OptimumBank Holdings, Inc.
Form 10-K
March 28, 2018

UNITED STATES

SECURITIES AND EXCHANGE COMMISSION

Washington, D.C. 20549

FORM 10-K

ANNUAL REPORT

PURSUANT TO SECTION 13 OR 15(d) OF THE SECURITIES EXCHANGE ACT OF 1934

For the fiscal year ended December 31, 2017

Commission File Number: 000-50755

OPTIMUMBANK HOLDINGS, INC.

(Exact name of registrant as specified in its charter)

Florida	**55-0865043**
(State or other jurisdiction of incorporation or organization)	(I.R.S. Employer Identification No.)

2477 East Commercial Blvd., Fort Lauderdale, FL 33308

(Address of principal executive offices)

Registrant's telephone number, including area code: **(954) 900-2800**

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

Title of each class	**Name of each exchange on which registered**
Common Stock, par value $0.01 per share	NASDAQ Capital Market
Preferred Stock, no par value	None

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

None

Indicate by check mark if the registrant is a well-known seasoned issuer, as defined in Rule 405 of the Securities Act of 1993. Yes [ ] No [X]

Indicate by check mark if the registrant is not required to file reports pursuant to Section 13 or Section 15(d) of the Securities Exchange Act of 1934. Yes [ ] No [X]

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 and posted on its corporate Website, if any, every Interactive Data File required to be submitted and posted pursuant to Rule 405 of Regulation S-T (§232.405 of this chapter) during the preceding 12 months (or for such shorter period that the registrant was required to submit and post such files). Yes [X] No [ ]

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

Indicate by check mark whether the registrant is a large accelerated filer, an accelerated filer, a non-accelerated filer or a smaller reporting company. See definition of "large accelerated filer," "accelerated filer" and "smaller reporting company"

in Rule 12b-2 of the Exchange Act.

Large accelerated filer [ ]	Accelerated filer [ ]
Non-accelerated filer [ ] (Do not check if a smaller reporting company)	Smaller reporting company [X]

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

The aggregate market value of the registrant's common stock held by non-affiliates of the registrant (992,803 shares) on December 31, 2017, was approximately $2,968,481, computed by reference to the closing market price at $2.99 per share as of June 30, 2017. For purposes of this information, the outstanding shares of common stock owned by directors and executive officers of the registrant were deemed to be shares of common stock held by affiliates.

The number of shares of common stock, par value $0.01 per share, of the registrant outstanding as of March 28, 2018 was 1,286,503 shares.

DOCUMENTS INCORPORATED BY REFERENCE

Portions of the Proxy Statement for the Annual Meeting of Shareholders to be held on May 29, 2018, to be filed with the Securities and Exchange Commission pursuant to Regulation 14A within 120 days of the issuer's fiscal year end are incorporated by reference into Part III, Items 10 through 14, of this Annual Report on Form 10-K.

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PART I

Item 1. Business

Forward-Looking Statements

We have made forward-looking statements in this Annual Report about the financial condition, results of operations, and business of our company. These statements are not historical facts and include expressions concerning the future that are subject to risks and uncertainties. Factors that may cause actual results to differ materially from those contemplated by such forward-looking statements include, among other things, the following possibilities:

- general economic conditions, either nationally or regionally, that are less favorable than expected resulting in, among other things, a deterioration in credit quality and an increase in credit risk-related losses and expenses;
- changes in the interest rate environment that reduce margins;
- competitive pressure in the banking industry that increases significantly;
- changes that occur in the regulatory environment; and
- changes that occur in business conditions and the rate of inflation.

When used in this Annual Report, the words “believes,” “estimates,” “plans,” “expects,” “should,” “may,” “might,” “outlook,” “anticipates,” as well as similar expressions, as they relate to OptimumBank Holdings, Inc., or its management, are intended to identify forward-looking statements.

General

OptimumBank Holdings, Inc. is a Florida corporation (the “Company”) formed in 2004 as a bank holding company for OptimumBank (the “Bank”). The Company’s only business is the ownership and operation of the Bank and the Bank’s subsidiaries. The Bank is a Florida state chartered bank established in 2000, with deposits insured by the Federal Deposit Insurance Corporation (“FDIC”). The Bank offers a variety of community banking services to individual and corporate customers through its three banking offices located in Broward County, Florida. The Bank has four wholly-owned subsidiaries primarily engaged in holding and disposing of foreclosed real estate and one subsidiary

primarily engaged in managing foreclosed real estate.

The Company is subject to the supervision and regulation of the Board of Governors of the Federal Reserve System (the "Federal Reserve"). The Bank is subject to the supervision and regulation of the State of Florida Office of Financial Regulation ("OFR") and the FDIC. The Bank is a member of the Federal Home Loan Bank of Atlanta.

At December 31, 2017, the Company had total assets of $95.9 million, net loans of $68.2 million, total deposits of $65.3 million and stockholders' equity of $2.5 million. During 2017, the Company had a net loss of $589,000.

Recent Developments

Consent Order and Written Agreement.

On November 7, 2016, the Bank agreed to the issuance of a Consent Order by the FDIC and the OFR (the "Consent Order"), which requires the Bank to take certain measures to improve its safety and soundness. The Consent Order supersedes the prior consent order that became effective in 2010. Pursuant to the Consent Order, the Bank is required to take certain measures to improve its management, condition and operations, including actions to improve management practices and board supervision and independence, assure that its allowance for loan losses is maintained at an appropriate level and improve liquidity. The Consent Order requires the Bank to adopt and implement a compliance plan to address the Bank's obligations under the Bank Secrecy Act (the "BSA") and related obligations related to anti-money laundering. The Consent Order continues the requirement for the Bank to maintain a Tier 1 leverage ratio of at least 8% and a total risk-based capital ratio of 12% beginning 90 days from the issuance of the Consent Order. The Consent Order prohibits the payment of dividends by the Bank. The Company estimates that the cost to comply with the BSA components of the Consent Order will be between $250,000 and $420,000. The Bank accrued approximately $305,000 and $60,000 toward these expenses in 2017 and 2016, respectively.

In addition to the Consent Order, the Company is party to a Written Agreement dated June 22, 2010, with the Federal Reserve Bank of Atlanta, which requires the Company to take certain measures to ensure the Bank complied with the prior consent order. Under the Written Agreement, the Company is subject to restrictions on paying interest on debt, or paying dividends or distributions of stock, including dividends on its common stock, as well as incurring additional debt or redeeming stock. Additional details on the Consent Order and the Written Agreement are contained in "Business-Supervision and Regulation- Consent Order- and -Written Agreement."

At December 31, 2017, the Bank had a Tier 1 leverage ratio of 8.89%, and a total risk-based capital ratio of 15.08%. At December 31, 2017, the Bank is in compliance with the Tier 1 leverage ratio and total risk-based capital ratio requirement of the Consent Order. Additional information on the Bank's capital adequacy is contained in "Item 7-Management's Discussion and Analysis of Financial Condition and Results of Operations."

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Going Concern Status

The Company is in default with respect to its $5,155,000 Junior Subordinated Debenture ("Debenture") due to its failure to make certain required interest payments under the Debenture. The Trustee of the Debenture (the "Trustee") or the holders of the Debenture are entitled to accelerate the payment of the $5,155,000 principal balance plus accrued and unpaid interest totaling $1,375,011 at December 31, 2017. To date the Trustee has not accelerated the outstanding balance of the Debenture. No adjustments to the accompanying consolidated financial statements have been made as a result of this uncertainty.

Management's plans with regard to this matter are as follows: A Director of the Company has offered to purchase the Debenture and this offer has been approved by certain equity owners of the Trust that holds the Debenture. The Director has offered to enter into a forbearance agreement with the Company with respect to payments due under the Debenture upon consummation of the Director's purchase of the Debenture.

In March 2016, the Trustee received a direction from certain debt holders of the Trust that holds the Debenture to sell the Debenture to a Director of the Company. Based upon the receipt of conflicting directions from other equity owners of the Trust, in August 2016, the Trustee commenced an action in a Minnesota State Court seeking directions from the Court. The case was subsequently transferred to United States District Court for the Southern District of New York, where the case is currently pending. The Company continues to pursue mechanisms for paying the accrued interest, such as raising additional capital.

In the event the amounts due under the Debenture were accelerated, then the Trustee could undertake legal proceedings to obtain a judgment against the Company with respect to such amounts due under the Debenture. If this action were successful, then the Trustee could seek to affect a sale of the Bank to pay the amounts due under the Debenture.

Brokered Deposits

Under the terms of the Consent Order, the Bank is not permitted to solicit brokered deposits. In March 2017, the FDIC notified the Bank that it considers a significant portion of the Bank's certificates of deposit to be brokered deposits due to the rates paid on such deposits, even though such deposits were not obtained through any deposit brokers. The remaining brokered deposits are expected to mature on or before April 5, 2018.

Banking Products

The Bank's revenues are primarily derived from interest on, and fees received in connection with, real estate and other loans, and from interest from securities and short-term investments. The principal sources of funds for the Bank's lending activities are deposits, borrowings, repayment of loans, and the repayment, or maturity of investment securities. The Bank's principal expenses are the interest paid on deposits, and operating and general administrative expenses.

As is the case with banking institutions generally, the Bank's operations are materially and significantly influenced by general economic conditions and by related monetary and fiscal policies of financial institution regulatory agencies, including the Federal Reserve and the FDIC. Deposit flows and costs of funds are influenced by interest rates on competing investments and general market rates of interest. Lending activities are affected by the demand for financing of real estate and other types of loans, which in turn is affected by the interest rates at which such financing may be offered and other factors affecting local demand and availability of funds. The Bank faces strong competition attracting deposits (its primary source of lendable funds) and originating loans.

The Bank provides a range of consumer and commercial banking services to individuals and businesses. The basic services offered include: demand interest-bearing and noninterest-bearing accounts, money market deposit accounts, NOW accounts, time deposits, Visa debit and ATM cards, cash management, direct deposits, notary services, money orders, night depository, cashier's checks, domestic collections, and banking by mail. The Bank makes commercial real estate loans and consumer loans. The Bank offers business lending lines for working capital needs. Growing businesses can use the loans to expand inventory, take discounts, offset receivables, or establish new structured financing and repayment plans that are consistent with the cash flow of the business. The Bank provides ATM cards and Visa debit cards, as a part of the Star, Presto and Cirrus networks, thereby permitting customers to utilize the convenience of ATMs worldwide. The Bank does not have trust powers and provides no trust services.

Strategy

The Bank's continuing goal is to become one of the leading community banking organizations in Broward County, Florida through steady, reasonable and controlled growth and a prudent operating strategy.

The operating and business strategies emphasize the following:

Local management and local decision making resulting in rapid, personalized customer service, rapid credit decisions and expedited closings;

Maintaining a presence in Broward County through a branch network. Currently, the Bank has three branch banking offices in Broward County;

Real estate, commercial and consumer lending activities by originating fixed and adjustable rate commercial mortgage loans, commercial loans, and consumer loans for Bank customers;

Maintaining high credit quality through strict underwriting criteria through the Bank's knowledge of the real estate values and borrowers in its market area;

Personalized products and service by striving to provide innovative financial products, high service levels and to maintain strong customer relationships. The Bank seeks customers who prefer to conduct business with a locally managed institution.

The Bank's management is focusing its efforts on a long-term strategy with the following objectives:

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Increase and Diversify Loan Originations- Management is focused on increasing its loan production to add more interest bearing assets and interest income to its asset base and has increased same. In addition, management is diversifying its loan originations and portfolio to include commercial and consumer loans, in addition to residential and commercial real estate loans.

Lower the Cost of Deposits- Management is focused on changing the Bank's deposit mix by replacing higher cost interest bearing time deposits with non-interest bearing demand deposits, which has occurred.

Increase Capital Ratios- Management continues to seek additional sources of capital to increase the Bank's capital ratios, allow the Bank to grow, implement its business plan and to improve profitability.

Lending Activities

The Bank offers real estate, commercial and consumer loans, to individuals and small businesses and other organizations that are located in or conduct a substantial portion of their business in its market area. The Bank's market area consists of the tri-county area of Broward, Miami-Dade and Palm Beach counties. The Bank's net loans at December 31, 2017 were $68,220,000, or 71.2% of total assets. The interest rates charged on loans varied with the degree of risk, maturity, and amount of the loan, and are further subject to competitive pressures, money market rates, availability of funds, and government regulations. The Bank has no foreign loans.

The Bank's loan portfolio is concentrated in two major areas: residential and commercial real estate loans. As of December 31, 2017, 91.2% of the loan portfolio consisted of loans secured by mortgages on real estate, of which approximately 36.2% of the total loan portfolio was secured by one-to-four family residential properties. The real estate loans are located primarily in the tri-county market area.

The Bank's real estate loans are secured by mortgages and consist primarily of loans to individuals and businesses for the purchase or improvement of, or investment in, real estate. These real estate loans were made at fixed or variable interest rates and are normally adjustable rate mortgages which adjust annually after the initial three to five year period. The Bank's fixed rate loans generally are for terms of five years or less, and are repayable in monthly installments based on a maximum 30-year amortization schedule.

Loan originations are derived primarily from director and employee referrals, existing customers, and direct marketing. Certain credit risks are inherent in making loans. These include prepayment risks, risks resulting from

uncertainties in the future value of collateral, risks resulting from changes in economic and industry conditions including interest rates, and risks inherent in dealing with individual borrowers. A significant portion of the Bank's portfolio is collateralized by real estate in South Florida, which is susceptible to local economic downturns. The Bank attempts to minimize credit losses through various means. On larger credits, it relies on the cash flow and assets of a debtor as the source of repayment as well as the value of the underlying collateral. The Bank also generally limits its loans to up to 80% of the value of the underlying real estate collateral. The Bank generally charges a prepayment penalty if a loan is repaid within the first two to three years of origination to recover any costs it paid for the origination of the loan.

Deposit Activities

Deposits are the major source of the Bank's funds for lending and other investment activities. The Bank considers the majority of its regular savings, demand, NOW, money market deposit accounts and CD's under $250,000 to be core deposits. These accounts comprised approximately 98.04% of the Bank's total deposits at December 31, 2017. Approximately 46.9% of the deposits at December 31, 2017 were certificates of deposit. Generally, the Bank attempts to maintain the rates paid on its deposits at a competitive level. Time deposits of $250,000 and over made up approximately 2.0% of the Bank's total deposits at December 31, 2017. Although these large deposits are not traditionally considered core deposits, the majority of these deposits have served as a stable source of funds for the Bank.

Investments

The Bank's investment securities portfolio was approximately $11.4 and $20.2 million at December 31, 2017 and 2016, respectively, representing 11.9% and 16.9% of its total assets. At December 31, 2017, 74.0% of this portfolio was invested in asset-backed securities. Mortgage backed securities generally have a shorter life than the stated maturity. The Bank's investments are managed in relation to loan demand and deposit growth, and are generally used to provide for the investment of excess funds at minimal risk levels while providing liquidity to fund increases in loan demand or to offset fluctuations in deposits.

The Excess Balance Account is the excess cash the Bank has available over and above daily cash needs. This money is invested on an overnight basis with the Federal Reserve.

Correspondent Banking

Correspondent banking involves one bank providing services to another bank which cannot provide that service for itself from an economic or practical standpoint. OptimumBank is required to purchase correspondent services offered by larger banks, including check collections, purchase of federal funds, security safekeeping, investment services, coin

and currency supplies, and sales of loans to or participations with correspondent banks.

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OptimumBank has established a correspondent relationship with the Federal Reserve Bank. The Bank pays for such services in cash as opposed to keeping compensating balances. The Bank also sells loan participations to other banks with respect to loans which exceed its lending limit. The Bank may purchase loan participations to supplement loan demand.

Data Processing

The Bank outsources most of its data processing services, including an automated general ledger and deposit accounting; however, it services all its loans in-house.

Internet Banking

The Bank maintains a website at *www.optimumbank.com* where retail and business customers can access account balances, view current account activity and their previous statement, view images of paid checks, transfer funds between accounts, and bill payment. The Bank now offers its customers mobile access to their account information, with the option to setup alerts, deposit checks across a broad range of phones and mobile devices. The Bank now offers its business customers remote deposit capture and online cash management services that include ACH origination and wire transfers using token technology for security.

Competition

The Bank encounters strong competition both making loans and attracting deposits. The deregulation of the banking industry and the widespread enactment of state laws which permit multi-bank holding companies as well as an increasing level of interstate banking have created a highly competitive environment for commercial banking. In one or more aspects of its business, the Bank competes with other commercial banks, savings and loan associations, credit unions, finance companies, mutual funds, insurance companies, brokerage and investment banking companies, and other financial intermediaries. Most of these competitors, some of which are affiliated with bank holding companies, have substantially greater resources and lending limits, and may offer certain services that the Bank does not currently provide. In addition, many of its non-bank competitors are not subject to the same extensive federal regulations that govern federally insured banks. Recent federal and state legislation has heightened the competitive environment in which financial institutions must conduct their business, and the potential for competition among financial institutions of all types has increased significantly.

The Bank focuses its efforts on smaller loans, which is generally neglected by its competitors. To compete, the Bank relies upon specialized services, responsive handling of customer needs, and personal contacts by its officers, directors, and staff. Large multi-branch banking competitors tend to compete primarily by rate and the number and location of branches while smaller, independent financial institutions tend to compete primarily by rate and personal service.

Employees

As of December 31, 2017, the Bank had 16 full-time employees, including executive officers. These employees are not represented by a collective bargaining unit. The Bank considers its relations with its employees good.

Supervision and Regulation

Banks and their holding companies are extensively regulated under both federal and state law. The following is a brief summary of certain statutes, rules, regulations and enforcement actions affecting OptimumBank Holdings, Inc. and OptimumBank. This summary is qualified in its entirety by reference to the particular statutory and regulatory provisions referred to below and is not intended to be an exhaustive description of the statutes or regulations applicable to the business of the Company or the Bank. Supervision, regulation, and examination of banks by regulatory agencies are intended primarily for the protection of depositors, rather than shareholders.

Regulatory Matters

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

Effective January 1, 2015, the Bank, became subject to the new Basel III capital level threshold requirements under the Prompt Corrective Action regulations with full compliance with all of the final rule’s requirements phased in over a multi-year schedule. These new regulations were designed to ensure that banks maintain strong capital positions even in the event of severe economic downturns or unforeseen losses.

Changes that could affect the Bank going forward include additional constraints on the inclusion of deferred tax assets in capital and increased risk weightings for nonperforming loans and acquisition/development loans in regulatory capital. Beginning on January 1, 2016, the Bank became subject to the capital conservation buffer rules which places limitations on distributions, including dividend payments, and certain discretionary bonus payments to executive officers. In order to avoid these limitations, an institution must hold a capital conservation buffer above its minimum risk-based capital requirements. As of December 31, 2017 and 2016, the Bank's capital conservation buffer exceeds the minimum requirements of 1.250% and 0.625%, respectively. The required conservation buffer of 2.50% is to be phased in at 0.625% on each January 1st over the next two years.

Under the new capital regulation for the Bank, the minimum capital ratios consist of a common equity tier 1 ratio of 4.5% of risk-weighted assets, a tier 1 capital of 6.0% of risk-weighted assets, a total capital ratio of 8.0% of risk-weighted assets, and a leverage ratio of 4.0%. Common equity tier 1 is generally comprised of common stock, additional paid in capital, and retained earnings.

These new requirements create a new capital ratio for common equity Tier 1 capital and increase the Tier 1 capital ratio requirements. There were changes in the risk weight of certain assets to better reflect the risk associated with those assets, such as the risk weighting for non-performing loans and certain high volatility commercial real estate acquisitions, development and construction loans. The changes also include additional limitations to the inclusion of deferred tax assets in capital.

The following table shows the Bank's capital amounts and ratios and regulatory thresholds at December 31, 2017 and 2016 (dollars in thousands):

	Actual		For Capital Adequacy Purposes		Minimum To Be Well Capitalized Under Prompt Corrective Action Provisions		Requirements of Consent Order	
	Amount	%	Amount	%	Amount	%	Amount	%
As of December 31, 2017:								
Total Capital to Risk-Weighted Assets	10,484	15.08%	5,561	8.00%	6,951	10.00%	8,341	12.00%
Tier I Capital to Risk-Weighted Assets	9,577	13.78	4,170	6.00	5,561	8.00	N/A	N/A
Common Equity Tier I Capital to Risk-Weighted Assets	9,577	13.78	3,128	4.50	4,518	6.50	N/A	N/A
Tier 1 Capital to Total Assets	9,577	8.89	4,307	4.00	5,383	5.00	8,614	8.00
As of December 31, 2016:								
Total Capital to Risk-Weighted Assets	$10,566	12.79%	$6,609	8.00%	$8,261	10.00%	$9,913	12.00%
Tier I Capital to Risk-Weighted Assets	9,498	11.50	4,957	6.00	6,609	8.00	N/A	N/A
Common Equity Tier I Capital to Risk-Weighted Assets	9,498	11.50	3,718	4.50	5,370	6.50	N/A	N/A
Tier 1 Capital to Total Assets	9,498	8.06	4,714	4.00	5,893	5.00	9,428	8.00

Written Agreement with the Federal Reserve Bank of Atlanta

The Company is subject to the supervision and regulation of the Board of Governors of the Federal Reserve System (the "Federal Reserve"). On June 22, 2010, the Company entered into a written agreement with the Federal Reserve Bank of Atlanta ("Reserve Bank") with respect to certain aspects of the operation and management of the Company (the "Written Agreement").

The Written Agreement contains the following principal requirements:

The Board of the Company must take appropriate steps to fully utilize the Company's financial and managerial resources to serve as a source of strength to the Bank, including, but not limited to, taking steps to ensure that the Bank complies with the Consent Order entered into with the Florida Office of Financial Regulation ("OFR") and the FDIC and any other supervisory action taken by the Bank's state or federal regulator.

The Company may not declare or pay any dividends without prior Reserve Bank and Federal Reserve approval.

The Company may not, directly or indirectly, take dividends or any other form of payment representing a reduction in capital from the Bank without prior Reserve Bank approval.

The Company and its nonconsolidated subsidiary, OptimumBank Holdings Capital Trust I, may not make any distributions of interest, principal, or other sums on subordinated debentures or trust preferred securities without the prior written approval of the Reserve Bank and the Federal Reserve.

The Company and its nonconsolidated subsidiary, OptimumBank Holdings Capital Trust I, may not, directly or indirectly, incur, increase, or guarantee any debt or purchase or redeem any shares of its stock without the prior written approval of the Reserve Bank.

The Company must obtain prior written consent from the Reserve Bank before appointing any new director or senior executive officer, or changing the responsibilities of any senior executive officer so that the officer would assume a different senior executive officer position, and must comply with the regulations applicable to indemnification and severance payments.

The Company must provide quarterly progress reports to the Reserve Bank, along with parent company only financial statements.

Management believes that the Company is in substantial compliance with the requirements of the Written Agreement.

Consent Order by the FDIC and the OFR

On November 7, 2016, the Bank agreed to the issuance of a Consent Order by the FDIC and the OFR (the "Consent Order"), which requires the Bank to take certain measures to improve its safety and soundness. The Consent Order supersedes the prior consent order that became effective in 2010. The Consent Order represents a commitment by the Bank to the FDIC and the OFR to take certain actions to improve the management, condition and operations of the Bank. The Consent Order imposes no fines or penalties on the Bank. The Consent Order will remain in effect and enforceable until it is modified, terminated, suspended, or set aside by the FDIC and the OFR.

The Consent Order contains the following principal requirements:

The Board of the Bank is required to increase its participation in the affairs of the Bank, assuming full responsibility for the approval of sound policies and objectives and for the supervision of all of the Bank's activities, consistent with the role and expertise commonly expected for directors of banks of comparable size.

The Bank is required to have and retain qualified and appropriately experienced senior management, including a chief executive officer, a chief lending officer and a chief operating officer, who are given the authority to implement the provisions of the Consent Order.

Any proposed changes in the Bank's Board of Directors or senior executive officers are subject to the prior consent of the FDIC and the OFR.

The Bank is required to maintain both a fully funded allowance for loan and lease losses satisfactory to the FDIC and the OFR and a minimum Tier 1 leverage capital ratio of 8% and a total risk-based capital ratio of 12% for as long as the Consent Order remains in effect.

The Bank is required to eliminate from its books, by charge-off or collection, all assets or portions of assets classified "Loss" and 50 percent of those assets or portions of assets classified "Doubtful" in the most recent examination report that have not been previously collected or charged-off.

The Bank is required to submit a revised plan to reduce the remaining assets classified “Doubtful” and “Substandard” in the current or any future regulatory examination report.

The Bank may not extend, directly or indirectly, any additional credit to, or for the benefit of, any borrower who has a loan or other extension of credit from the Bank that has been charged-off or classified, in whole or in part, “Loss” or “Doubtful” and is uncollected.

The Bank may not extend, directly or indirectly, any additional credit to, or for the benefit of, any borrower who has a loan or other extension of credit from the Bank that has been classified, in whole or part, “Substandard.”

The Board is required to review, revise, and implement its written lending and collection policy to provide effective guidance and control over the Bank’s lending and credit administration functions.

The Bank is required to prepare and submit to the Supervisory Authorities an acceptable written business/strategic plan covering the overall operation of the Bank.

The Bank is required to develop and submit to the Supervisory Authorities a written plan and a comprehensive budget for all categories of income and expense for calendar year 2017 and subsequent years.

The Bank is required to implement a written plan to improve liquidity, contingency funding, interest rate risk and asset liability management.

The Bank is required to revise and implement a written policy for managing interest rate risk in a manner that is appropriate to the size of the Bank and the complexity of its assets.

The Bank is required to revise and implement its policy for the operation of the Bank in such a manner as to provide adequate internal routines and controls within the Bank consistent with safe and sound banking practices.

The Bank may not accept, renew, or rollover any brokered deposit.

The Bank may not declare or pay dividends, pay bonuses, or make any other form of payment outside the ordinary course of business resulting in a reduction of capital, without the prior written approval of the Supervisory Authorities.

The Bank is required to notify the Supervisory Authorities at least sixty days prior to undertaking asset growth that exceeds 10% or more per annum or initiating material changes in asset or liability composition.

The Bank is required to develop, adopt, and implement a plan ("Compliance Plan") for administration of a program reasonably designed to ensure and maintain compliance with the law and regulations related to the Bank Secrecy Act and related anti-money laundering regulations. The Compliance Plan must be consistent with the guidance for BSA/AML Risk Assessment set forth in the Federal Financial Institutions Examination Council's Bank Secrecy Act/Anti-Money Laundering Examination Manual.

The Bank is required to furnish written progress reports to the Supervisory Authorities within forty-five days from the end of each quarter, detailing the form and manner of any actions taken to secure compliance with this Consent Order.

The Bank is required to develop a revised system of internal controls designed to ensure full compliance with the BSA rules and regulations ("BSA Internal Controls") taking into account its size and risk profile and addressing the deficiencies and recommendations contained in the most recent examination report.

The Bank is required to assess its BSA staffing needs to ensure adequate qualified personnel are in place at all times.

The Bank is required to contract with an external independent testing firm that specializes in the BSA, AML, and OFAC rules and regulations for a review. The Bank is required to also engage an independent qualified firm, acceptable to the Supervisory Authorities, to conduct a review of all high-risk accounts and all high-risk transaction activity for the period beginning February 3, 2014, through the date of the Consent Order.

The Bank is in process of implementing comprehensive policies and plans to address all of the requirements of the Consent Order and has incorporated recommendations from the FDIC and OFR into these policies and plans.

Management believes that the Bank has made substantial progress in improving its financial condition through a significant reduction in non-performing assets and the receipt of capital increases from investors since the 2010 Consent Order. The Bank is also making significant progress in resolving the other issues raised by the FDIC and the OFR including strengthening the management team. Although the Bank has been hampered by difficulties in raising capital due to the default under the Junior Subordinated Debenture and the limits placed on the Company and the Bank under the prior Consent Order and the Written Agreement. Management intends to continue its efforts to meet the conditions of the New Consent Order and the Written Agreement.

Dodd-Frank Act

On July 21, 2010, President Obama signed the Dodd-Frank Wall Street Reform and Consumer Protection Act, or the Dodd-Frank Act, into law. The Dodd-Frank Act has had a broad impact on the financial services industry, including significant regulatory and compliance changes including, among other things, (1) enhanced resolution authority of troubled and failing banks and their holding companies; (2) changes to capital and liquidity requirements; (3) changes to regulatory examination fees; (4) changes to assessments to be paid to the FDIC for federal deposit insurance; and (5) numerous other provisions designed to improve supervision and oversight of, and strengthening safety and soundness for, the financial services sector. Additionally, the Dodd-Frank Act established a new framework for systemic risk oversight within the financial system to be distributed among new and existing federal regulatory agencies, including the Financial Stability Oversight Council, the Board of Governors of the Federal Reserve System, or the Federal Reserve, the Office of the Comptroller of the Currency, or the OCC, and the Federal Deposit Insurance Corporation, or the FDIC. Not all of the regulations under the Dodd-Frank Act have been finalized and thus we cannot predict the ultimate impact of these regulations on the Company or its business, financial condition or results of operations.

The following items provide a brief description of the impact of the Dodd-Frank Act on the Bank's operations and activities, both currently and prospectively.

Increased Capital Standards and Enhanced Supervision. Effective January 1, 2015, revised capital rules became effective for community banks with assets less than $10 billion and their holding companies pursuant to the requirements of the Dodd-Frank Act and standards adopted by the Basel Committee on Banking Supervision (referred to as "Basel III"). The Dodd-Frank Act also increased regulatory oversight, supervision and examination of banks, bank holding companies and their respective subsidiaries by the appropriate regulatory agency. Compliance with new regulatory requirements and expanded examination processes could increase the Company's cost of operations.

The Consumer Financial Protection Bureau. The Dodd-Frank Act created a new, independent Consumer Financial Protection Bureau, or the Bureau, within the Federal Reserve. The Bureau is tasked with establishing and implementing rules and regulations under certain federal consumer protection laws with respect to the conduct of providers of certain consumer financial products and services. The Bureau has rulemaking authority over many of the statutes governing products and services offered to bank consumers. Generally, we will not be directly subject to the rules and regulations of the Bureau. However, the Dodd-Frank Act permits states to adopt consumer protection laws and regulations that are stricter than those regulations promulgated by the Bureau and state attorneys general are permitted to enforce consumer protection rules adopted by the Bureau against certain state-chartered institutions. Any such new regulations could increase the cost of operations and, as a result, could limit the Bank's ability to expand into these products and services.

Deposit Insurance. The Dodd-Frank Act made permanent the $250,000 deposit insurance limit for insured deposits. Amendments to the Federal Deposit Insurance Act also revised the assessment base against which an insured depository institution's deposit insurance premiums paid to the FDIC's Deposit Insurance Fund, or the DIF, is calculated. Under the amendments, the assessment base will be its average consolidated total assets less its average tangible equity. Additionally, the Dodd-Frank Act made changes to the minimum designated reserve ratio of the DIF, increasing the minimum from 1.15 percent to 1.35 percent of the estimated amount of total insured deposits, and eliminated the requirement that the FDIC pay dividends to depository institutions when the reserve ratio exceeds certain thresholds. The Dodd-Frank Act also provides that depository institutions may pay interest on demand deposits.

Transactions with Affiliates. The Dodd-Frank Act enhanced the requirements for certain transactions with affiliates under Sections 23A and 23B of the Federal Reserve Act, including an expansion of the definition of "covered transactions" and increasing the amount of time for which collateral requirements regarding covered transactions must be maintained.

Transactions with Insiders. Insider transaction limitations are expanded through the strengthening on loan restrictions to insiders and the expansion of the types of transactions subject to the various limits.

Enhanced Lending Limits. The Dodd-Frank Act strengthens the existing limits on a depository institution's credit exposure to one borrower. The Dodd-Frank Act expands the scope of these restrictions to include credit exposure arising from derivative transactions, repurchase agreements, and securities lending and borrowing transactions.

Company Regulation

General. As a bank holding company registered under the Bank Holding Company Act of 1956 (the "BHCA"), the Company is subject to the regulation and supervision of, and inspection by, the Federal Reserve Board ("Federal Reserve"). The Company is also required to file with the Federal Reserve annual reports and other information regarding its business operations, and those of its subsidiaries. In the past, the BHCA limited the activities of bank holding companies and their subsidiaries to activities which were limited to banking, managing or controlling banks, furnishing services to or performing services for their subsidiaries or engaging in any other activity which the Federal Reserve determined to be so closely related to banking or managing or controlling banks as to be properly incidental thereto. Under the Gramm-Leach-Bliley Financial Modernization Act of 1999 which is discussed below, bank holding companies now have the opportunity to seek broadened authority, subject to limitations on investment, to engage in activities that are "financial in nature" if all of their subsidiary depository institutions are well capitalized, well managed, and have at least a satisfactory rating under the Community Reinvestment Act, which is also discussed below.

In this regard, the BHCA prohibits a bank holding company, with certain limited exceptions, from (i) acquiring or retaining direct or indirect ownership or control of more than 5% of the outstanding voting stock of any company which is not a bank or bank holding company, or (ii) engaging directly or indirectly in activities other than those of banking, managing or controlling banks, or performing services for its subsidiaries, unless such non-banking business is determined by the FRB to be so closely related to banking or managing or controlling banks as to be properly incident thereto. In making such determinations, the FRB is required to weigh the expected benefit to the public, such as greater convenience, increased competition or gains in efficiency, against the possible adverse effects, such as undue concentration of resources, decreased or unfair competition, conflicts of interest, or unsound banking practices. Generally, bank holding companies, such as the Company, are required to obtain prior approval of the Federal Reserve to engage in any new activity not previously approved by the Federal Reserve.

Change of Control. The BHCA also requires that every bank holding company obtain the prior approval of the Federal Reserve before it may acquire all or substantially all of the assets of any bank, or ownership or control of any voting shares of any bank, if after such acquisition it would own or control, directly or indirectly, more than 5% of the voting shares of such bank. In approving bank acquisitions by bank holding companies, the Federal Reserve is required to consider the financial and managerial resources and future prospects of the bank holding company and the banks concerned, the convenience and needs of the communities to be served, including the parties' performance under the Community Reinvestment Act (discussed below) and various competitive factors. As described in greater detail below, pursuant to the Riegle-Neal Interstate Banking and Branch Efficiency Act of 1994 (the "Interstate Banking and Branching Act"), a bank holding company is permitted to acquire banks in states other than its home state.

The BHCA further prohibits a person or group of persons from acquiring "control" of a bank holding company unless the Federal Reserve Bank has been notified and has not objected to the transaction. Under a rebuttable presumption established by the Federal Reserve, the acquisition of 10% or more of a class of voting stock of a bank holding company with a class of securities registered under Section 12 of the Exchange Act would, under the circumstances set forth in the presumption, constitute acquisition of control of the bank holding company. In addition, any person or group of persons must obtain the approval of the Federal Reserve under the BHCA before acquiring 25% (5% in the case of an acquirer that is already a bank holding company) or more of the outstanding common stock of a bank holding company, or otherwise obtaining control or a "controlling influence" over the bank holding company.

Interstate Banking and Branching. The Interstate Banking and Branching Act provides for nationwide interstate banking and branching. Under the law, interstate acquisitions of banks or bank holding companies in any state by bank holding companies in any other state are permissible subject to certain limitations. Florida also has a law that allows out-of-state bank holding companies (located in states that allow Florida bank holding companies to acquire banks and bank holding companies in that state) to acquire Florida banks and Florida bank holding companies. The law essentially provides for out-of-state entry by acquisition only (and not by interstate branching) and requires the acquired Florida bank to have been in existence for at least three years. Interstate branching and consolidation of existing bank subsidiaries in different states is permissible. A Florida bank also may establish, maintain, and operate one or more branches in a state other than Florida pursuant to an interstate merger transaction in which the Florida bank is the resulting bank.

Financial Modernization. The Gramm-Leach-Bliley Act of 1999 (the "GLB Act") sought to achieve significant modernization of the federal bank regulatory framework by allowing the consolidation of banking institutions with other types of financial services firms, subject to various restrictions and requirements. In general, the GLB Act repealed most of the federal statutory barriers which separated commercial banking firms from insurance and securities firms and authorized the consolidation of such firms in a "financial services holding company." We have no current plans to utilize the structural options created by the GLB Act.

Securities Regulation and Corporate Governance. The Company's common stock is registered with the Securities and Exchange Commission (the "SEC") under Section 12(g) of the Securities Exchange Act of 1934, and we are subject to

restrictions, reporting requirements and review procedures under federal securities laws and regulations. The Company is also subject to the rules and reporting requirements of the NASDAQ Global Market, on which its common stock is traded. Like other issuers of publicly traded securities, the Company must also comply with the corporate governance reforms enacted under the Sarbanes-Oxley Act of 2002 ("The Sarbanes-Oxley Act") and the rules of the SEC and NASDAQ Stock Market adopted pursuant to the Sarbanes Oxley Act. Among other things, these reforms, effective as of various dates, require certification of financial statements by the chief executive officer and chief financial officer, prohibit the provision of specified services by independent auditors, require pre-approval of independent auditor services, define director independence and require certain committees, and a majority of a subject company's board of directors, to consist of independent directors, establish additional disclosure requirements in reports filed with the SEC, require expedited filing of reports, require management evaluation and auditor attestation of internal controls, prohibit loans by the issuer (but not by certain depository institutions) to directors and officers, set record-keeping requirements, mandate complaint procedures for the reporting of accounting and audit concerns by employees, and establish penalties for non-compliance.

Bank Regulation

General. OptimumBank is chartered under the laws of the State of Florida, and its deposits are insured by the FDIC to the extent provided by law. OptimumBank is subject to comprehensive regulation, examination and supervision by the FDIC and the Florida Office of Financial Regulation, or Florida OFR, and to other laws and regulations applicable to banks. Such regulations include limitations on loans to a single borrower and to its directors, officers and employees; limitations on the types of activities a state bank can conduct; restrictions on the opening and closing of branch offices; the maintenance of required capital ratios; the granting of credit under equal and fair conditions; and the disclosure of the costs and terms of such credit. OptimumBank is examined periodically by the FDIC and the Florida OFR, to whom it submits periodic reports regarding its financial condition and other matters. The FDIC and the Florida OFR have a broad range of powers to enforce regulations under their jurisdiction, and to take discretionary actions determined to be for the protection and safety and soundness of banks, including the institution of cease and desist orders and the removal of directors and officers. The FDIC and the Florida OFR also have the authority to approve or disapprove mergers, consolidations, and similar corporate actions.

***Consent Order*.** On November 7, 2016, the Bank agreed to the issuance of a Consent Order by the FDIC and the OFR (the "Consent Order"), which requires the Bank to take certain measures to improve its safety and soundness. The Consent Order supersedes the prior consent order that became effective in 2010. Pursuant to the Consent Order, the Bank is required to take certain measures to improve its management, condition and operations, including actions to improve management practices and board supervision and independence, assure that its allowance for loan losses is maintained at an appropriate level and improve liquidity. The Consent Order requires the Bank to adopt and implement a compliance plan to address the Bank's obligations under the Bank Secrecy Act and related obligations related to anti-money laundering. The Consent Order continues the requirement for the Bank to maintain a Tier 1 leverage ratio of at least 8% and a total risk-based capital ratio of 12% beginning 90 days from the issuance of the Consent Order. The Consent Order prohibits the payment of dividends by the Bank. The principal requirements of the Consent Order are described in "Business- Supervision and Regulation- Consent Order."

Capital Adequacy Requirements. Banks are required to maintain capital at adequate levels based on a percentage of assets and off-balance sheet exposures, adjusted for risk weights ranging from 0% to 100%. Under the risk-based standard, capital is classified into two tiers. Tier 1 capital consists of common shareholders' equity (excluding the unrealized gain (loss) on available-for-sale securities), trust preferred securities subject to certain limitations, and minus certain intangible assets. Tier 2 capital consists of the general allowance for credit losses except for certain limitations. An institution's qualifying capital base for purposes of its risk-based capital ratio consists of the sum of its Tier 1 and Tier 2 capital. The regulatory minimum requirements are 4% for Tier 1 and 8% for total risk-based capital. At December 31, 2017, the Bank's Tier 1 and total risk-based capital ratios were 13.19% and 15.08%, respectively.

Banks are also required to maintain capital at a minimum level based on total assets, which is known as the leverage ratio. The minimum requirement for the leverage ratio is 4%, but all but the highest rated institutions are required to maintain ratios 100 to 200 basis points above the minimum. At December 31, 2017, the Bank's leverage ratio was 8.89%.

The Consent Order imposes higher capital requirements on OptimumBank. Under the Consent Order, OptimumBank must maintain a Tier 1 Leverage Ratio of 8.0%, and a total risk based capital ratio of 12.0%. With a Tier 1 Leverage ratio of 8.89% and a Total Risk Based Capital Ratio of 15.08% at December 31, 2017, the Bank met the total risk-based capital ratio as required by the Consent Order.

The FDIC Improvement Act of 1993 ("FDICIA") contains "prompt corrective action" provisions pursuant to which banks are to be classified into one of five categories based upon capital adequacy, ranging from "well capitalized" to "critically undercapitalized" and which require (subject to certain exceptions) the appropriate federal banking agency to take prompt corrective action with respect to an institution which becomes "significantly undercapitalized" or "critically undercapitalized."

The FDIC has issued regulations to implement the “prompt corrective action” provisions of FDICIA. In general, the regulations define the five capital categories as follows:

an institution is “well capitalized” if it has a total risk-based capital ratio of 10% or greater, has a Tier 1 risk-based capital ratio of 6% or greater, has a leverage ratio of 5% or greater and is not subject to any written capital order or directive to meet and maintain a specific capital level for any capital measures;

an institution is “adequately capitalized” if it has a total risk-based capital ratio of 8% or greater, has a Tier 1 risk-based capital ratio of 4% or greater, and has a leverage ratio of 4% or greater;

an institution is “undercapitalized” if it has a total risk-based capital ratio of less than 8%, has a Tier 1 risk-based capital ratio that is less than 4% or has a leverage ratio that is less than 4%;

an institution is “significantly undercapitalized” if it has a total risk-based capital ratio that is less than 6%, a Tier 1 risk-based capital ratio that is less than 3% or a leverage ratio that is less than 3%; and

an institution is “critically undercapitalized” if its “tangible equity” is equal to or less than 2% of its total assets.

The FDIC, after an opportunity for a hearing, has authority to downgrade an institution from “well capitalized” to “adequately capitalized” or to subject an “adequately capitalized” or “undercapitalized” institution to the supervisory actions applicable to the next lower category, for supervisory concerns.

Generally, FDICIA requires that an “undercapitalized” institution must submit an acceptable capital restoration plan to the appropriate federal banking agency within 45 days after the institution becomes “undercapitalized” and the agency must take action on the plan within 60 days. The appropriate federal banking agency may not accept a capital restoration plan unless, among other requirements, each company having control of the institution has guaranteed that the institution will comply with the plan until the institution has been adequately capitalized on average during each of the three consecutive calendar quarters and has provided adequate assurances of performance. The aggregate liability under this provision of all companies having control of an institution is limited to the lesser of:

5% of the institution’s total assets at the time the institution becomes “undercapitalized”; or

the amount which is necessary, or would have been necessary, to bring the institution into compliance with all capital standards applicable to the institution as of the time the institution fails to comply with the plan filed pursuant to FDICIA.

An “undercapitalized” institution may not acquire an interest in any company or any other insured depository institution, establish or acquire additional branch offices or engage in any new business unless the appropriate federal banking agency has accepted its capital restoration plan, the institution is implementing the plan, and the agency determines that the proposed action is consistent with and will further the achievement of the plan, or the appropriate Federal banking agency determines the proposed action will further the purpose of the “prompt corrective action” sections of FDICIA.

If an institution is “critically undercapitalized,” it must comply with the restrictions described above. In addition, the appropriate Federal banking agency is authorized to restrict the activities of any “critically undercapitalized” institution and to prohibit such an institution, without the appropriate Federal banking agency’s prior written approval, from:

entering into any material transaction other than in the usual course of business;

engaging in any covered transaction with affiliates (as defined in Section 23A(b) of the Federal Reserve Act);

paying excessive compensation or bonuses; and

paying interest on new or renewed liabilities at a rate that would increase the institution’s weighted average costs of funds to a level significantly exceeding the prevailing rates of interest on insured deposits in the institution’s normal market areas.

The “prompt corrective action” provisions of FDICIA also provide that in general no institution may make a capital distribution if it would cause the institution to become “undercapitalized.” Capital distributions include cash (but not stock) dividends, stock purchases, redemptions, and other distributions of capital to the owners of an institution.

Additionally, FDICIA requires, among other things, that:

only a “well capitalized” depository institution may accept brokered deposits without prior regulatory approval, and

the appropriate federal banking agency annually examines all insured depository institutions, with some exceptions for small, “well capitalized” institutions and state-chartered institutions examined by state regulators.

As of December 31, 2017, OptimumBank met the FDIC definition of an “adequately capitalized” institution.

For additional information regarding OptimumBank’s capital ratios and requirements, see “Management’s Discussion and Analysis of Financial Condition and Results of Operations — Regulatory Capital Adequacy.”

Dividends. The Company’s ability to pay dividends is substantially dependent on the ability of OptimumBank to pay dividends to the Company. As a state chartered bank, OptimumBank is subject to dividend restrictions set by Florida law and the FDIC. Except with the prior approval of the Florida OFR, all dividends of any Florida bank must be paid out of retained net profits from the current period and the previous two years, after deducting expenses, including losses and bad debts. Under the Federal Deposit Insurance Act, an FDIC-insured institution may not pay any dividend if payment would cause it to become undercapitalized or while it is undercapitalized. The FDIC and the Florida OFR also have the general authority to limit the dividend payment by banks if such payment may be deemed to constitute an unsafe and unsound practice. The Bank’s ability to pay dividends is further restricted under the Consent Order and the Company’s ability to pay dividends is also restricted under its Written Agreement with the Federal Reserve. At December 31, 2017, the Bank and Company could not pay cash dividends.

Loans to One Borrower. Florida law generally allows a state bank such as OptimumBank to extend credit to any one borrower (and certain related entities of such borrower) in an amount up to 25% of its capital accounts, provided that the unsecured portion may not exceed 15% of the capital accounts of the bank. Based upon OptimumBank’s capital, the maximum loan OptimumBank is currently permitted to make is approximately $2.4 million, provided the unsecured portion does not exceed approximately $1.4 million.

Transactions with Affiliates. Under federal law, federally insured banks are subject, with certain exceptions, to certain restrictions on any extension of credit to their parent holding companies or other affiliates, on investment in the stock or other securities of affiliates, and on the taking of such stock or securities as collateral from any borrower. In addition, banks are prohibited from engaging in certain tie-in arrangements in connection with any extension of credit or the providing of any property or service.

Change of Bank Control. Florida law restricts the amount of voting stock of a bank that a person may acquire without the prior approval of banking regulators. The overall effect of such laws is to make it more difficult to acquire a bank by tender offer or similar means than it might be to acquire control of another type of corporation. Consequently, shareholders of financial institutions are less likely to benefit from the rapid increases in stock prices that often result from tender offers or similar efforts to acquire control of other companies.

Under Florida law, no person or group of persons may, directly or indirectly or acting by or through one or more persons, purchase or acquire a controlling interest in any bank which would result in the change in control of that bank unless the Florida OFR first shall have approved such proposed acquisition. A person or group will be deemed to have acquired "control" of a bank (i) if the person or group, directly or indirectly or acting by or through one, or more other persons, owns, controls, or has power to vote 25% or more of any class of voting securities of the bank, or controls in any manner the election of a majority of the directors of the bank, or (ii) if the Florida OFR determines that such person exercises a controlling influence over the management or policies of the bank. In any case where a proposed purchase of voting securities would give rise to a presumption of control, the person or group who proposes to purchase the securities must first file written notice of the proposal to the Florida OFR for its review and approval. Subsections 658.27(2) and 658.28(3), Florida Statutes, refer to a potential change of control of a financial institution at a 10% or more threshold and rebuttable presumption of control. Accordingly, the name of any subscriber acquiring more than 10% of the voting securities of OptimumBank must be submitted to the Florida OFR for prior approval.

USA Patriot Act. The USA Patriot Act was enacted after September 11, 2001, to provide the federal government with powers to prevent, detect, and prosecute terrorism and international money laundering, and has resulted in promulgation of several regulations that have a direct impact on banks. There are a number of programs that financial institutions must have in place such as: (i) Bank Secrecy Act/Anti-Money Laundering programs to manage risk; (ii) Customer Identification Programs to determine the true identity of customers, document and verify the information, and determine whether the customer appears on any federal government list of known or suspected terrorist or terrorist organizations; and (iii) monitoring for the timely detection and reporting of suspicious activity and reportable transactions. Over the past few years, enforcement, and compliance monitoring, of these anti-money laundering laws has dramatically increased. As a result, the Bank has increased the attention and resources it dedicates to compliance with these laws.

Other Consumer Laws. Florida usury laws and federal laws concerning interest rates limit the amount of interest and various other charges collected or contracted by a bank. OptimumBank's loans are also subject to federal laws applicable to consumer credit transactions, such as the:

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

Community Reinvestment Act requiring financial institutions to meet their obligations to provide for the total credit needs of the communities they serve, including investing their assets in loans to low and moderate-income borrowers;

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

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

Real Estate Settlement Procedures Act which requires lenders to disclose certain information regarding the nature and cost of real estate settlements, and prohibits certain lending practices, as well as limits escrow account amounts in real estate transactions;

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

Fair and Accurate Credit Transactions Act which establishes additional rights for consumers to obtain and correct credit reports, addresses identity theft, and establishes additional requirements for consumer reporting agencies and financial institutions that provide adverse credit information to a consumer reporting agency; and

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

OptimumBank's deposit and loan operations are also subject to the:

The Gramm-Leach-Bliley Act of 1999 privacy provisions, which require the Bank maintain privacy policies intended to safeguard consumer financial information, to disclose these policies to its customers, and allow customers to "opt-out" of having their financial service providers disclose their confidential financial information to non-affiliated third parties, subject to certain exceptions;

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

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

Other Regulation

Enforcement Powers. Congress has provided the federal bank regulatory agencies with an array of powers to enforce laws, rules, regulations and orders. Among other things, the agencies may require that institutions cease and desist from certain activities, may preclude persons from participating in the affairs of insured depository institutions, may suspend or remove deposit insurance, and may impose civil money penalties against institution-affiliated parties for certain violations.

Community Reinvestment Act. Bank holding companies and their subsidiary banks are subject to the provisions of the Community Reinvestment Act of 1977 ("CRA") and the regulations promulgated thereunder by the appropriate bank regulatory agency. Under the terms of the CRA, the appropriate federal bank regulatory agency is required, in connection with its examination of a bank, to assess such bank's record in meeting the credit needs of the community served by that bank, including low-and moderate-income neighborhoods. The regulatory agency's assessment of the Bank's record is made available to the public. Further, such assessment is required of any bank which has applied to charter a bank, obtain deposit insurance coverage for a newly chartered institution, establish a new branch office that will accept deposits, relocate an office, or merge or consolidate with, or acquire the assets or assume the liabilities of, a federally regulated financial institution. In the case of a bank holding company applying for approval to acquire a bank or other bank holding company, the Federal Reserve will assess the record of each subsidiary bank of the applicant bank holding company, and such records may be the basis for denying the application.

Effect of Governmental Monetary Policies

The Company's earnings are affected by domestic economic conditions and the monetary and fiscal policies of the United States government and its agencies. The Federal Reserve monetary policies have had, and will likely continue to have, an important impact on the operating results of financial institutions through its power to implement national monetary policy in order, among other things, to curb inflation or combat a recession. The monetary policies of the Federal Reserve have major effects upon the levels of loans, investments and deposits through its open market operations in United States Government securities and through its regulation of the discount rate on borrowings of member banks and the reserve requirement against member bank deposits. It is not possible to predict the nature or impact of future changes in monetary and fiscal policies.

Statistical Profile and Other Financial Data

Reference is hereby made to the statistical and financial data contained in the sections captioned "Selected Financial Data" and "Management's Discussion and Analysis of Financial Condition and Results of Operations," for statistical and

financial data providing a review of the Bank's business activities.

Item 2. Properties

The following table sets forth information with respect to the Bank's main office and branch offices as of December 31, 2017.

Location	**Year Facility Opened**	Facility Status
Executive Office and Ft. Lauderdale Branch: 2477 East Commercial Boulevard Fort Lauderdale, Florida 33308	2004	Owned
Plantation Branch Office: 10197 Cleary Boulevard Plantation, Florida 33324	2000	Owned
Deerfield Beach Branch Office: 2215 West Hillsboro Boulevard Deerfield Beach, Florida 33442	2004	Leased (1)

(1) At December 31, 2017, the future minimum lease payments are approximately as follows (in thousands):

Year Ending December 31,	Amount
2018	$ 90
2019	92
2020	95
2021	98
2022	93
Total	$ 468

Item 3. Legal Proceedings

From time-to-time, the Bank is involved in litigation arising in the ordinary course of its business. As of the date of the filing of this Form 10-K, management is of the opinion that the ultimate aggregate liability represented thereby, if any, will not have a material adverse effect on the Company's consolidated financial condition or results of operations.

Item 4. Mine Safety Disclosure

Not applicable.

PART II

Item 5. Market for the Registrant's Common Equity and Related Stockholder Matters

The Company's common stock currently trades on the NASDAQ Capital Market under the symbol "OPHC." The table below presents the high and low sales prices for the periods indicated.

Year	Quarter	**High** [1]	**Low** [1]
2017	First	$4.04	$ 3.14
	Second	$3.10	$ 2.45
	Third	$3.09	$ 2.03
	Fourth	$6.26	$ 1.88
2016	First	$7.30	$ 3.56
	Second	$4.99	$ 3.75
	Third	$6.35	$ 3.64
	Fourth	$4.89	$ 3.51

[1] Reflects the 10 for 1 reverse common stock split effective January 11, 2016

The Company had approximately 1,135 holders registered or in street names as of December 31, 2017.

During 2017, the Company sold 10,000 shares of the Company's common stock at a price of $3.00 per share to accredited investors and issued 7,500 shares of the Company's common stock as compensation for consulting services at a price of $3.00 per share. Pursuant to Company's stockholder approved 2011 Equity Incentive Plan ("2011 Plan"), during 2017, the Company accrued stock compensation cost related to first quarter director's fees to five directors. A total of 2,821 shares related to these first quarter 2017 director fees were issued during the first quarter of 2018 at a value of $3.14 per share. As of April 1, 2017, the Company discontinued the issuance of common stock as a method of payment of director's fees.

Additionally, as of December 31, 2017, 105,819 shares were due to be issued as compensation to a director. The Company accrued $200,000 during the years ended December 31, 2017 and 2016, for these shares. Subsequently

during 2018, $200,000 was accrued for 36,102 shares in additional compensation to the director. All shares due to this director, totaling 141,921, were issued during the first quarter of 2018.

At December 31, 2017, the Bank and Company could not pay cash dividends and the Company does not anticipate that it will pay dividends on its common stock in the foreseeable future. Banking regulations place certain restrictions on dividends and loans or advances made by the Bank to the Company. The amount of cash dividends that may be paid by the Bank to the Company is based on the Bank's net earnings of the current year combined with the Bank's retained earnings of the preceding two years, as defined by state banking regulations. However, for any dividend declaration, the Company must consider additional factors such as the amount of current period net earnings, liquidity, asset quality, capital adequacy and economic conditions. It is likely that these factors would further limit the amount of dividends which the Company could declare. Furthermore, the Bank's ability to pay dividends is restricted under the Consent Order issued by the FDIC and Florida Office of Financial Regulation and banking laws. The Company's ability to pay dividends is also restricted under its Written Agreement with the Federal Reserve.

Item 6. Selected Financial Data

At December 31, or for the Years Then Ended

(Dollars in thousands, except per share figures)

	2017	2016	2015	2014	2013
At Year End:					
Cash and cash equivalents	$11,665	$17,640	$10,365	12,074	13,881
Security available for sale	11,437	20,222	25,749	26,748	22,990
Loans, net	68,220	76,999	82,573	75,829	79,249
All other assets	4,544	4,842	8,791	9,879	12,663
Total assets	$95,866	$119,703	$127,478	124,530	128,783
Deposit accounts	$65,251	86,087	97,571	91,603	98,692
Federal Home Loan Bank advances	20,500	23,500	20,000	22,740	22,740
Junior subordinated debenture	5,155	5,155	5,155	5,155	5,155
All other liabilities	2,415	1,880	1,785	2,053	2,412
Stockholders' equity (deficit)	2,545	3,081	2,967	2,979	(216)
Total liabilities and stockholders' equity (deficit)	$95,866	$119,703	$127,478	124,530	128,783

	2017	2016	2015	2014	2013
For the Years:					
Total interest income	4,716	4,764	4,534	5,392	5,280
Total interest expense	1,196	1,079	884	911	1,919
Net interest income	3,520	3,685	3,650	4,481	3,361
Provision for loan losses	—	—	—	—	2,194
Net interest income after provision for loan losses	3,520	3,685	3,650	4,481	1,167
Noninterest income (expense)	52	(144)	412	572	144
Noninterest expenses	4,161	3,937	4,545	3,448	8,066
(Loss) earnings before income taxes (benefit)	(589)	(396)	(483)	1,605	(6,755)
Income taxes (benefit)	—	—	(320)	—	320
Net (loss) earnings	$(589)	$(396)	(163)	1,605	(7,075)

Net (loss) earnings per share, basic (1)	$(.53)	$(0.38)	(.17)	1.85	(8.94)
Net (loss) earnings per share, diluted (1)	$(.53)	$(0.38)	(.17)	1.85	(8.94)
Weighted-average number of shares outstanding, basic (1)	1,104,995	1,041,213	953,855	867,789	791,358
Weighted-average number of shares outstanding, diluted (1)	1,104,995	1,041,213	953,855	867,789	791,358

Ratios and Other Data:

	2017	2016	2015	2014	2013
Return on average assets	(.5)%	(0.3)%	(0.1)%	1.3%	(5.3)%
Return on average equity	(21.3)%	(12.5)%	(5.3)%	86.2%	(216.8)%
Average equity to average assets	2.5%	2.6%	2.5%	1.5%	2.4%
Dividend payout ratio	—%	—%	—%	—%	—%
Net interest margin during the year	3.2%	3.1%	3.4%	3.9%	2.9%
Interest-rate differential during the year	3.0%	3.0%	3.3%	4.0%	3.0%
Net yield on average interest-earning assets	4.3%	4.0%	4.2%	4.7%	4.5%
Noninterest expenses to average assets	3.8%	3.3%	3.6%	2.7%	5.8%
Ratio of average interest-earning assets to average interest-bearing liabilities	1.13	1.09	1.07	0.97	.95
Nonperforming loans and foreclosed assets as a percentage of total assets at end of year	—	0.3%	7.5%	12.1%	12.7%
Allowance for loan losses as a percentage of total loans at end of year	5.5%	4.9%	2.7%	2.9%	2.7%
Total number of banking offices	3	3	3	3	3
Total shares outstanding at end of year (1)	1,120,947	1,103,447	962,886	930,524	801,108
Book value per share at end of year (1)	$2.27	$2.79	$3.08	$3.20	$(0.27)

(1) All share and per share amounts have been adjusted to reflect the 1-for-4 reverse stock split declared in 2013 and 1 for 10 reverse common stock split effective January 11, 2016.

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Item 7. Management's Discussion and Analysis of Financial Condition and Results of Operations

General

Critical Accounting Policies

The Company's financial condition and results of operations are sensitive to accounting measurements and estimates of matters that are inherently uncertain. When applying accounting policies in areas that are subjective in nature, the Company must use its best judgment to arrive at the carrying value of certain assets. One of the most critical accounting policies applied by the Company is related to the valuation of its loan portfolio.

A variety of estimates impact the carrying value of the Company's loan portfolio including the calculation of the allowance for loan losses, valuation of underlying collateral, the timing of loan charge-offs and the amount and amortization of loan fees and deferred origination costs.

The calculation of the allowance for loan losses is a complex process containing estimates which are inherently subjective and susceptible to significant revision as current information becomes available. The allowance is established and maintained at a level management believes is adequate to cover losses resulting from the inability of borrowers to make required payments on loans. Estimates for loan losses are determined by analyzing risks associated with specific loans and the loan portfolio, current trends in delinquencies and charge-offs, the views of the Company's regulators, changes in the size and composition of the loan portfolio and peer comparisons. The analysis also requires consideration of the economic climate and direction, changes in the economic and interest rate environment which may impact a borrower's ability to pay, legislation impacting the banking industry and economic conditions specific to the tri-county region the Bank serves in Southeast Florida. Because the calculation of the allowance for loan losses relies on the Company's estimates and judgments relating to inherently uncertain events, results may differ from management's estimates.

During the years ended December 31, 2017 and 2016, the Company assessed its earnings history and trend over the past year and its estimate of future earnings, and determined that it was more likely than not that the deferred tax assets would not be realized in the near term. Accordingly, a valuation allowance was recorded and maintained against the net deferred tax asset for the amount not expected to be realized in the future

The allowance for loan losses is also discussed as part of “Loan Portfolio, Asset Quality and Allowance for Loan Losses” and in Note 3 of Notes to the Consolidated Financial Statements. The Company’s significant accounting policies are discussed in Note 1 of Notes to the Consolidated Financial Statements.

Regulation and Legislation

As a state-chartered commercial bank, the Bank is subject to extensive regulation by the Florida Office of Financial Regulation, or Florida OFR, and the FDIC. The Bank files reports with the Florida OFR and the FDIC concerning its activities and financial condition, in addition to obtaining regulatory approvals prior to entering into certain transactions such as mergers with or acquisitions of other financial institutions. Periodic examinations are performed by the Florida OFR and the FDIC to monitor the Bank’s compliance with the various regulatory requirements. The Company is also subject to regulation and examination by the Federal Reserve Board of Governors.

Loan Portfolio, Asset Quality and Allowance for Loan Losses

The Bank’s primary business is making business loans. This activity may subject the Bank to potential loan losses, the magnitude of which depends on a variety of economic factors affecting borrowers which are beyond its control. The combination of stronger U.S. growth, the consumer boost from sharply lower crude oil prices and the aggressive monetary easing and weaker currencies outside of the United States should support improving conditions. With most of the Bank’s loans concentrated in south Florida, the decline in local economic conditions had previously adversely affected the values of the Bank’s real estate collateral, but these trends are reversing and are shown in the improvement in the Bank’s impaired loans and improved asset quality. As of December 31, 2017, the Bank’s impaired loans were approximately $2.2 million, or 3.09% of the gross loan portfolio.

The following table sets forth the composition of the Bank's loan portfolio:

	At December 31,					
	2017		2016		2015	
	Amount	% of Total	Amount	% of Total	Amount	% of Total
	(dollars in thousands)					
Residential real estate	$26,054	36.22	$27,334	33.98%	$16,203	19.13
Multi-family real estate	7,356	10.23	5,829	7.25	3,697	4.36
Commercial real estate	32,152	44.70	29,264	36.37	34,771	41.05
Land and construction	1,051	1.46	5,681	7.06	5,258	6.21
Commercial	4,522	6.29	10,514	13.07	21,770	25.70
Consumer	794	1.10	1,829	2.27	3,015	3.55
Total loans	71,929	100 %	80,451	100 %	84,714	100.00
Add (deduct):						
Net deferred loan costs and premiums	282		463		154	
Allowance for loan losses	(3,991)		(3,915)		(2,295)	
Loans, net	$68,220		$76,999		$82,573	

	At December 31,			
	2014		2013	
	Amount	% of Total	Amount	% of Total
	(dollars in thousands)			
Residential real estate	$21,426	27.51 %	$26,618	32.83 %
Multi-family real estate	1,979	2.54	3,605	4.45
Commercial real estate	37,215	47.78	34,020	41.96
Land and construction	6,177	7.93	6,459	7.97
Commercial	11,070	14.21	10,297	12.70
Consumer	20	.03	81	.10
Total loans	77,887	100.00%	81,080	100.00%
Add (deduct):				
Net deferred loan costs and premiums	186		380	
Allowance for loan losses	(2,244)		(2,211)	
Loans, net	$75,829		$79,249	

The following table sets forth the activity in the allowance for loan losses (in thousands):

	Year Ended December 31,				
	2017	2016	2015	2014	2013
Beginning balance	$3,915	$2,295	$2,244	$2,211	$2,459
Provision (credit) for loan losses	—	—	—	—	2,194
Loans charged off	(67)	(469)	(289)	—	(2,959)
Recoveries	143	2,089	340	33	517
Ending balance	$3,991	$3,915	$2,295	$2,244	$2,211

The allowance for loan losses represents management’s estimate of probable incurred losses inherent in the existing loan portfolio. The allowance for loan losses is increased by the provision for loan losses charged to expense and reduced by loans charged off, net of recoveries. The allowance for loan losses represented 5.55% and 4.87% of the total loans outstanding at December 31, 2017 and 2016, respectively.

The Bank evaluates the allowance for loan losses on a regular basis. The allowance for loan losses is determined based on a periodic review of several factors: reviews and evaluation of individual loans, historical loan loss experiences, the nature and volume of the loan portfolio, adverse situations that may affect the borrower’s ability to repay, estimated value of any underlying collateral and current economic conditions. This evaluation is inherently subjective as it requires estimates that are susceptible to significant revision as more information becomes available.

The allowance consists of two components. The first component consists of amounts specifically reserved ("specific allowance") for specific loans identified as impaired, as defined by FASB Accounting Standards Codification No. 310 ("ASC 310"). Impaired loans are those loans that management has estimated will not be repaid as agreed upon. The Bank measures impairment on a loan by loan basis for all of its loans by either the present value of expected future cash flows discounted at the loan's effective interest rate, the loan's obtainable market price, or the fair value of the collateral if the loan is collateral-dependent. A loan may be impaired (i.e. not expected to be repaid as agreed), but may be sufficiently collateralized such that the Bank expects to recover all principal and interest eventually, and therefore no specific reserve is warranted.

The second component is a general reserve ("general allowance") on all of the Bank's loans, other than those identified as impaired. The Bank groups these loans into categories with similar characteristics and then applies a loss factor to each group which is derived from the Bank's historical loss experience for that category adjusted for qualitative factors such as economic conditions and other trends or uncertainties that could affect management's estimate of probable loss. The aggregate of these two components results in the Bank's total allowance for loan losses.

The following table sets forth the Bank's allowance for loan losses by loan type (dollars in thousands):

	At December 31,					
	2017		2016		2015	
	Amount	% of Total Loans	Amount	% of Total Loans	Amount	% of Total Loans
Residential real estate	$641	36.22 %	$310	33.98 %	$116	19.13 %
Multi-family real estate	59	10.23	58	7.25	26	4.36
Commercial real estate	759	44.70	787	36.37	1,085	41.05
Land and construction	22	1.46	120	7.06	77	6.21
Commercial	55	6.29	188	13.07	120	25.70
Consumer	86	1.10	165	2.27	151	3.55
Unallocated	2,369	—	2,287	—	720	—
Total allowance for loan losses	$3,991	100.00%	$3,915	100.00%	$2,295	100.00%
Allowance for loan losses as a percentage of total loans outstanding		5.55 %		4.87 %		2.71 %

	At December 31,	
	2014	2013
	Amount	Amount

		% of Total Loans		% of Total Loans
Residential real estate	$66	27.51 %	$49	32.82 %
Multi-family real estate	2	2.54	4	4.45
Commercial real estate	2,058	47.78	1,139	41.96
Land and construction	99	7.93	458	7.97
Commercial	10	14.21	31	12.70
Consumer	—	.03	—	.10
Unallocated	9	—	530	—
Total allowance for loan losses	$2,244	100.00%	$2,211	100.00%
Allowance for loan losses as a percentage of total loans outstanding		2.88 %		2.73 %

The following summarizes impaired loans (in thousands):

	December 31, 2017			December 31, 2016		
	Recorded Investment	**Unpaid Principal Balance**	**Related Allowance**	**Recorded Investment**	**Unpaid Principal Balance**	**Related Allowance**
With no related allowance recorded:						
Residential real estate	$194	$ 217	$ —	$375	$ 501	$ —
Commercial real estate	231	231	—	—	—	—
With an allowance recorded -						
Residential real estate	978	978	330	—	—	—
Commercial real estate	744	744	83	1,004	1,004	104
Total:						
Residential real estate	$1,172	$ 1,195	$ 330	$375	$ 501	$ —
Commercial real estate	$975	$ 975	$ 83	$1,004	$ 1,004	$ 104
Total	$2,147	$ 2,170	$ 413	$1,379	$ 1,505	$ 104

During 2017, 2016, and 2015, the average net investment in impaired loans and interest income recognized and received on impaired loans is as follows (in thousands):

	Year Ended December 31,		
	2017	2016	2015
Average investment in impaired loans	$2,454	$2,957	$9,579
Interest income recognized on impaired loans	$278	$124	$250
Interest income received on a cash basis on impaired loans	$173	$182	$492

Liquidity and Capital Resources

Liquidity represents an institution's ability to meet current and future obligations through liquidation or maturity of existing assets or the acquisition of additional liabilities. The Bank's ability to respond to the needs of depositors and borrowers and to benefit from investment opportunities is facilitated through liquidity management.

The Bank's primary sources of cash during the year ended December 31, 2017, were from principal repayments of securities available for sale of $2.2 million, proceeds from sale of securities available for sale of $6.5 million and payoffs or paydowns of loans of $8.6 million. Cash was used primarily to repay $3 million in FHLB advances and fund a $20.8 million reduction in deposits. The Bank will adjust rates on its deposits to attract or retain deposits as needed. The Bank obtains funds primarily from depositors in its market area.

In addition to obtaining funds from depositors, the Bank may borrow funds from other financial institutions. OptimumBank is a member of the Federal Home Loan Bank of Atlanta, which allows it to borrow funds under a pre-arranged line of credit equal to $32.5 million. As of December 31, 2017, the Bank had $20.5 million in borrowings outstanding from the Federal Home Loan Bank of Atlanta to facilitate loan fundings and manage its asset and liability structure. The Bank has established a line of credit for $2.5 million with SunTrust, $2.5 million with Alostar Bank, $.75 million with Servis First Bank, and $.56 million with the Federal Reserve.

Securities

The Bank's securities portfolio is comprised primarily of SBA Pool Securities and Collateralized mortgage obligations. The securities portfolio is categorized as either "held to maturity" or "available for sale." Securities held to maturity

represent those securities which the Company has the positive intent and ability to hold to maturity. These securities are carried at amortized cost. Securities available for sale represent those investments which may be sold for various reasons including changes in interest rates and liquidity considerations. These securities are reported at fair market value and unrealized gains and losses are excluded from earnings and reported in other comprehensive loss.

The following table sets forth the amortized cost and fair value of the Bank's securities portfolio (in thousands):

	Amortized Cost	Fair Value
At December 31, 2017:		
Securities available for sale:		
Collateralized mortgage obligations	$ 8,806	$8,466
SBA Pool Securities	2,965	2,971
	$ 11,771	$11,437
At December 31, 2016:		
Securities available for sale:		
Collateralized mortgage obligations	$ 10,157	$9,752
SBA Pool Securities	10,470	10,470
	$ 20,627	$20,222

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The following table sets forth, by maturity distribution, certain information pertaining to the securities portfolio (dollars in thousands):

	After One Year Through Five Years	After Ten Years	Total	Yield
At December 31, 2017:				
Collateralized mortgage obligation	$ 8,806	$ —	$ 8,806	1.93
SBA Pool Securities	—	2,965	2,965	2.50
	$ 8,806	$ 2,965	$ 11,771	
At December 31, 2016:				
Collateralized mortgage obligation	$ 2,557	$ 7,600	$ 10,157	1.83
SBA Pool Securities	—	10,470	10,470	1.90
	$ 2,557	$ 18,070	$ 20,627	

Regulatory Capital Adequacy

Failure to meet minimum capital requirements can result in certain mandatory and, possibly, additional discretionary actions by federal and state regulators that, if undertaken, could have a direct material effect on the Bank's and Company's financial condition and results of operations. Under capital adequacy guidelines and the regulatory framework for prompt corrective action, the Bank must meet specific capital guidelines that involve quantitative measures of its assets, liabilities and certain off-balance-sheet items as calculated under regulatory accounting practices. In addition, the Consent Order imposes increased minimum capital requirements on the Bank.

Quantitative measures established by regulation and by the Consent Order to ensure capital adequacy require us to maintain minimum amounts and ratios (set forth in the following table) of Total and Tier 1 capital to risk-weighted assets and Tier 1 capital to average assets. As of December 31, 2017, the Bank did meet the minimum applicable capital adequacy requirements.

The Bank's actual and required minimum capital ratios were as follows (dollars in thousands):

Regulatory Capital Requirements

	Actual		For Capital Adequacy Purposes		Minimum To Be Well Capitalized Under Prompt Corrective Action Provisions		Requirements of Consent Order	
	Amount	%	Amount	%	Amount	%	Amount	%
As of December 31, 2017:								
Total Capital to Risk-Weighted Assets	$10,484	15.08%	$5,561	8.00%	$6,951	10.00%	$8,341	12.00%
Tier I Capital to Risk-Weighted Assets	9,577	13.78	4,170	6.00	5,561	8.00	N/A	N/A
Common Equity Tier 1 Capital to Risk-Weighted Assets	9,577	13.78	3,128	4.50	4,518	6.50	N/A	N/A
Tier I Capital to Total Assets	9,577	8.89	4,307	4.00	5,383	5.00	8,614	8.00
As of December 31, 2016:								
Total Capital to Risk-Weighted Assets	$10,622	12.79%	$6,609	8.00%	$8,261	10.00%	$9,913	12.00%
Tier I Capital to Risk-Weighted Assets	9,498	11.50	4,957	6.00	6,609	8.00	N/A	N/A
Common Equity Tier 1 Capital to Risk-Weighted Assets	9,498	11.50	3,718	4.50	5,370	6.50	N/A	N/A
Tier I Capital to Total Assets	9,498	8.06	4,714	4.00	5,893	5.00	9,428	8.00

Market Risk

Market risk is the risk of loss from adverse changes in market prices and rates. The Bank's market risk arises primarily from interest-rate risk inherent in its lending and deposit-taking activities. The Bank does not engage in securities trading or hedging activities and does not invest in interest-rate derivatives or enter into interest rate swaps.

The Bank may utilize financial instruments with off-balance-sheet risk in the normal course of business to meet the financing needs of its customers. The measurement of market risk associated with financial instruments is meaningful only when all related and offsetting on- and off-balance-sheet transactions are aggregated, and the resulting net positions are identified. Disclosures about the fair value of financial instruments, which reflect changes in market prices and rates, can be found in Note 8 of Notes to Consolidated Financial Statements.

The Bank's primary objective in managing interest-rate risk is to minimize the potential adverse impact of changes in interest rates on its net interest income and capital, while adjusting its asset-liability structure to obtain the maximum yield-cost spread on that structure. The Bank actively monitors and manages its interest-rate risk exposure by managing its asset and liability structure. However, a sudden and substantial increase in interest rates may adversely impact its earnings, to the extent that the interest-earning assets and interest-bearing liabilities do not change or reprice at the same speed, to the same extent, or on the same basis.

The Bank uses modeling techniques to simulate changes in net interest income under various rate scenarios. Important elements of these techniques include the mix of floating versus fixed-rate assets and liabilities, and the scheduled, as well as expected, repricing and maturing volumes and rates of the existing balance sheet.

Asset Liability Management

As part of its asset and liability management, the Bank has emphasized establishing and implementing internal asset-liability decision processes, as well as control procedures to aid in managing its earnings. Management believes that these processes and procedures provide us with better capital planning, asset mix and volume controls, loan-pricing guidelines, and deposit interest-rate guidelines, which should result in tighter controls and less exposure to interest-rate risk.

The matching of assets and liabilities may be analyzed by examining the extent to which such assets and liabilities are "interest rate sensitive" and by monitoring an institution's interest rate sensitivity "gap." An asset or liability is said to be

interest rate sensitive within a specific time period if it will mature or reprice within that time period. The interest-rate sensitivity gap is defined as the difference between interest-earning assets and interest-bearing liabilities maturing or repricing within a given time period. The gap ratio is computed as the amount of rate sensitive assets less the amount of rate sensitive liabilities divided by total assets. A gap is considered positive when the amount of interest-rate sensitive assets exceeds interest-rate sensitive liabilities. A gap is considered negative when the amount of interest-rate sensitive liabilities exceeds interest-rate sensitive assets. During a period of rising interest rates, a negative gap would adversely affect net interest income, while a positive gap would result in an increase in net interest income. During a period of falling interest rates, a negative gap would result in an increase in net interest income, while a positive gap would adversely affect net interest income.

In order to minimize the potential for adverse effects of material and prolonged increases in interest rates on the results of operations, the Bank’s management continues to monitor its assets and liabilities to better match the maturities and repricing terms of its interest-earning assets and interest-bearing liabilities. The Bank’s policies emphasize the origination of adjustable-rate loans, building a stable core deposit base and, to the extent possible, matching deposit maturities with loan repricing timeframes or maturities.

The following table sets forth certain information related to the Bank's interest-earning assets and interest-bearing liabilities at December 31, 2017, that are estimated to mature or are scheduled to reprice within the period shown (dollars in thousands):

Gap Maturity / Repricing Schedule

	One Year or Less	More than One Year and Less than Five Years	More than Five Years and Less than Fifteen Years	Over Fifteen Years	Total
Loans (1):					
Residential real estate loans	$8,957	$9,370	$6,572	$1,155	$26,054
Multi-family real estate loans	396	6,888	72	—	7,356
Commercial real estate loans	11,477	20,675	—	—	32,152
Land and construction	1,051	—	—	—	1,051
Commercial	2,936	1,586	—	—	4,522
Consumer	794	—	—	—	794
Total loans	25,611	38,519	6,644	1,155	71,929
Securities (2)	2,971	—	—	8,466	11,437
Federal Home Loan Bank stock	979	—	—	—	979
Total rate-sensitive assets	29,561	38,519	6,644	9,621	84,345
Deposit accounts (3):					
Money-market deposits	16,498	—	—	—	16,498
Interest-bearing checking deposits	4,783	—	—	—	4,783
Savings deposits	765	—	—	—	765
Time deposits	24,507	6,067	—	—	30,574
Total deposits	46,553	6,067	—	—	52,620
Federal Home Loan Bank advances	5,000	15,500	—	—	20,500
Junior subordinated debenture	—	—	—	5,155	5,155
Total rate-sensitive liabilities	51,553	21,567	—	5,155	78,275

GAP (repricing differences)	$(21,992)	$16,952	$6,644	$4,466	$6,070
Cumulative GAP	$(21,992)	$(5,040)	$1,604	$6,070	$6,070
Cumulative GAP/total assets	(22.94 %)	(5.26 %)	1.67 %	6.33 %	

(1) In preparing the table above, adjustable-rate loans are included in the period in which the interest rates are next scheduled to adjust rather than in the period in which the loans mature. Fixed-rate loans are scheduled, including repayment, according to their maturities.

(2) Securities are scheduled through the repricing date.

(3) Money-market, interest-bearing checking and savings deposits are regarded as readily accessible withdrawable accounts. All other time deposits are scheduled through the maturity dates.

The following table sets forth loan maturities by type of loan at December 31, 2017 (in thousands):

	One Year or Less	After One But Within Five Years	After Five Years	Total
Residential real estate	$—	$1,640	$24,414	$26,054
Multi-family real estate		528	6,828	7,356
Commercial real estate	6,022	6,844	19,286	32,152
Land and construction	—	592	459	1,051
Commercial	60	3,244	1,218	4,522
Consumer	192	602	—	794
Total	$6,274	$13,450	$52,205	$71,929

The following table sets forth the maturity or repricing of loans by interest type at December 31, 2017 (in thousands):

	One Year or Less	After One But Within Five Years	After Five Years	Total
Fixed interest rate	$2,386	$9,510	$1,155	$13,051
Variable interest rate	23,313	29,129	6,436	58,878
Total	$25,699	$38,639	$7,591	$71,929

Scheduled contractual principal repayments of loans do not reflect the actual life of such assets. The average life of loans is substantially less than their average contractual terms due to prepayments. In addition, due-on-sale clauses on loans generally give us the right to declare a conventional loan immediately due and payable in the event, among other things, that the borrower sells real property subject to a mortgage and the loan is not repaid. The average life of mortgage loans tends to increase, however, when current mortgage loan rates are substantially higher than rates on existing mortgage loans and, conversely, decrease when rates on existing mortgages are substantially higher than current mortgage rates.

Off-Balance Sheet Arrangements and Aggregate Contractual Obligations

The Company is party to financial instruments with off-balance-sheet risk in the normal course of business to meet the financing needs of its customers. These financial instruments include commitments to extend credit, unused lines of credit, and standby letters of credit. These instruments involve, to varying degrees, elements of credit and interest-rate risk in excess of the amounts recognized in the consolidated balance sheet. The contractual amounts of those instruments reflect the extent of the Company’s involvement in particular classes of financial instruments.

The Company’s exposure to credit loss in the event of nonperformance by the other party to the financial instrument for commitments to extend credit is represented by the contractual amount of those instruments. The Company uses the same credit policies in making commitments as it does for on-balance-sheet instruments.

Commitments to extend credit are agreements to lend to a customer as long as there is no violation of any condition established in the contract. Commitments generally have fixed-expiration dates or other termination clauses and may require payment of a fee. Since certain commitments expire without being drawn upon, the total committed amounts

do not necessarily represent future cash requirements. The Company evaluates each customer's credit worthiness on a case-by-case basis. The amount of collateral obtained, if deemed necessary in order to extend credit, is based on management's credit evaluation of the counterparty.

A summary of the contractual amounts of the Company's-balance sheet risk at December 31, 2017 follows (in thousands):

Commitments to extend credit	$791
Unused lines of credit	$2,031
Standby letters of credit	$-

The following is a summary of the Company's contractual obligations, including certain on-balance sheet obligations, at December 31, 2017 (in thousands):

	Payments Due by Period				
Contractual Obligations	Total	Less Than 1 Year	1-3 Years	3-5 Years	More Than 5 Years
Federal Home Loan Bank advances	$20,500	$5,000	$10,500	$5,000	$—
Junior subordinated debenture	5,155	—	—	—	5,155
Operating leases	468	90	187	191	—
Total	$26,123	$5,090	$10,687	$5,191	$5,155

Deposits

Deposits traditionally are the primary source of funds for the Company's use in lending, making investments and meeting liquidity demands. The Company has focused on raising time deposits primarily within its market area, which is the tri-county area of Broward, Miami-Dade and Palm Beach counties. However, the Company offers a variety of deposit products, which are promoted within its market area. Net deposits decreased $20.8 millions in 2017.

The following table displays the distribution of the Company's deposits at December 31, 2017, 2016 and 2015 (dollars in thousands):

	2017			**2016**			**2015**		
	Amount	**% of Deposits**		**Amount**	**% of Deposits**		**Amount**	**% of Deposits**	
Noninterest-bearing demand deposits	$12,632	19.36	%	$ 7,209	8.29	%	$9,478	9.71	%
Interest-bearing demand deposits	4,782	7.33		3,604	4.19		2,615	2.68	
Money-market deposits	16,498	25.28		17,743	20.63		20,776	21.29	
Savings	765	1.17		806	0.94		643	0.66	
Subtotal	$34,677	53.14	%	$ 29,362	34.05	%	$33,512	34.34	%
Time deposits:									
0.00% – 0.99%	$6,849	10.50		$ 14,891	$ 17.31		$48,196	49.40	
1.00% – 1.99%	23,582	36.14		41,695	48.48		15,727	16.12	
2.00% – 2.99%	143	.22		139	.16		136	0.14	
3.00% – 3.99%	—	—		—	—		—	—	
Total time deposits (1)	30,574	46.86		56,725	65.95		64,059	65.66	
Total deposits	$65,251	100.00	%	$ 86,087	$ 100.00	%	$97,571	100.00	%

(1) Included are Individual Retirement Accounts (IRA's) totaling $2,451,000 and $2,818,000 at December 31, 2017 and 2016, respectively, all of which are in the form of time deposits.

Time Deposits of $100,000 or more, or Jumbo Time Deposits, are generally considered a more unpredictable source of funds. The following table sets forth the Company's maturity distribution of time deposits of $100,000 or more at December 31, 2017 and 2016 (in thousands):

	At December 31,	
	2017	**2016**
Due three months or less	$4,847	$4,838
Due more than three months to six months	4,618	3,433
More than six months to one year	5,628	16,968
One to five years	4,189	9,608
Total	$19,282	$34,847

Analysis of Results of Operations

The Company's profitability depends to a large extent on net interest income, which is the difference between the interest received on earning assets, such as loans and securities, and the interest paid on interest-bearing liabilities, principally deposits and borrowings. Net interest income is determined by the difference between yields earned on interest-earning assets and rates paid on interest-bearing liabilities ("interest-rate spread") and the relative amounts of interest-earning assets and interest-bearing liabilities. The Company's interest-rate spread is affected by regulatory, economic, and competitive factors that influence interest rates, loan demand, and deposit flows. The Company's results of operations are also affected by the provision for loan losses, operating expenses such as salaries and employee benefits, occupancy and other operating expenses including income taxes, and noninterest income such as loan prepayment fees.

The following table sets forth, for the periods indicated, information regarding (i) the total dollar amount of interest income from interest-earning assets and the resultant average yield; (ii) the total dollar amount of interest expense on interest-bearing liabilities and the resultant average cost; (iii) net interest income; (iv) interest rate spread; and (v) net interest margin. Average balances are based on average daily balances (dollars in thousands):

	Years Ended December 31, 2017			**2016**			**2015**			**2014**	
	Average Balance	**Interest And Dividends**	**Average Yield/ Rate**	**Average Balance**	**Interest And Dividends**	**Average Yield/ Rate**	**Average Balance**	**Interest and Dividends**	**Average Yield/ Rate**	**Average Balance**	**Inte and Divi**
Interest-earning assets:											
Loans	$75,894	4,126	5.44 %	$83,574	4,200	5.03 %	80,691	3,865	4.79 %	$77,703	4,36
Securities	18,054	366	2.03	22,686	459	2.02	26,490	597	2.25	30,082	959
Other interest-earning assets (1)	16,536	224	1.35	11,996	105	0.88	1,273	72	5.66	6,165	67
Total interest-earning assets/interest income	110,484	4,716	4.27 %	118,256	4,764	4.03 %	108,454	4,534	4.18 %	113,950	5,39
Cash and due from banks	1,121			953			9,483			5,996	
Premises and equipment	2,618			2,687			3,744			2,859	
Other assets	(3,480)			(747)			3,278			5,028	
Total assets	$110,793			$121,149			124,959			$127,833	
Interest-bearing liabilities:											
Savings, NOW and money-market deposits	22,062	112	.51	23,360	117	0.50	19,314	124	0.64	28,680	146
Time deposits	50,367	562	1.11	60,813	611	1.00	59,158	524	0.89	60,991	516
Borrowings (4)	25,672	522	2.03	24,416	351	1.44	23,158	236	1.02	28,004	249
Total interest-bearing liabilities/interest expense	98,101	1,196	1.22	108,589	1,079	.99	101,630	884	0.87	117,675	911
	6,551			5,870			8,497			5,543	

Noninterest-bearing demand deposits											
Other liabilities	3,380			3,526			11,771			2,340	
Stockholders’ equity	2,761			3,164			3,061			2,275	
Total liabilities and stockholders’ equity	$110,793			$121,149			124,959			$127,833	
Net interest income		$3,520			3,685			3,650			4,4
Interest rate spread (2)			3.05			3.04			3.31		
Net interest margin (3)			3.19			3.12			3.37		
Ratio of average interest-earning assets to average interest- bearing liabilities			1.13			1.09			1.07		

(1) Includes interest-earning deposits with banks, Federal funds sold and Federal Home Loan Bank stock dividends.

(2) Interest rate spread represents the difference between average yield on interest-earning assets and the average cost of interest-bearing liabilities.

(3) Net interest margin is net interest income divided by average interest-earning assets.

(4) Includes Federal Home Loan Bank advances, junior subordinated debenture and securities sold under an agreement to repurchase.

Rate/Volume Analysis

The following tables set forth certain information regarding changes in interest income and interest expense for the periods indicated. For each category of interest-earning assets and interest-bearing liabilities, information is provided on changes attributable to (1) changes in rate (change in rate multiplied by prior volume), (2) changes in volume (change in volume multiplied by prior rate) and (3) changes in rate-volume (change in rate multiplied by change in volume) (in thousands):

	Year Ended December 31, 2017 versus 2016 Increases (Decreases) Due to Change In:			
	Rate	**Volume**	**Rate/ Volume**	**Total**
Interest-earning assets:				
Loans	$299	$(386)	$(27)	$(114)
Securities	1	(94)	—	(93)
Other interest-earning assets	58	40	21	119
Total interest-earning assets	358	(440)	(6)	(88)
Interest-bearing liabilities:				
Savings, NOW and money-market	2	(7)	—	(5)
Time deposits	68	(105)	(12)	(49)
Other	145	18	7	170
Total interest-bearing liabilities	215	(94)	(5)	116
Net interest income	$143	$(346)	$(1)	$(204)

	Year Ended December 31, 2016 versus 2015 Increases (Decreases) Due to Change In:			
	Rate	**Volume**	**Rate/ Volume**	**Total**
Interest-earning assets:				
Loans	$190	$138	$7	$335
Securities	(61)	(86)	9	(138)
Other interest-earning assets	(61)	607	(513)	33
Total interest-earning assets	68	659	(497)	230

Interest-bearing liabilities:				
Savings, NOW and money-market	(27)	26	(6)	(7)
Time deposits	70	15	2	87
Other	97	13	5	115
Total interest-bearing liabilities	140	54	1	195
Net interest income	$(72)	$ 605	$ (498)	$35

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Financial Condition as of December 31, 2017 Compared to December 31, 2016

The Company’s total assets decreased by $23.8 million at December 31, 2017, from $119.7 million, to $95.9 million at December 31, 2017.

At December 31, 2017, the Bank had a Tier 1 leverage ratio of 8.89%, and a total risk-based capital ratio of 15.08%, both of which were in excess of the 8% and 12% requirements of the Consent Order. The Company’s capital was enhanced during 2017 through the sale of $30,000 in common stock.

The Company may need to sell additional shares of common stock to comply with the capital requirements through the end of 2018 and in subsequent years. At the present time, the Company has not received any commitments from any third parties to purchase any additional shares. Accordingly, it is uncertain whether the Company will be able to obtain the capital that is required or the price and terms of any capital that is obtained.

The Company is in default with respect to its $5,155,000 Junior Subordinated Debenture (“Debenture”) due to its failure to make certain required interest payments under the Debenture. The Trustee of the Debenture (the “Trustee”) or the holders of the Debenture are entitled to accelerate the payment of the $5,155,000 principal balance plus accrued and unpaid interest totaling $1,375,011 at December 31, 2017. To date the Trustee has not accelerated the outstanding balance of the Debenture. No adjustments to the accompanying consolidated financial statements have been made as a result of this uncertainty.

Management’s plans with regard to this matter are as follows: A Director of the Company has offered to purchase the Debenture and this offer has been approved by certain equity owners of the Trust that holds the Debenture. The Director has offered to enter into a forbearance agreement with the Company with respect to payments due under the Debenture upon consummation of the Director’s purchase of the Debenture.

In March 2016, the Trustee received a direction from certain equity owners of the Trust that holds the Debenture to sell the Debenture to a Director of the Company. Based upon the receipt of conflicting directions from other debt holders of the Trust, in August 2016, the Trustee commenced an action in a Minnesota State Court seeking directions from the Court. The case was subsequently transferred to United States District Court for the Southern District of New York, where the case is currently pending. The Company continues to pursue mechanisms for paying the accrued interest, such as raising additional capital.

In the event the amounts due under the Debenture were accelerated, then the Trustee could undertake legal proceedings to obtain a judgment against the Company with respect to such amounts due under the Debenture. If this action were successful, then the Trustee could seek to affect a sale of the Bank to pay the amounts due under the Debenture.

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

General. Net loss of $0.6 million or $(.53) loss per basic and diluted share for the year ended December 31, 2017 compared to net loss for the year ended December 31, 2016 of $0.4 million or $(.38) per basic and diluted share.

Interest income. Interest income decreased to $4.7 million for the year ended December 31, 2017 compared to $4.8 million for the year ended December 31, 2016. Interest on loans decreased by $74,000 due to an overall decrease in the loan portfolio during 2017. Interest on securities decreased by $93,000 due to a decrease in average balance of securities in 2017 compared to 2016. Interest income or overnight funds increased by $119,000 to offset the reduction in interest income from loans and investments.

Interest expense. Interest expense on deposits was $674,000 in the year ended December 31, 2017 compared to $728,000 in the year ended December 31, 2016. Interest expense on borrowings was $522,000 in the year ended December 31, 2017 compared to $351,000 in the year ended December 31, 2016.

Provision for Loan Losses. There was no provision for loan losses recorded for the years ended December 31, 2017 and 2016. The provision for loan losses is charged to operations as losses are estimated to have occurred in order to bring the total allowance for loan losses to a level deemed appropriate by management to absorb losses inherent in the loan portfolio at December 31, 2017. Management's periodic evaluation of the adequacy of the allowance is based upon historical experience, the volume and type of lending conducted by it, adverse situations that may affect the borrower's ability to repay, estimated value of the underlying collateral, loans identified as impaired, general economic conditions, particularly as they relate to its market areas, and other qualitative factors related to the estimated collectability of its loan portfolio. The allowance for loan losses totaled $4.0 million or 5.55% of loans outstanding at December 31, 2017, compared to $ 3.9 million or 4.87% of loans outstanding at December 31, 2016. Management believes the balance in the allowance for loan losses at December 31, 2017 is significantly over funded and has requested a permission to reduce the allowance for loan lease losses from the regulating authorities.

On January 6, 2016, the Bank completed a sale of a judgement on a defaulted credit that resulted in a $1.8 million recovery of previously charged-off amounts to the Allowance for Loan and Lease Losses ("ALLL"). This increased the balance of the ALLL to approximately $4.0 million at December 31, 2017. The Bank has submitted a second written request to the FDIC for a partial reversal of the ALLL. Management does not expect a response until the next safety and soundness examination which is expected to be performed in first and second quarters of 2018.

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Noninterest Income. Total noninterest income increased to $52,000 for the year ended December 31, 2017, from ($144,000) for the year ended December 31, 2016 primarily due to loss on sale of securities during 2016.

Noninterest Expenses. Total noninterest expenses increased by $224,000 for the year ended December 31, 2017, from $3.9 million for the year ended December 31, 2016 to $4.2 million for the year ended December 31, 2017, primarily due to an accrual related to a BSA look back project.

Income Taxes. Income taxes for the years ended December 31, 2017 and 2016 were $0 and $0, respectively. Income tax benefit for 2016 results from the closure with no adjustment with respect to the Internal Revenue Service examination of the Bank's 2010 and 2009 income tax returns.

Results of Operations for Year Ended December 31, 2016 Compared to Year Ended December 31, 2015

General. Net loss for the year ended December 31, 2016, was $400,000 or $(.38) per basic and diluted share compared to net loss of $200,000 or $(.17) earnings per basic and diluted share for the year ended December 31, 2015. This $200,000 increase in net loss was primarily the result of the decrease in non-interest income of $500,000 and increase in noninterest expenses of $1.1 million.

Interest income. Interest income decreased to $4.8 million for the year ended December 31, 2016 compared to $4.5 million for the year ended December 31, 2015. Interest on loans increased by $335,000 due to a increase in average yield in 2016 compared to 2015. Interest on securities decreased by $138,000 due to a decrease in average balance of securities in 2016 compared to 2015, and by a decrease in average yield earned in 2016 compared to 2015.

Interest expense. Interest expense on deposits was $728,000 in the year ended December 31, 2016 compared to $648,000 in the year ended December 31, 2015. Interest expense on borrowings was $351,000 in the year ended December 31, 2016 compared to $236,000 in the year ended December 31, 2015.

Provision for Loan Losses. There was no provision for loan losses recorded for the years ended December 31, 2016 and 2015. The provision for loan losses is charged to operations as losses are estimated to have occurred in order to bring the total allowance for loan losses to a level deemed appropriate by management to absorb losses inherent in the loan portfolio at December 31, 2016. Management's periodic evaluation of the adequacy of the allowance is based upon historical experience, the volume and type of lending conducted by it, adverse situations that may affect the borrower's ability to repay, estimated value of the underlying collateral, loans identified as impaired, general economic

conditions, particularly as they relate to its market areas, and other qualitative factors related to the estimated collectability of its loan portfolio. The allowance for loan losses totaled $3.9 million or 4.87% of loans outstanding at December 31, 2016, compared to $2.3 million or 2.71% of loans outstanding at December 31, 2015. Management believes the balance in the allowance for loan losses at December 31, 2016 is adequate.

On January 6, 2016, the Bank completed a sale of a judgement on a defaulted credit that resulted in a $1.8 million recovery of previously charged-off amounts to the Allowance for Loan and Lease Losses (“ALLL”). This increased the balance of the ALLL to approximately $3.9 million at December 31, 2016. The Bank has submitted a written request to the FDIC for a partial reversal of the ALLL. Management does not expect a response until the next safety and soundness examination which is expected to be performed in first and second quarters of 2017.

Noninterest Income. Total noninterest income decreased to $(144,000) for the year ended December 31, 2016, from $412,000 for the year ended December 31, 2015, primarily due to loss on sale of securities.

Noninterest Expenses. Total noninterest expenses decreased by $0.6 million, to $3.9 million for the year ended December 31, 2016 from $4.5 million for the year ended December 31, 2015, partially due to a non-recurring gain on sale of foreclosed real estate of $147,000 in 2016.

Income Taxes. Income taxes (benefit) for the years ended December 31, 2016 and 2015 were $0 and $(320,000), respectively. Income tax benefit for 2015 results from the closure with no adjustment with respect to the Internal Revenue Service examination of the Bank’s 2010 and 2009 income tax returns.

Impact of Inflation and Changing Prices

The financial statements and related data presented herein have been prepared in accordance with accounting principles generally accepted in the United States of America, which requires the measurement of financial position and operating results in terms of historical dollars, without considering changes in the relative purchasing power of money over time due to inflation. Unlike most industrial companies, substantially all of the Bank’s assets and liabilities are monetary in nature. As a result, interest rates have a more significant impact on its performance than the effects of general levels of inflation. Interest rates do not necessarily move in the same direction or in the same magnitude as the prices of goods and services, since such prices are affected by inflation to a larger extent than interest rates.

Item 8. Financial Statements

Report of Independent Registered Public Accounting Firm

To the Shareholders and the Board of Directors

OptimumBank Holdings, Inc.

Fort Lauderdale, Florida:

Opinion on the Financial Statements

We have audited the accompanying consolidated balance sheets of OptimumBank Holdings, Inc. and Subsidiary (the "Company"), as of December 31, 2017 and 2016 and the related consolidated statements of operations, comprehensive loss, stockholders' equity and cash flows for the years then ended and the related notes (collectively referred to as the "financial statements"). In our opinion, the consolidated financial statements referred to above present fairly, in all material respects, the consolidated financial position of the Company as of December 31, 2017 and 2016, and the consolidated results of its operations and its cash flows for the years then ended, in conformity with accounting principles generally accepted in the United States of America.

Going Concern

The accompanying consolidated financial statements have been prepared assuming that the Company will continue as a going concern. As discussed in notes 1, 7 and 13 to the consolidated financial statements, the Company is in technical default with respect to its Junior Subordinated Debenture ("Debt Securities"). The holders of the Debt Securities could demand immediate payment of the outstanding debt of $5,155,000 and accrued and unpaid interest, which raises substantial doubt about the Company's ability to continue as a going concern. Management's plans in regard to this matter are also described in Note 1. The consolidated financial statements do not include any adjustments that might result from the outcome of this uncertainty.

Basis for Opinion

These financial statements are the responsibility of the Company’s management. Our responsibility is to express an opinion on the Company’s financial statements based on our audits. We are a public accounting firm registered with the Public Company Accounting Oversight Board (United States) (“PCAOB”) and are required to be independent with respect to the Company in accordance with the U.S. federal securities laws and the applicable rules and regulations of the Securities and Exchange Commission and the PCAOB.

We conducted our audits in accordance with the standards of the PCAOB. Those standards require that we plan and perform the audit to obtain reasonable assurance about whether the financial statements are free of material misstatement, whether due to error or fraud, the Company is not required to have, nor were we engaged to perform, an audit of its internal control over financial reporting. As part of our audits we are required to obtain an understanding of internal control over financial reporting but not for the purpose of expressing an opinion on the effectiveness of the Company’s internal control over financial reporting. Accordingly, we express no such opinion.

Our audits included performing procedures to assess the risks of material misstatement of the financial statements, whether due to error or fraud, and performing procedures that respond to those risks. Such procedures included examining, on a test basis, evidence regarding the amounts and disclosures in the financial statements. Our audits also included evaluating the accounting principles used and significant estimates made by management, as well as evaluating the overall presentation of the financial statements. We believe that our audits provide a reasonable basis for our opinion.

/s/ HACKER, JOHNSON &
SMITH PA
We have served as the Company’s
auditor since 2000.
Fort Lauderdale, Florida
March 28, 2018

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OPTIMUMBANK HOLDINGS, INC. AND SUBSIDIARY

Consolidated Balance Sheets
(Dollars in thousands, except per share amounts)

	December 31, 2017	**December 31, 2016**
Assets:		
Cash and due from banks	$ 11,233	$ 17,563
Interest-bearing deposits with banks	432	77
Total cash and cash equivalents	11,665	17,640
Securities available for sale	11,437	20,222
Loans, net of allowance for loan losses of $3,991 and $3,915	68,220	76,999
Federal Home Loan Bank stock	979	1,113
Premises and equipment, net	2,593	2,648
Accrued interest receivable	316	380
Other assets	656	701
Total assets	$ 95,866	$ 119,703
Liabilities and Stockholders' Equity:		
Liabilities:		
Noninterest-bearing demand deposits	12,632	7,209
Savings, NOW and money-market deposits	22,045	22,153
Time deposits	30,574	56,725
Total deposits	65,251	86,087
Federal Home Loan Bank advances	20,500	23,500
Junior subordinated debenture	5,155	5,155
Advanced payment by borrowers for taxes and insurance	7	221
Official checks	39	36
Other liabilities	2,369	1,623
Total liabilities	93,321	116,622
Commitments and contingencies (Notes 1, 4, 7, 8, 13 and 17)		
Stockholders' equity:		
Preferred stock, no par value; 6,000,000 shares authorized: Designated Series A, no par value, $25,000 liquidation value per share,7 shares issued and outstanding in 2017 and 2016	—	—
Common stock, $.01 par value; 5,000,000 shares authorized, 1,120,947 shares issued and outstanding in 2017 and 1,103,447 shares issued and outstanding in 2016	11	11

Additional paid-in capital	34,090	34,039
Accumulated deficit	(31,306)	(30,717)
Accumulated other comprehensive loss	(250)	(252)
Total stockholders’ equity	2,545	3,081
Total liabilities and stockholders’ equity	$ 95,866	$ 119,703

See accompanying notes to Consolidated Financial Statements

OPTIMUMBANK HOLDINGS, INC. AND SUBSIDIARY

Consolidated Statements of Operations
(In thousands, except share amounts)

	Year Ended December 31,	
	2017	**2016**
Interest income:		
Loans	$4,126	$4,200
Securities	366	459
Other	224	105
Total interest income	4,716	4,764
Interest expense:		
Deposits	674	728
Borrowings	522	351
Total interest expense	1,196	1,079
Net interest income	3,520	3,685
Provision for loan losses	—	—
Net interest income after provision for loan losses	3,520	3,685
Noninterest income (loss):		
Service charges and fees	26	24
Other	15	18
Gain (loss) on sale of securities available for sale	11	(186)
Total noninterest income (loss)	52	(144)
Noninterest expenses:		
Salaries and employee benefits	1,770	1,774
Occupancy and equipment	415	495
Data processing	342	333
Professional fees	784	659
Insurance	95	103
Foreclosed real estate expenses	—	(123)
Regulatory assessments	202	253
Other	553	443

Total noninterest expenses	4,161	3,937
Loss before income tax benefit	(589)	(396)
Income tax benefit	—	—
Net loss	$(589)	$(396)