

FIRST CAPITAL INC
Form 10-K
March 13, 2019

UNITED STATES SECURITIES AND EXCHANGE COMMISSION

Washington, D.C. 20549

FORM 10-K

☒ **ANNUAL REPORT PURSUANT TO SECTION 13 OR 15(d) OF THE SECURITIES EXCHANGE ACT
OF 1934**

For the Fiscal Year Ended December 31, 2018

OR

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

For the transition period from _____ to _____

Commission File Number: 0-25023

FIRST CAPITAL, INC.

(Exact name of registrant as specified in its charter)

Indiana

(State or other jurisdiction of
incorporation or organization)

35-2056949

(I.R.S. Employer Identification No.)

220 Federal Drive, N.W., Corydon, Indiana 47112

(Address of principal executive offices)

(Zip Code)

Registrant's telephone number, including area code: (812) 738-2198

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

Title of each class	Name of each exchange on which registered
Common Stock, par value \$0.01 per share	The NASDAQ Stock Market LLC

Securities registered pursuant to Section 12(g) of the Act: None

Indicate by check mark if the registrant is a well-known seasoned issuer, as defined in Rule 405 of the Securities Act.
Yes ☐ No ☒

Indicate by check mark if the registrant is not required to file reports pursuant to Section 13 or Section 15(d) of the Act. Yes ☐ No ☒

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

Indicate by check mark whether the registrant has submitted electronically every Interactive Data File required to be submitted pursuant to Rule 405 of Regulation S-T (§ 232.405 of this chapter) during the preceding 12 months (or for such shorter period that the registrant was required to submit and post such files). Yes ☒ No ☐

Indicate by check mark if disclosure of delinquent filers pursuant to Item 405 of Regulation S-K (§ 229.405 of this chapter) is not contained herein, and will not be contained, to the best of registrant's knowledge, in definitive proxy or information statements incorporated by reference in Part III of this Form 10-K or any amendment to this Form 10-K. [☐]

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

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Large accelerated filer ☐ Accelerated filer ☒
Non-accelerated filer ☐ Smaller reporting company ☒
Emerging growth company ☐

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

Indicate by check mark whether the registrant is a shell company (as defined in Rule 12b-2 of the Act). Yes ☐ No ☒

The aggregate market value of the voting and non-voting common equity held by non-affiliates was \$133.5 million, based upon the closing price of \$41.55 per share as quoted on The NASDAQ Capital Market as of the last business day of the registrant's most recently completed second fiscal quarter ended June 30, 2018.

The number of shares outstanding of the registrant's common stock as of March 1, 2019 was 3,364,494.

DOCUMENTS INCORPORATED BY REFERENCE

Portions of the Proxy Statement for the 2019 Annual Meeting of Stockholders

are incorporated by reference in Part III of this Form 10-K.

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SIGNATURES

This Annual Report on Form 10-K contains certain “forward-looking statements” within the meaning of the Private Securities Litigation Reform Act of 1995. First Capital, Inc. also may make forward-looking statements in its other documents filed or furnished with the SEC. In addition, First Capital, Inc.’s senior management may make forward-looking statements orally to investors and others. These statements are not historical facts, rather statements based on First Capital, Inc.’s current expectations regarding its business strategies, intended results and future performance. Forward-looking statements are preceded by terms such as “could,” “should,” “will” “expects,” “believes,” “anticipates,” “intends” and similar expressions.

Forward-looking statements are not guarantees of future performance. Management’s ability to predict results or the effect of future plans or strategies is inherently uncertain. Numerous risks and uncertainties could cause or contribute to First Capital, Inc.’s actual results, performance and achievements to materially differ from those expressed or implied by the forward-looking statements. Factors which could affect actual results include, but are not limited to, interest rate trends and changes in monetary and fiscal policies of the federal government; the general economic climate in the specific market area in which First Capital Inc. operates, as well as nationwide; the ability of First Capital, Inc. to execute its business plan; First Capital Inc.’s ability to control costs and expenses; competitive products and pricing; deposit flows; loan delinquency rates; changes in federal and state legislation and regulation; and other factors disclosed periodically in First Capital, Inc.’s filings with the Securities and Exchange Commission. Additional factors that may affect our results are discussed in Item 1A to this Annual Report on Form 10-K titled “Risk Factors” below. These factors should be considered in evaluating the forward-looking statements and undue reliance should not be placed on such statements, whether included in this report or made elsewhere from time to time by First Capital, Inc. or on its behalf. Any forward-looking statements made by or on behalf of First Capital, Inc. speak only as of the date they are made, and except to the extent required by applicable law First Capital, Inc. does not undertake to update forward-looking statements to reflect the impact of circumstances or events that arise after the date the forward-looking statements were made. The reader should, however, consult any further disclosures of a forward-looking nature First Capital, Inc. may make in any subsequent Annual Reports on Form 10-K, Quarterly Reports on Form 10-Q, or Current Reports on Form 8-K.

PART I

ITEM 1.

BUSINESS

General

First Capital, Inc. (the “Company” or “First Capital”) was incorporated under Indiana law on September 11, 1998. On December 31, 1998, the Company became the holding company for First Federal Bank, A Federal Savings Bank (the “Bank”) upon the Bank’s reorganization as a wholly owned subsidiary of the Company resulting from the conversion of First Capital, Inc., M.H.C. (the “MHC”), from a federal mutual holding company to a stock holding company. On January 12, 2000, the Company completed a merger of equals with HCB Bancorp, the former holding company for

Harrison County Bank, and the Bank changed its name to First Harrison Bank. On March 20, 2003, the Company acquired Hometown Bancshares, Inc. (“Hometown”), a bank holding company located in New Albany, Indiana. On December 4, 2015, the Company acquired Peoples Bancorp, Inc. of Bullitt County and its wholly-owned bank subsidiary, Peoples Bank of Bullitt County (“Peoples”), headquartered in Shepherdsville, Kentucky.

On September 20, 2017, the Bank filed applications with the Indiana Department of Financial Institutions (“IDFI”) and the Federal Deposit Insurance Corporation (“FDIC”) to convert from a federal savings association into an Indiana chartered commercial bank (the “Conversion”). The Conversion has been completed and, as of June 30, 2018, the IDFI is the Bank’s primary regulator and the FDIC is the Bank’s primary federal regulator. The Conversion did not affect the Bank’s clients in any way and did not affect FDIC deposit insurance on eligible accounts as the Bank’s deposits are federally insured by the FDIC under the Deposit Insurance Fund. The Bank is a member of the Federal Home Loan Bank (“FHLB”) System.

Additionally, in connection with the Conversion, the Company filed an application with the Federal Reserve Bank of St. Louis to change from a savings and loan holding company to a financial holding company. This change occurred simultaneously with the Conversion discussed above.

The Company's primary business activity is the ownership of the outstanding common stock of the Bank. Management of the Company and the Bank are substantially similar and the Company neither owns nor leases any property, but instead uses the premises, equipment and furniture of the Bank in accordance with applicable regulations.

Availability of Information

The Company's Annual Report on Form 10-K, Quarterly Reports on Form 10-Q, Current Reports on Form 8-K and any amendments to such reports filed or furnished pursuant to Section 13(a) or 15(d) of the Securities Exchange Act of 1934 are made available free of charge on the Company's Internet website, www.firstharrison.com, as soon as practicable after the Company electronically files such material with, or furnishes it to, the Securities and Exchange Commission. The contents of the Company's website shall not be incorporated by reference into this Form 10-K or into any reports the Company files with or furnishes to the Securities and Exchange Commission.

Market Area and Competition

The Bank considers Harrison, Floyd, Clark and Washington counties in Indiana and Bullitt County in Kentucky its primary market area. All of its offices are located in these five counties, which results in most of the Bank's loans being made in these five counties. The main office of the Bank is located in Corydon, Indiana, 35 miles west of Louisville, Kentucky. The Bank aggressively competes for business with local banks, as well as large regional banks. Its most direct competition for deposit and loan business comes from the commercial banks operating in these five counties. Based on data published by the FDIC, the Bank is among the leaders in FDIC-insured institutions in deposit market share in Harrison County, Indiana, which includes the Bank's main office, and in Bullitt County, Kentucky, where Peoples was headquartered.

Lending Activities

General. Over the last few years, the Bank has continued to transform the composition of its balance sheet from that of a traditional thrift institution to that of a commercial bank. On the asset side, this is being accomplished in part by selling in the secondary market the newly-originated qualified fixed-rate residential mortgage loans while retaining variable rate residential mortgage loans in the portfolio. This transformation is also enhanced by an expanded commercial lending staff dedicated to growing commercial real estate and commercial business loans. The Bank also continues to originate consumer loans and residential construction loans for the loan portfolio. The Bank does not offer, and has not offered, Alt-A, sub-prime or no-document mortgage loans.

Loan Portfolio Analysis. The following table presents the composition of the Bank's loan portfolio by type of loan at the dates indicated.

	2018		At December 31, 2017		2016		2015		2014	
	Amount	Percent of Total	Amount	Percent of Total	Amount	Percent of Total	Amount	Percent of Total	Amount	Percent Total
(Dollars in thousands)										
Mortgage Loans:										
Residential ⁽¹⁾	\$ 136,445	29.41 %	\$ 136,399	31.20 %	\$ 137,842	34.23 %	\$ 147,933	40.32 %	\$ 106,679	34.61 %
Land	22,607	4.88	18,198	4.16	13,895	3.45	12,962	3.53	11,028	3.58
Commercial real estate	107,445	23.16	100,133	22.90	96,462	23.95	84,493	23.03	78,314	25.40
Residential construction ⁽²⁾	31,459	6.78	28,854	6.60	29,561	7.34	16,391	4.47	10,347	3.36
Commercial real estate construction	20,591	4.44	17,161	3.92	8,921	2.22	1,090	0.30	1,422	0.46
Total mortgage loans	318,547	68.67	300,745	68.78	286,681	71.19	262,869	71.65	207,790	67.41
Consumer Loans:										
Home equity and second mortgage loans	51,731	11.15	49,802	11.39	42,908	10.65	38,476	10.49	37,513	12.17
Automobile loans	42,124	9.08	38,361	8.78	34,279	8.51	28,828	7.86	25,274	8.20
Loans secured by savings accounts	1,399	0.30	1,751	0.40	1,879	0.47	2,096	0.57	1,018	0.33
Unsecured loans	3,638	0.79	3,744	0.86	3,912	0.97	4,350	1.18	3,316	1.07
Other ⁽³⁾	10,169	2.19	8,714	1.99	9,025	2.24	7,210	1.96	5,075	1.65
Total consumer loans	109,061	23.51	102,372	23.42	92,003	22.84	80,960	22.06	72,196	23.42
Commercial business loans	36,297	7.82	34,114	7.80	24,056	5.97	23,095	6.29	28,282	9.17
Total gross loans	463,905	100.00 %	437,231	100.00 %	402,740	100.00 %	366,924	100.00 %	308,268	100.00 %
Less:										
	26,675		25,020		19,037		4,926		3,325	

Due to borrowers on loans in process					
Deferred loan fees net of	(1,095)	(1,041)	(837)	(583)	(506)
direct costs					
Allowance for	4,065	3,634	3,386	3,415	4,846
loan losses					
Total loans, net	\$434,260	\$409,618	\$381,154	\$359,166	\$300,603

-
- (1) Includes conventional one- to four-family and multi-family residential loans.
- (2) Includes construction loans for which the Bank has committed to provide permanent financing.
- (3) Includes loans secured by lawn and farm equipment, mobile homes and other personal property.

Residential Loans. The Bank's lending activities have concentrated on the origination of residential mortgages, both for sale in the secondary market and for retention in the Bank's loan portfolio. Residential mortgages secured by multi-family properties totaled \$29.5 million, or 21.6% of the residential loan portfolio at December 31, 2018. Substantially all residential mortgages are collateralized by properties within the Bank's market area.

The Bank offers both fixed-rate mortgage loans and adjustable rate mortgage ("ARM") loans typically with terms of 15 to 30 years. The Bank uses loan documents approved by the Federal National Mortgage Corporation ("Fannie Mae") and the Federal Home Loan Mortgage Corporation ("Freddie Mac") whether the loan is originated for investment or sale in the secondary market.

Retaining fixed-rate loans in its portfolio subjects the Bank to a higher degree of interest rate risk. See "*Item 1A. Risk Factors—Above Average Interest Rate Risk Associated with Fixed-Rate Loans*" for a further discussion of certain risks of rising interest rates. A strategic goal of the Bank is to expand its mortgage business by originating mortgage loans for sale, while offering a full line of mortgage products to current and prospective customers. This practice increases the Bank's lending capacity and allows the Bank to more effectively manage its profitability since it is not required to predict the prepayment, credit or interest rate risks associated with retaining either the loan or the servicing asset. For the year ended December 31, 2018, the Bank originated and funded \$54.3 million of residential mortgage loans for sale in the secondary market. For a further discussion of the Bank's mortgage banking operations, see "*Item 1. Business—Mortgage Banking Activities.*"

ARM loans originated generally have interest rates that adjust at regular intervals of one to five years based upon changes in the prevailing interest rates on United States Treasury Bills. The Bank also originates "hybrid" ARM loans, which are fixed for an initial period three or five years and adjust annually thereafter. The Bank may occasionally use below market interest rates and other marketing inducements to attract ARM loan borrowers. The majority of ARM loans provide that the amount of any increase or decrease in the interest rate is limited to 2.0% (upward or downward) per adjustment period and 6.0% over its lifetime and generally contains minimum and maximum interest rates. Borrower demand for ARM loans versus fixed-rate mortgage loans is largely a function of the level of interest rates, the expectations of changes in the level of interest rates and the difference between the interest rates and loan fees offered for fixed-rate mortgage loans and interest rates and loan fees for ARM loans. The relative amount of fixed-rate and ARM loans that can be originated at any time is largely determined by the demand for each in a competitive environment.

The Bank's lending policies generally limit the maximum loan-to-value ratio on fixed-rate and ARM loans to 80% of the lesser of the appraised value or purchase price of the underlying residential property unless private mortgage insurance to cover the excess over 80% is obtained, in which case the mortgage is limited to 95% (or 97% under a Freddie Mac program) of the lesser of appraised value or purchase price. The loan-to-value ratio, maturity and other provisions of the loans made by the Bank are generally reflected in the policy of making less than the maximum loan permissible under federal regulations, in accordance with established lending practices, market conditions and underwriting standards maintained by the Bank. The Bank requires title, fire and extended insurance coverage on all mortgage loans originated. All of the Bank's real estate loans contain due on sale clauses. The Bank generally obtains appraisals on all its real estate loans from outside appraisers.

Construction Loans. The Bank originates construction loans for residential properties and, to a lesser extent, commercial properties. Although the Bank originates construction loans that are repaid with the proceeds of a limited number of mortgage loans obtained by the borrower from another lender, the majority of the construction loans that the Bank originates are permanently financed in the secondary market by the Bank. Construction loans originated without a commitment by the Bank to provide permanent financing are generally originated for a term of six to 12 months and at a fixed interest rate based on the prime rate.

The Bank originates speculative construction loans to a limited number of builders operating and based in the Bank's primary market area and with whom the Bank has well-established business relationships. At December 31, 2018, the Bank had approved speculative construction loans, a construction loan for which there is not a commitment for permanent financing in place at the time the construction loan was originated, with total commitments of \$7.7 million and outstanding balances of \$5.2 million. The Bank limits the number of speculative construction loans outstanding to any one builder based on the Bank's assessment of the builder's capacity to service the debt.

Most construction loans are originated with a loan-to-value ratio not to exceed 80% of the appraised estimated value of the completed property. The construction loan documents require the disbursement of the loan proceeds in increments as construction progresses. Disbursements are based on periodic on-site inspections by an independent appraiser.

Construction lending is inherently riskier than residential mortgage lending. Construction loans, on average, generally have higher loan balances than residential mortgage loans. In addition, the potential for cost overruns because of the inherent difficulties in estimating construction costs and, therefore, collateral values and the difficulties and costs associated with monitoring construction progress, among other things, are major contributing factors to this greater credit risk. Speculative construction loans have the added risk that there is not an identified buyer for the completed home when the loan is originated, with the risk that the builder will have to service the construction loan debt and finance the other carrying costs of the completed home for an extended time period until a buyer is identified. Furthermore, the demand for construction loans and the ability of construction loan borrowers to service their debt depends highly on the state of the general economy, including market interest rate levels and the state of the economy of the Bank's primary market area. A material downturn in economic conditions would be expected to have a material adverse effect on the credit quality of the construction loan portfolio.

Commercial Real Estate Loans. Commercial real estate loans are generally secured by small retail stores, professional office space and, in certain instances, farm properties. Commercial real estate loans are generally originated with a loan-to-value ratio not to exceed 75% of the appraised value of the property. Property appraisals are performed by independent appraisers approved by the Bank's board of directors. The Bank seeks to originate commercial real estate loans at variable interest rates based on the prime lending rate or the United States Treasury Bill rate for terms ranging from ten to 20 years and with interest rate adjustment intervals of one to five years. The Bank also originates fixed-rate balloon loans with a short maturity, but a longer amortization schedule.

Commercial real estate lending affords the Bank an opportunity to receive interest at rates higher than those generally available from residential mortgage lending. However, loans secured by such properties usually are greater in amount, more difficult to evaluate and monitor and, therefore, involve a greater degree of risk than residential mortgage loans. Because payments on loans secured by multi-family and commercial properties are often dependent on the successful operation and management of the properties, repayment of such loans may be affected by adverse conditions in the real estate market or the economy. The Bank seeks to minimize these risks by limiting the maximum loan-to-value ratio to 75% and strictly scrutinizing the financial condition of the borrower, the quality of the collateral and the management of the property securing the loan. The Bank also obtains loan guarantees from financially capable parties based on a review of personal financial statements.

Commercial Business Loans. Commercial business loans are generally secured by inventory, accounts receivable, and business equipment such as trucks and tractors. Many commercial business loans also have real estate as collateral. The Bank generally requires a personal guaranty of payment by the principals of a corporate borrower, and reviews the personal financial statements and income tax returns of the guarantors. Commercial business loans are generally originated with loan-to-value ratios not exceeding 75%.

Aside from lines of credit, commercial business loans are generally originated for terms not to exceed seven years with variable interest rates based on the prime lending rate. Approved credit lines totaled \$48.1 million at December 31, 2018, of which \$25.3 million was outstanding. Lines of credit are originated at fixed and variable interest rates for one-year renewable terms.

Commercial business lending generally involves greater risk than residential mortgage lending and involves risks that are different from those associated with residential and commercial real estate lending. Real estate lending is generally considered to be collateral-based lending with loan amounts based on predetermined loan-to-collateral values and liquidation of the underlying real estate collateral is viewed as the primary source of repayment in the event of borrower default. Although commercial business loans are often collateralized by equipment, inventory, accounts receivable or other business assets, the liquidation of collateral in the event of a borrower default is often an insufficient source of repayment because accounts receivable may be uncollectible and inventories and equipment may be obsolete or of limited use, among other things. Accordingly, the repayment of a commercial business loan depends primarily on the creditworthiness of the borrower (and any guarantors); while liquidation of collateral is a secondary, and often insufficient, source of repayment. The Bank has seven commercial lenders and two commercial credit analysts committed to growing commercial business loans to facilitate the changes desired in the Bank's balance sheet. The Bank also uses an outside loan review company to review selected commercial credits on an annual basis.

Consumer Loans. The Bank offers a variety of secured or guaranteed consumer loans, including automobile and truck loans, home equity loans, home improvement loans, boat loans, mobile home loans and loans secured by savings deposits. In addition, the Bank offers unsecured consumer loans. Consumer loans are generally originated at fixed interest rates and for terms not to exceed seven years. The largest portion of the Bank's consumer loan portfolio consists of home equity and second mortgage loans followed by automobile and truck loans. Automobile and truck loans are originated on both new and used vehicles. Such loans are generally originated at fixed interest rates for terms up to five years and at loan-to-value ratios up to 90% of the blue book value in the case of used vehicles and 90% of the purchase price in the case of new vehicles.

The Bank originates variable-rate home equity and fixed-rate second mortgage loans generally for terms not to exceed ten years. The loan-to-value ratio on such loans is limited to 80%, taking into account the outstanding balance on the first mortgage loan.

The Bank's underwriting procedures for consumer loans includes an assessment of the applicant's payment history on other debts and ability to meet existing obligations and payments on the proposed loans. Although the applicant's creditworthiness is a primary consideration, the underwriting process also includes a comparison of the value of the security, if any, to the proposed loan amount. The Bank underwrites and originates the majority of its consumer loans internally, which management believes limits exposure to credit risks relating to loans underwritten or purchased from brokers or other outside sources.

Consumer loans generally entail greater risk than do residential mortgage loans, particularly in the case of consumer loans which are unsecured or secured by assets that depreciate rapidly, such as automobiles. In the latter case, repossessed collateral for a defaulted consumer loan may not provide an adequate source of repayment for the outstanding loan and the remaining deficiency often does not warrant further substantial collection efforts against the borrower. In addition, consumer loan collections depend on the borrower's continuing financial stability, and, therefore, are more likely to be adversely affected by job loss, divorce, illness or personal bankruptcy. Furthermore, the application of various federal and state laws, including federal and state bankruptcy and insolvency laws, may limit the amount which can be recovered on such loans. Such loans may also give rise to claims and defenses by the borrower against the Bank as the holder of the loan, and a borrower may be able to assert claims and defenses that it has against the seller of the underlying collateral.

Loan Maturity and Repricing

The following table sets forth certain information at December 31, 2018 regarding the dollar amount of loans maturing in the Bank's portfolio based on their contractual terms to maturity, but does not include potential prepayments. Demand loans, which are loans having neither a stated schedule of repayments nor a stated maturity, and overdrafts are reported as due in one year or less. Loan balances do not include undisbursed loan proceeds, unearned income and allowance for loan losses.

		After	After	After	After		
	Within	One	3 Years	5 Years	10 Years	After	Total
	One Year	Through	Through	Through	Through	15 Years	
		3 Years	5 Years	10 Years	15 Years		
	(Dollars in thousands)						
Mortgage loans:							
Residential	\$ 14,582	\$ 19,501	\$ 18,325	\$ 33,476	\$ 23,213	\$ 27,348	\$ 136,445
Commercial real estate and land loans ⁽¹⁾	35,027	24,097	16,721	40,477	21,312	13,009	150,643
Residential construction ⁽²⁾	31,459	0	0	0	0	0	31,459
Consumer loans	21,792	27,024	17,658	3,631	6,913	32,043	109,061
Commercial business	12,676	9,087	4,559	3,299	294	6,382	36,297
Total gross loans	\$ 115,536	\$ 79,709	\$ 57,263	\$ 80,883	\$ 51,732	\$ 78,782	\$ 463,905

(1) Includes commercial real estate construction loans.

(2) Includes construction loans for which the bank has committed to provide permanent financing.

The following table sets forth the dollar amount of all loans due after December 31, 2019, which have fixed interest rates and floating or adjustable interest rates.

	Fixed Rates	Floating or Adjustable Rates
(Dollars in thousands)		
Mortgage loans:		
Residential	\$ 55,375	\$ 66,488
Commercial real estate and land loans	20,793	94,823
Residential construction	0	0
Consumer loans	40,662	46,607

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Commercial business	12,664	10,957
Total gross loans	\$ 129,494	\$ 218,875

Loan Solicitation and Processing. A majority of the Bank's loan originations are made to existing customers. Walk-ins and customer referrals are also a source of loan originations. Upon receipt of a loan application, a credit report is ordered to verify specific information relating to the loan applicant's employment, income and credit standing. A loan applicant's income is verified through the applicant's employer or from the applicant's tax returns. In the case of a real estate loan, an appraisal of the real estate intended to secure the proposed loan is undertaken, generally by an independent appraiser approved by the Bank. The mortgage loan documents used by the Bank conform to secondary market standards.

The Bank requires that borrowers obtain certain types of insurance to protect its interest in the collateral securing the loan. The Bank requires either a title insurance policy insuring that the Bank has a valid first lien on the mortgaged real estate or an opinion by an attorney regarding the validity of title. Fire and casualty insurance is also required on collateral for loans.

Loan Commitments and Letters of Credit. The Bank issues commitments to originate fixed- and adjustable-rate single-family residential mortgage loans and commercial loans conditioned upon the occurrence of certain events. Such commitments are made in writing on specified terms and conditions and are honored for up to 60 days from the date of application, depending on the type of transaction. The Bank had outstanding loan commitments of approximately \$5.9 million at December 31, 2018.

As an accommodation to its commercial business loan borrowers, the Bank issues standby letters of credit or performance bonds usually in favor of municipalities for whom its borrowers are performing services. At December 31, 2018, the Bank had outstanding letters of credit of \$1.3 million.

Loan Origination and Other Fees. Loan fees and points are a percentage of the principal amount of the mortgage loan that is charged to the borrower for funding the loan. The Bank usually charges a fixed origination fee on residential real estate loans and long-term commercial real estate loans. Current accounting standards require loan origination fees and certain direct costs of underwriting and closing loans to be deferred and amortized into interest income over the contractual life of the loan. Deferred fees and costs associated with loans that are sold are recognized as income at the time of sale. The Bank had \$1.1 million of net deferred loan costs at December 31, 2018.

Mortgage Banking Activities. Mortgage loans originated and funded by the Bank and intended for sale in the secondary market are carried at the lower of aggregate cost or market value. Aggregate market value is determined based on the quoted prices under a “best efforts” sales agreement with a third party. Net unrealized losses are recognized through a valuation allowance by charges to income. Realized gains on sales of mortgage loans are included in noninterest income.

Commitments to originate and fund mortgage loans for sale in the secondary market are considered derivative financial instruments to be accounted for at fair value. The Bank’s mortgage loan commitments subject to derivative accounting are fixed rate mortgage commitments at market rates when initiated. At December 31, 2018, the Bank had commitments to originate \$571,000 in fixed-rate mortgage loans intended for sale in the secondary market after the loans are closed. However, at December 31, 2018, the Bank had no commitments required to be accounted for at fair value, as all mortgage loan commitments were best efforts commitments where specific loans were committed to be delivered if and when the loans were sold. Fair value is estimated based on fees that would be charged on commitments with similar terms.

Delinquencies. The Bank’s collection procedures provide for a series of contacts with delinquent borrowers. A late charge is assessed and a late charge notice is sent to the borrower after the 15th day of delinquency. After 20 days, the collector places a phone call to the borrower. When a payment becomes 60 days past due, the collector issues a default letter. If a loan continues in a delinquent status for 90 days or more, the Bank generally initiates foreclosure or other litigation proceedings.

Nonperforming Assets. Loans are reviewed regularly and when loans become 90 days delinquent, the loan is placed on nonaccrual status and the previously accrued interest income is reversed unless, in the opinion of management, the outstanding interest remains collectible. Typically, payments received on a nonaccrual loan are applied to the outstanding principal and interest as determined at the time of collection of the loan when the likelihood of further loss on the loan is remote. Otherwise, the Bank applies the cost recovery method and applies all payments as a reduction of the unpaid principal balance.

The following table sets forth information with respect to the Bank's nonperforming assets for the dates indicated. Nonperforming assets include nonaccrual loans, accruing loans that are 90 days or more past due, and foreclosed real estate.

	At December 31,				
	2018	2017	2016	2015	2014
	(Dollars in thousands)				
Loans accounted for on a nonaccrual basis:					
Residential real estate ⁽¹⁾	\$2,290	\$2,298	\$1,634	\$1,648	\$919
Commercial real estate ⁽²⁾	523	139	924	2,291	449
Commercial business	207	42	142	167	1,642
Consumer	35	57	246	116	129
Total	3,055	2,536	2,946	4,222	3,139
Accruing loans past due 90 days or more:					
Residential real estate ⁽¹⁾	0	109	55	271	68
Commercial real estate ⁽²⁾	0	95	0	75	0
Commercial business	0	59	0	0	0
Consumer	2	28	23	9	17
Total	2	291	78	355	85
Total nonperforming loans	3,057	2,827	3,024	4,577	3,224
Foreclosed real estate, net	3,142	3,971	4,674	4,890	78
Total nonperforming assets	\$6,199	\$6,798	\$7,698	\$9,467	\$3,302
Total nonperforming loans to net loans	0.70 %	0.69 %	0.79 %	1.27 %	1.07 %
Total nonperforming loans to total assets	0.38 %	0.37 %	0.41 %	0.64 %	0.68 %
Total nonperforming assets to total assets	0.78 %	0.90 %	1.04 %	1.32 %	0.70 %

(1) Includes residential construction loans.

(2) Includes commercial real estate construction and land loans.

The increase in nonperforming assets from December 31, 2014 to December 31, 2015 is primarily due to the acquisition of Peoples in December 2015. At December 31, 2015, nonperforming assets acquired from Peoples included nonaccrual loans of \$1.7 million, accruing loans past due 90 days or more of \$346,000 and foreclosed real estate of \$4.3 million. At December 31, 2016, nonperforming assets acquired from Peoples included nonaccrual loans

of \$1.4 million and foreclosed real estate of \$4.0 million while at December 31, 2017, those declined to \$1.1 million, \$65,000 and \$3.8 million, respectively. At December 31, 2018, nonperforming assets acquired from Peoples included nonaccrual loans of \$1.0 million and foreclosed real estate of \$3.1 million.

The Bank accrues interest on loans over 90 days past due when, in the opinion of management, the estimated value of collateral and collection efforts are deemed sufficient to ensure full recovery. The Bank did not recognize any interest income on nonaccrual loans for the fiscal year ended December 31, 2018. The Bank would have recorded interest income of \$168,000 for the year ended December 31, 2018 had nonaccrual loans been current in accordance with their original terms.

Restructured Loans. Periodically, the Bank modifies loans to extend the term or make other concessions to help borrowers stay current on their loans and avoid foreclosure. The Bank generally does not forgive principal or interest on restructured loans. These modified loans are also referred to as “troubled debt restructurings” or “TDRs”. Restructured loans can involve loans remaining on nonaccrual, moving to nonaccrual, or continuing on accrual status, depending on the individual facts and circumstances of the borrower. Generally, a nonaccrual loan that is restructured in a TDR remains on nonaccrual status for a period of at least six months following the restructuring to ensure that the borrower performs in accordance with the restructured terms including consistent and timely payments. At December 31, 2018, TDRs totaled \$1.4 million with \$44,000 in related allowance for loan losses on TDRs. TDRs on nonaccrual status totaling \$673,000 at December 31, 2018 are included in the nonperforming loans totals above. TDRs performing according to their restructured terms and on accrual status totaled \$703,000 at December 31, 2018. See Note 4 in the accompanying Notes to Consolidated Financial Statements for additional information regarding TDRs.

Classified Assets. The IDFI and FDIC have adopted various regulations regarding problem assets of financial institutions. The regulations require that each insured institution review and classify its assets on a regular basis. In addition, in connection with examinations of insured institutions, regulatory examiners have the authority to identify additional problem assets and, if appropriate, require them to be classified. There are three classifications for problem assets: substandard, doubtful and loss. “Substandard” assets have one or more defined weaknesses and are characterized by the distinct possibility that the insured institution will sustain some loss if the deficiencies are not corrected. “Doubtful” assets have the weaknesses of substandard assets with the additional characteristic that the weaknesses make collection or liquidation in full on the basis of currently existing facts, conditions and values questionable, and there is a high possibility of loss. An asset classified as “loss” is considered uncollectible and of such little value that continuance as an asset of the institution is not warranted. If an asset or portion thereof is classified as loss, the insured institution charges off an amount equal to 100% of the portion of the asset classified as loss. The regulations also provide for a “special mention” category, described as assets which do not currently expose the institution to sufficient risk to warrant adverse classification, but have potential weaknesses that deserve management’s close attention.

At December 31, 2018, the Bank had \$3.1 million in doubtful loans and \$2.6 million in substandard loans. In addition, the Bank identified \$2.5 million in loans as special mention loans at December 31, 2018.

Current accounting rules require that impaired loans be measured based on the present value of expected future cash flows discounted at the loan’s effective interest rate, the loan’s observable market price or the fair value of collateral if the loan is collateral dependent. A loan is classified as “impaired” by management when, based on current information and events, it is probable that the Bank will be unable to collect all amounts due in accordance with the terms of the loan agreement. If the fair value, as measured by one of these methods, is less than the recorded investment in the impaired loan, the Bank establishes a valuation allowance with a provision charged to expense. Management reviews the valuation of impaired loans on a quarterly basis to consider changes due to the passage of time or revised estimates. At December 31, 2018, all impaired loans were considered to be collateral dependent for the purposes of determining fair value.

Values for collateral dependent loans are generally based on appraisals obtained from independent licensed real estate appraisers, with adjustments applied for estimated costs to sell the property, costs to complete unfinished or repair damaged property and other factors. New appraisals are generally obtained for all significant properties when a loan is identified as impaired, and a property is considered significant if the value of the property is estimated to exceed \$200,000. Subsequent appraisals are obtained as needed or if management believes there has been a significant change in the market value of the property. In instances where it is not deemed necessary to obtain a new appraisal, management bases its impairment and allowance for loan loss analysis on the original appraisal with adjustments for current conditions based on management’s assessment of market factors and management’s inspection of the property. At December 31, 2018, discounts from appraised values used to value impaired loans for estimates of changes in market conditions, the condition of the collateral, and estimated costs to sell the property ranged from 20% to 62%, with a weighted average discount of 39%.

An insured institution is required to establish and maintain an allowance for loan losses at a level that is adequate to absorb estimated credit losses associated with the loan portfolio, including binding commitments to lend. General allowances represent loss allowances which have been established to recognize the inherent risk associated with lending activities. When an insured institution classifies problem assets as “loss,” it is required either to establish an allowance for losses equal to 100% of the amount of the assets, or charge off the classified asset. The amount of its valuation allowance is subject to review by the banking regulators, which can order the establishment of additional general loss allowances. The Bank regularly reviews the loan portfolio to determine whether any loans require classification in accordance with applicable regulations.

At December 31, 2018, 2017 and 2016, the aggregate amounts of the Bank's classified assets were as follows:

	At December 31,		
	2018	2017	2016
	(Dollars in thousands)		
Classified assets:			
Loss	\$—	\$—	\$—
Doubtful	3,126	2,548	3,317
Substandard	2,569	2,640	6,863
Special mention	2,510	3,623	3,087

At December 31, 2016, classified assets acquired from Peoples included loans classified as doubtful, substandard and special mention of \$2.0 million, \$236,000 and \$132,000, respectively. At December 31, 2017, those totals had decreased to \$1.2 million, \$156,000 and \$325,000, respectively, and at December 31, 2018, those totals were \$1.0 million, \$62,000 and \$963,000, respectively.

Loans classified as impaired in accordance with accounting standards included in the above regulatory classifications and the related allowance for loan losses are summarized below at the dates indicated:

	At December 31,		
	2018	2017	2016
	(Dollars in thousands)		
Impaired loans with related allowance	\$252	\$255	\$313
Impaired loans with no allowance	3,533	3,168	3,394
Total impaired loans	\$3,785	\$3,423	\$3,707
Allowance for loan losses:			
Related to impaired loans	\$48	\$52	\$85
Related to other loans	4,017	3,582	3,301

See Note 4 in the accompanying Notes to Consolidated Financial Statements for additional information regarding impaired loans and the related allowance for loan losses.

Foreclosed Real Estate. Foreclosed real estate held for sale is carried at fair value minus estimated costs to sell. Costs of holding foreclosed real estate are charged to expense in the current period, except for significant property improvements, which are capitalized. Valuations are periodically performed by management and an allowance is

established by a charge to non-interest expense if the carrying value exceeds the fair value minus estimated costs to sell. The net income or loss from operations of foreclosed real estate held for sale is reported in noninterest expense as a component of net loss on foreclosed real estate. At December 31, 2018, the Bank had foreclosed real estate totaling \$3.1 million. See Note 6 in the accompanying Notes to Consolidated Financial Statements for additional information regarding foreclosed real estate.

Allowance for Loan Losses. Loans are the Bank's largest concentration of assets and continue to represent the most significant potential risk. In originating loans, the Bank recognizes that losses will be experienced and that the risk of loss will vary with, among other things, the type of loan made, the creditworthiness of the borrower over the term of the loan, general economic conditions and, in the case of a secured loan, the quality of the collateral. The Bank maintains an allowance for loan losses to absorb losses inherent in the loan portfolio. The allowance for loan losses represents management's estimate of probable loan losses based on information available as of the date of the financial statements. The allowance for loan losses is based on management's evaluation of the loan portfolio, including historical loan loss experience, delinquencies, known and inherent risks in the nature and volume of the loan portfolio, information about specific borrower situations, estimated collateral values, and economic conditions.

The loan portfolio is reviewed quarterly by management to evaluate the adequacy of the allowance for loan losses to determine the amount of any adjustment required after considering the loan charge-offs and recoveries for the quarter. Management applies a systematic methodology that incorporates its current judgments about the credit quality of the loan portfolio. In addition, the IDFI and FDIC, as an integral part of the examination process, periodically reviews the Bank's allowance for loan losses and may require the Bank to make additional provisions for estimated losses based on its judgments about information available to it at the time of its examination.

The methodology used in determining the allowance for loan losses includes segmenting the loan portfolio by identifying risk characteristics common to pools of loans, determining and measuring impairment of individual loans based on the present value of expected future cash flows or the fair value of collateral, and determining and measuring impairment for pools of loans with similar characteristics by applying loss factors that consider the qualitative factors which may affect the loss rates.

Specific allowances related to impaired loans and other classified loans are established where the present value of the loan's discounted cash flows, observable market price or collateral value (for collateral dependent loans) is lower than the carrying value of the loan. The identification of these loans results from the loan review process that identifies and monitors credits with weaknesses or conditions which call into question the full collection of the contractual payments due under the terms of the loan agreement. Factors considered by management include, among others, payment status, collateral value, and the probability of collecting scheduled principal and interest payments when due. At December 31, 2018, the Company's specific allowances totaled \$48,000.

For loans evaluated on a pool basis, management applies loss factors to pools of loans with common risk characteristics (e.g., residential mortgage loans, home equity loans, commercial real estate loans). The loss factors are derived from the Bank's historical loss experience. Loss factors are adjusted for significant qualitative factors that, in management's judgment, affect the collectability of the loan portfolio segment. As part of their analysis of qualitative factors, management considers changes in underwriting standards, economic conditions, past due loan trends, collateral valuations, loan concentrations and other internal and external factors. Management evaluates these conditions on a quarterly basis and evaluates and modifies the assumptions used in establishing the loss factors.

At December 31, 2018, management applied qualitative factor adjustments to various portfolio segments which increased the estimated allowance for loan losses related to those portfolio segments by approximately \$3.1 million. These changes were made to reflect management's estimates of inherent losses in these portfolio segments at December 31, 2018.

Management also adjusts the historical loss factors for loans classified as watch, special mention and substandard that are not individually evaluated for impairment. The adjustments consider the increased likelihood of loss on classified loans based on the Company's separate historical loss experience for classified loans. The effect of these adjustments for classified loans was to increase the estimated allowance for loan losses by \$333,000 at December 31, 2018.

See Notes 1 and 4 in the accompanying Notes to Consolidated Financial Statements for additional information regarding management's methodology for estimating the allowance for loan losses.

The following table sets forth an analysis of the Bank's allowance for loan losses for the periods indicated.

	Year Ended December 31,				
	2018	2017	2016	2015	2014
	(Dollars in thousands)				
Allowance at beginning of period	\$3,634	\$3,386	\$3,415	\$4,846	\$4,922
Provision for loan losses	1,168	915	645	50	190
	4,802	4,301	4,060	4,896	5,112
Recoveries:					
Residential real estate	9	33	58	11	7
Commercial real estate and land	75	79	54	34	6
Commercial business	1	7	14	9	17
Consumer	205	150	118	144	324
Total recoveries	290	269	244	198	354
Charge-offs:					
Residential real estate	258	74	118	128	140
Commercial real estate and land	0	3	91	0	0
Commercial business	51	140	264	1,205	6
Consumer	718	719	445	346	474
Total charge-offs	1,027	936	918	1,679	620
Net (charge-offs) recoveries	(737)	(667)	(674)	(1,481)	(266)
Balance at end of period	\$4,065	\$3,634	\$3,386	\$3,415	\$4,846
Ratio of allowance to total loans outstanding at the end of the period	0.93 %	0.88 %	0.88 %	0.94 %	1.59 %
Ratio of net charge-offs to average loans outstanding during the period	0.17 %	0.17 %	0.18 %	0.48 %	0.09 %

The decrease in the ratio of the allowance for loan losses to total loans outstanding from 2014 to 2015 is primarily due to a \$1.2 million charge-off on a commercial loan that had been fully reserved for in prior periods and the Peoples acquisition. Under accounting principles generally accepted in the United States of America ("U.S. GAAP"), acquired loans are recorded at their fair value at the date of acquisition including any discount related to credit risk. As such, loans acquired from Peoples in December 2015 with a fair value of \$55.7 million were initially acquired with no allowance for loan losses.

Allowance for Loan Losses Analysis

The following table sets forth the breakdown of the allowance for loan losses by loan category at the dates indicated.

	At December 31, 2018			2017			2016			2015			2014		
	Percent of			Percent of			Percent of			Percent of			Percent of		
	Outstanding			Outstanding			Outstanding			Outstanding			Outstanding		
	Amount	Loans		Amount	Loans		Amount	Loans		Amount	Loans		Amount	Loans	
	in			in			in			in			in		
	Category			Category			Category			Category			Category		
	(Dollars in thousands)														
Residential real estate ⁽¹⁾	\$917	36.19	%	\$464	37.80	%	\$460	41.57	%	\$574	44.79	%	\$669	37.97	%
Commercial real estate and land loans ⁽²⁾	1,563	32.48		1,755	30.98		1,726	29.62		1,698	26.86		1,702	29.44	
Commercial business	459	7.82		291	7.80		198	5.97		261	6.29		1,480	9.17	
Consumer	1,126	23.51		1,124	23.42		1,002	22.84		882	22.06		995	23.42	
Total allowance for loan losses	\$4,065	100.00	%	\$3,634	100.00	%	\$3,386	100.00	%	\$3,415	100.00	%	\$4,846	100.00	%

(1) Includes residential construction loans.

(2) Includes commercial real estate construction loans.

Investment Activities

As an Indiana chartered commercial bank, the Bank has the authority to invest in various types of liquid assets, including United States Treasury obligations, securities of various federal agencies and of state and municipal

governments, deposits at the applicable FHLB, certificates of deposit of federally insured institutions, certain bankers' acceptances and federal funds. Subject to various restrictions, the Bank may also invest a portion of its assets in commercial paper, corporate debt securities and mutual funds, the assets of which conform to the investments that federally chartered savings institutions are otherwise authorized to make directly. The Bank is also required to maintain minimum levels of liquid assets that vary from time to time. The Bank may decide to increase its liquidity above the required levels depending upon the availability of funds and comparative yields on investments in relation to return on loans.

The Bank is required under federal regulations to maintain a minimum amount of liquid assets and is also permitted to make certain other securities investments. The balance of the Bank's investments in short-term securities in excess of regulatory requirements reflects management's response to the significantly increasing percentage of deposits with short maturities. Management intends to hold securities with short maturities in the Bank's investment portfolio in order to enable the Bank to match more closely the interest-rate sensitivities of its assets and liabilities.

The Bank periodically invests in mortgage-backed securities, including mortgage-backed securities guaranteed or insured by Ginnie Mae, Fannie Mae or Freddie Mac. Mortgage-backed securities generally increase the quality of the Bank's assets by virtue of the guarantees that back them, are more liquid than individual mortgage loans and may be used to collateralize borrowings or other obligations of the Bank. Of the Bank's total mortgage-backed securities portfolio at December 31, 2018, securities with a market value of \$14,000 have adjustable rates as of that date.

The Bank also invests in collateralized mortgage obligations ("CMOs") issued by Ginnie Mae, Fannie Mae and Freddie Mac, as well as private issuers. CMOs are complex mortgage-backed securities that restructure the cash flows and risks of the underlying mortgage collateral.

At December 31, 2018, neither the Company nor the Bank had an investment in securities (other than United States Government and agency securities), which exceeded 10% of the Company's consolidated stockholders' equity at that date.

The following table sets forth the securities portfolio at the dates indicated.

	At December 31, 2018				2017				2016			
	Fair	Amortized	Percent	Weighted	Fair	Amortized	Percent	Weighted	Fair	Amortized	Percent	Weighted
	Value	Cost	of	Average	Value	Cost	of	Average	Value	Cost	of	Average
			Portfolio	Yield ⁽¹⁾			Portfolio	Yield ⁽¹⁾			Portfolio	Yield ⁽¹⁾
(Dollars in thousands)												
Securities Held to Maturity⁽²⁾												
Mortgage-backed securities ⁽³⁾	\$0	\$0	0.00	0.00 %	\$1	\$1	0.01	2.07 %	\$2	\$2	0.01	2.07 %
	\$0	\$0	0.00	%	\$1	\$1	0.01	%	\$2	\$2	0.01	%
Securities Available for Sale												
Debt securities:												
U.S. agency:												
Due in one year or less	\$25,628	\$25,755	9.67	%	1.25 %	\$996	\$1,000	0.35	%	1.22 %	\$2,498	\$2,497
Due after one year through five years	48,876	49,706	18.66		1.63 %	68,032	69,013	25.20		1.36 %	65,935	66,677
Due after five years through ten years	0	0	0.00		0.00 %	0	0	0.00		0.00 %	229	233
Due after ten years through fifteen years	0	0	0.00		0.00 %	0	0	0.00		0.00 %	0	0
Mortgage-backed securities and CMOs ⁽³⁾	124,249	127,968	48.03		2.11 %	127,972	130,562	47.67		1.84 %	124,265	126,786
Municipal:												
Due in one year or less	2,450	2,449	0.92		3.09 %	1,640	1,642	0.60		1.82 %	551	550
Due after one year through five years	8,609	8,613	3.23		3.00 %	8,311	8,296	3.03		2.81 %	9,832	9,804
Due after five years through ten years	33,890	34,062	12.78		2.98 %	29,611	29,553	10.79		2.86 %	18,250	18,459

years

Due after ten
years

18,139	17,884	6.71	3.82%	34,610	33,812	12.35	3.97%	34,210	34,376
\$261,841	\$266,437	100.00%		\$271,172	\$273,878	99.99%		\$255,770	\$259,382

Weighted average yields are calculated on a fully taxable equivalent basis using a marginal federal income tax rate (1) of 21% as of December 31, 2018 and 2017 and 34% as of December 31, 2016. Weighted average yields are calculated using average prepayment rates for the most recent three-month period.

(2) Securities held to maturity are carried at amortized cost.

(3) The expected maturities of mortgage-backed securities and CMOs may differ from contractual maturities because the mortgages underlying the obligations may be prepaid without penalty.

Deposit Activities and Other Sources of Funds

General. Deposits and loan repayments are the major source of the Bank's funds for lending and investment activities and for its general business purposes. Loan repayments are a relatively stable source of funds, while deposit inflows and outflows and loan prepayments are significantly influenced by general interest rates and money market conditions. Borrowing may be used on a short-term basis to compensate for reductions in the availability of funds from other sources or may also be used on a longer-term basis for interest rate risk management.

Deposit Accounts. Deposits are attracted from within the Bank's primary market area through the offering of a broad selection of deposit instruments, including non-interest bearing checking accounts, negotiable order of withdrawal ("NOW") accounts, money market accounts, regular savings accounts, certificates of deposit and retirement savings plans. Deposit account terms vary, according to the minimum balance required, the time periods the funds must remain on deposit and the interest rate, among other factors. In determining the terms of its deposit accounts, the Bank considers the rates offered by its competition, profitability to the Bank, matching deposit and loan products and its customer preferences and concerns. The Bank generally reviews its deposit mix and pricing weekly.

The following table presents the maturity distribution of time deposits of \$100,000 or more as of December 31, 2018.

<u>Maturity Period</u>	Amount at December 31, 2018 (Dollars in thousands)
Three months or less	\$ 2,175
Over three through six months	1,324
Over six through 12 months	3,116
Over 12 months	14,873
Total	\$ 21,488

The following table sets forth the balances of deposits in the various types of accounts offered by the Bank at the dates indicated.

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	At December 31, 2018			2017			2016		
	Amount	Percent of Total	Increase/ (Decrease)	Amount	Percent of Total	Increase/ (Decrease)	Amount	Percent of Total	Increase/ (Decrease)
(Dollars in thousands)									
Non-interest bearing demand	\$143,249	20.42 %	\$13,421	\$129,828	19.54 %	\$8,524	\$121,304	18.25 %	\$(3,755)
NOW accounts	253,509	36.13	20,384	233,125	35.08	(3,548)	236,673	35.61	27,996
Savings accounts	175,226	24.97	6,838	168,388	25.34	9,733	158,655	23.87	14,423
Money market accounts	60,691	8.65	1,116	59,575	8.96	(3,283)	62,858	9.46	445
Fixed rate time deposits which mature:									
Within one year	28,321	4.04	(12,300)	40,621	6.11	(8,593)	49,214	7.41	388
After one year, but within three years	29,034	4.14	9,791	19,243	2.90	(5,843)	25,086	3.77	(12,506)
After three years, but within five years	11,469	1.63	(2,186)	13,655	2.05	2,925	10,730	1.61	460
After five years	0	0.00	0	0	0.00	0	0	0.00	0
Club accounts	147	0.02	20	127	0.02	(3)	130	0.02	22
Total	\$701,646	100.00%	\$37,084	\$664,562	100.00%	\$(88)	\$664,650	100.00%	\$27,473

The following table sets forth the amount and maturities of time deposits by rates at December 31, 2018.

	Amount Due Less Than One Year (Dollars in thousands)	1 - 3 Years	3 - 5 Years	After 5 Years	Total	Percent of Total
0.00% — 0.99%	\$26,253	\$11,818	\$5,654	\$ 0	\$43,725	63.53 %
1.00% — 1.99%	1,914	14,636	2,709	0	19,259	27.98
2.00% — 2.99%	154	2,580	3,106	0	5,840	8.49
3.00% — 3.99%	0	0	0	0	0	0.00
4.00% — 4.99%	0	0	0	0	0	0.00
5.00% — 5.99%	0	0	0	0	0	0.00
6.00% — 6.99%	0	0	0	0	0	0.00
Total	\$28,321	\$29,034	\$11,469	\$ 0	\$68,824	100.00 %

Borrowings. The Bank relies upon advances from the FHLB to supplement its supply of lendable funds and to meet deposit withdrawal requirements. Advances from the FHLB are secured by certain first mortgage loans. The Bank also uses retail repurchase agreements as a source of borrowings.

The FHLB functions as a central reserve bank providing credit for member financial institutions. As a member, the Bank is required to own capital stock in the FHLB and is authorized to apply for advances on the security of such stock and certain of its mortgage loans provided certain standards related to creditworthiness have been met. Advances are made pursuant to several different programs. Each credit program has its own interest rate and range of maturities. Depending on the program, limitations on the amount of advances are based either on a fixed percentage of an institution's net worth or on the FHLB's assessment of the institution's creditworthiness. Under its current credit policies, the FHLB generally limits advances to 20% of a member's assets, and short-term borrowing of less than one year may not exceed 10% of the institution's assets. The FHLB determines specific lines of credit for each member institution.

The following table sets forth certain information regarding the Bank's use of FHLB advances.

At or For the Years Ended December 31,		
2018	2017	2016

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	(Dollars in thousands)		
Maximum balance at any month end	\$7,000	\$10,000	\$0
Average balance	1,178	1,185	0
Period end balance	0	10,000	0
Weighted average interest rate:			
At end of period	0.00 %	1.67 %	0.00%
During the period	1.78 %	1.52 %	0.00%

The Bank also has an unsecured federal funds purchased line of credit through The Bankers Bank of Kentucky with a maximum borrowing amount of \$5.0 million and a \$2.0 million revolving line of credit with Stock Yards Bank & Trust Company. At December 31, 2018, the Bank had no outstanding federal funds purchased under the lines of credit and the Bank had no borrowings under the lines of credit during 2018.

Subsidiary Activities

The Bank is a subsidiary and is wholly-owned by the Company. First Harrison Investments, Inc. and First Harrison Holdings, Inc. are wholly-owned Nevada corporate subsidiaries of the Bank that jointly own First Harrison, LLC, a Nevada limited liability corporation that holds and manages an investment securities portfolio. First Harrison REIT, Inc. is a wholly-owned subsidiary of First Harrison Holdings, Inc., incorporated to hold a portion of the Bank's real estate mortgage loan portfolio. Heritage Hill, LLC is a wholly-owned subsidiary of the Bank acquired in connection with the acquisition of Peoples that holds and operates certain foreclosed real estate properties. FHB Risk Mitigation Services, Inc. ("Captive") is a wholly-owned insurance subsidiary of the Company that provides property and casualty insurance coverage to the Company, the Bank and the Bank's subsidiaries, and reinsurance to eight other third party insurance captives, for which insurance may not be currently available or economically feasible in the insurance marketplace.

Personnel

As of December 31, 2018, the Bank had 171 full-time employees and 39 part-time employees. A collective bargaining unit does not represent the employees and the Bank considers its relationship with its employees to be good.

REGULATION AND SUPERVISION

General

As a financial holding company, the Company is required by federal law to report to, and otherwise comply with the rules and regulations of, the Board of Governors of the Federal Reserve Board (the “Federal Reserve Board” or “FRB”). The Bank, an insured Indiana chartered commercial bank, is subject to extensive regulation, examination and supervision by the IDFI as its primary regulator and the FDIC, as its primary federal regulator and as the deposit insurer.

The Bank is a member of the FHLB System and, with respect to deposit insurance, of the Deposit Insurance Fund managed by the FDIC. The Bank must file reports with its regulatory agencies concerning its activities and financial condition and obtain regulatory approvals before entering into certain transactions such as mergers with, or acquisitions of, other financial institutions. The IDFI and FDIC conduct periodic examinations to test the Bank’s safety and soundness and compliance with various regulatory requirements. This regulation and supervision establishes a comprehensive framework of activities in which an institution can engage and is intended primarily for the protection of the insurance fund and depositors. The regulatory structure also gives the regulatory authorities extensive discretion in connection with their supervisory and enforcement activities and examination policies, including policies with respect to the classification of assets and the establishment of adequate loan loss reserves for regulatory purposes. Any change in such regulatory requirements and policies, whether by the IDFI, FDIC, FRB or Congress, could have a material adverse impact on the Company, the Bank and their operations.

The Dodd-Frank Wall Street Reform and Consumer Protection Act of 2010 (the “Dodd-Frank Act”) made extensive changes to the regulation of the Bank. The IDFI and FDIC are the agencies that are primarily responsible for the regulation and supervision of Indiana chartered commercial banks, such as the Bank however, the Dodd-Frank Act created a new Consumer Financial Protection Bureau as an independent bureau of the FRB. The Consumer Financial Protection Bureau assumed responsibility for the implementation of the federal financial consumer protection and fair lending laws and regulations and has authority to impose new requirements. However, institutions of less than \$10 billion in assets, such as the Bank, will continue to be examined for compliance with consumer protection and fair lending laws and regulations by, and be subject to the enforcement authority of, their prudential regulators.

Certain regulatory requirements applicable to the Bank and to the Company are referred to below or elsewhere herein. The summary of statutory provisions and regulations applicable to banks and their holding companies set forth below and elsewhere in this document does not purport to be a complete description of such statutes and regulations and their effects on the Bank and the Company and is qualified in its entirety by reference to the actual laws and regulations.

Basel III Capital Rules

In July 2013, the federal banking agencies published the Basel III Capital Rules establishing a new comprehensive capital framework for U.S. banking organizations. The rules implement the Basel Committee's December 2010 framework known as "Basel III" for strengthening international capital standards as well as certain provisions of the Dodd-Frank Act. The Basel III Capital Rules substantially revise the risk-based capital requirements applicable to financial holding companies and depository institutions, including the Company and the Bank, compared to the former U.S. risk-based capital rules. The Basel III Capital Rules define the components of capital and address other issues affecting the numerator in banking institutions' regulatory capital ratios. The Basel III Capital Rules also address risk weights and other issues affecting the denominator in banking institutions' regulatory capital ratios. The Basel III Capital Rules also implement the requirements of Section 939A of the Dodd-Frank Act to remove references to credit ratings from the federal banking agencies' rules. The Basel III Capital Rules became effective on January 1, 2015 (subject to a phase-in period).

The Basel III Capital Rules, among other things:

- introduce a new capital measure called “Common Equity Tier 1” (“CET1”);
- specify that Tier 1 capital consists of CET1 and “Additional Tier 1 capital” instruments meeting specified requirements;
- define CET1 narrowly by requiring that most deductions/adjustments to regulatory capital measures be made to CET1 and not to the other components of capital; and
- expand the scope of the deductions/adjustments as compared to existing regulations.

When fully phased in on January 1, 2019, the Basel III Capital Rules will require the Company and the Bank to maintain:

a minimum ratio of CET1 to risk-weighted assets of at least 4.5%, plus a 2.5% “capital conservation buffer” (which is added to the 4.5% CET1 ratio as that buffer is phased in, effectively resulting in a minimum ratio of CET1 to risk-weighted assets of at least 7% upon full implementation);

a minimum ratio of Tier 1 capital to risk-weighted assets of at least 6.0%, plus the capital conservation buffer (which is added to the 6.0% Tier 1 capital ratio as that buffer is phased in, effectively resulting in a minimum Tier 1 capital ratio of 8.5% upon full implementation);

a minimum ratio of Total capital (that is, Tier 1 plus Tier 2) to risk-weighted assets of at least 8.0%, plus the capital conservation buffer (which is added to the 8.0% total capital ratio as that buffer is phased in, effectively resulting in a minimum total capital ratio of 10.5% upon full implementation), and

a minimum leverage ratio of 4%, calculated as the ratio of Tier 1 capital to average assets (as compared to a current minimum leverage ratio of 3% for banking organizations that either have the highest supervisory rating or have implemented the appropriate federal regulatory authority’s risk-adjusted measure for market risk).

The aforementioned capital conservation buffer is designed to absorb losses during periods of economic stress. Banking institutions with a ratio of CET1 to risk-weighted assets above the minimum but below the conservation buffer (or below the combined capital conservation buffer and countercyclical capital buffer, when the latter is applied) will face constraints on dividends, equity repurchases and compensation based on the amount of the shortfall.

Under the Basel III Capital Rules, the initial minimum capital ratios as of January 1, 2015 are as follows:

- 4.5% CET1 to risk-weighted assets;
- 6.0% Tier 1 capital to risk-weighted assets;
- 8.0% Total capital to risk-weighted assets.

The Basel III Capital Rules provide for a number of deductions from and adjustments to CET1. These include, for example, the requirement that mortgage servicing rights, deferred tax assets arising from temporary differences that could not be realized through net operating loss carrybacks and significant investments in non-consolidated financial

entities be deducted from CET1 to the extent that any one such category exceeds 10% of CET1 or all such categories in the aggregate exceed 15% of CET1. Under the former capital standards, the effects of accumulated other comprehensive income items included in capital were excluded for the purposes of determining regulatory capital ratios. Under the Basel III Capital Rules, the effects of certain accumulated other comprehensive items are not excluded; however, non-advanced approaches banking organizations, including the Company, may make a one-time permanent election to continue to exclude these items. The Company and the Bank made this election in order to avoid significant variations in the level of capital depending upon the impact of interest rate fluctuations on the fair value of the Company's available-for-sale securities portfolio. The Basel III Capital Rules also preclude certain hybrid securities, such as trust preferred securities, as Tier 1 capital of bank holding companies, subject to phase-out. The Company has no trust preferred securities.

Implementation of the deductions and other adjustments to CET1 began on January 1, 2015 and will be phased-in over a four-year period (beginning at 40% on January 1, 2015 and an additional 20% per year thereafter). The implementation of the capital conservation buffer began on January 1, 2016 at the 0.625% level and will be phased in over a four-year period (increasing by that amount on each subsequent January 1, until it reaches 2.5% on January 1, 2019).

The Basel III Capital Rules prescribe a standardized approach for risk weightings that expand the risk-weighting categories from the current four Basel I-derived categories (0%, 20%, 50% and 100%) to a much larger and more risk-sensitive number of categories, depending on the nature of the assets, generally ranging from 0% for U.S. government and agency securities, to 600% for certain equity exposures, and resulting in higher risk weights for a variety of asset categories. Specific changes from the former capital rules impacting the Company's determination of risk-weighted assets include, among other things:

- Applying a 150% risk weight instead of a 100% risk weight for certain high volatility commercial real estate acquisition, development and construction loans;
- Assigning a 150% risk weight to exposures (other than residential mortgage exposures) that are 90 days past due;
- Providing for a 20% credit conversion factor for the unused portion of a commitment with an original maturity of one year or less that is not unconditionally cancellable (currently set at 0%); and
- Providing for a risk weight, generally not less than 20% with certain exceptions, for securities lending transactions based on the risk weight category of the underlying collateral securing the transaction.

Management believes that, as of December 31, 2018, the Company and the Bank would meet all capital adequacy requirements under the Basel III Capital Rules on a fully phased-in basis as if such requirements were currently in effect.

Holding Company Regulation

General. The Company is a financial holding company within the meaning of federal law. As such, the Company is registered with the FRB and subject to FRB regulations, examination, supervision and reporting requirements. The supervision, regulation and examination of the Company and the Bank by the bank regulatory agencies are intended primarily for the protection of depositors rather than for the benefit of the Company's shareholders. Significant elements of the laws and regulations applicable to the Company and its subsidiaries are described below. The descriptions are not intended to be complete and are qualified in its entirety by reference to the full text of the statutes, regulations and policies that are described.

The Dodd-Frank Act. On July 21, 2010, financial regulatory reform legislation entitled the “Dodd-Frank Wall Street Reform and Consumer Protection Act” (the “Dodd-Frank Act”) was signed into law. The Dodd-Frank Act significantly restructured the financial regulatory environment in the United States. The Dodd-Frank Act contains numerous provisions that affect all bank holding companies and banks, some of which are described in more detail below. The scope and impact of many of the Dodd-Frank Act provisions were determined and issued over time. Because full implementation of the Dodd-Frank Act will occur over several years and there have been related acts that have lessened its impact, as explained below, it is difficult to anticipate the overall financial impact on the Company, its customers or the financial industry generally

The Volcker Rule. The Dodd-Frank Act requires the federal financial regulatory agencies to adopt rules that prohibit banks and their affiliates from engaging in proprietary trading and investing in and sponsoring certain unregistered investment companies (defined as hedge funds and private equity funds). The statutory provision is commonly called the “Volcker Rule”. Although the Company is continuing to evaluate the impact of the Volcker Rule and the final rules adopted thereunder, the Company does not currently anticipate that the Volcker Rule will have a material effect on the operations of the Bank, as the Company does not engage in the businesses prohibited by the Volcker Rule. The Company may incur costs to adopt additional policies and systems to ensure compliance with the Volcker Rule, but any such costs are not expected to be material.

Regulatory Relief Act. In May 2018, the Economic Growth, Regulatory Relief, and Consumer Protection Act (the “Regulatory Relief Act”) was enacted, which modified and removed certain financial reform rules and regulations, including some implemented under the Dodd-Frank Act. Of particular significance for financial institutions and their holding companies with total consolidated assets of less than \$10 billion, the Regulatory Relief Act directs the federal banking regulators to establish a single “Community Bank Leverage Ratio” of between 8% to 10% to replace the leverage and risk-based regulatory capital ratios. The Dodd-Frank Act originally mandated certain enhanced prudential standards for bank holding companies with greater than \$50 billion in total consolidated assets as well as company-run stress tests for firms with greater than \$10 billion in assets. The Regulatory Relief Act exempted bank holding companies under \$100 billion in assets from these requirements immediately upon enactment. The Regulatory Relief Act also exempted bank holding companies under \$100 billion in total assets from the Dodd-Frank Act requirements for supervisory stress tests and company-run stress-tests. The Company will continue to evaluate the potential impacts of the Dodd-Frank Act and the Regulatory Relief Act.

Activities Restrictions. The Company is registered as a bank holding company and has elected to be a financial holding company. It is subject to the supervision and regulation of the FRB under the Bank Holding Company Act of 1956, as amended (the “BHC Act”). The BHC Act generally limits the business in which a bank holding company and its subsidiaries may engage to banking or managing or controlling banks and those activities that the FRB has determined to be so closely related to banking as to be a proper incident thereto. In addition, bank holding companies that qualify and elect to be financial holding companies may engage in any activity, or acquire and retain the shares of a company engaged in any activity, that is either (i) financial in nature or incidental to such financial activity (as determined by the FRB) or (ii) complementary to a financial activity and does not pose a substantial risk to the safety and soundness of depository institutions or the financial system generally (as determined by the FRB), without prior approval of the FRB. The Company is a financial holding company within the meaning of the Gramm-Leach-Bliley Financial Modernization Act of 1999 (“GLB Act”). As a qualified financial holding company, the Company is eligible to engage in, or acquire companies engaged in, the broader range of activities that are permitted by the GLB Act.

To commence any new activity permitted by the BHC Act or to acquire a company engaged in any new activity permitted by the BHC Act, each insured depository institution subsidiary of the financial holding company must have received a rating of at least “satisfactory” in its most recent examination under the Community Reinvestment Act. The FRB has the power to order any bank holding company or its subsidiaries to terminate any activity or to terminate its ownership or control of any subsidiary when the FRB has reasonable grounds to believe that continuation of such activity or such ownership or control constitutes a serious risk to the financial soundness, safety or stability of any bank subsidiary of the bank holding company.

With some limited exceptions, the BHC Act requires the prior approval of the FRB to acquire more than a 5% voting interest of any bank or bank holding company.

Source of Strength. The FRB has issued regulations requiring a bank holding company to serve as a source of strength to their subsidiary depository institutions by providing capital, liquidity and other support to their subsidiary

depository institutions in times of financial stress.

Dividends. The FRB's policy is that a bank holding company experiencing earnings weakness should not pay cash dividends exceeding its net income or which could only be funded in ways that weaken the bank holding company's financial health, such as by borrowing. Additionally, the FRB possesses enforcement powers over bank holding companies and their non-bank subsidiaries to prevent or remedy actions that represent unsafe or unsound practices or violations of applicable statutes and regulations. Among these powers is the ability to proscribe the payment of dividends by banks and their holding companies. Depository institutions that seek the freedom to pay dividends will have to maintain 2.5% in Common Equity Tier 1 Capital attributable to the capital conservation buffer. As a general matter, the FRB has indicated that the board of directors of a bank holding company should eliminate, defer or significantly reduce dividends to shareholders if: (i) the company's net income available to shareholders for the past four quarters, net of dividends previously paid during that period, is not sufficient to fully fund the dividends; (ii) the prospective rate of earnings retention is inconsistent with the company's capital needs and overall current and prospective financial condition; or (iii) the company will not meet, or is in danger of not meeting, its minimum regulatory capital adequacy ratios. Indiana law prohibits the Bank from paying dividends in an amount greater than its undivided profits. The Bank is required to obtain the approval of the DFI for the payment of any dividend if the total of all dividends declared by the Bank during the calendar year, including the proposed dividend, would exceed the sum of the Bank's net income for the year-to-date combined with its retained net income for the previous two years. Indiana law defines "retained net income" to mean the net income of a specified period, calculated under the consolidated report of income instructions, less the total amount of all dividends declared for the specified period. Notwithstanding the availability of funds for dividends, however, a banking regulator may prohibit the payment of dividends by the Bank if it determines such payment would constitute an unsafe or unsound practice.

Repurchase or Redemption of Shares. A bank holding company is generally required to give the FRB prior written notice of any purchase or redemption of its own then outstanding equity securities if the gross consideration for the purchase or redemption, when combined with the net consideration paid for all such purchases or redemptions during the preceding 12 months, is equal to 10% or more of the company's consolidated net worth. The FRB may disapprove such a purchase or redemption if it determines that the proposal would constitute an unsafe and unsound practice, or would violate any law, regulation, FRB order or directive, or any condition imposed by, or written agreement with, the FRB. The FRB has adopted an exception to this approval requirement for well-capitalized bank holding companies that meet certain conditions.

Acquisition of the Company. The BHC Act, the Bank Merger Act (which is the popular name for Section 18(c) of the Federal Deposit Insurance Act) and other federal and state statutes regulate acquisitions of banks and bank holding companies. The BHC Act requires the prior approval of the FRB before a bank holding company may acquire more than a 5% voting interest or substantially all the assets of any bank or bank holding company. Banks must also seek prior approval from their primary state and federal regulators for any such acquisitions. In reviewing applications seeking approval for mergers and other acquisition transactions, the bank regulatory authorities will consider, among other things, the competitive effect and public benefits of the transactions, the capital position of the combined organization, the risks to the stability of the U.S. banking or financial system, the applicant's performance record under the Community Reinvestment Act and the effectiveness of the subject organizations in combating money laundering activities.

Federal Banking Regulation

Business Activities. The Bank, as an Indiana-chartered bank, is subject to extensive regulation, supervision and examination by the IDFI as its primary state regulator. Also, as to certain matters, the Bank is under the supervision of, and subject to examination by, the FDIC because the FDIC provides deposit insurance to the Bank and is the Bank's primary regulator. Those regulators delineate the nature and extent of the business activities in which Indiana-state chartered banks may engage.

Bank Secrecy Act and USA Patriot Act. The Bank Secrecy Act ("BSA"), enacted as the Currency and Foreign Transactions Reporting Act, requires financial institutions, including the Bank, to maintain records of certain customers and currency transactions and to report certain domestic and foreign currency transactions, which may have a high degree of usefulness in criminal, tax, or regulatory investigations or proceedings. This law requires financial institutions to develop a BSA compliance program.

The Uniting and Strengthening America by Providing Appropriate Tools Required to Intercept and Obstruct Terrorism Act of 2001 (“Patriot Act”), is comprehensive anti-terrorism legislation. Title III of the Patriot Act requires financial institutions, including the Bank, to help prevent and detect international money laundering and the financing of terrorism and prosecute those involved in such activities. The United States Department of the Treasury (“Treasury”) has adopted additional requirements to further implement Title III.

These regulations have established a mechanism for law enforcement officials to communicate names of suspected terrorists and money launderers to financial institutions, enabling financial institutions to promptly locate accounts and transactions involving those suspects. Financial institutions receiving names of suspects must search their account and transaction records for potential matches and report positive results to the Treasury’s Financial Crimes Enforcement Network (“FinCEN”). Each financial institution must designate a point of contact to receive information requests. These regulations outline how financial institutions can share information concerning suspected terrorist and money laundering activity with other financial institutions under the protection of a statutory safe harbor if each financial institution notifies FinCEN of its intent to share information. The Treasury has also adopted regulations to prevent money laundering and terrorist financing through correspondent accounts that U.S. financial institutions maintain on behalf of foreign banks. These regulations also require financial institutions to take reasonable steps to ensure that they are not providing banking services directly or indirectly to foreign shell banks. In addition, banks must have procedures to verify the identity of their customers.

The Bank has established an anti-money laundering program pursuant to the BSA and a customer identification program pursuant to the Patriot Act. The Bank also maintains records of cash purchases of negotiable instruments, files reports of certain cash transactions exceeding \$10,000 (daily aggregate amount), and reports suspicious activity that might signify money laundering, tax evasion, or other criminal activities pursuant to the BSA. The Bank otherwise has implemented policies and procedures to comply with the foregoing requirements.

Capital Requirements. The federal bank regulatory authorities have adopted risk-based capital guidelines for banks and bank holding companies that are designed to make regulatory capital requirements more sensitive to differences in risk profiles among banks and bank holding companies and account for off-balance sheet items. Generally, to satisfy the capital requirements, the Company must maintain capital sufficient to meet both risk-based asset ratio tests and a leverage ratio test on a consolidated basis. Risk-based capital ratios are determined by allocating assets and specified off-balance sheet commitments into various risk-weighted categories, with higher weighting assigned to categories perceived as representing greater risk. A risk-based ratio represents the applicable measure of capital divided by total risk-weighted assets. The leverage ratio is a measure of the Company’s core capital divided by total assets adjusted as specified in the guidelines.

The capital guidelines divide a bank holding company’s or bank’s capital into two tiers. The first tier (“Tier I”) includes common equity, certain non-cumulative perpetual preferred stock and minority interests in equity accounts of consolidated subsidiaries, less goodwill and certain other intangible assets (except mortgage servicing rights and purchased credit card relationships, subject to certain limitations). Supplementary capital (“Tier II”) includes, among

other items, cumulative perpetual and long-term limited-life preferred stock, mandatory convertible securities, certain hybrid capital instruments, term subordinated debt and the allowance for loan and lease losses, subject to certain limitations, less required deductions. The regulations also require the maintenance of a leverage ratio designed to supplement the risk-based capital guidelines.

Effective January 1, 2015 (subject to certain phase-in provisions through January 1, 2019), the Company became subject to new federal banking rules implementing changes arising from Dodd-Frank and the U.S. Basel Committee on Banking Supervision, providing a capital framework for all U.S. banks and bank holding companies ("Basel III"). Basel III increased the minimum requirements for both the quantity and quality of capital held by the Company and the Bank. The rules include a new common equity Tier 1 capital ratio of 4.5%, a minimum Tier 1 capital ratio of 6.0% (increased from 4.0%), a total capital ratio of 8.0% (unchanged from prior rules) and a minimum leverage ratio of 4.0%. The final rules also require a common equity Tier 1 capital conservation buffer of 2.5% of risk-weighted assets, which is in addition to the other minimum risk-based capital standards in the rule. Institutions that do not maintain the required capital conservation buffer will become subject to progressively more stringent limitations on the percentage of earnings that can be paid out in dividends or used for stock repurchases and on the payment of certain bonuses to senior executive management.

Basel III also introduced other changes, including an increase in the capital required for certain categories of assets, including higher-risk construction real estate loans and certain exposures related to securitizations. Banking organizations with less than \$15 billion in assets as of December 31, 2010 are permitted to retain non-qualifying Tier 1 capital trust preferred securities issued prior to May 19, 2010, subject generally to a limit of 25% of Tier 1 capital. The Dodd-Frank Act also requires the FRB to set minimum capital levels for bank holding companies that are as stringent as those required for insured depository subsidiaries, except that bank holding companies with less than \$1 billion in assets are exempt from these capital requirements.

Prompt Corrective Regulatory Action. The Federal Deposit Insurance Act, as amended (“FDIA”), requires among other things, the federal banking agencies to take “prompt corrective action” in respect of depository institutions that do not meet minimum capital requirements. The FDIA includes the following five capital tiers: “well capitalized,” “adequately capitalized,” “undercapitalized,” “significantly undercapitalized” and “critically undercapitalized.” A depository institution’s capital tier will depend upon how its capital levels compare with various relevant capital measures and certain other factors, as established by regulation. The relevant capital measures are the total risk-based capital ratio, the Tier 1 risk-based capital ratio, the common equity Tier 1 risk-based capital ratio, and the leverage ratio.

A bank will be (i) “well capitalized” if the institution has a total risk-based capital ratio of 10.0% or greater, a Tier 1 risk-based capital ratio of 8.0% or greater, a common equity Tier 1 risk-based capital ratio of 6.5% or greater and a leverage ratio of 5.0% or greater, and is not subject to any order or written directive by any such regulatory authority to meet and maintain a specific capital level for any capital measure; (ii) “adequately capitalized” if the institution has a total risk-based capital ratio of 8.0% or greater, a Tier 1 risk-based capital ratio of 6.0% or greater, a common equity Tier 1 risk-based capital ratio of 4.5% or greater and a leverage ratio of 4.0% or greater and is not “well capitalized”; (iii) “undercapitalized” if the institution has a total risk-based capital ratio that is less than 8.0%, a Tier 1 risk-based capital ratio of less than 6.0%, a common equity Tier 1 risk-based capital ratio of less than 4.5%, or a leverage ratio of less than 4.0%; (iv) “significantly undercapitalized” if the institution has a total risk-based capital ratio of less than 6.0%, a Tier 1 risk-based capital ratio of less than 4.0%, a common equity Tier 1 risk-based capital ratio of less than 3.0%, or a leverage ratio of less than 3.0%; and (v) “critically undercapitalized” if the institution’s tangible equity is equal to or less than 2.0% of average quarterly tangible assets. An institution may be downgraded to, or deemed to be in, a capital category that is lower than indicated by its capital ratios if it is determined to be in an unsafe or unsound condition or if it receives an unsatisfactory examination rating with respect to certain matters. A bank’s capital category is determined solely for the purpose of applying prompt corrective action regulations, and the capital category may not constitute an accurate representation of the bank’s overall financial condition or prospects for other purposes.

The FDIA generally prohibits a depository institution from making any capital distributions (including payment of a dividend) or paying any management fee to its parent holding company if the depository institution would thereafter be “undercapitalized.” “Undercapitalized” institutions are subject to growth limitations and are required to submit a capital restoration plan. The agencies may not accept such a plan without determining, among other things, that the plan is based on realistic assumptions and is likely to succeed in restoring the depository institution’s capital. In addition, for a capital restoration plan to be acceptable, the depository institution’s parent holding company must guarantee that the institution will comply with such capital restoration plan. The bank holding company must also provide appropriate

assurances of performance. The aggregate liability of the parent holding company is limited to the lesser of (i) an amount equal to 5.0% of the depository institution's total assets at the time it became undercapitalized and (ii) the amount which is necessary (or would have been necessary) to bring the institution into compliance with all capital standards applicable with respect to such institution as of the time it fails to comply with the plan. If a depository institution fails to submit an acceptable plan, it is treated as if it is "significantly undercapitalized."

"Significantly undercapitalized" depository institutions may be subject to a number of requirements and restrictions, including orders to sell sufficient voting stock to become "adequately capitalized," requirements to reduce total assets, and cessation of receipt of deposits from correspondent banks. "Critically undercapitalized" institutions are subject to the appointment of a receiver or conservator.

The appropriate federal banking agency may, under certain circumstances, reclassify a well-capitalized insured depository institution as adequately capitalized. The FDIA provides that an institution may be reclassified if the appropriate federal banking agency determines (after notice and opportunity for hearing) that the institution is in an unsafe or unsound condition or deems the institution to be engaging in an unsafe or unsound practice.

The appropriate agency is also permitted to require an adequately capitalized or undercapitalized institution to comply with the supervisory provisions as if the institution were in the next lower category (but not treat a significantly undercapitalized institution as critically undercapitalized) based on supervisory information other than the capital levels of the institution.

The Company believes that, as of December 31, 2018, the Bank was “well capitalized” based on the aforementioned ratios.

Insurance of Deposit Accounts. The Bank’s deposits are insured up to applicable limits by the Deposit Insurance Fund of the FDIC. Deposit insurance is currently \$250,000 per depositor, per FDIC-insured institution, per ownership category. Under the Federal Deposit Insurance Corporation’s risk-based assessment system, insured institutions are assigned a risk category based on supervisory evaluations, regulatory capital levels and certain other factors. An institution’s assessment rate depends upon the category to which it is assigned, and certain adjustments specified by FDIC regulations. Institutions deemed less risky pay lower assessments. The FDIC may adjust the scale uniformly, except that no adjustment can deviate more than two basis points from the base scale without notice and comment. No institution may pay a dividend if in default of the federal deposit insurance assessment.

The Dodd-Frank Act required the FDIC to revise its procedures to base its assessments upon each insured institution’s total assets less tangible equity instead of deposits. The FDIC finalized a rule, effective April 1, 2011, that set the assessment range at 2.5 to 45 basis points of total assets less tangible equity.

The FDIC has authority to increase insurance assessments. A significant increase in insurance premiums would likely have an adverse effect on the operating expenses and results of operations of the Bank. Management cannot predict what insurance assessment rates will be in the future.

Insurance of deposits may be terminated by the FDIC upon a finding that the institution has engaged in unsafe or unsound practices, is in an unsafe or unsound condition to continue operations or has violated any applicable law, regulation, rule, order or regulatory condition imposed in writing by the FDIC or the OCC. The management of the Bank does not know of any practice, condition or violation that might lead to termination of deposit insurance.

Loans to One Borrower. Generally, subject to certain exceptions, the Bank may not make a loan or extend credit to a single or related group of borrowers in excess of 15% of its unimpaired capital and surplus. An additional amount may be lent, equal to 10% of unimpaired capital and surplus, if secured by specified readily-marketable collateral.

Standards for Safety and Soundness. The federal banking agencies have adopted Interagency Guidelines prescribing Standards for Safety and Soundness in various areas such as internal controls and information systems, internal audit, loan documentation and credit underwriting, interest rate exposure, asset growth and quality, earnings and compensation, fees and benefits. The guidelines set forth the safety and soundness standards that the federal banking agencies use to identify and address problems at insured depository institutions before capital becomes impaired. If the federal banking agency determines that a financial institution fails to meet any standard prescribed by the guidelines, the federal banking agency may require the financial institution to submit an acceptable plan to achieve compliance with the standard.

Community Reinvestment Act. The Bank has a responsibility under the Community Reinvestment Act and related regulations to help meet the credit needs of their communities, including low- and moderate-income neighborhoods. An institution's failure to satisfactorily comply with the provisions of the Community Reinvestment Act could result in denials of regulatory applications. Responsibility for administering the Community Reinvestment Act, unlike other fair lending laws, has not been transferred to the Consumer Financial Protection Bureau. The Bank received a "satisfactory" Community Reinvestment Act rating in its most recently completed examination.

Transactions with Related Parties. The Bank's authority to engage in transactions with "affiliates" (e.g., any entity that controls, is under common control with, or, to a certain extent, controlled by the Bank, including the Company and its other subsidiaries) is limited by federal law. "Covered transactions" include a loan or extension of credit, as well as a purchase of securities issued by an affiliate, a purchase of assets (unless otherwise exempted by the FRB) from the affiliate, certain derivative transactions that create a credit exposure to an affiliate, the acceptance of securities issued by the affiliate as collateral for a loan, and the issuance of a guarantee, acceptance or letter of credit on behalf of an affiliate. In general, these regulations require that any such transaction by the Bank (or its subsidiaries) with an affiliate must be secured by designated amounts of specified collateral and must be limited to certain thresholds on an individual and aggregate basis.

The Sarbanes-Oxley Act of 2002 generally prohibits loans by the Company to its executive officers and directors. However, the law contains a specific exception for loans by a depository institution to its executive officers and directors in compliance with federal banking laws. Under such laws, the Bank's authority to extend credit to executive officers, directors and 10% shareholders ("insiders"), as well as entities such persons control, is limited. The laws limit both the individual and aggregate amount of loans that the Bank may make to insiders based, in part, on the Bank's capital level and requires that certain board approval procedures be followed. Such loans are required to be made on terms substantially the same as those offered to unaffiliated individuals and not involve more than the normal risk of repayment. There is an exception for loans made pursuant to a benefit or compensation program that is widely available to all employees of the institution and does not give preference to insiders over other employees. Loans to executive officers are subject to additional limitations based on the type of loan involved.

Enforcement. The FRB has primary enforcement responsibility over the Company and has authority to bring actions against the institution and all institution-affiliated parties, including stockholders, and any attorneys, appraisers and accountants who knowingly or recklessly participate in wrongful action likely to have an adverse effect on an insured institution. Generally, the FRB takes formal enforcement actions against the above entities and individuals for violations of laws, rules, or regulations, unsafe or unsound practices, breaches of fiduciary duty, and violations of final orders. Formal enforcement actions include cease and desist orders, written agreements, prompt corrective action directives, removal and prohibition orders, and orders assessing civil money penalties. Civil penalties cover a wide range of violations and can amount to \$2 million in especially egregious cases. State nonmember banks are regulated by the FDIC and state regulators.

Federal Home Loan Bank System

The Bank is a member of the FHLB System, which consists of 11 regional FHLBs and the Office of Finance. The FHLB provides a central credit facility primarily for member institutions. The Bank, as a member of the FHLB, is required to acquire and hold shares of capital stock in its regional FHLB, which for the Bank is the Federal Home Loan Bank of Indianapolis. The Bank was in compliance with this requirement with an investment in FHLB stock at December 31, 2018 of \$1.9 million.

The FHLBs were previously required to provide funds for the resolution of insolvent thrifts in the late 1980s and contribute funds for affordable housing programs. These and similar requirements, or general economic conditions, could reduce the amount of dividends that the FHLBs pay to their members and result in the FHLBs imposing a higher rate of interest on advances to their members. If dividends were reduced, or interest on future FHLB advances increased, the Bank's net interest income would likely also be reduced.

Federal Reserve System

The FRB regulations require savings associations to maintain non-interest earning reserves against their transaction accounts (primarily NOW and regular checking accounts). The regulations generally provide that reserves be maintained against aggregate transaction accounts as follows for 2018: a 3% reserve ratio is assessed on net transaction accounts up to and including \$122.3 million; a 10% reserve ratio is applied above \$122.3 million. The first \$16.0 million of otherwise reservable balances (subject to adjustments by the FRB) are exempted from the reserve requirements. The Bank complies with the foregoing requirements. The amounts are adjusted annually and, for 2019, establish a 3% reserve ratio for aggregate transaction accounts up to \$124.2 million, a 10% ratio above \$124.2 million, and an exemption of \$16.3 million. In October 2008, the FRB began paying interest on certain reserve balances.

Other Regulations

The Bank's operations are also subject to federal laws applicable to credit transactions, including the:

- Truth-In-Lending Act, governing disclosures of credit terms to consumer borrowers;

Home Mortgage Disclosure Act of 1975, requiring financial institutions to provide information to enable the public and public officials to determine whether a financial institution is fulfilling its obligation to help meet the housing needs of the community it serves;

Equal Credit Opportunity Act, prohibiting discrimination on the basis of race, creed or other prohibited factors in extending credit;

- Fair Credit Reporting Act, governing the use and provision of information to credit reporting agencies;

Fair Debt Collection Act, governing the manner in which consumer debts may be collected by collection agencies; and

Rules and regulations of the various federal agencies charged with the responsibility of implementing such federal laws.

Future Legislation

In addition to the specific legislation described above, the current administration has signed a number of executive orders and memoranda that could directly impact the regulation of the banking industry. Congress is also considering legislation. The orders and legislation may change banking statutes and our operating environment in substantial and unpredictable ways by increasing or decreasing the cost of doing business, limiting or expanding permissible activities, or affecting the competitive balance among banks, savings associations, credit unions, and other financial institutions.

The operations of the Bank also are subject to laws such as the:

Right to Financial Privacy Act, which imposes a duty to maintain confidentiality of consumer financial records and prescribes procedures for complying with administrative subpoenas of financial records;

Electronic Funds Transfer Act and Regulation E promulgated thereunder, which govern automatic deposits to and withdrawals from deposit accounts and customers' rights and liabilities arising from the use of automated teller machines and other electronic banking services; and

Check Clearing for the 21st Century Act (also known as "Check 21"), which gives certain check reproductions, such as digital check images and copies made from that image (a "substitute check"), the same legal standing as the original paper check.

FEDERAL AND STATE TAXATION

Federal Taxation

General. The Company and its subsidiaries report their income on a calendar year basis using the accrual method of accounting and are subject to federal income taxation in the same manner as other corporations with some exceptions, including particularly the Bank's reserve for bad debts, as discussed below. The following discussion of tax matters is intended only as a summary and does not purport to be a comprehensive description of the tax rules applicable to the Bank or the Company. The Company and the Bank have not been audited by the Internal Revenue Service in the past five years.

The Company and the Bank have entered into a tax allocation agreement. Because the Company owns 100% of the issued and outstanding capital stock of the Bank, the Company and the Bank are members of an affiliated group within the meaning of Section 1504(a) of the Internal Revenue Code, of which group the Company is the common parent corporation. As a result of this affiliation, the Bank may be included in the filing of a consolidated federal income tax return with the Company and, if a decision to file a consolidated tax return is made, the parties agree to compensate each other for their individual share of the consolidated tax liability and/or any tax benefits provided by them in the filing of the consolidated federal tax return.

Recent Legislation. The Tax Cuts and Jobs Act (“TCJA”) was enacted on December 22, 2017 and, among other changes, lowered the federal corporate tax rate to 21% effective for tax years beginning after December 31, 2017. Prior to enactment of the TCJA, the Company’s effective federal income tax rate was 34%. As a result of the TCJA, the Company incurred additional income tax expense of \$290,000 in 2017 related to the revaluation of the Company’s net deferred tax asset.

Bad Debt Reserve. For taxable years beginning after December 31, 1995, the Bank was entitled to take a bad debt deduction for federal income tax purposes which was based on its current or historic net charge-offs by applying the experience reserve method for banks, as long as the Bank did not meet the definition of a “large bank”. Under the Internal Revenue Code, if a bank’s average adjusted assets exceeds \$500 million for any tax year it is considered a “large bank” and must utilize the specific charge-off method to compute bad debt deductions. The Bank met the definition of a “large bank” for the tax year ended December 31, 2016 as a result of the acquisition of Peoples. As such, the Bank is required to use the specific charge-off method to compute bad debt deductions beginning in 2016 and its bad debt reserves calculated using the experience reserve method will be recaptured in taxable income over the four-year period ending December 31, 2019.

Potential Recapture of Base Year Bad Debt Reserve. The Bank’s bad debt reserve as of the base year (which is the Bank’s last taxable year beginning before January 1, 1988) is not subject to automatic recapture as long as the Bank continues to carry on the business of banking and does not make “non-dividend distributions” as discussed below. If the Bank no longer qualifies as a bank, the balance of the pre-1988 reserves (the base year reserves) are restored to income over a six-year period beginning in the tax year the Bank no longer qualifies as a bank. Such base year bad debt reserve is also subject to recapture to the extent that the Bank makes “non-dividend distributions” that are considered as made from the base year bad debt reserve. To the extent that such reserves exceed the amount that would have been allowed under the experience method (“Excess Distributions”), then an amount based on the amount distributed will be included in the Bank’s taxable income. Non-dividend distributions include distributions in excess of the Bank’s current and accumulated earnings and profits, distributions in redemption of stock, and distributions in partial or complete liquidation. However, dividends paid out of the Bank’s current or accumulated earnings and profits, as calculated for federal income tax purposes, will not be considered to result in a distribution from the Bank’s bad debt reserve. Thus, any dividends to the Company that would reduce amounts appropriated to the Bank’s bad debt reserve and deducted for federal income tax purposes would create a tax liability for the Bank. The amount of additional taxable income created from an Excess Distribution is an amount that, when reduced by the tax attributable to the income, is equal to the amount of the distribution. If the Bank makes a “non-dividend distribution,” then approximately one and one-third times the amount so used would be includable in gross income for federal income tax

purposes, assuming a 21% corporate income tax rate (exclusive of state and local taxes) beginning in 2018 with the enactment of the TCJA. The Bank does not intend to pay dividends that would result in a recapture of any portion of its bad debt reserve.

State Taxation

Indiana. Effective July 1, 2013, Indiana amended its tax code to provide for reductions in the franchise tax rate. For the year ended December 31, 2016, Indiana imposed a 7.0% franchise tax based on a financial institution's adjusted gross income as defined by statute. The Indiana franchise tax rate was reduced to 6.5% for the Company's tax year ended December 31, 2017 and remained at 6.5% for the tax year ended December 31, 2018. The Indiana franchise tax rate will then be reduced to 6.25%, 6.00%, 5.50% and 5.00% for the Company's tax years ending December 31, 2019, 2020, 2021 and 2022, respectively. Finally, the franchise tax rate will be reduced to 4.90% for the Company's tax year ending December 31, 2023 and will remain 4.90% thereafter. In computing adjusted gross income, deductions for municipal interest, United States Government interest, the bad debt deduction computed using the reserve method and pre-1990 net operating losses are disallowed. The Company's Indiana state income tax returns have not been audited in the past five years.

Kentucky. With the acquisition of Peoples in December 2015, the Bank became subject to tax on the Bank's capital attributable to Kentucky. Prior to the Bank's conversion in 2018 from a federal savings association into a state-chartered commercial bank, the Bank paid a capital stock tax imposed on its capital attributable to Kentucky at a rate of \$1 for each \$1,000 in capital. Taxable capital prior to the conversion included certificates of deposit, savings accounts, demand deposits, undivided profits, surplus and general reserves, less an amount equal to the market value of qualifying U.S. government obligations. Beginning in 2018 with the Bank's conversion to a state-chartered commercial bank, the Bank is subject to a franchise tax at a rate of 1.1% on taxable net capital. Taxable net capital subject to the franchise tax includes capital stock paid in, surplus, undivided profits, other comprehensive income or loss, and noncontrolling interests in consolidated subsidiaries, and is reduced by capital attributable to U.S. government obligations and Kentucky obligations. Because the Bank has business activity both within and without Kentucky, the amount of its capital attributable to Kentucky is determined using a three-factor apportionment formula which considers gross receipts, property (including loans) and payroll.

ITEM 1A.

RISK FACTORS

Risks Related To Our Business.

Above average interest rate risk associated with fixed-rate loans may have an adverse effect on our financial position or results of operations.

The Bank's loan portfolio includes a significant amount of loans with fixed rates of interest. At December 31, 2018, \$189.5 million, or 40.9% of the Bank's total loans receivable, had fixed interest rates all of which were held for investment. The Bank offers ARM loans and fixed-rate loans. Unlike ARM loans, fixed-rate loans carry the risk that, because they do not reprice to market interest rates, their yield may be insufficient to offset increases in the Bank's cost of funds during a rising interest rate environment. Accordingly, a material and prolonged increase in market interest rates could be expected to have a greater adverse effect on the Bank's net interest income compared to other institutions that hold a materially larger portion of their assets in ARM loans or fixed-rate loans that are originated for committed sale in the secondary market. For a discussion of the Bank's loan portfolio, see "*Item 1. Business— Lending Activities.*"

Higher loan losses could require the Company to increase its allowance for loan losses through a charge to earnings.

When we loan money we incur the risk that our borrowers do not repay their loans. We reserve for loan losses by establishing an allowance through a charge to earnings. The amount of this allowance is based on our assessment of loan losses inherent in our loan portfolio. The process for determining the amount of the allowance is critical to our financial results and condition. It requires subjective and complex judgments about the future, including forecasts of economic or market conditions that might impair the ability of our borrowers to repay their loans. We might underestimate the loan losses inherent in our loan portfolio and have loan losses in excess of the amount reserved. We might increase the allowance because of changing economic conditions. For example, in a rising interest rate environment, borrowers with adjustable-rate loans could see their payments increase. There may be a significant increase in the number of borrowers who are unable or unwilling to repay their loans, resulting in our charging off more loans and increasing our allowance. In addition, when real estate values decline, the potential severity of loss on a real estate-secured loan can increase significantly, especially in the case of loans with high combined loan-to-value ratios. Our allowance for loan losses at any particular date may not be sufficient to cover future loan losses. We may be required to increase our allowance for loan losses, thus reducing earnings.

Commercial business lending may expose the Company to increased lending risks.

At December 31, 2018, the Bank's commercial business loan portfolio amounted to \$36.3 million, or 7.8% of total loans. Subject to market conditions and other factors, the Bank intends to expand its commercial business lending activities within its primary market area. Commercial business lending is inherently riskier than residential mortgage lending. Although commercial business loans are often collateralized by equipment, inventory, accounts receivable or other business assets, the liquidation value of these assets in the event of a borrower default is often an insufficient source of repayment because accounts receivable may be uncollectible and inventories and equipment may be obsolete or of limited use, among other things. See "*Item 1. Business—Lending Activities—Commercial Business Loans.*"

Commercial real estate lending may expose the Company to increased lending risks.

At December 31, 2018, the Bank's commercial real estate loan portfolio amounted to \$107.4 million, or 23.2% of total loans. Commercial real estate lending is inherently riskier than residential mortgage lending. Because payments on loans secured by commercial properties often depend upon the successful operation and management of the properties, repayment of such loans may be affected by adverse conditions in the real estate market or the economy, among other things. See "*Item 1. Business—Lending Activities—Commercial Real Estate Loans.*"

Our information systems may experience an interruption or breach in security.

The Bank relies heavily on internal and outsourced digital technologies, communications, and information systems to conduct its business. As our reliance on technology systems increases, the potential risks of technology-related operation interruptions in our customer relationship management, general ledger, deposit, loan, or other systems or the occurrence of cyber incidents also increases. Cyber incidents can result from deliberate attacks or unintentional events including (i) gaining unauthorized access to digital systems for purposes of misappropriating assets or sensitive information, corrupting data, or causing operational disruptions; (ii) causing denial-of-service attacks on websites; or (iii) intelligence gathering and social engineering aimed at obtaining information. The occurrence of operational interruption, cyber incident, or a deficiency in the cyber security of our technology systems (internal or outsourced) could negatively impact our financial condition or results of operations.

We have policies and procedures expressly designed to prevent or limit the effect of a failure, interruption, or security breach of our systems and maintain cyber security insurance. However, such policies, procedures, or insurance may prove insufficient to prevent, repel, or mitigate a cyber incident. Significant interruptions to our business from technology issues could result in expensive remediation efforts and distraction of management. During the year, we experienced certain immaterial cyber-attacks or breaches and continue to invest in security and controls to prevent and mitigate future incidents. Although we have not experienced any material losses related to a technology-related operational interruption or cyber-attack, there can be no assurance that such failures, interruptions, or security breaches will not occur in the future or, if they do occur, that the impact will not be substantial.

The occurrence of any failures, interruptions, or security breaches of our technology systems could damage our reputation, result in a loss of customer business, result in the unauthorized release, gathering, monitoring, misuse, loss, or destruction of proprietary information, subject us to additional regulatory scrutiny, or expose us to civil litigation and possible financial liability, any of which could have a material adverse effect on our financial condition, results of operations, or stock price. As cyber threats continue to evolve, we may also be required to spend significant additional resources to continue to modify or enhance our protective measures or to investigate and remediate any information security vulnerabilities.

We are subject to certain operational risks, including, but not limited to, customer or employee fraud and data processing system failures and errors.

Employee errors and employee and/or customer misconduct could subject us to financial losses or regulatory sanctions and seriously harm our reputation or financial performance. Misconduct by our employees could include, but is not limited to, hiding unauthorized activities from us, improper or unauthorized activities on behalf of our customers or improper use of confidential information. It is not always possible to prevent employee errors and misconduct, and the precautions we take to prevent and detect this activity may not be effective in all cases. Employee errors could also subject us to financial claims for negligence.

We maintain a system of internal controls and insurance coverage to mitigate against operational risks, including data processing system failures and errors and customer or employee fraud. If our internal controls fail to prevent or detect an occurrence, or if any resulting loss is not insured or exceeds applicable insurance limits, it could have a material adverse effect on our business, financial condition and results of operations.

We depend on outside third parties for processing and handling of our records and data.

The Bank relies on software developed by third party vendors to process various transactions. In some cases, we have contracted with third parties to run their proprietary software on our behalf. These systems include, but are not limited to, general ledger, payroll, employee benefits, and loan and deposit processing, and securities portfolio management. While we perform a review of controls instituted by the vendors over these programs in accordance with industry standards and perform our own testing of user controls, we must rely on the continued maintenance of these controls by the outside party, including safeguards over the security of customer data. In addition, we maintain backups of key processing output daily in the event of a failure on the part of any of these systems. Nonetheless, we may incur a temporary disruption in its ability to conduct our business or process our transactions or incur damage to our reputation if the third party vendor fails to adequately maintain internal controls or institute necessary changes to systems. Such disruption or breach of security may have a material adverse effect on our financial condition and results of operations.

We continually encounter technological change.

The banking and financial services industry continually undergoes technological changes, with frequent introductions of new technology-driven products and services. In addition to better meeting customer needs, the effective use of technology increases efficiency and enables financial institutions to reduce costs. Our future success will depend, in part, on our ability to address the needs of our customers by using technology to provide products and services that enhance customer convenience and that create additional efficiencies in our operations. Many of our competitors have greater resources to invest in technological improvements, and we may not effectively implement new technology-driven products and services or do so as quickly as our competitors, which could reduce our ability to effectively compete. Failure to successfully keep pace with technological change affecting the financial services industry could have a material adverse effect on our business, financial condition, and results of operations.

We may not be able to attract and retain skilled people.

The Bank's success depends on its ability to attract and retain skilled people. Competition for the best people in most activities in which we engage can be intense, and we may not be able to hire people or retain them. The unexpected loss of services of certain of our skilled personnel could have a material adverse impact on our business because of their skills, knowledge of our market, years of industry experience, customer relationships, and the difficulty of promptly finding qualified replacement personnel.

Loss of key employees may disrupt relationships with certain customers.

Our customer relationships are critical to the success of our business, and loss of key employees with significant customer relationships may lead to the loss of business if the customers were to follow that employee to a competitor. While we believe our relationships with key personnel are strong, we cannot guarantee that all of our key personnel will remain with the organization, which could result in the loss of some of our customers and could have a negative impact on our business, financial condition, and results of operations.

Risks Related to the Banking Industry.

Our business may be adversely affected by conditions in the financial markets and economic conditions generally.

Our financial performance depends to a large extent on the business environment in our geographically concentrated five-county market area, the nearby suburban metropolitan Louisville market, the states of Indiana and Kentucky, and the U.S. as a whole. In particular, the current environment impacts the ability of borrowers to pay interest on and repay principal of outstanding loans as well as the value of collateral securing those loans. A favorable business environment is generally characterized by economic growth, low unemployment, efficient capital markets, low inflation, high business and investor confidence, strong business earnings, and other factors. Unfavorable or uncertain economic and market conditions can be caused by declines in economic growth, business activity, or investor or business confidence; limitations on the availability or increases in the cost of credit and capital; increases in inflation or interest rates; high unemployment; natural disasters; or a combination of these or other factors.

In the recent past, our market area, the suburban metropolitan Louisville market, the states of Indiana and Kentucky, and the U.S. as a whole experienced a downward economic cycle. Significant weakness in market conditions adversely impacted all aspects of the economy, including our business. In particular, dramatic declines in the housing market, with decreasing home prices and increasing delinquencies and foreclosures, negatively impacted the credit performance of construction loans, which resulted in significant write-downs of assets by many financial institutions. Business activity across a wide range of industries and regions was greatly reduced, and local governments and many businesses experienced serious difficulty due to the lack of consumer spending and the lack of liquidity in the credit markets. In addition, unemployment increased significantly during that period, which further contributed to the adverse business environment for households and businesses.

While economic conditions have shown continued improvement through 2018, there can be no assurance that economic recovery will continue, and future deterioration would likely exacerbate the adverse effects of recent

difficult market conditions on us and others in the financial institutions industry. Market stress could have a material adverse effect on the credit quality of our loans, and therefore, our financial condition and results of operations as well as other potential adverse impacts including:

- There could be an increased level of commercial and consumer delinquencies, lack of consumer confidence, increased market volatility, and widespread reduction of business activity generally.

- There could be an increase in write-downs of asset values by financial institutions, such as the Bank.

There could be the loss of collateral value on commercial and real estate loans that are secured by real estate located in our market area. A further significant decline in real estate values in our market would mean that the collateral for many of our loans would provide less security. As a result, we would be more likely to suffer losses on defaulted loans because our ability to fully recover on defaulted loans by selling the real estate collateral would be diminished.

- Our ability to assess the creditworthiness of customers could be impaired if the models and approaches it uses to select, manage, and underwrite credits become less predictive of future performance.

The process we use to estimate losses inherent in our loan portfolio requires difficult, subjective, and complex judgments. This process includes analysis of economic conditions and the impact of these economic conditions on borrowers' ability to repay their loans. The process could no longer be capable of accurate estimation and may, in turn, impact its reliability.

- The Bank could be required to pay significantly higher FDIC premiums in the future if losses further deplete the Deposit Insurance Fund.

We could face increased competition due to intensified consolidation of the financial services industry. If current levels of market disruption and volatility continue or worsen, there can be no assurance that we will not experience an adverse effect, which may be material, on our ability to access capital and on our business, financial condition, and results of operations.

Future economic conditions in our market will depend on factors outside of our control such as political and market conditions, broad trends in industry and finance, legislative and regulatory changes, changes in government, military and fiscal policies and inflation.

Turmoil in the financial markets could result in lower fair values for our investment securities.

Major disruptions in the capital markets experienced in recent years have adversely affected investor demand for all classes of securities, excluding U.S. Treasury securities, and resulted in volatility in the fair values of our investment securities. Significant prolonged reduced investor demand could manifest itself in lower fair values for these securities and may result in recognition of an other-than-temporary impairment (“OTTI”), which could have a material adverse effect on our financial condition and results of operations.

Municipal securities can also be impacted by the business environment of their geographic location. Although this type of security historically experienced extremely low default rates, municipal securities are subject to systemic risk since cash flows generally depend on (i) the ability of the issuing authority to levy and collect taxes or (ii) the ability of the issuer to charge for and collect payment for essential services rendered. If the issuer defaults on its payments, it may result in the recognition of OTTI or total loss, which could have a material adverse effect on our financial condition and results of operations.

Strong competition within the Bank’s market area could hurt the Company’s profitability and growth.

The Bank faces intense competition both in making loans and attracting deposits. This competition has made it more difficult for it to make new loans and at times has forced it to offer higher deposit rates. Price competition for loans and deposits might result in the Bank earning less on loans and paying more on deposits, which would reduce net interest income. Competition also makes it more difficult to grow loans and deposits. Some of the institutions with which the Bank competes have substantially greater resources and lending limits than it has and may offer services that the Bank does not provide. Future competition will likely increase because of legislative, regulatory and technological changes and the continuing trend of consolidation in the financial services industry. The Company’s profitability depends upon the Bank’s continued ability to compete successfully in its market area.

We are subject to federal regulations that seek to protect the Deposit Insurance Fund and the depositors and borrowers of the Bank, and our federal regulators may impose restrictions on our operations that are detrimental to holders of the Company's common stock.

We are subject to extensive regulation, supervision and examination by the FRB, IDFI and FDIC, our primary regulators. Such regulation and supervision governs the activities in which an institution and its holding company may engage, and are intended primarily for the protection of the insurance fund and the depositors and borrowers of the Bank rather than for holders of the Company's common stock. Our regulators may subject us to supervisory and enforcement actions, such as the imposition of certain restrictions on our operations, requirements that we take remedial action, the classification of our assets and the determination of the level of our allowance for loan losses, that are aimed at protecting the insurance fund and the depositors and borrowers of the Bank but that are detrimental to holders of the Company's common stock. Any change in our regulation or oversight, whether in the form of regulatory policy, regulations, legislation or supervisory action, may have a material impact on our operations.

Financial regulatory reform may have a material impact on the Company's operations.

The Dodd-Frank Act contains various provisions designed to enhance the regulation of depository institutions and prevent the recurrence of a financial crisis such as occurred in 2008 and 2009. These include provisions strengthening holding company capital requirements, requiring retention of a portion of the risk of securitized loans and regulating debit card interchange fees. The Dodd-Frank Act also created the Consumer Financial Protection Bureau to administer consumer protection and fair lending laws, a function that was formerly performed by the depository institution regulators. The full impact of the Dodd-Frank Act on our business and operations will not be known for years until regulations implementing the statute are written and adopted. However, it is likely that the provisions of the Dodd-Frank Act will have an adverse impact on our operations, particularly through increased regulatory burden and compliance costs.

Additionally, in July 2013, the federal banking agencies issued a final rule to revise their risk-based and leverage capital requirements and their method for calculating risk-weighted assets, to make them consistent with the agreements that were reached by the Basel Committee on Banking Supervision and certain provisions of the Dodd-Frank Act. The rule applies to all depository institutions, top-tier bank holding companies with total consolidated assets of \$500 million or more, and top-tier financial holding companies ("banking organizations"). Among other things, the rule establishes a new common equity Tier 1 minimum capital requirement (4.5% of risk-weighted assets), increases the minimum Tier 1 capital to risk-based assets requirement (from 4% to 6% of risk-weighted assets) and assigns a higher risk weight (150%) to exposures that are more than 90 days past due or are on nonaccrual status and to certain commercial real estate facilities that finance the acquisition, development or construction of real property. The rule also limits a banking organization's capital distributions and certain discretionary bonus payments if the banking organization does not hold a "capital conservation buffer" consisting of 2.5% of common equity Tier 1 capital to risk-weighted assets in addition to the amount necessary to meet its minimum risk-based capital requirements. The rule became effective on January 1, 2015. The capital conservation buffer requirement began phasing in on January 1, 2016 and will end January 1, 2019, when the full capital conservation buffer requirement will be effective.

Compliance with these rules will impose additional costs on banking entities and their holding companies.

Acquisitions and the addition of branch facilities may not produce revenue enhancements or cost savings at levels or within timeframes originally anticipated and may result in unforeseen integration difficulties and dilution to existing shareholder value.

We regularly explore opportunities to establish branch facilities and acquire other banks or financial institutions. New or acquired branch facilities and other facilities may not be profitable. We may not be able to correctly identify profitable locations for new branches. The costs to start up new branch facilities or to acquire existing branches, and

the additional costs to operate these facilities, may increase our noninterest expense and decrease earnings in the short term. It may be difficult to adequately and profitably manage growth through the establishment of these branches. In addition, we can provide no assurance that these branch sites will successfully attract enough deposits to offset the expenses of operating these branch sites. Any new or acquired branches will be subject to regulatory approval, and there can be no assurance that we will succeed in securing such approvals.

Risks Related to the Company's Stock.

An investment in the Company's Common Stock is not an insured deposit.

The Company's common stock is not a bank deposit and, therefore, is not insured against loss by the FDIC, any other deposit insurance fund, or by any other public or private entity. Investment in the Company's common stock is inherently risky for the reasons described in this "Risk Factors" section and elsewhere in this report and is subject to the same market forces that affect the price of common stock in any public company. As a result, if you acquire the Company's common stock, you could lose some or all of your investment.

The price of the Company's common stock may be volatile, which may result in losses for investors.

General market price declines or market volatility in the future could adversely affect the price of the Company's common stock. In addition, the following factors may cause the market price for shares of the Company's common stock to fluctuate:

- announcements of developments related to the Company's business;
- fluctuations in the Company's results of operations;
- sales or purchases of substantial amounts of the Company's securities in the marketplace;
- general conditions in the Company's banking niche or the worldwide economy;
- a shortfall or excess in revenues or earnings compared to securities analysts' expectations;
- changes in analysts' recommendations or projections; and
- the Company's announcement of new acquisitions or other projects.

The trading volume in the Company's common stock is less than that of other larger financial services institutions.

Although the Company's common stock is listed for trading on The NASDAQ Capital Market, the trading volume in its common stock may be less than that of other, larger financial services companies. A public trading market having the desired characteristics of depth, liquidity, and orderliness depends on the presence in the marketplace of willing buyers and sellers of the Company's common stock at any given time. This presence depends on the individual decisions of investors and general economic and market conditions over which the Company has no control. During any period of lower trading volume of the Company's common stock, significant sales of shares of the Company's common stock, or the expectation of these sales could cause the Company's common stock price to fall.

The Company's Articles of Incorporation, Indiana law, and certain banking laws may have an anti-takeover effect.

Provisions of the Company's Articles of Incorporation, the Indiana Business Corporation Law and federal banking laws, including regulatory approval requirements, could make it more difficult for a third party to acquire the Company, even if doing so would be perceived to be beneficial by the Company's shareholders. The combination of these provisions could have the effect of inhibiting a non-negotiated merger or other business combination, which, in turn, could adversely affect the market price of the Company's common stock.

The Company may issue additional securities, which could dilute the ownership percentage of holders of the Company's common stock.

The Company may issue additional securities to, among other reasons, raise additional capital or finance acquisitions, and, if it does, the ownership percentage of holders of the Company's common stock could be diluted potentially materially.

We may not be able to pay dividends in the future in accordance with past practice.

The Company has traditionally paid a quarterly dividend to common shareholders. The payment of dividends is subject to legal and regulatory restrictions. Any payment of dividends in the future will depend, in large part, on our earnings, capital requirements, financial condition and other factors considered relevant by the Company's Board of Directors. The Board may, at its discretion, further reduce or eliminate dividends or change its dividend policy in the future.

ITEM 1B. UNRESOLVED STAFF COMMENTS

None.

ITEM 2. PROPERTIES

The following table sets forth certain information regarding the Bank's offices as of December 31, 2018.

Location	Year Opened	Net Book Value ⁽¹⁾ (Dollars in thousands)	Owned/ Leased	Approximate Square Footage
Main Office:				
220 Federal Drive, N.W. Corydon, Indiana 47112	1997	\$ 1,422	Owned	12,000
Branch Offices:				
391 Old Capital Plaza, N.E. Corydon, Indiana 47112	1997	110	Leased ⁽²⁾	425
8095 State Highway 135, N.W. New Salisbury, Indiana 47161	1999	438	Owned	3,500
710 Main Street Palmyra, Indiana 47164	1991	837	Owned	6,000
9849 Highway 150 Greenville, Indiana 47124	1986	217	Owned	2,484
5100 State Road 64 (Edwardsville Branch) Georgetown, Indiana 47122	2008	1,065	Owned	4,988
4303 Charlestown Crossing New Albany, Indiana 47150	1999	670	Owned	3,500
3131 Grant Line Road New Albany, Indiana 47150	2003	1,336	Owned	12,200
5609 Williamsburg Station Road Floyds Knobs, Indiana 47119	2003	505	Owned	4,160
2744 Allison Lane Jeffersonville, Indiana 47130	2003	1,003	Owned	4,090

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1312 S. Jackson Street Salem, Indiana 47167	2007	773	Owned	3,400
2420 Barron Avenue NE Lanesville, Indiana 47136	2010	723	Owned	1,450
7735 Highway 62 Charlestown, Indiana 47111	2017	1,681	Owned	2,500
1612 Highway 44 East Shepherdsville, Kentucky 40165	1980	1,318	Owned	11,892
130 S. Buckman Street Shepherdsville, Kentucky 40165	1962	310	Owned	3,840
550 John Harper Highway Shepherdsville, Kentucky 40165	1999	1,073	Owned	6,648
100 S. Bardstown Road Mount Washington, Kentucky 40047	1991	735	Owned	5,169
140 S. Poplar Street Lebanon Junction, Kentucky 40150	1973	148	Owned	2,795

(1)Represents the net value of land, buildings, furniture, fixtures and equipment owned by the Bank.
(2)Lease expires in April 2020.

ITEM 3. LEGAL PROCEEDINGS

At December 31, 2018, neither the Company nor the Bank was involved in any pending legal proceedings believed by management to be material to the Company's financial condition or results of operations. From time to time, the Bank is involved in legal proceedings occurring in the ordinary course of business. Such routine legal proceedings, in the aggregate, are believed by management to be immaterial to the Company's financial condition, results of operations or cash flows.

ITEM 4. MINE SAFETY DISCLOSURES

Not applicable.

PART II

ITEM 5. MARKET FOR REGISTRANT'S COMMON EQUITY, RELATED STOCKHOLDER MATTERS AND ISSUER PURCHASES OF EQUITY SECURITIES

The common shares of the Company are traded on The NASDAQ Capital Market under the symbol "FCAP." As of December 31, 2018, the Company had 1,082 stockholders of record and 3,354,744 common shares outstanding. This does not reflect the number of persons whose shares are in nominee or "street" name accounts through brokers. See Note 17 in the accompanying Notes to Consolidated Financial Statements for information regarding dividend restrictions applicable to the Company.

The following table lists quarterly market price and dividend information per common share for the years ended December 31, 2018 and 2017 as reported by NASDAQ.

	High Sale	Low Sale	Dividends	Market price end of period
2018:				
First Quarter	\$43.02	\$36.40	\$ 0.23	\$40.00
Second Quarter	41.93	35.65	0.23	41.55
Third Quarter	42.95	37.28	0.23	38.33

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Fourth Quarter	47.42	33.72	0.23	42.48
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2017:

First Quarter	\$34.50	\$28.97	\$ 0.21	\$33.75
Second Quarter	33.55	29.81	0.21	31.15
Third Quarter	37.00	30.02	0.22	35.50
Fourth Quarter	37.08	33.75	0.22	36.74

Purchases of Equity Securities

On August 19, 2008, the board of directors authorized the repurchase of up to 240,467 shares of the Company's outstanding common stock. The stock repurchase program will expire upon the purchase of the maximum number of shares authorized under the program, unless the board of directors terminates the program earlier. There were no shares purchased under the stock repurchase program during the quarter ended December 31, 2018. The maximum number of shares that may yet be purchased under the plan is 142,212.

Equity Compensation Plan Information as of December 31, 2018

Plan category	Number of securities to be issued upon exercise of outstanding options, warrants and rights	Weighted-average exercise price of outstanding options, warrants and rights	Number of securities remaining available for future issuance under equity compensation plans (excluding securities reflected in column (a))
	(a)	(b)	(c)
Equity compensation plans approved by security holders	-	N/A	185,900
Equity compensation plans not approved by security holders	-	N/A	-
Total	-	N/A	185,900

The Company does not maintain any equity compensation plans that have not been approved by security holders.

ITEM 6. SELECTED FINANCIAL DATA

The consolidated financial data presented below is qualified in its entirety by the more detailed financial data appearing elsewhere in this report, including the Company's audited consolidated financial statements.

FINANCIAL CONDITION DATA:

At December 31,

	2018	2017	2016	2015	2014
	(In thousands)				
Total assets	\$794,162	\$758,956	\$743,658	\$715,827	\$472,761
Cash and cash equivalents (1)	41,112	25,915	45,909	109,292	35,326
Securities available for sale	261,841	271,172	255,770	186,633	98,143
Interest-bearing time deposits	7,710	9,258	14,735	16,655	8,270
Net loans	434,260	409,618	381,154	359,166	300,603
Deposits	701,646	664,562	664,650	637,177	412,636
Advances from FHLB	0	10,000	0	0	0
Stockholders' equity, net of noncontrolling interest in subsidiary	85,844	80,938	75,730	74,396	57,121

OPERATING DATA:For the Year Ended
December 31,

	2018	2017	2016	2015	2014
	(In thousands)				
Interest income	\$28,886	\$26,422	\$25,094	\$18,713	\$18,399
Interest expense	1,611	1,392	1,763	1,004	1,144
Net interest income	27,275	25,030	23,331	17,709	17,255
Provision for loan losses	1,168	915	645	50	190
Net interest income after provision for loan losses	26,107	24,115	22,686	17,659	17,065
Noninterest income	6,168	6,698	6,169	5,124	4,936
Noninterest expense	21,615	20,258	19,455	15,608	14,082
Income before income taxes	10,660	10,555	9,400	7,175	7,919
Income tax expense	1,394	3,103	2,523	1,964	2,312
Net Income	9,266	7,452	6,877	5,211	5,607
Less: net income attributable to noncontrolling interest in subsidiary	13	13	13	13	13
Net Income Attributable to First Capital, Inc.	\$9,253	\$7,439	\$6,864	\$5,198	\$5,594

PER SHARE DATA (2):

Net income - basic	\$2.78	\$2.24	\$2.05	\$1.87	\$2.03
Net income - diluted	2.77	2.23	2.05	1.87	2.03
Dividends	0.92	0.86	0.84	0.84	0.84

(1) Includes cash and due from banks, interest-bearing deposits in other depository institutions, money market funds and federal funds sold.

(2) Per share data excludes net income attributable to noncontrolling interest in subsidiary.

SELECTED FINANCIAL RATIOS:	At or For the Year Ended December 31,									
	2018		2017		2016		2015		2014	
Performance Ratios:										
Return on assets (1)	1.19	%	0.99	%	0.94	%	1.06	%	1.22	%
Return on average equity (2)	11.46	%	9.37	%	8.90	%	8.65	%	10.09	%
Dividend payout ratio (3)	33.09	%	38.39	%	40.98	%	44.92	%	41.38	%
Average equity to average assets	10.37	%	10.51	%	10.51	%	12.30	%	12.08	%
Interest rate spread (4)	3.72	%	3.58	%	3.43	%	3.96	%	4.06	%
Net interest margin (5)	3.79	%	3.64	%	3.50	%	4.03	%	4.14	%
Noninterest expense to average assets	2.77	%	2.68	%	2.65	%	3.19	%	3.07	%
Average interest earning assets to average interest bearing liabilities	132.29	%	130.83	%	128.98	%	129.61	%	127.64	%
Regulatory Capital Ratios (Bank only):										
Tier 1 leverage ratio	9.57	%	9.67	%	9.30	%	12.15	%	10.59	%
Tier 1 risk-based capital ratio	13.87	%	13.80	%	14.28	%	15.26	%	14.55	%
Common equity tier 1 capital ratio (6)	13.87	%	13.80	%	14.28	%	15.26	%	N/A	
Total risk-based capital ratio	14.62	%	14.49	%	14.98	%	16.07	%	15.80	%
Asset Quality Ratios:										
Nonperforming loans as a percent of net loans (7)	0.70	%	0.69	%	0.79	%	1.27	%	1.07	%
Nonperforming assets as percent of total assets (8)	0.78	%	0.90	%	1.04	%	1.32	%	0.70	%
Allowance for loan losses as a percent of gross loans receivable	0.93	%	0.88	%	0.88	%	0.94	%	1.59	%

(1) Net income attributable to First Capital, Inc. divided by average assets.

(2) Net income attributable to First Capital, Inc. divided by average equity.

(3) Common stock dividends declared per share divided by net income per share.

(4) Difference between weighted average yield on interest-earning assets and weighted average cost of interest-bearing liabilities. Tax exempt income is reported on a tax equivalent basis using a federal marginal tax rate of 21% for 2018 and 34% for prior years.

(5) Net interest income as a percentage of average interest-earning assets.

(6) The common equity tier 1 capital ratio became effective January 1, 2015.

(7) Nonperforming loans consist of loans accounted for on a nonaccrual basis and accruing loans 90 days or more past due.

(8) Nonperforming assets consist of nonperforming loans and real estate acquired in settlement of loans.

ITEM 7. MANAGEMENT'S DISCUSSION AND ANALYSIS OF FINANCIAL CONDITION AND RESULTS OF OPERATION

General

As the holding company for the Bank, the Company conducts its business primarily through the Bank. The Bank's results of operations depend primarily on net interest income, which is the difference between the income earned on its interest-earning assets, such as loans and investments, and the cost of its interest-bearing liabilities, consisting primarily of deposits, retail repurchase agreements and borrowings from the FHLB. The Bank's net income is also affected by, among other things, fee income, provisions for loan losses, operating expenses and income tax provisions. The Bank's results of operations are also significantly affected by general economic and competitive conditions, particularly changes in market interest rates, government legislation and policies concerning monetary and fiscal affairs, housing and financial institutions and the intended actions of the regulatory authorities.

Management uses various indicators to evaluate the Company's financial condition and results of operations. Indicators include the following:

Net income and earnings per share – Net income attributable to the Company was \$9.3 million, or \$2.77 per diluted share for 2018 compared to \$7.4 million, or \$2.23 per diluted share for 2017 and \$6.9 million, or \$2.05 per diluted share for 2016.

Return on average assets and return on average equity – Return on average assets for 2018 was 1.19% compared to 0.99% for 2017 and 0.94% for 2016, and return on average equity for 2018 was 11.46% compared to 9.37% for 2017 and 8.90% for 2016.

Efficiency ratio – The Company's efficiency ratio (defined as noninterest expenses divided by net interest income plus noninterest income) was 64.6% for 2018 compared to 63.8% for 2017 and 65.9% for 2016.

Asset quality – Net loan charge-offs increased from \$674,000 for 2016 and \$667,000 for 2017 to \$737,000 for 2018 although the ratio of net charge-offs to average loans outstanding decreased from 0.18% in 2016 to 0.17% for both 2017 and 2018. In addition, total nonperforming assets (consisting of nonperforming loans and foreclosed real estate) decreased from \$6.8 million, or 0.90% of total assets, at December 31, 2017 to \$6.2 million, or 0.78% of total assets, at December 31, 2018. The allowance for loan losses was 0.93% of total outstanding loans and 133.0% of nonperforming loans at December 31, 2018 compared to 0.88% of total outstanding loans and 128.6% of nonperforming loans at December 31, 2017.

Shareholder return – Total shareholder return, including the increase in the Company's stock price from \$36.74 at December 31, 2017 to \$42.48 at December 31, 2018 and dividends of \$0.92 per share, was 18.1% compared to 16.0% for 2017 and 27.4% for 2016.

Management's discussion and analysis of financial condition and results of operations is intended to assist in understanding the financial condition and results of operations of the Company and the Bank. The information contained in this section should be read in conjunction with the consolidated financial statements and the accompanying Notes to Consolidated Financial Statements included in this report.

Operating Strategy

The Company is the parent company of an independent community-oriented financial institution that delivers quality customer service and offers a wide range of deposit, loan and investment products to its customers. The commitment to customer needs, the focus on providing consistent customer service, and community service and support are the keys to the Bank's past and future success. The Company has no other material income other than that generated by the Bank and its subsidiaries.

The Bank's primary business strategy is attracting deposits from the general public and using those funds to originate residential mortgage loans, multi-family residential loans, commercial real estate and business loans and consumer loans. The Bank invests excess liquidity primarily in interest-bearing deposits with the FHLB and other financial institutions, federal funds sold, U.S. government and agency securities, local municipal obligations and mortgage-backed securities.

In recent years, the Company's operating strategy has also included strategies designed to enhance profitability by increasing sources of noninterest income and improving operating efficiency while managing its capital and limiting its credit risk and interest rate risk exposures. To accomplish these objectives, the Company has focused on the following:

- Monitoring asset quality and credit risk in the loan and investment portfolios, with an emphasis on reducing nonperforming assets and originating high-quality commercial and consumer loans. In 2019, management will continue to focus on the reduction of nonperforming assets through improved collection efforts and underwriting on nonperforming loans and the sale of foreclosed real estate properties.

- Being active in the local community, particularly through our efforts with local schools, to uphold our high standing in our community and marketing to our next generation of customers.

- Improving profitability by expanding our product offerings to customers and investing in technology to increase the productivity and efficiency of our staff.

Continuing to emphasize commercial real estate and other commercial business lending as well as consumer lending. The Bank will also continue to focus on increasing secondary market lending as a source of noninterest income. Management intends to continue to focus on growth in the loan portfolio and the secondary market lending programs in and around the newest markets entered, Bullitt County, Kentucky and Clark County, Indiana.

- Growing commercial and personal demand deposit accounts which provide a low-cost funding source.
- Evaluating vendor contracts for potential cost savings and efficiencies.

• Continuing our capital management strategy to enhance shareholder value through the repurchase of Company stock and the payment of dividends.

Evaluating growth opportunities to expand the Bank's market area and market share through acquisitions of other financial institutions or branches of other institutions. The acquisition of Peoples in December 2015 expanded our market area into Bullitt County, Kentucky, where Peoples was the leader in deposit account market share among FDIC-insured institutions. We opened our new River Ridge office in Clark County, Indiana in May 2017. Our focus in 2019 will be to continue the enhancement and expansion of our customer relationships in these new markets.

• Ensuring that the Company attracts and retains talented personnel and that an optimal level of performance and customer service is promoted at all levels of the Company.

Critical Accounting Policies and Estimates

The accounting and reporting policies of the Company comply with U.S. GAAP and conform to general practices within the banking industry. The preparation of financial statements in conformity with U.S. GAAP requires management to make estimates and assumptions. The financial position and results of operations can be affected by these estimates and assumptions, which are integral to understanding reported results. Critical accounting policies are those policies that require management to make assumptions about matters that are highly uncertain at the time an accounting estimate is made; and different estimates that the Company reasonably could have used in the current period, or changes in the accounting estimate that are reasonably likely to occur from period to period, would have a material impact on the Company's financial condition, changes in financial condition or results of operations. Most accounting policies are not considered by management to be critical accounting policies. Several factors are considered in determining whether or not a policy is critical in the preparation of financial statements. These factors include, among other things, whether the estimates are significant to the financial statements, the nature of the estimates, the ability to readily validate the estimates with other information including third parties or available prices, and sensitivity of the estimates to changes in economic conditions and whether alternative accounting methods may be utilized under U.S. GAAP.

Significant accounting policies, including the impact of recent accounting pronouncements, are discussed in Note 1 of the accompanying Notes to Consolidated Financial Statements. Those policies considered to be critical accounting policies are described below.

Allowances for Loan Losses. The allowance for loan losses is the amount estimated by management as necessary to cover losses inherent in the loan portfolio at the balance sheet date. The allowance is established through the provision for loan losses, which is charged to income. Determining the amount of the allowance for loan losses necessarily involves a high degree of judgment. Among the material estimates required to establish the allowance are: loss exposure at default; the amount and timing of future cash flows on impacted loans; value of collateral; and determination of loss factors to be applied to the various elements of the portfolio. All of these estimates are susceptible to significant change. Management reviews the level of the allowance at least quarterly and establishes the provision for loan losses based upon an evaluation of the portfolio, past loss experience, current economic conditions and other factors related to the collectability of the loan portfolio. Although we believe that we use the best information available to establish the allowance for loan losses, future adjustments to the allowance may be necessary if economic or other conditions differ substantially from the assumptions used in making the evaluation. In addition, the IDFI and FDIC, as an integral part of their examination process, periodically reviews our allowance for loan losses and may require us to recognize adjustments to the allowance based on its judgments about information available to it at the time of its examination. A large loss could deplete the allowance and require increased provisions to replenish the allowance, which would adversely affect earnings. Note 1 and Note 4 of the accompanying Notes to Consolidated Financial Statements describe the methodology used to determine the allowance for loan losses. The Company has not made any substantive changes to its methodology for determining the allowance for loan losses during the year ended December 31, 2018, and there have been no material changes in the assumptions or estimation techniques compared to the prior year.

Valuation Methodologies. In the ordinary course of business, management applies various valuation methodologies to assets and liabilities that often involve a significant degree of judgment, particularly when active markets do not exist for the items being valued. Generally, in evaluating various assets for potential impairment, management compares the fair value to the carrying value. Quoted market prices are referred to when estimating fair values for certain assets, such as certain investment securities. For investment securities for which quoted market prices are not available, the Company obtains fair value measurements from an independent pricing service. However, for those items for which market-based prices do not exist and an independent pricing service is not readily available, management utilizes significant estimates and assumptions to value such items. Examples of these items include goodwill and other intangible assets, acquired loans and deposits, foreclosed and other repossessed assets, impaired loans, stock-based compensation and certain other financial investments. The use of different assumptions could produce significantly different results, which could have material positive or negative effects on the Company's results of operations. Note 19 of the accompanying Notes to Consolidated Financial Statements describes the methodologies used to determine the fair value of investment securities, impaired loans, loans held for sale and foreclosed real estate. There were no changes in the valuation techniques and related inputs used during the year ended December 31, 2018.

Results of Operations for the Year Ended December 31, 2018 Compared to the Year Ended December 31, 2017

Net Income. Net income attributable to the Company was \$9.3 million (\$2.77 per share diluted; weighted average common shares outstanding of 3,335,394, as adjusted) for the year ended December 31, 2018 compared to \$7.4 million (\$2.23 per share diluted; weighted average common shares outstanding of 3,329,563, as adjusted) for the year ended December 31, 2017.

Net Interest Income. Net interest income increased \$2.2 million, or 9.0%, from \$25.0 million for 2017 to \$27.3 million for 2018 primarily due to increases in the average balance of interest-earning assets and the interest rate spread, the difference between the average tax-equivalent yield on interest-earning assets and the average cost of interest-bearing liabilities.

Total interest income increased \$2.5 million for 2018 as compared to 2017. This increase was primarily a result of increases in the tax-equivalent yield on interest-earning assets from 3.84% for 2017 to 4.01% for 2018 and in the average balance of interest-earning assets from \$708.4 million for 2017 to \$730.5 million for 2018. The increase in the average balance of interest-earning assets in 2018 was primarily attributable to growth in loans and partially offset by declining balances in investment securities. Interest on loans increased \$2.1 million as a result of the average balance of loans increasing from \$399.8 million for 2017 to \$423.6 million for 2018 and the average tax-equivalent yield on loans increasing from 5.19% for 2017 to 5.39% for 2018. Interest and dividends on investment securities (including FHLB stock) decreased \$42,000 for 2018 compared to 2017 due to a decrease in the average balance of investment securities from \$275.8 million for 2017 to \$267.4 million for 2018. The tax equivalent yield on investment securities decreased from 2.21% for 2017 to 2.13% for 2018 primarily due to the effect of the Tax Cuts and Jobs Act (“TCJA”) signed into law on December 22, 2017 which resulted in a decrease in the tax-effective yield on tax-exempt securities. Other interest income increased \$388,000 for 2018 as compared to 2017 primarily due to the tax equivalent yield of federal funds sold and interest-bearing deposits with banks increasing from 1.13% to 1.92% when comparing the two periods as a result of increases in short-term market interest rates.

Total interest expense increased \$219,000, from \$1.4 million for 2017 to \$1.6 million for 2018, due to increases in the average balance of interest-bearing liabilities from \$541.5 million for 2017 to \$552.2 million for 2018 and in the average cost of interest-bearing liabilities from 0.26% for 2017 to 0.29% for 2018. Included in the interest-bearing liabilities were borrowed funds with an average balance of \$1.2 million for both 2018 and 2017 and an average cost 1.78% and 1.52%, respectively, for 2018 and 2017. For further information, see “Average Balances and Yields” below. The changes in interest income and interest expense resulting from changes in volume and changes in rates for 2018 and 2017 are shown in the schedule captioned “Rate/Volume Analysis” included herein.

Provision for Loan Losses. The provision for loan losses was \$1.2 million for 2018 compared to \$915,000 for 2017. The consistent application of management’s allowance methodology resulted in an increase in the provision for loan

losses for 2018, primarily due to the loan portfolio growth during the year and increased net charge-offs. Total outstanding loans increased by \$25.0 million during 2018 as compared to an increase of \$28.5 million during 2017. Net charge-offs increased from \$667,000 for 2017 to \$737,000 for 2018 when comparing the two periods, and nonperforming loans increased from \$2.8 million at December 31, 2017 to \$3.1 million at December 31, 2018. The provisions were recorded to bring the allowance to the level determined in applying the allowance methodology after reduction for net charge-offs during the year.

Provisions for loan losses are charges to earnings to maintain the total allowance for loan losses at a level considered reasonable by management to provide for probable known and inherent loan losses based on management's evaluation of the collectability of the loan portfolio, including the nature of the portfolio, credit concentrations, trends in historical loss experience, specified impaired loans and economic conditions. Although management uses the best information available, future adjustments to the allowance may be necessary due to changes in economic, operating, regulatory and other conditions that may be beyond the Bank's control. While the Bank maintains the allowance for loan losses at a level that it considers adequate to provide for estimated losses, there can be no assurance that further additions will not be made to the allowance for loan losses and that actual losses will not exceed the estimated amounts.

Noninterest income. Noninterest income decreased \$530,000 to \$6.2 million for 2018 due to decreases in gains on the sale of loans and gains on the sale of securities of \$285,000 and \$149,000, respectively, as well as a loss on equity securities of \$207,000 and an impairment loss on a tax credit investment of \$270,000 recorded in 2018. Those charges were partially offset by a \$235,000 increase in ATM and debit card fees during 2018.

Noninterest expense. Noninterest expense increased \$1.4 million, to \$21.6 million for 2018 primarily due to increases in compensation and benefits expense of \$534,000 and data processing expense of \$351,000 when comparing the two periods. Net loss on foreclosed real estate and occupancy and equipment expense also increased \$160,000 and \$117,000, respectively, when comparing the two periods. Compensation and benefits expense increased primarily due to normal salaries and benefits increases and an increase in stock compensation expense. Data processing expense increased primarily due to increased customer activity, particularly related to ATM and electronic banking usage.

Income tax expense. Tax expense decreased from \$3.1 million for 2017 to \$1.4 million for 2018 primarily due to the TCJA and the Bank's investments in tax credit entities during 2018. In addition, the Company recognized an additional \$290,000 in income tax expense during 2017 related to the revaluation of the Company's net deferred tax assets at the new federal corporate tax rate of 21%. As a result, the effective tax rate decreased from 29.4% for 2017 to 13.1% for 2018. See Note 12 of the accompanying Notes to Consolidated Financial Statements for additional details on the Company's income tax expense.

Results of Operations for the Year Ended December 31, 2017 Compared to the Year Ended December 31, 2016

Net Income. Net income attributable to the Company was \$7.4 million (\$2.23 per share diluted; weighted average common shares outstanding of 3,329,563, as adjusted) for the year ended December 31, 2017 compared to \$6.9 million (\$2.05 per share diluted; weighted average common shares outstanding of 3,343,416, as adjusted) for the year ended December 31, 2016. The TCJA signed into law on December 22, 2017 resulted in the Company recognizing the previously mentioned \$290,000 in income tax expense during 2017. Excluding this additional expense, the Company would have reported net income of \$7.7 million, or \$2.32 per diluted share, for the year ended December 31, 2017.

Net Interest Income. Net interest income increased \$1.7 million, or 7.3%, from \$23.3 million for 2016 to \$25.0 million for 2017 primarily due to increases in the average balance of interest-earning assets and the interest rate spread, the difference between the average tax-equivalent yield on interest-earning assets and the average cost of interest-bearing liabilities.

Total interest income increased \$1.3 million for 2017 as compared to 2016. This increase was primarily a result of increases in the average balance of interest-earning assets from \$685.0 million for 2016 to \$708.4 million for 2017

and in the tax-equivalent yield on interest-earning assets from 3.76% for 2016 to 3.84% for 2017. The increase in the average balance of interest-earning assets in 2017 was primarily attributable to growth in loans and investment securities partially offset by declining balances in federal funds sold and interest-bearing deposits with banks, which generally provide a lower yield than loans and investment securities. Interest on loans increased \$622,000 as a result of the average balance of loans increasing from \$367.7 million for 2016 to \$399.8 million for 2017 partially offset by the average tax-equivalent yield on loans decreasing from 5.47% for 2016 to 5.19% for 2017. Net accretion on acquired loans from Peoples, included in interest income, decreased from \$623,000 in 2016 to \$124,000 in 2017. Interest and dividends on investment securities (including FHLB stock) increased \$856,000 for 2017 compared to 2016 due to an increase in the average balance of investment securities from \$231.6 million for 2016 to \$275.8 million for 2017. Other interest income decreased \$150,000 for 2017 as compared to 2016 primarily due to the average balance of federal funds sold and interest-bearing deposits with banks decreasing from \$85.7 million for 2016 to \$32.8 million for 2017 partially offset by the average yield increasing from 0.61% to 1.13% when comparing the two periods.

Total interest expense decreased \$371,000, from \$1.8 million for 2016 to \$1.4 million for 2017, due to a decrease in the average cost of interest-bearing liabilities from 0.33% for 2016 to 0.26% for 2017 partially offset by an increase in the average balance of interest-bearing liabilities from \$531.1 million for 2016 to \$541.5 million for 2017. Included in the interest-bearing liabilities were borrowed funds with an average balance and average cost of \$1.2 million and 1.52%, respectively, for 2017. There were no borrowed funds in 2016. For further information, see “*Average Balances and Yields*” below. The changes in interest income and interest expense resulting from changes in volume and changes in rates for 2017 and 2016 are shown in the schedule captioned “*Rate/Volume Analysis*” included herein.

Provision for Loan Losses. The provision for loan losses was \$915,000 for 2017 compared to \$645,000 for 2016. The consistent application of management’s allowance methodology resulted in an increase in the provision for loan losses for 2017, primarily due to the loan portfolio growth during the year. Total outstanding loans increased by \$28.5 million during 2017 compared to an increase of \$21.7 million during 2016. Net charge-offs decreased slightly from \$674,000 for 2016 to \$667,000 for 2017 when comparing the two periods, and nonperforming loans decreased from \$3.0 million at December 31, 2016 to \$2.8 million at December 31, 2017. The provisions were recorded to bring the allowance to the level determined in applying the allowance methodology after reduction for net charge-offs during the year.

Noninterest income. Noninterest income increased \$529,000 to \$6.7 million for 2017. Service charges and fees on deposit accounts and gains on the sale of loans increased \$344,000 and \$206,000, respectively, when comparing the two periods. Those increases were partially offset by a \$122,000 decrease in gains on the sale of securities.

Noninterest expense. Noninterest expense increased \$803,000, or 4.1%, to \$20.3 million for 2017 compared to \$19.5 million for 2016 primarily due increases in compensation and benefits expense of \$717,000 and data processing expense of \$286,000 when comparing the two periods. This was partially offset by decreases of \$155,000 in professional fees and \$141,000 in other operating expenses. Compensation and benefits expense increased primarily due to normal salaries and benefits increases and increased incentive compensation. Data processing expense increased primarily due to increased customer activity, particularly related to ATM and electronic banking usage. Professional fees decreased due to Sarbanes-Oxley implementation costs in 2016, and other operating expenses decreased primarily due to lower FDIC insurance premiums and costs associated with integrating the Peoples branches in 2016.

Income tax expense. The Company recognized income tax expense of \$3.1 million for 2017 compared to \$2.5 million for 2016. The effective tax rate increased from 26.8% for 2016 to 29.4% for 2017 due to the previously mentioned \$290,000 of additional income tax expense related to the revaluation of the Company’s net deferred tax assets as a result of the TCJA lowering the federal corporate tax rate to 21%.

Average Balances and Yields. The following table sets forth certain information for the periods indicated regarding average balances of assets and liabilities, as well as the total dollar amounts of interest income from average interest-earnings assets and interest expense on average interest-bearing liabilities and average yields and costs. Such yields and costs for the periods indicated are derived by dividing income or expense by the average historical cost balances of assets or liabilities, respectively, for the periods presented and do not give effect to changes in fair value that are included as a separate component of stockholders' equity. Average balances are derived from daily balances. Tax-exempt income on loans and investment securities has been adjusted to a tax equivalent basis using the federal marginal tax rate of 21% for 2018 and 34% for 2017 and 2016.

(Dollars in thousands)	Year Ended December 31, 2018			2017			2016		
	Average		Average	Average		Average	Average		Average
	Balance	Interest	Yield/ Cost	Balance	Interest	Yield/ Cost	Balance	Interest	Yield/ Cost
Interest-earning assets:									
Loans (1) (2)(3):									
Taxable	\$418,800	\$22,693	5.42 %	\$396,898	\$20,625	5.20 %	\$365,272	\$19,996	5.47 %
Tax-exempt	4,810	157	3.26 %	2,914	114	3.91 %	2,467	124	5.03 %
Total loans	423,610	22,850	5.39 %	399,812	20,739	5.19 %	367,739	20,120	5.47 %
Investment securities:									
Taxable (4)	207,901	3,853	1.85 %	217,072	3,913	1.80 %	187,952	3,331	1.77 %
Tax-exempt	59,496	1,842	3.10 %	58,720	2,177	3.71 %	43,632	1,763	4.04 %
Total investment securities	267,397	5,695	2.13 %	275,792	6,090	2.21 %	231,584	5,094	2.20 %
Other interest-earning assets (5)	39,485	760	1.92 %	32,799	372	1.13 %	85,717	522	0.61 %
Total interest-earning assets	730,492	29,305	4.01 %	708,403	27,201	3.84 %	685,040	25,736	3.76 %
Noninterest-earning assets	48,613			46,512			48,964		
Total assets	\$779,105			\$754,915			\$734,004		
Interest-bearing liabilities:									
Interest-bearing demand deposits	\$307,052	\$784	0.26 %	\$296,345	\$599	0.20 %	\$286,679	\$755	0.26 %
Savings accounts	173,693	321	0.18 %	164,859	339	0.21 %	153,748	510	0.33 %

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Time deposits	70,251	485	0.69	%	79,098	436	0.55	%	90,701	498	0.55	%
Total deposits	550,996	1,590	0.29	%	540,302	1,374	0.25	%	531,128	1,763	0.33	%
Borrowed funds	1,178	21	1.78	%	1,185	18	1.52	%	0	0	0.00	%
Total interest-bearing liabilities	552,174	1,611	0.29	%	541,487	1,392	0.26	%	531,128	1,763	0.33	%
Noninterest-bearing liabilities:												
Noninterest-bearing deposits	141,422				131,260				121,824			
Other liabilities	4,736				2,798				3,919			
Total liabilities	698,332				675,545				656,871			
Stockholders' equity (6)	80,773				79,370				77,133			
Total liabilities and stockholders' equity	\$779,105				\$754,915				\$734,004			
Net interest income (tax equivalent basis)	\$27,694				\$25,809				\$23,973			
Less: tax equivalent adjustment	(419)				(779)				(642)			
Net interest income	\$27,275				\$25,030				\$23,331			
Interest rate spread (tax equivalent basis)			3.72	%			3.58	%			3.43	%
Net interest margin (tax equivalent basis)			3.79	%			3.64	%			3.50	%
Ratio of average interest – earning assets to average interest-bearing liabilities			132.29	%			130.83	%			128.98	%

(1) Interest income on loans includes fee income of \$984,000, \$984,000 and \$919,000 for the years ended December 31, 2018, 2017, and 2016, respectively.

(2) Average loan balances include loans held for sale and nonperforming loans.

(3) Interest income on loans includes net accretion on acquired loans of \$149,000, \$124,000 and \$623,000 for the years ended December 31, 2018, 2017 and 2016, respectively.

- (4) Includes taxable debt securities and FHLB stock.
- (5) Includes interest-bearing deposits with banks, money market funds, federal funds sold and interest-bearing time deposits.
- (6) Stockholders' equity attributable to First Capital, Inc.

Rate/Volume Analysis. The following table sets forth the effects of changing rates and volumes on net interest income and interest expense computed on a tax-equivalent basis. Information is provided with respect to (i) effects on interest income attributable to changes in volume (changes in volume multiplied by prior rate); (ii) effects attributable to changes in rate (changes in rate multiplied by prior volume); and (iii) effects attributable to changes in rate and volume (change in rate multiplied by changes in volume). Tax exempt income on loans and investment securities has been adjusted to a tax-equivalent basis using the federal marginal tax rate of 21% for 2018 and 34% for 2017 and 2016.

	2018 Compared to 2017				2017 Compared to 2016			
	Increase (Decrease) Due to				Increase (Decrease) Due to			
	Rate	Volume	Rate/ Volume	Net	Rate	Volume	Rate/ Volume	Net
	(In thousands)							
Interest-earning assets:								
Loans:								
Taxable	\$875	\$1,145	\$ 48	\$2,068	\$(991)	\$1,705	\$(85)	\$629
Tax-exempt	(19)	74	(12)	43	(27)	22	(5)	(10)
Total loans	856	1,219	36	2,111	(1,018)	1,727	(90)	619
Investment securities:								
Taxable	109	(164)	(5)	(60)	56	517	9	582
Tax-exempt	(359)	29	(5)	(335)	(144)	608	(50)	414
Total investment securities	(250)	(135)	(10)	(395)	(88)	1,125	(41)	996
Other interest-earning assets	259	76	53	388	446	(321)	(275)	(150)
Total net change in income on interest-earning assets	865	1,160	79	2,104	(660)	2,531	(406)	1,465
Interest-bearing liabilities:								
Interest-bearing deposits	191	21	4	216	(412)	30	(7)	(389)
Borrowed funds	3	0	0	3	0	0	18	18
Total net change in expense on interest-bearing liabilities	194	21	4	219	(412)	30	11	(371)
Net change in net interest income (tax equivalent basis)	\$671	\$1,139	\$ 75	\$1,885	\$(248)	\$2,501	\$(417)	\$1,836

Comparison of Financial Condition at December 31, 2018 and 2017

Total assets increased from \$759.0 million at December 31, 2017 to \$794.2 million at December 31, 2018 primarily due to increases in net loans receivable and cash and cash equivalents, partially offset by a decrease in securities available for sale.

Net loans increased from \$409.6 million at December 31, 2017 to \$434.3 million at December 31, 2018. The primary contributing factor to the increase in net loans was an increase of \$7.3 million in commercial real estate loans. The Bank also increased other consumer loans, land loans and construction loans by \$4.8 million, \$4.4 million and \$4.4 million, respectively, during 2018. Residential mortgage loans did not change significantly during 2018 as the Bank continued to sell the majority of newly originated residential mortgage loans in the secondary market. The Bank originated \$54.3 million in new residential mortgages for sale in the secondary market during 2018 compared to \$63.4 million in 2017. These loans were originated and funded by the Bank for sale in the secondary market. Of the total originations for 2018, \$13.5 million paid off existing loans in the Bank's portfolio. Originating mortgage loans for sale in the secondary market allows the Bank to better manage its interest rate risk, while offering a full line of mortgage products to prospective customers. Gross loans attributable to the Peoples locations increased from \$63.1 million at December 31, 2017 to \$67.0 million at December 31, 2018, as management has increased lending in this new market while also working to improve asset quality for the acquired portfolio.

Securities available for sale, at fair value, consisting primarily of U.S. agency mortgage-backed securities and collateralized mortgage obligations, U.S. agency notes and bonds, and municipal obligations, decreased from \$271.2 million at December 31, 2017 to \$261.8 million at December 31, 2018. Purchases of securities available for sale totaled \$37.4 million in 2018. These purchases were more than offset by principal repayments of \$25.3 million, maturities of \$3.3 million and sales of \$14.3 million in 2018. The Bank invests excess cash in securities that provide safety, liquidity and yield. Accordingly, we purchase mortgage-backed securities to provide cash flow for loan demand and deposit changes, we purchase federal agency notes for short-term yield and low risk, and municipals are purchased to improve our tax equivalent yield focusing on longer term profitability.

Cash and cash equivalents increased from \$25.9 million at December 31, 2017 to \$41.1 million at December 31, 2018. The increase is due primarily to excess funds generated from deposits late in 2018 invested in federal funds sold at year end.

Foreclosed real estate decreased from \$4.0 million at December 31, 2017 to \$3.1 million at December 31, 2018. At December 31, 2018, foreclosed real estate includes \$3.1 million acquired in the Peoples acquisition compared to \$3.8 million at December 31, 2017.

Total deposits increased \$37.0 million from \$664.6 million at December 31, 2017 to \$701.6 million at December 31, 2018. During 2018, interest-bearing demand deposit accounts, noninterest-bearing demand deposit accounts and savings accounts increased \$20.4 million, \$13.4 million and \$6.9 million, respectively, while time deposits decreased \$4.7 million. This continues a trend of decreasing certificate of deposit balances as some customers are unwilling to lock into long-term commitments while interest rates remain at their current low levels. Deposits attributable to the Peoples locations decreased from \$217.0 million at December 31, 2017 to \$211.8 million at December 31, 2018, primarily due to a \$3.6 million decrease in savings account deposits.

Federal Home Loan Bank borrowings decreased \$10.0 million during 2018. No new advances were drawn during the year while principal payments on advances totaled \$10.0 million during 2018.

Total stockholders' equity attributable to the Company increased \$4.9 million from \$80.9 million at December 31, 2017 to \$85.8 million at December 31, 2018. This increase is primarily the result of retained net income of \$6.2 million, partially offset by a net unrealized loss on available for sale securities of \$1.4 million due to changes in the yield curve and long-term rate forecasts. As of December 31, 2018, the Company had repurchased 98,255 shares of the 240,467 shares authorized by the Board of Directors under the current stock repurchase program which was announced in August 2008 and 426,789 shares since the original repurchase program began in 2001.

Off-Balance-Sheet Arrangements

The Company is a party to financial instruments with off-balance-sheet risk including commitments to extend credit under existing lines of credit and commitments to originate loans. These instruments involve, to varying degrees, elements of credit and interest rate risk in excess of the amount recognized in the consolidated financial statements.

Off-balance-sheet financial instruments whose contract amounts represent credit and interest rate risk are summarized as follows:

	At December 31,	
	2018	2017
	(In thousands)	
Commitments to originate new loans	\$5,876	\$9,178
Undisbursed portion of construction loans	26,675	25,020
Unfunded commitments to extend credit under existing commercial and personal lines of credit	80,582	82,456
Standby letters of credit	1,295	1,246

The Company does not have any special purpose entities, derivative financial instruments or other forms of off-balance-sheet financing arrangements.

Commitments to originate new loans or to extend credit are agreements to lend to a customer as long as there is no violation of any condition established in the contract. Most equity line commitments are for a term of five to 10 years and commercial lines of credit are generally renewable on an annual basis. Commitments generally have fixed expiration dates or other termination clauses and may require payment of a fee. Since many of the commitments are expected to expire without being drawn upon, the total commitment amounts do not necessarily represent future cash requirements. The Company evaluates each customer's creditworthiness on a case-by-case basis. The amounts of collateral obtained, if deemed necessary by the Company upon extension of credit, are based on management's credit evaluation of the borrower.

Contractual Obligations

The following table summarizes information regarding the Company's contractual obligations as of December 31, 2018:

Payments due by period

	Total	Less than 1 Year	1 – 3 Years	3 – 5 Years	More than 5 Years
	(In thousands)				
Deposits	\$701,646	\$661,142	\$29,035	\$11,469	\$ 0
Operating lease obligations	201	78	123	0	0
Total contractual obligations	\$701,847	\$661,220	\$29,158	\$11,469	\$ 0

Liquidity and Capital Resources

Liquidity refers to the ability of a financial institution to generate sufficient cash flow to fund current loan demand, meet deposit withdrawals and pay operating expenses. The Bank's primary sources of funds are new deposits, proceeds from loan repayments and prepayments and proceeds from the maturity of securities. The Bank may also borrow from the FHLB. While loan repayments and maturities of securities are predictable sources of funds, deposit flows and mortgage prepayments are greatly influenced by market interest rates, general economic conditions and competition. At December 31, 2018, the Bank had cash and interest-bearing deposits with banks (including interest-bearing time deposits) of \$48.8 million and securities available for sale with a fair value of \$261.8 million. If the Bank requires funds beyond its ability to generate them internally, it has additional borrowing capacity with the FHLB, collateral eligible for repurchase agreements and unsecured federal funds purchased lines of credit with other financial institutions.

The Bank must maintain an adequate level of liquidity to ensure the availability of sufficient funds to support loan growth and deposit withdrawals, to satisfy financial commitments and to take advantage of investment opportunities. At December 31, 2018, the Bank had total commitments to extend credit of \$114.4 million. See Note 16 in the accompanying Notes to Consolidated Financial Statements. At December 31, 2018, the Bank had certificates of deposit scheduled to mature within one year of \$28.3 million. Historically, the Bank has been able to retain a significant amount of its deposits as they mature.

The Company is a separate legal entity from the Bank and must provide for its own liquidity. In addition to its operating expenses, the Company requires funds to pay any dividends to its shareholders and to repurchase any shares of its common stock. The Company's primary source of income is dividends received from the Bank and the Captive. The amount of dividends the Bank may declare and pay to the Company in any calendar year, without the receipt of prior approval from the banking regulators, cannot exceed net income for that year to date plus retained net income (as defined) for the preceding two calendar years. At December 31, 2018, the Company (on an unconsolidated basis) had liquid assets of \$2.8 million.

The Bank is required to maintain specific amounts of capital pursuant to regulations. As of December 31, 2018 the Bank was in compliance with all regulatory capital requirements which were effective as of such date with Tier 1 capital to average assets, Tier 1 capital to risk-weighted assets, common equity Tier 1 capital to risk-weighted assets and total risk-based capital to risk-weighted assets ratios of 9.6%, 13.9%, 13.9% and 14.6%, respectively. See Note 18 in the accompanying Notes to Consolidated Financial Statements.

Effect of Inflation and Changing Prices

The consolidated financial statements and related financial data presented in this report have been prepared in accordance with U.S. GAAP, which generally require the measurement of financial position and operating results in terms of historical dollars, without considering the changes in relative purchasing power of money over time due to inflation. The primary impact of inflation is reflected in increased operating costs. Unlike most industrial companies, virtually all the assets and liabilities of the financial institution are monetary in nature. As a result, interest rates generally have a more significant impact on the financial institution's performance than do general levels of inflation. Interest rates do not necessarily move in the same direction or to the same extent as the prices of goods and services.

Market Risk Analysis

Qualitative Aspects of Market Risk. Market risk is the risk that the estimated fair value of our assets and liabilities will decline as a result of changes in interest rates or financial market volatility, or that our net income will be significantly reduced by interest rate changes.

The Company's principal financial objective is to achieve long-term profitability while reducing its exposure to fluctuating market interest rates by operating within acceptable limits established for interest rate risk and maintaining adequate levels of funding and liquidity. The Company has sought to reduce the exposure of its earnings to changes in market interest rates by attempting to manage the mismatch between asset and liability maturities and interest rates. In order to reduce the exposure to interest rate fluctuations, the Company has developed strategies to manage its liquidity, shorten its effective maturities of certain interest-earning assets and decrease the interest rate sensitivity of its asset base. Management has sought to decrease the average maturity of its assets by emphasizing the origination of short-term commercial and consumer loans, all of which are retained by the Company for its portfolio. The Company relies on retail deposits as its primary source of funds. Management believes the use of retail deposits, compared to brokered deposits, reduces the effects of interest rate fluctuations because they generally represent a more stable source of funds.

Quantitative Aspects of Market Risk. The Company does not maintain a trading account for any class of financial instrument nor does the Company engage in hedging activities or purchase high-risk derivative instruments. Furthermore, the Company is not subject to foreign currency exchange rate risk or commodity price risk.

Potential cash flows, sales, or replacement value of many of our assets and liabilities, especially those that earn or pay interest, are sensitive to changes in the general level of interest rates. This interest rate risk arises primarily from our normal business activities of gathering deposits, extending loans and investing in investment securities. Many factors affect the Company's exposure to changes in interest rates, such as general economic and financial conditions, customer preferences, historical pricing relationships, and re-pricing characteristics of financial instruments. The Company's earnings can also be affected by the monetary and fiscal policies of the U.S. Government and its agencies, particularly the FRB.

An element in the Company's ongoing process is to measure and monitor interest rate risk using a Net Interest Income at Risk simulation to model the interest rate sensitivity of the balance sheet and to quantify the impact of changing interest rates on the Company. The model quantifies the effects of various possible interest rate scenarios on projected net interest income over a one-year horizon. The model assumes a semi-static balance sheet and measures the impact on net interest income relative to a base case scenario of hypothetical changes in interest rates over twelve months and provides no effect given to any steps that management might take to counter the effect of the interest rate movements. The scenarios include prepayment assumptions, changes in the level of interest rates, the shape of the yield curve, and spreads between market interest rates in order to capture the impact from re-pricing, yield curve, option, and basis risks.

Results of the Company's simulation modeling, which assumes an immediate and sustained parallel shift in market interest rates, project that the Company's net interest income could change as follows over a one-year horizon, relative to our base case scenario, based on December 31, 2018 and 2017 financial information.

Immediate Change in the Level of Interest Rates	At December 31, 2018		At December 31, 2017	
	One Year Horizon		One Year Horizon	
	Dollar Change	Percent Change	Dollar Change	Percent Change
	(Dollars in thousands)			
300bp	\$ 790	2.91 %	\$(160)	(0.62)%
200bp	318	1.17	(221)	(0.85)
100bp	176	0.65	(96)	(0.37)
Static	-	-	-	-
(100)bp	876	3.23	(584)	(2.25)

At December 31, 2018, the Company's simulated exposure to an increase in interest rates shows that an immediate and sustained decrease in rates of 1.00% would increase the Company's net interest income by \$876,000, or 3.23%, over a one year horizon compared to a flat interest rate scenario. Furthermore, a rate increase of 1.00%, 2.00% or 3.00% would cause net interest income to increase by 0.65%, 1.17% and 2.91%, respectively, over a one year horizon compared to a flat interest rate scenario.

The Company also has longer term interest rate risk exposure, which may not be appropriately measured by Net Interest Income at Risk modeling. Therefore, the Company also uses an Economic Value of Equity ("EVE") interest rate sensitivity analysis in order to evaluate the impact of its interest rate risk on earnings and capital. This is measured by computing the changes in net EVE for its cash flows from assets, liabilities and off-balance sheet items in the event of a range of assumed changes in market interest rates. EVE modeling involves discounting present values of all cash flows for on and off balance sheet items under different interest rate scenarios and provides no effect given to any steps that management might take to counter the effect of the interest rate movements. The discounted present value of all cash flows represents the Company's EVE and is equal to the market value of assets minus the market value of liabilities, with adjustments made for off-balance sheet items. The amount of base case EVE and its sensitivity to shifts in interest rates provide a measure of the longer term re-pricing and option risk in the balance sheet.

Results of the Company's simulation modeling, which assumes an immediate and sustained parallel shift in market interest rates, project that the Company's EVE could change as follows, relative to the Company's base case scenario, based on December 31, 2018 and 2017 financial information.

At December 31, 2018						
Immediate Change in the Level of Interest Rates	Economic Value of Equity			Economic Value of Equity as a Percent of Present Value of Assets		
	Dollar	Dollar	Percent	EVE Ratio	Change	
	Amount	Change	Change			
	(Dollars in thousands)					
300bp	\$ 106,468	\$3,885	3.79 %	14.67 %	142bp	
200bp	106,176	3,593	3.50	14.31	106bp	
100bp	104,978	2,395	2.33	13.85	60 bp	
Static	102,583	-	-	13.25	- bp	
(100)bp	102,230	(353)	(0.34)	12.95	(30)bp	

At December 31, 2017						
Immediate Change in the Level	Economic Value of Equity			Economic Value of Equity as a Percent of Present Value of		
	Dollar	Dollar	Percent			

of Interest Rates	Amount	Change	Change	Assets EVE Ratio	Change
(Dollars in thousands)					
300bp	\$ 105,691	\$(2,354)	(2.18)%	15.11%	75 bp
200bp	107,347	(698)	(0.65)	14.98	62 bp
100bp	108,056	11	0.01	14.71	35 bp
Static	108,045	-	-	14.36	- bp
(100)bp	103,675	(4,370)	(4.05)	13.44	(92)bp

The previous table indicates that at December 31, 2018, the Company would expect a decrease in its EVE in the event of a sudden and sustained 100 basis point decrease in prevailing interest rates. Conversely, the Company would expect an increase in its EVE in the event of a sudden and sustained 100, 200 or 300 basis point increase in prevailing interest rates.

The models are driven by expected behavior in various interest rate scenarios and many factors besides market interest rates affect the Company's net interest income and EVE. For this reason, the Company models many different combinations of interest rates and balance sheet assumptions to understand its overall sensitivity to market interest rate changes. Therefore, as with any method of measuring interest rate risk, certain shortcomings are inherent in the method of analysis presented in the foregoing tables and it is recognized that the model outputs are not guarantees of actual results. For example, although certain assets and liabilities may have similar maturities or periods to repricing, they may react in different degrees to changes in market interest rates. Also, the interest rates on certain types of assets and liabilities may fluctuate in advance of changes in market interest rates, while interest rates on other types may lag behind changes in market rates. Additionally, certain assets, such as adjustable-rate mortgage loans, have features that restrict changes in interest rates on a short-term basis and over the life of the asset. Further, in the event of a change in interest rates, expected rates of prepayments on loans and early withdrawals from certificates of deposit could deviate significantly from those assumed in the modeling scenarios.

Impact of Recent Accounting Pronouncements

For a discussion of the impact of recent accounting pronouncements, see Note 1 of the accompanying Notes to Consolidated Financial Statements.

ITEM 7A. QUANTITATIVE AND QUALITATIVE DISCLOSURES ABOUT MARKET RISK

The information required by this item is incorporated herein by reference to the section captioned "Item 7. *Management's Discussion and Analysis of Financial Condition and Results of Operations – Market Risk Analysis*" in this Annual Report on Form 10-K.

ITEM 8. FINANCIAL STATEMENTS AND SUPPLEMENTARY DATA

The financial statements required by this item are listed in Part IV, Item 15(a)(1) and are filed as part of this Annual Report on Form 10-K and incorporated herein by reference.

ITEM 9. CHANGES IN AND DISAGREEMENTS WITH ACCOUNTANTS ON ACCOUNTING AND FINANCIAL DISCLOSURE

None.

ITEM 9A.

CONTROLS AND PROCEDURES

Disclosure Controls and Procedures

The Company's management, including the Company's principal executive officer and principal financial officer, have evaluated the effectiveness of the Company's "disclosure controls and procedures," as such term is defined in Rule 13a-15(e) promulgated under the Securities Exchange Act of 1934, as amended (the "Exchange Act"). Based upon their evaluation, the principal executive officer and principal financial officer concluded that, as of the end of the period covered by this report, the Company's disclosure controls and procedures were effective for the purpose of ensuring that the information required to be disclosed in the reports that the Company files or submits under the Exchange Act with the Securities and Exchange Commission (the "SEC"): (1) is recorded, processed, summarized and reported within the time periods specified in the SEC's rules and forms, and (2) is accumulated and communicated to the Company's management, including its principal executive and principal financial officers, as appropriate to allow timely decisions regarding required disclosure.

Changes to Internal Control over Financial Reporting

There have been no changes in the Company's internal control over financial reporting during the quarter ended December 31, 2018 that have materially affected, or are reasonably likely to materially affect, the Company's internal control over financial reporting.

ITEM 9B.

OTHER INFORMATION

Not applicable.

PART III

ITEM 10. DIRECTORS, EXECUTIVE OFFICERS, AND CORPORATE GOVERNANCE

The information required in response to this item will be contained in the Company's Proxy Statement for the 2019 Annual Meeting of Shareholders and is incorporated herein by reference.

Executive Officers Who Are Not Directors

Name	Age ⁽¹⁾	Position
M. Chris Frederick	51	Senior Executive Vice President, Chief Financial Officer, Treasurer
Dennis L. Thomas	62	Executive Vice President- Lending
Jill Keinsley	51	Executive Vice President, Human Resources Director

(1) As of December 31, 2018.

Biographical Information

M. Chris Frederick has been affiliated with the Bank since June 1990 and has served in his present position since 2018. Prior to that time, Mr. Frederick served as Executive Vice President since 2013 and Chief Financial Officer and Treasurer since 1997.

Dennis L. Thomas has been affiliated with the Bank since January 2000. He was employed by Harrison County Bank from 1981 until its merger with the Bank and has served in his present position since 2018. Prior to that time, Mr. Thomas served as Senior Vice President – Lending.

Jill Keinsley has been affiliated with the Bank since August 2006 and has served in her present position since 2018. Prior to that time, Ms. Keinsley served as Senior Vice President and Human Resources Director since August 2006.

Code of Ethics

The Company maintains a Code of Ethics and Business Conduct that applies to all directors, officers and employees of the Company and its subsidiaries. The Code of Ethics and Business Conduct is posted on the Company's Internet website, www.firstharrison.com.

ITEM 11.

EXECUTIVE COMPENSATION

The information required in response to this item will be contained in the Company's Proxy Statement for the 2019 Annual Meeting of Shareholders and is incorporated herein by reference.

ITEM 12. SECURITY OWNERSHIP OF CERTAIN BENEFICIAL OWNERS AND MANAGEMENT AND RELATED STOCKHOLDER MATTERS

The information required in response to this item will be contained in the Company's Proxy Statement for the 2019 Annual Meeting of Shareholders to be filed within 120 days after December 31, 2018 and is incorporated herein by reference.

(a) Security Ownership of Certain Beneficial Owners.

The information required in response to this item will be contained in the Company's Proxy Statement for the 2019 Annual Meeting of Shareholders to be filed within 120 days after December 31, 2018 and is incorporated herein by reference.

(b) Security Ownership of Management

The information required in response to this item will be contained in the Company's Proxy Statement for the 2019 Annual Meeting of Shareholders to be filed within 120 days after December 31, 2018 and is incorporated herein by reference.

(c) Changes in Control

Management of the Company knows of no arrangements, including any pledge by any person of securities of the Company, the operation of which may at a subsequent date result in a change in control of the registrant.

(d) Equity Compensation Plan Information

See Part II, Item 5 for information about securities authorized for issuance under the Company's equity compensation plan.

**ITEM 13. CERTAIN RELATIONSHIPS AND RELATED TRANSACTIONS AND DIRECTORS
INDEPENDENCE**

The information required in response to this item will be contained in the Company's Proxy Statement for the 2019 Annual Meeting of Shareholders to be filed within 120 days after December 31, 2018 and is incorporated herein by reference.

ITEM 14. PRINCIPAL ACCOUNTING FEES AND SERVICES

The information required in response to this item will be contained in the Company's Proxy Statement for the 2019 Annual Meeting of Shareholders to be filed within 120 days after December 31, 2018 and is incorporated herein by reference.

PART IV

ITEM 15. EXHIBITS AND FINANCIAL STATEMENT SCHEDULES

(a)(1) Financial Statements.

The following consolidated financial statements of the Company and its subsidiaries are included in this Annual Report on Form 10-K:

	<u>Page</u> <u>Reference</u>
<u>Management's Report on Internal Controls over Financial Reporting</u>	<u>F- 1</u>
<u>Report of Independent Registered Public Accounting Firm</u>	<u>F- 2</u>
<u>Consolidated Balance Sheets at December 31, 2018 and 2017</u>	<u>F- 4</u>
<u>Consolidated Statements of Income for the years ended December 31, 2018, 2017 and 2016</u>	<u>F- 5</u>
<u>Consolidated Statements of Comprehensive Income for the years ended December 31, 2018, 2017 and 2016</u>	<u>F- 6</u>
<u>Consolidated Statements of Changes in Stockholders' Equity for the years ended December 31, 2018, 2017 and 2016</u>	<u>F- 7</u>
<u>Consolidated Statements of Cash Flows for the years ended December 31, 2018, 2017 and 2016</u>	<u>F- 8</u>
<u>Notes to Consolidated Financial Statements</u>	<u>F- 9</u>

Financial Statement Schedules. All financial statement schedules are omitted as the required information either (a)(2) is not required or applicable, or the required information is contained in the consolidated financial statements or related notes.

(a)(3)

Exhibits

	<u>3.1</u>	<u>Articles of Incorporation of First Capital, Inc. (1)</u>
	<u>3.2</u>	<u>Fifth Amended and Restated Bylaws of First Capital, Inc. (2)</u>
<u>10.1</u>		<u>*Change in Control Agreement between First Capital, Inc., First Harrison Bank and William W. Harrod (3)</u>
<u>10.2</u>		<u>* Change in Control Agreement between First Capital, Inc., First Harrison Bank and M. Chris Frederick (3)</u>
<u>10.3</u>		<u>* Change in Control Agreement between First Capital, Inc., First Harrison Bank and Dennis Thomas (3)</u>
<u>10.4</u>		<u>* Change in Control Agreement between First Capital, Inc., First Harrison Bank and Jill Keinsley (4)</u>
	<u>10.4</u>	<u>*First Capital, Inc. 2009 Equity Incentive Plan (5)</u>
<u>10.9</u>		<u>*Director Deferred Compensation Agreement between First Federal Savings & Loan Association and James Pendleton (6)</u>
<u>10.10</u>		<u>*Director Deferred Compensation Agreement between First Federal Savings & Loan Association and Gerald Uhl (6)</u>
<u>10.11</u>		<u>*Director Deferred Compensation Agreement between First Federal Savings & Loan Association and Mark Shireman (6)</u>
<u>11.0</u>		<u>Statement Re: Computation of Per Share Earnings (incorporated by reference to Item 8, “Financial Statements and Supplementary Data” of this Form 10-K)</u>
<u>21.0</u>		<u>Subsidiaries of the Registrant (incorporated by reference to Part I, “Business—Subsidiary Activities” of this Form 10-K)</u>
	<u>23.0</u>	<u>Consent of Monroe Shine and Co., Inc.</u>
	<u>31.1</u>	<u>Rule 13a-14(a)/15d-14(a) Certification of Chief Executive Officer</u>
	<u>31.2</u>	<u>Rule 13a-14(a)/15d-14(a) Certification of Chief Financial Officer</u>
	<u>32.0</u>	<u>Section 1350 Certification of Chief Executive Officer & Chief Financial Officer</u>
<u>101.0</u>		The following materials from the Company’s Annual Report on Form 10-K for the year ended December 31, 2018, formatted in XBRL (Extensible Business Reporting Language): (i) the Consolidated Balance Sheets, (ii) the Consolidated Statements of Income, (iii) the Consolidated Statement of Changes in Stockholders’ Equity, (iv) the Consolidated Statements of Cash Flows and (v) the Notes to the Consolidated Financial Statements.

* Management contract or compensatory plan, contract or arrangement.

- (1) Incorporated by reference to Exhibit 3.1 filed with the Registration Statement on Form SB-2 on September 16, 1998, and any amendments thereto, Registration No. 333-63515, as amended by that Amendment to Articles of Incorporation provided as Exhibit 3.1 to the Current Report on Form 8-K filed with the Securities and Exchange Commission on May 19, 2016.
- (2) Incorporated by reference to Exhibit 3.2 to the Current Report on Form 8-K filed with the Securities and Exchange Commission on June 18, 2013.
- (3) Incorporated by reference to Exhibits 10.1, 10.2 and 10.3, respectively, filed with the Annual Report on Form 10-K for the year ended December 31, 2014.
- (4) Incorporated by reference to Exhibit 10.3 of the Annual Report on Form 10-K for the year ended December 31, 2012.
- (5) Incorporated by reference to Appendix A to the Definitive Proxy Statement on Schedule 14A filed with the Securities and Exchange Commission on April 9, 2009.
- (6)

Incorporated by reference to Exhibits 10.9, 10.10 and 10.11, respectively, filed with the Annual Report on Form 10-K for the year ended December 31, 2008.

ITEM 16.

FORM 10-K SUMMARY

Not applicable.

Management's Report on Internal Control over Financial Reporting

The management of First Capital, Inc. ("the Company") is responsible for establishing and maintaining adequate internal control over financial reporting as defined in Rules 13a-15(f) and 15d-15(f) under the Securities Exchange Act of 1934. The Company's internal control over financial reporting is designed to provide reasonable assurance regarding the reliability of financial reporting and the preparation of financial statements for external purposes in accordance with generally accepted accounting principles. The Company's internal control over financial reporting includes those policies and procedures that: (i) pertain to the maintenance of records that, in reasonable detail, accurately and fairly reflect the transactions and dispositions of the assets of the Company; (ii) provide reasonable assurance that transactions are recorded as necessary to permit preparation of financial statements in accordance with generally accepted accounting principles, and that receipts and expenditures of the Company are being made only in accordance with authorizations of management and directors of the Company; and (iii) provide reasonable assurance regarding prevention or timely detection of unauthorized acquisition, use or disposition of the Company's assets that could have a material effect on the financial statements.

The system of internal control over financial reporting as it relates to the consolidated financial statements is evaluated for effectiveness by management. Because of its inherent limitations, internal control over financial reporting may not prevent or detect misstatements. Also, projections of any evaluation of effectiveness to future periods are subject to the risk that controls may become inadequate because of changes in conditions, or that the degree of compliance with the policies or procedures may deteriorate.

Management assessed the Company's system of internal control over financial reporting as of December 31, 2018, in relation to criteria for effective internal control over financial reporting as described in the *Internal Control Integrated Framework (2013)*, issued by the Committee of Sponsoring Organizations of the Treadway Commission ("COSO"). Based on this assessment, management concluded that, as of December 31, 2018, its system of internal control over financial reporting is effective and meets the criteria of the *Internal Control Integrated Framework (2013)* issued by COSO.

Monroe Shine & Co., Inc., independent registered public accounting firm, has issued an audit report dated March 13, 2019 on the Company's internal control over financial reporting.

/s/ William W. Harrod

/s/ Michael C.
Frederick

William W. Harrod

President and Chief Executive Officer

Michael C.
Frederick
Senior Executive
Vice President,
Chief Financial
Officer and
Treasurer

March 13, 2019

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Report of Independent Registered Public Accounting Firm

To the Shareholders and Board of Directors of

First Capital, Inc.

Corydon, Indiana

Opinions on the Financial Statements and Internal Control over Financial Reporting

We have audited the accompanying consolidated balance sheets of **First Capital, Inc.** (the “Company”) as of December 31, 2018 and 2017, and the related consolidated statements of income, comprehensive income, changes in stockholders' equity, and cash flows for each of the years in the three-year period ended December 31, 2018, and the related notes (collectively referred to as the “financial statements”). We also have audited the Company’s internal control over financial reporting as of December 31, 2018, based on criteria established in *Internal Control – Integrated Framework (2013)* issued by the Committee of Sponsoring Organizations of the Treadway Commission (“COSO”).

In our opinion, the consolidated financial statements referred to above present fairly, in all material respects, the financial position of the Company as of December 31, 2018 and 2017, and the results of its operations and its cash flows for each of the years in the three-year period ended December 31, 2018, in conformity with accounting principles generally accepted in the United States of America. Also in our opinion, the Company maintained, in all material respects, effective internal control over financial reporting as of December 31, 2018, based on criteria established in *Internal Control – Integrated Framework (2013)* issued by COSO.

Basis for Opinion

The Company's management is responsible for these consolidated financial statements, for maintaining effective internal control over financial reporting, and for its assessment of the effectiveness of internal control over financial reporting included in the accompanying Management’s Report on Internal Control over Financial Reporting. Our responsibility is to express an opinion on the Company’s consolidated financial statements and an opinion on the Company’s internal control over financial reporting based on our audits. We are a public accounting firm registered

with the Public Company Accounting Oversight Board (United States) (“PCAOB”) and are required to be independent with respect to the Company in accordance with the U.S. federal securities laws and the applicable rules and regulations of the Securities and Exchange Commission and the PCAOB.

We conducted our audits in accordance with the standards of the PCAOB. Those standards require that we plan and perform the audits to obtain reasonable assurance about whether the consolidated financial statements are free of material misstatement, whether due to error or fraud, and whether effective internal control over financial reporting was maintained in all material respects.

Our audits of the consolidated financial statements included performing procedures to assess the risks of material misstatement of the consolidated financial statements, whether due to error or fraud, and performing procedures that respond to those risks. Such procedures included examining, on a test basis, evidence regarding the amounts and disclosures in the consolidated financial statements. Our audits also included evaluating the accounting principles used and significant estimates made by management, as well as evaluating the overall presentation of the consolidated financial statements. Our audit of internal control over financial reporting included obtaining an understanding of internal control over financial reporting, assessing the risk that a material weakness exists, and testing and evaluating the design and operating effectiveness of internal control based on the assessed risk. Our audits also included performing such other procedures as we considered necessary in the circumstances. We believe that our audits provide a reasonable basis for our opinions.

Definition and Limitations of Internal Control over Financial Reporting

A company's internal control over financial reporting is a process designed to provide reasonable assurance regarding the reliability of financial reporting and the preparation of financial statements for external purposes in accordance with generally accepted accounting principles. A company's internal control over financial reporting 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 company; (2) provide reasonable assurance that transactions are recorded as necessary to permit preparation of financial statements in accordance with generally accepted accounting principles, and that receipts and expenditures of the company are being made only in accordance with authorizations of management and directors of the company; and (3) provide reasonable assurance regarding prevention or timely detection of unauthorized acquisition, use, or disposition of the company's assets that could have a material effect on the financial statements.

Because of its inherent limitations, internal control over financial reporting may not prevent or detect misstatements. Also, projections of any evaluation of effectiveness to future periods are subject to the risk that controls may become inadequate because of changes in conditions, or that the degree of compliance with the policies or procedures may deteriorate.

We have served as the Company's, or its predecessors', auditor consecutively since at least 1968.

New Albany, Indiana

March 13, 2019

FIRST CAPITAL, INC.

CONSOLIDATED BALANCE SHEETS

DECEMBER 31, 2018 AND 2017

(In thousands, except share and per share data)	2018	2017
ASSETS		
Cash and due from banks	\$17,394	\$19,478
Interest-bearing deposits with banks	1,717	730
Federal funds sold	22,001	5,707
Total cash and cash equivalents	41,112	25,915
Interest-bearing time deposits	7,710	9,258
Securities available for sale, at fair value	261,841	271,172
Securities-held to maturity	—	1
Loans, net	434,260	409,618
Loans held for sale	2,849	2,630
Federal Home Loan Bank and other restricted stock, at cost	1,988	1,979
Foreclosed real estate	3,142	3,971
Premises and equipment	14,364	15,031
Accrued interest receivable	2,828	2,694
Cash value of life insurance	8,059	7,279
Goodwill	6,472	6,472
Core deposit intangible	966	1,112
Other assets	8,571	1,824
Total Assets	\$794,162	\$758,956
LIABILITIES		
Deposits:		
Noninterest-bearing	\$143,249	\$129,828
Interest-bearing	558,397	534,734
Total deposits	701,646	664,562
Advances from Federal Home Loan Bank	—	10,000
Accrued interest payable	150	107
Accrued expenses and other liabilities	6,410	3,237
Total liabilities	708,206	677,906
Commitments and Contingencies		
EQUITY		
Preferred stock of \$.01 par value per share Authorized 1,000,000 shares; none issued	—	—
	38	38

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Common stock of \$.01 par value per share Authorized 7,500,000 shares; issued 3,781,533 shares (3,762,933 shares in 2017); outstanding 3,354,744 shares (3,336,964 shares in 2017)		
Additional paid-in capital	40,215	39,515
Retained earnings-substantially restricted	58,137	51,972
Unearned stock compensation	(720)	(212)
Accumulated other comprehensive loss	(3,477)	(2,060)
Less treasury stock, at cost - 426,789 shares (425,969 shares in 2017)	(8,349)	(8,315)
Total First Capital, Inc. stockholders' equity	85,844	80,938
Noncontrolling interest in subsidiary	112	112
Total equity	85,956	81,050
Total Liabilities and Equity	\$794,162	\$758,956

See notes to consolidated financial statements.

FIRST CAPITAL, INC.

CONSOLIDATED STATEMENTS OF INCOME

YEARS ENDED DECEMBER 31, 2018, 2017 AND 2016

(In thousands, except per share data)	2018	2017	2016
INTEREST INCOME			
Loans, including fees	\$ 22,818	\$ 20,700	\$ 20,078
Securities:			
Taxable	3,756	3,835	3,264
Tax-exempt	1,455	1,437	1,163
Dividends	97	78	67
Other interest income	760	372	522
Total interest income	28,886	26,422	25,094
INTEREST EXPENSE			
Deposits	1,590	1,374	1,763
Advances from Federal Home Loan Bank	21	18	—
Total interest expense	1,611	1,392	1,763
Net interest income	27,275	25,030	23,331
Provision for loan losses	1,168	915	645
Net interest income after provision for loan losses	26,107	24,115	22,686
NONINTEREST INCOME			
Service charges and fees on deposit accounts	2,177	2,098	1,764
ATM and debit card fees	2,564	2,329	2,197
Commission and fee income	386	416	384
Gain (loss) on sale of available for sale securities	(95)	54	176
Gain on sale of loans	1,100	1,385	1,179
Unrealized loss on equity securities	(207)	—	—
Impairment loss on tax credit investment	(270)	—	—
Increase in cash value of life insurance	227	197	184
Other income	286	219	285
Total noninterest income	6,168	6,698	6,169
NONINTEREST EXPENSE			
Compensation and benefits	11,749	11,215	10,498
Occupancy and equipment	1,660	1,543	1,640
Data processing	3,078	2,727	2,441
Professional fees	791	675	830
Advertising	333	334	313
Net loss on foreclosed real estate	476	316	144

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Other expenses	3,528	3,448	3,589
Total noninterest expense	21,615	20,258	19,455
Income before income taxes	10,660	10,555	9,400
Income tax expense	1,394	3,103	2,523
Net Income	9,266	7,452	6,877
Less net income attributable to the noncontrolling interest in subsidiary	13	13	13
Net Income Attributable to First Capital, Inc.	\$9,253	\$7,439	\$6,864
Earnings per common share attributable to First Capital, Inc.:			
Basic	\$2.78	\$2.24	\$2.05
Diluted	\$2.77	\$2.23	\$2.05
Dividends per share on common shares	\$0.92	\$0.86	\$0.84

See notes to consolidated financial statements.

FIRST CAPITAL, INC.

CONSOLIDATED STATEMENTS OF COMPREHENSIVE INCOME

YEARS ENDED DECEMBER 31, 2018, 2017 AND 2016

(In thousands)	2018	2017	2016
Net Income	\$9,266	\$7,452	\$6,877
OTHER COMPREHENSIVE INCOME (LOSS)			
Unrealized gains (losses) on securities available for sale:			
Unrealized holding gains (losses) arising during the period	(1,943)	913	(4,354)
Income tax (expense) benefit	454	(308)	1,696
Net of tax amount	(1,489)	605	(2,658)
Less: reclassification adjustment for realized (gains) losses included in net income	95	(54)	(176)
Income tax expense (benefit)	(23)	18	60
Net of tax amount	72	(36)	(116)
Other Comprehensive Income (Loss), net of tax	(1,417)	569	(2,774)
Total Comprehensive Income	7,849	8,021	4,103
Less: comprehensive income attributable to the noncontrolling interest in subsidiary	13	13	13
Comprehensive Income Attributable to First Capital, Inc.	\$7,836	\$8,008	\$4,090

See notes to consolidated financial statements.

FIRST CAPITAL, INC.

CONSOLIDATED STATEMENTS OF CHANGES IN STOCKHOLDERS' EQUITY

YEARS ENDED DECEMBER 31, 2018, 2017 AND 2016

<i>(In thousands, except share data)</i>	Common Stock	Additional Paid-in Capital	Retained Earnings	Accumulated Other Comprehensive Income (Loss)	Unearned Stock Compensation	Treasury Stock	Noncontrolling Interest	Total
Balances at January 1, 2016	\$ 38	\$39,515	\$42,991	\$ 497	\$ (382)	\$(8,263)	\$ 112	\$74,508
Net income	—	—	6,864	—	—	—	13	6,877
Other comprehensive loss	—	—	—	(2,774)	—	—	—	(2,774)
Cash dividends	—	—	(2,804)	—	—	—	(13)	(2,817)
Stock compensation expense	—	—	—	—	82	—	—	82
Purchase of 1,051 treasury shares	—	—	—	—	—	(34)	—	(34)
Balances at December 31, 2016	38	39,515	47,051	(2,277)	(300)	(8,297)	112	75,842
Net income	—	—	7,439	—	—	—	13	7,452
Other comprehensive income	—	—	—	569	—	—	—	569
Reclassification from AOCI to retained earnings for change in federal tax rate	—	—	352	(352)	—	—	—	—
Cash dividends	—	—	(2,870)	—	—	—	(13)	(2,883)
Stock compensation expense	—	—	—	—	88	—	—	88
Purchase of 588 treasury shares	—	—	—	—	—	(18)	—	(18)
Balances at December 31, 2017	38	39,515	51,972	(2,060)	(212)	(8,315)	112	81,050
Net income	—	—	9,253	—	—	—	13	9,266
Other comprehensive loss	—	—	—	(1,417)	—	—	—	(1,417)
Cash dividends	—	—	(3,088)	—	—	—	(13)	(3,101)
Restricted stock grants, net of forfeitures	—	700	—	—	(700)	—	—	—
Stock compensation expense	—	—	—	—	192	—	—	192

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Purchase of 820 treasury shares	—	—	—	—	—	(34)	—	(34)
Balances at December 31, 2018	\$ 38	\$40,215	\$58,137	\$ (3,477)	\$ (720)	\$ (8,349)	\$ 112	\$85,956

See notes to consolidated financial statements.

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FIRST CAPITAL, INC.

CONSOLIDATED STATEMENTS OF CASH FLOWS

YEARS ENDED DECEMBER 31, 2018, 2017 AND 2016

(In thousands)	2018	2017	2016
CASH FLOWS FROM OPERATING ACTIVITIES			
Net income	\$9,266	\$7,452	\$6,877
Adjustments to reconcile net income to net cash and cash equivalents provided by operating activities:			
Amortization of premium and accretion of discount on securities, net	1,689	1,731	1,268
Depreciation and amortization expense	1,215	1,226	1,187
Deferred income taxes	(395)	348	220
Stock compensation expense	192	88	82
Increase in cash value of life insurance	(227)	(197)	(184)
Gain on life insurance	(94)	(18)	—
(Gain) loss on sale of available for sale securities	95	(54)	(176)
Provision for loan losses	1,168	915	645
Proceeds from sale of loans	55,189	66,674	51,343
Loans originated for sale	(54,308)	(63,412)	(51,590)
Gain on sale of loans	(1,100)	(1,385)	(1,179)
Amortization of tax credit investment	329	—	—
Impairment loss on tax credit investment	270	—	—
Unrealized loss on equity securities	207	—	—
Net realized and unrealized loss on foreclosed real estate	442	260	50
Net (gain) loss on sale of premises and equipment	—	(1)	11
Net gain on sale of cost method equity investment	—	—	(145)
Increase in accrued interest receivable	(134)	(331)	(119)
Increase (decrease) in accrued interest payable	43	(26)	(34)
Net change in other assets/liabilities	(499)	149	(16)
Net Cash Provided By Operating Activities	13,348	13,419	8,240
CASH FLOWS FROM INVESTING ACTIVITIES			
Net decrease in interest-bearing time deposits	1,548	5,477	1,920
Purchase of securities available for sale	(37,350)	(48,890)	(184,752)
Proceeds from maturities of securities available for sale	3,325	5,515	85,806
Proceeds from sales of securities available for sale	14,345	1,644	4,583
Principal collected on mortgage-backed obligations	25,338	25,559	19,765
Investment in cash value of life insurance	(1,000)	—	—
Net increase in loans receivable	(25,906)	(29,946)	(23,689)
Investment in tax credit entities	(1,095)	—	—
Purchase of Federal Home Loan Bank stock	(9)	(329)	—
Proceeds from sale of foreclosed real estate	483	1,010	1,222
Purchase of premises and equipment	(402)	(1,269)	(1,992)

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Proceeds from sale of premises and equipment	–	1	36
Proceeds from sale of cost method equity investment	–	–	856
Purchase of equity investment	(1,922)	–	–
Proceeds from settlement of bank-owned life insurance policies	545	804	–
Net Cash Used In Investing Activities	(22,100)	(40,424)	(96,245)

CASH FLOWS FROM FINANCING ACTIVITIES

Net increase (decrease) in deposits	37,084	(88)	27,473
Net increase (decrease) in advances from Federal Home Loan Bank	(10,000)	10,000	–
Purchase of treasury stock	(34)	(18)	(34)
Dividends paid	(3,101)	(2,883)	(2,817)
Net Cash Provided By Financing Activities	23,949	7,011	24,622

Net Increase (Decrease) in Cash and Cash Equivalents	15,197	(19,994)	(63,383)
Cash and cash equivalents at beginning of year	25,915	45,909	109,292
Cash and Cash Equivalents at End of Year	\$41,112	\$25,915	\$45,909

See notes to consolidated financial statements.

FIRST CAPITAL, INC.

NOTES TO CONSOLIDATED FINANCIAL STATEMENTS

(1) SUMMARY OF SIGNIFICANT ACCOUNTING POLICIES

Nature of Operations

First Capital, Inc. (the “Company”) is the financial holding company of First Harrison Bank (the “Bank”), a wholly-owned subsidiary. The Bank is an Indiana chartered commercial bank which provides a variety of banking services to individuals and business customers through 18 locations in Indiana and Kentucky. The Bank’s primary source of revenue is real estate mortgage loans. The Bank originates mortgage loans for sale in the secondary market and also sells non-deposit investment products through a financial services division. First Harrison Investments, Inc. and First Harrison Holdings, Inc. are wholly-owned Nevada corporate subsidiaries of the Bank that jointly own First Harrison, LLC, a Nevada limited liability company that holds and manages an investment securities portfolio. First Harrison REIT, Inc. is a wholly-owned subsidiary of First Harrison Holdings, Inc. which holds a portion of the Bank’s real estate mortgage loan portfolio. Heritage Hill, LLC is a wholly-owned subsidiary of the Bank that holds and operates certain foreclosed real estate properties. FHB Risk Mitigation Services, Inc. (the “Captive”) is a wholly-owned insurance subsidiary of the Company that provides property and casualty insurance coverage to the Company, the Bank and the Bank’s subsidiaries, and reinsurance to eight other third party insurance captives, for which insurance may not be currently available or economically feasible in the insurance marketplace.

On September 20, 2017, the Bank filed applications with the Indiana Department of Financial Institutions (“IDFI”) and the Federal Deposit Insurance Corporation (“FDIC”) to convert from a federal savings association into an Indiana chartered commercial bank (the “Conversion”). The Conversion has been completed and, as of June 30, 2018, the IDFI is the Bank’s primary regulator and the FDIC is the Bank’s primary federal regulator. The Conversion did not affect the Bank’s clients in any way and did not affect FDIC deposit insurance on eligible accounts.

Additionally, in connection with the Conversion, the Company filed an application with the Federal Reserve Bank of St. Louis to change from a savings and loan holding company to a financial holding company. This change occurred simultaneously with the Conversion discussed above.

Basis of Consolidation and Reclassifications

The consolidated financial statements include the accounts of the Company and its subsidiaries and have been prepared in accordance with generally accepted accounting principles in the United States of America and conform to general practices in the banking industry. Intercompany balances and transactions have been eliminated. Certain prior year amounts have been reclassified to conform to the current year presentation. The reclassifications had no effect on net income or stockholders' equity.

Statements of Cash Flows

For purposes of the statements of cash flows, the Company has defined cash and cash equivalents as cash on hand, amounts due from banks (including cash items in process of clearing), interest-bearing deposits with other banks with an original maturity of 90 days or less, money market funds and federal funds sold.

Use of Estimates

The preparation of financial statements in conformity with generally accepted accounting principles in the United States of America requires management to make estimates and assumptions that affect the reported amounts of assets and liabilities and disclosure of contingent assets and liabilities at the date of the financial statements and the reported amounts of revenues and expenses during the reporting period. Actual results could differ from those estimates.