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

FORM 10-Q

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

For the Quarterly Period Ended March 31, 2021

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: 0-13358

Capital City Bank Group, Inc.

(Exact name of Registrant as specified in its charter)

Florida	**59-2273542**
(State or other jurisdiction of incorporation or organization)	(I.R.S. Employer Identification No.)
217 North Monroe Street, Tallahassee, Florida	**32301**
(Address of principal executive office)	(Zip Code)

(850) 402-7821
(Registrant's telephone number, including area code)

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

Title of each class	Trading Symbol(s)	Name of each exchange on which registered
Common Stock, Par value $0.01	CCBG	Nasdaq Stock Market, LLC

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

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

Large accelerated filer ☐	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 pursuant to Section 13(a) of The Exchange Act. ☐

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

At April 29, 2021, 16,851,878 shares of the Registrant's Common Stock, $.01 par value, were outstanding.

CAPITAL CITY BANK GROUP, INC.
QUARTERLY REPORT ON FORM 10-Q
FOR THE PERIOD ENDED MARCH 31, 2021

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INTRODUCTORY NOTE

Caution Concerning Forward-Looking Statements

This Quarterly Report on Form 10-Q contains "forward-looking statements" within the meaning of the Private Securities Litigation Reform Act of 1995. These forward-looking statements include, among others, statements about our beliefs, plans, objectives, goals, expectations, estimates and intentions that are subject to significant risks and uncertainties and are subject to change based on various factors, many of which are beyond our control. The words "may," "could," "should," "would," "believe," "anticipate," "estimate," "expect," "intend," "plan," "target," "goal," and similar expressions are intended to identify forward-looking statements.

All forward-looking statements, by their nature, are subject to risks and uncertainties. Our actual future results may differ materially from those set forth in our forward-looking statements.

Our ability to achieve our financial objectives could be adversely affected by the factors discussed in detail in Part I, Item 2. "Management's Discussion and Analysis of Financial Condition and Results of Operations" and Part II, Item 1A. "Risk Factors" in this Quarterly Report on Form 10-Q and the following sections of our Annual Report on Form 10-K for the year ended December 31, 2020 (the "2020 Form 10-K"): (a) "Introductory Note" in Part I, Item 1. "Business"; (b) "Risk Factors" in Part I, Item 1A, as updated in our subsequent quarterly reports filed on Form 10-Q; and (c) "Introduction" in "Management's Discussion and Analysis of Financial Condition and Results of Operations," in Part II, Item 7, as well as:

- the magnitude and duration of the ongoing COVID-19 pandemic and its impact on the global and local economies and financial market conditions and our business, results of operations and financial condition, including the impact of our participation in government programs related to COVID-19;
- our ability to successfully manage credit risk, interest rate risk, liquidity risk, and other risks inherent to our industry;
- legislative or regulatory changes;
- changes in monetary and fiscal policies of the U.S. Government;
- inflation, interest rate, market and monetary fluctuations;
- the effects of security breaches and computer viruses that may affect our computer systems or fraud related to debit card products;
- the accuracy of our financial statement estimates and assumptions, including the estimates used for our loan loss reserve, deferred tax asset valuation and pension plan;
- changes in accounting principles, policies, practices or guidelines;
- the frequency and magnitude of foreclosure of our loans;
- the effects of our lack of a diversified loan portfolio, including the risks of geographic and industry concentrations;
- the strength of the United States economy in general and the strength of the local economies in which we conduct operations;
- our ability to declare and pay dividends, the payment of which is subject to our capital requirements;
- changes in the securities and real estate markets;
- structural changes in the markets for origination, sale and servicing of residential mortgages;
- uncertainty in the pricing of residential mortgage loans that we sell, as well as competition for the mortgage servicing rights related to these loans and related interest rate risk or price risk resulting from retaining mortgage servicing rights and the potential effects of higher interest rates on our loan origination volumes;
- the effect of corporate restructuring, acquisitions or dispositions, including the actual restructuring and other related charges and the failure to achieve the expected gains, revenue growth or expense savings from such corporate restructuring, acquisitions or dispositions;
- the effects of natural disasters, harsh weather conditions (including hurricanes), widespread health emergencies, military conflict, terrorism, civil unrest or other geopolitical events;
- our ability to comply with the extensive laws and regulations to which we are subject, including the laws for each jurisdiction where we operate;
- the willingness of clients to accept third-party products and services rather than our products and services and vice versa;
- increased competition and its effect on pricing;
- technological changes;
- negative publicity and the impact on our reputation;
- changes in consumer spending and saving habits;
- growth and profitability of our noninterest income;
- the limited trading activity of our common stock;
- the concentration of ownership of our common stock;
- anti-takeover provisions under federal and state law as well as our Articles of Incorporation and our Bylaws;
- other risks described from time to time in our filings with the Securities and Exchange Commission; and
- our ability to manage the risks involved in the foregoing.

However, other factors besides those listed in *Item 1A Risk Factors* or discussed in this Form 10-Q also could adversely affect our results, and you should not consider any such list of factors to be a complete set of all potential risks or uncertainties. Any forward-looking statements made by us or on our behalf speak only as of the date they are made. We do not undertake to update any forward-looking statement, except as required by applicable law.

PART I. FINANCIAL INFORMATION
Item 1.

CAPITAL CITY BANK GROUP, INC.
CONSOLIDATED STATEMENTS OF FINANCIAL CONDITION

(Dollars in Thousands)	**(Unaudited) March 31, 2021**	**December 31, 2020**
ASSETS		
Cash and Due From Banks	$ 73,973	$ 67,919
Funds Sold	851,910	860,630
Total Cash and Cash Equivalents	925,883	928,549
Investment Securities, Available for Sale, at fair value	406,245	324,870
Investment Securities, Held to Maturity (fair value of $ 204,158 and $ 175,175)	199,109	169,939
Total Investment Securities	605,354	494,809
Loans Held For Sale, at fair value	82,081	114,039
Loans Held for Investment	2,057,727	2,006,426
Allowance for Credit Losses	(22,026)	(23,816)
Loans Held for Investment, Net	2,035,701	1,982,610
Premises and Equipment, Net	86,370	86,791
Goodwill	89,095	89,095
Other Real Estate Owned	110	808
Other Assets	105,290	101,370
Total Assets	$ 3,929,884	$ 3,798,071
LIABILITIES		
Deposits:		
Noninterest Bearing Deposits	$ 1,473,891	$ 1,328,809
Interest Bearing Deposits	1,884,217	1,888,751
Total Deposits	3,358,108	3,217,560
Short-Term Borrowings	55,687	79,654
Subordinated Notes Payable	52,887	52,887
Other Long-Term Borrowings	1,829	3,057
Other Liabilities	109,487	102,076
Total Liabilities	3,577,998	3,455,234
Temporary Equity	27,460	22,000
SHAREOWNERS' EQUITY		
Preferred Stock, $ 0.01 par value; 3,000,000 shares authorized; no shares issued and outstanding	-	-
Common Stock, $ 0.01 par value; 90,000,000 shares authorized; 16,851,878 and 16,790,573 shares issued and outstanding at March 31, 2021 and December 31, 2020, respectively	169	168
Additional Paid-In Capital	32,804	32,283
Retained Earnings	335,324	332,528
Accumulated Other Comprehensive Loss, net of tax	(43,871)	(44,142)
Total Shareowners' Equity	324,426	320,837
Total Liabilities, Temporary Equity, and Shareowners' Equity	$ 3,929,884	$ 3,798,071

The accompanying Notes to Consolidated Financial Statements are an integral part of these statements.

CAPITAL CITY BANK GROUP, INC.
CONSOLIDATED STATEMENTS OF INCOME
(Unaudited)

(Dollars in Thousands, Except Per Share Data)	Three Months Ended March 31, 2021	2020
INTEREST INCOME		
Loans, including Fees	$ 23,350	$ 23,593
Investment Securities:		
Taxable Securities	1,863	2,996
Tax Exempt Securities	20	19
Funds Sold	213	757
Total Interest Income	25,446	27,365
INTEREST EXPENSE		
Deposits	208	939
Short-Term Borrowings	412	132
Subordinated Notes Payable	307	471
Other Long-Term Borrowings	21	50
Total Interest Expense	948	1,592
NET INTEREST INCOME	24,498	25,773
Provision for Credit Losses	(982)	4,990
Net Interest Income After Provision For Credit Losses	25,480	20,783
NONINTEREST INCOME		
Deposit Fees	4,271	5,015
Bank Card Fees	3,618	3,051
Wealth Management Fees	3,090	2,604
Mortgage Banking Revenues	17,125	3,253
Other	1,722	1,555
Total Noninterest Income	29,826	15,478
NONINTEREST EXPENSE		
Compensation	26,064	19,736
Occupancy, Net	5,967	4,979
Other Real Estate Owned, Net	(118)	(798)
Other	8,563	7,052
Total Noninterest Expense	40,476	30,969
INCOME BEFORE INCOME TAXES	14,830	5,292
Income Tax Expense	2,787	1,282
NET INCOME	12,043	4,010
Pre-Tax Income Attributable to Noncontrolling Interests	(2,537)	277
NET INCOME ATTRIBUTABLE TO COMMON SHAREOWNERS	$ 9,506	$ 4,287
BASIC NET INCOME PER SHARE	$ 0.56	$ 0.25
DILUTED NET INCOME PER SHARE	$ 0.56	$ 0.25
Average Basic Shares Outstanding	16,838	16,808
Average Diluted Shares Outstanding	16,862	16,842

The accompanying Notes to Consolidated Financial Statements are an integral part of these statements.

CAPITAL CITY BANK GROUP, INC.
CONSOLIDATED STATEMENTS OF COMPREHENSIVE INCOME
(Unaudited)

(Dollars in Thousands)	**Three Months Ended March 31, 2021**	**2020**
NET INCOME	$ 9,506	$ 4,287
Other comprehensive income, before tax:		
Investment Securities:		
Change in net unrealized gain (loss) on securities available for sale	(1,952)	3,547
Derivative:		
Change in net unrealized gain on effective cash flow derivative	2,125	-
Benefit Plans:		
Reclassification adjustment for service cost	24	-
Actuarial gain	166	-
Total Benefit Plans	190	-
Other comprehensive income, before tax	363	3,547
Deferred tax expense related to other comprehensive income	92	899
Other comprehensive income, net of tax	271	2,648
TOTAL COMPREHENSIVE INCOME	$ 9,777	$ 6,935

The accompanying Notes to Consolidated Financial Statements are an integral part of these statements.

CAPITAL CITY BANK GROUP, INC.
CONSOLIDATED STATEMENTS OF CHANGES IN SHAREOWNERS' EQUITY
(Unaudited)

(Dollars In Thousands, Except Share Data)	Shares Outstanding	Common Stock	Additional Paid-In Capital	Retained Earnings	Accumulated Other Comprehensive (Loss) Income, Net of Taxes	Total
Balance, January 1, 2021	16,790,573	$ 168	$ 32,283	$ 332,528	$ (44,142)	$ 320,837
Net Income	-	-	-	9,506	-	9,506
Reclassification to Temporary Equity [1]	-	-	-	(4,182)	-	(4,182)
Other Comprehensive Income, net of tax	-	-	-	-	271	271
Cash Dividends ($0.1500 per share)	-	-	-	(2,528)	-	(2,528)
Stock Based Compensation	-	-	219	-	-	219
Stock Compensation Plan Transactions, net	61,305	1	302	-	-	303
Balance, March 31, 2021	16,851,878	$ 169	$ 32,804	$ 335,324	$ (43,871)	$ 324,426
Balance, January 1, 2020	16,771,544	$ 168	$ 32,092	$ 322,937	$ (28,181)	$ 327,016
Adoption of ASC 326	-	-	-	(3,095)	-	(3,095)
Net Income	-	-	-	4,287	-	4,287
Other Comprehensive Income, net of tax	-	-	-	-	2,648	2,648
Cash Dividends ($0.1400 per share)	-	-	-	(2,357)	-	(2,357)
Repurchase of Common Stock	(33,074)	(1)	(707)	-	-	(708)
Stock Based Compensation	-	-	291	-	-	291
Stock Compensation Plan Transactions, net	73,311	1	424	-	-	425
Balance, March 31, 2020	16,811,781	$ 168	$ 32,100	$ 321,772	$ (25,533)	$ 328,507

[1]*Adjustment to redemption value for non-controlling interest in Capital City Home Loans.*

The accompanying Notes to Consolidated Financial Statements are an integral part of these statements.

CAPITAL CITY BANK GROUP, INC.
CONSOLIDATED STATEMENTS OF CASH FLOWS
(Unaudited)

(Dollars in Thousands)	**Three Months Ended March 31, 2021**	**2020**
CASH FLOWS FROM OPERATING ACTIVITIES		
Net Income	$ 9,506	$ 4,287
Adjustments to Reconcile Net Income to		
Cash Provided by Operating Activities:		
Provision for Credit Losses	(982)	4,990
Depreciation	1,942	1,623
Amortization of Premiums, Discounts and Fees, net	2,428	1,643
Originations of Loans Held-for-Sale	(470,248)	(150,840)
Proceeds From Sales of Loans Held-for-Sale	519,331	80,781
Net Gain From Sales of Loans Held-for-Sale	(17,125)	(3,030)
Net Additions for Capitalized Mortgage Servicing Rights	119	-
Change in Valuation Provision for Mortgage Servicing Rights	(250)	-
Stock Compensation	219	291
Net Tax Benefit From Stock-Based Compensation	(4)	(84)
Deferred Income Taxes	(378)	(511)
Net Change in Operating Leases	(41)	192
Net Gain on Sales and Write-Downs of Other Real Estate Owned	(202)	(931)
Net Increase in Other Assets	(1,370)	(20,255)
Net Increase in Other Liabilities	7,935	26,646
Net Cash Provided By (Used In) Operating Activities	50,880	(55,198)
CASH FLOWS FROM INVESTING ACTIVITIES		
Securities Held to Maturity:		
Purchases	(54,382)	(32,250)
Payments, Maturities, and Calls	24,629	19,370
Securities Available for Sale:		
Purchases	(133,628)	(26,795)
Payments, Maturities, and Calls	49,349	50,347
Purchases of Loans Held for Investment	(23,686)	(2,756)
Net Increase in Loans Held for Investment	(29,437)	(22,191)
Net Cash Paid for Brand Acquisition	-	(2,405)
Proceeds From Sales of Other Real Estate Owned	1,084	1,155
Purchases of Premises and Equipment	(1,592)	(4,773)
Noncontrolling Interest Contributions	1,259	-
Net Cash Used In Investing Activities	(166,404)	(20,298)
CASH FLOWS FROM FINANCING ACTIVITIES		
Net Increase (Decrease) in Deposits	140,548	(99,869)
Net (Decrease) Increase in Short-Term Borrowings	(24,181)	70,018
Repayments of Other Long-Term Borrowings	(1,014)	(524)
Dividends Paid	(2,528)	(2,357)
Payments to Repurchase Common Stock	-	(708)
Issuance of Common Stock Under Purchase Plans	33	125
Net Cash Provided By (Used In) Financing Activities	112,858	(33,315)
NET DECREASE IN CASH AND CASH EQUIVALENTS	(2,666)	(108,811)
Cash and Cash Equivalents at Beginning of Period	928,549	378,423
Cash and Cash Equivalents at End of Period	$ 925,883	$ 269,612
Supplemental Cash Flow Disclosures:		
Interest Paid	$ 1,009	$ 1,562
Noncash Investing and Financing Activities:		
Loans Transferred to Other Real Estate Owned	$ 184	$ 734

The accompanying Notes to Consolidated Financial Statements are an integral part of these statements.

CAPITAL CITY BANK GROUP, INC.
NOTES TO CONSOLIDATED FINANCIAL STATEMENTS

NOTE 1 – BUSINESS AND BASIS OF PRESENTATION

Nature of Operations. Capital City Bank Group, Inc. (“CCBG” or the “Company”) provides a full range of banking and banking-related services to individual and corporate clients through its subsidiary, Capital City Bank, with banking offices located in Florida, Georgia, and Alabama. The Company is subject to competition from other financial institutions, is subject to regulation by certain government agencies and undergoes periodic examinations by those regulatory authorities.

Basis of Presentation. The consolidated financial statements in this Quarterly Report on Form 10-Q include the accounts of CCBG and its wholly owned subsidiary, Capital City Bank (“CCB” or the “Bank”). All material inter-company transactions and accounts have been eliminated. Certain previously reported amounts have been reclassified to conform to the current year’s presentation.

The accompanying unaudited consolidated financial statements have been prepared in accordance with generally accepted accounting principles for interim financial information and with the instructions to Form 10-Q and Article 10 of Regulation S-X. Accordingly, they do not include all of the information and footnotes required by generally accepted accounting principles for complete financial statements. In the opinion of management, all adjustments (consisting of normal recurring accruals) considered necessary for a fair presentation have been included.

The consolidated statement of financial condition at December 31, 2020 has been derived from the audited consolidated financial statements at that date, but does not include all of the information and footnotes required by generally accepted accounting principles for complete financial statements. For further information, refer to the consolidated financial statements and footnotes thereto included in the Company’s annual report on Form 10-K for the year ended December 31, 2020.

Accounting Standards Updates

ASU 2020-04, "Reference Rate Reform (Topic 848). ASU 2020-04 provides optional expedients and exceptions for applying GAAP to loan and lease agreements, derivative contracts, and other transactions affected by the anticipated transition away from LIBOR toward new interest rate benchmarks. For transactions that are modified because of reference rate reform and that meet certain scope guidance (i) modifications of loan agreements should be accounted for by prospectively adjusting the effective interest rate and the modification will be considered "minor" so that any existing unamortized origination fees/costs would carry forward and continue to be amortized and (ii) modifications of lease agreements should be accounted for as a continuation of the existing agreement with no reassessments of the lease classification and the discount rate or re-measurements of lease payments that otherwise would be required for modifications not accounted for as separate contracts. ASU 2020-04 also provides numerous optional expedients for derivative accounting. ASU 2020-04 is effective March 12, 2020 through December 31, 2022. An entity may elect to apply ASU 2020-04 for contract modifications as of January 1, 2020, or prospectively from a date within an interim period that includes or is subsequent to March 12, 2020, up to the date that the financial statements are available to be issued. Once elected for a Topic or an Industry Subtopic within the Codification, the amendments in this ASU must be applied prospectively for all eligible contract modifications for that Topic or Industry Subtopic. It is anticipated this ASU will simplify any modifications executed between the selected start date (yet to be determined) and December 31, 2022 that are directly related to LIBOR transition by allowing prospective recognition of the continuation of the contract, rather than extinguishment of the old contract resulting in writing off unamortized fees/costs. Further, *ASU 2021-01, “Reference Rate Reform (Topic 848): Scope”* clarifies that certain optional expedients and exceptions in ASC 848 for contract modifications and hedge accounting apply to derivatives that are affected by the discounting transition. ASU 2021-01 also amends the expedients and exceptions in ASC 848 to capture the incremental consequences of the scope clarification and to tailor the existing guidance to derivative instruments. The Company is evaluating the impact of this ASU and has not yet determined if this ASU will have material effects on the Company’s business operations and consolidated financial statements.

NOTE 2 – INVESTMENT SECURITIES

Investment Portfolio Composition. The following table summarizes the amortized cost and related market value of investment securities available-for-sale and securities held-to-maturity and the corresponding amounts of gross unrealized gains and losses.

	March 31, 2021				December 31, 2020			
	Amortized Cost	**Unrealized Gains**	**Unrealized Losses**	**Market Value**	**Amortized Cost**	**Unrealized Gain**	**Unrealized Losses**	**Market Value**
Available for Sale								
U.S. Government Treasury	$ 173,029	$ 551	$ 464	$ 173,116	$ 103,547	$ 972	$ -	$ 104,519
U.S. Government Agency	220,018	2,096	584	221,530	205,972	2,743	184	208,531
States and Political Subdivisions	4,244	73	9	4,308	3,543	89	-	3,632
Mortgage-Backed Securities	440	56	-	496	456	59	-	515
Equity Securities [1]	6,795	-	-	6,795	7,673	-	-	7,673
Total	$ 404,526	$ 2,776	$ 1,057	$ 406,245	$ 321,191	$ 3,863	$ 184	$ 324,870
Held to Maturity								
U.S. Government Treasury	$ -	$ -	$ -	$ -	$ 5,001	$ 13	$ -	$ 5,014
Mortgage-Backed Securities	199,109	5,358	309	204,158	164,938	5,223	-	170,161
Total	$ 199,109	$ 5,358	$ 309	$ 204,158	$ 169,939	$ 5,236	$ -	$ 175,175
Total Investment Securities	$ 603,635	$ 8,134	$ 1,366	$ 610,403	$ 491,130	$ 9,099	$ 184	$ 500,045

(1) *Includes Federal Home Loan Bank and Federal Reserve Bank stock, recorded at cost of $2.0 million and $4.8 million, respectively, at March 31, 2021 and includes Federal Home Loan Bank and Federal Reserve Bank stock recorded at cost of $2.9 million and $4.8 million, respectively, at December 31, 2020.*

Securities with an amortized cost of $351.1 million and $308.2 million at March 31, 2021 and December 31, 2020, respectively, were pledged to secure public deposits and for other purposes.

The Bank, as a member of the Federal Home Loan Bank of Atlanta ("FHLB"), is required to own capital stock in the FHLB based generally upon the balances of residential and commercial real estate loans and FHLB advances. FHLB stock, which is included in equity securities, is pledged to secure FHLB advances. No ready market exists for this stock, and it has no quoted market value; however, redemption of this stock has historically been at par value.

As a member of the Federal Reserve Bank of Atlanta, the Bank is required to maintain stock in the Federal Reserve Bank of Atlanta based on a specified ratio relative to the Bank's capital. Federal Reserve Bank stock is carried at cost.

Maturity Distribution. At March 31, 2021, the Company's investment securities had the following maturity distribution based on contractual maturity. Expected maturities may differ from contractual maturities because borrowers may have the right to call or prepay obligations. Mortgage-backed securities and certain amortizing U.S. government agency securities are shown separately because they are not due at a certain maturity date.

	Available for Sale		Held to Maturity	
(Dollars in Thousands)	**Amortized Cost**	**Market Value**	**Amortized Cost**	**Market Value**
Due in one year or less	$ 77,464	$ 77,741	$ -	$ -
Due after one year through five years	138,352	137,981	-	-
Due after five year through ten years	989	989	-	-
Mortgage-Backed Securities	440	496	199,109	204,158
U.S. Government Agency	180,486	182,243	-	-
Equity Securities	6,795	6,795	-	-
Total	$ 404,526	$ 406,245	$ 199,109	$ 204,158

Unrealized Losses on Investment Securities The following table summarizes the available for sale investment securities with unrealized losses aggregated by major security type and length of time in a continuous unrealized loss position:

(Dollars in Thousands)	Less Than 12 Months		Greater Than 12 Months		Total	
	Market Value	Unrealized Losses	Market Value	Unrealized Losses	Market Value	Unrealized Losses
March 31, 2021						
Available for Sale						
U.S. Government Treasury	$ 65,577	$ 464	$ -	$ -	$ 65,577	$ 464
U.S. Government Agency	63,630	554	4,778	30	68,408	584
States and Political Subdivisions	744	9	-	-	744	9
Total	129,951	1,027	4,778	30	134,729	1,057
Held to Maturity						
Mortgage-Backed Securities	20,550	309	-	-	20,550	309
Total	$ 20,550	$ 309	$ -	$ -	$ 20,550	$ 309
December 31, 2020						
Available for Sale						
U.S. Government Agency	$ 28,266	$ 156	$ 4,670	$ 28	$ 32,936	$ 184
Total	$ 28,266	$ 156	$ 4,670	$ 28	$ 32,936	$ 184

At March 31, 2021, there 89 positions (combined AFS and HTM) with unrealized losses totaling $ 1.4 million. 87 these positions were U.S. government agency securities issued by U.S. government sponsored entities. The Remaining two were municipal securities. Because the declines in the market value of these securities were attributable to changes in interest rates and not credit quality, and because the Company had the ability and intent to hold these investments until there is a recovery in fair value, which may be at maturity, the Company did not record any allowance for credit losses on any investment securities at March 31, 2021. Additionally, none of the securities held by the Company were past due or in nonaccrual status at March 31, 2021.

Credit Quality Indicators

The Company monitors the credit quality of its investment securities through various risk management procedures, including the monitoring of credit ratings. A majority of the debt securities in the Company's investment portfolio were issued by a U.S. government entity or agency and are either explicitly or implicitly guaranteed by the U.S. government. The Company believes the long history of no credit losses on these securities indicates that the expectation of nonpayment of the amortized cost basis is zero, even if the U.S. government were to technically default. Further, certain municipal securities held by the Company have been pre-funded and secured by government guaranteed treasuries. Therefore, for the aforementioned securities, the Company does not assess or record expected credit losses due to the zero loss assumption. The Company monitors the credit quality of its municipal securities portfolio via credit ratings which are updated on a quarterly basis. On a quarterly basis, municipal securities in an unrealized loss position are evaluated to determine if the loss is attributable to credit related factors and if an allowance for credit loss is needed.

NOTE 3 – LOANS HELD FOR INVESTMENT AND ALLOWANCE FOR CREDIT LOSSES

Loan Portfolio Composition. The composition of the held for investment ("HFI") loan portfolio was as follows:

(Dollars in Thousands)	**March 31, 2021**	**December 31, 2020**
Commercial, Financial and Agricultural	$ 413,819	$ 393,930
Real Estate – Construction	138,104	135,831
Real Estate – Commercial Mortgage	669,158	648,393
Real Estate – Residential (1)	365,931	352,543
Real Estate – Home Equity	202,099	205,479
Consumer (2)	268,616	270,250
Loans HFI, Net of Unearned Income	$ 2,057,727	$ 2,006,426

(1) *Includes loans in process with outstanding balances of $8.3 million and $10.9 million at March 31, 2021 and December 31, 2020, respectively.*

(2) *Includes overdraft balances of $0.9 million and $0.7 million at March 31, 2021 and December 31, 2020, respectively.*

Net deferred fees, which include premiums on purchased loans, included in loans were $1.6 million at March 31, 2021 and $0.1 million at December 31, 2020.

Accrued interest receivable on loans which is excluded from amortized cost totaled $7.2 million at March 31, 2021 and $6.9 million at December 31, 2020, and is reported separately in Other Assets.

The Company has pledged a blanket floating lien on all 1-4 family residential mortgage loans, commercial real estate mortgage loans, and home equity loans to support available borrowing capacity at the FHLB of Atlanta and has pledged a blanket floating lien on all consumer loans, commercial loans, and construction loans to support available borrowing capacity at the Federal Reserve Bank of Atlanta.

Loan Purchases. The Company will periodically purchase newly originated 1-4 family real estate secured adjustable rate loans from Capital City Home Loans, a related party. Loan purchases from CCHL totaled $22.2 million for the three month period ended March 31, 2021, and were not credit impaired.

Allowance for Credit Losses. The allowance for credit losses is calculated in accordance with the current expected credit loss model ASC 326 ("CECL"), which was adopted on January 1, 2020. The allowance has two basic components: first, an asset-specific component involving loans that do not share risk characteristics and the measurement of expected credit losses for such individual loans; and second, a pooled component for expected credit losses for pools of loans that share similar risk characteristics. This allowance methodology is discussed further in Note 1 – Business and Basis of Presentation/Significant Accounting Policies in the Company's 2020 Form 10-K.

The following table details the activity in the allowance for credit losses by portfolio segment. Allocation of a portion of the allowance to one category of loans does not preclude its availability to absorb losses in other categories.

(Dollars in Thousands)	**Commercial, Financial, Agricultural**	**Real Estate Construction**	**Real Estate Commercial Mortgage**	**Real Estate Residential**	**Real Estate Home Equity**	**Consumer**	**Total**
Three Months Ended March 31, 2021							
Beginning Balance	$ 2,204	$ 2,479	$ 7,029	$ 5,440	$ 3,111	$ 3,553	$ 23,816
Provision for Credit Losses	(314)	(225)	(718)	(305)	(655)	(95)	(2,312)
Charge-Offs	(69)	-	-	(6)	(5)	(1,056)	(1,136)
Recoveries	136	-	645	75	124	678	1,658
Net Recoveries	67	-	645	69	119	(378)	522
Ending Balance	$ 1,957	$ 2,254	$ 6,956	$ 5,204	$ 2,575	$ 3,080	$ 22,026
Three Months Ended March 31, 2020							
Beginning Balance	$ 1,675	$ 370	$ 3,416	$ 3,128	$ 2,224	$ 3,092	$ 13,905
Impact of Adopting ASC 326	488	302	1,458	1,243	374	(596)	3,269
Provision for Credit Losses	406	567	774	1,704	101	1,438	4,990
Charge-Offs	(362)	-	(11)	(110)	(31)	(1,566)	(2,080)
Recoveries	40	-	191	40	33	695	999
Net Charge-Offs	(322)	-	180	(70)	2	(871)	(1,081)
Ending Balance	$ 2,247	$ 1,239	$ 5,828	$ 6,005	$ 2,701	$ 3,063	$ 21,083

For the first three months ended March 31, 2021, the allowance decreased by $1.8 million and reflected a negative provision of $2.3 million and net loan recoveries of $0.5 million. The negative provision was attributable primarily to improving economic conditions, a lower rate of unemployment and its potential effect on rates of default. Three unemployment rate forecast scenarios were utilized to estimate probability of default and were weighted based on management's estimate of probability. The mitigating impact of the unprecedented fiscal stimulus, including direct payments to individuals, increased unemployment benefits, as well as various government sponsored loan programs, was also considered. See Note 8 – Commitments and Contingencies for information on the allowance for off-balance sheet credit commitments.

Loan Portfolio Aging. A loan is defined as a past due loan when one full payment is past due or a contractual maturity is over 30 days past due ("DPD").

The following table presents the aging of the amortized cost basis in accruing past due loans by class of loans.

(Dollars in Thousands)	**30-59 DPD**	**60-89 DPD**	**90 + DPD**	**Total Past Due**	**Total Current**	**Nonaccrual Loans**	**Total Loans**
March 31, 2021							
Commercial, Financial and Agricultural	$ 55	$ 58	$ -	$ 113	$ 413,556	$ 150	$ 413,819
Real Estate – Construction	565	-	-	565	137,360	179	138,104
Real Estate – Commercial Mortgage	183	-	-	183	667,719	1,256	669,158
Real Estate – Residential	289	226	-	515	362,266	3,150	365,931
Real Estate – Home Equity	355	-	-	355	201,282	462	202,099
Consumer	712	179	-	891	267,560	165	268,616
Total	$ 2,159	$ 463	$ -	$ 2,622	$ 2,049,743	$ 5,362	$ 2,057,727
December 31, 2020							
Commercial, Financial and Agricultural	$ 194	$ 124	$ -	$ 318	$ 393,451	$ 161	$ 393,930
Real Estate – Construction	-	717	-	717	134,935	179	135,831
Real Estate – Commercial Mortgage	293	-	-	293	646,688	1,412	648,393
Real Estate – Residential	375	530	-	905	348,508	3,130	352,543
Real Estate – Home Equity	325	138	-	463	204,321	695	205,479
Consumer	1,556	342	-	1,898	268,058	294	270,250
Total	$ 2,743	$ 1,851	$ -	$ 4,594	$ 1,995,961	$ 5,871	$ 2,006,426

Nonaccrual Loans . Loans are generally placed on nonaccrual status if principal or interest payments become 90 days past due and/or management deems the collectability of the principal and/or interest to be doubtful. Loans are returned to accrual status when the principal and interest amounts contractually due are brought current or when future payments are reasonably assured.

The following table presents the amortized cost basis of loans in nonaccrual status and loans past due over 90 days and still on accrual by class of loans.

	March 31, 2021			**December 31, 2020**		
(Dollars in Thousands)	**Nonaccrual With ACL**	**Nonaccrual With No ACL**	**90 + Days Still Accruing**	**Nonaccrual With ACL**	**Nonaccrual With No ACL**	**90 + Days Still Accruing**
Commercial, Financial and Agricultural	$ 150	$ -	$ -	$ 161	$ -	$ -
Real Estate – Construction	179	-	-	179	-	-
Real Estate – Commercial Mortgage	199	1,057	-	337	1,075	-
Real Estate – Residential	1,641	1,509	-	1,617	1,513	-
Real Estate – Home Equity	462	-	-	695	-	-
Consumer	165	-	-	294	-	-
Total Nonaccrual Loans	$ 2,796	$ 2,566	$ -	$ 3,283	$ 2,588	$ -

Collateral Dependent Loans. The following table presents the amortized cost basis of collateral-dependent loans.

(Dollars in Thousands)	March 31, 2021 Real Estate Secured	March 31, 2021 Non Real Estate Secured	December 31, 2020 Real Estate Secured	December 31, 2020 Non Real Estate Secured
Commercial, Financial and Agricultural	$ -	$ -	$ -	$ -
Real Estate – Commercial Mortgage	1,113	-	3,900	-
Real Estate – Residential	2,537	-	3,022	-
Real Estate – Home Equity	299	-	219	-
Consumer	-	29	-	29
Total Collateral Dependent Loans	$ 3,949	$ 29	$ 7,141	$ 29

A loan is collateral dependent when the borrower is experiencing financial difficulty and repayment of the loan is dependent on the sale or operation of the underlying collateral.

The Bank's collateral dependent loan portfolio is comprised primarily of real estate secured loans, collateralized by either residential or commercial collateral types. The loans are carried at fair value based on current values determined by either independent appraisals or internal evaluations, adjusted for selling costs or other amounts to be deducted when estimating expected net sales proceeds.

Residential Real Estate Loans In Process of Foreclosure. At March 31, 2021 and December 31, 2020, the Company had $1.2 million and $1.6 million, respectively, in 1-4 family residential real estate loans for which formal foreclosure proceedings were in process.

Troubled Debt Restructurings ("TDRs"). TDRs are loans in which the borrower is experiencing financial difficulty and the Company has granted an economic concession to the borrower that it would not otherwise consider. In these instances, as part of a work-out alternative, the Company will make concessions including the extension of the loan term, a principal moratorium, a reduction in the interest rate, or a combination thereof. The impact of the TDR modifications and defaults are factored into the allowance for credit losses on a loan-by-loan basis as all TDRs are, by definition, impaired loans. Thus, specific reserves are established based upon the results of either a discounted cash flow analysis or the underlying collateral value, if the loan is deemed to be collateral dependent. A TDR classification can be removed if the borrower's financial condition improves such that the borrower is no longer in financial difficulty, the loan has not had any forgiveness of principal or interest, and the loan is subsequently refinanced or restructured at market terms and qualifies as a new loan.

At March 31, 2021, the Company had $14.3 million in TDRs, of which $13.6 million were performing in accordance with modified terms. At December 31, 2020 the Company had $14.3 million in TDRs, of which $13.9 million were performing in accordance with modified terms. For TDRs, the Company estimated $0.7 million and $0.6 million of credit loss reserves at March 31, 2021 and December 31, 2020, respectively.

The modifications made to TDRs involved either an extension of the loan term, a principal moratorium, a reduction in the interest rate, or a combination thereof. For the three months ended March 31, 2021, there were two loans modified with a recorded investment of $0.4 million. For the three months ended March 31, 2020, there was one loan modified with a recorded investment of $0.2 million.

For the three month period ended March 31, 2021 there were no loans classified as TDRs, for which there was a payment default and the loans were modified within the 12 months prior to default. For the three month period ended March 31, 2020, there were two loans totaling $0.1 million that were classified as TDRs, for which there was a payment default and the loans were modified within 12 months prior to the default.

Credit Risk Management. The Company has adopted comprehensive lending policies, underwriting standards and loan review procedures designed to maximize loan income within an acceptable level of risk. Management and the Board of Directors review and approve these policies and procedures on a regular basis (at least annually).

Reporting systems are used to monitor loan originations, loan quality, concentrations of credit, loan delinquencies and nonperforming loans and potential problem loans. Management and the Credit Risk Oversight Committee periodically review our lines of business to monitor asset quality trends and the appropriateness of credit policies. In addition, total borrower exposure limits are established and concentration risk is monitored. As part of this process, the overall composition of the portfolio is reviewed to gauge diversification of risk, client concentrations, industry group, loan type, geographic area, or other relevant classifications of loans. Specific segments of the loan portfolio are monitored and reported to the Board on a quarterly basis and have strategic plans in place to supplement Board approved credit policies governing exposure limits and underwriting standards. Detailed below are the types of loans within the Company's loan portfolio and risk characteristics unique to each.

Commercial, Financial, and Agricultural – Loans in this category are primarily made based on identified cash flows of the borrower with consideration given to underlying collateral and personal or other guarantees. Lending policy establishes debt service coverage ratio limits that require a borrower's cash flow to be sufficient to cover principal and interest payments on all new and existing debt. The majority of these loans are secured by the assets being financed or other business assets such as accounts receivable, inventory, or equipment. Collateral values are determined based upon third party appraisals and evaluations. Loan to value ratios at origination are governed by established policy guidelines.

Real Estate Construction – Loans in this category consist of short-term construction loans, revolving and non-revolving credit lines and construction/permanent loans made to individuals and investors to finance the acquisition, development, construction or rehabilitation of real property. These loans are primarily made based on identified cash flows of the borrower or project and generally secured by the property being financed, including 1-4 family residential properties and commercial properties that are either owner-occupied or investment in nature. These properties may include either vacant or improved property. Construction loans are generally based upon estimates of costs and value associated with the completed project. Collateral values are determined based upon third party appraisals and evaluations. Loan to value ratios at origination are governed by established policy guidelines. The disbursement of funds for construction loans is made in relation to the progress of the project and as such these loans are closely monitored by on-site inspections.

Real Estate Commercial Mortgage – Loans in this category consists of commercial mortgage loans secured by property that is either owner-occupied or investment in nature. These loans are primarily made based on identified cash flows of the borrower or project with consideration given to underlying real estate collateral and personal guarantees. Lending policy establishes debt service coverage ratios and loan to value ratios specific to the property type. Collateral values are determined based upon third party appraisals and evaluations.

Real Estate Residential – Residential mortgage loans held in the Company's loan portfolio are made to borrowers that demonstrate the ability to make scheduled payments with full consideration to underwriting factors such as current income, employment status, current assets, and other financial resources, credit history, and the value of the collateral. Collateral consists of mortgage liens on 1-4 family residential properties. Collateral values are determined based upon third party appraisals and evaluations. The Company does not originate sub-prime loans.

Real Estate Home Equity – Home equity loans and lines are made to qualified individuals for legitimate purposes generally secured by senior or junior mortgage liens on owner-occupied 1-4 family homes or vacation homes. Borrower qualifications include favorable credit history combined with supportive income and debt ratio requirements and combined loan to value ratios within established policy guidelines. Collateral values are determined based upon third party appraisals and evaluations.

Consumer Loans – This loan portfolio includes personal installment loans, direct and indirect automobile financing, and overdraft lines of credit. The majority of the consumer loan portfolio consists of indirect and direct automobile loans. Lending policy establishes maximum debt to income ratios, minimum credit scores, and includes guidelines for verification of applicants' income and receipt of credit reports.

Credit Quality Indicators. As part of the ongoing monitoring of the Company's loan portfolio quality, management categorizes loans into risk categories based on relevant information about the ability of borrowers to service their debt such as: current financial information, historical payment performance, credit documentation, and current economic and market trends, among other factors. Risk ratings are assigned to each loan and revised as needed through established monitoring procedures for individual loan relationships over a predetermined amount and review of smaller balance homogenous loan pools. The Company uses the definitions below for categorizing and managing its criticized loans. Loans categorized as "Pass" do not meet the criteria set forth below and are not considered criticized.

Special Mention – Loans in this category are presently protected from loss, but weaknesses are apparent which, if not corrected, could cause future problems. Loans in this category may not meet required underwriting criteria and have no mitigating factors. More than ordinary amount of attention is warranted for these loans.

Substandard – Loans in this category exhibit well-defined weaknesses that would typically bring normal repayment into jeopardy. These loans are no longer adequately protected due to well-defined weaknesses that affect the repayment capacity of the borrower. The possibility of loss is much more evident and above average supervision is required for these loans.

Doubtful – Loans in this category have all the weaknesses inherent in a loan categorized as Substandard, with the characteristic that weaknesses make collection or liquidation in full, on the basis of currently existing facts, conditions, and values, highly questionable and improbable.

Performing/Nonperforming – Loans within certain homogenous loan pools (home equity and consumer) are not individually reviewed, but are monitored for credit quality via the aging status of the loan and by payment activity. The performing or nonperforming status is updated on an on-going basis dependent upon improvement and deterioration in credit quality.

The following table summarizes gross loans held for investment at March 31, 2021 by years of origination and internally assigned credit risk ratings (refer to Credit Risk Management section for detail on risk rating system).

	Term Loans by Origination Year						Revolving	
(Dollars in Thousands)	**2021**	**2020**	**2019**	**2018**	**2017**	**Prior**	**Loans**	**Total**
Commercial, Financial, Agriculture:								
Pass	$ 77,066	$ 188,688	$ 41,681	$ 32,674	$ 12,792	$ 21,622	$ 38,528	$ 413,051
Special Mention	-	-	189	39	4	55	-	287
Substandard	-	12	-	285	38	88	58	481
Total	$ 77,066	$ 188,700	$ 41,870	$ 32,998	$ 12,834	$ 21,765	$ 38,586	$ 413,819
Real Estate Construction:								
Pass	$ 13,786	$ 80,577	$ 29,221	$ 6,301	$ 1,570	$ -	$ 3,451	$ 134,906
Special Mention	643	-	2,376	-	-	-	-	3,019
Substandard	-	-	179	-	-	-	-	179
Total	$ 14,429	$ 80,577	$ 31,776	$ 6,301	$ 1,570	$ -	$ 3,451	$ 138,104
Real Estate Commercial Mortgage:								
Pass	$ 35,435	$ 158,436	$ 100,143	$ 115,971	$ 69,848	$ 111,707	$ 24,321	$ 615,861
Special Mention	-	4,161	6,040	14,296	4,618	13,143	397	42,655
Substandard	1,604	589	3,597	87	1,829	2,936	-	10,642
Total	$ 37,039	$ 163,186	$ 109,780	$ 130,354	$ 76,295	$ 127,786	$ 24,718	$ 669,158
Real Estate - Residential:								
Pass	$ 42,559	$ 92,152	$ 58,624	$ 39,575	$ 37,006	$ 78,360	$ 6,290	$ 354,566
Special Mention	-	139	23	124	173	535	-	994
Substandard	133	1,402	2,653	1,603	1,341	3,239	-	10,371
Total	$ 42,692	$ 93,693	$ 61,300	$ 41,302	$ 38,520	$ 82,134	$ 6,290	$ 365,931
Real Estate - Home Equity:								
Performing	$ 39	$ 62	$ 358	$ 238	$ 767	$ 2,247	$ 197,926	$ 201,637
Nonperforming	-	-	-	-	-	-	462	462
Total	$ 39	$ 62	$ 358	$ 238	$ 767	$ 2,247	$ 198,388	$ 202,099
Consumer:								
Performing	$ 30,721	$ 97,423	$ 61,532	$ 44,126	$ 20,292	$ 9,502	$ 4,855	$ 268,451
Nonperforming	-	55	61	5	12	32	-	165
Total	$ 30,721	$ 97,478	$ 61,593	$ 44,131	$ 20,304	$ 9,534	$ 4,855	$ 268,616

NOTE 4 – MORTGAGE BANKING ACTIVITIES

The Company's mortgage banking activities at its subsidiary Capital City Homes Loans ("CCHL") include mandatory delivery loan sales, forward sales contracts used to manage residential loan pipeline price risk, utilization of warehouse lines to fund secondary market residential loan closings, and residential mortgage servicing. For the first quarter of 2020, information provided below reflects CCHL activities for the period March 1, 2020 to March 31, 2020 and CCB legacy residential real estate activities for the period January 1, 2020 to March 1, 2020. All quarterly information subsequent to the quarter ended March 31, 2020 includes CCHL activity.

Residential Mortgage Loan Production

The Company originates, markets, and services conventional and government-sponsored residential mortgage loans. Generally, conforming fixed rate residential mortgage loans are held for sale in the secondary market and non-conforming and adjustable-rate residential mortgage loans may be held for investment. The volume of residential mortgage loans originated for sale and secondary market prices are the primary drivers of origination revenue.

Residential mortgage loan commitments are generally outstanding for 30 to 90 days, which represents the typical period from commitment to originate a residential mortgage loan to when the closed loan is sold to an investor. Residential mortgage loan commitments are subject to both credit and price risk. Credit risk is managed through underwriting policies and procedures, including collateral requirements, which are generally accepted by the secondary loan markets. Price risk is primarily related to interest rate fluctuations and is partially managed through forward sales of residential mortgage-backed securities (primarily to-be announced securities, or TBAs) or mandatory delivery commitments with investors.

The unpaid principal balance of residential mortgage loans held for sale, notional amounts of derivative contracts related to residential mortgage loan commitments and forward contract sales and their related fair values are set- forth below.

	March 31, 2021		December 31, 2020	
(Dollars in Thousands)	Unpaid Principal Balance/Notional	Fair Value	Unpaid Principal Balance/Notional	Fair Value
Residential Mortgage Loans Held for Sale	$ 79,903	$ 82,081	$ 109,831	$ 114,039
Residential Mortgage Loan Commitments ("IRLCs") [1]	144,155	2,982	147,494	4,825
Forward Sales Contracts [2]	137,500	1,356	158,500	(907)
		$ 86,419		$ 117,957

[1] *Recorded in other assets at fair value*

[2] *Recorded at fair value in other assets at March 31, 2021 and other liabilities at December 31, 2020*

Residential mortgage loans held for sale that were 90 days or more outstanding or on nonaccrual totaled $0.4 million at March 31, 2021 and $0.6 million at December 31, 2020.

Mortgage banking revenue was as follows:

	Three Months Ended March 31,	
(Dollars in Thousands)	2021	2020
Net realized gains on sales of mortgage loans	$ 14,424	$ 3,407
Net change in unrealized gain on mortgage loans held for sale	(2,031)	738
Net change in the fair value of mortgage loan commitments (IRLCs)	(1,843)	1,655
Net change in the fair value of forward sales contracts	2,263	(1,394)
Pair-Offs on net settlement of forward sales contracts	3,310	(1,376)
Mortgage servicing rights additions	187	-
Net origination fees	815	223
Total mortgage banking revenues	$ 17,125	$ 3,253

Residential Mortgage Servicing

The Company may retain the right to service residential mortgage loans sold. The unpaid principal balance of loans serviced for others is the primary driver of servicing revenue.

The following represents a summary of mortgage servicing rights.

(Dollars in Thousands)	March 31, 2021	December 31, 2020
Number of residential mortgage loans serviced for others	1,800	1,796
Outstanding principal balance of residential mortgage loans serviced for others	$ 454,382	$ 456,135
Weighted average interest rate	3.62%	3.64%
Remaining contractual term (in months)	320	321

Conforming conventional loans serviced by the Company are sold to FNMA on a non-recourse basis, whereby foreclosure losses are generally the responsibility of FNMA and not the Company. The government loans serviced by the Company are secured through GNMA, whereby the Company is insured against loss by the Federal Housing Administration or partially guaranteed against loss by the Veterans Administration. At March 31, 2021, the servicing portfolio balance consisted of the following loan types: FNMA (63%), GNMA (11%), and private investor (26%). FNMA and private investor loans are structured as actual/actual payment remittance.

The Company had $ 2.9 million and $ 4.9 million in delinquent residential mortgage loans currently in GNMA pools serviced by the Company at March 31, 2021 and December 31, 2020, respectively. The right to repurchase these loans and the corresponding liability has been recorded in other assets and other liabilities, respectively, in the Consolidated Statements of Financial Condition. For the three months ended March 31, 2021, the Company repurchased $ 1.5 million of GNMA delinquent or defaulted mortgage loans with the intention to modify their terms and include the loans in new GNMA pools.

Activity in the capitalized mortgage servicing rights was as follows:

	Three Months Ended March 31,	
(Dollars in Thousands)	2021	2020
Beginning balance	$ 3,452	$ 910
Additions due to loans sold with servicing retained	187	25
Deletions and amortization	(306)	(25)
Valuation allowance reversal	250	-
Ending balance	$ 3,583	$ 910

The Company did not record any permanent impairment losses on mortgage servicing rights for the three month periods ended March 31, 2021 and March 31, 2020.

The key unobservable inputs used in determining the fair value of the Company's mortgage servicing rights were as follows:

	March 31, 2021		December 31, 2020	
	Minimum	Maximum	Minimum	Maximum
Discount rates	11.00%	15.00%	11.00%	15.00%
Annual prepayment speeds	9.60%	24.96%	13.08%	23.64%
Cost of servicing (per loan)	$ 90	$ 110	$ 90	$ 110

Changes in residential mortgage interest rates directly affect the prepayment speeds used in valuing the Company's mortgage servicing rights. A separate third party model is used to estimate prepayment speeds based on interest rates, housing turnover rates, estimated loan curtailment, anticipated defaults, and other relevant factors. The weighted average annual prepayment speed was 14.16% at March 31, 2021 and 17.10% at December 31, 2020.

Warehouse Line Borrowings

The Company has the following warehouse lines of credit and master repurchase agreements with various financial institutions at March 31, 2021.

(Dollars in Thousands)	Amounts Outstanding
$25 million warehouse line of credit agreement expiring October 2021. Interest is at LIBOR plus 2.25%, with a floor rate of 3.50%. A cash pledge deposit of $ 0.1 million is required by the lender.	$ 7,788
$50 million master repurchase agreement without defined expiration. Interest is at the LIBOR plus 2.24% to 3.00%, with a floor rate of 3.25%. A cash pledge deposit of $ 0.5 million is required by the lender.	27,622
$50 million warehouse line of credit agreement expiring September 2021. Interest is at the LIBOR plus 2.75%, with a floor rate of 3.25%.	13,403
Total Warehouse Borrowings	$ 48,813

Warehouse line borrowings are classified as short-term borrowings. At March 31, 2021, the Company had mortgage loans held for sale pledged as collateral under the above warehouse lines of credit and master repurchase agreements. The above agreements also contain covenants which include certain financial requirements, including maintenance of minimum tangible net worth, minimum liquid assets, maximum debt to net worth ratio and positive net income, as defined in the agreements. The Company was in compliance with all significant debt covenants at March 31, 2021.

The Company intends to renew the warehouse lines of credit and master repurchase agreements when they mature.

The Company has extended a $ 50 million warehouse line of credit to CCHL, a 51% owned subsidiary entity. Balances and transactions under this line of credit are eliminated in the Company's consolidated financial statements and thus not included in the total short term borrowings noted on the consolidated statement of financial condition. The balance of this line of credit at March 31, 2021 was $ 29.7 million.

NOTE 5 – DERIVATIVES

The Company enters into derivative financial instruments to manage exposures that arise from business activities that result in the receipt or payment of future known and uncertain cash amounts, the value of which are determined by interest rates. The Company's derivative financial instruments are used to manage differences in the amount, timing, and duration of the Company's known or expected cash receipts and its known or expected cash payments principally related to the Company's subordinated debt.

<u>Cash Flow Hedges of Interest Rate Risk</u>

Interest rate swaps with notional amounts totaling $ 30 million at March 31, 2021 were designed as a cash flow hedge for subordinated debt. Under the swap arrangement, the Company will pay a fixed interest rate of 2.50% and receive a variable interest rate based on three-month LIBOR plus a weighted average margin of 1.83%.

For derivatives designated and that qualify as cash flow hedges of interest rate risk, the gain or loss on the derivative is recorded in accumulated other comprehensive income ("AOCI") and subsequently reclassified into interest expense in the same period(s) during which the hedged transaction affects earnings. Amounts reported in accumulated other comprehensive income related to derivatives will be reclassified to interest expense as interest payments are made on the Company's variable-rate subordinated debt.

The following table reflects the cash flow hedges included in the consolidated statements of financial condition.

(Dollars in Thousands)	Notional Amount	Fair Value	Balance Sheet Location	Weighted Average Maturity (Years)
March 31, 2021				
Interest rate swaps related to subordinated debt	$ 30,000	$ 2,699	Other Assets	9.3
December 31, 2020				
Interest rate swaps related to subordinated debt	$ 30,000	$ 574	Other Assets	9.5

The following table presents the net gains (losses) recorded in AOCI and the consolidated statements of income related to the cash flow derivative instruments (interest rate swaps related to subordinated debt) for the three month period ended March 31, 2021.

(Dollars in Thousands)	Amount of Gain (Loss) Recognized in AOCI	Category	Amount of Gain (Loss) Reclassified from AOCI to Income
Three months ended March 31, 2021	$ 1,587	Interest Expense	$ (33)

The Company estimates there will be approximately $0.1 million reclassified as an increase to interest expense within the next 12 months.

The Company had a collateral liability of $2.6 million and $0.5 million at March 31, 2021 and December 31, 2020, respectively.

NOTE 6 – LEASES

Operating leases in which the Company is the lessee are recorded as operating lease right of use ("ROU") assets and operating liabilities, included in other assets and liabilities, respectively, on its consolidated statement of financial condition.

Operating lease ROU assets represent the Company's right to use an underlying asset during the lease term and operating lease liabilities represent the Company's obligation to make lease payments arising from the lease. ROU assets and operating lease liabilities are recognized at lease commencement based on the present value of the remaining lease payments using a discount rate that represents the Company's incremental borrowing rate at the lease commencement date. Operating lease expense, which is comprised of amortization of the ROU asset and the implicit interest accreted on the operating lease liability, is recognized on a straight-line basis over the lease term, and is recorded in occupancy expense in the consolidated statements of income.

The Company's operating leases primarily relate to banking offices with remaining lease terms from 1 to 45 years. The Company's leases are not complex and do not contain residual value guarantees, variable lease payments, or significant assumptions or judgements in applying the requirements of Topic 842. Operating leases with an initial term of 12 months or less are not recorded on the balance sheet and the related lease expense is recognized on a straight-line basis over the lease term. At March 31, 2021, the operating lease ROU assets and liabilities were $11.8 million and $12.6 million, respectively. The Company does not have any finance leases or any significant lessor agreements.

The table below summarizes our lease expense and other information related to the Company's operating leases.

(Dollars in Thousands)	Three Months Ended March 31, 2021	2020
Operating lease expense	$ 344	$ 156
Short-term lease expense	140	79
Total lease expense	$ 484	$ 235
Other information:		
Cash paid for amounts included in the measurement of lease liabilities:		
Operating cash flows from operating leases	$ 385	$ 160
Right-of-use assets obtained in exchange for new operating lease liabilities	75	5,092
Weighted average remaining lease term — operating leases (in years)	25.5	15.4
Weighted average discount rate — operating leases	2.1%	2.4%

The table below summarizes the maturity of remaining lease liabilities:

(Dollars in Thousands)		**March 31, 2021**
2021	$	1,158
2022		1,389
2023		995
2024		945
2025		771
2026 and thereafter		11,132
Total	$	**16,390**
Less: Interest		(3,837)
Present Value of Lease liability	$	12,553

At March 31, 2021, the Company had additional operating lease payments for two banking offices that have not yet commenced totaling $4.8 million based on the initial contract term of 15 years. Payments for the banking offices are expected to commence once the construction period ends, which is expected to occur during the second quarter of 2022 and the third quarter of 2022.

A related party is the lessor in an operating lease with the Company. The Company's minimum payment is $0.2 million annually through 2024, for an aggregate remaining obligation of $0.7 million at March 31, 2021.

NOTE 7 - EMPLOYEE BENEFIT PLANS

The Company has a defined benefit pension plan covering substantially all full-time and eligible part-time associates and a Supplemental Executive Retirement Plan ("SERP") and a Supplemental Executive Retirement Plan II ("SERP II") covering its executive officers. The defined benefit plan was amended in December 2019 to remove plan eligibility for new associates hired after December 31, 2019. The SERP II was adopted by the Company's Board on May 21, 2020 and covers certain executive officers that were not covered by the SERP.

The components of the net periodic benefit cost for the Company's qualified benefit pension plan were as follows:

	Three Months Ended March 31,			
(Dollars in Thousands)	**2021**		**2020**	
Service Cost	$	1,743	$	1,457
Interest Cost		1,221		1,411
Expected Return on Plan Assets		(2,787)		(2,748)
Prior Service Cost Amortization		4		4
Net Loss Amortization		1,691		1,011
Special Termination Charge		-		61
Net Periodic Benefit Cost	$	1,872	$	1,196
Discount Rate Used for Benefit Cost		2.88%		3.53%
Long-term Rate of Return on Assets		6.75%		7.00%

The components of the net periodic benefit cost for the Company's SERP plans were as follows:

	Three Months Ended March 31,			
(Dollars in Thousands)	**2021**		**2020**	
Service Cost	$	9	$	-
Interest Cost	$	59	$	72
Prior Service Cost Amortization		19		-
Net Loss Amortization		198		247
Net Periodic Benefit Cost	$	285	$	319
Discount Rate Used for Benefit Cost		2.38%		3.16%

The service cost component of net periodic benefit cost is reflected in compensation expense in the accompanying statements of income. The other components of net periodic cost are included in “other” within the noninterest expense category in the statements of income.

NOTE 8 - COMMITMENTS AND CONTINGENCIES

Lending Commitments. The Company is a party to financial instruments with off-balance sheet risks in the normal course of business to meet the financing needs of its clients. These financial instruments consist of commitments to extend credit and standby letters of credit.

The Company’s maximum exposure to credit loss under standby letters of credit and commitments to extend credit is represented by the contractual amount of those instruments. The Company uses the same credit policies in establishing commitments and issuing letters of credit as it does for on-balance sheet instruments. The amounts associated with the Company’s off-balance sheet obligations were as follows:

(Dollars in Thousands)	March 31, 2021 Fixed	March 31, 2021 Variable	March 31, 2021 Total	December 31, 2020 Fixed	December 31, 2020 Variable	December 31, 2020 Total
Commitments to Extend Credit [(1)]	$ 170,898	$ 599,387	$ 770,285	$ 160,372	$ 596,572	$ 756,944
Standby Letters of Credit	6,711	-	6,711	6,550	-	6,550
Total	$ 177,609	$ 599,387	$ 776,996	$ 166,922	$ 596,572	$ 763,494

(1) *Commitments include unfunded loans, revolving lines of credit, and off-balance sheet residential loan commitments.*

Commitments to extend credit are agreements to lend to a client so 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. Since many of the commitments are expected to expire without being drawn upon, the total commitment amounts do not necessarily represent future cash requirements.

Standby letters of credit are conditional commitments issued by the Company to guarantee the performance of a client to a third party. The credit risk involved in issuing letters of credit is essentially the same as that involved in extending loan facilities. In general, management does not anticipate any material losses as a result of participating in these types of transactions. However, any potential losses arising from such transactions are reserved for in the same manner as management reserves for its other credit facilities.

For both on- and off-balance sheet financial instruments, the Company requires collateral to support such instruments when it is deemed necessary. The Company evaluates each client’s creditworthiness on a case-by-case basis. The amount of collateral obtained upon extension of credit is based on management’s credit evaluation of the counterparty. Collateral held varies, but may include deposits held in financial institutions; U.S. Treasury securities; other marketable securities; real estate; accounts receivable; property, plant and equipment; and inventory.

The allowance for credit losses for off-balance sheet credit commitments that are not unconditionally cancellable by the bank is adjusted as a provision for credit loss expense and is recorded in other liabilities. The following table shows the activity in the allowance.

(Dollars in Thousands)	Three Months Ended March 31, 2021	2020
Beginning Balance	$ 1,644	$ 157
Impact of Adoption of ASC 326	-	876
Provision for Credit Losses	1,330	-
Ending Balance	$ 2,974	$ 1,033

Contingencies. The Company is a party to lawsuits and claims arising out of the normal course of business. In management's opinion, there are no known pending claims or litigation, the outcome of which would, individually or in the aggregate, have a material effect on the consolidated results of operations, financial position, or cash flows of the Company.

Indemnification Obligations. The Company is a member of the Visa U.S.A. network. Visa U.S.A member banks are required to indemnify the Visa U.S.A. network for potential future settlement of certain litigation (the "Covered Litigation") that relates to several antitrust lawsuits challenging the practices of Visa and MasterCard International. In 2008, the Company, as a member of the Visa U.S.A. network, obtained Class B shares of Visa, Inc. upon its initial public offering. Since its initial public offering, Visa, Inc. has funded a litigation reserve for the Covered Litigation resulting in a reduction in the Class B shares held by the Company. During the first quarter of 2011, the Company sold its remaining Class B shares. Associated with this sale, the Company entered into a swap contract with the purchaser of the shares that requires a payment to the counterparty in the event that Visa, Inc. makes subsequent revisions to the conversion ratio for its Class B shares.

Fixed charges included in the swap liability are payable quarterly until the litigation reserve is fully liquidated and at which time the aforementioned swap contract will be terminated. Quarterly fixed payments approximate $200,000. Conversion ratio payments and ongoing fixed quarterly charges are reflected in earnings in the period incurred.

NOTE 9 – FAIR VALUE MEASUREMENTS

The fair value of an asset or liability is the price that would be received to sell that asset or paid to transfer that liability in an orderly transaction occurring in the principal market (or most advantageous market in the absence of a principal market) for such asset or liability. In estimating fair value, the Company utilizes valuation techniques that are consistent with the market approach, the income approach and/or the cost approach. Such valuation techniques are consistently applied. Inputs to valuation techniques include the assumptions that market participants would use in pricing an asset or liability. ASC Topic 820 establishes a fair value hierarchy for valuation inputs that gives the highest priority to quoted prices in active markets for identical assets or liabilities and the lowest priority to unobservable inputs. The fair value hierarchy is as follows:

- *Level 1 Inputs* Unadjusted quoted prices in active markets for identical assets or liabilities that the reporting entity has the ability to access at the measurement date.
- *Level 2 Inputs* Inputs other than quoted prices included in Level 1 that are observable for the asset or liability, either directly or indirectly. These might include quoted prices for similar assets or liabilities in active markets, quoted prices for identical or similar assets or liabilities in markets that are not active, inputs other than quoted prices that are observable for the asset or liability (such as interest rates, volatilities, prepayment speeds, credit risks, etc.) or inputs that are derived principally from, or corroborated, by market data by correlation or other means.
- *Level 3 Inputs* Unobservable inputs for determining the fair values of assets or liabilities that reflect an entity's own assumptions about the assumptions that market participants would use in pricing the assets or liabilities.

Assets and Liabilities Measured at Fair Value on a Recurring Basis

Securities Available for Sale. U.S. Treasury securities are reported at fair value utilizing Level 1 inputs. Other securities classified as available for sale are reported at fair value utilizing Level 2 inputs. For these securities, the Company obtains fair value measurements from an independent pricing service. The fair value measurements consider observable data that may include dealer quotes, market spreads, cash flows, the U.S. Treasury yield curve, live trading levels, trade execution data, credit information and the bond's terms and conditions, among other things.

In general, the Company does not purchase securities that have a complicated structure. The Company's entire portfolio consists of traditional investments, nearly all of which are U.S. Treasury obligations, federal agency bullet or mortgage pass-through securities, or general obligation or revenue-based municipal bonds. Pricing for such instruments is easily obtained. At least annually, the Company will validate prices supplied by the independent pricing service by comparing them to prices obtained from an independent third-party source.

Loans Held for Sale. The fair value of residential mortgage loans held for sale based on Level 2 inputs is determined, when possible, using either quoted secondary-market prices or investor commitments. If no such quoted price exists, the fair value is determined using quoted prices for a similar asset or assets, adjusted for the specific attributes of that loan, which would be used by other market participants. The Company has elected the fair value option accounting for its held for sale loans.

Mortgage Banking Derivative Instruments. The fair values of interest rate lock commitments ("IRLCs") are derived by valuation models incorporating market pricing for instruments with similar characteristics, commonly referred to as best execution pricing, or investor commitment prices for best effort IRLCs which have unobservable inputs, such as an estimate of the fair value of the servicing rights expected to be recorded upon sale of the loans, net estimated costs to originate the loans, and the pull-through rate, and are therefore classified as Level 3 within the fair value hierarchy. The fair value of forward sale commitments is based on observable market pricing for similar instruments and are therefore classified as Level 2 within the fair value hierarchy.

Interest Rate Swap. The Company’s derivative positions are classified as level 2 within the fair value hierarchy and are valued using models generally accepted in the financial services industry and that use actively quoted or observable market input values from external market data providers. The fair value derivatives are determined using discounted cash flow models.

Fair Value Swap. The Company entered into a stand-alone derivative contract with the purchaser of its Visa Class B shares. The valuation represents the amount due and payable to the counterparty based upon the revised share conversion rate, if any, during the period.

A summary of fair values for assets and liabilities consisted of the following:

(Dollars in Thousands)	**Level 1 Inputs**	**Level 2 Inputs**	**Level 3 Inputs**	**Total Fair Value**
March 31, 2021				
ASSETS:				
Securities Available for Sale:				
U.S. Government Treasury	$ 173,116	$ -	$ -	$ 173,116
U.S. Government Agency	-	221,530	-	221,530
States and Political Subdivisions	-	4,308	-	4,308
Mortgage-Backed Securities	-	496	-	496
Equity Securities [(1)]	-	6,795	-	6,795
Loans Held for Sale	-	82,081	-	82,081
Interest Rate Swap Derivative	-	2,699	-	2,699
Mortgage Banking Hedge Derivative	-	1,356	-	1,356
Mortgage Banking IRLC Derivative	-	-	2,982	2,982
Mortgage Servicing Rights	-	-	4,019	4,019
December 31, 2020				
ASSETS:				
Securities Available for Sale:				
U.S. Government Treasury	$ 104,519	$ -	$ -	$ 104,519
U.S. Government Agency	-	208,531	-	208,531
States and Political Subdivisions	-	3,632	-	3,632
Mortgage-Backed Securities	-	515	-	515
Equity Securities [(1)]	-	7,673	-	7,673
Loans Held for Sale	-	114,039	-	114,039
Interest Rate Swap Derivative	-	574	-	574
Mortgage Banking IRLC Derivative	-	-	4,825	4,825
LIABILITIES:				
Mortgage Banking Hedge Derivative	-	907	-	907

[(1)] *Not readily marketable securities - reflected in other assets.*

Mortgage Banking Activities. The Company had Level 3 issuances and transfers of $ 15.4 million and $ 10.5 million, respectively, for the three month period ending March 31, 2021 and Level 3 issuances and transfers of $ 1.2 million and $ 1.8 million, respectively, for the three month period ending March 31, 2020 related to mortgage banking activities. Issuances are valued based on the change in fair value of the underlying mortgage loan from inception of the IRLC to the balance sheet date, adjusted for pull-through rates and costs to originate. IRLCs transferred out of Level 3 represent IRLCs that were funded and moved to mortgage loans held for sale, at fair value.

Assets Measured at Fair Value on a Non-Recurring Basis

Certain assets are measured at fair value on a non-recurring basis (i.e., the assets are not measured at fair value on an ongoing basis but are subject to fair value adjustments in certain circumstances). An example would be assets exhibiting evidence of impairment. The following is a description of valuation methodologies used for assets measured on a non-recurring basis.

Collateral Dependent Loans. Impairment for collateral dependent loans is measured using the fair value of the collateral less selling costs. The fair value of collateral is determined by an independent valuation or professional appraisal in conformance with banking regulations. Collateral values are estimated using Level 3 inputs due to the volatility in the real estate market, and the judgment and estimation involved in the real estate appraisal process. Collateral dependent loans are reviewed and evaluated on at least a quarterly basis for additional impairment and adjusted accordingly. Valuation techniques are consistent with those techniques applied in prior periods. Collateral-dependent loans had a carrying value of $4.0 million with a valuation allowance of $0.1 million at March 31, 2021 and $7.1 million and $0.1 million, respectively, at December 31, 2020.

Other Real Estate Owned. During the first three months of 2021, certain foreclosed assets, upon initial recognition, were measured and reported at fair value through a charge-off to the allowance for credit losses based on the fair value of the foreclosed asset less estimated cost to sell. The fair value of the foreclosed asset is determined by an independent valuation or professional appraisal in conformance with banking regulations. On an ongoing basis, we obtain updated appraisals on foreclosed assets and realize valuation adjustments as necessary. The fair value of foreclosed assets is estimated using Level 3 inputs due to the judgment and estimation involved in the real estate valuation process.

Mortgage Servicing Rights. Residential mortgage loan servicing rights are evaluated for impairment at each reporting period based upon the fair value of the rights as compared to the carrying amount. Fair value is determined by a third party valuation model using estimated prepayment speeds of the underlying mortgage loans serviced and stratifications based on the risk characteristics of the underlying loans (predominantly loan type and note interest rate). The fair value is estimated using Level 3 inputs, including a discount rate, weighted average prepayment speed, and the cost of loan servicing. Further detail on the key inputs utilized are provided in Note 4 – Mortgage Banking Activities. At March 31, 2021, there was no valuation allowance for loan servicing rights.

Assets and Liabilities Disclosed at Fair Value

The Company is required to disclose the estimated fair value of financial instruments, both assets and liabilities, for which it is practical to estimate fair value and the following is a description of valuation methodologies used for those assets and liabilities.

Cash and Short-Term Investments. The carrying amount of cash and short-term investments is used to approximate fair value, given the short time frame to maturity and as such assets do not present unanticipated credit concerns.

Securities Held to Maturity. Securities held to maturity are valued in accordance with the methodology previously noted in this footnote under the caption “Assets and Liabilities Measured at Fair Value on a Recurring Basis – Securities Available for Sale”.

Loans. The loan portfolio is segregated into categories and the fair value of each loan category is calculated using present value techniques based upon projected cash flows, estimated discount rates, and incorporates a liquidity discount to meet the objective of “exit price” valuation.

Deposits. The fair value of Noninterest Bearing Deposits, NOW Accounts, Money Market Accounts and Savings Accounts are the amounts payable on demand at the reporting date. The fair value of fixed maturity certificates of deposit is estimated using present value techniques and rates currently offered for deposits of similar remaining maturities.

Subordinated Notes Payable. The fair value of each note is calculated using present value techniques, based upon projected cash flows and estimated discount rates as well as rates being offered for similar obligations.

Short-Term and Long-Term Borrowings. The fair value of each note is calculated using present value techniques, based upon projected cash flows and estimated discount rates as well as rates being offered for similar debt.

A summary of estimated fair values of significant financial instruments consisted of the following:

	March 31, 2021			
(Dollars in Thousands)	Carrying Value	Level 1 Inputs	Level 2 Inputs	Level 3 Inputs
ASSETS:				
Cash	$ 73,973	$ 73,973	$ -	$ -
Short-Term Investments	851,910	851,910	-	-
Investment Securities, Available for Sale	406,245	173,116	233,129	-
Investment Securities, Held to Maturity	199,109	-	204,158	-
Equity Securities [1]	3,588	-	3,588	-
Loans Held for Sale	82,081	-	82,081	-
Interest Rate Swap Derivative	2,699	-	2,699	-
Mortgage Banking Hedge Derivative	1,356	-	1,356	-
Mortgage Banking IRLC Derivative	2,982	-	-	2,982
Mortgage Servicing Rights	3,583	-	-	4,019
Loans, Net of Allowance for Credit Losses	2,035,701	-	-	2,036,010
LIABILITIES:				
Deposits	$ 3,358,108	$ -	$ 3,358,015	$ -
Short-Term Borrowings	55,687	-	55,687	-
Subordinated Notes Payable	52,887	-	43,038	-
Long-Term Borrowings	1,829	-	1,927	-

	December 31, 2020			
(Dollars in Thousands)	Carrying Value	Level 1 Inputs	Level 2 Inputs	Level 3 Inputs
ASSETS:				
Cash	$ 67,919	$ 67,919	$ -	$ -
Short-Term Investments	860,630	860,630	-	-
Investment Securities, Available for Sale	324,870	104,519	220,351	-
Investment Securities, Held to Maturity	169,939	5,014	170,161	-
Loans Held for Sale	114,039	-	114,039	-
Equity Securities [1]	3,589	-	3,589	-
Interest Rate Swap Derivative	574	-	574	-
Mortgage Banking IRLC Derivative	4,825	-	-	4,825
Mortgage Servicing Rights	3,452	-	-	3,451
Loans, Net of Allowance for Credit Losses	1,982,610	-	-	1,990,740
LIABILITIES:				
Deposits	$ 3,217,560	$ -	$ 3,217,615	$ -
Short-Term Borrowings	79,654	-	79,654	-
Subordinated Notes Payable	52,887	-	43,449	-
Long-Term Borrowings	3,057	-	3,174	-
Mortgage Banking Hedge Derivative	907	-	907	-

[1] *Not readily marketable securities - reflected in other assets.*

All non-financial instruments are excluded from the above table. The disclosures also do not include goodwill. Accordingly, the aggregate fair value amounts presented do not represent the underlying value of the Company.

NOTE 10 – ACCUMULATED OTHER COMPREHENSIVE INCOME (LOSS)

The amounts allocated to accumulated other comprehensive income (loss) are presented in the table below.

(Dollars in Thousands)	Securities Available for Sale	Interest Rate Swap	Retirement Plans	Accumulated Other Comprehensive Loss
Balance as of January 1, 2021	$ 2,700	$ 428	$ (47,270)	$ (44,142)
Other comprehensive income during the period	(1,458)	1,587	142	271
Balance as of March 31, 2021	$ 1,242	$ 2,015	$ (47,128)	$ (43,871)
Balance as of January 1, 2020	$ 864	$ -	$ (29,045)	$ (28,181)
Other comprehensive income during the period	2,648	-	-	2,648
Balance as of March 31, 2020	$ 3,512	$ -	$ (29,045)	$ (25,533)

Item 2. MANAGEMENT'S DISCUSSION AND ANALYSIS OF FINANCIAL CONDITION AND RESULTS OPERATIONS

Management's discussion and analysis ("MD&A") provides supplemental information, which sets forth the major factors that have affected our financial condition and results of operations and should be read in conjunction with the Consolidated Financial Statements and related notes. The following information should provide a better understanding of the major factors and trends that affect our earnings performance and financial condition, and how our performance during 2021 compares with prior years. Throughout this section, Capital City Bank Group, Inc., and subsidiaries, collectively, is referred to as "CCBG," "Company," "we," "us," or "our."

CAUTION CONCERNING FORWARD-LOOKING STATEMENTS

This Quarterly Report on Form 10-Q, including this MD&A section, contains "forward-looking statements" within the meaning of the Private Securities Litigation Reform Act of 1995. These forward-looking statements include, among others, statements about our beliefs, plans, objectives, goals, expectations, estimates and intentions that are subject to significant risks and uncertainties and are subject to change based on various factors, many of which are beyond our control. The words "may," "could," "should," "would," "believe," "anticipate," "estimate," "expect," "intend," "plan," "target," "goal," and similar expressions are intended to identify forward-looking statements.

All forward-looking statements, by their nature, are subject to risks and uncertainties. Our actual future results may differ materially from those set forth in our forward-looking statements. Please see the Introductory Note and *Item 1A. Risk Factors* of our 2020 Report on Form 10-K, as updated in our subsequent quarterly reports filed on Form 10-Q, and in our other filings made from time to time with the SEC after the date of this report.

However, other factors besides those listed in our Quarterly Report or in our Annual Report also could adversely affect our results, and you should not consider any such list of factors to be a complete set of all potential risks or uncertainties. Any forward-looking statements made by us or on our behalf speak only as of the date they are made. We do not undertake to update any forward-looking statement, except as required by applicable law.

BUSINESS OVERVIEW

We are a financial holding company headquartered in Tallahassee, Florida, and we are the parent of our wholly owned subsidiary, Capital City Bank (the "Bank" or "CCB"). The Bank offers a broad array of products and services through a total of 57 full-service offices located in Florida, Georgia, and Alabama. The Bank offers commercial and retail banking services, as well as trust and asset management, and retail securities brokerage. We offer residential mortgage banking services through Capital City Home Loans.

Our profitability, like most financial institutions, is dependent to a large extent upon net interest income, which is the difference between the interest and fees received on earning assets, such as loans and securities, and the interest paid on interest-bearing liabilities, principally deposits and borrowings. Results of operations are also affected by the provision for credit losses, noninterest income such as deposit fees, wealth management fees, mortgage banking fees and bank card fees, and operating expenses such as salaries and employee benefits, occupancy, and other operating expenses, including income taxes.

A detailed discussion regarding the economic conditions in our markets and our long-term strategic objectives is included as part of the MD&A section of our 2020 Form 10-K.

Strategic. On March 1, 2020, CCB completed its acquisition of a 51% membership interest in Brand Mortgage Group, LLC (*"Brand"*) which is now operated as a Capital City Home Loans ("CCHL"). CCHL was consolidated into CCBG's financial statements effective March 1, 2020. See Note 1 – Business Combination in the 2020 Form 10-K in the Consolidated Financial Statements.

RESPONSE TO COVID-19 PANDEMIC

The global and local responses to the COVID-19 pandemic have shown significant progress, and our clients and associates continue to adjust to the changing conditions presented by the pandemic. However, the pandemic has adversely impacted a broad range of industries in which the Company's customers operate and could still impair their ability to fulfill their financial obligations to the Company. In addition, although our associates have generally been available and working during the pandemic, COVID-19 has the potential to create widespread business continuity issues for the Company.

Congress, the President, and the Federal Reserve have taken several actions designed to cushion the economic fallout. The Coronavirus Aid, Relief and Economic Security ("CARES") Act was signed into law at the end of March 2020 as a $2 trillion legislative package. The goal of the CARES Act was to curb the economic downturn through various measures, including direct financial aid to American families and economic stimulus to significantly impacted industry sectors through programs like the Paycheck Protection Program ("PPP") and Main Street Lending Program ("MSLP"). During December 2020, many provisions of the CARES Act were extended through the end of 2021. In addition to the general impact of COVID-19, certain provisions of the CARES Act as well as other recent legislative and regulatory relief efforts have had a material impact on the Company's 2020 and 2021 operations and could continue to impact operations going forward.

The Company's business is dependent upon the willingness and ability of its associates and clients to conduct banking and other financial transactions. While it appears that epidemiological and macroeconomic conditions are trending in a positive direction at March 31, 2021, if case counts trend higher in our markets, the Company could experience further adverse effects on its business, financial condition, results of operations and cash flows. While it is not possible to know the full universe or extent that the impact of COVID-19, and any potential resulting measures to curtail its spread, will have on the Company's future operations, we discuss potential impacts on our financial performance in more detail throughout parts of the MD&A section. To protect the health of our clients and associates and comply with applicable government directives, we have modified our business practices as noted below.

COVID-19 Update

- We continue to closely follow COVID-19 case count trends in our markets and adjust our operations as needed to respond to the changing conditions presented by the COVID-19 pandemic.
- All of our banking offices are open for business, but continue to be subject to national guidelines and local safety ordinances that are designed to protect our clients and associates.
- To limit building capacity, we continue to utilize flexible in-office and remote working arrangements for non-retail associates.
- In support of social distancing measures, we encourage clients to use our enhanced digital access options for banking products and access to sales associates.

NON-GAAP FINANCIAL MEASURES

We present a tangible common equity ratio and a tangible book value per diluted share that, in each case, reduces shareowners' equity and total assets by the amount of goodwill resulting from merger and acquisition activity. We believe these measures are useful to investors because it allows investors to more easily compare our capital adequacy to other companies in the industry, although the manner in which we calculate non-GAAP financial measures may differ from that of other companies reporting non-GAAP measures with similar names. The GAAP to non-GAAP reconciliation for each quarter presented on page 31 is provided below.

		2021	2020				2019		
(Dollars in Thousands, except per share data)		First	Fourth	Third	Second	First	Fourth	Third	Second
Shareowners' Equity (GAAP)		$ 324,426	$ 320,837	$ 339,425	$ 335,057	$ 328,507	$ 327,016	$ 321,562	$ 314,595
Less: Goodwill (GAAP)		89,095	89,095	89,095	89,095	89,275	84,811	84,811	84,811
Tangible Shareowners' Equity (non-GAAP)	A	235,331	231,742	250,330	245,962	239,232	242,205	236,751	229,784
Total Assets (GAAP)		3,929,884	3,798,071	3,587,041	3,499,524	3,086,523	3,088,953	2,934,513	3,017,654
Less: Goodwill (GAAP)		89,095	89,095	89,095	89,095	89,275	84,811	84,811	84,811
Tangible Assets (non-GAAP)	B	$ 3,840,789	$ 3,708,976	$ 3,497,946	$ 3,410,429	$ 2,997,248	$ 3,004,142	$ 2,849,702	$ 2,932,843
Tangible Common Equity Ratio (non-GAAP)	**A/B**	**6.13%**	**6.25%**	**7.16%**	**7.21%**	**7.98%**	**8.06%**	**8.31%**	**7.83%**
Actual Diluted Shares Outstanding (GAAP)	C	16,875,719	16,844,997	16,800,563	16,821,743	16,845,462	16,855,161	16,797,241	16,773,449
Diluted Tangible Book Value (non-GAAP)	**A/C**	**13.94**	**13.76**	**14.90**	**14.62**	**14.20**	**14.37**	**14.09**	**13.70**

SELECTED QUARTERLY FINANCIAL DATA (UNAUDITED)

(Dollars in Thousands, Except Per Share Data)	2021	2020				2019		
	First	Fourth	Third	Second	First	Fourth	Third	Second
Summary of Operations:								
Interest Income	$ 25,446	$ 26,154	$ 26,166	$ 26,512	$ 27,365	$ 28,008	$ 28,441	$ 28,665
Interest Expense	948	1,181	1,044	1,054	1,592	1,754	2,244	2,681
Net Interest Income	24,498	24,973	25,122	25,458	25,773	26,254	26,197	25,984
Provision for Credit Losses	(982)	1,342	1,308	2,005	4,990	(162)	776	646
Net Interest Income After Provision for Credit Losses	25,480	23,631	23,814	23,453	20,783	26,416	25,421	25,338
Noninterest Income	29,826	30,523	34,965	30,199	15,478	13,828	13,903	12,770
Noninterest Expense	40,476	41,348	40,342	37,303	30,969	29,142	27,873	28,396
Income Before Income Taxes	14,830	12,806	18,437	16,349	5,292	11,102	11,451	9,712
Income Tax Expense	2,787	2,833	3,165	2,950	1,282	2,537	2,970	2,387
(Income) Loss Attributable to NCI	(2,537)	(2,227)	(4,875)	(4,253)	277	-	-	-
Net Income Attributable to CCBG	9,506	7,746	10,397	9,146	4,287	8,565	8,481	7,325
Net Interest Income (FTE)	$ 24,607	$ 25,082	$ 25,233	$ 25,564	$ 25,877	$ 26,378	$ 26,333	$ 26,116
Per Common Share:								
Net Income Basic	$ 0.56	$ 0.46	$ 0.62	$ 0.55	$ 0.25	$ 0.51	$ 0.51	$ 0.44
Net Income Diluted	0.56	0.46	0.62	0.55	0.25	0.51	0.50	0.44
Cash Dividends Declared	0.15	0.15	0.14	0.14	0.14	0.13	0.13	0.11
Diluted Book Value	19.22	19.05	20.20	19.92	19.50	19.40	19.14	18.76
Diluted Tangible Book Value [(1)]	13.94	13.76	14.90	14.62	14.20	14.37	14.09	13.70
Market Price:								
High	28.98	26.35	21.71	23.99	30.62	30.95	28.00	25.00
Low	21.42	18.14	17.55	16.16	15.61	25.75	23.70	21.57
Close	26.02	24.58	18.79	20.95	20.12	30.50	27.45	24.85
Selected Average Balances:								
Loans Held for Investment	$ 2,044,363	$ 1,993,470	$ 2,005,178	$ 1,982,960	$ 1,847,780	$ 1,834,085	$ 1,824,685	$ 1,814,401
Earning Assets	3,497,929	3,337,409	3,223,838	3,016,772	2,751,880	2,694,700	2,670,081	2,719,217
Total Assets	3,821,521	3,652,436	3,539,332	3,329,226	3,038,788	2,982,204	2,959,310	3,010,662
Deposits	3,239,508	3,066,136	2,971,277	2,783,453	2,552,690	2,524,951	2,495,755	2,565,431
Shareowners' Equity	326,330	343,674	340,073	333,515	331,891	326,904	320,273	313,599
Common Equivalent Average Shares:								
Basic	16,838	16,763	16,771	16,797	16,808	16,750	16,747	16,791
Diluted	16,862	16,817	16,810	16,839	16,842	16,834	16,795	16,818
Performance Ratios:								
Return on Average Assets	1.01 %	0.84 %	1.17 %	1.10 %	0.57 %	1.14 %	1.14 %	0.98 %
Return on Average Equity	11.81	8.97	12.16	11.03	5.20	10.39	10.51	9.37
Net Interest Margin (FTE)	2.85	3.00	3.12	3.41	3.78	3.89	3.92	3.85
Noninterest Income as % of Operating Revenue	54.90	55.00	58.19	54.26	37.52	34.50	34.67	32.95
Efficiency Ratio	74.36	74.36	67.01	66.90	74.89	72.48	69.27	73.02
Asset Quality:								
Allowance for Credit Losses ("ACL")	$ 22,026	$ 23,816	$ 23,137	$ 22,457	$ 21,083	$ 13,905	$ 14,319	$ 14,593
ACL to Loans HFI	1.07 %	1.19 %	1.16 %	1.11 %	1.13 %	0.75 %	0.78 %	0.79 %
Nonperforming Assets ("NPAs")	5,472	6,679	6,732	8,025	6,337	5,425	5,454	6,632
NPAs to Total Assets	0.14	0.18	0.19	0.23	0.21	0.18	0.19	0.22
NPAs to Loans HFI plus OREO	0.27	0.33	0.34	0.40	0.34	0.29	0.30	0.36
ACL to Non-Performing Loans	410.78	405.66	420.30	322.37	432.61	310.99	290.55	259.55
Net Charge-Offs to Average Loans HFI	(0.10)	0.09	0.11	0.05	0.23	0.05	0.23	0.04
Capital Ratios:								
Tier 1 Capital	16.08 %	16.19 %	16.77 %	16.59 %	16.12 %	17.16 %	16.83 %	16.36 %
Total Capital	17.20	17.30	17.88	17.60	17.19	17.90	17.59	17.13
Common Equity Tier 1	13.63	13.71	14.20	14.01	13.55	14.47	14.13	13.67
Leverage	8.97	9.33	9.64	10.12	10.81	11.25	11.09	10.64
Tangible Common Equity [(1)]	6.13	6.25	7.16	7.21	7.98	8.06	8.31	7.83

[(1)] *Non-GAAP financial measure. See non-GAAP reconciliation on page 30.*

FINANCIAL OVERVIEW

Results of Operations

Performance Summary. Net income was $9.5 million, or $0.56 per diluted share, for the first quarter of 2021 compared to net income of $7.7 million, or $0.46 per diluted share, for the fourth quarter of 2020 and net income of $4.3 million, or $0.25 per diluted share, for the first quarter of 2020.

Net Interest Income. Taxable equivalent net interest income for the first quarter of 2021 was $24.6 million compared to $25.1 million for the fourth quarter of 2020 and $25.9 million for the first quarter of 2020. The decrease compared to both prior periods reflected lower rates earned on investment securities and variable/adjustable rate loans. The year-over-year decline also reflected lower rates on overnight funds. Partially offsetting these declines were higher volumes of earning assets, including lower yielding loans from the SBA Paycheck Protection Program ("SBA PPP") and overnight funds.

Provision and Allowance for Credit Losses. For the first quarter of 2021, we recorded a negative provision of $1.0 million compared to provision expense of $1.3 million for the fourth quarter of 2020 and $5.0 million for the first quarter of 2020. The negative provision for the first quarter of 2021 generally reflected improving economic conditions and a lower level of expected losses related to COVID-19. Further, we recognized net loan recoveries of $0.5 million in the first quarter of 2021.

Noninterest Income. Noninterest income for the first quarter of 2021 totaled $29.8 million, a decrease of $0.7 million, or 2.3%, from the fourth quarter of 2020 and a $14.3 million, or 92.7%, increase over the first quarter of 2020. The decrease from the fourth quarter of 2020 was due to a seasonal decline in mortgage banking revenues. The increase over the first quarter of 2020 was also attributable to higher mortgage banking revenues due to the strategic alliance with CCHL.

Noninterest Expense. Noninterest expense for the first quarter of 2021 totaled $40.5 million, a decrease of $0.9 million, or 2.1%, from the fourth quarter of 2020 and a $9.5 million, or 30.78%, increase over the first quarter of 2020. The decrease from the fourth quarter of 2020 was primarily attributable to lower compensation expense and other real estate owned ("OREO") expense. The increase compared to the first quarter of 2020 reflected expenses added by the CCHL acquisition as Core CCBG's expenses remained flat.

Financial Condition

Earning Assets. Average earning assets were $3.498 billion for the first quarter of 2021, an increase of $160.5 million, or 4.8% over the fourth quarter of 2020, and an increase of $746.0 million, or 27.1% over the first quarter of 2020. The increase over both periods was primarily driven by higher deposit balances, which funded growth in both overnight funds sold and SBA PPP loans. Deposit balances increased as a result of strong core deposit growth, in addition to funding retained at the bank from SBA PPP loans, and various other stimulus programs.

Loans. Average loans held for investment ("HFI") increased $50.9 million, or 2.6%, over the fourth quarter of 2020 and $196.0 million, or 10.6%, over the first quarter of 2020. Period end balances increased $51.3 million, or 2.6%, over the fourth quarter of 2020 and $195.3 million, or 10.5%, over the first quarter of 2020. In the first quarter of 2021, we originated an additional round of SBA PPP loans totaling $65.4 million. Excluding SBA PPP loans, average and period end loans increased $23 million and $36 million, respectively, over the fourth quarter of 2020.

Credit Quality. Nonaccrual loans totaled $5.4 million (0.26% of HFI loans) at March 31, 2021 compared to $5.9 million (0.29% of HFI loans) at December 31, 2020 and $4.9 million (0.26% of HFI loans) at March 31, 2020. Classified loans totaled $20.6 million, $17.6 million, and $16.5 million at the same respective periods. We continue to closely monitor borrowers and loan portfolio segments impacted by the pandemic. Approximately $328 million of the $333 million in loans that received COVID-19 loan extension have resumed making regularly scheduled payments and we have experienced nominal problem loan migration within that pool of loans.

Deposits. Average total deposits increased $173.4 million, or 5.7%, over the fourth quarter of 2020, and $686.8 million, or 26.9%, over the first quarter of 2020. Period end deposit balances grew $140.5 million and $812.5 million over the fourth quarter of 2020 and first quarter of 2020, respectively, indicating strong growth in core deposit balances. Over the past twelve months, multiple government stimulus programs have been implemented, including the CARES Act and the American Rescue Plan Act, which are responsible for a portion of this growth.

Capital. At March 31, 2021, we were well-capitalized with a total risk-based capital ratio of 17.20% and a tangible common equity ratio (a non-GAAP financial measure) of 6.13% compared to 17.30% and 6.25%, respectively, at December 31, 2020 and 17.19% and 7.98%, respectively, at March 31, 2020. At March 31, 2021, all of our regulatory capital ratios exceeded the threshold to be well-capitalized under the Basel III capital standards.

RESULTS OF OPERATIONS

Net Income

For the first quarter of 2021, we realized net income of $9.5 million, or $0.56 per diluted share, compared to net income of $7.7 million, or $0.46 per diluted share, for the fourth quarter of 2020, and $4.3 million, or $0.25 per diluted share, for the first quarter of 2020.

Compared to the fourth quarter of 2020, the $2.0 million increase in operating profit was attributable to a $2.3 million decrease in the provision for credit losses and lower noninterest expense of $0.9 million, partially offset by a $0.7 million decrease in noninterest income and lower net interest income of $0.5 million.

Compared to the first quarter of 2020, the $9.5 million increase in operating profit was attributable to a $14.3 million increase in noninterest income and a lower provision for credit losses of $6.0 million, partially offset by higher noninterest expense of $9.5 million and lower net interest income of $1.3 million. This comparison reflects the acquisition of a 51% membership interest in, and consolidation of, CCHL on March 1, 2020.

A condensed earnings summary of each major component of our financial performance is provided below:

(Dollars in Thousands, except per share data)	Three Months Ended March 31, 2021	December 31, 2020	March 31, 2020
Interest Income	$ 25,446	$ 26,154	$ 27,365
Taxable Equivalent Adjustments	109	109	104
Total Interest Income (FTE)	25,555	26,263	27,469
Interest Expense	948	1,181	1,592
Net Interest Income (FTE)	24,607	25,082	25,877
Provision for Credit Losses	(982)	1,342	4,990
Taxable Equivalent Adjustments	109	109	104
Net Interest Income After Provision for Credit Losses	25,480	23,631	20,783
Noninterest Income	29,826	30,523	15,478
Noninterest Expense	40,476	41,348	30,969
Income Before Income Taxes	14,830	12,806	5,292
Income Tax Expense	2,787	2,833	1,282
Pre-Tax (Income) Loss Attributable to Noncontrolling Interests	(2,537)	(2,227)	277
Net Income Attributable to Common Shareowners	$ 9,506	$ 7,746	$ 4,287
Basic Net Income Per Share	$ 0.56	$ 0.46	$ 0.25
Diluted Net Income Per Share	$ 0.56	$ 0.46	$ 0.25

Net Interest Income

Net interest income represents our single largest source of earnings and is equal to interest income and fees generated by earning assets less interest expense paid on interest bearing liabilities. This information is provided on a "taxable equivalent" basis to reflect the tax-exempt status of income earned on certain loans and state and local government debt obligations. We provide an analysis of our net interest income including average yields and rates in Table I on page 44.

Tax-equivalent net interest income for the first quarter of 2021 was $24.6 million compared to $25.1 million for the fourth quarter of 2020 and $25.9 million for the first quarter of 2020. The decrease compared to both prior periods reflected lower rates earned on investment securities and variable/adjustable rate loans. The year-over-year decline also reflected lower rates on overnight funds. Partially offsetting these declines were higher volumes of earning assets, including lower yielding SBA PPP loans and overnight funds.

Our net interest margin for the first quarter of 2021 was 2.85%, a decrease of 15 basis points from the fourth quarter of 2020 and a decline of 93 basis points from the first quarter of 2020. The decreases were primarily attributable to significant growth in overnight funds which reduced our margin. Our net interest margin for the first quarter of 2021, excluding the impact of overnight funds in excess of $200 million, was 3.45%. We anticipate margin improvement from these levels as a portion of our overnight funds are deployed into various strategies under consideration.

The federal funds target rate has remained in the range of 0.00%-0.25% since March 2020 when the Fed reduced its overnight rate by 150 basis points, and as a result we continue to experience lower repricing of our variable/adjustable rate earning assets and investment securities. Interest and fee income related to the SBA PPP (See Loans below) will partially offset the effect of lower rates.

Our overall cost of funds remained low during the first quarter of 2021 at 0.11%, a decrease of three basis points compared to the fourth quarter of 2020, primarily due to a reduction in short-term borrowings.

Due to highly competitive fixed-rate loan pricing in our markets, we continue to review our loan pricing and make adjustments where we believe appropriate and prudent.

Provision for Credit Losses

We recorded a negative provision for credit losses of $1.0 million (consisting of a negative $2.3 million for HFI loans, partially offset by a $1.3 million expense for unfunded loan commitments) for the first quarter of 2021 compared to provision expense of $1.3 million for the fourth quarter of 2020 and $5.0 million for the first quarter of 2020. The negative provision for the first quarter of 2021 generally reflected improving economic conditions and a lower level of expected losses related to COVID-19. Further, we recognized net recoveries of $0.5 million in the first quarter of 2021. We discuss the allowance for credit losses and COVID-19 exposure further below.

Charge-off activity for the respective periods is set forth below:

(Dollars in Thousands, except per share data)	Three Months Ended		
	March 31, 2021	**December 31, 2020**	**March 31, 2020**
CHARGE-OFFS			
Commercial, Financial and Agricultural	$ 69	$ 104	$ 362
Real Estate - Construction	-	-	-
Real Estate - Commercial Mortgage	-	-	11
Real Estate - Residential	6	38	110
Real Estate - Home Equity	5	10	31
Consumer[1]	1,056	1,232	1,566
Total Charge-offs	$ 1,136	$ 1,384	$ 2,080
RECOVERIES			
Commercial, Financial and Agricultural	$ 136	$ 64	$ 40
Real Estate - Construction	-	50	-
Real Estate - Commercial Mortgage	645	27	191
Real Estate - Residential	75	153	40
Real Estate - Home Equity	124	40	33
Consumer[1]	678	564	695
Total Recoveries	$ 1,658	$ 898	$ 999
Net Charge-offs (Recoveries)	$ (522)	$ 486	$ 1,081
Net Charge-offs (Recoveries) (Annualized) to Average Loans HFI	(0.10) %	0.09 %	0.23 %

[1]Includes overdrafts.

Noninterest Income

Noninterest income for the first quarter of 2021 totaled $29.8 million compared to $30.5 million for the fourth quarter of 2020 and $15.5 million for the first quarter of 2020. The decrease from the fourth quarter of 2020 was due to lower mortgage banking revenues of $0.6 million and deposit fees of $0.4 million, partially offset by higher bank card fees of $0.2 million and other income of $0.1 million. Compared to the first quarter of 2020, the $14.3 million increase reflected higher mortgage banking revenues of $13.9 million, wealth management fees of $0.5 million, and bank card fees of $0.6 million, partially offset by lower deposit fees of $0.7 million.

Noninterest income represented 54.9% of operating revenues (net interest income plus noninterest income) for the first quarter of 2021 compared to 55.0% for the fourth quarter of 2020 and 37.5% for the first quarter of 2020.

The 51% ownership acquisition of CCHL and consolidation into CCBG's financial statements occurred on March 1, 2020. The table below reflects the major components of noninterest income for both Core CCBG and CCHL to help facilitate a better understanding of the period over period comparison.

	Three Months Ended					
	Mar 31, 2021		Dec 31, 2020		Mar 31, 2020	
(Dollars in thousands)	Core CCBG	CCHL	Core CCBG	CCHL	Core CCBG	CCHL
Deposit Fees	$ 4,271	-	$ 4,713	$ -	$ 5,015	$ -
Bank Card Fees	3,618	-	3,462	-	3,051	-
Wealth Management Fees	3,090	-	3,069	-	2,604	-
Mortgage Banking Revenues	279	16,846	302	17,409	1,138	2,115
Other	1,296	426	1,205	363	1,459	96
Total Noninterest Income	$ 12,554	$ 17,272	$ 12,751	$ 17,772	$ 13,267	$ 2,211

Significant components of noninterest income are discussed in more detail below.

Deposit Fees. Deposit fees for the first quarter of 2021 totaled $4.3 million, a decrease of $0.4 million, or 9.4%, from the fourth quarter of 2020 and $0.7 million, or 14.8%, from the first quarter of 2020. The decrease from both prior periods was attributable to lower overdraft fees and reflected lower utilization of our overdraft services, which we believe is primarily attributable to government stimulus.

Bank Card Fees. Bank card fees for the first quarter of 2021 totaled $3.6 million, an increase of $0.2 million, or 4.5%, over the fourth quarter of 2020 and $0.6 million, or 18.6%, over the first quarter of 2020. Compared to both prior periods, the improvement reflected higher card activity driven by increased consumer spending, which we believe is reflective of the economic recovery and additional government stimulus.

Wealth Management Fees. Wealth management fees, which include both trust fees (i.e., managed accounts and trusts/estates) and retail brokerage fees (i.e., investment, insurance products, and retirement accounts), totaled $3.1 million for the first quarter of 2021 comparable to the fourth quarter of 2020 and an increase of $0.5 million, or 18.7%, over the first quarter of 2020. The increase over the first quarter of 2020 reflected higher assets under management and higher trading activity. At March 31, 2021, total assets under management were approximately $2.088 billion compared to $1.979 billion at December 31, 2020 and $1.561 billion at March 31, 2020.

Mortgage Banking Revenues. Mortgage banking revenues totaled $17.1 million for the first quarter of 2021, a decrease of $0.6 million, or 3.3%, from the fourth quarter of 2020 and an increase of $13.9 million, or 426.4% over the first quarter of 2020. The decrease from the fourth quarter of 2020 reflected a seasonal decline in production. The increase over the first quarter of 2020 was attributable to the strategic alliance with CCHL that began on March 1, 2020.

Noninterest Expense

Noninterest expense for the first quarter of 2021 totaled $40.5 million compared to $41.3 million for the fourth quarter of 2020 and $31.0 million for the first quarter of 2020. The decrease from the fourth quarter of 2020 was primarily attributable to lower compensation expense of $0.6 million and other real estate owned ("OREO") expense of $0.7 million, partially offset by higher other expense of $0.5 million. Compared to the first quarter of 2020, the $9.5 million increase reflected expenses added by the CCHL acquisition as Core CCBG's expenses remained flat.

The 51% ownership acquisition of CCHL and consolidation into CCBG's financial statements occurred on March 1, 2020. The table below reflects the major components of noninterest expense for both Core CCBG and CCHL to help facilitate a better understanding of the year over year comparison.

	Three Months Ended					
	Mar 31, 2021		Dec 31, 2020		Mar 31, 2020	
(Dollars in thousands)	Core CCBG	CCHL	Core CCBG	CCHL	Core CCBG	CCHL
Salaries	$ 12,171	10,276	$ 12,384	$ 10,398	$ 13,488	$ 2,242
Associate Benefits	3,396	221	3,740	200	3,957	49
Total Compensation	15,567	10,497	16,124	10,598	17,445	2,291
Premises	2,372	387	2,340	397	2,249	134
Equipment	2,734	474	2,716	523	2,499	97
Total Occupancy	5,106	861	5,056	920	4,748	231
Legal Fees	553	5	315	31	468	-
Professional Fees	1,167	163	1,078	154	1,055	66
Processing Services	1,545	-	1,299	-	1,557	-
Advertising	442	307	505	286	461	123
Travel and Entertainment	99	44	110	70	242	75
Printing and Supplies	176	48	172	30	187	13
Telephone	668	87	636	111	577	33
Postage	171	54	173	39	175	11
Insurance - Other	501	-	457	-	296	-
Other Real Estate Owned, Net	(118)	-	570	(4)	(798)	-
Miscellaneous	2,140	393	1,584	1,034	1,577	136
Total Other Expense	7,344	1,101	6,899	1,751	5,797	457
Total Noninterest Expense	$ 28,017	$ 12,459	$ 28,079	$ 13,269	$ 27,990	$ 2,979

Significant components of noninterest expense are discussed in more detail below.

Compensation. Compensation expense totaled $26.1 million for the first quarter of 2021, a decrease of $0.7 million, or 2.5%, from the fourth quarter of 2020 and an increase of $6.3 million, or 32.1%, over the first quarter of 2020. The decrease from the fourth quarter of 2020 was due to lower salary expense at Core CCBG (primarily realized loan cost which is a credit offset to expense) and lower associate benefit expense (associate insurance). The increase over the first quarter of 2020 reflects the addition of expenses for a full quarter from CCHL.

Occupancy. Occupancy expense (including premises and equipment) totaled $6.0 million for the first quarter of 2021, comparable to the fourth quarter of 2020 and an increase of $1.0 million, or 19.9%, over the first quarter of 2020. Compared to the first quarter of 2020, the increase reflected expenses added from the CCHL integration, primarily lease expense for loan production offices. Higher expense for maintenance and repairs at Core CCBG also contributed, but to a lesser extent.

Other. Other noninterest expense totaled $8.4 million for the first quarter of 2021, a decrease of $0.2 million, or 2.4%, from the fourth quarter of 2020 and an increase of $2.2 million, or 35.0%, over the first quarter of 2020. The increase over the first quarter of 2020 reflected the addition of CCHL expenses and higher OREO expense at Core CCBG driven by a $1.0 million gain from the sale of a banking office in the first quarter of 2020.

Our operating efficiency ratio (expressed as noninterest expense as a percent of the sum of taxable-equivalent net interest income plus noninterest income) was 74.36% for the first quarter of 2021 compared to 74.36% for the fourth quarter of 2020 and 74.89% for the first quarter of 2020.

Income Taxes

We realized income tax expense of $2.8 million (effective rate of 19%) for the first quarter of 2021 compared to $2.8 million (effective rate of 22%) for the fourth quarter of 2020 and $1.3 million (effective rate of 24%) for the first quarter of 2020. Tax expense for the fourth quarter of 2020 was unfavorably impacted by a $0.3 million discrete tax expense. Compared to the first quarter of 2020, the decrease in our effective tax rate was attributable to converting CCHL to a partnership for tax purposes in the second quarter of 2020. Absent discrete items, we expect our annual effective tax rate to approximate 18%-19% in 2021.

FINANCIAL CONDITION

Average earning assets were $3.498 billion for the first quarter of 2021, an increase of $160.5 million, or 4.8%, over the fourth quarter of 2020, and an increase of $746.0 million, or 27.1%, over the first quarter of 2020. The increase over both prior periods was primarily driven by higher deposit balances, which funded growth in both overnight funds sold and SBA PPP loans. Deposit balances increased as a result of strong core deposit growth, in addition to funding retained at the bank from SBA PPP loans, and various other stimulus programs.

Investment Securities

In the first quarter of 2021, our average investment portfolio increased $14.9 million, or 2.9%, over the fourth quarter of 2020 and decreased $102.1 million, or 16.1%, from the first quarter of 2020. Securities in our investment portfolio represented 15.2% of our average earning assets for the first quarter of 2021 compared to 15.5% for the fourth quarter of 2020, and 23.1% for the first quarter of 2020. For the remainder of 2021, we will continue to monitor the interest rate environment and look for opportunities to purchase additional investment securities that align with the overall investment strategy of the Company.

The investment portfolio is a significant component of our operations and, as such, it functions as a key element of liquidity and asset/liability management. Two types of classifications are approved for investment securities which are Available-for-Sale (“AFS”) and Held-to-Maturity (“HTM”). During the first quarter of 2021, we purchased securities under the AFS designation. At March 31, 2021, $406.2 million, or 67.1%, of our investment portfolio was classified as AFS, and $199.1 million, or 32.9%, classified as HTM. The average maturity of our total portfolio at March 31, 2021 was 2.78 years compared to 2.09 years and 2.20 years at December 31, 2020 and March 31, 2020, respectively.

We determine the classification of a security at the time of acquisition based on how the purchase will affect our asset/liability strategy and future business plans and opportunities. We consider multiple factors in determining classification, including regulatory capital requirements, volatility in earnings or other comprehensive income, and liquidity needs. Securities in the AFS portfolio are recorded at fair value with unrealized gains and losses associated with these securities recorded net of tax, in the accumulated other comprehensive income component of shareowners’ equity. HTM securities are acquired or owned with the intent of holding them to maturity. HTM investments are measured at amortized cost. We do not trade, nor do we presently intend to begin trading investment securities for the purpose of recognizing gains and therefore we do not maintain a trading portfolio.

At March 31, 2021, there were 89 positions (combined AFS and HTM) with unrealized losses totaling $1.4 million at March 31, 2021. GNMA mortgage-backed securities, US Treasuries, and SBA securities carry the full faith and credit guarantee of the US Government, and are 0% risk-weighted assets for regulatory purposes. The municipal bond positions are either pre-refunded with government securities, or are AAA rated. None of these positions with unrealized losses are considered impaired, and all are expected to mature at par. Further, we believe the long history of no credit losses on these securities indicates that the expectation of nonpayment of the amortized cost basis is zero.

Loans HFI

Average loans HFI increased $50.9 million, or 2.6%, over the fourth quarter of 2020 and increased $196.6 million, or 10.6%, over the first quarter of 2020. Compared to the fourth quarter of 2020, average loan balances increased across all loan types except institutional and consumer, which declined slightly. Compared to the first quarter of 2020, average loan balances increased across all loan types except institutional, consumer, and HELOCs. Period-end HFI loans increased $51.3 million, or 2.6%, over the fourth quarter of 2020 and increased $195.3 million, or 10.5%, over the first quarter of 2020.

In the first quarter of 2021, we originated an additional round of SBA PPP loans totaling $65.4 million (reflected in the commercial loan category) which averaged $23.7 million for the quarter. Approximately $256 million in SBA PPP loans have been made since the inception of this program. Through the first quarter of 2021, approximately $47 million in SBA PPP loans have been forgiven and paid-off ($36 million in the first quarter of 2021 and $11 million in the fourth quarter of 2020). Forgiveness applications are expected to remain strong over the next three months for SBA PPP loans funded in 2020, and then over the course of 2021 for the SBA PPP loans funded in 2021. SBA PPP loan fee income totaled approximately $1.3 million for the first quarter of 2021. At March 31, 2021, we had $5.0 million (net) in deferred SBA PPP loan fees.

Without compromising our credit standards, changing our underwriting standards, or taking on inordinate interest rate risk, we continue to closely monitor our markets and make minor adjustments as necessary.

Credit Quality

Nonperforming assets (nonaccrual loans and OREO) totaled $5.5 million at March 31, 2021, a $1.2 million decrease from December 31, 2020 and a $0.9 million decrease from March 31, 2020. Nonaccrual loans totaled $5.4 million at March 31, 2021, a $0.5 million decrease from December 31, 2020 and a $0.5 million increase over March 31, 2020. The balance of OREO totaled $0.1 million at March 31, 2021, a decrease of $0.7 million and $1.4 million from December 31, 2020 and March 31, 2020, respectively.

(Dollars in Thousands)	**March 31, 2021**	**December 31, 2020**	**March 31, 2020**
Nonaccruing Loans:			
Commercial, Financial and Agricultural	$ 150	$ 161	$ 358
Real Estate - Construction	179	179	-
Real Estate - Commercial Mortgage	1,256	1,412	1,332
Real Estate - Residential	3,150	3,130	2,213
Real Estate - Home Equity	462	695	692
Consumer	165	294	279
Total Nonaccruing Loans (“NALs”) [(1)]	$ 5,362	$ 5,871	$ 4,874
Other Real Estate Owned	110	808	1,463
Total Nonperforming Assets (“NPAs”)	$ 5,472	$ 6,679	$ 6,337
Past Due Loans 30 – 89 Days	$ 2,622	$ 4,594	$ 5,077
Performing Troubled Debt Restructurings	13,597	13,887	15,934
Nonaccruing Loans/Loans HFI	0.26 %	0.29 %	0.26 %
Nonperforming Assets/Total Assets	0.14	0.18	0.21
Nonperforming Assets/Loans HFI Plus OREO	0.27	0.33	0.34
Allowance/Nonaccruing Loans	410.78	405.66	432.61

(1) Nonaccrual TDRs totaling $0.7 million, $0.5 million, and $1.0 million are included in NALs for March 31, 2021, December 31, 2020 and March 31, 2020, respectively.

COVID-19 Exposure

We continue to monitor our loan portfolio for segments that continue to be affected by the pandemic. To assist our clients, we have extended loans totaling $333 million of which 75% were for commercial borrowers and 25% were for consumer borrowers. Approximately $328 million, or 98%, of the loan balances associated with these borrowers have resumed making regularly scheduled payments of which loan balances totaling $2.9 million were over 30 days delinquent and an additional $0.6 million was on nonaccrual status at March 31, 2021. Of the $5 million that remains on extension, no loans were classified at March 31, 2021.

Allowance for Credit Losses

The allowance for credit losses is a valuation account that is deducted from the loans' amortized cost basis to present the net amount expected to be collected on the loans. The allowance for credit losses is adjusted by a credit loss provision which is reported in earnings, and reduced by the charge-off of loan amounts, net of recoveries. Loans are charged off against the allowance when management believes the uncollectability of a loan balance is confirmed. Expected recoveries do not exceed the aggregate of amounts previously charged-off and expected to be charged-off. Expected credit loss inherent in non-cancellable off-balance sheet credit exposures is provided through the credit loss provision, but recorded as a separate liability included in other liabilities.

Management estimates the allowance balance using relevant available information, from internal and external sources relating to past events, current conditions, and reasonable and supportable forecasts. Historical loan default and loss experience provides the basis for the estimation of expected credit losses. Adjustments to historical loss information incorporate management's view of current conditions and forecasts.

At March 31, 2021, the allowance for credit losses for loans HFI totaled $22.0 million compared to $23.8 million at December 31, 2020 and $21.1 million at March 31, 2020. Activity within the allowance is detailed in Note 3 to the consolidated financial statements. The $1.8 million net decrease in the allowance for the first quarter of 2021 reflected net loan recoveries totaling $0.5 million and the release of $2.3 million in reserves which reflected lower expected loan losses related to COVID-19. At March 31, 2021, the allowance represented 1.07% of loans HFI and provided coverage of 411% of nonperforming loans compared to 1.19% and 406%, respectively, at December 31, 2020 and 1.13% and 433%, respectively, at March 31, 2020. At March 31, 2021, excluding SBA PPP loans (100% government guaranteed), the allowance represented 1.19% of loans HFI compared to 1.30% at December 31, 2020.

At March 31, 2021, the allowance for credit losses for unfunded commitments totaled $3.0 million compared to $1.6 million at December 31, 2020 and $1.0 million at March 31, 2020. The allowance for unfunded commitments is recorded in other liabilities.

Deposits

Average total deposits were $3.240 billion for the first quarter of 2021, an increase of $173.4 million, or 5.7%, over the fourth quarter of 2020 and $686.8 million, or 26.9%, over the first quarter of 2020. Over the past twelve months, multiple government stimulus programs have been implemented, including the CARES Act and the American Rescue Plan Act, which are responsible for a portion of this growth. Given these large increases, the potential exists for our deposit levels to be volatile throughout 2021 due to the uncertain timing of the outflows of the stimulus related balances and the economic recovery. It is anticipated that current liquidity levels will remain robust due to our strong overnight funds sold position.

We monitor deposit rates on an ongoing basis and adjust if necessary, as a prudent pricing discipline remains the key to managing our mix of deposits.

MARKET RISK AND INTEREST RATE SENSITIVITY

Market Risk and Interest Rate Sensitivity

Overview. Market risk management arises from changes in interest rates, exchange rates, commodity prices, and equity prices. We have risk management policies to monitor and limit exposure to interest rate risk and do not participate in activities that give rise to significant market risk involving exchange rates, commodity prices, or equity prices. Our risk management policies are primarily designed to minimize structural interest rate risk.

Interest Rate Risk Management. Our net income is largely dependent on net interest income. Net interest income is susceptible to interest rate risk to the degree that interest-bearing liabilities mature or re-price on a different basis than interest-earning assets. When interest-bearing liabilities mature or re-price more quickly than interest-earning assets in a given period, a significant increase in market rates of interest could adversely affect net interest income. Similarly, when interest-earning assets mature or re-price more quickly than interest-bearing liabilities, falling interest rates could result in a decrease in net interest income. Net interest income is also affected by changes in the portion of interest-earning assets that are funded by interest-bearing liabilities rather than by other sources of funds, such as noninterest-bearing deposits and shareowners’ equity.

We have established a comprehensive interest rate risk management policy, which is administered by management’s Asset/Liability Management Committee (“ALCO”). The policy establishes risk limits, which are quantitative measures of the percentage change in net interest income (a measure of net interest income at risk) and the fair value of equity capital (a measure of economic value of equity (“EVE”) at risk) resulting from a hypothetical change in interest rates for maturities from one day to 30 years. We measure the potential adverse impacts that changing interest rates may have on our short-term earnings, long-term value, and liquidity by employing simulation analysis through the use of computer modeling. The simulation model is designed to capture optionality factors such as call features and interest rate caps and floors imbedded in investment and loan portfolio contracts. As with any method of analyzing interest rate risk, there are certain shortcomings inherent in the interest rate modeling methodology that we use. When interest rates change, actual movements in different categories of interest-earning assets and interest-bearing liabilities, loan prepayments, and withdrawals of time and other deposits, may deviate significantly from the assumptions that we use in our modeling. Finally, the methodology does not measure or reflect the impact that higher rates may have on variable and adjustable-rate loan clients’ ability to service their debts, or the impact of rate changes on demand for loan and deposit products.

We prepare a current base case and several alternative simulations at least once per quarter and present the analysis to ALCO, with the risk metrics also reported to the Board of Directors. In addition, more frequent forecasts may be produced when interest rates are particularly uncertain or when other business conditions so dictate.

Our interest rate risk management goal is to maintain expected changes in our net interest income and capital levels due to market fluctuations in interest rates within acceptable limits. Management attempts to achieve this goal by balancing, within policy limits, the volume of variable-rate liabilities with a similar volume of variable-rate assets, by keeping the average maturity of fixed-rate asset and liability contracts reasonably matched, by maintaining our core deposits as a significant component of our total funding sources and by adjusting rates to market conditions on a continuing basis.

We test our balance sheet using varying interest rate shock scenarios to analyze our interest rate risk. Average interest rates are shocked by plus or minus 100, 200, 300, and 400 basis points ("bp"), although we may elect not to use particular scenarios that we determined are impractical in a current rate environment. It is management's goal to structure the balance sheet so that net interest earnings at risk over 12-month and 24-month periods, and the economic value of equity at risk, do not exceed policy guidelines at the various interest rate shock levels.

We augment our interest rate shock analysis with alternative external interest rate scenarios on a quarterly basis. These alternative interest rate scenarios may include non-parallel rate ramps.

*Analysis***.** Measures of net interest income at risk produced by simulation analysis are indicators of an institution's short-term performance in alternative rate environments. These measures are typically based upon a relatively brief period and do not necessarily indicate the long-term prospects or economic value of the institution.

ESTIMATED CHANGES IN NET INTEREST INCOME [(1)]

Percentage Change (12-month shock)	+400 bp	+300 bp	+200 bp	+100 bp	-100 bp
Policy Limit	-15.0%	-12.5%	-10.0%	-7.5%	-7.5%
March 31, 2021	40.6%	30.0%	19.4%	9.3%	-4.0%
December 31, 2020	39.0%	28.7%	18.7%	9.0%	-3.0%

Percentage Change (24-month shock)	+400 bp	+300 bp	+200 bp	+100 bp	-100 bp
Policy Limit	-17.5%	-15.0%	-12.5%	-10.0%	-10.0%
March 31, 2021	53.0%	37.0%	21.2%	6.2%	-14.2%
December 31, 2020	54.2%	38.3%	22.6%	7.6%	-10.9%

The Net Interest Income at Risk position indicates that in the short-term, all rising rate environments will positively impact the net interest margin of the Company, while a declining rate environment of 100bp will have a negative impact on the net interest margin. Compared to the prior quarter-end, the 12-month Net Interest Income at Risk position became more favorable in all rising rate scenarios, and was slightly less favorable in the falling rate scenario due to the higher level of nonmaturity deposits, and our limited ability to lower deposit rates relative to the decline in the market. Compared to the prior quarter-end, the 24-month Net Interest Income at Risk position became slightly less favorable in all rate scenarios primarily due to the lower amount of SBA PPP loan fees in year two compared to year one.

All measures of Net Interest Income at Risk in rising rate environments are within our prescribed policy limits over the next 12-month and 24-month periods. We are out of compliance in the down 100bp scenario for the 24-month period due to our limited ability to lower our deposit rates relative to the decline in market rates.

The measures of equity value at risk indicate our ongoing economic value by considering the effects of changes in interest rates on all of our cash flows, and discounting the cash flows to estimate the present value of assets and liabilities. The difference between the aggregated discounted values of the assets and liabilities is the economic value of equity, which, in theory, approximates the fair value of our net assets.

ESTIMATED CHANGES IN ECONOMIC VALUE OF EQUITY [(1)]

Changes in Interest Rates	+400 bp	+300 bp	+200 bp	+100 bp	-100 bp
Policy Limit	-30.0%	-25.0%	-20.0%	-15.0%	-5.0%
March 31, 2021	166.7%	132.0%	93.3%	50.0%	-54.0%
March 31, 2021 (Alternate Scenario) [(2)]	115.9%	87.8%	56.5%	22.1%	-3.1%
December 31, 2020	160.9%	127.5%	89.9%	48.4%	-90.4%

(1) Down 200, 300, and 400 bp scenarios have been excluded due to the low interest rate environment.

(2) For the rates down 100 bp scenario, the high negative percentage change is due to a negative value assigned to our nonmaturity deposits. Since we believe our nonmaturity deposits are highly valued core franchise deposits, we run an alternate EVE calculation which caps the projected value of our nonmaturity deposits at their book value.

At March 31, 2021, the economic value of equity results are favorable in all rising rate environments and are within prescribed levels, but are out of policy in the down 100 bp EVE scenario. EVE output in the down 100bp scenario is extreme given this historically low rate environment, in conjunction with the high overnight funds sold balance. Management is monitoring the EVE analysis in light of the economic recovery and evaluating various strategies. As management believes there is more permanency to recent deposit growth, we are planning to invest an additional $500 million in the investment portfolio, which will lessen the bank's sensitivity. In an alternate EVE scenario where the value of our nonmaturity deposits are capped at their book value, we are within policy guidelines.

As the interest rate environment and the dynamics of the economy continue to change, additional simulations will be analyzed to address not only the changing rate environment, but also the changing balance sheet mix, measured over multiple years, to help assess the risk to the Company.

LIQUIDITY AND CAPITAL RESOURCES

Liquidity

In general terms, liquidity is a measurement of our ability to meet our cash needs. Our objective in managing our liquidity is to maintain our ability to meet loan commitments, purchase securities or repay deposits and other liabilities in accordance with their terms, without an adverse impact on our current or future earnings. Our liquidity strategy is guided by policies that are formulated and monitored by our ALCO and senior management, which take into account the marketability of assets, the sources and stability of funding and the level of unfunded commitments. We regularly evaluate all of our various funding sources with an emphasis on accessibility, stability, reliability and cost-effectiveness. Our principal source of funding has been our client deposits, supplemented by our short-term and long-term borrowings, primarily from securities sold under repurchase agreements, federal funds purchased and FHLB borrowings. We believe that the cash generated from operations, our borrowing capacity and our access to capital resources are sufficient to meet our future operating capital and funding requirements.

At March 31, 2021, we had the ability to generate $1.262 billion in additional liquidity through all of our available resources (this excludes $852 million in overnight funds sold). In addition to the primary borrowing outlets mentioned above, we also have the ability to generate liquidity by borrowing from the Federal Reserve Discount Window and through brokered deposits. We recognize the importance of maintaining liquidity and have developed a Contingent Liquidity Plan, which addresses various liquidity stress levels and our response and action based on the level of severity. We periodically test our credit facilities for access to the funds, but also understand that as the severity of the liquidity level increases that certain credit facilities may no longer be available. We conduct a liquidity stress test on a quarterly basis based on events that could potentially occur at the Bank and report results to ALCO, our Market Risk Oversight Committee, Risk Oversight Committee, and the Board of Directors. At March 31, 2021, we believe the liquidity available to us was sufficient to meet our on-going needs and execute our business strategy.

We view our investment portfolio primarily as a source of liquidity and have the option to pledge the portfolio as collateral for borrowings or deposits, and/or sell selected securities. The portfolio consists of debt issued by the U.S. Treasury, U.S. governmental and federal agencies, and municipal governments. The weighted average life of the portfolio was approximately 2.78 years at March 31, 2021, and the available for sale portfolio had a net unrealized pre-tax gain of $1.7 million.

Our average overnight funds position (defined deposits with banks plus Fed funds sold less Fed funds purchased) was $814.6 million during the first quarter of 2021 compared to an average net overnight funds sold position of $705.1 million in the fourth quarter of 2020 and $234.4 million in the first quarter of 2020. The increase compared to both prior periods was driven by deposit inflows related to pandemic related stimulus programs and growth in our core deposits (see *Deposits*).

We expect our capital expenditures will be approximately $7.0 million over the next 12 months, which will primarily consist of office remodeling, office equipment/furniture, and technology purchases. Management expects that these capital expenditures will be funded with existing resources without impairing our ability to meet our on-going obligations.

Borrowings

At March 31, 2021, average short term borrowings totaled $67.0 million compared to $95.3 million at December 31, 2020 and $32.0 million at March 31, 2020. The variance over both prior periods was attributable to the fluctuation of residential mortgage warehouse borrowings at CCHL. Additional detail on these borrowings is provided in Note 4 – Mortgage Banking Activities in the Consolidated Financial Statements.

At March 31, 2021, fixed rate credit advances from the FHLB totaled $1.9 million in outstanding debt consisting of five notes. During the first three months of 2021, the Bank made FHLB advance payments totaling approximately $0.3 million, which included one advance that paid off, and another that matured. We did not obtain any new FHLB advances during this period. The FHLB notes are collateralized by a blanket floating lien on all of our 1-4 family residential mortgage loans, commercial real estate mortgage loans, and home equity mortgage loans.

We have issued two junior subordinated deferrable interest notes to our wholly owned Delaware statutory trusts. The first note for $30.9 million was issued to CCBG Capital Trust I in November 2004, of which $10 million was retired in April 2016. The second note for $32.0 million was issued to CCBG Capital Trust II in May 2005. The interest payment for the CCBG Capital Trust I borrowing is due quarterly and adjusts quarterly to a variable rate of three-month LIBOR plus a margin of 1.90%. This note matures on December 31, 2034. The interest payment for the CCBG Capital Trust II borrowing is due quarterly and adjusts quarterly to a variable rate of three-month LIBOR plus a margin of 1.80%. This note matures on June 15, 2035. The proceeds from these borrowings were used to partially fund acquisitions. Under the terms of each junior subordinated deferrable interest note, in the event of default or if we elect to defer interest on the note, we may not, with certain exceptions, declare or pay dividends or make distributions on our capital stock or purchase or acquire any of our capital stock. We are in the process of evaluating the impact of the expected discontinuation of LIBOR on our two junior subordinated deferrable interest notes.

During the second quarter of 2020, we entered into a derivative cash flow hedge of our interest rate risk related to our subordinated debt. The notional amount of the derivative is $30 million ($10 million of the CCBG Capital Trust I borrowing and $20 million of the CCBG Capital Trust II borrowing). The interest rate swap agreement requires CCBG to pay fixed and receive variable (Libor plus spread) and has an average all-in fixed rate of 2.50% for 10 years. Additional detail on the interest rate swap agreement is provided in Note 5 – Derivatives in the Consolidated Financial Statements.

Capital

Our capital ratios are presented in the Selected Quarterly Financial Data table on page 31. At March 31, 2021, our regulatory capital ratios exceeded the threshold to be designated as "well-capitalized" under the Basel III capital standards.

Shareowners' equity was $324.4 million at March 31, 2021 compared to $320.8 million at December 31, 2020 and $328.5 million at March 31, 2020. During the first quarter of 2021, shareowners' equity was positively impacted by net income of $9.5 million, a $1.6 million increase in fair value of the interest rate swap related to subordinated debt, net adjustments totaling $0.3 million related to transactions under our stock compensation plans, stock compensation accretion of $0.2 million, and a $0.1 million decrease in the accumulated other comprehensive loss for our pension plan. Shareowners' equity was reduced by a common stock dividend of $2.5 million ($0.15 per share), reclassification of $4.2 million to temporary equity to increase the redemption value of the non-controlling interest in CCHL, and a $1.4 million decrease in the unrealized gain on investment securities.

At March 31, 2021, our common stock had a book value of $19.22 per diluted share compared to $19.05 at December 31, 2020 and $19.50 at March 31, 2020. Book value is impacted by the net after-tax unrealized gains and losses on AFS investment securities. At March 31, 2021, the net gain was $1.7 million compared to a $3.7 million net gain at December 31, 2020 and a $3.5 million net gain at March 31, 2020. Book value is also impacted by the recording of our unfunded pension liability through other comprehensive income in accordance with Accounting Standards Codification Topic 715. At March 31, 2021, the net pension liability reflected in other comprehensive loss was $47.1 million compared to $47.3 million at December 31, 2020 and $29.0 million at March 31, 2020. This liability is re-measured annually on December 31st based on an actuarial calculation of our pension liability. Significant assumptions used in calculating the liability are discussed in our 2020 Form 10-K "Critical Accounting Policies" and include the weighted average discount rate used to measure the present value of the pension liability, the weighted average expected long-term rate of return on pension plan assets, and the assumed rate of annual compensation increases, all of which will vary when re-measured. The discount rate assumption used to calculate the pension liability is subject to long-term corporate bond rates at December 31st. The estimated impact to the pension liability based on a 25-basis point increase or decrease in long-term corporate bond rates used to discount the pension obligation would decrease or increase the pension liability by approximately $6.6 million (after-tax) using the balances from the December 31, 2020 measurement date.

OFF-BALANCE SHEET ARRANGEMENTS

We are a party to financial instruments with off-balance sheet risks in the normal course of business to meet the financing needs of our clients.

At March 31, 2021, we had $770.3 million in commitments to extend credit and $6.7 million in standby letters of credit. Commitments to extend credit are agreements to lend to a client so 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. Since many of the commitments are expected to expire without being drawn upon, the total commitment amounts do not necessarily represent future cash requirements. Standby letters of credit are conditional commitments issued by us to guarantee the performance of a client to a third party. We use the same credit policies in establishing commitments and issuing letters of credit as we do for on-balance sheet instruments.

If commitments arising from these financial instruments continue to require funding at historical levels, management does not anticipate that such funding will adversely impact our ability to meet our on-going obligations. In the event these commitments require funding in excess of historical levels, management believes current liquidity, advances available from the FHLB and the Federal Reserve, and investment security maturities provide a sufficient source of funds to meet these commitments.

Certain agreements provide that the commitments are unconditionally cancellable by the bank and for those agreements no allowance for credit losses has been recorded. We have recorded an allowance for credit losses on loan commitments that are not unconditionally cancellable by the bank, which is included in other liabilities on the consolidated statements of financial condition and totaled $3.0 million at March 31, 2021.

CRITICAL ACCOUNTING POLICIES

Our significant accounting policies are described in Note 1 to the Consolidated Financial Statements included in our 2020 Form 10-K. The preparation of our Consolidated Financial Statements in accordance with GAAP and reporting practices applicable to the banking industry requires us to make estimates and assumptions that affect the reported amounts of assets, liabilities, revenues and expenses and to disclose contingent assets and liabilities. Actual results could differ from those estimates.

We have identified accounting for (i) the allowance for credit losses, (ii) valuation of goodwill, (iii) pension benefits, and (iv) income taxes as our most critical accounting policies and estimates in that they are important to the portrayal of our financial condition and results, and they require our subjective and complex judgment as a result of the need to make estimates about the effects of matters that are inherently uncertain. These accounting policies, including the nature of the estimates and types of assumptions used, are described throughout this Item 2, Management's Discussion and Analysis of Financial Condition and Results of Operations, and Part II, Item 7, Management's Discussion and Analysis of Financial Condition and Results of Operations included in our 2020 Form 10-K.

TABLE I

AVERAGE BALANCES & INTEREST RATES

	Three Months Ended								
	March 31, 2021			**December 31, 2020**			**March 31, 2020**		
(Dollars in Thousands)	Average Balances	Interest	Average Rate	Average Balances	Interest	Average Rate	Average Balances	Interest	Average Rate
Assets:									
Loans Held for Sale	$ 106,242	$ 970	3.70%	$ 121,052	$ 878	3.85%	$ 34,923	$ 210	2.64%
Loans Held for Investment[1][2]	2,044,363	22,483	4.46	1,993,470	23,103	4.55	1,847,780	23,482	5.11
Taxable Securities	528,842	1,863	1.41	513,277	2,072	1.61	629,512	2,995	1.91
Tax-Exempt Securities[2]	3,844	25	2.61	4,485	30	2.71	5,293	25	1.86
Funds Sold	814,638	214	0.11	705,125	180	0.10	234,372	757	1.30
Total Earning Assets	3,497,929	25,555	2.96%	3,337,409	26,263	3.14%	2,751,880	27,469	4.01%
Cash & Due From Banks	68,978			73,968			56,958		
Allowance For Loan Losses	(24,128)			(23,725)			(14,389)		
Other Assets	278,742			264,784			244,339		
TOTAL ASSETS	$ 3,821,521			$ 3,652,436			$ 3,038,788		
Liabilities:									
NOW Accounts	$ 985,517	$ 76	0.03%	$ 879,564	$ 66	0.03%	$ 808,811	$ 725	0.36%
Money Market Accounts	269,829	33	0.05	261,543	34	0.05	212,211	117	0.22
Savings Accounts	492,252	60	0.05	466,116	57	0.05	379,237	46	0.05
Other Time Deposits	102,089	39	0.15	102,809	44	0.17	105,542	51	0.19
Total Interest Bearing Deposits	1,849,687	208	0.05	1,710,032	201	0.05	1,505,801	939	0.25
Short-Term Borrowings	67,033	412	2.49	95,280	639	2.67	32,915	132	1.61
Subordinated Notes Payable	52,887	307	2.32	52,887	311	2.30	52,887	471	3.52
Other Long-Term Borrowings	2,736	21	3.18	3,700	30	3.18	6,312	50	3.21
Total Interest Bearing Liabilities	1,972,343	948	0.19%	1,861,899	1,181	0.25%	1,597,915	1,592	0.40%
Noninterest Bearing Deposits	1,389,821			1,356,104			1,046,889		
Other Liabilities	111,050			74,605			59,587		
TOTAL LIABILITIES	3,473,214			3,292,608			2,704,391		
Temporary Equity	21,977			16,154			2,506		
TOTAL SHAREOWNERS' EQUITY	326,330			343,674			331,891		
TOTAL LIABILITIES, TEMPORARY AND SHAREOWNERS' EQUITY	$ 3,821,521			$ 3,652,436			$ 3,038,788		
Interest Rate Spread			2.77%			2.88%			3.61%
Net Interest Income		$ 24,607			$ 25,082			$ 25,877	
Net Interest Margin[3]			2.85%			3.00%			3.78%

[1] Average Balances include net loan fees, discounts and premiums and nonaccrual loans. Interest income includes loan fees of $1.2 million, $1.1 million and $0.2 million for the three months ended March 31, 2021, December 31, 2020 and March 31, 2020, respectively.

[2] Interest income includes the effects of taxable equivalent adjustments using a 21% tax rate.

[3] Taxable equivalent net interest income divided by average earnings assets.

Item 3. QUANTITATIVE AND QUALITATIVE DISCLOSURES ABOUT MARKET RISK

See “Market Risk and Interest Rate Sensitivity” in Management’s Discussion and Analysis of Financial Condition and Results Of Operations, above, which is incorporated herein by reference. Management has determined that no additional disclosures are necessary to assess changes in information about market risk that have occurred since December 31, 2020.

Item 4. CONTROLS AND PROCEDURES

At March 31, 2021, the end of the period covered by this Form 10-Q, our management, including our Chief Executive Officer and Chief Financial Officer, evaluated the effectiveness of our disclosure controls and procedures (as defined in Rule 13a-15(e) under the Securities Exchange Act of 1934). Based upon that evaluation, the Chief Executive Officer and Chief Financial Officer concluded that, as of the end of the period covered by this report these disclosure controls and procedures were effective.

Our management, including our Chief Executive Officer and Chief Financial Officer, has reviewed our internal control over financial reporting (as defined in Rule 13a-15(f) under the Securities Exchange Act of 1934). During the quarter ended on March 31, 2021, other than the above, there have been no significant changes in our internal control over financial reporting during our most recently completed fiscal quarter that have materially affected, or are reasonably likely to materially affect, our internal control over financial reporting.

PART II. OTHER INFORMATION

Item 1. Legal Proceedings

We are party to lawsuits arising out of the normal course of business. In management's opinion, there is no known pending litigation, the outcome of which would, individually or in the aggregate, have a material effect on our consolidated results of operations, financial position, or cash flows.

Item 1A. Risk Factors

In addition to the other information set forth in this Quarterly Report, you should carefully consider the factors discussed in Part I Item 1A. “Risk Factors” in our 2020 Form 10-K, as updated in our subsequent quarterly reports. The risks described in our 2020 Form 10-K and our subsequent quarterly reports are not the only risks facing us. Additional risks and uncertainties not currently known to us or that we currently deem to be immaterial also may materially adversely affect our business, financial condition and/or operating results.

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

None.

Item 3. Defaults Upon Senior Securities

None.

Item 4. Mine Safety Disclosure

Not Applicable.

Item 5. Other Information

None.

Item 6. Exhibits

(A) Exhibits

31.1	Certification of William G. Smith, Jr., Chairman, President and Chief Executive Officer of Capital City Bank Group, Inc., Pursuant to Rule 13a-14(a) of the Securities Exchange Act of 1934.
31.2	Certification of J. Kimbrough Davis, Executive Vice President and Chief Financial Officer of Capital City Bank Group, Inc., Pursuant to Rule 13a-14(a) of the Securities Exchange Act of 1934.
32.1	Certification of William G. Smith, Jr., Chairman, President and Chief Executive Officer of Capital City Bank Group, Inc., Pursuant to 18 U.S.C. Section 1350.
32.2	Certification of J. Kimbrough Davis, Executive Vice President and Chief Financial Officer of Capital City Bank Group, Inc., Pursuant to 18 U.S.C. Section 1350.

101.SCH XBRL Taxonomy Extension Schema Document

101.CAL XBRL Taxonomy Extension Calculation Linkbase Document

101.LAB XBRL Taxonomy Extension Label Linkbase Document

101.PRE XBRL Taxonomy Extension Presentation Linkbase Document

101.DEF XBRL Taxonomy Extension Definition Linkbase Document

SIGNATURES

Pursuant to the requirements of the Securities Exchange Act of 1934, the Registrant has duly caused this Report to be signed on its behalf by the undersigned Chief Financial Officer hereunto duly authorized.

CAPITAL CITY BANK GROUP, INC.
(Registrant)

/s/ J. Kimbrough Davis

J. Kimbrough Davis
Executive Vice President and Chief Financial Officer
(Mr. Davis is the Principal Financial Officer and has been duly authorized to sign on behalf of the Registrant)

Date: April 30, 2021

Exhibit 31.1

Certification of CEO Pursuant to Securities Exchange Act Rule 13a-14(a) / 15d-14(a) as Adopted Pursuant to Section 302 of the Sarbanes-Oxley Act of 2002

I, William G. Smith, Jr., certify that:

1. I have reviewed this quarterly report on Form 10-Q of Capital City Bank Group, Inc.;

2. Based on my knowledge, this report does not contain any untrue statement of a material fact or omit to state a material fact necessary to make the statements made, in light of the circumstances under which such statements were made, not misleading with respect to the period covered by this report;

3. Based on my knowledge, the financial statements, and other financial information included in this report, fairly present in all material respects the financial condition, results of operations and cash flows of the registrant as of, and for, the periods presented in this report;

4. The registrant's other certifying officer and I are responsible for establishing and maintaining disclosure controls and procedures (as defined in Exchange Act Rules 13a-15(e) and 15d-15(e)) and internal control over financial reporting (as defined in Exchange Act Rules 13a-15(f) and 15d-15(f)) for the registrant and have:

(a) Designed such disclosure controls and procedures, or caused such disclosure controls and procedures to be designed under our supervision, to ensure that material information relating to the registrant, including its consolidated subsidiaries, is made known to us by others within those entities, particularly during the period in which this report is being prepared;

(b) Designed such internal control over financial reporting, or caused such internal control over financial reporting to be designed under our supervision, to provide reasonable assurance regarding the reliability of financial reporting and the preparation of financial statements for external purposes in accordance with generally accepted accounting principles;

(c) Evaluated the effectiveness of the registrant's disclosure controls and procedures and presented in this report our conclusions about the effectiveness of the disclosure controls and procedures, as of the end of the period covered by this report based on such evaluation; and

(d) Disclosed in this report any change in the registrant's internal control over financial reporting that occurred during the registrant's most recent fiscal quarter that has materially affected, or is reasonably likely to materially affect, the registrant's internal control over financial reporting; and

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

(a) All significant deficiencies and material weaknesses in the design or operation of internal control over financial reporting which are reasonably likely to adversely affect the registrant's ability to record, process, summarize and report financial information; and

(b) Any fraud, whether or not material, that involves management or other employees who have a significant role in the registrant's internal control over financial reporting.

/s/ William G. Smith, Jr.

William G. Smith, Jr.
Chairman, President and
Chief Executive Officer

Date: April 30, 2021

Exhibit 31.2

Certification of CFO Pursuant to Securities Exchange Act Rule 13a-14(a) / 15d-14(a) as Adopted Pursuant to Section 302 of the Sarbanes-Oxley Act of 2002

I, J. Kimbrough Davis, certify that:

1. I have reviewed this quarterly report on Form 10-Q of Capital City Bank Group, Inc.;

2. Based on my knowledge, this report does not contain any untrue statement of a material fact or omit to state a material fact necessary to make the statements made, in light of the circumstances under which such statements were made, not misleading with respect to the period covered by this report;

3. Based on my knowledge, the financial statements, and other financial information included in this report, fairly present in all material respects the financial condition, results of operations and cash flows of the registrant as of, and for, the periods presented in this report;

4. The registrant's other certifying officer and I are responsible for establishing and maintaining disclosure controls and procedures (as defined in Exchange Act Rules 13a-15(e) and 15d-15(e)) and internal control over financial reporting (as defined in Exchange Act Rules 13a-15(f) and 15d-15(f)) for the registrant and have:

(a) Designed such disclosure controls and procedures, or caused such disclosure controls and procedures to be designed under our supervision, to ensure that material information relating to the registrant, including its consolidated subsidiaries, is made known to us by others within those entities, particularly during the period in which this report is being prepared;

(b) Designed such internal control over financial reporting, or caused such internal control over financial reporting to be designed under our supervision, to provide reasonable assurance regarding the reliability of financial reporting and the preparation of financial statements for external purposes in accordance with generally accepted accounting principles;

(c) Evaluated the effectiveness of the registrant's disclosure controls and procedures and presented in this report our conclusions about the effectiveness of the disclosure controls and procedures, as of the end of the period covered by this report based on such evaluation; and

(d) Disclosed in this report any change in the registrant's internal control over financial reporting that occurred during the registrant's most recent fiscal quarter that has materially affected, or is reasonably likely to materially affect, the registrant's internal control over financial reporting; and

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

(a) All significant deficiencies and material weaknesses in the design or operation of internal control over financial reporting which are reasonably likely to adversely affect the registrant's ability to record, process, summarize and report financial information; and

(b) Any fraud, whether or not material, that involves management or other employees who have a significant role in the registrant's internal control over financial reporting.

/s/ J. Kimbrough Davis

J. Kimbrough Davis
Executive Vice President and Chief Financial Officer
Date: April 30, 2021

Exhibit 32.1

Certification of CEO Pursuant to 18 U.S.C. Section 1350

Pursuant to 18 U.S.C. Section 1350, as adopted pursuant to Section 906 of the Sarbanes-Oxley Act of 2002, I, William G. Smith Jr., Chairman, President, and Chief Executive Officer of Capital City Bank Group, Inc., hereby certify that to my knowledge(1) this Quarterly Report of the Company on Form 10-Q for the period ended March 31, 2021, as filed with the Securities and Exchange Commission on the date hereof (this "Report"), fully complies with the requirements of Section 13(a) of the Securities Exchange Act of 1934, as amended, and (2) the information contained in this Report fairly presents, in all material respects, the financial condition of the Company and its results of operations as of and for the periods covered therein.

/s/ William G. Smith, Jr.

William G. Smith, Jr.
Chairman, President, and
Chief Executive Officer

Date: April 30, 2021

A signed original of this written statement required by Section 906, or other document authenticating, acknowledging or otherwise adopting the signature that appears in typed form within the electronic version of this written statement required by Section 906, has been provided to the Company and will be retained by the Company and furnished to the Securities and Exchange Commission or its staff upon request.

Exhibit 32.2

Certification of CFO Pursuant to 18 U.S.C. Section 1350

Pursuant to 18 U.S.C. Section 1350, as adopted pursuant to Section 906 of the Sarbanes-Oxley Act of 2002, I, J. Kimbrough Davis, Executive Vice President and Chief Financial Officer of Capital City Bank Group, Inc., hereby certify that to my knowledge (1) this Quarterly Report of the Company on Form 10-Q for the period ended March 31, 2021, as filed with the Securities and Exchange Commission on the date hereof (this "Report"), fully complies with the requirements of Section 13(a) of the Securities Exchange Act of 1934, as amended, and (2) the information contained in this Report fairly presents, in all material respects, the financial condition of the Company and its results of operations as of and for the periods covered therein.

/s/ J. Kimbrough Davis

J. Kimbrough Davis
Executive Vice President and Chief Financial Officer
Date: April 30, 2021

A signed original of this written statement required by Section 906, or other document authenticating, acknowledging or otherwise adopting the signature that appears in typed form within the electronic version of this written statement required by Section 906, has been provided to the Company and will be retained by the Company and furnished to the Securities and Exchange Commission or its staff upon request.