CITIZENS FINANCIAL SERVICES INC
Form 10-Q
November 09, 2016

SECURITIES AND EXCHANGE COMMISSION
WASHINGTON, D.C. 20549
FORM 10 Q

[X] QUARTERLY REPORT PURSUANT TO SECTION 13 OR 15(d) OF THE SECURITIES EXCHANGE ACT OF 1934

For the quarterly period ended September 30, 2016
Or

[ ] TRANSITION REPORT PURSUANT TO SECTION 13 OR 15(d) OF THE SECURITIES EXCHANGE ACT OF 1934

For the transition period from_____________________ to ___________________

Commission file number 0 13222

CITIZENS FINANCIAL SERVICES, INC.
(Exact name of registrant as specified in its charter)

| PENNSYLVANIA | 23 2265045 |
|---|---|
| (State or other jurisdiction of incorporation or organization) | (I.R.S. Employer Identification No.) |

15 South Main Street
Mansfield, Pennsylvania 16933
(Address of principal executive offices)(Zip Code)

Registrant's telephone number, including area code: (570) 662 2121

N/A
(Former Name, former address and former fiscal year, if changed since last report)

Indicate by check mark whether the registrant (1) has filed all reports to be filed by Section 13 or 15(d) of the Securities Exchange Act of 1934 during the preceding 12 months (or for such shorter period that the registrant was required to file such reports), and (2) has been subject to such filing requirements for the past 90 days. Yes __X__ No_____

Indicate by check mark whether the registrant has submitted electronically and posted on its corporate Web site, if any, every Interactive Data File required to be submitted and posted pursuant to Rule 405 of Regulation S-T (§232.405 of this chapter) during the preceding 12 months (or for such shorter period that the registrant was required to submit and post such files). Yes __X__ No_____

Indicate by check mark whether the registrant is a large accelerated filer, an accelerated filer, a non-accelerated filer, or a smaller reporting company. See the definitions of "large accelerated filer", "accelerated filer" and "smaller reporting company" in Rule 12b-2 of the Exchange Act.

Large accelerated filer ____
Accelerated filer _X__

Non-accelerated filer ____ Smaller reporting company ____
(Do not check if a smaller reporting company)

Indicate by check mark whether the registrant is a shell company (as defined in Rule 12b-2 of the Exchange Act).
Yes____ No __X__

The number of outstanding shares of the Registrant's Common Stock, as of October 25, 2016, was 3,349,841.

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CITIZENS FINANCIAL SERVICES, INC.
CONSOLIDATED BALANCE SHEET
(UNAUDITED)

| (in thousands except share data) | September 30 2016 | December 31 2015 |
|---|---|---|
| ASSETS: | | |
| Cash and due from banks: | | |
| Noninterest-bearing | $15,459 | $14,088 |
| Interest-bearing | 912 | 10,296 |
| Total cash and cash equivalents | 16,371 | 24,384 |
| Interest bearing time deposits with other banks | 6,955 | 7,696 |
| Available-for-sale securities | 349,154 | 359,737 |
| Loans held for sale | 576 | 603 |
| Loans (net of allowance for loan losses: 2016, $8,194 and 2015, $7,106) | 743,099 | 687,925 |
| Premises and equipment | 17,143 | 17,263 |
| Accrued interest receivable | 3,988 | 4,211 |
| Goodwill | 21,089 | 21,089 |
| Bank owned life insurance | 26,050 | 25,535 |
| Other intangibles | 2,059 | 2,437 |
| Other assets | 11,170 | 12,104 |
| TOTAL ASSETS | $1,197,654 | $1,162,984 |
| LIABILITIES: | | |
| Deposits: | | |
| Noninterest-bearing | $149,848 | $150,960 |
| Interest-bearing | 858,899 | 837,071 |
| Total deposits | 1,008,747 | 988,031 |
| Borrowed funds | 51,859 | 41,631 |
| Accrued interest payable | 636 | 734 |
| Other liabilities | 10,862 | 12,828 |
| TOTAL LIABILITIES | 1,072,104 | 1,043,224 |
| STOCKHOLDERS' EQUITY: | | |
| Preferred Stock | | |
| $1.00 par value; authorized 3,000,000 shares September 30, 2016 and December 31, 2015; none issued in 2016 or 2015 | - | - |
| Common stock | | |
| $1.00 par value; authorized 15,000,000 shares; issued 3,704,375 at September 30, 2016 and 3,671,751 at December 31, 2015 | 3,704 | 3,672 |
| Additional paid-in capital | 42,241 | 40,715 |
| Retained earnings | 89,501 | 85,790 |
| Accumulated other comprehensive income (loss) | 1,390 | (236) |
| Treasury stock, at cost: 358,811 shares at September 30, 2016 and 335,876 shares at December 31, 2015 | (11,286) | (10,181) |
| TOTAL STOCKHOLDERS' EQUITY | 125,550 | 119,760 |

| | | |
|---|---|---|
| TOTAL LIABILITIES AND STOCKHOLDERS' EQUITY | $1,197,654 | $1,162,984 |

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

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CITIZENS FINANCIAL SERVICES, INC.
CONSOLIDATED STATEMENT OF INCOME
(UNAUDITED)

| | Three Months Ended September 30, | | Nine Months Ended September 30, | |
|---|---|---|---|---|
| (in thousands, except share and per share data) | 2016 | 2015 | 2016 | 2015 |
| INTEREST INCOME: | | | | |
| Interest and fees on loans | $9,204 | $7,248 | $26,387 | $21,416 |
| Interest-bearing deposits with banks | 50 | 33 | 185 | 103 |
| Investment securities: | | | | |
| Taxable | 897 | 798 | 2,800 | 2,317 |
| Nontaxable | 733 | 749 | 2,259 | 2,398 |
| Dividends | 64 | 35 | 205 | 168 |
| TOTAL INTEREST INCOME | 10,948 | 8,863 | 31,836 | 26,402 |
| INTEREST EXPENSE: | | | | |
| Deposits | 1,048 | 1,044 | 3,194 | 3,088 |
| Borrowed funds | 188 | 174 | 554 | 521 |
| TOTAL INTEREST EXPENSE | 1,236 | 1,218 | 3,748 | 3,609 |
| NET INTEREST INCOME | 9,712 | 7,645 | 28,088 | 22,793 |
| Provision for loan losses | 500 | 120 | 770 | 360 |
| NET INTEREST INCOME AFTER PROVISION FOR LOAN LOSSES | 9,212 | 7,525 | 27,318 | 22,433 |
| NON-INTEREST INCOME: | | | | |
| Service charges | 1,115 | 1,054 | 3,345 | 3,058 |
| Trust | 161 | 149 | 539 | 523 |
| Brokerage and insurance | 211 | 181 | 578 | 563 |
| Gains on loans sold | 109 | 85 | 225 | 183 |
| Investment securities gains, net | - | 129 | 155 | 430 |
| Earnings on bank owned life insurance | 174 | 158 | 515 | 464 |
| Other | 138 | 109 | 450 | 327 |
| TOTAL NON-INTEREST INCOME | 1,908 | 1,865 | 5,807 | 5,548 |
| NON-INTEREST EXPENSES: | | | | |
| Salaries and employee benefits | 4,285 | 3,069 | 12,067 | 9,118 |
| Occupancy | 485 | 347 | 1,385 | 1,064 |
| Furniture and equipment | 164 | 108 | 492 | 323 |
| Professional fees | 283 | 202 | 836 | 614 |
| FDIC insurance | 175 | 116 | 492 | 348 |
| Pennsylvania shares tax | 240 | 201 | 630 | 602 |
| Amortization of intangibles | 82 | - | 246 | - |
| Merger and acquisition | - | 282 | - | 405 |
| ORE expenses (recovery) | (71) | 328 | 234 | 686 |
| Other | 1,557 | 1,199 | 5,031 | 3,455 |
| TOTAL NON-INTEREST EXPENSES | 7,200 | 5,852 | 21,413 | 16,615 |
| Income before provision for income taxes | 3,920 | 3,538 | 11,712 | 11,366 |
| Provision for income taxes | 767 | 681 | 2,245 | 2,200 |
| NET INCOME | $3,153 | $2,857 | $9,467 | $9,166 |
| PER COMMON SHARE DATA: | | | | |
| Net Income - Basic | $0.94 | $0.94 | $2.83 | $3.00 |
| Net Income - Diluted | $0.94 | $0.94 | $2.83 | $3.00 |
| Cash Dividends Paid | $0.421 | $0.503 | $1.250 | $1.304 |

| | | | | |
|---|---|---|---|---|
| Number of shares used in computation - basic | 3,339,962 | 3,044,311 | 3,346,623 | 3,051,826 |
| Number of shares used in computation - diluted | 3,341,656 | 3,045,775 | 3,348,321 | 3,053,294 |

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

CITIZENS FINANCIAL SERVICES, INC.
CONSOLIDATED STATEMENT OF
COMPREHENSIVE INCOME
(UNAUDITED)

| | Three Months Ended September 30, | | Nine months Ended September 30, | |
|---|---|---|---|---|
| (in thousands) | 2016 | 2015 | 2016 | 2015 |
| Net income | $3,153 | $2,857 | $9,467 | $9,166 |
| Other comprehensive income (loss): | | | | |
| Unrealized gain (loss) on available for sale securities | (1,049) | 1,094 | 2,439 | 390 |
| Income tax effect | 357 | (372) | (830) | (132) |
| Change in unrecognized pension cost | 61 | 51 | 181 | 153 |
| Income tax effect | (21) | (17) | (62) | (52) |
| Less: Reclassification adjustment for investment security gains included in net income | - | (129) | (155) | (430) |
| Income tax effect | - | 44 | 53 | 146 |
| Other comprehensive income (loss), net of tax | (652) | 671 | 1,626 | 75 |
| Comprehensive income | $2,501 | $3,528 | $11,093 | $9,241 |

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

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CITIZENS FINANCIAL SERVICES, INC.
CONSOLIDATED STATEMENT OF CASH FLOWS
(UNAUDITED)

| (in thousands) | Nine Months Ended September 30, 2016 | 2015 |
|---|---|---|
| CASH FLOWS FROM OPERATING ACTIVITIES: | | |
| Net income | $9,467 | $9,166 |
| Adjustments to reconcile net income to net cash provided by operating activities: | | |
| Provision for loan losses | 770 | 360 |
| Provision for off-balance sheet items | 30 | - |
| Depreciation and amortization | 265 | 370 |
| Amortization and accretion of investment securities | 1,750 | 1,521 |
| Deferred income taxes | 141 | (39) |
| Investment securities gains, net | (155) | (430) |
| Earnings on bank owned life insurance | (515) | (464) |
| Originations of loans held for sale | (15,698) | (13,510) |
| Proceeds from sales of loans held for sale | 15,950 | 12,942 |
| Realized gains on loans sold | (225) | (183) |
| Decrease in accrued interest receivable | 223 | 78 |
| Decrease in accrued interest payable | (98) | (63) |
| Other, net | (1,137) | (842) |
| Net cash provided by operating activities | 10,768 | 8,906 |
| CASH FLOWS FROM INVESTING ACTIVITIES: | | |
| Available-for-sale securities: | | |
| Proceeds from sales | 12,077 | 18,393 |
| Proceeds from maturity and principal repayments | 43,759 | 39,472 |
| Purchase of securities | (44,567) | (58,667) |
| Purchase of interest bearing time deposits with other banks | - | (500) |
| Proceeds from matured interest bearing time deposits with other banks | 744 | - |
| Proceeds from redemption of regulatory stock | 459 | 2,150 |
| Purchase of regulatory stock | (1,138) | (2,097) |
| Net increase in loans | (55,846) | (29,148) |
| Purchase of premises and equipment | (500) | (633) |
| Proceeds from sale of foreclosed assets held for sale | 900 | 340 |
| Net cash used in investing activities | (44,112) | (30,690) |
| CASH FLOWS FROM FINANCING ACTIVITIES: | | |
| Net increase in deposits | 20,716 | 23,915 |
| Proceeds from long-term borrowings | 541 | 5,288 |
| Repayments of long-term borrowings | (534) | (700) |
| Net increase (decrease) in short-term borrowed funds | 10,221 | (1,730) |
| Purchase of treasury and restricted stock | (1,713) | (2,315) |
| Dividends paid | (3,900) | (3,783) |
| Net cash provided by financing activities | 25,331 | 20,675 |
| Net decrease in cash and cash equivalents | (8,013) | (1,109) |
| CASH AND CASH EQUIVALENTS AT BEGINNING OF PERIOD | 24,384 | 11,423 |
| CASH AND CASH EQUIVALENTS AT END OF PERIOD | $16,371 | $10,314 |
| Supplemental Disclosures of Cash Flow Information: | | |
| Interest paid | $3,846 | $3,672 |
| Income taxes paid | $1,700 | $2,425 |
| Loans transferred to foreclosed property | $633 | $241 |

| Investments sold and not settled | $- | $5,187 |
| --- | --- | --- |

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

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CITIZENS FINANCIAL SERVICES, INC.
NOTES TO CONSOLIDATED FINANCIAL STATEMENTS
(Unaudited)

Note 1 - Basis of Presentation

Citizens Financial Services, Inc. (individually and collectively with its direct and indirect subsidiaries, the "Company") is a Pennsylvania corporation organized as the holding company of its wholly owned subsidiary, First Citizens Community Bank (the "Bank"), and the Bank's wholly owned subsidiary, First Citizens Insurance Agency, Inc. ("First Citizens Insurance"). On December 11, 2015, the Company completed its acquisition of The First National Bank of Fredericksburg (FNB) by merging FNB into the Bank.

The accompanying consolidated financial statements have been prepared pursuant to rules and regulations of the Securities and Exchange Commission ("SEC") and in conformity with U.S. generally accepted accounting principles. Because this report is based on an interim period, certain information and footnote disclosures normally included in financial statements prepared in accordance with U.S. generally accepted accounting principles have been condensed or omitted. Certain of the prior year amounts have been reclassified to conform with the current year presentation. Such reclassifications had no effect on net income or stockholders' equity. All material inter company balances and transactions have been eliminated in consolidation.

In the opinion of management of the Company, the accompanying interim financial statements at September 30, 2016 and for the periods ended September 30, 2016 and 2015 include all adjustments, consisting of only normal recurring adjustments, necessary for a fair presentation of the financial condition and the results of operations for the periods. In preparing the consolidated financial statements, management is required to make estimates and assumptions that affect the reported amounts of assets and liabilities as of the date of the balance sheet and revenues and expenses for the period. The financial performance reported for the Company for the nine month period ended September 30, 2016 is not necessarily indicative of the results to be expected for the full year. This information should be read in conjunction with the Company's Annual Report on Form 10-K for the year ended December 31, 2015.

Note 2 - Earnings per Share

The following table sets forth the computation of earnings per share. Earnings per share calculations give retroactive effect to stock dividends declared by the Company.

| | Three months ended September 30, | | Nine months ended September 30, | |
|---|---|---|---|---|
| | 2016 | 2015 | 2016 | 2015 |
| Net income applicable to common stock | $3,153,000 | $2,857,000 | $9,467,000 | $9,166,000 |
| | | | | |
| Basic earnings per share computation | | | | |
| Weighted average common shares outstanding | 3,339,962 | 3,044,311 | 3,346,623 | 3,051,826 |
| Earnings per share - basic | $0.94 | $0.94 | $2.83 | $3.00 |
| | | | | |
| Diluted earnings per share computation | | | | |
| Weighted average common shares outstanding for basic earnings per share | 3,339,962 | 3,044,311 | 3,346,623 | 3,051,826 |
| Add: Dilutive effects of restricted stock | 1,694 | 1,464 | 1,698 | 1,468 |
| Weighted average common shares outstanding for dilutive earnings per share | 3,341,656 | 3,045,775 | 3,348,321 | 3,053,294 |

| | | | | |
|---|---|---|---|---|
| Earnings per share - diluted | $0.94 | $0.94 | $2.83 | $3.00 |

For the three months ended September 30, 2016 and 2015, there were 3,804 and 2,696 shares, respectively, related to the restricted stock plan that were excluded from the diluted earnings per share calculations since they were anti-dilutive. These anti-dilutive shares had per share prices ranging from $46.69-$53.15 for the three month period ended September 30, 2016 and per share prices ranging from $44.50-$53.15 for the three month period ended September 30, 2015. For the nine months ended September 30, 2016 and 2015, 3,804 and 2,696 shares, respectively, related to the restricted stock plan were excluded from the diluted earnings per share calculations since they were anti-dilutive. These anti-dilutive shares had per share prices ranging from $46.69-$53.15 for the nine month period ended September 30, 2016 and per share prices ranging from $44.50-$53.15 for the nine month period ended September 30, 2015.

Note 3 - Income Tax Expense

Income tax expense is less than the amount calculated using the statutory tax rate, primarily as a result of tax-exempt income earned from state and municipal securities and loans and investments in affordable housing tax credits.

Investments in Qualified Affordable Housing Projects

As of September 30, 2016 and December 31, 2015, the Company was invested in four partnerships that provide affordable housing. The balance of the investments, which is included within other assets in the Consolidated Balance Sheet, was $765,000 and $959,000 as of September 30, 2016 and December 31, 2015, respectively. Investments purchased prior to January 1, 2015, are accounted for utilizing the effective yield method. As of September 30, 2016, the Company had $895,000 of tax credits remaining that will be recognized over 6.25 years. Tax credits of $50,000 were recognized as a reduction of tax expense during the three months ended September 30, 2016 and 2015. Tax credits of $149,000 were recognized as a reduction of tax expense during the nine months ended September 30, 2016 and 2015.

Note 4 – Investments

The amortized cost, gross unrealized gains and losses, and fair value of investment securities at September 30, 2016 and December 31, 2015 were as follows (in thousands):

| September 30, 2016 | Amortized Cost | Gross Unrealized Gains | Gross Unrealized Losses | Fair Value |
|---|---|---|---|---|
| Available-for-sale securities: | | | | |
| U.S. agency securities | $ 188,936 | $ 1,839 | $ (9) | $ 190,766 |
| U.S. treasury securities | 5,013 | 7 | - | 5,020 |
| Obligations of state and political subdivisions | 99,557 | 2,702 | (37) | 102,222 |
| Corporate obligations | 14,359 | 17 | - | 14,376 |
| Mortgage-backed securities in government sponsored entities | 33,665 | 420 | (33) | 34,052 |
| Equity securities in financial institutions | 2,002 | 716 | - | 2,718 |
| Total available-for-sale securities | $ 343,532 | $ 5,701 | $ (79) | $ 349,154 |
| | | | | |
| December 31, 2015 | | | | |
| Available-for-sale securities: | | | | |
| U.S. agency securities | $ 199,749 | $ 369 | $ (527) | $ 199,591 |
| U.S. treasury securities | 10,103 | - | (21) | 10,082 |
| Obligations of state and political subdivisions | 99,856 | 3,080 | (73) | 102,863 |
| Corporate obligations | 14,583 | 68 | (86) | 14,565 |
| Mortgage-backed securities in government sponsored entities | 30,107 | 186 | (89) | 30,204 |
| Equity securities in financial institutions | 2,001 | 436 | (5) | 2,432 |
| Total available-for-sale securities | $ 356,399 | $ 4,139 | $ (801) | $ 359,737 |

The following table shows the Company's gross unrealized losses and fair value of the Company's investments with unrealized losses that are not deemed to be other-than-temporarily impaired, aggregated by investment category and length of time, which individual securities have been in a continuous unrealized loss position, at September 30, 2016

and December 31, 2015 (in thousands). As of September 30, 2016, the Company owned 24 securities whose fair value was less than their cost basis.

| September 30, 2016 | Less than Twelve Months | | Twelve Months or Greater | | Total | |
|---|---|---|---|---|---|---|
| | Fair Value | Gross Unrealized Losses | Fair Value | Gross Unrealized Losses | Fair Value | Gross Unrealized Losses |
| U.S. agency securities | $6,998 | $ (9) | $- | $ - | $6,998 | $ (9) |
| Obligations of state and political subdivisions | 9,244 | (37) | - | - | 9,244 | (37) |
| Mortgage-backed securities in government sponsored entities | 3,568 | (18) | 1,855 | (15) | 5,423 | (33) |
| Total securities | $19,810 | $ (64) | $1,855 | $ (15) | $21,665 | $ (79) |
| | | | | | | |
| December 31, 2015 | | | | | | |
| U.S. agency securities | $123,591 | $ (527) | $- | $ - | $123,591 | $ (527) |
| U.S. treasury securities | 10,082 | (21) | - | - | 10,082 | (21) |
| Obligations of states and political subdivisions | 7,023 | (57) | 2,914 | (16) | 9,937 | (73) |
| Corporate obligations | 5,822 | (61) | 2,138 | (25) | 7,960 | (86) |
| Mortgage-backed securities in government sponsored entities | 9,830 | (77) | 227 | (12) | 10,057 | (89) |
| Equity securities in financial institutions | 106 | (5) | - | - | 106 | (5) |
| Total securities | $156,454 | $ (748) | $5,279 | $ (53) | $161,733 | $ (801) |

As of September 30, 2016, the Company's investment securities portfolio contained unrealized losses on agency securities issued or backed by the full faith and credit of the United States government or are generally viewed as having the implied guarantee of the U.S. government, obligations of states and political subdivisions and mortgage backed securities issued by government sponsored entities. For fixed maturity investments management considers whether the present value of cash flows expected to be collected are less than the security's amortized cost basis (the difference defined as the credit loss), the magnitude and duration of the decline, the reasons underlying the decline and the Company's intent to sell the security or whether it is more likely than not that the Company would be required to sell the security before its anticipated recovery in market value, to determine whether the loss in value is other than temporary. Once a decline in value is determined to be other than temporary, if the Company does not intend to sell the security, and it is more likely than not that it will not be required to sell the security before recovery of the security's amortized cost basis, the charge to earnings is limited to the amount of credit loss. Any remaining difference between fair value and amortized cost (the difference defined as the non-credit portion) is recognized in other comprehensive income, net of applicable taxes. Otherwise, the entire difference between fair value and amortized cost is charged to earnings. For equity securities where the fair value has been significantly below cost for one year, the Company's policy is to recognize an impairment loss unless sufficient evidence is available that the decline is not other than temporary and a recovery period can be predicted. The Company has concluded that any impairment of its investment securities portfolio outlined in the above table is not other than temporary and is the result of interest rate changes, sector credit rating changes, or issuer-specific rating changes that are not expected to result in the non-collection of principal and interest during the period.

Proceeds from sales of securities available-for-sale for the nine months ended September 30, 2016 and 2015 were $12,077,000 and $18,393,000, respectively. There were no sales of available for sale securities during the three months ended September 30, 2016. For the three months ended September 30, 2015 there were sales of $5,187,000 of available-for-sale securities. The gross gains and losses were as follows (in thousands):

| Three Months | Nine Months |
|---|---|

| | Ended September 30, | | Ended September 30, | |
|---|---|---|---|---|
| | 2016 | 2015 | 2016 | 2015 |
| Gross gains | $ - | $ 129 | $ 155 | $ 441 |
| Gross losses | - | - | - | (11 ) |
| Net gains | $ - | $ 129 | $ 155 | $ 430 |

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Investment securities with an approximate carrying value of $224.9 million and $203.8 million at September 30, 2016 and December 31, 2015, respectively, were pledged to secure public funds and certain other deposits.

Expected maturities will differ from contractual maturities because borrowers may have the right to call or prepay obligations with or without call or prepayment penalties. The amortized cost and fair value of debt securities at September 30, 2016, by contractual maturity, are shown below (in thousands):

| | Amortized Cost | Fair Value |
|---|---|---|
| Available-for-sale debt securities: | | |
| Due in one year or less | $ 49,510 | $ 49,724 |
| Due after one year through five years | 173,075 | 175,690 |
| Due after five years through ten years | 41,247 | 42,129 |
| Due after ten years | 77,698 | 78,893 |
| Total | $ 341,530 | $ 346,436 |

Note 5 – Loans

The Company grants loans primarily to customers throughout north central, central and south central Pennsylvania and the southern tier of New York. Although the Company had a diversified loan portfolio at September 30, 2016 and December 31, 2015, a substantial portion of its debtors' ability to honor their contracts is dependent on the economic conditions within these regions. The following table summarizes the primary segments of the loan portfolio and how those segments are analyzed within the allowance for loan losses as of September 30, 2016 and December 31, 2015 (in thousands):

| September 30, 2016 | Total Loans | Individually evaluated for impairment | Loans acquired with deteriorated credit quality | Collectively evaluated for impairment |
|---|---|---|---|---|
| Real estate loans: | | | | |
| Residential | $ 205,092 | $ 969 | $ 35 | $ 204,088 |
| Commercial and agricultural | 339,704 | 5,567 | 2,748 | 331,389 |
| Construction | 18,774 | - | - | 18,774 |
| Consumer | 11,226 | - | 4 | 11,222 |
| Other commercial and agricultural loans | 78,258 | 5,428 | 778 | 72,052 |
| State and political subdivision loans | 98,239 | - | - | 98,239 |
| Total | 751,293 | 11,964 | 3,565 | 735,764 |
| Allowance for loan losses | 8,194 | 482 | - | 7,712 |
| Net loans | $ 743,099 | $ 11,482 | $ 3,565 | $ 728,052 |
| | | | | |
| December 31, 2015 | | | | |
| Real estate loans: | | | | |
| Residential | $ 203,407 | $ 304 | $ 35 | $ 203,068 |
| Commercial and agricultural | 295,364 | 6,235 | 2,908 | 286,221 |
| Construction | 15,011 | - | - | 15,011 |
| Consumer | 11,543 | - | 9 | 11,534 |
| Other commercial and agricultural loans | 71,206 | 5,745 | 866 | 64,595 |
| State and political subdivision loans | 98,500 | - | - | 98,500 |

| | | | | |
|---|---|---|---|---|
| Total | 695,031 | 12,284 | 3,818 | 678,929 |
| Allowance for loan losses | 7,106 | 355 | - | 6,751 |
| Net loans | $687,925 | $ 11,929 | $ 3,818 | $ 672,178 |

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

Upon acquisition, the Company evaluated whether an acquired loan was within the scope of ASC 310-30, Receivables-Loans and Debt Securities Acquired with Deteriorated Credit Quality. Purchased credit-impaired ("PCI") loans are loans that have evidence of credit deterioration since origination and it is probable at the date of acquisition that the Company will not collect all contractually required principal and interest payments. Based upon management's review, there were no material increases or decreases in the expected cash flows of these loans between December 11, 2015 (the "acquisition date") and September 30, 2016. The fair value of PCI loans, on the acquisition date, was determined, primarily based on the fair value of the loans' collateral. The carrying value of PCI loans was $3,565,000 and $3,818,000 at September 30, 2016 and December 31, 2015, respectively.

On the acquisition date, the unpaid principal balance for all PCI loans was $6,969,000 and the estimated fair value of the loans was $3,809,000. Total contractually required payments on these loans, including interest, at the acquisition date was $9,913,000. However, the Company's preliminary estimate of expected cash flows was $4,474,000. At such date, the Company established a credit risk related non-accretable discount (a discount representing amounts which are not expected to be collected from the customer nor liquidation of collateral) of $5,439,000 relating to these PCI loans, reflected in the recorded net fair value. Such amount is reflected as a non-accretable fair value adjustment to loans. The Company further estimated the timing and amount of expected cash flows and established an accretable discount of $665,000 on the acquisition date relating to these PCI loans.

The carrying value of the PCI loans was determined by projected discounted contractual cash flows.

Changes in the accretable yield for PCI loans were as follows for the three and nine months ended September 30, 2016 (in thousands):

| | Three Months Ended | Nine months Ended |
|---|---|---|
| Balance at beginning of period | $ 464 | $ 637 |
| Accretion | (88 ) | (261 ) |
| Balance at end of period | $ 376 | $ 376 |

The following table presents additional information regarding loans acquired with specific evidence of deterioration in credit quality under ASC 310-30 (in thousands):

| | September 30, 2016 | December 31, 2015 |
|---|---|---|
| Outstanding balance | $ 6,774 | $ 6,950 |
| Carrying amount | 3,565 | 3,818 |

The segments of the Company's loan portfolio are disaggregated into classes to a level that allows management to monitor risk and performance. Residential real estate mortgages consist primarily of 15 to 30 year first mortgages on residential real estate, while residential real estate home equity loans are consumer purpose installment loans or lines of credit with terms of 15 years or less secured by a mortgage which is often a second lien on residential real estate. Commercial real estate loans are business purpose loans secured by a mortgage on commercial real estate. Agricultural real estate loans are loans secured by a mortgage on real estate used in agriculture production. Construction real estate loans are loans secured by residential or commercial real estate used during the construction phase of residential and commercial projects. Consumer loans are typically unsecured or primarily secured by assets other than real estate and overdraft lines of credit are typically secured by customer deposit accounts. Other commercial loans are loans for commercial purposes primarily secured by non-real estate collateral. Other agricultural loans are loans for agricultural purposes primarily secured by non-real estate collateral. State and political subdivision loans are loans to state and local municipalities for capital and operating expenses or tax free loans used to finance commercial development.

Management considers commercial loans, other agricultural loans, state and political subdivision loans, commercial real estate loans and agricultural real estate loans which are 90 days or more past due to be impaired. Management will also consider a loan impaired based on other factors it becomes aware of, including the customer's results of operations and cash flows or if the loan is modified in a troubled debt restructuring. In addition, certain residential mortgages, home equity and consumer loans that are cross collateralized with commercial relationships that are determined to be impaired may also be classified as impaired. Impaired loans are analyzed to determine if it is probable that all amounts will not be collected according to the contractual terms of the loan agreement. If management determines that the value of the impaired loan is less than the recorded investment in the loan (net of

previous charge-offs, deferred loan fees or costs and unamortized premium or discount), impairment is recognized through an allocation of the allowance for loan losses or a charge-off to the allowance for loan losses.

The following table includes the recorded investment and unpaid principal balances for impaired financing receivables by class, excluding PCI loans, with the associated allowance amount, if applicable (in thousands):

| September 30, 2016 | Unpaid Principal Balance | Recorded Investment With No Allowance | Recorded Investment With Allowance | Total Recorded Investment | Related Allowance |
|---|---|---|---|---|---|
| Real estate loans: | | | | | |
| Mortgages | $ 959 | $ 574 | $ 337 | $ 911 | $ 28 |
| Home Equity | 58 | - | 58 | 58 | 11 |
| Commercial | 7,722 | 5,437 | 130 | 5,567 | 46 |
| Agricultural | - | - | - | - | - |
| Construction | - | - | - | - | - |
| Consumer | - | - | - | - | - |
| Other commercial loans | 5,591 | 4,494 | 934 | 5,428 | 397 |
| Other agricultural loans | - | - | - | - | - |
| State and political subdivision loans | - | - | - | - | - |
| Total | $ 14,330 | $ 10,505 | $ 1,459 | $ 11,964 | $ 482 |
| | | | | | |
| December 31, 2015 | | | | | |
| Real estate loans: | | | | | |
| Mortgages | $ 281 | $ 114 | $ 129 | $ 243 | $ 26 |
| Home Equity | 61 | - | 61 | 61 | 11 |
| Commercial | 8,654 | 5,843 | 225 | 6,068 | 62 |
| Agricultural | 167 | 167 | - | 167 | - |
| Construction | - | - | - | - | - |
| Consumer | - | - | - | - | - |
| Other commercial loans | 5,535 | 4,653 | 987 | 5,640 | 256 |
| Other agricultural loans | 105 | 105 | - | 105 | - |
| State and political subdivision loans | - | - | - | - | - |
| Total | $ 14,803 | $ 10,882 | $ 1,402 | $ 12,284 | $ 355 |

The following tables includes the average balance of impaired financing receivables by class and the income recognized on these receivables for the three and nine month periods ended September 30, 2016 and 2015(in thousands):

| | For the Nine Months ended | | | | | |
|---|---|---|---|---|---|---|
| | September 30, 2016 | | | September 30, 2015 | | |
| | Average Recorded Investment | Interest Income Recognized | Interest Income Recognized Cash Basis | Average Recorded Investment | Interest Income Recognized | Interest Income Recognized Cash Basis |
| Real estate loans: | | | | | | |
| Mortgages | $486 | $ 10 | $ - | $239 | $ 8 | $ 5 |
| Home Equity | 59 | 3 | - | 97 | 3 | - |
| Commercial | 6,088 | 87 | - | 5,728 | 46 | - |
| Agricultural | 110 | 7 | - | 19 | 1 | - |
| Construction | - | - | - | - | - | - |
| Consumer | - | - | - | - | - | - |
| Other commercial loans | 5,743 | 187 | 5 | 2,488 | 64 | 4 |
| Other agricultural loans | 70 | 3 | - | 13 | 1 | - |
| State and political subdivision loans | - | - | - | - | - | - |
| Total | $12,556 | $ 297 | $ 5 | $8,584 | $ 123 | $ 9 |

| | For the Three Months Ended | | | | | |
|---|---|---|---|---|---|---|
| | September 30, 2016 | | | September 30, 2015 | | |
| Real estate loans: | | | | | | |
| Mortgages | $607 | $ 1 | $ - | $269 | $ 4 | $ - |
| Home Equity | 58 | 1 | - | 62 | 1 | - |
| Commercial | 5,980 | 35 | - | 5,462 | 14 | - |
| Agricultural | - | 2 | - | 57 | 1 | - |
| Construction | - | - | - | - | - | - |
| Consumer | - | - | - | - | - | - |
| Other commercial loans | 5,298 | 53 | 2 | 2,107 | 15 | 1 |
| Other agricultural loans | - | - | - | 38 | 1 | - |
| State and political subdivision loans | - | - | - | - | - | - |
| Total | $11,943 | $ 92 | $ 2 | $7,995 | $ 36 | $ 1 |

Credit Quality Information

For commercial real estate, agricultural real estate, construction, other commercial, other agricultural and state and political subdivision loans, management uses a nine grade internal risk rating system to monitor credit quality. The first five categories are considered not criticized and are aggregated as "Pass" rated. The criticized rating categories utilized by management generally follow bank regulatory definitions. The definitions of each rating are defined below:

- Pass (Grades 1-5) – These loans are to customers with credit quality ranging from an acceptable to very high quality and are protected by the current net worth and paying capacity of the obligor or by the value of the underlying collateral.
- Special Mention (Grade 6) – This loan grade is in accordance with regulatory guidance and includes loans where a potential weakness or risk exists, which could cause a more serious problem if not corrected.
- Substandard (Grade 7) – This loan grade is in accordance with regulatory guidance and includes loans that have a well-defined weakness based on objective evidence and be characterized by the distinct possibility that the Bank will sustain some loss if the deficiencies are not corrected.
- 

Doubtful (Grade 8) – This loan grade is in accordance with regulatory guidance and includes loans that have all the weaknesses inherent in a substandard asset. In addition, these weaknesses make collection or liquidation in full highly questionable and improbable, based on existing circumstances.

- Loss (Grade 9) – This loan grade is in accordance with regulatory guidance and includes loans that are considered uncollectible, or of such value that continuance as an asset is not warranted.

To help ensure that risk ratings are accurate and reflect the present and future capacity of borrowers to repay the loan as agreed, the Company's loan rating process includes several layers of internal and external oversight. The Company's loan officers are responsible for the timely and accurate risk rating of the loans in each of their portfolios at origination and on an ongoing basis under the supervision of management. All commercial and agricultural loans are reviewed annually to ensure the appropriateness of the loan grade. In addition, the Company engages an external consultant on at least an annual basis to 1) review a minimum of 55% of the dollar volume of the commercial loan portfolio on an annual basis, 2) review new loans originated for over $1.0 million in the last year, 3) review a majority of borrowers with commitments greater than or equal to $1.0 million, 4) review selected loan relationships over $750,000 which are over 30 days past due or classified Special Mention, Substandard, Doubtful, or Loss, and 5) such other loans which management or the consultant deems appropriate.

The following tables represent credit exposures by internally assigned grades as of September 30, 2016 and December 31, 2015 (in thousands):

| September 30, 2016 | Pass | Special Mention | Substandard | Doubtful | Loss | Ending Balance |
|---|---|---|---|---|---|---|
| Real estate loans: | | | | | | |
| Commercial | $221,715 | $13,935 | $ 15,471 | $ 28 | $ - | $251,149 |
| Agricultural | 76,500 | 8,969 | 3,086 | - | - | 88,555 |
| Construction | 18,774 | - | - | - | - | 18,774 |
| Other commercial loans | 49,987 | 1,964 | 4,980 | 131 | - | 57,062 |
| Other agricultural loans | 17,383 | 2,350 | 1,463 | - | - | 21,196 |
| State and political subdivision loans | 84,541 | 13,698 | - | - | - | 98,239 |
| Total | $468,900 | $40,916 | $ 25,000 | $ 159 | $ - | $534,975 |
| | | | | | | |
| December 31, 2015 | | | | | | |
| Real estate loans: | | | | | | |
| Commercial | $217,544 | $4,150 | $ 15,816 | $ 32 | $ - | $237,542 |
| Agricultural | 53,695 | 2,865 | 1,262 | - | - | 57,822 |
| Construction | 14,422 | 589 | - | - | - | 15,011 |
| Other commercial loans | 51,297 | 446 | 5,669 | 137 | - | 57,549 |
| Other agricultural loans | 13,318 | 234 | 105 | - | - | 13,657 |
| State and political subdivision loans | 98,500 | - | - | - | - | 98,500 |
| Total | $448,776 | $8,284 | $ 22,852 | $ 169 | $ - | $480,081 |

For residential real estate mortgages, home equity and consumer loans, credit quality is monitored based on whether the loan is performing or non-performing, which is typically based on the aging status of the loan and payment activity, unless a specific action, such as bankruptcy, repossession, death or significant delay in payment occurs to raise awareness of a possible credit event. Non-performing loans include those loans that are considered nonaccrual, described in more detail below, and all loans past due 90 or more days and still accruing. The following table presents the recorded investment in those loan classes based on payment activity as of September 30, 2016 and December 31, 2015 (in thousands):

| September 30, 2016 | Performing | Non-performing | PCI | Total |
|---|---|---|---|---|
| Real estate loans: | | | | |
| Mortgages | $ 144,249 | $ 1,846 | $35 | $146,130 |

| | | | | |
|---|---|---|---|---|
| Home Equity | 58,845 | 117 | - | 58,962 |
| Consumer | 11,146 | 76 | 4 | 11,226 |
| Total | $ 214,240 | $ 2,039 | $ 39 | $ 216,318 |

| December 31, 2015 | Performing | Non-performing | PCI | Total |
|---|---|---|---|---|
| Real estate loans: | | | | |
| Mortgages | $ 139,734 | $ 1,270 | $35 | $141,039 |
| Home Equity | 62,236 | 132 | - | $62,368 |
| Consumer | 11,470 | 64 | 9 | $11,543 |
| Total | $ 213,440 | $ 1,466 | $44 | $214,950 |

Aging Analysis of Past Due Financing Receivables

Management further monitors the performance and credit quality of the loan portfolio by analyzing the age of the portfolio as determined by the length of time a recorded payment is past due. The following table includes an aging analysis of the recorded investment of past due financing receivables as of September 30, 2016 and December 31, 2015 (in thousands):

| September 30, 2016 | 30-59 Days Past Due | 60-89 Days Past Due | 90 Days Or Greater | Total Past Due | Current | PCI | Total Financing Receivables | 90 Days or Greater and Accruing |
|---|---|---|---|---|---|---|---|---|
| Real estate loans: | | | | | | | | |
| Mortgages | $720 | $ 153 | $ 1,128 | $2,001 | $144,094 | $35 | $ 146,130 | $ 173 |
| Home Equity | 398 | 15 | 67 | 480 | 58,482 | - | 58,962 | 17 |
| Commercial | 2,151 | 251 | 4,065 | 6,467 | 242,675 | 2,007 | 251,149 | 259 |
| Agricultural | 2,415 | 177 | 58 | 2,650 | 85,164 | 741 | 88,555 | 58 |
| Construction | - | - | - | - | 18,774 | - | 18,774 | - |
| Consumer | 149 | 42 | 52 | 243 | 10,979 | 4 | 11,226 | 34 |
| Other commercial loans | 303 | - | 4,015 | 4,318 | 51,966 | 778 | 57,062 | - |
| Other agricultural loans | 1,151 | 260 | - | 1,411 | 19,785 | - | 21,196 | - |
| State and political subdivision loans | - | - | - | - | 98,239 | - | 98,239 | - |
| Total | $7,287 | $ 898 | $ 9,385 | $17,570 | $730,158 | $3,565 | $ 751,293 | $ 541 |
| | | | | | | | | |
| Loans considered non-accrual | $331 | $ 19 | $ 8,844 | $9,194 | $837 | $- | $ 10,031 | |
| Loans still accruing | 6,956 | 879 | 541 | 8,376 | 729,321 | 3,565 | 741,262 | |
| Total | $7,287 | $ 898 | $ 9,385 | $17,570 | $730,158 | $3,565 | $ 751,293 | |
| | | | | | | | | |
| December 31, 2015 | | | | | | | | |
| Real estate loans: | | | | | | | | |
| Mortgages | $487 | $ 283 | $ 687 | $1,457 | $139,547 | $35 | $ 141,039 | $ 321 |
| Home Equity | 630 | 15 | 121 | 766 | 61,602 | - | 62,368 | 73 |
| Commercial | 824 | 57 | 4,139 | 5,020 | 230,352 | 2,170 | 237,542 | 60 |
| Agricultural | 177 | 167 | - | 344 | 56,740 | 738 | 57,822 | - |
| Construction | - | - | - | - | 15,011 | - | 15,011 | - |
| Consumer | 239 | 37 | 49 | 325 | 11,209 | 9 | 11,543 | 9 |
| Other commercial loans | 143 | 214 | 1,010 | 1,367 | 55,316 | 866 | 57,549 | 160 |
| Other agricultural loans | 9 | - | - | 9 | 13,648 | - | 13,657 | - |
| State and political subdivision loans | - | - | - | - | 98,500 | - | 98,500 | - |
| Total | $2,509 | $ 773 | $ 6,006 | $9,288 | $681,925 | $3,818 | $ 695,031 | $ 623 |

| | | | | | | | |
|---|---|---|---|---|---|---|---|
| Loans considered non-accrual | $54 | $171 | $5,383 | $5,608 | $923 | $- | $6,531 |
| Loans still accruing | 2,455 | 602 | 623 | 3,680 | 681,002 | 3,818 | 688,500 |
| Total | $2,509 | $773 | $6,006 | $9,288 | $681,925 | $3,818 | $695,031 |

Nonaccrual Loans

Loans are considered for non-accrual status upon reaching 90 days delinquency, although the Company may be receiving partial payments of interest and partial repayments of principal on such loans or if full payment of principal and interest is not expected. Additionally, if management is made aware of other information including bankruptcy, repossession, death, or legal proceedings, the loan may be placed on non-accrual status. If a loan is 90 days or more past due and is well secured and in the process of collection, it may still be considered accruing.

The following table reflects the financing receivables, excluding PCI loans, on non-accrual status as of September 30, 2016 and December 31, 2015, respectively. The balances are presented by class of financing receivable (in thousands):

| | September 30, 2016 | December 31, 2015 |
|---|---|---|
| Real estate loans: | | |
| Mortgages | $ 1,673 | $ 949 |
| Home Equity | 100 | 59 |
| Commercial | 4,056 | 4,422 |
| Agricultural | 26 | 34 |
| Consumer | 42 | 55 |
| Other commercial loans | 4,134 | 1,012 |
| | $ 10,031 | $ 6,531 |

Troubled Debt Restructurings

In situations where, for economic or legal reasons related to a borrower's financial difficulties, management may grant a concession for other than an insignificant period of time to the borrower that would not otherwise be considered, the related loan is classified as a Troubled Debt Restructuring (TDR). Management strives to identify borrowers in financial difficulty early and work with them to structure more affordable terms before their loan reaches nonaccrual status. These restructured terms may include rate reductions, principal forgiveness, payment forbearance and other actions intended to minimize the economic loss and to avoid foreclosure or repossession of the collateral. In cases where borrowers are granted new terms that provide for a reduction of interest or principal, or both, management measures any impairment on the restructuring by calculating the present value of the revised loan terms and comparing this balance to the Company's investment in the loan prior to the restructuring. As these loans are individually evaluated, they are excluded from pooled portfolios when calculating the allowance for loan and lease losses and a separate allocation within the allowance for loan and lease losses is provided. Management continually evaluates loans that are considered TDRs, including payment history under the modified loan terms, the borrower's ability to continue to repay the loan based on continued evaluation of their operating results and cash flows from operations.  Based on this evaluation management would no longer consider a loan to be a TDR when the relevant facts support such a conclusion. As of September 30, 2016 and December 31, 2015, included within the allowance for loan losses are reserves of $31,000 and $37,000 respectively, that are associated with loans modified as TDRs.

Loan modifications that are considered TDRs completed during the three and nine months ended September 30, 2016 and for the nine months ended September 30, 2015 were as follows (dollars in thousands). There were no loan modifications that were considered TDRs during the three months ended September 30, 2015:

| | For the Three Months Ended September 30, 2016 | | | | | |
|---|---|---|---|---|---|---|
| | Number of contracts | | Pre-modification Outstanding Recorded Investment | | Post-Modification Outstanding Recorded Investment | |
| | Interest Modification | Term Modification | Interest Modification | Term Modification | Interest Modification | Term Modification |
| Real estate loans: | | | | | | |
| Commercial | - | 1 | $ - | $ 750 | $ - | $ 750 |
| Other commercial loans | - | 3 | - | 3,076 | - | 3,076 |
| Total | - | 4 | $ - | $ 3,826 | $ - | $ 3,826 |

For the Nine Months Ended September 30, 2016

| | Number of contracts | | Pre-modification Outstanding Recorded Investment | | Post-Modification Outstanding Recorded Investment | |
|---|---|---|---|---|---|---|
| | Interest Modification | Term Modification | Interest Modification | Term Modification | Interest Modification | Term Modification |
| Real estate loans: | | | | | | |
| Commercial | - | 4 | $ - | $ 1,188 | $ - | $ 1,188 |
| Other commercial loans | - | 3 | - | 3,076 | - | 3,076 |
| Total | - | 7 | $ - | $ 4,264 | $ - | $ 4,264 |

For the Nine months Ended September 30, 2015

| | Number of contracts | | Pre-modification Outstanding Recorded Investment | | Post-Modification Outstanding Recorded Investment | |
|---|---|---|---|---|---|---|
| | Interest Modification | Term Modification | Interest Modification | Term Modification | Interest Modification | Term Modification |
| Real estate loans: | | | | | | |
| Mortgages | 1 | 1 | $ 71 | $ 19 | $ 71 | $ 19 |
| Total | 1 | 1 | $ 71 | $ 19 | $ 71 | $ 19 |

Recidivism, or the borrower defaulting on its obligation pursuant to a modified loan, results in the loan once again becoming a non-accrual loan. Recidivism occurs at a notably higher rate than do defaults on new origination loans, so modified loans present a higher risk of loss than do new origination loans. There were no loans that were modified as TDRs during each 12-month period prior to the current reporting periods, which began January 1, 2016 and 2015 (nine month periods) and July 1, 2016 and 2015 (3 month periods), respectively, that subsequently defaulted during these reporting periods.

Allowance for Loan Losses

The following table segregates the allowance for loan losses (ALLL) into the amount required for loans individually evaluated for impairment and the amount required for loans collectively evaluated for impairment as of September 30, 2016 and December 31, 2015, respectively (in thousands):

| | September 30, 2016 | | | December 31, 2015 | | |
|---|---|---|---|---|---|---|
| | Individually evaluated for impairment | Collectively evaluated for impairment | Total | Individually evaluated for impairment | Collectively evaluated for impairment | Total |
| Real estate loans: | | | | | | |
| Residential | $39 | $ 974 | $1,013 | $37 | $ 868 | $905 |
| Commercial and agricultural | 46 | 4,560 | 4,606 | 62 | 3,723 | 3,785 |
| Construction | - | 34 | 34 | - | 24 | 24 |
| Consumer | - | 109 | 109 | - | 102 | 102 |
| Other commercial and agricultural loans | 397 | 1,245 | 1,642 | 256 | 1,049 | 1,305 |
| State and political subdivision loans | - | 771 | 771 | - | 593 | 593 |
| Unallocated | - | 19 | 19 | - | 392 | 392 |
| Total | $482 | $ 7,712 | $8,194 | $355 | $ 6,751 | $7,106 |

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The following tables roll forward the balance of the ALLL by portfolio segment for the three and nine month periods ended September 30, 2016 and 2015, respectively (in thousands):

| | For the three months ended September 30, 2016 | | | | |
|---|---|---|---|---|---|
| | Balance at June 30, 2016 | Charge-offs | Recoveries | Provision | Balance at September 30, 2016 |
| Real estate loans: | | | | | |
| Residential | $990 | $ (9 ) | $ - | $ 32 | $ 1,013 |
| Commercial and agricultural | 3,919 | (100 ) | 467 | 320 | 4,606 |
| Construction | 18 | - | - | 16 | 34 |
| Consumer | 104 | (27 ) | 16 | 16 | 109 |
| Other commercial and agricultural loans | 1,564 | (37 ) | 25 | 90 | 1,642 |
| State and political subdivision loans | 764 | - | - | - 7 | 771 |
| Unallocated | - | - | - | 19 | 19 |
| Total | $7,359 | $ (173 ) | $ 508 | $ 500 | $ 8,194 |

| | For the three months ended September 30, 2015 | | | | |
|---|---|---|---|---|---|
| | Balance at June 30, 2015 | Charge-offs | Recoveries | Provision | Balance at September 30, 2015 |
| Real estate loans: | | | | | |
| Residential | $931 | $ - | $ - | $ (18 ) | $ 913 |
| Commercial and agricultural | 3,679 | - | 4 | 120 | 3,803 |
| Construction | 14 | - | - | 3 | 17 |
| Consumer | 89 | (11 ) | 13 | - | 91 |
| Other commercial and agricultural loans | 1,502 | (40 ) | - | (17 ) | 1,445 |
| State and political subdivision loans | 568 | - | - | - 18 | 586 |
| Unallocated | 176 | - | - | 14 | 190 |
| Total | $6,959 | $ (51 ) | $ 17 | $ 120 | $ 7,045 |

| | For the nine months ended September 30, 2016 | | | | |
|---|---|---|---|---|---|
| | Balance at December 31, 2015 | Charge-offs | Recoveries | Provision | Balance at September 30, 2016 |
| Real estate loans: | | | | | |
| Residential | $905 | $ (52 ) | $ - | $ 160 | $ 1,013 |
| Commercial and agricultural | 3,785 | (100 ) | 475 | 446 | 4,606 |
| Construction | 24 | - | - | 10 | 34 |
| Consumer | 102 | (65 ) | 84 | (12 ) | 109 |
| Other commercial and agricultural loans | 1,305 | (55 ) | 31 | 361 | 1,642 |
| State and political subdivision loans | 593 | - | - | - 178 | 771 |

| | | | | | |
|---|---|---|---|---|---|
| Unallocated | 392 | - | - | (373) | 19 |
| Total | $7,106 | $ (272) | $ 590 | $ 770 | $ 8,194 |

| | For the nine months ended September 30, 2015 | | | | |
|---|---|---|---|---|---|
| | Balance at December 31, 2014 | Charge-offs | Recoveries | Provision | Balance at September 30, 2015 |
| Real estate loans: | | | | | |
| Residential | $878 | $ (34) | $ - | $ 69 | $ 913 |
| Commercial and agricultural | 3,870 | (56) | 11 | (22) | 3,803 |
| Construction | 26 | - | - | (9) | 17 |
| Consumer | 84 | (35) | 25 | 17 | 91 |
| Other commercial and agricultural loans | 1,224 | (41) | - | 262 | 1,445 |
| State and political subdivision loans | 545 | - | - | -<br>41 | 586 |
| Unallocated | 188 | - | - | 2 | 190 |
| Total | $6,815 | $ (166) | $ 36 | $ 360 | $ 7,045 |

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The Company allocates the ALLL based on the factors described below, which conform to the Company's loan classification policy and credit quality measurements. In reviewing risk within the Company's loan portfolio, management has determined there to be several different risk categories within the loan portfolio. The ALLL consists of amounts applicable to: (i) residential real estate loans; (ii) residential real estate home equity loans; (iii) commercial real estate loans; (iv) agricultural real estate loans; (v) real estate construction loans; (vi) other commercial and agricultural loans; (vii) consumer loans; (viii) other agricultural loans and (ix) state and political subdivision loans. Factors considered in this process include general loan terms, collateral, and availability of historical data to support the analysis. Historical loss percentages are calculated and used as the basis for calculating allowance allocations. Certain qualitative factors are evaluated to determine additional inherent risks in the loan portfolio, which are not necessarily reflected in the historical loss percentages. These factors are then added to the historical allocation percentage to get the adjusted factor to be applied to non-classified loans. The following qualitative factors are analyzed:

- Level of and trends in delinquencies and impaired/classified loans
  - Change in volume and severity of past due loans
  - Volume of non-accrual loans
  - Volume and severity of classified, adversely or graded loans;
- Level of and trends in charge-offs and recoveries;
- Trends in volume, terms and nature of the loan portfolio;
- Effects of any changes in risk selection and underwriting standards and any other changes in lending and recovery policies, procedures and practices;
- Changes in the quality of the Company's loan review system;
- Experience, ability and depth of lending management and other relevant staff;
- National, state, regional and local economic trends and business conditions
  - General economic conditions
  - Unemployment rates
  - Inflation rate/ Consumer Price Index
  - Changes in values of underlying collateral for collateral-dependent loans;
- Industry conditions including the effects of external factors such as competition, legal, and regulatory requirements on the level of estimated credit losses;
- Existence and effect of any credit concentrations, and changes in the level of such concentrations; and
- Any change in the level of board oversight.

The Company analyzes its loan portfolio each quarter to determine the adequacy of its ALLL.

Loans determined to be TDRs are impaired and for purposes of estimating the ALLL must be individually evaluated for impairment. In calculating the impairment, the Company calculates the present value utilizing an analysis of discounted cash flows. If the present value calculated is below the recorded investment of the loan, impairment is recognized by a charge to the provision for loan and lease losses and a credit to the ALLL.

We continually review the model utilized in calculating the required ALLL. The following qualitative factors experienced changes during the first nine months of 2016:

- The qualitative factors for changes in levels of and trends in delinquencies, impaired/classified loans were increased for residential, consumer and agricultural related loans due to an increase in past due, non-accrual and classified loans due to increase in the number of accounts past due.  We did not increase this factor for other commercial loans due to the increase being caused by one relationship instreat of a larger trend.
- The qualitative factor for industry conditions, including the effects of external factors such as competition, legal, and regulatory requirements on the level of estimated credit losses, was increased for and segment that includes agricultural related loans due to the decrease in the price received for product sold and the increase in feed costs that has occurred in 2016, which negatively affected customer earnings.

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- The qualitative factor for national, state, regional and local economic trends and business conditions was increased for all loan categories due to an increase in the unemployment rates in the local economy during the first nine months of 2016.
- The qualitative factors for changes in quality of the institutions loan review system were increased for commercial and agricultural loans due to the addition of new staff and processes.
- The qualitative factors for trends in volume, terms and nature of the loan portfolio were increased for all segments that include agricultural loans due to growth in these loan categories.
- The qualitative factors for trends in volume, terms and nature of the loan portfolio were decreased for municipal loans due to this loan segment making up a smaller portion of the Bank's overall loan portfolio as we continue to grow commercial and agricultural loans.
- The qualitative factors for experience, ability. and depth of lending management was decreased for municipal loans due to employees gaining additional experience and the use of a third party in reviewing loan information.

The following qualitative factors experienced changes during the three months ended September 30, 2016:

- The qualitative factors for changes in levels of and trends in delinquencies, impaired/classified loans were increased for all segments that agricultural related loans due to an increase in past due, non-accrual and classified loans.
- The qualitative factors for changes in quality of the institutions loan review system were increased for commercial and agricultural loans due to the addition of new staff and processes.
- The qualitative factors for trends in volume, terms and nature of the loan portfolio were increased for agricultural loans due to growth in these loan categories.
- The qualitative factors for trends in volume, terms and nature of the loan portfolio were decreased for municipal loans due to this loan segment making up a smaller portion of the Bank's overall loan portfolio.
- The qualitative factors for experience, ability, and depth of lending management was decreased for municipal loans due to employees gaining additional experience and the use of a third party in reviewing loan information.

The increase in loan recoveries during the third quarter was primarily due to one customer that paid off a loan that was partially charged off in 2014 for $463,000. The increase in the overall provision for 2016 was due to loan growth, an increase in special mention and substandard loans and increases in delinquency.

The following qualitative factors experienced changes during the first nine months of 2015:

- The qualitative factor for national, state, regional and local economic trends and business conditions was increased for all loan categories due to an increase in the unemployment rates in the local economy during the first nine months of 2015.
- The qualitative factors for changes in levels of and trends in delinquencies and impaired/classified loans were decreased for commercial and agricultural real estate due to the decrease in the amount of loans classified as substandard. While there has been an increase in delinquencies of commercial and agricultural real estate loans, the qualitative factor was not increased. The increase in delinquencies is attributable to one relationship, which is classified as impaired and management does not believe that this delinquency is a reflection of a further decrease in the credit quality of the commercial and agricultural real estate loan portfolio.
- The qualitative factors for changes in levels of and trends in delinquencies, impaired/classified loans were increased for other commercial and agricultural loans due to an increase in the amount of loans classified as substandard.
- The qualitative factor for levels of and trends in charge-offs and recoveries was decreased for commercial and agricultural real estate and other commercial and agricultural loans due to the decrease in charge-offs compared to the prior year as charge-offs returned to historical norms for the Bank.

- The qualitative factor for experience, ability and depth of lending management and other relevant staff was decreased for commercial real estate, agricultural real estate, other commercial and other agricultural loans due to the length of time employees involved throughout the loan process have been in their positions.
- The qualitative factor for industry conditions, including the effects of external factors such as competition, legal, and regulatory requirements on the level of estimated credit losses, was increased for commercial and agricultural related loans due to the decrease in the price received for product sold and the increase in feed costs that has occurred in 2015, which negatively affected customer earnings.
- The qualitative factor for levels of and trends in charge-offs and recoveries was increased for residential real estate loans due to the increase in charge-offs compared to historical norms for the Company.
- The qualitative factors for changes in levels of and trends in delinquencies and impaired/classified loans was increased for residential mortgages due to increases in the amount of non-performing loans.

The following qualitative factors experienced changes during the three months ended September 30, 2015:

- The qualitative factors for changes in levels of and trends in delinquencies and impaired/classified loans were increased for other agricultural loans due to an increase in the amount of classified loans.
- The qualitative factor for levels of and trends in charge-offs and recoveries was increased for other commercial loans due to the increase in charge-offs during the quarter.

The primary factor that resulted in negative provision for commercial and agricultural loans for the nine month period ended September 30, 2015 was the reduction in the amount of special mention and substandard loans since December 31, 2014.

Foreclosed Assets Held For Sale

Foreclosed assets acquired in settlement of loans are carried at fair value, less estimated costs to sell, and are included in other assets on the Consolidated Balance Sheet. As of September 30, 2016 and December 31, 2015 included with other assets are $1,198,000 and $1,354,000, respectively, of foreclosed assets. As of September 30, 2016, included within the foreclosed assets are $325,000 of consumer residential mortgages that were foreclosed on or received via a deed in lieu transaction prior to the period end. As of September 30, 2016, the Company has initiated formal foreclosure proceedings on $1,265,000 of consumer residential mortgages, which have not yet been transferred into foreclosed assets.

Note 6 – Goodwill and Other Intangible Assets

The following table provides the gross carrying value and accumulated amortization of intangible assets as of September 30, 2016 and December 31, 2015 (in thousands):

| | September 30, 2016 | | | December 31, 2015 | | |
|---|---|---|---|---|---|---|
| | Gross carrying value | Accumulated amortization | Net carrying value | Gross carrying value | Accumulated amortization | Net carrying value |
| Amortizing intangible assets (1): | | | | | | |
| Mortgage servicing rights | $1,336 | $ (770) | $ 566 | $1,336 | $ (638) | $ 698 |
| Core deposit intangibles | 1,641 | (247) | 1,394 | 1,641 | (25) | 1,616 |
| Covenant not to compete | 125 | (26) | 99 | 125 | (2) | 123 |
| Total amortized intangible assets | $3,102 | $ (1,043) | $ 2,059 | $3,102 | $ (665) | $ 2,437 |
| Non-amortized intangible assets: | | | | | | |
| Goodwill | $21,089 | | | $21,089 | | |

(1) Excludes fully amortized intangible assets

The following table provides the current year and estimated future amortization expense for amortized intangible assets. We based our projections of amortization expense shown below on existing asset balances at September 30, 2016. Future amortization expense may vary from these projections (in thousands):

| | MSRs | Core deposit intangibles | Covenant not to compete | Total |
|---|---|---|---|---|
| Nine months ended September 30, 2016 (actual) | $ 132 | $ 222 | $ 24 | $ 378 |
| Three months ended September 30, 2016 (actual) | 42 | 74 | 8 | 124 |
| Estimate for year ended December 31, | | | | |
| Remaining 2016 | 41 | 74 | 7 | 122 |
| 2017 | 142 | 266 | 31 | 439 |
| 2018 | 113 | 236 | 31 | 380 |
| 2019 | 88 | 206 | 30 | 324 |
| 2020 | 66 | 177 | - | 243 |

Note 7 – Federal Home Loan Bank Stock

The Bank is a member of the FHLB of Pittsburgh and, as such, is required to maintain a minimum investment in stock of the FHLB that varies with the level of advances outstanding with the FHLB. As of September 30, 2016 and December 31, 2015, the Bank's investment in FHLB stock was $3,375,000 and $2,800,000, respectively. The stock does not have a readily determinable fair value and, as such, is classified as restricted stock, carried at cost and evaluated by management. The stock's value is determined by the ultimate recoverability of the par value rather than by recognizing temporary declines. The determination of whether the par value will ultimately be recovered is influenced by criteria such as the following: (a) a significant decline in net assets of the FHLB as compared to the capital stock amount and the length of time this situation has persisted (b) commitments by the FHLB to make payments required by law or regulation and the level of such payments in relation to the operating performance (c) the impact of legislative and regulatory changes on the customer base of the FHLB and (d) the liquidity position of the FHLB. Management evaluated the stock and concluded that the stock was not impaired for the periods presented herein. Management considered that the FHLB's regulatory capital ratios are sufficient, liquidity appears adequate, new shares of FHLB stock continue to exchange hands at the $100 par value and the FHLB has repurchased shares of excess capital stock from its members and has paid a quarterly cash dividend.

Note 8 – Repurchase Agreements

We utilize securities sold under agreements to repurchase to facilitate the needs of our customers and to facilitate secured short-term funding needs. Securities sold under agreements to repurchase are stated at the amount of cash received in connection with the transaction. We monitor collateral levels on a continuous basis. We may be required to provide additional collateral based on the fair value of the underlying securities. Securities pledged as collateral under repurchase agreements are maintained with our safekeeping agents.

The value of the collateral segmented by the remaining contractual maturity of the repurchase agreements in the Consolidated Balance Sheets as of September 30, 2016 and December 31, 2015 is presented in the following tables (in thousands):

| September 30, 2016 | Remaining Contractual Maturity of the Agreements Overnight and Continuous | Up to 30 Days | 30 - 90 Days | Greater than 90 days | Total |
|---|---|---|---|---|---|
| Repurchase Agreements: | | | | | |
| U.S. agency securities | $16,934 | $ - | $ - | $2,122 | $19,056 |
| Total carrying value of collateral pledged | $16,934 | $ - | $ - | $2,122 | $19,056 |
| Total liability recognized for repurchase agreements | | | | | $15,091 |

| December 31, 2015 | Remaining Contractual Maturity of the Agreements Overnight and Continuous | Up to 30 Days | 30 - 90 Days | Greater than 90 days | Total |
|---|---|---|---|---|---|
| Repurchase Agreements: | | | | | |
| U.S. agency securities | $18,144 | $ - | $ - | $2,049 | $20,193 |
| Total carrying value of collateral pledged | $18,144 | $ - | $ - | $2,049 | $20,193 |
| Total liability recognized for repurchase agreements | | | | | $16,008 |

Note 9 - Employee Benefit Plans

For additional detailed disclosure on the Company's pension and employee benefits plans, please refer to Note 11 of the Company's Consolidated Financial Statements included in the 2015 Annual Report on Form 10-K.

Noncontributory Defined Benefit Pension Plan

The Bank sponsors a noncontributory defined benefit pension plan ("Pension Plan") covering employees and officers that were hired prior to January 1, 2007. Additionally, the Bank assumed the noncontributory defined benefit pension plan of FNB when it was acquired during 2015. The FNB plan was frozen prior to the acquisition and therefore, no additional benefits will accrue for employees covered under that plan. These two plans are collectively referred to herein as "the Plans." The Bank's funding policy is to make annual contributions, if needed, based upon the funding formula developed by the plans' actuary. Any employee with a hire date of January 1, 2007 or later is not eligible to participate in the Pension Plan. In lieu of the Pension Plan, employees with a hire date of January 1, 2007 or later are eligible to receive, after meeting certain length of service requirements, an annual discretionary 401(k) plan contribution from the Bank equal to a percentage of an employee's base compensation. The contribution amount, if any, is placed in a separate account within the 401(k) plan and is subject to a vesting requirement.

For employees who are eligible to participate in the Pension Plan, the Pension Plan requires benefits to be paid to eligible employees based primarily upon age and compensation rates during employment. Upon retirement or other termination of employment, employees can elect either an annuity benefit or a lump sum distribution of vested benefits in the Pension Plan.

The following sets forth the components of net periodic benefit costs of the Pension Plan for the three and nine months ended September 30, 2016 and 2015, respectively (in thousands):

| | Three Months Ended September 30, | | Nine Months Ended September 30, | |
|---|---|---|---|---|
| | 2016 | 2015 | 2016 | 2015 |
| Service cost | $90 | $110 | $269 | $242 |
| Interest cost | 172 | 128 | 517 | 281 |
| Expected return on plan assets | (260) | (243) | (780) | (533) |
| Net amortization and deferral | 61 | 65 | 182 | 141 |
| Net periodic benefit cost | $63 | $60 | $188 | $131 |

As of September 30, 2016, the Company had contributed $818,000 to the Pension Plans in 2016.

Defined Contribution Plan

The Company sponsors a voluntary 401(k) savings plan which eligible employees can elect to contribute up to the maximum amount allowable not to exceed the limits of IRS Code Sections 401(k). Under the plan, the Company also makes required contributions on behalf of the eligible employees. The Company's contributions vest immediately. Contributions by the Company totaled $269,000 and $215,000 for the nine months ended September 30, 2016 and 2015, respectively. For the three months ended September 30, 2016 and 2015, contributions by the Company totaled $89,000 and $60,000, respectively.

Directors' Deferred Compensation Plan

The Company's directors may elect to defer all or portions of their fees until their retirement or termination from service. Amounts deferred under the plan earn interest based upon the highest current rate offered to certificate of deposit customers. Amounts deferred under the plan are not guaranteed and represent a general liability of the Company. At September 30, 2016 and December 31, 2015, an obligation of $934,000 and $958,000, respectively, was included in other liabilities for this plan in the Consolidated Balance Sheet. Amounts included in interest expense on the deferred amounts totaled $3,000 and $5,000 for each of the three months ended September 30, 2016 and 2015, respectively. For the nine months ended September 30, 2016 and 2015, amounts included in interest expense on the deferred amounts totaled $11,000 and $17,000, respectively.

Restricted Stock Plan

The Company maintains a Restricted Stock Plan (the "Plan") whereby employees and non-employee corporate directors are eligible to receive awards of restricted stock based upon performance related requirements. Awards granted under the Plan are in the form of the Company's common stock and are subject to certain vesting requirements including continuous employment or service with the Company. The plan was renewed in 2016, and currently includes a total of 150,000 shares of the Company's common stock that have been authorized under the Plan. As of September 30, 2016, 146,350 shares remain available to be issued under the Plan. The Plan assists the Company in attracting, retaining and motivating employees to make substantial contributions to the success of the Company and to increase the emphasis on the use of equity as a key component of compensation.

The following table details the vesting, awarding and forfeiting of restricted shares during the three and nine month periods ended September 30, 2016:

| | Three months | | Nine months | |
|---|---|---|---|---|
| | Unvested Shares | Weighted Average Market Price | Unvested Shares | Weighted Average Market Price |
| Outstanding, beginning of period | 8,603 | $ 48.88 | 8,269 | $ 49.98 |
| Granted | - | - | 3,650 | 47.81 |
| Forfeited | - | - | - | - |
| Vested | - | - | (3,316) | 50.45 |
| Outstanding, end of period | 8,603 | $ 48.88 | 8,603 | $ 48.88 |

Compensation cost related to restricted stock is recognized, based on the market price of the stock at the grant date, over the vesting period. Compensation expense related to restricted stock was $142,000 and $129,000 for the nine months ended September 30, 2016 and 2015, respectively. For the three months ended September 30, 2016 and 2015, compensation expense totaled $50,000 and $44,000, respectively. At September 30, 2016, the total compensation cost related to nonvested awards that has not yet been recognized was $421,000, which is expected to be recognized over

the next 2.50 years.

Supplemental Executive Retirement Plan

The Company maintains a non-qualified supplemental executive retirement plan ("SERP") for certain executives to compensate those executive participants in the Company's noncontributory defined benefit pension plan whose benefits are limited by compensation limitations under current tax law. At September 30, 2016 and December 31, 2015, an obligation of $1,430,000 and $1,339,000, respectively, was included in other liabilities for this plan in the Consolidated Balance Sheet. Expenses related to this plan totaled $91,000 and $106,000 for the nine months ended September 30, 2016 and 2015, respectively. For the three months ended September 30, 2016 and 2015, expenses totaled $30,000 and $35,000, respectively.

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Salary Continuation Plan

The Company maintains a salary continuation plan for certain employees retained through the acquisition of FNB or that were formerly employed by FNB. At September 30, 2016 and December 31 2015, an obligation of $719,000 and $710,000 was included in other liabilities for this plan in the Consolidated Balance Sheet. Expenses related to this plan totaled $17,000 for the three months ended September 30, 2016. For the nine months ended September 30, 2016, expenses related to this plan totaled $49,000.

Continuation of Life Insurance Plan

The Company, as part of the acquisition of FNB, has promised a continuation of certain split-dollar life insurance policies that provide coverage to certain persons post-retirement. U.S. generally accepted accounting principles require the recording of post-retirement costs and a liability equal to the present value of the cost of post-retirement insurance during the person's term of service. The estimated present value of future benefits to be paid totaled $574,000 at both September 30, 2016 and December 31, 2015, which is included in other liabilities in the Consolidated Balance Sheet.

Note 9 – Accumulated Comprehensive Income

The following tables present the changes in accumulated other comprehensive income by component net of tax for the three and nine months ended September 30, 2016 and 2015 (in thousands):

| | Three months ended September 30, 2016 | | |
|---|---|---|---|
| | Unrealized gain (loss) on available for sale securities (a) | Defined Benefit Pension Items (a) | Total |
| Balance as of June 30, 2016 | $4,403 | $(2,361) | $2,042 |
| Other comprehensive loss before reclassifications (net of tax) | (692) | - | (692) |
| Amounts reclassified from accumulated other comprehensive income (net of tax) | - | 40 | 40 |
| Net current period other comprehensive income (loss) | (692) | 40 | (652) |
| Balance as of September 30, 2016 | $3,711 | $(2,321) | $1,390 |

| | Nine months ended September 30, 2016 | | |
|---|---|---|---|
| | Unrealized gain (loss) on available for sale securities | Defined Benefit Pension Items (a) | Total |

| | (a) | | |
|---|---|---|---|
| Balance as of December 31, 2015 | $2,204 | $(2,440 ) | $(236 ) |
| Other comprehensive income before reclassifications (net of tax) | 1,609 | - | 1,609 |
| Amounts reclassified from accumulated other comprehensive income (loss) (net of tax) | (102 ) | 119 | 17 |
| Net current period other comprehensive income | 1,507 | 119 | 1,626 |
| Balance as of September 30, 2016 | $3,711 | $(2,321 ) | $1,390 |

| | Three months ended September 30, 2015 | | |
|---|---|---|---|
| | Unrealized gain (loss) on available for sale securities (a) | Defined Benefit Pension Items (a) | Total |
| Balance as of June 30, 2015 | $2,430 | $(2,259) | $171 |
| Other comprehensive income before reclassifications (net of tax) | 722 | - | 722 |
| Amounts reclassified from accumulated other comprehensive income (loss) (net of tax) | (85 ) | 34 | (51 ) |
| Net current period other comprehensive income | 637 | 34 | 671 |
| Balance as of September 30, 2015 | $3,067 | $(2,225) | $842 |

| | Nine months ended September 30, 2015 | | |
|---|---|---|---|
| | Unrealized gain (loss) on available for sale securities (a) | Defined Benefit Pension Items (a) | Total |
| Balance as of December 31, 2014 | $3,093 | $(2,326) | $767 |
| Other comprehensive income before reclassifications (net of tax) | 258 | - | 258 |
| Amounts reclassified from accumulated other comprehensive income (loss) (net of tax) | (284) | 101 | (183) |
| Net current period other comprehensive income (loss) | (26) | 101 | 75 |
| Balance as of September 30, 2015 | $3,067 | $(2,225) | $842 |

(a) Amounts in parentheses indicate debits to the Consolidated Balance Sheet

The following table presents the significant amounts reclassified out of each component of accumulated other comprehensive income for the three and nine months ended September 30, 2016 and 2015 (in thousands):

| Details about accumulated other comprehensive income (loss) | Amount reclassified from accumulated comprehensive income (loss) (a) | | Affected line item in the Consolidated Statement of Income |
|---|---|---|---|
| | Three Months Ended September 30, | | |
| | 2016 | 2015 | |
| Unrealized gains and losses on available for sale securities | | | |
| | $- | $129 | Investment securities gains, net |
| | - | (44) | Provision for income taxes |
| | $- | $85 | Net of tax |
| Defined benefit pension items | | | |
| | $(61) | $(51) | Salaries and employee benefits |
| | 21 | 17 | Provision for income taxes |
| | $(40) | $(34) | Net of tax |
| Total reclassifications | $(40) | $51 | |
| | Nine Months Ended September 30, | | |
| | 2016 | 2015 | |

| | | | |
|---|---|---|---|
| Unrealized gains and losses on available for sale securities | | | |
| | $155 | $430 | Investment securities gains, net |
| | (53) | (146) | Provision for income taxes |
| | $102 | $284 | Net of tax |
| Defined benefit pension items | | | |
| | $(181) | $(153) | Salaries and employee benefits |
| | 62 | 52 | Provision for income taxes |
| | $(119) | $(101) | Net of tax |
| Total reclassifications | $(17) | $183 | |

(a) Amounts in parentheses indicate expenses and other amounts indicate income on the Consolidated Statement of Income

Note 10 – Fair Value Measurements

The Company has established a hierarchal disclosure framework associated with the level of pricing observability utilized in measuring assets and liabilities at fair value. The three broad levels defined by this hierarchy are as follows:

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

Level II: Pricing inputs are other than quoted prices in active markets, which are either directly or indirectly observable as of the reported date. The nature of these assets and liabilities include items for which quoted prices are available but traded less frequently, and items that are fair valued using other financial instruments, the parameters of which can be directly observed.

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

A description of the valuation methodologies used for instruments measured at fair value, as well as the general classification of such instruments pursuant to the valuation hierarchy, is set forth below.

In general, fair value is based upon quoted market prices, where available. If such quoted market prices are not available, fair value is based upon internally developed models that primarily use, as inputs, observable market-based parameters. Valuation adjustments may be made to ensure that financial instruments are recorded at fair value. These adjustments may include amounts to reflect counterparty credit quality, the Company's creditworthiness, among other things, as well as unobservable parameters. Any such valuation adjustments are applied consistently over time. Our valuation methodologies may produce a fair value calculation that may not be indicative of net realizable value or reflective of future fair values. While management believes the Company's valuation methodologies are appropriate and consistent with other market participants, the use of different methodologies or assumptions to determine the fair value of certain financial instruments could result in a different estimate of fair value at the reporting date. Transfers between levels of the fair value hierarchy are recognized on the actual date of the event or circumstances that caused the transfer, which generally coincides with the Company's monthly and/or quarterly valuation process.

Financial Instruments Recorded at Fair Value on a Recurring Basis

The fair values of securities available for sale are determined by quoted prices in active markets, when available, and classified as Level I. If quoted market prices are not available, the fair value is determined by a matrix pricing, which is a mathematical technique, widely used in the industry to value debt securities without relying exclusively on quoted prices for the specific securities but rather by relying on the securities' relationship to other benchmark quoted securities and classified as Level II. The fair values consider observable data that may include dealer quotes, market spreads, cash flows, the U.S. Treasury yield curve, live trading levels, trade execution data, market consensus prepayment speeds, credit information and the bond's terms and conditions, among other things.

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

| September 30, 2016 | Level I | Level II | Level III | Total |
|---|---|---|---|---|
| Fair value measurements on a recurring basis: | | | | |
| Assets | | | | |
| Securities available for sale: | | | | |
| U.S. Agency securities | $- | $190,766 | $ - | $190,766 |
| U.S. Treasury securities | 5,020 | - | - | 5,020 |
| Obligations of state and political subdivisions | - | 102,222 | - | 102,222 |
| Corporate obligations | - | 14,376 | - | 14,376 |
| Mortgage-backed securities in government sponsored entities | - | 34,052 | - | 34,052 |
| Equity securities in financial institutions | 2,718 | - | - | 2,718 |
| | | | | |
| December 31, 2015 | | | | |
| Fair value measurements on a recurring basis: | | | | |
| Securities available for sale: | | | | |
| U.S. Agency securities | $- | $199,591 | $ - | $199,591 |
| U.S. Treasuries securities | 10,082 | - | - | 10,082 |
| Obligations of state and political subdivisions | - | 102,863 | - | 102,863 |
| Corporate obligations | - | 14,565 | - | 14,565 |
| Mortgage-backed securities in | | | | |

| | | | | |
|---|---|---|---|---|
| government sponsored entities | - | 30,204 | - | 30,204 |
| Equity securities in financial institutions | 2,432 | - | - | 2,432 |

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Financial Instruments, Non-Financial Assets and Non-Financial Liabilities Recorded at Fair Value on a Nonrecurring Basis

The Company may be required, from time to time, to measure certain financial assets, financial liabilities, non-financial assets and non-financial liabilities at fair value on a nonrecurring basis in accordance with U.S. generally accepted accounting principles. These include assets that are measured at the lower of cost or market value that were recognized at fair value below cost at the end of the period. Certain non-financial assets measured at fair value on a non-recurring basis include foreclosed assets (upon initial recognition or subsequent impairment), non-financial assets and non-financial liabilities measured at fair value in the second step of a goodwill impairment test, and intangible assets and other non-financial long-lived assets measured at fair value for impairment assessment. Non-financial assets measured at fair value on a non-recurring basis during 2016 and 2015 include certain foreclosed assets which, upon initial recognition, were remeasured and reported at fair value through a charge-off to the allowance for possible loan losses and certain foreclosed assets which, subsequent to their initial recognition, were remeasured at fair value through a write-down included in other non-interest expense.

Assets measured at fair value on a nonrecurring basis as of September 30, 2016 and December 31, 2015 are included in the table below (in thousands):

| September 30, 2016 | Level I | Level II | Level III | Total |
|---|---|---|---|---|
| Impaired Loans | $ - | $ - | $830 | $830 |
| Other real estate owned | - | - | 799 | 799 |
| | | | | |
| December 31, 2015 | | | | |
| Impaired Loans | $ - | $ - | $894 | $894 |
| Other real estate owned | - | - | 1,197 | 1,197 |

- Impaired Loans - The Company has measured impairment on impaired loans generally based on the fair value of the loan's collateral. Fair value is generally determined based upon independent third-party appraisals of the properties. In some cases, management may adjust the appraised value due to the age of the appraisal, changes in market conditions, or observable deterioration of the property since the appraisal was completed. Additionally, management makes estimates about expected costs to sell the property which are also included in the net realizable value. If the fair value of the collateral dependent loan is less than the carrying amount of the loan a specific reserve for the loan is made in the allowance for loan losses or a charge-off is taken to reduce the loan to the fair value of the collateral (less estimated selling costs) and the loan is included in the table above as a Level III measurement. If the fair value of the collateral exceeds the carrying amount of the loan, then the loan is not included in the table above as it is not currently being carried at its fair value. The fair values above excluded estimated selling costs of $104,000 and $91,000 at September 30, 2016 and December 31, 2015, respectively.
- Other Real Estate Owned (OREO) – OREO is carried at the lower of cost or fair value, which is measured at the date foreclosure. If the fair value of the collateral exceeds the carrying amount of the loan, no charge-off or adjustment is necessary, the loan is not considered to be carried at fair value, and is therefore not included in the table above. If the fair value of the collateral is less than the carrying amount of the loan, management will charge the loan down to its estimated realizable value. The fair value of OREO is based on the appraised value of the property, which is generally unadjusted by management and is based on comparable sales for similar properties in the same geographic region as the subject property, and is included in the above table as a Level II measurement. In some cases, management may adjust the appraised value due to the age of the appraisal, changes in market conditions, or observable deterioration of the property since the appraisal was completed. In these cases, the loans are categorized in the above table as Level III measurement since these adjustments are considered to be unobservable inputs. Income and expenses from operations and further declines in the fair value of the collateral subsequent to foreclosure are included in net expenses from OREO.

The following table provides a listing of the significant unobservable inputs used in the fair value measurement process for items valued utilizing Level III techniques (dollars in thousands).

Quantitative Information about Level III Fair Value Measurements

| September 30, 2016 | Fair Value | Valuation Technique(s) | Unobservable input | Range | | Weighted average | |
|---|---|---|---|---|---|---|---|
| Impaired Loans | $830 | Appraised Collateral Values | Discount to appraised value | 0-75 | % | 40.43 | % |
| | | | Selling costs | 5%-10 | % | 8.11 | % |
| | | | Holding period | 6 - 12 months | | 10 months | |
| Other real estate owned | 799 | Appraised Collateral Values | Discount to appraised value | 0-37 | % | 25.90 | % |

| December 31, 2015 | Fair Value | Valuation Technique(s) | Unobservable input | Range | | | |
|---|---|---|---|---|---|---|---|
| Impaired Loans | 894 | Appraised Collateral Values | Discount to appraised value | 0-70 | % | 46.50 | % |
| | | | Selling costs | 4%-10 | % | 7.75 | % |
| | | | Holding period | 0 - 12 months | | 10 months | |
| Other real estate owned | 1,197 | Appraised Collateral Values | Discount to appraised value | 0-75 | % | 25 | % |

The fair values of the Company's financial instruments are as follows (in thousands):

| September 30, 2016 | Carrying Amount | Fair Value | Level I | Level II | Level III |
|---|---|---|---|---|---|
| Financial assets: | | | | | |
| Cash and due from banks | $16,371 | $16,371 | $16,371 | $- | $- |
| Interest bearing time deposits with other banks | 6,955 | 6,961 | - | - | 6,961 |
| Available-for-sale securities | 349,154 | 349,154 | 7,738 | 341,416 | |
| Loans held for sale | 576 | 576 | 576 | | |
| Net loans | 743,099 | 764,383 | - | - | 764,383 |
| Bank owned life insurance | 26,050 | 26,050 | 26,050 | - | - |
| Regulatory stock | 4,139 | 4,139 | 4,139 | - | - |
| Accrued interest receivable | 3,988 | 3,988 | 3,988 | - | - |
| Financial liabilities: | | | | | |
| Deposits | $1,008,747 | $1,009,877 | $742,676 | $- | $267,201 |
| Borrowed funds | 51,859 | 50,674 | 12,740 | - | 37,934 |
| Accrued interest payable | 636 | 636 | 636 | - | - |

| December 31, 2015 | Carrying Amount | Fair Value | Level I | Level II | Level III |
|---|---|---|---|---|---|
| Financial assets: | | | | | |
| Cash and due from banks | $24,384 | $24,384 | $24,384 | $- | $- |
| Interest bearing time deposits with other banks | 7,696 | 7,705 | - | - | 7,705 |
| Available-for-sale securities | 359,737 | 359,737 | 12,514 | 347,223 | - |
| Loans held for sale | 603 | 603 | 603 | | |
| Net loans | 687,925 | 712,524 | - | - | 712,524 |

| | | | | | |
|---|---|---|---|---|---|
| Bank owned life insurance | 25,535 | 25,535 | 25,535 | - | - |
| Regulatory stock | 3,459 | 3,459 | 3,459 | - | - |
| Accrued interest receivable | 4,211 | 4,211 | 4,211 | - | - |
| | | | | | |
| Financial liabilities: | | | | | |
| Deposits | $988,031 | $987,542 | $706,121 | $- | $281,421 |
| Borrowed funds | 41,631 | 38,863 | 1,598 | - | 37,265 |
| Accrued interest payable | 734 | 734 | 734 | - | |

Fair value is determined based on relevant market information and information about the financial instrument. These estimates do not reflect any premium or discount that could result from offering for sale at one time the Company's entire holdings of a particular financial instrument. Because no market exists for a significant portion of the Company's financial instruments, fair value estimates are based on judgments regarding future expected loss experience, current economic conditions, risk characteristics of various financial instruments and other factors. These estimates are subjective in nature and involve uncertainties and matters of significant judgment and therefore cannot be determined with precision. Changes in assumptions can significantly affect the estimates.

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

Cash and Cash Equivalents:

The carrying amounts for cash and cash equivalents approximate fair value because they have original maturities of 90 days or less and do not present unanticipated credit concerns.

Accrued Interest Receivable and Payable:

The carrying amounts for accrued interest receivable and payable approximate fair value because they are generally received or paid in 90 days or less and do not present unanticipated credit concerns.

Interest bearing time deposits with other banks:

The fair value of interest bearing time deposits with other banks is based on the discounted value of contractual cash flows. The discount rate is estimated using the rates currently offered for deposits of similar remaining maturities.

Available-For-Sale Securities:

The fair values of securities available for sale are determined by quoted prices in active markets, when available, and classified as Level I. If quoted market prices are not available, the fair value is determined by a matrix pricing, which is a mathematical technique, widely used in the industry to value debt securities without relying exclusively on quoted prices for the specific securities but rather by relying on the securities' relationship to other benchmark quoted securities and classified as Level II. The fair values consider observable data that may include dealer quotes, market spreads, cash flows, the U.S. Treasury yield curve, live trading levels, trade execution data, market consensus prepayment speeds, credit information and the bond's terms and conditions, among other things.

Loans held-for-sale:

The carrying amount for loans held for sale approximates fair value as the loans are only held for less than a week from origination.

Loans:

Fair values are estimated for portfolios of loans with similar financial characteristics. The fair value of performing loans has been estimated by discounting expected future cash flows. The discount rate used in these calculations is derived from the Treasury yield curve adjusted for credit quality, operating expense and prepayment option price, and is calculated by discounting scheduled cash flows through the estimated maturity using estimated market discount rates that reflect the credit and interest rate risk inherent in the loan. The estimate of maturity is based on the Company's historical experience with repayments for each loan classification, modified as required by an estimate of the effect of current economic and lending conditions.

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Bank Owned Life Insurance:

The carrying value of bank owned life insurance approximates fair value based on applicable redemption provisions.

Regulatory Stock:

The carrying value of regulatory stock approximates fair value based on applicable redemption provisions.

Deposits:

The fair value of deposits with no stated maturity, such as noninterest-bearing demand deposits, savings and NOW accounts, and money market accounts, is equal to the amount payable on demand. The fair value of certificates of deposit is based on the discounted value of contractual cash flows. The discount rate is estimated using the rates currently offered for deposits of similar remaining maturities.

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

Borrowed Funds:

Rates available to the Company for borrowed funds with similar terms and remaining maturities are used to estimate the fair value of borrowed funds.

Note 11 – Recent Accounting Pronouncements

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

In April 2015, the FASB issued ASU 2015-03, Interest-Imputation of Interest (Subtopic 835-30), as part of its initiative to reduce complexity in accounting standards. To simplify presentation of debt issuance costs, the amendments in this Update require that debt issuance costs related to a recognized debt liability be presented in the balance sheet as a direct deduction from the carrying amount of that debt liability, consistent with debt discounts. The recognition and measurement guidance for debt issuance costs are not affected by the amendments in this Update. For public business entities, the amendments in this Update are effective for financial statements issued for fiscal years beginning after December 15, 2015, and interim periods within those fiscal years. For all other entities, the amendments in this Update are effective for financial statements issued for fiscal years beginning after December 15, 2015, and interim periods within fiscal years beginning after December 15, 2016. An entity should apply the new guidance on a retrospective basis, wherein the balance sheet of each individual period presented should be adjusted to reflect the period-specific effects of applying the new guidance. This Update is not expected to have a significant impact on the Company's financial statements.

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

reporting period. All other entities should apply the guidance in ASU 2014-09 to annual reporting periods beginning after December 15, 2018, and interim reporting periods within annual reporting periods beginning after December 15, 2019. The Company is evaluating the effect of adopting this new accounting Update.

In September 2015, the FASB issued ASU 2015-16, Business Combinations (Topic 805). The amendments in this Update require that an acquirer recognize adjustments to provisional amounts that are identified during the measurement period in the reporting period in which the adjustment amounts are determined. The amendments in this Update require that the acquirer record, in the same period's financial statements, the effect on earnings of changes in depreciation, amortization, or other income effects, if any, as a result of the change to the provisional amounts, calculated as if the accounting had been completed at the acquisition date. The amendments in this Update require an entity to present separately on the face of the income statement or disclose in the notes the portion of the amount recorded in current-period earnings by line item that would have been recorded in previous reporting periods if the adjustment to the provisional amounts had been recognized as of the acquisition date. For public business entities, the amendments in this Update are effective for fiscal years beginning after December 15, 2015, including interim periods within those fiscal years. For all other entities, the amendments in this Update are effective for fiscal years beginning after December 15, 2016, and interim periods within fiscal years beginning after December 15, 2017. The Company is currently evaluating the impact the adoption of the standard will have on the Company's financial position or results of operations.

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

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

effective for fiscal years beginning after December 15, 2019, and for interim periods within fiscal years beginning after December 15, 2020. The amendments should be applied at the beginning of the earliest period presented using a modified retrospective approach with earlier application permitted as of the beginning of an interim or annual reporting period. The Company is currently evaluating the impact the adoption of the standard will have on the Company's financial position or results of operations.



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In March 2016, the FASB issued ASU 2016-08, Revenue from Contracts with Customers (Topic 606). The amendments in this Update affect entities with transactions included within the scope of Topic 606, which includes entities that enter into contracts with customers to transfer goods or services (that are an output of the entity's ordinary activities) in exchange for consideration.  The amendments in this update do not change the core principle of the guidance in Topic 606; they simply clarify the implementation guidance on principal versus agent considerations. The amendments in this Update are intended to improve the operability and understandability of the implementation guidance on principal versus agent considerations. The amendments in this Update affect the guidance in ASU 2014-09, Revenue from Contracts with Customers (Topic 606), which is not yet effective. The effective date and transition requirements for the amendments in this Update are the same as the effective date and transition requirements of Update 2014-09. ASU No. 2015-14, Revenue from Contracts with Customers (Topic 606): Deferral of the Effective Date, defers the effective date of Update 2014-09 by one year.  The Company is currently evaluating the impact the adoption of the standard will have on the Company's financial position or results of operations.

In March 2016, the FASB issued ASU 2016-09, Compensation – Stock Compensation (Topic 718). The amendments in this Update affect all entities that issue share-based payment awards to their employees. The standards in this Update provide simplification for several aspects of the accounting for share-based payment transactions, including the income tax consequences, classification of awards as with equity or liabilities, and classification on the statement of cash flows. Some of the areas for simplification apply only to nonpublic entities. In addition to those simplifications, the amendments eliminate the guidance in Topic 718 that was indefinitely deferred shortly after the issuance of FASB Statement No. 123 (revised 2004), Share-Based Payment. This should not result in a change in practice because the guidance that is being superseded was never effective. For public business entities, the amendments in this Update are effective for annual periods beginning after December 15, 2016, and interim periods within those annual periods. For all other entities, the amendments are effective for annual periods beginning after December 15, 2017, and interim periods within annual periods beginning after December 15, 2018. Early adoption is permitted for any entity in any interim or annual period. The Company is currently evaluating the impact the adoption of the standard will have on the Company's financial position or results of operations.

In April 2016, the FASB issued ASU 2016-10, Revenue from Contracts with Customers (Topic 606).  The amendments in this Update affect entities with transactions included within the scope of Topic 606, which includes entities that enter into contracts with customers to transfer goods or services in exchange for consideration. The amendments in this Update do not change the core principle for revenue recognition in Topic 606. Instead, the amendments provide (1) more detailed guidance in a few areas and (2) additional implementation guidance and examples based on feedback the FASB received from its  stakeholders. The amendments are expected to reduce the degree of judgment necessary to comply with Topic 606, which the FASB expects will reduce the potential for diversity arising in practice and reduce the cost and complexity of applying the guidance.  The amendments in this Update affect the guidance in ASU 2014-09, Revenue from Contracts with Customers (Topic 606), which is not yet effective. The effective date and transition requirements for the amendments in this Update are the same as the effective date and transition requirements in Topic 606 (and any other Topic amended by Update 2014-09). ASU 2015-14, Revenue from Contracts with Customers (Topic 606): Deferral of the Effective Date, defers the effective date of Update 2014-09 by one year.  The Company is currently evaluating the impact the adoption of the standard will have on the Company's financial position or results of operations.

In May 2016, the FASB issued ASU 2016-12, Revenue from Contracts with Customers (Topic 606), which among other things clarifies the objective of the collectability criterion in Topic 606, as well as certain narrow aspects of Topic 606. The amendments in this Update affect the guidance in ASU 2014-09, Revenue from Contracts with Customers (Topic 606), which is not yet effective. The effective date and transition requirements for the amendments in this Update are the same as the effective date and transition requirements for Topic 606 (and any other Topic amended by Update 2014-09). ASU 2015-14, Revenue from Contracts with Customers (Topic 606): Deferral of the Effective Date, defers the effective date of Update 2014-09 by one year. This Update is not expected to have a significant impact on the Company's financial statements

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

In August 2016, the FASB issued ASU 2016-15, Statement of Cash Flows (Topic 230): Classification of Certain Cash Receipts and Cash Payments ("ASU 2016-15"), which addresses eight specific cash flow issues with the objective of reducing diversity in practice. Among these include recognizing cash payments for debt prepayment or debt extinguishment as cash outflows for financing activities; cash proceeds received from the settlement of insurance claims should be classified on the basis of the related insurance coverage; and cash proceeds received from the settlement of bank-owned life insurance policies should be classified as cash inflows from investing activities while the cash payments for premiums on bank-owned policies may be classified as cash outflows for investing activities, operating activities, or a combination of investing and operating activities. The amendments in this Update are effective for public business entities for fiscal years beginning after December 15, 2017, and interim periods within those fiscal years. For all other entities, the amendments are effective for fiscal years beginning after December 15, 2018, and interim periods within fiscal years beginning after December 15, 2019. Early adoption is permitted, including adoption in an interim period. If an entity early adopts the amendments in an interim period, any adjustments should be reflected as of the beginning of the fiscal year that includes that interim period. An entity that elects early adoption must adopt all of the amendments in the same period. The amendments in this Update should be applied using a retrospective transition method to each period presented. If it is impracticable to apply the amendments retrospectively for some of the issues, the amendments for those issues would be applied prospectively as of the earliest date practicable. The Company is currently evaluating the impact the adoption of the standard will have on the Company's statement of cash flows.

ITEM 2. Management's Discussion and Analysis of Financial Condition and Results of Operations

Forward-Looking Statements

We have made forward-looking statements in this document, and in documents that we incorporate by reference, that are subject to risks and uncertainties. Forward-looking statements include information concerning possible or expected future results of operations of Citizens Financial Services, Inc., First Citizens Community Bank, First Citizens Insurance Agency, Inc. or the combined Company. When we use words such as "believes," "expects," "anticipates," or similar expressions, we are making forward-looking statements. For a variety of reasons, actual results could differ materially from those contained in or implied by forward-looking statements. The Company cautions readers that the following important factors, among others, could in the future affect the Company's actual results and could cause the Company's actual results for subsequent periods to differ materially from those expressed in any forward-looking statement:

- Interest rates could change more rapidly or more significantly than we expect.
- The economy could change significantly in an unexpected way, which would cause the demand for new loans and the ability of borrowers to repay outstanding loans to change in ways that our models do not anticipate.
- The financial markets could suffer a significant disruption, which may have a negative effect on our financial condition and that of our borrowers, and on our ability to raise money by issuing new securities.
- It could take us longer than we anticipate to implement strategic initiatives designed to increase revenues or manage expenses, or we may be unable to implement those initiatives at all.
- We may not be able to successfully integrate businesses we acquire or be able to fully realize the expected financial and other benefits from acquisitions.
- Acquisitions and dispositions of assets could affect us in ways that management has not anticipated.
- We may become subject to new legal obligations or the resolution of litigation may have a negative effect on our financial condition or operating results.
- We may become subject to new and unanticipated accounting, tax, or regulatory practices or requirements.
- We could experience greater loan delinquencies than anticipated, adversely affecting our earnings and financial condition. We could also experience greater losses than expected due to the ever increasing volume of information theft and fraudulent scams impacting our customers and the banking industry.
- We could lose the services of some or all of our key personnel, which would negatively impact our business because of their business development skills, financial expertise, lending experience, technical expertise and market area knowledge.
- The agricultural economy is subject to extreme swings in both the costs of resources and the prices received from the sale of products, which could negatively impact our customers.
- Delays in passing a budget by the Commonwealth of Pennsylvania could impact our asset values, liquidity and profitability.
- Companies providing support services related to the exploration and drilling of the natural gas reserves in our market area may be affected by federal, state and local laws and regulations such as restrictions on production, permitting, changes in taxes and environmental protection, which could negatively impact our customers and, as a result, negatively impact our loan and deposit volume and loan quality. Additionally, the activities of the companies providing support services related to the exploration and drilling of the natural gas reserves may be dependent on the market price of natural gas. As a result, decreases in the market price of natural gas could also negatively impact these companies, our customers.

Additional factors that may affect our results are discussed under "Part II – Item 1A – Risk Factors" in this report and in the Company's 2015 Annual Report on Form 10-K under "Item 1.A/ Risk Factors." Except as required by applicable law and regulation, we assume no obligation to update or revise any forward-looking statements after the date on which they are made.

Introduction

The following is management's discussion and analysis of the financial condition and results of operations at the dates and for the periods presented in the accompanying consolidated financial statements for the Company. Our consolidated financial condition and results of operations consist almost entirely of the Bank's financial condition and results of operations. Management's discussion and analysis should be read in conjunction with the preceding financial statements presented under Part I. The results of operations for the three and nine months ended September 30, 2016 are not necessarily indicative of the results you may expect for the full year.

The Company currently engages in the general business of banking throughout our service area of Potter, Tioga, Clinton and Bradford counties in north central Pennsylvania, Lebanon, Lancaster, Berks and Schuylkill counties in south central Pennsylvania and Allegany county in southern New York. We maintain our central office in Mansfield, Pennsylvania. Presently we operate 27 banking facilities, 25 of which operate as bank branches. In Pennsylvania, these offices are located in Mansfield, Blossburg, Ulysses, Genesee, Wellsboro, Troy, Sayre, Canton, Gillett, Millerton, LeRaysville, Towanda, Rome, the Mansfield Wal-Mart Super Center, Mill Hall, Schuylkill Haven, Friedensburg, Mt. Aetna, Fredericksburg, Mount Joy and three branches near the city of Lebanon, Pennsylvania. In New York, our office is in Wellsville. We have a loan production office in Winfield, Pennsylvania, which primarily serves agricultural customers in the central Pennsylvania market.

Risk Management

Risk identification and management are essential elements for the successful management of the Company. In the normal course of business, the Company is subject to various types of risk, including interest rate, credit, liquidity, reputational and regulatory risk.

Interest rate risk is the sensitivity of net interest income and the market value of financial instruments to the direction and frequency of changes in interest rates. Interest rate risk results from various re-pricing frequencies and the maturity structure of the financial instruments owned by the Company. The Company uses its asset/liability and funds management policy to control and manage interest rate risk.

Credit risk represents the possibility that a customer may not perform in accordance with contractual terms. Credit risk results from loans with customers and the purchasing of securities. The Company's primary credit risk is in the loan portfolio. The Company manages credit risk by adhering to an established credit policy and through a disciplined evaluation of the adequacy of the allowance for loan losses. Also, the investment policy limits the amount of credit risk that may be taken in the investment portfolio.

Liquidity risk represents the inability to generate or otherwise obtain funds at reasonable rates to satisfy commitments to borrowers and obligations to depositors. The Company has established guidelines within its asset/liability and funds management policy to manage liquidity risk. These guidelines include, among other things, contingent funding alternatives.

Reputational risk, or the risk to our business, earnings, liquidity, and capital from negative public opinion, could result from our actual or alleged conduct in a variety of areas, including legal and regulatory compliance, lending practices, corporate governance, litigation, ethical issues, or inadequate protection of customer information. We expend significant resources to comply with regulatory requirements. Failure to comply could result in reputational harm or significant legal or remedial costs. Damage to our reputation could adversely affect our ability to retain and attract new customers, and adversely impact our earnings and liquidity.

Regulatory risk represents the possibility that a change in law, regulations or regulatory policy may have a material effect on the business of the Company. We cannot predict what legislation might be enacted or what regulations might be adopted, or if adopted, the effect thereof on our operations.

Competition

The banking industry in the Bank's service areas continue to be extremely competitive, both among commercial banks and with financial service providers such as consumer finance companies, thrifts, investment firms, mutual funds, insurance companies, credit unions, agricultural cooperatives and internet entities. The increased competition in the north central Pennsylvania market has resulted from changes in the legal and regulatory guidelines as well as from economic conditions in this market and the limited loan growth opportunities in the north central market and surrounding areas. Due to the larger populations in our central and south central Pennsylvania, competition continues to increase. Mortgage banking firms, financial companies, financial affiliates of industrial companies, brokerage firms, retirement fund management firms and even government agencies provide additional competition for loans and other financial services. The Bank is generally competitive with all competing financial institutions in its service areas with respect to interest rates paid on time and savings deposits, service charges on deposit accounts and interest rates charged on loans.

Trust and Investment Services; Oil and Gas Services

Our Investment and Trust Services Division offers professional trust administration, investment management services, estate planning and administration, and custody of securities. Assets held by the Company in a fiduciary or agency capacity for its customers are not included in the Consolidated Financial Statements since such items are not assets of the Company. Revenues and fees of the Trust Department are reflected in trust income in the Consolidated Statement of Income. As of September 30, 2016 and December 31, 2015, the Trust Department had $110.7 million and $110.2 million of assets under management, respectively.

Our Investment Representatives offer full service brokerage services and financial planning throughout the Bank's market area. Products such as mutual funds, annuities, health and life insurance are made available through our insurance subsidiary, First Citizens Insurance Agency, Inc. The assets associated with these products are not included in the Consolidated Financial Statements since such items are not assets of the Company. Assets owned and invested by customers of the Bank through the Bank's Investment Representatives increased from $119.7 million at December 31, 2015 to $134.4 million at September 30, 2016. Fee income from the sale of these products is reflected in brokerage and insurance income in the Consolidated Statement of Income. Management believes that there are opportunities to increase non-interest income through these products and services, and as such, has added additional resources to support these opportunities.

In addition to the trust and investment services offered we have a mineral management division, which serves as a network of experts to assist our customers through various oil and gas specific leasing matters from lease negotiations to establishing a successful approach to personal wealth management. As of September 30, 2016, customers owning 5,955 acres have signed agreements with the Bank that provide for the Bank to manage oil and gas matters related to the customers land, which may include negotiating lease payments and royalty percentages, resolving leasing issues, accounting for and ensuring the accuracy of royalty checks, distributing revenue to satisfy investment objectives and providing customized reports outlining payment and distribution information.

Results of Operations

Overview of the Income Statement

The Company had net income of $9,467,000 for the first nine months of 2016 compared to $9,166,000 for last year's comparable period, an increase of $301,000. Basic earnings per share for the first nine months of 2016 were $2.83, compared to $3.00 last year, representing a 5.7% decrease. Annualized return on assets and return on equity for the nine months of 2016 were 1.06% and 10.28%, respectively, compared with 1.31% and 11.93% for last year's comparable period.

Net income for the three months ended September 30, 2016 was $3,153,000 compared to $2,857,000 in the comparable 2015 period, an increase of $296,000 or 10.4%. Basic earnings per share for the three months ended September 30, 2016 and 2015 were $0.94. Annualized return on assets and return on equity for the quarter ended September 30, 2016 was 1.06% and 10.17%, respectively, compared with 1.21% and 11.00% for the same 2015 period.



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Net Interest Income

Net interest income, the most significant component of the Company's earnings, is the amount by which interest income generated from interest-earning assets exceeds interest expense on interest-bearing liabilities.

Net interest income for the first nine months of 2016 was $28,088,000, an increase of $5,295,000, or 23.2%, compared to the same period in 2015. For the first nine months of 2016, the provision for loan losses totaled $770,000, an increase of $410,000 over the comparable period in 2015. Consequently, net interest income after the provision for loan losses was $27,318,000 compared to $22,433,000 during the first nine months of 2015.

For the three months ended September 30, 2016, net interest income was $9,712,000 compared to $7,645,000, an increase of $2,067,000, or 27.0% over the comparable period in 2015. The provision for loan losses this quarter was $500,000 compared to $120,000 for last year's third quarter. Consequently, net interest income after the provision for loan losses was $9,212,000 for the quarter ended September 30, 2016 compared to $7,525,000 in 2015.

The following table sets forth the average balances of, and the interest earned or incurred on, for each principal category of assets, liabilities and stockholders' equity, the related rates, net interest income and interest rate spread created for the nine months and three months ended September 30, 2016 and 2015 on a tax equivalent basis (dollars in thousands):

| | Analysis of Average Balances and Interest Rates (1) | | | | | |
|---|---|---|---|---|---|---|
| | Nine Months Ended | | | | | |
| | September 30, 2016 | | | September 30, 2015 | | |
| | Average | | Average | Average Balance | | Average |
| | Balance (1) | Interest | Rate | (1) | Interest | Rate |
| (dollars in thousands) | $ | | $ % | $ | | $ % |
| ASSETS | | | | | | |
| Short-term investments: | | | | | | |
| Interest-bearing deposits at banks | 27,765 | 81 | 0.39 | 12,469 | 14 | 0.15 |
| Total short-term investments | 27,765 | 81 | 0.39 | 12,469 | 14 | 0.15 |
| Interest bearing time deposits at banks | 7,326 | 105 | 1.91 | 6,037 | 89 | 1.97 |
| Investment securities: | | | | | | |
| Taxable | 259,172 | 3,004 | 1.55 | 199,122 | 2,485 | 1.66 |
| Tax-exempt (3) | 100,594 | 3,423 | 4.54 | 98,291 | 3,633 | 4.93 |
| Total investment securities | 359,766 | 6,427 | 2.38 | 297,413 | 6,118 | 2.74 |
| Loans: | | | | | | |
| Residential mortgage loans | 203,387 | 8,038 | 5.28 | 182,662 | 7,559 | 5.53 |
| Construction | 12,304 | 471 | 5.11 | 7,433 | 285 | 5.12 |
| Commercial & agricultural loans | 380,190 | 15,004 | 5.27 | 285,134 | 11,195 | 5.25 |
| Loans to state & political subdivisions | 102,583 | 3,250 | 4.23 | 83,901 | 2,800 | 4.46 |
| Other loans | 11,075 | 682 | 8.23 | 8,143 | 487 | 8.00 |
| Loans, net of discount (2)(3)(4) | 709,539 | 27,445 | 5.17 | 567,273 | 22,326 | 5.26 |
| Total interest-earning assets | 1,104,396 | 34,058 | 4.12 | 883,192 | 28,547 | 4.32 |
| Cash and due from banks | 7,431 | | | 3,922 | | |
| Bank premises and equipment | 17,249 | | | 12,581 | | |
| Other assets | 57,653 | | | 35,840 | | |
| Total non-interest earning assets | 82,333 | | | 52,343 | | |
| Total assets | 1,186,729 | | | 935,535 | | |
| LIABILITIES AND STOCKHOLDERS' EQUITY | | | | | | |
| Interest-bearing liabilities: | | | | | | |
| NOW accounts | 301,885 | 687 | 0.30 | 229,886 | 604 | 0.35 |
| Savings accounts | 173,108 | 139 | 0.11 | 114,682 | 105 | 0.12 |
| Money market accounts | 118,252 | 392 | 0.44 | 97,830 | 352 | 0.48 |
| Certificates of deposit | 273,007 | 1,976 | 0.97 | 249,516 | 2,027 | 1.09 |
| Total interest-bearing deposits | 866,252 | 3,194 | 0.49 | 691,914 | 3,088 | 0.60 |
| Other borrowed funds | 39,801 | 554 | 1.86 | 34,000 | 521 | 2.05 |
| Total interest-bearing liabilities | 906,053 | 3,748 | 0.55 | 725,914 | 3,609 | 0.66 |
| Demand deposits | 145,663 | | | 98,929 | | |
| Other liabilities | 12,258 | | | 8,285 | | |
| Total non-interest-bearing liabilities | 157,921 | | | 107,214 | | |
| Stockholders' equity | 122,755 | | | 102,407 | | |
| Total liabilities & stockholders' equity | 1,186,729 | | | 935,535 | | |
| Net interest income | | 30,310 | | | 24,938 | |
| Net interest spread (5) | | | 3.57 % | | | 3.66 % |
| Net interest income as a percentage of average interest-earning assets | | | 3.67 % | | | 3.78 % |
| Ratio of interest-earning assets to interest-bearing liabilities | | | 122 % | | | 122 % |

(1) Averages are based on daily averages.
(2) Includes loan origination and commitment fees.
(3) Tax exempt interest revenue is shown on a tax equivalent basis for proper
comparison using
a statutory federal income tax rate of 34%.
(4) Income on non-accrual loans is accounted for on a cash basis, and the loan balances are included in
interest-earning assets.
(5) Interest rate spread represents the difference between the average rate earned on interest-earning assets
and the average rate paid on interest-bearing liabilities.

Analysis of Average Balances and Interest Rates (1)

| | Three Months Ended | | | | | |
|---|---|---|---|---|---|---|
| | September 30, 2016 | | | September 30, 2015 | | |
| | Average | | Average | Average Balance | | Average |
| | Balance (1) | Interest | Rate | (1) | Interest | Rate |
| (dollars in thousands) | $ | $ | % | $ | $ | % |
| ASSETS | | | | | | |
| Short-term investments: | | | | | | |
| Interest-bearing deposits at banks | 17,864 | 16 | 0.36 | 8,804 | 3 | 0.14 |
| Total short-term investments | 17,864 | 16 | 0.36 | 8,804 | 3 | 0.14 |
| Interest bearing time deposits at banks | 6,956 | 34 | 1.92 | 6,188 | 30 | 1.98 |
| Investment securities: | | | | | | |
| Taxable | 244,044 | 961 | 1.58 | 200,888 | 833 | 1.66 |
| Tax-exempt (3) | 100,255 | 1,110 | 4.43 | 95,077 | 1,135 | 4.78 |
| Total investment securities | 344,299 | 2,071 | 2.41 | 295,965 | 1,968 | 2.66 |
| Loans: | | | | | | |
| Residential mortgage loans | 204,522 | 2,702 | 5.26 | 180,370 | 2,502 | 5.50 |
| Construction | 14,396 | 185 | 5.11 | 9,636 | 124 | 5.12 |
| Commercial & farm loans | 398,318 | 5,377 | 5.37 | 293,613 | 3,818 | 5.16 |
| Loans to state & political subdivisions | 100,359 | 1,048 | 4.16 | 85,565 | 948 | 4.39 |
| Other loans | 11,021 | 233 | 8.41 | 8,192 | 165 | 7.98 |
| Loans, net of discount (2)(3)(4) | 728,616 | 9,545 | 5.21 | 577,376 | 7,557 | 5.19 |
| Total interest-earning assets | 1,097,735 | 11,666 | 4.23 | 888,333 | 9,558 | 4.27 |
| Cash and due from banks | 7,587 | | | 3,901 | | |
| Bank premises and equipment | 17,220 | | | 12,585 | | |
| Other assets | 65,369 | | | 42,133 | | |
| Total non-interest earning assets | 90,176 | | | 58,619 | | |
| Total assets | 1,187,911 | | | 946,952 | | |
| LIABILITIES AND STOCKHOLDERS' EQUITY | | | | | | |
| Interest-bearing liabilities: | | | | | | |
| NOW accounts | 299,091 | 219 | 0.29 | 227,487 | 197 | 0.34 |
| Savings accounts | 171,064 | 46 | 0.11 | 118,514 | 37 | 0.12 |
| Money market accounts | 125,718 | 136 | 0.43 | 104,433 | 133 | 0.51 |
| Certificates of deposit | 267,235 | 647 | 0.96 | 248,828 | 677 | 1.08 |
| Total interest-bearing deposits | 863,108 | 1,048 | 0.48 | 699,262 | 1,044 | 0.59 |
| Other borrowed funds | 40,397 | 188 | 1.85 | 34,782 | 174 | 1.98 |
| Total interest-bearing liabilities | 903,505 | 1,236 | 0.54 | 734,044 | 1,218 | 0.66 |
| Demand deposits | 148,563 | | | 101,743 | | |
| Other liabilities | 11,803 | | | 7,248 | | |
| Total non-interest-bearing liabilities | 160,366 | | | 108,991 | | |
| Stockholders' equity | 124,040 | | | 103,917 | | |
| Total liabilities & stockholders' equity | 1,187,911 | | | 946,952 | | |
| Net interest income | | 10,430 | | | 8,340 | |
| Net interest spread (5) | | | 3.69 % | | | 3.61 % |
| Net interest income as a percentage of average interest-earning assets | | | 3.78 % | | | 3.73 % |
| Ratio of interest-earning assets to interest-bearing liabilities | | | 121 % | | | 121 % |

(1) Averages are based on daily averages.
(2) Includes loan origination and commitment fees.
(3) Tax exempt interest revenue is shown on a tax equivalent basis for proper
comparison using
a statutory federal income tax rate of 34%.
(4) Income on non-accrual loans is accounted for on a cash basis, and the loan balances are included in
interest-earning assets.
(5) Interest rate spread represents the difference between the average rate earned on
interest-earning assets
and the average rate paid on interest-bearing liabilities.

Tax exempt revenue is shown on a tax-equivalent basis for proper comparison using a statutory, federal income tax rate of 34%. For purposes of the comparison, as well as the discussion that follows, this presentation facilitates performance comparisons between taxable and tax-free assets by increasing the tax-free income by an amount equivalent to the Federal income taxes that would have been paid if this income were taxable at the Company's 34% Federal statutory rate. The following table represents the adjustment to convert net interest income to net interest income on a fully taxable equivalent basis for the periods ended September 30, 2016 and 2015 (in thousands):

| | For the Three Months Ended September 30, | | For the Nine Months Ended September 30, | |
|---|---|---|---|---|
| | 2016 | 2015 | 2016 | 2015 |
| Interest and dividend income from investment securities and interest bearing deposits at banks (non-tax adjusted) | $1,744 | $1,615 | $5,449 | $4,986 |
| Tax equivalent adjustment | 377 | 386 | 1,164 | 1,235 |
| Interest and dividend income from investment securities and interest bearing deposits at banks (tax equivalent basis) | $2,121 | $2,001 | $6,613 | $6,221 |
| | | | | |
| Interest and fees on loans (non-tax adjusted) | $9,204 | $7,248 | $26,387 | $21,416 |
| Tax equivalent adjustment | 341 | 309 | 1,058 | 910 |
| Interest and fees on loans (tax equivalent basis) | $9,545 | $7,557 | $27,445 | $22,326 |
| | | | | |
| Total interest income | $10,948 | $8,863 | $31,836 | $26,402 |
| Total interest expense | 1,236 | 1,218 | 3,748 | 3,609 |
| Net interest income | 9,712 | 7,645 | 28,088 | 22,793 |
| Total tax equivalent adjustment | 718 | 695 | 2,222 | 2,145 |
| Net interest income (tax equivalent basis) | $10,430 | $8,340 | $30,310 | $24,938 |

The following table shows the tax-equivalent effect of changes in volume and rate on interest income and expense (in thousands):

| | Three months ended September 30, 2016 vs. 2015 (1) | | | Nine months ended September 30, 2016 vs. 2015 (1) | | |
|---|---|---|---|---|---|---|
| | Change in Volume | Change in Rate | Total Change | Change in Volume | Change in Rate | Total Change |
| Interest Income: | | | | | | |
| Short-term investments: | | | | | | |
| Interest-bearing deposits at banks | $5 | $ 8 | $13 | $29 | $ 38 | $67 |
| Interest bearing time deposits at banks | 5 | (1 ) | 4 | 18 | (2 ) | 16 |
| Investment securities: | | | | | | |
| Taxable | 167 | (39 ) | 128 | 680 | (161 ) | 519 |
| Tax-exempt | 75 | (100 ) | (25 ) | 88 | (298 ) | (210 ) |
| Total investments | 242 | (139 ) | 103 | 768 | (459 ) | 309 |
| Loans: | | | | | | |
| Residential mortgage loans | 305 | (105 ) | 200 | 799 | (320 ) | 479 |
| Construction | 61 | - | 61 | 186 | - | 186 |

| | | | | | | |
|---|---|---|---|---|---|---|
| Commercial & agricultural loans | 1,397 | 162 | 1,559 | 3,762 | 47 | 3,809 |
| Loans to state & political subdivisions | 148 | (48 ) | 100 | 585 | (135 ) | 450 |
| Other loans | 59 | 9 | 68 | 180 | 15 | 195 |
| Total loans, net of discount | 1,970 | 18 | 1,988 | 5,512 | (393 ) | 5,119 |
| Total Interest Income | 2,222 | (114 ) | 2,108 | 6,327 | (816 ) | 5,511 |
| Interest Expense: | | | | | | |
| Interest-bearing deposits: | | | | | | |
| NOW accounts | 43 | (21 ) | 22 | 145 | (62 ) | 83 |
| Savings accounts | 13 | (4 ) | 9 | 45 | (11 ) | 34 |
| Money Market accounts | 12 | (9 ) | 3 | 64 | (24 ) | 40 |
| Certificates of deposit | 60 | (90 ) | (30 ) | 321 | (372 ) | (51 ) |
| Total interest-bearing deposits | 128 | (124 ) | 4 | 575 | (469 ) | 106 |
| Other borrowed funds | 24 | (10 ) | 14 | 71 | (38 ) | 33 |
| Total interest expense | 152 | (134 ) | 18 | 646 | (507 ) | 139 |
| Net interest income | $2,070 | $ 20 | $2,090 | $5,681 | $ (309 ) | $5,372 |

(1) The portion of the total change attributable to both volume and rate changes, which cannot be separated, has been allocated proportionally to the change due to volume and the change due to rate prior to allocation.

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Tax equivalent net interest income increased from $24,938,000 for the nine month period ended September 30, 2015 to $30,310,000 for the nine month period ended September 30, 2016, an increase of $5,372,000. The tax equivalent net interest margin decreased from 3.78% for the first nine months of 2015 to 3.67% for the comparable period in 2016.

Total tax equivalent interest income for the 2016 nine month period increased $5,511,000 as compared to the 2015 nine month period. This increase was primarily a result of an increase of $6,327,000 due to a change in volume as interest bearing assets increased $221.2 million. This increase was offset by a decrease of $816,000 as a result of a decrease in the average yield on interest earning assets of 20 basis points from 4.32% to 4.12% for the comparable periods. The Bank was able to add a significant amount of interest earning assets as a result the acquisition of FNB; however, these assets are priced at lower rates. In addition to the acquisition of FNB, the Company was able to grow loans in its historical markets during 2015 and 2016 and has experienced loan demand in its central and south central Pennsylvania markets in 2016, which contributed to the volume increase experienced in interest earning assets.

Tax equivalent investment income for the nine months ended September 30, 2016 increased $309,000 over the same period last year. The primary cause of the increase was an increase in the average outstanding balance of taxable securities.

- The average balance of taxable securities increased by $60.1 million which resulted in an increase in investment income of $680,000. The increase in the average balance of taxable securities was due to the acquisition of FNB and purchases made to utilize some of the excess liquidity acquired as part of the acquisition. The yield on taxable securities decreased 11 basis points from 1.66% to 1.55% as a result of purchases made in this low rate environment, which included securities acquired as part of the FNB acquisition.
- The yield on tax-exempt securities decreased 39 basis points from 4.93% to 4.54%, which corresponds to a decrease in interest income of $298,000. The yield decrease was due to the amount of purchases we made in the current low interest rate environment. For a discussion of the Company's current investment strategy, see the "Financial Condition – Investments". Offsetting this decrease in yield, the average balance of tax-exempt securities increased $2.3 million resulting in an increase in investment income of $88,000.

The purchase of tax-exempt securities, along with municipal loans and investment tax credits, allows us to manage and reduce our effective tax rate as well as increase the overall after-tax yield on our interest earning assets.

Total loan interest income increased $5,119,000 for the nine months ended September 30, 2016 compared to the same period last year, primarily as a result of the acquisition of FNB and loan growth that occurred in 2015 and 2016 in our historical markets and the new central and south central Pennsylvania markets.

- The average balance of commercial and agricultural loans increased $95.1 million from a year ago. This had a positive impact of $3,762,000 on total interest income due to volume. In addition, there was a $47,000 increase due to rate, as the yield earned increased from 5.25% to 5.27%.
- The average balance of state and political subdivision loans increased $18.7 million from a year ago as a result of the FNB acquisition. This had a positive impact of $585,000 on total interest income due to volume. Offsetting this increase, the yield decreased 23 basis points to 4.23%, which decreased loan interest income $135,000.
- Interest income on residential mortgage loans increased $479,000. The average balance of residential loans increased $20.7 million from a year ago due to the FNB acquisition, which resulted in an increase in loan interest income of $799,000. Offsetting the increase, the yield earned on residential loans decreased 25 basis points compared to 2015, which corresponds to a decrease in interest income of $320,000.

Total interest expense increased $139,000 for the nine months ended September 30, 2016 compared with last year primarily as a result of an increase in deposits associated with the acquisition of FNB. Interest expense increased $646,000 as a result of volume as the average balance of interest bearing liabilities increased $180.1 million. Offsetting this increase was a decrease of $507,000 due to rate as a result of a decrease in the average rate paid from 0.66% to 0.55%. The low interest rate environment prompted by the Federal Reserve had the effect of decreasing our rates paid on certificates of deposit. While the Company's rates on deposit products are below its historical averages, we believe they are competitive with rates paid by other institutions in the marketplace.

- The average balance of interest bearing deposits increased $174.3 million from September 30, 2015 to September 30, 2016. Increases were experienced in NOW accounts of $72.0 million, savings accounts of $58.4 million, money market accounts of $20.4 million and certificates of deposit of $23.5 million. The cumulative effect of these increases was an increase in interest expense of $575,000, which was primarily driven by the FNB acquisition. (see also "Financial Condition – Deposits").
- There was a decrease in the average rate on certificates of deposit from 1.09% to 0.97% resulting in a decrease in interest expense of $372,000.

Tax equivalent net interest income for the three months ended September 30, 2016 was $10,430,000 which compares to $8,340,000 for the same period last year. This represents an increase of $2,090,000 or 25.1%. The tax equivalent net interest margin increased from 3.73% for the three months ended September 30, 2015 to 3.78% for the comparable period in 2016 as a result of non-accrual loan pay-off that resulted in the collection of additional interest income. Total tax equivalent interest income was $11,666,000 for the three month period ended September 30, 2016, compared to $9,558,000 for the comparable period last year, an increase of $2,108,000. This primary driver of this increase was an increase of $2,222,000 due to a change in volume as interest bearing assets increased $209.4 million as a result of the FNB acquisition and loan growth in all the Bank's market areas in 2016. This increase was offset by a decrease of $114,000 as a result of a decrease in the average yield on interest earning assets of 4 basis points from 4.27% to 4.23% for the comparable periods.

- Total investment income increased by $103,000 compared to same period last year. The primary cause of the increase was an increase of $43.2 million in the average outstanding balance of taxable securities, which equates to an increase of $167,000. Offsetting this increase, there was a 35 point decrease in rate on tax exempt investments from 4.78% to 4.43%, which equates to a $100,000 decrease in income.
- Total loan interest income increased $1,988,000 compared to the same period last year. This was primarily due to an increase in volume of $151.2 million, which corresponds to a $1,970,000 increase in interest income.

Total interest expense increased $18,000 for the three months ended September 30, 2016 compared with last year as a result of the increase in the average balance of interest bearing liabilities of $169.5 million, accounting for a $152,000 increase in interest expense. The average rate on interest-bearing liabilities decreased 12 basis points from 0.66% to 0.54%, which reduced interest expense $134,000.

Provision for Loan Losses

For the nine month period ending September 30, 2016, we recorded a provision for loan losses of $770,000, which represents an increase of $410,000 from the $360,000 provision recorded in the corresponding nine months of last year. The provision was higher in 2016 than 2015 due to the loan growth that occurred in 2016, which was primarily in the third quarter and an increase in past due loans, special mention loans and substandard loans. (see "Financial Condition – Allowance for Loan Losses and Credit Quality Risk").

For the three months ending September 30, 2016, we recorded a provision of $500,000 compared to $120,000 in 2015 as a result of the loan growth and increase in special mention and substandard loans.

Non-interest Income

The following table shows the breakdown of non-interest income for the three and nine months ended September 30, 2016 and 2015 (dollars in thousands):

| | Nine months ended September 30, | | Change | |
|---|---|---|---|---|
| | 2016 | 2015 | Amount | % |
| Service charges | $3,345 | $3,058 | $287 | 9.4 |
| Trust | 539 | 523 | 16 | 3.1 |
| Brokerage and insurance | 578 | 563 | 15 | 2.7 |
| Gains on loans sold | 225 | 183 | 42 | 23.0 |
| Investment securities gains, net | 155 | 430 | (275) | (64.0 ) |
| Earnings on bank owned life insurance | 515 | 464 | 51 | 11.0 |
| Other | 450 | 327 | 123 | 37.6 |
| Total | $5,807 | $5,548 | $259 | 4.7 |

| | Three months ended September 30, | | Change | |
|---|---|---|---|---|
| | 2016 | 2015 | Amount | % |
| Service charges | $1,115 | $1,054 | $61 | 5.8 |
| Trust | 161 | 149 | 12 | 8.1 |
| Brokerage and insurance | 211 | 181 | 30 | 16.6 |
| Gains on loans sold | 109 | 85 | 24 | 28.2 |
| Investment securities gains, net | - | 129 | (129) | (100.0) |
| Earnings on bank owned life insurance | 174 | 158 | 16 | 10.1 |
| Other | 138 | 109 | 29 | 26.6 |
| Total | $1,908 | $1,865 | $43 | 2.3 |

Non-interest income for the nine months ended September 30, 2016 totaled $5,807,000, an increase of $259,000 when compared to the same period in 2015. During the first nine months of 2016, net investment securities gains amounted to $155,000 compared to gains of $430,000 last year. We sold two US treasury securities and one agency security for gains totaling $27,000 and $48,000, respectively, as a result of interest rates at the time of the sale. We also sold four municipal securities for gains totaling $80,000. In 2015, we sold five agency securities for gains totaling $196,000, five mortgage backed securities in government sponsored entities for gains totaling $70,000, seven municipal bonds for gains totaling $99,000, a financial institution equity holding for a gain of $76,000 and a US Treasury note for a loss of $11,000 due to interest rate market conditions.

For the first nine months of 2016, account service charges totaled $3,345,000, an increase of $287,000 or 9.4%, when compared to the same period in 2015. The increase was associated with a $44,000 increase attributable to fees charged to customers for non-sufficient funds, a $219,000 increase in interchange revenue and a $24,000 increase in ATM income. Each of these increases was primarily attributable to the acquisition of FNB. The increase in earnings on bank owned life insurance of $52,000 is due to additional insurance obtained as part of the FNB acquisition. The increase in other income is attributable to the acquisition and includes increases in safe deposit rents and loan servicing fees.

For the three month period ended September 30, 2016, the changes experienced from the prior year related to service charges, earnings on bank owned life insurance and other income correspond to the changes experienced for the nine month period, which was the result of the acquisition.

Non-interest Expense

The following tables reflect the breakdown of non-interest expense for the three and nine months ended September 30, 2016 and 2015 (dollars in thousands):

| | Nine months ended September 30, | | Change | |
|---|---|---|---|---|
| | 2016 | 2015 | Amount | % |
| Salaries and employee benefits | $12,067 | $9,118 | $2,949 | 32.3 |
| Occupancy | 1,385 | 1,064 | 321 | 30.2 |
| Furniture and equipment | 492 | 323 | 169 | 52.3 |
| Professional fees | 836 | 614 | 222 | 36.2 |
| FDIC insurance | 492 | 348 | 144 | 41.4 |
| Pennsylvania shares tax | 630 | 602 | 28 | 4.7 |
| Amortization of intangibles | 246 | - | 246 | NA |
| Merger and acquisition | - | 405 | (405) | (100.0) |
| ORE expenses | 234 | 686 | (452) | (65.9) |
| Other | 5,031 | 3,455 | 1,576 | 45.6 |
| Total | $21,413 | $16,615 | $4,798 | 28.9 |

| | Three months ended September 30, | | Change | |
|---|---|---|---|---|
| | 2016 | 2015 | Amount | % |
| Salaries and employee benefits | $4,285 | $3,069 | $1,216 | 39.6 |
| Occupancy | 485 | 347 | 138 | 39.8 |
| Furniture and equipment | 164 | 108 | 56 | 51.9 |
| Professional fees | 283 | 202 | 81 | 40.1 |
| FDIC insurance | 175 | 116 | 59 | 50.9 |
| Pennsylvania shares tax | 240 | 201 | 39 | 19.4 |
| Amortization of intangibles | 82 | - | 82 | NA |
| Merger and acquisition | - | 282 | (282) | NA |
| ORE expenses (recovery) | (71) | 328 | (399) | (121.6) |
| Other | 1,557 | 1,199 | 358 | 29.9 |
| Total | $7,200 | $5,852 | $1,348 | 23.0 |

Non-interest expenses increased $4,798,000 for the nine months ended September 30, 2016 compared to the same period in 2015, with the primary driver being the acquisition of FNB, which resulted in the Bank acquiring seven new branches and the associated employee base. Additionally, we have hired nine additional commercial and agricultural loan officers, as well as support staff in our south central and central Pennsylvania markets. Salaries and employee benefits increased $2,949,000 or 32.3%. Merit increases effective at the beginning of 2016 and an increase in full time equivalent employees of 58.5 as a result of the acquisition and the hiring of the additional lenders and support staff accounted for an increase in salaries and employee benefits of approximately $2,242,000. Health insurance related expenses increased $413,000 as a result of covering additional employees obtained as part of the acquisition. Retirement and profit sharing plan expenses, which include pension plans, profit sharing, SERP and salary continuation plans increased $239,000 in 2016 compared to the 2015 nine month period.

The primary cause of the increases in occupancy and furniture and fixtures is due to the acquisition of FNB. The increase in other expenses was driven primarily by three items.

- The first was a general expense increase due to the acquisition of FNB and its seven branches.
- 

The second was an increase in contributions of $100,000 made as part of the Pennsylvania Educational Improvement Tax Credit Program. The contribution was to be made in the fourth quarter of 2015, but due to the Pennsylvania budget impasse, the contribution was delayed until the first quarter of 2016.

- The final increase of $300,000 was associated with charges as a result of customers' accounts being compromised and experiencing fraudulent charges.

The increase in professional fees is associated with legal fees as the Company looked to exit certain contracts and has closed a branch in 2016 and consulting fees associated with system upgrades, which include the issuances of new debit cards in the third quarter of 2016. The new cards include additional security features, which we anticipate will reduce our fraudulent card experience. The decrease in merger and acquisition expense is due to the acquisition that occurred in 2015 with no corresponding activity in 2016. The decrease in ORE expenses is the result of a non-accrual loan paying off in the third quarter of 2016, which resulted in the reimbursement of $240,000 of previously paid real estate taxes and legal fees. Additionally, in 2015, there were two large OREO write-downs in the third that totaled $262,000.

For the three months ended, September 30, 2016, non-interest expenses increased $1,348,000 when compared to the same period in 2015. The increases for the quarter are consistent with the increases for the nine month period and are primarily driven by the acquisition of FNB.

Provision for Income Taxes

The provision for income taxes was $2,245,000 for the nine month period ended September 30, 2016 compared to $2,200,000 for the same period in 2015. The increase is attributable to the increase in income before the provision for income taxes. Through management of our municipal loan and bond portfolios, management is focused on minimizing our effective tax rate. Our effective tax rate was 19.2% and 19.4% for the first nine months of 2016 and 2015, respectively, compared to the statutory rate of 34%.

For the three months ended September 30, 2016, the provision for income taxes was $767,000 compared to $681,000 for the same period in 2015. The increase is attributable to the increase in income before the provision for income taxes of $382,000. Our effective tax rate was 19.6% and 19.3% for the three months ended September 30, 2016 and 2015, respectively, compared to the statutory rate of 34%.

We are invested in four limited partnership agreements that have established low-income housing projects in our market areas. We anticipate recognizing an aggregate of $895,000 of tax credits over the next 6.3 years, with an additional $49,000 anticipated to be recognized during 2016.

Financial Condition

Total assets were $1.198 billion at September 30, 2016, an increase of $34.7 million, or 3.0%, from $1.163 billion at December 31, 2015. Cash and cash equivalents decreased $8.0 million to $16.4 million, which occurred in the third quarter of 2016 as a result of loan growth. Investment securities decreased $10.6 million and net loans increased to $55.2 million to $743.1 million at September 30, 2016. Total deposits increased $20.7 million to $1.009 billion since year-end 2015, while borrowed funds increased $10.2 million to $51.9 million.

Cash and Cash Equivalents

Cash and cash equivalents totaled $16.4 million at September 30, 2016 compared to $24.4 million at December 31, 2015, a decrease of $8.0 million, which was used to fund loan growth. Management actively measures and evaluates its liquidity position through our Asset–Liability Committee and believes its liquidity needs are satisfied by the current balance of cash and cash equivalents, readily available access to traditional funding sources including the Bank's core deposits, Federal Home Loan Bank financing, federal funds lines with correspondent banks, brokered certificates of deposit and the portion of the investment and loan portfolios that mature within one year. Management expects that these sources of funds will permit us to meet cash obligations and off-balance sheet commitments as they come due.

Investments

The following table shows the composition of the investment portfolio as of September 30, 2016 and December 31, 2015 (dollars in thousands):

| | September 30, 2016 | | December 31, 2015 | |
|---|---|---|---|---|
| | Amount | % | Amount | % |
| Available-for-sale: | | | | |
| U. S. Agency securities | $190,766 | 54.6 | $199,591 | 55.5 |
| U. S. Treasury notes | 5,020 | 1.4 | 10,082 | 2.8 |
| Obligations of state & political subdivisions | 102,222 | 29.3 | 102,863 | 28.6 |
| Corporate obligations | 14,376 | 4.1 | 14,565 | 4.0 |
| Mortgage-backed securities in government sponsored entities | 34,052 | 9.8 | 30,204 | 8.4 |
| Equity securities in financial institutions | 2,718 | 0.8 | 2,432 | 0.7 |
| Total | $349,154 | 100.0 | $359,737 | 100.0 |

| | September 30, 2016/ December 31, 2015 Change | |
|---|---|---|
| | Amount | % |
| Available-for-sale: | | |
| U. S. Agency securities | $(8,825) | (4.4) |
| U. S. Treasury notes | (5,062) | (50.2) |
| Obligations of state & political subdivisions | (641) | (0.6) |
| Corporate obligations | (189) | (1.3) |
| Mortgage-backed securities in government sponsored entities | 3,848 | 12.7 |
| Equity securities in financial institutions | 286 | 11.8 |
| Total | $(10,583) | (2.9) |

Our investment portfolio decreased by $10.6 million, or 2.9%, from December 31, 2015 to September 30, 2016. This was primarily due the loan growth that was experienced in the third quarter as we used the cash proceeds from principal, maturities and calls to fund the loan demand. During 2016, we purchased approximately $23.6 million of U.S. agency obligations, $9.8 million of state and local obligations, a $3.0 million corporate subordinated debt and $8.1 million of the mortgage backed securities in government sponsored entities, which helped offset the $4.4 million of principal repayments and $39.4 million of calls and maturities that occurred during the nine month period. We also sold $12.1 million of various securities at a gain of $155,000. Excluding our short-term investments consisting of monies held primarily at the Federal Reserve for liquidity purposes, our investment portfolio for the nine month period ended September 30, 2016 yielded 2.38%, compared to 2.74% in the comparable period in 2015 on a tax equivalent basis.

With the additional liquidity obtained as part of the acquisition of FNB, and volatility in the interest rate market, purchases in 2016 have focused on cash flow and purchasing securities that fill positions in the Company's investment cashflow ladder for the next four years. We continually monitor interest rate trading ranges and try to focus purchases to times when rates are in the top third of the trading range. Our primary focus in investments continues to be to purchase agency securities with maturities of less than five years and high quality municipal bonds with high coupons. The Bank believes its investment strategy has appropriately mitigated its interest rate risk exposure in the event of rising interest rates while providing sufficient cashflows to fund loan growth expected as a result of the acquisition and other lending growth initiatives.

Management continues to monitor the earnings performance and the liquidity of the investment portfolio on a regular basis. Through active balance sheet management and analysis of the securities portfolio, the Company believes it maintains sufficient liquidity to satisfy depositor requirements and various credit needs of its customers.

Loans

The following table shows the composition of the loan portfolio as of September 30, 2016 and December 31, 2015 (dollars in thousands):

| | September 30, 2016 | | December 31, 2015 | |
|---|---|---|---|---|
| | Amount | % | Amount | % |
| Real estate: | | | | |
| Residential | $205,092 | 27.3 | $203,407 | 29.3 |
| Commercial | 251,149 | 33.4 | 237,542 | 34.2 |
| Agricultural | 88,555 | 11.8 | 57,822 | 8.3 |
| Construction | 18,774 | 2.5 | 15,011 | 2.2 |
| Consumer | 11,226 | 1.5 | 11,543 | 1.7 |
| Other commercial and agricultural loans | 78,258 | 10.4 | 71,206 | 10.2 |
| State & political subdivision loans | 98,239 | 13.1 | 98,500 | 14.1 |
| Total loans | 751,293 | 100.0 | 695,031 | 100.0 |
| Less allowance for loan losses | 8,194 | | 7,106 | |
| Net loans | $743,099 | | $687,925 | |

| | September 30, 2016/ December 31, 2015 Change | |
|---|---|---|
| | Amount | % |
| Real estate: | | |
| Residential | $1,685 | 0.8 |
| Commercial | 13,607 | 5.7 |
| Agricultural | 30,733 | 53.2 |
| Construction | 3,763 | 25.1 |
| Consumer | (317 ) | (2.7 ) |
| Other commercial and agricultural loans | 7,052 | 9.9 |
| State & political subdivision loans | (261 ) | (0.3 ) |
| Total loans | $56,262 | 8.1 |

The Bank's lending efforts have historically focused on north central Pennsylvania and southern New York. With the acquisition of FNB, this focus now includes opportunities in the Lebanon, Lancaster, Schuylkill and Berks County markets of south central, Pennsylvania. In addition, in 2016, we opened an office in Winfield, Pennsylvania, that focuses on agricultural customers in central Pennsylvania. We also opened an office in Mount Joy, Pennsylvania to better serve our Lancaster County customers. We originate loans primarily through direct loans to our existing customer base, with new customers generated through the strong relationships our new lending teams have with their customers, as well as by referrals from real estate brokers, building contractors, attorneys, accountants, corporate and advisory board members, existing customers and the Bank's website. The Bank offers a variety of loans although historically most of our lending has focused on real estate loans including residential, commercial, agricultural, and construction loans. All lending is governed by a lending policy that is developed and administered by management and approved by the Board of Directors.

During the first nine months of 2016, the primary driver of growth in the loan portfolio was in commercial and agricultural and was primarily driven by the agricultural team hired for the Winfield location in central Pennsylvania

and the agricultural lenders hired for our south central Pennsylvania market. We look at commercial relationships as a way to grow our loan portfolio and obtain deposits from farmers, small businesses and municipalities throughout our market area. The addition of the central and south central Pennsylvania agricultural teams has resulted in an increase in demand for agricultural loans that was recorded in the third quarter and we expect further growth in the fourth quarter of 2016. Commercial loan demand is subject to significant competitive pressures, the yield curve, and the strength of the overall national, regional and local economies.



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Activity associated with exploration for natural gas remains limited in 2016 due to the low price of natural gas produced in our area. While the Bank has loaned to companies that service the exploration activities, the Bank has not originated any loans to companies performing the actual drilling and exploration activities. Loans made by the Company are to service industry customers which include trucking companies, stone quarries and other support businesses. We also have originated loans to businesses and individuals for restaurants, hotels and apartment rentals that have been developed and expanded to meet the housing and living needs of the gas workers. Due to our understanding of the industry and its cyclical nature, the loans made for natural gas-related activities have been originated in accordance with specific policies and procedures for lending to these entities, which include lower loan to value thresholds, shortened amortization periods, and expansion of our monitoring of loan concentrations associated with this activity.

Residential real estate loans increased $1.7 million during the first nine months of 2016. Loan demand for conforming mortgages, which the Company typically sells on the secondary market has increased in 2016 when compared to 2015, some of which is attributable to the acquisition of FNB. For loans sold on the secondary market, the Company recognizes fee income for servicing these sold loans, which is included in non-interest income. Management continues to build technologies which make it easier and more efficient for customers to choose the Company for their mortgage needs.

Allowance for Loan Losses

The allowance for loan losses is maintained at a level which in management's judgment is adequate to absorb probable future loan losses inherent in the loan portfolio. The provision for loan losses is charged against current income. Loans deemed not collectable are charged-off against the allowance while subsequent recoveries increase the allowance. The following table presents an analysis of the allowance for loan losses and non-performing loans and assets as of and for the nine months ended September 30, 2016 and for the years ended December 31, 2015, 2014, 2013 and 2012 (dollars in thousands):

| | September 30, | December 31, | | | |
|---|---|---|---|---|---|
| | 2016 | 2015 | 2014 | 2013 | 2012 |
| Balance at beginning of period | $7,106 | $6,815 | $7,098 | $6,784 | $6,487 |
| Charge-offs: | | | | | |
| Real estate: | | | | | |
| Residential | 52 | 66 | 97 | 17 | 95 |
| Commercial | 100 | 84 | 516 | 62 | 2 |
| Consumer | 65 | 47 | 47 | 54 | 54 |
| Other commercial and agricultural loans | 55 | 41 | 250 | 1 | 21 |
| Total loans charged-off | 272 | 238 | 910 | 134 | 172 |
| Recoveries: | | | | | |
| Real estate: | | | | | |
| Residential | - | - | - | 5 | - |
| Commercial | 475 | 14 | 15 | 5 | 9 |
| Consumer | 84 | 33 | 27 | 33 | 33 |
| Other commercial and agricultural loans | 31 | 2 | - | - | 7 |
| Total loans recovered | 590 | 49 | 42 | 43 | 49 |
| | | | | | |
| Net loans (recovered) charged-off | (318) | 189 | 868 | 91 | 123 |
| Provision charged to expense | 770 | 480 | 585 | 405 | 420 |
| Balance at end of year | $8,194 | $7,106 | $6,815 | $7,098 | $6,784 |
| | | | | | |
| Loans outstanding at end of period | $751,293 | $695,031 | $554,105 | $540,612 | $502,463 |
| Average loans outstanding, net | $709,539 | $577,992 | $540,541 | $516,748 | $496,822 |

| | | | | | |
|---|---|---|---|---|---|
| Non-performing assets: | | | | | |
| Non-accruing loans | $10,031 | $6,531 | $6,599 | $8,097 | $8,067 |
| Accrual loans - 90 days or more past due | 541 | 623 | 836 | 697 | 506 |
| Total non-performing loans | $10,572 | $7,154 | $7,435 | $8,794 | $8,573 |
| Foreclosed assets held for sale | 1,198 | 1,354 | 1,792 | 1,360 | 616 |
| Total non-performing assets | $11,770 | $8,508 | $9,227 | $10,154 | $9,189 |
| Annualized net charge-offs (recovery) to average loans | (0.06%) | 0.03% | 0.16% | 0.02% | 0.02% |
| Allowance to total loans | 1.09% | 1.02% | 1.23% | 1.31% | 1.35% |
| Allowance to total non-performing loans | 77.51% | 99.33% | 91.66% | 80.71% | 79.13% |
| Non-performing loans as a percent of loans net of unearned income | 1.41% | 1.03% | 1.34% | 1.63% | 1.71% |
| Non-performing assets as a percent of loans net of unearned income | 1.57% | 1.22% | 1.67% | 1.88% | 1.83% |

Management believes it uses the best information available when estimating the allowance for loan losses and that the allowance for loan losses is adequate as of September 30, 2016. However, future adjustments could be required if circumstances differ substantially from assumptions and estimates used in making the initial determination. A prolonged downturn in the economy, high unemployment rates, significant changes in the value of collateral and delays in receiving financial information from borrowers could result in increased levels of non-performing assets, charge-offs, loan loss provisions and reduction in income. Additionally, bank regulatory agencies periodically examine the Bank's allowance for loan losses. The banking agencies could require the recognition of additions to the allowance for loan losses based upon their judgment of information available to them at the time of their examination.

On a monthly basis, problem loans are identified and updated primarily using internally prepared past due reports. Based on data surrounding the collection process of each identified loan, the loan may be added or deleted from the monthly watch list. The watch list includes loans graded special mention, substandard, doubtful, and loss, as well as additional loans that management may choose to include. Watch list loans are continually monitored going forward until satisfactory conditions exist that allow management to upgrade and remove the loan. In certain cases, loans may be placed on non-accrual status or charged-off based upon management's evaluation of the borrower's ability to pay. All commercial loans, which include commercial real estate, agricultural real estate, state and political subdivision loans and other commercial and agricultural loans, on non-accrual are evaluated quarterly for impairment.

The allowance for loan losses was $8,194,000 or 1.09% of total loans as of September 30, 2016 as compared to $7,106,000 or 1.02% of loans as of December 31, 2015. The decrease as a percent of loans compared to year end 2014, 2013 and 2012 is attributable to the increase in loans as part of the acquisition of FNB and the associated purchase accounting adjustments that were applied to the FNB loan portfolio. The $1,088,000 increase in the allowance during 2016 is a result of a $770,000 provision for the first nine months of 2016 and net recoveries of loans previously charged off of $318,000. In the third quarter of 2016, a loan paid off that included a partial charge off of $463,000, which is the reason for the net recoveries in 2016. The following table shows the distribution of the allowance for loan losses and the percentage of loans compared to total loans by loan category as of September 30, 2016 and December 31, 2015, 2014, 2013 and 2012 (dollars in thousands):

| | September 30, 2016 | | December 31 2015 | | 2014 | | 2013 | | 2012 | |
|---|---|---|---|---|---|---|---|---|---|---|
| | Amount | % | Amount | % | Amount | % | Amount | % | Amount | % |
| Real estate loans: | | | | | | | | | | |
| Residential | $1,013 | 27.3 | $905 | 29.3 | $878 | 33.5 | $946 | 34.6 | $875 | 35.4 |
| Commercial, agricultural | 4,606 | 45.2 | 3,785 | 42.5 | 3,870 | 38.9 | 4,558 | 39.8 | 4,437 | 38.8 |
| Construction | 34 | 2.5 | 24 | 2.2 | 26 | 1.1 | 50 | 1.7 | 38 | 2.4 |
| Consumer | 109 | 1.5 | 102 | 1.7 | 84 | 1.5 | 105 | 1.7 | 119 | 2.1 |
| Other commercial and agricultural loans | 1,642 | 10.4 | 1,305 | 10.2 | 1,224 | 10.6 | 942 | 10.0 | 728 | 9.5 |
| State & political subdivision loans | 771 | 13.1 | 593 | 14.1 | 545 | 14.4 | 330 | 12.2 | 271 | 11.8 |
| Unallocated | 19 | N/A | 392 | N/A | 188 | N/A | 167 | N/A | 316 | N/A |
| Total allowance for loan losses | $8,194 | 100.0 | $7,106 | 100.0 | $6,815 | 100.0 | $7,098 | 100.0 | $6,784 | 100.0 |

As a result of previous loss experiences and other risk factors utilized in determining the allowance, the Bank's allocation of the allowance does not directly correspond to the actual balances of the loan portfolio. While commercial and agricultural real estate total 45.2% of the loan portfolio, 56.2% of the allowance is assigned to this segment of the loan portfolio as these loans have more inherent risks than residential real estate or loans to state and political subdivisions.

The following table identifies amounts of loans contractually past due 30 to 89 days and non-performing loans by loan category, as well as the change from December 31, 2015 to September 30, 2016 in non-performing loans(dollars in thousands). Non-performing loans include accruing loans that are contractually past due 90 days or more and non-accrual loans. Interest does not accrue on non-accrual loans. Subsequent cash payments received are applied to the outstanding principal balance or recorded as interest income, depending upon management's assessment of its ultimate ability to collect principal and interest.

| | September 30, 2016 | | | | December 31, 2015 | | | |
|---|---|---|---|---|---|---|---|---|
| | | Non-Performing Loans | | | | Non-Performing Loans | | |
| (in thousands) | 30 - 89 Days Past Due Accruing | 90 Days Past Due Accruing | Non-accrual | Total Non-Performing | 30 - 89 Days Past Due Accruing | 90 Days Past Due Accruing | Non-accrual | Total Non-Performing |
| Real estate: | | | | | | | | |
| Residential | $1,223 | $190 | $1,773 | $ 1,963 | $1,273 | $394 | $1,008 | $ 1,402 |
| Commercial | 2,229 | 259 | 4,056 | 4,315 | 859 | 60 | 4,422 | 4,482 |
| Agricultural | 2,592 | 58 | 26 | 84 | 344 | - | 34 | 34 |
| Construction | - | - | - | - | - | - | - | - |
| Consumer | 166 | 34 | 42 | 76 | 262 | 9 | 55 | 64 |
| Other commercial and agricultural loans | 1,625 | - | 4,134 | 4,134 | 319 | 160 | 1,012 | 1,172 |
| Total nonperforming loans | $7,835 | $541 | $10,031 | $ 10,572 | $3,057 | $623 | $6,531 | $ 7,154 |

| | Change in Non-Performing Loans September 30, 2016 /December 31, 2015 | |
|---|---|---|
| (in thousands) | Amount | % |
| Real estate: | | |
| Residential | $561 | 40.0 |
| Commercial | (167) | (3.7) |
| Agricultural | 50 | 147.1 |
| Construction | - | N/A |
| Consumer | 12 | 18.8 |
| Other commercial and agricultural loans | 2,962 | 252.7 |
| Total nonperforming loans | $3,418 | 47.8 |

For the nine month period ended September 30, 2016, we recorded a provision for loan losses of $770,000, which compares to $360,000 for the same time period in 2015. Non-performing loans increased $3.4 million or 47.8%, from December 31, 2015 to September 30, 2016, primarily due to one commercial relationship with a balance of $3.7 million that was placed on non-accrual status in the second quarter of 2016. Approximately 68.1% of the Bank's non-performing loans at September 30, 2016 are associated with the following three customer relationships:

- A commercial customer with a total loan relationship of $3.7 million secured by undeveloped land, stone quarries and equipment was on non-accrual status as of September 30, 2016. The slowdown in the exploration for natural gas has significantly impacted the cash flows of the customer, who provides excavation services and stone for pad construction related to these activities. Management reviewed the collateral information on hand and determined that no specific reserve was required as of September 30, 2016.

- A commercial customer with a total loan relationship of $3.0 million secured by approximately 160 residential properties was on non-accrual status as of September 30, 2016. In the first quarter of 2011, the Company and borrower entered into a forbearance agreement to restructure the debt. In July of 2013, the customer filed for bankruptcy under Chapter 11 and a Trustee was appointed in January of 2014. In 2015, the Trustee decreased the loan payments below what was agreed to in the forbearance agreement. This decrease is currently being litigated in bankruptcy court. As a result of the decrease, the relationship has become more than 90 days past due. In the second quarter of 2016, the Company began the process of appraising the underlying collateral. As of September 30, 2016, all the appraisals have been received. The appraisals indicated a slight decrease in collateral values compared to the appraisals ordered for the loan origination, however, the loan is still considered well secured on a loan to value basis. We continue to monitor the bankruptcy proceedings to identify potential changes in the customer's operations and the impact these would have on the loan payments for our loans to the customer and the underlying collateral that supports these loans. As of September 30, 2016, there is no specific reserve for this relationship.
- A commercial customer with a relationship of approximately $420,000 secured by vacant real estate and accounts receivable was on non-accrual status as of September 30, 2016. The slowdown in the exploration for natural gas has significantly impacted the cash flows of the customer, who provided trucking services related to these activities. Management reviewed the collateral and determined that a specific reserve of $197,000 was required as of September 30, 2016.

Management of the Bank believes that the allowance for loan losses is adequate as of September 30, 2016, which is based on the following factors:

- Two loan relationships comprise 64.1% of the non-performing loan balance, whose debt is considered well collateralized as of September 30, 2016.
- Net and gross charge-offs returned to their low historical rate of .03% in 2015. Furthermore in 2016, we have experienced a net recovery of previously charged off loans.
- Real estate values in the Bank's primary market areas have only decreased slightly with the decrease in the market price for natural gas.

Bank Owned Life Insurance

The Company holds bank owned life insurance policies to offset future employee benefit costs. These policies provide the Bank with an asset that generates earnings to partially offset the current costs of benefits, and eventually (at the death of the insureds) provide partial recovery of cash outflows associated with the benefits. As of September 30, 2016 and December 31, 2015, the cash surrender value of the life insurance was $26.1 million and $25.5 million, respectively. The change in cash surrender value, net of purchases and amounts acquired through acquisitions, is recognized in the results of operations. The amounts recorded as non-interest income totaled $515,000 and $464,000 for the nine month periods ended September 30, 2016 and 2015, respectively. The Company evaluates annually the risks associated with the life insurance policies, including limits on the amount of coverage and an evaluation of the various carriers' credit ratings.

The Company agreements that were purchased directly from insurance companies are structured so that any death benefits received from a policy while the insured person is an active employee of the Bank will be split with the beneficiary of the policy. Under these agreements, the employee's beneficiary will be entitled to receive 50% of the net amount at risk from the proceeds. The net amount at risk is the total death benefit payable less the cash surrender value of the policy as of the date of death. The policies acquired as part of the acquisition of FNB provide a fixed split-dollar benefit for the beneficiaries estate, which is dependent on several factors including whether the covered individual was a Director of FNB or an employee of FNB and their salary level.

Premises and Equipment

Premises and equipment decreased $120,000 to $17.1 million as of September 30, 2016 from December 31, 2015. This occurred primarily as a result of normal depreciation expense recorded in the first nine months of 2016.

Deposits

The following table shows the composition of deposits as of September 30, 2016 and December 31, 2015 (dollars in thousands):

| | September 30, 2016 | | December 31, 2015 | |
|---|---|---|---|---|
| | Amount | % | Amount | % |
| Non-interest-bearing deposits | $149,848 | 14.9 | $150,960 | 15.3 |
| NOW accounts | 298,965 | 29.6 | 279,655 | 28.3 |
| Savings deposits | 170,377 | 16.9 | 170,277 | 17.2 |
| Money market deposit accounts | 123,486 | 12.2 | 105,229 | 10.7 |
| Certificates of deposit | 266,071 | 26.4 | 281,910 | 28.5 |
| Total | $1,008,747 | 100.0 | $988,031 | 100.0 |

| | September 30, 2016/ December 31, 2015 Change | |
|---|---|---|
| | Amount | % |
| Non-interest-bearing deposits | $(1,112) | (0.7) |
| NOW accounts | 19,310 | 6.9 |
| Savings deposits | 100 | 0.1 |
| Money market deposit accounts | 18,257 | 17.3 |
| Certificates of deposit | (15,839) | (5.6) |
| Total | $20,716 | 2.1 |

Deposits increased $20.7 million since December 31, 2015. The largest driver of this increase was due to deposits from local municipalities, as they increased across various product types. This growth was driven by the Pennsylvania budget impasse for 2015 being resolved during the first quarter of 2016, which resulted in funds flowing to local school district and municipalities from the Commonwealth. Certificates of deposits decreased $15.8 million in 2016. During 2016 the Company continued to pay historically low rates on certificates of deposits which are less attractive to the Company's customers. The rates paid on certificates of deposit by the Company remain competitive with rates paid by our competition. Certain customers who typically utilize certificate of deposits as a means of generating income or as a longer term investment option, are moving funds into money market that still paid interest in order to maintain flexibility for potentially rising interest rates. As of September 30, 2016, the Bank did not have any outstanding brokered certificates of deposit.

Borrowed Funds

Borrowed funds increased $10.2 million during the first nine months of 2016. The increase was the result of an additional $11.1 million of overnight advances from the FHLB that were utilized to fund the Company's loan growth. Additionally, there was a decrease of approximately $917,000 in the balances outstanding under repurchase agreements. The Bank's current strategy for borrowings is to consider terms and structures to manage interest rate risk

and liquidity in a potential rising interest rate environment. The Company's daily cash requirements or short-term investments are primarily met by using the financial instruments available through the Federal Home Loan Bank of Pittsburgh.

In December 2003, the Company formed a special purpose entity, Citizens Financial Statutory Trust I ("the Entity"), to issue $7,500,000 of floating rate obligated mandatory redeemable securities as part of a pooled offering. The rate is determined quarterly based on the 3 month LIBOR, plus 2.80%. The Entity may redeem the securities, in whole or in part, at face value at any time. The Company borrowed the proceeds of the issuance from the Entity in December 2003 in the form of a $7,500,000 note payable, which is included within "Borrowed Funds" in the liabilities section of the Company's balance sheet. Under current accounting rules, the Company's minority interest in the Entity was recorded at the initial investment amount and is included in the other assets section of the balance sheet. The Entity is not consolidated as part of the Company's Consolidated Financial Statements.

Stockholders' Equity

We evaluate stockholders' equity in relation to total assets and the risks associated with those assets. The greater the capital resource, the more likely a corporation will meet its cash obligations and absorb unforeseen losses. For these reasons, capital adequacy has been, and will continue to be, of paramount importance. As such, the Company has implemented policies and procedures to ensure that it has adequate capital levels. As part of this process, we routinely stress test our capital levels and identify potential risk and alternative sources of additional capital should the need arise.

Total stockholders' equity was $125.6 million at September 30, 2016 compared to $119.8 million at December 31, 2015, an increase of $5.8 million or 4.8%. Excluding accumulated other comprehensive income stockholders' equity increased $4.2 million, or 3.5%. The Company purchased 35,603 shares of treasury stock at a weighted average cost of $48.09 per share. The Company reissued 1,608 shares as part of the dividend reinvestment program at a weighted average cost of $47.40 per share, 3,650 shares as part of the restricted stock program at a weighted average cost of $47.84 per share and 1,016 shares as part of an incentive program at a weighted average cost of $47.65 per share. The Company reissued 372 shares as service awards for Company employees, at a weighted average cost of $47.95 per share. The Company reissued 5,522 shares through the employee stock ownership plan, at a weighted average cost of $47.82. Finally, 500 shares of treasury stock were reissued to members of executive management as additional compensation during 2016 at a weighted average of $48.00 per share. In the first nine months of 2016, the Company had net income of $9.5 million and declared cash dividends of $4.2 million, or $1.25 per share, representing a cash dividend payout ratio of 44.2%. We also issued a one percent stock dividend to the Company's shareholders, which had a market value of $1.6 million at its issuance.

All of the Company's investment securities are classified as available-for-sale, making this portion of the Company's balance sheet more sensitive to the changing market value of investments. As a result of changes in the interest rate environment, accumulated other comprehensive income associated with the change in investment securities increased $1.6 million from December 31, 2015.

The Company and 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 possibly additional discretionary-actions by regulators that, if undertaken, could have a direct material effect on the Company's financial statements. Under capital adequacy guidelines and the regulatory framework for prompt corrective action, the Company and Bank must meet specific capital guidelines that involve quantitative measures of the Company and Bank's assets, liabilities, and certain off-balance-sheet items as calculated under U.S. GAAP, regulatory reporting requirements, and regulatory capital standards. The Company and Bank's capital amounts and classification are also subject to qualitative judgments by the regulators about components, risk weightings, and other factors.

Quantitative measures established by regulatory capital standards to ensure capital adequacy require the Company and Bank to maintain minimum amounts and ratios of total and Tier 1 capital (as defined) to risk-weighted assets (as defined), common equity Tier 1 capital (as defined) to total risk-weighted assets (as defined), and of Tier 1 capital (as defined) to average assets (as defined). Management believes, as of September 30, 2016 and December 31, 2015, that the Company and Bank meet all capital adequacy requirements to which they are subject.

As of September 30, 2016 and December 31, 2015, the Company and Bank are categorized as well capitalized under the regulatory framework for prompt corrective action. To be categorized as well capitalized, the Company must maintain minimum total risk-based capital, Tier 1 risk-based capital, common equity Tier 1 risk-based capital, and Tier 1 leverage ratios as set forth in the table. There are no conditions or events since that notification that management believes have changed the institution's category.

The Company and Bank's computed risk based capital ratios are as follows (dollars in thousands):

| September 30, 2016 | Actual Amount | Ratio | For Capital Adequacy Purposes Amount | Ratio | To Be Well Capitalized Under Prompt Corrective Action Provisions Amount | Ratio |
|---|---|---|---|---|---|---|
| Total Capital (to Risk Weighted Assets): | | | | | | |
| Company | $119,918 | 15.72 % | $61,031 | 8.00 % | $76,289 | 10.00 % |
| Bank | $114,734 | 15.09 % | $60,840 | 8.00 % | $76,050 | 10.00 % |
| Tier 1 Capital (to Risk Weighted Assets): | | | | | | |
| Company | $111,526 | 14.62 % | $45,773 | 6.00 % | $61,031 | 8.00 % |
| Bank | $106,343 | 13.98 % | $45,630 | 6.00 % | $60,840 | 8.00 % |
| Common Equity Tier 1 Capital (to Risk Weighted Assets): | | | | | | |
| Company | $104,026 | 13.64 % | $34,330 | 4.50 % | $49,588 | 6.50 % |
| Bank | $106,343 | 13.98 % | $34,223 | 4.50 % | $49,433 | 6.50 % |
| Tier 1 Capital (to Average Assets): | | | | | | |
| Company | $111,526 | 9.55 % | $46,714 | 4.00 % | $58,393 | 5.00 % |
| Bank | $106,343 | 9.12 % | $46,621 | 4.00 % | $58,276 | 5.00 % |

| December 31, 2015 | Actual Amount | Ratio | For Capital Adequacy Purposes Amount | Ratio | To Be Well Capitalized Under Prompt Corrective Action Provisions Amount | Ratio |
|---|---|---|---|---|---|---|
| Total Capital (to Risk Weighted Assets): | | | | | | |
| Company | $114,886 | 16.23 % | $56,630 | 8.00 % | $70,787 | 10.00 % |
| Bank | $108,232 | 15.34 % | $56,443 | 8.00 % | $70,554 | 10.00 % |
| Tier 1 Capital (to Risk Weighted Assets): | | | | | | |
| Company | $107,612 | 15.20 % | $42,472 | 6.00 % | $56,630 | 8.00 % |
| Bank | $100,958 | 14.31 % | $42,332 | 6.00 % | $56,443 | 8.00 % |
| Common Equity Tier 1 Capital (to Risk Weighted Assets): | | | | | | |
| Company | $100,112 | 14.14 % | $31,854 | 4.50 % | $46,012 | 6.50 % |
| Bank | $100,958 | 14.31 % | $31,749 | 4.50 % | $45,860 | 6.50 % |
| Tier 1 Capital (to Average Assets): | | | | | | |
| Company | $107,612 | 11.01 % | $39,083 | 4.00 % | $48,854 | 5.00 % |
| Bank | $100,958 | 10.35 % | $39,006 | 4.00 % | $48,757 | 5.00 % |

Off-Balance Sheet Activities

Some financial instruments, such as loan commitments, credit lines, and letters of credit, are issued to meet customer financing needs. The contractual amount of financial instruments with off-balance sheet risk was as follows at September 30, 2016 and December 31, 2015 (in thousands):

| | September 30, 2016 | December 31, 2015 |
|---|---|---|
| Commitments to extend credit | $ 181,087 | $ 143,134 |
| Standby letters of credit | 14,099 | 13,751 |
| | $ 195,186 | $ 156,885 |

We also offer limited overdraft protection as a non-contractual courtesy which is available to demand deposit accounts in good standing. Overdraft charges as a result of ATM withdrawals and one time point of sale (non-recurring) transactions require prior approval of the customer. The non-contractual amount of financial instruments with off-balance sheet risk at September 30, 2016 and December 31, 2015 was $9,102,000 and $12,485,000, respectively. The Company reserves the right to discontinue this service without prior notice.

Liquidity

Liquidity is a measure of the Company's ability to efficiently meet normal cash flow requirements of both borrowers and depositors. To maintain proper liquidity, we use funds management policies, which include liquidity target ratios, along with our investment policies to assure we can meet our financial obligations to depositors, credit customers and stockholders. Liquidity is needed to meet depositors' withdrawal demands, extend credit to meet borrowers' needs, provide funds for normal operating expenses and cash dividends, and to fund other capital expenditures.

Cash generated by operating activities, investing activities and financing activities influences liquidity management. Our Company's historical activity in this area can be seen in the Consolidated Statement of Cash Flows. The most important source of funds is core deposits. Repayment of principal on outstanding loans and cash flows created from the investment portfolio are also factors in liquidity management. Other sources of funding include brokered certificates of deposit and the sale of loans or investments, if needed.

The Company's use of funds is shown in the investing activity section of the Consolidated Statement of Cash Flows, where the net loan activity is presented. Other significant uses of funds include purchasing stock from the Federal Home Loan Bank (FHLB) of Pittsburgh, as well as capital expenditures. Capital expenditures (including software purchases), during the first nine months of 2016 were $500,000 compared to $633,000 during the same time period in 2015.

Short-term debt from the FHLB supplements the Bank's availability of funds. The Bank achieves liquidity primarily from temporary or short term investments in the Federal Reserve and the FHLB. The Bank has a maximum borrowing capacity at the FHLB of approximately $321.6 million, of which $29.3 million was outstanding at September 30, 2016. Additionally, we have a Federal funds line totaling $10.0 million from a third party bank at market rates. This line is not drawn upon. We also have a borrower in custody line with the Federal Reserve Bank of approximately $4.5 million, which also is not drawn upon as of September 30, 2016. The Company continues to evaluate its liquidity needs and as necessary finds additional sources.

Citizens Financial Services, Inc. is a separate legal entity from the Bank and must provide for its own liquidity. In addition to its operating expenses, Citizens Financial is responsible for paying any dividends declared to its shareholders. Citizens Financial also has repurchased shares of its common stock. Citizens Financial's primary source of income is dividends received from the Bank. Both federal and state laws impose restrictions on the ability of the Bank to pay dividends. In particular, the Bank may not, as a state-chartered bank which is a member of the

Federal Reserve System, declare a dividend without approval of the Federal Reserve, unless the dividend to be declared by the Bank's Board of Directors does not exceed the total of: (i) the Bank's net profits for the current year to date, plus (ii) its retained net profits for the preceding two current years, less any required transfers to surplus. The Federal Reserve Board and the FDIC have formal and informal policies which provide that insured banks and bank holding companies should generally pay dividends only out of current operating earnings, with some exceptions. The Prompt Corrective Action Rules, described above, further limit the ability of banks to pay dividends, because banks which are not classified as well capitalized or adequately capitalized may not pay dividends and no dividend may be paid which would make the Bank undercapitalized after the dividend. At September 30, 2016, Citizens Financial Services, Inc. on an unconsolidated basis) had liquid assets of $3.6 million.

Interest Rate and Market Risk Management

The objective of interest rate sensitivity management is to maintain an appropriate balance between the stable growth of income and the risks associated with maximizing income through interest sensitivity imbalances and the market value risk of assets and liabilities.

Because of the nature of our operations, we are not subject to foreign currency exchange or commodity price risk and, because we have no trading portfolio, we are not subject to trading risk. Currently, the Company has equity securities that represent only 0.8% of its investment portfolio and, therefore, equity risk is not significant.

The primary components of interest-sensitive assets include adjustable-rate loans and investments, loan repayments, investment maturities and money market investments. The primary components of interest-sensitive liabilities include maturing certificates of deposit, IRA certificates of deposit and short-term borrowings. Savings deposits, NOW accounts and money market investor accounts are considered core deposits and are not short-term interest sensitive (except for the top-tier money market investor accounts, typically help by local governments, which are paid current market interest rates).

Gap analysis, one of the methods used by us to analyze interest rate risk, does not necessarily show the precise impact of specific interest rate movements on our Company's net interest income because the re-pricing of certain assets and liabilities is discretionary and is subject to competitive and other pressures. In addition, assets and liabilities within the same period may, in fact, be repaid at different times and at different rate levels. We have not experienced the kind of earnings volatility that might be indicated from gap analysis.

The Company currently uses a computer simulation model to better measure the impact of interest rate changes on net interest income. We use the model as part of our risk management and asset liability management processes that we believe will effectively identify, measure, and monitor the Company's risk exposure. In this analysis, the Company examines the results of movements in interest rates with additional assumptions made concerning prepayment speeds on mortgage loans and mortgage securities. Shock scenarios, which assume a parallel shift in interest rates and is instantaneous, typically have the greatest impact on net interest income. The following is a rate shock analysis and the impact on net interest income as of September 30, 2016 (dollars in thousands):

| Changes in Rates | Prospective One-Year Net Interest Income | Change In Prospective Net Interest Income | % Change In Prospective Net Interest Income |
|---|---|---|---|
| -100 Shock | $ 36,642 | $ (777 ) | (2.08 ) |
| Base | 37,419 | - | - |
| +100 Shock | 36,804 | (615 ) | (1.64 ) |
| +200 Shock | 36,248 | (1,171 ) | (3.13 ) |
| +300 Shock | 35,575 | (1,844 ) | (4.93 ) |
| +400 Shock | 34,711 | (2,708 ) | (7.24 ) |

The model makes estimates, at each level of interest rate change, regarding cash flows from principal repayments on loans and mortgage backed securities, call activity of other investment securities, and deposit selection, re-pricing and maturity structure. Because of these assumptions, actual results could differ significantly from these estimates which would result in significant differences in the calculated projected change on net interest income. Additionally, the changes above do not necessarily represent the level of change under which management would undertake specific measures to realign its portfolio in order to reduce the projected level of change. It should be noted that the changes in

net interest income noted above are in line with Company policy for interest rate risk.

Item 3-Quantitative and Qualitative Disclosure about Market Risk

In the normal course of conducting business activities, the Company is exposed to market risk, principally interest rate risk, through the operations of its banking subsidiary. Interest rate risk arises from market driven fluctuations in interest rates that affect cash flows, income, expense and values of financial instruments and was discussed previously in this Form 10-Q. Management and a committee of the Board of Directors manage interest rate risk (see also "Interest Rate and Market Risk Management").

Item 4-Control and Procedures

(a) Disclosure Controls and Procedures

The Company's management, including the Company's principal executive officer and principal financial officer, have evaluated the effectiveness of the Company's "disclosure controls and procedures," as such term is defined in Rule 13a-15(e) promulgated under the Securities Exchange Act of 1934, as amended, (the "Exchange Act"). Based upon their evaluation, the principal executive officer and principal financial officer concluded that, as of the end of the period covered by this report, the Company's disclosure controls and procedures were effective for the purpose of ensuring that the information required to be disclosed in the reports that the Company files or submits under the Exchange Act with the SEC (1) is recorded, processed, summarized and reported within the time periods specified in the SEC's rules and forms, and (2) is accumulated and communicated to the Company's management, including its principal executive and principal financial officers, as appropriate to allow timely decisions regarding required disclosure.

(b) Changes to Internal Control over Financial Reporting

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

PART II OTHER INFORMATION

Item 1 Legal Proceedings

Management is not aware of any pending or threatened litigation that would have a material adverse effect on the consolidated financial position of the Company. Any pending proceedings are ordinary, routine litigation incidental to the business of the Company and its subsidiary. In addition, no material proceedings are pending or are known to be threatened or contemplated against the Company and its subsidiary by government authorities.

Item 1A – Risk Factors

In addition to the other information set forth in this report, you should carefully consider the factors discussed in Part I, "Item 1.A. Risk Factors" in our Annual Report on Form 10-K for the year ended December 31, 2015, which could materially affect our business, financial condition or future results. At September 30, 2016 the risk factors of the Company have not changed materially from those reported in our Annual Report on Form 10-K. However, the risks described in our Annual Report on Form 10-K are not the only risks that we face. Additional risks and uncertainties not currently known to us or that we currently deem to be immaterial also may materially adversely affect our business, financial condition and/or operating results.

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

ISSUER PURCHASES OF EQUITY SECURITIES

| Period | Total Number of Shares (or units Purchased) | Average Price Paid per Share (or Unit) | Total Number of Shares (or Units) Purchased as Part of Publicly | Maximum Number (or Approximate Dollar Value) of Shares (or Units) that |
|---|---|---|---|---|

| | | | Announced Plans of Programs | May Yet Be Purchased Under the Plans or Programs (1) |
|---|---|---|---|---|
| 7/1/16 to 7/31/16 | - | $ 0.00 | - | 142,622 |
| 8/1/16 to 8/31/16 | 4,389 | $ 49.42 | 4,389 | 138,233 |
| 9/1/16 to 9/30/16 | 300 | $ 48.50 | 300 | 137,933 |
| Total | 4,689 | $ 49.36 | 4,689 | 137,933 |

(1) On October 20, 2015, the Company announced that the Board of Directors authorized the Company to repurchase up to an additional 150,000 shares. The repurchases will be conducted through open-market purchases or privately negotiated transactions and will be made from time to time depending on market conditions and other factors. No time limit was placed on the duration of the share repurchase program. Any repurchased shares will be held as treasury stock and will be available for general corporate purposes.

Item 3 Defaults Upon Senior Securities

Not applicable.

Item 4 – Mine Safety Disclosure

Not applicable.

Item 5 Other Information

None

Item 6 Exhibits

(a) The following documents are filed as a part of this report:

| | |
|---|---|
| 3.1 | Articles of Incorporation of Citizens Financial Services, Inc., as amended [1] |
| 3.2 | Bylaws of Citizens Financial Services, Inc.[2] |
| 4.1 | Form of Common Stock Certificate.[3] |
| 31.1 | Rule 13a-14(a)/15d-14(a) Certification of Chief Executive Officer |
| 31.2 | Rule 13a-14(a)/15d-14(a) Certification of Chief Financial Officer |
| 32.1 | Section 1350 Certification of Chief Executive Officer and Chief Financial Officer |
| 101 ** | The following materials from the Company's Quarterly Report on Form 10-Q for the period ended September 30, 2016, formatted in XBRL (Extensible Business Reporting Language): (i) The Consolidated Balance Sheet (unaudited), (ii) the Consolidated Statement of Income (unaudited), (iii) the Consolidated Statement of Comprehensive Income (unaudited), (iv) the Consolidated Statement of Cash Flows (unaudited) and (v) related notes (unaudited). |

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[1] Incorporated by reference to Exhibit 3.1 to the Company's Quarterly Report on Form 10-Q for the quarter ended March 31, 2010, as filed with the Commission on May 12, 2010.

[2] Incorporated by reference to Exhibit 3.2 to the Company's Current Report on Form 8-K, as filed with the Commission on December 24, 2009.

[3] Incorporated by reference to Exhibit 4 to the Company's Annual Report on Form 10-K for the fiscal year ended December 31, 2005, as filed with the Commission on March 14, 2006.

** Furnished, not filed.

Signatures

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

**Citizens Financial Services, Inc.**
**(Registrant)**

November 9, 2016 By: /s/ Randall E. Black
Randall E. Black
President and Chief Executive Officer
(Principal Executive Officer)

November 9, 2016 By: /s/ Mickey L. Jones
Mickey L. Jones
Chief Financial Officer
(Principal Accounting Officer)