income and well-being of American farmers, ranchers, and producers or harvesters of aquatic products and farm-related businesses. The System is the largest agricultural lending organization in the United States. The System is regulated by the Farm Credit Administration, (FCA), which is an independent safety and soundness regulator.

The Association is a cooperative, which is owned by the members (also referred to throughout this Annual Report as stockholders or shareholders) served. The territory of the Association extends across a diverse agricultural region of Alabama, Louisiana and Mississippi. Refer to Note 1, *Organization and Operations*, of the Notes to the Consolidated Financial Statements for counties and parishes in the Association's territory. The Association provides credit to farmers, ranchers, rural residents, and agribusinesses. Our success begins with our extensive agricultural experience and knowledge of the market.

The Association obtains funding from AgFirst Farm Credit Bank (AgFirst or Bank). The Association is materially affected and shareholder investment in the Association could be materially affected by the financial condition and results of operations of the Bank. Copies of the Bank's Annual and Quarterly Reports are on the AgFirst website, ***www.agfirst.com,*** or may be obtained at no charge by calling 1-800-845-1745, extension 2764, or writing Matthew Miller, AgFirst Farm Credit Bank, P. O. Box 1499, Columbia, SC 29202.

Copies of the Association's Annual and Quarterly reports are also available upon request free of charge on the Association's website***, www.firstsouthland.com,*** or by calling 1-800-955-1722, or writing Sarah Lutz, First South Farm Credit, ACA, Three Paragon Centre, 574 Highland Colony Parkway, Suite 100, Ridgeland, MS 39157. The Association prepares an electronic version of the Annual Report, within 75 days after the end of the fiscal year and distributes the Annual Reports to shareholders within 90 days after the end of the fiscal year. The Association prepares an electronic version of the Quarterly report, which is available on the internet, within 40 days after the end of each fiscal quarter, except that no report needs to be prepared for the fiscal quarter that coincides with the end of the fiscal year of the Association.

## FORWARD LOOKING INFORMATION

This annual information statement contains forward-looking statements. These statements are not guarantees of future performance and involve certain risks, uncertainties and assumptions that are difficult to predict. Words such as "anticipates," "believes," "could," "estimates," "may," "should," "will," or other variations of these terms are intended to identify the forward-looking statements. These statements are based on assumptions and analyses made in light of experience and other historical trends, current conditions, and expected future developments. However, actual results and developments may differ materially from our expectations and predictions due to a number of risks and uncertainties, many of which are beyond our control. These risks and uncertainties include, but are not limited to:

- political, legal, regulatory and economic conditions and developments in the United States and abroad;
- economic fluctuations in the agricultural, rural utility, international, and farm-related business sectors;
- weather-related, disease, and other adverse climatic or biological conditions that periodically occur that impact agricultural productivity and income;
- changes in United States government support of the agricultural industry and the Farm Credit System, as a government-sponsored enterprise, as well as investor and rating-agency reactions to events involving other government-sponsored enterprises and other financial institutions; and
- actions taken by the Federal Reserve System in implementing monetary policy.

## AGRICULTURAL OUTLOOK

Production agriculture is a cyclical business that is heavily influenced by commodity prices, weather, government policies (including, among other things, tax, trade, immigration, crop insurance and periodic aid), interest rates, input costs and various other factors that affect supply and demand.

The following United States Department of Agriculture (USDA) analysis provides a general understanding of the U.S. agricultural economic outlook. However, this outlook does not take into account all aspects of the Association's business.

References to USDA information in this section refer to the U.S. agricultural market data and are not limited to information/data for the Association.

The USDA's February 2023 forecast estimates net farm income (income after expenses from production in the current year; a broader measure of profits) for 2022 at $162.7 billion, a $21.8 billion increase from 2021 and $70.0 billion above the 10-year average. The forecasted increase in net farm income for 2022, compared with 2021, is primarily due to increases in cash receipts for animals and animal products of $61.9 billion to $257.7 billion and crop receipts of $44.7 billion to 285.7 billion, partially offset by a decrease of $10.3 billion to $15.6 billion in direct government payments and an increase in cash expenses of $65.7 billion to $411.1 billion. If realized, 2022 net farm income (in real dollars of $167.3 billion) would be the highest level since 1973 when net farm income was $172.9 billion adjusted for real dollars.

The USDA's outlook projects net farm income for 2023 at $136.9 billion, a $25.8 billion or 15.9 percent decrease from 2022, but $44.2 billion above the 10-year average. The forecasted decrease in net farm income for 2023 is primarily due to an expected decrease in cash receipts for animals and animal products of $14.7 billion, crop receipts of $8.8 billion and direct government payments of $5.4 billion, as well as an increase in cash expenses of $13.7 billion. The decrease in cash receipts for animals and animal products are predicted for milk, hogs, broilers and eggs, while cattle receipts are forecast to increase. The expected decline in cash receipts for crops is primarily driven by decreases in corn, soybeans, vegetables and melon receipts, while receipts for wheat are expected to increase. Most production expenses are expected to remain elevated, while feed expenses are projected to decline in 2023 after rising significantly in 2022. Fertilizer-lime-soil conditioner expenses are expected to have peaked in 2022 but remain high in 2023. In addition, interest and labor are forecasted to increase, while fuel and oil expenses are projected to decline.

Working capital (which is defined as cash and cash convertible assets minus liabilities due to creditors within 12 months) is forecasted to increase 5.4 percent in 2022 to $133.4 billion from $126.5 billion in 2021. Although working capital increased, it remains far below the peak of $165 billion in 2012.

The value of farm real estate accounted for 84 percent of the total value of the U.S. farm sector assets for 2022 according to the USDA in its February 2023 forecast. Because real estate is such a significant component of the balance sheet of U.S. farms, the value of farm real estate is a critical measure of the farm sector's financial performance. Changes in farmland values also affect the financial well-being of agricultural producers because farm real estate serves as the principal source of collateral for farm loans.

USDA's forecast projects (in nominal dollars) that farm sector equity, the difference between farm sector assets and debt, will rise 10.6 percent in 2022. Farm real estate value is expected to increase 10.1 percent and non-real estate farm assets are expected to increase 9.7 percent, while farm sector debt is forecast to increase 6.3 percent in 2022. Farm real estate debt as a share of total debt has been rising since 2014 and is expected to account for 69.3 percent of total farm debt in 2022.

The USDA is forecasting farm sector solvency ratios to improve in 2022 to 15.1 percent for the debt-to-equity ratio and 13.1 percent for the debt-to-asset ratio, which are well below the peak of 28.5 percent and 22.2 percent in 1985.

Expected agricultural commodity prices can influence production decisions of farmers and ranchers on planted/harvested acreage of crops or inventory of livestock and thus, affect the supply of agricultural commodities. Actual production levels are sensitive to weather conditions that may impact production yields. Livestock and dairy profitability are influenced by crop prices as feed is a significant input to animal agriculture.

Global economic conditions, government actions (including tariffs, war, and response to disease) and weather volatility in key agricultural production regions can influence export and import flows of agricultural products between countries. U.S. exports and imports may periodically shift to reflect short-term disturbances to trade patterns and long-term trends in world population demographics. Also impacting U.S. agricultural trade are global agricultural and commodity supplies and prices, changes in the value of the U.S. dollar and the government support for agriculture.

The following table sets forth the commodity prices per bushel for certain crops, by hundredweight for hogs, milk, and beef cattle, and by pound for broilers and turkeys from December 31, 2019 to December 31, 2022:

| **Commodity** | **12/31/22** | **12/31/21** | **12/31/20** | **12/31/19** |
|---|---|---|---|---|
| Hogs | $ 62.50 | $ 56.50 | $ 49.10 | $ 47.30 |
| Milk | $ 24.70 | $ 21.70 | $ 18.30 | $ 20.70 |
| Broilers | $ 0.71 | $ 0.74 | $ 0.44 | $ 0.45 |
| Turkeys | $ 1.20 | $ 0.84 | $ 0.72 | $ 0.62 |
| Corn | $ 6.58 | $ 5.47 | $ 3.97 | $ 3.71 |
| Soybeans | $ 14.40 | $ 12.50 | $ 10.60 | $ 8.70 |
| Wheat | $ 8.98 | $ 8.59 | $ 5.46 | $ 4.64 |
| Beef Cattle | $ 154.00 | $ 137.00 | $ 108.00 | $ 118.00 |

Geographic and commodity diversification across the District coupled with existing government safety net programs, ad hoc support programs and additional government disaster aid payment for many borrowers help to mitigate the impact of challenging agricultural conditions. The District's financial performance and credit quality are expected to remain sound overall due to strong capital levels and favorable credit quality position at the end of 2022. Additionally, while the District benefits overall from diversification, individual District entities may have higher geographic, commodity, and borrower concentrations which may accentuate the negative impact on those entities' financial performance and credit quality. Non-farm income support for many borrowers also helps to mitigate the impact of periods of less favorable agricultural conditions. However, agricultural borrowers who are more reliant on non-farm income sources may be more adversely impacted by a weakened general economy.

## CRITICAL ACCOUNTING POLICIES

The financial statements are reported in conformity with accounting principles generally accepted in the United States of America. Our significant accounting policies are critical to the understanding of our results of operations and financial position because some accounting policies require us to make complex or subjective judgments and estimates that may affect the value of certain assets or liabilities. We consider these policies critical because management must make judgments about matters that are inherently uncertain. For a complete discussion of significant accounting policies, see Note 2, *Summary of Significant Accounting Policies*, of the Notes to the Consolidated Financial Statements. The following is a summary of certain critical policies.

- *Allowance for loan losses* — The allowance for loan losses is maintained at a level considered adequate by management to provide for probable and estimable losses inherent in the loan portfolio. The allowance for loan losses is increased through provisions for loan losses and loan recoveries and is decreased through allowance reversals and loan charge-offs. The allowance for loan losses is determined based on a periodic evaluation of the loan portfolio by management in which numerous factors are considered, including economic and political conditions, loan portfolio composition, credit quality and prior loan loss experience.

  Significant individual loans are evaluated based on the borrower's overall financial condition, resources, and payment record, the prospects for support from any financially responsible guarantor, and, if appropriate, the estimated net realizable value of any collateral. The allowance for loan losses encompasses various judgments, evaluations and appraisals with respect to the loans and their underlying security that, by nature, contains elements of uncertainty and imprecision. Changes in the agricultural economy and their borrower repayment capacity will cause these various judgments, evaluations and appraisals to change over time. Accordingly, actual circumstances could vary from the Association's expectations and predictions of those circumstances.

  Management considers the following factors in determining and supporting the levels of allowance for loan losses: the concentration of lending in agriculture, combined with uncertainties in farmland values, commodity prices, exports, government assistance programs, regional economic effects and weather-related influences. Changes in the factors considered by management in the evaluation of losses in the loan portfolios could result in a change in the allowance for loan losses and could have a direct impact on the provision for loan losses and the results of operations.

- *Valuation methodologies* — Management applies various valuation methodologies to assets and liabilities that often involve a significant degree of judgment, particularly when liquid markets do not exist for the particular items being valued. Quoted market prices are referred to when estimating fair values for certain assets for which an observable liquid market exists, such as most investment securities. Management utilizes significant estimates and assumptions to value items for which an observable liquid market does not exist. Examples of these items include impaired loans, other property owned, pension and other postretirement benefit obligations, and certain other financial instruments. These valuations require the use of various assumptions, including, among others, discount rates, rates of return on assets, repayment rates, cash flows, default rates, costs of servicing and liquidation values. The use of different assumptions could produce significantly different results, which could have material positive or negative effects on the Association's results of operations.

- Pensions — *Single Employer Defined Benefit Plan* Certain employees depending on date of employment may participate in the First South Farm Credit, ACA Retirement Plan (the FS Plan), a defined benefit plan. The Plan is noncontributory and includes eligible Association employees. The "Projected Unit Credit" actuarial method is used for financial reporting purposes. Since the FS Plan is a single employer plan, the Association records the FS Plan's funded status and equity items related to prior service cost, accumulated other comprehensive income (loss) and prepaid (accrued) pension expense. The adjustment to other comprehensive income (loss) would be net of deferred taxes, if significant.

  The foregoing defined benefit plan is considered single employer, therefore the Association applies the provisions of FASB guidance on employers' accounting for defined benefit pension plans in its standalone financial statements.

See Note 9 for additional information. Pension expense for all plans is recorded in accordance with FASB guidance. Pension expense for the defined benefit retirement plans is determined by actuarial valuations based on certain assumptions, including expected long-term rate of return on plan assets and the discount rate. The expected return on plan assets for the year is calculated based on the composition of assets at the beginning of the year and the expected long-term rate of return on that portfolio of assets. The discount rate is used to determine the present value of our future benefit obligations. We selected the discount rate by reference to Aon's (a global human resources firm) top quartile rate, actuarial analyses and industry norms.

## ECONOMIC CONDITIONS

Economic conditions within the Association's territory vary, depending on the sector of the economy in question. The general economy is reasonably sound, although uncertainties exist as a result of rising inflation. The level of inflation experienced in 2022 caused the Federal Reserve to raise the Federal Funds rate at a faster rate than the US economy saw in over 20 years. The result of high inflation, increased interest rates, and the threat of a recession remain to be seen.

Conditions vary widely within the agricultural economy. Prices farmers receive for grain, cotton, beef cattle and dairy commodities saw a significant increase during 2022. However, prices farmers paid to produce crops have increased as well. Managing the cost of production, while successfully marketing crops, continue to present challenges to those producers as they attempt to generate profits from their operations. Commodity pricing uncertainty and inflationary pressures on the cost of production have been a risk factor as trade disputes continue to weigh heavily on global markets. Poultry remains the Association's largest individual commodity financed, and conditions within that industry have remained relatively stable. The poultry segment of our portfolio continues to perform well, as does the segment reliant on non-farm income for repayment.

Credit quality remains stable and sound as the Association's borrowers have managed the challenges of their environment well. The strength of the loan portfolio leaves the Association positioned to weather volatility and adversity in the general and agricultural economies.

## LOAN PORTFOLIO

The Association provides funds to farmers, rural homeowners, and farm-related businesses for financing of short and intermediate-term loans and long-term real estate mortgage loans through numerous product types. The diversification of the Association loan volume by type for each of the past three years is shown below.

| Loan Type | 2022 | | 2021 | | 2020 | |
|---|---|---|---|---|---|---|
| Real estate mortgage | $ 2,359,912 | 80.39% | $ 2,222,461 | 80.14% | $ 1,916,243 | 79.43% |
| Production and intermediate-term | 424,215 | 14.45 | 410,542 | 14.8 | 380,622 | 15.77 |
| Processing and marketing | 88,401 | 3.01 | 83,720 | 3.02 | 63,483 | 2.63 |
| Loans to cooperatives | 5,564 | .19 | 8,553 | .31 | 13,506 | .56 |
| Farm-related business | 23,992 | .82 | 24,026 | .87 | 21,522 | .90 |
| Rural residential real estate | 19,651 | .67 | 17,628 | .64 | 14,500 | .60 |
| Communication | 10,377 | .35 | 6,253 | .22 | 2,754 | .11 |
| Power and water/waste disposal | 3,420 | .12 | – | – | – | – |
| Total | $ 2,935,532 | 100.00% | $ 2,773,183 | 100.00% | $ 2,412,630 | 100.00% |

While the Association makes loans and provides financially related services to qualified borrowers in the agricultural and rural sectors and to certain related entities, the loan portfolio is diversified. The geographic distribution of the loan volume by state for the past three years is as follows:

| | December 31, | | |
|---|---|---|---|
| State | 2022 | 2021 | 2020 |
| Alabama | 54.16% | 57.00% | 57.57% |
| Mississippi | 29.94 | 26.71 | 27.53 |
| Louisiana | 15.90 | 16.29 | 14.90 |
| | 100.00% | 100.00% | 100.00% |

Commodity and industry categories are based upon the Standard Industry Classification system published by the federal government. The system is used to assign commodity or industry categories based upon the largest agricultural commodity of the customer.

The major commodities in the Association loan portfolio are shown below. The predominant commodities are poultry, real estate, livestock and forestry, which constitute 72 percent of the entire portfolio.

| | December 31, | | | | | |
|---|---|---|---|---|---|---|
| | 2022 | | 2021 | | 2020 | |
| Commodity Group | Amount | % | Amount | % | Amount | % |
| Poultry | $ 765,529 | 26 | $ 771,178 | 28 | $ 720,798 | 30 |
| Real Estate | 754,374 | 25 | 700,860 | 25 | 562,626 | 23 |
| Livestock | 400,259 | 14 | 366,358 | 13 | 312,853 | 13 |
| Forestry | 217,696 | 7 | 220,650 | 8 | 199,745 | 8 |
| Cotton | 134,836 | 5 | 137,699 | 5 | 138,050 | 6 |
| Soybeans | 153,905 | 5 | 133,686 | 5 | 117,008 | 5 |
| Sugar Cane | 115,249 | 4 | 104,934 | 4 | 93,970 | 4 |
| Rice | 96,026 | 3 | 94,957 | 3 | 68,211 | 3 |
| Catfish | 33,748 | 1 | 33,026 | 1 | 37,494 | 2 |
| Peanuts | 21,261 | 1 | 21,627 | 1 | 18,667 | 1 |
| Other | 268,755 | 9 | 188,208 | 7 | 143,208 | 5 |
| Total | $ 2,961,638 | 100 | $ 2,773,183 | 100 | $ 2,412,630 | 100 |

Repayment ability is closely related to the commodities produced by our borrowers, and increasingly, the off-farm income of borrowers. The Association's loan portfolio contains a concentration of poultry, real estate, livestock and forestry producers. Although a large percentage of the loan portfolio is concentrated in these enterprises, many of these operations are diversified within their enterprise and/or with crop production that reduces overall risk exposure. Demand for beef, prices of field grains, and international trade are some of the factors affecting the price of these commodities. Even though the concentration of large loans has increased over the past several years, the agricultural enterprise mix of these loans is diversified and similar to that of the overall portfolio. The risk in the portfolio associated with commodity concentration and large loans is reduced by the range of diversity of enterprises in the Association's territory.

The increase in gross loan volume for the twelve months ended December 31, 2022 is spread across several commodities within the portfolio.

The Association's short-term portfolio, which is heavily influenced by operating-type loans, normally reaches a peak balance in August or September and declines in the late fall months as commodities are marketed and proceeds are applied to repay operating loans.

Participations remain a means for the Association to spread credit concentration risk and manage our capital position. At December 31, 2022, the Association had $785,875 in loan participations sold compared to $55,697 at December 31, 2021 and $49,117 at December 31, 2020. The significant increase in 2022 was the result of a large participation loan originated by First South.

| | December 31, | | |
|---|---|---|---|
| Loan Participations: | 2022 | 2021 | 2020 |
| | *(dollars in thousands)* | | |
| Participations Purchased– FCS Institutions | $ 79,292 | $ 73,183 | $ 49,407 |
| Participations Purchased– Non-FCS Institutions | 25,188 | 26,357 | 29,887 |
| Participations Sold | (785,875) | (55,697) | (49,117) |
| Total | $ (681,395) | $ 43,843 | $ 30,177 |

The Association did not have any loans sold with recourse, retained subordinated participation interests in loans sold, or interests in pools of subordinated participation interests for the period ended December 31, 2022.

The Association sells qualified long-term mortgage loans into the secondary market. For the period ended December 31, 2022, the Association originated loans for resale into the secondary market totaling $1,702.

**INVESTMENT SECURITIES**

As permitted under FCA regulations, the Association is authorized to hold eligible investments for the purposes of reducing interest rate risk and managing surplus short-term funds. The Bank is responsible for approving the investment policies of the Association. The Bank annually reviews the investment portfolio of every association that it funds. At December 31, 2022, the Association had no investment securities.

**CREDIT RISK MANAGEMENT**

Credit risk arises from the potential inability of an obligor to meet its repayment obligation. As part of the process to evaluate the success of a loan, the Association continues to review the credit quality of the loan portfolio on an ongoing basis. With the approval of the Association Board of Directors, the Association establishes underwriting standards and lending policies that provide direction to loan officers. Underwriting standards include, among other things, an evaluation of:

- Character – borrower integrity and credit history
- Capacity – repayment capacity of the borrower based on cash flows from operations or other sources of income
- Collateral – protection for the lender in the event of default and a potential secondary source of repayment
- Capital – ability of the operation to survive unanticipated risks
- Conditions – intended use of the loan funds

The credit risk management process begins with an analysis of the borrower's credit history, repayment capacity, and financial position. Repayment capacity focuses on the borrower's ability to repay the loan based upon cash flows from operations or other sources of income, including non-farm income. As required by FCA regulations, each institution that makes loans on a collateralized basis must have collateral evaluation policies and procedures. In addition, each loan is assigned a credit risk rating based upon the underwriting standards. This credit risk rating process incorporates objective and subjective criteria to identify inherent strengths, weaknesses, and risks in a particular relationship.

We review the credit quality of the loan portfolio on an ongoing basis as part of our risk management practices. Each loan is classified according to the Uniform Classification System, which is used by all Farm Credit System institutions. Below are the classification definitions.

- Acceptable – Assets are expected to be fully collectible and represent the highest quality.
- Other Assets Especially Mentioned (OAEM) – Assets are currently collectible but exhibit some potential weakness.
- Substandard – Assets exhibit some serious weakness in repayment capacity, equity, and/or collateral pledged on the loan.
- Doubtful – Assets exhibit similar weaknesses to substandard assets. However, doubtful assets have additional weaknesses in existing facts, conditions and values that make collection in full highly questionable.
- Loss – Assets are considered uncollectible.

The following table presents selected statistics related to the credit quality of loans including accrued interest at December 31.

| Credit Quality | 2022 | 2021 | 2020 |
|---|---|---|---|
| Acceptable | 97.77% | 97.19% | 96.43% |
| OAEM | 1.60 | 1.94 | 2.25 |
| Substandard/doubtful/loss | .63 | .87 | 1.32 |
| Total | 100.00% | 100.00% | 100.00% |

*Nonperforming Assets*

The Association's loan portfolio is divided into performing and high-risk categories. The high-risk assets, including accrued interest, are detailed below:

| | December 31, | | |
|---|---|---|---|
| **High-risk Assets** | **2022** | **2021** | **2020** |
| | *(dollars in thousands)* | | |
| Nonaccrual loans | $ 3,361 | $ 1,871 | $ 2,780 |
| Accruing restructured loans | 272 | 1,456 | 1,581 |
| Accruing loans 90 days past due | 5 | 404 | – |
| Total high-risk loans | 3,637 | 3,731 | 4,361 |
| Other property owned | 35 | 406 | 2,507 |
| Total high-risk assets | $ 3,673 | $ 4,137 | $ 6,868 |
| **Ratios** | | | |
| Nonaccrual loans to total loans | .11% | .07% | .12% |
| High-risk assets to total assets | .13% | .15% | .27% |

Nonaccrual loans represent all loans where there is a reasonable doubt as to the collection of principal and/or future interest accruals, under the contractual terms of the loan. In substance, nonaccrual loans reflect loans where the accrual of interest has been suspended. Total high-risk assets decreased $464 due to a decrease in total high risk loans of $94 and in other property owned of $371. It should be noted that portions of the agricultural economy remain unstable, and the portfolio includes accounts that have experienced stress. It is possible that additional loans will transition to high risk status in 2023 and the level of high risk loans is likely to fluctuate significantly throughout the year.

Of the $3,361 in nonaccrual volume at December 31, 2022, $2,280 was current compared to $960 and $1,255 at December 31, 2021 and 2020, respectively. Though the aforementioned nonaccrual loans had volume current as to scheduled principal and interest payments, they did not meet all regulatory requirements to be transferred into accrual status.

Loan restructuring is available to financially distressed borrowers. Restructuring of loans occurs when the Association grants a concession to a borrower based on either a court order or good faith in a borrower's ability to return to financial viability. The concessions can be in the form of a modification of terms or rates, a compromise of amounts owed, or deed in lieu of foreclosure. Other receipts of assets and/or equity to pay the loan in full or in part are also considered restructured loans. The type of alternative financing structure chosen is based on minimizing the loss incurred by both the Association and the borrower.

### *Allowance for Loan Losses*

The allowance for loan losses at each period end was considered by Association management to be adequate to absorb probable losses existing in and inherent to its loan portfolio.

The following table presents the activity in the allowance for loan losses for the most recent three years is shown below.

| Allowance for Loan Losses Activity: | Year Ended December 31, 2022 | 2021 | 2020 |
|---|---|---|---|
| | *(dollars in thousands)* | | |
| Balance at beginning of year | $ 19,664 | $ 17,531 | $ 14,883 |
| Charge-offs: | | | |
| Real estate mortgage | (47) | (494) | (6) |
| Production and intermediate-term | (123) | (53) | (658) |
| Total charge-offs | (170) | (547) | (664) |
| Recoveries: | | | |
| Real estate mortgage | – | 4 | 104 |
| Production and intermediate-term | 128 | 36 | 208 |
| Total recoveries | 128 | 40 | 312 |
| Net (charge-offs) recoveries | (42) | (507) | (352) |
| Provision for (reversal of allowance for) loan losses | 1,000 | 2,640 | 3,000 |
| Balance at end of year | $ 20.622 | $ 19,664 | $ 17,531 |
| Ratio of net (charge-offs) recoveries during the period to average loans outstanding during the period | (.001)% | (.018)% | (.015)% |

The allowance for loan losses by loan type for the most recent three years is as follows:

| Allowance for Loan Losses by type | December 31, 2022 | 2021 | 2020 |
|---|---|---|---|
| | *(dollars in thousands)* | | |
| Real estate mortgage | $ 15,717 | $ 15,137 | $ 13,028 |
| Production and intermediate term | 4,025 | 3,650 | 3,727 |
| Agribusiness | 687 | 719 | 662 |
| Rural residential real estate | 120 | 119 | 97 |
| Communication | 55 | 39 | 17 |
| Water and waste disposal | 18 | – | – |
| Total | $ 20,622 | $ 19,664 | $ 17,531 |

The allowance for loan losses as a percentage of loans outstanding and as a percentage of certain other credit quality indicators is shown below:

| Allowance for Loan Losses as a Percentage of: | December 31, 2022 | 2021 | 2020 |
|---|---|---|---|
| Total loans | .70% | .71% | .73% |
| Nonperforming assets | 561.60% | 475.32% | 255.26% |
| Nonaccrual loans | 613.75% | 1050.99% | 630.61% |

Please refer to Note 3, *Loans and Allowance for Loan Losses*, of the Notes to the Consolidated Financial Statements, for further information concerning the allowance for loan losses.

## RESULTS OF OPERATIONS

### *Net Interest Income*

Net interest income was $70.9 million, $65.4 million and $61.1 million in 2022, 2021 and 2020, respectively. Net interest income is the difference between interest income and interest expense. Net interest income is the principal source of earnings for the Association and is impacted by volume, yields on assets and cost of debt. The effects of changes in average volume and interest rates on net interest income over the past three years are presented in the following table:

| Change in Net Interest Income | Volume* | Rate | Nonaccrual Income | Total |
|---|---|---|---|---|
| | *(dollars in thousands)* | | | |
| **12/31/22 - 12/31/21** | | | | |
| Interest income | $ 9,206 | $ 10,584 | $ – | $ 19,790 |
| Interest expense | 3,808 | 10,468 | – | 14,276 |
| Change in net interest income: | $ 5,398 | $ 116 | $ – | $ 5,514 |
| **12/31/21- 12/31/20** | | | | |
| Interest income | $ 24,904 | $ (23,401) | $ – | $ 1,503 |
| Interest expense | 11,383 | (14,240) | – | (2,857) |
| Change in net interest income: | $ 13,521 | $ (9,161) | $ – | $ (4,360) |

**Volume variances can be the result of increased/decreased loan volume or from changes in the percentage composition of assets and liabilities between periods.*

*Noninterest Income*

Noninterest income for each of the three years ended December 31 is shown in the following table:

| Noninterest Income | For the Year Ended December 31, 2022 | 2021 | 2020 | Percentage Increase (Decrease) 2022/2021 | 2021/2020 |
|---|---|---|---|---|---|
| | *(dollars in thousands)* | | | | |
| Loan fees | $ 3,640 | $ 4,692 | $ 3,738 | (22.42)% | 25.52 % |
| Fees for financially related services | 1,717 | 1,136 | 982 | 51.14 | 15.68 |
| Patronage refund from other Farm Credit Institutions | 35,243 | 45,904 | 37,858 | (23.22) | 21.25 |
| Gains on sales of premises and equipment, net | 518 | 586 | 413 | (11.60) | 41.89 |
| Insurance Fund refunds | – | – | 425 | – | (100.00) |
| Other noninterest income | 75 | – | – | 100.00 | – |
| Total noninterest income | $ 41,193 | $ 52,318 | $ 43,416 | 21.26 % | 20.50 % |

Total noninterest income decreased by $11,125 from 2021 to 2022 and increased by $8,902 from 2020 to 2021. The main factors contributing to the decrease in 2022 from 2021 were decreased patronage refunds from other Farm Credit institutions of $10,661 and decreased loan fees of $1,052. These decreases were partially offset by an increase in financially related services of $581. The decrease in patronage refunds from 2021 to 2022 resulted from the phase-out of special distributions of excess profits issued by the Bank during recent years. The decrease in loan fees in 2022 over 2021 resulted from slowing growth in new loans and decreased repricing activity resulting from increasing interest rates.

*Noninterest Expense*

Noninterest expense for each of the three years ended December 31 is shown in the following table:

| Noninterest Expense | For the Year Ended December 31, 2022 | 2021 | 2020 | Percentage Increase/(Decrease) 2022/2021 | 2021/2020 |
|---|---|---|---|---|---|
| | *(dollars in thousands)* | | | | |
| Salaries and employee benefits | $ 30,590 | $ 30,221 | $ 28,199 | 1.22% | 7.17% |
| Occupancy and equipment | 2,203 | 1,943 | 1,963 | 13.38 | (1.02) |
| Insurance Fund premiums | 4,530 | 3,220 | 1,732 | 40.68 | 85.91 |
| (Gains) losses on other property owned, net | (180) | (209) | 120 | 13.88 | (274.17) |
| Other operating expenses | 6,853 | 7,961 | 8,024 | (13.92) | (.79) |
| Total noninterest expense | $ 43,996 | $ 43,136 | $ 40,038 | 1.99% | 7.74% |

Noninterest expenses increased overall by $860 in 2022 compared to 2021. The increase was due to an increase in salaries and benefits of $369 and Insurance Fund premiums of $1,310. The salaries and benefits increase was primarily due to restructuring of positions and promotions as part of the Association's succession planning.

Insurance Fund premiums increased 40.68% for the twelve months ended December 31, 2022, compared to the same period of 2021. The Farm Credit System Insurance Corporation (FCSIC) set premiums at 20 basis points for 2022, based on adjusted insured debt outstanding. FCSIC premiums were set at 16 basis points for 2021 and 8-11 basis points for 2020. In addition, there was a 10 basis point premium on the average principal outstanding of nonaccrual loans and any other-than-temporarily impaired investments.

These increases were partially offset by a decrease in other operating expenses of $1,108, which was primarily the result of actuarial adjustments to the Association's pension plan expense.

*Income Taxes*

The Association recorded a provision for income taxes of $37 for the year ended December 31, 2022, compared to $15 and $11 for the years ended December 31, 2021 and 2020, respectively. Refer to Note 12, *Income Taxes*, of the Notes to the Consolidated Financial Statements, for more information concerning Association income taxes.

*Key Results of Operations Comparisons*

Key results of operations comparisons for each of the twelve months ended December 31 are shown in the following table:

| Key Results of Operations Comparisons | For the 12 Months Ended 2022 | 2021 | 2020 |
|---|---|---|---|
| Return on average assets | 2.24% | 2.67% | 2.51% |
| Return on average members' equity | 11.85% | 14.32% | 13.30% |
| Net interest income as a percentage of average earning assets | 2.45% | 2.52% | 2.60% |
| Net (charge-offs) recoveries to average loans | (.001)% | (.019)% | (.015)% |

A key factor in the growth of net income for future years will be a focus on increasing net interest and noninterest income while maintaining acceptable levels of operating expenses. The Association's goal is to generate earnings sufficient to fund operations, adequately capitalize the Association, and achieve an adequate rate of return for our members. To meet this goal, the agricultural economy must withstand uncertainties in the coming years and the Association must meet certain objectives. The objectives are to attract and maintain high quality loan volume priced at competitive rates and to manage credit risk in the entire portfolio, while efficiently meeting the credit needs of our members.

## LIQUIDITY AND FUNDING SOURCES

*Liquidity and Funding*

The principal source of funds for the Association is the borrowing relationship established with the Bank through a General Financing Agreement (GFA). The GFA utilizes the Association's credit and fiscal performance as criteria for establishing a line of credit on which the Association may draw funds. The Bank advances the funds to the Association, creating notes payable (or direct loans) to the Bank. The Bank manages interest rate risk through direct loan pricing and asset/liability management. The notes payable are segmented into variable rate and fixed rate components. The variable rate note is utilized by the Association to fund variable rate loan advances and operating funds requirements. The fixed rate note is used specifically to fund fixed rate loan advances made by the Association. Association capital levels effectively create a borrowing margin between the amount of loans outstanding and the amount of notes payable outstanding. This margin is commonly referred to as "Loanable Funds."

Total notes payable to the Bank at December 31, 2022, was $2,411,438 as compared to $2,293,490 at December 31, 2021 and $1,983,378 at December 31, 2020. The increase of 5.14 percent compared to December 31, 2021 and the increase of 15.64 percent compared to December 31, 2020, are related to continued growth in the loan portfolio. The average volume of outstanding notes payable to the Bank was $2,385,868, $2,132,727 and $1,932,698 for the years ended December 31, 2022, 2021 and 2020, respectively. Refer to Note 6, *Notes Payable to AgFirst Farm Credit Bank*, of the Notes to the Consolidated Financial Statements, for weighted average interest rates and maturities, and additional information concerning the Association's notes payable.

Liquidity management is the process whereby funds are made available to meet all financial commitments including the extension of credit, payment of operating expenses and payment of debt obligations. The Association receives access to funds through its borrowing relationship with the Bank and from income generated by operations. The liquidity policy of the Association is to manage cash balances to maximize debt reduction and to increase loan volume. As borrower payments are received, they are applied to the Association's note payable to the Bank. Sufficient liquid funds have been available to meet all financial obligations. There are no known trends likely to result in a liquidity deficiency for the Association.

The Association's indebtedness to the Bank represents borrowings by the Association primarily to fund its loan portfolio. This indebtedness is collateralized by a pledge of substantially all of the Association's assets and the terms of the revolving line of credit are governed by the General Financing Agreement (GFA). The GFA defines Association performance criteria for borrowing from the Bank. As of December 31, 2022, the Association was in compliance with all GFA covenants.

The Association had no lines of credit from third party financial institutions as of December 31, 2022.

*Funds Management*

The Bank and the Association manage assets and liabilities to provide a broad range of loan products and funding options, which are designed to allow the Association to be competitive in all interest rate environments. The primary objective of the asset/liability management process is to provide stable and rising earnings, while maintaining adequate capital levels by managing exposure to credit and interest rate risks.

Demand for loan types is a driving force in establishing a funds management strategy. The Association offers fixed, adjustable and variable rate loan products that are marginally priced according to financial market rates. Variable rate loans may be indexed to market indices such as the Prime Rate, the 90-day London Interbank Offered Rate (LIBOR), or the Secured Overnight Financing Rate (SOFR). Adjustable rate mortgages are indexed to U.S. Treasury Rates. Fixed rate loans are priced based on the current cost of System debt of similar terms to maturity.

The majority of the interest rate risk in the Association's Consolidated Balance Sheets is transferred to the Bank through the notes payable structure. The Bank, in turn, actively utilizes funds management techniques to identify, quantify and control risk associated with the loan portfolio.

*Relationship with the Bank*

The Association's statutory obligation to borrow only from the Bank is discussed in Note 6, *Notes Payable to AgFirst Farm Credit Bank*, of the Notes to the Consolidated Financial Statements in this Annual Report.

The Bank's ability to access capital of the Association is discussed in Note 4, *Equity Investments in Other Farm Credit Institutions*, of the Notes to the Consolidated Financial Statements in this Annual Report.

The Bank's role in mitigating the Association's exposure to interest rate risk is described in the "Liquidity and Funding Sources" section of this Management's Discussion and Analysis and in Note 6, *Notes Payable to AgFirst Farm Credit Bank*, included in this Annual Report.

## CAPITAL RESOURCES

Capital serves to support asset growth and provide protection against unexpected credit and interest rate risk and operating losses. Capital is also needed for future growth and investment in new products and services.

The Association Board of Directors establishes, adopts, and maintains a formal written capital adequacy plan to ensure that adequate capital is maintained for continued financial viability, to provide for growth necessary to meet the needs of members/borrowers, and to ensure that all stockholders are treated equitably. There were no material changes to the capital plan for 2022 that would affect minimum stock purchases or would have an effect on the Association's ability to retire stock and distribute earnings.

Total members' equity at December 31, 2022 increased 8.79 percent to $590,689 from the December 31, 2021 total of $542,954. At December 31, 2021, total members' equity increased 12.81 percent from the December 31, 2020 total of $481,297. The increase in 2022 from 2021 was primarily attributable to an increase in unallocated retained earnings of $46,133. The increase in total members' equity to 2021 from 2020 was primarily attributable to an increase in unallocated retained earnings of $45,752.

Total capital stock and participation certificates were $52,613 December 31, 2022, compared to $53,098 at December 31, 2021 and $52,326 at December 31, 2020. See Note 7, *Members' Equity*, of the Consolidated Financial Statements, for further information concerning capital resources.

## PATRONAGE PROGRAM

Prior to the beginning of any fiscal year, the Association's Board of Directors, by adoption of a resolution, may establish a Patronage Allocation Program to distribute its available consolidated net earnings. This resolution provides for the application of net earnings in the manner described in the Association's Bylaws. This includes the setting aside of funds to increase surplus to meet minimum capital adequacy standards established by FCA Regulations, to increase surplus to meet Association capital adequacy standards to a level necessary to support competitive pricing at targeted earnings levels, and for reasonable reserves for necessary purposes of the Association. After excluding net earnings attributable to (a) the portion of loans participated to another institution, and (b) participation loans purchased, remaining consolidated net earnings are eligible for allocation to borrowers. Refer to Note 7, *Members' Equity*, of the Notes to the Consolidated Financial Statements, for more information concerning the patronage distributions. The Association declared patronage distributions of $21,000 in 2022, $26,000 in 2021, and $21,000 in 2020. These patronage distribution totals do not include pass-through patronage associated with certain capital markets loans.

## YOUNG, BEGINNING AND SMALL (YBS) FARMERS AND RANCHERS PROGRAM

The Association's mission includes providing sound and constructive credit and related services to Young, Beginning and Small (YBS) farmers and ranchers. First South's mission is directed by board and management to ensure that our Association is making every effort possible to implement our YBS program.

The Association has in place a flexible YBS program with policies and procedures that are designed to meet the needs of YBS farmers in our Association's territory. The First South Board approves the YBS policy as well as the annual business plan which outlines practices to accomplish the First South YBS mission.

YBS farmers and ranchers are defined as:

- *Young Farmer*: A farmer, rancher, or producer or harvester of aquatic products who is age 35 or younger as of the date the loan is originally made.
- *Beginning Farmer*: A farmer, rancher, or producer or harvester of aquatic products who has 10 years or less farming or ranching experience as of the date the loan is originally made.
- *Small Farmer*: A farmer, rancher, or producer or harvester of aquatic products who normally generates less than $250 in annual gross sales of agricultural or aquatic products at the date the loan is originally made.

The Association's Young, Beginning, and Small farmer and rancher program (YBS) complies with statutory and regulatory requirements which include qualitative and quantitative goals. Goals include coordinating with government agencies that offer loan guarantees for risk management purposes. First South is an FSA approved lender.

The Association business plan also outlines strategies to increase market share success, a market outreach program that generates participation and involvement by Association staff at the field level. Strategies include (1) YBS Program on the Association website, (2) First South Market Outreach Program, (3) First South Diversity and Inclusion Marketing Plan (4) Country Loan and Small Loan Program, and (5) sponsorships and educational programs. The final results of these outreach and education programs are reported to the Association Board of Directors on an annual basis.

The Association business plan also includes a budget recommended by management that is sufficient to carry out the Association's YBS mission and performance goals.

The following table outlines the loan volume and number of YBS loans in the loan portfolio as of December 31, 2022 for the Association.

| | As of December 31, 2022 | |
|---|---|---|
| | **Number of Loans** | **Amount of Loans** |
| Young | 3,039 | $492,465 |
| Beginning | 7,398 | $1,187,441 |
| Small | 10,183 | $1,301,057 |

For purposes of the above table, a loan could be included in more than one of the categories depending on the characteristics of the underlying borrower.

The 2017 USDA Ag Census data has been used as a benchmark to measure penetration of the Association YBS marketing efforts. The USDA Ag Census data prepared and provided by AgFirst Farm Credit Bank shows the number of YBS farmers in First South Farm Credit Association's territory as of December 31, 2017: Young (13,037); Beginning (46,224); Small (143,620).

The AgFirst demographics show First South segment penetration as a percentage of Association territory totals as follows: Young 13.9%; Beginning 9.4%; Small 4.5%. As of December 31, 2022, of the Association's total portfolio; 16.63% were Young farmers; 40.09% were Beginning farmers; and 43.93% were Small farmers.

Data Source: USDA-NASS 2017 Ag Census of Agriculture Volume I: Geographic Area Series Tables 2 and 45. Other data from AgFirst FCB Marquis standard reports period ending December 2020.

Slight differences between the Census and our YBS information are as follows:

- The Census shows young farmers in a group up to age 34, whereas the Association's YBS information shows young farmers up to age 35.
- The Census shows years on present farm up to nine years, whereas the Association's YBS information shows 10 years or less for a beginning farmer.
- The Census data is based on number of farms, whereas the Association's YBS information is based on number of loans.

**Capital Ratios**

The following sets forth the regulatory capital ratios:

| Ratio | Regulatory Minimum, Including Buffer* | Capital Ratios as of 2022 | 2021 | 2020 |
|---|---|---|---|---|
| Risk-adjusted ratios: | | | | |
| CET1 Capital Ratio | 7.00% | 16.81% | 16.48% | 17.15% |
| Tier 1 Capital Ratio | 8.50% | 16.81% | 16.48% | 17.15% |
| Total Capital Ratio | 10.50% | 17.47% | 17.17% | 17.86% |
| Permanent Capital Ratio | 7.00% | 16.97% | 16.64% | 17.34% |
| Non-risk-adjusted: | | | | |
| Tier 1 Leverage Ratio | 5.00% | 17.41% | 16.94% | 17.37% |
| UREE Leverage Ratio | 1.50% | 11.47% | 12.15% | 12.01% |

** Includes fully phased-in capital conservation buffers which were effective as of January 1, 2020.*

If the capital ratios fall below the minimum regulatory requirements, including the buffer amounts, capital distributions (equity redemptions, dividends, and patronage) and discretionary senior executive bonuses are restricted or prohibited without prior FCA approval.

## REGULATORY MATTERS

On April 14, 2022, the FCA approved a final rule that amends certain regulations to address changes in accounting principles generally accepted in the United States. Such changes reflect the Current Expected Credit Losses (CECL) methodology that will replace the incurred loss methodology upon adoption. Credit loss allowances related to loans, lessor's net investments in leases, and held-to-maturity debt securities would be included in a System institution's Tier 2 capital up to 1.25 percent of the System institution's total risk weighted assets. Credit loss allowances for available-for-sale debt securities and purchased credit impaired assets would not be eligible for inclusion in a System institution's Tier 2 capital. The regulation does not include a transition phase-in period for the CECL day 1 cumulative effect adjustment to retained earnings on a System institution's regulatory capital ratios. In addition, the regulation does not include an exclusion for the CECL day 1 cumulative effective adjustment from the "safe harbor" deemed prior approval provision. The rule became effective on January 1, 2023.

On August 26, 2021, the FCA issued a proposed rule to revise its regulatory capital requirements to define and establish risk-weightings for High Volatility Commercial Real Estate (HVCRE) by assigning a 150 percent risk-weighting to such exposures, instead of the current 100 percent. The proposed rule would ensure that the FCA's rule remains comparable with the capital rule of other federal banking regulatory agencies and recognizes the increased risk posed by HVCRE exposures. The public comment period ended on January 24, 2022.

On June 30, 2021, the FCA issued an advance notice of proposed rulemaking (ANPRM) that seeks public comments on whether to amend or restructure the System bank liquidity regulations. The purpose of this advance notice is to evaluate the applicability of the Basel III framework to the Farm Credit System and gather input to ensure that System banks have the liquidity to withstand crises that adversely impact liquidity and threaten their viability. The public comment period ended on November 27, 2021.

### *LIBOR Transition*

In 2017, the United Kingdom's Financial Conduct Authority (UK FCA), which regulates LIBOR, announced its intention to stop persuading or compelling the group of major banks that sustains LIBOR to submit rate quotations after 2021. As a result, it was uncertain whether LIBOR would continue to be quoted after 2021.

On March 5, 2021, ICE Benchmark Administration (IBA) (the entity that is responsible for calculating LIBOR) announced its intention to cease the publication of the one-week and two-month US dollar LIBOR settings immediately following the LIBOR publication on December 31, 2021, and the remaining US dollar LIBOR settings immediately following the LIBOR publication on June 30, 2023. On the same day, the UK FCA announced that the IBA had notified the UK FCA of its intent, among other things, to cease providing certain US dollar LIBOR settings as of June 30, 2023. In its announcement, the UK FCA confirmed that all 35 LIBOR tenors (including with respect to US dollar LIBOR) will be discontinued or declared nonrepresentative as of either: (a) immediately after December 31, 2021 or (b) immediately after June 30, 2023.

The Association has exposure to LIBOR arising from loans made to customers, investments, and Systemwide Debt Securities that are issued by the Funding Corporation on the Bank's and Association's behalf.

The FCA has issued guidelines with similar guidance as the U.S. prudential regulators but applicable for System institutions to follow as they prepare for the expected phase-out of LIBOR. The guidelines direct each System institution to develop a LIBOR transition plan designed to provide an orderly roadmap of actions that will reduce LIBOR exposure, stop the inflow of new LIBOR volume, and adjust operating processes to implement alternative reference rates.

The Association has implemented LIBOR transition plans and continues to analyze potential risks associated with the LIBOR transition, including, but not limited to, financial, market, accounting, operational, legal, tax, reputational, and compliance risks. See the Association's 2021 Annual Report for further discussion on the LIBOR transition.

The following is a summary of outstanding variable-rate financial instruments tied to LIBOR at December 31, 2022:

| (dollars in millions) | Due in 2022 | Due in 2023 and Thereafter | Total |
|---|---|---|---|
| Loans | $ – | $ 43,559 | $ 43,559 |
| Total | $ – | $ 43,559 | $ 43,559 |
| Note Payable to | | | |
| AgFirst Farm Credit Bank | $ – | $ 35,249 | $ 35,249 |
| Total | $ – | $ 35,249 | $ 35,249 |

The LIBOR transition plan includes implementing fallback language into variable-rate financial instruments maturing after June 30, 2023 which provides the ability to move these instruments to another index if the LIBOR market is no longer viable.

## RECENTLY ISSUED ACCOUNTING PRONOUNCEMENTS

Please refer to Note 2, *Summary of Significant Accounting Policies*, in the Notes to the Consolidated Financial Statements for recently issued accounting pronouncements.

The following Accounting Standards Updates (ASUs) were issued by the Financial Accounting Standards Board (FASB):

| Summary of Guidance | Adoption and Potential Financial Statement Impact |
|---|---|
| ***Financial Instruments – Credit Losses (Topic 326): Measurement of Credit Losses on Financial Instruments*** | |
| • Replaces multiple existing impairment standards by establishing a single framework for financial assets to reflect management's estimate of current expected credit losses (CECL) over the entire remaining life of the financial assets.<br>• Changes the present incurred loss impairment guidance for loans to an expected loss model.<br>• Modifies the other-than-temporary impairment model for debt securities to require an allowance for credit impairment instead of a direct write-down, which allows for reversal of credit impairments in future periods based on improvements in credit quality.<br>• Eliminates existing guidance for purchased credit impaired (PCI) loans, and requires recognition of an allowance for expected credit losses on these financial assets.<br>• Modifies and enhances financial instruments disclosures.<br>• Eliminates the accounting guidance for TDRs by creditors in Subtopic 310-40, Receivables—Troubled Debt Restructurings by Creditors, while enhancing disclosure requirements for certain loan refinancings and restructurings by creditors when a borrower is experiencing financial difficulty. Specifically, rather than applying the recognition and measurement guidance for TDRs, an entity must apply the loan refinancing and restructuring guidance in paragraphs 310-20-35-9 through 35-11 to determine whether a modification results in a new loan or a continuation of an existing loan.<br>• Requires a cumulative-effect adjustment to retained earnings as of the beginning of the reporting period of adoption.<br>• Effective for fiscal years beginning after December 15, 2022, and interim periods within those fiscal years. Early application is permitted. | • The Association has established a cross-discipline governance structure utilizing common guidance developed across the Farm Credit System.<br>• The Association has completed development of PD/LGD model and independently validated the model for conceptual soundness. The implementation of processes, internal controls and policy updates are complete.<br>• The Association macroeconomic forecast includes a weighted selection of the Moody's baseline, upside 10th percentile and downside 90th percentile scenarios.<br>• The guidance has been adopted on January 1, 2023 and did not have a material impact on the Association's consolidated financial statements. |

# *Disclosure Required by Farm Credit Administration Regulations*

**Description of Business**

Descriptions of the territory served, persons eligible to borrow, types of lending activities engaged in, financial services offered and related Farm Credit organizations are incorporated herein by reference to Note 1 of the Consolidated Financial Statements, "*Organization and Operations*," included in this Annual Report to shareholders.

The description of significant developments that had or could have a material impact on earnings or interest rates to borrowers, acquisitions or dispositions of material assets, material changes in the manner of conducting the business, seasonal characteristics, and concentrations of assets, if any, is incorporated in "Management's Discussion and Analysis of Financial Condition and Results of Operations" included in this Annual Report.

*Unincorporated Business Entities*

At December 31, 2022, the Association had no investment in Unincorporated Business Entities (UBEs).

**Description of Property**

The following table sets forth certain information regarding the properties of the reporting entity, all of which are located in Alabama, Mississippi and Louisiana:

| Location | Description | Form of Ownership |
|---|---|---|
| 574 Highland Colony Pkwy., Ridgeland, MS | Administrative | Leased |
| 2341 AL Hwy. 21 South, Oxford, AL | Branch | Owned |
| 1824 Eva Road NE, Cullman, AL | Branch | Owned |
| 3201 AL Hwy. 157, Suite 200, Cullman, AL | Underwriting | Leased |
| 320 AL Hwy. 75 N, Albertville, AL | Branch | Owned |
| 1960 Stonegate Drive, Vestavia Hills, AL | Branch | Owned |
| One Perimeter Park South, Birmingham, AL | Branch | Leased |
| 30035 Hwy. 72 West, Madison, AL | Branch | Owned |
| 14390 Market Street, Moulton, AL | Branch | Owned |
| 970 Hwy. 20 East, Tuscumbia, AL | Branch | Owned |
| 700 Hwy. 80 West, Demopolis, AL | Branch | Owned |
| 4210 McFarland Blvd., Northport, AL | Branch | Owned |
| 1715 West Second Street, Montgomery, AL | Branch | Owned |
| 1401 Forest Avenue, Montgomery, AL | Branch | Owned |
| 141 Lee Street, Luverne, AL | Branch | Owned |
| 4442 South US Highway 231, Ozark, AL | Branch | Owned |
| 1434 S. Union Avenue, Ozark, AL | Branch | Owned |
| 1613 Fredrick Road, Opelika, AL | Branch | Owned |
| 41655 State Hwy 59, Bay Minette, AL | Branch | Owned |
| 5070 Boll Weevil Circle, Enterprise, AL | Branch | Owned |
| 1103 Bypass West, Andalusia, AL | Branch | Owned |
| 260 Trace Colony Park Drive, Ridgeland, MS | Branch | Owned |
| 914 Van Buren Avenue, Oxford, MS | Branch | Owned |
| 1626 N Veterans Memorial Blvd., Tupelo, MS | Branch | Leased |
| 306 E. Jefferson Street, Aberdeen, MS | Branch | Owned |
| 1009 North Main Street, Calhoun City, MS | Branch | Owned |
| 1089D Stark Road, Starkville, MS | Branch | Leased |
| 1703 Hwy 82 W Frontage Road, Greenwood, MS | Branch | Owned |
| 203 Cossar Blvd., Charleston, MS | Branch | Owned |
| 122 Main Street, Indianola, MS | Branch | Leased |
| 505 E. Second Street, Clarksdale, MS | Branch | Owned |
| 1021 Highway 82 East, Leland, MS | Branch | Owned |
| 9769 Eastside Drive Extension, Newton, MS | Branch | Owned |
| 501 Apache Drive, McComb, MS | Branch | Owned |
| 4 Thompson Park, Hattiesburg, MS | Branch | Owned |
| 23 Dunnbarr, Laurel, MS | Branch | Owned |
| 19550 Old Scenic Hwy., Zachary, LA | Branch | Owned |
| 222 N. Cedar Street, Tallulah, LA | Branch | Owned |
| 1896 Hudson Circle, Suite 7, Monroe, LA | Branch | Leased |
| 109 Davis Street, Lake Providence, LA | Branch | Owned |
| 811 Jackson Street, Winnsboro, LA | Branch | Owned |
| 2308 S. MacArthur Drive, Alexandria, LA | Branch | Owned |
| 321 South Main Street, Marksville, LA | Branch | Owned |
| 5057 I-49 S. Service Road, Opelousas, LA | Branch | Owned |
| 1007 Guy Dr. Street, Martinville, LA | Branch | Owned |
| 3206 South LA 13, Crowley, LA | Branch | Owned |
| 4925 East McNeese Street, Lake Charles, LA | Branch | Owned |
| 60050 Westway Drive, Amite, LA | Branch | Owned |
| 1725 St. Mary Hwy., Thibodaux, LA | Branch | Owned |

**Legal Proceedings**

Information, if any, to be disclosed in this section is incorporated herein by reference to Note 11 of the Consolidated Financial Statements, "*Commitments and Contingencies*," included in this Annual Report.

**Description of Capital Structure**

Information to be disclosed in this section is incorporated herein by reference to Note 7 of the Consolidated Financial Statements, "*Members' Equity*," included in this Annual Report.

**Description of Liabilities**

The description of liabilities, contingent liabilities and obligations to be disclosed in this section is incorporated herein by reference to Notes 2, 6, 9 and 11 of the Consolidated Financial Statements included in this Annual Report.

**Management's Discussion and Analysis of Financial Condition and Results of Operations**

"Management's Discussion and Analysis of Financial Condition and Results of Operations," which appears in this Annual Report and is to be disclosed in this section, is incorporated herein by reference.

**Senior Officers**

The following represents certain information regarding the senior officers of the Association and their business experience for the past five years:

| Senior Officer | Position & Other Business Interests |
|---|---|
| Gines Pérez, III | *President & Chief Executive Office since January 2023. Prior to that, Senior Vice President/Chief Operating Officer since January 2021. Prior to that, Senior Vice President/Chief Credit Officer since September 2019, Prior to that, Senior Vice President/Chief Lending Officer since July 2018, Prior to that, Executive Vice President/Chief Credit Officer-AgChoice Farm Credit since February 2016 , and prior to that, Relationship Manager and various other roles and responsibilities-AgFirst Farm Credit Bank since June 2010.* |
| John W. Barnard | *Immediate past President & Chief Executive Officer since January 2018. Prior to that, President, Mississippi Division, since April 1994. Retired December 2022.* |
| Sarah F. Lutz | *Senior Vice President/Chief Financial Officer/Treasurer since January 2021.* |
| Sells J. Newman, Jr. | *Senior Vice President/Legislative Affairs and Public Relations since October 1987. Retired December 2022.* |
| William F. Loftis, Jr. | *Senior Vice President/Chief Lending Officer since January 2022.* |
| Charles M. Pigg | *Senior Vice President/Chief Lending Officer since January 2022. Prior to that, President, Alabama Division since January 2016. Prior to that, President, North Alabama Division, since July 2011. Retired April 2022.* |
| Cyrus W. Harper, III | *Senior Vice President/Chief Credit Officer since January 2021.* |
| Timothy C. Losavio | *Senior Vice President, Lending since January 2022. Prior to that, President, Louisiana Division since January 2020. Prior to that, Regional Lending Manager, Louisiana Division.* |
| Rodney P. Brantley | *Senior Vice President, Lending since January 2022. Prior to that, President, Mississippi Division since July 2017. Prior to that, Division Vice President, Mississippi Division.* |
| Keith G. McCurdy | *Senior Vice President, Lending since January 2022.* |

The total amount of compensation earned by the CEO and senior officers as a group during the years ended December 31, 2022, 2021 and 2020, is as follows:

| Name of Individual or Number in Group | Year | Salary | Bonus | Deferred Comp. | Change in Pension Value | Perq/ Other* | Total |
|---|---|---|---|---|---|---|---|
| John W. Barnard | 2022 | $ 430,000 | $ 150,000 | $ – | $ (613,268) | $ 77,581 | $ 44,313 |
| John W. Barnard | 2021 | $ 400,000 | $ 150,000 | $ – | $ 94,433 | $ 28,290 | $ 672,723 |
| John W. Barnard | 2020 | $ 375,014 | $ 125,000 | $ – | $ 900,504 | $ 23,297 | $ 1,423,815 |
| 9 | 2022 | $ 1,648,481 | $ 553,778 | $ – | $ (892,379) | $ 194,664 | $ 1,504,544 |
| 8 | 2021 | $ 1,485,092 | $ 474,694 | $ – | $ 430,873 | $ 174,274 | $ 2,564,933 |
| 8 | 2020 | $ 1,382,067 | $ 505,153 | $ – | $ 1,428,185 | $ 169,349 | $ 3,484,754 |

* *The Perquisites/Other amount disclosed in the above chart may include club memberships, automobile and travel allowance, deferred compensation, life insurance, 401(k) contributions, and relocation reimbursement.*

For the Retirement Plan, the present value of pension benefits is the value at a specific date of the benefit payment stream an individual is expected to receive upon retirement based on pay and service earned to date. These present values change year over year as (1) pension benefits increase due to an additional year of pay and service being earned under the benefit formula, (2) individuals are one year closer to receiving payments, and (3) the assumptions used to determine the present value change.

The present value of Retirement Plan pension benefits will naturally increase as the benefits earned under the plan increase. Since the pension benefit formula is dependent on base pay, pay increases directly impact the pension values.

The present values are calculated by discounting each expected future benefit payment back to the determination date at a specified interest (or discount) rate. When a year passes, there is one fewer year of discounting, which increases the present value.

Finally, the present value of the expected future benefit payment stream is based on actuarial assumptions, chiefly the discount rate mentioned above. Other assumptions are also used, such as expected retirement age and life expectancy. Changes in the actuarial assumptions can increase or decrease the pension values. The discount rate is updated every year based on the interest rate environment at December 31. A decrease in the discount rate (i.e. less discounting) increases the present values and vice versa. There was an increase in the discount rate assumption from December 31, 2021 to December 31, 2022, causing the pension values to decrease.

Other actuarial assumptions are updated periodically. The mortality assumption scale was not updated for December 31, 2022. The scale is typically updated yearly, but the Society of Actuaries chose to forgo an update in 2022 due to COVID-19 skewing mortality data.

**Pension Benefits Table**
**As of December 31, 2022**

| Name of Individual or Number in Group | Year | Plan Name | Number of Years Credited Service | Actuarial Present Value of Accumulated Benefits | Payments During 2022 |
|---|---|---|---|---|---|
| **CEO:** | | | | | |
| John W. Barnard | 2022 | First South Retirement Plan | 40.83 | $ 2,791,932 | $ – |
| | | | | $ 2,791,932 | $ – |
| **Senior Officers and Highly Compensated Employees:** | | | | | |
| 9 Officers | 2022 | First South Retirement Plan | 38.04* | $ 5,638,885 | $ 106,339 |
| | | | | $ 5,638,885 | $ 106,339 |

**Represents the average years of credited service for the group*

In addition to base compensation, the Association offers a Business Incentive Plan to all eligible employees, not including the CEO. The Business Incentive Plan is designed to motivate employees to exceed the business plan goals established by the Board of Directors during the fiscal year. These goals are met and exceeded in three key business areas. Those key areas include return on average daily balance of loans (ROADB), credit quality and growth in average daily balance (ADB). No employee shall receive more than 25 percent of his or her individual base salary in the Business Incentive Plan.

The Association also provides an Executive Incentive Plan for all eligible senior officers, not including the CEO. The Executive Incentive Plan is designed to motivate and reward the senior officers to meet and exceed the financial and performance goals of the Association. The financial and performance goals for this plan are return on average daily balance of loans (ROADB) and operating efficiency in his or her respective area of responsibility. These performance areas are weighted equally. No senior officer shall receive more than 15 percent of his or her individual base salary in the Executive Incentive Plan.

The level of incentive paid to the CEO, if any, is approved by the Board of Directors upon recommendation from the Compensation Committee. The CEO incentive payment is based on various performance factors also designed to meet the goals and objectives set by the Board of Directors.

Incentives are paid within 45 days of the year end. The incentives/bonuses are shown in the year earned which may be different than the year of payment. Nine senior officers shared in the 2022 business incentive and nine senior officers shared in the executive incentive.

Disclosure of information on the total compensation paid during 2022 to any senior officer, or to any other individual included in the total, is available to shareholders upon request.

**Directors**

Directors and senior officers are reimbursed on an actual cost basis for all expenses incurred in the performance of official duties. Such expenses may include transportation, lodging, meals, tips, tolls, parking of cars, laundry, registration fees, and other expenses associated with travel on official business. A copy of the policy is available to shareholders of the Association upon request.

The aggregate amount of reimbursement for travel, subsistence and other related expenses for all directors as a group was $249,269 for 2022, $179,062 for 2021 and $140,732 for 2020.

Subject to approval by the board, the Association may allow directors honorarium of $1,000 per day for attendance at regularly scheduled board meetings and auxiliary committee meetings not held in conjunction with regularly scheduled board meetings. In addition, each director shall be paid a quarterly retainer of $500 with the exception of the board chairman and audit committee chairman which will be $750 per quarter. Auxiliary meetings such as regional advisory committee meetings, political action committee meetings and other special assignments will be $500 per day and telephone conference calls will be $100. Travel compensation to regularly scheduled board meetings and auxiliary committee meetings will be $.75 per mile. Total compensation paid to directors as a group was $418,218.

The following represents certain information regarding the directors of the Association, including their principal occupation and employment for the past five years. Directors are elected for three-year terms, unless completing the unexpired term of a former director.

***James F. Martin, III, Chairman***, of Enterprise, Alabama, farms corn and cotton, along with raising beef cattle and hay. He is a partner in Nitram, LLC, a real estate ownership company. He is also involved with Enterprise Land and Homes, LLC, which buys, sells and builds residential real estate. Mr. Martin was elected to the Covington Electric Cooperative Board of Trustees in 2020 for a three-year term. He also is a member of the Alabama Farm Bureau Coffee County board and the Coffee Gin Company. He has been a member of First South for over 31 years. Mr. Martin's present term as a First South Director expires in 2025.

***Thomas H. Nelson, Jr., Vice Chairman***, of Glen Allan, Mississippi, farms, along with his family a 9,000-acre row crop operation consisting of Nelson-King Farms; Nelson-King Lands, LLC; E.G. Nelson, Inc.; and Everhope Plantation, LLC; producing corn and soybeans. He is President of E.G. Nelson, Inc., and manager of Nelson-King Farms. He is a Board Member of Washington County Farm Bureau, which supports and promotes agriculture in Washington County, Mississippi, and is Chairman of the Board of Trustees of Avon United Methodist Church in Avon, MS. Mr. Nelson has been a member of First South for over 32 years. His present term as a First South Director expires in 2023.

***Adam W. Bass***, of Columbia, Mississippi, has an 8-house poultry farm, raises approximately 125 brood cows and produces hay for farm use and to sell. He is owner/manager of Back Forty Farms, LLC. Mr. Bass has been a member of First South for over 14 years. He was elected to the First South

Board of Directors in 2019 and his present term expires in 2025.

***Paul S. Clark***, of Decatur, Alabama, has a row crop operation, Clark Farms Partnership (Paul Clark Farms, LLC and Marilyn Clark Farms, LLC), in Courtland, Alabama. He was previously co-owner of Clark and Reed, an agricultural consulting firm. Mr. Clark has been a member of First South for over 32 years. His term as a First South Director expires in 2023.

***Barry A. DeFoor***, of Falkville, Alabama, owns and operates 8 poultry houses growing broiler chickens. He also owns a commercial cow/calf operation, and is in timber production. He served two and a half years on the Morgan County, Alabama Board of Education, ending in 2020. Mr. DeFoor has been a member of First South for over 16 years and served as a member of the Regional Advisory and Nominating Committees until he was elected to the First South Board of Directors in 2020. His present term on the First South Board expires in 2025.

***Amy C. Ellender***, of Mer Rouge, Louisiana, serves as an outside director and is not a member of the Association. She is an attorney and owner of Ellender Law Firm, APLC in Mer Rouge, with areas of practice including estate planning, successions and probate, agricultural leases and contracts, corporate legal work, farm restructuring, and multi district litigation. She is a member of Ellender Properties, LLC, and a director of Christian Life Fellowship, Inc., a nonprofit Christian summer camp/retreat facility run by her family. Mrs. Ellender received both her B. S. degree in Finance and her J. D. Law degree from Louisiana State University. Her present term as a First South Director expires in 2025.

***Dr. Marty J. Fuller***, of Starkville, Mississippi, serves as an outside director and is not a member of the Association. Dr. Fuller is President and CEO of Federal Solutions, LLC, a firm specializing in governmental relations. Dr. Fuller serves as Senior Consultant at Cornerstone Government Affairs, a Washington, D. C. based government/public relations firm. Prior to this role he served as the Director of Federal Relations for Mississippi State University. He also served previously as Associate Director of the Mississippi Agricultural and Forestry Experiment Station (MAFES) and is Emeritus Professor in the Department of Agricultural Economics at Mississippi State University. Dr. Fuller received his B. S., M. S. and Ph. D. degrees in Agricultural Economics from Mississippi State University. His present term as a First South Director expires in 2023.

***Richard T. Hargis***, of Effie, Louisiana, has a farming operation with his family, Hargis Farm Partnership, LLC, consisting of 5,100 acres of row crops, including corn, soybeans and milo. He is owner of High Cotton Cattle, LLC, which includes 225 Braford cows, and High Cotton Land Co., LLC. He also is a partner in HFP Trucking, LLC. Mr. Hargis was elected to the First South Board of Directors in 2021 and his present term expires in 2024.

***Conner V. House***, of Natchez, Mississippi, is a forester and co-owner of Good Hope, Inc., where he serves as Vice President, Secretary, and Treasurer; Geronimo Hardwood Timber, LLC, an entity that leases out farm land to operators and actively manages tree farm acreage; and Cottonport Hardwood, LLC. He is manager of Alligator Bayou Companies, LLC; Bridge South Development, LLC; Cottonport Hardwoods, LLC; Cotton Valley Hardwoods, LLC. He is President of America Plan & Build Corp. and Miss-Lou Timber Merchandising, Inc. Mr. House was elected to the First South Board of Directors in 2021 and his present term expires in 2023.

***John G. Ingraffia***, of Husser, Louisiana, has been an owner/operator of a dairy farm for the past 40 years. He owns 130 acres on which he manages a herd of 190 dairy cattle. He serves on the Tangipahoa Parish Council, since being elected in 2020. He also serves on the Tangipahoa Parish Consolidated Drainage Board and the Tangipahoa Parish Rural Fire Protection District Two Board. Mr. Ingraffia, a former member of the Regional Advisory Committee, has been a member of First South for over 38 years. His present term as a First South Director expires in 2024.

***Wilson E. Judice***, of Franklin, Louisiana, owns and operates Wilson Judice Farms, a small vegetable farm that is in the development stages of producing fresh market vegetables and vegetable plants. He is currently an Agronomist with the American Sugarcane League. He serves his community as a member of the St. Mary Parish Fire Protection District Two Board of Directors. He is also a member of the Hanson High/St. John Elementary Advisory Council. Mr. Judice has been a member of First South for over 11 years. His present term as a First South Director expires in 2024.

***Kevin Kimzey***, of Water Valley, Mississippi, is the owner and operator of Kevin Kimzey Farms, a family partnership, farming 3,000 acres of cotton, corn, and soybeans. His family also owns 600 acres of pine and hardwood timber. He is a stockholder in Yalobusha Gin Company and a member of Staplcotn, a cotton marketing cooperative. Mr. Kimzey has been a member of First South for 29 years and began serving as a director in 2019. His present term expires in 2023.

***W. Townsend Kyser, III***, of Greensboro, Alabama, is Chief Financial Officer of Kyser Family Farms, a catfish and cattle operation of approximately 4,000 acres. He is the current President of Hale County Alabama Farmers Federation (ALFA), an agricultural advocacy organization. He serves as an Executive Committee Member for Catfish Farmers of America, a farming organization that looks after the catfish industry, and is a board member of Black Warrior EMC, a rural electric cooperative. Mr. Kyser is also a director on the Alabama Farm Service Agency committee, a federal governmental entity that deals with lending and government programs. He was elected to the First South Board of Directors in 2020 and his present term expires in 2023.

***Ray L. Makamson***, of Itta Bena, Mississippi, owns and operates Ray Makamson Farms, a farming operation consisting of cotton, soybeans and corn. He is President of Greenwood Gin, Inc. Mr. Makamson has been a member of First South for over 50 years. His term as a First South Director expires in 2024.

***S. Alan Marsh***, of Madison, Alabama, is the President of Marsh Farms, a 2,450-acre row crop farming operation consisting of cotton, soybeans, wheat and corn. Mr. Marsh is a director of South Limestone Co-op, that runs a cotton gin, and a director of Limestone County Farmers Federation, an agricultural policy organization. He is also a member of Staplcotn, a cooperative to market cotton. Mr. Marsh served on the Board of Directors of AgFirst Farm Credit Bank until December 31, 2022. He has been a member of First South for over 47 years. Mr. Marsh's present term as a First South Director expires in 2023.

***Daniel C. Mattingly,*** of Belle Rose, Louisiana, is the Agricultural Manager for Lula-Westfield, LLC, two sugarcane processing facilities (raw sugar mills). He assists in managing land holdings of two companies comprised of 40,000 acres, including sugarcane production land, timber property, pasture land and hunting land. He has ownership interests in Savoie Industries, LLC and Dugas & LeBlanc, LTD. Mr. Mattingly serves on the board of Assumption Parish Farm Bureau, which promotes agriculture in Assumption Parish, Louisiana. He is a member of the Board of Directors of Savoie Industries, LLC, a sugarcane mill, having served on that board for the past 30 years. Mr. Mattingly has been a member of First South for over 25 years. His present term as a First South Director expires in 2025.

***R. Shepherd Morris***, of Shorter, Alabama, is President of Morris and Morris Farms, a 4,100-acre row crop operation growing cotton, corn and sesame, and an 800-acre timber operation. He serves as a board member of Choice Cotton Company, a cotton marketing organization and River Bank and Trust, a community bank. He is President of Milstead Farm Group, Inc., a cotton ginning operation. Mr. Morris has been a member of First South for over 44 years. His present term as a First South Director expires in 2024.

***James M. Norsworthy, III***, of Jackson, Louisiana, is the owner of One Hundred Cedars Cattle Farm, a cow/calf operation, and has a commercial hay operation. He is mayor of the town of Jackson, Louisiana. Mr. Norsworthy served on the Board of Directors of AgFirst Farm Credit Bank until December 31, 2021, where he was chairman of the Governance Committee. He has been a member of First South for over 42 years. His term as a First South Director expires in 2023.

***Thomas A. Parker,*** of Lake Providence, Louisiana, has a 5,500 acre farming operation in Lake Providence, Louisiana, consisting of cotton, corn, soybeans and rice. He also operates a 7,000 acre farm consisting of cotton, corn, soybeans and rice in Parkdale, Arkansas. Mr. Parker serves as Chairman of the Staplcotn Board, an agricultural marketing cooperative. He is President of Bunches Bend Protection District, a Louisiana governor appointed commission. He owns a farm management company, Deep Current Ag Management, which manages farmland for individuals and private equity. Mr. Parker has been a member of First South for over 33 years. His present term as a First South Director expires in 2025.

***Michael W. Patrick***, of Canton, Mississippi, is a partner in Patrick Farms Joint Venture, a farming operation consisting of 3,700 acres of cotton, corn, wheat, soybeans and timber. He is a member of the Madison County USDA/FSA county committee which administers farm commodity, crop insurance, credit, environmental, conservation and assistance programs for farmers and ranchers. He is a committee member on the Madison County Soil and Water District Board, a unit of county government responsible for soil and water conservation programs within the county boundaries. Mr. Patrick is an owner of Big Black Farms, Inc. and Cotton Pickers, Inc., agricultural corporations and partners in Patrick Farms Joint Venture. He has been a board member on the AgFirst Farm Credit Council for 10 years. Mr. Patrick began serving on the Board of Directors of AgFirst Farm Credit Bank January 1, 2020 and has been a member of First South for over 32 years. His present term as a First South Director expires in 2024.

***Walter Rodney Richardson***, of Leroy, Alabama, is a partner in Richardson Farms, a row crop operation consisting of 4,000 acres of cotton, corn, peanuts, soybeans and wheat. He is a supervisor on the Washington County Soil and Water Conservation Board and a director of the Washington County Farmers Federation, which promotes agriculture in Washington County. Mr. Richardson has been a member of First South for over 42 years. His term as a First South Director expires in 2024.

***Robert Dale Thibodeaux***, of Midland, Louisiana, has a farming operation with his family consisting of 10,500 acres, including 5,500 acres of rice, 3,000 acres of soybeans, and 2,000 acres of crawfish. His business interests include Thibodeaux Ag Group, a farming entity; Thibodeaux Brothers Farm, a custom farming and equipment leasing company; Thibodeaux Crawfish, LLC; Krewe du Meanger, a social club; Thibodeaux Brothers Dryer, grain drying operation; Thibodeaux Brothers Water, a land company; Thibodeaux Brothers Trucking, a grain trucking operation; Thibodeaux Land Company; and Acadia Processors, a crawfish processor. Mr. Thibodeaux serves as a board member of Acadia Soil and Water District, which implements conservation practices, and Acadia 5th Ward Port Board, which manages businesses on port property. He is a member of Southwest Farm Cooperative, an ag supplier; Acadia Rice Growers Association; and South Louisiana Rail Facility, an entity that markets and ships rice. Mr. Thibodeaux has been a member of First South for over 42 years. His present term as a First South Director expires in 2023.

***Roy M. Tucker, Jr.***, of Hamilton, Mississippi, is the President of Tucker Farming Company, a row crop operation in Chickasaw and Monroe counties consisting of 3,000 + acres of cotton, corn and soybeans. He is also President of Tucker Farms, Inc. and Farmers Gin, Inc. of Hamilton, MS. Mr. Tucker is a Director on the Mississippi Boll Weevil Eradication Board. Mr. Tucker was elected to the First South Board of Directors in 2022 and his term expires in 2025.

The following chart details the number of meetings, other activities and additional compensation paid for other activities (if applicable) for each director:

| | | Term of Office | | Number of Days Serve | | Compensation | | |
|---|---|---|---|---|---|---|---|---|
| Name of Director | Committee Assignments | Election Year | Current Term Expiration | Board Meeting | Other Official Activities* | Compensation Regular Board Meetings | Compensation for Other Activities | Total 2022 Compensation Paid |
| James F. Martin, III, Chairman | Retirement, Executive | 2022 | 2025 | 12 | 16 | $ 14,543 | $ 14,875 | $ 29,418 |
| Thomas H. Nelson, Jr., Vice Chairman | Governance, Compensation, Retirement, Executive | 2020 | 2023 | 12 | 5 | 10,926 | 5,700 | 16,626 |
| Dr. Marty J. Fuller | Audit, Executive | 2020 | 2023 | 11 | 5 | 10,913 | 4,700 | 15,613 |
| Amy C. Ellender | Audit, Compensation | 2022 | 2025 | 10 | 10 | 12,535 | 7,636 | 20,171 |
| Adam W. Bass | Credit | 2022 | 2025 | 9 | 8 | 10,874 | 6,002 | 16,876 |
| Paul S. Clark | Audit, Retirement, Executive | 2020 | 2023 | 11 | 4 | 11,473 | 3,200 | 14,673 |
| Barry A. DeFoor | Governance, Compensation | 2022 | 2025 | 10 | 11 | 14,125 | 10,846 | 24,971 |
| Richard T. Hargis | Governance | 2021 | 2024 | 9 | 1 | 11,799 | 3,000 | 14,799 |
| Conner V. House | Credit | 2021 | 2023 | 10 | 7 | 11,491 | 6,546 | 18,037 |
| John G. Ingraffia | Credit | 2021 | 2024 | 10 | 8 | 12,394 | 6,923 | 19,317 |
| Wilson E. Judice | Audit | 2021 | 2024 | 8 | 6 | 11,611 | 6,361 | 17,972 |
| Kevin Kimsey | Credit | 2020 | 2023 | 9 | 0 | 10,773 | 2,000 | 12,773 |
| W. Townsend Kyser, III | Audit | 2020 | 2023 | 9 | 6 | 11,460 | 5,797 | 17,257 |
| Ray L. Makamson | Governance | 2021 | 2024 | 9 | 5 | 10,880 | 5,543 | 16,423 |
| S. Alan Marsh | Credit, Executive | 2020 | 2023 | 12 | 4 | 13,140 | 4,561 | 17,701 |
| Daniel C. Mattingly | Credit, Compensation, Retirement, Executive | 2022 | 2025 | 10 | 11 | 10,878 | 10,544 | 21,422 |
| R. Shepherd Morris | Governance, Compensation, Executive | 2021 | 2024 | 12 | 12 | 12,960 | 10,229 | 23,189 |
| James M. Norsworthy, III | Audit, Retirement | 2020 | 2023 | 7 | 10 | 9,345 | 6,963 | 16,308 |
| Thomas A. Parker | Governance, Compensation, Executive | 2022 | 2025 | 11 | 13 | 9,703 | 8,955 | 18,658 |
| Michael W. Patrick | Audit, Retirement | 2021 | 2024 | 9 | 3 | 9,522 | 3,600 | 13,122 |
| Walter Rodney Richardson | Governance, Compensation | 2021 | 2024 | 9 | 9 | 11,648 | 8,649 | 20,297 |
| Robert Dale Thibodeaux | Audit, Compensation | 2020 | 2023 | 8 | 8 | 12,828 | 5,493 | 18,321 |
| Roy Tucker | Credit | 2022 | 2025 | 6 | 2 | 7,749 | 2,500 | 10,249 |
| Zeb Daniel West | Governance | 2019 | 2022** | 3 | 0 | 3,525 | 500 | 4,025 |
| Total | | | | | | $ 267,090 | $ 151,116 | $ 418,218 |

** Includes board committee meetings and other board activities other than regular board meetings*
*** Due to age limitation, Mr. Zeb Dan West was not eligible for re-election*

## Transactions with Senior Officers and Directors

The reporting entity's policies on loans to and transactions with its officers and directors, to be disclosed in this section are incorporated herein by reference to Note 10 of the Consolidated Financial Statements, "*Related Party Transactions*," included in this Annual Report. There have been no transactions between the Association and senior officers or directors which require reporting per FCA regulations.

## Involvement in Certain Legal Proceedings

There were no matters which came to the attention of management or the board of directors regarding involvement of current directors or senior officers in specified legal proceedings which should be disclosed in this section. No directors or senior officers have been involved in any legal proceedings during the last five years which require reporting per FCA regulations.

## Relationship with Independent Auditors

There were no changes in or material disagreements with our independent auditors on any matter of accounting principles or financial statement disclosure during this period. Aggregate fees paid by the Association for services rendered by its independent auditors for the year ended December 31, 2022 were as follows:

| | 2022 |
|---|---|
| ***Independent Auditors*** | |
| PricewaterhouseCoopers LLP | |
| Audit services | $ 91,730 |

Audit fees were for the annual audit of the Consolidated Financial Statements.

## Consolidated Financial Statements

The Consolidated Financial Statements, together with the report thereon of PricewaterhouseCoopers LLP dated March 9, 2023 and the report of management, which appear in this Annual Report, are incorporated herein by reference.

Copies of the Association's unaudited quarterly reports are available upon request free of charge by calling 1-800-955-1722, or writing to Sarah Lutz, First South Farm Credit, ACA, Three Paragon Centre, Suite 100, 574 Highland Colony Parkway, Ridgeland, MS 39157. Information concerning First South Farm Credit, ACA can be obtained by visiting the association website, www.firstsouthland.com. The Association prepares an electronic version of the Annual Report which is available on the Association's website within 75 days after the end of the fiscal year and distributes the Annual Reports to shareholders within 90 days after the end of the fiscal year. The Association prepares an electronic version of the Quarterly report within 40 days after the end of each fiscal quarter, except that no report need be prepared for the fiscal quarter that coincides with the end of the fiscal year of the institution.

## Borrower Information Regulations

Since 1972, Farm Credit Administration (FCA) regulations have required that borrower information be held in strict confidence by Farm Credit System (FCS) institutions, their directors, officers and employees. These regulations provide Farm Credit institutions clear guidelines for protecting their borrowers' nonpublic personal information.

On November 10, 1999, the FCA Board adopted a policy that requires FCS institutions to formally inform new borrowers at loan closing of the FCA regulations on releasing borrower information and to address this information in the Annual Report. The implementation of these measures ensures that new and existing borrowers are aware of the privacy protections afforded them through FCA regulations and Farm Credit System institution efforts.

**Credit and Services to Young, Beginning, and Small Farmers and Ranchers and Producers or Harvesters of Aquatic Products**

Information to be disclosed in this section is incorporated herein by reference to the similarly named section in the Management's Discussion and Analysis of Financial Condition and Results of Operations section included in this Annual Report to the shareholders.

**Shareholder Investment**

Shareholder investment in the Association could be materially affected by the financial condition and results of operations of AgFirst Farm Credit Bank (Bank or AgFirst). Copies of the Bank's Annual and Quarterly reports are available upon request free of charge by calling 1-800-845-1745, ext. 2764, or writing Matthew Miller, AgFirst Farm Credit Bank, P. O. Box 1499, Columbia, SC 29202. Information concerning AgFirst Farm Credit Bank can also be obtained by going to AgFirst's website at www.agfirst.com. The Bank prepares an electronic version of the Annual Report, which is available on the website, within 75 days after the end of the fiscal year. The Bank prepares an electronic version of the Quarterly report within 40 days after the end of each fiscal quarter, except that no report needs to be prepared for the fiscal quarter that coincides with the end of the fiscal year of the Bank.

# *Report of the Audit Committee*

The Audit Committee of the Board of Directors (Committee) is comprised of the directors named below. None of the directors who serve on the Committee is an employee of First South Farm Credit, ACA (Association) and in the opinion of the Board of Directors; each is free of any relationship with the Association or management that would interfere with the director's independent judgment on the Committee.

The Committee has adopted a written charter that has been approved by the Board of Directors. The Committee has reviewed and discussed the Association's audited financial statements with management, which has primary responsibility for the financial statements.

PricewaterhouseCoopers LLP (PwC), the Association's independent auditors for 2022, is responsible for expressing an opinion on the conformity of the Association's audited financial statements with accounting principles generally accepted in the United States of America. The Committee has discussed with PwC the matters that are required to be discussed by Statement on Auditing Standards No. 114 *(The Auditor's Communication With Those Charged With Governance).* The Committee discussed with PwC its independence from the Association. The Committee also reviewed the non-audit services provided by PwC and concluded that these services were not incompatible with maintaining PwC's independence.

Based on the considerations referred to above, the Committee recommended to the Board of Directors that the audited financial statements be included in the Association's Annual Report for 2022. The foregoing report is provided by the following independent directors, who constitute the Committee:

Dr. Marty J. Fuller
Chairman of the Audit Committee

**Members of Audit Committee**

Paul S. Clark
Amy C. Ellender
Wilson E. Judice
W. Townsend Kyser, III
James M. Norsworthy, III
Robert Dale Thibodeaux
Michael W. Patrick

March 9, 2023

pwc

## Report of Independent Auditors

To the Board of Directors and Management of First South Farm Credit, ACA

### *Opinion*

We have audited the accompanying consolidated financial statements of First South Farm Credit, ACA and its subsidiaries (the "Association"), which comprise the consolidated balance sheets as of December 31, 2022, 2021 and 2020, and the related consolidated statements of comprehensive income, of changes in members' equity and of cash flows for the years then ended, including the related notes (collectively referred to as the "consolidated financial statements").

In our opinion, the accompanying consolidated financial statements present fairly, in all material respects, the financial position of the Association as of December 31, 2022, 2021 and 2020, and the results of its operations and its cash flows for the years then ended in accordance with accounting principles generally accepted in the United States of America.

### *Basis for Opinion*

We conducted our audit in accordance with auditing standards generally accepted in the United States of America (US GAAS). Our responsibilities under those standards are further described in the Auditors' Responsibilities for the Audit of the Consolidated Financial Statements section of our report. We are required to be independent of the Association and to meet our other ethical responsibilities, in accordance with the relevant ethical requirements relating to our audit. We believe that the audit evidence we have obtained is sufficient and appropriate to provide a basis for our audit opinion.

### *Responsibilities of Management for the Consolidated Financial Statements*

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

In preparing the consolidated financial statements, management is required to evaluate whether there are conditions or events, considered in the aggregate, that raise substantial doubt about the Association's ability to continue as a going concern for one year after the date the consolidated financial statements are available to be issued.

### *Auditors' Responsibilities for the Audit of the Consolidated Financial Statements*

Our objectives are to obtain reasonable assurance about whether the consolidated financial statements as a whole are free from material misstatement, whether due to fraud or error, and to issue an auditors' report that includes our opinion. Reasonable assurance is a high level of assurance but is not absolute assurance and therefore is not a guarantee that an audit conducted in accordance with US GAAS will always detect a material misstatement when it exists. The risk of not detecting a material misstatement resulting from fraud is higher than for one resulting from error, as fraud may involve collusion, forgery, intentional omissions, misrepresentations, or the override of internal control. Misstatements are considered material if there is a substantial

PricewaterhouseCoopers LLP, *1075 Peachtree Street NE, Suite 2600, Atlanta, GA 30309*
*T: (678) 419 1000, F: (678) 419 1239, www.pwc.com/us*

likelihood that, individually or in the aggregate, they would influence the judgment made by a reasonable user based on the consolidated financial statements.

In performing an audit in accordance with US GAAS, we:

- Exercise professional judgment and maintain professional skepticism throughout the audit.
- Identify and assess the risks of material misstatement of the consolidated financial statements, whether due to fraud or error, and design and perform audit procedures responsive to those risks. Such procedures include examining, on a test basis, evidence regarding the amounts and disclosures in the consolidated financial statements.
- Obtain an understanding of internal control relevant to the audit in order to design audit procedures that are appropriate in the circumstances, but not for the purpose of expressing an opinion on the effectiveness of the Association's internal control. Accordingly, no such opinion is expressed.
- Evaluate the appropriateness of accounting policies used and the reasonableness of significant accounting estimates made by management, as well as evaluate the overall presentation of the consolidated financial statements.
- Conclude whether, in our judgment, there are conditions or events, considered in the aggregate, that raise substantial doubt about the Association's ability to continue as a going concern for a reasonable period of time.

We are required to communicate with those charged with governance regarding, among other matters, the planned scope and timing of the audit, significant audit findings, and certain internal control-related matters that we identified during the audit.

***Other Information***

Management is responsible for the other information included in the annual report. The other information comprises the information included in the 2022 Annual Report, but does not include the consolidated financial statements and our auditors' report thereon. Our opinion on the consolidated financial statements does not cover the other information, and we do not express an opinion or any form of assurance thereon.

In connection with our audit of the consolidated financial statements, our responsibility is to read the other information and consider whether a material inconsistency exists between the other information and the consolidated financial statements or the other information otherwise appears to be materially misstated. If, based on the work performed, we conclude that an uncorrected material misstatement of the other information exists, we are required to describe it in our report.

PricewaterhouseCoopers LLP

Atlanta, Georgia
March 9, 2023

# Consolidated Balance Sheets

| *(dollars in thousands)* | December 31, 2022 | 2021 | 2020 |
|---|---|---|---|
| **Assets** | | | |
| Cash | **$ 125** | $ 206 | $ 239 |
| Loans | **2,935,532** | 2,773,183 | 2,412,630 |
| Allowance for loan losses | **(20,622)** | (19,664) | (17,531) |
| Net loans | **2,914,910** | 2,753,519 | 2,395,099 |
| Accrued interest receivable | **26,107** | 20,743 | 20,818 |
| Equity investments in other Farm Credit institutions | **79,041** | 65,475 | 66,694 |
| Premises and equipment, net | **18,251** | 13,876 | 14,002 |
| Other property owned | **35** | 406 | 2,507 |
| Accounts receivable | **22,179** | 45,963 | 38,007 |
| Other assets | **1,224** | 1,252 | 1,477 |
| Total assets | **$ 3,061,872** | $ 2,901,440 | $ 2,538,843 |
| **Liabilities** | | | |
| Notes payable to AgFirst Farm Credit Bank | **$ 2,411,438** | $ 2,293,490 | $ 1,983,378 |
| Accrued interest payable | **6,329** | 4,464 | 4,012 |
| Patronage refunds payable | **21,048** | 26,239 | 21,198 |
| Accounts payable | **7,024** | 4,734 | 3,970 |
| Other liabilities | **25,344** | 29,559 | 44,988 |
| Total liabilities | **2,471,183** | 2,358,486 | 2,057,546 |
| Commitments and contingencies (Note 11) | | | |
| **Members' Equity** | | | |
| Capital stock and participation certificates | **52,613** | 53,098 | 52,326 |
| Retained earnings | | | |
| Allocated | **256,357** | 256,357 | 256,357 |
| Unallocated | **294,889** | 248,756 | 203,004 |
| Accumulated other comprehensive income (loss) | **(13,170)** | (15,257) | (30,390) |
| Total members' equity | **590,689** | 542,954 | 481,297 |
| Total liabilities and members' equity | **$ 3,061,872** | $ 2,901,440 | $ 2,538,843 |

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

# Consolidated Statements of Comprehensive Income

| (dollars in thousands) | For the year ended December 31, 2022 | 2021 | 2020 |
|---|---|---|---|
| **Interest Income** | | | |
| Loans | **$ 134,333** | $ 114,543 | $ 113,040 |
| **Interest Expense** | | | |
| Notes payable to AgFirst Farm Credit Bank | **63,402** | 49,126 | 51,983 |
| Net interest income | **70,931** | 65,417 | 61,057 |
| Provision for loan losses | **1,000** | 2,640 | 3,000 |
| Net interest income after provision for loan losses | **69,931** | 62,777 | 58,057 |
| **Noninterest Income** | | | |
| Loan fees | **3,640** | 4,692 | 3,738 |
| Fees for financially related services | **1,717** | 1,136 | 982 |
| Patronage refunds from other Farm Credit institutions | **35,243** | 45,904 | 37,858 |
| Gains (losses) on sales of premises and equipment, net | **518** | 586 | 413 |
| Insurance Fund refunds | **—** | — | 425 |
| Other noninterest income | **75** | — | — |
| Total noninterest income | **41,193** | 52,318 | 43,416 |
| **Noninterest Expense** | | | |
| Salaries and employee benefits | **30,590** | 30,221 | 28,199 |
| Occupancy and equipment | **2,203** | 1,943 | 1,963 |
| Insurance Fund premiums | **4,530** | 3,220 | 1,732 |
| Purchased services | **1,259** | 955 | 779 |
| Data processing | **448** | 447 | 519 |
| Other operating expenses | **5,146** | 6,559 | 6,726 |
| (Gains) losses on other property owned, net | **(180)** | (209) | 120 |
| Total noninterest expense | **43,996** | 43,136 | 40,038 |
| Income before income taxes | **67,128** | 71,959 | 61,435 |
| Provision for income taxes | **37** | 15 | 11 |
| **Net income** | **$ 67,091** | $ 71,944 | $ 61,424 |
| **Other comprehensive income net of tax** | | | |
| Employee benefit plans adjustments | **2,087** | 15,133 | (2,654) |
| **Comprehensive income** | **$ 69,178** | $ 87,077 | $ 58,770 |

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

# Consolidated Statements of Changes in Members' Equity

| *(dollars in thousands)* | Capital Stock and Participation Certificates | Retained Earnings Allocated | Retained Earnings Unallocated | Accumulated Other Comprehensive Income (Loss) | Total Members' Equity |
|---|---|---|---|---|---|
| Balance at December 31, 2019 | $ 51,819 | $ 256,357 | $ 162,731 | $ (27,736) | $ 443,171 |
| Comprehensive income | | | 61,424 | (2,654) | 58,770 |
| Capital stock/participation certificates issued/(retired), net | 507 | | | | 507 |
| Patronage distribution | | | | | |
| Cash | | | (21,151) | | (21,151) |
| Balance at December 31, 2020 | $ 52,326 | $ 256,357 | $ 203,004 | $ (30,390) | $ 481,297 |
| Comprehensive income | | | 71,944 | 15,133 | 87,077 |
| Capital stock/participation certificates issued/(retired), net | 772 | | | | 772 |
| Patronage distribution | | | | | |
| Cash | | | (26,192) | | (26,192) |
| Balance at December 31, 2021 | $ 53,098 | $ 256,357 | $ 248,756 | $ (15,257) | $ 542,954 |
| **Comprehensive income** | | | **67,091** | **2,087** | **69,178** |
| **Capital stock/participation certificates issued/(retired), net** | **(485)** | | | | **(485)** |
| **Patronage distribution** | | | | | |
| **Cash** | | | **(21,000)** | | **(21,000)** |
| **Patronage distribution adjustment** | | | **42** | | **42** |
| **Balance at December 31, 2022** | **$ 52,613** | **$ 256,357** | **$ 294,889** | **$ (13,170)** | **$ 590,689** |

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

# Consolidated Statements of Cash Flows

| *(dollars in thousands)* | For the year ended December 31, 2022 | 2021 | 2020 |
|---|---|---|---|
| **Cash flows from operating activities:** | | | |
| Net income | **$ 67,091** | $ 71,944 | $ 61,424 |
| Adjustments to reconcile net income to net cash provided by (used in) operating activities: | | | |
| Depreciation on premises and equipment | **1,285** | 1,247 | 1,043 |
| Amortization (accretion) of net deferred loan costs (fees) | **(340)** | 180 | (205) |
| Provision for loan losses | **1,000** | 2,640 | 3,000 |
| (Gains) losses on other property owned | **(196)** | (201) | 71 |
| (Gains) losses on sales of premises and equipment, net | **(518)** | (586) | (413) |
| Changes in operating assets and liabilities: | | | |
| Origination of loans held for sale | **(1,702)** | (2,372) | (3,580) |
| Proceeds from sales of loans held for sale, net | **1,702** | 2,372 | 4,044 |
| (Increase) decrease in accrued interest receivable | **(5,364)** | 75 | 1,231 |
| (Increase) decrease in accounts receivable | **23,784** | (7,956) | (13,409) |
| (Increase) decrease in other assets | **28** | 225 | (599) |
| Increase (decrease) in accrued interest payable | **1,865** | 452 | (1,029) |
| Increase (decrease) in accounts payable | **2,290** | 764 | 1,305 |
| Increase (decrease) in other liabilities | **(2,128)** | (296) | (513) |
| Total adjustments | **21,706** | (3,456) | (9,054) |
| Net cash provided by (used in) operating activities | **88,797** | 68,488 | 52,370 |
| **Cash flows from investing activities:** | | | |
| Net (increase) decrease in loans | **(162,051)** | (361,905) | (180,594) |
| (Increase) decrease in equity investments in other Farm Credit institutions | **(13,566)** | 1,219 | 578 |
| Purchases of premises and equipment | **(5,717)** | (1,276) | (1,201) |
| Proceeds from sales of premises and equipment | **575** | 741 | 420 |
| Proceeds from sales of other property owned | **567** | 2,967 | 852 |
| Net cash provided by (used in) investing activities | **(180,192)** | (358,254) | (179,945) |
| **Cash flows from financing activities:** | | | |
| Advances on (repayment of) notes payable to AgFirst Farm Credit Bank, net | **117,948** | 310,112 | 138,074 |
| Capital stock and participation certificates issued/(retired), net | **(485)** | 772 | 507 |
| Patronage refunds and dividends paid | **(26,149)** | (21,151) | (19,461) |
| Net cash provided by (used in) financing activities | **91,314** | 289,733 | 119,120 |
| Net increase (decrease) in cash | **(81)** | (33) | (8,455) |
| Cash, beginning of period | **206** | 239 | 8,694 |
| Cash, end of period | **$ 125** | $ 206 | $ 239 |
| | | | |
| **Supplemental schedule of non-cash activities:** | | | |
| Receipt of property in settlement of loans | **$ —** | $ 665 | $ 2,399 |
| Estimated cash dividends or patronage distributions declared or payable | **21,000** | 26,192 | 21,151 |
| Employee benefit plans adjustments (Note 9) | **(2,087)** | (15,133) | 2,654 |
| | | | |
| **Supplemental information:** | | | |
| Interest paid | **$ 61,537** | $ 48,674 | $ 53,012 |
| Taxes (refunded) paid, net | **31** | — | — |

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

# Notes to the Consolidated Financial Statements

*(dollars in thousands, except as noted)*

**Note 1 — Organization and Operations**

A. **Organization:** First South Farm Credit, ACA (the Association or ACA) is a member-owned cooperative that provides credit and credit-related services to qualified borrowers in all counties in the states of Alabama and Mississippi, and all but certain parishes within the northwestern portion of Louisiana. The counties and parishes in the respective states are as follows:

*Alabama*: Autauga, Baldwin, Barbour, Bibb, Blount, Bullock, Butler, Calhoun, Chambers, Cherokee, Chilton, Choctaw, Clarke, Clay, Cleburne, Coffee, Colbert, Conecuh, Coosa, Covington, Crenshaw, Cullman, Dale, Dallas, De Kalb, Elmore, Escambia, Etowah, Fayette, Franklin, Geneva, Greene, Hale, Henry, Houston, Jackson, Jefferson, Lamar, Lauderdale, Lawrence, Lee, Limestone, Lowndes, Macon, Madison, Marengo, Marion, Marshall, Mobile, Monroe, Montgomery, Morgan, Perry, Pickens, Pike, Randolph, Russell, St. Clair, Shelby, Sumter, Talladega, Tallapoosa, Tuscaloosa, Walker, Washington, Wilcox and Winston.

*Mississippi:* Adams, Alcorn, Amite, Attala, Benton, Bolivar, Calhoun, Carroll, Chickasaw, Choctaw, Claiborne, Clarke, Clay, Coahoma, Copiah, Covington, Desoto, Forrest, Franklin, George, Greene, Grenada, Hancock, Harrison, Hinds, Holmes, Humphreys, Issaquena, Itawamba, Jackson, Jasper, Jefferson, Jefferson Davis, Jones, Kemper, Lafayette, Lamar, Lauderdale, Lawrence, Leake, Lee, Leflore, Lincoln, Lowndes, Madison, Marion, Marshall, Monroe, Montgomery, Neshoba, Newton, Noxubee, Oktibbeha, Panola, Pearl River, Perry, Pike, Pontotoc, Prentiss, Quitman, Rankin, Scott, Sharkey, Simpson, Smith, Stone, Sunflower, Tallahatchie, Tate, Tippah, Tishomingo, Tunica, Union, Walthall, Warren, Washington, Wayne, Webster, Wilkinson, Winston, Yalobusha and Yazoo.

*Louisiana:* Acadia, Allen, Ascension, Assumption, Avoyelles, Beauregard, Calcasieu, Caldwell, Cameron, Catahoula, Concordia, East Baton Rouge, East Carroll, East Feliciana, Evangeline, Franklin, Grant, Iberia, Iberville, Jefferson, Jefferson Davis, La Salle, Lafayette, Lafourche, Livingston, Madison, Morehouse, Natchitoches, Orleans, Ouachita (parts), Plaquemines, Pointe Coupee, Rapides, Richland, Sabine, St. Bernard, St. Charles, St. Helena, St. James, St. John The Baptist, St. Landry, St. Martin, St. Mary, St. Tammany, Tangipahoa, Tensas, Terrebonne, Vermilion, Vernon, Washington, West Baton Rouge, West Carroll, West Feliciana and Winn.

The Association is a lending institution in the Farm Credit System (System), a nationwide network of cooperatively owned banks and associations. It was established by Acts of Congress and is subject to the provisions of the Farm Credit Act of 1971, as amended (Farm Credit Act). The System specializes in providing financing and related services to qualified borrowers for agricultural and rural purposes.

The nation is served by three Farm Credit Banks (FCBs) and one Agricultural Credit Bank (ACB), (collectively, the System Banks) each of which has specific lending authorities within its chartered territory. The ACB also has additional specific nationwide lending authorities.

Each System Bank serves one or more Agricultural Credit Associations (ACAs) that originate long-term, short-term and intermediate-term loans, Production Credit Associations (PCAs) that originate and service short- and intermediate-term loans, and/or Federal Land Credit Associations (FLCAs) that originate and service long-term real estate mortgage loans. These associations borrow a majority of the funds for their lending activities from their related bank. System Banks are also responsible for supervising the activities of associations within their districts. AgFirst (Bank) and its related associations (Associations or District Associations) are collectively referred to as the AgFirst District. The District Associations jointly own substantially all of AgFirst's voting stock. As of year-end, the District consisted of the Bank and eighteen District Associations. All eighteen are structured as ACA holding companies, with PCA and FLCA subsidiaries. FLCAs are tax-exempt while ACAs and PCAs are taxable.

The Farm Credit Administration (FCA) is delegated authority by Congress to regulate the System banks and associations. The FCA examines the activities of the associations and certain actions by the associations are subject to the prior approval of the FCA and the supervising bank.

The Farm Credit Act also established the Farm Credit System Insurance Corporation (Insurance Corporation) to administer the Farm Credit Insurance Fund (Insurance Fund). The Insurance Fund is required to be used (1) to ensure the timely payment of principal and interest on Systemwide debt obligations (Insured Debt), (2) to ensure the retirement of protected borrower capital at par or stated value, and (3) for other specified purposes. The Insurance Fund is also available for discretionary uses by the Insurance Corporation to provide assistance to certain troubled System institutions and to cover the operating expenses of the Insurance Corporation. Each System bank has been required to pay premiums, which may be passed on to the Association, into the Insurance Fund, based on its average adjusted outstanding Insured Debt until the assets in the Insurance Fund reach the "secure base amount." The secure base amount is defined in the Farm Credit Act as 2.0 percent of the aggregate insured obligations (adjusted to reflect the reduced risk on loans or investments guaranteed by federal or state governments) or such other percentage of the aggregate obligations as the Insurance Corporation at its sole discretion determines to be actuarially sound. When the amount in the Insurance Fund exceeds the secure base amount, the Insurance Corporation is required to reduce premiums and may return excess funds above the secure base amount to System institutions. However, it must still ensure that reduced premiums are sufficient to maintain the level of the Insurance Fund at the secure base amount.

B. **Operations:** The Farm Credit Act sets forth the types of authorized lending activity and financial services that can be offered by the Association, and the persons eligible to borrow.

   The Associations borrow from the Bank and in turn may originate and service short- and intermediate-term loans to their members, as well as long-term real estate mortgage loans.

   The Bank primarily lends to the District Associations in the form of a line of credit to fund the Associations' earning assets. These lines of credit (or Direct Notes) are collateralized by a pledge of substantially all of each Association's assets. The terms of the Direct Notes are governed by a General Financing Agreement (GFA) between the Bank and Association. Each advance is structured such that the principal cash flow, repricing characteristics, and underlying index (if any) of the advance match those of the assets being funded. By match-funding the Association loans, the Associations' exposure to interest rate risk is minimized.

   In addition to providing funding for earning assets, the Bank provides District Associations with banking and support services such as accounting, human resources, information systems, and marketing. The costs of these support services are included in the cost of the Direct Note, or in some cases billed directly to certain Associations that use a specific service.

   The Association is authorized to provide, either directly or in participation with other lenders, credit, credit commitments, and related services to eligible borrowers. Eligible borrowers include farmers, ranchers, producers or harvesters of aquatic products, rural residents, and farm-related businesses.

   The Association may sell to any System borrowing member, on an optional basis, credit or term life insurance appropriate to protect the loan commitment in the event of death of the debtor(s). The sale of other insurance necessary to protect a member's farm or aquatic unit is permitted, but limited to hail and multi-peril crop insurance, and insurance necessary to protect the facilities and equipment of aquatic borrowers.

## Note 2 — Summary of Significant Accounting Policies

The accounting and reporting policies of the Association conform with accounting principles generally accepted in the United States of America (GAAP) and prevailing practices within the banking industry. The preparation of financial statements in conformity with GAAP requires management to make estimates and assumptions that affect the amounts reported in the Consolidated Financial Statements and accompanying notes. Significant estimates are discussed in these footnotes, as applicable. Actual results may differ from these estimates.

The accompanying consolidated financial statements include the accounts of the ACA, PCA and FLCA.

Certain amounts in the prior year financial statements have been reclassified to conform to the current period presentation. Such reclassifications had no effect on net income or total members' equity of prior years.

A. **Cash:** Cash represents cash on hand and on deposit at banks. At the most recent year-end, the Association held no cash in excess of insured amounts.

B. **Loans and Allowance for Loan Losses:** The Association is authorized to make long-term real estate loans with maturities of 5 to 40 years and certain short and intermediate-term loans for agricultural production or operating purposes with maturities of not more than 10 years.

   Loans are carried at their principal amount outstanding adjusted for charge-offs, premiums, discounts, deferred loan fees or costs, and hedging valuation adjustments, if any. Interest on loans is accrued and credited to interest income based upon the daily principal amount outstanding. The difference in the total investment in a loan and its principal amount may be deferred as part of the carrying amount of the loan and the net difference amortized over the life of the related loan as an adjustment to interest income using the effective interest method.

   Impaired loans are loans for which it is probable that all principal and interest will not be collected according to the contractual terms of the loan and are generally considered substandard or doubtful, which is in accordance with the loan rating model, as described below. Impaired loans include nonaccrual loans, restructured loans, and loans past due 90 days or more and still accruing interest. A loan is considered contractually past due when any principal repayment or interest payment required by the loan instrument is not received on or before the due date. A loan remains contractually past due until the entire amount past due, including principal, accrued interest, and penalty interest incurred as the result of past due status, is collected or otherwise discharged in full. A formal restructuring may also cure a past due status.

   Loans are generally classified as nonaccrual when principal or interest is delinquent for 90 days (unless adequately collateralized and in the process of collection) or circumstances indicate that collection of principal and/or interest is in doubt. When a loan is placed in nonaccrual status, accrued interest deemed uncollectible is reversed (if accrued in the current year) or charged against the allowance for loan losses (if accrued in the prior year).

   When loans are in nonaccrual status, payments are applied against the recorded investment in the loan asset. If collection of the recorded investment in the loan is fully expected and the loan does not have a remaining unrecovered prior charge-off associated with it, the interest portion of payments received in cash may be recognized as interest income. Nonaccrual loans may be returned to accrual status when principal and interest are current, prior charge-offs have been recovered, the ability of the borrower to fulfill the contractual repayment terms is fully expected, and the loan is not classified "doubtful" or "loss." Loans are charged off at the time they are determined to be uncollectible.

In cases where the Association makes certain monetary concessions to the borrower through modifications to the contractual terms of the loan, the loan is classified as a restructured loan. A restructured loan constitutes a troubled debt restructuring (TDR) if for economic or legal reasons related to the debtor's financial difficulties the Association grants a concession to the debtor that it would not otherwise consider. If the borrower's ability to meet the revised payment schedule is uncertain, the loan is classified as a nonaccrual loan.

The allowance for loan losses is maintained at a level considered adequate by management to provide for probable and estimable losses inherent in the loan portfolio as of the report date. The allowance for loan losses is increased through provisions for loan losses and loan recoveries and is decreased through loan charge-offs and allowance reversals. A review of individual loans in each respective portfolio is performed periodically to determine the appropriateness of risk ratings and to ensure loss exposure to the Association has been identified. The allowance for loan losses is a valuation account used to reasonably estimate loan losses as of the financial statement date. Determining the appropriate allowance for loan losses balance involves significant judgment about when a loss has been incurred and the amount of that loss.

The Association considers the following factors, among others, when determining the allowance for loan losses:

- Changes in credit risk classifications
- Changes in collateral values
- Changes in risk concentrations
- Changes in weather-related conditions
- Changes in economic conditions

A specific allowance may be established for impaired loans under Financial Accounting Standards Board (FASB) guidance on accounting by creditors for impairment of a loan. Impairment of these loans is measured based on the present value of expected future cash flows discounted at the loan's effective interest rate or, as practically expedient, at the loan's observable market price or fair value of the collateral if the loan is collateral dependent.

A general allowance may also be established under FASB guidance on accounting for contingencies, to reflect estimated probable credit losses inherent in the remainder of the loan portfolio which excludes impaired loans considered under the specific allowance discussed above. A general allowance can be evaluated on a pool basis for those loans with similar characteristics. The level of the general allowance may be based on management's best estimate of the likelihood of default adjusted for other relevant factors reflecting the current environment.

The credit risk rating methodology is a key component of the Association's allowance for loan losses evaluation, and is generally incorporated into the institution's loan underwriting standards and internal lending limit. The Association uses a two-dimensional loan rating model based on internally generated combined system risk rating guidance that incorporates a 14-point risk rating scale to identify and track the probability of borrower default and a separate scale addressing loss given default over a period of time. Probability of default is the probability that a borrower will experience a default within 12 months from the date of the determination of the risk rating. A default is considered to have occurred if the lender believes the borrower will not be able to pay its obligation in full or the borrower is past due more than 90 days. The loss given default is management's estimate as to the anticipated economic loss on a specific loan assuming default has occurred or is expected to occur within the next 12 months.

Each of the ratings carries a distinct percentage of default probability. The 14-point risk rating scale provides for granularity of the probability of default, especially in the acceptable ratings. There are nine acceptable categories that range from a borrower of the highest quality to a borrower of minimally acceptable quality. The probability of default between 1 and 9 is very narrow and would reflect almost no default to a minimal default percentage. The probability of default grows significantly as a loan moves from a 9 to 10 (other assets especially mentioned) and grows more significantly as a loan moves to a substandard viable level of 11. A substandard non-viable rating of 12 indicates that the probability of default is almost certain. Loans risk rated 13 or 14 are generally written off.

C. **Loans Held for Sale:** Loans are classified as held for sale when there is intent to sell the loans within a reasonable period of time. Loans intended for sale are carried at the lower of cost or fair value.

D. **Other Property Owned (OPO):** Other property owned, consisting of real estate, personal property, and other assets acquired through a collection action, is recorded upon acquisition at fair value less estimated selling costs. Any initial reduction in the carrying amount of a loan to the fair value of the collateral received is charged to the allowance for loan losses. Revised estimates to the fair value less cost to sell are reported as adjustments to the carrying amount of the asset, provided that such adjusted value is not in excess of the carrying amount at acquisition. Income, expenses, and carrying value adjustments related to other property owned are included in Gains (Losses) on Other Property Owned, Net in the Consolidated Statements of Comprehensive Income.

E. **Premises and Equipment:** Land is carried at cost. Premises and equipment are carried at cost less accumulated depreciation. Depreciation is provided on the straight-line method over the estimated useful lives of the assets. Gains and losses on dispositions are reflected in current earnings. Maintenance and repairs are charged to expense and improvements are capitalized. Premises and equipment are evaluated for impairment whenever events or circumstances indicate that the carrying value of the asset may not be recoverable.

From time to time, assets classified as premises and equipment are transferred to held for sale for various reasons. These assets are carried in Other Assets at the lower of the recorded investment in the asset or fair value less estimated cost to sell based upon the property's appraised value at the date of transfer. Any write-down of property held for sale is recorded as a loss in the period identified.

F. **Investments:** The Association may hold investments as described below.

***Equity Investments in Other Farm Credit System Institutions***
Investments in other Farm Credit System institutions are generally nonmarketable investments consisting of stock and participation certificates, allocated surplus, and reciprocal investments in other institutions regulated by the FCA. These investments are carried at cost and evaluated for impairment based on the ultimate recoverability of the par value rather than by recognizing temporary declines in value.

***Investment Income***
Dividends from Investments in Other Farm Credit Institutions are generally recorded as patronage income and included in Noninterest Income.

G. **Voluntary Advance Conditional Payments:** The Association is authorized under the Farm Credit Act to accept advance payments from borrowers. To the extent the borrower's access to such advance payments is restricted, the advanced conditional payments are netted against the borrower's related loan balance. Amounts in excess of the related loan balance and amounts to which the borrower has unrestricted access are presented as liabilities in the accompanying Consolidated Balance Sheets. Advanced conditional payments are not insured. Interest is generally paid by the Association on such accounts.

H. **Employee Benefit Plans:** The Association employees may participate in Association, District and/or multi-district sponsored benefit plans. These plans may include defined benefit final average pay retirement, defined benefit cash balance retirement, defined benefit other postretirement benefits, and defined contribution plans.

***Single Employer Defined Benefit Plan***
Certain employees depending on date of employment may participate in the First South Farm Credit, ACA Retirement Plan (the FS Plan), a defined benefit plan. The Plan is noncontributory and includes eligible Association employees. The "Projected Unit Credit" actuarial method is used for financial reporting purposes. Since the FS Plan is a single employer plan, the Association records the FS Plan's funded status and equity items related to prior service cost, accumulated other comprehensive income (loss) and prepaid (accrued) pension expense. The adjustment to other comprehensive income (loss) would be net of deferred taxes, if significant.

The foregoing defined benefit plan is considered single employer, therefore the Association applies the provisions of FASB guidance on employers' accounting for defined benefit pension and other postretirement plans in its standalone financial statements.

Additional information may be found in Note 9.

***Multiemployer Defined Benefit Plan***
In addition to pension benefits, the Association provides certain health care and life insurance benefits for retired employees (other postretirement benefits) through a multi-district sponsored retiree healthcare plan. Substantially all employees are eligible for those benefits when they reach early retirement age while working for the Association. Authoritative accounting guidance requires the accrual of the expected cost of providing these benefits to employees, their beneficiaries and covered dependents during the years the employees render service necessary to become eligible for benefits. The Other Postretirement Benefits plan in unfunded with expenses paid as incurred.

Since the foregoing plan is multiemployer, the Association does not apply the provisions of FASB guidance on employers' accounting for defined benefit pension and other postretirement plans in its stand-alone financial statements. Rather, the effects of this guidance are reflected in the Annual Information Statement of the Farm Credit System.

Additional information may be found in Note 9 and in the Notes to the Annual Information Statement of the Farm Credit System.

***Defined Contribution Plans***
Substantially all employees are eligible to participate in the defined contribution Farm Credit Benefit Alliance (FCBA) 401(k) Plan, subsequently referred to as the 401(k) Plan, which qualifies as a 401(k) plan as defined by the Internal Revenue Code. Employee deferrals are not to exceed the maximum deferral as determined and adjusted by the Internal Revenue Service. Association contributions to the 401(k) Plan are expensed as funded.

Additional information may be found in Note 9.

I. **Income Taxes:** The Association evaluates tax positions taken in previous and current years according to FASB guidance. A tax position can result in a permanent reduction of income taxes payable, a deferral of income taxes otherwise currently payable to future years, or a change in the expected realizability of deferred tax assets. The term tax position also encompasses, but is not limited to, an entity's status, including its status as a pass-through entity or tax-exempt entity.

The Association is generally subject to Federal and certain other income taxes. As previously described, the ACA holding company has two wholly-owned subsidiaries, a PCA and a FLCA. The FLCA subsidiary is exempt from federal and state income taxes as provided in the Farm Credit Act. The ACA holding company and the PCA subsidiary are subject to federal, state and certain other income taxes.

The Association is eligible to operate as a cooperative that qualifies for tax treatment under Subchapter T of the Internal Revenue Code. Accordingly, under specified conditions, the Association can exclude from taxable income amounts distributed as qualified patronage refunds in the form of cash, stock or allocated surplus. Provisions for income taxes are made only on those taxable earnings that will not be distributed as qualified patronage refunds. The Association distributes patronage on the basis of book income.

The Association accounts for income taxes under the asset and liability method, recognizing deferred tax assets and liabilities for the expected future tax consequences of the temporary differences between the carrying amounts and tax bases of assets and liabilities. Deferred tax assets and liabilities are measured using enacted tax rates expected to apply to taxable income in the years in which those temporary differences are expected to be realized or settled.

The Association records a valuation allowance at the balance sheet dates against that portion of the Association's deferred tax assets that, based on management's best estimates of future events and circumstances, more likely than not (a likelihood of more than 50 percent) will not be realized. The consideration of valuation allowances involves various estimates and assumptions as to future taxable earnings, including the effects of the expected patronage program, which reduces taxable earnings.

J. **Due from AgFirst Farm Credit Bank:** The Association records patronage refunds from the Bank and certain District Associations on an accrual basis.

K. **Valuation Methodologies:** FASB guidance defines fair value as the exchange price that would be received for an asset or paid to transfer a liability in an orderly transaction between market participants in the principal or most advantageous market for the asset or liability. This guidance also establishes a fair value hierarchy, which requires an entity to maximize the use of observable inputs and minimize the use of unobservable inputs when measuring fair value. It prescribes three levels of inputs that may be used to measure fair value.

Level 1 inputs to the valuation methodology are unadjusted quoted prices for identical assets or liabilities in active markets.

Level 2 inputs to the valuation methodology include quoted prices for similar assets and liabilities in active markets; quoted prices in markets that are not active; and inputs that are observable, or can be corroborated, for substantially the full term of the asset or liability.

Level 3 inputs to the valuation methodology are unobservable and supported by little or no market activity. Valuation is determined using pricing models, discounted cash flow methodologies, or similar techniques, and could include significant management judgment or estimation.

Level 3 assets and liabilities also could include instruments whose price has been adjusted based on dealer quoted pricing that is different than a third-party valuation or internal model pricing.

The Association may use the Bank, internal resources or third parties to obtain fair value prices. Quoted market prices are generally used when estimating fair values of any assets or liabilities for which observable, active markets exist.

A number of methodologies may be employed to value items for which an observable active market does not exist. Examples of these items include: impaired loans, other property owned, and certain derivatives, investment securities and other financial instruments. Inputs to these valuations can involve estimates and assumptions that require a substantial degree of judgment. Some of the assumptions used include, among others, discount rates, rates of return on assets, repayment rates, cash flows, default rates, costs of servicing, and liquidation values. The use of different assumptions could produce significantly different asset or liability values, which could have material positive or negative effects on results of operations.

Additional information may be found in Note 8.

L. **Off-Balance-Sheet Credit Exposures:** The credit risk associated with commitments to extend credit and letters of credit is essentially the same as that involved with extending loans to customers and is subject to normal credit policies. Collateral may be obtained based on management's assessment of the customer's creditworthiness.

Commitments to extend credit are agreements to lend to customers, generally having fixed expiration dates or other termination clauses that may require payment of a fee.

Letters of credit are commitments issued to guarantee the performance of a customer to a third party. These letters of credit are issued to facilitate commerce and typically result in the commitment being funded when the underlying transaction is consummated between the customer and third party.

M. **Revenue Recognition:** The Association generates income from multiple sources.

***Financial Instruments***
The largest source of revenue for the Association is interest income. Interest income is recognized on an accrual basis driven by nondiscretionary formulas based on written contracts, such as loan agreements or securities contracts. Credit-related fees, including letter of credit fees, finance charges and other fees are recognized in Noninterest Income when earned. Other types of noninterest revenues, such as service charges, professional services and broker fees, are accrued and recognized into income as services are provided and the amount of fees earned is reasonably determinable.

***Contracts with Customers***
The Association may maintain contracts with customers to provide support services in various areas such as accounting, lending transactions, consulting, insurance, and information technology. As most of the contracts are to provide access to expertise or system capacity that the Association maintains, there are no material incremental costs to fulfill these contracts that should be capitalized. The Association does not generally incur costs to obtain contracts. Revenue is recognized to reflect the transfer of goods and services to customers in an amount equal to the consideration the Association receives or expects to receive.

***Gains and Losses from Nonfinancial Assets***
Any gains or losses on sales of Premises and Equipment and OPO are included as part of Noninterest Income or Noninterest Expense. These gains and losses are recognized, and the nonfinancial asset is derecognized, when the Association has entered into a valid contract with a noncustomer and transferred control of the asset. If the criteria to meet the definition of a contract have not been met, the Association does not derecognize the nonfinancial asset and any consideration received is recognized as a liability. If the criteria for a contract are subsequently met, or if the consideration received is or becomes nonrefundable, a gain or loss may be recognized at that time.

N. **Leases:** A contract that conveys the right to control the use of an identified asset for a period of time in exchange for consideration is generally considered a lease.

***Lessee***
Contracts entered into are evaluated at inception to determine if they contain a lease. Assets and liabilities are recognized on the Consolidated Balance Sheets to reflect the rights and obligations created by any contracts that do. These contracts are then classified as either operating or finance leases.

In the course of normal operations, the Association may enter into leases for various business purposes. Generally, leases are for terms of three to five years and may include options to extend or terminate the arrangement. Any options are assessed individually to determine if it is reasonably certain they will be exercised.

Right-of-use (ROU) assets represent the right to use an underlying asset for the lease term, and lease liabilities represent the obligation to make the payments arising from the lease. ROU assets and lease liabilities are initially recognized based on the present value of lease payments over the lease term. Lease expense for operating leases is recognized on a straight-line basis over the lease term. Lease expense for finance leases is recognized on a declining basis over the lease term.

ROU assets are included on the Consolidated Balance Sheets in Premises and Equipment for finance leases and Other Assets for operating leases. Lease liabilities are included in Other Liabilities on the Consolidated Balance Sheets. Leases with an initial term of 12 months or less are not recorded on the Consolidated Balance Sheets and lease expense is recognized over the lease term.

***Lessor***
The Association may act as lessor in certain contractual arrangements which relate to office space in an owned property and are considered operating leases. Generally, leases are for terms of three to five years and may include options to extend or terminate the arrangement.

Lease income is recognized on a straight-line basis over the lease term. Lease and nonlease components are accounted for separately in the Consolidated Statements of Comprehensive Income. Any initial direct costs are deferred and recognized as an expense over the lease term on the same basis as lease income. Any taxes assessed by a governmental authority are excluded from consideration as variable payments.

Lease receivables and income are included in Accounts Receivable on the Consolidated Balance Sheets and Other Noninterest Income in the Consolidated Statements of Comprehensive Income.

O. **Accounting Standards Updates (ASUs):** In June 2016, the FASB issued ASU 2016-13 Financial Instruments—Credit Losses (Topic 326): Measurement of Credit Losses on Financial Instruments. This Update, and subsequent clarifying guidance and amendments issued, is intended to improve financial reporting by requiring timelier recording of credit losses on financial instruments. It requires an organization to measure all expected credit losses for financial assets held at the reporting date through the life of the financial instrument. Financial institutions and other organizations will use forward-looking information to estimate their credit losses. Additionally, the ASU amends the accounting for credit losses on available-for-sale debt securities and purchased financial assets with credit deterioration. The ASU became effective on January 1, 2023. The Association adopted Topic 326 on January 1, 2023. The impact of adopting the new accounting standard was not material to the Association's consolidated financial statements.

**Note 3 — Loans and Allowance for Loan Losses**

For a description of the Association's accounting for loans, including impaired loans, and the allowance for loan losses, see Note 2 subsection B above.

Credit risk arises from the potential inability of an obligor to meet its repayment obligation which exists in outstanding loans. The Association manages credit risk associated with lending activities through an assessment of the credit risk profile of an individual obligor. The Association sets its own underwriting standards and lending policies that provide direction to loan officers and are approved by the Board of Directors.

The credit risk management process begins with an analysis of the obligor's credit history, repayment capacity and financial position. Repayment capacity focuses on the obligor's ability to repay the obligation based on cash flows from operations or other sources of income, including non-farm income. Real estate mortgage loans must be secured by first liens on the real estate collateral. As required by FCA regulations, each institution that makes loans on a secured basis must have collateral evaluation policies and procedures.

The credit risk rating process for loans uses a two-dimensional structure, incorporating a 14-point probability of default scale (see further discussion in Note 2 subsection B above) and a separate scale addressing estimated percentage loss in the event of default. The loan rating structure incorporates borrower risk and transaction risk. Borrower risk is the risk of loss driven by factors intrinsic to the borrower. The transaction risk or facility risk is related to the structure of a credit (tenor, terms, and collateral).

The Association's loan portfolio, which includes purchased interests in loans, has been segmented by the following loan types as defined by the FCA:

- Real estate mortgage loans — loans made to full-time or part-time farmers secured by first lien real estate mortgages with maturities from five to thirty years. These loans may be made only in amounts up to 85 percent of the appraised value of the property taken as security or up to 97 percent of the appraised value if guaranteed by a federal, state, or other governmental agency. The actual percentage of loan-to-appraised value when loans are made is generally lower than the statutory required percentage.
- Production and intermediate-term loans — loans to full-time or part-time farmers that are not real estate mortgage loans. These loans fund eligible financing needs including operating inputs (such as labor, feed, fertilizer, and repairs), livestock, living expenses, income taxes, machinery or equipment, farm buildings, and other business-related expenses. Production loans may be made on a secured or unsecured basis and are most often made for a period of time that matches the borrower's normal production and

marketing cycle, which is typically one year or less. Intermediate-term loans are made for a specific term, generally greater than one year and less than or equal to ten years.

- Loans to cooperatives — loans for any cooperative purpose other than for communication, power, and water and waste disposal.
- Processing and marketing loans — loans for operations to process or market the products produced by a farmer, rancher, or producer or harvester of aquatic products, or by a cooperative.
- Farm-related business loans — loans to eligible borrowers that furnish certain farm-related business services to farmers or ranchers that are directly related to their agricultural production.
- Rural residential real estate loans — loans made to individuals, who are not farmers, to purchase a single-family dwelling that will be the primary residence in open country, which may include a town or village that has a population of not more than 2,500 persons. In addition, the loan may be to remodel, improve, or repair a rural home, or to refinance existing debt. These loans are generally secured by a first lien on the property.
- Communication loans — loans primarily to finance rural communication providers.
- Power loans — loans primarily to finance electric generation, transmission and distribution systems serving rural areas.
- Water and waste disposal loans — loans primarily to finance water and waste disposal systems serving rural areas.
- International loans — primarily loans or credit enhancements to other banks to support the export of U.S. agricultural commodities or supplies. The federal government guarantees a substantial portion of these loans.
- Lease receivables — the net investment for all finance leases such as direct financing leases, leveraged leases, and sales-type leases.
- Other (including Mission Related) — additional investments in rural America approved by the FCA on a program or a case-by-case basis. Examples of such investments include partnerships with agricultural and rural community lenders, investments in rural economic development and infrastructure, and investments in obligations and mortgage securities that increase the availability of affordable housing in rural America.

A summary of loans outstanding at period end follows:

| | December 31, 2022 | December 31, 2021 | December 31, 2020 |
|---|---|---|---|
| Real estate mortgage | $ 2,359,912 | $ 2,222,461 | $ 1,916,243 |
| Production and intermediate-term | 424,215 | 410,542 | 380,622 |
| Loans to cooperatives | 5,564 | 8,553 | 13,506 |
| Processing and marketing | 88,401 | 83,720 | 63,483 |
| Farm-related business | 23,992 | 24,026 | 21,522 |
| Communication | 10,377 | 6,253 | 2,754 |
| Power and water/waste disposal | 3,420 | – | – |
| Rural residential real estate | 19,651 | 17,628 | 14,500 |
| Total loans | $ 2,935,532 | $ 2,773,183 | $ 2,412,630 |

A substantial portion of the Association's lending activities is collateralized and the Association's exposure to credit loss associated with lending activities is reduced accordingly.

The amount of collateral obtained, if deemed necessary upon extension of credit, is based on management's credit evaluation of the borrower. Collateral held varies, but typically includes farmland and income-producing property, such as crops and livestock, as well as receivables. Real estate loans are collateralized by the first liens on the underlying real property. Federal regulations state that long-term real estate loans are not to exceed 85 percent (97 percent if guaranteed by a government agency) of the property's appraised value. However, a decline in a property's market value subsequent to loan origination or advances, or other actions necessary to protect the financial interest of the Association in the collateral, may result in loan to value ratios in excess of the regulatory maximum.

The Association may purchase or sell participation interests with other parties in order to diversify risk, manage loan volume, and comply with FCA regulations. The following tables present the principal balance of participation loans at periods ended:

| | December 31, 2022 | | | | | | | |
|---|---|---|---|---|---|---|---|---|
| | Within AgFirst District | | Within Farm Credit System | | Outside Farm Credit System | | Total | |
| | Participations Purchased | Participations Sold | Participations Purchased | Participations Sold | Participations Purchased | Participations Sold | Participations Purchased | Participations Sold |
| Real estate mortgage | $ 12,600 | $ 9,389 | $ – | $ – | $ 8,257 | $ – | $ 20,857 | $ 9,389 |
| Production and intermediate-term | 11,043 | 749,851 | 126 | – | 156 | – | 11,325 | 749,851 |
| Loans to cooperatives | 5,597 | – | – | – | – | – | 5,597 | – |
| Processing and marketing | 26,802 | 23,899 | 9,251 | 2,736 | 16,739 | – | 52,792 | 26,635 |
| Farm-related business | – | – | 41 | – | – | – | 41 | – |
| Communication | 10,408 | – | – | – | – | – | 10,408 | – |
| Power and water/waste disposal | 3,425 | – | – | – | – | – | 3,425 | – |
| Rural residential real estate | – | – | – | – | 35 | – | 35 | – |
| Total | $ 69,875 | $ 783,139 | $ 9,418 | $ 2,736 | $ 25,187 | $ – | $ 104,480 | $ 785,875 |

| | December 31, 2021 | | | | | | | |
|---|---|---|---|---|---|---|---|---|
| | Within AgFirst District | | Within Farm Credit System | | Outside Farm Credit System | | Total | |
| | Participations Purchased | Participations Sold | Participations Purchased | Participations Sold | Participations Purchased | Participations Sold | Participations Purchased | Participations Sold |
| Real estate mortgage | $ 12,677 | $ 11,249 | $ – | $ – | $ 10,667 | $ – | $ 23,344 | $ 11,249 |
| Production and intermediate-term | 11,263 | 18,204 | 173 | – | 243 | – | 11,679 | 18,204 |
| Loans to cooperatives | 8,583 | – | – | – | – | – | 8,583 | – |
| Processing and marketing | 21,553 | 24,649 | 12,608 | 1,595 | 15,410 | – | 49,571 | 26,244 |
| Farm-related business | – | – | 42 | – | – | – | 42 | – |
| Communication | 6,284 | – | – | – | – | – | 6,284 | – |
| Rural residential real estate | – | – | – | – | 37 | – | 37 | – |
| Total | $ 60,360 | $ 54,102 | $ 12,823 | $ 1,595 | $ 26,357 | $ – | $ 99,540 | $ 55,697 |

| | December 31, 2020 | | | | | | | |
|---|---|---|---|---|---|---|---|---|
| | Within AgFirst District | | Within Farm Credit System | | Outside Farm Credit System | | Total | |
| | Participations Purchased | Participations Sold | Participations Purchased | Participations Sold | Participations Purchased | Participations Sold | Participations Purchased | Participations Sold |
| Real estate mortgage | $ 10,351 | $ 13,781 | $ – | $ – | $ 13,832 | $ – | $ 24,183 | $ 13,781 |
| Production and intermediate-term | 7,915 | 6,709 | 40 | – | 273 | – | 8,228 | 6,709 |
| Loans to cooperatives | 13,533 | – | – | – | – | – | 13,533 | – |
| Processing and marketing | 14,807 | 26,288 | – | 2,339 | 15,743 | – | 30,550 | 28,627 |
| Communication | 2,761 | – | – | – | – | – | 2,761 | – |
| Rural residential real estate | – | – | – | – | 39 | – | 39 | – |
| Total | $ 49,367 | $ 46,778 | $ 40 | $ 2,339 | $ 29,887 | $ – | $ 79,294 | $ 49,117 |

The recorded investment in a receivable is the face amount increased or decreased by applicable accrued interest and unamortized premium, discount, finance charges, or acquisition costs and may also reflect a previous direct write-down of the investment.

The following table shows loans and related accrued interest classified under the FCA Uniform Loan Classification System as a percentage of total loans and related accrued interest receivable by loan type as of:

| | December 31, | | |
|---|---|---|---|
| | 2022 | 2021 | 2020 |
| **Real estate mortgage:** | | | |
| Acceptable | 98.19% | 97.96% | 97.70% |
| OAEM | 1.30 | 1.47 | 1.52 |
| Substandard/doubtful/loss | 0.51 | 0.57 | 0.78 |
| | 100.00% | 100.00% | 100.00% |
| **Production and intermediate-term:** | | | |
| Acceptable | 94.90% | 92.22% | 90.08% |
| OAEM | 3.62 | 5.07 | 5.54 |
| Substandard/doubtful/loss | 1.48 | 2.71 | 4.38 |
| | 100.00% | 100.00% | 100.00% |
| **Loans to cooperatives:** | | | |
| Acceptable | 100.00% | 100.00% | 100.00% |
| OAEM | – | – | – |
| Substandard/doubtful/loss | – | – | – |
| | 100.00% | 100.00% | 100.00% |
| **Processing and marketing:** | | | |
| Acceptable | 100.00% | 100.00% | 93.86% |
| OAEM | – | – | 6.14 |
| Substandard/doubtful/loss | – | – | – |
| | 100.00% | 100.00% | 100.00% |

| | December 31, | | |
|---|---|---|---|
| | 2022 | 2021 | 2020 |
| **Farm-related business:** | | | |
| Acceptable | 96.07% | 100.00% | 100.00% |
| OAEM | 3.93 | – | – |
| Substandard/doubtful/loss | – | – | – |
| | 100.00% | 100.00% | 100.00% |
| **Communication:** | | | |
| Acceptable | 100.00% | 100.00% | 100.00% |
| OAEM | – | – | – |
| Substandard/doubtful/loss | – | – | – |
| | 100.00% | 100.00% | 100.00% |
| **Power and water/waste disposal:** | | | |
| Acceptable | 100.00% | –% | –% |
| OAEM | – | – | – |
| Substandard/doubtful/loss | – | – | – |
| | 100.00% | –% | –% |
| **Rural residential real estate:** | | | |
| Acceptable | 99.18% | 98.61% | 98.24% |
| OAEM | 0.18 | 0.61 | 0.94 |
| Substandard/doubtful/loss | 0.64 | 0.78 | 0.82 |
| | 100.00% | 100.00% | 100.00% |
| **Total loans:** | | | |
| Acceptable | 97.77% | 97.20% | 96.43% |
| OAEM | 1.60 | 1.93 | 2.25 |
| Substandard/doubtful/loss | 0.63 | 0.87 | 1.32 |
| | 100.00% | 100.00% | 100.00% |

The following tables provide an aging analysis of past due loans and related accrued interest as of:

| December 31, 2022 | 30 Through 89 Days Past Due | 90 Days or More Past Due | Total Past Due | Not Past Due or Less Than 30 Days Past Due | Total Loans |
|---|---|---|---|---|---|
| Real estate mortgage | $ 7,210 | $ 781 | $ 7,991 | $ 2,371,111 | $ 2,379,102 |
| Production and intermediate-term | 1,277 | 272 | 1,549 | 428,491 | 430,040 |
| Loans to cooperatives | – | – | – | 5,579 | 5,579 |
| Processing and marketing | – | – | – | 89,008 | 89,008 |
| Farm-related business | 959 | – | 959 | 23,412 | 24,371 |
| Communication | – | – | – | 10,382 | 10,382 |
| Power and water/waste disposal | – | – | – | 3,421 | 3,421 |
| Rural residential real estate | 19 | – | 19 | 19,717 | 19,736 |
| Total | $ 9,465 | $ 1,053 | $ 10,518 | $ 2,951,121 | $ 2,961,639 |

| December 31, 2021 | 30 Through 89 Days Past Due | 90 Days or More Past Due | Total Past Due | Not Past Due or Less Than 30 Days Past Due | Total Loans |
|---|---|---|---|---|---|
| Real estate mortgage | $ 4,503 | $ 1,180 | $ 5,683 | $ 2,232,528 | $ 2,238,211 |
| Production and intermediate-term | 662 | 81 | 743 | 414,271 | 415,014 |
| Loans to cooperatives | – | – | – | 8,557 | 8,557 |
| Processing and marketing | – | – | – | 83,941 | 83,941 |
| Farm-related business | – | – | – | 24,249 | 24,249 |
| Communication | – | – | – | 6,255 | 6,255 |
| Rural residential real estate | 41 | – | 41 | 17,658 | 17,699 |
| Total | $ 5,206 | $ 1,261 | $ 6,467 | $ 2,787,459 | $ 2,793,926 |

| December 31, 2020 | 30 Through 89 Days Past Due | 90 Days or More Past Due | Total Past Due | Not Past Due or Less Than 30 Days Past Due | Total Loans |
|---|---|---|---|---|---|
| Real estate mortgage | $ 6,138 | $ 1,004 | $ 7,142 | $ 1,924,532 | $ 1,931,674 |
| Production and intermediate-term | 553 | 455 | 1,008 | 384,545 | 385,553 |
| Loans to cooperatives | – | – | – | 13,510 | 13,510 |
| Processing and marketing | – | – | – | 63,683 | 63,683 |
| Farm-related business | – | – | – | 21,707 | 21,707 |
| Communication | – | – | – | 2,754 | 2,754 |
| Rural residential real estate | 58 | – | 58 | 14,509 | 14,567 |
| Total | $ 6,749 | $ 1,459 | $ 8,208 | $ 2,425,240 | $ 2,433,448 |

Nonperforming assets (including related accrued interest) and related credit quality statistics were as follows:

| | December 31, 2022 | 2021 | 2020 |
|---|---|---|---|
| **Nonaccrual loans:** | | | |
| Real estate mortgage | $ 1,549 | $ 949 | $ 1,124 |
| Production and intermediate-term | 1,812 | 922 | 1,656 |
| Total | $ 3,361 | $ 1,871 | $ 2,780 |
| **Accruing restructured loans:** | | | |
| Real estate mortgage | $ – | $ 1,081 | $ 1,121 |
| Production and intermediate-term | 272 | 375 | 460 |
| Total | $ 272 | $ 1,456 | $ 1,581 |
| **Accruing loans 90 days or more past due:** | | | |
| Real estate mortgage | $ – | $ 404 | $ – |
| Production and intermediate-term | 5 | – | – |
| Total | $ 5 | $ 404 | $ – |
| Total nonperforming loans | $ 3,638 | $ 3,731 | $ 4,361 |
| Other property owned | 35 | 406 | 2,507 |
| Total nonperforming assets | $ 3,673 | $ 4,137 | $ 6,868 |
| Nonaccrual loans as a percentage of total loans | 0.11% | 0.07% | 0.12% |
| Nonperforming assets as a percentage of total loans and other property owned | 0.13% | 0.15% | 0.28% |
| Nonperforming assets as a percentage of capital | 0.62% | 0.78% | 1.43% |

The following table presents information relating to impaired loans (including accrued interest) as defined in Note 2:

| | December 31, 2022 | 2021 | 2020 |
|---|---|---|---|
| **Impaired nonaccrual loans:** | | | |
| Current as to principal and interest | $ 2,280 | $ 960 | $ 1,255 |
| Past due | 1,081 | 911 | 1,525 |
| Total | $ 3,361 | $ 1,871 | $ 2,780 |
| **Impaired accrual loans:** | | | |
| Restructured | $ 272 | $ 1,456 | $ 1,581 |
| 90 days or more past due | 5 | 404 | – |
| Total | $ 277 | $ 1,860 | $ 1,581 |
| Total impaired loans | $ 3,638 | $ 3,731 | $ 4,361 |
| Additional commitments to lend | $ 15 | $ – | $ – |

The following tables present additional impaired loan information at period end. Unpaid principal balance represents the contractual principal balance of the loan.

| Impaired loans: | December 31, 2022 Recorded Investment | Unpaid Principal Balance | Related Allowance | Year Ended December 31, 2022 Average Impaired Loans | Interest Income Recognized on Impaired Loans |
|---|---|---|---|---|---|
| **With a related allowance for credit losses:** | | | | | |
| Production and intermediate-term | $ 207 | $ 214 | $ 111 | $ 180 | $ 5 |
| Total | $ 207 | $ 214 | $ 111 | $ 180 | $ 5 |
| **With no related allowance for credit losses:** | | | | | |
| Real estate mortgage | $ 1,549 | $ 3,497 | $ – | $ 1,346 | $ 34 |
| Production and intermediate-term | 1,882 | 3,458 | – | 1,635 | 41 |
| Total | $ 3,431 | $ 6,955 | $ – | $ 2,981 | $ 75 |
| **Total:** | | | | | |
| Real estate mortgage | $ 1,549 | $ 3,497 | $ – | $ 1,346 | $ 34 |
| Production and intermediate-term | 2,089 | 3,672 | 111 | 1,815 | 46 |
| Total | $ 3,638 | $ 7,169 | $ 111 | $ 3,161 | $ 80 |

| Impaired loans: | December 31, 2021 Recorded Investment | Unpaid Principal Balance | Related Allowance | Year Ended December 31, 2021 Average Impaired Loans | Interest Income Recognized on Impaired Loans |
|---|---|---|---|---|---|
| **With a related allowance for credit losses:** | | | | | |
| Production and intermediate-term | $ 41 | $ 44 | $ 41 | $ 45 | $ 6 |
| Total | $ 41 | $ 44 | $ 41 | $ 45 | $ 6 |
| **With no related allowance for credit losses:** | | | | | |
| Real estate mortgage | $ 2,434 | $ 4,227 | $ – | $ 2,662 | $ 335 |
| Production and intermediate-term | 1,256 | 2,874 | – | 1,373 | 173 |
| Total | $ 3,690 | $ 7,101 | $ – | $ 4,035 | $ 508 |
| **Total:** | | | | | |
| Real estate mortgage | $ 2,434 | $ 4,227 | $ – | $ 2,662 | $ 335 |
| Production and intermediate-term | 1,297 | 2,918 | 41 | 1,418 | 179 |
| Total | $ 3,731 | $ 7,145 | $ 41 | $ 4,080 | $ 514 |

| Impaired loans: | December 31, 2020 Recorded Investment | Unpaid Principal Balance | Related Allowance | Year Ended December 31, 2020 Average Impaired Loans | Interest Income Recognized on Impaired Loans |
|---|---|---|---|---|---|
| **With a related allowance for credit losses:** | | | | | |
| Production and intermediate-term | $ 46 | $ 46 | $ 12 | $ 68 | $ 4 |
| Total | $ 46 | $ 46 | $ 12 | $ 68 | $ 4 |
| **With no related allowance for credit losses:** | | | | | |
| Real estate mortgage | $ 2,245 | $ 4,154 | $ – | $ 3,265 | $ 172 |
| Production and intermediate-term | 2,070 | 3,313 | – | 3,011 | 159 |
| Total | $ 4,315 | $ 7,467 | $ – | $ 6,276 | $ 331 |
| **Total:** | | | | | |
| Real estate mortgage | $ 2,245 | $ 4,154 | $ – | $ 3,265 | $ 172 |
| Production and intermediate-term | 2,116 | 3,359 | 12 | 3,079 | 163 |
| Total | $ 4,361 | $ 7,513 | $ 12 | $ 6,344 | $ 335 |

A summary of changes in the allowance for loan losses and period end recorded investment in loans is as follows:

| | Real Estate Mortgage | Production and Intermediate-term | Agribusiness* | Communication | Power and Water/Waste Disposal | Rural Residential Real Estate | Total |
|---|---|---|---|---|---|---|---|
| **Activity related to the allowance for credit losses:** | | | | | | | |
| Balance at December 31, 2021 | $ 15,138 | $ 3,650 | $ 719 | $ 38 | $ – | $ 119 | $ 19,664 |
| Charge-offs | (47) | (123) | – | – | – | – | (170) |
| Recoveries | – | 128 | – | – | – | – | 128 |
| Provision for loan losses | 626 | 370 | (32) | 17 | 18 | 1 | 1,000 |
| Balance at December 31, 2022 | $ 15,717 | $ 4,025 | $ 687 | $ 55 | $ 18 | $ 120 | $ 20,622 |
| Balance at December 31, 2020 | $ 13,028 | $ 3,727 | $ 662 | $ 17 | $ – | $ 97 | $ 17,531 |
| Charge-offs | (494) | (53) | – | – | – | – | (547) |
| Recoveries | 4 | 36 | – | – | – | – | 40 |
| Provision for loan losses | 2,600 | (60) | 57 | 21 | – | 22 | 2,640 |
| Balance at December 31, 2021 | $ 15,138 | $ 3,650 | $ 719 | $ 38 | $ – | $ 119 | $ 19,664 |
| Balance at December 31, 2019 | $ 10,614 | $ 3,646 | $ 468 | $ 35 | $ 53 | $ 67 | $ 14,883 |
| Charge-offs | (6) | (658) | – | – | – | – | (664) |
| Recoveries | 104 | 208 | – | – | – | – | 312 |
| Provision for loan losses | 2,316 | 531 | 194 | (18) | (53) | 30 | 3,000 |
| Balance at December 31, 2020 | $ 13,028 | $ 3,727 | $ 662 | $ 17 | $ – | $ 97 | $ 17,531 |
| **Allowance on loans evaluated for impairment:** | | | | | | | |
| Individually | $ – | $ 111 | $ – | $ – | $ – | $ – | $ 111 |
| Collectively | 15,717 | 3,914 | 687 | 55 | 18 | 120 | 20,511 |
| Balance at December 31, 2022 | $ 15,717 | $ 4,025 | $ 687 | $ 55 | $ 18 | $ 120 | $ 20,622 |
| Individually | $ – | $ 41 | $ – | $ – | $ – | $ – | $ 41 |
| Collectively | 15,138 | 3,609 | 719 | 38 | – | 119 | 19,623 |
| Balance at December 31, 2021 | $ 15,138 | $ 3,650 | $ 719 | $ 38 | $ – | $ 119 | $ 19,664 |
| Individually | $ – | $ 12 | $ – | $ – | $ – | $ – | $ 12 |
| Collectively | 13,028 | 3,715 | 662 | 17 | – | 97 | 17,519 |
| Balance at December 31, 2020 | $ 13,028 | $ 3,727 | $ 662 | $ 17 | $ – | $ 97 | $ 17,531 |
| **Recorded investment in loans evaluated for impairment:** | | | | | | | |
| Individually | $ 1,549 | $ 2,089 | $ – | $ – | $ – | $ – | $ 3,638 |
| Collectively | 2,377,553 | 427,951 | 118,958 | 10,382 | 3,421 | 19,736 | 2,958,001 |
| Balance at December 31, 2022 | $ 2,379,102 | $ 430,040 | $ 118,958 | $ 10,382 | $ 3,421 | $ 19,736 | $ 2,961,639 |
| Individually | $ 2,434 | $ 1,297 | $ – | $ – | $ – | $ – | $ 3,731 |
| Collectively | 2,235,777 | 413,717 | 116,747 | 6,255 | – | 17,699 | 2,790,195 |
| Balance at December 31, 2021 | $ 2,238,211 | $ 415,014 | $ 116,747 | $ 6,255 | $ – | $ 17,699 | $ 2,793,926 |
| Individually | $ 2,245 | $ 2,116 | $ – | $ – | $ – | $ – | $ 4,361 |
| Collectively | 1,929,429 | 383,437 | 98,900 | 2,754 | – | 14,567 | 2,429,087 |
| Balance at December 31, 2020 | $ 1,931,674 | $ 385,553 | $ 98,900 | $ 2,754 | $ – | $ 14,567 | $ 2,433,448 |

**Includes the loan types: Loans to cooperatives, Processing and marketing, and Farm-related business.*

A restructuring of a debt constitutes a troubled debt restructuring (TDR) if the creditor for economic or legal reasons related to the debtor's financial difficulties grants a concession to the debtor that it would not otherwise consider. The tables below present additional information about pre-modification and post-modification outstanding recorded investment and the effects of the modifications that occurred during the periods presented.

| | Year Ended December 31, 2022 | | | | |
|---|---|---|---|---|---|
| **Outstanding Recorded Investment** | **Interest Concessions** | **Principal Concessions** | **Other Concessions** | **Total** | **Charge-offs** |
| **Pre-modification:** | | | | | |
| Production and intermediate-term | $ – | $ 231 | $ – | $ 231 | |
| Total | $ – | $ 231 | $ – | $ 231 | |
| **Post-modification:** | | | | | |
| Production and intermediate-term | $ – | $ 231 | $ – | $ 231 | $ – |
| Total | $ – | $ 231 | $ – | $ 231 | $ – |

| Outstanding Recorded Investment | Interest Concessions | Principal Concessions | Other Concessions | Total | Charge-offs |
|---|---|---|---|---|---|
| | Year Ended December 31, 2021 | | | | |
| **Pre-modification:** | | | | | |
| Production and intermediate-term | $ – | $ – | $ – | $ – | |
| Total | $ – | $ – | $ – | $ – | |
| **Post-modification:** | | | | | |
| Production and intermediate-term | $ – | $ – | $ – | $ – | $ – |
| Total | $ – | $ – | $ – | $ – | $ – |

| Outstanding Recorded Investment | Interest Concessions | Principal Concessions | Other Concessions | Total | Charge-offs |
|---|---|---|---|---|---|
| | Year Ended December 31, 2020 | | | | |
| **Pre-modification:** | | | | | |
| Production and intermediate-term | $ – | $ 628 | $ – | $ 628 | |
| Total | $ – | $ 628 | $ – | $ 628 | |
| **Post-modification:** | | | | | |
| Production and intermediate-term | $ – | $ 275 | $ – | $ 275 | $ – |
| Total | $ – | $ 275 | $ – | $ 275 | $ – |

Interest concessions may include interest forgiveness and interest deferment. Principal concessions may include principal forgiveness, principal deferment, and maturity extension. Other concessions may include additional compensation received which might be in the form of cash or other assets.

There were no TDRs that occurred during the previous twelve months and for which there was a subsequent payment default during the periods presented. Payment default is defined as a payment that was thirty days or more past due.

The following table provides information at each period end on outstanding loans restructured in troubled debt restructurings. These loans are included as impaired loans in the impaired loan table.

| | Total TDRs | | | Nonaccrual TDRs | | |
|---|---|---|---|---|---|---|
| | December 31, | | | December 31, | | |
| | 2022 | 2021 | 2020 | 2022 | 2021 | 2020 |
| Real estate mortgage | $ 23 | $ 1,113 | $ 1,162 | $ 23 | $ 31 | $ 41 |
| Production and intermediate-term | 643 | 592 | 734 | 371 | 217 | 275 |
| Total loans | $ 666 | $ 1,705 | $ 1,896 | $ 394 | $ 248 | $ 316 |
| Additional commitments to lend | $ – | $ – | $ – | | | |

## Note 4 — Investments

***Equity Investments in Other Farm Credit Institutions***

Equity investments in other Farm Credit System institutions are generally nonmarketable investments consisting of stock and participation certificates, allocated surplus, and reciprocal investments in other institutions regulated by the FCA. These investments are carried at cost and evaluated for impairment based on the ultimate recoverability of the par value rather than by recognizing temporary declines in value.

The Association is required to maintain ownership in the Bank in the form of Class B or Class C stock as determined by the Bank. The Bank may require additional capital contributions to maintain its capital requirements. The Association's investment in the Bank totaled $36,667 for 2022, $22,515 for 2021 and $23,775 for 2020. The Association owned 9.59 percent of the issued stock and allocated retained earnings of the Bank as of December 31, 2022 net of any reciprocal investment. As of that date, the Bank's assets totaled $42.1 billion and shareholders' equity totaled $1.5 billion. The Bank's earnings were $412 million for 2022. In addition, the Association had investments of $1,501 related to other Farm Credit institutions at December 31, 2022. The Bank had a reciprocal investment in the Association of $40,873 representing 8,174,623 shares of its nonvoting common stock at December 31, 2022.

## Note 5 — Premises and Equipment

Premises and equipment consists of the following:

| | December 31, | | |
|---|---|---|---|
| | 2022 | 2021 | 2020 |
| Land | $ 3,730 | $ 3,700 | $ 3,744 |
| Buildings and improvements | 18,352 | 14,276 | 14,407 |
| Furniture and equipment | 6,035 | 5,092 | 4,171 |
| | 28,117 | 23,068 | 22,322 |
| Less: accumulated depreciation | 9,866 | 9,192 | 8,320 |
| Total | $ 18,251 | $ 13,876 | $ 14,002 |

## Note 6 — Debt

***Notes Payable to AgFirst Farm Credit Bank***

Under the Farm Credit Act, the Association is obligated to borrow only from the Bank, unless the Bank approves borrowing from other funding sources. The borrowing relationship is established with the Bank through a General Financing Agreement (GFA). The GFA utilizes the Association's credit and fiscal performance as criteria for establishing a line of credit on which the Association may draw funds. The GFA has a one year term which expires on December 31 and is renewable each year. The Association has no reason to believe the GFA will not be renewed upon expiration. The Bank, consistent with FCA regulations, has established limitations on the Association's ability to borrow funds based on specified factors or formulas relating primarily to credit quality and financial condition. At December 31, 2022, the Association's notes payable were within the specified limitations.

The Association's indebtedness to the Bank represents borrowings by the Association to fund its earning assets. This indebtedness is collateralized by a pledge of substantially all of the Association's assets and the terms of the revolving lines of credit are governed by the GFA. Interest rates on both variable and fixed rate advances are generally established loan-by-loan based on the Bank's marginal cost of funds, capital position, operating costs and return objectives. In the event of prepayment of any portion of a fixed rate advance, the Association may incur a prepayment penalty in accordance with the terms of the GFA and which will be included in interest expense. The interest rate is periodically adjusted by the Bank based upon agreement between the Bank and the Association.

The weighted average interest rates on the variable rate advances were 5.09 percent for LIBOR-based loans, 5.08 percent for Secured Overnight Financing Rate (SOFR)-based loans, and 5.26 percent for Prime-based loans, and the weighted average remaining maturities were 4.3 years, 4.9 years, and 1.2 years, respectively, at December 31, 2022. The weighted average interest rate on the fixed rate and adjustable rate mortgage (ARM) loans which are match funded by the Bank was 2.84 percent, and the weighted average remaining maturity was 11.5 years at December 31, 2022. The weighted average interest rate on all interest-bearing notes payable was 3.10 percent and the weighted average remaining maturity was 10.5 years at December 31, 2022. Gross notes payable consisted of approximately 10.92 percent variable rate and 89.08 percent fixed rate portions, representing a match-funding of the Association's loan volume at December 31, 2022. Notes Payable to AgFirst Farm Credit Bank, as reflected on the Consolidated Balance Sheets, also includes a credit which reduces the notes payable balance and corresponding interest expense. The weighted average maturities described above are related to matched-funded loans. The Direct Note itself has an annual maturity as prescribed in the GFA.

## Note 7 — Members' Equity

A description of the Association's capitalization requirements, protection mechanisms, regulatory capitalization requirements and restrictions, and equities are provided below:

A. **Protected Borrower Stock:** Protection of certain borrower stock is provided under the Farm Credit Act, which requires the Association, when retiring protected borrower stock, to retire such stock at par or stated value regardless of its book value. Protected borrower stock includes capital stock and participation certificates, which were outstanding as of January 6, 1988, or were issued or allocated prior to October 6, 1988. If an Association is unable to retire protected borrower stock at par value or stated value, amounts required to retire this equity would be obtained from the Insurance Fund.

B. **Capital Stock and Participation Certificates:** In accordance with the Farm Credit Act and the Association's capitalization bylaws, each borrower is required to invest in Class C stock for agricultural loans, or participation certificates in the case of rural home and farm-related business loans, as a condition of borrowing. The initial borrower investment, through either purchase or transfer, must be in an amount equal to 2 percent of the loan, or $1 thousand, whichever is less. The Board of Directors may increase the amount of investment if necessary to meet the Association's capital needs. Loans designated for sale or sold into the Secondary Market on or after April 16, 1996 will have no voting stock or participation certificate purchase requirement if sold within 180 days following the date of designation.

   The borrower acquires ownership of the capital stock or participation certificates at the time the loan is made, but usually does not make a cash investment. The aggregate par value is generally added to the principal amount of the related loan obligation. The Association retains a first lien on the stock or participation certificates owned by borrowers. Retirement of such equities will generally be at the lower of par or book value, and repayment of a loan does not automatically result in retirement of the corresponding stock or participation certificates.

C. **Regulatory Capitalization Requirements and Restrictions:** An FCA regulation empowers it to direct a transfer of funds or equities by one or more System institutions to another System institution under specified circumstances. The Association has not been called upon to initiate any transfers and is not aware of any proposed action under this regulation.

   There are currently no prohibitions in place that would prevent the Association from retiring stock, distributing earnings, or paying dividends per the statutory and regulatory restrictions, and the Association has no reason to believe any such restrictions may apply in the future.

   The capital regulations ensure that the System's capital requirements are comparable to the Basel III framework and the standardized approach that the federal banking regulatory agencies have adopted. Regulatory ratios include common equity tier 1 (CET1) capital, tier 1 capital, and total capital risk-based ratios. The regulations also include a tier 1 leverage ratio which includes an unallocated retained earnings (URE) and URE equivalents (UREE) component. The permanent capital ratio (PCR) remains in effect.

   The ratios are calculated using three-month average daily balances, in accordance with FCA regulations, as follows:

   - The CET1 capital ratio is the sum of statutory minimum purchased borrower stock, other required borrower stock held for a minimum of 7 years, allocated equities held for a minimum of 7 years or not subject to revolvement, unallocated retained earnings, and paid-in capital, less certain regulatory required deductions including the amount of investments in other System institutions, divided by average risk-adjusted assets.
   - The tier 1 capital ratio is CET1 capital plus non-cumulative perpetual preferred stock, divided by average risk-adjusted assets.
   - The total capital ratio is tier 1 capital plus other required borrower stock held for a minimum of 5 years,

subordinated debt and limited-life preferred stock greater than 5 years to maturity at issuance subject to certain limitations, and allowance for loan losses and reserve for unfunded commitments under certain limitations less certain investments in other System institutions under the corresponding deduction approach, divided by average risk-adjusted assets.

- The permanent capital ratio is all at-risk borrower stock, any allocated excess stock, unallocated retained earnings, paid-in capital, subordinated debt and preferred stock subject to certain limitations, less certain investments in other System institutions, divided by PCR risk-adjusted assets.
- The tier 1 leverage ratio is tier 1 capital, divided by average total assets less regulatory deductions to tier 1 capital.
- The URE and UREE component of the tier 1 leverage ratio is unallocated retained earnings, paid-in capital, and allocated surplus not subject to revolvement less certain regulatory required deductions including the amount of allocated investments in other System institutions divided by average total assets less regulatory deductions to tier 1 capital.

The following sets forth the regulatory capital ratios:

| Ratio | Minimum Requirement | Capital Conservation Buffer | Minimum Requirement including Capital Conservation Buffer | Capital Ratios as of December 31, 2022 | 2021 | 2020 |
|---|---|---|---|---|---|---|
| Risk-adjusted ratios: | | | | | | |
| CET1 Capital | 4.5% | 2.5% | 7.0% | 16.81% | 16.48% | 17.15% |
| Tier 1 Capital | 6.0% | 2.5% | 8.5% | 16.81% | 16.48% | 17.15% |
| Total Capital | 8.0% | 2.5% | 10.5% | 17.47% | 17.17% | 17.86% |
| Permanent Capital | 7.0% | 0.0% | 7.0% | 16.97% | 16.64% | 17.34% |
| Non-risk-adjusted ratios: | | | | | | |
| Tier 1 Leverage* | 4.0% | 1.0% | 5.0% | 17.41% | 16.94% | 17.37% |
| URE and UREE Leverage | 1.5% | 0.0% | 1.5% | 11.47% | 12.15% | 12.01% |

* *The Tier 1 Leverage Ratio must include a minimum of 1.50% of URE and URE Equivalents.*

If the capital ratios fall below the minimum regulatory requirements, including the buffer amounts, capital distributions (equity redemptions, dividends, and patronage) and discretionary senior executive bonuses are restricted or prohibited without prior FCA approval.

D. **Description of Equities:** The Association is authorized to issue or have outstanding Class A Nonvoting Common Stock, Class C Voting Common Stock, and Class D Preferred Stock, and nonvoting Participation Certificates. All stock and participation certificates have a par or face value of five dollars ($5.00) per share.

The Association had the following shares outstanding at December 31, 2022:

| Class | Protected | Shares Outstanding Number | Aggregate Par Value |
|---|---|---|---|
| A Common/Nonvoting | No | 30,932 | $ 154 |
| C Common/Voting | No | 2,248,658 | 11,243 |
| A Common Issued to Bank/Nonvoting | No | 8,174,623 | 40,873 |
| C Participation Certificates/Nonvoting | No | 68,583 | 343 |
| Total Capital Stock and Participation Certificates | | 10,522,796 | $ 52,613 |

Protected common stock and participation certificates are retired at par or face value in the normal course of business. At-risk common stock and participation certificates are retired at the sole discretion of the Board at book value not to exceed par or face amounts, provided the minimum capital adequacy standards established by the Board are met.

*Surplus Accounts*

The Association maintains an unallocated surplus account and an allocated surplus account. The minimum aggregate amounts of these two accounts shall be prescribed by the Farm Credit Act and the FCA regulations. The allocated surplus account consists of earnings held therein and allocated to borrowers on a patronage basis.

In the event of a net loss for any fiscal year, such loss shall be absorbed by, first, charges to the unallocated surplus account; second, impairment of paid-in surplus; and third, impairment of the allocated surplus account on the basis of latest allocations first.

The Association shall have a first lien on all surplus account allocations owned by any borrower, and all distributions thereof, as additional collateral for such borrower's indebtedness to the Association. When the debt of a borrower is in default or is in the process of final liquidation, the Association may, upon notice to the borrower, order any and all surplus account allocations owned by such borrower to be applied against the indebtedness. Any such retirement and application against indebtedness of surplus account allocations shall be before similar retirement and application of stock or participation certificates owned by the borrower.

When all of the stock and participation certificates of the Association owned by a borrower are retired or otherwise disposed of, any surplus account allocations owned by such borrower may also be retired upon request by the borrower and subject to the approval of the Board, and the proceeds paid to the borrower. Alternatively, if the Board so directs, upon notice to the borrower such surplus account allocations may be applied against any of the borrower's indebtedness to the Association.

Subject to the Farm Credit Act and FCA regulations, allocated surplus may be distributed in cash, oldest allocations first. The cash proceeds may be applied against the indebtedness of the borrower to the Association. In no event shall such distributions reduce the surplus account below the minimum amount prescribed by the Farm Credit Act and FCA regulations. Distributions of less than the full amount of all allocations issued as of the same date shall be on a pro rata basis.

Allocated equities shall be retired solely at the discretion of the Board, provided that minimum capital standards established by the FCA and the Board are met.

At December 31, 2022, allocated members' equity consisted of $126,433 of nonqualified allocated surplus and $129,924 of nonqualified retained surplus.

*Patronage Distributions*

Prior to the beginning of any fiscal year, the Board, by adoption of a resolution, may obligate the Association to distribute to borrowers on a patronage basis all or any portion of available net earnings for such fiscal year or for that and subsequent fiscal years. Patronage distributions are based on the proportion of the borrower's interest to the amount of interest earned by the Association on its total loans unless another proportionate patronage basis is approved by the Board.

If the Association meets its capital adequacy standards after making the patronage distributions, the patronage distributions may be in cash, authorized stock of the Association, allocations of earnings retained in an allocated members' equity account, or any one or more of such forms of distribution. Patronage distributions of the Association's earnings may be paid on either a qualified or nonqualified basis, or a combination of both, as determined by the Board. A minimum of 20 percent of the total qualified patronage distribution to any borrower for any fiscal year shall always be paid in cash.

*Transfer*

Stock and participation certificates may be transferred only to persons eligible to purchase and hold such stock or participation certificates.

*Impairment*

Any net losses recorded by the Association shall first be applied against unallocated members' equity. To the extent such losses would exceed unallocated members' equity, such losses would be applied consistent with the Association's bylaws and distributed pro rata to each share and/or unit outstanding in the class, in the following order:

1. Allocated Surplus
2. Class A Nonvoting Common Stock and Class C Voting Common Stock and unit of participation certificates outstanding.
3. Class D Preferred Stock Liquidation

In the event of liquidation or dissolution of the Association, any assets of the Association remaining after payment or retirement of all liabilities shall be distributed to the holders of stock and participation certificates in the following order of priority:

1. To the holders of Class D Preferred Stock, if any, pro rata in proportion to the number of shares then issued and outstanding until an amount equal to the aggregate par value of all such shares has been distributed to all such holders.
2. To the holders of Class A Nonvoting Common Stock and Class C Voting Common Stock and participation certificates, pro rata in proportion to the number of shares or units of each such class of stock or
3. Participation certificates then issued and outstanding until an amount equal to the aggregate par value of all such shares or units have been distributed to all such holders.
4. To the holders of allocated surplus evidenced by written notices of allocation on a pro-rata basis until all such allocated surplus has been distributed to such holders.
5. Any remaining assets of the Association after such distributions shall be distributed to the holders of Class A Nonvoting Common Stock and Class C Voting Common Stock, and participation certificates, pro rata in proportion to the number of shares or units then outstanding.

E. **Accumulated Other Comprehensive Income (AOCI):**

**Changes in Accumulated Other Comprehensive income by Component** *(a)*

| | For the Year Ended December 31, | | |
|---|---|---|---|
| | 2022 | 2021 | 2020 |
| **Employee Benefit Plans:** | | | |
| Balance at beginning of period | $ (15,257) | $ (30,390) | $ (27,736) |
| Other comprehensive income before reclassifications | 1,760 | 12,715 | (4,822) |
| Amounts reclassified from AOCI | 327 | 2,418 | 2,168 |
| Net current period OCI | 2,087 | 15,133 | (2,654) |
| Balance at end of period | $ (13,170) | $ (15,257) | $ (30,390) |

**Reclassifications Out of Accumulated Other Comprehensive Income** *(b)*

| | For the Year Ended December 31, | | | |
|---|---|---|---|---|
| | 2022 | 2021 | 2020 | Income Statement Line Item |
| **Defined Benefit Pension Plans:** | | | | |
| Periodic pension costs | $ (327) | $ (2,418) | $ (2,168) | See Note 9. |
| Amounts reclassified | $ (327) | $ (2,418) | $ (2,168) | |

*(a) Amounts in parentheses indicate debits to AOCI.*
*(b) Amounts in parentheses indicate debits to profit/loss.*

## Note 8 — Fair Value Measurement

Fair value is defined as the exchange price that would be received for an asset or paid to transfer a liability in an orderly transaction between market participants in the principal or most advantageous market for the asset or liability. Accounting guidance also establishes a fair value hierarchy, with three levels of inputs that may be used to measure fair value. Refer to Note 2 for a more complete description of the three levels.

The following tables summarize assets measured at fair value at period end:

| | December 31, 2022 | | | |
|---|---|---|---|---|
| | Fair Value Measurement Using | | | Total Fair |
| | Level 1 | Level 2 | Level 3 | Value |
| **Recurring assets** | | | | |
| Assets held in trust funds | $ – | $ – | $ – | $ – |
| **Nonrecurring assets** | | | | |
| Impaired loans | $ – | $ – | $ 96 | $ 96 |
| Other property owned | $ – | $ – | $ 39 | $ 39 |

| | December 31, 2021 | | | |
|---|---|---|---|---|
| | Fair Value Measurement Using | | | Total Fair |
| | Level 1 | Level 2 | Level 3 | Value |
| **Recurring assets** | | | | |
| Assets held in trust funds | $ – | $ – | $ – | $ – |
| **Nonrecurring assets** | | | | |
| Impaired loans | $ – | $ – | $ – | $ – |
| Other property owned | $ – | $ – | $ 448 | $ 448 |

| | December 31, 2020 | | | |
|---|---|---|---|---|
| | Fair Value Measurement Using | | | Total Fair |
| | Level 1 | Level 2 | Level 3 | Value |
| **Recurring assets** | | | | |
| Assets held in trust funds | $ – | $ – | $ – | $ – |
| **Nonrecurring assets** | | | | |
| Impaired loans | $ – | $ – | $ 34 | $ 34 |
| Other property owned | $ – | $ – | $ 2,757 | $ 2,757 |

### Valuation Techniques

***Assets held in trust funds***

Assets held in trust funds, related to deferred compensation plans, are classified as Level 1. The trust funds include investments in securities that are actively traded and have quoted net asset value prices that are directly observable in the marketplace.

***Impaired loans***

Fair values of impaired loans are estimated to be the carrying amount of the loan less specific reserves. Certain loans evaluated for impairment under FASB guidance have fair values based upon the underlying collateral, as the loans were collateral-dependent. Specific reserves were established for these loans when the value of the collateral, less estimated cost to sell, was less than the principal balance of the loan. The fair value measurement process uses independent appraisals and other market-based information, but in many cases it also requires significant input based on management's knowledge of and judgment about current market conditions, specific issues relating to the collateral and other matters.

***Other property owned***

For other property owned, the fair value is generally determined using formal appraisals of each individual property. These assets are held for sale. Costs to sell represent transaction costs and are not included as a component of the fair value of other property owned. If the process uses observable market-based information, the assets are classified as Level 2. If the process requires significant input based upon management's knowledge of and judgment about current market conditions, specific issues relating to the property and other matters, the assets are classified as Level 3.

## Note 9 — Employee Benefit Plans

The Association participates in a single employer qualified benefit plan and two District sponsored qualified benefit plans. These plans include the First South Farm Credit, ACA Retirement Plan (FS Plan), which is a single employer final average pay plan. In addition, the Association participates in a multiemployer defined benefit other postretirement employee benefits plan (OPEB Plan), the Farm Credit Benefits Alliance (FCBA) Retiree and Disabled Medical and Dental Plan, and the FCBA 401(k) Plan, a defined contribution 401(k) plan (401(k) Plan). The risks of participating in these multiemployer plans are different from single employer plans in the following aspects:

1. Assets contributed to multiemployer plans by one employer may be used to provide benefits to employees of other participating employers.
2. If a participating employer stops contributing to the plan, the unfunded obligations of the plan may be borne by the remaining participating employers.
3. If the Association chooses to stop participating in some of its multiemployer plans, the Association may be required to contribute to eliminate the underfunded status of the plan.

The District's multiemployer plans are not subject to ERISA and no Form 5500 is required. As such, the following information is neither available for nor applicable to the plans:

1. The Employer Identification Number (EIN) and three-digit Pension Plan Number.
2. The most recent Pension Protection Act (PPA) zone status. Among other factors, plans in the red zone are generally less than 65 percent funded, plans in the yellow zone are less than 80 percent funded, and plans in the green zone are at least 80 percent funded.
3. The "FIP/RP Status" indicating whether a financial improvement plan (FIP) or a rehabilitation plan (RP) is either pending or has been implemented.
4. The expiration date(s) of collective-bargaining agreement(s).

Substantially all employees of the Association hired before January 1, 2009 are eligible to participate in the FS Plan which is a defined benefit plan. This plan is noncontributory, and benefits are based on eligible compensation and years of service. Contributions into the FS Plan were $1,600 for 2022, $2,100 for 2021, and $2,385 for 2020. Expenses for the FS plan were $(1,173) for 2022, $1,709 for 2021, and $2,310 for 2020. Service cost is recorded in salaries and benefits and all cost including interest costs, expected return on assets and amortization of gains and losses are recorded in other operating costs.

In addition to providing pension benefits, the Association provides certain medical and dental benefits for eligible retired employees through the OPEB Plan. Substantially all of the Association employees may become eligible for the benefits if they reach early retirement age while working for the Association. Early retirement age is defined as a minimum of age 55 and 10 years of service. Employees hired after December 31, 2002, and employees who separate from service between age 50 and age 55, are required to pay the full cost of their retiree health insurance coverage. Employees who retire subsequent to December 1, 2007 are no longer provided retiree life insurance benefits. The OPEB Plan includes other Farm Credit System employees that are not employees of the Association or District and is accounted for as a multiemployer plan. The related net benefit plan obligations are not included in the Association's Consolidated Balance Sheets but are included in the Combined Statement of Condition for the Farm Credit System. The OPEB Plan is unfunded with expenses paid as incurred. Postretirement benefits other than pensions included in employee benefit costs on the Association's Consolidated Statements of Comprehensive Income were $760 for 2022, $698 for 2021, and $690 for 2020. The total AgFirst District liability balance for the OPEB Plan presented in the Farm Credit System Combined Statement of Condition was $167,895, $209,599, and $219,990 at December 31, 2022, 2021, and 2020, respectively.

The Association also participates in the 401(k) Plan, which qualifies as a 401(k) plan as defined by the Internal Revenue Code. For employees hired on or prior to December 31, 2008, the Association contributes $0.50 for each $1.00 of the employee's first 6.00 percent of contribution (based on total compensation) up to the maximum employer contribution of 3.00 percent of total compensation. For employees hired on or after January 1, 2009, the Association contributes $1.00 for each $1.00 of the employee's first 6.00 percent of contribution up to the maximum employer contribution of 6.00 percent of total compensation. Employee deferrals are not to exceed the maximum deferral as determined and adjusted by the Internal Revenue Service. The 401(k) Plan costs are expensed as funded. Employer contributions to this plan included in salaries and employee benefit costs were $1,339, $1,230, and $1,096 for the years ended December 31, 2022, 2021, and 2020, respectively. Beginning in 2015, contributions include an additional 3.00 percent of eligible compensation for employees hired after December 31, 2008.

FASB guidance further requires the determination of the fair value of plan assets and recognition of actuarial gains and losses, prior service costs or credits, and transition assets or obligations as a component of AOCI. Under the guidance, these amounts are subsequently recognized as components of net periodic benefit costs over time. For 2022, 2021, and 2020, $2,087, $15,133 and $(2,654), respectively, has been recognized as a net credit, a net credit, and a net debit to AOCI to reflect these elements.

The funding status and the amounts recognized in the Consolidated Balance Sheets of the Association at December 31, for the retirement plan follow:

| | Pension Benefits | | |
|---|---|---|---|
| | 2022 | 2021 | 2020 |
| **Change in benefit obligation** | | | |
| Benefit obligation at beginning of year | $ 130,982 | $ 134,385 | $ 122,126 |
| Service cost | 2,043 | 2,351 | 2,134 |
| Interest cost | 3,774 | 3,486 | 3,944 |
| Actuarial loss (gain) | (30,382) | (4,483) | 10,689 |
| Benefits paid | (5,409) | (4,757) | (4,508) |
| Benefit obligation at end of year | $ 101,008 | $ 130,982 | $ 134,385 |
| **Change in plan assets** | | | |
| Fair value of plan assets, beginning of year | $ 115,078 | $ 102,957 | $ 93,277 |
| Actual return on plan assets | (21,082) | 15,009 | 12,040 |
| Employer contributions | 1,600 | 2,100 | 2,385 |
| Benefits paid | (5,409) | (4,757) | (4,508) |
| Expenses | (224) | (231) | (237) |
| Fair value of plan assets, end of year | $ 89,963 | $ 115,078 | $ 102,957 |
| Funded status | $ (11,045) | $ (15,904) | $ (31,428) |
| Fourth quarter contributions | – | – | – |
| Net amount recognized | $ (11,045) | $ (15,904) | $ (31,428) |
| Amounts recognized consist of: | | | |
| Pension assets | $ – | $ – | $ – |
| Pension liabilities | (11,045) | (15,904) | (31,428) |
| Net amount recognized | $ (11,045) | $ (15,904) | $ (31,428) |

The following represent the amounts included in accumulated other comprehensive income at December 31:

| | 2022 | 2021 | 2020 |
|---|---|---|---|
| Net actuarial loss (gain) | $ 13,170 | $ 15,257 | $ 30,390 |
| Prior service costs (credit) | – | – | – |
| Net transition obligation (asset) | – | – | – |
| Total amount recognized in OCI | $ 13,170 | $ 15,257 | $ 30,390 |

The accumulated benefit obligation for the defined benefit plans was $95,336, $120,802, and $122,795 at December 31, 2022, 2021 and 2020, respectively.

Information for pension plans with an accumulated benefit obligation in excess of plan assets:

| | 2022 | 2021 | 2020 |
|---|---|---|---|
| Projected benefit obligation | $ 101,008 | $ 130,982 | $ 134,385 |
| Accumulated benefit obligation | 95,336 | 120,802 | 122,795 |
| Fair value of plan assets | 89,962 | 115,078 | 102,957 |

Components of net periodic benefit cost and other amounts recognized in net income for the years ended December 31 are as follows:

| | Pension Benefits | | |
|---|---|---|---|
| | 2022 | 2021 | 2020 |
| **Net periodic benefit (income) cost** | | | |
| Service cost | $ 2,043 | $ 2,351 | $ 2,134 |
| Interest cost | 3,774 | 3,486 | 3,944 |
| Expected return on plan assets | (7,317) | (6,546) | (5,936) |
| Amortization of net (gain) loss | 327 | 2,418 | 2,168 |
| Amortization of prior service cost | – | – | – |
| Net periodic benefit (income) cost | $ (1,173) | $ 1,709 | $ 2,310 |

Other changes in plan assets and benefit obligations recognized in other comprehensive income follows:

| | 2022 | 2021 | 2020 |
|---|---|---|---|
| Net actuarial loss (gain) | $ (1,760) | $ (12,715) | $ 4,822 |
| Amortization of net actuarial loss (gain) | (327) | (2,418) | (2,168) |
| Adjustment for adoption of new accounting guidance | – | – | – |
| Amortization of prior service cost | – | – | – |
| Amortization of transition obligation (asset) | – | – | – |
| Total recognized in other comprehensive income | $ (2,087) | $ (15,133) | $ 2,654 |
| Total recognized in net periodic pension cost and other comprehensive income | $ (3,260) | $ (13,424) | $ 4,964 |

The total estimated net actuarial gain, transition asset/liabilities and prior service cost for the pension plan that will be amortized into income during 2022 is $470.

| Assumptions: | 2022 | 2021 | 2020 |
|---|---|---|---|
| **Weighted-average assumptions used to determine benefit obligations at December 31** | | | |
| Discount rate | 5.20% | 2.95% | 2.65% |
| Rate of compensation increase | 5.00% | 5.00% | 5.00% |
| **Weighted-average assumptions used to determine net periodic benefit cost for years ended December 31** | | | |
| Discount rate | 2.95% | 2.65% | 3.30% |
| Expected long-term return on plan assets | 6.50% | 6.50% | 6.50% |
| Rate of compensation increase | 5.00% | 5.00% | 5.00% |

In 2022, 2021, and 2020, the Association used a long-term rate of return of 6.50 percent. The assumption is based on the target allocation for plan assets and capital market forecasts for the asset classes employed. Prevailing market conditions and historical results were used to determine the capital market forecasts used in this 6.50 percent return assumption for 2022.

**Plan Assets**

Plan assets are invested in a number of different asset classes, with each asset class further diversified through the engagement of a number of independent investment managers. This diversification across asset classes and investment managers reduces the investment risk of the plan and avoids any concentration of risk. To further ensure that excessive risk concentrations are avoided, holdings and performance of fund managers is monitored quarterly by an outside pension consulting firm and by the Association retirement committee. There were no significant concentrations of investment risk as of December 31, 2022.

**Target allocation for asset categories for 2022 are as follows:**

| Asset Category | |
|---|---|
| Equity securities | 70% |
| Debt securities | 30% |
| | 100% |

| | Actual Plan Asset Allocation | | |
|---|---|---|---|
| | 2022 | 2021 | 2020 |
| Equity Securities | 69% | 71% | 73% |
| Debt Securities | 30% | 28% | 25% |
| Other | 1% | 1% | 2% |
| | 100% | 100% | 100% |

The fair values of the Association's pension plan assets by asset category are as follows. See Notes 2 and 8 regarding a description of the three levels of inputs and the classification within the fair value hierarchy.

| | Fair Value Measurements at December 31, 2022 | | | |
|---|---|---|---|---|
| | Level 1 | Level 2 | Level 3 | Total Fair Value |
| **Asset Category** | | | | |
| Cash and cash equivalents | $ 1,298 | $ – | $ – | $ 1,298 |
| Mutual funds: | | | | |
| Domestic equity funds | 31,722 | – | – | 31,722 |
| International equity funds | – | – | – | – |
| Common Collective Trust: | | | | |
| Fixed income fund | – | – | – | – |
| Fixed income securities: | | | | |
| U.S. Treasuries | – | – | – | – |
| Corporate bonds | – | – | – | – |
| Mortgage-backed securities | – | – | – | – |
| Collateralized mortgage obligations | – | – | – | – |
| Foreign bonds | – | – | – | – |
| Common stock | 1 | – | – | 1 |
| Total assets in the fair value hierarchy | $ 33,021 | $ – | $ – | $ 33,021 |
| Investments measured at net asset value | | | | 56,941 |
| Total assets at fair value | | | | $ 89,962 |

| | Fair Value Measurements at December 31, 2021 | | | |
|---|---|---|---|---|
| | Level 1 | Level 2 | Level 3 | Total Fair Value |
| **Asset Category** | | | | |
| Cash and cash equivalents | $ 3,482 | $ – | $ – | $ 3,482 |
| Mutual funds: | | | | |
| Domestic equity funds | 42,434 | – | – | 42,434 |
| International equity funds | – | – | – | – |
| Common Collective Trust: | | | | |
| Fixed income fund | – | – | – | – |
| Fixed income securities: | | | | |
| U.S. Treasuries | – | – | – | – |
| Corporate bonds | – | – | – | – |
| Mortgage-backed securities | – | – | – | – |
| Collateralized mortgage obligations | – | – | – | – |
| Foreign bonds | – | – | – | – |
| Common stock | 1 | – | – | 1 |
| Total assets in the fair value hierarchy | $ 45,917 | $ – | $ – | $ 45,917 |
| Investments measured at net asset value | | | | 69,161 |
| Total assets at fair value | | | | $ 115,078 |

| | Fair Value Measurements at December 31, 2020 | | | |
|---|---|---|---|---|
| | Level 1 | Level 2 | Level 3 | Total Fair Value |
| **Asset Category** | | | | |
| Cash and cash equivalents | $ 3,358 | $ – | $ – | $ 3,358 |
| Mutual funds: | | | | |
| Domestic equity funds | 39,481 | – | – | 39,481 |
| International equity funds | – | – | – | – |
| Common Collective Trust: | | | | |
| Fixed income fund | – | – | – | – |
| Fixed income securities: | | | | |
| U.S. Treasuries | – | – | – | – |
| Corporate bonds | – | – | – | – |
| Mortgage-backed securities | – | – | – | – |
| Collateralized mortgage obligations | – | – | – | – |
| Foreign bonds | – | – | – | – |
| Common stock | 1 | – | – | 1 |
| Total assets in the fair value hierarchy | $ 42,840 | $ – | $ – | $ 42,840 |
| Investments measured at net asset value | | | | 60,117 |
| Total assets at fair value | | | | $ 102,957 |

## Cash Flows

***Contributions:*** The total employer contribution expected during 2023 is $1,600.

***Estimated Benefit Payments:*** Estimated future benefit payments are as follows:

| | |
|---|---|
| 2023 | $ 6,854 |
| 2024 | $ 6,823 |
| 2025 | $ 7,040 |
| 2026 | $ 7,178 |
| 2027 | $ 7,272 |
| 2028-2032 | $ 36,688 |

Additional information for the multiemployer plans may be found in the Notes to the Annual Information Statement of the Farm Credit System.

## Note 10 — Related Party Transactions

In the ordinary course of business, the Association enters into loan transactions with officers and directors of the Association, their immediate families and other organizations with which such persons may be associated. Such loans are subject to special approval requirements contained in the FCA regulations and are made on the same terms, including interest rates, amortization schedule, and collateral, as those prevailing at the time for comparable transactions with unaffiliated borrowers.

Total loans to such persons at December 31, 2022 amounted to $36,766. During 2022, $35,115 of new loans were made and repayments totaled $44,469. In the opinion of management, none of these loans outstanding at December 31, 2022 involved more than a normal risk of collectibility.

## Note 11 — Commitments and Contingencies

From time to time, legal actions are pending against the Association in which claims for money damages are asserted. On at least a quarterly basis, the Association assesses its liabilities and contingencies in connection with outstanding legal proceedings utilizing the latest information available. While the outcome of legal proceedings is inherently uncertain, on the basis of information presently available, management, after consultation with legal counsel, is of the opinion that the ultimate liability, if any, from these actions, would not be material in relation to the financial position of the Association. Because it is not probable that the Association will incur a loss or the loss is not estimable, no liability has been recorded for any claims that may be pending. In the normal course of business, the Association may participate in financial instruments with off-balance-sheet risk to satisfy the financing needs of its borrowers. These financial instruments may include commitments to extend credit or letters of credit.

The instruments involve, to varying degrees, elements of credit risk in excess of the amount recognized in the financial statements. Commitments to extend credit are agreements to lend to a borrower as long as there is not a violation of any condition established in the contract. Commercial letters of credit are agreements to pay a beneficiary under conditions specified in the letter of credit. Commitments and letters of credit generally have fixed expiration dates or other termination clauses and may require payment of a fee.

Since many of these commitments are expected to expire without being drawn upon, the total commitments do not necessarily represent future cash requirements. However, these credit-related financial instruments have off-balance-sheet credit risk because their amounts are not reflected on the Consolidated Balance Sheets until funded or drawn upon. The credit risk associated with issuing commitments and letters of credit is substantially the same as that involved in extending loans to borrowers and management applies the same credit policies to these commitments. Upon fully funding a commitment, the credit risk amounts are equal to the contract amounts, assuming that borrowers fail completely to meet their obligations and the collateral or other security is of no value. The amount of collateral obtained, if deemed necessary upon extension of credit, is based on management's credit evaluation of the borrower. At December 31, 2022, $455,466 of commitments to extend credit and no commercial letters of credit were outstanding. There was no reserve for unfunded commitments included in the Consolidated Balance Sheets at December 31, 2022.

The Association also participates in standby letters of credit to satisfy the financing needs of its borrowers. These letters of credit are irrevocable agreements to guarantee payments of specified financial obligations. At December 31, 2022, standby letters of credit outstanding totaled $1,263 with expiration dates ranging from January 1, 2023 to August 19,

2027. The maximum potential amount of future payments that may be required under these guarantees was $1,263.

**Note 12 — Income Taxes**

The provision (benefit) for income taxes follows:

| | Year Ended December 31, | | |
|---|---|---|---|
| | 2022 | 2021 | 2020 |
| Current: | | | |
| Federal | $ 31 | $ 13 | $ 10 |
| State | 6 | 2 | 1 |
| | | 15 | 11 |
| Deferred: | | | |
| Federal | – | – | – |
| State | – | – | – |
| Total provision (benefit) for income taxes | $ 37 | $ 15 | $ 11 |

The provision (benefit) for income tax differs from the amount of income tax determined by applying the applicable U.S. statutory federal income tax rate to pretax income as follows:

| | December 31, | | |
|---|---|---|---|
| | 2022 | 2021 | 2020 |
| Federal tax at statutory rate | $ 14,097 | $ 15,111 | $ 12,901 |
| State tax, net | 6 | 2 | 1 |
| Patronage distributions | (4,401) | (5,500) | (4,442) |
| Tax-exempt FLCA earnings | (9,270) | (9,539) | (8,412) |
| Change in valuation allowance | (292) | (1,091) | 266 |
| Change in future tax rate | – | – | – |
| Change in FASB guidance, "Employers' Accounting for Defined Benefit Pension and Other Postretirement Plans" Liability | 141 | 1,225 | (226) |
| Other | (244) | (193) | (77) |
| Provision (benefit) for income taxes | $ 37 | $ 15 | $ 11 |

In late December 2017, federal tax legislation was enacted which, among other things, lowered the federal corporate tax rate from 35% to 21% beginning on January 1, 2018. The change to the lower corporate tax rate led to an insignificant remeasurement of the deferred tax liabilities and deferred tax assets in 2017, the period of enactment. Deferred tax assets and liabilities are comprised of the following at:

| | December 31, | | |
|---|---|---|---|
| | 2022 | 2021 | 2020 |
| Deferred income tax assets: | | | |
| Allowance for loan losses | $ 821 | $ 809 | $ 797 |
| Nonaccrual loan interest | 733 | 689 | 655 |
| Pensions and other postretirement benefits | 2,296 | 2,704 | 3,929 |
| Loan origination fees | 76 | 42 | 9 |
| Depreciation | 136 | 110 | 55 |
| Gross deferred tax assets | 4,062 | 4,354 | 5,445 |
| Less: valuation allowance | (2,060) | (4,354) | (5,445) |
| Gross deferred tax assets, net of valuation allowance | – | – | – |
| Deferred income tax liabilities: | | | |
| FLCA NQ Future Distributions | (1,389) | – | – |
| 2022 Special Patronage | (613) | – | – |
| Gross deferred tax liability | (2,002) | – | – |
| Net deferred tax asset (liability) | $ – | $ – | $ – |

At December 31, 2022, deferred income taxes have not been provided by the Association on approximately $55.7 million of patronage refunds received from the Bank prior to January 1, 1993.

Such refunds, distributed in the form of stock, are subject to tax only upon conversion to cash. The tax liability related to future conversions is not expected to be material.

The Association recorded a valuation allowance of $2,060, $4,354 and $5,445 as of December 31, 2022, 2021 and 2020, respectively. The Association will continue to evaluate the realizability of these deferred tax assets and adjust the valuation allowance accordingly.

There were no uncertain tax positions identified related to the current year and the Association has no unrecognized tax benefits at December 31, 2022 for which liabilities have been established. The Association recognizes interest and penalties, if any, related to unrecognized tax benefits as a component of income tax expense.

The tax years that remain open for federal and major state income tax jurisdictions are 2019 and forward.

**Note 13 — Additional Financial Information**

***Quarterly Financial Information (Unaudited)***

| | 2022 | | | | |
|---|---|---|---|---|---|
| | First | Second | Third | Fourth | Total |
| Net interest income | $ 16,635 | $ 17,410 | $ 18,567 | $ 18,319 | $ 70,931 |
| Provision for (reversal of) allowance for loan losses | 250 | 750 | – | – | 1,000 |
| Noninterest income (expense), net | (4,982) | (5,464) | (2,709) | 10,315 | (2,840) |
| Net income | $ 11,403 | $ 11,196 | $ 15,858 | $ 28,634 | $ 67,091 |

| | 2021 | | | | |
|---|---|---|---|---|---|
| | First | Second | Third | Fourth | Total |
| Net interest income | $ 15,302 | $ 16,147 | $ 17,200 | $ 16,768 | $ 65,417 |
| Provision for (reversal of) allowance for loan losses | – | 1,240 | 1,400 | – | 2,640 |
| Noninterest income (expense), net | (5,403) | (4,645) | (4,733) | 23,948 | 9,167 |
| Net income | $ 9,899 | $ 10,262 | $ 11,067 | $ 40,716 | $ 71,944 |

| | 2020 | | | | |
|---|---|---|---|---|---|
| | First | Second | Third | Fourth | Total |
| Net interest income | $ 14,410 | $ 15,216 | $ 15,869 | $ 15,562 | $ 61,057 |
| Provision for (reversal of) allowance for loan losses | – | 1,500 | 1,500 | – | 3,000 |
| Noninterest income (expense), net | (4,835) | (4,728) | (4,073) | 17,003 | 3,367 |
| Net income | $ 9,575 | $ 8,988 | $ 10,296 | $ 32,565 | $ 61,424 |

**Note 14 — Subsequent Events**

The Association evaluated subsequent events and determined that there were none requiring disclosure through March 9, 2023, which was the date the financial statements were issued.

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