
AgSouth Farm Credit, ACA

SECOND QUARTER 2024

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CERTIFICATION


The undersigned certify that we have reviewed the June 30, 2024 quarterly report of AgSouth Farm Credit, ACA, that the report has been prepared under the oversight of the Audit Committee of the Board of Directors and in accordance with all applicable statutory or regulatory requirements, and that the information contained herein is true, accurate, and complete to the best of our knowledge and belief.



Vance C. Dalton, Jr.
Chief Executive Officer



Bo Fennell
Chief Financial Officer



H. Frank Ables, Jr.
Chairman of the Board

August 8, 2024

AgSouth Farm Credit, ACA

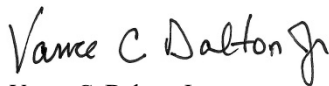
Report on Internal Control Over Financial Reporting

The Association’s principal executives and principal financial officers, or persons performing similar functions, are responsible for establishing and maintaining adequate internal control over financial reporting for the Association’s Consolidated Financial Statements. For purposes of this report, “internal control over financial reporting” is defined as a process designed by, or under the supervision of the Association’s principal executives and principal financial officers, or persons performing similar functions, and affected by its Board of Directors, management and other personnel. This process provides reasonable assurance regarding the reliability of financial reporting information and the preparation of the Consolidated Financial Statements for external purposes in accordance with accounting principles generally accepted in the United States of America.

Internal control over financial reporting includes those policies and procedures that: (1) pertain to the maintenance of records that in reasonable detail accurately and fairly reflect the transactions and dispositions of the assets of the Association, (2) provide reasonable assurance that transactions are recorded as necessary to permit preparation of financial information in accordance with accounting principles generally accepted in the United States of America, and that receipts and expenditures are being made only in accordance with authorizations of management and directors of the Association, and (3) provide reasonable assurance regarding prevention or timely detection of unauthorized acquisition, use or disposition of the Association’s assets that could have a material effect on its Consolidated Financial Statements.

The Association’s management has completed an assessment of the effectiveness of internal control over financial reporting as of June 30, 2024. In making the assessment, management used the framework in *Internal Control — Integrated Framework (2013)*, promulgated by the Committee of Sponsoring Organizations of the Treadway Commission, commonly referred to as the “COSO” criteria.

Based on the assessment performed, the Association’s management concluded that as of June 30, 2024, the internal control over financial reporting was effective based upon the COSO criteria. Additionally, based on this assessment, the Association’s management determined that there were no material weaknesses in the internal control over financial reporting as of June 30, 2024.



Vance C. Dalton, Jr.
Chief Executive Officer



Bo Fennell
Chief Financial Officer

August 8, 2024

AgSouth Farm Credit, ACA

Management's Discussion and Analysis of Financial Condition and Results of Operations

(dollars in thousands)

The following commentary reviews the financial condition and results of operations of AgSouth Farm Credit, ACA (Association) for the period ended June 30, 2024, with comparisons to prior periods. These comments should be read in conjunction with the accompanying financial statements, notes to the financial statements and the 2023 Annual Report of the Association. The accompanying consolidated financial statements were prepared under the oversight of the Audit Committee of the Board of Directors.

LOAN PORTFOLIO

The Association provides funds to farmers, rural homeowners and farm-related businesses for financing of short and intermediate-term loans and long-term real estate mortgage loans. The Association's loan portfolio is diversified over a wide range of agricultural commodities produced in our region, including timber, poultry (broilers, turkeys and eggs), sod, nursery and horticulture, cotton, feed grains, soybeans and hay, beef cattle, horses, peanuts, blueberries, fruits, and nuts. Loans to producers of these commodities total \$3,162,682 or 72.91 percent of the Association's portfolio. Farm size varies, and many of the Association's customers have diversified farming operations. These factors, along with the numerous opportunities for non-farm income in the area, reduce to some degree the level of income dependency on any given commodity.

The total loan volume of the Association as of June 30, 2024, was \$4,337,786, an increase of \$217,514 as compared to \$4,120,272 at December 31, 2023. The increase is due to the funding of operating lines of credit and term loans during the busiest time of the growing season. Advances on most operating lines are now funded and additional anticipated growth in the portfolio is being realized.

ASSET QUALITY AND LOAN LOSS RESERVES

There is an inherent risk in the extension of any type of credit. Portfolio credit quality continues to be maintained at an acceptable level and credit administration remains satisfactory. Nonaccrual loans increased from \$15,509 at December 31, 2023, to \$17,847 at June 30, 2024. As a percent of total loans, nonaccrual loans were less than one percent percent at June 30, 2024 and December 31, 2023, respectively.

Association management maintains an allowance for credit losses (ACL) in an amount considered sufficient to absorb estimated current and expected credit losses over the financial assets expected life. The most significant component of the Association's ACL is the allowance for credit losses on loans (ACLL). The ACLL at June 30, 2024, was \$17,201 or less than one percent of total loans compared to \$15,598 or less than one percent of total loans at December 31, 2023, and is considered by management to be adequate to cover estimated current and expected losses within the loan portfolio. See further detail on the Association's ACL within the Association's Annual Report and discussion of significant provision for credit loss within the *Results of Operations* below.

RESULTS OF OPERATIONS

The Association's primary source of funding is provided by AgFirst Farm Credit Bank (the Bank) in the form of notes payable. See *Funding Sources* section below for additional detail on this relationship. Prior to January 1, 2024, the rate applied to the notes payable to the Bank included the Association's allocation of technology and software services provided by the Bank. Effective January 1, 2024, the Bank amended the line of credit agreement to exclude the Association's allocation of costs for Bank-provided services from the Direct Note rate. The master service agreement was also amended to bill the Association for these services separately. This change had a minimal effect on the Association's net income but did result in a higher net interest margin as it effectively reclassifies the Association's technology and software costs paid to the Bank from interest expense to noninterest expense. If this amendment had been in effect during 2023, the Association would have had lower interest expense and corresponding higher noninterest expense of \$2,756 and \$4,112 for the three and six months ended June 30, 2023, respectively, as shown in the tables below.

	For the three months ended			For the six months ended		
	June 30, 2024	June 30, 2023	June 30, 2023*	June 30, 2024	June 30, 2023	June 30, 2023*
Interest Income	\$ 83,250	\$ 72,953	\$ 72,953	\$ 162,941	\$ 103,785	\$ 103,785
Interest Expense	41,670	36,189	33,433	79,985	49,016	44,904
Net Interest Income	41,580	36,764	39,520	82,956	54,769	58,881
Provision for Credit Losses	864	4,298	4,298	1,961	7,189	7,189
Noninterest Income	13,830	10,964	10,964	25,979	16,941	16,941
Noninterest Expense	25,427	22,644	25,400	51,694	37,215	41,327
Provision for Income Taxes	-	(1)	(1)	-	-	-
Net income	\$ 29,119	\$ 20,787	\$ 20,787	\$ 55,280	\$ 27,306	\$ 27,306
Net Interest Margin	3.95%	3.86%	4.15%	4.00%	3.75%	4.03%
Operating Efficiency Ratio	45.88%	47.66%	50.52%	47.45%	52.04%	54.64%

*reflects the pro-forma results if the amended notes payable rate had been in effect during 2023

For the three months ended June 30, 2024

Net income for the three months ended June 30, 2024, was \$29,119, an increase of \$8,332 as compared to net income of \$20,787 for the same period ended in 2023. The commentary presented below will explain the increase.

For the three months ended June 30, 2024, net interest income was \$41,580 and the net interest margin was 3.95 percent. After adjusting the prior year for the notes payable rate amendment discussed above, net interest income was \$39,520, an increase of \$2,060, and the net interest margin was 4.15 percent, a decrease of 20 basis points for the three months ended June 30, 2024. The increase in net interest income is attributable to an increase in loan volume between the two comparative periods.

The provision for credit losses for the three months ended June 30, 2024, was \$864, a decrease of \$3,434 from the provision for credit losses of \$4,298 for the same period ended during the prior year.

Noninterest income increased \$2,866 to \$13,830 during the first three months of 2024 compared with the first three months of 2023 primarily due to Insurance Fund refunds along with Loan fees and Patronage refunds from other Farm Credit institutions.

For the three months ended June 30, 2024, noninterest expense was \$25,427. After adjusting the prior year for the notes payable rate amendment discussed above, noninterest expense was \$25,400, an increase of \$27 for the three months ended June 30, 2024. The increase is mainly due to the increase in Purchased services which can be tied to the merger and how AgFirst accounts for technology and software service costs provided.

For the six months ended June 30, 2024

Net income for the six months ended June 30, 2024, was \$55,280, an increase of \$27,974 as compared to net income of \$27,306 for the same period ended in 2023. The following commentary will explain the increase.

For the six months ended June 30, 2024, net interest income was \$82,956 and the net interest margin was 4.00 percent. After adjusting the prior year for the notes payable rate amendment

discussed above, net interest income was \$58,881 an increase of \$24,075, and the net interest margin was 4.03 percent, a decrease of 3 basis points for the six months ended June 30, 2024.

The provision for credit losses for the six months ended June 30, 2024, was \$1,961, a decrease of \$5,228 from the provision for credit losses of \$7,189 for the same period ended during the prior year. The provision for credit losses entry represents an adjustment between the general provision and the unfunded commitments which is booked to Other Liabilities and the accounting treatment for allowance for credit losses due to the merger with Carolina Farm Credit, ACA.

Noninterest income increased \$9,038 to \$25,979 during the first six months of 2024 compared with the first six months of 2023 primarily due to Insurance Funds refunds along with Loan fees and Patronage refunds from other Farm Credit institutions.

For the six months ended June 30, 2024, noninterest expense was \$51,694. After adjusting the prior year for the notes payable rate amendment discussed above, noninterest expense was \$41,327, an increase of \$10,367 for the six months ended June 30, 2024. The increase in noninterest expense is attributable to an increase in Purchased services and Data processing tied to the merger and how AgFirst accounts for technology and software service costs provided.

FUNDING SOURCES

The principal source of funds for the Association is the borrowing relationship established with AgFirst Farm Credit Bank (the Bank) through a General Financing Agreement. The General Financing Agreement utilizes the Association's credit and fiscal performance as criteria for establishing a line of credit on which the Association may draw funds. The Bank advances funds to the Association in the form of notes payable. The notes payable are segmented into variable rate and fixed rate sections. The variable rate note is utilized by the Association to fund variable rate loan advances and operating funds requirements. The fixed rate note is used specifically to fund fixed rate loan advances made by the Association. The total notes payable to the Bank at June 30, 2024, was \$3,623,952 as compared to \$3,385,232 at December 31, 2023.

CAPITAL RESOURCES

Total members' equity at June 30, 2024, was \$830,220, an increase of \$31,556 from a total of \$798,664 at December 31, 2023. The increase is a result of retaining year to date earnings.

Total capital stock and participation certificates were \$22,668 on June 30, 2024, compared to \$22,602 on December 31, 2023. This is an increase of \$66 or less than one percent. The increase

is attributed to the purchase of new stock and participation certificates for new borrowing entities offset by the retirement of stock and participation certificates on loans liquidated in the normal course of business.

FCA sets minimum regulatory capital requirements with a capital conservation buffer for System banks and associations. Capital adequacy is evaluated using a number of regulatory ratios.

The following sets forth the regulatory capital ratios:

	Regulatory Minimum Including Buffer*	6/30/24	12/31/23	6/30/23
Common Equity Tier 1 (CET1) Capital Ratio	7.00%	15.70%	16.33%	17.04%
Tier 1 Capital Ratio	8.50%	15.70%	16.33%	17.04%
Total Regulatory Capital Ratio	10.50%	17.53%	18.67%	19.45%
Tier 1 Leverage Ratio**	5.00%	15.66%	16.16%	16.70%
Unallocated Retained Earnings (URE) and URE Equivalents	1.50%	15.13%	15.62%	16.14%
Permanent Capital Ratio	7.00%	17.17%	18.31%	19.16%

*Include full capital conservation buffers.

**The Tier 1 Leverage Ratio must include a minimum of 1.50% of URE and URE equivalents.

If the capital ratios fall below the minimum regulatory requirements, including the buffer amounts, capital distributions (equity redemptions, dividends, and patronage) and discretionary senior executive bonuses are restricted or prohibited without prior FCA approval. For all periods presented, the Association exceeded minimum regulatory requirements for all of the ratios.

REGULATORY MATTERS

On February 8, 2024, the FCA approved a final rule to amend its regulatory capital requirements to define and establish risk-weightings for High Volatility Commercial Real Estate (HVCRE) exposures by assigning a 150 percent risk-weighting to such exposures, instead of the current 100 percent to reflect their increased risk characteristics. The rule further ensures comparability between FCA's risk-weightings and the federal banking regulators, with deviations as appropriate to accommodate the different regulatory, operational and credit

considerations of the Farm Credit System.. The final rule excludes certain acquisition, development, and construction loans that do not present as much risk and therefore do not warrant the risk weight for HVCRE. In addition, the final rule adds an exclusion for loans originated less than \$500,000. The final rule will become effective on January 1, 2025.

On October 5, 2023, the Farm Credit Administration approved a final rule on cyber risk management that requires each System institution to develop and implement a comprehensive, written cyber risk management program. Each institution's cyber risk plan must require the institution to take the necessary actions to assess internal and external risk factors, identify potential system and software vulnerabilities, establish a risk management program for the risks identified, develop a cyber risk training program, set policies for managing third-party relationships, maintain robust internal controls and establish institution board reporting requirements. The final rule will become effective on January 1, 2025.

NOTE: Shareholder investment in the Association is materially affected by the financial condition and results of operations of AgFirst Farm Credit Bank. Copies of AgFirst's Annual and Quarterly reports are available upon request free of charge by calling 1-800-845-1745, ext. 2764, or writing Matthew Miller, AgFirst Farm Credit Bank, P.O. Box 1499, Columbia, SC 29202. Information concerning AgFirst Farm Credit Bank can also be obtained at their website, www.agfirst.com. Copies of the Association's Annual and Quarterly reports are also available upon request free of charge by calling 1-800-633-9091, ext. 2674, writing Bo Fennell, CFO, AgSouth Farm Credit, ACA, P.O. Box 718, Statesboro, GA 30459, or accessing the Association's website www.agsouthfc.com. The Association prepares an electronic version of the Annual Report which is available on the Association's web site within 75 days after the end of the fiscal year and distributes the Annual report to Shareholders within 90 days after the end of the fiscal year. The Association prepares an electronic version of the Quarterly report within 40 days after the end of each fiscal quarter, except that no report need be prepared for the fiscal quarter that coincides with the end of the fiscal year of the institution.

Reports of suspected or actual wrongdoings involving the Association, its employees and/or Directors, can be made anonymously and confidentially through the Association's Whistleblower Hotline (NAVEX Global) at 1-833-220-9744 or www.agsouth.ethicspoint.com.

AgSouth Farm Credit, ACA

Consolidated Balance Sheets

<i>(dollars in thousands)</i>	June 30, 2024 <i>(unaudited)</i>	December 31, 2023 <i>(audited)</i>
Assets		
Cash	\$ 107	\$ 140
Investments in debt securities:		
Held to maturity	629	642
Loans	4,337,786	4,120,272
Allowance for credit losses on loans	(17,201)	(15,598)
Net loans	4,320,585	4,104,674
Loans held for sale	2,765	4,046
Other investments	669	375
Accrued interest receivable	42,644	39,595
Equity investments in other Farm Credit institutions	71,659	71,205
Premises and equipment, net	43,451	39,990
Other property owned	11	—
Accounts receivable	16,178	30,666
Other assets	8,424	7,689
Total assets	\$ 4,507,122	\$ 4,299,022
Liabilities		
Notes payable to AgFirst Farm Credit Bank	\$ 3,623,952	\$ 3,385,232
Accrued interest payable	12,616	12,401
Patronage refunds payable	497	56,601
Accounts payable	3,556	8,009
Other liabilities	36,281	38,115
Total liabilities	3,676,902	3,500,358
Commitments and contingencies (Note 6)		
Members' Equity		
Capital stock and participation certificates	22,668	22,602
Additional paid-in-capital	96,458	96,458
Retained earnings		
Allocated	54,838	78,658
Unallocated	656,361	601,081
Accumulated other comprehensive income (loss)	(105)	(135)
Total members' equity	830,220	798,664
Total liabilities and members' equity	\$ 4,507,122	\$ 4,299,022

The accompanying notes are an integral part of these consolidated financial statements.

AgSouth Farm Credit, ACA
Consolidated Statements of
Comprehensive Income

(unaudited)

(dollars in thousands)	For the Three Months Ended June 30,		For the Six Months Ended June 30,	
	2024	2023	2024	2023
Interest Income				
Loans	\$ 83,240	\$ 72,884	\$ 162,922	\$ 103,656
Investments	10	69	19	129
Total interest income	83,250	72,953	162,941	103,785
Interest Expense				
	41,670	36,189	79,985	49,016
Net interest income	41,580	36,764	82,956	54,769
Provision for credit losses	864	4,298	1,961	7,189
Net interest income after provision for credit losses	40,716	32,466	80,995	47,580
Noninterest Income				
Loan fees	2,440	2,003	4,337	2,846
Fees for financially related services	377	327	1,011	830
Patronage refunds from other Farm Credit institutions	8,078	7,505	16,028	11,353
Gains (losses) on sales of rural home loans, net	1,350	998	2,305	1,407
Gains (losses) on sales of premises and equipment, net	157	37	448	156
Gains (losses) on other transactions	160	9	393	9
Insurance Fund refunds	1,098	—	1,098	—
Other noninterest income	170	85	359	340
Total noninterest income	13,830	10,964	25,979	16,941
Noninterest Expense				
Salaries and employee benefits	16,151	15,876	32,711	24,564
Occupancy and equipment	1,225	1,155	2,377	1,967
Insurance Fund premiums	877	1,371	1,714	2,047
Purchased services	3,510	889	7,410	2,206
Data processing	287	326	719	460
Other operating expenses	3,371	3,130	6,757	6,074
(Gains) losses on other property owned, net	6	(103)	6	(103)
Total noninterest expense	25,427	22,644	51,694	37,215
Income before income taxes	29,119	20,786	55,280	27,306
Provision (benefit) for income taxes	—	(1)	—	—
Net income	\$ 29,119	\$ 20,787	\$ 55,280	\$ 27,306
Other comprehensive income net of tax				
Employee benefit plans adjustments	15	4	30	733
Comprehensive income	\$ 29,134	\$ 20,791	\$ 55,310	\$ 28,039

The accompanying notes are an integral part of these consolidated financial statements.

AgSouth Farm Credit, ACA
Consolidated Statements of Changes in
Members' Equity

(unaudited)

<i>(dollars in thousands)</i>	Capital Stock and Participation Certificates	Additional Paid-in-Capital	Retained Earnings		Accumulated Other Comprehensive Income (Loss)	Total Members' Equity
			Allocated	Unallocated		
Balance at December 31, 2022	\$ 11,243	\$ —	\$ 101,191	\$ 346,152	\$ (342)	\$ 458,244
Cumulative effect of change in accounting principle				2,185		2,185
Comprehensive income				27,306	733	28,039
Capital stock/participation certificates issued/(retired), net	329					329
Retained earnings retired			(22,541)			(22,541)
Equity re-characterized due to merger	10,514	95,686	226,545		200	332,945
Patronage distribution adjustment			13			13
Balance at June 30, 2023	\$ 22,086	\$ 95,686	\$ 305,208	\$ 375,643	\$ 591	\$ 799,214
Balance at December 31, 2023	\$ 22,602	\$ 96,458	\$ 78,658	\$ 601,081	\$ (135)	\$ 798,664
Comprehensive income				55,280	30	55,310
Capital stock/participation certificates issued/(retired), net	66					66
Retained earnings retired			(23,820)			(23,820)
Balance at June 30, 2024	\$ 22,668	\$ 96,458	\$ 54,838	\$ 656,361	\$ (105)	\$ 830,220

The accompanying notes are an integral part of these consolidated financial statements.

AgSouth Farm Credit, ACA

Notes to the Consolidated Financial Statements

*(dollars in thousands, except as noted)
(unaudited)*

Note 1 — Organization, Significant Accounting Policies, and Recently Issued Accounting Pronouncements

Organization

The accompanying financial statements include the accounts of AgSouth Farm Credit, ACA and its Production Credit Association (PCA) and Federal Land Credit Association (FLCA) subsidiaries (collectively, the Association). Descriptions of the organization and operations, the significant accounting policies followed, and the financial condition and results of operations for the Association as of and for the year ended December 31, 2023, are contained in the 2023 Annual Report to Shareholders. These unaudited interim consolidated financial statements should be read in conjunction with the latest Annual Report to Shareholders.

Effective April 1, 2023, the Association merged with Carolina Farm Credit, ACA. See Note 7, *Merger Activity*, for further information.

Basis of Presentation

In the opinion of management, the accompanying consolidated financial statements contain all adjustments necessary for a fair statement of results for the periods presented. These adjustments are of a normal recurring nature, unless otherwise disclosed.

Certain amounts in the prior period's consolidated financial statements have been reclassified to conform to the current period presentation. Such reclassifications had no effect on the prior period net income or total capital as previously reported.

The results of any interim period are not necessarily indicative of those to be expected for a full year.

Significant Accounting Policies

The Association's accounting and reporting policies conform with US generally accepted accounting principles (GAAP) and practices in the financial services industry. To prepare the financial statements in conformity with GAAP, management must make estimates based on assumptions about future economic and market conditions (for example, unemployment, market liquidity, real estate prices, etc.) that affect the reported amounts of assets and liabilities at the date of the financial statements, income and expenses during the reporting period, and the related disclosures. Although these estimates contemplate current conditions and expectations of change in the future, it is reasonably possible that actual conditions may be different than anticipated, which could materially affect results of operations and financial condition.

Management has made significant estimates in several areas, including loans and allowance for credit losses (Note 2, *Loans and Allowance for Credit Losses*) and financial instruments (Note 5, *Fair Value Measurement*). Actual results could differ from those estimates.

For further details of significant accounting policies, see Note 2, *Summary of Significant Accounting Policies*, from the latest Annual Report.

Recently Issued or Adopted Accounting Pronouncements

In December 2023, the Financial Accounting Standards Board (FASB) issued Accounting Standards Update (ASU) 2023-09 - Income Taxes: Improvements to Income Tax Disclosures. The amendments in this standard require more transparency about income tax information through improvements to income tax disclosures primarily related to the rate reconciliation and income taxes paid information. The amendments in this standard require qualitative disclosure about specific categories of reconciling items and individual jurisdictions that result in a significant difference between the statutory tax rate and the effective tax rate. The amendments are effective for annual periods beginning after December 15, 2025. The adoption of this guidance is not expected to have a material impact on the Association's financial condition, results of operations or cash flows.

Note 2 — Loans and Allowance for Credit Losses

A summary of loans outstanding at period end follows:

	June 30, 2024	December 31, 2023
Real estate mortgage	\$ 3,058,991	\$ 2,907,710
Production and intermediate-term	764,737	734,375
Agribusiness:		
Loans to cooperatives	9,584	12,205
Processing and marketing	209,488	165,722
Farm-related business	47,817	44,513
Rural infrastructure:		
Communication	21,496	21,116
Power and water/waste disposal	20,062	22,494
Rural residential real estate	193,486	200,451
Other:		
International	11,888	11,425
Other (including Mission Related)	237	261
Total loans	\$ 4,337,786	\$ 4,120,272

A substantial portion of the Association's lending activities is collateralized, and exposure to credit loss associated with lending activities is reduced accordingly. The Association may purchase or sell participation interests with other parties in order to diversify risk, manage loan volume, and comply with FCA regulations.

The following table shows loans, classified under the FCA Uniform Loan Classification System, as a percentage of total loans by loan type as of:

	June 30, 2024	December 31, 2023
Real estate mortgage:		
Acceptable	98.63%	98.72%
OAEM	0.83	0.72
Substandard/doubtful/loss	0.54	0.56
	<u>100.00%</u>	<u>100.00%</u>
Production and intermediate-term:		
Acceptable	96.65%	97.18%
OAEM	1.85	1.18
Substandard/doubtful/loss	1.50	1.64
	<u>100.00%</u>	<u>100.00%</u>
Agribusiness:		
Acceptable	97.88%	98.53%
OAEM	1.87	1.16
Substandard/doubtful/loss	0.25	0.31
	<u>100.00%</u>	<u>100.00%</u>
Rural infrastructure:		
Acceptable	99.16%	97.52%
OAEM	0.84	2.48
Substandard/doubtful/loss	—	—
	<u>100.00%</u>	<u>100.00%</u>
Rural residential real estate:		
Acceptable	98.58%	98.57%
OAEM	0.76	0.93
Substandard/doubtful/loss	0.66	0.50
	<u>100.00%</u>	<u>100.00%</u>
Other:		
Acceptable	100.00%	100.00%
OAEM	—	—
Substandard/doubtful/loss	—	—
	<u>100.00%</u>	<u>100.00%</u>
Total loans:		
Acceptable	98.24%	98.42%
OAEM	1.07	0.85
Substandard/doubtful/loss	0.69	0.73
	<u>100.00%</u>	<u>100.00%</u>

Accrued interest receivable on loans of \$42,641 and \$39,592 at June 30, 2024 and December 31, 2023, respectively, has been excluded from the amortized cost of loans and reported separately in the Consolidated Balance Sheets.

The following tables provide an aging analysis of past due loans as of:

June 30, 2024						
	30 Through 89 Days Past Due	90 Days or More Past Due	Total Past Due	Not Past Due or Less Than 30 Days Past Due	Total Loans	90 Days or More Past Due and Accruing
Real estate mortgage	\$ 24,972	\$ 4,749	\$ 29,721	\$ 3,029,270	\$ 3,058,991	\$ –
Production and intermediate-term	6,571	5,820	12,391	752,346	764,737	–
Agribusiness	170	524	694	266,195	266,889	–
Rural infrastructure	–	–	–	41,558	41,558	–
Rural residential real estate	2,719	376	3,095	190,391	193,486	–
Other	–	–	–	12,125	12,125	–
Total	\$ 34,432	\$ 11,469	\$ 45,901	\$ 4,291,885	\$ 4,337,786	\$ –

December 31, 2023						
	30 Through 89 Days Past Due	90 Days or More Past Due	Total Past Due	Not Past Due or Less Than 30 Days Past Due	Total Loans	90 Days or More Past Due and Accruing
Real estate mortgage	\$ 32,583	\$ 3,541	\$ 36,124	\$ 2,871,586	\$ 2,907,710	\$ –
Production and intermediate-term	9,383	3,832	13,215	721,160	734,375	–
Agribusiness	992	542	1,534	220,906	222,440	–
Rural infrastructure	–	–	–	43,610	43,610	–
Rural residential real estate	4,874	391	5,265	195,186	200,451	–
Other	–	–	–	11,686	11,686	–
Total	\$ 47,832	\$ 8,306	\$ 56,138	\$ 4,064,134	\$ 4,120,272	\$ –

The following tables provide the amortized cost for nonaccrual loans with and without a related allowance for credit losses on loans as of:

June 30, 2024			
	Amortized Cost with Allowance	Amortized Cost without Allowance	Total
Nonaccrual loans:			
Real estate mortgage	\$ 841	\$ 8,810	\$ 9,651
Production and intermediate-term	3,368	3,479	6,847
Agribusiness	182	399	581
Rural residential real estate	23	745	768
Total	\$ 4,414	\$ 13,433	\$ 17,847

December 31, 2023			
	Amortized Cost with Allowance	Amortized Cost without Allowance	Total
Nonaccrual loans:			
Real estate mortgage	\$ 840	\$ 8,175	\$ 9,015
Production and intermediate-term	2,219	3,186	5,405
Agribusiness	135	449	584
Rural residential real estate	69	436	505
Total	\$ 3,263	\$ 12,246	\$ 15,509

The Association recognized \$428 and \$257 of interest income on nonaccrual loans during the three months ended June 30, 2024 and June 30, 2023, respectively. The Association recognized \$605 and \$413 of interest income on nonaccrual loans during the six months ended June 30, 2024 and June 30, 2023, respectively.

Reversals of interest income on loans that moved to nonaccrual status were not material for the three and six months ended June 30, 2024 and June 30, 2023.

A summary of changes in the allowance for credit losses is as follows:

	<u>June 30, 2024</u>
Allowance for Credit Losses on Loans:	
Balance at March 31, 2024	\$ 16,513
Charge-offs	(564)
Recoveries	99
Provision for loan losses	1,153
Balance at June 30, 2024	<u>\$ 17,201</u>
Allowance for Credit Losses on Unfunded Commitments:	
Balance at March 31, 2024	\$ 2,252
Provision for unfunded commitments	(289)
Balance at June 30, 2024	<u>\$ 1,963</u>
Total allowance for credit losses	<u>\$ 19,164</u>
Allowance for Credit Losses on Loans:	
Balance at December 31, 2023	\$ 15,598
Charge-offs	(645)
Recoveries	133
Provision for loan losses	2,115
Balance at June 30, 2024	<u>\$ 17,201</u>
Allowance for Credit Losses on Unfunded Commitments:	
Balance at December 31, 2023	\$ 2,117
Provision for unfunded commitments	(154)
Balance at June 30, 2024	<u>\$ 1,963</u>
Total allowance for credit losses	<u>\$ 19,164</u>
Allowance for Credit Losses on Loans:	
	<u>June 30, 2023</u>
Balance at March 31, 2023	\$ 12,467
Charge-offs	(96)
Recoveries	220
Provision for loan losses	4,307
Balance at June 30, 2023	<u>\$ 16,898</u>
Allowance for Credit Losses on Unfunded Commitments:	
Balance at March 31, 2023	\$ 201
Adjustmet due to merger	771
Provision for unfunded commitments	(9)
Balance at June 30, 2023	<u>\$ 963</u>
Total allowance for credit losses	<u>\$ 17,861</u>
Allowance for Credit Losses on Loans:	
Balance at December 31, 2022	\$ 14,280
Cumulative effect of a change in accounting principle	(2,157)
Balance at January 1, 2023	<u>\$ 12,123</u>
Charge-offs	(2,727)
Recoveries	293
Provision for loan losses	7,209
Balance at June 30, 2023	<u>\$ 16,898</u>
Allowance for Credit Losses on Unfunded Commitments:	
Balance at December 31, 2022	\$ 240
Cumulative effect of a change in accounting principle	(28)
Balance at January 1, 2023	<u>\$ 212</u>
Adjustment due to merger	771
Provision for unfunded commitments	(20)
Balance at June 30, 2023	<u>\$ 963</u>
Total allowance for credit losses	<u>\$ 17,861</u>

Loan modifications may be granted to borrowers experiencing financial difficulty. Qualifying disclosable modifications are one, or a combination of, principal forgiveness, interest rate reduction, or a term or payment extension. Covenant waivers and modifications of contingent acceleration clauses are not considered term extensions. Modified loans to borrowers experiencing financial difficulty and activity on these loans were not material during the three and six months ended June 30, 2024. There were no material commitments to lend to borrowers experiencing financial difficulty whose loans have been modified at June 30, 2024.

Loans held for sale were \$2,765 and \$4,046 at June 30, 2024 and December 31, 2023, respectively. Such loans are carried at the lower of cost or fair value.

Note 3 — Investments

Investments in Debt Securities

The Association's investments consist primarily of Rural America Bonds (RABs), which are private placement securities purchased under the Mission Related Investment (MRI) program approved by the FCA. In its Conditions of Approval for the program, the FCA generally considers a RAB ineligible if its investment rating, based on the internal 14-point risk rating scale used to also grade loans, falls below 9 and requires System institutions to provide notification to FCA when a security becomes ineligible. Any other bonds purchased under the MRI program, approved on a case-by-case basis by FCA, may have different eligibility requirements. At June 30, 2024, the Association held no RABs whose credit quality had deteriorated beyond the program limits.

A summary of the amortized cost of investment securities held-to-maturity follows:

	<u>June 30, 2024</u>	<u>December 31, 2023</u>
	<u>Amortized Cost</u>	
RABs	\$ 629	\$ 642

A summary of the contractual maturity and amortized cost of investment securities follows:

	<u>Amortized Cost</u>
In one year or less	\$ —
After one year through five years	—
After five years through ten years	—
After ten years	629
Total	<u>\$ 629</u>

All of these investments have contractual maturities in excess of ten years. However, expected maturities for these types of securities can differ from contractual maturities because borrowers may have the right to prepay obligations with or without prepayment penalties.

The Association evaluates investment securities with unrealized losses for impairment on a quarterly basis. As part of this assessment, it was concluded that the Association does not intend to sell the security, or it is not more likely than not that the Association would be required to sell the security prior to recovery of the amortized cost basis. The Association also evaluates whether credit impairment exists by comparing the present value of expected cash flows to the amortized cost basis of the security. Credit impairment, if any, is recorded as an ACL for debt securities. At June 30, 2024, the Association does not consider any unrealized losses to be credit-related and an allowance for credit losses is not necessary.

Equity Investments in Other Farm Credit System Institutions

Equity investments in other Farm Credit System institutions are generally nonmarketable investments consisting of stock and participation certificates, allocated surplus, and reciprocal investments in other institutions regulated by the FCA. These investments are carried at cost and evaluated for impairment based on the ultimate recoverability of the par value rather than by recognizing temporary declines in value.

Associations are required to maintain ownership in AgFirst (AgFirst or the Bank) in the form of Class B or Class C stock as determined by the Bank. The Bank may require additional capital contributions to maintain its capital requirements. The Association owned 12.54 percent of the issued stock and allocated retained earnings of the Bank as of June 30, 2024 net of any reciprocal investment. As of that date, the Bank's assets totaled \$45.1 billion and shareholders' equity totaled \$1.8 billion. The Bank's earnings were \$132 million for the first six months of 2024. In addition, the Association held investments of \$5,580 related to other Farm Credit institutions.

Note 4 — Members' Equity

Accumulated Other Comprehensive Income (AOCI)

	Changes in Accumulated Other Comprehensive Income by Component (a)			
	Three Months Ended June 30,		Six Months Ended June 30,	
	2024	2023	2024	2023
Employee Benefit Plans:				
Balance at beginning of period	\$ (120)	\$ 387	\$ (135)	\$ (342)
Equity re-characterized due to merger	—	200	—	200
Other comprehensive income before reclassifications	—	—	—	653
Amounts reclassified from AOCI	15	4	30	80
Net current period other comprehensive income	15	4	30	733
Balance at end of period	\$ (105)	\$ 591	\$ (105)	\$ 591

	Reclassifications Out of Accumulated Other Comprehensive Income (b)				Income Statement Line Item
	Three Months Ended June 30,		Six Months Ended June 30,		
	2024	2023	2024	2023	
Defined Benefit Pension Plans:					
Periodic pension costs	\$ (15)	\$ (4)	\$ (30)	\$ (80)	Salaries and employee benefits
Net amounts reclassified	\$ (15)	\$ (4)	\$ (30)	\$ (80)	

(a) Amounts in parentheses indicate debits to AOCI.

(b) Amounts in parentheses indicate debits to profit/loss.

Note 5 — Fair Value Measurement

Fair value is defined as the exchange price that would be received for an asset or paid to transfer a liability in an orderly transaction between market participants in the principal or most advantageous market for the asset or liability.

Accounting guidance establishes a hierarchy for disclosure of fair value measurements to maximize the use of observable inputs, that is, inputs that reflect the assumptions market participants would use in pricing an asset or liability based on market data obtained from sources independent of the reporting entity. The hierarchy is based upon the transparency of inputs to the valuation of an asset or liability as of the measurement date. A financial instrument's categorization within the hierarchy tiers is based upon the lowest level of input that is significant to the fair value measurement.

The classifications within the fair value hierarchy are as follows:

Level 1 inputs to the valuation methodology are unadjusted quoted prices for identical assets or liabilities in active markets.

Level 2 inputs include quoted prices for similar assets and liabilities in active markets; quoted prices in markets that are not active; and inputs that are observable, or can be corroborated, for substantially the full term of the asset or liability.

Level 3 inputs are unobservable and supported by little or no market activity. Valuation is determined using pricing models, discounted cash flow methodologies, or similar techniques, and could include significant management judgment or estimation. Level 3 assets and liabilities also could include instruments whose price has been adjusted based on dealer quoted pricing that is different than the third-party valuation or internal model pricing.

For a complete discussion of the inputs and other assumptions considered in assigning various assets and liabilities to the fair value hierarchy levels, see the latest Annual Report to Shareholders.

There were no Level 3 assets or liabilities measured at fair value on a recurring basis for the periods presented. The Association had no transfers of assets or liabilities into or out of Level 1 or Level 2 during the periods presented.

Fair values are estimated at each period end date for assets and liabilities measured at fair value on a recurring basis. The following tables summarize assets measured at fair value at period end.

	June 30, 2024			
	Fair Value Measurement Using			Total Fair Value
	Level 1	Level 2	Level 3	
Recurring assets				
Assets held in trust funds	\$ 6,335	\$ –	\$ –	\$ 6,335
Nonrecurring assets				
Nonaccrual loans	\$ –	\$ –	\$ 2,843	\$ 2,843
Other property owned	\$ –	\$ –	\$ 11	\$ 11

	December 31, 2023			
	Fair Value Measurement Using			Total Fair Value
	Level 1	Level 2	Level 3	
Recurring assets				
Assets held in trust funds	\$ 6,057	\$ –	\$ –	\$ 6,057
Nonrecurring assets				
Nonaccrual loans	\$ –	\$ –	\$ 1,655	\$ 1,655
Other property owned	\$ –	\$ –	\$ –	\$ –

Valuation Techniques

Assets held in trust funds

Assets held in trust funds, related to deferred compensation plans, are classified as Level 1. The trust funds include investments in securities that are actively traded and have quoted net asset value prices that are directly observable in the marketplace.

Nonaccrual loans

Fair values of nonaccrual loans are estimated to be the carrying amount of the loan less specific reserves. Certain loans evaluated for impairment under FASB guidance have fair values based upon the underlying collateral, as the loans were collateral-dependent. Specific reserves were established for these loans when the value of the collateral, less estimated cost to sell, was less than the principal balance of the loan. The fair value measurement process uses independent appraisals and other market-based information, but in many cases it also requires significant input based on management's knowledge of and judgment about current market conditions, specific issues relating to the collateral and other matters.

Other property owned

For other property owned, the fair value is generally determined using formal appraisals of each individual property. These assets are held for sale. Costs to sell represent transaction costs and are not included as a component of the fair value of other property owned. If the process uses observable market-based information, the assets are classified as Level 2. If the process requires significant input based upon management's knowledge of and judgment about current market conditions, specific issues relating to the property and other matters, the assets are classified as Level 3.

Note 6 — Commitments and Contingent Liabilities

From time to time, legal actions are pending against the Association in which claims for monetary damages are asserted. On at least a quarterly basis, the Association assesses its liabilities and contingencies in connection with outstanding legal proceedings utilizing the latest information available. While the outcome of legal proceedings is inherently uncertain, on the basis of information presently available, management, after consultation with legal counsel, is of the opinion that the ultimate liability, if any, from these actions, would not be material in relation to the financial position of the Association. Because it is not probable that the Association will incur a loss or the loss is not estimable, no liability has been recorded for any claims that may be pending.

Note 7 — Merger Activity

Effective April 1, 2023, Carolina Farm Credit, ACA (Carolina) merged with and into AgSouth Farm Credit, ACA (AgSouth) to form the merged Association. The effects of the merger are included in the Association's results of operations, statement of condition, average balances, and related metrics beginning April 1, 2023.

The acquisition method of accounting requires the financial statement presentation of combined balances as of the date of merger, but not for previous periods. The Consolidated Balance Sheet reflects the merged balances as of June 30, 2024 and December 31, 2023. The Consolidated Statements of Income and Members' Equity include the merged Association after April 1, 2023, and do not include the results of Carolina prior to April 1, 2023. Information in the Notes to the Consolidated Financial Statements does not include balances and transactional activity for Carolina prior to April 1, 2023.

For further information, see Note 14, *Merger Activity*, in the Notes to the Consolidated Financial Statements of the 2023 Annual Report.

Note 8 — Subsequent Events

The Association evaluated subsequent events and determined there were none requiring disclosure through August 8, 2024, which was the date the financial statements were issued.