PHOTRONICS INC
Form 8-K
October 12, 2018

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

FORM 8-K

CURRENT REPORT

Pursuant To Section 13 Or 15(d) Of The Securities Exchange Act Of 1934

Date of report (Date of earliest event reported) October 12, 2018

PHOTRONICS, INC.
(Exact name of registrant as specified in its charter)

Connecticut	0-15451	06-0854886
(State or Other Jurisdiction of Incorporation)	(Commission File Number)	(IRS Employer Identification No.)

15 Secor Road, Brookfield, CT	06804
(Address of principal executive offices)	(Zip Code)

Registrant's Telephone Number, including area code (203) 755-9000

(Former name or former address, if changed since last report)

Check the appropriate box below if the Form 8-K filing is intended to simultaneously satisfy the filing obligation of the registrant under any of the following provisions:

Written communications pursuant to Rule 425 under the Securities Act (17 CFR 230.425)
Soliciting material pursuant to Rule 14a-12 under the Exchange Act (17 CFR 240.14a-12)
Pre-commencement communications pursuant to Rule 14d-2(b) under the Exchange Act (17 CFR 240.14d-2(b))
Pre-commencement communications pursuant to Rule 13e-4(c) under the Exchange Act (17 CFR 240.13e-4(c))

Indicate by check mark whether the registrant is an emerging growth company as defined in Rule 405 of the Securities Act of 1933 (§230.405 of this chapter) or Rule 12b-2 of the Securities Exchange Act of 1934 (§240.12b-2 of this chapter).

Emerging growth company

If an emerging growth company, indicate by check mark if the registrant has elected not to use the extended transition period for complying with any new or revised financial accounting standards provided pursuant to Section 13(a) of the Exchange Act.

Item 8.01. Other Events.

On October 12, 2018, Photronics, Inc. (the "Company") issued a press release announcing that its Board of Directors authorized the repurchase of up to $25 million of the Company's common stock. This is in addition to the $20 million share repurchase program that was authorized in July of this year and is now substantially complete. The purchases will occur in open market transactions from time to time depending on market conditions or in accordance with a repurchase plan under SEC Rule 10b5-1.

The authorization does not obligate the Company to repurchase any dollar amount or number of shares of common stock. The repurchase program may be suspended or discontinued at any time.

A copy of the Company's press release is attached as Exhibit 99.1 to this Form 8-K and is incorporated herein by reference.

Item 9.01. Financial Statements and Exhibits.

(d) Exhibits

99.1 Press release dated October 12, 2018.

SIGNATURE

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 hereunto duly authorized.

PHOTRONICS, INC.
(Registrant)

By: /s/ Richelle E. Burr
Name: Richelle E. Burr
Title: Vice President, General Counsel and Secretary
Date: October 12, 2018

:0pt;">

in active

Significant other

Significant other

Total carrying value

markets

observable inputs

unobservable inputs

(dollars in thousands)

December 31, 2017

(Level 1)

(Level 2)

(Level 3)

Available-for-sale securities:

Agency - GSE

$

9,099

$

-

$

9,099

$

-

Obligations of states and political subdivisions

44,306

-

44,306

-

MBS - GSE residential

103,152

-

103,152

-

Equity securities - financial services

828

828

-

-

Total available-for-sale securities

$

157,385

$

828

$

156,557

$

-

Equity securities are measured at fair value using quoted market prices for identical assets and are classified within Level 1 of the valuation hierarchy. Debt securities in the AFS portfolio are measured at fair value using market quotations provided by a third-party vendor, who is a provider of financial market data, analytics and related services to financial institutions. Assets classified as Level 2 use valuation techniques that are common to bond valuations. That is, in active markets whereby bonds of similar characteristics frequently trade, quotes for similar assets are obtained. For the periods ending March 31, 2018 and December 31, 2017, there were no transfers to or from Level 1 and Level 2 fair value measurements for financial assets measured on a recurring basis.

There were no changes in Level 3 financial instruments measured at fair value on a recurring basis as of and for the periods ending March 31, 2018 and December 31, 2017, respectively.

The following table illustrates the financial instruments newly measured at fair value on a non-recurring basis segregated by hierarchy fair value levels as of the periods indicated:

(dollars in thousands)	Total carrying value at March 31, 2018	Quoted prices in active markets (Level 1)	Significant other observable inputs (Level 2)	Significant other unobservable inputs (Level 3)
Impaired loans	$ 3,904	$ -	$ -	$ 3,904
Other real estate owned	1,206	-	-	1,206
Total	$ 5,110	$ -	$ -	$ 5,110

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(dollars in thousands)	Total carrying value at December 31, 2017	Quoted prices in active markets (Level 1)	Significant other observable inputs (Level 2)	Significant other unobservable inputs (Level 3)
Impaired loans	$ 2,952	$ -	$ -	$ 2,952
Other real estate owned	814	-	-	814
Total	$ 3,766	$ -	$ -	$ 3,766

From time-to-time, the Company may be required to record at fair value financial instruments on a non-recurring basis, such as impaired loans, ORE and other repossessed assets. These non-recurring fair value adjustments involve the application of lower-of-cost-or-market accounting on write downs of individual assets.

The following describes valuation methodologies used for financial instruments measured at fair value on a non-recurring basis.

Impaired loans that are collateral dependent are written down to fair value through the establishment of specific reserves, a component of the allowance for loan losses, and as such are carried at the lower of net recorded investment or the estimated fair value.

Estimates of fair value of the collateral are determined based on a variety of information, including available valuations from certified appraisers for similar assets, present value of discounted cash flows and inputs that are estimated based on commonly used and generally accepted industry liquidation advance rates and estimates and assumptions developed by management.

Valuation techniques for impaired loans are typically determined through independent appraisals of the underlying collateral or may be determined through present value of discounted cash flows. Both techniques include various Level 3 inputs which are not identifiable. The valuation technique may be adjusted by management for estimated liquidation expenses and qualitative factors such as economic conditions. If real estate is not the primary source of repayment, present value of discounted cash flows and estimates using generally accepted industry liquidation advance rates and other factors may be utilized to determine fair value.

At March 31, 2018 and December 31, 2017, the range of liquidation expenses and other valuation adjustments applied to impaired loans ranged from -17.14% to -54.90% and from -15.95% to -51.55% respectively. The weighted-average of liquidation expenses and other valuation adjustments applied to impaired loans amounted to -31.21% as of March 31, 2018 and -23.03% as of December 31, 2017, respectively. Due to the multitude of assumptions, many of which are subjective in nature, and the varying inputs and techniques used to determine fair value, the Company recognizes that valuations could differ across a wide spectrum of techniques employed. Accordingly, fair value estimates for impaired loans are classified as Level 3.

For ORE, fair value is generally determined through independent appraisals of the underlying properties which generally include various Level 3 inputs which are not identifiable. Appraisals form the basis for determining the net realizable value from these properties. Net realizable value is the result of the appraised value less certain costs or discounts associated with liquidation which occurs in the normal course of business. Management's assumptions may include consideration of the location and occupancy of the property, along with current economic conditions. Subsequently, as these properties are actively marketed, the estimated fair values may be periodically adjusted through incremental subsequent write-downs. These write-downs usually reflect decreases in estimated values resulting from sales price observations as well as changing economic and market conditions. At March 31, 2018 and December 31, 2017, the discounts applied to the appraised values of ORE ranged from -17.95% to -68.96% and from -17.95% to -99.00%, respectively. As of March 31, 2018 and December 31, 2017, the weighted-average of discount to the appraisal values of ORE amounted to -33.44% and -35.30% respectively.

As of March 31, 2018, the Company had one automobile in other repossessed assets with a balance of $36 thousand. As of December 31, 2017, the Company had no automobiles in other repossessed assets. There were no adjustments to the carrying value of this automobile.

9. Acquisition

On March 17, 2017, the Company completed the acquisition of the West Scranton branch of Wayne Bank, the wholly owned banking subsidiary of Norwood Financial Corp., pursuant to the terms of the Branch Purchase and Deposit Assumption Agreement dated September 29, 2016. The Company purchased all of the deposit liabilities associated with the branch, certain loans, and the branch real estate, and immediately closed the branch and consolidated the acquired deposits and loans into its nearby West Scranton branch office. The Company expects this transaction to expand its customer base in West Scranton.

The transaction has been accounted for using the acquisition method of accounting. The acquired assets and assumed liabilities were recorded at book value which also represented estimated fair value at the date of acquisition. Management made significant estimates and exercised significant judgement in estimating fair value, but the fair value adjustments were deemed immaterial to the financial statements.

The Company recognized $41 thousand of acquisition-related costs during 2017. These costs are being expensed as incurred and are presented in non-interest expenses on the consolidated statements of income. Costs incurred in 2017 consist principally of legal fees and other professional fees.

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The following table summarizes the estimated fair value of the assets acquired and liabilities assumed at the date of acquisition:

(dollars in thousands)	March 17, 2017
Cash and cash equivalents	$ 11,817
Loans	1,574
Bank premises and equipment	264
Goodwill	209
Accrued interest receivable and other assets	4
Total assets acquired	$ 13,868
Deposits	$ 13,809
Accrued interest payable and other liabilities	59
Total liabilities assumed	$ 13,868

The Company acquired $1.6 million in residential and consumer loans. None of the loans that were acquired had evidence of credit quality deterioration.

The Company recorded goodwill associated with the acquisition of the West Scranton branch of Wayne bank totaling $0.2 million. Goodwill is not amortized, but is periodically evaluated for impairment. The Company did not recognize any impairment during 2017. For income tax purposes, goodwill will be deducted over a 15 year period.

10. Employee Benefits

Bank-Owned Life Insurance (BOLI)

The Company has purchased single premium BOLI policies on certain officers. The policies are recorded at their cash surrender values. Increases in cash surrender values are included in non-interest income in the consolidated statements of income. In March 2017, the Company purchased an additional $8.0 million of BOLI. The policies' cash surrender value totaled $20.2 million and $20.0 million, respectively, as of March 31, 2018 and 2017 and is reflected as an asset on the consolidated balance sheets. As of March 31, 2018 and 2017, the Company has recorded income of $152 thousand and $107 thousand, respectively.

Officer Life Insurance

In 2017, the Bank entered into separate split dollar life insurance arrangements (Split Dollar Agreements) with eleven officers. This plan provides each officer a specified death benefit should the officer die while in the Bank's employ. The Bank paid the insurance premiums in March 2017 and the arrangements were effective in March 2017. The Bank owns the policies and all cash values thereunder. Upon death of the covered employee, the agreed-upon amount of death proceeds from the policies will be paid directly to the insured's beneficiary. As of March 31, 2018, the policies had total death benefits of $20.4 million of which $4.0 million would have been paid to the officer's beneficiaries and the remaining $16.4 million would have been paid to the Bank. In addition, three executive officers have the opportunity to retain a split dollar benefit equal to two times their highest base salary after separation from service if the vesting requirements are met. As of March 31 2018, the Company accrued expenses of $38 thousand for the split dollar benefit.

Supplemental Executive Retirement plan (SERP)

On March 29, 2017, the Bank entered into separate supplemental executive retirement agreements (individually the “SERP Agreement”) with five officers, pursuant to which the Bank will credit an amount to a SERP account established on each participant’s behalf while they are actively employed by the Bank for each calendar month from March 1, 2017 until retirement. As of March 31, 2018, the Company accrued expenses of $504 thousand in connection with the SERP.

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Item 2: Management's Discussion and Analysis of Financial Condition and Results of Operations

The following is management's discussion and analysis of the significant changes in the consolidated financial condition of the Company as of March 31, 2018 compared to December 31, 2017 and a comparison of the results of operations for the three months ended March 31, 2018 and 2017. Current performance may not be indicative of future results. This discussion should be read in conjunction with the Company's 2017 Annual Report filed on Form 10-K.

Forward-looking statements

Certain of the matters discussed in this Quarterly Report on Form 10-Q may constitute forward-looking statements for purposes of the Securities Act of 1933, as amended, and the Securities Exchange Act of 1934, as amended, and as such may involve known and unknown risks, uncertainties and other factors which may cause the actual results, performance or achievements of the Company to be materially different from future results, performance or achievements expressed or implied by such forward-looking statements. The words "expect," "anticipate," "intend," "plan," "believe," "estimate," and similar expressions are intended to identify such forward-looking statements.

The Company's actual results may differ materially from the results anticipated in these forward-looking statements due to a variety of factors, including, without limitation:

§ the effects of economic conditions on current customers, specifically the effect of the economy on loan customers' ability to repay loans;
§ the costs and effects of litigation and of unexpected or adverse outcomes in such litigation;
§ the impact of new or changes in existing laws and regulations, including the Tax Cuts and Jobs Act and Dodd-Frank Wall Street Reform and Consumer Protection Act of 2010 and the regulations promulgated there under;
§ impacts of the capital and liquidity requirements of the Basel III standards and other regulatory pronouncements, regulations and rules;
§ governmental monetary and fiscal policies, as well as legislative and regulatory changes;
§ effects of short- and long-term federal budget and tax negotiations and their effect on economic and business conditions;
§ the effect of changes in accounting policies and practices, as may be adopted by the regulatory agencies, as well as the Financial Accounting Standards Board and other accounting standard setters;
§ the risks of changes in interest rates on the level and composition of deposits, loan demand, and the values of loan collateral, securities and interest rate protection agreements, as well as interest rate risks;
§ the effects of competition from other commercial banks, thrifts, mortgage banking firms, consumer finance companies, credit unions, securities brokerage firms, insurance companies, money market and other mutual funds and other financial institutions operating in our market area and elsewhere, including institutions operating locally, regionally, nationally and internationally, together with such competitors offering banking products and services by mail, telephone, computer and the internet;
§ technological changes;
§ the interruption or breach in security of our information systems and other technological risks and attacks resulting in failures or disruptions in customer account management, general ledger processing and loan or deposit updates and potential impacts resulting therefrom including additional costs, reputational damage, regulatory penalties, and financial losses;
§ acquisitions and integration of acquired businesses;
§ the failure of assumptions underlying the establishment of reserves for loan losses and estimations of values of collateral and various financial assets and liabilities;
§ volatilities in the securities markets;
§ acts of war or terrorism;

- § disruption of credit and equity markets; and
- § the risk that our analyses of these risks and forces could be incorrect and/or that the strategies developed to address them could be unsuccessful.

The Company cautions readers not to place undue reliance on forward-looking statements, which reflect analyses only as of the date of this document. The Company has no obligation to update any forward-looking statements to reflect events or circumstances after the date of this document.

Readers should review the risk factors described in other documents that we file or furnish, from time to time, with the Securities and Exchange Commission, including Annual Reports to Shareholders, Annual Reports filed on Form 10-K and other current reports filed or furnished on Form 8-K.

Executive Summary

The Company is a Pennsylvania corporation and a bank holding company, whose wholly-owned state chartered commercial bank is The Fidelity Deposit and Discount Bank. The Company is headquartered in Dunmore, Pennsylvania. We consider Lackawanna and Luzerne Counties our primary marketplace.

As a leading Northeastern Pennsylvania community bank, our goals are to enhance shareholder value while continuing to build a full-service community bank. We focus on growing our core business of retail and business lending and deposit gathering while

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maintaining strong asset quality and controlling operating expenses. We continue to implement strategies to diversify earning assets and to increase low cost core deposits. These strategies include a greater level of commercial lending and the ancillary business products and services supporting our commercial customers' needs as well as residential lending strategies and an array of consumer products. We focus on developing a full banking relationship with existing, as well as new, small- and middle-sized business prospects. In addition, we explore opportunities to selectively expand our franchise footprint, consisting presently of our 10-branch network. Currently, the Company is constructing a new branch in Back Mountain, PA in order to expand our presence in Luzerne County, which is expected to open in the third quarter of 2018. We are expecting $2.2 million in investment related to the construction of this new branch in 2018. The Company has also filed for regulatory approval to add a branch location in Mountain Top, PA. We currently expect that this branch will open during the first half of 2019.

On August 15, 2017, the Company declared a three-for-two stock split to shareholders effected in the form of a 50% stock dividend. All share and per share information included in the accompanying management's discussion and analysis has been retroactively adjusted to reflect this stock split.

We are impacted by both national and regional economic factors, with commercial, commercial real estate and residential mortgage loans concentrated in Northeastern Pennsylvania, primarily in Lackawanna and Luzerne counties. Although the U.S. economy has shown signs of improvement, the general operating environment and our local market area continue to remain challenging and local competition is strong. For the near-term, we expect to continue to operate in a slowly-rising interest rate environment. A rising rate environment positions the Company to improve its net interest income performance. The Federal Open Market Committee (FOMC) adjusted the short-term federal funds rate up 25 basis points so far during 2018. Expectations are for short-term rates to continue to rise this year, potentially pressuring deposit rate pricing. The U.S. Treasury yield curve flattening is expected to occur over 2018. The national unemployment rate for March 2018 was 4.1%, unchanged from December 2017. Growth in all loan sectors at prudent pricing should mitigate the projected increase in interest expense from higher deposit and borrowing rates and help maintain an acceptable interest rate margin during 2018 and beyond. The unemployment rate in Scranton - Wilkes-Barre Metropolitan Statistical Area (local) increased during the first three months of 2018, and continued to lag behind the unemployment rates of the state and nation. According to the U.S. Bureau of Labor Statistics, the local unemployment rate at March 31, 2018 was 5.4%, an increase of 0.4 percentage points from 5.0% at December 31, 2017 and a decrease from 6.2% at March 31, 2017. The local unemployment rate increased during the first three months of 2018 due to a drop in the labor force combined with fewer jobs. Seasonal fluctuations in unemployment are expected. The median home values in the region have gone up 7.4% over the past year, and according to Zillow, an online database advertising firm providing access to its real estate search engines to various media outlets, values are expected to rise 3.8% within the next year. In light of these expectations, we will continue to monitor the economic climate in our region and scrutinize growth prospects with credit quality as a principal consideration.

Our efforts and focus continue on building relationships concentrating on loans, deposits, wealth management, business services and retail opportunities with clients and prospects with the goal to exceed expectations by providing a valued service.

In addition to the challenging economic environment in which we compete, the regulation and oversight of our business has changed significantly in recent years. As described more fully in Part I, Item 1A, "Risk Factors," and in the "Supervisory and Regulation" section of management's discussion and analysis of financial condition and results of operations in our 2017 Annual Report filed on Form 10-K, certain aspects of the Dodd-Frank Wall Street Reform Act (Dodd-Frank Act) continue to have a significant impact on us. In addition, final rules to implement Basel III regulatory capital reform, approved by the federal bank regulatory agencies in 2013, subject many banks including the Company, to capital requirements which will be phased in. The initial provisions effective for us began on January 1, 2015. The rules also revise the minimum risk-based and leverage capital ratio requirements applicable to the

Company and revise the calculation of risk-weighted assets to enhance their risk sensitivity. We will continue to prepare for the impacts that the Dodd-Frank Act and the Basel III capital standards, and related rulemaking will have on our business, financial condition and results of operations.

Non-GAAP Financial Measures

The following are non-GAAP financial measures which management believes provide useful insight to the reader of the consolidated financial statements but should be supplemental to GAAP used to prepare the Company's financial statements and should not be read in isolation or relied upon as a substitute for GAAP measures. In addition, the Company's non-GAAP measures may not be comparable to non-GAAP measures of other companies. The Company's tax rate used to calculate the fully-tax equivalent (FTE) adjustment was 21% at March 31, 2018 compared to 34% at March 31, 2017.

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The following table reconciles the non-GAAP financial measures of FTE net interest income:

(dollars in thousands)	March 31, 2018	March 31, 2017
Interest income (GAAP)	$ 8,143	$ 7,366
Adjustment to FTE	165	309
Interest income adjusted to FTE (Non-GAAP)	8,308	7,675
Interest expense	884	688
Net interest income adjusted to FTE (Non-GAAP)	$ 7,424	$ 6,987

The efficiency ratio is non-interest expenses as a percentage of FTE net interest income plus non-interest income. The following table reconciles the non-GAAP financial measures of the efficiency ratio to GAAP:

(dollars in thousands)	March 31, 2018	March 31, 2017
Efficiency Ratio (non-GAAP)		
Non-interest expenses (GAAP)	$ 6,208	$ 5,797
Net interest income (GAAP)	7,259	6,678
Plus: taxable equivalent adjustment	165	309
Non-interest income (GAAP)	2,283	2,105
Net interest income (FTE) plus non-interest income (non-GAAP)	$ 9,707	$ 9,092
Efficiency ratio (non-GAAP)	63.95%	63.76%

General

The Company’s earnings depend primarily on net interest income. Net interest income is the difference between interest income and interest expense. Interest income is generated from yields earned on interest-earning assets, which consist principally of loans and investment securities. Interest expense is incurred from rates paid on interest-bearing liabilities, which consist of deposits and borrowings. Net interest income is determined by the Company’s interest rate spread (the difference between the yields earned on its interest-earning assets and the rates paid on its interest-bearing liabilities) and the relative amounts of interest-earning assets and interest-bearing liabilities. Interest rate spread is significantly impacted by: changes in interest rates and market yield curves and their related impact on cash flows; the composition and characteristics of interest-earning assets and interest-bearing liabilities; differences in the maturity and re-pricing characteristics of assets compared to the maturity and re-pricing characteristics of the liabilities that fund them and by the competition in the marketplace.

The Company's earnings are also affected by the level of its non-interest income and expenses and by the provisions for loan losses and income taxes. Non-interest income mainly consists of: service charges on the Company's loan and deposit products; interchange fees; trust and asset management service fees; increases in the cash surrender value of the bank owned life insurance and from net gains or losses from sales of loans and securities. Non-interest expense consists of: compensation and related employee benefit costs; occupancy; equipment; data processing; advertising and marketing; FDIC insurance premiums; professional fees; loan collection; net other real estate owned (ORE) expenses; supplies and other operating overhead.

Comparison of the results of operations

Three months ended March 31, 2018 and 2017

Overview

For the first quarter of 2018, the Company generated net income of $2.5 million, or $0.67 per diluted share, compared to $2.0 million, or $0.53 per diluted share, for the first quarter of 2017. The $0.5 million, or 28%, increase in net income stemmed from $0.6 million more net interest income, $0.2 million less provision for income taxes and $0.2 million in additional non-interest income which more than offset a $0.4 million rise in non-interest expenses.

Return on average assets (ROA) was 1.17% and 0.99% for the first quarters of 2018 and 2017, respectively. During the same time period, return on average shareholders' equity (ROE) was 11.75% and 9.85%, respectively. The increase in ROA and ROE was the result of net income growth during the first quarter of 2018.

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Net interest income and interest sensitive assets / liabilities

Net interest income increased $0.6 million, or 9%, from $6.7 million for the quarter ended March 31, 2017 to $7.3 million for the quarter ended March 31, 2018, due to higher interest income which more than offset the additional interest expense. Total average interest-earning assets increased $56.2 million along with an increase in the yields earned thereon resulting in $0.8 million of growth in interest income. In the loan portfolio, the Company experienced average balance growth of $28.6 million combined with higher yields in the commercial and residential portfolios, which had the effect of producing $0.5 million more interest income. Although all loan portfolios showed more interest income, the consumer loan portfolio increased due to average balance growth while the commercial and residential loan portfolios experienced growth mostly due to higher yields. In the investment portfolio, an increase in the average balances of mortgage-backed securities was the biggest driver of interest income growth. The average balance growth of total securities of $19.1 million produced $0.2 million in additional interest income. On the liability side, total interest-bearing liabilities grew $38.0 million on average with a ten basis point increase in rates paid on these interest-bearing liabilities. Growth in average interest-bearing deposits of $56.1 million and 11 basis point higher rates paid on these deposits caused interest expense to increase by $0.2 million.

The FTE net interest rate spread and margin decreased by six and four basis points, respectively, for the first quarter of 2018 compared to the first quarter of 2017. The Company's lower tax rate in 2018 caused FTE interest income from nontaxable interest-earning assets to decline. The negative impact of this lower FTE adjustment had the effect of reducing net interest rate spread and margin by seven and eight basis points, respectively. The overall cost of funds, which includes the impact of non-interest bearing deposits, increased eight basis points for the three months ended March 31, 2018 compared to the same period in 2017. The primary reason for the increase was higher average interest-bearing deposits and the rates paid thereon.

For 2018, the Company expects to operate in a gradually increasing interest rate environment. A rate environment with rising interest rates positions the Company to improve its interest income performance from new and maturing earning assets. Until there is a sustained period of yield curve steepening, with rates rising more sharply at the long end, the interest rate margin may experience compression. However for 2018, the Company anticipates net interest income to improve as growth in interest-earning assets would help mitigate an adverse impact of rate movements on cost of funds. The Federal Open Market Committee (FOMC) has been gradually increasing the short-term federal funds rate since the end of 2015, but it had a minimal effect on rates paid on funding sources. On the asset side, the prime interest rate, the benchmark rate that banks use as a base rate for adjustable rate loans, rose 25 basis points in March of 2018. The focus for 2018 is to manage net interest income after years of a sustained low interest rate environment through a rising rate environment by maintaining a reasonable spread. Interest expense is projected to continue to grow in 2018 from growth in deposits and borrowings and an increase in rates paid on both. Continued growth in the loan portfolios complemented with investment security growth is currently expected to boost interest income, and when coupled with a proactive relationship approach to deposit cost setting strategies should help contain the interest rate margin at acceptable levels.

The Company's cost of interest-bearing liabilities was 60 basis points for the three months ended March 31, 2018, or ten basis points higher than the cost for the three months ended March 31, 2017. An increase in average interest-bearing deposits and their rates primarily caused the higher cost of interest-bearing liabilities. During 2017 and 2018, rates paid on interest-bearing deposits started to increase from historic low levels. Interest rates along the treasury yield curve have been volatile with shorter-term rates rising faster than long-term rates producing a flatter yield curve during 2018. Competition among banks has already begun to pressure banks to increase deposit rates. If rates continue to rise, the effect could pressure net interest income if short-term rates rise more rapidly than longer-term interest rates, thereby compressing the interest rate spread. To help mitigate the impact of the imminent change to the economic landscape, the Company has successfully developed and will continue to strengthen its association with existing customers, develop new business relationships, generate new loan volumes, and retain and generate higher levels of average non-interest bearing deposit balances. Strategically deploying no- and low-cost deposits into interest earning-assets is an effective margin-preserving strategy that the Company expects to continue to pursue and expand to help stabilize net interest margin.

The Company's Asset Liability Management (ALM) team meets regularly to discuss among other things, interest rate risk and when deemed necessary adjusts interest rates. ALM also discusses revenue enhancing strategies to help combat the potential for a decline in net interest income. The Company's marketing department, together with ALM, lenders and deposit gatherers, continue to develop prudent strategies that will grow the loan portfolio and accumulate low-cost deposits to improve net interest income performance.

The table that follows sets forth a comparison of average balances of assets and liabilities and their related net tax equivalent yields and rates for the years indicated. Within the table, interest income was FTE adjusted, using the corporate federal tax rate of 21% at March 31, 2018 and 34% at March 31, 2017 to recognize the income from tax-exempt interest-earning assets as if the interest was taxable. See "Non-GAAP Financial Measures" within this management's discussion and analysis for the FTE adjustments. This treatment allows a uniform comparison among yields on interest-earning assets. Loans include loans held-for-sale (HFS) and non-accrual loans but exclude the allowance for loan losses. Net deferred loan cost amortization of $139 thousand and $108 thousand during the first quarters of 2018 and 2017, respectively, are included in interest income from loans. Average balances are based on amortized cost and do not reflect net unrealized gains or losses. Net interest margin is calculated by dividing net interest income-FTE by total average interest-earning assets. Cost of funds includes the effect of average non-interest bearing deposits as a funding source:

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(dollars in thousands)	Three months ended					
	March 31, 2018			March 31, 2017		
Assets	Average balance	Interest	Yield / rate	Average balance	Interest	Yield / rate
Interest-earning assets						
Interest-bearing deposits	$ 11,360	$ 42	1.49 %	$ 2,070	$ 6	1.14 %
Restricted regulatory securities	2,463	40	6.55	3,217	19	2.40
Investments:						
Agency - GSE	7,368	34	1.88	18,291	63	1.41
MBS - GSE residential	113,070	741	2.66	85,541	556	2.63
State and municipal (nontaxable)	42,621	478	4.55	40,171	545	5.50
Other	297	6	8.66	295	7	10.18
Total investments	163,356	1,259	3.13	144,298	1,171	3.29
Loans and leases:						
C&I and CRE (taxable)	290,573	3,411	4.76	291,997	3,213	4.46
C&I and CRE (nontaxable)	30,302	269	3.60	29,031	319	4.45
Consumer	117,325	1,148	3.97	94,037	1,002	4.32
Residential real estate	202,955	2,139	4.27	197,517	1,945	3.99
Total loans and leases	641,155	6,967	4.41	612,582	6,479	4.29
Total interest-earning assets	818,334	8,308	4.12 %	762,167	7,675	4.08 %
Non-interest earning assets	61,465			51,916		
Total assets	$ 879,799			$ 814,083		
Liabilities and shareholders' equity						
Interest-bearing liabilities						

Deposits:						
Interest-bearing checking	$ 213,283	$ 247	0.47 %	$ 177,161	$ 165	0.38 %
Savings and clubs	134,979	59	0.18	122,849	38	0.13
MMDA	110,085	203	0.75	115,928	179	0.63
Certificates of deposit	107,308	295	1.11	93,650	204	0.88
Total interest-bearing deposits	565,655	804	0.58	509,588	586	0.47
Repurchase agreements	14,582	7	0.19	13,674	7	0.22
Overnight borrowings	1,303	7	2.01	25,871	57	0.89
FHLB advances	19,204	66	1.40	13,600	38	1.13
Total interest-bearing liabilities	600,744	884	0.60 %	562,733	688	0.50 %
Non-interest bearing deposits	185,090			164,340		
Non-interest bearing liabilities	6,729			5,501		
Total liabilities	792,563			732,574		
Shareholders' equity	87,236			81,509		
Total liabilities and shareholders' equity	$ 879,799			$ 814,083		
Net interest income - FTE		$ 7,424			$ 6,987	
Net interest spread			3.52 %			3.58 %
Net interest margin			3.68 %			3.72 %
Cost of funds			0.46 %			0.38 %

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Changes in net interest income are a function of both changes in interest rates and changes in volume of interest-earning assets and interest-bearing liabilities. The following table presents the extent to which changes in interest rates and changes in volumes of interest-earning assets and interest-bearing liabilities have affected the Company's interest income and interest expense during the periods indicated. Information is provided in each category with respect to (1) the changes attributable to changes in volume (changes in volume multiplied by the prior period rate), (2) the changes attributable to changes in interest rates (changes in rates multiplied by prior period volume) and (3) the net change. The combined effect of changes in both volume and rate has been allocated proportionately to the change due to volume and the change due to rate. Tax-exempt income was not converted to a tax-equivalent basis on the rate/volume analysis:

	Three months ended March 31,					
(dollars in thousands)	2018 compared to 2017			2017 compared to 2016		
	Increase (decrease) due to					
	Volume	Rate	Total	Volume	Rate	Total
Interest income:						
Interest-bearing deposits	$ 34	$ 2	$ 36	$ (29)	$ 13	$ (16)
Restricted regulatory securities	(5)	26	21	12	(7)	5
Investments:						
Agency - GSE	(46)	17	(29)	-	11	11
MBS - GSE residential	180	5	185	88	150	238
State and municipal	22	2	24	43	(14)	29
Other	(1)	-	(1)	-	(1)	(1)
Total investments	155	24	179	131	146	277
Loans and leases:						
Residential real estate	54	141	195	91	18	109
C&I and CRE	(2)	201	199	136	28	164
Consumer	233	(86)	147	326	(235)	91
Total loans and leases	285	256	541	553	(189)	364
Total interest income	469	308	777	667	(37)	630
Interest expense:						
Deposits:						
Interest-bearing checking	38	45	83	15	48	63
Savings and clubs	4	16	20	2	(1)	1
Money market	(9)	33	24	(21)	(17)	(38)
Certificates of deposit	32	59	91	(23)	3	(20)
Total deposits	65	153	218	(27)	33	6
Repurchase agreements	-	-	-	(1)	-	(1)
Overnight borrowings	(83)	33	(50)	53	(6)	47
FHLB advances	18	10	28	38	-	38
Total interest expense	0	196	196	63	27	90
Net interest income	$ 469	$ 112	$ 581	$ 604	$ (64)	$ 540

Provision for loan losses

The provision for loan losses represents the necessary amount to charge against current earnings, the purpose of which is to increase the allowance for loan losses (the allowance) to a level that represents management's best estimate of known and inherent losses in the Company's loan portfolio. Loans determined to be uncollectible are charged off against the allowance. The required amount of the provision for loan losses, based upon the adequate level of the allowance, is subject to the ongoing analysis of the loan portfolio. The Company's Special Assets Committee meets periodically to review problem loans. The committee is comprised of management, including credit administration officers, loan officers, loan workout officers and collection personnel. The committee reports quarterly to the Credit Administration Committee of the board of directors.

Management continuously reviews the risks inherent in the loan portfolio. Specific factors used to evaluate the adequacy of the loan loss provision during the formal process include:

•specific loans that could have loss potential;

•levels of and trends in delinquencies and non-accrual loans;

•levels of and trends in charge-offs and recoveries;

•trends in volume and terms of loans;

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- changes in risk selection and underwriting standards;
- changes in lending policies and legal and regulatory requirements;
- experience, ability and depth of lending management;
- national and local economic trends and conditions; and
- changes in credit concentrations.

For the three months ended March 31, 2018 and 2017, the Company recorded a provision for loan losses of $300 thousand and $325 thousand, respectively, a $25 thousand decrease. This decrease was due primarily to slower growth in the loan portfolio along with a decline in net charge-offs versus the year earlier comparable period.

For a discussion on the allowance for loan losses, see “Allowance for loan losses,” located in the comparison of financial condition section of management’s discussion and analysis contained herein.

Other income

For the first quarter of 2018, non-interest income amounted to $2.3 million, a $0.2 million, or 8%, increase compared to $2.1 million recorded for the first quarter of 2017. The biggest contributor to this increase was $0.2 million higher trust fees due to the assumption of the trust accounts of another bank during the first quarter of 2017 which added $0.1 million and a $0.1 million estate fee recognized during the first quarter of 2018. Debit card interchange fees grew almost $0.1 million due to a higher volume of debit card transactions. Partially offsetting these items was $0.1 million fewer gains on the sale of loans and $0.1 million in losses on equity securities.

Other operating expenses

For the quarter ended March 31, 2018, total other operating expenses totaled $6.2 million, an increase of $0.4 million, or 7%, compared to $5.8 million for the same 2017 quarter. Salary and employee benefits contributed the most to the increase rising $0.3 million, or 9%, to $3.4 million for the first quarter of 2018 from $3.1 million for the first quarter of 2017. The basis of the increase includes $0.1 million increased salaries, $0.1 million in additional stock based incentive compensation and $0.1 million more in expenses from the post-retirement benefit plan implemented in the first quarter of 2017. Advertising and marketing expense increased $0.2 million from an educational improvement donation made during the first quarter of 2018 that was made during the second quarter of 2017. Data processing and communications expense increased $0.1 million during the first quarter of 2018 compared to the first quarter of 2017 because of additional costs for data center services. Partially offsetting these increases in expenses was a $0.1 million decrease in PA shares tax due to tax credits received for the educational improvement donation made in the first quarter of 2018.

The ratios of non-interest expense less non-interest income to average assets, known as the expense ratio, at March 31, 2018 and 2017 were 1.81% and 1.84%, respectively. The expense ratio decreased because of higher average assets during the quarter ended March 31, 2018 compared to the quarter ended March 31, 2017. The efficiency ratio increased from 63.76% at March 31, 2017 to 63.95% at March 31, 2018 due to higher non-interest expenses. For more information on the calculation of the efficiency ratio, see “Non-GAAP Financial Measures” located within this management’s discussion and analysis.

Provision for income taxes

On December 22, 2017, the Tax Cuts and Jobs Act (the “Tax Act”) was signed into law and as a result the Company’s federal corporate tax rate was reduced from 34% to 21% effective January 1, 2018. The provision for income taxes decreased $0.2 million, or 26%, from $0.7 million at March 31, 2017 to $0.5 million at March 31, 2018 despite higher income before taxes due to the lower corporate tax rate. The Company's effective tax rate was 16.7% at March 31, 2018 compared to 25.6% at March 31, 2017.

Comparison of financial condition at

March 31, 2018 and December 31, 2017

Overview

Consolidated assets increased $33.8 million, or 4%, to $897.4 million as of March 31, 2018 from $863.6 million at December 31, 2017. The increase in assets occurred principally in cash and cash equivalents along with in the loan and investment portfolios. The asset growth was funded by growth in deposits of $45.1 million and $0.1 million in retained earnings, net of dividends declared, partially offset by $12.4 million paid down on borrowings.

Funds Deployed:

Investment securities

At the time of purchase, management classifies investment securities into one of three categories: trading, available-for-sale (AFS) or held-to-maturity (HTM). To date, management has not purchased any securities for trading purposes. All of the securities the Company purchases are classified as AFS even though there is no immediate intent to sell them. The AFS designation affords management the flexibility to sell securities and position the balance sheet in response to capital levels, liquidity needs or changes in market conditions. Debt securities AFS are carried at fair value on the consolidated balance sheets with unrealized gains and losses, net of deferred income taxes, reported separately within shareholders’ equity as a component of accumulated other comprehensive income (AOCI). Beginning on January 1, 2018, equity securities are carried at fair value on the consolidated balance sheets with

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unrealized gains and losses, net of deferred income taxes, reported separately within the consolidated statements of income as a component of non-interest income. Securities designated as HTM are carried at amortized cost and represent debt securities that the Company has the ability and intent to hold until maturity.

As of March 31, 2018, the carrying value of investment securities amounted to $165.8 million, or 18% of total assets, compared to $157.4 million, or 18% of total assets, at December 31, 2017. On March 31, 2018, 70% of the carrying value of the investment portfolio was comprised of U.S. Government Sponsored Enterprise residential mortgage-backed securities (MBS – GSE residential or mortgage-backed securities) that amortize and provide monthly cash flow that the Company can use for reinvestment, loan demand, unexpected deposit outflow, facility expansion or operations.

Investment securities were comprised of AFS securities as of March 31, 2018 and December 31, 2017. The AFS securities were recorded with a net unrealized loss of $0.8 million and a net unrealized gain of $2.3 million as of March 31, 2018 and December 31, 2017. On January 1, 2018, $0.5 million of net unrealized gains on equity securities were reclassified from AOCI to retained earnings. Of the remaining net decline in the unrealized gain position of $2.6 million, $2.5 million in unrealized losses on debt securities were recognized in OCI and $0.1 million in unrealized losses on equity securities were recognized in net income. The direction and magnitude of the change in value of the Company's investment portfolio is attributable to the direction and magnitude of the change in interest rates along the treasury yield curve. Generally, the values of debt securities move in the opposite direction of the changes in interest rates. As interest rates along the treasury yield curve decline, especially at the intermediate and long end, the values of debt securities tend to rise. Whether or not the value of the Company's investment portfolio will continue to exceed its amortized cost will be largely dependent on the direction and magnitude of interest rate movements and the duration of the debt securities within the Company's investment portfolio. When interest rates rise, the market values of the Company's debt securities portfolio could be subject to market value declines.

As of March 31, 2018, the Company had $138.5 million in public deposits, or 18% of total deposits. Pennsylvania state law requires the Company to maintain pledged securities on these public deposits. As of March 31, 2018, the balance of pledged securities required for deposit and repurchase agreement accounts was $131.1 million.

Quarterly, management performs a review of the investment portfolio to determine the causes of declines in the fair value of each security. The Company uses inputs provided by independent third parties to determine the fair value of its investment securities portfolio. Inputs provided by the third parties are reviewed and corroborated by management. Evaluations of the causes of the unrealized losses are performed to determine whether impairment exists and whether the impairment is temporary or other-than-temporary. Considerations such as the Company's intent and ability to hold the securities to maturity, recoverability of the invested amounts over the intended holding period, the length of time and the severity in pricing decline below cost, the interest rate environment, the receipt of amounts contractually due and whether or not there is an active market for the securities, for example, are applied, along with an analysis of the financial condition of the issuer for management to make a realistic judgment of the probability that the Company will be unable to collect all amounts (principal and interest) due in determining whether a security is other-than-temporarily impaired. If a decline in value is deemed to be other-than-temporary, the amortized cost of the security is reduced by the credit impairment amount and a corresponding charge to current earnings is recognized. During the quarter ended March 31, 2018, the Company did not incur other-than-temporary impairment charges from its investment securities portfolio.

During the first quarter of 2018, the carrying value of total investments increased $8.4 million, or 5%. The Company attempts to maintain a well-diversified and proportionate investment portfolio that is structured to complement the strategic direction of the Company. Its growth typically supplements the lending activities but also considers the current and forecasted economic conditions, the Company's liquidity needs and interest rate risk profile. The Company expects to grow the portfolio and increase its relative size with a preference toward mortgage-backed securities. If rates rise, the strategy will provide a good source of cash flow to reinvest into higher yielding interest-sensitive assets.

A comparison of investment securities at March 31, 2018 and December 31, 2017 is as follows:

	March 31, 2018		December 31, 2017	
(dollars in thousands)	Amount	%	Amount	%
MBS - GSE residential	$ 115,381	69.8 %	$ 103,152	65.5 %
State & municipal subdivisions	44,976	27.2	44,306	28.2
Agency - GSE	4,899	3.0	9,099	5.8
Equity securities - financial services	-	-	828	0.5
Total	$ 165,256	100.0 %	$ 157,385	100.0 %

As of March 31, 2018, there were no investments from any one issuer with an aggregate book value that exceeded 10% of the Company’s shareholders’ equity.

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The distribution of debt securities by stated maturity and tax-equivalent yield at March 31, 2018 are as follows:

	One year or less		More than one year to five years		More than five years to ten years		More than ten years		Total	
(dollars in thousands)	$	%	$	%	$	%	$	%	$	%
MBS - GSE residential	$ -	- %	$ 576	3.35 %	$ 2,444	3.81 %	$ 112,361	3.30 %	$ 115,381	3.31 %
State & municipal subdivisions	-	-	922	6.04	3,012	4.88	41,043	4.84	44,977	4.86
Agency - GSE	-	-	1,960	2.58	2,938	2.67	-	-	4,898	2.63
Total debt securities	$ -	- %	$ 3,458	3.57 %	$ 8,394	3.79 %	$ 153,404	3.69 %	$ 165,256	3.70 %

In the above table, the book yields on state & municipal subdivisions were adjusted to a tax-equivalent basis using the corporate federal tax rate of 21%. In addition, average yields on securities AFS are based on amortized cost and do not reflect unrealized gains or losses.

Federal Home Loan Bank Stock

Investment in Federal Home Loan Bank (FHLB) stock is required for membership in the organization and is carried at cost since there is no market value available. The amount the Company is required to invest is dependent upon the relative size of outstanding borrowings the Company has with the FHLB of Pittsburgh. Excess stock is repurchased from the Company at par if the amount of borrowings decline to a predetermined level. In addition, the Company earns a return or dividend based on the amount invested. The dividends received from the FHLB totaled $40 thousand and $19 thousand for the three months ended March 31, 2018 and 2017, respectively. The balance in FHLB stock was $2.3 million and $2.8 million as of March 31, 2018 and December 31, 2017, respectively.

Loans held-for-sale (HFS)

Upon origination, most residential mortgages and certain Small Business Administration (SBA) guaranteed loans may be classified as held-for-sale (HFS). In the event of market rate increases, fixed-rate loans and loans not immediately scheduled to re-price would no longer produce yields consistent with the current market. In declining interest rate environments, the Company would be exposed to prepayment risk as rates on fixed-rate loans decrease, and customers look to refinance loans. Consideration is given to the Company's current liquidity position and projected future liquidity needs. To better manage prepayment and interest rate risk, loans that meet these conditions may be classified as HFS. Occasionally, residential mortgage and/or other nonmortgage loans may be transferred from the loan portfolio to HFS. The carrying value of loans HFS is based on the lower of cost or estimated fair value. If the fair values of these loans decline below their original cost, the difference is written down and charged to current earnings. Subsequent appreciation in the portfolio is credited to current earnings but only to the extent of previous write-downs.

As of March 31, 2018 and December 31, 2017, loans HFS consisted of residential mortgages with carrying amounts of $1.6 million and $2.2 million, respectively, which approximated their fair values. During the three months ended March 31, 2018, residential mortgage loans with principal balances of $7.7 million were sold into the secondary market and the Company recognized net gains of $0.1 million, compared to $8.5 million and $0.2 million, respectively, during the three months ended March 31, 2017. During the three months ended March 31, 2018, the Company also sold one SBA guaranteed loan with a principal balance of $0.4 million and recognized a net gain on the sale of $47 thousand, compared to $2.4 million and $100 thousand, respectively, during the three months ended March 31, 2017.

The Company retains mortgage servicing rights (MSRs) on loans sold into the secondary market. MSRs are retained so that the Company can foster personal relationships. At March 31, 2018 and December 31, 2017, the servicing portfolio balance of sold residential mortgage loans was $300.5 million and $299.3 million, respectively. At March 31, 2018 and December 31, 2017, the servicing portfolio balance of sold SBA loans was $5.7 million and $5.6 million, respectively.

Loans and leases

As of March 31, 2018, the Company had gross loans and leases totaling $641.9 million compared to $638.6 million at December 31, 2017. The growth of $3.3 million, or less than 1%, was largely attributed to the consumer portfolio with the majority of growth from the indirect auto and lease portfolio mitigated by commercial loan payoffs. The planned growth in the auto and lease portfolio is an ongoing strategy that provides the Company monthly cash flow during a rising rate environment.

Commercial and industrial and commercial real estate

As of March 31, 2018, the commercial and industrial (C&I) portfolio and commercial real estate (CRE) portfolio retracted $5.6 million, or 2%, compared to December 31, 2017. Specifically, the reduction from the C&I portfolio was $1.8 million, or 2%, and the CRE portfolio was $3.8 million or 2%. The primary reason for this retraction was soft demand with increased competition along with two relationships where assets were sold resulting in retirement of debt.

The Company does not expect the rate of commercial payoffs to continue and expectations are for commercial loan growth to be at pace with historical growth for the remainder of the year.

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Consumer

The consumer loan portfolio grew 4%, or $6.8 million, from $169.7 million at December 31, 2017 to $176.5 million at March 31, 2018. The growth was largely supported by a 6% or $5.3 million increase in auto loans and leases as well as a 4%, or $2.0 million growth in home equity lines of credit. This combined increase of $7.3 million offset a $0.6 million decrease in home equity installment balances.

We expect the consumer loan growth to soften in 2018 to 10% as the runoff in the auto and lease portfolio will mitigate growth. Although the impact of the Tax Act on home equity loan products are not known at this time, targeted sales and marketing campaigns will be launched, throughout 2018, in order to support home equity loan growth in the face of Tax Act changes.

Residential

The residential loan portfolio grew approximately $2.1 million, or 1%, from $146.8 million at December 31, 2017 to $148.9 million at March 31, 2018. Held-for-investment and construction real estate mortgages both demonstrated growth in the first quarter of 2018. Held-for-investment grew $0.8 million to $137.7 million and construction loan balances grew $1.3 million to $11.2 million. Held-for-investment real estate makes up approximately 93% of the total residential portfolio.

The composition of the loan portfolio at March 31, 2018 and December 31, 2017 is summarized as follows:

	March 31, 2018		December 31, 2017	
(dollars in thousands)	Amount	%	Amount	%
Commercial and industrial	$ 111,812	17.4 %	$ 113,601	17.8 %
Commercial real estate:				
Non-owner occupied	90,790	14.1	92,851	14.5
Owner occupied	108,226	16.9	109,383	17.1
Construction	5,610	0.9	6,228	1.0
Consumer:				
Home equity installment	26,735	4.2	27,317	4.3
Home equity line of credit	55,271	8.6	53,273	8.3
Auto and leases	88,846	13.8	83,510	13.1
Other	5,649	0.9	5,604	0.9
Residential:				
Real estate	137,675	21.5	136,901	21.5
Construction	11,243	1.7	9,931	1.5
Gross loans	641,857	100.0 %	638,599	100.0 %
Less:				
Allowance for loan losses	(9,408)		(9,193)	
Unearned lease revenue	(704)		(639)	
Net loans	$ 631,745		$ 628,767	

Loans held-for-sale	$ 1,552	$ 2,181

Allowance for loan losses

Management evaluates the credit quality of the Company's loan portfolio and performs a formal review of the adequacy of the allowance for loan losses (the allowance) on a quarterly basis. The allowance reflects management's best estimate of the amount of credit losses in the loan portfolio. Management's judgment is based on the evaluation of individual loans, past experience, the assessment of current economic conditions and other relevant factors including the amounts and timing of cash flows expected to be received on impaired loans. Those estimates may be susceptible to significant change. The provision for loan losses represents the amount necessary to maintain an appropriate allowance. Loan losses are charged directly against the allowance when loans are deemed to be uncollectible. Recoveries from previously charged-off loans are added to the allowance when received.

Management applies two primary components during the loan review process to determine proper allowance levels. The two components are a specific loan loss allocation for loans that are deemed impaired and a general loan loss allocation for those loans not specifically allocated. The methodology to analyze the adequacy of the allowance for loan losses is as follows:

•identification of specific impaired loans by loan category;

•calculation of specific allowances where required for the impaired loans based on collateral and other objective and quantifiable evidence;

•determination of loans with similar credit characteristics within each class of the loan portfolio segment and eliminating the impaired loans;

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•application of historical loss percentages (trailing twelve-quarter average) to pools to determine the allowance allocation;

•application of qualitative factor adjustment percentages to historical losses for trends or changes in the loan portfolio, regulations, and/or current economic conditions.

A key element of the methodology to determine the allowance is the Company's credit risk evaluation process, which includes credit risk grading of individual commercial loans. Commercial loans are assigned credit risk grades based on the Company's assessment of conditions that affect the borrower's ability to meet its contractual obligations under the loan agreement. That process includes reviewing borrowers' current financial information, historical payment experience, credit documentation, public information and other information specific to each individual borrower. Upon review, the commercial loan credit risk grade is revised or reaffirmed. The credit risk grades may be changed at any time management determines an upgrade or downgrade may be warranted. The credit risk grades for the commercial loan portfolio are taken into account in the reserve methodology and loss factors are applied based upon the credit risk grades. The loss factors applied are based upon the Company's historical experience as well as what management believes to be best practices and within common industry standards. Historical experience reveals there is a direct correlation between the credit risk grades and loan charge-offs. The changes in allocations in the commercial loan portfolio from period-to-period are based upon the credit risk grading system and from periodic reviews of the loan portfolio.

Each quarter, management performs an assessment of the allowance for loan losses. The Company's Special Assets Committee meets quarterly and the applicable lenders discuss each relationship under review and reach a consensus on the appropriate estimated loss amount, if applicable, based on current accounting guidance. The Special Assets Committee's focus is on ensuring the pertinent facts are considered regarding not only loans considered for specific reserves, but also the collectability of loans that may be past due. The assessment process also includes the review of all loans on non-accrual status as well as a review of certain loans to which the lenders or the Credit Administration function have assigned a criticized or classified risk rating.

The following tables set forth the activity in the allowance for loan losses and certain key ratios for the period indicated:

(dollars in thousands)	As of and for the three months ended March 31, 2018	As of and for the twelve months ended December 31, 2017	As of and for the three months ended March 31, 2017
Balance at beginning of period	$ 9,193	$ 9,364	$ 9,364
Charge-offs:			
Commercial and industrial	(15)	(143)	-
Commercial real estate	(43)	(635)	(67)
Consumer	(112)	(658)	(76)
Residential	(5)	(309)	(38)
Total	(175)	(1,745)	(181)

Recoveries:			
Commercial and industrial	54	10	2
Commercial real estate	3	47	10
Consumer	33	67	28
Residential	-	-	-
Total	90	124	40
Net charge-offs	(85)	(1,621)	(141)
Provision for loan losses	300	1,450	325
Balance at end of period	$ 9,408	$ 9,193	$ 9,548
Allowance for loan losses to total loans	1.47 %	1.44 %	1.54 %
Net charge-offs to average total loans outstanding	0.05 %	0.26 %	0.09 %
Average total loans	$ 641,155	$ 630,960	$ 612,582
Loans 30 - 89 days past due and accruing	$ 3,506	$ 2,893	$ 1,434
Loans 90 days or more past due and accruing	$ 166	$ 6	$ 58
Non-accrual loans	$ 2,907	$ 3,441	$ 7,851
Allowance for loan losses to loans 90 days or more past due and accruing	56.67 x	1,532.17 x	164.62 x
Allowance for loan losses to non-accrual loans	3.24 x	2.67 x	1.22 x
Allowance for loan losses to non-performing loans	3.06 x	2.67 x	1.21 x

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The allowance for loan losses was $9.4 million at March 31, 2018, $9.2 million at December 31, 2017, and $9.5 million at March 31, 2017. Relative to the loan portfolio, the allowance decreased from 1.54% of total loans at March 31, 2017 to 1.47% at March 31, 2018, as the actual allowance declined $0.1 million year-over-year, while total gross loans increased $20.0 million. The inverse movement between allowance levels and total loans was justified by improving asset quality. The allowance increased from 1.44% of total loans at December 31, 2017 to 1.47% of total loans at March 31, 2018, as growth in the allowance outpaced total loan growth.

During the three month period ended March 31, 2018, management decreased qualitative factor loss estimates due to certain macroeconomic and business factors. One factor identified a declining trend in delinquency for home equity lines of credit and owner occupied commercial real estate. Due to both of these loan categories seeing a significant year-over-year improvement in total delinquency, along with a more general improvement in consumer and commercial delinquency over the past two years, management felt a decrease in these qualitative factors was justified.

Net charge-offs against the allowance totaled $85 thousand for the three month period ended March 31, 2018 compared with $141 thousand for the three month period ended March 31, 2017. Although total charge-offs for the first quarter of 2018 were in line with charge-offs for the same 2017 quarter, higher total recoveries caused the decline in net charge-offs. For the three month period ended March 31, 2018, net charge-offs in the consumer portfolio totaled $79 thousand, or 93% of total net charge-offs. These charge-offs were taken on a variety of HELOC, auto and leases, and other consumer loans.

For the three month period ended March 31, 2018, allowance levels rose by $0.2 million to $9.4 million, while total loans increased by $3.2 million to $641.2 million compared to $638.0 million at December 31, 2017. Management believes that the current balance in the allowance for loan losses is sufficient to meet the identified potential credit quality issues that may arise and other issues unidentified but inherent to the portfolio. Potential problem loans are those where there is known information that leads management to believe repayment of principal and/or interest is in jeopardy and the loans are currently neither on non-accrual status nor past due 90 days or more. There could be additional instances which become identified in future periods that may require additional charge-offs and/or increases to the allowance due to continued sluggishness in the economy and pressure on property values. In contrast, an abrupt significant increase in the U.S. Prime lending rate could adversely impact the debt service capacity of existing borrowers' ability to repay.

For a discussion on the provision for loan losses, see the “Provision for loan losses,” located in the results of operations section of management’s discussion and analysis contained herein.

The allowance for loan losses can generally absorb losses throughout the loan portfolio. However, in some instances an allocation is made for specific loans or groups of loans. Allocation of the allowance for loan losses for different categories of loans is based on the methodology used by the Company, as previously explained. The changes in the allocations from period-to-period are based upon quarter-end reviews of the loan portfolio.

Allocation of the allowance among major categories of loans for the periods indicated, as well as the percentage of loans in each category to total loans, is summarized in the following table. This table should not be interpreted as an indication that charge-offs in future periods will occur in these amounts or proportions, or that the allocation indicates future charge-off trends. When present, the portion of the allowance designated as unallocated is within the Company’s guidelines:

	March 31, 2018		December 31, 2017		March 31, 2017	
(dollars in thousands)	Allowance	Category % of Loans	Allowance	Category % of Loans	Allowance	Category % of Loans
Category						
Commercial real estate	$ 3,988	32 %	$ 4,060	33 %	$ 4,922	34 %
Commercial and industrial	1,236	18	1,374	18	1,263	19
Consumer	2,470	27	2,063	26	1,731	24
Residential real estate	1,662	23	1,608	23	1,519	23
Unallocated	52	-	88	-	113	-
Total	$ 9,408	100 %	$ 9,193	100 %	$ 9,548	100 %

The allocation of the allowance for the commercial loan portfolio, which is comprised of commercial real estate and commercial & industrial loans, accounted for approximately 56% of the total allowance for loan losses at March 31, 2018, which represents a nine percentage point decrease from March 31, 2017 and a three percentage point decrease from December 31, 2017. The decrease in the commercial loan portfolio allocation was mostly related to the payoff of two large commercial real estate loans with significant specific impairments from a single borrower in the third quarter of 2017 along with the write-down to fair market value of a commercial loan with a large specific impairment in the third quarter of 2017. The allocation of the allowance for the consumer category of loans, accounted for approximately 26% of the total allowance for loan losses at March 31, 2018, which represents an eight percentage point increase from March 31, 2017 and a four percentage point increase from December 31, 2017. This higher allocation was mostly related to increases in the qualitative factor assigned for this segment due to the rising rate environment, the Company’s increased auto exposure, and concerns about the urban residential housing market along with the addition of a consumer

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installment troubled debt restructured loan (TDR) with a large specific impairment in the first quarter of 2018. The allocation of the allowance for the residential real estate category of loans, accounted for approximately 18% of the total allowance for loan losses at March 31, 2018, which represents a two percentage point increase from March 31, 2017 and a one percentage point increase from December 31, 2017. The slight increase in allowance allocation for residential real estate was attributed to growth in the residential construction loan segment along with increases in the qualitative factor assigned for this segment due to concerns about the urban residential housing market. The unallocated amount represents the portion of the allowance not specifically identified with a loan or groups of loans. The unallocated was approximately 1% of the total allowance for loan losses at March 31, 2018, which remains unchanged from March 31, 2017 and December 31, 2017. Management provided the amount to support growth in the loan portfolio and reinforce the allowance for identified and potential credit risks that still exist from an uncertain local economic climate.

Non-performing assets

The Company defines non-performing assets as accruing loans past due 90 days or more, non-accrual loans, TDRs, other real estate owned (ORE) and repossessed assets. At March 31, 2018, non-performing assets represented 0.79% of total assets compared with 1.28% as of March 31, 2017 and 0.73% as of December 31, 2017. The year-over-year improvement resulted from a combination of $44.7 million in total asset growth and a $3.8 million net reduction in total non-performing assets. The year-to-date deterioration in the non-performing assets to total assets ratio resulted from growth in non-performing assets (12% or $0.8 million) outpacing growth in total assets (4% or $33.8 million).

The following table sets forth non-performing assets data as of the period indicated:

(dollars in thousands)	March 31, 2018	December 31, 2017	March 31, 2017
Loans past due 90 days or more and accruing	$ 166	$ 6	$ 58
Non-accrual loans *	2,907	3,441	7,851
Total non-performing loans	3,073	3,447	7,909
Troubled debt restructurings	2,590	1,871	1,745
Other real estate owned and repossessed assets	1,401	973	1,239
Total non-performing assets	$ 7,064	$ 6,291	$ 10,893
Total loans, including loans held-for-sale	$ 642,705	$ 640,141	$ 623,130
Total assets	$ 897,417	$ 863,637	$ 852,686
Non-accrual loans to total loans	0.45%	0.54%	1.26%
Non-performing loans to total loans	0.48%	0.54%	1.27%
Non-performing assets to total assets	0.79%	0.73%	1.28%

* In the table above, the amount includes non-accrual TDRs of $1.2 million as of March 31, 2018, $1.6 million as of December 31, 2017 and $2.5 million as of March 31, 2017.

In the review of loans for both delinquency and collateral sufficiency, management concluded that there were a number of loans that lacked the ability to repay in accordance with contractual terms. The decision to place loans on non-accrual status is made on an individual basis after considering factors pertaining to each specific loan. Generally, commercial loans are placed on non-accrual status when management has determined that payment of all contractual principal and interest is in doubt or the loan is past due 90 days or more as to principal and interest, unless well-secured and in the process of collection. Consumer loans secured by residential real estate and residential mortgage loans are placed on non-accrual status at 120 days past due as to principal and interest, and unsecured consumer loans are charged-off when the loan is 90 days or more past due as to principal and interest. Uncollected interest income accrued on all loans placed on non-accrual is reversed and charged to interest income.

From December 31, 2017 to March 31, 2018, non-performing loans, which consists of accruing loans that were over 90 days past due as well as all non-accrual loans, decreased from $3.5 million to $3.1 million, a $0.4 million, or 11% decrease. The decrease in non-performing loans was the result of payments received of $0.2 million, charge-offs of $40 thousand, transfers back to accrual of $0.2 million and transfers to ORE of $0.4 million for all non-accrual loans. These reductions were partially offset by additions and miscellaneous expenses totaling $0.3 million for non-accrual loans along with a $0.2 million increase in accruing loans that were over 90 days past due from December 31, 2017 to March 31, 2018.

From December 31, 2017 to March 31, 2018, the portion of accruing loans that were over 90 days past due increased from $6 thousand to $166 thousand. Accruing loans over 90 days past due at December 31, 2017 consisted of one loan. Accruing loans over 90 days past due at March 31, 2018 consisted of one loan. The Company seeks payments from all past due customers through an aggressive customer communication process. A past due loan will be placed on non-accrual at the 90 day point when it is deemed that a customer is non-responsive and uncooperative to collection efforts.

From December 31, 2017 to March 31, 2018, non-accrual loans of all types decreased by $0.5 million, or 16%, from $3.4 million to $2.9 million. At December 31, 2017, there were a total of 39 loans to 32 unrelated borrowers with balances that ranged from less than $1 thousand to $0.6 million. At March 31, 2018, there were a total of 34 loans to 28 unrelated borrowers with balances that ranged

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from less than $1 thousand to $0.6 million. The decrease in non-accrual loans is primarily attributed to the transfer to ORE of a consumer HELOC with balance of $0.4 million during the first quarter of 2018.

The composition of non-performing loans as of March 31, 2018 is as follows:

(dollars in thousands)	Gross loan balances	Past due 90 days or more and still accruing	Non-accrual loans	Total non-performing loans	% of gross loans
Commercial and industrial	$ 111,812	$ -	$ 190	$ 190	0.17%
Commercial real estate:					
Non-owner occupied	90,790	-	527	527	0.58%
Owner occupied	108,226	166	1,013	1,179	1.09%
Construction	5,610	-	167	167	2.98%
Consumer:					
Home equity installment	26,735	-	15	15	0.06%
Home equity line of credit	55,271	-	31	31	0.06%
Auto loans and leases *	88,142	-	14	14	0.02%
Other	5,649	-	22	22	0.39%
Residential:					
Real estate	137,675	-	928	928	0.67%
Construction	11,243	-	-	-	-
Loans held-for-sale	1,552	-	-	-	-
Total	$ 642,705	$ 166	$ 2,907	$ 3,073	0.48%

*Net of unearned lease revenue of $0.7 million.

Payments received from non-accrual loans are recognized on a cost recovery method. Payments are first applied to the outstanding principal balance, then to the recovery of any charged-off loan amounts. Any excess is treated as a recovery of interest income. If the non-accrual loans that were outstanding as of March 31, 2018 had been performing in accordance with their original terms, the Company would have recognized interest income with respect to such loans of $67 thousand.

The Company, on a regular basis, reviews changes to loans to determine if they meet the definition of a TDR. TDRs arise when a borrower experiences financial difficulty and the Company grants a concession that it would not otherwise grant based on current underwriting standards in order to maximize the Company’s recovery.

From December 31, 2017 to March 31, 2018, the balance of TDRs increased $0.4 million from fourteen loans to ten unrelated borrowers totaling $3.4 million to fifteen loans to ten unrelated borrowers totaling $3.8 million. The increase was driven by the addition of two TDRs to a single residential real estate borrower totaling $0.7 million in the first quarter of 2018. This increase was partially offset by the transfer to ORE of a consumer HELOC TDR with balance of $0.4 million in the first quarter of 2018.

Loans modified in a TDR may or may not be placed on non-accrual status. At December 31, 2017, three TDRs totaling $1.6 million were on non-accrual. At March 31, 2018, two TDRs totaling $1.2 million were on non-accrual. During the first quarter of 2018, one non-accrual consumer HELOC TDR was transferred to ORE.

The following tables set forth the activity in TDRs as and for the periods indicated:

As of and for the three months ended March 31, 2018

(dollars in thousands)	Accruing Commercial & industrial	Commercial real estate	Consumer installment	Residential real estate	Non-accruing Consumer HELOC	Commercial real estate	Residential real estate	Total
Troubled Debt Restructures:								
Beginning balance	$ 24	$ 1,847	$ -	$ -	$ 395	$ 542	$ 636	$ 3,444
Additions	-	-	414	316	-	-	-	730
Transfers	-	-	-	-	(395)	-	-	(395)
Pay downs / payoffs	-	(11)	-	-	-	-	-	(11)
Charge offs	-	-	-	-	-	-	-	-
Ending balance	$ 24	$ 1,836	$ 414	$ 316	$ -	$ 542	$ 636	$ 3,768
Number of loans	1	10	1	1	-	1	1	15

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As of and for the year ended December 31, 2017

	Accruing		Non-accruing			
	Commercial &	Commercial	Consumer	Commercial	Residential	
(dollars in thousands)	industrial	real estate	HELOC	real estate	real estate	Total
Troubled Debt Restructures:						
Beginning balance	$ 25	$ 1,798	$ 650	$ -	$ 881	$ 3,354
Additions	-	1,059	-	-	-	1,059
Transfers	-	(969)	-	969	-	-
Pay downs / payoffs	(1)	(41)	-	(227)	(18)	(287)
Charge offs	-	-	(255)	(200)	(227)	(682)
Ending balance	$ 24	$ 1,847	$ 395	$ 542	$ 636	$ 3,444
Number of loans	1	10	1	1	1	14

If applicable, a TDR loan classified as non-accrual would require a minimum of six months of payments before consideration for a return to accrual status. The concessions granted consisted of temporary interest-only payments or a reduction in the rate of interest to a below-market rate for a contractual period of time. The Company believes concessions have been made in the best interests of the borrower and the Company. If loans characterized as a TDR perform according to the restructured terms for a satisfactory period of time, the TDR designation may be removed in a new calendar year if the loan yields a market rate of interest.

Foreclosed assets held-for-sale

From December 31, 2017 to March 31, 2018, foreclosed assets held-for-sale (ORE) increased from $1.0 million to $1.4 million, a $0.4 million, or 40%, increase. The following table sets forth the activity in the ORE component of foreclosed assets held-for-sale:

	March 31, 2018		December 31, 2017	
(dollars in thousands)	Amount	#	Amount	#
Balance at beginning of period	$ 973	11	$ 1,298	13
Additions	445	4	272	5
Pay downs	-		(18)	

Write downs		(42)			(100)	
Sold		(11)	(2)		(479)	(7)
Balance at end of period	$	1,365	13	$	973	11

As of March 31, 2018, ORE consisted of thirteen properties from twelve unrelated borrowers totaling $1.4 million. Four of these properties ($0.4 million) were added in 2018; four of these properties ($0.2 million) were added in 2017; two were added in 2016 ($0.4 million); one was added in 2015 ($0.1 million); one was added in 2014 ($42 thousand); and one was added in 2011 ($0.2 million). Of the thirteen properties, seven totaling $0.9 million were listed for sale, while the six remaining properties totaling $0.5 million were either in process for disposition or had a signed sales agreement.

As of March 31, 2018, the Company had one other repossessed asset held-for-sale, with a balance of $36 thousand. There was no other repossessed asset held-for-sale at December 31, 2017.

Cash surrender value of bank owned life insurance

The Company maintains bank owned life insurance (BOLI) for a chosen group of employees at the time of purchase, namely its officers, where the Company is the owner and sole beneficiary of the policies. BOLI is classified as a non-interest earning asset. Increases in the cash surrender value are recorded as components of non-interest income. The BOLI is profitable from the appreciation of the cash surrender values of the pool of insurance and its tax-free advantage to the Company. This profitability is used to offset a portion of current and future employee benefit costs. In March 2017, the Company invested $8.0 million in additional BOLI as a source of funding for additional life insurance benefits that provides for payments upon death for officers and employee benefit expenses related to the Company’s non-qualified Supplemental Executive Retirement Plan (SERP) implemented for certain executive officers. The BOLI can be liquidated if necessary with associated tax costs. However, the Company intends to hold this pool of insurance, because it provides income that enhances the Company’s capital position. Therefore, the Company has not provided for deferred income taxes on the earnings from the increase in cash surrender value.

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Premises and equipment

Net of depreciation, premises and equipment decreased $0.2 million during the first quarter of 2018. The Company recorded $0.3 million in depreciation expense which was partially offset by $0.1 million in additions to fixed assets. For the remainder of 2018, we expect premises and equipment to increase, projected to grow by $1.6 million, net of depreciation, by the end of the year primarily due to the building of a new Back Mountain branch scheduled for completion during the third quarter.

Other assets

During the first quarter of 2018, the $2.7 million, or 17%, increase in other assets was due mostly to $0.8 million from the pending settlement of an investment security purchase, $0.7 million higher prepaid expenses, $0.6 million in higher residual values associated with recording new automobile leases, net of lease disposals and $0.4 million lower net deferred tax liability. Other items that contributed to the increase were $0.1 million more in construction in process and $0.1 million higher prepaid dealer reserve.

Funds Provided:

Deposits

The Company is a community based commercial depository financial institution, member FDIC, which offers a variety of deposit products with varying ranges of interest rates and terms. Generally, deposits are obtained from consumers, businesses and public entities within the communities that surround the Company’s 10 branch offices and all deposits are insured by the FDIC up to the full extent permitted by law. Deposit products consist of transaction accounts including: savings; clubs; interest-bearing checking; money market and non-interest bearing checking (DDA). The Company also offers short- and long-term time deposits or certificates of deposit (CDs). CDs are deposits with stated maturities which can range from seven days to ten years. Cash flow from deposits is influenced by economic conditions, changes in the interest rate environment, pricing and competition. To determine interest rates on its deposit products, the Company considers local competition, spreads to earning-asset yields, liquidity position and rates charged for alternative sources of funding such as short-term borrowings and FHLB advances.

The following table represents the components of deposits as of the date indicated:

	March 31, 2018		December 31, 2017	
(dollars in thousands)	Amount	%	Amount	%
Interest-bearing checking	$ 212,935	27.4 %	$ 202,536	27.7 %
Savings and clubs	139,503	18.0	129,992	17.8
Money market	107,852	13.9	111,921	15.3
Certificates of deposit	108,272	14.0	107,066	14.7
Total interest-bearing	568,562	73.3	551,515	75.5
Non-interest bearing	206,729	26.7	178,631	24.5
Total deposits	$ 775,291	100.0 %	$ 730,146	100.0 %

Total deposits increased $45.1 million, or 6%, from $730.2 million at December 31, 2017 to $775.3 million at March 31, 2018. Non-interest bearing checking accounts contributed the most to the growth with an increase of $28.1 million. During the first quarter, the Company typically experiences growth in non-interest bearing and interest-bearing deposits due to the seasonal timing of public tax deposits. Tax deposits are usually received mid-quarter and retained for a short period of time with disbursements occurring shortly after they are received. During the first quarter of 2018, the Company also received approximately $17 million in non-interest bearing deposits from a new business relationship. The Company focused on obtaining a full-banking relationship with existing customers as well as forming new customer relationships. Interest-bearing checking deposits grew $10.4 million due mostly to the seasonal tax activity. Additionally, savings and clubs continued to grow, increasing by $9.5 million during the first quarter of 2018 and CDs also increased $1.2 million. These increases were partially offset by a $4.1 million decrease in money market accounts. The Company will continue to execute on its relationship development strategy, explore the demographics within its marketplace and develop creative programs for its customers. The Company expects asset growth for 2018 funded primarily by growth in deposits plus utilization of available borrowing capacity. Growth is expected from the opening of a new branch in Back Mountain as well as deposits from school districts, local government entities and a large business relationship. Seasonal public deposit fluctuations are expected to remain volatile and at times may partially offset this deposit growth.

Customers' interest in long-term time deposit products continues to be weak with a sustaining preference for non-maturing transaction deposits. The Company's portfolio of CDs increased mostly due to a $1.0 million CD opened by a business during the first quarter of 2018. If rates continue to rise, demand for CDs may also increase thereby possibly increasing funding costs. The Company will continue to pursue strategies to grow and retain retail and business customers with an emphasis on deepening and broadening existing and creating new relationships.

The Company uses the Certificate of Deposit Account Registry Service (CDARS) reciprocal program to obtain FDIC insurance protection for customers who have large deposits that at times may exceed the FDIC maximum amount of $250,000 per person. In the

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CDARS program, deposits with varying terms and interest rates, originated in the Company's own markets, are exchanged for deposits of other financial institutions that are members in the CDARS network. By placing the deposits in other participating institutions, the deposits of our customers are fully insured by the FDIC. In return for deposits placed with network institutions, the Company receives from network institutions deposits that are approximately equal in amount and are comprised of terms similar to those placed for our customers. Deposits the Company receives from other institutions are considered reciprocal deposits by regulatory definitions. As of March 31, 2018 and December 31, 2017, CDARS represented $1.1 million, or less than 1%, of total deposits.

The maturity distribution of certificates of deposit at March 31, 2018 is as follows:

(dollars in thousands)	Three months or less	More than three months to six months	More than six months to twelve months	More than twelve months	Total
CDs of $100,000 or more	$ 5,097	$ 16,063	$ 15,628	$ 21,464	$ 58,252
CDARS	1,145	-	-	-	1,145
Total CDs of $100,000 or more	6,242	16,063	15,628	21,464	59,397
CDs of less than $100,000	5,411	5,141	12,569	25,754	48,875
Total CDs	$ 11,653	$ 21,204	$ 28,197	$ 47,218	$ 108,272

Certificates of deposit of $250,000 or more amounted to $33.2 million and $30.9 million as of March 31, 2018 and December 31, 2017, respectively.

Including CDARS, approximately 40% of the CDs, with a weighted-average interest rate of 0.89%, are scheduled to mature in 2018 and an additional 38%, with a weighted-average interest rate of 1.26%, are scheduled to mature in 2019. Of the CDs maturing in 2018, $10 million, or 23%, was to one public customer. Renewing CDs may re-price to lower or higher market rates depending on the rate on the maturing CD, the pace and direction of interest rate movements, the shape of the yield curve, competition, the rate profile of the maturing accounts and depositor preference for alternative, non-term products. As noted, the widespread preference continues for customers with maturing CDs to hold their deposits in readily available transaction accounts. The Company does not expect significant CD growth during 2018, but will develop CD promotional programs when the Company deems that it is economically feasible to do so or when demand exists. As with all promotions, the Company will consider the needs of the customers and simultaneously be mindful of the liquidity levels and the interest rate sensitivity exposure of the Company.

Borrowings

Borrowings are used as a complement to deposit generation as an alternative funding source whereby the Company will borrow under customer repurchase agreements in the local market, advances from the FHLB of Pittsburgh and other correspondent banks for asset growth and liquidity needs.

Repurchase agreements are non-insured interest-bearing liabilities that have a perfected security interest in qualified investments of the Company as required by the FDIC Depositor Protection Act of 2009. Repurchase agreements are offered through a sweep product. A sweep account is designed to ensure that on a daily basis, an attached DDA is adequately funded and excess funds are transferred, or swept, into an interest-bearing overnight repurchase agreement account. Due to the constant inflow and outflow of funds of the sweep product, their balances tend to be somewhat volatile, similar to a DDA. Customer liquidity is the typical cause for variances in repurchase agreements. In addition, short-term borrowings may include overnight balances which the Company may require to fund daily liquidity needs such as deposit and repurchase agreement cash outflow, loan demand and operations. Short-term borrowings decreased $9.9 million during the first quarter of 2018. Limited utilization of short-term borrowings is projected for 2018.

At March 31, 2018, the Company had $18.7 million in FHLB advances with a weighted average interest rate of 1.39%. During the first quarter of 2018, the Company paid off $2.5 million of FHLB advances. The FHLB advances are projected to decrease with another $2.0 million with an interest rate of 1.52% maturing in July 2018. The remaining $16.7 million will be paid off during the first half of 2019. As of March 31, 2018, the Company had the ability to borrow an additional $208.4 million from the FHLB.

The following table represents the components of borrowings as of the date indicated:

	March 31, 2018		December 31, 2017	
(dollars in thousands)	Amount	%	Amount	%
Overnight borrowings	$ -	- %	$ 7,455	18.8 %
Securities sold under repurchase agreements	8,642	31.6	11,047	27.8
FHLB advances	18,704	68.4	21,204	53.4
Total	$ 27,346	100.0 %	$ 39,706	100.0 %

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Item 3. Quantitative and Qualitative Disclosure About Market Risk

Management of interest rate risk and market risk analysis.

The adequacy and effectiveness of an institution's interest rate risk management process and the level of its exposures are critical factors in the regulatory evaluation of an institution's sensitivity to changes in interest rates and capital adequacy. Management believes the Company's interest rate risk measurement framework is sound and provides an effective means to measure, monitor, analyze, identify and control interest rate risk in the balance sheet.

The Company is subject to the interest rate risks inherent in its lending, investing and financing activities. Fluctuations of interest rates will impact interest income and interest expense along with affecting market values of all interest-earning assets and interest-bearing liabilities, except for those assets or liabilities with a short term remaining to maturity. Interest rate risk management is an integral part of the asset/liability management process. The Company has instituted certain procedures and policy guidelines to manage the interest rate risk position. Those internal policies enable the Company to react to changes in market rates to protect net interest income from significant fluctuations. The primary objective in managing interest rate risk is to minimize the adverse impact of changes in interest rates on net interest income along with creating an asset/liability structure that maximizes earnings.

Asset/Liability Management. One major objective of the Company when managing the rate sensitivity of its assets and liabilities is to stabilize net interest income. The management of and authority to assume interest rate risk is the responsibility of the Company's Asset/Liability Committee (ALCO), which is comprised of senior management and members of the board of directors. ALCO meets quarterly to monitor the relationship of interest sensitive assets to interest sensitive liabilities. The process to review interest rate risk is a regular part of managing the Company. Consistent policies and practices of measuring and reporting interest rate risk exposure, particularly regarding the treatment of non-contractual assets and liabilities, are in effect. In addition, there is an annual process to review the interest rate risk policy with the board of directors which includes limits on the impact to earnings from shifts in interest rates.

Interest Rate Risk Measurement. Interest rate risk is monitored through the use of three complementary measures: static gap analysis, earnings at risk simulation and economic value at risk simulation. While each of the interest rate risk measurements has limitations, collectively, they represent a reasonably comprehensive view of the magnitude of interest rate risk in the Company and the distribution of risk along the yield curve, the level of risk through time and the amount of exposure to changes in certain interest rate relationships.

Static Gap. The ratio between assets and liabilities re-pricing in specific time intervals is referred to as an interest rate sensitivity gap. Interest rate sensitivity gaps can be managed to take advantage of the slope of the yield curve as well as forecasted changes in the level of interest rate changes.

To manage this interest rate sensitivity gap position, an asset/liability model commonly known as cumulative gap analysis is used to monitor the difference in the volume of the Company's interest sensitive assets and liabilities that mature or re-price within given time intervals. A positive gap (asset sensitive) indicates that more assets will re-price during a given period compared to liabilities, while a negative gap (liability sensitive) indicates the opposite effect. The Company employs computerized net interest income simulation modeling to assist in quantifying interest rate risk exposure. This process measures and quantifies the impact on net interest income through varying interest rate changes and balance sheet compositions. The use of this model assists the ALCO to gauge the effects of the interest rate changes on interest-sensitive assets and liabilities in order to determine what impact these rate changes will have upon the net interest spread. At March 31, 2018, the Company maintained a one-year cumulative gap of positive (asset sensitive) $109.2 million, or 12%, of total assets. The effect of this positive gap position provided a mismatch of assets and liabilities which may expose the Company to interest rate risk during periods of falling interest rates. Conversely, in an increasing interest rate environment, net interest income could be positively impacted because more assets than liabilities will re-price upward during the one-year period.

Certain shortcomings are inherent in the method of analysis discussed above and presented in the next table. Although certain assets and liabilities may have similar maturities or periods of re-pricing, they may react in different degrees to changes in market interest rates. The interest rates on certain types of assets and liabilities may fluctuate in advance of changes in market interest rates, while interest rates on other types of assets and liabilities may lag behind changes in market interest rates. Certain assets, such as adjustable-rate mortgages, have features which restrict changes in interest rates on a short-term basis and over the life of the asset. In the event of a change in interest rates, prepayment and early withdrawal levels may deviate significantly from those assumed in calculating the table amounts. The ability of many borrowers to service their adjustable-rate debt may decrease in the event of an interest rate increase.

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The following table illustrates the Company's interest sensitivity gap position at March 31, 2018:

(dollars in thousands)	Three months or less	More than three months to twelve months	More than one year to three years	More than three years	Total
Cash and cash equivalents	$ 32,354	$ -	$ -	$ 3,951	$ 36,305
Investment securities (1)(2)	4,838	18,837	38,590	105,823	168,088
Loans and leases(2)	183,395	118,958	177,809	153,135	633,297
Fixed and other assets	-	20,168	-	39,559	59,727
Total assets	$ 220,587	$ 157,963	$ 216,399	$ 302,468	$ 897,417
Total cumulative assets	$ 220,587	$ 378,550	$ 594,949	$ 897,417	
Non-interest-bearing transaction deposits (3)	$ -	$ 20,693	$ 56,809	$ 129,227	$ 206,729
Interest-bearing transaction deposits (3)	166,939	-	146,676	146,675	460,290
Certificates of deposit	11,653	49,401	41,785	5,433	108,272
Repurchase agreements	8,642	-	-	-	8,642
FHLB advances	-	12,000	6,704	-	18,704
Other liabilities	-	-	-	7,278	7,278
Total liabilities	$ 187,234	$ 82,094	$ 251,974	$ 288,613	$ 809,915
Total cumulative liabilities	$ 187,234	$ 269,328	$ 521,302	$ 809,915	
Interest sensitivity gap	$ 33,353	$ 75,869	$ (35,575)	$ 13,855	
Cumulative gap	$ 33,353	$ 109,222	$ 73,647	$ 87,502	
Cumulative gap to total assets	3.7%	12.2%	8.2%	9.8%	

(1) Includes FHLB stock and the net unrealized gains/losses on available-for-sale securities.

(2) Investments and loans are included in the earlier of the period in which interest rates were next scheduled to adjust or the period in which they are due. In addition, loans were included in the periods in which they are scheduled to be repaid based on scheduled amortization. For amortizing loans and MBS – GSE residential, annual prepayment rates are assumed reflecting historical experience as well as management's knowledge and experience of its loan products.

(3) The Company's demand and savings accounts were generally subject to immediate withdrawal. However, management considers a certain amount of such accounts to be core accounts having significantly longer effective maturities based on the retention experiences of such deposits in changing interest rate environments. The effective maturities presented are the recommended maturity distribution limits for non-maturing deposits based on historical deposit studies.

Earnings at Risk and Economic Value at Risk Simulations. The Company recognizes that more sophisticated tools exist for measuring the interest rate risk in the balance sheet that extend beyond static re-pricing gap analysis. Although it will continue to measure its re-pricing gap position, the Company utilizes additional modeling for identifying and measuring the interest rate risk in the overall balance sheet. The ALCO is responsible for focusing on “earnings at risk” and “economic value at risk”, and how both relate to the risk-based capital position when analyzing the interest rate risk.

Earnings at Risk. An earnings at risk simulation measures the change in net interest income and net income should interest rates rise and fall. The simulation recognizes that not all assets and liabilities re-price one-for-one with market rates (e.g., savings rate). The ALCO looks at “earnings at risk” to determine income changes from a base case scenario under an increase and decrease of 200 basis points in interest rate simulation models.

Economic Value at Risk. An earnings at risk simulation measures the short-term risk in the balance sheet. Economic value (or portfolio equity) at risk measures the long-term risk by finding the net present value of the future cash flows from the Company’s existing assets and liabilities. The ALCO examines this ratio quarterly utilizing an increase and decrease of 200 basis points in interest rate simulation models. The ALCO recognizes that, in some instances, this ratio may contradict the “earnings at risk” ratio.

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The following table illustrates the simulated impact of an immediate 200 basis points upward or downward movement in interest rates on net interest income, net income and the change in the economic value (portfolio equity). This analysis assumed that the adjusted interest-earning asset and interest-bearing liability levels at March 31, 2018 remained constant. The impact of the rate movements was developed by simulating the effect of the rate change over a twelve-month period from the March 31, 2018 levels:

	% change	
	Rates +200	Rates -200
Earnings at risk:		
Net interest income	4.8 %	(9.6) %
Net income	11.2	(21.4)
Economic value at risk:		
Economic value of equity	(0.1)	(27.6)
Economic value of equity as a percent of total assets	(0.0)	(4.9)

Economic value has the most meaning when viewed within the context of risk-based capital. Therefore, the economic value may normally change beyond the Company's policy guideline for a short period of time as long as the risk-based capital ratio (after adjusting for the excess equity exposure) is greater than 10%. At March 31, 2018, the Company's risk-based capital ratio was 15.19%.

The table below summarizes estimated changes in net interest income over a twelve-month period beginning April 1, 2018, under alternate interest rate scenarios using the income simulation model described above:

(dollars in thousands)	Net interest income	$ variance	% variance
Simulated change in interest rates			
+200 basis points	$ 32,617	$ 1,495	4.8 %
+100 basis points	31,897	775	2.5
Flat rate	31,122	-	-
-100 basis points	29,432	(1,690)	(5.4)
-200 basis points	28,135	(2,987)	(9.6)

Simulation models require assumptions about certain categories of assets and liabilities. The models schedule existing assets and liabilities by their contractual maturity, estimated likely call date or earliest re-pricing opportunity. MBS – GSE residential securities and amortizing loans are scheduled based on their anticipated cash flow including estimated prepayments. For investment securities, the Company uses a third-party service to provide cash flow estimates in the various rate environments. Savings, money market and interest-bearing checking accounts do not have stated maturities or re-pricing terms and can be withdrawn or re-price at any time. This may impact the margin if more expensive alternative sources of deposits are required to fund loans or deposit runoff. Management projects the re-pricing characteristics of these accounts based on historical performance and assumptions that it believes reflect their rate sensitivity. The model reinvests all maturities, repayments and prepayments for each type of asset or liability into the same product for a new like term at current product interest rates. As a result, the mix of interest-earning assets and interest bearing-liabilities is held constant.

Liquidity

Liquidity management ensures that adequate funds will be available to meet customers' needs for borrowings, deposit withdrawals and maturities, facility expansion and normal operating expenses. Sources of liquidity are cash and cash equivalents, asset maturities and pay-downs within one year, loans HFS, investments AFS, growth of core deposits and repurchase agreements, utilization of borrowing capacities from the FHLB, correspondent banks, CDARs, the Discount Window of the Federal Reserve Bank of Philadelphia (FRB) and proceeds from the issuance of capital stock. Though regularly scheduled investment and loan payments are dependable sources of daily liquidity, sales of both loans HFS and investments AFS, deposit activity and investment and loan prepayments are significantly influenced by general economic conditions including the interest rate environment. During low and declining interest rate environments, prepayments from interest-sensitive assets tend to accelerate and provide significant liquidity that can be used to invest in other interest-earning assets but at lower market rates. Conversely, in periods of high or rising interest rates, prepayments from interest-sensitive assets tend to decelerate causing prepayment cash flows from mortgage loans and mortgage-backed securities to decrease. Rising interest rates may also cause deposit inflow but priced at higher market interest rates or could also cause deposit outflow due to higher rates offered by the Company's competition for similar products. The Company closely monitors activity in the capital markets and takes appropriate action to ensure that the liquidity levels are adequate for funding, investing and operating activities.

The Company's contingency funding plan (CFP) sets a framework for handling liquidity issues in the event circumstances arise which the Company deems to be less than normal. The Company established guidelines for identifying, measuring, monitoring and

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managing the resolution of potentially serious liquidity crises. The CFP outlines required monitoring tools, acceptable alternative funding sources and required actions during various liquidity scenarios. Thus, the Company has implemented a proactive means for the measurement and resolution for handling potentially significant adverse liquidity conditions. At least quarterly, the CFP monitoring tools, current liquidity position and monthly projected liquidity sources and uses are presented and reviewed by the Company's Asset/Liability Committee. As of March 31, 2018, the Company had not experienced any adverse issues that would give rise to its inability to raise liquidity in an emergency situation.

During the quarter ended March 31, 2018, the Company accumulated $20.5 million of cash. During the period, the Company's operations provided approximately $3.4 million mostly from $7.5 million of net cash inflow from the components of net interest income and $1.0 million in proceeds of loans HFS over originations; partially offset by net non-interest expense/income related payments of $4.6 million and a $0.6 million increase in the residual value from the Company's automobile leasing activities. Cash inflow from interest-earning assets, deposits and the sale of securities were used to purchase investment securities and replace maturing and cash runoff of securities, fund the loan portfolio, pay down borrowings and make net dividend payments. The Company received a large amount of public deposits over the past two years. The seasonal nature of deposits from municipalities and other public funding sources requires the Company to be prepared for the inherent volatility and the unpredictable timing of cash outflow from this customer base, including maintaining the requirements to pledge investment securities. Accordingly, the use of short-term overnight borrowings could be used to fulfill funding gap needs. The CFP is a tool to help the Company ensure that alternative funding sources are available to meet its liquidity needs.

The Company is a party to financial instruments with off-balance sheet risk in the normal course of business in order to meet the financing needs of its customers and in connection with the overall interest rate management strategy. These instruments involve, to a varying degree, elements of credit, interest rate and liquidity risk. In accordance with GAAP, these instruments are either not recorded in the consolidated financial statements or are recorded in amounts that differ from the notional amounts. Such instruments primarily include lending commitments and lease obligations.

Lending commitments include commitments to originate loans and commitments to fund unused lines of credit. Commitments to extend credit are agreements to lend to a customer as long as there is no violation of any condition established in the contract. Commitments generally have fixed expiration dates or other termination clauses and may require payment of a fee. Since some of the commitments are expected to expire without being drawn upon, the total commitment amounts do not necessarily represent future cash requirements.

In addition to lending commitments, the Company has contractual obligations related to operating lease commitments. Operating lease commitments are obligations under various non-cancelable operating leases on buildings and land used for office space and banking purposes. In April 2018, the Company signed an operating lease in anticipation of regulatory approval for a new branch location in Mountain Top, PA. Otherwise, the Company's position with respect to lending commitments and significant contractual lease obligations, both on a short- and long-term basis has not changed materially from December 31, 2017.

During the third quarter of 2016, the Company entered into an agreement to acquire all the deposits, certain loans and fixed assets of a bank branch. The transaction was completed in March 2017. As a result of this transaction, the Company experienced an increase of $13.9 million in deposits in March 2017.

As of March 31, 2018, the Company maintained $36.3 million in cash and cash equivalents and $167.3 million of investments AFS and loans HFS. Also as of March 31, 2018, the Company had approximately $208.4 million available to borrow from the FHLB, $21.0 million from correspondent banks, $68.6 million from the FRB and $43.2 million from the CDARS program. The combined total of $544.8 million represented 61% of total assets at March 31,

2018. Management believes this level of liquidity to be strong and adequate to support current operations.

Capital

During the quarter ended March 31, 2018, total shareholders' equity increased $0.1 million, or less than 1%, due principally from the $2.5 million in net income added into retained earnings which was partially offset by the $2.0 million, after tax decline in the net unrealized gain position in the Company’s investment portfolio. The Company’s capital position was further enhanced by $0.1 million from investments in the Company’s common stock via the Employee Stock Purchase Plan (ESPP) and $0.3 million from stock-based compensation expense from the ESPP and unvested restricted stock. These items were partially offset by $0.9 million of cash dividends declared on the Company’s common stock. The Company’s dividend payout ratio, defined as the rate at which current earnings are paid to shareholders, was 35.9% for the three months ended March 31, 2018. The balance of earnings is retained to further strengthen the Company’s capital position.

As of March 31, 2018, the Company reported a net unrealized loss position of $0.6 million, net of tax, from the debt securities AFS portfolio compared to a net unrealized gain of $1.8 million as of December 31, 2017. The Company experienced $1.4 million in net unrealized losses on mortgage-backed securities and a $0.6 million in net unrealized losses on municipal securities during the first quarter of 2018. Additionally during the first quarter of 2018, $0.4 million in unrealized gains on equity securities, net of tax, were reclassified to retained earnings. Management believes that changes in fair value of the Company’s securities are due to changes in interest rates and not in the creditworthiness of the issuers. Generally, when U.S. Treasury rates rise, investment securities’ pricing declines and fair values of investment securities also decline. While volatility has existed in the yield curve within the past twelve

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months, a rising rate environment is inevitable and during the period of rising rates, the Company expects pricing in the bond portfolio to decline. There is no assurance that future realized and unrealized losses will not be recognized from the Company's portfolio of investment securities. To help maintain a healthy capital position, the Company can issue stock to participants in the DRP and ESPP plans. The DRP affords the Company the option to acquire shares in open market purchases and/or issue shares directly from the Company to plan participants. During the first quarter of 2018, the Company purchased shares in the open market to fulfill the needs of the DRP. Both the DRP and the ESPP have been a consistent source of capital from the Company's loyal employees and shareholders and their participation in these plans will continue to help strengthen the Company's balance sheet.

The Company (on a consolidated basis) and the Bank are subject to various regulatory capital requirements administered by the federal banking agencies. Failure to meet minimum capital requirements can initiate certain mandatory and possible additional discretionary actions by regulators that, if undertaken, could have a direct material effect on the Company's and the Bank's financial statements. Under capital adequacy guidelines and the regulatory framework for prompt corrective action, the Company and the Bank must meet specific capital guidelines that involve quantitative measures of their assets, liabilities and certain off-balance-sheet items as calculated under regulatory accounting practices. The capital amounts and classification are also subject to qualitative judgments by the regulators about components, risk-weightings and other factors. Prompt corrective action provisions are not applicable to bank holding companies.

Under these guidelines, assets and certain off-balance sheet items are assigned to broad risk categories, each with appropriate weights. The resulting capital ratios represent capital as a percentage of total risk-weighted assets. The guidelines require all banks and bank holding companies to maintain a minimum ratio of total risk-based capital to total risk-weighted assets (Total Risk Adjusted Capital) of 8%, including Tier I common equity to total risk-weighted assets (Tier I Common Equity) of 4.5%, Tier I capital to total risk-weighted assets (Tier I Capital) of 6% and Tier I capital to average total assets (Leverage Ratio) of at least 4%. A capital conservation buffer, comprised of common equity Tier I capital, is also established above the regulatory minimum capital requirements rising up to 2.50% by 2019. As of March 31, 2018 and December 31, 2017, the Company and the Bank exceeded all capital adequacy requirements to which it was subject.

The Company continues to closely monitor and evaluate alternatives to enhance its capital ratios as the regulatory and economic environments change. The following table depicts the capital amounts and ratios of the Company, on a combined basis, and the Bank as of March 31, 2018 and December 31, 2017:

	Actual		For capital adequacy purposes		For capital adequacy purposes with capital conservation buffer*		To be well capitalized under prompt corrective action provisions	
(dollars in thousands)	Amount	Ratio	Amount	Ratio	Amount	Ratio	Amount	Ratio
As of March 31, 2018:								

Total capital (to risk-weighted assets)												
Consolidated	$	95,773	15.2%	≥ $	50,450	8.0%	≥ $	62,275	9.9%		N/A	N/A
Bank	$	95,199	15.1%	≥ $	50,405	8.0%	≥ $	62,218	9.9%	≥ $	63,006	10.0%
Tier 1 common equity (to risk-weighted assets)												
Consolidated	$	87,871	13.9%	≥ $	28,378	4.5%	≥ $	40,203	6.4%		N/A	N/A
Bank	$	87,303	13.9%	≥ $	28,353	4.5%	≥ $	40,166	6.4%	≥ $	40,954	6.5%
Tier I capital (to risk-weighted assets)												
Consolidated	$	87,871	13.9%	≥ $	37,838	6.0%	≥ $	49,662	7.9%		N/A	N/A
Bank	$	87,303	13.9%	≥ $	37,803	6.0%	≥ $	49,617	7.9%	≥ $	50,405	8.0%
Tier I capital (to average assets)												
Consolidated	$	87,871	10.0%	≥ $	35,204	4.0%	≥ $	35,204	4.0%		N/A	N/A
Bank	$	87,303	9.9%	≥ $	35,204	4.0%	≥ $	35,204	4.0%	≥ $	44,005	5.0%

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As of December 31, 2017:

Total capital (to risk-weighted assets)								
Consolidated	$ 93,204	14.9%	≥ $ 50,028	8.0%	≥ $ 57,845	9.3%	N/A	N/A
Bank	$ 93,130	14.9%	≥ $ 50,122	8.0%	≥ $ 57,954	9.3%	≥ $ 62,653	10.0%
Tier 1 common equity (to risk-weighted assets)								
Consolidated	$ 85,369	13.7%	≥ $ 28,141	4.5%	≥ $ 35,957	5.8%	N/A	N/A
Bank	$ 85,280	13.6%	≥ $ 28,194	4.5%	≥ $ 36,025	5.8%	≥ $ 40,724	6.5%
Tier I capital (to risk-weighted assets)								
Consolidated	$ 85,369	13.7%	≥ $ 37,521	6.0%	≥ $ 45,338	7.3%	N/A	N/A
Bank	$ 85,280	13.6%	≥ $ 37,592	6.0%	≥ $ 45,423	7.3%	≥ $ 50,122	8.0%
Tier I capital (to average assets)								
Consolidated	$ 85,369	9.9%	≥ $ 34,471	4.0%	≥ $ 34,471	4.0%	N/A	N/A
Bank	$ 85,280	9.9%	≥ $ 34,483	4.0%	≥ $ 34,483	4.0%	≥ $ 43,103	5.0%

* The minimums under Basel III increase by 0.625% (the capital conservation buffer) annually until 2019.

The Company advises readers to refer to the Supervision and Regulation section of Management's Discussion and Analysis of Financial Condition and Results of Operation, of its 2017 Form 10-K for a discussion on the regulatory environment and recent legislation and rulemaking.

Item 4. Controls and Procedures

As of the end of the period covered by this Quarterly Report on Form 10-Q, an evaluation was carried out by the Company's management, with the participation of its President and Chief Executive Officer and Chief Financial Officer, of the effectiveness of the Company's disclosure controls and procedures, as defined in Rule 13a-15(e) under the Securities Exchange Act of 1934. Based on such evaluation, the President and Chief Executive Officer and Chief Financial Officer concluded that the Company's disclosure controls and procedures are designed to ensure that information required to be disclosed in the reports the Company files or furnishes under the Securities Exchange Act of 1934 is recorded, processed, summarized and reported within the time periods specified in the SEC's rules and regulations, and are effective. The Company made no changes in its internal controls over financial reporting or in other factors that materially affected, or are reasonably likely to materially affect, these controls during the last fiscal quarter ended March 31, 2018.

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PART II - Other Information

Item 1. Legal Proceedings

The nature of the Company's business generates some litigation involving matters arising in the ordinary course of business. However, in the opinion of the Company after consultation with legal counsel, no legal proceedings are pending, which, if determined adversely to the Company or the Bank, would have a material adverse effect on the Company's undivided profits or financial condition. No legal proceedings are pending other than ordinary routine litigation incidental to the business of the Company and the Bank. In addition, to management's knowledge, no governmental authorities have initiated or contemplated any material legal actions against the Company or the Bank.

Item 1A. Risk Factors

Management of the Company does not believe there have been any material changes to the risk factors that were disclosed in the 2017 Form 10-K filed with the Securities and Exchange Commission on March 15, 2018.

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

None

Item 3. Default Upon Senior Securities

None

Item 4. Mine Safety Disclosures

Not applicable

Item 5. Other Information

None

Item 6. Exhibits

The following exhibits are filed herewith or incorporated by reference as a part of this Form 10-Q:

3(i) Amended and Restated Articles of Incorporation of Registrant. Incorporated by reference to Annex B of the Proxy Statement/Prospectus included in Registrant's Amendment 4 to its Registration Statement No. 333-90273 on Form S-4, filed with the SEC on April 6, 2000.

3(ii) Amended and Restated Bylaws of Registrant. Incorporated by reference to Exhibit 3(ii) to Registrant's Form 8-K filed with the SEC on November 21, 2007.

*10.1 Registrant's 2012 Dividend Reinvestment and Stock Repurchase Plan. Incorporated by reference to Exhibit 4.1 to Registrant's Registration Statement No. 333-183216 on Form S-3 filed with the SEC on August 10, 2012 as amended February 3, 2014.

*10.2 Registrant's 2000 Independent Directors Stock Option Plan. Incorporated by reference to Exhibit 4.3 to Registrant's Registration Statement No. 333-64356 on Form S-8 filed with the SEC on July 2, 2001.

*10.3 Amendment, dated October 2, 2007, to the Registrant's 2000 Independent Directors Stock Option Plan. Incorporated by reference to Exhibit 10.2 to Registrant's Form 8-K filed with the SEC on October 4, 2007.

*10.4 Registrant's 2000 Stock Incentive Plan. Incorporated by reference to Exhibit 4.4 to Registrant's Registration Statement No. 333-64356 on Form S-8 filed with the SEC on July 2, 2001.

*10.5 Amendment, dated October 2, 2007, to the Registrant's 2000 Stock Incentive Plan. Incorporated by reference to Exhibit 10.1 to Registrant's Form 8-K filed with the SEC on October 4, 2007.

*10.6 Registrant's 2002 Employee Stock Purchase Plan. Incorporated by reference to Appendix A to Definitive proxy Statement filed with the SEC on March 28, 2002.

*10.7 Amended and Restated Executive Employment Agreement between Fidelity D & D Bancorp, Inc., The Fidelity Deposit and Discount Bank and Daniel J. Santaniello, dated March 23, 2011. Incorporated by reference to Exhibit 99.1 to Registrant's Current Report on Form 8-K filed with the SEC on March 29, 2011.

*10.8 Amended and Restated Executive Employment Agreement between Fidelity D & D Bancorp, Inc., The Fidelity Deposit and Discount Bank and Timothy P. O'Brien, dated March 23, 2011. Incorporated by reference to Exhibit 99.2 to Registrant's Current Report on Form 8-K filed with the SEC on March 29, 2011.

*10.9 2012 Omnibus Stock Incentive Plan. Incorporated by reference to Appendix A to Registrant's Definitive Proxy Statement filed with the SEC on March 30, 2012.

*10.10 2012 Director Stock Incentive Plan. Incorporated by reference to Appendix B to Registrant's Definitive Proxy Statement filed with the SEC on March 30, 2012.

*10.11 Employment Agreement between Fidelity D & D Bancorp, Inc., The Fidelity Deposit and Discount Bank and Salvatore R. DeFrancesco, Jr. dated as of March 17, 2016. Incorporated by reference to Exhibit 99.1 to Registrant's Current Report on Form 8-K filed with the SEC on March 18, 2016.

*10.12 Change in Control and Severance Agreement between the Registrant, The Fidelity Deposit and Discount Bank and Michael J. Pacyna dated as of March 29, 2017. Incorporated by reference to Exhibit 99.1 to Registrant's Current Report on Form 8-K filed with the SEC on April 4, 2017.

*10.13 Employment Agreement between Fidelity D & D Bancorp, Inc., The Fidelity Deposit and Discount Bank and Eugene J. Walsh dated as of March 29, 2017. Incorporated by reference to Exhibit 99.1 to Registrant's Current Report on Form 8-K filed with the SEC on April 4, 2017.

*10.14 Form of Supplemental Executive Retirement Plan – Applicable to Daniel J. Santaniello and Salvatore R. DeFrancesco, Jr. Incorporated by reference to Exhibit 99.1 to Registrant's Current Report on Form 8-K filed with the SEC on April 4, 2017.

*10.15 Form of Supplemental Executive Retirement Plan – Applicable to Eugene J. Walsh and Timothy P O'Brien. Incorporated by reference to Exhibit 99.2 to Registrant's Current Report on Form 8-K filed with the SEC on April 4, 2017.

*10.16 Form of Split Dollar Life Insurance Agreement – Applicable to Daniel J. Santaniello, Salvatore R. DeFrancesco, Jr. and Eugene J. Walsh. Incorporated by reference to Exhibit 99.3 to Registrant's Current Report on Form 8-K filed with the SEC on April 4, 2017.

*10.17 Form of Split Dollar Life Insurance Agreement – Applicable to Timothy P O'Brien and Michael Pacyna. Incorporated by reference to Exhibit 99.4 to Registrant's Current Report on Form 8-K filed with the SEC on April 4, 2017.

11 Statement regarding computation of earnings per share. Included herein in Note No. 6, "Earnings per share," contained within the Notes to Consolidated Financial Statements, and incorporated herein by reference.

31.1 Rule 13a-14(a) Certification of Principal Executive Officer, filed herewith.

31.2 Rule 13a-14(a) Certification of Principal Financial Officer, filed herewith.

32.1 Certification of Principal Executive Officer pursuant to 18 U.S.C. Section 1350, as adopted pursuant to Section 906 of the Sarbanes-Oxley Act of 2002, filed herewith.

32.2 Certification of Principal Financial Officer pursuant to 18 U.S.C. Section 1350, as adopted pursuant to Section 906 of the Sarbanes-Oxley Act of 2002, filed herewith.

101 Interactive data files: The following, from Fidelity D&D Bancorp, Inc.'s. Quarterly Report on Form 10-Q for the quarter ended March 31, 2018, is formatted in XBRL (eXtensible Business Reporting Language): Consolidated Balance Sheets as of March 31, 2018 and December 31, 2017; Consolidated Statements of Income for the three months ended March 31, 2018 and 2017; Consolidated Statements of Comprehensive Income for the three months ended March 31, 2018 and 2017; Consolidated Statements of Changes in Shareholders' Equity for the three months ended March 31, 2018 and 2017; Consolidated Statements of Cash Flows for the three months ended March 31, 2018 and 2017 and the Notes to the Consolidated Financial Statements. **

* Management contract or compensatory plan or arrangement.

** Pursuant to Rule 406T of Regulation S-T, the interactive data files in Exhibit 101 hereto are deemed not filed or part of a registration statement or prospectus for purposes of Sections 11 or 12 of the Securities Act of 1933, as amended, are deemed not filed for purposes of Section 18 of the Securities and Exchange Act of 1934, as amended, and otherwise are not subject to liability under those sections.

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Signatures

FIDELITY D & D BANCORP, INC.

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.

	Fidelity D & D Bancorp, Inc.
Date: May 8, 2018	/s/Daniel J. Santaniello Daniel J. Santaniello, President and Chief Executive Officer
	Fidelity D & D Bancorp, Inc.
Date: May 8, 2018	/s/Salvatore R. DeFrancesco, Jr. Salvatore R. DeFrancesco, Jr., Treasurer and Chief Financial Officer