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 September 30, 2022

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 October 28, 2022, 16,961,812 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 SEPTEMBER 30, 2022
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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, 2021 (the "2021 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:

- our ability to successfully manage credit risk, interest rate risk, liquidity risk, and other risks inherent to our industry;
- the impact of legislative or regulatory changes on our business;
- changes in monetary and fiscal policies of the U.S. Government;
- the impact of inflation, interest rate, market and monetary fluctuations on our loan origination volumes and deposit portfolio;
- changes in consumer spending and saving habits;
- 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 allowance for credit losses, 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;
- climate change and related legislative and regulatory initiatives may result in operational changes and expenditures that could significantly impact our business;
- 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;
- the effects of natural disasters, harsh weather conditions (including hurricanes), widespread health emergencies (including the ongoing COVID-19 pandemic), 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;
- growth and profitability of our noninterest income;
- the limited trading activity of our common stock;
- the concentration of ownership of our common stock;
- other risks described from time to time in our filings with the Securities and Exchange Commission;
- risks from the ongoing COVID-19 pandemic; 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, Except Par Value)	(Unaudited) September 30, 2022	December 31, 2021
ASSETS		
Cash and Due From Banks	$ 72,686	$ 65,313
Federal Funds Sold and Interest Bearing Deposits	497,679	970,041
Total Cash and Cash Equivalents	570,365	1,035,354
Investment Securities, Available for Sale, at fair value (amortized cost of $461,646 and $660,732)	416,745	654,611
Investment Securities, Held to Maturity (fair value of $623,628 and $339,699)	676,178	339,601
Equity Securities	1,349	861
Total Investment Securities	1,094,272	995,073
Loans Held For Sale, at fair value	50,304	52,532
Loans Held for Investment	2,346,185	1,931,465
Allowance for Credit Losses	(22,510)	(21,606)
Loans Held for Investment, Net	2,323,675	1,909,859
Premises and Equipment, Net	81,736	83,412
Goodwill and Other Intangibles	93,133	93,253
Other Real Estate Owned	13	17
Other Assets	119,173	94,349
Total Assets	$ 4,332,671	$ 4,263,849
LIABILITIES		
Deposits:		
Noninterest Bearing Deposits	$ 1,737,046	$ 1,668,912
Interest Bearing Deposits	2,022,332	2,043,950
Total Deposits	3,759,378	3,712,862
Short-Term Borrowings	52,271	34,557
Subordinated Notes Payable	52,887	52,887
Other Long-Term Borrowings	562	884
Other Liabilities	84,657	67,735
Total Liabilities	3,949,755	3,868,925
Temporary Equity	9,751	11,758
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; 16,961,812 and 16,892,060 shares issued and outstanding at September 30, 2022 and December 31, 2021, respectively	170	169
Additional Paid-In Capital	36,234	34,423
Retained Earnings	384,964	364,788
Accumulated Other Comprehensive Loss, net of tax	(48,203)	(16,214)
Total Shareowners' Equity	373,165	383,166
Total Liabilities, Temporary Equity, and Shareowners' Equity	$ 4,332,671	4,263,849

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 September 30, 2022	Three Months Ended September 30, 2021	Nine Months Ended September 30, 2022	Nine Months Ended September 30, 2021
INTEREST INCOME				
Loans, including Fees	$ 27,761	$ 25,885	$ 73,966	$ 73,817
Investment Securities:				
Taxable	4,360	2,332	11,083	6,231
Tax Exempt	12	18	25	56
Funds Sold	3,231	285	5,048	698
Total Interest Income	35,364	28,520	90,122	80,802
INTEREST EXPENSE				
Deposits	1,052	210	1,542	626
Short-Term Borrowings	536	317	1,071	1,053
Subordinated Notes Payable	443	307	1,130	922
Other Long-Term Borrowings	6	14	23	51
Total Interest Expense	2,037	848	3,766	2,652
NET INTEREST INCOME	33,327	27,672	86,356	78,150
Provision for Credit Losses	2,099	-	3,641	(1,553)
Net Interest Income After Provision For Credit Losses	31,228	27,672	82,715	79,703
NONINTEREST INCOME				
Deposit Fees	5,947	5,075	16,585	13,582
Bank Card Fees	3,860	3,786	11,657	11,402
Wealth Management Fees	3,937	3,623	14,410	9,987
Mortgage Banking Revenues	7,116	12,283	25,127	42,625
Other	2,074	1,807	5,876	5,277
Total Noninterest Income	22,934	26,574	73,655	82,873
NONINTEREST EXPENSE				
Compensation	24,738	25,245	74,977	76,687
Occupancy, Net	6,153	6,032	18,321	17,972
Other	8,919	8,425	26,243	27,642
Total Noninterest Expense	39,810	39,702	119,541	122,301
INCOME BEFORE INCOME TAXES	14,352	14,544	36,829	40,275
Income Tax Expense	3,074	2,949	7,486	7,795
NET INCOME	11,278	11,595	29,343	32,480
Loss (Income) Attributable to Noncontrolling Interests	37	(1,504)	(860)	(5,456)
NET INCOME ATTRIBUTABLE TO COMMON SHAREOWNERS	**$ 11,315**	**$ 10,091**	**$ 28,483**	**$ 27,024**
BASIC NET INCOME PER SHARE	**$ 0.67**	**$ 0.60**	**$ 1.68**	**$ 1.60**
DILUTED NET INCOME PER SHARE	**$ 0.67**	**$ 0.60**	**$ 1.68**	**$ 1.60**
Average Common Basic Shares Outstanding	16,960	16,875	16,947	16,857
Average Common Diluted Shares Outstanding	16,996	16,909	16,973	16,886

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)

	Three Months Ended September 30,		Nine Months Ended September 30,	
(Dollars in Thousands)	**2022**	**2021**	**2022**	**2021**
NET INCOME ATTRIBUTABLE TO COMMON SHAREOWNERS	$ 11,315	$ 10,091	$ 28,483	$ 27,024
Other comprehensive (loss) income, before tax:				
Investment Securities:				
Change in net unrealized gain/loss on securities available for sale	(2,618)	(1,935)	(38,778)	(4,361)
Unrealized losses on securities transferred from available for sale to held to maturity	(9,384)	-	(9,384)	-
Amortization of unrealized losses on securities transferred from available for sale to held to maturity	586	-	586	-
Derivative:				
Change in net unrealized gain on effective cash flow derivative	1,407	172	4,403	1,378
Benefit Plans:				
Reclassification adjustment for service cost	-	-	-	24
Actuarial gain	-	-	-	166
Defined benefit plan settlement	102	500	480	2,500
Total Benefit Plans	102	500	480	2,690
Other comprehensive (loss) income, before tax	(9,907)	(1,263)	(42,693)	(293)
Deferred tax (benefit) expense related to other comprehensive income	(2,469)	41	(10,704)	292
Other comprehensive (loss) income, net of tax	(7,438)	(1,304)	(31,989)	(585)
TOTAL COMPREHENSIVE INCOME (LOSS)	$ 3,877	$ 8,787	$ (3,506)	$ 26,439

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, July 1, 2022	16,959,280	$ 170	$ 35,738	$ 376,532	$ (40,765)	$ 371,675
Net Income Attributable to Common Shareowners	-	-	-	11,315	-	11,315
Other Comprehensive Loss, net of tax	-	-	-	-	(7,438)	(7,438)
Cash Dividends ($0.1700 per share)	-	-	-	(2,883)	-	(2,883)
Stock Based Compensation	-	-	415	-	-	415
Stock Compensation Plan Transactions, net	2,532	-	81	-	-	81
Balance, September 30, 2022	16,961,812	$ 170	$ 36,234	$ 384,964	$ (48,203)	$ 373,165
Balance, July 1, 2021	16,874,279	$ 169	$ 33,560	$ 345,574	$ (43,423)	$ 335,880
Net Income Attributable to Common Shareowners	-	-	-	10,091	-	10,091
Reclassification to Temporary Equity[(1)]	-	-	-	6,585	-	6,585
Other Comprehensive Loss, net of tax	-	-	-	-	(1,304)	(1,304)
Cash Dividends ($0.1600 per share)	-	-	-	(2,700)	-	(2,700)
Stock Based Compensation	-	-	219	-	-	219
Stock Compensation Plan Transactions, net	4,024	-	97	-	-	97
Balance, September 30, 2021	16,878,303	$ 169	$ 33,876	$ 359,550	$ (44,727)	$ 348,868
Balance, January 1, 2022	16,892,060	$ 169	$ 34,423	$ 364,788	$ (16,214)	$ 383,166
Net Income Attributable to Common Shareowners	-	-	-	28,483	-	28,483
Other Comprehensive Loss, net of tax	-	-	-	-	(31,989)	(31,989)
Cash Dividends ($0.4900 per share)	-	-	-	(8,307)	-	(8,307)
Stock Based Compensation	-	-	904	-	-	904
Stock Compensation Plan Transactions, net	69,752	1	907	-	-	908
Balance, September 30, 2022	16,961,812	$ 170	$ 36,234	$ 384,964	$ (48,203)	$ 373,165
Balance, January 1, 2021	16,790,573	$ 168	$ 32,283	$ 332,528	$ (44,142)	$ 320,837
Net Income Attributable to Common Shareowners	-	-	-	27,024	-	27,024
Reclassification to Temporary Equity[(1)]	-	-	-	7,756	-	7,756
Other Comprehensive Loss, net of tax	-	-	-	-	(585)	(585)
Cash Dividends ($0.4600 per share)	-	-	-	(7,758)	-	(7,758)
Stock Based Compensation	-	-	657	-	-	657
Stock Compensation Plan Transactions, net	87,730	1	936	-	-	937
Balance, September 30, 2021	16,878,303	$ 169	$ 33,876	$ 359,550	$ (44,727)	$ 348,868

[(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)	Nine Months Ended September 30, 2022	2021
CASH FLOWS FROM OPERATING ACTIVITIES		
Net Income Attributable to Common Shareowners	$ 28,483	$ 27,024
Adjustments to Reconcile Net Income to		
Cash Provided by Operating Activities:		
Provision for Credit Losses	3,641	(1,553)
Depreciation	5,689	5,666
Amortization of Premiums, Discounts and Fees, net	7,190	11,401
Amortization of Intangible Asset	120	80
Pension Plan Settlement Charge	480	2,500
Originations of Loans Held-for-Sale	(799,482)	(1,247,119)
Proceeds From Sales of Loans Held-for-Sale	826,837	1,326,747
Mortgage Banking Revenues	(25,127)	(42,625)
Net Additions for Capitalized Mortgage Servicing Rights	(1,921)	138
Change in Valuation Provision for Mortgage Servicing Rights	-	(250)
Stock Compensation	904	657
Net Tax Benefit From Stock-Based Compensation	(19)	(4)
Deferred Income Taxes	(11,265)	(3,085)
Net Change in Operating Leases	(83)	(122)
Net Gain on Sales and Write-Downs of Other Real Estate Owned	(136)	(1,640)
Net Decrease (Increase) in Other Assets	3,696	70
Net Increase in Other Liabilities	12,839	8,283
Net Cash Provided By Operating Activities	51,846	86,168
CASH FLOWS FROM INVESTING ACTIVITIES		
Securities Held to Maturity:		
Purchases	(219,865)	(235,356)
Payments, Maturities, and Calls	40,096	61,673
Securities Available for Sale:		
Purchases	(41,880)	(478,000)
Proceeds from Sale or Securities	3,365	-
Payments, Maturities, and Calls	64,301	148,968
Purchases of Loans Held for Investment	(329,481)	(92,336)
Net (Increase) Decrease in Loans Held for Investment	(90,086)	150,590
Net Cash Paid for Acquisitions	-	(4,482)
Proceeds From Sales of Other Real Estate Owned	1,683	3,892
Purchases of Premises and Equipment	(4,013)	(4,590)
Noncontrolling Interest Contributions	2,867	5,424
Net Cash Used In Investing Activities	(573,013)	(444,217)
CASH FLOWS FROM FINANCING ACTIVITIES		
Net Increase in Deposits	46,516	248,402
Net Increase (Decrease) in Short-Term Borrowings	17,592	(28,458)
Repayment of Other Long-Term Borrowings	(200)	(1,233)
Dividends Paid	(8,307)	(7,758)
Issuance of Common Stock Under Purchase Plans	577	667
Net Cash Provided By Financing Activities	56,178	211,620
NET DECREASE IN CASH AND CASH EQUIVALENTS	(464,989)	(146,429)
Cash and Cash Equivalents at Beginning of Period	1,035,354	928,549
Cash and Cash Equivalents at End of Period	$ 570,365	782,120
Supplemental Cash Flow Disclosures:		
Interest Paid	$ 3,588	2,679
Income Taxes Paid	$ 6,410	12,759
Noncash Investing and Financing Activities:		
Loans Transferred to Other Real Estate Owned	$ 1,543	$ 1,636

The accompanying Notes to Consolidated Financial Statements are an integral part of these 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 notes 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, 2021 has been derived from the audited consolidated financial statements at that date, but does not include all of the information and notes required by generally accepted accounting principles for complete financial statements. For further information, refer to the consolidated financial statements and notes thereto included in the Company's annual report on Form 10-K for the year ended December 31, 2021.

Acquisition. On April 30, 2021, a newly formed subsidiary of CCBG, Capital City Strategic Wealth, LLC ("CCSW") acquired substantially all of the assets of Strategic Wealth Group, LLC and certain related businesses ("SWG"), including advisory, service, and insurance carrier agreements, and the assignment of all related revenues thereof. Under the terms of the purchase agreement, SWG principles became officers of CCSW and will continue the operation of their five offices in South Georgia offering wealth management services and comprehensive risk management and asset protection services for individuals and businesses. CCBG paid $4.5 million in cash consideration and recorded goodwill of $2.8 million and a customer relationship intangible asset of $1.6 million.

Accounting Standards Updates

Accounting Standards Update ("ASU") 2022-02, Financial Instruments – Credit Losses (Topic 326). In March 2022, the Financial Accounting Standards Board issued ASU 2022-02, "Financial Instruments – Credit Losses (Topic 326), Troubled Debt Restructurings and Vintage Disclosures". ASU 2022-02 eliminates the accounting guidance for troubled debt restructurings ("TDRs") in Accounting Standards Codification ("ASC") 310-40, "Receivables - Troubled Debt Restructurings by Creditors" for entities that have adopted the current expected credit loss model introduced by ASU 2016-13, "Financial Instruments – Credit Losses (Topic 326), Measurement of Credit Losses on Financial Instruments." ASU 2022-02 also requires that public business entities disclose current-period gross charge-offs by year of origination for financing receivables and net investments in leases within the scope of Subtopic 326-20, "Financial Instruments—Credit Losses—Measured at Amortized Cost". ASU 2022-02 is effective for the Company for fiscal years beginning after December 15, 2022, including interim periods within those fiscal years, with early adoption permitted. Upon adoption, ASU 2022-02 is not expected to have a significant impact on our consolidated financial statements and related disclosures.

NOTE 2 – INVESTMENT SECURITIES

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

	Available for Sale				
(Dollars in Thousands)	Amortized Cost	Unrealized Gains	Unrealized Losses	Allowance for Credit Losses	Fair Value
September 30, 2022					
U.S. Government Treasury	$ 21,140	$ -	$ 2,082	$ -	$ 19,058
U.S. Government Agency	206,631	85	13,572	-	193,144
States and Political Subdivisions	47,249	-	7,008	(13)	40,228
Mortgage-Backed Securities[1]	82,879	2	12,583	-	70,298
Corporate Debt Securities	96,421	28	9,730	(28)	86,691
Other Securities[2]	7,326	-	-	-	7,326
Total	$ 461,646	$ 115	$ 44,975	$ (41)	$ 416,745
December 31, 2021					
U.S. Government Treasury	$ 190,409	$ 65	$ 2,606	$ -	$ 187,868
U.S. Government Agency	238,490	1,229	2,141	-	237,578
States and Political Subdivisions	47,762	44	811	(15)	46,980
Mortgage-Backed Securities[1]	89,440	27	598	-	88,869
Corporate Debt Securities	87,537	10	1,304	(21)	86,222
Other Securities[2]	7,094	-	-	-	7,094
Total	$ 660,732	$ 1,375	$ 7,460	$ (36)	$ 654,611

	Held to Maturity			
(Dollars in Thousands)	Amortized Cost	Unrealized Gains	Unrealized Losses	Fair Value
September 30, 2022				
U.S. Government Treasury	$ 462,302	$ -	$ 27,585	$ 434,717
Mortgage-Backed Securities[1]	213,876	10	24,975	188,911
Total	$ 676,178	$ 10	$ 52,560	$ 623,628
December 31, 2021				
U.S. Government Treasury	$ 115,499	$ -	$ 1,622	$ 113,877
Mortgage-Backed Securities[1]	224,102	2,819	1,099	225,822
Total	$ 339,601	$ 2,819	$ 2,721	$ 339,699

(1) Comprised of residential mortgage-backed securities

(2) Includes Federal Home Loan Bank and Federal Reserve Bank stock, recorded at cost of $2.3 million and $5.0 million, respectively, at September 30, 2022 and $2.0 million and $5.1 million, respectively, at December 31, 2021.

At September 30, 2022, the investment portfolio had $ 1.3 million in equity securities. These securities do not have a readily determinable fair value and were not credit impaired.

Securities with an amortized cost of $469.2 million and $463.8 million at September 30, 2022 and December 31, 2021, 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 other securities, is pledged to secure FHLB advances. No ready market exists for this stock, and it has no quoted fair 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.

During the third quarter of 2022, the Company transferred certain securities from the AFS to HTM classification. Transfers are made at fair value on the date of the transfer. The 33 securities had an amortized cost basis and fair value of $168.4 million and $159.0 million, respectively at the time of transfer. The net unamortized, unrealized loss on the transferred securities included in accumulated other comprehensive loss in the accompanying balance sheet at September 30, 2022 totaled $8.8 million. This amount will be amortized out of accumulated other comprehensive loss over the remaining life of the underlying securities as an adjustment of the yield on those securities.

Investment Sales. There were no significant sales of investment securities for the three or nine months ended September 30, 2022 or September 30, 2021.

Maturity Distribution. At September 30, 2022, 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 ("MBS") 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**	**Fair Value**	**Amortized Cost**	**Fair Value**
Due in one year or less	$ 39,283	$ 35,743	$ -	$ -
Due after one year through five years	151,355	138,505	462,302	434,717
Due after five year through ten years	54,076	44,031	-	-
Mortgage-Backed Securities	82,879	70,298	213,876	188,911
U.S. Government Agency	126,727	120,842	-	-
Other Securities	7,326	7,326	-	-
Total	$ 461,646	$ 416,745	$ 676,178	$ 623,628

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:

	Less Than 12 Months		Greater Than 12 Months		Total	
(Dollars in Thousands)	**Fair Value**	**Unrealized Losses**	**Fair Value**	**Unrealized Losses**	**Fair Value**	**Unrealized Losses**
September 30, 2022						
Available for Sale						
U.S. Government Treasury	$ -	$ -	$ 19,058	$ 2,082	$ 19,058	$ 2,082
U.S. Government Agency	69,249	3,367	110,295	10,205	179,544	13,572
States and Political Subdivisions	5,831	736	34,410	6,272	40,241	7,008
Mortgage-Backed Securities	25,953	4,076	44,278	8,507	70,231	12,583
Corporate Debt Securities	33,827	1,211	48,927	8,519	82,754	9,730
Total	134,860	9,390	256,968	35,585	391,828	44,975
Held to Maturity						
U.S. Government Treasury	205,334	12,813	229,383	14,772	434,717	27,585
Mortgage-Backed Securities	108,405	10,634	79,302	14,341	187,707	24,975
Total	$ 313,739	$ 23,447	$ 308,685	$ 29,113	$ 622,424	$ 52,560
December 31, 2021						
Available for Sale						
U.S. Government Treasury	$ 172,206	$ 2,606	$ -	$ -	$ 172,206	$ 2,606
U.S. Government Agency	127,484	1,786	17,986	355	145,470	2,141
States and Political Subdivisions	42,122	811	-	-	42,122	811
Mortgage-Backed Securities	81,832	598	-	-	81,832	598
Corporate Debt Securities	69,354	1,304	-	-	69,354	1,304
Total	$ 492,998	$ 7,105	$ 17,986	$ 355	$ 510,984	$ 7,460
Held to Maturity						
U.S. Government Treasury	113,877	1,622	-	-	113,877	1,622
Mortgage-Backed Securities	115,015	1,099	-	-	115,015	1,099
Total	$ 228,892	$ 2,721	$ -	$ -	$ 228,892	$ 2,721

At September 30, 2022, there were 897 positions (combined AFS and HTM) with unrealized losses totaling $ 97.5 million. 87 of these positions are U.S. Treasury bonds and carry the full faith and credit of the U.S. Government. 682 are U.S. government agency securities issued by U.S. government sponsored entities. We believe the long history of no credit losses on government securities indicates that the expectation of nonpayment of the amortized cost basis is zero. The remaining 128 positions (municipal securities and corporate bonds) have a credit component. At September 30, 2022, all collateralized mortgage obligation securities ("CMO"), MBS, Small Business Administration securities ("SBA"), U.S. Agency, and U.S. Treasury bonds held were AAA rated. At September 30, 2022, corporate debt securities had an allowance for credit losses of $ 28,000 and municipal securities had an allowance of $13,000.

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-refunded 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 and corporate securities portfolio via credit ratings which are updated on a quarterly basis. On a quarterly basis, municipal and corporate 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)	September 30, 2022	December 31, 2021
Commercial, Financial and Agricultural	$ 246,304	$ 223,086
Real Estate – Construction	237,718	174,394
Real Estate – Commercial Mortgage	715,870	663,550
Real Estate – Residential[(1)]	594,785	360,021
Real Estate – Home Equity	202,512	187,821
Consumer[(2)]	348,996	322,593
Loans Held For Investment, Net of Unearned Income	$ 2,346,185	$ 1,931,465

(1) *Includes loans in process balances of $21.7 million and $13.6 million at September 30, 2022 and December 31, 2021, respectively.*

(2) *Includes overdraft balances of $1.0 million and $1.1 million at September 30, 2022 and December 31, 2021, respectively.*

Net deferred loan costs, which include premiums on purchased loans, included in loans were $8.5 million at September 30, 2022 and $3.9 million at December 31, 2021.

Accrued interest receivable on loans which is excluded from amortized cost totaled $6.6 million at September 30, 2022 and $5.3 million at December 31, 2021, 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 Purchase and Sales. The Company will periodically purchase newly originated 1-4 family real estate secured adjustable rate loans from Capital City Home Loans ("CCHL"), a related party. Residential loan purchases from CCHL totaled $267.0 million and $72.7 million for the nine months ended September 30, 2022 and September 30, 2021, respectively, and were not credit impaired.

Allowance for Credit Losses. The methodology for estimating the amount of credit losses reported in the allowance for credit losses ("ACL") 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 – Significant Accounting Policies in the Company's 2021 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							
September 30, 2022							
Beginning Balance	$ 1,641	$ 3,138	$ 5,052	$ 5,645	$ 1,760	$ 4,045	$ 21,281
Provision for Credit Losses	(136)	(22)	(120)	1,333	127	749	1,931
Charge-Offs	(2)	-	(1)	-	-	(1,759)	(1,762)
Recoveries	58	2	8	44	22	926	1,060
Net (Charge-Offs) Recoveries	56	2	7	44	22	(833)	(702)
Ending Balance	$ 1,561	$ 3,118	$ 4,939	$ 7,022	$ 1,909	$ 3,961	$ 22,510
Nine Months Ended							
September 30, 2022							
Beginning Balance	$ 2,191	$ 3,302	$ 5,810	$ 4,129	$ 2,296	$ 3,878	$ 21,606
Provision for Credit Losses	267	(194)	(697)	2,707	(501)	1,940	3,522
Charge-Offs	(1,179)	-	(267)	-	(33)	(4,354)	(5,833)
Recoveries	282	10	93	186	147	2,497	3,215
Net (Charge-Offs) Recoveries	(897)	10	(174)	186	114	(1,857)	(2,618)
Ending Balance	$ 1,561	$ 3,118	$ 4,939	$ 7,022	$ 1,909	$ 3,961	$ 22,510
Three Months Ended							
September 30, 2021							
Beginning Balance	$ 1,972	$ 2,759	$ 7,569	$ 4,353	$ 2,457	$ 3,065	$ 22,175
Provision for Credit Losses	178	517	(1,588)	(433)	(131)	911	(546)
Charge-Offs	(37)	-	(405)	(17)	(15)	(1,314)	(1,788)
Recoveries	66	10	169	401	46	967	1,659
Net Charge-Offs	29	10	(236)	384	31	(347)	(129)
Ending Balance	$ 2,179	$ 3,286	$ 5,745	$ 4,304	$ 2,357	$ 3,629	$ 21,500
Nine Months Ended							
September 30, 2021							
Beginning Balance	$ 2,204	$ 2,479	$ 7,029	$ 5,440	$ 3,111	$ 3,553	$ 23,816
Provision for Credit Losses	(192)	797	(1,719)	(1,768)	(900)	740	(3,042)
Charge-Offs	(138)	-	(405)	(88)	(94)	(3,040)	(3,765)
Recoveries	305	10	840	720	240	2,376	4,491
Net Charge-Offs	167	10	435	632	146	(664)	726
Ending Balance	$ 2,179	$ 3,286	$ 5,745	$ 4,304	$ 2,357	$ 3,629	$ 21,500

For the nine months ended September 30, 2022, the allowance for HFI loans increased by $0.9 million and reflected a provision expense of $3.5 million and net loan charge-offs of $2.6 million. The increase was driven by incremental reserves needed for loan growth, and to a lesser extent, a higher projected rate of unemployment and its potential effect on rates of default. For the nine months ended September 30, 2021, the allowance decreased by $2.3 million and reflected a provision benefit of $3.0 million and net loan recoveries of $0.7 million. The decrease generally reflected improving economic conditions, primarily a lower rate of unemployment and its potential effect on rates of default, and strong net loan recoveries totaling $0.7 million. Unemployment forecast scenarios are utilized to estimate probability of default and are weighted based on management's estimate of probability. 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
September 30, 2022							
Commercial, Financial and Agricultural	$ 274	$ 68	$ -	$ 342	$ 245,883	$ 79	$ 246,304
Real Estate – Construction	-	-	-	-	237,718	-	237,718
Real Estate – Commercial Mortgage	1,098	-	-	1,098	714,292	480	715,870
Real Estate – Residential[1]	114	1,237	-	1,351	592,629	805	594,785
Real Estate – Home Equity	564	18	-	582	201,134	796	202,512
Consumer	2,151	739	-	2,890	345,857	249	348,996
Total	$ 4,201	$ 2,062	$ -	$ 6,263	$ 2,337,513	$ 2,409	$ 2,346,185
December 31, 2021							
Commercial, Financial and Agricultural	$ 100	$ 23	$ -	$ 123	$ 222,873	$ 90	$ 223,086
Real Estate – Construction	-	-	-	-	174,394	-	174,394
Real Estate – Commercial Mortgage	151	-	-	151	662,795	604	663,550
Real Estate – Residential	365	151	-	516	357,408	2,097	360,021
Real Estate – Home Equity	210	-	-	210	186,292	1,319	187,821
Consumer	1,964	636	-	2,600	319,781	212	322,593
Total	$ 2,790	$ 810	$ -	$ 3,600	$ 1,923,543	$ 4,322	$ 1,931,465

[1] *Includes $0.1 million of Loans Held for Sale in nonaccrual status as of September 30, 2022.*

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.

	September 30, 2022			December 31, 2021		
(Dollars in Thousands)	Nonaccrual With No ACL	Nonaccrual With ACL	90 + Days Still Accruing	Nonaccrual With No ACL	Nonaccrual With ACL	90 + Days Still Accruing
Commercial, Financial and Agricultural	$ -	$ 79	$ -	$ 67	$ 23	$ -
Real Estate – Construction	-	-	-	-	-	-
Real Estate – Commercial Mortgage	-	480	-	-	604	-
Real Estate – Residential	597	208	-	928	1,169	-
Real Estate – Home Equity	-	796	-	463	856	-
Consumer	-	249	-	-	212	-
Total Nonaccrual Loans	$ 597	$ 1,812	$ -	$ 1,458	$ 2,864	$ -

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

	September 30, 2022		December 31, 2021	
(Dollars in Thousands)	**Real Estate Secured**	**Non Real Estate Secured**	**Real Estate Secured**	**Non Real Estate Secured**
Commercial, Financial and Agricultural	$ -	$ -	$ -	$ 67
Real Estate – Construction	-	-	-	-
Real Estate – Commercial Mortgage	-	-	455	-
Real Estate – Residential	570	-	1,645	-
Real Estate – Home Equity	596	-	649	-
Consumer	-	-	-	-
Total Collateral Dependent Loans	$ 1,166	$ -	$ 2,749	$ 67

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 September 30, 2022 and December 31, 2021, the Company had $0.7 million and $0.9 million, respectively, in 1-4 family residential real estate loans for which formal foreclosure proceedings were in process.

Troubled Debt Restructurings ("TDRs"). At September 30, 2022, the Company had $6.3 million in TDRs, all of which were performing in accordance with the modified terms. At December 31, 2021, the Company had $8.0 million in TDRs, of which $7.6 million were performing in accordance with modified terms. For TDRs, the Company estimated $0.3 million of credit loss reserves at September 30, 2022 and December 31, 2021.

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 and nine months ended September 30, 2022, there were no loans modified. For the three and nine months ended September 30, 2021, there were no loans modified and three loans modified with a recorded investment of $0.6 million, respectively. For the nine month periods ended September 30, 2022 and September 30, 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.

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 category consists of direct and indirect 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 noted 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.

<u>Special Mention</u> – 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 the ordinary amount of attention is warranted for these loans.

<u>Substandard</u> – 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.

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

<u>Performing/Nonperforming</u> – 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 September 30, 2022 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)	**2022**	**2021**	**2020**	**2019**	**2018**	**Prior**	**Loans**	**Total**
Commercial, Financial, Agriculture:								
Pass	$ 71,112	$ 49,357	$ 22,681	$ 17,018	$ 13,343	$ 12,893	$ 57,623	$ 244,027
Special Mention	-	-	-	8	-	23	1,979	2,010
Substandard	-	-	7	-	95	150	15	267
Total	$ 71,112	$ 49,357	$ 22,688	$ 17,026	$ 13,438	$ 13,066	$ 59,617	$ 246,304
Real Estate - Construction:								
Pass	$ 101,666	$ 92,202	$ 37,665	$ 809	$ -	$ 125	$ 3,023	$ 235,490
Special Mention	44	323	384	786	-	-	-	1,537
Substandard	-	-	691	-	-	-	-	691
Total	$ 101,710	$ 92,525	$ 38,740	$ 1,595	$ -	$ 125	$ 3,023	$ 237,718
Real Estate - Commercial Mortgage:								
Pass	$ 172,531	$ 148,101	$ 122,782	$ 57,497	$ 61,869	$ 105,875	$ 19,567	$ 688,222
Special Mention	219	5,014	233	1,725	733	6,779	1,578	16,281
Substandard	7,415	1,789	391	622	-	1,021	129	11,367
Total	$ 180,165	$ 154,904	$ 123,406	$ 59,844	$ 62,602	$ 113,675	$ 21,274	$ 715,870
Real Estate - Residential:								
Pass	$ 310,007	$ 100,110	$ 47,970	$ 30,070	$ 20,570	$ 67,954	$ 8,748	$ 585,429
Special Mention	279	-	128	16	58	545	-	1,026
Substandard	679	1,336	820	1,441	720	3,334	-	8,330
Total	$ 310,965	$ 101,446	$ 48,918	$ 31,527	$ 21,348	$ 71,833	$ 8,748	$ 594,785
Real Estate - Home Equity:								
Performing	$ 32	$ 141	$ 12	$ 403	$ 149	$ 1,368	$ 199,612	$ 201,717
Nonperforming	-	-	-	15	-	-	780	795
Total	$ 32	$ 141	$ 12	$ 418	$ 149	$ 1,368	$ 200,392	$ 202,512
Consumer:								
Performing	$ 131,573	$ 124,096	$ 42,504	$ 24,655	$ 14,966	$ 5,455	$ 5,498	$ 348,747
Nonperforming	-	109	76	14	39	11	-	249
Total	$ 131,573	$ 124,205	$ 42,580	$ 24,669	$ 15,005	$ 5,466	$ 5,498	$ 348,996

NOTE 4 – MORTGAGE BANKING ACTIVITIES

The Company's mortgage banking activities 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.

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.

	September 30, 2022		December 31, 2021	
(Dollars in Thousands)	Unpaid Principal Balance/Notional	Fair Value	Unpaid Principal Balance/Notional	Fair Value
Residential Mortgage Loans Held for Sale	$ 50,358	$ 50,304	$ 50,733	$ 52,532
Residential Mortgage Loan Commitments ("IRLCs") [(1)]	65,967	1,373	51,883	1,258
Forward Sales Contracts[(2)]	19,000	609	48,000	(7)
		$ 52,286		$ 53,783

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

[(2)] *Recorded in other assets and other liabilities at fair value at September 30, 2022 and December 31, 2021, respectively*

At September 30, 2022, the Company had no residential mortgage loans held for sale 30-89 days past due and $0.1 million of loans were on nonaccrual status. At December 31, 2021, the Company had $ 0.2 million of residential mortgage loans held for sale 30-89 days past due and no loans were on nonaccrual status.

Mortgage banking revenue was as follows:

	Three Months Ended September 30,		Nine Months Ended September 30,	
(Dollars in Thousands)	2022	2021	2022	2021
Net realized gains on sales of mortgage loans	$ 3,287	$ 12,132	$ 13,222	$ 40,089
Net change in unrealized gain on mortgage loans held for sale	(958)	(165)	(1,853)	(1,663)
Net change in the fair value of mortgage loan commitments	439	(806)	116	(3,108)
Net change in the fair value of forward sales contracts	655	540	616	1,358
Pair-Offs on net settlement of forward sales contracts	637	(636)	4,846	2,199
Mortgage servicing rights additions	1,079	205	3,167	845
Net origination fees	1,977	1,013	5,013	2,905
Total mortgage banking revenues	$ 7,116	$ 12,283	$ 25,127	$ 42,625

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)	September 30, 2022	December 31, 2021
Number of residential mortgage loans serviced for others	2,818	2,106
Outstanding principal balance of residential mortgage loans serviced for others	$ 801,046	$ 532,967
Weighted average interest rate	3.92%	3.59%
Remaining contractual term (in months)	343	317

Conforming conventional loans serviced by the Company are sold to Federal National Mortgage Association ("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 the Government National Mortgage Association ("GNMA"), whereby the Company is insured against loss by the Federal Housing Administration or partially guaranteed against loss by the Veterans Administration. At September 30, 2022, the servicing portfolio balance consisted of the following loan types: FNMA (44%), GNMA (6%), and private investor (50%). FNMA and private investor loans are structured as actual/actual payment remittance.

The Company had $0.8 million and $2.0 million in delinquent residential mortgage loans in GNMA pools serviced by the Company at September 30, 2022 and December 31, 2021, respectively. The right to repurchase these loans and the corresponding liability has been recorded in other assets and other liabilities, respectively, in the Consolidated Statement of Financial Condition. For the three and nine months ended September 30, 2022, the Company repurchased $0.3 million and $1.3 million in delinquent residential loans from the GNMA pools. For the three month period ended September 30, 2021, the Company did not repurchase any delinquent residential loans currently from the GNMA pools. For the nine month period ended September 30, 2021, the Company repurchased $2.2 million in delinquent residential loans in GNMA pools. When delinquent residential loans are repurchased, the Company has 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 September 30,		Nine Months Ended September 30,	
(Dollars in Thousands)	2022	2021	2022	2021
Beginning balance	$ 5,086	$ 3,710	$ 3,774	$ 3,452
Additions due to loans sold with servicing retained	1,079	205	3,167	845
Deletions and amortization	(470)	(351)	(1,246)	(983)
Valuation allowance reversal	-	-	-	250
Ending balance	$ 5,695	$ 3,564	$ 5,695	$ 3,564

The Company did not record any permanent impairment losses on mortgage servicing rights for the three or nine months ended September 30, 2022 and September 30, 2021.

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

	September 30, 2022		December 31, 2021	
	Minimum	Maximum	Minimum	Maximum
Discount rates	9.50%	12.00%	11.00%	15.00%
Annual prepayment speeds	5.88%	10.71%	11.98%	23.79%
Cost of servicing (per loan)	$ 85	$ 95	$ 60	$ 73

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 8.08% at September 30, 2022 and 15.85% at December 31, 2021.

Warehouse Line Borrowings

The Company has the following warehouse lines of credit and master repurchase agreements with various financial institutions at September 30, 2022.

(Dollars in Thousands)	Amounts Outstanding
$75 million master repurchase agreement without defined expiration. Interest is at the Prime rate minus 1.00% to plus 1.00%, with a floor rate of 3.25%. A cash pledge deposit of $0.5 million is required by the lender.	3,346
$75 million warehouse line of credit agreement expiring in November 2022. Interest is at the SOFR plus 2.25%, to 3.25%.	41,378
Total Warehouse Borrowings	$ 44,724

Warehouse line borrowings are classified as short-term borrowings. At December 31, 2021, warehouse line borrowings totaled $29.0 million. At September 30, 2022, the Company had residential mortgage loans held for sale and construction loans held for investment 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, and maximum debt to net worth ratio, as defined in the agreements. The Company was in compliance with all significant debt covenants at September 30, 2022.

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 September 30, 2022 and December 31, 2021 was $23.3 million and $14.8 million, respectively.

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.

Cash Flow Hedges of Interest Rate Risk

Interest rate swaps with notional amounts totaling $30 million at September 30, 2022 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)	Statement of Financial Condition Location	Notional Amount	Fair Value	Weighted Average Maturity (Years)
September 30, 2022				
Interest rate swaps related to subordinated debt	Other Assets	$ 30,000	$ 6,453	7.8
December 31, 2021				
Interest rate swaps related to subordinated debt	Other Assets	$ 30,000	$ 2,050	8.5

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 and nine months ended September 30, 2022 and September 30, 2021.

(Dollars in Thousands)	Category		Amount of Gain (Loss) Recognized in AOCI		Amount of Gain (Loss) Reclassified from AOCI to Income
Three months ended September 30, 2022	Interest expense	$	1,050	$	113
Three months ended September 30, 2021	Interest expense		128		(41)
Nine months ended September 30, 2022	Interest expense	$	3,287	$	112
Nine months ended September 30, 2021	Interest expense		1,029		(111)

The Company estimates there will be approximately $ 1.1 million reclassified as a decrease to interest expense within the next 12 months.

The Company had a collateral liability of $ 6.3 million and $2.0 million at September 30, 2022 and December 31, 2021, 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.

The Company's operating leases primarily relate to banking offices with remaining lease terms from 1 to 43 years. The Company's leases are not complex and do not contain residual value guarantees, variable lease payments, or significant assumptions or judgments made in applying the requirements of Topic 842. Operating leases with an initial term of 12 months or less are not recorded on the Consolidated Statement of Financial Condition and the related lease expense is recognized on a straight-line basis over the lease term. At September 30, 2022, the operating lease ROU assets and liabilities were $ 14.0 million and $ 14.6 million, respectively. At December 31, 2021, ROU assets and liabilities were $ 11.5 million and $12.2 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.

	Three Months Ended September 30,		Nine Months Ended September 30,	
(Dollars in Thousands)	2022	2021	2022	2021
Operating lease expense	$ 427	$ 369	$ 1,202	$ 1,075
Short-term lease expense	158	181	495	490
Total lease expense	$ 585	$ 550	$ 1,697	$ 1,565
Other information:				
Cash paid for amounts included in the measurement of lease liabilities:				
Operating cash flows from operating leases	$ 439	$ 410	$ 1,303	$ 1,197
Right-of-use assets obtained in exchange for new operating lease liabilities	2,406	269	3,598	784
Weighted average remaining lease term — operating leases (in years)	22.0	25.0	22.0	25.0
Weighted average discount rate — operating leases	2.2%	2.0%	2.2%	2.0%

The table below summarizes the maturity of remaining lease liabilities:

(Dollars in Thousands)		September 30, 2022
2022	$	625
2023		1,955
2024		1,860
2025		1,445
2026		1,367
2027 and thereafter		13,362
Total	$	20,614
Less: Interest		(6,025)
Present Value of Lease liability	$	14,589

At September 30, 2022, the Company had five additional operating lease obligations for banking offices (to be constructed) that have not yet commenced. Three of these leases have payments totaling $9.3 million based on initial contract terms of 15 years and two leases have payments totaling $3.4 million based on the initial contract term of 10 years. Payments for the banking offices are expected to commence after the construction periods end, which are each expected to occur during the fourth quarter of 2022 and the first quarter of 2023.

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 $ 0.4 million at September 30, 2022.

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 September 30,				Nine Months Ended September 30,			
(Dollars in Thousands)		2022		2021		2022		2021
Service Cost	$	1,572	$	1,743	$	4,717	$	5,229
Interest Cost		1,166		1,221		3,499		3,664
Expected Return on Plan Assets		(2,675)		(2,787)		(8,026)		(8,361)
Prior Service Cost Amortization		4		4		11		11
Net Loss Amortization		428		1,691		1,285		5,073
Pension Settlement		102		500		480		2,500
Net Periodic Benefit Cost	$	597	$	2,372	$	1,966	$	8,116
Discount Rate		3.11%		2.88%		3.11%		2.88%
Long-term Rate of Return on Assets		6.75%		6.75%		6.75%		6.75%

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

	Three Months Ended September 30,		Nine Months Ended September 30,	
(Dollars in Thousands)	2022	2021	2022	2021
Service Cost	$ 8	$ 9	$ 24	$ 27
Interest Cost	79	61	237	183
Prior Service Cost Amortization	69	69	207	157
Net Loss Amortization	180	243	540	683
Net Periodic Benefit Cost	$ 336	$ 382	$ 1,008	$ 1,050
Discount Rate	2.80%	2.38%	2.80%	2.38%

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:

	September 30, 2022			December 31, 2021		
(Dollars in Thousands)	Fixed	Variable	Total	Fixed	Variable	Total
Commitments to Extend Credit [1]	$ 256,284	$ 535,306	$ 791,590	$ 217,531	$ 505,897	$ 723,428
Standby Letters of Credit	5,460	-	5,460	5,205	-	5,205
Total	$ 261,744	$ 535,306	$ 797,050	$ 222,736	$ 505,897	$ 728,633

(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.

	Three Months Ended September 30,		Nine Months Ended September 30,	
(Dollars in Thousands)	2022	2021	2022	2021
Beginning Balance	$ 2,853	$ 2,587	$ 2,897	$ 1,644
Provision for Credit Losses	159	530	115	1,473
Ending Balance	$ 3,012	$ 3,117	$ 3,012	$ 3,117

Other Commitments. In the normal course of business, the Company enters into lease commitments which are classified as operating leases. See Note 6 – Leases for additional information on the maturity of the Company's operating lease commitments. Furthermore, the Company has an outstanding commitment of up to $ 1.0 million in a bank tech venture capital fund focused on finding and funding technology solutions for community banks and a commitment of up to $ 7.0 million in a solar tax credit equity fund. At September 30, 2022, the Company had contributed $ 0.2 million of the bank tech commitment and $ 0.3 million of the solar fund commitment. At December 31, 2021, the Company had contributed $ 0.1 million of the bank tech commitment.

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 Obligation. 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. Conversion ratio payments and ongoing fixed quarterly charges are reflected in earnings in the period incurred. 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 $ 0.2 million.

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. At September 30, 2022, there was $0.2 million payable and at December 31, 2021, there was a $0.1 million payable.

A summary of fair values for assets and liabilities recorded at fair value on a recurring basis consisted of the following:

(Dollars in Thousands)	Level 1 Inputs	Level 2 Inputs	Level 3 Inputs	Total Fair Value
September 30, 2022				
ASSETS:				
Securities Available for Sale:				
U.S. Government Treasury	$ 19,058	$ -	$ -	$ 19,058
U.S. Government Agency	-	193,144	-	193,144
States and Political Subdivisions	-	40,228	-	40,228
Mortgage-Backed Securities	-	70,298	-	70,298
Corporate Debt Securities	-	86,691	-	86,691
Loans Held for Sale	-	50,304	-	50,304
Interest Rate Swap Derivative	-	6,453	-	6,453
Mortgage Banking Hedge Derivative	-	609	-	609
Mortgage Banking IRLC Derivative	-	-	1,373	1,373
December 31, 2021				
ASSETS:				
Securities Available for Sale:				
U.S. Government Treasury	$ 187,868	$ -	$ -	$ 187,868
U.S. Government Agency	-	237,578	-	237,578
States and Political Subdivisions	-	46,980	-	46,980
Mortgage-Backed Securities	-	88,869	-	88,869
Corporate Debt Securities	-	86,222	-	86,222
Loans Held for Sale	-	52,532	-	52,532
Interest Rate Swap Derivative	-	2,050	-	2,050
Mortgage Banking IRLC Derivative	-	-	1,258	1,258
LIABILITIES:				
Mortgage Banking Hedge Derivative	$ -	$ 7	$ -	$ 7

Mortgage Banking Activities. The Company had Level 3 issuances and transfers related to mortgage banking activities of $11.4 million and $23.4 million, respectively, for the nine months ended September 30, 2022 and $26.2 million and $38.6 million, respectively, for the nine months ended September 30, 2021. Issuances are valued based on the change in fair value of the underlying mortgage loan from inception of the IRLC to the Consolidated Statement of Financial Condition 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 $1.2 million with a valuation allowance of $0.1 million at September 30, 2022 and $2.8 million and $0.2 million, respectively, at December 31, 2021.

Other Real Estate Owned. During the first nine months of 2022, 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 each of September 30, 2022 and December 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 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 and estimated discount rates. Pursuant to the adoption of ASU 2016-01, *Recognition and Measurement of Financial Assets and Financial Liabilities*, the values reported reflect the incorporation of 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 not recorded at fair value consisted of the following:

	September 30, 2022			
(Dollars in Thousands)	Carrying Value	Level 1 Inputs	Level 2 Inputs	Level 3 Inputs
ASSETS:				
Cash	$ 72,686	$ 72,686	$ -	$ -
Short-Term Investments	497,679	497,679	-	-
Investment Securities, Held to Maturity	676,178	434,717	188,911	-
Equity Securities (1)	1,349	-	1,349	-
Other Equity Securities (2)	2,848	-	2,848	-
Mortgage Servicing Rights	5,695	-	-	9,441
Loans, Net of Allowance for Credit Losses	2,323,675	-	-	2,207,464
LIABILITIES:				
Deposits	$ 3,759,378	$ -	$ 3,209,190	$ -
Short-Term Borrowings	52,271	-	51,821	-
Subordinated Notes Payable	52,887	-	46,532	-
Long-Term Borrowings	562	-	564	-

	December 31, 2021			
(Dollars in Thousands)	Carrying Value	Level 1 Inputs	Level 2 Inputs	Level 3 Inputs
ASSETS:				
Cash	$ 65,313	$ 65,313	$ -	$ -
Short-Term Investments	970,041	970,041	-	-
Investment Securities, Held to Maturity	339,601	113,877	225,822	-
Equity Securities (1)	861	-	861	-
Other Equity Securities (2)	2,848	-	2,848	-
Mortgage Servicing Rights	3,774	-	-	4,718
Loans, Net of Allowance for Credit Losses	1,909,859	-	-	1,903,640
LIABILITIES:				
Deposits	$ 3,712,862	$ -	$ 3,713,478	$ -
Short-Term Borrowings	34,557	-	34,557	-
Subordinated Notes Payable	52,887	-	42,609	-
Long-Term Borrowings	884	-	938	-

(1) Not readily marketable securities - reflected in other assets.
(2) Accounted for under the equity method – 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) Income
Balance as of January 1, 2022	$ (4,588)	$ 1,530	$ (13,156)	$ (16,214)
Other comprehensive (loss) income during the period	(35,634)	3,287	358	(31,989)
Balance as of September 30, 2022	$ (40,222)	$ 4,817	$ (12,798)	$ (48,203)
Balance as of January 1, 2021	$ 2,700	$ 428	$ (47,270)	$ (44,142)
Other comprehensive (loss) income during the period	(3,249)	1,029	1,635	(585)
Balance as of September 30, 2021	$ (549)	$ 1,457	$ (45,635)	$ (44,727)

Item 2. MANAGEMENT'S DISCUSSION AND ANALYSIS OF FINANCIAL CONDITION AND RESULTS OF 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 2022 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," "vision," "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 2021 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"). We offer a broad array of products and services through a total of 57 full-service offices located in Florida, Georgia, and Alabama. We provide a full range of banking services, including traditional deposit and credit services, mortgage banking, asset management, trust, merchant services, bankcards, securities brokerage services and financial advisory services, including life insurance products, risk management and asset protection services.

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 interest 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, operating expenses such as salaries and employee benefits, occupancy and other operating expenses including income taxes, and noninterest income such as mortgage banking revenues, wealth management fees, deposit fees, and bank card fees.

We have included a detailed discussion of the economic conditions in our markets and our long-term strategic objectives as part of the MD&A section of our 2021 Form 10-K.

Acquisitions

On April 30, 2021, a newly formed subsidiary of CCBG, Capital City Strategic Wealth, LLC ("CCSW"), completed its acquisition of substantially all of the assets of Strategic Wealth Group, LLC and certain related businesses ("SWG"). CCSW was consolidated into CCBG's financial statements effective May 1, 2021. A detailed discussion regarding the acquisition of Capital City Strategic Wealth, LLC is included as part of the MD&A section of our 2021 Form 10-K.

NON-GAAP FINANCIAL MEASURES

We present a tangible common equity ratio and a tangible book value per diluted share that, in each case, removes the effect of goodwill and other intangibles that resulted 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. The generally accepted accounting principles ("GAAP") to non-GAAP reconciliation for each quarter presented is provided below.

(Dollars in Thousands, except per share data)		2022 Third	2022 Second	2022 First	2021 Fourth	2021 Third
Shareowners' Equity (GAAP)		$ 373,165	$ 371,675	$ 372,145	$ 383,166	$ 348,868
Less: Goodwill and Other Intangibles (GAAP)		93,133	93,173	93,213	93,253	93,293
Tangible Shareowners' Equity (non-GAAP)	A	280,032	278,502	278,932	289,913	255,575
Total Assets (GAAP)		4,332,671	4,354,297	4,310,045	4,263,849	4,048,733
Less: Goodwill and Other Intangibles (GAAP)		93,133	93,173	93,213	93,253	93,293
Tangible Assets (non-GAAP)	B	$ 4,239,538	$ 4,261,124	$ 4,216,832	$ 4,170,596	$ 3,955,440
Tangible Common Equity Ratio (non-GAAP)	**A/B**	**6.61%**	**6.54%**	**6.61%**	**6.95%**	**6.46%**
Actual Diluted Shares Outstanding (GAAP)	C	16,998,177	16,981,614	16,962,362	16,935,389	16,911,715
Tangible Book Value per Diluted Share (non-GAAP)	**A/C**	**16.47**	**16.40**	**16.44**	**17.12**	**15.11**

SELECTED QUARTERLY FINANCIAL DATA (UNAUDITED)

(Dollars in Thousands, Except Per Share Data)	2022 Third	2022 Second	2022 First	2021 Fourth	2021 Third
Summary of Operations:					
Interest Income	$ 35,364	$ 29,320	$ 25,438	$ 25,549	$ 28,520
Interest Expense	2,037	987	742	838	848
Net Interest Income	33,327	28,333	24,696	24,711	27,672
Provision for Credit Losses	2,099	1,542	-	-	-
Net Interest Income After Provision for Credit Losses	31,228	26,791	24,696	24,711	27,672
Noninterest Income	22,934	24,903	25,818	24,672	26,574
Noninterest Expense	39,810	40,498	39,233	40,207	39,702
Income Before Income Taxes	14,352	11,196	11,281	9,176	14,544
Income Tax Expense	3,074	2,177	2,235	2,040	2,949
Income Attributable to NCI	37	(306)	(591)	(764)	(1,504)
Net Income Attributable to CCBG	11,315	8,713	8,455	6,372	10,091
Net Interest Income (FTE)	33,410	28,409	24,774	24,790	27,750
Per Common Share:					
Net Income Basic	$ 0.67	$ 0.51	$ 0.50	$ 0.38	$ 0.60
Net Income Diluted	0.67	0.51	0.50	0.38	0.60
Cash Dividends Declared	0.17	0.16	0.16	0.16	0.16
Diluted Book Value	21.95	21.89	21.94	22.63	20.63
Diluted Tangible Book Value [(1)]	16.47	16.40	16.44	17.12	15.11
Market Price:					
High	33.93	28.55	28.88	29.00	26.10
Low	27.41	24.43	25.96	24.77	22.02
Close	31.11	27.89	26.36	26.40	24.74
Selected Average Balances:					
Investment Securities	$ 1,120,728	$ 1,144,757	$ 1,059,145	$ 991,080	$ 909,294
Loans Held for Investment	2,264,075	2,084,679	1,963,578	1,948,324	1,974,132
Earning Assets	4,009,951	3,974,221	3,938,824	3,791,313	3,693,123
Total Assets	4,357,678	4,321,388	4,266,775	4,127,937	4,026,613
Deposits	3,769,864	3,765,329	3,714,062	3,549,145	3,447,688
Shareowners' Equity	379,305	373,365	383,956	350,140	341,460
Common Equivalent Average Shares:					
Basic	16,960	16,949	16,931	16,880	16,875
Diluted	16,996	16,971	16,946	16,923	16,909
Performance Ratios:					
Return on Average Assets	1.03 %	0.81 %	0.80 %	0.61 %	0.99 %
Return on Average Equity	11.83	9.36	8.93	7.22	11.72
Net Interest Margin (FTE)	3.31	2.87	2.55	2.60	2.98
Noninterest Income as % of Operating Revenue	40.76	46.78	51.11	49.96	48.99
Efficiency Ratio	70.66	75.96	77.55	81.29	73.09
Asset Quality:					
Allowance for Credit Losses ("ACL")	$ 22,510	$ 21,281	$ 20,756	$ 21,606	$ 21,500
ACL to Loans HFI	0.96 %	0.96 %	1.05 %	1.12 %	1.11 %
Nonperforming Assets ("NPAs")	2,422	3,231	2,745	4,339	3,218
NPAs to Total Assets	0.06	0.07	0.06	0.10	0.08
NPAs to Loans HFI plus OREO	0.10	0.15	0.14	0.22	0.17
ACL to Non-Performing Loans	934.53	677.57	760.83	499.93	710.39
Net Charge-Offs to Average Loans HFI	0.12	0.22	0.16	0.02	0.03
Capital Ratios:					
Tier 1 Capital	14.80 %	15.13 %	15.98 %	16.14 %	15.69 %
Total Capital	15.75	16.07	16.98	17.15	16.70
Common Equity Tier 1	12.83	13.07	13.77	13.86	13.45
Leverage	8.91	8.77	8.78	8.95	9.05
Tangible Common Equity[(1)]	6.61	6.54	6.61	6.95	6.46

[(1)]*Non-GAAP financial measure. See non-GAAP reconciliation on page 32.*

FINANCIAL OVERVIEW

Results of Operations

Performance Summary. Net income attributable to common shareowners of $11.3 million, or $0.67 per diluted share, for the third quarter of 2022 compared to net income of $8.7 million, or $0.51 per diluted share, for the second quarter of 2022, and $10.1 million, or $0.60 per diluted share, for the third quarter of 2021. For the first nine months of 2022, net income attributable to common shareowners totaled $28.5 million, or $1.68 per diluted share, compared to net income of $27.0 million, or $1.60 per diluted share, for the same period of 2021.

Net Interest Income. Tax-equivalent net interest income for the third quarter of 2022 totaled $33.4 million, compared to $28.4 million for the second quarter of 2022, and $27.7 million for the third quarter of 2021. For the first nine months of 2022, tax-equivalent net interest income totaled $86.6 million compared to $78.4 million for the same period of 2021. Compared to the referenced prior periods, the increase reflected strong loan growth, higher investment balances, and higher rates across a majority of our earning assets.

Provision and Allowance for Credit Losses. We recorded a provision for credit losses of $2.1 million for the third quarter of 2022 compared to $1.5 million in the second quarter of 2022 and no provision for the third quarter of 2021. For the first nine months of 2022, the provision was an expense of $3.6 million compared to a benefit of $1.6 million for the same period of 2021. The higher level of provision compared to all prior periods was primarily attributable to strong loan growth. The credit loss provision in 2021 was favorably impacted by strong loan recoveries. At September 30, 2022, the allowance represented 0.96% of HFI loans compared to 0.96% at June 30, 2022 and 1.12% at December 31, 2021.

Noninterest Income. Noninterest income for the third quarter of 2022 totaled $22.9 million compared to $24.9 million for the second quarter of 2022 and $26.6 million for the third quarter of 2021. The $2.0 million decrease from the second quarter of 2022 was attributable to lower mortgage banking revenues of $1.9 million. For the first nine months of 2022, noninterest income totaled $73.7 million compared to $82.9 million for the same period of 2021 and reflected lower mortgage banking revenues of $17.5 million, partially offset by higher deposit fees of $3.0 million and wealth management fees of $4.4 million (insurance revenues of $3.5 million and retail brokerage fees of $0.9 million). The decrease in mortgage banking revenues in 2022 has been largely offset by interest income from strong adjustable rate residential production being booked into our loan portfolio. We discuss noninterest income in further detail below.

Noninterest Expense. Noninterest expense for the third quarter of 2022 totaled $39.8 million compared to $40.5 million for the second quarter of 2022 and $39.7 million for the third quarter of 2021. The $0.7 million decrease from the second quarter of 2022 was primarily attributable to lower compensation expense from variable/performance-based compensation at Capital City Home Loans ("CCHL") and CCSW. For the first nine months of 2022, noninterest expense totaled $119.5 million compared to $122.3 million for the same period of 2021 and reflected lower compensation expense of $1.7 million and other expense of $1.4 million, partially offset by higher occupancy expense of $0.3 million. We discuss noninterest expense in further detail below.

Financial Condition

Earning Assets. Average earning assets totaled $4.010 billion for the third quarter of 2022, an increase of $35.7 million, or 0.9%, over the second quarter of 2022, and an increase of $218.6 million, or 5.8%, over the fourth quarter of 2021. The increase over both prior periods was primarily driven by higher deposit balances. The mix of earning assets continues to improve driven by strong loan growth.

Loans. Average loans held for investment ("HFI") increased $179.4 million, or 8.6%, over the second quarter of 2022 and increased $315.8 million, or 16.2%, over the fourth quarter of 2021. Period end loans increased $132.5 million, or 6.0%, over the second quarter of 2022 and $414.7 million, or 21.5%, over the fourth quarter of 2021. The growth in 2022 has been broad based with increases realized in all loan categories, more significantly, residential mortgage, residential construction, and commercial real estate. The slowdown in secondary market residential loan sales has allowed us to book a steady flow of CCHL's adjustable rate production in our loan portfolio throughout 2022.

Credit Quality. Overall credit quality remains strong. Nonperforming assets (nonaccrual loans and other real estate) totaled $2.4 million at September 30, 2022 compared to $3.2 million at June 30, 2022 and $4.3 million at December 31, 2021. At September 30, 2022, nonperforming assets as a percent of total assets totaled 0.06% compared to 0.07% at June 30, 2022 and 0.10% at December 31, 2021. Nonaccrual loans totaled $2.4 million at September 30, 2022, a $0.7 million decrease from June 30, 2022 and a $1.9 million decrease from December 31, 2021.

Deposits. Average total deposits were $3.770 billion for the third quarter of 2022, an increase of $4.5 million, or 0.1%, over the second quarter of 2022 and $220.7 million, or 6.2%, over the fourth quarter of 2021. Growth over the second quarter of 2022 was primarily attributable to an increase in noninterest bearing and savings account balances. Compared to the fourth quarter 2021, we have had strong growth in our noninterest bearing deposits, NOW accounts, and savings account balances.

Capital. At September 30, 2022, we were well-capitalized with a total risk-based capital ratio of 15.75% and a tangible common equity ratio (a non-GAAP financial measure) of 6.61% compared to 16.07% and 6.54%, respectively at June 30, 2022 and 17.15% and 6.95%, respectively, at December 31, 2021. At September 30, 2022, all of our regulatory capital ratios exceeded the threshold to be well-capitalized under the Basel III capital standards.

RESULTS OF OPERATIONS

The following table provides a condensed summary of our results of operations - a discussion of the various components are discussed in further detail below.

	Three Months Ended			Nine Months Ended	
(Dollars in Thousands, except per share data)	**September 30, 2022**	**June 30, 2022**	**September 30, 2021**	**September 30, 2022**	**September 30, 2021**
Interest Income	$ 35,364	$ 29,320	$ 28,520	$ 90,122	$ 80,802
Taxable Equivalent Adjustments	83	76	78	237	270
Total Interest Income (FTE)	35,447	29,396	28,598	90,359	81,072
Interest Expense	2,037	987	848	3,766	2,652
Net Interest Income (FTE)	33,410	28,409	27,750	86,593	78,420
Provision for Credit Losses	2,099	1,542	-	3,641	(1,553)
Taxable Equivalent Adjustments	83	76	78	237	270
Net Interest Income After Provision for Credit Losses	31,228	26,791	27,672	82,715	79,703
Noninterest Income	22,934	24,903	26,574	73,655	82,873
Noninterest Expense	39,810	40,498	39,702	119,541	122,301
Income Before Income Taxes	14,352	11,196	14,544	36,829	40,275
Income Tax Expense	3,074	2,177	2,949	7,486	7,795
Pre-Tax Income Attributable to Noncontrolling Interest	37	(306)	(1,504)	(860)	(5,456)
Net Income Attributable to Common Shareowners	$ 11,315	$ 8,713	$ 10,091	$ 28,483	$ 27,024
Basic Net Income Per Share	$ 0.67	$ 0.51	$ 0.60	$ 1.68	$ 1.60
Diluted Net Income Per Share	$ 0.67	$ 0.51	$ 0.60	$ 1.68	$ 1.60

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 46.

Tax-equivalent net interest income for the third quarter of 2022 totaled $33.4 million, compared to $28.4 million for the second quarter of 2022, and $27.7 million for the third quarter of 2021. For the first nine months of 2022, tax-equivalent net interest income totaled $86.6 million compared to $78.4 million for the same period of 2021. Compared to the referenced prior periods, the increase reflected strong loan growth and higher rates across a majority of our earning assets.

Our net interest margin for the third quarter of 2022 was 3.31%, an increase of 44 basis points over the second quarter of 2022 and 33 basis points over the third quarter of 2021, both driven by higher interest rates and an overall improved earning asset mix. For the month of September 2022, our net interest margin was 3.41%. Excluding the impact of overnight funds in excess of $200 million, our net interest margin for the third quarter of 2022 was 3.54%. Compared to the nine month period of 2021, the net interest margin remained flat at 2.91% as the favorable impact of higher interest rates and an improved earning asset mix offset the favorable impact in 2021 from a significant level of SBA Paycheck Protection Program fee income.

Provision for Credit Losses

We recorded a provision for credit losses of $2.1 million for the third quarter of 2022 compared to $1.5 million in the second quarter of 2022 and no provision for the third quarter of 2021. For the first nine months of 2022, the provision was an expense of $3.6 million compared to a benefit of $1.6 million for the same period of 2021. The higher level of provision compared to all prior periods was primarily attributable to strong loan growth. The credit loss provision in 2021 was favorably impacted by strong loan recoveries. We discuss the allowance for credit losses further below. For more information on charge-offs and recoveries, see Note 3 – Loans Held for Investment and Allowance for Credit Losses.

Noninterest Income

Noninterest income for the third quarter of 2022 totaled $22.9 million compared to $24.9 million for the second quarter of 2022 and $26.6 million for the third quarter of 2021. The $2.0 million decrease from the second quarter of 2022 was primarily attributable to lower mortgage banking revenues of $1.9 million. Compared to the third quarter of 2021, the $3.6 million decrease was attributable to lower mortgage banking revenues of $5.2 million, partially offset by higher deposit fees of $0.9 million, other income of $0.3 million, and wealth management fees of $0.3 million. For the first nine months of 2022, noninterest income totaled $73.7 million compared to $82.9 million for the same period of 2021 and reflected lower mortgage banking revenues of $17.5 million, partially offset by higher deposit fees of $3.0 million and wealth management fees of $4.4 million (primarily insurance revenues of $3.5 million and retail brokerage fees of $0.9 million). Lower mortgage banking revenues for 2022 reflected a reduction in refinancing activity and, to a lesser degree, lower purchase mortgage originations primarily driven by higher interest rates. For 2022, CCHL contributed $0.5 million ($0.03 per diluted share) to earnings versus $3.4 million ($0.21 per diluted share) in 2021, which has largely been offset by a $1.2 million ($0.07 per diluted share) contribution to earnings by CCSW and improvement in both deposit fees and retail brokerage fees, which reflects our continued commitment to revenue diversification.

Noninterest income represented 40.8% of operating revenues (net interest income plus noninterest income) in the third quarter of 2022 compared to 46.8% in the second quarter of 2022 and 49.0% in the third quarter of 2021. For the first nine months of 2022, noninterest income represented 46.0% of operating revenues compared to 51.5% for the same period of 2021.

The table below reflects the major components of noninterest income.

	Three Months Ended			Nine Months Ended	
(Dollars in Thousands)	**September 30, 2022**	**June 30, 2022**	**September 30, 2021**	**September 30, 2022**	**September 30, 2021**
Deposit Fees	$ 5,947	$ 5,447	$ 5,075	$ 16,585	$ 13,582
Bank Card Fees	3,860	4,034	3,786	11,657	11,402
Wealth Management Fees	3,937	4,403	3,623	14,410	9,987
Mortgage Banking Revenues	7,116	9,065	12,283	25,127	42,625
Other	2,074	1,954	1,807	5,876	5,277
Total Noninterest Income	$ 22,934	$ 24,903	$ 26,574	$ 73,655	$ 82,873

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

Deposit Fees. Deposit fees for the third quarter of 2022 totaled $5.9 million, an increase of $0.5 million, or 9.2%, over the second quarter of 2022, and an increase of $0.9 million, or 17.2%, over the third quarter of 2021. For the first nine months of 2022, deposit fees totaled $16.6 million, an increase of $3.0 million, or 22.1%, over the same period of 2021. Compared to second quarter of 2022, the increase reflected higher overdraft fees. The increase over both prior year periods was attributable to higher monthly service charge fees and overdraft fees. The conversion of our remaining free checking accounts to a monthly maintenance fee account type drove the increase in service charge fees. The increase in overdraft fees was driven by higher utilization of our overdraft service which is closely correlated (inversely) with the consumer savings rate which has declined noticeably since it substantially increased during 2020 and 2021 due to the high level of governmental stimulus related to the COVID-19 pandemic.

Bank Card Fees. Bank card fees for the third quarter of 2022 totaled $3.9 million, a $0.2 million, or 4.3%, decrease from the second quarter of 2022, and a $0.1 million, or 2.0% increase over the third quarter of 2021. For the first nine months of 2022, bank card fees totaled $11.7 million, an increase of $0.3 million, or 2.2%, over the same period of 2021. The increase over the prior year periods was primarily attributable to growth in checking accounts.

Wealth Management Fees. Wealth management fees include trust fees through Capital City Trust (i.e., managed accounts and trusts/estates), retail brokerage fees through Capital City Investments (i.e., investment, insurance products, and retirement accounts), and financial advisory fees through Capital City Strategic Wealth (i.e., including the sale of life insurance, risk management and asset protection services). Wealth management fees for the third quarter of 2022 totaled $3.9 million, a $0.5 million, or 10.6%, decrease from the second quarter of 2022, which reflected lower insurance revenues of $0.5 million due to a lower level of insurance policy sales. Compared to the third quarter of 2021, the $0.3 million, or 8.7%, increase was due to higher retail brokerage fees of $0.2 million. For the first nine months of 2022, wealth management fees increased $4.4 million, or 44.3%, primarily due to higher insurance revenues of $3.5 million and retail brokerage fees of $0.9 million. The higher level of insurance revenues reflected the acquisition of Capital City Strategic Wealth in May 2021. At September 30, 2022, total assets under management were approximately $2.117 billion compared to $2.201 billion at June 30, 2022 and $2.324 billion at December 31, 2021.

Mortgage Banking Revenues. Mortgage banking revenues totaled $7.1 million for the third quarter of 2022 compared to $9.1 million for the second quarter of 2022 and $12.3 million for the third quarter of 2021. For the first nine months of 2022, revenues totaled $25.1 million compared to $42.6 million for the same period of 2021. Lower mortgage banking revenues for 2022 reflected a reduction in refinancing activity, and to a lesser degree lower purchase mortgage originations, primarily driven by higher interest rates. In addition, gain on sale margins have been pressured due to a lower level of governmental loan originations and mandatory delivery loan sales (both of which provide a higher gain on sale percentage). During 2022, strong best efforts origination volume has allowed us to book a steady flow of adjustable rate residential loans in our portfolio and has contributed to loan growth and earnings. In addition, continued stability in our construction/permanent loan program has partially offset the slowdown in secondary market originations.

Other. Other income totaled $2.1 million for the third quarter of 2022 compared to $2.0 million for the second quarter of 2022 and $1.8 million for the third quarter of 2021. The slight increase over the third quarter of 2021 reflected higher loan servicing income and miscellaneous loan fees. For the first nine months of 2022, other income totaled $5.9 million compared to $5.3 million for the same period of 2021 with the increase attributable to higher loan servicing income, VISA debit card incentive income, and miscellaneous loan fees. The increase in loan servicing income reflected an increase in CCHL's loan servicing portfolio and the increase in miscellaneous loan fees was attributable to higher loan volume.

Noninterest Expense

Noninterest expense for the third quarter of 2022 totaled $39.8 million compared to $40.5 million for the second quarter of 2022 and $39.7 million for the third quarter of 2021. The $0.7 million decrease from the second quarter of 2022 was primarily attributable to lower compensation expense of $0.6 million which reflected lower variable/performance-based compensation expense at CCHL and CCSW totaling $1.5 million, partially offset by higher variable/performance-based compensation of $0.6 million and base salaries (primarily annual merit raises) of $0.2 million at the Bank. Compared to the third quarter of 2021, the $0.1 million increase reflected higher other expense of $0.5 million and occupancy expense of $0.1 million, partially offset by lower compensation expense of $0.5 million. The increase in other expense was primarily attributable to higher other real estate expense of $1.0 million partially offset by lower pension settlement expense of $0.4 million. The decrease in compensation expense reflected lower variable/performance-based compensation at CCHL totaling $1.5 million, partially offset by higher variable/performance-based compensation of $0.7 million and base salaries of $0.3 million at the Bank.

For the first nine months of 2022, noninterest expense totaled $119.5 million compared to $122.3 million for the same period of 2021 and reflected lower compensation expense of $1.7 million and other expense of $1.4 million, partially offset by higher occupancy expense of $0.3 million. The reduction in compensation expense was primarily due to lower variable/performance-based compensation at CCHL totaling $7.0 million, partially offset by higher variable/performance-based compensation totaling $2.8 million, base salaries (merit and new market staffing additions) of $2.0 million, and associate insurance expense (utilized self-insurance reserves in 2021) of $0.6 million at the Bank. The net $1.4 million decrease in other expense was primarily attributable to lower pension settlement expense of $2.0 million and miscellaneous expense of $1.1 million, partially offset by higher other real estate expense of $1.4 million and advertising expense of $0.4 million. A lower level of lump sum retirement payments drove the decrease in pension settlement expense compared to three and nine month periods of 2021. We expect additional pension settlement expense for the remainder of 2022 based on our current estimate of lump sum pension pay-outs to retirees. We discuss noninterest expense in further detail below.

To date, the impact of inflation and higher prices on our cost structure has not been significant. While operating in a very tight labor market, we have mitigated the impact of salary pressures by not replacing certain positions that became vacant. Further, we have realized higher than historical increases in certain premises and processing contracts reflective of inflationary pressures. We will continue to focus on opportunities to re-negotiate or replace vendors at periodic renewals.

The table below reflects the major components of noninterest expense.

	Three Months Ended			Nine Months Ended	
(Dollars in Thousands)	**September 30, 2022**	**June 30, 2022**	**September 30, 2021**	**September 30, 2022**	**September 30, 2021**
Salaries	$ 20,375	$ 21,461	$ 21,060	$ 62,500	$ 64,625
Associate Benefits	4,363	3,922	4,185	12,477	12,062
Total Compensation	24,738	25,383	25,245	74,977	76,687
Premises	2,784	2,734	2,736	8,278	8,209
Equipment	3,369	3,341	3,296	10,043	9,763
Total Occupancy	6,153	6,075	6,032	18,321	17,972
Legal Fees	357	316	251	1,022	1,130
Professional Fees	1,258	1,406	1,459	3,996	4,195
Processing Services	1,777	1,752	1,775	5,166	5,114
Advertising	726	980	645	2,479	2,025
Telephone	730	703	731	2,162	2,239
Insurance – Other	656	593	509	1,760	1,555
Other Real Estate Owned, net	(92)	(29)	(1,126)	(96)	(1,514)
Pension Settlement	102	169	500	480	2,500
Miscellaneous	3,405	3,150	3,681	9,274	10,398
Total Other	8,919	9,040	8,425	26,243	27,642
Total Noninterest Expense	$ 39,810	$ 40,498	$ 39,702	$ 119,541	$ 122,301

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

Compensation. Compensation expense totaled $24.7 million for the third quarter of 2022 compared to $25.4 million for the second quarter of 2022 and $25.2 million for the third quarter of 2021. The $0.7 million decrease from the second quarter of 2022 was primarily attributable to lower compensation expense of $0.6 million which reflected lower variable/performance-based compensation expense at CCHL and CCSW totaling $1.5 million, partially offset by higher variable/performance-based compensation of $0.6 million and base salaries (primarily annual merit raises) of $0.2 million at the Bank. Compared to the third quarter of 2021, the $0.5 million decrease in compensation expense reflected lower variable/performance-based compensation at CCHL totaling $1.5 million, partially offset by higher variable/performance-based compensation of $0.7 million and base salaries of $0.3 million at the Bank.

For the first nine months of 2022, compensation expense totaled $75.0 million compared to $76.7 million for the same period of 2021 with the $1.7 million decrease attributable to lower variable/performance-based compensation at CCHL of $7.0 million, partially offset by higher variable/performance-based compensation totaling $2.8 million, base salaries (merit and new market staffing additions) of $2.0 million, and associate insurance expense (utilized self-insurance reserves in 2021) of $0.6 million at the Bank.

Occupancy. Occupancy expense totaled $6.2 million for the third quarter of 2022 compared to $6.1 million for the second quarter of 2022 and $6.0 million for the third quarter of 2021. For the first nine months of 2022, occupancy expense totaled $18.3 million compared to $18.0 million for the same period of 2021. Compared to the nine month period of 2021, the increase was attributable to higher software expense and banking office lease expense.

Other. Other expense totaled $8.9 million for the third quarter of 2022 compared to $9.0 million for the second quarter of 2022 and $8.4 million for the third quarter of 2021. Compared to the second quarter of 2022, the $0.1 million decrease was primarily due to lower advertising expense of $0.3 million and professional fees of $0.1 million, partially offset by higher miscellaneous expense of $0.2 million (debit card losses). Compared to the third quarter of 2021, the $0.5 million increase was primarily attributable to higher other real estate expense of $1.0 million, partially offset by lower pension settlement expense of $0.4 million.

For the first nine months of 2022, other expense totaled $26.2 million compared to $27.6 million for the same period of 2021 with the $1.4 million decrease primarily attributable to lower pension settlement expense of $2.0 million, miscellaneous expense of $1.1 million, and professional fees of $0.2 million, partially offset by higher expense for other real estate expense of $1.4 million, advertising of $0.4 million, and insurance–other of $0.2 million. A lower level of lump sum retirements in 2022 drove the decrease in pension settlement expense compared to the three and nine month periods of 2021. We expect additional pension settlement expense for the remainder of 2022 based on our current estimate of lump sum pension pay-outs to retirees. Lower compliance support costs drove the decline in professional fees. The higher level of other real estate expense was attributable to gains from the sale of two banking offices in 2021. The increase in advertising expense is related to new market expansion and return of brand advertising to pre-pandemic levels. Higher FDIC insurance costs related to an increase in asset size drove the increase in insurance-other. The decrease in miscellaneous expense was primarily attributable to lower expense for our base pension plan service cost of $3.7 million that was partially offset by higher expense for travel/entertainment of $0.5 million, mortgage servicing rights ("MSR") of $0.5 million, other losses of $0.6 million, a $0.3 million expense for our VISA share swap agreement, loan servicing costs of $0.2 million, credit bureau/appraisal fees of $0.1 million, and training costs of $0.1 million.

Our operating efficiency ratio (expressed as noninterest expense as a percentage of the sum of taxable-equivalent net interest income plus noninterest income) was 70.66% for the third quarter of 2022 compared to 75.96% for the second quarter of 2022 and 73.09% for the third quarter of 2021. For the first nine months of 2022, this ratio was 74.60% compared to 75.83% for the same period of 2021.

Income Taxes

We realized income tax expense of $3.1 million (effective rate of 21.4%) for the third quarter of 2022 compared to $2.2 million (effective rate of 19.4%) for the second quarter of 2022 and $2.9 million (effective rate of 20.3%) for the third quarter of 2021. For the first nine months of 2022, we realized income tax expense of $7.5 million (effective rate of 20.3%) compared to $7.8 million (effective rate of 19.4%) for the same period of 2021. The increase in the effective tax rate in 2022 was primarily attributable to a lower level of pre-tax income from CCHL as the noncontrolling interest adjustment for CCHL is accounted for as a permanent tax adjustment. Absent discrete items, we expect our annual effective tax rate to approximate 21% in 2022.

FINANCIAL CONDITION

Average earning assets totaled $4.010 billion for the third quarter of 2022, an increase of $35.7 million, or 0.9%, over the second quarter of 2022, and an increase of $218.6 million, or 5.8%, over the fourth quarter of 2021. The increase over both prior periods was primarily driven by higher deposit balances (see below – *Deposits*). The mix of earning assets continues to improve driven by strong loan growth.

Investment Securities

Average investments decreased $24.0 million, or 2.1% from the second quarter of 2022 and increased $129.6 million, or 13.1%, over the fourth quarter of 2021. Our investment portfolio represented 27.9% of our average earning assets for the third quarter of 2022 compared to 28.8% for the second quarter of 2022 and 26.1% for the fourth quarter of 2021. For the remainder of 2022, we will continue to monitor our overall liquidity position and, dependent on market conditions, look for opportunities to reinvest a portion of the proceeds into additional securities that align with our overall investment strategy.

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"). At September 30, 2022, $416.7 million, or 38.1%, of our investment portfolio was classified as AFS, and $676.2 million, or 61.8%, classified as HTM. The average maturity of our total portfolio at September 30, 2022 was 3.51 years compared to 3.51 years at June 30, 2022 and 3.63 years at December 31, 2021. During the quarter, to mitigate risk to AOCI due to higher interest rates, we reclassified 33 U.S. Treasury obligations totaling $168.4 million with unrealized losses of $9.4 million from AFS to HTM. At September 30, 2022, $8.8 million was remaining in unrealized losses relating to these securities.

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 September 30, 2022, there were 897 positions (combined AFS and HTM) with unrealized losses totaling $97.5 million (see Note 2 – Investment Securities in the Notes to Consolidated Financial Statements for detail by category). 87 of these positions are U.S. Treasury bonds and carry the full faith and credit of the U.S. Government. 682 are U.S. government agency securities issued by U.S. government sponsored entities. We believe the long history of no credit losses on government securities indicates that the expectation of nonpayment of the amortized cost basis is zero. The remaining 128 positions (Municipal securities and corporate bonds) have a credit component. At September 30, 2022, corporate debt securities had an allowance for credit losses of $28,000 and municipal securities had an allowance of $13,000. At September 30, 2022, all CMO, MBS, SBA, U.S. Agency, and U.S. Treasury bonds held were AAA rated.

Loans HFI

Average loans held for investment ("HFI") increased $179.4 million, or 8.6%, over the second quarter of 2022 and increased $315.8 million, or 16.2%, over the fourth quarter of 2021. Period end loans increased $132.5 million, or 6.0%, over the second quarter of 2022 and $414.7 million, or 21.5%, over the fourth quarter of 2021. The growth in 2022 has been broad based with increases realized in all loan categories, more significantly, residential mortgage, residential construction and commercial real estate. The slowdown in secondary market residential loan sales has allowed us to book a steady flow of CCHL's adjustable rate production in our loan portfolio throughout 2022.

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

Overall credit quality remains strong. Nonperforming assets (nonaccrual loans and other real estate) totaled $2.4 million at September 30, 2022 compared to $3.2 million at June 30, 2022 and $4.3 million at December 31, 2021. At September 30, 2022, nonperforming assets as a percent of total assets equaled 0.06% compared to 0.07% at June 30, 2022 and 0.10% at December 31, 2021. Nonaccrual loans totaled $2.4 million at September 30, 2022, a $0.7 million decrease from June 30, 2022 and a $1.9 million decrease from December 31, 2021. Further, classified loans increased $1.4 million over the second quarter of 2022 to $21.0 million.

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 September 30, 2022, the allowance for credit losses for HFI loans totaled $22.5 million compared to $21.3 million at June 30, 2022 and $21.6 million at December 31, 2021. Activity within the allowance is provided in Note 3 to the consolidated financial statements. The $1.2 million increase in the allowance for the third quarter was driven by incremental reserves needed for loan growth and, to a lesser extent, a higher projected rate of unemployment and its potential effect on rates of default. Net charge-offs decreased $0.4 million to $0.7 million for the third quarter of 2022. At September 30, 2022, the allowance represented 0.96% of HFI loans and provided coverage of 935% of nonperforming loans compared to 0.96% and 678%, respectively, at June 30, 2022, and 1.12% and 500%, respectively, at December 31, 2021.

At September 30, 2022, the allowance for credit losses for unfunded commitments totaled $3.0 compared to $2.9 million at June 30, 2022 and $2.9 million at December 31, 2021. The allowance for unfunded commitments is recorded in other liabilities.

Deposits

Average total deposits were $3.770 billion for the third quarter of 2022, an increase of $4.5 million, or 0.1%, over the second quarter of 2022 and $220.7 million, or 6.2%, over the fourth quarter of 2021. Compared to the second quarter of 2022, the increase reflected higher noninterest bearing and savings balances. Compared to the fourth quarter of 2021, we have had strong growth in our noninterest bearing deposits, NOW accounts, and savings account balances. Over the past few years, we have experienced strong core deposit growth. We continue to closely monitor our cost of deposits and deposit mix as we manage through the current rising rate environment. It is anticipated that liquidity levels will remain strong given our current level of overnight funds.

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 arises from changes in interest rates, exchange rates, commodity prices, and equity prices. We have risk management policies designed to monitor and limit exposure to market risk and we do not participate in activities that give rise to significant market risk involving exchange rates, commodity prices, or equity prices. In asset and liability management activities, our policies are 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 reprice on a different basis than interest-earning assets. When interest-bearing liabilities mature or reprice 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 reprice more quickly than interest-bearing liabilities, falling market 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 what we believe to be a comprehensive interest rate risk management policy, which is administered by management's Asset Liability Management Committee ("ALCO"). The policy establishes limits of risk, 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 captures optionality factors such as call features and interest rate caps and floors imbedded in investment and loan portfolio contracts. As with any method of gauging interest rate risk, there are certain shortcomings inherent in the interest rate modeling methodology used by us. 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 assumptions used in the model. Finally, the methodology does not measure or reflect the impact that higher rates may have on adjustable-rate loan clients' ability to service their debts, or the impact of rate changes on demand for loan and deposit products.

The statement of financial condition is subject to testing for interest rate shock possibilities to indicate the inherent interest rate risk. We prepare a current base case and several alternative interest rate simulations (-300, -200, -100,+100, +200, +300, and +400 basis points (bp)), at least once per quarter, and report the analysis to ALCO, our Market Risk Oversight Committee ("MROC"), our Enterprise Risk Oversight Committee ("EROC") and the Board of Directors. (The -300bp rate scenario was reintroduced into the model beginning in the third quarter of 2022 due to the higher interest rate environment). We augment our interest rate shock analysis with alternative interest rate scenarios on a quarterly basis that may include ramps, parallel shifts, and a flattening or steepening of the yield curve (non-parallel shift). In addition, more frequent forecasts may be produced when interest rates are particularly uncertain or when other business conditions so dictate.

Our goal is to structure the statement of financial condition 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 attempt to achieve this goal by balancing, within policy limits, the volume of floating-rate liabilities with a similar volume of floating-rate assets, by keeping the average maturity of fixed-rate asset and liability contracts reasonably matched, by managing the mix of our core deposits, and by adjusting our rates to market conditions on a continuing basis.

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**	**-200 bp**	**-300 bp**
Policy Limit	-15.0%	-12.5%	-10.0%	-7.5%	-7.5%	-10.0%	-12.5%
September 30, 2022	15.9%	11.9%	7.8%	4.0%	-6.8%	-14.9%	-22.8%
June 30,2022	19.3%	14.5%	9.6%	4.9%	-10.3%	-17.6%	n/a

Percentage Change (24-month shock)	**+400 bp**	**+300 bp**	**+200 bp**	**+100 bp**	**-100 bp**	**-200 bp**	**-300 bp**
Policy Limit	-17.5%	-15.0%	-12.5%	-10.0%	-10.0%	-12.5%	-15.0%
September 30, 2022	36.7%	29.1%	21.5%	14.2%	-4.4%	-16.8%	-28.7%
June 30,2022	39.3%	30.3%	21.3%	12.6%	-11.5%	-22.6%	n/a

The Net Interest Income ("NII") at Risk position indicates that in the short-term, all rising rate environments will positively impact the net interest margin of the Company, while declining rate environments will have a negative impact on the net interest margin. Compared to the second quarter of 2022, these metrics became less favorable in the rising rate scenarios primarily due to loan growth, which reduced our level of overnight funds and made us slightly less asset sensitive. The converse is true in that metrics became more favorable in the down rate scenarios due to loan growth which increased asset duration and therefore protection against falling rates. The percent change over both a 12-month and 24-month shock are outside of policy in a rates down 200 bps and down 300 bps scenario due to our limited ability to lower our deposit rates relative to the decline in market rate.

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 by discounting the cash flows to estimate the present value of assets and liabilities. The difference between these 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	-200 bp	-300 bp
Policy Limit	-30.0%	-25.0%	-20.0%	-15.0%	-15.0%	-20.0%	-25.0%
September 30, 2022	11.9%	9.6%	6.8%	3.9%	-8.0%	-18.7%	-31.4%
June 30, 2022	14.4%	11.7%	8.3%	4.7%	-11.7%	-25.4%	n/a
EVE Ratio (policy minimum 5.0%)	20.3%	19.5%	18.7%	17.9%	15.3%	13.3%	11.0%

(1) The down 400 bp rate scenario has been excluded due to the current interest rate environment. A down 300 bp rate scenario was added in the third quarter of 2022.

At September 30, 2022, the economic value of equity was favorable in all rising rate environments and unfavorable in the falling rate environments. Compared to the second quarter of 2022, EVE metrics became less favorable in a rising rate environment primarily due to the use of cash to fund loan growth and became more favorable in the rates down scenario as loan growth extended our asset duration. EVE is currently in compliance with policy in all rate scenarios as the EVE ratio in each rate scenario exceeds 5.0%.

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 change in mix of our financial assets and liabilities, 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 September 30, 2022, we had the ability to generate $1.479 billion in additional liquidity through all of our available resources (this excludes $497.7 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 September 30, 2022, 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 primarily consists of debt issued by the U.S. Treasury, U.S. governmental and federal agencies, municipal governments, corporate bonds, and asset-backed securities. The weighted average life of the portfolio was approximately 3.51 years at September 30, 2022, and the available for sale portfolio had a net unrealized pre-tax loss of $45.0 million.

We maintained an average net overnight funds (interest deposits with banks plus FED funds sold less FED funds purchased) sold position of $570.0 million in the third quarter of 2022 compared to $691.9 million in the second quarter of 2022 and $789.1 million in the fourth quarter of 2021. The declining overnight funds position reflects growth in average loans.

We expect our capital expenditures will be approximately $8.0 million over the next 12 months, which will primarily consist of construction of new offices, 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

Average short term borrowings totaled $46.7 million for the third quarter of 2022 compared to $31.8 million for the second quarter of 2022 and $46.4 million for the fourth quarter of 2021. The variance compared to both prior periods was primarily attributable to an increase in short-term repurchase agreements and CCHL's warehouse line. Additional detail on these borrowings is provided in Note 4 – Mortgage Banking Activities in the Consolidated Financial Statements.

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 continue to evaluate 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 33. At September 30, 2022, our regulatory capital ratios exceeded the threshold to be designated as "well-capitalized" under the Basel III capital standards.

Shareowners' equity was $373.2 million at September 30, 2022 compared to $371.7 million at June 30, 2022 and $383.2 million at December 31, 2021. For the first nine months of 2022, shareowners' equity was positively impacted by net income attributable to common shareowners of $28.5 million, a $3.3 million increase in the fair value of the interest rate swap related to subordinated debt, stock compensation accretion of $0.9 million, net adjustments totaling $0.8 million related to transactions under our stock compensation plans, and a $0.4 million decrease in the accumulated other comprehensive loss for our pension plan. Shareowners' equity was reduced by common stock dividends of $8.3 million ($0.49 per share) and a $35.6 million increase in the unrealized loss on investment securities.

At September 30, 2022, our common stock had a book value of $21.95 per diluted share compared to $21.89 at June 30, 2022 and $22.63 at December 31, 2021. Book value is impacted by the net after-tax unrealized gains and losses on AFS investment securities. At September 30, 2022, the net loss was $40.2 million compared to a net loss of $31.7 million at June 30, 2022 and $4.6 million at December 31, 2021. 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 September 30, 2022, the net pension liability reflected in other comprehensive loss was $12.8 million compared to $12.9 million at June 30, 2022 and $13.2 million at December 31, 2021. 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 2021 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 $4.6 million (after-tax) using the balances from the December 31, 2021 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 September 30, 2022, we had $791.6 million in commitments to extend credit and $5.5 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 September 30, 2022.

CRITICAL ACCOUNTING POLICIES

Our significant accounting policies are described in Note 1 to the Consolidated Financial Statements included in our 2021 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 2021 Form 10-K.

TABLE I

AVERAGE BALANCES & INTEREST RATES

	Three Months Ended September 30,						Nine Months Ended September 30,					
	2022			2021			2022			2021		
(Dollars in Thousands)	Average Balances	Interest	Average Rate	Average Balances	Interest	Average Rate	Average Balances	Interest	Average Rate	Average Balances	Interest	Average Rate
Assets:												
Loans Held for Sale	$ 55,164	$ 486	4.82%	$ 67,753	$ 497	2.91%	$ 50,387	$ 1,594	4.23%	$ 83,558	$ 2,033	3.24%
Loans Held for Investment(1)(2)	2,264,075	27,354	4.76	1,974,132	25,458	5.12	2,105,211	72,598	4.61	2,018,168	72,036	4.76
Taxable Securities	1,117,789	4,359	1.55	904,962	2,333	1.03	1,105,822	11,082	1.34	708,606	6,232	1.17
Tax-Exempt Securities(2)	2,939	17	2.30	4,332	25	2.31	2,614	37	1.90	3,904	73	2.49
Funds Sold	569,984	3,231	2.25	741,944	285	0.15	710,559	5,048	0.95	791,466	698	0.12
Total Earning Assets	4,009,951	35,447	3.51%	3,693,123	28,598	3.07%	3,974,593	90,359	3.04%	3,605,702	81,072	3.01%
Cash & Due From Banks	79,527			72,773			77,856			71,956		
Allowance For Credit Losses	(21,509)			(22,817)			(21,382)			(23,241)		
Other Assets	289,709			283,534			284,546			281,162		
TOTAL ASSETS	$ 4,357,678			$ 4,026,613			$ 4,315,613			$ 3,935,579		
Liabilities:												
NOW Accounts	$ 1,016,475	$ 868	0.34%	$ 945,788	$ 72	0.03%	$ 1,042,958	$ 1,074	0.14%	$ 965,839	$ 222	0.03%
Money Market Accounts	288,758	71	0.10	282,860	34	0.05	286,804	140	0.07	274,990	100	0.05
Savings Accounts	643,640	80	0.05	551,383	68	0.05	623,986	229	0.05	524,710	192	0.05
Other Time Deposits	94,073	33	0.14	102,765	36	0.14	95,408	99	0.14	102,619	112	0.15
Total Interest Bearing Deposits	2,042,946	1,052	0.20%	1,882,796	210	0.04%	2,049,156	1,542	0.10%	1,868,158	626	0.04%
Short-Term Borrowings	46,679	536	4.56	49,773	317	2.53	36,991	1,071	3.87	55,923	1,053	2.52
Subordinated Notes Payable	52,887	443	3.28	52,887	307	2.27	52,887	1,130	2.82	52,887	922	2.30
Other Long-Term Borrowings	580	6	4.74	1,652	14	3.37	710	23	4.58	2,046	51	3.29
Total Interest Bearing Liabilities	2,143,092	2,037	0.38%	1,987,108	848	0.17%	2,139,744	3,766	0.24%	1,979,014	2,652	0.18%
Noninterest Bearing Deposits	1,726,918			1,564,892			1,700,800			1,490,787		
Other Liabilities	98,501			112,707			86,055			110,526		
TOTAL LIABILITIES	3,968,511			3,664,707			3,926,599			3,580,327		
Temporary Equity	9,862			20,446			10,156			22,920		
TOTAL SHAREOWNERS' EQUITY	379,305			341,460			378,858			332,332		
TOTAL LIABILITIES, TEMPORARY AND SHAREOWNERS' EQUITY	$ 4,357,678			$ 4,026,613			$ 4,315,613			$ 3,935,579		
Interest Rate Spread			3.13%			2.91%			2.80%			2.83%
Net Interest Income		$ 33,410			$ 27,750			$ 86,593			$ 78,420	
Net Interest Margin(3)			3.31%			2.98%			2.91%			2.91%

(1)Average Balances include net loan fees, discounts and premiums and nonaccrual loans. Interest income includes loans fees of $0.3 million and $3.2 million for the three month periods ended September 30, 2022 and 2021, respectively, and $0.8 million and $6.3 million for the nine month periods ended September 30, 2022 and 2021, respectively.

(2)Interest income includes the effects of taxable equivalent adjustments using a 21% Federal tax rate.

(3)Taxable equivalent net interest income divided by average earning 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, 2021.

Item 4. CONTROLS AND PROCEDURES

At September 30, 2022, 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 September 30, 2022, 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 2021 Form 10-K, as updated in our subsequent quarterly reports. The risks described in our 2021 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
104	Cover Page Interactive Data File (formatted as Inline XBRL and contained in Exhibit 101)

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: October 31, 2022

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: October 31, 2022

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: October 31, 2022

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 September 30, 2022, 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: October 31, 2022

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 September 30, 2022, 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: October 31, 2022

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.