



# ANNUAL REPORT 2021







# OUR PURPOSE

To be the Local Bank Our Community Trusts.

## OUR VISION

# LOCAL

We have proudly served Central New York for over 150 years. Like our customers, we live, work and play here. That fact not only allows us to know our customers better, but gives our customers access to decision makers right here in Central New York.

## OUR VISION

# COMMUNITY

Our success is intertwined with the success of the communities we serve. For that reason, and because it is the right thing to do, we invest our resources, time, and talents in those communities.

## OUR VISION

# TRUST

Because we want to serve our local communities for another 150 years, we must earn the trust of our customers every day. We do that by being ethical, capable, honest, reliable and responsive. We do not sell products and services to our customers. We listen, and inquire, to determine our customers' needs. Then, with the help of a team of trusted advisors, we develop a program of services and products to uniquely satisfy those needs.





	2021	2020	2019	2018	2017
<b>Year End (In thousands except per share amounts)</b>					
Total assets	\$ 1,285,177	\$ 1,227,443	\$ 1,093,807	\$ 933,115	\$ 881,257
Investment securities available-for-sale	190,598	128,261	111,134	177,664	171,138
Investment securities held-to-maturity	160,923	171,224	122,988	53,908	66,196
Loans receivable, net	819,524	812,718	772,782	612,964	573,705
Deposits	1,055,346	995,907	881,893	727,060	723,603
Borrowings and subordinated debt	106,661	121,450	108,253	133,628	88,947
Shareholders' equity	110,633	97,722	90,669	64,459	62,144
<b>For the Year (In thousands)</b>					
Net interest income	\$ 38,295	\$ 31,643	\$ 28,230	\$ 25,766	\$ 23,123
Noninterest income	6,231	6,485	4,917	3,835	4,085
Core noninterest income (a)	5,298	4,859	4,443	4,029	3,559
Net gains/(losses) on sales and redemptions of investment securities	419	447	410	(244)	489
Net gains on sales of loans and foreclosed real estate	313	1,179	64	50	37
Net gains on sales of premises and equipment	201	-	-	-	-
Noninterest expense (b)	26,621	24,381	25,309	23,057	20,621
Regulatory assessments	874	699	421	492	473
Interest income	45,827	42,507	41,758	34,810	29,413
Interest expense	7,532	10,864	13,528	9,044	6,290
Provision for loan losses	1,022	4,707	1,966	1,497	1,769
Net income attributable to the Company	12,407	6,950	4,276	4,031	3,491
<b>Per Share</b>					
Net income (basic)	\$ 2.07	\$ 1.17	\$ 0.80	\$ 0.97	\$ 0.86
Net income (diluted)	2.07	1.17	0.80	0.94	0.83
Book value per common share	18.43	17.56	15.94	14.72	14.44
Tangible book value per common share (c)	17.66	16.53	14.95	13.65	13.34
Cash dividends declared	0.280	0.240	0.240	0.240	0.215
<b>Performance Ratios</b>					
Return on average assets	0.98 %	0.60 %	0.43 %	0.45 %	0.42 %
Return on average equity	11.91	7.43	5.34	6.33	5.69
Return on average tangible equity (c)	12.50	7.82	5.67	6.84	6.16
Return on average common equity	11.91	8.92	6.02	6.33	5.69
Average equity to average assets	8.26	8.02	7.97	7.09	7.47
Equity to total assets at end of period	8.58	7.94	8.27	6.88	7.01
Dividend payout ratio	16.17	20.39	30.21	24.93	25.21
Net interest rate spread	3.06	2.68	2.73	2.85	2.83
Net interest margin	3.21	2.88	2.98	3.02	2.97
Average interest-earning assets to average interest-bearing liabilities	124.61	120.49	116.84	116.52	116.05
Noninterest income to average assets	0.49	0.56	0.49	0.43	0.50
Noninterest expense to average assets	2.18	2.15	2.56	2.62	2.57
Efficiency ratio (d)	63.07	68.71	78.75	79.04	79.06
<b>Asset Quality Ratios</b>					
Nonperforming loans as a percent of total loans	1.00 %	2.58 %	0.67 %	0.35 %	0.84 %
Nonperforming assets as a percent of total assets	0.65	1.74	0.49	0.36	0.61
Allowance for loan losses to loans receivable	1.55	1.55	1.11	1.18	1.23
Allowance for loan losses as a percent of nonperforming loans	155.99	59.89	165.25	340.13	145.61
<b>Regulatory Capital Ratios (Bank Only)</b>					
Total Core Capital (to Risk-Weighted Assets)	15.19 %	13.13 %	12.28 %	13.69 %	13.97 %
Tier 1 Capital (to Risk-Weighted Assets)	13.94	11.87	11.16	12.49	12.72
Tier 1 Capital (to Adjusted Assets)	9.52	8.63	8.20	8.31	8.16
Tier 1 Common Equity (to Risk-Weighted Assets)	13.94	11.87	11.16	12.49	12.72
<b>Number of:</b>					
Banking offices	11	11	11	11	10
Fulltime equivalent employees	161	176	157	160	140

(a) Exclusive of net gains/(losses) on sales and redemptions of investment securities, net gains on sales of loans and foreclosed real estate and net gains on sales of premises and equipment.

(b) Exclusive of regulatory assessments.

(c) Tangible equity excludes intangible assets. See Selected Financial Data within Item 7 MD&A Section of Annual Report on Form 10K for a reconciliation of the non-GAAP financial measures.

(d) The efficiency ratio is calculated as noninterest expense divided by the sum of net interest income and noninterest income, excluding net gains/(losses) on sales and redemptions of investment securities, net gains on sales of loans and foreclosed real estate and net gains on sales of premises and equipment.



## LETTER TO SHAREHOLDERS

We are proud to present our Annual Report for 2021. In 2021, Pathfinder Bancorp delivered record earnings for shareholders and exceptional service to our customers and communities amid another challenging year, as we continued to make meaningful progress toward the attainment of our strategic objectives. With strong asset quality, an improved funding mix and a team ready and eager to act on opportunities within our Central New York markets, our Company is well-positioned for growth in 2022 and beyond.

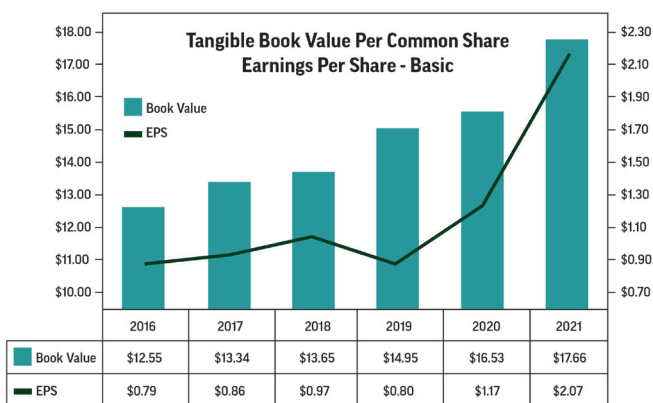
While a retrospective of prior results is not as important as what we do going forward, it does demonstrate:

- The effectiveness and strength of the business model, the market we operate in, and the governance and management of our Company.
- Our ability to successfully adapt to changing market conditions.

In the following, we hope that both a retrospective view of the prior year and a prospective analysis of opportunities and challenges going forward provides confidence, to those who have invested and placed their capital at risk, that forward return opportunities are substantive and attainable.

### HIGHLIGHTS

- Record Earnings – net income of \$12.4 million, return on average assets of 0.98%, and return on tangible equity of 12.50%.
- Earnings per share of \$2.07, an increase of \$.90 over 2020.
- Tangible Book Value accretion of \$1.13 to \$17.66 from \$16.53 in 2020.
- Steady, consistent growth of revenue relative to expense since our capital raise in May 2019, resulting in an efficiency ratio of 63.07% in 2021.
- Focus on core deposit growth to fund loan growth leading to a growth of \$135.5 million, or 22.6% in non-maturity deposits.



The past two years have been largely driven by federal and state government responses to the COVID-19 pandemic. The enactment of various fiscal and monetary responses to the economic consequences of the health response provided us the ability to stave off adverse credit consequences, serve our customers and expand our presence in our markets, while implementing our strategies to enhance profitability and shareholder return.

### OUR CORE STRATEGIES REMAIN:

- Improving our deposit mix by focusing on non-maturity deposits.
- Enhancing non-interest income by keeping pace with market pricing.
- Managing non-interest expense to enhance efficiency.

The core deposit initiatives and operating expense management strategies have largely been successful. Growth in non-interest income has been muted by downward pricing shifts in overdraft activity and pricing, offset by growing interchange fee income, as our debit card customer use grows with our checking account customer base.

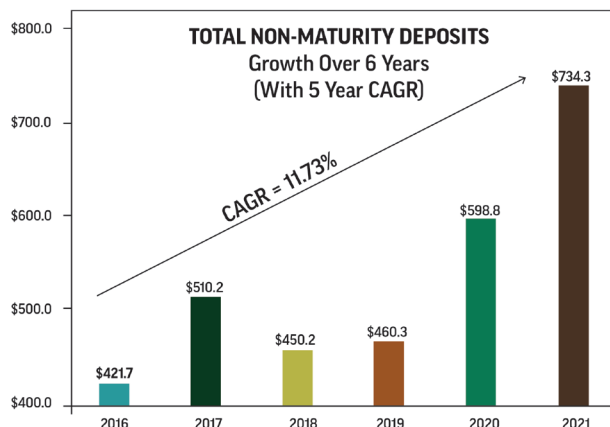
### MANAGING INTEREST EXPENSE

During 2021, we continued to make progress on lowering our cost of funds and interest rate sensitivity. We also took strategic steps to reduce our interest expenses moving forward. In April 2021, the Bank redeemed \$10.0 million of existing subordinated debt which reduced our interest expense by \$625,000 annually.

Total deposits increased by \$59.4 million, or 6.0%, to \$1.06 billion at December 31, 2021, compared to \$995.9 million at year end 2020, while our funding costs improved by 44 basis points to 0.56% for the full year 2021. Full year 2021 net interest margin of 3.21% was up 33 basis points from 2.88% for the twelve months ended December 31, 2020.

We have diligently managed our deposit mix, reducing our reliance on time deposits and shifting towards non-maturity deposits as interest rates begin to rise. Noninterest-bearing deposits totaled \$191.9 million at year end 2021, an increase of \$29.8 million, or 18.4%, from one year prior, driven by continued growth in business banking relationships due in part to our participation in the Paycheck Protection Program (“PPP”). This program allowed our Bank to establish deposit accounts with more of our existing customers and create new relationships with more than 1,100 customers who turned to Pathfinder for help accessing this important funding for their small businesses. These noninterest-bearing deposits, which helped us to bring down our overall funding costs, made up approximately 18.2% of total deposits at year end, compared to 16.3% at December 31, 2020 and 11.8% at June 30, 2019 at the outset of our strategic plan implementation.

At the same time, we were allowing higher-rate time deposits to roll off our balance sheet. At year end 2021, time deposits of \$321.0 million made up 30.4% of total deposits, down from 39.9% one year prior and 46.1% in mid-2019. The rate paid on overall time deposits also decreased significantly in 2021 and supported continued improvement in our overall funding costs, as our average cost of total interest-bearing liabilities decreased by 40 basis points to 0.79%.





While the PPP has continued to positively impact our deposit balances, the bulk of its contributions to loan growth were seen in 2020, and we saw many of these loans forgiven over the course of 2021, as had been expected. Even with the significant reduction in PPP-related loans, total loans increased by \$7.0 million, or 0.8%, during 2021 to \$832.5 million.

As a result of these developments, net interest income on loans and other interest earning assets for 2021 increased by a robust 21.0% to \$38.3 million compared to the prior year.

### ENHANCING FEE INCOME

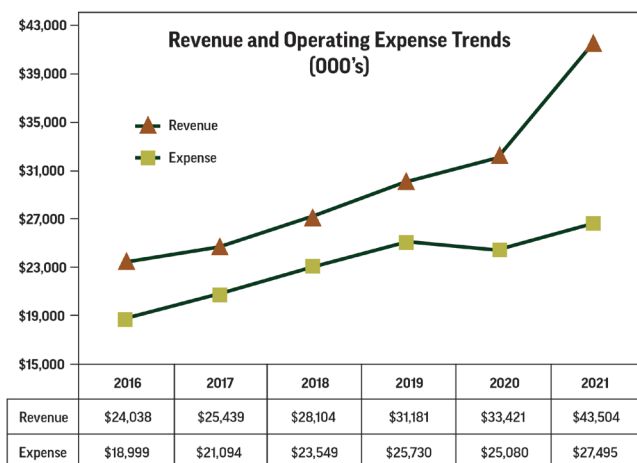
Complementing our double-digit net interest income growth was solid noninterest income generation of \$6.2 million for the year. This compares to noninterest income of \$6.5 million for 2020, when the company recorded higher net gains on sales and redemptions of investment securities, as well as on the sales of loans and foreclosed real estate. Importantly, excluding these types of gains or losses, noninterest income grew by 9.0% to \$5.3 million.

Together, noninterest income and net interest income strength resulted in double-digit annual revenue expansion for the year to \$44.5 million, a \$6.4 million increase from 2020.

### DRIVING OPERATING LEVERAGE THROUGH PRUDENT EXPENSE CONTROL

Our 16.8% revenue growth's contribution to our bottom line was further enhanced by our effective management of expenses, which we limited to an annual rate of 9.6%. This is driving the enhanced operating leverage that our strategic plan is intended to accomplish and, given the softer-than-typical expenses we recorded in 2020 amid the pandemic-induced operating environment, is all the more noteworthy. In fact, compared to 2019, what we would consider a more typical year, 2021 noninterest expenses increased by 6.9%, which represents an annual compounded rate of increase of only 3.4%.

Prudent expense management is of the utmost priority as we look forward. As we look ahead to 2022 and beyond, we are focused on both responsible expense control and responsible investments in our team and our business for the future. We will not be immune to the inflationary and labor market pressures that the industry and country are facing and do expect increased expenses in 2022, but we remain keenly focused on growing revenue at a greater rate.



### ASSET QUALITY STRENGTH

Our asset quality metrics remained strong and stable during 2021, with net loan charge-offs to average loans of 0.12%, compared to 0.08% for 2020, and nonperforming loans to total loans of 1.00%, compared to 2.58% for the prior year. Our effective credit management and the improving economic conditions in our region resulted in a lower provision for loan losses in 2021 of \$1.0 million, compared to \$4.7 million in 2020.

At year end, our allowance for loan losses to nonperforming loans ratio stood at approximately 156%, leaving us solidly positioned to handle any potential credit issues in the current environment.

### 2022 AND FORWARD

The forward headwinds of inflation, combined with continued supply-side pressure from the pandemic and the Eastern European conflict, will require careful, adaptive management to maintain growth and profitability trends.

We believe the stable, steady growth of our market and our trusted brand will allow us to balance risk management with loan and deposit growth to meet the margin and cost challenges that seem evident in 2022 and 2023.

### MODEL

Our business model remains rooted in our Vision Statement. The model is a traditional community bank approach. The ability to know our market, with all decision-makers residing in the market and deeply engaged in our community, provides us the ability to continue to make differentiated decisions using qualitative facts to enhance quantitative data.

These differentiated, local-based decisions are our value proposition. We are able to build trust within our communities as well as an ever-expanding source of referral and character references. This classic community banking model is a scarce resource sought and needed by larger portions of the business and consumer market.

A classic community banking model does not mean a lack of strategic focus and implementation of digital banking channels. We have, and will continue to make capital investments in digital channels and platforms to maintain our competitive ability to provide customers with secure and convenient services delivered in the manner in which they choose.

### MARKET

The Central New York area continues to experience strong revitalization within its cities, diversification of its economy and entrepreneurial activities, and a diverse demographic, attracting outside investment in manufacturing, technology, and logistics.

A particularly attractive aspect of the Central New York market is the strong alignment between the government, business, economic development, non-profit, and academic sectors, supported by knowledgeable leadership within the market. While the region has robust diversity of demographics and views, there is a shared vision and desire to achieve inclusive economic expansion and diversity within our community's leadership. This alignment and shared vision significantly reduces the costs of friction between community leadership that we often see at the national level.



## MARKET OPPORTUNITIES

Our market growth opportunities exist both in the revitalization of cities in CNY, primarily, for us, Syracuse, Utica and Oswego; and in our brand strength in the CNY market spurred by our local presence, as engaged community leaders capable of differentiated decision making.

The FDIC Summary of Deposit information gathered from each bank at June 30th of every year provides the best proxy for the local market.

While the Oswego County market serves as a stable base for our loan and deposit growth opportunities, the Onondaga County market has provided significant growth opportunities. The accompanying market share chart demonstrate both our growing presence within Onondaga County and the opportunity for further penetration.

During the second quarter of 2022, we expect to open a new branch in the City of Syracuse. Located in the Southwest Corridor of the City, this new location will help us grow our client base and strengthen our business as we seek to gain market share in Onondaga County. It also fulfills a strong need within one of the City's underserved neighborhoods by providing access to community banking services.

We recognize that this new branch comes at a time when many banks are abandoning branches in favor of digital banking. As a community bank, Pathfinder knows that our customers' value access to in-market lenders who live and work in their communities, and that personal touch helps us grow our referral network and business. We also understand that our customers value the right mix of both convenient in-person service and technology designed to help them bank when and where they want. Over the past year, we have continued to invest in the right technology to enhance the digital experience for our customers and we are committed to continuous improvement on this front. We continue to see strong growth in the utilization of our digital banking platform and have made significant enhancements to improve efficiency for our customers. In addition, we have continued to enhance our online business banking capabilities, as we seek to help our business customers manage their deposit and treasury management needs. Looking ahead, we are committed to continually assessing and improving our digital platforms as a complement to the strength of our local branch network.

## SUMMARY

Performance in 2021 benefited from headwinds created by monetary and fiscal policy response to the COVID-19 pandemic. These same forces will result in policy response to the resultant inflation.

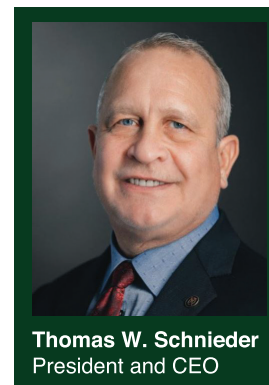
Supply channel disruption, resulting in higher prices and higher labor costs, will create headwinds for performance over the next two years.

We believe that our balance sheet, board and management, dedicated staff, business model, and market position in our Company and Bank will meet these challenges and execute on our opportunities. We will continue to grow the value of your franchise in a risk-controlled manner consistent with our fiduciary responsibilities.

We thank you for your confidence and ownership in our Company.



*Chris Burritt*



*Thomas W. Schnieder*

DEPOSIT MARKET RANK OSWEGO AND ONONDAGA COUNTY COMBINED	JUNE 2021	
	TOTAL DEPOSITS	% OF TOTAL MARKET
Manufacturers and Traders Trust Company	4,115,906	26.78%
KeyBank National Association	3,027,504	19.70%
JPMorgan Chase Bank, National Association	1,564,542	10.18%
Bank of America, NA	1,464,534	9.53%
Pathfinder Bank	1,047,039	6.81%
Solvay Bank	1,000,149	6.51%
NBT Bank, National Association	831,261	5.41%
Community Bank, National Association	606,975	3.95%
Citizens Bank, NA	439,526	2.86%
Geddes Federal Savings and Loan Association	433,932	2.82%
Fulton Savings Bank	317,441	2.07%
Berkshire Bank	284,300	1.85%
Seneca Savings	150,052	0.98%
Tompkins Trust Company	44,228	0.29%
The Lyons National Bank	41,355	0.27%
TOTAL INSTITUTION SHARE	15,368,744	100.0%





# FINANCIAL REVIEW 2021





UNITED STATES  
SECURITIES AND EXCHANGE COMMISSION  
Washington, D.C. 20549

FORM 10-K

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

For the Fiscal Year Ended December 31, 2021

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

For the transition period from \_\_\_\_\_ to \_\_\_\_\_  
Commission File No. 001-36695

**PATHFINDER BANCORP, INC.**  
(Exact name of registrant as specified in its charter)

Maryland  
(State or other jurisdiction of  
incorporation or organization)

38-3941859  
(I.R.S. Employer  
Identification No.)

214 West First Street  
Oswego, NY 13126

Registrant's telephone number, including area code (315) 343-0057

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

<u>Title of each class</u>	<u>Trading Symbol(s)</u>	<u>Name of each exchange on which registered</u>
Common Stock, \$0.01 par value	PBHC	The Nasdaq Stock Market LLC

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

Indicate by check mark if the registrant is a well-known seasoned issuer, as defined in Rule 405 of the Securities Act. Yes  No

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

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

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

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

Large accelerated filer	<input type="checkbox"/>	Accelerated filer	<input type="checkbox"/>
Non-accelerated filer	<input checked="" type="checkbox"/>	Smaller reporting company	<input checked="" type="checkbox"/>
Emerging growth company	<input type="checkbox"/>		

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

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

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

The aggregate market value of the voting and non-voting common equity held by non-affiliates of the Registrant, computed by reference to the last sale price on June 30, 2021, as reported by the NASDAQ Capital Market (\$15.97), was approximately \$52.2 million.

As of March 24, 2022, there were 4,603,187 shares outstanding of the Registrant's voting common stock and 1,380,283 shares of the Registrant's Series A nonvoting common stock

DOCUMENTS INCORPORATED BY REFERENCE: Proxy Statement for the 2022 Annual Meeting of Shareholders of the Registrant (Part III).  
Auditor Firm Id: 1884 Auditor Name: Bonadio & Co., LLP Auditor Location: Pittsford, NY, United States



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**FOR THE YEAR ENDED**  
**DECEMBER 31, 2021**  
**PATHFINDER BANCORP, INC.**

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## **PART I**

### ***FORWARD-LOOKING STATEMENTS***

When used in this Annual Report the words or phrases “will likely result”, “are expected to”, “will continue”, “is anticipated”, “estimate”, “project” or similar expressions are intended to identify “forward-looking statements” within the meaning of the Private Securities Litigation Reform Act of 1995. Such statements are subject to certain risks and uncertainties. Actual results and financial condition may differ, possibly materially, from the anticipated results and financial condition indicated in these forward-looking statements. Important factors that could cause the Company’s actual results and financial condition to differ from those indicated in the forward-looking statements include, among others:

- Credit quality and the effect of credit quality on the adequacy of our allowance for loan losses;
- Deterioration in financial markets that may result in impairment charges relating to our securities portfolio;
- Competition in our primary market areas;
- Changes in interest rates, inflation and national or regional economic conditions;
- Changes in monetary and fiscal policies of the U.S. Government, including policies of the U.S. Treasury and the Federal Reserve Board;
- Significant government regulations, legislation and potential changes thereto;
- A reduction in our ability to generate or originate revenue-producing assets as a result of compliance with heightened capital standards;
- Increased cost of operations due to regulatory oversight, supervision and examination of banks and bank holding companies, and higher deposit insurance premiums;
- Cyberattacks, computer viruses and other technological threats that may breach the security of our websites or other systems;
- Technological changes that may be more difficult or expensive than expected;
- Limitations on our ability to expand consumer product and service offerings due to consumer protection laws and regulations; and
- Other risks described herein and in the other reports and statements we file with the SEC.

A further progression of the outbreak of Coronavirus Disease 2019 (“COVID-19”), and related economic disruptions that may be caused directly or indirectly as a result of new or resurgent outbreaks, could adversely impact a broad range of industries in which the Company’s customers operate and thereby impair their ability to fulfill their financial obligations to the Company. The future duration and severity of any business or economic limitations that might result from new or resurgent outbreaks cannot be predicted with certainty.

The spread of new or resurgent outbreaks could cause significant disruptions in the U.S. economy and could potentially disrupt banking and other financial activity in the areas in which the Company operates and could also potentially create widespread business continuity issues for the Company. The Company’s business is dependent upon the willingness and ability of its employees and customers to conduct banking and other financial transactions. The Company could therefore experience a material adverse effect on its business, financial condition, results of operations and cash flows as a result of a new or resurgent outbreaks.

These risks and uncertainties should be considered in evaluating forward-looking statements and undue reliance should not be placed on such statements. Undue reliance should not be placed on any such forward-looking statements, which speak only as of the date made. The factors listed above could affect the Company’s financial performance and could cause the Company’s actual results for future periods to differ materially from any opinions or statements expressed with respect to future periods in any current statements. Additionally, all statements in this document, including forward-looking statements, speak only as of the date that they are made, and the Company undertakes no obligation to update any statement in light of new information or future events.



## **ITEM 1: BUSINESS**

### ***GENERAL***

#### **Pathfinder Bancorp, Inc.**

Pathfinder Bancorp, Inc. (the "Company") is a Maryland corporation incorporated in 2014 and headquartered in Oswego, New York. The primary business of the Company is its investment in Pathfinder Bank (the "Bank") which is 100% owned by the Company. The Company is subject to supervision and regulation by the Board of Governors of the Federal Reserve System (the "Federal Reserve Board"). Pathfinder Bank is a commercial bank chartered by the New York State Department of Financial Services (the "NYSDFS").

The Company owns a non-consolidated Delaware statutory trust subsidiary, Pathfinder Statutory Trust II, of which 100% of the common equity is owned by the Company. Pathfinder Statutory Trust II was formed in connection with the issuance of \$5.2 million in trust preferred securities.

At December 31, 2021 and 2020, 5,983,467 and 4,531,383 shares of Company common stock were outstanding, respectively. The Company had -0- and 1,380,283 shares of Series B convertible perpetual preferred stock outstanding at December 31, 2021 and 2020, respectively.

Following shareholder approval obtained on June 4, 2021, the Company converted 1,380,283, or 100%, of its previously-outstanding shares of Series B Convertible Perpetual Preferred Stock to an equal number of newly-created Series A Non-Voting Common Stock. Neither the previously-issued Series B Convertible Perpetual Preferred Stock, nor the newly-issued Series A Non-Voting Common Stock had, or will have, dividend or liquidation preference over the Company's existing Voting Common Stock. Holders of the new Series A Non-Voting Common Stock will be entitled to receive dividends, if and when declared by the Company's Board of Directors, in the same per share amount as paid on the Company's Voting Common Stock.

At December 31, 2021, the Company had total consolidated assets of \$1.29 billion, total deposits of \$1.06 billion and shareholders' equity of \$110.3 million plus a noncontrolling interest of \$346,000, which represents the 49% of the FitzGibbons Agency, LLC not owned by the Company.

The Company's executive office is located at 214 West First Street, Oswego, New York and the telephone number at that address is (315) 343-0057. Its internet address is [www.pathfinderbank.com](http://www.pathfinderbank.com). Information on our website is not and should not be considered to be a part of this report.

#### **Pathfinder Bank**

The Bank is a New York-chartered commercial bank and its deposit accounts are insured up to applicable limits by the Federal Deposit Insurance Corporation ("FDIC") through the Deposit Insurance Fund ("DIF"). The Bank is subject to extensive regulation by the NYSDFS, as its chartering agency, and by the FDIC, as its deposit insurer and primary federal regulator. The Bank is a member of the Federal Home Loan Bank of New York ("FHLB NY") and is also subject to certain regulations by the Federal Home Loan Bank System.

The Bank is primarily engaged in the business of attracting deposits from the general public in the Bank's market area, and investing such deposits, together with other sources of funds, in loans secured by commercial and residential real estate, and commercial business and consumer assets other than real estate. In addition, the Bank originates unsecured small business and consumer loans. The Bank also invests a portion of its assets in a broad range of debt securities issued by the United States Government and its agencies and sponsored enterprises, state and municipal governments and agencies, and corporations. The Company also invests in mortgage-backed securities issued or guaranteed by United States Government sponsored enterprises, collateralized mortgage obligations and similar debt securities issued by both government sponsored entities and private (non-governmental) issuers, and asset-backed securities that are generally issued by private entities. The Company invests primarily in debt securities but will, within certain regulatory limits, invest from time to time in mutual funds and equity securities. The Bank's principal sources of funds are deposits, principal and interest payments on loans and investments, as well as borrowings from correspondent financial institutions. The principal source of the Company's income is interest on loans and investment securities. The Bank's principal expenses are interest paid on deposits and borrowed funds, employee compensation and benefits, data processing and facilities.

The Bank also owns 100% of Whispering Oaks Development Corp. ("Whispering Oaks"), a New York corporation that is retained to operate or develop real estate-related projects. At December 31, 2021, Whispering Oaks operated a small tenant-occupied commercial building that houses an ATM facility for the Bank, and, through a wholly-owned second-tier subsidiary, is the sole limited partner in an unconsolidated special-purpose real estate management partnership. The partnership currently operates a low-income residential housing facility. The activities of Whispering Oaks resulted in a pre-tax gain of \$162,000 in 2021.

Additionally, the Bank owns 100% of Pathfinder Risk Management Company, Inc., which was established to record the 51% controlling interest upon the December 2013 purchase of the FitzGibbons Agency, an Oswego County property, casualty and life insurance brokerage business with approximately \$1.0 million in annual revenues. The activities of Pathfinder Risk Management Company, Inc. resulted in pre-tax income of \$209,000 in 2021. The Company's 51% controlling interest in this entity resulted in income of \$107,000 for the Company on a consolidated basis in 2021.

## Human Capital Resources

### Our Mission

Our Mission, which is thoroughly communicated to all of our team members, is "To foster relationships with individuals and businesses within our communities to be the financial provider of choice. Our goal is to continually enhance the value of the Bank for the benefit of our shareholders, customers, employees and communities." Given the challenges that COVID-19 has introduced to our communities, this mission has become even more critical.

### Our Values

Our workplace culture is grounded in our customer and employee value proposition. We have adopted a formally-stated set of Values, which are also engrained in our human capital resource management programs. These Values state that we are:

- Competent Professionals
- Service-Driven
- A Family
- Respectful
- Compassionate
- Proud
- Honest

Each of the Values, outlined above, are further defined in our internal communications, recognition programs, training programs and team-oriented activities.

### Human Capital

The success of our business is highly dependent on our team members, who provide value to our customers and communities through their dedication to our mission and values. We define, exemplify and foster our culture by the Values listed above. We value our team members by investing in a healthy work-life balance, competitive compensation and benefit packages, and a vibrant, team-oriented environment centered on professional service and open communication amongst team members. We strive to build and maintain a high-performing culture by creating a work environment that attracts and retains outstanding, engaged team members who embody our company mantra of "*Local. Community. Trust.*"

### Demographics

At December 31, 2021, we employed 173 team members, of which 157 were full-time, 14 were part-time, and 2 were interns. As COVID-19 restrictions were reduced and our lobbies opened back up to the public the need for temporary staff reduced. The 14 team members that were hired on a temporary basis related to COVID-19, were offered positions as Customer Service Representatives and were trained through our intensive two-week "teller training" program. Our staff is comprised of approximately 74% women.

At December 31, 2021, approximately 43% of our staff was employed at our bank branch and loan production offices, with the remainder of our team employed within all other functional areas, including our customer-facing electronic commerce and call center units. None of these employees are represented by a collective bargaining agreement and management considers its relationship with employees to be good. During fiscal year 2021, we hired 22 employees, of which four were specifically hired, on a temporary basis, and two were interns. Our voluntary turnover rates for the previous four years are as follows:

Year	Voluntary Turnover %
2021	24.2%
2020	13.2%
2019	18.8%

### Diversity and Inclusion

An inclusive open-minded community that engages excellence and embraces diversity is fundamental to supporting the Pathfinder Bank vision to be a local bank that the community trusts. The communities in which we serve include persons of various race, ethnicity, gender, sexual orientation, socio-economic status, age, physical and cognitive ability, religion and political belief. We are committed to valuing and sharing the strength of our differences in a safe and positive environment.



Our primary goal is to attract and cultivate a dynamic and cultural sensitivity that exemplifies, promotes and celebrates diversity. This definition of diversity includes recognition and appreciation of the uniqueness of each individual. We seek to hire well-qualified team members who are, at least as importantly, a good fit for our value system. Our selection and promotion processes are without bias and include the active recruitment of minorities and women.

With a commitment to equality, inclusion and workplace diversity, we focus on understanding, accepting, and valuing the differences between people. To accomplish this, we continue our efforts through our Diversity, Equity and Inclusion Committee made up of several employee representatives from areas located throughout our market footprint. We collaborate with local business partners to better our understanding and position ourselves to improve and fulfill our commitment to diversity and inclusion. Our goal is to build and leverage a diverse and inclusive workforce and workplace by building leadership capability and organizational capacity, this requires all team members to do their part. Management must possess diversity and inclusion competencies to lead and manage an engaged workforce. All team members must treat their colleagues with respect by listening to different viewpoints, opinions, thoughts and ideas and embracing a culture of inclusion.

A commitment to diversity and inclusion is essential to reflecting the values of our team members and the society we serve today. It makes business sense because it helps us to attract and retain the best talent, it enables us to understand and meet clients' needs more effectively and so provide a better quality service. We continued our commitment to equal employment opportunity through a robust affirmative action plan, which includes annual compensation analyses and ongoing reviews of our selection and hiring practices alongside a continued focus on building and maintaining a diverse workforce.

For the year 2021, the population of our workforce was as follows:

Ethnicity	Percentage of Workforce
American Indian or Alaska Native	0.6 %
Asian	2.3 %
Black or African American	0.6 %
Hispanic or Latino	1.2 %
Two or more races (Not Hispanic or Latino)	1.2 %
White	94.1 %

Age Demographics	
Age Range	Total
18-25	34
26-35	42
36-45	41
46-55	18
56-65	32
Over 65	6
Grand Total	173

### Compensation and Benefits

We provide a competitive compensation and benefits program to help meet the needs of our team members. In addition to salaries, these programs include annual bonuses, stock awards, a 401(k) Plan with an employer matching contribution in addition to an employer-paid annual contribution, healthcare and other insurance benefits, health savings, flexible spending accounts, paid time off, family leave, identity theft protection, telemedicine service, and an employee assistance program, including mental health services.

### Learning and Development

We invest in the growth and development of our team members by providing a multi-dimensional approach to learning that empowers, intellectually grows, and professionally develops our colleagues. We encourage and support the growth and development of our team members and, wherever possible, seek to fill positions by promotion and transfer from within the organization. Continual learning and career development is advanced through performance and development conversations between team members and their managers, internally developed training programs, customized corporate training engagements and educational reimbursement programs. Reimbursement is available to team members enrolled in pre-approved degree or certification programs at accredited institutions that teach skills or knowledge relevant to our business, in compliance with Section 127 of the Internal Revenue Code, and for seminars, conferences, and other training events team members attend in connection with their job duties.

## **Health and Safety**

The safety, health and wellness of our team members is a top priority. The COVID-19 pandemic continues to present unique challenges with regard to maintaining employee safety while continuing successful operations. Through teamwork and the adaptability of our management and staff, we continue to be able to (1) effectively work from remote locations and (2) ensure a safely-distanced working environment for team members when physically present at each of our locations. We continue to maintain electronic self-reporting procedures to track, on a daily basis, factors that would call for additional individual-specific attention related to the potential spread of COVID-19 within the Company. All team members are asked not to come to work when they experience signs or symptoms of a possible COVID-19 illness and have been provided additional paid time off to cover compensation during such absences. On an ongoing basis, we further promote the health and wellness of our team members by strongly encouraging work-life balance, offering flexible work schedules, keeping the employee portion of health care premiums to a minimum and sponsoring various wellness programs.

## **Retention Efforts**

Employee retention helps us operate efficiently and achieve one of our business objectives. We believe our commitment to living out our core values, actively prioritizing concern for our team members' well-being, supporting our team members' career goals, offering competitive wages and providing valuable fringe benefits aids in retention of our top-performing team members. In addition, nearly all of our team members are stockholders of the Company through participation in our Employee Stock Ownership Plan, which aligns employee and stockholder interests by providing stock ownership on a tax-deferred basis at no investment cost to our employees. At December 31, 2021, over 35% of our current staff had been with us for ten years or more.

## ***MARKET AREA AND COMPETITION***

### **Market Area**

We provide financial services to individuals, families, small to mid-size businesses and municipalities through our seven branch offices located in Oswego County, NY, three branch offices located in Onondaga County, NY and one limited purpose office located in Oneida County, NY. Our primary lending market area includes both Oswego and Onondaga Counties. However, our primary deposit generating area is concentrated in Oswego County and in the areas surrounding our Onondaga County branches.

The economies of Oswego County and Onondaga County are based primarily on manufacturing, energy production, health care, education, and government. In addition to financial services, the broader Central New York market has a more diverse array of economic sectors, including food processing production and transportation. The region has more recently also developed particular strength in the commercialization of certain emerging technologies such as bio-processing, medical devices, aircraft systems and renewable energy.

Based on recent independent market survey reports, median home values were \$172,700 in Onondaga County and \$121,100 in Oswego County at the end of 2021. Home values have shown only modest increases in recent years within the Syracuse, NY metro area, including Onondaga and Oswego Counties. This modest increase in home values within the area followed a period in which home values within the area exhibited relative stability compared to many other areas of the country during the most recent economic recession that began in 2008.

### **Competition**

Pathfinder Bank encounters strong competition both in attracting deposits and in originating real estate and other loans. Our most direct competition for deposits and loans comes from commercial banks, savings institutions and credit unions in our market area, including money-center banks such as JPMorgan Chase & Co. and Bank of America, regional banks such as M&T Bank and Key Bank N. A., and community banks such as NBT Bank and Community Bank N.A., all of which have substantially greater total assets than we do. Local credit unions, some of which also have more assets than the Company, are particularly strong competitors for consumer deposits and consumer loans. In addition, potential new competitors may be emerging that are generically defined as financial technology (also referred to as "FinTech" or "fintech") companies. These entities seek to employ new technology and various forms of innovation in order to compete with traditional methods of delivering financial services. The advanced use of smartphones for mobile banking, automated investing services and cryptocurrency are examples of such technologies. Financial technology companies consist of both well-capitalized startup entities, divisions of established financial institutions and/or established technology companies. These entities seek to replace or supplement the financial services provided by established financial service entities, such as the Company. Many established financial institutions are now implementing, or planning to implement, various forms of fintech solutions and technologies in order to broaden their product and service offerings and/or to gain improved competitive positions in this emerging marketplace. Some of these technologies either have been implemented to varying degrees by the Bank, or will be available to the Bank for future implementation through its network of service providers and computer system



vendors. It cannot be predicted with certainty at this time how effective these new competitors will be in our marketplace or what costs the Company will incur in the future to implement and maintain competitive technologies.

Our primary focus is to build and develop profitable consumer and commercial customer relationships while maintaining our role as a community bank. We compete for deposits by offering depositors a high level of personal service, a wide range of competitively-priced financial services, and a well distributed network of branches, ATMs, and electronic banking. We compete for loans through our competitive pricing, our experienced and active loan officers, local knowledge of our market and local decision making, strong community support and involvement, and a highly reputable brand. In the five years immediately preceding the onset of the COVID-19 pandemic in the first quarter of 2020, overall economic activity in the local marketplace and, more specifically, demand for commercial and residential loans grew significantly. This growth in overall loan demand in our market area also attracted increased competition from financial institutions for those loans. Additionally, some of our competitors offer products and services that we do not offer, such as trust services and private banking.

As of June 30, 2021, based on the most recently-available FDIC data, we had the largest market share in Oswego County, representing 45.0% of all deposits, and we additionally held 1.9% of all deposits in Onondaga County. In addition, when combining both Oswego and Onondaga Counties, we have the fifth largest market share of twenty one institutions, representing 6.8% of the total market.

## ***LENDING ACTIVITIES***

### **General**

Our primary lending activities are originating commercial real estate and commercial loans, the vast majority of which have periodically adjustable rates of interest, and one-to-four family residential real estate loans, the majority of which have fixed rates of interest. Our loan portfolio also includes municipal loans, home equity loans and lines and consumer loans. In order to diversify our loan portfolio, increase our revenues, and make our loan portfolio less interest rate sensitive, the Company has actively sought to increase its commercial real estate and commercial business lending activities, consistent with safe and sound underwriting practices. Accordingly, we offer adjustable-rate commercial mortgage loans and floating rate commercial loans and lines of credit.

### **Commercial Real Estate Loans**

Over the past several years, we have focused on originating commercial real estate loans, and we believe that commercial real estate loans will continue to provide growth opportunities for us. We expect to increase, subject to our underwriting standards and market conditions, this business line in the future with a target loan size of \$500,000 to \$2.0 million to small businesses and real estate projects in our market area. Commercial real estate loans are secured by properties such as multi-family residential, office, retail, warehouse and owner-occupied commercial properties.

Our commercial real estate underwriting policies provide that such real estate loans are typically made in amounts up to 80% of the appraised value of the property. Commercial real estate loans are offered with interest rates that are generally fixed for up to three or five years then are adjustable based on the FHLBNY advance rate. Contractual maturities generally do not exceed 20 years. In reaching a decision whether to make a commercial real estate loan, we consider market conditions, operating trends, net cash flows of the property, the borrower's expertise and credit history, and the appraised value of the underlying property. We will also consider the terms and conditions of the leases and the stability of the tenant base. We generally require that the properties securing these real estate loans have debt service coverage ratios (the ratio of earnings before interest, taxes, depreciation and amortization divided by interest expense and current maturities of long term debt) of at least 120%. Environmental due diligence is generally conducted for commercial real estate loans. Typically, commercial real estate loans made to corporations, partnerships and other business entities require personal guarantees by the owners of 20% or more of the borrowing entity.

A commercial real estate borrower's financial condition is monitored on an ongoing basis by requiring current financial statements, rent rolls, payment history reviews, property inspections and periodic face-to-face meetings with the borrower. We generally require borrowers with aggregate outstanding balances exceeding \$100,000 to provide annual updated financial statements and/or federal tax returns. These requirements also apply to all guarantors on these loans.

Loans secured by commercial real estate generally have greater credit risk than one-to-four family residential real estate loans. The increased credit risk associated with commercial real estate loans is a result of several factors, including larger loan balances concentrated with a limited number of borrowers, the impact of local and general economic conditions on the borrower's ability to repay the loan. Furthermore, the repayment of loans secured by commercial real estate properties typically depends upon the successful operation of the real property securing the loan. If the cash flows from the property are reduced, the borrower's ability to repay the loan may be impaired. However, commercial real estate loans generally have higher interest rates than loans secured by one-to-four family residential real estate.

## **Commercial Loans**

We typically originate commercial loans, including commercial term loans and commercial lines of credit, on the basis of a borrower's ability to make repayment from the cash flows of the borrower's business, conversion of current assets in the normal course of business (for seasonal working capital lines), the industry and market in which they operate, experience and stability of the borrower's management team, earnings projections and the underlying assumptions, and the value and marketability of any collateral securing the loan. As a result, the availability of funds for the repayment of commercial loans and commercial lines of credit is substantially dependent on the success of the business itself and the general economic environment in our market area. Therefore, commercial loans and commercial lines of credit that we originate have greater credit risk than one-to-four family residential real estate loans.

Commercial term loans are typically secured by equipment, furniture and fixtures, inventory, accounts receivable or other business assets, or, in some circumstances, such loans may be unsecured. From time to time, we also originate commercial loans that are guaranteed by the United States Small Business Administration ("SBA") or United States Department of Agriculture ("USDA") loan programs. Over the past several years, we have focused on increasing our commercial lending and our business strategy is to continue to increase our originations of commercial loans to small businesses in our market area, subject to our underwriting standards and market conditions. Our commercial loans are generally comprised of adjustable-rate loans, indexed to the prime rate, with terms consisting of three to seven years, depending on the needs of the borrower and the useful life of the underlying collateral. We make commercial loans to businesses operating in our market area for purchasing equipment, property improvements, business expansion or working capital. If a commercial loan is secured by equipment, the maturity of a term loan will depend on the useful life of the equipment purchased, the source of repayment for the loan and the purpose of the loan. We generally obtain personal guarantees on our commercial loans.

The Bank also participated in the Paycheck Protection Program ("PPP"), a specialized low-interest loan program funded by the U.S. Treasury Department and administered by the U.S. Small Business Administration ("SBA") pursuant to the CARES Act and subsequent legislation. PPP loans have an interest rate of 1.0% and a two-year or five-year loan term to maturity. The SBA guarantees 100% of the PPP loans made to eligible borrowers. The entire principal amount of the borrower's PPP loan, including any accrued interest, is eligible to be reduced by the loan forgiveness amount under the PPP so long as employee and compensation levels of the business are maintained and the loan proceeds are used for qualifying expenses. The Paycheck Protection Program ended in May 2021. Through December 31, 2021, the Bank received approval from the SBA for 1,177 loans totaling approximately \$111.7 million through this program. The Bank is now also assisting borrowers with the loan forgiveness phase of the process. As of this filing, the Company has submitted 932 loans totaling approximately \$92.3 million to the SBA for forgiveness, with 256 totaling \$19.3 million remaining.

Our commercial lines of credit are typically adjustable rate lines, indexed to the prime interest rate. Generally, our commercial lines of credit are secured by business assets or other collateral, and generally payable on-demand pursuant to an annual review. Since the commercial lines of credit may expire without being drawn upon, the total committed amounts do not necessarily represent future cash requirements.

## **Residential Real Estate Loans**

As noted above, we have shifted our primary lending focus in recent years towards originating more commercial real estate and commercial loans. However, we have retained our significant presence in the local marketplace for lending activities concentrated on originating one-to-four family, owner-occupied residential mortgage loans. Substantially all of these loans are secured by properties located in our market area.

We currently offer one-to-four family residential real estate loans with terms up to 30 years that are generally underwritten according to Federal National Mortgage Association ("Fannie Mae") guidelines, and we refer to loans that conform to such guidelines as "conforming loans." We generally originate both fixed-rate and adjustable-rate mortgage loans in amounts up to the maximum conforming loan limits as established by the Federal Housing Finance Agency, which as of December 31, 2021, was generally \$548,250 for single-family homes in our market area.

Conforming loans are generally saleable at management's discretion, we hold our one-to-four family residential real estate loans in our portfolio but do sell mortgages into the secondary market, at management's discretion, as a source of liquidity or as a means of managing interest-rate risk. Such loan sales were conducted on a limited basis prior to 2020 and to a substantially more significant degree in 2020 and 2021. The increase in residential mortgage sales in 2020 and 2021 was directly related to significant increases in the volume of 20- and 30-year mortgage loans originated by the Bank in those years. This increase in originated volume was primarily due to increased customer demand for mortgage loans resulting from declines in mortgage interest rates. A significant portion of our retained loan portfolio consists of fixed-rate one-to-four family residential real estate loans with terms in excess of 15 years. We also originate one-to-four family residential real estate loans secured by non-owner occupied properties. However, we generally do not make loans in excess of 80% loan-to-value on non-owner occupied properties.



For most owner-occupied one-to-four family residential real estate loans with loan-to-value ratios of between 80% and 95%, we require the borrower to obtain private mortgage insurance ("PMI"). Our lending policies limit the maximum loan-to-value ratio on both fixed-rate and adjustable-rate owner-occupied mortgage loans to 80% of the appraised value of the collateralized property, with the exception of a limited use product which allows for loans up to 90% with no PMI. For first mortgage loan products, we require the borrower to obtain title insurance. We also require homeowners' insurance, fire and casualty, and, if necessary, flood insurance on properties securing real estate loans. We do not, and have never offered or invested in, one-to-four family residential real estate loans specifically designed for borrowers with sub-prime credit scores, including interest-only, negative amortization or payment option adjustable-rate mortgage loans.

Our fixed-rate one-to-four family residential real estate loans include loans that generally amortize on a monthly basis over periods between 10 to 30 years. Fixed-rate one-to-four family residential real estate loans often remain outstanding for significantly shorter periods than their contractual terms because borrowers have the right to refinance or prepay their loans.

Our adjustable-rate one-to-four family residential real estate loans generally consist of loans with initial interest rates fixed for one, three, or five years, and annual adjustments thereafter are indexed based on changes in the one-year United States Treasury bill constant maturity rate. Our adjustable-rate mortgage loans generally have an interest rate adjustment limit of 200 basis points per adjustment, with a maximum lifetime interest rate adjustment limit of 600 basis points. In the current low interest rate environment, we have not originated a significant amount of adjustable-rate mortgage loans. Although adjustable-rate one-to-four family residential real estate loans may reduce, to an extent, our vulnerability to changes in market interest rates because they periodically re-price, as interest rates increase the required payments due from a borrower also increase (subject to rate caps), thereby increasing the potential for default by the borrower. At the same time, the ability of the borrower to repay the loan and the marketability of the underlying collateral may be adversely affected by higher interest rates. Upward adjustments of the contractual interest rate are also limited by our maximum periodic and lifetime rate adjustments.

### **Residential Construction Loans**

Our one-to-four family residential real estate loan portfolio also includes residential construction loans. Our residential construction loans generally have initial terms of up to six months, subject to extension, during which the borrower pays interest only. Upon completion of construction, these loans typically convert to permanent loans secured by the completed residential real estate. Our construction loans generally have rates and terms comparable to residential real estate loans that we originate.

### **Tax-exempt Loans**

We make loans to local governments and municipalities for either tax anticipation or for small expenditure projects, including equipment acquisitions and construction projects. Our municipal loans are generally fixed for a term of one year or less, and are generally unsecured. Interest earned on municipal loans is tax exempt for federal tax purposes, which enhances the overall yield on each loan. Generally, the municipality will have a deposit relationship with us along with the lending relationship.

We also make tax-exempt loans to commercial borrowers based on obligations issued by a state or local authority to provide economic development such as the state dormitory authority.

### **Home Equity Loans and Junior Liens**

Home equity loans and junior liens are made up of lines of credit secured by owner-occupied and non-owner occupied one-to-four family residences and second and third real estate mortgage loans. Home equity loans and home equity lines of credit are generally underwritten using the same criteria that we use to underwrite one-to-four family residential mortgage loans. We typically originate home equity loans and home equity lines of credit on the basis of the applicant's credit history, an assessment of the applicant's ability to meet existing obligations and payments on the proposed loan, and the value of the collateral securing the loan. Home equity loans are offered with fixed interest rates. Lines of credit are offered with adjustable rates, which are indexed to the prime rate, and with a draw period of up to 10 years and a payback period of up to 20 years. The loan-to-value ratio for our home equity loans is generally limited to 80% when combined with the first security lien, if applicable. The loan to value of our home equity lines of credit is generally limited to 80%, unless the Bank holds the first mortgage. If we hold the first mortgage, we will permit a loan to value of up to 90%, and we adjust the interest rate and underwriting standards to compensate for the additional risk.

For all first lien position mortgage loans, we use outside independent appraisers. For second position mortgage loans where we also hold the existing first mortgage, we will use the lesser of the existing appraisal amount used in underwriting the first mortgage or assessed value. For all other second mortgage loans, we will use a third-party service which gathers all data from real property tax offices and gives the property a low, middle and high value, together with similar properties for comparison. The middle value from the third-party service will be the value used in underwriting the loan. If the valuation method for the loan amount requested does not provide a value, or the value is not sufficient to support the loan request and it is determined that the borrower(s) are credit worthy, a full appraisal may be ordered.

Home equity loans and junior liens secured by junior mortgages have greater risk than one-to-four family residential mortgage loans secured by first mortgages. We face the risk that the collateral will be insufficient to compensate us for loan losses and costs of foreclosure, after repayment of the senior mortgages, if applicable. When customers default on their loans, we attempt to work out the relationship in order to avoid foreclosure because the value of the collateral may not be sufficient to compensate us for the amount of the unpaid loan and we may be unsuccessful in recovering the remaining balance from those customers. Moreover, decreases in real estate values could adversely affect our ability to fully recover the loan balance in the event of a default.

### **Consumer Loans**

We are authorized to make loans for a variety of personal and consumer purposes and our consumer loan portfolio consists primarily of automobile, recreational vehicles and unsecured personal loans, as well as unsecured lines of credit and loans secured by deposit accounts. Our procedure for underwriting consumer loans includes an assessment of the applicant's credit history and ability to meet existing obligations and payments for the proposed loan, as well as an evaluation of the value of the collateral security, if any.

Consumer loans generally entail greater credit-related risk than one-to-four family residential mortgage loans, particularly in the case of loans that are unsecured or are secured by assets that tend to depreciate in value, such as automobiles. As a result, consumer loan collections are primarily dependent on the borrower's continuing financial stability and thus are more likely to be adversely affected by job loss, divorce, illness or personal bankruptcy. In these cases, repossessed collateral for a defaulted consumer loan may not provide an adequate source of repayment for the outstanding loan, and the remaining value often does not warrant further substantial collection efforts against the borrower.

The Company will invest from time to time in pools of collateralized consumer loans originated and serviced by financial institutions operating outside of the Company's primary market area. Third party-originated consumer loan pools are generally acquired primarily when, in the view of management, they offer superior risk vs. return characteristics to debt securities. Such pools will, in some instances, have projected economic advantages in terms of yield and/or other portfolio characteristics, such as interest rate risk sensitivity, superior to debt securities that would otherwise be purchased and are acquired to increase the overall performance characteristics of the Company's interest earning-asset portfolios viewed as a whole. Loans acquired through these transactions are required by the Company's internal policies to be underwritten to standards that are consistent with those of the Company's own underwriting guidelines and internal practices. Pre-purchase due diligence is performed that includes a thorough review of the originating institution's regulatory compliance procedures, underwriting practices and individual loan documentation. Since these pools are subject to borrower credit default and are collateralized by out-of-market assets, the Company relies on the best efforts of the originating institution, acting as the loans' servicer, to collect on the loans within the pool and to mitigate losses due to such defaults. Such mitigation efforts include the orderly and timely liquidation of loan collateral, as necessary. Accordingly, such loan pools have both the credit risk typically associated with consumer loans and servicer risk components that are carefully monitored by the Company on an ongoing basis.

### **Loan Originations, Purchases, Sales and Servicing**

We benefit from a number of sources for our loan originations, including real estate broker referrals, existing customers, borrowers, builders, attorneys, and "walk-in" customers. Our loan origination activity may be affected adversely by a rising interest rate environment which may result in decreased loan demand. Other factors, such as the overall health of the local economy and competition from other financial institutions, can also impact our loan originations. Although we originate both fixed-rate and adjustable-rate loans, our ability to generate each type of loan depends upon borrower demand, market interest rates, borrower preference for fixed-rate versus adjustable-rate loans, and the interest rates offered on each type of loan by other lenders in our market area. These lenders include commercial banks, savings institutions, credit unions, and mortgage banking companies that also actively compete for local real estate loans. Accordingly, the volume of loan originations may vary from period to period.

The majority of the fixed rate residential loans that are originated each year meet the underwriting guidelines established by Fannie Mae. While infrequent, in the past, we have sold residential mortgage loans in the secondary market, and we may do so in the future, although we continue to service loans once they are sold.

From time to time, although infrequent, we may purchase commercial real estate loan participations in which we are not the lead lender. In these circumstances, we follow our customary loan underwriting and approval policies. We also have participated out portions of commercial and commercial real estate loans that exceeded our loans-to-one borrower legal lending limit and for purposes of risk diversification.

In recent years, the Bank has purchased broadly-diversified pools of essentially homogenous loans from originators outside of the Bank's market area. These originators generally specialize in loan types, such as consumer loans, other than those loan types that the Bank specializes in. These loans, which are generally relatively short in duration, are acquired to provide supplementary interest income as well as to provide improvements to the Bank's overall asset/liability mix, particularly with respect to interest rate risk. Third party-originated loan pools are acquired primarily when, in the view of management, they offer superior risk vs. return



characteristics to debt securities. Such loans are generally acquired through the facilitation of third-party brokerages and are serviced in perpetuity by the originating entries or their designees. Funding for loan purchases of this type is generally obtained through incremental usage of brokered deposits and/or other forms of borrowed funds. The Bank intends to purchase similar pools of loans on an occasional basis in the future if and when management believes that it is economically advantageous to do so.

At December 31, 2021 the Bank held fifteen pools of loans originated by eleven unaffiliated third-party lenders with an aggregate amortized historical cost of \$128.5 million. Of this total, \$92.2 million in aggregate amortized historical cost relates to six loan pools acquired either in the fourth quarter of 2020 or during 2021, \$34.8 million in aggregate amortized historical cost relates to seven loan pools acquired in 2019, and \$1.5 million in aggregate amortized historical cost relates to two loan pools acquired prior to 2019. Purchased loans have certain credit risk profiles distinct from those of the Bank's self-originated portfolio, most especially the portion of the purchased loans that are classified as unsecured consumer loans. At December 31, 2021, the Bank held \$44.1 million (three pools), \$8.8 million (three pools), \$8.4 million (one pool), and \$4.1 million (one pool), in purchased pooled loans secured by consumer installment contracts, automobiles, home equity lines of credit and residential real estate, respectively. The Bank also held \$16.4 million (two pools) in purchased secured commercial lines of credit. In addition, the Bank held \$42.8 million (four pools) in purchased unsecured consumer loans and \$3.9 million (one pool) in commercial installment loans at December 31, 2021. The loans within these pools have performed substantially as anticipated since their acquisition dates and, in many cases, have contractually-specified credit enhancement provisions provided by the Sellers that continue to reduce the Bank's realized and potential credit exposures with respect to these loan pools. Nonperforming and delinquent loans within these loan pools are reported on an aggregate basis as components of the Bank's overall loan performance statistics at December 31, 2021 and December 31, 2020, respectively.

The purchased pools of loans were subject to prepurchase analyses led by a team of the Bank's senior executives and credit analysts. In each case, the Bank's analytical processes considered the types of loans being evaluated, the underwriting criteria employed by the originating entity, the historical performance of such loans, especially in the most recent deeply recessionary environments, the collateral enhancements and other credit loss mitigation factors offered by the seller and the capabilities and financial stability of the servicing entities involved. In the view of management, from a credit risk perspective, these loan pools also benefit from broad diversification, including wide geographic dispersion, the readily-verifiable historical performance of similar loans issued by the originators, as well as the overall experience and skill of the underwriters and servicing entities involved as counterparties to the Bank in these transactions. In addition, these loan pools generally have significant underlying loan collateral and/or one or more of the following forms of credit enhancement: (1) contractual rights of loan substitution in the event of individual loan defaults, (2) retention of a portion of the principal amount of each loan by the seller, or (3) contractually-specified credit enhancement reserves accumulated from the collected cash flows generated by borrowers' repayment activities in excess of those cash flows due to the Bank. Management believes that the substantial level of diversification within these loan pools and the presence of other mitigation factors, specific to each of the acquired pools in varying degrees, provides significant overall reduction of the potential credit risks inherent in these purchases. The performance of all purchased loan pools are monitored regularly from detailed reports and remittance reconciliations provided at least monthly by the servicing entities.

### **Loan Approval Procedures and Authority**

The Bank's lending activities follow written, non-discriminatory underwriting standards and loan origination procedures established by management and the board of directors. Our policies are designed to provide loan officers with guidelines on acceptable levels of risk, given a broad range of factors. The loan approval process is intended to assess the borrower's ability to repay the loan, the viability of the loan and the adequacy of the value of the collateral that will secure the loan, if applicable.

The board of directors grants loan officers individual lending authority to approve extensions of credit. The level of authority for loan officers varies based upon the loan type, total relationship, form of collateral and risk rating of the borrower. Each loan officer is charged with the responsibility of achieving high credit standards. Individual lending authority can be increased, suspended or removed by the board of directors, as recommended by the President or Executive Vice President and Chief Banking Officer.

If a loan is in excess of any individual loan officer's lending authority, the extension of credit must be referred to the Officer Loan Committee ("OLC"). The OLC is comprised of the President (serving as chairman), the Executive Vice President and Chief Banking Officer (serving as chair in the absence of the President), the Executive Vice President, Chief Operating Officer, as well as other members of the management team and retail and commercial lenders as may be appointed by the President. The OLC has authority to approve all commercial loans, and one-to-four family residential real estate loans where the total related credit is \$1.2 million or less which are not within the lenders' individual authority. In addition, the OLC may approve all municipal loans, where the total related credit is \$2.5 million or less, and the individual loan amount is \$2.5 million or less for rated municipal loans, and \$1.5 million for unrated credits. The OLC has the authority to approve all consumer loans where the total related credit is \$2.5 million or less and the individual loan amount is \$200,000 for unsecured loans or \$750,000 for secured loans. The Executive Loan Committee, which consists of members of the Bank's board of directors, must approve all extensions of credit in excess of the limits for the OLC and lenders individual authority.

## **Loans to One Borrower**

Under New York law, New York commercial banks are subject to loans-to-one borrower limits, which are substantially similar as those applicable to national banks, which generally restrict loans to one borrower to an amount equal to 15% of unimpaired capital and unimpaired surplus, which was \$19.7 million at December 31, 2021, on an unsecured basis, and an additional amount equal to 10% of unimpaired capital and unimpaired surplus, which was \$13.1 million at December 31, 2021, if the loan is secured by readily marketable collateral (generally, financial instruments and bullion, but not real estate), subject to exceptions.

Additionally, our internal loan policies limit the total related credit to be extended to any one borrower (after application of the rules of attribution), with respect to any and all loans with the Bank to 10% of tier 1 and 2 capital, subject to certain exceptions. The indebtedness includes all credit exposure whether direct or contingent, used or unused.

## **ASSET QUALITY**

### **Loan Delinquencies and Collection Procedures**

When a loan becomes delinquent, we make attempts to contact the borrower to determine the cause of the delayed payments and seek a solution to permit the loan to be brought current within a reasonable period of time. The outcome can vary with each individual borrower. In the case of mortgage loans and consumer loans, a late notice is sent 15 days after an account becomes delinquent. If delinquency persists, notices are sent at the 30 day delinquency mark, the 45 day delinquency mark and the 60 day delinquency mark. We also attempt to establish telephone contact with the borrower early on in the process. In the case of residential mortgage loans, included in every late notice is a letter that includes information regarding home-ownership counseling. As part of a workout agreement, we will accept partial payments during the month in order to bring the account current. If attempts to reach an agreement are unsuccessful and the customer is unable to comply with the terms of the workout agreement, we will review the account to determine if foreclosure is warranted, in which case, consistent with New York law, we send a 90 day notice of foreclosure and then a 30 day notice before legal proceedings are commenced. A consumer final demand letter is sent in the case of a consumer loan. In the case of commercial loans and commercial mortgage loans, we follow a similar notification practice with the exception of the previously mentioned information on home-ownership counseling. In addition, commercial loans do not require 90 day notices of foreclosure. Generally, commercial borrowers only receive 10 day notices before legal proceedings can be commenced. Commercial loans may experience longer workout times that may trigger a need for a loan modification that could meet the requirements of a troubled debt restructured loan.

### **Impaired Loans, Non-performing Loans and Troubled Debt Restructurings**

The policy of the Bank is to provide a continuous assessment of the quality of its loan portfolio through the maintenance of an internal and external loan review process. The process incorporates a loan risk grading system designed to recognize degrees of risk on individual commercial and mortgage loans in the portfolio. Management is responsible for monitoring of asset quality and risk grade designations, which are communicated to the board on a regular basis.

We generally cease accruing interest on our loans when contractual payments of principal or interest have become 90 days past due or management has serious doubts about further collectability of principal or interest, even though the loan is currently performing. A loan may remain on accrual status if it is in the process of collection and is either guaranteed or well secured. When a loan is placed on non-accrual status, unpaid interest credited to income is reversed. Interest received on non-accrual loans generally is applied against principal or interest if it is recognized on the cash basis method. Generally, loans are restored to accrual status when the obligation is brought current, has performed in accordance with the contractual terms for a reasonable period of time, generally for a minimum of six months, and the ultimate collectability of the total contractual principal and interest is no longer in doubt.

Our Allowance for Loan and Lease Losses policy (“ALLL”) establishes criteria for selecting loans to be measured for impairment based on the following:

#### **Residential and Consumer Loans:**

- All loans rated substandard or worse, on nonaccrual, and above our total related credit (“TRC”) threshold balance of \$300,000.
- All Troubled Debt Restructured Loans

#### **Commercial Lines and Loans, Commercial Real Estate and Tax-exempt loans:**

- All loans rated substandard or worse, on nonaccrual, and above our TRC threshold balance of \$100,000.
- All Troubled Debt Restructured Loans

Impairment is measured by determining the present value of expected future cash flows or, for collateral-dependent loans, the fair value of the collateral adjusted for market conditions and selling expenses as compared to the loan carrying value.

### **Troubled Debt Restructurings (“TDR”)**

TDRs are loan restructurings in which we, for economic or legal reasons related to an existing borrower’s financial difficulties, grant a concession to the debtor that we would not otherwise consider. Typically, a troubled debt restructuring involves a modification of terms of debt, such as reduction of the stated interest rate for the remaining original life of the debt, extension of the maturity date at a stated interest rate lower than the current market rate for new debt with similar risk, reduction of the face amount of the debt, or reduction of accrued interest. We consider modifications only after analyzing the borrower’s current repayment capacity, evaluating the strength of any guarantors based on documented current financial information, and assessing the current value of any collateral pledged. These modifications are made only when there is a reasonable and attainable workout plan that has been agreed to by the borrower and that is in our best interests. Some examples of residential TDRs include restructures encouraged by the Federal Government’s HAMP and HARP Programs, in which we have participated.

Loans on non-accrual status at the date of modification are initially classified as non-accrual troubled debt restructurings. Our policy provides that troubled debt restructured loans are returned to accrual status after a period of satisfactory and reasonable future payment performance under the terms of the restructuring. Satisfactory payment performance is generally no less than six consecutive months of timely payments and demonstrated ability to continue to repay.

Pursuant to the CARES Act and subsequent legislation, financial institutions have the option to temporarily suspend certain requirements under U.S. generally accepted accounting principles related to troubled debt restructurings for a limited period of time to account for the effects of COVID-19. This provision allows a financial institution the option to not apply the guidance on accounting for troubled debt restructurings to loan modifications, such as extensions or deferrals, related to COVID-19 made between March 1, 2020 and the earlier of (i) January 1, 2022 or (ii) 60 days after the end of the COVID-19 national emergency. The relief can only be applied to modifications for borrowers that were not more than 30 days past due as of December 31, 2019. The Bank elected to adopt these provisions of the CARES Act.

### **Foreclosed real estate**

Fair values for foreclosed real estate are initially recorded based on market value evaluations by third parties, less costs to sell (“initial cost basis”). Any write-downs required when the related loan receivable is exchanged for the underlying real estate collateral at the time of transfer to foreclosed real estate are charged to the allowance for loan losses. Values are derived from appraisals of underlying collateral or discounted cash flow analysis. Subsequent to foreclosure, valuations are updated periodically and assets are marked to current fair value, not to exceed the initial cost basis. In the determination of fair value subsequent to foreclosure, management also considers other factors or recent developments, such as, changes in absorption rates and market conditions from the time of valuation, and anticipated sales values considering management’s plans for disposition. Either change could result in adjustment to lower the property value estimates indicated in the appraisals.

Loan delinquencies together with properties within our Foreclosed Real Estate portfolio are reviewed monthly by the board of directors.

### **Classified Assets**

Federal regulations provide for the classification of loans and other assets, such as debt and equity securities considered by the FDIC to be of lesser quality, as “substandard,” “doubtful” or “loss.” An asset is considered “substandard” if it is inadequately protected by the current net worth and paying capacity of the obligor or of the collateral pledged, if any. “Substandard” assets include those characterized by the “distinct possibility” that the insured institution will sustain “some loss” if the deficiencies are not corrected. Assets classified as “doubtful” have all of the weaknesses inherent in those classified “substandard,” with the added characteristic that the weaknesses present make “collection or liquidation in full,” on the basis of currently existing facts, conditions, and values, “highly questionable and improbable.” Assets classified as “loss” are those considered “uncollectible” and of such little value that their continuance as assets without the establishment of a specific allowance for loan losses is not warranted. Assets that do not currently expose the insured institution to sufficient risk to warrant classification in one of the aforementioned categories but possess weaknesses are designated as “special mention” by our management.

When an insured institution classifies problem assets as either substandard or doubtful, it may establish general allowances in an amount deemed prudent by management to cover losses that are both probable and reasonable to estimate. General allowances represent allowances which have been established to cover accrued losses associated with lending activities that are both probable and reasonable to estimate, but which, unlike specific allowances, have not been allocated to particular problem assets. When an insured institution classifies problem assets as “loss,” it is required either to establish a specific allowance for losses equal to 100% of that portion of the asset so classified or to charge-off such amount. An institution’s determination as to the classification of its assets and



the amount of its valuation allowances is subject to review by the regulatory authorities, which may require the establishment of additional general or specific allowances.

In connection with the filing of our periodic regulatory reports and in accordance with our classification of assets policy, we continuously assess the quality of our loan portfolio and we regularly review the loans in our loan portfolio to determine whether any loans require classification in accordance with applicable regulations. Loans are listed on the “watch list” initially because of emerging financial weaknesses even though the loan is currently performing in accordance with its terms, or delinquency status, or if the loan possesses weaknesses although currently performing. Management reviews the status of our loan portfolio delinquencies, by loan types, with the full board of directors on a monthly basis. Individual classified loan relationships are discussed as warranted. If a loan deteriorates in asset quality, the classification is changed to “special mention,” “substandard,” “doubtful” or “loss” depending on the circumstances and the evaluation. Generally, loans 90 days or more past due are placed on nonaccrual status and classified “substandard.”

We also employ a risk grading system for our loans to help assure that we are not taking unnecessary and/or unmanageable risk. The primary objective of the loan risk grading system is to establish a method of assessing credit risk to further enable management to measure loan portfolio quality and the adequacy of the allowance for loan losses. Further, we contract with an external loan review firm to complete a credit risk assessment of the loan portfolio on a regular basis to help determine the current level and direction of our credit risk. The external loan review firm communicates the results of their findings to the Executive Loan Committee in writing and by periodically attending the Executive Loan Committee meetings. Any material issues discovered in an external loan review are also communicated immediately to the President of the Bank. See Note 5 to the consolidated financial statements for further details on the Company’s credit quality indicators that define our risk grading system.

### **Allowance for Loan Losses**

The allowance for loan losses represents management’s estimate of losses inherent in the loan portfolio as of the date of the statement of condition and it is recorded as a reduction of loans. The allowance for loan losses is maintained at a level considered adequate to provide for losses that can be reasonably anticipated. Management performs a quarterly evaluation of the adequacy of the allowance. The allowance is increased by the provision for loan losses, and decreased by charge-offs, net of recoveries. Loans deemed to be uncollectible are charged against the allowance for loan losses, and subsequent recoveries, if any, are credited to the allowance. All or part of the principal balance of loans receivable are charged off to the allowance as soon as it is determined that the repayment of all or part of the principal balance is highly unlikely. Non-residential consumer loans are generally charged off no later than 120 days past due on a contractual basis, unless productive collection efforts are providing results. Consumer loans may be charged off earlier in the event of bankruptcy, or if there is an amount that is deemed uncollectible. No portion of the allowance for loan losses is restricted to any individual loan type and the entire allowance is available to absorb any and all loan losses.

The allowance is based on three major components which are: (i) specific components for impaired loans, (ii) recent historical losses and several qualitative factors applied to a general pool of loans, and (iii) an unallocated component.

The first component is the specific allowance that relates to loans that are classified as impaired. For these loans, an allowance is established when the discounted cash flows or collateral value of the impaired loan are lower than the carrying value of the loan. A loan is considered impaired when, based on current information and events, it is probable that we will be unable to collect the scheduled payments of principal or interest when due according to the contractual terms of the loan agreement. Impairment is measured by either the present value of the expected future cash flows discounted at the loan’s effective interest rate or the fair value of the underlying collateral if the loan is collateral dependent. The majority of our loans utilize the fair value of the underlying collateral. Factors considered by management in determining impairment include payment status, collateral value and the probability of collecting scheduled principal and interest payments when due. Loans that experience insignificant payment delays and payment shortfalls generally are not classified as impaired. Management determines the significance of payment delays and shortfalls on a case-by case basis, taking into consideration all of the circumstances surrounding the loan and the borrower, including the length and reason for the delay, the borrower’s prior payment record and the amount of shortfall in relation to what is owed.

The second component is the general allowance which covers pools of loans, by loan class, not considered impaired, smaller balance homogenous loans, such as residential real estate, home equity and other consumer loans. These pools of loans are evaluated for loss exposure based on historical loss rates for each of these categories of loans. The ratio of net charge-offs to loans outstanding within each loan class over the most recent eight quarters, lagged by one quarter, is used to generate the historical loss rates.

In addition, qualitative factors are added to the historical loss rates in arriving at the total allowance for loan losses needed for this general pool of loans. The qualitative factors include changes in national and local economic trends, including in 2020 the impact of the COVID-19 pandemic, the rate of growth in the portfolio, trends of delinquencies and nonaccrual balances, changes in loan policy, and changes in lending management experience and related staffing. Each factor is assigned a value to reflect improving, stable or declining conditions based on management’s best judgment using relevant information available at the time of the evaluation. These

qualitative factors, applied to each product class, make the evaluation inherently subjective, as it requires material estimates that may be susceptible to significant revision as more information becomes available.

The third component may consist of an unallocated allowance which is maintained to cover uncertainties that could affect management's estimate of probable losses. The unallocated component of the allowance, when present, reflects an additional margin for potential imprecision inherent in the underlying assumptions used in the methodologies for estimating specific and general losses in the portfolio. This component would typically be appropriate in times of significant economic dislocations or uncertainties in either, or both, the local and national economies. The unallocated allowance generally comprises less than 10% of the total allowance for loan losses and can be as little as 0% of total allowance.

When a loan is determined to be impaired, we will reevaluate the collateral which secures the loan. For real estate loans, we will obtain a new appraisal or broker's opinion, whichever is considered to provide the most accurate value in the event of sale. An evaluation of equipment held as collateral will be obtained from an independent firm able to provide such an evaluation. Collateral will be inspected not less than annually for all impaired loans and will be reevaluated not less than every two years. Appraised values are discounted to arrive at the estimated selling price of the collateral, which is considered to be the estimated fair value. The discounts also include estimated costs to sell the property. For commercial and industrial loans secured by non-real estate collateral, such as accounts receivable, inventory and equipment, estimated fair values are determined based on the borrower's financial statements, inventory reports, accounts receivable agings or equipment appraisals or invoices. Indications of value from these sources are generally discounted based on the age of the financial information or the quality of the assets.

Large groups of homogeneous loans, including purchased loans, are evaluated for impairment in the aggregate. Accordingly, we do not separately identify individual residential mortgage loans with outstanding principal balances less than \$300,000, home equity and other consumer loans for impairment disclosures. We make exceptions to this general rule when such loans are (1) rated substandard or worse, on nonaccrual status and are related to borrowers with total related credit exposure in excess of our threshold balance of \$300,000; or (2) the loans are subject to a troubled debt restructuring agreement. The projected credit losses related to purchased loan pools are evaluated prior to purchase and the performance of those loans against expectations are analyzed at least monthly. Over the life of the purchased loan pools, the allowance for loan losses is adjusted, through the provision for loan losses, for expected loss experience, over the projected life of the loans. The expected credit loss experience is determined at the time of purchase and is modified, to the extent necessary, during the life of the purchased loan pools. The Bank does not initially increase the allowance for loan losses on the purchase date of the loan pools.

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

### ***INVESTMENT AND HEDGING ACTIVITIES***

Our investment policy is established by the board of directors. Our investment policy dictates that investment decisions will be made based on the safety of the investment, liquidity requirements, potential returns, cash flow targets, and consistency with our interest rate risk management objectives. The Asset Liability Management Committee (the "ALCO") of the board of directors acts in the capacity of an investment committee and is responsible for overseeing our investment program and evaluating on an ongoing basis our investment policy and objectives. Our President, Chief Operating Officer and Chief Financial Officer have the authority to purchase and sell securities within specific guidelines established by the investment policy. All transactions are reviewed by the board of directors at its regular meetings.

The general objectives of the investment securities portfolio are to assist in the overall interest rate risk management of the Bank, while generating a reasonable rate of return consistent with the risk of purchased principal, provide a source of liquidity, and reduce our overall credit risk profile. We also purchase securities to provide necessary liquidity for day-to-day operations and when investable funds exceed loan demand and to provide highly liquid assets under collateralization arrangements related to municipal deposits. The effect that the proposed security purchase would have on our overall credit and interest rate risk profile and our risk-based equity ratios is also considered in evaluating the timing, mix and characteristics of investment security purchases.

All investment securities purchased/held must meet regulatory guidelines and be permissible bank investments. Our investment securities include a broad range of debt securities issued by the United States Government and its agencies and sponsored enterprises, state and municipal governments and agencies, and corporations. The Company also invests in mortgage-backed securities issued or guaranteed by United States Government sponsored enterprises, collateralized mortgage obligations and similar debt securities issued by both government sponsored entities and private (non-governmental) issuers, and asset-backed securities that are generally issued by private entities. The Company invests primarily in debt securities but will from time to time also invest, within certain regulatory limits, in mutual funds and equity securities.

All securities purchased are classified at the time of purchase as either held-to-maturity or available-for-sale. We do not maintain a trading account. Securities purchased with the intent and ability to hold until maturity will be classified as held-to-maturity. Securities placed in the held-to-maturity category will be accounted for at amortized cost.

Securities that do not qualify or are not categorized as held-to-maturity are classified as available-for-sale. This classification includes securities that may be sold in response to changes in interest rates, the security's prepayment risk, liquidity needs, the availability of and the yield on alternative investments, and funding sources and terms. These securities are reported at fair value, which is determined on a monthly basis. Unrealized gains and losses are reported as a separate component of capital, net of tax. The aggregate change in value of the portfolio is reported to the board of directors monthly.

The composition of the investment portfolio is substantially the same for securities classified as both held-to-maturity and available-for-sale, although the portion of the securities portfolio classified as available-for-sale generally has a higher concentration of shorter-term, and/or more liquid assets. Such securities are held as part of the Bank's liquidity management programs. The Bank holds a significant portion of its investment securities in mortgage-backed securities and collateralized mortgage obligations (many, but not all of which are issued by government-sponsored enterprises) and direct federal government and federal agency obligations. Federal agency issuers include the Federal Farm Credit Bank, Federal Home Loan Bank, Federal National Mortgage Association ("Fannie Mae"), Federal Home Loan Mortgage Corporation ("Freddie Mac") and the Government National Mortgage Association ("Ginnie Mae"), among others. For a discussion on mortgage backed securities, see "Mortgage-Backed Securities and Collateralized Mortgage Obligations."

As part of our membership in the FHLB NY, we are required to maintain a dividend-earning investment in FHLB NY stock. This investment is classified separately from securities due to significant restrictions on sale or transfer of the stock. For further information regarding our securities portfolio, see Note 4 to the consolidated financial statements.

#### ***MORTGAGE-BACKED SECURITIES AND COLLATERALIZED MORTGAGE OBLIGATIONS***

We purchase mortgage-backed securities and collateralized mortgage obligations guaranteed by Fannie Mae, Freddie Mac and Ginnie Mae. In recent years, the Bank has also increased the level of its investments in mortgage-backed securities and collateralized mortgage obligations issued by private entities. These securities are generally senior tranches, and most often the most senior tranche of multi-class issuances that provide substantial credit enhancements to their senior tranches and therefore reasonable, but not absolute, protection for the Bank from the risks of default. We invest in mortgage-backed securities and collateralized mortgage obligations to achieve positive interest rate spreads with minimal administrative expense, and to lower our credit risk through geographic diversification. These securities are generally relatively short in duration and therefore reduce the Bank's sensitivity to changes in interest rates. All privately issued mortgage-backed securities held by the Bank at December 31, 2021 were either rated at or above the lowest investment grade for credit quality by a nationally-recognized statistical rating organization (a "NRSRO") or were the most senior tranches of securitizations that were not rated by a NRSRO at the time of the securities' issuance. We regularly monitor the credit quality of this portfolio. At December 31, 2021, no securities held by the Bank in this category had been downgraded by a NRSRO.

Mortgage-backed securities and collateralized mortgage obligations are created by pooling mortgages and issuing a security with an interest rate which is less than the interest rate on the underlying mortgages. These securities typically represent a participation interest in a pool of single- or multi-family mortgages and certain types of commercial real estate loans, although we generally focus our investments on mortgage related securities backed by one-to-four family real estate loans. The issuers of such securities pool and resell the participation interests in the form of securities to investors such as the Bank, and in the case of government agency sponsored issues, guarantee the payment of principal and interest to investors. Mortgage-backed securities and collateralized mortgage obligations generally yield less than the loans that underlie such securities because of the cost of payment guarantees, if any, and credit enhancements. These securities, which are most often fixed-rate, are usually substantially more liquid than individual mortgage loans.



Investments in collateralized mortgage obligations involve a risk that actual prepayments may differ from estimated prepayments over the life of the security, which may require adjustments to the amortization of any premium or accretion of any discount relating to such instruments, thereby changing the net yield on such securities. There is also reinvestment risk associated with the cash flows from such securities or if such securities are redeemed by the issuer. In addition, the market value of such securities may be adversely affected in a rising interest rate environment, particularly since vast majority our collateralized mortgage obligations have a fixed rate of interest. The relatively short weighted average remaining life of our collateralized mortgage obligation portfolio mitigates our potential risk of loss in a rising interest rate environment.

### ***ASSET-BACKED SECURITIES***

We also purchase asset-backed securities issued by private entities. These securities typically represent a participation interest in a pool of non-mortgage loans. Asset-backed securities are created by pooling homogenous non-mortgage loans (such as unsecured consumer loans) and issuing a security with an interest rate which is less than the interest rate on the underlying loan notes. The issuers of such securities pool and resell the participation interests in the form of securities to investors such as the Bank. Asset-backed securities generally yield less than the loans that underlie such securities because of the cost of credit enhancements. These securities, which may be fixed or adjustable-rate are usually substantially more liquid than individual loans.

The securities of the type the Bank typically invests in are collateralized by consumer loans or commercial business trade receivables and are generally senior tranches of multi-class issuances. These tranches are offered with substantial credit enhancements and therefore reasonable, but not absolute, protection for the Company from the risks of default. We invest in asset-backed securities to achieve positive interest rate spreads with minimal administrative expense, and to lower our credit risk through geographical and asset-type diversification. These securities are generally relatively short in duration and therefore reduce the Bank's sensitivity to changes in interest rates. All asset-backed securities held by the Bank at December 31, 2021 were either rated at or above the lowest investment grade for credit quality by a NRSRO or were the most senior tranches of securitizations that were not rated by a NRSRO at the time of the securities' issuance. We regularly monitor the underlying credit quality of this portfolio. At December 31, 2021, no securities held by the Bank in this category had been downgraded by a NRSRO.

### ***SOURCES OF FUNDS***

#### **General**

Deposits have traditionally been our primary source of funds for use in lending and investment activities. We also rely on advances from the FHLBNY, the Certificates of Deposit Account Registry Service ("CDARS") provided by an independent third-party, IntraFi Network, and other deposits acquired through unaffiliated third-party financial institutions as forms of brokered deposits. In addition to deposits and borrowings, we derive funds from scheduled loan payments, investment maturities, loan prepayments, retained earnings and income on interest-earning assets. While scheduled loan payments and income on interest-earning assets are relatively stable sources of funds, deposit inflows and outflows can vary widely and are influenced by prevailing market interest rates, economic conditions and competition from other financial institutions.

#### **Deposits**

A majority of our depositors are persons or businesses who work, reside or operate in Oswego and Onondaga Counties. We offer a variety of deposits, including checking, savings, money market deposit accounts, and certificates of deposit. Deposit account terms vary, with the principal differences being the minimum balance required, the amount of time the funds must remain on deposit and the interest rate. We establish interest rates, maturity terms, service fees and withdrawal penalties on a periodic basis. Management determines the rates and terms based on rates paid by competitors, our need for funds or liquidity, overall growth goals and federal and state regulations. The flow of deposits is influenced significantly by general economic conditions, changes in interest rates and competition. The variety of deposit accounts that we offer allows us to be competitive in generating deposits and to respond with flexibility to changes in our customers' demands. We believe that deposits are a stable source of funds, but our ability to attract and maintain deposits at favorable rates will be affected by market conditions, including competition and prevailing interest rates. In addition, the Bank holds municipal deposits, which have been a more seasonally volatile source of funds.

The CDARS program is a form of a brokered deposit facility in which we have been a participant since 2009. In addition to offering depositors enhanced FDIC insurance coverage, being a participant in CDARS allows us to fund our balance sheet through the CDARS' One-Way Buy program. This program uses a competitive bid process for available deposits, up to a varying amount that was approximately \$50 million at any one weekly bidding session as of December 31, 2021, at specified terms. These deposits work well for us because of their weekly availability, coupled with their short term duration, which allows us to more closely mirror our funding needs. We believe this arrangement is a viable source of funding provided that we maintain our "well-capitalized" status. See Note 11 to the consolidated financial statements for further details on our brokered deposits.

In addition, from time to time, the Bank will acquire larger blocks of brokered deposits, outside of the CDARS program, that are obtained from unaffiliated third-party financial institutions. These brokered deposits generally have modestly longer maturity dates than the CDARS deposits, can be acquired in more substantial block size, and generally have issuance rates similar to the CDARS program.

Brokered deposits are employed by the Bank's management to supplement the funding that the Bank obtains from customer deposits and other borrowings, principally from the FHLBNY, and are used to increase the overall efficiency of the Bank's funding mix. Management intends to continue to use brokered deposits in the future as an integral part of its overall funding strategies.

### **Borrowings**

The Bank has a number of existing credit facilities available to it. At December 31, 2021, the Bank had existing lines of credit at FHLBNY, the Federal Reserve Bank ("FRB"), and two other correspondent banks. We obtain advances primarily from the FHLBNY utilizing the security of the common stock we own in the FHLBNY and qualifying residential mortgage loans as collateral, provided certain standards related to creditworthiness are met. These advances are made pursuant to several credit programs, each of which has its own interest rate and range of maturities. FHLBNY advances are generally available to meet seasonal and other withdrawals of deposit accounts and to permit increased lending.

### **Subordinated Debt**

The Company has a non-consolidated subsidiary trust, Pathfinder Statutory Trust II, of which the Company owns 100% of the common equity. The Trust issued \$5,000,000 of 30-year floating rate Company-obligated pooled capital securities of Pathfinder Statutory Trust II ("Floating-Rate Debentures"). The Company borrowed the proceeds of the capital securities from its subsidiary by issuing floating rate junior subordinated deferrable interest debentures having substantially similar terms. The capital securities mature in 2037 and are treated as Tier 1 capital by the FDIC and the Federal Reserve. The capital securities of the trust are a pooled trust preferred fund of Preferred Term Securities VI, Ltd., with interest rates that reset quarterly, and are indexed to the 3-month London Interbank Offered Rate ("LIBOR") plus 1.65%. These securities have a five-year call provision. The Company guarantees all of these securities.

The United Kingdom's Financial Conduct Authority ("FCA"), the organization responsible for regulating LIBOR, ceased publishing LIBOR indices at the end of 2021. The Alternative Reference Rates Committee (the "ARRC"), formed by the FRB and the Federal Reserve Bank of New York, had been charged with developing an alternative rate that replaced LIBOR in the United States (U.S. dollar-denominated LIBOR). The ARRC identified the Secured Overnight Financing Rate ("SOFR") as the rate that represents best practice for use in U.S. dollar-denominated LIBOR derivatives and other financial contracts. Accordingly, SOFR has currently replaced LIBOR in the substantial majority of contracts in which LIBOR was used. Management has analyzed the Company's aggregate exposure to instruments that are indexed to LIBOR (including the Company's acquired loan participations, fixed-income investments, hedging instruments and the Floating-Rate Debentures) and concluded that the adoption of SOFR will not materially impact the Company or the results of its operations.

The Company's equity interest in the trust subsidiary is included in other assets on the Consolidated Statements of Financial Condition at December 31, 2021 and 2020. For regulatory reporting purposes, the Federal Reserve has indicated that the preferred securities will continue to qualify as Tier 1 Capital subject to previously specified limitations, until further notice. If regulators make a determination that Trust Preferred Securities can no longer be considered in regulatory capital, the securities become callable and the Company may redeem them.

On October 15, 2015, the Company executed a \$10.0 million non-amortizing Subordinated Loan (the "2015 Subordinated Loan") with an unrelated third party that was scheduled to mature on October 1, 2025. The Company has the right to prepay the 2015 Subordinated Loan on the first day of any calendar quarter after October 15, 2020 without penalty. The annual interest rate charged to the Company will be 6.25% through the maturity date of the 2015 Subordinated Loan. The 2015 Subordinated Loan is senior in the Company's credit repayment hierarchy only to the Company's common equity and, as a result, qualifies as Tier 2 capital for all future periods when applicable. The Company paid \$172,000 in origination and legal fees as part of this transaction. These fees were amortized over the life of the 2015 Subordinated Loan through its first call date using the effective interest method. The effective cost of funds related to this transaction was 6.44% calculated under this method through October 15, 2020 and 6.25% until the stated maturity date. On April 1, 2021 the Company redeemed its \$10.0 million non-amortizing subordinated loan that was scheduled to mature on October 1, 2025. The Company has had the right to prepay the Subordinated Loan at any time after October 15, 2020 without penalty. The terms of the Subordinated Loan required fixed interest payments at an annual interest rate of 6.25% after February 29, 2016 until the Loan's scheduled maturity date. The redemption of this \$10.0 million component of the Company's outstanding subordinated debt will prospectively reduce interest expense after April 1, 2021 by \$625,000 annually. Interest expense, related to this borrowing, of \$156,000 and \$650,000 was recorded in the years ended December 31, 2021 and 2020, respectively.

On October 14, 2020, the Company executed a private placement of \$25.0 million of its 5.50% Fixed to Floating Rate non-amortizing Subordinated Loan (the “2020 Subordinated Loan”) to certain qualified institutional buyers and accredited institutional investors. The 2020 Subordinated Loan has a maturity date of October 15, 2030 and initially bear interest, payable semi-annually, at a fixed annual rate of 5.50% per annum until October 15, 2025. Commencing on that date, the interest rate applicable to the outstanding principal amount due will be reset quarterly to an interest rate per annum equal to the then current three month Secured Overnight Financing Rate (SOFR) plus 532 basis points, payable quarterly until maturity. The Company may redeem the 2020 Subordinated Loan at par, in whole or in part, at its option, any time after October 15, 2025 (the first redemption date). The 2020 Subordinated Loan is senior in the Company’s credit repayment hierarchy only to the Company’s common equity and, and any future senior indebtedness and is intended to qualify as Tier 2 capital for regulatory capital purposes for the Company. The Company paid \$783,000 in origination and legal fees as part of this transaction. These fees will be amortized over the life of the 2020 Subordinated Loan through its first redemption date using the effective interest method, giving rise to an effective cost of funds of 6.22% from the issuance date calculated under this method. Accordingly, interest expense related to this transaction of \$1.5 million and \$327,000 was recorded in the years ended December 31, 2021 and 2020, respectively

## ***SUPERVISION AND REGULATION***

### **General**

Pathfinder Bank is a New York-chartered commercial bank and the Company is a Maryland corporation and a registered bank holding company. The Bank’s deposits are insured up to applicable limits by the FDIC. The Bank is subject to extensive regulation by NYSDFS, as its chartering agency, and by the FDIC, its primary federal regulator and deposit insurer. The Bank is required to file reports with, and is periodically examined by, the FDIC and the NYSDFS concerning its activities and financial condition and must obtain regulatory approvals prior to entering into certain transactions, including, but not limited to, mergers with or acquisitions of other financial institutions. As a registered bank holding company, the Company is regulated by the Federal Reserve Board.

The regulatory and supervisory structure establishes a comprehensive framework of activities in which an institution can engage and is intended primarily for the protection of depositors and the deposit insurance funds, rather than for the protection of shareholders and creditors. The regulatory structure also gives the regulatory authorities extensive discretion in connection with their supervisory and enforcement activities and examination policies, including policies concerning the establishment of deposit insurance assessment fees, classification of assets and establishment of adequate loan loss reserves for regulatory purposes. Any change in such regulatory requirements and policies, whether by the New York State legislature, the NYSDFS, the FDIC, the Federal Reserve Board or the United States Congress, could have a material adverse impact on the financial condition and results of operations of the Company and the Bank.

Set forth below is a summary of certain material statutory and regulatory requirements applicable to the Company and the Bank. The summary is not intended to be a complete description of such statutes and regulations and their effects on the Company and the Bank.

### **The Coronavirus Aid, Relief and Economic Security Act (the “CARES Act”)**

The CARES Act, which became law on March 27, 2020, provided over \$2 trillion to combat the coronavirus disease (COVID-19) and stimulate the economy. The law had several provisions relevant to financial institutions, including:

- Allowing institutions not to characterize loan modifications relating specifically to the COVID-19 pandemic as a troubled debt restructuring and also allowing them to suspend the corresponding impairment determination for accounting purposes, if there are no impairment triggers other than those related to the pandemic;
- Temporarily reducing the community bank leverage ratio alternative available to institutions of less than \$10 billion of assets to 8%. The ratio was increased to 9.5% for 2021 and will revert to 9.0% thereafter;
- The establishment of the Paycheck Protection Program (the “PPP”), a specialized low-interest forgivable loan program funded by the U.S. Treasury Department and administered through the SBA’s 7(a) loan guaranty program to support businesses affected by the COVID-19 pandemic. The program stopped taking new loan applications in May 2021; and
- The ability of a borrower of a federally-backed mortgage loan (VA, FHA, USDA, Freddie Mac and Fannie Mae) experiencing financial hardship due, directly or indirectly, to the COVID-19 pandemic, to request forbearance from paying their mortgage by submitting a request to the borrower’s servicer affirming their financial hardship during the COVID-19 emergency. Such a forbearance could be granted for up to 180 days, subject to extension for an additional 180-day period upon the request of the borrower. During that time, no fees, penalties or interest beyond the amounts scheduled or calculated as if the borrower made all contractual payments on time and in full under the mortgage contract could accrue on the borrower’s account. Except for vacant or abandoned property, the servicer of a federally-backed mortgage was prohibited from taking any foreclosure action, including any eviction or sale action, for not less than the 60-



day period beginning March 18, 2020, which period has subsequently been extended several times by federal mortgage-backing agencies.

### **The Dodd-Frank Act**

The Dodd-Frank Act significantly changed bank regulation and has affected the lending, investment, trading and operating activities of depository institutions and their holding companies. The Dodd-Frank Act created the Consumer Financial Protection Bureau with extensive powers to supervise and enforce consumer protection laws. The Consumer Financial Protection Bureau has broad rule-making authority for a wide range of consumer protection laws that apply to all banks and savings institutions, including the authority to prohibit “unfair, deceptive or abusive” acts and practices. Banks and savings institutions with \$10 billion or less in assets, such as Pathfinder Bank, continue to be examined by their applicable federal bank regulators. The Dodd-Frank Act also gave state attorneys general the ability to enforce applicable federal consumer protection laws.

### **The Economic Growth, Regulatory Relief and Consumer Protection Act of 2018 (the “EGRRCPA”)**

On May 24, 2018, the EGRRCPA was enacted, which repealed or modified certain provisions of the Dodd-Frank Act and eased regulations on all financial institutions with the exception of the largest banks. The EGRRCPA’s provisions include, among other items: (i) exempting banks with less than \$10 billion in assets from the ability-to-repay requirements for certain qualified residential mortgage loans held in portfolio; (ii) not requiring appraisals for certain transactions valued at less than \$400,000 in rural areas; (iii) exempting banks that originate fewer than 500 open-end and 500 closed-end mortgages from HMDA’s expanded data disclosures; (iv) clarifying that, subject to various conditions, reciprocal deposits of another depository institution obtained using a deposit broker through a deposit placement network for purposes of obtaining maximum deposit insurance would not be considered brokered deposits subject to the FDIC’s brokered-deposit regulations; (v) raising eligibility for the 18-month exam cycle from \$1 billion to banks with \$3 billion in assets; and (vi) simplifying capital calculations by requiring regulators to establish for institutions under \$10 billion in assets a community bank leverage ratio at a percentage not less than 8% and not greater than 10%; that such institutions may elect to replace the general applicable risk-based capital requirements for determining well-capitalized status. In addition, the law required the Federal Reserve Board to raise the asset threshold under its Small Bank Holding Company Policy Statement from \$1 billion to \$3 billion for bank or savings and loan holding companies that are exempt from consolidated capital requirements, provided that such companies meet certain other conditions such as not engaging in significant nonbanking activities.

### **New York Bank Regulation**

Pathfinder Bank derives its lending, investment, branching and other authority primarily from the applicable provisions of New York State Banking Law and the regulations of the NYSDFS, as limited by federal laws and regulations. Under these laws and regulations, commercial banks, including Pathfinder Bank, may invest in real estate mortgages, consumer and commercial loans, certain types of debt securities, including certain corporate debt securities and obligations of federal, state and local governments and agencies, certain types of corporate equity securities and certain other assets. Under the statutory authority for investing in equity securities, a bank may invest up to 2% of its assets or 20% of its capital, whichever is less in exchange-registered corporate stock. Investment in the stock of a single corporation is limited to the lesser of 1% of the bank’s assets or 15% of the Bank’s capital. The Bank’s authority to invest in equity securities is constrained by federal law, as explained later. Such equity securities must meet certain earnings ratios and other tests of financial performance. A bank may also exercise trust powers upon approval of the NYSDFS. Pathfinder Bank does not presently have trust powers.

New York State chartered banks may also invest in subsidiaries. A bank may use this power to invest in corporations that engage in various activities authorized for banks, plus any additional activities that may be authorized by the NYSDFS.

Furthermore, New York banking regulations impose requirements on loans which a bank may make to its executive officers and directors and to certain corporations or partnerships in which such persons have equity interests. These requirements include that (i) certain loans must be approved in advance by a majority of the entire board of directors and the interested party must abstain from participating directly or indirectly in voting on such loan, (ii) the loan must be on terms that are not more favorable than those offered to unaffiliated third parties, and (iii) the loan must not involve more than a normal risk of repayment or present other unfavorable features.

Under the New York State Banking Law, the Superintendent may issue an order to a New York State chartered banking institution to appear and explain an apparent violation of law, to discontinue unauthorized or unsafe practices and to keep prescribed books and accounts. Upon a finding by the NYSDFS that any director, trustee or officer of any banking organization has violated any law, or has continued unauthorized or unsafe practices in conducting the business of the banking organization after having been notified by the Superintendent to discontinue such practices, such director, trustee or officer may be removed from office after notice and an opportunity to be heard. The Bank does not know of any past or current practice, condition or violation that may lead to any proceeding by the Superintendent or the NYSDFS against the Bank or any of its directors or officers.

## **New York State Community Reinvestment Regulation**

Pathfinder Bank is also subject to provisions of the New York State Banking Law which imposes continuing and affirmative obligations upon banking institutions organized in New York State to serve the credit needs of its local community (“NYCRA”) which are substantially similar to those imposed by the Federal Community Reinvestment Act (“CRA”). Pursuant to the NYCRA, a bank must file copies of all federal CRA reports with the NYSDFS. The NYCRA requires the NYSDFS to make a written assessment of a bank’s compliance with the NYCRA every 24 to 36 months, utilizing a four-tiered rating system and make such assessment available to the public. The NYCRA also requires the Superintendent to consider a bank’s NYCRA rating when reviewing a bank’s application to engage in certain transactions, including mergers, asset purchases and the establishment of branch offices or automated teller machines, and provides that such assessment may serve as a basis for the denial of any such application. Pathfinder Bank’s NYCRA most recent rating, dated December 31, 2018, was “satisfactory.”

## **Federal Regulations**

**Capital Requirements.** Federal regulations require federally insured depository institutions to meet several minimum capital standards: a common equity Tier 1 capital to risk-based assets ratio of 4.5%, a Tier 1 capital to risk-based assets ratio of 6.0%, a total capital to risk-based assets of 8.0%, and a 4.0% Tier 1 capital to total assets leverage ratio.

In determining the amount of risk-weighted assets for purposes of calculating risk-based capital ratios, all assets, including certain off-balance sheet assets (e.g., recourse obligations, direct credit substitutes, residual interests) are multiplied by a risk weight factor assigned by the regulations based on the risks believed inherent in the type of asset. Higher levels of capital are required for asset categories believed to present greater risk. Common equity Tier 1 capital is generally defined as common stockholders’ equity and retained earnings. Tier 1 capital is generally defined as common equity Tier 1 and additional Tier 1 capital. Additional Tier 1 capital includes certain noncumulative perpetual preferred stock and related surplus and minority interests in equity accounts of consolidated subsidiaries. Total capital includes Tier 1 capital (common equity Tier 1 capital plus additional Tier 1 capital) and Tier 2 capital. Tier 2 capital is comprised of capital instruments and related surplus, meeting specified requirements, and may include cumulative preferred stock and long-term perpetual preferred stock, mandatory convertible securities, intermediate preferred stock and subordinated debt. Also included in Tier 2 capital is the allowance for loan and lease losses limited to a maximum of 1.25% of risk-weighted assets and, for institutions that have exercised an opt-out election regarding the treatment of Accumulated Other Comprehensive Income, up to 45% of net unrealized gains on available-for-sale equity securities with readily determinable fair market values. Pathfinder Bank exercised the opt-out election. Calculation of all types of regulatory capital is subject to deductions and adjustments specified in the regulations. In assessing an institution’s capital adequacy, regulators take into consideration, not only these numeric factors, but qualitative factors as well, and has the authority to establish higher capital requirements for individual institutions when and where deemed necessary.

In addition to establishing the minimum regulatory capital requirements, the regulations limit capital distributions and certain discretionary bonus payments to management personnel if the institution does not hold a “capital conservation buffer” consisting of 2.5% of common equity Tier 1 capital to risk-weighted assets above the amount necessary to meet its minimum risk-based capital requirements. Notwithstanding the foregoing, pursuant to the EGRRCPA, the FDIC finalized a rule that established a community bank leverage ratio (“CBLR”). The CBLR (Tier 1 capital to average consolidated assets) was established at 9% for institutions under \$10 billion in assets and such institutions may elect to utilize the CBLR threshold level of capital in lieu of the generally-applicable risk-based capital requirements under Basel III. Such institutions that meet the CBLR threshold and certain other qualifying criteria will automatically be deemed to be well-capitalized. The new rule took effect on January 1, 2020. Pursuant to the CARES Act, the federal banking agencies issued final rules to set the Community Bank Leverage Ratio at 8% beginning in the second quarter of 2020 through the end of 2020. Beginning in 2021, the Community Bank Leverage Ratio increased to 8.5% for the calendar year. Community banks will have until January 1, 2022, before the Community Bank Leverage Ratio requirement will return to 9%. A financial institution can elect to be subject to this new definition. The Bank did not elect to become subject to the Community Bank Leverage Ratio.

**Standards for Safety and Soundness.** As required by statute, the federal banking agencies have adopted final regulations and Interagency Guidelines Establishing Standards for Safety and Soundness to implement safety and soundness standards. The guidelines set forth the safety and soundness standards that the federal banking agencies use to identify and address problems at insured depository institutions before capital becomes impaired. The guidelines address internal controls and information systems, internal audit systems, credit underwriting, loan documentation, interest rate exposure, asset growth, asset quality, earnings, compensation, fees and benefits and, more recently, safeguarding customer information. If the appropriate federal banking agency determines that an institution fails to meet any standard prescribed by the guidelines, the agency may require the institution to submit to the agency an acceptable plan to achieve compliance with the standard.

**Business and Investment Activities.** Under federal law, all state-chartered FDIC-insured banks, including commercial banks, have been limited in their activities as principal and in their equity investments to the type and the amount authorized for national banks, notwithstanding state law. Federal law permits certain exceptions to these limitations.

The FDIC is also authorized to permit state banks to engage in state authorized activities or investments not permissible for national banks (other than non-subsidiary equity investments) if they meet all applicable capital requirements and it is determined that such activities or investments do not pose a significant risk to the FDIC insurance fund. The FDIC has adopted regulations governing the procedures for institutions seeking approval to engage in such activities or investments. The Gramm-Leach-Bliley Act of 1999 specified that a state bank may control a subsidiary that engages in activities as principal that would only be permitted for a national bank to conduct in a “financial subsidiary,” if a bank meets specified conditions and deducts its investment in the subsidiary for regulatory capital purposes.

**Prompt Corrective Regulatory Action.** Federal law requires, among other things, that federal bank regulatory authorities take “prompt corrective action” with respect to banks that do not meet minimum capital requirements. For these purposes, the law establishes five capital categories: well capitalized, adequately capitalized, undercapitalized, significantly undercapitalized and critically undercapitalized.

An institution is deemed to be “well capitalized” if it has a total risk-based capital ratio of 10.0% or greater, a Tier 1 risk-based capital ratio of 8.0% or greater, a leverage ratio of 5.0% or greater and a common equity Tier 1 ratio of 6.5% or greater. An institution is “adequately capitalized” if it has a total risk-based capital ratio of 8.0% or greater, a Tier 1 risk-based capital ratio of 6.0% or greater, a leverage ratio of 4.0% or greater and a common equity Tier 1 ratio of 4.5% or greater. An institution is “undercapitalized” if it has a total risk-based capital ratio of less than 8.0%, a Tier 1 risk-based capital ratio of less than 6.0%, a leverage ratio of less than 4.0% or a common equity Tier 1 ratio of less than 4.5%. An institution is deemed to be “significantly undercapitalized” if it has a total risk-based capital ratio of less than 6.0%, a Tier 1 risk-based capital ratio of less than 4.0%, a leverage ratio of less than 3.0% or a common equity Tier 1 ratio of less than 3.0%. An institution is considered to be “critically undercapitalized” if it has a ratio of tangible equity (as defined in the regulations) to total assets that is equal to or less than 2.0%.

“Undercapitalized” banks must adhere to growth, capital distribution (including dividend) and other limitations and are required to submit a capital restoration plan. A bank’s compliance with such a plan must be guaranteed by any company that controls the undercapitalized institution in an amount equal to the lesser of 5% of the institution’s total assets when deemed undercapitalized or the amount necessary to achieve the status of adequately capitalized. If an “undercapitalized” bank fails to submit an acceptable plan, it is treated as if it is “significantly undercapitalized.” “Significantly undercapitalized” banks must comply with one or more of a number of additional measures, including, but not limited to, a required sale of sufficient voting stock to become adequately capitalized, a requirement to reduce total assets, cessation of taking deposits from correspondent banks, the dismissal of directors or officers and restrictions on interest rates paid on deposits, compensation of executive officers and capital distributions by the parent holding company. “Critically undercapitalized” institutions are subject to additional measures including, subject to a narrow exception, the appointment of a receiver or conservator within 270 days after being designated “critically undercapitalized.”

At December 31, 2020, Pathfinder Bank was well-capitalized.

**Transactions with Related Parties.** Transactions between a bank (and, generally, its subsidiaries) and its related parties or affiliates are limited by Sections 23A and 23B of the Federal Reserve Act. An affiliate of a bank is any company or entity that controls, is controlled by or is under common control with the bank. In a holding company context, the parent bank holding company (“BHC”) and any companies which are controlled by such parent holding company are affiliates of the bank. Generally, Sections 23A and 23B of the Federal Reserve Act limit the extent to which the bank or its subsidiaries may engage in “covered transactions” with any one affiliate to 10% of such institution’s capital stock and surplus and contain an aggregate limit on all such transactions with all affiliates to an amount equal to 20% of such institution’s capital stock and surplus. The term “covered transaction” includes the making of loans, purchase of assets, issuance of a guarantee and similar transactions.

In addition, loans or other extensions of credit by the institution to the affiliate are required to be collateralized in accordance with specified requirements. The law also requires that affiliate transactions be on terms and conditions that are substantially the same, or at least as favorable to the institution, as those provided to non-affiliates.

Pathfinder Bank’s authority to extend credit to its directors, executive officers and 10% shareholders, as well as to entities controlled by such persons, is currently governed by the requirements of Sections 22(g) and 22(h) of the Federal Reserve Act and Regulation O of the Federal Reserve Board. Among other things, these provisions generally require that extensions of credit to insiders:

- be made on terms that are substantially the same as, and follow credit underwriting procedures that are not less stringent than, those prevailing for comparable transactions with unaffiliated persons and that do not involve more than the normal risk of repayment or present other unfavorable features; and
- not exceed certain limitations on the amount of credit extended to such persons, individually and in the aggregate, which limits are based, in part, on the amount of Pathfinder Bank’s capital.

In addition, extensions of credit in excess of certain limits must be approved by Pathfinder Bank's board of directors. Extensions of credit to executive officers are subject to additional limits based on the type of extension involved.

**Enforcement.** The FDIC has extensive enforcement authority over insured state banks, including Pathfinder Bank. That enforcement authority includes, among other things, the ability to assess civil money penalties, issue cease and desist orders and remove directors and officers. In general, enforcement actions may be initiated in response to violations of laws and regulations and unsafe or unsound practices. The FDIC also has authority under federal law to appoint a conservator or receiver for an insured bank under certain circumstances. The FDIC is required, with certain exceptions, to appoint a receiver or conservator for an insured state non-member bank if the bank was "critically undercapitalized" on average during the calendar quarter beginning 270 days after the date on which the institution became "critically undercapitalized."

**Federal Insurance of Deposit Accounts.** The Dodd-Frank Act permanently increased the maximum amount of deposit insurance for banks, savings institutions and credit unions to \$250,000 per depositor.

The FDIC assesses insured depository institutions to maintain its Deposit Insurance Fund. Under the FDIC's risk-based assessment system, institutions deemed less risky pay lower assessments. Assessments for institutions of less than \$10 billion of assets are now based on financial measures and supervisory ratings derived from statistical modeling estimating the probability of failure of an institution's failure within three years.

The FDIC has authority to increase insurance assessments. Any significant increase would have an adverse effect on the operating expenses and results of operations of Pathfinder Bank. Management cannot predict what assessment rates will be in the future.

Insurance of deposits may be terminated by the FDIC upon a finding that an institution has engaged in unsafe or unsound practices, is in an unsafe or unsound condition to continue operations or has violated any applicable law, regulation, rule, order or condition imposed by the FDIC. We do not currently know of any practice, condition or violation that may lead to termination of our deposit insurance.

**Community Reinvestment Act.** Under the CRA, a bank has a continuing and affirmative obligation, consistent with its safe and sound operation, to help meet the credit needs of its entire community, including low and moderate income neighborhoods. The CRA does not establish specific lending requirements or programs for financial institutions nor does it limit an institution's discretion to develop the types of products and services that it believes are best suited to its particular community. The CRA does require the FDIC, in connection with its examination of a bank, to assess the institution's record of meeting the credit needs of its community and to take such record into account in its evaluation of certain applications by such institution, including applications to establish or acquire branches and merger with other depository institutions. The CRA requires the FDIC to provide a written evaluation of an institution's CRA performance utilizing a four-tiered descriptive rating system. Pathfinder Bank's latest FDIC CRA rating, dated May 13, 2019, was "satisfactory."

**Federal Reserve System.** The Federal Reserve Board regulations require banks to maintain non-interest-earning reserves against their transaction accounts (primarily negotiable order of withdrawal (NOW) and regular checking accounts). In March 2020, due to a change in its approach to monetary policy due to COVID-19, the Federal Reserve Board announced an interim rule to amend Regulation D requirements and reduce reserve requirement ratios to zero. The Federal Reserve Board has indicated that it has no plans to re-impose reserve requirements, but may do so in the future if conditions warrant.

**Federal Home Loan Bank System.** Pathfinder Bank is a member of the Federal Home Loan Bank System, which consists of eleven regional Federal Home Loan Banks. The Federal Home Loan Bank System provides a central credit facility primarily for member institutions as well as other entities involved in home mortgage lending. As a member of the FHLBNY, Pathfinder Bank is required to acquire and hold a specified amount of shares of capital stock in the FHLBNY. As of December 31, 2021, Pathfinder Bank was in compliance with this requirement.

## **Other Regulations**

Interest and other charges collected or contracted for by Pathfinder Bank are subject to state usury laws and federal laws concerning interest rates. Pathfinder Bank's operations are also subject to federal laws applicable to credit transactions, such as the:

- Truth-In-Lending Act, governing disclosures of credit terms to consumer borrowers;
- Real Estate Settlement Procedures Act, requiring that borrowers for mortgage loans for one-to-four family residential real estate receive various disclosures, including good faith estimates of settlement costs, lender servicing and escrow account practices, and prohibiting certain practices that increase the cost of settlement services;
- The TILA-RESPA Integrated Disclosure Rule, commonly known as the TRID rule. This rule amended the Truth in Lending Act and the Real Estate Settlement Procedures Act to integrate several consumer disclosures for mortgage loans;



- Home Mortgage Disclosure Act, requiring financial institutions to provide information to enable the public and public officials to determine whether a financial institution is fulfilling its obligation to help meet the housing needs of the community it serves;
- Equal Credit Opportunity Act, prohibiting discrimination on the basis of race, creed or other prohibited factors in extending credit;
- Fair Credit Reporting Act, governing the use and provision of information to credit reporting agencies;
- Fair Debt Collection Act, governing the manner in which consumer debts may be collected by collection agencies;
- Truth in Savings Act;
- Rules and regulations of the various federal agencies charged with the responsibility of implementing such federal laws;
- Right to Financial Privacy Act, which imposes a duty to maintain confidentiality of consumer financial records and prescribes procedures for complying with administrative subpoenas of financial records;
- Electronic Funds Transfer Act and Regulation E promulgated thereunder, which govern automatic deposits to and withdrawals from deposit accounts and customers' rights and liabilities arising from the use of automated teller machines and other electronic banking services;
- Check Clearing for the 21<sup>st</sup> Century Act (also known as "Check 21"), which gives "substitute checks," such as digital check images and copies made from that image, the same legal standing as the original paper check;
- USA PATRIOT Act, which requires banks operating to, among other things, establish broadened anti-money laundering compliance programs, due diligence policies and controls to ensure the detection and reporting of money laundering. Such required compliance programs are intended to supplement existing compliance requirements, also applicable to financial institutions, under the Bank Secrecy Act and the Office of Foreign Assets Control regulations; and
- Gramm-Leach-Bliley Act, which places limitations on the sharing of consumer financial information by financial institutions with unaffiliated third parties. Specifically, the Gramm-Leach-Bliley Act requires all financial institutions offering financial products or services to retail customers to provide such customers with the financial institution's privacy policy and provide such customers the opportunity to "opt out" of the sharing of certain personal financial information with unaffiliated third parties.

### **Holding Company Regulation**

The Company, as a BHC, is subject to examination, regulation, and periodic reporting under the Bank Holding Company Act of 1956, as amended, as administered by the Federal Reserve Board. The Company is required to obtain the prior approval of the Federal Reserve Board to acquire all, or substantially all, of the assets of any bank or bank holding company. Prior Federal Reserve Board approval would be required for the Company to acquire direct or indirect ownership or control of any voting securities of any bank or BHC if it would, directly or indirectly, own or control more than 5% of any class of voting shares of the bank or bank holding company.

A BHC is generally prohibited from engaging in, or acquiring, direct or indirect control of more than 5% of the voting securities of any company engaged in non-banking activities. One of the principal exceptions to this prohibition is for activities found by the Federal Reserve Board to be so closely related to banking or managing or controlling banks as to be a proper incident thereto. Some of the principal activities that the Federal Reserve Board has determined by regulation to be closely related to banking are: (i) making or servicing loans; (ii) performing certain data processing services; (iii) providing securities brokerage services; (iv) acting as fiduciary, investment or financial advisor; (v) leasing personal or real property under certain conditions; (vi) making investments in corporations or projects designed primarily to promote community welfare; and (vii) acquiring a savings association.

The Gramm-Leach-Bliley Act of 1999 authorizes a BHC that meets specified conditions, including depository institutions subsidiaries that are "well capitalized" and "well managed," to opt to become a "financial holding company." A "financial holding company" may engage in a broader array of financial activities than permitted a typical bank holding company. Such activities can include insurance underwriting and investment banking. The Company has elected to be a "financial holding company."

In December 2014, legislation was passed by Congress that required the Federal Reserve to revise its "Small Bank Holding Company Policy Statement" to exempt bank and savings and loan holding companies with less than \$1.0 billion of consolidated assets from the consolidated capital requirements, provided that such companies meet certain other conditions such as not engaging in significant nonbanking activities. The Federal Reserve maintains authority to apply the consolidated capital requirements to any bank or savings and loan holding company as warranted for supervisory purposes. Regulations implementing the exemption were effective in May 2015.

On August 28, 2018, pursuant to EGRRCPA, the FRB issued an interim final rule revising the Policy Statement increasing the consolidated asset limit to \$3 billion. Under the Policy Statement, a BHC that meets certain Qualitative Requirements:

- is exempt from the FRB's risk-based capital and leverage rules (Appendixes A and D of Regulation Y); and
- may use debt to finance up to 75% of the purchase price of an acquisition allowing a BHC to have a debt-to-equity ratio of up to 3:1.

The Policy Statement now applies to a BHC with consolidated assets of less than \$3 billion that meets the following Qualitative Requirements: (i) it is not engaged in significant non-banking activities either directly or through a non-bank subsidiary; (ii) it does not conduct significant off-balance sheet activities, including securitizations or asset management or administration, either directly or through a non-bank subsidiary; or (iii) it does not have a material amount of debt or equity securities outstanding (other than trust preferred securities) that are registered with the SEC. BHCs that meet these Qualitative Requirements are determined to be "Qualifying BHCs". A Qualifying BHC is exempt from the FRB's risk-based capital and leverage rules. As a consequence, it does not have to comply with the Basel III Capital Adequacy rules. Each subsidiary bank of a Qualifying BHC must comply with the Basel III Capital Adequacy rules (or as of January 1, 2020 the community bank leverage ratio) and must be well-capitalized. If any subsidiary bank is not, the FRB expects it to become well-capitalized within a brief period of time. This Policy Statement applies to the Company.

A BHC is generally required to give the Federal Reserve Board prior written notice of any purchase or redemption of then outstanding equity securities if the gross consideration for the purchase or redemption, when combined with the net consideration paid for all such purchases or redemptions during the preceding 12 months, is equal to 10% or more of the company's consolidated net worth. The Federal Reserve Board may disapprove such a purchase or redemption if it determines that the proposal would constitute an unsafe and unsound practice, or would violate any law, regulation, Federal Reserve Board order or directive, or any condition imposed by, or written agreement with, the Federal Reserve Board. The Federal Reserve Board has adopted an exception to that approval requirement for well-capitalized bank holding companies that meet certain other conditions. The Federal Reserve Board has issued guidance which requires consultation with the Federal Reserve Board prior to a redemption or repurchase in certain circumstances.

The Federal Reserve Board has issued a policy statement regarding the payment of dividends by BHCs. In general, the Federal Reserve Board's policies provide that dividends should be paid only out of current earnings and only if the prospective rate of earnings retention by the BHC appears consistent with the organization's capital needs, asset quality and overall financial condition. The Federal Reserve Board's policies also require that a BHC serve as a source of financial strength to its subsidiary banks by using available resources to provide capital funds during periods of financial stress or adversity and by maintaining the financial flexibility and capital-raising capacity to obtain additional resources for assisting its subsidiary banks where necessary. The Dodd-Frank Act codified the source of strength policy. Under the prompt corrective action laws, the ability of a BHC to pay dividends may be restricted if a subsidiary bank becomes undercapitalized. These regulatory policies could affect the ability of the Company to pay dividends or otherwise engage in capital distributions.

The Company and the Bank will be affected by the monetary and fiscal policies of various agencies of the United States Government, including the Federal Reserve System. In view of changing conditions in the national economy and in the money markets, it is impossible for management to accurately predict future changes in monetary policy or the effect of such changes on the business or financial condition of the Company or the Bank.

The Company's status as a registered BHC under the Bank Holding Company Act will not exempt it from certain federal and state laws and regulations applicable to corporations generally, including, without limitation, certain provisions of the federal securities laws.

### **Federal Securities Laws**

The Company's common stock is registered with the Securities and Exchange Commission under the Securities Exchange Act of 1934. We are subject to the information, proxy solicitation, insider trading restrictions and other requirements under the Securities Exchange Act of 1934.

The registration under the Securities Act of 1933 of the Company's shares of common stock issued in the Company's initial stock offering does not cover the resale of those shares. Shares of common stock purchased by persons who are not our affiliates may be resold without registration. Shares purchased by our affiliates are subject to the resale restrictions of Rule 144 under the Securities Act of 1933. If we meet the current public information requirements of Rule 144 under the Securities Act of 1933, each affiliate of ours that complies with the other conditions of Rule 144, including those that require the affiliate's sale to be aggregated with those of other persons, would be able to sell in the public market, without registration, a number of shares not to exceed, in any three-month period, the greater of 1% of our outstanding shares, or the average weekly volume of trading in the shares during the preceding four calendar weeks. In the future, we may permit affiliates to have their shares registered for sale under the Securities Act of 1933.

## **Sarbanes-Oxley Act of 2002**

The Sarbanes-Oxley Act of 2002 addresses, among other issues, corporate governance, auditing and accounting, executive compensation, and enhanced and timely disclosure of corporate information. We have prepared policies, procedures and systems designed to ensure compliance with these regulations.

## **FEDERAL AND STATE TAXATION**

**Deferred Income Tax Assets and Liabilities.** Deferred income tax assets and liabilities are determined using the liability method. Under this method, the net deferred tax asset or liability is recognized for the future tax consequences. This is attributable to the differences between the financial statement carrying amounts of existing assets and liabilities and their respective tax bases as well as net operating and capital loss carry forwards. Deferred tax assets and liabilities are measured using enacted tax rates applied to taxable income in the years in which those temporary differences are expected to be recovered or settled. The effect on deferred tax assets and liabilities of a change in tax rates is recognized in income tax expense in the period that includes the enactment date. If current available evidence about the future raises doubt about the likelihood of a deferred tax asset being realized, a valuation allowance is established. The judgment about the level of future taxable income, including that which is considered capital, is inherently subjective and is reviewed on a continual basis as regulatory and business factors change.

### **Federal Taxation**

**General.** The Bank and the Company are subject to federal income taxation in the same general manner as other corporations, with some exceptions discussed below. The following discussion of federal taxation is intended only to summarize certain pertinent federal income tax matters and is not a comprehensive description of the tax rules applicable to the Company or the Bank.

The Company's federal tax returns are statutorily subject to potential audit for the years 2018 through 2021. No federal income tax returns are under audit as of the date of this report.

**Method of Accounting.** For federal income tax purposes, the Company currently reports its income and expenses on the accrual method of accounting and uses a tax year ending December 31 for filing its federal and state income tax returns.

**Bad Debt Reserves.** Prior to 1996, Pathfinder Bank was permitted to establish a reserve for bad debts and to make annual additions to the reserve. These additions could, within specified formula limits, be deducted in arriving at our taxable income. As a result of tax law changes in 1996, Pathfinder Bank was required to use the specific charge-off method in computing its bad debt deduction beginning with its 1996 federal tax return. Savings institutions were required to recapture any excess reserves over those established as of December 31, 1987 (base year reserve). At December 31, 2021, Pathfinder Bank had no reserves subject to recapture in excess of its base year reserves. The Bank continues to be required to use the specific charge-off method to account for tax bad debt deductions.

**Taxable Distributions and Recapture.** Prior to 1996, bad debt reserves created prior to 1988 were subject to recapture into taxable income if Pathfinder Bank failed to meet certain thrift asset and definitional tests or made certain distributions. Tax law changes in 1996 eliminated thrift-related recapture rules. However, under current law, pre-1988 tax bad debt reserves remain subject to recapture if Pathfinder Bank makes certain non-dividend distributions, repurchases any of its common stock, pays dividends in excess of earnings and profits, or fails to qualify as a "bank" for tax purposes. At December 31, 2021 our total federal pre-base year bad debt reserve was approximately \$1.3 million.

**Net Operating Loss Carryovers.** Federal tax law allows net operating losses to be carried forward indefinitely with the net operating loss deduction limited to 80% of taxable income in any carryforward year.

**Corporate Dividends Received Deduction.** The Company may exclude from its federal taxable income 100% of dividends received from Pathfinder Bank as a wholly-owned subsidiary by filing consolidated tax returns. The corporate dividends received deduction is 65% when the corporation receiving the dividend owns at least 20% of the stock of the distributing corporation. The dividends-received deduction is 50% when the corporation receiving the dividend owns less than 20% of the distributing corporation.

**Interest Expense.** Federal tax law limits a taxpayer's annual deduction of business interest expense to the sum of (i) business interest income and (ii) 30% of "adjusted taxable income", defined as a business's taxable income without taking into account business interest income or expense, net operating losses, and, for 2018 through 2021, depreciation, amortization and depletion. Because we generate significant amounts of net interest income, we do not expect to be impacted by this limitation.

**Employee Compensation.** A publicly held corporation is not permitted to deduct compensation in excess of \$1 million per year paid to certain employees. Federal tax law eliminates certain exceptions to the \$1 million limit applicable under prior law related to performance-based compensation, such as equity grants and cash bonuses that are paid only on the attainment of performance goals.

**Business Asset Expensing.** Federal tax law allows taxpayers to immediately expense the entire cost of certain depreciable tangible property and real property improvements acquired and placed in service after September 27, 2017 and before January 1, 2023 (with an additional year for certain property). This 100% bonus depreciation is phased out proportionately for property placed in service on or after January 1, 2023 and before January 1, 2027 (with an additional year for certain property).

## **State Taxation**

New York State franchise tax is imposed in an amount equal to the greater of 6.5% of Business Income for companies with a Business Income Base up to \$5 million, or 7.25% for companies with a Business Income Base greater than \$5 million, 0.025% and 0.1875% of average Business Capital for 2020 and 2021, respectively, or a fixed dollar amount based on New York sourced gross receipts. Various Business Income subtraction modifications are available to qualified banks based on its qualified loan portfolio. Commencing January 1, 2018, the Company changed its subtraction modification from that of a captive real estate investment trust (REIT) to one based on interest income from qualifying loans. This change follows the laws enacted by New York State effective January 1, 2015.

In the first quarter of 2021, the Company filed amended New York State tax returns for 2015 through 2017 (the “carryback years”). The returns were amended from their original filings in order to file carryback claims utilizing New York State net operating losses generated under New York State tax law in 2018. As a result, the Company received \$316,000 in tax refunds from New York State for taxes previously paid in the carryback years. This refund has been applied to the effective tax rate of the Company in 2020 in accordance with GAAP.

As a Maryland business corporation, the Company is required to file an annual report with, and pay franchise taxes to, the State of Maryland.

## **ITEM 1A: RISK FACTORS**

Not required of a smaller reporting company.

## **ITEM 1B: UNRESOLVED STAFF COMMENTS**

None.



## ITEM 2: PROPERTIES

The Company has seven offices located in Oswego County, three offices located in Onondaga County and one limited purpose office located in Oneida County. Management believes that the Bank's facilities are adequate for the business conducted. The following table sets forth certain information concerning the main office and each branch office of the Bank at December 31, 2021. The aggregate net book value of the Bank's premises and equipment was \$21.7 million at December 31, 2021. For additional information regarding the Bank's properties, see Notes 8 and 18 to the consolidated financial statements.

Location	Opening Date	Owned/Leased
Main Office 214 West First Street Oswego, New York 13126	1874	Owned
Plaza Branch 291 State Route 104 East Oswego, New York 13126	1989	Owned <sup>(1)</sup>
Mexico Branch 3361 Main Street Mexico, New York 13114	1978	Owned
Oswego East Branch 34 East Bridge Street Oswego, New York 13126	1994	Owned
Lacona Branch 1897 Harwood Drive Lacona, New York 13083	2002	Owned
Fulton Branch 5 West First Street South Fulton, New York 13069	2003	Owned <sup>(2)</sup>
Central Square Branch 3025 East Ave Central Square, New York 13036	2005	Owned
Cicero Branch 6194 State Route 31 Cicero, New York 13039	2011	Owned
Pike Block Branch 109 West Fayette Street Syracuse, New York 13202	2014	Leased <sup>(3)</sup>
Clay Branch 3775 State Route 31 Liverpool, NY 13090	2018	Leased <sup>(4)</sup>
Utica Loan Production Office 258 Genesee Street Utica, New York 13502	2017	Leased <sup>(5)</sup>

<sup>(1)</sup> The building is owned; the underlying land is leased with an annual rent of \$37,000.

<sup>(2)</sup> The building is owned; the underlying land is leased with an annual rent of \$37,000.

<sup>(3)</sup> The premises are leased with an annual rent of \$90,000.

<sup>(4)</sup> The premises are leased with an annual rent of \$74,000.

<sup>(5)</sup> The premises are leased with an annual rent of \$16,000.

### ITEM 3: LEGAL PROCEEDINGS

There are various claims and lawsuits to which the Company is periodically involved that are incidental to the Company's business, most notably foreclosures. In the opinion of management, such claims and lawsuits in the aggregate are not expected to have a material adverse impact on the Company's consolidated financial condition and results of operations at December 31, 2021.

### ITEM 4: MINE SAFETY DISCLOSURE

Not applicable.

## PART II

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

The Company's common stock trades on the NASDAQ Capital Market under the symbol "PBHC."

There were 322 shareholders of record (excluding the number of persons or entities holding stock in street name through various brokerage firms) as of March 22, 2022.

The Company did not repurchase any shares of its common stock during the fourth quarter of 2021.

#### Equity Compensation Plan Information

The following table provides information as of December 31, 2021 with respect to shares of common stock that may be issued under the Company's existing equity compensation plans.

Plan Category	Number of securities to be issued upon exercise of outstanding options, warrants and rights	Weighted-average exercise price of outstanding options, warrants and rights	Number of securities remaining available for future issuance under equity compensation plans
Equity compensation plans approved by security holders	264,270	\$ 10.98	4,382
Equity compensation plans not approved by stockholders	N/A	N/A	N/A

#### Dividends and Dividend History

The Company (and its predecessor) has historically paid regular quarterly cash dividends on its common stock. The board of directors presently intends to continue the payment of regular quarterly cash dividends, subject to the need for those funds for debt service and other purposes. Payment of dividends on the common stock is subject to determination and declaration by the board of directors and will depend upon a number of factors, including capital requirements, regulatory limitations on the payment of dividends, Pathfinder Bank and its subsidiaries' results of operations and financial condition, tax considerations, and general economic conditions. More details are included within the section titled Regulation and Supervision.

### ITEM 6: RESERVED

## **ITEM 7: MANAGEMENT'S DISCUSSION AND ANALYSIS OF FINANCIAL CONDITION AND RESULTS OF OPERATIONS.**

### ***INTRODUCTION***

Throughout Management's Discussion and Analysis ("MD&A") the term, the "Company", refers to the consolidated entity of Pathfinder Bancorp, Inc. Pathfinder Bank (the "Bank") and Pathfinder Statutory Trust II are wholly owned subsidiaries of Pathfinder Bancorp, Inc.; however, Pathfinder Statutory Trust II is not consolidated for reporting purposes (see Note 13 of the consolidated financial statements). Pathfinder Risk Management Company, Inc., and Whispering Oaks Development Corp. are wholly owned subsidiaries of Pathfinder Bank.

On October 16, 2014, Pathfinder Bancorp, MHC converted from the mutual to stock form of organization (the "Conversion"). In connection with the Conversion, the Company sold 2,636,053 shares of common stock to depositors at \$10.00 per share. Shareholders of Pathfinder Bancorp, Inc., a federal corporation ("Pathfinder-Federal"), the Company's predecessor, received 1.6472 shares of the Company's common stock for each share of Pathfinder-Federal common stock they owned immediately prior to completion of the transaction. Following the completion of the Conversion, Pathfinder-Federal was succeeded by the Company and Pathfinder Bancorp, MHC ceased to exist. The Company had 5,983,467 and 4,531,383 shares outstanding at December 31, 2021 and December 31, 2020, respectively.

On June 1, 2016, Pathfinder Bank, a savings bank chartered by the NYSDFS, merged into Pathfinder Commercial Bank, a limited purpose commercial bank also chartered by the NYSDFS. Prior to the merger, Pathfinder Bank owned 100% of Pathfinder Commercial Bank. On that same date, NYSDFS expanded the powers that it had previously granted to Pathfinder Commercial Bank and chartered Pathfinder Commercial Bank as a fully-empowered commercial bank. Simultaneously, the entity that had operated as "Pathfinder Commercial Bank" changed its name to "Pathfinder Bank." As a result of this charter conversion and accompanying name change, the entity now known as "Pathfinder Bank" is a commercial bank with the full range of powers granted under a commercial banking charter in New York State. The merger, which had no effect on the Company's results of operations, converted the consolidated Bank from a savings bank to a commercial bank and was completed in order to better align the Bank's organization certificate with its long-term strategic focus.

Since the Conversion, we have substantially transformed our business activities from those of a traditional savings bank to those of a commercial bank. This transformation of activities has significantly affected the overall composition of our balance sheet. While not reducing our role as a leading originator of one-to-four family residential real estate loans within our marketplace, which had been our primary focus as a savings bank, we have substantially grown our commercial business and commercial real estate loan portfolios since the Conversion. As a commercial bank, we have been able to offer customized products and services to meet individual commercial customer needs and thereby more definitively differentiate our services from those offered by our competitors. As a result, we have been able to create a substantially more diversified loan portfolio than the one that was in place before the completion of the Conversion. When compared to the Bank's loan portfolio composition prior to the Conversion, it is our view that our current asset portfolio (1) significantly improves upon the distribution of credit risk across a broader range of borrowers, industries and collateral types, and (2) is more likely to generate consistent net interest margins in a broader range of interest rate environments due to the portfolio's increased percentage of shorter-term and/or adjustable-rate assets. In a concurrent effort, the Bank has been able to fund the majority of the high level of growth in our loan portfolios primarily with deposits gathered from our local community. We believe that we have gathered these deposits at a reasonable overall cost in terms of deposit interest rates, as well as at a reasonable overall level of related infrastructure and customer support service expenses.

On May 8, 2019, the Company entered into a Securities Purchase Agreement (the "Securities Purchase Agreement") with Castle Creek Capital Partners VII, L.P. ("Castle Creek"), pursuant to which the Company sold: (i) 37,700 shares of the Company's common stock, par value \$0.01 per share, at a purchase price of \$14.25 per share (the "Common Stock"); (ii) 1,155,283 shares of a new series of preferred stock, Series B convertible perpetual preferred stock, par value \$0.01 per share, at a purchase price of \$14.25 per share (the "Series B Preferred Stock"); and (iii) a warrant, with an approximate fair value of \$373,000, to purchase 125,000 shares of Common Stock at an exercise price initially equal to \$14.25 per share (the "Warrant"), in a private placement transaction (the "Private Placement") for gross proceeds of approximately \$17.0 million. The Securities Purchase Agreement contains significant representations, warranties, and covenants of the Company and Castle Creek.

On May 8, 2019, the Company filed Articles Supplementary with the Maryland Department of Assessments and Taxation to issue 1,155,283 shares of Series B Preferred Stock to Castle Creek. Each share of the Series B Preferred Stock was convertible on a one-for-one basis into either (i) Common Stock under certain circumstances or (ii) non-voting common stock, par value \$0.01 per share (which will also be convertible into Common Stock), subject to approval of the creation of such class of non-voting common stock by the Company's stockholders.

The Company also entered into subscription agreements dated as of May 8, 2019 (the "Subscription Agreements") with certain directors and executive officers of the Company as well as other accredited investors. Pursuant to the Subscription Agreements, the investors purchased an aggregate of 269,277 shares of Common Stock at \$14.25 per share for gross proceeds of approximately \$3.8 million, before payment of placement fees and related costs and expenses. The Subscription Agreements contain representations,



warranties, and covenants of the purchasers and the Company that are customary in private placement transactions. The subscription agreements were also part of the Private Placement, and the term “Private Placement” includes both transactions.

In total, therefore, the Company issued 306,977 shares of Common Stock, 1,155,283 shares of Series B Preferred Stock and the Warrant at the conclusion of the Private Placement. The transaction raised \$20.8 million in gross proceeds and the final net cash received from the Private Placement, after all issuance expenses, including placement fees and all other issuance/due diligence costs of \$927,000 and \$342,000, respectively, was \$19.6 million. The fair value of the Warrant at the time of issuance was \$373,000.

Pursuant to Nasdaq rules, Castle Creek could not convert the Series B Preferred Stock or, in the future, the non-voting common stock into Common Stock, or exercise the Warrant if doing so would cause Castle Creek, when combined with the purchases of certain directors and executive officers of the Company as well as other accredited investors in the Private Placement, to own more than 19.99% of the Common Stock outstanding immediately prior to the execution of the Securities Purchase Agreement (the “Exchange Cap”). The Company was required to request stockholder approval to eliminate the Exchange Cap no later than at the 2021 annual meeting of Company shareholders. In addition, at the same meeting, the Company was required to seek shareholder approval to create a class of non-voting convertible common stock. Castle Creek will need the approval or non-objection of the Board of Governors of the Federal Reserve System and the New York State Department of Financial Services if it seeks to increase its ownership of shares of Common Stock in excess of 9.9% of the outstanding shares of Common Stock.

Holders of the Series B Preferred Stock were entitled to receive dividends if declared by the Company’s board of directors, in the same per share amount as paid on the Common Stock. No dividends would be payable on the Common Stock unless a dividend identical to that paid on the Common Stock was payable at the same time on the Series B Preferred Stock. The Series B Preferred Stock would rank, as to payments of dividends and distribution of assets upon dissolution, liquidation or winding up of the Company, *pari passu* with the Common Stock pro rata. Holders of Series B Preferred Stock had no voting rights except as was required by law. The Series B Preferred Stock was not redeemable by either the Company or by the holder.

As discussed above, pursuant to the Securities Purchase Agreement, on May 8, 2019, the Company issued a Warrant to Castle Creek to purchase 125,000 shares of non-voting common stock at an exercise price equal to \$14.25 per share. At the same time, the Company entered into a Warrant Agreement with Castle Creek, to, among other things, authorize and establish the terms of the Warrant. The Warrant is exercisable at any time after May 8, 2019, and from time to time, in whole or in part, until May 8, 2026. However, the exercise of such Warrant remains subject to certain contractual provisions, and regulatory approval if Castle Creek’s ownership of Common Stock would exceed 9.9%. At December 31, 2021, Castle Creek owned approximately 8.9% of the Company’s common voting stock. The Warrant will receive dividends equal to the amount paid on the Company’s common stock. The dividend payment shall be calculated on (1) the unexercised portion of the 125,000 notional shares encompassed within the terms of the Warrant, less (2) any exercised portion of the 125,000 shares, times (3) the amount of the quarterly dividend paid to common shareholders. Dividend payments, if declared on the Company’s common stock, will be made on the Warrant until its expiration date.

Following the Private Placement, the Company used the net cash received from the transaction to strengthen the Company’s general capital and liquidity positions, fund growth within our marketplace, purchase certain loan assets, and increase the regulatory capital position of the Bank. The Company will continue to use the additional capital raised through the Private Placement primarily to support the realization of continued growth opportunities within our marketplace and, to a lesser extent, for general corporate purposes.

Pursuant to the terms of the Securities Purchase Agreement, Castle Creek is entitled to have one representative appointed to the Company’s board of directors for so long as Castle Creek, together with its respective affiliates, owns, in the aggregate, 4.9% or more of all of the outstanding shares of the Company’s Common Voting Stock. If Castle Creek, together with its respective affiliates, owns, in the aggregate, 4.9% or more of all of the outstanding shares of the Company’s Common Voting Stock and does not have a board representative appointed to the Company’s board of directors, the Company will invite a person designated by Castle Creek to attend meetings of the Company’s Board of Directors as an observer. At December 31, 2021, Castle Creek elected to have an observer present at substantially all meetings of the Company’s board of directors.

On November 13, 2020, the Company entered into an agreement (the “Exchange Agreement”) with Castle Creek providing for the exchange of 225,000 shares of the Company’s Common stock owned by Castle Creek for 225,000 shares of the Company’s Series B Preferred Stock. The exchange was consummated simultaneously with the execution and delivery of the Exchange Agreement. The Company and Castle Creek entered into the Exchange Agreement to enable the equity ownership of Castle Creek to comply with applicable banking laws and regulations.

As a result of the Exchange Agreement, on November 13, 2020, the Company issued to Castle Creek 225,000 shares of its Series B Preferred Stock in exchange for an equivalent number of shares of Company Common Stock held by Castle Creek in a transaction exempt from registration under Section 3(a)(9) of the Securities Act of 1933, as amended. Castle Creek is the only stockholder of the Series B Preferred Stock. The Company received no cash proceeds as a result of the exchange. In addition, the Company did not pay any commission or remuneration for the solicitation of the exchange

On November 13, 2020, the Company filed an amendment to the Articles Supplementary to the Articles of Incorporation of the Company designating the Series B Preferred Stock with the Maryland Department of Assessments and Taxation to increase the classified number of shares of the Series B Preferred Stock from 1,155,283 to 1,506,000 to allow for the additional issuance of Series B Preferred Stock to Castle Creek. There were no other changes made to the preferences, limitations, powers and relative rights of the Series B Preferred Stock.

On June 4, 2021, shareholders of the Company approved an amendment to the Company's Articles of Incorporation to authorize Non-Voting Common Stock, and to eliminate the Exchange Cap. On June 9, 2021, the Company filed Articles Supplementary to the Articles of Incorporation of the Company (the "Articles Supplementary") with the Maryland State Department of Assessments and Taxation creating a Class A Non-Voting Common Stock, par value \$0.01 per share ("Non-Voting Common Stock"). The Articles Supplementary authorized 1,505,283 shares of the Non-Voting Common Stock which Castle Creek received in exchange for the Company's outstanding Series B Preferred Stock on a one for one basis and allowed for the issuance of 125,000 shares of Non-Voting Common Stock that may be issued upon the exercise of the Warrant.

The preferences, limitations, powers and relative rights of the Non-Voting Common Stock are set forth in the Articles Supplementary, a summary of which follows:

Ranking: The Non-Voting Common Stock will rank, as to the payment of dividends and distribution of assets upon dissolution, liquidation or winding up of the Company, (i) *pari passu* with the Company's Common Stock, and (ii) subordinate and junior to all other securities of the Company which, by their respective terms, are senior to the Non-Voting Common Stock or the Company's Common Stock.

Dividend Rights: Holders of the Non-Voting Common Stock will be entitled to receive dividends when, as and if declared by the Company's Board of Directors, in the same per share amount as paid on Company's Common Stock. No dividends will be payable on the Company's Common Stock unless a dividend identical to that paid on the Company's Common Stock is payable at the same time on the Non-Voting Common Stock in an amount per share equal to the product of (i) the per share dividend declared and paid in respect of each share of the Company's Common Stock and (ii) the number of shares of the Company's Common Stock into which such share of Non-Voting Common Stock is then convertible (without regard to limitations on conversion of such Non-Voting Common Stock); provided that if any stock dividend is declared on the Company's Common Stock, the holders of Non-Voting Common Stock will be entitled to receive such dividend payable in shares of Non-Voting Common Stock.

Voting: The holders of shares of Non-Voting Common Stock have no voting rights, except as may be required by Maryland law and as set forth in the Articles Supplementary. So long as any shares of Non-Voting Common Stock are issued and outstanding, the Company will not (including by means of merger, consolidation or otherwise) without obtaining the approval of the holders of a majority of the issued and outstanding shares of Non-Voting Common Stock:

- alter or change the rights, preferences, privileges or restrictions provided for the benefit of the holders of the Non-Voting Common Stock so as to affect them adversely;
- increase or decrease the authorized number of shares of Non-Voting Common Stock; or
- enter into any agreement, merger or business combination, or engage in any other transaction, or take any action that would have the effect of adversely changing any preference or any relative or other right provided for the benefit of the holders of the Non-Voting Common Stock.

Redemption and Repurchase: The Non-Voting Common Stock is not redeemable by the Company or the holder. However, in the event that the Company offers to repurchase shares of the Company's Common Stock, the Company must offer to repurchase shares of the Non-Voting Common Stock pro rata based upon the number of shares of the Company's Common Stock such holders would be entitled to receive if such shares were converted into shares of the Company's Common Stock immediately prior to such repurchase.

Conversion: Each share of Non-Voting Common Stock will be convertible into one share of the Company's Common Stock (i) at any time and from time to time at the request of the holder thereof or at the written request of the Company; provided that upon such conversion, the holder, together with all affiliates of the holder, will not own or control in the aggregate more than 9.9% of the Company's Common Stock (or of any class of the Company's voting securities), excluding for the purpose of this calculation any reduction in the ownership resulting from transfers by such holder of voting securities (which, for the avoidance of doubt, does not include the Non-Voting Common Stock); or (ii) automatically, without any further action of the part of the holder, on the date that the holder transfers such share of Non-Voting Common Stock to a non-affiliate of the holder in a permissible transfer.

We have consistently maintained our historically strong presence in consumer deposit gathering and residential mortgage lending activities. Notwithstanding the retention of these business lines, we have strategically emphasized developing our business and

commercial banking franchise by offering products that are attractive to small-to medium-sized businesses in our market area. We differentiate our commercial loan solutions and related services through the maintenance of high standards of customer service, solution flexibility and convenience. Highlights of our business strategy are as follows:

- ***Continuing our emphasis on commercial business and commercial real estate lending.*** In recent years, we have successfully increased our commercial business and commercial real estate lending activities and portfolio size, consistent with safe and sound underwriting practices. In this regard, we have added, and will continue to add, personnel who are experienced in originating, underwriting and servicing commercial real estate and commercial business loans. We view the growth of our commercial business and commercial real estate loans as a means of further diversifying and increasing our interest income. In increasing our business banking activities, we seek to continuously deepen relationships with local businesses, which offer recurring and potentially increasing sources of both fee income and lower-cost transactional deposits. In that regard, our emphasis on commercial business and commercial real estate lending has complimented, and will continue to compliment, our traditional one-to-four family residential real estate lending and consumer deposit gathering franchises.
- ***Providing quality customer service.*** Our strategy emphasizes providing quality customer service and meeting the financial needs of our customer base by offering a full complement of loan, deposit, financial services and online banking solutions. Our competitive advantage is our ability to make decisions, such as approving loans, more quickly - and with greater flexibility in many cases - than our market competitors. Customers enjoy, and will continue to enjoy, access to senior executives and local decision makers at the Bank and the flexibility that such access brings to their businesses.
- ***Optimizing our deposit mix.*** We seek to enhance the overall characteristics of our deposit base by emphasizing both consumer and business nonmaturity deposit gathering. We also seek to reduce our overall reliance on borrowed funds and brokered deposits as a source of funding for future asset growth. During the second half of 2019, we began a significant refocusing of the Company's resources, most notably through personnel training, modifications to incentive programs, and the high prioritization of operationalizing and/or enhancing customer-facing technologies that are focused on transactional deposits. The goal of these efforts was, and remains, to better position the Company to compete in our marketplace for these types of deposits in future periods. During 2021, the Bank recorded an increase in combined business and consumer nonmaturity deposits of \$81.3 million, or 18.6%. This increase was due to several factors, including the Bank's continued focus on the gathering of these deposits, the net effects of PPP activity, some of which is considered to be transitory, and changing depositor behavior related to the COVID-19 pandemic. We expect to make nonmaturity deposit gathering a point of significant organizational focus for the foreseeable future.
- ***Continuing to grow our customer relationships and deposit base by expanding our branch network.*** As conditions permit, we will expand our branch network through a combination of *de novo* branching and, potentially, acquisitions of branches and/or other financial services companies. We believe that as we expand our branch network, our customer relationships and deposit base will continue to grow. Our branch expansion focus will be primarily within Onondaga County, NY, which encompasses the greater Syracuse, NY area. We currently have three branches in Onondaga County, including the branch in Clay, NY that we opened in the fourth quarter of 2018. We continue to actively seek opportunities for an increased presence within that marketplace. This is consistent with our belief that we have already achieved meaningful brand recognition among potential customers there. In addition to the full-service branches located in Oswego and Onondaga Counties, we opened, in 2017, a loan production office in Utica, located in Oneida County, NY, to increase our availability to potential commercial and business loan customers within that market area. We will continue to seek similar branch network expansion opportunities in the future.

Consistent with this strategy, in November 2018, the Bank acquired a property on West Onondaga Street in Syracuse, which was intended to be renovated and converted into another full-service banking location. This property was sold to an experienced real estate developer in the fourth quarter of 2020. The intent of the sale was to access the purchaser's greater ability to utilize certain available tax credits that are more beneficial to the purchaser than they would be to the Company, if the Company accessed those credits directly. Management believes that the benefits of the more-fully-utilized tax credits have been passed through to the Company under the terms of a negotiated lease agreement with the property's purchaser acting as the lessor. We have substantially completed the planned renovation work on the acquired facility and expect to open our new Southwest Syracuse branch office by the second quarter of 2022. We consider the Syracuse Southwest Corridor neighborhood, where this property is located, to be an under-banked area within our target marketplace and believe that this branch will qualify for various economic incentives under New York State's Banking Development District ("BDD") program. The BDD program is designed to encourage the establishment of bank branches in areas where there is a demonstrated need for additional banking services. The program was developed in recognition of the fact that banks play a critically important role in promoting individual wealth, community development, and revitalization. This property investment demonstrates Pathfinder Bank's firm commitment to servicing diverse economic areas within its geographic market.

- ***Diversifying our products and services with a goal of increasing non-interest income over time.*** We have sought to reduce our dependence on net interest income by increasing fee-based income across a broad spectrum of loan and deposit products. It is expected that we will also benefit from increased ancillary income for service activities related to those



products. The Company completed a comprehensive study in late 2019 to better understand and monitor the competitive environment for these types of noninterest income opportunities and to improve its product design and customer relationship optimization strategies. A significant number of product design changes were implemented in 2021 and have yielded the expected financial benefits and are expected to continue to do so in future periods. In recent years, we have also sought to increase the breadth of services that we provide to our customers. We offer property and casualty and life insurance through our subsidiary, Pathfinder Risk Management Company, Inc., and its insurance agency subsidiary, the FitzGibbons Agency, LLC. Additionally, Pathfinder Bank's investment services operations provide brokerage services to our customers for purchasing stocks, bonds, mutual funds, annuities, and long-term care insurance products. We intend to gradually increase our emphasis on the growth of these businesses. We believe that there will be resultant opportunities to cross-sell these products to our deposit and loan customers which will thereby increase our non-interest income over time.

- ***Investing in our banking platform and technologies.*** We have committed significant resources to establish a banking platform to accommodate future growth by upgrading our information systems and customer service technologies, maintaining a robust risk management and compliance staff, improving credit administration functionality, and upgrading our physical infrastructure. We believe that these investments will enable us to achieve operational efficiencies with minimal additional investments, while providing increased convenience for our customers.
- ***Controlling the rate of growth in operating expenses.*** The Company has sought to reduce the rate of growth in its operating expenses relative to its rate of revenue growth and to thereby increase the Company's overall profitability. Substantial new budgetary and expense control mechanisms were implemented during 2019 that management believes have contributed to a reduction in overall operating expenses in 2021 and 2020, and that will continue to reduce the rate of growth in operating expenses in 2022 and beyond. In 2021, the Company's efficiency ratio was 63.1%, a 5.6% decline from the 68.7% efficiency ratio in 2020, which is consistent with the implementation of these budgetary and expense control mechanisms.
- ***Managing capital.*** The Company received \$24.9 million in net proceeds from the sale of approximately 2.6 million shares of common stock as a result of the Conversion in October 2014. In October 2015, the Company executed the issuance of the \$10.0 million non-amortizing Subordinated Loan and subsequently used those proceeds in February 2016 to substantially fund the full retirement of \$13.0 million in SBLF Preferred stock. The Company received \$19.6 million in net proceeds from the sale of 306,977 shares of common stock and 1,155,283 shares of preferred stock as a result of the Private Placement in May 2019. In October 2020, the Company executed the issuance of \$25.0 million in non-amortizing subordinated debt. In April 2021, the Company retired the subordinated debt that it had issued in October 2015, thereby reducing its outstanding balance of Subordinated Loans from \$39.4 million at December 31, 2020 to \$29.6 million at December 31, 2021. Since 2014, we have therefore successfully leveraged the \$44.5 million in net new equity capital and the \$35.0 million in the two Subordinated Loans by growing our consolidated assets by \$724.2 million, or 129.1%, to \$1.23 billion at December 31, 2021. It is our intent to balance our future growth with capital adequacy considerations in a manner that will continue to allow us to effectively serve all of our key stakeholders and maintain our "well capitalized" capital position.

### ***COVID-19 Response***

In early January 2020, the World Health Organization (the "WHO") issued an alert that a novel coronavirus outbreak was emanating from Wuhan, Hubei Province in China. Over the course of the next several weeks, the outbreak continued to spread to various regions of the world, prompting the World Health Organization to declare COVID-19 a global pandemic on March 11, 2020. In the United States, by the end of March 2020, the rapid spread of the COVID-19 virus invoked various Federal and New York State authorities to make emergency declarations and issue executive orders to limit the spread of the disease. Measures included restrictions on international and domestic travel, limitations on public gatherings, implementation of social distancing and sanitization protocols, school closings, orders to shelter in place and mandates to close all non-essential businesses to the public. To widely varying degrees, largely dependent upon the level of regional and national outbreaks and the resultant levels of capacity constraints on available medical resources, these very substantial mandated curtailments of social and economic activity were relaxed globally in the third and fourth quarters of 2020. However, within various time periods during 2021 that extended into early 2022, the number of reported positive cases in the United States spiked to very high levels due to the emergence of new variants of the virus. At the date of this filing, the majority of the United States, including the areas in which the Company has its operations, has returned to substantively normal business and social activities.

As a result of the initial and continuing outbreak, and governmental responses thereto, the spread of the coronavirus has caused us to modify our business practices, including employee travel, employee work locations, and cancellation of physical participation in meetings, events and conferences. The Company has many employees working remotely and has significantly reduced physical customer contact with employees and other customers. Initially, branch activities were limited to drive-thru transactions whenever possible, teleconferencing and in-branch "appointments only" services. The Bank's branches were made fully accessible to the public in the early fall of 2020, but remained in strict compliance with all applicable social distancing and sanitization guidelines. Since the start of the pandemic, transactional volume has also increased through the Bank's telephone, mobile and internet banking channels.

We will take further actions, focused on safety, as may be required by government authorities or that we determine to be in the best interests of our employees, customers and business partners.

Concerns about the spread of the disease and its anticipated negative impact on economic activity, severely disrupted both domestic and international financial markets prompting the world's central banks to inject significant amounts of monetary stimulus into their respective economies. In the United States, the Federal Reserve System's Federal Open Market Committee, swiftly cut the target Federal Funds rate to a range of 0% to 0.25%, where it remained as of December 31, 2021. In addition, the Federal Reserve initiated various market support programs to ease the stress on financial markets. This significant reduction in short-term interest rates has reduced, and will continue to reduce, the Bank's cost of funds and interest earning-asset yields. The long-term effects of the current interest rate environment, resulting from government and central bank responses to the pandemic, on the Bank's net interest margin cannot be predicted with certainty at this time.

The Coronavirus Aid, Relief, and Economic Security Act ("CARES Act"), signed into law on March 27, 2020, provided financial assistance in various forms to both businesses and consumers, including the establishment and funding of the Paycheck Protection Program ("PPP"). In addition, the CARES Act also created many directives affecting the operations of financial services providers, such as the Company, including a forbearance program for federally-backed mortgage loans and protections for borrowers from negative credit reporting due to loan accommodations related to the national emergency. The banking regulatory agencies also issued guidance encouraging financial institutions to work prudently with borrowers who were, or were potentially, unable to meet their contractual payment obligations because of the effects of COVID-19. The Company worked throughout the pandemic to assist its business and consumer customers affected by COVID-19.

The Bank participated in all phases of the PPP funded by the U.S. Treasury Department and administered by the U.S. SBA pursuant to the CARES Act and subsequent legislation. PPP loans have an interest rate of 1.0% and a two-year or five-year loan term to maturity. The SBA guarantees 100% of the PPP loans made to eligible borrowers. The entire principal amount of the borrower's PPP loan, including any accrued interest, is eligible to be reduced by the loan forgiveness amount under the PPP so long as employee and compensation levels of the business are maintained and the loan proceeds are used for qualifying expenses. Through the end of the program in the early spring of 2021, the Bank received approval from the SBA for 1,120 loans totaling approximately \$109.8 million through this program. The Bank is now also assisting borrowers with the loan forgiveness phase of the process. As of this filing, the Company has submitted 864 loans totaling approximately \$90.5 million to the SBA for forgiveness. The Bank received \$4.0 million in fees from the SBA associated with PPP lending activities during 2020 and 2021 and recognized \$2.2 million and \$900,000 of those fees in 2021 and 2020, respectively. Accordingly, \$3.1 million in deferred fee income on a cumulative basis was subtracted from the carrying value of the PPP loans held in portfolio and the remaining \$912,000 in deferred collected fees will be recognized in future periods.

Through December 31, 2020, the Bank granted payment deferral requests for an initial period of 90 days on 618 loans representing approximately \$137.4 million of existing loan balances. Upon the receipt of borrower requests, additional 90 day deferral periods were generally granted. Consistent with industry regulatory guidance, borrowers that were granted COVID-19 related deferrals, but were otherwise current on loan payments will continue to have their loans reported as current loans during the agreed upon deferral period(s), accrue interest and not be accounted for as troubled debt restructurings. Of these granted deferrals, 303 loans, totaling \$24.0 million, were residential mortgage or consumer loans. At December 31, 2020, 265 residential and consumer loans, totaling \$21.3 million, have been returned to non-deferral status. Of these granted deferrals, 315 loans, totaling \$113.3 million, were commercial real estate or other commercial and industrial loans. At December 31, 2020, 291 commercial real estate or other commercial and industrial loans, totaling \$98.9 million, have been returned to non-deferral status. Therefore, at December 31, 2020, 38 residential mortgage and consumer loans, totaling \$2.7 million and 24 commercial real estate and other commercial and industrial loans, totaling \$14.4 million remained in deferral status. These loans still in deferral status therefore totaled \$17.1 million and represented 2.1% of all loans outstanding at December 31, 2020. After consultations with certain of these commercial loan borrowers, 11 loans, representing \$8.3 million, have been granted an additional 90 day deferral period beyond 180 days as of December 31, 2020. These loans are included in the \$17.1 million in loans still in deferred status at December 31, 2020. On an extremely limited basis, additional deferral periods were granted subject to further analysis and discussion with specific borrowers. To the extent that such modifications met the criteria previously described these loans were not classified as troubled debt restructurings nor classified as nonperforming at December 31, 2020. Loans not granted additional deferral periods were categorized as nonaccrual loans if the borrowers failed to make the first scheduled payment following the end of the deferral period, or became seriously delinquent thereafter. During the course of 2021, all deferred loans were either returned to accrual status or appropriately characterized as nonaccrual as dictated by their repayment activities. Therefore, the Company had no loans in deferral status at December 31, 2021.

## Selected Financial Data

The following selected consolidated financial data sets forth certain financial highlights of the Company and should be read in conjunction with the consolidated financial statements and related notes

<i>(In thousands, except per share amounts)</i>	For the years ended December 31,				
	2021	2020	2019	2018	2017
<b>Year End</b>					
Total assets	\$ 1,285,177	\$ 1,227,443	\$ 1,093,807	\$ 933,115	\$ 881,257
Investment securities available-for-sale	190,598	128,261	111,134	177,664	171,138
Investment securities held-to-maturity	160,923	171,224	122,988	53,908	66,196
Loans receivable, net	819,524	812,718	772,782	612,964	573,705
Deposits	1,055,346	995,907	881,893	727,060	723,603
Borrowings and subordinated loans	106,661	121,450	108,253	133,628	88,947
Shareholders' equity	110,633	97,722	90,669	64,459	62,144
<b>For the Year</b>					
Total interest income	\$ 45,827	\$ 42,507	\$ 41,758	\$ 34,810	\$ 29,413
Total interest expense	7,532	10,864	13,528	9,044	6,290
Net interest income	38,295	31,643	28,230	25,766	23,123
Provision for loan losses	1,022	4,707	1,966	1,497	1,769
Net interest income after provision for loan losses	37,273	26,936	26,264	24,269	21,354
Total noninterest income	6,231	6,485	4,917	3,835	4,085
Total noninterest expense	27,495	25,080	25,730	23,549	21,094
Income before income taxes	16,009	8,341	5,451	4,555	4,345
Income tax expense	3,499	1,295	1,165	546	922
Net income (loss) attributable to noncontrolling interest	103	96	10	(22)	(68)
Net income attributable to Pathfinder Bancorp, Inc.	\$ 12,407	\$ 6,950	\$ 4,276	\$ 4,031	\$ 3,491
Convertible preferred stock dividends	97	291	208	-	-
Warrant dividends	35	30	23	-	-
Undistributed earnings allocated to participating securities	2,699	1,224	467	-	-
Net income available to common shareholders	\$ 9,576	\$ 5,405	\$ 3,578	\$ 4,031	\$ 3,491
<b>Per Share</b>					
Income per share - basic	\$ 2.07	\$ 1.17	\$ 0.80	\$ 0.97	\$ 0.86
Income per share - diluted	2.07	1.17	0.80	0.94	0.83
Book value per common share	18.43	17.56	15.94	14.72	14.44
Tangible book value per common share (a)	17.66	16.53	14.95	13.65	13.34
Cash dividends declared	0.280	0.240	0.240	0.240	0.215
<b>Performance Ratios</b>					
Return on average assets	0.98 %	0.60 %	0.43 %	0.45 %	0.42 %
Return on average equity	11.91	7.43	5.34	6.33	5.69
Average equity to average assets	8.26	8.02	7.97	7.09	7.47
Shareholders' Equity to total assets at end of year	8.58	7.94	8.27	6.88	7.01
Net interest rate spread	3.06	2.68	2.73	2.85	2.83
Net interest margin	3.21	2.88	2.98	3.02	2.97
Average interest-earning assets to average interest-bearing liabilities	124.61	120.49	116.84	116.52	116.05
Noninterest expense to average assets	2.18	2.15	2.56	2.62	2.57
Efficiency ratio (a) (b)	63.07	68.71	78.75	79.04	79.06
Dividend payout ratio	16.17	20.39	30.21	24.93	25.21
Return on average common equity	11.91	8.92	6.02	6.33	5.69

	For the years ended December 31,				
	2021	2020	2019	2018	2017
<b>Asset Quality Ratios</b>					
Nonperforming loans to period end loans	1.00 %	2.58 %	0.67 %	0.35 %	0.84 %
Nonperforming assets to total assets	0.65	1.74	0.49	0.36	0.61
Allowance for loan losses to period end loans	1.57	1.55	1.11	1.18	1.23
Allowance for loan losses to nonperforming loans	155.99	59.89	165.25	340.13	145.61
<b>Regulatory Capital Ratios (Bank Only)</b>					
Total capital (to risk-weighted assets)	15.19 %	13.13 %	12.28 %	13.69 %	13.97 %
Tier 1 capital (to risk-weighted assets)	13.94	11.87	11.16	12.49	12.72
Tier 1 capital (to adjusted assets)	9.52	8.63	8.20	8.31	8.16
Tier 1 Common Equity (to risk-weighted assets)	13.94	11.87	11.16	12.49	12.72
<b>Number of:</b>					
Banking offices	11	11	11	11	10
Fulltime equivalent employees	161	176	157	160	140

- (a) See table below for reconciliation of the non-GAAP financial measures.
- (b) The efficiency ratio is calculated as noninterest expense divided by the sum of net interest income and noninterest income, excluding net gains on sales, redemptions and impairment of investment securities and net gains (losses) on sales of loans and foreclosed real estate.

## NON-GAAP FINANCIAL INFORMATION

Regulation G, a rule adopted by the Securities and Exchange Commission (SEC), applies to certain SEC filings, including earnings releases, made by registered companies that contain “non-GAAP financial measures.” GAAP is generally accepted accounting principles in the United States of America. Under Regulation G, companies making public disclosures containing non-GAAP financial measures must also disclose, along with each non-GAAP financial measure, certain additional information, including a reconciliation of the non-GAAP financial measure to the closest comparable GAAP financial measure (if a comparable GAAP measure exists) and a statement of the Company’s reasons for utilizing the non-GAAP financial measure as part of its financial disclosures. The SEC has exempted from the definition of “non-GAAP financial measures” certain commonly used financial measures that are not based on GAAP. When these exempted measures are included in public disclosures, supplemental information is not required. Financial institutions, like the Company and its subsidiary bank, are subject to an array of bank regulatory capital measures that are financial in nature but are not based on GAAP and are not easily reconcilable to the closest comparable GAAP financial measures, even in those cases where a comparable measure exists. The Company follows industry practice in disclosing its financial condition under these various regulatory capital measures, including period-end regulatory capital ratios for its subsidiary bank, in its periodic reports filed with the SEC, and does so without compliance with Regulation G, on the widely-shared assumption that the SEC regards such non-GAAP measures to be exempt from Regulation G. The Company uses in this regulatory filing additional non-GAAP financial measures that are commonly utilized by financial institutions and have not been specifically exempted by the SEC from Regulation G. The Company provides, as supplemental information, such non-GAAP measures included in this document as described immediately below.



<i>(In thousands, except per share amounts)</i>	For the years ended December 31,				
	2021	2020	2019	2018	2017
<b>Per Share</b>					
<b>Book value per common share</b>					
Total Pathfinder Bancorp, Inc. shareholders' equity (book value) (GAAP)	\$ 110,287	\$ 97,456	\$ 90,434	\$ 64,221	\$ 61,811
Preferred stock	-	17,901	15,370	-	-
Total shares outstanding	5,983	4,531	4,709	4,362	4,280
Book value per common share	\$ 18.43	\$ 17.56	\$ 15.94	\$ 14.72	\$ 14.44
<b>Total common equity</b>					
<b>Total equity (GAAP)</b>	\$ 110,287	\$ 79,555	\$ 75,064	\$ 64,221	\$ 61,811
Goodwill	4,536	4,536	4,536	4,536	4,536
Intangible assets	117	133	149	165	182
Tangible common equity	\$ 105,634	\$ 74,886	\$ 70,379	\$ 59,520	\$ 57,093
<b>Tangible book value per common share</b>					
Tangible common equity	\$ 105,634	\$ 74,886	\$ 70,379	\$ 59,520	\$ 57,093
Total shares outstanding	5,983	4,531	4,709	4,362	4,280
Tangible book value per common share	\$ 17.66	\$ 16.53	\$ 14.95	\$ 13.65	\$ 13.34
<b>Performance Ratios</b>					
<b>Efficiency ratio</b>					
Operating expenses (numerator)	\$ 27,495	\$ 25,080	\$ 25,730	\$ 23,549	\$ 21,094
Net interest income	38,295	31,643	28,230	25,766	23,123
Noninterest income	6,231	6,485	4,917	3,835	4,085
Less: Gain/(Loss) on the sale/redemption of investment securities/loans/foreclosed real estate	551	2,255	393	(132)	526
Less : Loss on marketable equity securities	382	(629)	81	(62)	-
Denominator	\$ 43,593	\$ 36,502	\$ 32,673	\$ 29,795	\$ 26,682
Efficiency ratio	63.07 %	68.71 %	78.75 %	79.04 %	79.06 %
<b>Dividend payout ratio</b>					
Dividends declared (numerator)	\$ 1,548	\$ 1,102	\$ 1,081	\$ 1,005	\$ 880
Net income available to common shareholders (denominator)	9,576	5,405	3,578	4,031	3,491
Dividend payout ratio	16.17 %	20.39 %	30.21 %	24.93 %	25.21 %
<b>Return on average common equity</b>					
Net income attributable to Pathfinder Bancorp Inc. (GAAP) (numerator)	\$ 12,407	\$ 6,950	\$ 4,276	\$ 4,031	\$ 3,491
Average equity	104,131	93,586	80,136	63,667	61,383
Average preferred stock	-	15,709	9,074	-	-
Denominator	\$ 104,131	\$ 77,877	\$ 71,062	\$ 63,667	\$ 61,383
Return on average common equity	11.91 %	8.92 %	6.02 %	6.33 %	5.69 %

<i>(In thousands, except per share amounts)</i>	For the years ended December 31,				
	2021	2020	2019	2018	2017
<b>Regulatory Capital Ratios (Bank Only)</b>					
<b>Total capital (to risk-weighted assets)</b>					
Total equity (GAAP)	\$ 121,896	\$ 106,720	\$ 88,138	\$ 74,530	\$ 71,535
Goodwill	(4,536)	(4,536)	(4,536)	(4,536)	(4,536)
Intangible assets	(117)	(133)	(149)	(165)	(146)
Addback: Accumulated other comprehensive income	1,268	2,236	2,971	6,042	4,261
Total Tier 1 Capital	\$ 118,511	\$ 104,287	\$ 86,424	\$ 75,871	\$ 71,114
Allowance for loan and lease losses	10,655	11,002	8,669	7,306	6,991
Unrealized Gain on available-for-sale securities	-	-	-	-	-
Total Tier 2 Capital	\$ 10,655	\$ 11,002	\$ 8,669	\$ 7,306	\$ 6,991
Total Tier 1 plus Tier 2 Capital (numerator)	\$ 129,166	\$ 115,289	\$ 95,093	\$ 83,177	\$ 78,105
Risk-weighted assets (denominator)	850,157	878,380	774,177	607,414	559,161
Total core capital to risk-weighted assets	15.19 %	13.13 %	12.28 %	13.69 %	13.97 %

<b>Tier 1 capital (to risk-weighted assets)</b>					
Total Tier 1 capital (numerator)	\$ 118,511	\$ 104,287	\$ 86,424	\$ 75,871	\$ 71,114
Risk-weighted assets (denominator)	850,157	878,380	774,177	607,414	559,161
Total capital to risk-weighted assets	13.94 %	11.87 %	11.16 %	12.49 %	12.72 %

<b>Tier 1 capital (to adjusted assets)</b>					
Total Tier 1 capital (numerator)	\$ 118,511	\$ 104,287	\$ 86,424	\$ 75,871	\$ 71,114
Total average assets	1,249,752	1,212,512	1,059,060	917,740	876,263
Goodwill	(4,536)	(4,536)	(4,536)	(4,536)	(4,536)
Intangible assets	(117)	(133)	(149)	(165)	(146)
Adjusted assets (denominator)	\$1,245,099	\$1,207,843	\$1,054,375	\$ 913,039	\$ 871,581
Total capital to adjusted assets	9.52 %	8.63 %	8.20 %	8.31 %	8.16 %

<b>Tier 1 Common Equity (to risk-weighted assets)</b>					
Total Tier 1 capital (numerator)	\$ 118,511	\$ 104,287	\$ 86,424	\$ 75,871	\$ 71,114
Risk-weighted assets (denominator)	850,157	878,380	774,177	607,414	559,161
Total Tier 1 Common Equity to risk-weighted assets	13.94 %	11.87 %	11.16 %	12.49 %	12.72 %

### **Paycheck Protection Program (“PPP”)**

The Bank participated in all rounds of the PPP funded by the U.S. Treasury Department and administered by the SBA pursuant to the CARES Act and subsequent legislation. PPP loans have an interest rate of 1.0% and a two-year or five-year loan term to maturity. The SBA guarantees 100% of the PPP loans made to eligible borrowers. The entire principal amount of the borrower’s PPP loan, including any accrued interest, is eligible to be reduced by the loan forgiveness amount under the PPP so long as employee and compensation levels of the business are maintained and the loan proceeds are used for qualifying expenses. The PPP ended in May 2021. Information related to the Company’s PPP loans are included in the following tables:

<b>Unaudited</b> <i>(In thousands, except number of loans)</i>	For the years ended	
	December 31, 2021	December 31, 2020
Number of PPP loans originated in the period	478	699
Funded balance of PPP loans originated in the period	\$ 36,369	\$ 75,352
Number of PPP loans forgiven in the period	796	136
Average balance of PPP loans in the period	\$ 75,538	\$ 91,328
Balance of PPP loans forgiven in the period	\$ 77,054	\$ 15,279
Deferred PPP fee income recognized in the period	\$ 2,150	..\$ 938

<i>(In thousands, except number of loans)</i>	December 31, 2021	December 31, 2020
Unearned PPP deferred fee income at end of period	\$ 716	.. \$ 1,216

<i>(In thousands, except number of loans)</i>	Number	Balance
Total PPP loans originated since inception	1,177	\$ 111,721
Total PPP loans forgiven since inception	932	\$ 92,333
Total PPP loans remaining at December 31, 2021	256	.. \$ 19,338

## **CRITICAL ACCOUNTING ESTIMATES**

The Company's consolidated financial statements are prepared in accordance with accounting principles generally accepted in the United States and follow practices within the banking industry. Application of these principles requires management to make estimates, assumptions and judgments that affect the amounts reported in the consolidated financial statements and accompanying notes. These estimates, assumptions and judgments are based on information available as of the date of the financial statements; accordingly, as this information changes, the financial statements could reflect different estimates, assumptions and judgments. Certain policies inherently have a greater reliance on the use of estimates, assumptions and judgments and as such have a greater possibility of producing results that could be materially different than originally reported. Estimates, assumptions and judgments are necessary when assets and liabilities are required to be recorded at fair value or when an asset or liability needs to be recorded contingent upon a future event. Carrying assets and liabilities at fair value inherently results in more financial statement volatility. The fair values, and information used to record valuation adjustments for certain assets and liabilities, are based on quoted market prices or are provided by other third-party sources, when available. When third party information is not available, valuation adjustments are estimated in good faith by management.

The most significant accounting policies followed by the Company are presented in Note 1 to the consolidated financial statements. These policies, along with the disclosures presented in the other financial statement notes and in this discussion, provide information on how significant assets and liabilities are valued in the consolidated financial statements and how those values are determined. Based on the valuation techniques used and the sensitivity of financial statement amounts to the methods, assumptions, and estimates underlying those amounts, management has identified the allowance for loan losses, deferred income tax assets and liabilities, pension obligations, the evaluation of investment securities for other than temporary impairment, the annual evaluation of the Company's goodwill for possible impairment, and the estimation of fair values for accounting and disclosure purposes to be the accounting areas that require the most subjective and complex judgments. These areas could be the most subject to revision as new information becomes available.

**Allowance for Loan Losses.** The allowance for loan losses represents management's estimate of probable loan losses inherent in the loan portfolio. Determining the amount of the allowance for loan losses is considered a critical accounting estimate because it requires significant judgment on the use of estimates related to the amount and timing of expected future cash flows on impaired loans, estimated losses on pools of homogeneous loans based on historical loss experience, and environmental factors, all of which may be susceptible to significant change. The Company establishes a specific allowance for all commercial loans in excess of the total related credit threshold of \$100,000 and single borrower residential mortgage loans in excess of the total related credit threshold of \$300,000 identified as being impaired which are on nonaccrual and have been risk rated under the Company's risk rating system as substandard, doubtful, or loss. The Company also establishes a specific allowance, regardless of the size of the loan, for all loans subject to a troubled debt restructuring agreement. In addition, an accruing substandard loan could be identified as being impaired. The measurement of impaired loans is generally based upon the present value of future cash flows discounted at the historical effective interest rate, except that all collateral-dependent loans are measured for impairment based on the fair value of the collateral, less costs to sell. At December 31, 2021, the Bank's position in impaired loans consisted of 56 loans totaling \$11.3 million. Of these loans, 18 loans, totaling \$2.3 million, were valued using the present value of future cash flows method; and 38 loans, totaling \$9.0 million, were valued based on a collateral analysis. For all other loans, the Company uses the general allocation methodology that establishes an allowance to estimate the probable incurred loss for each risk-rating category. Note 1 to the consolidated financial statements describes the methodology used to determine the allowance for loan losses and a discussion of the factors driving changes in the amount of the allowance for loan losses is included in this report.

**Deferred Income Tax Assets and Liabilities.** Deferred income tax assets and liabilities are determined using the liability method. Under this method, the net deferred tax asset or liability is recognized for the future tax consequences. This is attributable to the differences between the financial statement carrying amounts of existing assets and liabilities and their respective tax bases as well as net operating and capital loss carry forwards. Deferred tax assets and liabilities are measured using enacted tax rates applied to taxable income in the years in which those temporary differences are expected to be recovered or settled. The effect on deferred tax assets and liabilities from a change in tax rates is recognized in income tax expense in the period that includes the enactment date. If current available evidence about the future raises doubt about the likelihood of a deferred tax asset being realized, a valuation allowance is established. The judgment about the level of future taxable income, including that which is considered capital, is inherently subjective and is reviewed on a continual basis as regulatory and business factors change.

**Pension Obligations.** Pension and postretirement benefit plan liabilities and expenses are based upon actuarial assumptions of future events, including fair value of plan assets, interest rates, and the length of time the Company will have to provide those benefits. The assumptions used by management are discussed in Note 14 to the consolidated financial statements contained herein.

**Evaluation of Investment Securities for Other-Than-Temporary-Impairment (“OTTI”).** The Company carries all of its available-for-sale investments at fair value with any unrealized gains or losses reported net of tax as an adjustment to shareholders' equity and included in accumulated other comprehensive income (loss), except for the credit-related portion of debt security impairment losses and OTTI of equity securities which are charged to earnings. The Company's ability to fully realize the value of its investments in various securities, including corporate debt securities, is dependent on the underlying creditworthiness of the issuing organization. In evaluating the debt security (both available-for-sale and held-to-maturity) portfolio for other-than-temporary impairment losses, management considers (1) if we intend to sell the security before recovery of its amortized cost; (2) if it is “more likely than not” we will be required to sell the security before recovery of its amortized cost basis; or (3) if the present value of expected cash flows is not sufficient to recover the entire amortized cost basis. When the fair value of a held-to-maturity or available-for-sale security is less than its amortized cost basis, an assessment is made as to whether OTTI is present. The Company considers numerous factors when determining whether a potential OTTI exists and the period over which the debt security is expected to recover. The principal factors considered are (1) the length of time and the extent to which the fair value has been less than the amortized cost basis, (2) the financial condition of the issuer and (guarantor, if any) and adverse conditions specifically related to the security, industry or geographic area, (3) failure of the issuer of the security to make scheduled interest or principal payments, (4) any changes to the rating of the security by a rating agency, and (5) the presence of credit enhancements, if any, including the guarantee of the federal government or any of its agencies.

**Evaluation of Goodwill.** Management performs an annual evaluation of the Company’s goodwill for possible impairment. Based on the results of the 2021 evaluation, management has determined that the carrying value of goodwill is not impaired as of December 31, 2021. The evaluation approach is described in Note 10 of the consolidated financial statements contained herein.

**Estimation of Fair Value.** The estimation of fair value is significant to several of our assets; including investment securities available-for-sale, interest rate derivative (discussed in detail in Note 22 of the consolidated financial statements), intangible assets, foreclosed real estate, and the value of loan collateral when valuing loans. These are all recorded at either fair value, or the lower of cost or fair value. Fair values are determined based on third party sources, when available. Furthermore, accounting principles generally accepted in the United States require disclosure of the fair value of financial instruments as a part of the notes to the consolidated financial statements. Fair values on our available-for-sale securities may be influenced by a number of factors; including market interest rates, prepayment speeds, discount rates, and the shape of yield curves.

Fair values for securities available-for-sale are obtained from an independent third party pricing service. Where available, fair values are based on quoted prices on a nationally recognized securities exchange. If quoted prices are not available, fair values are measured using quoted market prices for similar benchmark securities. Management made no adjustments to the fair value quotes that were provided by the pricing source. The fair values of foreclosed real estate and the underlying collateral value of impaired loans are typically determined based on evaluations by third parties, less estimated costs to sell. When necessary, appraisals are updated to reflect changes in market conditions.

## **RECENT EVENTS**

On December 20, 2021, the Company announced that its Board of Directors had declared a cash dividend of \$0.07 per share on the Company’s voting common and non-voting common stock, and a cash dividend of \$0.07 per notional share for the issued Warrant relating to the fiscal quarter ending December 31, 2021. The dividend was payable on February 4, 2022 to shareholders of record on January 14, 2022.

## **EXECUTIVE SUMMARY AND RESULTS OF OPERATIONS**

The Company reported net income of \$12.4 million for 2021, an increase of \$5.5 million, or 78.5%, as compared to net income of \$7.0 million for 2020. Net income increased during 2021, as compared to the previous year, due to an increase in net interest income before the provision for loan losses of \$6.7 million, combined with a \$3.4 million decrease in provision for loan losses. These increases were offset by a decrease in noninterest income of \$254,000, an increase in noninterest expenses for the year ended December 31, 2021 of \$2.4 million and an increase in income tax expense of \$2.2 million. Basic and diluted earnings per share in 2021 were both \$2.07 per share, as compared to \$1.17 per share in 2020. Return on average assets increased 38 basis points to 0.98% in 2021 from 0.60% in 2020. Return on average equity increased 448 basis points to 11.91% in 2021 as compared to 7.43% in 2020. The increase in return on average assets in 2021, as compared to the previous year, was primarily due to the increase in net income outpacing average asset growth. Average assets increased in 2021 by \$94.2 million, or 8.1%, as the Company grew its total average assets from \$1.23 billion for the year ended December 31, 2020 to \$1.29 billion for the year ended December 31, 2021. The increase in return on average equity in 2021, as compared to the previous year, was primarily due to the increase in net income outpacing the growth in equity.



Net interest income, before provision for loan losses, increased \$6.7 million, or 21.0%, to \$38.3 million in 2021 on average interest earning assets of \$1.19 billion as compared to net interest income before provision for loan losses of \$31.6 million in 2020 on average interest earning assets of \$1.10 billion. Interest and dividend income increased \$3.3 million in 2021 to \$45.8 million, as compared to interest and dividend income of \$42.5 million in 2020. The aggregate increase in the average balance of interest-earning assets of \$92.6 million was partially offset by a decrease of two basis points in the overall average yield earned on those assets. The \$3.3 million increase in interest and dividend income was further enhanced by a decrease in interest expense of \$3.3 million due to a decrease in the average rate paid on interest-bearing liabilities of 40 basis points in 2021 as compared to 2020, partially offset by an increase in the average balance of interest-bearing liabilities of \$44.1 million.

The Company recorded a provision for loan losses of \$1.0 million in 2021 as compared to \$4.7 million in the prior year. The \$3.7 million year-over-year decrease in provision for loan losses was primarily due to continuing improvements in nonaccrual loans and general economic conditions. Additionally, the provision for loan losses in 2021 reflected a decrease in nonperforming loans of \$13.0 million at December 31, 2021, as compared to December 31, 2020. These factors were partially offset within the provision calculation during 2021 by an increase in outstanding loan balances, excluding PPP loans, of \$6.8 million, or 1.0%, in 2021 as compared to 2020. The Company recorded \$1.0 million in net charge-offs in 2021 as compared to \$599,000 in net charge-offs in 2020. The ratio of net charge-offs to average loans therefore increased to 0.12% in 2021 from 0.08% in 2020.

Noninterest income was \$6.2 million in 2021, a decrease of \$254,000, or 3.9%, from \$6.5 million in 2020. This decrease was primarily the result of an \$867,000 decrease in net gains on the sales of loans and foreclosed real estate, and a \$1.0 million decrease in net gains on sales and redemptions of investment securities. The decreased gain on the sales of loans and foreclosed real estate was primarily the result of the sale of \$35.9 million in seasoned, conforming residential mortgage loans that was completed in January 2020 and resulted in the recognition of a gain of \$659,000, which did not recur in 2021. The decrease in the net gains on sales of loans in 2021 was also the result of decreased originations of 1-4 family residential mortgages sold into the secondary market. The increase in the number of residential originations in 2020 was primarily due to significant declines in mortgage loan interest rates in 2020 as compared to the current year. The investment securities sales were part of the Company's portfolio optimization and liquidity management strategies and were sold in order to improve the expected future total returns within the investment portfolio, particularly in light of potentially increased prepayment activity, related to the sharp decline in general interest rates, and/or potential credit downgrade concerns following the onset of the COVID-19 pandemic. Additionally, an increase of \$1.0 million was realized on marketable equitable securities when compared to 2020. Also contributing to the decrease in noninterest income was a decrease in loan servicing fees of \$115,000. All other categories of noninterest income increased in aggregate when compared to 2020. The net increase in these categories of noninterest income was in part due to the Company's increased strategic focus on improving recurring noninterest income. Overall increases in noninterest income occurred in 2021, as compared to the previous year, as a result of a return to more normalized customer activity levels in 2021, especially in comparison to the second and third quarters of 2020. In addition, the Bank decreased the levels of customer fee waivers and forbearances during 2021 that were more routinely granted in 2020 as part of the Bank's response to the local economic effects of the COVID-19 pandemic.

Since 2016, the Company held a passive equity investment, acquired for \$534,000, in an otherwise unaffiliated financial institution. The issuer of that originally-purchased common stock was acquired in June 2020 by another financial institution (the acquiring bank). Upon the closing of the transaction, the acquisition resulted in the Company receiving total cash and stock compensation of \$911,000 for its equity investment, based on the closing stock price of the acquiring institution on June 30, 2020. As a result, during the second quarter of 2020, the Company recorded a net gain on sales and redemptions of investment securities of \$115,000 and a gain on equity securities of \$438,000. The Company retained its shares of the acquiring bank, valued at \$677,000 and \$682,000 at December 31, 2021 and December 31, 2020, respectively, and has the ability to hold the investment indefinitely.

In addition, the Company held a fixed-income, non-exchange traded investment, previously categorized as available-for-sale, which was managed since its acquisition in 2017 by an external party. The investment was previously reported at its stated net asset value, which was \$2.1 million at March 31, 2020. The investment was substantially restructured and subsequently listed on June 17, 2020 as a publicly-traded common stock on the New York Stock Exchange. Due to what management believed were technical factors related to the listing itself, and the almost universal pricing pressure on publicly-traded assets of this type in the then-current uncertain economic environment, the closing stock price at June 30, 2020 was significantly below the historical amortized cost of the investment on that date. Therefore, the restructuring and listing events caused the Company to recognize an unrealized loss in the second quarter of 2020 in the amount of \$1.2 million, which was measured by the difference between the newly-issued stock's closing price at June 30, 2020 and its net asset value at March 31, 2020. The investment's fair market value subsequently appreciated significantly in the second half of 2020 and during the period of time the Bank held the investment in 2021. In August 2021, the investment, including all interest and dividends received from its issuer since its initial purchase date had substantially reached a breakeven position on a cash flow basis and was sold in its entirety. In 2021, dividend income related to this investment and the net improvement in the fair market value of this investment, recognized through earnings, were \$78,000 and \$387,000, respectively. After June 30, 2020, through December 31, 2020, dividend income related to this investment and the net change in the fair market value of this investment, recognized through earnings, were \$78,000 and \$250,000, respectively.

Noninterest expense increased \$2.4 million, or 9.6%, to \$27.5 million in 2021 from \$25.1 million in 2020. The year-over-year increase in noninterest expense was driven by increases in most categories except foreclosed real estate. The Company experienced material declines in substantially all forms of noninterest expenses following the inception of the COVID-19 pandemic which began in March 2020. Accordingly, the Company progressively returned to less restricted operations and noninterest expenses have returned to the levels considered by its management to be prudent for the effective long-term management of the Company. The increase in noninterest expense was primarily driven by an increase of \$916,000 in salaries and employee benefits expenses, a \$417,000 increase in professional and other services, a \$257,000 increase in advertising, a \$218,000 increase in audits and exams expense, a \$159,000 increase in data processing expense, a \$143,000 increase in FDIC assessments, a \$108,000 increase in building and occupancy expense, and a \$82,000 and \$66,000 increase in insurance agency expense and other expenses, respectively. The increase in net salaries expense was partially the result of increased PPP loan originations in 2020 and the deferral of employee-related expenses in 2020 related to those originations. The increases in professional and other services fees, and audits and exams expense were primarily related to the Bank's increased internal controls testing under FDICIA requirements for institutions with assets greater than \$1 billion and additional expenses for the Company as a result of the COVID-19 pandemic. Building and occupancy costs increased as a result of an increase in maintenance costs and depreciation expense of \$79,000 and \$48,000, respectively. These increases are consistent with the Company's recent refurbishments of certain branch and administrative locations and the relative timing of certain maintenance activities. Data processing costs increased due to increases in internet banking costs and processing costs. These increases are consistent with the Company's customer and operational growth. The FDIC assessment increased as a result of an increase in the average balance of deposits, including an increase in the average balance of brokered time deposits. Insurance agency expense increased as a result of a general increase in personnel costs and other administrative costs related to the Agency.

Total assets were \$1.29 billion at December 31, 2021 as compared to \$1.23 billion at December 31, 2020. The increase in total assets of \$57.7 million, or 4.7%, was the result of the increase in investment securities of \$50.7 million, a \$7.0 million increase in loans and a \$5.6 million increase in bank owned life insurance. All other assets, excluding cash and cash equivalents, increased by a net \$1.0 million. Cash and cash equivalents decreased by \$6.3 million. The increase in total assets in 2021 was funded largely by a \$59.4 million increase in deposits, specifically a \$71.6 million increase in customer deposits, offset by a \$12.2 million decrease in brokered deposits.

Net loan charge-offs to average loans were 0.12% for 2021, as compared to 0.08% for 2020. Nonperforming loans to total loans were 1.00% at December 31, 2021, down 158 basis points compared to 2.58% at December 31, 2020. The allowance for loan losses to nonperforming loans at December 31, 2021 was 155.99%, compared with 59.89% at December 31, 2020. Total nonperforming loans decreased \$13.0 million, or 61%, between December 31, 2020 and December 31, 2021, driven by decreases of \$11.6 million and \$1.7 million in nonperforming commercial and commercial real estate loans and residential real estate loans respectively, partially offset by an increase of \$357,000 in consumer loans. The decrease in nonperforming commercial and commercial real estate loans in 2021 was primarily due to the return of two commercial loan relationships, comprised of two individual loans, with aggregate outstanding loan balances of \$12.0 million, to accrual status during the year. These loans were initially placed in nonaccrual status in 2020. These relationships, which included loans secured by third-party pledges and/or business assets, as well as loans collateralized by commercial real estate were making all required payments, as agreed, at December 31, 2021.

Pursuant to the CARES Act and subsequent legislation, financial institutions had the option to temporarily suspend certain requirements under U.S. generally accepted accounting principles related to troubled debt restructurings for a limited period of time to account for the effects of COVID-19. This provision allowed a financial institution the option to not apply the guidance on accounting for troubled debt restructurings to loan modifications, such as extensions or deferrals, related to COVID-19 made between March 1, 2020 and the earlier of (i) January 1, 2022 or (ii) 60 days after the end of the COVID-19 national emergency. The relief could only be applied to modifications for borrowers that were not more than 30 days past due as of December 31, 2019. The Bank elected to adopt these provisions of the CARES Act in 2020. Management monitored these entities closely and has incorporated our current estimate of the ultimate collectability of these loans into the reported allowance for loan losses at December 31, 2021. Overall the ratio of the allowance for loan losses to year end loans remained stable at 1.57% and 1.55% for December 31, 2021 and December 31, 2020, respectively.

Total past due loans measured as a percent of total loans, increased from 1.85% at December 31, 2020 to 2.14% at December 31, 2021, primarily due to an increase of \$2.8 million in past due commercial loans and a \$317,000 increase in past due consumer loans, partially offset by a \$650,000 decrease in past due residential loans. The level of nonperforming loans decreased in aggregate by \$13.0 million led by a decrease of \$11.6 million in nonperforming commercial loans, a \$1.7 million decrease in nonperforming residential loans, and partially offset by a \$357,000 increase in nonperforming consumer loans. Commensurate with the decrease in nonperforming loans to year end loans, the ratio of nonperforming assets to total assets decreased to 0.99% at December 31, 2021 from 2.58% at December 31, 2020.

The Company's shareholders' equity increased \$12.8 million, or 13.2%, to \$110.3 million at December 31, 2021 from \$97.5 million at December 31, 2020. This increase was primarily due to a \$10.7 million increase in retained earnings, a \$968,000 increase in comprehensive income, a \$1.0 million increase in additional paid in capital and a \$180,000 increase in ESOP shares earned. Comprehensive income increased primarily as the result of a reduction in the losses on derivatives and hedging activities and

unrealized gains on retirement plans, partially offset by the unrealized losses on available for sale securities during 2021. The increase in retained earnings resulted from \$12.5 million in net income recorded in 2021. Partially offsetting this increase in retained earnings were \$1.3 million for cash dividends declared on our voting common stock, \$290,000 for cash dividends on our non-voting common stock, \$97,000 for cash dividends declared on our former preferred stock, and \$35,000 for cash dividends declared on our issued warrant.

### **Net Interest Income**

Net interest income is the Company's primary source of operating income. It is the amount by which interest earned on interest-earning deposits, loans and investment securities exceeds the interest paid on deposits and borrowed money. Changes in net interest income and the net interest margin ratio resulted from the interaction between the volume and composition of interest earning assets, interest-bearing liabilities, and their respective yields and funding costs.

The following comments refer to the table of Average Balances and Rates and the Rate/Volume Analysis, both of which follow below.

Net interest income, before provision for loan losses, increased \$6.7 million, or 21.0%, to \$38.3 million in 2021 as compared to \$31.6 million in the previous year. Our net interest margin for the year ended December 31, 2021 increased to 3.21% from 2.88% for the comparable prior year. The increase in net interest income was primarily due to a \$3.3 million, or 7.8%, increase in interest and dividend income in 2021 to \$45.8 million primarily as a result of the \$92.6 million, or 8.4%, increase in the average balance of interest earning assets (due primarily to loan growth), partially offset by a two basis point decrease in the average yield earned on those assets. This increase in net interest income was additionally enhanced by a decrease in interest expense of \$3.3 million, or 30.7%, during 2021, as compared to the previous year. The decrease in interest expense was primarily due to a decrease in the average rate paid on interest-bearing liabilities of 40 basis points in 2021 as compared to 2020, partially offset by an increase in the balance of average interest-bearing liabilities of \$44.1 million.

## Average Balances and Rates

The following table sets forth information concerning average interest-earning assets and interest-bearing liabilities and the yields and rates thereon. Interest income and resultant yield information in the table has not been adjusted for tax equivalency. Averages are computed on the daily average balance for each month in the period divided by the number of days in the period. Yields and amounts earned include loan fees. Nonaccrual loans have been included in interest-earning assets for purposes of these calculations.

	For the years ended December 31,					
	2021			2020		
	Average Balance	Interest	Average Yield / Cost	Average Balance	Interest	Average Yield / Cost
<i>(Dollars in thousands)</i>						
<b>Interest-earning assets:</b>						
Loans	\$ 833,308	\$ 37,026	4.44%	\$ 797,099	\$ 35,421	4.44%
Taxable investment securities	313,392	8,576	2.74%	256,590	6,848	2.67%
Tax-exempt investment securities	16,191	216	1.33%	8,992	159	1.77%
Fed funds sold and interest-earning deposits	28,765	9	0.03%	36,366	79	0.22%
Total interest-earning assets	1,191,656	45,827	3.85%	1,099,047	42,507	3.87%
<b>Noninterest-earning assets:</b>						
Other assets	82,130			79,024		
Allowance for loan losses	(13,992)			(10,584)		
Net unrealized gains (losses) on available-for-sale securities	1,482			(447)		
Total assets	\$ 1,261,276			\$ 1,167,040		
<b>Interest-bearing liabilities:</b>						
NOW accounts	\$ 93,950	\$ 286	0.30%	\$ 79,338	\$ 159	0.20%
Money management accounts	15,916	17	0.11%	15,482	18	0.12%
MMDA accounts	245,329	990	0.40%	211,191	1,381	0.65%
Savings and club accounts	122,275	159	0.13%	96,381	97	0.10%
Time deposits	366,724	3,262	0.89%	407,910	6,457	1.58%
Subordinated loans	32,736	1,790	5.47%	20,421	1,101	5.39%
Borrowings	79,362	1,028	1.30%	81,434	1,651	2.03%
Total interest-bearing liabilities	956,292	7,532	0.79%	912,157	10,864	1.19%
<b>Noninterest-bearing liabilities:</b>						
Demand deposits	189,434			148,739		
Other liabilities	11,419			12,558		
Total liabilities	1,157,145			1,073,454		
Shareholders' equity	104,131			93,586		
Total liabilities & shareholders' equity	\$ 1,261,276			\$ 1,167,040		
Net interest income		\$ 38,295			\$ 31,643	
Net interest rate spread			3.06%			2.68%
Net interest margin			3.21%			2.88%
Ratio of average interest-earning assets to average interest-bearing liabilities			124.61%			120.49%

## Rate/Volume Analysis

Net interest income can also be analyzed in terms of the impact of changing interest rates on interest-earning assets and interest-bearing liabilities, and changes in the volume or amount of these assets and liabilities. The following table represents the extent to which changes in interest rates and changes in the volume of interest-earning assets and interest-bearing liabilities have affected the Company's interest income and interest expense during the years indicated. Information is provided in each category with respect to: (i) changes attributable to changes in volume (change in volume multiplied by prior rate); (ii) changes attributable to changes in rate (changes in rate multiplied by prior volume); and (iii) total increase or decrease. Changes attributable to both rate and volume have been allocated ratably. Tax-exempt securities have not been adjusted for tax equivalency.

	Years Ended December 31,					
	2021 vs 2020			2020 vs. 2019		
	Increase/(Decrease) Due to			Increase/(Decrease) Due to		
(In thousands)	Volume	Rate	Total Increase (Decrease)	Volume	Rate	Total Increase (Decrease)
<b>Interest Income:</b>						
Loans	\$ 1,609	\$ (4)	\$ 1,605	\$ 4,878	\$ (3,492)	\$ 1,386
Taxable investment securities	1,550	178	1,728	731	(1,124)	(393)
Tax-exempt investment securities	103	(46)	57	27	(46)	(19)
Fed funds sold and interest-earning deposits	(14)	(56)	(70)	175	(400)	(225)
Total interest and dividend income	3,248	72	3,320	5,811	(5,062)	749
<b>Interest Expense:</b>						
NOW accounts	33	94	127	24	15	39
Money management accounts	0	(1)	(1)	2	(5)	(3)
MMDA accounts	198	(589)	(391)	187	(578)	(391)
Savings and club accounts	30	32	62	14	(15)	(1)
Time deposits	(598)	(2,597)	(3,195)	942	(3,187)	(2,245)
Subordinated loans	673	16	689	289	(51)	238
Borrowings	(41)	(582)	(623)	88	(389)	(301)
Total interest expense	295	(3,627)	(3,332)	1,546	(4,210)	(2,664)
Net change in net interest income	\$ 2,953	\$ 3,699	\$ 6,652	\$ 4,265	\$ (852)	\$ 3,413

## Interest Income

Changes in interest income result from changes in the average balances of loans, securities, and interest-earning deposits and the related average yields on those balances.

Interest and dividend income increased \$3.3 million, or 7.8%, to \$45.8 million in 2021 as compared to \$42.5 million in 2020 due principally to the \$92.6 million, or 8.4%, increase in average interest-earning assets. The average balance of loans increased \$36.2 million, or 4.5%, in 2021, as compared to the previous year. This increase reflected the Company's continued success in its expansion within the greater Syracuse market and the Company's continued participation in the PPP loan program during 2021. The average yield earned on loans in 2021 remained consistent with 2020 levels at 4.44%. The \$36.2 million increase in the average balance of loans in 2021 therefore resulted in a \$1.6 million increase in loan income recorded in 2021 as compared to 2020. The average balance of PPP loans outstanding in 2021 was \$75.5 million with an average yield of 3.33%. Excluding PPP loans, the average balance of loans was \$748.5 million with an average yield of 4.52%. The average balance of taxable investment securities increased \$56.8 million, or 22.1%, when compared to the prior year. This increase in investment securities was partially the result of increases in government and agency securities which are pledged as collateral for municipal deposits. The increase in the average balance of taxable investment securities resulted in \$1.6 million of income recorded in 2021, as compared to 2020. The average yields earned on taxable investment securities increased seven basis points to 2.74% in 2021 as compared to 2.67% in 2020, accounting for an increase in interest income of \$178,000 in 2021.



## Interest Expense

Changes in interest expense result from changes in the average balances of deposits and borrowings and the related average interest costs on those balances.

Interest expense decreased \$3.3 million, or 30.7%, to \$7.5 million in 2021, as compared to \$10.9 million in the previous year. The decrease in interest expense was primarily the result of a decrease in interest paid on time deposits of \$3.2 million. Decreases between 2021 and 2020 were recorded in average rates paid on time deposits of 69 basis points. The decrease in the average rates paid on those deposits reflected the general decline in market interest rates during 2021. Partially offsetting the reduction in interest expense on deposits was an increase of \$33.9 million, or 4.2%, in the average balance of interest-bearing deposits in 2021 as compared to the previous year. Further contributing to the decrease in interest expense was a \$623,000 decrease in borrowings expense, which also was attributable to a general decline in market interest rates during 2021. These decreases in borrowed funds expense were partially offset by a \$689,000 increase in subordinated debt expense, which was the result of the Company's completion of a private placement of the fixed-to-floating rate 2020 subordinated loan during the fourth quarter of 2020. The Company redeemed approximately \$10.0 million of previously issued loans that were outstanding on December 31, 2020, during the second quarter of 2021.

## Provision for Loan Losses

We establish a provision for loan losses, which is charged to operations, at a level management believes is appropriate to absorb probable incurred credit losses in the loan portfolio. In evaluating the level of the allowance for loan losses, management considers historical loss experience, the types and amount of loans in the loan portfolio, adverse situations that may affect a borrower's ability to repay, estimated value of any underlying collateral, and prevailing economic conditions. This evaluation is inherently subjective as it requires estimates that are susceptible to significant revision as more information becomes available or as future events change. The provision for loan losses represents management's estimate of the amount necessary to maintain the allowance for loan losses at an adequate level.

The Company recorded a provision for loan losses of \$1.0 million in 2021 as compared to \$4.7 million in the prior year. The \$3.7 million year-over-year decrease in provision for loan losses was primarily due to continuing reductions during 2021 in the level of nonaccrual loans held by the Bank, as well as observed improvements in both local and national economic conditions corresponding with the general diminution of the effects of the pandemic in 2021. The provision for loan losses in 2021 reflected a decrease in nonperforming loans of \$13.0 million at December 31, 2021 as compared to December 31, 2020. The Company recorded \$1.0 million in net charge-offs in 2021 as compared to \$599,000 in net charge-offs in 2020. The ratio of net charge-offs to average loans therefore increased to 0.12% in 2021 from 0.08% in 2020.

Nonperforming loans to total loans were 1.00% at December 31, 2021, down 158 basis points compared to 2.58% at December 31, 2020. The allowance for loan losses to non-performing loans at December 31, 2021 was 155.99%, compared with 59.89% at December 31, 2020. Total nonperforming loans decreased \$13.0 million, or 61%, between December 31, 2020 and December 31, 2021, driven by decreases of \$11.6 million and \$1.7 million in nonperforming commercial and commercial real estate loans and residential real estate loans respectively, partially offset by an increase of \$357,000 in consumer loans. The decrease in nonperforming commercial and commercial real estate loans in 2021 was primarily due to the return of two commercial loan relationships, comprised of two individual loans, with aggregate outstanding loan balances of \$12.0 million, to accrual status during the year. These loans were initially placed in nonaccrual status in 2020. These relationships, which included loans secured by third-party pledges and/or business assets, as well as loans collateralized by commercial real estate were making all required payments, as agreed, at December 31, 2021.

## Noninterest Income

The Company's noninterest income is primarily comprised of fees on deposit account balances and transactions, loan servicing, commissions and net gains or losses on sales of securities, loans, and foreclosed real estate.

The following table sets forth certain information on noninterest income for the years indicated.

<i>(Dollars in thousands)</i>	Years Ended December 31,			
	2021	2020	Change	
Service charges on deposit accounts	\$ 1,464	\$ 1,395	\$ 69	4.9%
Earnings and gain on bank owned life insurance	559	460	99	21.5%
Loan servicing fees	246	361	(115)	-31.9%
Debit card interchange fees	923	771	152	19.7%
Insurance agency revenue	1,048	955	93	9.7%
Other charges, commissions and fees	1,058	917	141	15.4%
Noninterest income before gains	5,298	4,859	439	9.0%
Net gains on sales and redemptions of investment securities	37	1,076	(1,039)	-96.6%
Net gains on sales of loans and foreclosed real estate	313	1,179	(866)	-73.5%
Net gains on sale of premises and equipment	201	-	201	>100. %
Gains (losses) on marketable equity securities	382	(629)	1,011	-160.7%
Total noninterest income	\$ 6,231	\$ 6,485	\$ (254)	-3.9%

Noninterest income for the year ended December 31, 2021 decreased \$254,000, or 3.9%, to \$6.2 million from \$6.5 million for the year ended December 31, 2020. Noninterest income before gains (losses) on the sales and redemptions of investment securities, gains (losses) on marketable equity securities, gains on the sale of loans and foreclosed real estate and gains on sale of premises and equipment, increased \$439,000, or 9.0%, to \$5.3 million in 2021 as compared to \$4.9 million in 2020. This \$439,000 increase in 2021 as compared with the previous year, was primarily due to increases in debit card interchange fees, other charges, commissions and fees and earnings and gain on bank owned life insurance of \$152,000, \$141,000, and \$99,000, respectively, partially offset by a decrease in loan servicing fees of \$115,000. The increase in debit card interchange was due to an increase in the number of consumer checking accounts and generally increased consumer spending activity following the lessening or outright elimination of the most severe restrictions related to the pandemic in 2021. The \$141,000 increase in other charges, commissions and fees in 2021, as compared to the previous year, was primarily due to an increase of investment services revenue of \$97,000. The \$99,000 increase in the gain on bank owned life insurance was primarily due to an increase in the average balance of bank owned life insurance held from \$17.8 million held in 2020 to \$22.0 million held in 2021. The \$115,000 year over year decrease in loan servicing fees was primarily due to reduced loan prepayment fee collections in 2021, as compared to the previous year. Fee collections of this type are generally related to commercial mortgage and commercial real estate loan activity and will vary from year to year based on a number of factors including the level of fee waivers and other concessions offered to customers as a part of refinancing negotiations.

In comparing the year ended December 31, 2021 to the previous year, net gains on the sales of loans and foreclosed real estate decreased \$866,000 and net gains on the sales and redemptions of investment securities decreased \$1.0 million. The decrease in gains on the sales of loans and foreclosed real estate was primarily the result of the January 2020 sale of \$35.9 million in seasoned, conforming residential mortgage loans that resulted in the recognition of a gain of \$659,000. There were no similar sales of seasoned portfolio loans in 2021. Additionally, the decrease in the net gains on sale of loans in 2021 was also the result of fewer sales of newly-originated 1-4 family residential mortgages into the secondary market than in the previous year due to a modest decrease in loan application volume and certain changes made to the Bank's product mix. The changes in product mix were primarily related to a higher percentage of construction-to permanent financing loans that were retained in portfolio during 2021 than in the previous year.

Since 2016, the Company held a passive equity investment, acquired for \$534,000, in an otherwise unaffiliated financial institution. The issuer of that originally-purchased common stock was acquired in June 2020 by another financial institution (the acquiring bank). Upon the closing of the transaction, the acquisition resulted in the Company receiving total cash and stock compensation of \$911,000 for its equity investment, based on the closing stock price of the acquiring institution on June 30, 2020. As a result, during the second quarter of 2020, the Company recorded a net gain on sales and redemptions of investment securities of \$115,000 and a gain on equity securities of \$438,000.

In addition, the Company held a fixed-income, non-exchange traded investment, previously categorized as available-for-sale, which was managed since its acquisition in 2017 by an external party. The investment was previously reported at its stated net asset value, which was \$2.1 million at March 31, 2020. The investment, was substantially restructured and subsequently listed on June 17, 2020 as a publicly-traded common stock on the New York Stock Exchange. Due to what management believed were technical factors related to the listing itself, and the almost universal pricing pressure on publicly-traded assets of his type in the then-current uncertain economic environment, the closing stock price at June 30, 2020 was significantly below the historical amortized cost of the investment on that date. Therefore, the restructuring and listing events caused the Company to recognize an unrealized loss in the second quarter of 2020 of \$1.2 million, which was measured by the difference between the newly-issued stock's closing price at June 30, 2020 and its net asset value at March 31, 2020. The investment's fair market value subsequently appreciated significantly in the second half of 2020 and during the period of time the Bank held the investment in 2021. In August 2021, the investment, including all interest and dividends received from its issuer since its initial purchase date had substantially reached a breakeven position on a cash flow basis and was sold in its entirety. In 2021, dividend income related to this investment and the net change in the fair market value of this investment, recognized through earnings, were \$78,000 and \$387,000, respectively. After June 30, 2020, through December 31, 2020, dividend income related to this investment and the net change in the fair market value of this investment, recognized through earnings, were \$78,000 and \$250,000, respectively. The decrease in net gains on sales and redemptions of investment securities was primarily due to investment securities sales in 2020 which were part of the Company's portfolio optimization and liquidity management strategies and were sold in order to improve the expected future total returns within the investment portfolio, particularly in light of potentially increased prepayment activity, related to the sharp decline in general interest rates, and/or potential credit downgrade concerns following the onset of the COVID-19 pandemic.

### Noninterest Expense

The following table sets forth certain information on noninterest expense for the years indicated.

<i>(Dollars in thousands)</i>	Years Ended December 31,			
	2021	2020	Change	
Salaries and employee benefits	\$ 14,384	\$ 13,468	\$ 916	6.8%
Building occupancy	3,121	3,013	108	3.6%
Data processing	2,555	2,396	59	6.6%
Professional and other services	1,627	1,210	417	34.5%
Advertising	1,198	941	257	27.3%
FDIC assessments	874	699	175	25.0%
Audits and exams	725	507	218	43.0%
Insurance agency expense	825	743	82	11.0%
Community service activities	220	199	21	10.6%
Foreclosed real estate expenses	46	50	(4)	-8.0%
Other expenses	1,920	1,854	66	3.6%
<b>Total noninterest expenses</b>	<b>\$ 27,495</b>	<b>\$ 25,080</b>	<b>\$ 2,415</b>	<b>9.6%</b>

Noninterest expense increased \$2.4 million, or 9.6%, to \$27.5 million in 2021 from \$25.1 million in 2020. The year-over-year increase in noninterest expense was principally driven by increases in most categories of noninterest expense. The Company experienced material declines in substantially all forms of noninterest expenses following the inception of the COVID-19 pandemic which began in March 2020. Accordingly, the Company progressively returned to less restricted operations and noninterest expenses have returned to the levels considered by its management to be prudent for the effective long-term management of the Company.

The increase in noninterest expense was primarily driven by an increase of \$916,000 in personnel expenses, a \$417,000 increase in professional and other services, a \$257,000 increase in advertising, a \$218,000 increase in audits and exams expense, a \$159,000 increase in data processing expense, a \$143,000 increase in FDIC assessments, a \$108,000 increase in building and occupancy expense, and a \$82,000 and \$66,000 increase in insurance agency expense and other expenses, respectively. The increase in net salaries expense was partially the result of increased PPP loan originations in 2020 and the deferral of employee-related expenses in 2020 related to those originations. The increases in professional and other services fees, and audits and exams expense were primarily related to the Bank's increased internal controls testing under FDICIA requirements for institutions with assets greater than \$1 billion and additional expenses for the Company as a result of the COVID-19 pandemic. Building and occupancy costs increased as a result of an increase in maintenance costs and depreciation expense of \$79,000 and \$48,000, respectively. These increases are consistent with the Company's recent refurbishments of certain branch and administrative locations and the relative timing of certain maintenance activities. Data processing costs increased due to increases in internet banking costs and processing costs. These increases are consistent with the Company's customer and operational growth. The FDIC assessment increased as a result of an increase in the average balance of deposits, including an increase in the average balance of brokered time deposits. Insurance agency expense increased as a result of a general increases in personnel costs and other administrative costs related to the Agency.

## **Income Tax Expense**

The Company reported income tax expense of \$3.5 million in 2021 and \$1.3 million in 2020, an increase of \$2.2 million when compared to the previous year. This increase was the result of the increase in pretax net income of \$7.7 million, combined with an increase in the effective tax rate in 2021, as described below.

The Company's effective tax rate was 22.4% in 2021, as compared to 15.9% in 2020. The Company's effective tax rate in 2021 was increased from the federal statutory income tax rate of 21.0% primarily due to the effects of New York State taxation, net of federal tax benefit, partially offset by the effects of tax exempt income received in the form of interest on tax exempt loans and investment securities, and the increase in the value of its bank owned life insurance.

The Company's effective tax rate was 15.9% in 2020. The Company's effective tax rate was reduced from the federal statutory income tax rate of 21.0% by 3.8% in 2020 as a result of anticipated New York State tax refunds described below and 2.0% by the combined effects of tax exempt income received in the form of interest on tax exempt loans and investment securities, and the increase in the value of its bank owned life insurance.

During 2021, the Company disposed of an equity security investment that resulted in a capital loss. Under current IRS law, capital losses are allowed to be carried back for a period of three years and carried forward five years. The allowable portion that can be carried back will result in an approximate tax benefit of \$56,000. The Company believes that forecasted future capital gains make it likely that such capital losses will not be utilized in future periods, therefore, a valuation allowance has been provided on these capital losses.

In the first quarter of 2021, the Company filed amended New York State tax returns for 2015 through 2017 (the "carryback years"). The returns were amended from their original filings in order to file carryback claims utilizing New York State net operating losses generated under New York State tax law in 2018. As a result, the Company received \$316,000 in tax refunds from New York State for taxes previously paid in the carryback years. This refund has been applied to the effective tax rate of the Company in 2020 in accordance with GAAP. The recognition of this tax refund in 2020 reduced the Company's effective tax rate by 3.8% in 2020.

As a Maryland business corporation, the Company is required to file an annual report with, and pay franchise taxes to, the State of Maryland.

See Note 17 to the consolidated financial statements for the reconciliation of the statutory tax rate to the effective tax rate.

## **Earnings Per Share**

Basic and diluted earnings per share for the year ended December 31, 2021 were both \$2.07, as compared to basic and diluted earnings per share of \$1.17 for the year ended December 31, 2020. The increase in earnings per share between these two periods was due to the increase in net income available to common shareholders between these two time periods. Further information on earnings per share can be found in Note 3 of this Form 10-K.

## ***CHANGES IN FINANCIAL CONDITION***

Total assets were \$1.29 billion at December 31, 2021 as compared to \$1.23 billion at December 31, 2020. The increase in total assets of \$57.7 million, or 4.7%, was the result of the increase in investment securities of \$50.7 million, a \$6.8 million increase in loans, principally commercial loans, and a \$5.6 million increase in bank owned life insurance. All other assets, excluding cash and cash equivalents, increased by a net \$1.0 million. Cash and cash equivalents decreased by \$6.3 million. The increase in total assets in 2021 was funded largely by a \$59.4 million increase in deposits to \$1.1 billion at December 31, 2021 and a \$71.6 million increase in customer deposits, offset by a \$12.2 million decrease in brokered deposits.

## Investment Securities

The investment portfolio represented 27.2% of the Company's average interest earning assets in 2021 and is designed to generate a favorable rate of return in consideration of all risk factors associated with debt securities while assisting the Company in meeting its liquidity needs and interest rate risk strategies. All of the Company's investments, with the exception of marketable equity securities, are classified as either available-for-sale or held-to-maturity. The Company does not hold any trading securities. The Company invests primarily in securities issued by United States Government agencies and sponsored enterprises ("GSE"), mortgage-backed securities, collateralized mortgage obligations, state and municipal obligations, mutual funds, equity securities, investment grade corporate debt instruments, and common stock issued by the FHLB NY. By investing in these types of assets, the Company reduces the credit risk of its asset base through geographical and collateral-type diversification but must accept lower yields than would typically be available on loan products. Our mortgage-backed securities and collateralized mortgage obligations portfolios include privately-issued but substantially over-collateralized pass-through securities as well as pass-through securities guaranteed by Fannie Mae, Freddie Mac, or Ginnie Mae.

At December 31, 2021, available-for-sale investment securities increased 48.6% to \$190.6 million and held-to-maturity investment securities decreased 6.0% to \$160.9 million as compared to December 31, 2020. There were no securities that exceeded 10% of consolidated shareholders' equity.

Our available-for-sale investment securities are carried at fair value and our held-to-maturity investment securities are carried at amortized cost.

The following table sets forth the carrying value of the Company's investment portfolio at December 31:

<i>(In thousands)</i>	Available-for-Sale			Held-to-Maturity		
	2021	2020	2019	2021	2020	2019
<b>Investment Securities:</b>						
US treasury, agencies and GSEs	\$ 32,273	\$ 6,416	\$ 16,820	\$ -	\$ 1,000	\$ 1,998
State and political subdivisions	39,199	23,753	1,736	14,790	16,482	8,534
Corporate	14,127	12,668	12,554	46,290	36,441	25,779
Asset backed securities	13,613	8,607	13,232	14,636	18,414	23,099
Residential mortgage-backed - US agency	22,164	25,211	18,980	9,740	11,807	13,715
Collateralized mortgage obligations - US agency	12,285	26,464	30,785	11,362	24,482	19,607
Collateralized mortgage obligations - Private label	56,731	24,936	16,821	64,105	62,598	30,256
Common stock - financial services industry	206	206	206	-	-	-
<b>Total investment securities</b>	<b>\$ 190,598</b>	<b>\$ 128,261</b>	<b>\$ 111,134</b>	<b>\$ 160,923</b>	<b>\$ 171,224</b>	<b>\$ 122,988</b>



The following table sets forth the scheduled maturities, amortized cost, fair values and average yields for the Company's investment securities at December 31, 2021. Average yield is calculated on the amortized cost to maturity. Adjustable rate mortgage-backed securities are included in the period in which interest rates are next scheduled to be reset.

#### AVAILABLE FOR SALE

	One Year or Less		More Than One to Five Years		More Than Five to Ten Years	
	Amortized Cost	Annualized Weighted Avg Yield	Amortized Cost	Annualized Weighted Avg Yield	Amortized Cost	Annualized Weighted Avg Yield
<i>(Dollars in thousands)</i>						
<b>Debt investment securities:</b>						
US Treasury, agencies and GSEs	\$ -	-	\$ -	-	\$ 32,669	1.32%
State and political subdivisions	-	-	-	-	-	-
Corporate	5,886	0.95%	4,546	3.12%	2,215	4.21%
Asset backed securities	-	-	278	4.75%	-	-
Total	\$ 5,886	0.95%	\$ 4,824	3.21%	\$ 34,884	1.50%
<b>Mortgage-backed securities:</b>						
Residential mortgage-backed - US agency	\$ 17	1.99%	\$ 3,723	1.28%	\$ -	-
Collateralized mortgage obligations - US agency	2,658	1.12%	-	-	2,324	1.99%
Collateralized mortgage obligations - Private label	1,447	3.11%	13,885	2.61%	7,481	1.77%
Total	\$ 4,122	3.11%	\$ 17,608	2.33%	\$ 9,805	0.47%
<b>Other non-maturity investments:</b>						
Equity securities	\$ 206	0.53%	\$ -	-	\$ -	-
Total	\$ 206	0.53%	\$ -	-	\$ -	-
Total investment securities	\$ 10,214	1.81%	\$ 22,432	2.52%	\$ 44,689	1.28%

	More Than Ten Years		Total Investment Securities			
	Amortized Cost	Annualized Weighted Avg Yield	Amortized Cost	Fair Value	Annualized Weighted Avg Yield	
<i>(Dollars in thousands)</i>						
<b>Debt investment securities:</b>						
US Treasury, agencies and GSEs	\$ -	-	\$ 32,669	\$ 32,273		1.32%
State and political subdivisions	37,861	2.06%	37,861	39,199		2.06%
Corporate	957	5.05%	13,604	14,127		3.33%
Asset backed securities	13,414	1.53%	13,692	13,613		3.14%
Total	\$ 52,232	1.89%	\$ 97,826	\$ 99,212		2.15%
<b>Mortgage-backed securities:</b>						
Residential mortgage-backed - US agency	\$ 18,741	1.32%	\$ 22,481	\$ 22,164		1.53%
Collateralized mortgage obligations - US agency	7,676	1.97%	12,658	12,285		1.69%
Collateralized mortgage obligations - Private label	34,035	2.38%	56,848	56,731		2.47%
Total	\$ 60,452	2.00%	\$ 91,987	\$ 91,180		2.14%
<b>Other non-maturity investments:</b>						
Equity securities	\$ -	-	\$ 206	\$ 206		0.53%
Total	\$ -	-	\$ 206	\$ 206		0.53%
Total investment securities	\$ 112,684	1.95%	\$ 190,019	\$ 190,598		2.14%

## HELD-TO-MATURITY

	One Year or Less		More Than One to Five Years		More Than Five to Ten Years	
	Amortized Cost	Annualized Weighted Avg Yield	Amortized Cost	Annualized Weighted Avg Yield	Amortized Cost	Annualized Weighted Avg Yield
<i>(Dollars in thousands)</i>						
<b>Debt investment securities:</b>						
State and political subdivisions	-	-	1,797	3.08%	4,893	2.50%
Corporate	2,817	3.79%	6,937	3.34%	34,798	4.59%
Asset backed securities	-	-	234	4.03%	4,145	2.70%
Total	\$ 2,817	0.00%	\$ 8,968	3.31%	\$ 43,836	4.18%
<b>Mortgage-backed securities:</b>						
Residential mortgage-backed - US agency	\$ -	-	\$ 2,881	3.78%	\$ -	-
Collateralized mortgage obligations - US agency	1,486	3.18%	2,491	3.40%	3,214	2.40%
Collateralized mortgage obligations - Private label	17,066	4.07%	18,060	3.58%	1,984	3.65%
Total	\$ 18,552	0.25%	\$ 23,432	3.59%	\$ 5,198	2.88%
Total investment securities	\$ 21,369	0.22%	\$ 32,400	3.51%	\$ 49,034	4.04%

	More Than Ten Years		Total Investment Securities			
	Amortized Cost	Annualized Weighted Avg Yield	Amortized Cost	Fair Value	Annualized Weighted Avg Yield	
<i>(Dollars in thousands)</i>						
<b>Debt investment securities:</b>						
US Treasury, agencies and GSEs	\$ -	-	\$ -	\$ -	-	
State and political subdivisions	8,101	2.34%	14,791	15,066	2.64%	
Corporate	1,738	3.74%	46,290	47,440	3.87%	
Asset backed securities	10,257	2.32%	14,636	14,515	3.02%	
Total	\$ 20,096	2.45%	\$ 75,717	\$ 77,021	3.47%	
<b>Mortgage-backed securities:</b>						
Residential mortgage-backed - US agency	\$ 6,859	2.38%	\$ 9,740	\$ 9,999	3.08%	
Collateralized mortgage obligations - US agency	4,171	2.57%	11,362	11,720	2.89%	
Collateralized mortgage obligations - Private label	26,994	2.32%	64,104	64,065	3.41%	
Total	\$ 38,024	2.36%	\$ 85,206	\$ 85,784	3.30%	
Total investment securities	\$ 58,120	2.39%	\$ 160,923	\$ 162,805	3.38%	

The yield information disclosed above does not give effect to changes in fair value that are reflected in accumulated other comprehensive loss in consolidated shareholders' equity.

## Loans Receivable

Average loans receivable represented 69.9% of the Company's average interest earning assets in 2021 and account for the greatest portion of total interest income. At December 31, 2021, the Company has the largest portion of its loan portfolio in commercial loan products that represented 53.3% of total loans. These products include credits extended to businesses and political subdivisions within its marketplace that are typically secured by commercial real estate, equipment, inventories, and accounts receivable. The residential mortgage loans product segment represents 29.7% of total loans at December 31, 2021. The consumer loan products represents 17.0% of total loans at December 31, 2021. The Company has seen the proportion of commercial loan products to total loans increase in recent years and it will continue to emphasize these types of loans. Notwithstanding this emphasis, the Company also anticipates a continued commitment to financing the purchase or improvement of residential real estate in its market area.

The following table sets forth the composition of our loan portfolio, including net deferred costs, in dollar amount and as a percentage of loans.

<i>(Dollars in thousands)</i>	December 31,									
	2021		2020		2019		2018		2017	
Residential real estate	\$246,344	29.6%	\$233,094	28.2%	\$212,663	27.2%	\$238,894	38.5%	\$221,623	38.2%
Residential real estate held-for-sale	513	0.1%	1,526	0.2%	35,936	4.6%	-	0.0%	-	0.0%
Commercial real estate	287,279	34.5%	286,066	34.7%	254,781	32.6%	212,622	34.3%	192,540	33.2%
Commercial and tax exempt	156,167	18.8%	194,963	23.6%	148,776	19.0%	116,914	18.8%	111,786	19.2%
Home equity and junior liens	32,048	3.8%	38,941	4.7%	46,688	6.0%	26,416	4.3%	26,235	4.5%
Consumer loans	110,108	13.2%	70,905	8.6%	82,607	10.6%	25,424	4.1%	28,647	4.9%
<b>Total loans receivable</b>	<b>\$832,459</b>	<b>100.0%</b>	<b>\$825,495</b>	<b>100.0%</b>	<b>\$781,451</b>	<b>100.0%</b>	<b>\$620,270</b>	<b>100.0%</b>	<b>\$580,831</b>	<b>100.0%</b>

The following table shows the amount of loans outstanding, including net deferred costs, as of December 31, 2021 which, based on remaining scheduled repayments of principal, are due in the periods indicated. Demand loans having no stated schedule of repayments, no stated maturity, and overdrafts are reported as one year or less. Adjustable and floating rate loans are included in the period on which interest rates are next scheduled to adjust, rather than the period in which they contractually mature. Fixed rate loans are included in the period in which the final contractual repayment is due.

<i>(In thousands)</i>	Due Under One Year		Due 1-5 Years		Due > 5 Years to Fifteen Years		Due Over Fifteen Years		Total
	Real estate:								
Commercial real estate	\$	93,317	\$	174,026	\$	19,671	\$	265	\$ 287,279
Residential real estate		1,404		3,201		70,665		171,587	246,857
<b>Total real estate loans</b>		<b>94,721</b>		<b>177,227</b>		<b>90,336</b>		<b>171,852</b>	<b>534,136</b>
Commercial and tax exempt		97,599		52,124		6,444		-	156,167
Home Equity and junior liens		15,539		1,832		10,065		4,612	32,048
Consumer		26,752		20,955		7,550		54,851	110,108
<b>Total loans</b>	<b>\$</b>	<b>234,611</b>	<b>\$</b>	<b>252,138</b>	<b>\$</b>	<b>114,395</b>	<b>\$</b>	<b>231,315</b>	<b>\$ 832,459</b>

The following table sets forth fixed- and adjustable-rate loans at December 31, 2021 that are contractually due after December 31, 2022:

<i>(In thousands)</i>	Due After One Year
Interest rates:	
Fixed	\$ 366,780
Variable	231,068
<b>Total loans</b>	<b>\$ 597,848</b>

Total loans receivable, including net deferred costs, increased \$7.0 million, or 0.8%, to \$832.5 million at December 31, 2021 when compared to \$825.5 million at December 31, 2020, due to increases in consumer loans and residential mortgage loans of \$32.3 million and \$11.9 million, respectively. These increases were offset by a decrease in commercial loans of \$37.2 million. The increase in consumer loans was primarily due to the purchase of two secured consumer installment loan pools of \$22.3 million and \$24.9 million during 2021. The increase in residential mortgage loans was primarily the result of increased home sales in 2021. The Company does not originate sub-prime, Alt-A, negative amortizing or other higher risk structured residential mortgages. The Company maintained its previously established credit standards, but continued to benefit from the expanding relationship-derived business activity within the markets that the Bank serves. Commercial loans decreased primarily due to decreases of \$41.3 million in PPP loans and \$9.5 million in other commercial and industrial, offset by increases in commercial lines of credit of \$12.8 million. The decrease in commercial loans was primarily due to the forgiveness of \$41.3 million of PPP loans during the year.

## Nonperforming Loans and Assets

The following table represents information concerning the aggregate amount of nonperforming assets:

<i>(Dollars In thousands)</i>	December 31,				
	2021	2020	2019	2018	2017
<b>Nonaccrual loans:</b>					
Commercial and commercial real estate loans	\$ 6,297	\$ 17,978	\$ 3,002	\$ 830	\$ 2,443
Consumer	1,104	747	631	142	363
Residential mortgage loans	891	2,608	1,613	1,176	2,088
Total nonaccrual loans	8,292	21,333	5,246	2,148	4,894
Total nonperforming loans	8,292	21,333	5,246	2,148	4,894
Foreclosed real estate	-	-	88	1,173	468
Total nonperforming assets	\$ 8,292	\$ 21,333	\$ 5,334	\$ 3,321	\$ 5,362
Accruing troubled debt restructurings	\$ 3,605	\$ 3,554	\$ 2,008	\$ 2,574	\$ 2,539
Nonperforming loans to total loans	1.00%	2.58%	0.67%	0.35%	0.84%
Nonperforming assets to total assets	0.65%	1.74%	0.49%	0.36%	0.61%

Nonperforming assets include nonaccrual loans, nonaccrual troubled debt restructurings (“TDR”), and foreclosed real estate (“FRE”). Loans are considered a TDR when, due to a borrower’s financial difficulties, the Company makes a concession(s) to the borrower that it would not otherwise consider. These modifications may include an extension of the term of the loan, and granting a period when interest-only payments can be made, with the principal payments made over the remaining term of the loan or at maturity. TDRs are included in the above table within the categories of nonaccrual loans or accruing TDRs.

Pursuant to the CARES Act and subsequent legislation, financial institutions had the option to temporarily suspend certain requirements under U.S. generally accepted accounting principles related to troubled debt restructurings for a limited period of time to account for the effects of COVID-19. This provision allowed a financial institution the option to not apply the guidance on accounting for troubled debt restructurings to loan modifications, such as extensions or deferrals, related to COVID-19 made between March 1, 2020 and the earlier of (i) January 1, 2022 or (ii) 60 days after the end of the COVID-19 national emergency. The relief could only be applied to modifications for borrowers that were not more than 30 days past due as of December 31, 2019. The Bank elected to adopt these provisions of the CARES Act in 2020. Management monitored these entities closely and has incorporated our current estimate of the ultimate collectability of these loans into the reported allowance for loan losses at December 31, 2021. The ratio of the allowance for loan losses to year end loans was 1.57% and 1.55% for December 31, 2021 and December 31, 2020, respectively.

Total nonperforming loans decreased \$13.0 million, or 61%, between December 31, 2020 and December 31, 2021, driven by decreases of \$11.6 million and \$1.7 million in nonperforming commercial and commercial real estate loans and residential real estate loans respectively, partially offset by an increase of \$357,000 in consumer loans. The decrease in nonperforming commercial and commercial real estate loans in 2021 was primarily due to the return of two commercial loan relationships, comprised of two individual loans, with aggregate outstanding loan balances of \$12.0 million, to accrual status during the year. These loans were initially placed in nonaccrual status in 2020. These relationships, which included loans secured by third-party pledges and/or business assets, as well as loans collateralized by commercial real estate were making all required payments, as agreed, at December 31, 2021.

Management is monitoring these entities closely and has incorporated our current estimate of the ultimate collectability of these loans into the reported allowance for loan losses at December 31, 2021. Management believes that the value of the collateral properties underlying the loans is sufficient to preclude any significant losses related to these loans. Management continues to monitor and react to national and local economic trends as well as general portfolio conditions which may impact the quality of the portfolio, and considers these environmental factors in support of the allowance for loan loss reserve. Management believes that the current level of the allowance for loan losses, at \$12.9 million at December 31, 2021, adequately addresses the current level of risk within the loan portfolio, particularly considering the types and levels of collateralization supporting the substantial majority of the portfolio. The Company maintains strict loan underwriting standards and carefully monitors the performance of the loan portfolio.

There were no Foreclosed Real Estate (“FRE”) balances at December 31, 2021 or December 31, 2020.

The Company generally places a loan on nonaccrual status and ceases accruing interest when loan payment performance is deemed unsatisfactory and the loan is past due 90 days or more. There are no loans that are past due 90 days or more and still accruing interest. The Company considers a loan impaired when, based on current information and events, it is probable that the Company will be unable to collect the scheduled payments of principal and interest when due according to the contractual terms of the loan. Had the loans in nonaccrual status performed in accordance with their original terms, additional interest income of \$592,000 and \$685,000 would have been recorded for the years ended December 31, 2021 and December 31, 2020, respectively.

The measurement of impaired loans is based upon the fair value of the collateral or the present value of future cash flows discounted at the historical effective interest rate for impaired loans when the receipt of contractual principal and interest is probable. At December 31, 2021 and December 31, 2020, the Company had \$11.4 million and \$22.8 million in loans, which were deemed to be impaired, having specific reserves of \$1.9 million and \$2.8 million, respectively. The \$11.5 million year-over-year decrease in impaired loans was principally due to decreases of \$5.6 million, \$4.8 million, \$772,000, \$642,000 and \$81,000 in impaired commercial real estate loans, other commercial and industrial loans, commercial lines of credit, residential loans and other consumer loans, respectively. Home equity and junior liens increased \$415,000 when compared to 2020.

The threshold for individually measuring impairment on commercial real estate or commercial loans remains at \$100,000 and for residential mortgage loans remains at \$300,000 at December 31, 2021. The thresholds described above do not apply to loans that have been classified as troubled debt restructurings, which are individually measured for impairment at the time that the restructuring is affected.

Appraisals are obtained at the time a real estate secured loan is originated. For commercial real estate held as collateral, the property is inspected every two years.

Management has identified certain loans with potential credit profiles that may result in the borrowers not being able to comply with the current loan repayment terms and which may result in possible future impaired loan reporting. Potential problem loans decreased \$2.3 million to \$43.6 million at December 31, 2021, compared to \$45.9 million at December 31, 2020. These loans have been internally classified as special mention, substandard, or doubtful, yet are not currently considered impaired. The decrease in potential problem loans was primarily due to a \$3.2 million decrease in potential problem residential loans and a \$1.6 million decrease in potential problem commercial and industrial loans. These decreases were partially offset by increase in potential problem commercial real estate loans of \$2.5. The decrease in potential problem commercial and industrial loans and residential loans was a result of the loans that were previously potential problem loans, which were deemed to be impaired during 2020.

Total potential problem loans, including impaired loans, were \$43.7 million at December 31, 2021, comprised of special mention, substandard and doubtful loans of \$18.3 million, \$23.8 million and \$1.6 million, respectively. Total potential problem loans, including impaired loans, were \$45.9 million at December 31, 2020, comprised of special mention, substandard and doubtful loans of \$20.7 million, \$23.7 million and \$1.5 million, respectively. Special mention loans decreased \$2.5 million, partially offset by increases in doubtful loans of \$123,000 and substandard loans of \$59,000 at December 31, 2021 as compared to December 31, 2020. The decrease in loans classified as substandard was primarily due to a \$15.5 million increase in commercial loans in 2020, due to the addition of two relationships outstanding comprised of eight loans with an outstanding balance of \$8.9 million. These relationships, include secured loans (secured by third-party pledges, other governmental grants and/or business assets), unsecured loans, and loans collateralized by commercial real estate.

The Company measures delinquency based on the amount of past due loans as a percentage of total loans. The ratio of delinquent loans to total loans increased to 2.14% at December 31, 2021 as compared to 1.85% at December 31, 2020. This increase was due to an increase of \$2.8 million in past due commercial loans and a \$317,000 increase in past due consumer loans, partially offset by a \$650,000 decrease in past due residential loans. At December 31, 2021, there were \$17.9 million in loans past due including \$5.2 million, \$4.6 million and \$8.0 million in loans 30-59 days, 60-89 days, and 90 days and over past due, respectively. At December 31, 2020, there were \$15.3 million in loans past due including \$3.8 million, \$5.4 million and \$6.1 million in loans 30-59 days, 60-89 days, and 90 days and over past due, respectively.

The increase of \$2.5 million in total loans past due at December 31, 2021, as compared to December 31, 2020, was primarily due to an increase of \$1.9 million in loans 90 days and over past due and a \$1.5 million increase in 30-59 days past due, partially offset by a \$783,000 decrease in loans 60-89 days past due. The increase in loans 30-59 days past due was primarily due to an increase of \$1.9 million in commercial loans. At December 31, 2021, there were 13 loans with an outstanding aggregate balance of \$5.2 million that were 30-59 days past due, while at December 31, 2020, there were 13 loans with an outstanding aggregate balance of \$1.8 million. The decrease in loans 60-89 days past due was primarily due to a decrease of \$605,000 in commercial loans. The increase in loans 90 days and over past due was primarily due to an increase of \$1.6 million in delinquent commercial loans.

The ratio of the allowance to loan losses to year end loans was 1.57% and 1.55% for December 31, 2021 and December 31, 2020, respectively.

Loans purchased outside of the Bank's general market area are subject to substantial pre-purchase due diligence. Homogenous pools of purchased loans are subject to pre-purchase analyses led by a team of the Bank's senior executives and credit analysts. In each case, the Bank's analytical processes consider the types of loans being evaluated, the underwriting criteria employed by the originating entity, the historical performance of such loans, especially in the most recent deeply recessionary period, the offered collateral enhancements and other credit loss mitigation factors offered by the seller and the capabilities and financial stability of the servicing entities involved. From a credit risk perspective, these loan pools also benefit from broad diversification, including wide geographic dispersion, the readily-verifiable historical performance of similar loans issued by the originators, as well as the overall experience and skill of the underwriters and servicing entities involved as counterparties to the Bank in these transactions. The performance of all purchased loan pools are monitored regularly from detailed reports and remittance reconciliations provided at least monthly by the servicing entities.

The projected credit losses related to purchased loan pools are evaluated prior to purchase and the performance of those loans against expectations are analyzed at least monthly. Over the life of the purchased loan pools, the allowance for loan losses is adjusted, through the provision for loan losses, for expected loss experience, over the projected life of the loans. The expected credit loss experience is determined at the time of purchase and is modified, to the extent necessary, during the life of the purchased loan pools. The Bank does not initially increase the allowance for loan losses on the purchase date of the loan pools.

In the normal course of business, the Bank has, from time to time, sold residential mortgage loans and participation interests in commercial loans. As is typical in the industry, the Bank makes certain representations and warranties to the buyer. Pathfinder Bank maintains a quality control program for closed loans and considers the risks and uncertainties associated with potential repurchase requirements to be minimal.

#### **Allowance for Loan Losses**

The allowance for loan losses is established through provision for loan losses and reduced by loan charge-offs net of recoveries. The allowance for loan losses represents the amount available for probable credit losses in the Company's loan portfolio as estimated by management. In its assessment of the qualitative factors used in arriving at the required allowance for loan losses, management considers changes in national and local economic trends, including the COVID-19 pandemic, the rate of the portfolios' growth, trends in delinquencies and nonaccrual balances, changes in loan policy, and changes in management experience and staffing. These factors, coupled with the recent historical loss experience within the loan portfolio by product segment support the estimable and probable losses within the loan portfolio.

The Company establishes a specific allocation for all commercial loans identified as being impaired with a balance in excess of \$100,000 that are also on nonaccrual or have been risk rated under the Company's risk rating system as substandard, doubtful, or loss. The measurement of impaired loans is based upon either the present value of future cash flows discounted at the historical effective interest rate or the fair value of the collateral, less costs to sell for collateral dependent loans. At December 31, 2021, the Bank's position in impaired loans consisted of 56 loans totaling \$11.4 million. Of these loans, 18 loans, totaling \$2.3 million, were valued using the present value of future cash flows method; and 38 loans, totaling \$9.0 million, were valued based on a collateral analysis. For all other loans, the Company uses the general allocation methodology that establishes an allowance to estimate the probable incurred loss for each risk-rating category. The Company uses the fair value of collateral, less costs to sell to measure impairment on commercial and commercial real estate loans. Residential real estate loans in excess of \$300,000 will also be included in this individual loan review. Residential real estate loans less than this amount will be included in impaired loans if it is part of the total related credit to a previously identified impaired commercial loan. The Company also establishes a specific allowance, regardless of the size of the loan, for all loans subject to a troubled debt restructuring agreement.

The allowance for loan losses at December 31, 2021 and 2020 was \$12.9 million and \$12.8 million respectively, or 1.57% of total year end loans. The Company recorded \$1.0 million in net charge-offs in 2021 as compared to \$599,000 in net charge-offs in 2020. The ratio of net charge-offs to average loans increased to 0.12% in 2021 from 0.08% in 2020.

For further discussion of our allowance for loan losses procedures, please see "Business-Allowance for Loan Losses" and Note 6 to the consolidated financial statements contained in this Annual Report on Form 10-K.



The following table sets forth the allocation of allowance for loan losses by loan category for the years indicated. The allocation of the allowance by category is not necessarily indicative of future losses and does not restrict the use of the allowance to absorb losses in any category.

	2021		2020		2019		2018		2017	
	Allocation of the Allowance	Percent of Loans to Total Loans	Allocation of the Allowance	Percent of Loans to Total Loans	Allocation of the Allowance	Percent of Loans to Total Loans	Allocation of the Allowance	Percent of Loans to Total Loans	Allocation of the Allowance	Percent of Loans to Total Loans
<i>(Dollars in thousands)</i>										
Residential real estate	\$ 872	29.6%	\$ 931	28.2%	\$ 580	27.2%	\$ 766	38.5%	\$ 865	38.2%
Commercial real estate	5,308	34.5%	4,776	34.7%	4,010	32.6%	3,578	34.3%	3,589	33.2%
Commercial and tax exempt	3,701	18.8%	4,663	23.6%	2,841	19.0%	2,016	18.8%	1,950	19.2%
Home equity and junior liens	774	3.8%	739	4.7%	553	6.0%	409	4.3%	514	4.5%
Consumer loans	1,297	13.2%	1,123	8.6%	413	10.6%	385	4.1%	208	4.9%
Unallocated <sup>(1)</sup>	983	0.1%	545	0.18%	272	0	152	-	-	-
<b>Total</b>	<b>\$ 12,935</b>	<b>100.0%</b>	<b>\$ 12,777</b>	<b>100.0%</b>	<b>\$ 8,669</b>	<b>100.0%</b>	<b>\$ 7,306</b>	<b>100.0%</b>	<b>\$ 7,126</b>	<b>100.0%</b>

<sup>(1)</sup> Includes loans held-for-sale at December 31, 2021, 2020 and 2019. There were no loans classified as held for sale at December 31, 2018 and 2017.

The following table sets forth the allowance for loan losses for the years indicated:

<i>(Dollars In thousands)</i>	2021	2020	2019	2018	2017
<b>Balance at beginning of year</b>	\$ 12,777	\$ 8,669	\$ 7,306	\$ 7,126	\$ 6,247
Provisions charged to operating expenses	1,022	4,707	1,966	1,497	1,769
<b>Recoveries of loans previously charged-off:</b>					
Commercial real estate and loans	70	4	1	66	15
Consumer and home equity	88	95	60	58	46
Residential real estate	-	2	2	21	13
<b>Total recoveries</b>	<b>158</b>	<b>101</b>	<b>63</b>	<b>145</b>	<b>74</b>
<b>Loans charged off:</b>					
Commercial real estate and loans	(764)	(222)	(294)	(952)	(587)
Consumer and home equity	(240)	(353)	(361)	(265)	(211)
Residential real estate	(20)	(125)	(11)	(245)	(166)
<b>Total charged-off</b>	<b>(1,024)</b>	<b>(700)</b>	<b>(666)</b>	<b>(1,462)</b>	<b>(964)</b>
<b>Net charge-offs</b>	<b>(866)</b>	<b>(599)</b>	<b>(603)</b>	<b>(1,317)</b>	<b>(890)</b>
<b>Balance at end of year</b>	<b>\$ 12,935</b>	<b>\$ 12,777</b>	<b>\$ 8,669</b>	<b>\$ 7,306</b>	<b>\$ 7,126</b>

The following table sets forth the loan net charge-off ratios for the years indicated:

	2021	2020
Allowance for loan losses to year-end loans	1.57%	1.55%
Allowance for loan losses to nonperforming loans	155.99%	59.89%
Nonaccrual Loans to total loans	1.00%	2.58%
Allowance for loan losses to nonaccrual loans	155.99%	59.89%
<b>Net charge-offs to average loans outstanding</b>		
Commercial real estate and loans	0.15%	0.07%
Consumer and home equity	0.13%	0.04%
Residential real estate	0.01%	0.06%
<b>Total charged-off</b>	<b>0.10%</b>	<b>0.08%</b>

#### **Bank Owned Life Insurance**

The Company held \$23.4 million and \$17.9 million in bank owned life insurance at December 31, 2021 and 2020, respectively. Bank owned life insurance increased \$5.5 million, or 31.1%, to \$23.4 million at December 31, 2021, as compared to December 31, 2020. The increase was primarily due to the \$5.0 million purchase in additional life insurance and an increase in the cash value of the policies recorded as income in 2021.

#### **Deposits**

The Company's deposit base is drawn from ten full-service offices in its market area. The deposit base consists of demand deposits, money management and money market deposit accounts, savings, and time deposits. Average deposits increased \$74.6 million, or

7.8%, in 2021. For the year ended December 31, 2021, 64.5% of the Company's average deposit base of \$1.0 billion consisted of core deposits. Core deposits, which exclude time deposits, are considered to be more stable and provide the Company with a lower cost of funds than time deposits. The Company will continue to emphasize retail and business core deposits by providing depositors with a full range of deposit product offerings and will maintain its recent focus on deposit gathering within the Syracuse market.

At December 31, 2021, business deposits, consumer deposits, and municipal deposits increased \$33.9 million, \$23.9 million and \$13.8 million, respectively, when compared to December 31, 2020. The increase in business deposits was primarily from activities related to PPP loans. Noninterest-bearing deposits, which are primarily demand deposits, were \$191.9 million at year end, compared with \$162.1 million on December 31, 2020. A significant, but indeterminate amount of this increase in noninterest-bearing accounts is comprised of the unused balances in PPP loans that were deposited directly into customer accounts during the first quarter of 2021. The increase in consumer deposits during the year ended December 31, 2021 reflected the Bank's increased market penetration among non-business customers, particularly in Onondaga County, and the effects of federal and state stimulus payments to consumers during the pandemic, partially offset by decreased brokered deposit acceptances and the resultant decrease in the average balance of brokered deposits accepted by the Bank in 2021, as compared to 2020. The increase in municipal deposits in 2021, as compared to the previous year, resulted from transitory factors among a small number of the Bank's largest municipal depositors.

Total deposits of \$1.06 billion at December 31, 2021 consisted in part of \$158.0 million in brokered money market and certificates of deposit accounts. Brokered deposits represented 15.0% of all deposits at December 31, 2021. Total deposits of \$995.9 million at December 31, 2020 consisted in part of \$170.0 million in brokered money market and certificates of deposit accounts. Brokered deposits represented 17.1% of all deposits at December 31, 2020.

The following table sets forth our deposit composition in dollar amount and as a percentage of total deposits.

<i>(Dollars in thousands)</i>	December 31,					
	2021		2020		2019	
Savings accounts	\$ 131,176	12.4%	\$ 103,093	10.4%	\$ 81,926	9.3%
Time accounts	253,564	24.0%	305,074	30.6%	328,188	37.2%
Time accounts in excess of \$250,000	67,450	6.4%	91,976	9.2%	93,455	10.6%
Money management accounts	16,124	1.5%	15,650	1.6%	14,388	1.6%
MMDA accounts	256,963	24.3%	227,970	22.9%	185,402	21.0%
Demand deposit interest-bearing	130,816	12.4%	83,129	8.3%	64,533	7.3%
Demand deposit noninterest-bearing	191,858	18.2%	162,057	16.3%	107,501	12.2%
Mortgage escrow funds	7,395	0.7%	6,958	0.7%	6,500	0.7%
<b>Total Deposits</b>	<b>\$ 1,055,346</b>	<b>100.0%</b>	<b>\$ 995,907</b>	<b>100.0%</b>	<b>\$ 881,893</b>	<b>100.0%</b>

At December 31, 2021, time deposit accounts in excess of \$250,000 totaled \$67.5 million, or 21.01% of time deposits and 6.4% of total deposits. At December 31, 2020, these deposits totaled \$92 million, or 23.2% of time deposits and 9.2% of total deposits.

The following table indicates the amount of the Company's time deposit accounts in excess of \$250,000 by time remaining until maturity as of December 31, 2021:

<i>(In thousands)</i>	
<b>Remaining Maturity:</b>	
Three months or less	\$ 15,077
Three through six months	14,419
Six through twelve months	17,640
Over twelve months	20,314
<b>Total</b>	<b>\$ 67,450</b>

## **Borrowings**

Borrowings are comprised primarily of advances and overnight borrowings at the FHLBNY.

The following table represents information regarding short-term borrowings for the years ended December 31:

<i>(Dollars in thousands)</i>	2021	2020	2019
Maximum outstanding at any month end	\$ 12,500	\$ 10,158	\$ 39,038
Average amount outstanding during the year	3,677	8,985	14,835
Balance at the end of the period	12,500	4,020	25,138
Average interest rate during the year	0.28%	1.65%	2.54%
Average interest rate at the end of the period	1.28%	0.26%	1.80%

The following table represents information regarding long-term borrowings for the years ended December 31:

<i>(Dollars in thousands)</i>	2021	2020	2019
Maximum outstanding at any month end	\$ 85,125	\$ 83,299	\$ 70,514
Average amount outstanding during the year	75,724	72,430	64,011
Balance at the end of the period	64,598	78,030	67,987
Average interest rate during the year	1.34%	2.08%	2.46%
Average interest rate at the end of the period	1.12%	1.60%	2.52%

### **Subordinated Loans**

The Company has a non-consolidated subsidiary trust, Pathfinder Statutory Trust II, of which the Company owns 100% of the common equity. The Trust issued \$5,000,000 of 30-year floating rate Company-obligated pooled capital securities of Pathfinder Statutory Trust II (“Floating-Rate Debentures”). The Company borrowed the proceeds of the capital securities from its subsidiary by issuing floating rate junior subordinated deferrable interest debentures having substantially similar terms. The capital securities mature in 2037 and are treated as Tier 1 capital by the FDIC and Federal Reserve. The capital securities of the trust are a pooled trust preferred fund of Preferred Term Securities VI, Ltd., whose interest rate resets quarterly, and are indexed to the 3-month U.S. dollar-denominated (“USD”) LIBOR rate plus 1.65%. These securities have a five-year call provision. The Company paid \$94,000 and \$124,000 in interest expense related to this issuance in 2021 and 2020, respectively. The Company guarantees all of these securities.

In December 2020 the United Kingdom’s Financial Conduct Authority (“FCA”), the organization responsible for regulating LIBOR, stated that it would (i) cease publishing indices at December 31, 2020 for one-week and two-month USD LIBOR after December 31, 2021, and (ii) cease publishing of all other tenors of USD LIBOR (specifically, one, three, six and 12-month tenors) after June 30, 2023. The Alternative Reference Rates Committee (the “ARRC”), formed by the FRB and the Federal Reserve Bank of New York, was charged with developing an alternative rate that will replace USD LIBOR. The ARRC subsequently identified the Secured Overnight Financing Rate (“SOFR”) as the rate that represents best practice for use in USD LIBOR derivatives and other financial contracts. U.S. banking regulators also encouraged banks to cease entering into new contracts that use USD LIBOR as a reference rate as soon as practicable and, in any event, by December 31, 2021. Management has analyzed the Company’s aggregate exposure to instruments that are indexed to USD LIBOR (including the Company’s acquired loan participations, fixed-income investments, hedging instruments and the Floating-Rate Debentures) and concluded that the adoption of SOFR will not materially impact the Company or the results of its operations.

The Company’s equity interest in the trust subsidiary is included in other assets on the Consolidated Statements of Condition at December 31, 2021 and 2020. For regulatory reporting purposes, the Federal Reserve has indicated that the preferred securities will continue to qualify as Tier 1 Capital subject to previously specified limitations, until further notice. If regulators make a determination that Trust Preferred Securities can no longer be considered in regulatory capital, the securities become callable and the Company may redeem them at its discretion.

On October 15, 2015, the Company executed a \$10.0 million non-amortizing Subordinated Loan (the 2015 Subordinated Loan) with an unrelated third party that was scheduled to mature on October 1, 2025. The Company had the right to prepay the 2015 Subordinated Loan on the first day of any calendar quarter after October 15, 2020 without penalty. The effective annual interest rate charged to the Company was 6.25% through the maturity date of the 2015 Subordinated Loan. The Company paid \$172,000 in origination and legal fees as part of this transaction. These fees were amortized over the life of the 2015 Subordinated Loan through its first call date using the effective interest method. The effective cost of funds related to this transaction was 6.44% calculated under this method through October 15, 2020 and was subsequently 6.25% until the stated maturity or redemption date. In the first quarter of 2021, the Company exercised its existing contractual option and issued a Notice of Redemption (“NOR”) to the holders of the 2015 Subordinated Loan, which was scheduled to mature on October 1, 2025. With the issuance of this NOR, the Company redeemed the \$10.0 million 2015 Subordinated Loan, plus accrued interest on April 1, 2021. Interest expense, related to this borrowing, of \$156,000 and \$650,000 was recorded in the years ended December 31, 2021 and 2020, respectively.

On October 14, 2020, the Company executed a private placement of \$25.0 million of its 5.50% Fixed to Floating Rate non-amortizing Subordinated Loan (the “2020 Subordinated Loan”) to certain qualified institutional buyers and accredited institutional investors. The 2020 Subordinated Loan has a maturity date of October 15, 2030 and initially bear interest, payable semi-annually, at a fixed annual rate of 5.50% per annum until October 15, 2025. Commencing on that date, the interest rate applicable to the outstanding principal amount due will be reset quarterly to an interest rate per annum equal to the then current three month Secured Overnight Financing Rate (SOFR) plus 532 basis points, payable quarterly until maturity. The Company may redeem the 2020 Subordinated Loan at par, in whole or in part, at its option, any time after October 15, 2025 (the first redemption date). The 2020 Subordinated Loan is senior in the Company’s credit repayment hierarchy only to the Company’s common equity and, any future senior indebtedness and is intended to qualify as Tier 2 capital for regulatory capital purposes for the Company, when applicable. The Company paid \$783,000 in origination and legal fees as part of this transaction. These fees will be amortized over the life of the 2020 Subordinated Loan through its first redemption date using the effective interest method, giving rise to an effective cost of funds of 6.22% from the issuance date calculated under this method. Accordingly, interest expense of \$1.5 million was recorded in the year ended December 31, 2021 related to this transaction.

## Capital

The Company’s shareholders’ equity increased \$12.8 million, or 13.2%, to \$110.3 million at December 31, 2021 from \$97.5 million at December 31, 2020. This increase was primarily due to a \$10.7 million increase in retained earnings, a \$968,000 increase in comprehensive income, a \$1.0 million increase in additional paid in capital and a \$180,000 increase in ESOP shares earned. Comprehensive income increased primarily as the result of reduced losses on derivatives and hedging activities, partially offset by the unrealized losses on available for sale securities during 2021. The increase in retained earnings resulted from \$12.4 million in net income recorded in 2021. Partially offsetting this increase in retained earnings were \$1.3 million for cash dividends declared on our voting common stock, \$290,000 for cash dividends declared on our non-voting common stock, \$97,000 for cash dividends declared on our preferred stock, and \$35,000 for cash dividends declared on our issued warrant.

Risk-based capital provides the basis for which all banks are evaluated in terms of capital adequacy. Capital adequacy is evaluated primarily by the use of ratios which measure capital against total assets, as well as against total assets that are weighted based on defined risk characteristics. The Company’s goal is to support growth and expansion activities, while maintaining a strong capital position and exceeding regulatory standards. At December 31, 2021, the Bank exceeded all regulatory required minimum capital ratios and met the regulatory definition of a “well-capitalized” institution. See “Supervision and Regulation – Federal Regulations – Capital Requirements”

As a result of the Dodd-Frank Act, the Company’s ability to raise new capital through the use of trust preferred securities may be limited because these securities will no longer be included in Tier 1 capital. In addition, our ability to generate or originate additional revenue producing assets may be constrained in the future in order to comply with capital standards required by federal regulation. See Note 20 to the consolidated financial statements contained herein and the regulation and supervision section within Part I of this Annual Report on Form 10-K for further discussion on regulatory capital requirements.

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

Quantitative measures established by regulation to ensure capital adequacy require the Bank to maintain amounts and ratios of total and Tier 1 capital (as defined in the regulations) to risk-weighted assets (as defined), and of Tier 1 capital (as defined) to average assets (as defined).

As of December 31, 2021, the Bank’s most recent notification from the Federal Deposit Insurance Corporation categorized the Bank as “well-capitalized”, under the regulatory framework for prompt corrective action. To be categorized as “well-capitalized”, the Bank must maintain specified total risk-based, Tier 1 risk-based and Tier 1 leverage ratios. There are no conditions or events since that notification that management believes have changed the Bank’s category.

The regulations also impose a “capital conservation buffer” consisting of 2.5% of common equity Tier 1 capital to risk-weighted assets above the amount necessary to meet its minimum risk-based capital requirements. The buffer is separate from the capital ratios required under the Prompt Corrective Action (“PCA”) standards and imposes restrictions on dividend distributions and discretionary bonuses. In order to avoid these restrictions, the capital conservation buffer effectively increases the minimum the following capital to risk-weighted assets ratios: (1) Core Capital, (2) Total Capital and (3) Common Equity. At December 31, 2021, the Bank exceeded all current regulatory required minimum capital ratios, including the capital buffer requirements.

## ***LIQUIDITY***

Liquidity management involves the Company's ability to generate cash or otherwise obtain funds at reasonable rates to support asset growth, meet deposit withdrawals, maintain reserve requirements, and otherwise operate the Company on an ongoing basis. The Company's primary sources of funds are deposits, borrowed funds, amortization and prepayment of loans and maturities of investment securities and other short-term investments, and earnings and funds provided from operations. While scheduled principal repayments on loans are a relatively predictable source of funds, deposit flows and loan prepayments are greatly influenced by general interest rates, economic conditions and competition. The Company manages the pricing of deposits to maintain a desired deposit balance. In addition, the Company invests excess funds in short-term interest-earning and other assets, which provide liquidity to meet lending requirements.

The Company's liquidity has been enhanced by its ability to borrow from the FHLBNY, whose competitive advance programs and lines of credit provide the Company with a safe, reliable, and convenient source of funds. A significant decrease in deposits in the future could result in the Company having to seek other sources of funds for liquidity purposes. Such sources could include, but are not limited to, additional borrowings, brokered deposits, negotiated time deposits, the sale of "available-for-sale" investment securities, or the sale of loans. Such actions could result in higher interest expense costs and/or losses on the sale of securities or loans.

For the year ended December 31, 2021, cash and cash equivalents decreased by \$6.3 million. The Company reported net cash flows from financing activities of \$43.5 million generated principally by increased customer deposit balances of \$71.6 million and an \$8.5 million increase in short term borrowings, offset by a decrease in net proceeds from long-term borrowings of \$13.4 million, a \$10.0 million subordinated loan redemption and an aggregate decrease in net cash of all other financing sources, including dividends paid to common and preferred shareholders, and the holder of the Warrant of \$1.6 million. Additionally, \$20.1 million was provided through operating activities generated principally by net income. These cash flows were primarily invested in: \$200.4 million in purchases of investment securities in 2021, and \$9.6 million net increases in loans outstanding.

Certificates of deposit due within one year of December 31, 2021 totaled \$185.9 million, representing 57.9% of certificates of deposit at December 31, 2021, a decrease from 84.3% at December 31, 2020. We believe the large percentage of certificates of deposit that mature within one year reflect customers' hesitancy to invest their funds for long periods in the current low interest rate environment. If these maturing deposits do not remain with us, we will be required to seek other sources of funds, including other certificates of deposit and borrowings. Depending on market conditions, we may be required to pay higher rates on such deposits or other borrowings than we currently pay on the certificates of deposit due on or before December 31, 2021.

The Company is a separate legal entity from the Bank and must provide for its own liquidity. In addition to its operating expenses, the Company is responsible for paying any dividends declared to its shareholders and making payments on its subordinated loans. The Company may repurchase shares of its common stock. The Company's primary sources of funds are the proceeds it retained from the Private Placement, the issuance of the 2020 Subordinated Loan, interest and dividends on securities and, potentially, dividends received from the Bank. The amount of dividends that the Bank may declare and pay to the Company in any calendar year, without prior regulatory approval, cannot exceed net income for that year to date plus retained net income (as defined) for the preceding two calendar years. The Company believes that this restriction will not have an impact on the Company's ability to meet its ongoing cash obligations. At December 31, 2021 and 2020, the Company had cash and cash equivalents of \$37.1 million and \$43.5 million, respectively.

The Bank has a number of existing credit facilities available to it. At December 31, 2021, total credit available under the existing lines of credit was approximately \$147.6 million at FHLBNY, the FRB, and two other correspondent banks. At December 31, 2021, the Company had \$77.1 million of the available lines of credit utilized, including encumbrances supporting the outstanding letters of credit, described above, on its existing lines of credit with the remainder of \$70.5 million available.

The Asset Liability Management Committee of the Company is responsible for implementing the policies and guidelines for the maintenance of prudent levels of liquidity. As of December 31, 2021, management reported to the board of directors that the Bank was in compliance with its liquidity policy guidelines.

## ***OFF-BALANCE SHEET ARRANGEMENTS***

The Bank is also 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. At December 31, 2021, the Bank had \$245.2 million in outstanding commitments to extend credit and standby letters of credit. See Note 18 within the Notes to Consolidated Financial Statements contained herein.

## **ITEM 7A: QUANTITATIVE AND QUALITATIVE DISCLOSURES ABOUT MARKET RISK**

Not required of a smaller reporting company.

## ITEM 8: FINANCIAL STATEMENTS AND SUPPLEMENTARY DATA

### Index to Consolidated Financial Statements Pathfinder Bancorp, Inc.

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## Evaluation of Disclosure Controls and Procedures

Under the supervision and with the participation of our Chief Executive Officer ("CEO") and our Chief Financial Officer ("CFO") (the Company's principal executive officer and principal financial officer), management conducted an evaluation (the "Evaluation") of the effectiveness of the design and operation of our disclosure controls and procedures (as defined in Rule 13a-15(e) and 15d-15(e) under the Exchange Act) as of December 31, 2021. The term "disclosure controls and procedures," under the Exchange Act, means controls and other procedures of a company that are designed to ensure that information required to be disclosed by a company in the reports that it files or submits under the Exchange Act is recorded, processed, summarized and reported, within the time periods specified in the SEC's rules and forms. Disclosure controls and procedures include, without limitation, controls and procedures designed to ensure that information required to be disclosed by a company in the reports that it files or submits under the Exchange Act is accumulated and communicated to our management, including its principal executive officer and principal financial officer, as appropriate to allow timely decisions regarding required disclosure.

Management recognizes that any controls and procedures, no matter how well designed and operated, can provide only reasonable assurance of achieving their objectives and management necessarily applies its judgment in evaluating the cost-benefit relationship of possible controls and procedures.

In connection with the filing of the Annual Report on Form 10-K as of December 31, 2021, our CEO and CFO concluded that the Company's internal control over financial reporting was effective as of December 31, 2021 at a reasonable assurance level.

## Overview of Internal Control

Internal control processes and procedures help entities achieve important objectives and sustain and improve performance. The COSO Framework (as defined below) enables organizations to effectively and efficiently develop systems of internal control that adapt to changing business and operating environments, mitigate risks at acceptable levels and support sound decision making and governance of organizations. The COSO Framework defines internal control as "a process, effected by an entity's board of directors, management, and other personnel, designed to provide reasonable assurance regarding the achievement of objectives relating to operations, reporting and compliance." The COSO Framework provides three categories of objectives, which allow organizations to focus on differing aspects of internal control: (a) Operations Objectives, (b) Reporting Objectives and (c) Compliance Objectives.

## Management's Report on Internal Control over Financial Reporting

Management is responsible for establishing and maintaining effective internal control over financial reporting, as such term is defined in Rules 13a-15(f) and 15d-15(f) under the Exchange Act. Our internal control over financial reporting is designed to provide reasonable assurance regarding the reliability of financial reporting and the preparation of financial statements for external purposes in accordance with GAAP.

Management evaluates the effectiveness of internal control over financial reporting and tests for reliability of recorded financial information through a program of ongoing internal audits. Any system of internal control, no matter how well designed, has inherent limitations, including the possibility that a control can be circumvented or overridden and misstatements due to error or fraud may occur and not be detected. Also, because of changes in conditions, internal control effectiveness may vary over time. Accordingly, even an effective system of internal control will provide only reasonable assurance with respect to financial statement preparation. Under applicable SEC accounting related rules, a material weakness is a deficiency, or combination of deficiencies, in internal control over financial reporting such that there is a reasonable possibility that a material misstatement of a company's annual or interim financial statements would not be prevented or detected on a timely basis.

Management conducted the Evaluation based on the 2013 framework established in Internal Control-Integrated Framework issued by the Committee of Sponsoring Organizations of the Treadway Commission (the COSO Framework).

As a result of the Evaluation as of December 31, 2021, management has determined that there were no material weaknesses in the Company's internal controls over financial reporting.

This annual report does not include an attestation report of the Company's independent registered public accounting firm regarding internal control over financial reporting. Management's report was not subject to attestation by the Company's independent registered public accounting firm pursuant to rules of the SEC that permit the Company to provide only management's report in this annual report.

## **Changes in Internal Control over Financial Reporting**

Other than the changes described above under “Management’s Report on Internal Control over Financial Reporting,” there were no changes made in our internal controls during the year ended December 31, 2021 that materially affected, or are reasonably likely to materially affect, the Company’s internal control over financial reporting.

/s/ Thomas W. Schneider

Thomas W. Schneider  
President and Chief Executive Officer

/s/ Walter F. Rusnak

Walter F. Rusnak  
Senior Vice President, Chief Financial Officer

Oswego, New York

March 25, 2022

## Report of Independent Registered Public Accounting Firm

To the Board of Directors and Shareholders of  
Pathfinder Bancorp, Inc.  
Oswego, New York:

### **Opinion on the Consolidated Financial Statements**

We have audited the accompanying consolidated statements of condition of Pathfinder Bancorp, Inc. and subsidiaries (the “Company”) as of December 31, 2021 and 2020, and the related consolidated statements of income, comprehensive income, changes in shareholders’ equity, and cash flows for each of the years in the two-year period ended December 31, 2021, and the related notes (collectively referred to as the consolidated financial statements). In our opinion, the consolidated financial statements present fairly, in all material respects, the financial position of the Company as of December 31, 2021 and 2020, and the results of its operations and its cash flows for each of the years in the two-year period ended December 31, 2021, in conformity with accounting principles generally accepted in the United States of America.

### **Basis for Opinion**

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

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

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

### **Critical Audit Matters**

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

### **Allowance for Loan Losses**

As described in Notes 1 and 6 to the consolidated financial statements, the Company’s allowance for loan losses is management’s estimate of losses inherent in the loan portfolio as of the date of the statement of condition and it is recorded as a reduction to loans. The allowance for loan losses was \$12.9 million at December 31, 2021, which consists of three components (i) specific reserves based on probable losses on specific loans (“specific reserves”), and (ii) a general allowance based on historical loan loss experience, general economic conditions and other qualitative risk factors both internal and external to the Company (“general reserves”). The specific reserve component relates to loans that are classified as impaired and is established when the collateral value or discounted cash flows of the impaired loan are lower than the carrying value of the loan. The general reserve component of the allowance for loan losses covers pools of loans, by loan class, and is based on a variety of risk considerations, both quantitative and qualitative. Quantitative factors include the Company’s historical loss experience, delinquency and charge-off trends, known information about individual loans and other factors.

Qualitative factors include various considerations regarding the general economic environment in the Company’s market area. The qualitative adjustment for the general reserve includes management’s consideration of changes in national and local economic trends, the rate of growth in the portfolio, trends of delinquencies and nonaccrual balances, changes in loan policy, and changes in lending management experience and related staffing.

The qualitative adjustment contributes significantly to the general reserve component of the allowance for loan losses. Management’s identification and analysis of these considerations and related adjustments requires significant judgment and could

have a significant effect on the allowance for loan losses. We identified the estimate of the qualitative adjustments of the general reserve for the allowance for loan losses as a critical audit matter as they represent a significant portion of the total general reserve and because management's estimate relies on a qualitative analysis to determine a quantitative adjustment which required especially subjective auditor judgment.

The primary procedures we performed to address this critical audit matter included performing substantive testing, including evaluating management's judgments and assumptions for developing the general reserve qualitative adjustments for the allowance for loan losses, which consisted of the following:

- Assessing management's methodology and considering whether relevant risks were reflected in the modeled provision and whether adjustments to modeled calculations were appropriate
- Evaluating the completeness and accuracy of data inputs used as a basis for the adjustments relating to qualitative general reserve factors and considering whether the sources of data and factors that management used in forming the assumptions are relevant, reliable, and sufficient for the purpose based on the information gathered.
- Evaluating the reasonableness of management's judgments related to the qualitative and quantitative assessment of the data used in the determination of the general reserve qualitative adjustments for consistency with each other, the supporting data, relevant historical data, and industry data.
- Assessing whether historical data is comparable and consistent with data of the current year and considering whether the data is sufficiently reliable. Among other procedures, our evaluation considered evidence from internal and external sources, loan portfolio performance and whether such assumptions were applied consistently period to period.
- Analytically evaluating the qualitative adjustment in the current year compared to prior years for directional consistency and reasonableness.
- Evaluated whether management's judgments and assumptions adequately contemplated the impact of COVID-19 on management's quantitative and qualitative assessment
- Testing the calculations used by management to translate the assumptions and key factors into the allowance estimated amount.

## Loans

As described in Notes 1 and 5 to the consolidated financial statements, the Company grants loans to customers with the intent and ability to hold for the foreseeable future or until maturity or pay-off. The Company's primary lending portfolio consists of originating commercial real estate, commercial loans, and one-to-four family residential real-estate loans, but also consists of municipal loans, home equity loans, and consumer loans. The balance of loans, net of the allowance for loan losses and deferred origination costs, was \$819.5 million at December 31, 2021. The Company recognizes revenue from loans through interest income, which is determined based on the underlying interest rate on the loans. The Company offers both fixed and adjustable-rate loans based on the type of loan and borrower specific risk characteristics. During 2021, the Company recognized \$37.0 million in interest income associated with loans.

Auditing loans resulted in complexities due to the material weaknesses that existed for a portion of the year in the Company's internal control over financial reporting. This material weakness related to the insufficient documentation supporting loan transactions occurring during the year. We obtained an understanding of management's processes and evaluated the design and operating effectiveness of certain controls over the Company's accounting for loans. We tested controls over management's review of new and existing loans, as well as controls over the presentation of loans in the consolidated financial statements.

To test the presentation of loans and recognition of interest income during the year, we performed audit procedures that included, among others, third-party confirmations, independent loan reviews, testing the clerical accuracy of interest income recorded on individual loans, and testing the completeness and accuracy of all loan and related party disclosures. We expanded our sample sizes selected for substantive testing and modified our testing approach for certain procedures to encompass a highly statistical method of sampling in order to provide greater assurance over the fair presentation of the consolidated financial statement amounts. We performed additional testing over the completeness and accuracy of loan data, and evaluated whether management's accounting, presentation, and disclosure of loans in the consolidated financial statements followed US Generally Accepted Accounting Principles.

We have served as the Company's auditor since 2011.

/s/ BONADIO & CO., LLP

Bonadio & Co., LLP  
Pittsford, New York  
March 25, 2022

**Pathfinder Bancorp, Inc.**  
**Consolidated Statements of Condition**

<i>(In thousands, except share and per share data)</i>	December 31, 2021	December 31, 2020
<b>ASSETS:</b>		
Cash and due from banks (including restricted balances of \$1,600 and \$1,600 respectively)	\$ 13,856	\$ 14,906
Interest-earning deposits (including restricted balances of \$0 and \$0, respectively)	23,293	28,558
Total cash and cash equivalents	37,149	43,464
Available-for-sale securities, at fair value	190,598	128,261
Held-to-maturity securities, at amortized cost (fair value of \$162,805 and \$174,935, respectively)	160,923	171,224
Marketable equity securities, at fair value	677	1,850
Federal Home Loan Bank stock, at cost	4,189	4,390
Loans	831,946	823,969
Loans held-for-sale	513	1,526
Less: Allowance for loan losses	12,935	12,777
Loans receivable, net	819,524	812,718
Premises and equipment, net	21,659	22,264
Operating lease right-of-use assets	2,136	2,240
Accrued interest receivable	4,520	4,549
Intangible assets, net	117	133
Goodwill	4,536	4,536
Bank owned life insurance	23,423	17,864
Other assets	15,726	13,950
Total assets	\$ 1,285,177	\$ 1,227,443
<b>LIABILITIES AND SHAREHOLDERS' EQUITY:</b>		
Deposits:		
Interest-bearing	\$ 863,488	\$ 833,850
Noninterest-bearing	191,858	162,057
Total deposits	1,055,346	995,907
Short-term borrowings	12,500	4,020
Long-term borrowings	64,598	78,030
Subordinated loans	29,563	39,400
Accrued interest payable	106	193
Operating lease liabilities	2,440	2,525
Other liabilities	9,991	9,646
Total liabilities	1,174,544	1,129,721
Shareholders' equity:		
Preferred stock, par value \$0.01 per share; no liquidation preference; 10,000,000 shares authorized; 0 and 1,380,283 shares issued and outstanding, respectively	-	14
Voting common stock, par value \$0.01; 25,000,000 authorized shares; 4,603,184 and 4,531,383 shares issued and outstanding, respectively	46	45
Non-Voting common stock, par value \$0.01; 1,505,283 authorized shares; 1,380,283 and 0 shares issued and outstanding, respectively	14	-
Additional paid in capital	51,044	50,024
Retained earnings	60,946	50,284
Accumulated other comprehensive loss	(1,268)	(2,236)
Unearned ESOP	(495)	(675)
Total Pathfinder Bancorp, Inc. shareholders' equity	110,287	97,456
Noncontrolling interest	346	266
Total equity	110,633	97,722
Total liabilities and shareholders' equity	\$ 1,285,177	\$ 1,227,443

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

**Pathfinder Bancorp, Inc.**  
**Consolidated Statements of Income**

<i>(In thousands, except per share data)</i>	For the years ended	
	December 31, 2021	December 31, 2020
<b>Interest and dividend income:</b>		
Loans, including fees	\$ 37,026	\$ 35,421
Debt securities:		
Taxable	8,312	6,524
Tax-exempt	171	159
Dividends	309	324
Federal funds sold and interest earning deposits	9	79
Total interest and dividend income	45,827	42,507
<b>Interest expense:</b>		
Interest on deposits	4,714	8,112
Interest on short-term borrowings	10	148
Interest on long-term borrowings	1,018	1,503
Interest on subordinated loans	1,790	1,101
Total interest expense	7,532	10,864
Net interest income	38,295	31,643
Provision for loan losses	1,022	4,707
Net interest income after provision for loan losses	37,273	26,936
<b>Noninterest income:</b>		
Service charges on deposit accounts	1,464	1,395
Earnings and gain on bank owned life insurance	559	460
Loan servicing fees	246	361
Net gains on sales and redemptions of investment securities	37	1,076
Gains (losses) on marketable equity securities	382	(629)
Net gains on sales of loans and foreclosed real estate	313	1,179
Net gains on sales of premises and equipment	201	-
Debit card interchange fees	923	771
Insurance agency revenue	1,048	955
Other charges, commissions & fees	1,058	917
Total noninterest income	6,231	6,485
<b>Noninterest expense:</b>		
Salaries and employee benefits	14,384	13,468
Building and occupancy	3,121	3,013
Data processing	2,555	2,396
Professional and other services	1,627	1,210
Advertising	1,198	941
FDIC assessments	874	699
Audits and exams	725	507
Insurance agency expense	825	743
Community service activities	220	199
Foreclosed real estate expenses	46	50
Other expenses	1,920	1,854
Total noninterest expenses	27,495	25,080
Income before income taxes	16,009	8,341
Provision for income taxes	3,499	1,295
<b>Net income attributable to noncontrolling interest and Pathfinder Bancorp, Inc.</b>	<b>12,510</b>	<b>7,046</b>
Net income attributable to noncontrolling interest	103	96
<b>Net income attributable to Pathfinder Bancorp, Inc.</b>	<b>\$ 12,407</b>	<b>\$ 6,950</b>
<b>Voting Earnings per common share - basic</b>	<b>\$ 2.07</b>	<b>\$ 1.17</b>
<b>Voting Earnings per common share - diluted</b>	<b>\$ 2.07</b>	<b>\$ 1.17</b>
<b>Series A Non-Voting Earnings per common share - basic</b>	<b>\$ 2.07</b>	<b>\$ -</b>
<b>Series A Non-Voting Earnings per common share - diluted</b>	<b>\$ 2.07</b>	<b>\$ -</b>
<b>Dividends per common share (Voting and Series A Non-Voting)</b>	<b>\$ 0.28</b>	<b>\$ 0.24</b>

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



**Pathfinder Bancorp, Inc.**  
**Consolidated Statements of Comprehensive Income**

<i>(In thousands)</i>	For the years ended	
	December 31, 2021	December 31, 2020
Net Income	\$ 12,510	\$ 7,046
<b><i>Other Comprehensive Income</i></b>		
<b><u>Retirement Plans:</u></b>		
Retirement plan net losses recognized in plan expenses	105	234
Plan gains not recognized in plan expenses	818	610
Net unrealized gain on retirement plans	923	844
<b><u>Unrealized holding gains on available-for-sale securities</u></b>		
Unrealized holding (losses) gains arising during the period	(535)	2,352
Reclassification adjustment for net gains included in net income	(19)	(926)
Net unrealized gains on available-for-sale securities	(554)	1,426
<b><u>Derivatives and hedging activities:</u></b>		
Unrealized holding gains (losses) arising during the period	921	(1,308)
Net unrealized losses on derivatives and hedging activities	921	(1,308)
<b><u>Accretion of net unrealized loss on securities transferred to held-to-maturity<sup>(1)</sup></u></b>		
	21	33
Other comprehensive income, before tax	1,311	995
Tax effect	(343)	(260)
Other comprehensive income, net of tax	968	735
Comprehensive income	\$ 13,478	\$ 7,781
Comprehensive income, attributable to noncontrolling interest	\$ 103	\$ 96
Comprehensive income attributable to Pathfinder Bancorp, Inc.	\$ 13,375	\$ 7,685
<b><u>Tax Effect Allocated to Each Component of Other Comprehensive Income</u></b>		
Retirement plan net losses recognized in plan expenses	\$ (27)	\$ (61)
Plan gains not recognized in plan expenses	(215)	(159)
Unrealized holding losses (gains) arising during the period	140	(615)
Reclassification adjustment for net gains included in net income	5	242
Unrealized losses on derivatives and hedging arising during the period	(241)	342
Accretion of net unrealized loss on securities transferred to held-to-maturity <sup>(1)</sup>	(5)	(9)
Income tax effect related to other comprehensive income	\$ (343)	\$ (260)

<sup>(1)</sup> The accretion of the unrealized holding losses in accumulated other comprehensive loss at the date of transfer at September 30, 2013 partially offsets the amortization of the difference between the par value and the fair value of the investment securities at the date of transfer, and is an adjustment of yield.

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

**Pathfinder Bancorp, Inc.**  
**Consolidated Statements of Changes in Shareholders' Equity**  
**Years ended December 31, 2021 and December 31, 2020**

<i>(In thousands, except share and per share data)</i>	Preferred Stock	Common Stock	Non-Voting Common Stock	Additional Paid in Capital	Retained Earnings	Accumulated Other Comprehensive Loss	Unearned ESOP	Non-controlling Interest	Total
<b>Balance, January 1, 2021</b>	\$ 14	\$ 45	\$ -	50,024	\$ 50,284	\$ (2,236)	\$ (675)	266	\$ 97,722
Net income					12,407			103	12,510
Conversion of Preferred stock to Non-Voting common stock	(14)	-	14	-	-	-	-	-	-
Other comprehensive income, net of tax	-	-	-	-	-	968	-	-	968
ESOP shares earned (24,442 shares)	-	-	-	196	-	-	180	-	376
Restricted stock units (19,369 shares)	-	-	-	-	-	-	-	-	-
Stock based compensation	-	-	-	241	-	-	-	-	241
Stock options exercised	-	1	-	550	-	-	-	-	551
Common stock dividends declared (\$0.28 per share)	-	-	-	-	(1,258)	-	-	-	(1,258)
Non-Voting common stock dividends declared (\$0.21 per share)	-	-	-	-	(290)	-	-	-	(290)
Preferred stock dividends declared (\$0.07 per share)	-	-	-	-	(97)	-	-	-	(97)
Warrant dividends declared (\$0.28 per share)	-	-	-	-	(35)	-	-	-	(35)
Cumulative effect of affiliate capital allocation	-	-	-	33	(65)	-	-	32	-
Distributions from affiliates	-	-	-	-	-	-	-	(55)	(55)
<b>Balance, December 31, 2021</b>	\$ -	\$ 46	\$ 14	\$ 51,044	\$ 60,946	\$ (1,268)	\$ (495)	346	\$ 110,633
<b>Balance, January 1, 2020</b>	\$ 12	\$ 47	\$ -	49,362	\$ 44,839	\$ (2,971)	\$ (855)	235	\$ 90,669
Net income	-	-	-	-	6,950	-	-	96	7,046
Other comprehensive income, net of tax	-	-	-	-	-	735	-	-	735
Exchange of common shares to preferred shares, at par value <sup>(1)</sup>	2	(2)	-	-	-	-	-	-	-
ESOP shares earned (24,442 shares)	-	-	-	90	-	-	180	-	270
Restricted stock units (13,437 shares)	-	-	-	-	-	-	-	-	-
Stock based compensation	-	-	-	300	-	-	-	-	300
Stock options exercised	-	-	-	223	-	-	-	-	223
Common stock dividends declared (\$0.24 per share)	-	-	-	-	(1,102)	-	-	-	(1,102)
Preferred stock dividends declared (\$0.24 per share)	-	-	-	-	(291)	-	-	-	(291)
Warrant dividends declared (\$0.24 per share)	-	-	-	-	(30)	-	-	-	(30)
Capital transfer from affiliates	-	-	-	7	-	-	-	(7)	-
Cumulative effect of affiliate capital allocation	-	-	-	42	(82)	-	-	40	-
Distributions from affiliates	-	-	-	-	-	-	-	(98)	(98)
<b>Balance, December 31, 2020</b>	\$ 14	\$ 45	\$ -	\$ 50,024	\$ 50,284	\$ (2,236)	\$ (675)	266	\$ 97,722

<sup>(1)</sup> On November 13, 2020, the Company issued to Castle Creek 225,000 shares of its Series B Preferred Shares in exchange for an equivalent number of shares of Company Common Stock held by Castle Creek. Castle Creek was the only stockholder of the Series B Preferred Shares. The Company received no cash proceeds as a result of the exchange.

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

**Pathfinder Bancorp, Inc.**  
**Consolidated Statements of Cash Flows**

<i>(In thousands)</i>	For the years ended December 31,	
	2021	2020
<b>OPERATING ACTIVITIES</b>		
Net income attributable to Pathfinder Bancorp, Inc.	\$ 12,407	\$ 6,950
Adjustments to reconcile net income to net cash flows from operating activities:		
Provision for loan losses	1,022	4,707
Deferred income expense (benefit) tax	481	(1,305)
Amortization of operating leases	19	20
Proceeds from sales of loans	9,224	50,914
Originations of loans held-for-sale	(7,898)	(15,321)
Realized losses (gains) on sales, redemptions and calls of:		
Real estate acquired through foreclosure	-	14
Loans	(313)	(1,193)
Available-for-sale investment securities	(19)	(1,042)
Held-to-maturity investment securities	(18)	(34)
Premises and equipment	(201)	-
Marketable equity securities	(382)	629
Depreciation	1,787	1,696
Amortization of mortgage servicing rights	(5)	(354)
Amortization of deferred loan costs	1,820	786
Amortization of deferred financing from subordinated debt	163	55
Earnings and gain on bank owned life insurance	(559)	(460)
Net amortization of premiums and discounts on investment securities	2,418	2,104
Amortization of intangible assets	16	16
Stock based compensation and ESOP expense	617	570
Net change in accrued interest receivable	29	(837)
Payment of executive deferred compensation and SERP contracts, expensed in prior periods	(571)	-
Net change in other assets and liabilities	117	(1,354)
<b>Net cash flows from operating activities</b>	<b>20,154</b>	<b>46,561</b>
<b>INVESTING ACTIVITIES</b>		
Purchase of investment securities available-for-sale	(156,548)	(143,132)
Purchase of investment securities held-to-maturity	(43,914)	(97,135)
Purchase of Federal Home Loan Bank stock	(6,665)	(3,463)
Proceeds from redemption of Federal Home Loan Bank stock	6,866	3,907
Proceeds from maturities and principal reductions of investment securities available-for-sale	52,202	98,718
Proceeds from maturities and principal reductions of investment securities held-to-maturity	50,155	44,918
Proceeds from sales, redemptions and calls of:		
Available-for-sale investment securities	38,243	25,795
Held-to-maturity investment securities	3,784	3,461
Real estate acquired through foreclosure	-	132
Marketable equity securities	1,555	-
Purchase of bank owned life insurance	(5,000)	-
Proceeds from sales of premises and equipment	231	-
Net change in loans	(9,648)	(81,163)
Purchase of premises and equipment	(1,212)	(1,261)
<b>Net cash flows from investing activities</b>	<b>(69,951)</b>	<b>(149,223)</b>
<b>FINANCING ACTIVITIES</b>		
Net change in demand deposits, NOW accounts, savings accounts, money management deposit accounts, MMDA accounts and escrow deposits	95,431	138,651
Net change in time deposits	(23,824)	(58,061)
Net change in brokered deposits	(12,168)	33,424
Net change in short-term borrowings	8,480	(21,118)

Payments on long-term borrowings	(25,969)	(30,193)
Proceeds from long-term borrowings	12,537	40,236
Proceeds from exercise of stock options	551	223
Proceeds from subordinated loan	-	25,000
Payments on subordinated loan	(10,000)	-
Issuance costs of subordinated loan	-	(783)
Cash dividends paid to common voting shareholders	(1,227)	(1,137)
Cash dividends paid to common non-voting shareholders	(194)	-
Cash dividends paid to preferred shareholders	(180)	(277)
Cash dividends paid on warrants	(35)	(30)
Change in noncontrolling interest, net	80	31
<b>Net cash flows from financing activities</b>	<b>43,482</b>	<b>125,966</b>
<b>Change in cash and cash equivalents</b>	<b>(6,315)</b>	<b>23,304</b>
Cash and cash equivalents at beginning of period	43,464	20,160
<b>Cash and cash equivalents at end of period</b>	<b>\$ 37,149</b>	<b>\$ 43,464</b>
<b>CASH PAID DURING THE PERIOD FOR:</b>		
Interest	\$ 7,439	\$ 11,067
Income taxes	2,460	2,650
<b>NON-CASH INVESTING ACTIVITY</b>		
Real estate acquired in exchange for loans	-	58
<b>RESTRICTED CASH</b>		
Collateral deposits for hedge position included in cash and due from banks	1,600	1,600

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

## **NOTES TO CONSOLIDATED FINANCIAL STATEMENTS**

### **NOTE 1: SUMMARY OF SIGNIFICANT ACCOUNTING POLICIES**

#### **Nature of Operations**

The accompanying consolidated financial statements include the accounts of Pathfinder Bancorp, Inc. (the "Company") and its wholly owned subsidiary, Pathfinder Bank (the "Bank"). The Company is a Maryland corporation headquartered in Oswego, New York. On October 16, 2014, the Company completed its conversion from the mutual holding company structure and the related public offering and is now a stock holding company that is fully owned by the public. As a result of the conversion, the mutual holding company and former mid-tier holding company were merged into Pathfinder Bancorp, Inc. The primary business of the Company is its investment in Pathfinder Bank (the "Bank") which is 100% owned by the Company. The Bank has two wholly owned operating subsidiaries, Pathfinder Risk Management Company, Inc. ("PRMC") and Whispering Oaks Development Corp. All significant inter-company accounts and activity have been eliminated in consolidation. Although the Company owns, through its subsidiary PRMC, 51% of the membership interest in FitzGibbons Agency, LLC ("FitzGibbons"), the Company is required to consolidate 100% of FitzGibbons within the consolidated financial statements. The 49% of which the Company does not own is accounted for separately as noncontrolling interests within the consolidated financial statements. The Company received \$24.9 million in net proceeds from the sale of approximately 2.6 million shares of common stock as a result of the Conversion in October 2014. In October 2015, the Company executed the issuance of a \$10.0 million non-amortizing Subordinated Loan and subsequently used those proceeds in February 2016 to substantially fund the full retirement of \$13.0 million in SBLF Preferred stock. The Company received \$19.6 million in net proceeds from the sale of 37,700 shares of common stock and 1,155,283 shares of preferred stock as a result of the Private Placement in May 2019. In October 2020, the Company executed a private placement of a \$25.0 million non-amortizing Subordinated Loan and intends to use the proceeds for general corporate purposes, including ongoing growth, to repay existing subordinated debt, and for potential future strategic opportunities. On April 1, 2021, the Company redeemed its \$10.0 million non-amortizing subordinated loan.

The Company has seven branch offices located in Oswego County, three branch offices in Onondaga County and one limited purpose office in Oneida County. The Company is primarily engaged in the business of attracting deposits from the general public in the Company's market area, and investing such deposits, together with other sources of funds, in loans secured by commercial real estate, business assets, one-to-four family residential real estate and investment securities.

#### **Discussion of COVID-19 Pandemic**

A discussion of the effect of the COVID-19 pandemic on the operations of the Company is contained herein in Note 29.

#### **Use of Estimates in the Preparation of Consolidated Financial Statements**

The preparation of consolidated financial statements in accordance with accounting principles generally accepted in the United States of America requires management to make estimates and assumptions that affect the reported amounts of assets and liabilities and disclosure of contingent assets and liabilities at the date of the consolidated financial statements and the reported amounts of revenues and expenses during the reporting period. Actual results could differ from those estimates. Management has identified the allowance for loan losses, deferred income taxes, pension obligations, the annual evaluation of the Company's goodwill for possible impairment and the evaluation of investment securities for other than temporary impairment and the estimation of fair values for accounting and disclosure purposes to be the accounting areas that require the most subjective and complex judgments, and as such, could be the most subject to revision as new information becomes available.

The Company is subject to the regulations of various governmental agencies. The Company also undergoes periodic examinations by the regulatory agencies which may subject it to further changes with respect to asset valuations, amounts of required loss allowances, and operating restrictions resulting from the regulators' judgments based on information available to them at the time of their examinations.

#### **Significant Group Concentrations of Credit Risk**

Most of the Company's activities are with customers located primarily in Oswego and Onondaga counties of New York State. A large portion of the Company's portfolio is centered in residential and commercial real estate. The Company closely monitors real estate collateral values and requires additional reviews of commercial real estate appraisals by a qualified third party for commercial real estate loans in excess of \$400,000. All residential loan appraisals are reviewed by an individual or third party who is independent of the loan origination or approval process and was not involved in the approval of appraisers or selection of the appraiser for the transaction, and has no direct or indirect interest, financial or otherwise in the property or the transaction. Note 4 discusses the types of securities that the Company invests in. Note 5 discusses the types of lending that the Company engages in.

## **Advertising**

The Company generally follows the policy of charging the costs of advertising to expense as incurred. Expenditures for new marketing and advertising material designs and/or media content, related to specifically-identifiable marketing campaigns are capitalized and expensed over the estimated life of the campaign. Such periods of time are generally 12-24 months in duration and do not exceed 36 months.

## **Noncontrolling Interest**

Noncontrolling interest represents the portion of ownership and profit or loss that is attributable to the minority owners of FitzGibbons.

## **Cash and Cash Equivalents**

Cash and cash equivalents include cash on hand, amounts due from banks and interest-bearing deposits (with original maturity of three months or less).

## **Investment Securities**

The Company classifies investment securities as either available-for-sale or held-to-maturity. The Company does not hold any securities considered to be trading. Available-for-sale securities are reported at fair value, with net unrealized gains and losses reflected as a separate component of shareholders' equity, net of the applicable income tax effect. Held-to-maturity securities are those that the Company has the ability and intent to hold until maturity and are reported at amortized cost.

Gains or losses on investment security transactions are based on the amortized cost of the specific securities sold. Premiums and discounts on securities are amortized and accreted into income using the interest method over the period to maturity.

The Company records its investment in marketable equity securities ("MES") at fair value. Changes in the fair value of MES are recorded as additions to, or subtractions from, net income in the period that the change occurs. These changes in fair value are separately disclosed as gains (losses) on equity securities on the Consolidated Statements of Income.

Note 4 to the consolidated financial statements includes additional information about the Company's accounting policies with respect to the impairment of investment securities.

## **Federal Home Loan Bank Stock**

Federal law requires a member institution of the Federal Home Loan Bank ("FHLB") system to hold stock of its district FHLB according to a predetermined formula. The stock is carried at cost.

## **Transfers of Financial Assets**

Transfers of financial assets, including sales of loans and loan participations, are accounted for as sales when control over the assets has been surrendered. Control over transferred assets is deemed to be surrendered when (1) the assets have been isolated from the Company, (2) the transferee obtains the right (free of conditions that constrain it from taking advantage of that right) to pledge or exchange the transferred assets, and (3) the Company does not maintain effective control over the transferred assets through an agreement to repurchase them before their maturity.

## **Loans**

The Company grants mortgage, commercial, municipal, and consumer loans to customers. Loans that management has the intent and ability to hold for the foreseeable future or until maturity or pay-off are stated at their outstanding unpaid principal balances, less the allowance for loan losses plus net deferred loan origination costs. The ability of the Company's debtors to honor their contracts is dependent upon the real estate and general economic conditions in the market area. Interest income is generally recognized when income is earned using the interest method. Nonrefundable loan fees received and related direct origination costs incurred are deferred and amortized over the life of the loan using the interest method, resulting in a constant effective yield over the loan term. Deferred fees are recognized into income and deferred costs are charged to income immediately upon prepayment of the related loan.

The loans receivable portfolio is segmented into residential mortgage, commercial and consumer loans. The residential mortgage segment consists of one-to-four family first-lien residential mortgages and construction loans. Commercial loans consist of the following classes: real estate, lines of credit, other commercial and industrial, and tax-exempt loans. Consumer loans include both home equity lines of credit and loans with junior liens and other consumer loans.

## Allowance for Loan Losses

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

The allowance for loan losses is maintained at a level considered adequate to provide for losses that can be reasonably anticipated. Management performs a quarterly evaluation of the adequacy of the allowance. The allowance is based on three major components which are; specific components for larger loans, recent historical losses and several qualitative factors applied to a general pool of loans, and an unallocated component.

The first component is the specific component that relates to loans that are classified as impaired. For these loans, an allowance is established when the discounted cash flows or collateral value of the impaired loan is lower than the carrying value of that loan.

The second or general component covers pools of loans, by loan class, not considered impaired, smaller balance homogeneous loans, such as residential real estate, home equity and other consumer loans. These pools of loans are evaluated for loss exposure first based on historical loss rates for each of these categories of loans. The ratio of net charge-offs to loans outstanding within each product class, over the most recent eight quarters, lagged by one quarter, is used to generate the historical loss rates. In addition, qualitative factors are added to the historical loss rates in arriving at the total allowance for loan loss need for this general pool of loans. The qualitative factors include changes in national and local economic trends, the rate of growth in the portfolio, trends of delinquencies and nonaccrual balances, changes in loan policy, and changes in lending management experience and related staffing. Each factor is assigned a value to reflect improving, stable or declining conditions based on management's best judgment using relevant information available at the time of the evaluation. These qualitative factors, applied to each product class, make the evaluation inherently subjective, as it requires material estimates that may be susceptible to significant revision as more information becomes available. Adjustments to the factors are supported through documentation of changes in conditions in a narrative accompanying the allowance for loan loss analysis and calculation. As a result of the COVID-19 pandemic, the Company's management extensively reviewed a broad array of econometric projections and the potential effect of changes in those projections on anticipated loan performance. As a result, certain qualitative factors were modified in order to determine the adequacy of the allowance for loan losses during the year and at December 31, 2021 and 2020.

The third or unallocated component is maintained to cover uncertainties that could affect management's estimate of probable losses. The unallocated component of the allowance reflects the margin of imprecision inherent in the underlying assumptions used in the methodologies for estimating specific and general losses in the portfolio and generally comprises less than 10% of the total allowance for loan loss.

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

The CARES Act, signed into law on March 27, 2020, provided financial assistance in various forms to both businesses and consumers. One of the technical provisions of the CARES Act was to allow financial institutions not to characterize loan modifications specifically related to the COVID-19 pandemic as TDRs although financial institutions must make impairment determinations for accounting purposes if certain impairment triggers are met. Notwithstanding the Bank's policies with respect to impaired and potentially impaired loans, as discussed above, certain loans on deferred payment status were not classified as TDRs at December 31, 2021, as a result of the application of the provisions of the CARES Act.

An allowance for loan loss is established for an impaired loan if its carrying value exceeds its estimated fair value. The estimated fair values of substantially all of the Company's impaired loans are measured based on the estimated fair value of the loan's collateral. For loans secured by real estate, estimated fair values are determined primarily through third-party appraisals, less costs to sell.



Appraised values are discounted to arrive at the estimated selling price of the collateral, which is considered to be the estimated fair value. The discounts also include estimated costs to sell the property.

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

Large groups of homogeneous loans are collectively evaluated for impairment. Accordingly, the Company does not separately identify individual residential mortgage loans less than \$300,000, home equity and other consumer loans for impairment disclosures, unless such loans are related to borrowers with impaired commercial loans or they are subject to a troubled debt restructuring agreement. Loans that are related to borrowers with impaired commercial loans or are subject to a troubled debt restructuring agreement are evaluated individually for impairment.

Commercial loans whose terms are modified are classified as troubled debt restructurings if the Company grants such borrowers concessions and it is deemed that those borrowers are experiencing financial difficulty. Concessions granted under a troubled debt restructuring generally include but are not limited to a temporary reduction in the interest rate or an extension of a loan's stated maturity date. Commercial loans classified as troubled debt restructurings are designated as impaired and evaluated individually as discussed above.

The allowance calculation methodology includes further segregation of loan classes into risk rating categories. The borrower's overall financial condition, repayment sources, guarantors and value of the collateral, if appropriate, are evaluated not less than annually for commercial loans or when credit deficiencies arise on all loans. Credit quality risk ratings include regulatory classifications of special mention, substandard, doubtful and loss. See Note 5 for a description of these regulatory classifications.

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

#### **Income Recognition on Impaired and Nonaccrual Loans**

With the exception of certain loans in deferral at December 31, 2020 as a result of COVID-19 pandemic-related factors, for all classes of loans receivable, the accrual of interest is discontinued when the contractual payment of principal or interest has become 90 days past due or management has serious doubts about further collectability of principal or interest, even though the loan may be currently performing. A loan may remain on accrual status if it is either well secured or guaranteed and in the process of collection. When a loan is placed on nonaccrual status, unpaid interest is reversed and charged to interest income. Interest received on nonaccrual loans, including impaired loans, generally is either applied against principal or reported as interest income, according to management's judgment as to the collectability of principal. Generally, loans are restored to accrual status when the obligation is brought current, has performed in accordance with the contractual terms for a reasonable period of time, generally six months, and the ultimate collectability of the total contractual principal and interest is no longer in doubt. Nonaccrual troubled debt restructurings are restored to accrual status if principal and interest payments, under the modified terms, are current for six consecutive months after modification.

For nonaccrual loans, when future collectability of the recorded loan balance is expected, interest income may be recognized on a cash basis. In the case where a nonaccrual loan had been partially charged off, recognition of interest on a cash basis is limited to that which would have been recognized on the recorded loan balance at the contractual interest rate. Cash interest receipts in excess of that amount are recorded as recoveries to the allowance for loan losses until prior charge-offs have been fully recovered.

#### **Off-Balance Sheet Credit Related Financial Instruments**

In the ordinary course of business, the Company has entered into commitments to extend credit, including commitments under standby letters of credit. Such financial instruments are recorded when they are funded.

#### **Premises and Equipment**

Premises and equipment are stated at cost, less accumulated depreciation. Depreciation is computed on a straight-line basis over the estimated useful lives of the related assets, ranging up to 40 years for premises and 10 years for equipment. Maintenance and repairs are charged to operating expenses as incurred. The asset cost and accumulated depreciation are removed from the accounts for assets sold or retired and any resulting gain or loss is included in the determination of income.

## **Foreclosed Real Estate**

Physical possession of residential real estate property collateralizing a residential mortgage loan occurs when legal title is obtained upon completion of foreclosure or when the borrower conveys all interest in the property to satisfy the loan through completion of a deed-in-lieu of foreclosure or through a similar legal agreement. Properties acquired through foreclosure, or by deed-in-lieu of foreclosure, are recorded at their fair value less estimated costs to sell. Fair value is typically determined based on evaluations by third parties. Costs incurred in connection with preparing the foreclosed real estate for disposition are capitalized to the extent that they enhance the overall fair value of the property. Any write-downs on the asset's fair value less costs to sell at the date of acquisition are charged to the allowance for loan losses. Subsequent write downs and expenses of foreclosed real estate are included as a valuation allowance and recorded in noninterest expense.

## **Goodwill and Intangible Assets**

Goodwill represents the excess cost of an acquisition over the fair value of the net assets acquired. Goodwill is not amortized, but is evaluated annually or when there is a triggering event for impairment. Intangible assets, such as customer lists, are amortized over their useful lives, generally 15 years.

## **Mortgage Servicing Rights**

Originated mortgage servicing rights are recorded at their fair value at the time of transfer of the related loans and are amortized in proportion to, and over the period of, estimated net servicing income or loss. The carrying value of the originated mortgage servicing rights is periodically evaluated for impairment or between annual evaluations under certain circumstances.

## **Stock-Based Compensation**

Compensation costs related to share-based payment transactions are recognized based on the grant-date fair value of the stock-based compensation issued. Compensation costs are recognized over the period that an employee provides service in exchange for the award. Compensation costs related to the Employee Stock Ownership Plan are dependent upon the average stock price and the shares committed to be released to plan participants through the period in which income is reported.

## **Retirement Benefits**

The Company has a non-contributory defined benefit pension plan that covered substantially all employees. On May 14, 2012, the Company informed its employees of its decision to freeze participation and benefit accruals under the plan, primarily to reduce some of the volatility in earnings that can accompany the maintenance of a defined benefit plan. The plan was frozen on June 30, 2012. Compensation earned by employees up to June 30, 2012 is used for purposes of calculating benefits under the plan but there will be no future benefit accruals after this date. Participants as of June 30, 2012 will continue to earn vesting credit with respect to their frozen accrued benefits as they continue to work. Pension expense under these plans is charged to current operations and consists of several components of net pension cost based on various actuarial assumptions regarding future experience under the plans.

Gains and losses, prior service costs and credits, and any remaining transition amounts that have not yet been recognized through net periodic benefit cost are recognized in accumulated other comprehensive loss, net of tax effects, until they are amortized as a component of net periodic cost. Plan assets and obligations are measured as of the Company's statement of condition date.

The Company has unfunded deferred compensation and supplemental executive retirement plans for selected current and former employees and officers that provide benefits that cannot be paid from a qualified retirement plan due to Internal Revenue Code restrictions. These plans are nonqualified under the Internal Revenue Code, and assets used to fund benefit payments are not segregated from other assets of the Company, therefore, in general, a participant's or beneficiary's claim to benefits under these plans is as a general creditor.

The Bank sponsors an Employee Stock Ownership Plan ("ESOP") covering substantially all full time employees. The cost of shares issued to the ESOP but not committed to be released to the participants is presented in the consolidated statement of condition as a reduction of shareholders' equity. ESOP shares are released to the participants on an annual basis in accordance with a predetermined schedule. The Company records ESOP compensation expense based on the shares committed to be released and allocated to the participant's accounts multiplied by the average share price of the Company's stock over the period. Dividends related to unallocated shares are recorded as compensation expense.

## **Derivative Financial Instruments**

Derivatives are recorded on the statement of condition as assets and liabilities measured at their fair value. The accounting for changes in the fair value of a derivative depends on whether or not the derivative has been designated and qualifies as part of a hedging

relationship. The Company acquires derivatives with the intent of designating and qualifying those instruments as part of hedging relationships to other balance sheet assets or liabilities. The specific accounting treatment for increases and decreases in the value of derivatives further depends upon the use of the specific derivatives. There are two primary types of interest rate derivatives that may be employed by the Company:

- *Fair Value Hedge* - As a result of interest rate fluctuations, fixed-rate assets and liabilities will appreciate or depreciate in fair value over the course of their economic lives prior to maturity. When effectively hedged, this appreciation or depreciation will generally be offset by fluctuations in the fair value of derivative instruments that are linked to the hedged assets and liabilities. This strategy is referred to as a fair value hedge. For a fair value hedge, changes in the fair value of the derivative instrument and changes in the fair value of the hedged asset or liability are expected to substantially offset each other and these changes are recognized currently in earnings.
- *Cash Flow Hedge* - Cash flows related to floating rate assets and liabilities will fluctuate with changes in the underlying rate index. When effectively hedged, the increases or decreases in cash flows related to the floating-rate asset or liability will generally be offset by changes in cash flows of the derivative instruments designated as a hedge. This strategy is referred to as a cash flow hedge. For a cash flow hedge, changes in the fair value of the derivative instrument, to the extent that it is effective, are recorded in other comprehensive income and subsequently reclassified to earnings as the hedged transaction impacts net income. Any ineffective portion of a cash flow hedge is recognized currently in earnings.

### **Income Taxes**

Provisions for income taxes are based on taxes currently payable or refundable and deferred income taxes on temporary differences between the tax basis of assets and liabilities and their reported amounts in the consolidated financial statements. Deferred tax assets and liabilities are reported in the consolidated financial statements at currently enacted income tax rates applicable to the period in which the deferred tax assets and liabilities are expected to be realized or settled.

### **Earnings Per Share**

Basic net income per share was calculated using the two-class method by dividing net income (less any dividends on participating securities) by the weighted average number of shares of common stock and participating securities outstanding for the period. Diluted earnings per share may include the additional effect of other securities, if dilutive, in which case the dilutive effect of such securities is calculated by applying either the two-class method or the Treasury Stock method to the assumed exercise or vesting of potentially dilutive common shares. The method yielding the more dilutive result is ultimately reported for the applicable period. Potentially dilutive common stock equivalents primarily consist of employee stock options and restricted stock units. Unallocated common shares held by the ESOP are not included in the weighted average number of common shares outstanding for purposes of calculating earnings per common share until they are committed to be released to plan participants. Note 3 provides more information related to earnings per share.

### **Segment Reporting**

The Company has evaluated the activities relating to its strategic business units. The controlling interest in the FitzGibbons Agency is dissimilar in nature and management when compared to the Company's other strategic business units which are judged to be similar in nature and management. The Company has determined that the FitzGibbons Agency is below the reporting threshold in size in accordance with Accounting Standards Codification 280. Accordingly, the Company has determined it has no reportable segments.

## Comprehensive Income (Loss)

Accounting principles generally require that recognized revenue, expenses, gains and losses be included in net income. Although certain changes in assets and liabilities are reported as a separate component of the equity section of the statement of condition, such items, along with net income, are components of comprehensive income.

Accumulated other comprehensive loss represents the sum of these items, with the exception of net income, as of the balance sheet date and is represented in the table below.

Accumulated Other Comprehensive Loss By Component:	As of December 31,	
	2021	2020
Unrealized loss for pension and other postretirement obligations	\$ (1,907)	\$ (2,832)
Tax effect	495	739
Net unrealized loss for pension and other postretirement obligations	(1,412)	(2,093)
Unrealized gain (loss) on available-for-sale securities	579	1,133
Tax effect	(151)	(296)
Net unrealized gain on available-for-sale securities	428	837
Unrealized holding losses on hedging activities arising during the period	(388)	(1,308)
Tax effect	102	342
Net unrealized loss on hedging activities	(286)	(966)
Unrealized loss on securities transferred to held-to-maturity	(2)	(22)
Tax effect	4	8
Net unrealized gain (loss) on securities transferred to held-to-maturity	2	(14)
Accumulated other comprehensive loss	\$ (1,268)	\$ (2,236)

## Reclassifications

Certain amounts in the 2020 consolidated financial statements have been reclassified to conform to the current year presentation. These reclassifications had no effect on net income as previously reported.

## Note 2: New Accounting Pronouncements

The Financial Accounting Standards Board (“FASB”) and, to a lesser extent, other authoritative rulemaking bodies promulgate GAAP to regulate the standards of accounting in the United States. From time to time, the FASB issues new GAAP standards, known as Accounting Standards Updates (“ASUs”) some of which, upon adoption, may have the potential to change the way in which the Company recognizes or reports within its consolidated financial statements. The following table provides a description of standards that were adopted in 2021 and standards not yet adopted as of December 31, 2021, but could have an impact on the Company's consolidated financial statements upon adoption.

Standard	Description	Required Date of Implementation	Effect on Consolidated Financial Statements
Investments (ASU 2020-01- Equity Securities [Topic 321], Investments—Equity Method and Joint Ventures [Topic 323], and Derivatives and Hedging [Topic 815]—Clarifying the Interactions between Topic 321, Topic 323, and Topic 815)	<p>The FASB issued the amendments in this ASU as part of its ongoing project on its agenda for improving the Codification and correcting its unintended application. The items addressed in that project generally are not expected to have a significant effect on current accounting practices. The amendments in this ASU are summarized below.</p> <p>For Codification Improvements specific to ASU 2016-01, the following topics are covered within ASU 2019-04:</p> <ul style="list-style-type: none"> <li>• Scope Clarifications</li> <li>• Held-to-Maturity Debt Securities Fair Value Disclosures</li> <li>• Applicability of Topic 820 to the Measurement Alternative</li> <li>• Remeasurement of Equity Securities at Historical Exchange Rates</li> </ul> <p>The ASU also covers a number of issues that relate to hedge accounting (ASU-2017-12) including:</p> <ul style="list-style-type: none"> <li>• Partial-Term Fair Value Hedges of Interest Rate Risk</li> <li>• Amortization of Fair Value Hedge Basis Adjustments</li> <li>• Disclosure of Fair Value Hedge Basis Adjustments</li> <li>• Consideration of the Hedged Contractually Specified Interest Rate under the Hypothetical Derivative Method</li> <li>• Application of a First- Payments-Received Cash Flow Hedging Technique to Overall Cash Flows on a Group of Variable Interest Payments</li> <li>• Transition Guidance</li> </ul> <p>The amendments to Topic 326 and other Topics in this Update include items related to the amendments in Update 2016-13 discussed at the June 2018 and November 2018 Credit Losses Transition Resource Group (“TRG”) meetings. The amendments clarify or address stakeholders’ specific issues about certain aspects of the amendments in Update 2016-13 on a number of different topics, including the following:</p> <ul style="list-style-type: none"> <li>• Accrued Interest</li> <li>• Transfers between Classifications or Categories for Loans and Debt Securities</li> <li>• Recoveries</li> <li>• Consideration of Prepayments in Determining the Effective Interest Rate</li> <li>• Consideration of Estimated Costs to Sell When Foreclosure Is Probable</li> <li>• Vintage Disclosures— Line-of-Credit Arrangements Converted to Term Loans</li> <li>• Contractual Extensions and Renewals</li> </ul>	The amendments in this ASU were effective for fiscal years beginning after December 15, 2020, for public business entities.	The adoption of this ASU had no material impact to the Company's consolidated statements of condition or income.

<b>Standard</b>	<b>Description</b>	<b>Required Date of Implementation</b>	<b>Effect on Consolidated Financial Statements</b>
Income Taxes (ASU 2019-12- <i>Simplifying the Accounting for Income Taxes</i> )	<p>The FASB Board issued this Update as part of its initiative to reduce complexity in accounting standards (the Simplification Initiative).</p> <p>The amendments in this Update simplify the accounting for income taxes by removing the following exceptions, among others not considered to be applicable to the Company:</p> <ol style="list-style-type: none"> <li>1. Exception to the incremental approach for intraperiod tax allocation when there is a loss from continuing operations and income or a gain from other items (for example, discontinued operations or other comprehensive income)</li> <li>2. Exception to the general methodology for calculating income taxes in an interim period when a year-to-date loss exceeds the anticipated loss for the year.</li> </ol> <p>The amendments in this Update also simplify the accounting for income taxes by doing the following:</p> <ol style="list-style-type: none"> <li>1. Requiring that an entity recognize a franchise tax (or similar tax) that is partially based on income as an income-based tax and account for any incremental amount incurred as a non-income-based tax.</li> <li>2. Requiring that an entity evaluate when a step up in the tax basis of goodwill should be considered part of the business combination in which the book goodwill was originally recognized and when it should be considered a separate transaction.</li> <li>3. Specifying that an entity is not required to allocate the consolidated amount of current and deferred tax expense to a legal entity that is not subject to tax in its separate financial statements. However, an entity may elect to do so (on an entity-by-entity basis) for a legal entity that is both not subject to tax and disregarded by the taxing authority.</li> <li>4. Requiring that an entity reflect the effect of an enacted change in tax laws or rates in the annual effective tax rate computation in the interim period that includes the enactment date.</li> <li>5. Making minor Codification improvements for income taxes related to employee stock ownership plans and investments in qualified affordable housing projects accounted for using the equity method.</li> </ol>	The amendments in this ASU were effective for fiscal years beginning after December 15, 2020, for public business entities.	The adoption of this ASU had no material impact to the Company's consolidated statements of condition or income.

<b>Standard</b>	<b>Description</b>	<b>Required Date of Implementation</b>	<b>Effect on Consolidated Financial Statements</b>
Codification Improvements to Subtopic 310-20, Receivables—Nonrefundable Fees and Other Costs (ASU 2020-08)	<p>The amendments affect the guidance in Accounting Standards Update No. 2017-08, Receivables—Nonrefundable Fees and Other Costs (Subtopic 310-20): <i>Premium Amortization on Purchased Callable Debt Securities</i>. The amendments in that Update shortened the amortization period for certain purchased callable debt securities held at a premium by requiring that entities amortize the premium associated with those callable debt securities within the scope of paragraph 310-20-25-33 to the earliest call date. The Board noted in paragraph BC21 of Update 2017-08 that if the security contained additional future call dates, an entity should consider whether the amortized cost basis exceeded the amount repayable by the issuer at the next call date. If so, the excess should be amortized to the next call date. The amendments in this ASU represent changes to clarify the Codification. The amendments make the Codification easier to understand and easier to apply by eliminating inconsistencies and providing clarifications.</p>	For public business entities, the amendments in this ASU were effective for fiscal years, and interim periods within those fiscal years, beginning after December 15, 2020.	The adoption of this ASU had no material impact to the Company's consolidated statements of condition or income.

<b>Standard</b>	<b>Description</b>	<b>Required Date of Implementation</b>	<b>Effect on Consolidated Financial Statements</b>
Reference Rate Reform ( <i>ASU 2020-04- Facilitation of the Effects of Reference Rate Reform on Financial Reporting</i> )	The amendments provide optional expedients and exceptions for applying generally accepted accounting principles (GAAP) to contracts, hedging relationships, and other transactions affected by reference rate reform. The amendments apply only to contracts, hedging relationships, and other transactions that reference LIBOR or another reference rate expected to be discontinued because of reference rate reform. The amendments (1) apply to contract modifications that replace a reference rate affected by reference rate reform, (2) provide exceptions to existing guidance related to changes to the critical terms of a hedging relationship due to reference rate reform (3) provide optional expedients for fair value hedging relationships, cash flow hedging relationships, and net investment hedging relationships, and (4) provide a onetime election to sell, transfer, or both sell and transfer debt securities classified as held to maturity that reference a rate affected by reference rate reform and that are classified as held to maturity before January 1, 2020.	The amendments in this Update are effective for all entities as of March 12, 2020 through December 31, 2022.	The amendments for contract modifications could be elected to be applied as of any date from the beginning of an interim period that includes or is subsequent to March 12, 2020, or prospectively from a date within an interim period that includes or is subsequent to March 12, 2020. The amendments for existing hedging relationships can be elected to be applied as of the beginning of the interim period that includes March 12, 2020 and to new eligible hedging relationships entered into after the beginning of the interim period that includes March 12, 2020. The adoption of this ASU has had and is not expected to have any material impact to the Company's consolidated statements of condition or income.

<b>Standard</b>	<b>Description</b>	<b>Required Date of Implementation</b>	<b>Effect on Consolidated Financial Statements</b>
1. No. 2021-06   Presentation of Financial Statements (Topic 205), Financial Services— Depository and Lending (Topic 942), and Financial Services— Investment Companies (Topic 946)	This ASU requires applicable entities to disclose, as of each balance sheet date, in a footnote to the financial statements, the aggregate dollar amount of loans (exclusive of loans to any such persons which in the aggregate do not exceed \$60,000 during the latest year) made by the registrant or any of its subsidiaries to directors, executive officers, or principal holders of equity securities of the registrant or any of its significant subsidiaries, or to any associate of such persons. For the latest fiscal year, an analysis of activity with respect to such aggregate loans to related parties should also be provided. The analysis should include the aggregate amount at the beginning of the period, new loans, repayments, and other changes. This disclosure need not be furnished when the aggregate amount of such loans at the balance sheet date (or with respect to the latest fiscal year, the maximum amount outstanding during the period) does not exceed five percent of stockholders equity as of that date. This ASU also requires depository and lending institutions to disclose if a significant portion of the aggregate amount of loans outstanding to related parties at the end of the fiscal year relates to loans that are disclosed as nonaccrual, past due, nonaccrual, or troubled debt restructurings in the consolidated financial statements along with such other information necessary to an understanding of the effects of the transactions on the financial statements. This ASU further requires depository and lending institutions to disclose if any loans were not made in the ordinary course of business during any period for which a statement of comprehensive income is required to be filed.	This ASU is effective immediately for all applicable entities.	This ASU requires additional disclosures to be provided in all reporting periods for which financial statements are presented, but otherwise does not affect the Company's reported statements of financial condition or results of operations.

<b>Standard</b>	<b>Description</b>	<b>Required Date of Implementation</b>	<b>Effect on Consolidated Financial Statements</b>
Reference Rate Reform, Topic 848 ( <i>ASU 2021-01</i> )	The amendments in this ASU clarify that certain optional expedients and exceptions in Topic 848 for contract modifications and hedge accounting apply to derivatives that are affected by the discontinuing transition. Specifically, certain provisions in Topic 848, if elected by an entity, apply to derivative instruments that use an interest rate for margining, discounting, or contract price alignment that is modified as a result of reference rate reform. The amendments in this Update apply to all entities that elect to apply the optional guidance in Topic 848.	The amendments in this ASU are effective immediately for all entities.	The adoption of this ASU had no material impact to the Company's consolidated statements of condition or income.



## Standards Not Yet Adopted as of December 31, 2021

Standard	Description	Required Date of Implementation	Effect on Consolidated Financial Statements
Measurement of Credit Losses on Financial Instruments ( <i>ASU 2016-13: Financial Instruments—Credit Losses [Topic 326]: Measurement of Credit Losses on Financial Instruments</i> )	<p>The amended guidance replaces the current incurred loss model for determining the allowance for credit losses. The guidance requires financial assets measured at amortized cost to be presented at the net amount expected to be collected. The allowance for credit losses will represent a valuation account that is deducted from the amortized cost basis of the financial assets to present their net carrying value at the amount expected to be collected. The income statement will reflect the measurement of credit losses for newly recognized financial assets as well as expected increases or decreases of expected credit losses that have taken place during the period. When determining the allowance, expected credit losses over the contractual term of the financial asset(s) (taking into account prepayments) will be estimated considering relevant information about past events, current conditions, and reasonable and supportable forecasts that affect the collectability of the reported amount. The amended guidance also requires recording an allowance for credit losses for purchased financial assets with a more-than-insignificant amount of credit deterioration since origination. The initial allowance for these assets will be added to the purchase price at acquisition rather than being reported as an expense. Subsequent changes in the allowance will be recorded through the income statement as an expense adjustment. In addition, the amended guidance requires credit losses relating to available-for-sale debt securities to be recorded through an allowance for credit losses. The calculation of credit losses for available-for-sale securities will be similar to how it is determined under existing guidance.</p>	January 1, 2023 (early adoption permitted as of January 1, 2019)	<p>The Company is assessing the new guidance to determine what modifications to existing credit estimation processes may be required. The new guidance is complex and management is evaluating the preliminary output from models that have been developed during this evaluative phase. In addition, future levels of allowances will reflect new requirements to include estimated credit losses on investment securities classified as held-to-maturity, if any. The Company has formed an Implementation Committee, whose membership includes representatives of senior management, to develop plans that will encompass: (1) internal methodology changes (2) data collection and management activities, (3) internal communication requirements, and (4) estimation of the projected impact of this guidance. It has been generally assumed that the conversion from the incurred loss model, required under current GAAP, to the current expected credit loss (CECL) methodology (as required upon implementation of this Update) will, more likely than not, result in increases to the allowances for credit losses at many financial institutions. The amount of any change in the allowance for credit losses resulting from the new guidance will be impacted by the provisions of this guidance as well as by the loan and debt security portfolios composition and asset quality at the adoption date, and economic conditions and forecasts at the time of adoption. The amendments in this Update should be applied on a modified retrospective basis by means of a cumulative-effect adjustment to the opening retained earnings balance in the statement of financial position as of the date that an entity adopts the amendments in Update 2016-13. The cumulative impact of the economic effects of the COVID-19 pandemic on the changes to the allowance for loan losses, that will be required upon the implementation of the CECL methodology, cannot be estimated at this time.</p>

Standard	Description	Required Date of Implementation	Effect on Consolidated Financial Statements
Transition Relief for the Implementation of ASU-2016-13 (ASU 2019-5: <i>Financial Instruments—Credit Losses [Topic 326]: Targeted Transition Relief</i> )	The amendments in this ASU provide entities that have certain instruments within the scope of Subtopic 326-20, <i>Financial Instruments—Credit Losses—Measured at Amortized Cost</i> , with an option to irrevocably elect the fair value option in Subtopic 825-10, <i>Financial Instruments—Overall</i> , applied on an instrument-by-instrument basis for eligible instruments, upon adoption of Topic 326. The fair value option election does not apply to held-to-maturity debt securities. An entity that elects the fair value option should subsequently apply the guidance in Subtopics 820-10, <i>Fair Value Measurement—Overall</i> , and 825-10. General guidance for the use of the fair value option is contained in Subtopic 825-10. The irrevocable election of the fair value option must be applied on an instrument-by-instrument basis for eligible instruments, whose characteristics are within the scope of Subtopic 326-20. Upon adoption of Topic 326, for items measured at fair value in accordance with paragraph 326-10-65-1(i), the difference between the carrying amount and the fair value shall be recorded by means of a cumulative-effect adjustment to the opening retained earnings balance as of the beginning of the first reporting period that an entity has adopted ASU 2016-13. Those differences may include, but are not limited to: (1) unamortized deferred costs, fees, premiums, and discounts (2) valuation allowances (for example, allowance for loan losses), or (3) accrued interest.	January 1, 2023 (early adoption permitted as of January 1, 2019)	The Company is assessing the new guidance to determine what modifications to existing credit estimation processes may be required. The new guidance is complex and management is still evaluating the preliminary output from models that have been developed during this evaluative phase. In addition, future levels of allowances will also reflect new requirements to include estimated credit losses on investment securities classified as held-to-maturity, if any. The Company has formed an Implementation Committee, whose membership includes representatives of senior management, to develop plans that will encompass: (1) internal methodology changes (2) data collection and management activities, (3) internal communication requirements, and (4) estimation of the projected impact of this guidance. It has been generally assumed that the conversion from the incurred loss model, required under current GAAP, to the current expected credit loss (CECL) methodology (as required upon implementation of this Update) will, more likely than not, result in increases to the allowances for credit losses at many financial institutions. However, the amount of any change in the allowance for credit losses resulting from the new guidance will ultimately be impacted by the provisions of this guidance as well as by the loan and debt security portfolios composition and asset quality at the adoption date, and economic conditions and forecasts at the time of adoption. The amendments in this Update should be applied on a modified retrospective basis by means of a cumulative-effect adjustment to the opening retained earnings balance in the statement of financial position as of the date that an entity adopted the amendments in Update 2016-13. The cumulative impact of the economic effects of the COVID-19 pandemic on the changes to the allowance for loan losses, that will be required upon the implementation of the CECL methodology, cannot be estimated at this time.

Standard	Description	Required Date of Implementation	Effect on Consolidated Financial Statements
Earnings Per Share, Debt Modifications and Extinguishments, Stock Compensation, and Derivatives and Hedging- Contacts in Entity's own Equity (ASU 2021-04)	The amendments in this Update affect all entities that issue freestanding written call options that are classified in equity. Specifically, the amendments affect those entities when a freestanding equity-classified written call option is modified or exchanged and remains equity classified after the modification or exchange. The amendments that relate to the recognition and measurement of EPS for certain modifications or exchanges of freestanding equity-classified written call options affect entities that present EPS in accordance with the guidance in Topic 260, Earnings Per Share. The amendments in this Update do not apply to modifications or exchanges of financial instruments that are within the scope of another Topic. That is, accounting for those instruments continues to be subject to the requirements in other Topics. The amendments in this Update do not affect a holder's accounting for freestanding call options.	The amendments in this Update are effective for all entities for fiscal years beginning after December 15, 2021, including interim periods within those fiscal years. An entity should apply the amendments prospectively to modifications or exchanges occurring on or after the effective date of the amendments. Early adoption is permitted for all entities, including adoption in an interim period. If an entity elects to early adopt the amendments in this Update in an interim period, the guidance should be applied as of the beginning of the fiscal year that includes that interim period.	The adoption of this ASU is expected to have no material impact to the Company's consolidated statements of condition or income as the Company does not have any freestanding equities with a written call option.

Standard	Description	Required Date of Implementation	Effect on Consolidated Financial Statements
Leases- Topic 842 (ASU 2021-05)	<p>The amendments in this Update affect lessors with lease contracts that (1) have variable lease payments that do not depend on a reference index or a rate and (2) would have resulted in the recognition of a selling loss at lease commencement if classified as sales-type or direct financing. The amendment requires that a lessor determine whether a lease should be classified as a sales-type lease or a direct financing lease at lease commencement on the basis of specified classification criteria (see paragraphs 842-10-25-2 through 25-3). Under ASC 842, a lessor is not permitted to estimate most variable payments and must exclude variable payments that are not estimated and do not depend on a reference index or a rate from the lease receivable. Subsequently, those excluded variable payments are recognized entirely as lease income when the changes in facts and circumstances on which those variable payments are based occur. Consequently, the net investment in the lease for a sales-type lease or a direct financing lease with variable payments of a certain magnitude that do not depend on a reference index or a rate may be less than the carrying amount of the underlying asset derecognized at lease commencement. As a result, the lessor recognizes a selling loss at lease commencement (hereinafter referred to as a day-one loss) even if the lessor expects the arrangement to be profitable overall. The amendments in this Update address stakeholders' concerns by amending the lease classification requirements for lessors to align them with practice under ASC 840. Lessors should classify and account for a lease with variable lease payments that do not depend on a reference index or a rate as an operating lease if both of the following criteria are met: (1) The lease would have been classified as a sales-type lease or a direct financing lease in accordance with the classification criteria in paragraphs 842-10-25-2 through 25-3 and (2) The lessor would have otherwise recognized a day-one loss. When a lease is classified as operating, the lessor does not recognize a net investment in the lease, does not derecognize the underlying asset, and, therefore, does not recognize a selling profit or loss. The leased asset continues to be subject to the measurement and impairment requirements under other applicable GAAP before and after the lease transaction.</p>	<p>The amendments in this Update amend Topic 842, which has different effective dates for public business entities and most entities other than public business entities. The amendments are effective for fiscal years beginning after December 15, 2021, for all entities, and interim periods within those fiscal years for public business entities and interim periods within fiscal years beginning after December 15, 2022, for all other entities.</p>	<p>The adoption of this ASU is currently not expected to have a material impact to the Company's consolidated statements of condition or income.</p>

Standard	Description	Required Date of Implementation	Effect on Consolidated Financial Statements
Financial Instruments—Credit Losses (ASU 2019-11- Codification Improvements to Topic 326)	<p>On June 16, 2016, the FASB issued Accounting Standards Update No. 2016-13, <i>Financial Instruments—Credit Losses (Topic 326): Measurement of Credit Losses on Financial Instruments</i>, which introduced an expected credit loss model for the impairment of financial assets measured at amortized cost basis. That model replaces the probable, incurred loss model for those assets. Through the amendments in that Update, the Board added Topic 326, <i>Financial Instruments—Credit Losses</i>, and made several consequential amendments to the Codification. The Board has an ongoing project on its agenda for improving the Codification or correcting its unintended application. The items addressed in that project generally are not expected to have a significant effect on current accounting practice or create a significant administrative cost for most entities. The amendments in this Update are similar to those items. However, the Board decided to issue a separate Update for improvements to the amendments in Update 2016-13 to increase stakeholder awareness of those amendments and to expedite the improvement process. The amendments include items brought to the Board's attention by stakeholders.</p>	<p>January 1, 2023 (early adoption permitted as of January 1, 2019). The effective dates and transition requirements for the amendments are the same as the effective dates and transition requirements in Update 2016-13.</p>	<p>The Company is assessing the new guidance to determine what modifications to existing credit estimation processes may be required. The new guidance is complex and management is still evaluating the preliminary output from models that have been developed during this evaluative phase. In addition, future levels of allowances will also reflect new requirements to include estimated credit losses on investment securities classified as held-to-maturity, if any. The Company has formed an Implementation Committee, whose membership includes representatives of senior management, to develop plans that will encompass: (1) internal methodology changes (2) data collection and management activities, (3) internal communication requirements, and (4) estimation of the projected impact of this guidance. It has been generally assumed that the conversion from the incurred loss model, required under current GAAP, to the CECL methodology will, more likely than not, result in increases to the allowances for credit losses at many financial institutions. However, the amount of any change in the allowance for credit losses resulting from the new guidance will ultimately be impacted by the provisions of this guidance as well as by the loan and debt security portfolios composition and asset quality at the adoption date, and economic conditions and forecasts at the time of adoption. The amendments in this Update should be applied on a modified retrospective basis by means of a cumulative-effect adjustment to the opening retained earnings balance in the statement of financial position as of the date that an entity adopted the amendments in Update 2016-13.</p>
	<p>The amendments in this Update clarify or address stakeholders' specific issues about certain aspects of the amendments in Update 2016-13 as described below:</p>		
	<ol style="list-style-type: none"> <li>1. Expected Recoveries for Purchased Financial Assets with Credit Deterioration (PCDs): The amendments clarify that the allowance for credit losses for PCD assets should include in the allowance for credit losses expected recoveries of amounts previously written off and expected to be written off by the entity and should not exceed the aggregate of amounts of the amortized cost basis previously written off and expected to be written off by an entity. In addition, the amendments clarify that when a method other than a discounted cash flow method is used to estimate expected credit losses, expected recoveries should not include any amounts that result in an acceleration of the noncredit discount. An entity may include increases in expected cash flows after acquisition.</li> <li>2. Transition Relief for Troubled Debt Restructurings (TDRs): The amendments provide transition relief by permitting entities an accounting policy election to adjust the effective interest rate on existing TDRs using prepayment assumptions on the date of adoption of Topic 326 rather than the prepayment assumptions in effect immediately before the restructuring.</li> <li>3. Disclosures Related to Accrued Interest Receivables: The amendments extend the disclosure relief for accrued interest receivable balances to additional relevant disclosures involving amortized cost basis.</li> <li>4. Financial Assets Secured by Collateral Maintenance Provisions: The amendments clarify that an entity should assess whether it reasonably expects the borrower will be able to continually replenish collateral securing the financial asset to apply the practical expedient. The amendments clarify that an entity applying the practical expedient should estimate expected credit losses for any difference between the amount of the amortized cost basis that is greater than the fair value of the collateral securing the financial asset (that is, the unsecured portion of the amortized cost basis). An entity may determine that the expectation of nonpayment for the amount of the amortized cost basis equal to the fair value of the collateral securing the financial asset is zero.</li> <li>5. Conforming Amendment to Subtopic 805-20: The amendment to Subtopic 805-20, <i>Business Combinations—Identifiable Assets and Liabilities, and Any Noncontrolling Interest</i>, clarifies the guidance by removing the cross-reference to Subtopic 310-30 in paragraph 805-20-50-1 and replacing it with a cross-reference to the guidance on PCD assets in Subtopic 326-20.</li> </ol>		

Standard	Description	Required Date of Implementation	Effect on Consolidated Financial Statements
Debt (ASU 2020-06-Debt with Conversion and Other Options (Subtopic 470-20) and Derivatives and Hedging—Contracts in Entity's Own Equity (Subtopic 815-40)	<p>The amendments reduce the number of accounting models for convertible debt instruments and convertible preferred stock. The amendments also reduce form-over-substance-based guidance for the derivatives scope exception for contracts in an entity's own equity. For convertible instruments, embedded conversion features no longer are separated from the host contract for convertible instruments with conversion features that are not required to be accounted for as derivatives, or that do not result in substantial premiums accounted for as paid-in capital. Consequently, a convertible debt instrument will be accounted for as a single liability measured at its amortized cost and a convertible preferred stock will be accounted for as a single equity instrument measured at its historical cost, as long as no other features require bifurcation and recognition as derivatives. By removing those separation models, the interest rate of convertible debt instruments typically will be closer to the coupon interest rate on the instrument. The amendments also require certain changes to EPS calculations for convertible instruments as well as additional disclosures relating to conditions that cause conversion features to be met.</p> <p>For contracts in an entity's own equity, the amendments revise the derivatives scope exception guidance as follows:</p> <ol style="list-style-type: none"> <li>1. Remove the settlement in unregistered shares, collateral, and shareholder rights conditions from the settlement guidance.</li> <li>2. Clarify that payment penalties for failure to timely file do not preclude equity classification.</li> <li>3. Require instruments that are required to be classified as an asset or liability to be measured subsequently at fair value, with changes reported in earnings and disclosed in the financial statements.</li> <li>4. Clarify that the scope of the disclosure requirements in the Contracts in an Entity's Own Equity section of the Derivatives guidance applies only to freestanding instruments.</li> <li>5. Clarify that the scope of the reassessment guidance in the Contracts in an Entity's Own Equity section of the Derivatives guidance applies to both freestanding instruments and embedded features.</li> </ol>	<p>The amendments in this update are effective for public business entities, excluding entities eligible to be smaller reporting companies as defined by the SEC, for fiscal years beginning after December 15, 2021, including interim periods within those fiscal years. For all other entities, the amendments are effective for fiscal years beginning after December 15, 2023, including interim periods within those fiscal years. Early adoption is permitted, but no earlier than fiscal years beginning after December 15, 2020, including interim periods within those fiscal years. The Board specified that an entity should adopt the guidance as of the beginning of its annual fiscal year.</p>	<p>The amendments can be applied either on a modified retrospective method of transition or a fully retrospective method of transition. In applying the modified retrospective method, the guidance should be applied to transactions outstanding as of the beginning of the fiscal year in which the amendments are adopted. Transactions that were settled (or expired) during prior reporting periods are unaffected. The cumulative effect of the change should be recognized as an adjustment to the opening balance of retained earnings at the date of adoption. If applying the fully retrospective method of transition, the cumulative effect of the change should be recognized as an adjustment to the opening balance of retained earnings in the first comparative period presented. The fair value option is allowed to be irrevocably elected for any financial instrument that is a convertible security upon adoption of the amendments. The Company has not yet determined which transition method will be applied to the extent that such transition adjustments are applicable. The Company does not expect that the guidance will have a material effect on its consolidated statements of financial condition or income.</p>

### NOTE 3: EARNINGS PER SHARE

Following shareholder approval received on June 4, 2021, the Company converted 1,380,283 shares of its Series B Convertible Perpetual Preferred Stock to an equal number of shares of its newly-created Series A Non-Voting Common Stock. The conversion, which was effective on June 28, 2021, represented 100% of the Company's Convertible Perpetual Preferred Stock outstanding at the time of the conversion and retired the Convertible Perpetual Preferred Stock in perpetuity.

The Company has voting common stock, non-voting common stock and a warrant that are all eligible to participate in dividends equal to the voting common stock dividends on a per share basis. Securities that participate in dividends, such as the Company's non-voting common stock and warrant, are considered "participating securities." The Company calculates net income available to voting common shareholders using the two-class method required for capital structures that include participating securities.

In applying the two-class method, basic net income per share was calculated by dividing net income (less any dividends on participating securities) by the weighted average number of shares of common stock and participating securities outstanding for the period. Diluted earnings per share may include the additional effect of other securities, if dilutive, in which case the dilutive effect of such securities is calculated by applying either the two-class method or the Treasury Stock method to the assumed exercise or vesting of potentially dilutive common shares. The method yielding the more dilutive result is ultimately reported for the applicable period. Potentially dilutive common stock equivalents primarily consist of employee stock options and restricted stock units. Unallocated common shares held by the ESOP are not included in the weighted average number of common shares outstanding for purposes of calculating earnings per common share until they are committed to be released to plan participants.

Anti-dilutive shares are common stock equivalents with average exercise prices in excess of the weighted average market price for the period presented. Anti-dilutive stock options, not included in the computation below, were -0- and 175,996 for the years ended 2021 and 2020, respectively.

The following table sets forth the calculation of basic and diluted earnings per share.

	Years Ended	
	December 31,	
	2021	2020
<i>(In thousands, except per share data)</i>		
Net income attributable to Pathfinder Bancorp, Inc.	\$ 12,407	\$ 6,950
Convertible preferred stock dividends	180	291
Series A Non-Voting Common Stock dividends	206	-
Warrant dividends	35	30
Undistributed earnings allocated to participating securities	2,699	1,224
Net income available to common shareholders- Voting	\$ 9,287	\$ 5,405
Net income attributable to Pathfinder Bancorp, Inc.	\$ 12,407	\$ -
Convertible preferred stock dividends	180	-
Voting Common Stock dividends	1,258	-
Warrant dividends	35	-
Undistributed earnings allocated to participating securities	9,392	-
Net income available to common shareholders- Series A Non-Voting	\$ 1,542	\$ -
Basic weighted average common shares outstanding- Voting	4,478	4,608
Basic weighted average common shares outstanding- Series A Non-Voting	745	-
Diluted weighted average common shares outstanding- Voting	4,478	4,608
Diluted weighted average common shares outstanding- Series A Non-Voting	745	-
Basic earnings per common share- Voting	\$ 2.07	\$ 1.17
Basic earnings per common share- Series A Non-Voting	\$ 2.07	\$ -
Diluted earnings per common share- Voting	\$ 2.07	\$ 1.17
Diluted earnings per common share- Series A Non-Voting	\$ 2.07	\$ -



**NOTE 4: INVESTMENT SECURITIES**

The amortized cost and estimated fair value of investment securities are summarized as follows:

	December 31, 2021			
	Amortized Cost	Gross Unrealized Gains	Gross Unrealized Losses	Estimated Fair Value
<i>(In thousands)</i>				
<b><i>Available-for-Sale Portfolio</i></b>				
<u>Debt investment securities:</u>				
US Treasury, agencies and GSEs	\$ 32,669	\$ 17	\$ (413)	\$ 32,273
State and political subdivisions	37,860	1,383	(44)	39,199
Corporate	13,603	562	(38)	14,127
Asset backed securities	13,693	9	(89)	13,613
Residential mortgage-backed - US agency	22,482	148	(466)	22,164
Collateralized mortgage obligations - US agency	12,658	30	(403)	12,285
Collateralized mortgage obligations - Private label	56,848	285	(402)	56,731
Total	189,813	2,434	(1,855)	190,392
<u>Equity investment securities:</u>				
Common stock - financial services industry	206	-	-	206
Total	206	-	-	206
Total available-for-sale	\$ 190,019	\$ 2,434	\$ (1,855)	\$ 190,598
 <b><i>Held-to-Maturity Portfolio</i></b>				
<u>Debt investment securities:</u>				
US Treasury, agencies and GSEs	\$ -	\$ -	\$ -	\$ -
State and political subdivisions	14,790	416	(140)	15,066
Corporate	46,290	1,252	(102)	47,440
Asset backed securities	14,636	67	(188)	14,515
Residential mortgage-backed - US agency	9,740	277	(18)	9,999
Collateralized mortgage obligations - US agency	11,362	367	(9)	11,720
Collateralized mortgage obligations - Private label	64,105	222	(262)	64,065
Total held-to-maturity	\$ 160,923	\$ 2,601	\$ (719)	\$ 162,805

	December 31, 2020			
	Amortized Cost	Gross Unrealized Gains	Gross Unrealized Losses	Estimated Fair Value
<i>(In thousands)</i>				
<b>Available-for-Sale Portfolio</b>				
<b>Debt investment securities:</b>				
US Treasury, agencies and GSEs	\$ 6,428	\$ 12	\$ (24)	\$ 6,416
State and political subdivisions	23,235	538	(20)	23,753
Corporate	12,393	275	-	12,668
Asset backed securities	8,572	39	(4)	8,607
Residential mortgage-backed - US agency	24,856	355	-	25,211
Collateralized mortgage obligations - US agency	26,776	149	(461)	26,464
Collateralized mortgage obligations - Private label	24,662	384	(110)	24,936
<b>Total</b>	<b>126,922</b>	<b>1,752</b>	<b>(619)</b>	<b>128,055</b>
<b>Equity investment securities:</b>				
Common stock - financial services industry	206	-	-	206
<b>Total</b>	<b>206</b>	<b>-</b>	<b>-</b>	<b>206</b>
<b>Total available-for-sale</b>	<b>\$ 127,128</b>	<b>\$ 1,752</b>	<b>\$ (619)</b>	<b>\$ 128,261</b>
<b>Held-to-Maturity Portfolio</b>				
<b>Debt investment securities:</b>				
US Treasury, agencies and GSEs	\$ 1,000	\$ 2	\$ -	\$ 1,002
State and political subdivisions	16,482	527	(58)	16,951
Corporate	36,441	1,101	(7)	37,535
Asset backed securities	18,414	217	(176)	18,455
Residential mortgage-backed - US agency	11,807	475	-	12,282
Collateralized mortgage obligations - US agency	24,482	850	(1)	25,331
Collateralized mortgage obligations - Private label	62,598	902	(121)	63,379
<b>Total held-to-maturity</b>	<b>\$ 171,224</b>	<b>\$ 4,074</b>	<b>\$ (363)</b>	<b>\$ 174,935</b>

A substantial percentage of the Company's investments in mortgage-backed securities include pass-through securities and collateralized mortgage obligations issued and guaranteed by Fannie Mae, Freddie Mac, and Ginnie Mae. At December 31, 2021, the Company also held a total of 68 private-label mortgage-backed securities or collateralized mortgage obligations with an aggregate book balance of \$120.9 million and 20 private-label asset backed securities collateralized by consumer loans with an aggregate book balance of \$28.3 million. At December 31, 2020, the Company held a total of 54 private-label mortgage-backed securities or collateralized mortgage obligations with an aggregate book balance of \$87.3 million and 22 private-label asset backed securities collateralized by consumer loans with an aggregate book balance of \$27.0 million. These investments are relatively short-duration securities with significant credit enhancements. The Company's investments in state and political obligation securities are generally municipal obligations that are categorized as general obligations of the issuer that are supported by the overall taxing authority of the issuer, and in some cases are insured. The obligations issued by school districts are generally supported by state administered insurance funds or credit enhancement programs.

The amortized cost and estimated fair value of debt investments at December 31, 2021 by contractual maturity are shown below. Expected maturities may differ from contractual maturities because borrowers may have the right to call or prepay obligations with or without penalties.

	<b>Available-for-Sale</b>		<b>Held-to-Maturity</b>	
	Amortized Cost	Estimated Fair Value	Amortized Cost	Estimated Fair Value
<i>(In thousands)</i>				
Due in one year or less	\$ 5,886	\$ 6,294	\$ 2,817	\$ 2,865
Due after one year through five years	4,824	4,920	8,967	9,349
Due after five years through ten years	34,884	34,512	43,836	44,764
Due after ten years	52,231	53,486	20,096	20,043
Sub-total	97,825	99,212	75,716	77,021
Residential mortgage-backed - US agency	22,482	22,164	9,740	9,999
Collateralized mortgage obligations - US agency	12,658	12,285	11,362	11,720
Collateralized mortgage obligations - Private label	56,848	56,731	64,105	64,065
<b>Totals</b>	<b>\$ 189,813</b>	<b>\$ 190,392</b>	<b>\$ 160,923</b>	<b>\$ 162,805</b>

The Company's investment securities' gross unrealized losses and fair value, aggregated by investment category and length of time that individual securities have been in a continuous unrealized loss position, is as follows:

	December 31, 2021								
	Less than Twelve Months			Twelve Months or More			Total		
	Number of Individual Securities	Unrealized Losses	Fair Value	Number of Individual Securities	Unrealized Losses	Fair Value	Number of Individual Securities	Unrealized Losses	Fair Value
<i>(Dollars in thousands)</i>									
<b>Available-for-Sale Portfolio</b>									
US Treasury, agencies and GSE's	3	\$ (413)	\$ 31,195	-	\$ -	\$ -	3	\$ (413)	\$ 31,195
State and political subdivisions	3	(44)	4,847	-	-	-	3	(44)	4,847
Corporate	2	(5)	1,162	1	(33)	722	3	(38)	1,884
Asset backed securities	5	(89)	11,206	-	-	-	5	(89)	11,206
Residential mortgage-backed - US agency	3	(466)	13,090	-	-	-	3	(466)	13,090
Collateralized mortgage obligations - US agency	3	(126)	6,504	2	(277)	2,204	5	(403)	8,708
Collateralized mortgage obligations - Private label	18	(388)	38,816	2	(14)	1,539	20	(402)	40,355
<b>Totals</b>	<b>37</b>	<b>\$ (1,531)</b>	<b>\$ 106,820</b>	<b>5</b>	<b>\$ (324)</b>	<b>\$ 4,465</b>	<b>42</b>	<b>\$ (1,855)</b>	<b>\$ 111,285</b>
<b>Held-to-Maturity Portfolio</b>									
State and political subdivisions	4	\$ (28)	\$ 2,013	2	\$ (112)	\$ 3,988	6	\$ (140)	\$ 6,001
Corporate	9	(102)	7,636	-	-	-	9	(102)	7,636
Asset backed securities	2	(130)	2,974	2	(58)	1,610	4	(188)	4,584
Residential mortgage-backed - US agency	1	(18)	1,941	-	-	-	1	(18)	1,941
Collateralized mortgage obligations - US agency	-	-	-	1	(9)	1,109	1	(9)	1,109
Collateralized mortgage obligations - Private label	6	(163)	13,070	3	(99)	3,820	9	(262)	16,890
<b>Totals</b>	<b>22</b>	<b>\$ (441)</b>	<b>\$ 27,634</b>	<b>8</b>	<b>\$ (278)</b>	<b>\$ 10,527</b>	<b>30</b>	<b>\$ (719)</b>	<b>\$ 38,161</b>

	December 31, 2020								
	Less than Twelve Months			Twelve Months or More			Total		
	Number of Individual Securities	Unrealized Losses	Fair Value	Number of Individual Securities	Unrealized Losses	Fair Value	Number of Individual Securities	Unrealized Losses	Fair Value
<i>(Dollars in thousands)</i>									
<b>Available-for-Sale Portfolio</b>									
US Treasury, agencies and GSE's	-	\$ -	\$ -	1	\$ (24)	\$ 4,954	1	\$ (24)	\$ 4,954
State and political subdivisions	1	(20)	2,521	-	-	-	1	(20)	2,521
Corporate	-	-	-	-	-	-	-	-	-
Asset backed securities	2	(2)	2,487	1	(2)	80	3	(4)	2,567
Residential mortgage-backed - US agency	-	-	-	-	-	-	-	-	-
Collateralized mortgage obligations - US agency	2	(45)	6,974	2	(416)	5,683	4	(461)	12,657
Collateralized mortgage obligations - Private label	3	(78)	8,071	4	(32)	2,574	7	(110)	10,645
<b>Totals</b>	<b>8</b>	<b>\$ (145)</b>	<b>\$20,053</b>	<b>8</b>	<b>\$ (474)</b>	<b>\$13,291</b>	<b>16</b>	<b>\$ (619)</b>	<b>\$33,344</b>
<b>Held-to-Maturity Portfolio</b>									
State and political subdivisions	3	\$ (58)	\$ 7,063	-	\$ -	\$ -	3	\$ (58)	\$ 7,063
Corporate	4	(7)	3,775	-	-	-	4	(7)	3,775
Asset backed securities	4	(36)	4,209	3	(140)	4,683	7	(176)	8,892
Residential mortgage-backed - US agency	-	-	-	-	-	-	-	-	-
Collateralized mortgage obligations - US agency	1	(1)	1,496	-	-	-	1	(1)	1,496
Collateralized mortgage obligations - Private label	4	(115)	6,442	1	(6)	780	5	(121)	7,222
<b>Totals</b>	<b>16</b>	<b>\$ (217)</b>	<b>\$22,985</b>	<b>4</b>	<b>\$ (146)</b>	<b>\$ 5,463</b>	<b>20</b>	<b>\$ (363)</b>	<b>\$28,448</b>

The Company conducts a formal review of investment securities on a quarterly basis for the presence of OTTI. The Company assesses whether OTTI is present when the fair value of a debt security is less than its amortized cost basis at the statement of condition date. Under these circumstances, OTTI is considered to have occurred (1) if we intend to sell the security; (2) if it is "more likely than not" we will be required to sell the security before recovery of its amortized cost basis; or (3) the present value of expected cash flows is not anticipated to be sufficient to recover the entire amortized cost basis. The guidance requires that credit-related OTTI is recognized in earnings while non-credit-related OTTI on securities not expected to be sold is recognized in other comprehensive income ("OCI"). Non-credit-related OTTI is based on other factors, including illiquidity and changes in the general interest rate environment. Presentation of OTTI is made in the consolidated statement of income on a gross basis, including both the portion recognized in earnings as well as the portion recorded in OCI. The gross OTTI would then be offset by the amount of non-credit-related OTTI, showing the net as the impact on earnings.

Management does not believe any individual unrealized loss in investment securities within the portfolio as of December 31, 2021 represents OTTI. There were a total of five securities classified as available-for-sale (aggregate amortized historical cost of \$4.8 million, unrealized aggregate loss of \$324,000, or -6.7%) and eight securities classified as held-to-maturity (aggregate amortized historical cost of \$10.8 million, unrealized aggregate loss of \$278,000, or -2.6%) that were in an unrealized loss position for 12 months or longer at December 31, 2021.

Each security which has been in an unrealized loss position for 12 months or more has been analyzed and is not considered to be impaired. These securities have unrealized losses primarily due to fluctuations in general interest rates or changes in expected prepayments. In substantially all cases, price improvement in future months is expected as the issuances approach maturity. Of the total of 13 securities in an unrealized loss position for 12 months or more at December 31, 2021, three securities, with aggregate amortized cost balances of \$3.6 million and representing 23.1% of the unamortized cost of the total securities in an unrealized loss position for 12 months or more, are issued by United States agencies and consist of a collateralized mortgage obligation. These positions in US government agency are deemed to have no credit impairment, thus, the disclosed unrealized losses relate primarily to changes in prepayment assumptions related to significantly lower general interest rates resulting from the economic effects of the pandemic.

In addition to these three securities, the Company held the following ten non-government-issued/backed securities that were in an unrealized loss position for 12 or more months at December 31, 2021:

- One corporate bond, categorized as available for sale, with an amortized historical cost of \$755,000 (unrealized loss of \$33,000, or 4.59%). This security maintains a credit rating established by one or more NRSRO above the minimum level required to be considered as investment grade and therefore, no credit-related OTTI is deemed to be present.
- Two privately-issued mortgage-backed securities, categorized as available-for-sale, and collateralized by various forms of commercial mortgages, with an aggregate amortized historical cost of \$1.6 million (unrealized aggregate loss of \$14,000, or 0.92%). These securities were not rated at the time of their issuances by any NRSRO but each remains significantly collateralized through subordination and other credit enhancements.

Therefore, no credit-related OTTI is deemed to be present

- Two securities, categorized as issued by unrelated state and/or political subdivisions (generally referred to as “municipal” securities), categorized as held-to-maturity, with an aggregate amortized historical cost of \$4.1 million (unrealized loss of \$112,000, or 2.80%). These securities each maintains a credit rating established by one or more NRSRO above the minimum level required to be considered as investment grade and therefore, no credit-related OTTI is deemed to be present.
- One privately-issued asset-backed security, categorized as held-to-maturity, and collateralized by small business loans with an amortized historical cost of \$157,000 (unrealized loss of less than \$2,000, or -0.92%). This security was not rated at the time of its issuances by any NRSRO but remains significantly collateralized through subordination and other credit enhancements. Therefore, no credit-related OTTI is deemed to be present.
- One privately-issued asset-backed security, collateralized by private-issue student loans and categorized as held-to-maturity, with an amortized historical cost of \$1.5 million and a market value of \$1.5 million (unrealized loss of \$56,000 or -3.75%). This security was unrated at issuance but remains sufficiently collateralized through subordination. Therefore, no credit-related OTTI is deemed to be present.
- Three privately-issued collateralized mortgage obligation securities, collateralized by commercial mortgage loans and categorized as held-to-maturity, with an aggregate amortized historical cost of \$3.9 million and an aggregate market value of \$3.8 million (unrealized aggregate loss of \$99,000, or -2.59%). These securities each maintains a credit rating established by one or more NRSRO above the minimum level required to be considered as investment grade and therefore, no credit-related OTTI is deemed to be present.

All other securities with market values less than their amortized historical costs for twelve or more months are issued by United States agencies or government sponsored enterprises and consist of mortgage-backed securities, collateralized mortgage obligations and direct agency financings. These positions in US government agency and government-sponsored enterprises are deemed to have no credit impairment, thus, the disclosed unrealized losses relate directly to changes in interest rates subsequent to the acquisition of the individual securities. The Company does not intend to sell these securities, nor is it more likely than not that the Company will be required to sell these securities prior to the recovery of the amortized cost.

Proceeds of \$42.0 million and \$29.3 million, respectively on sales and redemptions of securities for the years ended December 31, 2021 and 2020 resulted in gross realized gains (losses) detailed below:

<i>(In thousands)</i>	2021		2020	
Realized gains on investments	\$	120	\$	1,107
Realized losses on investments		(83)		(31)
	\$	37	\$	1,076

As of December 31, 2021 and December 31, 2020, securities with a fair value of \$103.2 million and \$96.4 million, respectively, were pledged to collateralize certain municipal deposit relationships. As of the same dates, securities with a fair value of \$9.4 million and \$13.2 million were pledged against certain borrowing arrangements.

Management has reviewed its loan and mortgage-backed securities portfolios and determined that, to the best of its knowledge, little or no exposure exists to sub-prime or other high-risk residential mortgages. The Company is not in the practice of investing in, or originating, these types of investments.

**NOTE 5: LOANS**

Major classifications of loans are as follows:

<i>(In thousands)</i>	December 31, 2021	December 31, 2020
<b>Residential mortgage loans:</b>		
1-4 family first-lien residential mortgages	\$ 240,434	\$ 227,185
Construction	6,329	6,681
Loans held-for-sale <sup>(1)</sup>	513	1,526
<b>Total residential mortgage loans</b>	<b>247,276</b>	<b>235,392</b>
<b>Commercial loans:</b>		
Real estate	288,450	286,271
Lines of credit	61,884	49,103
Other commercial and industrial	69,135	78,629
Paycheck Protection Program loans	19,338	60,643
Tax exempt loans	5,811	7,166
<b>Total commercial loans</b>	<b>444,618</b>	<b>481,812</b>
<b>Consumer loans:</b>		
Home equity and junior liens	31,737	38,624
Other consumer	110,108	70,905
<b>Total consumer loans</b>	<b>141,845</b>	<b>109,529</b>
<b>Total loans</b>	<b>833,739</b>	<b>826,733</b>
Net deferred loan fees	(1,280)	(1,238)
Less allowance for loan losses	(12,935)	(12,777)
<b>Loans receivable, net</b>	<b>\$ 819,524</b>	<b>\$ 812,718</b>

<sup>(1)</sup> Based on ASC 948, Mortgage Banking, loans shall be classified as held-for-sale once a decision has been made to sell the loans and shall be transferred to the held-for-sale category at lower of cost or fair value. At December 31, 2021, the loans under contract to be sold had a principal balance of \$513,000. These loans were transferred at their amortized cost of \$513,000 as of December 31, 2021, as the fair value of these loans was greater than the amortized cost. At December 31, 2020, the loans under contract to be sold had a principal balance of \$1.5 million. These loans were transferred at their amortized cost of \$1.5 million as of December 31, 2020, as the fair value of these loans was greater than the amortized cost.

## Paycheck Protection Program (“PPP”)

The Bank participated in all rounds of the PPP funded by the U.S. Treasury Department and administered by the U.S. SBA pursuant to the CARES Act and subsequent legislation. PPP loans have an interest rate of 1.0% and a two-year or five-year loan term to maturity. The SBA guarantees 100% of the PPP loans made to eligible borrowers. The entire principal amount of the borrower’s PPP loan, including any accrued interest, is eligible to be reduced by the loan forgiveness amount under the PPP so long as employee and compensation levels of the business are maintained and the loan proceeds are used for qualifying expenses. The PPP ended in May 2021. Information related to the Company’s PPP loans are included in the following tables:

Unaudited <i>(In thousands, except number of loans)</i>	For the years ended	
	December 31, 2021	December 31, 2020
Number of PPP loans originated in the period	478	699
Funded balance of PPP loans originated in the period	\$ 36,369	\$ 75,352
Number of PPP loans forgiven in the period	796	136
Average balance of PPP loans in the period	\$ 75,538	\$ 91,328
Balance of PPP loans forgiven in the period	\$ 77,054	\$ 15,279
Deferred PPP fee income recognized in the period	\$ 2,150	\$ 938

<i>(In thousands, except number of loans)</i>	December 31, 2021	December 31, 2020
Unearned PPP deferred fee income at end of period	\$ 716	\$ 1,216

<i>(In thousands, except number of loans)</i>	Number	Balance
Total PPP loans originated since inception	1,177	\$ 111,721
Total PPP loans forgiven since inception	932	\$ 92,333
Total PPP loans remaining at December 31, 2021	256	\$ 19,338

The Bank received \$4.0 million in fees from the SBA associated with PPP lending activities during 2020 and 2021 and recognized \$2.2 million and \$900,000 of those fees in 2021 and 2020, respectively. Accordingly, \$3.1 million in deferred fee income on a cumulative basis was subtracted from the carrying value of the PPP loans held in portfolio and the remaining \$912,000 in deferred collected fees will be recognized in future periods.

### CARES Act Section 4013 Loan Deferrals

Through December 31, 2020, the Bank granted payment deferral requests for an initial period of 90 days on 618 loans representing approximately \$137.4 million of existing loan balances. Upon the receipt of borrower requests, additional 90 day deferral periods were generally granted. Consistent with industry regulatory guidance, borrowers that were granted COVID-19 related deferrals but were otherwise current on loan payments continued to have their loans reported as current loans during the agreed upon deferral period(s), accrue interest and not be accounted for as troubled debt restructurings. Of these granted deferrals, 303 loans, totaling \$24.0 million, were residential mortgage or consumer loans. At December 31, 2020, 265 residential and consumer loans, totaling \$21.3 million, had returned to non-deferral status. Of these granted deferrals, 315 loans, totaling \$113.3 million, were commercial real estate or other commercial and industrial loans. At December 31, 2020, 291 commercial real estate or other commercial and industrial loans, totaling \$98.9 million, had returned to non-deferral status. Therefore, at December 31, 2020, 38 residential mortgage and consumer loans, totaling \$2.7 million and 24 commercial real estate and other commercial and industrial loans, totaling \$14.4 million remained in deferral status. These loans still in deferral status therefore totaled \$17.1 million and represented 2.1% of all loans outstanding at December 31, 2020. After consultations with certain of these commercial loan borrowers, 11 loans, representing \$8.3 million, were granted an additional 90 day deferral period beyond 180 days as of December 31, 2020. These loans are included in the \$17.1 million in loans still in deferred status at December 31, 2020. On an extremely limited basis, additional deferral periods were granted subject to further analysis and discussion with specific borrowers. To the extent that such modifications met the criteria previously described these loans were not classified as troubled debt restructurings nor classified as nonperforming at December 31, 2020. Loans not granted additional deferral periods were categorized as nonaccrual loans if the borrowers failed to make the first scheduled payment following the end of the deferral period, or became seriously delinquent thereafter. During the course of 2021, all deferred loans were either returned to accrual status or appropriately characterized as nonaccrual as dictated by their repayment activities. Therefore, the Company had no loans in deferral status at December 31, 2021.

Although the Bank may sometimes purchase or fund loan participation interests outside of its primary market areas, the Bank generally originates residential mortgage, commercial, and consumer loans largely to customers throughout Oswego and Onondaga counties. Although the Bank has a diversified loan portfolio, a substantial portion of its borrowers’ abilities to honor their loan contracts is dependent upon the counties’ employment and economic conditions.

In 2019, the Bank acquired eleven diverse pools of loans, originated by unrelated third parties. There were four new pools added in 2021.

The following table summarizes the positions, held by the Bank in purchased loans at year end:

<i>(In thousands, except number of loans)</i>		December 31, 2021					
	Original Balance	Current Balance	Unamortized Premium	Percent Owned	Number of Loans	Maturity Range	Cumulative net charge- offs
Residential real estate loans	4,300	4,100	257	100%	51	17-23 Years	-
Residential real estate loans	21,300	21,400	3,642	62%	900	19-25 years	-
Other commercial and industrial loans	6,800	3,900		100%	33	4-8 years	-
Commercial Line of Credit 1	11,600	7,100	26	5%	1	0-1 year	-
Commercial Line of Credit 2	10,500	9,300	35	28%	1	0-1 year	-
Home equity lines of credit	21,900	8,400	243	100%	187	2-28 years	-
Automobile loans	50,400	8,800	301	90%	855	0-5 years	239
Unsecured consumer loan pool 1	5,400	2,600		100%	66	3-5 years	-
Unsecured consumer loan pool 2	26,600	6,300	30	59%	1,438	1-3 years	42
Unsecured consumer loans pool 3	10,300	2,200	74	100%	1,356	0-6 years	296
Unsecured consumer loans pool 4	14,500	12,600	1,776	68%	563	15 years	-
Unsecured consumer loans pool 5	24,400	19,700	583	100%	756	Over 15 years	-
Unsecured consumer loans pool 6	22,200	22,100	2,785	100%	564	Over 15 years	-

<i>(In thousands, except number of loans)</i>		December 31, 2020					
	Original Balance	Current Balance	Unamortized Premium	Percent Owned	Number of Loans	Maturity Range	Cumulative net charge- offs
Residential real estate loans	\$ 4,300	\$ 4,300	\$ 273	100%	51	17-25 years	-
Other commercial and industrial loans	6,800	5,500	-	100%	39	5-9 years	-
Home equity lines of credit	21,900	13,900	309	100%	275	3-29 years	-
Automobile loans	50,400	17,000	602	90%	1,257	0-6 years	230
Unsecured consumer loan pool 1	5,400	3,600	-	100%	76	3-6 years	-
Unsecured consumer loan pool 2	26,600	15,400	63	59%	2,246	2-4 years	-
Unsecured consumer loans pool 3	10,300	5,500	138	100%	2,958	0-6 years	-
Unsecured consumer loans pool 4	14,500	14,500	2,124	68%	619	25 years	-

As of December 31, 2021 and December 31, 2020, residential mortgage loans with a carrying value of \$123.2 million and \$115.6 million, respectively, have been pledged by the Company to the Federal Home Loan Bank of New York (“FHLB NY”) under a blanket collateral agreement to secure the Company’s line of credit and term borrowings.



## Risk Characteristics of Portfolio Segments

Each portfolio segment generally carries its own unique risk characteristics.

The residential mortgage loan segment is impacted by general economic conditions, unemployment rates in the Bank's service area, real estate values and the forward expectation of improvement or deterioration in economic conditions. First and second lien residential mortgages, acquired via purchase are impacted by general economic conditions, unemployment rates in the general areas in which the loan collateral is located, real estate values in those areas and the forward expectation of improvement or deterioration in economic conditions.

The commercial loan segment is impacted by general economic conditions but, more specifically, the industry segment in which each borrower participates. Unique competitive changes within a borrower's specific industry, or geographic location could cause significant changes in the borrower's revenue stream, and therefore, impact its ability to repay its obligations. Commercial real estate is also subject to general economic conditions but changes within this segment typically lag changes seen within the consumer and commercial segment. Included within this portfolio are both owner occupied real estate, in which the borrower occupies the majority of the real estate property and upon which the majority of the sources of repayment of the obligation is dependent upon, and non-owner occupied real estate, in which several tenants comprise the repayment source for this portfolio segment. The composition and competitive position of the tenant structure may cause adverse changes in the repayment of debt obligations for the non-owner occupied class within this segment.

The consumer loan segment is impacted by general economic conditions, unemployment rates in the geographic areas in which borrowers and loan collateral are located, and the forward expectation of improvement or deterioration in economic conditions.

Real estate loans, including residential mortgages, commercial real estate loans and home equity, comprised 68% of the total loans held in the portfolio in 2021 and 2020, respectively. Loans secured by real estate generally provide strong collateral protection and thus significantly reduce the inherent credit risk in the portfolio.

Management has reviewed its loan portfolio and determined that, to the best of its knowledge, little or no exposure exists to sub-prime or other high-risk residential mortgages. The Company is not in the practice of originating these types of loans.

## Description of Credit Quality Indicators

The Company utilizes an eight tier risk rating system to evaluate the quality of its loan portfolio. Loans that are risk rated "1" through "4" are considered "Pass" loans. In accordance with regulatory guidelines, loans rated "5" through "8" are termed "criticized" loans and loans rated "6" through "8" are termed "classified" loans. A description of the Company's credit quality indicators follows.

### *For Commercial Loans:*

1. **Prime:** A loan that is fully secured by properly margined Pathfinder Bank deposit account(s) or an obligation of the US Government. It may also be unsecured if it is supported by a very strong financial condition and, in the case of a commercial loan, excellent management. There exists an unquestioned ability to repay the loan in accordance with its terms.
2. **Strong:** Desirable relationship of somewhat less stature than Prime grade. Possesses a sound documented repayment source, and back up, which will allow repayment within the terms of the loan. Individual loans backed by solid assets, character and integrity. Ability of individual or company management is good and well established. Probability of serious financial deterioration is unlikely.
3. **Satisfactory:** Stable financial condition with cash flow sufficient for debt service coverage. Satisfactory loans of average strength having some deficiency or vulnerability to changing economic or industry conditions but performing as agreed with documented evidence of repayment capacity. May be unsecured loans to borrowers with satisfactory credit and financial strength. Satisfactory provisions for management succession and a secondary source of repayment exists.
4. **Satisfactory Watch:** A four is not a criticized or classified credit. These credits do not display the characteristics of a criticized asset as defined by the regulatory definitions. A credit is given a Satisfactory Watch designation if there are matters or trends observed deserving attention somewhat beyond normal monitoring. Borrowing obligations may be handled according to agreement but could be adversely impacted by developing factors such as industry conditions, operating problems, pending litigation of a significant nature or declining collateral quality and adequacy.
5. **Special Mention:** A warning risk grade that portrays one or more weaknesses that may be tolerated in the short term. Assets in this category are currently protected but are potentially weak. This loan would not normally be booked as a new credit, but may have redeeming characteristics persuading the Bank to continue working with the borrower. Loans

accorded this classification have potential weaknesses which may, if not checked or corrected, weaken the company's assets, inadequately protect the Bank's position or effect the orderly, scheduled reduction of the debt at some future time.

6. **Substandard:** The relationship is inadequately protected by the current net worth and cash flow capacity of the borrower, guarantor/endorser, or of the collateral pledged. Assets have a well-defined weakness or weaknesses that jeopardize the orderly liquidation of the debt. The relationship shows deteriorating trends or other deficient areas. The loan may be nonperforming and expected to remain so for the foreseeable future. Relationship balances may be adequately secured by asset value; however a deteriorated financial condition may necessitate collateral liquidation to effect repayment. This would also include any relationship with an unacceptable financial condition requiring excessive attention of the officer due to the nature of the credit risk or lack of borrower cooperation.
7. **Doubtful:** The relationship has all the weaknesses inherent in a credit graded 5 with the added characteristic that the weaknesses make collection on the basis of currently existing facts, conditions and value, highly questionable or improbable. The possibility of some loss is extremely high, however its classification as an anticipated loss is deferred until a more exact determination of the extent of loss is determined. Loans in this category must be on nonaccrual.
8. **Loss:** Loans are considered uncollectible and of such little value that continuance as bankable assets is not warranted. It is not practicable or desirable to defer writing off this basically worthless asset even though partial recovery may be possible in the future.

*For Residential Mortgage and Consumer Loans:*

Residential mortgage and consumer loans are assigned a "Pass" rating unless the loan has demonstrated signs of weakness as indicated by the ratings below.

5. **Special Mention:** All loans sixty days past due are classified Special Mention. The loan is not upgraded until it has been current for six consecutive months.
6. **Substandard:** All loans 90 days past due are classified Substandard. The loan is not upgraded until it has been current for six consecutive months.
7. **Doubtful:** The relationship has all the weaknesses inherent in a credit graded 5 with the added characteristic that the weaknesses make collection on the basis of currently existing facts, conditions and value, highly questionable or improbable. The possibility of some loss is extremely high.

The risk ratings for classified loans are evaluated at least quarterly for commercial loans or when credit deficiencies arise, such as delinquent loan payments, for commercial, residential mortgage or consumer loans. See further discussion of risk ratings in Note 1.

The following table presents the segments and classes of the loan portfolio summarized by the aggregate pass rating and the criticized and classified ratings of special mention, substandard and doubtful within the Company's internal risk rating system:

<i>(In thousands)</i>	As of December 31, 2021				
	Pass	Special Mention	Substandard	Doubtful	Total
<b>Residential mortgage loans:</b>					
1-4 family first-lien residential mortgages	\$ 238,823	\$ 269	\$ 811	\$ 531	\$ 240,434
Construction	6,329	-	-	-	6,329
Loans held-for-sale	513	-	-	-	513
<b>Total residential mortgage loans</b>	<b>245,665</b>	<b>269</b>	<b>811</b>	<b>531</b>	<b>247,276</b>
<b>Commercial loans:</b>					
Real estate	267,388	9,879	10,604	579	288,450
Lines of credit	54,408	4,036	3,387	53	61,884
Other commercial and industrial	56,719	3,907	8,321	188	69,135
Paycheck Protection Program loans	19,338	-	-	-	19,338
Tax exempt loans	5,811	-	-	-	5,811
<b>Total commercial loans</b>	<b>403,664</b>	<b>17,822</b>	<b>22,312</b>	<b>820</b>	<b>444,618</b>
<b>Consumer loans:</b>					
Home equity and junior liens	30,740	133	606	258	31,737
Other consumer	109,979	44	77	8	110,108
<b>Total consumer loans</b>	<b>140,719</b>	<b>177</b>	<b>683</b>	<b>266</b>	<b>141,845</b>
<b>Total loans</b>	<b>\$ 790,048</b>	<b>\$ 18,268</b>	<b>\$ 23,806</b>	<b>\$ 1,617</b>	<b>\$ 833,739</b>

<i>(In thousands)</i>	As of December 31, 2020					Total
	Pass	Special Mention	Substandard	Doubtful		
<b>Residential mortgage loans:</b>						
1-4 family first-lien residential mortgages	\$ 222,386	\$ 1,151	\$ 3,196	\$ 452	\$	\$ 227,185
Construction	6,681	-	-	-		6,681
Loans held-for-sale	1,526	-	-	-		1,526
<b>Total residential mortgage loans</b>	<b>230,593</b>	<b>1,151</b>	<b>3,196</b>	<b>452</b>		<b>235,392</b>
<b>Commercial loans:</b>						
Real estate	267,736	9,541	8,615	379		286,271
Lines of credit	40,733	5,132	3,154	84		49,103
Other commercial and industrial	65,441	4,770	8,153	265		78,629
Paycheck Protection Program loans	60,643	-	-	-		60,643
Tax exempt loans	7,166	-	-	-		7,166
<b>Total commercial loans</b>	<b>441,719</b>	<b>19,443</b>	<b>19,922</b>	<b>728</b>		<b>481,812</b>
<b>Consumer loans:</b>						
Home equity and junior liens	37,926	54	411	233		38,624
Other consumer	70,502	104	218	81		70,905
<b>Total consumer loans</b>	<b>108,428</b>	<b>158</b>	<b>629</b>	<b>314</b>		<b>109,529</b>
<b>Total loans</b>	<b>\$ 780,740</b>	<b>\$ 20,752</b>	<b>\$ 23,747</b>	<b>\$ 1,494</b>	<b>\$</b>	<b>\$ 826,733</b>

#### *Nonaccrual and Past Due Loans*

Loans are placed on nonaccrual when the contractual payment of principal and interest has become 90 days past due or management has serious doubts about further collectability of principal or interest, even though the loan may be performing.

Loans are considered past due if the required principal and interest payments have not been received within thirty days of the payment due date.

An age analysis of past due loans, not including net deferred loan costs, segregated by portfolio segment and class of loans, for the years ended December 31, are detailed in the following tables:

<i>(In thousands)</i>	As of December 31, 2021					
	30-59 Days Past Due and Accruing	60-89 Days Past Due and Accruing	90 Days and Over	Total Past Due	Total Loans Current	Total Loans Receivable
<b>Residential mortgage loans:</b>						
1-4 family first-lien residential mortgages	\$ 960	\$ 416	\$ 891	\$ 2,268	\$ 238,166	\$ 240,434
Construction	-	-	-	-	6,329	6,329
Loans held-for-sale	-	-	-	-	513	513
<b>Total residential mortgage loans</b>	<b>960</b>	<b>416</b>	<b>891</b>	<b>2,268</b>	<b>245,008</b>	<b>247,276</b>
<b>Commercial loans:</b>						
Real estate	1,735	1,029	4,379	7,143	281,307	288,450
Lines of credit	156	1,180	576	1,913	59,971	61,884
Other commercial and industrial	1,799	1,686	1,056	4,541	64,594	69,135
Paycheck Protection Program loans	-	-	-	-	19,338	19,338
Tax exempt loans	-	-	-	-	5,811	5,811
<b>Total commercial loans</b>	<b>3,691</b>	<b>3,895</b>	<b>6,011</b>	<b>13,597</b>	<b>431,021</b>	<b>444,618</b>
<b>Consumer loans:</b>						
Home equity and junior liens	17	49	251	317	31,420	31,737
Other consumer	571	257	852	1,680	108,428	110,108
<b>Total consumer loans</b>	<b>588</b>	<b>306</b>	<b>1,103</b>	<b>1,998</b>	<b>139,847</b>	<b>141,845</b>
<b>Total loans</b>	<b>\$ 5,239</b>	<b>\$ 4,617</b>	<b>\$ 8,006</b>	<b>\$ 17,862</b>	<b>\$ 815,877</b>	<b>\$ 833,739</b>

As of December 31, 2020

<i>(In thousands)</i>	30-59 Days Past Due and Accruing	60-89 Days Past Due and Accruing	90 Days and Over	Total Past Due	Current	Total Loans Receivable
Residential mortgage loans:						
1-4 family first-lien residential mortgages	\$ 1,250	\$ 570	\$ 1,098	\$ 2,918	\$ 224,267	\$ 227,185
Construction	-	-	-	-	6,681	6,681
Loans held-for-sale	-	-	-	-	1,526	1,526
<b>Total residential mortgage loans</b>	<b>1,250</b>	<b>570</b>	<b>1,098</b>	<b>2,918</b>	<b>232,474</b>	<b>235,392</b>
Commercial loans:						
Real estate	480	913	2,511	3,904	282,367	286,271
Lines of credit	734	1,870	194	2,798	46,305	49,103
Other commercial and industrial	441	1,717	1,691	3,849	74,780	78,629
Paycheck Protection Program loans	170	-	-	170	60,473	60,643
Tax exempt loans	-	-	-	-	7,166	7,166
<b>Total commercial loans</b>	<b>1,825</b>	<b>4,500</b>	<b>4,396</b>	<b>10,721</b>	<b>471,091</b>	<b>481,812</b>
Consumer loans:						
Home equity and junior liens	248	78	473	799	37,825	38,624
Other consumer	443	252	187	882	70,023	70,905
<b>Total consumer loans</b>	<b>691</b>	<b>330</b>	<b>660</b>	<b>1,681</b>	<b>107,848</b>	<b>109,529</b>
<b>Total loans</b>	<b>\$ 3,766</b>	<b>\$ 5,400</b>	<b>\$ 6,154</b>	<b>\$ 15,320</b>	<b>\$ 811,413</b>	<b>\$ 826,733</b>

Year-end nonaccrual loans, segregated by class of loan, were as follows:

<i>(In thousands)</i>	December 31, 2021	December 31, 2020
Residential mortgage loans:		
1-4 family first-lien residential mortgages	\$ 891	\$ 2,608
<b>Total residential mortgage loans</b>	<b>891</b>	<b>2,608</b>
Commercial loans:		
Real estate	4,407	11,286
Lines of credit	629	194
Other commercial and industrial	1,261	6,498
<b>Total commercial loans</b>	<b>6,297</b>	<b>17,978</b>
Consumer loans:		
Home equity and junior liens	252	473
Other consumer	852	274
<b>Total consumer loans</b>	<b>1,104</b>	<b>747</b>
<b>Total nonaccrual loans</b>	<b>\$ 8,292</b>	<b>\$ 21,333</b>

There were no loans past due ninety days or more and still accruing interest at December 31, 2021 or 2020.

The Company is required to disclose certain activities related to Troubled Debt Restructurings (“TDR”) in accordance with accounting guidance. Certain loans have been modified in a TDR where economic concessions have been granted to a borrower who is experiencing, or expected to experience, financial difficulties. These economic concessions could include a reduction in the loan interest rate, extension of payment terms, reduction of principal amortization, or other actions that it would not otherwise consider for a new loan with similar risk characteristics.

The Company is required to disclose new TDRs for each reporting period for which an income statement is being presented. Pre-modification outstanding recorded investment is the principal loan balance less the provision for loan losses before the loan was modified as a TDR. Post-modification outstanding recorded investment is the principal balance less the provision for loan losses after the loan was modified as a TDR. Additional provision for loan losses is the change in the allowance for loan losses between the pre-modification outstanding recorded investment and post-modification outstanding recorded investment.

The table below details loans that had been modified as TDRs for the year ended December 31, 2021.

<i>(In thousands)</i>	Number of loans	For the year ended December 31, 2021		Additional provision for loan losses
		Pre-modification outstanding recorded investment	Post-modification outstanding recorded investment	
Commercial real estate loans	1	\$ 675	\$ 675	\$ -
Commercial and industrial loans	1	200	675	-
Residential mortgages	3	453	459	-
Consumer loans	1	443	504	-

The TDR's evaluated for impairment for the year ended December 31, 2021 have been classified as TDRs due to economic concessions granted, which include reductions in the stated interest rates or an extended maturity date that will result in a delay in payment from the original contractual maturity. One loan has been granted four deferrals and based on the known history of the borrower, Management has determined this loan to be a TDR.

The table below details loans that have been modified as TDRs for the year ended December 31, 2020.

<i>(In thousands)</i>	Number of loans	For the year ended December 31, 2020		Additional provision for loan losses
		Pre-modification outstanding recorded investment	Post-modification outstanding recorded investment	
Commercial real estate loans	1	\$ 1,234	\$ 1,234	\$ -
Commercial and industrial loans	2	397	427	129

The TDR's evaluated for impairment for the year ended December 31, 2020 have been classified as TDRs due to economic concessions granted, which include reductions in the stated interest rates or an extended maturity date that will result in a delay in payment from the original contractual maturity.

The Company is required to disclose loans that have been modified as TDRs within the previous 12 months in which there was payment default after the restructuring. The Company defines payment default as any loans 90 days past due on contractual payments.

The Company had no loans that had been modified as TDRs during the twelve months prior to December 31, 2021, which had subsequently defaulted during the year ended December 31, 2021.

The Company had no loans that had been modified as TDRs during the twelve months prior to December 31, 2020, which had subsequently defaulted during the year ended December 31, 2020.

When the Company modifies a loan within a portfolio segment that is individually evaluated for impairment, a potential impairment is analyzed either based on the present value of the expected future cash flows discounted at the interest rate of the original loan terms or the fair value of the collateral less costs to sell. If it is determined that the value of the loan is less than its recorded investment, then impairment is recognized as a component of the provision for loan losses, an associated increase to the allowance for loan losses or as a charge-off to the allowance for loan losses in the current period.

## Impaired Loans

The following table summarizes impaired loans information by portfolio class:

<i>(In thousands)</i>	December 31, 2021			December 31, 2020		
	Recorded Investment	Unpaid Principal Balance	Related Allowance	Recorded Investment	Unpaid Principal Balance	Related Allowance
<b>With no related allowance recorded:</b>						
1-4 family first-lien residential mortgages	\$ 666	\$ 666	\$ -	\$ 665	\$ 665	\$ -
Commercial real estate	4,708	4,801	-	11,053	11,136	-
Commercial lines of credit	100	104	-	-	-	-
Other commercial and industrial	357	396	-	5,114	5,132	-
Home equity and junior liens	93	93	-	75	75	-
Other consumer	-	-	-	81	81	-
<b>With an allowance recorded:</b>						
1-4 family first-lien residential mortgages	539	539	90	1,182	1,182	205
Commercial real estate	2,450	2,450	300	1,729	1,729	231
Commercial lines of credit	53	53	53	925	925	925
Other commercial and industrial	1,852	1,852	1,318	1,864	1,864	1,278
Home equity and junior liens	539	539	114	142	142	142
Other consumer	-	-	-	-	-	-
<b>Total:</b>						
1-4 family first-lien residential mortgages	1,205	1,205	90	1,847	1,847	205
Commercial real estate	7,158	7,251	300	12,782	12,865	231
Commercial lines of credit	153	157	53	925	925	925
Other commercial and industrial	2,209	2,248	1,318	6,978	6,996	1,278
Home equity and junior liens	632	632	114	217	217	142
Other consumer	-	-	-	81	81	-
<b>Totals</b>	<b>\$ 11,357</b>	<b>\$ 11,493</b>	<b>\$ 1,875</b>	<b>\$ 22,830</b>	<b>\$ 22,931</b>	<b>\$ 2,781</b>

The following table presents the average recorded investment in impaired loans for years ended December 31:

<i>(In thousands)</i>	2021	2020
1-4 family first-lien residential mortgages	\$ 1,439	\$ 1,647
Commercial real estate	9,538	6,327
Commercial lines of credit	640	360
Other commercial and industrial	5,041	2,448
Home equity and junior liens	516	219
Other consumer	50	86
<b>Total</b>	<b>\$ 17,224</b>	<b>\$ 11,087</b>

The following table presents the cash basis interest income recognized on impaired loans for the years ended December 31:

<i>(In thousands)</i>	2021	2020
1-4 family first-lien residential mortgages	\$ 62	\$ 75
Commercial real estate	285	360
Commercial lines of credit	10	67
Other commercial and industrial	180	191
Home equity and junior liens	6	6
Other consumer	-	6
<b>Total</b>	<b>\$ 543</b>	<b>\$ 705</b>

## NOTE 6: ALLOWANCE FOR LOAN LOSSES

Changes in the allowance for loan losses for the years ended December 31, 2021 and 2020 and information pertaining to the allocation of the allowance for loan losses and balances of the allowance for loan losses and loans receivable based on individual and collective impairment evaluation by loan portfolio class at the indicated dates are summarized in the tables below. An allocation of a portion of the allowance to a given portfolio class does not limit the Company's ability to absorb losses in another portfolio class.

(In thousands)	December 31, 2021					
	1-4 family first-lien residential mortgage	Construction	Commercial real estate	Commercial lines of credit	Other commercial and industrial	Paycheck Protection Program
<b>Allowance for loan losses:</b>						
Beginning Balance	\$ 931	\$ -	\$ 4,776	\$ 1,670	\$ 2,992	\$ -
Charge-offs	(20)	-	(7)	(50)	(707)	-
Recoveries	-	-	-	69	1	-
Provisions (credits)	(39)	-	539	(754)	476	-
Ending balance	\$ 872	\$ -	\$ 5,308	\$ 935	\$ 2,762	\$ -
Ending balance: related to loans individually evaluated for impairment	\$ 90	\$ -	\$ 300	\$ 53	\$ 1,318	\$ -
Ending balance: related to loans collectively evaluated for impairment	\$ 782	\$ -	\$ 5,008	\$ 882	\$ 1,444	\$ -
<b>Loans receivables:</b>						
Ending balance	\$ 240,434	\$ 6,329	\$ 288,450	\$ 61,884	\$ 69,135	\$ 19,338
Ending balance: individually evaluated for impairment	\$ 1,205	\$ -	\$ 7,158	\$ 153	\$ 2,209	\$ -
Ending balance: collectively evaluated for impairment	\$ 239,229	\$ 6,329	\$ 281,292	\$ 61,731	\$ 66,926	\$ 19,338

	Tax exempt	Home equity and junior liens	Other consumer	Unallocated <sup>(1)</sup>	Total
<b>Allowance for loan losses:</b>					
Beginning Balance	\$ 1	\$ 739	\$ 1,123	\$ 545	\$ 12,777
Charge-offs	-	-	(240)	-	(1,024)
Recoveries	-	-	88	-	158
Provisions	2	35	326	438	1,022
Ending balance	\$ 3	\$ 774	\$ 1,297	\$ 983	\$ 12,935
Ending balance: related to loans individually evaluated for impairment	\$ -	\$ 114	\$ -	\$ -	\$ 1,875
Ending balance: related to loans collectively evaluated for impairment	\$ 3	\$ 660	\$ 1,297	\$ 983	\$ 11,060
<b>Loans receivables:</b>					
Ending balance	\$ 5,811	\$ 31,737	\$ 110,108	\$ 513	\$ 833,739
Ending balance: individually evaluated for impairment	\$ -	\$ 632	\$ -	\$ -	\$ 11,357
Ending balance: collectively evaluated for impairment	\$ 5,811	\$ 31,105	\$ 110,108	\$ 513	\$ 822,382

<sup>(1)</sup> The ending balance of the loans receivable for the unallocated portion of the allowance includes loans held-for-sale. At December 31, 2021, the Bank had loans held-for-sale with a principal balance of \$513,000. These loans were still part of the portfolio as of December 31, 2021. Based on ASC 948, Mortgage Banking, loans shall be classified as held-for-sale once a decision has been made to sell the loans and shall be transferred to the held-for-sale category at lower of cost or fair value.

December 31, 2020

<i>(In thousands)</i>	1-4 family first-lien residential mortgage	Construction	Commercial real estate	Commercial lines of credit	Other commercial and industrial	Paycheck Protection Program
<b>Allowance for loan losses:</b>						
Beginning Balance	\$ 580	\$ -	\$ 4,010	\$ 1,195	\$ 1,645	\$ -
Charge-offs	(125)	-	-	(101)	(121)	-
Recoveries	2	-	-	4	-	-
Provisions (credits)	474	-	766	572	1,468	-
Ending balance	\$ 931	\$ -	\$ 4,776	\$ 1,670	\$ 2,992	\$ -
Ending balance: related to loans individually evaluated for impairment	\$ 205	\$ -	\$ 231	\$ 925	\$ 1,278	\$ -
Ending balance: related to loans collectively evaluated for impairment	\$ 726	\$ -	\$ 4,545	\$ 745	\$ 1,714	\$ -
<b>Loans receivables:</b>						
Ending balance	\$ 227,185	\$ 6,681	\$ 286,271	\$ 49,103	\$ 78,629	\$ 60,643
Ending balance: individually evaluated for impairment	\$ 1,847	\$ -	\$ 12,782	\$ 925	\$ 6,978	\$ -
Ending balance: collectively evaluated for impairment	\$ 225,338	\$ 6,681	\$ 273,489	\$ 48,178	\$ 71,651	\$ 60,643

	Tax exempt	Home equity and junior liens	Other consumer	Unallocated <sup>(1)</sup>	Total
<b>Allowance for loan losses:</b>					
Beginning Balance	\$ 1	\$ 553	\$ 413	\$ 272	\$ 8,669
Charge-offs	-	(28)	(325)	-	(700)
Recoveries	-	29	66	-	101
Provisions	-	185	969	273	4,707
Ending balance	\$ 1	\$ 739	\$ 1,123	\$ 545	\$ 12,777
Ending balance: related to loans individually evaluated for impairment	\$ -	\$ 142	\$ -	\$ -	\$ 2,781
Ending balance: related to loans collectively evaluated for impairment	\$ 1	\$ 597	\$ 1,123	\$ 545	\$ 9,996
<b>Loans receivables:</b>					
Ending balance	\$ 7,166	\$ 38,624	\$ 70,905	\$ 1,526	\$ 826,733
Ending balance: individually evaluated for impairment	\$ -	\$ 217	\$ 81	\$ -	\$ 22,830
Ending balance: collectively evaluated for impairment	\$ 7,166	\$ 38,407	\$ 70,824	\$ 1,526	\$ 803,903

<sup>(1)</sup> The ending balance of the loans receivable for the unallocated portion of the allowance includes loans held-for-sale. At December 31, 2020, the Bank had loans held-for-sale with a principal balance of \$1.5 million. These loans were still part of the portfolio as of December 31, 2020. Based on ASC 948, Mortgage Banking, loans shall be classified as held-for-sale once a decision has been made to sell the loans and shall be transferred to the held-for-sale category at lower of cost or fair value.

The Company's methodology for determining its allowance for loan losses includes an analysis of qualitative factors that are added to the historical loss rates in arriving at the total allowance for loan losses needed for this general pool of loans. The qualitative factors include:

- Changes in national and local economic trends;
- The rate of growth in the portfolio;
- Trends of delinquencies and nonaccrual balances;
- Changes in loan policy; and
- Changes in lending management experience and related staffing.



Each factor is assigned a value to reflect improving, stable or declining conditions based on management's best judgment using relevant information available at the time of the evaluation. These qualitative factors, applied to each product class, make the evaluation inherently subjective, as it requires material estimates that may be susceptible to significant revision as more information becomes available. Adjustments to the factors are supported through documentation of changes in conditions in a narrative accompanying the allowance for loan losses analysis and calculation. As a result of the COVID-19 pandemic, the Company's management extensively reviewed a broad array of econometric projections and the potential effect of changes in those projections on anticipated loan performance. As a result, certain qualitative factors were substantially modified during 2021 in order to determine the adequacy of the allowance for loan losses during the year and at December 31, 2021.

The allocation of the allowance for loan losses summarized on the basis of the Company's calculation methodology was as follows:

<i>(In thousands)</i>	December 31, 2021				
	1-4 family first-lien residential mortgage	Construction	Commercial real estate	Commercial lines of credit	Other commercial and industrial
Specifically reserved	\$ 90	\$ -	\$ 300	\$ 53	\$ 1,319
Historical loss rate	82	-	2	25	227
Qualitative factors	700	-	5,006	857	1,217
<b>Total</b>	<b>\$ 872</b>	<b>\$ -</b>	<b>\$ 5,308</b>	<b>\$ 935</b>	<b>\$ 2,762</b>

	Tax exempt	Home equity and junior liens	Other consumer	Unallocated	Total
Specifically reserved	\$ -	\$ 114	\$ -	\$ -	\$ 1,876
Historical loss rate	-	324	1,028	-	1,688
Qualitative factors	3	336	269	-	8,388
Other	-	-	-	983	983
<b>Total</b>	<b>\$ 3</b>	<b>\$ 774</b>	<b>\$ 1,297</b>	<b>\$ 983</b>	<b>\$ 12,935</b>

<i>(In thousands)</i>	December 31, 2020				
	1-4 family first-lien residential mortgage	Construction	Commercial real estate	Commercial lines of credit	Other commercial and industrial
Specifically reserved	\$ 205	\$ -	\$ 231	\$ 925	\$ 1,278
Historical loss rate	88	-	80	92	56
Qualitative factors	638	-	4,465	653	1,658
<b>Total</b>	<b>\$ 931</b>	<b>\$ -</b>	<b>\$ 4,776</b>	<b>\$ 1,670</b>	<b>\$ 2,992</b>

	Tax exempt	Home equity and junior liens	Other consumer	Unallocated	Total
Specifically reserved	\$ -	\$ 142	\$ -	\$ -	\$ 2,781
Historical loss rate	-	325	863	-	1,504
Qualitative factors	1	272	260	-	7,947
Other	-	-	-	545	545
<b>Total</b>	<b>\$ 1</b>	<b>\$ 739</b>	<b>\$ 1,123</b>	<b>\$ 545</b>	<b>\$ 12,777</b>

**NOTE 7: SERVICING**

Loans serviced for others are not included in the accompanying consolidated statements of condition. At December 31, 2021 and 2020, the Bank serviced 493 and 501 residential mortgage loans for others, respectively. The unpaid principal balances of mortgage loans serviced for others were \$51.1 million and \$52.9 million at December 31, 2021 and 2020, respectively. The balance of capitalized servicing rights included in other assets at December 31, 2021 and 2020, was \$379,000 and \$373,000, respectively.

The following summarizes mortgage servicing rights capitalized and amortized:

<i>(In thousands)</i>	2021	2020
Mortgage servicing rights capitalized	\$ 72	\$ 407
Mortgage servicing rights amortized	69	54

**NOTE 8: PREMISES AND EQUIPMENT**

A summary of premises and equipment at December 31, is as follows:

<i>(In thousands)</i>	2021	2020
Land	\$ 2,434	\$ 2,454
Buildings	23,000	21,403
Furniture, fixtures and equipment	16,861	17,364
Construction in progress	548	500
	42,843	41,721
Less: Accumulated depreciation	21,184	19,457
	\$ 21,659	\$ 22,264

Depreciation expense in 2021 and 2020 was \$1.8 million and \$1.7 million, respectively.

**NOTE 9: FORECLOSED REAL ESTATE**

The Company had no foreclosed real estate at December 31, 2021 and 2020.

**NOTE 10: GOODWILL AND INTANGIBLE ASSETS**

Goodwill represents the excess cost of an acquisition over the fair value of the net assets acquired. Goodwill is not amortized, but is evaluated annually for impairment or between annual evaluations in certain circumstances. Management performs an annual assessment of the Company's goodwill to determine whether or not any impairment of the carrying value may exist.

Of the \$4.5 million of goodwill carried on the Company's books as of December 31, 2021, \$3.8 million of this amount was due to prior periods acquisitions of bank branches and \$696,000, initially and currently classified as an identifiable intangible asset, was due to the 2013 acquisition of the FitzGibbons Agency by Pathfinder Risk Management Company, Inc. and the 2015 acquisition of the Huntington Agency.

In 2020, the Company retained expert, independent consultants to evaluate the recorded goodwill for impairment. The Company updated those evaluations using internal modeling processes for the year ended December 31, 2021. The Company is permitted to assess market-based, prospective analyses and other qualitative factors to determine if it is more likely than not that the fair value of the reporting unit is less than the carrying value. Based on the results of the assessments made by management, with prior input from the retained consultants, it was determined that the carrying value of goodwill in the amount of \$4.5 million is not impaired as of December 31, 2021.

The identifiable intangible asset of \$117,000 as of December 31, 2021 was due to the acquisition of the FitzGibbons and Huntington Agencies and represents the amortized carrying amount of the customer lists intangible. The weighted average remaining amortization period of this intangible asset is 4.2 years.

The gross carrying amount and annual amortization for this identifiable intangible asset are as follows:

<i>(In thousands)</i>	December 31,	
	2021	2020
Gross carrying amount	\$ 243	\$ 243
Accumulated amortization	(126)	(110)
Net amortizing intangibles	\$ 117	\$ 133

The estimated amortization expense for each of the five succeeding years ended December 31, is as follows:

<i>(In thousands)</i>	
2022	\$ 16
2023	16
2024	16
2025	16
2026	16
Thereafter	37
Total	\$ 117

#### NOTE 11: DEPOSITS

A summary of deposits at December 31 is as follows:

<i>(In thousands)</i>	2021	2020
Savings accounts	\$ 131,176	\$ 103,093
Time accounts	253,564	305,074
Time accounts in excess of \$250,000	67,450	91,976
Money management accounts	16,124	15,650
MMDA accounts	256,963	227,970
Demand deposit interest-bearing	130,816	83,129
Demand deposit noninterest-bearing	191,858	162,057
Mortgage escrow funds	7,395	6,958
Total Deposits	\$ 1,055,346	\$ 995,907

At December 31, 2021, the scheduled maturities of time deposits are as follows:

<i>(In thousands)</i>	
Year of Maturity:	
2022	\$ 185,868
2023	39,503
2024	6,212
2025	65,288
2026	21,763
Thereafter	2,380
Total	\$ 321,014

In addition to deposits obtained from its business operations within its target market areas, the Bank also obtains brokered deposits through various programs administered by IntraFi Network and through other unaffiliated third-party financial institutions.

<i>(In thousands)</i>	At December 31,					
	2021			2020		
	Non-Brokered	Brokered	Total	Non-Brokered	Brokered	Total
Savings accounts	\$ 131,176		\$ 131,176	\$ 103,093	\$ -	\$ 103,093
Time accounts	135,804	117,760	253,564	135,101	169,973	305,074
Time accounts of \$250,000 or more	67,450		67,450	91,976	-	91,976
Money management accounts	16,124		16,124	15,650	-	15,650
MMDA accounts	256,963		256,963	227,970	-	227,970
Demand deposit interest-bearing	90,771	40,045	130,816	83,129	-	83,129
Demand deposit noninterest-bearing	191,858		191,858	162,057	-	162,057
Mortgage escrow funds	7,395		7,395	6,958	-	6,958
Total Deposits	\$ 897,541	\$ 157,805	\$ 1,055,346	\$ 825,934	\$ 169,973	\$ 995,907

## NOTE 12: BORROWED FUNDS

The composition of borrowings (excluding subordinated loans) at December 31 is as follows:

<i>(In thousands)</i>	2021	2020
Short-term:		
FHLB advances	\$ 12,500	\$ 4,020
Total short-term borrowings	\$ 12,500	\$ 4,020
Long-term:		
FHLB advances	\$ 64,598	\$ 78,030
Total long-term borrowings	\$ 64,598	\$ 78,030

The principal balances, interest rates and maturities of the outstanding long-term borrowings, all of which are at a fixed rate, at December 31, 2021 are as follows:

Term	Principal	Rates
<i>(Dollars in thousands)</i>		
Advances with FHLB		
Due within 1 year	\$ 18,227	0.27 - 2.55%
Due within 2 years	12,006	0.34 - 3.17%
Due within 10 years	34,365	0.39-1.23%
Total advances with FHLB	\$ 64,598	
Total long-term fixed rate borrowings	\$ 64,598	

At December 31, 2021, scheduled repayments of long-term debt are as follows:

<i>(In thousands)</i>	
2022	\$ 18,227
2023	12,006
2024	15,413
2025	17,252
2026	1,700
Total	\$ 64,598

The Company has access to FHLB NY advances, under which it can borrow at various terms and interest rates. Residential mortgage loans with a carrying value of \$123.2 million and FHLB stock with a carrying value of \$4.2 million have been pledged by the Company under a blanket collateral agreement to secure the Company's borrowings at December 31, 2021. The total outstanding indebtedness under borrowing facilities with the FHLB cannot exceed the total value of the assets pledged under the blanket collateral agreement. The Company has a \$9.4 million line of credit available at December 31, 2021 with the Federal Reserve Bank of New York through its Discount Window and has pledged various corporate and municipal securities against the line. The Company has \$15.0 million in lines of credit available with two other correspondent banks. \$10.0 million of that line of credit is available on an

unsecured basis and the remaining \$5.0 million must be collateralized with investment securities. Interest on the lines is determined at the time of borrowing.

### NOTE 13: SUBORDINATED LOANS

On October 14, 2020, the Company executed a private placement of \$25.0 million of its 5.50% Fixed to Floating Rate non-amortizing Subordinated Loan (the "2020 Subordinated Loan") to certain qualified institutional investors. The 2020 Subordinated Loan has a maturity date of October 15, 2030 and initially bears interest, payable semi-annually, at a fixed annual rate of 5.50% per annum until October 15, 2025. Commencing on that date, the interest rate applicable to the outstanding principal amount due will be reset quarterly to an interest rate per annum equal to the then current three month Secured Overnight Financing Rate (SOFR) plus 532 basis points, payable quarterly until maturity. The Company may redeem the 2020 Subordinated Loan at par, in whole or in part, at its option, any time after October 15, 2025 (the first redemption date). The 2020 Subordinated Loan is senior in the Company's credit repayment hierarchy only to the Company's common equity and preferred stock and, and any future senior indebtedness and is intended to qualify as Tier 2 capital for regulatory capital purposes for the Company. The Company paid \$783,000 in origination and legal fees as part of this transaction. These fees will be amortized over the life of the 2020 Subordinated Loan through its first redemption date using the effective interest method, giving rise to an effective cost of funds of 6.22% from the issuance date calculated under this method. Accordingly, interest expense related to this indebtedness of \$1.5 million and \$327,000 was recorded in the years ended December 31, 2021 and December 31, 2020, respectively.

The Company has a non-consolidated subsidiary trust, Pathfinder Statutory Trust II, of which the Company owns 100% of the common equity. The Trust issued \$5,000,000 of 30-year floating rate Company-obligated pooled capital securities of Pathfinder Statutory Trust II ("Floating-Rate Debentures"). The Company borrowed the proceeds of the capital securities from its subsidiary by issuing floating rate junior subordinated deferrable interest debentures having substantially similar terms. The capital securities mature in 2037 and are treated as Tier 1 capital by the FDIC and FRB. The capital securities of the trust are a pooled trust preferred fund of Preferred Term Securities VI, Ltd., whose interest rate resets quarterly, and are indexed to the 3-month LIBOR rate plus 1.65%. These securities have a five-year call provision. The Company paid \$94,000 and \$124,000 in interest expense related to this issuance in 2021 and 2020, respectively. The Company guarantees all of these securities.

The Company's equity interest in the trust subsidiary is included in other assets on the Consolidated Statements of Financial Condition at December 31, 2021 and 2020. For regulatory reporting purposes, the Federal Reserve has indicated that the preferred securities will continue to qualify as Tier 1 Capital subject to previously specified limitations, until further notice. If regulators make a determination that Trust Preferred Securities can no longer be considered in regulatory capital, the securities become callable and the Company may redeem them.

On October 15, 2015, the Company executed a \$10.0 million non-amortizing Subordinated Loan (the 2015 Subordinated Loan) with an unrelated third party that was scheduled to mature on October 1, 2025. The Company had the right to prepay the 2015 Subordinated Loan on the first day of any calendar quarter after October 15, 2020 without penalty. The annual interest rate charged to the Company was 6.25% through the maturity date of the 2015 Subordinated Loan. The 2015 Subordinated Loan was senior in the Company's credit repayment hierarchy only to the Company's common equity and preferred stock and, as a result, qualified as Tier 2 capital for all future periods when applicable. The Company paid \$172,000 in origination and legal fees as part of this transaction. These fees were amortized over the life of the 2015 Subordinated Loan through its first call date using the effective interest method. The effective cost of funds related to this transaction was 6.44% calculated under this method through October 15, 2020 and was 6.25% until the stated maturity date. On April 1, 2021 the Company redeemed this \$10.0 million non-amortizing subordinated loan. The terms of the Subordinated Loan required fixed interest payments at an annual interest rate of 6.25% after February 29, 2016 until the Loan's scheduled maturity date. Interest expense, related to this borrowing, of \$156,000 and \$650,000 was recorded in the years ended December 31, 2021 and 2020, respectively.

The composition of subordinated loans at December 31 is as follows:

<i>(In thousands)</i>	2021	2020
Subordinated loans:		
Junior subordinated debenture	\$ 5,155	\$ 5,155
Subordinated loans	\$ 25,000	\$ 35,000
Deferred Financing Charges	(592)	(755)
<b>Total subordinated loans</b>	<b>\$ 29,563</b>	<b>\$ 39,400</b>

The principal balances, interest rates and maturities of the subordinated loans at December 31, 2021 are as follows:

Term	Principal	Rates
<i>(Dollars in thousands)</i>		
Subordinated loans:		
Due within 9 years	\$ 25,000	5.5%
Due within 16 years	5,155	3-Month Libor + 1.65%
Total subordinated loans	\$ 30,155	

At December 31, 2021, scheduled repayments of the subordinated loans:

<i>(In thousands)</i>		
2022	\$	-
2023		-
2024		-
2025		25,000
Thereafter		5,155
Total	\$	30,155

## NOTE 14: EMPLOYEE BENEFITS AND DEFERRED COMPENSATION AND SUPPLEMENTAL RETIREMENT PLANS

The Company has a noncontributory defined benefit pension plan covering substantially all employees. The plan provides defined benefits based on years of service and final average salary. On May 14, 2012, the Company informed its employees of its decision to freeze participation and benefit accruals under the plan, primarily to reduce some of the volatility in earnings that can accompany the maintenance of a defined benefit plan. The plan was frozen on June 30, 2012. Compensation earned by employees up to June 30, 2012 is used for purposes of calculating benefits under the plan but there will be no future benefit accruals after this date. Participants as of June 30, 2012 will continue to earn vesting credit with respect to their frozen accrued benefits as they continue to work. In addition, the Company provides certain health and life insurance benefits for a limited number of eligible retired employees. The healthcare plan is contributory with participants' contributions adjusted annually; the life insurance plan is noncontributory. Employees with less than 14 years of service as of January 1, 1995, are not eligible for the health and life insurance retirement benefits.

The following tables set forth the changes in the plans' benefit obligations, fair value of plan assets and the plans' funded status as of December 31:

<i>(In thousands)</i>	Pension Benefits		Postretirement Benefits	
	2021	2020	2021	2020
Change in benefit obligations:				
Benefit obligations at beginning of year	\$ 12,967	\$ 11,892	\$ 369	\$ 414
Service cost	-	-	-	-
Interest cost	441	466	12	16
Plan participants' contribution	-	-	8	9
Actuarial (gain) loss	(389)	873	(19)	(25)
Benefits paid	(299)	(264)	(45)	(45)
Benefit obligations at end of year	12,720	12,967	325	369
Change in plan assets:				
Fair value of plan assets at beginning of year	19,274	16,985	-	-
Actual return on plan assets	1,556	2,553	-	-
Benefits paid	(299)	(264)	(45)	(45)
Plan participants' contribution	-	-	8	9
Employer contributions	-	-	37	36
Fair value of plan assets at end of year	20,531	19,274	-	-
Funded (unfunded) status - asset (liability)	\$ 7,811	\$ 6,307	\$ (325)	\$ (369)

The funded status of the pension was recorded within other assets on the statement of condition. The unfunded status of the postretirement plan is recorded within other liabilities on the statement of condition.

Amounts recognized in accumulated other comprehensive loss as of December 31 are as follows:

<i>(In thousands)</i>	Pension Benefits		Postretirement Benefits	
	2021	2020	2021	2020
Net loss	\$ 1,843	\$ 2,743	\$ 64	\$ 87
Tax Effect	480	716	15	23
	\$ 1,363	\$ 2,027	\$ 49	\$ 64

Gains and losses in excess of 10% of the greater of the benefit obligation or the fair value of assets are amortized over the average remaining service period of active participants.

The Company utilized the actual projected cash flows of the participants in both plans for the years ended December 31, 2021 and December 31, 2020. The following points address the approach taken.

1. An analysis of the defined benefit pension plan's expected future cash flows and high-quality fixed income investments currently available and expected to be available during the period to maturity of the pension benefits yielded a single discount rate of 3.71% at December 31, 2021.
2. An analysis of the postretirement health plan's expected future cash flows and high-quality fixed-income investments currently available and expected to be available during the period to maturity of the retiree medical benefits yielded a single discount rate of 3.71% at December 31, 2021.

3. Each discount rate was developed by matching the expected future cash flows of the Bank to high quality bonds. Every bond considered has earned ratings of at least AA by Fitch Group, AA by Standard & Poor's, or Aa2 by Moody's Investor Services.

The accumulated benefit obligation for the defined benefit pension plan was \$12.7 million and \$13.0 million at December 31, 2021 and 2020, respectively. The postretirement plan had an accumulated benefit obligation of \$325,000 and \$369,000 at December 31, 2021 and 2020, respectively.

The significant assumptions used in determining the benefit obligations as of December 31, are as follows:

	Pension Benefits		Postretirement Benefits	
	2021	2020	2021	2020
Weighted average discount rate	3.71%	3.45%	3.71%	3.45%
Rate of increase in future compensation levels	-	-	-	-

Assumed health care cost trend rates have a significant effect on the amounts reported for the postretirement health care plan. The annual rates of increase in the per capita cost of covered medical and prescription drug benefits for future years were assumed to be 4.50% for 2021, gradually decreasing to 4.20% in 2025 and remain at that level thereafter.

The composition of the net periodic benefit plan (benefit) cost for the years ended December 31 is as follows:

<i>(In thousands)</i>	Pension Benefits		Postretirement Benefits	
	2021	2020	2021	2020
Service cost	\$ -	\$ -	\$ -	\$ -
Interest cost	441	466	12	16
Expected return on plan assets	(1,146)	(1,094)	-	-
Amortization of transition obligation	-	-	-	-
Amortization of net losses	101	228	9	10
Amortization of unrecognized past service liability	-	-	(5)	(5)
Net periodic benefit plan (benefit) cost	\$ (604)	\$ (400)	\$ 16	\$ 21

The significant assumptions used in determining the net periodic benefit plan cost for years ended December 31, were as follows:

	Pension Benefits		Postretirement Benefits	
	2021	2020	2021	2020
Weighted average discount rate	3.71%	3.45%	3.71%	3.45%
Expected long term rate of return on plan assets	5.25%	6.00%	-	-
Rate of increase in future compensation levels	-	-	-	-

The long term rate of return on assets assumption was set based on historical returns earned by equities and fixed income securities, adjusted to reflect expectations of future returns as applied to the plan's target allocation of asset classes. Equities and fixed income securities were assumed to earn real rates of return in the ranges of 6.0% to 8.0% and 3.0% to 5.0%, respectively. The long-term inflation rate was estimated to be 2.5%. When these overall return expectations are applied to the plan's target allocation, the expected rate of return was determined to be in the range of 5.0% to 7.0%. Management chose to use a 5.25% expected long-term rate of return in 2021 and a 5.25% expected long-term rate of return in 2022 reflecting current economic conditions and expected rates of return. Based on the \$20.5 million fair value of plan assets at December 31, 2021, each 50 basis point decrease in the expected long-term rate of return would reduce after tax net income at 2022 expected state and federal combined statutory tax rate of 26.1% by approximately \$76,000.

The estimated net actuarial loss that will be amortized from accumulated other comprehensive loss into net periodic benefit plan income during 2022 is \$0. The estimated amortization of the unrecognized transition obligation and actuarial loss for the postretirement health plan in 2022 is \$7,000. The expected net periodic benefit plan benefit for 2022 is estimated to be \$589,000 for both retirement plans in aggregate.

Plan assets are invested in three diversified investment portfolios of the Pentegra Retirement Trust (the "Trust", formerly known as RSI Retirement Trust), a private placement investment fund. The Trust has been given discretion by the Plan Sponsor to determine the appropriate strategic asset allocation versus plan liabilities, as governed by the Trust's Investment Policy Statement. The Plan is structured to utilize a Total Return approach which seeks to fund the current and future liabilities of the Plan via long-term growth in assets.



The Plan's asset allocation targets to hold 48% of assets in equity securities via investment in the Long-Term Growth – Equity Portfolio ('LTGE'), 16% in intermediate-term investment grade bonds via investment in the Long-Term Growth – Fixed-Income Portfolio ('LTGFI'), 35% in long duration bonds via the Liability Focused Fixed-Income Portfolio ('LFFI'), and 1% in a cash equivalents portfolio (for liquidity).

LTGE is a diversified portfolio that invests in a number of actively and passively managed equity-focused mutual funds and collective investment trusts. The Portfolio holds a diversified mix of equity funds in order to gain exposure to the U.S. and non-U.S. equity markets. LTGFI is a diversified portfolio that invests in a number of fixed-income mutual funds and collective investment trusts. The Portfolio invests primarily in intermediate-term bond funds with a focus on Core Plus fixed-income investment approaches. LFFI is a diversified high quality fixed-income portfolio that currently invests in passively managed collective investment trusts that hold long duration bonds.

The investment objectives, investment strategies and risks of each of the daily valued and unitized Portfolios and the funds held within the Portfolios are detailed in the Private Placement Memorandum and the Trust's Investment Policy Statement.

The overall long-term investment objectives are to maintain plan assets at a level that will sufficiently cover long-term obligations and to generate a return on plan assets that will meet or exceed the rate at which long-term obligations will grow. The LTGE and LTGFI Portfolios are designed to provide long-term growth of equity and fixed-income assets with the objective of achieving an investment return in excess of the cost of funding the active life, deferred vested, and all 30-year term and longer obligations of retired lives in the Trust. The LFFI Portfolio is designed to fund the Trust's estimated retired lives class of liabilities for 30 years. The ALT Strategy is designed to add diversification via the addition of relatively low correlation assets. Risk/volatility is further managed by the distinct investment objectives of each of the Trust's Portfolios.

Pension plan assets measured at fair value are summarized below:

<i>(In thousands)</i>	At December 31, 2021			Total Fair Value
	Level 1	Level 2	Level 3	
<i>Asset Category:</i>				
<i>Mutual Funds - Equity</i>				
Large-cap value (a)	\$ -	\$ 1,763	\$ -	\$ 1,763
Large-cap Growth (b)	-	1,946	-	1,946
Large-cap Core (c)	-	1,234	-	1,234
Mid-cap Value (d)	-	475	-	475
Mid-cap Growth (e)	-	442	-	442
Mid-cap Core (f)	-	398	-	398
Small-cap Value (g)	-	222	-	222
Small-cap Growth (h)	-	533	-	533
Small-cap Core (i)	-	332	-	332
International Equity (j)	-	2,651	-	2,651
Equity -Total	-	9,996	-	9,996
<i>Fixed Income Funds</i>				
Fixed Income - US Core (k)	-	2,380	-	2,380
Intermediate Duration (l)	-	4,249	-	4,249
Long Duration (m)	-	3,521	-	3,521
Fixed Income-Total	-	10,150	-	10,150
Cash Equivalents-Money market*	49	336	-	385
<b>Total</b>	<b>\$ 49</b>	<b>\$ 20,482</b>	<b>\$ -</b>	<b>\$ 20,531</b>

At December 31, 2020

<i>(In thousands)</i>	Level 1	Level 2	Level 3	Total Fair Value
<i>Asset Category:</i>				
<b>Mutual Funds - Equity</b>				
Large-cap value (a)	\$ -	\$ 1,830	\$ -	\$ 1,830
Large-cap Growth (b)	-	1,813	-	1,813
Large-cap Core (c)	-	1,194	-	1,194
Mid-cap Value (d)	-	356	-	356
Mid-cap Growth (e)	-	498	-	498
Mid-cap Core (f)	-	403	-	403
Small-cap Value (g)	-	261	-	261
Small-cap Growth (h)	-	684	-	684
Small-cap Core (i)	-	268	-	268
International Equity (j)	-	2,543	-	2,543
Equity -Total	-	9,850	-	9,850
<b>Fixed Income Funds</b>				
Fixed Income - US Core (k)	-	2,497	-	2,497
Intermediate Duration (l)	-	3,746	-	3,746
Long Duration (m)	-	2,968	-	2,968
Fixed Income-Total	-	9,211	-	9,211
Cash Equivalents-Money market*	39	174	-	213
<b>Total</b>	<b>\$ 39</b>	<b>\$ 19,235</b>	<b>\$ -</b>	<b>\$ 19,274</b>

\*Includes cash equivalents investments in equity and fixed income strategies

- a) This category contains large-cap stocks with above-average yield. The portfolio typically holds between 60 and 70 stocks.
- b) This category seeks long-term capital appreciation by investing primarily in large growth companies based in the U.S.
- c) This fund tracks the performance of the S&P 500 index by purchasing the securities represented in the index in approximately the same weightings as the index.
- d) This category employs an indexing investment approach designed to track the performance of the CRSP US Mid-Cap Value Index.
- e) This category employs an indexing investment approach designed to track the performance of the CRSP US Mid-Cap Growth Index.
- f) This category seeks to track the performance of the S&P Midcap 400 Index.
- g) This category consists of a selection of investments based on the Russell 2000 Value Index.
- h) This category consists of a mutual fund invested in small capitalization growth companies along with a fund invested in a selection of investments based on the Russell 2000 Growth Index.
- i) This category consists of a mutual fund investing in readily marketable securities of U.S. companies with market capitalizations within the smallest 10% of the market universe, or smaller than the 1000th largest US company.
- j) This category invests primarily in medium to large non-US companies in developed and emerging markets. Under normal circumstances, at least 80% of total assets will be invested in equity securities, including common stocks, preferred stocks, and convertible securities.
- k) This category currently includes equal investments in three mutual funds, two of which usually hold at least 80% of fund assets in investment grade fixed income securities, seeking to outperform the Barclays US Aggregate Bond Index while maintaining a similar duration to that index. The third fund targets investments of 50% or more in mortgage-backed securities guaranteed by the US government and its agencies.
- l) This category consists mostly of a fund which seeks to track the Barclays Capital US Corporate A or Better 5-20 Year, Bullets only Index, along with a diversified mutual fund holding fixed income securities rated A or better.
- m) This category consists of a fund that seeks to approximate the performance of the Barclays Capital US Corporate A or Better, 20+ Year Bullets Only Index over the long term.

For the fiscal year ending December 31, 2022, the Company expects to contribute approximately \$36,000 to the postretirement plan.

The following benefit payments, which reflect expected future service, as appropriate, are expected to be paid from both retirement plans:

<i>(In thousands)</i>	Pension Benefits	Postretirement Benefits	Total
<hr/>			
Years ending December 31:			
2022	\$ 397	\$ 36	\$ 433
2023	471	24	495
2024	501	23	524
2025	563	22	585
2026	628	21	649
Thereafter	3,566	113	3,679

The Company also offers a 401(k) plan to its employees. Contributions to this plan by the Company were \$414,000 and \$395,000 for 2021 and 2020, respectively. In addition, the Company made \$314,000 and \$293,000 of safe harbor contributions to the plan in 2021 and 2020, respectively.

The Company maintains optional deferred compensation plans for its directors and certain executive officers, whereby fees and income normally received are deferred and paid by the Company based upon a payment schedule commencing between the ages of 65 and 70 and continuing monthly for 10 years. At December 31, 2021 and 2020, other liabilities include approximately \$3.0 million and \$3.0 million, respectively, relating to deferred compensation. Deferred compensation expense for the years ended December 31, 2021 and 2020 amounted to approximately \$349,000 and \$359,000, respectively.

To assist in the funding of the Company's benefits under the supplemental executive retirement plan and deferred compensation plans, the Company is the owner of single premium life insurance policies on selected participants. At December 31, 2021 and 2020, the cash surrender values of these policies were \$23.4 million and \$17.9 million, respectively.

The Bank adopted a Defined Contribution Supplemental Executive Retirement Plan (the "SERP"), effective January 1, 2014. The SERP benefits certain key senior executives of the Bank who are selected by the Board to participate, including our named executive officers. The SERP is intended to provide a benefit from the Bank upon retirement, death, disability or voluntary or involuntary termination of service (other than "for cause"), subject to the requirements of Section 409A of the Internal Revenue Code. Accordingly, the SERP obligates the Bank to make a contribution to each executive's account on the last business day of each calendar year. In addition, the Bank, may, but is not required to, make additional discretionary contributions to the executive's accounts from time to time. All executives currently participating in the plan, including the named executive officers, are fully vested in the Bank's contribution to the plan. In the event the executive is terminated involuntarily or resigns for good reason within 24 months following a change in control, the Bank is required to make additional annual contributions the lesser of: (1) three years or (2) the number of years remaining until the executive's benefit age, subject to potential reduction to avoid an excess parachute payment under Code Section 280G. In the event of the executive's death, disability or termination within 24 months after a change in control, the executive's account will be paid in a lump sum to the executive or his beneficiary, as applicable. In the event the executive is entitled to a benefit from the SERP due to retirement or other termination of employment, the benefit will be paid either in a lump sum or in 10 annual installments as detailed in his or her participant agreement. At December 31, 2021 and 2020, other liabilities included \$578,000 and \$928,000, respectively, accrued under this plan.

#### **NOTE 15: STOCK BASED COMPENSATION PLANS**

All share and per share values have been adjusted, where appropriate, by the 1.6472 exchange rate used in the Conversion and Offering that occurred on October 16, 2014.

### *April 2010 Stock Option Grants*

In June 2011, the board of directors of the Company approved the grant of stock option awards to its directors and executive officers under the 2010 Stock Option Plan that had 247,080 shares authorized for award. A total of 74,124 stock option awards were granted to the nine directors of the Company, at that time, and 123,540 stock option awards, in total, were granted to the Chief Executive Officer and the Company's then four senior vice presidents. The awards vested ratably over five years (20% per year for each year of the participant's service with the Company) with an expiration date ten years from the date of the grant, or June 2021. The fair value of each option grant was established at the date of grant using the Black-Scholes option pricing model. The Black-Scholes model used the following weighted average assumptions: risk-free interest rate of 2.2%; volatility factors of the expected market price of the Company's common stock of 0.45; weighted average expected lives of the options of 7.0 years; cash dividend yield of 1.49%. Based upon these assumptions, the weighted average fair value of options granted was \$2.29.

In July 2013, the board of directors of the Company approved the grant of 16,472 stock option awards in total to two newly elected directors of the Company. The awards vested ratably over five years (20% per year for each year of the participant's service with the Company) with an expiration date ten years from the date of the grant, or July 2023. The fair value of each option grant was established at the date of grant using the Black-Scholes option pricing model. The Black-Scholes model used the following weighted average assumptions: risk-free interest rate of 2.0%; volatility factors of the expected market price of the Company's common stock of 0.45; weighted average expected lives of the options of 7.0 years; cash dividend yield of 1.0%. Based upon these assumptions, the weighted average fair value of options granted was \$3.69.

In November 2015, the board of directors of the Company approved the grant of 16,472 stock option awards in total to two newly elected directors of the Company. The awards vest ratably over five years (20% per year for each year of the participant's service with the Company) and will expire ten years from the date of the grant, or November 2025. The fair value of each option grant was established at the date of grant using the Black-Scholes option pricing model. The Black-Scholes model used the following weighted average assumptions: risk-free interest rate of 1.9%; volatility factors of the expected market price of the Company's common stock of 0.23; weighted average expected lives of the options of 7.0 years; cash dividend yield of 1.4%. Based upon these assumptions, the weighted average fair value of options granted was \$2.56.

In April 2016, the board of directors of the Company approved the grant of 47,768 stock option awards in total to three officers and one recently promoted senior officer. The awards vest ratably over five years (20% per year for each year of the participant's service with the Company) and will expire ten years from the date of the grant, or April 2026. The fair value of each option grant was established at the date of grant using the Black-Scholes option pricing model. The Black-Scholes model used the following weighted average assumptions: risk-free interest rate of 1.6%; volatility factors of the expected market price of the Company's common stock of 0.32; weighted average expected lives of the options of 7.0 years; cash dividend yield of 1.55%. Based upon these assumptions, the weighted average fair value of options granted was \$3.17.

### *May 2016 Stock Option Grants*

In May 2016, the board of directors of the Company approved the grant of stock option awards to its directors, executive officers, senior officers and officers under the 2016 Equity Incentive Plan that was approved at the Annual Meeting of Shareholders on May 4, 2016 when 263,605 shares were authorized for award.

A total of 79,083 stock option awards were granted to the nine directors of the Company and 44,812 stock option awards, in total, were granted to thirteen officers. The awards vest ratably over five years (20% per year for each year of the participant's service with the Company) and will expire ten years from the date of the grant, or May 2026. The fair value of each option grant was established at the date of grant using the Black-Scholes option pricing model. The Black-Scholes model used the following weighted average assumptions: risk-free interest rate of 1.6%; volatility factors of the expected market price of the Company's common stock of 0.32; weighted average expected lives of the options of 7.0 years; cash dividend yield of 1.55%. Based upon these assumptions, the weighted average fair value of options granted was \$3.32.

A total of 92,261 stock option awards were granted to the Chief Executive Officer, two executive officers and three senior officers. The awards vest ratably over seven years (approximately 14.28% per year for each year of the participant's service with the Company) with the exception of one senior officer whose awards vested upon retirement on August 1, 2017 and will expire ten years from the date of the grant, or May 2026. The fair value of each option grant was established at the date of grant using the Black-Scholes option pricing model. The Black-Scholes model used the following weighted average assumptions: risk-free interest rate of 1.7%; volatility factors of the expected market price of the Company's common stock of 0.32; weighted average expected lives of the options of 8.5 years; cash dividend yield of 1.55%. Based upon these assumptions, the weighted average fair value of options granted was \$3.59.

In September 2020, the board of directors of the Company approved the grant of 3,000 stock option awards to one officer. The awards vest ratably over three years (approximately 33.3% per year for each year of the participant's service with the Company) and will

expire ten years from the date of the grant, or September 2030. The fair value of each option grant was established at the date of grant using the Black-Scholes option pricing model. The Black-Scholes model used the following weighted average assumptions: risk-free rate of 0.35%; volatility factors of the expected market price of the Company's common stock of 0.21; weighted average expected lives of the options of 6.0 years: cash dividend yield of 2.46%. Based upon these assumptions, the weighted average fair value of options granted was \$1.32.

In October 2020, the board of directors of the Company approved the grant of 9,000 stock option awards in total to two senior officers and four officers. The awards vest ratably over three years (approximately 33.3% per year for each year of the participant's service with the Company) and will expire ten years from the date of the grant, or October 2030. The fair value of each option grant was established at the date of grant using the Black-Scholes option pricing model. The Black-Scholes model used the following weighted average assumptions: risk-free rate of 0.45%; volatility factors of the expected market price of the Company's common stock of 0.22; weighted average expected lives of the options of 6.0 years: cash dividend yield of 2.31%. Based upon these assumptions, the weighted average fair value of options granted was \$1.51.

In October 2020, the board of directors of the Company approved the grant of 39,668 stock option awards to one senior officer. The awards were split between incentive stock option awards and non-qualified stock option awards in accordance with applicable tax regulations that required that allocation of stock option distributions due to the aggregate value of the stock option awards vesting each year. The awards vest ratably over three years (approximately 33.3% per year for each year of the participant's service with the Company) and will expire ten years from the date of the grant, or October 2030. The Black-Scholes model, for the 26,633 incentive stock option awards, used the following weighted average assumptions: risk-free rate of 0.45%; volatility factors of the expected market price of the Company's common stock of 0.25; weighted average expected lives of the options of 6.0 years: cash dividend yield of 2.31%. The Black-Scholes model, for the 13,035 non-qualified stock option awards, used the following weighted average assumptions: risk-free rate of 0.44%; volatility factors of the expected market price of the Company's common stock of 0.26; weighted average expected lives of the options of 5.9 years: cash dividend yield of 2.31%. Based upon these assumptions, the weighted average fair value of the incentive stock options and the non-qualified stock options granted were \$1.83 and \$1.85, respectively.

Activity in the stock option plans is as follows:

	Options Outstanding		Shares Exercisable	
	Number of Shares	Weighted Average Exercise Price	Number of Shares	Weighted Average Exercise Price
<i>(Shares in thousands)</i>				
Outstanding at December 31, 2019	303	\$ 10.51	191	\$ 10.04
Granted	52	10.33	-	-
Newly vested	-	-	47	11.22
Exercised	(34)	-	(34)	-
Expired	(1)	11.35	-	-
Outstanding at December 31, 2020	320	\$ 10.89	204	\$ 10.91
Granted	-	\$ -	-	\$ -
Newly vested	-	-	59	10.97
Exercised	(53)	-	(53)	-
Expired	(3)	9.48	-	-
Outstanding at December 31, 2021	264	\$ 10.98	210	\$ 11.05

The aggregate intrinsic value of a stock option represents the total pre-tax intrinsic value (the amount by which the current market value of the underlying stock exceeds the exercise price of the option) that would have been received by the option holders had all option holders exercised their options prior to the expiration date. The intrinsic value can change based on fluctuations in the market value of the Company's stock. At December 31, 2021, the intrinsic value of the stock options was \$1.6 million. At December 31, 2020, the intrinsic value of the stock options was \$190,000.

At December 31, 2021, the average remaining contractual life of outstanding options and shares exercisable were 5.1 years and 5.9 years, respectively.

#### *May 2016 Restricted Stock Unit Grants*

In May 2016, the board of directors of the Company approved the grant of restricted stock units to its directors, executive officers, senior officers and officers under the 2016 Equity Incentive Plan that was approved at the Annual Meeting of Shareholders on May 4, 2016 when 105,442 shares were authorized for award. A total of 31,635 restricted stock units were granted to the nine directors of the

Company and 8,436 restricted stock units, in total, were granted to two officers. The units vest ratably over five years (20% per year for each year of the participant's service with the Company).

A total of 46,570 restricted stock units, in total, were granted to the Chief Executive Officer, two executive officers and three senior officers. The units vest ratably over seven years (approximately 14.28% per year for each year of the participant's service with the Company) with the exception of one senior officer whose units vested upon retirement on August 1, 2017.

In September 2020, the board of directors of the Company approved the grant of 1,000 restricted stock units to one officer. The units vest ratably over three years (approximately 33.3% per year for each year of the participant's service with the Company).

In October 2020, the board of directors of the Company approved the grant of 17,801 restricted stock units to three senior officers and four officers. The units vest ratably over three years (approximately 33.3% per year for each year of the participant's service with the Company).

The compensation expense of the stock option awards and restricted stock units is based on the fair value of the instruments on the date of grant. The Company recorded compensation expense in the amount of \$241,000 and \$300,000 in 2021 and 2020, respectively, and is expected to record \$185,315, and \$108,893 in 2022 and 2023.

#### **NOTE 16: EMPLOYEE STOCK OWNERSHIP PLAN**

The Bank established the Pathfinder Bank Employee Stock Ownership Plan ("Plan") to purchase stock of the Company for the benefit of its employees. In July 2011, the Plan received a \$1.1 million loan from Community Bank, N.A., guaranteed by the Company, to fund the Plan's purchase of 125,000 shares of the Company's treasury stock. The loan was being repaid in equal quarterly installments of principal plus interest over ten years beginning October 1, 2011. Interest accrued at the Wall Street Journal Prime Rate plus 1.00%, and was secured by the unallocated shares of the ESOP stock. This loan was refinanced in connection with the Conversion and Offering that occurred on October 16, 2014.

In connection with the Conversion and Offering, the ESOP purchased 105,442 shares issued in the offering by obtaining a loan from the Company which was used to purchase both the additional shares and refinance the remaining outstanding balance on the loan from Community Bank N.A. There were 138,982.5 shares associated with the refinanced loan resulting in a total of 244,424.5 shares associated with the new loan provided by the Company.

The ESOP loan from the Company has a ten year term and is being repaid in equal payments of principal and interest under a fixed rate of interest equal to 3.25% which was the prime rate of interest on the date of the closing of the offering. This ESOP loan from the Company, also referred to as an internally leveraged ESOP, does not appear as a liability on the Company's consolidated statement of condition as of December 31, 2021 in accordance with ASC 718-40-25-9d.

In accordance with the payment of principal on the loan, a proportionate number of shares are allocated to the employees over the ten year time horizon of the loan. Participants' vesting interest in the shares of Company stock is at the rate of 20% per year. Compensation expense is recorded based on the number of shares released to the participants times the average market value of the Company's stock over that same period. Dividends on unallocated shares, recorded as compensation expense on the income statement, are made available to the participants' account. The Company recorded \$397,000 and \$294,000 in compensation expense in 2021 and 2020, respectively, including \$21,000 and \$24,000 for dividends on unallocated shares in these same time periods. At December 31, 2021, there were 67,217 unearned ESOP shares with a fair value of \$1.2 million.

#### **NOTE 17: INCOME TAXES**

The provision for income taxes for the years ended December 31, is as follows:

<i>(In thousands)</i>	2021	2020
Current	\$ 3,018	\$ 2,600
Deferred	481	(1,305)
	<u>\$ 3,499</u>	<u>\$ 1,295</u>

The provision for income taxes includes the following

<i>(In thousands)</i>	2021	2020
Federal Income Tax	\$ 3,273	\$ 1,093
State Tax	226	202
	<u>\$ 3,499</u>	<u>\$ 1,295</u>

The components of the net deferred tax asset (liability), included in other assets as of December 31, are as follows:

<i>(In thousands)</i>	2021	2020
<b>Assets:</b>		
Deferred compensation	\$ 983	\$ 1,063
Allowance for loan losses	3,381	3,339
Postretirement benefits	85	96
Subordinated loan interest	19	25
Loan origination fees	335	324
Held-to-maturity securities	-	6
Stock-based compensation	80	108
Capital loss carryover	149	-
Cash flow hedges	138	342
Other	319	702
<b>Total</b>	<u>5,489</u>	<u>6,005</u>
<b>Liabilities:</b>		
Prepaid pension	(2,041)	(1,648)
Investment securities	(151)	(296)
Depreciation	(1,902)	(1,860)
Accretion	(124)	(164)
Intangible assets	(1,004)	(1,004)
Mortgage servicing rights	(99)	(98)
Prepaid expenses and transaction fees	(91)	(115)
<b>Total</b>	<u>(5,412)</u>	<u>(5,185)</u>
	77	820
Less: deferred tax asset valuation allowance	(80)	-
<b>Net deferred tax (liability) asset</b>	<u>\$ (3)</u>	<u>\$ 820</u>

Realization of deferred tax assets is dependent upon the generation of future taxable income or the existence of sufficient taxable income within the carry back period. A valuation allowance is provided when it is more likely than not that some portion, or all of the deferred tax assets, will not be realized. In assessing the need for a valuation allowance, management considers the scheduled reversal of the deferred tax liabilities, the level of historical taxable income and the projected future level of taxable income over the periods in which the temporary differences comprising the deferred tax assets will be deductible. On the basis of this evaluation, as of December 31, 2021, a valuation allowance of \$80,000 has been recorded to recognize only the portion of the deferred tax asset that is more likely than not to be realized. The amount of the deferred tax asset considered realizable, could be adjusted if estimates of future taxable income during the carryforward period are reduced or increased.

Deferred income tax assets and liabilities are determined using the liability method. Under this method, the net deferred tax asset or liability is recognized for the future tax consequences. This is attributable to the differences between the financial statement carrying amounts of existing assets and liabilities and their respective tax bases as well as net operating and capital loss carry forwards. Deferred tax assets and liabilities are measured using enacted tax rates applied to taxable income in the years in which those temporary differences are expected to be recovered or settled. The effect on deferred tax assets and liabilities of a change in tax rates is recognized in income tax expense in the period that includes the enactment date. If current available evidence about the future raises doubt about the likelihood of a deferred tax asset being realized, a valuation allowance is established. The judgment about the level of future taxable income, including that which is considered capital, is inherently subjective and is reviewed on a continual basis as regulatory and business factors change.

During 2021, the Company disposed of an equity security investment that resulted in a capital loss. Under current IRS law, capital losses are allowed to be carried back for a period of three years and carried forward five years. The allowable portion that can be carried back will result in an approximate tax benefit of \$56,000. The Company believes that forecasted future capital gains make it

likely that such capital losses will not be utilized in future periods, therefore, a valuation allowance has been provided on these capital losses at December 31, 2021.

Banking corporations operating in New York State are taxed under the New York State General Business Corporation Franchise Tax provisions. Under this New York tax law, the tax rate on the business income base is 6.5%. However, various modifications are available to community banks (defined as banks with less than \$8 billion in total assets) regarding certain deductions associated with interest income. Effective in January 2018, the Company adopted a modification methodology that at the time was newly made available under the New York State tax code, affecting how the Company's state income tax liability is computed. Under this adopted methodology, management determined in the first quarter of 2019, it was unlikely that the Company would pay income taxes to New York State in future periods and therefore in the quarter ended March 31, 2019, the Company established, through a charge to earnings, a valuation allowance in the amount of \$136,000 in order to reserve against deferred tax assets related to New York State income taxes. This valuation allowance against the value of those deferred tax assets was established to reduce the net deferred tax asset related to New York State income taxes to \$-0-. Management is continuously monitoring its future tax consequences to determine if the Company's deferred taxes are properly stated. In the first quarter of 2020, consistent with policy, management reviewed all facts and circumstances related to its deferred taxes and determined that based on the expected filings of future New York State tax returns, the valuation allowance created in 2019 was no longer needed. Therefore management elected to eliminate its New York State net deferred tax asset valuation allowance during the quarter ended March 31, 2020.

In the first quarter of 2021, the Company filed amended New York State tax returns for 2015 through 2017 (the "carryback years"). The returns were amended from their original filings in order to file carryback claims utilizing New York State net operating losses generated under New York State tax law in 2018. As a result, the Company received \$316,000 in tax refunds from New York State for taxes previously paid in the carryback years. This refund was applied to the effective tax rate of the Company in 2020 in accordance with GAAP.

In 2021, the Company's effective tax rate was 22.4%, as compared to 15.9% in 2020. A reconciliation of the federal statutory income tax rate to the effective income tax rate for the years ended December 31, is as follows:

	2021	2020
Federal statutory income tax rate	21.0 %	21.0 %
State tax, net of federal benefit	1.2	2.0
Tax-exempt interest income	(0.6)	(0.9)
Increase in value of bank owned life insurance less premiums paid	(0.7)	(1.1)
Change in valuation allowance	0.5	(1.6)
NYS net operating loss carryback filing receivable, net of federal benefit	-	(3.8)
Other	0.5	(0.1)
Effective income tax rate - Pathfinder Bancorp, Inc.	21.9 %	15.5 %
Minority interest	0.5	0.4
Effective income tax rate	22.4 %	15.9 %



## NOTE 18: COMMITMENTS AND CONTINGENCIES

The Company is a party to financial instruments with off-balance sheet risk in the normal course of business to meet the financing needs of its customers. These financial instruments include commitments to extend credit and standby letters of credit. Such commitments involve, to varying degrees, elements of credit risk in excess of the amount recognized in the consolidated statement of condition. The contractual amount of those commitments to extend credit reflects the extent of involvement the Company has in this particular class of financial instrument. The Company's exposure to credit loss in the event of nonperformance by the other party to the financial instrument for commitments to extend credit is represented by the contractual amount of the instrument. The Company uses the same credit policies in making commitments as it does for on-balance sheet instruments.

At December 31, 2021 and 2020, the following financial instruments were outstanding whose contract amounts represent credit risk:

<i>(In thousands)</i>	Contract Amount	
	2021	2020
Commitments to grant loans	\$ 93,364	\$ 58,217
Unfunded commitments under lines of credit	136,749	102,404
Unfunded commitments related to construction loans in progress	12,308	6,103
Standby letters of credit	2,735	2,450

Commitments to extend credit are agreements to lend to a customer as long as there is no violation of any condition established in the contract. Commitments generally have fixed expiration dates or other termination clauses and may require payment of a fee. Since some of the commitment amounts are expected to expire without being drawn upon, the total commitment amounts do not necessarily represent future cash requirements. The Company evaluates each customer's creditworthiness on a case-by-case basis. The amount of collateral obtained, if deemed necessary by the Company upon extension of credit, is based on management's credit evaluation of the counter party. Collateral held varies but may include residential real estate and income-producing commercial properties. Loan commitments outstanding at December 31, 2021 with variable interest rates and fixed interest rates were to approximately \$222.2 million and \$22.9 million, respectively. These outstanding loan commitments carry current market rates.

Unfunded commitments under standby letters of credit, revolving credit lines and overdraft protection agreements are commitments for possible future extensions of credit to existing customers. These lines of credit usually do not contain a specified maturity date and may not be drawn upon to the total extent to which the Company is committed.

Letters of credit written are conditional commitments issued by the Company to guarantee the performance of a customer to a third party. Generally, all letters of credit, when issued have expiration dates within one year. The credit risk involved in issuing letters of credit is essentially the same as those that are involved in extending loan facilities to customers. The Company generally holds collateral and/or personal guarantees supporting these commitments. Management believes that the proceeds obtained through a liquidation of collateral and the enforcement of guarantees would be sufficient to cover the potential amount of future payments required under the corresponding guarantees.

## NOTE 19: DIVIDENDS AND RESTRICTIONS

The Company's ability to pay dividends to its shareholders is largely dependent on the Bank's ability to pay dividends to the Company. In addition to state law requirements and the capital requirements discussed in Note 20, regulatory matters, regulations and policies limit the circumstances under which the Bank may pay dividends. The amount of retained earnings legally available under these regulations approximated \$27.4 million as of December 31, 2021. Dividends paid by the Bank to the Company would be prohibited if the effect thereof would cause the Bank's capital to be reduced below applicable minimum capital requirements. The Bank made no dividend payments to the Company in the years ended December 31, 2021, December 31, 2020 or December 31, 2019.

Capital adequacy is evaluated primarily by the use of ratios which measure capital against total assets, as well as against total assets that are weighted based on defined risk characteristics. The Company's goal is to maintain a strong capital position, consistent with the risk profile of its banking operations. This strong capital position serves to support growth and expansion activities while at the same time exceeding regulatory standards. At December 31, 2021, the Bank met the regulatory definition of a "well-capitalized" institution, i.e. a leverage capital ratio exceeding 5%, a Tier 1 risk-based capital ratio exceeding 8%, Tier 1 common equity exceeding 6.5%, and a total risk-based capital ratio exceeding 10%.

In addition to establishing the minimum regulatory capital requirements, the regulations limit capital distributions and certain discretionary bonus payments to management if the institution does not hold a “capital conservation buffer” consisting of 2.5% of common equity Tier 1 capital to risk-weighted assets above the amount necessary to meet its minimum risk-based capital requirements. The buffer is separate from the capital ratios required under the Prompt Corrective Action (“PCA”) standards. In order to avoid these restrictions, the capital conservation buffer effectively increases the minimum levels of the following capital to risk-weighted assets ratios: (1) Core Capital, (2) Total Capital and (3) Common Equity. The capital conservation buffer requirement is now fully implemented at 2.5% of risk-weighted assets. At December 31, 2021, the Bank exceeded all regulatory required minimum capital ratios, including the capital buffer requirements.

As a result of the Economic Growth, Regulatory Relief, and Consumer Protection Act, the federal banking agencies developed a “Community Bank Leverage Ratio” (the ratio of a bank's tier 1 capital to average total consolidated assets) for financial institutions with assets of less than \$10 billion. A “qualifying community bank” that exceeds this ratio will be deemed to be in compliance with all other capital and leverage requirements, including the capital requirements to be considered “well capitalized” under Prompt Corrective Action statutes. The federal banking agencies may consider a financial institution's risk profile when evaluating whether it qualifies as a community bank for purposes of the capital ratio requirement. The federal banking agencies had set the Community Bank Leverage Ratio at 9%. Pursuant to the CARES Act, the federal banking agencies issued final rules to set the Community Bank Leverage Ratio at 8% beginning in the second quarter of 2020 through the end of 2020. In 2021, the Community Bank Leverage Ratio increased to 8.5% for the calendar year. Community banks had until January 1, 2022, before the Community Bank Leverage Ratio requirement returned to 9%. A financial institution can elect to be subject to this new definition. The new rule took effect on January 1, 2020. The Bank did not elect to become subject to the Community Bank Leverage Ratio.

#### **NOTE 20: REGULATORY MATTERS**

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

Quantitative measures established by regulation to ensure capital adequacy require the Bank to maintain amounts and ratios (set forth in the table below) of total and Tier 1 capital (as defined in the regulations) to risk-weighted assets (as defined), and of Tier 1 capital (as defined) to average assets (as defined).

As of December 31, 2021, the Bank’s most recent notification from the Federal Deposit Insurance Corporation categorized the Bank as “well-capitalized”, under the regulatory framework for prompt corrective action. To be categorized as “well-capitalized”, the Bank must maintain total risk-based, Tier 1 risk-based and Tier 1 leverage ratios as set forth in the tables below. There are no conditions or events since that notification that management believes have changed the Bank’s category.

As noted above, the regulations also impose a “capital conservation buffer” consisting of 2.5% of common equity Tier 1 capital to risk-weighted assets above the amount necessary to meet its minimum risk-based capital requirements. The buffer is separate from the capital ratios required under the Prompt Corrective Action (“PCA”) standards and imposes restrictions on dividend distributions and discretionary bonuses. In order to avoid these restrictions, the capital conservation buffer effectively increases the minimum levels of the following capital to risk-weighted assets ratios: (1) Core Capital, (2) Total Capital and (3) Common Equity. The capital conservation buffer requirement is now fully implemented at 2.5% of risk-weighted assets. At December 31, 2021, the Bank exceeded all regulatory required minimum capital ratios, including the capital buffer requirements.

The Bank's actual capital amounts and ratios as of December 31, 2021 and 2020 are presented in the following table.

	Actual		Minimum For Capital Adequacy Purposes		Minimum To Be "Well-Capitalized" Under Prompt Corrective Provisions		Minimum for Capital Adequacy With Buffer	
	Amount	Ratio	Amount	Ratio	Amount	Ratio	Amount	Ratio
<i>(Dollars in thousands)</i>								
As of December 31, 2021:								
Total Core Capital (to Risk-Weighted Assets)	\$ 129,166	15.19%	\$ 68,013	8.00%	\$ 85,016	10.00%	\$ 89,266	10.50%
Tier 1 Capital (to Risk-Weighted Assets)	\$ 118,511	13.94%	\$ 51,009	6.00%	\$ 68,013	8.00%	\$ 72,263	8.50%
Tier 1 Common Equity (to Risk-Weighted Assets)	\$ 118,511	13.94%	\$ 38,257	4.50%	\$ 55,260	6.50%	\$ 59,511	7.00%
Tier 1 Capital (to Assets)	\$ 118,511	9.52%	\$ 49,804	4.00%	\$ 62,255	5.00%	\$ 62,255	5.00%
As of December 31, 2020:								
Total Core Capital (to Risk-Weighted Assets)	\$ 115,289	13.13%	\$ 70,270	8.00%	\$ 87,838	10.00%	\$ 92,230	10.50%
Tier 1 Capital (to Risk-Weighted Assets)	\$ 104,287	11.87%	\$ 52,703	6.00%	\$ 70,270	8.00%	\$ 74,662	8.50%
Tier 1 Common Equity (to Risk-Weighted Assets)	\$ 104,287	11.87%	\$ 39,527	4.50%	\$ 57,095	6.50%	\$ 61,487	7.00%
Tier 1 Capital (to Assets)	\$ 104,287	8.63%	\$ 48,314	4.00%	\$ 60,392	5.00%	\$ 60,392	5.00%

The Company's goal is to maintain a strong capital position, consistent with the risk profile of its subsidiary bank that supports growth and expansion activities while at the same time exceeding regulatory standards. At December 31, 2021, the Bank exceeded all regulatory required minimum capital ratios and met the regulatory definition of a "well-capitalized" institution, i.e. a leverage capital ratio exceeding 5%, a Tier 1 risk-based capital ratio exceeding 6% and a total risk-based capital ratio exceeding 10%.

The Federal Reserve Board regulations require banks to maintain non-interest-earning reserves on deposit at the Federal Reserve Bank ("FRB"), against their transaction accounts (primarily negotiable order of withdrawal ("NOW") and regular checking accounts). In March 2020, due to a change in its approach to monetary policy due to the COVID-19 pandemic, the Federal Reserve Board announced an interim rule to amend Regulation D requirements and reduce reserve requirement ratios to zero. The Federal Reserve Board has indicated that it has no plans to re-impose reserve requirements, but may do so in the future.

#### NOTE 21: INTEREST RATE DERIVATIVE

The Company is exposed to certain risks from both its business operations and changes in economic conditions. As part of managing interest rate risk, the Company enters into standardized interest rate derivative contracts (designated as hedging agreements) to modify the repricing characteristics of certain portions of the Company's portfolios of earning assets and interest-bearing liabilities. The Company designates interest rate hedging agreements utilized in the management of interest rate risk as either fair value hedges or cash flow hedges. Interest rate hedging agreements are generally entered into with counterparties that meet established credit standards and the agreements contain master netting, collateral and/or settlement provisions protecting the at-risk party. Based on adherence to the Company's credit standards and the presence of the netting, collateral or settlement provisions, the Company believes that the credit risk inherent in these contracts was not material at December 31, 2021. Interest rate hedging agreements are recorded at fair value as other assets or liabilities. The Company had no material derivative contracts not designated as hedging agreements at December 31, 2021 or December 31, 2020.

As a result of interest rate fluctuations, fixed-rate assets and liabilities will appreciate or depreciate in fair value. When effectively hedged, this appreciation or depreciation will generally be offset by changes in the fair value of derivative instruments that are linked to the hedged assets and liabilities. This strategy is referred to as a fair value hedge. In a fair value hedge, the fair value of the derivative (the interest rate hedging agreement) and changes in the fair value of the hedged item are recorded in the Company's Consolidated Statements of Condition with the corresponding gain or loss recognized in current earnings. The difference between changes in the fair value of the interest rate hedging agreements and the hedged items represents hedge ineffectiveness and is recorded as an adjustment to the interest income or interest expense of the respective hedged item.

Cash flows related to floating rate assets and liabilities will fluctuate with changes in underlying rate indices. When effectively hedged, the increases or decreases in cash flows related to the floating-rate asset or liability will generally be offset by changes in cash flows of the derivative instruments designated as a hedge. This strategy is referred to as a cash flow hedge. In a cash flow hedge, the effective portion of the derivative's gain or loss is initially reported as a component of other comprehensive income and subsequently reclassified into earnings when the forecasted transaction affects earnings. The ineffective portion of the derivative's gain or loss on cash flow hedges is accounted for similar to that associated with fair value hedges.

Among the array of interest rate hedging contracts, potentially available to the Company, are interest rate swap and interest rate cap (or floor) contracts. The Company uses interest rate swaps, cap or floor contracts as part of its interest rate risk management strategy. Interest rate swaps involve the receipt of variable (or fixed) amounts from a counterparty in exchange for the Company making fixed (or variable) payments over the life of the agreements without the exchange of the underlying notional amount. An interest rate cap is

a type of interest rate derivative in which the buyer receives payments at the end of each contractual period in which the index interest rate exceeds the contractually agreed upon strike price rate. The purchaser of a cap contract will continue to benefit from any rise in interest rates above the strike price. Similarly, an interest rate floor is a derivative contract in which the buyer receives payments at the end of each period in which the interest rate is below the agreed strike price. The purchaser of a floor contract will continue to benefit from any rise in interest rates above the strike price.

As of December 31, 2021 and 2020, the following amounts were recorded on the Consolidated Statements of Condition related to the cumulative basis adjustments for fair value hedges:

<i>(In thousands)</i>	Carrying Amount of the Hedged Assets at December 31, 2021	Cumulative Amount of Fair Value Hedging Adjustment Included in the Carrying Amount of the Hedged Assets at December 31, 2021	Carrying Amount of the Hedged Assets at December 31, 2020	Cumulative Amount of Fair Value Hedging Adjustment Included in The Carrying Amount of the Hedged Assets at December 31, 2020
<i>Line item on the balance sheet in which the hedged item is included:</i>				
Loans receivable <sup>(1)</sup>	\$ -	\$ -	\$ 12,944	\$ 53
Available-for-sale securities <sup>(2)</sup>	\$ 61,808	\$ (1,308)	\$ 17,055	\$ (191)
Loans receivable (3)	\$ 41,651	\$ (152)	\$ -	\$ -

<sup>(1)</sup> These amounts include the amortized historical cost basis of a specific loan pool designated as the underlying asset for the hedging relationship in which the hedged item is the underlying asset's amortized cost (last layer) projected to be remaining at the end of the contractual term of the hedging instrument. The hedging instrument matured in April of 2021 and is no longer a component of the Company's Consolidated Statement of Condition at December 31, 2021. The amount of the designated hedged item was \$9.2 million and the fair value of the hedging instrument resulted in a net liability position of \$53,000, recorded by the Company in other liabilities at December 31, 2020. The Company's participation in the fair value hedge had an immaterial effect on recorded interest income for the three and twelve months ended December 31, 2021 and 2020.

<sup>(2)</sup> These amounts represent the amortized cost basis of specifically identified municipal securities designated as the underlying assets for the hedging relationship. The notional amount of the designated hedge was \$52.0 million and \$16.3 million at December 31, 2021 and December 31, 2020, respectively. The fair value of the derivative recorded in other assets resulted in a net asset position of \$1.3 million and \$191,000 at December 31, 2021 and December 31, 2020, respectively. At December 31, 2020. The Company's participation in the fair value hedge had an immaterial effect on recorded interest income for the three and twelve months ended December 31, 2021 and 2020.

<sup>(3)</sup> These amounts include the amortized cost of a specific loan pool designated as the underlying asset for the hedging relationship in which the hedged item is the underlying asset's amortized cost projected to be remaining at the end of the contractual term of the hedging instrument. The amount of the designated hedged item was \$20.5 million at December 31, 2021. The Company did not have this derivative agreement in place at December 31, 2020. At December 31, 2021, the fair value of the derivative resulted in a net asset position of \$152,000, recorded in other assets. The Company's participation in the fair value hedge had an immaterial effect on recorded interest income for the three and twelve months ended December 31, 2021 and 2020.

In February 2020, the Company entered into an interest rate cap contract, designated as a cash flow hedging transaction at its inception, in the notional amount of \$40.0 million, intended to reduce the Company's exposure to potential rises in short-term interest rates above the contractual level. The Company paid \$228,000 in a one-time premium for the cap contract and has no further contractual obligations to the contractual counterparty over the remaining life of the contract. The premium was expected to be amortized ratably over the contractual term of the cap contract, which matures in February 2023. In September of 2021, the Company determined that the specific underlying funding stream, for which the interest rate cap was originally intended to hedge, was no longer going to be a continuing component of the Bank's overall funding strategies. Therefore, although the cap contract continues to remain in force, it will no longer be considered to be a hedge against any specific funding liability. Therefore under ASC 815, the Company has determined to re-designate the cap as a free-standing derivative and mark the fair value of the cap to market during each reporting period through earnings until the cap's contractual maturity date. The changes in the expected future funding requirements of the Company occurred primarily as a result of the unprecedented, and previously unpredictable, measures undertaken by central banking authorities in response to the COVID-19 pandemic. The re-designation of the interest rate cap contract to a free-standing derivative resulted in the recognition of a \$157,000 increase in interest expense in the third quarter of 2021. As a free-standing derivative, future changes in the fair value of this Cap contract, until its maturity date, will be recognized through earnings as an adjustment to interest expense.

In March 2020, the Bank entered into an interest rate swap contract with an unaffiliated counterparty that will expire in March 2023. The contract was designated as a cash flow hedging transaction at its inception. The notional amount of the swap was and remains \$40.0 million and the Bank will pay a fixed rate of 1.39% to the counterparty and receive a variable payment equivalent to the published three-month LIBOR index rate to be paid by the swap counterparty through the expiration date of the contract. The hedged instrument is a planned series of 90-day revolving borrowings totaling \$40.0 million that will be obtained in the brokered certificate of deposit market.

The following table shows the pre-tax losses of the Company's derivatives designated as cash flow hedges in other comprehensive income at December 31:

<i>(In thousands)</i>	2021	2020
Cash flow hedges:		
Total unamortized premium	\$ -	\$ 204
Fair market value adjustment interest rate cap	-	(197)
Total unamortized cap	-	7
Fair market value adjustment interest rate swap	(387)	(1,111)
Total loss in comprehensive income	\$ (387)	\$ (1,308)

<i>(In thousands)</i>	For the years ended	
	December 31, 2021	December 31, 2020
Balance as of December 31:	\$ (1,308)	\$ -
Amount of gains (losses) recognized in other comprehensive income	921	(1,308)
Losses in other comprehensive income:	\$ (387)	\$ (1,308)

The amounts of hedge ineffectiveness, recognized during the year ended December 31, 2021, and December 31, 2020, for cash flow hedges were not material to the Company's Consolidated Statements of Income. A portion of, or the entire amount included in accumulated other comprehensive loss would be reclassified into current earnings should a portion of, or the entire hedge, no longer be considered effective. Management believes that the hedges will remain fully effective during the remaining term of the respective hedging contracts. The changes in the fair values of the interest rate hedging agreements primarily result from the effects of changing index interest rates and the reduction of the time each quarter between the measurement date and the contractual maturity date of the hedging instrument.

The Company manages its potential credit exposure on interest rate swap transactions by entering into a bilateral credit support agreements with each counterparty. These agreements require collateralization of credit exposures beyond specified minimum threshold amounts. The Company posted cash in an interest earning escrow account in the amount of \$1.6 million under collateral arrangements to satisfy collateral requirements associated with the interest rate swap contract.

## NOTE 22: FAIR VALUE MEASUREMENTS AND DISCLOSURES

Accounting guidance related to fair value measurements and disclosures specifies a hierarchy of valuation techniques based on whether the inputs to those valuation techniques are observable or unobservable. Observable inputs reflect market data obtained from independent sources, while unobservable inputs reflect the Company's market assumptions. These two types of inputs have created the following fair value hierarchy:

Level 1 – Quoted prices (unadjusted) for identical assets or liabilities in active markets that the entity has the ability to access as of the measurement date.

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

Level 3 – Model-derived valuations in which one or more significant inputs or significant value drivers are unobservable.

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

In determining fair value, the Company utilizes valuation techniques that maximize the use of observable inputs, minimize the use of unobservable inputs, to the extent possible, and considers counterparty credit risk in its assessment of fair value.

The Company used the following methods and significant assumptions to estimate fair value:

Investment securities: The fair values of securities available-for-sale are obtained from an independent third party and are based on quoted prices on nationally recognized securities exchanges where available (Level 1). If quoted prices are not available, fair values are measured by utilizing matrix pricing, which is a mathematical technique used widely in the industry to value debt securities without relying exclusively on quoted prices for specific securities but rather by relying on the securities' relationship to other benchmark quoted securities (Level 2). Management made no adjustment to the fair value quotes that were received from the

independent third party pricing service. Level 3 securities are assets whose fair value cannot be determined by using observable measures, such as market prices or pricing models. Level 3 assets are typically very illiquid, and fair values can only be calculated using estimates or risk-adjusted value ranges. Management applies known factors, such as currently applicable discount rates, to the valuation of those investments in order to determine fair value at the reporting date.

The Company holds two corporate investment securities with an aggregate amortized historical cost of \$4.1 million and an aggregate fair market value of \$4.5 million as of December 31, 2021. The securities had a valuation that is determined using published net asset values (NAV) derived by an analysis of the security's underlying assets. The securities are comprised primarily of broadly-diversified real estate loans and are traded in secondary markets on an infrequent basis. While these securities are redeemable through tender offers made by their respective issuers, the liquidation value of the securities may be below their stated NAVs and also subject to restrictions as to the amount of securities that can be redeemed at any single scheduled redemption. The Company anticipates that these securities will be redeemed by their respective issuers on indeterminate future dates as a consequence of the ultimate liquidation strategies employed by the management of these investments.

The Company holds one equity security investment, with an aggregate value of \$677,000 at December 31, 2021, valued utilizing readily available market pricing (Level 1) observed from active trading on major national stock exchanges.

Interest rate derivatives: The fair value of the interest rate derivatives, characterized as either fair value or cash flow hedges, are calculated based on a discounted cash flow model. All future floating rate cash flows are projected and both floating rate and fixed rate cash flows are discounted to the valuation date. The benchmark interest rate curve utilized for projecting cash flows and applying appropriate discount rates is built by obtaining publicly available third party market quotes for various swap maturity terms.

Impaired loans: Impaired loans are those loans in which the Company has measured impairment based on the fair value of the loan's collateral or the discounted value of expected future cash flows. Fair value is generally determined based upon market value evaluations by third parties of the properties and/or estimates by management of working capital collateral or discounted cash flows based upon expected proceeds. These appraisals may include up to three approaches to value: the sales comparison approach, the income approach (for income-producing property), and the cost approach. Management modifies the appraised values, if needed, to take into account recent developments in the market or other factors, such as, changes in absorption rates or market conditions from the time of valuation and anticipated sales values considering management's plans for disposition. Such modifications to the appraised values could result in lower valuations of such collateral. Estimated costs to sell are based on current amounts of disposal costs for similar assets. These measurements are classified as Level 3 within the valuation hierarchy. Impaired loans are subject to nonrecurring fair value adjustment upon initial recognition or subsequent impairment. A portion of the allowance for loan losses is allocated to impaired loans if the value of such loans is deemed to be less than the unpaid balance.

The following tables summarize assets measured at fair value on a recurring basis as of December 31, segregated by the level of valuation inputs within the hierarchy utilized to measure fair value:

<i>(In thousands)</i>	December 31, 2021			Total Fair Value
	Level 1	Level 2	Level 3	
<b>Available-for-Sale Portfolio</b>				
<b>Debt investment securities:</b>				
US Treasury, agencies and GSEs	\$ -	\$ 32,273	\$ -	\$ 32,273
State and political subdivisions	-	39,199	-	39,199
Corporate	-	9,630	-	9,630
Asset backed securities	-	13,613	-	13,613
Residential mortgage-backed - US agency	-	22,164	-	22,164
Collateralized mortgage obligations - US agency	-	12,285	-	12,285
Collateralized mortgage obligations - Private label	-	56,731	-	56,731
Total	-	185,895	-	185,895
Corporate measured at NAV	-	-	-	4,497
<b>Total available-for-sale securities</b>	<b>\$ -</b>	<b>\$ 185,895</b>	<b>\$ -</b>	<b>\$ 190,392</b>
<b>Marketable equity securities</b>	<b>\$ 677</b>	<b>\$ -</b>	<b>\$ -</b>	<b>\$ 677</b>
<b>Interest rate swap derivative fair value hedge</b>	<b>\$ -</b>	<b>\$ (152)</b>	<b>\$ -</b>	<b>\$ (152)</b>
<b>Interest rate swap derivative cash flow hedge</b>	<b>\$ -</b>	<b>\$ (387)</b>	<b>\$ -</b>	<b>\$ (387)</b>

	December 31, 2020			Total Fair
<i>(In thousands)</i>	Level 1	Level 2	Level 3	Value
<b>Available-for-Sale Portfolio</b>				
<b>Debt investment securities:</b>				
US Treasury, agencies and GSEs	\$ -	\$ 6,416	\$ -	\$ 6,416
State and political subdivisions	-	23,753	-	23,753
Corporate	-	9,943	-	9,943
Asset backed securities	-	8,607	-	8,607
Residential mortgage-backed - US agency	-	25,211	-	25,211
Collateralized mortgage obligations - US agency	-	26,464	-	26,464
Collateralized mortgage obligations - Private label	-	24,936	-	24,936
Total	-	125,330	-	125,330
Corporate measured at NAV	-	-	-	2,725
<b>Total available-for-sale securities</b>	<b>\$ -</b>	<b>\$ 125,330</b>	<b>\$ -</b>	<b>\$ 128,055</b>
<b>Marketable equity securities</b>	<b>\$ 1,850</b>	<b>\$ -</b>	<b>\$ -</b>	<b>\$ 1,850</b>
<b>Interest rate swap derivative fair value hedge</b>	<b>\$ -</b>	<b>\$ (244)</b>	<b>\$ -</b>	<b>\$ (244)</b>
<b>Interest rate swap derivative cash flow hedge</b>	<b>\$ -</b>	<b>\$ (1,308)</b>	<b>\$ -</b>	<b>\$ (1,308)</b>

The following tables summarize assets measured at fair value on a nonrecurring basis as of December 31, segregated by the level of valuation inputs within the hierarchy utilized to measure fair value:

<i>(In thousands)</i>	December 31, 2021			Total Fair Value
	Level 1	Level 2	Level 3	
Impaired loans	\$ -	\$ -	\$ 4,182	\$ 4,182

<i>(In thousands)</i>	December 31, 2020			Total Fair Value
	Level 1	Level 2	Level 3	
Impaired loans	\$ -	\$ -	\$ 14,701	\$ 14,701

The following table presents additional quantitative information about assets measured at fair value on a nonrecurring basis and for which Level 3 inputs were used to determine fair value.

	Quantitative Information about Level 3 Fair Value Measurements		
	Valuation Techniques	Unobservable Input	Range (Weighted Avg.)
At December 31, 2021			
Impaired loans	Appraisal of collateral (Sales Approach)	Appraisal Adjustments	5% - 30% (15%)
	Discounted Cash Flow	Costs to Sell	7% - 14% (10%)

	Quantitative Information about Level 3 Fair Value Measurements		
	Valuation Techniques	Unobservable Input	Range (Weighted Avg.)
At December 31, 2020			
Impaired loans	Appraisal of collateral (Sales Approach)	Appraisal Adjustments	5% - 25% (18%)
	Discounted Cash Flow	Costs to Sell	7% - 13% (12%)

The Company held one equity security investment, with a fair value of \$677,000, determined using Level 1 inputs at December 31, 2021. At December 31, 2020, the Company held two equity security investments with a fair value of \$1.9 million.

Required disclosures include fair value information of financial instruments, whether or not recognized in the consolidated statement of condition, for which it is practicable to estimate that value. In cases where quoted market prices are not available, fair values are based on estimates using present value or other valuation techniques. Those techniques are significantly affected by the assumptions used, including the discount rate and estimates of future cash flows. 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 Company has various processes and controls in place to ensure that fair value is reasonably estimated. The Company performs due diligence procedures over third-party pricing service providers in order to support their use in the valuation process.

While the Company believes its valuation methods are appropriate and consistent with other market participants, the use of different methodologies or assumptions to determine the fair value of certain financial instruments could result in a different estimate of fair value at the reporting date.

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

FASB ASC Topic 820 for Fair Value Measurements and Disclosures, the financial assets and liabilities were valued at a price that represents the Company's exit price or the price at which these instruments would be sold or transferred.



The following information should not be interpreted as an estimate of the fair value of the entire Company since a fair value calculation is only provided for a limited portion of the Company's assets and liabilities. Due to a wide range of valuation techniques and the degree of subjectivity used in making the estimates, comparisons between the Company's disclosures and those of other companies may not be meaningful. The Company, in estimating its fair value disclosures for financial instruments, used the following methods and assumptions:

Cash and cash equivalents – The carrying amounts of these assets approximate their fair value and are classified as Level 1.

Federal Home Loan Bank stock – The carrying amount of these assets approximates their fair value and are classified as Level 2.

Net loans – For variable-rate loans that re-price frequently, fair value is based on carrying amounts. The fair value of other loans (for example, fixed-rate commercial real estate loans, mortgage loans, and commercial and industrial loans) is estimated using discounted cash flow analysis, based on interest rates currently being offered in the market for loans with similar terms to borrowers of similar credit quality. Loan value estimates include judgments based on expected prepayment rates. The measurement of the fair value of loans, including impaired loans, is classified within Level 3 of the fair value hierarchy.

Accrued interest receivable and payable – The carrying amount of these assets approximates their fair value and are classified as Level 1.

Deposits – The fair values disclosed for demand deposits (e.g., interest-bearing and noninterest-bearing checking, passbook savings and certain types of money management accounts) are, by definition, equal to the amount payable on demand at the reporting date (i.e., their carrying amounts) and are classified within Level 1 of the fair value hierarchy. Fair values for fixed-rate certificates of deposit are estimated using a discounted cash flow calculation that applies interest rates currently being offered in the market on certificates of deposits to a schedule of aggregated expected monthly maturities on time deposits. Measurements of the fair value of time deposits are classified within Level 2 of the fair value hierarchy.

Borrowings – Fixed/variable term structures are valued using a replacement cost of funds approach. These borrowings are discounted to the FHLB advance curve. Option structured borrowings' fair values are determined by the FHLB for borrowings that include a call or conversion option. If market pricing is not available from this source, current market indications from the FHLB are obtained and the borrowings are discounted to the FHLB advance curve less an appropriate spread to adjust for the option. These measurements are classified as Level 2 within the fair value hierarchy.

Subordinated loans – The Company secures quotes from its pricing service based on a discounted cash flow methodology or utilizes observations of recent highly-similar transactions which result in a Level 2 classification.

The carrying amounts and fair values of the Company's financial instruments as of December 31 are presented in the following table:

	Fair Value Hierarchy	December 31, 2021		December 31, 2020	
		Carrying Amounts	Estimated Fair Values	Carrying Amounts	Estimated Fair Values
<i>(In thousands)</i>					
Financial assets:					
Cash and cash equivalents	1	\$ 37,149	\$ 37,149	\$ 43,464	\$ 43,464
Investment securities - available-for-sale	2	185,895	185,895	125,330	125,330
Investment securities - available-for-sale	NAV	4,497	4,497	2,725	2,725
Investment securities - marketable equity	1	677	677	1,850	1,850
Investment securities - held-to-maturity	2	160,923	162,805	171,224	174,935
Federal Home Loan Bank stock	2	4,189	4,189	4,390	4,390
Net loans	3	819,524	819,721	812,718	816,626
Accrued interest receivable	1	4,520	4,520	4,549	4,549
Interest rate swap derivative fair value hedges	2	1,308	1,308	191	191
Financial liabilities:					
Demand Deposits, Savings, NOW and MMDA	1	\$ 694,089	\$ 694,089	\$ 598,683	\$ 598,683
Time Deposits	2	361,257	360,680	397,224	398,863
Borrowings	2	77,098	76,957	82,050	84,065
Subordinated loans	2	29,563	30,627	39,400	39,416
Accrued interest payable	2	106	106	193	193
Interest rate swap derivative fair value hedges	2	152	152	244	244
Interest rate swap derivative cash flow hedges	2	387	387	1,308	1,308

**NOTE 23: PARENT COMPANY – FINANCIAL INFORMATION**

The following represents the condensed financial information of Pathfinder Bancorp, Inc. as of and for the years ended December 31:

Statements of Condition	2021		2020	
<i>(In thousands)</i>				
<b>Assets</b>				
Cash	\$	13,633	\$	26,213
Investments		677		682
Investment in bank subsidiary		122,241		106,986
Investment in non-bank subsidiary		155		155
Other assets		4,216		3,975
Total assets	\$	140,922	\$	138,011
<b>Liabilities and Shareholders' Equity</b>				
Accrued liabilities	\$	722	\$	889
Subordinated loans		29,564		39,400
Shareholders' equity		110,636		97,722
Total liabilities and shareholders' equity	\$	140,922	\$	138,011
<hr/>				
<b>Statements of Income</b>				
<i>(In thousands)</i>				
<b>Income</b>				
Dividends from non-bank subsidiary	\$	3	\$	3
Dividends from marketable equity security		20		13
Gain (loss) on marketable equity securities		(5)		413
Operating, net		116		107
Total income		134		536
<b>Expenses</b>				
Interest		1,790		1,100
Operating, net		705		629
Total expenses		2,495		1,729
Loss before taxes and equity in undistributed net income of subsidiaries		(2,361)		(1,193)
Tax benefit		527		261
Loss before equity in undistributed net income of subsidiaries		(1,834)		(932)
Equity in undistributed net income of subsidiaries		14,241		7,882
Net income	\$	12,407	\$	6,950

Statements of Cash Flows	2021	2020
<i>(In thousands)</i>		
<b>Operating Activities</b>		
Net Income	\$ 12,407	\$ 6,950
Equity in undistributed net income of subsidiaries	(14,241)	(7,882)
Stock based compensation and ESOP expense	617	570
Amortization of deferred financing from subordinated loan	163	55
Net change in other assets and liabilities	(298)	(166)
Net cash flows from operating activities	(1,352)	(473)
<b>Investing Activities</b>		
Capital contributed to wholly-owned bank subsidiary	-	(10,000)
Purchase of premises and equipment	(143)	(824)
Net cash flows from investing activities	(143)	(10,824)
<b>Financing activities</b>		
Proceeds from exercise of stock options	551	223
Proceeds from subordinated debt offering	-	25,000
Payments on redemption of subordinated debt	(10,000)	-
Issuance costs of subordinated loan	-	(783)
Cash dividends paid to common shareholders	(1,227)	(1,137)
Cash dividends paid to non-voting common shareholders	(194)	-
Cash dividends paid to preferred shareholders	(180)	(277)
Cash dividends paid on warrants	(35)	(30)
Net cash flows from financing activities	(11,085)	22,996
Change in cash and cash equivalents	(12,580)	11,699
Cash and cash equivalents at beginning of year	26,213	14,514
Cash and cash equivalents at end of year	\$ 13,633	\$ 26,213

## NOTE 24: RELATED PARTY TRANSACTIONS

In the ordinary course of business, the Company has granted loans to certain directors, executive officers and their affiliates (collectively referred to as “related parties”). None of the related party loans were classified as nonaccrual, past due, restructured, or potential problem loans at December 31, 2021 or 2020.

The following represents the activity associated with loans to related parties during the year ended December 31, 2021:

<i>(In thousands)</i>		2021	2020
Balance at the beginning of the year	\$	22,445	\$ 19,301
Originations and related party additions		8,007	5,134
Principal payments and related party removals		(8,025)	(1,990)
Balance at the end of the year	\$	22,427	\$ 22,445

Deposit accounts of each related party at December 31, 2021 and December 31, 2020 were \$18.4 million and \$12.5 million, respectively.

In December 2020, the Bank sold a parcel of property and an existing dwelling, that was in the process of being developed into a new branch location, to a limited liability corporation (“LLC”) co-owned by a member of its board of directors. The purchase price of the property was \$612,000. The property will continue to be developed by the LLC up to a total project cost of \$2.8 million. All development costs over \$2.8 million, which are expected to be partially offset by available tax credits, will be the responsibility of the Bank and treated in the future as leasehold improvements. In January of 2021, the Bank entered into a lease agreement with the LLC to lease the entire building located at the site in Syracuse, New York and an adjacent property. Once these sites are developed, the Bank intends to operate the building as a full-service branch banking facility. The term of this lease shall be for a period of thirty-two years and sixty days commencing on February 1, 2021. The Bank will pay the landlord, as total rent for the first twelve months of the lease, the annual sum of \$201,000. After the first anniversary of the lease, and for every 12 month period following until the end of the lease term, the Bank will pay the landlord, as total rent, the annual sum of \$262,000.

## NOTE 25: CONVERSION AND REORGANIZATION

On October 16, 2014, the former Pathfinder Bancorp (“former Pathfinder”) completed the conversion and reorganization pursuant to which Pathfinder Bancorp, MHC converted to the stock holding company form of organization under a “second step” conversion (the “Conversion”), and the Bank reorganized from the two-tier mutual holding company structure to the stock holding company structure. Prior to the completion of the Conversion, the MHC owned approximately 60.4% of the common stock of the Company. The Company, the new stock holding company for Pathfinder Bank, sold 2,636,053 shares of common stock at \$10.00 per share, for gross offering proceeds of \$26.4 million in its stock offering. In addition, \$197,000 in cash was received by the Company from the MHC upon it ceasing to exist.

Concurrent with the completion of the offering, shares of common stock of the Company owned by the public were exchanged for shares of the Company’s common stock so that the shareholders now own approximately the same percentage of the Company’s common stock as they owned of the former Pathfinder’s common stock immediately prior to the Conversion. Shareholders of the former Pathfinder received 1.6472 shares of the Company’s common stock for each share of the former Pathfinder’s common stock that they owned immediately prior to completion of the transaction. As a result of the offering and the exchange of shares, the Company had 4,353,850 shares outstanding at December 31, 2014. The Company has 5,983,467 and 4,531,383 common shares outstanding at December 31, 2021 and December 31, 2020, respectively.

The Conversion was accounted for as a change in corporate form with no resulting change in the historical basis of the Company’s assets, liabilities, and equity. Costs related to the offering were primarily marketing fees paid to the Company’s investment banking firm, legal and professional fees, registration fees, printing and mailing costs and totaled \$1.5 million. Accordingly, net proceeds were \$24.9 million. In addition, as part of the Conversion and dissolution of the MHC, the Company received \$197,000 of cash previously held by the MHC. As a result of the Conversion and Offering, Pathfinder Bancorp, Inc., a federal corporation, was succeeded by a new fully public Maryland corporation with the same name and the MHC ceased to exist.

The shares of common stock sold in the offering and issued began trading on the NASDAQ Capital Market on October 17, 2014 under the trading symbol “PBHC.”

In accordance with Board of Governors of the Federal Reserve System regulations, at the time of the reorganization, the Company substantially restricted retained earnings by establishing a liquidation account. The liquidation account will be maintained for the benefit of eligible account holders who continue to maintain their accounts at the Bank after conversion. The Bank will establish a parallel liquidation account to support the Company’s liquidation account in the event the Company does not have sufficient assets to

fund its obligations under its liquidation account. The liquidation accounts will be reduced annually to the extent that eligible account holders have reduced their qualifying deposits. Subsequent increases will not restore an eligible account holder's interest in the liquidation accounts. In the event of a complete liquidation of the Bank or the Company, each account holder will be entitled to receive a distribution in an amount proportionate to the adjusted qualifying account balances then held.

The Bank may not pay dividends if those dividends would reduce equity capital below the required liquidation account amount.

#### NOTE 26: ACCUMULATED OTHER COMPREHENSIVE INCOME (LOSS)

Changes in the components of accumulated other comprehensive income (loss) ("AOCI"), net of tax, for the periods indicated are summarized in the table below.

<i>(In thousands)</i>	For the years ended December 31, 2021				
	Retirement Plans	Unrealized Gains and Losses on Available-for-Sale Securities	Unrealized Losses on Derivatives and Hedging Activities	Unrealized Loss on Securities Transferred to Held-to-Maturity	Total
Beginning balance	\$ (2,093)	\$ 837	\$ (966)	\$ (14)	\$ (2,236)
Other comprehensive income before reclassifications	603	(395)	680	16	904
Amounts reclassified from AOCI	78	(14)	-	-	64
Ending balance	\$ (1,412)	\$ 428	\$ (286)	\$ 2	\$ (1,268)

<i>(In thousands)</i>	For the years ended December 31, 2020				
	Retirement Plans	Unrealized Gains and Losses on Available-for-Sale Securities	Unrealized Losses on Derivatives and Hedging Activities	Unrealized Loss on Securities Transferred to Held-to-Maturity	Total
Beginning balance	\$ (2,717)	\$ (216)	\$ -	\$ (38)	\$ (2,971)
Other comprehensive income before reclassifications	451	1,737	(966)	24	1,246
Amounts reclassified from AOCI	173	(684)	-	-	(511)
Ending balance	\$ (2,093)	\$ 837	\$ (966)	\$ (14)	\$ (2,236)

The following table presents the amounts reclassified out of each component of AOCI for the indicated annual period:

<i>(In thousands)</i>	For the years ended				Affected Line Item in the Statement of Income
	December 31, 2021		December 31, 2020		
<u>Retirement plan items</u>					
Retirement plan net losses recognized in plan expenses <sup>2</sup>	\$	(105)	\$	(234)	Salaries and employee benefits
		27		61	Provision for income taxes
	\$	(78)	\$	(173)	Net Income
<u>Available-for-sale securities</u>					
Realized gain on sale of securities	\$	19	\$	926	Net gains on sales and redemptions of investment securities
		(5)		(242)	Provision for income taxes
	\$	14	\$	684	Net Income

(1) Amounts in parentheses indicates debits in net income.

(2) These items are included in net periodic pension cost.

See Note 14 for additional information.

## NOTE 27: NONINTEREST INCOME

The Company has included the following table regarding the Company's noninterest income for the periods presented.

(In thousands)	For the years ended	
	December 31, 2021	December 31, 2020
<b>Service fees</b>		
Insufficient funds fees	\$ 888	\$ 871
Deposit related fees	393	373
ATM fees	183	151
Total service fees	1,464	1,395
<b>Fee Income</b>		
Insurance commissions	1,048	955
Investment services revenue	399	303
ATM fees surcharge	227	213
Banking house rents collected	243	235
Total fee income	1,917	1,676
<b>Card income</b>		
Debit card interchange fees	923	771
Merchant card fees	73	70
Total card income	996	841
<b>Mortgage fee income and realized gain on sale of loans and foreclosed real estate</b>		
Loan servicing fees	246	361
Net gains on sales of loans and foreclosed real estate	313	1,179
Total mortgage fee income and realized gain on sale of loans and foreclosed real estate	559	1,540
<b>Total</b>	4,936	5,452
<b>Earnings and gain on bank owned life insurance</b>	559	460
<b>Net gains on sales and redemptions of investment securities</b>	37	1,076
<b>Gains (losses) on marketable equity securities</b>	382	(629)
<b>Gain on sales of premises and equipment</b>	201	-
<b>Other miscellaneous income</b>	116	96
<b>Total noninterest income</b>	\$ 6,231	\$ 6,485

The following is a discussion of key revenues within the scope of ASC 606:

- *Service fees* – Revenue is earned through insufficient funds fees, customer initiated activities or passage of time for deposit related fees, and ATM service fees. Transaction-based fees are recognized at the time the transaction is executed, which is the same time the Company's performance obligation is satisfied. Account maintenance fees are earned over the course of the month as the monthly maintenance performance obligation to the customer is satisfied.
- *Fee income* – Revenue is earned through commissions on insurance and securities sales, ATM surcharge fees, and banking house rents collected. The Company earns investment advisory fee income by providing investment management services to customers under investment management contracts. As the direction of investment management accounts is provided over time, the performance obligation to investment management customers is satisfied over time, and therefore, revenue is recognized over time.
- *Card income* – Card income consists of interchange fees from consumer debit card networks and other related services. Interchange rates are set by the card networks. Interchange fees are based on purchase volumes and other factors and are recognized as transactions occur.
- *Mortgage fee income and realized gain on sale of loans and foreclosed real estate* – Revenue from mortgage fee income and realized gain on sale of loans and foreclosed real estate is earned through the origination of residential and commercial mortgage loans, sales of one-to-four family residential mortgage loans, sales of government guarantees portions of SBA loans, and sales of foreclosed real estate, and is earned as the transaction occurs.

## NOTE 28: LEASES

The Company has operating and finance leases for certain banking offices and land under noncancelable agreements. Our leases have remaining lease terms that vary from less than one year up to 30 years, some of which include options to extend the leases for various renewal periods. All options to renew are included in the current lease term when we believe it is reasonably certain that the renewal options will be exercised.

The components of lease expense are as follows:

<i>(In thousands)</i>	For the years ended	
	December 31, 2021	December 31, 2020
Operating lease cost	\$ 226	\$ 241
Finance lease cost	81	80

Supplemental cash flow information related to leases was as follows:

<i>(In thousands)</i>	For the years ended	
	December 31, 2021	December 31, 2020
<b>Cash paid for amount included in the measurement of lease liabilities:</b>		
Operating cash flows from operating leases	\$ 207	\$ 221
Operating cash flows from finance leases	81	80
Financing cash flows from finance leases	72	71

Supplemental balance sheet information related to leases was as follows:

<i>(In thousands, except lease term and discount rate)</i>	December 31, 2021	December 31, 2020
<b>Operating Leases:</b>		
Operating lease right-of-use assets	\$ 2,136	\$ 2,240
Operating lease liabilities	\$ 2,440	\$ 2,525
<b>Finance Leases:</b>		
Financial Liability	\$ 596	\$ 587
<b>Weighted Average Remaining Lease Term:</b>		
Operating Leases	18	19.08 years
Finance Leases	27	28.42 years
<b>Weighted Average Discount Rate:</b>		
Operating Leases	3.73%	3.73%
Finance Leases	13.75%	13.75%

Maturities of lease liabilities were as follows:

Years Ending December 31,		
<i>(In thousands)</i>		
2022	\$	115
2023		118
2024		118
2025		126
2026		133
Thereafter		2,427
Total minimum lease payments	\$	3,037

The Company owns certain properties that it leases to unaffiliated third parties at market rates. Lease rental income was \$235,000 and \$235,000 for the years ended December 31, 2021 and 2020, respectively. All lease agreements are accounted for as operating leases.

## NOTE 29: COVID-19

In early January 2020, the World Health Organization (the “WHO”) issued an alert that a novel coronavirus outbreak was emanating from Wuhan, Hubei Province in China. Over the course of the next several weeks, the outbreak continued to spread to various regions of the world, prompting the WHO to declare COVID-19 a global pandemic on March 11, 2020. In the United States, by the end of March 2020, the rapid spread of the COVID-19 virus invoked various Federal and New York State authorities to make emergency declarations and issue executive orders to limit the spread of the disease. Measures included restrictions on international and domestic travel, limitations on public gatherings, implementation of social distancing and sanitization protocols, school closings, orders to shelter in place and mandates to close all non-essential businesses to the public. To widely varying degrees, largely dependent upon the level of regional and national outbreaks and the resultant levels of capacity constraints on available medical resources, these very substantial mandated curtailments of social and economic activity were relaxed globally in the third and fourth quarters of 2020. However, within various time periods during 2021 that extended into early 2022, the number of reported positive cases in the United States spiked to very high levels due to the emergence of new variants of the virus. At the date of this filing, the majority of the United States, including the areas in which the Company has its operations, have returned to substantively normal business and social activities.

As a result of the initial and continuing outbreak, and governmental responses thereto, the spread of the coronavirus has caused us to modify our business practices, including employee travel, employee work locations, and cancellation of physical participation in meetings, events and conferences. The Company has many employees working remotely and has significantly reduced physical customer contact with employees and other customers. Initially, branch activities were limited to drive-thru transactions whenever possible, teleconferencing and in-branch “appointments only” services. The Bank’s branches were made fully accessible to the public in the early fall of 2020, but remained in strict compliance with all applicable social distancing and sanitization guidelines. Since the start of the pandemic, transactional volume has also increased through the Bank’s telephone, mobile and internet banking channels. We will take further actions, focused on safety, as may be required by government authorities or that we determine to be in the best interests of our employees, customers and business partners.

Concerns about the spread of the disease and its anticipated negative impact on economic activity, severely disrupted both domestic and international financial markets prompting the world’s central banks to inject significant amounts of monetary stimulus into their respective economies. In the United States, the Federal Reserve System’s Federal Open Market Committee, swiftly cut the target Federal Funds rate to a range of 0% to 0.25%, where it remained as of December 31, 2021. In addition, the Federal Reserve initiated various market support programs to ease the stress on financial markets. This significant reduction in short-term interest rates has reduced, and will continue to reduce, the Bank’s cost of funds and interest earning-asset yields. The long-term effects of the current interest rate environment, resulting from government and central bank responses to the pandemic, on the Bank’s net interest margin cannot be predicted with certainty at this time.

The Coronavirus Aid, Relief, and Economic Security Act (“CARES Act”), signed into law on March 27, 2020, provided financial assistance in various forms to both businesses and consumers, including the establishment and funding of the Paycheck Protection Program (“PPP”). In addition, the CARES Act also created many directives affecting the operations of financial services providers, such as the Company, including a forbearance program for federally-backed mortgage loans and protections for borrowers from negative credit reporting due to loan accommodations related to the national emergency. The banking regulatory agencies also issued guidance encouraging financial institutions to work prudently with borrowers who were, or were potentially, unable to meet their contractual payment obligations because of the effects of COVID-19. The Company worked throughout the pandemic to assist its business and consumer customers affected by COVID-19.

The Bank participated in all phases of the PPP funded by the U.S. Treasury Department and administered by the U.S. SBA pursuant to the CARES Act and subsequent legislation. PPP loans have an interest rate of 1.0% and a two-year or five-year loan term to maturity. The SBA guarantees 100% of the PPP loans made to eligible borrowers. The entire principal amount of the borrower’s PPP loan, including any accrued interest, is eligible to be reduced by the loan forgiveness amount under the PPP so long as employee and compensation levels of the business are maintained and the loan proceeds are used for qualifying expenses. Through the end of the program in the early spring of 2021, the Company received approval from the SBA for 1,120 loans totaling approximately \$109.8 million through this program. The Bank is now also assisting borrowers with the loan forgiveness phase of the process. As of December 31, 2021, the Company has submitted 864 loans totaling approximately \$90.5 million to the SBA for forgiveness. The Bank received \$4.0 million in fees from the SBA associated with PPP lending activities during 2020 and 2021 and recognized \$2.2 million and \$900,000 of those fees in 2021 and 2020, respectively. Accordingly, \$3.1 million in deferred fee income on a cumulative basis was subtracted from the carrying value of the PPP loans held in portfolio and the remaining \$912,000 in deferred collected fees will be recognized in future periods.

Through December 31, 2020, the Bank granted payment deferral requests for an initial period of 90 days on 618 loans representing approximately \$137.4 million of existing loan balances. Upon the receipt of borrower requests, additional 90 day deferral periods were generally granted. Consistent with industry regulatory guidance, borrowers that were granted COVID-19 related deferrals but were otherwise current on loan payments continued to have their loans reported as current loans during the agreed upon deferral



period(s), accrue interest and not be accounted for as troubled debt restructurings. Of these granted deferrals, 303 loans, totaling \$24.0 million, were residential mortgage or consumer loans. At December 31, 2020, 265 residential and consumer loans, totaling \$21.3 million, had returned to non-deferral status. Of these granted deferrals, 315 loans, totaling \$113.3 million, were commercial real estate or other commercial and industrial loans. At December 31, 2020, 291 commercial real estate or other commercial and industrial loans, totaling \$98.9 million, had returned to non-deferral status. Therefore, at December 31, 2020, 38 residential mortgage and consumer loans, totaling \$2.7 million and 24 commercial real estate and other commercial and industrial loans, totaling \$14.4 million remained in deferral status. These loans still in deferral status therefore totaled \$17.1 million and represented 2.1% of all loans outstanding at December 31, 2020. After consultations with certain of these commercial loan borrowers, 11 loans, representing \$8.3 million, were granted an additional 90 day deferral period beyond 180 days as of December 31, 2020. These loans are included in the \$17.1 million in loans still in deferred status at December 31, 2020. On an extremely limited basis, additional deferral periods were granted subject to further analysis and discussion with specific borrowers. To the extent that such modifications met the criteria previously described these loans were not classified as troubled debt restructurings nor classified as nonperforming at December 31, 2020. Loans not granted additional deferral periods were categorized as nonaccrual loans if the borrowers failed to make the first scheduled payment following the end of the deferral period, or became seriously delinquent thereafter. During the course of 2021, all deferred loans were either returned to accrual status or appropriately characterized as nonaccrual as dictated by their repayment activities. Therefore, the Company had no loans in deferral status at December 31, 2021.

In addition, the future credit-related performance of a loan portfolio generally depends upon the types of loans within the portfolio, concentrations by type of loan and the quality of the collateral securing the loans. The following table details the Company's loan portfolio by collateral type within major categories as of December 31, 2021:

<i>(Dollars in thousands)</i>	<b>Balance</b>	<b>Number of Loans</b>	<b>Average Loan Balance</b>	<b>Minimum/ Maximum Loan Balance</b>	<b>Allowance for Loan Losses</b>	<b>Percent of Total Loans</b>
<b>Residential Mortgage Loans</b>	\$ 247,276	# 2,109	\$ 117	\$ 0 - \$ 1,522	\$ 872	30%
<b>Commercial Real Estate:</b>						
Mixed Use	\$ 42,798	55	\$ 778	\$ 28 - \$ 6,185	\$ 788	5%
Multi-Family Residential	40,992	58	707	21 - 6,209	754	5%
Hotels and Motels	35,398	10	3,540	315 - 11,500	651	4%
Office	37,886	68	557	1 - 4,744	697	5%
Retail	26,600	50	532	29 - 5,028	489	3%
1-4 Family Residential	19,658	156	126	0 - 1,363	362	2%
Automobile Dealership	15,072	8	1,884	161 - 6,589	277	2%
Skilled Nursing Facility	11,893	2	5,947	3,800 - 8,092	219	1%
Recreation/ Golf Course/ Marina	13,423	14	959	13 - 3,150	247	2%
Warehouse	8,463	14	605	67 - 2,599	156	1%
Manufacturing/Industrial	6,296	17	370	54 - 1,378	116	1%
Restaurant	6,339	24	264	39 - 1,188	117	1%
Automobile Repair	4,528	12	377	36 - 2,244	83	1%
Hospitals	4,086	3	1,362	75 - 3,105	75	0%
Not-For-Profit & Community Service Real Estate	3,360	3	1,120	103 - 1,719	62	0%
Land	5,624	8	703	63 - 2,287	103	1%
All Other	6,034	29	208	14 - 734	111	1%
<b>Total Commercial Real Estate Loans</b>	<b>\$ 288,450</b>	<b>531</b>	<b>\$ 543</b>		<b>\$ 5,308</b>	<b>35%</b>
<b>Commercial and Industrial:</b>						
Secured Term Loans	\$ 56,437	369	\$ 153	\$ - - \$ 4,485	\$ 1,593	7%
Unsecured Term Loans	12,698	105	121	- - 920	358	2%
Secured Lines of Credit	54,716	266	206	- - 4,813	1,544	7%
Unsecured Lines of Credit	7,168	146	49	- - 1,600	202	90%
<b>Total Commercial and Industrial Loans</b>	<b>\$ 131,019</b>	<b>886</b>	<b>\$ 148</b>		<b>\$ 3,698</b>	<b>16%</b>
<b>Tax Exempt Loans</b>	<b>\$ 5,811</b>	<b>20</b>	<b>\$ 291</b>	<b>\$ 3 - \$ 2,248</b>	<b>\$ 3</b>	<b>1%</b>
<b>Paycheck Protection Loans</b>	<b>\$ 19,338</b>	<b>256</b>	<b>\$ 76</b>	<b>\$ 0 - \$ 870</b>	<b>\$ -</b>	<b>2%</b>
<b>Consumer:</b>						
Home Equity Lines of Credit	\$ 31,738	902	\$ 35	\$ - - \$ 504	\$ 774	4%
Vehicle	18,629	1,337	14	0 - 436	219	2%
Consumer Secured	80,466	4,205	19	18 - 107	948	10%
Consumer Unsecured	9,013	1,795	5	- - 90	106	1%
All Others	1,999	745	3	- - 57	24	0%
<b>Total Consumer Loans</b>	<b>\$ 141,845</b>	<b>8,984</b>	<b>\$ 16</b>		<b>\$ 2,071</b>	<b>17%</b>
Net deferred loan fees	(1,280)	-	-		-	-
Unallocated allowance for loan losses	(12,935)	-	-		983	-
<b>Total Loans</b>	<b>\$ 819,524</b>	<b>12,786</b>	<b>\$ 64</b>		<b>\$ 12,935</b>	<b>100%</b>

## **NOTE 30: SUBSEQUENT EVENTS**

On March 25, 2022, the Company announced that its Board of Directors had declared a cash dividend of \$0.09 per common share, and a cash dividend of \$0.09 per notional share for the issued Warrant. The dividend will be payable on May 6, 2022 to shareholders of record on April 22, 2022.

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

None.

## **ITEM 9A: CONTROLS AND PROCEDURES**

### *EVALUATION OF DISCLOSURE CONTROLS AND PROCEDURES*

Under the supervision and with the participation of our Chief Executive Officer (“CEO”) and our Chief Financial Officer (“CFO”) (the Company’s principal executive officer and principal financial officer), management conducted an evaluation (the “Evaluation”) of the effectiveness of the design and operation of our disclosure controls and procedures (as defined in Rule 13a-15(e) and 15d-15(e) under the Exchange Act) as of December 31, 2021. The term “disclosure controls and procedures,” under the Exchange Act, means controls and other procedures of a company that are designed to ensure that information required to be disclosed by a company in the reports that it files or submits under the Exchange Act is recorded, processed, summarized and reported, within the time periods specified in the SEC’s rules and forms. Disclosure controls and procedures include, without limitation, controls and procedures designed to ensure that information required to be disclosed by a company in the reports that it files or submits under the Exchange Act is accumulated and communicated to our management, including its principal executive officer and principal financial officer, as appropriate to allow timely decisions regarding required disclosure.

In connection with the filing of the Annual Report on Form 10-K as of December 31, 2021, our CEO and CFO concluded that the design and operation of our disclosure controls and procedures were effective at December 31, 2021.

In connection with the filing of the Annual Report on Form 10-K as of December 31, 2020, our CEO and CFO concluded that the design and operation of our disclosure controls and procedures were not effective at December 31, 2020, at the reasonable assurance level, due to the material weakness described below. The control deficiencies created a reasonable possibility that a material misstatement to the consolidated financial statements would not be prevented or detected on a timely basis. Specifically, management identified two areas that, under applicable SEC accounting rules, each constituted a “material weakness” at December 31, 2020. The first material weaknesses identified ineffectiveness in the controls related to Related Party (as defined in applicable regulations) transactions that included procedural and documentary deficiencies related to underwriting risk ratings and the completeness of borrower reviews. The second identified area of material weakness at December 31, 2020 identified related to loan authorization, disbursement and file maintenance controls.

### *Disclosure Controls and Procedures*

During 2021, we evaluated, under the supervision and with the participation of our management, including our Chief Executive Officer and Chief Financial Officer, the effectiveness of our disclosure controls and procedures (as such term is defined in Rules 13a-15(e) and 15d-15(e) of the Securities Exchange Act of 1934 (the “Exchange Act”). Management necessarily applied its judgment in assessing the costs and benefits of those controls and procedures, which by their nature, can provide only reasonable assurance about management’s control objectives. It should be noted that the design of any system of controls is based in part upon certain assumptions about the likelihood of future events, and we cannot make absolute assurances that any design will succeed in achieving its stated goals under all potential future conditions, regardless of how remote. Based upon this evaluation, our Chief Executive Officer and the Chief Financial Officer concluded that our disclosure controls and procedures were effective and operating to provide reasonable assurance that we record, process, summarize, and report the information we are required to disclose in the reports that we file or submit under the Exchange Act within the time periods specified in the rules and forms of the SEC, and to provide reasonable assurance that we accumulate and communicate such information to our management, including our Chief Executive Officer and Chief Financial Officer, as appropriate to allow timely decisions about required disclosure.

### *Remediation of Material Weakness*

To address the previously reported material weakness in internal control over financial reporting described in Part II, Item 9A of our 2020 Form 10-K, we designed and implemented new controls, enhanced existing controls, increased dedicated personnel, improved reporting processes, and enhanced the use of related supporting technology. Based on the actions taken, as well as the evaluation of the design and operating effectiveness of the new controls, we determined that the material weakness has been remediated as of December 31, 2021

During the fourth quarter of 2021, we completed the testing of the adopted changes to our internal control over financial reporting related to our remediation efforts described above that materially affected, or are reasonably likely to materially affect, our internal control over financial reporting.

#### *CHANGES IN INTERNAL CONTROL OVER FINANCIAL REPORTING*

Other than as described above, we did not make any additional changes in internal control over financial reporting during the year ended December 31, 2021 that materially affected, or are reasonably likely to materially affect, the Company's internal control over financial reporting.

#### **ITEM 9B: OTHER INFORMATION**

None.

#### **ITEM 9C: DISCLOSURE REGARDING FOREIGN JURISDICTIONS THAT PREVENT INSPECTIONS**

Not applicable.

### **PART III**

#### **ITEM 10: DIRECTORS, EXECUTIVE OFFICERS AND CORPORATE GOVERNANCE**

- (a) Information concerning the directors of the Company is incorporated herein by reference to Proposal 1 of the Company's Proxy Statement for the Annual Meeting of Shareholders.
- (b) Information concerning the officers and directors compliance with Section 16(a) of the Securities Exchange Act is incorporated herein by reference to the Company's Proxy Statement for the Annual Meeting of Shareholders under the caption "Delinquent Section 16(a) Reports".
- (c) Information concerning the Company's Code of Ethics is incorporated herein by reference to the Company's Proxy Statement for the Annual Meeting of Shareholders under the caption "Code of Ethics".
- (d) Information concerning the Company's Audit Committee and "financial expert" thereof is incorporated herein by reference to the Company's Proxy Statement for the Annual Meeting of Shareholders under the caption "Audit Committee".
- (e) Set forth below is information concerning the Executive Officers of the Company at December 31, 2021.

<u>Name</u>	<u>Age</u>	<u>Positions Held With the Company</u>
Thomas W. Schneider	60	President and Chief Executive Officer
James A. Dowd, CPA	54	Executive Vice President, Chief Operating Officer
Ronald Tascarella	63	Executive Vice President, Chief Banking Officer
Walter F. Rusnak, CPA, CGMA	68	Senior Vice President, Chief Financial Officer and Controller
Daniel R. Phillips	57	Senior Vice President, Chief Information Officer
William O'Brien	56	Senior Vice President, Chief Risk Officer and Corporate Secretary
Calvin L. Corridors	59	Regional President, Syracuse Market/HR Director

#### **ITEM 11: EXECUTIVE COMPENSATION**

- (a) Information with respect to management compensation and transactions required under this item is incorporated by reference hereunder in the Company's Proxy Materials for the Annual Meeting of Shareholders under the caption "Compensation Committee".
- (b) Information concerning director compensation is incorporated herein by reference to the Company's Proxy Statement for the Annual Meeting of Shareholders under the caption "Directors Compensation".

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

The information required by this item is incorporated by reference hereunder in the Company's Proxy Materials for the Annual Meeting of Shareholders under the caption "Voting Securities and Principal Holders Thereof."

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

The information required by this item is incorporated by reference hereunder in the Company's Proxy Materials for the Annual Meeting of Shareholders under the captions "Independence and Diversity of Directors" and "Transactions with Certain Related Persons".

**ITEM 14: PRINCIPAL ACCOUNTING FEES AND SERVICES**

The information required by this item is incorporated by reference hereunder in the Company's Proxy Materials for the Annual Meeting of Shareholders under the caption "Audit and Related Fees".

## PART IV

### ITEM 15: EXHIBITS AND FINANCIAL STATEMENT SCHEDULES

- (a)(1) Financial Statements - The Company's consolidated financial statements, for the years ended December 31, 2021 and 2020, together with the Report of Independent Registered Public Accounting Firm are filed as part of this Form 10-K report. See "Item 8: Financial Statements and Supplementary Data."
- (a)(2) Financial Statement Schedules - All financial statement schedules have been omitted as the required information is inapplicable or has been included in "Item 7: Management Discussion and Analysis."
- (b) Exhibits
  - 3.1 Articles of Incorporation of Pathfinder Bancorp, Inc. (Incorporated herein by reference to Exhibit 3.1 to Pathfinder Bancorp, Inc.'s Registration Statement on Form S-1, file no. 333-196676, originally filed on June 11, 2014)
  - 3.2 Bylaws of Pathfinder Bancorp, Inc. (Incorporated herein by reference to Exhibit 3.2 to Pathfinder Bancorp, Inc.'s Registration Statement on Form S-1, file no. 333-196676, filed on June 11, 2014)
  - 3.3 Articles Supplementary to the Articles of Incorporation of Pathfinder Bancorp, Inc. designating the Company's Series B Convertible Perpetual Preferred Stock, par value \$0.01 per share (Incorporated herein by reference to Exhibit 3.1 to Pathfinder Bancorp, Inc.'s Current Report on Form 8-K, file no. 001-36695, filed on May 9, 2019)
  - 3.4 Amendment to the Articles Supplementary to the Articles of Incorporation of Pathfinder Bancorp, Inc. designating the Series B Convertible Perpetual Preferred Stock, \$0.01 par value per share (Incorporated by reference to Exhibit 3.1 to Pathfinder Bancorp, Inc.'s Current Report on Form 8-K, file no. 001-36695, filed on November 17, 2020)
  - 3.5 Articles Supplementary to the Articles of Incorporation of Pathfinder Bancorp, Inc. creating Class A Non-Voting Common Stock, par value \$0.01 per share (Incorporated by reference to Exhibit 3.1 to Pathfinder Bancorp Inc.'s Current Report on Form 8-K, file no. 001-36695, filed on June 10, 2021)
  - 4.1 Form of Stock Certificate of Pathfinder Bancorp, Inc. (Incorporated herein by reference to Exhibit 4 to Pathfinder Bancorp, Inc.'s Registration Statement on Form S-1, file no. 333-196676, filed on June 11, 2014)
  - 4.2 Indenture between Pathfinder Bancorp, Inc., a federal corporation, and Wilmington Trust Company, as trustee, dated March 22, 2007 (Incorporated herein by reference to Exhibit 4.1 to Pathfinder Bancorp, Inc.'s Current Report on Form 8-K, file no. 001-36695, filed on October 22, 2014)
  - 4.3 Supplemental Indenture between Pathfinder Bancorp, Inc. and Wilmington Trust Company, as trustee, dated October 16, 2014 (Incorporated herein by reference to Exhibit 4.2 to Pathfinder Bancorp, Inc.'s Current Report on Form 8-K, file no. 001-36695, filed on October 22, 2014)
  - 4.4 Warrant Agreement, by and between Pathfinder Bancorp, Inc. and Castle Creek Capital Partners VII, L.P., dated May 8, 2019 (Incorporated herein by reference to Exhibit 4.1 to Pathfinder Bancorp, Inc.'s Current Report on Form 8-K, file no. 001-36695, filed on May 9, 2019)
  - 4.5 Description of Common Stock (Incorporated herein by reference to Exhibit 4.5 to the Company's Annual Report on Form 10-K for the year ended December 31, 2019 file no 000-36695, filed on March 23, 2020)
  - 4.6 Indenture, dated as of October 14, 2020, by and between Pathfinder Bancorp, Inc. and UMB Bank, National Association, as trustee (Incorporated herein by reference to Exhibit 4.1 to Pathfinder Bancorp, Inc.'s Current Report on Form 8-K, file no. 001-36695, filed on October 15, 2020)
  - 4.7 Form of 5.50% Fixed-to-Floating Rate Subordinated Note due 2030 of Pathfinder Bancorp, Inc. (included in Exhibit 4.6)
  - 10.1 2003 Executive Deferred Compensation Plan (Incorporated herein by reference to Exhibit 10.3 to the Company's Annual Report on Form 10-K for the year ended December 31, 2008 file no. 000-23601, filed on March 27, 2009)
  - 10.2 2003 Trustee Deferred Fee Plan (Incorporated herein by reference to Exhibit 10.4 to the Company's Annual Report on Form 10-K for the year ended December 31, 2008 file no. 000-23601, filed on March 27, 2009)
  - 10.3 Employment Agreement between Pathfinder Bank and Thomas W. Schneider, President and Chief Executive Officer (Incorporated by reference to Exhibit 10.5 to Pathfinder Bancorp, Inc.'s Annual Report on Form 10-K for the year ended

December 31, 2008, file no. 000-23601, filed on March 27, 2009)

- 10.4 Executive Supplemental Retirement Plan Agreement between Pathfinder Bank and Thomas W. Schneider effective February 24, 2014 (Incorporated by reference to Exhibit 10.13 to Pathfinder Bancorp, Inc.'s Current Report Form 8-K, file no. 000-23601, filed on February 25, 2014)
- 10.5 Executive Supplemental Retirement Plan Agreement between Pathfinder Bank and James A. Dowd effective February 24, 2014 (Incorporated by reference to Exhibit 10.15 to Pathfinder Bancorp, Inc.'s Current Report Form 8-K, file no. 000-23601, filed on February 25, 2014)
- 10.6 Amended and Restated Declaration of Trust among Pathfinder Bancorp, Inc., a federal corporation, as Sponsor, Wilmington Trust Company, as Delaware and Institutional Trustee, and the administrative trustees of the Pathfinder Statutory Trust II (Incorporated herein by reference to Exhibit 10.1 to Pathfinder Bancorp, Inc.'s Current Report on Form 8-K, file no. 001-36695, filed on October 22, 2014)
- 10.7 Amendment two to the Trustee Deferral Fee Plan (Incorporated by reference to Exhibit 10.17 to Pathfinder Bancorp, Inc.'s Annual Report on Form 10-K, file no. 001-36695, filed on March 18, 2015)
- 10.8 Amendment one to the Executive Deferral Compensation Plan (Incorporated by reference to Exhibit 10.18 to Pathfinder Bancorp, Inc.'s Annual Report on Form 10-K, file no. 001-36695, filed on March 18, 2015)
- 10.9 Amendment one to the Supplemental Executive Retirement Plan (Incorporated by reference to Exhibit 10.19 to Pathfinder Bancorp, Inc.'s Annual Report on Form 10-K, file no. 001-36695, filed on March 18, 2015)
- 10.10 Subordinated Loan Agreement (Incorporated herein by reference to Pathfinder Bancorp, Inc.'s Current Report on Form 8-K, file no. 001-36695, filed on October 19, 2015)
- 10.11 2016 Pathfinder Bancorp, Inc. Equity Incentive Plan (Incorporated by reference to Appendix A to Pathfinder Bancorp, Inc.'s Proxy Statement, file no. 001-36695, filed on March 29, 2016.
- 10.12 Executive Supplemental Retirement Plan Agreement between Pathfinder Bank and Ronald Tascarella effective February 24, 2014 (Incorporated by reference to Exhibit 10.14 to Pathfinder Bancorp, Inc.'s Annual Report on Form 10-K, file no. 001-36695, filed on March 30, 2018).
- 10.13 Senior Executive Split Dollar Life Insurance Plan (Incorporated by reference to Exhibit 10.1 to Pathfinder Bancorp, Inc.'s Current Report on Form 8-K, filed no. 001-36695, filed on January 7, 2019.
- 10.14 Change of Control Agreement between Pathfinder Bank and James A. Dowd (Incorporated by reference to Exhibit 10.2 to Pathfinder Bancorp, Inc.'s Current Report on Form 8-K, filed no. 001-36695, filed on January 7, 2019.
- 10.15 Change of Control Agreement between Pathfinder Bank and Ronald Tascarella (Incorporated by reference to Exhibit 10.3 to Pathfinder Bancorp, Inc.'s Current Report on Form 8-K, filed no. 001-36695, filed on January 7, 2019.
- 10.16 Securities Purchase Agreement, by and between Pathfinder Bancorp, Inc. and the Purchasers Identified on the Signature Pages Thereto, dated May 8, 2019 (Incorporated herein by reference to Exhibit 10.1 to Pathfinder Bancorp, Inc.'s Current Report on Form 8-K, file no. 001-36695, filed on May 9, 2019)
- 10.17 Registration Rights Agreement, by and between Pathfinder Bancorp, Inc. and Castle Creek Capital Partners VII, L.P., dated May 8, 2019 (Incorporated herein by reference to Exhibit 10.2 to Pathfinder Bancorp, Inc.'s Current Report on Form 8-K, file no. 001-36695, filed on May 9, 2019)
- 10.18 Form of Subordinated Note Purchase Agreement, dated as of October 14, 2020, by and between Pathfinder Bancorp, Inc. and the Several Purchasers (Incorporated by reference to Exhibit 10.1 to Pathfinder Bancorp, Inc.'s Current Report on Form 8-K, file no. 001-36695, filed on October 15, 2020)
- 10.19 Form of Registration Rights Agreement, dated as of October 14, 2020, by and between Pathfinder Bancorp, Inc. and the Several Purchasers (Incorporated by reference to Exhibit 10.2 to Pathfinder Bancorp, Inc.'s Current Report on Form 8-K, file no. 001-36695, filed on October 15, 2020)
- 10.20 Exchange Agreement, dated as of November 13, 2020, by and between Pathfinder Bancorp, Inc. and Castle Creek Capital Partners VII, LP. (Incorporated by reference to Exhibit 10.1 to Pathfinder Bancorp, Inc.'s Current Report on

Form 8-K, file no. 001-36695, filed on November 17, 2020)

- 14 Code of Ethics (Incorporated by reference to Exhibit 14 to Pathfinder Bancorp, Inc.'s Annual Report on Form 10-K for the year ended December 31, 2003, file no. 000-23601, filed on March 31, 2004)
- 21 Subsidiaries of Registrant
- 23 Consent of Bonadio & Co., LLP
- 31.1 Certification of Chief Executive Officer pursuant to Section 302 of the Sarbanes-Oxley Act of 2002
- 31.2 Certification of Chief Financial Officer pursuant to Section 302 of the Sarbanes-Oxley Act of 2002
- 32 Certification of Chief Executive Officer and Chief Financial Officer pursuant to Section 906 of the Sarbanes-Oxley Act of 2002
- 101 Interactive data files pursuant to Rule 405 of Regulation S-T: (i) the Consolidated Statements of Condition as of December 31, 2021 and 2020, (ii) the Consolidated Statements of Income for the years ended December 31, 2021 and 2020, (iii) the Consolidated Statements of Comprehensive Income for the years ended December 31, 2021 and 2020, (iv) the Consolidated Statements of Changes in Shareholders' Equity for the years ended December 31, 2021 and 2020, (v) the Consolidated Statements of Cash Flows for the years ended December 31, 2021 and 2020, and (vi) the Notes to the Consolidated Financial Statements
- 104 Cover Page Interactive Data File (embedded within the Inline XBRL document)

**ITEM 16: FORM 10-K SUMMARY**

None.



## Signatures

Pursuant to the requirements of Section 13 of the Securities Exchange Act of 1934, the Company has duly caused this report to be signed on its behalf by the undersigned, thereunto duly authorized.

Pathfinder Bancorp, Inc.

Date: March 25, 2022

By: /s/ Thomas W. Schneider  
Thomas W. Schneider  
President and Chief Executive Officer

Pursuant to the requirements of the Securities Exchange of 1934, this report has been signed below by the following persons on behalf of the Registrant and in the capacities and on the dates indicated.

By: <u>/s/ Thomas W. Schneider</u> Thomas W. Schneider, President and Chief Executive Officer (Principal Executive Officer)	By: <u>/s/ Walter F. Rusnak</u> Walter F. Rusnak, Senior Vice President and Chief Financial Officer (Principal Financial and Accounting Officer)
Date: <u>March 25, 2022</u>	Date: <u>March 25, 2022</u>
By: <u>/s/ Lloyd Stemple</u> Lloyd Stemple, Director	By: <u>/s/ William A. Barclay</u> William A. Barclay, Director
Date: <u>March 25, 2022</u>	Date: <u>March 25, 2022</u>
By: <u>/s/ John P. Funciello</u> John Funciello, Director	By: <u>/s/ Chris R. Burritt</u> Chris R. Burritt, Director
Date: <u>March 25, 2022</u>	Date: <u>March 25, 2022</u>
By: <u>/s/ David A. Ayoub</u> David A. Ayoub, Director	By: <u>/s/ John F. Sharkey</u> John F. Sharkey, Director
Date: <u>March 25, 2022</u>	Date: <u>March 25, 2022</u>
By: <u>/s/ Adam C. Gagas</u> Adam C. Gagas, Director	By: <u>/s/ Melanie Littlejohn</u> Melanie Littlejohn, Director
Date: <u>March 25, 2022</u>	Date: <u>March 25, 2022</u>



April 8, 2022

Dear Shareholder:

We cordially invite you to attend the Annual Meeting of Shareholders of Pathfinder Bancorp, Inc. The Annual Meeting will be held at 10:00 a.m., Eastern Time, on May 13, 2022. We are pleased that this year's Annual Meeting will be conducted solely online via live webcast. There is no physical location for the Annual Meeting. You will be able to attend and participate in the Annual Meeting online, vote your shares electronically and submit your questions prior to and during the meeting by visiting: [www.meetnow.global/MY9FFMD](http://www.meetnow.global/MY9FFMD). There is no password requirement for this meeting. Please note that this virtual meeting service is not supported by Internet Explorer.

The enclosed Notice of Annual Meeting and Proxy Statement describe the formal business to be transacted. During the Annual Meeting, we will also report on our operations. Directors and officers, as well as a representative of our independent registered public accounting firm, will be present to respond to questions that shareholders may properly present.

The Annual Meeting is being held so that shareholders may consider the election of six directors and the appointment of Bonadio & Co., LLP, as our independent registered public accounting firm for the year ending December 31, 2022.

For the reasons set forth in the Proxy Statement, the Board of Directors unanimously recommends a vote "FOR" the election of the nominated directors and "FOR" the ratification of the appointment of Bonadio & Co., LLP as our independent registered public accounting firm for the year ending December 31, 2022.

On behalf of the Board of Directors, we urge you to sign, date and return the enclosed proxy card as soon as possible, or vote by telephone or internet as directed on our Proxy Card enclosed, even if you currently plan to attend the Annual Meeting. This will not prevent you from voting at the Annual Meeting, but will assure that your vote is counted if you are unable to attend the meeting. Your vote is important, regardless of the number of shares that you own.

Sincerely,

A handwritten signature in black ink, appearing to read "Thomas W. Schneider". The signature is fluid and cursive, with a large initial "T" and "S".

Thomas W. Schneider  
President and Chief Executive Officer

**Pathfinder Bancorp, Inc.**  
**214 West First Street**  
**Oswego, New York 13126**  
**(315) 343-0057**

**NOTICE OF ANNUAL MEETING OF SHAREHOLDERS – May 13, 2022**

Notice is hereby given that the Annual Meeting of Pathfinder Bancorp, Inc. will be held at 10:00 a.m., Eastern Time, on May 13, 2022. This year's Annual Meeting will be conducted solely online via live webcast. There is no physical location for the Annual Meeting. You will be able to attend and participate in the Annual Meeting online, vote your shares electronically and submit your questions prior to and during the meeting by visiting: [www.meetnow.global/MY9FFMD](http://www.meetnow.global/MY9FFMD). There is no password requirement for this meeting. Please note that this virtual meeting service is not supported by Internet Explorer. Details regarding how to participate in the meeting online are more fully described in the accompanying proxy statement.

A Proxy Card and a Proxy Statement for the Annual Meeting are enclosed.

The Annual Meeting is for the purpose of considering and acting upon:

- (1) The election of six directors; and
- (2) The ratification of the appointment of Bonadio & Co., LLP as our independent registered public accounting firm for the year ending December 31, 2022; and

such other matters as may *properly* come before the Annual Meeting, or any adjournments thereof. The Board of Directors is not aware of any other business to come before the Annual Meeting.

Any action may be taken on the foregoing proposals at the Annual Meeting on the date specified above, or on any date or dates to which the Annual Meeting may be adjourned. Shareholders of record at the close of business on March 24, 2022 are the shareholders entitled to vote at the Annual Meeting, and any adjournments thereof.

EACH SHAREHOLDER, WHETHER HE OR SHE PLANS TO ATTEND THE ANNUAL MEETING, IS REQUESTED TO SIGN, DATE AND RETURN THE ENCLOSED PROXY CARD WITHOUT DELAY IN THE ENCLOSED POSTAGE-PAID ENVELOPE OR VOTE BY TELEPHONE OR INTERNET AS DIRECTED ON OUR PROXY CARD ENCLOSED. ANY PROXY GIVEN BY THE SHAREHOLDER MAY BE REVOKED AT ANY TIME BEFORE IT IS EXERCISED. A PROXY MAY BE REVOKED BY FILING WITH OUR CORPORATE SECRETARY A WRITTEN REVOCATION OR A DULY EXECUTED PROXY BEARING A LATER DATE. ANY SHAREHOLDER PRESENT AT THE ANNUAL MEETING MAY REVOKE HIS OR HER PROXY AND VOTE ELECTRONICALLY ON EACH MATTER BROUGHT BEFORE THE ANNUAL MEETING. HOWEVER, IF YOU ARE A SHAREHOLDER WHOSE SHARES ARE NOT REGISTERED IN YOUR OWN NAME, YOU WILL NEED TO REGISTER IN ADVANCE TO ATTEND THE ANNUAL MEETING VIRTUALLY ON THE INTERNET. OUR PROXY STATEMENT, ANNUAL REPORT TO SHAREHOLDERS AND PROXY CARD ARE AVAILABLE ON THE INTERNET AT [WWW.PATHFINDERBANK.COM/ANNUALMEETING](http://WWW.PATHFINDERBANK.COM/ANNUALMEETING).

By Order of the Board of Directors



William O'Brien, Secretary

April 8, 2022

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IMPORTANT: A SELF-ADDRESSED ENVELOPE IS ENCLOSED FOR YOUR CONVENIENCE. NO POSTAGE IS REQUIRED IF MAILED WITHIN THE UNITED STATES.

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Pathfinder Bancorp, Inc.  
214 West First Street  
Oswego, New York 13126  
(315) 343-0057

## I. INFORMATION ABOUT THIS PROXY STATEMENT AND THE ANNUAL MEETING

### A. DATE, TIME AND PLACE

This proxy statement is furnished in connection with the solicitation of proxies on behalf of the Board of Directors of Pathfinder Bancorp, Inc. (the “Company”) to be used at our Annual Meeting of Shareholders (the “Annual Meeting”), which will be held on May 13, 2022 at 10:00 a.m., Eastern Time, and all adjournments of the Annual Meeting. The accompanying notice of Annual Meeting and this proxy statement are first being mailed to shareholders on or about April 8, 2022.

The Annual Meeting will be a completely virtual meeting of shareholders, which will be conducted exclusively by webcast. You are entitled to participate in the Annual Meeting only if you were a shareholder of the Company as of the close of business on March 24, 2022 (the “Record Date”), or if you hold a valid proxy for the Annual Meeting. No physical meeting will be held. If you are unable to access the virtual meeting and need assistance finding a place to access the Annual Meeting on the internet, please contact the Company at 315-207-8039 prior to May 10, 2022.

You will be able to attend the Annual Meeting online and submit your questions during the meeting by visiting [www.meetnow.global/MY9FFMD](http://www.meetnow.global/MY9FFMD). There is no password requirement for this meeting. Please note that this virtual meeting service is not supported by Internet Explorer. You also will be able to vote your shares online by attending the Annual Meeting by webcast. To participate in the Annual Meeting, you will need to review the information included on your proxy card or on the instructions that accompanied your proxy materials. **The online meeting will begin promptly at 10:00 a.m. Eastern Time. We encourage you to access the meeting prior to the start time leaving ample time for the check in. Please follow the registration instructions as outlined in this proxy statement.**

### B. VOTING SECURITIES AND PRINCIPAL HOLDERS THEREOF

Holders of record of our common stock, par value \$0.01 per share, as of the close of business on the Record Date, are entitled to one vote for each share they own. As of the Record Date, we had 4,603,184 shares of voting common stock outstanding. The presence at the Annual Meeting or by proxy of a majority of the outstanding shares of voting common stock entitled to vote is necessary to constitute a quorum at the Annual Meeting. If a shareholder holds shares in street name (i.e., the shares are held in a stock brokerage account or by a bank, trust, or other institution) and does not provide voting instructions to the holder of the account for non-discretionary voting items such as the election of directors, such shares will be considered “Broker non-votes.” Broker non-votes and proxies marked “abstain” will be counted for purposes of determining that a quorum is present, but will not be considered as votes cast as to the matters to be considered.

As to the election of directors, shareholders may cast their votes “For” or “Withhold.” As to the ratification of our independent registered public-accounting firm, shareholders may cast their votes “For,” “Against” or “Abstain.”

Directors are elected by a plurality of votes cast, without regard to either broker non-votes, or proxies as to which the authority to vote for the nominees being proposed is withheld. The affirmative vote of holders of a majority of the total votes cast at the Annual Meeting or by proxy, without regard to broker non-votes or proxies as to which shareholders abstain, is required for the ratification of Bonadio & Co., LLP as our independent registered public accounting firm (the “Auditors”) for the year ending December 31, 2022.

In accordance with the provisions of our Articles of Incorporation, record holders of common stock who beneficially own in excess of 10% of the outstanding shares of our voting common stock (the “Limit”) are not entitled to any vote with respect to the shares held in excess of the Limit unless approved by our Board of Directors. Our Articles of Incorporation authorize the Board of Directors (i) to make all determinations necessary to implement and apply the Limit, including determining whether

persons or entities are acting in concert, and (ii) to demand that any person who is reasonably believed to beneficially own stock in excess of the Limit supply information to us to enable the Board of Directors to implement and apply the Limit. However, pursuant to our Articles of Incorporation, our employee stock ownership plan will not be deemed to beneficially own any “over the limit Company stock” held under such plan. Castle Creek Capital Partners VII, L.P. has been approved by the Board of Directors to vote shares held in excess of the Limit.

If you participate in the Pathfinder Bank (“Pathfinder Bank” or the “Bank”) Employee Stock Ownership Plan (the “ESOP”), you will receive a voting instruction card so that you may direct the trustee to vote on your behalf under the plan. Under the terms of the ESOP, the ESOP trustee votes all shares held by the ESOP, but each ESOP participant may direct the trustee how to vote the shares of voting common stock allocated to his or her account. The ESOP trustee, subject to the exercise of its fiduciary responsibilities, will vote all unallocated shares of Pathfinder Bancorp, Inc. common stock held by the ESOP and allocated shares for which no voting instructions are received in the same proportion as shares for which it has received timely voting instructions. The deadline for returning your ESOP voting instructions is May 4, 2022.

If you are a registered shareholder (i.e., you hold your shares through our transfer agent, Computershare), you do not need to register to attend the Annual Meeting virtually on the Internet. Please follow the instructions on the proxy card that you received.

If you hold your shares through an intermediary, such as a bank or broker, you must register in advance to attend the Annual Meeting virtually on the Internet.

To register to attend the Annual Meeting online by webcast you must submit proof of your proxy power (legal proxy) reflecting your Company holdings along with your name and email address to Computershare. Requests for registration must be labeled as “Legal Proxy” and be received no later than 5:00 p.m., Eastern Time, on May 11, 2022.

You will receive a confirmation of your registration by email after we receive your registration materials. Requests for registration should be directed to us at the following:

- By email - Forward the email from your broker, or attach an image of your legal proxy, to [legalproxy@computershare.com](mailto:legalproxy@computershare.com)
- By mail:  
Computershare  
Pathfinder Bancorp, Inc. Legal Proxy  
P.O. Box 43001  
Providence, RI 02940-3001

#### **C. PROXY SOLICITATION COSTS**

The Company will pay all costs relating to the solicitation of proxies. Proxies may be solicited by officers, directors, and staff members of the Company personally, by mail, by telephone, or by other electronic means. The Company will also reimburse brokers, custodians, nominees, and fiduciaries for reasonable expenses in forwarding proxy materials to beneficial owners of the Company’s stock.

#### **D. REVOCATION OF PROXIES**

Shareholders who sign the proxies we are soliciting will retain the right to revoke them in the manner described below. Unless so revoked, the shares represented by such proxies will be voted at the Annual Meeting and all adjournments thereof. Proxies solicited on behalf of the Board of Directors will be voted in accordance with the directions given thereon. Where no instructions are indicated, validly executed proxies will be voted in favor of all proposals. If any other matters are properly brought before the Annual Meeting, the persons named in the accompanying proxy will vote the shares as directed by a majority of the Board of Directors in attendance at the Annual Meeting. We know of no additional matters that will be presented for consideration at the Annual Meeting.

Proxies may be revoked by sending written notice of revocation to our Secretary, at the address shown above, by delivering to us a duly executed proxy bearing a later date or by attending the Annual Meeting and voting. The presence at the Annual Meeting of any shareholder who had returned a proxy will not revoke the proxy unless the shareholder votes electronically at

the Annual Meeting or delivers a written revocation to our Secretary prior to the voting of the proxy. If you are a shareholder whose shares are not registered in your name, you must register in advance following the instructions described above.

#### **E. CONDUCT OF MEETING**

In accordance with our bylaws, and by action of the Board of Directors, the Chair of the Board will preside over the Annual Meeting. The Chair of the Board has broad authority to ensure the orderly conduct of the meeting. This includes discretion to recognize shareholders who have questions, and the right to determine the extent of discussion on each item of business. Rules governing the conduct of the meeting have been established and will be available at the meeting along with the agenda of the matters to be considered at the Annual Meeting.

#### **F. ATTENDANCE OF DIRECTORS AT THE ANNUAL MEETING**

The Company does not have a policy regarding the attendance of Board members at the Annual Meeting, although all are encouraged to attend. Eight directors attended the 2021 Annual Meeting.

#### **G. OTHER MATTERS**

The Board of Directors is not aware of any business to come before the Annual Meeting other than the matters described in this Proxy Statement. However, if any matters should properly come before the Annual Meeting, it is intended that holders of the proxies will act as directed by a majority of the Board of Directors, except for matters related to the conduct of the Annual Meeting, as to which they shall act in accordance with their best judgment. The Board of Directors intends to exercise its discretionary authority to the fullest extent permitted under Maryland Law and the Securities Exchange Act of 1934.

#### **H. SMALLER REPORTING COMPANY**

The Company has elected to prepare this Proxy Statement and other annual and periodic reports as a “Smaller Reporting Company” consistent with rules of the Securities and Exchange Commission.

## **II. OUR GOVERNANCE AND BENEFICIAL OWNERSHIP**

### **A. LEADERSHIP STRUCTURE AND RISK OVERSIGHT ROLE OF THE BOARD OF DIRECTORS**

Our Board has a separate person serve as Chief Executive Officer (“CEO”) and Chair of the Board and has functioned in that manner since the year 2000. Mr. Burritt, our Chair, is an independent director as defined by NASDAQ’s listing requirements. The Company has spent significant time evaluating its leadership structure and has determined that, under the present circumstances, separating the Chair and CEO positions is appropriate. We believe this separation allows our Board to concentrate on policy and strategy and our CEO the time to concentrate on executing such strategy. Additionally, we believe this structure is most appropriate given the Board’s role in monitoring the Company’s execution of its business plan and the risk elements associated with such execution.

The primary risks facing the Bank, as the operating subsidiary of the Company, are interest rate risk, liquidity risk, investment risk, credit risk, risks associated with inadequate allowance for loan losses, cyber security risks, competitive risks and regulatory risks. While the full Board is actively engaged in monitoring all of the noted risks, we have further assigned specific responsibilities to Board Committees for detailed review. The Asset/Liability Committee, with the assistance of professional consultants, monitors interest rate risk, investment risk and liquidity risk. The Executive/Loan Committee, with the assistance of a professional loan review consultant, monitors the credit risks and risks associated with allowance for loan losses. The Technology Steering Committee, with the assistance of professional experts, monitors and responds to cyber risks. In addition, we purchase internet liability and other insurance to protect us against cyber security risks. The Audit/Compliance Committee monitors regulatory risks. Every member of our Board engages in continuing education in an effort to monitor Enterprise Risk Management issues so that they can effectively engage in their oversight role.

### **B. INDEPENDENCE AND DIVERSITY OF DIRECTORS**

Our common stock is listed on the NASDAQ Capital Market. The Board of Directors has determined that all of its directors, with the exception of Mr. Schneider and Mr. Funicello, are “independent” pursuant to NASDAQ’s listing requirements. In

evaluating the independence of our independent directors, we considered the following transactions between us and our independent directors during 2021 that are not required to be disclosed under “Transactions with Certain Related Persons:”

- The law firm of which our Director William A. Barclay is a partner, was paid for real estate loan closings by borrowers and other legal matters in the amount of \$38,445.
- The firm of which our Director David A. Ayoub is a partner, was paid \$43,293 in fees associated with their assistance in the preparation of application forms for the Paycheck Protection Program, including referrals made to Pathfinder Bank.

Our Board of Directors has determined that these transactions did not impair the independence of the named directors. Our independent directors hold executive sessions no less than twice a year.

Although the Nominating Committee does not have a formal policy with regard to the consideration of diversity in identifying a director nominee, diversity is considered in our review of candidates. The Nominating Committee hopes to continue to diversify our Board membership. As considered by our Board, diversity includes not only gender and ethnicity, but the various perspectives that come from having differing viewpoints, geographic and cultural backgrounds, and life experiences.

### C. SECURITY OWNERSHIP OF CERTAIN BENEFICIAL OWNERS AND MANAGEMENT

Persons and groups who beneficially own in excess of 5% of the Company's voting common stock are required to file Schedule 13G or Schedule 13D reports with the Securities and Exchange Commission (the “SEC”) regarding such ownership. The following table sets forth, as of the date of the most recent reports, the shares of voting common stock beneficially owned by each person or entity that was the beneficial owner of more than 5% of our outstanding shares of voting common stock. None of the shares beneficially owned by directors, executive officers or nominees to the board of directors have been pledged as security or collateral for any loans.

The following table represents the ownership of our Schedule 13D and 13G filers as of the Record Date:

Name and Address of Beneficial Owners	Amount Beneficially Owned	Percentage of Shares of Voting Common Stock Outstanding
Castlecreek Capital Partners VII, LP <sup>(1)</sup>	409,908	8.9%
Castlecreek Capital VII LLC 6051 El Tordo PO Box 1329 Rancho Santa Fe, CA 92067		
Pathfinder Bank Employee Stock Ownership Plan Trust <sup>(2)</sup> c/o Pentegra Services, Inc. 2 Enterprise Drive, Suite 408 Shelton, CT 06484	405,383	8.8%
Minerva Advisors, LLC <sup>(3)</sup> Minerva Group, LP Minerva GP, LP Minerva GP, Inc. David P. Cohen 50 Monument Road, Suite 201 Bala Cynwyd, PA 19004	251,746	5.5%

(1) Based on information reported on a Schedule 13D/A filed with the Securities and Exchange Commission on November 17, 2020, Castle Creek Capital Partners VII, LP and Castle Creek Capital VII, LLC reported shared voting power for 409,908 shares of our voting common stock and shared dispositive power over 409,908 shares of our voting common stock.

(2) Based on information reported on a Schedule 13G/A filed with the Securities and Exchange Commission on February 11, 2022, Pentegra Trust Company, the trustee for the Pathfinder Bank Employee Stock Ownership Plan, reported sole voting power for 72,366 shares of our voting common stock, shared voting power for 333,017 shares of our voting common stock, sole dispositive power over 376,886 shares of our voting common stock and shared dispositive power over 28,497 shares of our voting common stock.



- (3) Based on information reported on a Schedule 13G/A filed with the Securities and Exchange Commission on February 14, 2022, Minerva Advisors, LLC, Minerva Group, LP, Minerva GP, LP, Minerva GP, Inc., and David P. Cohen reported sole dispositive and voting power with respect to 204,250 shares of our voting common stock and Minerva Advisors, LLC and David P. Cohen reported shared dispositive and voting power with respect to 47,496 shares of our voting common stock.

The following table sets forth as of the Record Date, the shares of common stock beneficially owned by directors, executive officers and other management for whom we file Section 16 reports.

Name and Address of Beneficial Owners	Number of Shares Owned and Nature of Beneficial Ownership <sup>(1)</sup>	Number of Unexercised Stock Options which are included in Beneficial Ownership <sup>(2)</sup>	Percentage of Shares of Voting Common Stock Outstanding
<b>Directors and Executive Officers <sup>(3)</sup></b>	<b>#</b>	<b>#</b>	<b>%</b>
David A. Ayoub <sup>(4)</sup>	39,948	17,023	0.9
William A. Barclay <sup>(5)</sup>	90,750	8,787	2.0
Chris R. Burritt <sup>(6)</sup>	56,691	8,787	1.2
John P. Funciello <sup>(7)</sup>	45,537	8,787	1.0
Adam C. Gagas <sup>(8)</sup>	201,052	17,023	4.4
Melanie Littlejohn <sup>(9)</sup>	12,302	8,787	0.3
John F. Sharkey, III <sup>(10)</sup>	51,538	-	1.1
Lloyd "Buddy" Stemple <sup>(11)</sup>	71,570	-	1.6
Thomas W. Schneider <sup>(12)</sup>	94,114	21,407	2.0
James A. Dowd <sup>(13)</sup>	67,863	13,556	1.5
Ronald Tascarella <sup>(14)</sup>	99,219	13,556	2.2
Daniel R. Phillips <sup>(15)</sup>	60,646	33,793	1.3
Calvin L. Corriders <sup>(16)</sup>	49,477	17,055	1.1
Walter F. Rusnak <sup>(17)</sup>	76,495	13,222	1.7
William O'Brien <sup>(18)</sup>	32,397	17,055	0.7
<b>All Directors and Executive Officers as a Group (15 persons)</b>	<b>1,049,599</b>	<b>198,838</b>	<b>22.8</b>
<b>Section 16 Filers</b>			
Robert G. Butkowski	27,075	3,136	0.6
Ronald G. Tascarella	22,844	3,609	0.5

- (1) A person is deemed to be the beneficial owner, for purposes of this table, of any shares of voting common stock if he has shared voting or investment power with respect to such security, or has a right to acquire beneficial ownership at any time within 60 days from the Record Date. As used herein, "voting power" is the power to vote or direct the voting of shares and "investment power" is the power to dispose or direct the disposition of shares. This table includes all shares held directly, as well as by spouses and minor children, in trust and other indirect ownership, over which shares the named individuals effectively exercise sole or shared voting and investment power. Unless otherwise indicated, the named individual has sole voting and investment power. ESOP shares allocated to the officers are also included within their respective totals.
- (2) These options are exercisable within 60 days of the Record Date. They cannot be voted until exercised.
- (3) The mailing address for each person listed is 214 West First Street, Oswego, New York 13126.
- (4) Mr. Ayoub's shares include 17,763 in a 401(k) plan and 1,647 in an IRA.
- (5) Mr. Barclay has sole voting and investment power over 19,987 shares and shared investment and voting power over 61,976 shares.
- (6) Mr. Burritt's shares include 25,000 in an IRA.
- (7) Mr. Funciello's shares include 5,000 in an IRA.
- (8) Mr. Gagas's shares include 14,300 in an IRA. He has sole voting and investment power over 34,365 shares and shared investment and voting power over 149,664 shares.
- (9) Ms. Littlejohn has sole voting and investment power over 3,515 shares.
- (10) Mr. Sharkey's shares include 20,000 in an IRA.
- (11) Mr. Stemple has sole voting and investment power over 69,070 shares and shared investment and voting power over 2,500 shares.

- (12) Mr. Schneider's shares include 23,362 in Pathfinder Bank's 401(k) plan and 19,233 in Pathfinder Bank's ESOP. He also has 2,259 restricted stock units that will vest within 60 days of the record date.
- (13) Mr. Dowd's shares include 16,607 in Pathfinder Bank's 401(k) plan and 18,055 in Pathfinder Bank's ESOP. He also has 1,054 restricted stock units that will vest within 60 days of the record date.
- (14) Mr. Tascarella's shares include 20,292 in Pathfinder Bank's 401(k) plan and 7,821 in Pathfinder Bank's ESOP. He has sole voting and investment power over 79,611 shares and shared investment and voting power over 5,000 shares. He also has 1,054 restricted stock units that will vest within 60 days of the record date.
- (15) Mr. Phillip's shares include 6,021 in Pathfinder Bank's 401(k) plan and 11,510 in Pathfinder Bank's ESOP. He also has 1,054 restricted stock units that will vest within 60 days of the record date.
- (16) Mr. Corridor's shares include 15,974 in Pathfinder Bank's 401(k) plan and 5,695 in Pathfinder Bank's ESOP.
- (17) Mr. Rusnak's shares include 25,000 in an IRA and 3,133 in Pathfinder Bank's ESOP.
- (18) Mr. O'Brien's shares include 3,255 in Pathfinder Bank's 401(k) plan and 7,201 in Pathfinder Bank's ESOP.

#### D. DELINQUENT SECTION 16(a) REPORTS

Our common stock is registered with the SEC pursuant to Section 12(b) of the Securities Exchange Act of 1934 (the "Exchange Act"). Our executive officers and directors and beneficial owners of greater than 10% of our common stock ("10% beneficial owners") are required to file reports on Forms 3, 4 and 5 with the SEC disclosing beneficial ownership and changes in beneficial ownership of the common stock. SEC rules require disclosure in our Proxy Statement and Annual Report on Form 10-K of the failure of an executive officer, director or 10% beneficial owner of our common stock to file a Form 3, 4, or 5 on a timely basis. Thomas Schneider filed one late Form 4 reporting four transactions that occurred over a four day period.

#### E. TRANSACTIONS WITH CERTAIN RELATED PERSONS

The Sarbanes-Oxley Act of 2002 generally prohibits an issuer from (i) extending or maintaining credit; (ii) arranging for the extension of credit; or (iii) renewing an extension of credit in the form of a personal loan for an officer or director. There are several exceptions to this general prohibition, however, one of which is applicable to us. This prohibition does not apply to loans made by a depository institution that is insured by the FDIC and is subject to the insider lending restrictions of the Federal Reserve Act. Regulations permit executive officers and directors to receive the same loan terms through programs that are widely available to other employees, as long as the executive officer or director is not given preferential treatment compared to the other participating employees. The Bank currently has loans to each of the following officers and/or directors or their immediate families: David Ayoub, Chris Burritt, James Dowd, John Funciello, William O'Brien, Daniel Phillips, Thomas Schneider, John Sharkey III, Lloyd Stemple and Ronald Tascarella.

After one year of service at the Bank, full-time employees and directors are entitled to receive a primary residence mortgage loan at an interest rate of 0.25% below market, consistent with applicable laws and regulations. Until 2021, the rate was at 0.50% below market.

The chart below lists the executive officers and directors who participated in the employee mortgage loan program during the years ended December 31, 2021 and 2020 and certain information with respect to their loans. No other directors or executive officers participated in the employee mortgage loan program during the years ended December 31, 2021 and 2020.

Name	Largest Aggregate Balance 01/01/20 to 12/31/21 \$	Interest Rate %	Non-Employee Interest Rate %	Principal Balance 12/31/2021 \$	Principal Paid 01/01/2020 to 12/31/2021 \$	Interest Paid 01/01/20 to 12/31/2021 \$
Thomas Schneider	151,364	5.250	5.750	-	151,364	9,965
Thomas Schneider	244,000	2.700	2.950	240,466	3,534	4,782
James Dowd	69,804	2.625	3.125	-	68,904	1,168
James Dowd	147,000	2.250	2.500	-	147,000	4,014
James Dowd	208,000	2.125	2.375	208,000	-	189
Lloyd Stemple	148,063	2.750	3.250	110,593	37,470	7,165
William O'Brien	127,178	2.500	3.000	94,583	32,596	5,816
Daniel Phillips	60,435	3.625	4.125	-	60,435	1,059

Other than the loans noted in the above table, all other loans made to directors or executive officers:

- were made in the ordinary course of business;
- were made on substantially the same terms, including interest rates and collateral, as those prevailing at the time for comparable loans with persons not related to the Company; and

- did not involve more than normal risk of collectability or present other unfavorable features.

All transactions between us and our executive officers, directors, holders of 10% or more of the shares of the Company's common stock and affiliates thereof, must be approved by a majority of our independent outside directors not having any interest in the transaction, pursuant to our Code of Ethics.

On December 28, 2020, the Bank sold a parcel of property and an existing dwelling that was in the process of being developed into a new branch location to 506 West Onondaga Associates, LLC. Director John P. Funiciello is a member of 506 West Onondaga Associates, LLC. The purchase price of the property was \$612,000.

In January of 2021, the Bank entered into a lease agreement with 506 West Onondaga Associates, LLC to lease the entire building located at 506 West Onondaga Street, Syracuse, New York and the vacant property located at 303 Slocum Avenue, Syracuse, New York. The term of this lease will be for a period of thirty-two years and sixty days commencing on February 1, 2021. The Bank will pay the landlord, as total rent for the first twelve months of the lease, the annual sum of \$201,168. After the first anniversary of the lease, and for every 12 month period following until the end of the lease term, the Bank will pay the landlord, as total rent, the annual sum of \$261,996.

The property will continue to be developed by 506 West Onondaga Associates, LLC up to a total project cost of \$2.8 million. All development costs over \$2.8 million will be the responsibility of the Bank and treated as leasehold improvements.

#### **F. ANTI-HEDGING POLICY**

The Company's anti-hedging and anti-pledging provisions are covered in the Company's Insider Trading Policy. Under the policy, directors and named executive officers are prohibited from engaging in short sales of Company stock and from engaging in transactions in publicly-traded options, such as puts, calls and other derivative securities based on Company stock including any hedging, monetization or similar transactions designed to decrease the risks associated with holding Company stock. In addition, directors and named executive officers are prohibited from pledging Company stock as collateral for any loan or holding Company stock in a margin account.

#### **G. CODE OF ETHICS**

We have adopted a Code of Ethics that is applicable to our officers, directors and employees, including our principal executive officer, principal financial officer, principal accounting officer or controller, or persons performing similar functions. The Code of Ethics is available at the Corporate Information page on our website at <https://ir.pathfinderbank.com>. Amendments to, and waivers from, the Code of Ethics will also be disclosed on our website.

#### **H. SHAREHOLDER COMMUNICATIONS**

The Board of Directors has established a process for shareholders to send communications to a director by either United States mail or electronic mail. Any shareholder who desires to communicate directly with our directors should send their communication to Board of Directors, Pathfinder Bancorp, Inc., 214 West First Street, Oswego, New York 13126 or by email to [directors@pathfinderbank.com](mailto:directors@pathfinderbank.com). The communication should indicate that the author is a shareholder and if shares are not held of record, should include appropriate evidence of stock ownership. Depending on the subject matter, management will:

- Forward the communication to the director or directors to whom it is addressed;
- Attempt to handle the inquiry directly, for example where it is a request for information about us or it is a stock-related matter; or
- Not forward the communication if it is primarily commercial in nature, relates to an improper or irrelevant topic, or is unduly hostile, threatening, illegal or otherwise inappropriate.

At each Board meeting, management shall present a summary of all communications received since the last meeting that were not forwarded and make those communications available to the directors.

### **III. MEETINGS AND COMMITTEES OF THE BOARD OF DIRECTORS**

The business of the Board of Directors is conducted through meetings and activities of the Board and its committees. During the year ended December 31, 2021, the Board of Directors held twelve regular meetings. During the year ended December 31, 2021, no director attended fewer than 75 percent of the total meetings of the Board of Directors and committees on which such director served.

Much of our work is performed in Committees which is then reported to the full Board. Members in committees are described in the following table:

<b>Director</b>	<b>Asset/Liability Committee (ALCO) Member</b>	<b>Audit Committee Member</b>	<b>Compensation Committee Member</b>	<b>Nominating and Governance Committee Member</b>	<b>Executive Loan Review Committee Member</b>
David A. Ayoub	X	Chair	X		X
William A. Barclay			X	Chair	X
Chris R. Burritt	X	X	X	X	Chair
John P. Funicello	X				X
Adam C. Gagas	X		Chair		X
Melanie Littlejohn		X		X	X
Thomas W. Schneider					X
John F. Sharkey, III	X	X	X	X	X
Lloyd "Buddy" Stemple	Chair		X	X	X

#### A. NOMINATING/GOVERNANCE COMMITTEE

The Nominating/Governance Committee met nine times in the year ended December 31, 2021 to address issues concerning corporate governance, succession planning, and to nominate directors to fulfill the terms of the upcoming year. In the year ended December 31, 2021, the Nominating/Governance Committee was comprised of Directors, Barclay, Burritt, Littlejohn, Sharkey and Stemple, each of whom are “independent” pursuant to the NASDAQ listing requirements. The Nominating/Governance Committee has a charter which is available at our Corporate Information page on our website at <https://ir.pathfinderbank.com>.

Among other things, the functions of the Nominating/Governance Committee include the following:

- to lead the search for individuals qualified to become members of the Board and to select director nominees to be presented for shareholder approval;
- to review and monitor compliance with the requirements for board independence; and
- to review the committee structure and make recommendations to the Board regarding committee membership.

The Nominating/Governance Committee identifies nominees by first evaluating the current members of the Board of Directors willing to continue in service. Current members of the Board with skills and experience that are relevant to our business and who are willing to continue in service are first considered for re-nomination, balancing the value of continuity of service by existing members of the Board with that of obtaining a new perspective. If any member of the Board does not wish to continue in service, or if the Nominating/Governance Committee or the Board decides not to re-nominate a member for re-election, or if the size of the Board is increased, the Nominating/Governance Committee would solicit suggestions for director candidates from all Board members. In addition, the Nominating/Governance Committee is authorized by its charter to engage a third party to assist in the identification of director nominees.

The Nominating/Governance Committee would seek to identify a candidate who, at a minimum, satisfies the following criteria:

- has personal and professional ethics and integrity and whose values are compatible with ours;
- has had experiences and achievements that have given him or her the ability to exercise and develop good business judgment;
- is willing to devote the necessary time to the work of the Board and its committees, which includes being available for Board and committee meetings;
- is familiar with the communities in which we operate and/or is actively engaged in community activities;
- is involved in other activities or interests that do not create a conflict with his or her responsibilities to us and our shareholders;
- has the capacity and desire to represent the balanced, best interest of our shareholders as a group, and not primarily a special interest group or constituency; and

- has had a principal residence for two years on a continuous basis within the following counties in New York – Oswego, Jefferson, Lewis, Oneida, Onondaga or Cayuga. Our Bylaws provide that this provision may be overridden by two-thirds vote of the Board of Directors.

The Nominating/Governance Committee will also take into account whether a candidate satisfies the criteria for “independence” under the NASDAQ corporate governance listing standards and, if a nominee is sought for service on the Audit Committee, the financial and accounting expertise of a candidate, including whether an individual qualifies as an Audit Committee Financial Expert. Diversifying our board membership is also an important consideration.

The Nominating/Governance Committee will consider candidates for the Board of Directors recommended by shareholders. In order to make a recommendation to the Board of Directors, a shareholder must own no less than 500 shares of the Company. Shareholders who are so qualified may send their recommendations to our Corporate Secretary for forwarding to the Nominating/Governance Committee. In light of the due diligence required to evaluate recommendations, said recommendations for candidates for the 2023 annual meeting must be received by the Nominating/Governance Committee by June 30, 2022.

Shareholders may submit the names of candidates to be considered in writing to our Corporate Secretary, at 214 West First Street, Oswego, New York 13126. The submission must include the following information:

- the name and address of the shareholder as it appears on our books, and number of shares of our common stock that are owned beneficially by such shareholder (if the shareholder is not a holder of record, appropriate evidence of the shareholder’s ownership will be required);
- the name, address and contact information for the candidate, and the number of shares of our common stock that are owned by the candidate (if the candidate is not a holder of record, appropriate evidence of the shareholder’s ownership should be provided);
- a statement of the candidate’s business and educational experience;
- such other information regarding the candidate as would be required to be included in the proxy statement pursuant to SEC Regulation 14A;
- a statement detailing any relationship between us and the candidate;
- a statement detailing any relationship between the candidate and any of our customers, suppliers or competitors;
- detailed information about any relationship or understanding between the proposing shareholder and the candidate; and
- a statement that the candidate is willing to be considered and willing to serve as a director if nominated and elected.

The Nominating/Governance Committee will consider shareholder recommendations made in accordance with the above similarly to any other nominee proposed by any other source. We have not paid a fee to any third party to identify or evaluate any potential nominees. Moreover, the Nominating/Governance Committee has not received within the last year a recommended nominee from any shareholder.

## **B. COMPENSATION COMMITTEE**

The Compensation Committee meets periodically to review the performance of officers and to determine compensation programs and adjustments. The entire Board of Directors ratifies the recommendations of the Compensation Committee. In the year ended December 31, 2021, the members of the Compensation Committee were Directors Gagas, Ayoub, Barclay, Burritt, Sharkey and Stemple. All of these directors are “independent” pursuant to NASDAQ listing requirements. The Compensation Committee met five times during the year ended December 31, 2021. The Compensation Committee has a charter which is available at the Corporate Information page at our website at <https://ir.pathfinderbank.com>.

Any shareholder who wishes to communicate directly with a member of the compensation committee should do so by e-mail to [compcommittee@pathfinderbank.com](mailto:compcommittee@pathfinderbank.com).

## **C. AUDIT COMMITTEE**

In 2021, the Audit Committee consisted of Directors Ayoub, Burritt, Littlejohn and Sharkey. The Audit Committee meets on a periodic basis with the internal auditor to review audit programs and the results of audits of specific areas, on regulatory compliance issues, as well as to review information to further their financial literacy skills. The Audit Committee meets with the independent registered public accounting firm to review quarterly and annual filings, the results of the annual audit and other related matters. The Chairman of the Audit Committee may meet with the Auditors on quarterly filing issues in lieu of

the entire committee. The Audit Committee met five times in 2021. Each member of the Audit Committee is “independent” as defined in the listing standards of NASDAQ and SEC Rule 10A(m)-3. Our Board of Directors has adopted a written charter for the Audit Committee which is available at the Corporate Information page on our website at <https://ir.pathfinderbank.com>. The Audit Committee maintains an understanding of our key areas of risk and assesses the steps management takes to minimize and manage such risks and:

- selects and evaluates the qualifications and performance of the Auditors;
- ensures that the internal and external auditors maintain no relationship with management and/or us that would impede their ability to provide independent judgment;
- oversees the adequacy of the systems of internal control;
- reviews the nature and extent of any significant changes in accounting principles; and
- oversees that management has established and maintained processes reasonably calculated to ensure our compliance with all applicable law, regulations, corporate policies and other matters contained in our Code of Ethics which is available at the Corporate Information page on our website at <https://ir.pathfinderbank.com>.

The Audit Committee has established procedures for the confidential, anonymous submission by employees of concerns regarding accounting or auditing matters.

The Board of Directors has determined that Mr. Ayoub qualifies as an Audit Committee financial expert serving on the committee. Mr. Ayoub meets the criteria established by the Securities and Exchange Commission.

#### **D. ASSET/LIABILITY COMMITTEE (ALCO)**

Pathfinder Bank, the operating subsidiary of the Company has an Asset/Liability Committee. The purpose of the committee is to oversee the asset/liability, interest rate risk, liquidity, capital adequacy, funds management and investment functions of the Bank. Members in 2021 consisted of Directors Stemple, Ayoub, Burritt, Funicello, Gagas and Sharkey. The committee met four times in 2021, each time being assisted by a professional consultant in ALCO matters.

#### **E. EXECUTIVE/LOAN COMMITTEE**

Pathfinder Bank’s most significant asset is its loan portfolio. The loan portfolio produces most of the Bank’s revenue but also exposes the Bank to credit and interest rate risk. The Executive/Loan Committee is primarily responsible for monitoring this asset. All of the board of directors are members of the committee. The committee meets generally every other week to respond to customer demands. In addition, the Executive Loan Committee has the authority to make some decisions on behalf of the whole Board when expediency is required.

#### **F. OTHER COMMITTEES**

Pathfinder Bank and the Company have a number of other standing and adhoc committees such as Strategic Planning, Facilities and Technology Steering, etc. Board members are encouraged to, and do, attend various committee meetings even if they are not official members in order to get a broader understanding of Bank operations and to give Bank management the benefit of their experience.

### **IV. COMPENSATION DISCLOSURES**

#### **A. EXECUTIVE COMPENSATION**

As a smaller reporting company, we are not required to include a Compensation Discussion and Analysis (“CD&A”) under Item 402(b) of Regulation S-K. Nevertheless, we do want our shareholders to understand our compensation policies and procedures so we incorporate many, but not all, of the required disclosures of a full CD&A.

***Our Compensation Philosophy.*** The Company’s ability to attract and retain talented employees and executives with skills and experience is essential to providing value to its shareholders. The Company seeks to provide fair and competitive compensation to its employees (including the Named Executive Officers described below) by providing the type and amount of compensation consistent with our peers. We also seek to drive performance through short-term incentive compensation and to align our executives’ interest with shareholders with appropriate equity awards.



**Compensation Best Practices.** Our compensation program is designed to retain and reward our Named Executive Officers by aligning their compensation with short-term and long-term performance. Toward that end, we use the following compensation best practices:

- Our cash-based bonus payments are tied to both financial and non-financial performance measures and are subject to a “clawback” policy, providing for the partial or total return of the cash bonus in the event of a restatement of our financial statements which makes the performance measures no longer valid;
- No tax “gross ups” are included in any employment related agreements;
- Our perquisites and personal benefits are limited to those that support a documented business purpose;
- Our change in control provisions in the Company’s employment and other agreements with its Named Executive Officers provide for payment only upon termination of employment or job diminishment in connection with a change in control (also called “double trigger” event);
- We use appropriate peer groups when establishing compensation; and
- We balance short and long-term incentives.

**Compensation Program Elements.** The Compensation Committee, with the assistance of our consultants, when engaged, has incorporated the following elements into the corporate program to meet the documented corporate philosophy:

- Cash based salary and employment benefits that are competitive with our peers;
- Cash based bonus, directly linking pay to both Company and individual performance;
- An equity plan designed to align the executives’ interest with the Company’s shareholders in achieving long-term performance;
- A qualified 401(k) plan allowing executives to defer “pre-tax” earnings toward retirement;
- An employee stock ownership plan rewarding long-term service to the Company;
- A defined contribution supplemental executive retirement plan (“SERP”) rewarding long-term service to the Company for certain members of senior management;
- An executive non-qualified deferred compensation plan allowing executives to defer income for retirement purposes;
- Insurance programs designed to replace income in the event of sickness, accident or death; and
- Limited perquisites based on demonstrated business purpose.

**Role of the Compensation Committee and Consultants.** The Committee annually reviews the performance of the CEO and other executive officers and recommends to the Board of Directors changes to base compensation, as well as the amount of any bonus to be awarded. In determining the compensation of an officer, the Committee and the Board of Directors take into account individual performance, performance of the Company and information regarding compensation paid to executives of peer group institutions performing similar duties. The CEO recommends to the Compensation Committee, compensation arrangements for the Executive Vice Presidents and Senior Vice Presidents. He does not recommend compensation arrangements for himself or Board members.

While the Compensation Committee and the Board of Directors do not use strict numerical formulas to determine changes in compensation for the CEO, Executive Vice Presidents and Senior Vice Presidents, and while they weigh a variety of different factors in their deliberations, both company-wide and individually-based performance objectives are used in determining the compensation of the CEO, Executive Vice Presidents and Senior Vice Presidents. Company-wide performance objectives emphasize earnings, profitability, earnings contribution to capital, capital strength, asset quality, and return on equity which are customarily used by similarly-situated financial institutions in measuring performance. Individually-based performance objectives include non-quantitative factors considered by the Compensation Committee and the Board of Directors such as general management oversight of the Company, the quality of communication with the Board of Directors, the productivity of employees and execution of the Bank’s Strategic Plan. Finally, the Compensation Committee and the Board of Directors considers the standing of the Company with customers and the community, as evidenced by customer and community complaints and compliments.

Generally, the Company retains a compensation consultant triannually coincident with our “Say-on-Pay” vote. Accordingly, in late 2020, the Compensation Committee retained the services of McLagan Partners, Inc. (McLagan) as its independent compensation advisor. McLagan’s report benchmarked senior executive pay, including our Named Executive Officers, against the same pay of the same officers of our peers in the following areas: base salary; annual short-term incentives and long-term incentive compensation. Survey data was also available to supplement the public disclosures of our peers. Since we will have our next “Say-on-Pay” vote in 2024, a compensation consultant will be retained in 2023.

## B. COMPENSATION OF OUR NAMED EXECUTIVE OFFICERS

**Summary Compensation Table.** The following table shows the compensation of Thomas W. Schneider, our principal executive officer, and the two other most highly compensated executive officers (“Named Executive Officers”) that received total compensation of \$100,000 or more during the past fiscal year for services to Pathfinder Bancorp, Inc. or any of its subsidiaries. The table includes the compensation awarded, paid to, or earned by, our Named Executive Officers during the years ended December 31, 2021 and 2020, respectively.

Name and Principal Position	Year	Salary	Bonus (\$) <sup>(1)</sup>	Stock Options (\$)	Restricted Stock Units (\$)	Non-Qualified Deferred Compensation Earnings (\$) <sup>(2)</sup>	All Other Compensation (\$) <sup>(3)</sup>	Total (\$)
Thomas W. Schneider	2021	360,350	130,147	—	—	—	659,942	1,150,439
President and Chief Executive Officer	2020	360,350	67,081	—	—	6,555	130,120	564,106
James A. Dowd	2021	219,300	54,540	—	—	10,867	87,404	372,111
Executive Vice President Chief Operating Officer	2020	210,000	33,996	—	—	8,348	84,767	337,111
Ronald Tascarella	2021	219,300	53,452	—	—	3,541	61,189	337,482
Executive Vice President Chief Banking Officer	2020	210,000	35,700	—	—	2,523	56,397	304,620

- (1) Current year performance-based bonus awards were paid during March 2022.
- (2) The non-qualified deferred compensation earnings represents the above market or preferential earnings on compensation that was deferred by each Named Executive Officer.
- (3) The amounts listed in the “All Other Compensation” column consist of the following for each Named Executive Officer for the year ended December 31, 2021:

Named Executive	Year	Employee Savings Plan Company Contribution (\$)	Automobile Expense Reimbursement (\$)	Club Dues (\$)	Life Insurance Premium (\$)	ESOP Allocation <sup>(2)</sup> (\$)	Supplemental Executive Retirement Plan (\$)	Early Payment of Executive Deferred and Supplemental Executive Retirement Plans <sup>(1)</sup> (\$)	Total (\$)
Thomas W. Schneider	2021	23,762	21,112	5,860	76	15,900	22,232	571,000	659,942
James A. Dowd	2021	17,874	21,601	—	76	14,955	32,898	—	87,404
Ronald Tascarella	2021	15,056	—	—	76	13,159	32,898	—	61,189

- (1) Represents the complete withdrawal of Mr. Schneider’s entire account balance under each of the Supplemental Executive Retirement Plan (“SERP”) and the Executive Deferred Compensation Plan due to an unforeseeable emergency.
- (2) The ESOP value is calculated based on the Company’s stock price of \$17.17 per share as of December 31, 2021.

**Employment Agreement.** The Company and its operating subsidiary, Pathfinder Bank, entered into an employment agreement with Thomas W. Schneider. The agreement has an initial term of three years. Unless notice of non-renewal is provided, the agreement renews annually. The agreement provides for the payment of a base salary, which will be reviewed at least annually, and which may be increased. Under the agreement, the 2022 base salary for Mr. Schneider is \$360,350. In addition to the base salary, the agreement provides for, among other things, participation in employee and welfare benefit plans and incentive compensation and bonus plans applicable to senior executive employees, and reimbursement of business expenses.



Mr. Schneider is entitled to severance payments and benefits in the event of termination of employment under specified circumstances. In the event his employment is terminated for reasons other than for cause, disability or retirement, or in the event he resigns during the term of the agreement following:

- the failure to elect or re-elect or to appoint or re-appoint him to his executive position;
- the failure to nominate him to be elected or re-elected as a director of the Bank or the Company;
- a material change in his functions, duties, or responsibilities, which change would cause his position to become one of lesser responsibility, importance or scope;
- the liquidation or dissolution of the Company or the Bank, other than liquidations or dissolutions that are caused by reorganizations that do not affect his status;
- a relocation of his principal place of employment by more than 30 miles from its location as of the date of the agreements or;
- a material breach of the agreements by the Company or the Bank.

Mr. Schneider will be entitled to a severance payment equal to three times the sum of his base salary and the highest rate of bonus awarded to him during the prior three years, payable as a single cash lump sum distribution within 30 days following his date of termination. In addition, the Company or the Bank will continue to provide him with continued life insurance and non-taxable medical and dental coverage for 36 months.

If he voluntarily resigns from his employment with the Company and the Bank, (without the occurrence of the specified circumstances listed above) the Board will have the discretion to provide severance pay to him, provided, however, that such amount does not exceed three times the average of the executive's three preceding years' base salary, including bonuses, any other cash compensation paid during such years, and the amount of contributions made on behalf of him to any employee benefit plans maintained by the Company or the Bank during such years.

Upon the occurrence of a change in control of the Company or the Bank followed by the Mr. Schneider's termination of employment for any reason, other than for cause, he will be entitled to receive a single cash lump distribution equal to 2.99 times his average base salary over the previous five years, including bonuses, any other cash compensation paid to him during such years, and the amount of contributions made on behalf of him to any employee benefit plans maintained by the Company or the Bank during such years. In addition, the Company or the Bank will continue to provide him with continued life insurance and non-taxable medical and dental coverage for 36 months. In the event payments made to him include an "excess parachute payment," as defined in Section 280G of the Internal Revenue Code, the payment will be reduced by the minimum dollar amount necessary to avoid this result. Should he become disabled, he would be entitled to receive his base salary for one year, where the payment of base salary will commence within 30 days from the date he is determined to be disabled, and will be payable in equal monthly installments.

Upon his voluntary resignation from employment (without the occurrence of the specified circumstances listed above) he agrees not to compete with the Company or the Bank for one year following his resignation.

***Change of Control Agreements.*** The Company and Pathfinder Bank have entered into Change of Control Agreements with James A. Dowd and Ronald Tascarella which provide certain benefits to them should they be "dismissed" from employment within a twelve-month period following a change of control of the Company or the Bank. Although "dismissal" does not include a termination for cause or voluntary termination, it does include the executive's resignation as a result of:

- a material change in the executive's functional duties or responsibilities which would cause the executive's position to become one of lesser responsibility, importance of scope;
- a relocation of the executive's principal place of employment by more than 30 miles from its location as of the date of the agreement, or
- a material reduction in the benefits to the executive as of the date of the agreement.

In the event of such dismissal, the executive, or his beneficiary should he die subsequent to the dismissal, is entitled to a lump sum payment equal to two times the executive's most recent annual base salary plus bonuses and any other cash compensation paid to the executive within the most recent twelve (12) month period. The executive is also entitled to continued life, medical

and dental coverage for a period of twenty-four (24) months subsequent to the dismissal, and will become fully vested in any stock option plans, deferred compensation plans, or restricted stock plans in which he participates.

**Defined Contribution Supplemental Retirement Income Agreements.** The Bank adopted a Supplemental Executive Retirement Plan (the “SERP”), effective January 1, 2014. The SERP benefits certain key senior executives of the Bank who are selected by the Board to participate, including our Named Executive Officers. The SERP is intended to provide a benefit from the Bank upon retirement, death, disability or voluntary or involuntary termination of service (other than “for cause”), subject to the requirements of Section 409A of the Internal Revenue Code. Accordingly, the SERP obligates the Bank to make a contribution to each executive’s account on the last business day of each calendar year. In addition, the Bank may, but is not required to, make additional discretionary contributions to the executive’s accounts from time to time. All executives currently participating in the SERP are fully vested in the Bank’s contribution to the plan. In the event the executive is terminated involuntarily or resigns for good reason within 24 months following a change in control, the Bank is required to make additional annual contributions equal to the lesser of the contributions required for: (1) three years or (2) the number of years remaining until the executive’s benefit age, subject to potential reduction to avoid an excess parachute payment under Code Section 280G. In the event of the executive’s death, disability or termination within 24 months after a change in control, the executive’s account will be paid in a lump sum to the executive or his beneficiary, as applicable. In the event the executive is entitled to a benefit from the SERP due to retirement or other termination of employment, the benefit will be paid either in a lump sum or in monthly installments for 10 years as detailed in the executive’s participant agreement. In 2021, Thomas W. Schneider received a withdrawal of his entire account balance under the SERP due to an unforeseeable emergency. Following the withdrawal, Mr. Schneider will no longer be a participant in the SERP.

**Executive Deferred Compensation Plan.** Pathfinder Bank maintains an Executive Deferred Compensation Plan for a select group of management employees. A participant in the plan is eligible to defer, on a monthly basis, a percentage of compensation received from the Bank, up to \$750. The participant’s deferred compensation will be held by the Bank subject to the claims of the Bank’s creditors in the event of the Bank’s insolvency.

Upon the earlier of the date on which the participant terminates employment with the Bank or attains his or her benefit age (as designated by the participant upon joining the plan), the participant will be entitled to his or her deferred compensation benefit, which will commence on the date the participant attains his or her elected benefit age and will be payable in monthly installments for 10 years. In the event of a change in control of the Company or the Bank followed by the participant’s termination of employment within 36 months thereafter, the participant will receive a deferred compensation benefit calculated as if the participant had made elective deferrals through his or her benefit age. Such benefit will commence on the date the participant attains his or her benefit age and will be payable in monthly installments for 10 years. If the participant dies after commencement of payment of the deferred compensation benefit, the Bank will pay the participant’s beneficiary the remaining payments that were due.

In the event the participant becomes disabled, the participant will be entitled to receive the deferred compensation benefit as of the participant’s date of disability. Such benefit will commence within 30 days following the date on which the participant is disabled and will be payable in monthly installments for 10 years. If the participant dies prior to the commencement of payment of the deferred compensation benefit, the participant’s beneficiary will be entitled to receive a survivor benefit.

In 2021, Thomas W. Schneider received a withdrawal of his entire account balance under the Executive Deferred Compensation Plan due to an unforeseeable emergency. Following the withdrawal, Mr. Schneider will no longer be a participant in the Executive Deferred Compensation Plan in 2022. The only Named Executive Officers remaining in the Executive Deferred Compensation Plan are James A. Dowd and Ronald Tascarella.

**2016 Equity Incentive Plan.** The Pathfinder Bancorp, Inc. 2016 Equity Incentive Plan (the “2016 Equity Incentive Plan”) was approved at our 2016 Annual Meeting. The 2016 Equity Incentive Plan authorized the issuance of up to 263,605 shares of common stock pursuant to grants of stock option awards to our senior executive officers and outside directors. The options that were granted to executives vest over seven years (14.3% per year for each year of the participant’s service), have an exercise price of \$11.35, (the market price on the date of the grant) and an exercise period of 10 years from the date of the grant, May 6, 2016. All of the options authorized under this plan have been granted.

The 2016 Equity Incentive Plan also authorizes the issuance of 105,442 shares of common stock pursuant to grants of restricted stock units to our senior executive officers, directors, key management and other officers. The restricted stock units granted to senior executive officers vest over seven years (14.3% per year for each year of the participant’s service). Restricted stock units granted to all other officers vest over five years or three years.

**Outstanding Equity Awards at Year-End.** The following table sets forth information with respect to our outstanding equity awards as of December 31, 2021 for the Named Executive Officers under our 2016 Equity Incentive Plan.

Outstanding Equity Awards at Fiscal Year-End							Restricted Shares	
Options Awards								
	Grant Date <sup>(1)</sup>	Number of securities underlying unexercised options exercisable	Number of securities underlying unexercised options unexercisable	Option exercise price	Option expiration date	Number of shares or units of stock that have not vested <sup>(2)</sup>	Market value of shares or units of stock that have not vested <sup>(3)</sup>	
Name		(#)	(#)	(\$)		(#)	(\$)	
Thomas W. Schneider	5/6/2016	18,830	7,531	11.35	05/06/26	4,518	77,574	
James A. Dowd	5/6/2016	11,295	4,521	11.35	05/06/26	2,108	36,194	
Ronald Tascarella	5/6/2016	11,295	4,521	11.35	05/06/26	2,108	36,194	

- (1) The stock options granted in May 2016, with an option price of \$11.35, vest ratably over seven years, with an expiration date ten years from the date of the grant, or May 2026.
- (2) The restricted stock awards were granted in May 2016 and vest ratably over seven years on each anniversary of the grant date.
- (3) Reflects the per share value of the restricted stock units as of December 31, 2021 of \$17.17.

**Defined Benefit Plan.** Pathfinder Bank maintains a tax-qualified noncontributory defined benefit plan (“Retirement Plan”). The Company “froze” the Retirement Plan effective June 30, 2012 (“Plan Freeze Date”). After the Plan Freeze Date, no employee is permitted to commence or recommence participation in the Plan and no further benefits accrue to any plan participants. Employment service after the Plan Freeze Date does continue to be recognized for vesting purposes, however. Prior to the Plan Freeze Date, all salaried employees age 21 or older who worked for the Bank for at least one year and were credited with 1,000 or more hours of employment during the year were eligible to accrue benefits under the Retirement Plan.

At the normal retirement age of 65, the Retirement Plan is designed to provide a life annuity. The retirement benefit provided is equal to 1.5% of a participant’s average monthly compensation for periods after May 1, 2004, through the plan freeze date described above and 2.0% of the participant’s average monthly compensation for credited service prior to May 1, 2004 based on the average of the three consecutive years during the last 10 years of employment which provides the highest monthly average compensation multiplied by the participant’s years of credited service (not to exceed 30 years) to the normal retirement date. Retirement benefits also are payable upon retirement due to early and late retirement. Benefits also are paid from the Retirement Plan upon a Participant’s disability or death. A reduced benefit is payable upon early retirement at or after age 60. Upon termination of employment other than as specified above, a participant who was employed by the Bank for a minimum of five years is eligible to receive his or her accrued benefit reduced for early retirement or a deferred retirement benefit commencing on such participant’s normal retirement date. Benefits are payable in various annuity forms. On December 31, 2021, the market value of the Retirement Plan trust fund was approximately \$20.5 million. The Company made no contribution to the defined benefit pension plan during 2021.

**Employee Savings Plan.** Pathfinder Bank maintains an Employee Savings Plan which is a profit-sharing plan with a “cash or deferred” feature that is tax-qualified under Section 401(k) of the Internal Revenue Code (the “401(k) Plan”). All employees who have attained age 21 and have completed 90 days of employment during which they worked at least 1,000 hours are eligible to participate.

Participants may elect to defer a percentage of their compensation each year instead of receiving that amount in cash, in an amount up to 75% of their compensation to the 401(k) Plan, provided that the amount deferred did not exceed \$19,500 for 2021. In addition, for participants who are age 50 or older by the end of any taxable year, the participant may elect to defer additional amounts (called “catch-up contributions”) to the 401(k) Plan. The “catch-up contributions” may be made regardless of any other limitations on the amount that a participant may defer to the 401(k) Plan. The maximum “catch-up contribution” that a participant could make in 2021 was \$6,500. For these purposes, “compensation” includes total compensation (including salary reduction contributions made under the 401(k) Plan or the flexible benefits plan sponsored by the Bank), but not in excess of \$290,000 for 2021. The Bank generally provides a match of 100% of the first 3% of the participating employees

salary, plus 50% of the next 3% of the participating employees salary. All employee contributions and earnings thereon are fully and immediately vested. Employer matching contributions vest at the rate of 20% per year beginning at the end of a participant's first year of service with the Bank until a participant is 100% vested after five years of service. Participants also will vest in employer matching contributions when they reach the normal retirement age of 65 or later, or upon death or disability regardless of years of service. To partially offset the impact on employees due to the Retirement Plan freeze discussed above, the Company, on January 1, 2013, began making a 3% safe harbor contribution to all eligible participants in addition to the match contributions described above. The employer safe harbor contribution is fully vested at all times.

For the plan year ended December 31, 2021, the Bank made a matching contribution in the amount of \$414,000 to the 401(k) Plan. In addition, the Company made a safe harbor contribution in the amount of \$314,000 for the 2021 plan year.

**Employee Stock Ownership Plan.** Pathfinder Bank maintains an employee stock ownership plan ("ESOP"). Employees who are at least 21 years old with at least one year of employment with the Bank are eligible to participate. On April 6, 2011, the ESOP acquired 125,000 shares of common stock to replenish its ability to make stock contributions to participants' accounts. The shares were acquired pursuant to a loan obtained from a third-party lender. In connection with the second step conversion and offering, the ESOP purchased an additional 105,442 shares, which equaled 4% of the shares issued in the offering. In connection with such purchase, the ESOP borrowed sufficient funds from the Company to both refinance the remaining outstanding balance on the third-party loan and purchase the additional shares. The Bank makes annual contributions to the ESOP which contributions are used by the ESOP to repay the ESOP loan.

Benefits under the ESOP become vested in an ESOP participant at the rate of 20% per year, starting upon an employee's completion of one year of credited service, and will be fully vested upon completion of five years of credited service. Participants' interest in their account under the ESOP will also fully vest in the event of termination of service due to their normal retirement, death, disability, or upon a change in control (as defined in the plan). Vested benefits will be payable generally upon the participants' termination of employment with the Bank and will be paid in the form of common stock, or to the extent participants' accounts contain cash, benefits will be paid in cash. However, participants have the right to elect to receive their benefits entirely in the form of cash or common stock, or a combination of both.

### C. DIRECTORS' COMPENSATION

Each non-employee director receives an annual retainer of \$20,000, a meeting fee of \$800 for each Board meeting attended and \$600 for each committee meeting attended, except for Executive Loan Committee fees which are \$300 per meeting. The Board Chair receives an additional retainer of \$10,100. The Audit Committee Chairman receives an additional retainer of \$4,100 and the chairman of all other committees receives an additional \$100 for each committee meeting in which they serve in the capacity of committee chairman. Employee directors do not receive any fees. We paid a total of \$373,491 in director fees during the year ended December 31, 2021, which included \$44,400 in fees paid to George P. Joyce, Retired Director, who retired from Pathfinder Bancorp, Inc.'s Board of Directors, but continues to serve on Pathfinder Bank's Board of Directors.

Set forth below is director compensation for each of our non-employee directors for the year ended December 31, 2021.

Name	Year	Fees earned or paid in cash (\$)	Non-qualified deferred compensation earnings <sup>(1)</sup> (\$)	All Other Compensation <sup>(2)</sup> (\$)	Total (\$)
David A. Ayoub <sup>(3)</sup>	2021	45,391	11,744	—	57,135
William A. Barclay <sup>(4)</sup>	2021	39,400	6,855	—	46,255
Chris R. Burritt <sup>(5)</sup>	2021	60,100	29,454	—	89,554
John P. Funicello <sup>(6)</sup>	2021	33,500	11,744	—	45,244
Adam C. Gagas <sup>(7)</sup>	2021	35,300	—	—	35,300
George P. Joyce <sup>(8)</sup>	2021	44,400	—	—	44,400
Melanie Littlejohn <sup>(9)(9)</sup>	2021	36,400	—	—	36,400
John F. Sharkey	2021	43,600	7,264	—	50,864
Lloyd "Buddy" Stemple	2021	35,400	18,352	—	53,752

- (1) The non-qualified deferred compensation earnings represent the above market or preferential earnings on compensation that was deferred by each director to the Trustee Deferred Fee Plan.
- (2) No director received perquisites and any other personal benefits that exceeded, in the aggregate, \$10,000.
- (3) Mr. Ayoub has 17,023 outstanding stock options.
- (4) Mr. Barclay has 8,787 outstanding stock options.

- (5) Mr. Burritt has 8,787 outstanding stock options.
- (6) Mr. Funicello has 8,787 outstanding stock options.
- (7) Mr. Gagas has 17,023 outstanding stock options.
- (8) Mr. Joyce retired from the Board of Pathfinder Bancorp, Inc. on June 4, 2021. He continues to serve as a Director on the Board of Pathfinder Bank.
- (9) Ms. Littlejohn has 8,787 outstanding stock options.

Director fees are reviewed annually by the Compensation Committee for recommendation to the Board of Directors. The Committee reviews relevant peer group data similar to that used in the executive compensation review. The Committee believes that an appropriate compensation is critical to attracting, retaining and motivating directors who have the qualities necessary to direct the Company.

**Trustee (Director) Deferred Fee Plan.** Pathfinder Bank maintains the Trustee Deferred Fee Plan for members of the Boards of Directors of Pathfinder Bank and the Company. A participant in the plan is eligible to defer, on a monthly basis, up to the lesser of (i) \$2,000 or (ii) 100% of the monthly fees the participant would be entitled to receive each month. The participant's deferred fees will be held by the Bank subject to the claims of the Bank's creditors in the event of the Bank's insolvency.

Upon the earlier of the date on which the participant's services are terminated or the participant attains his or her benefit age (as designated by the participant upon joining the plan), the participant will be entitled to his or her deferred compensation benefit, which will commence on the date the participant attains his or her elected benefit age and will be payable in monthly installments for 10 years. In the event of a change in control of the Company or the Bank followed by the participant's termination of services within 36 months thereafter, the participant will receive a deferred compensation benefit calculated as if the participant had made elective deferrals through his or her benefit age. Such benefit will commence on the date the participant attains his or her benefit age and will be payable in monthly installments for 10 years. If the participant dies after commencement of payment of the deferred compensation benefit, the Bank will pay the participant's beneficiary the remaining payments that were due.

In the event the participant becomes disabled, the participant will be entitled to receive the deferred compensation benefit as of the date of the participant's disability. Such benefit will commence within 30 days following the date on which the participant is determined to be disabled and will be payable in monthly installments for 10 years. If the participant dies prior to the commencement of payment of the deferred compensation benefit, the participant's beneficiary will be entitled to receive a survivor benefit.

## V. PROPOSAL 1 - ELECTION OF DIRECTORS

Our bylaws presently allow the Company to fix the number of directors. The number of directors of the Company shall be set at eleven subject to the election of the two (2) new directors at the annual shareholder meeting. Our bylaws provide that the number of directors be divided into three classes, as nearly equal in number as reasonably possible, and for approximately one third to be elected each year. Directors are generally elected to serve for a three-year period and until their respective successors shall have been elected and qualify. In order to provide for three "nearly equal" classes of Directors, Mr. Ayoub and Mr. Sharkey are both nominated for a one-year term and Adam C. Gagas, Melanie Littlejohn, Meghan Crawford-Hamlin and Eric Allyn are each nominated for three-year terms.

### A. COMPOSITION OF OUR BOARD

The table below sets forth certain information regarding the composition of the Board of Directors and Director Nominees, including the terms of office of Board members. It is intended that the proxies solicited on behalf of the Board of Directors (other than proxies in which the vote is withheld as to one or more nominees) will be voted at the Annual Meeting for the election of the nominees identified below. If the nominee is unable to serve, the shares represented by all such proxies will be voted for the election of such substitute as the Board of Directors may recommend. At this time, the Board of Directors knows of no reason why any of the nominees would be unable to serve if elected and each nominee has agreed to serve if elected. Except as indicated herein, there are no arrangements or understandings between any nominee and any other person pursuant to which such nominee was selected.

Name <sup>(1)</sup>	Age <sup>(2)</sup>	Position Held	Director Since <sup>(3)</sup>	Current Term to Expire
<b>Director Nominees For a One-Year Term</b>				
David A. Ayoub	59	Director	2012	2022
John F. Sharkey, III	64	Director	2014	2022
<b>New Nominees For a Three-Year Term</b>				
Eric Allyn	58	None	N/A	N/A
Meghan Crawford-Hamlin	32	None	N/A	N/A
<b>Director Nominees for a Three-Year Term</b>				
Adam C. Gagas	50	Director	2014	2022
Melanie Littlejohn	57	Director	2016	2022
<b>Directors Continuing in Office</b>				
William A. Barclay	53	Director	2011	2023
Chris R. Burritt	69	Chairman of the Board	1986	2023
John P. Funicello	58	Director	2011	2024
Thomas W. Schneider	60	Director, President and Chief Executive Officer	2001	2024
Lloyd "Buddy" Stemple	61	Director	2005	2024

(1) The mailing address for each person listed is 214 West First Street, Oswego, New York 13126.

(2) As of March 22, 2022.

(3) In the case of Mr. Burritt, service prior to 1995 reflects initial appointment to the Board of Trustees of the mutual predecessor to Pathfinder Bank, the Company's operating subsidiary.

The principal occupation during the past five years of each director, nominee and executive officer, as well as other relevant experience, is set forth below. All directors, nominees and executive officers have held their present positions for five years unless otherwise stated. None of our directors, nominees or executive officers have been the subject of securities litigation, regulatory enforcement or bankruptcy in the past ten years.

## B. DIRECTOR NOMINEES FOR A ONE-YEAR TERM

**David A. Ayoub** serves as Partner-in-Charge of the Tax Department at Bowers & Company CPAs, PLLC at their Syracuse location. In that capacity, Mr. Ayoub consults on corporate mergers and acquisitions and also assists start-up businesses. In addition, he oversees the firm's tax compliance, technical research, planning and consulting. Mr. Ayoub has over 30 years of accounting and taxation experience. He is a graduate of Rochester Institute of Technology with a BS in Accounting and is a Certified Public Accountant in New York State. He is also a Member of the American Institute of Certified Public Accountants, as well as the New York State Society of Certified Public Accountants. Mr. Ayoub pursues an active role in the community, previously serving on boards including Make-A-Wish Foundation of Central New York, where he was the Past Chair. Mr. Ayoub's extensive experience with corporate transactions, his organization abilities as well as his experience in business and tax, offers the Board an invaluable perspective of the Bank's business. The Board, therefore, supports his re-election for a one-year term.

**John F. Sharkey, III** is President of Universal Metal Works, a custom metal fabrication facility, in Fulton, New York, and the Managing Partner of Universal Properties, LLC. Prior to his role with Universal Metal Works, Mr. Sharkey was President of Universal Joint Sales, a heavy-duty truck parts distributor, headquartered in Syracuse, New York. During his tenure at Universal Joint Sales, the company grew to 13 locations throughout the Northeast and Florida. In 1998, Mr. Sharkey sold Universal Joint Sales to FleetPride. For three years following the sale of the company, Mr. Sharkey acted as FleetPride's Regional Vice President. Mr. Sharkey is an active member of the Central New York community, serving on boards including Center State CEO, Oswego State Economic Advisory Council and is the Finance Director of St. Anne Mother of Mary Parish. He is also a committee member of the Syracuse Chapter of Ducks Unlimited and volunteers as a pilot/crew member for Angel Flight. Mr. Sharkey's management experience and business knowledge provides a valuable resource and perspective to the Board. The Board, therefore, supports his re-election for a one-year term.

## **NEW NOMINEES FOR A THREE-YEAR TERM**

*Eric Allyn* is the former Chairman of the Board of Directors of Welch Allyn, Inc, a company owned by the Allyn Family for 100 years, and sold in the year 2015. Today, he is Managing Member of 50 State LLC, the entity that manages proceeds from the sale of Welch Allyn. In addition, Eric is Chief Investment Officer for 50 State, LLC and serves as Trustee to over 75 Family Trusts. Outside of his work with his family, Eric also serves on the Board of Health Care Originals; serves as LP Advisor to Armory Square Ventures; serves on Upstate Medical University Council; on the Board of Directors of the Allyn Family Foundation, where he has chaired the Investment Committee since 2008, and several other organizations. In addition, Eric is Founder and Managing Partner of two private Investment Funds, which he has managed since 2011. Eric is a past board member at GOJO (makers of Purell), Pharma Tech Industries, Eagle Dream Health, Hand-Held Products, The Gifford Foundation (Investment Committee Chairman), NYS Business Council, and Family Firm Institute (FFI). He also served on the Board of Directors Auburn Community Hospital (past-Chairman), the Hospital Trustees of New York State (Chairman), and Hospital Association of New York State (HANYS). Eric is a frequent speaker nationally and internationally on the topics of family business governance, family enterprises, philanthropy, and investment management. Eric is a graduate of Dartmouth College, and earned his MBA from University of Virginia (Darden School). Mr. Allyn's depth of experience in leadership, mergers and acquisitions, and capital markets, along with his prominence and philanthropic work in the Central New York market, will provide diverse experience, knowledge and opportunities for the Company's governance, business prospects and capital market reach. Therefore, the Board supports his election for a three-year term.

*Meghan Crawford-Hamlin* serves as the President of Institutional Sales at BHG Financial where she oversees the sales strategy for BHG across bank partnerships and strategic partners. Ms. Crawford-Hamlin leads a national sales team focused on growing premium revenue and enhancing the experience for clients while driving sales strategy and market development. Since joining BHG in 2015, Ms. Crawford-Hamlin has generated and serviced relationships with hundreds of community banks nationwide. She personally managed the sale of hundreds of millions of dollars of financing for highly skilled professionals to institutional buyers. Prior to joining BHG, she spent many years at the rating agency, Fitch, and also worked for the technology giant, IAC. Ms. Crawford-Hamlin is very active within the banking industry, serving as a member of many state and national bank associations such as the American Bankers Association, as well as the Independent Community Bankers Association. While holding a Bachelor of Arts from Bucknell University, Ms. Crawford-Hamlin also serves as an active member of New York Cares, American Cancer Society, and CNY Autism Society of America. Ms. Crawford-Hamlin will provide diverse perspectives into generational knowledge, marketing and sales. She has deep banking exposure, direct lending experience, and transformational knowledge in digital banking platform development and implementation. She will play a key role in developing executive strategies in new lending opportunities and in our digital banking development. Therefore, the Board supports her election for a three-year term.

## **DIRECTOR NOMINEES FOR A THREE-YEAR TERM**

*Adam C. Gagas* Adam C. Gagas is the Managing Director of Institutional Services at Rockbridge Investment Management, an SEC-registered investment advisor firm in Central New York. His prior investment advisory experience includes founding and leadership roles at Disciplined Capital Management and Breakwall Asset Management. Mr. Gagas was an analyst on teams managing multi-billion dollar portfolios at Skandia Asset Management and Principal Global Investors in New York City. He was awarded an Alfa Fellowship and completed a yearlong professional placement as an institutional investment analyst at Alfa Capital in Moscow, Russia. He is also the owner/operator of Gagas Realty Corporation, a multi-property commercial real estate holding company. In addition, he is an adjunct instructor of Corporate Finance in the SUNY Oswego School of Business. Mr. Gagas earned a BA from Hobart College with majors in Economics and Russian Studies, and an MBA with a concentration in Finance from the Leonard N. Stern School of Business at New York University. His extensive community involvement includes having served as the Chairman of the Board of Oswego Health, past chair of that organization's Audit and Investment committees, and as a member of the Executive committee. He is the former President of the Oswego Health Foundation and a current board member of Oswego's historic Riverside Cemetery. Mr. Gagas' expertise in finance, particularly of public companies, provides us with valuable insight. The Board, therefore, supports his re-election for a three-year term.

**Melanie Littlejohn** serves as the Vice President for New York Customer and Community Management at National Grid. (NYSE: NGG), a natural gas and electricity provider, where she is responsible for leading stakeholder management statewide to ensure processes, planning and best practices are delivered consistently to National Grid's New York customers. Ms. Littlejohn joined the company (then Niagara Mohawk) in April of 1994 as the Director of Inclusion & Diversity-US Operations. Prior to her current position, she was Director of Customer and Community Management for Central New York. Before joining Niagara Mohawk, Ms. Littlejohn was the Executive Director of Urban League Onondaga County. Before joining the Urban League, she was the Manager of International Client Services for Banker's Trust Company in the Wall Street District. Ms. Littlejohn obtained a Bachelor of Arts Degree in Liberal Arts from the State University of New York at Stony Brook and a Master's Degree in Business Administration from Syracuse University's Whitman School of Management. In addition, she was selected to participate in National Grid's Developing Future Business Leader's program administered by the London Center for High Performance. She resides in Syracuse, New York. Ms. Littlejohn pursues an active role in the community, currently serving as the Trustee/Officer of Onondaga Community College, Business Advisory Council for the Federal Reserve Bank of New York, Chair-Board of Directors of CenterState CEO, Board of Directors of the Business Council of New York and SUNY Morrisville Business School Council of Advisor's. Ms. Littlejohn's experience in working with a large public company provides us with valuable market perspective. The Board, therefore, supports her re-election for a three-year term.

**THE BOARD OF DIRECTORS UNANIMOUSLY RECOMMENDS A VOTE "FOR" EACH NOMINEE.**

### **C. CONTINUING DIRECTORS**

**William A. Barclay** is a graduate of St. Lawrence University and Syracuse University College of Law. An attorney and businessman, Mr. Barclay is a partner in the Syracuse law firm of Barclay Damon, LLP, where he specializes in business law. Mr. Barclay has served on several community organizations throughout his career including the SUNY Oswego College Council, the Rosamond Gifford Zoo at Burnet Park, the Everson Museum of Art, and Northern Oswego County Health Services, Inc. Mr. Barclay currently serves on the Boards of Countryway Insurance Company and Douglaston Manor, Inc. Mr. Barclay also is the New York State Assemblyman for the 120th District, which includes parts of Oswego, Onondaga and Jefferson counties. In 2020, Mr. Barclay was unanimously elected by his colleagues to serve as Minority Leader in N.Y.S. Assembly. Mr. Barclay's in-depth knowledge of economic development and the law provides the Board with a unique and valuable perspective into economic development and legal issues.

**Chris R. Burritt** is the former President and General Manager of R.M. Burritt Motors, Inc., an automobile dealership located in Oswego, New York. Mr. Burritt was elected Chairman of the Board effective January 1, 2014. In addition to his prior long-term ownership and management of his well-known local business, Mr. Burritt is active in community affairs. He presently serves on the Finance/Operations Committee of the Oswego Hospital. Mr. Burritt also serves as Director of the NYS Automobile Dealers Association in Albany, NY. Mr. Burritt is also a Certified Instructor/Coordinator for Financial Peace University and teaches several nine week classes each year. Additionally, Mr. Burritt is a member of the Men's Mentor Ministry where he serves as an advisor to men in need of financial counseling. Mr. Burritt's experience operating a local business and substantial ties to the communities served by the Bank provides the Board with valuable insight into managing and overseeing a business.

**John P. Funicello** is a licensed real estate broker and developer who owns and operates JF Real Estate in Syracuse, NY. Mr. Funicello began his career in real estate in 1986 as a commercial real estate agent and founded JF Real Estate in 1992. JF Real Estate represents both owners and users of real estate, providing a wide array of skills and services that include brokerage, development, tenant and owner representation, site selection, space planning, building management, and much more. Currently, JF Real Estate represents approximately three million square feet of commercial and residential real estate in the Central New York Region. Mr. Funicello is a graduate of the State University of New York at Cortland with a degree in Economics and a concentration in Business. He is an active member in the Syracuse community and has served on the Boards of Children's Consortium and the Samaritan Center. He currently sits on the Board at the North West YMCA. Mr. Funicello was recognized by the Central New York Business Journal's Forty Under 40, an honor given to Onondaga County business leaders under the age of 40. Mr. Funicello's extensive real estate experience and knowledge of the local real estate market, as well as his insight into managing and overseeing a business, brings valuable expertise to the Board.



**Thomas W. Schneider** has been employed by the Bank since 1988. Mr. Schneider is the President and Chief Executive Officer of the Company and the Bank. Prior to his appointment as President in 2000, Mr. Schneider was the Executive Vice President and Chief Financial Officer of the Company and the Bank. Mr. Schneider is a member of the board of directors the Company and the Bank. Mr. Schneider provides the Board with extensive knowledge of our customers and lending markets. Mr. Schneider recently concluded his Chairmanship of the New York State Bankers Association and he is, therefore, well respected by his peers.

**Lloyd “Buddy” Stemple** is the Chief Executive Officer of Constellium Rolled Products in Ravenswood, West Virginia, a global supplier of rolled aluminum to the Aerospace and Transportation materials industries (NYSE: CSTM). Prior to his present position, Mr. Stemple was the Chief Executive Officer of Oman Aluminum Rolling Company. The Oman Aluminum Rolling Company is a venture supported by the government of Oman which started commercial production of rolled aluminum in late 2013. Prior to his work in Oman, he was the Vice-President and General Manager of Novelis Specialty Products, Novelis Inc., which has manufacturing locations in Oswego, New York, Kingston, Ontario, Canada; and sales offices in Cleveland, Ohio and Detroit, Michigan. He is also a member of the Compensation Committee of SECAT. Mr. Stemple currently serves as Chairman of the Board for the Aluminum Association. Mr. Stemple also served as a Board and Executive Committee member of the Aluminum Association in Washington, DC. The Association promotes the use of aluminum and all matters impacting the industry. Mr. Stemple has an Engineering Degree, an MBA and a Masters Degree in International Management from McGill University and a Diploma from INSEAD in France. Mr. Stemple’s varied experience in management, strategic planning, human resources, and financial accountability of publicly traded companies is a valuable asset to our Board.

#### **D. EXECUTIVE OFFICERS WHO ARE NOT DIRECTORS**

**James A. Dowd, CPA, age 54**, has been employed by the Bank since 1994 and presently serves as the Executive Vice President and Chief Operating Officer of the Company and the Bank. Mr. Dowd served as Chief Financial Officer from 2000 until January 22, 2019. Mr. Dowd is responsible for branch administration, marketing and facilities departments.

**Ronald Tascarella, age 63**, serves as Executive Vice President and Chief Banking Officer of the Company and the Bank. Prior to joining us in 2006, he was Senior Vice President of Oswego County National Bank. Mr. Tascarella is responsible for the Bank’s lending and commercial deposit operations.

**Daniel R. Phillips, age 57** has been employed by the Bank since 1999 and presently serves as Senior Vice President and Chief Information Officer of the Company and the Bank. Prior to joining us in 1999, he was Assistant Vice President of Community Bank. Mr. Phillips is responsible for electronic delivery channels, information security and technology platforms.

**Calvin L. Corriders, age 59**, has been employed by the Bank since 2012 and presently serves as Regional President of Pathfinder Bank’s Syracuse Market and Human Resource Director. Prior to joining us, he was a Senior Commercial Loan Officer of Beacon Federal Credit Union. Mr. Corriders is responsible for managing and engaging the Bank’s presence in the Syracuse Market and overseeing the Human Resources Department.

**Walter F. Rusnak, age 68**, has been employed by the Bank since 2015 as First Vice President of Finance and Accounting and was appointed as Senior Vice President and Chief Financial Officer effective January 23, 2019. Mr. Rusnak is responsible for the treasury, finance and accounting functions of the Company. Immediately prior to joining us in 2015, Mr. Rusnak was an advisory board member and founding principal of Ovitz Corporation.

**Will O’Brien, age 56**, has been employed by the Bank since 1999. During his tenure, Mr. O’Brien has held various positions in the Bank including branch manager and commercial lender. Mr. O’Brien most recently served as First Vice President of Credit Administration and was just recently appointed as Senior Vice President Chief Risk Officer and Corporate Secretary. Mr. O’Brien is responsible for overseeing the Enterprise Risk Management program, as well as Loss Mitigation, Compliance, BSA/AML and Security functions.

#### **VI. PROPOSAL 2 -RATIFICATION OF APPOINTMENT OF AUDITORS**

The Audit Committee has approved the engagement of Bonadio & Co., LLP to be our independent registered public accounting firm for 2022. At the Annual Meeting, shareholders will consider and vote on the ratification of the engagement of Bonadio & Co., LLP, for the year ending December 31, 2022. A representative of Bonadio & Co., LLP is expected to attend the Annual

Meeting to respond to appropriate questions and to make a statement if he or she so desires. Information regarding our engagement of Bonadio & Co., LLP is set forth below.

In order to ratify the selection of Bonadio & Co., LLP, as our independent registered public accounting firm for 2022, the proposal must receive at least a majority of the votes cast, either at the Annual Meeting or by proxy, in favor of such ratification.

**THE AUDIT COMMITTEE AND BOARD OF DIRECTORS RECOMMENDS A VOTE “FOR” THE RATIFICATION OF THE APPOINTMENT OF BONADIO & CO., LLP AS OUR AUDITORS FOR 2022.**

**A. AUDIT AND RELATED FEES FOR 2021 AND 2020**

**Our Auditors for 2021 and 2020 were Bonadio & Co., LLP.**

*Audit Fees*

Bonadio & Co., LLP billed us a total of \$188,024 and \$270,942 in 2021 and 2020, respectively, for the audit of our 2021 and 2020 annual consolidated financial statements, the audit of our internal control over financial reporting for 2021, review of our Annual Report on Form 10-K, review of consolidated financial statements included in Forms 10-Q, and services normally provided in connection with statutory and regulatory filings, including out-of-pocket expenses.

*Audit-related fees*

Bonadio & Co., LLP billed us a total of \$46,150 and \$43,933 for 2021 and 2020, respectively, for audit-related fees, which included professional services rendered for the three annual audits of the Company’s employee benefit plans.

*Recurring and non-recurring tax services*

Bonadio & Co., LLP billed us a total of \$37,250 and \$80,150 in 2021 and 2020, respectively, for tax fees which included the preparation of state and federal tax returns, calculation of the quarterly tax estimates, and other tax-related consulting. Recurring and non-recurring tax services included assistance in connection with the New York State Franchise tax examination.

*All Other Fees*

Bonadio & Co., LLP billed us a total of \$0 for 2021 and 2020, respectively, for all other fees.

***Policy On Audit Committee Pre-Approval Of Audit And Non-Audit Services Of The Independent Registered Public Accounting Firm***

The Audit Committee’s policy is to pre-approve all audit and non-audit services provided by the Auditors. These services may include audit services, audit-related services, tax services and other services. Pre-approval is generally provided for up to one year and any pre-approval is detailed as to particular service or category of services and is generally subject to a specific budget. The Audit Committee has delegated pre-approval authority to its Chairman when expedition of services is necessary. The Auditors and management are required to periodically report to the full Audit Committee regarding the extent of services provided by the Auditors in accordance with this pre-approval, and the fees for the services performed to date. All of the non-audit fees incurred in 2021 and 2020 were preapproved pursuant to our policy.

The Audit Committee considered whether the provision of non-audit services was compatible with maintaining the independence of its Auditors. The Audit Committee concluded that performing such services in 2021 did not affect the auditors’ independence in performing their function as independent registered public accounting firm.

**B. AUDIT COMMITTEE REPORT**

In accordance with rules established by the SEC, the Audit Committee has prepared the following report for inclusion in this proxy statement:

As part of its ongoing activities, the Audit Committee has:

- Reviewed and discussed with management our audited consolidated financial statements for the year ended December 31, 2021;
- Discussed with the independent registered public accounting firm the matters required to be discussed by the applicable requirements of the Public Company Oversight Board and the SEC;
- Received the written disclosures and the letter from the independent registered public accounting firm required by applicable requirements of the Public Company Accounting Oversight Board regarding the independent registered public accounting firm's communications with the audit committees concerning independence, and has discussed with the independent registered public accounting firm their independence; and
- Considered the compatibility of non-audit services described above with maintaining auditor independence.

Based on the review and discussions referred to above, the Audit Committee recommended to the Board of Directors that the audited consolidated financial statements be included in our Annual Report on Form 10-K for the year ended December 31, 2021. The Audit Committee appointed Bonadio & Co., LLP as Auditors for 2022, which appointment the shareholders will be asked to ratify at the 2022 Annual Meeting.

This report has been provided by the Audit Committee:

David Ayoub, Chris Burritt, Melanie Littlejohn and John Sharkey III

## VII. NEXT YEAR

### SHAREHOLDER PROPOSALS

In order to be eligible for inclusion in the proxy materials for next year's Annual Meeting of Shareholders, any shareholder proposal to take action at such meeting must be received at our executive office, 214 West First Street, Oswego, New York 13126, no later than December 9, 2022. Any such proposals shall also be subject to the requirements of the proxy rules adopted under the Securities Exchange Act of 1934.

Under new SEC Rule 14a-19, a shareholder intending to engage in a director election contest with respect to Pathfinder Bancorp, Inc.'s annual meeting of shareholders to be held in 2023 must give Pathfinder Bancorp, Inc. notice of its intent to solicit proxies by providing the names of its nominees and certain other information at least 60 calendar days before the anniversary of the previous year's annual meeting. This deadline is March 14, 2023.

In addition to the requirement set forth under SEC Rule 14a-19, our Bylaws provide an advance notice procedure for certain business, or nominations to the board of directors, to be brought before an annual meeting of shareholders. In order for a shareholder to properly bring business before an annual meeting, or to propose a nominee to the board of directors, Pathfinder Bancorp, Inc.'s Secretary must receive written notice not less than 80 days nor more than 90 days prior to any such meeting; provided, however, that if less than 90 days' notice or prior public disclosure of the date of the meeting is given to shareholders, such written notice shall be delivered or mailed to and received by the Secretary of Pathfinder Bancorp, Inc. at its principal executive office not later than the tenth day following the day on which notice of the meeting was mailed to shareholders or such public disclosure was made.

The notice with respect to shareholder proposals that are not nominations for director must set forth as to each matter such shareholder proposes to bring before the annual meeting: (i) a brief description of the business desired to be brought before the annual meeting and the reasons for conducting such business at the annual meeting; (ii) the name and address of such shareholder as they appear on Pathfinder Bancorp, Inc.'s books and of the beneficial owner, if any, on whose behalf the proposal is made; (iii) the class or series and number of shares of capital stock of Pathfinder Bancorp, Inc. which are owned beneficially or of record by such shareholder and such beneficial owner; (iv) a description of all arrangements or understandings between such shareholder and any other person or persons (including their names) in connection with the proposal of such business by such shareholder and any material interest of such shareholder in such business; and (v) a representation that such shareholder intends to appear at the Annual Meeting or by proxy at the annual meeting to bring such business before the meeting.

The notice with respect to director nominations must include (a) as to each person whom the shareholder proposes to nominate for election as a director, (i) all information relating to such person that would indicate such person's qualification to serve on the board of directors of Pathfinder Bancorp, Inc.; (ii) an affidavit that such person would not be disqualified under the provisions of

Article II, Section 12 of the Bylaws; (iii) such information relating to such person that is required to be disclosed in connection with solicitations of proxies for election of directors, or is otherwise required, in each case pursuant to Regulation 14A under the Securities Exchange Act of 1934, as amended, or any successor rule or regulation and (iv) a written consent of each proposed nominee to be named as a nominee and to serve as a director if elected; and (b) as to the shareholder giving the notice: (i) the name and address of such shareholder as they appear on Pathfinder Bancorp, Inc.'s books and of the beneficial owner, if any, on whose behalf the nomination is made; (ii) the class or series and number of shares of capital stock of Pathfinder Bancorp, Inc. which are owned beneficially or of record by such shareholder and such beneficial owner; (iii) a description of all arrangements or understandings between such shareholder and each proposed nominee and any other person or persons (including their names) pursuant to which the nomination(s) are to be made by such shareholder; (iv) a representation that such shareholder intends to appear at the Annual Meeting or by proxy at the meeting to nominate the persons named in its notice; and (v) any other information relating to such shareholder that would be required to be disclosed in a proxy statement or other filings required to be made in connection with solicitations of proxies for election of directors pursuant to Regulation 14A under the Exchange Act of 1934 or any successor rule or regulation.

The 2023 annual meeting of shareholders is expected to be held May 6, 2023. Advance written notice for certain business, or nominations to the board of directors, to be brought before the next annual meeting must be given to us no earlier than February 7, 2023 and no later than February 17, 2023. If notice is received before February 7, 2023 or after February 17, 2023, it will be considered untimely, and we will not be required to present the matter at the shareholders meeting.

Nothing in this paragraph shall be deemed to require the Company to include in its proxy statement and proxy relating to an annual meeting any shareholder proposal which does not meet all of the requirements for inclusion established by the SEC in effect at the time such proposal is received.

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BY ORDER OF THE BOARD OF DIRECTORS



William D. O'Brien  
Secretary

Oswego, New York  
April 8, 2022

**Important Notice Regarding the Availability of Proxy Materials for the Annual Meeting:** The Notice and Proxy Statement, Annual Report and Form 10-K and Proxy Card are available at <http://www.pathfinderbank.com/annualmeeting>.

## CORPORATE INFORMATION

### PATHFINDER BANCORP, INC. BOARD OF DIRECTORS (1)

**Chris R. Burritt, Chairman**

**David A. Ayoub, CPA**

**William A. Barclay**

**John P. Funicello**

**Adam Gagas**

**Melanie Littlejohn**

**Thomas W. Schneider**

**John F. Sharkey, III**

**Lloyd "Buddy" Stemple**

### PATHFINDER EXECUTIVE OFFICERS

**Thomas W. Schneider**

President, Chief Executive Officer

**James A. Dowd, CPA**

Executive Vice President,  
Chief Operating Officer

**Ronald Tascarella**

Executive Vice President, Chief Banking Officer

**Calvin L. Corriders**

Regional President, Syracuse Market  
and HR Director

**William D. O'Brien**

Senior Vice President, Chief Risk Officer,  
Corporate Secretary

**Daniel R. Phillips**

Senior Vice President,  
Chief Information Officer

**Walter F. Rusnak, CPA, CGMA**

Senior Vice President,  
Chief Financial Officer & Controller

### PATHFINDER OFFICERS

**Robert G. Butkowski**

First Vice President,  
Branch Administration Manager

**Joseph P. McManus**

First Vice President, Chief Technology Officer

**Paloma Sarkar**

First Vice President, Enterprise Risk Manager

**Ronald G. Tascarella**

First Vice President, Chief Lending Officer

**Beth K. Alfieri**

Vice President, Senior Business  
Development Officer

**Regina Bass**

Vice President, Financial Planning and  
Analysis Manager

**William Bowers**

Vice President, Business Development Officer

**Heather L. Bush**

Vice President, Human Resources

**Theresa L. Colburn**

Vice President, Compliance/BSA Officer/OFAC,  
CRA/Fair Lending

**William "Wink" Doolittle**

Vice President, Special Assets Officer

**Craig Fitzpatrick**

Vice President, Financial Advisor

**Cassandra M. Gehrig**

Vice President, Marketing Manager

**Shari L. Gordon**

Vice President, Information Security Officer

**Alison X. Ha**

Vice President, Business Development Officer

**Lorna J. Hall**

Vice President, Fraud and Security Officer

**Karri L. Hibbert**

Vice President, Facilities Manager

**Mary S. McConkey**

Vice President, Electronic Commerce Manager

**April L. Phillips**

Vice President, Core Systems/Deposit  
Operations Manager

**Reyne J. Pierce**

Vice President, Loan Operations Manager

**Nicholas Tryniski**

Vice President, Senior Credit Manager

**Michael Vaccaro**

Vice President, Director of Internal Audit

**Jennifer L. Wright**

Vice President, Business Development Manager

**Tiffany Barrett**

Assistant Vice President,  
Technology Project Manager

**Tonya L. Crisafulli**

Assistant Vice President, Executive Assistant

**Jessica L. DeGrenier**

Assistant Vice President,  
Loss Mitigation Manager

**Ben Driscoll**

Assistant Vice President,  
Computer Systems Analyst

**Mackenzie Kjerstad**

Assistant Vice President,  
Business Development Officer

**Laurie L. Lockwood**

Assistant Vice President, Assistant Controller

**Stephanie A. Magrisi**

Assistant Vice President, Corporate  
Asset/Liability Manager

**Tina Sawyer**

Assistant Vice President,  
Digital Banking Manager

**Banking Officer**

Sydney DiPierro, Lending Quality  
Control Manager  
Matthew Hughes, Commercial Lending  
Portfolio Manager  
Jodie Tiffin, Treasury Management Officer

### PATHFINDER BRANCH MANAGERS

**John M. Andrews**, Assistant Vice President

**Randall A. Barnard**, Assistant Vice President

**James Bligh**, Assistant Vice President

**Susan M. Cahill**, Assistant Vice President

**David Cavallaro**, Assistant Vice President

**Shynique Gainey**, Assistant Vice President

**Deana M. Michaels**, Assistant Vice President

**Craig J. Nessel**, Assistant Vice President

**Ruth Scheppard**, Assistant Vice President

**Amy J. Shaw**, Assistant Vice President

### ANNUAL MEETING

**May 13, 2022, 10:00 AM**

Our Annual Meeting will be conducted online,  
via live webcast. Refer to the Proxy Statement  
for complete details.

### CORPORATE HEADQUARTERS

214 West First Street  
Oswego, NY 13126  
(315) 343-0057

### STOCK LISTING

The NASDAQ Capital Market  
Symbol: PBHC Listing: PathBcp

### SPECIAL COUNSEL

Luse Gorman, PC  
5335 Wisconsin Avenue N.W.  
Suite 780  
Washington, D.C. 20015

### INDEPENDENT AUDITORS

Bonadio & Co., LLP  
432 North Franklin Street, Suite 60  
Syracuse, NY 13204

### TRANSFER AGENT

Computershare  
480 Washington Blvd, 29th Floor  
Jersey City, NJ 07310

### INVESTOR RELATIONS

Thomas W. Schneider  
President, Chief Executive Officer

Walter F. Rusnak, CPA, CGMA  
Senior Vice President,  
Chief Financial Officer & Controller

### GENERAL INQUIRIES AND REPORTS

A copy of the Bank's 2021 Annual  
Report to the Securities and Exchange  
Commission, Form 10-K, may be  
obtained without charge by written  
request of shareholders to:

William O'Brien  
Senior Vice President, Chief Risk Officer,  
Corporate Secretary  
Pathfinder Bank  
214 West First Street  
Oswego, NY 13126

A copy of this Annual Report on Form 10K  
and our 2022 Annual Proxy Statement, is  
also available free of charge on our website at:  
[www.pathfinderbank.com/annualmeeting](http://www.pathfinderbank.com/annualmeeting)

The public may read and copy any materials  
the Company files with the SEC at the SEC's  
Public Reference Room at 450 Fifth Street,  
N.W., Washington, D.C. 20549. The public  
may obtain information on the operation of  
the Public Reference Room by calling the  
SEC at 1-800-SEC-0330. The Company's  
filings are also available electronically  
free of charge at the SEC website:  
<http://www.sec.gov> and at the Company's  
website: <http://www.pathfinderbank.com>

### FDIC DISCLAIMER

This Annual Report has not been  
reviewed or confirmed for accuracy  
or relevance by the FDIC.

(1) Information concerning the principal  
occupation of the Directors is available  
in the Company's Proxy Statement



**MAIN OFFICE**

214 West First Street  
Oswego  
(315) 343-0057

**PLAZA OFFICE**

State Route 104 East  
Oswego  
(315) 343-4483

**CENTRAL SQUARE OFFICE**

3025 East Avenue  
Central Square  
(315) 676-2265

**FULTON OFFICE**

5 West First Street South  
Fulton  
(315) 592-9545

**LACONA OFFICE**

1897 Harwood Drive  
Lacona  
(315) 387-3437

**MEXICO OFFICE**

Norman & Main Streets  
Mexico  
(315) 963-7248

**DOWNTOWN DRIVE-THRU**

34 East Bridge Street  
Oswego  
(315) 343-2577

**CICERO OFFICE**

6194 State Route 31  
Cicero  
(315) 752-0033

**SYRACUSE OFFICE**

109 West Fayette Street Syracuse  
(315) 207-8020

**UTICA LOAN OFFICE**

200 Genesee Street  
Utica  
315-343-0057

**CLAY OFFICE**

3775 Route 31  
Liverpool  
(315) 593-4400