

BRYN MAWR BANK CORP  
Form 10-Q  
August 04, 2017  
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**UNITED STATES**

**SECURITIES AND EXCHANGE COMMISSION**

**Washington, D.C. 20549**

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**Form 10-Q**

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**Quarterly Report Under Section 13 or 15(d)  
of the Securities Exchange Act of 1934**

**For Quarter ended June 30, 2017**

**Commission File Number 1-35746**

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**Bryn Mawr Bank Corporation**

**(Exact name of registrant as specified in its charter)**

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**Pennsylvania  
(State or other jurisdiction of  
incorporation or organization)**

**23-2434506  
(I.R.S.  
Employer**

**identification  
No.)**

**801 Lancaster Avenue, Bryn Mawr, Pennsylvania 19010**  
**(Address of principal executive offices) (Zip Code)**

**Registrant's telephone number, including area code (610) 525-1700**

**Not Applicable**

**Former name, former address and fiscal year, if changed since last report.**

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

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

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

Large accelerated filer

Accelerated filer

Non-accelerated filer

Smaller reporting  
company

(Do not check if a smaller reporting company)

Emerging growth  
company

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

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

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

<b>Classes</b>	<b>Outstanding at August 2, 2017</b>
Common Stock, par value \$1	17,001,099

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**BRYN MAWR BANK CORPORATION AND SUBSIDIARIES**

**FORM 10-Q**

**QUARTER ENDED June 30, 2017**

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Table of Contents**PART I. FINANCIAL INFORMATION****ITEM 1. Financial Statements****BRYN MAWR BANK CORPORATION AND SUBSIDIARIES****Consolidated Balance Sheets - Unaudited**

	(unaudited)	
	<b>June 30,</b>	<b>December</b>
	<b>2017</b>	<b>31, 2016</b>
<i>(dollars in thousands)</i>		
<b>Assets</b>		
Cash and due from banks	\$19,352	\$16,559
Interest bearing deposits with banks	30,806	34,206
Cash and cash equivalents	50,158	50,765
Investment securities available for sale, at fair value (amortized cost of \$444,354 and \$568,890 as of June 30, 2017 and December 31, 2016 respectively)	443,687	566,996
Investment securities held to maturity, at amortized cost (fair value of \$5,102 and \$2,818 as of June 30, 2017 and December 31, 2016, respectively)	5,161	2,879
Investment securities, trading	4,021	3,888
Loans held for sale	8,590	9,621
Portfolio loans and leases, originated	2,409,964	2,240,987
Portfolio loans and leases, acquired	256,687	294,438
Total portfolio loans and leases	2,666,651	2,535,425
Less: Allowance for originated loan and lease losses	(16,374 )	(17,458 )
Less: Allowance for acquired loan and lease losses	(25 )	(28 )
Total allowance for loans and lease losses	(16,399 )	(17,486 )
Net portfolio loans and leases	2,650,252	2,517,939
Premises and equipment, net	44,446	41,778
Accrued interest receivable	8,717	8,533
Mortgage servicing rights	5,683	5,582
Bank owned life insurance	39,680	39,279
Federal Home Loan Bank stock	15,168	17,305
Goodwill	107,127	104,765
Intangible assets	22,084	20,405
Other investments	8,682	8,627

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Other assets	24,763	23,168
Total assets	\$3,438,219	\$3,421,530
<b>Liabilities</b>		
Deposits:		
Non-interest-bearing	\$818,475	\$736,180
Interest-bearing	1,863,288	1,843,495
Total deposits	2,681,763	2,579,675
Short-term borrowings	130,295	204,151
Long-term FHLB advances	164,681	189,742
Subordinated notes	29,559	29,532
Accrued interest payable	2,830	2,734
Other liabilities	34,114	34,569
Total liabilities	3,043,242	3,040,403
<b>Shareholders' equity</b>		
Common stock, par value \$1; authorized 100,000,000 shares; issued 21,162,457 and 21,110,968 shares as of June 30, 2017 and December 31, 2016, respectively, and outstanding of 16,989,849 and 16,939,715 as of June 30, 2017 and December 31, 2016, respectively	21,162	21,111
Paid-in capital in excess of par value	234,654	232,806
Less: Common stock in treasury at cost - 4,172,608 and 4,171,253 shares as of June 30, 2017 and December 31, 2016, respectively	(67,091 )	(66,950 )
Accumulated other comprehensive loss, net of tax	(1,564 )	(2,409 )
Retained earnings	207,816	196,569
Total shareholders' equity	394,977	381,127
Total liabilities and shareholders' equity	\$3,438,219	\$3,421,530

*The accompanying notes are an integral part of the unaudited consolidated financial statements.*

Table of Contents**BRYN MAWR BANK CORPORATION AND SUBSIDIARIES****Consolidated Statements of Income - Unaudited**

	<b>Three Months Ended June 30,</b>		<b>Six Months Ended June 30,</b>	
	<b>2017</b>	<b>2016</b>	<b>2017</b>	<b>2016</b>
<i>(dollars in thousands, except per share data)</i>				
<b>Interest income:</b>				
Interest and fees on loans and leases	\$29,143	\$27,679	\$57,625	\$54,375
Interest on cash and cash equivalents	35	42	101	88
Interest on investment securities:				
Taxable	1,906	1,384	3,529	2,735
Non-taxable	101	126	211	254
Dividends	52	55	97	103
Total interest income	31,237	29,286	61,563	57,555
<b>Interest expense:</b>				
Interest on deposits	1,983	1,402	3,811	2,478
Interest on short-term borrowings	237	20	264	37
Interest on FHLB advances and other borrowings	682	867	1,380	1,775
Interest on subordinated notes	370	370	740	736
Total interest expense	3,272	2,659	6,195	5,026
Net interest income	27,965	26,627	55,368	52,529
<b>Provision for loan and lease losses</b>	(83	) 445	208	1,855
Net interest income after provision for loan and lease losses	28,048	26,182	55,160	50,674
<b>Non-interest income:</b>				
Fees for wealth management services	9,807	9,431	19,110	18,263
Insurance commissions	943	845	1,706	2,121
Capital markets revenue	953	-	953	-
Service charges on deposits	630	713	1,277	1,415
Loan servicing and other fees	519	539	1,022	1,031
Net gain on sale of loans	520	857	1,149	1,562
Net (loss) gain on sale of investment securities available for sale	-	(43	) 1	(58
Net loss on sale of other real estate owned ("OREO")	(12	) -	(12	) (76
Dividends on FHLB and FRB stock	218	263	432	477
Other operating income	1,207	1,176	2,374	2,199
Total non-interest income	14,785	13,781	28,012	26,934
<b>Non-interest expenses:</b>				
Salaries and wages	13,580	12,197	26,030	23,935
Employee benefits	2,475	2,436	5,034	4,921
Occupancy and bank premises	2,247	2,367	4,773	4,855
Furniture, fixtures, and equipment	1,869	1,895	3,843	3,814
Advertising	405	372	791	656



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Amortization of intangible assets	687	889	1,380	1,780
Impairment of mortgage servicing rights	43	599	46	682
Due diligence, merger-related and merger integration expenses	1,236	-	1,747	-
Professional fees	1,049	946	1,760	1,759
Pennsylvania bank shares tax	297	640	961	1,278
Information technology	821	875	1,695	1,923
Other operating expenses	3,786	3,004	7,095	5,613
Total non-interest expenses	28,495	26,220	55,155	51,216
Income before income taxes	14,338	13,743	28,017	26,392
Income tax expense	4,905	4,810	9,540	9,137
<b>Net income</b>	<b>\$9,433</b>	<b>\$8,933</b>	<b>\$18,477</b>	<b>\$17,255</b>
Basic earnings per common share	\$0.56	\$0.53	\$1.09	\$1.03
Diluted earnings per common share	\$0.55	\$0.52	\$1.07	\$1.02
Dividends declared per share	\$0.21	\$0.20	\$0.42	\$0.40
Weighted-average basic shares outstanding	16,984,563	16,812,219	16,969,431	16,830,211
Dilutive shares	248,204	215,200	238,381	123,905
Adjusted weighted-average diluted shares	17,232,767	17,027,419	17,207,812	16,954,116

*The accompanying notes are an integral part of the unaudited consolidated financial statements.*

Table of Contents**BRYN MAWR BANK CORPORATION AND SUBSIDIARIES****Consolidated Statements of Comprehensive Income - Unaudited**

<i>(dollars in thousands)</i>	<b>Three Months Ended June 30,</b>		<b>Six Months Ended June 30,</b>	
	<b>2017</b>	<b>2016</b>	<b>2017</b>	<b>2016</b>
Net income	\$9,433	\$8,933	\$18,477	\$17,255
Other comprehensive income (loss):				
<b>Net change in unrealized gains (losses) on investment securities available for sale:</b>				
Net unrealized gains arising during the period, net of tax expense of \$221, \$537, \$430, and \$1,588, respectively	411	942	799	2,853
Less: reclassification adjustment for net losses (gains) on sales realized in net income, net of tax (benefit) expense of \$0, \$(15), \$0, and \$(20), respectively	-	28	(1 )	38
Unrealized investment gains, net of tax expense of \$221, \$522, \$430 and \$1,568, respectively	411	970	798	2,891
<b>Net change in unfunded pension liability:</b>				
Change in unfunded pension liability related to unrealized loss, prior service cost and transition obligation, net of tax expense (benefit) of \$9, \$9, \$25 and \$5, respectively	15	16	47	9
Total other comprehensive income	426	986	845	2,900
Total comprehensive income	\$9,859	\$9,919	\$19,322	\$20,155

*The accompanying notes are an integral part of the unaudited consolidated financial statements.*

Table of Contents**BRYN MAWR BANK CORPORATION AND SUBSIDIARIES****Consolidated Statements of Cash Flows - Unaudited***(dollars in thousands)*

	<b>Six Months Ended June 30,</b>	
	<b>2017</b>	<b>2016</b>
<b>Operating activities:</b>		
Net Income	\$18,477	\$17,255
Adjustments to reconcile net income to net cash provided by operating activities:		
Provision for loan and lease losses	208	1,855
Depreciation of fixed assets	2,792	2,818
Net amortization of investment premiums and discounts	1,352	1,589
Net (gain) loss on sale of investment securities available for sale	(1 )	58
Net gain on sale of loans	(1,149 )	(1,656 )
Stock based compensation cost	915	789
Amortization and net impairment of mortgage servicing rights	387	998
Net accretion of fair value adjustments	(1,264 )	(2,310 )
Amortization of intangible assets	1,381	1,780
Impairment of other real estate owned ("OREO") and other repossessed assets	200	-
Net loss on sale of OREO	12	76
Net increase in cash surrender value of bank owned life insurance ("BOLI")	(401 )	(465 )
Other, net	(1,810 )	(2,651 )
Loans originated for resale	(57,248 )	(63,480 )
Proceeds from loans sold	58,940	61,739
Provision for deferred income taxes	614	225
Change in income taxes payable/receivable	(3,580 )	1,278
Change in accrued interest receivable	(184 )	(275 )
Change in accrued interest payable	96	(5 )
Net cash provided by operating activities	19,737	19,618
<b>Investing activities:</b>		
Purchases of investment securities available for sale	(115,841 )	(75,999 )
Purchases of investment securities held to maturity	(2,335 )	(2,928 )
Proceeds from maturity and paydowns of investment securities available for sale	234,043	28,358
Proceeds from maturity and paydowns of investment securities held to maturity	42	18
Proceeds from sale of investment securities available for sale	130	132
Net change in FHLB stock	2,137	2,324
Proceeds from calls of investment securities	4,864	33,801
Net change in other investments	(55 )	738
Purchase of domain name	(152 )	-
Net portfolio loan and lease originations	(131,702)	(153,480)
Purchases of premises and equipment	(3,731 )	(1,152 )
Acquisitions, net of cash acquired	(4,792 )	-
Capitalize costs to OREO	-	(28 )
Proceeds from sale of OREO	68	1,806
Net cash used in investing activities	(17,324 )	(166,410)
<b>Financing activities:</b>		

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Change in deposits	102,125	157,137
Change in short-term borrowings	(73,856 )	(75,037 )
Dividends paid	(7,127 )	(6,732 )
Change in long-term FHLB advances and other borrowings	(25,000 )	(30,000 )
Cash payments to taxing authorities on employees' behalf from shares withheld from stock-based compensation	(98 )	(63 )
Net (purchase of) proceeds from sale of treasury stock for deferred compensation plans	(69 )	(65 )
Net purchase of treasury stock through publicly announced plans	-	(7,971 )
Proceeds from exercise of stock options	1,005	647
Net cash (used in) provided by financing activities	(3,020 )	37,916
Change in cash and cash equivalents	(607 )	(108,876)
Cash and cash equivalents at beginning of period	50,765	143,067
Cash and cash equivalents at end of period	\$50,158	\$34,191

**Supplemental cash flow information:**

Cash paid during the year for:

Income taxes	\$12,481	\$7,712
Interest	\$6,099	\$5,031

**Non-cash information:**

Change in other comprehensive loss	\$845	\$2,900
Change in deferred tax due to change in comprehensive income	\$455	\$1,573
Transfer of loans to other real estate owned and repossessed assets	\$309	\$-
Acquisition of noncash assets and liabilities:		
Assets acquired	\$7,284	\$-
Liabilities assumed	\$2,492	\$-

*The accompanying notes are an integral part of the unaudited consolidated financial statements.*

Table of Contents**BRYN MAWR BANK CORPORATION AND SUBSIDIARIES****Consolidated Statements of Changes In Shareholders' Equity - Unaudited***(dollars in thousands, except per share information)*

	<b>For the Six Months Ended June 30, 2017</b>						
	<b>Shares of</b>				<b>Accumulated</b>		<b>Total</b>
	<b>Common</b>	<b>Common</b>	<b>Paid-in</b>	<b>Treasury</b>	<b>Other</b>	<b>Retained</b>	<b>Shareholders'</b>
	<b>Stock</b>	<b>Stock</b>	<b>Capital</b>	<b>Stock</b>	<b>Comprehensive</b>	<b>Earnings</b>	<b>Equity</b>
	<b>Issued</b>				<b>Loss</b>		
Balance December 31, 2016	21,110,968	\$ 21,111	\$ 232,806	\$(66,950 )	\$ (2,409 )	\$ 196,569	\$ 381,127
Net income	-	-	-	-	-	18,477	18,477
Dividends declared, \$0.42 per share	-	-	-	-	-	(7,230 )	(7,230 )
Other comprehensive income, net of tax expense of \$455	-	-	-	-	845	-	845
Stock based compensation	-	-	915	-	-	-	915
Form S-4 stock issuance costs	-	-	(108 )	-	-	-	(108 )
Retirement of treasury stock	(2,628 )	(3 )	(23 )	26	-	-	-
Net purchase of treasury stock from stock awards for statutory tax withholdings	-	-	-	(98 )	-	-	(98 )
Net purchase of treasury stock for deferred compensation trusts	-	-	-	(69 )	-	-	(69 )
Common stock issued through share-based awards and options exercises	54,117	54	1,064	-	-	-	1,118
Balance June 30, 2017	21,162,457	\$ 21,162	\$ 234,654	\$(67,091 )	\$ (1,564 )	\$ 207,816	\$ 394,977

*The accompanying notes are an integral part of the unaudited consolidated financial statements.*



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**BRYN MAWR BANK CORPORATION AND SUBSIDIARIES**

**Notes to Consolidated Financial Statements**

**(Unaudited)**

**Note 1 - Basis of Presentation**

The unaudited consolidated financial statements have been prepared in accordance with U.S. generally accepted accounting principles (“GAAP”). In the opinion of Bryn Mawr Bank Corporation’s (the “Corporation”) management, all adjustments necessary for a fair presentation of the consolidated financial position and the results of operations for the interim periods presented have been included. These unaudited consolidated financial statements should be read in conjunction with the audited consolidated financial statements and notes thereto in the Corporation’s Annual Report on Form 10-K for the twelve months ended December 31, 2016 (the “2016 Annual Report”).

The results of operations for the three and six months ended June 30, 2017 are not necessarily indicative of the results to be expected for the full year.

**Note 2 - Earnings per Common Share**

Basic earnings per common share excludes dilution and is computed by dividing income available to common shareholders by the weighted-average common shares outstanding during the period. Diluted earnings per common share takes into account the potential dilution computed pursuant to the treasury stock method that could occur if stock options were exercised and converted into common stock, as well as the effect of restricted and performance shares becoming unrestricted common stock. The effects of stock options are excluded from the computation of diluted earnings per share in periods in which the effect would be anti-dilutive. All weighted average shares, actual shares and per share information in the financial statements have been adjusted retroactively for the effect of stock dividends and splits.

	Three Months Ended June 30,		Six Months Ended June 30,	
<i>(dollars in thousands except per share data)</i>	2017	2016	2017	2016
<b>Numerator:</b>				

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Net income available to common shareholders	\$9,433	\$8,933	\$18,477	\$17,255
<b>Denominator for basic earnings per share – weighted average shares outstanding</b>	16,984,563	16,812,219	16,969,431	16,830,211
Effect of dilutive common shares	248,204	215,200	238,381	123,905
<b>Denominator for diluted earnings per share – adjusted weighted average shares outstanding</b>	17,232,767	17,027,419	17,207,812	16,954,116
Basic earnings per share	\$0.56	\$0.53	\$1.09	\$1.03
Diluted earnings per share	\$0.55	\$0.52	\$1.07	\$1.02
Antidilutive shares excluded from computation of average dilutive earnings per share	—	—	—	—



Table of Contents**Note 3 - Business Combinations****Harry R. Hirshorn & Company, Inc., d/b/a Hirshorn Boothby (“Hirshorn”)**

The acquisition of Hirshorn, an insurance agency headquartered in the Chestnut Hill section of Philadelphia, was completed on May 24, 2017. Immediately after the acquisition, Hirshorn was merged into the Bank’s existing insurance subsidiary, Powers Craft Parker and Beard, Inc. The consideration paid by the Bank was \$7.5 million, of which \$5.8 million was paid at closing, with three contingent cash payments, not to exceed \$575 thousand each, to be payable on each of May 24, 2018, May 24, 2019, and May 24, 2020, subject to the attainment of certain revenue targets during the related periods. The acquisition enhanced the Bank’s ability to offer comprehensive insurance solutions to both individual and business clients and continues the strategy of selectively establishing specialty offices in targeted areas.

In connection with the Hirshorn acquisition, the following table details the consideration paid, the initial estimated fair value of identifiable assets acquired and liabilities assumed as of the date of acquisition and the resulting goodwill recorded:

*(dollars in thousands)*

**Consideration paid:**

Cash paid at closing	\$5,770
Contingent payment liability (present value)	1,690
Value of consideration	7,460

**Assets acquired:**

Cash operating accounts	978
Intangible assets – trade name	195
Intangible assets – customer relationships	2,672
Intangible assets – non-competition agreements	41
Premises and equipment	1,795
Accounts receivable	192
Other assets	27
Total assets	5,900

**Liabilities assumed:**

Accounts payable	800
Other liabilities	2
Total liabilities	802

**Net assets acquired** 5,098

**Goodwill resulting from acquisition of Hirshorn** \$2,362

**Pending Business Combination – Royal Bancshares of Pennsylvania, Inc.**

On January 30, 2017, the Corporation entered into a definitive Agreement and Plan of Merger to acquire Royal Bancshares of Pennsylvania, Inc. (“RBPI”), parent company of Royal Bank America (“RBA”), in a transaction with an aggregate value of \$127.7 million (the “RBPI Acquisition”). In connection with the Acquisition, RBPI will merge with and into the Corporation and RBA will merge with and into the Bank. The RBPI Acquisition, which is expected to add approximately \$602 million in loans and \$630 million in deposits (based on December 31, 2016 financial information), strengthens the Corporation’s position as the largest community bank in Philadelphia’s western suburbs and, based on deposits, ranks it as the eighth largest community bank headquartered in Pennsylvania. The RBPI Acquisition, which will expand the Corporation's distribution network by providing entry into the new markets of New Jersey and Berks County, Pennsylvania, and an expanded physical presence in Philadelphia County, Pennsylvania, is expected to close during the third quarter of 2017.

Table of Contents**Due Diligence, Merger-Related and Merger Integration Expenses**

Due diligence, merger-related and merger integration expenses may include consultant costs, investment banker fees, contract breakage fees, retention bonuses for severed employees, and salary and wages for staffing involved in the integration of the institutions. The following table details the costs identified and classified as due diligence, merger-related and merger integration costs for the periods indicated:

	<b>Three Months Ended June 30,</b>		<b>Six Months Ended June 30,</b>	
<i>(dollars in thousands)</i>	<b>2017</b>	<b>2016</b>	<b>2017</b>	<b>2016</b>
Salaries and wages	\$320	\$ —	\$400	\$ —
Employee benefits	5	—	5	—
Advertising	19	—	19	—
Professional fees	542	—	938	—
Information technology	259	—	259	—
Other	91	—	126	—
Total due diligence and merger-related expenses	\$1,236	\$ —	\$1,747	\$ —

**Note 4 - Investment Securities**

The amortized cost and fair value of investment securities *available for sale* are as follows:

**As of June 30, 2017**

	<b>Amortized Cost</b>	<b>Gross Unrealized Gains</b>	<b>Gross Unrealized Losses</b>	<b>Fair Value</b>
<i>(dollars in thousands)</i>				
U.S. Treasury securities	\$ 101	\$ —	\$ —	\$ 101
Obligations of the U.S. government and agencies	127,167	196	(895)	) 126,468
Obligations of state and political subdivisions	27,470	47	(35)	) 27,482

Mortgage-backed securities	230,137	1,338	(858 )	230,617
Collateralized mortgage obligations	43,211	68	(730 )	42,549
Other investments	16,268	238	(36 )	16,470
Total	\$ 444,354	\$ 1,887	\$ (2,554 )	\$ 443,687

### As of December 31, 2016

<i>(dollars in thousands)</i>	Amortized Cost	Gross Unrealized Gains	Gross Unrealized Losses	Fair Value
U.S. Treasury securities	\$ 200,094	\$ 3	\$ —	\$ 200,097
Obligations of the U.S. government and agencies	83,111	167	(1,080 )	82,198
Obligations of state and political subdivisions	33,625	26	(121 )	33,530
Mortgage-backed securities	185,997	1,260	(1,306 )	185,951
Collateralized mortgage obligations	49,488	108	(902 )	48,694
Other investments	16,575	105	(154 )	16,526
Total	\$ 568,890	\$ 1,669	\$ (3,563 )	\$ 566,996

The following tables detail the amount of investment securities *available for sale* that were in an unrealized loss position as of the dates indicated:

### As of June 30, 2017

<i>(dollars in thousands)</i>	Less than 12 Months		12 Months or Longer		Total	
	Fair Value	Unrealized Losses	Fair Value	Unrealized Losses	Fair Value	Unrealized Losses
Obligations of the U.S. government and agencies	\$ 90,259	\$ (895 )	\$ —	\$ —	\$ 90,259	\$ (895 )
Obligations of state and political subdivisions	11,196	(22 )	918	(13 )	12,114	(35 )
Mortgage-backed securities	116,531	(858 )	—	—	116,531	(858 )
Collateralized mortgage obligations	32,050	(730 )	—	—	32,050	(730 )
Other investments	1,807	(36 )	—	—	1,807	(36 )
Total	\$ 251,843	\$ (2,541 )	\$ 918	\$ (13 )	\$ 252,761	\$ (2,554 )

Table of Contents**As of December 31, 2016**

<i>(dollars in thousands)</i>	<b>Less than 12 Months</b>		<b>12 Months or Longer</b>		<b>Total</b>	
	<b>Fair Value</b>	<b>Unrealized Losses</b>	<b>Fair Value</b>	<b>Unrealized Losses</b>	<b>Fair Value</b>	<b>Unrealized Losses</b>
Obligations of the U.S. government and agencies	\$62,211	\$ (1,080 )	\$—	\$ —	\$62,211	\$ (1,080 )
Obligations of state and political subdivisions	24,482	(121 )	—	—	24,482	(121 )
Mortgage-backed securities	101,433	(1,306 )	—	—	101,433	(1,306 )
Collateralized mortgage obligations	35,959	(902 )	—	—	35,959	(902 )
Other investments	2,203	(93 )	11,895	(61 )	14,098	(154 )
<b>Total</b>	<b>\$226,288</b>	<b>\$ (3,502 )</b>	<b>\$11,895</b>	<b>\$ (61 )</b>	<b>\$238,183</b>	<b>\$ (3,563 )</b>

Management evaluates the Corporation's investment securities available for sale that are in an unrealized loss position in order to determine if the decline in fair value is other than temporary. The available for sale investment portfolio includes debt securities issued by U.S. government agencies, U.S. government-sponsored agencies, state and local municipalities and other issuers. All fixed income investment securities in the Corporation's available for sale investment portfolio are rated as investment grade. Factors considered in the evaluation include the current economic climate, the length of time and the extent to which the fair value has been below cost, interest rates and the bond rating of each security. The unrealized losses presented in the tables above are temporary in nature and are primarily related to market interest rates rather than the underlying credit quality of the issuers. The Corporation does not believe that these unrealized losses are other-than-temporary. The Corporation does not have the intent to sell these securities prior to their maturity or the recovery of their cost bases and believes that it is more likely than not that it will not have to sell these securities prior to their maturity or the recovery of their cost bases.

As of June 30, 2017 and December 31, 2016, securities having fair values of \$96.4 million and \$119.4 million, respectively, were specifically pledged as collateral for public funds, trust deposits, the Federal Reserve Bank of Philadelphia discount window program, Federal Home Loan Bank of Pittsburgh ("FHLB") borrowings and other purposes. The FHLB has a blanket lien on non-pledged, mortgage-related loans as part of the Corporation's borrowing agreement with the FHLB.

The amortized cost and fair value of investment securities *available for sale* as of June 30, 2017 and December 31, 2016, by contractual maturity, are detailed below:

<i>(dollars in thousands)</i>	<b>June 30, 2017</b>		<b>December 31, 2016</b>	
	<b>Amortized</b>	<b>Fair</b>	<b>Amortized</b>	<b>Fair</b>
	<b>Cost</b>	<b>Value</b>	<b>Cost</b>	<b>Value</b>
Investment securities <sup>1</sup> :				

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Due in one year or less	\$12,880	\$12,884	\$213,876	\$213,885
Due after one year through five years	84,120	83,799	40,335	40,270
Due after five years through ten years	42,097	41,654	45,840	44,914
Due after ten years	16,741	16,813	18,079	18,055
Subtotal	155,838	155,150	318,130	317,124
Mortgage-related securities <sup>1</sup>	273,348	273,166	235,485	234,644
Mutual funds with no stated maturity	15,168	15,371	15,275	15,228
Total	\$444,354	\$443,687	\$568,890	\$566,996

<sup>1</sup>Expected maturities of mortgage-related securities may differ from contractual maturities as borrowers may have the right to call or prepay obligations with or without call or prepayment penalties.

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The amortized cost and fair value of investment securities *held to maturity* as of June 30, 2017 and December 31, 2016 are detailed below:

**As of June 30, 2017**

(dollars in thousands)	Amortized Cost	Gross Unrealized Gains	Gross Unrealized Losses	Fair Value
Mortgage-backed securities	\$ 5,161	\$ 4	\$ (63	) \$5,102
Total	\$ 5,161	\$ 4	\$ (63	) \$5,102

**As of December 31, 2016**

(dollars in thousands)	Amortized Cost	Gross Unrealized Gains	Gross Unrealized Losses	Fair Value
Mortgage-backed securities	\$ 2,879	\$ —	\$ (61	) \$2,818
Total	\$ 2,879	\$ —	\$ (61	) \$2,818

The following tables detail the amount of *held to maturity* securities that were in an unrealized loss position as of June 30, 2017 and December 31, 2016:

**As of June 30, 2017**

(dollars in thousands)	Less than 12 Months		12 Months or Longer		Total	
	Fair Value	Unrealized Losses	Fair Value	Unrealized Losses	Fair Value	Unrealized Losses
Mortgage-backed securities	\$3,858	\$ (63	) \$ —	\$ —	\$3,858	\$ (63
Total	\$3,858	\$ (63	) \$ —	\$ —	\$3,858	\$ (63

**As of December 31, 2016**

	Less than 12 Months		12 Months or Longer		Total	
	Fair Value	Unrealized Losses	Fair Value	Unrealized Losses	Fair Value	Unrealized Losses
(dollars in thousands)						
Mortgage-backed securities	\$2,818	\$ (61 )	\$ —	\$ —	\$2,818	\$ (61 )
Total	\$2,818	\$ (61 )	\$ —	\$ —	\$2,818	\$ (61 )

The amortized cost and fair value of investment securities *held to maturity* as of June 30, 2017 and December 31, 2016, by contractual maturity, are detailed below:

	June 30, 2017		December 31, 2016	
	Amortized Cost	Fair Value	Amortized Cost	Fair Value
(dollars in thousands)				
Mortgage-related securities <sup>1</sup>	\$5,161	\$5,102	\$2,879	\$2,818
Total	\$5,161	\$5,102	\$2,879	\$2,818

<sup>1</sup> Expected maturities of mortgage-related securities may differ from contractual maturities as borrowers may have the right to call or prepay obligations with or without call or prepayment penalties.



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As of June 30, 2017 and December 31, 2016, the Corporation's investment securities held in *trading* accounts totaled \$4.0 million and \$3.9 million, respectively, and consisted solely of deferred compensation trust accounts which were invested in listed mutual funds whose diversification is at the discretion of the deferred compensation plan participants. Investment securities held in trading accounts are reported at fair value, with adjustments in fair value reported through income.

**Note 5 - Loans and Leases**

The loan and lease portfolio consists of loans and leases originated by the Corporation, as well as loans acquired in mergers and acquisitions. These mergers and acquisitions include the January 2015 acquisition of CBH, the November 2012 transaction with First Bank of Delaware ("FBD") and the July 2010 acquisition of First Keystone Financial, Inc. ("FKF"). Many of the tables in this footnote are presented for all loans as well as supplemental tables for *originated* and *acquired* loans.

**A. The table below details *all* portfolio loans and leases as of the dates indicated:**

	<b>June 30,</b>	December
	<b>2017</b>	31,
		2016
Loans held for sale	\$8,590	\$9,621
Real estate loans:		
Commercial mortgage	\$1,197,936	\$1,110,898
Home equity lines and loans	208,480	207,999
Residential mortgage	416,488	413,540
Construction	156,581	141,964
Total real estate loans	1,979,485	1,874,401
Commercial and industrial	599,203	579,791
Consumer	28,485	25,341
Leases	59,478	55,892
Total portfolio loans and leases	2,666,651	2,535,425
Total loans and leases	\$2,675,241	\$2,545,046
Loans with fixed rates	\$1,158,959	\$1,130,172
Loans with adjustable or floating rates	1,516,282	1,414,874
Total loans and leases	\$2,675,241	\$2,545,046

Net deferred loan origination fees included in the above loan table    \$(888        ) \$(735        )

The table below details the Corporation's *originated* portfolio loans and leases as of the dates indicated:

	<b>June 30,</b>	December
	<b>2017</b>	31,
		2016
Loans held for sale	\$8,590	\$9,621
Real estate loans:		
Commercial mortgage	\$1,057,797	\$946,879
Home equity lines and loans	182,531	178,450
Residential mortgage	352,335	342,268
Construction	156,581	141,964
Total real estate loans	1,749,244	1,609,561
Commercial and industrial	572,872	550,334
Consumer	28,370	25,200
Leases	59,478	55,892
Total portfolio loans and leases	2,409,964	2,240,987
Total loans and leases	\$2,418,554	\$2,250,608
Loans with fixed rates	\$1,039,144	\$992,917
Loans with adjustable or floating rates	1,379,410	1,257,691
Total originated loans and leases	\$2,418,554	\$2,250,608
Net deferred loan origination fees included in the above loan table	\$(888        )	\$(735        )

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The table below details the Corporation's *acquired* portfolio loans as of the dates indicated:

	<b>June 30, 2017</b>	<b>December 31, 2016</b>
Real estate loans:		
Commercial mortgage	\$ 140,139	\$ 164,019
Home equity lines and loans	25,949	29,549
Residential mortgage	64,153	71,272
Total real estate loans	230,241	264,840
Commercial and industrial	26,331	29,457
Consumer	115	141
Total portfolio loans and leases	256,687	294,438
Total loans and leases	\$ 256,687	\$ 294,438
Loans with fixed rates	\$ 119,815	\$ 137,255
Loans with adjustable or floating rates	136,872	157,183
Total acquired loans and leases	\$ 256,687	\$ 294,438

**B. Components of the net investment in leases are detailed as follows:**

	<b>June 30, 2017</b>	<b>December 31, 2016</b>
<i>(dollars in thousands)</i>		
Minimum lease payments receivable	\$ 66,140	\$ 62,379
Unearned lease income	(8,817 )	(8,608 )
Initial direct costs and deferred fees	2,155	2,121
Total	\$ 59,478	\$ 55,892

**C. Non-Performing Loans and Leases<sup>(1)</sup>**

The following table details *all* non-performing portfolio loans and leases as of the dates indicated:

	June 30,	December 31,
(dollars in thousands)	2017	2016
<b>Non-accrual loans and leases:</b>		
Commercial mortgage	\$ 818	\$ 320
Home equity lines and loans	1,535	2,289
Residential mortgage	2,589	2,658
Commercial and industrial	2,112	2,957
Consumer	10	2
Leases	173	137
Total	\$ 7,237	\$ 8,363

*Purchased credit-impaired loans, which have been recorded at their fair values at acquisition, and which are performing, are excluded from this table, with the exception of \$273 thousand and \$344 thousand of purchased credit-impaired loans as of June 30, 2017 and December 31, 2016, respectively, which became non-performing subsequent to acquisition.*

The following table details non-performing *originated* portfolio loans and leases as of the dates indicated:

	June 30,	December 31,
(dollars in thousands)	2017	2016
<b>Non-accrual originated loans and leases:</b>		
Commercial mortgage	\$768	\$ 265
Home equity lines and loans	1,184	2,169
Residential mortgage	1,297	1,654
Commercial and industrial	855	941
Consumer	10	2
Leases	173	137
Total	\$4,287	\$ 5,168

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The following table details non-performing *acquired* portfolio loans<sup>(1)</sup> as of the dates indicated:

	<b>June 30,</b>	<b>December 31,</b>
<i>(dollars in thousands)</i>	<b>2017</b>	<b>2016</b>
<b>Non-accrual acquired loans and leases:</b>		
Commercial mortgage	\$50	\$ 55
Home equity lines and loans	351	120
Residential mortgage	1,292	1,004
Commercial and industrial	1,257	2,016
Total	\$2,950	\$ 3,195

<sup>(1)</sup> *Purchased credit-impaired loans, which have been recorded at their fair values at acquisition, and which are performing, are excluded from this table, with the exception of \$273 thousand and \$344 thousand of purchased credit-impaired loans as of June 30, 2017 and December 31, 2016, respectively, which became non-performing subsequent to acquisition.*

**D. Purchased Credit-Impaired Loans**

The outstanding principal balance and related carrying amount of credit-impaired loans, for which the Corporation applies ASC 310-30, *Accounting for Purchased Loans with Deteriorated Credit Quality*, to account for the interest earned, as of the dates indicated, are as follows:

	<b>June 30,</b>	<b>December 31,</b>
<i>(dollars in thousands)</i>	<b>2017</b>	<b>2016</b>
Outstanding principal balance	\$17,044	\$ 18,091
Carrying amount <sup>(1)</sup>	\$11,738	\$ 12,432

*(1) Includes \$284 thousand and \$368 thousand of purchased credit-impaired loans as of June 30, 2017 and December 31, 2016, respectively, for which the Corporation could not estimate the timing or amount of expected cash flows to be collected at acquisition, and for which no accretable yield is recognized. Additionally, the table above includes \$273 thousand and \$344 thousand of purchased credit-impaired loans as of June 30, 2017 and December 31, 2016, respectively, which became non-performing subsequent to acquisition, which are disclosed in*

Note 5C, above, and which also have no accretable yield.

The following table presents changes in the accretable discount on purchased credit-impaired loans, for which the Corporation applies ASC 310-30, for the six months ended June 30, 2017:

<i>(dollars in thousands)</i>	<b>Accretable Discount</b>
Balance, December 31, 2016	\$ 3,233
Accretion	(779 )
Reclassifications from nonaccretable difference	—
Additions/adjustments	666
Disposals	—
Balance, June 30, 2017	\$ 3,120

#### E. Age Analysis of Past Due Loans and Leases

The following tables present an aging of *all* portfolio loans and leases as of the dates indicated:

<i>(dollars in thousands)</i>	<b>Accruing Loans and Leases</b>				<b>Current*</b>	<b>Total</b>	<b>Nonaccrual Loans and Leases</b>	<b>Total Loans and Leases</b>
	<b>30 – 59 Days Past Due</b>	<b>60 – 89 Days Past Due</b>	<b>Over 89 Days Past Due</b>	<b>Total Past Due</b>		<b>Accruing Loans and Leases</b>		
<b>As of June 30, 2017</b>								
Commercial mortgage	\$68	\$1,009	\$ —	\$1,077	\$1,196,041	\$1,197,118	\$ 818	\$1,197,936
Home equity lines and loans	250	—	—	250	206,695	206,945	1,535	208,480
Residential mortgage	2,704	1,301	—	4,005	409,894	413,899	2,589	416,488
Construction	—	—	—	—	156,581	156,581	—	156,581
Commercial and industrial	350	83	—	433	596,658	597,091	2,112	599,203
Consumer	—	5	—	5	28,470	28,475	10	28,485
Leases	234	254	—	488	58,817	59,305	173	59,478
	\$3,606	\$2,652	\$ —	\$6,258	\$2,653,156	\$2,659,414	\$ 7,237	\$2,666,651



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Accruing Loans and Leases								Total
(dollars in thousands)	30 – 59	60 – 89	Over 89	Total		Total	Nonaccrual	Loans
	Days Past Due	Days Past Due	Days Past Due	Past Due	Current*	Accruing Loans and Leases	Loans and Leases	and
As of December 31, 2016								Leases
Commercial mortgage	\$666	\$722	\$ —	\$1,388	\$1,109,190	\$1,110,578	\$ 320	\$1,110,898
Home equity lines and loans	11	—	—	11	205,699	205,710	2,289	207,999
Residential mortgage	823	490	—	1,313	409,569	410,882	2,658	413,540
Construction	—	—	—	—	141,964	141,964	—	141,964
Commercial and industrial	36	—	—	36	576,798	576,834	2,957	579,791
Consumer	10	5	—	15	25,324	25,339	2	25,341
Leases	177	86	—	263	55,492	55,755	137	55,892
	\$1,723	\$1,303	\$ —	\$3,026	\$2,524,036	\$2,527,062	\$ 8,363	\$2,535,425

\*included as “current” are \$2.4 million and \$15.3 million of loans and leases as of June 30, 2017 and December 31, 2016, respectively, which are classified as Administratively Delinquent. An Administratively Delinquent loan is one which has been approved for a renewal or extension but has not had all the required documents fully executed as of the reporting date. The Corporation does not consider these loans to be delinquent.

The following tables present an aging of *originated* portfolio loans and leases as of the dates indicated:

Accruing Loans and Leases						Total		Total
(dollars in thousands)	30 – 59	60 – 89	Over 89	Total		Accruing	Nonaccrual	Loans
	Days Past Due	Days Past Due	Days Past Due	Past Due	Current*	Loans and Leases	Loans and Leases	and Leases
As of June 30, 2017								
Commercial mortgage	\$—	\$84	\$	—\$84	\$1,056,945	\$1,057,029	\$ 768	\$1,057,797
Home equity lines and loans	250	—	—	250	181,097	181,347	1,184	182,531
Residential mortgage	620	1,080	—	1,700	349,338	351,038	1,297	352,335
Construction	—	—	—	—	156,581	156,581	—	156,581
Commercial and industrial	350	83	—	433	571,584	572,017	855	572,872
Consumer	—	5	—	5	28,355	28,360	10	28,370
Leases	234	254	—	488	58,817	59,305	173	59,478
	\$1,454	\$1,506	\$	—\$2,960	\$2,402,717	\$2,405,677	\$ 4,287	\$2,409,964

Accruing Loans and Leases			
(dollars in thousands)	Current*	Nonaccrual	Total



As of December 31, 2016	30 – 59 Days Past Due	60 – 89 Days Past Due	Over 89 Days Past Due	Total Past Due		Total Accruing Loans and Leases	Loans and Leases	Loans and Leases
Commercial mortgage	\$—	\$722	\$	—\$722	\$945,892	\$946,614	\$ 265	\$946,879
Home equity lines and loans	11	—	—	11	176,270	176,281	2,169	178,450
Residential mortgage	773	64	—	837	339,778	340,615	1,653	342,268
Construction	—	—	—	—	141,964	141,964	—	141,964
Commercial and industrial	—	—	—	—	549,393	549,393	941	550,334
Consumer	10	5	—	15	25,183	25,198	2	25,200
Leases	177	86	—	263	55,492	55,755	137	55,892
	\$971	\$877	\$	—\$1,848	\$2,233,972	\$2,235,820	\$ 5,167	\$2,240,987

\*included as “current” are \$2.4 million and \$13.5 million of loans and leases as of June 30, 2017 and December 31, 2016, respectively, which are classified as Administratively Delinquent. An Administratively Delinquent loan is one which has been approved for a renewal or extension but has not had all the required documents fully executed as of the reporting date. The Corporation does not consider these loans to be delinquent.

The following tables present an aging of *acquired* portfolio loans and leases as of the dates indicated:

(dollars in thousands)	Accruing Loans and Leases				Current*	Total		Total Loans and Leases
	30 – 59	60 – 89	Over 89	Total		Accruing	Nonaccrual	
	Days Past Due	Days Past Due	Days Past Due	Past Due		Loans and Leases	Loans and Leases	
As of June 30, 2017								
Commercial mortgage	\$68	\$925	\$	—\$993	\$139,096	\$140,089	\$ 50	\$140,139
Home equity lines and loans	—	—	—	—	25,598	25,598	351	25,949
Residential mortgage	2,084	221	—	2,305	60,556	62,861	1,292	64,153
Commercial and industrial	—	—	—	—	25,074	25,074	1,257	26,331
Consumer	—	—	—	—	115	115	—	115
	\$2,152	\$1,146	\$	—\$3,298	\$250,439	\$253,737	\$ 2,950	\$256,687

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(dollars in thousands)	Accruing Loans and Leases					Total		Total
	30 – 59	60 – 89	Over 89	Total Past Due	Current*	Accruing Loans and Leases	Nonaccrual Loans and Leases	
As of December 31, 2016	Days Past Due	Days Past Due	Days Past Due					Loans and Leases
Commercial mortgage	\$666	\$—	\$—	\$666	\$163,298	\$163,964	\$ 55	\$164,019
Home equity lines and loans	—	—	—	—	29,429	29,429	120	29,549
Residential mortgage	50	426	—	476	69,791	70,267	1,005	71,272
Commercial and industrial	36	—	—	36	27,405	27,441	2,016	29,457
Consumer	—	—	—	—	141	141	—	141
	\$752	\$426	\$—	\$1,178	\$290,064	\$291,242	\$ 3,196	\$294,438

\*included as “current” are \$0 and \$1.8 million of loans and leases as of June 30, 2017 and December 31, 2016, respectively, which are classified as Administratively Delinquent. An Administratively Delinquent loan is one which has been approved for a renewal or extension but has not had all the required documents fully executed as of the reporting date. The Corporation does not consider these loans to be delinquent.

**F. Allowance for Loan and Lease Losses (the “Allowance”)**

The following tables detail the roll-forward of the Allowance for the three and six months ended June 30, 2017:

(dollars in thousands)	Commercial Mortgage	Home Equity Lines and Loans	Residential Mortgage	Construction	Commercial and Industrial	Consumer Leases	Unallocated	Total
Balance, March 31, 2017	\$ 6,410	\$1,243	\$ 1,798	\$ 2,195	\$ 4,747	\$ 135	\$ 579	\$ —\$17,107
Charge-offs	—	(169 )	(43 )	—	(200 )	(18 )	(307 )	— (737 )
Recoveries	3	—	—	1	15	2	91	— 112
Provision for loan and lease losses	195	140	21	(1,085 )	251	58	337	— (83 )
Balance, June 30, 2017	\$ 6,608	\$1,214	\$ 1,776	\$ 1,111	\$ 4,813	\$ 177	\$ 700	\$ —\$16,399

<i>(dollars in thousands)</i>	<b>Commercial Mortgage</b>	<b>Home Equity Lines and Loans</b>	<b>Residential Mortgage</b>	<b>Construction</b>	<b>Commercial and Industrial</b>	<b>Consumer</b>	<b>Leases</b>	<b>Unallocated</b>	<b>Total</b>
Balance, December 31, 2016	\$ 6,227	\$ 1,255	\$ 1,917	\$ 2,233	\$ 5,142	\$ 153	\$ 559	\$ —	\$17,486
Charge-offs	—	(606 )	(70 )	—	(259 )	(59 )	(513 )	—	(1,507 )
Recoveries	6	—	—	2	15	4	185	—	212
Provision for loan and lease losses	375	565	(71 )	(1,124 )	(85 )	79	469	—	208
Balance, June 30, 2017	\$ 6,608	\$ 1,214	\$ 1,776	\$ 1,111	\$ 4,813	\$ 177	\$ 700	\$ —	\$16,399

The following table details the roll-forward of the Allowance for the three and six months ended June 30, 2016:

<i>(dollars in thousands)</i>	<b>Commercial Mortgage</b>	<b>Home Equity Lines and Loans</b>	<b>Residential Mortgage</b>	<b>Construction</b>	<b>Commercial and Industrial</b>	<b>Consumer</b>	<b>Leases</b>	<b>Unallocated</b>	<b>Total</b>
Balance, March 31, 2016	\$ 5,856	\$ 1,126	\$ 1,868	\$ 1,902	\$ 5,445	\$ 120	\$ 528	\$ —	\$16,845
Charge-offs	—	(11 )	(267 )	—	(4 )	(32 )	(111 )	—	(425 )
Recoveries	3	—	5	62	48	2	51	—	171
Provision for loan and lease losses	162	70	343	180	(444 )	37	97	—	445
Balance, June 30, 2016	\$ 6,021	\$ 1,185	\$ 1,949	\$ 2,144	\$ 5,045	\$ 127	\$ 565	\$ —	\$17,036

<i>(dollars in thousands)</i>	<b>Commercial Mortgage</b>	<b>Home Equity Lines and Loans</b>	<b>Residential Mortgage</b>	<b>Construction</b>	<b>Commercial and Industrial</b>	<b>Consumer</b>	<b>Leases</b>	<b>Unallocated</b>	<b>Total</b>
Balance, December 31, 2015	\$ 5,199	\$ 1,307	\$ 1,740	\$ 1,324	\$ 5,609	\$ 142	\$ 518	\$ 18	\$15,857
Charge-offs	(110 )	(85 )	(271 )	—	(33 )	(66 )	(411 )	—	(976 )
Recoveries	6	4	44	63	51	16	116	—	300
Provision for loan and lease losses	926	(41 )	436	757	(582 )	35	342	(18 )	1,855
	\$ 6,021	\$ 1,185	\$ 1,949	\$ 2,144	\$ 5,045	\$ 127	\$ 565	\$ —	\$17,036

Balance June 30,  
2016

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The following table details the allocation of the Allowance for *all* portfolio loans and leases by portfolio segment based on the methodology used to evaluate the loans and leases for impairment as of June 30, 2017 and December 31, 2016:

(dollars in thousands)

	Commercial Mortgage	Home Equity Lines and Loans	Residential Mortgage	Construction	Commercial and Industrial	Consumer Leases	Unallocated	Total
<b>As of June 30, 2017</b>								
Allowance on loans and leases:								
Individually evaluated for impairment	\$ —	\$ 3	\$ 112	\$ —	\$ —	\$ 14	\$ —	\$ 129
Collectively evaluated for impairment	6,608	1,211	1,664	1,111	4,813	163	700	16,270
Purchased credit-impaired <sup>(1)</sup>	—	—	—	—	—	—	—	—
Total	\$ 6,608	\$ 1,214	\$ 1,776	\$ 1,111	\$ 4,813	\$ 177	\$ 700	\$ 16,399
<b>As of December 31, 2016</b>								
Allowance on loans and leases:								
Individually evaluated for impairment	\$ —	\$ —	\$ 73	\$ —	\$ 5	\$ 8	\$ —	\$ 86
Collectively evaluated for impairment	6,227	1,255	1,844	2,233	5,137	145	559	17,400
Purchased credit-impaired <sup>(1)</sup>	—	—	—	—	—	—	—	—
Total	\$ 6,227	\$ 1,255	\$ 1,917	\$ 2,233	\$ 5,142	\$ 153	\$ 559	\$ 17,486

<sup>(1)</sup>Purchased credit-impaired loans are evaluated for impairment on an individual basis.

The following table details the carrying value for *all* portfolio loans and leases by portfolio segment based on the methodology used to evaluate the loans and leases for impairment as of June 30, 2017 and December 31, 2016:

(dollars in thousands)

	Commercial Mortgage	Home Equity Lines and Loans	Residential Mortgage	Construction	Commercial and Industrial	Consumer Leases	Total
<b>As of June 30, 2017</b>							

Carrying value of  
loans and leases:

Individually evaluated for impairment	\$2,070	\$1,534	\$6,950	\$—	\$2,139	\$38	\$—	\$12,731
Collectively evaluated for impairment	1,185,929	206,851	409,538	156,581	595,358	28,447	59,478	2,642,182
Purchased credit-impaired <sup>(1)</sup>	9,937	95	—	—	1,706	—	—	11,738
Total	\$1,197,936	\$208,480	\$416,488	\$156,581	\$599,203	\$28,485	\$59,478	\$2,666,651

**As of December 31,  
2016**

Carrying value of  
loans and leases:

Individually evaluated for impairment	\$1,576	\$2,354	\$7,266	\$—	\$2,946	\$31	\$—	\$14,173
Collectively evaluated for impairment	1,098,788	205,540	406,271	141,964	575,055	25,310	55,892	2,508,820
Purchased credit-impaired <sup>(1)</sup>	10,534	105	3	—	1,790	—	—	12,432
Total	\$1,110,898	\$207,999	\$413,540	\$141,964	\$579,791	\$25,341	\$55,892	\$2,535,425

<sup>(1)</sup>Purchased credit-impaired loans are evaluated for impairment on an individual basis.

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The following table details the allocation of the Allowance for *originated* portfolio loans and leases by portfolio segment based on the methodology used to evaluate the loans and leases for impairment as of June 30, 2017 and December 31, 2016:

(dollars in thousands)

	Commercial Mortgage	Home Equity Lines and Loans	Residential Mortgage	Construction	Commercial and Industrial	Consumer Leases	Unallocated	Total
<b>As of June 30, 2017</b>								
Allowance on loans and leases:								
Individually evaluated for impairment	\$ —	\$ 3	\$ 87	\$ —	\$ —	\$ 14	\$ —	\$ 104
Collectively evaluated for impairment	6,608	1,211	1,664	1,111	4,813	163	700	16,270
Total	\$ 6,608	\$ 1,214	\$ 1,751	\$ 1,111	\$ 4,813	\$ 177	\$ 700	\$ 16,374
<b>As of December 31, 2016</b>								
Allowance on loans and leases:								
Individually evaluated for impairment	\$ —	\$ —	\$ 45	\$ —	\$ 5	\$ 8	\$ —	\$ 58
Collectively evaluated for impairment	6,227	1,255	1,844	2,233	5,137	145	559	17,400
Total	\$ 6,227	\$ 1,255	\$ 1,889	\$ 2,233	\$ 5,142	\$ 153	\$ 559	\$ 17,458

The following table details the carrying value for *originated* portfolio loans and leases by portfolio segment based on the methodology used to evaluate the loans and leases for impairment as of June 30, 2017 and December 31, 2016:

(dollars in thousands)

	Commercial Mortgage	Home Equity Lines and Loans	Residential Mortgage	Construction	Commercial and Industrial	Consumer Leases	Total
<b>As of June 30, 2017</b>							
Carrying value of loans and leases:							
Individually evaluated for	\$ 2,020	\$ 1,264	\$ 3,684	\$ —	\$ 1,075	\$ 38	\$ 8,081

impairment								
Collectively								
evaluated for	1,055,777	181,267	348,651	156,581	571,797	28,332	59,478	2,401,883
impairment								
Total	\$ 1,057,797	\$ 182,531	\$ 352,335	\$ 156,581	\$ 572,872	\$ 28,370	\$ 59,478	\$ 2,409,964
<b>As of December</b>								
<b>31, 2016</b>								
Carrying value of								
loans and leases:								
Individually								
evaluated for	\$ 1,521	\$ 2,319	\$ 4,111	\$ —	\$ 1,190	\$ 31	\$ —	\$ 9,172
impairment								
Collectively								
evaluated for	945,358	176,131	338,157	141,964	549,144	25,169	55,892	2,231,815
impairment								
Total	\$ 946,879	\$ 178,450	\$ 342,268	\$ 141,964	\$ 550,334	\$ 25,200	\$ 55,892	\$ 2,240,987



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The following table details the allocation of the Allowance for *acquired* portfolio loans and leases by portfolio segment based on the methodology used to evaluate the loans and leases for impairment as of June 30, 2017 and December 31, 2016:

(dollars in thousands)

	Commercial Mortgage	Home Equity Lines and Loans	Residential Mortgage	Construction	Commercial and Industrial	Consumer Leases	Unallocated	Total
<b>As of June 30, 2017</b>								
Allowance on loans and leases:								
Individually evaluated for impairment	\$ —	\$ —	\$ 25	\$ —	\$ —	\$ —	\$ —	\$ 25
Collectively evaluated for impairment	—	—	—	—	—	—	—	—
Purchased credit-impaired <sup>(1)</sup>	—	—	—	—	—	—	—	—
Total	\$ —	\$ —	\$ 25	\$ —	\$ —	\$ —	\$ —	\$ 25
<b>As of December 31, 2016</b>								
Allowance on loans and leases:								
Individually evaluated for impairment	\$ —	\$ —	\$ 28	\$ —	\$ —	\$ —	\$ —	\$ 28
Collectively evaluated for impairment	—	—	—	—	—	—	—	—
Purchased credit-impaired <sup>(1)</sup>	—	—	—	—	—	—	—	—
Total	\$ —	\$ —	\$ 28	\$ —	\$ —	\$ —	\$ —	\$ 28

<sup>(1)</sup>Purchased credit-impaired loans are evaluated for impairment on an individual basis.

The following table details the carrying value for *acquired* portfolio loans and leases by portfolio segment based on the methodology used to evaluate the loans and leases for impairment as of June 30, 2017 and December 31, 2016:

(dollars in thousands)

	Commercial Mortgage	Home Equity Lines and Loans	Residential Mortgage	Construction	Commercial and Industrial	Consumer Leases	Total
<b>As of June 30, 2017</b>							
Carrying value of loans and leases:							
Individually evaluated for impairment	\$ 50	\$ 270	\$ 3,266	\$ —	\$ 1,064	\$ —	\$ 4,650

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Collectively evaluated for impairment	130,152	25,584	60,887	—	23,561	115	—	240,299
Purchased credit-impaired <sup>(1)</sup>	9,937	95	—	—	1,706	—	—	11,738
Total	\$ 140,139	\$ 25,949	\$ 64,153	\$ —	\$ 26,331	\$ 115	\$ —	\$ 256,687

**As of December 31, 2016**

Carrying value of loans and leases:

Individually evaluated for impairment	\$ 55	\$ 35	\$ 3,155	\$ —	\$ 1,756	\$ —	\$ —	\$ 5,001
Collectively evaluated for impairment	153,430	29,409	68,114	—	25,911	141	—	277,005
Purchased credit-impaired <sup>(1)</sup>	10,534	105	3	—	1,790	—	—	12,432
Total	\$ 164,019	\$ 29,549	\$ 71,272	\$ —	\$ 29,457	\$ 141	\$ —	\$ 294,438

<sup>(1)</sup> *Purchased credit-impaired loans are evaluated for impairment on an individual basis.*

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As part of the process of determining the Allowance for the different segments of the loan and lease portfolio, Management considers certain credit quality indicators. For the commercial mortgage, construction and commercial and industrial loan segments, periodic reviews of the individual loans are performed by both in-house staff as well as external loan reviewers. The result of these reviews is reflected in the risk grade assigned to each loan. These internally assigned grades are as follows:

**Pass** – Loans considered satisfactory with no indications of deterioration.

**Special mention** - Loans classified as special mention have a potential weakness that deserves management's close attention. If left uncorrected, these potential weaknesses may result in deterioration of the repayment prospects for the loan or of the institution's credit position at some future date.

**Substandard** - Loans classified as substandard are inadequately protected by the current net worth and payment capacity of the obligor or of the collateral pledged, if any. Substandard loans have a well-defined weakness or weaknesses that jeopardize the liquidation of the debt. They are characterized by the distinct possibility that the institution will sustain some loss if the deficiencies are not corrected.

**Doubtful** - Loans classified as doubtful have all the weaknesses inherent in those classified as substandard, with the added characteristic that the weaknesses make collection or liquidation in full, on the basis of currently existing facts, conditions, and values, highly questionable and improbable.

In addition, for the remaining segments of the loan and lease portfolio, which include residential mortgage, home equity lines and loans, consumer, and leases, the credit quality indicator used to determine this component of the Allowance is based on performance status.

The following tables detail the carrying value of *all* portfolio loans and leases by portfolio segment based on the credit quality indicators used to determine the Allowance as of June 30, 2017 and December 31, 2016:

<i>(dollars in thousands)</i>	<b>Credit Risk Profile by Internally Assigned Grade</b>							
	<b>Commercial Mortgage</b>		<b>Construction</b>		<b>Commercial and Industrial</b>		<b>Total</b>	
	<b>June 30,</b>	<b>December</b>	<b>June 30,</b>	<b>December</b>	<b>June 30,</b>	<b>December</b>	<b>June 30,</b>	<b>December</b>
	<b>2017</b>	<b>31, 2016</b>	<b>2017</b>	<b>31, 2016</b>	<b>2017</b>	<b>31, 2016</b>	<b>2017</b>	<b>31, 2016</b>
Pass	\$1,186,673	\$1,099,557	\$154,580	\$140,370	\$592,072	\$570,342	\$1,933,325	\$1,810,269
Special Mention	—	1,892	—	—	1,150	2,315	1,150	4,207
Substandard	11,263	9,449	2,001	1,594	5,693	5,512	18,957	16,555

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Doubtful	—	—	—	—	288	1,622	288	1,622
Total	\$1,197,936	\$1,110,898	\$156,581	\$141,964	\$599,203	\$579,791	\$1,953,720	\$1,832,653

**Credit Risk Profile by Payment Activity**

<i>(dollars in thousands)</i>	<b>Residential Mortgage</b>		<b>Home Equity Lines and Loans</b>		<b>Consumer</b>		<b>Leases</b>	<b>Total</b>		
	<b>June 30,</b>	<b>December</b>	<b>June 30,</b>	<b>December</b>	<b>June 30,</b>	<b>December</b>	<b>June 30,</b>	<b>December</b>	<b>June 30,</b>	<b>December</b>
	<b>2017</b>	<b>31, 2016</b>	<b>2017</b>	<b>31, 2016</b>	<b>2017</b>	<b>31, 2016</b>	<b>2017</b>	<b>31, 2016</b>	<b>2017</b>	<b>31, 2016</b>
Performing	\$413,899	\$410,882	\$206,945	\$205,710	\$28,475	\$25,339	\$59,305	\$55,755	\$708,624	\$697,686
Non-performing	2,589	2,658	1,535	2,289	10	2	173	137	4,307	5,086
Total	\$416,488	\$413,540	\$208,480	\$207,999	\$28,485	\$25,341	\$59,478	\$55,892	\$712,931	\$702,772

The following tables detail the carrying value of *originated* portfolio loans and leases by portfolio segment based on the credit quality indicators used to determine the Allowance as of June 30, 2017 and December 31, 2016:

<b>Credit Risk Profile by Internally Assigned Grade</b>								
<i>(dollars in thousands)</i>	<b>Commercial Mortgage</b>		<b>Construction</b>		<b>Commercial and Industrial</b>		<b>Total</b>	
	<b>June 30, 2017</b>	<b>December 31, 2016</b>	<b>June 30, 2017</b>	<b>December 31, 2016</b>	<b>June 30, 2017</b>	<b>December 31, 2016</b>	<b>June 30, 2017</b>	<b>December 31, 2016</b>
Pass	\$1,047,903	\$936,737	\$154,580	\$140,370	\$569,149	\$544,876	\$1,771,632	\$1,621,983
Special Mention	—	1,892	—	—	1,107	2,279	1,107	4,171
Substandard	9,894	8,250	2,001	1,594	2,491	3,054	14,386	12,898
Doubtful	—	—	—	—	125	125	125	125
Total	\$1,057,797	\$946,879	\$156,581	\$141,964	\$572,872	\$550,334	\$1,787,250	\$1,639,177

Table of Contents**Credit Risk Profile by Payment Activity***(dollars in thousands)*

	<b>Residential Mortgage</b>		<b>Home Equity Lines and Loans</b>		<b>Consumer</b>		<b>Leases</b>		<b>Total</b>	
	<b>June 30, 2017</b>	<b>December 31, 2016</b>	<b>June 30, 2017</b>	<b>December 31, 2016</b>	<b>June 30, 2017</b>	<b>December 31, 2016</b>	<b>June 30, 2017</b>	<b>December 31, 2016</b>	<b>June 30, 2017</b>	<b>December 31, 2016</b>
Performing	\$351,038	\$340,615	\$181,347	\$176,281	\$28,360	\$25,198	\$59,305	\$55,755	\$620,050	\$597,849
Non-performing	1,297	1,653	1,184	2,169	10	2	173	137	2,664	3,961
Total	\$352,335	\$342,268	\$182,531	\$178,450	\$28,370	\$25,200	\$59,478	\$55,892	\$622,714	\$601,810

The following tables detail the carrying value of *acquired* portfolio loans and leases by portfolio segment based on the credit quality indicators used to determine the Allowance as of June 30, 2017 and December 31, 2016:

**Credit Risk Profile by Internally Assigned Grade***(dollars in thousands)*

	<b>Commercial Mortgage</b>		<b>Construction</b>		<b>Commercial and Industrial</b>		<b>Total</b>	
	<b>June 30, 2017</b>	<b>December 31, 2016</b>	<b>June 30, 2017</b>	<b>December 31, 2016</b>	<b>June 30, 2017</b>	<b>December 31, 2016</b>	<b>June 30, 2017</b>	<b>December 31, 2016</b>
Pass	\$138,770	\$162,820	\$ —	\$ —	\$22,923	\$25,466	\$161,693	\$188,286
Special Mention	—	—	—	—	43	36	43	36
Substandard	1,369	1,199	—	—	3,202	2,458	4,571	3,657
Doubtful	—	—	—	—	163	1,497	163	1,497
Total	\$140,139	\$164,019	\$ —	\$ —	\$26,331	\$29,457	\$166,470	\$193,476

**Credit Risk Profile by Payment Activity***(dollars in thousands)*

	<b>Residential Mortgage</b>		<b>Home Equity Lines and Loans</b>		<b>Consumer</b>		<b>Total</b>	
	<b>June 30, 2017</b>	<b>December 31, 2016</b>	<b>June 30, 2017</b>	<b>December 31, 2016</b>	<b>June 30, 2017</b>	<b>December 31, 2016</b>	<b>June 30, 2017</b>	<b>December 31, 2016</b>
Performing	\$62,861	\$70,267	\$25,598	\$29,429	\$115	\$141	\$88,574	\$99,837
Non-performing	1,292	1,005	351	120	—	—	1,643	1,125
Total	\$64,153	\$71,272	\$25,949	\$29,549	\$115	\$141	\$90,217	\$100,962

**G. Troubled Debt Restructurings (“TDRs”)**

The restructuring of a loan is considered a “troubled debt restructuring” if both of the following conditions are met: (i) the borrower is experiencing financial difficulties, and (ii) the creditor has granted a concession. The most common concessions granted include one or more modifications to the terms of the debt, such as (a) a reduction in the interest rate for the remaining life of the debt, (b) an extension of the maturity date at an interest rate lower than the current market rate for new debt with similar risk, (c) a temporary period of interest-only payments, (d) a reduction in the contractual payment amount for either a short period or remaining term of the loan, and (e) for leases, a reduced lease payment. A less common concession granted is the forgiveness of a portion of the principal.

The determination of whether a borrower is experiencing financial difficulties takes into account not only the current financial condition of the borrower, but also the potential financial condition of the borrower, were a concession not granted. Similarly, the determination of whether a concession has been granted is very subjective in nature. For example, simply extending the term of a loan at its original interest rate or even at a higher interest rate could be interpreted as a concession unless the borrower could readily obtain similar credit terms from a different lender.

The following table presents the balance of TDRs as of the indicated dates:

	<b>June 30,</b>	<b>December 31,</b>
<i>(dollars in thousands)</i>	<b>2017</b>	<b>2016</b>
TDRs included in nonperforming loans and leases	\$2,470	\$ 2,632
TDRs in compliance with modified terms	6,148	6,395
Total TDRs	\$8,618	\$ 9,027

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The following table presents information regarding loan and lease modifications categorized as TDRs for the three months ended June 30, 2017:

	For the Three Months Ended June 30, 2017	
	Pre-Modification	Post-Modification
	Number of Outstanding Recorded Contracts	Outstanding Recorded
	Investment	Investment
Leases	2 \$ 59	\$ 59
Total	2 \$ 59	\$ 59

The following table presents information regarding the types of loan and lease modifications made for the three months ended June 30, 2017:

Number of Contracts for the Three Months Ended June 30, 2017						
	Interest Rate	Interest Rate Change	Contractual Payment Reduction	Forgiveness of Interest	Forgiveness of Principal	
Leases	—	—	—	—	—	2
Total	—	—	—	—	—	2

The following table presents information regarding loan and lease modifications categorized as TDRs for the six months ended June 30, 2017:

For the Six Months Ended June 30, 2017	
(dollars in thousands)	Pre-Modification Post-Modification

	Number of Contracts	Outstanding of Recorded Investment	Outstanding Recorded Investment
Home equity loans and lines	1	\$ 8	\$ 8
Residential mortgage	1	194	202
Leases	5	121	121
Total	7	\$ 323	\$ 331

The following table presents information regarding the types of loan and lease modifications made for the six months ended June 30, 2017:

Number of Contracts for the Six Months Ended June 30, 2017							
	Interest Rate	Loan Term	Interest Rate Change and	Interest Rate Change and/or	Contractual Payment Reduction	Forgiveness of Interest	Forgiveness of Principal
	Change	Extension	Term Extension	Interest-Only Period	(Leases only)		
Home equity loans and lines	—	1	—	—	—	—	—
Residential mortgage	—	—	1	—	—	—	—
Leases	—	—	—	—	5	—	—
Total	—	1	1	—	5	—	—

During the three and six months ended June 30, 2017, there were no defaults of loans or leases that had been previously modified to troubled debt restructurings.



Table of Contents**H. Impaired Loans**

The following tables detail the recorded investment and principal balance of impaired loans by portfolio segment, their related Allowance and interest income recognized as of the dates or for the periods indicated:

(dollars in thousands)

	<b>Recorded Investment<sup>(2)</sup></b>	<b>Principal Balance</b>	<b>Related Allowance</b>	<b>Average Principal Balance</b>	<b>Interest Income Recognized</b>	<b>Cash-Basis Interest Income Recognized</b>
<b>As of or for the three months ended June 30, 2017</b>						
Impaired loans with related Allowance:						
Home equity lines and loans	\$ 21	\$ 21	\$ 3	\$ 21	\$ —	\$ —
Residential mortgage	1,578	1,578	112	1,581	20	—
Consumer	38	38	14	38	—	—
Total	\$ 1,637	\$ 1,637	\$ 129	\$ 1,640	\$ 20	\$ —
Impaired loans without related Allowance <sup>(1) (3)</sup> :						
Commercial mortgage	\$ 2,071	\$ 2,106	\$ —	\$ 2,113	\$ 15	\$ —
Home equity lines and loans	1,514	2,054	—	1,536	1	—
Residential mortgage	5,371	5,712	—	5,496	36	—
Commercial and industrial	2,140	2,796	—	2,338	3	—
Total	\$ 11,096	\$ 12,668	\$ —	\$ 11,483	\$ 55	\$ —
Grand total	\$ 12,733	\$ 14,305	\$ 129	\$ 13,123	\$ 75	\$ —

<sup>(1)</sup> The table above does not include the recorded investment of \$379 thousand of impaired leases without a related Allowance.

<sup>(2)</sup> Recorded investment equals principal balance less partial charge-offs and interest payments on non-performing loans that have been applied to principal.

<sup>(3)</sup> This table excludes all purchased credit-impaired loans, which are discussed in Note 5D, above.

(dollars in thousands)

	<b>Recorded Investment<sup>(2)</sup></b>	<b>Principal Balance</b>	<b>Related Allowance</b>	<b>Average Principal Balance</b>	<b>Interest Income Recognized</b>	<b>Cash-Basis Interest Income Recognized</b>
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**As of or for the six months ended June 30, 2017**

## Impaired loans with related Allowance:

Home equity lines and loans	\$ 21	\$ 21	\$ 3	\$ 21	\$ 1	\$ —
Residential mortgage	1,578	1,578	112	1,585	41	—
Consumer	38	38	14	39	1	—
Total	\$ 1,637	\$ 1,637	\$ 129	\$ 1,645	\$ 43	\$ —

Impaired loans without related Allowance<sup>(1) (3)</sup>:

Commercial mortgage	\$ 2,071	\$ 2,106	\$ —	\$ 2,117	\$ 39	\$ —
Home equity lines and loans	1,514	2,054	—	1,579	3	—
Residential mortgage	5,371	5,712	—	5,521	76	—
Commercial and industrial	2,140	,2,796	—	2,367	6	—
Total	\$ 11,096	\$ 12,668	\$ —	\$ 11,584	\$ 124	\$ —

Grand total	\$ 12,733	\$ 14,305	\$ 129	\$ 13,229	\$ 167	\$ —
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<sup>(1)</sup> *The table above does not include the recorded investment of \$379 thousand of impaired leases without a related Allowance.*

<sup>(2)</sup> *Recorded investment equals principal balance less partial charge-offs and interest payments on non-performing loans that have been applied to principal.*

<sup>(3)</sup> *This table excludes all purchased credit-impaired loans, which are discussed in Note 5D, above.*

Table of Contents*(dollars in thousands)*

	<b>Recorded Investment<sup>(2)</sup></b>	<b>Principal Balance</b>	<b>Related Allowance</b>	<b>Average Principal Balance</b>	<b>Interest Income Recognized</b>	<b>Cash-Basis Interest Income Recognized</b>
<b>As of or for the three months ended June 30, 2016</b>						
Impaired loans with related Allowance:						
Residential mortgage	\$ 626	\$ 626	\$ 74	\$ 640	\$ 7	\$ —
Commercial and industrial	1,874	1,874	519	1,941	1	—
Consumer	32	32	7	32	—	—
Total	\$ 2,532	\$ 2,532	\$ 600	\$ 2,613	\$ 8	\$ —
Impaired loans without related Allowance <sup>(1) (3)</sup> :						
Commercial mortgage	\$ 139	\$ 139	\$ —	\$ 142	\$ 1	\$ —
Home equity lines and loans	3,082	3,400	—	3,568	2	—
Residential mortgage	6,840	7,169	—	8,041	52	—
Commercial and industrial	1,702	2,309	—	2,636	1	—
Consumer	2	2	—	2	—	—
Total	\$ 11,765	\$ 13,019	\$ —	\$ 14,389	\$ 56	\$ —
Grand total	\$ 14,297	\$ 15,551	\$ 600	\$ 17,002	\$ 64	\$ —

<sup>(1)</sup> The table above does not include the recorded investment of \$161 thousand of impaired leases without a related Allowance.

<sup>(2)</sup> Recorded investment equals principal balance less partial charge-offs and interest payments on non-performing loans that have been applied to principal.

<sup>(3)</sup> This table excludes all purchased credit-impaired loans, which are discussed in Note 5D, above.

*(dollars in thousands)*

	<b>Recorded Investment<sup>(2)</sup></b>	<b>Principal Balance</b>	<b>Related Allowance</b>	<b>Average Principal Balance</b>	<b>Interest Income Recognized</b>	<b>Cash-Basis Interest Income Recognized</b>
<b>As of or for the six months ended June 30, 2016</b>						
Impaired loans with related Allowance:						
Residential mortgage	\$ 626	\$ 626	\$ 74	\$ 641	\$ 14	\$ —
Commercial and industrial	1,874	1,874	519	1,965	3	—
Consumer	32	32	7	32	1	—
Total	\$ 2,532	\$ 2,532	\$ 600	\$ 2,638	\$ 18	\$ —
Impaired loans without related Allowance <sup>(1) (3)</sup> :						
Commercial mortgage	\$ 139	\$ 139	\$ —	\$ 143	\$ 1	\$ —
Home equity lines and loans	3,082	3,400	—	3,578	19	—

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Residential mortgage	6,840	7,169	—	7,723	106	—
Commercial and industrial	1,702	2,309	—	3,079	2	—
Consumer	2	2	—	2	—	—
Total	\$ 11,765	\$ 13,019	\$ —	\$ 14,525	\$ 128	\$ —
Grand total	\$ 14,297	\$ 15,551	\$ 600	\$ 17,163	\$ 146	\$ —

(1) *The table above does not include the recorded investment of \$161 thousand of impaired leases without a related Allowance.*

(2) *Recorded investment equals principal balance less partial charge-offs and interest payments on non-performing loans that have been applied to principal.*

(3) *This table excludes all purchased credit-impaired loans, which are discussed in Note 5D, above.*

(dollars in thousands)

	<b>Recorded</b>	<b>Principal</b>	<b>Related</b>
<b>As of December 31, 2016</b>	<b>Investment<sup>(2)</sup></b>	<b>Balance</b>	<b>Allowance</b>
Impaired loans with related allowance:			
Residential mortgage	\$ 622	\$ 622	\$ 73
Commercial and industrial	84	84	5
Consumer	31	31	8
Total	\$ 737	\$ 737	\$ 86
Impaired loans <sup>(1)(3)</sup> without related allowance:			
Commercial mortgage	\$ 1,577	\$ 1,577	\$ —
Home equity lines and loans	2,354	2,778	—
Residential mortgage	6,644	6,970	—
Commercial and industrial	2,862	3,692	—
Total	\$ 13,437	\$ 15,017	\$ —
Grand total	\$ 14,174	\$ 15,754	\$ 86

(1) *The table above does not include the recorded investment of \$240 thousand of impaired leases without a related Allowance.*

(2) *Recorded investment equals principal balance less partial charge-offs and interest payments on non-performing loans that have been applied to principal.*

(3) *This table excludes all purchased credit-impaired loans, which are discussed in Note 5D, above.*

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Loans acquired in mergers and acquisitions are recorded at fair value as of the date of the transaction. This adjustment to the acquired principal amount is referred to as the “Loan Mark”. With the exception of purchased credit impaired loans, whose Loan Mark is accounted for under ASC 310-30, the Loan Mark is amortized or accreted as an adjustment to yield over the lives of the loans. The following tables detail, for *acquired loans*, the outstanding principal, remaining loan mark, and recorded investment, by portfolio segment, as of the dates indicated:

	As of June 30, 2017		
	Outstanding	Remaining	Recorded
	Loan	Loan	
	Principal	Mark	Investment
Commercial mortgage	\$ 144,148	\$ (4,009 )	\$ 140,139
Home equity lines and loans	27,522	(1,573 )	25,949
Residential mortgage	66,501	(2,348 )	64,153
Commercial and industrial	29,464	(3,133 )	26,331
Consumer	136	(21 )	115
Total	\$267,771	\$ (11,084 )	\$ 256,687

	As of December 31, 2016		
	Outstanding	Remaining	Recorded
	Loan	Loan	
	Principal	Mark	Investment
Commercial mortgage	\$ 168,612	\$ (4,593 )	\$ 164,019
Home equity lines and loans	31,236	(1,687 )	29,549
Residential mortgage	73,902	(2,630 )	71,272
Commercial and industrial	32,812	(3,355 )	29,457
Consumer	163	(22 )	141
Total	\$306,725	\$ (12,287 )	\$ 294,438

**Note 6 - Deposits**

The following table details the components of deposits:

<i>(dollars in thousands)</i>	June 30, 2017	December 31, 2016
Interest-bearing checking accounts	\$381,345	\$379,424
Money market accounts	729,859	761,657
Savings accounts	254,903	232,193
Wholesale non-maturity deposits	54,675	74,272
Wholesale time deposits	120,524	73,037
Time deposits	321,982	322,912
Total interest-bearing deposits	1,863,288	1,843,495
Non-interest-bearing deposits	818,475	736,180
Total deposits	\$2,681,763	\$2,579,675

## Note 7 - Borrowings

### A. Short-term borrowings

The Corporation's short-term borrowings (original maturity of one year or less), which consist of a revolving line of credit with a correspondent bank, funds obtained from overnight repurchase agreements with commercial customers, FHLB advances with original maturities of one year or less and overnight fed funds, are detailed below.

A summary of short-term borrowings is as follows:

<i>(dollars in thousands)</i>	June 30, 2017	December 31, 2016
Repurchase agreements* – commercial customers	\$18,295	\$39,151
Short-term FHLB advances	112,000	165,000
Overnight federal funds	—	—
Total short-term borrowings	\$130,295	\$204,151
<i>* overnight repurchase agreements with no expiration date</i>		



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The following table sets forth information concerning short-term borrowings:

<i>(dollars in thousands)</i>	<b>Three Months Ended June 30,</b>		<b>Six Months Ended June 30,</b>	
	<b>2017</b>	<b>2016</b>	<b>2017</b>	<b>2016</b>
Balance at period-end	\$130,295	\$19,119	\$130,295	\$19,119
Maximum amount outstanding at any month-end	130,295	54,715	130,295	54,715
Average balance outstanding during the period	98,869	32,328	73,378	33,243
Weighted-average interest rate:				
As of period-end	1.11	% 0.10	% 1.11	% 0.10
Paid during the period	0.96	% 0.25	% 0.72	% 0.22

**B. Long-term FHLB Advances**

The Corporation's long-term FHLB advances is comprised of advances from the FHLB with original maturities of greater than one year.

The following table presents the remaining periods until maturity of the long-term FHLB advances:

<i>(dollars in thousands)</i>	<b>June 30, 2017</b>	<b>December 31, 2016</b>
Within one year	\$91,441	\$75,000
Over one year through five years	73,240	114,742
Total	\$164,681	\$189,742

The following table presents rate and maturity information on long-term FHLB advances:

<i>(dollars in thousands)</i>	<b>Maturity Range<sup>(1)</sup></b>	<b>Weighted</b>	<b>Coupon Rate<sup>(1)</sup></b>	<b>Balance</b>
-------------------------------	-------------------------------------	-----------------	--------------------------------------	----------------



Description	From	To	Average		From	To	June 30,	December
			Rate <sup>(1)</sup>				2017	31,
							2016	2016
Bullet maturity – fixed rate	08/09/2017	12/19/2020	1.50	%	0.95 %	2.13 %	\$ 128,612	\$ 153,612
Bullet maturity – variable rate	11/28/2017	11/28/2017	1.35	%	1.35 %	1.35 %	15,000	15,000
Convertible-fixed <sup>(2)</sup>	01/03/2018	08/20/2018	2.94	%	2.58 %	3.50 %	21,069	21,130
Total							\$ 164,681	\$ 189,742

<sup>(1)</sup>Maturity range, weighted average rate and coupon rate range refers to June 30, 2017 balances

<sup>(2)</sup>FHLB advances whereby the FHLB has the option, at predetermined times, to convert the fixed interest rate to an adjustable interest rate indexed to the London Interbank Offered Rate (“LIBOR”). The Corporation has the option to prepay these advances, without penalty, if the FHLB elects to convert the interest rate to an adjustable rate. As of June 30, 2017, substantially all FHLB advances with this convertible feature are subject to conversion in fiscal 2017. These advances are included in the maturity ranges in which they mature, rather than the period in which they are subject to conversion.

## C. Other Borrowings Information

As of June 30, 2017 the Corporation had a maximum borrowing capacity with the FHLB of \$1.24 billion, of which the unused capacity was \$1.01 billion. In addition, there were unused capacities of \$79.0 million in overnight federal funds lines, \$116.4 million of Federal Reserve Discount Window borrowings and \$5.0 million in a revolving line of credit from a correspondent bank as of June 30, 2017. In connection with its FHLB borrowings, the Corporation is required to hold the capital stock of the FHLB. The amount of FHLB capital stock held was \$15.2 million and \$17.3 million as of June 30, 2017 and December 31, 2016, respectively. The carrying amount of the FHLB capital stock approximates its redemption value.

## Note 8 – Stock-Based Compensation

### A. General Information

Prior to April 25, 2007, all shares authorized for grant as stock-based compensation were limited to grants of stock options. On April 25, 2007, the shareholders of the Corporation approved the Corporation’s “2007 Long-Term Incentive Plan” (the “2007 LTIP”) under which a total of 428,996 shares of the Corporation’s common stock were made available for award grants. On April 28, 2010, the shareholders of the Corporation approved the Corporation’s “2010 Long Term Incentive Plan” (the “2010 LTIP”) under which a total of 445,002 shares of the Corporation’s common stock were made available for award grants. On April 30, 2015, the shareholders of the Corporation approved the Amended and Restated Bryn Mawr Bank Corporation 2010 Long-Term Incentive Plan (the “Amended 2010 LTIP”), under which the total number of shares of Corporation Common Stock made available for award grants was increased by 500,000 shares to 945,002 shares.



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In addition to the shareholder-approved plans mentioned in the preceding paragraph, the Corporation periodically authorizes grants of stock-based compensation as inducement awards to new employees. This type of award does not require shareholder approval in accordance with Rule 5635(c)(4) of the Nasdaq listing rules.

Equity awards are authorized to be in the form of, among others, options to purchase the Corporation's common stock, restricted stock awards or units ("RSAs" or "RSUs") and performance stock awards or units ("PSAs" or "PSUs").

RSAs and RSUs have a restriction based on the passage of time. The grant date fair value of the RSAs and RSUs is based on the closing price on the date of the grant.

PSAs and PSUs have a restriction based on the passage of time and also have a restriction based on a performance criteria. The performance criteria may be a market-based criteria measured by the Corporation's total shareholder return ("TSR") relative to the performance of the community bank index or a bank peer group for the respective period. The fair value of the PSAs and PSUs based on the Corporation's TSR relative to the performance of the community bank index is calculated using the Monte Carlo Simulation method. The performance criteria may also be based on a non-market-based criteria such as return on average equity. The grant date fair value of these PSUs and PSAs is based on the closing price of the Corporation's stock on the date of the grant. PSU and PSA grants may have a vesting percent ranging from 0% to 150%.

## **B. Stock Options**

Stock-based compensation cost is measured at the grant date, based on the fair value of the award and is recognized as an expense over the vesting period. The fair value of stock option grants is determined using the Black-Scholes pricing model. The assumptions necessary for the calculation of the fair value are expected life of options, annual volatility of stock price, risk-free interest rate and annual dividend yield.

The following table provides information about options outstanding for the three months ended June 30, 2017:

Shares	Weighted	Weighted
	Average	

		<b>Exercise Price</b>	<b>Average Grant</b>	<b>Date Fair</b>
				<b>Value</b>
Options outstanding, March 31, 2017	155,845	\$ 20.80		\$ 4.86
Forfeited	—	\$ —		\$ —
Expired	—	\$ —		\$ —
Exercised	(16,011 )	\$ 22.17		\$ 4.96
Options outstanding, June 30, 2017	139,834	\$ 20.65		\$ 4.85

The following table provides information about options outstanding for the six months ended June 30, 2017:

	<b>Shares</b>	<b>Weighted Average Exercise Price</b>	<b>Weighted Average Grant Date Fair Value</b>
Options outstanding, December 31, 2016	185,023	\$ 21.04	\$ 4.88
Forfeited	—	\$ —	\$ —
Expired	—	\$ —	\$ —
Exercised	(45,189 )	\$ 22.25	\$ 4.97
Options outstanding, June 30, 2017	139,834	\$ 20.65	\$ 4.85

As of June 30, 2017, there were no unvested stock options.

For the three and six months ended June 30, 2017, the Corporation did not recognize any expense related to stock options. As of June 30, 2017, there was no unrecognized expense related to stock options.

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Proceeds, related tax benefits realized from options exercised and intrinsic value of options exercised during the three and six months ended June 30, 2017 and 2016 are detailed below:

	Three Months Ended June 30,		Six Months Ended June 30,	
<i>(dollars in thousands)</i>	2017	2016	2017	2016
Proceeds from exercise of stock options	\$355	\$363	\$1,005	\$647
Related tax benefit recognized	86	13	227	13
Net proceeds of options exercised	\$441	\$376	\$1,232	\$660
Intrinsic value of options exercised	\$326	\$124	\$874	\$255

The following table provides information about options outstanding and exercisable at June 30, 2017:

<i>(dollars in thousands, except exercise price)</i>	<b>Outstanding</b>	<b>Exercisable</b>
Number of shares	139,834	139,834
Weighted average exercise price	\$ 20.65	\$ 20.65
Aggregate intrinsic value	\$ 3,055	\$ 3,055
Weighted average contractual term in years	1.6	1.6

## **C. Restricted Stock Awards and Performance Stock Awards**

The Corporation has granted RSAs, RSUs, PSAs and PSUs under the 2007 LTIP, 2010 LTIP and Amended 2010 LTIP.

### **RSAs and RSUs**

The compensation expense for the RSAs and RSUs is measured based on the market price of the stock on the day prior to the grant date and is recognized on a straight line basis over the vesting period.

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For the three and six months ended June 30, 2017, the Corporation recognized \$143 thousand and \$323 thousand, respectively, of expense related to the Corporation's RSAs and RSUs. As of June 30, 2017, there was \$1.0 million of unrecognized compensation cost related to RSAs and RSUs. This cost will be recognized over a weighted average period of 2.1 years.

The following table details the unvested RSAs and RSUs for the three and six months ended June 30, 2017:

	<b>Three Months Ended</b>		<b>Six Months Ended</b>	
	<b>June 30, 2017</b>		<b>June 30, 2017</b>	
	<b>Weighted</b>		<b>Weighted</b>	
	<b>Number of</b>	<b>Average Grant Date Fair Value</b>	<b>Number of</b>	<b>Average Grant Date Fair Value</b>
	<b>Shares</b>		<b>Shares</b>	
Beginning balance	59,862	\$ 29.86	58,862	\$ 29.57
Granted	4,200	\$ 40.65	6,200	\$ 39.96
Vested	(5,300 )	\$ 27.38	(6,300 )	\$ 27.80
Forfeited	(3,500 )	\$ 29.33	(3,500 )	\$ 29.33
Ending balance	55,262	\$ 30.95	55,262	\$ 30.95

For the three and six months ended June 30, 2017, the Corporation recorded \$27 thousand and \$31 thousand, respectively, of excess tax benefits related to the vesting of RSAs and RSUs.

## PSAs and PSUs

The compensation expense for PSAs and PSUs is measured based on the grant date fair value as calculated using the Monte Carlo Simulation method.

For the three and six months ended June 30, 2017, the Corporation recognized \$288 thousand and \$592 thousand, respectively, of expense related to the PSAs and PSUs. As of June 30, 2017, there was \$1.4 million of unrecognized

compensation cost related to PSAs. This cost will be recognized over a weighted average period of 1.7 years.

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The following table details the unvested PSAs and PSUs for the three and six months ended June 30, 2017:

	<b>Three Months Ended</b>		<b>Six Months Ended</b>	
	<b>June 30, 2017</b>		<b>June 30, 2017</b>	
	<b>Weighted</b>		<b>Weighted</b>	
	<b>Number of</b>	<b>Average Grant Date</b>	<b>Number of</b>	<b>Average Grant Date</b>
	<b>Shares</b>	<b>Fair Value</b>	<b>Shares</b>	<b>Fair Value</b>
Beginning balance	192,844	\$ 18.77	192,844	\$ 18.77
Granted	—	\$ —	—	\$ —
Vested	—	\$ —	—	\$ —
Forfeited	—	\$ —	—	\$ —
Ending balance	192,844	\$ 18.77	192,844	\$ 18.77

**Note 9 - Pension and Other Post-Retirement Benefit Plans**

The Corporation has two defined benefit pension plans (“SERP I” and “SERP II”), both of which are non-qualified plans which are restricted to certain senior officers of the Corporation.

SERP I provides each participant with the equivalent pension benefit provided by a previously settled qualified defined benefit plan on any compensation and bonus deferrals that exceed the IRS limit applicable to such plan.

On February 12, 2008, the Corporation amended SERP I to freeze further increases in the defined-benefit amounts to all participants, effective March 31, 2008.

On April 1, 2008, the Corporation added SERP II, a non-qualified defined-benefit plan which was restricted to certain senior officers of the Corporation. Effective January 1, 2013, the Corporation curtailed SERP II, as further increases to the defined-benefit amounts to over 20% of the participants were frozen.



The Corporation also has a postretirement medical benefit plan (“PRBP”) that covers or will cover a portion of health insurance costs of certain retired employees and a group of current employees. The PRBP was closed to new participants in 1994. In 2007, the Corporation amended the PRBP to allow for settlement of obligations to certain current and retired employees. Certain retired participant obligations were settled in 2007 and current employee obligations were settled in 2008.

The following tables provide details of the components of the net periodic benefits cost (benefit) for the three and six months ended June 30, 2017 and 2016:

	<b>Three Months Ended June 30, SERP I and SERP II PRBP</b>			
<i>(dollars in thousands)</i>	<b>2017</b>	<b>2016</b>	<b>2017</b>	<b>2016</b>
Service cost	\$—	\$—	\$—	\$—
Interest cost	44	46	3	5
Expected return on plan assets	—	—	—	—
Amortization of prior service costs	—	—	—	—
Amortization of net loss	15	14	9	10
Net periodic benefit cost	\$59	\$60	\$12	\$15

	<b>Six Months Ended June 30, SERP I and SERP II PRBP</b>			
<i>(dollars in thousands)</i>	<b>2017</b>	<b>2016</b>	<b>2017</b>	<b>2016</b>
Service cost	\$—	\$—	\$—	\$—
Interest cost	88	92	6	9
Expected return on plan assets	—	—	—	—
Amortization of prior service costs	—	—	—	—
Amortization of net loss	29	28	18	20
Net periodic benefit cost	\$117	\$120	\$24	\$29

**SERP I and SERP II:** The Corporation contributed \$65 thousand and \$130 thousand during the three and six months ended June 30, 2017, respectively, and is expected to contribute an additional \$130 thousand to the SERP I and SERP II plans for the remaining six months of 2017.



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**PRBP:** In 2005, the Corporation capped the maximum annual payment under the PRBP at 120% of the 2005 benefit. This maximum was reached in 2008 and the cap is not expected to be increased above this level.

**Note 10 - Segment Information**

FASB Codification 280 – “Segment Reporting” identifies operating segments as components of an enterprise which are evaluated regularly by the Corporation’s Chief Operating Decision Maker, our Chief Executive Officer, in deciding how to allocate resources and assess performance. The Corporation has applied the aggregation criterion set forth in this codification to the results of its operations.

The Corporation’s Banking segment consists of commercial and retail banking. The Banking segment is evaluated as a single strategic unit which generates revenues from a variety of products and services. The Banking segment generates interest income from its lending (including leasing) and investing activities and is dependent on the gathering of lower cost deposits from its branch network or borrowed funds from other sources for funding its loans, resulting in the generation of net interest income. The Banking segment also derives revenues from other sources including gains on the sale of available for sale investment securities, gains on the sale of residential mortgage loans, service charges on deposit accounts, cash sweep fees, overdraft fees, BOLI income and interchange revenue associated with its Visa Check Card offering.

The Wealth Management segment has responsibility for a number of activities within the Corporation, including trust administration, other related fiduciary services, custody, investment management and advisory services, employee benefits and IRA administration, estate settlement, tax services and brokerage. Bryn Mawr Trust of Delaware and Lau Associates are included in the Wealth Management segment of the Corporation since they have similar economic characteristics, products and services to those of the Wealth Management Division of the Corporation. Powers Craft Parker and Beard (“PCPB”), which was merged with the Corporation’s existing insurance subsidiary, Insurance Counsellors of Bryn Mawr (“ICBM”), and the Robert J. McAllister agency (“RJM”), which was acquired on April 1, 2015, now operate under the Powers Craft Parker and Beard, Inc. name. The Wealth Management Division has assumed oversight responsibility for all insurance services of the Corporation. Prior to the PCPB and RJM acquisitions, ICBM was reported through the Banking segment. Any adjustments to prior year figures are immaterial and are not reflected in the tables below.

The following tables detail segment information for the three and six months ended June 30, 2017 and 2016:

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<i>(dollars in thousands)</i>	Three Months Ended June 30, 2017			Three Months Ended June 30, 2016		
	Banking	Wealth Management	Consolidated	Banking	Wealth Management	Consolidated
Net interest income	\$27,964	\$ 1	\$ 27,965	\$26,626	\$ 1	\$ 26,627
Less: loan loss provision	(83 )	—	(83 )	445	—	445
Net interest income after loan loss provision	28,047	1	28,048	26,181	1	26,182
Other income:						
Fees for wealth management services	—	9,807	9,807	—	9,431	9,431
Service charges on deposit accounts	630	—	630	713	—	713
Loan servicing and other fees	519	—	519	539	—	539
Net (loss) gain on sale of loans	520	—	520	857	—	857
Net gain on sale of available for sale securities	—	—	—	(43 )	—	(43 )
Net (loss) gain on sale of other real estate owned	(12 )	—	(12 )	—	—	—
Insurance commissions	—	943	943	—	845	845
Other operating income	2,329	49	2,378	1,411	28	1,439
Total other income	3,986	10,799	14,785	3,477	10,304	13,781
Other expenses:						
Salaries & wages	9,284	4,296	13,580	8,282	3,915	12,197
Employee benefits	1,492	983	2,475	1,590	846	2,436
Occupancy & equipment	1,849	398	2,247	1,971	396	2,367
Amortization of intangible assets	196	491	687	218	671	889
Professional fees	1,031	18	1,049	897	49	946
Other operating expenses	7,418	1,039	8,457	6,281	1,104	7,385
Total other expenses	21,270	7,225	28,495	19,239	6,981	26,220
Segment profit	10,763	3,575	14,338	10,419	3,324	13,743
Intersegment (revenues) expenses*	(112 )	112	—	(99 )	99	—
Pre-tax segment profit after eliminations	\$10,651	\$ 3,687	\$ 14,338	\$10,320	\$ 3,423	\$ 13,743
% of segment pre-tax profit after eliminations	74.3 %	25.7 %	100.0 %	75.1 %	24.9 %	100.0 %
Segment assets <i>(dollars in millions)</i>	\$3,387	\$ 51	\$ 3,438	\$3,042	\$ 48	\$ 3,090

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<i>(dollars in thousands)</i>	Six Months Ended June 30, 2017			Six Months Ended June 30, 2016		
	Banking	Wealth Management	Consolidated	Banking	Wealth Management	Consolidated
Net interest income	\$55,366	\$ 2	\$ 55,368	\$52,528	\$ 1	\$ 52,529
Less: loan loss provision	208	—	208	1,855	—	1,855
Net interest income after loan loss provision	55,158	2	55,160	50,673	1	50,674
Other income:						
Fees for wealth management services	—	19,110	19,110	—	18,263	18,263
Service charges on deposit accounts	1,277	—	1,277	1,415	—	1,415
Loan servicing and other fees	1,022	—	1,022	1,031	—	1,031
Net (loss) gain on sale of loans	1,149	—	1,149	1,562	—	1,562
Net gain on sale of available for sale securities	1	—	1	(58 )	—	(58 )
Net (loss) gain on sale of other real estate owned	(12 )	—	(12 )	(76 )	—	(76 )
Insurance commissions	—	1,706	1,706	—	2,121	2,121
Other operating income	3,662	97	3,759	2,612	64	2,676
Total other income	7,099	20,913	28,012	6,486	20,448	26,934
Other expenses:						
Salaries & wages	17,915	8,115	26,030	16,179	7,756	23,935
Employee benefits	3,119	1,915	5,034	3,235	1,686	4,921
Occupancy & equipment	3,976	797	4,773	4,054	801	4,855
Amortization of intangible assets	392	988	1,380	438	1,342	1,780
Professional fees	1,712	48	1,760	1,696	63	1,759
Other operating expenses	14,113	2,065	16,178	11,998	1,968	13,966
Total other expenses	41,227	13,928	55,155	37,600	13,616	51,216
Segment profit	21,030	6,987	28,017	19,559	6,833	26,392
Intersegment (revenues) expenses*	(224 )	224		(198 )	198	—
Pre-tax segment profit after eliminations	\$20,806	\$ 7,211	\$ 28,017	\$19,361	\$ 7,031	\$ 26,392
% of segment pre-tax profit after eliminations	74.3	% 25.7	% 100.0	% 73.4	% 26.6	% 100.0
Segment assets <i>(dollars in millions)</i>	\$3,387	\$ 51	\$ 3,438	\$3,042	\$ 48	\$ 3,090

\* Inter-segment revenues consist of rental payments, interest on deposits and management fees.

Other segment information is as follows:

**Wealth Management Segment Information**

	<i>(dollars in millions)</i>	
	<b>June 30,</b>	<b>December</b>
	<b>2017</b>	<b>31, 2016</b>
Assets under management, administration, supervision and brokerage:	\$12,050.6	\$11,328.5

**Note 11 - Mortgage Servicing Rights**

The following table summarizes the Corporation's activity related to mortgage servicing rights ("MSRs") for the three and six months ended June 30, 2017 and 2016:

	<b>Three Months Ended June 30,</b>	
<i>(dollars in thousands)</i>	<b>2017</b>	<b>2016</b>
Balance, beginning of period	\$5,686	\$5,183
Additions	213	243
Amortization	(173 )	(181 )
Recovery	—	—
Impairment	(43 )	(599 )
Balance, end of period	\$5,683	\$4,646
Fair value	\$6,057	\$4,646

	<b>Six Months Ended June 30,</b>	
<i>(dollars in thousands)</i>	<b>2017</b>	<b>2016</b>
Balance, beginning of period	\$5,582	\$5,142
Additions	489	502
Amortization	(342 )	(316 )
Recovery	2	—
Impairment	(48 )	(682 )
Balance, end of period	\$5,683	\$4,646
Fair value	\$6,057	\$4,646
Residential mortgage loans serviced for others, end of period	\$631,888	\$610,418

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As of June 30, 2017 and December 31, 2016, key economic assumptions and the sensitivity of the current fair value of MSRs to immediate 10 and 20 percent adverse changes in those assumptions are as follows:

<i>(dollars in thousands)</i>	<b>June 30, 2017</b>	<b>December 31, 2016</b>		
Fair value amount of MSRs	\$6,057	\$ 6,154		
Weighted average life (in years)	5.9	6.3		
Prepayment speeds (constant prepayment rate)*	11.5 %	10.2 %		
Impact on fair value:				
10% adverse change	\$(171 )	\$ (115 )		
20% adverse change	\$(346 )	\$ (238 )		
Discount rate	9.55 %	9.55 %		
Impact on fair value:				
10% adverse change	\$(208 )	\$ (225 )		
20% adverse change	\$(401 )	\$ (434 )		
* Represents the weighted average prepayment rate for the life of the MSR asset.				

These assumptions and sensitivities are hypothetical and should be used with caution. Changes in fair value based on a 10% variation in assumptions generally cannot be extrapolated because the relationship of the change in assumptions to the change in fair value may not be linear. Also, the effect of a variation in a particular assumption on the fair value of the MSRs is calculated without changing any other assumption. In reality, changes in one factor may result in changes in another, which could magnify or counteract the sensitivities.

**Note 12 - Goodwill and Other Intangibles**

The Corporation's goodwill and intangible assets related to the acquisitions of Lau Associates, LLC ("Lau") in July 2008, FKF in July 2010, the Private Wealth Management Group of the Hershey Trust Company ("PWMG") in May 2011, Davidson Trust Company ("DTC") in May 2012, the loan and deposit accounts and a branch location of FBD in November 2012, PCPB in October 2014, CBH in January 2015, RJM in April 2015 and Hirshorn in May 2017 are detailed below:

<i>(dollars in thousands)</i>	<b>Balance</b>	<b>Additions/ Adjustments</b>	<b>Amortization</b>	<b>Balance June</b>	<b>Amortization Period</b>
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	December 31, 2016			30, 2017 (in years)	
Goodwill – Wealth	\$ 20,412	\$ —	\$ —	\$ 20,412	Indefinite
Goodwill – Banking	80,783	—	—	80,783	Indefinite
Goodwill – Insurance	3,570	2,362	—	5,932	Indefinite
Total	\$ 104,765	\$ 2,362	\$ —	\$ 107,127	
Core deposit intangible	\$ 3,447	\$ —	\$ (368)	) \$ 3,079	10
Customer relationships	13,056	2,672	(748)	) 14,980	10to 20
Non-compete agreements	1,634	41	(235)	) 1,440	5 to 10
Trade name	2,165	195	(5)	) 2,355	3 to Indefinite
Domain name	—	151	—	151	Indefinite
Favorable lease	103	—	(24)	) 79	17to 75 months
Total	\$ 20,405	\$ 3,059	\$ (1,380)	) \$ 22,084	
Grand total	\$ 125,170	\$ 5,421	\$ (1,380)	) \$ 129,211	

The Corporation performed its annual review of goodwill and identifiable intangible assets as of October 31, 2016 in accordance with ASC 350, “Intangibles Goodwill and Other.” For the eight months ended June 30, 2017, the Corporation determined there were no events that would necessitate impairment testing of goodwill and other intangible assets.

### Note 13 – Derivative Instruments and Hedging Activities

Derivative financial instruments involve, to varying degrees, interest rate, market and credit risk. The Corporation manages these risks as part of its asset and liability management process and through credit policies and procedures. The Corporation seeks to minimize counterparty credit risk by establishing credit limits and collateral agreements and utilizes certain derivative financial instruments to enhance its ability to manage interest rate risk that exists as part of its ongoing business operations. The derivative transactions entered into by the Corporation are an economic hedge of a derivative offering to a Bank customer. The Corporation does not use derivative financial instruments for trading purposes.

*Customer Derivatives – Interest Rate Swaps.* The Corporation enters into interest rate swaps that allow commercial loan customers to effectively convert a variable-rate commercial loan agreement to a fixed-rate commercial loan agreement. Under these agreements, the Corporation originates variable-rate loans with customers in addition to interest rate swap agreements, which serve to effectively swap the customers’ variable-rate loans into a fixed-rate loans. The Company then enters into corresponding swap agreements with swap dealer counterparties to economically hedge its exposure on the variable and fixed components of the customer agreements. The interest rate swaps with both the customers and third parties are not designated as hedges under FASB ASC 815 and are marked to market through earnings. As the interest rate swaps are structured to offset each other, changes to the underlying benchmark interest rates considered in the valuation of these instruments do not result in an impact to earnings; however, there may be fair value adjustments related to credit quality variations between counterparties, which may impact earnings as required by FASB ASC 820. As of June 30, 2017, there were no fair value adjustments related to credit quality.





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The following table details the derivative instruments as of June 30, 2017 and December 31, 2016:

	<b>Asset Derivatives Notional Fair</b>		<b>Liability Derivatives Notional Fair</b>	
<i>(dollars in thousands)</i>	<b>Amount</b>	<b>Value</b>	<b>Amount</b>	<b>Value</b>
<b>Derivatives not designated as hedging instruments</b>				
As of June 30, 2017:				
Customer derivatives – interest rate swaps	\$42,977	\$ 794	\$42,977	\$ 794
Total derivatives	\$42,977	\$ 794	\$42,977	\$ 794
As of December 31, 2016:				
Customer derivatives – interest rate swaps	\$—	\$—	\$—	\$—
Total derivatives	\$—	\$—	\$—	\$—

The Company has an International Swaps and Derivatives Association agreement with a third party that requires a minimum dollar transfer amount upon a margin call. This requirement is dependent on certain specified credit measures. The amount of collateral posted with the third party at June 30, 2017 and December 31, 2016 was \$840 thousand and \$0, respectively. The amount of collateral posted with the third party is deemed to be sufficient to collateralize both the fair market value change as well as any additional amounts that may be required as a result of a change in the specified credit measures. The aggregate fair value of all derivative financial instruments in a liability position with credit measure contingencies and entered into with the third party was \$794 thousand and \$0 as of June 30, 2017 and December 31, 2016, respectively.

**Note 14 – Accumulated Other Comprehensive Income (Loss)**

The following tables detail the components of accumulated other comprehensive income (loss) for the three and six month periods ended June 30, 2017 and 2016:

<i>(dollars in thousands)</i>	<b>Net Change in Unrealized Gains on Available-for-</b>	<b>Net Change in Unfunded Pension Liability</b>	<b>Accumulated Other Comprehensive (Loss) Income</b>
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**Sale  
Investment**

**Securities**

Balance, March 31, 2017	\$ (844	) \$ (1,146	) \$ (1,990	)
Net change	411	15	426	
Balance, June 30, 2017	\$ (433	) \$ (1,131	) \$ (1,564	)
Balance, March 31, 2016	\$ 2,695	\$ (1,193	) \$ 1,502	
Net change	970	16	986	
Balance, June 30, 2016	\$ 3,665	\$ (1,177	) \$ 2,488	

**Net Change in**

**Unrealized  
Gains**

*(dollars in thousands)*

**on  
Available-for-**

**Sale  
Investment**

**Net  
Change in  
Unfunded  
Pension  
Liability**

**Accumulated  
Other  
Comprehensive  
(Loss) Income**

**Securities**

Balance, December 31, 2016	\$ (1,231	) \$ (1,178	) \$ (2,409	)
Net change	798	47	845	
Balance, June 30, 2017	\$ (433	) \$ (1,131	) \$ (1,564	)
Balance, December 31, 2015	\$ 774	\$ (1,186	) \$ (412	)
Net change	2,891	9	2,900	
Balance, June 30, 2016	\$ 3,665	\$ (1,177	) \$ 2,488	

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The following table details the amounts reclassified from each component of accumulated other comprehensive loss to each component's applicable income statement line, for the three and six month periods ended June 30, 2017 and 2016:

Description of Accumulated Other  Comprehensive Loss Component	Amount Reclassified from Accumulated  Other Comprehensive Loss For The Three Months Ended June 30, 2017      2016		Affected Income Statement Category
<i>Net unrealized gain on investment securities available for sale:</i>			
Realization of loss on sale of investment securities available for sale	\$ —	\$ 43	Net gain on sale of available for sale investment securities
Less: income tax benefit (expense)	—	15	Less: income tax expense
Net of income tax	\$ —	\$ 28	Net of income tax
<i>Unfunded pension liability:</i>			
Amortization of net loss included in net periodic pension costs*	\$ 24	\$ 24	Employee benefits
Amortization of prior service cost included in net periodic pension costs*	—	—	Employee benefits
Total expense before income tax benefit	24	24	Total expense before income tax benefit
Less: income tax benefit	8	8	Less: income tax benefit
Net of income tax	\$ 16	\$ 16	Net of income tax
Description of Accumulated Other  Comprehensive Loss Component	Amount Reclassified from Accumulated  Other Comprehensive Loss		Affected Income Statement Category

For The Six  
Months Ended  
June 30,  
2017      2016

***Net unrealized gain on investment securities  
available for sale:***

Realization of (gain) loss on sale of investment securities available for sale	\$ (1 )	\$ 58	Net (loss) gain on sale of available for sale investment securities
Less: income tax expense	—	20	Less: income tax expense
Net of income tax	\$ (1 )	\$ 38	Net of income tax

***Unfunded pension liability:***

Amortization of net loss included in net periodic pension costs*	\$ 47	\$ 48	Employee benefits
Amortization of prior service cost included in net periodic pension costs*	—	—	Employee benefits
Total expense before income tax benefit	47	48	Total expense before income tax benefit
Less: income tax benefit	16	17	Less: income tax benefit
Net of income tax	\$ 31	\$ 31	Net of income tax

*\*Accumulated other comprehensive loss components are included in the computation of net periodic pension cost. See Note 9 - Pension and Other Post-Retirement Benefit Plans*

**Note 15 - Shareholders' Equity**

**Dividend**

On July 20, 2017, the Corporation's Board of Directors declared a regular quarterly dividend of \$0.22 per share payable September 1, 2017 to shareholders of record as of August 2, 2017. During the second quarter of 2017, the Corporation paid or accrued, as applicable, a regular quarterly dividend of \$0.21 per share. This dividend totaled \$3.6 million, based on outstanding shares and restricted stock units as of May 2, 2017 of 17,236,926 shares.

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**S-3 Shelf Registration Statement and Offerings Thereunder**

In March 2015, the Corporation filed a shelf registration statement on Form S-3 (the “Shelf Registration Statement”) to replace its 2012 Shelf Registration Statement, which was set to expire in April 2015. The Shelf Registration Statement allows the Corporation to raise additional capital through offers and sales of registered securities consisting of common stock, debt securities, warrants to purchase common stock, stock purchase contracts and units or units consisting of any combination of the foregoing securities. Using the prospectus in the Shelf Registration Statement, together with applicable prospectus supplements, the Corporation may sell, from time to time, in one or more offerings, such securities in a dollar amount up to \$200 million, in the aggregate.

In addition, the Corporation has in place under its Shelf Registration Statement a Dividend Reinvestment and Stock Purchase Plan (the “Plan”), which allows it to issue up to 1,500,000 shares of registered common stock. The Plan allows for the grant of a request for waiver (“RFW”) above the Plan’s maximum investment of \$120 thousand per account per year. An RFW is granted based on a variety of factors, including the Corporation’s current and projected capital needs, prevailing market prices of the Corporation’s common stock and general economic and market conditions.

**Options**

In addition to shares that may be issued through the Plan, the Corporation also issues shares through the exercise of stock options and the vesting of restricted stock units. During the six months ended June 30, 2017, 45,198 shares were issued pursuant to the exercise of stock options, increasing shareholders’ equity by \$1.0 million. During the six months ended June 30, 2017, 6,300 restricted stock units vested and were issued. The increase in shareholders’ equity related to the issuance of the restricted stock units, which is recognized over the vesting period through stock based compensation expense, was \$175 thousand.

**Stock Repurchases**

On August 6, 2015, the Corporation announced a stock repurchase program (the “2015 Program”) under which the Corporation may repurchase up to 1,200,000 shares of the Corporation’s common stock, at an aggregate purchase price not to exceed \$40 million. During the six months ended June 30, 2017, no shares were repurchased under the 2015 Program. As of June 30, 2017, the maximum number of shares remaining authorized for repurchase under the 2015 Program was 189,300. In addition to the 2015 Program, it is the Corporation’s practice to retire shares to its treasury account upon the vesting of stock awards to certain officers in order to cover the statutory income tax withholdings related to such vestings.

## **Note 16 - Accounting for Uncertainty in Income Taxes**

The Corporation recognizes the financial statement benefit of a tax position only after determining that the Corporation would be more likely than not to sustain the position following an examination. For tax positions meeting the more-likely-than-not threshold, the amount recognized in the financial statements is the largest benefit that has a greater than 50% likelihood of being realized upon settlement with the relevant tax authority.

The Corporation is subject to income taxes in the United States federal jurisdiction and multiple state jurisdictions. The Corporation is no longer subject to U.S. federal income tax examination by taxing authorities for years before 2013.

The Corporation's policy is to record interest and penalties on uncertain tax positions as income tax expense. No interest or penalties were accrued for the three or six month periods ended June 30, 2017 or 2016.

## **Note 17 - Fair Value Measurement**

The following disclosures are made in conjunction with the application of fair value measurements.

FASB ASC 820 "Fair Value Measurement" establishes a fair value hierarchy based on the nature of data inputs for fair value determinations, under which the Corporation is required to value each asset using assumptions that market participants would utilize to value that asset. When the Corporation uses its own assumptions, it is required to disclose additional information about the assumptions used and the effect of the measurement on earnings or the net change in assets for the period.

The Corporation's investment securities available for sale, which generally include state and municipal securities, U.S. government agency securities and mortgage-related securities, are reported at fair value. These securities are valued by an independent third party. The third party's evaluations are based on market data. They utilize evaluated pricing models that vary by asset and incorporate available trade, bid and other market information. For securities that do not trade on a daily basis, their pricing applications apply available information such as benchmarking and matrix pricing. The market inputs normally sought in the evaluation of securities include benchmark yields, reported trades, broker/dealer quotes (only obtained from market makers or broker/dealers recognized as market participants), issuer spreads, two-sided markets, benchmark securities, bids, offers and reference data. For certain securities, additional inputs may be used or some market inputs may not be applicable. Inputs are prioritized differently on any given day based on market conditions.

U.S. Government agency securities are evaluated and priced using multi-dimensional relational models and option-adjusted spreads. State and municipal securities are evaluated on a series of matrices including reported trades and material event notices. Mortgage-related securities are evaluated using matrix correlation to treasury or floating index benchmarks, prepayment speeds, monthly payment information and other benchmarks. Other available for sale investments are evaluated using a broker-quote based application, including quotes from issuers. The Corporation has a sufficient understanding of the third party service's valuation models, assumptions and inputs used in determining the fair value of available for sale investments to enable management to maintain an appropriate system of internal control.



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The Corporation's interest rate swaps are reported at fair value utilizing Level 2 inputs. Prices of these instruments are obtained through an independent pricing source utilizing pricing information which may include market observed quotations for swaps, LIBOR rates, forward rates and rate volatility. When entering into a derivative contract, the Corporation is exposed to fair value changes due to interest rate movements, and the potential non-performance of our contract counterparty. The Corporation has developed a methodology to value the non-performance risk based on internal credit risk metrics and the unique characteristics of derivative instruments, which include notional exposure rather than principle at risk and interest payment netting. The results of this methodology are used to adjust the base fair value of the instrument for the potential counterparty credit risk.

The value of the investment portfolio and interest rate swaps are determined using three broad levels of inputs:

**Level 1** – Quoted prices in active markets for identical securities.

**Level 2** – Quoted prices for similar instruments in active markets; quoted prices for identical or similar instruments in markets that are not active and model-derived valuations whose inputs are observable or whose significant value drivers are observable.

**Level 3** – Instruments whose significant value drivers are unobservable.

These levels are not necessarily an indication of the risks or liquidity associated with these investments. The following tables summarize the assets at June 30, 2017 and December 31, 2016 that are recognized on the Corporation's balance sheet using fair value measurement determined based on the differing levels of input.

The following table sets forth the fair value of assets measured on a recurring and non-recurring basis as of June 30, 2017:

<i>(dollars in millions)</i>	<b>Total</b>	<b>Level 1</b>	<b>Level 2</b>	<b>Level 3</b>
<b>Assets Measured at Fair Value on a Recurring Basis:</b>				
Investment securities (available for sale and trading):				
U.S. Treasury securities	\$0.1	\$0.1	\$—	\$—
Obligations of the U.S. government agency securities	126.5	—	126.5	—
Obligations of state & political subdivisions	27.5	—	27.5	—

Mortgage-backed securities	235.7	—	235.7	—
Collateralized mortgage obligations	42.5	—	42.5	—
Mutual funds	15.4	15.4	—	—
Other debt securities	1.1	—	1.1	—
Interest rate swaps	0.8	—	0.8	—
Total assets measured on a recurring basis at fair value	\$449.6	\$15.5	\$434.1	\$—

**Assets Measured at Fair Value on a Non-Recurring Basis**

Mortgage servicing rights	\$6.1	\$—	\$—	\$6.1
Impaired loans and leases	13.0	—	—	13.0
Other real estate owned (“OREO”)	1.1	—	—	1.1
Total assets measured on a non-recurring basis at fair value	\$20.2	\$—	\$—	\$20.2

The following table sets forth the fair value of assets measured on a recurring and non-recurring basis as of December 31, 2016:

<i>(dollars in millions)</i>	<b>Total</b>	<b>Level 1</b>	<b>Level 2</b>	<b>Level 3</b>
<b>Assets Measured at Fair Value on a Recurring Basis:</b>				
Investment securities (available for sale and trading):				
U.S. Treasury securities	\$200.1	\$200.1	\$—	\$—
Obligations of the U.S. government agency securities	82.2	—	82.2	—
Obligations of state & political subdivisions	33.5	—	33.5	—
Mortgage-backed securities	188.8	—	188.8	—
Collateralized mortgage obligations	48.7	—	48.7	—
Mutual funds	19.1	19.1	—	—
Other debt securities	1.3	—	1.3	—
Total assets measured on a recurring basis at fair value	\$573.7	\$219.2	\$354.5	\$—
<b>Assets Measured at Fair Value on a Non-Recurring Basis</b>				
Mortgage servicing rights	\$6.2	\$—	\$—	\$6.2
Impaired loans and leases	14.3	—	—	14.3
OREO	1.0	—	—	1.0
Total assets measured on a non-recurring basis at fair value	\$21.5	\$—	\$—	\$21.5

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During the three and six months ended June 30, 2017, increases of \$40 thousand and \$43 thousand, respectively, were recorded in the Allowance as a result of adjusting the carrying value and estimated fair value of the impaired loans in the above tables. As it relates to the fair values of assets measured on a recurring basis, there have been no transfers between levels during the three and six months ended June 30, 2017.

### **Impaired Loans**

The Corporation evaluates and values impaired loans at the time the loan is identified as impaired, and the fair values of such loans are estimated using Level 3 inputs in the fair value hierarchy. Each loan's collateral has a unique appraisal and management's discount of the value is based on the factors unique to each impaired loan. The significant unobservable input in determining the fair value is management's subjective discount on appraisals of the collateral securing the loan, which range from 10% - 50%. Collateral may consist of real estate and/or business assets including equipment, inventory and/or accounts receivable and the value of these assets is determined based on the appraisals by qualified licensed appraisers hired by the Corporation. Appraised and reported values may be discounted based on management's historical knowledge, changes in market conditions from the time of valuation, estimated costs to sell, and/or management's expertise and knowledge of the client and the client's business.

The Corporation has an appraisal policy in which an appraisal is obtained for a commercial loan at the point at which the loan either becomes nonperforming or is downgraded to a substandard or worse classification. For consumer loans, the Corporation obtains updated appraisals when a loan becomes 90 days past due or when it receives other information that may indicate possible impairment. Based on the appraisals obtained by the Corporation, an appropriate Allowance is allocated to the particular loan.

### **Other Real Estate Owned**

Other real estate owned consists of properties acquired as a result of foreclosures and deeds in-lieu-of foreclosure. Properties are classified as OREO and are reported at the lower of cost or fair value less cost to sell, and are classified as Level 3 in the fair value hierarchy.

### **Mortgage Servicing Rights**

MSRs do not trade in an active, open market with readily observable prices. Accordingly, the Corporation obtains the fair value of the MSRs using a third-party pricing provider. The provider determines the fair value by discounting projected net servicing cash flows of the remaining servicing portfolio. The valuation model used by the provider considers market loan prepayment predictions and other economic factors which the Corporation considers to be significant unobservable inputs. The fair value of MSRs is mostly affected by changes in mortgage interest rates since rate changes cause the loan prepayment acceleration factors to increase or decrease. All assumptions are market driven. The Corporation has a sufficient understanding of the third party service's valuation models, assumptions and inputs used in determining the fair value of MSRs to enable management to maintain an appropriate system of internal control. Mortgage servicing rights are classified within Level 3 of the fair value hierarchy as the valuation is model driven and primarily based on unobservable inputs.

## **Note 18 - Fair Value of Financial Instruments**

FASB ASC 825, "Disclosures about Fair Value of Financial Instruments" requires disclosure of the fair value information about financial instruments, whether or not recognized in the balance sheet, for which it is practicable to estimate such value. In cases where quoted market prices are not available, fair values are based on estimates using present value or other fair value techniques. Those techniques are significantly affected by the assumptions used, including the discount rate and estimates of future cash flows. In that regard, the derived fair value estimates cannot be substantiated by comparison to independent markets and, in many cases, could not be realized in immediate settlement of the instrument. The aggregate fair value amounts presented below do not represent the underlying value of the Corporation.

The following methods and assumptions were used to estimate the fair value of each class of financial instruments for which it is practicable to estimate that value:

### **Cash and Cash Equivalents**

The carrying amounts reported in the balance sheet for cash and cash equivalents approximate their fair values.

### **Investment Securities**

Estimated fair values for investment securities are generally valued by an independent third party based on market data, utilizing pricing models that vary by asset and incorporate available trade, bid and other market information.

Management reviews, annually, the process utilized by its independent third-party valuation experts. On a quarterly basis, Management tests the validity of the prices provided by the third party by selecting a representative sample of the portfolio and obtaining actual trade results, or if actual trade results are not available, competitive broker pricing. See Note 4 of the Notes to Consolidated Financial Statements for more information.

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**Loans Held for Sale**

The fair value of loans held for sale is based on pricing obtained from secondary markets.

**Net Portfolio Loans and Leases**

For variable-rate loans that re-price frequently and which have no significant change in credit risk, estimated fair values are based on carrying values. Fair values of certain mortgage loans and consumer loans are estimated using discounted cash flow analyses, using interest rates currently being offered for loans with similar terms to borrowers of similar credit quality and is indicative of an entry price. The estimated fair value of nonperforming loans is based on discounted estimated cash flows as determined by the internal loan review of the Corporation or the appraised fair value of the underlying collateral, as determined by independent third party appraisers. This technique does not reflect an exit price.

**Impaired Loans**

The Corporation evaluates and values impaired loans at the time the loan is identified as impaired, and the fair values of such loans are estimated using Level 3 inputs in the fair value hierarchy. Each loan's collateral has a unique appraisal and management's discount of the value is based on the factors unique to each impaired loan. The significant unobservable input in determining the fair value is management's subjective discount on appraisals of the collateral securing the loan, which range from 10% - 50%. Collateral may consist of real estate and/or business assets including equipment, inventory and/or accounts receivable and the value of these assets is determined based on the appraisals by qualified licensed appraisers hired by the Corporation. Appraised and reported values may be discounted based on management's historical knowledge, changes in market conditions from the time of valuation, estimated costs to sell, and/or management's expertise and knowledge of the client and the client's business.

**Mortgage Servicing Rights**

The fair value of the MSRs for these periods was determined using a proprietary third-party valuation model that calculates the present value of estimated future servicing income. The model incorporates assumptions that market participants use in estimating future net servicing income, including estimates of prepayment speeds and discount rates. Due to the proprietary nature of the valuation model used, the Corporation classifies the value of MSRs as using Level 3 inputs.

### **Other Assets**

The carrying amount of accrued interest receivable, income taxes receivable and other investments approximates fair value.

### **Deposits**

The estimated fair values disclosed for noninterest-bearing demand deposits, savings, NOW accounts, and market rate accounts are, by definition, equal to the amounts payable on demand at the reporting date (i.e., their carrying amounts). Fair values for certificates of deposit are estimated using a discounted cash flow calculation that applies interest rates currently being offered on certificates to a schedule of expected monthly maturities on the certificate of deposit. FASB Codification 825 defines the fair value of demand deposits as the amount payable on demand as of the reporting date and prohibits adjusting estimated fair value from any value derived from retaining those deposits for an expected future period of time.

### **Short-term borrowings**

The carrying amount of short-term borrowings, which include overnight repurchase agreements, fed funds and FHLB advances with original maturity of one year or less, approximates their fair value.

### **Long-term FHLB Advances**

The fair value of long-term FHLB advances (with original maturities of greater than one year) is established using a discounted cash flow calculation that applies interest rates currently being offered on mid-term and long term borrowings.

### **Subordinated Notes**

The fair value of the Notes is estimated by discounting the principal balance using the FHLB yield curve for the term to the call date as the Corporation has the option to call the Notes. The Notes are classified within Level 2 in the fair value hierarchy.

### **Other Liabilities**

The carrying amounts of accrued interest payable and other accrued payables approximate fair value.

### **Interest Rate Swaps**

The Corporation's interest rate swaps are reported at fair value utilizing Level 2 inputs. Prices of these instruments are obtained through an independent pricing source utilizing pricing information which may include market observed quotations for swaps, LIBOR rates, forward rates and rate volatility. When entering into a derivative contract, the Corporation is exposed to fair value changes due to interest rate movements, and the potential non-performance of our contract counterparty. The Corporation has developed a methodology to value the non-performance risk based on internal credit risk metrics and the unique characteristics of derivative instruments, which include notional exposure rather than principle at risk and interest payment netting. The results of this methodology are used to adjust the base fair value of the instrument for the potential counterparty credit risk.



Table of Contents**Off-Balance Sheet Instruments**

Estimated fair values of the Corporation's commitments to extend credit, standby letters of credit and financial guarantees are not included in the table below as their carrying values generally approximate their fair values. These instruments generate fees that approximate those currently charged to originate similar commitments.

As of the dates indicated, the carrying amount and estimated fair value of the Corporation's financial instruments are as follows:

	<b>Fair Value Hierarchy</b>	<b>As of June 30, 2017</b>		<b>As of December 31 2016</b>	
		<b>Carrying</b>	<b>Estimated</b>	<b>Carrying</b>	<b>Estimated</b>
<i>(dollars in thousands)</i>	<b>Level*</b>	<b>Amount</b>	<b>Fair Value</b>	<b>Amount</b>	<b>Fair Value</b>
Financial assets:					
Cash and cash equivalents	Level 1	\$ 50,158	\$ 50,158	\$ 50,765	\$ 50,765
Investment securities, available for sale	See Note 17	443,687	443,687	566,996	566,996
Investment securities, trading	See Note 17	4,021	4,021	3,888	3,888
Investments, held to maturity	Level 2	5,161	5,102	2,879	2,818
Loans held for sale	Level 2	8,590	8,590	9,621	9,621
Net portfolio loans and leases	Level 3	2,650,252	2,685,748	2,517,939	2,505,546
Mortgage servicing rights	Level 3	5,683	6,057	5,582	6,154
Interest rate swaps	Level 2	794	794	—	—
Other assets	Level 3	32,567	32,567	34,465	34,465
Total financial assets		\$ 3,200,913	\$ 3,236,724	\$ 3,192,135	\$ 3,180,253
Financial liabilities:					
Deposits	Level 2	\$ 2,681,763	\$ 2,680,639	\$ 2,579,675	\$ 2,579,011
Short-term borrowings	Level 2	130,295	130,295	204,151	204,151
Long-term FHLB advances	Level 2	164,681	164,901	189,742	186,863
Subordinated notes	Level 2	29,559	30,182	29,532	29,228
Interest rate swaps	Level 2	794	794	—	—
Other liabilities	Level 2	36,150	36,150	37,303	37,303
Total financial liabilities		\$ 3,043,242	\$ 3,042,961	\$ 3,040,403	\$ 3,036,556

\*See Note 17 for a description of fair value hierarchy levels.

## **Note 19 - Recent Accounting Pronouncements**

### **FASB ASU No. 2014-09 (Topic 606), “Revenue from Contracts with Customers”**

Issued in May 2014, ASU 2014-09 will require an entity to recognize revenue when it transfers promised goods or services to customers using a five-step model that requires entities to exercise judgment when considering the terms of the contracts. In August 2015, the FASB issued ASU No. 2015-14, Revenue from Contracts with Customers (Topic 606): Deferral of the Effective Date. This amendment defers the effective date of ASU 2014-09 by one year. In March 2016, the FASB issued ASU 2016-08, “Principal versus Agent Considerations (Reporting Gross versus Net),” which amends the principal versus agent guidance and clarifies that the analysis must focus on whether the entity has control of the goods or services before they are transferred to the customer. In addition, the FASB issued ASU Nos. 2016-20, Technical Corrections and Improvements to Topic 606, Revenue from Contracts with Customers and 2016-12, Narrow-Scope Improvements and Practical Expedients, both of which provide additional clarification of certain provisions in Topic 606. These Accounting Standards Codification (“ASC”) updates are effective for annual reporting periods beginning after December 15, 2017, but early adoption is permitted. Early adoption is permitted only as of annual reporting periods after December 15, 2016. The standard permits the use of either the retrospective or retrospectively with the cumulative effect transition method. The Corporation is currently in the process of evaluating all revenue streams, accounting policies, practices and reporting to identify and understand any impact on the Corporation’s Consolidated Financial Statements. Our preliminary evaluation suggests that adoption of this guidance is not expected to have a material effect on our Consolidated Financial Statements.

### **FASB ASU 2017-04 (Topic 350), “Intangibles – Goodwill and Others”**

Issued in January 2017, ASU 2017-04 simplifies how an entity is required to test goodwill for impairment by eliminating Step 2 from the goodwill impairment test. Step 2 measures a goodwill impairment loss by comparing the implied fair value of a reporting unit’s goodwill with the carrying amount of that goodwill. ASU 2017-04 is effective for annual periods beginning after December 15, 2019 including interim periods within those periods. The Corporation is evaluating the effect that ASU 2017-04 will have on its consolidated financial statements and related disclosures.

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**FASB ASU 2017-01 (Topic 805), “Business Combinations”**

Issued in January 2017, ASU 2017-01 clarifies the definition of a business with the objective of adding guidance to assist entities with evaluating whether transactions should be accounted for as acquisitions (or disposals) of assets or businesses. The definition of a business affects many areas of accounting including acquisitions, disposals, goodwill, and consolidation. ASU 2017-01 is effective for annual periods beginning after December 15, 2017 including interim periods within those periods. The Corporation is evaluating the effect that ASU 2017-01 will have on its consolidated financial statements and related disclosures.

**FASB ASU 2016-15 (Topic 320), “Classification of Certain Cash Receipts and Cash Payments”**

Issued in August 2016, ASU 2016-15 provides guidance on eight specific cash flow issues and their disclosure in the consolidated statements of cash flows. The issues addressed include debt prepayment, settlement of zero-coupon debt, contingent consideration in business combinations, proceeds from settlement of insurance claims, proceeds from settlement of BOLI, distributions received from equity method investees, beneficial interests in securitization transactions, and separately identifiable cash flows and application of the Predominance principle. 2016-15 is effective for the annual and interim periods in fiscal years beginning after December 15, 2017, with early adoption permitted. The Corporation is currently evaluating the impact of this guidance and does not anticipate a material impact on its consolidated financial statements.

**FASB ASU 2016-13 (Topic 326), “Measurement of Credit Losses on Financial Instruments”**

Issued in June 2016, ASU 2016-13 significantly changes how companies measure and recognize credit impairment for many financial assets. The new current expected credit loss model will require companies to immediately recognize an estimate of credit losses expected to occur over the remaining life of the financial assets that are in the scope of the standard. The ASU also makes targeted amendments to the current impairment model for available-for-sale debt securities. ASU 2016-13 is effective for the annual and interim periods in fiscal years beginning after December 15, 2018, with early adoption permitted. The Corporation is evaluating the effect that ASU 2016-02 will have on its consolidated financial statements and related disclosures.

**FASB ASU 2016-02 (Topic 842), “Leases”**

Issued in February 2016, ASU 2016-02 revises the accounting related to lessee accounting. Under the new guidance, lessees will be required to recognize a lease liability and a right-of-use asset for all leases. The new lease guidance also simplifies the accounting for sale and leaseback transactions primarily because lessees must recognize lease assets and lease liabilities. ASU 2016-02 is effective for the first interim period within annual periods beginning after December 15, 2018, with early adoption permitted. The standard is required to be adopted using the modified retrospective transition approach for leases existing at, or entered into after, the beginning of the earliest comparative period presented in the financial statements. The Corporation is evaluating the effect that ASU 2016-02 will have on its consolidated financial statements and related disclosures.

**FASB ASU 2016-01 (Subtopic 825-10), “Financial Instruments – Overall, Recognition and Measurement of Financial Assets and Financial Liabilities”**

Issued in January 2016, ASU 2016-01 provides that equity investments will be measured at fair value with changes in fair value recognized in net income. When fair value is not readily determinable an entity may elect to measure the equity investment at cost, minus impairment, plus or minus any change in the investment’s observable price. For financial liabilities that are measured at fair value, the amendment requires an entity to present separately, in other comprehensive income, any change in fair value resulting from a change in instrument-specific credit risk. ASU 2016-01 will be effective for fiscal years beginning after December 15, 2017, including interim periods within those fiscal years. Early adoption is permitted. Entities may apply this guidance on a prospective or retrospective basis. The Corporation is evaluating the effect that ASU 2016-02 will have on its consolidated financial statements and related disclosures.

**FASB ASU 2017-08 (Subtopic 310-20), “Nonrefundable Fees and Other Costs (Subtopic 310-20): Premium Amortization on Purchased Callable Debt Securities”**

Issued in March 2017, ASU 2017-08 shortens the amortization period for certain callable debt securities held at a premium. Specifically, the amendment requires the premium to be amortized to the earliest call date. The amendments does not require an accounting change for securities held at a discount; the discount continues to be amortized to maturity. For public business entities, the amendments in this update are effective for fiscal years, and interim periods within those fiscal years, beginning after December 15, 2018. Early adoption is permitted, including adoption in an interim period. The Corporation has evaluated ASU 2017-08 and determined that it currently follows the guidance related to premium amortization on callable debt securities.

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**FASB ASU 2017-07—Compensation—Retirement Benefits (Topic 715): “Improving the Presentation of Net Periodic Pension Cost and Net Periodic Postretirement Benefit Cost”**

Issued in March 2017, ASU 2017-07 require that an employer report the service cost component in the same line item or items as other compensation costs arising from services rendered by the pertinent employees during the period. The other components of net benefit cost are required to be presented in the income statement separately from the service cost component and outside a subtotal of income from operations, if one is presented. If a separate line item or items are used to present the other components of net benefit cost, that line item or items must be appropriately described. If a separate line item or items are not used, the line item or items used in the income statement to present the other components of net benefit cost must be disclosed. The amendments in this update also allow only the service cost component to be eligible for capitalization when applicable (for example, as a cost of internally manufactured inventory or a self-constructed asset). The amendments in this update are effective for public business entities for annual periods beginning after December 15, 2017, including interim periods within those annual periods. Early adoption is permitted as of the beginning of an annual period for which financial statements (interim or annual) have not been issued or made available for issuance. The Corporation is evaluating the effect that ASU 2017-07 will have on its consolidated financial statements and related disclosures, but does not expect that it will materially affect the Corporation’s financial statements.

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**ITEM 2 Management's Discussion and Analysis of Results of Operation and Financial Condition**

The following is the Corporation's discussion and analysis of the significant changes in the financial condition, results of operations, capital resources and liquidity presented in the accompanying consolidated financial statements. Current performance does not guarantee, and may not be indicative of, similar performance in the future.

**Brief History of the Corporation**

The Bryn Mawr Trust Company (the "Bank") received its Pennsylvania banking charter in 1889 and is a member of the Federal Reserve System. In 1986, Bryn Mawr Bank Corporation (the "Corporation") was formed and on January 2, 1987, the Bank became a wholly-owned subsidiary of the Corporation. The Bank and Corporation are headquartered in Bryn Mawr, Pennsylvania, a western suburb of Philadelphia. The Corporation and its subsidiaries offer a full range of personal and business banking services, consumer and commercial loans, equipment leasing, mortgages, insurance and wealth management services, including investment management, trust and estate administration, retirement planning, custody services, and tax planning and preparation from 25 full-service branches, eight limited-hour retirement community offices, one limited-service branch, six wealth management offices and a full-service insurance agency located throughout Montgomery, Delaware, Chester, Dauphin and Philadelphia counties in Pennsylvania and New Castle county in Delaware. The common stock of the Corporation trades on the NASDAQ Stock Market ("NASDAQ") under the symbol BMTC.

The Corporation operates in a highly competitive market area that includes local, national and regional banks as competitors along with savings banks, credit unions, insurance companies, trust companies, registered investment advisors and mutual fund families. The Corporation and its subsidiaries are regulated by many agencies including the Securities and Exchange Commission ("SEC"), NASDAQ, Federal Deposit Insurance Corporation ("FDIC"), the Federal Reserve and the Pennsylvania Department of Banking and Securities. The goal of the Corporation is to become the preeminent community bank and wealth management organization in the Philadelphia area.

**Critical Accounting Policies, Judgments and Estimates**

The accounting and reporting policies of the Corporation and its subsidiaries conform with U.S. generally accepted accounting principles ("GAAP"). All inter-company transactions are eliminated in consolidation and certain reclassifications are made when necessary to conform the previous year's financial statements to the current year's presentation. In preparing the consolidated financial statements, the Corporation is required to make estimates and

assumptions that affect the reported amount of assets and liabilities as of the dates of the balance sheets and revenues and expenditures for the periods presented. However, there are uncertainties inherent in making these estimates and actual results could differ from these estimates. The Corporation has identified certain areas that require estimates and assumptions, which include the allowance for loan and lease losses (the “Allowance”), the valuation of goodwill and intangible assets, the fair value of investment securities, the fair value of derivative financial instruments, and the valuation of mortgage servicing rights, deferred tax assets and liabilities, benefit plans and stock-based compensation. The Corporation’s derivative financial instruments are not exchange-traded and therefore are valued utilizing models that use as their basis readily observable market parameters, specifically the London Interbank Offered Rate (“LIBOR”) swap curve, and are classified within Level 2 of the valuation hierarchy. In addition, certain assets are measured at fair value on a nonrecurring basis; that is, the instruments are not measured at fair value on an ongoing basis but are subject to fair value adjustments in certain circumstances (for example, when there is evidence of impairment).

These critical accounting policies, along with other significant accounting policies, are presented in Footnote 1 – Summary of Significant Accounting Policies, in the Notes to Consolidated Financial Statements in the Corporation’s 2016 Annual Report on Form 10-K (the “2016 Annual Report”).

In addition to the critical accounting policies described and referenced above, as it relates to derivative financial instruments, the Corporation recognizes all derivative instruments at fair value as either assets or liabilities in other assets or other liabilities on the balance sheet. The accounting for changes in the fair value of a derivative instrument depends on whether it has been designated and qualifies as part of a hedging relationship. As of June 30, 2017, the Corporation’s derivative financial instruments are not designated as hedges and gains or losses are recognized in current earnings.

#### **Pending Business Combination – Royal Bancshares of Pennsylvania, Inc.**

On January 30, 2017, the Corporation entered into a definitive Agreement and Plan of Merger to acquire Royal Bancshares of Pennsylvania, Inc. (“RBPI”), parent company of Royal Bank America (“RBA”), in a transaction with an aggregate value of \$127.7 million (the “Acquisition” or the “RBPI Acquisition”). In connection with the Acquisition, RBPI will merge with and into the Corporation and RBA will merge with and into the Bank. The Acquisition, which is expected to add approximately \$602 million in loans and \$630 million in deposits (based on December 31, 2016 financial information), is expected to strengthen the Corporation’s position as the largest community bank in Philadelphia’s western suburbs and, based on deposits, will rank it as the eighth largest community bank headquartered in Pennsylvania. The Acquisition, which will expand the Corporation's distribution network by providing entry into the new markets of New Jersey and Berks County, Pennsylvania, and an expanded physical presence in Philadelphia County, Pennsylvania, is expected to close during the third quarter of 2017 and is subject to applicable regulatory approvals and closing conditions.





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**Other Recent Acquisitions and Expansions**

In addition to the RBPI Acquisition, the Bank has continued to execute on its strategies of diversification and acquiring and/or establishing specialty offices in strategically targeted areas where management believes there to be a high demand for the Bank's products and services. On May 24, 2017, the Bank completed its acquisition of Hirshorn Boothby, a full-service insurance agency established in 1931 and headquartered in the Chestnut Hill section of Philadelphia. Hirshorn Boothby was immediately merged into the Bank's existing insurance subsidiary, Powers Craft Parker and Beard, Inc., which has expanded the footprint of this growing segment.

On May 12, 2017, the Corporation established a wealth management-focused office in Princeton, New Jersey which is expected to complement the already-established presence in central New Jersey that is to be acquired in the anticipated merger with RBPI.

In addition to these expansions of the Corporation's physical presence, beginning in the second quarter of 2017 the Bank's newly established Capital Markets department commenced operations that focus on providing risk management services to address the needs of its commercial customer base. These capital markets capabilities enable the Bank to offer hedging tools for qualified commercial customers through the use of interest rate swaps and options designed to mitigate the interest rate risk on variable rate loans. This interest rate hedging offering allows the Bank to participate on and lead in larger and longer dated credits without incurring additional interest rate risk itself. Additional services will similarly focus on helping qualified customers to hedge their foreign exchange risk and meet their trade finance needs through enhanced international services capabilities.

**Executive Overview**

The following items highlight the Corporation's results of operations for the three and six months ended June 30, 2017, as compared to the same periods in 2016, and the changes in its financial condition as of June 30, 2017 as compared to December 31, 2016. More detailed information related to these highlights can be found in the sections that follow.

**Three Month Results of Operations**

Net income for the three months ended June 30, 2017 was \$9.4 million, an increase of \$500 thousand as compared to net income of \$8.9 million for the same period in 2016. Diluted earnings per share was \$0.55 for the three months ended June 30, 2017 as compared to \$0.52 for the same period in 2016.

Return on average equity (“ROE”) and return on average assets (“ROA”) for the three months ended June 30, 2017 were 9.71% and 1.14%, respectively, as compared to ROE and ROA of 9.81% and 1.16%, respectively, for the same period in 2016.

Tax-equivalent net interest income increased \$1.4 million, or 5.3%, to \$28.2 million for the three months ended June 30, 2017, as compared to \$26.8 million for the same period in 2016.

Provision for loan and lease losses (the “Provision”), of (\$83) thousand (a release from the allowance from loan and lease losses (the “Allowance”)) for the three months ended June 30, 2017 was a decrease of \$528 thousand from the \$445 thousand Provision recorded for the same period in 2016.

Non-interest income of \$14.8 million for the three months ended June 30, 2017 was a \$1.0 million increase from the same period in 2016.

Fees for wealth management services and insurance revenue of \$9.8 million and \$943 thousand, respectively, for the three months ended June 30, 2017 represented increases of \$376 thousand and \$98 thousand, respectively, from the same period in 2016. In addition, capital markets revenue resulting from the Bank’s second quarter launch of its Capital Markets department, comprised of fees for interest rate swaps, totaled \$953 thousand for the second quarter of 2017. The capital markets initiative began operations during the second quarter of 2017.

Non-interest expense of \$28.5 million for the three months ended June 30, 2017 increased \$2.3 million, from \$26.2 million for the same period in 2016.

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**Six Month Results of Operations**

Net income for the six months ended June 30, 2017 was \$18.5 million, an increase of \$1.2 million as compared to net income of \$17.3 million for the same period in 2016. Diluted earnings per share was \$1.07 for the six months ended June 30, 2017 as compared to \$1.02 for the same period in 2016.

ROE and ROA for the six months ended June 30, 2017 were 9.65% and 1.13%, respectively, as compared to ROE and ROA of 9.55% and 1.14%, respectively, for the same period in 2016.

Tax-equivalent net interest income increased \$3.0 million, or 5.6%, to \$55.8 million for the six months ended June 30, 2017, as compared to \$52.8 million for the same period in 2016.

The Provision of \$208 thousand for the six months ended June 30, 2017 was a decrease of \$1.6 million from \$1.9 million for the same period in 2016.

Non-interest income of \$28.0 million for the six months ended June 30, 2017 was a \$1.1 million increase from the same period in 2016.

Fees for wealth management services and insurance revenue of \$19.1 million and \$1.7 million, respectively, for the six months ended June 30, 2017 represented an increase of \$847 thousand and a decrease of \$415 thousand, respectively, from the same period in 2016. In addition, capital markets revenue, comprised of fees for interest rate swaps, totaled \$953 thousand for the six months ended June 30, 2017.

Non-interest expense of \$55.2 million for the six months ended June 30, 2017 increased \$3.9 million, from \$51.2 million for the same period in 2016.

**Changes in Financial Condition**

Total assets of \$3.44 billion as of June 30, 2017 increased \$16.7 million from December 31, 2016.

Shareholders' equity of \$395.0 million as of June 30, 2017 increased \$13.9 million from \$381.1 million as of December 31, 2016.

Total portfolio loans and leases as of June 30, 2017 were \$2.67 billion, an increase of \$131.2 million from the December 31, 2016 balance.

Total non-performing loans and leases of \$7.2 million represented 0.27% of portfolio loans and leases as of June 30, 2017 as compared to \$8.4 million, or 0.33% of portfolio loans and leases as of December 31, 2016.

The \$16.4 million Allowance, as of June 30, 2017, represented 0.61% of portfolio loans and leases, as compared to \$17.5 million, or 0.69% of portfolio loans and leases as of December 31, 2016.

Total deposits of \$2.68 billion as of June 30, 2017 increased \$102.1 million from \$2.58 billion as of December 31, 2016.

Wealth Management assets under management, administration, supervision and brokerage as of June 30, 2017 were \$12.05 billion, an increase of \$325.1 million from December 31, 2016.

Table of Contents**Key Performance Ratios**

Key financial performance ratios for the three months ended June 30, 2017 and 2016 are shown in the table below:

	Three Months Ended June 30,		Six Months Ended June 30,	
	2017	2016	2017	2016
Annualized return on average equity	9.71 %	9.81 %	9.65 %	9.55 %
Annualized return on average assets	1.14 %	1.16 %	1.13 %	1.14 %
Tax-equivalent net interest margin	3.68 %	3.81 %	3.71 %	3.84 %
Basic earnings per share	\$0.56	\$0.53	\$1.09	\$1.03
Diluted earnings per share	\$0.55	\$0.52	\$1.07	\$1.02
Dividend per share	\$0.21	\$0.20	\$0.42	\$0.40
Dividend declared per share to net income per basic common share	37.5 %	37.7 %	36.2 %	38.8 %

The following table presents certain key period-end balances and ratios as of June 30, 2017 and December 31, 2016:

<i>(dollars in millions, except per share amounts)</i>	June 30, 2017		December 31, 2016	
Book value per share	\$23.25		\$22.50	
Tangible book value per share	\$15.64		\$15.11	
Allowance as a percentage of loans and leases	0.61	%	0.69	%
Tier I capital to risk weighted assets	10.10	%	10.51	%
Tangible common equity ratio	8.03	%	7.76	%
Loan to deposit ratio	99.8	%	98.7	%
Wealth assets under management, administration, supervision and brokerage	\$12,050.6		\$11,328.5	
Portfolio loans and leases	\$2,666.7		\$2,535.4	
Total assets	\$3,438.2		\$3,421.5	
Shareholders' equity	\$395.0		\$381.1	

The following sections discuss, in detail, the Corporation's results of operations for the three and six months ended June 30, 2017, as compared to the same periods in 2016, and the changes in its financial condition as of June 30, 2017 as compared to December 31, 2016.

## **Components of Net Income**

Net income is comprised of five major elements:

**Net Interest Income**, or the difference between the interest income earned on loans, leases and investments and the interest expense paid on deposits and borrowed funds;

**Provision For Loan and Lease Losses**, or the amount added to the Allowance to provide for estimated inherent losses on portfolio loans and leases;

**Non-Interest Income**, which is made up primarily of Wealth Management revenue, insurance revenue, gains and losses from the sale loans, gains and losses from the sale of investment securities available for sale and other fees from loan and deposit services;

**Non-Interest Expense**, which consists primarily of salaries and employee benefits, occupancy, intangible asset amortization, professional fees and other operating expenses; and

**Income Taxes**, which include state and federal jurisdictions.

Table of Contents**TAX-EQUIVALENT NET INTEREST INCOME**

Net interest income is the primary source of the Corporation's revenue. The below tables present a summary, for the three and six months ended June 30, 2017 and 2016, of the Corporation's average balances and tax-equivalent yields earned on its interest-earning assets and the tax-equivalent rates paid on its interest-bearing liabilities. The tax-equivalent net interest margin is the tax-equivalent net interest income as a percentage of average interest-earning assets. The tax-equivalent net interest spread is the difference between the weighted average tax-equivalent yield on interest-earning assets and the weighted average cost of interest-bearing liabilities. The effect of noninterest-bearing liabilities represents the effect on the net interest margin of net funding provided by noninterest-earning assets, noninterest-bearing liabilities and shareholders' equity.

For the three months ended June 30, 2017, tax-equivalent net interest income increased \$1.4 million, or 5.3%, to \$28.2 million for the three months ended June 30, 2017, as compared to \$26.8 million for the same period in 2016. The increase in net interest income between the periods was largely related to the \$203.0 million increase in average loans and leases for the three months ended June 30, 2017 as compared to the same period in 2016. The tax-equivalent yield earned on loans and leases decreased 14 basis points from the second quarter of 2016 to the second quarter of 2017. The impact of the accretion of purchase accounting adjustments contributed significantly to the decrease in tax-equivalent yield earned on loans and leases. For the three months ended June 30, 2017, the accretion of purchase accounting adjustments contributed \$402 thousand to interest income, or 6 basis points to the tax-equivalent yield on loans and leases, as compared to a contribution of \$1.1 million, or 18 basis points to the tax-equivalent yield on loans and leases, for the same period in 2016. In addition to increases in loans and leases, the average balance of available for sale investment securities increased by \$55.0 million and experienced a 22 basis point increase in tax-equivalent yield earned between the second quarters of 2016 and 2017. Partially offsetting the impact of the earning asset volume increase between the periods was a \$136.4 million increase in average interest-bearing deposits, coupled with a 10 basis point increase in tax-equivalent rate paid on deposits from the second quarter of 2016 to the second quarter of 2017. The \$2.0 increase in tax-equivalent interest earned on earning assets was partially offset by the \$613 thousand increase in tax-equivalent interest paid on interest-bearing liabilities.

For the six months ended June 30, 2017, tax-equivalent net interest income increased \$3.0 million, or 5.6%, to \$55.8 million for the six months ended June 30, 2017, as compared to \$26.8 million for the same period in 2016. The increase in net interest income between the periods was largely related to the \$225.2 million increase in average loans and leases for the six months ended June 30, 2017 as compared to the same period in 2016. The tax-equivalent yield earned on loans and leases decreased 13 basis points from the six months ended June 30, 2016 and the six months ended June 30, 2017. The impact of the accretion of purchase accounting adjustments contributed significantly to the decrease in tax-equivalent yield earned on loans and leases. For the six months ended June 30, 2017, the accretion of purchase accounting adjustments contributed \$1.1 million to interest income, or 9 basis points to the tax-equivalent yield on loans and leases, as compared to a contribution of \$2.0 million, or 17 basis points to the tax-equivalent yield on loans and leases, for the same period in 2016. In addition to increases in loans and leases, the average balance of available for sale investment securities increased by \$41.9 million and experienced an 18 basis point increase in tax-equivalent yield earned between the six months ended June 30, 2016 and the six months ended June 30, 2017. Partially offsetting the impact of the earning asset volume increase between the periods was a \$177.5 million increase

in average interest-bearing deposits, coupled with a 11 basis point increase in tax-equivalent rate paid on deposits from the second quarter of 2016 to the second quarter of 2017. The \$4.1 million increase in tax-equivalent interest earned on earning assets was partially offset by the \$1.2 million increase in tax-equivalent interest paid on interest-bearing liabilities.



Table of Contents**Analyses of Interest Rates and Interest Differential**

The table below presents the major asset and liability categories on an average daily balance basis for the periods presented, along with interest income, interest expense and key rates and yields.

	For the Three Months Ended June 30,							
	2017				2016			
<i>(dollars in thousands)</i>	Average Balance	Interest Income/ Expense	Average Rates Earned/ Paid		Average Balance	Interest Income/ Expense	Average Rates Earned/ Paid	
Assets:								
Interest-bearing deposits with banks	\$26,266	\$35	0.53	%	\$44,950	\$42	0.38	%
Investment securities - available for sale:								
Taxable	391,112	1,940	1.99	%	325,893	1,433	1.77	%
Non-taxable <sup>(3)</sup>	28,970	150	2.08	%	39,193	187	1.92	%
Total investment securities - available for sale	420,082	2,090	2.00	%	365,086	1,620	1.78	%
Investment securities – held to maturity	5,181	5	0.39	%	2,427	4	0.66	
Investment securities - trading	4,137	13	1.26	%	3,640	2	0.22	%
Loans and leases <sup>(1)(2)(3)</sup>	2,615,610	29,309	4.49	%	2,412,643	27,761	4.63	%
Total interest-earning assets	3,071,276	31,452	4.11	%	2,828,746	29,429	4.18	%
Cash and due from banks	15,727				16,413			
Allowance for loan and lease losses	(17,549 )				(17,271 )			
Other assets	263,853				262,065			
Total assets	\$3,333,307				\$3,089,953			
Liabilities:								
Savings, NOW, and market rate accounts	\$1,375,949	813	0.24	%	\$1,273,964	589	0.19	%
Wholesale deposits	154,424	378	0.98	%	196,517	361	0.74	%
Time deposits	323,287	792	0.98	%	246,771	452	0.74	%
Total interest-bearing deposits	1,853,660	1,983	0.43	%	1,717,252	1,402	0.33	%
Short-term borrowings	98,869	237	0.96	%	32,328	20	0.25	%
Long-term FHLB advances	171,567	682	1.59	%	236,248	867	1.48	%
Subordinated notes	29,550	370	5.02	%	29,496	370	5.05	%
Total borrowings	299,986	1,289	1.72	%	298,072	1,257	1.70	%
Total interest-bearing liabilities	2,153,646	3,272	0.61	%	2,015,324	2,659	0.53	%
Non-interest-bearing deposits	755,597				675,710			
Other liabilities	34,348				32,804			
Total non-interest-bearing liabilities	789,945				708,514			
Total liabilities	2,943,591				2,723,838			
Shareholders' equity	389,716				366,115			

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Total liabilities and shareholders' equity	\$3,333,307			\$3,089,953		
Net interest spread		3.50	%		3.65	%
Effect of non-interest-bearing liabilities		0.18	%		0.16	%
Tax-equivalent net interest income and margin on earning assets <sup>(3)</sup>	\$ 28,180	3.68	%	\$ 26,770	3.81	%
Tax-equivalent adjustment <sup>(3)</sup>	\$ 215	0.03	%	\$ 143	0.02	%

(1) *Nonaccrual loans have been included in average loan balances, but interest on nonaccrual loans has been excluded for purposes of determining interest income.*

(2) *Loans include portfolio loans and leases and loans held for sale.*

(3) *Tax rate used for tax-equivalent calculations is 35%.*

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(dollars in thousands)	For the Six Months Ended June 30, 2017				2016			
	Average Balance	Interest Income/ Expense	Average Rates Earned/ Paid		Average Balance	Interest Income/ Expense	Average Rates Earned/ Paid	
Assets:								
Interest-bearing deposits with banks	\$32,931	\$ 101	0.62	%	\$42,000	\$ 88	0.42	%
Investment securities - available for sale:								
Taxable	372,772	3,620	1.96	%	321,123	2,832	1.77	%
Non-taxable <sup>(3)</sup>	30,221	314	2.10	%	39,925	378	1.90	%
Total investment securities - available for sale	402,993	3,934	1.97	%	361,048	3,210	1.79	%
Investment securities – held to maturity	4,446	4	0.18	%	1,214	4	0.66	%
Investment securities - trading	4,014	2	0.10	%	3,793	2	0.11	%
Loans and leases <sup>(1)(2)(3)</sup>	2,585,809	57,931	4.52	%	2,360,613	54,539	4.65	%
Total interest-earning assets	3,030,193	61,972	4.12	%	2,768,668	57,843	4.20	%
Cash and due from banks	15,336				16,457			
Allowance for loan and lease losses	(17,564 )				(16,755 )			
Other assets	260,963				263,180			
Total assets	\$3,288,928				\$3,031,550			
Liabilities:								
Savings, NOW, and market rate accounts	\$1,382,220	1,569	0.23	%	\$1,276,797	1,158	0.18	%
Wholesale deposits	148,973	695	0.94	%	166,859	594	0.72	%
Retail time deposits	321,738	1,547	0.97	%	231,795	726	0.63	%
Total interest-bearing deposits	1,852,931	3,811	0.41	%	1,675,451	2,478	0.30	%
Short-term borrowings	73,378	264	0.73	%	33,243	37	0.22	%
Long-term FHLB advances	177,006	1,380	1.57	%	243,131	1,775	1.47	%
Subordinated notes	29,544	740	5.05	%	29,489	736	5.02	%
Total borrowings	279,928	2,384	1.72	%	305,863	2,548	1.68	%
Total interest-bearing liabilities	2,132,859	6,195	0.59	%	1,981,314	5,026	0.51	%
Non-interest-bearing deposits	733,817				653,379			
Other liabilities	36,266				33,363			
Total non-interest-bearing liabilities	770,083				686,742			
Total liabilities	2,902,942				2,668,056			
Shareholders' equity	385,986				363,494			
Total liabilities and shareholders' equity	\$3,288,928				\$3,031,550			
Net interest spread			3.56	%			3.69	%
Effect of non-interest-bearing liabilities			0.18	%			0.15	%
Tax-equivalent net interest income and margin on earning assets <sup>(3)</sup>		\$ 55,777	3.71	%		\$ 52,817	3.84	%
Tax-equivalent adjustment <sup>(3)</sup>		\$ 409	0.03	%		\$ 288	0.02	%

<sup>(1)</sup> Nonaccrual loans have been included in average loan balances, but interest on nonaccrual loans has been excluded for purposes of determining interest income.

<sup>(2)</sup> Loans include portfolio loans and leases and loans held for sale.

<sup>(3)</sup> Tax rate used for tax-equivalent calculations is 35%.

**Rate/Volume Analysis (tax-equivalent basis)\***

The rate/volume analysis in the table below analyzes dollar changes in the components of interest income and interest expense as they relate to the change in balances (volume) and the change in interest rates (rate) of tax-equivalent net interest income for the three months ended June 30, 2017 as compared to the same period in 2016, allocated by rate and volume. The change in interest income and/or expense due to both volume and rate has been allocated to changes in volume.

	<b>2017 Compared to 2016</b>					
	<b>Three Months Ended June 30,</b>			<b>Six Months Ended June 30,</b>		
<i>(dollars in thousands)</i>	Volume	Rate	Total	Volume	Rate	Total
Interest income						
Interest-bearing deposits with other banks	\$(55 )	\$48	\$(7 )	\$(44 )	\$57	\$13
Investment securities	201	281	482	326	398	724
Loans and leases	6,384	(4,836)	1,548	7,657	(4,265)	3,392
Total interest income	\$6,530	\$(4,507)	\$2,023	\$7,939	\$(3,810)	\$4,129
Interest expense:						
Savings, NOW and market rate accounts	\$49	\$175	\$224	\$89	\$322	\$411
Wholesale deposits	(331 )	348	17	(156 )	257	101
Retail time deposits	143	197	340	280	541	821
Borrowed funds**	(428 )	460	32	(591 )	423	(168 )
Subordinated notes	4	(4 )	—	1	3	4
Total interest expense	(563 )	1,176	613	(377 )	1,546	1,169
Interest differential	\$7,093	\$(5,683)	\$1,410	\$8,316	\$(5,356)	\$2,960

\*The tax rate used in the calculation of the tax-equivalent income is 35%.

\*\*Borrowed funds include short-term borrowings and long-term Federal Home Loan Bank advances.

Table of Contents**Tax-Equivalent Net Interest Margin**

The tax-equivalent net interest margin of 3.68% for the three months ended June 30, 2017 was a 13 basis point decrease from 3.81% for the same period in 2016. The decrease was largely the result of a 13 basis point decrease in tax-equivalent yield earned on loans and leases and a 10 basis point increase in rate paid on interest-bearing deposits. The \$242.5 million volume increase in average interest-earning assets versus the \$138.3 million increase in average interest-bearing liabilities partially offset the effect of the yield decrease and rate increase between the periods. The contribution of fair value mark accretion to the tax equivalent net interest margin accounted for 6 basis points of the margin for the second quarter of 2017 as compared to 17 basis points for the second quarter of 2016.

The tax-equivalent net interest margin of 3.71% for the six months ended June 30, 2017 was a 13 basis point decrease from 3.84% for the same period in 2016. The decrease was largely the result of the 13 basis point decrease in tax-equivalent yield earned on loans and leases and the 11 basis point increase in rate paid on interest-bearing deposits. The \$261.5 million volume increase in average interest-earning assets versus the \$151.5 million increase in average interest-bearing liabilities partially offset the effect of the yield decrease and rate increase between the periods. The contribution of fair value mark accretion to the tax equivalent net interest margin accounted for 8 basis points of the margin for the six months ended June 30, 2017 as compared to 17 basis points for the same period in 2016.

The tax-equivalent net interest margin and related components for the past five consecutive quarters are shown in the table below:

Quarter	Interest-Earning Asset Yield	Interest-Bearing Liability Cost	Net Interest Spread	Effect of Non-Interest Bearing Sources	Net Interest Margin
2 <sup>nd</sup> Quarter 2017	4.11%	0.61%	3.50%	0.18%	3.68%
1 <sup>st</sup> Quarter 2017	4.14%	0.56%	3.58%	0.16%	3.74%
4 <sup>th</sup> Quarter 2016	4.05%	0.56%	3.49%	0.16%	3.65%
3 <sup>rd</sup> Quarter 2016	4.09%	0.55%	3.54%	0.17%	3.71%
2 <sup>nd</sup> Quarter 2016	4.18%	0.53%	3.65%	0.16%	3.81%

**Interest Rate Sensitivity**

The Corporation actively manages its interest rate sensitivity position. The objectives of interest rate risk management are to control exposure of net interest income to risks associated with interest rate movements and to achieve sustainable growth in net interest income. The Corporation's Asset Liability Committee ("ALCO"), using policies and procedures approved by the Corporation's Board of Directors, is responsible for the management of the Corporation's interest rate sensitivity position. The Corporation manages interest rate sensitivity by changing the mix, pricing and re-pricing characteristics of its assets and liabilities, through the management of its investment portfolio, its offerings of loan and selected deposit terms and through wholesale funding. Wholesale funding consists of multiple sources including borrowings from the FHLB, the Federal Reserve Bank of Philadelphia's discount window, certificates of deposit from institutional brokers, including the Certificate of Deposit Account Registry Service ("CDARS"), the Insured Network Deposit ("IND") Program, the Charity Deposits Corporation ("CDC"), the Insured Cash Sweep ("ICS") and the Pennsylvania Local Government Investment Trust ("PLGIT").

The Corporation uses several tools to measure its interest rate risk including interest rate sensitivity analysis, or gap analysis, market value of portfolio equity analysis, interest rate simulations under various rate scenarios and tax-equivalent net interest margin trend reports. The results of these reports are compared to limits established by the Corporation's ALCO policies and appropriate adjustments are made if the results are outside the established limits.

The following table demonstrates the annualized result of an interest rate simulation and the estimated effect that a parallel interest rate shift, or "shock", in the yield curve and subjective adjustments in deposit pricing, might have on the Corporation's projected net interest income over the next 12 months.

This simulation assumes that there is no growth in interest-earning assets or interest-bearing liabilities over the next 12 months. The changes to net interest income shown below are in compliance with the Corporation's policy guidelines.

### Summary of Interest Rate Simulation

	Change in Net Interest Income			Change in Net Interest Income		
	Over the Twelve Months			Over the Twelve Months		
	Beginning After			Beginning After		
	June 30, 2017			December 31, 2016		
	Amount	Percentage		Amount	Percentage	
+300 basis points	\$9,290	7.89	%	\$10,207	9.01	%
+200 basis points	\$6,269	5.33	%	\$6,654	5.87	%
+100 basis points	\$3,156	2.69	%	\$3,048	2.69	%

-100 basis points \$(4,049) (3.44)% \$(4,397) (3.88)%

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The above interest rate simulation suggests that the Corporation's balance sheet is asset sensitive as of June 30, 2017 in the +100 basis point scenario, which is similar to the December 31, 2016 simulation. The asset sensitivity table indicates that a 100, 200 or 300 basis point increase in interest rates would have a positive impact on net interest income over the next 12 months. The balance sheet is less asset sensitive in comparison to December 31, 2016. This is a result of the addition of fixed rate assets funded with short term liabilities in anticipation of the RBPI Acquisition expected to close in the third quarter of 2017, subject to applicable regulatory approvals and closing conditions, and positioning the combined entity's investments and funding to align with management's desired liquidity and interest rate risk profile.

The interest rate simulation is an estimate based on assumptions, which are derived from past behavior of customers, along with expectations of future behavior relative to interest rate changes. In today's economic environment and the current extended period of very low interest rates, the reliability of the Corporation's assumptions in the interest rate simulation model is more uncertain than in other periods. Actual customer behavior may be different than expected behavior, which could cause an unexpected outcome and may result in lower net interest income.

**Gap Analysis**

The interest sensitivity, or gap analysis, shows interest rate risk by identifying re-pricing gaps in the Corporation's balance sheet. All assets and liabilities are categorized in the following table according to their behavioral sensitivity, which is usually the earliest of either: re-pricing, maturity, contractual amortization, prepayments or likely call dates. Non-maturity deposits, such as NOW, savings and money market accounts are spread over various time periods based on the expected sensitivity of these rates considering liquidity and the investment preferences of the Corporation. Non-rate-sensitive assets and liabilities are placed in a separate period. Capital is spread over time periods to reflect the Corporation's view of the maturity of these funds.

The following table presents the Corporation's interest rate sensitivity position or gap analysis as of June 30, 2017:

<i>(dollars in millions)</i>	<b>0 to 90</b>	<b>91 to</b>	<b>1 - 5</b>	<b>Over</b>	<b>Non-Rate</b>	<b>Total</b>
	<b>Days</b>	<b>365</b>	<b>Years</b>	<b>5</b>	<b>Sensitive</b>	
		<b>Days</b>		<b>Years</b>		
Assets:						
Interest-bearing deposits with banks	\$30.8	\$—	\$—	\$—	\$ —	\$30.8
Investment securities – available for sale	37.8	73.6	230.4	101.9	—	443.7
Investment securities – held to maturity	—	—	—	5.2	—	5.2
Investment securities – trading	4.0	—	—	—	—	4.0



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Loans and leases <sup>(1)</sup>	1,026.1	315.7	976.3	357.1	—	2,675.2
Allowance for loan and lease losses	—	—	—	—	(16.4 )	(16.4 )
Cash and due from banks	—	—	—	—	19.4	19.4
Other assets	—	—	—	—	276.3	276.3
Total assets	\$1,098.7	\$389.3	\$1,206.7	\$464.2	\$ 279.3	\$3,438.2
Liabilities and shareholders' equity:						
Demand, non-interest-bearing	\$50.4	\$151.1	\$210.1	\$407.0	\$ —	\$818.5
Savings, NOW and market rate	93.7	281.1	675.4	315.9	—	1,366.1
Time deposits	96.4	163.6	61.9	0.1	—	322.0
Wholesale non-maturity deposits	54.7	—	—	—	—	54.7
Wholesale time deposits	79.2	20.4	20.9	—	—	120.5
Short-term borrowings	130.3	—	—	—	—	130.3
Long-term FHLB advances	45.0	46.4	73.3	—	—	164.7
Subordinated notes	—	—	29.6	—	—	29.6
Other liabilities	—	—	—	—	36.9	36.9
Shareholders' equity	14.1	42.3	225.7	112.8	—	394.9
Total liabilities and shareholders' equity	\$563.8	\$704.9	\$1,296.9	\$835.8	\$ 36.9	\$3,438.2
Interest-earning assets	\$1,098.7	\$389.3	\$1,206.7	\$464.2	\$ —	\$3,158.9
Interest-bearing liabilities	499.3	511.5	861.1	316.0	—	2,187.9
Difference between interest-earning assets and interest-bearing liabilities	\$599.4	\$(122.2)	\$345.6	\$148.2	\$ —	\$971.0
Cumulative difference between interest earning assets and interest-bearing liabilities	\$599.4	477.2	822.8	971.0	—	971.0
Cumulative earning assets as a % of cumulative interest bearing liabilities	220 %	147 %	144 %	144 %	—	144 %

<sup>1</sup> Loans include portfolio loans and loans held for sale

The table above indicates that the Corporation is asset-sensitive in the immediate 90-day time frame and may experience an increase in net interest income during that time period if rates rise. Conversely, if rates decline, net interest income may decline. It should be noted that the gap analysis is only one tool used to measure interest rate sensitivity and should be used in conjunction with other measures such as the interest rate simulation discussed above. The gap analysis measures the timing of changes in rate, but not the true weighting of any specific component of the Corporation's balance sheet. The asset-sensitive position reflected in this gap analysis is similar to the Corporation's position at December 31, 2016.

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**PROVISION FOR LOAN AND LEASE LOSSES**

For the three months ended June 30, 2017, the Corporation recorded a Provision of \$(83) (a release from the Allowance) which was a \$528 thousand decrease from the same period in 2016. Net charge-offs for the second quarter of 2017 were \$625 thousand as compared to \$254 thousand for the same period in 2016. The decrease in the Provision was largely the result of improvements in the historic charge-off rates during the lookback period used in the Allowance calculation.

For the six months ended June 30, 2017, the Corporation recorded a Provision of \$208 which was a \$1.6 million decrease from the same period in 2016. Net charge-offs for the six months ended June 30, 2017 were \$1.3 million as compared to \$676 thousand for the same period in 2016. The decrease in the Provision was largely the result of improvements in the historic charge-off rates during the lookback period used in the Allowance calculation. For a general discussion of the Allowance, and our policies related thereto, refer to page 34 of the Corporation's 2016 Annual Report.

**Asset Quality and Analysis of Credit Risk**

As of June 30, 2017, total nonperforming loans and leases decreased by \$1.1 million, to \$7.2 million, representing 0.27% of portfolio loans and leases, as compared to \$8.4 million, or 0.33% of portfolio loans and leases as of December 31, 2016. The decrease in nonperforming loans and leases resulted from pay-offs or pay-downs of \$1.3 million, charge-offs of \$1.0 million, and the foreclosure and addition to OREO of a \$306 thousand loan, all of which had been nonperforming as of December 31, 2016. Partially offsetting the decrease in nonperforming loans from December 31, 2016 to June 30, 2017 was the addition during the first six months of 2017 of \$1.5 million of new nonperforming loans and leases.

As of June 30, 2017, the Allowance of \$16.4 million represented 0.61% of portfolio loans and leases, an 8 basis point decrease from 0.69% as of December 31, 2016. The Allowance on originated portfolio loans, as a percentage of originated portfolio loans, was 0.68% as of June 30, 2017 as compared to 0.78% as of December 31, 2016. Loans acquired in mergers are recorded at fair value as of the date of acquisition. This fair value estimate takes into account an estimate of the expected lifetime losses of the acquired loans. As such, an acquired loan will not generally become subject to additional Allowance unless it becomes impaired.

As of June 30, 2017, the Corporation had OREO valued at \$1.1 million, as compared to \$1.0 million as of December 31, 2016. During the six months ended June 30, 2017, a \$39 thousand OREO property acquired in the CBH merger was sold, resulting in no gain or loss on sale and a \$306 thousand loan was foreclosed and the collateral taken into OREO. In addition, during the three months ended June 30, 2017, impairments to OREO of \$121 thousand were recorded, related to OREO properties acquired in the CBH merger. The balance of OREO as of June 30, 2017 was comprised of four residential properties, one of which is a manufactured housing property acquired in the CBH merger. All properties are recorded at the lower of cost or fair value less cost to sell.

As of June 30, 2017, the Corporation had \$8.6 million of troubled debt restructurings (“TDRs”), of which \$6.1 million were in compliance with the modified terms and excluded from non-performing loans and leases. As of December 31, 2016, the Corporation had \$9.0 million of TDRs, of which \$6.4 million were in compliance with the modified terms, and were excluded from non-performing loans and leases.

As of June 30, 2017, the Corporation had a recorded investment of \$13.4 million of impaired loans and leases which included \$8.6 million of TDRs. Impaired loans and leases are those for which it is probable that the Corporation will not be able to collect all scheduled principal and interest in accordance with the original terms of the loans and leases. Impaired loans and leases as of December 31, 2016 totaled \$14.4 million, which included \$9.0 million of TDRs. Refer to Note 5H in the Notes to unaudited consolidated Financial Statements for more information regarding the Corporation’s impaired loans and leases.

The Corporation continues to be diligent in its credit underwriting process and proactive with its loan review process, including the engagement of the services of an independent outside loan review firm, which helps identify developing credit issues. Proactive steps that are taken include the procurement of additional collateral (preferably outside the current loan structure) whenever possible and frequent contact with the borrower. The Corporation believes that timely identification of credit issues and appropriate actions early in the process serve to mitigate overall risk of loss.

Table of Contents**Nonperforming Assets and Related Ratios**

<i>(dollars in thousands)</i>	June 30, 2017	December 31, 2016	
<b>Nonperforming Assets:</b>			
Nonperforming loans and leases	\$7,237	\$8,363	
Other real estate owned	1,122	1,017	
Total nonperforming assets	\$8,359	\$9,380	
<b>Troubled Debt Restructures:</b>			
TDRs included in non-performing loans	\$2,470	\$2,632	
TDRs in compliance with modified terms	6,148	6,395	
Total TDRs	\$8,618	\$9,027	
<b>Loan and Lease quality indicators:</b>			
Allowance for loan and lease losses to nonperforming loans and leases	226.6	% 209.1	%
Nonperforming loans and leases to total portfolio loans and leases	0.27	% 0.33	%
Allowance for loan and lease losses to total portfolio loans and leases	0.61	% 0.69	%
Nonperforming assets to total loans and leases and OREO	0.31	% 0.37	%
Nonperforming assets to total assets	0.24	% 0.27	%
Total portfolio loans and leases	\$2,666,651	\$2,535,425	
Allowance for loan and lease losses	\$16,399	\$17,486	

**NON-INTEREST INCOME****Three Months Ended June 30, 2017 Compared to the Same Period in 2016**

Non-interest income for the three months ended June 30, 2017 increased by \$1.0 million from the same period in 2016. An increase of \$376 thousand in fees for wealth management services, as wealth assets increased by 25.1% from the June 30, 2016 level, and the \$953 thousand in revenue generated by the capital markets initiative, were partially offset by a decrease of \$337 thousand in gain on sale of loans, as origination activity has slowed from the same period in 2016.

**Six Months Ended June 30, 2017 Compared to the Same Period in 2016**

Non-interest income for the six months ended June 30, 2017 increased by \$1.1 million from the same period in 2016. Increases of \$847 thousand in fees for wealth management services, and the \$953 thousand in revenue generated by the capital markets initiative, which began operations during the second quarter of 2017, were partially offset by a

decrease of \$413 thousand in gain on sale of loans, and a \$415 thousand decrease in insurance revenues. The decrease in gain on sale of loans is related to the reduced origination activity during the six months ended June 30, 2017 as compared to the same period in 2016. The decrease in insurance revenues resulted from the recognition, during the six months ended June 30, 2016, of contingent commissions from the insurance carriers which was not repeated in the same period in 2017.

The following table provides supplemental information regarding mortgage loan originations and sales:

	As of or for the		As of or for the	
	Three Months		Six Months	
	Ended June 30,		Ended June 30,	
<i>(dollars in millions)</i>	2017	2016	2017	2016
Residential mortgage loans held in portfolio	\$416.5	\$414.9	\$416.5	\$414.9
Mortgage originations	\$46.8	\$64.9	\$95.4	\$117.4
<b>Mortgage loans sold:</b>				
Servicing retained	\$21.8	\$26.9	\$49.5	\$52.9
Servicing released	3.8	5.3	8.8	7.7
Total mortgage loans sold	\$25.6	\$32.2	\$58.3	\$60.6
Percent servicing-retained	85.1 %	83.6 %	84.9 %	87.3 %
Percent servicing-released	14.9 %	16.4 %	15.1 %	12.7 %
Percent of originated mortgage loans sold	54.7 %	49.7 %	61.1 %	51.6 %
Mortgage servicing rights ("MSRs")	\$5.7	\$4.6	\$5.7	\$4.6
Net gain on sale of residential mortgage loans	\$0.5	\$0.9	\$1.1	\$1.6
Residential mortgage loans serviced for others <sup>(1)</sup>	\$641.2	\$610.4	\$641.2	\$610.4

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The following table provides details of **other operating income** for the three and six months ended June 30, 2017 and 2016:

<i>(dollars in thousands)</i>	<b>Three Months Ended June 30,</b>		<b>Six Months Ended June 30,</b>	
	2017	2016	2017	2016
Merchant interchange fees	\$361	\$321	\$701	\$729
Commissions and fees	201	185	401	390
Bank-owned life insurance (“BOLI”) income	142	220	273	465
Safe deposit box rentals	94	95	184	189
Other investment income	9	100	9	102
Rental income	46	33	95	75
Miscellaneous other income	354	222	711	249
Other operating income	\$1,207	\$1,176	\$2,374	\$2,199

**Wealth Assets Under Management, Administration, Supervision and Brokerage (“Wealth Assets”)**

Wealth Asset accounts are categorized into two groups; the first account group consists predominantly of clients whose fees are determined based on the market value of the assets held in their accounts (“Market Value” fee basis). The second account group consists predominantly of clients whose fees are set at fixed amounts (“Fixed Fee” basis), and, as such, are not affected by market value changes.

The following tables detail the composition of Wealth Assets as it relates to the calculation of fees for wealth management services:

*(dollars in thousands)* **Wealth Assets as of:**

<b>Fee Basis</b>	June 30, 2017	March 31, 2017	December 31, 2016	September 30, 2016	June 30, 2016
Market value	\$5,593,936	\$5,483,237	\$5,302,463	\$5,276,756	\$5,078,386
Fixed	6,456,619	6,242,223	6,025,994	4,692,989	4,554,135
	\$12,050,555	\$11,725,460	\$11,328,457	\$9,969,745	\$9,632,521

Percentage of Wealth Assets										
	June 30, 2017		March 31, 2017		December 31, 2016		September 30, 2016		June 30, 2016	
Market value	46.4	%	46.8	%	46.8	%	52.9	%	52.7	%
Fixed	53.6	%	53.2	%	53.2	%	47.1	%	47.3	%
	100.0	%	100.0	%	100.0	%	100.0	%	100.0	%

The following tables detail the composition of fees for wealth management services for the periods indicated:

*(dollars in thousands)* **For the Three Months Ended:**

<b>Fee Basis</b>	June 30,	March 31,	December 31,	September 30,	June 30,
	2017	2017	2016	2016	2016
Market value	\$7,382	7,230	7,212	\$ 7,196	\$7,187
Fixed	2,425	2,073	2,115	1,904	2,244
	\$9,807	9,303	9,327	\$ 9,100	\$9,431

Percentage of Fees for Wealth Management										
	June 30, 2017		March 31, 2017		December 31, 2016		September 30, 2016		June 30, 2016	
Market value	75.3	%	77.7	%	77.3	%	79.1	%	76.2	%
Fixed	24.7	%	22.3	%	22.7	%	20.9	%	23.8	%
	100.0	%	100.0	%	100.0	%	100.0	%	100.0	%

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**Customer Derivatives**

To accommodate the risk management needs of qualified commercial customers, the Bank enters into financial derivative transactions consisting of interest rate swaps, options, and foreign exchange contracts. Derivative financial instruments involve, to varying degrees, interest rate, market and credit risk. Market risk exposure from customer derivative positions is managed by simultaneously entering into matching transactions with institutional dealer counterparties that offset customer contracts in notional amount and term. Derivative contracts create counterparty credit risk with both the Bank's customers and with institutional dealer counterparties. The Corporation manages customer counterparty credit risk through its credit policy, approval processes, monitoring procedures and obtaining adequate collateral, when appropriate. The Bank seeks to minimize dealer counterparty credit risk by establishing credit limits and collateral agreements through industry standard ISDA and CSA agreements. None of the Bank's outstanding derivative contracts associated with the customer derivative program is designated as a hedge and none is entered into for speculative purposes. Derivative instruments are recorded at fair value, with changes in fair values recognized in earnings as components of non-interest income and non-interest expense on the consolidated statements of income.

**NON-INTEREST EXPENSE**

**Three Months Ended June 30, 2017 Compared to the Same Period in 2016**

Non-interest expense for the three months ended June 30, 2017 increased \$2.3 million from the same period in 2016. The increase was primarily related to a \$1.4 million increase in salary and wages due to staffing increases from the capital markets initiative, the Hirshorn Boothby acquisition and the Princeton wealth management office, in addition to annual salary and wage increases and increases in incentive compensation, a \$1.2 million increase in due diligence, merger-related and merger integration costs primarily related to the RBPI Acquisition, a \$782 thousand increase in other operating expenses, largely related to increases in contributions (which were offset by tax credits for Pennsylvania bank shares tax) and impairments of OREO and repossessed assets recorded in the second quarter of 2017.

**Six Months Ended June 30, 2017 Compared to the Same Period in 2016**



Non-interest expense for the six months ended June 30, 2017 increased \$3.9 million from the same period in 2016. The increase was related to a \$2.1 million increase in salary and wages due to staffing increases from the capital markets initiative, the Hirshorn Boothby acquisition and the Princeton wealth management office, in addition to annual salary and wage increases and increases in incentive compensation, a \$1.7 million increase in due diligence, merger-related and merger integration costs, primarily related to the RBPI Acquisition, a \$1.5 million increase in other operating expenses, largely related to increases in contributions (which were offset by tax credits for Pennsylvania bank shares tax) and impairments of OREO and repossessed assets recorded in the second quarter of 2017.

The following table provides details of **other operating expenses** for the three months ended June 30, 2017 and 2016:

<i>(dollars in thousands)</i>	<b>Three Months Ended June 30,</b>		<b>Six Months Ended June 30,</b>	
	2017	2016	2017	2016
Deferred compensation trust expense	\$242	\$197	\$367	\$(16 )
Director fees	179	161	336	346
Dues and subscriptions	263	116	417	217
FDIC insurance	369	388	743	822
Impairment of OREO and other repossessed assets	200	—	200	—
Insurance	211	203	418	422
Loan processing	527	504	1,050	773
Miscellaneous	470	(154 )	626	6
MSR amortization	173	181	342	317
Other taxes	4	22	13	31
Outsourced services	20	148	119	250
Portfolio maintenance	131	133	229	184
Postage	156	152	304	293
Stationary and supplies	109	112	226	265
Telephone	394	432	794	831
Temporary help and recruiting	116	213	514	478
Travel and entertainment	222	196	397	394
Other operating expense	\$3,786	\$3,004	\$7,095	\$5,613

Table of Contents**INCOME TAXES**

Income tax expense for the three months ended June 30, 2017 was \$4.9 million, as compared to \$4.8 million for the same period in 2016. The tax expense recorded reflects a decrease in the effective tax rate from 35.1% for the second quarter of 2016 to 34.2% for the second quarter of 2017. The decrease in effective tax rate for the three months ended June 30, 2017 as compared to the same period in 2016 was related to recognition, during the three months ended June 30, 2017 and 2016, of excess tax benefits of \$114 thousand and \$12 thousand, respectively, related to the stock based compensation vesting and option exercises, partially offset by the non-deductible merger costs related to the anticipated RBPI Acquisition incurred in the second quarter of 2017.

Income tax expense for the six months ended June 30, 2017 was \$9.5 million, as compared to \$9.1 million for the same period in 2016. The tax expense recorded reflects a decrease in the effective tax rate from 34.6% for the six months ended June 30, 2016 to 34.1% for the six months ended June 30, 2017. The decrease in effective tax rate for the six months ended June 30, 2017 as compared to the same period in 2016 was related to recognition, during both periods, of excess tax benefits of \$259 thousand and \$61 thousand, respectively, related to the stock based compensation vesting and option exercises, partially offset by the non-deductible merger costs related to the anticipated RBPI Acquisition incurred in the six months ended June 30, 2017.

**BALANCE SHEET ANALYSIS**

Total assets as of June 30, 2017 of \$3.43 billion increased \$16.7 million from \$3.42 billion as of December 31, 2016. The following tables detail the changes:

**Loans and Leases**

The table below compares the portfolio loans and leases outstanding at June 30, 2017 to December 31, 2016:

	June 30, 2017		December 31, 2016		Change		
	Balance	Percent of	Balance	Percent of	Amount	Percent	
		Portfolio		Portfolio			
<i>(dollars in thousands)</i>							
Commercial mortgage	\$1,197,936	44.9 %	\$1,110,898	43.8 %	\$87,038	7.8 %	

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Home equity lines & loans	208,480	7.8	%	207,999	8.2	%	481	0.2	%
Residential mortgage	416,488	15.6	%	413,540	16.3	%	2,948	.07	%
Construction	156,581	5.9	%	141,964	5.6	%	14,617	10.3	%
Commercial and industrial	599,203	22.5	%	579,791	22.9	%	19,412	3.3	%
Consumer	28,485	1.1	%	25,341	1.0	%	3,144	12.4	%
Leases	59,478	2.2	%	55,892	2.2	%	3,586	6.4	%
Total portfolio loans and leases	2,666,651	100.0	%	2,535,425	100.0	%	131,226	5.2	%
Loans held for sale	8,590			9,621			(1,031 )	(10.7 )	%
Total loans and leases	\$2,675,241			\$2,545,046			\$130,195	5.1	%

## Cash and Investment Securities

As of June 30, 2017, liquidity remained strong as the Corporation had \$29.3 million of cash balances at the Federal Reserve and \$1.5 million in other interest-bearing accounts, along with significant borrowing capacity as discussed in the “Liquidity” section below.

Investment securities available for sale as of June 30, 2017 totaled \$443.7 million, as compared to \$567.0 million as of December 31, 2016. The decrease was primarily related to the maturing, at the beginning of January 2017, of \$200.0 million of short-term U.S. Treasury bills, partially offset by purchases made during the six months ended June 30, 2017 in a strategic effort to position the investment portfolio in anticipation of the RBPI Acquisition.

## Deposits, Borrowings and Subordinated Debt

Deposits and borrowings as of June 30, 2017 and December 31, 2016 were as follows:

	June 30, 2017			December 31, 2016		Change	
	Balance	Percent of Deposits		Balance	Percent of Deposits	Amount	Percent
<i>(dollars in thousands)</i>							
Interest-bearing checking	\$381,345	14.2 %		\$379,424	14.7 %	\$1,921	0.5 %
Money market	729,859	27.2 %		761,657	29.6 %	(31,798 )	(4.2 )%
Savings	254,903	9.5 %		232,193	9.0 %	22,710	9.8 %
Wholesale non-maturity deposits	54,675	2.0 %		74,272	2.9 %	(19,597 )	(26.4 )%
Wholesale time deposits	120,524	4.5 %		73,037	2.8 %	47,487	65.0 %
Retail time deposits	321,982	12.0 %		322,912	12.5 %	(930 )	(0.3 )%
Interest-bearing deposits	1,863,288	69.4 %		1,843,495	71.5 %	19,793	1.1 %
Non-interest-bearing deposits	818,475	30.6 %		736,180	28.5 %	82,295	11.2 %
Total deposits	\$2,681,763	100.0 %		\$2,579,675	100.0 %	\$102,088	4.0 %



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	June 30, 2017			December 31, 2016		Change	
	Balance	Percent of Borrowings		Balance	Percent of Borrowings	Amount	Percent
<i>(dollars in thousands)</i>							
Short-term borrowings	\$ 130,295	40.2 %		\$ 204,151	48.2 %	\$ (73,856)	(36.2 )%
Long-term FHLB advances	164,681	50.7 %		189,742	44.8 %	(25,061)	(13.2 )%
Subordinated notes	29,559	9.1 %		29,532	7.0 %	27	<0.1 %
Borrowed funds	\$324,535	100.0 %		\$423,425	100.0 %	\$ (98,890)	(23.4 )%

**Capital**

Consolidated shareholder's equity of the Corporation was \$395.0 million, or 11.5% of total assets as of June 30, 2017, as compared to \$381.1 million, or 11.1% of total assets as of December 31, 2016. The following table presents the Corporation's and Bank's capital ratios and the minimum capital requirements to be considered "Well Capitalized" by regulators as of June 30, 2017 and December 31, 2016:

	Actual		Minimum to be Well-Capitalized	
<i>(dollars in thousands)</i>			Under Prompt Corrective Action	
	Amount	Ratio	Amount	Ratio
<b>June 30, 2017:</b>				
Total (Tier II) capital to risk weighted assets				
Corporation	\$ 323,668	11.79 %	\$ 274,551	10.00 %
Bank	298,205	10.88 %	274,145	10.00 %
Tier I capital to risk weighted assets				
Corporation	277,297	10.10 %	219,640	8.00 %
Bank	281,393	10.26 %	219,316	8.00 %
Common equity Tier I capital to risk weighted assets				
Corporation	277,297	10.10 %	178,458	6.50 %
Bank	281,393	10.26 %	178,194	6.50 %
Tier I Leverage ratio (Tier I capital to total quarterly average assets)				
Corporation	277,297	8.63 %	160,707	5.00 %
Bank	281,393	8.76 %	160,528	5.00 %
Tangible common equity to tangible assets <sup>(1)</sup>				
Corporation	265,766	8.03 %	—	—
Bank	272,520	8.24 %	—	—

**December 31, 2016:**

Total (Tier II) capital to risk weighted assets				
Corporation	\$318,191	12.35 %	\$257,651	10.00 %
Bank	287,897	11.19 %	257,179	10.00 %
Tier I capital to risk weighted assets				
Corporation	270,845	10.51 %	206,121	8.00 %
Bank	270,083	10.50 %	205,743	8.00 %
Common equity Tier I capital to risk weighted assets				
Corporation	270,845	10.51 %	167,474	6.50 %
Bank	270,083	10.50 %	167,166	6.50 %
Tier I leverage ratio (Tier I capital to total quarterly average assets)				
Corporation	270,845	8.73 %	155,035	5.00 %
Bank	270,083	8.73 %	154,761	5.00 %
Tangible common equity to tangible assets <sup>(1)</sup>				
Corporation	255,959	7.76 %	—	—
Bank	258,352	7.85 %	—	—

*(1) There is no official regulatory guideline for the tangible common equity to tangible asset ratio.*

The capital ratios for the Bank and the Corporation, as of June 30, 2017, as shown in the above tables, indicate levels well above the regulatory minimum to be considered “well capitalized.” At both the Bank and Corporation levels, the capital ratios to risk-weighted assets have all decreased from their December 31, 2016 levels largely as a result of the increase in risk-weighted assets, much of which was in the commercial mortgage, construction, and commercial and industrial segments of the loan portfolio, which are typically risk-weighted at 100%.

**Liquidity**

The Corporation’s liquidity position is managed on a daily basis as part of the daily settlement function and continuously as part of the formal asset liability management process. The Bank’s liquidity is maintained by managing its core deposits as the primary source, purchasing federal funds, selling loans in the secondary market, borrowing from the FHLB and the Federal Reserve Bank, and purchasing and issuing wholesale certificates of deposit as its secondary sources.

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Unused availability is detailed on the following table:

	Available		Available					
	Funds as	Percent of	Funds as	Percent of				
(dollars in millions)	of June	Borrowing	of December	Borrowing	Dollar	Percent		
	30,	Capacity	31,	Capacity	Change	Change		
	2017		2016					
Federal Home Loan Bank of Pittsburgh	\$ 1,005.4	81.4 %	\$ 886.0	72.9 %	\$ 119.4	13.5 %		
Federal Reserve Bank of Philadelphia	116.3	100.0 %	117.3	100.0 %	(1.0 )	(0.9 )%		
Fed Funds Lines (six banks)	79.0	100.0 %	79.0	100.0 %	—	— %		
Revolving line of credit with correspondent bank	5.0	100.0 %	5.0	100.0 %	—	— %		
	\$ 1,205.7	84.0 %	\$ 1,087.3	76.7 %	\$ 118.4	10.9 %		

Quarterly, the ALCO reviews the Corporation's liquidity needs and reports its findings to the Corporation's Board of Directors.

The Corporation has an agreement with IND to provide up to \$40 million, excluding accrued interest, of money market and NOW funds at an agreed upon interest rate equal to the current Fed Funds rate plus 20 basis points. The Corporation had \$32.2 million in balances as of June 30, 2017 under this program.

The Corporation continually evaluates the cost and mix of its retail and wholesale funding sources relative to earning assets and expected future earning-asset growth. The Corporation believes that with its current branch network, along with the available borrowing capacity at FHLB and other sources, it has sufficient capacity available to fund expected earning-asset growth.

## Discussion of Segments

The Corporation has two principal segments as defined by FASB ASC 280, "Segment Reporting." The segments are Banking and Wealth Management (see Note 10 in the accompanying Notes to Unaudited Consolidated Financial Statements).

The Wealth Management Segment recorded a pre-tax segment profit (“PTSP”) of \$3.7 million and \$7.2 million for the three and six months ended June 30, 2017, respectively, as compared to PTSP of \$3.4 million and \$7.0 million, respectively, for the same periods in 2016. The Wealth Management Segment provided 25.7% of the Corporation’s pre-tax profit for both the three and six month periods ended June 30, 2017 as compared to 24.9% and 26.6% for the same respective periods in 2016. For the three month period ended June 30, 2017, both insurance revenues and fees for wealth management services increased from the same period in 2016. For the six month period ended June 30, 2017, as compared to the same period in 2016, fees for wealth management services increased, while insurance revenues decreased, largely related to the contingent commissions discussed in the noninterest income section above.

The Banking Segment recorded a PTSP of \$10.7 million and \$21.0 million for the three and six months ended June 30, 2017 as compared to PTSP of \$10.3 million and \$19.4 million for the same respective periods in 2016. The Banking Segment provided 74.3% of the Corporation’s pre-tax profit for both the three and six month periods ended June 30, 2017 as compared to 75.1% and 73.4% for the same respective periods in 2016.

### **Off Balance Sheet Risk**

The Corporation is a party to financial instruments with off-balance sheet risk in the normal course of business to meet the financing needs of its customers. These financial instruments include commitments to extend credit and standby letters of credit.

Commitments to extend credit are agreements to lend to a customer as long as there is no violation of any condition established in the loan agreement. Total commitments to extend credit at June 30, 2017 were \$702.3 million, as compared to \$675.4 million at December 31, 2016.

Standby letters of credit are conditional commitments issued by the Bank to a customer for a third party. Such standby letters of credit are issued to support private borrowing arrangements. The credit risk involved in issuing standby letters of credit is similar to that involved in granting loan facilities to customers. The Bank’s obligation under standby letters of credit at June 30, 2017 amounted to \$16.0 million, as compared to \$12.7 million at December 31, 2016.

Estimated fair values of the Corporation’s off-balance sheet instruments are based on fees and rates currently charged to enter into similar loan agreements, taking into account the remaining terms of the agreements and the counterparties’ credit standing. Since fees and rates charged for off-balance sheet items are at market levels when set, there is no material difference between the stated amount and the estimated fair value of off-balance sheet instruments.



**Contractual Cash Obligations of the Corporation as of June 30, 2017:**

<i>(dollars in millions)</i>	Total	Within 1 Year	2 – 3 Years	4 – 5 Years	After 5 Years
Deposits without a stated maturity	\$2,239.3	\$2,239.3	\$—	\$—	\$—
Wholesale and retail time deposits	442.5	358.6	78.6	5.3	—
Short-term borrowings	130.3	130.3	—	—	—
Long-term FHLB advances	164.7	91.5	68.2	5.0	—
Operating leases	30.9	4.4	8.3	6.1	12.1
Purchase obligations	8.1	2.3	2.9	2.9	—
Total	\$3,015.8	\$2,826.4	\$158.0	\$19.3	12.1

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**Other Information**

**Effects of Inflation**

Inflation has some impact on the Corporation's operating costs. Unlike many industrial companies, however, substantially all of the Corporation's assets and liabilities are monetary in nature. As a result, interest rates have a more significant impact on the Corporation's performance than the general level of inflation. Over short periods of time, interest rates may not necessarily move in the same direction or in the same magnitude as prices of goods and services.

**Effects of Government Monetary Policies**

The earnings of the Corporation are and will be affected by domestic economic conditions and the monetary and fiscal policies of the United States government and its agencies. An important function of the Federal Reserve Board is to regulate the money supply and interest rates. Among the instruments used to implement those objectives are open market operations in United States government securities and changes in reserve requirements against member bank deposits. These instruments are used in varying combinations to influence overall growth and distribution of bank loans, investments, and deposits, and their use may also affect rates charged on loans or paid for deposits.

The Corporation is a member of the Federal Reserve System and, therefore, the policies and regulations of the Federal Reserve Board have a significant effect on its deposits, loans and investment growth, as well as the rate of interest earned and paid, and are expected to affect the Corporation's operations in the future. The effect of such policies and regulations upon the future business and earnings of the Corporation cannot be predicted.

**Special Cautionary Notice Regarding Forward Looking Statements**

Certain of the statements contained in this report and the documents incorporated by reference herein may constitute forward-looking statements for the purposes of the Securities Act of 1933, as amended and the Securities Exchange Act of 1934, as amended, and may involve known and unknown risks, uncertainties and other factors which may cause actual results, performance or achievements of the Bryn Mawr Bank Corporation (the "Corporation") to be materially different from future results, performance or achievements expressed or implied by such forward-looking statements. These forward-looking statements include statements with respect to the Corporation's financial goals, business plans, business prospects, credit quality, credit risk, reserve adequacy, liquidity, origination and sale of

residential mortgage loans, mortgage servicing rights, the effect of changes in accounting standards, and market and pricing trends loss. The words “may”, “would”, “could”, “will”, “likely”, “expect,” “anticipate,” “intend”, “estimate”, “forecast”, “project” and “believe” and similar expressions are intended to identify such forward-looking statements. The Corporation’s actual results may differ materially from the results anticipated by the forward-looking statements due to a variety of factors, including without limitation:

- local, regional, national and international economic conditions and the impact they may have on us and our customers and our assessment of that impact;

- our need for capital;

- lower demand for our products and services and lower revenues and earnings could result from an economic recession;

- lower earnings could result from other-than-temporary impairment charges related to our investment securities portfolios or other assets;

- changes in monetary or fiscal policy, or existing statutes, regulatory guidance, legislation or judicial decisions that adversely affect our business, including changes in federal income tax or other tax regulations;

- changes in the level of non-performing assets and charge-offs;

- changes in estimates of future reserve requirements based upon the periodic review thereof under relevant regulatory and accounting requirements;

- other changes in accounting requirements or interpretations;

- the accuracy of assumptions underlying the establishment of provisions for loan and lease losses and estimates in the value of collateral, and various financial assets and liabilities;

- inflation, securities market and monetary fluctuations;

- changes in the securities markets with respect to the market values of financial assets and the stability of particular securities markets;

- changes in interest rates, spreads on interest-earning assets and interest-bearing liabilities, and interest rate sensitivity;

•prepayment speeds, loan originations and credit losses;

•changes in the value of our mortgage servicing rights;

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sources of liquidity and financial resources in the amounts, at the times and on the terms required to support our future business;

legislation or other governmental action affecting the financial services industry as a whole, us or our subsidiaries individually or collectively, including changes in laws and regulations (including laws and regulations concerning taxes, banking, securities and insurance) with which we must comply;

results of examinations by the Federal Reserve Board, including the possibility that such regulator may, among other things, require us to increase our allowance for loan losses or to write down assets;

our common stock outstanding and common stock price volatility;

fair value of and number of stock-based compensation awards to be issued in future periods;

with respect to mergers and acquisitions, our business and the acquired business will not be integrated successfully or such integration may be more difficult, time-consuming or costly than expected;

revenues following the completion of a merger or acquisition may be lower than expected;

deposit attrition, operating costs, customer loss and business disruption following a merger or acquisition, including, without limitation, difficulties in maintaining relationships with employees, may be greater than expected;

material differences in the actual financial results of our merger and acquisition activities compared with expectations, such as with respect to the full realization of anticipated cost savings and revenue enhancements within the expected time frame;

our success in continuing to generate new business in our existing markets, as well as their success in identifying and penetrating targeted markets and generating a profit in those markets in a reasonable time;

our ability to continue to generate investment results for customers and the ability to continue to develop investment products in a manner that meets customers' needs;

changes in consumer and business spending, borrowing and savings habits and demand for financial services in the relevant market areas;

rapid technological developments and changes;

the effects of competition from other commercial banks, thrifts, mortgage companies, finance companies, credit unions, securities brokerage firms, insurance companies, money-market and mutual funds and other institutions operating in our market areas and elsewhere including institutions operating locally, regionally, nationally and internationally together with such competitors offering banking products and services by mail, telephone, computer and the internet;

our ability to continue to introduce competitive new products and services on a timely, cost-effective basis and the mix of those products and services;

containing costs and expenses;

protection and validity of intellectual property rights;

reliance on large customers;

technological, implementation and cost/financial risks in contracts;

- the outcome of pending and future litigation and governmental proceedings;
- any extraordinary events (such as natural disasters, acts of terrorism, wars or political conflicts);

ability to retain key employees and members of senior management;

the ability of key third-party providers to perform their obligations to us and our subsidiaries; and

Our success in managing the risks involved in the foregoing;

as it relates to our pending merger with RBPI, that required regulatory, shareholder or other approvals are not obtained or other closing conditions are not satisfied in a timely manner or at all;

that prior to the completion of the transaction or thereafter, the Corporation's and RBPI's respective businesses may not perform as expected due to transaction-related uncertainty or other factors;

that the parties are unable to successfully implement integration strategies;

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• the inability of RBPI to cash out outstanding warrants to purchase RBPI Class A Common Stock;

• reputational risks and the reaction of the companies' customers to the transaction;

diversion of management time on merger-related issues; the integration of the acquired business with the Corporation may take longer than anticipated or be more costly to complete and that the anticipated benefits, including any anticipated cost savings or strategic gains may be significantly harder to achieve or take longer than anticipated or may not be achieved; the need for capital, ability to control operating costs and expenses, and to manage loan and lease delinquency rates;

• the credit risks of lending activities and overall quality of the composition of acquired loan, lease and securities portfolio;

• the inability of key third-party providers to perform their obligations to us.

All written or oral forward-looking statements attributed to the Corporation are expressly qualified in their entirety by use of the foregoing cautionary statements. All forward-looking statements included in this Report and the documents incorporated by reference herein are based upon the Corporation's beliefs and assumptions as of the date of this Report. The Corporation assumes no obligation to update any forward-looking statement. In light of these risks, uncertainties and assumptions, the forward-looking statements discussed in this Report or incorporated documents might not occur and you should not put undue reliance on any forward-looking statements.

**Additional Information About the Merger with RBPI and Where to Find It**

In connection with the proposed merger transaction between the Corporation and RBPI, on April 20, 2017, the Corporation filed with the Securities and Exchange Commission a Registration Statement on Form S-4/A which included a Proxy Statement of RBPI, and a Prospectus of the Corporation, as well as other relevant documents concerning the proposed transaction. Shareholders are urged to read the Registration Statement and the Proxy Statement/Prospectus regarding the merger with RBPI and any other relevant documents filed with the SEC, as well as any amendments or supplements to those documents, because they will contain important information.

A free copy of the Proxy Statement/Prospectus, as well as other filings containing information about the Corporation and RBPI, may be obtained at the SEC's Internet site (<http://www.sec.gov>).



The Corporation and RBPI and certain of their directors and executive officers may be deemed to be participants in the solicitation of proxies from the shareholders of RBPI in connection with the proposed merger. Information about the directors and executive officers of the Corporation is set forth in the proxy statement for the Corporation's 2017 annual meeting of shareholders, filed with the SEC on a Schedule 14A on March 10, 2017. Information about the directors and executive officers of RBPI is set forth in the Form 10-K for RBPI, as filed with the SEC on March 22, 2017. Additional information regarding the interests of those participants and other persons who may be deemed participants in the transaction may be obtained by reading the Proxy Statement/Prospectus regarding the proposed merger. Free copies of this document may be obtained as described in the preceding paragraph.

### **ITEM 3. Quantitative and Qualitative Disclosures About Market Risks**

See the discussion of quantitative and qualitative disclosures about market risks in the Corporation's 2016 Annual Report, as updated by the disclosure in "Management's Discussion and Analysis of Results of Operations – Interest Rate Summary," "– Summary of Interest Rate Simulation," "Customer Derivatives" and "– Gap Analysis" in this quarterly report on Form 10-Q.

### **ITEM 4. Controls and Procedures**

As of the end of the period covered by this report, the Corporation carried out an evaluation, under the supervision and with the participation of the Corporation's management, including the Corporation's Chief Executive Officer, Francis J. Leto, and Chief Financial Officer, Michael W. Harrington, of the effectiveness of the design and operation of the Corporation's disclosure controls and procedures as defined in the Exchange Act Rules 13a-15(e) and 15d-15(e). Based upon the evaluation, the Chief Executive Officer and Chief Financial Officer concluded that the Corporation's disclosure controls and procedures were effective as of June 30, 2017.

There were no changes in the Corporation's internal controls over financial reporting during the last fiscal quarter that materially affected, or are reasonably likely to materially affect, the Corporation's internal control over financial reporting.

Table of Contents**PART II OTHER INFORMATION.****ITEM 1. Legal Proceedings.**

In a Complaint filed on April 11, 2017 in the U.S. District Court for the Eastern District of Pennsylvania, the Corporation was named as a defendant in a lawsuit entitled Parshall v. Royal Bancshares of Pennsylvania, Inc., et al. In relevant part, Mr. Parshall, a purported shareholder of RBPI, alleges that the Corporation, as a “control person” of RBPI, should be liable for what Mr. Parshall claims to be inadequate disclosures in the proxy statement/prospectus RBPI sent to its shareholders in connection with soliciting approval of the Corporation’s acquisition of RBPI. Mr. Parshall purports to bring this claim on behalf of a class of similarly-situated RBPI shareholders, although no class has yet been certified by the court. Mr. Parshall does not articulate any monetary damages in his complaint, but seeks the right to prevent the Corporation’s acquisition of RBPI (or in the alternative, if it does proceed, rescind it or award rescissory damages), an order for an amended proxy statement/prospectus, a declaratory judgment that the defendants, including the Corporation, violated federal securities laws, and unspecified attorney's fees and litigation costs.

**ITEM 1A. Risk Factors**

**None.**

**ITEM 2. Unregistered Sales of Equity Securities and Use of Proceeds****Share Repurchase**

The following table presents the shares repurchased by the Corporation during the second quarter of 2017 <sup>(1)</sup> :

Period	Total Number of Shares Purchased <sup>(2)</sup> (3)	Average Price Paid Per Share	Total Number of Shares Purchased as Part of	Maximum Number of Shares that May Yet Be
--------	---	--	--	--

			<b>Publicly Announced Plans or Programs</b>	<b>Purchased Under the Plan or Programs</b>
April 1, 2017 – April 30, 2017	2,008	\$ 41.38	—	189,300
May 1, 2017 – May 31, 2017	1,533	\$ 42.55	—	189,300
June 1, 2017 – June 30, 2017	—	\$ —	—	189,300
Total	3,541	\$ 41.88	—	189,300

(1) *On August 6, 2015, the Corporation announced a stock repurchase program (the “2015 Program”) under which the Corporation may repurchase up to 1,200,000 shares of the Corporation’s common stock, at an aggregate purchase price not to exceed \$40 million. There is no expiration date on the 2015 Program and the Corporation has no plans for an early termination of the 2015 Program. All share repurchases under the 2015 Program were accomplished in open market transactions. As of June 30, 2017, the maximum number of shares remaining authorized for repurchase under the 2015 Program was 189,300.*

(2) *On April 4, 2017 and April 28, 2017, 491 shares and 1,168 share, respectively, were purchased by the Corporation’s deferred compensation plans through open market transactions.*

(3) *Includes shares purchased to cover statutory tax withholding requirements on vested stock awards for certain officers of the Corporation or Bank as follows: 349 shares on April 18, 2017; 1,533 shares on May 15, 2017*

### **ITEM 3. Defaults Upon Senior Securities**

**None.**

### **ITEM 4. Mine Safety Disclosures.**

**Not applicable.**

### **ITEM 5. Other Information**

**None.**



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**ITEM 6. Exhibits**

**Exhibit No. Description and References**

2.1	Agreement and Plan of Merger, dated as of January 30, 2017, by and between Bryn Mawr Bank Corporation and Royal Bancshares of Pennsylvania, Inc., incorporated by reference to Exhibit 2.1 to the Corporation's Form 8-K filed with the SEC on January 31, 2017
3.1	Amended and Restated By-Laws, effective November 20, 2007, incorporated by reference to Exhibit 3.2 of the Corporation's Form 8-K filed with the SEC on November 21, 2007
3.2	Amended and Restated Articles of Incorporation, effective November 21, 2007, incorporated by reference to Exhibit 3.1 of the Corporation's Form 8-K filed with the SEC on November 21, 2007
31.1	Certification of the Chief Executive Officer Pursuant to Section 302 of the Sarbanes-Oxley Act of 2002, filed herewith
31.2	Certification of the Chief Financial Officer Pursuant to Section 302 of the Sarbanes-Oxley Act of 2002, filed herewith
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101.SCH XBRL	Taxonomy Extension Schema Document, filed herewith
101.CAL XBRL	Taxonomy Extension Calculation Linkbase Document, filed herewith
101.DEF XBRL	Taxonomy Extension Definition Linkbase Document, filed herewith
101.LAB XBRL	Taxonomy Extension Label Linkbase Document, filed herewith
101.PRE XBRL	Taxonomy Extension Presentation Linkbase Document, filed herewith

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Signatures

Pursuant to the requirements of the Securities Exchange Act of 1934, the Registrant has duly caused this Report to be signed on its behalf by the undersigned, thereunto duly authorized.

Bryn Mawr Bank Corporation

Date:

August 4, 2017 By: /s/ Francis J. Leto

**Francis J. Leto**  
**President & Chief Executive Officer**  
**(Principal Executive Officer)**

Date:

August 4, 2017 By: /s/ Michael W. Harrington

**Michael W. Harrington**  
**Chief Financial Officer**  
**(Principal Financial Officer)**

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**Form 10-Q**

**Index to Exhibits**

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