

PENNS WOODS BANCORP INC

Form 10-K

March 10, 2016

Table of Contents

UNITED STATES  
SECURITIES AND EXCHANGE COMMISSION  
WASHINGTON, DC. 20549

FORM 10-K

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

For the fiscal year ended December 31, 2015

OR

TRANSITION REPORT PURSUANT TO SECTION 13 OR 15(d) OF THE SECURITIES EXCHANGE ACT OF 1934 (NO FEE REQUIRED)

For the transition period from \_\_\_\_\_ to \_\_\_\_\_

Commission file number 0-17077

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

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

300 Market Street, P.O. Box 967	17703-0967
Williamsport, Pennsylvania	

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

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

Title of each class	Name of each exchange which registered
Common Stock, par value \$8.33 per share	The NASDAQ Stock Market LLC

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

Indicate by check mark if the registrant is a well-known seasoned issuer, as defined in Rule 405 of the Securities Act.

Yes  No

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

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

Indicate by check mark whether the registrant has submitted electronically and posted on its corporate website, if any, every Interactive Data File required to be submitted and posted pursuant to Rule 405 of Regulation S-T during the preceding 12 months (or for such shorter period that the registrant was required to submit and post such files). Yes  No

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

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

Large accelerated filer

Accelerated filer

Non-accelerated filer

Smaller reporting company

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

State the aggregate market value of the voting stock held by non-affiliates of the registrant \$210,101,151 at June 30, 2015.

Indicate the number of shares outstanding of each of the issuer's classes of common stock, as of the latest practicable date.

Class

Outstanding at March 1, 2016

Common Stock, \$8.33 Par Value

4,738,166 Shares

#### DOCUMENTS INCORPORATED BY REFERENCE

Portions of the registrant's definitive proxy statement prepared in connection with its annual meeting of shareholders to be held on April 27, 2016 are incorporated by reference in Part III hereof.

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Table of Contents

## INDEX

	PAGE
<u>PART I</u>	
ITEM	
<u>Item 1.</u> <u>Business</u>	<u>3</u>
<u>Item 1A.</u> <u>Risk Factors</u>	<u>8</u>
<u>Item 1B.</u> <u>Unresolved Staff Comments</u>	<u>11</u>
<u>Item 2.</u> <u>Properties</u>	<u>11</u>
<u>Item 3.</u> <u>Legal Proceedings</u>	<u>13</u>
<u>Item 4.</u> <u>Mine Safety Disclosures</u>	<u>13</u>
<u>PART II</u>	
<u>Item 5.</u> <u>Market for the Registrant’s Common Equity, Related Stockholder Matters, and Issuer Purchases of Equity Securities</u>	<u>13</u>
<u>Item 6.</u> <u>Selected Financial Data</u>	<u>16</u>
<u>Item 7.</u> <u>Management’s Discussion and Analysis of Consolidated Financial Condition and Results of Operations</u>	<u>17</u>
<u>Item 7A.</u> <u>Quantitative and Qualitative Disclosures About Market Risk</u>	<u>34</u>
<u>Item 8.</u> <u>Financial Statements and Supplementary Data</u>	<u>35</u>
<u>Item 9.</u> <u>Changes in and Disagreements with Accountants on Accounting and Financial Disclosure</u>	<u>84</u>
<u>Item 9A.</u> <u>Controls and Procedures</u>	<u>84</u>
<u>Item 9B.</u> <u>Other Information</u>	<u>87</u>
<u>PART III</u>	
<u>Item 10.</u> <u>Directors, Executive Officers, and Corporate Governance</u>	<u>87</u>
<u>Item 11.</u> <u>Executive Compensation</u>	<u>87</u>
<u>Item 12.</u> <u>Security Ownership of Certain Beneficial Owners and Management and Related Stockholder Matters</u>	<u>87</u>
<u>Item 13.</u> <u>Certain Relationships and Related Transactions, and Director Independence</u>	<u>87</u>
<u>Item 14.</u> <u>Principal Accounting Fees and Services</u>	<u>87</u>
<u>PART IV</u>	
<u>Item 15.</u> <u>Exhibits and Financial Statement Schedules</u>	<u>87</u>
<u>Index to Exhibits</u>	<u>88</u>
<u>Signatures</u>	<u>89</u>

Table of Contents

PART I

ITEM 1 BUSINESS

A. General Development of Business and History

On January 7, 1983, Penns Woods Bancorp, Inc. (the "Company") was incorporated under the laws of the Commonwealth of Pennsylvania as a bank holding company. In connection with the organization of the Company, Jersey Shore State Bank ("JSSB"), a Pennsylvania state-chartered bank, became a wholly owned subsidiary of the Company. On June 1, 2013 the Company acquired Luzerne Bank ("Luzerne") with Luzerne operating as a subsidiary of the Company (JSSB and Luzerne are collectively referred to as the "Banks"). The Company's two other wholly-owned subsidiaries are Woods Real Estate Development Company, Inc. and Woods Investment Company, Inc. The Company's business has consisted primarily of managing and supervising the Banks, and its principal source of income has been dividends paid by the Banks and Woods Investment Company, Inc.

The Banks are engaged in commercial and retail banking which includes the acceptance of time, savings, and demand deposits, the funding of commercial, consumer, and mortgage loans, and safe deposit services. Utilizing a branch office network, ATMs, Internet, and telephone banking delivery channels, the Banks deliver their products and services to the communities they reside in.

In October 2000, JSSB acquired The M Group, Inc. D/B/A The Comprehensive Financial Group ("The M Group"). The M Group, which operates as a subsidiary of JSSB, offers insurance and securities brokerage services. Securities are offered by The M Group through Voya Financial a registered broker-dealer.

Neither the Company nor the Banks anticipate that compliance with environmental laws and regulations will have any material effect on capital expenditures, earnings, or their competitive position. The Banks are not dependent on a single customer or a few customers, the loss of whom would have a material effect on the business of the Banks.

JSSB employed 233 persons, Luzerne employed 71 persons, and The M Group employed 4 persons as of December 31, 2015 in either a full-time or part-time capacity. The Company does not have any employees. The principal officers of the Banks also serve as officers of the Company.

Woods Investment Company, Inc., a Delaware holding company, maintains an investment portfolio that is managed for total return and to fund dividend payments to the Company.

Woods Real Estate Development Company, Inc. serves the Company through its acquisition and ownership of certain properties utilized by the Bank.

We post publicly available reports required to be filed with the SEC on our website, [www.jssb.com](http://www.jssb.com), as soon as reasonably practicable after filing such reports with the SEC. The required reports are available free of charge through our website. Information available on our website is not part of or incorporated by reference into this Report or any other report filed by this Company with the SEC.

B. Regulation and Supervision

The Company is a registered bank holding company and, as such is subject to the provisions of the Bank Holding Company Act of 1956, as amended (the "BHCA") and to supervision and examination by the Board of Governors of the Federal Reserve System (the "FRB"). The Banks are also subject to the supervision and examination by the Federal Deposit Insurance Corporation (the "FDIC"), as their primary federal regulator and as the insurer of the Banks' deposits.

The Banks are also regulated and examined by the Pennsylvania Department of Banking and Securities (the “Department”).

The insurance activities of The M Group are subject to regulation by the insurance departments of the various states in which The M Group, conducts business including principally the Pennsylvania Department of Insurance. The securities brokerage activities of The M Group are subject to regulation by federal and state securities commissions.

The FRB has issued regulations under the BHCA that require a bank holding company to serve as a source of financial and managerial strength to its subsidiary banks. As a result, the FRB, pursuant to such regulations, may require the Company to stand ready to use its resources to provide adequate capital funds to the Banks during periods of financial stress or adversity. The BHCA requires the Company to secure the prior approval of the FRB before it can acquire all or substantially all of the assets of any bank, or acquire ownership or control of 5% or more of any voting shares of any bank. Such a transaction would also require approval of the Department.

## Table of Contents

A bank holding company is prohibited under the BHCA from engaging in, or acquiring direct or indirect control of, more than 5% of the voting shares of any company engaged in non-banking activities unless the FRB, by order or regulation, has found such activities to be so closely related to banking or managing or controlling banks as to be a proper incident thereto. Under the BHCA, the FRB has the authority to require a bank holding company to terminate any activity or relinquish control of a non-bank subsidiary (other than a non-bank subsidiary of a bank) upon the FRB's determination that such activity or control constitutes a serious risk to the financial soundness and stability of any bank subsidiary of the bank holding company.

In July 2013, the federal bank regulatory agencies adopted revisions to the agencies' capital adequacy guidelines and prompt corrective action rules, which were designed to enhance such requirements and implement the revised standards of the Basel Committee on Banking Supervision, commonly referred to as Basel III. The final rules generally implement higher minimum capital requirements, add a new common equity tier 1 capital requirement, and establish criteria that instruments must meet to be considered common equity tier 1 capital, additional tier 1 capital or tier 2 capital. The new minimum capital to risk-adjusted assets requirements are a common equity tier 1 capital ratio of 4.5% (6.5% to be considered "well capitalized") and a tier 1 capital ratio of 6.0%, increased from 4.0% (and increased from 6.0% to 8.0% to be considered "well capitalized"); the total capital ratio remains at 8.0% under the new rules (10.0% to be considered "well capitalized"). Under the new rules, in order to avoid limitations on capital distributions (including dividend payments and certain discretionary bonus payments to executive officers), a banking organization must hold a capital conservation buffer comprised of common equity tier 1 capital above its minimum risk-based capital requirements in an amount greater than 2.5% of total risk-weighted assets. The new minimum capital requirements became effective on January 1, 2015. The capital contribution buffer requirements phase in over a three-year period beginning January 1, 2016.

In addition to the risk-based capital guidelines, the FRB requires each bank holding company to comply with the leverage ratio, under which the bank holding company must maintain a minimum level of Tier 1 capital to average total consolidated assets of 4.0% (5.0% to be considered "well capitalized"). The Banks are subject to similar capital requirements adopted by the FDIC.

## Dividends

Federal and state laws impose limitations on the payment of dividends by the Banks. The Pennsylvania Banking Code restricts the availability of capital funds for payment of dividends by the Banks to their additional paid-in capital.

In addition to the dividend restrictions described above, the banking regulators have the authority to prohibit or to limit the payment of dividends by the Banks if, in the banking regulator's opinion, payment of a dividend would constitute an unsafe or unsound practice in light of the financial condition of the Banks.

Under Pennsylvania law, the Company may not pay a dividend, if, after giving effect thereto, it would be unable to pay its debts as they become due in the usual course of business and, after giving effect to the dividend, the total assets of the Company would be less than the sum of its total liabilities plus the amount that would be needed, if the Company were to be dissolved at the time of distribution, to satisfy the preferential rights upon dissolution of shareholders whose rights are superior to those receiving the dividend.

It is also the policy of the FRB that a bank holding company generally only pay dividends on common stock out of net income available to common shareholders over the past twelve months and only if the prospective rate of earnings retention appears consistent with a bank holding company's capital needs, asset quality, and overall financial condition. In the current financial and economic environment, the FRB has indicated that bank holding companies should carefully review their dividend policy and has discouraged dividend pay-out ratios at the 100% level unless

both asset quality and capital are very strong. A bank holding company also should not maintain a dividend level that places undue pressure on the capital of such institution's subsidiaries, or that may undermine the bank holding company's ability to serve as a source of strength for such subsidiaries.

### C. Regulation of the Banks

The Banks are highly regulated by the FDIC and the Department. The laws that such agencies enforce limit the specific types of businesses in which the Banks may engage, and the products and services that the Banks may offer to customers. Generally, these limitations are designed to protect the insurance fund of the FDIC and/or the customers of the Banks, and not the Banks or its shareholders. From time to time, various types of new federal and state legislation have been proposed that could result in additional regulation of, and restrictions on, the business of the Banks. It cannot be predicted whether any such legislation will be adopted or how such legislation would affect business of the Banks. As a consequence of the extensive regulation of commercial banking activities in the United States, the Banks' business is particularly susceptible to being affected by federal legislation and regulations

## Table of Contents

that may increase the costs of doing business. Some of the major regulatory provisions that affect the business of the Banks are discussed briefly below.

### Prompt Corrective Action

The FDIC has specified the levels at which an insured institution will be considered “well-capitalized,” “adequately capitalized,” “undercapitalized,” and “critically undercapitalized.” In the event an institution’s capital deteriorates to the “undercapitalized” category or below, the Federal Deposit Insurance Act (the “FDIA”) and FDIC regulations prescribe an increasing amount of regulatory intervention, including: (1) the institution of a capital restoration plan by a bank and a guarantee of the plan by a parent institution and liability for civil money damages for failure to fulfill its commitment on that guarantee; and (2) the placement of a hold on increases in assets, number of branches, or lines of business. If capital has reached the significantly or critically undercapitalized levels, further material restrictions can be imposed, including restrictions on interest payable on accounts, dismissal of management and (in critically undercapitalized situations) appointment of a receiver. For well-capitalized institutions, the FDIA provides authority for regulatory intervention where the institution is deemed to be engaging in unsafe or unsound practices or receives a less than satisfactory examination report rating for asset quality, management, earnings or liquidity.

### Deposit Insurance

The FDIC maintains the Deposit Insurance Fund (“DIF”) by assessing depository institutions an insurance premium. The FDIC has set the amount of deposits it insures to \$250,000.

As mandated by the Dodd-Frank Wall Street Reform and Consumer Protection Act (the “Dodd-Frank Act”), the assessment base that the FDIC uses to calculate assessment premiums is a bank’s average assets minus average tangible equity. The range of assessment rates is a low of 2.5 basis points to a high of 45 basis points, per \$100 of assets.

The FDIC is required under the Dodd-Frank Act to establish assessment rates that will allow the DIF to achieve a reserve ratio of 1.35% of insured deposits by September 2020. In addition, the FDIC has established a “designated reserve ratio” of 2.0%, a target ratio that, until it is achieved, will not likely result in the FDIC reducing assessment rates. In attempting to achieve the mandated 1.35% ratio, the FDIC is required to implement assessment formulas that charge banks over \$10 billion in asset size more than banks under that size. Under the Dodd-Frank Act, the FDIC is authorized to make reimbursements from the insurance fund to banks if the reserve ratio exceeds 1.50%, but the FDIC has adopted the “designated reserve ratio” of 2.0% and has announced that any reimbursements from the fund are indefinitely suspended.

### Federal Home Loan Bank System

The Banks are a member of the Federal Home Loan Bank of Pittsburgh (the “FHLB”), which is one of 12 regional Federal Home Loan Banks. Each Federal Home Loan Bank serves as a reserve or central bank for its members within its assigned region. It is funded primarily from funds deposited by member institutions and proceeds from the sale of consolidated obligations of the Federal Home Loan Bank System. It makes loans to members (i.e., advances) in accordance with policies and procedures established by the board of directors of the Federal Home Loan Bank. At December 31, 2015, the Banks had \$118,929,000 in FHLB advances.

As a member, the Banks are required to purchase and maintain stock in the FHLB. The amount of required stock varies based on the FHLB products utilized by the Banks and the amount of the products utilized. At December 31, 2015, the Banks had \$8,323,600 in stock of the FHLB which was in compliance with this requirement.



Other Legislation

The Dodd-Frank Act was enacted on July 21, 2010 and significantly changed the bank regulatory structure and affected the lending, deposit, investment, trading and operating activities of financial institutions and their holding companies. The federal agencies are given significant discretion in drafting rules and regulations to implement the Dodd-Frank Act, and consequently, much of the impact of the Dodd-Frank Act may not be known for some time.

Certain provisions of the Dodd-Frank Act have already impacted the Company. For example, effective July 21, 2011, a provision of the Dodd-Frank Act eliminated the federal prohibitions on paying interest on demand deposits, thus allowing businesses to have interest bearing checking accounts. Depending on competitive responses, this significant change to existing law could have an adverse impact on the Company's interest expense. The Dodd-Frank Act also permanently increased the maximum amount of deposit insurance for banks, savings institutions and credit unions to \$250,000 per depositor, retroactive to January 1, 2008.

## Table of Contents

Bank and thrift holding companies with assets of less than \$15 billion as of December 31, 2009, such as the Company, will be permitted to include trust preferred securities that were issued before May 19, 2010, as Tier 1 capital; however, trust preferred securities issued by a bank or thrift holding company (other than those with assets of less than \$500 million) after May 19, 2010, will no longer count as Tier 1 capital. Trust preferred securities still will be entitled to be treated as Tier 2 capital.

The Dodd-Frank Act requires publicly traded companies to give shareholders a non-binding vote on executive compensation and so-called “golden parachute” arrangements, and may allow greater access by shareholders to the company’s proxy material by authorizing the SEC to promulgate rules that would allow shareholders to nominate their own candidates using a company’s proxy materials. The legislation also directs the FRB to promulgate rules prohibiting excessive compensation paid to bank holding company executives, regardless of whether the company is publicly traded.

The Dodd-Frank Act created a new Consumer Financial Protection Bureau with broad powers to supervise and enforce consumer protection laws. The Consumer Financial Protection Bureau has broad rule-making authority for a wide range of consumer protection laws that apply to all banks and savings institutions, including the authority to prohibit “unfair, deceptive or abusive” acts and practices. The Consumer Financial Protection Bureau has examination and enforcement authority over all banks and savings institutions with more than \$10 billion in assets. Banks and savings institutions with \$10 billion or less in assets such as the Banks will continue to be examined for compliance with the consumer laws by their primary bank regulators. The Dodd-Frank Act also weakens the federal preemption rules that have been applicable for national banks and federal savings associations, and gives state attorneys general the ability to enforce federal consumer protection laws.

It is difficult to predict at this time the specific impact the Dodd-Frank Act and the yet to be written implementing rules and regulations will have on community banks. Given the uncertainty associated with the manner in which the provisions of the Dodd-Frank Act will be implemented by the various regulatory agencies and through regulations, the full extent of the impact such requirements will have on financial institutions’ operations is presently unclear. The changes resulting from the Dodd-Frank Act may impact the profitability of our business activities, require changes to certain of our business practices, or otherwise adversely affect our business. These changes may also require us to invest significant management attention and resources to evaluate and make necessary changes in order to comply with new statutory and regulatory requirements.

The Sarbanes-Oxley Act of 2002 was enacted to enhance penalties for accounting and auditing improprieties at publicly traded companies and to protect investors by improving the accuracy and reliability of corporate disclosures under the federal securities laws. The Sarbanes-Oxley Act generally applies to all companies, including the Company, that file or are required to file periodic reports with the Securities and Exchange Commission under the Securities Exchange Act of 1934, or the Exchange Act. The legislation includes provisions, among other things, governing the services that can be provided by a public company’s independent auditors and the procedures for approving such services, requiring the chief executive officer and principal accounting officer to certify certain matters relating to the company’s periodic filings under the Exchange Act, requiring expedited filings of reports by insiders of their securities transactions and containing other provisions relating to insider conflicts of interest, increasing disclosure requirements relating to critical financial accounting policies and their application, increasing penalties for securities law violations, and creating a new public accounting oversight board, a regulatory body subject to SEC jurisdiction with broad powers to set auditing, quality control, and ethics standards for accounting firms. In response to the legislation, the national securities exchanges and NASDAQ have adopted new rules relating to certain matters, including the independence of members of a company’s audit committee as a condition to listing or continued listing.

Congress is often considering some financial industry legislation, and the federal banking agencies routinely propose new regulations. The Company cannot predict how any new legislation, or new rules adopted by federal or state

banking agencies, may affect the business of the Company and its subsidiaries in the future. Given that the financial industry remains under stress and severe scrutiny, and given that the U.S. economy has not yet fully recovered to pre-crisis levels of activity, the Company expects that there will be significant legislation and regulatory actions that may materially affect the banking industry for the foreseeable future.

#### Environmental Laws

Environmentally related hazards have become a source of high risk and potential liability for financial institutions relating to their loans. Environmentally contaminated properties owned by an institution's borrowers may result in a drastic reduction in the value of the collateral securing the institution's loans to such borrowers, high environmental clean up costs to the borrower affecting its ability to repay the loans, the subordination of any lien in favor of the institution to a state or federal lien securing clean up costs, and liability to the institution for clean up costs if it forecloses on the contaminated property or becomes involved in the management of the borrower. The Company is not aware of any borrower who is currently subject to any environmental investigation or clean up proceeding which is likely to have a material adverse effect on the financial condition or results of operations of the Company.

## Table of Contents

### Effect of Government Monetary Policies

The earnings of the Company are and will be affected by domestic economic conditions and the monetary and fiscal policies of the United States Government and its agencies. The monetary policies of the FRB have had, and will likely continue to have, an important impact on the operating results of commercial banks through its power to implement national monetary policy in order, among other things, to curb inflation or combat a recession. The FRB has a major effect upon the levels of bank loans, investments, and deposits through its open market operations in the United States Government securities and through its regulation of, among other things, the discount rate on borrowings by member banks and the reserve requirements against member bank deposits. It is not possible to predict the nature and impact of future changes in monetary and fiscal policies.

### DESCRIPTION OF THE BANKS

#### History and Business

JSSB was incorporated under the laws of the Commonwealth of Pennsylvania as a state bank in 1934 and became a wholly owned subsidiary of the Company on July 12, 1983.

As of December 31, 2015, JSSB had total assets of \$965,803,000; total shareholders' equity of \$82,364,000; and total deposits of \$722,657,000. JSSB's deposits are insured by the FDIC for the maximum amount provided under current law.

Luzerne was acquired by the Company on June 1, 2013. As of December 31, 2015, Luzerne had total assets of \$368,685,000; total shareholders' equity of \$44,762,000; and total deposits of \$310,036,000. Luzerne's deposits are insured by the FDIC for the maximum amount provided under current law.

The Banks engage in business as commercial banks, doing business at locations in Lycoming, Clinton, Centre, Montour, Union and Luzerne Counties, Pennsylvania. The Banks offer insurance, securities brokerage services, annuity and mutual fund investment products, and financial planning through the M Group.

Services offered by the Banks include accepting time, demand and savings deposits including Super NOW accounts, statement savings accounts, money market accounts, and fixed rate certificates of deposit. Their services also include making secured and unsecured business and consumer loans that include financing commercial transactions as well as construction and residential mortgage loans and revolving credit loans with overdraft protection.

The Banks' loan portfolio mix can be classified into three principal categories. These are commercial and agricultural, real estate, and consumer. Real estate loans can be further segmented into residential, commercial, and construction. Qualified borrowers are defined by our loan policy and our underwriting standards. Owner provided equity requirements range from 0% to 35%, depending on the collateral offered for the loan. Terms are generally restricted to 30 years or less with the exception of construction and land development, which are generally limited to one and five years, respectively. Real estate appraisals, property construction verifications, and site visitations comply with our loan policy and with industry regulatory standards.

Prospective residential mortgage customer's repayment ability is determined from information contained in the application and recent income tax returns, or other verified income sources. Emphasis is on credit, employment, income, and residency verification. Broad hazard insurance is always required and flood insurance where applicable. In the case of construction mortgages, builders risk insurance is requested.

Agricultural loans for the purchase or improvement of real estate must meet the Banks' real estate underwriting criteria. Agricultural loans made for the purchase of equipment are usually payable in five years, but never more than ten, depending upon the useful life of the purchased asset. Minimum borrower equity ranges from 0% to 35% depending on the purpose. Livestock financing criteria depends upon the nature of the operation. Agricultural loans are also made for crop production purposes. Such loans are structured to repay within the production cycle and not carried over into a subsequent year.

Commercial loans are made for the acquisition and improvement of real estate, purchase of equipment, and for working capital purposes on a seasonal or revolving basis. General purpose working capital loans are also available with repayment expected within one year. Equipment loans are generally amortized over three to ten years. Insurance coverage with the Banks as loss payee is required, especially in the case where the equipment is rolling stock. It is also a general policy to collateralize non-real estate loans with the asset purchased and, dependant upon loan terms, junior liens are filed on other available assets. Financial information required on all commercial mortgages includes the most current three years balance sheets and income statements and projections on income to be developed through the project. In the case of corporations and partnerships, the principals are often asked to personally guaranty the entity's debt.

## Table of Contents

Seasonal and revolving lines of credit are offered for working capital purposes. Collateral for such a loan may vary but often includes the pledge of inventory and/or receivables. Drawing availability is usually 50% of inventory and 80% of eligible receivables. Eligible receivables are defined as invoices less than 90 days delinquent. Exclusive reliance is very seldom placed on such collateral; therefore, other lienable assets are also taken into the collateral pool. Where reliance is placed on inventory and accounts receivable, the applicant must provide financial information including agings on a specified basis. In addition, the guaranty of the principals is usually obtained.

Letter of credit availability is usually limited to standby or performance letters of credit where the customer is well known to the Banks. The credit criteria is the same as that utilized in making a direct loan. Collateral is obtained in most cases.

Consumer loan products include residential mortgages, home equity loans and lines, automobile financing, personal loans and lines of credit, overdraft and check lines. Our policy includes standards used in the industry on debt service ratios and terms are consistent with prudent underwriting standards and the use of proceeds. Verifications are made of employment and residency, along with credit history.

Second mortgages are confined to equity borrowing and home improvements. Terms are generally fifteen years or less. Loan to collateral value criteria is 90% or less and verifications are made to determine values. Automobile financing is generally restricted to five years and done on a direct basis. The Banks, as a practice, do not floor plan and therefore do not discount dealer paper. Small loan requests are to accommodate personal needs such as debt consolidation or the purchase of small appliances. Overdraft check lines are usually limited to \$5,000 or less.

The Banks' investment portfolios are analyzed and priced on a monthly basis. Investments are made in U.S. Treasuries, U.S. Agency issues, bank qualified tax-exempt municipal bonds, taxable municipal bonds, corporate bonds, and corporate stocks which consist of Pennsylvania bank stocks. Bonds with BAA or better ratings are used, unless a local issue is purchased that has a lesser or no rating. Factors taken into consideration when investments are purchased include liquidity, the Company's tax position, tax equivalent yield, third party investment ratings, and the policies of the Asset/Liability Committee.

The banking environment in Lycoming, Clinton, Centre, Montour, Union and Luzerne Counties, Pennsylvania is highly competitive. The Banks operate twenty-three full service offices in these markets and compete for loans and deposits with numerous commercial banks, savings and loan associations, and other financial institutions. The economic base of the region is developed around small business, health care, educational facilities (college and public schools), light manufacturing industries, and agriculture.

The Banks have a relatively stable deposit base and no material amount of deposits is obtained from a single depositor or group of depositors, excluding public entities that account for approximately 15% of total deposits. Although the Banks have regular opportunities to bid on pools of funds of \$100,000 or more in the hands of municipalities, hospitals, and others, it does not rely on these monies to fund loans or intermediate or longer-term investments.

The Banks have not experienced any significant seasonal fluctuations in the amount of deposits. The Banks have experienced an outflow of deposits related to municipalities and school districts due to the ongoing Commonwealth of Pennsylvania budget impasse.

## Supervision and Regulation

As referenced elsewhere, the banking business is highly regulated, and the Banks are only able to engage in business activities, and to provide products and services, that are permitted by applicable law and regulation. In addition, the

earnings of the Banks are affected by the policies of regulatory authorities including the FDIC and the FRB. An important function of the FRB is to regulate the money supply and interest rates. Among the instruments used to implement these objectives are open market operations in U.S. Government Securities, changes in reserve requirements against member bank deposits, and limitations on interest rates that member banks may pay on time and savings deposits. These instruments are used in varying combinations to influence overall growth and distribution of bank loans, and their use may also affect interest rates charged on loans or paid for deposits.

The policies and regulations of the FRB have had and will probably continue to have a significant effect on the Banks' deposits, loans and investment growth, as well as the rate of interest earned and paid, and are expected to affect the Banks' operation in the future. The effect of such policies and regulations upon the future business and earnings of the Banks cannot accurately be predicted.

#### ITEM 1A RISK FACTORS

The following sets forth several risk factors that may affect the Company's financial condition or results of operations.

8

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Changes in interest rates could reduce our income, cash flows and asset values.

Our income and cash flows and the value of our assets depend to a great extent on the difference between the interest rates we earn on interest-earning assets, such as loans and investment securities, and the interest rates we pay on interest-bearing liabilities such as deposits and borrowings. These rates are highly sensitive to many factors which are beyond our control, including general economic conditions and policies of various governmental and regulatory agencies and, in particular, the Board of Governors of the Federal Reserve System. Changes in monetary policy, including changes in interest rates, will influence not only the interest we receive on our loans and investment securities and the amount of interest we pay on deposits and borrowings but will also affect our ability to originate loans and obtain deposits and the value of our investment portfolio. If the rate of interest we pay on our deposits and other borrowings increases more than the rate of interest we earn on our loans and other investments, our net interest income, and therefore our earnings, could be adversely affected. Our earnings also could be adversely affected if the rates on our loans and other investments fall more quickly than those on our deposits and other borrowings.

Economic conditions either nationally or locally in areas in which our operations are concentrated may adversely affect our business.

Deterioration in local, regional, national, or global economic conditions could cause us to experience a reduction in deposits and new loans, an increase in the number of borrowers who default on their loans, and a reduction in the value of the collateral securing their loans, all of which could adversely affect our performance and financial condition. Unlike larger banks that are more geographically diversified, we provide banking and financial services locally. Therefore, we are particularly vulnerable to adverse local economic conditions.

Our financial condition and results of operations would be adversely affected if our allowance for loan losses is not sufficient to absorb actual losses or if we are required to increase our allowance.

Despite our underwriting criteria, we may experience loan delinquencies and losses. In order to absorb losses associated with nonperforming loans, we maintain an allowance for loan losses based on, among other things, historical experience, an evaluation of economic conditions, and regular reviews of delinquencies and loan portfolio quality. Determination of the allowance inherently involves a high degree of subjectivity and requires us to make significant estimates of current credit risks and future trends, all of which may undergo material changes. At any time there are likely to be loans in our portfolio that will result in losses but that have not been identified as nonperforming or potential problem credits. We cannot be sure that we will be able to identify deteriorating credits before they become nonperforming assets or that we will be able to limit losses on those loans that are identified. We may be required to increase our allowance for loan losses for any of several reasons. Federal regulators, in reviewing our loan portfolio as part of a regulatory examination, may request that we increase our allowance for loan losses. Changes in economic conditions affecting borrowers, new information regarding existing loans, identification of additional problem loans and other factors, both within and outside of our control, may require an increase in our allowance. In addition, if charge-offs in future periods exceed our allowance for loan losses, we will need additional increases in our allowance for loan losses. Any increases in our allowance for loan losses will result in a decrease in our net income and, possibly, our capital, and may materially affect our results of operations in the period in which the allowance is increased.

Many of our loans are secured, in whole or in part, with real estate collateral which is subject to declines in value.

In addition to considering the financial strength and cash flow characteristics of a borrower, we often secure our loans with real estate collateral. Real estate values and the real estate market are generally affected by, among other things, changes in local, regional or national economic conditions, fluctuations in interest rates and the availability of loans to potential purchasers, changes in tax laws and other governmental statutes, regulations and policies, and acts of nature.



The real estate collateral provides an alternate source of repayment in the event of default by the borrower. If real estate prices in our markets decline, the value of the real estate collateral securing our loans could be reduced. If we are required to liquidate real estate collateral securing loans during a period of reduced real estate values to satisfy the debt, our earnings and capital could be adversely affected.

Our information systems may experience an interruption or breach in security.

We rely heavily on communications and information systems to conduct our business. Any failure, interruption or breach in security of these systems could result in failures or disruptions in our customer-relationship management, general ledger, deposit, loan and other systems. While we have policies and procedures designed to prevent or limit the effect of the failure, interruption or security breach of our information systems, there can be no assurance that any such failures, interruptions or security breaches will not occur; or, if they do occur, that they will be adequately addressed. The occurrence of any failures, interruptions or security breaches of our information systems could damage our reputation, result in a loss of customer business, subject us to additional

regulatory scrutiny or expose us to civil litigation and possible financial liability; any of which could have a material adverse effect on our financial condition and results of operations.

We face the risk of cyber-attack to our computer systems.

Our computer systems, software and networks have been and will continue to be vulnerable to unauthorized access, loss or destruction of data (including confidential client information), account takeovers, unavailability of service, computer viruses or other malicious code, cyber-attacks and other events. These threats may derive from human error, fraud or malice on the part of employees or third parties, or may result from accidental technological failure. If one or more of these events occurs, it could result in the disclosure of confidential client information, damage to our reputation with our clients and the market, additional costs to us (such as repairing systems or adding new personnel or protection technologies), regulatory penalties and financial losses, to both us and our clients and customers. Such events could also cause interruptions or malfunctions in our operations (such as the lack of availability of our online banking system), as well as the operations of our clients, customers or other third parties. Although we maintain safeguards to protect against these risks, there can be no assurance that we will not suffer losses in the future that may be material in amount.

Competition may decrease our growth or profits.

We face substantial competition in all phases of our operations from a variety of different competitors, including commercial banks, savings and loan associations, mutual savings banks, credit unions, consumer finance companies, factoring companies, leasing companies, insurance companies, and money market mutual funds. There is very strong competition among financial services providers in our principal service area. Our competitors may have greater resources, higher lending limits, or larger branch systems than we do. Accordingly, they may be able to offer a broader range of products and services as well as better pricing for those products and services than we can.

In addition, some of the financial services organizations with which we compete are not subject to the same degree of regulation as is imposed on federally insured financial institutions. As a result, those non-bank competitors may be able to access funding and provide various services more easily or at less cost than we can, adversely affecting our ability to compete effectively.

The value of certain investment securities is volatile and future declines or other-than-temporary impairments could materially adversely affect our future earnings and regulatory capital.

Continued volatility in the market value for certain of our investment securities, whether caused by changes in market perceptions of credit risk, as reflected in the expected market yield of the security, or actual defaults in the portfolio could result in significant fluctuations in the value of the securities. This could have a material adverse impact on our accumulated other comprehensive income/loss and shareholders' equity depending on the direction of the fluctuations. Furthermore, future downgrades or defaults in these securities could result in future classifications of investment securities as other than temporarily impaired. This could have a material impact on our future earnings.

We may be adversely affected by government regulation.

The banking industry is heavily regulated. Banking regulations are primarily intended to protect the federal deposit insurance funds and depositors, not shareholders. Changes in the laws, regulations, and regulatory practices affecting the banking industry may increase our costs of doing business or otherwise adversely affect us and create competitive advantages for others. Regulations affecting banks and financial services companies undergo continuous change, and we cannot predict the ultimate effect of these changes, which could have a material adverse effect on our profitability or financial condition.

In response to the financial crisis that commenced in 2008, Congress has taken actions that are intended to strengthen confidence and encourage liquidity in financial institutions, and the FDIC has taken actions to increase insurance coverage on deposit accounts. The Dodd-Frank Act provides for the creation of a consumer protection division at the Board of Governors of the Federal Reserve System that will have broad authority to issue regulations governing the services and products we provide consumers. This additional regulation could increase our compliance costs and otherwise adversely impact our operations. That legislation also contains provisions that, over time, could result in higher regulatory capital requirements (including through the implementation of the capital standards of Basel III) and loan loss provisions for the Banks, and may increase interest expense due to the ability granted in July 2011 to pay interest on all demand deposits. In addition, there have been proposals made by members of Congress and others that would reduce the amount delinquent borrowers are otherwise contractually obligated to pay under their mortgage loans and limit an institution's ability to foreclose on mortgage collateral. These proposals could result in credit losses or increased expense in pursuing our remedies as a creditor. Recent regulatory changes impose limits on our ability to charge overdraft fees, which may decrease our non-interest income as compared to more recent prior periods.

The potential exists for additional federal or state laws and regulations, or changes in policy, affecting many aspects of our operations, including capital levels, lending and funding practices, and liquidity standards. New laws and regulations may increase our costs of regulatory compliance and of doing business and otherwise affect our operations, and may significantly affect the markets in which we do business, the markets for and value of our loans and investments, the fees we can charge and our ongoing operations, costs and profitability.

We rely on our management and other key personnel, and the loss of any of them may adversely affect our operations.

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

Environmental liability associated with lending activities could result in losses.

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

Failure to implement new technologies in our operations may adversely affect our growth or profits.

The market for financial services, including banking services and consumer finance services is increasingly affected by advances in technology, including developments in telecommunications, data processing, computers, automation, Internet-based banking, and telebanking. Our ability to compete successfully in our markets may depend on the extent to which we are able to exploit such technological changes. However, we can provide no assurance that we will be able to properly or timely anticipate or implement such technologies or properly train our staff to use such technologies. Any failure to adapt to new technologies could adversely affect our business, financial condition, or operating results.

An investment in our common stock is not an insured deposit.

Our common stock is not a bank deposit and, therefore, is not insured against loss by the FDIC, any other deposit insurance fund, or by any other public or private entity. Investment in our common stock is subject to the same market forces that affect the price of common stock in any company.

#### ITEM 1B UNRESOLVED STAFF COMMENTS

None.

#### ITEM 2 PROPERTIES

The Company owns and leases its properties. Listed herewith are the locations of properties owned or leased as of December 31, 2015, in which the banking offices are located; all properties are in good condition and adequate for the Company's purposes:

11

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Table of Contents

## Jersey Shore State Bank &amp; Subsidiaries

Office	Address	Ownership
Main Street	115 South Main Street, PO Box 5098 Jersey Shore, Pennsylvania 17740	Owned
Bridge Street	112 Bridge Street Jersey Shore, Pennsylvania 17740	Owned
DuBoistown	2675 Euclid Avenue Williamsport, Pennsylvania 17702	Owned
Williamsport	300 Market Street P.O. Box 967 Williamsport, Pennsylvania 17703-0967	Owned
Montgomery	9094 Rt. 405 Highway Montgomery, Pennsylvania 17752	Owned
Lock Haven	4 West Main Street Lock Haven, Pennsylvania 17745	Owned
Mill Hall	(Inside Wal-Mart), 173 Hogan Boulevard Mill Hall, Pennsylvania 17751	Under Lease
Spring Mills	3635 Penns Valley Road, P.O. Box 66 Spring Mills, Pennsylvania 16875	Under Lease
Centre Hall	2842 Earlstown Road Centre Hall, Pennsylvania 16828	Land Under Lease
Zion	100 Cobblestone Road Bellefonte, Pennsylvania 16823	Under Lease
State College	2050 North Atherton Street State College, Pennsylvania 16803	Land Under Lease
Montoursville	820 Broad Street Montoursville, Pennsylvania 17754	Under Lease
Danville	606 Continental Boulevard Danville, Pennsylvania 17821	Under Lease
Loyalsock	1720 East Third Street Williamsport, PA 17701	Owned
Lewisburg	550 North Derr Drive Lewisburg, PA 17837	Land Under Lease
The M Group, Inc.	705 Washington Boulevard	Under Lease

D/B/A The Comprehensive Financial  
Group

Williamsport, Pennsylvania 17701

12

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Table of Contents

Luzerne Bank Office	Address	Ownership
Dallas	509 Main Road Memorial Highway Dallas, PA 18612	Owned
Lake	Corners of Rt. 118 & 415 Dallas, PA 18612	Owned
Hazle Twp.	10 Dessen Drive Hazle Twp., PA 18202	Owned
Luzerne	118 Main Street Luzerne, PA 18709	Owned
Plains	1077 Hwy. 315 Wilkes Barre, PA 18702	Under Lease
Swoyersville	801 Main Street Swoyersville, PA 18704	Owned
Wilkes-Barre	67 Public Square Wilkes-Barre, PA 18701	Under Lease
Wyoming	324 Wyoming Ave. Wyoming, PA 18644	Owned

## ITEM 3 LEGAL PROCEEDINGS

The Company is subject to lawsuits and claims arising out of its business in the ordinary course. In the opinion of management, after review and consultation with counsel, there are no legal proceedings currently pending or threatened that are reasonably likely to have a material adverse effect on the consolidated financial position or results of operations of the Company.

## ITEM 4 MINE SAFETY DISCLOSURES

Not applicable.

## PART II

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

The Company's common stock is listed on the NASDAQ Global Select Market under the symbol "PWOD". The following table sets forth (1) the quarterly high and low closing sale prices for a share of the Company's Common Stock during the periods indicated, and (2) quarterly dividends on a share of the common stock with respect to each quarter since January 1, 2013.





Table of Contents

	Price Range		Dividends Declared
	High	Low	
2015			
First quarter	\$48.91	\$44.41	\$0.47
Second quarter	48.28	41.84	0.47
Third quarter	44.56	40.41	0.47
Fourth quarter	45.28	40.47	0.47
2014			
First quarter	\$50.95	\$43.19	\$0.47
Second quarter	48.37	43.21	0.47
Third quarter	48.79	42.25	0.47
Fourth quarter	49.26	42.18	0.47
2013			
First quarter	\$41.45	\$38.50	\$0.72
Second quarter	41.86	39.44	0.47
Third quarter	49.89	42.76	0.47
Fourth quarter	53.99	47.03	0.47

The Company has paid dividends since the effective date of its formation as a bank holding company. It is the present intention of the Company's board of directors to continue the dividend payment policy; however, further dividends must necessarily depend upon earnings, financial condition, appropriate legal restrictions, and other factors relevant at the time the board of directors of the Company considers dividend policy. Cash available for dividend distributions to shareholders of the Company primarily comes from dividends paid by Jersey Shore State Bank and Luzerne Bank to the Company. Therefore, the restrictions on the Banks' dividend payments are directly applicable to the Company. See also the information appearing in Note 20 to "Notes to Consolidated Financial Statements" for additional information related to dividend restrictions.

Under the Pennsylvania Business Corporation Law of 1988 a corporation may not pay a dividend, if after giving effect thereto, the corporation would be unable to pay its debts as they become due in the usual course of business and after giving effect thereto the total assets of the corporation would be less than the sum of its total liabilities plus the amount that would be needed, if the corporation were to be dissolved at the time of the distribution, to satisfy the preferential rights upon dissolution of the shareholders whose preferential rights are superior to those receiving the dividend.

As of March 1, 2016, the Company had approximately 1,373 shareholders of record.

Following is a schedule of the shares of the Company's common stock purchased by the Company during the fourth quarter of 2015.

Period	Total Number of Shares (or Units) Purchased	Average Price Paid per Share (or Units) Purchased	Total Number of Shares (or Units) Purchased as Part of Publicly Announced Plans or Programs	Maximum Number (or Approximate Dollar Value) of Shares (or Units) that May Yet Be Purchased Under the Plans or Programs
Month #1 (October 1 - October 31, 2015)	3,708	\$41.13	3,708	404,744
Month #2 (November 1 - November 30, 2015)	—	—	—	404,744
Month #3 (December 1 - December 31, 2015)	—	—	—	404,744

Set forth below is a line graph comparing the yearly dollar changes in the cumulative shareholder return on the Company's common stock against the cumulative total return of the S&P 500 Stock Index, NASDAQ Bank Index,

NASDAQ Composite, and Russell 2000 for the period of five fiscal years assuming the investment of \$100.00 on December 31, 2010 and assuming the reinvestment of dividends. The shareholder return shown on the graph below is not necessarily indicative of future performance.

Table of Contents

Index	Period Ending					
	12/31/2010	12/31/2011	12/31/2012	12/31/2013	12/31/2014	12/31/2015
Penns Woods Bancorp, Inc.	100.00	102.50	103.81	148.52	149.43	134.47
S&P 500	100.00	102.11	118.45	156.82	178.28	180.75
NASDAQ Composite	100.00	99.21	116.82	163.75	188.03	201.40
NASDAQ Bank	100.00	89.50	106.23	150.55	162.35	171.92
Russell 2000	100.00	95.82	111.49	154.78	162.35	155.18

Table of Contents

## ITEM 6 SELECTED FINANCIAL DATA

The following table sets forth certain financial data for each of the years in the five-year period ended December 31, 2015:

(In Thousands, Except Per Share Data Amounts)	2015	2014	2013	2012	2011	
<b>Consolidated Statement of Income Data:</b>						
Interest income	\$46,124	\$45,606	\$43,299	\$37,107	\$36,376	
Interest expense	5,219	4,962	5,264	6,211	7,656	
Net interest income	40,905	40,644	38,035	30,896	28,720	
Provision for loan losses	2,300	2,850	2,275	2,525	2,700	
Net interest income after provision for loan losses	38,605	37,794	35,760	28,371	26,020	
Non-interest income	12,765	14,508	12,042	10,100	8,219	
Non-interest expense	33,736	33,890	30,267	22,023	19,964	
Income before income tax provision	17,634	18,412	17,535	16,448	14,275	
Income tax provision	3,736	3,804	3,451	2,598	1,913	
Net income	\$13,898	\$14,608	\$14,084	\$13,850	\$12,362	
<b>Consolidated Balance Sheet at End of Period:</b>						
Total assets	\$1,320,057	\$1,245,011	\$1,211,995	\$856,535	\$763,953	
Loans	1,045,207	915,579	818,344	512,232	435,959	
Allowance for loan losses	(12,044 )	(10,579 )	(10,144 )	(7,617 )	(7,154 )	
Deposits	1,031,880	981,419	973,002	642,026	581,664	
Long-term debt	91,025	71,176	71,202	76,278	61,278	
Shareholders' equity	136,279	135,967	127,815	93,726	80,460	
<b>Per Share Data:</b>						
Earnings per share - basic	\$2.91	\$3.03	\$3.19	\$3.61	\$3.22	
Earnings per share - diluted	2.91	3.03	3.19	3.61	3.22	
Cash dividends declared	1.88	1.88	2.13	1.88	1.84	
Book value	28.71	28.30	26.52	24.42	20.97	
Number of shares outstanding, at end of period	4,747,132	4,804,815	4,819,333	3,838,516	3,837,081	
Weighted average number of shares outstanding - basic and diluted	4,772,239	4,816,149	4,410,626	3,837,751	3,836,036	
<b>Selected Financial Ratios:</b>						
Return on average shareholders' equity	10.11	% 10.79	% 12.36	% 15.36	% 16.60	%
Return on average total assets	1.08	% 1.19	% 1.32	% 1.70	% 1.69	%
Net interest margin	3.61	% 3.81	% 4.13	% 4.45	% 4.70	%
Dividend payout ratio	64.52	% 61.99	% 67.88	% 52.08	% 57.10	%
Average shareholders' equity to average total assets	10.68	% 11.05	% 10.70	% 11.04	% 10.18	%
Loans to deposits, at end of period	101.29	% 93.29	% 84.11	% 79.78	% 74.95	%

Table of Contents

## ITEM 7 MANAGEMENT'S DISCUSSION AND ANALYSIS OF FINANCIAL CONDITION AND RESULTS OF OPERATION

## RESULTS OF OPERATIONS

## NET INTEREST INCOME

Net interest income is determined by calculating the difference between the yields earned on interest-earning assets and the rates paid on interest-bearing liabilities. To compare the tax-exempt asset yields to taxable yields, amounts are adjusted to taxable equivalents based on the marginal corporate federal tax rate of 34%. The tax equivalent adjustments to net interest income for 2015, 2014, and 2013 were \$2,011,000, \$2,219,000, and \$2,730,000, respectively.

## 2015 vs. 2014

Reported net interest income increased \$261,000 to \$40,905,000 for the year ended December 31, 2015 compared to the year ended December 31, 2014, as the yield on earning assets decreased to 4.04% from 4.25% offsetting the growth in the earning asset portfolio. On a tax equivalent basis, the change in net interest income was an increase of \$53,000 to \$42,916,000 for the year ended December 31, 2015 compared to the year ended December 31, 2014. Total interest income increased \$518,000 as the impact of growth in the average balance of the loan portfolio was limited by a decline in the average balance of the investment portfolio as the portfolio is actively managed to reduce interest rate and market risk. Interest income growth was also limited by the portfolio yields caused by the prolonged low interest rate cycle enacted by the Federal Open Markets Committee ("FOMC"). Interest income on a tax equivalent basis recognized on the loan portfolio increased \$2,770,000 due to a \$117,317,000 increase in the average balance in the loan portfolio which was partially offset by interest rates repricing downward. Interest and dividend income generated from the investment portfolio on a tax equivalent basis decreased \$2,440,000 due to a \$46,232,000 decrease in the average balance in the investment portfolio and a 23 basis point ("bp") reduction in the average rate. The decrease in the portfolio was driven by a strategic plan that started in 2014 to sell off long-term municipal bonds with a maturity date of 2025 or later and securities with a call date within the next five years, in order to reduce interest rate risk and market risk.

Interest expense increased \$257,000 to \$5,219,000 for the year ended December 31, 2015 compared to 2014. The increase in interest expense was driven by growth in total deposits and borrowings that funded the earning asset portfolio growth. The impact of the growth in interest-bearing liabilities was limited by minimal increase of 1 bp in cost of funds. The average rate paid on time deposits increased 13 bp as efforts were undertaken to lengthen the time deposit portfolio in preparation for a rising rate environment.

## 2014 vs. 2013

Reported net interest income increased \$2,609,000 or 6.86% to \$40,644,000 for the year ended December 31, 2014 compared to the year ended December 31, 2013, although the yield on earning assets decreased to 4.25% from 4.66%. On a tax equivalent basis, the change in net interest income was an increase of \$2,098,000 or 5.15% to \$42,863,000 for the year ended December 31, 2014 compared to the year ended December 31, 2013. Total interest income increased \$2,307,000 as the impact of growth in the average balance of the loan portfolio was offset by a decline in the average balance of the investment portfolio and in the portfolio yields caused by the prolonged low interest rate cycle enacted by the Federal Open Markets Committee ("FOMC"). Interest income on a tax equivalent basis recognized on the loan portfolio increased \$4,223,000 due to a \$170,929,000 increase in the average balance in the loan portfolio which was partially offset by interest rates repricing downward. Interest and dividend income generated from the investment portfolio on a tax equivalent basis decreased \$2,441,000 due to a \$36,794,000 decrease in the average

balance in the investment portfolio and a 30 basis point ("bp") reduction in the average rate. The decrease in the portfolio was driven by a strategic plan to sell off long-term municipal bonds with a maturity date of 2025 or later and securities with a call date within the next five years, in order to reduce interest rate risk and market risk.

Interest expense decreased \$302,000 to \$4,962,000 for the year ended December 31, 2014 compared to 2013. Leading the decrease in interest expense was a decline of 7.02% or \$226,000 related to deposits. The FOMC actions noted previously together with a strategic focus on core deposits led to a 8 bp decline in the rate paid on interest-bearing deposits from 0.48% for the year ended December 31, 2013 to 0.40% for the year ended December 31, 2014. The overall growth in average deposit balances of \$91,174,000 coupled with the decrease in the average investment portfolio were the primary funding source for the growth in the average loans of \$170,929,000.

Table of Contents

## AVERAGE BALANCES AND INTEREST RATES

The following tables set forth certain information relating to the Company's average balance sheet and reflect the average yield on assets and average cost of liabilities for the periods indicated and the average yields earned and rates paid. Such yields and costs are derived by dividing income or expense by the average balance of assets or liabilities, respectively, for the periods presented.

(In Thousands)	2015		2014		2013					
	Average Balance	Interest	Average Rate	Average Balance	Interest	Average Rate	Average Balance	Interest	Average Rate	
Assets:										
Tax-exempt loans	\$43,395	\$1,679	3.87 %	\$29,461	\$1,295	4.40 %	\$24,934	\$1,056	4.24 %	
All other loans	932,179	38,026	4.08 %	828,796	35,640	4.30 %	662,394	31,656	4.78 %	
Total loans	975,574	39,705	4.07 %	858,257	36,935	4.30 %	687,328	32,712	4.76 %	
Fed funds sold	—	—	— %	170	—	— %	226	—	— %	
Taxable securities	127,052	4,183	3.29 %	161,889	5,626	3.48 %	176,674	6,326	3.58 %	
Tax-exempt securities	83,293	4,235	5.08 %	94,688	5,232	5.53 %	116,697	6,973	5.98 %	
Total securities	210,345	8,418	4.00 %	256,577	10,858	4.23 %	293,371	13,299	4.53 %	
Interest-bearing deposits	4,238	12	0.28 %	9,318	32	0.34 %	6,946	18	0.26 %	
Total interest-earning assets	1,190,157	48,135	4.04 %	1,124,322	47,825	4.25 %	987,871	46,029	4.66 %	
Other assets	97,103			100,983			76,593			
Total assets	\$1,287,260			\$1,225,305			\$1,064,464			
Liabilities and shareholders' equity:										
Savings	\$143,055	56	0.04 %	\$140,575	81	0.06 %	\$118,125	140	0.12 %	
Super Now deposits	187,396	491	0.26 %	182,229	583	0.32 %	154,131	687	0.45 %	
Money market deposits	207,252	554	0.27 %	210,066	561	0.27 %	183,460	548	0.30 %	
Time deposits	220,360	2,028	0.92 %	223,537	1,770	0.79 %	209,517	1,846	0.88 %	
Total interest-bearing deposits	758,063	3,129	0.41 %	756,407	2,995	0.40 %	665,233	3,221	0.48 %	
Short-term borrowings	38,909	116	0.30 %	22,342	54	0.24 %	22,281	81	0.38 %	
Long-term borrowings	84,721	1,974	2.30 %	71,195	1,913	2.65 %	72,140	1,962	2.68 %	



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Total borrowings	123,630	2,090	1.67 %	93,537	1,967	2.07 %	94,421	2,043	2.14 %
Total interest-bearing liabilities	881,693	5,219	0.59 %	849,944	4,962	0.58 %	759,654	5,264	0.69 %
Demand deposits	251,029			225,981			174,909		
Other liabilities	17,047			13,933			15,962		
Shareholders' equity	137,491			135,447			113,939		
Total liabilities and shareholders' equity	\$1,287,260			\$1,225,305			\$1,064,464		
Interest rate spread			3.45 %			3.67 %			3.97 %
Net interest income/margin		\$42,916	3.61 %		\$42,863	3.81 %		\$40,765	4.13 %

· Fees on loans are included with interest on loans as follows: 2015 - \$422,000; 2014 - \$487,000; 2013 - \$610,000.

· Information in this table has been calculated using average daily balance sheets to obtain average balances.

· Nonaccrual loans have been included with loans for the purpose of analyzing net interest earnings.

· Income and rates on a fully taxable equivalent basis include an adjustment for the difference between annual income from tax-exempt obligations and the taxable equivalent of such income at the standard 34% tax rate.

Table of Contents

## Reconciliation of Taxable Equivalent Net Interest Income

(In Thousands)	2015	2014	2013
Total interest income	\$46,124	\$45,606	\$43,299
Total interest expense	5,219	4,962	5,264
Net interest income	40,905	40,644	38,035
Tax equivalent adjustment	2,011	2,219	2,730
Net interest income (fully taxable equivalent)	\$42,916	\$42,863	\$40,765

## Rate/Volume Analysis

The table below sets forth certain information regarding changes in our interest income and interest expense for the periods indicated. For interest-earning assets and interest-bearing liabilities, information is provided on changes attributable to (i) changes in volume (changes in average volume multiplied by old rate) and (ii) changes in rates (changes in rate multiplied by old average volume). Increases and decreases due to both interest rate and volume, which cannot be separated, have been allocated proportionally to the change due to volume and the change due to interest rate. Income and interest rates are on a taxable equivalent basis.

(In Thousands)	Year Ended December 31, 2015 vs. 2014			2014 vs. 2013		
	Increase (Decrease) Due To Volume	Rate	Net	Increase (Decrease) Due To Volume	Rate	Net
Interest income:						
Loans, tax-exempt	\$555	\$(171)	) \$384	\$197	\$42	) \$239
Loans	4,278	(1,892)	) 2,386	5,099	(1,115)	) 3,984
Fed funds sold	—	—	—	—	—	—
Taxable investment securities	(1,151)	) (292)	) (1,443)	) (524)	) (176)	) (700)
Tax-exempt investment securities	(595)	) (402)	) (997)	) (1,246)	) (495)	) (1,741)
Interest-bearing deposits	(22)	) 3	(19)	) 3	11	14
Total interest-earning assets	3,065	(2,754)	) 311	3,529	(1,733)	) 1,796
Interest expense:						
Savings deposits	—	(2)	) (2)	) 3	(62)	) (59)
Super Now deposits	17	(109)	) (92)	) 37	(141)	) (104)
Money market deposits	(7)	) —	(7)	) 141	(128)	) 13
Time deposits	(27)	) 285	258	45	(121)	) (76)
Short-term borrowings	47	15	62	—	(27)	) (27)
Long-term borrowings	330	(269)	) 61	(27)	) (22)	) (49)
Total interest-bearing liabilities	360	(80)	) 280	199	(501)	) (302)
Change in net interest income	\$2,705	\$(2,674)	) \$31	\$3,330	\$(1,232)	) \$2,098

## PROVISION FOR LOAN LOSSES

## 2015 vs 2014

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

aggressive program of problem loan identification and resolution.

The allowance is calculated by applying loss factors to outstanding loans by type, excluding loans for which a specific allowance has been determined. Loss factors are based on management's consideration of the nature of the portfolio segments, changes in

19

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## Table of Contents

mix and volume of the loan portfolio, and historical loan loss experience. In addition, management considers industry standards and trends with respect to nonperforming loans and its knowledge and experience with specific lending segments.

Although management believes that it uses the best information available to make such determinations and that the allowance for loan losses is adequate at December 31, 2015, future adjustments could be necessary if circumstances or economic conditions differ substantially from the assumptions used in making the initial determinations. A downturn in the local economy or employment and delays in receiving financial information from borrowers could result in increased levels of nonperforming assets and charge-offs, increased loan loss provisions and reductions in interest income. Additionally, as an integral part of the examination process, bank regulatory agencies periodically review the Banks' loan loss allowance adequacy. The banking regulators could require the recognition of additions to the loan loss allowance based on their judgment of information available to them at the time of their examination.

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

The allowance for loan losses increased from \$10,579,000 at December 31, 2014 to \$12,044,000 at December 31, 2015. At December 31, 2015, the allowance for loan losses was 1.15% of total loans compared to 1.16% of total loans at December 31, 2014.

The provision for loan losses totaled \$2,300,000 for the year ended December 31, 2015 compared to \$2,850,000 for the year ended December 31, 2014. The decrease in the provision was appropriate when considering the gross loan growth offset by the \$2,802,000 or 22.88% decrease in non-performing loans and level of net charge-offs. Net charge-offs of \$835,000 represented 0.09% of average loans for the year ended December 31, 2015 compared to net charge-offs of \$2,451,000 or 0.28% of average loans for the year ended December 31, 2014. The growth in the loan portfolio was driven by home equity product growth which historically is a lower risk product than commercial loans and requires a lower allowance for loan losses. The decrease in nonperforming loans is primarily the result of the payoff of a large commercial real estate loan and the resolution of several smaller commercial real estate loans. The majority of the nonperforming loans are centered on several loans that are either in a secured position and have sureties with a strong underlying financial position and/or a specific allowance within the allowance for loan losses. Internal loan review and analysis, coupled with the ratios noted previously, dictated a decrease in the provision for loan losses. Utilizing both internal and external resources, as noted, senior management has concluded that the allowance for loan losses remains at a level adequate to provide for probable losses inherent in the loan portfolio.

### 2014 vs 2013

The allowance for loan losses increased from \$10,144,000 at December 31, 2013 to \$10,579,000 at December 31, 2014. At December 31, 2014, the allowance for loan losses was 1.16% of total loans compared to 1.24% of total loans at December 31, 2013.

The provision for loan losses totaled \$2,850,000 for the year ended December 31, 2014 compared to \$2,275,000 for the year ended December 31, 2013. The increase in the provision was appropriate when considering the gross loan growth, the increase in the special mention or substandard rated loans, and charge-offs. Net charge-offs of \$2,415,000 represented 0.28% of average loans for the year ended December 31, 2014 compared to net recoveries of \$251,000 or 0.04% of average loans for the year ended December 31, 2013. In addition, nonperforming loans increased \$2,570,000 to \$12,248,000 at December 31, 2014 compared to December 31, 2013, which is primarily the result of certain commercial loans becoming non-performing. The majority of the nonperforming loans are in a secured position and have sureties with a strong underlying financial position and/or a specific allowance within the allowance for loan losses. Internal loan review and analysis, coupled with the ratios noted previously, dictated an increase in the

provision for loan losses. Utilizing both internal and external resources, as noted, senior management has concluded that the allowance for loan losses remains at a level adequate to provide for probable losses inherent in the loan portfolio.

#### NON-INTEREST INCOME

2015 vs. 2014

Total non-interest income decreased \$1,743,000 from the year ended December 31, 2014 to December 31, 2015. Excluding net security gains, non-interest income decreased \$798,000 year over year. Service charges decreased slightly due to decreased level of overdraft income. Bank owned life insurance income decreased as a gain on death benefit was recognized in 2014. Insurance commissions and brokerage commissions decreased due to a shift in product mix and a decreased level of commissions received

20

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Table of Contents

on each sale. Gain on sale of loans decreased due to product mix. The decrease in other income was primarily from a decreased level of debit card income.

(In Thousands)	2015		2014		Change		
	Amount	% Total	Amount	% Total	Amount	%	%
Service charges	\$2,383	18.67	% \$2,419	16.67	% \$(36)	(1.49)	)%
Net securities gains, available for sale	2,592	20.31	3,515	24.23	(923)	(26.26)	)
Net securities losses, trading	(22)	(0.17)	—	—	(22)	N/A	)
Bank owned life insurance	720	5.64	923	6.36	(203)	(21.99)	)
Gain on sale of loans	1,743	13.65	1,803	12.43	(60)	(3.33)	)
Insurance commissions	781	6.12	1,146	7.90	(365)	(31.85)	)
Brokerage commissions	1,064	8.34	1,077	7.42	(13)	(1.21)	)
Other	3,504	27.44	3,625	24.99	(121)	(3.34)	)
Total non-interest income	\$12,765	100.00	% \$14,508	100.00	% \$(1,743)	(12.01)	)%

## 2014 vs. 2013

Total non-interest income increased \$2,466,000 from the year ended December 31, 2013 to December 31, 2014. Excluding net security gains, non-interest income increased \$1,368,000 year over year. Service charges increased primarily due to the impact of the Luzerne acquisition and the increased number of deposit accounts being serviced, but was partially offset by changes in the Banks' overdraft product that reduced the number of daily overdrafts on a per customer basis. Bank owned life insurance income increased primarily due to a gain on death benefit. Insurance commissions and brokerage commissions increased due in part to the acquisition of Luzerne Bank and a shift in product mix. Gain on sale of loans increased due to an increase in volume that was driven in part by the access to the greater Wilkes-Barre market provided by the acquisition of Luzerne. The increase in other income was impacted by the acquisition of Luzerne Bank as it increased the debit and credit card related income and by an increasing number of merchants that utilize our merchant card services.

(In Thousands)	2014		2013		Change		
	Amount	% Total	Amount	% Total	Amount	%	%
Service charges	\$2,419	16.67	% \$2,307	19.16	% \$112	4.85	%
Securities gains, net	3,515	24.23	2,417	20.07	1,098	45.43	
Bank owned life insurance	923	6.36	677	5.62	246	36.34	
Gain on sale of loans	1,803	12.43	1,438	11.94	365	25.38	
Insurance commissions	1,146	7.90	1,084	9.00	62	5.72	
Brokerage commissions	1,077	7.42	1,018	8.45	59	5.80	
Other	3,625	24.99	3,101	25.76	524	16.90	
Total non-interest income	\$14,508	100.00	% \$12,042	100.00	% \$2,466	20.48	%

## NON-INTEREST EXPENSE

## 2015 vs. 2014

Total non-interest expenses decreased \$154,000 from the year ended December 31, 2014 to December 31, 2015. The decrease in salaries and employee benefits was attributable to the defined benefit pension plan ceasing to accrue additional benefits as of December 31, 2014. Furniture and equipment expenses increased due to the full year impact of significant upgrades to the core operating system, a new teller system, and various enhancements to other ancillary systems that were undertaken during 2014. Other expenses decreased as the acquisition of Luzerne Bank is allowing

for greater purchasing power as various contracts are renewed.

Table of Contents

(In Thousands)	2015		2014		Change			
	Amount	% Total	Amount	% Total	Amount	%		
Salaries and employee benefits	\$17,023	50.46	% \$17,273	50.97	% \$(250 )	(1.45 )	%	
Occupancy	2,248	6.66	2,301	6.79	(53 )	(2.30 )		
Furniture and equipment	2,622	7.77	2,536	7.48	86	3.39		
Pennsylvania shares tax	954	2.83	907	2.68	47	5.18		
Amortization of investment in limited partnerships	661	1.96	661	1.95	—	—		
FDIC deposit insurance	867	2.57	746	2.20	121	16.22		
Marketing	612	1.81	532	1.57	80	15.04		
Intangible amortization	311	0.92	345	1.02	(34 )	(9.86 )		
Other	8,438	25.02	8,589	25.34	(151 )	(1.76 )		
Total non-interest expense	\$33,736	100.00	% \$33,890	100.00	% \$(154 )	(0.45 )	%	

## 2014 vs. 2013

Total non-interest expenses increased \$3,623,000 from the year ended December 31, 2013 to December 31, 2014. The increase in salaries and employee benefits was attributable to increases in salaries and health insurance, coupled with the acquisition of Luzerne Bank. Occupancy and furniture and equipment expenses increased due to the additional branches of Luzerne Bank and significant upgrades to the core operating system, a new teller system, and various enhancements to other ancillary systems. Other expenses increased primarily due to increased fees related to providing debit card services and other expenses related to the acquisition of Luzerne Bank.

(In Thousands)	2014		2013		Change			
	Amount	% Total	Amount	% Total	Amount	%		
Salaries and employee benefits	\$17,273	50.97	% \$15,415	50.93	% \$1,858	12.05	%	
Occupancy	2,301	6.79	1,905	6.29	396	20.79		
Furniture and equipment	2,536	7.48	1,815	6.00	721	39.72		
Pennsylvania shares tax	907	2.68	864	2.85	43	4.98		
Amortization of investment in limited partnerships	661	1.95	661	2.18	—	—		
FDIC deposit insurance	746	2.20	594	1.96	152	25.59		
Marketing	532	1.57	517	1.71	15	2.90		
Intangible amortization	345	1.02	213	0.70	132	—		
Other	8,589	25.34	8,283	27.38	306	3.69		
Total non-interest expense	\$33,890	100.00	% \$30,267	100.00	% \$3,623	11.97	%	

## INCOME TAXES

## 2015 vs. 2014

The provision for income taxes for the year ended December 31, 2015 resulted in an effective income tax rate of 21.19% compared to 20.66% for 2014. This increase is primarily the result of decreased tax-exempt investment income and bank-owned life insurance income which has resulted in a greater percentage of the pre-tax income being taxable.

The Company currently is in a deferred tax asset position due to the low income housing tax credits earned both currently and previously. Management has reviewed the deferred tax asset and has determined that the asset will be



utilized within the appropriate carry forward period and therefore does not require a valuation allowance.

Table of Contents

2014 vs. 2013

The provision for income taxes for the year ended December 31, 2014 resulted in an effective income tax rate of 20.66% compared to 19.68% for 2013. This increase is primarily the result of increased pre-tax income which includes an increase in net securities gains of \$1,098,000.

FINANCIAL CONDITION

INVESTMENTS

2015

The fair value of the investment portfolio decreased \$55,983,000 from December 31, 2014 to December 31, 2015. The decrease in value is the result of the investment portfolio being actively managed in order to reduce interest rate and market risk. This process began in 2014 and is being undertaken primarily through the sale of long term municipal bonds that have a maturity date of 2025 or later and securities with a call date within the next five years. In addition, the decrease in corporate bond holdings is being undertaken to reduce risk and also in response to the changes in bank regulatory capital calculations per Basel III. The proceeds of the bond sales are primarily being deployed into loans. The strategy to sell a portion of the long-term bond portfolio does negatively impact current earnings, but this action plays a key role in our long-term asset/liability management strategy as the balance sheet is shortened to better prepare for a rising rate environment. The unrealized losses within the debt securities portfolio are the result of market activity, not credit issues/ratings, as approximately 90% of the debt securities portfolio on an amortized cost basis is currently rated A or higher by either S&P or Moody's.

2014

The fair value of the investment portfolio decreased \$56,399,000 from December 31, 2013 to December 31, 2014. The decrease in value is the result of the investment portfolio being actively managed in order to reduce interest rate and market risk. This is being undertaken primarily through the sale of long term municipal bonds that have a maturity date of 2025 or later and securities with a call date within the next five years. The proceeds of the bond sales are being deployed into loans and intermediate term corporate bonds and short and intermediate term municipal bonds. The strategy to sell a portion of the long-term bond portfolio does negatively impact current earnings, but this action plays a key role in our long-term asset/liability management strategy as the balance sheet is shortened to better prepare for a rising rate environment. The unrealized losses within the debt securities portfolio are the result of market activity, not credit issues/ratings, as approximately 90% of the debt securities portfolio on an amortized cost basis is currently rated A or higher by either S&P or Moody's.

Table of Contents

The carrying amounts of investment securities are summarized as follows for the years ended December 31, 2015 and 2014:

(In Thousands)	2015		2014		
	Balance	% Portfolio	Balance	% Portfolio	
U.S. Government agency securities:					
Available for sale	\$3,549	2.01	% \$3,841	1.65	%
Mortgage-backed securities:					
Available for sale	10,009	5.68	12,697	5.47	
Asset-backed securities:					
Available for sale	1,940	1.10	2,492	1.07	
State and political securities (tax-exempt):					
Available for sale	73,110	41.49	89,024	38.34	
State and political securities (taxable):					
Available for sale	13,445	7.63	19,092	8.22	
Other bonds, notes and debentures:					
Available for sale	57,772	32.78	89,463	38.53	
Total bonds, notes and debentures	159,825	90.69	216,609	93.28	
Financial institution equity securities:					
Available for sale	11,483	6.52	9,915	4.27	
Other equity securities:					
Available for sale	4,849	2.75	5,689	2.45	
Trading	73	0.04	—	—	
Total equity securities	16,405	9.31	15,604	6.72	
Total	\$176,230	100.00	% \$232,213	100.00	%

The following table shows the maturities and repricing of investment securities, at amortized cost and the weighted average yields (for tax-exempt obligations on a fully taxable basis assuming a 34% tax rate) at December 31, 2015:

Table of Contents

(In Thousands)	Three Months or Less	Over Three Months Through One Year	Over One Year Through Five Years	Over Five Years Through Ten Years	Over Ten Years	Amortized Cost Total	
U.S. Government agency securities:							
AFS Amount	\$—	\$—	\$—	\$3,586	\$—	\$3,586	
Yield	—	% —	% —	% 1.84	% —	% 1.84	%
Mortgage-backed securities:							
AFS Amount	—	—	3,800	564	5,421	9,785	
Yield	—	% —	% 1.69	% 3.54	% 3.61	% 2.86	%
Asset-backed securities:							
AFS Amount	—	—	—	318	1,642	1,960	
Yield	—	% —	% —	% 0.75	% 1.70	% 1.54	%
State and political securities (tax-exempt):							
AFS Amount	—	807	9,973	32,371	28,736	71,887	
Yield	—	% 0.67	% 1.85	% 2.65	% 4.19	% 3.13	%
State and political securities (taxable):							
AFS Amount	150	778	2,538	7,953	1,686	13,105	
Yield	2.65	% 3.11	% 3.40	% 4.14	% 5.62	% 4.11	%
Other bonds, notes, and debentures:							
AFS Amount	—	100	15,773	43,763	196	59,832	
Yield	—	% 1.40	% 2.88	% 2.66	% 6.69	% 2.73	%
Total Amount	\$150	\$1,685	\$32,084	\$88,555	\$37,681	160,155	
Total Yield	2.65	% 1.84	% 2.46	% 2.75	% 4.08	% 3.00	%
Equity Securities							
AFS Amount						15,611	
Trading Amount						78	
Total Investment Portfolio Value						\$175,844	
Total Investment Portfolio Yield						2.73	%

All yields represent weighted average yields expressed on a tax equivalent basis. They are calculated on the basis of the cost, adjusted for amortization of premium and accretion of discount, and effective yields weighted for the scheduled maturity of each security. The taxable equivalent adjustment represents the difference between annual income from tax-exempt obligations and the taxable equivalent of such income at the standard 34% tax rate (derived by dividing tax-exempt interest by 66%).

The distribution of credit ratings by amortized cost and estimated fair value for the debt security portfolio at December 31, 2015 follows:

(In Thousands)	A- to AAA		B- to BBB+		C to CCC+		Not Rated		Total	
	Amortized Cost	Fair Value	Amortized Cost	Fair Value	Amortized Cost	Fair Value	Amortized Cost	Fair Value	Amortized Cost	Fair Value
Available for sale										
U.S. Government and agency securities	\$—	\$—	\$—	\$—	\$—	\$—	\$3,586	\$3,549	\$3,586	\$3,549
	9,785	10,009	—	—	—	—	—	—	9,785	10,009

Mortgage-backed securities										
Asset-backed securities	1,960	1,940	—	—	—	—	—	—	1,960	1,940
State and political securities	82,274	83,813	—	—	—	—	2,718	2,742		