First Resource Bank

2018 ANNUAL REPORT

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The Daily Local Readers' Choice
2018
Best of Chester County

The Daily Local Readers' Choice
2017
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First Resource Bank
www.bauerfinancial.com
Awarded June 2018
Rated 5-Stars by Bauer

BEST 50 OTCQX
2015, 2016, 2018

Dear First Resource Bank Shareholder:

The Bank achieved net income for the year ended December 31, 2018 of $2,165,207; this represents bottom line growth of 28% year over year. While 2018 stands alone as an excellent year, the accomplishments are magnified when you consider our 2016 net income of $1,281,233 and our 2017 net income of $1,687,715. We are pleased to report our 2018 financial results and the performance trends at First Resource Bank.

Our 2018 highlights included:

- Net income was $2,165,207 which was 28% higher than the prior year.
- Total interest income grew 17%.
- Total loans grew 13%.
- Total deposits grew 12%.
- Non-interesting bearing deposits grew 27%.
- Our percentage of checking increased to 18% of total deposits at year-end.
- Earnings per share grew by 17%.
- Return on average assets grew 16%.
- Total assets grew to over $300 million.
- The Bank acquired the site for the third branch location in Wayne, Pennsylvania.
- First Resource Bank was named the Best Bank in Chester County by the readers of the Daily Local News for 2018, the second consecutive year we have earned this award.

2018 was a record year for First Resource Bank in numerous ways. The fact that we achieved record net income in 2018 was especially significant because we took advantage of new income tax savings to invest in the Bank's infrastructure which will benefit us for years to come. 2018 marked the 5th consecutive year with loan growth of 10% or greater. Our strategic focus on checking deposit growth was highly successful as total deposits grew 12% during the year with non-interest bearing deposits up 27% for the year.

The deposit mix improvement toward capturing greater non-interest bearing and low-interest rate deposits was a significant benefit during the year. Total checking deposits grew 23% for the year which exceeded the overall deposit growth rate of 12%. The percentage of interest and non-interest bearing checking deposits to total deposits has grown from 12% at 2015 year end to 18% for 2018 year end. Checking has more than doubled over the last three years from $20.6 million at December 31, 2015 to $42.9 million at December 31, 2018. We are proud of the results of our team's focused efforts for **checking, checking, checking**.

The net interest margin was 3.89% for 2018 which was an improvement over the 3.86% margin for 2017. This improvement occurred in a deposit interest rate market that was as volatile as we have seen in the last 25 years. The Federal Reserve has signaled a slower approach to interest rate increases in the future from the eight increases for a total of 2.00% in the last 26 months. We expect to see a more stable deposit interest rate environment in 2019.

We are very excited about the opportunity to bring our *high touch, high tech* community banking model to our third branch in an incredible market along the Main Line in Wayne, Pennsylvania. Improvements to the property have begun and the branch is expected to open in fall of 2019. The triangle created by our Exton, West Chester and Wayne locations encompasses $12 billion in deposits which will significantly enhance our checking and deposit growth in the immediate future.

Thank you to the Board of Directors for the strategic planning and oversight of the operational plan, and thank you to the First Resource Bank team for their service and diligence in the execution of the plan which resulted in our recent success. The Bank received several accolades in 2018 and they are the direct results of our excellent team's combined effort and consistency every single day.

We would also like to thank you, our shareholders and our customers, for your continued support and patronage. If you're not already banking with us, please give us an opportunity to earn your business so we can demonstrate why First Resource Bank is **Where Customer Satisfaction Comes First**.

If you would like to be added to our shareholders email contact list, please send an email to gmarshall@firstresourcebank.com. If you have any questions about First Resource Bank or any of our available bank services, please feel free to contact Glenn on his cell at 610.996.6661.

Sincerely,

Glenn B. Marshall	**James B. Griffin**
President & CEO	Chairman of the Board

First Resource Bank

Financial Statements

December 31, 2018 and 2017

The report accompanying these financial statements was issued by
BDO USA, LLP, a Delaware limited liability partnership and the U.S. member of
BDO International Limited, a UK company limited by guarantee.

First Resource Bank

Contents

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Independent Auditor's Report

Board of Directors
First Resource Bank
Exton, Pennsylvania

We have audited the accompanying financial statements of First Resource Bank, which comprise the balance sheets as of December 31, 2018 and 2017, and the related statements of income, comprehensive income, shareholders' equity, and cash flows for the years then ended, and the related notes to the financial statements.

Management's Responsibility for the Financial Statements

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

Auditor's Responsibility

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

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

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

Opinion

In our opinion, the financial statements referred to above present fairly, in all material respects, the financial position of First Resource Bank as of December 31, 2018 and 2017, and the results of its operations and its cash flows for the years then ended in accordance with accounting principles generally accepted in the United States of America.

BDO USA, LLP

Philadelphia, Pennsylvania
February 22, 2019

Financial Statements

First Resource Bank

Balance Sheets

December 31,	**2018**	2017
Assets		
Cash and due from banks	$ **5,734,677**	$ 2,998,367
Time deposits at other banks	**599,000**	599,000
Securities available-for-sale, at fair value	**30,778,295**	28,706,386
Securities held-to-maturity (fair value of $6,782,503 at December 31, 2018 and $7,465,992 at December 31, 2017)	**6,983,895**	7,513,544
Loans receivable, net of allowance for loan losses of $1,990,253 at December 31, 2018 and $1,751,953 at December 31, 2017	**242,707,424**	215,711,953
Restricted investment in bank stock	**1,645,000**	1,434,600
Bank premises and equipment, net	**6,647,166**	5,671,763
Accrued interest receivable	**773,133**	660,751
Bank owned life insurance	**5,541,014**	4,391,932
Other assets	**1,037,794**	866,659
Total Assets	$ **302,447,398**	$ 268,554,955
Liabilities and Shareholders' Equity		
Liabilities		
Deposits:		
Noninterest-bearing	$ **31,788,359**	$ 24,987,354
Interest-bearing	**204,413,537**	185,914,759
Total deposits	**236,201,896**	210,902,113
Short-term borrowings	**17,000,400**	17,997,000
Long-term borrowings	**18,515,500**	11,287,500
Subordinated debt	**3,986,097**	3,977,603
Accrued interest payable	**219,788**	169,014
Other liabilities	**1,246,249**	1,058,085
Total Liabilities	**277,169,930**	245,391,315
Shareholders' Equity		
Preferred stock; authorized 489,769 shares, none issued and outstanding	**-**	-
Common stock, $1 par value; authorized 20,000,000 shares; 2,628,316 shares issued and outstanding at December 31, 2018; and 2,621,887 shares issued and outstanding at December 31, 2017	**2,628,316**	2,621,887
Surplus	**15,535,963**	15,472,980
Accumulated other comprehensive loss	**(210,735)**	(89,944)
Retained earnings	**7,323,924**	5,158,717
Total Shareholders' Equity	**25,277,468**	23,163,640
Total Liabilities and Shareholders' Equity	$ **302,447,398**	$ 268,554,955

See accompanying notes to financial statements.

First Resource Bank

Statements of Income

Years Ended December 31,	**2018**	2017
Interest Income		
Loans, including fees	**$ 12,403,812**	$ 10,601,912
Securities	**496,230**	423,450
Other	**62,951**	62,180
Total Interest Income	**12,962,993**	11,087,542
Interest Expense		
Deposits	**2,348,864**	1,661,999
Borrowings	**686,415**	464,937
Total Interest Expense	**3,035,279**	2,126,936
Net interest income	**9,927,714**	8,960,606
Provision for Loan Losses	**513,238**	353,316
Net Interest Income After Provision for Loan Losses	**9,414,476**	8,607,290
Other Income		
Service charges and other fees	**234,448**	216,690
Bank owned life insurance income	**149,082**	113,623
Gain on sale of SBA loans	**96,431**	196,873
Other	**81,305**	63,163
Total Other Income	**561,266**	590,349
Other Expenses		
Salaries and employee benefits	**4,294,541**	3,630,324
Occupancy and equipment	**730,323**	742,960
Professional fees	**366,572**	431,138
Advertising and promotion	**195,357**	156,899
Data processing	**446,542**	390,185
FDIC premium expense	**177,932**	172,524
Loan expenses	**138,541**	195,231
Other	**960,832**	860,704
Total Other Expenses	**7,310,640**	6,579,965
Income before federal income tax expense	**2,665,102**	2,617,674
Federal Income Tax Expense	**499,895**	929,959
Net Income	**$ 2,165,207**	$ 1,687,715

See accompanying notes to financial statements.

First Resource Bank

Statements of Comprehensive Income

Years Ended December 31,	**2018**	2017
Net Income	**$ 2,165,207**	$ 1,687,715
Other Comprehensive Loss		
Unrealized holding losses on available-for-sale securities	**(152,900)**	(1,960)
Tax effect	**32,109**	(14,135)
Total other comprehensive loss	**(120,791)**	(16,095)
Total Comprehensive Income	**$ 2,044,416**	$ 1,671,620

See accompanying notes to financial statements.

First Resource Bank

Statements of Shareholders' Equity

	Common Stock	Surplus	Accumulated Other Comprehensive Income (Loss)	Retained Earnings	Total
Balance, January 1, 2017	$ 2,100,299	$ 12,136,088	$ (73,849)	$ 3,456,201	$ 17,618,739
Net income	-	-	-	1,687,715	1,687,715
Other comprehensive loss	-	-	(16,095)	14,801	(1,294)
Sale of common stock, net of offering costs of $316,197 (521,588 shares)	521,588	3,336,892	-	-	3,858,480
Balance, December 31, 2017	2,621,887	15,472,980	(89,944)	5,158,717	23,163,640
Net income	-	-	-	2,165,207	2,165,207
Other comprehensive loss	-	-	(120,791)	-	(120,791)
Sale of common stock (6,429 shares)	6,429	62,983	-	-	69,412
Balance, December 31, 2018	$ 2,628,316	$ 15,535,963	$ (210,735)	$ 7,323,924	$ 25,277,468

See accompanying notes to financial statements.

First Resource Bank

Statements of Cash Flows

Years Ended December 31,		**2018**		2017
Cash Flows from Operating Activities				
Net income	$	**2,165,207**	$	1,687,715
Adjustments to reconcile change in net income to net cash provided by operating activities:				
Provision for loan losses		**513,238**		353,316
Depreciation and amortization		**342,815**		365,885
Net amortization on securities		**80,025**		126,715
Net amortization of subordinated debt issuance costs		**8,494**		8,495
Amortization of servicing rights		**19,587**		17,368
Net accretion of deferred loan origination fees		**(231,631)**		(188,137)
Deferred tax (benefit) expense		**(90,217)**		78,673
(Gain) loss recorded on other real estate owned		**(24,682)**		5,723
Bank owned life insurance income		**(149,082)**		(113,623)
Proceeds from sales of SBA loans originated for sale		**1,393,952**		2,139,042
SBA loans originated for sale		**(1,297,521)**		(1,942,169)
Gains on sales of SBA loans originated for sale		**(96,431)**		(196,873)
Increase in accrued interest receivable		**(112,382)**		(96,093)
Increase in other assets		**(68,396)**		(166,521)
Increase (decrease) in accrued interest payable		**50,774**		(3,188)
Increase in other liabilities		**188,164**		164,755
Net Cash Provided by Operating Activities		**2,691,914**		2,241,083
Cash Flows from Investing Activities				
Net increase in loans		**(27,476,492)**		(19,617,352)
Purchases of securities available-for-sale		**(19,987,197)**		(18,060,464)
Purchases of securities held-to-maturity		**-**		(3,624,742)
Maturities and principal repayments of securities available-for-sale		**17,692,695**		13,064,179
Maturities and principal repayment of securities held-to-maturity		**519,317**		633,017
Purchase of restricted bank stock		**(210,400)**		(597,200)
Purchase of Bank owned life insurance		**(1,000,000)**		-
Proceeds from sale of other real estate owned		**224,096**		48,703
Purchases of premises and equipment		**(1,318,218)**		(81,900)
Net Cash Used in Investing Activities		**(31,556,199)**		(28,235,759)
Cash Flows from Financing Activities				
Net increase in deposits		**25,299,783**		8,246,962
Net change in short-term borrowings		**(996,600)**		17,997,000
Proceeds from long-term borrowings		**8,678,000**		-
Repayment of long-term borrowings		**(1,450,000)**		(4,320,000)
Sale of common stock		**69,412**		3,858,480
Net Cash Provided by Financing Activities		**31,600,595**		25,782,442
Net increase (decrease) in cash and cash equivalents		**2,736,310**		(212,234)
Cash and Cash Equivalents, Beginning of Year		**2,998,367**		3,210,601
Cash and Cash Equivalents, End of Year	$	**5,734,677**	$	2,998,367
Supplementary Cash Flows Information				
Interest paid	$	**2,984,505**	$	2,130,124
Federal income taxes paid	$	**585,605**	$	805,000
Other real estate owned acquired in settlement of loans	$	**199,414**	$	-

See accompanying notes to financial statements.

1. Summary of Significant Accounting Policies

Organization and Nature of Operations

First Resource Bank (the “Bank”) is incorporated under the laws of the Commonwealth of Pennsylvania and is a Pennsylvania state chartered bank. The Bank is a full service bank providing personal and business lending and deposit services. As a state chartered bank, the Bank is subject to regulation of the Pennsylvania Department of Banking and Securities and the Federal Deposit Insurance Corporation. The region served by the Bank is the southeastern area of Pennsylvania.

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 in the near term relate to the determination of the allowance for loan losses and the valuation of deferred tax assets.

Significant Group Concentrations of Credit Risk

Most of the Bank’s activities are with customers located within Chester County, Pennsylvania. Note 3 discusses the types of lending that the Bank engages in. Although the Bank has a diversified loan portfolio, its debtors’ ability to honor their contracts is influenced by the region’s economy. The Bank does not have any significant concentrations to any one industry or customer.

Presentation of Cash Flows

For purposes of reporting cash flows, cash and cash equivalents include cash on hand, amounts due from banks and federal funds sold. Generally, federal funds are sold for one day periods. As of December 31, 2018 and 2017, the Bank had no federal funds sold.

The Bank maintains cash deposits in other depository institutions that occasionally exceed the amount of deposit insurance available. Management periodically assesses the financial condition of these institutions and believes that the risk of any possible credit loss is minimal.

Comprehensive Income

Accounting principles generally recognized in the United States of America 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 securities available-for-sale, are reported as a separate component of the shareholders’ equity section of the balance sheet, such items, along with net income, are components of comprehensive income (loss).

Securities

Management determines the appropriate classification of debt securities at the time of purchase and re-evaluates such designation as of each balance sheet date.

Securities classified as available-for-sale are those securities that the Bank intends to hold for an indefinite period of time but not necessarily to maturity. Securities available-for-sale are carried at fair value. Any decision to sell a security classified as available-for-sale would be based on various factors, including significant movement in interest rates, changes in maturity mix of the Bank's assets and liabilities, liquidity needs, regulatory capital considerations and other similar factors. Unrealized gains and losses are reported as increases or decreases in other comprehensive income, net of the deferred tax effect. Realized gains or losses, determined on the basis of the cost of the specific securities sold, are included in earnings. Premiums and discounts are recognized in interest income using the interest method over the terms of the securities.

Securities classified as held-to-maturity are those debt securities the Bank has both the intent and ability to hold to maturity regardless of changes in market conditions, liquidity needs or changes in general economic conditions. These securities are carried at cost adjusted for the amortization of premium and accretion of discount, computed by using the interest method over the terms of the securities.

Management evaluates securities for other-than-temporary impairment ("OTTI") on at least a quarterly basis, and more frequently when economic or market conditions warrant such an evaluation. For securities in an unrealized loss position, management considers the extent and duration of the unrealized loss, and the financial condition and near-term prospects of the issuer. Management also assesses whether it intends to sell, or it is more likely than not that it will be required to sell, a security in an unrealized loss position before recovery of its amortized cost basis. If either of the criteria regarding intent or requirement to sell is met, the entire difference between amortized cost and fair value is recognized as impairment through earnings. For debt securities that do not meet the aforementioned criteria, the amount of impairment is split into two components as follows: 1) OTTI related to credit loss, which must be recognized in the income statement, and 2) OTTI related to other factors, which is recognized in other comprehensive income (loss). The credit loss is defined as the difference between the present value of the cash flows expected to be collected and the amortized cost basis.

Loans Receivable

Loans receivable that management has the intent and ability to hold for the foreseeable future or until maturity or payoff are stated at their outstanding unpaid principal balances, net of an allowance for loan losses and any deferred fees or costs. Interest income is accrued on the unpaid principal balance. Loan origination fees, net of certain direct origination costs, are deferred and recognized as an adjustment of the yield (interest income) of the related loans. The Bank is generally amortizing these amounts over the contractual life of the loan. Premiums and discounts on purchased loans are amortized as adjustments to interest income using the effective yield method.

The loans receivable portfolio is segmented into commercial and consumer loans. Commercial loans consist of the following classes: commercial, commercial real estate and commercial construction. Consumer loans consist of the following classes: home equity loans and other consumer loans.

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

Allowance for Loan Losses

The allowance for loan losses represents management's estimate of losses inherent in the loan portfolio as of the balance sheet date and is recorded as a reduction to loans. The allowance for loan losses is increased by the provision for loan losses, and decreased by charge-offs, net of recoveries. Loans deemed to be uncollectible are charged against the allowance for loan losses, and subsequent recoveries, if any, are credited to the allowance. All, or part, of the principal balance of loans receivable are charged off to the allowance as soon as it is determined that the repayment of all, or part, of the principal balance is highly unlikely. Non-residential consumer loans are generally charged off no later than 120 days past due on a contractual basis, earlier in the event of bankruptcy, or if there is an amount deemed uncollectible. Because all identified losses are immediately charged off, no portion of the allowance for loan losses is restricted to any individual loan or groups of loans, and the entire allowance is available to absorb any and all loan losses.

The allowance for loan losses is maintained at a level considered adequate to provide for losses that can be reasonably anticipated. Management performs a quarterly evaluation of the adequacy of the allowance. The allowance is based on the Bank's past loan loss experience, known and inherent risks in the portfolio, adverse situations that may affect the borrower's ability to repay, the estimated value of any underlying collateral, composition of the loan portfolio, current economic conditions and other relevant factors. This evaluation is inherently subjective as it requires material estimates that may be susceptible to significant revision as more information becomes available.

The allowance consists of specific and general components. The specific component relates to loans that are classified as impaired. For loans that are classified as impaired, an allowance is established when the discounted cash flows (or collateral value or observable market price) of the impaired loan is lower than the carrying value of that loan. The general component covers pools of loans by loan class including commercial loans not considered impaired, as well as smaller balance homogeneous loans, such as home equity loans and other consumer loans. These pools of loans are evaluated for loss exposure based upon historical loss rates for each of these categories of loans, adjusted for qualitative factors. These qualitative risk factors include:

1. Lending policies and procedures, including underwriting standards and collection, charge-off, and recovery practices.

2. National, regional, and local economic and business conditions as well as the condition of various market segments, including the value of underlying collateral for collateral dependent loans.

3. Nature and volume of the portfolio and terms of loans.

4. Experience, ability, and depth of lending management and staff.

5. Volume and severity of past due, classified and nonaccrual loans and other loan modifications.

6. Quality of the Bank's loan review system, and the degree of oversight by the Bank's Board of Directors.

7. Existence and effect of any concentrations of credit and changes in the level of such concentrations.

8. Effect of external factors, such as competition and legal and regulatory requirements.

Each factor is assigned a value to reflect improving, stable or declining conditions based on management's best judgment using relevant information available at the time of the evaluation. Adjustments to the factors are supported through documentation of changes in conditions in a narrative accompanying the allowance for loan loss calculation.

A majority of the Bank's loans are loans to business owners of many types. The Bank makes commercial loans for real estate development, equipment financing, accounts receivable and inventory financing and other purposes as required by the customer base.

The Bank's credit policies determine advance rates against the different forms of collateral that can be pledged against commercial loans. Typically, the majority of loans will be limited to a percentage of their underlying collateral values such as real estate values, equipment, eligible accounts receivable and finished inventory or raw material. Individual loan advance rates may be higher or lower depending upon the financial strength of the borrower and/or the term of the loan.

The evaluation of the adequacy of the allowance is based on an analysis which categorizes the entire loan portfolio by certain risk characteristics. The loan portfolio is segmented into the following loan classes, where the risk level for each class is analyzed when determining the allowance for loan losses.

1. Commercial loans are made to entrepreneurs, proprietors, professionals, partnerships, LLP's, LLC's and corporations. The assets financed are used within the business for its ongoing operation. Repayment of these kinds of loans generally comes from the cash flow of the business or the ongoing conversions of assets, such as accounts receivable and inventory, to cash. These loans can be affected by economic conditions. Commercial term loans may have maturities up to 10 years and generally have fixed interest rates for up to five years. Commercial lines of credit are renewed annually and generally carry variable interest rates. Typical collateral for commercial loans include the borrower's accounts receivable, inventory and machinery and equipment.

2. Commercial real estate loans include long-term loans financing commercial properties, either owner occupied or rental properties. Repayment of this kind of loan is dependent upon either the ongoing cash flow of the borrowing entity or the resale of or lease of the subject property. These loans can be affected by economic conditions and the value of the underlying properties. Commercial real estate loans require a loan to value ratio of not greater than 80%. Loan amortizations vary from one year to twenty-five years and terms typically do not exceed 10 years. Interest rates can be either floating or adjustable periods of up to five years with either a rate reset provision or a balloon payment.

3. Commercial construction loans include loans to finance the construction or rehabilitation of either commercial properties or 1 to 4 family residential structures. The vast majority of the commercial construction portfolio finances 1 to 4 family residential properties. Construction loans generally are considered to involve a higher degree of risk of loss than occupied real estate due to uncertainty of construction costs. Inspections are performed prior to disbursement of loan proceeds as construction progress to mitigate these risks. These loans can also be affected by economic conditions. The commercial construction portfolio is focused on small spot lot builders and smaller building companies. These loans carry variable interest rates and are usually interest only loans with maturities ranging from one year to three years.

4. Home equity loans, home equity lines of credit, residential mortgages and residential construction loans are secured by the borrower's residential real estate in either a first or second lien position. These loans can be affected by economic conditions and the value of the underlying property. The risk is considered low on loans in these categories that are secured by first liens. The credit risk is considered slightly higher on loans in these categories with second liens as these loans are dependent on the value of the underlying properties and have the added risk of the subordinate collateral positions. Home equity loans require a loan to value ratio of not greater than 85% with limited exceptions. Home equity lines of credit have variable rates. Closed end home equity loans have maturities up to fifteen years and carry fixed interest rates. Residential mortgages have adjustable rates and terms up to thirty years.

5. Other consumer loans include installment loans, car loans and overdraft lines of credit. The majority of these loans are unsecured and therefore are considered to involve a higher risk of loss.

6. Cash collateralized loans consist of loans secured by deposit accounts. These loans have low credit risk as they are fully secured by their collateral.

The vast majority of the commercial and consumer loans are located in Chester County, Pennsylvania.

A loan is considered impaired when, based on current information and events, it is probable that the Bank will be unable to collect the scheduled payments of principal or interest when due according to the contractual terms of the loan agreement. Factors considered by management in determining impairment include payment status, collateral value and the probability of collecting scheduled principal and interest payments when due. Loans that experience insignificant payment delays and payment shortfalls generally are not classified as impaired. Management determines the significance of payment delays and payment shortfalls on a case-by-case basis, taking into consideration all of the circumstances surrounding the loan and the borrower, including the length of the delay, the reasons for the delay, the borrower's prior payment record and the amount of the shortfall in relation to the principal and interest owed. Impairment is measured on a loan by loan basis for commercial loans, commercial real estate loans and commercial construction loans by either the present value of expected future cash flows discounted at the loan's effective interest rate or the fair value of the collateral if the loan is collateral dependent.

An allowance for loan losses is established for an impaired loan if its carrying value exceeds its estimated fair value, or the amount by which its carrying value exceeds its estimated fair value is charged-off. The estimated carrying values of the Bank's impaired loans are measured based on the estimated fair value of the loan's collateral or the present value of expected future cash flows.

For commercial loans secured by real estate, estimated fair values are determined primarily through third-party appraisals. When a real estate secured loan becomes impaired, a decision is made regarding whether an updated appraisal of the real estate is necessary. This decision is based on various considerations, including the age of the most recent appraisal, the loan-to-value ratio based on the original appraisal and the condition of the property. Appraised values are discounted to arrive at the estimated selling price of the collateral, which is considered to be the estimated fair value. The discounts also include estimated costs to sell the property.

For commercial loans secured by non-real estate collateral, such as accounts receivable, inventory and equipment, estimated fair values are determined based on the borrower's financial statements, inventory reports, accounts receivable aging or equipment appraisals or invoices. Indications of value from these sources are generally discounted based on the age of the financial information or the quality of the assets.

Loans whose terms are modified are classified as troubled debt restructurings if the Bank grants such borrowers concessions and it is deemed that those borrowers are experiencing financial difficulty. Concessions granted under a troubled debt restructuring generally involve a temporary reduction in interest rate, to a below market rate for a loan with similar credit risk, or an extension of a loan's stated maturity date. Nonaccrual troubled debt restructurings are restored to accrual status if principal and interest payments, under the modified terms, are current for six consecutive months after modification. Loans classified as troubled debt restructurings are designated as impaired.

The allowance calculation methodology includes further segregation of loan classes into risk rating categories. The borrower’s overall financial condition, repayment sources, guarantors and value of collateral, if appropriate, are evaluated annually for commercial loans or when credit deficiencies arise, such as delinquent loan payments, for commercial and consumer loans. Credit quality risk ratings include regulatory classifications of special mention, substandard, doubtful and loss. Loans criticized special mention have potential weaknesses that deserve management’s close attention. If uncorrected, the potential weaknesses may result in deterioration of the repayment prospects. Loans classified substandard have a well-defined weakness or weaknesses that jeopardize the liquidation of the debt. They include loans that are inadequately protected by the current sound net worth and paying capacity of the obligor or of the collateral pledged, if any. Loans classified doubtful have all the weaknesses inherent in loans classified substandard with the added characteristic that collection or liquidation in full, on the basis of current conditions and facts, is highly improbable. Loans classified as a loss are considered uncollectible and are charged to the allowance for loan losses. Loans not classified are rated pass.

In addition, regulatory agencies, as an integral part of their examination process, periodically review the Bank’s allowance for loan losses and may require the Bank to recognize additions to the allowance based on their judgments about information available to them at the time of their examination, which may not be currently available to management. Based on management’s comprehensive analysis of the loan portfolio, management believes the current level of the allowance for loan losses is adequate.

U.S. Small Business Association (SBA) Lending Activities

The Bank originates loans to customers in its primary market area under an SBA program that generally provides for SBA guarantees of up to 90 percent of each loan. The Bank generally sells the guaranteed portion of its SBA loans to a third party and retains the servicing, holding the nonguaranteed portion in its portfolio. When the guaranteed portion of an SBA loan is sold, the premium received on the sale and the present value of future cash flows of the servicing assets are recognized in income.

SBA servicing assets are recognized separately when rights are acquired through the sale of the SBA guaranteed portion. These servicing rights are initially measured at fair value at the date of sale and included in the gain on sale. To determine the fair value of servicing rights, the Bank uses market prices for comparable mortgage servicing contracts, when available, or alternatively, uses a valuation model that calculates the present value of estimated future net servicing income. In using this valuation method, the Bank incorporates assumptions that market participants would use in estimating future net servicing income, which includes estimates of the cost to service, the discount rate, custodial earnings rate, an inflation rate, ancillary income, prepayment speeds, default rates, late fees and losses.

Servicing rights are amortized in proportion to, and over the period of, the estimated net servicing income or net servicing loss and measured for impairment based on fair value at each reporting date. The amortization of the servicing rights is analyzed periodically and is adjusted to reflect changes in prepayment rates and other estimates.

Serviced loans sold to others are not included in the accompanying balance sheets. Income (losses) and fees collected for loan servicing are included within other income on the statements of income.

Transfers of Financial Assets

Transfers of financial assets, including loan and loan participation sales, are accounted for as sales, when control over the assets has been surrendered. Control over transferred assets is deemed to be surrendered when (1) the assets have been isolated from the Bank, (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 Bank does not maintain effective control over the transferred assets through an agreement to repurchase them before their maturity.

Bank Owned Life Insurance

The Bank invests in bank owned life insurance ("BOLI") as a source of funding for employee benefit expenses. BOLI involves the purchasing of life insurance by the Bank on a chosen group of officers. The Bank is the owner and beneficiary of the policies. This life insurance investment is carried at the cash surrender value of the underlying policies. Increases in cash surrender value are recorded in other income.

Restricted Investment in Bank Stock

Restricted stock at December 31, 2018 and 2017 is comprised of stock in the Federal Home Loan Bank of Pittsburgh ("FHLB") in the amount of $1,595,000 and $1,384,600, respectively, and in Atlantic Community Bankers Bank ("ACBB") in the amount of $50,000 for both years. Federal law requires a member institution of the Federal Home Loan Bank to hold stock according to a predetermined formula. All restricted stock is recorded at cost.

Other Real Estate Owned

Other real estate owned ("OREO") is comprised of property acquired through a foreclosure proceeding or acceptance of a deed-in-lieu of foreclosure and loans classified as in-substance foreclosure. A loan is classified as in-substance foreclosure when the Bank has taken possession of the collateral regardless of whether formal proceedings take place. OREO initially is recorded at fair value, net of estimated selling costs, at the date of foreclosure establishing a new cost basis. Any write-downs based on fair value at the date of foreclosure are charged to the allowance for loan losses. If an increase in cost basis results, it is classified as non-interest income unless there has been a prior charge-off, in which case a recovery to the allowance for loan losses is recorded. After foreclosure, valuations are periodically performed by management and the assets are carried at the lower of cost or fair value minus estimated costs to sell. Revenues and expenses from operations and write-downs are included in other expenses. In addition, any gain or loss realized upon disposal is included in other expense. The Bank had OREO of $-0- at December 31, 2018 and December 31, 2017. Such assets are recorded in other assets in the accompanying balance sheets.

Bank Premises and Equipment

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 related assets. Leasehold improvements are depreciated over the lesser of the useful life, or term of the lease, including renewal options, if reasonably assured, on a straight-line basis. Construction in progress represents costs capitalized in connection with new branch facilities that were not complete and other assets that were not placed in service as of the balance sheet dates.

Advertising Costs

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

Employee Benefit Plans

The Bank has established a 401(k) Plan (the "Plan"). All employees are eligible to participate after they have attained the age of 18. The employees may contribute up to the maximum percentage allowable by law of their compensation to the Plan. During 2018 and 2017, the Bank has elected to make a 3% safe harbor contribution for all employees. This contribution is vested immediately. The Bank's contribution to the Plan for the years ended December 31, 2018 and 2017 was $104,629 and $86,220, respectively.

The Bank has implemented non-qualified Supplemental Executive Retirement Plans for certain executive officers that provide for payments upon retirement, death or disability. As of December 31, 2018 and 2017, other liabilities include $302,530 and $246,195 accrued under these plans, respectively. For the years ended December 31, 2018 and 2017, salaries and employee benefits expense includes $56,335 and $51,568 expensed under these plans, respectively.

Income Taxes

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

Off-Balance Sheet Financial Instruments

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

Subsequent Events

The Bank has evaluated events and transactions occurring subsequent to the balance sheet date of December 31, 2018 for items that should potentially be recognized or disclosed in these financial statements. The evaluation was conducted through February 22, 2019, the date these financial statements were available to be issued.

2. Securities

The amortized cost and fair value of securities available-for-sale and held-to-maturity at December 31, 2018 and 2017 are summarized as follows:

December 31, 2018	Amortized Cost	Gross Unrealized Gains	Gross Unrealized Losses	Fair Value
Available-for-sale:				
U. S. government securities	$ 19,997,488	$ -	$ (13,089)	$ 19,984,399
U. S. government mortgage-backed securities - residential	11,047,559	20,624	(274,287)	10,793,896
	$ 31,045,047	$ 20,624	$ (287,376)	$ 30,778,295
Held-to-maturity:				
U. S. government mortgage-backed securities - residential	$ 84,145	$ 1,389	$ -	$ 85,534
Municipal bonds	6,899,750	514	(203,295)	6,696,969
	$ 6,983,895	$ 1,903	$ (203,295)	$ 6,782,503

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December 31, 2017		Amortized Cost		Gross Unrealized Gains		Gross Unrealized Losses		Fair Value
Available-for-sale:								
U. S. government securities	$	14,998,578	$	-	$	(3,561)	$	14,995,017
U. S. government mortgage-backed securities - residential		13,821,660		42,159		(152,450)		13,711,369
	$	28,820,238	$	42,159	$	(156,011)	$	28,706,386
Held-to-maturity:								
U. S. government mortgage-backed securities - residential	$	103,714	$	4,658	$	-	$	108,372
Corporate bonds		500,000		5,990		-		505,990
Municipal bonds		6,909,830		11,778		(69,978)		6,851,630
	$	7,513,544	$	22,426	$	(69,978)	$	7,465,992

The following tables show the investments' gross unrealized losses and fair value, aggregated by investment category and length of time that individual securities have been in a continuous unrealized loss position, at December 31, 2018 and 2017.

December 31, 2018	Less than 12 Months		12 Months or Longer		Total	
	Fair Value	Unrealized Losses	Fair Value	Unrealized Losses	Fair Value	Unrealized Losses
Securities available-for-sale:						
U. S. government securities	**$ 19,984,399**	**$ (13,089)**	**$ -**	**$ -**	**$ 19,984,399**	**$ (13,089)**
U. S. government mortgage-backed securities - residential	**228,753**	**(192)**	**9,539,869**	**(274,095)**	**9,768,622**	**(274,287)**
	$ 20,213,152	**$ (13,281)**	**$ 9,539,869**	**$ (274,095)**	**$ 29,753,021**	**$ (287,376)**
Securities held-to-maturity:						
Municipal bonds	**$ 2,163,644**	**$ (39,999)**	**$ 4,146,330**	**$ (163,296)**	**$ 6,309,974**	**$ (203,295)**

December 31, 2017	Less than 12 Months		12 Months or Longer		Total	
	Fair Value	Unrealized Losses	Fair Value	Unrealized Losses	Fair Value	Unrealized Losses
Securities available-for-sale:						
U. S. government securities	$ 9,995,300	$ (3,561)	$ -	$ -	$ 9,995,300	$ (3,561)
U. S. government mortgage-backed securities - residential	8,604,414	(92,576)	3,336,184	(59,874)	11,940,598	(152,450)
	$ 18,599,714	$ (96,137)	$ 3,336,184	$ (59,874)	$ 21,935,898	$ (156,011)
Securities held-to-maturity:						
Municipal bonds	$ 2,686,881	$ (18,337)	$ 1,560,687	$ (51,641)	$ 4,247,568	$ (69,978)

As of December 31, 2018, eight securities were in unrealized loss positions for less than twelve months due to interest rate fluctuations and twenty-seven securities were in unrealized loss positions for longer than twelve months due to interest rate fluctuations. As of December 31, 2017, twenty securities were in unrealized loss positions for less than twelve months due to interest rate fluctuations and nine securities were in unrealized loss positions for longer than twelve months due to interest rate fluctuations. No securities were deemed to be other-than-temporarily impaired.

The amortized cost and fair value of securities as of December 31, 2018, by contractual maturity, are shown below. Expected maturities may differ from contractual maturities because the securities may be called without any penalties.

December 31, 2018	Available-for-Sale		Held-to-Maturity	
	Amortized Cost	Fair Value	Amortized Cost	Fair Value
Due less than one year	**$ 19,997,488**	**$ 19,984,399**	**$ -**	**$ -**
Due after one year through five years	**-**	**-**	**1,052,626**	**1,039,498**
Due after five years through ten years	**-**	**-**	**2,800,124**	**2,748,678**
Due over 10 years	**-**	**-**	**3,047,000**	**2,908,793**
	19,997,488	**19,984,399**	**6,899,750**	**6,696,969**
U.S. government mortgage-backed securities - residential	**11,047,559**	**10,793,896**	**84,145**	**85,534**
	$ 31,045,047	**$ 30,778,295**	**$ 6,983,895**	**$ 6,782,503**

Securities with a carrying value of $1,725,000 and $2,157,000 at December 31, 2018 and 2017, respectively, were pledged to secure public deposits and for other purposes required or permitted by law.

During the years ended December 31, 2018 and 2017, there were no securities sold by the Bank.

3. Loans Receivable

The composition of loans receivable at December 31, 2018 and 2017 is as follows:

	2018	2017
Commercial	$ 31,692,972	$ 28,260,936
Commercial real estate	171,111,455	148,235,135
Commercial construction	20,581,905	19,952,645
Home equity	20,933,652	20,863,881
Consumer, other	897,310	566,329
Total loans	245,217,294	217,878,926
Unearned net loan origination fees and costs	(519,617)	(415,020)
Allowance for loan losses	(1,990,253)	(1,751,953)
Net Loans	$ 242,707,424	$ 215,711,953

Loan Sales

The Bank originates and sells loans secured by the SBA. The Bank retains the unguaranteed portion of the loan and the servicing on the loans sold and receives a fee based upon the principal balance outstanding.

During the years ended December 31, 2018 and 2017, the Bank sold SBA loans originated for sale for total proceeds of $1,393,952 and $2,139,042, respectively. The loan sales resulted in realized gains of $96,431 and $196,873 for the years ended December 31, 2018 and 2017, respectively. There were no SBA loans originated for sale held at December 31, 2018 and 2017.

Loans serviced for others are not included in the accompanying balance sheets. The unpaid principal balances of loans serviced for others were $7,078,287 and $6,012,462 at December 31, 2018 and 2017, respectively.

The following summarizes the activity pertaining to the servicing rights using the amortization method for the years ended December 31, 2018 and 2017:

	2018	2017
Balance, Beginning	$ 132,102	$ 107,741
Additions	28,195	41,729
Impairment	(5,513)	-
Amortization	(19,587)	(17,368)
Balance, Ending	$ 135,197	$ 132,102

The risks inherent in the servicing rights relate primarily to changes in prepayments that result from shifts in interest rates. The servicing rights are included in other assets in the balance sheets.

4. Allowance for Loan Losses

The following tables summarize the activity in the allowance for loan losses by loan class for the years ended December 31, 2018 and 2017, and information in regards to the allowance for loan losses and the recorded investment in loans receivable by loan class as of December 31, 2018 and 2017:

2018 — Allowance for Loan Losses

	Beginning Balance	Charge-offs	Recoveries	Provisions	Ending Balance	Ending Balance: Individually Evaluated for Impairment	Ending Balance: Collectively Evaluated for Impairment
Commercial	**$ 260,393**	**$ (149,845)**	**$ 19,171**	**$ 180,061**	**$ 309,780**	**$ -**	**$ 309,780**
Commercial real estate	**1,023,026**	**(154,000)**	**2,282**	**404,082**	**1,275,390**	**-**	**1,275,390**
Commercial construction	**238,589**	**-**	**5,750**	**(20,965)**	**223,374**	**-**	**223,374**
Home equity	**222,776**	**-**	**-**	**(52,023)**	**170,753**	**-**	**170,753**
Consumer, other	**7,169**	**-**	**1,704**	**2,083**	**10,956**	**-**	**10,956**
	$ 1,751,953	**$ (303,845)**	**$ 28,907**	**$ 513,238**	**$ 1,990,253**	**$ -**	**$ 1,990,253**

2018 — Loans Receivable

	Ending Balance	Ending Balance: Individually Evaluated for Impairment	Ending Balance: Collectively Evaluated for Impairment
Commercial	**$ 31,692,972**	**$ 1,612,077**	**$ 30,080,895**
Commercial real estate	**171,111,455**	**3,356,874**	**167,754,581**
Commercial construction	**20,581,905**	**70,241**	**20,511,664**
Home equity	**20,933,652**	**995,094**	**19,938,558**
Consumer, other	**897,310**	**216,791**	**680,519**
	$ 245,217,294	**$ 6,251,077**	**$ 238,966,217**

2017 — Allowance for Loan Losses

	Beginning Balance	Charge-offs	Recoveries	Provisions	Ending Balance	Ending Balance: Individually Evaluated for Impairment	Ending Balance: Collectively Evaluated for Impairment
Commercial	$ 229,076	$ (7,114)	$ 1,827	$ 36,604	$ 260,393	$ -	$ 260,393
Commercial real estate	870,781	(123,000)	2,283	272,962	1,023,026	-	1,023,026
Commercial construction	231,885	-	4,925	1,779	238,589	-	238,589
Home equity	240,822	(59,703)	6,870	34,787	222,776	-	222,776
Consumer, other	6,504	(15,000)	8,481	7,184	7,169	-	7,169
	$ 1,579,068	$ (204,817)	$ 24,386	$ 353,316	$ 1,751,953	$ -	$ 1,751,953

2017	Loans Receivable		
	Ending Balance	Ending Balance: Individually Evaluated for Impairment	Ending Balance: Collectively Evaluated for Impairment
Commercial	$ 28,260,936	$ 2,253,078	$ 26,007,858
Commercial real estate	148,235,135	4,464,027	143,771,108
Commercial construction	19,952,645	70,241	19,882,404
Home equity	20,863,881	973,163	19,890,718
Consumer, other	566,329	89,652	476,677
	$ 217,878,926	$ 7,850,161	$ 210,028,765

The following tables present the classes of the loan portfolio summarized by the aggregate pass rating and the classified ratings of special mention and substandard within the Bank's internal risk rating system as of December 31, 2018 and 2017:

December 31, 2018	Commercial	Commercial Real Estate	Commercial Construction	Home Equity	Consumer, Other	Total
Pass	**$ 30,080,895**	**$ 167,754,581**	**$ 20,511,664**	**$ 19,971,377**	**$ 897,310**	**$239,215,827**
Special mention	**-**	**-**	**-**	**728,800**	**-**	**728,800**
Substandard	**1,612,077**	**3,356,874**	**70,241**	**233,475**	**-**	**5,272,667**
	$ 31,692,972	**$ 171,111,455**	**$ 20,581,905**	**$ 20,933,652**	**$ 897,310**	**$245,217,294**

December 31, 2017	Commercial	Commercial Real Estate	Commercial Construction	Home Equity	Consumer, Other	Total
Pass	$ 26,007,858	$ 143,771,107	$ 19,882,404	$ 20,055,820	$ 566,329	$ 210,283,518
Special mention	755,138	412,293	-	86,892	-	1,254,323
Substandard	1,497,940	4,051,735	70,241	721,169	-	6,341,085
	$ 28,260,936	$ 148,235,135	$ 19,952,645	$ 20,863,881	$ 566,329	$ 217,878,926

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The following tables summarize information in regards to impaired loans by loan portfolio class as of and for the years ended December 31, 2018 and 2017:

December 31, 2018	Recorded Investment	Unpaid Principal Balance	Related Allowance	Average Recorded Investment	Interest Income Recognized
With no related allowance recorded:					
Commercial	**$ 1,612,077**	**$ 1,612,077**	**$ -**	**$ 2,047,109**	**$ 114,018**
Commercial real estate	**3,356,874**	**3,752,822**	**-**	**3,708,976**	**53,855**
Commercial construction	**70,241**	**104,243**	**-**	**70,241**	**-**
Home equity	**995,094**	**995,094**	**-**	**976,017**	**41,283**
Consumer - other	**216,791**	**269,980**	**-**	**108,155**	**3,338**
With an allowance recorded:					
Commercial	**$ -**	**$ -**	**$ -**	**$ -**	**$ -**
Commercial real estate	**-**	**-**	**-**	**-**	**-**
Commercial construction	**-**	**-**	**-**	**-**	**-**
Home equity	**-**	**-**	**-**	**-**	**-**
Consumer - other	**-**	**-**	**-**	**-**	**-**
Total:					
Commercial	**$ 1,612,077**	**$ 1,612,077**	**$ -**	**$ 2,047,109**	**$ 114,018**
Commercial real estate	**3,356,874**	**3,752,822**	**-**	**3,708,976**	**53,855**
Commercial construction	**70,241**	**104,243**	**-**	**70,241**	**-**
Home equity	**995,094**	**995,094**	**-**	**976,017**	**41,283**
Consumer, other	**216,791**	**269,980**	**-**	**108,155**	**3,338**

December 31, 2017	Recorded Investment	Unpaid Principal Balance	Related Allowance	Average Recorded Investment	Interest Income Recognized
With no related allowance recorded:					
Commercial	$ 2,253,078	$ 2,253,078	$ -	$ 1,863,135	$ 110,063
Commercial real estate	4,464,027	4,753,512	-	4,552,898	116,304
Commercial construction	70,241	104,243	-	70,241	-
Home equity	973,163	973,163	-	703,469	24,745
Consumer - other	89,652	142,841	-	91,173	2,962
With an allowance recorded:					
Commercial	$ -	$ -	$ -	$ -	$ -
Commercial real estate	-	-	-	-	-
Commercial construction	-	-	-	-	-
Home equity	-	-	-	-	-
Consumer - other	-	-	-	-	-
Total:					
Commercial	$ 2,253,078	$ 2,253,078	$ -	$ 1,863,135	$ 110,063
Commercial real estate	4,464,027	4,753,512	-	4,552,898	116,304
Commercial construction	70,241	104,243	-	70,241	-
Home equity	973,163	973,163	-	703,469	24,745
Consumer, other	89,652	142,841	-	91,173	2,962

The performance and credit quality of the loan portfolio is also monitored by analyzing the age of the loans receivable as determined by the length of time a recorded payment is past due. The following table presents the classes of the loan portfolio summarized by the past due status as of December 31, 2018 and 2017:

December 31, 2018	30-59 Days Past Due	60-89 Days Past Due	Greater Than 90 Days	Total Past Due	Current	Total Loans Receivables	Recorded Investment >90 Days and Accruing
Commercial	**$ -**	**$ 523,799**	**$ 61,163**	**$ 584,962**	**$ 31,108,010**	**$ 31,692,972**	**$ -**
Commercial real estate	**727,104**	**-**	**2,366,163**	**3,093,267**	**168,018,188**	**171,111,455**	**379,756**
Commercial construction	**-**	**-**	**70,241**	**70,241**	**20,511,664**	**20,581,905**	**-**
Home equity	**-**	**578,735**	**295,305**	**874,040**	**20,059,612**	**20,933,652**	**295,305**
Consumer, other	**-**	**-**	**-**	**-**	**897,310**	**897,310**	**-**
	$ 727,104	**$1,102,534**	**$ 2,792,872**	**$ 4,622,510**	**$ 240,594,784**	**$ 245,217,294**	**$ 675,061**

December 31, 2017	30-59 Days Past Due	60-89 Days Past Due	Greater Than 90 Days	Total Past Due	Current	Total Loans Receivables	Recorded Investment >90 Days and Accruing
Commercial	$ -	$ 31,948	$ 61,163	$ 93,111	$ 28,167,825	$ 28,260,936	$ -
Commercial real estate	-	545,059	2,328,575	2,873,634	145,361,501	148,235,135	-
Commercial construction	-	-	70,241	70,241	19,882,404	19,952,645	-
Home equity	413,907	202,107	-	616,014	20,247,867	20,863,881	-
Consumer, other	-	-	-	-	566,329	566,329	-
	$ 413,907	$ 779,114	$ 2,459,979	$ 3,653,000	$ 214,225,926	$ 217,878,926	$ -

The following table presents nonaccrual loans by classes of the loan portfolio as of December 31, 2018 and 2017:

	2018	2017
Commercial	**$ 61,163**	$ 61,163
Commercial real estate	**1,986,407**	2,328,575
Commercial construction	**70,241**	70,241
Home equity	**-**	570,768
	$ 2,117,811	$ 3,030,747

The Bank may grant a concession or modification for economic or legal reasons related to a borrower's financial condition that it would not otherwise consider resulting in a modified loan which is then identified as a troubled debt restructuring ("TDR"). Concessions granted under a troubled debt restructuring generally involve a temporary reduction in interest rate, to a below market rate for a loan with similar credit risk, or an extension of a loan's stated maturity date. Loan modifications are intended to minimize the economic loss and to avoid foreclosure or repossession of the collateral.

The Bank identifies loans for potential restructure primarily through direct communication with the borrower and evaluation of the borrower's financial statements, revenue projections, tax returns, and credit reports. Even if the borrower is not presently in default, management will consider the likelihood that cash flow shortages, adverse economic conditions, and negative trends may result in a payment default in the near future.

The following table presents the Bank's troubled debt restructurings that occurred during the year ended December 31, 2018:

2018	Number of Contracts	Pre-Modification Outstanding Recorded Investments	Post-Modification Outstanding Recorded Investments
Troubled debt restructurings:			
Consumer, other	2	$ 130,903	$ 130,903

There were no troubled debt restructurings during the year ended December 31, 2017.

There were no troubled debt restructurings with a payment default within twelve months of the restructure date, during the years ended December 31, 2018 and 2017.

At December 31, 2018 and 2017, the Bank had $-0- and $-0-, respectively, of residential real estate held in other real estate owned. At December 31, 2018 and 2017, the Bank had initiated foreclosure proceedings on approximately $703,347 and $571,000, respectively, of loans secured by residential real estate.

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5. Bank Premises and Equipment

The components of premises and equipment at December 31, 2018 and 2017 are as follows:

	2018	2017
Land	$ 1,760,000	$ 1,760,000
Land improvements	410,554	410,554
Buildings	3,222,489	3,222,489
Leasehold improvements	16,204	16,204
Furniture, fixtures and equipment	1,117,706	1,097,170
Computer equipment and data processing software	616,121	590,660
Construction in progress	1,255,306	10,618
	8,398,380	7,107,695
Accumulated depreciation and amortization	(1,751,214)	(1,435,932)
	$ 6,647,166	$ 5,671,763

Depreciation and amortization expense was $342,815 and $365,885 for the years ended December 31, 2018 and 2017, respectively.

As of December 31, 2018, construction in progress represents expenditures the Bank has incurred related to a new branch. The Bank anticipates additional costs of approximately $2,260,000 to complete the branch.

6. Deposits

The components of deposits at December 31, 2018 and 2017 are as follows:

	2018	2017
Demand, non-interest bearing	$ 31,788,359	$ 24,987,354
Demand, interest-bearing	11,069,325	9,755,198
Money market accounts	101,887,847	108,500,566
Time, $250,000 and over	16,852,240	5,873,616
Time, other	74,604,125	61,785,379
	$ 236,201,896	$ 210,902,113

At December 31, 2018, the scheduled maturities of time deposits are as follows:

Year ending December 31,	
2019	$ 42,996,945
2020	21,613,270
2021	10,956,840
2022	553,509
2023	15,335,801
	$ 91,456,365

At December 31, 2018 and 2017, the Bank had brokered deposits of $5,946,672 and $8,018,140, respectively.

7. Borrowings

Short-term borrowings at December 31, 2018 consist of an advance from the Federal Home Loan Bank (FHLB) of $17,000,400, due January 2, 2019 with interest at 2.65%. Short-term borrowings at December 31, 2017 consisted of an advance from the Federal Home Loan Bank (FHLB) of $17,997,000, due January 2, 2018 with interest at 1.57%. The Bank utilizes overnight borrowings from the FHLB for cash flow needs.

Long-term borrowings at December 31, 2018 and 2017 consisted of FHLB borrowings with the following maturity dates and interest rates:

	2018	2017
Fixed note at 1.102%, maturing on March 30, 2018	**$ -**	$ 1,450,000
Fixed note at 1.998%, maturing on February 4, 2019	**1,000,000**	-
Fixed note at 1.429%, maturing on April 1, 2019	**850,000**	850,000
Fixed note at 2.365%, maturing on May 15, 2019	**900,000**	-
Fixed note at 2.232%, maturing on February 3, 2020	**1,000,000**	-
Fixed note at 1.617%, maturing on March 30, 2020	**850,000**	850,000
Fixed note at 1.235%, maturing on June 3, 2020	**2,000,000**	2,000,000
Fixed note at 2.077%, maturing on June 17, 2020	**437,500**	437,500
Fixed note at 2.712%, maturing on August 27, 2020	**652,000**	652,000
Fixed note at 1.545%, maturing on January 21, 2021	**2,198,000**	2,198,000
Fixed note at 1.854%, maturing on March 30, 2021	**850,000**	850,000
Fixed note at 2.916%, maturing on May 16, 2022	**900,000**	-
Fixed note at 1.562%, maturing on June 3, 2022	**2,000,000**	2,000,000
Fixed note at 2.685%, maturing on February 2, 2023	**1,000,000**	-
Fixed note at 2.988%, maturing on May 15, 2023	**900,000**	-
Fixed note at 2.863%, maturing on March 22, 2024	**1,078,000**	-
Fixed note at 2.895%, maturing on February 3, 2025	**1,000,000**	-
Fixed note at 3.211%, maturing on May 15, 2025	**900,000**	-
	$ 18,515,500	$ 11,287,500

Borrowings from the FHLB are secured by a blanket lien on the Bank's assets. The Bank has a maximum borrowing capacity with the FHLB of approximately $126,598,000 at December 31, 2018, of which $35,515,900 was outstanding.

The Bank also has access to borrowings from the Federal Reserve Bank Discount Window. All borrowings through this facility are secured by specific pledge of investments. There were no borrowings outstanding under this facility at December 31, 2018 and 2017.

8. Subordinated Debt

On July 31, 2015, the Bank issued $2 million in subordinated notes. These notes have a maturity date of September 15, 2025, and bear interest at a fixed rate of 6.50%. The Bank may, at its option, at any time on an interest payment date on or after September 15, 2020, redeem the notes, in whole or in part, at par plus accrued interest to the date of redemption.

On October 15, 2015, the Bank issued another $2 million in subordinated notes. These notes have a maturity date of October 1, 2025, and bear interest at a fixed rate of 6.50%. The Bank may, at its option, at any time on an interest payment date on or after October 15, 2020, redeem the notes, in whole or in part, at par plus accrued interest to the date of redemption.

The principal and unamortized debt issuance costs of subordinated debt at December 31, 2018 are as follows:

December 31, 2018	Principal	Unamortized Debt Issuance Costs	Net
6.5% subordinated notes, due September 15, 2025	**$ 2,000,000**	**$ 9,136**	**$ 1,990,864**
6.5% subordinated notes, due October 1, 2025	**2,000,000**	**4,767**	**1,995,233**
	$ 4,000,000	**$ 13,903**	**$ 3,986,097**

The principal and unamortized debt issuance costs of subordinated debt at December 31, 2017 are as follows:

December 31, 2017	Principal	Unamortized Debt Issuance Costs	Net
6.5% subordinated notes, due September 15, 2025	$ 2,000,000	$ 14,905	$ 1,985,095
6.5% subordinated notes, due October 1, 2025	2,000,000	7,492	1,992,508
	$ 4,000,000	$ 22,397	$ 3,977,603

All subordinated notes are not subject to repayment at the option of the noteholders. These notes are all unsecured and rank junior in right of payment to the Bank's obligations to its general creditors and qualify as Tier 2 capital for regulatory purposes.

9. Lease Commitments

In 2013, the Bank entered into an operating lease agreement for its corporate office. This lease commenced in May 2014 and has a ten year and seven month term with two additional five year option periods. Rent expense for both the years ended December 31, 2018 and 2017 was $138,636.

Future minimum lease payments by year and in the aggregate, under this noncancellable lease agreement, are as follows:

Year ending December 31,		
2019	$	145,175
2020		148,890
2021		152,604
2022		156,319
2023		160,033
Thereafter		149,818
	$	912,839

10. Employment Agreements

The Bank has employment agreements with its chief executive officer and chief financial officer. The agreements include minimum annual salary commitments and change of control provisions. The Bank also has a change of control agreement with its chief operating officer. The change in control provisions in these agreements provide that upon resignation after a change in the control of the Bank, as defined in the agreement, the individual will receive monetary compensation in the amount set forth in the agreement.

11. Shareholders' Equity

During 2017, the Bank sold 513,100 shares of common stock at $8.00 per share which resulted in net proceeds of $3,788,603, after offering costs of $316,197.

The Bank has a Director Fee Plan. The Plan allows for non-employee directors to elect to receive a specified percentage of fees for services on the Board of Directors in the form of shares of the Bank's common stock. The purchase price for these shares is the volume weighted average price of the Bank's common stock as reported on the over-the-counter market on the OTCQX Marketplace for Banks, for the calendar quarter for which a Director's compensation is payable. During 2018 and 2017, the Bank sold 3,147 and 3,997 shares of common stock under this Plan.

The Bank has an Employee Stock Purchase Plan. The Employee Plan allows employees with at least six months of service and who customarily work more than five months per calendar year to purchase shares through a payroll deduction at a price set by the Capital Committee between 85 percent and 100 percent of the fair market value of such share on each quarterly purchase date. Payroll deductions for this Plan cannot exceed the lower of 5% of the employee's compensation or $2,500 per quarter. During 2018 and 2017, the Bank sold 3,282 and 4,491 shares of common stock under this Plan.

12. Federal Income Taxes

The components of federal income tax expense for the years ended December 31, 2018 and 2017 are as follows:

	2018	2017
Current expense	$ 590,112	$ 851,286
Deferred (benefit) expense	(90,217)	78,673
	$ 499,895	$ 929,959

On December 22, 2017, the Federal income tax rate changed from 34 percent to 21 percent as a result of the Tax Cuts and Jobs Act. Included in deferred expense for 2017 is $110,547 related to the write-down of net deferred tax assets from the historic 34 percent to the newly enacted 21 percent, the rate at which the temporary differences are now expected to reverse.

A reconciliation of the statutory federal income tax at a rate of 21% for 2018 and of 34% for 2017 to federal income tax expense included in the statements of income for the years ended December 31, 2018 and 2017 are as follows:

	2018	2017
Federal income tax at statutory rate	$ 559,671	$ 890,009
Tax exempt interest	(31,560)	(30,687)
Bank owned life insurance income	(31,307)	(35,424)
Reduction in federal tax rate	-	110,547
Other	3,091	(4,486)
	$ 499,895	$ 929,959

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The components of the net deferred tax asset at December 31, 2018 and 2017 are as follows:

	2018	2017
Deferred tax assets:		
Allowance for loan losses	$ 338,327	$ 269,196
Organization and start-up costs	7,257	12,700
Supplemental executive retirement plan	63,531	51,701
Nonaccrual interest	19,162	12,579
Deferred rent	19,441	20,035
Unrealized loss on available-for-sale securities	56,018	23,909
Total deferred tax assets	503,736	390,120
Deferred tax liabilities:		
Deferred loan costs	(76,144)	(61,509)
Depreciation on premises and equipment	(107,534)	(123,441)
Prepaid expenses	(19,153)	(26,591)
Total deferred tax liabilities	(202,831)	(211,541)
Net Deferred Tax Assets, Included in Other Assets	$ 300,905	$ 178,579

In assessing the realizability of deferred tax assets, management considers whether it is more likely than not that some portion or all of the deferred tax assets will not be realized. The ultimate realization of deferred tax assets is dependent upon the generation of future taxable income during periods in which those temporary differences become deductible. Management considers the scheduled reversal of deferred tax liabilities, projected future taxable income and tax planning strategies in making this assessment. Management believes it is more likely than not that the Bank will realize the benefits of these deferred tax assets at December 31, 2018.

The Bank follows the provisions of Financial Accounting Standards Board ASC 740, *Accounting for Uncertainty in Income Taxes*. A tax position is recognized as a benefit only if it is “more likely than not” that the tax position would be sustained in a tax examination, with a tax examination being presumed to occur. The amount recognized is the largest amount of tax benefit that has a likelihood of being realized on examination of more than 50 percent. For tax positions not meeting the “more likely than not” test, no tax benefit is recorded. Under the “more-likely-than-not” threshold guidelines, the Bank 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. As of December 31, 2018 and 2017, the Bank had no material unrecognized tax benefits or accrued interest and penalties. The Bank’s policy is to account for interest as a component of interest expense and penalties as a component of other expense. The Bank is no longer subject to examination by taxing authorities for the years before January 1, 2015.

13. Transactions with Executive Officers, Directors and Principal Stockholders

The Bank has had, and may be expected to have in the future, banking transactions in the ordinary course of business with its executive officers, directors, principal stockholders, their immediate families and affiliated companies (commonly referred to as related parties). Loans receivable of related parties totaled $6,843,277 at December 31, 2018 and $7,502,311 at December 31, 2017. During 2018, $321,600 of advances were made and repayments totaled $980,634. Deposits of related parties totaled $8,658,571 and $8,843,605 at December 31, 2018 and 2017, respectively.

The Bank paid legal fees of approximately $4,996 and $6,743 to a law firm of a director for the years ended December 31, 2018 and 2017, respectively. The Bank uses a related party for site maintenance and for diesel fuel purchases for an onsite generator. Total payments to this related party were $728 and $15,671 in 2018 and 2017, respectively.

14. Financial Instruments with Off-Balance Sheet Risk

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

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

A summary of the Bank's financial instrument commitments at December 31, 2018 and 2017 is as follows:

	Contract Amount	
	2018	2017
Commitments to grant loans	**$ 6,977,750**	$ 4,692,000
Unfunded commitments under lines of credit	**40,407,103**	34,934,478
Letters of credit	**5,368,134**	3,273,327

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

Outstanding letters of credit written are conditional commitments issued by the Bank to guarantee the performance of a customer to a third party. The majority of these standby letters of credit expire within the next twelve months. The credit risk involved in issuing letters of credit is essentially the same as that involved in extending other loan commitments. The Bank requires collateral supporting these letters of credit as deemed necessary. The maximum undiscounted exposure related to those commitments at December 31, 2018 and 2017 was $5,368,134 and $3,273,327, respectively. The current amount of the liability as of December 31, 2018 and 2017 for guarantees under standby letters of credit issued is not material.

15. Regulatory Matters

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

Quantitative measures established by regulation to ensure capital adequacy require the Bank to maintain minimum amounts and ratios (set forth below) of Total, Tier 1, and Common Equity Tier 1 capital (as defined in the regulations) to risk-weighted assets, and of Tier 1 capital to average assets. Management believes, as of December 31, 2018, that the Bank meets all capital adequacy requirements to which it is subject.

In July 2013, the federal banking agencies adopted revisions to the agencies' capital adequacy guidelines and prompt corrective action rules, which were designed to enhance such requirements and implement the revised standards of the Basel Committee on Banking Supervision, commonly referred to as Basel III, that (i) introduced a new capital ratio pursuant to the prompt corrective action provisions, the common equity tier 1 capital to risk weighted assets ratio, (ii) increased the adequately capitalized and well capitalized thresholds for the Tier 1 risk based capital ratios to 6% and 8%, respectively, (iii) changed the treatment of certain capital components for determining Tier 1 and Tier 2 capital, and (iv) changed the risk weighting of certain assets and off balance sheet items in determining risk weighted assets. The new rules, which were effective January 1, 2015, also require that banks maintain a "capital conservation buffer" of 250 basis points in excess of the "minimum capital ratio." The minimum capital ratio is equal to the prompt corrective action adequately capitalized threshold ratio. The capital conservation buffer will be phased in over four years beginning on January 1, 2016, with a maximum buffer of 0.625% of risk weighted assets for 2016, 1.25% for 2017, 1.875% for 2018, and 2.5% for 2019 and thereafter. Failure to maintain the required capital conservation buffer will result in limitations on capital distributions and on discretionary bonuses to executive officers.

The Bank's actual capital amounts and ratios at December 31, 2018 and 2017 are presented below:

December 31, 2018	Actual		Minimum Capital Adequacy		Minimum Capital Adequacy with Capital Buffer		To be Well Capitalized under Prompt Corrective Action Provisions	
	Amount	Ratio	Amount	Ratio	Amount	Ratio	Amount	Ratio
Total capital (to risk-weighted assets)	**$ 31,464**	**13.69%**	**$ ≥18,386**	≥8.0%	**$ ≥22,695**	≥9.875%	**$ ≥22,982**	≥10.0%
Tier 1 capital (to risk-weighted assets)	**25,488**	**11.09%**	**≥13,789**	≥6.0%	**≥18,098**	≥7.875%	**≥18,386**	≥ 8.0%
Common Equity Tier 1 capital (to risk-weighted assets)	**25,488**	**11.09%**	**≥10,342**	≥4.5%	**≥14,651**	≥6.375%	**≥14,938**	≥ 6.5%
Tier 1 capital (to average assets)	**25,488**	**9.05%**	**≥11,262**	≥4.0%	**N/A**	N/A	**≥14,077**	≥ 5.0%

December 31, 2017	Actual		Minimum Capital Adequacy		Minimum Capital Adequacy with Capital Buffer		To be Well Capitalized under Prompt Corrective Action Provisions	
	Amount	Ratio	Amount	Ratio	Amount	Ratio	Amount	Ratio
Total capital (to risk-weighted assets)	$ 28,984	14.25%	$ ≥16,271	≥8.0%	$ ≥18,813	≥9.25%	$ ≥20,338	≥10.0%
Tier 1 capital (to risk-weighted assets)	23,254	11.43%	≥12,203	≥6.0%	≥14,745	≥7.25%	≥16,271	≥ 8.0%
Common Equity Tier 1 capital (to risk-weighted assets)	23,254	11.43%	≥9,152	≥4.5%	≥11,695	≥5.75%	≥13,220	≥ 6.5%
Tier 1 capital (to average assets)	23,254	9.27%	≥10,030	≥4.0%	N/A	N/A	≥12,537	≥ 5.0%

The Bank is subject to certain restrictions on the amount of cash dividends that it may declare due to regulatory considerations. The Pennsylvania Banking Code provides that cash dividends may be declared and paid only out of accumulated net earnings.

16. Fair Value Measurements and Fair Values of Financial Instruments

Management uses its best judgment in estimating the fair value of the Bank's financial instruments; however, there are inherent weaknesses in any estimation technique. Therefore, for substantially all financial instruments, the fair value estimates herein are not necessarily indicative of the amounts the Bank could have realized in a sales transaction on the dates indicated. The estimated fair value amounts have been measured as of their respective year ends and have not been re-evaluated or updated for purposes of these financial statements subsequent to these respective dates. As such, the estimated fair values of these financial instruments subsequent to the respective reporting dates may be different than the amounts reported at each reporting date.

The Bank uses fair value measurements to record fair value adjustments to certain assets and to determine fair value disclosures. In accordance with the accounting guidance adopted by the Bank, the fair value of a financial instrument is the price that would be received to sell an asset or paid to transfer a liability in an orderly transaction between market participants at the measurement date. Fair value is best determined based upon quoted market prices. However, in many instances, there are no quoted market prices for the Bank's various financial instruments. In cases where quoted market prices are not available, fair values are based on estimates using present value or other valuation techniques. Those techniques are significantly affected by the assumptions used, including the discount rate and estimates of future cash flows. Accordingly, the fair value estimates may not be realized in an immediate settlement of the instrument.

Fair value measurement guidance establishes a fair value hierarchy that prioritizes the inputs to valuation methods used to measure fair value. The hierarchy gives the highest priority to unadjusted quoted prices in active markets for identical assets or liabilities (Level 1 measurements) and the lowest priority to unobservable inputs (Level 3 measurements). The three levels of the fair value hierarchy are as follows:

Level 1 - Unadjusted quoted prices in active markets that are accessible at the measurement date for identical, unrestricted assets or liabilities.

Level 2 - Quoted prices in markets that are not active, or inputs that are observable either directly or indirectly, for substantially the full term of the asset or liability.

Level 3 - Prices or valuation techniques that require inputs that are both significant to the fair value measurement and unobservable (i.e. supported with little or no market activity).

An asset or liability's level within the fair value hierarchy is based on the lowest level of input that is significant to the fair value measurement.

For financial assets measured at fair value on a recurring basis, the fair value measurements by level within the fair value hierarchy used at December 31, 2018 and 2017 are as follows:

December 31, 2018	Total	Quoted Prices in Active Markets for Identical Assets (Level 1)	Significant Other Observable Inputs (Level 2)	Significant Unobservable Inputs (Level 3)
Securities available-for-sale:				
U. S. government agency securities	$ **19,984,399**	$ **-**	$ **19,984,399**	$ **-**
U. S. government mortgage-backed securities, residential	**10,793,896**	**-**	**10,793,896**	**-**
	$ **30,778,295**	$ **-**	$ **30,778,295**	$ **-**

December 31, 2017		Total		Quoted Prices in Active Markets for Identical Assets (Level 1)		Significant Other Observable Inputs (Level 2)		Significant Unobservable Inputs (Level 3)
Securities available-for-sale:								
U. S. government agency securities	$	14,995,017	$	-	$	14,995,017	$	-
U. S. government mortgage-backed securities, residential		13,711,369		-		13,711,369		-
	$	28,706,386	$	-	$	28,706,386	$	-

For financial assets measured at fair value on a nonrecurring basis, the fair value measurements by level within the fair value hierarchy used at December 31, 2018 and 2017 are as follows:

December 31, 2018		Total		Quoted Prices in Active Markets for Identical Assets (Level 1)		Significant Other Observable Inputs (Level 2)		Significant Unobservable Inputs (Level 3)
Impaired loans	**$**	**479,755**	**$**	**-**	**$**	**-**	**$**	**479,755**
December 31, 2017								
Impaired loans	$	978,533	$	-	$	-	$	978,533

There were no non-financial assets measured at fair value on a nonrecurring basis at December 31, 2018 and 2017.

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Quantitative information about Level 3 Fair Value Measurements at December 31, 2018 is included in the table below:

December 31, 2018	Quantitative Information about Level 3 Fair Value Measurements			
	Fair Value Estimate	Valuation Techniques	Unobservable Inputs	Estimated Range (Weighted Average)
Impaired loans	**$ 479,755**	**Appraisal of property**	**Liquidation expenses**	**6.0%-6.0% (6.00%)**

Quantitative information about Level 3 Fair Value Measurements at December 31, 2017 is included in the table below:

December 31, 2017	Quantitative Information about Level 3 Fair Value Measurements			
	Fair Value Estimate	Valuation Techniques	Unobservable Inputs	Estimated Range (Weighted Average)
Impaired loans	$ 978,533	Appraisal of property	Liquidation expenses	6.0%-6.0% (6.00%)

Below is management's estimate of the fair value of all financial instruments whether carried at cost or fair value on the Bank's balance sheet. The following information should not be interpreted as an estimate of the fair value of the entire Bank since a fair value calculation is only provided for a limited portion of the Bank's assets and liabilities. Due to a wide range of valuation techniques and the degree of subjectivity used in making the estimates, comparisons between the Bank's disclosures and those of other companies may not be meaningful.

Fair value estimates, methods and assumptions for the Bank's financial instruments are set forth below:

Cash and Short-Term Time Deposits (Carried at Cost)

The carrying amounts reported in the balance sheets for cash and due from banks and short-term time deposits approximate their fair values due primarily to their short-term nature.

Securities

The fair value of securities available-for-sale (carried at fair value) and held-to-maturity (carried at amortized cost) are determined by matrix pricing (Level 2), which is a mathematical technique used widely in the industry to value debt securities without relying exclusively on quoted market prices for the specific securities but rather by relying on the securities' relationship to other benchmark quoted prices.

Loans Receivable (Carried at Cost)

The fair values of loans other than impaired loans are estimated using discounted cash flow analyses, using market rates at the balance sheet date that reflect the credit and interest rate-risk inherent in the loans. Projected future cash flows are calculated based upon contractual maturity or call dates, projected repayments and prepayments of principal. Generally, for variable rate loans that reprice frequently and with no significant change in credit risk, fair values are based on carrying values.

Impaired Loans (Generally Carried at Fair Value)

Impaired loans are those in which the Bank has measured impairment 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. Impaired loans with current year write downs are included as Level 3 fair values, based upon the lowest level of input that is significant to the fair value measurements. The fair value at December 31, 2018 consists of loan balances of $716,755, net of partial charge-offs of $237,000. The fair value at December 31, 2017 consists of loan balances of $1,101,533, net of partial charge-offs of $123,000.

Restricted Investment in Bank Stock (Carried at Cost)

The carrying amount of restricted investment in bank stock approximates fair value, and considers the limited marketability of such securities.

Servicing Rights (Carried at Lower of Cost or Fair Value)

The fair values of the servicing rights are based on a valuation model that calculates the present value of estimated net servicing income. The valuation incorporates assumptions that market participants would use in estimating future net servicing income.

Accrued Interest Receivable and Payable (Carried at Cost)

The carrying amount of accrued interest receivable and payable approximates fair value.

Deposit Liabilities (Carried at Cost)

The fair values disclosed for demand deposits (e.g., interest and noninterest checking, passbook savings and money market accounts) are, by definition, equal to the amount payable on demand at the reporting date (i.e., their carrying amounts). Fair values for fixed-rate certificates of deposit are estimated using a discounted cash flow calculation that applies interest rates currently being offered in the market on certificates to a schedule of aggregated expected monthly maturities on time deposits.

Short-Term Borrowings (Carried at Cost)

The carrying amounts of short-term borrowings approximate their fair values.

Long-Term Borrowings (Carried at Cost)

Fair values of FHLB advances are estimated using discounted cash flow analysis, based on quoted prices for new FHLB advances with similar credit risk characteristics, terms and remaining maturity. These prices obtained from this active market represent a market value that is deemed to represent the transfer price if the liability were assumed by a third party.

Subordinated Debt (Carried at Cost)

The fair values of subordinated debt are estimated using discounted cash flow analysis, based on current interest rates from debt with similar credit risk characteristics, terms and remaining maturity.

Off-Balance Sheet Instruments (Disclosed at Cost)

Off-balance sheet instruments are primarily comprised of loan commitments that are generally priced at market at the time of funding. Fees on commitments to extend credit are deemed to be immaterial, and these instruments are expected to be settled at face value or expire unused. It is impractical to assign any fair value to these instruments.

The following tables summarize the carrying amount and fair value estimates of the Bank's financial instruments at December 31, 2018 and 2017 (in thousands):

December 31, 2018	Carrying Amount	Fair Value	Quoted Prices in Active Markets for Identical Assets (Level 1)	Significant Other Observable Inputs (Level 2)	Significant Observable Inputs (Level 3)
Assets:					
Cash and short-term time deposits	$ 6,334	$ 6,334	$ 6,334	$ -	$ -
Securities available-for-sale	30,778	30,778	-	30,778	-
Securities held-to-maturity	6,984	6,783	-	6,783	-
Loans receivable, net	242,707	240,477	-	-	240,477
Restricted investment in bank stock	1,645	1,645	-	1,645	-
Servicing rights	135	135	-	135	-
Accrued interest receivable	773	773	-	773	-
Liabilities:					
Demand and savings deposits	144,746	144,746	-	144,746	-
Time deposits	91,456	90,745	-	90,745	-
Accrued interest payable	220	220	-	220	-
Short-term borrowings	17,000	17,000	-	17,000	-
Long-term borrowings	18,516	18,223	-	18,223	-
Subordinated debt	3,986	4,048	-	4,048	-
Off-Balance Sheet Asset (Liability):					
Commitments to extend credit	-	-	-	-	-
Unfunded commitments under lines of credit	-	-	-	-	-

December 31, 2017		Carrying Amount		Fair Value		Quoted Prices in Active Markets for Identical Assets (Level 1)		Significant Other Observable Inputs (Level 2)		Significant Observable Inputs (Level 3)
Assets:										
Cash and short-term time deposits	$	3,597	$	3,597	$	3,597	$	-	$	-
Securities available-for-sale		28,706		28,706		-		28,706		-
Securities held-to-maturity		7,514		7,466		-		7,466		
Loans receivable, net		215,712		214,538		-		-		214,538
Restricted investment in bank stock		1,435		1,435		-		1,435		-
Servicing rights		132		-		-		137		-
Accrued interest receivable		661		661		-		661		-
Liabilities:										
Demand and savings deposits		143,243		143,243		-		143,243		-
Time deposits		67,659		67,193		-		67,193		-
Accrued interest payable		169		169		-		169		-
Short-term borrowings		17,997		17,997		-		17,997		
Long-term borrowings		11,288		11,059		-		11,059		-
Subordinated debt		3,978		4,188		-		4,188		-
Off-Balance Sheet Asset (Liability):										
Commitments to extend credit		-		-		-		-		-
Unfunded commitments under lines of credit		-		-		-		-		-

17. Revenue Recognition

The Bank adopted Topic 606 using the modified retrospective method applied to all contracts not completed as of January 1, 2018. Results for reporting periods beginning after January 1, 2018 are presented under Topic 606 while prior period amounts continue to be reported in accordance with legacy GAAP. The adoption of Topic 606 did not result in a change to the accounting for any of the in-scope revenue streams; as such, no cumulative effect adjustment was recorded.

The revenue standard's core principle is built on the contract between a vendor and a customer for the provision of goods and services. It attempts to depict the exchange of rights and obligations between the parties in the pattern of revenue recognition based on the consideration to which the vendor is entitled.

Management determined that revenue derived from financial instruments, including revenue from loans and investment securities, along with non-interest income resulting from gains (losses) from the sale of investment securities or SBA loans, commitment and other loan related fees as well as income from bank owned life insurance are not within the scope of Topic 606. As a result, no changes were made during the period related to these sources of revenue.

Topic 606 is applicable to non-interest income streams such as service charges on deposits and other non-interest income. However, the recognition of these revenue streams did not change significantly upon adoption of Topic 606. Noninterest revenue streams in-scope of Topic 606 are discussed below.

Service Charges on Deposit Accounts

Service charges on deposit accounts consist of monthly service charges, check orders, other deposit account related fees, wire transfers, returned deposit fees, and safe deposit box rentals. The Bank's performance obligation for monthly service fees is generally satisfied, and the related revenue recognized, over the period in which the service is provided. Check orders and other deposit account related fees are largely transactional based, and therefore, the Bank's performance obligation is satisfied, and related revenue recognized, at a point in time. Payment for service charges on deposit accounts is primarily received immediately or in the following month through a direct charge to customers' accounts. The Bank's performance obligation for wire transfers, returned deposit fees, and safe deposit box rental are largely satisfied, and related revenue recognized, when the services are rendered or upon completion. Payment is typically received immediately or in the following month.

Other

Other fees are primarily comprised of debit card income, ATM fees, merchant services income, and other service charges. Debit card income is primarily comprised of interchange fees earned whenever the Bank's debit cards are processed through card payment networks such as MasterCard, Visa and STAR. ATM fees are primarily generated when a non-Bank customer uses a Bank ATM. Merchant services income mainly represents fees charged to merchants to process their debit and credit card transactions. Other noninterest income consists primarily of other non-recurring revenue which is not recorded in the categories listed above. This revenue is miscellaneous in nature and is recognized as income upon receipt.

The following presents noninterest income, segregated by revenue streams in-scope and out-of-scope of Topic 606, for the years ended December 31, 2018 and 2017.

For the Years Ended December 31,	**2018**	2017
	(Dollars in thousands)	
Non-Interest Income		
In-scope of Topic 606:		
Service charges on deposits	**$ 234,448**	$ 216,690
Other	**81,305**	63,163
Non-interest income (in scope of Topic 606)	**315,753**	279,853
Non-interest income (out of scope of Topic 606)	**245,513**	310,496
Total Non-Interest Income	**$ 561,266**	$ 590,349

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 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 has already received payment (or payment is due) from the customer. The Bank's noninterest revenue streams are largely based on transactional activity. Consideration is often received immediately or shortly after the Bank satisfies its performance obligation and revenue is recognized. The Bank does not typically enter into long-term revenue contracts with customers, and therefore, does not experience significant contract balances. As of December 31, 2018 and December 31, 2017, the Bank did not have any contract balances.

Contract Acquisition Costs

In connection with the adoption of Topic 606, an entity is required to capitalize, and subsequently amortize into expense, certain incremental costs of obtaining a contract with a customer 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 Bank 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. Upon adoption of Topic 606, the Bank did not capitalize any contract acquisition cost.

Annual Shareholders Meeting

Thursday, May 9, 2019 • 9:00 A.M.

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