

# **Huron Community Financial Services, Inc.**

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## **Consolidated Financial Report December 31, 2013**

# Huron Community Financial Services, Inc.

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## Independent Auditor's Report

To the Board of Directors  
Huron Community Financial Services, Inc.

We have audited the accompanying consolidated financial statements of Huron Community Financial Services, Inc. (the "Corporation"), which comprise the consolidated balance sheet as of December 31, 2013 and 2012 and the related consolidated statements of operations and comprehensive income, stockholders' equity, and cash flows for the years then ended, and the related notes to the consolidated financial statements.

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

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

### **Auditor's Responsibility**

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

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

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

### **Opinion**

In our opinion, the consolidated financial statements referred to above present fairly, in all material respects, the financial position of Huron Community Financial Services, Inc. as of December 31, 2013 and 2012 and the results of its operations and its cash flows for the years then ended in accordance with accounting principles generally accepted in the United States of America.

A handwritten signature in black ink that reads "Plante & Moran, PLLC".

February 25, 2014

# Huron Community Financial Services, Inc.

## Consolidated Balance Sheet (000s omitted, except per share data)

	December 31, 2013	December 31, 2012
<b>Assets</b>		
Cash and due from banks	\$ 2,623	\$ 2,884
Federal funds sold	11,580	3,893
Total cash and cash equivalents	14,203	6,777
Investment securities - Available for sale (Note 2)	36,279	38,010
Other securities (Note 2)	1,312	1,282
Loans - Net of allowance for loan losses of \$2,020 and \$2,074 in 2013 and 2012, respectively (Note 3)	123,499	128,330
Foreclosed assets	1,886	3,103
Premises and equipment (Note 5)	3,073	3,185
Goodwill	405	405
Accrued interest receivable	412	458
Other assets (Notes 4 and 9)	6,854	6,238
Total assets	<b>\$ 187,923</b>	<b>\$ 187,788</b>
<b>Liabilities and Stockholders' Equity</b>		
<b>Liabilities</b>		
Deposits:		
Noninterest-bearing	\$ 30,662	\$ 27,966
Interest-bearing (Note 6)	124,903	122,792
Total deposits	155,565	150,758
Short-term borrowings (Note 7)	6,586	7,300
Federal Home Loan Bank advances (Note 8)	3,000	5,000
Accrued and other liabilities	345	443
Total liabilities	165,496	163,501
<b>Stockholders' Equity</b>		
Common stock - \$1 par value:		
Authorized - 1,000,000 shares		
Issued and outstanding - 555,969 shares and 583,314 shares at December 31, 2013 and 2012, respectively	556	583
Additional paid-in capital	17,669	18,994
Undivided profits	4,198	4,178
Accumulated other comprehensive income	4	532
Total stockholders' equity	22,427	24,287
Total liabilities and stockholders' equity	<b>\$ 187,923</b>	<b>\$ 187,788</b>

# Huron Community Financial Services, Inc.

## Consolidated Statement of Operations and Comprehensive Income (000s omitted, except per share data)

	Year Ended	
	December 31, 2013	December 31, 2012
<b>Interest Income</b>		
Loans - Including fees	\$ 6,924	\$ 7,547
Investment securities:		
Taxable	330	359
Tax-exempt	183	203
Other	80	66
Total interest income	7,517	8,175
<b>Interest Expense</b>		
Deposits	547	694
Interest on FHLB advances	25	88
Interest on short-term borrowings	8	8
Total interest expense	580	790
<b>Net Interest Income</b>	6,937	7,385
<b>Provision for Loan Losses</b> (Note 3)	820	690
<b>Net Interest Income After Provision for Loan Losses</b>	6,117	6,695
<b>Other Operating Income</b>		
Service charges - Deposits	475	490
Gain on sale of loans	317	393
Gain on sale of securities	17	2
Loan servicing income - Net	367	402
Other	347	348
Total other operating income	1,523	1,635
<b>Other Operating Expenses</b>		
Salaries and employee benefits	3,056	3,090
FDIC assessment	162	109
Occupancy expense	504	491
Service fees	466	443
Depreciation expense	365	322
Other	2,137	1,814
Total other operating expenses	6,690	6,269
<b>Income - Before income taxes</b>	950	2,061
<b>Provision for Income Taxes</b> (Note 9)	300	513
<b>Net Income</b>	650	1,548
<b>Other Comprehensive Income - Net of tax</b>		
Unrealized (loss) gain on investment securities - Available for sale	(517)	188
Reclassification adjustment for gains realized in earnings	(11)	(2)
Total other comprehensive (loss) income	(528)	186
<b>Total Comprehensive Income</b>	<b>\$ 122</b>	<b>\$ 1,734</b>
<b>Earnings per Share</b>		
Basic earnings per common share	\$ 1.12	\$ 2.63
Diluted earnings per common share	1.11	2.61

# Huron Community Financial Services, Inc.

## Consolidated Statement of Stockholders' Equity (000s omitted, except per share data)

	Common Stock	Additional Paid-in Capital	Undivided Profits	Accumulated Other Comprehensive Income	Total Stockholders' Equity
<b>Balance</b> - January 1, 2012	\$ 586	\$ 19,182	\$ 3,306	\$ 346	\$ 23,420
Net income	-	-	1,548	-	1,548
Other comprehensive income	-	-	-	186	186
Sale of common stock (27,888 shares - Net of stock issuance costs)	28	1,203	-	-	1,231
Purchase of common stock (30,603 shares)	(31)	(1,403)	-	-	(1,434)
Stock-based compensation	-	12	-	-	12
Dividends declared \$1.15 per share	-	-	(676)	-	(676)
<b>Balance</b> - December 31, 2012	583	18,994	4,178	532	24,287
Net income	-	-	650	-	650
Other comprehensive loss	-	-	-	(528)	(528)
Sale of common stock (15,723 shares - Net of stock issuance costs)	16	678	-	-	694
Purchase of common stock (43,068 shares)	(43)	(2,015)	-	-	(2,058)
Stock-based compensation	-	12	-	-	12
Dividends declared \$1.09 per common share	-	-	(630)	-	(630)
<b>Balance</b> - December 31, 2013	<b>\$ 556</b>	<b>\$ 17,669</b>	<b>\$ 4,198</b>	<b>\$ 4</b>	<b>\$ 22,427</b>

# Huron Community Financial Services, Inc.

## Consolidated Statement of Cash Flows (000s omitted, except per share data)

	Year Ended	
	December 31, 2013	December 31, 2012
<b>Cash Flows from Operating Activities</b>		
Net income	\$ 650	\$ 1,548
Adjustments to reconcile net income to net cash from operating activities:		
Depreciation and amortization	518	512
Net gain on sale of mortgage loans	(317)	(393)
Proceeds from sale of mortgage loans	17,242	23,051
Origination cost of mortgages held for sale	(16,450)	(22,658)
Gain on sale of securities	(17)	(2)
Provision for loan losses	820	690
Amortization and accretion on securities	324	257
Deferred tax benefit	135	(142)
Stock-based compensation	12	12
Net change in:		
Accrued interest receivable	46	60
Other assets	585	(1,192)
Accrued expenses and other liabilities	(98)	201
Net cash provided by operating activities	3,450	1,944
<b>Cash Flows from Investing Activities</b>		
Net change in interest-bearing deposits in banks	(30)	(2,974)
Activity in available-for-sale securities:		
Sales	3,035	1,002
Maturities, prepayments, and calls	6,278	12,444
Purchases	(8,689)	(17,549)
Net decrease in loans	3,536	1,596
Capital expenditures	(253)	(530)
Net cash provided by (used in) investing activities	3,877	(6,011)
<b>Cash Flows from Financing Activities</b>		
Net increase in deposits	4,807	5,665
Net change in short-term borrowings	(714)	(319)
Payments on FHLB advances	(2,000)	-
Proceeds from sale of common stock	694	1,231
Purchases of common stock	(2,058)	(1,434)
Cash dividends paid on common stock	(630)	(676)
Net cash provided by financing activities	99	4,467
<b>Net Increase in Cash and Cash Equivalents</b>	7,426	400
<b>Cash and Cash Equivalents - Beginning of year</b>	6,777	6,377
<b>Cash and Cash Equivalents - End of year</b>	<b>\$ 14,203</b>	<b>\$ 6,777</b>
<b>Supplemental Cash Flow Information - Cash paid for</b>		
Interest	\$ 592	\$ 810
Income taxes	465	616
Loans transferred to other real estate	478	1,325

# Huron Community Financial Services, Inc.

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## Notes to Consolidated Financial Statements December 31, 2013 and 2012 (000s omitted, except per share data)

### Note 1 - Nature of Business and Significant Accounting Policies

**Basis of Presentation and Consolidation** - The consolidated financial statements include the accounts of Huron Community Financial Services, Inc. (the "Corporation") and its wholly owned subsidiary, Huron Community Bank (the "Bank"). All significant intercompany transactions and balances have been eliminated in consolidation. The 000s have been omitted in tabular columns.

**Nature of Operations** - The Bank operates in Iosco, Arenac, and southern Alcona counties in the state of Michigan. The Bank's revenue results primarily from providing real estate and commercial loans and, to a lesser extent, consumer loans. Its primary deposit products are savings and term certificate accounts.

**Use of Estimates** - In preparing consolidated financial statements in conformity with accounting principles generally accepted in the United States of America, management is required to make estimates and assumptions that affect the reported amounts of assets and liabilities as of the date of the consolidated balance sheet and reported amounts of revenue and expenses during the reporting period. Actual results could differ from those estimates. Material estimates that are particularly susceptible to significant change in the near term relate to the determination of the allowance for loan losses, the valuation of investment securities, mortgage servicing rights, foreclosed assets, and goodwill.

**Significant Group Concentrations of Credit Risk** - Most of the Corporation's activities are with customers located within the counties of Iosco, Arenac, and Alcona in Michigan. Note 2 discusses the types of securities in which the Corporation invests. Note 3 discusses the types of lending in which the Corporation engages. The Corporation does not have any significant concentrations to any one industry or customer.

**Cash and Cash Equivalents** - Cash and cash equivalents include cash on hand, amounts due from banks, and federal funds sold. Federal funds sold are generally sold for one-day periods.

**Securities** - Securities not classified as held to maturity or trading, including equity securities and deposits with other financial institutions with readily determinable fair values, are classified as "available for sale" and are recorded at fair value, with unrealized gains and losses excluded from earnings and reported in other comprehensive income. Restricted investment securities include Federal Reserve and Federal Home Loan Bank stock and are carried at cost.



# Huron Community Financial Services, Inc.

## Notes to Consolidated Financial Statements December 31, 2013 and 2012 (000s omitted, except per share data)

### Note 1 - Nature of Business and Significant Accounting Policies (Continued)

Purchase premiums and discounts are recognized in interest income using the interest method over the terms of the securities. Declines in the fair value of available-for-sale securities below their cost that are deemed to be other than temporary are reflected in earnings as realized losses. In estimating other-than-temporary impairment losses, management considers (1) the length of time and the extent to which the fair value has been less than cost, (2) the financial condition and near-term prospects of the issuer, and (3) the intent and ability of the Corporation to retain its investment in the issuer for a period of time sufficient to allow for any anticipated recovery in fair value. Gains and losses on the sale of securities are recorded on the trade date and are determined using the specific identification method.

**Loans** - The Corporation grants mortgage, commercial, and consumer loans to customers. A substantial portion of the loan portfolio is represented by mortgage loans throughout Michigan. The ability of the Corporation's debtors to honor their contracts is dependent upon the real estate and general economic conditions in this area.

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

The accrual of interest on loans is discontinued at the time the loan is 90 days delinquent unless the credit is well-secured and in process of collection. In all cases, loans are placed on nonaccrual or charged off at an earlier date if collection of principal or interest is considered doubtful.

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

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

# Huron Community Financial Services, Inc.

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## Notes to Consolidated Financial Statements

December 31, 2013 and 2012

(000s omitted, except per share data)

### Note 1 - Nature of Business and Significant Accounting Policies (Continued)

The allowance for loan losses is evaluated on a regular basis by management and is based upon management's periodic review of the collectibility of the loans in light of historical experience, the nature and volume of the loan portfolio, adverse situations that may affect the borrower's ability to repay, estimated value of any underlying collateral, and prevailing economic conditions. This evaluation is inherently subjective as it requires estimates that are susceptible to significant revision as more information becomes available.

The allowance consists of specific, general, and unallocated components. The specific component relates to loans that are classified as either doubtful, substandard, or special mention. For such loans that are also classified as impaired, an allowance is established when the discounted cash flows (or collateral value or observable market price) of the impaired loan are lower than the carrying value of that loan. The general component covers nonclassified loans and is based on historical loss experience adjusted for qualitative factors. An unallocated component is maintained to cover uncertainties that could affect management's estimate of probable losses. The unallocated component of the allowance reflects the margin of imprecision inherent in the underlying assumptions used in the methodologies for estimating specific and general losses in the portfolio.

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

# Huron Community Financial Services, Inc.

## Notes to Consolidated Financial Statements December 31, 2013 and 2012 (000s omitted, except per share data)

### Note 1 - Nature of Business and Significant Accounting Policies (Continued)

Troubled debt restructuring of loans is undertaken to improve the likelihood that the loan will be repaid in full under the modified terms in accordance with a reasonable repayment schedule. All modified loans are evaluated to determine whether the loans should be reported as a troubled debt restructuring (TDR). A loan is a TDR when the Corporation, for economic or legal reasons related to the borrower's financial difficulties, grants a concession to the borrower by modifying or renewing a loan that the Corporation would not otherwise consider. To make this determination, the Corporation must determine whether (a) the borrower is experiencing financial difficulties and (b) the Corporation granted the borrower a concession. This determination requires consideration of all of the facts and circumstances surrounding the modification. An overall general decline in the economy or some deterioration in a borrower's financial condition does not automatically mean the borrower is experiencing financial difficulties.

Large groups of homogeneous loans are collectively evaluated for impairment. Accordingly, the Corporation does not separately identify individual consumer and residential loans for impairment disclosures until a loss is imminent.

**Foreclosed Assets** - Assets acquired through, or in lieu of, loan foreclosure are held for sale and are initially recorded at fair value at the date of the foreclosure, establishing a new cost basis. Subsequent to foreclosure, valuations are periodically performed by management and the assets are carried at the lower of carrying amount or fair value less cost to sell. Revenue and expenses from operations and changes in the valuation allowance are included in net other operating expenses.

**Banking Premises and Equipment** - Land is carried at cost. Buildings and equipment are carried at cost, less accumulated depreciation computed on the straight-line method over the estimated useful lives of the assets.

**Goodwill** - Goodwill results from prior business acquisitions and represents the excess of the purchase price over the fair value of acquired tangible assets and liabilities and identifiable intangible assets. Goodwill is assessed at least annually for impairment, and any such impairment will be recognized in the period identified.

**Bank-owned Life Insurance** - The Bank has purchased life insurance policies on certain key officers. Bank-owned life insurance is recorded at its cash surrender value, or the amount that can be realized.

# Huron Community Financial Services, Inc.

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## Notes to Consolidated Financial Statements

December 31, 2013 and 2012

(000s omitted, except per share data)

### Note 1 - Nature of Business and Significant Accounting Policies (Continued)

**Short-term Borrowings** - Short-term borrowings consist of repurchase agreements. Substantially all repurchase agreement liabilities represent amounts advanced by various customers. Securities are pledged to cover these liabilities, which are not covered by federal deposit insurance.

**Off-balance-sheet Instruments** - In the ordinary course of business, the Corporation has entered into commitments under commercial letters of credit and standby letters of credit. Such financial instruments are recorded when funded.

**Servicing** - Servicing assets are recognized as separate assets when rights are acquired through purchase or through sale of financial assets. Capitalized servicing rights are reported in other assets and are amortized into noninterest income in proportion to, and over the period of, the estimated future net servicing income of the underlying financial assets. Servicing assets are evaluated for impairment based on the fair value of the rights as compared to amortized cost. Impairment is determined by stratifying rights by predominant characteristics, such as interest rates and terms. Fair value is determined by using prices for similar assets with similar characteristics, when available, or based on discounted cash flows using market-based assumptions. Impairment is recognized through a valuation allowance for an individual stratum, to the extent that fair value is less than the capitalized amount for the stratum.

**Stock Purchases and Sales** - The Corporation regularly engages in the purchase and sale of Corporation common stock. Proceeds from the sale of common stock are recorded to additional paid-in capital. Prior to December 31, 2009, purchases of Corporation common stock were recorded to undivided profits. Effective January 1, 2010, all subsequent purchases of Corporation stock have been recorded to additional paid-in capital.

**Comprehensive Income** - Accounting principles generally require that recognized revenue, expenses, gains, and losses be included in net income. Although certain changes in assets and liabilities, such as unrealized gains and losses on available-for-sale securities, are reported as a separate component of the equity section of the consolidated balance sheet, such items, along with net income, are components of comprehensive income.

# Huron Community Financial Services, Inc.

## Notes to Consolidated Financial Statements December 31, 2013 and 2012 (000s omitted, except per share data)

### Note 1 - Nature of Business and Significant Accounting Policies (Continued)

**Earnings per Common Share** - Earnings per common share are computed by dividing net income by the average number of common shares outstanding during the period. The number of weighted average common shares outstanding was 578,936 and 588,183 for the years ended December 31, 2013 and 2012, respectively. The Corporation uses the treasury stock method to compute diluted earnings per share, which assumes that proceeds from the assumed exercise of stock options would be used to purchase common stock at the average market price during the period. The dilutive effect of stock options increased average common shares outstanding by 6,031 and 5,936 shares at December 31, 2013 and 2012, respectively. Approximately 9,300 options were not considered for dilution in 2013 and 2012 because the exercise price was in excess of the current market price.

**Subsequent Events** - The consolidated financial statements and related disclosures include evaluation of events up through and including February 25, 2014, which is the date the consolidated financial statements were issued.

**Reclassification** - Certain amounts appearing in the prior year's consolidated financial statements have been reclassified to conform to the current year's consolidated financial statements.

**Recent Accounting Pronouncements** - In 2013, the Financial Accounting Standards Board (FASB) issued Accounting Standards Update (ASU) No. 2013-12, *Definition of a Public Company - An Addition to the Master Glossary*. The update defines a public business entity. The Accounting Standards Codification includes multiple definitions of the terms "nonpublic entity" and "public entity". The amendment provides a single definition of public business entity for use in future financial accounting and reporting guidance and does not affect existing requirements. The amendment defines a public company as (1) an entity that is required by the SEC to file or furnish financial statements with the SEC, or does file or furnish financial statements with the SEC, is considered a public business entity, (2) a consolidated subsidiary of a public company is not considered a public business entity for purposes of its standalone financial statements other than those included in an SEC filing by its parent, or (3) a business entity that has securities that are not subject to contractual restrictions on transfer and that is by law, contract, or regulation required to prepare U.S. GAAP financial statements (including footnotes) and make them publicly available on a periodic basis is considered a public business entity.

# Huron Community Financial Services, Inc.

## Notes to Consolidated Financial Statements December 31, 2013 and 2012 (000s omitted, except per share data)

### Note 1 - Nature of Business and Significant Accounting Policies (Continued)

In 2013, the Financial Accounting Standards Board (FASB) issued Accounting Standards Update (ASU) No. 2013-02, *The Reporting of Amounts Reclassified Out of Accumulated Other Comprehensive Income*. The update does not change the current requirements for reporting net income or other comprehensive income in financial statements. However, the amendments require an entity to provide information about the amounts reclassified out of accumulated other comprehensive income (AOCI) by component. In addition, an entity is required to present, either on the face of the statement where net income is presented (or in the notes), significant amounts reclassified out of AOCI by the respective line items of net income but only if the amount reclassified is required under U.S. GAAP to be reclassified to net income in its entirety in the same reporting period. For other amounts that are not required under U.S. GAAP to be reclassified in their entirety to net income, an entity is required to cross-reference to other disclosures required under U.S. GAAP that provide additional detail about those amounts. This standard is effective for reporting periods beginning after December 15, 2013 (December 31, 2014).

### Note 2 - Securities

The amortized cost and fair value of securities, with gross unrealized gains and losses, are as follows:

	2013			
	Amortized Cost	Gross Unrealized Gains	Gross Unrealized Losses	Estimated Fair Value
U.S. government and federal agency	\$ 7,075	\$ 10	\$ (3)	\$ 7,082
State and municipal	8,551	207	(28)	8,730
Corporate	2,188	2	-	2,190
Deposits with financial institutions	6,292	11	-	6,303
Mortgage-backed	5,911	50	(98)	5,863
Collateralized mortgage obligations	6,257	39	(185)	6,111
Total available-for- sale securities	<u>\$ 36,274</u>	<u>\$ 319</u>	<u>\$ (314)</u>	<u>\$ 36,279</u>

# Huron Community Financial Services, Inc.

## Notes to Consolidated Financial Statements December 31, 2013 and 2012 (000s omitted, except per share data)

### Note 2 - Securities (Continued)

	2012			
	Amortized Cost	Gross Unrealized Gains	Gross Unrealized Losses	Estimated Fair Value
U.S. government and federal agency	\$ 9,072	\$ 54	\$ -	\$ 9,126
State and municipal	6,858	537	-	7,395
Deposits with financial institutions	6,796	19	(1)	6,814
Mortgage-backed Collateralized mortgage obligations	6,899	121	-	7,020
	7,579	92	(16)	7,655
Total available-for- sale securities	<u>\$ 37,204</u>	<u>\$ 823</u>	<u>\$ (17)</u>	<u>\$ 38,010</u>

At December 31, 2013 and 2012, securities with a carrying value of \$11,571 and \$11,486, respectively, were pledged to secure borrowings and public deposits and for other purposes required or permitted by law.

The amortized cost and fair value of debt securities by contractual maturity at December 31, 2013 are as follows:

	Available for Sale	
	Amortized Cost	Fair Value
Due in 1 year or less	\$ 11,988	\$ 12,008
Due in 1 through 5 years	9,681	9,758
Due after 5 years through 10 years	997	995
Due after 10 years	1,440	1,544
Total	24,106	24,305
Mortgage-backed securities	5,911	5,863
Collateralized mortgage obligations	6,257	6,111
Total	<u>\$ 36,274</u>	<u>\$ 36,279</u>

# Huron Community Financial Services, Inc.

## Notes to Consolidated Financial Statements December 31, 2013 and 2012 (000s omitted, except per share data)

### Note 2 - Securities (Continued)

For the years ended December 31, 2013 and 2012, proceeds from sales of securities available for sale amounted to \$3,035 and \$1,002, respectively. Gross realized gains amounted to \$17 and \$2 for December 31, 2013 and 2012, respectively. There were no realized losses in 2013 or 2012. The tax expense applicable to these net realized gains amounted to \$6 and \$1, respectively.

Information pertaining to securities with gross unrealized losses at December 31, 2013 and 2012, aggregated by investment category and length of time that individual securities have been in a continuous loss position, is as follows:

	2013			
	Less Than 12 Months		Over 12 Months	
	Gross Unrealized		Gross Unrealized	
	Losses	Fair Value	Losses	Fair Value
U.S. government and federal agency	\$ (3)	\$ 1,502	\$ -	\$ -
State and municipals	(28)	1,743	-	-
Mortgage-backed	(98)	3,686	-	-
Collateralized mortgage obligations	(100)	2,017	(85)	2,151
Total available-for-sale securities	<u>\$ (229)</u>	<u>\$ 8,948</u>	<u>\$ (85)</u>	<u>\$ 2,151</u>
	2012			
	Less Than 12 Months		Over 12 Months	
	Gross Unrealized		Gross Unrealized	
	Losses	Fair Value	Losses	Fair Value
Deposits with financial institutions	\$ (1)	\$ 992	\$ -	\$ -
Collateralized mortgage obligations	(13)	2,402	(3)	492
Total available-for-sale securities	<u>\$ (14)</u>	<u>\$ 3,394</u>	<u>\$ (3)</u>	<u>\$ 492</u>



# Huron Community Financial Services, Inc.

## Notes to Consolidated Financial Statements December 31, 2013 and 2012 (000s omitted, except per share data)

### Note 2 - Securities (Continued)

At December 31, 2013 and 2012, there were 18 and nine securities in an unrealized loss position, respectively. Unrealized losses on securities have not been recognized into income because the issuers' bonds are of high credit quality, the Corporation has the intent and ability to hold the securities for the foreseeable future, and the decline in fair value is due primarily to increased market interest rates. The fair value is expected to recover as the bonds approach the maturity date.

Other securities, totaling \$1,312 and \$1,282 at December 31, 2013 and 2012, respectively, consist of restricted Federal Home Loan Bank stock and Federal Reserve Bank stock. These stocks are carried at cost, which approximates market value.

### Note 3 - Loans

A summary of the balances of loans follows:

	2013	2012
Mortgage loans on real estate - Residential 1-4 family	\$ 42,165	\$ 47,354
Commercial loans	74,070	73,499
Consumer installment loans	9,284	9,551
Total loans	125,519	130,404
Less allowances for loan losses	2,020	2,074
Net loans	\$ 123,499	\$ 128,330
Allowance for loan losses as a percentage of loans	1.6%	1.6%

In the ordinary course of business, the Bank has granted loans to principal officers and directors and their affiliates amounting to \$4,332 at December 31, 2013 and \$4,407 at December 31, 2012.

# Huron Community Financial Services, Inc.

## Notes to Consolidated Financial Statements December 31, 2013 and 2012 (000s omitted, except per share data)

### Note 3 - Loans (Continued)

Activity in the allowance for loan losses for 2013 and 2012 is summarized as follow:

	Year Ended December 31, 2013				
	Real Estate - Residential	Real Estate - Commercial	Commercial and Industrial	Consumer	Total
Beginning balance	\$ 465	\$ 1,387	\$ 91	\$ 131	\$ 2,074
Charge-offs	(73)	(399)	(425)	(72)	(969)
Recoveries	-	86	-	9	95
Provision	35	(94)	767	112	820
Ending balance	<u>\$ 427</u>	<u>\$ 980</u>	<u>\$ 433</u>	<u>\$ 180</u>	<u>\$ 2,020</u>
Ending allowance balance attributable to loans:					
Individually evaluated for impairment	\$ 102	\$ 173	\$ 219	\$ 79	\$ 573
Collectively evaluated for impairment	<u>325</u>	<u>807</u>	<u>214</u>	<u>101</u>	<u>1,447</u>
Ending allowance balance	<u>\$ 427</u>	<u>\$ 980</u>	<u>\$ 433</u>	<u>\$ 180</u>	<u>\$ 2,020</u>
Loans and leases:					
Individually evaluated for impairment	\$ 1,230	\$ 4,028	\$ 608	\$ 353	\$ 6,219
Collectively evaluated for impairment	<u>40,935</u>	<u>49,734</u>	<u>19,699</u>	<u>8,932</u>	<u>119,300</u>
Total loans and leases	<u>\$ 42,165</u>	<u>\$ 53,762</u>	<u>\$ 20,307</u>	<u>\$ 9,285</u>	<u>\$ 125,519</u>

# Huron Community Financial Services, Inc.

## Notes to Consolidated Financial Statements December 31, 2013 and 2012 (000s omitted, except per share data)

### Note 3 - Loans (Continued)

	Year Ended December 31, 2012				
	Real Estate - Residential	Real Estate - Commercial	Commercial and Industrial	Consumer	Total
Beginning balance	\$ 523	\$ 1,066	\$ 129	\$ 142	\$ 1,860
Charge-offs	(109)	(342)	-	(51)	(502)
Recoveries	-	4	-	22	26
Provision	51	659	(38)	18	690
Ending balance	<u>\$ 465</u>	<u>\$ 1,387</u>	<u>\$ 91</u>	<u>\$ 131</u>	<u>\$ 2,074</u>
Ending allowance balance attributable to loans:					
Individually evaluated for impairment	\$ 85	\$ 492	\$ 8	\$ 32	\$ 617
Collectively evaluated for impairment	380	895	83	99	1,457
Ending allowance balance	<u>\$ 465</u>	<u>\$ 1,387</u>	<u>\$ 91</u>	<u>\$ 131</u>	<u>\$ 2,074</u>
Loans and leases:					
Individually evaluated for impairment	\$ 845	\$ 4,856	\$ 137	\$ 44	\$ 5,882
Collectively evaluated for impairment	46,509	48,668	19,838	9,507	124,522
Total loans and leases	<u>\$ 47,354</u>	<u>\$ 53,524</u>	<u>\$ 19,975</u>	<u>\$ 9,551</u>	<u>\$ 130,404</u>

### Credit Risk Grading

As part of the management of the loan portfolio at the time of origination and through the continuing loan review process, the Corporation categorizes each loan into credit risk categories based on several factors including current financial information, overall debt service coverage, comparison against industry averages, collateral coverage, historical payment experience, and current economic trends. The credit risk rating structure used is shown below:

# Huron Community Financial Services, Inc.

## Notes to Consolidated Financial Statements

December 31, 2013 and 2012

(000s omitted, except per share data)

### Note 3 - Loans (Continued)

**Monitor** - A monitor asset is not considered "rated" or "classified" for regulatory purposes, but is considered an asset which bears watching due to some modest deterioration in financial performance or external threats, such as a lawsuit, environmental issue, or potential loss of a significant customer. Some of the following characteristics may exist: financial condition has taken a negative turn and may be temporarily strained; borrower may have experienced recent losses from operations; cash flow may be insufficient to service debt, based on most recent six-month period; financial covenant defaults are occurring with some regularity, and they would be deemed more than inconsequential; need for guarantor is critical, but guarantor's condition adds little substance to credit quality; loss of principal is not at question, unless current trends were to continue; however, there are aspects of this underwriting which may not now conform to bank lending policy; borrowing base deficiencies may exist and are becoming a concern.

**Special Mention** - A special mention asset has potential weaknesses that deserve management's close attention. If left uncorrected, these potential weaknesses may result in deterioration of the repayment prospects for the loan, or in the institution's credit position at some future date. Special mention assets are not adversely classified and do not expose an institution to sufficient risk to warrant adverse classification. Some of the following characteristics may exist: loans are currently protected, but are potentially weak due to negative trends in balance sheet or income statement; cash flow may be insufficient to meet debt service, with the prospect that this condition may not be temporary; lack of effective control over the collateral or existence of documentation deficiencies; there is a potential risk of payment default; management's ability to cope with current financial conditions is questioned; collateral coverage has weakened; moderate operating losses may have occurred; financial information may be inadequate to depict condition of borrower adequately; consistent borrowing deficiencies.

**Substandard** - A substandard asset has well defined weaknesses whereby collection is possible, but jeopardized. However, jeopardized payment does not imply ultimate loss. Assets so classified are inadequately protected by current net worth and repayment capacity, and there is a high probability that collateral will have to be liquidated to repay the debt. If deficiencies are not corrected quickly, there is a real possibility of loss, and of the company's ability to operate as a going concern. Loan may be in default, borrower may be in bankruptcy, loan restructure at less than market terms, or has been partially charged off. Nonaccrual loans would be classified, at least, "substandard."

# Huron Community Financial Services, Inc.

## Notes to Consolidated Financial Statements December 31, 2013 and 2012 (000s omitted, except per share data)

### Note 3 - Loans (Continued)

**Doubtful** - A doubtful asset has characteristics of “substandard,” but information available suggests it is highly improbable that liquidation of collateral will retire the loan in its entirety. It may be impossible to calculate exactly what the loss may be, but the probability of some loss is high. Loans are to be placed on nonaccrual status when a significant percentage is classified “doubtful” and collateral liquidation is probable. (Not all nonaccrual loans necessarily have to be classified “doubtful” if collateral appears adequate to retire remaining outstandings.)

**Pass** - Credits not covered by the above definitions are pass credits, which are not considered to be adversely rated.

For residential real estate and consumer loan segments, the Corporation monitors credit quality using a combination of the delinquency status of the loan and other known borrower circumstances and classifies loans as performing and nonperforming:

**Performing** - Loan pays as agreed and is current.

**Nonperforming** - Loans which are contractually past due 90 days or more as to interest or principal payments, on nonaccrual status, in process of foreclosure or other forms of liquidation and/or collection or loans where the terms of which have been renegotiated to provide a reduction or deferral on interest or principal.

	December 31, 2013						Total
	Pass	Monitor	Special Mention	Substandard	Performing	Non- performing	
Real estate - Commercial:							
Commercial real estate and other	\$ 38,830	\$ 1,907	\$ 319	\$ 2,594	\$ -	\$ -	\$ 43,650
Hotels and motels	2,461	1,034	1,246	745	-	-	5,486
Golf courses	2,958	-	1,668	-	-	-	4,626
Commercial and industrial	18,159	712	800	637	-	-	20,308
Real estate - Residential:							
1-4 family residential	-	-	-	-	33,588	1,128	34,716
Construction and land loans	-	-	-	-	7,347	102	7,449
Consumer:							
Home equity lines of credit	-	-	-	-	5,425	142	5,567
Other	-	-	-	-	3,507	210	3,717
Total	<u>\$ 62,408</u>	<u>\$ 3,653</u>	<u>\$ 4,033</u>	<u>\$ 3,976</u>	<u>\$ 49,867</u>	<u>\$ 1,582</u>	<u>\$ 125,519</u>

# Huron Community Financial Services, Inc.

## Notes to Consolidated Financial Statements

December 31, 2013 and 2012

(000s omitted, except per share data)

### Note 3 - Loans (Continued)

	December 31, 2012						Total
	Pass	Monitor	Special Mention	Substandard	Performing	Non- performing	
Real estate - Commercial:							
Commercial real estate and other	\$ 35,226	\$ 3,259	\$ 330	\$ 4,395	\$ -	\$ -	\$ 43,210
Hotels and motels	3,962	1,074	1,304	-	-	-	6,340
Golf courses	2,246	-	1,728	-	-	-	3,974
Commercial and industrial	15,994	2,001	1,831	149	-	-	19,975
Real estate - Residential:							
1-4 family residential	-	-	-	-	39,377	997	40,374
Construction and land loans	-	-	-	-	6,920	60	6,980
Consumer:							
Home equity lines of credit	-	-	-	-	6,247	44	6,291
Other	-	-	-	-	3,260	-	3,260
<b>Total</b>	<b>\$ 57,428</b>	<b>\$ 6,334</b>	<b>\$ 5,193</b>	<b>\$ 4,544</b>	<b>\$ 55,804</b>	<b>\$ 1,101</b>	<b>\$ 130,404</b>

### Age Analysis of Past Due Loans

The following tables detail the age analysis of past due loans at December 31, 2013 and 2012:

	2013						Recorded Investment > 90 Days and Accruing
	30-59 Days Past Due	60-89 Days Past Due	Greater Than 90 Days	Total Past Due	Current	Total Financing Receivables	
Real estate - Commercial:							
Commercial real estate and other	\$ 473	\$ 218	\$ -	\$ 691	\$ 42,959	\$ 43,650	\$ -
Hotels and motels	-	-	-	-	5,486	5,486	-
Golf courses	-	-	-	-	4,626	4,626	-
Commercial and industrial	63	-	-	63	20,245	20,308	-
Real estate - Residential:							
1-4 family residential	787	738	-	1,525	33,191	34,716	-
Construction and land loans	180	-	19	199	7,250	7,449	-
Consumer:							
Home equity lines of credit	-	-	-	-	5,567	5,567	-
Other	-	-	21	21	3,696	3,717	-
<b>Total</b>	<b>\$ 1,503</b>	<b>\$ 956</b>	<b>\$ 40</b>	<b>\$ 2,499</b>	<b>\$ 123,020</b>	<b>\$ 125,519</b>	<b>\$ -</b>

# Huron Community Financial Services, Inc.

## Notes to Consolidated Financial Statements

December 31, 2013 and 2012

(000s omitted, except per share data)

### Note 3 - Loans (Continued)

	2012					Total Financing Receivables	Recorded Investment > 90 Days and Accruing
	30-59 Days Past Due	60-89 Days Past Due	Greater Than 90 Days	Total Past Due	Current		
Real estate - Commercial:							
Commercial real estate and other	\$ 707	\$ 645	\$ -	\$ 1,352	\$ 41,858	\$ 43,210	\$ -
Hotels and motels	-	-	-	-	6,340	6,340	-
Golf courses	-	-	-	-	3,974	3,974	-
Commercial and industrial	84	955	-	1,039	18,936	19,975	-
Real estate - Residential:							
1-4 family residential	2,582	917	195	3,694	36,680	40,374	-
Construction and land loans	64	56	20	140	6,840	6,980	-
Consumer:							
Home equity lines of credit	41	104	-	145	6,146	6,291	-
Other	54	27	-	81	3,179	3,260	-
Total	<u>\$ 3,532</u>	<u>\$ 2,704</u>	<u>\$ 215</u>	<u>\$ 6,451</u>	<u>\$ 123,953</u>	<u>\$ 130,404</u>	<u>\$ -</u>

### Impaired Loans

The accrual of interest on loans is discontinued when, in management's opinion, the borrower may be unable to meet payment obligations as they become due, as well as when required by regulatory provisions. When interest accrual is discontinued, all unpaid accrued interest is reversed. Interest income is subsequently recognized only to the extent cash payments are received in excess of principal due. Loans are returned to accrual status when all the principal and interest amounts contractually due are brought current and future payments are reasonably assured.

Loans are considered impaired when, based on current information and events, it is probable the Corporation will be unable to collect all amounts due in accordance with the original contractual terms of the loan agreement, including scheduled principal and interest payments. Impairment is evaluated on an individual loan basis for all loans. If a loan is impaired, a specific valuation allowance is allocated, if necessary, so that the loan is reported net, at the present value of estimated future cash flows using the loan's existing rate or at the fair value of collateral if repayment is expected solely from the collateral. Interest payments on impaired loans are typically applied to principal unless collectibility of the principal amount is reasonably assured, in which case interest is recognized on a cash basis. Impaired loans, or portions thereof, are charged off when deemed uncollectible.

# Huron Community Financial Services, Inc.

## Notes to Consolidated Financial Statements December 31, 2013 and 2012 (000s omitted, except per share data)

### Note 3 - Loans (Continued)

The following are schedules of impaired loans as of December 31, 2013 and 2012:

	As of and for the Year Ended December 31, 2013				
	Recorded Investment	Unpaid Principal Balance	Related Allowance	Average Recorded Investment for the Year	Interest Income Recognized for the Year
With no related allowance recorded:					
Real estate - Commercial:					
Commercial real estate and other	\$ 1,612	\$ 1,628	\$ -	\$ 1,924	\$ 48
Hotels and motels	745	745	-	762	-
Commercial and industrial	164	290	-	122	1
Real estate - Residential:					
1-4 family residential	745	797	-	789	14
Construction and land loans	48	48	-	48	-
Consumer - Home equity lines of credit	40	41	-	44	-
<b>Total</b>	<b>\$ 3,354</b>	<b>\$ 3,549</b>	<b>\$ -</b>	<b>\$ 3,689</b>	<b>\$ 63</b>
With an allowance recorded:					
Real estate - Commercial:					
Commercial real estate and other	\$ 654	\$ 663	\$ 100	\$ 672	\$ -
Golf courses	1,017	1,017	73	1,032	37
Commercial and industrial	444	444	219	579	-
Real estate - Residential -					
1-4 family residential	382	412	82	391	-
Construction and land loans	55	56	20	56	-
Consumer - Home equity lines of credit	103	103	30	103	-
Other	210	210	49	210	-
<b>Total</b>	<b>\$ 2,865</b>	<b>\$ 2,905</b>	<b>\$ 573</b>	<b>\$ 3,043</b>	<b>\$ 37</b>
As of and for the Year Ended December 31, 2012					
	Recorded Investment	Unpaid Principal Balance	Related Allowance	Average Recorded Investment for the Year	Interest Income Recognized for the Year
With no related allowance recorded:					
Real estate - Commercial -					
Commercial real estate and other	\$ 224	\$ 553	\$ -	\$ 530	\$ -
Commercial and industrial	120	235	-	98	-
Real estate - Residential:					
1-4 family residential	330	356	-	91	-
Construction and land loans	13	13	-	13	-
<b>Total</b>	<b>\$ 687</b>	<b>\$ 1,157</b>	<b>\$ -</b>	<b>\$ 732</b>	<b>\$ -</b>
With an allowance recorded:					
Real estate - Commercial:					
Commercial real estate and other	\$ 3,585	\$ 3,585	\$ 384	\$ 2,075	\$ 65
Golf courses	1,047	1,047	108	87	3
Commercial and industrial	17	17	8	19	-
Real estate - Residential -					
1-4 family residential	502	502	85	471	-
Consumer - Home equity lines of credit	44	44	32	22	-
<b>Total</b>	<b>\$ 5,195</b>	<b>\$ 5,195</b>	<b>\$ 617</b>	<b>\$ 2,674</b>	<b>\$ 68</b>



# Huron Community Financial Services, Inc.

## Notes to Consolidated Financial Statements

December 31, 2013 and 2012

(000s omitted, except per share data)

### Note 3 - Loans (Continued)

#### Nonaccrual Loans

Nonaccrual loan balances at December 31, 2013 and 2012 are as follows:

	2013	2012
Real estate - Commercial:		
Commercial real estate and other	\$ 1,168	\$ 1,157
Hotels and motels	745	-
Golf courses	-	-
Commercial and industrial	608	137
Real estate - Residential:		
1-4 family residential	1,128	802
Construction and land loans	102	40
Consumer:		
Home equity lines of credit	143	44
Other	210	-
Total	<u>\$ 4,104</u>	<u>\$ 2,180</u>

**Nonaccrual** - Commercial loans include business installment loans and real estate construction loans. Loans on which interest and/or principal is 90 days or more past due are placed on nonaccrual status and any previously accrued but uncollected interest is reversed against income (current year) or charged to the allowance for loan and lease losses (prior year). Such loans will remain on a cash basis for the recognition of income until such time as the loan has remained current for a period of not less than six (6) months and it is determined an adequate propensity for timely payment to occur in the future. Past due is measured from the date through which interest is due or on which principal payment is due irrespective of the date on which the billing may have been rendered. Unless otherwise specified in the note or loan agreement, demand notes shall, for purposes of measuring past due status, have an interest due date no less frequently than once each calendar quarter. Other loans on which there is serious doubt as to collectibility are placed on nonaccrual because of past due status. Any loan whereby some or all of the balance has been charged off is placed on nonaccrual, unless it is part of an A B loan restructure. If the loan was on nonaccrual at the time of the restructure, it will remain in nonaccrual until such time as the above stated criteria is met. If the loan was not in nonaccrual at the time of the A B note restructuring and there is concrete evidence the payment structure will be met, the loan will not have to be placed in nonaccrual, provided the B portion has been charged off. Mortgages are placed on nonaccrual status when the account is three months (typically four payments) past due. All previously accrued but uncollected interest is reversed when the loan is placed on nonaccrual.

# Huron Community Financial Services, Inc.

## Notes to Consolidated Financial Statements

December 31, 2013 and 2012

(000s omitted, except per share data)

### Note 3 - Loans (Continued)

#### Troubled Debt Restructurings

A modification of a loan constitutes a troubled debt restructuring (TDR) when a borrower is experiencing financial difficulty and the modification constitutes a concession. The Company offers various types of concessions when modifying a loan; however, forgiveness of principal is rarely granted.

The following table presents information related to loans modified in a TDR during the year ended December 31, 2013:

	Number of Contracts Modified Within Last 12 Months	Pre- modification Outstanding Recorded Investment	Post- modification Outstanding Recorded Investment
Commercial and industrial	3	\$ 931	\$ 931

#### Troubled Debt Restructurings that Subsequently Defaulted

The following table presents loans modified as troubled debt restructurings within the previous 12 months that became 30 days or more past due during the years ended December 31, 2013 and 2012 (amounts as of year end):

	2013		2012	
	Number of Contracts	Recorded Investment	Number of Contracts	Recorded Investment
Commercial and industrial	3	\$ 531	-	\$ -

### Note 4 - Loan Servicing

Loans serviced for others are not included in the accompanying consolidated balance sheet. The unpaid principal balances of mortgages and other loans serviced for others were \$74,657 and \$70,341 at December 31, 2013 and 2012, respectively.

The balance of capitalized servicing rights, net of valuation allowance, included in other assets at December 31, 2013 and 2012 was \$464 and \$432, respectively. The fair value of the capitalized servicing rights approximates the carrying value. The key economic assumptions used in determining the fair value of the mortgage servicing rights include an annual constant prepayment speed (CPR) of 12.0 and 17.6 percent for December 31, 2013 and 2012, respectively, and a discount rate of 9.1 and 8.1 percent for December 31, 2013 and 2012, respectively.

# Huron Community Financial Services, Inc.

## Notes to Consolidated Financial Statements

December 31, 2013 and 2012

(000s omitted, except per share data)

### Note 4 - Loan Servicing (Continued)

The following summarizes mortgage servicing rights capitalized and amortized, along with the aggregate activity in related valuation allowances:

	2013	2012
Mortgage-servicing rights capitalized	\$ 185	\$ 227
Mortgage-servicing rights amortized and closed	153	190

### Note 5 - Bank Premises and Equipment

A summary of the cost and accumulated depreciation of premises and equipment is as follows:

	2013	2012
Buildings and improvements	\$ 4,534	\$ 4,527
Furniture and fixtures	3,071	2,883
Vault and equipment	319	300
Automobiles	120	122
Land	711	711
Total premises and equipment	8,755	8,543
Accumulated depreciation	(5,682)	(5,358)
Net premises and equipment	<u>\$ 3,073</u>	<u>\$ 3,185</u>

Depreciation expense for the years ended December 31, 2013 and 2012 amounted to \$365 and \$322, respectively.

### Note 6 - Deposits

The following is a summary of the distribution of interest-bearing deposits at December 31:

	2013	2012
NOW accounts	\$ 63,238	\$ 59,914
Savings	19,835	17,870
Money market demand	1,106	1,154
Time:		
Under \$100,000	28,086	30,930
\$100,000 and over	12,638	12,924
Total interest-bearing deposits	<u>\$ 124,903</u>	<u>\$ 122,792</u>

# Huron Community Financial Services, Inc.

## Notes to Consolidated Financial Statements December 31, 2013 and 2012 (000s omitted, except per share data)

### Note 6 - Deposits (Continued)

At December 31, 2013, the scheduled maturities of time deposits are as follows:

2014	\$	23,421
2015		11,015
2016		2,636
2017		2,451
2018		1,201
Total	\$	<u>40,724</u>

### Note 7 - Short-term Borrowings

Short-term borrowings include securities sold under agreements to repurchase, which are classified as secured borrowings and generally mature within one or two years. Securities sold under agreements to repurchase are reflected at the amount of cash received in connection with the transaction. These agreements are collateralized by securities with a fair value of \$10,464 as of December 31, 2013.

**Discount Window Borrowings** - The Bank has a discount window loan agreement with the Federal Reserve Bank that allows for advances. The advances are secured by investment securities with a fair value of approximately \$1,008 and are generally due within 28 days from the date of the advance. The interest rate on the advances is based on the quoted federal reserve discount window rate (effective rate of 0.75 percent as of December 31, 2013). There were no outstanding advances at December 31, 2013 and 2012.

### Note 8 - FHLB Advances

The Bank has advances from the Federal Home Loan Bank (FHLB). Interest rates range from 0.69 percent to 0.84 percent. The weighted average interest rate on fixed-rate borrowings was 0.74 percent. Interest is payable monthly. These advances contain varying maturity dates through April 20, 2015, with a weighted average maturity of approximately 1.1 years. The advances are collateralized by approximately \$28,862 and \$33,085 of mortgage loans as of December 31, 2013 and 2012, respectively, under a blanket collateral agreement. The outstanding balance of advances was \$3,000 and \$5,000 as of December 31, 2013 and 2012, respectively.

# Huron Community Financial Services, Inc.

## Notes to Consolidated Financial Statements

December 31, 2013 and 2012

(000s omitted, except per share data)

### Note 8 - FHLB Advances (Continued)

The advances are subject to prepayment penalties and the provisions and conditions of the credit policy of the Federal Home Loan Bank. Future obligations of the advances are as follows at December 31, 2013:

2014	\$	-
2015		<u>3,000</u>
Total	\$	<u>3,000</u>

### Note 9 - Income Taxes

The components of the net deferred tax asset, included in other liabilities, are as follows:

	<u>2013</u>	<u>2012</u>
Deferred tax assets:		
Allowance for loan losses	\$ 467	\$ 515
Capital loss carryforward	-	111
Accrued employee benefits	262	253
Nonaccrual loans	74	77
Depreciation	123	85
Other real estate	247	222
Other	<u>37</u>	<u>34</u>
Total deferred tax assets	1,210	1,297
Deferred tax liabilities:		
Prepaid assets	36	48
Net unrealized gain on securities available for sale	1	274
Servicing rights	158	147
Other	<u>223</u>	<u>173</u>
Total deferred tax liabilities	<u>418</u>	<u>642</u>
Net deferred tax asset	<u>\$ 792</u>	<u>\$ 655</u>

Allocation of income taxes between current and deferred portions is as follows:

	<u>2013</u>	<u>2012</u>
Current	\$ 164	\$ 655
Deferred	<u>136</u>	<u>(142)</u>
Total income tax expense	<u>\$ 300</u>	<u>\$ 513</u>

# Huron Community Financial Services, Inc.

## Notes to Consolidated Financial Statements

December 31, 2013 and 2012

(000s omitted, except per share data)

### Note 9 - Income Taxes (Continued)

The reasons for the differences between the income tax expense at the federal statutory income tax rate and the recorded income tax expense are summarized as follows:

	2013	2012
Income before income taxes	\$ 950	\$ 2,061
Income tax expense at federal statutory rate of 34 percent	\$ 323	\$ 700
Increases resulting from nondeductible expenses	1	1
Increases resulting from expiration of capital loss carryforward	111	-
Decreases resulting from nontaxable income	(135)	(188)
Net income tax expense	\$ 300	\$ 513

### Note 10 - Benefit Plan

The Corporation has a 401(k) plan whereby a certain percentage of employees' contributions can be matched with discretionary contributions by the Corporation. Contributions to the plan for the years ended December 31, 2013 and 2012 were \$54 and \$51, respectively.

### Note 11 - Fair Value of Financial Instruments

The fair value of a financial instrument is the current amount that would be exchanged between willing parties, other than in a forced liquidation. Fair value is best determined based upon quoted market prices. However, in many instances, there are no quoted market prices for the Corporation's various financial instruments. In cases where quoted market prices are not available, fair values are based on estimates using present value or other valuation techniques. Those techniques are significantly affected by the assumptions used, including the discount rate and estimates of future cash flows. Accordingly, the fair value estimates may not be realized in an immediate settlement of the instrument. Certain financial instruments and all nonfinancial instruments are excluded from disclosure requirements. Accordingly, the aggregate fair value amounts presented may not necessarily represent the underlying fair value of the Corporation. See Note 16 for the disclosure related to fair value measurements.

The following methods and assumptions were used by the Corporation in estimating fair value disclosures for financial instruments:

**Cash and Cash Equivalents** - The carrying amounts of cash and cash equivalents approximate fair values.

# Huron Community Financial Services, Inc.

## Notes to Consolidated Financial Statements December 31, 2013 and 2012 (000s omitted, except per share data)

### Note 11 - Fair Value of Financial Instruments (Continued)

**Deposits in Other Financial Institutions** - The carrying amounts of interest-bearing deposits maturing within 90 days approximate their fair values. Fair values of other interest-bearing deposits are estimated using discounted cash flow analyses based on current rates for similar types of deposits.

**Securities** - Fair values of securities are based on quoted market prices. If a quoted market price is not available, fair value is estimated using quoted market prices for similar securities. The carrying value of Federal Home Loan Bank and Federal Reserve Bank stock approximates fair value based on the redemption provisions of the issuers.

**Loans Receivable** - For variable-rate loans that reprice frequently and with no significant change in credit risk, fair values are based on carrying values. Fair values for other loans are estimated using discounted cash flow analyses, using interest rates currently being offered for loans with similar terms to borrowers of similar credit quality. Fair values of nonperforming loans are estimated using discounted cash flow analyses or underlying collateral values, where applicable.

**Deposit Liabilities** - The fair values disclosed for demand deposits are, by definition, equal to the amount payable on demand at the reporting date (i.e., their carrying amounts). The carrying amounts of variable-rate, fixed-term money market accounts and certificates of deposit approximate their fair values at the reporting date. Fair values for fixed-rate certificates of deposit are estimated using a discounted cash flow calculation that applies interest rates currently being offered on certificates to a schedule of aggregated expected monthly maturities on time deposits.

**Short-term Borrowings** - The carrying amounts of borrowings under repurchase agreements maturing within 90 days approximate their fair values. Fair values of other short-term borrowings are estimated using discounted cash flow analyses based on the Corporation's current incremental borrowing rates for similar types of borrowing arrangements.

**Borrowings** - The fair values of the Corporation's other borrowings are estimated using discounted cash flow analyses based on the Corporation's current incremental borrowing rates for similar types of borrowing arrangements.

**Accrued Interest** - The carrying amounts of accrued interest approximate fair value.

**Other Financial Instruments** - The fair value of other financial instruments, including loan commitments and unfunded letters of credit, based on discounted cash flow analyses, is not material.

# Huron Community Financial Services, Inc.

## Notes to Consolidated Financial Statements December 31, 2013 and 2012 (000s omitted, except per share data)

### Note 11 - Fair Value of Financial Instruments (Continued)

The estimated fair values and related carrying or notional amounts of the Corporation's financial instruments are as follows:

	2013		2012	
	Carrying Amount	Estimated Fair Value	Carrying Amount	Estimated Fair Value
Financial assets:				
Cash and equivalents	\$ 14,203	\$ 14,203	\$ 6,777	\$ 6,777
Securities	37,591	37,591	39,292	39,292
Loans	123,499	124,339	128,330	131,762
Accrued interest receivable	412	412	458	458
Financial liabilities:				
Demand deposits	30,662	30,662	27,966	27,966
Interest-bearing deposits	124,903	120,060	122,792	121,073
FHLB advances	3,000	3,010	5,000	4,999
Short-term borrowings	6,586	6,545	7,300	7,250
Accrued interest payable	43	43	55	55

### Note 12 - Off-balance-sheet Activities

**Credit-related Financial Instruments** - The Corporation is a party to credit-related financial instruments with off-balance-sheet risk in the normal course of business to meet the financing needs of its customers. These financial instruments include commitments to extend credit, standby letters of credit, and commercial letters of credit. Such commitments involve, to varying degrees, elements of credit and interest rate risk in excess of the amount recognized in the consolidated balance sheet.

The Corporation's exposure to credit loss is represented by the contractual amount of these commitments. The Corporation follows the same credit policies in making commitments as it does for on-balance-sheet instruments.

At December 31, 2013 and 2012, the following financial instruments were outstanding whose contract amounts represent credit risk:

	Contract Amount	
	2013	2012
Commitments to grant loans	\$ 18,209	\$ 16,539



# Huron Community Financial Services, Inc.

## Notes to Consolidated Financial Statements December 31, 2013 and 2012 (000s omitted, except per share data)

### Note 12 - Off-balance-sheet Activities (Continued)

Commitments to extend credit are agreements to lend to a customer as long as there is no violation of any condition established in the contract. Commitments generally have fixed expiration dates or other termination clauses and may require payment of a fee. The commitments for equity lines of credit may expire without being drawn upon. Therefore, the total commitment amounts do not necessarily represent future cash requirements. The amount of collateral obtained, if it is deemed necessary by the Corporation, is based on management's credit evaluation of the customer.

Unfunded commitments under commercial lines of credit, revolving credit lines, and overdraft protection agreements are commitments for possible future extensions of credit to existing customers. These lines of credit are collateralized and usually do not contain a specified maturity date and may not be drawn upon to the total extent to which the Corporation is committed.

Commercial and standby letters of credit are conditional commitments issued by the Corporation to guarantee the performance of a customer to a third party. Those letters of credit are used primarily to support public and private borrowing arrangements. Essentially all letters of credit issued have expiration dates within one year. The credit risk involved is extending loan facilities to customers. The Corporation generally holds collateral supporting those commitments if deemed necessary.

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

If the counterparty does not have the right and ability to redeem the collateral or the Corporation is permitted to sell or repledge the collateral on short notice, the Corporation records the collateral in its consolidated balance sheet at fair value with a corresponding obligation to return it.

**Legal Contingencies** - Various legal claims also arise from time to time in the normal course of business which, in the opinion of management, will have no material effect on the Corporation's consolidated financial statements.

### Note 13 - Stock Option Plan

As of December 31, 2013, the Corporation has three share-based compensation plans which are described below. Options available for grant under the 1996 Nonemployee Director Stock Option Plan, the 1996 Employee Stock Option Plan, and the 1997 Nonemployee Director Discretionary Stock Option Plan have been issued. Some of the options issued under the 1996 and 1997 plans are exercisable by the participants until the end of the contractual terms.

# Huron Community Financial Services, Inc.

## Notes to Consolidated Financial Statements December 31, 2013 and 2012 (000s omitted, except per share data)

### Note 13 - Stock Option Plan (Continued)

The Corporation's 2005 Nonemployee Director Stock Option Plan, 2005 Nonemployee Director Discretionary Stock Option Plan, and 2005 Employee Stock Option Plan (the "Plans"), which are stockholder approved, permit the grant of stock options for up to 15,000 shares, 10,000 shares, and 35,000 shares of common stock, respectively. The Corporation believes that such awards better align the interests of its employees with those of its stockholders. Option awards are generally granted with an exercise price equal to the market price of the entity's stock at the date of grant; those option awards generally vest immediately for nonemployees and over three years for employees and have 10-year contractual terms. Certain option awards provide for accelerated vesting if there is a change in control (as defined in the Plans). The compensation cost that has been charged against income for the Plans was approximately \$12 for both 2013 and 2012. As of December 31, 2013, there were 300 shares available for grant in the 2005 Nonemployee Director Stock Option Plan, 339 shares available for grant in the 2005 Nonemployee Discretionary Stock Option Plan, and 14,750 shares available for grant in the 2005 Employee Stock Option Plan.

The Corporation uses a Black-Scholes formula to estimate the calculated value of its share-based payments. The volatility assumption used in the Black-Scholes formula is based on the volatility of the Corporation's stock price and dividend payments throughout the year. The Corporation calculated the historical volatility using the monthly closing total stock price for the one year immediately prior.

The weighted average assumptions used in the Black-Scholes model are noted in the following table. The Corporation uses historical data to estimate option exercise and employee termination within the valuation model. The risk-free rate for periods within the contractual life of the option is based on the U.S. Treasury yield curve in effect at the time of grant.

	2013	2012
Calculated volatility	10.00 %	10.00 %
Weighted average dividends	2.29 %	2.45 %
Expected term (in years)	7	7
Risk-free rate	2.15 %	1.37 %

# Huron Community Financial Services, Inc.

## Notes to Consolidated Financial Statements December 31, 2013 and 2012 (000s omitted, except per share data)

### Note 13 - Stock Option Plan (Continued)

A summary of option activity under the Plans for the years ended December 31, 2013 and 2012 is presented below:

	2013		2012	
	Number of Shares	Weighted Average Exercise Price	Number of Shares	Weighted Average Exercise Price
Options outstanding at beginning of year	56,269	\$ 43.11	53,946	\$ 42.21
Options granted	2,900	48.00	6,207	46.85
Options exercised	(3,114)	36.42	(3,293)	33.51
Options forfeited	(50)	36.00	(591)	53.75
Options outstanding at end of year	56,005	43.74	56,269	43.11
Exercisable at year end	54,055	43.61	54,469	43.00

The weighted average grant date calculated value of options granted during the years 2013 and 2012 was \$4.12 and \$2.95, respectively. The aggregate intrinsic value of the outstanding options represents the total pretax intrinsic value (i.e., the difference between the Corporation's stock price of \$48.00 and the exercise price, times the number of shares outstanding that would have been received by the option holder had all option holders exercised their options on December 31, 2013). The aggregate intrinsic value on outstanding options as of December 31, 2013 and 2012 was \$287 and \$277, respectively. The weighted average remaining contractual term (in years) for options outstanding as of December 31, 2013 and 2012 was 5 and 6, respectively.

As of December 31, 2013, there was approximately \$7 of total unrecognized compensation cost related to nonvested share-based compensation arrangements granted under the Plans. That cost is expected to be recognized over a weighted average period of 1.5 years.

# Huron Community Financial Services, Inc.

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## Notes to Consolidated Financial Statements December 31, 2013 and 2012 (000s omitted, except per share data)

### **Note 14 - Restrictions on Dividends, Loans, and Advances**

Banking regulations place certain restrictions on dividends paid and loans or advances made by the Bank to the Corporation.

Prior approval of the Bank's federal regulator is required if the total dividends declared by the Bank in a calendar year exceed the sum of the net profits of the Bank for the preceding three years, less any required transfers to surplus. In addition, dividends paid by the Bank would be prohibited if the effect thereof would cause the Bank's capital to be reduced below applicable minimum standards.

Loans or advances made by the Bank to the Corporation are generally limited to 10 percent of the Bank's capital stock and surplus.

### **Note 15 - Minimum Regulatory Capital Requirements**

The Bank is subject to various regulatory capital requirements administered by the federal banking agencies. Failure to meet minimum capital requirements can initiate certain mandatory and possibly additional discretionary actions by regulators that, if undertaken, could have a direct material effect on the Bank's financial statements. Under capital adequacy guidelines and the regulatory framework for prompt corrective action, the Bank must meet specific capital guidelines that involve quantitative measures of its assets, liabilities, and certain off-balance-sheet items as calculated under regulatory accounting practices. The capital amounts and classification are also subject to qualitative judgments by the regulators about components, risk weightings, and other factors.

Quantitative measures established by regulation to ensure capital adequacy require the Bank to maintain minimum amounts and ratios (set forth in the following table) of total and Tier I capital (as defined in the regulations) to risk-weighted assets (as defined) and of Tier I capital (as defined) to average assets (as defined). Management believes, as of December 31, 2013 and 2012, that the Bank met all capital adequacy requirements to which it is subject.

# Huron Community Financial Services, Inc.

## Notes to Consolidated Financial Statements

December 31, 2013 and 2012

(000s omitted, except per share data)

### Note 15 - Minimum Regulatory Capital Requirements (Continued)

As of December 31, 2013, the most recent notification from the Bank's primary regulator categorized the Bank as well capitalized under the regulatory framework for prompt corrective action. To be categorized as well capitalized, an institution must maintain minimum total risk-based, Tier I risk-based, and Tier I leverage ratios as set forth in the following tables. There are no conditions or events since the notification that management believes have changed the Bank's category. The Bank's actual capital amounts and ratios as of December 31, 2013 and 2012 are also presented in the table.

	Actual		For Capital Adequacy Purposes		To be Well Capitalized Under Prompt Corrective Action Provisions	
	Amount	Ratio	Amount	Ratio	Amount	Ratio
<b>As of December 31, 2013</b>						
Total capital to risk-weighted assets - Bank	\$ 23,188	17.3%	\$ 10,699	8.0%	\$ 13,373	10.0%
Tier I capital to risk-weighted assets - Bank	21,592	16.2	5,349	4.0	8,024	6.0
Tier I capital to average assets - Bank	21,592	11.1	7,796	4.0	9,745	5.0
<b>As of December 31, 2012</b>						
Total capital to risk-weighted assets - Bank	24,571	18.5	10,626	8.0	13,282	10.0
Tier I capital to risk-weighted assets - Bank	22,906	17.3	5,313	4.0	7,969	6.0
Tier I capital to average assets - Bank	22,906	11.9	7,714	4.0	9,643	5.0

### Note 16 - Fair Value Measurements

Accounting standards require certain assets and liabilities be reported at fair value in the financial statements and provide a framework for establishing that fair value. The framework for determining fair value is based on a hierarchy that prioritizes the inputs and valuation techniques used to measure fair value.

The following tables present information about the Corporation's assets measured at fair value on a recurring basis at December 31, 2013 and 2012 and the valuation techniques used by the Corporation to determine those fair values.

In general, fair values determined by Level 1 inputs use quoted prices in active markets for identical assets that the Corporation has the ability to access.

Fair values determined by Level 2 inputs use other inputs that are observable, either directly or indirectly. These Level 2 inputs include quoted prices for similar assets in active markets and other inputs such as interest rates and yield curves that are observable at commonly quoted intervals.

# Huron Community Financial Services, Inc.

## Notes to Consolidated Financial Statements December 31, 2013 and 2012 (000s omitted, except per share data)

### Note 16 - Fair Value Measurements (Continued)

Level 3 inputs are unobservable inputs, including inputs that are available in situations where there is little, if any, market activity for the related asset. These Level 3 fair value measurements are based primarily on management's own estimates using pricing models, discounted cash flow methodologies, or similar techniques taking into account the characteristics of the asset.

In instances whereby inputs used to measure fair value fall into different levels in the above fair value hierarchy, fair value measurements in their entirety are categorized based on the lowest level input that is significant to the valuation. The Corporation's assessment of the significance of particular inputs to these fair value measurements requires judgment and considers factors specific to each asset.

#### Assets Measured at Fair Value on a Recurring Basis at December 31, 2013

	Quoted Prices in Active Markets for Identical Assets (Level 1)	Significant Other Observable Inputs (Level 2)	Significant Unobservable Inputs (Level 3)	Balance at December 31, 2013
Available-for-sale securities:				
U.S. government and federal agency	\$ -	\$ 7,082	\$ -	\$ 7,082
State and municipal	-	8,730	-	8,730
Corporate	-	2,190	-	2,190
Deposits with other financial institutions	-	6,303	-	6,303
Mortgage-backed securities	-	5,863	-	5,863
Collateralized mortgage obligations	-	6,111	-	6,111
Total available-for-sale securities	<u>\$ -</u>	<u>\$ 36,279</u>	<u>\$ -</u>	<u>\$ 36,279</u>

# Huron Community Financial Services, Inc.

## Notes to Consolidated Financial Statements December 31, 2013 and 2012 (000s omitted, except per share data)

### Note 16 - Fair Value Measurements (Continued)

#### Assets Measured at Fair Value on a Recurring Basis at December 31, 2012

	Quoted Prices in Active Markets for Identical Assets (Level 1)	Significant Other Observable Inputs (Level 2)	Significant Unobservable Inputs (Level 3)	Balance at December 31, 2012
Available-for-sale securities:				
U.S. government and federal agency	\$ -	\$ 9,126	\$ -	\$ 9,126
State and municipal	-	7,395	-	7,395
Deposits with other financial institutions	-	6,814	-	6,814
Mortgage-backed securities	-	7,020	-	7,020
Collateralized mortgage obligations	-	7,655	-	7,655
Total available-for-sale securities	<u>\$ -</u>	<u>\$ 38,010</u>	<u>\$ -</u>	<u>\$ 38,010</u>

The fair value of available-for-sale securities at December 31, 2013 was determined primarily based on Level 2 inputs. The Corporation estimates the fair value of these investment inputs include quoted prices for similar assets in active markets and other inputs such as interest rates and yield curves that are observable at commonly quoted intervals.

The Corporation also has assets that under certain conditions are subject to measurement at fair value on a nonrecurring basis. These assets include impaired loans (see Note 3) and other real estate owned.

The change in fair value of impaired loans is recorded through the allowance for loan losses. The Corporation estimates the fair value of impaired loans based on Level 3 inputs which include the present value of expected future cash flows using management's best estimate of key assumptions. These assumptions include future payment ability, timing of payment streams, and estimated realizable values of available collateral (typically based on outside appraisals).

Other real estate owned assets are reported in the following table at initial recognition of impairment and on an ongoing basis until recovery or charge-off. At the time of foreclosure or repossession, real estate owned and repossessed assets are adjusted to fair value less estimated costs to sell, establishing a new cost basis. At that time, they are reported in the Corporation's fair value disclosures in the following nonrecurring tables:

# Huron Community Financial Services, Inc.

## Notes to Consolidated Financial Statements

December 31, 2013 and 2012

(000s omitted, except per share data)

### Note 16 - Fair Value Measurements (Continued)

#### Assets Measured at Fair Value on a Nonrecurring Basis at December 31, 2013

	Quoted Prices in Active Markets for Identical Assets (Level 1)	Significant Other Observable Inputs (Level 2)	Significant Unobservable Inputs (Level 3)	Balance at December 31, 2013
Impaired loans	\$ -	\$ -	\$ 6,219	\$ 6,219
Foreclosed assets	-	-	1,886	1,886

#### Assets Measured at Fair Value on a Nonrecurring Basis at December 31, 2012

	Quoted Prices in Active Markets for Identical Assets (Level 1)	Significant Other Observable Inputs (Level 2)	Significant Unobservable Inputs (Level 3)	Balance at December 31, 2012
Impaired loans	\$ -	\$ -	\$ 5,882	\$ 5,882
Foreclosed assets	-	-	3,103	3,103