

CITIZENS FINANCIAL SERVICES INC  
Form 10-K  
March 07, 2019  
UNITED STATES  
SECURITIES AND EXCHANGE COMMISSION  
Washington, D.C. 20549

FORM 10-K  
(Mark One)

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

For the fiscal year ended December 31, 2018

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 000-13222

CITIZENS  
FINANCIAL  
SERVICES, INC.  
(Exact name of  
registrant as specified  
in its charter)  
Pennsylvania 2265045

State  
or  
other (I.R.S.  
jurisdiction of  
of Employer  
incorporation  
(Non)

or  
organization

15  
South  
Main 16933  
Street,  
Mansfield,  
Pennsylvania

(Address  
of  
principal (Zip Code)

executive  
offices)  
Registered telephone  
(570) 662-2121

number,  
including  
area  
code

Securities  
registered  
pursuant  
to  None  
Section  
12(b) of  
the Act:

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

Common Stock, par  
value \$1.00 per share  
(Title of class)

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

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

Indicate by check mark whether the registrant (1) has filed all reports required to be filed by Section 13 or 15(d) of the Securities Exchange Act of 1934 during the preceding 12 months (or for such shorter period that the registrant was required to file such reports), and (2) has been subject to such filing requirements for the past 90 days.  
 Yes  No

Indicate by check mark whether the registrant has submitted electronically every Interactive Data File required to be submitted 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 such files).  
 Yes  No

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

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

Large accelerated filer	Accelerated filer
Non-accelerated filer	Smaller reporting company
Emerging growth company	

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

Indicate by check mark whether the registrant is a shell company (as defined in Rule 12b-2 of the Act).

Yes      No

State the aggregate market value of the voting and non-voting common equity held by non-affiliates computed by reference to the price at which the common equity was last sold, or the average bid and asked price of such common equity, as of the last business day of the registrant’s most recently completed second fiscal quarter. \$194,033,706 as of June 30, 2018.

As of February 25, 2019, there were 3,500,277 shares of the registrant’s common stock outstanding.

**DOCUMENTS INCORPORATED BY REFERENCE**

Certain information required by Part III is incorporated by reference to the Registrant’s Definitive Proxy Statement for the 2018 Annual Meeting of Shareholders.

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Citizens Financial Services, Inc.  
 Form 10-K  
 INDEX

	Page
PART I	
ITEM 1 – BUSINESS	1 – 9
ITEM 1A – RISK FACTORS	9 – 16
ITEM 1B – UNRESOLVED STAFF COMMENTS	16
ITEM 2 – PROPERTIES	16
ITEM 3 – LEGAL PROCEEDINGS	16
ITEM 4 – MINE SAFETY DISCLOSURES	16
PART II	
ITEM 5 – MARKET FOR REGISTRANT’S COMMON EQUITY, RELATED STOCKHOLDER MATTERS AND ISSUER PURCHASES OF EQUITY SECURITIES	17 – 18
ITEM 6 – SELECTED FINANCIAL DATA	19
ITEM 7 – MANAGEMENT’S DISCUSSION AND ANALYSIS OF FINANCIAL CONDITION AND RESULTS OF OPERATIONS	20 – 50
ITEM 7A – QUANTITATIVE AND QUALITATIVE DISCLOSURES ABOUT MARKET RISK	50
ITEM 8 – FINANCIAL STATEMENTS AND SUPPLEMENTARY DATA	51 – 109
ITEM 9 – CHANGES IN AND DISAGREEMENTS WITH ACCOUNTANTS ON ACCOUNTING AND FINANCIAL DISCLOSURE	110
ITEM 9A – CONTROLS AND PROCEDURES	110
ITEM 9B– OTHER INFORMATION	110
PART III	
ITEM 10 – DIRECTORS, EXECUTIVE OFFICERS AND CORPORATE GOVERNANCE	111
ITEM 11 – EXECUTIVE COMPENSATION	111
ITEM 12 – SECURITY OWNERSHIP OF CERTAIN BENEFICIAL OWNERS AND MANAGEMENT AND RELATED STOCKHOLDER MATTERS	111 – 112
ITEM 13 – CERTAIN RELATIONSHIPS AND RELATED TRANSACTIONS, AND DIRECTOR INDEPENDENCE	112
ITEM 14 – PRINCIPAL ACCOUNTANT FEES AND SERVICES	112
PART IV	
ITEM 15 – EXHIBITS AND FINANCIAL STATEMENT SCHEDULES	113 – 115
ITEM 16 – FORM 10-K SUMMARY	115
SIGNATURES	116

PART I

ITEM 1 – BUSINESS.

CITIZENS FINANCIAL SERVICES, INC.

Citizens Financial Services, Inc. (the “Company”), a Pennsylvania corporation, was incorporated on April 30, 1984 to be the holding company for First Citizens Community Bank (the “Bank”), a Pennsylvania-chartered bank and trust company. The Company is primarily engaged in the ownership and management of the Bank and the Bank’s wholly-owned insurance agency subsidiary, First Citizens Insurance Agency, Inc. We completed the acquisition of a branch in Centre County, Pennsylvania on December 8, 2017. On December 11, 2015, the Company completed the acquisition of The First National Bank of Fredericksburg (“FNB”) by merging FNB into the Bank, with the Bank as the resulting institution.

AVAILABLE INFORMATION

A copy of the Company’s annual report on Form 10-K, quarterly reports on Form 10-Q, current events reports on Form 8-K, and amendments to these reports, filed or furnished pursuant to Section 13(a) or 15(d) of the Securities Exchange Act of 1934, as amended, are made available free of charge through the Company’s web site at [www.firstcitizensbank.com](http://www.firstcitizensbank.com) as soon as reasonably practicable after such reports are filed with or furnished to the Securities and Exchange Commission. Copies of the reports the Company files electronically with the Securities and Exchange Commission are also available through the Securities and Exchange Commission’s website at [www.sec.gov](http://www.sec.gov). Information on our website shall not be considered as incorporated by reference into this Form 10-K.

FIRST CITIZENS COMMUNITY BANK

The Bank is a full-service bank engaged in a broad range of banking activities and services for individual, business, governmental and institutional customers. These activities and services principally include checking, savings, and time deposit accounts; residential, commercial and agricultural real estate, commercial and industrial, state and political subdivision and consumer loans; and a variety of other specialized financial services. The Trust and Investment division of the Bank offers a full range of client investment, estate, mineral management and retirement services.

The Bank’s main office is located at 15 South Main Street, Mansfield (Tioga County), Pennsylvania. The Bank’s primary market area consists of the Pennsylvania Counties of Bradford, Clinton, Potter and Tioga in north central Pennsylvania. It also includes Allegany, Steuben, Chemung and Tioga Counties in Southern New York. With the completion of the FNB acquisition, the Bank added seven additional banking offices in south central Pennsylvania; four offices in Lebanon County, two offices in Schuylkill County, and one office in Berks County. During 2016, the Bank opened a full service branch in Lancaster County, Pennsylvania and a limited branch office in Union County, Pennsylvania. In 2017, the Bank opened a limited branch office in Lancaster County, which was closed in 2018. We have been approved and opened in February 2019, a full service branch in Lancaster County to replace the limited branch office that was closed in December 2018. We also purchased a full service branch in State College, Pennsylvania in 2017, which is located in Centre County, Pennsylvania. The economy of the Bank’s market areas are diversified and include manufacturing industries, wholesale and retail trade, service industries, agricultural and the production of natural resources of gas and timber. We are dependent geographically upon the economic conditions in north central, central and south central Pennsylvania, as well as the southern tier of New York. In addition to the main office in Mansfield, the Bank operates 26 full service offices after opening the newest branch in February 2019, and one limited branch office in its market areas.

As of December 31, 2018, the Bank had 238 full time employees and 36 part-time employees, resulting in 257 full time equivalent employees at our corporate offices and other banking locations.

## COMPETITION

The banking industry in the Bank's service area is intensely competitive, with competitors including local community banks, larger regional banks, and financial service providers such as consumer finance companies, thrifts, investment firms, mutual funds, insurance companies, credit unions, mortgage banking firms, financial companies, financial affiliates of industrial companies, internet entities, and government sponsored agencies, such as Freddie Mac and Fannie Mae. There has been an increase in competitive pressures as entities continue to seek loan growth and expand into new markets. In north central Pennsylvania there has been additional competition from brokerage firms and retirement fund management firms due to the wealth generated from the exploration for natural gas in the market area. 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.

Additional information related to our business and competition is included in Part II, Item 7, "Management's Discussion and Analysis of Financial Condition and Results of Operations".

## SUPERVISION AND REGULATION

### GENERAL

The Bank is subject to extensive regulation, examination and supervision by the Pennsylvania Department of Banking ("PDB") and, as a member of the Federal Reserve System, by the Board of Governors of the Federal Reserve System (the "FRB"). Federal and state banking laws and regulations govern, among other things, the scope of a bank's business, the investments a bank may make, the reserves against deposits a bank must maintain, terms of deposit accounts, loans a bank makes, the interest rates a bank charges and collateral a bank takes, the activities of a bank with respect to mergers and consolidations and the establishment of branches. The Company is registered as a bank holding company and is subject to supervision and regulation by the FRB under the Bank Holding Company Act of 1956, as amended (the "BHCA").

### PENNSYLVANIA BANKING LAWS

The Pennsylvania Banking Code ("Banking Code") contains detailed provisions governing the organization, location of offices, rights and responsibilities of directors, officers, and employees, as well as corporate powers, savings and investment operations and other aspects of the Bank and its affairs. The Banking Code delegates extensive rule-making power and administrative discretion to the PDB so that the supervision and regulation of state chartered banks may be flexible and readily responsive to changes in economic conditions and in savings and lending practices. Pennsylvania law also provides Pennsylvania state chartered institutions elective parity with the power of national banks, federal thrifts, and state-chartered institutions in other states as authorized by the FDIC, subject to a required notice to the PDB. The Federal Deposit Insurance Corporation Act ("FDIA"), however, prohibits state chartered banks from making new investments, loans, or becoming involved in activities as principal and equity investments which are not permitted for national banks unless (1) the FDIC determines the activity or investment does not pose a significant risk of loss to the Deposit Insurance Fund and (2) the bank meets all applicable capital requirements. Accordingly, the additional operating authority provided to the Bank by the Banking Code is restricted by the FDIA.

In April 2008, banking regulators in the States of New Jersey, New York, and Pennsylvania entered into a Memorandum of Understanding (the "Interstate MOU") to clarify their respective roles, as home and host state regulators, regarding interstate branching activity on a regional basis pursuant to the Riegle-Neal Amendments Act of 1997. The Interstate MOU establishes the regulatory responsibilities of the respective state banking regulators regarding bank regulatory examinations and is intended to reduce the regulatory burden on state chartered banks branching within the region by eliminating duplicative host state compliance exams. Under the Interstate MOU, the activities of branches we established in New York would be governed by Pennsylvania state law to the same extent that federal law governs the activities of the branch of an out-of-state national bank in such host states. Issues regarding whether a particular host state law is preempted are to be determined in the first instance by the PDB. In the event that the PDB and the applicable host state regulator disagree regarding whether a particular host state law is

pre-empted, the PDB and the applicable host state regulator would use their reasonable best efforts to consider all points of view and to resolve the disagreement.

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### COMMUNITY REINVESTMENT ACT

The Community Reinvestment Act, (“CRA”), as implemented by FRB regulations, provides that the Bank has a continuing and affirmative obligation consistent with its safe and sound operation to help meet the credit needs of its entire community, including low and moderate income neighborhoods. The CRA does not establish specific lending requirements or programs for financial institutions nor does it limit an institution’s discretion to develop the types of products and services that it believes are best suited to its particular community, consistent with the CRA. The CRA requires the FRB, in connection with its examination of the Bank, to assess the institution’s record of meeting the credit needs of its community and to take such record into account in its evaluation of certain corporate applications by such institution, such as mergers and branching. The Bank’s most recent rating was “Satisfactory.” Various consumer laws and regulations also affect the operations of the Bank. In addition to the impact of regulation, commercial banks are affected significantly by the actions of the FRB as it attempts to control the money supply and credit availability in order to influence the economy.

### CURRENT CAPITAL REQUIREMENTS

Federal regulations require FDIC-insured depository institutions, including state-chartered, FRB-member banks, to meet several minimum capital standards. These capital standards were effective January 1, 2015, and result from a final rule implementing regulatory amendments based on recommendations of the Basel Committee on Banking Supervision and certain requirements of the Dodd-Frank Wall Street Reform and Consumer Protection Act (“Dodd-Frank Act”).

The capital standards require the maintenance of common equity Tier 1 capital, Tier 1 capital and total capital to risk-weighted assets of at least 4.5%, 6.0% and 8.0%, respectively, and a leverage ratio of at least 4% of Tier 1 capital. Common equity Tier 1 capital is generally defined as common stockholders’ equity and retained earnings. Tier 1 capital is generally defined as common equity Tier 1 and Additional Tier 1 capital. Additional Tier 1 capital generally includes certain noncumulative perpetual preferred stock and related surplus and minority interests in equity accounts of consolidated subsidiaries. Total capital includes Tier 1 capital (common equity Tier 1 capital plus Additional Tier 1 capital) and Tier 2 capital. Tier 2 capital is comprised of capital instruments and related surplus meeting specified requirements, and may include cumulative preferred stock and long-term perpetual preferred stock, mandatory convertible securities, intermediate preferred stock and subordinated debt. Also included in Tier 2 capital is the allowance for loan and lease losses limited to a maximum of 1.25% of risk-weighted assets and, for institutions that have exercised an opt-out election regarding the treatment of Accumulated Other Comprehensive Income (“AOCI”), up to 45% of net unrealized gains on available-for-sale equity securities with readily determinable fair market values. The Company has exercised the AOCI opt-out option and therefore AOCI is not incorporated into common equity Tier 1 capital. Calculation of all types of regulatory capital is subject to deductions and adjustments specified in the regulations.

In determining the amount of risk-weighted assets for purposes of calculating risk-based capital ratios, assets, including certain off-balance sheet assets (e.g., recourse obligations, direct credit substitutes, residual interests) are multiplied by a risk weight factor assigned by the regulations based on the risks believed inherent in the type of asset. Higher levels of capital are required for asset categories believed to present greater risk. For example, a risk weight of 0% is assigned to cash and U.S. government securities, a risk weight of 50% is generally assigned to prudently underwritten first lien one- to four-family residential mortgages, a risk weight of 100% is assigned to commercial and consumer loans, a risk weight of 150% is assigned to certain past due loans and a risk weight of between 0% to 600% is assigned to permissible equity interests, depending on certain specified factors.



In addition to establishing the minimum regulatory capital requirements, the regulations limit capital distributions by the institution and certain discretionary bonus payments to management if an institution does not hold a “capital conservation buffer” consisting of 2.5% of common equity Tier 1 capital to risk-weighted assets above the amount necessary to meet its minimum risk-based capital requirements. The capital conservation buffer requirement was phased in beginning January 1, 2016 at 0.625% of risk-weighted assets and increased each year until fully implemented at 2.5% on January 1, 2019.

The FRB has authority to establish individual minimum capital requirements in appropriate cases upon a determination that an institution’s capital level is or may become inadequate in light of the particular risks or circumstances.

As of December 31, 2018, we met all applicable capital adequacy requirements.

#### PROMPT CORRECTIVE ACTION RULES

Federal law establishes a system of prompt corrective action to resolve the problems of undercapitalized institutions. The law requires that certain supervisory actions be taken against undercapitalized institutions, the severity of which depends on the degree of undercapitalization. The FRB has adopted regulations to implement the prompt corrective action legislation as to state member banks. The regulations were amended to incorporate the previously mentioned increased regulatory capital standards that were effective January 1, 2015. An institution is deemed to be “well capitalized” if it has a total risk-based capital ratio of 10.0% or greater, a Tier 1 risk-based capital ratio of 8.0% or greater, a leverage ratio of 5.0% or greater and a common equity Tier 1 ratio of 6.5% or greater. An institution is “adequately capitalized” if it has a total risk-based capital ratio of 8.0% or greater, a Tier 1 risk-based capital ratio of 6.0% or greater, a leverage ratio of 4.0% or greater and a common equity Tier 1 ratio of 4.5% or greater. An institution is “undercapitalized” if it has a total risk-based capital ratio of less than 8.0%, a Tier 1 risk-based capital ratio of less than 6.0%, a leverage ratio of less than 4.0% or a common equity Tier 1 ratio of less than 4.5%. An institution is deemed to be “significantly undercapitalized” if it has a total risk-based capital ratio of less than 6.0%, a Tier 1 risk-based capital ratio of less than 4.0%, a leverage ratio of less than 3.0% or a common equity Tier 1 ratio of less than 3.0%. An institution is considered to be “critically undercapitalized” if it has a ratio of tangible equity (as defined in the regulations) to total assets that is equal to or less than 2.0%.

Subject to a narrow exception, a receiver or conservator must be appointed for an institution that is “critically undercapitalized” within specified time frames. The regulations also provide that a capital restoration plan must be filed with the FRB within 45 days of the date an institution is deemed to have received notice that it is “undercapitalized,” “significantly undercapitalized” or “critically undercapitalized.” Compliance with the capital restoration plan must be guaranteed by any parent holding company up to the lesser of 5% of the depository institution’s total assets when it was deemed to be undercapitalized or the amount necessary to achieve compliance with applicable capital requirements. In addition, numerous mandatory supervisory actions become immediately applicable to an undercapitalized institution including, but not limited to, increased monitoring by regulators and restrictions on growth, capital distributions and expansion. The FRB could also take any one of a number of discretionary supervisory actions, including the issuance of a capital directive and the replacement of senior executive officers and directors. Significantly and critically undercapitalized institutions are subject to additional mandatory and discretionary measures.

#### STANDARDS FOR SAFETY AND SOUNDNESS

The federal banking agencies have adopted Interagency Guidelines prescribing Standards for Safety and Soundness in various areas such as internal controls and information systems, internal audit, loan documentation and credit underwriting, interest rate exposure, asset growth and quality, earnings and compensation, fees and benefits. The guidelines set forth the safety and soundness standards that the federal banking agencies use to identify and address problems at insured depository institutions before capital becomes impaired. If the FRB determines that a state member bank fails to meet any standard prescribed by the guidelines, the FRB may require the institution to submit an acceptable plan to achieve compliance with the standard.

#### ENFORCEMENT

The PDB maintains enforcement authority over the Bank, including the power to issue cease and desist orders and civil money penalties and remove directors, officers or employees. The PDB also has the power to appoint a conservator or receiver for a bank upon insolvency, imminent insolvency, unsafe or unsound condition or certain other situations. The FRB has primary federal enforcement responsibility over FRB-member state banks and has authority to bring actions against the institution and all institution-affiliated parties, including shareholders, who knowingly or recklessly participate in wrongful actions likely to have an adverse effect on the bank. Formal enforcement action may range from the issuance of a capital directive or a cease and desist order, to removal of officers and/or directors. Civil penalties cover a wide range of violations and can amount to \$25,000 per day, or even \$1 million per day in especially egregious cases. The FDIC, as deposit insurer, has the authority to recommend to the FRB that enforcement action be taken with respect to a member bank. If the FRB does not take action, the FDIC has authority to take such action under certain circumstances. In general, regulatory enforcement actions occur with respect to situations involving unsafe or unsound practices or conditions, violations of law or regulation or breaches of fiduciary duty. Federal and Pennsylvania law also establish criminal penalties for certain violations.

#### REGULATORY RESTRICTIONS ON BANK DIVIDENDS

The Bank may not declare a dividend without approval of the FRB, 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 years, less any required transfers to surplus.

Under Pennsylvania law, the Bank may only declare and pay dividends from its accumulated net earnings. In addition, the Bank may not declare and pay dividends from the surplus funds that Pennsylvania law requires that it maintain. Under these policies and subject to the restrictions applicable to the Bank, the Bank could have declared, during 2018, without prior regulatory approval, aggregate dividends of approximately \$12.4 million, plus net profits earned to the date of such dividend declaration.

#### BANK SECRECY ACT

Under the Bank Secrecy Act (BSA), banks and other financial institutions are required to retain records to assure that the details of financial transactions can be traced if investigators need to do so. Banks are also required to report most cash transactions in amounts exceeding \$10,000 made by or on behalf of their customers. Failure to meet BSA requirements may expose the Bank to statutory penalties, and a negative compliance record may affect the willingness of regulating authorities to approve certain actions by the Bank requiring regulatory approval, including acquisition and opening new branches.

#### INSURANCE OF DEPOSIT ACCOUNTS

The Bank's deposits are insured up to applicable limits by the Deposit Insurance Fund (DIF) of the FDIC. Under the FDIC's risk-based assessment system, insured institutions are assigned to one of four risk categories based on supervisory evaluations, regulatory capital levels and certain other factors, with less risky institutions paying lower assessments. An institution's assessment rate depends upon the category to which it is assigned, and certain adjustments specified by FDIC regulations.

As required by the Dodd-Frank Act, the FDIC has issued final rules implementing changes to the assessment rules. The rules change the assessment base used for calculating deposit insurance assessments from deposits to total assets less tangible (Tier 1) capital. Since the new base is larger than the previous base, the FDIC also lowered assessment rates so that the rule would not significantly alter the total amount of revenue collected from the industry. The range of adjusted assessment rates is now 2.5 to 45 basis points of the new assessment base. The rule is expected to benefit smaller financial institutions, which typically rely more on deposits for funding, and shift more of the burden for supporting the insurance fund to larger institutions, which are thought to have greater access to nondeposit funding. No institution may pay a dividend if it is in default of its assessments. As a result of the Dodd-Frank Act, deposit insurance per account owner is \$250,000 for all types of accounts.

The Dodd-Frank Act increased the minimum target DIF ratio from 1.15% of estimated insured deposits to 1.35% of estimated insured deposits. The FDIC must seek to achieve the 1.35% ratio by September 30, 2020. Insured institutions with assets of \$10 billion or more are supposed to fund the increase. The Dodd-Frank Act eliminated the 1.5% maximum fund ratio, instead leaving it to the discretion of the FDIC. The FDIC has recently exercised that discretion by establishing a long range fund ratio of 2%.

The FDIC has authority to increase insurance assessments. A significant increase in insurance premiums would likely have an adverse effect on the operating expenses and results of operations of the Bank. Management cannot predict what insurance assessment rates will be in the future.

Insurance of deposits may be terminated by the FDIC upon a finding that the institution has engaged in unsafe or unsound practices, is in an unsafe or unsound condition to continue operations or has violated any applicable law, regulation, rule, order or regulatory condition imposed in writing. The management of the Bank does not know of any practice, condition or violation that might lead to termination of deposit insurance.

#### FEDERAL RESERVE SYSTEM

Under FRB regulations, the Bank is required to maintain reserves against its transaction accounts (primarily NOW and regular checking accounts). For 2019, the Bank is required to maintain average daily reserves equal to 3% on aggregate transaction accounts of up to and including \$124.2 million, plus 10% on the remainder, and the first \$16.3 million of otherwise reservable balances will be exempt. These reserve requirements are subject to annual adjustment by the FRB. The Bank is in compliance with the foregoing requirements.

#### PROHIBITIONS AGAINST TYING ARRANGEMENTS

State-chartered banks are prohibited, subject to some exceptions, from extending credit to or offering any other service, or fixing or varying the consideration for such extension of credit or service, on the condition that the customer obtain some additional service from the institution or its affiliates or not obtain services of a competitor of the institution.

#### OTHER REGULATIONS

Interest and other charges collected or contracted for by the Bank are subject to state usury laws and federal laws concerning interest rates. The Bank's operations are also subject to federal and state laws applicable to credit transactions, such as the:

- Truth-In-Lending Act, governing disclosures of credit terms to consumer borrowers;
- Home Mortgage Disclosure Act, requiring financial institutions to provide information to enable the public and public officials to determine whether a financial institution is fulfilling its obligation to help meet the housing needs of the community it serves;
- Equal Credit Opportunity Act, prohibiting discrimination on the basis of race, creed or other prohibited factors in extending credit;
- Fair Credit Reporting Act, governing the use and provision of information to credit reporting agencies;
- Fair Debt Collection Act, governing the manner in which consumer debts may be collected by collection agencies;
- Truth in Savings Act; and
- Rules and regulations of the various federal and state agencies charged with the responsibility of implementing such laws.

The Bank's operations also are subject to the:

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

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

Check Clearing for the 21st Century Act (also known as "Check 21"), which gives "substitute checks," such as digital check images and copies made from that image, the same legal standing as the original paper check;

The USA PATRIOT Act, which requires banks operating to, among other things, establish broadened anti-money laundering compliance programs, due diligence policies and controls to ensure the detection and reporting of money laundering. Such required compliance programs are intended to supplement existing compliance requirements, also applicable to financial institutions, under the Bank Secrecy Act and the Office of Foreign Assets Control regulations; and

The Gramm-Leach-Bliley Act, which places limitations on the sharing of consumer financial information by financial institutions with unaffiliated third parties. Specifically, the Gramm-Leach-Bliley Act requires all financial institutions offering financial products or services to retail customers to provide such customers with the financial institution's privacy policy and provide such customers the opportunity to "opt out" of the sharing of certain personal financial information with unaffiliated third parties.

#### HOLDING COMPANY REGULATION

The Company, as a bank holding company, is subject to examination, supervision, regulation, and periodic reporting under the BHCA, as administered by the FRB. The Company is required to obtain the prior approval of the FRB to acquire all, or substantially all, of the assets of any bank or bank holding company. Prior FRB approval is also required for the Company to acquire direct or indirect ownership or control of any voting securities of any bank or bank holding company if it would, directly or indirectly, own or control more than 5% of any class of voting shares of the bank or bank holding company.

A bank holding company is generally prohibited from engaging in, or acquiring, direct or indirect control of more than 5% of the voting securities of any company engaged in nonbanking activities. One of the principal exceptions to this prohibition is for activities found by the FRB to be so closely related to banking or managing or controlling banks as to be a proper incident thereto. Some of the principal activities that the FRB has determined by regulation to be closely related to banking are: (i) making or servicing loans; (ii) performing certain data processing services; (iii) providing securities brokerage services; (iv) acting as fiduciary, investment or financial advisor; (v) leasing personal or real property under certain conditions; (vi) making investments in corporations or projects designed primarily to promote community welfare; and (vii) acquiring a savings association.

A bank holding company that meets specified conditions, including that its depository institutions subsidiaries are "well capitalized" and "well managed," can opt to become a "financial holding company." A "financial holding company" may engage in a broader array of financial activities than permitted a typical bank holding company. Such activities can include insurance underwriting and investment banking. The Company does not anticipate opting for "financial holding company" status at this time.

The Company is exempt from the FRB's consolidated capital adequacy guidelines for bank holding companies because the Company's consolidated assets are less than \$3.0 billion. The FRB consolidated capital adequacy guidelines are at least as stringent as those required for the subsidiary depository institutions.

A bank holding company is generally required to give the FRB prior written notice of any purchase or redemption of then outstanding equity securities if the gross consideration for the purchase or redemption, when combined with the net consideration paid for all such purchases or redemptions during the preceding 12 months, is equal to 10% or more of the Company's consolidated net worth. The FRB may disapprove such a purchase or redemption if it determines that the proposal would constitute an unsafe and unsound practice, or would violate any law, regulation, FRB order or directive, or any condition imposed by, or written agreement with, the FRB. The FRB has adopted an exception to that approval requirement for well-capitalized bank holding companies that meet certain other conditions.

The FRB has issued a policy statement regarding the payment of dividends by bank holding companies. In general, the FRB's policies provide that dividends should be paid only out of current earnings and only if the prospective rate of earnings retention by the bank holding company appears consistent with the organization's capital needs, asset quality and overall financial condition. The FRB's policies also require that a bank holding company serve as a source of financial strength to its subsidiary banks by using available resources to provide capital funds during periods of financial stress or adversity and by maintaining the financial flexibility and capital-raising capacity to obtain additional resources for assisting its subsidiary banks where necessary. The Dodd-Frank Act codified the source of strength policy and requires the promulgation of implementing regulations. Under the prompt corrective action laws, the ability of a bank holding company to pay dividends may be restricted if a subsidiary bank becomes undercapitalized. These regulatory policies could affect the ability of the Company to pay dividends or otherwise engage in capital distributions.

The Federal Deposit Insurance Act makes depository institutions liable to the Federal Deposit Insurance Corporation for losses suffered or anticipated by the insurance fund in connection with the default of a commonly controlled depository institution or any assistance provided by the Federal Deposit Insurance Corporation to such an institution in danger of default. That law would have potential applicability if the Company ever held as a separate subsidiary a depository institution in addition to the Bank.

The status of the Company as a registered bank holding company under the Bank Holding Company Act will not exempt it from certain federal and state laws and regulations applicable to corporations generally, including, without limitation, certain provisions of the federal securities laws.

#### ACQUISITION OF THE HOLDING COMPANY

Under the Change in Bank Control Act (the "CIBCA"), a federal statute, a notice must be submitted to the FRB if any person (including a company), or group acting in concert, seeks to acquire 10% or more of the Company's shares of outstanding common stock, unless the FRB has found that the acquisition will not result in a change in control of the Company. Under the CIBCA, the FRB generally has 60 days within which to act on such notices, taking into consideration certain factors, including the financial and managerial resources of the acquirer, the convenience and needs of the communities served by the Company and the Bank, and the anti-trust effects of the acquisition. Under the BHCA, any company would be required to obtain prior approval from the FRB before it may obtain "control" of the Company within the meaning of the BHCA. Control generally is defined to mean the ownership or power to vote 25% or more of any class of voting securities of the Company or the ability to control in any manner the election of a majority of the Company's directors. An existing bank holding company would be required to obtain the FRB's prior approval under the BHCA before acquiring more than 5% of the Company's voting stock.

#### EFFECT OF GOVERNMENT MONETARY POLICIES

The earnings and growth of the banking industry are affected by the credit policies of monetary authorities, including the Federal Reserve System. An important function of the Federal Reserve System is to regulate the national supply of bank credit in order to control recessionary and inflationary pressures. Among the instruments of monetary policy used by the Federal Reserve to implement these objectives are open market activities in U.S. government securities, changes in the discount rate on member bank borrowings and changes in reserve requirements against member bank deposits. These operations are used in varying combinations to influence overall economic growth and indirectly, bank loans, securities, and deposits. These variables may also affect interest rates charged on loans or paid on deposits. The monetary policies of the Federal Reserve authorities have had a significant effect on the operating results of commercial banks in the past and are expected to continue to have such an effect in the future.

In view of the changing conditions in the national economy and in the money markets, as well as the effect of actions by monetary and fiscal authorities including the Federal Reserve System, no prediction can be made as to possible changes in interest rates, deposit levels, loan demand or their effect on the business and earnings of the Company and the Bank. Additional information is included under the caption "Management's Discussion and Analysis of Financial Condition and Results of Operations" appearing in this Annual Report on Form 10-K.

ITEM 1A – RISK FACTORS.

Changing interest rates may decrease our earnings and asset values.

Our net interest income is the interest we earn on loans and investments less the interest we pay on our deposits and borrowings. Our net interest margin is the difference between the yield we earn on our assets and the interest rate we pay for deposits and our other sources of funding. Changes in interest rates—up or down—could adversely affect our net interest margin and, as a result, our net interest income. Although the yield we earn on our assets and our funding costs tend to move in the same direction in response to changes in interest rates, one can rise or fall faster than the other, causing our net interest margin to expand or contract. Our liabilities tend to be shorter in duration than our assets, so they may adjust faster in response to changes in interest rates. As a result, when interest rates rise, our funding costs may rise faster than the yield we earn on our assets, causing our net interest margin to contract until the asset yields catch up. Changes in the slope of the “yield curve”—or the spread between short-term and long-term interest rates—could also reduce our net interest margin. Normally, the yield curve is upward sloping, meaning short-term rates are lower than long-term rates. Because our liabilities tend to be shorter in duration than our assets, when the yield curve flattens or even inverts, we could experience pressure on our net interest margin as our cost of funds increases relative to the yield we can earn on our assets.

Changes in interest rates also affect the value of the Bank’s interest-earning assets, and in particular the Bank’s securities portfolio. Generally, the value of fixed-rate securities fluctuates inversely with changes in interest rates. Unrealized gains and losses on securities available for sale are reported as a separate component of shareholder equity, net of tax, while unrealized gains and losses on equity securities directly impact earnings. Decreases in the fair value of securities available for sale resulting from increases in interest rates could have an adverse effect on shareholders’ equity or net income.

Activities related to the drilling for natural gas in the in the Marcellus and Utica Shale formations impacts certain customers of the Bank.

Our north central Pennsylvania market area is predominately centered in the Marcellus and Utica Shale natural gas exploration and drilling area, and as a result, the economy in north central Pennsylvania is influenced by the natural gas industry. Loan demand, deposit levels and the market value of local real estate are impacted by this activity. While the Company does not lend to the various entities directly engaged in exploration, drilling or production activities, many of our customers provide transportation and other services and products that support natural gas exploration and production activities. Therefore, our customers are impacted by changes in the market price for natural gas, as a significant downturn in this industry could impact the ability of our borrowers to repay their loans in accordance with their terms. Additionally, exploration and drilling activities may be affected by federal, state and local laws and regulations such as restrictions on production, permitting, changes in taxes and environmental protection. Regulatory and market pricing of natural gas could also impact and/or reduce demand for loans and deposit levels or loan collateral values. These factors could have a material adverse effect on our business, prospects, financial condition and results of operations.

Higher loan losses could require us to increase our allowance for loan losses through a charge to earnings.

When we loan money we incur the risk that our borrowers do not repay their loans. We reserve for loan losses by establishing an allowance through a charge to earnings. The amount of this allowance is based on our assessment of loan losses inherent in our loan portfolio. The process for determining the amount of the allowance is critical to our financial results and condition. It requires subjective and complex judgments about the future, including forecasts of economic or market conditions that might impair the ability of our borrowers to repay their loans. We might underestimate the loan losses inherent in our loan portfolio and have loan losses in excess of the amount reserved. We might increase the allowance because of changing economic conditions. For example, in a rising interest rate environment, borrowers with adjustable-rate loans could see their payments increase. There may be a significant increase in the number of borrowers who are unable or unwilling to repay their loans, resulting in our charging off more loans and increasing our allowance. In addition, when real estate values decline, the potential severity of loss on a real estate-secured loan can increase significantly, especially in the case of loans with high combined loan-to-value ratios. A decline in the national economy and the local economies of the areas in which the loans are concentrated could result in an increase in loan delinquencies, foreclosures or repossessions resulting in increased charge-off amounts and the need for additional loan loss allowances in future periods. In addition, bank regulators may require us to make a provision for loan losses or otherwise recognize further loan charge-offs following their periodic review of

our loan portfolio, our underwriting procedures, and our loan loss allowance. Any increase in our allowance for loan losses or loan charge-offs as required by such regulatory authorities could have a material adverse effect on our financial condition and results of operations.

9

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Our allowance for loan losses amounted to \$12.9 million, or 1.19% of total loans outstanding and 93.4% of nonperforming loans, at December 31, 2018. Our allowance for loan losses at December 31, 2018 may not be sufficient to cover future loan losses. A large loss could deplete the allowance and require increased provisions to replenish the allowance, which would decrease our earnings. In addition, at December 31, 2018 we had a total of 49 loan relationships with outstanding balances that exceeded \$3.0 million, 48 of which were performing according to their original terms. These loans represent approximately 24.4% of our entire outstanding loan portfolio as of December 31, 2018 and the deterioration of one or more of these loans could result in a significant increase in our nonperforming loans and our provision for loan losses, which would negatively impact our results of operations. In June 2016, the FASB issued ASU 2016-13, Financial Instruments - Credit Losses: Measurement of Credit Losses on Financial Instruments, which changes the impairment model for most financial assets. The underlying premise of the Update 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. The implementation of this standard may result in significant changes to the balance in the allowance for loan losses and may result in significant costs being expended to implement.

Our emphasis on commercial real estate, agricultural real estate, construction and municipal lending may expose us to increased lending risks.

At December 31, 2018, we had \$319.3 million in loans secured by commercial real estate, \$284.5 million in agricultural real estate loans, \$33.9 million in construction loans and \$102.7 million in municipal loans. Commercial real estate loans, agricultural real estate, construction and municipal loans represented 29.5%, 26.3%, 3.1% and 9.5%, respectively, of our loan portfolio. At December 31, 2018, we had \$9.2 million of reserves specifically allocated to these loan types. While commercial real estate, agricultural real estate, construction and municipal loans are generally more interest rate sensitive and carry higher yields than do residential mortgage loans, these types of loans generally expose a lender to greater risk of non-payment and loss than single-family residential mortgage loans because repayment of the loans often depends on the successful operation of the property, the income stream of the borrowers and, for construction loans, the accuracy of the estimate of the property's value at completion of construction and the estimated cost of construction. Such loans typically involve larger loan balances to single borrowers or groups of related borrowers compared to single-family residential mortgage loans. We monitor loan concentrations on an individual relationship and industry wide basis to monitor the amount of risk we have in our loan portfolio.

Agricultural loans are dependent for repayment on the successful operation and management of the farm property, the health of the agricultural industry broadly, and on the location of the borrower in particular, and other factors outside of the borrower's control.



At December 31, 2018, our agricultural loans, consisting primarily of agricultural real estate loans and other agricultural loans were \$326.7 million representing 30.2% of our total loan portfolio. The primary activities of our agricultural customers include dairy and beef farms, poultry and swine operations, crops and support businesses. Agricultural markets are highly sensitive to real and perceived changes in the supply and demand of agricultural products. Weaker prices, could reduce the value of agricultural land in our local markets and thereby increase the risk of default by our borrowers or reduce the foreclosure value of agricultural land, animals and equipment that serves as collateral for certain of our loans. At December 31, 2018, the Company had a loan concentration to the dairy industry as loans to this industry totaled \$154,344,000, or 14.3% of total loans.

Our agricultural loans are dependent on the profitable operation and management of the farm property securing the loan and its cash flows. The success of a farm property may be affected by many factors outside the control of the borrower, including:

- adverse weather conditions (such as hail, drought and floods), restrictions on water supply or other conditions that prevent the planting of a crop or limit crop yields;

- loss of crops or livestock due to disease or other factors;

- declines in the market prices or demand for agricultural products (both domestically and internationally), for any reason;

- increases in production costs (such as the costs of labor, rent, feed, fuel and fertilizer);

- the impact of government policies and regulations (including changes in price supports, subsidies,

- government-sponsored crop insurance, minimum ethanol content requirements for gasoline, tariffs, trade barriers and health and environmental regulations);

- access to technology and the successful implementation of production technologies; and

- changes in the general economy that could affect the availability of off-farm sources of income and prices of real estate for borrowers.

- Disruptions in the dairy supply chain as retailers opens plants that allow them to process and bottle milk

Lower prices for agricultural products may cause farm revenues to decline and farm operators may be unable to reduce expenses as quickly as their revenues decline. In addition, many farms are dependent on a limited number of key individuals whose injury or death could significantly affect the successful operation of the farm. If the cash flow from a farming operation is diminished, the borrower's ability to repay the loan may be impaired. Consequently, agricultural loans may involve a greater degree of risk than residential mortgage lending, particularly in the case of loans that are unsecured or secured by rapidly depreciating assets such as farm equipment (some of which is highly specialized with a limited or no market for resale) or perishable assets such as livestock or crops. In such cases, any repossessed collateral for a defaulted agricultural operating loan may not provide an adequate source of repayment of the outstanding loan balance as a result of the greater likelihood of damage, loss or depreciation or because the assessed value of the collateral exceeds the eventual realization value.

Loan participations comprise a portion of our loan portfolio and a decline in loan participation volume could hurt profits and slow loan growth.

We have actively engaged in loan participations whereby we are invited to participate in loans, primarily commercial real estate and municipal loans, originated by another financial institution known as the lead lender. We have participated with other financial institutions in both our primary markets and out of market areas. We underwrite any loan we participate in as if we are originating the loan. The primary difference is that financial information is received from the participating financial institution and not the borrower. The loans we participate in totaled \$67.1 million, \$84.7 million, and \$86.7 million at December 31, 2018, 2017 and 2016, respectively. As a percent of total loans, participation purchased loans were 6.2%, 8.5% and 10.8% as of December 31, 2018, 2017 and 2016. Our profits and loan growth could be significantly and adversely affected if the volume of loan participations would materially decrease, whether because loan demand declines, loan payoffs, lead lenders may come to perceive us as a potential competitor in their respective market areas, or otherwise.

If we conclude that the decline in value of any of our investment securities is other than temporary, we are required to write down the value of that security through a charge to earnings.

We review our investment securities portfolio monthly and at each quarter-end reporting period to determine whether the fair value is below the current carrying value. When the fair value of any of our investment securities has declined below its carrying value, we are required to assess whether the decline is other than temporary. If we conclude that the decline is other than temporary, we are required to write down the value of that security through a charge to earnings. As of December 31, 2018, our investment portfolio included available for sale investment securities with an amortized cost of \$242.2 million and a fair value of \$241.0 million, which included unrealized losses on 110 securities totaling \$1,984,000. Changes in the expected cash flows of these securities and/or prolonged price declines may result in our concluding in future periods that the impairment of these securities is other than temporary, which would require a charge to earnings to write down these securities to their fair value. Any charges for other-than-temporary impairment would not impact cash flow, tangible capital or liquidity.

Our profits, asset values and liquidity could be hurt if the Pennsylvania state legislature and governor fail to pass a state budget.

The Company makes loans to, invests in securities issued by, and maintains deposit accounts of Pennsylvania municipalities, primarily school districts. If a budget impasse occurs, we may incur losses on loans granted to municipalities as well as incur losses, including impairment losses as a result of credit rating downgrades or otherwise, on municipal securities in which we invest. A budget impasse may also reduce municipal funds on deposit with the Company, which could hurt our liquidity and our earnings if we would have to resort to higher cost funding sources to meet our liquidity needs.

Income from secondary mortgage market operations is volatile, and we may incur losses or charges with respect to our secondary mortgage market operations which would negatively affect our earnings.

We generally sell in the secondary market the longer term fixed-rate residential mortgage loans that we originate, earning non-interest income in the form of gains on sale. When interest rates rise, the demand for mortgage loans tends to fall and may reduce the number of loans available for sale. In addition to interest rate levels, weak or deteriorating economic conditions also tend to reduce loan demand. Although we sell loans in the secondary market without recourse, we are required to give customary representations and warranties to the buyers. If we breach those representations and warranties, the buyers can require us to repurchase the loans and we may incur a loss on the repurchase. Because we generally retain the servicing rights on the loans we sell in the secondary market, we are required to record a mortgage servicing right asset, which we test annually for impairment. The value of mortgage servicing rights tends to increase with rising interest rates and to decrease with falling interest rates. If we are required to take an impairment charge on our mortgage servicing rights our earnings would be adversely affected.

As a result of the acquisition of FNB, the Bank acquired a portfolio of loans sold to the FHLB, which were sold under the Mortgage Partnership Finance Program ("MPF"). While the Bank was not an active participant in the MPF program in 2018, we continue to evaluate the program to see if it would be beneficial to our customers and our performance. The MPF portfolio balance was \$24,853,000 at December 31, 2018. The FHLB maintains a first-loss position for the MPF portfolio that totals \$133,000. Should the FHLB exhaust its first-loss position, recourse to the Bank's credit enhancement would be up to the next \$856,000 of losses. The Bank has not experienced any losses for the MPF portfolio.

The Company's financial condition and results of operations are dependent on the economy in the Bank's market area. The Bank's primary market area consists of the Pennsylvania Counties of Bradford, Clinton, Potter, and Tioga in north central Pennsylvania, Lebanon, Schuylkill, Berks and Lancaster in south central, Pennsylvania and Allegany, Steuben, Chemung and Tioga Counties in southern New York. With the acquisition of the State College branch in December 2017, we consider Centre County to be a primary market going forward. As of December 31, 2018, management estimates that approximately 87.9% of deposits and 64.9% of loans came from households whose primary address is located in the Bank's primary market areas. Because of the Bank's concentration of business activities in its market area, the Company's financial condition and results of operations depend upon economic conditions in its market areas. Adverse economic conditions in our market areas could reduce our growth rate, affect the ability of our customers to repay their loans and generally affect our financial condition and results of operations. Conditions such as inflation, recession, unemployment, high interest rates and short money supply and other factors beyond our control may adversely affect our profitability. We are less able than a larger institution to spread the risks

of unfavorable local economic conditions across a large number of diversified economies. Any sustained period of increased payment delinquencies, foreclosures or losses caused by adverse market or economic conditions in the States of Pennsylvania and New York could adversely affect the value of our assets, revenues, results of operations and financial condition. Moreover, we cannot give any assurance we will benefit from any market growth or favorable economic conditions in our primary market areas if they do occur.

12

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A return of recessionary conditions or further volatility in markets could result in increases in our level of nonperforming loans and/or reduce demand for our products and services, which could have an adverse effect on our results of operations.

Although the U.S. economy is not currently in a recession, economic growth has been uneven, and while the unemployment rate remains low, there is still an elevated level of people out of the workforce and the markets have been very volatile. A return to prolonged deteriorating economic conditions and/or negative developments or further volatility in the domestic and international credit and equity markets could significantly affect the markets in which we do business, the value of our loans and investments, and our ongoing operations, costs and profitability. These events may cause us to incur losses and may adversely affect our financial condition and results of operations.

We may fail to realize all of the anticipated benefits of entering new markets.

With the FNB acquisition in 2015, the hiring of additional agricultural lending teams in 2016 and the State College branch acquisition in 2017, the Company entered into new banking market areas. The success of entering these new markets will depend upon, in part, the Company's ability to realize the anticipated benefits and cost savings from combining the businesses of the Company and the acquisition, as well as organically growing loans and deposits. To realize these anticipated benefits and cost savings, the businesses and individuals must be successfully combined and operated. If the Company is not able to achieve these objectives, the anticipated benefits, including growth and cost savings related to the combined businesses, may not be realized at all or may take longer to realize than expected. If the Company fails to realize the anticipated benefits of the acquisitions and the new employee hiring's, the Company's results of operations could be adversely affected.

Regulation of the financial services industry is significant, and future legislation could increase our cost of doing business or harm our competitive position.

We are subject to extensive regulation, supervision and examination by the FRB and the PDB, our primary regulators, and by the FDIC, as insurer of our deposits. Such regulation and supervision governs the activities in which an institution and its holding company may engage and are intended primarily for the protection of the insurance fund and the depositors and borrowers of the Bank rather than for holders of our common stock. Regulatory authorities have extensive discretion in their supervisory and enforcement activities, including the imposition of restrictions on our operations, the classification of our assets and determination of the level of our allowance for loan losses. Any change in such regulation and oversight, whether in the form of regulatory policy, regulations, legislation or supervisory action, may have a material impact on our profitability and operations. Future legislative changes could require changes to business practices or force us to discontinue businesses and potentially expose us to additional costs, liabilities, enforcement action and reputational risk.

We are periodically subject to examination and scrutiny by a number of banking agencies and, depending upon the findings and determinations of these agencies, we may be required to make adjustments to our business that could adversely affect us.

Federal and state banking agencies periodically conduct examinations of our business, including compliance with applicable laws and regulations. If, as a result of an examination, a banking agency was to determine that the financial condition, capital resources, asset quality, asset concentration, earnings prospects, management, liquidity, sensitivity to market risk or other aspects of any of our operations has become unsatisfactory, or that we or our management is in violation of any law or regulation, it could take a number of different remedial actions as it deems appropriate. These actions include the power to enjoin “unsafe or unsound” practices, to require affirmative actions to correct any conditions resulting from any violation or practice, to issue an administrative order that can be judicially enforced, to direct an increase in our capital, to restrict our growth, to change the composition of our assets or liabilities, to assess civil monetary penalties against us and/or our officers or directors, to remove officers and directors and, if it is concluded that such conditions cannot be corrected or there is an imminent risk of loss to depositors, to terminate our deposit insurance. If we become subject to such regulatory actions, our business, results of operations and reputation may be negatively impacted.

Strong competition within the Bank’s market areas could hurt profits and slow growth.

The Bank faces intense competition both in making loans and attracting deposits. This competition has made it more difficult for the Bank to make new loans and at times has forced the Bank to offer higher deposit rates. Price competition for loans and deposits might result in the Bank earning less on loans and paying more on deposits, which would reduce net interest income. Competition also makes it more difficult to increase the volume of our loan and deposit portfolios. As of June 30, 2018, which is the most recent date for which information is available, we held 35.4% of the FDIC insured deposits in Bradford, Potter and Tioga Counties, Pennsylvania, which was the largest share of deposits out of eight financial institutions with offices in the area, and 6.4% of the FDIC insured deposits in Allegany County, New York, which was the fourth largest share of deposits out of five financial institutions with offices in this area. As of June 30, 2018, we held 7.3% of the deposits in Lebanon County, Pennsylvania, which was the fifth largest share out of the 11 financial institutions with offices in the County. Our offices in Centre, Clinton, Berks, Lancaster and Schuylkill Counties all have less than 3% of the deposits of the corresponding County. This data does not include deposits held by credit unions. Competition also makes it more difficult to hire and retain experienced employees. Some of the institutions with which the Bank competes have substantially greater resources and lending limits than the Bank has and may offer services that the Bank does not provide. Management expects competition to increase in the future as a result of legislative, regulatory and technological changes (fintech) and the continuing trend of consolidation in the financial services industry. The Bank’s profitability depends upon its continued ability to compete successfully in its market area.

We rely on our management and other key personnel, and the loss of any of them may adversely affect our operations. We are and will continue to be dependent upon the services of our executive management team. In addition, we will continue to depend on our ability to retain and recruit key commercial and agricultural loan officers. The unexpected loss of services of any key management personnel or commercial and agricultural loan officers could have an adverse effect on our business and financial condition because of their skills, knowledge of our market, years of industry experience and the difficulty of promptly finding qualified replacement personnel.

Environmental liability associated with lending activities could result in losses.

In the course of our business, we may foreclose on and take title to properties securing our loans. If hazardous substances were discovered on any of these properties, we could be liable to governmental entities or third parties for the costs of remediation of the hazard, as well as for personal injury and property damage. Many environmental laws can impose liability regardless of whether we knew of, or were responsible for, the contamination. In addition, if we arrange for the disposal of hazardous or toxic substances at another site, we may be liable for the costs of cleaning up and removing those substances from the site even if we neither own nor operate the disposal site. Environmental laws may require us to incur substantial expenses and may materially limit use of properties we acquire through foreclosure, reduce their value or limit our ability to sell them in the event of a default on the loans they secure. In addition, future laws or more stringent interpretations or enforcement policies with respect to existing laws may increase our exposure to environmental liability.

Our ability to pay dividends is limited by law.

Our ability to pay dividends to our shareholders largely depends on our receipt of dividends from the Bank. The amount of dividends that the Bank may pay to us is limited by federal and state laws and regulations. We also may decide to limit the payment of dividends even when we have the legal ability to pay them in order to retain earnings for use in our business.

Federal and state banking laws, our articles of incorporation and our by-laws may have an anti-takeover effect. Federal law imposes restrictions, including regulatory approval requirements, on persons seeking to acquire control over us. Pennsylvania law also has provisions that may have an anti-takeover effect. These provisions may serve to entrench management or discourage a takeover attempt that shareholders consider to be in their best interest or in which they would receive a substantial premium over the current market price.

We are subject to certain risks in connection with our use of technology.

Communications and information systems are essential to the conduct of our business, as we use such systems to manage our customer relationships, our general ledger, our deposits, our loans, and to deliver on-line and electronic banking services. Our operations rely on the secure processing, storage, and transmission of confidential and other information in our computer systems and networks. Although we take protective measures and endeavor to modify them as circumstances warrant, the security of our computer systems, software, and networks may be vulnerable to breaches, unauthorized access, misuse, computer viruses, or other malicious code and cyber attacks that could have a security impact.

In addition, breaches of security may occur through intentional or unintentional acts by those having authorized or unauthorized access to our confidential or other information or the confidential or other information of our customers, clients, or counterparties. If one or more of such events were to occur, the confidential and other information processed and stored in, and transmitted through, our computer systems and networks could potentially be jeopardized, or could otherwise cause interruptions or malfunctions in our operations or the operations of our customers, clients, or counterparties. This could cause us significant reputational damage or result in our experiencing significant losses from fraud or otherwise.

Furthermore, we may be required to expend significant additional resources to modify our protective measures or to investigate and remediate vulnerabilities or other exposures arising from operational and security risks. Also, we may be subject to litigation and financial losses that are either not insured against or not fully covered through any insurance we maintain.

We routinely transmit and receive personal, confidential, and proprietary information by e-mail and other electronic means. We have discussed and worked with our customers, clients, and counterparties to develop secure transmission capabilities, but we do not have, and may be unable to put in place, secure capabilities with all of these constituents, and we may not be able to ensure that these third parties have appropriate controls in place to protect the confidentiality of such information. Any interception, misuse, or mishandling of personal, confidential, or proprietary information being sent to or received from a customer, client, or counterparty could result in legal liability, regulatory action, and reputational harm, and could have a significant adverse effect on our competitive position, financial condition, and results of operations.

Our risk management framework may not be effective in mitigating risks and/or losses to us.

We have implemented a risk management framework to manage our risk exposure. This framework is comprised of various processes, systems and strategies, and is designed to manage the types of risk to which we are subject, including, among others, credit, market, liquidity, interest rate and compliance. Our framework also includes financial or other modeling methodologies which involve management assumptions and judgment. There is no assurance that our risk management framework will be effective under all circumstances or that it will adequately mitigate any risk or loss to us. If our framework is not effective, we could suffer unexpected losses and our business, financial condition, results of operations or prospects could be materially and adversely affected. We may also be subject to potentially adverse regulatory consequences.

Impairment of goodwill could require charges to earnings, which could result in a negative impact on our results of operations.

Our goodwill could become impaired in the future. If goodwill were to become impaired, it could limit the ability of the Bank to pay dividends to the Company, adversely impacting the Company's liquidity and ability to pay dividends. The most significant assumptions affecting our goodwill impairment evaluation are variables including the market price of our Common Stock, projections of earnings, and the control premium above our current stock price that an acquirer would pay to obtain control of us. We are required to test goodwill for impairment at least annually or when impairment indicators are present. If an impairment determination is made in a future reporting period, our earnings and book value of goodwill will be reduced by the amount of the impairment. If an impairment loss is recorded, it will have little or no impact on the tangible book value of our Common Stock, or our regulatory capital levels, but such an impairment loss could significantly reduce the Bank's earnings and thereby restrict the Bank's ability to make dividend payments to us without prior regulatory approval, because Federal Reserve policy states the bank holding company dividends should be paid from current earnings. At December 31, 2018, the book value of our goodwill was \$23.3 million, all of which was recorded at the Bank.

**ITEM 1B – UNRESOLVED STAFF COMMENTS.**

Not applicable.

**ITEM 2 – PROPERTIES.**

The headquarters of the Company and Bank are located at 15 South Main Street, Mansfield, Pennsylvania. The building contains the central offices of the Company and Bank. Our bank owns twenty one banking facilities and leases eight other facilities, including one to be opened in the first quarter of 2019. All buildings owned by the Bank are free of any liens or encumbrances.

The net book value of owned banking facilities and leasehold improvements totaled \$15,218,000 as of December 31, 2018. The properties are adequate to meet the needs of the employees and customers. We have equipped all of our facilities with current technological improvements for data processing.

**ITEM 3 - 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. Other than as disclosed in Note 16 of the accompanying consolidated financial statements, any other 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 4 – MINE SAFETY DISCLOSURES**

Not applicable.

## PART II

## ITEM 5 - MARKET FOR REGISTRANT'S COMMON EQUITY, RELATED STOCKHOLDER MATTERS AND ISSUER PURCHASES OF EQUITY SECURITIES.

The Company's stock is not listed on any stock exchange, but it is quoted on the OTC Pink Market under the trading symbol CZFS. Prices presented in the table below are bid prices between broker-dealers published by the OTC Pink Market and the Pink Sheets Electronic Quotation Service. The prices do not include retail markups or markdowns or any commission to the broker-dealer. The bid prices do not necessarily reflect prices in actual transactions. For 2018 and 2017, cash dividends were declared on a quarterly basis and are summarized in the table below:

	2018		Dividends	2017		Dividends
	High	Low	declared per share	High	Low	declared per share
First quarter	\$62.38	\$61.25	\$ 0.435	\$50.29	\$48.29	\$ 0.425
Second quarter	62.75	61.49	0.435	53.50	50.10	0.425
Third quarter	63.25	61.75	0.440	57.00	52.65	0.430
Fourth quarter	62.60	55.12	0.440	62.51	57.05	0.430

The Company has paid dividends since April 30, 1984, the effective date of our formation as a bank holding company. The Company's Board of Directors expects that comparable cash dividends will continue to be paid by the Company in the future; however, future dividends necessarily depend upon earnings, financial condition, appropriate legal restrictions and other factors in existence at the time the Board of Directors considers a dividend distribution. Cash available for dividend distributions to stockholders of the Company comes primarily from dividends paid to the Company by the Bank. Therefore, restrictions on the ability of the Bank to make dividend payments are directly applicable to the Company. Under the Pennsylvania Business Corporation Law of 1988, the Company may pay dividends only if, after payment, the Company would be able to pay debts as they become due in the usual course of our business and total assets will be greater than the sum of total liabilities. These regulatory policies could affect the ability of the Company to pay dividends or otherwise engage in capital distributions. Also see "Supervision and Regulation – Regulatory Restrictions on Bank Dividends," "Supervision and Regulation – Holding Company Regulation," and "Note 15 – Regulatory Matters" to the consolidated financial statements.

As of February 25, 2019, the Company had 1,769 stockholders of record. The computation of stockholders of record excludes investors whose shares were held for them by a bank or broker at that date. The following table presents information regarding the Company's stock repurchases during the three months ended December 31, 2018:

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 Announced Plans of Programs	Maximum Number (or Approximate Dollar Value) of Shares (or Units) that May Yet Be Purchased Under the Plans or Programs (1)
10/1/18 to 10/31/18	2,000	\$ 61.75	2,000	74,762
11/1/18 to 11/30/18	3,883	\$ 61.56	3,883	70,879
12/1/18 to 12/31/18	350	\$ 60.50	350	70,529
Total	6,233	\$ 61.56	6,233	70,529

(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.

Set forth below is a line graph comparing the yearly dollar changes in the cumulative shareholder return on the Company's common stock against the cumulative total return of the S&P 500 Stock index, SNL Mid-Atlantic Bank Index, SNL Bank \$1 Billion to \$5 Billion index and SNL Bank \$500 Million to \$1 Billion index for the period of seven fiscal years assuming the investment of \$100.00 on December 31, 2011 and assuming the reinvestment of dividends. The \$1 Billion to \$5 Billion index was added to the chart in 2015 due to the Company exceeding \$1.0 billion in assets in December of 2015 as a result of the FNB acquisition. The shareholder return shown on the graph below is not necessarily indicative of future performance and was obtained from SNL Financial LC, Charlottesville, VA.

Index	Period Ending							
	12/31/11	12/31/12	12/31/13	12/31/14	12/31/15	12/31/16	12/31/17	12/31/18
Citizens Financial Services, Inc.	100	130.88	176.92	184.81	174.87	197.56	254.13	232.79
S&P 500	100	116.00	153.57	174.60	177.01	198.18	241.45	230.86
SNL Mid-Atlantic Bank	100	133.96	180.57	196.72	204.10	259.43	317.95	271.67
SNL Bank \$1B-\$5B	100	123.31	179.31	187.48	209.86	301.92	321.88	282.00
SNL Bank \$500M-\$1B	100	128.21	166.25	182.39	205.86	277.96	339.11	327.31

## ITEM 6 - SELECTED FINANCIAL DATA.

The following table sets forth certain financial data as of and for each of the years in the five year period ended December 31, 2018:

(in thousands, except per share data)	2018	2017	2016	2015	2014
Interest and dividend income	\$56,758	\$48,093	\$43,005	\$35,653	\$35,291
Interest expense	9,574	5,839	5,041	4,820	4,953
Net interest income	47,184	42,254	37,964	30,833	30,338
Provision for loan losses	1,925	2,540	1,520	480	585
Net interest income after provision for loan losses	45,259	39,714	36,444	30,353	29,753
Non-interest income	7,754	7,621	7,644	6,994	6,740
Investment securities gains (losses), net	(19)	1,035	255	429	616
Non-interest expenses	31,557	29,314	28,671	23,429	20,165
Income before provision for income taxes	21,437	19,056	15,672	14,347	16,944
Provision for income taxes	3,403	6,031	3,034	2,721	3,559
Net income	\$18,034	\$13,025	\$12,638	\$11,626	\$13,385
Per share data:					
Net income - Basic (1)	\$5.14	\$3.70	\$3.57	\$3.56	\$4.09
Net income - Diluted (1)	5.14	3.70	3.57	3.56	4.09
Cash dividends declared (1)	1.74	1.65	1.57	1.61	2.02
Stock dividend	1	% 5	% 1	% 0	% 1
Book value (1) (2)	40.85	37.60	35.42	33.63	30.49
End of Period Balances:					
Total assets	\$1,430,712	\$1,361,886	\$1,223,018	\$1,162,984	\$925,048
Available for sale securities	241,010	254,782	314,017	359,737	306,146
Loans	1,081,883	1,000,525	799,611	695,031	554,105
Allowance for loan losses	12,884	11,190	8,886	7,106	6,815
Total deposits	1,185,156	1,104,943	1,005,503	988,031	773,933
Total borrowings	91,194	114,664	79,662	41,631	41,799
Stockholders' equity	139,229	129,011	123,268	119,760	100,528
Key Ratios:					
Return on assets (net income to average total assets)	1.29	% 1.03	% 1.06	% 1.22	% 1.48
Return on equity (net income to average total equity)	13.00	% 10.04	% 10.24	% 11.20	% 13.73
Equity to asset ratio (average equity to average total assets, excluding other comprehensive income)	9.90	% 10.31	% 10.35	% 10.91	% 10.74
Net interest margin (tax equivalent)	3.66	% 3.80	% 3.68	% 3.76	% 3.84
Efficiency (3)	55.04	% 54.82	% 57.97	% 54.50	% 48.61
Dividend payout ratio (dividends declared divided by net income)	34.08	% 44.97	% 44.12	% 46.00	% 49.32
Tier 1 leverage	9.15	% 9.18	% 9.46	% 11.01	% 10.99
Common equity risk based capital	11.47	% 11.27	% 12.89	% 14.14	% N/A
Tier 1 risk-based capital	12.18	% 12.04	% 13.81	% 15.20	% 17.30
Total risk-based capital	13.42	% 13.21	% 14.93	% 16.23	% 18.55
Nonperforming assets/total loans	1.33	% 1.18	% 1.61	% 1.22	% 1.67

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Nonperforming loans/total loans	1.27	%	1.07	%	1.48	%	1.03	%	1.34	%
Allowance for loan losses/total loans	1.19	%	1.12	%	1.11	%	1.02	%	1.23	%
Net (recoveries) charge-offs/average loans	0.02	%	0.03	%	(0.04	%)	0.03	%	0.16	%

(1) Amounts were adjusted to reflect stock dividends.

(2) Calculation excludes accumulated other comprehensive income.

(3) Noninterest expenses to tax adjusted net interest income and non-interest income, excluding security gains.

## ITEM 7 – MANAGEMENT’S DISCUSSION AND ANALYSIS OF FINANCIAL CONDITION AND RESULTS OF OPERATIONS.

### CAUTIONARY STATEMENT

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 assumed future results of operations of the Company, the Bank, First Citizens Insurance Agency, Inc. or the Company on a consolidated basis. When we use words such as “believes,” “expects,” “anticipates,” or similar expressions, we are making forward-looking statements. Forward-looking statements may prove inaccurate. For a variety of reasons, actual results could differ materially from those contained in or implied by forward-looking statements:

• 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 implementing strategic initiatives, including expansions, designed to increase revenues or manage expenses, or we may be unable to implement those initiatives at all.

• 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, regulatory or compliance practices or requirements. Failure to comply with any one or more of these requirements could have an adverse effect on our operations.

• We could experience greater loan delinquencies than anticipated, adversely affecting our earnings and financial condition.

• We could 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 certain of our customers.

• Loan concentrations in certain industries could negatively impact our results, if financial results or economic conditions deteriorate.

• A budget impasse in the Commonwealth of Pennsylvania could impact our asset values, liquidity and profitability as a result of either delayed or reduced funding to school districts and municipalities who are customers of the bank.

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 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 are discussed in this Annual Report on Form 10-K under “Item 1A. Risk Factors.” These risks and uncertainties should be considered in evaluating forward-looking statements and undue reliance should not be placed on such statements. Forward-looking statements speak only as of the date they are made and the Company does not undertake to update forward-looking statements to reflect circumstances or events that occur after the date of the forward-looking statements or to reflect the occurrence of unanticipated events. Accordingly, past results and trends should not be used by investors to anticipate future results or trends.

## INTRODUCTION

The following is management's discussion and analysis of the significant changes in financial condition, the results of operations, capital resources and liquidity presented in the accompanying consolidated financial statements for the Company. The Company's 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 audited consolidated financial statements and related notes. Except as noted, tabular information is presented in thousands of dollars.

The Company currently engages in the general business of banking throughout our service area of Bradford, Tioga, Clinton, Potter and Centre counties in north central Pennsylvania, Lebanon, Berks, Schuylkill and Lancaster counties in south central Pennsylvania and Allegany County in southern New York. We also have a limited branch office in Union county, Pennsylvania, which primarily serves agricultural customers in the central Pennsylvania market. We maintain our main office in Mansfield, Pennsylvania. Presently we operate 29 banking facilities, 28 of which operate as bank branches. In Pennsylvania, the Company has full service offices 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, State College and three branches near the city of Lebanon, Pennsylvania. We also have a limited branch office in Winfield, Pennsylvania. In New York, our office is in Wellsville. In February of 2019, we opened a full service branch in Fivepointville, Pennsylvania.

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 policies 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, which could include identify theft, or theft of customer information through third parties. 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 and its subsidiary. We cannot predict what legislation might be enacted or what regulations might be adopted, or if adopted, the effect thereof on our operations.

Readers should carefully review the risk factors described in other documents the Company files with the SEC, including the annual reports on Form 10-K, the quarterly reports on Form 10-Q and any current reports on Form 8-K filed by us.

#### TRUST AND INVESTMENT SERVICES; OIL AND GAS SERVICES

Our Investment and Trust Division is committed to helping our customers meet their financial goals. The Trust Division offers professional trust administration, investment management services, estate planning and administration, custody of securities and individual retirement accounts. In addition to traditional trust and investment services offered, we assist our customers through various oil and gas specific leasing matters from lease negotiations to establishing a successful approach to personal wealth management. Assets held by the Bank 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 Bank. As of December 31, 2018 and 2017, assets owned and invested by customers of the Bank through the Bank's investment representatives totaled \$178.5 million and \$156.0 million, respectively. Additionally, as summarized in the table below, the Trust Department had assets under management as of December 31, 2018 and 2017 of \$117.6 million and \$122.7 million, respectively. During the year, we opened \$10.3 million of new trust accounts and had \$6.5 million of accounts closed. As a result of market fluctuations, the market value of the trust accounts decreased approximately \$9.0 million.

(market values - in thousands)	2018	2017
<b>INVESTMENTS:</b>		
Bonds	\$17,559	\$18,672
Stock	16,372	18,957
Savings and Money Market Funds	16,100	13,076
Mutual Funds	60,847	67,027
Mineral interests	4,500	3,885
Mortgages	1,082	343
Real Estate	839	513
Miscellaneous	279	238
Cash	9	9
<b>TOTAL</b>	<b>\$117,587</b>	<b>\$122,720</b>
<b>ACCOUNTS:</b>		
Trusts	30,736	28,714
Guardianships	2,347	748
Employee Benefits	51,907	57,035
Investment Management	32,595	36,221
Custodial	2	2
<b>TOTAL</b>	<b>\$117,587</b>	<b>\$122,720</b>

Our financial consultants offer full service brokerage and financial planning services throughout the Bank's market areas. Appointments can be made at any Bank branch. Products such as mutual funds, annuities, health and life insurance are made available through our insurance subsidiary, First Citizens Insurance Agency, Inc.

#### RESULTS OF OPERATIONS

Net income for the year ended December 31, 2018 was \$18,034,000, which represents an increase of \$5,009,000, or 38.5%, when compared to the 2017 related period. Net income for the year ended December 31, 2017 was \$13,025,000, which represents an increase of \$387,000, or 3.1%, when compared to the 2016 related period. Basic and diluted earnings per share were \$5.14, \$3.70 and \$3.57 for the years ended 2018, 2017 and 2016, respectively. Net income is influenced by five key components: net interest income, provision for loan losses, non-interest income, non-interest expenses, and the provision for income taxes.

#### Net Interest Income

The most significant source of revenue is net interest income; the amount by which interest earned on interest-earning assets exceeds interest paid on interest-bearing liabilities. Factors that influence net interest income are changes in volume of interest-earning assets and interest-bearing liabilities as well as changes in the associated interest rates. The following table sets forth our Company's average balances of, and the interest earned or incurred on, each principal category of assets, liabilities and stockholders' equity, the related rates, net interest income and rate "spread" created. It should be noted that the acquisition of the State College branch, which closed on December 8, 2017, impacted the average balances and rates for 2018 and had an immaterial impact on the average balance and interest rates for 2017:

23

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## Analysis of Average Balances and Interest Rates

	2018			2017			2016		
	Average		Average	Average		Average	Average		Average
	Balance	Interest	Rate	Balance	Interest	Rate	Balance	Interest	Rate
(dollars in thousands)	(1)	\$	%	(1)	\$	%	(1)	\$	%
<b>ASSETS</b>									
Short-term investments:									
Interest-bearing deposits at banks	8,929	20	0.22	8,790	15	0.17	22,726	82	0.36
Total short-term investments	8,929	20	0.22	8,790	15	0.17	22,726	82	0.36
Interest bearing time deposits at banks	12,734	299	2.35	8,346	171	2.05	7,232	139	1.92
Investment securities:									
Taxable	191,991	4,237	2.21	194,716	3,366	1.73	254,673	3,971	1.56
Tax-exempt (3)	64,728	2,208	3.41	84,235	3,657	4.34	99,689	4,499	4.51
Total investment securities	256,719	6,445	2.51	278,951	7,023	2.52	354,362	8,470	2.39
Loans (2)(3)(4):									
Residential mortgage loans									
Residential mortgage loans	214,458	11,205	5.22	206,321	10,660	5.17	204,278	10,749	5.26
Construction loans	25,698	1,235	4.80	24,299	1,040	4.28	15,242	752	4.93
Commercial loans	388,037	20,611	5.31	329,767	17,525	5.31	302,717	16,163	5.34
Agricultural loans	305,003	13,638	4.47	214,200	9,251	4.32	91,279	4,374	4.79
Loans to state & political subdivisions	101,496	3,759	3.70	98,427	4,146	4.21	101,329	4,278	4.22
Other loans	9,558	737	7.71	10,341	823	7.96	11,036	916	8.30
Loans, net of discount	1,044,250	51,185	4.90	883,355	43,445	4.92	725,881	37,232	5.13
Total interest-earning assets	1,322,632	57,949	4.38	1,179,442	50,654	4.29	1,110,201	45,923	4.14
Cash and due from banks	6,807			6,774			7,357		
Bank premises and equipment	16,338			16,799			17,218		
Other assets	54,722			55,910			57,604		
Total non-interest earning assets	77,867			79,483			82,179		
Total assets	1,400,499			1,258,925			1,192,380		
<b>LIABILITIES AND STOCKHOLDERS' EQUITY</b>									
Interest-bearing liabilities:									
NOW accounts	326,040	1,642	0.50	323,105	1,139	0.35	301,681	917	0.30
Savings accounts	192,727	323	0.17	179,557	191	0.11	172,182	184	0.11
Money market accounts	164,916	1,618	0.98	127,888	650	0.51	118,486	523	0.44
	276,213	3,327	1.20	261,758	2,645	1.01	271,117	2,623	0.97

Certificates of deposit									
Total interest-bearing deposits	959,896	6,910	0.72	892,308	4,625	0.52	863,466	4,247	0.49
Other borrowed funds	117,912	2,664	2.26	68,536	1,214	1.77	47,004	794	1.69
Total interest-bearing liabilities	1,077,808	9,574	0.89	960,844	5,839	0.61	910,470	5,041	0.55
Demand deposits	171,353			153,523			145,968		
Other liabilities	12,647			14,802			12,524		
Total non-interest-bearing liabilities	184,000			168,325			158,492		
Stockholders' equity	138,691			129,756			123,418		
Total liabilities & stockholders' equity	1,400,499			1,258,925			1,192,380		
Net interest income		48,375			44,815			40,882	
Net interest spread (5)			3.49 %			3.68 %			3.59 %
Net interest income as a percentage of average interest-earning assets			3.66 %			3.80 %			3.68 %
Ratio of interest-earning assets to interest-bearing liabilities			1.23			1.23			1.22

(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 21% for 2018 and 34% for 2017 and 2016.

(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 interest revenue is shown on a tax-equivalent basis for proper comparison using a statutory, federal income tax rate of 21% for 2018 and 34% for 2017 and 2016, which is the Bank's federal income tax rate for those years.

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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 Federal statutory rate for the corresponding year. Accordingly, tax equivalent adjustments for investments and loans have been made accordingly to the previous table for the years ended December 31, 2018, 2017 and 2016, respectively (in thousands):

	2018	2017	2016
Interest and dividend income from investment securities, interest bearing time deposits and short-term investments (non-tax adjusted)	\$6,300	\$5,966	\$7,161
Tax equivalent adjustment	464	1,243	1,530
Interest and dividend income from investment securities, interest bearing time deposits and short-term investments (tax equivalent basis)	\$6,764	\$7,209	\$8,691
	2018	2017	2016
Interest and fees on loans (non-tax adjusted)	\$50,458	\$42,127	\$35,844
Tax equivalent adjustment	727	1,318	1,388
Interest and fees on loans (tax equivalent basis)	\$51,185	\$43,445	\$37,232
	2018	2017	2016
Total interest income	\$56,758	\$48,093	\$43,005
Total interest expense	9,574	5,839	5,041
Net interest income	47,184	42,254	37,964
Total tax equivalent adjustment	1,191	2,561	2,918
Net interest income (tax equivalent basis)	\$48,375	\$44,815	\$40,882

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

Analysis of Changes in Net Interest Income on a Tax-Equivalent Basis

	2018 vs. 2017 (1)			2017 vs. 2016 (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	\$5	\$(36)	\$(31)	\$(67)
Interest bearing time deposits at banks	100	28	128	23	9	32
Investment securities:						
Taxable	(46)	917	871	(1,121)	516	(605)
Tax-exempt	(752)	(697)	(1,449)	(677)	(165)	(842)
Total investment securities	(798)	220	(578)	(1,798)	351	(1,447)
Total investment income	(698)	253	(445)	(1,811)	329	(1,482)
Loans:						
Residential mortgage loans	424	121	545	110	(199)	(89)
Construction loans	63	132	195	371	(83)	288
Commercial Loans	3,095	(9)	3,086	1,437	(75)	1,362
Agricultural Loans	4,049	338	4,387	5,263	(386)	4,877
Loans to state & political subdivisions	136	(523)	(387)	(122)	(10)	(132)
Other loans	(62)	(24)	(86)	(56)	(37)	(93)
Total loans, net of discount	7,705	35	7,740	7,003	(790)	6,213
Total Interest Income	7,007	288	7,295	5,192	(461)	4,731
Interest Expense:						

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Interest-bearing deposits:

NOW accounts	11	492	503	69	153	222
Savings accounts	15	117	132	8	(1 )	7
Money Market accounts	229	739	968	44	83	127
Certificates of deposit	152	530	682	(78 )	100	22
Total interest-bearing deposits	407	1,878	2,285	43	335	378
Other borrowed funds	1,049	401	1,450	379	41	420
Total interest expense	1,456	2,279	3,735	422	376	798
Net interest income	\$5,551	\$(1,991 )	\$3,560	\$4,770	\$ (837 )	\$3,933

(1) The portion of the total change attributable to both volume and rate changes during the year has been allocated to volume and rate components based upon the absolute dollar amount of the change in each component prior to allocation.

25

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2018 vs. 2017

Tax equivalent net interest income for 2018 was \$48,375,000 compared to \$44,815,000 for 2017, an increase of \$3,560,000 or 7.9%. Total interest income increased \$7,295,000, as loan interest income increased \$7,740,000, while total investment income decreased \$445,000. Interest expense increased \$3,735,000 from 2017.

Total tax equivalent interest income from investment securities decreased \$578,000 in 2018 from 2017. The average balance of investment securities decreased \$22.2 million, which had an effect of decreasing interest income by \$798,000 due to volume. The majority of the decrease in volume was in tax-exempt securities, which experienced a decrease in the average balance of \$19.5 million. The average tax-effected yield on our investment portfolio decreased from 2.52% in 2017 to 2.51% in 2018. The decrease in the tax-effected yield is attributable to change in tax rates between 2017 and 2018. If the same tax rate was utilized for both 2017 and 2018, the tax-effected yields in 2018 would have exceeded 2017. As a result of yield on taxable securities increasing 48 bps to 2.21%, interest income on investment securities increased \$220,000. The primary driver of the decrease in the average balance of investments securities is attributable to the decision to fund a portion of our loan growth through the cashflows of the investment portfolio. As a result of the change in tax rates, yields on municipal securities were not as attractive as yields on taxable securities and as such, the tax exempt portfolio was utilized to fund the loan growth. The increase in yield on taxable securities is attributable to the Federal Reserve raising interest rates during 2017 and 2018. Investment purchases in 2018 focused on adding additional duration through longer term bonds to improve the portfolio performance. We continually monitor interest rate trading ranges and focus purchases to times when rates are in the top third of the trading range. The Bank believes its investment strategy has appropriately mitigated its interest rate risk exposure if rates continue to rise, while providing sufficient cashflows.

In total, loan interest income increased \$7,740,000 in 2018 from 2017. The average balance of our loan portfolio increased by \$160.9 million in 2018 compared to 2017, which resulted in an increase in interest income of \$7,705,000 due to volume. The increase in the average balance of loans was driven by the acquisition of the State College branch in December of 2017 and growth in our central and south central Pennsylvania markets as a result of our lending teams hired in 2016.

Interest income on residential mortgage loans increased \$545,000. The average balance of residential mortgage loans increased \$8.1 million, primarily due to the State College branch acquisition, resulting in an increase of \$424,000 due to volume. The change due to rate was an increase of \$121,000 as the average yield on residential mortgages increased from 5.17% in 2017 to 5.22% in 2018.

The average balance of construction loans increased \$1.4 million from 2017 to 2018, which resulted in an increase of \$63,000 in interest income. Additionally, the average yield on construction loans increased from 4.28% to 4.80%, which correlated to a \$132,000 increase in interest income.

Interest income on commercial loans increased \$3,086,000 from 2017 to 2018. The increase in the average balance of commercial loans of \$58.3 million is attributable to the acquisition of the State College branch and organic growth in the central and south central markets. The acquisition of the State College branch provided us with a new expanding market. Our lenders have been able to attract and retain previous loan relationships, and the market upheaval created by several bank mergers in the Lebanon and Lancaster markets, has continued to result in commercial loan growth for us. The increase in the average balance of these loans resulted in an increase in interest income due to volume of \$3,095,000. We believe our lenders are adept at customizing and structuring loans to customers that meet their needs and satisfy our commitment to credit quality. In many cases, the Bank works with the Small Business Administration (SBA) guaranteed loan programs to offset risk and to further promote economic growth in our market area.

Interest income on agricultural loans increased \$4,387,000 from 2017 to 2018. The increase in the average balance of agricultural loans of \$90.8 million is primarily attributable to the lenders hired to serve the central and south central markets. The increase in the average balance of these loans resulted in an increase in interest income due to volume of \$4,049,000. The average yield on agricultural loans increased from 4.32% in 2017 to 4.47% in 2018 due to a general increase in rates, resulting in an increase in interest income due to rate of \$338,000. We believe our lenders are adept at customizing and structuring loans to customers that meet their needs and satisfy our commitment to credit quality. In many cases, the Bank works with the United States Department of Agriculture's (USDA) guaranteed loan programs to offset risk and to further promote economic growth in our market area.



The average balance of loans to state and political subdivisions increased \$3.1 million from 2017 to 2018 which had a positive impact of \$136,000 on total interest income due to volume. The average tax equivalent yield on loans to state and political subdivisions decreased from 4.21% in 2017 to 3.70% in 2018, decreasing interest income by \$523,000. The decrease in the tax equivalent yield is primarily due to the change in tax rates from 34% in 2017 to 21% in 2018.

Total interest expense increased \$3,735,000 in 2018 compared to 2017. A portion of the increase is attributable to a change in volume as the average balance of interest bearing liabilities increased \$117.0 million in 2018, which had the effect of increasing interest expense by \$1,456,000. This increase was attributable to the acquisition of the State College branch and growth to fund the loan growth experienced by the Bank. Increases in average deposits included NOW accounts of \$2.9 million, savings accounts of \$13.2 million, money markets accounts of \$37.0 and certificates of deposits of \$14.5 million. The combined impact to interest expense of these increases was \$407,000. The average balance of other borrowed funds increased \$49.4 million as a result of funding loan growth, which corresponds to an increase in interest expense of \$1,049,000.

The average interest rate paid on interest bearing liabilities increased from 0.61% in 2017 to 0.89% in 2018, which resulted in an increase in interest expense of \$2,279,000. The average rate on certificates of deposit increased from 1.01% to 1.20% resulting in an increase in interest expense of \$530,000. The average rate paid on other borrowed funds increased from 1.77% to 2.26% resulting in an increase in interest expense of \$401,000. The average rate paid on money market accounts increased from 0.51% to 0.98% resulting in an increase in interest expense of \$739,000. Increases in rates paid on NOW accounts and savings accounts were less than 15 basis points, and resulted in a cumulative increase in interest expense of \$609,000. The rise in rates was driven by the Federal Reserve continuing to raise short term rates in 2018, which increased pressure on the Bank to raise rates on deposit pricing and to pay higher rates for the overnight borrowings.

Our net interest margin for 2018 was 3.66% compared to 3.80% for 2017, with a large majority of the change attributable to a lower tax-effected yield as a result of the change in tax rates for 2017 and 2018. The interest rate environment for 2018 was a further flattening of the yield curve with short term rates rising, while longer term rates remained steady. As of December 31, 2018, there are portions of the yield curve that are inverted. Should short or long-term interest rates move in such a way that results in a further flattening or inversion, we would anticipate additional pressure on our margin.

#### 2017 vs. 2016

Tax equivalent net interest income for 2017 was \$44,815,000 compared to \$40,882,000 for 2016, an increase of \$3,933,000 or 9.6%. Total interest income increased \$4,731,000, as loan interest income increased \$6,213,000, while total investment income decreased \$1,482,000. Interest expense increased \$798,000 from 2016.

Total tax equivalent interest income from investment securities decreased \$1,447,000 in 2017 from 2016. The average balance of investment securities decreased \$75.4 million, which had an effect of decreasing interest income by \$1,798,000 due to volume. The majority of the decrease in volume was in taxable securities, which experienced a decrease in the average balance of \$60.0 million. The average tax-effected yield on our investment portfolio increased from 2.39% in 2016 to 2.52% in 2017. This had the effect of increasing interest income by \$351,000 due to rate, which was related to taxable securities whose yield increased from 1.56% in 2016 to 1.73% in 2017. The primary driver of the decrease in the average balance of investments securities was the decision to fund a portion of our strong loan growth through the cashflows of the investment portfolio. The increase in yield is attributable to the Federal Reserve raising interest rates during 2017. Investment purchases in 2017 focused on securities with short fixed maturities for agency securities and short repricing windows for asset backed securities. We also focused our purchases on securities with lower risk weightings due to the loan growth experienced that carries a higher risk weight for capital adequacy purposes.

In total, loan interest income increased \$6,213,000 in 2017 from 2016. The average balance of our loan portfolio increased by \$157.5 million in 2017 compared to 2016, which resulted in an increase in interest income of \$7,003,000 due to volume. Offsetting this was a decrease in average yield on total loans from 5.13% in 2016 to 4.92% in 2017 resulting in a decrease in interest income of \$790,000 due to rate. The increase in the average balance of loans was driven by the loan growth in our central and south central Pennsylvania markets as a result of lending teams hired in 2016.

Interest income on residential mortgage loans decreased \$89,000. The average balance of residential mortgage loans increased \$2.0 million, resulting in an increase of \$110,000 due to volume. The change due to rate was a decrease of \$199,000 as the average yield on residential mortgages decreased from 5.26% in 2016 to 5.17% in 2017.

The average balance of construction loans increased \$9.1 million from 2016 to 2017, due to several large projects in progress during 2017 which resulted in an increase of \$371,000 in interest income. Additionally, the average yield on construction loans decreased from 4.93% to 4.28%, which correlated to a \$83,000 decrease in interest income.

Interest income on commercial loans increased \$1,362,000 from 2016 to 2017. The increase in the average balance of commercial loans of \$27.1 million is primarily attributable to the additional lenders hired in 2016 to serve the central and south central markets. The increase in the average balance of these loans resulted in an increase in interest income due to volume of \$1,437,000.

Interest income on agricultural loans increased \$4,877,000 from 2016 to 2017. The increase in the average balance of agricultural loans of \$122.9 million is primarily attributable to the additional lenders hired in 2016 to serve the central and south central markets. The increase in the average balance of these loans resulted in an increase in interest income due to volume of \$5,263,000. The average yield on agricultural loans decreased from 4.79% in 2016 to 4.32% in 2017 resulting in a decrease in interest income due to rate of \$386,000.

The average balance of loans to state and political subdivisions decreased \$2.9 million from 2016 to 2017 which had a negative impact of \$122,000 on total interest income due to volume.

Total interest expense increased \$798,000 in 2017 compared to 2016. A portion of the increase is attributable to a change in volume as the average balance of interest bearing liabilities increased \$50.4 million in 2017, which had the effect of increasing interest expense by \$422,000. This increase was attributable to growth necessary to fund the loan growth experienced by the Bank. Increases in average deposits included NOW accounts of \$21.4 million, savings accounts of \$7.4 million and money markets accounts of \$9.4 million. The combined impact to interest expense of these increases was an increase \$121,000. The average balance of other borrowed funds increased \$21.5 million as a result of funding loan growth, which corresponds to an increase in interest expense of \$379,000. The average balance of certificates of deposits decreased \$9.4 million, which corresponds to a decrease in interest expense of \$78,000. The average interest rate paid on interest bearing liabilities increased from 0.55% in 2016 to 0.61% in 2017, which resulted in an increase in interest expense of \$376,000. The average rate on certificates of deposit increased from 0.97% to 1.01% resulting in an increase in interest expense of \$100,000. The average rate paid on other borrowed funds increased from 1.69% to 1.77% resulting in an increase in interest expense of \$41,000. Increases in rates paid on NOW accounts, savings accounts and money market accounts were less than 7 basis points, and resulted in a cumulative increase in interest expense of \$235,000.

Our net interest margin for 2017 was 3.80% compared to 3.68% for 2016.



**PROVISION FOR LOAN LOSSES**

For the year ended December 31, 2018, we recorded a provision for loan losses of \$1,925,000. The provision for 2018 was \$615,000, or 24.2%, lower than the provision in 2017. The decrease in the provision for loan losses was primarily the result of organic loan growth in 2018 being less than the organic loan growth experienced in 2017. (see also “Financial Condition – Allowance for Loan Losses and Credit Quality Risk”).

For the year ended December 31, 2017, we recorded a provision for loan losses of \$2,540,000. The provision for 2017 was \$1,020,000, or 67.1%, higher than the provision in 2016. The increase in the provision for loan losses was primarily the result of the organic loan growth experienced in 2017. (see also “Financial Condition – Allowance for Loan Losses and Credit Quality Risk”).

**NON-INTEREST INCOME**

The following table reflects non-interest income by major category for the periods ended December 31 (dollars in thousands):

	2018	2017	2016		
Service charges	\$4,667	\$4,456	\$4,461		
Trust	705	755	693		
Brokerage and insurance	790	635	766		
Available for sale security gains (losses), net	(19 )	1,035	255		
Gains on loans sold	382	578	449		
Earnings on bank owned life insurance	622	660	688		
Other	588	537	587		
Total	\$7,735	\$8,656	\$7,899		
	2018/2017		2018/2017		
	Change		Change		
	Amount	%	Amount	%	
Service charges	\$211	4.7	\$(5 )	(0.1 )	
Trust	(50 )	(6.6 )	62	8.9	
Brokerage and insurance	155	24.4	(131)	(17.1 )	
Investment securities gains, (losses), net	(1,054)	(101.8)	780	305.9	
Gains on loans sold	(196 )	(33.9 )	129	28.7	
Earnings on bank owned life insurance	(38 )	(5.8 )	(28 )	(4.1 )	
Other	51	9.5	(50 )	(8.5 )	
Total	\$(921 )	(10.6 )	\$757	9.6	

**2018 vs. 2017**

Non-interest income decreased \$921,000 in 2018 from 2017, or 10.6%. We experienced a \$19,000 net loss on available for sale securities in 2018 compared to a net gain totaling \$1,035,000 in 2017. During 2018, we sold 7 agency securities for a net loss of \$179,000 and 14 municipal securities for a gain of \$160,000 to fund loan growth and to restructure the investment portfolio to improve performance in the current rate environment. During 2017, we sold 24 agency securities for a net loss of \$147,000 to fund loan growth and to restructure the investment portfolio for future rate increases. We also sold one Agency MBS security for a gain of \$20,000. Finally, in anticipation of the adoption of accounting standard ASU 2016-01, Financial Instruments – Overall (Subtopic 825-10): Recognition and Measurement of Financial Assets and Financial Liabilities, which requires the change in the market value of equity securities to be recorded in income beginning in 2018, the Company chose to sell a significant portion of its equity securities portfolio that resulted in a gain of \$1,149,000. We also sold several interest bearing time deposits during 2017 for a gain of \$13,000.

Gains on loans sold decreased \$196,000 compared to last year. During 2018, the Bank generated \$19.7 million of residential mortgage loan sale proceeds, which was \$5.4 million, or 21.5% less than the proceeds received in 2017. During 2017, we also sold the credit card portfolio for \$1.0 million generating a gain on the sale of approximately \$39,000.

The increase in service charges is attributable to the acquisition of the State College branch and customers generating additional interchange and ATM revenue for the Company. The increase in brokerage revenues is due to growth in sales in our south central Pennsylvania market. The decrease in trust revenues was due to estates fees decreasing in 2018 compared to 2017.

#### 2017 vs. 2016

Non-interest income increased \$757,000 in 2017 from 2016, or 9.6%. We recorded investment securities gains totaling \$1,035,000 compared with net gains of \$255,000 in 2016. As discussed above, during 2017, we sold 24 agency securities for a net loss of \$147,000, one Agency MBS security for a gain of \$20,000 and a significant portion of its equity securities portfolio for a gain of \$1,149,000. During 2016, we sold two US treasury securities and one agency security for gains totaling \$27,000 and \$48,000, respectively. We sold four municipal securities for gains totaling \$80,000. We also sold 7 agency securities for a gain of \$2,000 and 6 corporate securities for a loss of \$35,000. Finally, we sold portions of three of the equity security positions for a total gain of \$133,000.

Gains on loans sold increased \$129,000 compared to 2016. During 2017, the Bank generated \$25.1 million of residential mortgage loan sale proceeds, which was \$3.6 million, or 16.8% more than the proceeds received in 2016. We also sold the credit card portfolio for \$1.0 million in 2017 generating a gain on the sale of approximately \$39,000. The decrease in brokerage revenues is due to the loss of service of two employees early in 2017, whose positions remained unfilled for a portion of the year. The increase in trust revenues was due to settling several estates in 2017.

#### Non-interest Expenses

The following tables reflect the breakdown of non-interest expense by major category for the periods ended December 31 (dollars in thousands):

	2018	2017	2016
Salaries and employee benefits	\$19,094	\$17,655	\$16,533
Occupancy	2,126	1,988	1,900
Furniture and equipment	536	603	644
Professional and legal fees	1,925	1,299	1,200
FDIC insurance	417	385	572
Pennsylvania shares tax	835	705	690
Amortization of intangibles	296	297	327
Merger and acquisition	-	165	-
ORE expenses	158	395	283
Other	6,170	5,822	6,522
Total	\$31,557	\$29,314	\$28,671

	2018/2017		2017/2016	
	Change		Change	
	Amount	%	Amount	%
Salaries and employee benefits	\$1,439	8.2	\$1,122	6.8
Occupancy	138	6.9	88	4.6
Furniture and equipment	(67 )	(11.1 )	(41 )	(6.4 )
Professional and legal fees	626	48.2	99	8.3
FDIC insurance	32	8.3	(187 )	(32.7)
Pennsylvania shares tax	130	18.4	15	2.2
Amortization of intangibles	(1 )	(0.3 )	(30 )	(9.2 )
Merger and acquisition	(165 )	(100.0)	165	N/A
ORE expenses	(237 )	(60.0 )	112	39.6
Other	348	6.0	(700 )	(10.7)
Total	\$2,243	7.7	\$643	2.2

#### 2018 vs. 2017

Non-interest expenses for 2018 totaled \$31,557,000, which represents an increase of \$2,243,000, compared to 2017 expenses of \$29,314,000. The primary cause of the total increase was salaries and benefits. Salary and benefit costs increased \$1,439,000, or 8.2%. Base salaries and related payroll taxes increased \$1,089,000 as a result of additional headcount, primarily due to the State College branch acquisition, 2018 merit increases and staffing mix changes. Full time equivalent staffing was 261 and 253 employees for 2018 and 2017, respectively. As a result of actual claims utilization, health insurance related expenses decreased \$145,000. Retirement and profit sharing expenses increased \$389,000 compared to 2017, also as a result of a change in the number of employees, the employee mix and increased profitability.

The increase in occupancy expenses is due to the State College branch acquisition. The increase in professional and legal fees is due to an increase in legal fees associated with a customer's bankruptcy litigation. The decrease in ORE expenses is the result of having fewer ORE properties in 2018 than 2017. The decrease in merger and acquisition expenses is due to the acquisition of the State College branch in 2017 and no corresponding activity in 2018. The largest drivers of the increase in other expenses was ATM operating expenses and directors fees.

#### 2017 vs. 2016

Non-interest expenses for 2017 totaled \$29,314,000, which represents an increase of \$643,000, compared to 2016 expenses of \$28,671,000. The primary cause of the total increase was salaries and benefits. Salary and benefit costs increased \$1,122,000. Base salaries and related payroll taxes increased \$902,000 as a result of 2017 merit increases and staffing mix changes. Full time equivalent staffing was 253 and 252 employees for 2017 and 2016, respectively. Retirement and profit sharing expenses increased \$235,000 compared to 2016, also as a result of a change in the employee mix and increased profitability.

The increase 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 in 2016 of previously paid real estate taxes and legal fees. The decrease in FDIC insurances expense is due to a lower assessment charged by the FDIC. The increase in merger and acquisition expenses is due to the acquisition of the State College branch in 2017. The largest driver of the decrease in other expenses is a decrease of \$377,000 in charge-offs related to fraudulent charges on our customers debit cards.

#### Provision for Income Taxes

The provision for income taxes was \$3,403,000, \$6,031,000 and \$3,034,000 for 2018, 2017 and 2016, respectively. The effective tax rates for 2018, 2017 and 2016 were 15.9%, 31.7% and 19.4%, respectively.

The decrease in income tax expense of \$2,628,000 in 2018 has two primary drivers. The first was a change in the Company's Federal statutory income tax rate from 35% in 2017 to 21% in 2018. While income before the provision for income taxes increased \$2,381,000 to \$21,437,000, the decrease in the federal statutory income tax rate corresponds to a reduction in income tax expenses of approximately \$1,668,000. The second driver was a \$1,531,000 increase in tax expense in 2017 due to the Tax Cuts and Jobs Act, enacted on December 22, 2017, which lowered the federal corporate income tax rate from 35% to 21% effective January 1, 2018. As a result of the lowered tax rate, the carrying

value of the Company's net deferred tax asset was reduced by \$1,531,000, which was charged to income tax expense in 2017. The remaining change was due to a lower amount of tax exempt income in 2018 compared to 2017.

31

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The increase in income tax expense of \$2,997,000 in 2017 was due to the increase of \$3,384,000 in income before the provision for income taxes, which accounts for an increase in tax expense of \$1,151,000 at a 34% tax rate. The second driver was a \$1,531,000 increase in tax expense due to the Tax Cuts and Jobs Act, enacted on December 22, 2017 as mentioned above. The remaining increase was due to a lower amount of tax exempt income in 2017 compared to 2016 and a reduction in tax credits due to one expiring in December of 2016.

We are involved in four limited partnership agreements that established low-income housing projects in our market area. During 2018 and 2017, we recognized tax credits related to one of the four partnerships and in 2016 we recognized tax credits related to two of the four partnerships. Tax credits associated with one project became fully utilized in December 2016. The tax credits for the other two projects were fully utilized by December 31, 2012. We anticipate recognizing an aggregate of \$564,000 of tax credits over the next four years.

#### FINANCIAL CONDITION

The following table presents ending balances (dollars in millions), the dollar amount of change and the percentage change during the past two years:

	2018			2017			2016
	Balance	Increase	% Change	Balance	Increase	% Change	Balance
Total assets	\$1,430.7	\$ 68.8	5.1	\$1,361.9	\$ 138.9	11.4	\$1,223.0
Total investments	241.0	(13.8 )	(5.4 )	254.8	(59.2 )	(18.9 )	314.0
Total loans, net	1,069.0	79.7	8.1	989.3	198.6	25.1	790.7
Total deposits	1,185.2	80.3	7.3	1,104.9	99.4	9.9	1,005.5
Total borrowings	91.2	(23.5 )	(20.5 )	114.7	35.0	43.9	79.7
Total stockholders' equity	139.2	10.2	7.9	129.0	5.7	4.6	123.3

#### Cash and Cash Equivalents

Cash and cash equivalents totaled \$16.8 million at December 31, 2018 compared to \$18.5 million at December 31, 2017. Management actively measures and evaluates its liquidity 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, 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 year-end composition of the investment portfolio for the five years ended December 31 (dollars in thousands):

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	2018	% of	2017	% of	2016	% of	2015	% of	2014	% of
	Amount	Total	Amount	Total	Amount	Total	Amount	Total	Amount	Total
Available-for-sale:										
U. S. Agency securities	\$106,385	44.0	\$98,887	38.8	\$170,414	54.3	\$199,591	55.5	\$150,885	49.3
U.S. Treasuries	33,358	13.8	28,604	11.2	3,000	0.9	10,082	2.8	4,849	1.6
Obligations of state & political subdivisions	52,047	21.5	79,090	31.0	96,926	30.9	102,863	28.6	105,036	34.3
Corporate obligations	3,034	1.3	3,083	1.2	3,050	1.0	14,565	4.0	13,958	4.6
Mortgage-backed securities	46,186	19.1	45,027	17.7	37,728	12.0	30,204	8.4	29,728	9.6
Equity securities										
(a)	516	0.3	91	0.1	2,899	0.9	2,432	0.7	1,690	0.6
Total	\$241,526	100.0	\$254,782	100.0	\$314,017	100.0	\$359,737	100.0	\$306,146	100.0

(a) As of January 1, 2018, the Company adopted ASU 2016-01 resulting in the reclassification of equity securities from available for sale securities to equity securities in the Consolidated Balance Sheet.

2018

The Company's investment portfolio decreased by \$13.3 million, or 5.2%, during the past year primarily due to investment cash flows being utilized to fund loan growth in 2018. During 2018, we purchased \$5.0 million of U.S. Treasury securities, \$52.1 million of U.S. agencies, \$10.1 million of mortgage backed securities, \$2.2 million of state and local obligations and \$425,000 of equity securities in financial corporations, which helped to offset the \$8.4 million of principal repayments and \$45.6 million of calls and maturities that occurred during the year. We also sold \$27.1 million of bonds at a net loss of \$19,000. The market value of our investment portfolio decreased approximately \$894,000 in 2018 due to interest rate fluctuations and sales of securities during 2018. Excluding our short term investments consisting of monies held primarily at the Federal Reserve, the effective yield on our investment portfolio for 2018 was 2.51% compared to 2.52% for 2017 on a tax equivalent basis.

During 2018, rates on the short end of the Treasury yield curve increased as a result of the increase in the federal funds rate and the potential for additional future increases in the federal funds rate. This resulted in a further flattening of the yield curve and inversion on parts of the yield curve as long-term rates did not increase in a similar manner. The investment strategy in 2018 was to utilize cashflows from the investment portfolio to fund a portion of the strong loan growth the Company experienced, while maintaining a portfolio sufficient to support our various pledging requirements for deposits, borrowings and liquidity. Investment purchases during the year focused on adding additional duration to the portfolio, without exceeding policy limits. During 2018, we executed a strategy to sell pre-refunded municipal securities, which means that the securities would be called at their next call date, to maximize our investment return. We reinvested the proceeds into higher yielding securities thus improving the portfolio profile. 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. The Bank believes its investment strategy has appropriately mitigated its interest rate risk exposure if rates continue to rise while providing sufficient cashflows for the Company's liquidity needs.

At December 31, 2018, the Company did not own any securities, other than government-sponsored and government-guaranteed mortgage-backed securities, that had an aggregate book value in excess of 10% of its stockholders' equity at that date.

The expected principal repayments at amortized cost and average weighted yields for the investment portfolio (excluding equity securities) as of December 31, 2018, are shown below (dollars in thousands). Expected principal repayments, which include prepayment speed assumptions for mortgage-backed securities, are significantly different than the contractual maturities detailed in Note 4 of the consolidated financial statements. Yields on tax-exempt securities are presented on a fully taxable equivalent basis, assuming a 21% tax rate, which was the rate in effect at December 31, 2018.



	One Year or Less		After One Year to Five years		After Five Years to Ten Years		After Ten Years		Total	
	Amortized Cost	Yield %	Amortized Cost	Yield %	Amortized Cost	Yield %	Amortized Cost	Yield %	Amortized Cost	Yield %
Available-for-sale securities:										
U.S. agency securities	\$18,662	1.5	\$67,247	2.3	\$20,607	3.1	\$-	-	\$106,516	2.3
U.S. treasuries	-	-	33,813	2.0	-	-	-	-	33,813	2.0
Obligations of state & political										
Subdivisions	13,626	2.5	26,095	2.6	9,856	3.7	2,497	4.3	52,074	2.9
Corporate obligations	-	-	-	-	3,000	5.8	-	-	3,000	5.8
Mortgage-backed securities	16,943	2.3	15,412	2.3	13,987	2.6	497	2.9	46,839	2.4
Total available-for-sale	\$49,231	2.1	\$142,567	2.3	\$47,450	3.3	\$2,994	4.1	\$242,242	2.4

At December 31, 2018, approximately 79.2% of the amortized cost of debt securities is expected to mature, call or pre-pay within five years or less. The Company expects that earnings from operations, the levels of cash held at the Federal Reserve and other correspondent banks, the high liquidity level of the available-for-sale securities, growth of deposits and the availability of borrowings from the Federal Home Loan Bank and other third party banks will be sufficient to meet future liquidity needs.

#### 2017

The Company's investment portfolio decreased by \$59.2 million, or 18.9%, during the past year primarily due to investment cash flows being utilized to fund loan growth in 2017. During 2017, we purchased \$28.8 million of U.S. Treasury securities, \$6.1 million of U.S. agencies, \$15.7 million of mortgage backed securities, \$3.4 million of state and local obligations and \$100,000 of equity securities in financial corporations, which helped to offset the \$7.5 million of principal repayments and \$52.6 million of calls and maturities that occurred during the year. We also sold \$50.4 million of bonds and equities at a net gain of \$1,022,000. The market value of our investment portfolio decreased approximately \$2.3 million in 2017 due to interest rate fluctuations and sales of securities during 2017.

Excluding our short term investments consisting of monies held primarily at the Federal Reserve, the effective yield on our investment portfolio for 2017 was 2.52% compared to 2.39% for 2016 on a tax equivalent basis.

During 2017, rates on the short end of the Treasury yield curve increased as a result of the increase in the federal funds rate and the potential for additional future increases in the federal funds rate. This resulted in a flattening of the yield curve. The investment strategy in 2017 was to utilize cashflows from the investment portfolio to fund loan growth, while maintaining a portfolio sufficient to support our various pledging requirements for deposits, borrowings and liquidity. Investment purchases focused on securities with short fixed maturities for treasury and agency securities and short repricing windows for asset backed securities. We focused our purchases on securities with lower risk weightings due to the loan growth experienced that carries a higher risk weight for capital adequacy purposes.

At December 31, 2017, the Company did not own any securities, other than government-sponsored and government-guaranteed mortgage-backed securities, that had an aggregate book value in excess of 10% of its stockholders' equity at that date.

#### Loans

The Bank's lending efforts have historically focused on north central Pennsylvania and southern New York. With the acquisition of FNB and the opening of offices in Lancaster County, this focus has grown to include Lebanon, Schuylkill, Berks and Lancaster County markets of south central, Pennsylvania. In 2016, we opened a limited branch office in Union County that is staffed by a lending team to primarily support agricultural opportunities in central Pennsylvania. We also opened a full service branch in Mount Joy, Pennsylvania in 2016. In December 2017, we completed a branch acquisition in State College, which provides us with opportunities in Centre County, Pennsylvania. We originate loans primarily through direct loans to our existing customer base, with new customers generated through the strong relationships that our 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. As of December 31, 2018, approximately 78.8% of our loan portfolio consisted of real estate loans. All lending is governed by a lending policy that is developed and administered by management and approved by the Board of Directors.

34

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The Bank primarily offers fixed rate residential mortgage loans with terms of up to 25 years and adjustable rate mortgage loans (with amortization schedules up to 30 years) with interest rates and payments that adjust based on one, three, and five year fixed periods. Loan to value ratios are usually 80% or less with exceptions for individuals with excellent credit and low debt to income and/or high net worth. Adjustable rate mortgages are tied to a margin above the comparable Federal Home Loan Bank of Pittsburgh borrowing rate. Home equity loans are written with terms of up to 15 years at fixed rates. Home equity lines of credit are variable rate loans tied to the Prime Rate generally with a ten year draw period followed by a ten year repayment period. Home equity loans are typically written with a maximum 80% loan to value.

Commercial real estate loan terms are generally 20 years or less, with one to five year adjustable interest rates. The adjustable rates are typically tied to a margin above the comparable Federal Home Loan Bank of Pittsburgh borrowing rate with a maximum loan to value ratio of 80%. Where feasible, the Bank participates in the United States Department of Agriculture's (USDA) and Small Business Administration (SBA) guaranteed loan programs to offset risk and to further promote economic growth in our market area. During 2018, we originated \$3.6 million in USDA and SBA guaranteed real estate loans.

Agriculture is an important industry throughout our market areas. Therefore, the Bank has not only developed an agriculture lending team with significant experience that has a thorough understanding of this industry, but also continually looks for additional employees with a thorough understanding of agriculture. We have an agricultural policy to assist in underwriting agricultural loans. Agricultural loans are made to a diversified customer base that include dairy, swine and poultry farmers and their support businesses. Agricultural loans focus on character, cash flow and collateral, while also taking into account the particular risks of the industry. Loan terms are generally 20 years or less, with one to five year adjustable interest rates. The adjustable rates are typically tied to a margin above the comparable Federal Home Loan Bank of Pittsburgh borrowing rate with a typical loan to value of less than 80%. The Bank is a preferred lender under the USDA's Farm Service Agency (FSA) and participates in the FSA guaranteed loan program.

The Bank, as part of its commitment to the communities it serves, is an active lender for projects by our local municipalities and school districts. These loans range from short term bridge financing to 20 year term loans for specific projects. These loans are typically written at rates that adjust at least every five years. Due to the size of certain municipal loans, we have developed participation lending relationships with other community banks that allow us to meet regulatory compliance issues, while meeting the needs of the customer. At December 31, 2018, the aggregate balance of our participation loans, in which a portion was sold to other lender's totaled \$56.4 million. Activity associated with exploration for natural gas was intermittent in 2018 as certain entities drilled new wells and created new pad sites, while other companies only maintained their existing wells. Natural gas prices fluctuated during 2018 and remained relatively low. There were additional pipeline installations in 2018, which may lead to increased exploration in the future. While the Bank has loaned to companies that service the exploration activities, the Bank did not originate any loans to companies performing the actual drilling and exploration activities. Loans made by the Company were to service industry customers which included trucking companies, stone quarries and other support businesses. We also originated loans to businesses and individuals for restaurants, hotels and apartment rentals that were 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 were originated in a prudent and cautious manner and were subject to specific policies and procedures for lending to these entities, which included lower loan to value thresholds, shortened amortization periods, and expansion of our monitoring of loan concentrations associated with this activity.

The following table shows the year-end composition of the loan portfolio for the five years ended December 31 (dollars in thousands):

35

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	2018		2017		2016		2015		2014	
	Amount	%	Amount	%	Amount	%	Amount	%	Amount	%
Real estate:										
Residential	\$215,305	19.9	\$214,479	21.4	\$207,423	25.9	\$203,407	29.3	\$185,438	33.5
Commercial	319,265	29.5	308,084	30.8	252,577	31.6	237,542	34.2	190,945	34.5
Agricultural	284,520	26.3	239,957	24.0	123,624	15.5	57,822	8.3	24,639	4.4
Construction	33,913	3.1	13,502	1.3	25,441	3.2	15,011	2.2	6,353	1.1
Consumer	9,858	0.9	9,944	1.0	11,005	1.4	11,543	1.7	8,497	1.5
Other commercial loans	74,118	6.9	72,013	7.2	58,639	7.3	57,549	8.2	47,451	8.6
Other agricultural loans	42,186	3.9	37,809	3.8	23,388	2.9	13,657	2.0	11,065	2.0
State & political subdivision loans	102,718	9.5	104,737	10.5	97,514	12.2	98,500	14.1	79,717	14.4
Total loans	1,081,883	100.0	1,000,525	100.0	799,611	100.0	695,031	100.0	554,105	100.0
Less allowance for loan losses	12,884		11,190		8,886		7,106		6,815	
Net loans	\$1,068,999		\$989,335		\$790,725		\$687,925		\$547,290	

	2018/2017		2017/2016	
	Change		Change	
	Amount	%	Amount	%
Real estate:				
Residential	\$826	0.4	\$7,056	3.4
Commercial	11,181	3.6	55,507	22.0
Agricultural	44,563	18.6	116,333	94.1
Construction	20,411	151.2	(11,939)	(46.9)
Consumer	(86)	(0.9)	(1,061)	(9.6)
Other commercial loans	2,105	2.9	13,374	22.8
Other agricultural loans	4,377	11.6	14,421	61.7
State & political subdivision loans	(2,019)	(1.9)	7,223	7.4
Total loans	\$81,358	8.1	\$200,914	25.1

2018

Total loans grew \$81.4 million in 2018 from \$1.0 billion at the end of 2017 to \$1.1 billion at the end of 2018. During 2018, the Company experienced growth in agricultural real estate loans of \$44.6 million, commercial real estate loans of \$11.2 million, other agricultural loans of \$4.4 million, other commercial loans of \$2.1 million and construction loans of \$20.4 million, which will convert primarily to agricultural and commercial real estate upon completion. The growth in agricultural and commercial loan categories was primarily in our southcentral and central Pennsylvania markets and is a result of entering the south central and central Pennsylvania markets with the FNB acquisition and State College branch acquisitions and the hiring of additional agricultural and commercial lenders.

Residential real estate loans increased \$826,000. Demand for non-conforming loans was consistent with previous years and remains highly competitive, especially in the north central Pennsylvania market. During 2018, \$19.5 million of residential real estate loans were originated for sale on the secondary market, which compares to \$24.3 million for 2017. For loans sold on the secondary market, the Company recognizes fee income for servicing these sold loans, which is included in non-interest income.

2017

Total loans grew \$200.9 million in 2017 from \$799.6 million at the end of 2016 to \$1.0 billion at the end of 2017. In December 2017, the Company completed the acquisition of a branch in State College, Pennsylvania, which included loans totaling \$39.8 million. During 2017, excluding the branch acquisition, the Company experienced growth in agricultural real estate loans of \$116.3 million, commercial real estate loans of \$35.7 million, other agricultural loans of \$14.4 million, other commercial loans of \$7.5 million and state and political subdivision loans of \$4.5 million. A portion of the increases in agricultural real estate and commercial real estate was due to transfers from construction, which decreased \$12.3 million, excluding the impact of the State College branch acquisition. The growth in agricultural and commercial loan categories was primarily in our southcentral and central Pennsylvania markets and is a result of entering the south central and central Pennsylvania markets as a result of the FNB acquisition and the hiring of additional agricultural and commercial lenders.

36

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Excluding the State College branch acquisition, residential real estate loans decreased \$3.7 million. Demand for non-conforming loans was limited and highly competitive, especially in the north central Pennsylvania market. During 2017, \$24.3 million of residential real estate loans were originated for sale on the secondary market, which compares to \$22.2 million for 2016.

The following table shows the maturity of commercial business and agricultural, state and political subdivision loans, commercial real estate loans, and construction loans as of December 31, 2018, classified according to the sensitivity to changes in interest rates within various time intervals (in thousands). The table does not include any estimate of prepayments which significantly shorten the average life of all loans and may cause our actual repayment experience to differ from that shown below. Demand loans having no stated schedule of repayments and no stated maturity are reported as due in one year or less.

	Commercial, municipal, agricultural	Real estate construction	Total
Maturity of loans:			
One year or less	\$ 17,706	\$ 3,713	\$21,419
Over one year through five years	106,869	-	106,869
Over five years	698,232	30,200	728,432
Total	\$ 822,807	\$ 33,913	\$856,720
Sensitivity of loans to changes in interest rates - loans due after December 31, 2018:			
Predetermined interest rate	\$ 86,039	\$ 414	\$86,453
Floating or adjustable interest rate	719,062	29,786	748,848
Total	\$ 805,101	\$ 30,200	\$835,301

#### Allowance for Loan Losses and Credit Quality Risk

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 change in the allowance for loan losses and a summary of our non-performing assets for the years ended December 31, 2018, 2017, 2016, 2015 and 2014. All non-accruing troubled debt restructurings (TDRs) are also included the non-accruing loans totals.

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	December 31,					
	2018	2017	2016	2015	2014	
Balance						
at beginning of period	\$ 11,190	\$ 8,886	\$ 7,106	\$ 6,815	\$ 7,098	
Charge-offs:						
Real estate:						
Residential	118	107	85	66	97	
Commercial	66	41	100	84	516	
Agricultural	-	30	-	-	-	
Consumer	40	130	100	47	47	
Other commercial loans	91	-	55	41	250	
Other agricultural loans	50	5	-	-	-	
Total loans charged-off	365	313	340	238	910	
Recoveries:						
Real estate:						
Residential	69	-	-	-	-	
Commercial	3	11	479	14	15	
Agricultural	-	-	-	-	-	
Consumer	31	49	88	33	27	
Other commercial loans	30	16	33	2	-	
Other agricultural loans	1	1	-	-	-	
Total loans recovered	134	77	600	49	42	
Net loans charged-off (recovered)	231	236	(260 )	189	868	
Provision charged to expense	1,925	2,540	1,520	480	585	
Balance at end of year	\$ 12,884	\$ 11,190	\$ 8,886	\$ 7,106	\$ 6,815	
Loans outstanding at end of period	\$ 1,081,883	\$ 1,000,525	\$ 799,611	\$ 695,031	\$ 554,105	
Average loans outstanding, net	\$ 1,044,250	\$ 883,355	\$ 725,881	\$ 577,992	\$ 540,541	
Non-performing assets:						
Non-accruing loans	\$ 13,724	\$ 10,171	\$ 11,454	\$ 6,531	\$ 6,599	
Accrual loans - 90 days or more past due	68	555	405	623	836	
Total non-performing loans	\$ 13,792	\$ 10,726	\$ 11,859	\$ 7,154	\$ 7,435	
Foreclosed assets held for sale	601	1,119	1,036	1,354	1,792	
Total non-performing assets	\$ 14,393	\$ 11,845	\$ 12,895	\$ 8,508	\$ 9,227	
Troubled debt restructurings (TDR)						
Non-accruing TDRs	\$ 10,621	\$ 6,798	\$ 6,758	\$ 3,397	\$ 3,654	
Accrual TDRs	8,333	13,056	6,095	2,243	2,502	
Total troubled debt restructurings	\$ 18,954	\$ 19,854	\$ 12,853	\$ 5,640	\$ 6,156	
Net charge-offs (recoveries) to average loans	0.02	% 0.03	% (0.04 )%	0.03	% 0.16	%
Allowance to total loans	1.19	% 1.12	% 1.11	% 1.02	% 1.23	%
Allowance to total non-performing loans	93.42	% 104.33	% 74.93	% 99.33	% 91.66	%
Non-performing loans as a percent of loans net of unearned income	1.27	% 1.07	% 1.48	% 1.03	% 1.34	%
Non-performing assets as a percent of loans net of unearned income	1.33	% 1.18	% 1.61	% 1.22	% 1.67	%

The Company believes it utilizes a disciplined and thorough loan review process based upon its internal loan policy approved by the Company's Board of Directors. The purpose of the review is to assess loan quality, analyze delinquencies, identify problem loans, evaluate potential charge-offs and recoveries, and assess general overall

economic conditions in the markets served. An external independent loan review is performed on our commercial portfolio semi-annually for the Company. The external consultant is engaged to 1) review a minimum of 50% (55% for loans between 2016 and 2014) of the dollar volume of the commercial loan portfolio on an annual basis, 2) new loans originated for over \$1.0 million in the last year, 3) a majority of borrowers with commitments greater than or equal to \$1.0 million, 4) 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. As part of this review, our underwriting process and loan grading system is evaluated.

38

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Management believes it uses the best information available to make such determinations and that the allowance for loan losses is adequate as of December 31, 2018. 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 from the watchlist. 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, other commercial loans and other agricultural loans, on non-accrual are evaluated quarterly for impairment.

The adequacy of the allowance for loan losses is subject to a formal, quarterly analysis by management of the Company. In order to better analyze the risks associated with the loan portfolio, the entire portfolio is divided into several categories. As stated above, loans on non-accrual status are specifically reviewed for impairment and given a specific reserve, if appropriate. Loans evaluated and not found to be impaired are included with other performing loans, by category, by their respective homogenous pools. Three year average historical loss factors were calculated for each pool and applied to the performing portion of the loan category for each year presented. The historical loss factors for both reviewed and homogeneous pools are adjusted based upon the following qualitative factors:

- Level of and trends in delinquencies, 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 Bank'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 / CPI
- 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
- Any change in the level of board oversight



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See also “Note 5 – Loans and Related Allowance for Loan Losses” to the consolidated financial statements.

The allowance for loan losses was \$12,884,000 or 1.19% of total loans as of December 31, 2018 as compared to \$11,190,000 or 1.12% of loans as of December 31, 2017. The \$1,694,000 increase is a result of a \$1,925,000 provision for loan losses less net charge-offs of \$231,000. The decrease as a percent of loans for 2018, 2017, 2016 and 2015 when compared to 2014 is attributable to the increase in loans as part of the acquisition of FNB and the State College branch acquisition and the associated purchase accounting adjustments that were applied to the acquired loan portfolios. The following table shows the distribution of the allowance for loan losses and the percentage of loans compared to total loans by loan category (dollars in thousands) as of December 31:

	2018		2017		2016		2015		2014	
	Amount	%	Amount	%	Amount	%	Amount	%	Amount	%
Real estate loans:										
Residential	\$1,105	19.9	\$1,049	21.4	\$1,064	25.9	\$905	29.3	\$878	33.5
Commercial	4,115	29.5	3,867	30.8	3,589	31.6	3,376	34.2	3,419	34.5
Agricultural	4,264	26.3	3,143	24.0	1,494	15.5	409	8.3	451	4.4
Construction	58	3.1	23	1.3	47	3.2	24	2.2	26	1.1
Consumer	120	0.9	124	1.0	122	1.4	102	1.7	84	1.5
Other commercial loans	1,354	6.9	1,272	7.2	1,327	7.3	1,183	8.2	1,007	8.6
Other agricultural loans	752	3.9	492	3.8	312	2.9	122	2.0	217	2.0
State & political subdivision loans	762	9.5	816	10.5	833	12.2	593	14.1	545	14.4
Unallocated	354	N/A	404	N/A	98	N/A	392	N/A	188	N/A
Total allowance for loan losses	\$12,884	100.0	\$11,190	100.0	\$8,886	100.0	\$7,106	100.0	\$6,815	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 loans total 55.8% of the loan portfolio, 65.0% of the allowance is assigned to these portions of the loan portfolio as these loans have more inherent risks than residential real estate or loans to state and political subdivisions. Residential real estate loans comprise 19.9% of the loan portfolio as of December 31, 2018 and 8.6% of the allowance is assigned to this segment as generally there are less inherent risks than commercial and agricultural loans.

The following table identifies amounts of loans contractually past due 30 to 90 days and non-performing loans by loan category, as well as the change from December 31, 2017 to December 31, 2018 in non-performing loans (in thousands). Non-performing loans include those 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.

	December 31, 2018				December 31, 2017			
	Non-Performing Loans				Non-Performing Loans			
	30 - 89 Days Past Due	90 Days Past Due	Accruing	Total Non-Performing	30 - 89 Days Past Due	90 Days Past Due	Accruing	Total Non-Performing
Real estate:								
Residential	\$1,624	\$20	\$1,161	\$ 1,181	\$1,550	\$218	\$1,386	\$ 1,604
Commercial	1,444	36	5,957	5,993	1,519	162	5,192	5,354
Agricultural	121	-	3,206	3,206	242	30	175	205
Construction	-	-	-	-	-	-	133	133
Consumer	37	12	14	26	86	7	42	49
Other commercial loans	73	-	2,185	2,185	50	32	2,637	2,669
Other agricultural loans	9	-	1,201	1,201	42	106	606	712

Total nonperforming loans \$3,308 \$68 \$13,724 \$13,792 \$3,489 \$555 \$10,171 \$10,726

40

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Change in  
Non-Performing  
Loans  
2018 / 2017  
Amount %

Real estate:		
Residential	\$(423 )	(26.4 )
Commercial	639	11.9
Agricultural	3,001	1,463.9
Construction	(133 )	-
Consumer	(23 )	(46.9 )
Other commercial loans	(484 )	(18.1 )
Other agricultural loans	489	68.7
Total nonperforming loans	\$3,066	28.6

The following table shows the distribution of non-performing loans by loan category (in thousands) for the past five years as of December 31:

	Non-Performing Loans				
	2018	2017	2016	2015	2014
Real estate:					
Residential	\$1,181	\$1,604	\$1,903	\$1,402	\$1,174
Commercial	5,993	5,354	4,445	4,482	5,320
Agricultural	3,206	205	1,340	34	-
Construction	-	133	-	-	-
Consumer	26	49	109	64	53
Other commercial loans	2,185	2,669	4,057	1,172	888
Other agricultural loans	1,201	712	5	-	-
State & political subdivision loans	-	-	-	-	-
Total nonperforming loans	13,792	10,726	11,859	7,154	7,435

For the year ended December 31, 2018, we recorded a provision for loan losses of \$1,925,000 which compares to \$2,540,000 for the same period in 2017, a decrease of \$615,000. The decrease is primarily attributable to the decrease in organic loan growth in 2018 compared to the growth in 2017. Non-performing loans increased \$3,066,000 from December 31, 2017 to December 31, 2018 with the increase being primarily related to two agricultural relationships that became non-performing in 2018. At December 31, 2018, approximately 68.7% of the Bank's non-performing loans are associated with the following four customer relationships:

A commercial loan relationship with \$3.0 million outstanding, and additional letters of credit of \$2.1 million available, secured by undeveloped land, stone quarries and equipment, was on non-accrual status as of December 31, 2018. 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. During 2017, the Company had the underlying collateral appraised. The appraisals indicated a 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.

Management determined that no specific reserve was required as of December 31, 2018.

A commercial loan relationship of \$2.4 million, secured by residential rental properties, was on non-accrual status as of December 31, 2018. In January of 2019, the Bank and customer entered into a deed in lieu transaction, in which the Company will receive title to 97 properties, the fair value of which we believe is greater than the outstanding loan balance.

An agricultural customer with a total loan relationship of \$2.8 million, secured by real estate, equipment and cattle, was on non-accrual status as of December 31, 2018. Included within these loans to this customer are \$1,151,000 of loans which are subject to Farm Service Agency guarantees. Depressed milk prices have created cash flow difficulties for this customer. Absent a sizable and sustained increase in milk prices, which is not assured, we will need to rely upon the collateral for repayment of interest and principal. As of December 31, 2018, there was a specific reserve of

\$238,000 for this relationship.

An agricultural customer with a total loan relationship of \$1.6 million, secured by real estate, equipment and cattle, was on non-accrual status as of December 31, 2018. Included within these loans to this customer are \$165,000 of loans which are subject to Farm Service Agency guarantees. Depressed milk prices have created cash flow difficulties for this customer. Absent a sizable and sustained increase in milk prices, which is not assured, we expect we will need to rely upon the collateral for repayment of interest and principal. As of September 30, 2018, there was a specific reserve of \$5,000 for this relationship.

41

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Management believes that the allowance for loan losses at December 31, 2018 was adequate at that date, which was based on the following factors:

Four loan relationships comprise 68.7% of the non-performing loan balance, which has approximately \$243,000 of specific reserves as of December 31, 2018.

The Company has a history of low charge-offs, which continued in 2018 as the net charge-offs were 0.02% of average loans and only \$231,000, which is less than 2017's charge-offs of \$236,000. In 2016, a net recovery was experienced as the result of recovering a loan that was partially charged off in 2014.

#### Bank Owned Life Insurance

The Company holds bank owned life insurance policies to offset current and 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 December 31, 2018 and 2017, the cash surrender value of the life insurance was \$27.5 million and \$26.9 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 \$622,000, \$660,000 and \$688,000 in 2018, 2017 and 2016, 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. Effective January 1, 2015, the Company restructured its agreements 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 the restructured 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 dollar benefit for the beneficiary's 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. As of December 31, 2018 and 2017, included in other liabilities on the Consolidated Balance sheet is a liability of \$648,000 and \$578,000, respectively, for the obligation under the split-dollar benefit agreements.

#### Other Assets

##### 2018

Other assets decreased \$1.1 million in 2018 to \$13.6 million from \$14.7 million in 2017. As a result of a decrease in FHLB borrowings, regulatory stock decreased \$672,000. As a result of selling several OREO properties, OREO decreased \$518,000 during 2018. The deferred tax asset increased \$574,000.

##### 2017

Other assets increased \$1.2 million in 2017 to \$14.7 million from \$13.5 million in 2016. As a result of an increase in FHLB borrowings regulatory stock increased \$1.5 million. The deferred tax asset decreased \$1.3 million, primarily due to a change in the federal income tax rate to 21%. As a result of funding the pension plans, pension plan assets increased from \$0 to \$717,000.

## Deposits

The following table shows the breakdown of deposits by deposit type (dollars in thousands) at December 31:

	2018		2017		2016	
	Amount	%	Amount	%	Amount	%
Non-interest-bearing deposits	\$179,971	15.2	\$171,840	15.6	\$147,425	14.7
NOW accounts	336,756	28.4	337,307	30.5	305,862	30.4
Savings deposits	205,334	17.3	184,057	16.7	170,722	17.0
Money market deposit accounts	164,625	13.9	145,287	13.1	116,880	11.6
Certificates of deposit	298,470	25.2	266,452	24.1	264,614	26.3
Total	\$1,185,156	100.0	\$1,104,943	100.0	\$1,005,503	100.0

	2018/2017		2017/2016	
	Change		Change	
	Amount	%	Amount	%
Non-interest-bearing deposits	\$8,131	4.7	\$24,415	16.6
NOW accounts	(551 )	(0.2 )	31,445	10.3
Savings deposits	21,277	11.6	13,335	7.8
Money market deposit accounts	19,338	13.3	28,407	24.3
Certificates of deposit	32,018	12.0	1,838	0.7
Total	\$80,213	7.3	\$99,440	9.9

## 2018

Total deposits increased \$80.2 million in 2018, or 7.3%. The increase in savings deposits is attributable to growth in the central and south central markets and the acquisition of new customers. The growth in money markets was due to municipal entities, which included the acquisition of new customers as well as gathering additional deposits from existing customers. As a result of market conditions and to better manage interest rate risk, we issued \$20.0 million of brokered certificates of deposit (CDs). In addition to the brokered CD's, we also obtained a \$9.0 million CD relationship with a Trust administrator in our State College office. The rates paid on certificates of deposit by the Company remain competitive with rates paid by our competition. With the increases in the fed funds rate during 2018, the Bank increased interest rates on both certificates of deposits and certain transactional deposit accounts.

The growth in non-interest bearing deposits was across all customer types. As a percentage of total deposits, non-interest bearing deposits totaled 15.2% as of the end of 2018, which compares to 15.6% at the end of 2017. In order to manage our overall cost of funds, the Company continues to focus on adding low cost deposits by having several checking products available for retail customers as well as being the primary checking account for commercial customers who also have loans with the Company.

## 2017

Total deposits increased \$99.4 million in 2017, or 9.9%. The State College branch acquisition accounted for \$37.9 million of this growth, with the remaining \$61.5 million being organic growth. Excluding the acquisition, growth was experienced across all product lines and customer types, with the exception of certificates of deposit (CD). Excluding the acquisition, non-interest bearing accounts increased \$18.9 million in 2017. As a percentage of total deposits, non-interest bearing deposits totaled 15.6% as of the end of 2017, which compares to 14.7% at the end of 2016. NOW accounts increased by \$31.4 million and money market deposit accounts increased by \$10.1 million, exclusive of the acquisition, since the end of 2016. The primary causes of the increase in NOW accounts and money market accounts was in state political organizations as we continue to gather deposits from our local municipalities and school districts. Due to the low interest rate environment, individuals moved money from certificates of deposit to savings accounts. Excluding the acquisition, savings accounts increased \$12.6 million, CDs decreased \$11.4 million. During 2017, the Company continued to pay historically low rates on certificates of deposits due to the interest rate

environment. Certain customers who typically utilize certificate of deposits as a means of generating income or as a longer term investment option, were continuing to move funds into money market and savings accounts that still paid interest in order to maintain flexibility for potentially rising interest rates. The rates paid on certificates of deposit by the Company remain competitive with rates paid by our competition.

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Remaining maturities of certificates of deposit of \$100,000 or more are as follows (dollars in thousands) at December 31:

	2018	2017	2016
3 months or less	\$29,574	\$15,118	\$13,402
Over 3 months through 6 months	10,880	12,461	10,299
Over 6 months through 12 months	26,778	23,775	41,481
Over 12 months	85,719	82,572	59,324
Total	\$152,951	\$133,926	\$126,380

As a percent of total

certificates of deposit 51.25 % 50.26 % 47.05 %

Interest expense on certificates of deposit of \$100,000 or more amounted to \$2,052,000, \$1,504,000 and \$1,415,000 for the years ended December 31, 2018, 2017, and 2016, respectively.

Deposits by type of depositor are as follows (dollars in thousands) at December 31:

	2018		2017		2016	
	Amount	%	Amount	%	Amount	%
Individuals	\$666,255	56.2	\$651,845	59.0	\$624,030	62.0
Businesses and other organizations	276,248	23.3	229,425	20.8	200,718	20.0
State & political subdivisions	242,653	20.5	223,673	20.2	180,755	18.0
Total	\$1,185,156	100.0	\$1,104,943	100.0	\$1,005,503	100.0

Borrowed Funds

2018

Borrowed funds decreased \$23.5 million during 2018 as a result of our deposit growth and usage of investment cashflow exceeding the loan growth experienced in 2018. The decrease was associated with a decrease of \$25.5 million of short term borrowings from the FHLB. We experienced a \$3.0 million increase in repurchase agreements. Term loans totaled \$13.5 million and \$14.5 million as of December 31, 2018 and 2017, respectively. The change in term loans was due to a \$1.0 million maturity in 2018 (see Note 10 of the consolidated financial statements for additional information). Management continually monitors interest rates in order to minimize interest rate risk in future years and as part of this may extend some of the short term borrowings via term notes. Short term borrowings from the FHLB were \$52.2 million as of December 21, 2018 compared to \$77.7 million as of December 31, 2017.

2017

Borrowed funds increased \$35.0 million during 2017. The increase was associated with an increase of \$36.3 million of short term borrowings from the FHLB, which was used to fund the organic loan growth experienced by the Bank in 2017. In addition, we experienced a \$682,000 increase in repurchase agreements. Term loans totaled \$14.5 million and \$16.5 million as of December 31, 2017 and 2016, respectively. The change in term loans was due to a \$2.0 million maturity in 2017 (see Note 10 of the consolidated financial statements for additional information). Short term borrowings from the FHLB were \$77.7 million as of December 21, 2017 compared to \$41.3 million as of December 31, 2016.

44



#### Other Liabilities

2018

Other liabilities increased \$1.7 million during 2018, or 13.6%. The primary driver of the increase was an available for sale security purchase of \$1.5 million that did not settle by December 31, 2018.

2017

Other liabilities decreased \$1.5 million during 2017, or 10.8%. The primary driver of the decrease was a decrease in pension liabilities due to contributions made to the plan in 2017.

#### Stockholders' Equity

We evaluate stockholders' equity in relation to total assets and the risk associated with those assets. The greater our capital resources, the greater the likelihood of meeting our cash obligations and absorbing unforeseen losses. For these reasons, capital adequacy has been, and will continue to be, of paramount importance. Due to its importance, we develop a capital plan and stress test capital levels using various techniques and assumptions annually to ensure that in the event of unforeseen circumstances, we would remain in compliance with our capital plan approved by the Board of Directors and regulatory requirement levels.

Our Board of Directors determines our cash dividend rate after considering our capital requirements, current and projected net income, and other factors. In 2018 and 2017, the Company paid out 34.08% and 44.97% of net income in cash dividends, respectively.

As of December 31, 2018, the total number of common shares outstanding was 3,504,596. For comparative purposes, outstanding shares for prior periods were adjusted for the June 2018 stock dividend in computing earnings and cash dividends per share as detailed in Note 1 of the consolidated financial statements. During 2018, we purchased 18,943 shares of treasury stock at a weighted average cost of \$62.03 per share. The Company awarded 5,826 shares of restricted stock to employees at a weighted average cost per share of \$62.74 under an equity incentive plan. The Board of Directors was awarded 1,350 shares at a cost of \$62.93 per share under an incentive plan.

There are currently four federal regulatory measures of capital adequacy. The Company's ratios meet the regulatory standards for well capitalized for 2018 and 2017, as detailed in Note 15 of the consolidated financial statements.

2018

Stockholders' equity increased 7.9% in 2018 to \$139.2 million. Excluding accumulated other comprehensive income, which is the after-tax effect of unrealized holding gains and losses on available-for-sale securities and additional pension obligation, stockholders' equity increased \$10.7 million, or 8.1%. This increase is due to net income of \$18,034,000, offset by net cash dividends of \$6,116,000 and net treasury stock activity of \$1,029,000. All of the Company's debt 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. Accumulated other comprehensive income decreased \$524,000 from December 31, 2017, primarily as result of the decrease in the fair market value of the investment portfolio. Total stockholders' equity was approximately 9.73% of total assets as of December 31, 2018, compared to 9.47% of total assets as of December 31, 2017.

2017

Stockholders' equity increased 4.7% in 2017 to \$129.0 million. Excluding accumulated other comprehensive income, which is the after-tax effect of unrealized holding gains and losses on available-for-sale securities and additional pension obligation, stockholders' equity increased \$7.7 million, or 6.2%. This increase is due to net income of \$13,025,000, offset by net cash dividends of \$5,177,000 and net treasury stock activity of \$21,000. Accumulated other comprehensive income decreased \$2,006,000 from December 31, 2016 as result of the decrease in the fair market value of the investment portfolio and the cumulative effect adjustment for the adoption of ASU 2018-02 - Income Statement-Reporting Comprehensive Income (Topic 220). Total stockholders' equity was approximately 9.47% of total assets as of December 31, 2017, compared to 10.08% of total assets as of December 31, 2016.

45

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## Liquidity

Liquidity is a measure of the Company's ability to efficiently meet normal cash flow requirements of both borrowers and depositors. Liquidity is needed to meet depositors' withdrawal demands, extend credit to meet borrowers' needs, provide funds for normal operating expenses and cash dividends, and fund future capital expenditures.

To maintain proper liquidity, we use funds management policies along with our investment and asset liability policies to assure we can meet our financial obligations to depositors, credit customers and stockholders. Management monitors liquidity by reviewing loan demand, investment opportunities, deposit pricing and the cost and availability of borrowing funds. Additionally, the bank has established various limits and ratios to monitor liquidity. On a quarterly basis, we stress test our liquidity position to ensure that the Bank has the capability of meeting its cash flow requirements in the event of unforeseen circumstances. The Company's historical activity in this area can be seen in the Consolidated Statement of Cash Flows from investing and financing activities.

Cash generated by operating activities, investing activities and financing activities influences liquidity management. The most important source of funds is the deposits that are primarily core deposits (deposits from customers with other relationships). Short-term debt from the Federal Home Loan Bank supplements the Company's availability of funds as well as a line of credit arrangement with a corresponding bank. Other sources of short-term funds include brokered CDs and the sale of loans, 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 detailed. Other significant uses of funds are capital expenditures, purchase of loans and acquisition premiums. Surplus funds are then invested in investment securities.

Capital expenditures in 2018 totaled \$500,000, which included:

- Leasehold improvements and certain equipment for an office to be opened in 2019 totaling \$236,000

• Building and ground improvements totaling \$109,834

• Company vehicle purchased totaling \$60,000

• Generator totaling \$24,000

• Computer and copier upgrades totaling \$50,000

Capital expenditures in 2017 totaled \$208,000, which included:

• Mail equipment totaling \$73,000

• Compliance and other software totaling \$25,000

• Computer and copier upgrades totaling \$49,000

We expect these expenditures will support our initiatives and will create operating efficiencies, while providing quality customer service.

In addition to the Bank's cash balances, the Bank achieves additional liquidity primarily from its investment in the FHLB of Pittsburgh and the resulting borrowing capacity obtained through this investment, investments that mature in less than one year and expected principal repayments from mortgage backed securities. The Bank has a maximum borrowing capacity at the Federal Home Loan Bank of approximately \$518.4 million, inclusive of any outstanding amounts, as a source of liquidity. The Bank also has two federal funds lines with third party providers in the total amount of \$34.0 million as of December 31, 2018, which is unsecured and a borrower in custody agreement was established with the FRB in the amount of \$9.8 million, which is collateralized by \$28.8 million of municipal loans.

The Company is a separate legal entity from the Bank and must provide for its own liquidity. In addition to its operating expenses, the Company is responsible for paying any dividends declared to its shareholders. The Company also has repurchased shares of its common stock. The Company's primary source of income is dividends received from the Bank. The Bank may not declare a dividend without approval of the FRB, 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. In addition, the Bank can only pay dividends to the extent that its retained net profits (including the portion transferred to surplus) exceed its bad debts. The FRB, the OCC, the PDB 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 December 31, 2018, the Company (unconsolidated basis) had liquid assets of \$5.6 million.

#### CONTRACTUAL OBLIGATIONS

The Company has various financial obligations, including contractual obligations which may require cash payments. The following table (in thousands) presents as of December 31, 2018, significant fixed and determinable contractual obligations to third parties by payment date. Further discussion of the obligations can be found in Notes 9, 10 and 17 to the Consolidated Financial Statements.

	One year or Less	One to Three Years	Three to Five Years	Over Five Years	Total
Contractual Obligations					
Deposits without a stated maturity	\$886,686	\$-	\$-	\$-	\$886,686
Time deposits	135,301	108,523	51,742	2,904	298,470
FHLB Advances	52,186	-	-	-	52,186
Long-term borrowings - FHLB	2,000	6,800	4,725	-	13,525
Note Payable	7,500	-	-	-	7,500
Repurchase agreements	16,860	1,123	-	-	17,983
Operating leases	388	416	252	72	1,128
Total	\$1,100,921	\$116,862	\$56,719	\$2,976	\$1,277,478

#### OFF-BALANCE SHEET ARRANGEMENTS

In the normal course of operations, we engage in a variety of financial transactions that, in accordance with generally accepted accounting principles are not recorded in our financial statements. These transactions involve, to varying degrees, elements of credit, interest rate and liquidity risk. Such transactions are used primarily to manage customers' requests for funding and take the form of loan commitments, unused lines of credit and letters of credit. For information about our loan commitments, unused lines of credit and letters of credit, see Note 16 of the notes to consolidated financial statements.

For the year ended December 31, 2018, we did not engage in any off-balance sheet transactions reasonably likely to have a material effect on our financial condition, results of operations or cash flows.

#### 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.

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Because of the nature of our operations, we are not subject to foreign currency exchange or commodity price risk and, since the Company has no trading portfolio, it is not subject to trading risk.

At December 31, 2018, the Company had equity securities that represent only 0.3% of our investment portfolio, and therefore equity risk is not significant.

The primary factors that make assets interest-sensitive include adjustable-rate features on 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, repurchase agreements and short-term borrowings. Savings deposits, NOW accounts and money market investor accounts, with the exception of top interest tier money market and NOW accounts, are considered core deposits and are not short-term interest sensitive and therefore are included in the table below in the over five year column. Top interest tier money market and NOW accounts are included in the table below in the within three month column.

The following table shows the cumulative static gap (at amortized cost) for various time intervals (dollars in thousands):

Maturity or Re-pricing of Company Assets and Liabilities as of December 31, 2018

	Within Three Months	Four to Twelve Months	One to Two Years	Two to Three Years	Three to Five Years	Over Five Years	Total
Interest-earning assets:							
Interest-bearing deposits at							
banks	\$ 1,470	\$ 1,490	\$ 350	\$ 2,982	\$ 10,676	\$ -	\$ 16,968
Investment securities	28,410	31,754	48,433	39,664	58,887	35,094	242,242
Residential mortgage loans	35,776	45,230	45,928	35,579	37,466	15,326	215,305
Construction loans	7,663	12,843	13,407	-	-	-	33,913
Commercial and farm loans	169,204	90,188	113,864	134,060	191,341	21,432	720,089
Loans to state & political subdivisions	5,475	6,094	33,994	10,414	8,069	38,672	102,718
Other loans	2,787	2,144	1,998	1,221	1,061	647	9,858
Total interest-earning assets	\$ 250,785	\$ 189,743	\$ 257,974	\$ 223,920	\$ 307,500	\$ 111,171	\$ 1,341,093
Interest-bearing liabilities:							
NOW accounts	\$ 203,441	\$ -	\$ -	\$ -	\$ -	\$ 133,315	\$ 336,756
Savings accounts	-	-	-	-	-	205,334	205,334
Money Market accounts	147,699	-	-	-	-	16,926	164,625
Certificates of deposit	64,617	70,684	64,136	44,387	51,742	2,904	298,470
Short-term borrowing	69,046	-	-	-	-	-	69,046
Long-term borrowing	9,500	-	589	7,334	4,725	-	22,148
Total interest-bearing liabilities	\$ 494,303	\$ 70,684	\$ 64,725	\$ 51,721	\$ 56,467	\$ 358,479	\$ 1,096,379
Excess interest-earning assets (liabilities)	\$(243,518)	\$ 119,059	\$ 193,249	\$ 172,199	\$ 251,033	\$(247,308)	
Cumulative interest-earning assets	\$ 250,785	\$ 440,528	\$ 698,502	\$ 922,422	\$ 1,229,922	\$ 1,341,093	
Cumulative interest-bearing liabilities	494,303	564,987	629,712	681,433	737,900	1,096,379	
Cumulative gap	\$(243,518)	\$(124,459)	\$ 68,790	\$ 240,989	\$ 492,022	\$ 244,714	
Cumulative interest rate sensitivity ratio (1)	0.51	0.78	1.11	1.35	1.67	1.22	

(1) Cumulative interest-earning assets divided by interest-bearing liabilities.

The previous table and the simulation models discussed below are presented assuming money market investment accounts and NOW accounts in the top interest rate tier are re-priced within the first three months. The loan amounts

reflect the principal balances expected to be re-priced as a result of contractual amortization and anticipated early payoffs.

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 the Bank's net interest income because the re-pricing of certain assets and liabilities is discretionary and is subject to competition 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.

48

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The Bank 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 Bank's risk exposure. In this analysis, the Bank examines the results of movements in interest rates with additional assumptions made concerning the timing of interest rate changes, prepayment speeds on mortgage loans and mortgage securities and deposit pricing movements. 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 December 31, 2018 (dollars in thousands):

Changes in Rates	Prospective One-Year Net Interest Income	Change In Prospective Net Interest Income	% Change In	
			Prospective Net Interest Income	Prospective Net Interest Income
-200 Shock	\$ 46,408	\$ (2,179 )	(4.48 )	
-100 Shock	47,338	(1,249 )	(2.57 )	
Base	48,587	-	-	
+100 Shock	47,106	(1,481 )	(3.05 )	
+200 Shock	45,407	(3,180 )	(6.54 )	
+300 Shock	43,692	(4,895 )	(10.07 )	
+400 Shock	42,057	(6,530 )	(13.44 )	

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. The projections above utilize a static balance sheet and do not include any changes that may result from the growth of the Bank. Management has developed policy limits for acceptable changes in net interest income for multiple scenarios, including shock scenarios. As of December 31, 2018, changes in net interest income projected for all scenarios, including the shock scenarios noted above are in line with Bank policy limits for interest rate risk.

### CRITICAL ACCOUNTING POLICIES

The Company's accounting policies are integral to understanding the results reported. The accounting policies are described in detail in Note 1 of the consolidated financial statements. Our most complex accounting policies require management's judgment to ascertain the valuation of assets, liabilities, commitments and contingencies. We have established detailed policies and control procedures that are intended to ensure valuation methods are well controlled and applied consistently from period to period. In addition, the policies and procedures are intended to ensure that the process for changing methodologies occurs in an appropriate manner. The following is a brief description of our current accounting policies involving significant management valuation judgments.

#### Other than Temporary Impairment

All securities are evaluated periodically to determine whether a decline in their value is other than temporary and is a matter of judgment. For debt securities, 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.



#### Allowance for Loan Losses

Arriving at an adequate level of allowance for loan losses involves a high degree of judgment. The Company's allowance for loan losses provides for probable losses based upon evaluations of known and inherent risks in the loan portfolio.

Management uses historical information to assess the adequacy of the allowance for loan losses as well as the prevailing business environment; as it is affected by changing economic conditions and various external factors, which may impact the portfolio in ways currently unforeseen. This evaluation is inherently subjective as it requires significant estimates that may be susceptible to significant change, subjecting the Bank to volatility of earnings. The allowance is increased by provisions for loan losses and by recoveries of loans previously charged-off and reduced by loans charged-off. For a full discussion of the Company's methodology of assessing the adequacy of the allowance for loan losses, refer to Note 1 of the consolidated financial statements.

#### Goodwill and Other Intangible Assets

As discussed in Note 1 of the consolidated financial statements, the Company performs an evaluation of goodwill for impairment on an annual basis, or more frequently if events or changes in circumstances indicate that the asset might be impaired. The Company performed a qualitative assessment to determine whether it is more likely than not that the fair value of the reporting unit is less than its carrying value. Based on the fair value of the reporting unit, no impairment of goodwill was recognized in 2018, 2017 or 2016.

#### Pension Benefits

Pension costs and liabilities are dependent on assumptions used in calculating such amounts. These assumptions include discount rates, benefits earned, interest costs, expected return on plan assets, mortality rates, and other factors.

In accordance with GAAP, actual results that differ from the assumptions are accumulated and amortized over future periods and, therefore, generally affect recognized expense and the recorded obligation of future periods. While management believes that the assumptions used are appropriate, differences in actual experience or changes in assumptions may affect the Company's pension obligations and future expense. Our pension benefits are described further in Note 11 of the "Notes to Consolidated Financial Statements."

#### Deferred Tax Assets

We use an estimate of future earnings to support our position that the benefit of our deferred tax assets will be realized. If future income should prove non-existent or less than the amount of the deferred tax assets within the tax years to which they may be applied, the asset may not be realized and our net income will be reduced. Management also evaluates deferred tax assets to determine if it is more likely than not that the deferred tax benefit will be utilized in future periods. If not, a valuation allowance is recorded. Our deferred tax assets are described further in Note 12 of the consolidated financial statements.

#### ITEM 7A – QUANTITATIVE AND QUALITATIVE DISCLOSURES ABOUT MARKET RISK.

This information is included under Item 7, "Management's Discussion and Analysis of Financial Condition and Results of Operations – Interest Rate and Market Risk Management", appearing in this Annual Report on Form 10-K.



## ITEM 8 - FINANCIAL STATEMENTS AND SUPPLEMENTARY DATA.

Citizens Financial Services, Inc.

Consolidated Balance Sheet

(in thousands, except share data)	December 31,	
	2018	2017
<b>ASSETS:</b>		
Cash and cash equivalents:		
Noninterest-bearing	\$15,327	\$16,347
Interest-bearing	1,470	2,170
Total cash and cash equivalents	16,797	18,517
Interest bearing time deposits with other banks	15,498	10,283
Equity securities	516	-
Available-for-sale securities	241,010	254,782
Loans held for sale	1,127	1,439
Loans (net of allowance for loan losses: 2018, \$12,884; 2017, \$11,190)	1,068,999	989,335
Premises and equipment	16,273	16,523
Accrued interest receivable	4,452	4,196
Goodwill	23,296	23,296
Bank owned life insurance	27,505	26,883
Other intangibles	1,623	1,953
Other assets	13,616	14,679
<b>TOTAL ASSETS</b>	<b>\$1,430,712</b>	<b>\$1,361,886</b>
<b>LIABILITIES:</b>		
Deposits:		
Noninterest-bearing	\$179,971	\$171,840
Interest-bearing	1,005,185	933,103
Total deposits	1,185,156	1,104,943
Borrowed funds	91,194	114,664
Accrued interest payable	1,076	897
Other liabilities	14,057	12,371
<b>TOTAL LIABILITIES</b>	<b>1,291,483</b>	<b>1,232,875</b>
<b>STOCKHOLDERS' EQUITY:</b>		
Preferred Stock \$1.00 par value; authorized 3,000,000 shares 2018 and 2017; none issued in 2018 or 2017	-	-
Common Stock \$1.00 par value; authorized 25,000,000 shares in 2018 and 15,000,000 shares in 2017; issued 3,904,212 and 3,869,939 shares in 2018 and 2017, respectively	3,904	3,870
Additional paid-in capital	53,099	51,108
Retained earnings	99,727	89,982
Accumulated other comprehensive loss	(3,921 )	(3,398 )
Treasury stock, at cost: 399,616 and 383,065 shares for 2018 and 2017, respectively	(13,580 )	(12,551 )
<b>TOTAL STOCKHOLDERS' EQUITY</b>	<b>139,229</b>	<b>129,011</b>
<b>TOTAL LIABILITIES AND STOCKHOLDERS' EQUITY</b>	<b>\$1,430,712</b>	<b>\$1,361,886</b>
See accompanying notes to consolidated financial statements.		

Citizens Financial Services, Inc.			
Consolidated Statement of Income			
Year Ended December 31,			
(dollars in thousands, except share and per share data)	2018	2017	2016
<b>INTEREST AND DIVIDEND INCOME:</b>			
Interest and fees on loans	\$50,458	\$42,127	\$35,844
Interest-bearing deposits with banks	319	186	221
Investment securities:			
Taxable	3,790	3,095	3,687
Nontaxable	1,744	2,414	2,970
Dividends	447	271	283
<b>TOTAL INTEREST AND DIVIDEND INCOME</b>	<b>56,758</b>	<b>48,093</b>	<b>43,005</b>
<b>INTEREST EXPENSE:</b>			
Deposits	6,910	4,625	4,247
Borrowed funds	2,664	1,214	794
<b>TOTAL INTEREST EXPENSE</b>	<b>9,574</b>	<b>5,839</b>	<b>5,041</b>
<b>NET INTEREST INCOME</b>	<b>47,184</b>	<b>42,254</b>	<b>37,964</b>
Provision for loan losses	1,925	2,540	1,520
<b>NET INTEREST INCOME AFTER PROVISION FOR LOAN LOSSES</b>	<b>45,259</b>	<b>39,714</b>	<b>36,444</b>
<b>NON-INTEREST INCOME:</b>			
Service charges	4,667	4,456	4,461
Trust	705	755	693
Brokerage and insurance	790	635	766
Available for sale security gains (losses), net	(19)	1,035	255
Gains on loans sold	382	578	449
Earnings on bank owned life insurance	622	660	688
Other	588	537	587
<b>TOTAL NON-INTEREST INCOME</b>	<b>7,735</b>	<b>8,656</b>	<b>7,899</b>
<b>NON-INTEREST EXPENSES:</b>			
Salaries and employee benefits	19,094	17,655	16,533
Occupancy	2,126	1,988	1,900
Furniture and equipment	536	603	644
Professional and legal fees	1,925	1,299	1,200
Federal depository insurance	417	385	572
Pennsylvania shares tax	835	705	690
Amortization of intangibles	296	297	327
Merger and acquisition	-	165	-
ORE expenses	158	395	283
Other	6,170	5,822	6,522
<b>TOTAL NON-INTEREST EXPENSES</b>	<b>31,557</b>	<b>29,314</b>	<b>28,671</b>
Income before provision for income taxes	21,437	19,056	15,672
Provision for income taxes	3,403	6,031	3,034
<b>NET INCOME</b>	<b>\$18,034</b>	<b>\$13,025</b>	<b>\$12,638</b>
<b>PER COMMON SHARE DATA:</b>			
NET INCOME - BASIC	\$5.14	\$3.70	\$3.57
NET INCOME - DILUTED	\$5.14	\$3.70	\$3.57
CASH DIVIDENDS PER SHARE	\$1.74	\$1.65	\$1.57
Number of shares used in computation - basic	3,505,218	3,515,638	3,541,769

Number of shares used in computation - diluted	3,507,206	3,517,362	3,543,325
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See accompanying notes to consolidated financial statements.

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Citizens Financial Services, Inc.  
 Consolidated Statement of Changes in Comprehensive Income  
 Year Ended December 31,

(in thousands)	2018	2017	2016
Net Income	\$18,034	\$13,025	\$12,638
Other Comprehensive loss			
Securities available for sale			
Unrealized holding loss during the period	(913 )	(1,283 )	(1,105 )
Income tax (benefit)	(193 )	(436 )	(375 )
Subtotal	(720 )	(847 )	(730 )
Reclassification adjustment for (gains) losses included in income	19	(1,035 )	(255 )
Income tax (benefit)	4	(352 )	(87 )
Subtotal	15	(683 )	(168 )
Change in unrecognized pension costs	229	127	(391 )
Income tax (benefit)	48	44	(133 )
Other comprehensive gain (loss) gain on unrecognized pension costs	181	83	(258 )
Net other comprehensive loss	(524 )	(1,447 )	(1,156 )
Comprehensive income	\$17,510	\$11,578	\$11,482

See accompanying notes to consolidated financial statements.

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Citizens Financial Services, Inc.  
Consolidated Statement of Changes in Stockholders' Equity

(in thousands, except share and per share data)	Common Stock		Additional	Retained	Accumulated	Treasury	Total
	Shares	Amount	Paid-in Capital	Earnings (Loss)	Other Comprehensive	Stock	
Balance, December 31, 2015	3,671,751	\$ 3,672	\$ 40,715	\$ 85,790	\$ (236 )	\$(10,181)	\$ 119,760
Comprehensive income:							
Net income				12,638			12,638
Net other comprehensive income					(1,156 )		(1,156 )
Stock dividend	32,624	32	1,542	(1,574 )			-
Purchase of treasury stock (66,110 shares)						(3,227 )	(3,227 )
Restricted stock, executive and Board of Director awards			(197 )			288	91
Restricted stock vesting			184				184
Sale of treasury stock			(1 )			60	59
Forfeited restricted stock			4			(4 )	-
Cash dividend reinvestment paid from treasury stock			3	(495 )		492	-
Cash dividends, \$1.57 per share				(5,081 )			(5,081 )
Balance, December 31, 2016	3,704,375	\$ 3,704	\$ 42,250	\$ 91,278	\$ (1,392 )	\$(12,572)	\$ 123,268
Comprehensive income:							
Net income				13,025			13,025
Net other comprehensive income					(1,447 )		(1,447 )
Stock dividend	165,564	166	8,857	(9,023 )			-
Purchase of treasury stock (17,990 shares)						(979 )	(979 )
Restricted stock, executive and Board of Director awards			(224 )			296	72
Restricted stock vesting			206				206
Sale of treasury stock			-			43	43
Forfeited restricted stock			2			(2 )	-
Change in other comprehensive income due to change in the federal tax rate				559	(559 )		-
Cash dividend reinvestment paid from treasury stock			17	(680 )		663	-
Cash dividends, \$1.65 per share				(5,177 )			(5,177 )
Balance, December 31, 2017	3,869,939	\$ 3,870	\$ 51,108	\$ 89,982	\$ (3,398 )	\$(12,551)	\$ 129,011
Comprehensive income:							
Net income				18,034			18,034
Net other comprehensive income					(524 )		(524 )
Stock dividend	34,273	34	2,108	(2,142 )			-
Purchase of treasury stock (18,943 shares)						(1,175 )	(1,175 )
Restricted stock, executive and Board of Director awards			(364 )			116	(248 )

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Restricted stock vesting				247				247
Change in Accounting policy for equity securities				(1	)	1		-
Cash dividend reinvestment paid from treasury stock				-	(30	)	30	-
Cash dividends, \$1.74 per share					(6,116	)		(6,116
Balance, December 31, 2018	3,904,212	\$ 3,904	\$ 53,099	\$ 99,727	\$ (3,921	)	\$(13,580)	\$ 139,229

See accompanying notes to consolidated financial statements.

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Citizens Financial Services, Inc.  
Consolidated Statement of Cash Flows

(in thousands)	Year Ended December 31,		
	2018	2017	2016
Cash Flows from Operating Activities:			
Net income	\$ 18,034	\$ 13,025	\$ 12,638
Adjustments to reconcile net income to net cash provided by operating activities:			
Provision for loan losses	1,925	2,540	1,520
Depreciation, amortization and accretion	387	200	320
Amortization and accretion on investment securities	999	1,441	2,302
Deferred income taxes	(435 )	1,448	362
Investment securities (gains) losses, net	19	(1,035 )	(255 )
Earnings on bank owned life insurance	(622 )	(660 )	(688 )
Stock awards	308	278	284
Originations of loans held for sale	(19,153)	(25,305 )	(22,237 )
Proceeds from sales of loans held for sale	19,696	26,086	21,462
Realized gains on loans sold	(382 )	(578 )	(449 )
(Increase) decrease in accrued interest receivable	(256 )	(34 )	122
Increase (decrease) in accrued interest payable	179	147	(14 )
Other, net	787	(1,814 )	827
Net cash provided by operating activities	21,486	15,739	16,194
Cash Flows from Investing Activities:			
Available-for-sale securities:			
Proceeds from sales of available-for-sale securities	27,149	58,177	22,372
Proceeds from maturity and principal repayments of securities	54,041	60,081	67,782
Purchase of securities	(67,899)	(54,003 )	(55,600 )
Purchase of equity securities	(425 )	-	-
Proceeds from redemption of Regulatory Stock	10,209	7,425	1,556
Purchase of Regulatory Stock	(9,537 )	(8,903 )	(3,403 )
Net increase in loans	(81,113)	(161,127)	(103,915)
Purchase of interest bearing time deposits	(6,457 )	(7,301 )	-
Proceeds from matured interest bearing time deposits with other banks	-	744	744
Proceeds from sale of interest bearing time deposits with other banks	1,239	3,243	-
Purchase of premises, equipment and software	(500 )	(208 )	(587 )
Proceeds from sale of foreclosed assets held for sale	942	846	973
Acquisition, net of cash paid	-	(4,399 )	-
Net cash used in investing activities	(72,351)	(105,425)	(70,078 )
Cash Flows from Financing Activities:			
Net increase in deposits	80,213	61,560	17,472
Proceeds from long-term borrowings	10	9	543
Repayments of long-term borrowings	(1,000 )	(2,000 )	(534 )
Net increase (decrease) in short-term borrowed funds	(22,480)	36,993	38,022
Purchase of treasury stock	(1,175 )	(979 )	(3,227 )
Purchase of restricted stock	(307 )	-	-
Reissuance of treasury stock to employee stock purchase plan	-	43	59
Dividends paid	(6,116 )	(5,177 )	(5,081 )
Net cash provided by financing activities	49,145	90,449	47,254
Net increase (decrease) in cash and cash equivalents	(1,720 )	763	(6,630 )
Cash and Cash Equivalents at Beginning of Year	18,517	17,754	24,384

Cash and Cash Equivalents at End of Year	\$16,797	\$18,517	\$17,754
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## Supplemental Disclosures of Cash Flow Information:

Interest paid	\$9,395	\$5,662	\$5,055
Income taxes paid	\$3,050	\$4,550	\$2,475
Non-cash activities:			
Stock dividend	\$2,142	\$9,023	\$1,574
Real estate acquired in settlement of loans	\$393	\$911	\$599
Investments purchased and not settled included in other liabilities	\$1,521	\$-	\$-
Investments sold and not settled included in other assets	\$-	\$-	\$7,759
		S&T	
		State	
		College	
Acquisition of		branch	
Non-cash assets acquired			
Available-for-sale securities	\$-	\$-	\$-
Interest bearing time deposits with other banks	-	-	-
Loans	-	39,847	-
Premises and equipment	-	86	-
Accrued interest receivable	-	74	-
Bank owned life insurance	-	-	-
Intangibles	-	145	-
Deferred tax asset	-	-	-
Other assets	-	-	-
Goodwill	-	2,207	-
	-	42,359	-
Liabilities assumed			
Noninterest-bearing deposits	-	37,880	-
Interest-bearing deposits	-	-	-
Accrued interest payable	-	29	-
Other liabilities	-	51	-
	-	37,960	-
Net non-cash liabilities acquired	-	4,399	-
Cash and cash equivalents acquired	\$-	\$154	\$-

See accompanying notes to consolidated financial statements.

CITIZENS FINANCIAL SERVICES, INC.

NOTES TO CONSOLIDATED FINANCIAL STATEMENTS

1. SUMMARY OF SIGNIFICANT ACCOUNTING POLICIES

Business and Organization

Citizens Financial Services, Inc. (individually and collectively, the “Company”) is headquartered in Mansfield, Pennsylvania, and provides a full range of banking and related services through its wholly owned subsidiary, First Citizens Community Bank (the “Bank”), and its wholly owned subsidiary, First Citizens Insurance Agency, Inc. On December 11, 2015, the Company completed its acquisition of The First National Bank of Fredericksburg (FNB). On December 8, 2017, the Bank completed its acquisition of the S&T Bank branch in State College (State College). As of December 31, 2018, the Bank operates twenty six full-service banking branches in Potter, Tioga, Bradford, Clinton, Lebanon, Lancaster, Berks, Schuylkill and Centre counties, Pennsylvania and Allegany County, New York, and a limited branch office in Union county, Pennsylvania. The Bank also provides trust services, including the administration of trusts and estates, retirement plans, and other employee benefit plans, along with a brokerage division that provides a comprehensive menu of investment services. The Bank serves individual and corporate customers and is subject to competition from other financial institutions and intermediaries with respect to these services. The Company and Bank are supervised by the Board of Governors of the Federal Reserve System, while the Bank is subject to additional regulation and supervision by the Pennsylvania Department of Banking.

A summary of significant accounting and reporting policies applied in the presentation of the accompanying financial statements follows:

Basis of Presentation

The financial statements are consolidated to include the accounts of the Company and its subsidiary, First Citizens Community Bank, and its subsidiary, First Citizens Insurance Agency, Inc. These statements have been prepared in accordance with U.S. generally accepted accounting principles. All significant inter-company accounts and transactions have been eliminated in the consolidated financial statements.

Use of Estimates

In preparing the financial statements, management makes estimates and assumptions that affect the reported amounts of assets and liabilities and disclosure of contingent assets and liabilities at the date of the consolidated financial statements and the reported amounts of revenues and expenses for the period. Actual results could differ significantly from those estimates. Material estimates that are particularly susceptible to significant change relate to determination of the allowance for loan losses, pension plans and deferred tax assets and liabilities.

Operating Segments

An operating segment is defined as a component of an enterprise that engages in business activities that generates revenue and incurs expense, and the operating results of which are reviewed by the chief operating decision maker in the determination of resource allocation and performance. While the Company’s chief decision makers monitor the revenue streams of the various Company’s products, services and regions, operations are managed and financial performance is evaluated on a Company-wide basis. Consistent with our internal reporting, the Company’s business activities are reported as one segment, which is community banking.

57

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### Cash and Cash Equivalents

Cash equivalents include cash on hand, deposits in banks and interest-earning deposits. Interest-earning deposits with original maturities of 90 days or less are considered cash equivalents. Net cash flows are reported for loans, deposits and short term borrowing transactions.

Interest bearing time deposits with other banks are not included with cash and cash equivalents as the original maturities were greater than 90 days.

### Investment Securities

Investment securities at the time of purchase are classified as one of the three following types:

Held-to-Maturity Securities - Includes securities that the Company has the positive intent and ability to hold to maturity. These securities are reported at amortized cost. The Company had no held-to-maturity securities as of December 31, 2018 and 2017.

Trading Securities - Includes debt and equity securities bought and held principally for the purpose of selling them in the near term. Such securities are reported at fair value with unrealized holding gains and losses included in earnings. The Company had no trading securities as of December 31, 2018 and 2017.

Available-for-Sale Securities – Prior to January 1, 2018, this category included debt and equity securities not classified as held-to-maturity or trading securities that will be held for indefinite periods of time. Subsequent to January 1, 2018, it only includes debt securities not classified as held to maturity or trading securities. These securities may be sold in response to changes in market interest or prepayment rates, needs for liquidity and changes in the availability of and yield of alternative investments. Such securities are reported at fair value, with unrealized holding gains and losses excluded from earnings and reported as a separate component of stockholders' equity, net of the estimated income tax effect.

The amortized cost of investment in debt securities is adjusted for amortization of premiums and accretion of discounts, computed by a method that results in a level yield. Gains and losses on the sale of investment securities are computed on the basis of specific identification of the adjusted cost of each security.

Debt securities are periodically reviewed for other-than-temporary impairment. Management considers whether the present value of future 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.

The fair value of investments, except certain state and municipal securities, is based on bid prices published in financial newspapers or bid quotations received from securities dealers. The fair value of certain state and municipal securities is not readily available through market sources other than dealer quotations, so fair value is based on quoted market prices of similar instruments, adjusted for differences between the quoted instruments and the instruments being valued.

Equity Securities – For 2018, this category includes common stocks of public companies that the Company has the positive intent and ability to hold for an indeterminate amount of time. Such securities are reported at fair value with unrealized holding gains and losses included in earnings.

Common stock of the Federal Reserve Bank, Federal Home Loan Bank of Pittsburgh (FHLB) and correspondent banks represent ownership in institutions which are wholly owned by other financial institutions. These equity securities are accounted for at cost and are classified as other assets.

#### Loans Held for Sale

Certain newly originated fixed-rate residential mortgage loans are classified as held for sale, because it is management's intent to sell these residential mortgage loans. The residential mortgage loans held for sale are carried at the lower of aggregate cost or market value.

#### Loans

Interest on all loans is recognized on the accrual basis based upon the principal amount outstanding. The accrual of interest income on loans is discontinued when, in the opinion of management, doubt exists as to the ability to collect such interest. Payments received on non-accrual loans are applied to the outstanding principal balance or recorded as interest income, depending upon our assessment of our ultimate ability to collect principal and interest. Loans are returned to the accrual status when factors indicating doubtful collectability cease to exist.

The Company recognizes nonrefundable loan origination fees and certain direct loan origination costs over the life of the related loan as an adjustment of loan yield using the interest method.

#### Allowance for Loan Losses

The allowance for loan losses represents the amount which management estimates is adequate to provide for probable losses inherent in its loan portfolio. The allowance method is used in providing for loan losses. Accordingly, all loan losses are charged to the allowance and all recoveries are credited to it. The allowance for loan losses is established through a provision for loan losses which is charged to operations. The provision is based upon management's periodic evaluation of individual loans, the overall risk characteristics of the various portfolio segments, past experience with losses, the impact of economic conditions on borrowers, and other relevant factors. The estimates used in determining the adequacy of the allowance for loan losses are particularly susceptible to significant change in the near term.

Impaired loans are other commercial, other agricultural, municipal, agricultural real estate, commercial real estate loans and certain residential mortgages cross collateralized with commercial relationships for which it is probable that the Company will not be able to collect all amounts due according to the contractual terms of the loan agreement. The Company individually evaluates such loans for impairment and does not aggregate loans by major risk classifications. The definition of "impaired loans" is not the same as the definition of "non-accrual loans," although the two categories overlap. The Company may choose to place a loan on non-accrual status due to payment delinquency or uncertain collectability, while not classifying the loan as impaired if the loan is not a commercial, agricultural, municipal or commercial real estate loan. Factors considered by management in determining impairment include payment status and collateral value. The amount of impairment for these types of impaired loans is determined by the difference between the present value of the expected cash flows related to the loan, using the original interest rate, and its recorded value; or, as a practical expedient in the case of a collateral dependent loan, the difference between the fair value of the collateral and the recorded amount of the loans.

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

The Company allocates the allowance based on the factors described below, which conform to the Company's loan classification policy. In reviewing risk within the Bank's loan portfolio, management has determined there to be several different risk categories within the loan portfolio. The allowance for loan losses consists of amounts applicable to: (i) residential real estate loans; (ii) commercial real estate (iii) agricultural real estate loans; (iv) construction; (v) consumer loans; (vi) other commercial loans (vii) other agricultural loans and (viii) 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 for each risk category 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, 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 Bank'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 / CPI
- 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
- Any change in the level of board oversight

The Company analyzes its loan portfolio each quarter to determine the appropriateness of its allowance for loan losses.

#### Loan Charge-off Policies

Consumer loans are generally fully or partially charged down to the fair value of collateral securing the asset when the loan is 180 days past due for open-end loans or 120 days past due for closed-end loans unless the loan is well secured and in the process of collection. All other loans are generally charged down to the net realizable value when the loan is 90 days past due.

#### 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 modify more affordable terms before their loan reaches nonaccrual status. These modified 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 either interest or principal, management measures any impairment on the restructuring as noted above for impaired loans. In addition to the allowance for the pooled portfolios, management has developed a separate allowance for loans that are identified as impaired through a TDR. TDRs are excluded from pooled loss forecasts and a separate reserve is provided under the accounting guidance for loan impairment.

#### Purchased Credit Impaired Loans

The Company purchased loans in connection with its acquisition of FNB in 2015 and its acquisition of the State College branch in 2017, some of which showed evidence of credit deterioration as of the acquisition since origination. These purchased credit impaired (PCI) loans were recorded at the amount paid, such that there is no carryover of the seller's allowance for loan losses. After acquisition, losses are recognized by an increase in the allowance for loan losses. Over the life of the loan, expected cash flows continue to be estimated. If this subsequent estimate indicated that the present value of expected cash flows is less than the carrying amount, a charge to the allowance for loan loss is made through a provision. If the estimate indicates that the present value of the expected cash flows is greater than the carrying amount, it is recognized as part of future interest income.

Such purchased credit impaired loans are accounted for individually, and the Company estimates the amount and timing of expected cash flows for each loan. The expected cash flows in excess of the amount paid is recorded as interest income over the remaining life of the loan (accretable yield). The excess of the loan's contractual principal and interest over expected cash flows is not amortized over the remaining life of the loan (nonaccretable difference). For loans purchased that did not show evidence of credit deterioration, the difference between the fair value of the loan at the acquisition date and the loan's face value is being amortized as a yield adjustment over the estimated remaining life of the loan using the effective interest method.

#### Foreclosed Assets Held For Sale

Foreclosed assets acquired in settlement of loans are carried at fair value, less estimated costs to sell. Prior to foreclosure, as the value of the underlying loan is written down to fair market value of the real estate or other assets to be acquired by a charge to the allowance for loan losses, if necessary. Any subsequent write-downs are charged against operating expenses. Operating expenses of such properties, net of related income and losses on disposition, are included in other expenses and gains and losses are included in other non-interest income or other non-interest expense.

#### Premises and Equipment

Land is carried at cost. Premises and equipment are stated at cost, less accumulated depreciation. Depreciation expense is computed on straight line and accelerated methods over the estimated useful lives of the assets, which range from 3 to 15 years for furniture, fixtures and equipment and 5 to 40 years for building premises. Repair and maintenance expenditures which extend the useful life of an asset are capitalized and other repair expenditures are expensed as incurred.

When premises or equipment are retired or sold, the remaining cost and accumulated depreciation are removed from the accounts and any gain or loss is credited to income or charged to expense, respectively.

#### Intangible Assets

Intangible assets, other than goodwill, include core deposit intangibles, covenants not to compete and mortgage servicing rights (MSRs). Core deposit intangibles are a measure of the value of consumer demand and savings deposits acquired in business combinations accounted for as purchases. Covenants not to compete are payments made to former employees as compensation for agreeing not to work for competitors. The core deposit intangibles are being amortized over 10 years using the sum-of-the-years digits method of amortization, while the covenant not to compete is being amortized over four years on a straight line basis.

MSRs arise from the Company originating certain loans for the express purpose of selling such loans in the secondary market. The Company maintains all servicing rights for these loans. The loans held for sale are carried at lower of cost or market. Originated MSRs are recorded by allocating total costs incurred between the loan and servicing rights based on their relative fair values. MSRs are amortized in proportion to the estimated servicing income over the estimated life of the servicing portfolio and measured annually for impairment.

The recoverability of the carrying value of intangible assets is evaluated on an ongoing basis, and permanent declines in value, if any, are charged to expense.

#### Goodwill

The Company utilizes a two-step process for testing the impairment of goodwill on at least an annual basis. This approach could cause more volatility in the Company's reported net income because impairment losses, if any, could occur irregularly and in varying amounts. The Company may also perform a qualitative assessment to determine whether it is more likely than not that the fair value of the reporting unit is less than its carrying value. Based on the fair value of the reporting unit, no impairment of goodwill was recognized in 2018, 2017 or 2016.

#### Bank Owned Life Insurance

The Company has purchased life insurance policies on certain employees. Prior to January 1, 2015, the Company was the owner and sole beneficiary of the policies. Effective January 1, 2015, the insurance policies were restructured 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 restructured agreements, the Bank receives the cash surrender value of the policy plus 50% of the benefit in excess of the cash surrender value and the remaining amount of the payout will be given to the beneficiary of the policy. Additionally, as a result of the acquisition of FNB, the Company acquired life insurance policies on former FNB employees and directors. The policies obtained as part of the acquisition provide a fixed dollar benefit to the former employee or director beneficiaries, whether or not the insured person is affiliated with the Company at the time of his or her death. Bank owned life insurance is recorded at its cash surrender value, or the amount that can be realized. Increases in the cash surrender value are recognized as other non-interest income. The obligation of \$648,000 and \$578,000 under split-dollar benefit agreements to former employees and directors or their beneficiaries have been recognized as liabilities on the consolidated balance sheet at December 31, 2018 and 2017.

#### Income Taxes

The Company and the Bank file a consolidated federal income tax return. Deferred tax assets and liabilities are computed based on the difference between the financial statement basis and income tax basis of assets and liabilities using the enacted marginal tax rates. Deferred income tax expenses or benefits are based on the changes in the net deferred tax asset or liability from period to period. The Tax Cuts and Jobs Act, enacted on December 22, 2017, lowered the federal corporate income tax rate from 35% to 21% effective January 1, 2018. As a result, the carrying value of net deferred tax assets was reduced which increased income tax expense by \$1,531,000 in 2017.

#### Employee Benefit Plans

The Company has noncontributory defined benefit pension plans covering employees hired before January 1, 2007 and employees acquired as part of the FNB acquisition. It is the Company's policy to fund pension costs on a current basis to the extent deductible under existing tax regulations. Such contributions are intended to provide not only for benefits attributed to service to date, but also for those expected to be earned in the future.

The Company has a defined contribution, 401(k) plan covering eligible employees. The employee may also contribute to the plan on a voluntary basis, up to a maximum percentage allowable not to exceed the limits of Code Sections 401(k). Under the plan, the Company also makes contributions on behalf of eligible employees, which vest immediately. For employees hired after January 1, 2007, in lieu of the pension plan, an additional annual discretionary 401(k) plan contribution is made and is equal to a percentage of an employee's base compensation.

The Company also has a profit-sharing plan for employees which provide tax-deferred salary savings to plan participants. The Company has a deferred compensation plan for directors who have elected to defer all or portions of their fees until their retirement or termination from service.

The Company has a restricted stock plan which covers eligible employees and non-employee corporate directors. Under the plan, awards are granted based upon performance related requirements and are subject to certain vesting criteria. Compensation cost related to restricted stock is recognized based on the market price of the stock at the grant date over the vesting period.

The Company has an employee stock purchase plan that allows employees to withhold money from their paychecks, which is then utilized to purchase shares of the Company's stock on either the open market or through treasury stock, if shares are unavailable on the open market.

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. The SERP is considered an unfunded plan for tax and ERISA purposes and all obligations arising under the SERP are payable from the general assets of the Company. Expenses under the SERP are recognized as earned over the expected years of service.

The Company maintains a non-tax qualified executive deferred compensation plan ("Deferred Compensation Plan") for eligible employees designated by the board of directors. Each of the named executive officers are eligible to participate in the Deferred Compensation Plan. The Deferred Compensation Plan is considered an unfunded plan for tax and ERISA purposes and all obligations arising under the Deferred Compensation Plan are payable from the general assets of the Company. Expenses under the Deferred Compensation Plan are recognized as earned over the expected years of service.

#### Advertising Costs

Advertising costs are generally expensed as incurred and amounted to \$361,000, \$343,000 and \$356,000 for the years ended December 31, 2018, 2017 and 2016, respectively.

#### Comprehensive Loss

The Company is required to present comprehensive income in a full set of general purpose financial statements for all periods presented. Other comprehensive loss is comprised of unrealized holding gains (losses) on the available-for-sale securities portfolio and unrecognized pension costs.

#### Recent Accounting Pronouncements - Adopted

In May 2014, the Financial Accounting Standards Board ("FASB") issued Accounting Standards Update ("ASU") 2014-09, "Revenue from Contracts with Customers" ("ASU 2014-09"), which was subsequently amended, modified, and/or clarified with ASU 2015-14, 2016-08, 2016-10, 2016-12, 2017-05, and 2017-10. The standard requires an entity to recognize the amount of revenue to which it expects to be entitled for the transfer of promised goods or services to customers. The ASU replaces most existing revenue recognition guidance in GAAP. The new standard and its related amendments was effective for the Company on January 1, 2018. Adoption of ASU 2014-09 did not have a material impact on the Company's consolidated financial statements other than additional disclosures for revenue recognition in Note 2 as the Company's primary sources of revenues are derived from interest and dividends earned on loans, investment securities, and other financial instruments that are not within the scope of ASU 2014-09.



In January 2016, the FASB finalized ASU 2016-01, Financial Instruments - Overall (Subtopic 825-10): Recognition and Measurement of Financial Assets and Financial Liabilities. This accounting standard (a) requires separate presentation of equity investments (except those accounted for under the equity method of accounting or those that result in consolidation of the investee) on the balance sheet and 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 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 (g) 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.

The adoption resulted in the Company recognizing a one-time cumulative effect adjustment of \$1,000 between accumulated other comprehensive income and retained earnings on the consolidated balance sheet for the fair value of equity securities included in accumulated other comprehensive income as of the beginning of the period. The adjustment had no impact on net income on any prior periods presented.

The Company has adopted this standard during the reporting period on a prospective basis. The Company implemented changes to the measurement of the fair value of financial instruments using an exit price notion for disclosure purposes included in Note 18 to the financial statements. The December 31, 2018 fair value of each class of financial instruments disclosure did utilize the exit price notion when measuring fair value and, therefore, may not be comparable to the December 31, 2017 disclosure.

In August 2016, the FASB issued ASU 2016-15, Statement of Cash Flows (Topic 230): Classification of Certain Cash Receipts and Cash Payments, which addresses eight specific cash flow issues with the objective of reducing diversity in practice. The Company adopted this standard during the year, which did not have a significant impact on the Company's financial statements.

In October 2016, the FASB issued ASU 2016-16, Income Taxes (Topic 740), which requires recognition of current and deferred income taxes resulting from an intra-entity transfer of any asset (excluding inventory) when the transfer occurs. Consequently, the amendments in this Update eliminate the exception for an intra-entity transfer of an asset other than inventory. ASU 2016-16 became effective for us on January 1, 2018 and did not have a significant impact on our financial statements.

In October 2016, the FASB issued ASU 2016-18, Statement of Cash Flows (Topic 230), which requires that a statement of cash flows explains the change during the period in the total of cash, cash equivalents, and amounts generally described as restricted cash or restricted cash equivalents. Therefore, amounts generally described as restricted cash and restricted cash equivalents should be included with cash and cash equivalents when reconciling the beginning-of-period and end-of-period total amounts shown on the statement of cash flows. ASU 2016-18 became effective for us on January 1, 2018 and did not have a significant impact on our financial statements.

In January 2017, the FASB issued ASU 2017-01, Business Combinations (Topic 805), Clarifying the Definition of a Business, which provides a more robust framework to use in determining when a set of assets and activities (collectively referred to as a “set”) is a business. The screen requires that when substantially all of the fair value of the gross assets acquired (or disposed of) is concentrated in a single identifiable asset or a group of similar identifiable assets, the set is not a business. This screen reduces the number of transactions that need to be further evaluated. ASU 2017-01 became effective for us on January 1, 2018 and did not have a significant impact on our financial statements.

In February 2017, the FASB issued ASU 2017-05, Other Income—Gains and Losses from the Derecognition of Nonfinancial Assets (Subtopic 610-20). The amendments in this Update clarify what constitutes a financial asset within the scope of Subtopic 610-20. The amendments also clarify that entities should identify each distinct nonfinancial asset or in substance nonfinancial asset that is promised to a counterparty and to derecognize each asset when the counterparty obtains control. There is also additional guidance provided for partial sales of a nonfinancial asset and when derecognition, and the related gain or loss, should be recognized. ASU 2017-05 became effective for us on January 1, 2018 and did not have a significant impact on our financial statements.

In March 2017, the FASB issued ASU 2017-07, Compensation-Retirement Benefits (Topic 715). The amendments in this Update require that an employer report the service cost component in the same line item or items as other compensation costs arising from services rendered by the pertinent employees during the period. The other components of net benefit cost are required to be presented in the income statement separately from the service cost component. The Company adopted the standard on January 1, 2018, which resulted in a reclassification of \$(199) and (\$123) from Salaries and employee benefits into other noninterest expenses on the Consolidated Statement of Income for the years ended December 31, 2017 and 2016, respectively. See Note 11 for additional information on the presentation of these pension cost components.

#### Recent Accounting Pronouncements – Not yet effective

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. ASU 2016-02 will be effective for us on January 1, 2019 and initially required transition using a modified retrospective approach for leases existing at, or entered into after, the beginning of the earliest comparative period presented in the financial statements. In July 2018, the FASB issued ASU 2018-11, “Leases (Topic 842) - Targeted Improvements,” which, among other things, provides an additional transition method that would allow entities to not apply the guidance in ASU 2016-02 in the comparative periods presented in the financial statements and instead recognize a cumulative-effect adjustment to the opening balance of retained earnings in the period of adoption. In December 2018, the FASB also issued ASU 2018-20, “Leases (Topic 842) - Narrow-Scope Improvements for Lessors,” which provides for certain policy elections and changes lessor accounting for sales and similar taxes and certain lessor costs. Upon adoption of ASU 2016-02, ASU 2018-11 and ASU 2018-20 on January 1, 2019, we expect to recognize right-of-use assets and related lease liabilities totaling \$1.5 million each. We expect to elect to apply certain practical expedients provided under ASU 2016-02 whereby we will not reassess (i) whether any expired or existing contracts are or contain leases, (ii) the lease classification for any expired or existing leases and (iii) initial direct costs for any existing leases. We also do not expect to apply the recognition requirements of ASU 2016-02 to any short-term leases (as defined by related accounting guidance). We expect to account for lease and non-lease components separately because such amounts are readily determinable under our lease contracts and because we expect this election will result in a lower impact on our balance sheet. We expect to utilize the modified-retrospective transition approach prescribed by ASU 2018-11.

In June 2016, the FASB issued ASU 2016-13, Financial Instruments - Credit Losses: Measurement of Credit Losses on Financial Instruments, which changes the impairment model for most financial assets. This Update 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 Update 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. We expect to recognize a one-time cumulative effect adjustment to the allowance for loan losses as of the beginning of the first reporting period in which the new standard is effective, but cannot yet determine the magnitude of any such one-time adjustment or the overall impact of the new guidance on the consolidated financial statements. In that regard, we have formed a cross-functional working group, under the direction of our Chief Financial Officer. The working group is comprised of individuals from various functional areas including credit, loan origination and finance. We are currently working through our implementation plan which includes assessment and documentation of processes, internal controls and data sources; model development and documentation; and system configuration, among other things. We are also in the process of implementing a third-party vendor solution to assist us in the application of the ASU 2016-13. The adoption of the ASU 2016-13 could result in an increase in the allowance for loan losses as a result of changing from an "incurred loss" model, which encompasses allowances for current known and inherent losses within the portfolio, to an "expected loss" model, which encompasses allowances for losses expected to be incurred over the life of the portfolio. While we are currently unable to reasonably estimate the impact of adopting ASU 2016-13, we expect that the impact of adoption will be significantly influenced by the composition, characteristics and quality of our loan portfolio as well as the prevailing economic conditions and forecasts as of the adoption date.

In January 2017, the FASB issued ASU 2017-04, Simplifying the Test for Goodwill Impairment. To simplify the subsequent measurement of goodwill, the FASB eliminated Step 2 from the goodwill impairment test. In computing the implied fair value of goodwill under Step 2, an entity had to perform procedures to determine the fair value at the impairment testing date of its assets and liabilities (including unrecognized assets and liabilities) following the procedure that would be required in determining the fair value of assets acquired and liabilities assumed in a business combination. Instead, under the amendments in this Update, an entity should perform its annual, or interim, goodwill impairment test by comparing the fair value of a reporting unit with its carrying amount. An entity should recognize an impairment charge for the amount by which the carrying amount exceeds the reporting units fair value; however, the loss recognized should not exceed the total amount of goodwill allocated to that reporting unit. A public business entity that is a U.S. Securities and Exchange Commission (SEC) filer should adopt the amendments in this Update for its annual or any interim goodwill impairment tests in fiscal years beginning after December 15, 2019. This Update is not expected to have a significant impact on the Company's consolidated financial statements.

In March 2017, the FASB issued ASU 2017-08, Receivables – Nonrefundable Fees and Other Costs (Subtopic 310-20). The amendments in this Update shorten the amortization period for certain callable debt securities held at a premium. Specifically, the amendments require the premium to be amortized to the earliest call date. The amendments do not require an accounting change for securities held at a discount; the discount continues to be amortized to maturity. For public business entities, the amendments in this Update are effective for fiscal years, and interim periods within those fiscal years, beginning after December 15, 2018. This Update is not expected to have a significant impact on the Company's financial statements.

ASU 2018-05, Income Taxes (Topic 740) - Amendments to SEC Paragraphs Pursuant to SEC Staff Accounting Bulletin (SAB) No. 118, ASU 2018-05 amends the Accounting Standards Codification to incorporate various SEC paragraphs pursuant to the issuance of SAB 118. SAB 118 addresses the application of generally accepted accounting principles in situations when a registrant does not have the necessary information available, prepared, or analyzed (including computations) in reasonable detail to complete the accounting for certain income tax effects of the Tax

Cuts and Jobs Act. See Note 12 - Income Taxes.

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In August 2018, the FASB issued ASU 2018-13, Fair Value Measurement (Topic 820): Disclosure Framework – Changes the Disclosure Requirements for Fair Value Measurements. The Update removes the requirement to disclose the amount of and reasons for transfers between Level I and Level II of the fair value hierarchy; the policy for timing of transfers between levels; and the valuation processes for Level III fair value measurements. The Update requires disclosure of changes in unrealized gains and losses for the period included in other comprehensive income (loss) for recurring Level III fair value measurements held at the end of the reporting period and the range and weighted average of significant unobservable inputs used to develop Level III fair value measurements. This Update is effective for all entities for fiscal years, and interim periods within those fiscal years, beginning after December 15, 2019. This Update is not expected to have a significant impact on the Company's consolidated financial statements.

In August 2018, the FASB issued ASU 2018-14, Compensation – Retirement Benefits (Topic 715-20). This Update amends ASC 715 to add, remove and clarify disclosure requirements related to defined benefit pension and other postretirement plans. The Update eliminates the requirement to disclose the amounts in accumulated other comprehensive income expected to be recognized as part of net periodic benefit cost over the next year. The Update also removes the disclosure requirements for the effects of a one-percentage-point change on the assumed health care costs and the effect of this change in rates on service cost, interest cost and the benefit obligation for postretirement health care benefits. This Update is effective for public business entities for fiscal years ending after December 15, 2020, and must be applied on a retrospective basis. For all other entities, this Update is effective for fiscal years ending after December 15, 2021. This Update is not expected to have a significant impact on the Company's consolidated financial statements.

#### Treasury Stock

The purchase of the Company's common stock is recorded at cost. At the date of subsequent reissue, the treasury stock account is reduced by the cost of such stock on a last-in-first-out basis.

#### Cash Flows

The Company utilizes the net reporting of cash receipts and cash payments for deposit, short-term borrowing and lending activities. The Company considers amounts due from banks and interest-bearing deposits in banks as cash equivalents.

#### Trust Assets and Income

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.

#### 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.

	2018	2017	2016
Basic earnings per share computation:			
Net income applicable to common stock	\$ 18,034,000	\$ 13,025,000	\$ 12,638,000
Weighted average common shares outstanding	3,505,218	3,515,638	3,541,769
Earnings per share - basic	\$5.14	\$3.70	\$3.57
Diluted earnings per share computation:			
Net income applicable to common stock	\$ 18,034,000	\$ 13,025,000	\$ 12,638,000
Weighted average common shares outstanding for basic earnings per share	3,505,218	3,515,638	3,541,769
Add: Dilutive effects of restricted stock	1,988	1,724	1,556
Weighted average common shares outstanding for dilutive earnings per share	3,507,206	3,517,362	3,543,325
Earnings per share - dilutive	\$5.14	\$3.70	\$3.57

Nonvested shares of restricted stock totaling 3,201, 3,403 and 3,087 were outstanding during 2018, 2017 and 2016, respectively, but were not included in the computation of diluted earnings per common share because to do so would be anti-dilutive. These anti-dilutive shares had per share prices ranging from \$47.81-\$61.04, \$46.69-\$53.15 and \$46.69-\$53.15 for 2018, 2017 and 2016, respectively.

#### Reclassification

Certain of the prior year amounts have been reclassified to conform to the current year presentation. Such reclassifications had no effect on net income or stockholders' equity.

## 2. REVENUE RECOGNITION

Effective January 1, 2018, the Company adopted Accounting Standards Update ASU 2014-09 Revenue from Contracts with Customers – Topic 606 and all subsequent ASUs that modified ASC 606. The Company has elected to apply the standard to all prior periods presented utilizing the full retrospective approach. The implementation of the new standard had no material impact to the measurement or recognition of revenue of prior periods. Management determined that the primary sources of revenue emanating from interest and dividend income on loans and investments along with noninterest revenue resulting from investment security gains, loan servicing, gains on loans sold and earnings on bank owned life insurances are not within the scope of ASC 606. As a result, no changes were made during the period related to these sources of revenue, which cumulatively comprise 89.9% of the total revenue of the Company for the year ended December 31, 2018, respectively. The main types of noninterest income within the scope of the standard are as follows:

**Service charges on deposit accounts** – The Company has contracts with its deposit customers where fees are charged if certain parameters are not met. These agreements can be cancelled at any time by either the Company or the deposit customer. Revenue from these transactions is recognized on a monthly basis as the Company has an unconditional right to the fee consideration. The Company also has transaction fees related to specific transactions or activities resulting from a customer request or activity that include overdraft fees, online banking fees, interchange fees, ATM fees and other transaction fees. All of these fees are attributable to specific performance obligations of the Company where the revenue is recognized at a defined point in time upon the completion of the requested service/transaction.

**Trust fees** – Typical contracts for trust services are based on a fixed percentage of the assets earned ratably over a defined period and billed on a monthly basis. Fees charged to customers' accounts are recognized as revenue over the period during which the Company fulfills its performance obligation under the contract (i.e., holding client asset in a managed fiduciary trust account). For these accounts, the performance obligation of the Company is typically satisfied by holding and managing the customer's assets over time. Other fees related to specific customer requests are attributable to specific performance obligations of the Company where the revenue is recognized at a defined point in time, upon completion of the requested service/transaction.

Gains (losses) on sale of other real estate owned – Gains and losses are recognized at the completion of the property sale when the buyer obtains control of the real estate and all of the performance obligations of the Company have been satisfied. Evidence of the buyer obtaining control of the asset include transfer of the property title, physical possession of the asset, and the buyer obtaining control of the risks and rewards related to the asset. In situations where the Company agrees to provide financing to facilitate the sale, additional analysis is performed to ensure that the contract for sale identifies the buyer and seller, the asset to be transferred, payment terms, and that the contract has a true commercial substance and that collection of amounts due from the buyer are reasonable. In situations where financing terms are not reflective of current market terms, the transaction price is discounted impacting the gain/loss and the carrying value of the asset.

Brokerage and insurance – Fees includes commissions from the sales of investments and insurance products recognized on a trade date basis as the performance obligation is satisfied at the point in time in which the trade is processed. Additional fees are based on a percentage of the market value of customer accounts and billed on a monthly or quarterly basis. The Company’s performance obligation under the contracts with certain customers is generally satisfied through the passage of time as the Company monitors and manages the assets in the customer’s portfolio and is not dependent on certain return or performance level of the customer’s portfolio. Fees for these services are billed monthly and are recorded as revenue at the end of the month for which the wealth management service has been performed. Other performance obligations (such as the delivery of account statements to customers) are generally considered immaterial to the overall transaction price.

The following table depicts the disaggregation of revenue derived from contracts with customers to depict the nature, amount, timing, and uncertainty of revenue and cash flows for the year ended December 31, 2018 (in thousands). All revenue in the table below relates to goods and services transferred at a point in time.

Revenue stream

Service charges on deposit accounts

Overdraft fees	\$1,551
Statement fees	206
Interchange revenue	2,259
ATM income	400
Other service charges	251
Total Service Charges	4,667
Trust	705
Brokerage and insurance	790
Other	350
Total	