PENNS WOODS BANCORP INC
Form 10-Q
November 09, 2016

UNITED STATES

SECURITIES AND EXCHANGE COMMISSION
WASHINGTON, D.C. 20549

FORM 10-Q

ý Quarterly Report pursuant to Section 13 or 15 (d) of the Securities Exchange Act of 1934

for the Quarterly Period Ended September 30, 2016.

o Transition report pursuant to Section 13 or 15 (d) of the Exchange Act

For the Transition Period from to .

No. 0-17077
(Commission File Number)

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 Williamsport, Pennsylvania	17703-0967
(Address of principal executive offices)	(Zip Code)

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

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 ý NO o

Indicate by check mark whether the registrant has submitted electronically and posted on its corporate Web site, if any, every Interactive Data File required to be submitted and posted pursuant to Rule 405 of Regulation S-T (§232.405 of this chapter) during the preceding 12 months (or for such shorter period that the registrant was required to submit and post such files). YES ý NO o

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

Large accelerated filer o Accelerated filer x

Non-accelerated filer o   Small reporting company o

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

On November 1, 2016 there were 4,734,310 shares of the Registrant's common stock outstanding.

Table of Contents

PENNS WOODS BANCORP, INC.

INDEX TO QUARTERLY REPORT ON FORM 10-Q

Table of Contents

Part I. FINANCIAL INFORMATION
Item 1. Financial Statements
PENNS WOODS BANCORP, INC.
CONSOLIDATED BALANCE SHEET
(UNAUDITED)

(In Thousands, Except Share Data)	September 30, 2016	December 31, 2015
ASSETS:		
Noninterest-bearing balances	$23,487	$22,044
Interest-bearing balances in other financial institutions	36,694	752
Total cash and cash equivalents	60,181	22,796
Investment securities, available for sale, at fair value	141,057	176,157
Investment securities, trading	—	73
Loans held for sale	2,160	757
Loans	1,069,480	1,045,207
Allowance for loan losses	(12,718)	(12,044)
Loans, net	1,056,762	1,033,163
Premises and equipment, net	22,985	21,830
Accrued interest receivable	3,800	3,686
Bank-owned life insurance	27,176	26,667
Investment in limited partnerships	658	899
Goodwill	17,104	17,104
Intangibles	1,889	1,240
Deferred tax asset	7,404	8,990
Other assets	6,236	6,695
TOTAL ASSETS	$1,347,412	$1,320,057
LIABILITIES:		
Interest-bearing deposits	$792,698	$751,797
Noninterest-bearing deposits	295,599	280,083
Total deposits	1,088,297	1,031,880
Short-term borrowings	11,579	46,638
Long-term borrowings	91,025	91,025
Accrued interest payable	481	426
Other liabilities	16,095	13,809
TOTAL LIABILITIES	1,207,477	1,183,778
SHAREHOLDERS' EQUITY:		
Preferred stock, no par value, 3,000,000 shares authorized; no shares issued	—	—
Common stock, par value $8.33, 15,000,000 shares authorized; 5,006,601 and 5,004,984 shares issued	41,721	41,708
Additional paid-in capital	50,050	49,992
Retained earnings	60,889	58,038
Accumulated other comprehensive loss:		
Net unrealized gain on available for sale securities	1,489	258

Defined benefit plan	(3,980)	(4,057)
Treasury stock at cost, 272,452 and 257,852 shares	(10,234)	(9,660)
TOTAL SHAREHOLDERS' EQUITY	139,935	136,279
TOTAL LIABILITIES AND SHAREHOLDERS' EQUITY	$1,347,412	$1,320,057

See accompanying notes to the unaudited consolidated financial statements.

Table of Contents

PENNS WOODS BANCORP, INC.
CONSOLIDATED STATEMENT OF INCOME
(UNAUDITED)

	Three Months Ended September 30,		Nine Months Ended September 30,	
(In Thousands, Except Per Share Data)	2016	2015	2016	2015
INTEREST AND DIVIDEND INCOME:				
Loans, including fees	$10,541	$9,862	$31,362	$28,937
Investment securities:				
Taxable	601	829	1,825	2,728
Tax-exempt	329	676	1,203	2,187
Dividend and other interest income	189	156	666	597
TOTAL INTEREST AND DIVIDEND INCOME	11,660	11,523	35,056	34,449
INTEREST EXPENSE:				
Deposits	909	800	2,624	2,328
Short-term borrowings	7	31	41	78
Long-term borrowings	497	458	1,481	1,476
TOTAL INTEREST EXPENSE	1,413	1,289	4,146	3,882
NET INTEREST INCOME	10,247	10,234	30,910	30,567
PROVISION FOR LOAN LOSSES	258	520	866	1,820
NET INTEREST INCOME AFTER PROVISION FOR LOAN LOSSES	9,989	9,714	30,044	28,747
NON-INTEREST INCOME:				
Service charges	585	621	1,678	1,772
Net securities gains, available for sale	253	526	1,174	1,713
Net securities gains (losses), trading	8	(33)	54	(37)
Bank-owned life insurance	172	182	516	541
Gain on sale of loans	658	524	1,691	1,305
Insurance commissions	198	185	604	623
Brokerage commissions	290	297	817	836
Other	918	835	2,723	2,701
TOTAL NON-INTEREST INCOME	3,082	3,137	9,257	9,454
NON-INTEREST EXPENSE:				
Salaries and employee benefits	4,507	4,302	13,433	13,073
Occupancy	544	529	1,630	1,721
Furniture and equipment	662	686	2,042	1,924
Pennsylvania shares tax	220	244	698	711
Amortization of investment in limited partnerships	46	165	266	496
Federal Deposit Insurance Corporation deposit insurance	202	209	670	654
Marketing	173	160	568	434
Intangible amortization	90	73	276	235
Other	2,295	2,162	6,882	6,171
TOTAL NON-INTEREST EXPENSE	8,739	8,530	26,465	25,419
INCOME BEFORE INCOME TAX PROVISION	4,332	4,321	12,836	12,782
INCOME TAX PROVISION	1,273	957	3,307	2,630
NET INCOME	$3,059	$3,364	$9,529	$10,152
EARNINGS PER SHARE - BASIC AND DILUTED	$0.65	$0.71	$2.01	$2.12
	4,733,800	4,761,576	4,735,844	4,780,776

WEIGHTED AVERAGE SHARES OUTSTANDING - BASIC AND DILUTED				
DIVIDENDS DECLARED PER SHARE	$0.47	$ 0.47	$1.41	$1.41

See accompanying notes to the unaudited consolidated financial statements.

Table of Contents

PENNS WOODS BANCORP, INC.
CONSOLIDATED STATEMENT OF COMPREHENSIVE INCOME
(UNAUDITED)

	Three Months Ended September 30,		Nine Months Ended September 30,	
(In Thousands)	2016	2015	2016	2015
Net Income	$3,059	$3,364	$9,529	$10,152
Other comprehensive income (loss):				
Change in unrealized gain (loss) on available for sale securities	(276)	592	3,039	(579)
Tax effect	94	(201)	(1,032)	198
Net realized gain on available for sale securities included in net income	(253)	(526)	(1,174)	(1,713)
Tax effect	86	179	398	582
Amortization of unrecognized pension and post-retirement items	39	39	117	119
Tax effect	(13)	(13)	(40)	(40)
Total other comprehensive income (loss)	(323)	70	1,308	(1,433)
Comprehensive income	$2,736	$3,434	$10,837	$8,719

See accompanying notes to the unaudited consolidated financial statements.

Table of Contents

PENNS WOODS BANCORP, INC.
CONSOLIDATED STATEMENT OF CHANGES IN SHAREHOLDERS' EQUITY
(UNAUDITED)

(In Thousands, Except Per Share Data)	COMMON STOCK SHARES	COMMON STOCK AMOUNT	ADDITIONAL PAID-IN CAPITAL	RETAINED EARNINGS	ACCUMULATED OTHER COMPREHENSIVE LOSS	TREASURY STOCK	TOTAL SHAREHOLDERS' EQUITY
Balance, December 31, 2014	5,002,649	$41,688	$49,896	$53,107	$(1,667)	$(7,057)	$135,967
Net income				10,152			10,152
Other comprehensive loss					(1,433)		(1,433)
Dividends declared, ($1.41 per share)				(6,736)			(6,736)
Common shares issued for employee stock purchase plan	1,723	14	63				77
Purchase of treasury stock (56,310 shares)						(2,450)	(2,450)
Balance, September 30, 2015	5,004,372	$41,702	$49,959	$56,523	$(3,100)	$(9,507)	$135,577

(In Thousands, Except Per Share Data)	COMMON STOCK SHARES	COMMON STOCK AMOUNT	ADDITIONAL PAID-IN CAPITAL	RETAINED EARNINGS	ACCUMULATED OTHER COMPREHENSIVE LOSS (INCOME)	TREASURY STOCK	TOTAL SHAREHOLDERS' EQUITY
Balance, December 31, 2015	5,004,984	$41,708	$49,992	$58,038	$(3,799)	$(9,660)	$136,279
Net income				9,529			9,529
Other comprehensive income					1,308		1,308
Dividends declared, ($1.41 per share)				(6,678)			(6,678)
Common shares issued for employee stock purchase plan	1,617	13	58				71
Purchase of treasury stock (14,600 shares)						(574)	(574)
Balance, September 30, 2016	5,006,601	$41,721	$50,050	$60,889	$(2,491)	$(10,234)	$139,935

See accompanying notes to the unaudited consolidated financial statements.

Table of Contents

PENNS WOODS BANCORP, INC.
CONSOLIDATED STATEMENT OF CASH FLOWS
(UNAUDITED)

	Nine Months Ended September 30,	
(In Thousands)	2016	2015
OPERATING ACTIVITIES:		
Net Income	$9,529	$10,152
Adjustments to reconcile net income to net cash provided by operating activities:		
Depreciation and amortization	2,394	2,478
Amortization of intangible assets	276	235
Provision for loan losses	866	1,820
Accretion and amortization of investment security discounts and premiums	657	644
Net securities gains, available for sale	(1,174)	(1,713)
Originations of loans held for sale	(50,824)	(41,762)
Proceeds of loans held for sale	51,112	42,588
Gain on sale of loans	(1,691)	(1,305)
Net securities (gains) losses, trading	(54)	37
Proceeds from the sale of trading securities	3,723	490
Purchases of trading securities	(3,596)	(590)
Earnings on bank-owned life insurance	(516)	(541)
Decrease in deferred tax asset	952	262
Other, net	508	(1,486)
Net cash provided by operating activities	12,162	11,309
INVESTING ACTIVITIES:		
Proceeds from sales of available for sale securities	42,180	43,051
Proceeds from calls and maturities of available for sale securities	19,267	14,832
Purchases of available for sale securities	(24,040)	(26,916)
Net increase in loans	(24,548)	(87,324)
Acquisition of premises and equipment	(2,347)	(1,491)
Proceeds from the sale of foreclosed assets	486	1,613
Purchase of bank-owned life insurance	(27)	(30)
Proceeds from redemption of regulatory stock	2,644	8,801
Purchases of regulatory stock	(2,569)	(10,518)
Net cash provided by (used for) investing activities	11,046	(57,982)
FINANCING ACTIVITIES:		
Net increase in interest-bearing deposits	40,901	18,912
Net increase in noninterest-bearing deposits	15,516	4,470
Proceeds from long-term borrowings	—	30,625
Repayment of long-term borrowings	—	(10,750)
Net (decrease) increase in short-term borrowings	(35,059)	10,872
Dividends paid	(6,678)	(6,736)
Issuance of common stock	71	77
Purchases of treasury stock	(574)	(2,450)
Net cash provided by provided by financing activities	14,177	45,020
NET INCREASE IN CASH AND CASH EQUIVALENTS	37,385	(1,653)
CASH AND CASH EQUIVALENTS, BEGINNING	22,796	19,908

CASH AND CASH EQUIVALENTS, ENDING		$60,181	$18,255
SUPPLEMENTAL DISCLOSURES OF CASH FLOW INFORMATION:			
Interest paid	$4,091	$3,803	
Income taxes paid	3,050	2,000	
Transfer of loans to foreclosed real estate	83	340	

See accompanying notes to the unaudited consolidated financial statements.

Table of Contents

PENNS WOODS BANCORP, INC. AND SUBSIDIARIES
NOTES TO CONSOLIDATED FINANCIAL STATEMENTS
(Unaudited)

Note 1. Basis of Presentation

The consolidated financial statements include the accounts of Penns Woods Bancorp, Inc. (the “Company”) and its wholly-owned subsidiaries: Woods Investment Company, Inc., Woods Real Estate Development Company, Inc., Luzerne Bank, and Jersey Shore State Bank (Jersey Shore State Bank and Luzerne Bank are referred to together as the “Banks”) and Jersey Shore State Bank’s wholly-owned subsidiary, The M Group, Inc. D/B/A The Comprehensive Financial Group (“The M Group”). All significant inter-company balances and transactions have been eliminated in the consolidation.

The interim financial statements are unaudited, but in the opinion of management reflect all adjustments necessary for the fair presentation of results for such periods. The results of operations for any interim period are not necessarily indicative of results for the full year. These financial statements should be read in conjunction with the financial statements and notes thereto contained in the Company’s Annual Report on Form 10-K for the year ended December 31, 2015.

The accounting policies followed in the presentation of interim financial results are the same as those followed on an annual basis. These policies are presented on pages 40 through 48 of the Form 10-K for the year ended December 31, 2015.

In reference to the attached financial statements, all adjustments are of a normal recurring nature pursuant to Rule 10-01(b) (8) of Regulation S-X.

Note 2. Accumulated Other Comprehensive Loss

The changes in accumulated other comprehensive loss by component as of September 30, 2016 and 2015 were as follows:

	Three Months Ended September 30, 2016			Three Months Ended September 30, 2015		
(In Thousands)	Net Unrealized Gain on Available for Sale Securities	Defined Benefit Plan	Total	Net Unrealized Gain on Available for Sale Securities	Defined Benefit Plan	Total
Beginning balance	$1,838	$(4,006)	$(2,168)	$1,374	$(4,544)	$(3,170)
Other comprehensive (loss) income before reclassifications	(182)	—	$(182)	391	—	391
Amounts reclassified from accumulated other comprehensive (loss) income	(167)	26	$(141)	(347)	26	(321)
Net current-period other comprehensive (loss) income	(349)	26	$(323)	44	26	70
Ending balance	$1,489	$(3,980)	$(2,491)	$1,418	$(4,518)	$(3,100)
	Nine Months Ended September 30, 2016			Nine Months Ended September 30, 2015		
(In Thousands)	Net Unrealized Gain on Available	Defined Benefit Plan	Total	Net Unrealized Gain	Defined Benefit Plan	Total

	for Sale Securities			(Los) on Available for Sale Securities		
Beginning balance	$258	$(4,057)	$(3,799)	$2,930	$(4,597)	$(1,667)
Other comprehensive income (loss) before reclassifications	2,007	—	2,007	(381)	—	(381)
Amounts reclassified from accumulated other comprehensive (loss) income	(776)	77	(699)	(1,131)	79	(1,052)
Net current-period other comprehensive income (loss)	1,231	77	1,308	(1,512)	79	(1,433)
Ending balance	$1,489	$(3,980)	$(2,491)	$1,418	$(4,518)	$(3,100)

Table of Contents

The reclassifications out of accumulated other comprehensive loss as of September 30, 2016 and 2015 were as follows:

Details about Accumulated Other Comprehensive Loss Components	Amount Reclassified from Accumulated Other Comprehensive Loss		Affected Line Item in the Consolidated Statement of Income
	Three Months Ended September 30, 2016	Three Months Ended September 30, 2015	
Net unrealized gain on available for sale securities	$ 253	$ 526	Net securities gains, available for sale
Income tax effect	(86)	(179)	Income tax provision
Total reclassifications for the period	$ 167	$ 347	Net of tax
Net unrecognized pension costs	$ (39)	$ (39)	Salaries and employee benefits
Income tax effect	13	13	Income tax provision
Total reclassifications for the period	$ (26)	$ (26)	Net of tax

Details about Accumulated Other Comprehensive Loss Components	Amount Reclassified from Accumulated Other Comprehensive Loss		Affected Line Item in the Consolidated Statement of Income
	Six Months Ended June 30, 2016	Nine Months Ended September 30, 2015	
Net unrealized gain on available for sale securities	$ 1,174	$ 1,713	Net securities gains, available for sale
Income tax effect	(398)	(582)	Income tax provision
Total reclassifications for the period	$ 776	$ 1,131	Net of tax
Net unrecognized pension costs	$ (117)	$ (119)	Salaries and employee benefits
Income tax effect	40	40	Income tax provision
Total reclassifications for the period	$ (77)	$ (79)	Net of tax

Note 3. Recent Accounting Pronouncements

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

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

Table of Contents

periods within fiscal years beginning after December 15, 2019. All entities that are not public business entities may adopt the amendments in this update earlier as of the fiscal years beginning after December 15, 2017, including interim periods within those fiscal years. The Company is currently evaluating the impact the adoption of the standard will have on the Company's financial position or results of operations.

In February 2016, the FASB issued ASU 2016-02, Leases (Topic 842). The standard requires lessees to recognize the assets and liabilities that arise from leases on the balance sheet. A lessee should recognize in the statement of financial position a liability to make lease payments (the lease liability) and a right-of-use asset representing its right to use the underlying asset for the lease term. A short-term lease is defined as one in which: (a) the lease term is 12 months or less, and (b) there is not an option to purchase the underlying asset that the lessee is reasonably certain to exercise. For short-term leases, lessees may elect to recognize lease payments over the lease term on a straight-line basis. For public business entities, the amendments in this Update are effective for fiscal years beginning after December 15, 2018, and interim periods within those years. For all other entities, the amendments in this Update are effective for fiscal years beginning after December 15, 2019, and for interim periods within fiscal years beginning after December 15, 2020. The amendments should be applied at the beginning of the earliest period presented using a modified retrospective approach with earlier application permitted as of the beginning of an interim or annual reporting period. The Company is currently evaluating the impact the adoption of the standard will have on the Company's financial position or results of operations.
In March 2016, the FASB issued ASU 2016-04, Liabilities - Extinguishments of Liabilities (Subtopic 405-20). The standard provides that liabilities related to the sale of prepaid stored-value products within the scope of this Update are financial liabilities. The amendments in the Update provide a narrow scope exception to the guidance in Subtopic 405-20 to require that breakage for those liabilities be accounted for consistent with the breakage guidance in Topic 606. The amendments in this update are effective for public business entities, certain not-for-profit entities, and certain employee benefit plans for financial statements issued for fiscal years beginning after December 15, 2017, and interim periods within those fiscal years. For all other entities, the amendments are effective for financial statements issued for fiscal years beginning after December 15, 2018, and interim periods within fiscal years beginning after December 15, 2019. Earlier application is permitted, including adoption in an interim period. This update is not expected to have a significant impact on the Company's financial statements.

In March 2016, the FASB issued ASU 2016-05, Derivatives and Hedging (Topic 815). The amendments in this update apply to all reporting entities for which there is a change in the counterparty to a derivative instrument that has been designated as a heading instrument under Topic 815. The standards in this update clarify that a change in the counterparty to a derivative instrument that has been designated as the hedging instrument under Topic 815 does not, in and of itself, require designation of that hedging relationship provided that all other hedge accounting criteria continue to be met. For public business entities, the amendments in this update are effective for financial statements issued for fiscal years beginning after December 15, 2016, and interim periods within those fiscal years. For all other entities, the amendments in this update are effective for financial statements issued for fiscal years beginning after December 15, 2017, and interim periods within fiscal years beginning after December 15, 2018. An entity has an option to apply the amendments in this update on either a prospective basis or a modified retrospective basis. Early adoption is permitted, including adoption in an interim period. This update is not expected to have a significant impact on the Company's financial statements.

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

In August 2016, the FASB issued ASU 2016-15, Statement of Cash Flows (Topic 230): Classification of Certain Cash Receipts and Cash Payments ("ASU 2016-15"), which addresses eight specific cash flow issues with the objective of reducing diversity in practice. Among these include recognizing cash payments for debt prepayment or debt extinguishment as cash outflows for financing activities; cash proceeds received from the settlement of insurance claims should be classified on the basis of the related insurance coverage; and cash proceeds received from the settlement of bank-owned life insurance policies should be classified as cash inflows from investing activities while the cash payments for premiums on bank-owned policies may be classified as cash

Table of Contents

outflows for investing activities, operating activities, or a combination of investing and operating activities. The amendments in this Update are effective for public business entities for fiscal years beginning after December 15, 2017, and interim periods within those fiscal years. For all other entities, the amendments are effective for fiscal years beginning after December 15, 2018, and interim periods within fiscal years beginning after December 15, 2019. Early adoption is permitted, including adoption in an interim period. If an entity early adopts the amendments in an interim period, any adjustments should be reflected as of the beginning of the fiscal year that includes that interim period. An entity that elects early adoption must adopt all of the amendments in the same period. The amendments in this Update should be applied using a retrospective transition method to each period presented. If it is impracticable to apply the amendments retrospectively for some of the issues, the amendments for those issues would be applied prospectively as of the earliest date practicable. The Company is currently evaluating the impact the adoption of the standard will have on the Company's statement of cash flows.

Note 4. Per Share Data

There are no convertible securities which would affect the denominator in calculating basic and dilutive earnings per share. There are 31,000 stock options outstanding, however, since the strike price of $42.03 is greater than the average closing market price the options are not included in the denominator when calculating basic and dilutive earnings per share. Net income as presented on the consolidated statement of income will be used as the numerator. The following table sets forth the composition of the weighted average common shares (denominator) used in the basic and dilutive earnings per share computation.

	Three Months Ended September 30,		Nine Months Ended September 30,	
	2016	2015	2016	2015
Weighted average common shares issued	5,006,252	5,003,979	5,005,707	5,003,396
Weighted average treasury stock shares	(272,452)	(242,403)	(269,863)	(222,620)
Weighted average common shares and common stock equivalents used to calculate basic and diluted earnings per share	4,733,800	4,761,576	4,735,844	4,780,776

Note 5. Investment Securities

The amortized cost and fair values of investment securities available for sale at September 30, 2016 and December 31, 2015 are as follows:

	September 30, 2016			
(In Thousands)	Amortized Cost	Gross Unrealized Gains	Gross Unrealized Losses	Fair Value
Available for sale (AFS)				
U.S. Government and agency securities	$—	$ —	$ —	$—
Mortgage-backed securities	10,079	242	(62)	10,259
Asset-backed securities	1,543	—	(5)	1,538
State and political securities	60,838	1,807	(3)	62,642
Other debt securities	54,752	689	(1,228)	54,213
Total debt securities	127,212	2,738	(1,298)	128,652
Financial institution equity securities	9,822	951	—	10,773
Other equity securities	1,767	13	(148)	1,632
Total equity securities	11,589	964	(148)	12,405

Total investment securities AFS	$138,801	$ 3,702	$ (1,446)	$141,057

11

Table of Contents

	December 31, 2015			
(In Thousands)	Amortized Cost	Gross Unrealized Gains	Gross Unrealized Losses	Fair Value
Available for sale (AFS)				
U.S. Government and agency securities	$3,586	$ —	$ (37)	$3,549
Mortgage-backed securities	9,785	284	(60)	10,009
Asset-backed securities	1,960	—	(20)	1,940
State and political securities	84,992	1,797	(234)	86,555
Other debt securities	59,832	185	(2,245)	57,772
Total debt securities	160,155	2,266	(2,596)	159,825
Financial institution equity securities	10,397	1,100	(14)	11,483
Other equity securities	5,214	70	(435)	4,849
Total equity securities	15,611	1,170	(449)	16,332
Total investment securities AFS	$175,766	$ 3,436	$ (3,045)	$176,157

The amortized cost and fair values of trading investment securities at September 30, 2016 and December 31, 2015 are as follows.

	September 30, 2016			
(In Thousands)	Amortized Cost	Gross Unrealized Gains	Gross Unrealized Losses	Fair Value
Trading				
Financial institution equity securities	$ —	$ —	$ —	$ —
Total trading securities	$ —	$ —	$ —	$ —

	December 31, 2015			
(In Thousands)	Amortized Cost	Gross Unrealized Gains	Gross Unrealized Losses	Fair Value
Trading				
Financial institution equity securities	$78	$ —	$ (5)	$ 73
Total trading securities	$78	$ —	$ (5)	$ 73

Total net realized trading gains of $8,000 and $54,000 for the three and nine month periods ended September 30, 2016 compared to the net realized trading loss of $33,000 and $37,000 for the three and nine month periods ended September 30, 2015 were included in the Consolidated Statement of Income.

The following tables show the Company's gross unrealized losses and fair value, aggregated by investment category and length of time, that the individual securities have been in a continuous unrealized loss position, at September 30, 2016 and December 31, 2015.

Table of Contents

	September 30, 2016					
	Less than Twelve Months		Twelve Months or Greater		Total	
(In Thousands)	Fair Value	Gross Unrealized Losses	Fair Value	Gross Unrealized Losses	Fair Value	Gross Unrealized Losses
Available for sale (AFS)						
U.S. Government and agency securities	$—	$ —	$ —	$ —	$—	$ —
Mortgage-backed securities	—	—	3,653	(62)	3,653	(62)
Asset-backed securities	—	—	1,538	(5)	1,538	(5)
State and political securities	1,001	(3)	—	—	1,001	(3)
Other debt securities	11,753	(271)	12,187	(957)	23,940	(1,228)
Total debt securities	12,754	(274)	17,378	(1,024)	30,132	(1,298)
Financial institution equity securities	—	—	—	—	—	—
Other equity securities	780	(20)	238	(128)	1,018	(148)
Total equity securities	780	(20)	238	(128)	1,018	(148)
Total investment securities AFS	$13,534	$ (294)	$ 17,616	$ (1,152)	$31,150	$ (1,446)

	December 31, 2015					
	Less than Twelve Months		Twelve Months or Greater		Total	
(In Thousands)	Fair Value	Gross Unrealized Losses	Fair Value	Gross Unrealized Losses	Fair Value	Gross Unrealized Losses
Available for sale (AFS)						
U.S. Government and agency securities	$—	$ —	$ 3,549	$ (37)	$3,549	$ (37)
Mortgage-backed securities	6,081	(60)	—	—	6,081	(60)
Asset-backed securities	1,626	(16)	314	(4)	1,940	(20)
State and political securities	7,345	(47)	1,656	(187)	9,001	(234)
Other debt securities	24,381	(530)	22,547	(1,715)	46,928	(2,245)
Total debt securities	39,433	(653)	28,066	(1,943)	67,499	(2,596)
Financial institution equity securities	—	—	53	(14)	53	(14)
Other equity securities	2,363	(277)	1,001	(158)	3,364	(435)
Total equity securities	2,363	(277)	1,054	(172)	3,417	(449)
Total investment securities AFS	$41,796	$ (930)	$ 29,120	$ (2,115)	$70,916	$ (3,045)

At September 30, 2016 there were a total of 13 securities in a continuous unrealized loss position for less than twelve months and 11 individual securities that were in a continuous unrealized loss position for twelve months or greater.

The Company reviews its position quarterly and has determined that, at September 30, 2016, the declines outlined in the above table represent temporary declines and the Company does not intend to sell and does not believe it will be required to sell these securities before recovery of their cost basis, which may be at maturity. 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.

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

Table of Contents

(In Thousands)	Amortized Cost	Fair Value
Due in one year or less	$ 1,354	$ 1,354
Due after one year to five years	36,382	36,887
Due after five years to ten years	67,710	67,992
Due after ten years	21,766	22,419
Total	$ 127,212	$ 128,652

Total gross proceeds from sales of securities available for sale were $42,180,000 and $43,051,000 for the nine months ended September 30, 2016 and 2015, respectively.

The following table represents gross realized gains and losses within the available for sale portfolio:

	Three Months Ended September 30,		Nine Months Ended September 30,	
(In Thousands)	2016	2015	2016	2015
Gross realized gains:				
U.S. Government and agency securities	$ 11	$ —	$ 11	$ —
Mortgage-backed securities	29	—	35	—
State and political securities	146	511	784	1,257
Other debt securities	—	14	258	273
Financial institution equity securities	68	1	150	163
Other equity securities	73	—	217	132
Total gross realized gains	$ 327	$ 526	$ 1,455	$ 1,825
Gross realized losses:				
U.S. Government and agency securities	$ 2	$ —	$ 5	$ —
Mortgage-backed securities	—	—	—	—
Asset-backed securities	—	—	—	—
State and political securities	1	—	1	22
Other debt securities	26	—	189	47
Financial institution equity securities	—	—	—	—
Other equity securities	45	—	86	43
Total gross realized losses	$ 74	$ —	$ 281	$ 112

The following table represents gross realized gains and losses within the trading portfolios:

	Three Months Ended September 30,		Nine Months Ended September 30,	
(In Thousands)	2016	2015	2016	2015
Gross realized gains:				
Financial institution equity securities	—	—	$ 6	$ 2
Other equity securities	8	2	76	3

Total gross realized gains	$ 8	$ 2	$ 82	$ 5
Gross realized losses:				
Financial institution equity securities	—	12	$ 12	$ 15
Other equity securities	—	23	16	27
Total gross realized losses	$ —	$ 35	$ 28	$ 42

There were no impairment charges included in gross realized losses for the three and nine months ended September 30, 2016 and 2015, respectively.

14

Table of Contents

Investment securities with a carrying value of approximately $102,872,000 and $131,089,000 at September 30, 2016 and December 31, 2015, respectively, were pledged to secure certain deposits, repurchase agreements, and for other purposes as required by law.

Note 6. Loans

Management segments the Banks' loan portfolio to a level that enables risk and performance monitoring according to similar risk characteristics. Loans are segmented based on the underlying collateral characteristics. Categories include commercial, financial, and agricultural, real estate, and installment loans to individuals. Real estate loans are further segmented into three categories: residential, commercial, and construction.

The following table presents the related aging categories of loans, by segment, as of September 30, 2016 and December 31, 2015:

	September 30, 2016				
(In Thousands)	Current	Past Due 30 To 89 Days	Past Due 90 Days Or More & Still Accruing	Non-Accrual	Total
Commercial, financial, and agricultural	$155,157	$ 233	$ —	$137	$155,527
Real estate mortgage:					
Residential	551,143	2,752	114	2,603	556,612
Commercial	289,926	987	—	8,676	299,589
Construction	26,927	2	—	—	26,929
Installment loans to individuals	31,648	552	—	—	32,200
	1,054,801	$ 4,526	$ 114	$11,416	1,070,857
Net deferred loan fees and discounts	(1,377)				(1,377)
Allowance for loan losses	(12,718)				(12,718)
Loans, net	$1,040,706				$1,056,762

	December 31, 2015				
(In Thousands)	Current	Past Due 30 To 89 Days	Past Due 90 Days Or More & Still Accruing	Non-Accrual	Total
Commercial, financial, and agricultural	$162,312	$ 164	$ —	$1,596	$164,072
Real estate mortgage:					
Residential	517,753	6,827	714	889	526,183
Commercial	295,784	720	265	5,770	302,539
Construction	26,545	67	—	212	26,824
Installment loans to individuals	26,572	429	—	—	27,001
	1,028,966	$ 8,207	$ 979	$8,467	1,046,619
Net deferred loan fees and discounts	(1,412)				(1,412)
Allowance for loan losses	(12,044)				(12,044)
Loans, net	$1,015,510				$1,033,163

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

Upon the acquisition of Luzerne Bank on June 1, 2013, the Company evaluated whether each acquired loan (regardless of size) was within the scope of ASC 310-30, Receivables-Loans and Debt Securities Acquired with Deteriorated Credit Quality. Purchased credit-impaired loans are loans that have evidence of credit deterioration since origination and it is probable at the date of acquisition

Table of Contents

that the Company will not collect all contractually required principal and interest payments. There were no material increases or decreases in the expected cash flows of these loans between June 1, 2013 (the “acquisition date”) and September 30, 2016. The fair value of purchased credit-impaired loans, on the acquisition date, was determined, primarily based on the fair value of loan collateral. The carrying value of purchased loans acquired with deteriorated credit quality was $329,000 at September 30, 2016.

On the acquisition date, the preliminary estimate of the unpaid principal balance for all loans evidencing credit impairment acquired in the Luzerne Bank acquisition was $1,211,000 and the estimated fair value of the loans was $878,000. Total contractually required payments on these loans, including interest, at the acquisition date was $1,783,000. However, the Company’s preliminary estimate of expected cash flows was $941,000. At such date, the Company established a credit risk related non-accretable discount (a discount representing amounts which are not expected to be collected from either the customer or liquidation of collateral) of $842,000 relating to these impaired loans, reflected in the recorded net fair value. Such amount is reflected as a non-accretable fair value adjustment to loans. The Company further estimated the timing and amount of expected cash flows in excess of the estimated fair value and established an accretable discount of $63,000 on the acquisition date relating to these impaired loans.

The following table presents additional information regarding loans acquired in the Luzerne Bank transaction with specific evidence of deterioration in credit quality:

(In Thousands)	September 30, 2016	December 31, 2015
Outstanding balance	$ 429	$ 441
Carrying amount	329	341

There were no material increases or decreases in the expected cash flows of these loans between June 1, 2013 (the “acquisition date”) and September 30, 2016. There has been no allowance for loan losses recorded for acquired loans with specific evidence of deterioration in credit quality as of September 30, 2016.

The following table presents interest income the Banks would have recorded if interest had been recorded based on the original loan agreement terms and rate of interest for non-accrual loans and interest income recognized on a cash basis for non-accrual loans for the three and nine months ended September 30, 2016 and 2015:

	Three Months Ended September 30,			
	2016		2015	
(In Thousands)	Interest Income That Would Have Been Recorded Based on Original Term and Rate	Interest Income Recorded on a Cash Basis	Interest Income That Would Have Been Recorded Based on Original Term and Rate	Interest Income Recorded on a Cash Basis
Commercial, financial, and agricultural	$ 1	$ —	$ 3	$ —
Real estate mortgage:				
Residential	57	68	12	8
Commercial	109	90	77	12
Construction	—	—	15	17
	$ 167	$ 158	$ 107	$ 37

	Nine Months Ended September 30,			
	2016		2015	
(In Thousands)	Interest Income That Would Have Been Recorded Based on	Interest Income Recorded on	Interest Income That Would Have Been Recorded Based on	Interest Income Recorded on

	Original Term and Rate	Cash Basis	Original Term and Rate	Cash Basis
Commercial, financial, and agricultural	$ 5	$ 1	$ 17	$ 8
Real estate mortgage:				
Residential	113	95	33	27
Commercial	388	170	248	47
Construction	—		45	53
	$ 506	$ 266	$ 343	$ 135

Table of Contents

Impaired Loans

Impaired loans are loans for which it is probable the Banks will not be able to collect all amounts due according to the contractual terms of the loan agreement. The Banks evaluate such loans for impairment individually and does not aggregate loans by major risk classifications. The definition of "impaired loans" is not the same as the definition of "non-accrual loans," although the two categories overlap. The Banks may choose to place a loan on non-accrual status due to payment delinquency or uncertain collectability, while not classifying the loan as impaired. Factors considered by management in determining impairment include payment status and collateral value. The amount of impairment for these types of loans is determined by the difference between the present value of the expected cash flows related to the loan, using the original interest rate, and its recorded value, or as a practical expedient in the case of collateralized loans, the difference between the fair value of the collateral and the recorded amount of the loan. When foreclosure is probable, impairment is measured based on the fair value of the collateral.

Management evaluates individual loans in all of the commercial segments for possible impairment if the loan is greater than $100,000 and if the loan is either on non-accrual status or has a risk rating of substandard. Management may also elect to measure an individual loan for impairment if less than $100,000 on a case-by-case basis.

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

The following table presents the recorded investment, unpaid principal balance, and related allowance of impaired loans by segment as of September 30, 2016 and December 31, 2015:

	September 30, 2016		
(In Thousands)	Recorded Investment	Unpaid Principal Balance	Related Allowance
With no related allowance recorded:			
Commercial, financial, and agricultural	$126	$ 126	$ —
Real estate mortgage:			
Residential	1,789	1,789	—
Commercial	1,920	1,970	—
	3,835	3,885	—
With an allowance recorded:			
Commercial, financial, and agricultural	137	137	74
Real estate mortgage:			
Residential	2,666	2,766	530
Commercial	10,414	10,414	2,018
	13,217	13,317	2,622
Total:			
Commercial, financial, and agricultural	263	263	74
Real estate mortgage:			
Residential	4,455	4,555	530
Commercial	12,334	12,384	2,018

$17,052	$ 17,202	$ 2,622

17

Table of Contents

	December 31, 2015		
(In Thousands)	Recorded Investment	Unpaid Principal Balance	Related Allowance
With no related allowance recorded:			
Commercial, financial, and agricultural	$319	$ 319	$ —
Real estate mortgage:			
Residential	1,142	1,142	—
Commercial	1,735	1,785	—
Construction	212	212	—
	3,408	3,458	—
With an allowance recorded:			
Commercial, financial, and agricultural	150	150	75
Real estate mortgage:			
Residential	1,573	1,703	376
Commercial	10,752	10,752	1,653
Construction	—	—	—
	12,475	12,605	2,104
Total:			
Commercial, financial, and agricultural	469	469	75
Real estate mortgage:			
Residential	2,715	2,845	376
Commercial	12,487	12,537	1,653
Construction	212	212	—
	$15,883	$ 16,063	$ 2,104

The following table presents the average recorded investment in impaired loans and related interest income recognized for the three and nine months ended for September 30, 2016 and 2015:

	Three Months Ended September 30,					
	2016			2015		
(In Thousands)	Average Investment in Impaired Loans	Interest Income Recognized on an Accrual Basis on Impaired Loans	Interest Income Recognized on a Cash Basis on Impaired Loans	Average Investment in Impaired Loans	Interest Income Recognized on an Accrual Basis on Impaired Loans	Interest Income Recognized on a Cash Basis on Impaired Loans
Commercial, financial, and agricultural	$346	$ 4	$ —	$699	$ 5	$ —
Real estate mortgage:						
Residential	2,784	23	41	2,245	17	14
Commercial	12,383	83	16	14,210	90	35
Construction	67	—		906	—	17
	$15,580	$ 110	$ 57	$18,060	$ 112	$ 66

	Nine Months Ended September 30,					
	2016			2015		
(In Thousands)	Average Investment in Impaired Loans	Interest Income Recognized on an Accrual Basis on Impaired Loans	Interest Income Recognized on a Cash Basis on Impaired Loans	Average Investment in Impaired Loans	Interest Income Recognized on an Accrual Basis on Impaired Loans	Interest Income Recognized on a Cash Basis on Impaired Loans
Commercial, financial, and agricultural	$586	$ 12	$ 1	$924	$ 15	$ 10

Real estate mortgage:						
Residential	4,539	67	68	1,954	45	31
Commercial	16,988	247	96	14,492	238	71
Construction	208	—		812	—	53
	$22,321	$ 326	$ 165	$18,182	$ 298	$ 165

Table of Contents

Currently, there is $24,000 committed to be advanced in connection with impaired loans.

Troubled Debt Restructurings

The loan portfolio also includes certain loans that have been modified in a Troubled Debt Restructuring ("TDR"), where economic concessions have been granted to borrowers who have experienced or are expected to experience financial difficulties. These concessions typically result from loss mitigation activities and could include reductions in the interest rate, payment extensions, forgiveness of principal, forbearance, or other actions. Certain TDRs are classified as nonperforming at the time of restructure and may only be returned to performing status after considering the borrower's sustained repayment performance for a reasonable period, generally six months.

There were two loan modifications that were considered TDRs completed during the three months ended September 30, 2016. Loan modifications that are considered TDRs completed during the three and nine months ended September 30, 2016 and 2015 and were as follows:

	Three Months Ended September 30,					
	2016			2015		
(In Thousands, Except Number of Contracts)	Number of Contracts	Pre-Modification Outstanding Recorded Investment	Post-Modification Outstanding Recorded Investment	Number of Contracts	Pre-Modification Outstanding Recorded Investment	Post-Modification Outstanding Recorded Investment
Commercial, financial, and agricultural	—	$ —	$ —	2	$ 116	$ 116
Real estate mortgage:						
Residential	2	580	580	6	641	641
Commercial	—	—	—	4	496	496
Construction	—	—	—	—	—	—
	2	$ 580	$ 580	12	$ 1,253	$ 1,253

	Nine Months Ended September 30,					
	2016			2015		
(In Thousands, Except Number of Contracts)	Number of Contracts	Pre-Modification Outstanding Recorded Investment	Post-Modification Outstanding Recorded Investment	Number of Contracts	Pre-Modification Outstanding Recorded Investment	Post-Modification Outstanding Recorded Investment
Commercial, financial, and agricultural	—	$ —	$ —	4	$ 213	$ 213
Real estate mortgage:						
Residential	4	922	922	12	963	963
Commercial	1	838	838	6	1,013	1,013
Construction	—	—	—	1	398	398
	5	$ 1,760	$ 1,760	23	$ 2,587	$ 2,587

There were five loan modifications considered to be TDRs made during the twelve months previous to September 30, 2016 that defaulted during the nine months ended September 30, 2016. The defaulted loan types and recorded investments at March 31, 2016 are as follows: one commercial loan with a recorded investment of $103,000, one commercial real estate loan with a recorded investment of $239,000, and three residential real estate loan with a recorded investment of $173,000. There was one loan modifications considered TDRs made during the twelve months previous to September 30, 2015 that defaulted during the nine months ended September 30, 2015. The loan that defaulted is a commercial real estate loans with a recorded investment of $48,000 at September 30, 2015.

Troubled debt restructurings amounted to $9,219,000 and $9,647,000 as of September 30, 2016 and December 31, 2015.

The amount of foreclosed residential real estate held at September 30, 2016 and December 31, 2015, totaled $0 and $102,000, respectively. Consumer mortgage loans secured by residential real estate properties for which formal foreclosure proceedings are in process at September 30, 2016 and December 31, 2015, totaled $872,000 and $448,000, respectively.

Table of Contents

Internal Risk Ratings

Management uses a ten point internal risk rating system to monitor the credit quality of the overall loan portfolio. The first six categories are considered not criticized, and are aggregated as "Pass" rated. The criticized rating categories utilized by management generally follow bank regulatory definitions. The special mention category includes assets that are currently protected but are potentially weak, resulting in an undue and unwarranted credit risk, but not to the point of justifying a substandard classification. Loans in the substandard category have well-defined weaknesses that jeopardize the liquidation of the debt, and have a distinct possibility that some loss will be sustained if the weaknesses are not corrected. All loans greater than 90 days past due are evaluated for substandard classification. Loans in the doubtful category exhibit the same weaknesses found in the substandard loans, however, the weaknesses are more pronounced. Such loans are static and collection in full is improbable. However, these loans are not yet rated as loss because certain events may occur which would salvage the debt. Loans classified loss are considered uncollectible and charge-off is imminent.

To help ensure that risk ratings are accurate and reflect the present and future capacity of borrowers to repay a loan as agreed, the Banks have a structured loan rating process with several layers of internal and external oversight. Generally, consumer and residential mortgage loans are included in the pass category unless a specific action, such as bankruptcy, repossession, or death occurs to raise awareness of a possible credit event. An external annual loan review of large commercial relationships is performed, as well as a sample of smaller transactions. Confirmation of the appropriate risk category is included in the review. Detailed reviews, including plans for resolution, are performed on loans classified as substandard, doubtful, or loss on a quarterly basis.

The following table presents the credit quality categories identified above as of September 30, 2016 and December 31, 2015:

	September 30, 2016					
	Commercial,	Real Estate Mortgages				
(In Thousands)	Financial, and Agricultural	Residential	Commercial	Construction	Installment Loans to Individuals	Totals
Pass	$152,425	$553,115	$ 277,903	$ 26,929	$ 32,200	$1,042,572
Special Mention	2,739	587	6,063	—	—	9,389
Substandard	363	2,910	15,623	—	—	18,896
	$155,527	$556,612	$ 299,589	$ 26,929	$ 32,200	$1,070,857

	December 31, 2015					
	Commercial,	Real Estate Mortgages				
(In Thousands)	Financial, and Agricultural	Residential	Commercial	Construction	Installment Loans to Individuals	Totals
Pass	$160,734	$522,853	$ 277,248	$ 26,612	$ 27,001	$1,014,448
Special Mention	1,669	823	8,625	—	—	11,117
Substandard	1,669	2,507	16,666	212	—	21,054
	$164,072	$526,183	$ 302,539	$ 26,824	$ 27,001	$1,046,619

Allowance for Loan Losses

An allowance for loan losses ("ALL") is maintained to absorb losses from the loan portfolio. The ALL is based on management's continuing evaluation of the risk characteristics and credit quality of the loan portfolio, assessment of current economic conditions, diversification and size of the portfolio, adequacy of collateral, past and anticipated future loss experience, and the amount of non-performing loans.

The Banks' methodology for determining the ALL is based on the requirements of ASC Section 310-10-35 for loans individually evaluated for impairment (previously discussed) and ASC Subtopic 450-20 for loans collectively evaluated for impairment, as well as the Interagency Policy Statements on the Allowance for Loan and Lease Losses and other bank regulatory guidance. The total of the two components represents the Banks' ALL.

Loans that are collectively evaluated for impairment are analyzed with general allowances being made as appropriate. Allowances are segmented based on collateral characteristics previously disclosed, and consistent with credit quality monitoring. Loans that are collectively evaluated for impairment are grouped into two classes for evaluation. A general allowance is determined for "Pass" rated credits, while a separate pool allowance is provided for "Criticized" rated credits that are not individually evaluated for impairment.

Table of Contents

For the general allowances, historical loss trends are used in the estimation of losses in the current portfolio. These historical loss amounts are modified by other qualitative factors. A historical charge-off factor is calculated utilizing a twelve quarter moving average. However, management may adjust the moving average time frame by up to four quarters to adjust for variances in the economic cycle. Management has identified a number of additional qualitative factors which it uses to supplement the historical charge-off factor because these factors are likely to cause estimated credit losses associated with the existing loan pools to differ from historical loss experience. The additional factors that are evaluated quarterly and updated using information obtained from internal, regulatory, and governmental sources are: national and local economic trends and conditions; levels of and trends in delinquency rates and non-accrual loans; trends in volumes and terms of loans; effects of changes in lending policies; experience, ability, and depth of lending staff; value of underlying collateral; and concentrations of credit from a loan type, industry and/or geographic standpoint.

Loans in the criticized pools, which possess certain qualities or characteristics that may lead to collection and loss issues, are closely monitored by management and subject to additional qualitative factors. Management also monitors industry loss factors by loan segment for applicable adjustments to actual loss experience.

Management reviews the loan portfolio on a quarterly basis in order to make appropriate and timely adjustments to the ALL. When information confirms all or part of specific loans to be uncollectible, these amounts are promptly charged off against the ALL.

Activity in the allowance is presented for the three and nine months ended September 30, 2016 and 2015:

	Three Months Ended September 30, 2016						
	Commercial,	Real Estate Mortgages					
(In Thousands)	Financial, and Agricultural	Residential	Commercial	Construction	Installment Loans to Individuals	Unallocated	Totals
Beginning Balance	$1,273	$5,851	$ 4,001	$ 143	$ 277	$ 972	$12,517
Charge-offs	(18)	(4)	—	—	(67)	—	(89)
Recoveries	4	8	3	1	16	—	32
Provision	(9)	(550)	642	(29)	111	93	258
Ending Balance	$1,250	$5,305	$ 4,646	$ 115	$ 337	$ 1,065	$12,718

	Three Months Ended September 30, 2015						
	Commercial,	Real Estate Mortgages					
(In Thousands)	Financial, and Agricultural	Residential	Commercial	Construction	Installment Loans to Individuals	Unallocated	Totals
Beginning Balance	$1,286	$4,334	$ 3,869	$ 548	$ 237	$ 991	$11,265
Charge-offs	—	(29)	(294)	—	(47)	—	(370)
Recoveries	23	32	—	3	16	—	74
Provision	(1)	150	305	(187)	39	214	520
Ending Balance	$1,308	$4,487	$ 3,880	$ 364	$ 245	$ 1,205	$11,489

	Nine Months Ended September 30, 2016						
	Commercial,	Real Estate Mortgages					
(In Thousands)	Financial, and Agricultural	Residential	Commercial	Construction	Installment Loans to Individuals	Unallocated	Totals

Beginning Balance	$1,532	$5,116	$ 4,217	$ 160	$ 243	$ 776	$12,044
Charge-offs	(167)	(11)	—	—	(171)	—	(349)
Recoveries	56	14	8	6	73	—	157
Provision	(171)	186	421	(51)	192	289	866
Ending Balance	$1,250	$5,305	$ 4,646	$ 115	$ 337	$ 1,065	$12,718

21

Table of Contents

(In Thousands)	Nine Months Ended September 30, 2015 Commercial, Financial, and Agricultural	Real Estate Mortgages Residential	Commercial	Construction	Installment Loans to Individuals	Unallocated	Totals
Beginning Balance	$1,124	$3,755	$ 4,205	$ 786	$ 245	$ 464	$10,579
Charge-offs	(283)	(30)	(743)	(46)	(161)	—	(1,263)
Recoveries	51	69	169	19	45	—	353
Provision	416	693	249	(395)	116	741	1,820
Ending Balance	$1,308	$4,487	$ 3,880	$ 364	$ 245	$ 1,205	$11,489

The Company grants commercial, industrial, residential, and installment loans to customers primarily throughout north-east and central Pennsylvania. Although the Company has a diversified loan portfolio, a substantial portion of its debtors' ability to honor their contracts is dependent on the economic conditions within this region.

The Company has a concentration of the following to gross loans at September 30, 2016 and 2015:

	September 30, 2016	 2015
Owners of residential rental properties	16.64 %	16.44 %
Owners of commercial rental properties	14.11 %	14.17 %

The following table presents the balance in the allowance for loan losses and the recorded investment in loans by portfolio segment based on impairment method as of September 30, 2016 and December 31, 2015:

(In Thousands)	September 30, 2016 Commercial, Financial, and Agricultural	Real Estate Mortgages Residential	Commercial	Construction	Installment Loans to Individuals	Unallocated	Totals
Allowance for Loan Losses:							
Ending allowance balance attributable to loans:							