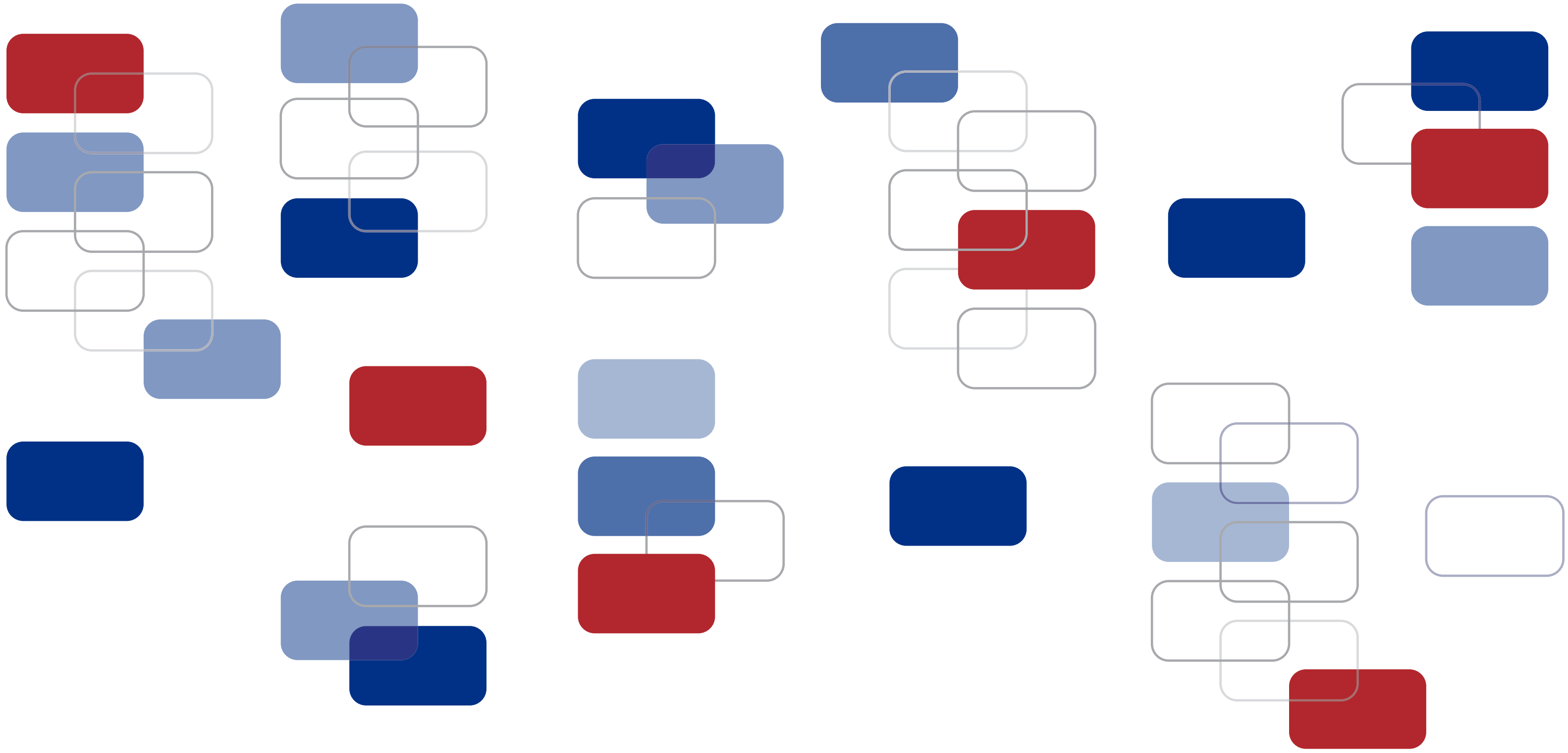

ANNUAL REPORT

HONAT BANCORP, INC.

2019

LOCATIONS

Hallstead

Forest City

Lakewood

Honesdale

Montdale

Clarks Summit

Eynon

Hamlin

Lake Wallenpaupack

Lackawaxen

Kingston

Wilkes-Barre

Personal Banking • Business Banking • Wealth Management

EQUAL HOUSING LENDER
Member FDIC
NMLS ID 446237

OFFICERS

William Schweighofer
Chairman of the Board

John P. Burlein
Vice Chairman

David E. Raven
President and Chief Executive Officer

Marcele R. Swingle
Executive Vice President

Raymond J. Ceccotti
Senior Vice President

Christopher T. Bresset
Vice President

Katherine M. Bryant
Vice President

Christopher T. Cook
Vice President

Charles D. Curtin
Vice President

Kathleen Enslin
Vice President

Catherine Ferraro
Vice President

Sean A. Finan
Vice President

Gregory G. Gula
Vice President

Stephen A. Homza
Vice President

Jennifer Jaycox
Vice President

Cynthia M. Motichka
Vice President

James V. Musto
Vice President

Elizabeth C. Nagy
Vice President

Michael E. Rollison
Vice President

Ralph E. Scartelli
Vice President

Ronald M. Sebastianelli
Vice President

Richard C. Simmers
Vice President

Richard M. Soden
Vice President

Luke W. Woodmansee
Vice President

Vicky Bryant
Assistant Vice President

Lacey P. Churmblo
Assistant Vice President

John Conte III
Assistant Vice President

Nicholas D'Alberto
Assistant Vice President

Karen A. Decker
Assistant Vice President

Lisa A. Dowse
Assistant Vice President

Robert B. Ferraro
Assistant Vice President

Judith Flaherty
Assistant Vice President

Laurie Harrington
Assistant Vice President

Elizabeth Hazen
Assistant Vice President

Linda A. Miller
Assistant Vice President

Sharon Pryharski
Assistant Vice President

Donna Rinehimer
Assistant Vice President

Melissa Rushworth
Assistant Vice President

Paulette Straka
Assistant Vice President

Brian P. Wilken
Assistant Vice President

Kevin Colgan
Fraud/Security Officer

Randy Donovan
Commercial Loan Officer I

Stephen Fritz
Loan Officer

Mary Ann Risboskin
Loan Officer

Beverly A. Simons
Branch Manager/Loan Officer

Lisa S. Bonham
Assistant Trust Officer

Directors and Officers of
HONAT BANCORP, INC.

Directors

Alfred D. Beck • John P. Burlein • Michael W. Cavage • Roger L. Dirlam • Robert C. Grimm
Charles H. Jurgensen • Paul M. Meagher • Kurt I. Propst • David E. Raven • William Schweighofer

Officers

William Schweighofer
Chairman of the Board

John P. Burlein
Vice Chairman

David E. Raven
President and
Chief Executive Officer

Marcele R. Swingle
Secretary

Katherine M. Bryant
Treasurer

Consolidated Financial Report

December 31, 2019
Honat Bancorp, Inc. and its Subsidiary,
The Honesdale National Bank
1836-2019

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Message from the President

Building Our Future: Purposeful is Powerful

Since 1836, The Honesdale National Bank's business philosophy has been squarely focused on serving a greater purpose. The Bank was built on being a resource — and a proactive one at that — to help fulfill the needs of our families, neighbors and communities. From the simple to the most complicated of financial needs, we stand ready to assist. We look to support the pursuit of happiness, resiliency, opportunity and capability of our customers and our geography as a whole. In doing so, we strive to be purposeful in our approach and impactful in our results.

Thanks to the efforts of all of our great employees and the support of you, our shareholders, we entered 2019 with a keen focus on our objectives and a strongly rooted strategy as our guide. Throughout 2018 and 2019, HNB made a number of strategic investments in our team, operations and services knowing that these decisions will support our long-term performance and relevancy as financial needs continue to evolve. Purposeful actions drive powerful results.

A Fresh Start, a Fresh Perspective

Every New Year offers the promise of a fresh start, but this year we also started with a new look. Knowing the increasing importance of our digital presence, in March, 2019 we launched our new website and a new HNB Online Banking Bill Pay platform. These resources' responsive, easy-to-use design and revamped content addressed the ease, functionality and performance opportunities that will continue to benefit our current and on-going customer experience. On average, our website receives up to 20x the unique daily visitors of one of our branch offices. Thus, it is increasingly important that our digital resources provide a strong and consistent brand and customer experience so that we may continue to build on those relationships.

These relationships are grounded in purpose and the fulfillment of financial needs in a way that customers value. Our focus on value gave rise to the launch of our "That's HNB & me" marketing campaign. The messaging reminds people that the impact of our services is powerfully personal and purposeful in application. This campaign was first used to usher in the launch of our new personal checking product suite in July. The updates to our suite of offerings, through a partnership with StrategyCorps, allowed HNB to achieve several strategic goals for our customers and Bank. We set out to build products that not only enabled our customers to complete their basic transactional needs, but also provided valuable resources that support their lifestyles through discounts and savings, protection and health-related benefits. Our products leverage and encourage the use of local businesses to fulfill those needs further reinforcing our commitment to small business owners and our community.

My savings.

My protection.

My health.

The design of our new personal checking product suite supports our commitment to help HNB differentiate itself as we see an increase in competition. The product suite keeps banking relationships local and dollars local in direct alignment with our mission. The offerings also support our need to increase deposit growth as we continue to focus on our strong loan growth and liquidity position. These goals are all accomplished while also creating improved value for customers.

Message from the President

Lackawaxen Office Relocation Celebration

Powerful Results

Our commercial lending team capitalized on growth throughout our region and the strength of our customer service value proposition. We are proud to report a 6.8% increase in year-over-year commercial loan production. This effort was answered by a 9.9% increase in deposit growth contributed to by the efforts of not only the retail team, but the entire bank.

Also of note is the growth in non-interest income by $574,000. This increase was largely contributed to by our Trust Department within the HNB Financial Group. Persistence, patience and proactive efforts were all part of a successful strategy that we will see continue into 2020.

Investment in our Future

In 2019, our Return on Average Assets best represents our hard work to maintain profitability, while also making purposeful and powerful investments in the future of the Bank. We took action to again purposefully establish resources that would enable our long-term growth potential.

One of the strongest investments we make is in the communities we serve, driving our establishment of The Honesdale National Bank Foundation. This empowers us to make fiscally responsible investments in our region.

We are proud to have completed renovations to the exterior of our Route 6 Plaza Office. The changes to the facade serve as a reminder of our commitment to the market as well as an opportunity to attract and retain business. In July, we also finalized the relocation of our Lackawaxen Office to 100 LCPL Jacob Beisel Road. This move provides our customers with an improved in-branch experience and additional parking all at a more accessible location.

Hallstead Office

Most recently, we put a new foot forward with the opening of our new Hallstead Office located at 313 Main Street. This de novo location provides a platform to service a community similar in composition to our existing market areas, while broadening our footprint in Susquehanna County — a region that, in recent years, has gone underserved by community banks. We are looking forward to building on those business opportunities.

Our investments are also reflected in our personnel. We hired two management trainees who, over time, will ensure that our succession planning, market-based and operational support needs are managed effectively. Likewise, we invested in an additional Wayne County commercial lender to support strong demand in our flagship community.

Looking Ahead

As we look ahead to 2020, we are excited about the possibilities and have a defined path to maximize our investments and support the refinement of our customer experiences. These purposeful preparations will be powerful in setting HNB apart and compelling us to continue to be high-performing in our results. We are continually grateful to our employees and all of our stockholders for your support. We are excited for what the future holds and look forward to realizing our true potential.

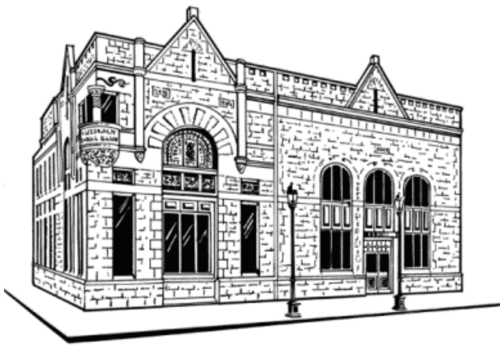
David E. Raven, President & CEO

Financial Highlights

(In Thousands, Except per Share and Ratio Data)

	2019	2018	Net Change
Assets, Liabilities & Equity			
Total Assets	705,804	660,172	45,632
Loans, Net of Allowance	515,097	498,830	16,267
Total Deposits	588,699	535,828	52,871
Total Shareholder Equity	106,457	99,964	6,493
Income & Expense			
Interest Income	29,831	27,005	2,826
Interest Expense	4,218	2,400	1,818
Net Income	9,008	8,676	332
Per Share Data			
Book Value per Share	$ 72.55	$ 67.75	$ 4.80
Earnings per Share	$ 6.12	$ 5.86	$ 0.26
Cash Dividend per Share	$ 1.78	$ 1.67	$ 0.11
Market Value per Share	$ 120.00	$ 105.51	$ 14.49
Select Ratios			
Return on Average Assets	1.32%	1.37%	
Return on Average Equity	8.71%	8.89%	
Loans, Net to Deposits	87.50%	93.10%	
Allowance for Loan Losses to Total Loans	1.70%	1.85%	

Company Overview and Timeline



Company Overview

Honat Bancorp, Inc. (HONT: US OTC) is the parent company of its wholly owned subsidiary The Honesdale National Bank. Headquartered in Honesdale, Pennsylvania, we strive to achieve unparalleled levels of financial performance through superior service in meeting our customers' personal banking, business banking and wealth management needs while acting in the best interest of our employees, our customers, our communities and our shareholders.

The Honesdale National Bank, established in 1836, holds the distinction of being the area's oldest, independent, community bank headquartered in Northeastern Pennsylvania, with twelve full-service offices across Wayne, Pike, Susquehanna, Lackawanna and Luzerne Counties. Financial Services and Trust solutions for our customers are also serviced through our HNB Financial Group headquartered in Honesdale and the HNB Mortgage Center headquartered in Wilkes-Barre, Pennsylvania.

Timeline

1836

Honesdale Bank opens at 1011 Main Street, Honesdale, PA on December 26.

1851

The Bank relocates to a new building at 10th & Main Streets, Honesdale, PA.

1864

National currency and banking system established and the Bank begins operations under The Honesdale National Bank.

1886

HNB's 50th Anniversary.

1896

Main Office relocates to new building and present location at 733 Main Street, Honesdale, PA.

1914

HNB joins the Federal Reserve System.

1917

Alice Ward becomes the first female employee of The Honesdale National Bank.

1929

The Great Depression: As other banks close or suspend operations, HNB continues to serve the community – even paying a dividend.

1934

HNB deposits insured by the new FDIC up to $2,500.

1936

HNB's 100th Anniversary.

1957

Bank Lobby Renovation: The wooden teller cages of the past were removed and a new lobby floor with a customer service area was installed.

1962

Erected as a public service, the time and temperature sign on the corner of 8th & Main Streets was installed in Honesdale. It has become a familiar landmark for visitors and residents alike.

1968

TV Auto Bank Drive-In Banking System opens on September 12. The system included closed circuit TV, voice communication and a pneumatic tube system linking the bank and drive-up lanes through a tunnel under Main Street – the first such service in the area.

Company Overview and Timeline

1974

HNB opens an office at the Route 6 Plaza, just east of Honesdale, allowing customers to transact their business conveniently at either location. The facility also provided an employee meeting space and the inclusion of a new Board of Directors room.

1986

As HNB commemorates its 150th Anniversary, the Bank expands into the adjacent building (formerly owned by the Honesdale Dime Bank), opening on September 22.

In November and December, the area's first ATMs were installed at the Route 6 Plaza and adjacent to the Main Street Drive-Up Banking lanes.

1995

HNB purchases United Security Mortgage Corporation in Wilkes-Barre, PA and opens it as HNB Mortgage on January 3.

1996

HNB purchases offices in Forest City, PA and Montdale, PA from PNC, opening them on June 17 as HNB Offices.

1998

HNB purchases offices at Lake Wallenpaupack and in Lackawaxen, PA from LA Bank and opens them on December 14 as HNB Offices.

HNB launches its first website.

2001

HNB opens a temporary office in the Citgo Plaza on Route 590 in Hamlin, PA and relocates to its current location at 559 Hamlin Highway on August 1.

2003

HNB was approved by the Commonwealth of PA for Educational Improvement Tax Credits to contribute to the growth and development of educational opportunities throughout our local area.

2005

HNB opens the Corporate Center at 724 Main Street in Honesdale, also serving as headquarters for Honat Bancorp, Inc.

2007

On June 1, HNB opens its newly-constructed Kingston Office at 786 Wyoming Avenue, Kingston, PA.

2011

HNB's 175th Anniversary.

HNB begins offering Mobile Banking services.

2012

HNB launches its Mobile Banking App.

On November 13, HNB opens its Lakewood Office at 18 Como Road, Lakewood, PA.

2013

On December 11, HNB opens its Eynon Office at 202 Betty Street, Archbald, PA.

2015

HNB integrates and begins offering Mobile Wallet and Person-to-Person Payment services.

2018

On January 24, HNB opens its Clarks Summit Office at 651 Northern Boulevard, Clarks Summit, PA.

2019

On May 14, HNB opens a temporary Loan Production Office in Hallstead, PA and relocates to its newly-constructed, full-service Office on December 18 at 313 Main Street.

On July 5, HNB relocates its Lackawaxen Office to 100 LCPL Jacob Beisel Road, Lackawaxen.

During the summer, HNB completes full exterior renovation to Route 6 Office.

The Honesdale National Bank Foundation is established with formal announcement in October.

INDEPENDENT AUDITOR'S REPORT

Board of Directors and Stockholders
Honat Bancorp, Inc.
Honesdale, Pennsylvania

Report on the Financial Statements

We have audited the accompanying consolidated financial statements of Honat Bancorp, Inc. and subsidiary, which comprise the consolidated balance sheet as of December 31, 2019 and 2018; the related consolidated statements of income, comprehensive income, stockholders' equity, and cash flows for the years then ended; and the related notes to the consolidated financial statements.

Management's Responsibility for the Financial Statements

Management is responsible for the preparation and fair presentation of these consolidated financial statements, in accordance with accounting principles generally accepted in the United States of America; this includes the design, implementation, and maintenance of internal control relevant to the preparation and fair presentation of consolidated financial statements that are free from material misstatement, whether due to fraud or error.

Auditor's Responsibility

Our responsibility is to express an opinion on these consolidated financial statements based on our audits. We conducted our audits in accordance with auditing standards generally accepted in the United States of America. Those standards require that we plan and perform the audit to obtain reasonable assurance about whether the consolidated financial statements are free of material misstatement.

An audit involves performing procedures to obtain audit evidence about the amounts and disclosures in the consolidated financial statements. The procedures selected depend on the auditor's judgment, including the assessment of the risks of material misstatement of the consolidated financial statements, whether due to fraud or error. In making those risk assessments, the auditor considers internal control relevant to the entity's preparation and fair presentation of the consolidated financial statements in order to design audit procedures that are appropriate in the circumstances but not for the purpose of expressing an opinion on the effectiveness of the entity's internal control. Accordingly, we express no such opinion. An audit also includes evaluating the appropriateness of accounting policies used and the reasonableness of significant accounting estimates made by management, as well as evaluating the overall presentation of the consolidated financial statements.

We believe that the audit evidence we have obtained is sufficient and appropriate to provide a basis for our audit opinion.

Opinion

In our opinion, the consolidated financial statements referred to above present fairly, in all material respects, the financial position of Honat Bancorp, Inc. and subsidiary as of December 31, 2019 and 2018, and the results of their operations and their cash flows for the years then ended, in accordance with accounting principles generally accepted in the United States of America.

S.R. Snodgrass, P.C.

Cranberry Township, Pennsylvania
February 28, 2020

S.R. Snodgrass, P.C. • 2009 Mackenzie Way, Suite 340 • Cranberry Township, Pennsylvania 16066 • Phone: 724-934-0344 • Fax: 724-934-0345

Consolidated Balance Sheet

	Years Ended December 31, 2019	2018
	(In Thousands, Except Share Data)	
Assets		
Cash and Due from Banks	**$ 7,233**	$ 10,503
Interest-Bearing Deposits	**10,912**	4,574
Short-Term Investments	**14,123**	8,015
Total Cash and Cash Equivalents	**32,268**	23,092
Certificates of Deposit	**1,750**	-
Securities Available for Sale at Fair Value	**112,643**	96,921
Equity Securities at Fair Value	**422**	354
Mortgage Loans Held for Sale	**2,173**	1,170
Loans Receivable, Net of Allowance for Loan Losses 2019: $8,933; 2018: $9,410	**515,097**	498,830
Investment in Restricted Stock, at Cost	**628**	1,346
Premises and Equipment:		
Operating Lease Right-Of-Use Asset	**738**	-
Other Premises and Equipment	**7,961**	7,627
Accrued Interest Receivable	**2,274**	2,171
Bank-Owned Life Insurance	**20,711**	20,214
Other Assets	**9,139**	8,447
Total Assets	**$ 705,804**	$ 660,172
Liabilities		
Deposits		
Non-Interest-Bearing	**$ 161,542**	$ 148,247
Interest-Bearing	**427,157**	387,581
Total Deposits	**588,699**	535,828
Short-Term Borrowings	**-**	15,333
Operating Lease Liabilities	**742**	-
Accrued Interest Payable	**1,624**	946
Other Liabilities	**8,282**	8,101
Total Liabilities	**599,347**	560,208
Stockholders' Equity		
Common Stock, Par Value $.20 Per Share; Authorized 5,000,000 Shares; Issued 1,800,000 Shares; Outstanding 2019 and 2018: 1,467,412 and 1,475,436	**360**	360
Surplus	**1,015**	1,015
Retained Earnings	**115,290**	108,904
Accumulated Other Comprehensive Income	**1,069**	96
Treasury Stock, at Cost, 2019 and 2018: 332,588 and 324,564 Shares	**(11,277)**	(10,411)
Total Stockholders' Equity	**106,457**	99,964
Total Liabilities and Stockholders' Equity	**$ 705,804**	$ 660,172

See notes to consolidated financial statements, pages 13-48

Consolidated Statements of Income

	Years Ended December 31, 2019	2018
	(In Thousands, Except Share and Per Share Data)	
Interest Income		
Loans Receivable, Including Fees	**$ 26,703**	$ 24,148
Securities		
Taxable	**1,160**	918
Tax Exempt	**1,695**	1,850
Other	**273**	89
Total Interest Income	**29,831**	27,005
Interest Expense		
Deposits	**4,136**	2,323
Short-Term Debt and Other	**82**	77
Total Interest Expense	**4,218**	2,400
Net Interest Income	**25,613**	24,605
Provision for Loan Losses	**1,475**	1,000
Net Interest Income After Provision for Loan Losses	**24,138**	23,605
Other Income		
Customer Service Fees	**2,164**	2,015
Mortgage Banking Activities	**1,137**	877
Income from Fiduciary Accounts	**610**	488
Gain on Securities Available for Sale	**37**	-
Gain (Loss) on Equity Securities	**68**	(101)
Bank-Owned Life Insurance Earnings	**482**	492
Other	**349**	502
Total Other Income	**4,847**	4,273
Other Expenses		
Salaries and Wages	**7,957**	7,130
Employee Benefits	**3,633**	3,375
Occupancy	**1,349**	1,212
Data Processing	**797**	727
Furniture and Equipment	**652**	569
Advertising and Promotion	**508**	400
Legal and Professional	**449**	453
Donations	**187**	359
State Tax	**819**	773
Federal Deposit Insurance	**85**	172
Other	**2,204**	2,570
Total Other Expenses	**18,640**	17,740
Income Before Federal Income Tax Expense	**10,345**	10,138
Federal Income Tax Expense	**1,337**	1,462
Net Income	**$ 9,008**	$ 8,676
Earnings Per Share	**$ 6.12**	$ 5.86
Average Shares Outstanding	**1,472,086**	1,481,562

See notes to consolidated financial statements, pages 13-48

Consolidated Statements of Comprehensive Income

	Years Ended December 31, 2019	2018
	(In Thousands)	
Net Income	**$ 9,008**	$ 8,676
Other Comprehensive Income (Loss)		
Unrealized Gain (Loss) On Securities Available for Sale	**1,230**	(1,052)
Tax Effect	**(257)**	220
Total Other Comprehensive Income (Loss)	**973**	(832)
Comprehensive Income	**$ 9,981**	$ 7,844

See notes to consolidated financial statements, pages 13-48

Consolidated Statements of Stockholders' Equity

	Common Stock	Surplus	Retained Earnings	Accumulated Other Comprehensive Income	Treasury Stock	Total
	(In Thousands, Except Share and Per Share Data)					
Balance: December 31, 2017	$ 360	$ 1,015	$ 102,541	$ 1,090	$ (9,227)	$ 95,779
Cumulative Effect Adjustment for Adoption of Accounting Standard	-	-	162	(162)	-	-
Net Income	-	-	8,676	-	-	8,676
Other Comprehensive Loss	-	-	-	(832)	-	(832)
Purchase of Treasury Stock, 11,331 Shares	-	-	-	-	(1,184)	(1,184)
Dividends Declared ($1.67 Per Share)	-	-	(2,475)	-	-	(2,475)
Balance: December 31, 2018	$ 360	$ 1,015	$ 108,904	$ 96	$ (10,411)	$ 99,964
Net Income	**-**	**-**	**9,008**	**-**	**-**	**9,008**
Other Comprehensive Income	**-**	**-**	**-**	**973**	**-**	**973**
Purchase of Treasury Stock, 8,024 Shares	**-**	**-**	**-**	**-**	**(866)**	**(866)**
Dividends Declared ($1.78 Per Share)	**-**	**-**	**(2,622)**	**-**	**-**	**(2,622)**
Balance: December 31, 2019	**$ 360**	**$ 1,015**	**$ 115,290**	**$ 1,069**	**$ (11,277)**	**$ 106,457**

See notes to consolidated financial statements, pages 13-48

Consolidated Statements of Cash Flows

	Years Ended December 31, 2019	2018
	(In Thousands)	
Cash Flows from Operating Activities		
Net Income	$ 9,008	$ 8,676
Adjustments to Reconcile Net Income to Net Cash Provided by Operating Activities:		
Provision for Loan Losses	1,475	1,000
Provision for Off Balance Sheet	25	-
Provision for Depreciation and Amortization	472	395
Net Amortization of Securities Premiums and Discounts	690	757
Gain on Securities Available for Sale, Net	(37)	-
(Gain) Loss on Equity Securities	(68)	101
Amortization of Deferred Loan Fees	(590)	(710)
Amortization of Mortgage Servicing Rights, Net of Change in Valuation Allowance	284	251
Amortization of Equity Investment in Partnership	709	638
Deferred Income Taxes	-	(185)
Proceeds from Sale of Mortgage Loans	29,857	25,824
Net Gains on Sale of Loans	(818)	(593)
Loans Originated for Sale	(30,042)	(24,768)
Bank-Owned Life Insurance Earnings	(482)	(492)
(Increase) Decrease in Accrued Interest Receivable	(103)	136
Increase in Accrued Interest Payable	678	304
(Gain) Loss on Sale of Other Real Estate Owned	(29)	157
Other, Net	(439)	556
Net Cash Provided By Operating Activities	10,590	12,047
Cash Flows from Investing Activities		
Purchase of Investment Securities Available for Sale	(53,555)	(12,526)
Proceeds from Maturities or Principal Repayments of Securities Available for Sale	38,410	21,648
Purchase of Certificates of Deposit	(1,750)	-
Net Increase in Loans	(17,842)	(31,441)
Proceeds from Sale of Student Loan Portfolio	-	2,710
Purchase of Restricted Stock, at Cost	(3,045)	(3,110)
Redemption of Restricted Stock, at Cost	3,763	2,338
Purchase of Premises, Equipment, Software and Licensing	(831)	(237)
Purchase of Bank-Owned Life Insurance	(15)	(15)
Purchase of Equity Investment in Partnership	(1,034)	(124)
Proceeds from the Sale of Foreclosed Assets	435	633
Net Cash Used for Investing Activities	(35,464)	(20,124)
Cash Flows from Financing Activities		
Net Increase (Decrease) in Deposits	52,871	(3,420)
Net (Repayments) Advances on Short-Term Borrowings	(15,333)	15,333
Purchase of Treasury Stock	(866)	(1,184)
Dividends Paid	(2,622)	(2,475)
Net Cash Provided by Financing Activities	34,050	8,254
Net Increase in Cash and Cash Equivalents	9,176	177
Cash and Cash Equivalents: Beginning	23,092	22,915
Cash and Cash Equivalents: Ending	$ 32,268	$ 23,092
Supplementary Cash Flows Information		
Interest Paid	$ 3,540	$ 2,096
Income Taxes Paid	$ 1,100	$ 700
Supplementary Schedule of Noncash Investing and Financing Activities		
Foreclosed Assets Acquired in Settlement of Loans	$ 690	$ 616
Transfer of Student Loans to Loans Held for Sale	$ -	$ 2,710
Adoption of ASU 2016-02 Operating Lease ROU Asset	$ 738	$ -
Adoption of ASU 2016-02 Operating Lease Liability	$ 742	$ -

See notes to consolidated financial statements, pages 13-48

Notes to Consolidated Financial Statements

NOTE 1: SUMMARY OF SIGNIFICANT ACCOUNTING POLICIES

Principles of Consolidation

The consolidated financial statements include the accounts of Honat Bancorp, Inc. (the “Company”), a bank holding company, and its wholly owned subsidiary, The Honesdale National Bank (the “Bank”). All significant intercompany accounts and transactions have been eliminated.

Nature of Operations

The Bank operates under a national bank charter and provides full banking services, including trust services. As a national bank, the Bank is subject to regulation of the Office of the Comptroller of the Currency and the Federal Deposit Insurance Corporation. The Bank holding company is subject to regulation of the Federal Reserve Bank. The areas served by the Bank are principally Lackawanna, Luzerne, Pike, Susquehanna, and Wayne Counties, in Pennsylvania.

Estimates and Assumptions

The preparation of financial statements in conformity with accounting principles generally accepted in the United States of America requires management to make 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 Balance Sheet and the reported amounts of revenues and expenses during the reporting period. Actual results could differ from those estimates. Material estimates that are particularly susceptible to significant change in the near term relate to the determination of the allowance for loan losses, determination of other-than-temporary impairment of securities, impairment of mortgage servicing rights, fair values of financial instruments and the valuation of deferred tax assets.

Significant Group Concentrations of Credit Risk

Most of the Company's activities are with customers located within northeastern Pennsylvania. Notes 4 and 5 discuss the types of securities that the Company invests in. Note 6 discusses the types of lending that the Company engages in. The Company does not have any significant concentrations in any one industry or customer. Although the Company has a diversified loan portfolio at December 31, 2019 and 2018, its debtors' ability to honor their contracts is influenced by the region's economy.

Presentation of Cash Flows

For purposes of reporting cash flows, cash and cash equivalents include cash and due from banks, interest-bearing deposits and short-term investments, all of which have original maturities of 90 days or less.

Trust Assets

Assets of the trust department are not included in these financial statements because they are not assets of the Company. Revenues of the trust department are included in income from fiduciary accounts on the Consolidated Statements of Income.

Short-Term Investments

Short-term investments consist of corporate money market securities with maturities less than three months and Federal Funds Sold investments.

Securities

Securities classified as available for sale are those securities that the Company intends to hold for an indefinite period of time but not necessarily to maturity. Any decision to sell a security classified as available for sale would be based on various factors, including significant movement in interest rates, changes in maturity mix of the Company's assets and liabilities, liquidity needs, regulatory capital considerations, and other similar factors. Securities available for sale are carried at fair value. Unrealized gains or losses are reported as increases or decreases in other comprehensive income, net of the related deferred tax effect. The Company recognizes premiums to the call date if applicable and discounts to the maturity date as adjustments to interest income. Management determines the appropriate classification of securities at the time of purchase and reevaluates such designation as of each Consolidated Balance Sheet date.

Securities are evaluated on at least a quarterly basis and more frequently when economic or market conditions warrant such an evaluation to determine whether a decline in their value is other than temporary. For debt securities, management considers whether the present value of future cash flows expected to be collected is less than the security's amortized cost basis (the difference defined as the credit loss). The magnitude and duration of the decline and the reasons underlying the decline will be evaluated. To determine whether the loss in value is other than temporary, 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 will be assessed. Once a decline in value is determined to be other than temporary, if the investor 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.

Certificates of Deposit

The Company holds certificates of deposit issued by other FDIC insured financial institutions in increments of $250,000 with maturities of two years or less.

Equity Securities

Equity securities are held at fair value. Holding gains and losses are recorded in income. Dividends on equity securities are recognized as income when earned.

Investment in Restricted Stock, at Cost

The Company holds restricted stock in the Federal Reserve Bank ("FRB"), the Federal Home Loan Bank ("FHLB") of Pittsburgh, and the Atlantic Community Bankers Bank ("ACBB") which is carried at cost. The Company holds $41,000 of FRB stock at December 31, 2019 and 2018. The Company holds $10,000 of ACBB stock at December 31, 2019 and 2018. The Company holds $577,000 and $1,295,000 of FHLB stock at December 31, 2019 and 2018, respectively.

The FHLB stock is bought from and sold to the FHLB based upon its $100 par value. The stock does not have a readily determinable fair value and as such is classified as restricted stock, carried at cost and evaluated for impairment as necessary. The stock's value is determined by the ultimate recoverability of the par value rather than by recognizing temporary declines. The determination of whether the par value will ultimately be recovered is influenced by criteria such as the following: (a) the significance of the decline in net assets of the FHLB as compared to the capital stock amount and the length of time this situation has persisted; (b) commitments by the FHLB to make payments required by law or regulation and the level of such payments in relation to the operating performance; (c) the impact of legislative and regulatory changes on the customer base of the FHLB; and (d) the liquidity position of the FHLB. Management evaluated the stock and concluded that the stock was not impaired for the periods presented herein.

Mortgage Loans Held for Sale

Mortgage loans originated and intended for sale in the secondary market are carried at the lower of cost or fair value in the aggregate. Net unrealized losses, if any, are recognized through charges to income.

Mortgage Servicing Rights

An asset is recognized for mortgage servicing rights acquired through purchase or origination. Amounts capitalized are reported in other assets in the Consolidated Balance Sheet and are amortized in proportion to, and over the period of, estimated net servicing income. If mortgage loans are sold with servicing retained, the total cost of the mortgage loans is allocated to the loans and servicing rights based on their relative fair values. The Company performs a periodic review for impairment in the fair value of mortgage servicing rights. Fair value is determined using prices for similar assets with similar characteristics, when available, or based upon discounted cash flows using market-based assumptions. Any impairment is recognized through a valuation allowance, with a corresponding charge in the Consolidated Statements of Income, to the extent the fair value is less than the capitalized amount.

Loans Receivable

Loans receivable that management has the intent and ability to hold for the foreseeable future until maturity or payoff are stated at their outstanding unpaid principal balances, net of any allowance for loan losses and any deferred fees or costs. Interest income is accrued on the unpaid principal balance. Loan origination fees, net of certain direct origination costs, are deferred and recognized as an adjustment of the yield (interest income) of the related loans.

The Company is generally amortizing these amounts over the contractual life of the related loans. The accrual of interest is discontinued when the contractual payment of principal or interest has become 90 days past due or management has serious doubts about further collectability of principal or interest, even though the loan is currently performing. A loan may remain on accrual status if it is in the process of collection and is either guaranteed or well secured. When a loan is placed on nonaccrual status, unpaid interest credited to income in the current year is reversed and unpaid interest accrued in prior years is charged against the allowance for loan losses. Interest received on nonaccrual loans generally is either applied against principal or reported as interest income, according to management's judgment as to the collectability of principal. Generally, loans are restored to accrual status when the obligation is brought current and has performed in accordance with the contractual terms for a reasonable period of time and the ultimate collectability of the total contractual principal and interest is no longer in doubt.

Allowance for Loan Losses

The allowance for loan losses is established through provisions for loan losses charged against income. Loans deemed to be uncollectable are charged against the allowance for loan losses, and subsequent recoveries, if any, are credited to the allowance.

The allowance for loan losses is maintained at a level considered adequate to provide for losses that can be reasonably anticipated. Management's periodic evaluation of the adequacy of the allowance is based on the Company's past loan loss experience, known and inherent risks in the portfolio, adverse situations that may affect the borrower's ability to repay, the estimated value of any underlying collateral, composition of the loan portfolio, current economic conditions and other relevant factors. This evaluation is inherently subjective, since it requires material estimates that may be susceptible to significant revision as more information becomes available. The allowance consists of specific, general, and unallocated components. The specific component relates to loans that are classified as Doubtful, Substandard, or Other Assets Especially Mentioned (“OAEM”). For such loans that are also classified as impaired, an allowance is established when the discounted cash flows (or collateral value or observable market price) of the impaired loan is lower than the carrying value for that loan. The general component covers non-classified loans and is based on historical loss experience adjusted for qualitative factors. An unallocated component is maintained to cover uncertainties that could affect management's estimate of probable losses. The unallocated component of the allowance reflects the margin of imprecision inherent in the underlying assumptions used in the methodologies for estimating specific and general losses in the portfolio.

Allowance for Loan Losses (Continued)

A loan is considered impaired when, based on current information and events, it is probable that the Company will be unable to collect the scheduled payments of principal or interest when due according to the contractual terms of the loan agreement. Factors considered by management in determining impairment include payment status, collateral value, and the probability of collecting scheduled principal and interest payments when due. Loans that experience insignificant payment delays and payment shortfalls generally are not classified as impaired. Management determines the significance of payment delays and payment shortfalls 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 reasons for the delay, the borrower's prior payment record and the amount of the shortfall in relation to the principal and interest owed. Impairment is measured on a loan-by-loan basis by either the present value of expected future cash flows discounted at the loan's effective interest rate or the fair value of the collateral if the loan is collateral-dependent. Large groups of smaller-balance homogeneous loans are collectively evaluated for impairment. Accordingly, the Company does not separately identify individual consumer loans for impairment disclosures, unless such loans are the subject of a restructuring agreement.

Troubled Debt Restructurings

In situations when a borrower experiences financial difficulties related to economic or legal reasons, 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. Management strives to identify borrowers in financial difficulty early and work with them to modify to 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 troubled debt restructuring. These loans are excluded from pooled loss forecasts and a separate reserve is provided under the accounting guidance for loan impairment. Consumer loans whose terms have been modified in a troubled debt restructuring are also individually analyzed for estimated impairment.

Transfers of Financial Assets

Transfers of financial assets, including loan and loan participation sales, are accounted for as sales when control over the assets has been surrendered. Control over transferred assets is deemed to be surrendered when: (1) the assets have been isolated from the Company; (2) the transferee obtains the right (free of conditions that constrain it from taking advantage of that right) to pledge or exchange the transferred assets; and (3) the Company does not maintain effective control over the transferred assets through an agreement to repurchase them before their maturity.

Premises and Equipment

Land is stated at cost. Premises and equipment are stated at cost less accumulated depreciation. Depreciation is computed on the straight-line method over the estimated useful lives of the related assets, which range from three to fifteen years for furniture and equipment. Buildings are amortized over their estimated useful lives, which is over a forty-year period. Expenditures for maintenance and repairs are charged against income as incurred. Costs of major additions and improvements are capitalized.

Foreclosed Assets

Foreclosed assets consist of property acquired through a foreclosure proceeding or acceptance of a deed in lieu of foreclosure and loans classified as in-substance foreclosure. A loan is classified as in-substance foreclosure when the Company has taken possession of the collateral, regardless of whether formal proceedings take place. Foreclosed assets initially are recorded at fair value, net of estimated selling costs, at the date of foreclosure, establishing a new cost basis. After foreclosure, valuations are periodically performed by management and the assets are carried at the lower of cost or fair value minus estimated costs to sell. Revenues and expenses from operations and changes in the valuation allowance are included in other expenses. In addition, any gain or loss realized upon disposal is included in other income or expense. Foreclosed assets at December 31, 2019 and 2018, were $586,000 and $344,000, respectively, and are included in other assets in the Consolidated Balance Sheet. As of December 31, 2019, the Company had $1,573,000 in loans that were in the process of foreclosure although the Company did not have possession of the property.

Bank-Owned Life Insurance

The Company invests in bank-owned life insurance ("BOLI") as a source of funding for employee benefit expenses. BOLI involves the purchasing of life insurance by the Company on a chosen group of employees. The Company is the owner and beneficiary of the policies. This life insurance investment is carried at the cash surrender value of the underlying policies. Income from the increase in cash surrender value of the policies is included in other income in the Consolidated Statements of Income, net of expenses.

Split Dollar Life Insurance

The Company recognizes a liability related to the postretirement benefits covered by an endorsement split dollar life insurance arrangement. The employer (who is also the policy holder) has a liability for the benefit it is providing to its employees. As such, the liability recognized during the employee’s active service period is based on the future cost of insurance to be incurred during the employee’s retirement. As of December 31, 2019 and 2018, the liability benefit balance is $657,000 and $644,000, respectively, and is included in other liabilities in the accompanying Consolidated Balance Sheet. The related benefit expense is recorded as a component of employee benefits expense on the Consolidated Statements of Income. The Company reported related benefits expense of $13,000 and $12,000, respectively for 2019 and 2018.

Equity Investment in Partnerships

Equity investment in partnerships represents the Company's limited partnership investment in low-income housing projects. The projects are owned by the partnerships, and the housing units developed qualify for federal low-income housing tax credits. The Company elects to participate in these investments to aid in offering affordable housing in our communities and to reach the objective of the Community Reinvestment Act.

The investments are accounted for under the proportional amortization method unless the requirements are not met, in which case the equity method is used. The investment's amortized balance is $3,887,488 and $3,562,000 at December 31, 2019 and 2018, respectively, and is included in other assets in the accompanying Consolidated Balance Sheet. The Company amortized $709,000 and $638,000 of this equity investment during 2019 and 2018, respectively. The Company recognized a credit to federal income tax expense of $200,000 during 2019 and $108,000 during 2018 due to federal low-income housing tax credits.

Notes to Consolidated Financial Statements

NOTE 1: SUMMARY OF SIGNIFICANT ACCOUNTING POLICIES (CONTINUED)

Treasury Stock

Purchases of the Company's stock are recorded at cost.

Advertising Costs

The Company follows the policy of charging the costs of advertising to expense as incurred.

Income Taxes

Deferred income taxes are provided on the liability method, whereby deferred tax assets are recognized for deductible temporary differences and deferred tax liabilities are recognized for taxable temporary differences. Temporary differences are the differences between the reported amounts of assets and liabilities and their tax basis. Deferred tax assets are reduced by a valuation allowance when, in the opinion of management, it is more likely than not that some portion of the deferred tax assets will not be realized. Deferred tax assets and liabilities are adjusted for the effects of changes in tax laws and rates on the date of enactment. Honat Bancorp, Inc. and its subsidiary file a consolidated federal income tax return.

Earnings per Share

The Company currently maintains a simple capital structure; thus, there are no dilutive effects on earnings per share. Earnings per share are calculated by dividing net income by the weighted-average number of shares outstanding for the periods.

Comprehensive Income

Accounting principles generally require that recognized revenue, expenses, gains and losses be included in net income. Certain changes in assets and liabilities, such as unrealized gains and losses on securities available for sale, are reported as a separate component of the stockholders' equity section of the Consolidated Balance Sheet. Such items, along with net income, are the components of comprehensive income as presented in the Consolidated Statements of Comprehensive Income.

Off-Balance Sheet Financial Instruments

In the ordinary course of business, the Company has entered into off-balance sheet financial instruments consisting of commitments to extend credit and letters of credit. Such financial instruments are recorded in the Consolidated Balance Sheet when they are funded.

Reclassifications

Certain amounts in the prior year financial statements have been reclassified to conform to the current year presentation. These reclassifications had no effect on prior year net income and stockholders' equity.

Revenue Recognition

The Company has adopted ASU 2014-09, *Revenue from Contracts with Customers – Topic 606* and all subsequent ASUs that modified ASC 606. The standard does not apply to revenue generated from interest and dividend income on loans and investments along with non-interest revenue resulting from investment security gains, loan servicing, gains on loans sold and earnings on bank owned life insurances. The main types of non-interest income within the scope of this standard are customer service fees, income from fiduciary accounts, brokerage and insurance fees and other non-interest income. See Note 2 – Revenue Recognition for additional information.

NOTE 1: SUMMARY OF SIGNIFICANT ACCOUNTING POLICIES (CONTINUED)

Accounting Standards Adopted in 2019

The Company adopted Accounting Standards Update ASU 2016-02 Leases (*Topic 842*) effective January 1, 2019. This standard requires lessees to recognize the assets and liabilities that arise from leases in the balance sheet. Additionally, in July 2018, the FASB issued ASU 2018-11, Leases (*Topic 842) – Targeted Improvements*, which 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-effective adjustment to the opening balance of retained earnings in the adoption period.

The Company adopted ASU 2016-02 and its related amendments effective January 1, 2019, which resulted in the recognition of operating right-of-use assets totaling $312,000. The Company did not have any finance right-of-use assets as of January 1, 2019. The Company elected to adopt the transition relief provisions from ASU 2018-11 and recorded the impact of the adoption as of January 1, 2019, without restating any prior year amounts or disclosures. The additional lease disclosures can be found in Note 7. There was no cumulative effect adjustment to the opening balance of retained earnings required.

NOTE 2: REVENUE RECOGNITION

The Company generates revenue associated with financial instruments including interest on loans and investments and certain other non-interest sources including investment security gains, loan servicing charges, gain on the sale of loans and bank-owned life insurance income. These forms of revenue are not subject to the scope of ASU 2014-09 Topic 606. Revenues previously described account for 91% of revenue generated.

Non-interest income generated by the Company, which is subject to the guidelines established in Topic 606, includes the following:

- Customer service fees are generated from transactions or services such as an account analysis fee, monthly service fee, overdraft fee, transaction fee, merchant services fee or other deposit account related fee. Fees are charged when the service or transaction is completed or on an ongoing monthly basis as earned.

- Income from fiduciary accounts is comprised of the fees earned from managing and administering trusts and customers investment portfolios. Fees are typically collected on a monthly basis as a percentage of the assets under management.

- Brokerage and insurance fees are comprised of commissions on the sale of investment products including stocks, bonds, mutual funds, annuities and life insurance products, which are realized at the time the underlying investment product is bought or sold.

- Other non-interest income or expenses include revenues generated from the gain or loss on the sale of other real estate owned and other assets. These gains or losses are realized at the time of sale or in response to some additional factor which triggers a reduction in the realized value of the underlying property such as a reduction in an appraised value. If the sale of a property is financed by the Bank, revenue is generally recognized when control of the property has been transferred to the buyer.

NOTE 2: REVENUE RECOGNITION (CONTINUED)

The following table represents those revenue streams identified that are the result of a contract with the customer or a service or transaction provided:

	December 31, 2019	December 31, 2018
	(In Thousands)	
Customer Service Fees		
ATM/Debit Card Fees	**$ 1,020**	$ 911
Overdraft Fees, Net	**696**	750
Merchant Services	**141**	129
Account Activity Service Charges	**182**	122
Other	**125**	103
Total Customer Service Fees	**2,164**	2,015
Income from Fiduciary Activities	**610**	488
Brokerage and Insurance Fees	**329**	381
Other	**(45)**	(110)
Total Revenue Subject to Topic 606	**$ 3,058**	$ 2,774

NOTE 3: MORTGAGE BANKING ACTIVITIES

The HNB Mortgage Center, a division of the Bank, originates mortgage loans for portfolio investment or for sale in the secondary market. All sales are made without recourse. The Mortgage Center also services loans for the benefit of others, consisting of collecting mortgage payments, maintaining escrow accounts, disbursing payments to investors, and foreclosure processing. Loan servicing income is recorded upon receipt and includes servicing fees from investors and certain charges collected from borrowers.

The total cost of mortgage loans originated for sale is allocated between the mortgage servicing rights and the mortgage loans based on their relative fair values. The mortgage servicing rights are capitalized as assets and amortized over the period of estimated net servicing income. Additionally, they are subject to an impairment analysis based on their fair value in future periods. The Bank recorded improvements in fair value of $12,000 and $39,000 during 2019 and 2018, respectively, resulting in a valuation reserve against the mortgage servicing rights of $51,000 and $63,000 at December 31, 2019 and 2018, respectively.

Activity in mortgage servicing rights for the years ended are as follows:

	December 31, 2019	December 31, 2018
	(In Thousands)	
Beginning Balance	**$ 1,071**	$ 1,124
Amounts Capitalized	**282**	198
Amortization	**(296)**	(290)
Decrease in Valuation Allowance	**12**	39
Ending Balance	**$ 1,069**	$ 1,071

Mortgage servicing rights are included in other assets in the accompanying Consolidated Balance Sheet. Mortgage loans serviced for others totaled $202,073,000 and $195,085,000 at December 31, 2019 and 2018, respectively. In connection with loans serviced for others, the Bank held borrowers' escrow balances of $2,794,000 and $2,714,000 at December 31, 2019 and 2018, respectively.

Notes to Consolidated Financial Statements

NOTE 4: SECURITIES

The amortized cost and fair value of the securities available for sale portfolio is summarized as follows:

December 31, 2019	Amortized Cost	Gross Unrealized Gains	Gross Unrealized Losses	Fair Value
		(In Thousands)		
Available for Sale				
U.S. Treasury Securities	$ 995	$ 6	$ -	$ 1,001
U.S. Government Agency Securities	26,402	56	(41)	26,417
States and Political Subdivisions	63,783	1,210	(68)	64,925
U.S. Government-Sponsored Agency Mortgage-Backed Securities	20,111	206	(17)	20,300
Total	$ 111,291	$ 1,478	$ (126)	$ 112,643

December 31, 2018	Amortized Cost	Gross Unrealized Gains	Gross Unrealized Losses	Fair Value
		(In Thousands)		
Available for Sale				
U.S. Treasury Securities	$ 993	$ -	$ (25)	$ 968
U.S. Government Agency Securities	23,397	11	(188)	23,220
States and Political Subdivisions	62,126	811	(373)	62,564
U.S. Government-Sponsored Agency Mortgage-Backed Securities	10,283	13	(127)	10,169
Total	$ 96,799	$ 835	$ (713)	$ 96,921

NOTE 4: SECURITIES (CONTINUED)

The amortized cost and fair value of securities available for sale by contractual maturity, are shown below, excluding mortgage-backed securities, which are shown gross. Expected maturities may differ from contractual maturities because the securities may be called or prepaid with or without any penalties.

	December 31, 2019	
	Amortized Cost	Fair Value
	(In Thousands)	
Due in One Year or Less	$ 7,945	$ 7,961
Due After One Year Through Five Years	21,959	22,019
Due After Five Years Through Ten Years	11,288	11,530
Due After Ten Years	49,988	50,833
	91,180	92,343
U.S. Government-Sponsored Agency Mortgage-Backed Securities	20,111	20,300
Total	$ 111,291	$ 112,643

During the year ended December 31, 2019, the Company received proceeds of $37,000 on a security that had been previously recognized as other than temporarily impaired. There were no other proceeds from sales received during the years ended December 31, 2019 and 2018.

The following table shows securities gross unrealized losses and fair value, aggregated by security category and length of time that individual securities have been in a continuous unrealized loss position:

	Less than 12 Months		12 Months or More		Total	
December 31, 2019	Fair Value	Unrealized Losses	Fair Value	Unrealized Losses	Fair Value	Unrealized Losses
			(In Thousands)			
U.S. Treasury Securities	$ -	$ -	$ -	$ -	$ -	$ -
U.S. Government Agency Securities	7,960	(40)	2,999	(1)	10,959	(41)
States and Political Subdivisions	6,749	(63)	548	(5)	7,297	(68)
U.S. Government-Sponsored Agency Mortgage-Backed Securities	6,885	(17)	-	-	6,885	(17)
Total Temporarily Impaired Securities	$ 21,594	$ (120)	$ 3,547	$ (6)	$ 25,141	$ (126)

NOTE 4: SECURITIES (CONTINUED)

The following table shows securities gross unrealized losses and fair value, aggregated by security category and length of time that individual securities have been in a continuous unrealized loss position:

	Less than 12 Months		12 Months or More		Total	
December 31, 2018	**Fair Value**	**Unrealized Losses**	**Fair Value**	**Unrealized Losses**	**Fair Value**	**Unrealized Losses**
			(In Thousands)			
U.S. Treasury Securities	$ -	$ -	$ 968	$ (25)	$ 968	$ (25)
U.S. Government Agency Securities	398	(1)	17,833	(187)	18,231	(188)
States and Political Subdivisions	10,491	(54)	11,753	(319)	22,244	(373)
U.S. Government-Sponsored Agency Mortgage-Backed Securities	-	-	7,300	(127)	7,300	(127)
Total Temporarily Impaired Securities	$ 10,889	$ (55)	$ 37,854	$ (658)	$ 48,743	$ (713)

The Company reviews its position quarterly and has asserted at December 31, 2019 and 2018, the declines outlined in the above tables represent temporary declines and the Company does not intend to sell these securities nor is it more likely that the Company will be required to sell these securities before recovery of their cost basis, which may be at maturity. There were 31 positions that were temporarily impaired at December 31, 2019. The Company has concluded that the unrealized losses disclosed above are not other than temporary, but are the result of interest rate changes, sector credit ratings changes, or Company-specific ratings changes that are not expected to result in the non-collection of principal and interest during the period.

Securities with a carrying value of $47,576,000 and $33,669,000 at December 31, 2019 and 2018, respectively, were pledged to secure deposits.

NOTE 5: EQUITY SECURITIES

With the adoption of Accounting Standards Update ASU 2016-01 Recognition and Measurement of Financial Assets and Financial Liabilities, the Company has separated the presentation of equity investments on the balance sheet and reflected changes in fair value in net income on a prospective basis.

The Company held equity securities at a fair value of $422,000 and $354,000 as of December 31, 2019 and 2018, respectively. The Company recognized a gain of $68,000 during 2019 and a loss of $101,000 during 2018 on the income statement related to such equity investments due to the change in the fair value of securities. The Company did not sell any equity securities during 2019 or 2018.

NOTE 6: LOANS RECEIVABLE AND ALLOWANCE FOR LOAN LOSSES

The composition of loans receivable are as follows:

	December 31, 2019	December 31, 2018
	(In Thousands)	
Loans Receivable		
Commercial and Industrial	**$ 82,541**	$ 87,228
Commercial Real Estate	**233,659**	208,707
Consumer Real Estate		
Home Equity Lines of Credit	**43,338**	41,651
One-to-Four Family Residential - Secured by First Liens	**129,451**	133,961
One-to-Four Family Residential - Secured by Junior Liens	**9,202**	10,099
Total Consumer Real Estate	**181,991**	185,711
Consumer	**25,839**	26,594
Total Loans	**524,030**	508,240
Deduct		
Allowance for Loan Losses	**8,933**	9,410
Loans Receivable, Net	**$ 515,097**	$ 498,830

At December 31, 2019 and 2018, the amounts in the table above include net deferred loan origination fees of $520,000 and $526,000, respectively.

Allowance for Loan Losses

The Company is responsible for ensuring that controls are in place to determine the appropriate level of the allowance for loan losses (ALL), based on a comprehensive, well-documented, and consistently applied analysis of its loan portfolio. Loan Review personnel perform the ALL analysis and present it to the Board of Directors for approval on a quarterly basis, or more frequently if warranted. ALL estimates require analysis and reviews of individual loans and groups of loans.

For loans that are individually evaluated and found to be impaired, the associated allowance should be based upon one of the three impairment measurement methods as described in Impaired Loans.

For all other loans the Company will estimate loan losses for groups of loans with similar risk characteristics. These estimates will be based upon historical loss data to segmented portions of the loan portfolio, adjusted for environmental factors.

The ALL will be maintained at a level considered adequate to provide for reasonably anticipated losses.

Allowance for Loan Losses (Continued)

The following tables present changes in the allowance for loan losses:

December 31, 2019	Commercial and Industrial	Commercial Real Estate	Consumer Real Estate	Consumer	Total
		(In Thousands)			
Balance, Beginning of Year	**$ 1,429**	**$ 4,649**	**$ 2,883**	**$ 449**	**$ 9,410**
Provision for Loan Losses	**1,443**	**63**	**18**	**(49)**	**1,475**
Charge-Offs	**(1,385)**	**(303)**	**(266)**	**(56)**	**(2,010)**
Recoveries	**5**	**2**	**8**	**43**	**58**
Balance	**$ 1,492**	**$ 4,411**	**$ 2,643**	**$ 387**	**$ 8,933**

December 31, 2018	Commercial and Industrial	Commercial Real Estate	Consumer Real Estate	Consumer	Total
		(In Thousands)			
Balance, Beginning of Year	$ 1,048	$ 4,356	$ 2,873	$ 434	$ 8,711
Provision for Loan Losses	327	519	78	76	1,000
Charge-Offs	(79)	(231)	(68)	(122)	(500)
Recoveries	133	5	-	61	199
Balance	$ 1,429	$ 4,649	$ 2,883	$ 449	$ 9,410

The changes in the allowance for loan losses year over year are impacted by portfolio segment loan volume, trends in delinquency and charge-offs and qualitative risk factors applied by management. The portfolio segments management uses in their analysis of the allowance for loan losses are commercial and industrial, commercial real estate, consumer real estate and consumer.

For the year ending December 31, 2019, the commercial real estate portfolio increased by $24,952,000 although the adjustment factor for national and local economic trends and conditions decreased. This factor was reduced by .15% across all loan segments due to continued economic growth and historically low unemployment. For the commercial and industrial segment, the increase in the provision allocation was offset by $1,385,000 in charge offs experienced in 2019.

During December 31, 2018, the adjustment factor for the experience, ability and depth of lending management across all loan segments was reduced as personnel changes within the department had been in place for over two years and the knowledge and depth of our lending teams continued to strengthen.

During the year 2018, the commercial and industrial portfolio increased by $7,203,000. The portfolio experienced $79,000 in charge-offs and an increase in specific reserves for impaired loans of $272,000 which were offset by a $133,000 recovery. The factors all contributed to the $381,000 increase in the reserve allocated for the commercial and industrial loan segments.

NOTE 6: LOANS RECEIVABLE AND ALLOWANCE FOR LOAN LOSSES (CONTINUED)

Allowance for Loan Losses (Continued)

Analyzing Individual Loans

Loans fitting the definition of "impaired" will be individually analyzed to determine an adequate allowance. The following methodology is utilized to determine an adequate allowance on a loan-by-loan basis:

1. Determine a fair value of the collateral utilizing appraisals, valuation assumptions and other calculations deemed appropriate for the collateral involved.
2. Make any adjustment to the appraised value to determine a "reasonable sale price."
3. Deduct appropriate costs to sell, including applicable commissions or transfer tax, to determine a "net proceeds" amount.
4. Determine the final impairment by deducting the net proceeds from the recorded loan balance.
5. If a loan is determined to have "no impairment," then no allocation amount is recorded in the ALL.

Once a loan is analyzed for impairment, whether or not it results in an impairment allocation, it is excluded from the Homogenous Pool of Loans.

Analyzing Homogenous Pool of Loans

The loan portfolio is segmented into varying loan type categories (i.e., Commercial real estate, Consumer loans, etc.) allowing for a more in-depth analysis of higher-risk loan types. These segments may be adjusted based on changes in the portfolio or external factors affecting the overall risk of the loan portfolio.

The following methodology is utilized to determine an adequate allowance for each loan type segment:

1. Historical charge-offs are analyzed over a three-year period. A three-year weighted-average charge-off percentage is calculated and then adjusted for current conditions and environmental factors as follows:

    a. Levels of and trends in delinquencies and nonaccruals;
    b. Trends in volume and terms of loans;
    c. Effects of any changes in lending policies;
    d. Experience, ability and depth of management;
    e. National and local economic trends and conditions;
    f. Concentrations of credit;
    g. Changes in the quality of the Bank's loan review system and the degree of oversight by the Bank's Board of Directors; and
    h. The effect of external factors, such as competition and legal and regulatory requirements, on the level of estimated credit losses in the Bank's current portfolio.

2. This "Adjusted Loss Ratio" is then applied to the outstanding loan balances in the various loan categories, with any impaired loans being excluded.

3. Problem loans are analyzed within the loan-type category in which they exist. Separate historical analyses and environmental adjustments are applied to problem loans.

Allowance for Loan Losses (Continued)

The Company's recorded investment in loans related to each balance in the allowance for loan losses by portfolio segment and disaggregated on the basis of the Company's impairment methodology is as follows:

December 31, 2019	Commercial and Industrial	Commercial Real Estate	Consumer Real Estate	Consumer	Total
			(In Thousands)		
Loans Individually Evaluated for Impairment	$ 1,096	$ 1,902	$ 736	$ -	$ 3,734
Loans Collectively Evaluated for Impairment	81,445	231,757	181,255	25,839	520,296
Total	$ 82,541	$ 233,659	$ 181,991	$ 25,839	$ 524,030
Allowance for Loans Individually Evaluated for Impairment	$ -	$ 6	$ -	$ -	$ 6
Allowance for Loans Collectively Evaluated for Impairment	1,492	4,405	2,643	387	8,927
Total	$ 1,492	$ 4,411	$ 2,643	$ 387	$ 8,933

December 31, 2018	Commercial and Industrial	Commercial Real Estate	Consumer Real Estate	Consumer	Total
			(In Thousands)		
Loans Individually Evaluated for Impairment	$ 446	$ 2,031	$ 840	$ -	$ 3,317
Loans Collectively Evaluated for Impairment	86,782	206,676	184,871	26,594	504,923
Total	$ 87,228	$ 208,707	$ 185,711	$ 26,594	$ 508,240
Allowance for Loans Individually Evaluated for Impairment	$ 316	$ 424	$ 102	$ -	$ 842
Allowance for Loans Collectively Evaluated for Impairment	1,113	4,225	2,781	449	8,568
Total	$ 1,429	$ 4,649	$ 2,883	$ 449	$ 9,410

Loan Origination/Risk Management

The basic objectives of the lending activities of the Company are to profit from the investment of funds into good loans and to serve the credit needs of, and promote economic development within, the Company's market areas. The Board of Directors recognizes that certain risks are inherent in lending money and commits the Company to this activity with that in mind. The scope of the Company's lending activities is influenced by the belief that a sound financial (asset/liability) management function forms the basis for successful lending activities. Management divides the loan portfolio into classes to monitor risk, which are the same as the portfolio segments, with the exception of consumer real estate. Consumer real estate is divided into three classes, including home equity lines of credit, one-to-four family residential secured by first liens, and one-to-four family residential secured by junior liens.

Loan Origination/Risk Management (Continued)

Lending strategies and policies are influenced by competitive, economic and regulatory factors. A reporting system supplements the review process by providing management with reports related to loan production, loan quality, concentrations of credit, loan delinquencies, and nonperforming and potential problem loans. Diversification in the loan portfolio is a means of managing risk associated with fluctuations in economic conditions.

Commercial and industrial loans are underwritten after evaluating and understanding the borrower's business operation. Underwriting standards are designed to promote relationship banking rather than transactional banking. Current and projected cash flows are examined to determine the ability of borrowers to repay their obligations as agreed. Commercial and industrial loans are primarily made based on the identified cash flows of the borrower and secondarily on the underlying collateral provided by the borrower. Most commercial and industrial loans are secured by the assets being financed or other business assets such as accounts receivable or inventory and may incorporate a personal guarantee.

Commercial real estate loans are subject to underwriting standards and processes similar to commercial and industrial loans. These loans are viewed primarily as cash flow loans and secondarily as loans secured by real estate. Commercial real estate lending typically involves higher loan principal amounts, and the repayment of these loans is generally largely dependent on the successful operation of the property securing the loan or the business conducted on the property securing the loan. Commercial real estate loans may be more adversely affected by conditions in the real estate markets or in the general economy. Management monitors and evaluates commercial real estate loans based on collateral type and risk grade criteria.

Consumer real estate loans, which include home equity term loans and lines of credit, are subject to underwriting standards that are influenced by regulatory requirements, loan-to-value percentages, debt-to-income ratios and overall credit worthiness of the borrower. The Bank utilizes an automatic underwriting data system on direct and indirect consumer loans. In an effort to monitor and manage consumer loan risk, policies and procedures are developed and modified in accordance with changes in the portfolio and economic climate.

Concentrations of Credit. Diversification within the loan portfolio is important to minimize the risks involved in lending. Management will be alert to the development of such concentrations and report them to the Board of Directors for evaluation of the risk involved and for determination of a proper course of action. The Bank is aware of concentrations of credit in the real estate sector in rental of residential buildings. Management has developed reports to monitor these and all components of the portfolio in an effort to minimize risk.

Nonaccrual and Past-Due Loans. Loans are considered past due if the required principal and interest payments have not been received as of the date such payments were due. Loans are placed on nonaccrual status when, in management's opinion, the borrower may be unable to meet payment obligations as they become due, as well as when required by regulatory provisions. Loans may be placed on nonaccrual status regardless of whether or not such loans are considered past due. When interest accrual is discontinued, all unpaid accrued interest is reversed. Interest income is subsequently recognized only to the extent cash payments are received in excess of principal due. Loans are returned to accrual status when all the principal and interest amounts contractually due are brought current and maintained current for a period of at least six months.

NOTE 6: LOANS RECEIVABLE AND ALLOWANCE FOR LOAN LOSSES (CONTINUED)

Loan Origination/Risk Management (Continued)

Year-end nonaccrual loans, segregated by class of loans, are as follows:

	December 31, 2019	December 31, 2018
	(In Thousands)	
Nonaccrual Loans		
Commercial and Industrial	**$ 840**	$ 446
Commercial Real Estate	**694**	937
Consumer Real Estate		
One-to-Four Family Residential - Secured by First Liens	**623**	715
One-to-Four Family Residential - Secured by Junior Liens	**-**	9
Total Consumer Real Estate	**623**	724
Total	**$ 2,157**	$ 2,107

An age analysis of past-due loans, segregated by class of loans is as follows:

December 31, 2019	Loans 30-89 Days Past Due	Loans 90 or More Days Past Due	Total Past Due Loans	Current Loans	Total Loans	Accruing Loans 90 or More Days Past Due
			(In Thousands)			
Past-Due Loans						
Commercial and Industrial	$ 176	$ 883	$ 1,059	$ 81,482	$ 82,541	$ 42
Commercial Real Estate	203	1,219	1,422	232,237	233,659	526
Consumer Real Estate						
Home Equity Lines of Credit	18	-	18	43,320	43,338	-
One-to-Four Family Residential - Secured by First Liens	2,299	1,428	3,727	125,724	129,451	958
One-to-Four Family Residential - Secured by Junior Liens	94	50	144	9,058	9,202	50
Consumer	138	-	138	25,701	25,839	-
Total	$ 2,928	$ 3,580	$ 6,508	$ 517,522	$ 524,030	$ 1,576

Loan Origination/Risk Management (Continued)

An age analysis of past-due loans, segregated by class of loans is as follows:

December 31, 2018	Loans 30-89 Days Past Due	Loans 90 or More Days Past Due	Total Past Due Loans	Current Loans	Total Loans	Accruing Loans 90 or More Days Past Due
			(In Thousands)			
Past-Due Loans						
Commercial and Industrial	$ 72	$ 446	$ 518	$ 86,710	$ 87,228	$ -
Commercial Real Estate	750	819	1,569	207,138	208,707	-
Consumer Real Estate						
Home Equity Lines of Credit	-	-	-	41,651	41,651	-
One-to-Four Family Residential - Secured by First Liens	2,953	680	3,633	130,328	133,961	186
One-to-Four Family Residential - Secured by Junior Liens	87	9	96	10,003	10,099	-
Consumer	173	1	174	26,420	26,594	1
Total	$ 4,035	$ 1,955	$ 5,990	$ 502,250	$ 508,240	$ 187

Impaired Loans. On a quarterly basis, the Bank will maintain a list of loans identified as "Impaired Loans." A commercial loan is considered impaired when, based on current information and events, it is probable the creditor will be unable to collect all contractual principal and interest payments due in accordance with the terms of the loan agreement. Loans modified and considered a troubled debt restructuring are also impaired loans regardless of loan type. Impaired loans do not apply to homogeneous groups of loans evaluated collectively, loans accounted for at fair value or lower of cost or fair value, leases, and debt securities. Management strives to identify borrowers in financial difficulty early and work with them to modify to more affordable terms before their loan reaches nonaccrual status. Concessions may include modified terms such as rate reductions, principal forgiveness, payment forbearance and other actions intended to minimize the economic loss and to avoid foreclosure or repossession of the collateral. Loans granted such concessions are considered impaired through a troubled debt restructuring. Individually reviewed loans that are determined impaired loans will have a specific reserve analysis on a case-by-case basis.

The methodology for determining and measuring impairment will be documented as follows: (a) if impairment is based on present value of expected cash flows, the amount and timing of cash flows, the effective interest rate used in discounting, and the basis for the determination of cash flows must be properly analyzed; (b) if based on the fair value of collateral, how fair value was determined, including valuation assumptions, costs to sell, appraisal quality, and experience and independence of the appraiser, must be clearly analyzed; (c) if based on observable market price, document amount, source, and date of the price. A valuation allowance is to be established at the time that a loan becomes impaired. The determined amount of impairment will be considered as a specific reserve in the ALL for each loan.

NOTE 6: LOANS RECEIVABLE AND ALLOWANCE FOR LOAN LOSSES (CONTINUED)

Loan Origination/Risk Management (Continued)

Year-end impaired loans are set forth in the following tables:

December 31, 2019	Unpaid Contractual Principal Balance	Recorded Investment with No Allowance	Recorded Investment with Allowance	Total Recorded Investment	Related Allowance	Average Recorded Investment	Interest Income Recognized
				(In Thousands)			
Impaired Loans							
Commercial and Industrial	**$ 1,309**	**$ 1,096**	**$ -**	**$ 1,096**	**$ -**	**$ 711**	**$ 70**
Commercial Real Estate	**1,902**	**1,435**	**467**	**1,902**	**6**	**2,143**	**62**
Consumer Real Estate							
Home Equity Lines of Credit	**-**	**-**	**-**	**-**	**-**	**-**	**-**
One-to-Four Family Residential - Secured by First Liens	**799**	**736**	**-**	**736**	**-**	**758**	**13**
One-to-Four Family Residential - Secured by Junior Liens	**-**	**-**	**-**	**-**	**-**	**4**	**-**
Total Impaired Loans	**$ 4,010**	**$ 3,267**	**$ 467**	**$ 3,734**	**$ 6**	**$ 3,616**	**$ 145**

As of December 31, 2019, the Bank recognized ten additional loans as impaired. Five loans were secured by commercial real estate totaling $1,203,000. Two of these newly impaired loans totaling $462,000 are secured by collateral currently listed for sale and also carry a 75% SBA guaranty. One additional loan for $431,000 is secured by collateral currently pending sale. Three newly impaired loans are commercial loans not secured by real estate totaling $1,096,000. The largest of these loans for $841,000 is currently in a work out agreement in which equipment securing the loan is for sale.

December 31, 2018	Unpaid Contractual Principal Balance	Recorded Investment with No Allowance	Recorded Investment with Allowance	Total Recorded Investment	Related Allowance	Average Recorded Investment	Interest Income Recognized
				(In Thousands)			
Impaired Loans							
Commercial and Industrial	$ 446	$ 19	$ 457	$ 446	$ 316	$ 201	$ -
Commercial Real Estate	2,057	607	1,424	2,031	424	2,012	63
Consumer Real Estate							
Home Equity Lines of Credit	-	-	-	-	-	8	-
One-to-Four Family Residential - Secured by First Liens	928	408	423	831	93	819	5
One-to-Four Family Residential - Secured by Junior Liens	10	-	9	9	9	9	-
Total Impaired Loans	$ 3,441	$ 1,034	$ 2,283	$ 3,317	$ 842	$ 3,049	$ 68

Loan Origination/Risk Management (Continued)

Credit Quality Indicators. The purpose of the internal loan review program is to identify and detect potential problem credits at an early stage to prevent possible losses to the Company. The internal loan review program performs reviews of various scopes of commercial and industrial and commercial real estate loans according to dollar amount or grade classification, as determined from time to time by Loan Review personnel or as directed by the Board of Directors. The loan grading classification will be similar in nature to that of the Office of the Comptroller of the Currency as follows:

Pass: These credits would have adequate sources of repayment without any identifiable risk of collection and conform to bank policy and are within compliance guidelines. The majority of bank credits will come under this category.

Watchlist: This classification is assigned to a loan that contains a weakness, but does not warrant a criticized or classified rating. The loan will be considered Pass; however, it will be monitored for repayment status. If an established period of consecutive on-time payments has been made (six months or more) the loan grade can be changed to Pass.

Other Assets Especially Mentioned (“OAEM”): Assets in this category are currently protected, but are potentially weak. Those assets constitute an undue and unwarranted credit risk but not to the point of justifying a classification of Substandard. The credit risk may be relatively minor yet constitute an unwarranted risk in light of the circumstances surrounding a specific asset. An OAEM classification should not be used as a compromise between Pass and Substandard.

Substandard: A Substandard asset is inadequately protected by the current sound worth and paying capacity of the obligor or of the collateral pledged, if any. Assets so classified must have a well-defined weakness or weaknesses that jeopardize the liquidation of the debt. They are characterized by the distinct possibility that the Bank will sustain some loss if the deficiencies are not corrected. Loss potential, while existing in the aggregate amount of Substandard assets, does not have to exist in individual assets classified Substandard.

Doubtful: An asset classified Doubtful has all the weaknesses inherent in one classified Substandard with the added characteristic that the weaknesses make collection or liquidation in full, on the basis of currently existing facts, conditions, and values, highly questionable and improbable. The possibility of loss is extremely high, but because of certain important and reasonably specific pending factors, which may work to the advantage and strengthening of the asset, its classification as an estimated loss is deferred until its more exact status may be determined. Pending factors include proposed merger, acquisition, or liquidation procedures; capital injection; perfecting liens on additional collateral; and refinancing plans.

Loss: Assets classified Loss are considered uncollectable and of such little value that their continuance as bankable assets is not warranted. This classification does not mean that the asset has absolutely no recovery or salvage value, but rather it is not desirable to defer writing off this basically worthless asset even though partial recovery may occur in the future.

A meeting of the Asset Quality Committee is held quarterly to discuss any changes in ratings of loans and the appropriate administrative action to be taken for each account. If applicable, an estimate of loss to the Company will be discussed, as recommended by Loan Review personnel. The Asset Quality Committee consists of Loan Officers, Credit Administration, and Collection personnel.

Loan Review personnel reports to the Board of Directors with results and recommendations concerning the review process on a quarterly basis. In addition, the Company utilizes an outside consultant to perform an independent loan review from time to time as may be necessary in accordance with regulatory requirements.

NOTE 6: LOANS RECEIVABLE AND ALLOWANCE FOR LOAN LOSSES (CONTINUED)

Loan Origination/Risk Management (Continued)

The following tables present the credit exposure risk grades and classified loans by class of loan:

December 31, 2019	Pass	Watchlist	OAEM	Substandard	Doubtful	Total
			(In Thousands)			
Commercial and Industrial	$ 75,749	$ 1,439	$ 3,766	$ 1,587	$ -	$ 82,541
Commercial Real Estate	219,792	6,399	888	6,580	-	233,649
Total	**$ 295,541**	**$ 7,838**	**$ 4,654**	**$ 8,167**	**$ -**	**$ 316,200**

December 31, 2018	Pass	Watchlist	OAEM	Substandard	Doubtful	Total
			(In Thousands)			
Commercial and Industrial	$ 82,589	$ 1,530	$ 80	$ 3,029	$ -	$ 87,228
Commercial Real Estate	195,345	5,760	1,599	6,003	-	208,707
Total	$ 277,934	$ 7,290	$ 1,679	$ 9,032	$ -	$ 295,935

The following tables present performing and nonperforming loans based solely on payment activity that has not been assigned an internal risk grade:

December 31, 2019	Performing	Nonperforming	Total
		(In Thousands)	
Consumer Real Estate			
Home Equity Lines of Credit	$ 43,338	$ -	$ 43,338
One-to-Four Family Residential - Secured by First Liens	127,870	1,581	129,451
One-to-Four Family Residential - Secured by Junior Liens	9,152	50	9,202
Consumer	25,839	-	25,839
Total	**$ 206,199**	**$ 1,631**	**$ 207,830**

December 31, 2018	Performing	Nonperforming	Total
		(In Thousands)	
Consumer Real Estate			
Home Equity Lines of Credit	$ 41,651	$ -	$ 41,651
One-to-Four Family Residential - Secured by First Liens	133,060	901	133,961
One-to-Four family residential - Secured by Junior Liens	10,090	9	10,099
Consumer	26,593	1	26,594
Total	$ 211,394	$ 911	$ 212,305

These consumer performing and nonperforming loans presented in the prior tables are not assigned a risk grade unless there is evidence of a problem. Payment activity is reviewed by management on a monthly basis to evaluate performance. Loans are considered to be nonperforming when they become 90 days past due or if management believes they may not collect all of the principal and interest.

Troubled Debt Restructuring

Loan modifications that were considered troubled debt restructurings completed are as follows:

December 31, 2019	Number of Contracts	Pre-Modification Outstanding Recorded Investment	Post-Modification Outstanding Recorded Investment
		(In Thousands)	
Commercial Real Estate	**3**	**$ 705**	**$ 755**
Commercial	**2**	**355**	**258**
Total	**5**	**$ 1,060**	**$ 1,013**

One commercial real estate loan modification altered the payment structure, combining three loans into one loan and allowing for a modified payment through October 1, 2019 at which point, if the property was not sold, the borrower would transfer the property to the Company through a deed in lieu of foreclosure. This modification has expired and the sale of the property by the borrower is pending. The two additional commercial real estate loans were re-amortized over an extended ten year period and the interest rate was fixed. One of the commercial modifications extended the term for six and a half years and fixed the rate over this period. The other commercial modification awarded the borrower $100,000 in forgiveness and re-amortized the remaining balance over a ten year period at a fixed rate with a balloon payment at the end of the term.

Loan modifications that were considered troubled debt restructurings completed are as follows:

December 31, 2018	Number of Contracts	Pre-Modification Outstanding Recorded Investment	Post-Modification Outstanding Recorded Investment
		(In Thousands)	
Commercial Real Estate	1	$ 613	$ 619
Total	1	$ 613	$ 619

The troubled debt restructuring in 2018 granted an extension of a payment concession and did extend $6,250 in additional funds to the borrower. Within the allowance for loan losses, $6,000 and $183,000 have been allocated to troubled debt restructurings at December 31, 2019 and 2018, respectively. The Bank has no further commitments to lend additional funds to any borrowers whose loans have been modified in a troubled debt restructuring at this time. One loan previously classified as a troubled debt restructuring was foreclosed upon during 2018.

NOTE 7: LEASE COMMITMENTS

Due to the adoption of ASU 2016-02 *Leases (Topic 842),* the Company completed an analysis of all property and financing lease contracts. Several assumptions were made when applying this requirement to the Company's existing lease commitments, including the allocation of consideration in the contracts between lease and non-lease components, the lease term and the discount rate to calculate the present value of the lease payments. As of December 31, 2019, the Company is not contracted under any financing leases. The Company currently has five office locations under operating leases.

The Company elected to account for non-lease components such as common area maintenance charges, utilities, real estate taxes, and insurance, separate from the lease component. These variable non-lease components are reported under occupancy expense on the Consolidated Statements of Income as incurred. These variable non-lease components are not included in the present value calculation of the remaining lease payments and are not reflected in the right-of-use assets and lease liabilities reported on the Consolidated Balance Sheet. Total lease expense recorded during 2019 was $103,000.

The Company's leases contain an option to renew the lease after the initial term. The renewal option is evaluated by the Company for reasonability given historical elections and the Company's overall strategic plan to determine its inclusion into the present value calculation. The discount rate utilized in calculating the present value of the lease payments for each lease with the Federal Home Loan Bank of Pittsburgh advance rate corresponding to the remaining maturity of the lease at the time the lease commitment was recognized as an asset.

The following table reflects the weighted average remaining lease term and discount rate for the leases outstanding:

	December 31, 2019
Weighted Average Remaining Term (years)	15
Weighted Average Discount Rate	2.75 %

The following table presents the undiscounted cash flows due related to operating leases as of December 31, 2019, along with a reconciliation to the discounted amount recorded on the Consolidated Balance Sheets.

	December 31, 2019 (In Thousands)
Undiscounted Cash Flows Due:	
2020	**$ 118**
2021	**106**
2022	**98**
2023	**33**
2024	**34**
2025 and thereafter	**531**
Total	**920**
Impact of Present Value Discount	**(181)**
Total	**$ 739**

NOTE 8: PREMISES AND EQUIPMENT

The components of premises and equipment are as follows:

	December 31, 2019	December 31, 2018
	(In Thousands)	
Premises and Equipment		
Land	**$ 2,249**	$ 2,249
Buildings and Building Improvements	**9,756**	9,376
Furniture and Equipment	**2,421**	2,866
Total	**14,426**	14,491
Accumulated Depreciation	**(6,465)**	(6,864)
Total	**$ 7,961**	$ 7,627

Depreciation expense was $422,000 and $376,000 for the years ended December 31, 2019 and 2018, respectively.

NOTE 9: DEPOSITS

The components of deposits are as follows:

	December 31, 2019	December 31, 2018
	(In Thousands)	
Total Deposits		
Demand, Noninterest-Bearing	**$ 161,542**	$ 148,247
Demand, Interest-Bearing	**144,465**	129,968
Savings	**95,220**	96,220
Time, $250,000 and Over	**31,363**	27,430
Time, Other	**156,109**	133,963
Total	**$ 588,699**	$ 535,828

At December 31, 2019 the scheduled maturities of time deposits are as follows (in thousands):

2020	**$ 156,331**
2021	**18,731**
2022	**8,559**
2023	**1,663**
2024	**2,081**
Thereafter	**107**
Total	**$ 187,472**

NOTE 10: BORROWINGS

The Company has a maximum borrowing capacity with FHLB of $219,502,000 at December 31, 2019. FHLB borrowings and the letters of credit are collateralized by FHLB stock and qualifying pledged loans. Outstanding letters of credit with the FHLB used for pledging to secure public fund deposits totaled $16,000,000 and $23,000,000, respectively, as of December 31, 2019 and 2018. The Company had no long-term debt outstanding as of December 31, 2019 or December 31, 2018.

Short-Term Borrowings

The Company has a $96,663,000 cash management advance line of credit with FHLB. The outstanding balance and related information for this short-term borrowing is summarized as follows:

	December 31, 2019	December 31, 2018
	(In Thousands)	
Balance Outstanding	**$ -**	$ 15,333
Average Balance Outstanding During the Period	**991**	564
Maximum Amount Outstanding at Any Month End	**12,648**	15,333
Weighted Average Interest Rate at Period End	**- %**	2.62 %
Average Interest Rate During Period	**2.66 %**	2.19 %

The Company also has a short-term outstanding line of credit with ACBB of $500,000. The line of credit for $500,000 has a floating interest rate equivalent to the Wall Street Journal Prime rate which was 4.75% as of December 31, 2019. The Company had no outstanding balances on the lines of credit as of December 31, 2019 or December 31, 2018.

NOTE 11: EMPLOYEE BENEFITS

The Company has an Employee Stock Ownership Plan with 401(k) provisions (the “Plan”). The Plan is for the benefit of all employees who meet the eligibility requirements set forth in the Plan. The amount of employer contributions to the Plan, including 401(k) matching contributions, is at the discretion of the Board of Directors. Company contributions charged to expense for the years ended December 31, 2019 and 2018, were $988,000 and $926,000, respectively.

At December 31, 2019 and 2018, 173,155 and 182,945 shares, respectively, of the Company's common stock were held in the Plan. In the event a terminated Plan participant desires to sell his or her shares of the Company's stock, or for certain employees who elect to diversify their account balances, the Company may be required to purchase the shares from the participant at their fair market value.

The Company has adopted various deferred compensation plans for certain directors and officers of the Company. Under the deferred compensation plan’s provisions, benefits will be payable upon retirement, death, or permanent disability of the participant. As of December 31, 2019 and 2018, $5,088,000 and $4,869,000, respectively, of deferred compensation expense has been accrued. The deferred compensation plan is funded by life insurance carried on the lives of the participants. The Company recognized deferred compensation expense of $385,000 and $358,000 in 2019 and 2018, respectively.

NOTE 12: INCOME TAXES

The components of income tax expense are as follows:

	December 31, 2019	December 31, 2018
	(In Thousands)	
Income Tax Expense		
Current	**$ 1,337**	$ 1,647
Deferred	**-**	(185)
Total	**$ 1,337**	$ 1,462

A reconciliation of the statutory income tax expense to the income tax expense included in the Consolidated Statements of Income computed at a tax rate of 21% is as follows:

	December 31, 2019		December 31, 2018	
	Amount	% of Pretax Income	Amount	% of Pretax Income
		(In Thousands)		
Federal Income Tax at Statutory Rate	**$ 2,172**	**21 %**	$ 2,129	21 %
Tax-Exempt Income	**(400)**	**(4)**	(440)	(4)
Interest Disallowance	**19**	**-**	11	-
Bank-Owned Life Insurance Income	**(101)**	**(1)**	(103)	(1)
Low-Income Housing Credit	**(125)**	**(1)**	(194)	(2)
Other, Net	**(228)**	**(2)**	59	-
Total	**$ 1,337**	**13 %**	$ 1,462	14 %

NOTE 12: INCOME TAXES (CONTINUED)

The components of the net deferred tax assets are as follows:

	December 31, 2019	December 31, 2018
	(In Thousands)	
Deferred Tax Assets		
Allowance for Loan Losses	**$ 1,903**	$ 1,998
Securities Impairment Charges	**-**	8
Deferred Compensation	**1,068**	1,022
Investment in Low-Income Housing Partnerships	**434**	280
Nonaccrual Interest	**24**	26
Accrued Expense	**74**	32
Impairment Allowance	**217**	217
	3,720	3,583
Valuation Allowance	**(80)**	(80)
Total Deferred Tax Assets	**3,640**	3,503
Deferred Tax Liabilities		
Bank Premises and Equipment	**(164)**	(171)
Mortgage Servicing Rights	**(224)**	(225)
Unrealized Gain (Loss) on Equity Securities	**(36)**	(22)
Unrealized Gains on Available-For-Sale Securities	**(284)**	(25)
Prepaid Expenses and Loan Origination Costs	**(545)**	(414)
Total Deferred Tax Liabilities	**(1,253)**	(857)
Net Deferred Tax Assets	**$ 2,387**	$ 2,646

The ability to realize the benefits of deferred tax assets is dependent on a number of factors, including the generation of future taxable income, the ability to carryback to taxable income in previous years, the ability to offset capital losses with capital gains, the reversal of deferred tax liabilities, and certain tax planning strategies. A valuation allowance has been established to offset deferred tax assets that could result in future capital losses which management believe may not be realizable. The valuation allowance is $80,000 as of December 31, 2019 and 2018.

The Company uses a recognition threshold and a measurement attribute for the financial statement recognition and measurement of a tax position taken or expected to be taken in a tax return. Benefits from tax positions should be recognized in the financial statement only when it is more likely than not that the tax position will be sustained upon examination by the appropriate taxing authority that would have full knowledge of all relevant information. A tax position that meets the more-likely-than-not recognition threshold is measured at the largest amount of benefit that is greater than 50 percent likely of being realized upon ultimate settlement. Tax positions that previously failed to meet the more-likely-than-not recognition threshold shall be recognized in the first subsequent financial reporting period in which the threshold is met. Previously recognized tax positions that no longer meet the more-likely-than-not recognition threshold should be derecognized in the first subsequent financial reporting period in which that threshold is no longer met. There is currently no liability for uncertain tax positions and no known unrecognized tax benefits. The Company recognizes, when applicable, interest and penalties related to unrecognized tax benefits in the provision for income taxes in the Consolidated Statements of Income. The Company's policy is to account for interest as a component of interest expense and penalties as a component of other expense. The Company's federal and Pennsylvania income tax returns for taxable years prior to 2016 have been closed for purposes of examination by the Internal Revenue Service and the Pennsylvania Department of Revenue. The Company's New Jersey income tax returns for taxable years prior to 2015 have been closed for purposes of examination.

NOTE 13: TRANSACTIONS WITH EXECUTIVE OFFICERS, DIRECTORS, AND PRINCIPAL STOCKHOLDERS

The Company has had, and may be expected to have in the future, banking transactions in the ordinary course of business with its executive officers, directors, principal stockholders, and their related interests on the same terms, including interest rates and collateral, as those prevailing at the time for comparable transactions with others.

An analysis of the activity for loans to related parties is as follows:

	December 31, 2019	December 31, 2018
	(In Thousands)	
Balance, Beginning	**$ 30,447**	$ 28,556
New Loans	**15,652**	25,736
Repayments	**(17,860)**	(23,845)
Balance, Ending	**$ 28,239**	$ 30,447

NOTE 14: FINANCIAL INSTRUMENTS WITH OFF-BALANCE SHEET RISK

The Company is a party to financial instruments with off-balance sheet risk in the normal course of business to meet the financing needs of its customers. These financial instruments include commitments to extend credit and letters of credit. Those instruments involve, to varying degrees, elements of credit risk in excess of the amount recognized in the balance sheets.

The Company's exposure to credit loss in the event of nonperformance by the other party to the financial instrument for commitments to extend credit and letters of credit is represented by the contractual amount of those instruments. The Company uses the same credit policies in making commitments and conditional obligations as it does for on-balance sheet instruments.

A summary of the Company's financial instrument commitments is as follows:

	December 31, 2019	December 31, 2018
	(In Thousands)	
Loan Commitments		
Commitments to Grant Loans	**$ 33,311**	$ 42,343
Unfunded Commitments Under Lines of Credit	**120,299**	106,798
Outstanding Letters of Credit	**4,482**	4,444

Commitments to extend credit are agreements to lend to a customer as long as there is no violation of any condition established in the contract. Since many of the commitments are expected to expire without being drawn upon, the total commitment amounts do not necessarily represent future cash requirements. Commitments generally have fixed expiration dates or other termination clauses and may require payment of a fee. The Company evaluates each customer's creditworthiness on a case-by-case basis. The amount of collateral obtained, if deemed necessary by the Bank upon extension of credit, is based on management's credit evaluation. Collateral held varies but may include personal or commercial real estate, accounts receivable, inventory, and equipment.

Outstanding letters of credit written are conditional commitments issued by the Company to guarantee the performance of a customer to a third party. These standby letters of credit expire within the next 12 months. The credit risk involved in issuing letters of credit is essentially the same as that involved in extending other loan commitments. The Company requires collateral supporting these letters of credit, as deemed necessary. The maximum undiscounted exposure related to these commitments at December 31, 2019 and 2018, was $4,482,000 and $4,444,000, respectively.

NOTE 15: FAIR VALUE MEASUREMENTS AND DISCLOSURES

Fair Value Measurements

Management uses its best judgment in estimating the fair value of the Company's financial instruments; however, there are inherent weaknesses in any estimation technique. Therefore, for substantially all financial instruments, the fair value estimates herein are not necessarily indicative of the amounts the Company could have realized in a sales transaction on the dates indicated. The estimated fair value amounts have been measured as of their respective year-ends and have not been reevaluated or updated for purposes of these consolidated financial statements subsequent to those respective dates. As such, the estimated fair values of these financial instruments subsequent to the respective reporting dates may be different than the amounts reported at each year-end. The Company uses fair value measurements to record fair value adjustments to certain assets and liabilities and to determine fair value disclosures. The fair value of a financial instrument is the price that would be received to sell an asset or paid to transfer a liability in an orderly transaction between market participants at the measurement date. Fair value is best determined based upon quoted market prices. However, in many instances, there are no quoted market prices for the Company's various financial instruments. In cases where quoted market prices are not available, fair values are based on estimates using present value or other valuation techniques. Those techniques are significantly affected by the assumptions used, including the discount rate and estimates of future cash flows. Accordingly, the fair value estimates may not be realized in an immediate settlement of the instrument.

The recent fair value guidance provides a consistent definition of fair value, which focuses on exit price in an orderly transaction (that is, not a forced liquidation or distressed sale) between market participants at the measurement date under current market conditions. If there has been a significant decrease in the volume and level of activity for the asset or liability, a change in valuation technique or the use of multiple valuation techniques may be appropriate. In such instances, determining the price at which willing market participants would transact at the measurement date under current market conditions depends on the facts and circumstances and requires the use of significant judgment. The fair value is a reasonable point within the range that is most representative of fair value under current market conditions.

In accordance with this guidance, the Company groups its financial assets and financial liabilities generally measured at fair value in three levels, based on the markets in which the assets and liabilities are traded and the reliability of the assumptions used to determine fair value.

Level I: Valuation is based on quoted prices in active markets for identical assets or liabilities that the reporting entity has the ability to access at the measurement date. Level I assets and liabilities generally include debt and equity securities that are traded in active exchange markets. Valuations are obtained from readily available pricing sources for market transactions involving identical assets or liabilities.

Level II: Valuation is based on inputs other than quoted prices included within Level I that are observable for the asset or liability, either directly or indirectly. The valuation may be based on quoted policies for similar assets or liabilities, quoted prices in markets that are not active, or other inputs that are observable or can be corroborated by observable market data for substantially the full term of the asset or liability.

Level III: Valuation is based on unobservable inputs that are supported by little or no market activity and that are significant to the fair value of the assets or liabilities. Level III assets and liabilities include financial instruments, the value of which is determined using pricing models, discounted cash flow methodologies, or similar techniques, as well as instruments for which determination of fair value requires significant management judgment or estimation.

Fair Value Measurements (Continued)

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

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

For financial assets measured at fair value on a recurring basis, the fair value measurements by level within the fair value hierarchy used are as follows:

December 31, 2019	**Total**	**Level I**	**Level II**	**Level III**
		(In Thousands)		
Investment Securities Available for Sale				
U.S. Treasury Securities	**$ 1,001**	**$ -**	**$ 1,001**	**$ -**
U.S. Government Agency Securities	**26,417**	**-**	**26,417**	**-**
States and Political Subdivisions	**64,925**	**-**	**64,925**	**-**
U.S. Government-Sponsored				
Mortgage-Backed Securities	**20,300**	**-**	**20,300**	**-**
Equity Securities - Financial Institutions	**422**	**422**	**-**	**-**

For financial assets measured at fair value on a recurring basis, the fair value measurements by level within the fair value hierarchy used are as follows:

December 31, 2018	**Total**	**Level I**	**Level II**	**Level III**
		(In Thousands)		
Investment Securities Available For Sale				
U.S. Treasury Securities	$ 968	$ -	$ 968	$ -
U.S. Government Agency Securities	23,220	-	23,220	-
States and Political Subdivisions	62,564	-	62,564	-
Other Debt Securities				
U.S. Government-Sponsored				
Mortgage-Backed Securities	10,169	-	10,169	-
Equity Securities - Financial Institutions	354	354	-	-

Fair Value Measurements (Continued)

Impaired loans. The Company has measured impairment on impaired loans generally based on the fair value of the loan's collateral. Fair value is generally determined based upon independent third-party appraisals of the properties. In some cases, management may adjust the appraised value due to the age of the appraisal, changes in market conditions, or observable deterioration of the property since the appraisal was completed. Additionally, management makes estimates about expected costs to sell the property which are also included in the net realizable value. If the fair value of the collateral-dependent loan is less than the carrying amount of the loan, a specific reserve for the loan is made in the allowance for loan losses or a charge-off is taken to reduce the loan to the fair value of the collateral (less estimated selling costs) and the loan is included in the following tables as a Level III measurement. If the fair value of the collateral exceeds the carrying amount of the loan, then the loan is not included in the following tables as it is not currently being carried at its fair value. At December 31, 2018, the fair value in the following table excluded estimated selling costs of $108,000, respectively.

Other real estate owned. OREO is carried at the lower of cost or fair value, which is measured at the date of foreclosure. If the fair value of the collateral exceeds the carrying amount of the loan, no charge-off or adjustment is necessary, the loan is not considered to be carried at fair value, and is therefore not included in the following tables. If the fair value of the collateral is less than the carrying amount of the loan, management will charge the loan down to its estimated realizable value.

The fair value of OREO is based on the appraised value of the property, which is generally unadjusted by management and is based on comparable sales for similar properties in the same geographic region as the subject property, and is included in the following tables as a Level II measurement. In some cases, management may adjust the appraised value due to the age of the appraisal, changes in market conditions, or observable deterioration of the property since the appraisal was completed. In these cases, the loans are categorized in the following tables as a Level III measurement since these adjustments are considered to be unobservable inputs. Income and expenses from operations and further declines in the fair value of the collateral subsequent to foreclosure are included in net expenses from OREO.

Mortgage servicing rights. The fair value of mortgage servicing rights is based on a valuation model that calculates the present value of estimated net servicing income. The valuation incorporates assumptions that market participants would use in estimating future net servicing income. The Bank is able to compare the valuation model inputs and results with widely available published industry data for reasonableness.

Fair Value Measurements (Continued)

For financial assets measured at fair value on a nonrecurring basis, the fair value measurements by level within the fair value hierarchy are as follows:

December 31, 2019	Total	Level I	Level II	Level III
		(In Thousands)		
Financial Assets				
Other Real Estate Owned	**$ 586**	**$ -**	**$ -**	**$ 586**
Mortgage Servicing Rights	**1,425**	**-**	**-**	**1,425**

December 31, 2018	Total	Level I	Level II	Level III
		(In Thousands)		
Financial Assets				
Impaired Loans	$ 1.550	$ -	$ -	$ 1,550
Other Real Estate Owned	344	-	-	344
Mortgage Servicing Rights	1,574	-	-	1,574

The following tables present quantitative information about the Level III significant unobservable inputs for assets and liabilities measured at fair value on a nonrecurring basis:

December 31, 2019	Fair Value	Valuation Technique	Unobservable Input	Range	Weighted Average
		(In Thousands)			
Other Real Estate Owned	**$ 586**	Appraisal of collateral	Appraisal adjustments	**0 - 30%**	**19%**
			Liquidation Expenses	**7%**	**7%**
Mortgage Servicing Rights	**1,425**	Discounted cash flow	Discount Rates	**12% - 13%**	**12%**
			Prepayment Speeds	**110% - 292%**	**188%**

December 31, 2018	Fair Value	Valuation Technique	Unobservable Input	Range	Weighted Average
		(In Thousands)			
Impaired Loans	$ 1,550	Appraisal Of Collateral	Appraisal Adjustments	25% - 50%	32%
Other Real Estate Owned	344	Appraisal Of Collateral	Appraisal Adjustments	23% - 30%	28%
			Liquidation Expenses	7%	7%
Mortgage Servicing Rights	1,574	Discounted Cash Flow	Discount Rates	12% - 13%	12%
			Prepayment Speeds	80% - 280%	123%

NOTE 15: FAIR VALUE MEASUREMENTS AND DISCLOSURES (CONTINUED)

Fair Value Measurements (Continued)

For certain financial instruments, the carrying amount is a reasonable estimate of the fair value. For short-term financial assets such as cash and cash equivalents, the relatively short duration between origination and the anticipated maturity indicates that the carrying amount is a reasonable estimate of fair value. Certificates of Deposits purchased have maturity dates less than two years and the carrying amount is a reasonable estimate of fair value. For investments in restricted stock, stock can only be redeemed at par value and therefore, the carrying amount is a reasonable estimate of fair value. For deposits including demand deposits and savings deposits in which no maturity is stated, the Company assumes the carrying value is a reasonable estimate of fair value.

The following tables present the estimated fair value of the Company's financial instruments not carried at fair value:

December 31, 2019	Carrying Amount	Fair Value	Level I	Level II	Level III
			(In Thousands)		
Financial Assets					
Mortgage Loans Held for Sale	$ 2,173	$ 2,218	$ 2,218	$ -	$ -
Loans Receivable, Net	515,097	530,830	-	-	530,830
Financial Liabilities					
Time Deposits	187,472	187,265	-	-	187,265

December 31, 2018	Carrying Amount	Fair Value	Level I	Level II	Level III
			(In Thousands)		
Financial Assets					
Mortgage Loans Held for Sale	$ 1,170	$ 1,193	$ 1,193	$ -	$ -
Loans Receivable, Net	498,830	503,471	-	-	503,471
Financial Liabilities					
Time Deposits	161,393	159,252	-	-	159,252
Short-Term Borrowings	15,333	15,333	15,333	-	-

NOTE 16: REGULATORY MATTERS

The Bank is required to maintain cash reserve balances in vault cash or with the Federal Reserve Bank. The total of those reserve balances was approximately $593,000 at December 31, 2019 and $568,000 at December 31, 2018.

The Bank is subject to various regulatory capital requirements administered by the federal banking agencies. Failure to meet the minimum capital requirements can initiate certain mandatory and possibly additional discretionary actions by regulators that, if undertaken, could have a direct material effect on the Bank's financial statements. Under capital adequacy guidelines and the regulatory framework for prompt corrective action, the Bank must meet specific capital guidelines that involve quantitative measures of the Bank's assets, liabilities, and certain off-balance sheet items as calculated under regulatory accounting practices. The Bank's capital amounts and classification are also subject to qualitative judgments by the regulators about components, risk-weightings, and other factors.

Quantitative measures established by regulation to ensure capital adequacy require the Bank to maintain minimum amounts and ratios of total, Tier 1 capital (as defined in the regulations), common equity Tier 1 capital to risk-weighted assets, and of Tier 1 capital to average assets. Management believes, as of December 31, 2019, that the Bank meets all capital adequacy requirements to which it is subject.

As of December 31, 2019, the most recent notification from the Office of the Comptroller of the Currency categorized the Bank as well capitalized under the regulatory framework for prompt corrective action. To be categorized as well capitalized, the Bank must maintain minimum total risk-based, common equity Tier 1 risk-based, Tier 1 risk-based, and Tier 1 leverage ratios as set forth in the following table. There are no conditions or events since that notification that management believes have changed the Bank's category.

NOTE 16: REGULATORY MATTERS (CONTINUED)

Consolidated capital amounts and ratios are not materially different from those presented below:

As Of December 31, 2019	Actual			For Capital Adequacy Purposes			To Be Well Capitalized Under Prompt Corrective Action Provisions	
				(In Thousands)				
	Amount	Ratio		Amount	Ratio		Amount	Ratio
Capital Ratios								
Total Capital (to Risk-Weighted Assets)	**$ 110,892**	**19.48 %**	≥	**$ 42,892**	**8.0 %**	≥	**$ 53,615**	**10.0 %**
Common Equity Tier 1 Capital (to Risk-Weighted Assets)	**103,751**	**18.23**		**25,611**	**4.5**		**36,993**	**6.5**
Tier I Capital (to Risk-Weighted Assets)	**103,751**	**18.23**		**34,147**	**6.0**		**45,530**	**8.0**
Tier I Capital (to Average Assets)	**103,751**	**14.72**		**28,203**	**4.0**		**35,253**	**5.0**

As Of December 31, 2018	Actual			For Capital Adequacy Purposes			To Be Well Capitalized Under Prompt Corrective Action Provisions	
				(In Thousands)				
	Amount	Ratio		Amount	Ratio		Amount	Ratio
Capital Ratios								
Total Capital (to Risk-Weighted Assets)	$ 105,299	19.64 %	≥	$ 42,890	8.0 %	≥	$ 53,612	10.0 %
Common Equity Tier 1 Capital (to Risk-Weighted Assets)	98,561	18.38		24,125	4.5		34,848	6.5
Tier I Capital (to Risk-Weighted Assets)	98,561	18.38		32,167	6.0		42,890	8.0
Tier I Capital (to Average Assets)	98,561	15.21		25,929	4.0		32,411	5.0

Banking regulations place certain restrictions on dividends paid by the Bank to the Company. A national bank is required to obtain the approval of the Office of the Comptroller of the Currency if the total of all dividends declared in any calendar year exceeds the Bank's net profits (as defined) for that year combined with its retained net profits for the preceding two calendar years. Under this formula, the Bank can declare dividends in 2021 of approximately $10,304,000 plus an additional amount equal to the Bank's net profits for 2020, up to the date of any such dividend declaration. In addition, dividends paid by the Bank to the Company would be prohibited if the effect thereof would cause the Bank's capital to be reduced below applicable minimum capital requirements above.

NOTE 17: ACCUMULATED OTHER COMPREHENSIVE INCOME

The activity in accumulated other comprehensive income is as follows:

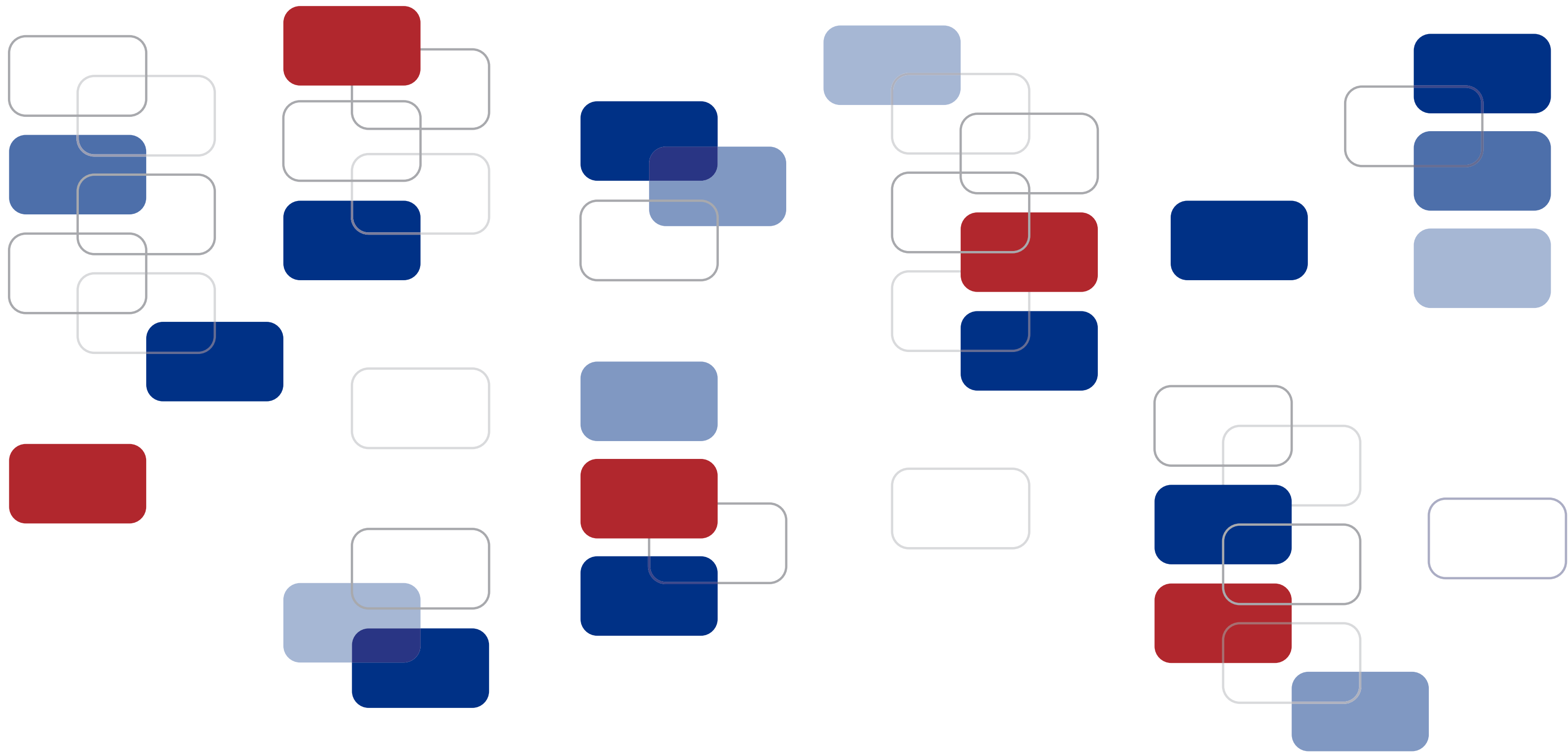
	Unrealized Gains On Securities Available For Sale [1] [2]	
	December 31, 2019	**December 31, 2018**
	(In Thousands)	
Beginning Balance	**$ 96**	$ 1,090
Other Comprehensive Income (Loss) before Reclassifications	**973**	(832)
Amounts Reclassified from Accumulated other Comprehensive Income	**-**	-
Cumulative Effect Adjustment for Change in Accounting Principle	**-**	(162)
Period Change	**973**	(994)
Ending Balance	**$ 1,069**	$ 96

[1] *All amounts are net of tax. Related income tax expense or benefit is calculated using an income tax rate approximating 21%.*

[2] *At December 31, 2018, a cumulative effect adjustment was made upon the adoption of ASU 2016-01 to recognize the gain on equity securities reflected in other comprehensive income.*

NOTE 18: SUBSEQUENT EVENTS

Management has reviewed events occurring through February 28, 2020, the date the financial statements were issued, and no additional subsequent events occurred requiring accrual or disclosure.



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