PENNS WOODS BANCORP INC
Form 10-Q
August 09, 2016
Table of Contents

UNITED STATES

SECURITIES AND EXCHANGE COMMISSION
WASHINGTON, D.C. 20549

FORM 10-Q

ý Quarterly Report pursuant to Section 13 or 15 (d) of the Securities Exchange Act of 1934

for the Quarterly Period Ended June 30, 2016.

o Transition report pursuant to Section 13 or 15 (d) of the Exchange Act

For the Transition Period from to .

No. 0-17077
(Commission File Number)

PENNS WOODS BANCORP, INC.
(Exact name of Registrant as specified in its charter)

PENNSYLVANIA	23-2226454
(State or other jurisdiction of incorporation or organization)	(I.R.S. Employer Identification No.)

300 Market Street, P.O. Box 967 Williamsport, Pennsylvania	17703-0967
(Address of principal executive offices)	(Zip Code)

(570) 322-1111
Registrant's telephone number, including area code

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 ý NO o

Indicate by check mark whether the registrant has submitted electronically and posted on its corporate Web site, 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 ý NO o

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 the definition of "large accelerated filer", "accelerated filer" and "smaller reporting company" in Rule 12b-2 of the Exchange Act. (Check one):

Large accelerated filer o Accelerated filer x

Non-accelerated filer o   Small reporting company o

Indicate by check mark whether the registrant is a shell company (as defined in Rule 12b-2 of the Exchange Act). YES o NO ý

On August 1, 2016 there were 4,733,830 shares of the Registrant's common stock outstanding.

Table of Contents

PENNS WOODS BANCORP, INC.

INDEX TO QUARTERLY REPORT ON FORM 10-Q

		Page Number
Part I	Financial Information	
Item 1.	Financial Statements	3
Consolidated Balance Sheet (Unaudited) as of June 30, 2016 and December 31, 2015		3
Consolidated Statement of Income (Unaudited) for the Three and Six Months Ended June 30, 2016 and 2015		4
Consolidated Statement of Comprehensive Income (Unaudited) for the Three and Six Months Ended June 30, 2016 and 2015		5
Consolidated Statement of Changes in Shareholders' Equity (Unaudited) for the Six Months Ended June 30, 2016 and 2015		6
Consolidated Statement of Cash Flows (Unaudited) for the Six Months Ended June 30, 2016 and 2015		7
Notes to Consolidated Financial Statements (Unaudited)		8
Item 2.	Management's Discussion and Analysis of Financial Condition and Results of Operations	31
Item 3.	Quantitative and Qualitative Disclosures About Market Risk	45
Item 4.	Controls and Procedures	46
Part II	Other Information	
Item 1.	Legal Proceedings	47
Item 1A.	Risk Factors	47
Item 2.	Unregistered Sales of Equity Securities and Use of Proceeds	47
Item 3.	Defaults Upon Senior Securities	47
Item 4.	Mine Safety Disclosures	47
Item 5.	Other Information	47
Item 6.	Exhibits	48

Signatures	49
Exhibit Index and Exhibits	50

Table of Contents

Part I. FINANCIAL INFORMATION
Item 1. Financial Statements
PENNS WOODS BANCORP, INC.
CONSOLIDATED BALANCE SHEET
(UNAUDITED)

(In Thousands, Except Share Data)	June 30, 2016	December 31, 2015
ASSETS:		
Noninterest-bearing balances	$24,088	$22,044
Interest-bearing balances in other financial institutions	45,387	752
Total cash and cash equivalents	69,475	22,796
Investment securities, available for sale, at fair value	146,667	176,157
Investment securities, trading	—	73
Loans held for sale	1,349	757
Loans	1,054,119	1,045,207
Allowance for loan losses	(12,517)	(12,044)
Loans, net	1,041,602	1,033,163
Premises and equipment, net	22,304	21,830
Accrued interest receivable	3,490	3,686
Bank-owned life insurance	27,016	26,667
Investment in limited partnerships	679	899
Goodwill	17,104	17,104
Intangibles	1,979	1,240
Deferred tax asset	7,400	8,990
Other assets	7,392	6,695
TOTAL ASSETS	$1,346,457	$1,320,057
LIABILITIES:		
Interest-bearing deposits	$810,865	$751,797
Noninterest-bearing deposits	274,002	280,083
Total deposits	1,084,867	1,031,880
Short-term borrowings	17,440	46,638
Long-term borrowings	91,025	91,025
Accrued interest payable	456	426
Other liabilities	13,275	13,809
TOTAL LIABILITIES	1,207,063	1,183,778
SHAREHOLDERS’ EQUITY:		
Preferred stock, no par value, 3,000,000 shares authorized; no shares issued	—	—
Common stock, par value $8.33, 15,000,000 shares authorized; 5,006,036 and 5,004,984 shares issued	41,717	41,708
Additional paid-in capital	50,025	49,992
Retained earnings	60,054	58,038
Accumulated other comprehensive loss:		
Net unrealized gain on available for sale securities	1,838	258

Defined benefit plan	(4,006)	(4,057)
Treasury stock at cost, 272,452 and 257,852 shares	(10,234)	(9,660)
TOTAL SHAREHOLDERS' EQUITY	139,394	136,279
TOTAL LIABILITIES AND SHAREHOLDERS' EQUITY	$1,346,457	$1,320,057

See accompanying notes to the unaudited consolidated financial statements.

Table of Contents

PENNS WOODS BANCORP, INC.
CONSOLIDATED STATEMENT OF INCOME
(UNAUDITED)

	Three Months Ended June 30,		Six Months Ended June 30,	
(In Thousands, Except Per Share Data)	2016	2015	2016	2015
INTEREST AND DIVIDEND INCOME:				
Loans, including fees	$10,466	$9,752	$20,821	$19,075
Investment securities:				
Taxable	601	885	1,223	1,899
Tax-exempt	398	744	874	1,511
Dividend and other interest income	204	148	477	441
TOTAL INTEREST AND DIVIDEND INCOME	11,669	11,529	23,395	22,926
INTEREST EXPENSE:				
Deposits	881	785	1,716	1,528
Short-term borrowings	8	28	34	47
Long-term borrowings	492	494	983	1,018
TOTAL INTEREST EXPENSE	1,381	1,307	2,733	2,593
NET INTEREST INCOME	10,288	10,222	20,662	20,333
PROVISION FOR LOAN LOSSES	258	600	608	1,300
NET INTEREST INCOME AFTER PROVISION FOR LOAN LOSSES	10,030	9,622	20,054	19,033
NON-INTEREST INCOME:				
Service charges	561	598	1,093	1,151
Net securities gains, available for sale	486	526	921	1,187
Net securities gains (losses), trading	6	(4)	46	(4)
Bank-owned life insurance	161	171	345	359
Gain on sale of loans	566	482	1,033	781
Insurance commissions	200	204	405	438
Brokerage commissions	272	294	527	539
Other	926	786	1,805	1,866
TOTAL NON-INTEREST INCOME	3,178	3,057	6,175	6,317
NON-INTEREST EXPENSE:				
Salaries and employee benefits	4,346	4,301	8,926	8,771
Occupancy	545	564	1,086	1,192
Furniture and equipment	679	643	1,380	1,238
Pennsylvania shares tax	220	243	478	467
Amortization of investment in limited partnerships	68	166	220	331
Federal Deposit Insurance Corporation deposit insurance	236	230	468	445
Marketing	185	145	395	274
Intangible amortization	100	80	187	162
Other	2,287	2,049	4,587	4,009
TOTAL NON-INTEREST EXPENSE	8,666	8,421	17,727	16,889
INCOME BEFORE INCOME TAX PROVISION	4,542	4,258	8,502	8,461
INCOME TAX PROVISION	1,152	825	2,034	1,673
NET INCOME	$3,390	$3,433	$6,468	$6,788
EARNINGS PER SHARE - BASIC AND DILUTED	$0.72	$0.72	$1.37	$1.42
WEIGHTED AVERAGE SHARES OUTSTANDING - BASIC AND DILUTED	4,733,251	4,779,687	4,736,878	4,790,536

DIVIDENDS DECLARED PER SHARE	$0.47	$ 0.47	$0.94	$0.94

See accompanying notes to the unaudited consolidated financial statements.

Table of Contents

PENNS WOODS BANCORP, INC.
CONSOLIDATED STATEMENT OF COMPREHENSIVE INCOME
(UNAUDITED)

	Three Months Ended June 30,		Six Months Ended June 30,	
(In Thousands)	2016	2015	2016	2015
Net Income	$3,390	$3,433	$6,468	$6,788
Other comprehensive income:				
Change in unrealized gain (loss) on available for sale securities	1,265	(2,379)	3,316	(1,171)
Tax effect	(430)	809	(1,127)	398
Net realized gain on available for sale securities included in net income	(486)	(526)	(921)	(1,187)
Tax effect	165	179	312	404
Amortization of unrecognized pension and post-retirement items	39	80	79	80
Tax effect	(13)	(27)	(28)	(27)
Total other comprehensive income (loss)	540	(1,864)	1,631	(1,503)
Comprehensive income	$3,930	$1,569	$8,099	$5,285

See accompanying notes to the unaudited consolidated financial statements.

Table of Contents

PENNS WOODS BANCORP, INC.
CONSOLIDATED STATEMENT OF CHANGES IN SHAREHOLDERS' EQUITY
(UNAUDITED)

(In Thousands, Except Per Share Data)	COMMON STOCK SHARES	COMMON STOCK AMOUNT	ADDITIONAL PAID-IN CAPITAL	RETAINED EARNINGS	ACCUMULATED OTHER COMPREHENSIVE LOSS	TREASURY STOCK	TOTAL SHAREHOLDERS' EQUITY
Balance, December 31, 2014	5,002,649	$41,688	$49,896	$53,107	$(1,667)	$(7,057)	$135,967
Net income				6,788			6,788
Other comprehensive loss					(1,503)		(1,503)
Dividends declared, ($0.94 per share)				(4,498)			(4,498)
Common shares issued for employee stock purchase plan	1,108	10	37				47
Purchase of treasury stock (40,644 shares)						(1,803)	(1,803)
Balance, June 30, 2015	5,003,757	$41,698	$49,933	$55,397	$(3,170)	$(8,860)	$134,998

(In Thousands, Except Per Share Data)	COMMON STOCK SHARES	COMMON STOCK AMOUNT	ADDITIONAL PAID-IN CAPITAL	RETAINED EARNINGS	ACCUMULATED OTHER COMPREHENSIVE LOSS (INCOME)	TREASURY STOCK	TOTAL SHAREHOLDERS' EQUITY
Balance, December 31, 2015	5,004,984	$41,708	$49,992	$58,038	$(3,799)	$(9,660)	$136,279
Net income				6,468			6,468
Other comprehensive income					1,631		1,631
Dividends declared, ($0.94 per share)				(4,452)			(4,452)
Common shares issued for employee stock purchase plan	1,052	9	33				42
Purchase of treasury stock (14,600 shares)						(574)	(574)
Balance, June 30, 2016	5,006,036	$41,717	$50,025	$60,054	$(2,168)	$(10,234)	$139,394

See accompanying notes to the unaudited consolidated financial statements.

Table of Contents

PENNS WOODS BANCORP, INC.
CONSOLIDATED STATEMENT OF CASH FLOWS
(UNAUDITED)

	Six Months Ended June 30,	
(In Thousands)	2016	2015
OPERATING ACTIVITIES:		
Net Income	$6,468	$6,788
Adjustments to reconcile net income to net cash provided by operating activities:		
Depreciation and amortization	1,596	1,642
Amortization of intangible assets	187	162
Provision for loan losses	608	1,300
Accretion and amortization of investment security discounts and premiums	439	418
Net securities gains, available for sale	(921)	(1,187)
Originations of loans held for sale	(30,946)	(27,170)
Proceeds of loans held for sale	31,387	26,394
Gain on sale of loans	(1,033)	(781)
Net securities (gains) losses, trading	(46)	4
Proceeds from the sale of trading securities	3,439	230
Purchases of trading securities	(3,320)	(391)
Earnings on bank-owned life insurance	(345)	(359)
Decrease in deferred tax asset	776	131
Other, net	(2,822)	(1,672)
Net cash provided by operating activities	5,467	5,509
INVESTING ACTIVITIES:		
Proceeds from sales of available for sale securities	36,007	31,693
Proceeds from calls and maturities of available for sale securities	13,591	9,873
Purchases of available for sale securities	(17,730)	(23,987)
Net increase in loans	(9,130)	(63,150)
Acquisition of premises and equipment	(1,235)	(483)
Proceeds from the sale of foreclosed assets	433	1,547
Purchase of bank-owned life insurance	(27)	(27)
Proceeds from redemption of regulatory stock	2,311	5,162
Purchases of regulatory stock	(1,813)	(6,429)
Net cash provided by (used for) investing activities	22,407	(45,801)
FINANCING ACTIVITIES:		
Net increase in interest-bearing deposits	59,068	24,925
Net (decrease) increase in noninterest-bearing deposits	(6,081)	1,124
Proceeds from long-term borrowings	—	15,000
Repayment of long-term borrowings	—	(10,750)
Net (decrease) increase in short-term borrowings	(29,198)	18,208
Dividends paid	(4,452)	(4,498)
Issuance of common stock	42	47
Purchases of treasury stock	(574)	(1,803)
Net cash provided by provided by financing activities	18,805	42,253
NET INCREASE IN CASH AND CASH EQUIVALENTS	46,679	1,961
CASH AND CASH EQUIVALENTS, BEGINNING	22,796	19,908
CASH AND CASH EQUIVALENTS, ENDING	$69,475	$21,869

SUPPLEMENTAL DISCLOSURES OF CASH FLOW INFORMATION:		
Interest paid	$2,703	$2,564
Income taxes paid	2,750	1,600
Transfer of loans to foreclosed real estate	83	237

See accompanying notes to the unaudited consolidated financial statements.

Table of Contents

PENNS WOODS BANCORP, INC. AND SUBSIDIARIES
NOTES TO CONSOLIDATED FINANCIAL STATEMENTS
(Unaudited)

Note 1. Basis of Presentation

The consolidated financial statements include the accounts of Penns Woods Bancorp, Inc. (the “Company”) and its wholly-owned subsidiaries: Woods Investment Company, Inc., Woods Real Estate Development Company, Inc., Luzerne Bank, and Jersey Shore State Bank (Jersey Shore State Bank and Luzerne Bank are referred to together as the “Banks”) and Jersey Shore State Bank’s wholly-owned subsidiary, The M Group, Inc. D/B/A The Comprehensive Financial Group (“The M Group”). All significant inter-company balances and transactions have been eliminated in the consolidation.

The interim financial statements are unaudited, but in the opinion of management reflect all adjustments necessary for the fair presentation of results for such periods. The results of operations for any interim period are not necessarily indicative of results for the full year. These financial statements should be read in conjunction with the financial statements and notes thereto contained in the Company’s Annual Report on Form 10-K for the year ended December 31, 2015.

The accounting policies followed in the presentation of interim financial results are the same as those followed on an annual basis. These policies are presented on pages 40 through 48 of the Form 10-K for the year ended December 31, 2015.

In reference to the attached financial statements, all adjustments are of a normal recurring nature pursuant to Rule 10-01(b) (8) of Regulation S-X.

Note 2. Accumulated Other Comprehensive Loss

The changes in accumulated other comprehensive loss by component as of June 30, 2016 and 2015 were as follows:

	Three Months Ended June 30, 2016			Three Months Ended June 30, 2015		
(In Thousands)	Net Unrealized Gain on Available for Sale Securities	Defined Benefit Plan	Total	Net Unrealized Gain on Available for Sale Securities	Defined Benefit Plan	Total
Beginning balance	$1,324	$(4,032)	$(2,708)	$3,291	$(4,597)	$(1,306)
Other comprehensive income (loss) before reclassifications	835	—	$835	(1,570)	—	(1,570)
Amounts reclassified from accumulated other comprehensive (loss) income	(321)	26	$(295)	(347)	53	(294)
Net current-period other comprehensive income (loss)	514	26	$540	(1,917)	53	(1,864)
Ending balance	$1,838	$(4,006)	$(2,168)	$1,374	$(4,544)	$(3,170)

	Six Months Ended June 30, 2016			Six Months Ended June 30, 2015		
(In Thousands)	Net Unrealized Gain on Available for Sale Securities	Defined Benefit Plan	Total	Net Unrealized Gain on Available for Sale Securities	Defined Benefit Plan	Total

Beginning balance	$258	$(4,057)	$(3,799)	$2,930	$(4,597)	$(1,667)
Other comprehensive income (loss) before reclassifications	2,189	—	2,189	(773)	—	(773)
Amounts reclassified from accumulated other comprehensive (loss) income	(609)	51	(558)	(783)	53	(730)
Net current-period other comprehensive income (loss)	1,580	51	1,631	(1,556)	53	(1,503)
Ending balance	$1,838	$(4,006)	$(2,168)	$1,374	$(4,544)	$(3,170)

Table of Contents

The reclassifications out of accumulated other comprehensive loss as of June 30, 2016 and 2015 were as follows:

Details about Accumulated Other Comprehensive Loss Components	Amount Reclassified from Accumulated Other Comprehensive Loss		Affected Line Item in the Consolidated Statement of Income
	Three Months Ended June 30, 2016	Three Months Ended June 30, 2015	
Net unrealized gain on available for sale securities	$ 486	$ 526	Net securities gains, available for sale
Income tax effect	(165)	(179)	Income tax provision
Total reclassifications for the period	$ 321	$ 347	Net of tax
Net unrecognized pension costs	$ (39)	$ (80)	Salaries and employee benefits
Income tax effect	13	27	Income tax provision
Total reclassifications for the period	$ (26)	$ (53)	Net of tax

Details about Accumulated Other Comprehensive Loss Components	Amount Reclassified from Accumulated Other Comprehensive Loss		Affected Line Item in the Consolidated Statement of Income
	Six Months Ended June 30, 2016	Six Months Ended June 30, 2015	
Net unrealized gain on available for sale securities	$ 921	$ 1,187	Net securities gains, available for sale
Income tax effect	(312)	(404)	Income tax provision
Total reclassifications for the period	$ 609	$ 783	Net of tax
Net unrecognized pension costs	$ (79)	$ (80)	Salaries and employee benefits
Income tax effect	28	27	Income tax provision
Total reclassifications for the period	$ (51)	$ (53)	Net of tax

Note 3. Recent Accounting Pronouncements

In May 2014, the FASB issued ASU 2014-09, Revenue from Contracts with Customers (a new revenue recognition standard). The core principle of the update is that a company will recognize revenue to depict the transfer of goods or services to customers in an amount that reflects the consideration to which the entity expects to be entitled in exchange for those goods or services. In addition, this update specifies the accounting for certain costs to obtain or fulfill a contract with a customer and expands disclosure requirements for revenue recognition. This update is effective for annual reporting periods beginning after December 15, 2016, including interim periods within that reporting period. The Company is currently evaluating the impact the adoption of the standard will have on the Company's financial position or results of operation.

In August 2014, the FASB issued ASU 2014-15, Presentation of Financial Statements - Going Concern (Subtopic 205-40). The amendments in this update provide guidance in accounting principles generally accepted in the United States of America about management's responsibility to evaluate whether there is substantial doubt about an entity's ability to continue as a going concern and to provide related footnote disclosures. The amendments in this update are

effective for the annual period ending after December 15, 2016, and for annual periods and interim periods thereafter. Early application is permitted. This update is not expected to have a significant impact on the Company's financial statements.

In May 2015, the FASB issued ASU 2015-08, Business Combinations - Pushdown Accounting - Amendment to SEC Paragraphs Pursuant to Staff Accounting Bulletin No. 115. This ASU was issued to amend various SEC paragraphs pursuant to the issuance of Staff Accounting Bulletin No. 115. This update is not expected to have a significant impact on the Company's financial statements.

In August 2015, the FASB issued ASU 2015-14, Revenue from Contract with Customers (Topic 606). The amendments in this update defer the effective date of ASU 2014-09 for all entities by one year. Public business entities, certain not-for-profit entities, and certain employee benefit plans should apply the guidance in ASU 2014-09 to annual reporting periods beginning after December 15, 2017, including interim reporting periods within that reporting period. The Company is evaluating the effect of adopting this new accounting update.

In November 2015, the FASB issued ASU 2015-17, Income Taxes (Topic 740): Balance Sheet Classification of Deferred Taxes.

The amendments in this update require that deferred tax liabilities and assets be classified as noncurrent in a classified statement of financial position. The amendments in this update apply to all entities that present a classified statement of financial position. For public business entities, the amendments in this update are effective for financial statements issued for annual periods beginning after December 15, 2016, and interim periods within those annual periods. For all other entities, the amendments in this update are effective for financial statements issued for annual periods beginning after December 15, 2017, and interim periods within annual periods beginning after December 15, 2018. Earlier application is permitted for all entities as of the beginning of an interim or annual reporting period. The amendments in this update may be applied either prospectively to all deferred tax liabilities and assets or retrospectively to all periods presented. This update is not expected to have a significant impact on the Company's financial statements.

In January 2016, the FASB issued ASU 2016-01, Financial Instruments - Overall (Subtopic 825-10): Recognition and Measurement of Financial Assets and Financial Liabilities. This update applies to all entities that hold financial assets or owe financial liabilities and is intended to provide more useful information on the recognition, measurement, presentation, and disclosure of financial instruments. Among other things, this update (a) requires equity investments (except those accounted for under the equity method of accounting or those that result in consolidation of the investee) to be measured at fair value with changes in fair value recognized in net income; (b) simplifies the impairment assessment of equity investments without readily determinable fair values by requiring a qualitative assessment to identify impairment; (c) eliminates the requirement to disclose the fair value of financial instruments measured at amortized cost for entities that are not public business entities; (d) eliminates the requirement for public business entities to disclose the method(s) and significant assumptions used to estimate the fair value that is required to be disclosed for financial instruments measured at amortized cost on the balance sheet; (e) requires public business entities to use the exit price notion when measuring the fair value of financial instruments for disclosure purposes; (f) requires an entity to present separately in other comprehensive income the portion of the total change in the fair value of a liability resulting from a change in the instrument specific credit risk when the entity has elected to measure the liability at fair value in accordance with the fair value option for financial instruments; (g) requires separate presentation of financial assets and financial liabilities by measurement category and form of financial asset (that is, securities or loans and receivables) on the balance sheet or the accompanying notes to the financial statements; and (h) clarifies that an entity should evaluate the need for a valuation allowance on a deferred tax asset related to available-for-sale securities in combination with the entity's other deferred tax assets. For public business entities, the amendments in this update are effective for fiscal years beginning after December 15, 2017, including interim periods within those fiscal years. For all other entities including not-for-profit entities and employee benefit plans within the scope of Topics 960 through 965 on plan accounting, the amendments in this update are effective for fiscal years beginning after December 15, 2018, and interim periods within fiscal years beginning after December 15, 2019. All entities that are not public business entities may adopt the amendments in this update earlier as of the fiscal years beginning after December 15, 2017, including interim periods within those fiscal years. The Company is currently evaluating the impact the adoption of the standard will have on the Company's financial position or results of operations.

In February 2016, the FASB issued ASU 2016-02, Leases (Topic 842). The standard requires lessees to recognize the assets and liabilities that arise from leases on the balance sheet. A lessee should recognize in the statement of financial position a liability to make lease payments (the lease liability) and a right-of-use asset representing its right to use the underlying asset for the lease term. A short-term lease is defined as one in which: (a) the lease term is 12 months or less, and (b) there is not an option to purchase the underlying asset that the lessee is reasonably certain to exercise. For short-term leases, lessees may elect to recognize lease payments over the lease term on a straight-line basis. For public business entities, the amendments in this Update are effective for fiscal years beginning after December 15, 2018, and interim periods within those years. For all other entities, the amendments in this Update are effective for fiscal years beginning after December 15, 2019, and for interim periods within fiscal years beginning after December 15, 2020. The amendments should be applied at the beginning of the earliest period presented using a

modified retrospective approach with earlier application permitted as of the beginning of an interim or annual reporting period. The Company is currently evaluating the impact the adoption of the standard will have on the Company's financial position or results of operations.

In March 2016, the FASB issued ASU 2016-04, Liabilities - Extinguishments of Liabilities (Subtopic 405-20). The standard provides that liabilities related to the sale of prepaid stored-value products within the scope of this Update are financial liabilities. The amendments in the Update provide a narrow scope exception to the guidance in Subtopic 405-20 to require that breakage for those liabilities be accounted for consistent with the breakage guidance in Topic 606. The amendments in this update are effective for public business entities, certain not-for-profit entities, and certain employee benefit plans for financial statements issued for fiscal years beginning after December 15, 2017, and interim periods within those fiscal years. For all other entities, the amendments are effective for financial statements issued for fiscal years beginning after December 15, 2018, and interim periods within fiscal years beginning after December 15, 2019. Earlier application is permitted, including adoption in an interim period. This update is not expected to have a significant impact on the Company's financial statements.

In March 2016, the FASB issued ASU 2016-05, Derivatives and Hedging (Topic 815). The amendments in this update apply to all reporting entities for which there is a change in the counterparty to a derivative instrument that has been designated as a heading

Table of Contents

instrument under Topic 815. The standards in this update clarify that a change in the counterparty to a derivative instrument that has been designated as the hedging instrument under Topic 815 does not, in and of itself, require designation of that hedging relationship provided that all other hedge accounting criteria continue to be met. For public business entities, the amendments in this update are effective for financial statements issued for fiscal years beginning after December 15, 2016, and interim periods within those fiscal years. For all other entities, the amendments in this update are effective for financial statements issued for fiscal years beginning after December 15, 2017, and interim periods within fiscal years beginning after December 15, 2018. An entity has an option to apply the amendments in this update on either a prospective basis or a modified retrospective basis. Early adoption is permitted, including adoption in an interim period. This update is not expected to have a significant impact on the Company's financial statements.

In June 2016, the FASB issued ASU 2016-13, Financial Instruments-Credit Losses: Measurement of Credit Losses on Financial Instruments ("ASU 2016-13"), which changes the impairment model for most financial assets. This ASU is intended to improve financial reporting by requiring timelier recording of credit losses on loans and other financial instruments held by financial institutions and other organizations. The underlying premise of the ASU is that financial assets measured at amortized cost should be presented at the net amount expected to be collected, through an allowance for credit losses that is deducted from the amortized cost basis. The allowance for credit losses should reflect management's current estimate of credit losses that are expected to occur over the remaining life of a financial asset. The income statement will be effected for the measurement of credit losses for newly recognized financial assets, as well as the expected increases or decreases of expected credit losses that have taken place during the period. ASU 2016-13 is effective for annual and interim periods beginning after December 15, 2019, and early adoption is permitted for annual and interim periods beginning after December 15, 2018. With certain exceptions, transition to the new requirements will be through a cumulative effect adjustment to opening retained earnings as of the beginning of the first reporting period in which the guidance is adopted. The Company is currently evaluating the impact the adoption of the standard will have on the Company's financial position or results of operations.

Note 4. Per Share Data

There are no convertible securities which would affect the denominator in calculating basic and dilutive earnings per share. There are 31,000 stock options outstanding, however, since the strike price of $42.03 is greater than the market price the options are not included in the denominator when calculating basic and dilutive earnings per share. Net income as presented on the consolidated statement of income will be used as the numerator. The following table sets forth the composition of the weighted average common shares (denominator) used in the basic and dilutive earnings per share computation.

	Three Months Ended June 30,		Six Months Ended June 30,	
	2016	2015	2016	2015
Weighted average common shares issued	5,005,703	5,003,365	5,005,432	5,003,100
Average treasury stock shares	(272,452)	(223,678)	(268,554)	(212,564)
Weighted average common shares and common stock equivalents used to calculate basic and diluted earnings per share	4,733,251	4,779,687	4,736,878	4,790,536

Table of Contents

Note 5. Investment Securities

The amortized cost and fair values of investment securities available for sale at June 30, 2016 and December 31, 2015 are as follows:

(In Thousands)	June 30, 2016 Amortized Cost	Gross Unrealized Gains	Gross Unrealized Losses	Fair Value
Available for sale (AFS)				
U.S. Government and agency securities	$2,710	$ 20	$ —	$2,730
Mortgage-backed securities	8,417	328	(56)	8,689
Asset-backed securities	1,691	—	(15)	1,676
State and political securities	66,632	2,304	—	68,936
Other debt securities	52,435	601	(1,143)	51,893
Total debt securities	131,885	3,253	(1,214)	133,924
Financial institution equity securities	9,595	899	(12)	10,482
Other equity securities	2,401	53	(193)	2,261
Total equity securities	11,996	952	(205)	12,743
Total investment securities AFS	$143,881	$ 4,205	$ (1,419)	$146,667

(In Thousands)	December 31, 2015 Amortized Cost	Gross Unrealized Gains	Gross Unrealized Losses	Fair Value
Available for sale (AFS)				
U.S. Government and agency securities	$3,586	$ —	$ (37)	$3,549
Mortgage-backed securities	9,785	284	(60)	10,009
Asset-backed securities	1,960	—	(20)	1,940
State and political securities	84,992	1,797	(234)	86,555
Other debt securities	59,832	185	(2,245)	57,772
Total debt securities	160,155	2,266	(2,596)	159,825
Financial institution equity securities	10,397	1,100	(14)	11,483
Other equity securities	5,214	70	(435)	4,849
Total equity securities	15,611	1,170	(449)	16,332
Total investment securities AFS	$175,766	$ 3,436	$ (3,045)	$176,157

The amortized cost and fair values of trading investment securities at June 30, 2016 and December 31, 2015 are as follows.

(In Thousands)	June 30, 2016 Amortized Cost	Gross Unrealized Gains	Gross Unrealized Losses	Fair Value
Trading				
Financial institution equity securities	$ —	$ —	$ —	$ —
Total equity securities	—	—	—	—
Total trading securities	$ —	$ —	$ —	$ —

12

Table of Contents

	December 31, 2015			
(In Thousands)	Amortized Cost	Gross Unrealized Gains	Gross Unrealized Losses	Fair Value
Trading				
Financial institution equity securities	$78	$ —	$ (5)	$ 73
Total equity securities	78	—	(5)	73
Total trading securities	$78	$ —	$ (5)	$ 73

Total net realized trading gains of $6,000 and $46,000 for the three and six month periods ended June 30, 2016 compared to the net realized trading loss of $4,000 for the three and six month periods ended June 30, 2015 were included in the Consolidated Statement of Income.

The following tables show the Company's gross unrealized losses and fair value, aggregated by investment category and length of time, that the individual securities have been in a continuous unrealized loss position, at June 30, 2016 and December 31, 2015.

	June 30, 2016					
	Less than Twelve Months		Twelve Months or Greater		Total	
(In Thousands)	Fair Value	Gross Unrealized Losses	Fair Value	Gross Unrealized Losses	Fair Value	Gross Unrealized Losses
Available for sale (AFS)						
U.S. Government and agency securities	$—	$ —	$ —	$ —	$—	$ —
Mortgage-backed securities	621	(2)	3,689	(54)	4,310	(56)
Asset-backed securities	1,469	(13)	207	(2)	1,676	(15)
State and political securities	—	—	—	—	—	—
Other debt securities	5,015	(47)	15,316	(1,096)	20,331	(1,143)
Total debt securities	7,105	(62)	19,212	(1,152)	26,317	(1,214)
Financial institution equity securities	55	(12)	—	—	55	(12)
Other equity securities	1,218	(193)	—	—	1,218	(193)
Total equity securities	1,273	(205)	—	—	1,273	(205)
Total investment securities AFS	$8,378	$ (267)	$ 19,212	$ (1,152)	$27,590	$ (1,419)

Table of Contents

	December 31, 2015					
	Less than Twelve Months		Twelve Months or Greater		Total	
(In Thousands)	Fair Value	Gross Unrealized Losses	Fair Value	Gross Unrealized Losses	Fair Value	Gross Unrealized Losses
Available for sale (AFS)						
U.S. Government and agency securities	$—	$ —	$ 3,549	$ (37)	$3,549	$ (37)
Mortgage-backed securities	6,081	(60)	—	—	6,081	(60)
Asset-backed securities	1,626	(16)	314	(4)	1,940	(20)
State and political securities	7,345	(47)	1,656	(187)	9,001	(234)
Other debt securities	24,381	(530)	22,547	(1,715)	46,928	(2,245)
Total debt securities	39,433	(653)	28,066	(1,943)	67,499	(2,596)
Financial institution equity securities	—	—	53	(14)	53	(14)
Other equity securities	2,363	(277)	1,001	(158)	3,364	(435)
Total equity securities	2,363	(277)	1,054	(172)	3,417	(449)
Total investment securities AFS	$41,796	$ (930)	$ 29,120	$ (2,115)	$70,916	$ (3,045)

At June 30, 2016 there were a total of 7 securities in a continuous unrealized loss position for less than twelve months and 17 individual securities that were in a continuous unrealized loss position for twelve months or greater.

The Company reviews its position quarterly and has determined that, at June 30, 2016, the declines outlined in the above table represent temporary declines and the Company does not intend to sell and does not believe it will be required to sell these securities before recovery of their cost basis, which may be at maturity. The Company has concluded that the unrealized losses disclosed above are not other than temporary but are the result of interest rate changes, sector credit ratings changes, or company-specific ratings changes that are not expected to result in the non-collection of principal and interest during the period.

The amortized cost and fair value of debt securities at June 30, 2016, by contractual maturity, are shown below. Expected maturities may differ from contractual maturities since borrowers may have the right to call or prepay obligations with or without call or prepayment penalties.

(In Thousands)	Amortized Cost	Fair Value
Due in one year or less	$ 2,158	$ 2,162
Due after one year to five years	34,417	34,882
Due after five years to ten years	72,112	72,662
Due after ten years	23,198	24,218
Total	$ 131,885	$ 133,924

Total gross proceeds from sales of securities available for sale were $36,007,000 and $31,693,000 for the six months ended June 30, 2016 and 2015, respectively.

Table of Contents

The following table represents gross realized gains and losses within the available for sale portfolio:

	Three Months Ended June 30,		Six Months Ended June 30,	
(In Thousands)	2016	2015	2016	2015
Gross realized gains:				
Mortgage-backed securities	6	—	6	—
State and political securities	$339	$350	$638	$746
Other debt securities	226	185	258	259
Financial institution equity securities	—	7	82	162
Other equity securities	—	—	144	132
Total gross realized gains	$571	$542	$1,128	$1,299
Gross realized losses:				
U.S. Government and agency securities	$3	$—	$3	$—
Mortgage-backed securities	—	—	—	—
Asset-backed securities	—	—	—	—
State and political securities	—	—	—	22
Other debt securities	82	15	163	47
Financial institution equity securities	—	—	—	—
Other equity securities	—	1	41	43
Total gross realized losses	$85	$16	$207	$112

The following table represents gross realized gains and losses within the trading portfolios:

	Three Months Ended June 30,		Six Months Ended June 30,	
(In Thousands)	2016	2015	2016	2015
Gross realized gains:				
Financial institution equity securities	—	2	$6	$ 2
Other equity securities	9	1	68	1
Total gross realized gains	$9	$ 3	$74	$ 3
Gross realized losses:				
Financial institution equity securities	3	3	$16	$ 3
Other equity securities	—	4	12	4
Total gross realized losses	$3	$ 7	$28	$ 7

There were no impairment charges included in gross realized losses for the three and six months ended June 30, 2016 and 2015, respectively.

Investment securities with a carrying value of approximately $108,144,000 and $131,089,000 at June 30, 2016 and December 31, 2015, respectively, were pledged to secure certain deposits, repurchase agreements, and for other purposes as required by law.

Note 6. Loans

Management segments the Banks' loan portfolio to a level that enables risk and performance monitoring according to similar risk characteristics. Loans are segmented based on the underlying collateral characteristics. Categories include commercial, financial, and agricultural, real estate, and installment loans to individuals. Real estate loans are further segmented into three categories: residential, commercial, and construction.

Table of Contents

The following table presents the related aging categories of loans, by segment, as of June 30, 2016 and December 31, 2015:

	June 30, 2016				
(In Thousands)	Current	Past Due 30 To 89 Days	Past Due 90 Days Or More & Still Accruing	Non-Accrual	Total
Commercial, financial, and agricultural	$154,569	$ 244	$ 152	$140	$155,105
Real estate mortgage:					
Residential	540,130	2,837	123	1,970	545,060
Commercial	293,174	1,198	235	8,929	303,536
Construction	24,494	—	—	67	24,561
Installment loans to individuals	26,795	516	—	8	27,319
	1,039,162	$ 4,795	$ 510	$11,114	1,055,581
Net deferred loan fees and discounts	(1,462)				(1,462)
Allowance for loan losses	(12,517)				(12,517)
Loans, net	$1,025,183				$1,041,602

	December 31, 2015				
(In Thousands)	Current	Past Due 30 To 89 Days	Past Due 90 Days Or More & Still Accruing	Non-Accrual	Total
Commercial, financial, and agricultural	$162,312	$ 164	$ —	$ 1,596	$164,072
Real estate mortgage:					
Residential	517,753	6,827	714	889	526,183
Commercial	295,784	720	265	5,770	302,539
Construction	26,545	67	—	212	26,824
Installment loans to individuals	26,572	429	—	—	27,001
	1,028,966	$ 8,207	$ 979	$ 8,467	1,046,619
Net deferred loan fees and discounts	(1,412)				(1,412)
Allowance for loan losses	(12,044)				(12,044)
Loans, net	$1,015,510				$1,033,163

Purchased loans acquired are recorded at fair value on their purchase date without a carryover of the related allowance for loan losses.

Upon the acquisition of Luzerne Bank on June 1, 2013, the Company evaluated whether each acquired loan (regardless of size) was within the scope of ASC 310-30, Receivables-Loans and Debt Securities Acquired with Deteriorated Credit Quality. Purchased credit-impaired loans are loans that have evidence of credit deterioration since origination and it is probable at the date of acquisition that the Company will not collect all contractually required principal and interest payments. There were no material increases or decreases in the expected cash flows of these loans between June 1, 2013 (the “acquisition date”) and June 30, 2016. The fair value of purchased credit-impaired loans, on the acquisition date, was determined, primarily based on the fair value of loan collateral. The carrying value

of purchased loans acquired with deteriorated credit quality was $333,000 at June 30, 2016.

On the acquisition date, the preliminary estimate of the unpaid principal balance for all loans evidencing credit impairment acquired in the Luzerne Bank acquisition was $1,211,000 and the estimated fair value of the loans was $878,000. Total contractually required payments on these loans, including interest, at the acquisition date was $1,783,000. However, the Company's preliminary estimate

Table of Contents

of expected cash flows was $941,000. At such date, the Company established a credit risk related non-accretable discount (a discount representing amounts which are not expected to be collected from either the customer or liquidation of collateral) of $842,000 relating to these impaired loans, reflected in the recorded net fair value. Such amount is reflected as a non-accretable fair value adjustment to loans. The Company further estimated the timing and amount of expected cash flows in excess of the estimated fair value and established an accretable discount of $63,000 on the acquisition date relating to these impaired loans.

The following table presents additional information regarding loans acquired in the Luzerne Bank transaction with specific evidence of deterioration in credit quality:

(In Thousands)	June 30, 2016	December 31, 2015
Outstanding balance	$ 433	$ 441
Carrying amount	333	341

There were no material increases or decreases in the expected cash flows of these loans between June 1, 2013 (the "acquisition date") and June 30, 2016. There has been no allowance for loan losses recorded for acquired loans with specific evidence of deterioration in credit quality as of June 30, 2016.

The following table presents interest income the Banks would have recorded if interest had been recorded based on the original loan agreement terms and rate of interest for non-accrual loans and interest income recognized on a cash basis for non-accrual loans for the three and six months ended June 30, 2016 and 2015:

	Three Months Ended June 30,			
	2016		2015	
(In Thousands)	Interest Income That Would Have Been Recorded Based on Original Term and Rate	Interest Income Recorded on a Cash Basis	Interest Income That Would Have Been Recorded Based on Original Term and Rate	Interest Income Recorded on a Cash Basis
Commercial, financial, and agricultural	$ 1	$ —	$ 2	$ —
Real estate mortgage:				
Residential	24	13	16	10
Commercial	110	16	66	10
Construction	2	—	15	29
	$ 137	$ 29	$ 99	$ 49

	Six Months Ended June 30,			
	2016		2015	
(In Thousands)	Interest Income That Would Have Been Recorded Based on Original Term and Rate	Interest Income Recorded on a Cash Basis	Interest Income That Would Have Been Recorded Based on Original Term and Rate	Interest Income Recorded on a Cash Basis
Commercial, financial, and agricultural	$ 4	$ 1	$ 14	$ 8
Real estate mortgage:				
Residential	56	27	21	19
Commercial	279	80	171	35
Construction	2		30	36
	$ 341	$ 108	$ 236	$ 98

Impaired Loans

Impaired loans are loans for which it is probable the Banks will not be able to collect all amounts due according to the contractual terms of the loan agreement. The Banks evaluate such loans for impairment individually and does not aggregate loans by major risk classifications. The definition of "impaired loans" is not the same as the definition of "non-accrual loans," although the two categories overlap. The Banks may choose to place a loan on non-accrual status due to payment delinquency or uncertain collectability, while not classifying the loan as impaired. Factors considered by management in determining impairment include payment status and collateral value. The amount of impairment for these types of loans is determined by the difference between

Table of Contents

the present value of the expected cash flows related to the loan, using the original interest rate, and its recorded value, or as a practical expedient in the case of collateralized loans, the difference between the fair value of the collateral and the recorded amount of the loan. When foreclosure is probable, impairment is measured based on the fair value of the collateral.

Management evaluates individual loans in all of the commercial segments for possible impairment if the loan is greater than $100,000 and if the loan is either on non-accrual status or has a risk rating of substandard. Management may also elect to measure an individual loan for impairment if less than $100,000 on a case-by-case basis.

Mortgage loans on one-to-four family properties and all consumer loans are large groups of smaller-balance homogeneous loans and are measured for impairment collectively. Loans that experience insignificant payment delays, which are defined as 90 days or less, generally are not classified as impaired. Management determines the significance of payment delays on a case-by-case basis taking into consideration all circumstances surrounding the loan and the borrower including the length of the delay, the borrower's prior payment record, and the amount of shortfall in relation to the principal and interest owed. Interest income for impaired loans is recorded consistent with the Banks' policy on non-accrual loans.

The following table presents the recorded investment, unpaid principal balance, and related allowance of impaired loans by segment as of June 30, 2016 and December 31, 2015:

	June 30, 2016		
(In Thousands)	Recorded Investment	Unpaid Principal Balance	Related Allowance
With no related allowance recorded:			
Commercial, financial, and agricultural	$289	$ 289	$ —
Real estate mortgage:			
Residential	1,417	1,417	—
Commercial	2,175	2,225	—
Construction	278	278	—
	4,159	4,209	—
With an allowance recorded:			
Commercial, financial, and agricultural	140	140	70
Real estate mortgage:			
Residential	2,260	2,360	1,038
Commercial	9,369	9,369	1,517
Construction	—	—	—
	11,769	11,869	2,625
Total:			
Commercial, financial, and agricultural	429	429	70
Real estate mortgage:			
Residential	3,677	3,777	1,038
Commercial	11,544	11,594	1,517
Construction	278	278	—
	$15,928	$ 16,078	$ 2,625

Table of Contents

(In Thousands)	December 31, 2015 Recorded Investment	Unpaid Principal Balance	Related Allowance
With no related allowance recorded:			
Commercial, financial, and agricultural	$319	$ 319	$ —
Real estate mortgage:			
Residential	1,142	1,142	—
Commercial	1,735	1,785	—
Construction	212	212	—
	3,408	3,458	—
With an allowance recorded:			
Commercial, financial, and agricultural	150	150	75
Real estate mortgage:			
Residential	1,573	1,703	376
Commercial	10,752	10,752	1,653
Construction	—	—	—
	12,475	12,605	2,104
Total:			
Commercial, financial, and agricultural	469	469	75
Real estate mortgage:			
Residential	2,715	2,845	376
Commercial	12,487	12,537	1,653
Construction	212	212	—
	$15,883	$ 16,063	$ 2,104

The following table presents the average recorded investment in impaired loans and related interest income recognized for the three and six months ended for June 30, 2016 and 2015:

	Three Months Ended June 30,					
	2016			2015		
(In Thousands)	Average Investment in Impaired Loans	Interest Income Recognized on an Accrual Basis on Impaired Loans	Interest Income Recognized on a Cash Basis on Impaired Loans	Average Investment in Impaired Loans	Interest Income Recognized on an Accrual Basis on Impaired Loans	Interest Income Recognized on a Cash Basis on Impaired Loans
Commercial, financial, and agricultural	$513	$ 4	$ —	$1,064	$ 5	$ 3
Real estate mortgage:						
Residential	2,985	22	13	1,922	16	12
Commercial	11,724	82	16	14,271	77	11
Construction	173	—		910	—	29
	$15,395	$ 108	$ 29	$18,167	$ 98	$ 55

	Six Months Ended June 30,					
	2016			2015		
(In Thousands)	Average Investment in Impaired Loans	Interest Income Recognized on an Accrual Basis on Impaired Loans	Interest Income Recognized on a Cash Basis on Impaired Loans	Average Investment in Impaired Loans	Interest Income Recognized on an Accrual Basis on Impaired Loans	Interest Income Recognized on a Cash Basis on Impaired Loans
Commercial, financial, and agricultural	$498	$ 8	$ 4	$1,080	$ 10	$ 10

Real estate mortgage:						
Residential	3,208	44	22	1,741	28	17
Commercial	12,410	164	82	14,486	148	36
Construction	186	—		780	—	36
	$16,302	$ 216	$ 108	$18,087	$ 186	$ 99

19

Table of Contents

Currently, there is $23,000 committed to be advanced in connection with impaired loans.

Troubled Debt Restructurings

The loan portfolio also includes certain loans that have been modified in a Troubled Debt Restructuring ("TDR"), where economic concessions have been granted to borrowers who have experienced or are expected to experience financial difficulties. These concessions typically result from loss mitigation activities and could include reductions in the interest rate, payment extensions, forgiveness of principal, forbearance, or other actions. Certain TDRs are classified as nonperforming at the time of restructure and may only be returned to performing status after considering the borrower's sustained repayment performance for a reasonable period, generally six months.

There were three loan modifications that were considered TDRs completed during the three months ended June 30, 2016. Loan modifications that are considered TDRs completed during the three and six months ended June 30, 2016 and 2015 and were as follows:

	Three Months Ended June 30,					
	2016			2015		
(In Thousands, Except Number of Contracts)	Number of Contracts	Pre-Modification Outstanding Recorded Investment	Post-Modification Outstanding Recorded Investment	Number of Contracts	Pre-Modification Outstanding Recorded Investment	Post-Modification Outstanding Recorded Investment
Commercial, financial, and agricultural	—	$ —	$ —			
Real estate mortgage:						
Residential	2	342	342	1	88	88
Commercial	1	838	838	1	247	247
Construction	—	—	—	1	398	398
	3	$ 1,180	$ 1,180	3	$ 733	$ 733

	Six Months Ended June 30,					
	2016			2015		
(In Thousands, Except Number of Contracts)	Number of Contracts	Pre-Modification Outstanding Recorded Investment	Post-Modification Outstanding Recorded Investment	Number of Contracts	Pre-Modification Outstanding Recorded Investment	Post-Modification Outstanding Recorded Investment
Commercial, financial, and agricultural	—	$ —	$ —	2	$ 97	$ 97
Real estate mortgage:						
Residential	2	342	342	6	322	322
Commercial	1	838	838	2	517	517
Construction	—	—	—	1	398	398
	3	$ 1,180	$ 1,180	11	$ 1,334	$ 1,334

There were five loan modifications considered to be TDRs made during the twelve months previous to June 30, 2016 that defaulted during the six months ended June 30, 2016. The defaulted loan types and recorded investments at March 31, 2016 are as follows: one commercial loan with a recorded investment of $103,000, one commercial real estate loan with a recorded investment of $239,000, and three residential real estate loan with a recorded investment of $173,000. There was one loan modifications considered TDRs made during the twelve months previous to June 30, 2015 that defaulted during the six months ended June 30, 2015. The loan that defaulted is a commercial real estate loans with a recorded investment of $48,000 at June 30, 2015.

Troubled debt restructurings amounted to $10,245,000 and $9,647,000 as of June 30, 2016 and December 31, 2015.

The amount of foreclosed residential real estate held at June 30, 2016 and December 31, 2015, totaled $126,000 and $102,000, respectively. Consumer mortgage loans secured by residential real estate properties for which formal foreclosure proceedings are in process at June 30, 2016 and December 31, 2015, totaled $938,000 and $448,000, respectively.

Table of Contents

Internal Risk Ratings

Management uses a ten point internal risk rating system to monitor the credit quality of the overall loan portfolio. The first six categories are considered not criticized, and are aggregated as “Pass” rated. The criticized rating categories utilized by management generally follow bank regulatory definitions. The special mention category includes assets that are currently protected but are potentially weak, resulting in an undue and unwarranted credit risk, but not to the point of justifying a substandard classification. Loans in the substandard category have well-defined weaknesses that jeopardize the liquidation of the debt, and have a distinct possibility that some loss will be sustained if the weaknesses are not corrected. All loans greater than 90 days past due are evaluated for substandard classification. Loans in the doubtful category exhibit the same weaknesses found in the substandard loans, however, the weaknesses are more pronounced. Such loans are static and collection in full is improbable. However, these loans are not yet rated as loss because certain events may occur which would salvage the debt. Loans classified loss are considered uncollectible and charge-off is imminent.

To help ensure that risk ratings are accurate and reflect the present and future capacity of borrowers to repay a loan as agreed, the Banks have a structured loan rating process with several layers of internal and external oversight. Generally, consumer and residential mortgage loans are included in the pass category unless a specific action, such as bankruptcy, repossession, or death occurs to raise awareness of a possible credit event. An external annual loan review of large commercial relationships is performed, as well as a sample of smaller transactions. Confirmation of the appropriate risk category is included in the review. Detailed reviews, including plans for resolution, are performed on loans classified as substandard, doubtful, or loss on a quarterly basis.

The following table presents the credit quality categories identified above as of June 30, 2016 and December 31, 2015:

	June 30, 2016					
	Commercial,	Real Estate Mortgages				
(In Thousands)	Financial, and Agricultural	Residential	Commercial	Construction	Installment Loans to Individuals	Totals
Pass	$151,930	$542,212	$ 293,881	$ 24,494	$ 27,311	$1,039,828
Special Mention	3,035	878	726	—	—	4,639
Substandard	140	1,970	8,929	67	8	11,114
	$155,105	$545,060	$ 303,536	$ 24,561	$ 27,319	$1,055,581

	December 31, 2015					
	Commercial,	Real Estate Mortgages				
(In Thousands)	Financial, and Agricultural	Residential	Commercial	Construction	Installment Loans to Individuals	Totals
Pass	$160,734	$522,853	$ 277,248	$ 26,612	$ 27,001	$1,014,448
Special Mention	1,669	823	8,625	—	—	11,117
Substandard	1,669	2,507	16,666	212	—	21,054
	$164,072	$526,183	$ 302,539	$ 26,824	$ 27,001	$1,046,619

Allowance for Loan Losses

An allowance for loan losses (“ALL”) is maintained to absorb losses from the loan portfolio. The ALL is based on management’s continuing evaluation of the risk characteristics and credit quality of the loan portfolio, assessment of current economic conditions, diversification and size of the portfolio, adequacy of collateral, past and anticipated future loss experience, and the amount of non-performing loans.

The Banks' methodology for determining the ALL is based on the requirements of ASC Section 310-10-35 for loans individually evaluated for impairment (previously discussed) and ASC Subtopic 450-20 for loans collectively evaluated for impairment, as well as the Interagency Policy Statements on the Allowance for Loan and Lease Losses and other bank regulatory guidance. The total of the two components represents the Banks' ALL.

Loans that are collectively evaluated for impairment are analyzed with general allowances being made as appropriate. Allowances are segmented based on collateral characteristics previously disclosed, and consistent with credit quality monitoring. Loans that are collectively evaluated for impairment are grouped into two classes for evaluation. A general allowance is determined for “Pass” rated credits, while a separate pool allowance is provided for “Criticized” rated credits that are not individually evaluated for impairment.

Table of Contents

For the general allowances, historical loss trends are used in the estimation of losses in the current portfolio. These historical loss amounts are modified by other qualitative factors. A historical charge-off factor is calculated utilizing a twelve quarter moving average. However, management may adjust the moving average time frame by up to four quarters to adjust for variances in the economic cycle. Management has identified a number of additional qualitative factors which it uses to supplement the historical charge-off factor because these factors are likely to cause estimated credit losses associated with the existing loan pools to differ from historical loss experience. The additional factors that are evaluated quarterly and updated using information obtained from internal, regulatory, and governmental sources are: national and local economic trends and conditions; levels of and trends in delinquency rates and non-accrual loans; trends in volumes and terms of loans; effects of changes in lending policies; experience, ability, and depth of lending staff; value of underlying collateral; and concentrations of credit from a loan type, industry and/or geographic standpoint.

Loans in the criticized pools, which possess certain qualities or characteristics that may lead to collection and loss issues, are closely monitored by management and subject to additional qualitative factors. Management also monitors industry loss factors by loan segment for applicable adjustments to actual loss experience.

Management reviews the loan portfolio on a quarterly basis in order to make appropriate and timely adjustments to the ALL. When information confirms all or part of specific loans to be uncollectible, these amounts are promptly charged off against the ALL.

Activity in the allowance is presented for the three and six months ended June 30, 2016 and 2015:

	Three Months Ended June 30, 2016						
		Real Estate Mortgages					
(In Thousands)	Commercial, Financial, and Agricultural	Residential	Commercial	Construction	Installment Loans to Individuals	Unallocated	Totals
Beginning Balance	$1,254	$5,123	$ 4,472	$ 147	$ 264	$ 1,122	$12,382
Charge-offs	(149)	(7)	—	—	(53)	—	(209)
Recoveries	52	3	—	2	29	—	86
Provision	116	732	(471)	(6)	37	(150)	258
Ending Balance	$1,273	$5,851	$ 4,001	$ 143	$ 277	$ 972	$12,517

	Three Months Ended June 30, 2015						
		Real Estate Mortgages					
(In Thousands)	Commercial, Financial, and Agricultural	Residential	Commercial	Construction	Installment Loans to Individuals	Unallocated	Totals
Beginning Balance	$1,478	$4,227	$ 3,873	$ 752	$ 193	$ 303	$10,826
Charge-offs	(263)	—	—	(46)	(58)	—	(367)
Recoveries	2	13	169	5	17	—	206
Provision	69	94	(173)	(163)	85	688	600
Ending Balance	$1,286	$4,334	$ 3,869	$ 548	$ 237	$ 991	$11,265

	Six Months Ended June 30, 2016						
		Real Estate Mortgages					
(In Thousands)	Commercial, Financial, and Agricultural	Residential	Commercial	Construction	Installment Loans to Individuals	Unallocated	Totals

Beginning Balance	$1,532	$5,116	$ 4,217	$ 160	$ 243	$ 776	$12,044
Charge-offs	(149)	(7)	—	—	(104)	—	(260)
Recoveries	52	6	5	5	57	—	125
Provision	(162)	736	(221)	(22)	81	196	608
Ending Balance	$1,273	$5,851	$ 4,001	$ 143	$ 277	$ 972	$12,517

Table of Contents

	Six Months Ended June 30, 2015						
	Commercial, Financial, and Agricultural	Real Estate Mortgages					
(In Thousands)		Residential	Commercial	Construction	Installment Loans to Individuals	Unallocated	Totals
Beginning Balance	$1,124	$3,755	$ 4,205	$ 786	$ 245	$ 464	$10,579
Charge-offs	(283)	(1)	(449)	(46)	(114)	—	(893)
Recoveries	28	37	169	16	29	—	279
Provision	417	543	(56)	(208)	77	527	1,300
Ending Balance	$1,286	$4,334	$ 3,869	$ 548	$ 237	$ 991	$11,265

The Company grants commercial, industrial, residential, and installment loans to customers primarily throughout north-east and central Pennsylvania. Although the Company has a diversified loan portfolio, a substantial portion of its debtors' ability to honor their contracts is dependent on the economic conditions within this region.

The Company has a concentration of the following to gross loans at June 30, 2016 and 2015:

	June 30,	
	2016	2015
Owners of residential rental properties	16.74%	16.32%
Owners of commercial rental properties	14.14%	14.18%

The following table presents the balance in the allowance for loan losses and the recorded investment in loans by portfolio segment based on impairment method as of June 30, 2016 and December 31, 2015:

	June 30, 2016						
	Commercial, Financial, and Agricultural	Real Estate Mortgages					
(In Thousands)		Residential	Commercial	Construction	Installment Loans to Individuals	Unallocated	Totals
Allowance for Loan Losses:							
Ending allowance balance attributable to loans:							
Individually evaluated for impairment	$70	$1,038	$1,517	$ —	$ —	$ —	$2,625
Collectively evaluated for impairment	1,203	4,813	2,484	143	277	972	9,892
Total ending allowance balance	$1,273	$5,851	$4,001	$ 143	$ 277	$ 972	$12,517
Loans:							
Individually evaluated for impairment	$429	$3,344	$11,544	$ 278	$ —		$15,595
Loans acquired with deteriorated credit quality	—	333	—	—	—		333
Collectively evaluated for impairment	154,676	541,383	291,992	24,283	27,319		1,039,653
Total ending loans balance	$155,105	$545,060	$303,536	$ 24,561	$ 27,319		$1,055,581

Table of Contents

(In Thousands)	December 31, 2015 Commercial, Financial, and Agricultural	Real Estate Mortgages Residential	Commercial	Construction	Installment Loans to Individuals	Unallocated	Totals
Allowance for Loan Losses:							
Ending allowance balance attributable to loans:							
Individually evaluated for impairment	$75	$376	$ 1,653	$ —	$ —	$ —	$2,104
Collectively evaluated for impairment	1,457	4,740	2,564	160	243	776	9,940
Total ending allowance balance	$1,532	$5,116	$ 4,217	$ 160	$ 243	$ 776	$12,044
Loans:							
Individually evaluated for impairment	$469	$2,374	$ 12,487	$ 212	$ —		$15,542
Loans acquired with deteriorated credit quality	—	341	—	—	—		341
Collectively evaluated for impairment	163,603	523,468	290,052	26,612	27,001		1,030,736
Total ending loans balance	$164,072	$526,183	$ 302,539	$ 26,824	$ 27,001		$1,046,619

Note 7. Net Periodic Benefit Cost-Defined Benefit Plans

For a detailed disclosure on the Company's pension and employee benefits plans, please refer to Note 13 of the Company's Consolidated Financial Statements included in the Annual Report on Form 10-K for the year ended December 31, 2015.

The following sets forth the components of the net periodic benefit/cost of the domestic non-contributory defined benefit plan for the three and six months ended June 30, 2016 and 2015, respectively:

(In Thousands)	Three Months Ended June 30, 2016	2015	Six Months Ended June 30, 2016	2015
Service cost	$17	$16	$34	$32
Interest cost	193	189	386	378
Expected return on plan assets	(251)	(210)	(502)	(491)
Amortization of net loss	39	40	78	80
Net periodic benefit cost	$(2)	$35	$(4)	$(1)

Employer Contributions

The Company previously disclosed in its consolidated financial statements, included in the Annual Report on Form 10-K for the year ended December 31, 2015, that it expected to contribute a minimum of $500,000 to its defined benefit plan in 2016. As of June 30, 2016, there were contributions of $500,000 made to the plan with additional

contributions of at least $250,000 anticipated during the remainder of 2016.

Note 8. Employee Stock Purchase Plan

The Company maintains an Employee Stock Purchase Plan (“Plan”). The Plan is intended to encourage employee participation in the ownership and economic progress of the Company. The Plan allows for up to 1,000,000 shares to be purchased by employees. The purchase price of the shares is 95% of market value with an employee eligible to purchase up to the lesser of 15% of base compensation or $12,000 in market value annually. During the six months ended June 30, 2016 and 2015, there were 1,052 and 1,108 shares issued under the plan, respectively.

Table of Contents

Note 9. Off Balance Sheet Risk

The Company is a 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 are primarily comprised of commitments to extend credit, standby letters of credit, and credit exposure from the sale of assets with recourse. These instruments involve, to varying degrees, elements of credit, interest rate, or liquidity risk in excess of the amount recognized in the Consolidated Balance Sheet. The contract amounts of these instruments express the extent of involvement the Company has in particular classes of financial instruments.

The Company's exposure to credit loss from nonperformance by the other party to the financial instruments for commitments to extend credit and standby letters of credit is represented by the contractual amount of these instruments. The Company uses the same credit policies in making commitments and conditional obligations as it does for on-balance sheet instruments. The Company may require collateral or other security to support financial instruments with off-balance sheet credit risk.

Financial instruments whose contract amounts represent credit risk are as follows at June 30, 2016 and December 31, 2015:

(In Thousands)	June 30, 2016	December 31, 2015
Commitments to extend credit	$247,773	$ 241,936
Standby letters of credit	6,745	4,786
Credit exposure from the sale of assets with recourse	8,271	6,523
	$262,789	$ 253,245

Commitments to extend credit are legally binding agreements to lend to customers. Commitments generally have fixed expiration dates or other termination clauses and may require payment of fees. Since many of the commitments are expected to expire without being drawn upon, the total commitment amounts do not necessarily represent future liquidity requirements. The Company evaluates each customer's credit worthiness on a case-by-case basis. The amount of collateral obtained, if deemed necessary by the Company, on an extension of credit is based on management's credit assessment of the counterparty.

Standby letters of credit represent conditional commitments issued by the Company to guarantee the performance of a customer to a third party. These instruments are issued primarily to support bid or performance related contracts. The coverage period for these instruments is typically a one year period with an annual renewal option subject to prior approval by management. Fees earned from the issuance of these letters are recognized upon expiration of the coverage period. For secured letters of credit, the collateral is typically Bank deposit instruments or customer business assets.

Note 10. Fair Value Measurements

The following disclosures show the hierarchal disclosure framework associated with the level of pricing observations utilized in measuring assets and liabilities at fair value.

Level I: Quoted prices are available in active markets for identical assets or liabilities as of the reported date.

Level II: Pricing inputs are other than quoted prices in active markets, which are either directly or indirectly observable as of the reported date. The nature of these assets and liabilities include items for which quoted prices are

available but traded less frequently, and items that are fair valued using other financial instruments, the parameters of which can be directly observed.

Level III: Assets and liabilities that have little to no pricing observability as of the reported date. These items do not have two-way markets and are measured using management's best estimate of fair value, where the inputs into the determination of fair value require significant management judgment or estimation.

This hierarchy requires the use of observable market data when available.

The following table presents the assets reported on the balance sheet at their fair value on a recurring basis as of June 30, 2016 and December 31, 2015, by level within the fair value hierarchy. Financial assets and liabilities are classified in their entirety based on the lowest level of input that is significant to the fair value measurement.

Table of Contents

	June 30, 2016			
(In Thousands)	Level I	Level II	Level III	Total
Assets measured on a recurring basis:				
Investment securities, available for sale:				
U.S. Government and agency securities	$—	$2,730	$ —	$2,730
Mortgage-backed securities	—	8,689	—	8,689
Asset-backed securities	—	1,676	—	1,676
State and political securities	—	68,936	—	68,936
Other debt securities	—	51,893	—	51,893
Financial institution equity securities	10,482	—	—	10,482
Other equity securities	2,261	—	—	2,261
Investment securities, trading:				
Financial institution equity securities	—	—	—	—
Total assets measured on a recurring basis	$12,743	$133,924	$ —	$146,667

	December 31, 2015			
(In Thousands)	Level I	Level II	Level III	Total
Assets measured on a recurring basis:				
Investment securities, available for sale:				
U.S. Government and agency securities	$—	$3,549	$ —	$3,549
Mortgage-backed securities	—	10,009	—	10,009
Asset-backed securities	—	1,940	—	1,940
State and political securities	—	86,555	—	86,555
Other debt securities	—	57,772	—	57,772
Financial institution equity securities	11,483	—	—	11,483
Other equity securities	4,849	—	—	4,849
Investment securities, trading:				
Financial institution equity securities	73	—	—	73
Total assets measured on a recurring basis	$16,405	$159,825	$ —	$176,230

The following table presents the assets reported on the Consolidated Balance Sheet at their fair value on a non-recurring basis as of June 30, 2016 and December 31, 2015, by level within the fair value hierarchy. Financial assets and liabilities are classified in their entirety based on the lowest level of input that is significant to the fair value measurement.

	June 30, 2016			
(In Thousands)	Level I	Level II	Level III	Total
Assets measured on a non-recurring basis:				
Impaired loans	$—	$ —	$13,303	$13,303
Other real estate owned	—	—	1,348	1,348
Total assets measured on a non-recurring basis	$—	$ —	$14,651	$14,651

	December 31, 2015			
(In Thousands)	Level I	Level II	Level III	Total
Assets measured on a non-recurring basis:				
Impaired loans	$—	$ —	$13,779	$13,779
Other real estate owned	—	—	1,696	1,696
Total assets measured on a non-recurring basis	$—	$ —	$15,475	$15,475

Table of Contents

The following tables present a listing of significant unobservable inputs used in the fair value measurement process for items valued utilizing level III techniques as of June 30, 2016 and December 31, 2015:

	June 30, 2016				
	Quantitative Information About Level III Fair Value Measurements				
(In Thousands)	Fair Value	Valuation Technique(s)	Unobservable Inputs	Range	Weighted Average
Impaired loans	$4,475	Discounted cash flow	Temporary reduction in payment amount	0 to (70)%	(16)%
	8,828	Appraisal of collateral	Appraisal adjustments (1)	0 to (20)%	(13)%
Other real estate owned	$1,348	Appraisal of collateral (1)			

(1) Appraisals may be adjusted by management for qualitative factors such as economic conditions and estimated liquidation expenses.

	December 31, 2015				
	Quantitative Information About Level III Fair Value Measurements				
(In Thousands)	Fair Value	Valuation Technique(s)	Unobservable Inputs	Range	Weighted Average
Impaired loans	$5,696	Discounted cash flow	Temporary reduction in payment amount	0 to (70)%	(17)%
	8,083	Appraisal of collateral	Appraisal adjustments (1)	0 to (20)%	(15)%
Other real estate owned	$1,696	Appraisal of collateral (1)			

(1) Appraisals may be adjusted by management for qualitative factors such as economic conditions and estimated liquidation expenses.

The discounted cash flow valuation technique is utilized to determine the fair value of performing impaired loans, while non-performing impaired loans utilize the appraisal of collateral method.

The significant unobservable inputs used in the fair value measurement of the Company's impaired loans using the discounted cash flow valuation technique include temporary changes in payment amounts and the probability of default. Significant increases (decreases) in payment amounts would result in significantly higher (lower) fair value measurements.

The significant unobservable input used in the fair value measurement of the Company's impaired loans using the appraisal of collateral valuation technique include appraisal adjustments, which are adjustments to appraisals by management for qualitative factors such as economic conditions and estimated liquidation expenses. The significant unobservable input used in the fair value measurement of the Company's other real estate owned are the same inputs used to value impaired loans using the appraisal of collateral valuation technique.

Note 11. Fair Value of Financial Instruments

The Company is required to disclose fair values for its financial instruments. Fair values are made at a specific point in time, based on relevant market information and information about the financial instrument. These estimates do not reflect any premium or discount that could result from offering for sale at one time the Company's entire holdings of a particular financial instrument. Also, it is the Company's general practice and intention to hold most of its financial instruments to maturity and not to engage in trading or sales activities. Because no market exists for a significant portion of the Company's financial instruments, fair value estimates are based on judgments regarding future expected

loss experience, current economic conditions, risk characteristics of various financial instruments, and other factors. These fair values are subjective in nature and involve uncertainties and matters of significant judgment and therefore cannot be determined with precision. Changes in assumptions can significantly affect the fair values.

Fair values have been determined by the Company using historical data and an estimation methodology suitable for each category of financial instruments. The Company's fair values, methods, and assumptions are set forth below for the Company's other financial instruments.

As certain assets and liabilities, such as deferred tax assets, premises and equipment, and many other operational elements of the Company, are not considered financial instruments but have value, this fair value of financial instruments would not represent the full market value of the Company.

Table of Contents

The fair values of the Company's financial instruments are as follows at June 30, 2016 and December 31, 2015:

	Carrying	Fair	Fair Value Measurements at June 30, 2016		
(In Thousands)	Value	Value	Level I	Level II	Level III
Financial assets:					
Cash and cash equivalents	$69,475	$69,475	$ 69,475	$ —	$ —
Investment securities:					
Available for sale	146,667	146,667	12,743	133,924	—
Trading	—	—	—	—	—
Loans held for sale	1,349	1,349	1,349	—	—
Loans, net	1,041,602	1,073,409	—	—	1,073,409
Bank-owned life insurance	27,016	27,016	27,016	—	—
Accrued interest receivable	3,490	3,490	3,490	—	—
Financial liabilities:					
Interest-bearing deposits	$810,865	$811,873	$ 590,142	$ —	$ 221,731
Noninterest-bearing deposits	274,002	274,002	274,002	—	—
Short-term borrowings	17,440	17,440	17,440	—	—
Long-term borrowings	91,025	92,658	—	—	92,658
Accrued interest payable	456	456	456	—	—

	Carrying	Fair	Fair Value Measurements at December 31, 2015		
(In Thousands)	Value	Value	Level I	Level II	Level III
Financial assets:					
Cash and cash equivalents	$22,796	$22,796	$ 22,796	$ —	$ —
Investment securities:					
Available for sale	176,157	176,157	16,332	159,825	—
Trading	73	73	73	—	—
Loans held for sale	757	757	757	—	—
Loans, net	1,033,163	1,045,140	—	—	1,045,140
Bank-owned life insurance	26,667	26,667	26,667	—	—
Accrued interest receivable	3,686	3,686	3,686	—	—
Financial liabilities:					
Interest-bearing deposits	$751,797	$729,685	$ 509,206	$ —	$ 220,479
Noninterest-bearing deposits	280,083	280,083	280,083	—	—
Short-term borrowings	46,638	46,638	46,638	—	—
Long-term borrowings	91,025	91,783	—	—	91,783
Accrued interest payable	426	426	426	—	—

Cash and Cash Equivalents, Loans Held for Sale, Accrued Interest Receivable, Short-term Borrowings, and Accrued Interest Payable:
The fair value is equal to the carrying value.

Investment Securities:
The fair value of investment securities available for sale and trading is equal to the available quoted market price. If no quoted market price is available, fair value is estimated using the quoted market price for similar securities.

Regulatory stocks' fair value is equal to the carrying value.

Loans:
Fair values are estimated for portfolios of loans with similar financial characteristics. Loans are segregated by type such as commercial, financial, and agricultural, commercial real estate, residential real estate, construction real estate, and installment

Table of Contents

loans to individuals. Each loan category is further segmented into fixed and adjustable rate interest terms and by performing and nonperforming categories.

The fair value of performing loans is calculated by discounting scheduled cash flows through the estimated maturity using estimated market discount rates that reflect the credit and interest rate risk inherent in the loan. The estimate of maturity is based on the Company's historical experience with repayments for each loan classification, modified, as required, by an estimate of the effect of current economic and lending conditions.

Fair value for significant nonperforming loans is based on recent external appraisals. If appraisals are not available, estimated cash flows are discounted using a rate commensurate with the risk associated with the estimated cash flows. Assumptions regarding credit risk, cash flows, and discounted rates are judgmentally determined using available market information and specific borrower information.

Bank-Owned Life Insurance:
The fair value is equal to the cash surrender value of the life insurance policies.

Deposits:
The fair value of deposits with no stated maturity, such as noninterest-bearing demand deposits, savings, NOW, and money market accounts, is equal to the amount payable on demand. The fair value of certificates of deposit is based on the discounted value of contractual cash flows.

The fair value estimates above do not include the benefit that results from the low-cost funding provided by the deposit liabilities compared to the cost of borrowing funds in the market, commonly referred to as the core deposit intangible.

Long Term Borrowings:
The fair value of long term borrowings is based on the discounted value of contractual cash flows.

Commitments to Extend Credit, Standby Letters of Credit, and Financial Guarantees Written:
There is no material difference between the notional amount and the estimated fair value of off-balance sheet items. The contractual amounts of unfunded commitments and letters of credit are presented in Note 9 (Off Balance Sheet Risk).

Note 12. Stock Options

In 2014, the Company adopted the 2014 Equity Incentive Plan designed to help the Company attract, retain, and motivate employees and non-employee directors. Incentive stock options, non-qualified stock options, and restricted stock may be granted as part of the plan.

On August 27, 2015, the Company issued 38,750 stock options to a group of employees. Each option granted has a strike price of $42.03 and is exercisable only after five years following the date of the grant of such options. The options expire ten years following the date of the grant of such options.

A summary of stock option activity is presented below:

	June 30, 2016	December 31, 2015
	Shares	Shares

		Weighted Average Exercise Price		Weighted Average Exercise Price
Outstanding, beginning of year	34,750	$ 42.03	—	$ —
Granted	—	—	38,750	42.03
Exercised	—	—	—	—
Forfeited	(3,750)	42.03	(4,000)	42.03
Outstanding, end of year	31,000	$ 42.03	34,750	$ 42.03

The estimated fair value of options, including the effect of estimated forfeitures, is recognized as expense on a straightline basis
over the options' vesting periods while ensuring that the cumulative amount of compensation cost recognized at least equals the

value of the vested portion of the award at that date. The Company determines the fair value of options granted using the Black-Scholes option-pricing model. The risk-free interest rate is based on the United States Treasury bond with a similar term to the expected life of the options at the grant date. Expected volatility was estimated based on the adjusted historic volatility of the Company’s shares. The expected life was estimated to equal the contractual life of the options. The dividend yield rate was based upon recent historical dividends paid on shares.

Note 13. Reclassification of Comparative Amounts

Certain comparative amounts for the prior period have been reclassified to conform to current period presentations. Such reclassifications had no effect on net income or shareholders’ equity.

CAUTIONARY STATEMENT FOR PURPOSES OF THE PRIVATE SECURITIES LITIGATION REFORM ACT OF 1995

This Report contains certain “forward-looking statements” including statements concerning plans, objectives, future events or performance and assumptions and other statements which are other than statements of historical fact. The Company cautions readers that the following important factors, among others, may have affected and could in the future affect the Company’s actual results and could cause the Company’s actual results for subsequent periods to differ materially from those expressed in any forward-looking statement made by or on behalf of the Company herein: (i) the effect of changes in laws and regulations, including federal and state banking laws and regulations, with which the Company must comply, and the associated costs of compliance with such laws and regulations either currently or in the future as applicable; (ii) the effect of changes in accounting policies and practices, as may be adopted by the regulatory agencies as well as by the Financial Accounting Standards Board, or of changes in the Company’s organization, compensation and benefit plans; (iii) the effect on the Company’s competitive position within its market area of the increasing consolidation within the banking and financial services industries, including the increased competition from larger regional and out-of-state banking organizations as well as non-bank providers of various financial services; (iv) the effect of changes in interest rates; (v) the effect of changes in the business cycle and downturns in the local, regional or national economies; and (vi) the Risk Factors identified in Item 1A of the Company's Annual Report on Form 10-K for the year ended December 31, 2015 and in other filings made by the Company under the Securities Exchange Act of 1934.

You should not put undue reliance on any forward-looking statements. These statements speak only as of the date of this Quarterly Report on Form 10-Q, even if subsequently made available by the Company on its website or otherwise. The Company undertakes no obligation to update or revise these statements to reflect events or circumstances occurring after the date of this Quarterly Report on Form 10-Q.

Table of Contents

Item 2. Management's Discussion and Analysis of Financial Condition and Results of Operation

EARNINGS SUMMARY

Comparison of the Three and Six Months Ended June 30, 2016 and 2015

Summary Results

Net income for the three months ended June 30, 2016 was $3,390,000 compared to $3,433,000 for the same period of 2015 as
after-tax securities gains decreased $20,000 (from a gain of $345,000 to a gain of $325,000). Basic and diluted earnings per share for the three months ended June 30, 2016 and 2015 were $0.72. Return on average assets and return on average equity were 1.00% and 9.77% for the three months ended June 30, 2016 compared to 1.07% and 10.05% for the corresponding period of 2015. Net income from core operations ("operating earnings") decreased to $3,065,000 for the three months ended June 30, 2016 compared to $3,088,000 for the same period of 2015. Operating earnings per share for the three months ended June 30, 2016 and 2015 were $0.65.

The six months ended June 30, 2016 generated net income of $6,468,000 compared to $6,788,000 for the same period of 2015. Comparable results were impacted by a decrease in after-tax securities gains of $143,000 (from a gain of $781,000 to a gain of $638,000). Earnings per share, basic and dilutive, for the six months ended June 30, 2016 were $1.37 compared to $1.42 for the comparable period of 2015. Return on average assets and return on average equity were 0.97% and 9.36% for the six months ended June 30, 2016 compared to 1.07% and 9.90% for the corresponding period of 2015. Operating earnings decreased to $5,830,000 for the six months ended June 30, 2016 compared to $6,007,000 for the same period of 2015, as the 2015 period included non-recurring gains on the sale of other real estate owned of $222,000. Operating earnings per share for the six months ended June 30, 2016 were $1.23 basic and dilutive compared to $1.25 basic and dilutive for the six months ended June 30, 2015.

Management uses the non-GAAP measure of net income from core operations, or operating earnings, in its analysis of the Company's performance. This measure, as used by the Company, adjusts net income by excluding significant gains or losses that are unusual in nature. Because certain of these items and their impact on the Company's performance are difficult to predict, management believes the presentation of financial measures excluding the impact of such items provides useful supplemental information in evaluating the operating results of the Company's core businesses. For purposes of this Quarterly Report on Form 10-Q, net income from core operations, or operating earnings, means net income adjusted to exclude after-tax net securities gains or losses and bank-owned life insurance gains on death benefit. These disclosures should not be viewed as a substitute for net income determined in accordance with GAAP, nor are they necessarily comparable to non-GAAP performance measures that may be presented by other companies.

Reconciliation of GAAP and Non-GAAP Financial Measures

(Dollars in Thousands, Except Per Share Data)	Three Months Ended June 30,		Six Months Ended June 30,	
	2016	2015	2016	2015
GAAP net income	$3,390	$3,433	$6,468	$6,788
Less: net securities, net of tax	325	345	638	781
Non-GAAP operating earnings	$3,065	$3,088	$5,830	$6,007

	Three Months Ended June	Six Months Ended June

	30,		30,	
	2016	2015	2016	2015
Return on average assets (ROA)	1.00%	1.07%	0.97%	1.07%
Less: net securities, net of tax	0.09%	0.11%	0.10%	0.13%
Non-GAAP operating ROA	0.91%	0.96%	0.87%	0.94%

	Three Months Ended June 30,		Six Months Ended June 30,	
	2016	2015	2016	2015
Return on average equity (ROE)	9.77%	10.05%	9.36%	9.90%
Less: net securities, net of tax	0.94%	1.01 %	0.92%	1.14%
Non-GAAP operating ROE	8.83%	9.04 %	8.44%	8.76%

31

Table of Contents

	Three Months Ended June 30,		Six Months Ended June 30,	
	2016	2015	2016	2015
Basic earnings per share (EPS)	$0.72	$0.72	$1.37	$1.42
Less: net securities, net of tax	0.07	0.07	0.14	0.17
Non-GAAP basic operating EPS	$0.65	$0.65	$1.23	$1.25

	Three Months Ended June 30,		Six Months Ended June 30,	
	2016	2015	2016	2015
Dilutive EPS	$0.72	$0.72	$1.37	$1.42
Less: net securities, net of tax	0.07	0.07	0.14	0.17
Non-GAAP dilutive operating EPS	$0.65	$0.65	$1.23	$1.25

Interest and Dividend Income

Interest and dividend income for the three months ended June 30, 2016 increased to $11,669,000 compared to $11,529,000 for the same period of 2015. Loan portfolio income increased as the impact of portfolio growth, due primarily to an increase in home equity products, offset a reduction in yield of 6 basis points ("bp") due to the competitive landscape and the continued low rate environment that is impacting new loan rates as well as the variable rate segment of the loan portfolio. The loan portfolio income increase was offset by a decrease in investment portfolio interest due to a decline in the average taxable equivalent yield of 39 bp as the duration in the investment portfolio continues to be shortened in order to reduce interest rate and market risk in the future. This is being undertaken primarily through the sale of long-term municipal bonds that have a maturity date of 2025 or later and securities with a call date within the next five years. To offset the revenue impact of the declining asset yields, a focus has been placed on increasing earning assets by adding quality short and intermediate term loans such as home equity loans, even though these new earning assets are at lower yields than legacy assets.

During the six months ended June 30, 2016, interest and dividend income was $23,395,000, an increase of $469,000 over the same period of 2015. Interest income on the loan portfolio increased as the growth in the portfolio was countered by a 6 bp decline in average yield. The investment portfolio interest income decreased as the portfolio size was decreased in order to reduce interest rate and market risk, while th yield on the investment portfolio declined 35 bp.

Interest and dividend income composition for the three and six months ended June 30, 2016 and 2015 was as follows:

	Three Months Ended					
	June 30, 2016		June 30, 2015		Change	
(In Thousands)	Amount	% Total	Amount	% Total	Amount	%
Loans including fees	$10,466	89.69 %	$9,752	84.60 %	$714	7.32 %
Investment securities:						
Taxable	601	5.15	885	7.68	(284)	(32.09)
Tax-exempt	398	3.41	744	6.45	(346)	(46.51)
Dividend and other interest income	204	1.75	148	1.28	56	37.84
Total interest and dividend income	$11,669	100.00%	$11,529	100.01%	$140	1.21 %

	Six Months Ended					
	June 30, 2016		June 30, 2015		Change	
(In Thousands)	Amount	% Total	Amount	% Total	Amount	%
Loans including fees	$20,821	89.00 %	$19,075	83.21 %	$1,746	9.15 %
Investment securities:						
Taxable	1,223	5.23	1,899	8.28	(676)	(35.60)
Tax-exempt	874	3.74	1,511	6.59	(637)	(42.16)
Dividend and other interest income	477	2.04	441	1.92	36	8.16
Total interest and dividend income	$23,395	100.01%	$22,926	100.00%	$469	2.05 %

Table of Contents

Interest Expense

Interest expense for the three months ended June 30, 2016 increased $74,000 to $1,381,000 compared to $1,307,000 for the same period of 2015. The increase in interest expense is the result of growth within the deposit portfolio and the lengthening of the time deposit portfolio as part of a strategy to build balance sheet protection in a rising rate environment, offset by a decrease in short term borrowing utilization.

Interest expense for the six months ended June 30, 2016 increased 5.40% from the same period of 2015. The reasons noted for the increase in interest expense for the three month period comparison also apply to the six month period.

Interest expense composition for the three and six months ended June 30, 2016 and 2015 was as follows:

	Three Months Ended					
	June 30, 2016		June 30, 2015		Change	
(In Thousands)	Amount	% Total	Amount	% Total	Amount	%
Deposits	$881	63.79 %	$785	60.06 %	$96	12.23 %
Short-term borrowings	8	0.58	28	2.14	(20)	(71.43)
Long-term borrowings	492	35.63	494	37.80	(2)	(0.40)
Total interest expense	$1,381	100.00%	$1,307	100.00%	$74	5.66 %
	Six Months Ended					
	June 30, 2016		June 30, 2015		Change	
(In Thousands)	Amount	% Total	Amount	% Total	Amount	%
Deposits	$1,716	62.79 %	$1,528	58.93 %	$188	12.30 %
Short-term borrowings	34	1.24	47	1.81	(13)	(27.66)
Long-term borrowings	983	35.97	1,018	39.26	(35)	(3.44)
Total interest expense	$2,733	100.00%	$2,593	100.00%	$140	5.40 %

Net Interest Margin

The net interest margin ("NIM") for the three months ended June 30, 2016 was 3.42% compared to 3.64% for the corresponding period of 2015. The decline in the net interest margin was driven by a decreasing yield on the loan and investment portfolios due to the continued low rate environment. The impact of the declining earning asset yield and decreasing investment portfolio balance was partially offset by 8.85% growth in the balance of the average loan portfolio from June 30, 2015 to June 30, 2016. The primary funding for the loan growth was an increase in core deposits. These deposits represent a lower cost funding source than time deposits and comprise 79.65% of total deposits at June 30, 2016 compared to 78.16% at June 30, 2015. Limiting the positive impact on the net interest margin caused by the growth in core deposits was the lengthening of the time deposit portfolio coupled with additional FHLB long-term borrowings as part of our strategy to prepare the balance sheet for a rising rate environment.

The NIM for the six months ended June 30, 2016 was 3.49% compared to 3.66% for the same period of 2015. The impact of the items mentioned in the three month discussion also applies to the six months ended.

Table of Contents

The following is a schedule of average balances and associated yields for the three and six months ended June 30, 2016 and 2015:

AVERAGE BALANCES AND INTEREST RATES

	Three Months Ended June 30, 2016				Three Months Ended June 30, 2015			
(In Thousands)	Average Balance	Interest	Average Rate		Average Balance	Interest	Average Rate	
Assets:								
Tax-exempt loans	$46,281	$445	3.87	%	$39,977	$388	3.89	%
All other loans	1,000,541	10,172	4.09	%	921,769	9,496	4.13	%
Total loans	1,046,822	10,617	4.08	%	961,746	9,884	4.12	%
Taxable securities	94,049	734	3.12	%	130,730	1,030	3.15	%
Tax-exempt securities	56,348	603	4.28	%	87,509	1,127	5.15	%
Total securities	150,397	1,337	3.56	%	218,239	2,157	3.95	%
Interest-bearing deposits	54,309	71	0.53	%	3,781	3	0.32	%
Total interest-earning assets	1,251,528	12,025	3.86	%	1,183,766	12,044	4.08	%
Other assets	100,241				98,039			
Total assets	$1,351,769				$1,281,805			
Liabilities and shareholders' equity:								
Savings	$153,151	14	0.04	%	$143,305	14	0.04	%
Super Now deposits	198,048	125	0.25	%	187,828	124	0.26	%
Money market deposits	239,754	161	0.27	%	209,624	143	0.27	%
Time deposits	221,376	581	1.06	%	220,851	504	0.92	%
Total interest-bearing deposits	812,329	881	0.44	%	761,608	785	0.41	%
Short-term borrowings	16,710	8	0.19	%	39,166	28	0.28	%
Long-term borrowings	91,025	492	2.14	%	81,924	494	2.39	%
Total borrowings	107,735	500	1.84	%	121,090	522	1.71	%
Total interest-bearing liabilities	920,064	1,381	0.60	%	882,698	1,307	0.59	%
Demand deposits	276,748				244,205			
Other liabilities	16,151				18,231			
Shareholders' equity	138,806				136,671			
Total liabilities and shareholders' equity	$1,351,769				$1,281,805			
Interest rate spread			3.26	%			3.49	%
Net interest income/margin		$10,644	3.42	%		$10,737	3.64	%

1. Information on this table has been calculated using average daily balance sheets to obtain average balances.
2. Non-accrual loans have been included with loans for the purpose of analyzing net interest earnings.
3. Income and rates on a fully taxable equivalent basis include an adjustment for the difference between annual income from tax-exempt obligations and the taxable equivalent of such income at the standard 34% tax rate.

Table of Contents

AVERAGE BALANCES AND INTEREST RATES

	Six Months Ended June 30, 2016				Six Months Ended June 30, 2015			
(In Thousands)	Average Balance	Interest	Average Rate		Average Balance	Interest	Average Rate	
Assets:								
Tax-exempt loans	$50,700	$980	3.89	%	$38,303	$771	4.06	%
All other loans	994,034	20,174	4.08	%	906,693	18,566	4.13	%
Total loans	1,044,734	21,154	4.07	%	944,996	19,337	4.13	%
Taxable securities	96,541	1,618	3.35	%	137,041	2,333	3.40	%
Tax-exempt securities	59,860	1,324	4.42	%	87,667	2,289	5.22	%
Total securities	156,401	2,942	3.76	%	224,708	4,622	4.11	%
Interest-bearing deposits	33,501	82	0.49	%	5,152	7	0.27	%
Total interest-earning assets	1,234,636	24,178	3.94	%	1,174,856	23,966	4.11	%
Other assets	98,276				97,043			
Total assets	$1,332,912				$1,271,899			
Liabilities and shareholders' equity:								
Savings	$151,004	29	0.04	%	$142,537	29	0.04	%
Super Now deposits	193,098	249	0.26	%	189,125	253	0.27	%
Money market deposits	229,497	301	0.26	%	207,446	279	0.27	%
Time deposits	220,965	1,137	1.03	%	218,824	967	0.89	%
Total interest-bearing deposits	794,564	1,716	0.43	%	757,932	1,528	0.41	%
Short-term borrowings	22,560	34	0.30	%	33,728	47	0.28	%
Long-term borrowings	91,025	983	2.14	%	82,961	1,018	2.44	%
Total borrowings	113,585	1,017	1.77	%	116,689	1,065	1.82	%
Total interest-bearing liabilities	908,149	2,733	0.60	%	874,621	2,593	0.59	%
Demand deposits	270,900				242,488			
Other liabilities	15,703				17,687			
Shareholders' equity	138,160				137,103			
Total liabilities and shareholders' equity	$1,332,912				$1,271,899			
Interest rate spread			3.34	%			3.52	%
Net interest income/margin		$21,445	3.49	%		$21,373	3.66	%

The following table presents the adjustment to convert net interest income to net interest income on a fully taxable equivalent basis for the three and six months ended June 30, 2016 and 2015.

	Three Months Ended June 30,		Six Months Ended June 30,	
(In Thousands)	2016	2015	2016	2015
Total interest income	$11,669	$11,529	$23,395	$22,926

Total interest expense	1,381	1,307	2,733	2,593
Net interest income	10,288	10,222	20,662	20,333
Tax equivalent adjustment	356	515	783	1,040
Net interest income (fully taxable equivalent)	$10,644	$10,737	$21,445	$21,373

Table of Contents

The following table sets forth the respective impact that both volume and rate changes have had on net interest income on a fully taxable equivalent basis for the three and six months ended June 30, 2016 and 2015:

	Three Months Ended June 30, 2016 vs. 2015			Six Months Ended June 30, 2016 vs. 2015		
	Increase (Decrease) Due to			Increase (Decrease) Due to		
(In Thousands)	Volume	Rate	Net	Volume	Rate	Net
Interest income:						
Tax-exempt loans	$ 59	$ (2)	$ 57	$ 242	$ (33)	$ 209
All other loans	773	(97)	676	1,828	(220)	1,608
Taxable investment securities	(286)	(10)	(296)	(681)	(34)	(715)
Tax-exempt investment securities	(355)	(169)	(524)	(651)	(314)	(965)
Interest bearing deposits	65	3	68	38	37	75
Total interest-earning assets	256	(275)	(19)	776	(564)	212
Interest expense:						
Savings deposits	1	(1)	—	2	(2)	—
Super Now deposits	6	(5)	1	5	(9)	(4)
Money market deposits	20	(2)	18	30	(8)	22
Time deposits	1	76	77	10	160	170
Short-term borrowings	(13)	(7)	(20)	(17)	4	(13)
Long-term borrowings	51	(53)	(2)	94	(129)	(35)
Total interest-bearing liabilities	66	8	74	124	16	140
Change in net interest income	$ 190	$ (283)	$ (93)	$ 652	$ (580)	$ 72

Provision for Loan Losses

The provision for loan losses is based upon management's quarterly review of the loan portfolio. The purpose of the review is to assess loan quality, identify impaired loans, analyze delinquencies, ascertain loan growth, evaluate potential charge-offs and recoveries, and assess general economic conditions in the markets served. An external independent loan review is also performed annually for the Banks. Management remains committed to an aggressive program of problem loan identification and resolution.

The allowance for loan losses is determined by applying loss factors to outstanding loans by type, excluding loans for which a specific allowance has been determined. Loss factors are based on management's consideration of the nature of the portfolio segments, changes in mix and volume of the loan portfolio, and historical loan loss experience. In addition, management considers industry standards and trends with respect to non-performing loans and its knowledge and experience with specific lending segments.

Although management believes it uses the best information available to make such determinations and that the allowance for loan losses is adequate at June 30, 2016, future adjustments could be necessary if circumstances or economic conditions differ substantially from the assumptions used in making the initial determinations. A downturn in the local economy, increased unemployment, and delays in receiving financial information from borrowers could result in increased levels of nonperforming assets, charge-offs, loan loss provisions, and reductions in income. Additionally, as an integral part of the examination process, bank regulatory agencies periodically review the Banks' loan loss allowance. The banking agencies could require the recognition of additions to the loan loss allowance based on their judgment of information available to them at the time of their examination.

When determining the appropriate allowance level, management has attributed the allowance for loan losses to various portfolio segments; however, the allowance is available for the entire portfolio as needed.

The allowance for loan losses increased from $12,044,000 at December 31, 2015 to $12,517,000 at June 30, 2016. The increase in the allowance for loan losses was driven by growth in the loan portfolio and an increase in total nonperforming loans. Limiting the increase in the allowance for loan losses was minimal net charge-offs during the six months ended June 30, 2016 of $135,000. The majority of the loans charged-off had a specific allowance within the allowance for losses. At June 30, 2016 and December 31, 2015, the allowance for loan losses to total loans was 1.19% and 1.15%, respectively.

Table of Contents

The provision for loan losses totaled $258,000 and $600,000 for the three months ended June 30, 2016 and 2015 and $608,000 and $1,300,000 for the six months ended June 30, 2016. The amount of the provision for loan losses was primarily the result of loan growth and an increase in non-performing loans offset by minimal net charge-offs.

Nonperforming loans increasing to $11,626,000 at June 30, 2016 from $9,689,000 at June 30, 2015 is primarily the result of a large commercial real estate loan that was placed on non-accrual status. The ratio of nonperforming loans to total loans was 1.10% and 0.99% at June 30, 2016 and 2015, respectively, and the ratio of the allowance for loan losses to nonperforming loans was 107.66% and 116.27% at June 30, 2016 and 2015, respectively. Internal loan review and analysis coupled with loan growth dictated a provision for loan losses of $608,000 for the six months ended June 30, 2016.

The following is a table showing total nonperforming loans as of:

	Total Nonperforming Loans		
(In Thousands)	90 Days Past Due	Non-accrual	Total
June 30, 2016	$ 512	$ 11,114	$ 11,626
March 31, 2016	308	11,340	11,648
December 31, 2015	979	8,467	9,446
September 30, 2015	99	8,509	8,608
June 30, 2015	890	8,799	9,689

Non-interest Income

Total non-interest income for the three months ended June 30, 2016 compared to the same period in 2015 increased $121,000 to $3,178,000. Excluding net securities gains, non-interest income for the three months ended June 30, 2016 increased $151,000 compared to the same period in 2015. The increase in gain on sale of loans was driven by a shift in distribution channels and the hiring of additional mortgage loan officers over the past year. The increase in other non-interest income is primarily the result of increased debit card income.

Total non-interest income for the six months ended June 30, 2016 compared to the same period in 2015 decreased $142,000. Excluding net securities gains, non-interest income increased $74,000 compared the 2015 period. The decrease in other non-interest income is primarily the result of a decrease in non-recurring gains on the sale of other real estate owned of $222,000 from 2015 to 2016.

Non-interest income composition for the three and six months ended June 30, 2016 and 2015 was as follows:

	Three Months Ended					
	June 30, 2016		June 30, 2015		Change	
(In Thousands)	Amount	% Total	Amount	% Total	Amount	%
Service charges	$561	17.65 %	$598	19.56 %	$(37)	(6.19)%
Net securities gains, available for sale	486	15.29	526	17.20	(40)	(7.60)
Net securities gains (losses), trading	6	0.19	(4)	(0.13)	10	(100.00)
Bank-owned life insurance	161	5.07	171	5.59	(10)	(5.85)
Gain on sale of loans	566	17.81	482	15.77	84	17.43
Insurance commissions	200	6.29	204	6.67	(4)	(1.96)
Brokerage commissions	272	8.56	294	9.62	(22)	(7.48)
Other	926	29.14	786	25.71	140	17.81
Total non-interest income	$3,178	100.00 %	$3,057	100.00 %	$121	3.96 %

Table of Contents

	Six Months Ended					
	June 30, 2016		June 30, 2015		Change	
(In Thousands)	Amount	% Total	Amount	% Total	Amount	%
Service charges	$1,093	17.70 %	$1,151	18.22 %	$(58)	(5.04)%
Net securities gains, available for sale	921	14.91	1,187	18.79	(266)	(22.41)
Net securities gains (losses), trading	46	0.74	(4)	(0.06)	50	(100.00)
Bank-owned life insurance	345	5.59	359	5.68	(14)	(3.90)
Gain on sale of loans	1,033	16.73	781	12.36	252	32.27
Insurance commissions	405	6.56	438	6.93	(33)	(7.53)
Brokerage commissions	527	8.53	539	8.53	(12)	(2.23)
Other	1,805	29.24	1,866	29.55	(61)	(3.27)
Total non-interest income	$6,175	100.00 %	$6,317	100.00 %	$(142)	(2.25)%

Non-interest Expense

Total non-interest expense increased $245,000 for the three months ended June 30, 2016 compared to the same period of 2015. The increase in salaries and employee benefits is primarily attributable to increases in health insurance. Furniture and equipment expenses increased primarily due to the construction and subsequent opening of a new branch in late 2015. Other expenses increased primarily due to increased expenses related to the debit card EMV (chip embedded card) conversion and system upgrades.

Total non-interest expense for the six months ended June 30, 2016 compared to the same period in 2015 increased $838,000. The reasons noted for the three month period comparison also apply to the six month period.

Non-interest expense composition for the three and six months ended June 30, 2016 and 2015 was as follows:

	Three Months Ended					
	June 30, 2016		June 30, 2015		Change	
(In Thousands)	Amount	% Total	Amount	% Total	Amount	%
Salaries and employee benefits	$4,346	50.15 %	$4,301	51.07 %	$45	1.05 %
Occupancy	545	6.29	564	6.70	(19)	(3.37)
Furniture and equipment	679	7.84	643	7.64	36	5.60
Pennsylvania shares tax	220	2.54	243	2.89	(23)	(9.47)
Amortization of investment in limited partnerships	68	0.78	166	1.97	(98)	(59)
Federal Deposit Insurance Corporation deposit insurance	236	2.72	230	2.73	6	2.61
Marketing	185	2.13	145	1.72	40	27.59
Intangible amortization	100	1.15	80	0.95	20	25.00
Other	2,287	26.40	2,049	24.33	238	11.62
Total non-interest expense	$8,666	100.00 %	$8,421	100.00 %	$245	2.91 %

Table of Contents

	Six Months Ended					
	June 30, 2016		June 30, 2015		Change	
(In Thousands)	Amount	% Total	Amount	% Total	Amount	%
Salaries and employee benefits	$8,926	50.35 %	$8,771	51.93 %	$155	1.77 %
Occupancy	1,086	6.13	1,192	7.06	(106)	(8.89)
Furniture and equipment	1,380	7.78	1,238	7.33	142	11.47
Pennsylvania shares tax	478	2.70	467	2.77	11	2.36
Amortization of investment in limited partnerships	220	1.24	331	1.96	(111)	(33.53)
Federal Deposit Insurance Corporation deposit insurance	468	2.64	445	2.63	23	5.17
Marketing	395	2.23	274	1.62	121	44.16
Intangible amortization	187	1.05	162	0.96	25	15.43
Other	4,587	25.88	4,009	23.74	578	14.42
Total non-interest expense	$17,727	100.00%	$16,889	100.00%	$838	4.96 %

Provision for Income Taxes

Income taxes increased $327,000 and $361,000 for the three and six months ended June 30, 2016 compared to the same periods of 2015. The primary cause of the increase in tax expense for the three and six months ended June 30, 2016 compared to 2015 is the impact of a reduction of tax-exempt interest income within the investment portfolio as the portfolio was strategically reduced. Excluding the impact of the net securities gains, the effective tax rate for the three and six months ended June 30, 2016 was 24.32% and 22.63% compared to 17.34% and 17.45% for the same period of 2015. The Company currently is in a deferred tax asset position due to the low income housing tax credits earned both currently and previously. Management has reviewed the deferred tax asset and has determined that the asset will be utilized within the appropriate carry forward period and therefore does not require a valuation allowance.

ASSET/LIABILITY MANAGEMENT

Cash and Cash Equivalents

Cash and cash equivalents increased $46,679,000 from $22,796,000 at December 31, 2015 to $69,475,000 at June 30, 2016 primarily as a result of the following activities during the six months ended June 30, 2016:

Loans Held for Sale

Activity regarding loans held for sale resulted in sales proceeds trailing loan originations, less $1,033,000 in realized gains, by $592,000 for the six months ended June 30, 2016.

Loans

Gross loans increased $8,912,000 since December 31, 2015 due primarily to an increase in residential real estate mortgage loans driven by successful home equity loan and line of credit gathering efforts.

Table of Contents

The allocation of the loan portfolio, by category, as of June 30, 2016 and December 31, 2015 is presented below:

	June 30, 2016		December 31, 2015		Change	
(In Thousands)	Amount	% Total	Amount	% Total	Amount	%
Commercial, financial, and agricultural	$155,105	14.71 %	$164,072	15.70 %	$(8,967)	(5.47)%
Real estate mortgage:						
Residential	545,060	51.71	526,183	50.34	18,877	3.59 %
Commercial	303,536	28.80	302,539	28.95	997	0.33 %
Construction	24,561	2.33	26,824	2.57	(2,263)	(8.44)%
Installment loans to individuals	27,319	2.59	27,001	2.58	318	1.18 %
Net deferred loan fees and discounts	(1,462)	(0.14)	(1,412)	(0.14)	(50)	3.54 %
Gross loans	$1,054,119	100.00 %	$1,045,207	100.00 %	$8,912	0.85 %

The following table shows the amount of accrual and non-accrual TDRs at June 30, 2016 and December 31, 2015:

	June 30, 2016			December 31, 2015		
(In Thousands)	Accrual	Non-accrual	Total	Accrual	Non-accrual	Total
Commercial, financial, and agricultural	$289	$ 140	$429	$320	$ 149	$469
Real estate mortgage:						
Residential	1,318	461	1,779	1,428	353	1,781
Commercial	5,801	2,236	8,037	5,085	2,312	7,397
	$7,408	$ 2,837	$10,245	$6,833	$ 2,814	$9,647

Investments

The fair value of the investment securities portfolio at June 30, 2016 decreased $29,563,000 since December 31, 2015 while the amortized cost of the portfolio decreased $31,963,000. The decrease in value is the result of the investment portfolio being actively managed in order to reduce interest rate and market risk. This is being undertaken primarily through the sale of long-term municipal bonds that have a maturity date of 2025 or later and securities with a call date within the next five years. The proceeds of the bond sales are being deployed into loans and intermediate term corporate bonds and short and intermediate term municipal bonds. The strategy to sell a portion of the long-term bond portfolio does negatively impact current earnings, but this action plays a key role in our long-term asset liability management strategy as the balance sheet is shortened to better prepare for a rising rate environment. The unrealized losses within the debt securities portfolio are the result of market activity, not credit issues/ratings, as approximately 90% of the debt securities portfolio on an amortized cost basis is currently rated A or higher by either S&P or Moody's.

The Company considers various factors, which include examples from applicable accounting guidance, when analyzing the available for sale portfolio for possible other than temporary impairment. The Company primarily considers the following factors in its analysis: length of time and severity of the fair value being less than carrying value; reduction of dividend paid (equities); continued payment of dividend/interest, credit rating, and financial condition of an issuer; intent and ability to hold until anticipated recovery (which may be maturity); and general outlook for the economy, specific industry, and entity in question.

The bond portion of the portfolio review is conducted with emphases on several factors. Continued payment of principal and interest is given primary importance with credit rating and financial condition of the issuer following as the next most important. Credit ratings were reviewed with the ratings of the bonds being satisfactory. Bonds that

were not currently rated were discussed with a third party and/or underwent an internal financial review. The Company also monitors whether each of the investments incurred a decline in fair value from carrying value of at least 20% for twelve consecutive months or a similar decline of at least 50% for three consecutive months. Each bond is reviewed to determine whether it is a general obligation bond, which is backed by the credit and taxing power of the issuing jurisdiction, or revenue bond, which is only payable from specified revenues. Based on the review undertaken by the Company, the Company determined that the decline in value of the various bond holdings were temporary and were the result of the general market downturns and interest rate/yield curve changes, not credit issues. The fact that almost all of such bonds are general obligation bonds further solidified the Company's determination that the decline in the value of these bond holdings is temporary.

Table of Contents

The fair value of the equity portfolio continues to fluctuate as the economic turbulence continues to impact stock pricing. The amortized cost of the available for sale equity securities portfolio has decreased $3,615,000 to $11,996,000 at June 30, 2016 from $15,611,000 at December 31, 2015 while the fair value decreased $3,589,000 over the same time period.

The equity portion of the portfolio is reviewed for possible other than temporary impairment in a similar manner to the bond portfolio with greater emphasis placed on the length of time the fair value has been less than the carrying value and financial sector outlook. The Company also reviews dividend payment activities. The starting point for the equity analysis is the length and severity of a market price decline. The Company monitors two primary measures: 20% decline in fair value from carrying value for twelve consecutive months and 50% decline for three consecutive months.

The distribution of credit ratings by amortized cost and fair values for the debt security portfolio at June 30, 2016 follows:

(In Thousands)	A- to AAA Amortized Cost	A- to AAA Fair Value	B- to BBB+ Amortized Cost	B- to BBB+ Fair Value	Not Rated Amortized Cost	Not Rated Fair Value	Total Amortized Cost	Total Fair Value
Available for sale (AFS)								
U.S. Government and agency securities	$2,710	$2,730	$—	$—	$—	$—	$2,710	$2,730
Mortgage-backed securities	8,417	8,689	—	—	—	—	8,417	8,689
Asset-backed securities	1,691	1,676	—	—	—	—	1,691	1,676
State and political securities	64,623	66,884	—	—	2,009	2,052	66,632	68,936
Other debt securities	41,104	41,138	11,331	10,755	—	—	52,435	51,893
Total debt securities AFS	$118,545	$121,117	$11,331	$10,755	$2,009	$2,052	$131,885	$133,924

Financing Activities

Deposits

Total deposits increased $52,987,000 from December 31, 2015 to June 30, 2016. The growth was led by an increase in money market deposit accounts from December 31, 2015 to June 30, 2016 of 17.60%. The increase in core deposits (deposits less time deposits) has provided relationship driven funding for the loan and investment portfolios. The increase in deposits is the result of our focus on building relationships, not by offering market leading rates.

Deposit balances and their changes for the periods being discussed follow:

(In Thousands)	June 30, 2016 Amount	June 30, 2016 % Total	December 31, 2015 Amount	December 31, 2015 % Total	Change Amount	Change %
Demand deposits	$274,002	25.26 %	$280,083	27.15 %	$(6,081)	(2.17)%
NOW accounts	190,890	17.60	176,078	17.06	14,812	8.41
Money market deposits	246,712	22.74	209,782	20.33	36,930	17.60
Savings deposits	152,540	14.06	144,561	14.01	7,979	5.52
Time deposits	220,723	20.35	221,376	21.45	(653)	(0.29)
	$1,084,867	100.00 %	$1,031,880	100.00 %	$52,987	5.13 %

Borrowed Funds

Total borrowed funds decreased 21.21% or $29,198,000 to $108,465,000 at June 30, 2016 compared to $137,663,000 at December 31, 2015. Short-term borrowings primarily decreased due to growth in deposits and a reduction in the size of the investment portfolio.

41

(In Thousands)	June 30, 2016 Amount	% Total	December 31, 2015 Amount	% Total	Change Amount	%
Short-term borrowings:						
FHLB repurchase agreements	$—	— %	$28,304	20.56 %	$(28,304)	(100.00)%
Securities sold under agreement to repurchase	17,440	16.08	18,334	13.32	(894)	(4.88)
Total short-term borrowings	17,440	16.08	46,638	33.88	(29,198)	(62.61)
Long-term borrowings:						
Long-term FHLB borrowings	90,625	83.55	90,625	65.83	—	—
Long-term capital lease	400	0.37	400	0.29	—	—
Total long-term borrowings	91,025	83.92	91,025	66.12	—	— %
Total borrowed funds	$108,465	100.00%	$137,663	100.00%	$(29,198)	(21.21)%

Capital

The adequacy of the Company’s capital is reviewed on an ongoing basis with reference to the size, composition, and quality of the Company’s resources and regulatory guidelines. Management seeks to maintain a level of capital sufficient to support existing assets and anticipated asset growth, maintain favorable access to capital markets, and preserve high quality credit ratings.

Bank holding companies are required to comply with the Federal Reserve Board’s risk-based capital guidelines. The risk-based capital rules are designed to make regulatory capital requirements more sensitive to differences in risk profiles among banks and bank holding companies and to minimize disincentives for holding liquid assets. Specifically, each is required to maintain certain minimum dollar amounts and ratios of common equity tier I risk-based, tier I risk-based, total risk-based, and tier I leverage capital. In addition to the capital requirements, the Federal Deposit Insurance Corporation Improvements Act (FDICIA) established five capital categories ranging from “well capitalized” to “critically undercapitalized.” To be classified as “well capitalized”, common equity tier I risk-based, tier I risked-based, total risk-based, and tier I leverage capital ratios must be at least 6.5%, 8%, 10%, and 5%, respectively.

The Company's capital ratios as of June 30, 2016 and December 31, 2015 were as follows:

(In Thousands)	June 30, 2016 Amount	Ratio	December 31, 2015 Amount	Ratio
Common Equity Tier I Capital (to Risk-weighted Assets)				
Actual	$123,267	12.842%	$121,665	11.240%
For Capital Adequacy Purposes	43,194	4.500	48,722	4.500
Minimum To Maintain Capital Conservation Buffer At Reporting Date	49,194	5.125	N/A	N/A
To Be Well Capitalized	62,392	6.500	70,377	6.500
Tier I Capital (to Risk-weighted Assets)				
Actual	$123,267	12.841%	$121,665	11.240%
For Capital Adequacy Purposes	57,597	6.000	64,963	6.000
Minimum To Maintain Capital Conservation Buffer At Reporting Date	63,597	6.625	N/A	N/A
To Be Well Capitalized	76,796	8.000	86,617	8.000
Total Capital (to Risk-weighted Assets)				
Actual	$130,224	13.566%	$134,067	12.380%
For Capital Adequacy Purposes	76,796	8.000	86,617	8.000

Minimum To Maintain Capital Conservation Buffer At Reporting Date	82,794	8.625		N/A	N/A	
To Be Well Capitalized	95,993	10.000		108,272	10.000	
Tier I Capital (to Average Assets)						
Actual	$123,267	9.255	%	$121,665	9.380	%
For Capital Adequacy Purposes	53,276	4.000		51,862	4.000	
To Be Well Capitalized	66,595	5.000		64,828	5.000	

42

Table of Contents

Jersey Shore State Bank's capital ratios as of June 30, 2016 and December 31, 2015 were as follows:

	June 30, 2016		December 31, 2015	
(In Thousands)	Amount	Ratio	Amount	Ratio
Common Equity Tier I Capital (to Risk-weighted Assets)				
Actual	$84,437	11.378%	$82,682	10.70%
For Capital Adequacy Purposes	33,395	4.500	34,773	4.50
Minimum To Maintain Capital Conservation Buffer At Reporting Date	38,033	5.125	N/A	N/A
To Be Well Capitalized	48,237	6.500	50,227	6.50
Tier I Capital (to Risk-weighted Assets)				
Actual	$84,437	11.378%	$82,682	10.70%
For Capital Adequacy Purposes	44,526	6.000	46,363	6.00
Minimum To Maintain Capital Conservation Buffer At Reporting Date	49,165	6.625	N/A	N/A
To Be Well Capitalized	59,369	8.000	61,818	8.00
Total Capital (to Risk-weighted Assets)	-			
Actual	$87,767	11.827%	$92,036	11.91%
For Capital Adequacy Purposes	59,369	8.000	61,818	8.00
Minimum To Maintain Capital Conservation Buffer At Reporting Date	64,005	8.625	N/A	N/A
To Be Well Capitalized	74,209	10.000	77,272	10.00
Tier I Capital (to Average Assets)				
Actual	$84,437	8.707 %	$82,682	8.66 %
For Capital Adequacy Purposes	38,792	4.000	38,175	4.00
To Be Well Capitalized	48,490	5.000	47,719	5.00

Luzerne Bank's capital ratios as of June 30, 2016 and December 31, 2015 were as follows:

	June 30, 2016		December 31, 2015	
(In Thousands)	Amount	Ratio	Amount	Ratio
Common Equity Tier I Capital (to Risk-weighted Assets)				
Actual	$30,626	10.502%	$30,549	10.66%
For Capital Adequacy Purposes	13,123	4.500	12,901	4.50
Minimum To Maintain Capital Conservation Buffer At Reporting Date	14,946	5.125	N/A	N/A
To Be Well Capitalized	18,955	6.500	18,635	6.50
Tier I Capital (to Risk-weighted Assets)				
Actual	$30,626	10.502%	$30,549	10.66%
For Capital Adequacy Purposes	17,497	6.000	17,201	6.00
Minimum To Maintain Capital Conservation Buffer At Reporting Date	19,320	6.625	N/A	N/A
To Be Well Capitalized	23,330	8.000	22,935	8.00
Total Capital (to Risk-weighted Assets)				
Actual	$32,940	11.296%	$33,274	11.61%
For Capital Adequacy Purposes	23,330	8.000	22,935	8.00
Minimum To Maintain Capital Conservation Buffer At Reporting Date	25,151	8.625	N/A	N/A
To Be Well Capitalized	29,161	10.000	28,669	10.00
Tier I Capital (to Average Assets)				
Actual	$30,626	8.594 %	$30,549	8.90 %
For Capital Adequacy Purposes	14,255	4.000	13,725	4.00

To Be Well Capitalized	17,818	5.000	17,157	5.00

In July 2013, the federal bank regulatory agencies adopted revisions to the agencies' capital adequacy guidelines and prompt corrective action rules, which were designed to enhance such requirements and implement the revised standards of the Basel Committee on Banking Supervision, commonly referred to as Basel III. The July 2013 final rules generally implement higher

Table of Contents

minimum capital requirements, add a new common equity tier 1 capital requirement, and establish criteria that instruments must meet to be considered common equity tier 1 capital, additional tier 1 capital or tier 2 capital. The new minimum capital to risk-adjusted assets requirements are a common equity tier 1 capital ratio of 4.5% (6.5% to be considered "well capitalized") and a tier 1 capital ratio of 6.0%, increased from 4.0% (and increased from 6.0% to 8.0% to be considered "well capitalized"); the total capital ratio remains at 8.0% under the new rules (10.0% to be considered "well capitalized"). Under the new rules, in order to avoid limitations on capital distributions (including dividend payments and certain discretionary bonus payments to executive officers), a banking organization must hold a capital conservation buffer comprised of common equity tier 1 capital above its minimum risk-based capital requirements in an amount greater than 2.5% of total risk-weighted assets. The new minimum capital requirements were effective beginning on January 1, 2015. The capital contribution buffer requirements phase in over a three-year period beginning January 1, 2016. The Company and the Banks will continue to analyze these new rules and their effects on the business, operations and capital levels of the Company and the Banks.

Liquidity; Interest Rate Sensitivity and Market Risk

The asset/liability committee addresses the liquidity needs of the Company to ensure that sufficient funds are available to meet credit demands and deposit withdrawals as well as to the placement of available funds in the investment portfolio. In assessing liquidity requirements, equal consideration is given to the current position as well as the future outlook.

The following liquidity measures are monitored for compliance and were within the limits cited at June 30, 2016:

1. Net Loans to Total Assets, 85% maximum
2. Net Loans to Total Deposits, 100% maximum
3. Cumulative 90 day Maturity GAP %, +/- 20% maximum
4. Cumulative 1 Year Maturity GAP %, +/- 25% maximum

Fundamental objectives of the Company's asset/liability management process are to maintain adequate liquidity while minimizing interest rate risk. The maintenance of adequate liquidity provides the Company with the ability to meet its financial obligations to depositors, loan customers, and shareholders. Additionally, it provides funds for normal operating expenditures and business opportunities as they arise. The objective of interest rate sensitivity management is to increase net interest income by managing interest sensitive assets and liabilities in such a way that they can be repriced in response to changes in market interest rates.

The Banks, like other financial institutions, must have sufficient funds available to meet liquidity needs for deposit withdrawals, loan commitments and originations, and expenses. In order to control cash flow, the Banks estimate future cash flows from deposits, loan payments, and investment security payments. The primary sources of funds are deposits, principal and interest payments on loans and investment securities, FHLB borrowings, and brokered deposits. Management believes the Banks have adequate resources to meet their normal funding requirements.

Management monitors the Company's liquidity on both a long and short-term basis, thereby providing management necessary information to react to current balance sheet trends. Cash flow needs are assessed and sources of funds are determined. Funding strategies consider both customer needs and economical cost. Both short and long-term funding needs are addressed by maturities and sales of available for sale and trading investment securities, loan repayments and maturities, and liquidating money market investments such as federal funds sold. The use of these resources, in conjunction with access to credit provides core funding to satisfy depositor, borrower, and creditor needs.

Management monitors and determines the desirable level of liquidity. Consideration is given to loan demand, investment opportunities, deposit pricing and growth potential, as well as the current cost of borrowing funds. The Company has a total current maximum borrowing capacity at the FHLB of $521,413,000. In addition to this credit arrangement, the Company has additional lines of credit with correspondent banks of $35,366,000. Management believes it has sufficient liquidity to satisfy estimated short-term and long-term funding needs. FHLB borrowings totaled $90,625,000 as of June 30, 2016.

Interest rate sensitivity, which is closely related to liquidity management, is a function of the repricing characteristics of the Company's portfolio of assets and liabilities. Asset/liability management strives to match maturities and rates between loan and investment security assets with the deposit liabilities and borrowings that fund them. Successful asset/liability management results in a balance sheet structure which can cope effectively with market rate fluctuations. The matching process by segments both assets and liabilities into future time periods (usually 12 months, or less) based upon when repricing can be effected. Repriceable assets are subtracted from repriceable liabilities, for a specific time period to determine the "gap", or difference. Once known, the gap is managed based on predictions about future market interest rates. Intentional mismatching, or gapping, can enhance net interest income if market rates move as predicted. However, if market rates behave in a manner contrary to predictions, net interest income will suffer. Gaps, therefore, contain an element of risk and must be prudently managed. In addition to gap management,

Table of Contents

the Company has an asset/liability management policy which incorporates a market value at risk calculation which is used to determine the effects of interest rate movements on shareholders' equity and a simulation analysis to monitor the effects of interest rate changes on the Company's balance sheet.

The Company currently maintains a GAP position of being asset sensitive. The Company has strategically taken this position as it has decreased the duration of the earning asset portfolio by adding quality short and intermediate term loans such as home equity loans and the selling of long-term municipal bonds. Lengthening of the liability portfolio is being undertaken to build protection in a rising rate environment.

A market value at risk calculation is utilized to monitor the effects of interest rate changes on the Company's balance sheet and more specifically shareholders' equity. The Company does not manage the balance sheet structure in order to maintain compliance with this calculation. The calculation serves as a guideline with greater emphases placed on interest rate sensitivity. Changes to calculation results from period to period are reviewed as changes in results could be a signal of future events. As of the most recent analysis, the results of the market value at risk calculation were within established guidelines due to the strategic direction being taken.

Interest Rate Sensitivity

In this analysis the Company examines the result of a 100, 200, 300, and 400 basis point change in market interest rates and the effect on net interest income. It is assumed that the change is instantaneous and that all rates move in a parallel manner. Assumptions are also made concerning prepayment speeds on mortgage loans and mortgage securities.

The following is a rate shock forecast for the twelve month period ending June 30, 2017 assuming a static balance sheet as of June 30, 2016.

	Parallel Rate Shock in Basis Points						
(In Thousands)	-200	-100	Static	+100	+200	+300	+400
Net interest income	$35,971	$38,145	$40,397	$42,417	$44,447	$46,263	$47,867
Change from static	(4,426)	(2,252)	—	2,020	4,050	5,866	7,470
Percent change from static	-10.96 %	-5.57 %	—	5.00 %	10.03 %	14.52 %	18.49 %

The model utilized to create the report presented above makes various estimates at each level of interest rate change regarding cash flow from principal repayment on loans and mortgage-backed securities and/or call activity on investment securities. Actual results could differ significantly from these estimates which would result in significant differences in the calculated projected change. In addition, the limits stated above do not necessarily represent the level of change under which management would undertake specific measures to realign its portfolio in order to reduce the projected level of change. Generally, management believes the Company is well positioned to respond expeditiously when the market interest rate outlook changes.

Inflation

The asset and liability structure of a financial institution is primarily monetary in nature. Therefore, interest rates rather than inflation have a more significant impact on the Company's performance. Interest rates are not always affected in the same direction or magnitude as prices of other goods and services, but are reflective of fiscal policy initiatives or economic factors which are not measured by a price index.

Item 3. Quantitative and Qualitative Disclosures About Market Risk

Market risk for the Company is comprised primarily of interest rate risk exposure and liquidity risk. Interest rate risk and liquidity risk management is performed at both the level of the Company and the Banks. The Company's interest rate sensitivity is monitored by management through selected interest rate risk measures produced by an independent third party. There have been no substantial changes in the Company's gap analysis or simulation analysis compared to the information provided in the Annual Report on Form 10-K for the period ended December 31, 2015. Additional information and details are provided in the "Liquidity, Interest Rate Sensitivity, and Market Risk" section of "Item 7. Management's Discussion and Analysis of Financial Condition and Results of Operations."

Generally, management believes the Company is well positioned to respond in a timely manner when the market interest rate outlook changes.

Table of Contents

Item 4. Controls and Procedures

Evaluation of Disclosure Controls and Procedures

An analysis was performed under the supervision and with the participation of the Company's management, including the Chief Executive Officer and the Chief Financial Officer, of the effectiveness of the design and operation of the Company's disclosure controls and procedures. Based on that evaluation, the Company's Chief Executive Officer and Chief Financial Officer concluded that the Company's disclosure controls and procedures were effective as of June 30, 2016.

Changes in Internal Control over Financial Reporting

There were no changes in the Company's internal control over financial reporting that occurred during the quarter ended June 30, 2016, that materially affected, or are reasonably likely to materially affect, the Company's internal control over financial reporting.

Table of Contents

Part II. OTHER INFORMATION

Item 1. Legal Proceedings

None.

Item 1A. Risk Factors

There are no material changes to the risk factors set forth in Part I, Item 1A, "Risk Factors," of the Company's Annual Report on Form 10-K for the year ended December 31, 2015. Please refer to that section for disclosures regarding the risks and uncertainties related to the Company's business.

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

The following table provides certain information with respect to the Company's repurchase of common stock during the quarter ended June 30, 2016.

Period	Total Number of Shares (or Units) Purchased	Average Price Paid per Share (or Units) Purchased	Total Number of Shares (or Units) Purchased as Part of Publicly Announced Plans or Programs	Maximum Number (or Approximate Dollar Value) of Shares (or Units) that May Yet Be Purchased Under the Plans or Programs
Month #1 (April 1 - April 30, 2016)	—	$ ——		390,144
Month #2 (May 1 - May 31, 2016)	—	—	—	390,144
Month #3 (June 1 - June 31, 2016)	—	—	—	390,144

On April 25, 2016, the Board of Directors extended the previously approved authorization to repurchase up to 482,000 shares, or approximately 10%, of the outstanding shares of the Company for an additional year to April 30, 2017. As of June 30, 2016 there have been 91,856 shares repurchased under this plan.

Item 3. Defaults Upon Senior Securities

None.

Item 4. Mine Safety Disclosures

Not applicable.

Item 5. Other Information

None.

Table of Contents

Item 6. Exhibits

3(i)	Articles of Incorporation of the Registrant, as presently in effect (incorporated by reference to Exhibit 3(i) of the Registrant's Quarterly Report on Form 10-Q for the period ended March 31, 2012).
3(ii)	Bylaws of the Registrant (incorporated by reference to Exhibit 3(ii) of the Registrant's Annual Report on Form 10-K for the year ended December 31, 2011).
31(i)	Rule 13a-14(a)/Rule 15d-14(a) Certification of Chief Executive Officer.
31(ii)	Rule 13a-14(a)/Rule 15d-14(a) Certification of Chief Financial Officer.
32(i)	Section 1350 Certification of Chief Executive Officer.
32(ii)	Section 1350 Certification of Chief Financial Officer.
101	Interactive data file containing the following financial statements formatted in XBRL (Extensible Business Reporting Language): (i) the Consolidated Balance Sheet at June 30, 2016 and December 31, 2015; (ii) the Consolidated Statement of Income for the three and six months ended June 30, 2016 and 2015; (iii) Consolidated Statement of Comprehensive Income for the three and six months ended June 30, 2016 and 2015; (iv) the Consolidated Statement of Shareholders' Equity for the six months ended June 30, 2016 and 2015; (v) the Consolidated Statement of Cash Flows for the six months ended June 30, 2016 and 2015; and (vi) the Notes to Consolidated Financial Statements. As provided in Rule 406T of Regulation S-T, this interactive data file shall not be deemed to be "filed" for purposes of Section 18 of the Securities Exchange Act of 1934, and shall not be deemed "filed" or part of any registration statement or prospectus for purposes of Section 11 or 12 under the Securities Act of 1933, or otherwise subject to liability under those sections.

Table of Contents

SIGNATURES

Pursuant to the requirements of the Securities Exchange Act of 1934, the Registrant has duly caused this report to be signed on its behalf by the undersigned thereunto duly authorized.

PENNS WOODS BANCORP, INC.
(Registrant)

Date: August 9, 2016 /s/ Richard A. Grafmyre
Richard A. Grafmyre, President and Chief Executive Officer
(Principal Executive Officer)

Date: August 9, 2016 /s/ Brian L. Knepp
Brian L. Knepp, Senior Vice President and Chief Financial Officer
(Principal Financial Officer and Principal Accounting Officer)

Table of Contents

EXHIBIT INDEX

Exhibit 31(i)	Rule 13a-14(a)/Rule 15d-14(a) Certification of Chief Executive Officer
Exhibit 31(ii)	Rule 13a-14(a)/Rule 15d-14(a) Certification of Chief Financial Officer
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