

**UNITED STATES
SECURITIES AND EXCHANGE COMMISSION
WASHINGTON, D.C. 20549**

FORM 10-K

**ANNUAL REPORT UNDER SECTION 13 OR 15(d) OF THE SECURITIES
EXCHANGE ACT OF 1934**

FOR THE FISCAL YEAR ENDED DECEMBER 31, 2023

OR

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

For the transition period from _____ to _____

COMMISSION FILE NUMBER 001-38229

FIDELITY D & D BANCORP, INC.

Commonwealth of Pennsylvania I.R.S. Employer Identification No: **23-3017653**

**Blakely And Drinker Streets
Dunmore, Pennsylvania 18512
TELEPHONE NUMBER (570) 342-8281**

SECURITIES REGISTERED UNDER SECTION 12(b) OF THE ACT:

Title of each class	Trading Symbol(s)	Name of each exchange on which registered
Common Stock, without par value	FDBC	The NASDAQ Stock Market, LLC

SECURITIES REGISTERED UNDER 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

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

Indicate by check mark whether the registrant has submitted electronically every Interactive Data File required to be submitted pursuant to Rule 405 of Regulation S-T (§ 232.405 of this chapter) during the preceding 12 months (or for such shorter period that the registrant was required to submit such files). Yes No

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

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

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

Indicate by check mark whether the registrant has filed a report on the attestation to its management's assessment of the effectiveness of its internal control over financial reporting under Section 404(b) of the Sarbanes-Oxley Act (15 U.S.C. 7262(b)) by the registered public accounting firm that prepared or issued its audit report.

If securities are registered pursuant to Section 12(b) of the Act, indicate by check mark whether the financial statements of the registrant included in the filing reflect the correction of an error to previously issued financial statements.

Indicate by check mark whether any of those error corrections are restatements that required a recovery analysis of incentive-based compensation received by any of the registrant's executive officers during the relevant recovery period pursuant to § 240.10D-1(b).

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

The aggregate market value of the voting common stock held by non-affiliates of the registrant was \$231.3 million as of June 30, 2023, based on the closing price of \$48.59. The number of shares of common stock outstanding as of February 29, 2024 was 5,734,097.

DOCUMENTS INCORPORATED BY REFERENCE

Portions of the Registrant's definitive Proxy Statement to be used in connection with the 2024 Annual Meeting of Shareholders are incorporated herein by reference in partial response to Part III.

Fidelity D & D Bancorp, Inc.
2023 Annual Report on Form 10-K
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FIDELITY D & D BANCORP, INC.

PART I

Forward-Looking Statements

Certain of the matters discussed in this Annual Report on Form 10-K may constitute forward-looking statements for purposes of the Securities Act of 1933, as amended, and the Securities Exchange Act of 1934, as amended, and as such may involve known and unknown risks, uncertainties and other factors which may cause the actual results, performance or achievements of the Company to be materially different from future results, performance or achievements expressed or implied by such forward-looking statements. The words “expect,” “anticipate,” “intend,” “plan,” “believe,” “estimate,” and similar expressions are intended to identify such forward-looking statements.

The Company’s actual results may differ materially from the results anticipated in these forward-looking statements due to a variety of factors, including, without limitation:

- local, regional and national economic conditions and changes thereto;
- the short-term and long-term effects of inflation, and rising costs to the Company, its customers and on the economy;
- the risks of changes and volatility of interest rates on the level and composition of deposits, loan demand, and the values of loan collateral, securities and interest rate protection agreements, as well as interest rate risks;
- securities markets and monetary fluctuations and volatility;
- disruption of credit and equity markets;
- impacts of the capital and liquidity requirements of the Basel III standards and other regulatory pronouncements, regulations and rules;
- governmental monetary and fiscal policies, as well as legislative and regulatory changes;
- effects of short- and long-term federal budget and tax negotiations and their effect on economic and business conditions;
- the costs and effects of litigation and of unexpected or adverse outcomes in such litigation;
- the impact of new or changes in existing laws and regulations, including laws and regulations concerning taxes, banking, securities and insurance and their application with which the Company and its subsidiaries must comply;
- the effect of changes in accounting policies and practices, as may be adopted by the regulatory agencies, as well as the Financial Accounting Standards Board and other accounting standard setters;
- the effects of competition from other commercial banks, thrifts, mortgage banking firms, consumer finance companies, credit unions, securities brokerage firms, insurance companies, money market and other mutual funds and other financial institutions operating in our market area and elsewhere, including institutions operating locally, regionally, nationally and internationally, together with such competitors offering banking products and services by mail, telephone, computer and the internet;
- the effects of economic conditions of any pandemic, epidemic or other health-related crisis such as COVID-19 and responses thereto on current customers and the operations of the Company, specifically the effect of the economy on loan customers’ ability to repay loans;
- the effects of bank failures, banking system instability, deposit fluctuations, loan and securities value changes;
- technological changes;
- the interruption or breach in security of our information systems, continually evolving cybersecurity and other technological risks and attacks resulting in failures or disruptions in customer account management, general ledger processing and loan or deposit updates and potential impacts resulting therefrom including additional costs, reputational damage, regulatory penalties, and financial losses;
- acquisitions and integration of acquired businesses;
- the failure of assumptions underlying the establishment of reserves for loan losses and estimations of values of collateral and various financial assets and liabilities;
- acts of war or terrorism; and
- the risk that our analyses of these risks and forces could be incorrect and/or that the strategies developed to address them could be unsuccessful.

The Company cautions readers not to place undue reliance on forward-looking statements, which reflect analyses only as of the date of this document. The Company has no obligation to update any forward-looking statements to reflect events or circumstances after the date of this document.

Readers should review the risk factors described in this document and other documents that we file or furnish, from time- to-time, with the Securities and Exchange Commission, including quarterly reports filed on Form 10-Q and any current reports filed or furnished on Form 8-K.

ITEM 1: BUSINESS

Fidelity D & D Bancorp, Inc. (the Company) was incorporated in the Commonwealth of Pennsylvania, on August 10, 1999, and is a bank holding company, whose wholly-owned state chartered commercial bank subsidiary is The Fidelity Deposit and Discount Bank (the Bank) (collectively, the Company). The Company is headquartered at Blakely and Drinker Streets in Dunmore, Pennsylvania. The Company's primary market area (service area) is comprised of the Borough of Dunmore and the surrounding communities within Lackawanna and Luzerne counties in Northeastern Pennsylvania and Northampton County in Eastern Pennsylvania.

Federal and state banking laws contain numerous provisions that affect various aspects of the business and operations of the Company and the Bank. The Company is subject to, among others, the regulations of the Securities and Exchange Commission (the SEC) and the Federal Reserve Board (the FRB) and the Bank is subject to, among others, the regulations of the Pennsylvania Department of Banking and Securities, the Federal Deposit Insurance Corporation (the FDIC) and the rules promulgated by the Consumer Financial Protection Bureau (the CFPB) but continues to be examined and supervised by federal banking regulators for consumer compliance purposes. Refer to Part II, Item 7 "Supervision and Regulation" for descriptions of and references to applicable statutes and regulations which are not intended to be complete descriptions of these provisions or their effects on the Company or the Bank. They are summaries only and are qualified in their entirety by reference to such statutes and regulations. Applicable regulations relate to, among other things:

- operations
- securities
- risk management
- consumer compliance
- consolidation
- reserves
- dividends
- branches
- disclosure
- community reinvestment
- mergers
- capital adequacy

The Bank is examined periodically by the Pennsylvania Department of Banking and Securities and the FDIC.

The Bank has offered a full range of traditional banking services since it commenced operations in 1903. The Bank has a personal and corporate trust department and also provides alternative financial and insurance products with asset management services. A full list of services provided by the Bank is detailed in the section entitled "Products and Services" contained within the 2023 Annual Report to Shareholders, incorporated by reference. In 2023, the Company had 15.24% of Lackawanna County's total deposit market share ranking 3rd in total deposits, 6.43% of Luzerne County's total deposit market share ranking 7th in total deposits and 7.10% of Northampton County's total deposit market share ranking 6th in total deposits.

The banking business is highly competitive, and the success and profitability of the Company depends principally on its ability to compete in its market area. Competition includes, among other sources: local community banks; savings banks; regional banks; nationwide banks; credit unions; savings & loans; insurance companies; money market funds; mutual funds; small loan companies and other financial services companies. The Company has been able to compete effectively with other financial institutions by emphasizing customer service enhanced by local decision making. These efforts enable the Company to establish long-term customer relationships and build customer loyalty by providing products and services designed to address their specific needs.

The banking industry is affected by general economic conditions including the effects of inflation, recession, unemployment, real estate values, trends in national and global economies and other factors beyond the Company's control. The Company's success is dependent, to a significant degree, on economic conditions in its service area. An economic recession or a delayed economic recovery over a prolonged period of time in the Company's market could cause an increase in the level of the Company's non-performing assets and credit losses, and thereby cause operating losses, impairment of liquidity and erosion of capital. There are no concentrations of loans or customers that, if lost, would have a material adverse effect on the continued business of the Company. There is no material concentration within a single industry or a group of related industries that is vulnerable to the risk of a near-term severe impact.

The Company's profitability is significantly affected by general economic and competitive conditions, changes in market interest rates, government policies and actions of regulatory authorities. The Company's loan portfolio is comprised principally of residential real estate, consumer, commercial and commercial real estate loans. The properties underlying the Company's mortgages are concentrated in Northeastern and Eastern Pennsylvania. Credit risk, which represents the possibility of the Company not recovering amounts due from its borrowers, is significantly related to local economic conditions in the areas where the properties are located as well as the Company's underwriting standards. Economic conditions affect the market value of the underlying collateral as well as the levels of adequate cash flow and revenue generation from income-producing commercial properties.

During 2023, the national unemployment rate rose to 3.7% compared to 3.5% at the end of 2022. The unemployment rates in the Company's local statistical markets, Scranton-Wilkes-Barre-Hazleton and Allentown-Bethlehem-Easton, dropped to 3.5% and 3.3%, respectively, from 4.5% and 3.7%, respectively, at the end of 2022. The local economy has been volatile in recent years and generally lags the national market trends. The Company's credit function strives to mitigate the negative impact of economic conditions by maintaining disciplined underwriting principles for commercial and consumer lending and ensuring that home mortgage underwriting adheres to the standards of secondary market makers. These types of business activities involve a number of risks. Refer to Item 1A, "Risk Factors" for material risks and uncertainties that management believes affect the Company.

The Company's website address is <http://www.bankatfidelity.com>. The Company makes available free of charge on or through this website the annual reports on Form 10-K, quarterly reports on Form 10-Q and current reports on Form 8-K and amendments to those reports as soon as reasonably practical after filing with the SEC. This reference to the Company's website shall not, under any circumstances, be deemed to incorporate the information available at such Internet address into this Form 10-K or other SEC filings. The information available at the Company's website is not part of this Form 10-K or any other report filed by the Company with the SEC. The SEC also maintains an internet site that contains reports, proxy and information statements and other information about the Company at <http://www.sec.gov>.

The Company's accounting policies and procedures are designed to comply with accounting principles generally accepted in the United States of America (GAAP). Refer to "Critical Accounting Policies," which are incorporated by reference in Part II, Item 7.

Human Capital

Mission and Core Values

Mission: We are Fidelity Bank. We are passionate about success and committed to building strong relationships through exceptional experiences. We will be the best bank for our bankers to work, our clients to bank, our shareholders to invest and for our community to prosper.

Our bankers are our first stakeholders by design as their actions, knowledge and focus on the client experience drive our success. We continuously invest in our bankers by offering competitive total compensation, a strong benefit package for themselves and their families, opportunity to invest in the Company through stock ownership, continuous learning, career development and programs to engage and enhance the work experience.

Fidelity Bankers have a voice in the Company and are called upon to provide opinions and ideas through dialogue programs with the CEO, Service Quality Surveys and the annual Climate Survey. Collectively, they have assisted in the development of the Core Values:

- Relationships
- Integrity
- Commitment
- Passion
- Innovation
- Success

Culturally, the Fidelity Model Experience provides a strategic vision to build a performance-based corporation. It guides all bankers on solidifying internal and external relationships and becoming the Trusted Financial Advisor for clients.

Demographics

As of December 31, 2023, the Company employed 313 bankers within its network located in Northeast and Lehigh Valley, Pennsylvania. The Company employed 22 part-time bankers and 291 full-time bankers. Employment levels are aligned with the needs of the business.

Health and Wellness

The Company provides a strong health benefit package to bankers, including medical, dental and vision insurances, life insurance, long- and short-term disability coverage and flexible spending accounts. Packages include options to cover family members according to established guidelines, creating a focus on caring for both the personal and professional needs of the banker. The Telemedicine program creates an optional, ease of use method for health provider access, providing quality care for routine ailments and illnesses.

Each year, the benefit suite is reviewed, repriced and evaluated for strength and value. Care is taken to provide a cost contained package while requiring bankers to share in the cost of healthcare. Additional programs are vetted and added where meaningful. Bankers may enroll and view benefit information through a Company Benefits Portal, providing access to insurance policies, forms, pricing, and general benefit information. Additionally, access is available directly through the medical plan insurer, giving all participants an avenue to gain pertinent information including medical care records, health and wellness articles on prevention, specific illnesses and diseases, physicians and facilities and cost of care comparisons.

The Company provides support to bankers in the form of an Employee Assistance Program through a confidential provider. Bankers make use of the program for personal and professional struggles and continue to have ongoing access to round-the-clock support at no charge, including confidential counseling, work-life solutions, legal support and financial guidance.

In addition to benefit packages, the Company offers paid time off for vacation, sick and personal time, as it is an important part of balancing a fulfilling work and personal life. Bankers have opportunities to earn additional days off through various programs.

The Company has a robust program to support community volunteerism and gives all bankers paid time off to spend hours in service to non-profits, schools, elder programs and other organizations. The program helps to create community sustainability through our bankers' time, talent and treasure and it develops deeper relationships with our bankers who work side-by-side for common causes.

Diversity and Inclusion

The Company is committed to promoting a diverse and inclusive workforce and values the strength it brings to the organization. Hiring practices include outreach to organizations representing groups of color and ethnicity, veteran status, disabled persons and women. Recruitment sources are varied to reach a broad audience. These practices have resulted in a continuously increased diverse representation and an enhanced ability to provide for the diverse needs of the communities we serve. The Affirmative Action Plan monitors the Company's success in creating equal employment opportunities for bankers and applicants and guides staff in hiring practices.

Training and Development

The investment into the continuous improvement of all bankers is evident in the bank's commitment of training dollars and resources. Key Performance Indicators (KPIs), tracked quarterly, outline training goals bank-wide and training dollars spent. The Company has a devoted training team and all bankers are offered and encouraged to participate in continuous training initiatives. Innovative programs, including Fidelity Bank University, leadership training, the education assistance program, enrichment programs through conferences, seminars and workshops and options for certifications are offered to educate bankers at all levels.

The bank monitors other Human Capital KPIs tracking banker activities; KPIs include and are not limited to community service and participation goals, turnover, new hire retention and climate survey scores. Results are monitored against goals.

The Company believes banker engagement is a tenet of its success. The practice of giving each banker a voice, providing fair compensation and opportunity for stock ownership, recognizing exceptional service through a formalized recognition program, providing a quality benefit and retirement package, promoting career development opportunities and delivering strong programs and processes creates a strong and engaged workforce. The programs assist in aligning the interests of the bankers with those of the shareholders and they provide further incentive to bankers to enhance the financial results of the Company.

ITEM 1A: RISK FACTORS

An investment in the Company's common stock is subject to risks inherent to the Company's business. The material risks and uncertainties that management believes affect the Company are described below. Before making an investment decision, you should carefully consider the risks and uncertainties described below together with all of the other information included or incorporated by reference in this report. The risks and uncertainties described below are not the only ones facing the Company. Additional risks and uncertainties that management is not aware of or focused on or that management currently deems immaterial may also impair the Company's business operations. This report is qualified in its entirety by these risk factors.

If any of the following risks actually occur, the Company's financial condition and results of operations could be materially and adversely affected. If this were to happen, the value of the Company's common stock could decline significantly, and you could lose all or part of your investment.

Risks Related to the Company's Business

The short-term and long-term effects of inflation and rising costs may adversely affect the Company's financial performance.

Inflation, both in the short-term and/or in the long-term, may adversely affect the Company's business in that it may increase our overall costs even if it does not adversely affect every aspect of our business evenly. The Company employs various strategies to manage its costs but there is no assurance that these strategies will be successful in containing costs as higher rates of inflation may result in increased costs for goods and services, including employee salaries and benefits, which may adversely affect the Company's results of operation and financial performance. Inflation may also increase the cost of doing business for the Company's borrowers thereby affecting the creditworthiness of current or prospective customers.

The Company's business is subject to interest rate risk and variations in interest rates may negatively affect its financial performance.

Changes in the interest rate environment may reduce profits. The Company's earnings and cash flows are largely dependent upon its net interest income. Net interest income is the difference between the interest earned on loans, securities and other interest-earning assets, and interest paid on deposits, borrowings and other interest-bearing liabilities. As prevailing interest rates change, net interest spreads are affected by the difference between the maturities and re-pricing characteristics of interest-earning assets and interest-bearing liabilities. In addition, loan volume and yields are affected by market interest rates on loans, and rising interest rates generally are associated with a lower volume of loan originations. An increase in the general level of interest rates may also adversely affect the ability of certain borrowers to pay the interest on and principal of their obligations. Accordingly, changes in levels of market interest rates could materially adversely affect the Company's net interest spread, asset quality, loan origination volume and overall profitability.

The Company is subject to lending risk.

There are inherent risks associated with the Company's lending activities. These risks include, among other things, the impact of changes in interest rates and changes in the economic conditions in the markets where the Company operates as well as those across the Commonwealth of Pennsylvania and the United States. Increases in interest rates and/or weakening economic conditions could adversely impact the ability of borrowers to repay outstanding loans or the value of the collateral securing these loans. The Company is also subject to various laws and regulations that affect its lending activities. Failure to comply with applicable laws and regulations could subject the Company to regulatory enforcement action that could result in the assessment of significant civil money penalties against the Company.

Commercial, commercial real estate and real estate construction loans are generally viewed as having more risk of default than residential real estate loans or consumer loans. These types of loans are also typically larger than residential real estate loans and consumer loans. Because these loans generally have larger balances than residential real estate loans and consumer loans, the deterioration of one or a few of these loans could cause a significant increase in non-performing loans. An increase in non-performing loans could result in a net loss of earnings from these loans, an increase in the provision for possible credit losses and an increase in loan charge-offs, all of which could have a material adverse effect on the Company's financial condition and results of operations.

The Company is subject to commercial real estate volatility that may result in increases in non-performing loans that could have an adverse impact on our financial condition and results of operations.

The commercial real estate market nationally, regionally, and locally has recently been subject to increased levels of volatility. Many believe that commercial real estate in the commercial office sector is undergoing a fundamental transformation and change that started during the recent pandemic but also continues due to evolving workplace environments. These changes in the marketplace affect the demand for commercial office space which in turn may affect the credit status, profitability, and collectability, of existing and future commercial real estate office sector loans. As explained above in greater detail in the risk factor for Lending Risk, volatility and increases in non-performing loans could have an adverse impact on the Company's financial condition and results of operations.

The Company's allowance for credit losses may be insufficient.

The Company maintains an allowance for credit losses, which is a reserve established through a provision for credit losses charged to expense, that represents management's best estimate of probable losses that have been incurred and are expected within the existing portfolio of loans. The allowance, in the judgment of management, is necessary to reserve for estimated credit losses and risks inherent in the loan portfolio. The level of the allowance reflects management's continuing evaluation of industry concentrations; specific credit risks; loan loss experience; current loan portfolio quality; present economic, political and regulatory conditions, reasonable and supportable forecasts and unidentified losses inherent in the current loan portfolio. The determination of the appropriate level of the allowance for credit losses inherently involves a high degree of subjectivity and requires the Company to make significant estimates of current credit risks and future trends, all of which may undergo material changes. Changes in economic conditions affecting borrowers, new information regarding existing loans, identification of additional problem loans and other factors, both within and outside of the Company's control, may require an increase in the allowance for credit losses. In addition, bank regulatory agencies periodically review the Company's allowance for credit losses and may require an increase in the provision for credit losses or the recognition of further loan charge-offs, based on judgments different than those of management. Further, if charge-offs in future periods exceed the allowance for credit losses, the Company will need additional provisions to increase the allowance for credit losses. Any increases in the allowance for credit losses will result in a decrease in net income and capital and may have a material adverse effect on the Company's financial condition and results of operations.

The Company adopted a new accounting standard update that results in a significant change in how we recognize credit losses and may have a material impact on our financial condition or results of operations.

In June 2016, the Company adopted a new accounting standard update ("ASU") entitled "*Financial Instruments-Credit Losses (Topic 326), Measurement of Credit Losses on Financial Instruments*," which replaced the "incurred loss" model for recognizing credit losses with an "expected loss" model referred to as the Current Expected Credit Loss ("CECL") model. Under the CECL model, banks are required to present certain financial assets carried at amortized cost, such as loans held for investment and held-to-maturity debt securities, at the net amount expected to be collected. The measurement of expected credit losses is based on information about past events, including historical experience, current conditions, and reasonable and supportable forecasts that affect the collectability of the reported amount. This measurement will take place at the time the financial asset is first added to the balance sheet and periodically thereafter. This differs significantly from the "incurred loss" model required under previous generally accepted accounting principles ("GAAP"), which delays recognition until it is probable a loss has been incurred.

The new CECL standard became effective for the Company on January 1, 2023. The CECL model may create more volatility in the level of the allowance for credit losses. If the Company is required to materially increase the level of its allowance for credit losses and reserve for unfunded commitments for any reason, such increase could adversely affect its business, financial condition and results of operations. The adoption of CECL is discussed further in Footnote 1, "Nature of Operations and Summary of Significant Accounting Policies," of Part II, Item 8 "Financial Statements and Supplementary Data", which is incorporated herein by reference.

If we conclude that the decline in value of any of our investment securities is a credit loss, we will be required to book a contra-asset.

We review our investment securities portfolio at each quarter-end reporting period to determine whether the fair value is below the current carrying value. When the fair value of any of our investment securities has declined below its carrying value, we are required to assess whether the decline is a credit loss. If a decline in value is deemed to be credit losses, a contra-asset is recorded on both HTM and AFS securities, limited by the amount that the fair value is less than the amortized cost basis.

The Basel III and other regulatory capital requirements may require us to maintain higher levels of capital, which could reduce our profitability.

Basel III targets higher levels of base capital, certain capital buffers and a migration toward common equity as the key source of regulatory capital. Although the new capital requirements are phased in over the next decade and may change substantially before final implementation, Basel III signals a growing effort by domestic and international bank regulatory agencies to require financial institutions, including depository institutions, to maintain higher levels of capital. The direction of the Basel III implementation activities or other regulatory requirements could require additional capital to support our business risk profile prior to final implementation of the Basel III standards. If the Company and the Bank are required to maintain higher levels of capital, the Company and the Bank may have fewer opportunities to invest capital into interest-earning assets, which could limit the profitable business operations available to the Company and the Bank and adversely impact our financial condition and results of operations.

The Company may need, or be compelled, to raise additional capital in the future, but that capital may not be available when it is needed and on terms favorable to current shareholders.

Federal banking regulators require the Company and Bank to maintain adequate levels of capital to support their operations. These capital levels are determined and dictated by law, regulation and banking regulatory agencies. In addition, capital levels are also determined by the Company's management and board of directors based on capital levels that they believe are necessary to support the Company's business operations. The Company is evaluating its present and future capital requirements and needs, is developing a comprehensive capital plan and is analyzing capital raising alternatives, methods and options. Even if the Company succeeds in meeting the current regulatory capital requirements, the Company may need to raise additional capital in the near future to support possible loan losses during future periods or to meet future regulatory capital requirements.

Further, the Company's regulators may require it to increase its capital levels. If the Company raises capital through the issuance of additional shares of its common stock or other securities, it may dilute the ownership interests of current investors and may dilute the per-share book value and earnings per share of its common stock. Furthermore, it may have an adverse impact on the Company's stock price. New investors may also have rights, preferences and privileges senior to the Company's current shareholders, which may adversely impact its current shareholders. The Company's ability to raise additional capital will depend on conditions in the capital markets at that time, which are outside its control, and on its financial performance. Accordingly, the Company cannot assure you of its ability to raise additional capital on terms and time frames acceptable to it or to raise additional capital at all. If the Company cannot raise additional capital in sufficient amounts when needed, its ability to comply with regulatory capital requirements could be materially impaired. Additionally, the inability to raise capital in sufficient amounts may adversely affect the Company's operations, financial condition and results of operations.

The Company is subject to environmental liability risk associated with lending activities.

A significant portion of the Company's loan portfolio is secured by real property. During the ordinary course of business, the Company may foreclose on and take title to properties securing certain loans. In doing so, there is a risk that hazardous or toxic substances could be found on these properties. If hazardous or toxic substances are found, the Company may be liable for remediation costs, as well as for personal injury and property damage. Environmental laws may require the Company to incur substantial expense and may materially reduce the affected property's value or limit the Company's ability to use or sell the affected property. In addition, future laws or more stringent interpretations or enforcement policies with respect to existing laws may increase the Company's exposure to environmental liability. Although the Company has policies and procedures to perform an environmental review before initiating any foreclosure action on real property, these reviews may not be sufficient to detect all potential environmental hazards. The remediation costs and any other financial liabilities associated with an environmental hazard could have a material adverse effect on the Company's financial condition and results of operations.

The Company's profitability depends significantly on economic conditions in the Commonwealth of Pennsylvania and the local regions in which it conducts business.

The Company's success depends primarily on the general economic conditions of the Commonwealth of Pennsylvania and the specific local markets in which the Company operates. Unlike larger national or other regional banks that are more geographically diversified, the Company provides banking and financial services to customers primarily in Lackawanna and Luzerne Counties in Northeastern Pennsylvania and Northampton County in Eastern Pennsylvania. The local economic conditions in these areas have a significant impact on the demand for the Company's products and services as well as the ability of the Company's customers to repay loans, the value of the collateral securing loans and the stability of the Company's deposit funding sources. A significant decline in general economic conditions caused by inflation, recession, acts of terrorism, an outbreak of hostilities or other international or domestic occurrences or instability, unemployment, changes in securities markets or other factors could impact these local economic conditions and, in turn, have a material adverse effect on the Company's financial condition and results of operations.

There is no assurance that the Company will be able to successfully compete with others for business.

The Company competes for loans, deposits and investment dollars with numerous regional and national banks and other community banking institutions, as well as other kinds of financial institutions and enterprises, such as securities firms, insurance companies, savings associations, credit unions, mortgage brokers and private lenders. Many competitors have substantially greater resources than the Company does, and operate under less stringent regulatory environments. The differences in resources and regulations may make it more difficult for the Company to compete profitably, reduce the rates that it can earn on loans and on its investments, increase the rates it must offer on deposits and other funds, and adversely affect its overall financial condition and earnings.

The Company is subject to extensive government regulation and supervision.

The Company, primarily through the Bank, is subject to extensive federal and state regulation and supervision. Banking regulations are primarily intended to protect depositors' funds, federal deposit insurance funds and the banking system as a whole, not shareholders. These regulations affect the Company's lending practices, capital structure, investment practices, dividend policy and growth, among other things. Federal or commonwealth regulatory agencies continually review banking laws, regulations and policies for possible changes. Changes to statutes, regulations or regulatory policies, including changes in interpretation or implementation of statutes, regulations or policies, could affect the Company in substantial and unpredictable ways. Such changes could subject the Company to additional costs, limit the types of financial services and products the Company may offer and/or increase the ability of non-banks to offer competing financial services and products, among other things. Failure to comply with laws, regulations or policies could result in sanctions by regulatory agencies, civil money penalties and/or reputation damage, which could have a material adverse effect on the Company's business, financial condition and results of operations. While the Company has policies and procedures designed to prevent any such violations, there can be no assurance that such violations will not occur.

The Company's controls and procedures may fail or be circumvented.

Management regularly reviews and updates the Company's internal controls, disclosure controls and procedures, and corporate governance policies and procedures. Any system of controls, however well designed and operated, is based in part on certain assumptions and can provide only reasonable, not absolute, assurances that the objectives of the system are met. Any failure or circumvention of the Company's controls and procedures or failure to comply with regulations related to controls and procedures could have a material adverse effect on the Company's business, results of operations and financial condition.

New lines of business or new products and services may subject the Company to additional risks.

From time-to-time, the Company may implement new lines of business or offer new products and services within existing lines of business. There are substantial risks and uncertainties associated with these efforts, particularly in instances where the markets are not fully developed. In developing and marketing new lines of business and/or new products and services the Company may invest significant time and resources. Initial timetables for the introduction and development of new lines of business and/or new products or services may not be achieved and price and profitability targets may not prove feasible. External factors, such as compliance with regulations, competitive alternatives, and shifting market preferences, may also impact the successful implementation of a new line of business or a new product or service. Furthermore, any new line of business and/or new product or service could have a significant impact on the effectiveness of the Company's system of internal controls. Failure to successfully manage these risks in the development and implementation of new lines of business or new products or services could have a material adverse effect on the Company's business, results of operations and financial condition.

The Company's future acquisitions could dilute your ownership and may cause it to become more susceptible to adverse economic events.

The Company may use its common stock to acquire other companies or make investments in banks and other complementary businesses in the future. The Company may issue additional shares of common stock to pay for future acquisitions, which would dilute your ownership interest in the Company. Future business acquisitions could be material to the Company, and the degree of success achieved in acquiring and integrating these businesses into the Company could have a material effect on the value of the Company's common stock. In addition, any acquisition could require it to use substantial cash or other liquid assets or to incur debt. In those events, it could become more susceptible to economic downturns and competitive pressures.

The Company may not be able to attract and retain skilled people.

The Company's success depends, in large part, on its ability to attract and retain key people. Competition for the best people in most activities engaged in by the Company can be intense and the Company may not be able to hire people or to retain them. The unexpected loss of services of one or more of the Company's key personnel could have a material adverse impact on the Company's business because of their skills, knowledge of the Company's market, years of industry experience and the difficulty of promptly finding qualified replacement personnel.

The Company's communications, information and technology systems may experience a failure, interruption or breach in security.

The Company relies heavily on communications, information and technology systems to conduct its business. Any failure, interruption or breach in security of these systems could result in failures or disruptions in the Company's customer relationship management, general ledger, deposit, loan and other systems or result in corruption, loss or compromise of confidential corporate or customer data. The risks are greater if the issue is extensive, long-lasting, or results in financial losses to its customers. Such failures, interruptions or breaches in security may arise from events such as severe weather, acts of vandalism, telecommunications outages, human error, or cyber -attacks.

These risks also arise to the extent the Company's third-party service providers experience failures, interruptions and breaches in security. The Company is also exposed to the risk of a disruption at a common service provider used by its third-party service providers. Even with attempts to diversify the reliance upon any one third-party, the Company may not be able to mitigate the risk of its vendors' use of common service providers.

The Company has policies and procedures designed to prevent or limit the effect of the failure, interruption or security breach of its information systems, however there can be no assurance that any such failures, interruptions or security breaches will not occur. The occurrence of any failures, interruptions or security breaches of the Company's information systems could damage the Company's reputation, result in a loss of customer business, subject the Company to additional regulatory scrutiny, or expose the Company to civil litigation and possible financial liability, any of which could have a material adverse effect on the Company's financial condition and results of operations.

The Company continually encounters technological change.

The financial services industry is continually undergoing rapid technological change with frequent introductions of new technology-driven products and services. The effective use of technology increases efficiency and enables financial institutions to better serve customers and to reduce costs. The Company's future success depends, in part, upon its ability to address the needs of its customers by using technology to provide products and services that will satisfy customer demands, as well as to create additional efficiencies in the Company's operations. Many of the Company's competitors have substantially greater resources to invest in technological improvements. The Company may not be able to effectively implement new technology-driven products and services or be successful in marketing these products and services to its customers. Failure to successfully keep pace with technological change affecting the financial services industry could have a material adverse impact on the Company's business and, in turn, the Company's financial condition and results of operations.

The operations of our business, including our interaction with customers, are increasingly done via electronic means, and this has increased our risks related to cyber security.

We are exposed to the risk of cyber-attacks in the normal course of business. In general, cyber incidents can result from deliberate attacks or unintentional events. We have observed an increased level of attention in the industry focused on cyber-attacks that include, but are not limited to, gaining unauthorized access to digital systems for purposes of misappropriating assets or sensitive information, corrupting data, or causing operational disruption. To combat against these attacks, policies and procedures are in place to prevent, limit, or ameliorate the effect or financial impact of the possible security breach of our information systems and we have insurance against some cyber-risks and attacks. While we have not incurred any material losses related to cyber-attacks, nor are we aware of any specific or threatened cyber-incidents as of the date of this report, we may incur substantial costs and suffer other negative consequences if we fall victim to successful cyber-attacks. Such negative consequences could include remediation costs that may include liability for stolen assets or information and repairing system damage that may have been caused; deploying additional personnel and protection technologies, training employees, and engaging third party experts and consultants; lost revenues resulting from unauthorized use of proprietary information or the failure to retain or attract customers following an attack; litigation; and reputational damage adversely affecting customer or investor confidence.

The Company may use artificial intelligence (AI) in its business, and challenges with properly managing its use could result in disruption of our internal operations, reputational harm, competitive harm, legal liability and adversely affect our results of operations and stock price.

The Company may incorporate AI solutions into platforms that deliver products and services to its customers, including solutions developed by third parties whose AI is integrated into its products and services. Its business could be harmed and the Company may be exposed to legal liability and reputational risk if the AI the Company uses is or is alleged to be deficient, inaccurate, or biased because the AI algorithms are flawed, insufficient, of poor quality, or reflect unwanted forms of bias, particularly if third party AI integrated with its platforms produces false or “hallucinatory” inferences.

Data practices by the Company or others that result in controversy could impair the acceptance of AI, which could undermine the decisions, predictions, or analysis that AI applications produce. Its customers and potential customers may express adverse opinions concerning its use of AI and machine learning that could result in brand or reputational harm, competitive harm, or legal liability. If the Company develops Generative AI, its content creation may require additional investment as testing for bias, accuracy and unintended, harmful impact is often complex and may be costly. As a result, the Company may need to increase the cost of its products and services which may make it less competitive, particularly if its competitors incorporate AI more quickly or successfully.

Governmental bodies have implemented laws and are considering further regulation of AI (including machine learning), which could negatively impact its ability to use and develop AI. The Company is unable to predict how application of existing laws, including federal and state privacy and data protection laws, and adoption of new laws and regulations applicable to AI will affect it but it is likely that compliance with such laws and regulations will increase its compliance costs and such increase may be substantial and adversely affect its results of operations. Furthermore, its use of Generative AI and other forms of AI may expose us to risks relating to intellectual property ownership and licensing rights, including copyright of Generative AI and other AI output as these issues have not been fully interpreted by federal courts or been fully addressed by federal or state legislation or regulations.

The Company is subject to claims and litigation pertaining to fiduciary responsibility.

From time-to-time, customers make claims and take legal action pertaining to the Company’s performance of its fiduciary responsibilities. Whether customer claims and legal action related to the Company’s performance of its fiduciary responsibilities are founded or unfounded, if such claims and legal actions are not resolved in a manner favorable to the Company, they may result in significant financial liability and/or adversely affect the market perception of the Company and its products and services as well as impact customer demand for those products and services. Any financial liability or reputation damage could have a material adverse effect on the Company’s business, which, in turn, could have a material adverse effect on the Company’s financial condition and results of operations.

Pennsylvania Business Corporation Law and various anti-takeover provisions under our articles and bylaws could impede the takeover of the Company.

Various Pennsylvania laws affecting business corporations may have the effect of discouraging offers to acquire the Company, even if the acquisition would be advantageous to shareholders. In addition, we have various anti-takeover measures in place under our articles of incorporation and bylaws, including a supermajority vote requirement for mergers, a staggered board of directors, and the absence of cumulative voting. Any one or more of these measures may impede the takeover of the Company without the approval of our board of directors and may prevent our shareholders from taking part in a transaction in which they could realize a premium over the current market price of our common stock.

The Company is a holding company and relies on dividends from its banking subsidiary for substantially all of its revenue and its ability to make dividends, distributions, and other payments.

As a bank holding company, the Company's ability to pay dividends depends primarily on its receipt of dividends from its subsidiary bank. Dividend payments from the bank are subject to legal and regulatory limitations, generally based on net profits and retained earnings, imposed by bank regulatory agencies. The ability of the bank to pay dividends is also subject to profitability, financial condition, regulatory capital requirements, capital expenditures and other cash flow requirements. There is no assurance that the bank will be able to pay dividends in the future or that the Company will generate cash flow to pay dividends in the future. The Company's failure to pay dividends on its common stock may have a material adverse effect on the market price of its common stock.

The Company's banking subsidiary may be required to pay higher FDIC insurance premiums or special assessments which may adversely affect its earnings.

The Company generally is unable to control the amount of premiums or special assessments that its subsidiary is required to pay for FDIC insurance. Any future changes in the calculation or assessment of FDIC insurance premiums may have a material adverse effect on our results of operations, financial condition, and our ability to continue to pay dividends on our common stock at the current rate or at all.

Severe weather, natural disasters, acts of war or terrorism, global instability, pandemics and other external events could significantly impact the Company's business.

Severe weather, natural disasters, acts of war or terrorism, global instability, pandemics and other adverse external events could have a significant impact on the Company's ability to conduct business. Such events could affect the stability of the Company's deposit base, impair the ability of borrowers to repay outstanding loans, impair the value of collateral securing loans, cause significant property damage, result in loss of revenue and/or cause the Company to incur additional expenses. Severe weather or natural disasters, acts of war or terrorism, global instability, pandemics or other adverse external events may occur in the future. Although management has established disaster recovery policies and procedures, the occurrence of any such event could have a material adverse effect on the Company's business, which, in turn, could have a material adverse effect on the Company's financial condition and results of operations.

The increasing use of social media platforms presents new risks and challenges and our inability or failure to recognize, respond to and effectively manage the accelerated impact of social media could materially adversely impact our business.

There has been a marked increase in the use of social media platforms, including weblogs (blogs), social media websites, and other forms of Internet-based communications which allow individuals access to a broad audience of consumers and other interested persons. Social media practices in the banking industry are evolving, which creates uncertainty and risk of noncompliance with regulations applicable to our business. Consumers value readily available information concerning businesses and their goods and services and often act on such information without further investigation and without regard to its accuracy. Many social media platforms immediately publish the content their subscribers and participants post, often without filters or checks on accuracy of the content posted. Information posted on such platforms at any time may be adverse to our interests and/or may be inaccurate. The dissemination of information online could harm our business, prospects, financial condition, and results of operations, regardless of the information's accuracy. The harm may be immediate without affording us an opportunity for redress or correction.

Other risks associated with the use of social media include improper disclosure of proprietary information, negative comments about our business, exposure of personally identifiable information, fraud, out-of-date information, and improper use by employees and customers. The inappropriate use of social media by our customers or employees could result in negative consequences including remediation costs including training for employees, additional regulatory scrutiny and possible regulatory penalties, litigation or negative publicity that could damage our reputation adversely affecting customer or investor confidence.

Risks Associated with the Company's Common Stock

The Company's stock price can be volatile.

Stock price volatility may make it more difficult for you to resell your common stock when you want and at prices you find attractive. The Company's stock price can fluctuate significantly in response to a variety of factors including, among other things:

- Actual or anticipated variations in quarterly results of operations.
- Recommendations by securities analysts.
- Operating and stock price performance of other companies that investors deem comparable to the Company.
- News reports relating to trends, concerns and other issues in the financial services industry.
- Perceptions in the marketplace regarding the Company and/or its competitors.
- New technology used, or services offered, by competitors.
- Significant acquisitions or business combinations, strategic partnerships, joint ventures or capital commitments by or involving the Company or its competitors.
- Failure to integrate acquisitions or realize anticipated benefits from acquisitions.
- Changes in government regulations.
- Geopolitical conditions such as acts or threats of terrorism or military conflicts.

General market fluctuations, industry factors and general economic and political conditions and events, such as economic slowdowns or recessions, interest rate changes or credit loss trends, could also cause the Company's stock price to decrease regardless of operating results.

The trading volume in the Company's common stock is less than that of other larger financial services companies.

The Company's common stock is listed for trading on Nasdaq and the trading volume in its common stock is less than that of other larger financial services companies. A public trading market having the desired characteristics of depth, liquidity and orderliness depends on the presence in the marketplace of willing buyers and sellers of the Company's common stock at any given time. This presence depends on the individual decisions of investors and general economic and market conditions over which the Company has no control. Given the lower trading volume of the Company's common stock, significant sales of the Company's common stock, or the expectation of these sales, could cause the Company's stock price to fall.

Furthermore, from time to time, the Company's common stock may be included in certain and various stock market indices. Inclusion in these indices may positively impact the price, trading volume, and liquidity of the Company's common stock, in part, because index funds or other institutional investors often purchase securities that are in these indices. Conversely, if the Company's market capitalization falls below the minimum necessary to be included in any of the indices at any annual reconstitution date, the opposite could occur. Further, the Company's inclusion in indices may be weighted based on the size of its market capitalization, so even if the Company's market capitalization remains above the amount required to be included on these indices, if its market capitalization is below the amount it was on the most recent reconstitution date, the Company's common stock could be weighted at a lower level, holders attempting to track the composition of these indices will be required to sell the Company's common stock to match the reweighting of the indices.

Risks Associated with the Company's Industry

Future governmental regulation and legislation could limit the Company's future growth.

The Company is a registered bank holding company, and its subsidiary bank is a depository institution whose deposits are insured by the FDIC. As a result, the Company is subject to various regulations and examinations by various regulatory authorities. In general, statutes establish the corporate governance and eligible business activities for the Company, certain acquisition and merger restrictions, limitations on inter-company transactions such as loans and dividends, capital adequacy requirements, requirements for anti-money laundering programs and other compliance matters, among other regulations. The Company is extensively regulated under federal and state banking laws and regulations that are intended primarily for the protection of depositors, federal deposit insurance funds and the banking system as a whole. Compliance with these statutes and regulations is important to the Company's ability to engage in new activities and consummate additional acquisitions.

In addition, the Company is subject to changes in federal and state tax laws as well as changes in banking and credit regulations, accounting principles and governmental economic and monetary policies. The Company cannot predict whether any of these changes may adversely and materially affect it. Federal and state banking regulators also possess broad powers to take supervisory actions as they deem appropriate. These supervisory actions may result in higher capital requirements, higher insurance premiums and limitations on the Company's activities that could have a material adverse effect on its business and profitability. While these statutes are generally designed to minimize potential loss to depositors and the FDIC insurance funds, they do not eliminate risk, and compliance with such statutes increases the Company's expense, requires management's attention and can be a disadvantage from a competitive standpoint with respect to non-regulated competitors.

The earnings of financial services companies are significantly affected by general business and economic conditions.

The Company's operations and profitability are impacted by general business and economic conditions in the United States and abroad. These conditions include short-term and long-term interest rates, inflation, money supply, political issues, legislative and regulatory changes, fluctuations in both debt and equity capital markets, broad trends in industry and finance, and the strength of the U.S. economy and the local economies in which the Company operates, all of which are beyond the Company's control. Deterioration in economic conditions could result in an increase in loan delinquencies and non-performing assets, decreases in loan collateral values and a decrease in demand for the Company's products and services, among other things, any of which could have a material adverse impact on the Company's financial condition and results of operations.

Financial services companies depend on the accuracy and completeness of information about customers and counterparties.

In deciding whether to extend credit or enter into other transactions, the Company may rely on information furnished by or on behalf of customers and counterparties, including financial statements, credit reports and other financial information. The Company may also rely on representations of those customers, counterparties or other third parties, such as independent auditors, as to the accuracy and completeness of that information. Reliance on inaccurate or misleading financial statements, credit reports or other financial information could have a material adverse impact on the Company's business and, in turn, the Company's financial condition and results of operations.

Consumers may decide not to use banks to complete their financial transactions.

Technology and other changes are allowing parties to complete financial transactions that historically have involved banks through alternative methods. For example, consumers can now maintain funds that would have historically been held as bank deposits in brokerage accounts or mutual funds. Consumers can also complete transactions such as paying bills and/or transferring funds directly without the assistance of banks. The process of eliminating banks as intermediaries, known as "disintermediation," could result in the loss of fee income, as well as the loss of customer deposits and the related income generated from those deposits. The loss of these revenue streams and the lower cost deposits as a source of funds could have a material adverse effect on the Company's financial condition and results of operations.

A protracted government shutdown or issues relating to debt and the deficit may adversely affect the Company.

Extended shutdowns of parts of the federal government could negatively impact the financial performance of certain customers and could impact customers' future access to certain loan and guarantee programs. As a result, this could impact the Company's business, financial condition and results of operations.

As a result of past difficulties of the federal government to reach agreement over federal debt and issues connected with the debt ceiling, certain rating agencies placed the United States government's long-term sovereign debt rating on their equivalent of negative watch and announced the possibility of a rating downgrade. The rating agencies, due to constraints related to the rating of the United States, also placed government-sponsored enterprises in which the Company invests and receives lines of credit on negative watch and a downgrade of the United States government's credit rating would trigger a similar downgrade in the credit rating of these government-sponsored enterprises. Furthermore, the credit rating of other entities, such as state and local governments, may also be downgraded should the United States government's credit rating be downgraded. The impact that a credit rating downgrade may have on the national and local economy could have an adverse effect on the Company's financial condition and results of operations.

The regulatory environment for the financial services is being significantly impacted by financial regulatory reform initiatives in the United States and elsewhere, including Dodd-Frank and regulations promulgated to implement it.

The Dodd-Frank Act comprehensively reforms the regulation of financial institutions and their products and services. Dodd-Frank requires various federal regulatory agencies to implement numerous rules and regulations. Because federal agencies are granted broad discretion in drafting these rules and regulations, many of the details and the full impact of Dodd-Frank may not be known for many months or years.

Dodd-Frank, like other financial industry reforms, has had and will continue to have a significant effect on our entire industry. Although it is difficult to predict with certainty the magnitude and extend of these effects at this time, we believe compliance with Dodd-Frank, its interpretive regulations, rules, and initiatives will negatively impact revenue and increase the cost of doing business. Additional expenses associated with compliance with the Act, currently and on an ongoing basis, are likely to continue and the effects of full implementation of the Act may limit our ability to pursue certain business opportunities.

ITEM 1B: UNRESOLVED STAFF COMMENTS

None

ITEM 1C: CYBERSECURITY

Being a financial services company, the Company encounters inherent cybersecurity risks and threats, which also affect its customers, suppliers, and third-party service providers. Throughout operations, the Company handles and processes data for its customers, employees, partners, and suppliers, understanding that a cybersecurity incident impacting any of these entities could significantly impact its operations and performance. As part of the financial services sector, the Company is held to rigorous regulatory compliance standards. To effectively manage these risks and meet regulatory demands, the Company has implemented a comprehensive, risk-based information security program. This program is designed in alignment with regulatory requirements and the guiding principles of the Federal Financial Institutions Examination Council (FFIEC) handbook and the National Institute of Standards and Technology (NIST) Cybersecurity Framework (CSF).

Information Security Governance and Oversight

The Board of Directors assumes ultimate responsibility for overseeing the Company's information security program. The Company has established an Information Technology Steering Committee (ITSC), comprised of leaders from various departments across the organization, tasked with governing and overseeing the information security program. The ITSC underscores its commitment to treating cybersecurity as a business risk rather than solely a technical concern. The Chief Information Security Officer, reporting to the SVP, General Counsel, is entrusted with leading the cybersecurity risk assessment process. This includes identifying risks, assessing inherent likelihood and impact, evaluating existing mitigating controls, calculating residual risk scores, and recommending risk responses to both the ITSC and the Board of Directors.

Information Security Program

The Company's program aims to identify, protect, detect, respond, and recover from cyber threats, striving to prevent cybersecurity incidents to the extent feasible. Simultaneously, it enhances our resilience to minimize the impact of a cybersecurity event. The program is designed to be agile, proactive, and responsive to changes in the evolving threat landscape. It employs a layered cybersecurity approach, encompassing the following key elements:

- A Security Incident Response Plan (SIRP) detailing procedures and protocols to respond effectively and efficiently to cybersecurity events.
- A user awareness program featuring regular social engineering testing and training to keep our employees informed about cybersecurity best practices, potential threats, and effective responses to mitigate risks.
- A continuous vulnerability management program designed to validate the efficacy of our patch management strategy. It prioritizes the remediation of vulnerabilities posing risks to the organization, our customers, and partners.
- Protective technical security controls, reducing the likelihood of a cybersecurity incident.
- Detection, response, and recovery capabilities, mitigating the impact of cybersecurity incidents.
- A vendor management program, designed to manage and mitigate risks associated with leveraging suppliers and third-party service providers.
- Third-party penetration testing and internal and external vulnerability assessments, validating the effectiveness of our security controls.
- IT controls audits conducted by both internal and external auditors to ensure compliance with regulatory requirements, as well as our internal corporate policies and procedures.
- Regular reporting to the Board of Directors, providing insights into our cybersecurity posture and ongoing initiatives.

By implementing these measures, the Company strives to maintain a strong cybersecurity posture, safeguarding the organization, customers, and partners from potential threats while ensuring compliance with industry standards and regulations.

Notwithstanding the Company's defensive measures and processes, the threat posed by cyber-attacks is extremely serious. The Company may not be successful in preventing or mitigating all cybersecurity incidents that could have a material adverse effect on the Company. While the Company has not, to date, detected a significant compromise, significant data loss or any material financial losses related to cybersecurity attacks, internal systems and those of our customers and third-party service providers are under constant threat. It is possible that the Company could experience a future significant cybersecurity event. The Company expects risks and exposures related to cybersecurity attacks to remain high for the foreseeable future. For further discussion of risks related to cybersecurity, see "Item 1A Risk Factors."

ITEM 2: PROPERTIES

As of December 31, 2023, the Company and the Bank operated 21 full-service banking offices, of which eleven were owned and ten were leased. The Pittston branch property is subject to a lease with a company of which director, William J. Joyce, Sr., is a partner. With the exception of the Pittston branch, none of the lessors of the properties leased by the Company are affiliated with the Company and all of the properties are located in the Commonwealth of Pennsylvania. The Company is headquartered at its owner-occupied main branch located on the corner of Blakely and Drinker Streets in Dunmore, PA. Executive and administrative, commercial lending, trust and asset management services are located at the Main Branch. The Company also operates a financial center in downtown Scranton, PA. Executive, mortgage and consumer lending, finance, operations and a full-service call center are located in this building. During 2022, the Company purchased the Scranton Electric Building for a future corporate headquarters in Scranton, PA, which is in the process to be placed on the National Register of Historic Places. Demolition of non-historical interior improvements is currently underway to allow for the next phase of planned remodeling with the expected completion ready for 2025. We believe each of our facilities is suitable and adequate to meet our current operational needs and intended purposes.

The Company also operates a wealth management office in Minersville, PA under a short-term lease agreement.

Additionally, the Company has a limited production office in Scranton, PA that is currently leased for certain commercial lenders and credit department employees.

The Company acquired a leased building in Scranton from the merger with Landmark. The branch in the building was closed in September 2021 and the building was converted into a training center during 2022.

Foreclosed assets held-for-sale includes other real estate owned (ORE). The Company had one ORE property as of December 31, 2023. Upon possession, foreclosed properties are recorded on the Company's balance sheet at the lower of cost or fair value. For a further discussion of ORE properties, see "Foreclosed assets held-for-sale", located in the comparison of financial condition section of managements' discussion and analysis.

ITEM 3: LEGAL PROCEEDINGS

The nature of the Company's business generates some litigation involving matters arising in the ordinary course of business. However, in the opinion of the Company after consulting with legal counsel, no legal proceedings are pending, which, if determined adversely to the Company or the Bank, would have a material effect on the Company's undivided profits or financial condition or results of operations. No legal proceedings are pending other than ordinary routine litigation incidental to the business of the Company and the Bank. In addition, to management's knowledge, no governmental authorities have initiated or contemplated any material legal actions against the Company or the Bank.

ITEM 4: MINE SAFETY DISCLOSURES

Not Applicable

PART II

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

The common stock of the Company is listed on Nasdaq and traded on The NASDAQ Global Market under the symbol "FDBC." Shareholders requesting information about the Company's common stock may contact:

Salvatore R. DeFrancesco, Jr., Treasurer
Fidelity D & D Bancorp, Inc.
Blakely and Drinker Streets
Dunmore, PA 18512
(570) 342-8281

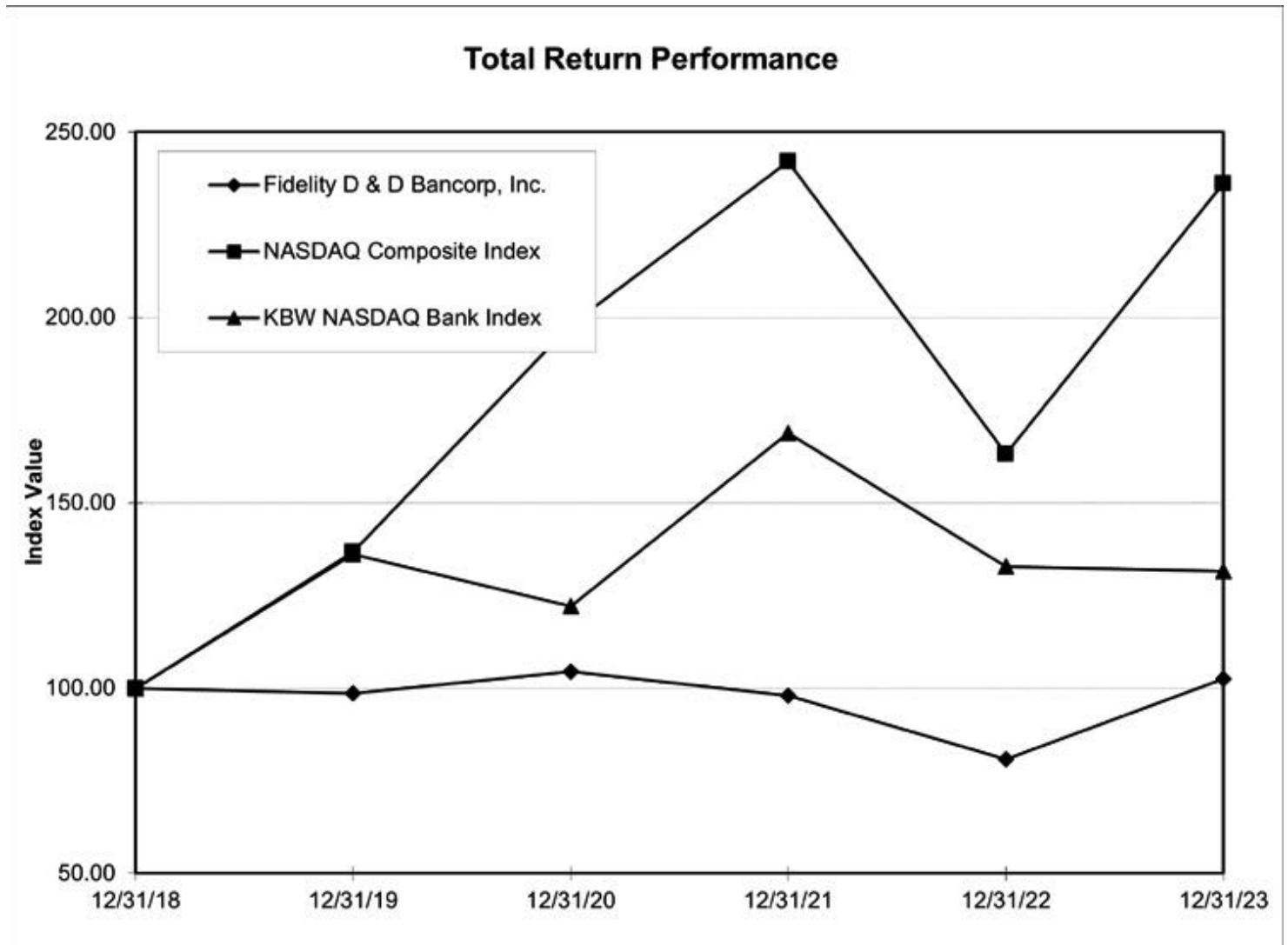
Dividends are determined and declared by the Board of Directors of the Company. The Company expects to continue to pay regular quarterly cash dividends in the future; however, future dividends are dependent upon earnings, financial condition, capital strength and other factors of the Company. For a further discussion of regulatory capital requirements see Note 15, "Regulatory Matters," contained within the notes to the consolidated financial statements, incorporated by reference in Part II, Item 8.

The Company offers a dividend reinvestment plan (DRP) for its shareholders. The DRP provides shareholders with a convenient and economical method of investing cash dividends payable on their common stock and the opportunity to make voluntary optional cash payments to purchase additional shares of the Company's common stock. Participants pay no brokerage commissions or service charges when they acquire additional shares of common stock through the DRP. The administrator may purchase shares directly from the Company, in the open market, in negotiated transactions with third parties or using a combination of these methods.

The Company had approximately 1,631 shareholders at December 31, 2023 and 1,623 shareholders as of February 29, 2024. The number of shareholders is the actual number of distinct shareholders of record. Each security depository is considered a single shareholder for purposes of determining the approximate number of shareholders.

Performance graph

The following graph and table compare the cumulative total shareholder return on the Company’s common stock against the cumulative total return of the NASDAQ Composite and KBW NASDAQ Bank index (the KBW NASDAQ index) for the period of five fiscal years commencing January 1, 2019, and ending December 31, 2023. The graph illustrates the cumulative investment return to shareholders, based on the assumption that a \$100 investment was made on December 31, 2018, in each of: the Company’s common stock, the NASDAQ Composite and the KBW NASDAQ index. As of December 31, 2023, the KBW NASDAQ index consisted of 24 banks. A listing of the banks that comprise the KBW NASDAQ index can be found on the Company’s website at www.bankatfidelity.com and then on the bottom of the page clicking on, *Investor Relations, Stock Info, The KBW NASDAQ Bank index* in the drop-down menu. All cumulative total returns are computed assuming the reinvestment of dividends into the applicable securities. The shareholder return shown on the graph and table below is not necessarily indicative of future performance:



<i>Index</i>	<i>Period Ending</i>					
	12/31/18	12/31/19	12/31/20	12/31/21	12/31/22	12/31/23
Fidelity D & D Bancorp, Inc.	100.00	98.62	104.47	98.00	80.81	102.56
NASDAQ Composite Index	100.00	136.69	198.10	242.03	163.28	236.17
KBW NASDAQ Bank Index	100.00	136.13	122.09	168.88	132.75	131.57

ITEM 6: [Reserved]

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

Critical accounting policies

The presentation of financial statements in conformity with U.S. GAAP requires management to make estimates and assumptions that affect many of the reported amounts and disclosures. Actual results could differ from these estimates.

A material estimate that is particularly susceptible to significant change relates to the determination of the allowance for credit losses. Management believes that the allowance for credit losses at December 31, 2023 is adequate and reasonable to cover expected losses. Given the subjective nature of identifying and estimating loan losses, it is likely that well-informed individuals could make different assumptions and could, therefore, calculate a materially different allowance amount. While management uses available information to recognize losses on loans, changes in economic conditions and reasonable and supportable forecasts may necessitate revisions in the future. In addition, various regulatory agencies, as an integral part of their examination process, periodically review the Company's allowance for credit losses. Such agencies may require the Company to recognize adjustments to the allowance based on their judgment of information available to them at the time of their examination. On January 1, 2023, the company adopted ASU 2016-13 (Topic 326), which replaced the incurred loss methodology with an expected loss methodology that is referred to as the current expected credit loss (or CECL) methodology.

Another material estimate is the calculation of fair values of the Company's investment securities. Fair values of investment securities are determined by pricing provided by a third-party vendor, who is a provider of financial market data, analytics and related services to financial institutions. Based on experience, management is aware that estimated fair values of investment securities tend to vary among valuation services. Accordingly, when selling investment securities, price quotes may be obtained from more than one source. As described in Notes 1 and 4 of the consolidated financial statements, incorporated by reference in Part II, Item 8, the Company's investment securities are classified as available-for-sale (AFS) or held-to-maturity (HTM). AFS securities are carried at fair value on the consolidated balance sheets, with unrealized gains and losses, net of income tax, reported separately within shareholders' equity as a component of accumulated other comprehensive income (loss) (AOCI). Debt securities, for which the Company has the positive intent and ability to hold to maturity, are reported at amortized cost. On occasion, the Company may transfer securities from AFS to HTM at fair value on the date of transfer.

The fair value of residential mortgage loans, classified as held-for-sale (HFS), is obtained from the Federal National Mortgage Association (FNMA) or the Federal Home Loan Bank (FHLB). Generally, the market to which the Company sells residential mortgages it originates for sale is restricted and price quotes from other sources are not typically obtained. On occasion, the Company may transfer loans from the loan portfolio to loans HFS. Under these circumstances, pricing may be obtained from other entities and the loans are transferred at the lower of cost or market value and simultaneously sold. For a further discussion on the accounting treatment of HFS loans, see the section entitled "Loans held-for-sale," contained within this management's discussion and analysis.

The Company accounts for business combinations under the acquisition method of accounting. The application of this method of accounting requires the use of significant estimates and assumptions in the determination of the fair value of assets acquired and liabilities assumed in order to properly allocate purchase price consideration between assets that are amortized, accreted or depreciated from those that are recorded as goodwill. Estimates of the fair values of assets acquired and liabilities assumed are based upon assumptions that management believes to be reasonable.

Goodwill is recorded on the consolidated balance sheets as the excess of liabilities assumed over identifiable assets acquired on the acquisition date. Goodwill is recorded at its net carrying value which represents estimated fair value. Goodwill is tested for impairment on at least an annual basis. There was no goodwill impairment at December 31, 2023. Other acquired intangible assets that have finite lives, such as core deposit intangibles, are amortized over their estimated useful lives and subject to periodic impairment testing.

All significant accounting policies are contained in Note 1, "Nature of Operations and Summary of Significant Accounting Policies", within the notes to consolidated financial statements and incorporated by reference in Part II, Item 8.

The following discussion and analysis presents the significant changes in the financial condition and in the results of operations of the Company as of December 31, 2023 and 2022 and for each of the years then ended. This discussion should be read in conjunction with the consolidated financial statements and notes thereto included in Part II, Item 8 of this report.

Non-GAAP Financial Measures

The following are non-GAAP financial measures which provide useful insight to the reader of the consolidated financial statements but should be considered supplemental to GAAP used to prepare the Company's financial statements and should not be read in isolation or relied upon as a substitute for GAAP measures. In addition, the Company's non-GAAP measures may not be comparable to non-GAAP measures of other companies. The Company's tax rate used to calculate the fully-taxable equivalent (FTE) adjustment was 21% at December 31, 2023, 2022, 2021, 2020 and 2019.

The following table reconciles the non-GAAP financial measures of FTE net interest income:

(dollars in thousands)	2023	2022
Interest income (GAAP)	\$ 93,835	\$ 78,672
Adjustment to FTE	2,850	2,738
Interest income adjusted to FTE (non-GAAP)	96,685	81,410
Interest expense (GAAP)	31,788	6,398
Net interest income adjusted to FTE (non-GAAP)	\$ 64,897	\$ 75,012

The efficiency ratio is non-interest expenses as a percentage of FTE net interest income plus non-interest income less gain/(loss) on sales of securities. The following table reconciles the non-GAAP financial measures of the efficiency ratio to GAAP:

(dollars in thousands)	2023	2022
Efficiency Ratio (non-GAAP)		
Non-interest expenses (GAAP)	\$ 51,870	\$ 51,361
Net interest income (GAAP)	62,047	72,274
Plus: taxable equivalent adjustment	2,850	2,738
Non-interest income (GAAP)	11,405	16,642
Less: (Loss) gain on sales of securities	(6,468)	4
Net interest income (FTE) plus adjusted non-interest income (non-GAAP)	\$ 82,770	\$ 91,650
Efficiency ratio (non-GAAP)	62.67%	56.04%

The following table provides a reconciliation of the tangible common equity (non-GAAP) and the calculation of tangible book value per share, tangible common equity ratio and adjusted tangible common equity ratio:

(dollars in thousands)	2023	2022
Tangible Book Value per Share (non-GAAP)		
Total assets (GAAP)	\$ 2,503,159	\$ 2,378,372
Less: Intangible assets, primarily goodwill	(20,812)	(21,168)
Tangible assets	2,482,347	2,357,204
Total shareholders' equity (GAAP)	189,479	162,950
Less: Intangible assets, primarily goodwill	(20,812)	(21,168)
Tangible common equity	\$ 168,667	\$ 141,782
Common shares outstanding, end of period	5,703,636	5,630,794
Tangible Common Book Value per Share (non-GAAP)	\$ 29.57	\$ 25.18
Tangible Common Equity Ratio (non-GAAP)	6.79%	6.01%
Unrealized losses on held-to-maturity securities, net of tax	(21,375)	(28,017)
Adjusted tangible common equity ratio (non-GAAP)	5.93%	4.83%

The following tables provides a reconciliation of the Company's earnings results under GAAP to comparative non-GAAP results excluding gain/loss on the sale of available-for-sale debt securities:

(dollars in thousands except per share data)	2023			Diluted earnings per share
	Income before income taxes	Provision for income taxes	Net income	
Results of operations (GAAP)	\$ 20,256	\$ 2,046	\$ 18,210	\$ 3.19
Add: Loss (gain) on the sale of available-for-sale debt securities	6,468	1,358	5,110	0.89
Adjusted earnings (non-GAAP)	\$ 26,724	\$ 3,404	\$ 23,320	\$ 4.08

(dollars in thousands except per share data)	2022			Diluted earnings per share
	Income before income taxes	Provision for income taxes	Net income	
Results of operations (GAAP)	\$ 35,468	\$ 5,447	\$ 30,021	\$ 5.29
Add: Loss (gain) on the sale of available-for-sale debt securities	(4)	(1)	(3)	-
Adjusted earnings (non-GAAP)	\$ 35,464	\$ 5,446	\$ 30,018	\$ 5.29

The following table provides a reconciliation of pre-provision net revenue (PPNR) to average assets (non-GAAP):

(dollars in thousands)	2023	2022
<u>Pre-Provision Net Revenue to Average Assets</u>		
Income before taxes (GAAP)	\$ 20,256	\$ 35,468
Plus: Provision for credit losses	1,326	2,087
Total pre-provision net revenue (non-GAAP)	\$ 21,582	\$ 37,555
Average assets	\$ 2,405,096	\$ 2,399,576
Pre-Provision Net Revenue to Average Assets (non-GAAP)	0.90%	1.57%

**Comparison of Financial Condition as of December 31, 2023
and 2022 and Results of Operations for each of the Years then Ended**

Executive Summary

The Company generated \$18.2 million in net income in 2023, or \$3.19 diluted earnings per share, down \$11.8 million, or 39%, from \$30.0 million, or \$5.29 diluted earnings per share, in 2022. The Company's net interest income performance has been reduced by asset yields being outpaced by the rapid growth of rates paid on deposits. Federal Open Market Committee (FOMC) officials raised the federal funds rate 425 basis points during 2022 and another 100 basis points during 2023. The Company expects the fed funds rate cuts to begin during 2024 once inflation slows toward the Fed's target level to begin easing. For 2024, the Company currently maintains a loan pipeline which we expect will grow the loan portfolio which will be funded by borrowing capacity until the point deposit growth will be able to pay down these short-term borrowings. The focus is to manage net interest income through a declining forecasted rate cycle by exercising disciplined and proactive loan pricing and managing deposit costs to maintain a reasonable spread, to the extent possible, in order to address further margin compression. From a financial condition and performance perspective, our mission for 2024 will be to continue to strengthen our capital position through retained earnings to support growth initiatives by implementing strategic and targeted marketing and revenue enhancing strategies, continuing to improve loan yields while managing the cost of deposits, growing and cultivating more of our wealth management and business services and managing credit risk at tolerable levels thereby maintaining overall asset quality.

Nationally, the unemployment rate rose from 3.5% at December 31, 2022 to 3.7% at December 31, 2023. The unemployment rates in the Scranton - Wilkes-Barre - Hazleton (market area north) and the Allentown - Bethlehem - Easton (market area south) Metropolitan Statistical Areas (local) decreased with both at a lower level than the national unemployment rate. According to the U.S. Bureau of Labor Statistics, the local unemployment rates at December 31, 2023 were 3.5% in the market area north and 3.3% in the market area south, respectively, a decrease of 1.0 and 0.4 percentage points from the 4.5% and 3.7%, respectively, at December 31, 2022. The rising rate environment and historically low inventory has reduced the amount of home purchases from 2022 levels. The median home values in the Scranton-Wilkes-Barre-Hazleton metro and Allentown-Bethlehem-Easton metro each increased 5.9% and 6.3% from a year ago, according to Zillow, an online database advertising firm providing access to its real estate search engines to various media outlets, and values are expected to grow 5.8% and 5.4% in the next year. In light of these expectations, we are uncertain if real estate values could continue to increase at these levels with the current elevated rate environment, however we will continue to monitor the economic climate in our region and scrutinize growth prospects with credit quality as a principal consideration.

Due to volatility in the levels of borrowings during October 2023 and the increasing expected dependency on borrowing capacity from experiencing deposit fluctuations while funding loan growth, the Company evaluated a liquidity strategy to deleverage the reliance on short-term borrowings. As a result of this evaluation, in November 2023, the Company sold certain available-for-sale securities with a carrying value of \$35.6 million for a \$6.5 million loss recognized in gain (loss) on sale of available-for-sale debt securities. The \$29.1 million in proceeds received were used to pay down short-term borrowings that replenished available borrowing capacity at that time, while eliminating 425 basis points in negative spread as one means to improve future earnings.

Gains/losses on the sale of available-for-sale securities incurred during 2023 and 2022 were not a part of the Company's normal operations. Excluding the gain/loss on the sale of securities of \$5.1 million on a non-GAAP basis, net of tax, adjusted net income would have been \$23.3 million, or \$4.08 adjusted diluted earnings per share, for the year ended December 31, 2023, a \$6.7 million decrease compared to adjusted net income for 2022. For more detail on adjusted net income which is a non-GAAP measurement, refer to the "Non-GAAP Financial Measures" located above within this management's discussion and analysis.

For the years ended December 31, 2023 and 2022, tangible common book value per share (non-GAAP) was \$29.57 and \$25.18, respectively, an increase of 17.4%. The increase in tangible book value was due primarily to an increase in retained earnings from net income and improvements in accumulated other comprehensive income. These non-GAAP measures should be reviewed in connection with the reconciliation of these non-GAAP ratios. See "Non-GAAP Financial Measures" located above within this management's discussion and analysis.

During 2023, the Company's assets grew by 5% primarily from growth in the loan portfolio. In 2024, we expect total loans to increase and a decline in the investment portfolio. The increase in the loan portfolio is expected to be funded primarily by deposit growth supplemented by short-term borrowings, when necessary. No long-term FHLB advances are currently expected to be used in 2024.

Non-performing assets represented 0.13% of total assets as of December 31, 2023, up from 0.12% at the prior year end. Non-performing assets to total assets were higher during 2023 mostly due to the amount (or dollar value) of non-performing assets increasing to a lesser extent than the growth in total assets.

Branch managers, relationship bankers, mortgage originators and our business service partners are all focused on developing a mutually profitable full banking relationship with our clients. We understand our markets, offer products and services along with financial advice that is appropriate for our community, clients and prospects. The Company continues to focus on the trusted financial advisor model by utilizing the team approach of experienced bankers that are fully engaged and dedicated towards maintaining and growing profitable relationships.

During 2024, the Company currently expects to operate in a modestly declining interest rate environment during the second half of the year. Management is primarily reliant on the Federal Open Market Committee's statements and forecast. The Company's net interest income performance has been reduced by asset yields being outpaced by higher cost of funds compressing net interest spread.

Although expectations are for the FOMC to reduce rates in the second half of 2024, the Company may continue to experience pressure to further increase rates paid on deposits in the near future. For 2024, the Company currently expects to maintain net interest margin at the same level as 2023.

Financial Condition

Consolidated assets increased \$124.8 million, or 5%, to \$2.5 billion as of December 31, 2023 from \$2.4 billion at December 31, 2022. The increase in assets occurred primarily from loan portfolio growth and higher excess cash balances. The Company used short-term borrowings to fund loan growth and maintain excess cash balances. During 2023, the investment portfolio declined as the Company sold longer term available-for-sale securities as part of a liquidity and net interest margin enhancement strategy.

The following table is a comparison of condensed balance sheet data as of December 31:

(dollars in thousands)

Assets:	2023	%	2022	%
Cash and cash equivalents	\$ 111,949	4.5%	\$ 29,091	1.2%
Investment securities	568,273	22.7	643,606	27.1
Restricted investments in bank stock	3,905	0.2	5,268	0.2
Loans and leases, net (including loans HFS)	1,667,749	66.5	1,548,662	65.1
Bank premises and equipment	34,232	1.4	31,307	1.3
Life insurance cash surrender value	54,572	2.2	54,035	2.3
Other assets	62,479	2.5	66,403	2.8
Total assets	\$ 2,503,159	100.0%	\$ 2,378,372	100.0%
Liabilities:				
Total deposits	\$ 2,158,425	86.2%	\$ 2,166,913	91.1%
Secured borrowings	7,372	0.3	7,619	0.3
Short-term borrowings	117,000	4.7	12,940	0.5
Other liabilities	30,883	1.2	27,950	1.2
Total liabilities	2,313,680	92.4	2,215,422	93.1
Shareholders' equity	189,479	7.6	162,950	6.9
Total liabilities and shareholders' equity	\$ 2,503,159	100.0%	\$ 2,378,372	100.0%

A comparison of net changes in selected balance sheet categories as of December 31, are as follows:

(dollars in thousands)	Assets	%	Earning assets*	%	Deposits	%	Other borrowings	%	FHLB advances	%
2023	\$124,787	5	\$100,726	5	\$ (8,488)	(0)	\$ 103,813	505	\$ -	-
2022	(40,732)	(2)	(35,954)	(2)	(2,952)	(0)	9,939	94	-	-
2021	719,594	42	682,812	43	660,360	44	10,620	100	(5,000)	(100)
2020	689,583	68	648,880	69	673,768	81	(37,839)	(100)	(10,000)	(67)
2019	28,825	3	21,878	2	65,554	9	(38,527)	(50)	(16,704)	(53)

* Earning assets include interest-bearing deposits with financial institutions, gross loans and leases, loans held-for-sale, available-for-sale and held-to-maturity securities and restricted investments in bank stock excluding loans placed on non-accrual status.

For more information about the Company's capital, see Footnote 15, "Regulatory Matters," of Part II, Item 8 "Financial Statements and Supplementary Data", which is incorporated herein by reference and the "Capital Resources" section of management's discussion and analysis contained herein.

Funds Provided:

Deposits

The Company is a community based commercial depository financial institution, member FDIC, which offers a variety of deposit products with varying ranges of interest rates and terms. Generally, deposits are obtained from consumers, businesses and public entities within the communities that surround the Company's 21 branch offices and all deposits are insured by the FDIC up to the full extent permitted by law. Deposit products consist of transaction accounts including: savings; clubs; interest-bearing checking; money market and non-interest bearing checking (DDA). The Company also offers short- and long-term time deposits or certificates of deposit (CDs). CDs are deposits with stated maturities which can range from seven days to ten years. Cash flow from deposits is influenced by economic conditions, changes in the interest rate environment, pricing and competition. To determine interest rates on its deposit products, the Company considers local competition, spreads to earning-asset yields, liquidity position and rates charged for alternative sources of funding such as short-term borrowings and FHLB advances.

The following table represents the components of total deposits as of December 31:

(dollars in thousands)	December 31, 2023		December 31, 2022	
	Amount	%	Amount	%
Interest-bearing checking	\$ 710,094	32.9%	\$ 664,439	30.7%
Savings and clubs	203,446	9.4	238,174	11.0
Money market	495,773	23.0	544,468	25.1
Certificates of deposit	212,969	9.9	117,224	5.4
Total interest-bearing	1,622,282	75.2	1,564,305	72.2
Non-interest bearing	536,143	24.8	602,608	27.8
Total deposits	\$ 2,158,425	100.0%	\$ 2,166,913	100.0%

Total deposits decreased \$8.5 million, or less than 1%, to \$2.2 billion at December 31, 2023 from \$2.2 billion at December 31, 2022. Non-interest bearing checking accounts decreased \$66.5 million primarily due to declines in personal and business checking accounts attributed to increases in consumer spending due to inflation, ongoing post-pandemic demand and the move to interest-bearing products. Money market accounts decreased \$48.7 million primarily due to the transfer of trust sweep accounts with a balance of \$69.2 million at the end of 2022 to interest-bearing checking accounts in 2023. Excluding this transfer, money market balances increased primarily due to a new relationship with an insurance company. Savings and club accounts also decreased \$34.7 million primarily due to personal savings declines and shifts to CDs and money market accounts. Interest-bearing checking accounts increased \$45.7 million during 2023 primarily due to the transfer of trust sweep accounts from a money market product to interest-bearing checking. Declines in other interest-bearing checking balances stemmed primarily from expected outflow of public funds from municipalities withdrawing American Rescue Plan Act funds along with personal and business account decreases. The Company focuses on obtaining a full-banking relationship with existing core operating checking account customers as well as forming new customer relationships. The Company will continue to execute on its relationship development strategy, explore the demographics within its marketplace and develop targeted programs for its customers to maintain and grow core deposits. For 2023, the Company experienced deposit balance declines as clients transferred their deposits to investments to earn higher interest and pay down debts and consumer spending. We currently expect this trend of cash usage, due to the impact of inflation on consumer and business spending and deposit mix shifts caused by the highly competitive interest rate environment, to continue throughout 2024. Seasonal public deposit fluctuations are expected to remain volatile and at times may partially offset future deposit growth.

Partially offsetting these non-maturing deposit decreases, CDs increased \$95.7 million, or 82%, during 2023. CD balances started to increase as promotional rate offerings expanded. Customers transferred approximately \$52 million in balances from other products to CDs in 2023 to earn higher yields. The Company expects the highly competitive deposit environment to continue into early 2024 with promotional money market and CDs continuing to gain favor. As a result, the Company expects the majority of deposit growth in 2024 to stem from the CD portfolio.

The Company uses the Certificate of Deposit Account Registry Service (CDARS) reciprocal program and Insured Cash Sweep (ICS) reciprocal program to obtain FDIC insurance protection for customers who have large deposits that at times may exceed the FDIC maximum insured amount of \$250,000. The Company had \$1.4 million and \$0 in CDARs as of December 31, 2023 and 2022, respectively. As of December 31, 2023 and 2022, ICS reciprocal deposits represented \$151.4 million and \$26.3 million, or 7% and 1%, of total deposits which are included in interest-bearing checking accounts in the table above. The \$125.1 million increase in ICS deposits is primarily due to several large business relationships that transferred deposits to ICS accounts from other interest-bearing checking and money market accounts held at the bank.

As of December 31, 2023, total uninsured deposits were estimated to be \$820.6 million, or 38% of total deposits. The estimate of uninsured deposits is based on the same methodologies and assumptions used for regulatory reporting requirements. The Company aggregates deposit products by taxpayer identification number and classifies into ownership categories to estimate amounts over the FDIC insurance limit. As of December 31, 2023, the ratio of uninsured and non-collateralized deposits to total deposits was approximately 23%. Collateralized deposits totaled \$321.7 million, or 15%, of total deposits as of December 31, 2023.

The maturity distribution of certificates of deposit that meet or exceed the FDIC limit, by account, at December 31, 2023 is as follows:

(dollars in thousands)	
Three months or less	\$ 12,310
More than three months to six months	15,546
More than six months to twelve months	28,085
More than twelve months	16,636
Total	\$ 72,577

Approximately 77% of the CDs, with a weighted-average interest rate of 3.56%, are scheduled to mature in 2024 and an additional 20%, with a weighted-average interest rate of 3.60%, are scheduled to mature in 2025. Renewing CDs are currently expected to re-price to higher market rates depending on the rate on the maturing CD, the pace and direction of interest rate movements, the shape of the yield curve, competition, the rate profile of the maturing accounts and depositor preference for alternative, non-term products. The Company plans to continue to address repricing CDs in the ordinary course of business on a relationship pricing basis and is prepared to match rates when prudent to maintain relationships. The Company will continue to develop CD promotional programs when the Company deems that it is economically feasible to do so or when demand exists. The Company will consider the needs of the customers and simultaneously be mindful of the liquidity levels, borrowing rates and the interest rate sensitivity exposure of the Company.

Short-term borrowings

Borrowings are used as a complement to deposit generation as an alternative funding source whereby the Company will borrow under advances from the FHLB of Pittsburgh and other correspondent banks for asset growth and liquidity needs.

Short-term borrowings may include overnight balances with FHLB's line of credit and/or correspondent bank's federal funds lines which the Company may require to fund daily liquidity needs such as deposit outflow, loan demand and operations. The Company used \$117.0 million in short-term borrowings to fund loan growth and an increase in interest-bearing cash balances for 2023. The short-term borrowings included \$57.0 million borrowed through the Federal Reserve Bank Term Funding Program (BTFP) up to one year with a weighted average rate of 4.49% by pledging \$57.0 million in securities. As of December 31, 2023, the short-term borrowings also included \$60.0 million from the Federal Reserve borrower-in-custody program. As of December 31, 2023, the Company had the ability to borrow an additional \$70.4 million from the Federal Reserve borrower-in-custody program, full availability of \$145.9 million in overnight borrowings with the FHLB open-repo line of credit and \$20.0 million from lines of credit with correspondent banks.

In November 2023, the Company sold securities and used \$29.1 million in proceeds received to pay down short-term borrowings that replenished available borrowing capacity at that time.

Information with respect to the Company's short-term borrowing's maximum and average outstanding balances and interest rates are contained in Note 8, "Short-term Borrowings," of the notes to consolidated financial statements incorporated by reference in Part II, Item 8.

Secured borrowings

As of December 31, 2023 and 2022, the Company had 8 secured borrowing agreements with third parties with a carrying value of \$7.4 million and \$7.6 million, respectively, related to certain sold loan participations that did not qualify for sales treatment acquired from Landmark. Secured borrowings are expected to decrease for 2024 from scheduled amortization and, when possible, early pay-offs.

FHLB advances

The Company had no FHLB advances as of December 31, 2023 and 2022. As of December 31, 2023, the Company had the ability to borrow up to \$656.8 million from the FHLB, net of any overnight borrowings utilized. The Company does not expect to have any FHLB advances in 2024.

Funds Deployed:

Investment Securities

The Company's investment policy is designed to complement its lending activities, provide monthly cash flow, manage interest rate sensitivity and generate a favorable return without incurring excessive interest rate and credit risk while managing liquidity at acceptable levels. In establishing investment strategies, the Company considers its business, growth strategies or restructuring plans, the economic environment, the interest rate sensitivity position, the types of securities in its portfolio, permissible purchases, credit quality, maturity and re-pricing terms, call or average-life intervals and investment concentrations. The Company's policy prescribes permissible investment categories that meet the policy standards and management is responsible for structuring and executing the specific investment purchases within these policy parameters. Management buys and sells investment securities from time-to-time depending on market conditions, business trends, liquidity needs, capital levels and structuring strategies. Investment security purchases provide a way to quickly invest excess liquidity in order to generate additional earnings. The Company generally earns a positive interest spread by assuming interest rate risk using deposits or borrowings to purchase securities with longer maturities.

At the time of purchase, management classifies investment securities into one of three categories: trading, available-for-sale (AFS) or held-to-maturity (HTM). To date, management has not purchased any securities for trading purposes. Some of the securities the Company purchases are classified as AFS even though there is no immediate intent to sell them. The AFS designation affords management the flexibility to sell securities and position the balance sheet in response to capital levels, liquidity needs or changes in market conditions. Debt securities AFS are carried at fair value on the consolidated balance sheets with unrealized gains and losses, net of deferred income taxes, reported separately within shareholders' equity as a component of accumulated other comprehensive income (AOCI). Securities designated as HTM are carried at amortized cost and represent debt securities that the Company has the ability and intent to hold until maturity. For the year ended December 31, 2023, AOCI improved by \$14.7 million primarily due to the change in fair value of the Company's investment securities.

On April 1, 2022, the Company transferred agency and municipal bonds with a book value of \$245.5 million from AFS to HTM in order to apply the accounting for securities HTM to mitigate the effect AFS accounting has on the balance sheet. The bonds that were transferred had the highest price volatility and consisted of fixed-rate securities representing 70% of the agency portfolio, 70% of the taxable municipal portfolio each laddered out on the short to intermediate part of the yield curve and 35% of the tax-exempt municipal portfolio on the long end of the yield curve were identified as the best candidates given the Company's ability to hold those bonds to maturity. The market value of the securities on the date of the transfer was \$221.7 million, after netting unrealized losses totaling \$18.9 million. The \$18.9 million, net of deferred taxes, recorded discount will be accreted into interest income, offset by the amortization of previously recognized losses in AOCI, over the life of the bonds. As of December 31, 2023, the carrying value of held-to-maturity securities was \$224.2 million, net of \$15.7 million in remaining transferred discount.

The Company utilized a fair value hedge to designate and swap a portion of the fixed rate AFS portfolio. The Company has an approved Derivative Policy that requires Board pre-approval on such balance sheet hedging activities as well as ongoing reporting to its ALCO Committee. The Board has approved up to \$200 million in notional amount of pay-fixed interest rate swap and the Company has executed on \$100 million to date.

During September 2023, the Company entered into a \$100 million interest rate swap with a third-party financial institution to limit the risk to the investment portfolio of rising interest rates. The interest rate swap was designated as a fair value hedge and utilized a pay fixed interest rate swap to hedge the change in fair value attributable to the movement in the Secured Overnight Financing Rate ("SOFR"). The Company designated \$50 million of the swap's notional balance as a hedge against the closed portfolio of 20-year mortgage-backed securities and \$50 million as a hedge against the closed portfolio of tax-free municipal bonds. As of December 31, 2023, the Company recorded the fair value of the swap of \$2.2 million in accrued interest payable and other liabilities on the consolidated balance sheet offset by a \$2.2 million increase to the carrying value of designated investment securities.

As of December 31, 2023, the carrying value of investment securities amounted to \$568.3 million, or 23% of total assets, compared to \$643.6 million, or 27% of total assets, as of December 31, 2022. On December 31, 2023, 34% of the carrying value of the investment portfolio was comprised of U.S. Government Sponsored Enterprise residential mortgage-backed securities (MBS – GSE residential or mortgage-backed securities) that amortize and provide monthly cash flow that the Company can use for reinvestment, loan demand, unexpected deposit outflow, facility expansion or operations. The mortgage-backed securities portfolio includes only pass-through bonds issued by Fannie Mae, Freddie Mac and the Government National Mortgage Association (GNMA).

The Company’s municipal (obligations of states and political subdivisions) portfolio is comprised of tax-free municipal bonds with a book value of \$201.7 million (\$182.8 million including the remaining net unrealized loss transferred on HTM securities) and taxable municipal bonds with a book value of \$92.0 (\$82.8 million including the remaining net unrealized loss transferred on HTM securities) million. The overall credit ratings of these municipal bonds was as follows: 36% AAA, 63% AA, and 1% A. For municipal securities HTM, the Company utilized a third-party model to analyze whether a credit loss reserve is needed for these bonds. The amount of the credit loss reserve calculated was immaterial because of the underlying strong credit quality of the municipal portfolio.

During 2023, the carrying value of total investments decreased \$75.3 million, or 12%. The decline was primarily due to the sale of investment securities with an amortized cost of \$66.8 million during 2023. Additionally, principal reductions during 2023 totaled \$25.0 million. Partially offsetting these decreases, there was an improvement in the unrealized loss position of \$16.3 million in the AFS portfolio. The Company attempts to maintain a well-diversified and proportionate investment portfolio that is structured to complement the strategic direction of the Company. Its growth typically supplements the lending activities but also considers the current and forecasted economic conditions, the Company’s liquidity needs and interest rate risk profile, to the extent possible.

A comparison of total investment securities as of December 31 follows:

(dollars in thousands)	December 31, 2023				December 31, 2022			
	Amount	%	Book yield	Reprice term (years)	Amount	%	Book yield	Reprice term (years)
HTM securities:								
Obligations of states & political subdivisions - tax exempt	\$ 83,483	14.8%	2.1%	20.8	\$ 83,426	13.0%	3.8%	21.8
Obligations of states & political subdivisions - taxable	59,368	10.4	2.1	11.3	59,012	9.1	3.1	12.3
Agency - GSE	81,382	14.3	1.4	6.4	80,306	12.5	2.6	7.4
Total HTM securities	\$ 224,233	39.5%	1.8%	13.1	\$ 222,744	34.6%	3.2%	14.1
AFS debt securities:								
MBS - GSE residential	\$ 193,698	34.1%	1.8%	6.0	\$ 217,435	33.8%	1.8%	6.4
Obligations of states & political subdivisions - tax exempt	99,323	17.5	2.4	11.7	149,131	23.2	2.6	11.4
Obligations of states & political subdivisions - taxable	23,474	4.1	1.6	5.6	22,763	3.5	1.6	6.6
Agency - GSE	27,545	4.8	1.2	4.3	31,533	4.9	1.4	4.6
Total AFS debt securities	\$ 344,040	60.5%	1.9%	7.4	\$ 420,862	65.4%	2.0%	8.0
Total securities	\$ 568,273	100.0%	1.9%	9.6	\$ 643,606	100.0%	2.4%	9.9

The investment securities portfolio contained no private label mortgage-backed securities, collateralized mortgage obligations, collateralized debt obligations, or trust preferred securities. The portfolio had no adjustable-rate instruments as of December 31, 2023 and 2022.

Investment securities were comprised of AFS and HTM securities as of December 31, 2023 and December 31, 2022. The AFS securities were recorded with a net unrealized loss of \$51.6 million and a net unrealized loss of \$67.9 million as of December 31, 2023 and 2022, respectively. Of the \$16.3 million net improvement; \$10.6 million was attributable to municipal securities; \$4.8 million was attributable to mortgage-backed securities and \$0.9 million was attributable to agency securities. During 2022, securities with net unrealized losses totaling \$23.9 million were transferred to HTM, of which \$2.3 million and \$1.7 million was accreted into other comprehensive income for the years ended December 31, 2023 and 2022. The direction and magnitude of the change in value of the Company's investment portfolio is attributable to the direction and magnitude of the change in interest rates along the treasury yield curve. Generally, the values of debt securities move in the opposite direction of the changes in interest rates. As interest rates along the treasury yield curve rise, especially at the intermediate and long end, the values of debt securities tend to decline. Whether or not the value of the Company's investment portfolio will change above or below its amortized cost will be largely dependent on the direction and magnitude of interest rate movements and the duration of the debt securities within the Company's investment portfolio. Management does not consider the reduction in value attributable to changes in credit quality. Correspondingly, when interest rates decline, the market values of the Company's debt securities portfolio could be subject to market value increases.

As of December 31, 2023, the Company had \$294.8 million in public deposits, or 14% of total deposits. Pennsylvania state law requires the Company to maintain pledged securities on public and trust deposits or otherwise obtain a FHLB letter of credit or FDIC insurance for these customers. The Company also pledges securities for derivative instruments and certain borrowed funds. As of December 31, 2023, the balance of pledged securities required was \$380.7 million, or 67% of total securities.

Quarterly, management performs a review of the investment portfolio to determine the causes of declines in the fair value of each security. The Company uses inputs provided by independent third parties to determine the fair value of its investment securities portfolio. Inputs provided by the third parties are reviewed and corroborated by management. Evaluations of the causes of the unrealized losses are performed to determine whether credit losses on debt securities exist. Considerations such as the Company's intent and ability to hold the securities until or sell prior to maturity, recoverability of the invested amounts over the intended holding period, the length of time and the severity in pricing decline below cost, the interest rate environment, the receipt of amounts contractually due and whether or not there is an active market for the securities, for example, are applied, along with an analysis of the financial condition of the issuer for management to make a realistic judgment of the probability that the Company will be unable to collect all amounts (principal and interest) due in determining whether a security has credit losses. If a decline in value is deemed to be a credit loss, a contra-asset is recorded on both HTM and AFS securities, limited by the amount that the fair value is less than the amortized cost basis. During the year ended December 31, 2023, the Company did not incur any credit losses on debt securities from its investment securities portfolio.

During January 2023 with the 10-year U.S. Treasury yield declining, \$31.2 million of securities were able to be sold yielding 3.62% (FTE yield of 4.33%) at a breakeven level. These proceeds were used to pay down FHLB overnight borrowings costing 4.80% at that time. Due to volatility in the levels of borrowings during October 2023 and the increasing expected dependency on borrowing capacity from experiencing deposit fluctuations while funding loan growth, the Company evaluated a liquidity strategy to deleverage the reliance on short-term borrowings. As a result of this evaluation, in November 2023, the Company sold longer term available-for-sale general market tax-free municipal securities with a carrying value of \$35.6 million with a weighted average yield of 1.28% with a 13.5 year weighted average maturity as part of a liquidity and net interest margin enhancement strategy for a \$6.5 million loss recognized in gain (loss) on sale of available-for-sale debt securities. The \$29.1 million in proceeds received were used to retire short-term borrowings with a cost of approximately 5.50%. While the Company has ample funding sources available, management felt it prudent to create additional capacity for the borrowings over the near term should the banking industry again experience funding pressures as it did in March of this past year. In addition, since the municipal securities sold were purchased in a much lower rate environment, there is an immediate improvement in net interest margin (NIM) of over 5 bps as a result of paying down the borrowing with the sale proceeds. The sale removes a 422 basis point negative spread and will contribute towards incrementally improving net interest income, earnings per share and NIM every year starting in 2024. The cost savings from paying down the advances with the sale of low yielding bonds will also allow the pre-tax loss of \$6.5 million realized on the sale to be fully recouped prior to the term of the bonds sold.

Restricted investments in bank stock

Investment in Federal Home Loan Bank (FHLB) stock is required for membership in the organization and is carried at cost since there is no market value available. The amount the Company is required to invest is dependent upon the relative size of outstanding borrowings the Company has with the FHLB of Pittsburgh. Excess stock is repurchased from the Company at par if the amount of borrowings decline to a predetermined level. In addition, the Company earns a return or dividend based on the amount invested. Atlantic Community Bankers Bank (ACBB) stock totaled \$82 thousand as of December 31, 2023 and 2022. The balance in FHLB stock was \$3.8 million and \$5.2 million as of December 31, 2023 and 2022, respectively. The dividends received from the FHLB totaled \$298 thousand and \$164 thousand for the years ended December 31, 2023 and 2022, respectively.

Loans and leases

As of December 31, 2023, the Company had gross loans and leases totaling \$1.7 billion, an increase of \$121.2 million, or 8%, compared to almost \$1.6 billion at December 31, 2022.

During the twelve months ended December 31, 2023, the growth in the portfolio was primarily attributed to a \$62.1 million increase in the commercial portfolio due to 3 originations totaling \$40 million and standard portfolio growth and a \$61.2 million increase in the residential portfolio, the result of a higher percentage of adjustable-rate mortgages recorded as held-for-investment during this period.

As management continues to identify ways to optimize the Company's balance sheet, the focus is to lend in areas that provide better risk-adjusted returns and improved opportunities to deepen relationships with our customers. This could result in a change in the composition of the loan portfolio in future periods.

A comparison of loan originations, net of participations, is as follows for the periods indicated:

(dollars in thousands)	2023	2022
	Amount	Amount
Loans:		
Commercial and industrial	\$ 87,775	\$ 69,709
Commercial real estate	72,985	77,517
Consumer	70,326	101,394
Residential real estate	106,537	122,892
Total loans	337,623	371,512
Lines of credit:		
Commercial	141,542	185,702
Residential construction	25,354	42,630
Home equity and other consumer	26,512	34,567
Total lines of credit	193,408	262,899
Total originations closed	\$ 531,031	\$ 634,411

For the twelve months ended December 31, 2023, the Company originated \$531.0 million loans and lines of credit, a reduction of \$103.4 million, or 16%, compared to the twelve months ended December 31, 2022.

The Company originated \$337.6 million total loans in 2023, which was \$33.9 million less than in 2022. Commercial and industrial loan origination increased by \$18.1 million in 2023 compared to 2022, with growth attributed to municipal loans. Loan originations decreased in commercial real estate (both owner-occupied and non-owner occupied CRE) by \$4.5 million to \$73.0 million, consumer loans by \$31.1 million to \$70.3 million and residential loans by \$16.4 million to \$106.5 million. Rising interest rates impacted loan demand and reduced loan originations for these loan categories.

The Company originated \$193.4 million total lines of credit in 2023, which was \$69.5 million less than in 2022. Commercial line of credit origination decreased by \$44.2 million to \$141.5 million, residential construction by \$17.3 million to \$25.4 million and home equity and other consumer by \$8.1 million to \$26.5 million. Rising interest rates impacted loan demand and reduced line of credit originations.

A comparison of loans and related percentage of gross loans, at December 31, for the five previous periods is as follows:

(dollars in thousands)	December 31, 2023		December 31, 2022	
	Amount	%	Amount	%
Commercial and industrial:				
Commercial	\$ 152,640	9.0%	\$ 141,122	9.0%
Municipal	94,724	5.6	72,996	4.7
Commercial real estate:				
Non-owner occupied	311,565	18.5	318,296	20.3
Owner occupied	304,399	18.0	284,677	18.2
Construction	39,823	2.4	24,005	1.5
Consumer:				
Home equity installment	56,640	3.4	59,118	3.8
Home equity line of credit	52,348	3.1	52,568	3.4
Auto loans - Recourse	10,756	0.6	12,929	0.8
Auto loans - Non-recourse	112,595	6.7	114,909	7.3
Direct finance leases	33,601	2.0	33,223	2.1
Other	16,500	1.0	11,709	0.7
Residential:				
Real estate	465,010	27.5	398,136	25.5
Construction	36,536	2.2	42,232	2.7
Gross loans	1,687,137	100.0%	1,565,920	100.0%
Less:				
Allowance for credit losses	(18,806)		(17,149)	
Unearned lease revenue	(2,039)		(1,746)	
Net loans	\$ 1,666,292		\$ 1,547,025	
Loans held-for-sale	\$ 1,457		\$ 1,637	

Commercial and industrial (C&I) and commercial real estate (CRE)

As of December 31, 2023, the commercial portfolio increased by \$62.1 million, or 7%, to \$903.2 million compared to the December 31, 2022 balance of \$841.1 million due to growth of \$33.3 million in total commercial and industrial loans and \$28.8 million in growth in commercial real estate loans.

Commercial and industrial loans are generally secured with short-term assets; however, in many cases, additional collateral such as real estate is provided as additional security for the loan. Loan-to-value maximum values have been established by the Company and are specific to the type of collateral. Collateral values may be determined using invoices, inventory reports, accounts receivable aging reports, independent collateral appraisals, etc.

For the twelve months ended December 31, 2023, commercial and industrial (non-municipal) loans increased \$11.5 million, or 8%, from \$141.1 million at December 31, 2022 to \$152.6 million at December 31, 2023, which was the result of originations and advances outpacing scheduled payments and curtailments.

Municipal loans are secured by the full faith and credit of respective local government units located in the Commonwealth of Pennsylvania authorized in accordance with the Local Government Unit Debt Act. These loans have a long history of performance within contractual terms with no defaults noted.

For the twelve months ended December 31, 2023, municipal loans increased \$21.7 million, or 30%, from \$73.0 million at December 31, 2022 to \$94.7 million at December 31, 2023, which was attributed to the origination of two loans to a single borrower totaling \$21 million.

Commercial real estate loans generally present a higher level of risk than other types of loans due primarily to the effect of general economic conditions and the complexities involved in valuing the underlying collateral whose values tend to move inversely with interest rates. These loans are secured with mortgages, or commercial real estate mortgages (CREM) against the subject property. In underwriting commercial real estate construction loans, the Company performs a robust analysis of the financial condition of the borrower, the borrower's credit history, and the reliability and predictability of the cash flow generated by the project using feasibility studies, market data, etc. Appraisals on properties securing commercial real estate loans originated by the Company are performed by independent appraisers consistent with Uniform Standards of Professional Appraisal Practice (USPAP) standards and compliant with Financial Institutions Reform, Recovery, and Enforcement Act (FIRREA).

Non-owner occupied CRE loans are commercial loans not occupied by their owners and thus rely on income from third parties, including multi-family residential tenants and commercial tenants representing various industries. Underwriting on non-owner occupied CRE loans evaluates cash flow derived from the respective tenants and the industries they occupy. As such, management considers non-owner occupied CRE loans as having a higher risk profile than owner occupied CRE loans. In keeping with its risk appetite and relationship management strategy, the Company avoids speculative commercial office space and prefers loans to projects that have sufficient equity, or loan to value, and have either S&P rated tenants with long term leases, loans structured with personal guarantees of owners whose personal financial strength provides meaningful cash flow support to supplement rental income volatility, residential projects with stable rents in desirable locations, or projects with sufficient diversity and industries proven to provide lower risk over the long term.

For the twelve months ended December 31, 2023, non-owner occupied commercial real estate decreased \$6.7 million, or 2%, from \$318.3 million at December 31, 2022 to \$311.6 million at December 31, 2023, which was attributed to scheduled monthly payments.

Owner occupied commercial real estate loans rely on income generated from the respective owners' businesses. Therefore, underwriting on owner occupied CRE loans emphasizes the owner's cash flow and financial conditions while the real estate typically represents the owners' primary business location. As such, management considers owner occupied CRE loans as having a lower risk profile than non-owner occupied CRE loans.

For the twelve months ended December 31, 2023, owner occupied commercial real estate increased \$19.7 million, or 7%, from \$284.7 million on December 31, 2022, to \$304.4 million at December 31, 2023. The increase was attributed to a \$10 million origination to a single borrower and \$12 million in reclassification of two construction loan projects that were completed during the fourth quarter.

Construction lending consists of commercial and residential site development loans, as well as commercial building construction and residential housing construction loans. Management prefers lending to well-established developers with a proven track record and strong business and guaranteed with owners' personal financial conditions.

For the twelve months ended December 31, 2023, commercial construction increased \$15.8 million, or 66%, from \$24.0 million on December 31, 2022 to \$39.8 million at December 31, 2023. This increase was attributed to \$15 million in commercial construction commitments originated during the year.

Consumer

The consumer loan portfolio consisted of home equity installment, home equity line of credit, non-recourse auto loans, recourse auto loans, direct finance leases and other consumer loans.

As of December 31, 2023, the total consumer loan portfolio decreased by \$2.0 million, or 1%, to \$282.4 million compared to the December 31, 2022 balance of \$284.4 million, primarily due to a strategic reduction in the indirect auto portfolio. For 2024, the Company expects maturities of approximately \$51 million in the dealer portfolio with minimal originations.

Residential

As of December 31, 2023, the residential loan portfolio increased by \$61.2 million, or 14%, to \$501.6 million compared to the December 31, 2022 balance of \$440.4 million. The increase was due to a shift from mortgage loans sold in the secondary market to loans held-for-investment, primarily jumbo mortgages with rates fixed for 5, 7 or 10 years with adjustable rates thereafter.

The residential loan portfolio consisted primarily of held-for-investment residential loans for primary residences, including approximately \$380 million in fixed-rate and \$85 million in adjustable-rate mortgages as of December 31, 2023.

The Company considers its portfolio segmentation, including the real estate secured portfolio, to be normal and reasonably diversified. The banking industry is affected by general economic conditions including, among other things, the effects of real estate values. The Company ensures that its mortgage lending adheres to standards of secondary market compliance. Furthermore, the Company's credit function strives to mitigate the negative impact of economic conditions by maintaining strict underwriting principles for all loan types.

The following table sets forth the maturity distribution of select commercial and construction components of the loan portfolio at December 31, 2023. The determination of maturities is based on contractual terms. Non-contractual rollovers or extensions are included in one year or less category of the maturity classification. Excluded from the table are residential real estate and consumer loans:

(dollars in thousands)	One year or less	More than one year to five years	More than five years to fifteen years	More than fifteen years	Total
Commercial and industrial	\$ 12,301	\$ 72,320	\$ 66,812	\$ 95,931	\$ 247,364
Commercial real estate	22,584	49,194	352,908	191,278	615,964
Commercial real estate construction *	39,823	-	-	-	39,823
Residential real estate construction *	36,536	-	-	-	36,536
Total	\$ 111,244	\$ 121,514	\$ 419,720	\$ 287,209	\$ 939,687

*In the table above, both residential and CRE construction loans are included in the one year or less category since, by their nature, these loans are converted into residential and CRE loans within one year from the date the real estate construction loan was consummated. Upon conversion, the residential and CRE loans would normally mature after five years.

The following table sets forth the total amount of C&I and CRE loans due after one year which have predetermined interest rates (fixed) and floating or adjustable interest rates (variable) as of December 31, 2023:

(dollars in thousands)	One to five years	Five to fifteen years	Over fifteen years	Total
Fixed interest rate	\$ 83,782	\$ 50,005	\$ 39,716	\$ 173,503
Variable interest rate	37,732	369,715	247,493	654,940
Total	\$ 121,514	\$ 419,720	\$ 287,209	\$ 828,443

Non-refundable fees and costs associated with all loan originations are deferred. Using either the interest method or straight-line amortization, the deferral is released as credits or charges to loan interest income over the life of the loan.

There are no concentrations of loans or customers to several borrowers engaged in similar industries exceeding 10% of total loans that are not otherwise disclosed as a category in the tables above. There are no concentrations of loans that, if resulted in a loss, would have a material adverse effect on the business of the Company. The Company's loan portfolio does not have a material concentration within a single industry or group of related industries or customers that is vulnerable to the risk of a near-term severe negative business impact. As of December 31, 2023, approximately 75% of the gross loan portfolio was secured by real estate compared to 75% at December 31, 2022.

Loans held-for-sale

Upon origination, most residential mortgages and certain Small Business Administration (SBA) guaranteed loans may be classified as held-for-sale (HFS). In the event of market rate increases, fixed-rate loans and loans not immediately scheduled to re-price would no longer produce yields consistent with the current market. In declining interest rate environments, the Company would be exposed to prepayment risk as rates on fixed-rate loans decrease, and customers look to refinance loans. Consideration is given to the Company's current liquidity position and projected future liquidity needs. To better manage prepayment and interest rate risk, loans that meet these conditions may be classified as HFS. Occasionally, residential mortgage and/or business loans may be transferred from the loan portfolio to HFS. The carrying value of loans HFS is based on the lower of cost or estimated fair value. If the fair values of these loans decline below their original cost, the difference is written down and charged to current earnings. Subsequent appreciation in the portfolio is credited to current earnings but only to the extent of previous write-downs.

As of December 31, 2023 and 2022, loans HFS consisted of residential mortgages with carrying amounts of \$1.5 million and \$1.6 million, respectively, which approximated their fair values. During the year ended December 31, 2023, residential mortgage loans with principal balances of \$52.0 million were sold into the secondary market and the Company recognized net gains of \$1.0 million, compared to \$78.8 million and \$1.6 million, respectively, during the year ended December 31, 2022.

The Company retains mortgage servicing rights (MSRs) on loans sold into the secondary market. MSRs are retained so that the Company can foster relationships. At December 31, 2023 and 2022, the servicing portfolio balance of sold residential mortgage loans was \$477.7 million and \$465.7 million, respectively, with mortgage servicing rights of \$1.5 million and \$1.6 million for the same periods, respectively.

Allowance for credit losses

Management continually evaluates the credit quality of the Company's loan portfolio and performs a formal review of the adequacy of the allowance for credit losses (ACL) on a quarterly basis. The allowance reflects management's best estimate of the amount of expected credit losses in the loan portfolio. When estimating the net amount expected to be collected, Management considers the effects of past events, current conditions, and reasonable and supportable forecasts of the collectability of the Company's financial assets. Those estimates may be susceptible to significant change. Loan losses are charged directly against the allowance when loans are deemed to be uncollectible. Recoveries from previously charged-off loans are added to the allowance when received.

The methodology to analyze the adequacy of the ACL is based on seven primary components:

- **Data:** The quality of the Company's data is critically important as a foundation on which the ACL estimate is generated. For its estimate, the Company uses both internal and external data with a preference toward internal data where possible. Data is complete, accurate, and relevant, and subjected to appropriate governance and controls.
- **Segmentation:** Financial assets are segmented based on similar risk characteristics.
- **Contractual term of financial assets:** The contractual term of financial assets is a significant driver of ACL estimates. Financial assets or pools of financial assets with shorter contractual maturities typically result in a lower reserve than those with longer contractual maturities. As the average life of a financial asset or pool of assets increases, there generally is a corresponding increase to the ACL estimate because the likelihood of default is considered over a longer time frame. As such, pool-based assumptions for a pool's contractual term (i.e., average life) are based on the contractual maturity of the financial assets within the pool and adjusted in accordance with GAAP, if appropriate.
- **Credit loss measurement method:** Multiple measurement methods for estimating ACLs are allowable per Accounting Standards Codification (ASC) Topic 326. The Company applies different estimation methods to different groups of financial assets. The discounted cash flow method is used for the commercial & industrial, commercial real estate non-owner occupied, commercial real estate owner occupied, commercial construction, home equity installment loan, home equity line of credit, residential real estate, and residential construction pools. The weighted average remaining maturity (WARM) method is used for the municipal, non-recourse auto, recourse auto, direct finance lease, and consumer other pools.
- **Reasonable and supportable forecasts:** ASC Topic 326 requires management to consider reasonable and supportable forecasts that affect expected collectability of financial assets. As such, the Company's forecasts incorporate anticipated changes in the economic environment that may affect credit loss estimates over a time horizon when management can reasonably support and document expectations. Forward-looking information may reflect positive or negative expectations relative to the current environment. As of the reporting date, management is using the median Federal Open Market Committee (FOMC) National Gross Domestic Product (GDP) and unemployment rate forecasts as well as the Federal Housing Finance Agency (FHFA) House Price Index (HPI) for its reasonable and supportable forecasts. The Company currently uses a 12-month (4 quarter) reasonable and supportable forecast period.
- **Reversion period:** ASC Topic 326 does not require management to estimate a reasonable and supportable forecast for the entire contractual life of financial assets. Management may apply reversion techniques for the contractual life remaining after considering the reasonable and supportable forecast period, which allows management to apply a historical loss rate to latter periods of the financial asset's life. The Company currently uses a 12 month (4 quarter) straight-line reversion period.
- **Qualitative factor adjustments:** The Company's ACL estimate considers all significant factors relevant to the expected collectability of its financial assets as of the reporting date; Qualitative factors reflect the impact of conditions not captured elsewhere, such as the historical loss data or within the economic forecast. The qualitative considerations can be captured directly within measurement models or as additional components in the overall ACL methodologies. Currently, the Company uses the following qualitative factors:
 - levels of and trends in delinquencies and non-accrual loans;
 - levels of and trends in charge-offs and recoveries;
 - trends in volume and terms of loans;
 - changes in risk selection and underwriting standards;
 - changes in lending policies and legal and regulatory requirements;
 - experience, ability and depth of lending management;
 - national and local economic trends and conditions;
 - changes in credit concentrations; and
 - changes in underlying collateral.

A key control related to the allowance is the Company's Special Assets Committee. This committee meets quarterly, and the applicable lenders discuss each relationship under review and reach a consensus on the appropriate estimated loss amount, if applicable, based on current accounting guidance. The Special Assets Committee's focus is on ensuring the pertinent facts are considered regarding not only loans considered for specific reserves, but also the collectability of loans that may be past due in payment. The assessment process also includes the review of all loans on a non-accruing basis as well as a review of certain loans to which the lenders or the Company's Credit Administration function have assigned a criticized or classified risk rating.

The following table sets forth the activity in the allowance for credit losses on loans and certain key ratios for the periods indicated:

(dollars in thousands)	2023		2022	
Balance at beginning of period	\$	17,149	\$	15,624
<u>Charge-offs:</u>				
Commercial and industrial		(320)		(371)
Commercial real estate		(91)		(67)
Consumer		(463)		(377)
Residential		-		-
Total		(874)		(815)
<u>Recoveries:</u>				
Commercial and industrial		57		11
Commercial real estate		44		153
Consumer		165		74
Residential		30		2
Total		296		240
Net charge-offs		(578)		(575)
Impact of adopting ASC 326		618		-
Initial allowance on loans purchased with credit deterioration		126		-
Provision for credit losses on loans		1,491		2,100
Balance at end of period	\$	18,806	\$	17,149
Allowance for credit losses to total loans		1.12%		1.10%
Net charge-offs to average total loans outstanding		0.04%		0.04%
Average total loans	\$	1,635,286	\$	1,500,796
Loans 30 - 89 days past due and accruing	\$	4,487	\$	1,838
Loans 90 days or more past due and accruing	\$	14	\$	33
Non-accrual loans	\$	3,308	\$	2,535
Allowance for credit losses to non-accrual loans		5.69x		6.76x
Allowance for credit losses to non-performing loans		5.66x		6.68x

For the twelve months ended December 31, 2023, the allowance increased \$1.6 million, or 10%, to \$18.8 million from \$17.2 million at December 31, 2022. The increase in the allowance was based on a \$0.7 million adjustment related to the adoption of CECL on January 1, 2023 including a \$0.1 million initial allowance on Purchase Credit Deteriorated (PCD) loans related to the reclassification of Purchase Credit Impaired (PCI) loans to PCD along with provisioning of \$1.5 million partially offset by net charge-offs of \$0.6 million.

The allowance for credit losses as a percentage of total loans increased to 1.12% as of December 31, 2023 compared to 1.10% at December 31, 2022 as the increase in the allowance (10%) outpaced the growth in the loan portfolio (8%).

Management believes that the current balance in the allowance for credit losses is sufficient to meet the identified potential credit quality issues that may arise and other issues unidentified but inherent to the portfolio. Potential problem loans are those where there is known information that leads management to believe repayment of principal and/or interest is in jeopardy and the loans are currently neither on non-accrual status nor past due 90 days or more.

Although key loss driver assumptions used in the ACL estimate remained largely stable from the day one estimate to the estimate as of December 31, 2023, the ACL estimate increased based on growth in the loan and lease portfolio and changes in the composition of the portfolio along with slower prepayment and curtailment rates. Key loss driver assumptions included the median Federal Open Market Committee (FOMC) National Gross Domestic Product (GDP) and unemployment rate forecasts, the Federal Housing Finance Agency (FHFA) House Price Index (HPI), prepayment and curtailment rates, and estimated remaining loan lives.

Qualitative factors for the ACL estimate as of December 31, 2023 were generally increased compared to the day one estimate related to an increase in delinquency, a moderate deterioration in local economic conditions, and a tougher legal and regulatory environment, which are all expected to have an adverse impact on estimated credit losses.

The allocation of net charge-offs among major categories of loans are as follows for the periods indicated:

(dollars in thousands)	2023	% of Total Net Charge-offs	2022	% of Total Net Charge-offs
Net charge-offs				
Commercial and industrial	\$ (263)	45%	\$ (360)	63%
Commercial real estate	(47)	8	86	(15)
Consumer	(298)	52	(303)	53
Residential	30	(5)	2	(1)
Total net charge-offs	\$ (578)	100%	\$ (575)	100%

For the year ended December 31, 2023, net charge-offs against the allowance totaled \$578 thousand compared with net charge-offs of \$575 thousand for the year ended December 31, 2022, representing a \$3 thousand, or 1%, increase due to a \$133 thousand increase in commercial real estate offset by a reduction of \$97 thousand in commercial & industrial, a reduction of \$5 thousand in consumer, and a reduction of \$28 thousand in residential. Net charge-offs were unchanged as a percentage of the total loan portfolio at 0.04% for the twelve months ended December 31, 2023 compared to 0.04% for the twelve months ended December 31, 2022.

For a discussion on the provision for loan losses, see the “Provision for loan losses,” located in the results of operations section of management’s discussion and analysis contained herein.

The allowance for credit losses can generally absorb losses throughout the loan portfolio. However, in some instances an allocation is made for specific loans or groups of loans. Allocation of the allowance for credit losses for different categories of loans is based on the methodology used by the Company, as previously explained. The changes in the allocations from period-to-period are based upon quarter-end reviews of the loan portfolio.

Allocation of the allowance among major categories of loans for the periods indicated, as well as the percentage of loans in each category to total loans, is summarized in the following table. This table should not be interpreted as an indication that charge-offs in future periods will occur in these amounts or proportions, or that the allocation indicates future charge-off trends. When present, the portion of the allowance designated as unallocated is within the Company’s guidelines:

(dollars in thousands)	2023		2022	
Category	Allowance	Category % of Loans	Allowance	Category % of Loans
Commercial real estate	\$ 8,835	39%	\$ 7,162	39%
Commercial and industrial	1,850	15	2,924	15
Consumer	2,391	16	2,827	18
Residential real estate	5,694	30	4,169	28
Unallocated	36	-	67	-
Total	\$ 18,806	100%	\$ 17,149	100%

As of December 31, 2023, the commercial loan portfolio, consisting of CRE and C&I loans, comprised 57% of the total allowance for credit losses compared with 59% on December 31, 2022. The commercial loan allowance allocation decreased based on the adoption of CECL and changes in how reserves are estimated compared to the previous incurred loss methodology.

As of December 31, 2023, the consumer loan portfolio comprised 13% of the total allowance for credit losses compared with 17% on December 31, 2022. The consumer loan allowance allocation decreased based on the adoption of CECL and changes in how reserves are estimated compared to the previous incurred loss methodology.

As of December 31, 2023, the residential loan portfolio comprised 30% of the total allowance for credit losses compared with 24% on December 31, 2022. The residential loan allowance allocation increased based on the adoption of CECL and changes in how reserves are estimated compared to the previous incurred loss methodology.

As of December 31, 2023, the unallocated reserve, representing the portion of the allowance not specifically identified with a loan or groups of loans, was less than 1% of the total allowance for credit losses, unchanged from December 31, 2022.

Non-performing assets

The Company defines non-performing assets as accruing loans past due 90 days or more, non-accrual loans, other real estate owned (ORE) and repossessed assets. Based on the Company's adoption of ASU 2022-02, *Financial Instruments-Credit Losses (Topic 326) Troubled Debt Restructurings and Vintage Disclosures*, the recognition and measurement guidance related to troubled debt restructurings (TDR) has been eliminated. As such, TDRs were removed from non-performing assets at December 31, 2023 and all prior periods in the following table to adhere to this standard and provide better comparability.

The following table sets forth non-performing assets at December 31:

(dollars in thousands)	2023	2022
Loans past due 90 days or more and accruing	\$ 14	\$ 33
Non-accrual loans	3,308	2,535
Total non-performing loans	3,322	2,568
Other real estate owned and repossessed assets	1	168
Total non-performing assets	\$ 3,323	\$ 2,736
Total loans, including loans held-for-sale	\$ 1,686,555	\$ 1,565,811
Total assets	\$ 2,503,159	\$ 2,378,372
Non-accrual loans to total loans	0.20%	0.16%
Non-performing loans to total loans	0.20%	0.16%
Non-performing assets to total assets	0.13%	0.12%

Management continually monitors the loan portfolio to identify loans that are either delinquent or are otherwise deemed by management unable to repay in accordance with contractual terms. Generally, loans of all types are placed on non-accrual status if a loan of any type is past due 90 or more days or if collection of principal and interest is in doubt. Further, unsecured consumer loans are charged-off when the principal and/or interest is 90 days or more past due. Uncollected interest income accrued on all loans placed on non-accrual is reversed and charged to interest income.

Non-performing assets represented 0.13% of total assets at December 31, 2023 compared with 0.12% at December 31, 2022. The increase resulted from a \$0.6 million, or 13%, increase in non-performing assets which outpaced the growth in total assets (5%) during this period. Non-performing assets increased due to the recognition of \$1.5 million in Purchase Credit Deteriorated (PCD) loans, now classified as non-accrual loans, consistent with the changes in financial reporting under ASC Topic 326 (CECL). This was partially offset by a \$0.7 million decrease in non-PCD non-accrual loans as well as a \$0.2 million decrease in other real estate owned.

At December 31, 2023, there were a total of 32 non-accrual loans to 26 unrelated borrowers with balances that ranged from less than \$1 thousand to \$1.3 million, or \$3.3 million in the aggregate. At December 31, 2022, there were a total of 39 non-accrual loans to 29 unrelated borrowers with balances that ranged from less than \$1 thousand to \$0.6 million, or \$2.5 million in the aggregate.

Loans past due 90 days or more accruing totaled \$14 thousand, which was comprised of one direct finance lease as of December 31, 2023 compared to one direct finance lease and one non-recourse auto loan totaling \$33 thousand as of December 31, 2022. All loans were well secured and in the process of collection.

The Company seeks payments from all past due customers through an aggressive customer communication process. Unless well-secured and in the process of collection, past due loans will be placed on non-accrual at the 90-day point when it is deemed that a customer is non-responsive and uncooperative to collection efforts.

The composition of non-performing loans as of December 31, 2023 is as follows:

(dollars in thousands)	Gross loan balances	Past due 90 days or more and still accruing	Non- accrual loans	Total non- performing loans	% of gross loans
Commercial and industrial:					
Commercial	\$ 152,640	\$ -	\$ 55	\$ 55	0.04%
Municipal	94,724	-	-	-	-
Commercial real estate:					
Non-owner occupied	311,565	-	252	252	0.08%
Owner occupied	304,399	-	2,250	2,250	0.74%
Construction	39,823	-	-	-	-
Consumer:					
Home equity installment	56,640	-	70	70	0.12%
Home equity line of credit	52,348	-	364	364	0.70%
Auto loans-Recourse	10,756	-	-	-	-
Auto loans-Non Recourse	112,595	-	39	39	0.03%
Direct finance leases *	31,562	14	-	14	0.04%
Other	16,500	-	-	-	-
Residential:					
Real estate	465,010	-	278	278	0.06%
Construction	36,536	-	-	-	-
Loans held-for-sale	1,457	-	-	-	-
Total	\$ 1,686,555	\$ 14	\$ 3,308	\$ 3,322	0.20%

*Net of unearned lease revenue of \$2.0 million.

Payments received from non-accrual loans are recognized on a cost recovery method. Payments are first applied to the outstanding principal balance, then to the recovery of any charged-off loan amounts. Any excess is treated as a recovery of interest income. If the non-accrual loans that were outstanding as of December 31, 2023 had been performing in accordance with their original terms, the Company would have recognized interest income with respect to such loans of \$319 thousand.

Foreclosed assets held-for-sale

From December 31, 2022 to December 31, 2023, foreclosed assets held-for-sale (ORE) declined from \$168 thousand to \$1 thousand, a \$167 thousand decrease, which was attributed to two ORE properties being transferred to non-accrual due to administrative errors. One property totaling \$86 thousand was added to ORE and subsequently transferred to non-accrual during the year.

The following table sets forth the activity in the ORE component of foreclosed assets held-for-sale:

(dollars in thousands)	December 31, 2023		December 31, 2022	
	Amount	#	Amount	#
Balance at beginning of period	\$ 168	2	\$ 434	5
Additions	86	1	762	3
Pay downs	-		(6)	
Write downs	-		(17)	
Transfers	(253)	(2)	-	
Sold	-	-	(1,005)	(6)
Balance at end of period	\$ 1	1	\$ 168	2

As of December 31, 2023, ORE consisted of one property totaling \$1 thousand, which was added in 2017 and is listed for sale.

As of December 31, 2023 and December 31, 2022, the Company had no other repossessed assets held-for-sale.

Cash surrender value of bank owned life insurance

The Company maintains bank owned life insurance (BOLI) for a chosen group of employees at the time of purchase, namely its officers, where the Company is the owner and sole beneficiary of the policies. BOLI is classified as a non-interest earning asset. Increases or decreases in the cash surrender value are recorded as components of non-interest income. The BOLI is profitable from the appreciation of the cash surrender values of the pool of insurance and its tax-free advantage to the Company. This profitability is used to offset a portion of current and future employee benefit costs. The BOLI cash surrender value build-up can be liquidated if necessary, with associated tax costs. However, the Company intends to hold this pool of insurance, because it provides income that supports employee benefit cost increases which enhances the Company's capital position. Therefore, the Company has not provided for deferred income taxes on the earnings from the increase in cash surrender value. The Company received a death benefit claim on two owned policies and received \$0.8 million in return of cash surrender value and \$0.1 million in other income during the first quarter of 2023.

Premises and equipment

Net of depreciation, premises and equipment increased \$2.9 million during 2023. The Company purchased \$1.9 million in fixed assets and added \$5.1 million in construction in process during 2023. These increases were partially offset by \$2.5 million in depreciation expense. The Company opened a new branch in Wilkes-Barre in 2023. The Company has continued the remodeling of the Main Branch located in Dunmore, PA and construction is expected to be completed in early 2024. The Company began corporate headquarters construction which may continue to increase construction in process and is evaluating its branch network looking for consolidation that makes sense for more efficient operations.

On December 23, 2020, the Commonwealth of Pennsylvania authorized the release of \$2.0 million in Redevelopment Assistance Capital Program (RACP) funding for the Company's headquarters project in Lackawanna County. On December 2, 2021, the Company announced it would be receiving an additional \$2.0 million in RACP funding in support of the project. The \$4.0 million in total RACP grant funds will be allocated to the renovation and rehabilitation of the historic building located in downtown Scranton which will be used for the new corporate headquarters. As of December 31, 2023, the Company incurred \$5.4 million in costs for the corporate headquarters and currently estimates net remaining costs could range from \$19 million to \$24 million. This range estimate may expand because it is subject to supply chain issues, commodities pricing and results of final planning spanning over approximately two years through early 2025. In addition, the Company currently is in the process of pursuing a federal historic preservation tax credit which would provide a 20% tax credit on qualified improvements on the historic property.

Other assets

During 2023, the \$3.2 million decrease in other assets was due mostly to a \$3.0 million decrease in deferred tax assets primarily from lower net unrealized losses in the investment portfolio.

Results of Operation

Earnings Summary

The Company's earnings depend primarily on net interest income. Net interest income is the difference between interest income and interest expense. Interest income is generated from yields earned on interest-earning assets, which consist principally of loans and investment securities. Interest expense is incurred from rates paid on interest-bearing liabilities, which consist of deposits and borrowings. Net interest income is determined by the Company's interest rate spread (the difference between the yields earned on its interest-earning assets and the rates paid on its interest-bearing liabilities) and the relative amounts of interest-earning assets and interest-bearing liabilities. Interest rate spread is significantly impacted by: changes in interest rates and market yield curves and their related impact on cash flows; the composition and characteristics of interest-earning assets and interest-bearing liabilities; differences in the maturity and re-pricing characteristics of assets compared to the maturity and re-pricing characteristics of the liabilities that fund them and by the competition in the marketplace.

The Company's earnings are also affected by the level of its non-interest income and expenses and by the provisions for credit losses and income taxes. Non-interest income mainly consists of: service charges on the Company's loan and deposit products; interchange fees; trust and asset management service fees; increases in the cash surrender value of the bank owned life insurance and from net gains or losses from sales of loans and securities. Non-interest expense consists of: compensation and related employee benefit costs; occupancy; equipment; data processing; advertising and marketing; FDIC insurance premiums; professional fees; loan collection; net other real estate owned (ORE) expenses; supplies and other operating overhead.

Net interest income, net interest rate margin, net interest rate spread and the efficiency ratio are presented in the Management's Discussion & Analysis on a fully-taxable equivalent (FTE) basis. The Company believes this presentation to be the preferred industry measurement of net interest income as it provides a relevant comparison between taxable and non-taxable amounts.

Overview

For the year ended December 31, 2023, the Company generated net income of \$18.2 million, or \$3.19 per diluted share, compared to \$30.0 million, or \$5.29 per diluted share, for the year ended December 31, 2022. The \$11.8 million, or 39%, decrease in net income stemmed from \$10.2 million less net interest income along with \$5.2 million lower non-interest income from losses recognized on the sale of investment securities. Partially offsetting these decreases were \$3.4 million less in provision for income taxes and \$0.8 million lower provision for credit losses on loans and unfunded loan commitments.

Due to volatility in the levels of borrowings during October 2023 and the increasing expected dependency on borrowing capacity from experiencing deposit fluctuations while funding loan growth, the Company evaluated a liquidity strategy to deleverage the reliance on short-term borrowings. As a result of this evaluation, in November 2023, the Company sold certain available-for-sale securities with a carrying value of \$35.6 million for a \$6.5 million loss recognized in gain (loss) on sale of available-for-sale debt securities. The \$29.1 million in proceeds received were used to pay down short-term borrowings that replenished available borrowing capacity at that time, while eliminating 425 basis points in negative spread as one means to improve future earnings.

For the year ended December 31, 2023, return on average assets (ROA) and return on average shareholders' equity (ROE) were 0.76% and 10.56%, respectively, compared to 1.25% and 17.37% for the same period in 2022. The decrease in ROA and ROE was the result of the decline in net income during 2023. Pre-provision net revenue to average assets (non-GAAP) was 0.90% and 1.57% for the years ended December 31, 2023 and 2022, respectively. For more information on the calculation of pre-provision net revenue to average assets, see "Non-GAAP Financial Measures" located above within this management's discussion and analysis. The decrease was primarily due to a decline in pre-provision net revenue.

Net interest income and interest sensitive assets / liabilities

Net interest income (FTE) decreased \$10.1 million, or 13%, from \$75.0 million for the year ended December 31, 2022 to \$64.9 million for the year ended December 31, 2023, due to interest expense increasing more than the increase in interest income. Total average interest-earning assets increased \$24.1 million while the FTE yields earned on these assets rose 62 basis points resulting in \$15.3 million of growth in FTE interest income. The interest income growth stemmed from the loan portfolio due to average balance growth of \$134.5 million and an additional 68 basis points in FTE yields which had the effect of producing \$17.0 million more FTE interest income, despite \$1.2 million less in fees earned under the Paycheck Protection Program (PPP) and \$0.8 million less from fair value purchase accounting accretion during 2023. In the investment portfolio, the average balances of securities declined \$67.1 million resulting in \$1.4 million lower FTE interest income.

On the liability side, total interest-bearing liabilities grew \$40.2 million in average balances with a 153 basis point increase in rates paid on these interest-bearing liabilities which caused interest expense to increase \$25.4 million. Interest expense on deposits increased \$22.8 million despite the balance of average interest-bearing deposits declining \$7.3 million due to a 144 basis point increase in rates paid on these deposits. In addition, the Company utilized \$48.8 million more in average short-term borrowings in 2023 at higher rates compared to 2022 resulting in \$2.3 million more interest expense.

The FTE net interest rate spread decreased 91 basis points to 2.25% for the year ended December 31, 2023 compared to 3.16% for the year ended December 31, 2022. The FTE net interest rate margin decreased by 47 basis points, respectively, for the year ended December 31, 2023 compared to the year ended December 31, 2022. The rise in the rates paid on interest-bearing liabilities outpaced the increase in yields on interest-earning assets causing the net interest rate spread and margin to decrease. The overall cost of funds, which includes the impact of non-interest bearing deposits, increased 115 basis points for the year ended December 31, 2023 compared to the same period in 2022. The primary reason for the increase was the higher rates paid on deposits due to the increases in market interest rates during 2023.

For 2024, the Company currently expects to operate in a modestly declining interest rate environment during the second half of the year. Management is primarily reliant on the Federal Open Market Committee's statements and forecast. The Company's net interest income performance has been reduced by asset yields being outpaced by higher cost of funds compressing net interest spread. The risk to net interest income improvement is rapid acceleration of deposit rates in the Company's market area. The FOMC increased the federal funds rate by 425 basis points during 2022 and another 100 basis points in 2023, which had a disproportional effect on rates paid on interest-bearing liabilities in 2023. On the asset side, the Prime interest rate, the benchmark rate that banks use as a base rate for adjustable rate loans was also increased 425 basis points during 2022 and another 100 basis points through 2023. Consensus economic forecasts are predicting gradual declines in short-term rates throughout 2024. For 2024, the Company currently maintains a loan pipeline which we expect will grow the loan portfolio which will be funded by borrowing capacity until such time deposit growth will be able to pay down these short-term borrowings. The focus is to manage net interest income through an elevated forecasted rate cycle by exercising disciplined and proactive loan pricing and managing deposit costs to maintain a reasonable spread, to the extent possible, in order to mitigate further margin compression.

In November 2023, the Company sold longer term available-for-sale general market tax-free municipal securities with a carrying value of \$35.6 million with a weighted average yield of 1.28% with a 13.5 year weighted average maturity as part of a liquidity and net interest margin enhancement strategy for a \$6.5 million loss recognized in gain (loss) on sale of available-for-sale debt securities. The \$29.1 million in proceeds received were used to retire short-term borrowings with a cost of approximately 5.50%. While the Company has ample funding sources available, management felt it prudent to create additional capacity for the borrowings over the near term should the banking industry again experience funding pressures as it did in March of this past year. In addition, since the municipal securities sold were purchased in a much lower rate environment, there is an immediate improvement in net interest margin (NIM) of over 5 bps as a result of paying down the borrowing with the sale proceeds. The sale removes a 422 basis point negative spread and will contribute towards incrementally improving net interest income, earnings per share and NIM every year starting in 2024. The cost savings from paying down the advances with the sale of low yielding bonds will also allow the pre-tax loss of \$6.5 million realized on the sale to be fully recouped prior to the term of the bonds sold.

The Company's cost of interest-bearing liabilities was 1.93% for the year ended December 31, 2023, or 153 basis points higher than the cost for the year ended December 31, 2022. For the month of February 2024, the cost of interest-bearing liabilities was 58 basis points higher than 2023 at 2.51% which shows the higher costs are expected to continue. The increase in interest paid on deposits contributed to the higher cost of interest-bearing liabilities supplemented by the short-term borrowings utilized during 2023. The FOMC is expected to hold the federal funds rate in the immediate future, but the Company may continue to experience pressure to further increase rates paid on deposits. To help mitigate the impact of the imminent change to the economic landscape, the Company has successfully developed and will continue to strengthen its association with existing customers, develop new business relationships and generate new loan volumes. Strategically deploying relationship deposits into interest earning-assets is an effective margin-preserving strategy that the Company expects to continue to pursue and expand to help stabilize net interest margin.

The Company's Asset Liability Management (ALM) team meets regularly to discuss among other things, interest rate risk and when deemed necessary adjusts interest rates. ALM is actively addressing the Company's sensitivity to a changing rate environment to ensure interest rate risks are contained within acceptable levels. ALM also discusses revenue enhancing strategies to help combat the potential for a decline in net interest income. The Company's marketing department, together with ALM, and service-driven branch and relationship managers, continue to develop prudent strategies that will grow the loan portfolio and accumulate relationship driven deposits at costs lower than borrowing costs to improve net interest income performance.

The table that follows sets forth a comparison of average balances of assets and liabilities and their related net tax equivalent yields and rates for the years indicated. Within the table, interest income was FTE adjusted, using the corporate federal tax rate of 21% for 2023, 2022 and 2021, to recognize the income from tax-exempt interest-earning assets as if the interest was taxable. See "Non-GAAP Financial Measures" within this management's discussion and analysis for the FTE adjustments. This treatment allows a uniform comparison among yields on interest-earning assets. Loans include loans held-for-sale (HFS) and non-accrual loans but exclude the allowance for credit losses. HELOC are included in the residential real estate category since they are secured by real estate. Net deferred loan (cost amortization)/ fee accretion of (\$0.9 million) in 2023, \$0.2 million in 2022 and \$3.8 million in 2021, respectively, are included in interest income from loans. Merchants Bank of Bangor and Landmark Community Bank loan fair value purchase accounting adjustments of \$2.5 million, \$3.3 million and \$3.0 million are included in interest income from loans and \$32 thousand, \$160 thousand and \$154 thousand reduced interest expense on deposits and borrowings for 2023, 2022 and 2021. Average balances are based on amortized cost and do not reflect net unrealized gains or losses. Residual values for direct finance leases are included in the average balances for consumer loans. Net interest margin is calculated by dividing net interest income-FTE by total average interest-earning assets. Cost of funds includes the effect of average non-interest bearing deposits as a funding source:

(dollars in thousands)	2023			2022		
	Average balance	Interest	Yield / rate	Average balance	Interest	Yield / rate
Assets						
Interest-earning assets						
Interest-bearing deposits	\$ 9,591	\$ 456	4.76%	\$ 53,483	\$ 886	1.66%
Restricted investments in bank stock	4,212	309	7.34	3,565	184	5.15
Investments:						
Agency - GSE	112,296	1,632	1.45	117,598	1,748	1.49
MBS - GSE residential	238,384	4,341	1.82	265,993	4,573	1.72
State and municipal (nontaxable)	226,918	6,685	2.95	259,194	7,708	2.97
State and municipal (taxable)	86,041	1,778	2.07	87,954	1,795	2.04
Total investments	663,639	14,436	2.18	730,739	15,824	2.17
Loans and leases:						
C&I and CRE (taxable)	772,903	45,161	5.84	754,225	37,328	4.95
C&I and CRE (nontaxable)	98,470	4,092	4.15	70,697	2,406	3.40
Consumer	235,278	10,329	4.39	215,740	8,326	3.86
Residential real estate	528,635	21,902	4.14	460,133	16,456	3.58
Total loans and leases	1,635,286	81,484	4.98	1,500,795	64,516	4.30
Total interest-earning assets	2,312,728	96,685	4.18%	2,288,582	81,410	3.56%
Non-interest earning assets	92,368			110,994		
Total assets	\$ 2,405,096			\$ 2,399,576		
Liabilities and shareholders' equity						
Interest-bearing liabilities						
Deposits:						
Interest-bearing checking	\$ 648,756	\$ 10,075	1.55%	\$ 709,340	\$ 2,453	0.35%
Savings and clubs	219,304	668	0.30	244,038	264	0.11
MMDA	540,770	13,394	2.48	514,033	2,949	0.57
Certificates of deposit	177,697	4,808	2.71	126,394	478	0.38
Total interest-bearing deposits	1,586,527	28,945	1.82	1,593,805	6,144	0.39
Secured borrowings	7,489	475	6.35	8,886	209	2.35
Short-term borrowings	49,860	2,368	4.75	1,031	45	4.37
Total interest-bearing liabilities	1,643,876	31,788	1.93%	1,603,722	6,398	0.40%
Non-interest bearing deposits	558,962			594,541		
Non-interest bearing liabilities	29,881			28,434		
Total liabilities	2,232,719			2,226,697		
Shareholders' equity	172,377			172,879		
Total liabilities and shareholders' equity	\$ 2,405,096			\$ 2,399,576		
Net interest income - FTE		\$ 64,897			\$ 75,012	
Net interest spread			2.25%			3.16%
Net interest margin			2.81%			3.28%
Cost of funds			1.44%			0.29%

Changes in net interest income are a function of both changes in interest rates and changes in volume of interest-earning assets and interest-bearing liabilities. The following table presents the extent to which changes in interest rates and changes in volumes of interest-earning assets and interest-bearing liabilities have affected the Company's interest income and interest expense during the periods indicated. Information is provided in each category with respect to (1) the changes attributable to changes in volume (changes in volume multiplied by the prior period rate), (2) the changes attributable to changes in interest rates (changes in rates multiplied by prior period volume) and (3) the net change. The combined effect of changes in both volume and rate has been allocated proportionately to the change due to volume and the change due to rate. Tax-exempt income was not converted to a tax-equivalent basis on the rate/volume analysis:

(dollars in thousands)	Years ended December 31,					
	2023 compared to 2022			2022 compared to 2021		
	Increase (decrease) due to					
	Volume	Rate	Total	Volume	Rate	Total
<u>Interest income:</u>						
Interest-bearing deposits	\$ (1,142)	\$ 712	\$ (430)	\$ (116)	\$ 854	\$ 738
Restricted investments in bank stock	37	88	125	17	40	57
<u>Investments:</u>						
Agency - GSE	(78)	(38)	(116)	407	110	517
MBS - GSE residential	(493)	261	(232)	1,106	630	1,736
State and municipal	(707)	(86)	(793)	1,483	84	1,567
Total investments	(1,278)	137	(1,141)	2,996	824	3,820
<u>Loans and leases:</u>						
Residential real estate	2,638	2,808	5,446	3,652	492	4,144
C&I and CRE	2,303	6,857	9,160	3,020	199	3,219
Consumer	795	1,208	2,003	1,343	(117)	1,226
Total loans and leases	5,736	10,873	16,609	8,015	574	8,589
Total interest income	3,353	11,810	15,163	10,912	2,292	13,204
<u>Interest expense:</u>						
<u>Deposits:</u>						
Interest-bearing checking	(227)	7,848	7,621	316	395	711
Savings and clubs	(29)	434	405	21	130	151
Money market	161	10,284	10,445	236	1,756	1,992
Certificates of deposit	268	4,062	4,330	(30)	(136)	(166)
Total deposits	173	22,628	22,801	543	2,145	2,688
Secured borrowings	(38)	304	266	(4)	57	53
Overnight borrowings	2,319	4	2,323	33	11	44
FHLB advances	-	-	-	(26)	-	(26)
Total interest expense	2,454	22,936	25,390	546	2,213	2,759
Net interest income	\$ 899	\$ (11,126)	\$ (10,227)	\$ 10,366	\$ 79	\$ 10,445

Provision for credit losses

The provision for credit losses represents the necessary amount to charge against current earnings, the purpose of which is to increase the allowance for credit losses to a level that represents management's best estimate of expected credit losses in the Company's loan portfolio. Loans determined to be uncollectible are charged off against the allowance. The required amount of the provision for credit losses, based upon the adequate level of the allowance, is subject to the ongoing analysis of the loan portfolio. The Company's Special Assets Committee meets periodically to review problem loans. The committee is comprised of management, including credit administration officers, loan officers, loan workout officers and collection personnel.

Management continuously reviews the risks inherent in the loan portfolio. The determination of the amounts of the allowance for credit losses and the provision for credit losses is based on management's current judgments about the credit quality of the Company's financial assets and known and expected relevant internal and external factors that significantly affect collectability such as historical loss information, current conditions, and reasonable and supportable forecasts, including significant qualitative factors.

On January 1, 2023, the Company adopted Accounting Standard Update 2016-13, *Financial Instruments - Credit Losses (Topic 326) Measurement of Credit Losses on Financial Instruments (CECL)* and recorded an increase of \$0.7 million in the allowance for credit losses on loans and an increase of \$1.1 million in the allowance for credit losses on unfunded loan commitments. Results for reporting periods beginning after January 1, 2023 are presented under ASC 326 while prior period amounts continue to be reported in accordance with previously applicable GAAP.

For the year ended December 31, 2023, the provision for credit losses on loans was \$1.5 million due to the growth and change in composition of the loan portfolio along with slower prepayment speeds and curtailment rates, which are key assumptions used in the estimate. The provision for credit losses on unfunded loan commitments was a net benefit of \$0.2 million due to a reduction in unfunded commitments during the year along with lower loss rates related to an improved economic forecast and updated probability of default models used in the estimate.

Due to the Company's adoption of ASU 2016-13 on January 1, 2023, comparability of the prior period provision is not considered relevant.

The provision for credit losses derives from the reserve required from the allowance for credit losses calculation. The Company continued provisioning for the year ended December 31, 2023 to maintain an allowance level that management deemed adequate.

For a discussion on the allowance for credit losses, see "Allowance for credit losses," located in the comparison of financial condition section of management's discussion and analysis contained herein.

Other income

For the year ended December 31, 2023, non-interest income amounted to \$11.4 million, a \$5.2 million, or 31%, decrease compared to \$16.6 million recorded for the year ended December 31, 2022. The decrease was primarily due to \$6.5 million in losses on the sale of investment securities in 2023 resulting from a liquidity strategy to deleverage reliance on short-term borrowings. Also contributing to the decrease was \$0.7 million lower gains on loan sales and \$0.3 million less loan service charges. Partially offsetting these decreases, trust fiduciary fees increased \$0.5 million and deposit service charges grew \$0.5 million. Additional increases were as follows: \$0.3 million more in mortgage servicing fees, \$0.3 million in recoveries from acquired charged-off loans, \$0.3 million in additional commercial loans fees from interest rate hedges and \$0.2 million more debit card interchange fees.

Other operating expenses

For the year ended December 31, 2023, total other operating expenses totaled \$51.9 million, an increase of \$0.5 million, or 1%, compared to \$51.4 million for the year ended December 31, 2022. Premises and equipment expenses increased \$1.2 million, or 15%, due primarily to higher expenses for equipment maintenance and rentals along with higher depreciation expense. The FDIC assessment expense increased \$0.4 million due to the higher assessment rate for 2023. Fraud losses increased \$0.5 million due to an increase in counterfeit checks. Professional service expenses increased \$0.4 million due to additional consulting, legal, ICS fees and audit expenses. Partially offsetting these increases, salaries and employee benefit expenses declined \$1.3 million, or 5%. The decrease was primarily due to less incentive expenses. PA shares tax expense was also \$0.6 million lower from declines in shareholders' equity measured as of December 31, 2022.

The ratios of non-interest expense less non-interest income to average assets, known as the expense ratio, were 1.41% and 1.45%, respectively, at December 31, 2023 and 2022. The expense ratio decreased because of increased levels of average assets. The efficiency ratio increased from 56.04% at December 31, 2022 to 62.67% at December 31, 2023 due to the decline in revenue in 2023. For more information on the calculation of the efficiency ratio, see "Non-GAAP Financial Measures" located within this management's discussion and analysis.

Open positions and the cost of maintaining talent may increase salaries and employee benefit expenses, primarily salaries, incentives and group insurance, in 2024. Additionally, the Company's technology platforms continue to evolve and require periodic upgrades. Therefore, the Company continues to devote financial resources and personnel necessary to maintain and improve the information technology systems and platforms for optimal operational efficiency, customer convenience and compliance with applicable laws, regulations and regulatory guidance within a secure environment. Although these costs are expected, the costs of software and software subscriptions continue to rise and our ability to attract and retain qualified information technology personnel during a historically tight labor market may require further investment and expenditures by the Company.

Provision for income taxes

The provision for income taxes decreased \$3.4 million, or 62%, for the year ended December 31, 2023 compared to the same 2022 period due to tax credits from plug-in hybrid electric vehicles and lower income before taxes. The Company's effective income tax rate approximated 10.1% in 2023 and 15.4% in 2022. The difference between the effective rate and the enacted statutory corporate rate of 21% is due mostly to the effect of tax-exempt income in relation to the level of pre-tax income. The decrease in the effective tax rate was primarily due to lower pre-tax income and the aforementioned tax credits. If the federal corporate tax rate is increased, the Company's net deferred tax liabilities and deferred tax assets will be re-valued upon adoption of the new tax rate. A federal tax rate increase will increase net deferred tax assets with a corresponding decrease to provision for income taxes.

Off-Balance Sheet Arrangements and Contractual Obligations

The Company is a party to financial instruments with off-balance sheet risk in the normal course of business in order to meet the financing needs of its customers and in connection with the overall interest rate management strategy. These instruments involve, to a varying degree, elements of credit, interest rate and liquidity risk. In accordance with GAAP, these instruments are either not recorded in the consolidated financial statements or are recorded in amounts that differ from the notional amounts. Such instruments primarily include lending commitments and lease obligations.

Lending commitments include commitments to originate loans and commitments to fund unused lines of credit. Commitments to extend credit are agreements to lend to a customer as long as there is no violation of any condition established in the contract. Commitments generally have fixed expiration dates or other termination clauses and may require payment of a fee. Since some of the commitments are expected to expire without being drawn upon, the total commitment amounts do not necessarily represent future cash requirements.

In addition to lending commitments, the Company has contractual obligations related to operating lease and capital lease commitments. Operating lease commitments are obligations under various non-cancelable operating leases on buildings and land used for office space and banking purposes. Capital lease commitments are obligations on buildings and equipment.

The following table presents, as of December 31, 2023, the Company's significant determinable contractual obligations and significant commitments by payment date. The payment amounts represent those amounts contractually due to the recipient, excluding interest:

(dollars in thousands)	One year or less	Over one year through three years	Over three years through five years	Over five years	Total
Contractual obligations:					
Certificates of deposit	\$ 164,919	\$ 44,836	\$ 2,777	\$ 434	\$ 212,966
Secured borrowings	858	-	-	6,467	7,325
Short-term borrowings	117,000	-	-	-	117,000
Operating leases	631	1,183	1,215	9,273	12,302
Finance leases	243	455	421	162	1,281
Commitments:					
Letters of credit	15,437	371	-	1,486	17,294
Loan commitments ⁽¹⁾	43,770	-	-	-	43,770
Total	\$ 342,858	\$ 46,845	\$ 4,413	\$ 17,822	\$ 411,938

(1) Available credit to borrowers in the amount of \$313.4 million is excluded from the above table since, by its nature, the borrowers may not have the need for additional funding, and, therefore, the credit may or may not be disbursed by the Company.

Related Party Transactions

Information with respect to related parties is contained in Note 16, “Related Party Transactions”, within the notes to the consolidated financial statements, and incorporated by reference in Part II, Item 8.

Impact of Accounting Standards and Interpretations

Information with respect to the impact of accounting standards is contained in Note 18, “Recent Accounting Pronouncements”, within the notes to the consolidated financial statements, and incorporated by reference in Part II, Item 8.

Impact of Inflation and Changing Prices

The consolidated financial statements and notes thereto presented herein have been prepared in accordance with U.S. GAAP, which requires the measurement of the Company’s financial condition and results of operations in terms of historical dollars without considering the changes in the relative purchasing power of money over time due to inflation. The impact of inflation is reflected in the increased cost of our operations. Unlike industrial businesses, most all of the Company’s assets and liabilities are financial in nature. As a result, interest rates have a greater impact on our performance than do the effects of general levels of inflation as interest rates do not necessarily move in the same direction or, to the same extent, as the price of goods and services.

Capital Resources

The Bank is subject to various regulatory capital requirements administered by the federal banking agencies. Failure to meet minimum capital requirements can initiate certain mandatory and possible additional discretionary actions by regulators that, if undertaken, could have a direct material effect on the Bank’s financial statements. Under capital adequacy guidelines and the regulatory framework for prompt corrective action, the Bank must meet specific capital guidelines that involve quantitative measures of their assets, liabilities and certain off-balance-sheet items as calculated under regulatory accounting practices. The capital amounts and classification are also subject to qualitative judgments by the regulators about components, risk-weightings and other factors. Since the Company (on a consolidated basis) is currently considered a small bank holding company, it is not subject to regulatory capital requirements.

Under these guidelines, assets and certain off-balance sheet items are assigned to broad risk categories, each with appropriate weights. The resulting ratios represent capital as a percentage of total risk-weighted assets and certain off-balance sheet items. The guidelines require all banks and bank holding companies to maintain minimum ratios for capital adequacy purposes. Refer to the information with respect to capital requirements contained in Note 15, “Regulatory Matters”, within the notes to the consolidated financial statements, and incorporated by reference in Part II, Item 8.

During the year ended December 31, 2023, total shareholders' equity increased \$26.5 million, or 16%, due principally to \$18.2 million in net income added into retained earnings. Capital was further enhanced by a \$14.7 million after tax improvement in the net unrealized loss position in the Company’s investment portfolio, \$1.6 million from the issuance of common stock through the DRP, \$0.3 million from investments in the Company’s common stock via the Employee Stock Purchase Plan (ESPP) and \$1.6 million from stock-based compensation expense from the ESPP and restricted stock. Partially offsetting these increases, there were \$8.4 million of cash dividends declared on the Company’s common stock and a \$1.3 million cumulative effect adjustment for adoption of ASU 2016-13. The Company’s dividend payout ratio, defined as the rate at which current earnings are paid to shareholders, was 46.1% and 25.7% for the years ended December 31, 2023 and 2022, respectively. The balance of earnings is retained to further strengthen the Company’s capital position. The Company’s sources (uses) of capital during the previous five years are indicated below:

	Net	Cash	Other retained	Total	DRP	Issuance of	Changes in	Capital
(dollars in thousands)	income	dividends	earnings	earnings	and ESPP	common stock	AOCI and	retained
		declared	adjustments	retained	infusion	for acquisition	other changes	(utilized)
2023	\$ 18,210	\$ (8,387)	\$ (1,326)	\$ 8,497	\$ 1,938	\$ -	\$ 16,094	\$ 26,529
2022	30,021	(7,709)	-	22,312	252	-	(71,343)	(48,779)
2021	24,008	(6,608)	-	17,400	270	35,056	(7,667)	45,059
2020	13,035	(5,378)	-	7,657	219	45,408	6,551	59,835
2019	11,576	(4,037)	(91)	7,448	175	-	5,655	13,278

As of December 31, 2023, the Company reported a net unrealized loss position of \$56.5 million, net of tax, from the securities portfolio compared to a net unrealized loss of \$71.2 million as of December 31, 2022. The \$14.7 million improvement during 2023 was from the \$12.9 million reduction in net unrealized losses on AFS securities, net of tax, and \$1.8 million in amortization of net unrealized losses on HTM securities transferred from AFS, net of tax. Lower unrealized losses on all types of securities and the sale of securities in a loss position during 2023 contributed to the reduction in net unrealized losses in investment portfolio. Management believes that changes in fair value of the Company's securities are due to changes in interest rates and not in the creditworthiness of the issuers.

Generally, when U.S. Treasury rates rise, investment securities' pricing declines and fair values of investment securities also decline. While volatility has existed in the yield curve within the past twelve months, a declining rate environment is expected and during the period of declining rates, the Company expects pricing in the bond portfolio to improve. There is no assurance that future realized and unrealized losses will not be recognized from the Company's portfolio of investment securities.

To help maintain a healthy capital position, the Company can issue stock to participants in the DRP and ESPP plans. The DRP affords the Company the option to acquire shares in open market purchases and/or issue shares directly from the Company to plan participants. During 2023, the Company re-issued treasury shares to fulfill the needs of the DRP. Both the DRP and the ESPP plans have been a consistent source of capital from the Company's loyal employees and shareholders and their participation in these plans will continue to help strengthen the Company's balance sheet.

See the section entitled "Supervision and Regulation", below for a discussion on regulatory capital changes and other recent enactments, including a summary of the federal banking agencies final rules to implement the Basel III regulatory capital reforms and changes required by the Dodd-Frank Act.

Liquidity

Liquidity management ensures that adequate funds will be available to meet customers' needs for borrowings, deposit withdrawals and maturities, facility expansion and normal operating expenses. Sources of liquidity are cash and cash equivalents, asset maturities and pay-downs within one year, loans HFS, investments AFS, growth of core deposits, utilization of borrowing capacities from the FHLB, correspondent banks, IntraFi's ICS and One-Way Buy program, the Discount Window of the Federal Reserve Bank of Philadelphia (FRB), Atlantic Community Bankers Bank (ACBB) and proceeds from the issuance of capital stock. Though regularly scheduled investment and loan payments are dependable sources of daily liquidity, sales of both loans HFS and investments AFS, deposit activity and investment and loan prepayments are significantly influenced by general economic conditions including the interest rate environment. During low and declining interest rate environments, prepayments from interest-sensitive assets tend to accelerate and provide significant liquidity that can be used to invest in other interest-earning assets but at lower market rates. Conversely, in periods of high or rising interest rates, prepayments from interest-sensitive assets tend to decelerate causing prepayment cash flows from mortgage loans and mortgage-backed securities to decrease. Rising interest rates may also cause deposit inflow but priced at higher market interest rates or could also cause deposit outflow due to higher rates offered by the Company's competition for similar products. The Company closely monitors activity in the capital markets and takes appropriate action to ensure that the liquidity levels are adequate for funding, investing and operating activities.

The Company's contingency funding plan (CFP) sets a framework for handling liquidity issues in the event circumstances arise which the Company deems to be less than normal. The Company established guidelines for identifying, measuring, monitoring and managing the resolution of potentially serious liquidity crises. The CFP outlines required monitoring tools, acceptable alternative funding sources and required actions during various liquidity scenarios. Thus, the Company has implemented a proactive means for the measurement and resolution for handling potentially significant adverse liquidity conditions. At least quarterly, the CFP monitoring tools, current liquidity position and monthly projected liquidity sources and uses are presented and reviewed by the Company's Asset/Liability Committee. As of December 31, 2023, the Company had not experienced any adverse issues that would give rise to its inability to raise liquidity in an emergency situation.

During the year ended December 31, 2023, the Company generated \$82.9 million of cash. During the period, the Company's operations provided approximately \$29.7 million mostly from \$66.2 million of net cash inflow from the components of net interest income partially offset by net non-interest expense/income related payments of \$32.4 million and \$2.6 million in quarterly estimated tax payments. Cash inflow from interest-earning assets, the sale of securities, short-term borrowings and loan payments were used to fund the loan portfolio, invest in bank premises and equipment and make net dividend payments. The Company received a large amount of public deposits over the past six years. The seasonal nature of deposits from municipalities and other public funding sources requires the Company to be prepared for the inherent volatility and the unpredictable timing of cash outflow from this customer base, including maintaining the requirements to pledge investment securities. Accordingly, the use of short-term overnight borrowings could be used to fulfill funding gap needs. As of December 31, 2023, the Company had \$150.4 million in unpledged securities.

During January 2023, the Company sold \$31.2 million in AFS securities to generate liquidity in order to pay down overnight borrowings which will result in interest expense savings. During November 2023, the Company sold certain available-for-sale securities with a carrying value of \$35.6 million for a \$6.5 million loss recognized in gain (loss) on sale of available-for-sale debt securities as a liquidity strategy to deleverage the reliance on short-term borrowings. The sale removes a 422 basis point negative spread and will incrementally improve net interest income, earnings per share and NIM every year starting in 2024. Management will continue to execute strategies to generate liquidity when it makes sense for the Company's operations.

During 2021 and 2022, the Company also experienced deposit inflow resulting from businesses and municipalities that received relief from the CARES Act, American Rescue Plan Act ("ARPA") and other government stimulus. There is uncertainty about the length of time that these deposits will remain which could require the Company to maintain elevated cash balances. During 2023, the Company experienced an outflow of \$66.6 million in ARPA funds, or approximately 68% of the balance of these funds from the end of 2022. As of December 31, 2023, the Company has approximately \$30 million in remaining ARPA balances. The Company will continue to monitor deposit fluctuations for other significant changes.

As of December 31, 2023, the Company maintained \$111.9 million in cash and cash equivalents and \$345.5 million of investments AFS and loans HFS. Also as of December 31, 2023, the Company had approximately \$656.8 million available borrowing capacity from the FHLB, \$20.0 million from correspondent banks, \$70.4 million from the FRB and \$375.5 million from the IntraFi Network One-Way Buy program. The combined total of \$1.6 billion represented 63% of total assets at December 31, 2023. Management believes this level of liquidity to be strong and adequate to support current operations.

For a discussion on the Company's significant determinable contractual obligations and significant commitments, see "Off-Balance Sheet Arrangements and Contractual Obligations," above.

Management of interest rate risk and market risk analysis

The adequacy and effectiveness of an institution's interest rate risk management process and the level of its exposures are critical factors in the regulatory evaluation of an institution's sensitivity to changes in interest rates and capital adequacy. Management believes the Company's interest rate risk measurement framework is sound and provides an effective means to measure, monitor, analyze, identify and control interest rate risk in the balance sheet.

The Company is subject to the interest rate risks inherent in its lending, investing and financing activities. Fluctuations of interest rates will impact interest income and interest expense along with affecting market values of all interest-earning assets and interest-bearing liabilities, except for those assets or liabilities with a short term remaining to maturity. Interest rate risk management is an integral part of the asset/liability management process. The Company has instituted certain procedures and policy guidelines to manage the interest rate risk position. Those internal policies enable the Company to react to changes in market rates to protect net interest income from significant fluctuations. The primary objective in managing interest rate risk is to minimize the adverse impact of changes in interest rates on net interest income along with creating an asset/liability structure that maximizes earnings.

Asset/Liability Management. One major objective of the Company when managing the rate sensitivity of its assets and liabilities is to stabilize net interest income. The management of and authority to assume interest rate risk is the responsibility of the Company's Asset/Liability Committee (ALCO), which is comprised of senior management and members of the board of directors. ALCO meets quarterly to monitor the relationship of interest sensitive assets to interest sensitive liabilities. The process to review interest rate risk is a regular part of managing the Company. Consistent policies and practices of measuring and reporting interest rate risk exposure, particularly regarding the treatment of non-contractual assets and liabilities, are in effect. In addition, there is an annual process to review the interest rate risk policy with the board of directors which includes limits on the impact to earnings from shifts in interest rates.

Interest Rate Risk Measurement. Interest rate risk is monitored through the use of three complementary measures: static gap analysis, earnings at risk simulation and economic value at risk simulation. While each of the interest rate risk measurements has limitations, collectively, they represent a reasonably comprehensive view of the magnitude of interest rate risk in the Company and the distribution of risk along the yield curve, the level of risk through time and the amount of exposure to changes in certain interest rate relationships.

Static Gap. The ratio between assets and liabilities re-pricing in specific time intervals is referred to as an interest rate sensitivity gap. Interest rate sensitivity gaps can be managed to take advantage of the slope of the yield curve as well as forecasted changes in the level of interest rate changes.

To manage this interest rate sensitivity gap position, an asset/liability model commonly known as cumulative gap analysis is used to monitor the difference in the volume of the Company's interest sensitive assets and liabilities that mature or re-price within given time intervals. A positive gap (asset sensitive) indicates that more assets will re-price during a given period compared to liabilities, while a negative gap (liability sensitive) indicates the opposite effect. The Company employs computerized net interest income simulation modeling to assist in quantifying interest rate risk exposure. This process measures and quantifies the impact on net interest income through varying interest rate changes and balance sheet compositions. The use of this model assists the ALCO in gauging the effects of interest rate changes on interest-sensitive assets and liabilities in order to determine what impact these rate changes will have upon the net interest spread. At December 31, 2023, the Company maintained a one-year cumulative gap of negative (liability sensitive) \$185.5 million, or -7%, of total assets. The effect of this negative gap position provided a mismatch of assets and liabilities which may expose the Company to interest rate risk during periods of rising interest rates. Conversely, in a decreasing interest rate environment, net interest income could be positively impacted because more liabilities than assets will re-price downward during the one-year period.

Certain shortcomings are inherent in the method of analysis discussed above and presented in the next table. Although certain assets and liabilities may have similar maturities or periods of re-pricing, they may react in different degrees to changes in market interest rates. The interest rates on certain types of assets and liabilities may fluctuate in advance of changes in market interest rates, while interest rates on other types of assets and liabilities may lag behind changes in market interest rates. Certain assets, such as adjustable-rate mortgages, have features which restrict changes in interest rates on a short-term basis and over the life of the asset. In the event of a change in interest rates, prepayment and early withdrawal levels may deviate significantly from those assumed in calculating the table amounts. The ability of many borrowers to service their adjustable-rate debt may decrease in the event of an interest rate increase.

The following table reflects the re-pricing of the balance sheet or “gap” position at December 31, 2023:

(dollars in thousands)	Three months or less	More than three months to twelve months	More than one year to three years	More than three years	Total
Cash and cash equivalents	\$ 83,001	\$ -	\$ -	\$ 28,948	\$ 111,949
Investment securities ⁽¹⁾⁽²⁾	5,315	19,532	57,411	489,920	572,178
Loans and leases ⁽²⁾	357,040	226,790	480,031	603,888	1,667,749
Fixed and other assets	-	54,572	-	96,711	151,283
Total assets	\$ 445,356	\$ 300,894	\$ 537,442	\$ 1,219,467	\$ 2,503,159
Total cumulative assets	\$ 445,356	\$ 746,250	\$ 1,283,692	\$ 2,503,159	
Non-interest-bearing transaction deposits ⁽³⁾	\$ -	\$ 53,668	\$ 147,333	\$ 335,142	\$ 536,143
Interest-bearing transaction deposits ⁽³⁾	690,044	-	287,708	431,561	1,409,313
Certificates of deposit	35,209	129,742	44,860	3,158	212,969
Secured borrowings	6,135	-	1,237	-	7,372
Short-term borrowings	117,000	-	-	-	117,000
Other liabilities	-	-	-	30,883	30,883
Total liabilities	\$ 848,388	\$ 183,410	\$ 481,138	\$ 800,744	\$ 2,313,680
Total cumulative liabilities	\$ 848,388	\$ 1,031,798	\$ 1,512,936	\$ 2,313,680	
Interest sensitivity gap	\$ (403,032)	\$ 117,484	\$ 56,304	\$ 418,723	
Cumulative gap	\$ (403,032)	\$ (285,548)	\$ (229,244)	\$ 189,479	
Off-balance sheet:					
Swap - portfolio hedge	\$ 100,000	\$ -	\$ (100,000)	\$ -	
Cumulative gap	\$ (303,032)	\$ (185,548)	\$ (229,244)	\$ 189,479	
Cumulative gap to total assets	(12.1)%	(7.4)%	(9.2)%	7.6%	

(1) Includes restricted investments in bank stock and the net unrealized gains/losses on available-for-sale securities.

(2) Investments and loans are included in the earlier of the period in which interest rates were next scheduled to adjust or the period in which they are due. In addition, loans were included in the periods in which they are scheduled to be repaid based on scheduled amortization. For amortizing loans and MBS – GSE residential, annual prepayment rates are assumed reflecting historical experience as well as management’s knowledge and experience of its loan products.

(3) The Company’s demand and savings accounts were generally subject to immediate withdrawal. However, management considers a certain amount of such accounts to be core accounts having significantly longer effective maturities based on the retention experiences of such deposits in changing interest rate environments. The effective maturities presented are the recommended maturity distribution limits for non-maturing deposits based on historical deposit studies.

Earnings at Risk and Economic Value at Risk Simulations. The Company recognizes that more sophisticated tools exist for measuring the interest rate risk in the balance sheet that extend beyond static re-pricing gap analysis. Although it will continue to measure its re-pricing gap position, the Company utilizes additional modeling for identifying and measuring the interest rate risk in the overall balance sheet. The ALCO is responsible for focusing on “earnings at risk” and “economic value at risk”, and how both relate to the risk-based capital position when analyzing the interest rate risk.

Earnings at Risk. An earnings at risk simulation measures the change in net interest income and net income should interest rates rise and fall. The simulation recognizes that not all assets and liabilities re-price one-for-one with market rates (e.g., savings rate). The ALCO looks at “earnings at risk” to determine income changes from a base case scenario under an increase and decrease of 200 basis points in interest rate simulation models.

Economic Value at Risk. An earnings at risk simulation measures the short-term risk in the balance sheet. Economic value (or portfolio equity) at risk measures the long-term risk by finding the net present value of the future cash flows from the Company’s existing assets and liabilities. The ALCO examines this ratio quarterly utilizing an increase and decrease of 200 basis points in interest rate simulation models. The ALCO recognizes that, in some instances, this ratio may contradict the “earnings at risk” ratio.

The following table illustrates the simulated impact of an immediate 200 basis points upward or downward movement in interest rates on net interest income, net income and the change in the economic value (portfolio equity). This analysis assumed that the adjusted interest-earning asset and interest-bearing liability levels at December 31, 2023 remained constant. The impact of the rate movements was developed by simulating the effect of the rate change over a twelve-month period from the December 31, 2023 levels:

	% change	
	Rates +200	Rates -200
Earnings at risk:		
Net interest income	(7.7)%	(3.5)%
Net income	(18.7)	(10.9)
Economic value at risk:		
Economic value of equity	(23.1)	7.8
Economic value of equity as a percent of total assets	(2.1)	0.7

In the scenarios in the above table, the Board-approved policy has the following guidelines: net interest income within +/- 10%, net income within +/- 25%, economic value of equity within +/- 25%, economic value of equity as a percent of total assets within +/-5%.

Economic value has the most meaning when viewed within the context of risk-based capital. Therefore, the economic value may normally change beyond the Company’s policy guideline for a short period of time as long as the risk-based capital ratio (after adjusting for the excess equity exposure) is greater than 10%. At December 31, 2023, the Company’s risk-based capital ratio was 14.67%.

Given the existing economic and interest rate conditions along with the recent increase in earnings at risk exposure to rising rates, management is evaluating to pursue balance sheet hedging opportunities on both sides of balance sheet with an independent third-party vendor with derivative expertise in response to mitigate these interest rate risks on net interest income. The Company has a derivative policy in place and any balance sheet hedges require Board pre-approval along with quarterly monitoring requirements by the Company's ALCO Committee.

The table below summarizes estimated changes in net interest income over a twelve-month period beginning January 1, 2024, under alternate interest rate scenarios using the income simulation model described above:

(dollars in thousands)	Net interest income	\$ variance	% variance
<u>Simulated change in interest rates</u>			
+300 basis points	\$ 58,838	\$ (8,121)	(12.1)%
+200 basis points	61,799	(5,160)	(7.7)%
+100 basis points	64,661	(2,298)	(3.4)%
Flat rate	66,959	-	-%
-100 basis points	65,764	(1,195)	(1.8)%
-200 basis points	64,584	(2,375)	(3.5)%
-300 basis points	63,479	(3,480)	(5.2)%

Simulation models require assumptions about certain categories of assets and liabilities. The models schedule existing assets and liabilities by their contractual maturity, estimated likely call date or earliest re-pricing opportunity. MBS – GSE residential securities and amortizing loans are scheduled based on their anticipated cash flow including estimated prepayments. For investment securities, the Company uses a third-party service to provide cash flow estimates in the various rate environments. Savings, money market and interest-bearing checking accounts do not have stated maturities or re-pricing terms and can be withdrawn or re-price at any time. This may impact the margin if more expensive alternative sources of deposits are required to fund loans or deposit runoff. Management projects the re-pricing characteristics of these accounts based on historical performance and assumptions that it believes reflect their rate sensitivity. The model reinvests all maturities, repayments and prepayments for each type of asset or liability into the same product for a new like term at current product interest rates. As a result, the mix of interest-earning assets and interest bearing-liabilities is held constant.

Supervision and Regulation

The following is a brief summary of the regulatory environment in which the Company and the Bank operate and is not designed to be a complete discussion of all statutes and regulations affecting such operations, including those statutes and regulations specifically mentioned herein. Changes in the laws and regulations applicable to the Company and the Bank can affect the operating environment in substantial and unpredictable ways. We cannot accurately predict whether legislation will ultimately be enacted, and if enacted, the ultimate effect that legislation or implementing regulations would have on our financial condition or results of operations. While banking regulations are material to the operations of the Company and the Bank, it should be noted that supervision, regulation and examination of the Company and the Bank are intended primarily for the protection of depositors, not shareholders.

Sarbanes-Oxley Act of 2002

The Sarbanes-Oxley Act (SOX), also known as the “Public Company Accounting Reform and Investor Protection Act,” was established in 2002 and introduced major changes to the regulation of financial practice. SOX represents a comprehensive revision of laws affecting corporate governance, accounting obligations, and corporate reporting. SOX is applicable to all companies with equity or debt securities that are either registered, or file reports under the Securities Exchange Act of 1934. In particular, SOX establishes: (i) requirements for audit committees, including independence, expertise, and responsibilities; (ii) additional responsibilities regarding financial statements for the Principal Executive Officer and Principal Financial Officer of the reporting company; (iii) standards for auditors and regulation of audits; (iv) increased disclosure and reporting obligations for the reporting company and its directors and executive officers; and (v) increased civil and criminal penalties for violations of the securities laws.

Federal Deposit Insurance Corporation Improvement Act of 1991 (FDICIA)

The FDICIA established five different levels of capitalization of financial institutions, with “prompt corrective actions” and significant operational restrictions imposed on institutions that are capital deficient under the categories. The five categories are:

- well capitalized;
- adequately capitalized;
- undercapitalized;
- significantly undercapitalized, and
- critically undercapitalized.

To be considered well capitalized, an institution must have a total risk-based capital ratio of at least 10%, a Tier 1 risk-based capital ratio of at least 8%, a leverage capital ratio of at least 5%, and must not be subject to any order or directive requiring the institution to improve its capital level. An institution falls within the adequately capitalized category if it has a total risk-based capital ratio of at least 8%, a Tier 1 risk-based capital ratio of at least 6%, and a leverage capital ratio of at least 4%. Institutions with lower capital levels are deemed to be undercapitalized, significantly undercapitalized or critically undercapitalized, depending on their actual capital levels. In addition, the appropriate federal regulatory agency may downgrade an institution to the next lower capital category upon a determination that the institution is in an unsafe or unsound condition, or is engaged in an unsafe or unsound practice. Institutions are required under the FDICIA to closely monitor their capital levels and to notify their appropriate regulatory agency of any basis for a change in capital category.

Regulatory oversight of an institution becomes more stringent with each lower capital category, with certain “prompt corrective actions” imposed depending on the level of capital deficiency.

Recent Legislation and Rulemaking

Regulatory Capital Changes

In July 2013, the federal banking agencies issued final rules to implement the Basel III regulatory capital reforms and changes required by the Dodd-Frank Act. The phase-in period for community banking organizations began on January 1, 2015, while larger institutions (generally those with assets of \$250 billion or more) began compliance on January 1, 2014. The final rules call for the following capital requirements:

- A minimum ratio of common tier 1 capital to risk-weighted assets of 4.5%.
- A minimum ratio of tier 1 capital to risk-weighted assets of 6%.
- A minimum ratio of total capital to risk-weighted assets of 8% (no change from current rule).
- A minimum leverage ratio of 4%.

In addition, the final rules established a common equity tier 1 capital conservation buffer of 2.5% of risk-weighted assets applicable to all banking organizations. If a banking organization fails to hold capital above the minimum capital ratios and the capital conservation buffer, it will be subject to certain restrictions on capital distributions and discretionary bonus payments.

The final rules will not have a material impact on the Company's capital, operations, liquidity and earnings.

JOBS Act

The Jumpstart Our Business Startups Act (the "JOBS Act") is aimed at facilitating capital raising by smaller companies and banks and bank holding companies by implementing the following changes:

- raising the threshold requiring registration under the Securities Exchange Act of 1934 (the "Exchange Act") for banks and bank holdings companies from 500 to 2,000 holders of record;
- raising the threshold for triggering deregistration under the Exchange Act for banks and bank holding companies from 300 to 1,200 holders of record;
- raising the limit for Regulation A offerings from \$5 million to \$50 million per year and exempting some Regulation A offerings from state blue sky laws;
- permitting advertising and general solicitation in Rule 506 and Rule 144A offerings;
- allowing private companies to use "crowdfunding" to raise up to \$1 million in any 12-month period, subject to certain conditions; and
- creating a new category of issuer, called an "Emerging Growth Company," for companies with less than \$1 billion in annual gross revenue, which will benefit from certain changes that reduce the cost and burden of carrying out an equity IPO and complying with public company reporting obligations for up to five years.

The JOBS Act did not have any immediate application to the Company. However, management continues to monitor the implementation rules for potential effects which might benefit the Company.

Dodd-Frank Wall Street Reform and Consumer Protection Act.

In 2010, the Dodd-Frank Wall Street Reform and Consumer Protection Act (Dodd-Frank) became law. Dodd-Frank is intended to effect a fundamental restructuring of federal banking regulation. Among other things, Dodd-Frank creates a new Financial Stability Oversight Council to identify systemic risks in the financial system and gives federal regulators new authority to take control of and liquidate financial firms. Dodd-Frank additionally creates a new independent federal regulator to administer federal consumer protection laws. Dodd-Frank is expected to have a significant impact on our business operations as its provisions take effect. Overtime, it is expected that at a minimum they will increase our operating and compliance costs and could increase our interest expense. Among the provisions that are likely to affect us and the community banking industry are the following:

Holding Company Capital Requirements. Dodd-Frank requires the Federal Reserve to apply consolidated capital requirements to bank holding companies that are no less stringent than those currently applied to depository institutions. Under these standards, pooled trust preferred securities will be excluded from Tier 1 capital unless such securities were issued prior to May 19, 2010 by a bank holding company with less than \$15 billion in assets. Dodd-Frank additionally requires that bank regulators issue countercyclical capital requirements so that the required amount of capital increases in times of economic expansion and decreases in times of economic contraction, consistent with safety and soundness.

Deposit Insurance. Dodd-Frank permanently increases the maximum deposit insurance amount for banks, savings institutions and credit unions to \$250,000 per depositor, and extended unlimited deposit insurance to non-interest bearing transaction accounts through December 31, 2012. Dodd-Frank also broadens the base for FDIC insurance assessments. Assessments will now be based on the average consolidated total assets less tangible equity capital of a financial institution. Dodd-Frank requires the FDIC to increase the reserve ratio of the Deposit Insurance Fund from 1.15% to 1.35% of insured deposits by 2020 and eliminates the requirement that the FDIC pay dividends to insured depository institutions when the reserve ratio exceeds certain thresholds. Dodd-Frank also eliminated the federal statutory prohibition against the payment of interest on business checking accounts.

Corporate Governance. Dodd-Frank requires publicly traded companies to give shareholders a non-binding vote on executive compensation at least every three years, a non-binding vote regarding the frequency of the vote on executive compensation at least every six years, and a non-binding vote on “golden parachute” payments in connection with approvals of mergers and acquisitions unless previously voted on by shareholders. The SEC has finalized the rules implementing these requirements. Additionally, Dodd-Frank directs the federal banking regulators to promulgate rules prohibiting excessive compensation paid to executives of depository institutions and their holding companies with assets in excess of \$1.0 billion, regardless of whether the company is publicly traded. Dodd-Frank also gives the SEC authority to prohibit broker discretionary voting on elections of directors and executive compensation matters.

Prohibition Against Charter Conversions of Troubled Institutions. Dodd-Frank prohibits a depository institution from converting from a state to federal charter or vice versa while it is the subject of a cease and desist order or other formal enforcement action or a memorandum of understanding with respect to a significant supervisory matter unless the appropriate federal banking agency gives notice of the conversion to the federal or state authority that issued the enforcement action and that agency does not object within 30 days. The notice must include a plan to address the significant supervisory matter. The converting institution must also file a copy of the conversion application with its current federal regulator which must notify the resulting federal regulator of any ongoing supervisory or investigative proceedings that are likely to result in an enforcement action and provide access to all supervisory and investigative information relating thereto.

Interstate Branching. Dodd-Frank authorizes national and state banks to establish branches in other states to the same extent as a bank chartered by that state would be permitted. Previously, banks could only establish branches in other states if the host state expressly permitted out-of-state banks to establish branches in that state. Accordingly, banks will be able to enter new markets more freely.

Limits on Interstate Acquisitions and Mergers. Dodd-Frank precludes a bank holding company from engaging in an interstate acquisition – the acquisition of a bank outside its home state – unless the bank holding company is both well capitalized and well managed. Furthermore, a bank may not engage in an interstate merger with another bank headquartered in another state unless the surviving institution will be well capitalized and well managed. The previous standard in both cases was adequately capitalized and adequately managed.

Limits on Interchange Fees. Dodd-Frank amends the Electronic Fund Transfer Act to, among other things, give the Federal Reserve the authority to establish rules regarding interchange fees charged for electronic debit transactions by payment card issuers having assets over \$10 billion and to enforce a new statutory requirement that such fees be reasonable and proportional to the actual cost of a transaction to the issuer. The interchange rules became effective on October 1, 2011.

Consumer Financial Protection Bureau. Dodd-Frank creates a new, independent federal agency called the Consumer Financial Protection Bureau (CFPB), which is granted broad rulemaking, supervisory and enforcement powers under various federal consumer financial protection laws, including the Equal Credit Opportunity Act, Truth in Lending Act, Real Estate Settlement Procedures Act, Fair Credit Reporting Act, Fair Debt Collection Act, the Consumer Financial Privacy provisions of the Gramm-Leach-Bliley Act and certain other statutes. The CFPB has examination and primary enforcement authority with respect to depository institutions with \$10 billion or more in assets. Smaller institutions are subject to rules promulgated by the CFPB but continue to be examined and supervised by federal banking regulators for consumer compliance purposes. The CFPB has authority to prevent unfair, deceptive or abusive practices in connection with the offering of consumer financial products. Dodd-Frank authorizes the CFPB to establish certain minimum standards for the origination of residential mortgages including a determination of the borrower’s ability to repay. In addition, Dodd-Frank will allow borrowers to raise certain defenses to foreclosure if they receive any loan other than a “qualified mortgage” as defined by the CFPB. Dodd-Frank permits states to adopt consumer protection laws and standards that are more stringent than those adopted at the federal level and, in certain circumstances, permits state attorneys general to enforce compliance with both the state and federal laws and regulations.

In summary, the Dodd-Frank Act provides for sweeping financial regulatory reform and may have the effect of increasing the cost of doing business, limiting or expanding permissible activities and affect the competitive balance between banks and other financial intermediaries. While many of the provisions of the Dodd-Frank Act do not impact the existing business of the Company, the extension of FDIC insurance to all non-interest bearing deposit accounts and the repeal of prohibitions on the payment of interest on demand deposits, thereby permitting depository institutions to pay interest on business transaction and other accounts, will likely increase deposit funding costs paid by the Company in order to retain and grow deposits. In addition, the limitations imposed on the assessment of interchange fees have reduced the Company's ability to set revenue pricing on debit and credit card transactions. Many aspects of the Dodd-Frank Act are subject to rulemaking and will take effect over several years, making it difficult to anticipate the overall financial impact on the Company, its customers or the financial industry as a whole. The Company will continue to monitor legislative developments and assess their potential impact on our business.

Department of Defense Military Lending Rule. In 2015, the U.S. Department of Defense issued a final rule which restricts pricing and terms of certain credit extended to active duty military personnel and their families. This rule, which was implemented effective October 3, 2016, caps the interest rate on certain credit extensions to an annual percentage rate of 36% and restricts other fees. The rule requires financial institutions to verify whether customers are military personnel subject to the rule. The impact of this final rule, and any subsequent amendments thereto, on the Company's lending activities and the Company's statements of income or condition has had little or no impact; however, management will continue to monitor the implementation of the rule for any potential side effects on the Company's business.

Future Federal and State Legislation and Rulemaking

From time-to-time, various types of federal and state legislation have been proposed that could result in additional regulations and restrictions on the business of the Company and the Bank. We cannot predict whether legislation will be adopted, or if adopted, how the new laws would affect our business. As a consequence, we are susceptible to legislation that may increase the cost of doing business. Management believes that the effect of any current legislative proposals on the liquidity, capital resources and the results of operations of the Company and the Bank will be minimal.

It is possible that there will be regulatory proposals which, if implemented, could have a material effect upon our liquidity, capital resources and results of operations. In addition, the general cost of compliance with numerous federal and state laws does have, and in the future may have, a negative impact on our results of operations. As with other banks, the status of the financial services industry can affect the Bank. Consolidations of institutions are expected to continue as the financial services industry seeks greater efficiencies and market share. Bank management believes that such consolidations may enhance the Bank's competitive position as a community bank.

Future Outlook

The Company is highly impacted by local economic factors that could influence the performance and strength of our loan portfolios and results of operations. Economic uncertainty continues due to inflationary pressures, fluctuating interest rates and global risks such as war, terrorism and geopolitical instability. A consensus of economists predicts falling short-term rates during the second half of 2024. Uncertainty surrounding the velocity and timing of rate decreases and the effect on the interest rate margin is the Company's greatest interest rate risk. Earning-asset yields are expected to improve 10% throughout 2024 stemming from new loan originations but rates on interest-bearing liabilities are expected to rise to a similar extent. Jobs grew in December 2023 from a year earlier in the Scranton/Wilkes-Barre/Hazleton and Allentown/Bethlehem/Easton metropolitan statistical areas. We believe expanding our market area gives us opportunity for growth and we will continue to monitor the economic climate in our region, scrutinize growth prospects and proactively observe existing credits for early warning signs of risk deterioration.

In addition to the challenging economic environment, regulatory oversight has changed significantly in recent years. As described in more detail in the "supervision and regulation" section above, the federal banking agencies issued final rules to implement the Basel III regulatory capital reforms and changes required by the Dodd-Frank Act. The rules revise the quantity and quality of required minimum risk-based and leverage capital requirements and revise the calculation of risk-weighted assets.

Management believes that the Company is prepared to face the challenges ahead. We expect that there could be a decline in asset quality from the current historically low levels. Our conservative approach to loan underwriting we believe will help keep non-performing asset levels at bay. The Company expects to overcome the further inversion of the yield curve by cautiously growing the balance sheet to enhance financial performance. We intend to grow all lending portfolios in both the business and retail sectors using growth in market-place low costing deposits to stabilize net interest margin and to enhance revenue performance.

ITEM 7A: QUANTITATIVE AND QUALITATIVE DISCLOSURES ABOUT MARKET RISK

The information required by 7A is set forth at Item 7, under “Liquidity” and “Management of interest rate risk and market risk analysis,” contained within management’s discussion and analysis of financial condition and results of operations and incorporated herein by reference.

ITEM 8: FINANCIAL STATEMENTS AND SUPPLEMENTARY DATA

Report of Independent Registered Public Accounting Firm

To the Shareholders and the Board of Directors of Fidelity D & D Bancorp, Inc.

Opinion on the Financial Statements

We have audited the accompanying consolidated balance sheet of Fidelity D & D Bancorp, Inc. and subsidiary (the Company) as of December 31, 2023, the related consolidated statements of income, comprehensive income, changes in shareholders' equity and cash flows for the year ended December 31, 2023, and the related notes to the consolidated financial statements (collectively, the “financial statements”). In our opinion, the financial statements present fairly, in all material respects, the financial position of the Company as of December 31, 2023, and the results of its operations and its cash flows for the year ended December 31, 2023, in conformity with accounting principles generally accepted in the United States of America.

Change in Accounting Principle

As discussed in Note 1 to the financial statements, the Company has changed its method of accounting for the recognition and measurement of credit losses as of January 1, 2023 upon the adoption of Accounting Standards Codification Topic 326, *Financial Instruments – Credit Losses* (ASC 326).

Basis for Opinion

These financial statements are the responsibility of the Company’s management. Our responsibility is to express an opinion on the Company’s financial statements based on our audits. We are a public accounting firm registered with the PCAOB and are required to be independent with respect to the Company in accordance with U.S. federal securities laws and the applicable rules and regulations of the Securities and Exchange Commission and the PCAOB.

We conducted our audit in accordance with the standards of the PCAOB. Those standards require that we plan and perform the audit to obtain reasonable assurance about whether the financial statements are free of material misstatement, whether due to error or fraud. Our audit included performing procedures to assess the risks of material misstatement of the financial statements, whether due to error or fraud, and performing procedures that respond to those risks. Such procedures included examining, on a test basis, evidence regarding the amounts and disclosures in the financial statements. Our audit also included evaluating the accounting principles used and significant estimates made by management, as well as evaluating the overall presentation of the financial statements. We believe that our audit provides a reasonable basis for our opinion.

Critical Audit Matter

The critical audit matter communicated below is a matter arising from the current period audit of the financial statements that was communicated or required to be communicated to the audit committee and that: (1) relates to accounts or disclosures that are material to the financial statements and (2) involved our especially challenging, subjective, or complex judgments. The communication of a critical audit matter does not alter in any way our opinion on the financial statements, taken as a whole, and we are not, by communicating the critical audit matter below, providing a separate opinion on the critical audit matter or on the accounts or disclosures to which it relates.

Allowance for Credit Losses – Collectively Evaluated Loans

As described in Notes 1 and 5 to the financial statements, the Company has recorded an allowance for credit losses (“ACL”) in the amount of \$18.8 million as of December 31, 2023, representing management’s estimate of credit losses over the remaining expected life of the Company’s loan portfolio as of that date. Upon adoption of ASC 326 on January 1, 2023, the Company recorded a cumulative effect adjustment to decrease opening retained earnings and increase the ACL by \$1.7 million, net of related deferred income tax effects. Management determined these amounts, and corresponding provision for credit loss expense during the year ended December 31, 2023, pursuant to the application of ASC 326.

The Company’s methodology to determine its ACL incorporates the use of third-party software to arrive at an expected life-of-loan loss amount that incorporates either discounted cash flow or weighted average remaining life methodologies for the Company’s various loan segments. Both of these approaches use both industry-based and Company specific loss history and Company specific prepayment rates that are adjusted based on various current and forecasted economic factors including, as relevant, home price indices, gross domestic product forecasts and national and local unemployment rates which incorporate reasonable and supportable forecasts. The results of these calculations are then qualitatively adjusted by management based on portfolio specific attributes including changes in lending policies and procedures, changes in other economic conditions, changes in the nature and volume of loans, changes in experience of lending personnel, changes in credit quality and loan review results, changes in underlying collateral values, the existence of credit concentrations, and other portfolio relevant information including legal and regulatory changes. We determined that performing procedures relating to these components of the Company’s methodology is a critical audit matter.

The principal considerations for our determination are (i) the application of significant judgment and estimation on the part of management, which in turn led to a high degree of auditor judgment and subjectivity in performing procedures and evaluating audit evidence obtained, and (ii) significant audit effort was necessary in evaluating management’s methodology, significant assumptions and calculations.

How the Critical Audit Matter was addressed in the Audit

Following are some of the primary procedures we performed to address this critical audit matter. We evaluated the design and tested the operating effectiveness of certain internal controls related to the Company’s measurement of the collective ACL, including controls over the:

- Methodologies used to calculate the estimate
- External model validation of the third-party model for appropriateness of model usage along with recalculation of model results
- Completeness and accuracy of loan data
- Evaluation of model assumptions including economic forecasts and loss-given default rates
- Development of qualitative adjustments to model results

Addressing the above matters involved performing procedures and evaluating audit evidence in connection with forming our overall opinion on the consolidated financial statements. These procedures also included, among others, reviewing the Company’s model validation ensuring appropriate recalculation of the models used along with management’s review of model validation results, testing various assumptions used in the calculation, testing management’s process for determining the qualitative reserve component, evaluating the appropriateness of management’s methodology relating to the qualitative reserve component and testing the completeness and accuracy of data utilized by management.

/s/ Wolf & Company, P.C.

Boston, Massachusetts

March 20, 2024

We have served as the Company's auditor since 2023.

Report of Independent Registered Public Accounting Firm

To the Shareholders and the Board of Directors of Fidelity D & D Bancorp, Inc. and Subsidiary

Opinion on the Financial Statements

We have audited the accompanying consolidated balance sheet of Fidelity D & D Bancorp, Inc. and Subsidiary (the Company) as of December 31, 2022, the related consolidated statements of income, comprehensive income, changes in shareholders' equity and cash flows, for the year then ended, and the related notes (collectively, the financial statements). In our opinion, the financial statements present fairly, in all material respects, the financial position of the Company as of December 31, 2022, and the results of its operations and its cash flows for the year then ended in conformity with accounting principles generally accepted in the United States of America.

Basis for Opinion

These financial statements are the responsibility of the Company's management. Our responsibility is to express an opinion on the Company's financial statements based on our audit. We are a public accounting firm registered with the Public Company Accounting Oversight Board (United States) (PCAOB) and are required to be independent with respect to the Company in accordance with U.S. federal securities laws and the applicable rules and regulations of the Securities and Exchange Commission and the PCAOB.

We conducted our audit in accordance with the standards of the PCAOB. Those standards require that we plan and perform the audit to obtain reasonable assurance about whether the financial statements are free of material misstatement, whether due to error or fraud. The Company is not required to have, nor were we engaged to perform, an audit of its internal control over financial reporting. As part of our audit we are required to obtain an understanding of internal control over financial reporting but not for the purpose of expressing an opinion on the effectiveness of the Company's internal control over financial reporting. Accordingly, we express no such opinion.

Our audit included performing procedures to assess the risks of material misstatement of the financial statements, whether due to error or fraud, and performing procedures that respond to those risks. Such procedures included examining, on a test basis, evidence regarding the amounts and disclosures in the financial statements. Our audit also included evaluating the accounting principles used and significant estimates made by management, as well as evaluating the overall presentation of the financial statements. We believe that our audit provides a reasonable basis for our opinion.

/s/ RSM US LLP

We have served as the Company's auditor from 2015 to 2023.

Blue Bell, Pennsylvania
March 20, 2023

Fidelity D & D Bancorp, Inc. and Subsidiary
Consolidated Balance Sheets

(dollars in thousands)	As of December 31,	
	2023	2022
Assets:		
Cash and due from banks	\$ 28,949	\$ 3,542
Interest-bearing deposits with financial institutions	83,000	25,549
Total cash and cash equivalents	111,949	29,091
Available-for-sale securities	344,040	420,862
Held-to-maturity securities (fair value of \$197,176 in 2023; \$187,280 in 2022)	224,233	222,744
Restricted investments in bank stock	3,905	5,268
Loans and leases, net (allowance for credit losses of \$18,806 in 2023; \$17,149 in 2022)	1,666,292	1,547,025
Loans held-for-sale (fair value \$1,483 in 2023; \$1,660 in 2022)	1,457	1,637
Foreclosed assets held-for-sale	1	168
Bank premises and equipment, net	34,232	31,307
Leased property under finance leases, net	1,173	1,089
Right-of-use assets	7,771	8,642
Cash surrender value of bank owned life insurance	54,572	54,035
Accrued interest receivable	9,092	8,487
Goodwill	19,628	19,628
Core deposit intangible, net	1,184	1,540
Other assets	23,630	26,849
Total assets	\$ 2,503,159	\$ 2,378,372
Liabilities:		
Deposits:		
Interest-bearing	\$ 1,622,282	\$ 1,564,305
Non-interest-bearing	536,143	602,608
Total deposits	2,158,425	2,166,913
Allowance for credit losses on off-balance sheet credit exposures	944	49
Finance lease obligation	1,201	1,110
Operating lease liabilities	8,549	9,357
Short-term borrowings	117,000	12,940
Secured borrowings	7,372	7,619
Accrued interest payable and other liabilities	20,189	17,434
Total liabilities	2,313,680	2,215,422
Commitments and contingencies (Notes 13 and 17)		
Shareholders' equity:		
Preferred stock authorized 5,000,000 shares with no par value; none issued	-	-
Capital stock, no par value (10,000,000 shares authorized; shares issued and outstanding; 5,703,636 at December 31, 2023; and 5,630,794 at December 31, 2022)	117,695	115,611
Retained earnings	128,251	119,754
Accumulated other comprehensive loss	(56,467)	(71,152)
Treasury stock, at cost (38 shares at December 31, 2023 and 32,663 shares at December 31, 2022)	-	(1,263)
Total shareholders' equity	189,479	162,950
Total liabilities and shareholders' equity	\$ 2,503,159	\$ 2,378,372

See notes to consolidated financial statements

Fidelity D & D Bancorp, Inc. and Subsidiary
Consolidated Statements of Income

(dollars in thousands except per share data)	Years Ended December 31,	
	2023	2022
Interest income:		
Loans and leases:		
Taxable	\$ 77,392	\$ 62,110
Nontaxable	3,237	1,910
Interest-bearing deposits with financial institutions	456	886
Restricted investments in bank stock	309	184
Investment securities:		
U.S. government agency and corporations	5,973	6,321
States and political subdivisions (nontaxable)	4,690	5,466
States and political subdivisions (taxable)	1,778	1,795
Total interest income	93,835	78,672
Interest expense:		
Deposits	28,945	6,144
Secured borrowings	475	209
Other short-term borrowings	2,368	45
Total interest expense	31,788	6,398
Net interest income	62,047	72,274
Provision for credit losses on loans	1,491	2,100
Net benefit for credit losses on unfunded loan commitments	(165)	(13)
Net interest income after provision for credit losses	60,721	70,187
Other income:		
Service charges on deposit accounts	3,996	3,475
Interchange fees	4,769	4,532
Service charges on loans	1,023	1,316
Fees from trust fiduciary activities	3,003	2,481
Fees from financial services	941	955
Fees and other revenue	2,060	1,161
Earnings on bank-owned life insurance	1,325	1,290
Gain (loss) on write-down, sale or disposal of:		
Loans	972	1,623
Available-for-sale debt securities	(6,468)	4
Premises and equipment	(216)	(195)
Total other income	11,405	16,642
Other expenses:		
Salaries and employee benefits	25,642	26,977
Premises and equipment	8,787	7,624
Data processing and communication	2,776	2,635
Advertising and marketing	3,171	3,381
Professional services	3,822	3,441
Automated transaction processing	1,758	1,557
Office supplies and postage	716	682
PA shares tax	126	716
Loan collection	85	248
Other real estate owned	4	15
FDIC assessment	1,124	694
Other	3,859	3,391
Total other expenses	51,870	51,361
Income before income taxes	20,256	35,468
Provision for income taxes	2,046	5,447
Net income	\$ 18,210	\$ 30,021
Per share data:		
Net income - basic	\$ 3.21	\$ 5.32
Net income - diluted	\$ 3.19	\$ 5.29
Dividends	\$ 1.46	\$ 1.35

See notes to consolidated financial statements

Fidelity D & D Bancorp, Inc. and Subsidiary

Consolidated Statements of Comprehensive Income

(dollars in thousands)	Years Ended December 31,	
	2023	2022
Net income	\$ 18,210	\$ 30,021
Other comprehensive gain (loss), before tax:		
Unrealized holding gain (loss) on available-for-sale debt securities	9,816	(68,102)
Reclassification adjustment for net losses (gains) realized in income	6,468	(4)
Reclassification of unrealized loss on securities transferred from available-for-sale to held-to-maturity	-	(23,882)
Amortization of unrealized loss on held-to-maturity securities	2,305	1,695
Net unrealized gain (loss)	18,589	(90,293)
Tax effect	(3,904)	18,962
Unrealized gain (loss), net of tax	14,685	(71,331)
Other comprehensive income (loss), net of tax	14,685	(71,331)
Total comprehensive income (loss), net of tax	\$ 32,895	\$ (41,310)

See notes to consolidated financial statements

Fidelity D & D Bancorp, Inc. and Subsidiary
Consolidated Statements of Changes in Shareholders' Equity
For the years ended December 31, 2023, 2022 and 2021

(dollars in thousands)	Capital stock		Retained earnings	Accumulated other comprehensive income (loss)	Treasury Stock	Total
	Shares	Amount				
Balance, December 31, 2021	5,645,687	\$ 114,108	\$ 97,442	\$ 179	\$ -	\$ 211,729
Net income			30,021			30,021
Other comprehensive loss				(71,331)		(71,331)
Issuance of common stock through Employee Stock Purchase Plan	4,891	252				252
Forfeited restricted dividend reinvestment shares	(109)					-
Issuance of common stock from vested restricted share grants through stock compensation plans	11,699					-
Issuance of common stock through exercise of SSARs	1,180					-
Stock-based compensation expense		1,271				1,271
Common stock repurchased	(32,554)				(1,263)	(1,263)
Repurchase of shares to cover withholdings		(20)				(20)
Cash dividends declared			(7,709)			(7,709)
Balance, December 31, 2022	5,630,794	\$ 115,611	\$ 119,754	\$ (71,152)	\$ (1,263)	\$ 162,950
Cumulative-effect adjustment for adoption of ASU 2016-13			(1,326)			(1,326)
Net income			18,210			18,210
Other comprehensive income				14,685		14,685
Issuance of common stock through Employee Stock Purchase Plan	7,294	302				302
Re-issuance of common stock through Dividend Reinvestment Plan	34,054	305			1,331	1,636
Forfeited restricted dividend reinvestment shares	(43)					-
Issuance of common stock from vested restricted share grants through stock compensation plans	24,481					-
Issuance of common stock through exercise of SSARs	8,442					-
Stock-based compensation expense		1,648				1,648
Repurchase of shares to cover withholdings	(1,386)	(171)			(68)	(239)
Cash dividends declared			(8,387)			(8,387)
Balance, December 31, 2023	5,703,636	\$ 117,695	\$ 128,251	\$ (56,467)	\$ -	\$ 189,479

See notes to consolidated financial statements

Fidelity D & D Bancorp, Inc. and Subsidiary
Consolidated Statements of Cash Flows

(dollars in thousands)	Years Ended December 31,	
	2023	2022
Cash flows from operating activities:		
Net income	\$ 18,210	\$ 30,021
Adjustments to reconcile net income to net cash provided by operating activities:		
Depreciation, amortization and accretion	5,703	5,255
Provision for credit losses on loans	1,491	2,100
Net benefit for credit losses on unfunded loan commitments	(165)	(13)
Deferred income tax (benefit) expense	(593)	1,835
Stock-based compensation expense	1,648	1,271
Excess tax benefit from exercise of SSARs	104	12
Proceeds from sale of loans held-for-sale	52,281	79,401
Originations of loans held-for-sale	(53,775)	(67,476)
Earnings from bank-owned life insurance	(1,325)	(1,290)
Gain from bank-owned life insurance claim	(142)	-
Net gain from sales of loans	(972)	(1,623)
Net loss (gain) from sales of investment securities	6,468	(4)
Net gain from sale and write-down of foreclosed assets held-for-sale	(2)	(19)
Net loss from write-down and disposal of bank premises and equipment	216	195
Operating lease payments	64	93
Change in:		
Accrued interest receivable	(604)	(961)
Other assets	493	(924)
Accrued interest payable and other liabilities	592	1,554
Net cash provided by operating activities	29,692	49,427
Cash flows from investing activities:		
Available-for-sale securities:		
Proceeds from sales	60,338	1,691
Proceeds from maturities, calls and principal pay-downs	24,973	40,749
Purchases	-	(42,087)
Decrease (increase) in restricted investments in bank stock	1,363	(2,061)
Net increase in loans and leases	(122,032)	(116,055)
Principal portion of lease payments received under direct finance leases	5,260	5,733
Purchases of bank premises and equipment	(6,954)	(5,514)
Proceeds from death benefits received on bank-owned life insurance	931	-
Proceeds from sale of bank premises and equipment	844	1,095
Proceeds from sale of foreclosed assets held-for-sale	2	1,061
Net cash used in investing activities	(35,275)	(115,388)
Cash flows from financing activities:		
Net decrease in deposits	(8,461)	(2,916)
Net increase in other borrowings	103,818	10,063
Repayment of finance lease obligation	(229)	(232)
Purchase of treasury stock	-	(1,263)
Proceeds from employee stock purchase plan participants	302	252
Repurchase of shares to cover withholdings	(239)	(20)
Dividends paid, net of dividends reinvested	(6,750)	(7,709)
Net cash provided by (used in) financing activities	88,441	(1,825)
Net increase (decrease) in cash and cash equivalents	82,858	(67,786)
Cash and cash equivalents, beginning	29,091	96,877
Cash and cash equivalents, ending	\$ 111,949	\$ 29,091

See notes to consolidated financial statements

Fidelity D & D Bancorp, Inc. and Subsidiary
Consolidated Statements of Cash Flows (continued)

(dollars in thousands)	Years Ended December 31,	
	2023	2022
Supplemental Disclosures of Cash Flow Information		
Cash payments for:		
Interest	\$ 29,194	\$ 6,105
Income tax	2,550	3,050
Supplemental Disclosures of Non-cash Investing Activities:		
Net change in unrealized losses on available-for-sale securities	16,284	(68,106)
Transfers of securities from available-for-sale to held-to-maturity	-	245,536
Unrealized losses on securities transferred from available-for-sale to held-to-maturity	-	(23,882)
Cumulative-effect adjustment for adoption of ASU 2016-13	(1,326)	-
Amortization of unrealized losses on securities transferred from available-for-sale to held-to-maturity	2,305	1,695
Transfers from/(to) loans to/(from) foreclosed assets held-for-sale	(168)	776
Transfers to loans from loans held-for-sale, net	1,967	17,907
Transfers from premises and equipment to other assets held-for-sale	-	1,184
Right-of-use asset	(81)	141
Lease liability	(81)	141

See notes to consolidated financial statements

FIDELITY D & D BANCORP, INC.

AND SUBSIDIARY

NOTES TO CONSOLIDATED FINANCIAL STATEMENTS

1. NATURE OF OPERATIONS AND SUMMARY OF SIGNIFICANT ACCOUNTING POLICIES

PRINCIPLES OF CONSOLIDATION

The accompanying consolidated financial statements include the accounts of Fidelity D & D Bancorp, Inc. and its wholly-owned subsidiary, The Fidelity Deposit and Discount Bank (the Bank) (collectively, the Company). All significant inter-company balances and transactions have been eliminated in consolidation.

NATURE OF OPERATIONS

The Company provides a full range of banking, trust and financial services to individuals, small businesses and corporate customers. Its primary market areas are Lackawanna, Luzerne and Northampton Counties, Pennsylvania. The Company's primary deposit products are demand deposits and interest-bearing time, money market and savings accounts. It offers a full array of loan products to meet the needs of retail and commercial customers. The Company is subject to regulation by the Federal Deposit Insurance Corporation (FDIC) and the Pennsylvania Department of Banking.

USE OF ESTIMATES

The preparation of financial statements in conformity with accounting principles generally accepted in the United States of America (U.S. GAAP) requires management to make estimates and assumptions that affect the reported amounts of assets and liabilities and disclosure of contingent assets and liabilities at the date of the financial statements and the reported amounts of revenues and expenses during the reporting period. Actual results could differ from those estimates.

Material estimates that are particularly susceptible to significant change relate to the determination of the allowance for credit losses on loans, the valuation of investment securities, the determination and the amount of impairment in the securities portfolios, and the related realization of the deferred tax assets related to the allowance for credit losses on loans, credit losses on and valuations of investment securities.

In connection with the determination of the allowance for credit losses on loans, management generally obtains independent appraisals for individually evaluated loans, along with discounted cash flow and weighted average remaining maturity models adjusted for qualitative factors for collectively evaluated loans. While management uses available information to recognize losses on loans, further reductions in the carrying amounts of loans may be necessary based on changes in economic conditions and reasonable and supportable forecasts. In addition, regulatory agencies, as an integral part of their examination process, periodically review the estimated losses on loans. Such agencies may require the Company to recognize additional losses based on their judgments about information available to them at the time of their examination. Because of these factors, it is reasonably possible that the estimated losses on loans may change materially in the near-term. However, the amount of the change that is reasonably possible cannot be estimated.

The Company's investment securities are comprised of a variety of financial instruments. The fair values of the securities are subject to various risks including changes in the interest rate environment and general economic conditions including illiquid conditions in the capital markets. Due to the increased level of these risks and their potential impact on the fair values of the securities, it is possible that the amounts reported in the accompanying financial statements could materially change in the near-term. If credit losses exist, a contra-asset is recorded on the consolidated balance sheet, limited by the amount that fair value is less than the amortized cost basis. Any impairment that has not been recorded through an allowance for credit losses is recognized in other comprehensive income, net of tax.

RECLASSIFICATION

Certain amounts in the prior year consolidated financial statements have been reclassified to conform to current year presentation.

SIGNIFICANT GROUP CONCENTRATION OF CREDIT RISK

The Company originates commercial, consumer, and mortgage loans to customers primarily located in Lackawanna, Luzerne and Northampton Counties of 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 sector in which the Company operates. The loan portfolio does not have any significant concentrations from one industry or customer.

HELD-TO-MATURITY SECURITIES

Debt securities, for which the Company has the positive intent and ability to hold to maturity, are reported at amortized cost. Premiums and discounts are amortized or accreted, as a component of interest income over the life of the related security (or earlier call date for premiums) as an adjustment to yield using the interest method. The Company had held-to-maturity securities with balances of \$224.2 million and \$222.7 million at December 31, 2023 and 2022, respectively.

TRADING SECURITIES

Debt securities held principally for resale in the near-term, or trading securities, are recorded at their fair values. Unrealized gains and losses are included in other income. The Company did not have investment securities held for trading purposes during 2023 or 2022.

AVAILABLE-FOR-SALE SECURITIES

Available-for-sale (AFS) securities consist of debt securities classified as neither held-to-maturity nor trading and are reported at fair value. Premiums and discounts are amortized or accreted as a component of interest income over the life of the related security (or earlier call date for premiums) as an adjustment to yield using the interest method. Unrealized holding gains and losses on AFS securities are reported as a separate component of shareholders' equity, net of deferred income taxes, until realized. The net unrealized holding gains and losses are a component of accumulated other comprehensive income. Gains and losses from sales of securities AFS are determined using the specific identification method.

FEDERAL HOME LOAN BANK STOCK

The Company is a member of the Federal Home Loan Bank system, and as such is required to maintain an investment in capital stock of the Federal Home Loan Bank of Pittsburgh (FHLB). The amount the Company is required to invest is dependent upon the relative size of outstanding borrowings the Company has with the FHLB. Based on redemption provisions of the FHLB, the stock has no quoted market value and is carried at cost.

LOANS

Originated loans that management has the intent and ability to hold for the foreseeable future or until maturity or payoff are stated at face value, net of unamortized loan fees and costs and the allowance for credit losses. Interest on residential real estate loans is recorded based on principal pay downs on an actual days basis. Commercial loan interest is accrued on the principal balance on an actual days basis. Interest on consumer loans is determined using the simple interest method.

Acquired loans classified as Purchase Credit Impaired (PCI) loans prior to the effective date of Accounting Standard Update (ASU) 2016-13, *Financial Instruments – Credit Losses (Topic 326) Measurement of Credit Losses on Financial Instruments (CECL)*, which was adopted by the Company on January 1, 2023, were classified as Purchase Credit Deteriorated (PCD) loans as of the effective date. For all loans designated as PCD loans as of the effective date, the Company was required to gross up the balance sheet amount of the financial asset by the amount of its allowance for expected credit losses as of the effective date. Subsequent changes in the allowances for credit losses on PCD loans will be recognized by charges or credits to earnings. The Company will continue to accrete the noncredit discount or premium to interest income based on the effective interest rate on the PCD loans determined after the gross-up for the CECL allowance at adoption.

CECL introduced the concept of PCD financial loans, which replaces PCI loans under previous U.S. GAAP. For PCD loans, the new accounting standard requires institutions to estimate and record an allowance for credit losses for these loans at the time of purchase. This allowance is then added to the purchase price to establish the initial amortized cost basis of the PCD loans, rather than being reported as a credit loss expense. In contrast, for purchased loans within the scope of CECL that are not PCD loans, an institution is required to measure expected credit losses by a charge to the provision for credit losses (expense) in the period the non-PCD loans are acquired.

In addition, the definition of PCD loans is broader than the definition of PCI loans in previous accounting standards. CECL defines "purchased financial assets with credit deterioration" as "acquired individual financial assets (or acquired groups of financial assets with similar risk characteristics) that, as of the date of acquisition, have experienced a more-than-insignificant deterioration in credit quality since origination, as determined by an acquirer's assessment."

Generally, loans are placed on non-accrual status when principal or interest is past due 90 days or more. When a loan is placed on non-accrual status, all interest previously accrued but not collected is charged against current earnings. Any payments received on non-accrual loans are applied, first to the outstanding loan amounts, then to the recovery of any charged-off loan amounts. Any excess is treated as a recovery of lost interest.

MORTGAGE BANKING OPERATIONS AND MORTGAGE SERVICING RIGHTS

The Company sells one-to-four family residential mortgage loans on a servicing retained basis. On a loan sold where servicing was retained, the Company determines at the time of sale the value of the retained servicing rights, which represents the present value of the differential between the contractual servicing fee and adequate compensation, defined as the fee a sub-servicer would require to assume the role of servicer, after considering the estimated effects of prepayments. If material, a portion of the gain on the sale of the loan is recognized due to the value of the servicing rights, and a mortgage servicing asset is recorded.

Commitments to sell one-to-four family residential mortgage loans are made primarily during the period between the intent to proceed and the closing of the mortgage loan. The timing of making these sale commitments is dependent upon the timing of the borrower's election to lock-in the mortgage interest rate and fees prior to loan closing. Most of these sales commitments are made on a best-efforts basis whereby the Company is only obligated to sell the mortgage if the mortgage loan is approved and closed by the Company. Commitments to fund mortgage loans (rate lock commitments) to be sold into the secondary market and forward commitments for the future delivery of these mortgage loans are accounted for as free standing derivatives. Fair values of these derivatives are estimated based on changes in mortgage interest rates from the date the interest rate on the loan is locked. The Company enters into forward commitments for the future delivery of mortgage loans when interest rate locks are entered into, in order to hedge the change in interest rates resulting from its commitments to fund the loans. Changes in the fair values of these derivatives are included in gains or losses on sales of loans. The fair value of these derivative instruments was not significant at December 31, 2023 and 2022.

For sales of mortgage loans originated by the Company, a portion of the cost of originating the loan is allocated to the servicing retained right based on fair value. Servicing assets are reported in other assets and amortized in proportion to and over the period during which estimated servicing income will be received. Servicing loans for others consists of collecting mortgage payments, maintaining escrow accounts, disbursing payments to investors, and processing foreclosures. Loan servicing income is recorded when earned and represents servicing fees from investors and certain charges collected from borrowers, such as late payment fees. The Company has fiduciary responsibility for related escrow and custodial funds.

DERIVATIVE FINANCIAL INSTRUMENTS

Derivative financial instruments are recognized as assets and liabilities on the consolidated balance sheets, measured at fair value and recorded in other assets and accrued interest payable and other liabilities.

Interest Rate Swap Agreements

For asset/liability management purposes, the Company uses interest rate swap agreements to manage risk to the Company associated with interest rate movements. Interest rate swaps are contracts in which a series of interest rate flows are exchanged over a prescribed period. The notional amount on which the interest payments are based is not exchanged. These swap agreements are derivative instruments and generally convert a portion of the Company's fixed rate investment securities to an adjustable rate (fair value hedge) and convert a portion of customers' variable rate loans to fixed rate (no hedge designation).

The gain or loss on a derivative designated and qualifying as a fair value hedging instrument, as well as the offsetting gain or loss on the hedged item attributable to the risk being hedged, is recognized currently in earnings in the same accounting period.

Interest rate derivative financial instruments receive hedge accounting treatment only if they are designated as a hedge and are expected to be, and are, effective in substantially reducing interest rate risk arising from the assets and liabilities identified as exposing the Company to risk. Those derivative financial instruments that do not meet specified hedging criteria would be recorded at fair value.

Cash flows resulting from the derivative financial instruments that are accounted for as hedges of assets and liabilities are classified in the cash flow statement in the same category as the cash flows of the items being hedged.

LOANS HELD-FOR-SALE

Loans originated and intended for sale in the secondary market are carried at the lower of cost or estimated fair value in the aggregate. Net unrealized losses are recognized through a valuation allowance by charges to income. Unrealized gains are recognized but only to the extent of previous write-downs.

AUTOMOBILE LEASING

Financing of automobiles, provided to customers under lease arrangements of varying terms obtained via an indirect arrangement primarily through a single dealer on a full recourse basis, are accounted for as direct finance leases. Interest on automobile direct finance leasing is determined using the interest method. Generally, the interest method is used to arrive at a level effective yield over the life of the lease. The lease residual and the lease receivable, net of unearned lease income, are recorded within loans and leases on the balance sheet.

ALLOWANCE FOR CREDIT LOSSES

Allowance for Credit Losses on Loans

Management continually evaluates the credit quality of the Company's loan portfolio and performs a formal review of the adequacy of the allowance for credit losses (ACL) on a quarterly basis. The allowance reflects management's best estimate of the amount of credit losses in the loan portfolio. When estimating the net amount expected to be collected, management considers the effects of past events, current conditions, and reasonable and supportable forecasts of the collectability of the Company's financial assets. Those estimates may be susceptible to significant change. Credit losses are charged directly against the allowance when loans are deemed to be uncollectible. Recoveries from previously charged-off loans are added to the allowance when received.

The methodology to analyze the adequacy of the ACL is based on seven primary components:

- **Data:** The quality of the Company’s data is critically important as a foundation on which the ACL estimate is generated. For its estimate, the Company uses both internal and external data with a preference toward internal data where possible. Data is complete, accurate, and relevant, and subjected to appropriate governance and controls.
- **Segmentation:** Financial assets are segmented based on similar risk characteristics.
- **Contractual term of financial assets:** The contractual term of financial assets is a significant driver of ACL estimates. Financial assets or pools of financial assets with shorter contractual maturities typically result in a lower reserve than those with longer contractual maturities. As the average life of a financial asset or pool of assets increases, there generally is a corresponding increase to the ACL estimate because the likelihood of default is considered over a longer time frame. As such, pool-based assumptions for a pool’s contractual term (i.e., average life) are based on the contractual maturity of the financial assets within the pool and adjusted in accordance with GAAP, if appropriate.
- **Credit loss measurement method:** Multiple measurement methods for estimating ACLs are allowable per ASC Topic 326. The Company applies different estimation methods to different groups of financial assets. The discounted cash flow method is used for the Commercial & Industrial, Commercial Real Estate Non-Owner Occupied, Commercial Real Estate Owner Occupied, Commercial Construction, Home Equity Installment Loan, Home Equity Line of Credit, Residential Real Estate, and Residential Construction pools. The weighted average remaining maturity (WARM) method is used for the Municipal, Non-Recourse Auto, Recourse Auto, Direct Finance Lease, and Consumer Other pools.
- **Reasonable and supportable forecasts:** ASC Topic 326 requires Management to consider reasonable and supportable forecasts that affect expected collectability of financial assets. As such, the Company’s forecasts incorporate anticipated changes in the economic environment that may affect credit loss estimates over a time horizon when Management can reasonably support and document expectations. Forward-looking information may reflect positive or negative expectations relative to the current environment. As of the reporting date, management is using the median Federal Open Market Committee (FOMC) National Gross Domestic Product (GDP) and Unemployment Rate forecasts as well as the Federal Housing Finance Agency (FHFA) House Price Index (HPI) for its reasonable and supportable forecasts. The Company currently uses a 12 month (4 quarter) reasonable and supportable forecast period.
- **Reversion period:** ASC Topic 326 does not require Management to estimate a reasonable and supportable forecast for the entire contractual life of financial assets. Management may apply reversion techniques for the contractual life remaining after considering the reasonable and supportable forecast period, which allows Management to apply a historical loss rate to latter periods of the financial asset’s life. The Company currently uses a 12 month (4 quarter) straight-line reversion period.
- **Qualitative factor adjustments:** The Company’s ACL estimate considers all significant factors relevant to the expected collectability of its financial assets as of the reporting date; Qualitative factors reflect the impact of conditions not captured elsewhere, such as the historical loss data or within the economic forecast. The qualitative considerations can be captured directly within measurement models or as additional components in the overall ACL methodologies. Currently, the Company uses the following qualitative factors:
 - levels of and trends in delinquencies and non-accrual loans;
 - levels of and trends in charge-offs and recoveries;
 - trends in volume and terms of loans;
 - changes in risk selection and underwriting standards;
 - changes in lending policies and legal and regulatory requirements;
 - experience, ability and depth of lending management;
 - national and local economic trends and conditions;
 - changes in credit concentrations; and
 - changes in underlying collateral.

Assets are evaluated on a collective (or pool) basis or individually, as applicable consistent with ASC Topic 326. In accordance with ASC Topic 326, the Company will evaluate individual instruments for expected credit losses when those instruments do not share similar risk characteristics with instruments evaluated using a collective (pooled) basis. In contrast to legacy accounting standards, this criterion is broader than the “impairment” concept as management may evaluate assets individually even when no specific expectation of collectability is in place. Instruments will not be included in both collective and individual analysis. Individual analysis will establish a specific reserve for instruments in scope.

For individually evaluated assets, an ACL is determined separately for each financial asset. Management therefore measures the expected credit losses based on an appropriate method per ASC Subtopic 326-20, similar to collectively evaluated financial assets. As of the reporting date, the Company is using the collateral and cash flow methods.

ASC Topic 326 defines a collateral-dependent asset as a financial asset for which the repayment is expected to be provided substantially through the operation or sale of the collateral when the borrower, based on Management's assessment, is experiencing financial difficulty. The ACL for a collateral-dependent loan is measured using the fair value of collateral, regardless of whether foreclosure is probable. The fair value of collateral must be adjusted for estimated costs to sell if repayment or satisfaction of the asset depends on the sale of the collateral. If repayment is dependent only on the operation of the collateral, and not on the sale of the collateral, the fair value of the collateral would not be adjusted for estimated costs to sell. If the fair value of the collateral, adjusted for costs to sell if applicable, is less than the amortized cost basis of the collateral-dependent asset, the difference is recorded as an ACL.

The Company's policy is to charge-off unsecured consumer loans when they become 90 days or more past due as to principal and interest. In the other portfolio segments, amounts are charged-off at the point in time when the Company deems the balance, or a portion thereof, to be uncollectible.

If the individually evaluated asset is determined to not be collateral dependent, the ACL is measured based on the expected cash flows. This measurement is based on the amount and timing of cash flows; the effective interest rate (EIR) is used to discount the cash flows; and the basis for the determination of cash flows, including consideration of past events, current conditions, and reasonable and supportable forecasts about the future. These cash flows are discounted back by the EIR and compared to the amortized cost basis of the asset. If the present value of cash flows is less than the amortized cost, an ACL is recorded. When the present value of cash flows is equal to or greater than the amortized cost, no ACL is recorded.

An unallocated component is maintained to cover uncertainties that could affect management's estimate of probable losses. The unallocated component of the allowance reflects the margin of imprecision inherent in the underlying assumptions used in the methodologies.

The risk characteristics of each of the identified portfolio segments are as follows:

Commercial and industrial loans (C&I): C&I loans are primarily based on the identified historic and/or the projected cash flows of the borrower and secondarily on the underlying collateral provided by the borrower. The cash flows of the borrower, however, do fluctuate based on changes in the Company's internal and external environment including management, human and capital resources, economic conditions, competition and regulation. Most C&I loans are secured by business assets being financed such as equipment, accounts receivable, and/or inventory and generally incorporate a secured or unsecured personal guarantee. Unsecured loans may be made on a short-term basis. Loans to municipal borrowers, which carry the full faith and credit of each respective local government unit consistent with the PA Local Government Unit Debt Act (LGUDA) as well as loans to municipal authorities are included in C&I loans. The ability of the borrower to collect amounts due from its customers and perform under the terms of its loan may be affected by its customers' economic and financial condition.

Commercial real estate loans (CRE): Commercial real estate loans are made to finance the purchase of real estate, refinance existing obligations and/or to provide capital. These commercial real estate loans are generally secured by first lien security interests in the real estate as well as assignment of leases and rents. The real estate may include apartments, hotels, retail stores or plazas and healthcare facilities whether they are owner or non-owner occupied. These loans are typically originated in amounts of no more than 80% of the appraised value of the property. The ability of the borrower to collect amounts due from its customers and perform under the terms of its loan may be affected by its customers' or lessees' customers' economic and financial condition.

Consumer loans: The Company offers home equity installment loans and lines of credit. Risks associated with loans secured by residential properties are generally lower than commercial real estate loans and include general economic risks, such as the strength of the job market, employment stability and the strength of the housing market. Since most loans are secured by a primary or secondary residence or an automobile, the borrower's continued employment is considered the greatest risk to repayment. The Company also offers a variety of loans to individuals for personal and household purposes. These loans are generally considered to have greater risk than mortgages on real estate because they may be unsecured, or if they are secured, the value of the collateral may be difficult to assess and more likely to decrease in value than real estate.

Residential mortgage loans: Residential mortgages are secured by a first lien position of the borrower's residential real estate. These loans have varying loan rates depending on the financial condition of the borrower and the loan to value ratio. Since most loans are secured by a primary or secondary residence, the borrower's continued employment is considered the greatest risk to repayment. Residential mortgages have terms up to thirty years with amortizations varying from 10 to 30 years. The majority of the loans are underwritten according to FNMA and/or FHLB standards.

Allowance for Credit Losses on Off-Balance Sheet Credit Exposures

In accordance with ASC Topic 326, the Company estimates expected credit losses for off-balance-sheet credit exposures over the contractual period during which the Company is exposed to credit risk. The estimate of expected credit losses takes into consideration the likelihood that funding will occur (i.e., funding rate) as well as the amount expected to be collected over the estimated remaining contractual term of the off-balance-sheet credit exposures (i.e., loss rate). The Company does not record an estimate of expected credit losses for off-balance-sheet exposures that are unconditionally cancellable. On a quarterly basis, management evaluates expected credit losses for off-balance-sheet credit exposures. The Company's allowance for credit losses on unfunded commitments is recognized as a liability on the consolidated balance sheets, with adjustments to the reserve recognized in the provision for credit losses on unfunded commitments on the consolidated statements of income.

Prior to January 1, 2023

As further noted in Note 18, "Recent Accounting Pronouncements", on January 1, 2023, the company adopted ASU 2016-13 (Topic 326), which replaced the incurred loss methodology with an expected loss methodology that is referred to as the current expected credit loss (or CECL) methodology.

Prior to the adoption of ASC 326, the allowance represented an amount which, in management's judgment, would be adequate to absorb losses on existing loans. Management's judgment in determining the adequacy of the allowance was based on evaluations of the collectability of the loans. These evaluations took into consideration such factors as changes in the nature and volume of the loan portfolio, current economic conditions that may affect the borrower's ability to pay, collateral value, overall portfolio quality and review of specific loans for impairment. Management applied two primary components during the estimation process to determine proper allowance levels; a specific loan loss allocation for loans that were deemed impaired and a general loan loss allocation for those loans not specifically allocated based on historical charge-off history and qualitative factor adjustments for trends or changes in the loan portfolio and economic factors. Delinquencies, changes in lending policies and local economic conditions were some of the items used for the qualitative factor adjustments.

A loan was considered impaired when, based on current information and events, it was probable that the Company would be unable to collect the scheduled payments in accordance with the contractual terms of the loan. Factors considered in determining impairment included payment status, collateral value and the probability of collecting payments when due. The significance of payment delays and/or shortfalls was determined on a case-by-case basis. All circumstances surrounding the loan were taken into account. Such factors included the length of the delinquency, the underlying reasons and the borrower's prior payment record. Impairment was measured on these loans on a loan-by-loan basis. Impaired loans included non-accrual loans, TDRs and other loans deemed to be impaired based on the aforementioned factors.

Acquired loans were marked to fair value on the date of acquisition and were evaluated on a quarterly basis to ensure the necessary purchase accounting updates were made in parallel with the allowance for loan loss calculation. The carryover of allowance for loan losses related to acquired loans was prohibited as any credit losses in the loans were included in the determination of the fair value of the loans at the acquisition date. The allowance for loan losses on acquired loans reflected only those losses incurred after acquisition and represented the present value of cash flows expected at acquisition that was no longer expected to be collected. In conjunction with the quarterly evaluation of the adequacy of the allowance for loan losses, the Company performed an analysis on acquired loans to determine whether or not there had been subsequent deterioration in relation to these loans. If deterioration had occurred, the Company would include these loans in the calculation of the allowance for loan losses after the initial valuation and provide accordingly.

For acquired ASC 310-30 loans, the Company continued to estimate cash flows expected to be collected. Subsequent decreases to the expected cash flows required the Company to evaluate the need for an additional allowance for loan losses. Subsequent improvement in expected cash flows would have resulted in the reversal of a corresponding amount of the non accretable discount which would be reclassified as an accretable discount that will be recognized in interest income over the remaining life of the loan.

TRANSFER OF FINANCIAL ASSETS

Transfers of financial assets are accounted for as sales when control over the assets has been surrendered. Control over transferred assets is deemed to be surrendered when (1) the assets have been isolated from the Company, (2) the transferee obtains the right (free of conditions that constrain it from taking advantage of that right) to pledge or exchange the transferred assets, and (3) the Company does not maintain effective control over the transferred assets through an agreement to repurchase them before their maturity. The Company accounts for certain participation interests in commercial loans receivable (loan participation agreements) sold as a sale of financial assets pursuant to ASC 860, Transfers and Servicing. Loan participation agreements that meet the sale criteria under ASC 860 are derecognized from the Consolidated Balance Sheets at the time of transfer. If the transfer of loans does not meet the sale criteria or participating interest criteria under ASC 860, the transfer is accounted for as a secured borrowing and the loan is not derecognized and a participating liability is recorded in the Consolidated Balance Sheets.

LOAN FEES AND COSTS

Nonrefundable loan origination fees and certain direct loan origination costs are recognized as a component of interest income over the life of the related loans as an adjustment to yield. The unamortized balance of the deferred fees and costs are included as components of the loan balances to which they relate.

ACCRUED INTEREST RECEIVABLE

The Company elected not to measure an allowance for credit losses for accrued interest receivable and instead elected to reverse interest income on loans or securities that are placed on nonaccrual status, which is generally when the instrument is 90 days past due, or earlier if the Company believes the collections of interest is doubtful. The Company has concluded that this policy results in the timely reversal of uncollectible interest.

Accrued interest receivable is presented separately on the consolidated balance sheets.

BANK PREMISES AND EQUIPMENT

Land is carried at cost. Bank premises and equipment are stated at cost less accumulated depreciation. Depreciation is computed on the straight-line method over the estimated useful lives of the assets. Leasehold improvements are amortized over the shorter of the term of the lease or the estimated useful lives of the improved property. The Company leases several branches which are classified as operating leases. The Company also leases two stand-alone ATMs which are classified as operating leases and a building and equipment classified as finance leases. In most circumstances, management expects that in the normal course of business, leases will be renewed or replaced by other leases. Rent expense is recognized on the straight-line method over the term of the lease.

BANK OWNED LIFE INSURANCE

The Company maintains bank owned life insurance (BOLI) for a selected group of employees, namely its officers where the Company is the owner and sole beneficiary of the policies. The earnings from the BOLI are recognized as a component of other income in the consolidated statements of income. The BOLI is an asset that can be liquidated, if necessary, with tax consequences. However, the Company intends to hold these policies and, accordingly, the Company has not provided for deferred income taxes on the earnings from the increase in the cash surrender value.

EMPLOYEE BENEFITS

The Company holds separate supplemental executive retirement (SERP) agreements for certain officers and an amount is credited to each participant's SERP account monthly while they are actively employed by the bank until retirement. A deferred tax asset is provided for the non-deductible SERP expense. The Company also entered into separate split dollar life insurance arrangements with four executives providing post-retirement benefits and accrues monthly expense for this benefit. Monthly expenses for the SERP and post-retirement split dollar life benefit are recorded as components of salaries and employee benefit expense on the consolidated statements of income.

FORECLOSED ASSETS HELD-FOR-SALE

Foreclosed assets held-for-sale are carried at the lower of cost or fair value less cost to sell. Foreclosed assets held-for-sale is primarily other real estate owned, but also includes other repossessed assets. Losses from the acquisition of property in full and partial satisfaction of debt are treated as credit losses. Routine holding costs, gains and losses from sales, write-downs for subsequent declines in value and any rental income received are recognized net, as a component of other real estate owned expense in the consolidated statements of income. Gains or losses are recorded when the properties are sold.

IMPAIRMENT OF LONG-LIVED ASSETS

Long-lived assets, including bank premises and equipment, are reviewed for impairment whenever events or changes in circumstances indicate that the carrying amount of an asset may not be recoverable. If impairment is indicated by that review, the asset is written down to its estimated fair value through a charge to non-interest expense.

GOODWILL AND INTANGIBLE ASSETS

Goodwill is recorded on the consolidated balance sheets as the excess of liabilities assumed over identifiable assets acquired on the acquisition date. Goodwill is recorded at its net carrying value. The goodwill is not deductible for tax purposes.

Goodwill is reviewed for impairment annually as of November 30 and between annual tests when events and circumstances indicate that impairment may have occurred. Goodwill impairment exists when the carrying amount of a reporting unit exceeds its fair value. A qualitative test can be performed to determine whether it is more likely than not that the fair value of the Company is less than its carrying amount, including goodwill. In this qualitative assessment, the Company evaluates events and circumstances which include general banking industry conditions and trends, the overall financial performance of the Company, the performance of the Company's common stock and key financial performance metrics of the Company. If the qualitative review indicates that it is not more likely than not that the carrying value exceeds its fair value, no further evaluation needs to be performed. If the results of the qualitative review indicate it is more likely than not that the fair value is less than the carrying value, then the Company performs a quantitative impairment test. During 2023, the Company determined it is not more likely than not that the fair value exceeds its carrying value therefore no quantitative analysis was necessary.

Other acquired intangible assets that have finite lives, such as core deposit intangibles, are amortized over their estimated useful lives and subject to periodic impairment testing.

STOCK PLANS

The Company accounts for stock-based compensation plans under the recognition and measurement accounting principles, which requires the cost of share-based payment transactions be recognized in the financial statements. The stock-based compensation accounting guidance requires that compensation cost for stock awards be calculated and recognized over the employees' service period, generally defined as the vesting period. Compensation cost is recognized on a straight-line basis over the requisite service period. When granting stock-settled stock appreciation rights (SSARs), the Company uses Black-Scholes-Merton valuation model to determine fair value on the date of grant.

TRUST AND FINANCIAL SERVICE FEES

Trust and financial service fees are recorded on the cash basis, which is not materially different from the accrual basis.

ADVERTISING COSTS

Advertising costs are charged to expense as incurred.

LEGAL AND PROFESSIONAL EXPENSES

Generally, the Company recognizes legal and professional fees as incurred and are included as a component of professional services expense in the consolidated statements of income. Legal costs incurred that are associated with the collection of outstanding amounts due from delinquent borrowers are included as a component of loan collection expense in the consolidated statements of income. In the event of litigation proceedings brought about by an employee or third party against the Company, expenses for damages will be accrued if the likelihood of the outcome against the Company is probable, the amount can be reasonably estimated and the amount would have a material impact on the financial results of the Company.

INCOME TAXES

Deferred tax assets and liabilities are reflected at currently enacted income tax rates applicable to the period in which the deferred tax assets or liabilities are expected to be realized or settled. As changes in tax laws or rates are enacted, deferred tax assets and liabilities are adjusted through the provision for income taxes.

The benefit of a tax position is recognized on the financial statements in the period during which, based on all available evidence, management believes it is more-likely-than-not that the position will be sustained upon examination, including the resolution of appeals or litigation processes, if any. Tax positions taken are not offset or aggregated with other positions. Tax positions that meet the more-likely-than-not recognition threshold are measured as the largest amount of tax benefit that is more than 50% likely of being realized upon settlement with the applicable taxing authority. For tax positions not meeting the more likely than not threshold, no tax benefit is recorded. Under the more likely than not threshold guidelines, the Company believes no significant uncertain tax positions exist, either individually or in the aggregate, that would give rise to the non-recognition of an existing tax benefit. The Company had no material unrecognized tax benefits or accrued interest and penalties for the years ended December 31, 2023 and 2022, respectively.

COMPREHENSIVE INCOME (LOSS)

Accounting principles generally require that recognized revenue, expenses, gains and losses be included in net income. Although certain changes in assets and liabilities, such as unrealized gains and losses on available-for-sale securities, are reported as a separate component of the shareholders' equity section of the consolidated balance sheets, such items, along with net income, are components of comprehensive income (loss).

CASH FLOWS

For purposes of reporting cash flows, cash and cash equivalents include cash on hand, amounts due from banks and interest-bearing deposits with financial institutions.

2. CASH

The Company is required by the Federal Reserve Bank to maintain average reserve balances based on a percentage of deposits. There were no reserve requirements on December 31, 2023 and 2022.

Deposits with any one financial institution are insured up to \$250,000. From time-to-time, the Company may maintain cash and cash equivalents with certain other financial institutions in excess of the insured amount.

3. ACCUMULATED OTHER COMPREHENSIVE INCOME

The following tables illustrate the changes in accumulated other comprehensive income by component and the details about the components of accumulated other comprehensive income as of and for the periods indicated:

As of and for the year ended December 31, 2023

(dollars in thousands)	Unrealized gains (losses) on available-for-sale debt securities	Securities transferred to held-to-maturity	Total
Beginning balance	\$ (53,624)	\$ (17,528)	\$ (71,152)
Other comprehensive income before reclassifications, net of tax	7,754	-	7,754
Amounts reclassified from accumulated other comprehensive income, net of tax	5,110	1,821	6,931
Net current-period other comprehensive income	12,864	1,821	14,685
Ending balance	\$ (40,760)	\$ (15,707)	\$ (56,467)

As of and for the year ended December 31, 2022

(dollars in thousands)	Unrealized gains (losses) on available-for-sale debt securities	Securities transferred to held-to-maturity	Total
Beginning balance	\$ 179	\$ -	\$ 179
Other comprehensive loss before reclassifications, net of tax	(53,800)	(18,867)	(72,667)
Amounts reclassified from accumulated other comprehensive income, net of tax	(3)	1,339	1,336
Net current-period other comprehensive loss	(53,803)	(17,528)	(71,331)
Ending balance	\$ (53,624)	\$ (17,528)	\$ (71,152)

Details about accumulated other comprehensive income components (dollars in thousands)	Amount reclassified from accumulated other comprehensive income 2023	2022	Affected line item in the statement where net income is presented
Unrealized (losses) gains on AFS debt securities	\$ (6,468)	\$ 4	Gain (loss) on sale of investment securities
Amortization of unrealized loss on held-to-maturity securities	(2,305)	(1,695)	Interest income on investment securities
Total reclassifications for the period	(8,773)	(1,691)	Income before income taxes
Income tax effect	1,842	355	Provision for income taxes
Total reclassifications for the period	\$ (6,931)	\$ (1,336)	Net income

4. INVESTMENT SECURITIES

Agency – Government-sponsored enterprise (GSE) and Mortgage-backed securities (MBS) - GSE residential

Agency – GSE and MBS – GSE residential securities consist of short- to long-term notes issued by Federal Home Loan Mortgage Corporation (FHLMC), FNMA, FHLB and Government National Mortgage Association (GNMA). These securities have interest rates that are fixed, have varying short to long-term maturity dates and have contractual cash flows guaranteed by the U.S. government or agencies of the U.S. government.

Obligations of states and political subdivisions (municipal)

The municipal securities are general obligation and revenue bonds rated as investment grade by various credit rating agencies and have fixed rates of interest with mid- to long-term maturities. Fair values of these securities are highly driven by interest rates. Management performs ongoing credit quality reviews on these issues.

The Company did not record any allowance for credit losses on its available-for-sale or held-to-maturity securities. The Company excludes accrued interest receivable from the amortized cost basis of investment securities disclosed throughout this footnote. As of December 31, 2023 and 2022, accrued interest receivable for investment securities totaled \$3.4 million and \$4.0 million, respectively, and is included in accrued interest receivable line in the consolidated balance sheets. Amortized cost and fair value of investment securities as of the period indicated are as follows:

(dollars in thousands)	Amortized cost	Gross unrealized gains	Gross unrealized losses	Fair value
December 31, 2023				
Held-to-maturity securities:				
Agency - GSE	\$ 81,382	\$ -	\$ (7,561)	\$ 73,821
Obligations of states and political subdivisions	142,851	-	(19,496)	123,355
Total held-to-maturity securities	\$ 224,233	\$ -	\$ (27,057)	\$ 197,176
Available-for-sale debt securities:				
Agency - GSE	\$ 31,178	\$ -	\$ (3,633)	\$ 27,545
Obligations of states and political subdivisions	138,217	1	(15,421)	122,797
MBS - GSE residential	226,240	-	(32,542)	193,698
Total available-for-sale debt securities	\$ 395,635	\$ 1	\$ (51,596)	\$ 344,040

(dollars in thousands)	Amortized cost	Gross unrealized gains	Gross unrealized losses	Fair value
December 31, 2022				
Held-to-maturity securities:				
Agency - GSE	\$ 80,306	\$ -	\$ (9,243)	\$ 71,063
Obligations of states and political subdivisions	142,438	-	(26,221)	116,217
Total held-to-maturity securities	\$ 222,744	\$ -	\$ (35,464)	\$ 187,280
Available-for-sale debt securities:				
Agency - GSE	\$ 36,076	\$ -	\$ (4,543)	\$ 31,533
Obligations of states and political subdivisions	197,935	501	(26,542)	171,894
MBS - GSE residential	254,730	-	(37,295)	217,435
Total available-for-sale debt securities	\$ 488,741	\$ 501	\$ (68,380)	\$ 420,862

Some of the Company's debt securities are pledged to secure trust funds, public deposits, short-term borrowings, FHLB advances, Federal Reserve Bank of Philadelphia Discount Window borrowings and certain other deposits as required by law.

The amortized cost and fair value of debt securities at December 31, 2023 by contractual maturity are shown below:

(dollars in thousands)	Amortized cost	Fair value
Held-to-maturity securities:		
Due in one year or less	\$ -	\$ -
Due after one year through five years	24,517	22,985
Due after five years through ten years	75,811	67,550
Due after ten years	123,905	106,641
Total held-to-maturity securities	\$ 224,233	\$ 197,176
Available-for-sale securities:		
Debt securities:		
Due in one year or less	\$ 750	\$ 751
Due after one year through five years	26,607	24,238
Due after five years through ten years	30,766	26,343
Due after ten years	110,191	99,010
MBS - GSE residential	226,240	193,698
Total available-for-sale debt securities	\$ 394,554	\$ 344,040

There was a \$1.1 million increase to the carrying value of municipal AFS securities resulting from the interest rate swap that was not included in the maturity table above.

Actual maturities will differ from contractual maturities because issuers and borrowers may have the right to call or repay obligations with or without call or prepayment penalty. Agency – GSE and municipal securities are included based on their original stated maturity. MBS – GSE residential, which are based on weighted-average lives and subject to monthly principal pay-downs, are listed in total. Most of the securities have fixed rates or have predetermined scheduled rate changes and many have call features that allow the issuer to call the security at par before its stated maturity without penalty.

Securities pledged at December 31, 2023 had a carrying amount of \$424.0 million and were pledged to secure public deposits, trust client deposits, borrowings and derivative instruments.

Gross realized gains and losses from sales, determined using specific identification, for the periods indicated were as follows:

(dollars in thousands)	December 31,	
	2023	2022
Gross realized gain	\$ 533	\$ 18
Gross realized loss	(7,001)	(14)
Net gain	\$ (6,468)	\$ 4

The following table presents the fair value and gross unrealized losses of investments aggregated by investment type, the length of time and the number of securities that have been in a continuous unrealized loss position as of the period indicated:

(dollars in thousands)	Less than 12 months		More than 12 months		Total	
	Fair value	Unrealized losses	Fair value	Unrealized losses	Fair value	Unrealized losses
December 31, 2023						
Agency - GSE	\$ -	\$ -	\$ 101,366	\$ (11,194)	\$ 101,366	\$ (11,194)
Obligations of states and political subdivisions	781	(22)	244,224	(33,814)	245,005	(33,836)
MBS - GSE residential	-	-	193,698	(31,462)	193,698	(31,462)
Total	\$ 781	\$ (22)	\$ 539,288	\$ (76,470)	\$ 540,069	\$ (76,492)
Number of securities	2		414		416	
December 31, 2022						
Agency - GSE	\$ 9,285	\$ (377)	\$ 93,312	\$ (13,409)	\$ 102,597	\$ (13,786)
Obligations of states and political subdivisions	170,484	(26,928)	112,353	(25,835)	282,837	(52,763)
MBS - GSE residential	61,803	(6,018)	155,632	(31,277)	217,435	(37,295)
Total	\$ 241,572	\$ (33,323)	\$ 361,297	\$ (70,521)	\$ 602,869	\$ (103,844)
Number of securities	272		213		485	

There was a \$2.2 million increase to the carrying value of AFS securities resulting from the interest rate swap that increased the unrealized loss position at December 31, 2023 that was not included in the table above.

The Company had 416 debt securities in an unrealized loss position at December 31, 2023, including 46 agency-GSE securities, 135 MBS – GSE residential securities and 235 municipal securities. The severity of these unrealized losses based on their underlying cost basis was as follows at December 31, 2023: 9.94% for agency - GSE, 13.97% for total MBS-GSE residential; and 12.13% for municipals. Management has no intent to sell any securities in an unrealized loss position as of December 31, 2023.

The Company reassessed classification of certain investments and effective April 1, 2022, the Company transferred agency and municipal investment securities with a book value of \$245.5 million from available-for-sale to held-to-maturity. The securities were transferred at their fair value. The market value of the securities on the date of the transfer was \$221.7 million, after netting unrealized losses totaling \$18.9 million. The \$18.9 million, net of deferred taxes, will be accreted into other comprehensive income over the life of the bonds. The allowance for credit losses on these securities was evaluated under the accounting policy for HTM debt securities.

Unrealized losses on available-for-sale securities have not been recognized into income because management believes the cause of the unrealized losses is related to changes in interest rates and is not directly related to credit quality. Quarterly, management conducts a formal review of investment securities to assess whether the fair value of a debt security is less than its amortized cost as of the balance sheet date. An allowance for credit losses has not been recognized on these securities in an unrealized loss position because: (1) the entity does not intend to sell the security; (2) more likely than not the entity will not be required to sell the security before recovery of its amortized cost basis; or (3) the present value of expected cash flows is sufficient to recover the entire amortized cost. The issuer(s) continues to make timely principal and interest payments on the bonds. The fair value is expected to recover as the bond(s) approach maturity.

The Company has U.S. agency bonds and municipal securities classified as held-to-maturity. Management estimated no credit loss reserve will be necessary for agency bonds HTM given the strong credit history of GSE and other U.S. agency issued bonds and the involvement of the U.S. government. For municipal securities HTM, the Company utilized a third-party model to analyze whether a credit loss reserve is needed for these bonds. The amount of credit loss reserve calculated using this model was immaterial to the Company's financial statements, therefore no reserve was recorded, but the Company will continue to evaluate these securities on a quarterly basis.

The Company's credit losses on debt securities evaluation process also follows the guidance set forth in topics related to debt securities. The guidance set forth in the pronouncements require the Company to take into consideration current market conditions, fair value in relationship to cost, extent and nature of changes in fair value, issuer rating changes and trends, volatility of earnings, current analysts' evaluations, all available information relevant to the collectability of debt securities, the ability and intent to hold investments until a recovery of fair value which may be to maturity and other factors when evaluating for the existence of credit losses on debt securities. The guidance requires that if credit losses exist, a contra-asset is recorded on both HTM and AFS securities, limited by the amount that the fair value is less than the amortized cost basis. Any impairment that has not been recorded through an allowance for credit losses is recognized in other comprehensive income.

For all debt securities, as of December 31, 2023, the Company applied the criteria provided in the recognition and presentation guidance related to credit losses on debt securities. That is, management has no intent to sell the securities and nor any conditions were identified by management that, more likely than not, would require the Company to sell the securities before recovery of their amortized cost basis. The results indicated there was no presence of credit losses in the Company's security portfolio. In addition, management believes the change in fair value is attributable to changes in interest rates.

5. LOANS AND LEASES

The classifications of loans and leases at December 31, 2023 and 2022 are summarized as follows:

(dollars in thousands)	December 31, 2023	December 31, 2022
Commercial and industrial:		
Commercial	\$ 152,640	\$ 141,122
Municipal	94,724	72,996
Commercial real estate:		
Non-owner occupied	311,565	318,296
Owner occupied	304,399	284,677
Construction	39,823	24,005
Consumer:		
Home equity installment	56,640	59,118
Home equity line of credit	52,348	52,568
Auto loans - Recourse	10,756	12,929
Auto loans - Non-recourse	112,595	114,909
Direct finance leases	33,601	33,223
Other	16,500	11,709
Residential:		
Real estate	465,010	398,136
Construction	36,536	42,232
Total	1,687,137	1,565,920
Less:		
Allowance for credit losses on loans	(18,806)	(17,149)
Unearned lease revenue	(2,039)	(1,746)
Loans and leases, net	\$ 1,666,292	\$ 1,547,025

Total unamortized net costs and premiums included in loan totals were as follows:

(dollars in thousands)	December 31, 2023	December 31, 2022
Net unamortized fair value mark discount on acquired loans	\$ (6,468)	\$ (9,064)
Net unamortized deferred loan origination costs	4,930	4,630
Total	\$ (1,538)	\$ (4,434)

Based on the adoption of ASU 2016-13, the Company updated the segmentation of its loan and lease portfolio to ensure that the risk characteristics within these segments were as similar as possible with financial asset type and collateral type as the primary factors used in this evaluation. Consequently, management decided to create a new segment called “Municipal,” which are loans and leases to states and political subdivisions in the U.S. based on the unique risk characteristics of this segment as expected credit losses are minimal. Additionally, the previous segment of “Auto Loans”, which included direct auto loans, indirect non-recourse auto loans, and indirect recourse auto loans, was broken out between “Auto Loans-Recourse” and “Auto Loans-Non-recourse” as substantially all the recourse portfolio is to a high credit quality dealer with the guaranty of the dealership and high net worth principal. Direct auto loans were included in the “Consumer Other” segment. Additionally, during 2023, the Company analyzed its commercial portfolio to ensure these loans were in the appropriate segment based on their purpose and collateral. Based on this analysis, a total of \$25.4 million of commercial and industrial loans were reclassified to other loan segments including: \$5.0 million to municipal, \$1.4 million to commercial real estate non-owner occupied, \$13.9 million to commercial real estate owner occupied, and \$5.1 million to commercial real estate construction. The classifications of loans and leases at December 31, 2022 were modified retroactively to enhance comparability between periods.

The Company excludes accrued interest receivable from the amortized cost basis of loans disclosed throughout this footnote. As of December 31, 2023 and 2022, accrued interest receivable for loans totaled \$5.7 million and \$4.5 million, respectively, and is included in accrued interest receivable line in the consolidated balance sheets and is excluded from the estimate of credit losses.

Direct finance leases include the lease receivable and the guaranteed lease residual. Unearned lease revenue represents the difference between the lessor’s investment in the property and the gross investment in the lease. Unearned revenue is accrued over the life of the lease using the effective interest method.

The Company services real estate loans for investors in the secondary mortgage market which are not included in the accompanying consolidated balance sheets. The approximate unpaid principal balance of mortgages serviced for others amounted to \$477.7 million as of December 31, 2023 and \$465.7 million as of December 31, 2022. Mortgage servicing rights amounted to \$1.5 million and \$1.6 million as of December 31, 2023 and 2022, respectively.

Management is responsible for conducting the Company’s credit risk evaluation process, which includes credit risk grading of individual commercial and industrial and commercial real estate loans. Commercial and industrial and commercial real estate loans are assigned credit risk grades based on the Company’s assessment of conditions that affect the borrower’s ability to meet its contractual obligations under the loan agreement. That process includes reviewing borrowers’ current financial information, historical payment experience, credit documentation, public information, and other information specific to each individual borrower. Upon review, the commercial loan credit risk grade is revised or reaffirmed. The credit risk grades may be changed at any time management feels an upgrade or downgrade may be warranted. The Company utilizes an external independent loan review firm that reviews and validates the credit risk program on at least an annual basis. Results of these reviews are presented to management and the Board of Directors. The loan review process complements and reinforces the risk identification and assessment decisions made by lenders and credit personnel, as well as the Company’s policies and procedures.

Non-accrual loans

Non-accrual loans and loans past due over 89 days still accruing, segregated by class, at December 31, 2023, were as follows:

(dollars in thousands)	Non-accrual With No Allowance for Credit Loss	Non-accrual With an Allowance for Credit Loss	Total Non- accrual	Loans Past Due Over 89 Days Still Accruing
At December 31, 2023				
Commercial and industrial:				
Commercial	\$ 39	\$ 16	\$ 55	\$ -
Municipal	-	-	-	-
Commercial real estate:				
Non-owner occupied	252	-	252	-
Owner occupied	2,040	210	2,250	-
Consumer:				
Home equity installment	70	-	70	-
Home equity line of credit	297	67	364	-
Auto loans - Recourse	-	-	-	-
Auto loans - Non-recourse	32	7	39	-
Direct finance leases	-	-	-	14
Other	-	-	-	-
Residential:				
Real estate	278	-	278	-
Total	\$ 3,008	\$ 300	\$ 3,308	\$ 14

Non-accrual loans, segregated by class, at December 31, 2022 were as follows:

(dollars in thousands)	December 31, 2022
Commercial and industrial	\$ 719
Commercial real estate:	
Non-owner occupied	383
Owner occupied	1,066
Consumer:	
Home equity line of credit	211
Auto loans	153
Residential:	
Real estate	3
Total	\$ 2,535

The decision to place loans on non-accrual status is made on an individual basis after considering factors pertaining to each specific loan. C&I and CRE loans are placed on non-accrual status when management has determined that payment of all contractual principal and interest is in doubt or the loan is past due 90 days or more as to principal and interest, unless well-secured and in the process of collection. Consumer loans secured by real estate and residential mortgage loans are placed on non-accrual status at 90 days past due as to principal and interest and unsecured consumer loans are charged-off when the loan is 90 days or more past due as to principal and interest. The Company considers all non-accrual loans to be impaired loans.

Loan modifications to borrowers experiencing financial difficulty

Occasionally, the Company modifies loans to borrowers in financial distress by providing lower interest rates below the market rate, temporary interest-only payment periods, term extensions at interest rates lower than the current market rate for new debt with similar risk and/or converting revolving credit lines to term loans. The Company typically does not forgive principal when modifying loans.

In some cases, the Company provides multiple types of concessions on one loan. Typically, one type of concession, such as a term extension, is granted initially. If the borrower continues to experience financial difficulty, another concession, such as lowering the interest rate, may be granted. For the loans included in the "combination" columns below, multiple types of modifications have been made on the same loan within the current reporting period.

The following table presents the amortized cost basis of loans at December 31, 2023 that were both experiencing financial difficulty and modified during the twelve months ended December 31, 2023, by class and type of modification. The percentage of the amortized cost basis of loans that were modified to borrowers in financial distress as compared to the amortized cost basis of each class of financing receivable is also presented below:

		Loans modified for the twelve months ended:						
(dollars in thousands)		December 31, 2023						
		Principal Forgiveness	Payment Delay	Term Extension	Interest Rate Reduction	Combination Term Extension and Principal Forgiveness	Combination Term Extension Interest Rate Reduction	Total Class of Financing Receivable
Commercial and industrial:								
Commercial	\$	-	\$ 40	\$ -	\$ -	\$ -	\$ -	0.03%
Commercial real estate:								
Non-owner occupied		-	-	915	3,068	-	-	1.28%
Owner occupied		-	1,539	125	-	-	-	0.55%
Total	\$	-	\$ 1,579	\$ 1,040	\$ 3,068	\$ -	\$ -	

The Company has not committed to lend additional amounts to the borrowers included in the previous table.

Loans modified to borrowers experiencing financial difficulty are closely monitored to understand the effectiveness of its modification efforts. The following table depicts the performance of loans that have been modified in the last 12 months:

		December 31, 2023				
(dollars in thousands)		Current	30 - 59 Days Past Due	60 - 89 Days Past Due	Greater Than 89 Days Past Due	Total Past Due
Commercial and industrial:						
Commercial	\$	40	\$ -	\$ -	\$ -	\$ -
Commercial real estate:						
Non-owner occupied		3,918	-	65	-	65
Owner occupied		1,664	-	-	-	-
Total	\$	5,622	\$ -	\$ 65	\$ -	\$ 65

The following table presents the financial effect of the loan modifications presented above to borrowers experiencing financial difficulty for the twelve months ended December 31, 2023:

(dollars in thousands)	December 31, 2023		
	Principal Forgiveness	Weighted-Average Interest Rate Reduction	Weighted-Average Term Extension (Months)
Commercial real estate:			
Non-owner occupied	\$ -	6.13%	8.8
Owner occupied	-	-	74.0

The following table provides the amortized cost basis of financing receivables that had a payment default during the twelve months ended December 31, 2023 and were modified in the twelve months prior to that default to borrowers experiencing financial difficulty:

Loans modified within the previous twelve months that subsequently defaulted:

(dollars in thousands)	December 31, 2023			
	Principal Forgiveness	Payment Delay	Term Extension	Interest Rate Reduction
Commercial real estate:				
Non-owner occupied	\$ -	\$ -	\$ 65	\$ -
Total	\$ -	\$ -	\$ 65	\$ -

Upon the Company's determination that a modified loan (or portion of a loan) has subsequently been deemed uncollectible, the loan (or a portion of the loan) is written off. Therefore, the amortized cost basis of the loan is reduced by the uncollectible amount and the allowance for credit losses is adjusted by the same amount. The allowance for credit losses (ACL) may be increased, adjustments may be made in the allocation of the ACL or partial charge-offs may be taken to further write-down the carrying value of the loan.

Past due loans

Loans are considered past due when the contractual principal and/or interest is not received by the due date. For loans reported 30-59 days past due, certain categories of loans are reported past due as and when the loan is in arrears for two payments or billing cycles. An aging analysis of past due loans, segregated by class of loans, as of the period indicated is as follows (dollars in thousands):

December 31, 2023	30 - 59 Days past due	60 - 89 Days past due	Past due 90 days or more (1)	Total past due	Current	Total loans (3)	Recorded investment past due ≥ 90 days and accruing
Commercial and industrial:							
Commercial	\$ 77	16	55	\$ 148	\$ 152,492	\$ 152,640	\$ -
Municipal	-	-	-	-	94,724	94,724	-
Commercial real estate:							
Non-owner occupied	85	65	252	402	311,163	311,565	-
Owner occupied	1,875	104	2,250	4,229	300,170	304,399	-
Construction	-	-	-	-	39,823	39,823	-
Consumer:							
Home equity installment	105	150	70	325	56,315	56,640	-
Home equity line of credit	60	92	364	516	51,832	52,348	-
Auto loans - Recourse	86	1	-	87	10,669	10,756	-
Auto loans - Non-recourse	417	48	39	504	112,091	112,595	-
Direct finance leases	548	-	14	562	31,000	31,562 (2)	14
Other	30	4	-	34	16,466	16,500	-
Residential:							
Real estate	42	682	278	1,002	464,008	465,010	-
Construction	-	-	-	-	36,536	36,536	-
Total	\$ 3,325	\$ 1,162	\$ 3,322	\$ 7,809	\$ 1,677,289	\$ 1,685,098	\$ 14

(1) Includes non-accrual loans. (2) Net of unearned lease revenue of \$2.0 million. (3) Includes net deferred loan costs of \$4.9 million.

December 31, 2022	30 - 59 Days past due	60 - 89 Days past due	Past due 90 days or more ⁽¹⁾	Total past due	Current	Total loans ⁽³⁾	Recorded investment past due ≥ 90 days and accruing
Commercial and industrial							
Commercial	\$ -	\$ -	\$ 719	\$ 719	\$ 140,403	\$ 141,122	\$ -
Municipal	-	-	-	-	72,996	72,996	-
Commercial real estate:							
Non-owner occupied	-	-	383	383	317,913	318,296	-
Owner occupied	42	-	1,066	1,108	283,569	284,677	-
Construction	-	-	-	-	24,005	24,005	-
Consumer:							
Home equity installment	239	-	-	239	58,879	59,118	-
Home equity line of credit	110	151	211	472	52,096	52,568	-
Auto loans - Recourse	152	115	11	278	12,651	12,929	-
Auto loans - Non-recourse	411	86	158	655	114,254	114,909	16
Direct finance leases	186	-	17	203	31,274	31,477 ⁽²⁾	17
Other	12	7	-	19	11,690	11,709	-
Residential:							
Real estate	-	327	3	330	397,806	398,136	-
Construction	-	-	-	-	42,232	42,232	-
Total	\$ 1,152	\$ 686	\$ 2,568	\$ 4,406	\$ 1,559,768	\$ 1,564,174	\$ 33

⁽¹⁾ Includes non-accrual loans. ⁽²⁾ Net of unearned lease revenue of \$1.7 million. ⁽³⁾ Includes net deferred loan costs of \$4.6 million.

Pre-Adoption of ASC 326 - Impaired loans

For periods prior to the adoption of CECL, loans were considered impaired when, based on current information and events, it was probable that the Company would be unable to collect the payments in accordance with the contractual terms of the loan. Factors considered in determining impairment include payment status, collateral value, and the probability of collecting payments when due. The significance of payment delays and/or shortfalls was determined on a case-by-case basis. All circumstances surrounding the loan were considered. Such factors include the length of the delinquency, the underlying reasons and the borrower's prior payment record. Impairment was measured on these loans on a loan-by-loan basis. Impaired loans included non-accrual loans, TDRs and other loans deemed to be impaired based on the aforementioned factors.

Impaired loans, segregated by class, as of December 31, 2022 prior to the adoption of CECL are detailed below:

(dollars in thousands)	Unpaid principal balance	Recorded investment with allowance	Recorded investment with no allowance	Total recorded investment	Related allowance
December 31, 2022					
Commercial and industrial	\$ 942	\$ 139	\$ 580	\$ 719	\$ 48
Commercial real estate:					
Non-owner occupied	762	215	547	762	42
Owner occupied	2,347	1,304	716	2,020	70
Consumer:					
Home equity installment	33	-	-	-	-
Home equity line of credit	255	-	211	211	-
Auto loans	213	18	135	153	1
Residential:					
Real estate	50	-	3	3	-
Total	\$ 4,602	\$ 1,676	\$ 2,192	\$ 3,868	\$ 161

At December 31, 2022, impaired loans totaled \$3.9 million consisting of \$1.4 million in accruing TDRs and \$2.5 million in non-accrual loans. The non-accrual loans included one TDR totaling \$0.2 million as of December 31, 2022.

The following table presents the average recorded investments in impaired loans and related amount of interest income recognized during the periods indicated below. The average balances are calculated based on the quarter-end balances of impaired loans. Payments received from non-accruing impaired loans are first applied against the outstanding principal balance, then to the recovery of any charged-off amounts. Any excess is treated as a recovery of interest income. Payments received from accruing impaired loans are applied to principal and interest, as contractually agreed upon.

In the table below, average recorded investment refers to the five quarter average of impaired loans preceding the reporting period.

December 31, 2022			
(dollars in thousands)	Average recorded investment	Interest income recognized	Cash basis interest income recognized
Commercial and industrial	\$ 468	\$ -	\$ -
Commercial real estate:			
Non-owner occupied	1,263	104	-
Owner occupied	2,279	125	-
Construction	-	-	-
Consumer:			
Home equity installment	-	-	-
Home equity line of credit	153	7	-
Auto loans	162	5	-
Direct finance leases	-	-	-
Other	-	-	-
Residential:			
Real estate	158	41	-
Construction	-	-	-
Total	\$ 4,483	\$ 282	\$ -

Credit Quality Indicators

Commercial and industrial and commercial real estate

The Company utilizes a loan grading system and assigns a credit risk grade to its loans in the C&I and CRE portfolios. The grading system provides a means to measure portfolio quality and aids in the monitoring of the credit quality of the overall loan portfolio. The credit risk grades are arrived at using a risk rating matrix to assign a grade to each of the loans in the C&I and CRE portfolios.

These loans are assigned credit risk grades based on the Company's assessment of conditions that affect the borrower's ability to meet its contractual obligations under the loan agreement. That process includes reviewing borrowers' current financial information, historical payment experience, credit documentation, public information and other information specific to each individual borrower. Upon review, the commercial loan credit risk grade is revised or reaffirmed. The credit risk grades may be changed at any time management feels an upgrade or downgrade may be warranted.

The following is a description of each risk rating category the Company uses to classify each of its C&I and CRE loans:

Pass

Loans in this category have an acceptable level of risk and are graded in a range of one to five. Secured loans generally have good collateral coverage. Current financial statements reflect acceptable balance sheet ratios, sales and earnings trends. Management is competent, and a reasonable succession plan is evident. Payment experience on the loans has been good with minor or no delinquency experience. Loans with a grade of one are of the highest quality in the range. Those graded five are of marginally acceptable quality.

Special Mention

Loans in this category are graded a six and may be protected but are potentially weak. They constitute a credit risk to the Company but have not yet reached the point of adverse classification. Some of the following conditions may exist: little or no collateral coverage; lack of current financial information; delinquency problems; highly leveraged; available financial information reflects poor balance sheet ratios and profit and loss statements reflect uncertain trends; and document exceptions. Cash flow may not be sufficient to support total debt service requirements.

Substandard

Loans in this category are graded a seven and have a well-defined weakness which may jeopardize the ultimate collectability of the debt. The collateral pledged may be lacking in quality or quantity. Financial statements may indicate insufficient cash flow to service the debt; and/or do not reflect a sound net worth. The payment history indicates chronic delinquency problems. Management is weak. There is a distinct possibility that the Company may sustain a loss. All loans on non-accrual are rated substandard. Other loans that are included in the substandard category can be accruing, as well as loans that are current or past due. Loans 90 days or more past due, unless otherwise fully supported, are classified substandard. Also, borrowers that are bankrupt or have loans categorized as modifications experiencing financial difficulty can be graded substandard.

Doubtful

Loans in this category are graded an eight and have a better than 50% possibility of the Company sustaining a loss, but the loss cannot be determined because of specific reasonable factors which may strengthen credit in the near-term. Many of the weaknesses present in a substandard loan exist. Liquidation of collateral, if any, is likely. Any loan graded lower than an eight is considered to be uncollectible and charged-off.

Consumer and residential

The consumer and residential loan segments are regarded as homogeneous loan pools and as such are not risk rated. For these portfolios, the Company utilizes payment activity and history in assessing performance. Non-performing loans are comprised of non-accrual loans and loans past due 90 days or more and accruing. All loans not classified as non-performing are considered performing.

The following table presents loans including \$4.9 million and \$4.6 million of deferred costs, segregated by class and vintage, categorized into the appropriate credit quality indicator category as of December 31, 2023 and 2022, respectively:

Commercial credit exposure
Credit risk profile by creditworthiness category
As of December 31, 2023

(dollars in thousands)	2023	2022	2021	2020	2019	Prior	Revolving Loans Amortized Cost Basis	Revolving Loans Converted to Term	Total
<i>Commercial and industrial</i>									
Risk Rating									
Pass	\$ 30,328	\$ 19,115	22,820	4,848	6,922	12,156	53,758	\$ -	\$ 149,947
Special Mention	-	597	288	-	-	55	30	-	970
Substandard	-	-	16	20	53	324	1,310	-	1,723
Doubtful	-	-	-	-	-	-	-	-	-
Total commercial and industrial	\$ 30,328	\$ 19,712	\$ 23,124	\$ 4,868	\$ 6,975	\$ 12,535	\$ 55,098	\$ -	\$ 152,640
Commercial and industrial: Current period gross write-offs	\$ -	\$ -	\$ 300	\$ 20	\$ -	\$ -	\$ -	\$ -	\$ 320
<i>Commercial and industrial - municipal</i>									
Risk Rating									
Pass	\$ 27,016	\$ 13,933	\$ 21,241	\$ 13,137	\$ 1,445	\$ 17,952	\$ -	\$ -	\$ 94,724
Special Mention	-	-	-	-	-	-	-	-	-
Substandard	-	-	-	-	-	-	-	-	-
Doubtful	-	-	-	-	-	-	-	-	-
Total commercial and industrial - municipal	\$ 27,016	\$ 13,933	\$ 21,241	\$ 13,137	\$ 1,445	\$ 17,952	\$ -	\$ -	\$ 94,724
Commercial and industrial - municipal: Current period gross write-offs	\$ -	\$ -	\$ -	\$ -	\$ -	\$ -	\$ -	\$ -	\$ -
<i>Commercial real estate - non-owner occupied</i>									
Risk Rating									
Pass	\$ 34,103	\$ 37,508	71,209	42,692	17,390	89,860	6,779	\$ -	\$ 299,541
Special Mention	-	-	1,044	304	-	1,375	-	-	2,723
Substandard	-	65	1,063	129	566	7,478	-	-	9,301
Doubtful	-	-	-	-	-	-	-	-	-
Total commercial real estate - non-owner occupied	\$ 34,103	\$ 37,573	\$ 73,316	\$ 43,125	\$ 17,956	\$ 98,713	\$ 6,779	\$ -	\$ 311,565
Commercial real estate - non-owner occupied: Current period gross write-offs	\$ -	\$ -	\$ -	\$ -	\$ -	\$ 32	\$ -	\$ -	\$ 32
<i>Commercial real estate - owner occupied</i>									
Risk Rating									
Pass	\$ 29,429	59,132	47,240	29,377	24,636	84,423	9,731	\$ -	\$ 283,968
Special Mention	-	199	554	-	-	-	125	-	878
Substandard	-	7,029	379	560	-	10,991	594	-	19,553
Doubtful	-	-	-	-	-	-	-	-	-
Total commercial real estate - owner occupied	\$ 29,429	\$ 66,360	\$ 48,173	\$ 29,937	\$ 24,636	\$ 95,414	\$ 10,450	\$ -	\$ 304,399
Commercial real estate - owner occupied: Current period gross write-offs	\$ -	\$ -	\$ -	\$ -	\$ -	\$ 59	\$ -	\$ -	\$ 59
<i>Commercial real estate - construction</i>									
Risk Rating									
Pass	\$ 15,075	\$ 17,358	\$ 852	\$ -	\$ -	\$ 3,739	\$ 2,799	\$ -	\$ 39,823
Special Mention	-	-	-	-	-	-	-	-	-
Substandard	-	-	-	-	-	-	-	-	-
Doubtful	-	-	-	-	-	-	-	-	-
Total commercial real estate - construction	\$ 15,075	\$ 17,358	\$ 852	\$ -	\$ -	\$ 3,739	\$ 2,799	\$ -	\$ 39,823
Commercial real estate - construction: Current period gross write-offs	\$ -	\$ -	\$ -	\$ -	\$ -	\$ -	\$ -	\$ -	\$ -

Consumer & Mortgage lending credit exposure
Credit risk profile based on payment activity
As of December 31, 2023

(dollars in thousands)	2023	2022	2021	2020	2019	Prior	Revolving Loans Amortized Cost Basis	Revolving Loans Converted to Term	Total
<i>Home equity installment</i>									
Payment performance									
Performing	\$ 8,581	\$ 17,890	\$ 9,487	\$ 7,988	\$ 3,832	\$ 8,792	\$ -	\$ -	\$ 56,570
Non-performing	-	-	-	-	-	70	-	-	70
Total home equity installment	\$ 8,581	\$ 17,890	\$ 9,487	\$ 7,988	\$ 3,832	\$ 8,862	\$ -	\$ -	\$ 56,640
<i>Home equity line of credit</i>									
Payment performance									
Performing	\$ -	\$ -	\$ -	\$ -	\$ -	\$ -	\$ 40,939	\$ 11,045	\$ 51,984
Non-performing	-	-	-	-	-	-	364	-	364
Total home equity line of credit	\$ -	\$ -	\$ -	\$ -	\$ -	\$ -	\$ 41,303	\$ 11,045	\$ 52,348
<i>Auto loans - recourse</i>									
Payment performance									
Performing	\$ 3,120	\$ 1,957	\$ 2,834	\$ 1,926	\$ 765	\$ 154	\$ -	\$ -	\$ 10,756
Non-performing	-	-	-	-	-	-	-	-	-
Total auto loans - recourse	\$ 3,120	\$ 1,957	\$ 2,834	\$ 1,926	\$ 765	\$ 154	\$ -	\$ -	\$ 10,756
<i>Auto loans - non-recourse</i>									
Payment performance									
Performing	\$ 39,673	\$ 42,059	\$ 17,314	\$ 8,162	\$ 3,999	\$ 1,349	\$ -	\$ -	\$ 112,556
Non-performing	-	-	3	17	-	19	-	-	39
Total auto loans - non-recourse	\$ 39,673	\$ 42,059	\$ 17,317	\$ 8,179	\$ 3,999	\$ 1,368	\$ -	\$ -	\$ 112,595
<i>Direct finance leases (1)</i>									
Payment performance									
Performing	\$ 11,569	\$ 10,728	\$ 7,508	\$ 1,660	\$ 83	\$ -	\$ -	\$ -	\$ 31,548
Non-performing	-	-	14	-	-	-	-	-	14
Total direct finance leases	\$ 11,569	\$ 10,728	\$ 7,522	\$ 1,660	\$ 83	\$ -	\$ -	\$ -	\$ 31,562
<i>Consumer - other</i>									
Payment performance									
Performing	\$ 8,127	\$ 3,266	\$ 1,963	\$ 705	\$ 368	\$ 762	\$ 1,309	\$ -	\$ 16,500
Non-performing	-	-	-	-	-	-	-	-	-
Total consumer - other	\$ 8,127	\$ 3,266	\$ 1,963	\$ 705	\$ 368	\$ 762	\$ 1,309	\$ -	\$ 16,500
<i>Residential real estate</i>									
Payment performance									
Performing	\$ 53,604	\$ 80,516	\$ 137,620	\$ 51,710	\$ 29,859	\$ 111,423	\$ -	\$ -	\$ 464,732
Non-performing	-	-	-	-	-	278	-	-	278
Total residential real estate	\$ 53,604	\$ 80,516	\$ 137,620	\$ 51,710	\$ 29,859	\$ 111,701	\$ -	\$ -	\$ 465,010
<i>Residential - construction</i>									
Payment performance									
Performing	\$ 10,733	\$ 13,084	\$ 9,267	\$ 2,675	\$ 343	\$ 434	\$ -	\$ -	\$ 36,536
Non-performing	-	-	-	-	-	-	-	-	-
Total residential - construction	\$ 10,733	\$ 13,084	\$ 9,267	\$ 2,675	\$ 343	\$ 434	\$ -	\$ -	\$ 36,536

(1) Net of unearned lease revenue of \$2.0 million.

Commercial credit exposure
Credit risk profile by creditworthiness category

December 31, 2022					
(dollars in thousands)	Pass	Special mention	Substandard	Doubtful	Total
Commercial and industrial	\$ 231,614	\$ 229	\$ 2,635	\$ -	\$ 234,478
Commercial real estate - non-owner occupied	301,386	4,227	11,254	-	316,867
Commercial real estate - owner occupied	255,921	803	14,086	-	270,810
Commercial real estate - construction	18,941	-	-	-	18,941
Total commercial	\$ 807,862	\$ 5,259	\$ 27,975	\$ -	\$ 841,096

Consumer & Mortgage lending credit exposure
Credit risk profile based on payment activity

December 31, 2022				
(dollars in thousands)	Performing	Non-performing	Total	
Consumer				
Home equity installment	\$ 59,118	\$ -	\$ 59,118	
Home equity line of credit	52,357	211	52,568	
Auto loans	131,767	169	131,936	
Direct finance leases ⁽²⁾	31,460	17	31,477	
Other	7,611	-	7,611	
Total consumer	282,313	397	282,710	
Residential				
Real estate	398,133	3	398,136	
Construction	42,232	-	42,232	
Total residential	440,365	3	440,368	
Total consumer & residential	\$ 722,678	\$ 400	\$ 723,078	

⁽²⁾ Net of unearned lease revenue of \$1.7 million.

Collateral dependent loans

Loans that do not share risk characteristics are evaluated on an individual basis. For loans that are individually evaluated and collateral dependent, financial loans where we have determined that foreclosure of the collateral is probable, or where the borrower is experiencing financial difficulty and we expect repayment of the financial asset to be provided substantially through the operation or sale of the collateral, the ACL is measured based on the difference between the fair value of the collateral and the amortized cost basis of the asset as of the measurement date. The following table presents the individually evaluated, collateral dependent loans as of December 31, 2023:

(dollars in thousands)	Real Estate	Other	Total Collateral- Dependent Non- Accrual Loans
At December 31, 2023			
Commercial and industrial:			
Commercial	\$ -	\$ 55	\$ 55
Commercial real estate:			
Non-owner occupied	252	-	252
Owner occupied	2,250	-	2,250
Consumer:			
Home equity installment	70	-	70
Home equity line of credit	364	-	364
Auto loans - Non-recourse	-	39	39
Residential:			
Real estate	278	-	278
Total	\$ 3,214	\$ 94	\$ 3,308

Allowance for credit losses

Management continually evaluates the credit quality of the Company's loan portfolio and performs a formal review of the adequacy of the allowance for credit losses (ACL) on a quarterly basis. The allowance reflects management's best estimate of the amount of credit losses in the loan portfolio. For more information on the information management used in developing its current estimate of expected credit losses and management's methodology for developing its ACL, refer to Note 1, "Nature of Operations and Summary of Significant Accounting Policies."

Information related to the change in the allowance and the Company's recorded investment in loans by portfolio segment as of the period indicated is as follows:

As of and for the year ended December 31, 2023

(dollars in thousands)	Commercial & industrial	Commercial real estate	Consumer	Residential real estate	Unallocated	Total
Allowance for Credit Losses:						
Beginning balance	\$ 2,924	\$ 7,162	\$ 2,827	\$ 4,169	\$ 67	\$ 17,149
Impact of adopting ASC 326	278	756	(547)	198	(67)	618
Initial allowance on loans purchased with credit deterioration	-	126	-	-	-	126
Charge-offs	(320)	(91)	(463)	-	-	(874)
Recoveries	57	44	165	30	-	296
Provision (benefit) for credit losses	(1,089)	838	409	1,297	36	1,491
Ending balance	\$ 1,850	\$ 8,835	\$ 2,391	\$ 5,694	\$ 36	\$ 18,806
Ending balance: individually evaluated	\$ 16	\$ 165	\$ 11	\$ 1	\$ -	\$ 193
Ending balance: collectively evaluated	\$ 1,834	\$ 8,670	\$ 2,380	\$ 5,693	\$ 36	\$ 18,613
Loans Receivables:						
Ending balance ⁽²⁾	\$ 247,364	\$ 655,787	\$ 280,401	(1) \$ 501,546	\$ -	\$ 1,685,098
Ending balance: individually evaluated	\$ 84	\$ 5,686	\$ 473	\$ 613	\$ -	\$ 6,856
Ending balance: collectively evaluated	\$ 247,280	\$ 650,101	\$ 279,928	\$ 500,933	\$ -	\$ 1,678,242

⁽¹⁾ Net of unearned lease revenue of \$2.0 million. ⁽²⁾ Includes \$4.9 million of net deferred loan costs.

As of and for the year ended December 31,
2022

(dollars in thousands)	Commercial & industrial	Commercial real estate	Consumer	Residential real estate	Unallocated	Total
Allowance for Loan Losses:						
Beginning balance	\$ 2,204	\$ 7,422	\$ 2,404	\$ 3,508	\$ 86	\$ 15,624
Charge-offs	(371)	(67)	(377)	-	-	(815)
Recoveries	11	153	74	2	-	240
Provision	1,080	(346)	726	659	(19)	2,100
Ending balance	\$ 2,924	\$ 7,162	\$ 2,827	\$ 4,169	\$ 67	\$ 17,149
Ending balance: individually evaluated for impairment	\$ 48	\$ 112	\$ 1	\$ -	\$ -	\$ 161
Ending balance: collectively evaluated for impairment	\$ 2,876	\$ 7,050	\$ 2,826	\$ 4,169	\$ 67	\$ 16,988
Loans Receivables:						
Ending balance ⁽²⁾	\$ 234,478	\$ 606,618	\$ 282,710 ⁽¹⁾	\$ 440,368	\$ -	\$ 1,564,174
Ending balance: individually evaluated for impairment	\$ 719	\$ 2,782	\$ 364	\$ 3	\$ -	\$ 3,868
Ending balance: collectively evaluated for impairment	\$ 233,759	\$ 603,836	\$ 282,346	\$ 440,365	\$ -	\$ 1,560,306

⁽¹⁾ Net of unearned lease revenue of \$1.7 million. ⁽²⁾ Includes \$4.6 million of net deferred loan costs.

Unfunded commitments

The Company's allowance for credit losses on unfunded commitments is recognized as a liability on the consolidated balance sheets, with adjustments to the reserve recognized in the provision for credit losses on unfunded commitments on the consolidated statements of income. The Company's activity in the allowance for credit losses on unfunded commitments for the period was as follows:

(dollars in thousands)	For the Twelve Months Ended December 31, 2023	For the Twelve Months Ended December 31, 2022
Beginning balance	\$ 49	\$ 62
Impact of adopting ASC 326	1,060	-
Provision (benefit) for credit losses	(165)	(13)
Ending balance	\$ 944	\$ 49

Direct finance leases

The Company originates direct finance leases through two automobile dealerships. The carrying amount of the Company's lease receivables, net of unearned income, was \$6.1 million and \$7.9 million as of December 31, 2023 and 2022, respectively. The residual value of the direct finance leases is fully guaranteed by the dealerships. Residual values amounted to \$25.1 million and \$23.6 million at December 31, 2023 and 2022, respectively, and are included in the carrying value of direct finance leases. As of December 31, 2023, there was also \$389 thousand in deferred lease expense included in the carrying value of direct finance leases that is not included in the table below.

The undiscounted cash flows to be received on an annual basis for the direct finance leases are as follows:

(dollars in thousands)	Amount
2024	\$ 13,652
2025	12,261
2026	5,910
2027	1,330
2028	59
2029 and thereafter	-
Total future minimum lease payments receivable	33,212
Less: Unearned income	(2,039)
Undiscounted cash flows to be received	\$ 31,173

6. BANK PREMISES AND EQUIPMENT

Components of bank premises and equipment are summarized as follows:

(dollars in thousands)	As of December 31,	
	2023	2022
Land	\$ 3,226	\$ 3,421
Bank premises	18,328	19,105
Furniture, fixtures and equipment	15,821	15,919
Leasehold improvements	10,651	10,659
Construction in process	8,812	4,234
Total	56,838	53,338
Less accumulated depreciation and amortization	(22,606)	(22,031)
Bank premises and equipment, net	\$ 34,232	\$ 31,307

Depreciation expense, which includes amortization of leasehold improvements, was \$2.5 million, \$2.3 million and \$2.2 million for the years ended December 31, 2023, 2022 and 2021, respectively. The estimated useful life was 40 years for bank premises, 3 to 7 years for furniture and fixtures and for leasehold improvements was the term of the lease.

7. DEPOSITS

The scheduled maturities of certificates of deposit as of December 31, 2023 were as follows:

(dollars in thousands)	Amount	Percent
2024	\$ 164,919	77.4%
2025	41,520	19.5
2026	3,316	1.6
2027	1,590	0.7
2028	1,187	0.6
2029 and thereafter	434	0.2
Total	\$ 212,966	100.0%

Certificates of deposit of \$250,000 or more aggregated \$72.6 million and \$21.1 million at December 31, 2023 and 2022, respectively.

As of December 31, 2023 and 2022, \$0.5 million and \$0.3 million of overdraft deposits have been reclassified as loan balances.

As of December 31, 2023, available-for-sale investment securities with a combined fair value of \$344.0 million and held-to-maturity investment securities with a combined carrying value of \$224.2 million were available to be pledged as qualifying collateral to secure public deposits and trust funds. The Company required \$321.7 million of the qualifying collateral to secure such deposits as of December 31, 2023 and the balance of \$236.6 million was available for other pledging needs.

8. SHORT-TERM BORROWINGS

The components of short-term borrowings are summarized as follows:

(dollars in thousands)	As of December 31,	
	2023	2022
Overnight borrowings	\$ 60,000	\$ 12,930
Other short-term borrowings	57,000	10
Total	\$ 117,000	\$ 12,940

The maximum and average amounts of short-term borrowings outstanding and related interest rates as of the periods indicated are as follows:

(dollars in thousands)	Maximum outstanding at any month end	Average outstanding	Weighted- average rate during the year	Rate at year-end
December 31, 2023				
Overnight borrowings	\$ 92,000	\$ 22,148	5.08%	5.50%
Federal Reserve Bank Term Funding Program	57,000	27,707	4.49	4.59
Other short-term borrowings	10	5	-	-
Total	\$ 149,010	\$ 49,860		
December 31, 2022				
Overnight borrowings	\$ 12,930	\$ 1,025	4.39%	4.45%
Other short-term borrowings	10	6	0.00	-
Total	\$ 12,940	\$ 1,031		

Overnight borrowings may include Fed funds purchased from correspondent banks, open repurchase agreements with the FHLB and borrowings at the Discount Window from the Federal Reserve Bank of Philadelphia (FRB).

As of December 31, 2023, investment securities with a carrying value of \$59.7 million were pledged as qualifying collateral for the Federal Reserve Bank Term Funding Program.

FHLB borrowings are collateralized by a blanket lien on all commercial and residential real estate loans. At December 31, 2023, the Company had approximately \$656.8 million available to borrow from the FHLB, \$20.0 million from correspondent banks and approximately \$70.4 million that it could borrow at the FRB.

9. FHLB ADVANCES AND OTHER BORROWINGS

The Company had no FHLB advances as of December 31, 2023 and 2022.

As of December 31, 2023 and 2022, the Company had secured borrowings with a carrying value of \$7.4 million and \$7.6 million related to certain sold loan participations that did not qualify for sales treatment acquired from Landmark. The carrying value includes a \$47 thousand and \$53 thousand purchase accounting fair value adjustment as of December 31, 2023 and 2022.

The maturity and weighted-average interest rate of secured borrowings as of the periods indicated is as follows:

(dollars in thousands)	As of December 31, 2023	
	Amount	Rate
2024	\$ 858	8.51%
2025	-	-
2026	-	-
2027	-	-
2028	-	-
2029 and thereafter	6,467	6.40
Total	\$ 7,325	6.65%

10. STOCK PLANS

The Company has one active stock-based compensation plan (the stock compensation plan) from which it can grant stock-based compensation awards and applies the fair value method of accounting for stock-based compensation provided under current accounting guidance. The guidelines require the cost of share-based payment transactions (including those with employees and non-employees) be recognized in the financial statements. The Company's stock compensation plan was shareholder-approved and permits the grant of share-based compensation awards to its employees and directors. The Company believes that the stock-based compensation plan will advance the development, growth and financial condition of the Company by providing incentives through participation in the appreciation in the value of the Company's common stock. In return, the Company hopes to secure, retain and motivate the employees and directors who are responsible for the operation and the management of the affairs of the Company by aligning the interest of its employees and directors with the interest of its shareholders. In the stock compensation plan, employees and directors are eligible to be awarded stock-based compensation grants which can consist of stock options (qualified and non-qualified), stock appreciation rights (SARs) and restricted stock.

At the 2022 annual shareholders' meeting, the Company's shareholders approved and the Company adopted the 2022 Omnibus Stock Incentive Plan which replaced the 2012 Omnibus Stock Incentive Plan and the 2012 Director Stock Incentive Plan (collectively, the 2012 stock incentive plans). The 2012 stock incentive plans expired in 2022. Unless terminated by the Company's board of directors, the 2022 Omnibus Stock Incentive Plan will expire on and no stock-based awards shall be granted after the year 2032.

In the 2022 Omnibus Stock Incentive Plan, the Company has reserved 500,000 shares of its no-par common stock for future issuance. The Company recognizes share-based compensation expense over the requisite service or vesting period. Since 2019, the Company has approved a Long-Term Incentive Plan (LTIP) each year that awarded restricted stock and/or stock-settled stock appreciation rights (SSARs) to senior officers and managers based on the attainment of performance goals. The SSAR awards have a ten-year term from the date of each grant.

During the first quarter of 2023, the Company approved a LTIP and awarded restricted stock to senior officers and managers in February 2023 based on 2022 performance. During the second quarter of 2023, the Company awarded 1,000 shares of restricted stock to one new employee.

During the first quarter of 2022, the Company approved a LTIP and awarded restricted stock to senior officers and managers in February 2022 based on 2021 performance.

During the first quarter of 2021, the Company approved a LTIP and awarded restricted stock to senior officers and managers in February and March 2021 based on 2020 performance. During the third quarter of 2021, 476 shares of restricted stock were granted to one new employee after the merger.

The following table summarizes the weighted-average fair value and vesting of restricted stock grants awarded during 2023, 2022 and 2021 under the 2022 and 2012 stock incentive plans:

	2023		2022	
	Shares granted	Weighted- average grant date fair value	Shares granted	Weighted- average grant date fair value
Director plan	-	\$ -	18,000 ⁽²⁾	\$ 49.85
Omnibus plan	18,000 ⁽²⁾	49.43	16,520 ⁽²⁾	49.85
Omnibus plan	17,684 ⁽³⁾	49.43	50 ⁽³⁾	35.91
Omnibus plan	50 ⁽¹⁾	49.43	-	-
Omnibus plan	1,000 ⁽¹⁾	44.06	-	-
Total	36,734	\$ 49.28	34,570	\$ 49.83

⁽¹⁾ Vest after 1 year ⁽²⁾ Vest after 3 years – 33% each year ⁽³⁾ Vest fully after 3 years

The fair value of the shares granted in 2023, 2022 and 2021 was calculated using the grant date closing stock price.

A summary of the status of the Company's non-vested restricted stock as of and changes during the period indicated are presented in the following table:

2012 & 2022 Stock incentive plans				
	Director	Omnibus	Total	Weighted-average grant date fair value
Non-vested balance at December 31, 2021	14,920	28,123	43,043	\$ 53.20
Granted	18,000	16,570	34,570	49.83
Forfeited	-	(3,428)	(3,428)	52.13
Vested	(9,048)	(2,651)	(11,699)	52.83
Non-vested balance at December 31, 2022	23,872	38,614	62,486	\$ 51.46
Granted	-	36,734	36,734	49.28
Forfeited	-	(1,020)	(1,020)	50.06
Vested	(11,353)	(13,128)	(24,481)	52.57
Non-vested balance at December 31, 2023	12,519	61,200	73,719	\$ 50.03

A summary of the status of the Company's SSARs as of and changes during the period indicated are presented in the following table:

	Awards	Weighted-average grant date fair value	Weighted-average remaining contractual term (years)
Outstanding December 31, 2021	94,332	\$ 9.66	5.5
Granted	-	-	-
Exercised	(3,608)	4.20	-
Forfeited	(3,591)	14.41	-
Outstanding December 31, 2022	87,133	\$ 9.69	4.5
Granted	-	-	-
Exercised	(22,807)	4.34	-
Forfeited	-	-	-
Outstanding December 31, 2023	64,326	\$ 11.59	3.8

Of the SSARs outstanding at December 31, 2023, all SSARs vested and were exercisable.

During 2023, there were 22,807 SSARs exercised. The intrinsic value recorded for these SSARs was \$99,072. The tax deduction realized from the exercise of these SSARs was \$495,300 resulting in a tax benefit of \$104,013. During 2022, there were 3,608 SSARs exercised. The intrinsic value recorded for these SSARs was \$15,140. The tax deduction realized from the exercise of these SSARs was \$56,424 resulting in a tax benefit of \$11,849. During 2021, there were 2,932 SSARs exercised. The intrinsic value recorded for these SSARs was \$10,190. The tax deduction realized from the exercise of these SSARs was \$125,810 resulting in a tax benefit of \$26,420.

Share-based compensation expense is included as a component of salaries and employee benefits in the consolidated statements of income. The following tables illustrate stock-based compensation expense recognized on non-vested equity awards during the years ended December 31, 2023, 2022 and 2021 and the unrecognized stock-based compensation expense as of December 31, 2023:

(dollars in thousands)	2023	2022
Stock-based compensation expense:		
2012 Director stock incentive plan	\$ 484	\$ 623
2012 Omnibus stock incentive plan	479	615
2022 Omnibus stock incentive plan	651	1
Employee stock purchase plan	34	32
Total stock-based compensation expense	\$ 1,648	\$ 1,271

In addition, during 2021 the Company reversed accruals of (\$10 thousand) in stock-based compensation expense for restricted stock and SSARs awarded under the 2012 Omnibus Stock Incentive Plan.

(dollars in thousands)	As of December 31, 2023
Unrecognized stock-based compensation expense:	
2012 Director stock incentive plan	\$ 289
2012 Omnibus stock incentive plan	306
2022 Omnibus stock incentive plan	1,134
Total unrecognized stock-based compensation expense	\$ 1,729

The unrecognized stock-based compensation expense as of December 31, 2023 will be recognized ratably over the periods ended February 2025, February 2025 and June 2026 for the 2012 Director Stock Incentive Plan, 2012 Omnibus Stock Incentive Plan and 2022 Omnibus Stock Incentive Plan, respectively.

In addition to the 2022 stock incentive plan, the Company established the 2002 Employee Stock Purchase Plan (the ESPP) and reserved 165,000 shares of its un-issued capital stock for issuance under the plan. The ESPP was designed to promote broad-based employee ownership of the Company's stock and to motivate employees to improve job performance and enhance the financial results of the Company. Under the ESPP, participation is voluntary whereby employees use automatic payroll withholdings to purchase the Company's capital stock at a discounted price based on the fair market value of the capital stock as measured on either the commencement or termination dates, as defined. As of December 31, 2023, 101,827 shares have been issued under the ESPP. The ESPP is considered a compensatory plan and is required to comply with the provisions of current accounting guidance. The Company recognizes compensation expense on its ESPP on the date the shares are purchased, and it is included as a component of salaries and employee benefits in the consolidated statements of income.

During the second quarter of 2022, the Company announced that the Board of Directors approved a plan to purchase, in open market and privately negotiated transactions, up to 3% of its outstanding common stock. During 2022, the Company repurchased 32,554 shares of common stock at an average price of \$38.81 under the treasury stock repurchase plan. The treasury stock repurchase plan ended during 2023. All of these treasury shares were re-issued during 2023 through the dividend reinvestment plan.

The Company also established the dividend reinvestment plan (the DRP) for its shareholders. The DRP is designed to avail the Company's stock at no transactional cost to its shareholders. Cash dividends paid to shareholders who are enrolled in the DRP plus voluntary cash deposits received can be used to purchase shares, directly from the Company, from shares that become available in the open market or in negotiated transactions with third parties. The Company has reserved 750,000 shares of its un-issued capital stock for issuance under the DRP. As of December 31, 2023, there were 591,730 shares available for future issuance.

11. INCOME TAXES

Pursuant to the accounting guidelines related to income taxes, the Company has evaluated its material tax positions as of December 31, 2023 and 2022. Under the “more-likely-than-not” threshold guidelines, the Company believes no significant uncertain tax positions exist, either individually or in the aggregate, that would give rise to the non-recognition of an existing tax benefit. In periods subsequent to December 31, 2023, determinations of potentially adverse material tax positions will be evaluated to determine whether an uncertain tax position may have previously existed or has been originated. In the event an adverse tax position is determined to exist, penalty and interest will be accrued, in accordance with the Internal Revenue Service (IRS) guidelines, and will be recorded as a component of other expenses in the Company’s consolidated statements of income.

As of December 31, 2023, there were no unrecognized tax benefits that, if recognized, would significantly affect the Company’s effective tax rate. Also, there were no penalties and interest recognized in the consolidated statements of income in 2023, 2022 and 2021 as a result of management’s evaluation of whether an uncertain tax position may exist nor does the Company foresee a change in its material tax positions that would give rise to the non-recognition of an existing tax benefit during the forthcoming twelve months. Tax returns filed with the IRS are subject to review by law under a three-year statute of limitations. The Company has not received notification from the IRS regarding adverse tax issues for the current year or from tax returns filed for tax years 2022, 2021 or 2020.

The following temporary differences gave rise to the net deferred tax asset, a component of other assets in the consolidated balance sheets, as of the periods indicated:

(dollars in thousands)	As of December 31,	
	2023	2022
Deferred tax assets:		
Allowance for credit losses on loans	\$ 3,949	\$ 3,601
Net unrealized losses on available-for-sale securities	15,010	18,914
Deferred interest from non-accrual assets	187	226
Operating lease liabilities	1,795	1,965
Acquisition accounting	1,029	1,475
Other	1,797	1,241
Total	23,767	27,422
Deferred tax liabilities:		
Loan fees and costs	(1,945)	(1,825)
Automobile leasing	(6,044)	(6,635)
Operating lease right-of-use assets	(1,632)	(1,815)
Depreciation	(1,451)	(1,458)
Mortgage loan servicing rights	(306)	(341)
Total	(11,378)	(12,074)
Deferred tax asset, net	\$ 12,389	\$ 15,348

The components of the total provision/(benefit) for income taxes for the years indicated are as follows:

(dollars in thousands)	Years ended December 31,	
	2023	2022
Current	\$ 2,991	\$ 3,612
Deferred	(945)	1,835
Total provision for income taxes	\$ 2,046	\$ 5,447

The reconciliation between the expected statutory income tax and the actual provision for income taxes is as follows:

(dollars in thousands)	Years ended December 31,	
	2023	2022
Expected provision at the statutory rate of 21%	\$ 4,254	\$ 7,437
Tax-exempt income	(2,251)	(2,163)
Bank owned life insurance	(276)	(242)
Nondeductible interest expense	883	175
Tax credits	(635)	(120)
State income tax	31	54
Other, net	40	306
Actual provision for income taxes	\$ 2,046	\$ 5,447

12. RETIREMENT PLAN

The Company has a defined contribution profit sharing 401(k) plan covering substantially all of its employees. The plan is subject to the provisions of the Employee Retirement Income Security Act of 1974 (ERISA). Contributions to the plan approximated \$1.0 million and \$1.0 million in 2023 and 2022.

13. FAIR VALUE MEASUREMENTS

The accounting guidelines establish a framework for measuring and disclosing information about fair value measurements. The guidelines of fair value reporting instituted a valuation hierarchy for disclosure of the inputs used to measure fair value. This hierarchy prioritizes the inputs into three broad levels as follows:

Level 1 - inputs are quoted prices (unadjusted) in active markets for identical assets or liabilities;

Level 2 - inputs are quoted prices for similar assets and liabilities in active markets; quoted prices for identical or similar assets or liabilities in markets that are not active; or inputs that are observable for the asset or liability, either directly or indirectly through market corroboration, for substantially the full term of the financial instrument;

Level 3 - inputs are unobservable and are based on the Company's own assumptions to measure assets and liabilities at fair value. Level 3 pricing for securities may also include unobservable inputs based upon broker-traded transactions.

A financial asset or liability's classification within the hierarchy is determined based on the lowest level input that is significant to the fair value measurement.

The Company uses fair value to measure certain assets and, if necessary, liabilities on a recurring basis when fair value is the primary measure for accounting. Thus, the Company uses fair value for AFS securities. Fair value is used on a non-recurring basis to measure certain assets when adjusting carrying values to market values, such as impaired loans, other real estate owned (ORE) and other repossessed assets.

The following table represents the carrying amount and estimated fair value of the Company's financial instruments:

December 31, 2023					
(dollars in thousands)	Carrying amount	Estimated fair value	Quoted prices in active markets (Level 1)	Significant other observable inputs (Level 2)	Significant other unobservable inputs (Level 3)
Financial assets:					
Cash and cash equivalents	\$ 111,949	\$ 111,949	\$ 111,949	\$ -	\$ -
Held-to-maturity securities	224,233	197,176	-	197,176	-
Available-for-sale debt securities	344,040	344,040	-	344,040	-
Restricted investments in bank stock	3,905	3,905	-	3,905	-
Loans and leases, net	1,666,292	1,532,195	-	-	1,532,195
Loans held-for-sale	1,457	1,483	-	1,483	-
Accrued interest receivable	9,092	9,092	-	9,092	-
Interest rate swaps	171	171	-	171	-
Financial liabilities:					
Deposits with no stated maturities	1,945,456	1,945,456	-	1,945,456	-
Time deposits	212,969	210,423	-	210,423	-
Short-term borrowings	117,000	117,010	-	117,010	-
Secured borrowings	7,372	8,067	-	-	8,067
Accrued interest payable	3,042	3,042	-	3,042	-
Interest rate swaps	2,332	2,332	-	2,332	-

December 31, 2022

(dollars in thousands)	Carrying amount	Estimated fair value	Quoted prices in active markets (Level 1)	Significant other observable inputs (Level 2)	Significant other unobservable inputs (Level 3)
Financial assets:					
Cash and cash equivalents	\$ 29,091	\$ 29,091	\$ 29,091	\$ -	\$ -
Held-to-maturity securities	222,744	187,280	-	187,280	-
Available-for-sale debt securities	420,862	420,862	-	420,862	-
Restricted investments in bank stock	5,268	5,268	-	5,268	-
Loans and leases, net	1,547,025	1,440,151	-	-	1,440,151
Loans held-for-sale	1,637	1,660	-	1,660	-
Accrued interest receivable	8,487	8,487	-	8,487	-
Interest rate swaps	213	213	-	213	-
Financial liabilities:					
Deposits with no stated maturities	2,049,689	2,049,689	-	2,049,689	-
Time deposits	117,224	113,252	-	113,252	-
Short-term borrowings	12,940	12,940	-	12,940	-
Secured borrowings	7,619	7,275	-	-	7,275
Accrued interest payable	448	448	-	448	-
Interest rate swaps	213	213	-	213	-

The carrying value of short-term financial instruments, as listed below, approximates their fair value. These instruments generally have limited credit exposure, no stated or short-term maturities, carry interest rates that approximate market and generally are recorded at amounts that are payable on demand:

- Cash and cash equivalents;
- Non-interest bearing deposit accounts;
- Savings, interest-bearing checking and money market accounts
- Short-term borrowings and
- Accrued interest.

Securities: Fair values on investment securities are determined by prices provided by a third-party vendor, who is a provider of financial market data, analytics and related services to financial institutions.

Accruing loans and leases: The fair value of accruing loans is estimated by calculating the net present value of the future expected cash flows discounted at current offering rates for similar loans. Current offering rates consider, among other things, credit risk.

The carrying value that fair value is compared to is net of the allowance for credit losses and since there is significant judgment included in evaluating credit quality, loans are classified within Level 3 of the fair value hierarchy.

Non-accrual loans: Loans which the Company has measured as non-accruing are generally based on the fair value of the loan's collateral. Fair value is generally determined based upon independent third-party appraisals of the properties. These loans are classified within Level 3 of the fair value hierarchy. The fair value consists of loan balances less the valuation allowance.

Loans held-for-sale: The fair value of loans held-for-sale is estimated using rates currently offered for similar loans and is typically obtained from the Federal National Mortgage Association (FNMA) or the Federal Home Loan Bank of Pittsburgh (FHLB).

Interest rate swaps: Fair values on derivative instruments are determined by valuations provided by a third-party vendor, who is a provider of financial market data, analytics and related services to financial institutions.

Certificates of deposit: The fair value of certificates of deposit is based on discounted cash flows using rates which approximate market rates for deposits of similar maturities.

Secured borrowings: The fair value for these obligations uses an income approach based on expected cash flows on a pooled basis.

The following tables illustrate the financial instruments measured at fair value on a recurring basis segregated by hierarchy fair value levels as of the periods indicated:

(dollars in thousands)	Total carrying value December 31, 2023	Quoted prices in active markets (Level 1)	Significant other observable inputs (Level 2)	Significant other unobservable inputs (Level 3)
Assets:				
Available-for-sale securities:				
Agency - GSE	\$ 27,545	\$ -	\$ 27,545	\$ -
Obligations of states and political subdivisions	122,797	-	122,797	-
MBS - GSE residential	193,698	-	193,698	-
Total available-for-sale debt securities	\$ 344,040	\$ -	\$ 344,040	\$ -
Interest rate swaps	171	-	171	-
Total assets	\$ 344,211	\$ -	\$ 344,211	\$ -
Liabilities:				
Interest rate swaps	\$ 2,332	\$ -	\$ 2,332	\$ -
Total liabilities	\$ 2,332	\$ -	\$ 2,332	\$ -

(dollars in thousands)	Total carrying value December 31, 2022	Quoted prices in active markets (Level 1)	Significant other observable inputs (Level 2)	Significant other unobservable inputs (Level 3)
Assets:				
Available-for-sale securities:				
Agency - GSE	\$ 31,533	\$ -	\$ 31,533	\$ -
Obligations of states and political subdivisions	171,894	-	171,894	-
MBS - GSE residential	217,435	-	217,435	-
Total available-for-sale debt securities	\$ 420,862	\$ -	\$ 420,862	\$ -
Interest rate swaps	213	-	213	-
Total assets	\$ 421,075	\$ -	\$ 421,075	\$ -
Liabilities:				
Interest rate swaps	\$ 213	\$ -	\$ 213	\$ -
Total liabilities	\$ 213	\$ -	\$ 213	\$ -

Debt securities in the AFS portfolio are measured at fair value using market quotations provided by a third-party vendor, who is a provider of financial market data, analytics and related services to financial institutions. Assets classified as Level 2 use valuation techniques that are common to bond valuations. That is, in active markets whereby bonds of similar characteristics frequently trade, quotes for similar assets are obtained.

There were no changes in Level 3 financial instruments measured at fair value on a recurring basis as of and for the periods ending December 31, 2023 and 2022, respectively.

The following table illustrates the financial instruments measured at fair value on a non-recurring basis segregated by hierarchy fair value levels as of the periods indicated:

(dollars in thousands)		Valuation techniques	Total carrying value at December 31, 2023	Quoted prices in active markets (Level 1)	Significant other observable inputs (Level 2)	Significant other unobservable inputs (Level 3)
Individually evaluated loans	Fair value of collateral appraised value		\$ 120	\$ -	\$ -	\$ 120
Other real estate owned	Fair value of asset less selling costs		1	-	-	1
Total			\$ 121	\$ -	\$ -	\$ 121

(dollars in thousands)		Total carrying value at December 31, 2022	Quoted prices in active markets (Level 1)	Significant other observable inputs (Level 2)	Significant other unobservable inputs (Level 3)
Impaired loans		\$ 1,515	\$ -	\$ -	\$ 1,515
Other real estate owned		168	-	-	168
Total		\$ 1,683	\$ -	\$ -	\$ 1,683

From time-to-time, the Company may be required to record at fair value financial instruments on a non-recurring basis, such as impaired loans, ORE and other repossessed assets. These non-recurring fair value adjustments involve the application of lower-of-cost-or-market accounting on write downs of individual assets. The fair value of impaired loans was calculated using the value of the impaired loans with an allowance less the related allowance.

The following describes valuation methodologies used for financial instruments measured at fair value on a non-recurring basis. Individually evaluated loans that are collateral dependent are written down to fair value through the establishment of specific reserves, a component of the allowance for credit losses, and as such are carried at the lower of net recorded investment or the estimated fair value. Estimates of fair value of the collateral are determined based on a variety of information, including available valuations from certified appraisers for similar assets, present value of discounted cash flows and inputs that are estimated based on commonly used and generally accepted industry liquidation advance rates and estimates and assumptions developed by management.

Valuation techniques for individually evaluated, collateral dependent loans are typically determined through independent appraisals of the underlying collateral or may be determined through present value of discounted cash flows. Both techniques include various Level 3 inputs which are not identifiable. The valuation technique may be adjusted by management for estimated liquidation expenses and qualitative factors such as economic conditions. If real estate is not the primary source of repayment, present value of discounted cash flows and estimates using generally accepted industry liquidation advance rates and other factors may be utilized to determine fair value.

At December 31, 2023 and December 31, 2022, the range of liquidation expenses and other valuation adjustments applied to individually evaluated, collateral dependent loans ranged from -31.47% to -31.47% and from -19.61% to -29.58%, respectively. The weighted average of liquidation expenses and other valuation adjustments applied to individually evaluated, collateral dependent loans amounted to -31.47% as of December 31, 2023 and -21.77% as of December 31, 2022, respectively. Due to the multitude of assumptions, many of which are subjective in nature, and the varying inputs and techniques used to determine fair value, the Company recognizes that valuations could differ across a wide spectrum of techniques employed. Accordingly, fair value estimates for individually evaluated, collateral dependent loans are classified as Level 3.

For ORE, fair value is generally determined through independent appraisals of the underlying properties which generally include various Level 3 inputs which are not identifiable. Appraisals form the basis for determining the net realizable value from these properties. Net realizable value is the result of the appraised value less certain costs or discounts associated with liquidation which occurs in the normal course of business. Management's assumptions may include consideration of the location and occupancy of the property, along with current economic conditions. Subsequently, as these properties are actively marketed, the estimated fair values may be periodically adjusted through incremental subsequent write-downs. These write-downs usually reflect decreases in estimated values resulting from sales price observations as well as changing economic and market conditions. At December 31, 2023 and December 31, 2022, the discounts applied to the appraised values of ORE ranged from -77.60% to -77.60% and from -39.07% to -77.60%, respectively. As of December 31, 2023, and December 31, 2022, the weighted average of discount to the appraisal values of ORE amounted to -77.60% and -39.61%, respectively.

At December 31, 2023 and 2022, there were no other repossessed assets. The Company refers to the National Automobile Dealers Association (NADA) guide to determine a vehicle's fair value.

Financial Instruments with Off-Balance Sheet Risk

The Company is a party to financial instruments with off-balance sheet risk in the normal course of business to meet the financing needs of its customers. These financial instruments include commitments to extend credit and standby letters of credit. Those instruments involve, to varying degrees, elements of credit risk in excess of the amount recognized in the balance sheet. The contract or notional amounts of those instruments reflect the extent of the Company's involvement in particular classes of financial instruments. Because of the nature of these instruments, the fair values of these off-balance sheet items are not material.

The notional amount of the Company's financial instruments with off-balance sheet risk was as follows:

(dollars in thousands)	December 31,	
	2023	2022
Off-balance sheet financial instruments:		
Commitments to extend credit	\$ 357,124	\$ 390,644
Standby letters of credit	17,294	16,634

Commitments to Extend Credit and Standby Letters of Credit

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

Commitments to extend credit are legally binding agreements to lend to customers. Commitments generally have fixed expiration dates or other termination clauses and may require payment of fees. Since commitments may expire without being drawn upon, the total commitment amounts do not necessarily represent future liquidity requirements. The Company evaluates each customer's credit-worthiness on a case-by-case basis. The amount of collateral obtained, if considered necessary by the Company on extension of credit, is based on management's credit assessment of the customer.

Financial standby letters of credit are conditional commitments issued by the Company to guarantee performance of a customer to a third party. Those guarantees are issued primarily to support public and private borrowing arrangements, including commercial paper, bond financing, and similar transactions. The Company's performance under the guarantee is required upon presentation by the beneficiary of the financial standby letter of credit. The credit risk involved in issuing letters of credit is essentially the same as that involved in extending loan facilities to customers. The Company was not required to recognize any liability in connection with the issuance of these financial standby letters of credit.

The following table summarizes outstanding financial letters of credit, by maturity, as of December 31, 2023:

(dollars in thousands)	Less than one year	More than one year to five years	Over five years	Total
Secured by:				
Collateral	\$ 9,581	\$ 65	\$ 1,486	\$ 11,132
Bank lines of credit	3,575	306	—	3,881
Other	1,624	—	—	1,624
	14,780	371	1,486	16,637
Unsecured	657	—	—	657
Total	\$ 15,437	\$ 371	\$ 1,486	\$ 17,294

The Company has not incurred losses on its commitments in 2023 and 2022.

14. EARNINGS PER SHARE

Basic earnings per share (EPS) is computed by dividing net income available to common shareholders by the weighted-average number of common shares outstanding for the period. Diluted EPS is computed in the same manner as basic EPS but also reflects the potential dilution that could occur from the grant of stock-based compensation awards. The Company maintains one active share-based compensation plan that may generate additional potentially dilutive common shares. For granted and unexercised stock-settled stock appreciation rights (SSARs), dilution would occur if Company-issued SSARs were exercised and converted into common stock. As of the years ended December 31, 2023 and 2022, there were 14,863 and 19,675 potentially dilutive shares related to issued and unexercised SSARs. The calculation did not include 46,423 weighted average unexercised SSARs that could potentially dilute earnings per share because their effect was antidilutive as of December 31, 2023. For restricted stock, dilution would occur from the Company's previously granted but unvested shares. There were 25,128 and 14,865 potentially dilutive shares related to unvested restricted share grants as of the years ended December 31, 2023 and 2022, respectively. The calculation did not include 460 weighted average unvested restricted shares that could potentially dilute earnings per share because their effect was antidilutive as of December 31, 2023.

In the computation of diluted EPS, the Company uses the treasury stock method to determine the dilutive effect of its granted but unexercised stock options and SSARs and unvested restricted stock. Under the treasury stock method, the assumed proceeds, as defined, received from shares issued in a hypothetical stock option exercise or restricted stock grant, are assumed to be used to purchase treasury stock. Proceeds include amounts received from the exercise of outstanding stock options and compensation cost for future service that the Company has not yet recognized in earnings. The Company does not consider awards from share-based grants in the computation of basic EPS.

The following table illustrates the data used in computing basic and diluted EPS for the years indicated:

(dollars in thousands except per share data)	2023	2022
Basic EPS:		
Net income available to common shareholders	\$ 18,210	\$ 30,021
Weighted-average common shares outstanding	5,676,711	5,644,599
Basic EPS	\$ 3.21	\$ 5.32
Diluted EPS:		
Net income available to common shareholders	\$ 18,210	\$ 30,021
Weighted-average common shares outstanding	5,676,711	5,644,599
Potentially dilutive common shares	39,991	34,540
Weighted-average common and potentially dilutive shares outstanding	5,716,702	5,679,139
Diluted EPS	\$ 3.19	\$ 5.29

15. REGULATORY MATTERS

The Bank is subject to various regulatory capital requirements administered by the federal banking agencies. Failure to meet minimum capital requirements can initiate certain mandatory and possible additional discretionary actions by regulators that, if undertaken, could have a direct material effect on the Bank's financial statements. Under capital adequacy guidelines and the regulatory framework for prompt corrective action, the Bank must meet specific capital guidelines that involve quantitative measures of their assets, liabilities and certain off-balance-sheet items as calculated under regulatory accounting practices. The capital amounts and classification are also subject to qualitative judgments by the regulators about components, risk-weightings and other factors. Since the Company (on a consolidated basis) is currently considered a small bank holding company, it is not subject to regulatory capital requirements.

Under these guidelines, assets and certain off-balance sheet items are assigned to broad risk categories, each with appropriate weights. The resulting capital ratios represent capital as a percentage of total risk-weighted assets. The guidelines require all banks and bank holding companies to maintain a minimum ratio of total risk-based capital to total risk-weighted assets (Total Risk Adjusted Capital) of 8%, including Tier I common equity to total risk-weighted assets (Tier I Common Equity) of 4.5%, Tier I capital to total risk-weighted assets (Tier I Capital) of 6% and Tier I capital to average total assets (Leverage Ratio) of at least 4%. A capital conservation buffer, comprised of common equity Tier I capital, is also established above the regulatory minimum capital requirements of 2.50%. As of December 31, 2023 and 2022, the Bank exceeded all capital adequacy requirements to which it was subject.

The following table reflects the actual and required capital and the related capital ratios as of the periods indicated. No amounts were deducted from capital for interest-rate risk in either 2023 or 2022.

	Actual		Minimum for capital adequacy purposes		Minimum for capital adequacy purposes with capital conservation buffer*		Minimum to be well capitalized under prompt corrective action provisions	
	Amount	Ratio	Amount	Ratio	Amount	Ratio	Amount	Ratio
As of December 31, 2023								
Total capital (to risk-weighted assets)								
Consolidated	\$ 246,120	14.7% \geq	\$ 134,255	8.0% \geq	\$ 176,209	10.5%	N/A	N/A
Bank	\$ 244,562	14.6% \geq	\$ 134,238	8.0% \geq	\$ 176,187	10.5% \geq	\$ 167,797	10.0%
Tier 1 common equity (to risk-weighted assets)								
Consolidated	\$ 225,135	13.4% \geq	\$ 75,518	4.5% \geq	\$ 117,473	7.0%	N/A	N/A
Bank	\$ 223,576	13.3% \geq	\$ 75,509	4.5% \geq	\$ 117,458	7.0% \geq	\$ 109,068	6.5%
Tier I capital (to risk-weighted assets)								
Consolidated	\$ 225,135	13.4% \geq	\$ 100,691	6.0% \geq	\$ 142,646	8.5%	N/A	N/A
Bank	\$ 223,576	13.3% \geq	\$ 100,678	6.0% \geq	\$ 142,628	8.5% \geq	\$ 134,268	8.0%
Tier I capital (to average assets)								
Consolidated	\$ 225,135	9.2% \geq	\$ 98,465	4.0% \geq	\$ 98,465	4.0%	N/A	N/A
Bank	\$ 223,576	9.1% \geq	\$ 98,457	4.0% \geq	\$ 98,457	4.0% \geq	\$ 123,071	5.0%

As of December 31,
2022

Total capital (to risk-weighted assets)

Consolidated	\$ 230,133	14.4% [≥]	\$ 128,325	8.0% [≥]	\$ 168,427	10.5%	N/A	N/A
Bank	\$ 229,803	14.3% [≥]	\$ 128,308	8.0% [≥]	\$ 168,405	10.5% [≥]	\$ 160,385	10.0%

Tier 1 common equity
(to risk-weighted assets)

Consolidated	\$ 212,935	13.3% [≥]	\$ 72,183	4.5% [≥]	\$ 112,285	7.0%	N/A	N/A
Bank	\$ 212,605	13.3% [≥]	\$ 72,173	4.5% [≥]	\$ 112,270	7.0% [≥]	\$ 104,251	6.5%

Tier I capital (to risk-weighted assets)

Consolidated	\$ 212,935	13.3% [≥]	\$ 96,244	6.0% [≥]	\$ 136,346	8.5%	N/A	N/A
Bank	\$ 212,605	13.3% [≥]	\$ 96,231	6.0% [≥]	\$ 136,328	8.5% [≥]	\$ 128,308	8.0%

Tier I capital (to average assets)

Consolidated	\$ 212,935	8.7% [≥]	\$ 97,960	4.0% [≥]	\$ 97,960	4.0%	N/A	N/A
Bank	\$ 212,605	8.7% [≥]	\$ 97,951	4.0% [≥]	\$ 97,951	4.0% [≥]	\$ 122,439	5.0%

⁽³⁾ The minimums under Basel III increased to include the capital conservation buffer of 2.50%.

The Company's principal source of funds for dividend payments is dividends received from the Bank. Banking regulations and Pennsylvania law limit the amount of dividends that may be paid from the Bank to the Company without prior approval of regulatory agencies. Accordingly, at December 31, 2023, approximately \$147.3 million was available for dividend distribution from the Bank to the Company in 2023.

16. RELATED PARTY TRANSACTIONS

During the ordinary course of business, loans are made to executive officers, directors, greater than 5% shareholders and associates of such persons. These transactions are executed on substantially the same terms and at the rates prevailing at the time for comparable transactions with others. These loans do not involve more than the normal risk of collectability or present other unfavorable features. A summary of loan activity with officers, directors, associates of such persons and shareholders who own more than 5% of the Company's outstanding shares is as follows:

(dollars in thousands)	Years ended December 31,	
	2023	2022
Balance, beginning	\$ 10,644	\$ 11,505
Adjustments for changes in position	(927)	(75)
Additions	2,558	1,608
Collections	(1,977)	(2,394)
Balance, ending	\$ 10,298	\$ 10,644

As of December 31, 2023 and 2022, deposits from executive officers and directors approximated \$27.7 million and \$24.8 million, respectively.

The Pittston branch property is subject to a lease with a company of which director, William J. Joyce, Sr., is a partner. With the exception of the Pittston branch, none of the lessors of the properties leased by the Company are affiliated with the Company and all of the properties are located in the Commonwealth of Pennsylvania.

17. CONTINGENCIES

The nature of the Company's business generates litigation involving matters arising in the ordinary course of business. However, in the opinion of management of the Company after consulting with the Company's legal counsel, no legal proceedings are pending, which, if determined adversely to the Company or the Bank, would have a material effect on the Company's shareholders' equity or results of operations. No legal proceedings are pending other than ordinary routine litigation incident to the business of the Company and the Bank. In addition, to management's knowledge, no government authorities have initiated or contemplated any material legal actions against the Company or the Bank.

18. RECENT ACCOUNTING PRONOUNCEMENTS

In June 2016, the Financial Accounting Standards Board (FASB) issued Accounting Standard Update (ASU) 2016-13, *Financial Instruments – Credit Losses (Topic 326) Measurement of Credit Losses on Financial Instruments (CECL)*. The amendments in this update require financial assets measured at amortized cost basis to be presented at the net amount expected to be collected, through an allowance for credit losses that is deducted from the amortized cost basis. Previously, when credit losses were measured under U.S. generally accepted accounting principles (GAAP), an entity only considered past events and current conditions when measuring the incurred loss. The amendments in this update broaden the information that an entity must consider in developing its expected credit loss estimate for assets measured either collectively or individually. The measurement of expected credit losses is based on relevant information about past events, including historical experience, current conditions, and reasonable and supportable forecasts that affect the collectability of the reported amount. An entity must use judgement in determining the relevant information and estimation methods that are appropriate under the circumstances. The amendments in this update also require that credit losses on available-for-sale debt securities be presented as an allowance for credit losses rather than a writedown.

On January 1, 2023, the Company adopted ASU 2016-13 and all of the subsequent amendments using the modified-retrospective approach and recorded a cumulative-effect adjustment to retained earnings. The change in this accounting guidance could require the Company to record loan losses more rapidly. The Company has engaged the services of a qualified third-party service provider to assist management in estimating credit allowances under this standard. Starting in the 3rd quarter of 2022, the Company ran its CECL model parallel to the allowance for loan losses calculation to gain a better understanding of the effects of the change. During the fourth quarter of 2022, a third-party service provider ran a model validation with no substantial findings. Results for reporting periods beginning after January 1, 2023 are presented under ASC 326 while prior period amounts continue to be reported in accordance with previously applicable GAAP. The Company recorded a net decrease to retained earnings of \$1.3 million as of January 1, 2023 for the cumulative effect of adopting ASC 326. The transition adjustment includes a \$0.5 million decrease for the allowance for credit losses on loans (ACL) and a \$0.8 million decrease for the reserve for unfunded commitments, net of deferred tax. The Company has also run a quarterly CECL analysis on its held-to-maturity investment securities starting in 2023 and the estimated CECL reserve is immaterial. While the CECL model does not apply to available-for-sale securities, the ASU does require companies to record an allowance when recognizing credit losses for available-for-sale securities with unrealized losses, rather than reduce the amortized cost of the securities by direct write-offs. The guidance will require companies to recognize improvements to estimated credit losses immediately in earnings rather than in interest income over time.

The Company adopted the provisions of ASC 326 related to financial assets purchased with credit deterioration (PCD) that were previously classified as purchased credit impaired (PCI) and accounted for under ASC 310-30 using the prospective transition approach. In accordance with the standard, management did not reassess whether PCI assets met the criteria of PCD assets as of the date of adoption. On January 1, 2023, the amortized cost basis of the PCD assets were adjusted to reflect the addition of \$0.1 million of the ACL.

In November 2018, the FASB issued ASU 2018-19, *Codification Improvements to Topic 326*, which clarifies that receivables arising from operating leases are not within the scope of Topic 326. In December 2018, regulators issued a final rule related to regulatory capital (*Regulatory Capital Rule: Implementation and Transition of the Current Expected Credit Losses Methodology for Allowances and Related Adjustments to the Regulatory Capital Rule and Conforming Amendments to Other Regulations*) which is intended to provide regulatory capital relief for entities transitioning to CECL. In April 2019, the FASB issued ASU 2019-04, *Codification Improvements to Topic 326, Financial Instruments – Credit Losses, Topic 815, Derivatives and Hedging and Topic 825, Financial Instruments*. As it relates to CECL, this guidance amends certain provisions contained in ASU 2016-13, particularly in regards to the inclusion of accrued interest in the definition of amortized cost, as well as clarifying that extension and renewal options that are not unconditionally cancelable by the entity that are included in the original or modified contract should be considered in the entity's determination of expected credit losses.

In March 2022, the FASB issued ASU 2022-02, *Financial Instruments-Credit Losses (Topic 326) Troubled Debt Restructurings and Vintage Disclosures*. The amendments in this update eliminate the accounting guidance for TDRs by creditors in Subtopic 310-40, *Receivables-Troubled Debt Restructurings by Creditors*, while enhancing disclosure requirements for certain loan refinancings and restructurings by creditors when a borrower is experiencing financial difficulty. The amendments in this update also require that an entity disclose current-period gross writeoffs by year of origination for financing receivables and net investments in leases within the scope of Subtopic 326-20, *Financial Instruments-Credit Losses-Measured at Amortized Cost*. The amendments in this update were effective for the Company upon adoption of ASU 2016-13. The amendments in this update should be applied prospectively, except as provided in the next sentence. For the transition method related to the recognition and measurement of TDRs, the Company has the option to apply a modified retrospective transition method, resulting in a cumulative-effect adjustment to retained earnings in the period of adoption. The Company adopted ASU 2022-02 on January 1, 2023 and the adoption required additional quantitative and qualitative disclosures. There was not any significant effect on the Company's financial statements.

In March 2020, the FASB issued ASU 2020-04, *Reference Rate Reform (Topic 848) – Facilitation of the Effects of Reference Rate Reform on Financial Reporting*. The amendments in this update provide temporary optional guidance to ease the potential burden in accounting for reference rate reform. The amendments in this update are elective and apply to all entities that have contracts that reference LIBOR or another reference rate expected to be discontinued. The guidance includes a general principle that permits an entity to consider contract modifications due to reference rate reform to be an event that does not require contract remeasurement at the modification date or reassessment of a previous accounting determination. An optional expedient simplifies accounting for contract modifications to loans receivable and debt, by prospectively adjusting the effective interest rate. The amendments in ASU 2020-04 are effective as of March 12, 2020 through December 31, 2022.

In December 2022, the FASB issued ASU 2022-06, *Reference Rate Reform (Topic 848) - Deferral of the Sunset Date of Topic 848*. The amendments in this update defer the sunset date of Topic 848 from December 31, 2022, to December 31, 2024, after which entities will no longer be permitted to apply the relief in Topic 848. The Company expects to apply the amendments prospectively for applicable loan and other contracts within the effective period of ASU 2022-06. As of December 31, 2023, the Company no longer had any loans with rates tied to LIBOR.

In March 2023, the FASB issued ASU 2023-02, *Investments - Equity Method and Joint Ventures (Topic 323)*. The amendments in this update permit reporting entities to elect to account for their tax equity investments, regardless of the tax credit program from which the income tax credits are received, using the proportional amortization method if certain conditions are met. The amendments are effective for the Company for fiscal years beginning after December 31, 2023, including interim periods within those fiscal years. The adoption is not expected to have a material impact on the consolidated financial statements.

In October 2023, the FASB issued ASU 2023-06, *Disclosure Improvements*. The amendments in this update are the result of the FASB's decision to incorporate into the Codification certain disclosures referred by the SEC that overlap with, but require incremental information to, generally accepted accounting principles (GAAP). The amendments in this update represent changes to clarify or improve disclosure and presentation requirements of a variety of topics in the Codification. For entities subject to the SEC's existing requirements, the effective date for each amendment will be the date on which the SEC's removal of that related disclosure from Regulation S-X or Regulation S-K becomes effective, with early adoption prohibited. The amendments in this update should be applied prospectively. The adoption is not expected to have a material impact on the consolidated financial statements but could change certain disclosures in SEC filings.

In December 2023, the FASB issued ASU 2023-09, *Income Taxes (Topic 840): Improvements to Income Tax Disclosures*. The amendments in this update require that public business entities on an annual basis (1) disclose specific categories in the rate reconciliation and (2) provide additional information for reconciling items that meet a quantitative threshold. The amendments in this update also require that all entities disclose on an annual basis the amount of income taxes paid disaggregated by federal, state, and foreign taxes and the amount of income taxes paid disaggregated by individual jurisdictions in which income taxes paid is equal to or greater than 5 percent of total income taxes paid. The amendments will require the disclosure of pre-tax income disaggregated between domestic and foreign, as well as income tax expense disaggregated by federal, state, and foreign. The amendment also eliminates certain disclosures related to unrecognized tax benefits and certain temporary differences. This ASU is effective for fiscal years beginning after December 15, 2024. Early adoption is permitted in any annual period where financial statements have not yet been issued. The amendments should be applied on a prospective basis but retrospective application is permitted. The Company does not expect adoption of the standard to have a material impact on its consolidated financial statements.

19. PARENT COMPANY ONLY

The following is the condensed financial information for Fidelity D & D Bancorp, Inc. on a parent company only basis as of and for the years indicated:

Condensed Balance Sheets (dollars in thousands)	As of December 31,	
	2023	2022
Assets:		
Cash	\$ 1,992	\$ 634
Investment in subsidiary	187,921	162,620
Other assets	213	214
Total	\$ 190,126	\$ 163,468

Liabilities and shareholders' equity:		
Liabilities	\$ 646	\$ 518
Capital stock and retained earnings	245,947	235,365
Treasury stock	-	(1,263)
Accumulated other comprehensive income (loss)	(56,467)	(71,152)
Total	\$ 190,126	\$ 163,468

Condensed Income Statements (dollars in thousands)	Years ended December 31,	
	2023	2022
Income:		
Equity in undistributed earnings of subsidiary	\$ 11,941	\$ 24,128
Dividends from subsidiary	8,387	7,709
Total income	20,328	31,837
Operating expenses	2,793	2,295
Income before taxes	17,535	29,542
Credit for income taxes	675	479
Net income	\$ 18,210	\$ 30,021

Statements of Comprehensive Income (dollars in thousands)	Years ended December 31,	
	2023	2022
Bancorp net loss	\$ (2,118)	\$ (1,816)
Equity in net income of subsidiary	20,328	31,837
Net income	18,210	30,021
Equity in other comprehensive income (loss) of subsidiary	14,685	(71,331)
Other comprehensive income (loss), net of tax	14,685	(71,331)
Total comprehensive income (loss), net of tax	\$ 32,895	\$ (41,310)

Condensed Statements of Cash Flows (dollars in thousands)	Years ended December 31,	
	2023	2022
Cash flows from operating activities:		
Net income	\$ 18,210	\$ 30,021
Adjustments to reconcile net income to net cash used in operations:		
Equity in earnings of subsidiary	(20,328)	(31,837)
Stock-based compensation expense	1,648	1,271
Deferred income tax	10	(25)
Changes in other assets and liabilities, net	114	(232)
Net cash used in operating activities	(346)	(802)
Cash flows provided by investing activities:		
Dividends received from subsidiary	8,387	7,709
Operating dividend from subsidiary	-	700
Purchases of bank premises and equipment	4	(11)
Net cash provided by investing activities	8,391	8,398
Cash flows used in financing activities:		
Dividends paid, net of dividend reinvestment	(6,750)	(7,709)
Withholdings to purchase capital stock	302	252
Repurchase of shares to cover withholdings	(239)	(20)
Net cash used in financing activities	(6,687)	(7,477)
Net change in cash	1,358	119
Cash, beginning	634	515
Cash, ending	\$ 1,992	\$ 634

20. EMPLOYEE BENEFITS

Bank-Owned Life Insurance (BOLI)

The Company has purchased single premium BOLI policies on certain officers. The policies are recorded at their cash surrender values. Increases in cash surrender values are included in non-interest income in the consolidated statements of income. The policies' cash surrender value totaled \$54.6 million and \$54.0 million, respectively, as of December 31, 2023 and 2022 and is reflected as an asset on the consolidated balance sheets. During the first quarter of 2023, the Company received \$0.9 million in proceeds from a BOLI death claim, of which \$0.8 million was return of cash surrender value and \$0.1 million was additional income which was recorded in fees and other revenue on the consolidated statements of income. For the years ended December 31, 2023 and 2022, the Company has recorded income of \$1.3 million and \$1.3 million, respectively, due to an increase in cash surrender values.

Officer Life Insurance

The Bank enters into separate split dollar life insurance arrangements (Split Dollar Agreements) with certain officers which provide each officer a specified death benefit should the officer die while in the Bank's employ. The Bank owns the policies and all cash values thereunder. Upon death of the covered employee, the agreed-upon amount of death proceeds from the policies will be paid directly to the insured's beneficiary. As of December 31, 2023, the policies had total death benefits of \$54.6 million of which \$8.8 million would have been paid to the officer's beneficiaries and the remaining \$45.8 million would have been paid to the Bank. In addition, four executive officers have the opportunity to retain a split dollar benefit equal to two times their highest base salary after separation from service if the vesting requirements are met. As of December 31, 2023 and 2022, the Company had a balance in accrued expenses of \$352 thousand and \$269 thousand, respectively, for the split dollar benefit.

Supplemental Executive Retirement plan (SERP)

On March 29, 2017, the Bank entered into separate supplemental executive retirement agreements (individually the "SERP Agreement") with five officers, pursuant to which the Bank will credit an amount to a SERP account established on each participant's behalf while they are actively employed by the Bank for each calendar month from March 1, 2017 until retirement. On March 20, 2019, the Bank entered into a SERP Agreement with one officer, pursuant to which the Bank will credit an amount to a SERP account established for the participant's behalf while they are actively employed by the Bank for each calendar month from March 1, 2019 until normal retirement age. As a result of the acquisition of Landmark, the Company acquired a SERP agreement with one former employee. As of December 31, 2023 and 2022, the Company had a balance in accrued expenses of \$4.4 million and \$4.0 million in connection with these SERPs.

21. REVENUE RECOGNITION

The Company adopted ASU 2014-09, Revenue from Contracts with Customers (Topic 606) and all subsequent ASUs that modified Topic 606.

The majority of the Company's revenues are generated through interest earned on securities and loans, which is explicitly excluded from the scope of the guidance. In addition, certain non-interest income streams such as fees associated with mortgage servicing rights, loan service charges, life insurance earnings, rental income and gains/losses on the sale of loans and securities are not in the scope of the new guidance. The main types of contracts with customers that are in the scope of the new guidance are:

- Service charges on deposit accounts – Deposit service charges represent fees charged by the Company for the performance obligation of providing services to a customer's deposit account. The transaction price for deposit services includes both fixed and variable amounts based on the Company's fee schedules. Revenue is recognized and payment is received either at a point in time for transactional fees or on a monthly basis for non-transactional fees.
- Interchange fees – Interchange fees represent fees charged by the Company for customers using debit cards. The contract is between the Company and the processor and the performance obligation is the ability of customers to use debit cards to make purchases at a point in time. The transaction price is a percentage of debit card usage and the processor pays the Company and revenue is recorded throughout the month as the performance obligations are being met.
- Fees from trust fiduciary activities – Trust fees represent fees charged by the Company for the management, custody and/or administration of trusts. These are mostly monthly fees based on the market value of assets in the trust account at the prior month end. Payment is generally received a few weeks after month end through a direct charge to customers' accounts. Estate fees are recognized and charged as the Company reaches each of six different stages of the estate administration process.
- Fees from financial services – Financial service fees represent fees charged by the Company for the performance obligation of providing various services for an investment account. Revenue is recognized twice monthly for fees on sales transactions and on a monthly basis for advisory fees and quarterly for trail fees.
- Gain/loss on ORE sales – Gain/loss on the sale of ORE is recognized at the closing date when the sales proceeds are received. In seller-financed ORE transactions, the contract is made subject to our normal underwriting standards and pricing. The Company does not have any obligation or right to repurchase any sales of ORE.

Contract balances

A contract asset balance occurs when an entity performs a service for a customer before the customer pays consideration (resulting in a contract receivable) or before the payment is due (resulting in a contract asset). A contract liability balance is an entity's obligation to transfer a service to a customer for which the entity already received payment (or payment is due) from the customer. The Company's non-interest income streams are largely based on transactional activity, or standard month-end revenue accruals such as asset management fees based on month-end market values. Consideration is often received immediately or shortly after the Company satisfies its performance obligation and revenue is recognized. The Company typically does not enter into long-term revenue contracts with customers, and therefore, does not experience significant contract balances. As of December 31, 2023 and 2022, the Company did not have any significant contract balances.

Remaining performance obligations

The Company's performance obligations have an original expected duration of less than one year and follow the relevant guidance for recognizing revenue over time. There is no variable consideration subject to constraint that is not included in information about transaction price.

Contract acquisition costs

An entity is required to capitalize and subsequently amortize into expense, certain incremental costs of obtaining a contract if these costs are expected to be recovered. The incremental costs of obtaining a contract are those costs that an entity incurs to obtain a contract with a customer that it would not have incurred if the contract had not been obtained (for example, sales commission). The Company utilizes the practical expedient which allows entities to immediately expense contract acquisition costs when the asset that would have resulted from capitalizing these costs would have been amortized in one year or less.

22. LEASES

ASU 2016-02 Leases (Topic 842) became effective for the Company on January 1, 2019. For all operating lease contracts where the Company is lessee, a right-of-use (ROU) asset and lease liability were recorded as of the effective date. The Company assumed all renewal terms will be exercised when calculating the ROU assets and lease liabilities. For leases existing at the transition date, any prepaid or deferred rent was added to the ROU asset to calculate the lease liability. The discount rate used to calculate the present value of future payments at the transition date was the Company's incremental borrowing rate. The Company used the FHLB fixed rate borrowing rates as the discount rates. For all classes of underlying assets, the Company has elected not to record short-term leases (leases with a term of 12 months or less) on the balance sheet when the Company is lessee. Instead, the Company will recognize the lease payment on a straight-line basis over the lease term and variable lease payments in the period in which the obligation for those payments is incurred. For all asset classes, the Company has elected, as a lessee, not to separate nonlease components from lease components and instead to account for each separate lease component and nonlease components associated with that lease component as a single lease component.

Management determines if an arrangement is or contains a lease at contract inception. If an arrangement is determined to be or contains a lease, the Company recognizes a ROU asset and a lease liability when the asset is placed in service.

The Company's operating leases, where the Company is lessee, include property, land and equipment. As of December 31, 2023, ten of the Company's branch properties and one administrative office were leased under operating leases. In four of the branch leases, the Company leases the land from an unrelated third party, and the buildings are the Company's own capital improvement. The Company also leases two standalone ATMs under operating leases. Additionally, the Company has one property lease and four equipment leases classified as finance leases.

The following is an analysis of the leased property under finance leases:

(dollars in thousands)	December 31, 2023	December 31, 2022
Property and equipment	\$ 2,014	\$ 1,695
Less accumulated depreciation and amortization	(841)	(606)
Leased property under finance leases, net	\$ 1,173	\$ 1,089

The following is a schedule of future minimum lease payments under finance leases together with the present value of the net minimum lease payments as of December 31, 2023:

(dollars in thousands)	Amount
2024	\$ 243
2025	233
2026	222
2027	222
2028	199
2029 and thereafter	162
Total minimum lease payments (a)	1,281
Less amount representing interest (b)	(80)
Present value of net minimum lease payments	\$ 1,201

(a) The future minimum lease payments have not been reduced by estimated executory costs (such as taxes and maintenance) since this amount was deemed immaterial by management.

(b) Amount necessary to reduce net minimum lease payments to present value calculated at the Company's incremental borrowing rate upon lease inception.

As of December 31, 2023, the Company leased its Green Ridge, Pittston, Peckville, Back Mountain, Mountain Top, Abington, Nazareth, Easton, Bethlehem and Wyoming branches under the terms of operating leases. During 2022, the Company entered into a new lease of administrative office space in Scranton. Common area maintenance is included in variable lease payments in the table below. The Abington branch has variable lease payments which are calculated as a percentage of the national prime rate of interest and are expensed as incurred. The Easton branch has variable lease payments that increase annually and are expensed as incurred.

(dollars in thousands)	2023	2022
<i>Lease cost</i>		
Finance lease cost:		
Amortization of right-of-use assets	\$ 235	\$ 240
Interest on lease liabilities	21	21
Operating lease cost	740	746
Short-term lease cost	84	149
Variable lease cost	54	35
Total lease cost	\$ 1,134	\$ 1,191

Other information

Cash paid for amounts included in the measurement of lease liabilities		
Operating cash flows from finance leases	\$ 21	\$ 21
Operating cash flows from operating leases (Fixed payments)	\$ 701	\$ 646
Operating cash flows from operating leases (Liability reduction)	\$ 408	\$ 389
Financing cash flows from finance leases	\$ 229	\$ 232
Right-of-use assets obtained in exchange for new finance lease liabilities	\$ 319	\$ 119
Right-of-use assets obtained in exchange for new operating lease liabilities	\$ -	\$ 22
Weighted-average remaining lease term - finance leases (in years)	5.60	6.52
Weighted average remaining lease term - operating leases (in years)	20.44	20.62
Weighted-average discount rate - finance leases	2.52%	1.72%
Weighted-average discount rate - operating leases	3.57%	3.39%

During 2023, \$1.1 million of the total lease cost was included in premises and equipment expense and \$23 thousand was included in other expenses on the consolidated statements of income. During 2022, \$1.2 million of the total lease cost was included in premises and equipment expense and \$31 thousand was included in other expenses on the consolidated statements of income. Operating lease expense is recognized on a straight-line basis over the lease term. We recognized both the interest expense and amortization expense for finance leases in premises and equipment expense since the interest expense portion was immaterial.

The future minimum lease payments for the Company's branch network and equipment under operating leases that have lease terms in excess of one year as of December 31, 2023 are as follows:

(dollars in thousands)	Amount
2024	\$ 631
2025	588
2026	595
2027	604
2028	611
2029 and thereafter	9,273
Total future minimum lease payments	12,302
Less variable payment adjustment	(178)
Less amount representing interest	(3,575)
Present value of net future minimum lease payments	\$ 8,549

The Company leases one property, where the Company is lessor, under an operating lease to an unrelated party. The undiscounted cash flows to be received on an annual basis for the property are at December 31, 2023 as follows:

(dollars in thousands)	Amount
2024	\$ 51
2025	54
2026	54
2027	27
Total lease payments to be received	\$ 186

The Company also indirectly originates automobile leases classified as direct finance leases. See Footnote 5, "Loans and leases", for more information about the Company's direct finance leases.

Lease income recognized from direct finance leases was included in interest income from loans and leases on the consolidated statements of income. Lease income related to operating leases is included in fees and other revenue on the consolidated statements of income. The Company only receives a variable payment for taxes from one of its lessees, but the amount is immaterial and excluded from rental income. The amount of lease income recognized on the consolidated statements of income was as follows for the periods indicated:

(dollars in thousands)	For the years ended December 31,	
	2023	2022
Lease income - direct finance leases		
Interest income on lease receivables	\$ 1,163	\$ 1,087
Lease income - operating leases	48	188
Total lease income	\$ 1,211	\$ 1,275

24. Derivative Instruments

The Company is exposed to certain risks relating to its ongoing business operations and economic conditions. The Company uses derivative financial instruments primarily to manage risks to the Company associated with changing interest rates and to assist customers with their risk management objectives. All derivative instruments are recognized as either assets or liabilities at fair value in the statement of financial position.

Interest rate derivative - no hedge designation

The Company is a party to interest rate derivatives that are not designated as hedging instruments. The Company enters into interest rate swaps that allow certain commercial loan customers to effectively convert a variable-rate commercial loan agreement to a fixed-rate commercial loan agreement. These interest rate swaps with customers are simultaneously offset by interest rate swaps that the Company executes with a third-party financial institution, such that the Company minimizes its net interest rate risk exposure resulting from such transactions. The interest rate swap agreements are free-standing derivatives and are recorded at fair value in the Company's consolidated balance sheets (asset positions are included in other assets and liability positions are included in other liabilities). As the interest rate swaps are structured to offset each other, changes to the underlying benchmark interest rates considered in the valuation of these instruments do not result in an impact to earnings; however there may be fair value adjustments related to credit-quality variations between counterparties, which may impact earnings as required by FASB ASC 820. There was no effect on earnings in any periods presented.

The following table summarizes the Company's free-standing derivatives:

(dollars in thousands)	Notional Amount	Weighted Average Maturity (Years)	Interest Rate Paid	Interest Rate Received	Fair Value
December 31, 2023					
Classified in Other assets:					
Customer interest rate swaps	\$ 1,895	13.91	30 Day SOFR + Margin	Fixed	\$ 171
Classified in Accrued interest payable and other liabilities:					
Third party interest rate swaps	\$ 1,895	13.91	Fixed	30 Day SOFR + Margin	\$ 171

Interest rate derivative - fair value hedge designation

The Company's objectives in using interest rate derivatives are to add stability to interest income and expense and to manage its exposure to interest rate movements. To accomplish this objective, the Company has entered into interest rate swaps as part of its interest rate risk management strategy. This interest rate swap is designated as a fair value hedge and limits the risk to the investment portfolio of rising interest rates. The Company entered into an interest rate swap with a third-party financial institution to convert fixed rate investment securities to an adjustable rate to produce a more asset sensitive profile. The Company recorded the fair value of the fair value hedge in other assets and accrued interest payable and other liabilities on the consolidated balance sheet. The hedged items (fixed rate securities available-for-sale) are also recorded at fair value which offsets the adjustment to the fair value hedge. The related gains and losses are reported in interest income investment securities - U.S. government agencies and corporations and interest income investment securities - state and political subdivisions (nontaxable) in the consolidated statements of income. For the year ended December 31, 2023, there was \$94 thousand in interest income investment securities - U.S. government agencies and corporations and \$94 thousand in interest income investment securities - state and political subdivisions (nontaxable). A qualitative assessment of hedge effectiveness was applied at inception of the hedge. Future hedge effectiveness will be determined on a qualitative basis at least annually. The hedge is expected to remain effective as long as the balance of the hedged item is projected to remain at or above the notional amount of the swap.

The following table presents information pertaining to the Company's interest rate derivatives designated as a fair value hedge:

(dollars in thousands)	Notional Amount	Weighted Average Maturity (Years)	Fair Value
December 31, 2023			
Pay-fixed interest rate swap agreements - securities AFS	\$ 100,000	2.75	\$ (2,161)

The Company had investment securities with a book value of \$2.8 million pledged as collateral on its interest rate swaps with a third-party financial institution as of December 31, 2023.

ITEM 9: CHANGES IN AND DISAGREEMENTS WITH ACCOUNTANTS ON ACCOUNTING AND FINANCIAL DISCLOSURE

None

ITEM 9A: CONTROLS AND PROCEDURES

As of the end of the period covered by this Annual Report on Form 10-K, an evaluation was carried out by the Company's management, with the participation of its President and Chief Executive Officer and the Chief Financial Officer, of the effectiveness of the Company's disclosure controls and procedures, as defined in Rule 13a-15(e) under the Securities Exchange Act of 1934. Based on such evaluation, the President and Chief Executive Officer and the Chief Financial Officer concluded that the Company's disclosure controls and procedures are designed to ensure that information required to be disclosed in the reports the Company files or furnishes under the Securities Exchange Act of 1934 is recorded, processed, summarized and reported within the time periods specified in the SEC's rules and regulations, and are effective. The Company made no changes in its internal controls over financial reporting or in other factors that materially affected, or are reasonably likely to materially affect, these controls during the last fiscal quarter ended December 31, 2023.

Management's Report on Internal Control Over Financial Reporting

Management of the Company is responsible for establishing and maintaining adequate internal control over financial reporting. The Company's internal control over financial reporting is a process designed under the supervision of the Company's President and Chief Executive Officer and the Chief Financial Officer, and implemented in conjunction with management and other personnel, to provide reasonable assurance regarding the reliability of financial reporting and the preparation of the Company's consolidated financial statements for external purposes in accordance with generally accepted accounting principles.

There are inherent limitations in the effectiveness of any internal control, including the possibility of human error and the circumvention or overriding of controls. Accordingly, even effective internal control can provide only reasonable assurance with respect to financial statement preparation. Further, because of changes in conditions, the effectiveness of internal control may vary over time.

Management assessed the effectiveness of the Company's internal control over financial reporting as of December 31, 2023. This assessment was based on criteria for effective internal control over financial reporting described in "Internal Control – Integrated Framework," (2013) issued by the Committee of Sponsoring Organizations of the Treadway Commission (COSO). Based on this assessment, management determined that, as of December 31, 2023, the Company maintained effective internal control over financial reporting.

ITEM 9B: OTHER INFORMATION

During the three months ended December 31, 2023, no director or officer of the Company adopted or terminated a "Rule 10b5-1 trading arrangement" or a "non-Rule 10b5-1 trading arrangement" as each term is defined in Item 408(a) of Regulation S-K.

ITEM 9C: DISCLOSURE RELATING TO FOREIGN JURISDICTIONS THAT PREVENT INSPECTIONS

None

PART III

ITEM 10: DIRECTORS, EXECUTIVE OFFICERS AND CORPORATE GOVERNANCE

The information required in this item is incorporated by reference herein to the information presented in the Company's definitive Proxy Statement for its 2024 Annual Meeting of Shareholders to be filed with the SEC.

The Company has made no material changes to the procedures by which security holders may recommend nominees to the Company's board of directors during the fourth quarter of 2023.

Section 16(a) Beneficial Ownership Reporting Compliance

The information required in this item is incorporated by reference herein to the information presented in the Company's definitive Proxy Statement for its 2024 Annual Meeting of Shareholders to be filed with the SEC.

Code of Ethics

Pursuant to Item 406 of Regulation S-K, the Company adopted a written code of ethics that applies to our directors, officers and employees, including our chief executive officer and chief financial officer, which is available on our website at <http://www.bankatfidelity.com> through the Investor Relations link and then under the headings "Other Information", "Governance Documents." In addition, copies of our code of ethics will be provided to shareholders upon written request to Fidelity D & D Bancorp, Inc., Blakely and Drinker Streets, Dunmore, PA 18512 at no charge.

ITEM 11: EXECUTIVE COMPENSATION

The information required in this item is incorporated by reference herein to the information presented in the Company's definitive Proxy Statement for its 2024 annual meeting of shareholders to be filed with the SEC.

ITEM 12: SECURITY OWNERSHIP OF CERTAIN BENEFICIAL OWNERS AND MANAGEMENT AND RELATED STOCKHOLDER MATTERS

The information required in this item is incorporated by reference herein to the information presented in the Company's definitive Proxy Statement for its 2024 annual meeting of shareholders to be filed with the SEC.

Securities authorized for issuance under equity compensation plans

The following table summarizes the Company's equity compensation plans as of December 31, 2023 that have been approved and not approved by Fidelity D & D Bancorp, Inc. shareholders:

	(a)	(b)	(c)
Plan Category	Number of securities to be issued upon exercise of outstanding options, warrants and rights	Weighted-average exercise price of outstanding options, warrants and rights	Number of securities remaining available for future issuance under equity compensation plans (excluding securities reflected in column (a))
Equity compensation plans approved by security holders:			
2002 Employee Stock Purchase Plan	6,764	\$ 41.36	60,794
2012 Omnibus Stock Incentive Plan (Restricted stock)	27,020	\$ 50.84	0
2012 Omnibus Stock Incentive Plan (SSARs)	15,837	\$ 44.00	0
2012 Director Stock Incentive Plan (Restricted stock)	12,519	\$ 50.35	0
2022 Omnibus Stock Incentive Plan	34,180	\$ 49.27	499,950
Equity compensation plans not approved by security holders - none	-	-	-
Total	96,320	\$ 48.43	560,744

ITEM 13: CERTAIN RELATIONSHIPS AND RELATED TRANSACTIONS, AND DIRECTOR INDEPENDENCE

The information required in this item is set forth in Footnote No. 16 “Related Party Transactions”, of Part II, Item 8 “Financial Statements and Supplementary Data”, and the information required by Items 404 and 407(a) of Regulation S-K is incorporated by reference herein to the information presented in the Company’s definitive Proxy Statement for its 2024 annual meeting of shareholders to be filed with the SEC.

ITEM 14: PRINCIPAL ACCOUNTANT FEES AND SERVICES

The information required by this item is incorporated by reference herein, to the information presented in the Company’s definitive Proxy Statement for its 2024 annual meeting of shareholders to be filed with the SEC.

PART IV

ITEM 15: EXHIBITS AND FINANCIAL STATEMENT SCHEDULES

(a) (1) Financial Statements - The following financial statements are included by reference in Part II, Item 8 hereof:

Report of Independent Registered Public Accounting Firm (PCAOB ID: 49)
Consolidated Balance Sheets
Consolidated Statements of Income
Consolidated Statements of Comprehensive Income
Consolidated Statements of Changes in Shareholders' Equity
Consolidated Statements of Cash Flows
Notes to Consolidated Financial Statements

(2) Financial Statement Schedules

Financial Statement Schedules are omitted because the required information is either not applicable, the data is not significant or the required information is shown in the respective financial statements or in the notes thereto or elsewhere herein.

(3) Exhibits

The following exhibits are filed herewith or incorporated by reference as a part of this Form 10-K:

3(i) Amended and Restated Articles of Incorporation of Registrant. Incorporated by reference to Annex B of the Proxy Statement/Prospectus included in Registrant's Amendment 4 to its Registration Statement No. 333-90273 on Form S-4, filed with the SEC on April 6, 2000.

3(ii) Amended and Restated Bylaws of Registrant. Incorporated by reference to Exhibit 3.1 to Registrant's Form 8-K filed with the SEC on April 16, 2020.

2.1 Agreement and Plan of Reorganization by and among Fidelity D & D Bancorp, Inc., The Fidelity Deposit and Discount Bank, MNB Corporation and Merchants Bank of Bangor dated as of December 9, 2019. Incorporated by reference to Annex A of the Registrant's Registration Statement No. 333-236453 on Form S-4, filed with the Commission on February 14, 2020. (Schedules have been omitted pursuant to Item 601(b)(2) of Regulation S-K. Fidelity agrees to furnish supplementally to the SEC a copy of any omitted schedule upon request.)

2.2 Agreement and Plan of Reorganization by and among Fidelity D & D Bancorp, Inc., The Fidelity Deposit and Discount Bank, NEPA Acquisition Subsidiary, LLC, Landmark Bancorp, Inc. and Landmark Community Bank dated as of February 25, 2021. Incorporated by reference to Annex A of the Registrant's Registration Statement No. 333-236453 on Form S-4, filed with the Commission on April 23, 2021. (Schedules have been omitted pursuant to Item 601(b)(2) of Regulation S-K. Fidelity agrees to furnish supplementally to the SEC a copy of any omitted schedule upon request.)

***10.1 Registrant's 2012 Dividend Reinvestment and Stock Repurchase Plan.** Incorporated by reference to Exhibit 4.1 to Registrant's Registration Statement No. 333-183216 on Form S-3 filed with the SEC on August 10, 2012 as amended February 3, 2014.

***10.2 Registrant's 2002 Employee Stock Purchase Plan.** Incorporated by reference to Appendix A to Definitive proxy Statement filed with the SEC on March 28, 2002.

***10.3 Amended and Restated Executive Employment Agreement between Fidelity D & D Bancorp, Inc., The Fidelity Deposit and Discount Bank and Daniel J. Santaniello, dated March 23, 2011.** Incorporated by reference to Exhibit 99.1 to Registrant's Current Report on Form 8-K filed with the SEC on March 29, 2011.

***10.4 2012 Omnibus Stock Incentive Plan.** Incorporated by reference to Appendix A to Registrant's Definitive Proxy Statement filed with the SEC on March 30, 2012.

***10.5 2012 Director Stock Incentive Plan.** Incorporated by reference to Appendix B to Registrant's Definitive Proxy Statement filed with the SEC on March 30, 2012.

***10.6 Employment Agreement between Fidelity D & D Bancorp, Inc., The Fidelity Deposit and Discount Bank and Salvatore R. DeFrancesco, Jr. dated as of March 17, 2016.** Incorporated by reference to Exhibit 99.1 to Registrant's Current Report on Form 8-K filed with the SEC on March 18, 2016.

***10.7 Employment Agreement between Fidelity D & D Bancorp, Inc., The Fidelity Deposit and Discount Bank and Eugene J. Walsh dated as of March 29, 2017.** Incorporated by reference to Exhibit 99.1 to Registrant's Current Report on Form 8-K filed with the SEC on April 4, 2017.

***10.8 Form of Supplemental Executive Retirement Plan – Applicable to Daniel J. Santaniello and Salvatore R. DeFrancesco, Jr.** Incorporated by reference to Exhibit 99.1 to Registrant's Current Report on Form 8-K filed with the SEC on April 4, 2017.

***10.9 Form of Supplemental Executive Retirement Plan – Applicable to Eugene J. Walsh.** Incorporated by reference to Exhibit 99.2 to Registrant's Current Report on Form 8-K filed with the SEC on April 4, 2017.

***10.10 Form of Split Dollar Life Insurance Agreement – Applicable to Daniel J. Santaniello, Salvatore R. DeFrancesco, Jr. and Eugene J. Walsh.** Incorporated by reference to Exhibit 99.3 to Registrant's Current Report on Form 8-K filed with the SEC on April 4, 2017.

***10.11 Employment Agreement between Fidelity D & D Bancorp, Inc., The Fidelity Deposit and Discount Bank and Michael J. Pacyna dated as of March 20, 2019.** Incorporated by reference to Exhibit 99.1 to Registrant's Current Report on Form 8-K filed with the SEC on March 21, 2019.

***10.12 Form of Supplemental Executive Retirement Plan for Michael J. Pacyna.** Incorporated by reference to Exhibit 99.2 to Registrant's Current Report on Form 8-K filed with the SEC on March 21, 2019.

**10.13 Form of Split Dollar Life Insurance Agreement for Michael J. Pacyna.* Incorporated by reference to Exhibit 99.3 to Registrant's Current Report on Form 8-K filed with the SEC on March 21, 2019.

**10.14 2022 Omnibus Stock Incentive Plan.* Incorporated by reference to Appendix A to Registrant's Definitive Proxy Statement filed with the SEC on March 23, 2022.

**10.15 Employment Agreement between Fidelity D & D Bancorp, Inc., The Fidelity Deposit and Discount Bank and Ruth Turkington dated as of April 20, 2023.*

13 Annual Report to Shareholders. Incorporated by reference to the 2023 Annual Report to Shareholders filed with the SEC on Form ARS.

21 Subsidiaries of the Registrant, filed herewith.

23.1 Consent of Wolf & Company, P.C., filed herewith.

23.2 Consent of RSM US LLP, filed herewith.

31.1 Rule 13a-14(a) Certification of Principal Executive Officer, filed herewith.

31.2 Rule 13a-14(a) Certification of Principal Financial Officer, filed herewith.

32.1 Certification of Principal Executive Officer pursuant to 18 U.S.C. Section 1350, as adopted pursuant to Section 906 of the Sarbanes-Oxley Act of 2002, filed herewith.

32.2 Certification of Principal Financial Officer pursuant to 18 U.S.C. Section 1350, as adopted pursuant to Section 906 of the Sarbanes-Oxley Act of 2002, filed herewith.

97 Policy Relating to Recovery of Erroneously Awarded Compensation

101 Interactive data files: The following, from Fidelity D&D Bancorp, Inc.'s Annual Report on Form 10-K for the year ended December 31, 2023, is formatted in iXBRL (Inline eXtensible Business Reporting Language): Consolidated Balance Sheets as of December 31, 2023 and 2022; Consolidated Statements of Income for the years ended December 31, 2023 and 2022; Consolidated Statements of Comprehensive Income for the years ended December 31, 2023 and 2022; Consolidated Statements of Changes in Shareholders' Equity for the years ended December 31, 2023 and 2022; Consolidated Statements of Cash Flows for the years ended December 31, 2023 and 2022 and the Notes to the Consolidated Financial Statements.

104 Cover Page Interactive Data File (formatted as inline XBRL and contained in Exhibit 101)

(b) The exhibits required to be filed by this Item are listed under Item 15(a) 3, above.

(c) Not applicable.

* Management contract or compensatory plan or arrangement.

ITEM 16: FORM 10-K SUMMARY

None.

SIGNATURES

Pursuant to the requirements of Section 13 or 15(d) of the Securities and Exchange Act of 1934, the registrant has duly caused this report to be signed on its behalf by the undersigned, thereunto duly authorized.

FIDELITY D & D BANCORP, INC.
(Registrant)

Date: March 20, 2024

By: /s/ Daniel J. Santaniello
Daniel J. Santaniello,
President and Chief Executive Officer

Date: March 20, 2024

By: /s/ Salvatore R. DeFrancesco, Jr.
Salvatore R. DeFrancesco, Jr.,
Treasurer and Chief Financial Officer

Pursuant to the requirements of the Securities and Exchange Act of 1934, this report has been signed below by the following person on behalf of the registrant and in the capacities and on the dates indicated.

	<u>DATE</u>
By: <u>/s/ Daniel J. Santaniello</u> Daniel J. Santaniello, President and Chief Executive Officer and Director	March 20, 2024
By: <u>/s/ Salvatore R. DeFrancesco, Jr.</u> Salvatore R. DeFrancesco, Jr., Treasurer and Chief Financial Officer	March 20, 2024
By: <u>/s/ Brian J. Cali</u> Brian J. Cali, Chairman of the Board of Directors and Director	March 20, 2024
By: <u>/s/ John T. Cagnetti</u> John T. Cagnetti, Secretary and Director	March 20, 2024
By: _____ Richard M. Hotchkiss, Director	March 20, 2024
By: <u>/s/ Michael J. McDonald</u> Michael J. McDonald, Vice Chairman of the Board of Directors and Director	March 20, 2024
By: <u>/s/ Paul C. Woelkers</u> Paul C. Woelkers, Director	March 20, 2024
By: <u>/s/ HelenBeth G. Vilcek</u> HelenBeth G. Vilcek, Director	March 20, 2024
By: <u>/s/ William J. Joyce, Sr.</u> William J. Joyce, Sr., Director	March 20, 2024
By: <u>/s/ Alan Silverman</u> Alan Silverman, Director	March 20, 2024

EMPLOYMENT AGREEMENT

THIS AGREEMENT is made as of the 20th day of April 2023, between Fidelity Deposit and Discount Bank (“Bank”), and by extension its parent, Fidelity D&D Bancorp, Inc. (“Corporation”) and Ruth Turkington (“Executive”), an individual presently residing at 98 Gordon Road, Essex Fells, NJ 07021, to be effective as of Executive’s first day of work with Bank.

WITNESSETH:

WHEREAS, the Corporation is a bank holding company;

WHEREAS, the Bank is a subsidiary of Corporation;

WHEREAS, the Bank wishes to employ Executive as Executive Vice President and Chief Consumer Banking Officer in accordance with the terms and conditions set forth herein;

WHEREAS, Executive wishes to serve the Bank, and the Corporation, in accordance with the terms and conditions herein; and

WHEREAS, Executive is not a party nor subject to any employment, noncompete, non-solicitation or restrictive covenant agreements, or any other restrictions or agreements that would hinder or limit her ability to fully perform her duties hereunder, except as identified on Schedule I attached hereto and deemed an integral part hereof.

AGREEMENT:

NOW, THEREFORE, the parties hereto, intending to be legally bound, agree as follows:

1. **Employment.** The Bank hereby employs Executive and Executive hereby accepts employment with the Bank, under the terms and conditions set forth in this Agreement.
2. **Duties of Executive.** Executive shall serve as Executive Vice President and Chief Consumer Banking Officer of the Bank, reporting to the President/CEO of the Bank. Executive shall have such other duties and hold such other titles as may be given to Executive from time to time by said President/CEO of the Bank and/or of the Corporation, or by the Board of Directors of the Corporation and/or the Bank, provided that such duties are consistent with the Executive’s position as an Executive Vice President of the Bank.
3. **Engagement in Other Employment.** Executive shall devote all of Executive’s working time, ability and attention to the business of the Bank and the Corporation and/or their subsidiaries or affiliates, during the term of this Agreement. The Executive shall notify the President/CEO of the Bank in writing before the Executive accepts engagement in any other business or commercial duties or pursuits except those explicitly permitted under Section 9 (a) (i) hereunder, including but not limited to, directorships of other companies. During the course of Executive’s employment with the Bank and Corporation, and thereafter in accordance with Sections 9 and 10 hereof, under no circumstances may the Executive engage in any business or commercial activities, duties or pursuits which compete with the business or commercial activities of the Corporation, the Bank and/or any of their subsidiaries or affiliates, nor may the Executive serve as a director or officer or in any other capacity in a company which competes with the Corporation, the Bank and/or any of their subsidiaries or affiliates. Executive shall not be precluded, however, upon written notification to the President/CEO, from engaging in voluntary or philanthropic endeavors, from engaging in activities designed to maintain and improve Executive’s professional skills, or from engaging in activities incident or necessary to personal investments, so long as they are, in the President/CEO’s reasonable opinion, not in conflict with or detrimental to the Executive’s rendition of services on behalf of the Corporation, the Bank and/or any of their subsidiaries or affiliates.

4. Term of Agreement.

(a) This Agreement shall be for an initial three (3) year period (the "Initial Term"), commencing on the first day of Executive's employment ("the Effective Date of this Agreement") and ending three (3) years later, unless terminated earlier pursuant to the terms of this Agreement. On the first anniversary date of the Effective Date, unless Executive's employment was previously terminated or unless at least ninety (90) calendar days before that anniversary date either party to this Agreement (the Bank or the employee) gave written notice of its termination to the other parties, Executive's employment hereunder shall be deemed to continue through the remainder of the Initial Term (i.e., the final two years). On the second anniversary of the Effective Date, unless Executive's employment was previously terminated or unless at least ninety (90) calendar days before that anniversary date any party to this Agreement gave written notice of its termination to the other parties, the Employment Period shall be deemed to continue through the third and final year of the Initial Term plus two additional years, i.e., a new three (3) year period. Rolling three-year employment terms will thereafter continue to apply effective on each subsequent anniversary date. References in this Agreement, and for purposes of interpreting it, to "Employment Period" shall mean the then-applicable remaining term of Executive's employment under this Agreement, including any extension from its Initial Term applicable as a result of applying the rolling three-year period.

(b) Notwithstanding the provisions of Section 4(a) of this Agreement, this Agreement shall terminate automatically for Cause (as defined herein) upon written notice from the President/CEO or the Board of Directors of the Corporation or the Bank to Executive. As used in this Agreement, "Cause" shall mean any of the following:

- (i) Executive's conviction of or plea of guilty or nolo contendere to a felony, a crime of fraud, theft, embezzlement, perjury, misrepresentation, falsehood or a crime involving moral turpitude, unlawful use of alcohol, controlled substances or other drugs, or the actual incarceration of Executive;
- (ii) Executive's failure to follow the good faith lawful instructions of the President/CEO of the Bank or the Corporation with respect to their operations;
- (iii) Executive's malfeasance, or failure to substantially perform any of Executive's material duties to the Bank or Corporation, other than a failure resulting from Executive's incapacity because of physical or mental illness, as provided in subsection (d) of this Section 4;
- (iv) Executive's gross misconduct or material violation of any of the provisions of this Agreement;
- (v) dishonesty, disloyalty or gross negligence of the Executive in the performance of Executive's duties;
- (vi) Executive's removal or prohibition from being an institutional-affiliated party by a final order of an appropriate federal banking agency pursuant to Section 8(e) or 8(g) of the Federal Deposit Insurance Act, by the Pennsylvania Department of Banking or by any court or other state or federal regulatory agency with legal authority to act pursuant to law, or by correspondence from the Bank's regulators instructing the Bank to terminate or remove the Executive;
- (vii) conduct by the Executive which, as determined by an affirmative vote of seventy-five percent (75%) of the disinterested members of the Board of Directors of the Corporation or the Bank upon consideration of any recommendation by the President/CEO of the Bank provided Executive is disinterested, brings or may be reasonably expected to bring public disrepute or discredit to the Corporation or the Bank and/or which results in or may be reasonably expected to result in material financial, reputational or other harm to the Corporation or the Bank generally or with any of their respective customers, depositors, business associates, Executives, contractors or vendors;
- (viii) Executive's breach of fiduciary duty owed to the Corporation, Bank or customers or depositors of Bank, or done for or with the result of, or involving personal profit;

- (ix) unlawful or improper, as determined by an affirmative vote of seventy-five percent (75%) of the disinterested members of the Board of Directors of the Corporation or the Bank upon consideration of any recommendation by the President/CEO of the Bank provided he is disinterested, harassment by Executive against any employee, customer, business associate, contractor or vendor of the Corporation or the Bank, or other, similar conduct violative of the law or of Corporation's or Bank's written policies or rules;
- (x) the willful violation by the Executive of the provisions of Sections 9, 10, or 11 hereof;
- (xi) the violation of any law, rule or regulation governing banks or bank officers or any Bank or Corporation policy, or receipt of any cease and desist order issued against Executive or Bank or Corporation by a bank regulatory authority or a court which has proper jurisdiction because of an action or failure to act by, or conduct of, Executive;
- (xii) theft or abuse by Executive of the Corporation's or the Bank's property or the property of the Corporation's or the Bank's customers, employees, contractors, vendors, or business associates;
- (xiii) any act of fraud, misappropriation or personal dishonesty;
- (xiv) insubordination, as determined by an affirmative vote of seventy-five percent (75%) of the disinterested members of Board of Directors of the Corporation upon consideration of any recommendation by the President/CEO provided he is disinterested;
- (xv) the existence of any material conflict between the interests of the Corporation or the Bank and the Executive that is not immediately disclosed in writing by the Executive to the Corporation and the Bank when first known to Executive and approved in writing by the Boards of Directors of the Bank and the Corporation.

If this Agreement is terminated for Cause, all of Executive's rights under this Agreement shall cease as of the effective date of such termination, except for the rights under Paragraph 20 hereof with respect to arbitration.

(c) Notwithstanding the provisions of Section 4(a) of this Agreement, this Agreement shall terminate automatically upon Executive's voluntary termination of employment for Good Reason. The term "Good Reason" shall mean (i) the assignment of substantial duties and responsibilities materially inconsistent with Executive's status as an Executive Vice President of the Bank, unless Executive voluntarily consents to such assignment/s; (ii) an involuntary reassignment which requires Executive to move Executive's principal residence or Executive's office more than fifty (50) miles from the Bank's principal executive office immediately prior to this Agreement, (iii) any involuntary material reduction (i.e., defined for this purpose as a reduction of five percent (5%) or more) in Executive's Annual Base Salary as in effect on the Effective Date of this Agreement or as the same may be increased from time to time, unless such reduction is the result of a national financial depression or recession or national or bank emergency or such reduction is part of a reduction applicable to all employees or all executive employees of the Bank, or (iv) any failure of the Bank to provide Executive with benefits at least as favorable as or materially comparable to those enjoyed by the Executive on the Effective Date of this Agreement or as same are thereafter increased from time to time, under any of the pension, life insurance, medical, health and accident, disability or other employee plans of the Bank, or the taking of any action that would materially reduce any of such benefits unless such reduction is part of a reduction applicable to all employees of Bank, or all executive employees of Bank.

Executive shall within ninety (90) days of the occurrence of any of the foregoing events, provide notice to the Bank of the existence of the condition and provide the Bank thirty (30) days in which to cure such condition. In the event that the Bank does not cure the condition within thirty (30) days of such notice, Executive may resign from employment for Good Reason by delivering written notice ("Notice of Termination") to the Bank.

If such termination occurs for Good Reason and such termination constitutes a Separation of Service as defined by Internal Revenue Code of 1986, as amended ("Code") Section 409A ("Separation of Service"), then the Bank shall pay Executive a lump sum amount equal to 2.0 times the Executive's Annual Base Salary, minus applicable taxes and withholdings, payable within thirty (30) days of Executive's Separation of Service. In addition, for a period of two (2) years from the date of Separation of Service, or until Executive secures substantially similar benefits through other employment, whichever shall first occur, Executive shall receive a continuation of all life, disability, medical insurance and other normal health and welfare benefits in effect with respect to Executive during the two (2) years prior to Executive's termination of employment, or, if the Bank cannot provide such benefits because Executive is no longer an employee, the Bank shall reimburse Executive in an amount equal to the monthly premium paid by Executive to obtain substantially similar employee benefits which Executive enjoyed prior to termination, subject to Code Section 409A if applicable.

(d) Notwithstanding the provisions of Section 4(a) of this Agreement, this Agreement shall terminate automatically upon Executive's Disability and Executive's rights under this Agreement shall cease as of the date of such termination; provided, however, that Executive shall nevertheless be entitled to receive any amount payable under any disability plan of the Bank for which Executive is eligible. Disability shall have the meaning provided in Code Section 409A and the regulations promulgated thereunder.

(e) In the event that Executive terminates Executive's employment without Good Reason as defined in Section 4(c), all of Executive's rights under this Agreement shall cease as of the effective date of such termination, except for the rights under Paragraph 20 hereof with respect to arbitration.

(f) Upon the expiration of the Employment Period and this Agreement, all of Executive's rights under this Agreement shall cease; however, the provisions of Paragraphs 9 and 10 shall survive the expiration of the Employment Period and the termination of this Agreement.

(g) Executive agrees that in the event Executive's employment under this Agreement is terminated, Executive shall resign as a director of the Bank, and any related entity, or affiliate or subsidiary thereof, if Executive is then serving as a director of any of such entities.

5. Employment Period Compensation.

(a) Annual Base Salary. For services performed by Executive under this Agreement, the Bank shall pay Executive an Annual Base Salary at the rate of \$270,000.00 per year, minus applicable withholdings and deductions, payable at the same times and in the same manner as annual base salaries are payable to other executive employees of the Bank. Executive will be eligible for an increase in salary beginning March/April of 2024. The Bank may, from time to time, increase Executive's Annual Base Salary, or, in the event of, or as a result of, a national financial depression or recession, or a national or bank emergency, or a reduction applicable to all Bank employees or all executive employees of Bank, reduce Executive's Annual Base Salary, and any and all such increases or reductions shall be deemed to constitute amendments to this Section 5(a) to reflect the increased or reduced amounts, effective as of the date established for such increases or reductions by the Board of Directors of the Bank or any committee of such Board.

(b) Bonus. For services performed by Executive under this Agreement, Bank may from time--to-time, pursuant to an incentive plan for senior management that Bank has in place at that time, pay a bonus or bonuses to Executive as the Bank, in its sole discretion, deems appropriate. The payment of any such bonuses shall not reduce or otherwise affect any other obligation of the Bank to Executive provided for in this Agreement.

(c) Annual Equity Grant. Executive will be included in Bank's executive plan, in accordance with Bank's normal practice relative to such awards. Such awards shall not reduce or otherwise affect any other obligation of the Bank to Executive provided for in this Agreement.

(d) SERP / Life Insurance. As consideration from Bank for Executive's voluntary agreement and consent to enter into this Agreement, and for the various promises and covenants Executive has made and the performances Executive has agreed to undertake under and pursuant to this Agreement, Bank will include Executive in (1) a Supplemental Executive Retirement Plan (SERP) after completing one year of employment, and (2) Bank Owned Life Insurance (BOLI) in an amount equal to three (3) times Executive's annual base salary, to take effect within 60 days of Executive's first day of employment. Executive will be eligible to participate in each named benefit, under the specific rules of same.

(e) Paid Time-Off. During the term of this Agreement, Executive shall be entitled to paid time-off in accordance with the manner and amount provided under the paid time-off plan currently in effect.

(f) Employee Benefit Plans. During the term of this Agreement, Executive shall be entitled to participate in or receive the benefits of any employee benefit plan currently in effect at the Bank, including but not limited to health insurance and Bank's 401(k) retirement savings plan, subject to the terms of said plan, until such time that the Board of Directors of the Bank authorizes a change in such benefits. The Bank shall not make any changes in such plans or benefits which would adversely affect Executive's rights or benefits thereunder, unless such change occurs pursuant to a program applicable to all executive officers of the Bank and does not result in a proportionately greater adverse change in the rights of or benefits to Executive as compared with any other executive officer of the Bank. Nothing paid to Executive under any plan or arrangement presently in effect or made available in the future shall be deemed to be in lieu of the salary payable to Executive pursuant to Section 5(a) hereof.

(g) Business Expenses. During the term of this Agreement, Executive shall be entitled to receive prompt reimbursement for all reasonable expenses incurred by Executive, which are properly accounted for, in accordance with the policies and procedures established by the Board of Directors of the Bank for its executive officers.

(h) Auto Allowance. Executive will be eligible for a Six Thousand Dollar (\$6,000) per year automobile allowance, paid biweekly in accordance with Bank's regular practice applicable to such payments.

(i) Memberships. Bank or Corporation shall pay the periodic (e.g., annual, quarterly, monthly) dues and monthly business development expenses for Executive in connection with membership to one or more clubs or other organizations which the parties mutually determine is appropriate to Executive's role with Bank.

6. **Termination of Employment Following Change in Control.**

(a) If a Change in Control (as defined in Section 6(b) of this Agreement) shall occur and Executive experiences an involuntary separation of service as defined in Code Section 409A ("Separation of Service") without Cause within one year of the Change of Control, then the provisions of Section 7 of this Agreement shall apply.

(b) As used in this Agreement, "Change in Control" shall mean the change in ownership or effective control of the Corporation as further defined by Treasury Regulation §1.409a-3(i)(5). A change in control of the Bank shall not constitute a change in control under this Agreement.

7. **Rights in Event of Termination Following a Change in Control.**

(a) In the event that Executive is involuntarily terminated without Cause after a Change in Control (as defined in Section 6(b) of this Agreement) and such termination of employment constitutes a Separation of Service, Executive shall be entitled to receive the compensation and benefits set forth below:

(i) upon the Change of Control, the Bank shall pay Executive a lump sum amount equal to 2.0 times the Executive's Annual Base Salary, minus applicable taxes and withholdings, payable within thirty (30) days of Executive's Separation of Service. In addition, for a period of two (2) years from the date of Separation of Service, or until Executive secures substantially similar benefits through other employment, whichever shall first occur, Executive shall receive a continuation of all life, disability, medical insurance and other normal health and welfare benefits in effect with respect to Executive during the two (2) years prior to Executive's termination of employment, or, if the Bank cannot provide such benefits because Executive is no longer an employee, the Bank shall reimburse Executive in an amount equal to the monthly premium paid by Executive to obtain substantially similar employee benefits which Executive enjoyed prior to termination, subject to Code Section 409A if applicable.

(b) Executive shall not be required to mitigate the amount of any payment provided for in this Section 7 by seeking other employment or otherwise. Unless otherwise agreed to in writing, the amount of payment or the benefit provided for in this Section 7 shall not be reduced by any compensation earned by Executive as the result of employment by another employer or by reason of Executive's receipt of or right to receive any retirement or other benefits after the date of termination of employment or otherwise.

8. **Rights in Event of Termination of Employment Absent Change in Control.**

(a) In the event that Executive's employment is involuntarily terminated by the Bank without Cause and no Change in Control shall have occurred at the date of such termination and such termination constitutes a Separation of Service, and upon such Separation of Service, the Bank shall pay Executive a lump sum amount equal to 2.0 times the Executive's Annual Base Salary, minus applicable taxes and withholdings, payable within thirty (30) days of Executive's Separation of Service. In addition, for a period of two (2) years from the date of Separation of Service, or until Executive secures substantially similar benefits through other employment, whichever shall first occur, Executive shall receive a continuation of all life, disability, medical insurance and other normal health and welfare benefits in effect with respect to Executive during the two (2) years prior to Executive's termination of employment, or, if the Bank cannot provide such benefits because Executive is no longer an employee, the Bank shall reimburse Executive in an amount equal to the monthly premium paid by Executive to obtain substantially similar employee benefits which Executive enjoyed prior to termination, subject to Code Section 409A if applicable.

(b) Executive shall not be required to mitigate the amount of any payment provided for in this Section 8 by seeking other employment or otherwise. Unless otherwise agreed to in writing, the amount of payment or the benefit provided for in this Section 8 shall not be reduced by any compensation earned by Executive as the result of employment by another employer or by reason of Executive's receipt of or right to receive any retirement or other benefits after the date of termination of employment or otherwise.

9. **Covenant Not to Compete; Non-Solicitation.**

(a) Executive hereby acknowledges and recognizes the highly competitive nature of the business of the Corporation and the Bank and accordingly agrees that, during Executive's employment and for two years following the date of Executive's termination, regardless of the reason therefor, Executive shall not, except as otherwise permitted in writing by the Bank:

(i) in any county in which, at any time during the Employment Period or as of the date of Executive's termination, a branch, office or other facility of the Corporation or the Bank is located or in any county geographically contiguous to such county ("Non-Competition Area"), be engaged, directly or indirectly, either for Executive's own account or as agent, consultant, employee, partner, officer, director, proprietor, investor (except as an investor owning less than 5% of the stock of a publicly owned company) or otherwise of any person, firm, corporation or enterprise engaged in (1) the banking (including bank holding company) industry or (2) any aspect of the financial services industry which is directly associated with the banking industry, and is performed by the Bank and, more generally, the Corporation at the time Executive is employed by it; *provided* that at all times while Executive is employed by the Bank, if any of Executive clients who are not then-current customers of the Bank become customers or active prospects of the Bank, Executive will promptly disclose to the Bank Executive's pre-existing relationship with said customer or prospect;

(ii) directly or indirectly provide financial, management, operational or other assistance to any person, firm, corporation, or enterprise engaged in or providing services to (1) the banking (including bank holding company) or financial services industry as referenced in (i) above, or (2) any other activity in which the Corporation or the Bank or any of their subsidiaries are engaged during the Employment Period, in the Non-Competition Area;

(iii) directly or indirectly solicit persons or entities who were customers or referral sources of the Corporation, the Bank or their subsidiaries within one (1) year of Executive's termination of employment, to become a customer or referral source of a person or entity other than the Corporation, the Bank or their subsidiaries; or

(iv) directly or indirectly solicit employees of the Corporation, the Bank or their subsidiaries who were employed within two (2) years of Executive's termination of employment to work for anyone other than the Corporation, the Bank or their subsidiaries.

(b) It is expressly understood and agreed that, although Executive and the Corporation and the Bank consider the restrictions contained in Section 9(a) hereof reasonable for the purpose of preserving for the Bank and the Corporation, and their respective subsidiaries and assigns, their good will and other proprietary rights, if a final judicial determination is made by a court having jurisdiction that the time or territory or any other restriction contained in Section 9(a) hereof is an unreasonable or otherwise unenforceable restriction against Executive, the provisions of Section 9(a) hereof shall not be rendered void but shall be deemed amended to apply as to such maximum time and territory and to such other extent as such court may judicially determine or indicate to be reasonable.

(c) Executive's unconditional agreement to fully comply with the restrictions set forth in Paragraph 9 (a), above, during and following termination of Executive's employment by the Corporation and Bank regardless of reason, is in exchange for the Corporation and Bank entering into this written Agreement with Executive's setting forth Executive's new terms and conditions of Executive's employment with Bank. Executive acknowledges that the consideration so provided to Executive by Bank in exchange for Executive's acceptance of the terms of this Agreement, including, without limitation, the Competition Restrictions set forth in this Paragraph 9 (a), is good and sufficient, and is binding on Executive.

10. (a) **Unauthorized Disclosure.** During the term of Executive's employment hereunder, or at any later time, Executive shall not, without the written consent of the President/CEO of Bank, President/CEO of the Corporation and the Boards of Directors of the Bank and the Corporation, or a person authorized thereby, knowingly disclose to any person, other than an employee of the Corporation or the Bank or a person to whom disclosure is reasonably necessary or appropriate in connection with the performance by the Executive of Executive's duties as an executive of the Bank, any material confidential information obtained by Executive while in the employment of the Bank with respect to any of the Corporation's and the Bank's services, products, improvements, formulas, designs or styles, processes, customers, methods of business or any business practices the disclosure of which could be or will be damaging to the Corporation or the Bank; provided, however, that confidential information shall not include any information known generally to the public (other than as a result of unauthorized disclosure by the Executive or any person with the assistance, consent or direction of the Executive) or any information of a type not otherwise considered confidential by persons engaged in the same business or a business similar to that conducted by the Corporation and the Bank or any information that must be disclosed as required by law.
- (b) In compliance with the Defend Trade Secrets Act of 2016, Executive shall not be subject to criminal or civil liability under federal or state law for (1) directly or indirectly disclosing a trade secret, in confidence, to a federal, state or local government official, or to an attorney, for the sole purpose of reporting or investigating a suspected violation of law; or (2) disclosing a trade secret in a complaint or other document filed in a lawsuit or other proceeding, if such filing is made under seal. Additionally, if Executive files a lawsuit for retaliation against Company for reporting a suspected violation of law, Executive may disclose a trade secret to Executive's attorney, and use the trade secret information in the court proceeding, if the Executive (1) files any document containing the trade secret under seal; and (2) does not disclose the trade secret, except pursuant to a court order.
- (c) Executive's unconditional agreement to fully comply with the restrictions set forth in Paragraph 10 (a), above, during and following termination of Executive's employment by the Bank regardless of reason, is in exchange for the Bank entering into this written Agreement with Executive setting forth Executive's new terms and conditions of Executive's employment with Bank. Executive acknowledges that the consideration so provided to Executive by Bank and Corporation in exchange for Executive's acceptance of the terms of this Agreement, including, without limitation, the Unauthorized Disclosure provision set forth in this Paragraph 10 (a), is good and sufficient, and is binding on her.
11. (a) **Work Made for Hire.** Any work performed by the Executive under this Agreement should be considered a "Work Made for Hire" as the phrase is defined by the Copyright Act of 1976 and shall be owned by and for the express benefit of Bank and its subsidiaries and affiliates. In the event it should be established that such work does not qualify as a Work Made for Hire, the Executive agrees to and does hereby assign to Bank, and its affiliates and subsidiaries, all of Executive's rights, title, and/or interest in such work product, including, but not limited to, all copyrights, patents, trademarks, and propriety rights.
- (b) Executive's unconditional agreement to fully comply with the restrictions set forth in Paragraph 11 (a), above, during and following termination of Executive's employment by the Bank regardless of reason, is in exchange for the Bank entering into this written Agreement with Executive setting forth the new terms and conditions of Executive's employment with Bank. Executive acknowledges that the consideration so provided to Executive by Bank in exchange for Executive's acceptance of the terms of this Agreement, including, without limitation, the Work for Hire provision set forth in this Paragraph 11 (a), is good and sufficient, and is binding on Executive.

12. **Return of Company Property and Documents.** Executive agrees that, at the time of termination of Executive's employment, regardless of the reason for termination, she will deliver to Bank and its subsidiaries and affiliates, any and all Bank property, including, but not limited to, keys, security codes or passes, mobile telephones, computers, tablets, portable memory devices, records, data, notes, reports, proposals, lists, correspondence, specifications, drawings, blueprints, sketches, software programs, equipment, credits cards, other documents or property, or reproductions of any of the aforementioned items developed or obtained by the Executive during the course of Executive's employment.
13. **Liability Insurance.** The Bank shall use its best efforts to obtain liability insurance coverage for the Executive under an insurance policy with similar terms as that which is currently covering officers and directors of Bank against lawsuits, arbitrations or other legal or regulatory proceedings.
14. **Notices.** Except as otherwise provided in this Agreement, any notice required or permitted to be given under this Agreement shall be deemed properly given if in writing and if mailed by registered or certified mail, postage prepaid with return receipt requested, to Executive's residence, in the case of notices to Executive, and to the principal executive office of the Bank, in the case of notices to the Bank.
15. **Waiver.** No provision of this Agreement may be modified, waived or discharged unless such waiver, modification or discharge is agreed to in writing and signed by Executive and the President/CEO or another executive officer specifically designated by the Board of Directors of the Bank. No waiver by either party hereto at any time of any breach by the other party hereto of, or compliance with, any condition or provision of this Agreement to be performed by such other party shall be deemed a waiver of similar or dissimilar provisions or conditions at the same or at any prior or subsequent time.
16. **Assignment.** This Agreement shall not be assignable by any party, except by the Corporation or the Bank to any successor in interest to its respective businesses.
17. **Entire Agreement.** This Agreement supersedes any and all agreements, either oral or in writing, between the parties with respect to the employment of the Executive by the Bank with regard to the subject matter herein. This Agreement contains all the covenants and agreements between the parties with respect to employment with regard to the subject matter herein.

18. **Successors; Binding Agreement.**

- (a) The Bank will require any successor (whether direct or indirect, by purchase, merger, consolidation, or otherwise) to all or substantially all of the businesses and/or assets of Bank to expressly assume and agree to perform this Agreement in the same manner and to the same extent that Bank would be required to perform it if no such succession had taken place. Failure by Bank to obtain such assumption and agreement prior to the effectiveness of any such succession shall constitute a breach of this Agreement and the provisions of Section 7 of this Agreement shall apply. As used in this Agreement, "Corporation" and "Bank" shall mean Corporation and Bank, as defined previously, and any successor to their respective businesses and/or assets as aforesaid which assumes and agrees to perform this Agreement by operation of law or otherwise.
- (b) This Agreement shall inure to the benefit of and be enforceable by Executive's personal or legal representatives, executors, administrators, heirs, distributees, devisees and legatees. If Executive should die after a Change in Control or following termination of Executive's employment without Cause, and any amounts would be payable to Executive under this Agreement if Executive had continued to live, all such amounts shall be paid in accordance with the terms of this Agreement to Executive's devisee, legatee, or other designee, or, if there is no such designee, to Executive's estate.

19. **Code Section 409A.**

- (a) Any payments made pursuant to this Agreement, to the extent of payments made from the date of termination through March 15th of the calendar year following such date, are intended to constitute separate payments for purposes of Treas. Reg. § 1.409A-2(b)(2) and thus payable pursuant to the "short-term deferral" rule set forth in Treas. Reg. § 1.409A-1(b)(4); to the extent such payments are made following said March 15th, they are intended to constitute separate payments for purposes of Treas. Reg. § 1.409A-2(b)(2) made upon an involuntary termination from service and payable pursuant to Treas. Reg. § 1.409A-1(b)(9)(iii), to the maximum extent permitted by said provision.
- (b) The parties hereto intend that any and all post-employment compensation under this Agreement satisfy the requirements of Section 409A or an exception or exclusion therefrom to avoid the imposition of any accelerated or additional taxes pursuant to Section 409A. Any terms not specifically defined shall have the meaning as set forth in Section 409A.
- (c) If the Executive's employment terminates, the Executive is a "specified employee," as defined in Code Section 409A(a)(2)(B)(i), then despite any provision of this Agreement or other plan or agreement to the contrary, the Executive will not be entitled to the payments until the earliest of: (a) the date that is at least six months after the Executive's Separation from Service for reasons other than the Executive's death, (b) the date of the Executive's death, or (c) any earlier date that does not result in additional tax or interest to the Executive under Code Section 409A. As promptly as possible after the end of the period during which payments are delayed under this provision, the entire amount of the delayed payments shall be paid to the Executive in a single lump sum with any remaining payments to commence in accordance with the terms of this Agreement or other applicable plan or agreement.
- (d) Notwithstanding the foregoing, no payment shall be made pursuant to this Agreement unless such termination of employment is a "separation of service" as defined in Code Section 409A.

20. **Arbitration.** The Bank, the Corporation and Executive recognize that in the event a dispute should arise between them concerning the interpretation or implementation of this Agreement, lengthy and expensive litigation will not afford a practical resolution of the issues within a reasonable period of time. Consequently, each party agrees that all disputes, disagreements and questions of interpretation concerning this Agreement (except for any enforcement sought with respect to Sections 9, 10, 11 or 12 which may be litigated in court, including an action for injunction or other relief) are to be submitted for resolution, in Dunmore, Pennsylvania, to the American Arbitration Association (the "Association") in accordance with the Association's National Rules for the Resolution of Employment Disputes or other applicable rules then in effect ("Rules"). Bank, Corporation or Executive may initiate an arbitration proceeding at any time by giving notice to the other in accordance with the Rules. Bank and Executive may, as a matter of right, mutually agree on the appointment of a particular arbitrator from the Association's pool. The arbitrator shall not be bound by the rules of evidence and procedure of the courts of the Commonwealth of Pennsylvania but shall be bound by the substantive law applicable to this Agreement. The decision of the arbitrator, absent fraud, duress, incompetence or gross and obvious error of fact, shall be final and binding upon the parties and shall be enforceable in courts of proper jurisdiction. Following written notice of a request for arbitration, Bank and Executive shall be entitled to an injunction restraining all further proceedings in any pending or subsequently filed litigation concerning this Agreement, except as otherwise provided herein or any enforcement sought with respect to Sections 9, 10, 11 or 12 of this Agreement, including an action for injunction or other relief.
21. **Code Sections 280G and 4999.** In the event the payment described herein, when added to all other amounts or benefits provided to or on behalf of the Executive in connection with Executive's termination of employment, would result in the imposition of an excise tax under Section 4999 of the Code, such payments shall be retroactively reduced to the extent necessary to avoid such excise tax imposition. Upon written notice to Executive, together with calculations of Bank's and/or Corporation's independent auditors, Executive shall remit to Bank the amount of the reduction plus such interest as may be necessary to avoid the imposition of such excise tax. Notwithstanding the foregoing or any other provision of this contract to the contrary, if any portion of the amount herein payable to the Executive is determined to be nondeductible pursuant to the regulations promulgated under Section 280G of the Code, then Corporation shall be required only to pay to Executive the amount determined to be deductible under Section 280G.
22. **Validity.** The invalidity or unenforceability of any provision of this Agreement shall not affect the validity or enforceability of any other provision of this Agreement, which shall remain in full force and effect.
23. **Applicable Law.** This Agreement shall be governed by and construed in accordance with the domestic, internal laws of the Commonwealth of Pennsylvania, without regard to its conflicts of laws principles.
24. **Disclosure.** Executive agrees to disclose the restrictive covenants contained in Section 9 of this Agreement to any prospective employer prior to employment with the prospective employer both during her employment by the Corporation and Bank and for a period of two (2) years following termination of employment with the Corporation and Bank.
25. **Headings.** The section headings of this Agreement are for convenience only and shall not control or affect the meaning or construction or limit the scope or intent of any of the provisions of this Agreement.

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ATTEST:

FIDELITY D & D BANCORP, INC.

/s/ Felicity Chee

/s/ Daniel J. Santaniello
By: Daniel J. Santaniello
President & Chief Executive Officer

ATTEST:

FIDELITY DEPOSIT AND DISCOUNT BANK

/s/ Felicity Chee

/s/ Daniel J. Santaniello
By: Daniel J. Santaniello
President & Chief Executive Officer

WITNESS:

EXECUTIVE – Ruth Turkington

/s/ David Turkington

/s/ Ruth G. Turkington
By: Ruth Turkington

Subsidiaries of the Registrant

<u>Subsidiary</u>	<u>State of Incorporation</u>
The Fidelity Deposit and Discount Bank	Pennsylvania

Exhibit 23.1

CONSENT OF INDEPENDENT REGISTERED PUBLIC ACCOUNTING FIRM

We consent to the incorporation by reference in the Registration Statements (Nos. 333-183216, 333-152806 and 333-271616) on Form S-3 and (Nos. 333-181489, 333-181488, 333-113339, 333-64356, and 333-265341) on Form S-8 of Fidelity D & D Bancorp, Inc. (the "Company") of our reports dated March 20, 2024 related to the consolidated financial statements of the Company, as they appear in this Annual Report on Form 10-K of the Company for the year ended December 31, 2023.

/s/ Wolf & Company, P.C.

Boston, Massachusetts
March 20, 2024

Exhibit 23.2

Consent of Independent Registered Public Accounting Firm

We consent to the incorporation by reference in the Registration Statement (Nos. 333-181489, 333-181488, 333-113339, 333-64356, and 333-265341) on Form S-8 of and Registration Statement (Nos. 333-183216, 333-152806, and 333-271616) on Form S-3 of Fidelity D & D Bancorp, Inc. of our report dated March 20, 2023, relating to the consolidated financial statements of Fidelity D & D Bancorp, Inc. and Subsidiary, appearing in this Annual Report on Form 10-K of Fidelity D & D Bancorp, Inc. for the year ended December 31, 2023.

/s/ RSM US LLP

Blue Bell, Pennsylvania
March 20, 2024

CERTIFICATION

I, Daniel J. Santaniello, certify that:

1. I have reviewed this annual report on Form 10-K of Fidelity D & D Bancorp, Inc.;
2. Based on my knowledge, this report does not contain any untrue statement of a material fact or omit to state a material fact necessary to make the statements made, in light of the circumstances under which such statements were made, not misleading with respect to the period covered by this report;
3. Based on my knowledge, the financial statements, and other financial information included in this report, fairly present in all material respects the financial condition, results of operations and cash flows of the registrant as of, and for, the periods presented in this report;
4. The registrant's other certifying officer and I are responsible for establishing and maintaining disclosure controls and procedures (as defined in Exchange Act Rules 13a-15(e) and 15d-15(e)) and internal control over financial reporting (as defined in Exchange Act Rules 13a-15(f) and 15d-15(f)) for the registrant and have:
 - (a) Designed such disclosure controls and procedures, or caused such disclosure controls and procedures to be designed under our supervision, to ensure that material information relating to the registrant, including its consolidated subsidiaries, is made known to us by others within those entities, particularly during the period in which this report is being prepared;
 - (b) Designed such internal control over financial reporting, or caused such internal control over financial reporting to be designed under our supervision, to provide reasonable assurance regarding the reliability of financial reporting and the preparation of financial statements for external purposes in accordance with generally accepted accounting principles;
 - (c) Evaluated the effectiveness of the registrant's disclosure controls and procedures and presented in this report our conclusions about the effectiveness of the disclosure controls and procedures, as of the end of the period covered by this report based on such evaluation; and
 - (d) Disclosed in this report any change in the registrant's internal control over financial reporting that occurred during the registrant's most recent fiscal quarter (the registrant's fourth fiscal quarter in the case of an annual report) that has materially affected, or is reasonably likely to materially affect, the registrant's internal control over financial reporting; and
5. The registrant's other certifying officer and I have disclosed, based on our most recent evaluation of internal control over financial reporting, to the registrant's auditors and the audit committee of the registrant's board of directors (or persons performing the equivalent functions):
 - (a) All significant deficiencies and material weaknesses in the design or operation of internal control over financial reporting which are reasonably likely to adversely affect the registrant's ability to record, process, summarize and report financial information; and
 - (b) Any fraud, whether or not material, that involves management or other employees, who have a significant role in the registrant's internal control over financial reporting.

Date: March 20, 2024

By: /s/ Daniel J. Santaniello

Daniel J. Santaniello, President
and Chief Executive Officer

CERTIFICATION

I, Salvatore R. DeFrancesco, Jr., certify that:

1. I have reviewed this report on Form 10-K of Fidelity D & D Bancorp, Inc.;
2. Based on my knowledge, this report does not contain any untrue statement of a material fact or omit to state a material fact necessary to make the statements made, in light of the circumstances under which such statements were made, not misleading with respect to the period covered by this report;
3. Based on my knowledge, the financial statements, and other financial information included in this report, fairly present in all material respects the financial condition, results of operations and cash flows of the registrant as of, and for, the periods presented in this report;
4. The registrant's other certifying officer and I are responsible for establishing and maintaining disclosure controls and procedures (as defined in Exchange Act Rules 13a-15(e) and 15d-15(e)) and internal control over financial reporting (as defined in Exchange Act Rules 13a-15(f) and 15d-15(f)) for the registrant and have:
 - (a) Designed such disclosure controls and procedures, or caused such disclosure controls and procedures to be designed under our supervision, to ensure that material information relating to the registrant, including its consolidated subsidiaries, is made known to us by others within those entities, particularly during the period in which this report is being prepared;
 - (b) Designed such internal control over financial reporting, or caused such internal control over financial reporting to be designed under our supervision, to provide reasonable assurance regarding the reliability of financial reporting and the preparation of financial statements for external purposes in accordance with generally accepted accounting principles;
 - (c) Evaluated the effectiveness of the registrant's disclosure controls and procedures and presented in this report our conclusions about the effectiveness of the disclosure controls and procedures, as of the end of the period covered by this report based on such evaluation; and
 - (d) Disclosed in this report any change in the registrant's internal control over financial reporting that occurred during the registrant's most recent fiscal quarter (the registrant's fourth fiscal quarter in the case of an annual report) that has materially affected, or is reasonably likely to materially affect, the registrant's internal control over financial reporting; and
5. The registrant's other certifying officer and I have disclosed, based on our most recent evaluation of internal control over financial reporting, to the registrant's auditors and the audit committee of the registrant's board of directors (or persons performing the equivalent functions):
 - (a) All significant deficiencies and material weaknesses in the design or operation of internal control over financial reporting which are reasonably likely to adversely affect the registrant's ability to record, process, summarize and report financial information; and
 - (b) Any fraud, whether or not material, that involves management or other employees, who have a significant role in the registrant's internal control over financial reporting.

Date: March 20, 2024

By: /s/ Salvatore R. DeFrancesco, Jr.

Salvatore R. DeFrancesco, Jr.
Treasurer and Chief Financial Officer

**CERTIFICATION PURSUANT TO
18 U.S.C. SECTION 1350
AS ADDED BY
SECTION 906 OF THE SARBANES-OXLEY ACT OF 2002**

In connection with the Annual Report on Form 10-K of Fidelity D & D Bancorp, Inc. (the “Company”) for the year ended December 31, 2023, as filed with the Securities and Exchange Commission (the “Report”), I, Daniel J. Santaniello, President and Chief Executive Officer of the Company, certify, pursuant to Title 18 U.S.C. §1350, as added by §906 of the Sarbanes-Oxley Act of 2002, that:

1. The Report fully complies with the requirements of Section 13(a) or 15(d) of the Securities Exchange Act of 1934; and
2. To my knowledge, the information contained in the Report fairly presents, in all material respects, the financial condition and results of operations of the Company as of and for the period covered by the Report.

Date: March 20, 2024

By: /s/ Daniel J. Santaniello
Daniel J. Santaniello, President
and Chief Executive Officer

**CERTIFICATION PURSUANT TO
18 U.S.C. SECTION 1350
AS ADDED BY
SECTION 906 OF THE SARBANES-OXLEY ACT OF 2002**

In connection with the Annual Report on Form 10-K of Fidelity D & D Bancorp, Inc. (the “Company”) for the year ended December 31, 2023, as filed with the Securities and Exchange Commission (the “Report”), I, Salvatore R. DeFrancesco, Jr., Treasurer and Chief Financial Officer of the Company, certify, pursuant to Title 18 U.S.C. §1350, as added by §906 of the Sarbanes-Oxley Act of 2002, that:

1. The Report fully complies with the requirements of Section 13(a) or 15(d) of the Securities Exchange Act of 1934; and
2. To my knowledge, the information contained in the Report fairly presents, in all material respects, the financial condition and results of operations of the Company as of and for the period covered by the Report.

Date: March 20, 2024

By: /s/ Salvatore R. DeFrancesco, Jr.
Salvatore R. DeFrancesco, Jr.
Treasurer and Chief Financial Officer

FIDELITY D&D BANCORP, INC.

Excess Incentive Compensation Recovery Policy

The Board of Directors (the “**Board**”) of Fidelity D&D Bancorp, Inc. (the “**Company**”) believes that it is in the best interests of the Company and its shareholders to adopt this Excess Incentive Compensation Recovery Policy (the “**Policy**”). This Policy addresses the obligations of the Company upon the occurrence of a Restatement (as hereinafter defined) to recover Excessive Incentive-Based Compensation (as hereinafter defined) received by Covered Executives (as hereinafter defined) during the Relevant Recovery Period (as hereinafter defined). This Policy is designed and intended to comply with, and shall be interpreted in a manner consistent with, Section 10D of the Securities Exchange Act of 1934, as amended (the “**Exchange Act**”), Rule 10D-1 promulgated under the Exchange Act (“**Rule 10D-1**”) adopted by the Securities and Exchange Commission (the “**SEC**”) there under and Nasdaq Listing Rule 5608 and any amendments or successors thereto (the “**Listing Standards**”).

1. Administration of Policy. The Board shall have full authority to administer, amend or terminate this Policy, provided such actions are consistent with applicable law and Listing Standards. Subject to the provisions of this Policy, the Board shall make such determinations and interpretations and take such actions in connection with this Policy as it deems necessary, appropriate or advisable, provided however, that a member of the Board who also is a Covered Executive shall be excluded from any and all discussion relating to the application or interpretation of this Policy to such Covered Executive. All determinations and interpretations made by the Board shall be final, binding and conclusive. The Board may delegate any of its powers under this Policy to the Compensation Committee of the Board or any subcommittee or delegate thereof.

2. Definitions. In addition to terms otherwise defined in this Policy, the following terms, when used in this Policy, shall have the following meanings:

“**Covered Executive**” means any current or former Executive Officer who receives Excess Compensation.

“**Excess Compensation**” means all Incentive-Based Compensation (calculated on a pre-tax basis) Received after October 1, 2023 by a Covered Executive: (i) after beginning service as an Executive Officer; (ii) who served as an Executive Officer at any time during the performance period for that Incentive-Based Compensation; (iii) while the Company had a class of securities listed on Nasdaq; and (iv) during the Relevant Recovery Period, that exceeded the amount of Incentive-Based Compensation that otherwise would have been Received had the amount been determined based on the Financial Reporting Measures, as reflected in the Restatement. For Incentive-Based Compensation based on stock price or total shareholder return, when the amount of erroneously awarded compensation is not subject to mathematical recalculation directly from the information in the Restatement: (i) the amount must be based on a reasonable estimate of the effect of the Restatement on the stock price or total shareholder return upon which the Incentive-Based Compensation was Received by the Covered Executive; and (ii) the Company must maintain documentation of the determination of the reasonable estimate and provide such documentation to Nasdaq.

“**Executive Officer**” includes the Company’s president, principal financial officer, principal accounting officer (or if there is no such accounting officer, the controller), any vice-president of the Company in charge of a principal business unit, division, or function (such as sales, administration, or finance), any other officer who performs a policy-making function, or any other person (including any executive officer of the Company’s subsidiaries or affiliates) who performs similar policy-making functions for the Company. At a minimum, the term “Executive Officer” shall include all executive officers identified in SEC filings pursuant to Item 401(b) of Regulation S-K, 17 C.F.R. §229.401(b).

“**Financial Reporting Measure**” means a measure that is determined and presented in accordance with the accounting principles used in preparing the Company’s financial statements, and any measure that is derived wholly or in part (including “non-GAAP” financial measures, such as those appearing in earnings releases) from such measures; provided, however, that any such measure need not be presented within the Company’s financial statements or included in a filing made with the SEC. Examples of Financial Reporting Measures include but are not limited to measures based on: stock price, total shareholder return, revenues, net income, operating income, profitability of one or more segments, financial ratios, earnings before interest, taxes, depreciation and amortization (“**EBITDA**”), liquidity measures (such as working capital, operating cash flow), return measures (such as return on assets or return on invested capital), earnings measure (such as earnings per share), cost per employee, any of such financial reporting measure relative to a peer group, and tax basis income.

“Impracticable” means, after exercising a normal due process review of all the relevant facts and circumstances and taking all steps required by Rule 10D-1 and Listing Standards, the Compensation Committee determines that recovery of the Excess Compensation is impracticable because: (i) it has determined that the direct expense that the Company would pay to a third party to assist in enforcing this Policy and recovering the otherwise Excess Compensation would exceed the amount to be recovered; (ii) it has concluded that the recovery of the Excess Compensation would violate home country law adopted prior to November 28, 2022; or (iii) it has determined that the recovery of the Excess Compensation would cause a tax-qualified retirement plan, under which benefits are broadly available to the Company’s employees, to fail to meet the requirements of 26 U.S.C. 401(a)(13) or 26 U.S.C. 411(a) and regulations thereunder. The Company must: (a) in the case of clause (i) of the preceding sentence, prior to making that determination, make a reasonable attempt to recover any Excess Compensation, document such reasonable attempt(s) to recover, and provide that documentation to Nasdaq; and (b) in the case of clause (ii) of the preceding sentence, obtain an opinion of home country counsel, acceptable to Nasdaq, that recovery would result in such a violation, and provide that opinion to Nasdaq.

“Incentive-Based Compensation” means any compensation that is granted, earned, or vested based wholly or in part upon the attainment of a Financial Reporting Measure; however it does not include: (i) base salaries; (ii) discretionary cash bonuses; (iii) awards (either cash or equity) that are based upon subjective, strategic or operational standards; and (iv) equity awards that vest solely on the passage of time.

“Nasdaq” means The Nasdaq Stock Market.

“Received” – Incentive-Based Compensation is deemed “Received” in any Company fiscal period during which the Financial Reporting Measure specified in the Incentive-Based Compensation award is attained, even if the payment or grant of the Incentive-Based Compensation occurs after the end of that period.

“Relevant Recovery Period” means the three completed fiscal years preceding the earlier to occur of: (i) the date that the Board, a committee of the Board, or the officer or officers of the Company authorized to take such action if Board action is not required, concludes, or reasonably should have concluded, that the Company is required to prepare a Restatement; or (ii) the date a court, regulator, or other legally authorized body directs the Company to prepare a Restatement. “Relevant Recovery Period” also includes, in addition to the three fiscal year period described in the preceding sentence, any transition period (that results from a change in the Company’s fiscal year) within or immediately following that completed three fiscal year period; *provided, further*, a transition period between the last day of the Company’s previous fiscal year end and the first day of its new fiscal year that comprises a period of nine to 12 months would be deemed a completed fiscal year. A “Relevant Recovery Period” does not include any period prior to October 2, 2023.

“Restatement” means an accounting restatement of any of the Company’s financial statements due to the Company’s material noncompliance with any financial reporting requirement under U.S. securities laws, including any required accounting restatement to correct an error in previously issued financial statements that is material to the previously issued financial statements (often referred to as a “Big R” restatement), or that would result in a material misstatement if the error were corrected in the current period or left uncorrected in the current period (often referred to as a “little r” restatement). A Restatement does not include situations in which financial statement changes did not result from material non-compliance with financial reporting requirements, such as, but not limited to retrospective: (i) application of a change in accounting principles; (ii) revision to reportable segment information due to a change in the structure of the Company’s internal organization; (iii) reclassification due to a discontinued operation; (iv) application of a change in reporting entity, such as from a reorganization of entities under common control; (v) adjustment to provision amounts in connection with a prior business combination; and (vi) revision for stock splits, reverse stock splits, stock dividends or other changes in capital structure.

3. Recovery of Excess Incentive Compensation. If the Company is required to prepare a Restatement, the Board shall, unless the Board’s Compensation Committee determines it to be Impracticable, take reasonably prompt action to recover all Excess Compensation from any Covered Executive. The Company’s obligation to recover Excess Compensation is not dependent on if or when the restated financial statements are filed. Subject to applicable law, the Board may seek to recover Excess Compensation by requiring a Covered Executive to repay such amount to the Company; by adding “holdback” or deferral policies to incentive compensation; by adding post-vesting “holding” or “no transfer” policies to equity awards; by set-off of a Covered Executive’s other compensation; by reducing future compensation; or by such other means or combination of means as the Board, in its sole discretion, determines to be appropriate. This Policy is in addition to (and not in lieu of) any right of repayment, forfeiture or off-set against any Covered Executive that may be available under applicable law or otherwise (whether implemented prior to or after adoption of this Policy). The Board may, in its sole discretion and in the exercise of its business judgment, determine whether and to what extent additional action is appropriate to address the circumstances surrounding any Restatement to minimize the likelihood of any recurrence and to impose such other discipline as it deems appropriate.

4. Acknowledgement by Executive Officers. The Board shall provide notice to and seek written acknowledgement of this Policy from each Executive Officer; provided that the failure to provide such notice or obtain such acknowledgement shall have no impact on the applicability or enforceability of this Policy.

5. No Indemnification. Notwithstanding the terms of any of the Company’s organizational documents, any corporate policy or any contract of insurance, employment agreement, or other contract to which the Company is a party, no Covered Executive shall be indemnified against the loss of any Excess Compensation, including any payment or reimbursement for the cost of third-party insurance purchased by any Covered Executive to fund any recovery of Excess Compensation by the Company under this Policy.

6. Disclosures. The Company shall make all disclosures and filings with respect to this Policy and maintain all documents and records that are required by the applicable rules and forms of SEC (including, without limitation, Rule 10D-1) and the Listing Standards.

7. Successors. This Policy shall be binding and enforceable against all Covered Executives and their beneficiaries, heirs, executors, administrators or other legal representatives.

Adopted by the Board of Directors of Fidelity D&D Bancorp, Inc.,
on _____, 2023.

[TO BE SIGNED BY THE COMPANY’S EXECUTIVE OFFICERS:]

Excess Incentive Compensation Recovery Policy Acknowledgment

I, the undersigned, agree and acknowledge that I am fully bound by, and subject to, all of the terms and conditions of the Fidelity D&D Bancorp, Inc.’s Excess Incentive Compensation Recovery Policy (as may be amended, restated, supplemented or otherwise modified from time to time, the “**Policy**”). In the event of any inconsistency between the Policy and the terms of any employment agreement to which I am a party, or the terms of any compensation plan, program or agreement under which any compensation has been granted, awarded, earned or paid, the terms of the Policy shall govern. In the event it is determined by the Board or the Compensation Committee of the Board that any amounts granted, awarded, earned or paid to me must be forfeited or reimbursed to the Company, I will promptly take any action necessary to effectuate such forfeiture and/or reimbursement. Any capitalized terms used in this Acknowledgment without definition shall have the meaning set forth in the Policy.

By: _____ Date _____
[Name] [Title]

