
2017 ANNUAL REPORT

Proxy Statement and Form 10-K



Emclaire
Financial
Corp

Parent Company of
The Farmers National Bank of Emlenton

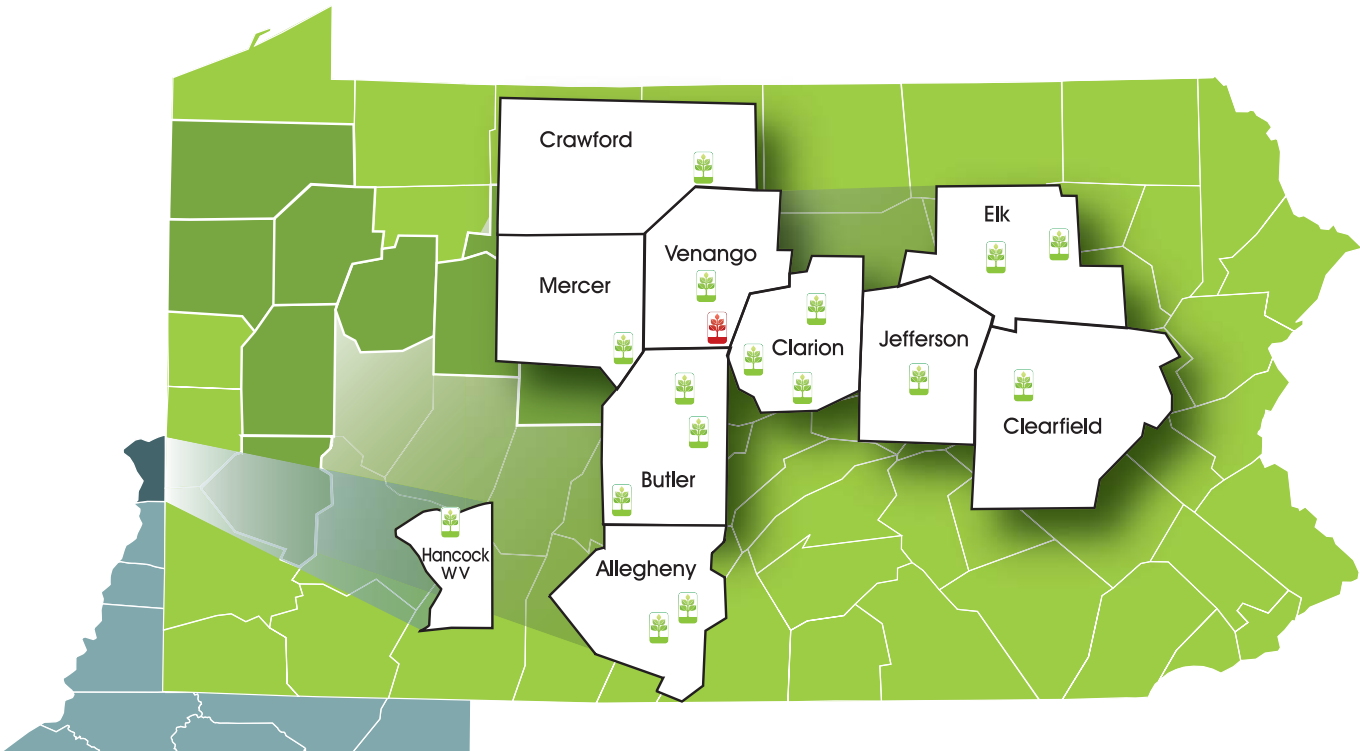


••• Corporate Profile

Emclaire Financial Corp (NASDAQ: EMCF), a publicly traded Pennsylvania corporation and financial holding company, provides retail and commercial financial products and services to customers in western Pennsylvania and northern West Virginia through its wholly owned subsidiary bank, The Farmers National Bank of Emlenton. The Corporation also provides real estate settlement services to the Bank and other customers through its subsidiary, Emclaire Settlement Services, LLC.

The Farmers National Bank of Emlenton is an FDIC-insured national banking association, which conducts business through seventeen offices in Allegheny, Butler, Clarion, Clearfield, Crawford, Elk, Jefferson, Mercer and Venango counties, Pennsylvania and Hancock County, West Virginia.

••• The Farmers National Bank of Emlenton Market Area



Corporate Headquarters and Main Banking Office



Banking Office

For a complete listing of banking office locations and hours, please visit www.farmersnb.com/locations

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Consolidated Financial Highlights

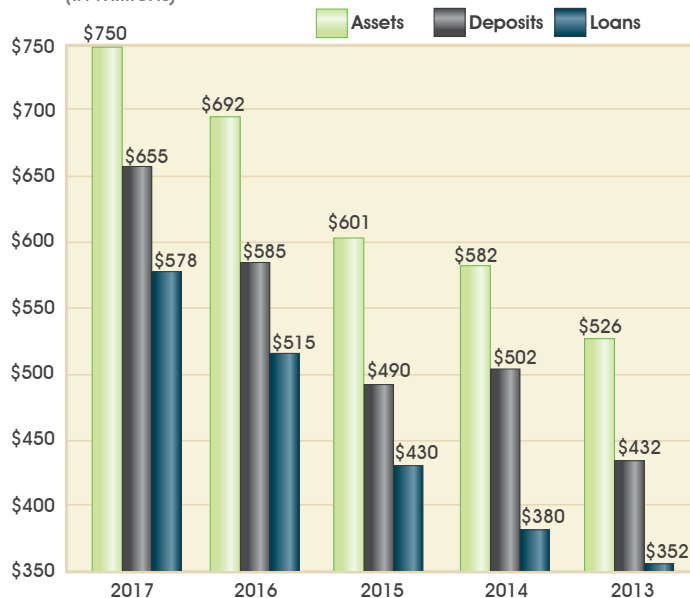
(Dollar amounts in thousands, except share data)

As of or for the year ended December 31,

	<u>2017</u>	<u>2016</u>	<u>2015</u>	<u>2014</u>	<u>2013</u>
Balance Sheet					
Total assets	\$ 750,084	\$ 692,135	\$ 600,595	\$ 581,909	\$ 525,842
Loans receivable, net	577,738	515,435	429,891	379,648	352,430
Deposits	654,643	584,940	489,887	501,819	432,006
Borrowed funds	26,000	44,000	49,250	21,500	44,150
Stockholders' equity	59,091	54,073	52,839	47,990	45,072
Stockholders' equity per common share	\$26.02	\$25.12	\$24.64	\$24.14	\$22.66
Tangible stockholders' equity per common share	\$21.28	\$20.08	\$22.67	\$21.66	\$20.04
Market value per common share	\$30.35	\$29.25	\$24.00	\$25.00	\$25.14
Common shares outstanding	2,271,139	2,152,358	2,144,808	1,780,658	1,768,658
Income Statement					
Net interest income	\$ 21,907	\$ 19,480	\$ 17,747	\$ 17,235	\$ 15,921
Noninterest income	5,022	3,655	4,094	4,087	3,860
Net income	4,277	3,986	4,154	4,017	3,808
Basic earnings per common share	\$1.95	\$1.86	\$2.06	\$2.21	\$1.92
Diluted earnings per common share	\$1.93	\$1.85	\$2.05	\$2.20	\$1.91
Cash dividends per common share	\$1.08	\$1.04	\$0.96	\$0.88	\$0.80
Key Ratios					
Return on average assets	0.59%	0.60%	0.70%	0.70%	0.73%
Return on average equity	7.52%	7.32%	7.89%	8.47%	7.73%
Return on average common equity	7.52%	7.32%	8.34%	9.24%	8.32%
Net interest margin	3.29%	3.23%	3.33%	3.35%	3.40%
Nonperforming assets to total assets	0.56%	0.52%	0.54%	1.21%	1.01%
Efficiency ratio	71.49%	72.78%	73.67%	72.13%	70.48%

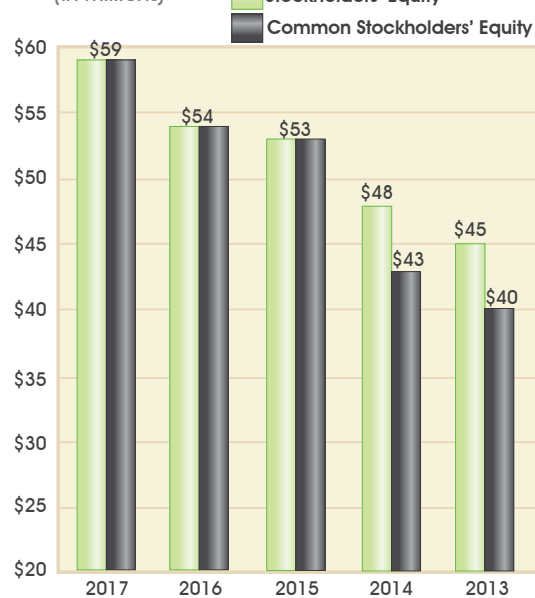
Asset, Deposit & Loan Levels

(in millions)



Stockholders' Equity Levels

(in millions)



Dear Fellow Shareholders:

It is gratifying to convey to you the news of another year of growth, strategic progress and steady positive performance. Your Bank is working well. The results from 2017 prove this to be true.

Throughout 2017, we followed our established strategy of maintaining and achieving the proper financial, operational and geographic scale as the path to successful community banking and the creation of value and reliable returns for our shareholders. We proved once more that our organization could source the acquisition of another financial institution in an attractive market, and perform the critical work to assimilate it successfully, while creating an accretive source of profitability and growth as we move towards our goal of \$1 billion in total assets.

At the end of the third quarter of 2017, we completed the acquisition of Northern Hancock Bank and Trust Co., in Newell, West Virginia, extending our Bank's franchise into Hancock County and increasing our consolidated total assets and total deposits to \$750 million and \$655 million, respectively. What's more, this acquisition was immediately accretive to earnings for the remainder of 2017, net of one-time merger costs, with expectations of earnings accretion for 2018 earnings. We are also pleased that this transaction was modestly accretive to tangible book value.

We are excited to continue to expand our franchise into the upper panhandle of West Virginia and look forward to building upon and enhancing the customer relationships that Northern Hancock developed over the years. We believe we can provide these new customers a broader array of banking services, including expanded commercial and consumer lending capabilities and a more robust collection of depository products.

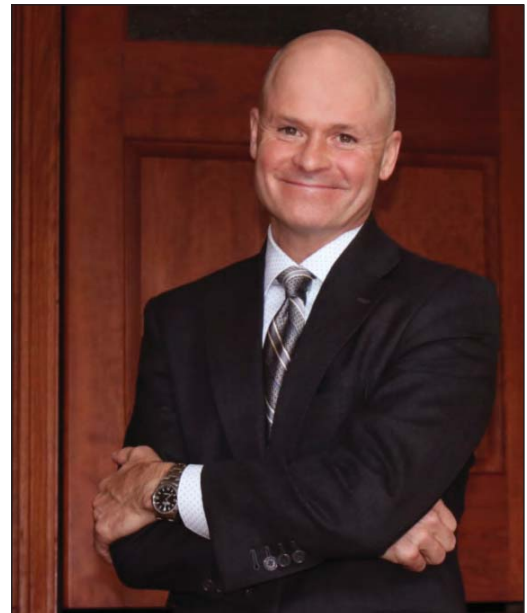


Office in Hancock County, West Virginia

The acquisition of Northern Hancock, near the proposed Shell cracker plant in adjacent Beaver County, Pennsylvania, along with last year's acquisition of United American Savings Bank located on Pittsburgh's south side and the opening of our new full-service banking office in the affluent Pittsburgh suburb of Aspinwall, reflects our strategy to profitably grow our banking franchise in desirable contiguous markets.

Our financial performance for the year demonstrated the continued value of our strategy. In 2017, the Corporation achieved consolidated net income of \$4.3 million, an increase of \$291,000, or 7.3%, from \$4.0 million recorded for 2016. Earnings per share ended the year at \$1.93 per diluted common share for 2017, compared to \$1.85 per diluted common share for 2016. The Corporation realized a return on average assets of 0.59% and a return on average equity of 7.52% for 2017, compared to 0.60% and 7.32% for 2016.

Net income for the year ended December 31, 2017 was negatively impacted by a one-time nonrecurring charge for a write down of net deferred tax assets resulting from the enactment of the Tax Cuts and Jobs Act, a tax reform bill passed into law by the federal government in December 2017 and which, among other items, reduced the federal corporate income tax rate to a flat 21% from a maximum of 35% effective January 1, 2018. As changes



William C. Marsh
Chairman, President & Chief Executive Officer

in tax laws or rates are enacted, deferred tax assets and liabilities are revalued with an adjustment through income tax expense. During the fourth quarter of 2017, the Corporation reduced the value of its deferred tax assets and as a result, recorded an additional income tax expense of \$827,000. Had the tax law not been enacted, consolidated net income would have been \$5.1 million or \$2.30 per diluted common share for the full year. Further, the reduction in the corporate tax rate should generate tax savings of more than \$700,000 for 2018 as well as additional savings in future years.

The increase in net income for the year ended December 31, 2017, was primarily driven by increases in net interest income and noninterest income of \$2.4 million and \$1.4 million, respectively, partially offset by increases in noninterest expense and the provision for loan losses of \$2.2 million and \$439,000, respectively. Growth in net interest income was driven by a \$69.7 million increase in the average balance of loans receivable and the increase in noninterest income was the result of a \$1.3 million bargain purchase gain recorded during the third quarter of 2017 related to the acquisition of Northern Hancock. Partially offsetting these gains and driving the increase in noninterest expense were merger costs of \$1.1 million for the acquisition of Northern Hancock in 2017. Also contributing to the increase in noninterest expense were costs associated with the full-year operation of two banking offices added during 2016.

Total assets increased \$57.9 million, or 8.4%, to \$750.1 million at December 31, 2017, from \$692.1 million at December 31, 2016. Asset growth was driven primarily by an increase in net loans receivable of \$62.2 million. Liabilities increased \$52.9 million, or 8.3%, to \$691.0 million at December 31, 2017, from \$638.1 million at December 31, 2016, primarily due to an increase in customer deposits of \$69.7 million, partially offset by an \$18.0 million reduction in borrowed funds. In connection with the acquisition of Northern Hancock, the Corporation added approximately \$18.5 million in loans and \$19.7 million in deposits.

Asset quality remains a priority and was stable as total nonperforming assets were \$4.2 million, or 0.56% of total assets at December 31, 2017, compared to \$3.6 million, or 0.52% of total assets at December 31, 2016. Stockholders' equity increased \$5.0 million, or 9.3%, to \$59.1 million at December 31, 2017, from \$54.1 million at December 31, 2016, primarily due to proceeds from the exercise of stock options of \$1.4 million, \$1.7 million of common stock issued in connection with the acquisition of Northern Hancock, and net income of \$4.3 million for 2017, partially offset by common stock dividends paid of \$2.4 million. The Corporation remains well capitalized and is well positioned for continued growth with total stockholders' equity at 7.9% of total assets. Tangible book value per common share was \$21.28 at December 31, 2017, compared to \$20.08 at December 31, 2016.

Consumer and commercial loan production across the branch-banking network and in our commercial lending division again posted strong results. Our branch banking offices produced 887 new loans during 2017, with \$87.3 million in residential construction and traditional mortgage loans, home equity loans and other consumer loan commitments. Our corporate banking team continues to execute and produced 187 new loans during 2017, with \$83.2 million in commitments to business customers and local entrepreneurs.

In addition to our practice of sensible acquisitions of whole institutions or banking offices, we remain focused on organic growth through our existing franchise and through our corporate banking team. Aside from growth related to our acquisition activity over the last two years, internal production has continued to materially contribute to loan and deposit growth.

Our stock price increased 3.8% to \$30.35 per share at December 31, 2017, compared to \$29.25 per share at the prior year-end. We also have provided our shareholders with a strong dividend yield, along with an increase in annual cash dividends of approximately 4% to \$1.08 per share in 2017 from \$1.04 per share in 2016.

••• Shareholder Letter

The technology advancements recently introduced have performed well, increasing the speed, access and convenience for customers when banking with us. Examples include check deposit via smartphones, enhanced website features and improved internal communications to enhance performance.

As our footprint continues to expand, our belief in true community banking remains a constant. Our employees once more devoted time, energy and resources to supporting programs, activities and organizations in the communities we serve. Examples include United Way, Junior Achievement, Butler County Community College, Pennsylvania Educational Improvement Tax Credit programs, local school districts and local chambers of commerce. Community support has been a longstanding legacy of our Bank from its earliest days, and we are proud to continue that worthwhile tradition.

As Chairman of our Board of Directors, I can tell you that this collection of intelligent, astute and accomplished professionals again performed admirably this year in holding the interests of our constituencies, especially our shareholders, as their highest priority. Our Board of Directors and executive management team remains dedicated to our strategy of profitable scale and value creation – more examples of our theme of maintaining an organization that works well. It remains gratifying indeed to be able to share that news with you once more this year.

On behalf of all of us at Emclair Financial Corp and The Farmers National Bank of Emlenton, please accept my sincerest thank you for your ongoing support.

Very truly yours,



William C. Marsh

Chairman of the Board
President and Chief Executive Officer

February 20, 2018

••• **Board of Directors**

Emclair Financial Corp and The Farmers National Bank of Emlenton



William C. Marsh
Chairman of the Board
President and Chief Executive Officer
Emclair Financial Corp
Farmers National Bank



Milissa S. Bauer
Executive Vice President
Kriebel Companies



David L. Cox
Retired President
Emclair Financial Corp
Farmers National Bank



James M. Crooks
President and Owner
F.L. Crooks Clothing Co., Inc.



Robert W. Freeman
General Partner
Beaconfield Consulting Group, LLC



Mark A. Freemer, CPA
Chief Financial Officer
Varischetti Holdings, LP



Robert L. Hunter
Retired Chairman
Hunter Truck Sales and Service
Hunter Leasing



John B. Mason
President
H.B. Beels & Sons, Inc.



Deanna K. McCarrier, CPA
Owner
McCarrier, CPAs



Nicholas D. Varischetti
Attorney
Burns White

••• Officers and Senior Management

Emclair Financial Corp and The Farmers National Bank of Emlenton

Officers of Emclair Financial Corp

William C. Marsh
Chairman of the Board

Amanda L. Engles
Treasurer

Matthew J. Lucco
Secretary

Jennifer A. Roxbury
Assistant Secretary

Senior Management of The Farmers National Bank of Emlenton

William C. Marsh
Chairman of the Board
President and Chief Executive Officer

Amanda L. Engles
Senior Vice President
Chief Financial Officer

Matthew J. Lucco
Senior Vice President
Chief Risk & Strategy Officer

Jerome F. Millin
Senior Vice President
Chief Technology Officer

Jennifer A. Roxbury
Senior Vice President
Chief Operating Officer

Robert A. Vernick
Senior Vice President
Chief Lending and
Business Development Officer

EMCLAIRE FINANCIAL CORP
612 MAIN STREET
EMLENTON, PENNSYLVANIA 16373

NOTICE OF ANNUAL MEETING OF SHAREHOLDERS

TO THE SHAREHOLDERS OF EMCLAIRE FINANCIAL CORP:

Notice is hereby given that the Annual Meeting of Shareholders of Emclaire Financial Corp (the "Corporation") will be held at 9:00 a.m., local time, on Wednesday, April 25, 2018, at the main office of the Farmers National Bank of Emlenton, 612 Main Street, Emlenton, Pennsylvania 16373, for the following purposes:

1. To elect three (3) directors to serve for three-year terms and until their successors are duly elected and qualified;
2. To amend the Corporation's Articles of Incorporation to eliminate the current supermajority voting provision for a merger or similar transaction in certain circumstances;
3. To ratify the selection of Crowe Horwath LLP, Certified Public Accountants, as the Corporation's independent registered public accounting firm for the fiscal year ending December 31, 2018; and
4. To transact such other business as may properly come before the Annual Meeting and any adjournment or postponement thereof.

Only those shareholders of record at the close of business on March 1, 2018 will be entitled to notice of and to vote at the Annual Meeting.

A copy of the Corporation's Annual Report for the fiscal year ended December 31, 2017 is being mailed with this notice.

To assure that your shares of common stock will be voted at the meeting, please indicate your voting instructions: (i) over the Internet at www.voteproxy.com, (ii) by telephone at 1-800-776-9437, or (iii) by completing and signing the enclosed proxy card and returning it promptly in the enclosed, postage prepaid, addressed envelope. No additional postage is required if mailed in the United States. The giving of a proxy will not affect your right to vote in person if you attend the meeting.

By Order of the Board of Directors,



William C. Marsh
Chairman, President and Chief Executive Officer

March 23, 2018

**IMPORTANT NOTICE REGARDING THE AVAILABILITY OF PROXY MATERIALS FOR THE
ANNUAL MEETING OF SHAREHOLDERS TO BE HELD ON APRIL 25, 2018**

The proxy materials for the Annual Meeting of Shareholders of Emclaire Financial Corp, including the Proxy Statement and the Corporation's Annual Report for the fiscal year ended December 31, 2017, are available in the Financial Information section on our website at www.emclairefinancial.com.

**PROXY STATEMENT FOR THE ANNUAL MEETING OF
SHAREHOLDERS TO BE HELD APRIL 25, 2018**

GENERAL

Introduction, Date, Place and Time of Meeting

This Proxy Statement is being furnished for the solicitation by the Board of Directors of Emclair Financial Corp (the “Corporation”), a Pennsylvania business corporation and the bank holding company for the Farmers National Bank of Emlenton (the “Bank”), of proxies to be voted at the Annual Meeting of Shareholders of the Corporation to be held at the main office of the Bank, 612 Main Street, Emlenton, Pennsylvania 16373, on Wednesday, April 25, 2018, at 9:00 a.m. local time, or at any adjournment or postponement of the annual meeting.

The main office of the Corporation is located at 612 Main Street, Emlenton, Pennsylvania 16373. The telephone number for the Corporation is (844) 767-2311. All inquiries should be directed to William C. Marsh, Chairman, President and Chief Executive Officer. This Proxy Statement and the enclosed form of proxy are first being sent to shareholders of the Corporation on March 23, 2018. This Proxy Statement and the Annual Report for the fiscal year ended December 31, 2017 are available in the Financial Information section on our website at www.emclairfinancial.com and www.sec.gov.

How to Vote

Shareholders may vote (i) via the Internet at www.voteproxy.com by following the instructions contained on that website, (ii) by telephone at 1-800-776-9437, (iii) by completing and signing the enclosed proxy card and returning it promptly in the enclosed, postage prepaid, addressed envelope, or (iv) appearing at the annual meeting and voting in person. Proxies properly executed and delivered by shareholders (via the Internet, telephone or by mail as described above) and timely received by us will be voted at the annual meeting in accordance with the instructions contained therein. If you authorize a proxy to vote your shares over the Internet or by telephone, you should not return a proxy by mail (unless you are revoking your previous proxy).

Solicitation of Proxies

The proxy solicited hereby, if properly voted via the Internet or telephone or signed and returned to us and not revoked prior to its use, will be voted in accordance with your instructions contained in the proxy. If no contrary instructions are given, each proxy signed and received will be voted in the manner recommended by the Board of Directors as follows: (i) FOR the nominees for director described herein; (ii) FOR the amendment of the Corporation’s Amended and Restated Articles of Incorporation (the “Articles”) to eliminate the current supermajority voting provision for a merger or similar transaction in certain circumstances; (iii) FOR the ratification of Crowe Horwath LLP, as the Corporation’s independent registered public accounting firm for the year ending December 31, 2018; and (iv) upon the transaction of such other business as may properly come before the meeting, in accordance with the best judgment of the persons appointed as proxies. Proxies solicited hereby may be exercised only at the annual meeting and any adjournment of the annual meeting and will not be used for any other meeting. Execution and return of the enclosed proxy will not affect a shareholder’s right to attend the annual meeting and vote in person.

The cost of preparing, assembling, mailing and soliciting proxies will be borne by the Corporation. The Corporation has retained Laurel Hill Advisory Group, LLC, Jericho, New York, a professional proxy solicitation firm, to assist in the solicitation of proxies. Such firm will receive a fee of \$6,000 plus reimbursement for out-of-pocket expenses. In addition to solicitations by mail, directors, officers and employees of the Corporation may solicit proxies personally or by telephone without additional compensation. In addition to the use of the mail, certain directors, officers and employees of the Corporation intend to solicit proxies personally, by telephone and by facsimile. Arrangements will be made with brokerage houses and other custodians, nominees and fiduciaries to forward proxy solicitation material to the beneficial owners of stock held of record by these persons, and, upon request, the Corporation will reimburse them for their reasonable forwarding expenses.

Quorum

The presence of shareholders, in person or by proxy, entitled to cast at least a majority of the votes which all shareholders are entitled to cast shall constitute a quorum at the annual meeting. Abstentions, broker non-votes, which are discussed below, and votes withheld from director nominees count as “shares present” at the meeting for purposes of determining a quorum.

Voting

At the close of business on March 1, 2018, the voting record date, the Corporation had outstanding 2,271,139 shares of common stock, \$1.25 par value per share. Only shareholders of record, at the close of business on the voting record date, will be entitled to notice of and to vote at the annual meeting. Each issued and outstanding share of common stock owned on the record date will be entitled to one vote on each matter to be voted on at the annual meeting, in person or by proxy.

Directors are elected by a plurality of the votes cast with a quorum present. The three nominees for director receiving the most votes of the common stock represented in person or by proxy at the annual meeting will be elected as directors. The affirmative vote of 80% of the outstanding shares of common stock is required to amend our Articles to eliminate the current supermajority voting provision for a merger or similar transaction in certain circumstances. The affirmative vote of a majority of the total votes present in person or by proxy is required to ratify the appointment of the independent registered public accounting firm.

With regard to the election of directors, you may vote in favor of or withhold authority to vote for one or more nominees for director. Votes that are withheld in connection with the election of one or more nominees for director will not be counted as votes cast for such individuals and accordingly will have no effect. An abstention may be specified on the proposals to amend our Articles or to ratify the appointment of Crowe Horwath LLP as our independent registered public accounting firm for 2018. Abstentions will have the same effect as a vote against these proposals.

Under rules applicable to broker-dealers, the proposal for the election of directors and to amend our Articles are considered to be non-routine matters. Brokerage firms may not vote on non-routine matters in their discretion on behalf of their clients if such clients have not furnished voting instructions. A “broker non-vote” occurs when a broker’s customer does not provide the broker with voting instructions on non-routine matters for shares owned by the customer but held in the name of the broker. For such non-routine matters, the broker cannot vote on the proposal and reports the number of such shares as “non-votes.” Because the election of directors and the proposal to amend our Articles are not considered routine matters, there potentially can be “broker non-votes” at the annual meeting. Any “broker non-votes” submitted by brokers or nominees in connection with the annual meeting will have no effect on the vote for the election of directors. However, a broker non-vote on the proposal to amend our Articles will have the same effect as a vote against the proposal.

Accordingly, because of the required vote, abstentions, broker-non-votes and unvoted shares on the proposal to amend our Articles of Incorporation will have the same effect as a vote against the proposal. Please vote your proxy by mail, via the Internet or by telephone as soon as practicable so your vote can be counted.

Revocation of Proxies and Changing a Vote

A shareholder who votes via the Internet (as described above) or telephone (as described above) or returns a proxy via mail may revoke it at any time before it is voted by: (i) delivering written notice of revocation to Matthew J. Lucco, Secretary, Emclaire Financial Corp, 612 Main Street, Post Office Box D, Emlenton, Pennsylvania 16373, telephone: (844) 767-2311; or (ii) voting in person at the annual meeting after giving written notice to the Secretary of the Corporation. Executing and returning a later-dated proxy and giving written notice thereof to the Secretary of the Corporation or voting again via the Internet or telephone will revoke the earlier voted proxy. Only the latest dated proxy, ballot or Internet or telephone proxy submitted by a shareholder prior to the annual meeting will be counted.

IMPORTANT NOTICE REGARDING THE AVAILABILITY OF PROXY MATERIALS FOR THE ANNUAL MEETING OF SHAREHOLDERS TO BE HELD ON APRIL 25, 2018

The proxy materials for the Annual Meeting of Shareholders of Emclaire Financial Corp, including the Proxy Statement and the Corporation’s Annual Report for the fiscal year ended December 31, 2017, are available in the Financial Information section on our website at www.emclairefinancial.com or www.sec.gov.

PRINCIPAL BENEFICIAL OWNERS OF THE CORPORATION'S COMMON STOCK

Persons and groups owning in excess of 5% of the common stock are required to file certain reports regarding such ownership pursuant to the Securities Exchange Act of 1934, as amended (the "1934 Act"). The following table sets forth, as of the voting record date, certain information as to the common stock beneficially owned by (i) persons or groups who own more than 5% of the common stock, (ii) the directors of the Corporation, (iii) certain executive officers of the Corporation included in the Summary Compensation Table (which we refer to as "named executive officers"), and (iv) all directors and executive officers of the Corporation as a group. Other than as noted below, management knows of no person or group that owns more than 5% of the outstanding shares of common stock at the voting record date.

Name and Address	Amount and Nature of Beneficial Ownership(1)	Percent of Outstanding Common Stock Beneficially Owned
The Banc Funds Company, L.L.C. 20 North Wacker Drive, Suite 3300 Chicago, IL 60606	117,207 (2)	5.16 %
Directors:		
Robert L. Hunter	89,792 (3)	3.95
Robert W. Freeman	43,661 (4)	1.92
William C. Marsh	40,646	1.79
John B. Mason	39,042	1.72
Nicholas D. Varischetti	34,143	1.50
James M. Crooks	27,832 (5)	1.23
Milissa S. Bauer	25,375 (6)	1.12
David L. Cox	18,830 (7)	*
Mark A. Freemer	17,100	*
Deanna K. McCarrier	16,544	*
Named Executive Officers:		
Matthew J. Lucco	6,627	*
Jennifer A. Roxbury	1,805	*
All directors and executive officers as a group (13 persons)	362,922	15.98

* Represents less than 1% of the outstanding common stock.

- (1) Based upon information provided by the respective beneficial owners and filings with the Securities and Exchange Commission ("SEC") made pursuant to the 1934 Act. For purposes of this table, pursuant to rules promulgated under the 1934 Act, a person or entity is considered to beneficially own shares of common stock if they directly or indirectly have or share (1) voting power, which includes the power to vote or to direct the voting of the shares, or (2) investment power, which includes the power to dispose or direct the disposition of the shares. Unless otherwise indicated, a person or entity has sole voting power and sole investment power with respect to the indicated shares.
- (2) According to a Schedule 13G filed jointly by Banc Fund VI L.P. ("BF VI"), an Illinois Limited Partnership, Banc Fund VII L.P. ("BF VII"), an Illinois Limited Partnership, Banc Fund VIII L.P. ("BF VIII"), and Illinois Limited Partnership, Banc Fund IX L.P. ("BF IX"), an Illinois limited partnership. The general partner of BF VI is MidBanc VI L.P. ("MidBanc VI"), whose principal business is to be a general partner of BF VI. The general partner of BF VII is MidBanc VII L.P. ("MidBanc VII"), whose principal business is to be a general partner of BF VII. The general partner of BF VIII is MidBanc VIII L.P. ("MidBanc VIII"), whose principal business is to be a general partner of BF VIII. The general partner of BF IX is MidBanc IX L.P. ("MidBanc IX"), whose principal business is to be a general partner of BF IX. MidBanc VI, MidBanc VII, MidBanc VIII, and MidBanc IX are Illinois limited partnerships. The general partner of MidBanc VI, MidBanc VII, MidBanc VIII, and MidBanc IX is The Banc Funds Company, LLC, whose principal business is to be a general partner of MidBanc VI, MidBanc VII, MidBanc VIII, and MidBanc IX. The Banc Funds Company, LLC ("The Banc Funds") is an Illinois corporation whose principal shareholder is Charles J. Moore. Mr. Moore has been the manager of BF VI, BF VII, BF VIII, and BF IX, since their respective inceptions. As manager, Mr. Moore has voting and dispositive power over the securities held by each of those entities. As the controlling member of The Banc Funds, Mr. Moore controls The Banc Funds, and therefore each of the partnership entities directly and indirectly controlled by The Banc Funds.
- (3) Of the 89,792 shares beneficially owned by Mr. Hunter, 6,766 shares are owned individually by his spouse.
- (4) Of the 43,661 shares beneficially owned by Mr. Freeman, 1,085 shares are owned individually by his spouse.

- (5) Of the 27,832 shares beneficially owned by Mr. Crooks, 3,273 shares are owned jointly with his spouse and 635 shares are owned individually by his spouse.
- (6) Of the 25,375 shares beneficially owned by Ms. Bauer, 5,399 shares are owned jointly with her spouse and 9,178 shares are owned individually by her spouse.
- (7) Of the 18,830 shares beneficially owned by Mr. Cox, 500 shares are owned individually by his spouse and 17,330 are owned jointly with his spouse.

SECTION 16(a) BENEFICIAL OWNERSHIP REPORTING COMPLIANCE

The Corporation's common stock is registered pursuant to Section 12(b) of the 1934 Act. The officers and directors of the Corporation and beneficial owners of greater than 10% of the common stock are required to file reports on Forms 3, 4, and 5 with the SEC disclosing changes in beneficial ownership of the common stock. Based on the Corporation's review of such ownership reports, to the Corporation's knowledge, no executive officer, director, or 10% beneficial owner of the Corporation failed to file such ownership reports on a timely basis for the fiscal year ended December 31, 2017, except that Milissa S. Bauer, a director, filed late one Form 4 with respect to the sale of 20 shares of common stock in December 2017.

INFORMATION WITH RESPECT TO NOMINEES FOR DIRECTOR, CONTINUING DIRECTORS AND EXECUTIVE OFFICERS

Election of Directors

The Corporation has a classified Board of Directors with staggered three-year terms of office. In a classified board, the directors are generally divided into separate classes of equal number. The terms of the separate classes expire in successive years. Thus, at each annual meeting of shareholders, successors to the class of directors whose term then expires are to be elected to hold office for a term of three years, so that the office of one class will expire each year.

A majority of the members of our Board of Directors are independent based on an assessment of each member's qualifications by the Board, taking into consideration the NASDAQ Stock Market's requirements for independence. The Board of Directors has concluded that Directors Bauer, Cox, Crooks, Freeman, Freemer, Hunter, Mason, McCarrier and Varischetti do not have any material relationships with the Corporation that would impair their independence. There are no arrangements or understandings between the Corporation and any person pursuant to which such person has been elected a director. Shareholders of the Corporation are not permitted to cumulate their votes for the election of directors.

Unless otherwise directed, each proxy executed and returned by a shareholder will be voted for the election of the nominees for director listed below. If the person named as nominee should be unable or unwilling to stand for election at the time of the annual meeting, the proxies will nominate and vote for one or more replacement nominees recommended by the Board of Directors. At this time, the Board of Directors knows of no reason why the nominees listed below may not be able to serve as a director if elected. Any vacancy occurring on the Board of Directors of the Corporation for any reason may be filled by a majority of the directors then in office until the expiration of the term of office of the class of directors to which he or she was appointed. Ages are reflected as of December 31, 2017.

Nominees for Director for Three-Year Terms Expiring in 2021

Name	Age	Principal Occupation for Past Five Years	Director Since Bank/Corporation
Milissa S. Bauer	55	Executive Vice President and Chief Financial Officer of Kriebel Companies and President of Kriebel Wells Purchase Co., LLC. As a business executive in the Corporation's market area as well as extensive involvement with various business and civic organizations in the communities that the Corporation operates, Ms. Bauer is well qualified to serve as a director.	2015/2015
Deanna K. McCarrier	54	Owner, McCarrier, CPAs. Ms. McCarrier is a certified public accountant. As a business owner in the Corporation's market area as well as involvement with various business and civic organizations in the communities that the Corporation operates, Ms. McCarrier is well qualified to serve as a director.	2016/2016
Nicholas D. Varischetti	34	Attorney with Burns White and Partner in Varischetti Holdings, LP. Based on Mr. Varischetti's legal background, business ownership within the Corporation's market area and involvement with various business and civic organizations, he is well qualified to serve as a director.	2015/2015

The Board of Directors recommends that you vote “FOR” for each of the nominees for director.

Members of the Board of Directors Continuing in Office

Directors Whose Terms Expire in 2019

<u>Name</u>	<u>Age</u>	<u>Principal Occupation for Past Five Years</u>	<u>Director Since Bank/Corporation</u>
David L. Cox	67	Retired, former Chairman, President and Chief Executive Officer of the Bank and the Corporation. Mr. Cox's prior service as Chairman, President and Chief Executive Officer as well as his subsequent years of service as a director provide the Board with valuable knowledge and experience.	1991/1991
Mark A. Freemer	58	Chief Financial Officer for Varischetti Holdings, LP. Formerly a Partner with Clyde, Ferraro & Co., LLP, Certified Public Accountants. Mr. Freemer is a certified public accountant. As a business executive in the Corporation's market area as well as his many years of service as a director of the Corporation and his public accounting experience, Mr. Freemer is well qualified to serve as a director.	2004/2004
William C. Marsh	51	Chairman, President and Chief Executive Officer of the Bank and the Corporation. Mr. Marsh is a certified public accountant. Mr. Marsh's positions as Chairman, President and Chief Executive Officer, his extensive involvement with and background in the banking industry and involvement in business and civic organizations in the communities that the Corporation operates, as well as his prior accounting background provide the Board valuable insight regarding the business and operations of the Corporation.	2006/2006

Directors Whose Terms Expire in 2020

<u>Name</u>	<u>Age</u>	<u>Principal Occupation for Past Five Years</u>	<u>Director Since Bank/Corporation</u>
James M. Crooks	65	Owner, F.L. Crooks Clothing Company, Inc. As a business owner in the Corporation's market area as well as his many years of service as a director of the Corporation, Mr. Crooks is well qualified to serve as a director.	2004/2004
Robert W. Freeman	60	Partner, Beaconfield Consulting Group, LLC. Formerly, Vice President of Information Technology for Phillip Pet Food & Supplies from 2011 to 2013. Based on Mr. Freeman's past employment experiences and financial and technological background, he is well qualified to serve as a director.	2015/2015
Robert L. Hunter	76	Retired Chairman of: Hunter Truck Sales & Service, Inc.; Hunter Leasing, Inc.; Hunter Keystone Peterbilt, LLP; Hunter Erie Truck Sales LLP; Hunter Jersey Peterbilt, LLC; Hunter Services Inc. As a business owner in the Corporation's market area as well as his many years of service as a director of the Corporation, Mr. Hunter is well qualified to serve as a director.	1974/1989
John B. Mason	69	President, H. B. Beels & Son, Inc. As a former business owner in the Corporation's market area as well as his many years of service as a director of the Corporation, Mr. Mason is well qualified to serve as a director.	1985/1989

PROXY

Board Leadership Structure and Risk Oversight

Board Leadership Structure. Since the Corporation was founded in 1989, the Corporation has employed a traditional board leadership model, with our Chief Executive Officer also serving as Chairman of our Board of Directors. We believe this traditional leadership structure benefits the Corporation. A combined Chairman and Chief Executive Officer role helps provide strong, unified leadership for our management team and Board of Directors. William C. Marsh has served as our Chairman and Chief Executive Officer since January 1, 2009. Prior to becoming Chairman and Chief Executive Officer, Mr. Marsh served as Executive Vice President and Chief Financial Officer of the Corporation beginning in 2006. Our Board of Directors is currently comprised of ten directors of which nine, or a majority, are independent directors. The board has three standing committees with separate chairs—the audit, executive and human resources committees. The audit committee and human resources committee are led by independent directors and our executive committee is comprised of a majority of independent directors. We do not have a lead independent director position. The Board has reviewed our Corporation’s current Board leadership structure in light of the composition of the Board, the Corporation’s size, the nature of the Corporation’s business, the regulatory framework under which the Corporation operates, the Corporation’s shareholder base, the Corporation’s peer group and other relevant factors, and has determined that a combined Chairman and Chief Executive Officer position, is currently the most appropriate Board leadership structure for our Corporation. The Board noted the following factors in reaching its determination:

- The Board acts efficiently and effectively under its current structure, where the Chief Executive Officer also acts as Chairman.
- A combined Chairman and Chief Executive Officer is in the best position to be aware of major issues facing the Corporation on a day-to-day and long-term basis, and is in the best position to identify key risks and developments facing the Corporation to be brought to the Board’s attention.
- A combined Chairman and Chief Executive Officer position eliminates the potential for confusion and duplication of efforts, including among employees.
- A combined Chairman and Chief Executive Officer position eliminates the potential for confusion as to who leads the Corporation, providing the Corporation with a single public “face” in dealing with shareholders, employees, regulators, analysts and other constituencies.

Risk Oversight. The Board’s role in the Corporation’s risk oversight process includes receiving regular reports from members of senior management on areas of material risk to the Corporation, including operational, financial, legal and regulatory, and strategic and reputational risks. The full Board (or the appropriate committee in the case of risks that are under the purview of a particular committee) receives these reports from the appropriate “risk owner” within the organization to enable it to understand our risk identification, risk management and risk mitigation strategies. When a committee receives the report, the Chairman of the relevant committee reports on the discussion to the full Board during the next Board meeting. This enables the Board and its committees to coordinate the risk oversight role, particularly with respect to risk interrelationships.

Directors Attendance at Annual Meetings

Although we do not have a formal policy regarding attendance by members of the Board of Directors at annual meetings of shareholders, all directors are expected to attend the Corporation's annual meeting of shareholders. Seven of the ten directors of the Corporation at the time attended the Corporation's 2017 annual meeting of shareholders.

Committees and Meetings of the Corporation and the Bank

During 2017, the Board of Directors of the Corporation held seven regular meetings and five special meetings, and the Board of Directors of the Bank held 13 regular meetings and two special meetings. Each of the directors attended at least seventy-five percent (75%) of the combined total number of meetings of the Corporation's Board of Directors and of the committees on which they serve.

Membership on Certain Board Committees. The Board of Directors of the Corporation has established an audit committee, executive committee, human resources committee and a nominating and corporate governance committee. The human resources committee functions as the Corporation's compensation committee.

The following table sets forth the membership of such committees as of the date of this proxy statement.

Directors	Audit	Executive	Human Resources	Nominating and Corporate Governance
Milissa S. Bauer	*			
David L. Cox		*		*
James M. Crooks	*			
Robert W. Freeman		*		
Mark A. Freemer	**	*	*	*
Robert L. Hunter	*	*	**	**
William C. Marsh		**		
John B. Mason		*	*	*
Deanna C. McCarrier	*		*	
Nicholas D. Varischetti	*		*	

* Member

** Chairman

Audit Committee. The audit committee of the Board is composed of six members and operates under a written charter adopted by the Board of Directors. During 2017, the audit committee consisted of Directors Freemer (Chairman), Bauer, Crooks, Hunter, McCarrier and Varischetti. The Board of Directors has identified Mark A. Freemer as an audit committee financial expert. The audit committee met four times in 2017. The Board of Directors has determined that each committee member is "independent," as defined by Corporation policy, SEC rules and the NASDAQ listing standards.

The audit committee charter adopted by the Board sets out the responsibilities, authority and specific duties of the audit committee. The full text of the audit committee charter is available on our website at www.emclairefinancial.com. Pursuant to the charter, the audit committee has the following responsibilities:

- To monitor the preparation of quarterly and annual financial reports;
- To review the adequacy of internal control systems and financial reporting procedures with management and independent auditors; and
- To review the general scope of the annual audit and the fees charged by the independent auditors.

Human Resources Committee. The human resources committee of the Board functions as the compensation committee and has the responsibility to evaluate the performance of and determine the compensation for the Chairman of the Board, President and Chief Executive Officer of the Corporation, to approve the compensation structure for senior management and the members of the Board of Directors, to review the Corporation's salary administration program, and to review and administer the Corporation's bonus plans, including the management incentive program.

The human resources committee, which is currently composed entirely of independent directors, administers the Corporation's executive compensation program. In 2017, the members of the human resources committee consisted of Directors Hunter (Chairman), Freemer, Mason, McCarrier and Varischetti. All of the members meet all of the independence requirements under the listing requirements of the NASDAQ Stock Market.

The human resources committee is committed to high standards of corporate governance. The human resources committee's charter reflects the foregoing responsibilities and commitment, and the human resources committee and the Board will periodically review and revise the charter, as appropriate. The full text of the human resources committee charter is available on our website at www.emclairefinancial.com. The human resources committee's membership is determined by the Board. There were three meetings of the full human resources committee in 2017.

The human resources committee has exercised exclusive authority over the compensation paid to the Corporation's Chairman of the Board, President and Chief Executive Officer and reviews and approves salary increases and bonuses for the Corporation's other executive officers as prepared and submitted to the human resources committee by the Chairman of the Board, President and Chief Executive Officer. Although the human resources committee does not delegate any of its authority for determining executive compensation, the human resources committee has the authority under its charter to engage the services of outside advisors, experts and others to assist the human resources committee.

Nominating and Corporate Governance Committee. The Corporation has established a nominating and corporate governance committee to identify and recommend to the full Board of Directors the selection of qualified individuals to serve as Board members, recommend to the full Board director nominees for each annual meeting of shareholders, review existing corporate governance documents, establish corporate governance principles applicable to the Corporation and to govern the conduct of the Board and its members, and review nominations for director submitted by shareholders. During 2017, the members of this committee were Messrs. Hunter (Chairman), Cox, Freemer and Mason. Each of these persons is independent within the meaning of the rules of the NASDAQ Stock Market. The nominating and corporate governance committee operates pursuant to a written charter, which can be viewed on our website at www.emclairefinancial.com. The nominating and corporate governance committee met one time in connection with the nominations for the election of directors at the annual meeting.

The nominating and corporate governance committee considers candidates for director suggested by its members and other directors, as well as management and shareholders. The nominating and corporate governance committee also may solicit prospective nominees. The committee will also consider whether to nominate any person nominated pursuant to the provision of our bylaws relating to shareholder nominations. The nominating and corporate governance committee has the authority and ability to retain a search firm to identify or evaluate potential nominees if it so desires.

The charter of the nominating and corporate governance committee sets forth certain criteria the committee may consider when recommending individuals for nomination as director including: (a) ensuring that the Board of Directors, as a whole, is diverse and consists of individuals with various and relevant career experience, relevant technical skills, industry knowledge and experience, financial expertise (including expertise that could qualify a director as a “financial expert,” as that term is defined by the rules of the SEC), local or community ties and (b) minimum individual qualifications, including strength of character, mature judgment, familiarity with our business and industry, independence of thought and an ability to work collegially. The committee also may consider the extent to which the candidate would fill a present need on the Board of Directors.

Once the nominating and corporate governance committee has identified a prospective nominee, the committee makes an initial determination as to whether to conduct a full evaluation of the candidate. This initial determination is based on whatever information is provided to the committee with the recommendation of the prospective candidate, as well as the committee’s own knowledge of the prospective candidate, which may be supplemented by inquiries to the person making the recommendation or others.

Section 10.1 of our bylaws governs shareholder nominations for election to the Board of Directors and requires all nominations for election to the Board of Directors by a shareholder to be made pursuant to timely notice in writing to the Secretary of the Corporation. To be timely, a shareholders’ notice must be received by the Corporation not later than 60 days prior to the annual meeting called for the election of directors. Each written notice of a shareholder nomination must set forth certain information specified in the bylaws. Any nomination of any person not made in compliance with the procedures set forth in the bylaws shall be disregarded by the presiding officer of the meeting and any votes for such nominee shall be disregarded.

Executive Officers Who are Not Directors

Set forth below is information with respect to the principal occupations during at least the last five years for the current executive officers of the Corporation who do not serve as directors. All executive officers of the Corporation are elected annually by the Board of Directors and serve at the discretion of the Board. There are no arrangements or understandings between the executive officers and the Corporation and any person pursuant to which such persons have been selected officers. Ages are reflected as of December 31, 2017.

Jennifer A. Roxbury, age 48. Ms. Roxbury is Assistant Secretary of the Corporation and Senior Vice President and Chief Operating Officer of the Bank. Ms. Roxbury was appointed Assistant Secretary in 2016 and has served in her role at the Bank since October 2011.

Matthew J. Lucco, age 38. Mr. Lucco is Secretary of the Corporation and Senior Vice President and Chief Risk and Strategy Officer of the Bank, positions he has held since July 2017. Previously, Mr. Lucco served as Treasurer of the Corporation from August 2010 until July 2017 and as Senior Vice President and Chief Financial Officer of the Bank from August 2010 until July 2017 and as Chief Credit Officer of the Bank from January 2016 until July 2017.

Amanda L. Engles, Age 39. Ms. Engles is Treasurer of the Corporation and Senior Vice President and Chief Financial Officer of the Bank, positions she has held since July 2017. Ms. Engles previously served as Principal Accounting Officer and Secretary of the Corporation as well as Vice President and Controller of the Bank since October 2007. She previously served as Treasurer of the Corporation from October 2007 through August 2010.

EXECUTIVE COMPENSATION

Summary Compensation Table

The following table sets forth a summary of certain information concerning the compensation awarded to or paid by the Corporation or its subsidiaries for services rendered in all capacities during the past two years to our principal executive officer as well as our two other highest compensated executive officers in 2017 (who we refer to as “named executive officers”).

Name and Principal Position	Year	Salary	Bonus (1)	Stock	All	Total
				Awards (2)	Other	
William C. Marsh, Chairman, President and Chief Executive Officer	2017	\$ 345,697	\$ 131,711	\$ 125,480	\$ 44,714	\$ 647,602
	2016	319,853	98,275	93,590	43,997	555,715
Jennifer A. Roxbury, Senior Vice President and Chief Operating Officer	2017	163,200	41,453	47,055	10,145	261,853
	2016	151,410	31,014	13,370	8,586	204,380
Matthew J. Lucco, Senior Vice President, Secretary and Chief Risk & Strategy Officer	2017	163,200	41,453	23,528	10,533	238,713
	2016	151,455	31,023	20,055	10,344	212,877

- (1) Bonus amounts presented for 2017 were paid in 2018 for 2017 performance pursuant to the Corporation’s Incentive Compensation Plan.
- (2) Reflects the grant date fair value, computed in accordance with FASB ASC Topic 718, for stock awards granted in 2017 and 2016 pursuant to the 2007 Stock Incentive Plan and Trust adopted in 2007 and the 2014 Stock Incentive Plan adopted in 2014. For a description of the assumptions used for purposes of determining grant date fair value, see Note 14 to the Financial Statements included in our Annual Report on Form 10-K for the year ended December 31, 2017.
- (3) Includes (i) director’s fees from the Corporation and the Bank totaling \$27,000 for 2017 and 2016 for Mr. Marsh and (ii) matching amounts and discretionary profit sharing contributions made under the Corporation’s 401(k) plan for all the named executive officers.

Outside Compensation Consultants

Periodically, the Corporation retains a compensation consulting firm to review its compensation structure. During 2016 and 2017, the Corporation retained L.R. Webber Associates, Inc. (“L.R. Webber”) to assist the human resources committee in setting compensation levels. The human resources committee considered L.R. Webber to be independent and concluded that the consultant had no conflicts of interest with respect to its engagement. The consultant reviewed the Corporation’s compensation practices and compared them with compensation practices of institutions similar in size and performance to the Corporation. The human resources committee considered L.R. Webber’s review of compensation levels in establishing the compensation amounts of the Corporation’s President and Chief Executive Officer and Board of Directors.

Pension Plan

The Bank maintains a defined benefit pension plan for all eligible employees. An employee becomes vested in the plan after three years. Upon retirement at age 65, a terminated participant is entitled to receive a monthly benefit. Prior to a 2002 amendment to the plan, the benefit formula was 1.1% of average monthly compensation plus 0.4% of average monthly compensation in excess of \$675 multiplied by years of service. In 2002, the plan was amended to change the benefit structure to a cash balance formula under which the benefit payable is the actuarial equivalent of the hypothetical account balance at normal retirement age. However, the benefits already accrued by the employees prior to the amendment were not reduced. In addition, the prior benefit formula continued through December 31, 2012, as a minimum benefit. The Bank amended the defined benefit pension plan to freeze the benefits under the plan effective as of April 30, 2013, with no additional benefits to accrue after such date.

401(k) Plan

The Corporation maintains a defined contribution 401(k) plan. Employees are eligible to participate by providing tax-deferred contributions up to 20% of qualified compensation. Employee contributions are vested at all times. The Corporation provides a matching contribution of up to 4% of the participant's salary. The Corporation may also make, at the sole discretion of its Board of Directors, a profit sharing contribution.

Supplemental Retirement Agreements

In November 2015, the Bank entered into amended and restated supplemental retirement agreements ("Supplemental Agreements") with Messrs. Marsh and Lucco and Ms. Roxbury, which amended prior supplemental agreements originally entered into with Mr. Marsh in October 2002 and with Mr. Lucco and Ms. Roxbury in August 2012. The Supplemental Agreements are non-qualified defined benefit plans and are unfunded. The Supplemental Agreements have no assets, and the benefits payable under the Supplemental Agreements are not secured. The Supplemental Agreement participants are general creditors of the Bank in regards to their vested Supplemental Agreement benefits. The Supplemental Agreements provide for retirement benefits upon reaching age 65, and the participants become vested in their benefits up until their normal retirement age. Upon attaining normal retirement age, Messrs. Marsh and Lucco and Ms. Roxbury would be entitled to \$1.6 million, \$1.0 million and \$900,000, respectively, over a 20-year period under their Supplemental Agreements.

Each of the Supplemental Agreements provides that in the event of a change in control of the Corporation or the Bank (as defined in the agreements), the executive will receive his supplemental retirement benefits in a lump sum payment if the change in control occurs before the executive's employment is terminated and before the executive reaches normal retirement age. If a change in control had occurred on December 31, 2017, Messrs. Marsh and Lucco and Ms. Roxbury would have been entitled to lump sum payments of \$532,482, \$185,712 and \$261,264, respectively. Such payments could be limited if they are deemed "parachute payments" under Section 280G of the Internal Revenue Code, as amended.

The Supplemental Agreements prohibit the executives from competing against the Bank or soliciting customers or employees of the Bank for a period of three years following a termination of employment if such termination occurs prior to a change in control. If the executives are still employed at the time of a change in control, the Supplemental Agreements with Mr. Lucco and Ms. Roxbury impose non-compete and non-solicitation provisions for a period of six months following the change in control. The employment agreement with Mr. Marsh described below imposes non-compete and non-solicitation provisions for a period of 12 months following a change in control. The Bank has entered into similar Supplemental Agreements with other officers.

Employment and Change in Control Agreements

In November 2015, the Corporation and the Bank entered into an amended and restated employment agreement with William C. Marsh to serve as Chairman, President and Chief Executive Officer, which amended prior employment agreements originally entered into with Mr. Marsh in July 2007. The current term of the agreement expires on December 31, 2018 and will renew for successive one-year periods each January 1 unless notice to the contrary is provided at least 30 days prior to the renewal. The agreement also provides that if the executive is terminated by the Corporation or the Bank for other than cause, disability, retirement or the executive's death or the executive terminates employment for good reason (as defined in the agreement) after a change in control of the Corporation or the Bank, then Mr. Marsh will be entitled to the payment of a lump sum cash severance amount equal to three times his average annual compensation (as defined in the agreement) during the five calendar years preceding the year of termination, the continuation of his insurance benefits for up to 36 months and a lump sum cash payment equal to the projected cost of providing certain other benefits for 36 months, provided that such payments will be limited if they are deemed "parachute payments" under Section 280G of the Internal Revenue Code as amended. The employment agreement imposes non-compete and non-solicitation provisions on Mr. Marsh for a period of 18 months if his employment is terminated prior to a change in control and for a period of 12 months if his employment is terminated concurrently with or following a change in control.

In November 2015, the Corporation and the Bank entered into amended and restated change in control agreements with Matthew J. Lucco and with Jennifer A. Roxbury. The agreements amended the change in control agreements originally entered into with Mr. Lucco in August 2010 and with Ms. Roxbury in October 2011. The change in control agreements currently expire on December 31, 2018, and the term will renew for successive one-year periods each January 1 unless notice to the contrary is provided at least 30 days prior to the renewal. If a change in control occurs during the term of the agreements at a time when there is less than one year remaining in the term, then the remaining term of the agreements will be automatically extended until the one-year anniversary of the completion of the change in control.

The change in control agreements for Mr. Lucco and Ms. Roxbury provide that if the executive is terminated by the Corporation or the Bank (or any successor) within 24 months subsequent to a change in control of the Corporation or the Bank for other than cause, disability, retirement or the executive's death or the executive terminates employment for good reason (as defined in the agreement) after a change in control of the Corporation or the Bank, then the executive will be entitled to the payment of a lump sum cash severance amount equal to two times the executive's highest annual compensation (as defined in the agreement) during the year of termination or either of the two preceding calendar years, the continuation of the executive's insurance benefits for up to 24 months and a lump sum cash payment equal to the projected cost of providing certain other benefits for 24 months, provided that such payments will be limited if they are deemed "parachute payments" under Section 280G of the Internal Revenue Code as amended. The Bank has entered into similar change in control agreements with other officers.

Outstanding Equity Awards at Fiscal Year-End

The following tables set forth, with respect to the executive officers named in the Summary Compensation Table, information with respect to the number of awards held as of December 31, 2017. All awards were granted pursuant to the Corporation's 2007 Stock Incentive Plan and Trust adopted in 2007 and approved by shareholders at the 2007 annual meeting or the 2014 Stock Incentive Plan adopted in 2014 and approved by shareholders at the 2014 annual meeting.

<u>Name</u>	<u>Stock Awards</u>		
	<u>Number of Shares</u>	<u>Market Value of</u>	<u>Vesting</u>
	<u>of Stock</u>	<u>Shares of Stock</u>	<u>Date</u>
	<u>Not Vested</u>	<u>Not Vested (1)</u>	
William C. Marsh	3,000	\$91,050	12/11/2018
William C. Marsh	3,500	106,225	12/07/2019
William C. Marsh	4,000	121,400	12/08/2020
Matthew J. Lucco	750	22,763	12/11/2018
Matthew J. Lucco	1,000	30,350	12/07/2019
Matthew J. Lucco	750	22,763	12/08/2020
Jennifer A. Roxbury	350	10,623	12/11/2018
Jennifer A. Roxbury	500	15,175	12/07/2019
Jennifer A. Roxbury	1,500	45,525	12/08/2020

(1) Based upon the fair market value of a share of common stock of the Corporation as of December 31, 2017.

Certain Transactions

Other than as set forth below, there have been no material transactions, proposed or consummated, between the Corporation and the Bank with any director or executive officer of the Corporation or the Bank, or any associate of the foregoing persons.

The Bank, like many financial institutions, has followed a written policy of granting various types of loans to officers, directors, and employees and under such policy grants a discount of 100 basis points on loans extended to all employees, including executive officers. With the exception of such policy, all loans to executive officers and directors of the Corporation and the Bank have been made in the ordinary course of business and on substantially the same terms and conditions, including interest rates and collateral, as those prevailing at the time for comparable transactions with persons not related to the Bank, and do not involve more than the normal risk of collectibility nor present other unfavorable features. All such loans are approved by the Board of Directors.

The following table presents a summary of loans in excess of \$120,000 with preferential pricing (100 basis point discount) extended by the Bank to any of the Corporation's executive officers or immediate family members of such individuals. In addition, the Corporation had two directors and one executive officer whose loans totaled more than \$120,000 at December 31, 2017, however in these instances the loans made with preferential pricing did not exceed \$120,000.

Name and Position	Type	Year Made	Highest	Balance 12/31/17	Amount Paid During		Interest Rate
			Principal Balance During Year		Principal	Interest	
David L. Cox, Director	Residential Mortgage	2010	\$153,240	\$145,107	\$8,133	\$6,309	4.00%

Director Compensation

During 2017, directors received \$1,500 per month for their services as a director of the Bank and \$750 for attendance at board meetings. The Chairmen of the audit and human resources committees received an additional \$200 per month for their services as Committee Chairmen. No additional compensation is paid for service as a director of the Corporation. In addition, non-employee directors received \$400 for each Bank committee meeting that they attended during 2017.

The following table sets forth information concerning compensation paid or accrued by the Corporation and the Bank to each member of the Board of Directors with the exception of named executive officers reported within the Summary Compensation Table during the year ended December 31, 2017.

Name	Fees Earned or Paid in Cash	Stock Awards (1)	All Other Compensation (2)	Total
Milissa S. Bauer	\$ 36,150	\$ 15,685	\$ -	\$ 51,835
David L. Cox	36,200	15,685	26,000	77,885
James M. Crooks	36,950	15,685	-	52,635
Robert W. Freeman	29,750	15,685	-	45,435
Mark A. Freemer	34,600	15,685	-	50,285
Robert L. Hunter	33,350	15,685	-	49,035
John B. Mason	35,400	15,685	-	51,085
Deanna K. McCarrier	32,150	15,685	-	47,835
Nicholas D. Varischetti	30,950	15,685	-	46,635

(1) Reflects the grant date fair value, computed in accordance with FASB ASC Topic 718, for stock awards granted in 2017 pursuant to the 2014 Stock Incentive Plan adopted in 2014. For a description of the assumptions used for purposes of determining grant date fair value, see Note 14 to the Financial Statements included in our Annual Report on Form 10-K for the year ended December 31, 2017. Directors Bauer, Cox, Crooks, Freeman, Freemer, Hunter, Mason and Varischetti also have a total of 1,500 stock awards of which 500 vest on December 11, 2018, December 7, 2019 and December 8, 2020, respectively. Director McCarrier has 1,000 stock awards of which 500 vest on December 7, 2019 and December 8, 2020.

(2) Reflects amounts distributed under the Corporation's Supplemental Retirement Agreements.

REPORT OF THE AUDIT COMMITTEE

In discharging its oversight responsibility, the audit committee has met and held discussions with management and Crowe Horwath LLP, the independent auditors for the Corporation. Management represented to the audit committee that all consolidated financial statements were prepared in accordance with accounting principles generally accepted in the United States of America, and the audit committee has reviewed and discussed the consolidated financial statements with management and the independent auditors.

In addition, the audit committee has discussed with the independent auditors the auditors' independence from management and the Corporation, and has received and discussed with the independent auditors the matters in the written disclosures required by the Independence Standards Board and as required under the Sarbanes-Oxley Act of 2002, including considering the permissibility of non-audit services with the auditors' independence.

The audit committee also obtained from the independent auditors a formal written statement describing all relationships between the Corporation and Crowe Horwath LLP that bear on the auditors' independence consistent with the applicable requirements of the Public Company Accounting Oversight Board regarding the independent accountant's communications with the audit committee concerning independence. The audit committee discussed with the independent auditors any relationships that may impact the firm's objectivity and independence and satisfied itself as to the auditors' independence.

Based on these discussions and reviews, the audit committee recommended that the Board of Directors approve the inclusion of the Corporation's audited consolidated financial statements in its Annual Report on Form 10-K for the year ended December 31, 2017, for filing with the SEC.

Respectfully submitted by the members of the audit committee of the Board of Directors:

Mark A. Freemer, Chairman
Milissa S. Bauer
James M. Crooks
Robert L. Hunter
Deanna K. McCarrier
Nicholas D. Varischetti

**PROPOSAL TO AMEND OUR ARTICLES OF INCORPORATION TO
ELIMINATE THE CURRENT SUPERMAJORITY VOTING PROVISION FOR A MERGER
OR SIMILAR TRANSACTION IN CERTAIN CIRCUMSTANCES**

Summary. The current Amended and Restated Articles of Incorporation of the Corporation (the “Articles”) require an 80% vote of the outstanding shares of common stock in order to approve a merger or similar transaction, without any exceptions, when the Corporation is not the surviving entity. The Board of Directors believes that this is a very high and difficult threshold to achieve, which could impede the Corporation from completing a merger or sale of the Corporation in the future, even if such a transaction was favored by the Board of Directors and a majority of shareholders and could deny shareholders a premium on their shares. The Board of Directors has proposed an amendment to the Articles which eliminates the supermajority vote requirement if the proposed merger or similar transaction is first approved by a majority of the Board of Directors. The amendment also reduces the threshold for approval of a merger or sale transaction to two-thirds of the outstanding shares of common stock from the current 80% vote requirement and eliminates the supermajority vote requirement if the transaction is first approved by a majority of the Board of Directors, which the Board believes will discourage hostile takeovers and encourage an acquirer to negotiate with the Corporation.

Proposal. The Board of Directors proposes that shareholders approve an amendment to our Articles to revise the provision that currently requires approval of the holders of at least 80% of the outstanding shares of common stock for a merger or similar transaction. Currently, Article 8 of the Articles provides as follows:

Article 8. No merger, consolidation, liquidation or dissolution of this Corporation nor any action that would result in the sale or other disposition of all or substantially all of the assets of this Corporation shall be valid unless first approved by the holders of at least eighty percent (80%) of the outstanding shares of Common Stock of this Corporation. This Article 8 may not be amended unless first approved by the affirmative vote of the holders of at least eighty percent (80%) of the outstanding shares of Common Stock of this Corporation.

This provision was included in the original Articles of Incorporation when the Corporation was formed in 1989 and was retained when the Articles were amended and restated in 1996. This provision could impede the ability of the Board of Directors to enter in a potential acquisition or a merger or sale of the Corporation in the future if it desired to do so, even if the Board of Directors and majority of shareholders were in favor of the transaction. A merger or sale transaction could be beneficial to shareholders, provide a premium to the market value of the common stock and not be approved because of the 80% vote requirement. Obtaining the vote of 80% of the outstanding shares of common stock is a very high and difficult threshold to achieve for any proposal to be considered by shareholders of a public company. Many shareholders, particularly holders of a relatively small position of a stock, do not bother to return a proxy or to vote even if they are in favor of a proposal. A potential acquisition by the Corporation could enhance franchise value, be accretive to earnings per share and position the Corporation for additional growth and sustained profitability. The provision might also discourage a potential acquirer from pursuing a friendly merger with the Corporation out of concern that the required 80% shareholder approval might not be obtained. Due to a lack of clarity in Article 8 as currently drafted, an argument could be made that the supermajority vote requirement may be required even where the Corporation is acquiring another company and is the surviving company in the merger. The Board of Directors believes that such an interpretation was not the intent of Article 8 when it was originally implemented and believes that it is in the best interests of the Corporation and its shareholders to amend and clarify the Articles on this point.

The Board of Directors has approved, subject to shareholder approval, the amendment and restatement of Article 8 of the Articles as follows:

Article 8. No merger, consolidation, liquidation or dissolution of this Corporation nor any action that would result in the sale or other disposition of all or substantially all of the assets of this Corporation shall be valid unless first approved by the holders of at least two-thirds of the shares of Common Stock of this Corporation which are issued and outstanding and entitled to vote generally in an election of directors, as well as such additional vote of the Preferred Stock as may be required by the provisions of any series thereof. This two-thirds vote requirement referenced in the preceding sentence shall not apply if (i) the merger or other transaction is first approved by a majority of the Board of Directors of the Corporation then in office, or (ii) the Corporation is the surviving entity of the merger, consolidation or other transaction, and in either such event, the action will require only such affirmative vote as may be required by applicable law. This Article 8 may not be amended unless first approved by the affirmative vote of the holders of at least two-thirds of the shares of Common Stock of this Corporation which are issued and outstanding and entitled to vote generally in an election of directors, as well as such additional vote of the Preferred Stock as may be required by the provisions of any series thereof.

The amendment reduces the 80% vote requirement to two-thirds of the outstanding shares of common stock and eliminates the supermajority vote requirement if the transaction is first approved by a majority of the Board of Directors. In addition, the amendment makes clear that the supermajority vote is not applicable if the Corporation is the surviving entity of a merger or similar transaction. If the amendment is approved by shareholders, in the event a merger or similar transaction is first approved by the Board of Directors, then a vote of a majority of the votes cast by shareholders will be sufficient shareholder approval in accordance with Pennsylvania law. In addition, if the amendment is approved by shareholders, then under applicable Pennsylvania law, with certain exceptions, it will be clear that no approval of the Corporation's shareholders will be required for a merger when the Corporation will be the surviving entity.

The amendment provides for a two-thirds supermajority vote of shareholders if the transaction is not first approved by the Board of Directors. The Board of Directors believes that a two-thirds vote requirement in such circumstances provides protection against unfair, potentially abusive takeover attempts by encouraging an acquirer to negotiate directly with the Board, ensuring that the Board can negotiate fair and adequate offers that are in the best interests of the Corporation and its shareholders and protect against abusive or coercive takeover tactics. The Board believes that this provision as revised is usual and customary and is in accordance with sound corporate governance standards.

The Board of Directors has carefully considered the advantages and disadvantages of the amendment and the applicability of a supermajority voting provision in certain circumstances and has approved the amendment and restatement of Article 8 and recommends that shareholders vote to approve the amendment.

Vote Required for Approval and Board Recommendation

Under current Article 8, the affirmative vote of 80% of the outstanding common stock is required for approval of this proposal. Because of the required vote, abstentions and unvoted shares, including broker non-votes, will have the same effect as a vote against the proposal. **Please vote your proxy by mail, via the Internet or by telephone as soon as practicable so your vote can be counted.**

If this proposal is approved by the requisite vote of shareholders, the Corporation intends to promptly file Articles of Amendment with the Commonwealth of Pennsylvania to amend the Corporation's Articles. If the proposal is not approved, current Article 8 of the Articles will remain in effect.

The Board of Directors recommends that you vote for approval of the amendment to our Amended and Restated Articles of Incorporation.

RATIFICATION OF THE APPOINTMENT OF INDEPENDENT REGISTERED PUBLIC ACCOUNTING FIRM

The audit committee of the Board of Directors of the Corporation has appointed Crowe Horwath LLP, Certified Public Accountants, to perform the audit of the Corporation's consolidated financial statements for the year ending December 31, 2018, and has further directed that the selection of Crowe Horwath as the Corporation's independent registered public accounting firm be submitted for ratification by the shareholders at the annual meeting. The Corporation has been advised by Crowe Horwath that neither the firm nor any of its associates has any relationship with the Corporation other than the usual relationship that exists between independent public accountants and clients. Crowe Horwath will have a representative at the annual meeting who will have an opportunity to make a statement, if he or she so desires, and who will be available to respond to appropriate questions.

Vote Required; Effect

Unless instructed to the contrary, it is intended that proxies will be voted for the ratification of the selection of Crowe Horwath, as the Corporation's independent registered public accounting firm for the fiscal year ending December 31, 2018. Ratification of Crowe Horwath as the Corporation's independent registered public accounting firm will require the affirmative vote of a majority of the shares of common stock present in person or by proxy at the annual meeting.

Recommendation of the Board of Directors

The Board of Directors recommends that shareholders vote FOR the ratification of the appointment by the audit committee of the Board of Directors of Crowe Horwath LLP as the Corporation's independent registered public accounting firm for the year ending December 31, 2018.

It is understood that even if the selection of Crowe Horwath is ratified, the Board of Directors, in its discretion, may direct the appointment of a new independent registered public accounting firm at any time during the year if the Board of Directors determines that such a change would be in the best interest of the Corporation and its shareholders.

RELATIONSHIP WITH INDEPENDENT REGISTERED PUBLIC ACCOUNTING FIRM

General

The audit committee of the Board of Directors has appointed Crowe Horwath LLP as the independent registered public accounting firm to audit the Corporation’s financial statements for the year ending December 31, 2018. In evaluating whether to appoint Crowe Horwath to perform the audit of the Corporation’s financial statements for the year ending December 31, 2018, the audit committee considered the compatibility of the non-audit services provided to the Corporation by Crowe Horwath in 2017 described below on the independence of Crowe Horwath from the Corporation.

In addition to performing customary audit services related to the audit of the Corporation’s financial statements, Crowe Horwath LLP will assist the Corporation with the preparation of its federal and state tax returns and will perform required retirement plan audits, charging the Corporation for such services at its customary hourly billing rates.

The audit committee selects the Corporation’s independent registered public accounting firm and separately pre-approves all audit services to be provided by it to the Corporation. The audit committee also reviews and separately pre-approves all audit-related, tax and all other services rendered by our independent registered public accounting firm in accordance with the audit committee’s charter and policy on pre-approval of audit-related, tax and other services. In its review of these services and related fees and terms, the audit committee considers, among other things, the possible effect of the performance of such services on the independence of our independent registered public accounting firm.

During 2017, each new engagement of the independent registered public accounting firm was approved in advance by the audit committee, and none of those engagements made use of the *de minimus* exception to pre-approval contained in the SEC’s rules.

Auditor Fees

The following table sets forth the aggregate fees paid by us to Crowe Horwath in 2017 and 2016 for professional services rendered in connection with the audit of the Corporation’s consolidated financial statements, as well as the fees paid by us for audit-related services, tax services and all other services rendered by Crowe Horwath in 2017 and 2016.

		<u>2017</u>	<u>2016</u>
Audit fees	(1)	\$139,000	\$129,000
Audit-related fees	(2)	25,000	24,500
Tax fees		33,183	24,020
Total		<u>\$197,183</u>	<u>\$177,520</u>

-
- (1) The audit fees include only fees that are customary under generally accepted auditing standards and are the aggregate fees the Corporation incurred for professional services rendered for the audit of the Corporation’s annual financial statements for fiscal years 2017 and 2016 and the reviews of the financial statements included in the Corporation’s Quarterly Reports on Forms 10-Q for fiscal years 2017 and 2016.
 - (2) The audit-related fees include audits of the Corporation’s benefit plans for both years. These audit-related services are assurance and related services that are reasonably related to the performance of the audit or review of the Corporation’s financial statements.

ANNUAL REPORT

A copy of the Corporation's Annual Report for its fiscal year ended December 31, 2017, is being mailed with this Proxy Statement and is available over the Internet at www.emclairefinancial.com. **Such Annual Report is not to be treated as part of the proxy solicitation material or having been incorporated herein by reference.**

SHAREHOLDER PROPOSALS

Any shareholder who, in accordance with and subject to the provisions of the proxy rules of the SEC, wishes to submit a proposal for inclusion in the Corporation's proxy statement for its 2019 Annual Meeting of Shareholders to be held in April 2019 must deliver such proposal in writing to the Secretary of Emclaire Financial Corp at the principal executive offices of the Corporation at 612 Main Street, Post Office Box D, Emlenton, Pennsylvania 16373, no later than November 23, 2018.

Under the Corporation's current bylaws, business proposal nominations for directors other than those to be included in the Corporation's proxy materials following the procedures described in Rule 14a-8 under the 1934 Act, may be made by shareholders entitled to vote at the meeting if notice is timely given and if the notice contains the information required by the bylaws. Nominations must be received no less than sixty (60) days prior to the annual meeting.

In the event the Corporation receives notice of a shareholder proposal to take action at next year's annual meeting of shareholders that is not submitted for inclusion in the Corporation's proxy material, or is submitted for inclusion but is properly excluded from the proxy material, the persons named in the proxy sent by the Corporation to its shareholders intend to exercise their discretion to vote on the shareholder proposal in accordance with their best judgment.

SHAREHOLDER COMMUNICATION WITH THE BOARD

The Corporation does not have a formal procedure for shareholder communication with its Board of Directors. In general, officers are easily accessible by telephone or mail. Any matter intended for the Board, or for any individual member or members of the Board, should be directed to the President with a request to forward the same to the intended recipient. In the alternative, shareholders can send correspondence to the Board to the attention of the Board Chairman, William C. Marsh, or to the attention of the Chairman of the Audit Committee, Mark A. Freemer, in care of the Corporation at the Corporation's address. All such communications will be forwarded unopened.

OTHER MATTERS

The Board of Directors does not know of any matters to be presented for consideration other than the matters described in the Notice of Meeting, but if any matters are properly presented, it is the intention of the persons named in the accompanying proxy to vote on such matters in accordance with their judgment.

ADDITIONAL INFORMATION

Upon written request, a copy of the Corporation's Annual Report on Form 10-K for the year ended December 31, 2017 may be obtained, without charge from Matthew J. Lucco, Secretary, Emclaire Financial Corp, 612 Main Street, Post Office Box D, Emlenton, Pennsylvania 16373. In addition, the Corporation files reports with the SEC. Free copies can be obtained from the SEC website at www.sec.gov or on the Corporation's website at www.emclairefinancial.com.

If you have any questions about any of the proposals for consideration at the Annual Meeting or how to vote at the Annual Meeting, in person or by proxy, please call our proxy solicitor, Laurel Hill Advisory Group, LLC, 2 Robbins Lane, Suite 201, Jericho, New York 11753.

Banks and Brokers Call (516) 933-3100
All Others Call Toll-Free (888) 742-1305

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

FORM 10-K

(Mark One):

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

For the fiscal year ended: December 31, 2017

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

For the transition period from: _____ to _____

Commission File Number: 000-18464

EMCLAIRE FINANCIAL CORP

(Exact name of registrant as specified in its charter)

Pennsylvania

25-1606091

(State or other jurisdiction of incorporation or organization)

(I.R.S. Employer Identification No.)

612 Main Street, Emlenton, PA

16373

(Address of principal executive office)

(Zip Code)

Registrant's telephone number: (844) 767-2311

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

Common Stock, par value \$1.25 per share

(Title of Class)

NASDAQ Capital Markets (NASDAQ)

(Name of exchange on which registered)

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 and posted on its corporate website, if any, every Interactive Data File required to be submitted and posted pursuant to Rule 405 of Regulation S-T during the preceding 12 month (or for such shorter period that the registrant was required to submit and post such files). YES NO .

Indicate by check mark if disclosure of delinquent filers pursuant to Item 405 of Regulation S-K is not contained herein, and will not be contained, to the best of registrant's knowledge, in definitive proxy or information statements incorporated by reference in Part III of this Form 10-K or any amendment to this Form 10-K.

Indicate by check mark whether the registrant is a large accelerated filer, an accelerated filer, a non-accelerated filer, a smaller reporting company or an emerging growth company (do not check if a smaller reporting company).

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

If an emerging growth company, indicate by check mark if the registrant has elected not to use the extended transition period for complying with any new or revised 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 .

As of June 30, 2017, the aggregate value of the 1,845,863 shares of Common Stock of the Registrant issued and outstanding on such date, which excludes 355,081 shares held by the directors and officers of the Registrant as a group, was approximately \$51.5 million. This figure is based on the last sales price of \$27.88 per share of the Registrant's Common Stock on June 30, 2017. The number of outstanding shares of common stock as of March 20, 2018, was 2,271,139.

DOCUMENTS INCORPORATED BY REFERENCE

Portions of the Proxy Statement for the 2018 Annual Meeting of Stockholders are incorporated by reference in Part III of this Form 10-K.

EMCLAIRE FINANCIAL CORP

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Discussions of certain matters in this Form 10-K and other related year end documents may constitute forward-looking statements within the meaning of Section 27A of the Securities Act of 1933, as amended, and Section 21E of the Securities Exchange Act of 1934, as amended (the Exchange Act), and as such, may involve risks and uncertainties. Forward-looking statements, which are based on certain assumptions and describe future plans, strategies, and expectations, are generally identifiable by the use of words or phrases such as “believe”, “plan”, “expect”, “intend”, “anticipate”, “estimate”, “project”, “forecast”, “may increase”, “may fluctuate”, “may improve” and similar expressions of future or conditional verbs such as “will”, “should”, “would”, and “could”. These forward-looking statements relate to, among other things, expectations of the business environment in which Emclair Financial Corp operates, projections of future performance, potential future credit experience, perceived opportunities in the market and statements regarding the Corporation’s mission and vision. The Corporation’s actual results, performance and achievements may differ materially from the results, performance, and achievements expressed or implied in such forward-looking statements due to a wide range of factors. These factors include, but are not limited to, changes in interest rates, general economic conditions, the local economy, the demand for the Corporation’s products and services, accounting principles or guidelines, legislative and regulatory changes, monetary and fiscal policies of the U.S. Government, U.S. Treasury, and Federal Reserve, real estate markets, competition in the financial services industry, attracting and retaining key personnel, performance of new employees, regulatory actions, changes in and utilization of new technologies and other risks detailed in the Corporation’s reports filed with the Securities and Exchange Commission (SEC) from time to time. These factors should be considered in evaluating the forward-looking statements, and undue reliance should not be placed on such statements. The Corporation does not undertake, and specifically disclaims any obligation, to update any forward-looking statements to reflect occurrences or unanticipated events or circumstances after the date of such statements.

PART I

Item 1. Business

General

Emclair Financial Corp (the Corporation) is a Pennsylvania corporation and financial holding company that provides a full range of retail and commercial financial products and services to customers in western Pennsylvania through its wholly owned subsidiary bank, The Farmers National Bank of Emlenton (the Bank). The Corporation also provides real estate settlement services through its subsidiary, Emclair Settlement Services, LLC (the Title Company).

The Bank was organized in 1900 as a national banking association and is a financial intermediary whose principal business consists of attracting deposits from the general public and investing such funds in real estate loans secured by liens on residential and commercial properties, consumer loans, commercial business loans, marketable securities and interest-earning deposits. The Bank currently operates through a network of seventeen retail branch offices in Venango, Allegheny, Butler, Clarion, Clearfield, Crawford, Elk, Jefferson and Mercer counties, Pennsylvania and Hancock county, West Virginia. The Corporation and the Bank are headquartered in Emlenton, Pennsylvania.

The Bank is subject to examination and comprehensive regulation by the Office of the Comptroller of the Currency (OCC), which is the Bank’s chartering authority, and the Federal Deposit Insurance Corporation (FDIC), which insures customer deposits held by the Bank to the full extent provided by law. The Bank is a member of the Federal Reserve Bank of Cleveland (FRB) and the Federal Home Loan Bank of Pittsburgh (FHLB). The Corporation is a registered bank holding company pursuant to the Bank Holding Company Act of 1956, as amended (BHCA), and a financial holding company under the Gramm-Leach Bliley Act of 1999 (GLBA).

On September 30, 2017, the Corporation completed the acquisition of Northern Hancock Bank and Trust Co. (NHB) in accordance with the terms of the Agreement and Plan of Merger, dated as of May 4, 2017, in exchange for 54,445 shares of common stock valued at \$1.7 million and \$22,000 in cash. In addition, on April 30, 2016, the Corporation completed its acquisition of United American Savings Bank (UASB) in accordance with the terms of the Agreement and Plan of Merger, dated December 30, 2015, in exchange for cash consideration of \$13.2 million. These acquisitions expanded the Corporation's franchise into new markets and increased the Corporation's consolidated total assets, loans and deposits.

At December 31, 2017, the Corporation had \$750.1 million in total assets, \$59.1 million in stockholders’ equity, \$577.2 million in net loans and \$654.6 million in total deposits.

Lending Activities

General. The principal lending activities of the Corporation are the origination of residential mortgage, commercial mortgage, commercial business and consumer loans. Nearly all of the Corporation's loans are originated in and secured by property within the Corporation's primary market area.

One-to-Four Family Mortgage Loans. The Corporation offers first mortgage loans secured by one-to-four family residences located mainly in the Corporation's primary lending area. One-to-four family mortgage loans amounted to 38.1% of the total loan portfolio at December 31, 2017. Typically such residences are single-family owner occupied units. The Corporation is an approved, qualified lender for the Federal Home Loan Mortgage Corporation (FHLMC) and the FHLB. As a result, the Corporation may sell loans to and service loans for the FHLMC and FHLB in market conditions and circumstances where this is advantageous in managing interest rate risk.

Home Equity Loans. The Corporation originates home equity loans secured by single-family residences. Home equity loans amounted to 17.1% of the total loan portfolio at December 31, 2017. These loans may be either a single advance fixed-rate loan with a term of up to 20 years or a variable rate revolving line of credit. These loans are made only on owner-occupied single-family residences.

Commercial Business and Commercial Real Estate Loans. Commercial lending constitutes a significant portion of the Corporation's lending activities. Commercial business and commercial real estate loans amounted to 43.2% of the total loan portfolio at December 31, 2017. Commercial real estate loans generally consist of loans granted for commercial purposes secured by commercial or other nonresidential real estate. Commercial loans consist of secured and unsecured loans for such items as capital assets, inventory, operations and other commercial purposes.

Consumer Loans. Consumer loans generally consist of fixed-rate term loans for automobile purchases, home improvements not secured by real estate, capital and other personal expenditures. The Corporation also offers unsecured revolving personal lines of credit and overdraft protection. Consumer loans amounted to 1.6% of the total loan portfolio at December 31, 2017.

Loans to One Borrower. National banks are subject to limits on the amount of credit that they can extend to one borrower. Under current law, loans to one borrower are limited to an amount equal to 15% of unimpaired capital and surplus on an unsecured basis, and an additional amount equal to 10% of unimpaired capital and surplus if the loan is secured by readily marketable collateral. At December 31, 2017, the Bank's loans to one borrower limit based upon 15% of unimpaired capital was \$9.6 million. The Bank may grant credit to borrowers in excess of the legal lending limit as part of the Legal Lending Limit Pilot Program approved by the OCC which allows the Bank to exceed its legal lending limit within certain parameters. At December 31, 2017, the Bank's largest single lending relationship had an outstanding balance of \$7.6 million.

Loan Portfolio. The following table sets forth the composition and percentage of the Corporation's loans receivable in dollar amounts and in percentages of the portfolio as of December 31:

<i>(Dollar amounts in thousands)</i>	2017		2016		2015		2014		2013	
	Dollar Amount	%	Dollar Amount	%	Dollar Amount	%	Dollar Amount	%	Dollar Amount	%
Mortgage loans on real estate:										
Residential mortgages	\$ 221,823	38.1%	\$ 198,167	38.0%	\$ 139,305	32.0%	\$ 107,173	27.8%	\$ 105,541	29.5%
Home equity loans and lines of credit	99,940	17.1%	91,359	17.5%	87,410	20.1%	89,106	23.2%	87,928	24.6%
Commercial real estate	193,068	33.1%	166,994	32.1%	129,691	29.8%	110,810	28.8%	101,499	28.5%
Total real estate loans	514,831	88.3%	456,520	87.6%	356,406	81.9%	307,089	79.8%	294,968	82.6%
Other loans:										
Commercial business	58,941	10.1%	57,788	11.1%	71,948	16.5%	70,185	18.2%	53,214	14.9%
Consumer	9,589	1.6%	6,672	1.3%	6,742	1.6%	7,598	2.0%	9,117	2.6%
Total other loans	68,530	11.7%	64,460	12.4%	78,690	18.1%	77,783	20.2%	62,331	17.4%
Total loans receivable	583,361	100.0%	520,980	100.0%	435,096	100.0%	384,872	100.0%	357,299	100.0%
Less:										
Allowance for loan losses	6,127		5,545		5,205		5,224		4,869	
Net loans receivable	\$ 577,234		\$ 515,435		\$ 429,891		\$ 379,648		\$ 352,430	

The following table sets forth the final maturity of loans in the Corporation's portfolio as of December 31, 2017. Demand loans having no stated schedule of repayment and no stated maturity are reported as due within one year.

<i>(Dollar amounts in thousands)</i>	Due in one year or less	Due from one to five years	Due from five to ten years	Due after ten years	Total
Residential mortgages	\$ 6,870	\$ 3,601	\$ 13,704	\$ 197,648	\$ 221,823
Home equity loans and lines of credit	697	10,396	23,769	65,078	99,940
Commercial real estate	1,170	24,230	64,773	102,895	193,068
Commercial business	968	13,254	18,305	26,414	58,941
Consumer	271	5,179	2,678	1,461	9,589
	\$ 9,976	\$ 56,660	\$ 123,229	\$ 393,496	\$ 583,361

The following table sets forth the dollar amount of the Corporation's fixed and adjustable rate loans with maturities greater than one year as of December 31, 2017:

<i>(Dollar amounts in thousands)</i>	Fixed rates	Adjustable rates
Residential mortgages	\$ 203,556	\$ 11,397
Home equity loans and lines of credit	85,010	14,233
Commercial real estate	60,390	131,508
Commercial business	25,667	32,306
Consumer	7,605	1,713
	\$ 382,228	\$ 191,157

FORM 10-K

Contractual maturities of loans do not reflect the actual term of the Corporation's loan portfolio. The average life of mortgage loans is substantially less than their contractual terms because of loan prepayments and enforcement of due-on-sale clauses, which give the Corporation the right to declare a loan immediately payable in the event, among other things, that the borrower sells the real property subject to the mortgage. Scheduled principal amortization also reduces the average life of the loan portfolio. The average life of mortgage loans tends to increase when current market mortgage rates substantially exceed rates on existing mortgages and conversely, decrease when rates on existing mortgages substantially exceed current market interest rates.

Delinquencies and Classified Assets

Delinquent Loans and Other Real Estate Acquired Through Foreclosure (OREO). Typically, a loan is considered past due and a late charge is assessed when the borrower has not made a payment within 15 days from the payment due date. When a borrower fails to make a required payment on a loan, the Corporation attempts to cure the deficiency by contacting the borrower. The initial contact with the borrower is made shortly after the 17th day following the due date for which a payment was not received. In most cases, delinquencies are cured promptly.

If the delinquency exceeds 60 days, the Corporation works with the borrower to set up a satisfactory repayment schedule. Typically, loans are considered nonaccruing upon reaching 90 days delinquent unless the credit is well secured and in the process of collection, although the Corporation may be receiving partial payments of interest and partial repayments of principal on such loans. When a loan is placed in nonaccrual status, previously accrued but unpaid interest is deducted from interest income. The Corporation institutes foreclosure action on secured loans only if all other remedies have been exhausted. If an action to foreclose is instituted and the loan is not reinstated or paid in full, the property is sold at a judicial or trustee's sale at which the Corporation may be the buyer.

Real estate properties acquired through, or in lieu of, foreclosure are to be sold and are initially recorded at fair value at the date of foreclosure less costs to sell, thereby establishing a new cost basis. After foreclosure, management periodically performs valuations and the real estate is carried at the lower of carrying amount or fair value less the cost to sell the property. Revenue and expenses from operations and changes in the valuation allowance are included in the loss on foreclosed real estate. The Corporation generally attempts to sell its OREO properties as soon as practical upon receipt of clear title.

As of December 31, 2017, the Corporation's nonperforming assets were \$4.2 million, or 0.56% of the Corporation's total assets, compared to \$3.6 million, or 0.52% of the Corporation's total assets, at December 31, 2016. Nonperforming assets at December 31, 2017 included nonaccrual loans and OREO of \$3.7 million and \$492,000, respectively. Included in nonaccrual loans at December 31, 2017 were four loans totaling \$433,000 considered to be troubled debt restructurings (TDRs).

Classified Assets. Regulations applicable to insured institutions require the classification of problem assets as "substandard," "doubtful," or "loss" depending upon the existence of certain characteristics as discussed below. A category designated "special mention" must also be maintained for assets currently not requiring the above classifications but having potential weakness or risk characteristics that could result in future problems. An asset is classified as substandard if not adequately protected by the current net worth and paying capacity of the obligor or of the collateral pledged, if any. A substandard asset is characterized by the distinct possibility that the Corporation will sustain some loss if the deficiencies are not corrected. Assets classified as doubtful have all the weaknesses inherent in those classified as substandard and these weaknesses make collection or liquidation in full, on the basis of currently existing facts, conditions and values, highly questionable or improbable. Assets classified as loss are considered uncollectible and of such little value that their continuance as assets is not warranted.

The Corporation's classification of assets policy requires the establishment of valuation allowances for loan losses in an amount deemed prudent by management. Valuation allowances represent loss allowances that have been established to recognize the inherent risk associated with lending activities. When the Corporation classifies a problem asset as a loss, the portion of the asset deemed uncollectible is charged off immediately.

The Corporation regularly reviews the problem loans and other assets in its portfolio to determine whether any require classification in accordance with the Corporation's policy and applicable regulations. As of December 31, 2017, the Corporation's classified and criticized assets amounted to \$14.8 million or 2.0% of total assets, with \$3.2 million identified as special mention and \$11.6 million classified as substandard.

Included in classified and criticized assets at December 31, 2017 are three large loan relationships exhibiting credit deterioration that may impact the ability of the borrowers to comply with their present loan repayment terms on a timely basis.

The first relationship, with an outstanding balance of \$2.5 million at December 31, 2017, consists of one commercial mortgage originated for the construction of a hotel, restaurant and retail plaza secured by such property and the borrower's personal residence. The hotel, restaurant and retail plaza are complete and operational; however, cash flows from operations have not been consistent and are impacted by the seasonal nature of the hotel. In addition, the borrower has limited liquidity. As a result, the borrower has listed substantial real estate holdings for sale. At December 31, 2017, the loan was performing and classified as substandard. Ultimately, due to the estimated value of the borrower's significant real estate holdings, most of which are pledged as collateral for the subject loan, the Corporation does not currently expect to incur a loss on this loan.

The second relationship, with an outstanding balance of \$2.1 million at December 31, 2017, consists of one commercial mortgage originated for the construction of a hotel and is secured by the hotel and all related furniture, fixtures and equipment. The hotel is complete and operational; however, cash flow from the first year of operations significantly lagged management's projections, and as such, was insufficient for debt service requirements. Although results continue to evidence improvement in operating performance, cash flow remains deficient. The loan is guaranteed by the three principals, all of whom have significant net worth positions and the ability to support the operations of the hotel until stabilization can be achieved. At December 31, 2017, the loan was performing and classified as substandard. Ultimately, due to the estimated value of the hotel and the willingness and ability of the guarantors to support the loan, the Corporation does not currently expect to incur a loss on this loan.

The third relationship, with an outstanding balance of \$1.9 million at December 31, 2017, consists of two commercial mortgages originated to acquire two separate commercial properties. The commercial properties, which are each leased to a national automobile service provider on a triple net basis, secure the subject loans. The financial performance of the first property is weak due to lower than expected rental income whereas the financial performance of the second property is satisfactory. The borrower is in the process of selling the second property, the proceeds of which will repay the loan related to the second property and substantially reduce the principal balance on the loan related to the first property, which will be re-amortized over the remaining term. Upon completion, cash flow of the first property is expected to be sufficient for the re-calculated debt service requirements. Irrespective of the pending sale, due to the estimated value of the two properties, the Corporation does not currently expect to incur a loss on the loans in this relationship.

The following table sets forth information regarding the Corporation's nonperforming assets as of December 31:

<i>(Dollar amounts in thousands)</i>	2017	2016	2015	2014	2013
Nonperforming loans	\$ 3,693	\$ 3,323	\$ 3,069	\$ 6,942	\$ 5,207
Total as a percentage of gross loans	0.63%	0.64%	0.71%	1.80%	1.46%
Repossessions	—	—	—	—	—
Real estate acquired through foreclosure	492	291	160	124	107
Total as a percentage of total assets	0.07%	0.04%	0.03%	0.02%	0.02%
Total nonperforming assets	\$ 4,185	\$ 3,614	\$ 3,229	\$ 7,066	\$ 5,314
Total nonperforming assets as a percentage of total assets	0.56%	0.52%	0.54%	1.21%	1.01%
Allowance for loan losses as a percentage of nonperforming loans	165.91%	166.87%	169.60%	75.25%	93.51%

Allowance for Loan Losses. Management establishes allowances for estimated losses on loans based upon its evaluation of the pertinent factors underlying the types and quality of loans; historical loss experience based on volume and types of loans; trend in portfolio volume and composition; level and trend of nonperforming assets; detailed analysis of individual loans for which full collectability may not be assured; determination of the existence and realizable value of the collateral and guarantees securing such loans and the current economic conditions affecting the collectability of loans in the portfolio. The Corporation analyzes its loan portfolio at least quarterly for valuation purposes and to determine the adequacy of its allowance for loan losses. Based upon the factors discussed above, management believes that the Corporation's allowance for loan losses as of December 31, 2017 of \$6.1 million was adequate to cover probable incurred losses in the portfolio at such time.

The following table sets forth an analysis of the allowance for losses on loans receivable for the years ended December 31:

<i>(Dollar amounts in thousands)</i>	2017	2016	2015	2014	2013
Balance at beginning of period	\$ 5,545	\$ 5,205	\$ 5,224	\$ 4,869	\$ 5,350
Provision for loan losses	903	464	381	670	580
Charge-offs:					
Residential mortgages	(40)	(101)	(79)	(134)	(36)
Home equity loans and lines of credit	(114)	(118)	(221)	(72)	(68)
Commercial real estate	(127)	(18)	(35)	(2)	(941)
Commercial business	(14)	(11)	(182)	(17)	—
Consumer loans	(71)	(48)	(50)	(139)	(85)
	<u>(366)</u>	<u>(296)</u>	<u>(567)</u>	<u>(364)</u>	<u>(1,130)</u>
Recoveries:					
Residential mortgages	—	—	—	—	1
Home equity loans and lines of credit	23	3	30	1	—
Commercial real estate	8	158	88	18	8
Commercial business	2	—	31	7	18
Consumer loans	12	11	18	23	42
	<u>45</u>	<u>172</u>	<u>167</u>	<u>49</u>	<u>69</u>
Net charge-offs	<u>(321)</u>	<u>(124)</u>	<u>(400)</u>	<u>(315)</u>	<u>(1,061)</u>
Balance at end of period	<u>\$ 6,127</u>	<u>\$ 5,545</u>	<u>\$ 5,205</u>	<u>\$ 5,224</u>	<u>\$ 4,869</u>
Ratio of net charge-offs to average loans outstanding	<u>0.06%</u>	<u>0.03%</u>	<u>0.10%</u>	<u>0.08%</u>	<u>0.30%</u>
Ratio of allowance to total loans at end of period	<u>1.05%</u>	<u>1.06%</u>	<u>1.20%</u>	<u>1.36%</u>	<u>1.36%</u>

The following table provides a breakdown of the allowance for loan losses by major loan category for the years ended December 31:

<i>(Dollar amounts in thousands)</i>	2017		2016		2015		2014		2013	
	Dollar Amount	Percent of loans in each category to total loans	Dollar Amount	Percent of loans in each category to total loans	Dollar Amount	Percent of loans in each category to total loans	Dollar Amount	Percent of loans in each category to total loans	Dollar Amount	Percent of loans in each category to total loans
Residential mortgages	\$ 2,090	38.1%	\$ 1,846	32.0%	\$ 1,429	27.8%	\$ 955	29.5%	\$ 923	28.7%
Home equity loans and lines of credit	646	17.1%	633	20.1%	586	23.2%	543	24.6%	625	25.2%
Commercial real estate	2,753	33.1%	2,314	29.8%	2,185	28.8%	2,338	28.4%	2,450	29.2%
Commercial business	585	10.1%	700	16.5%	960	18.2%	1,336	14.9%	822	13.4%
Consumer loans	53	1.6%	52	1.6%	45	2.0%	52	2.6%	49	3.5%
	<u>\$ 6,127</u>	<u>100%</u>	<u>\$ 5,545</u>	<u>100%</u>	<u>\$ 5,205</u>	<u>100%</u>	<u>\$ 5,224</u>	<u>100%</u>	<u>\$ 4,869</u>	<u>100%</u>

Investment Activities

General. The Corporation maintains an investment portfolio of securities such as U.S. government agencies, mortgage-backed securities, municipal and equity securities.

Investment decisions are made within policy guidelines as established by the Board of Directors. This policy is aimed at maintaining a diversified investment portfolio, which complements the overall asset/liability and liquidity objectives of the Corporation, while limiting the related credit risk to an acceptable level.

The following table sets forth certain information regarding the fair value, weighted average yields and contractual maturities of the Corporation's securities as of December 31, 2017:

<i>(Dollar amounts in thousands)</i>	Due in 1 year or less	Due from 1 to 3 years	Due from 3 to 5 years	Due from 5 to 10 years	Due after 10 years	No scheduled maturity	Total
U.S. Treasury	\$ —	\$ 1,475	\$ 2,997	\$ —	\$ —	\$ —	\$ 4,472
U.S. government sponsored entities and agencies	—	1,985	9,462	2,479	—	—	13,926
U.S. agency mortgage-backed securities: residential	—	—	—	—	20,758	—	20,758
U.S. agency collateralized mortgage obligations: residential	—	—	—	2,136	19,788	—	21,924
Corporate securities	1,499	—	2,493	4,538	500	—	9,030
State and political subdivision	350	4,112	9,767	11,509	3,502	—	29,240
Equity securities	—	—	—	—	—	1,817	1,817
Estimated fair value	<u>\$ 1,849</u>	<u>\$ 7,572</u>	<u>\$ 24,719</u>	<u>\$ 20,662</u>	<u>\$ 44,548</u>	<u>\$ 1,817</u>	<u>\$ 101,167</u>
Weighted average yield (1)	<u>1.60%</u>	<u>1.98%</u>	<u>2.07%</u>	<u>3.26%</u>	<u>2.14%</u>	<u>3.43%</u>	<u>2.35%</u>

(1) Taxable equivalent adjustments have been made in calculating yields on state and political subdivision securities.

The following table sets forth the fair value of the Corporation's investment securities as of December 31:

<i>(Dollar amounts in thousands)</i>	2017	2016	2015
U.S. Treasury	\$ 4,472	\$ 4,500	\$ 1,466
U.S. government sponsored entities and agencies	13,926	8,998	8,953
U.S. agency mortgage-backed securities: residential	20,758	25,626	33,150
U.S. agency collateralized mortgage obligations: residential	21,924	24,706	31,440
Corporate securities	9,030	7,932	7,487
State and political subdivision	29,240	27,608	28,591
Equity securities	1,817	2,190	1,894
	<u>\$ 101,167</u>	<u>\$ 101,560</u>	<u>\$ 112,981</u>

For additional information regarding the Corporation's investment portfolio see "Note 2 – Securities" to the consolidated financial statements on page F-15.

Sources of Funds

General. Deposits are the primary source of the Corporation's funds for lending and investing activities. Secondary sources of funds are derived from loan repayments, investment maturities and borrowed funds. Loan repayments can be considered a relatively stable funding source, while deposit activity is greatly influenced by interest rates and general market conditions. The Corporation also has access to funds through other various sources. For additional information about the Corporation's sources of funds, see "Management's Discussion and Analysis of Financial Condition and Results of Operations - Liquidity" in Item 7.

Deposits. The Corporation offers a wide variety of deposit account products to both consumer and commercial deposit customers, including time deposits, noninterest bearing and interest bearing demand deposit accounts, savings deposits and money market accounts.

Deposit products are promoted in periodic newspaper, radio and other forms of advertisements, along with notices provided in customer account statements. The Corporation's marketing strategy is based on its reputation as a community bank that provides quality products and personalized customer service.

The Corporation sets interest rates on its interest bearing deposit products that are competitive with rates offered by other financial institutions in its market area. Management reviews interest rates on deposits bi-weekly and considers a number of factors, including: (1) the Corporation's internal cost of funds; (2) rates offered by competing financial institutions; (3) investing and lending opportunities; and (4) the Corporation's liquidity position.

The following table summarizes the Corporation's deposits as of December 31:

<i>(Dollar amounts in thousands)</i>	2017			2016		
	Weighted average rate	Amount	%	Weighted average rate	Amount	%
Non-interest bearing deposits	—	\$ 126,263	19.3%	—	\$ 123,717	21.2%
Interest bearing demand deposits	0.44%	357,693	54.6%	0.21%	304,265	52.0%
Time deposits	1.58%	170,687	26.1%	1.44%	156,958	26.8%
	0.65%	<u>\$ 654,643</u>	<u>100.0%</u>	0.50%	<u>\$ 584,940</u>	<u>100.0%</u>

The following table sets forth maturities of the Corporation's time deposits of \$100,000 or more at December 31, 2017 by time remaining to maturity:

<i>(Dollar amounts in thousands)</i>	Amount
Three months or less	\$ 6,426
Over three months to six months	6,025
Over six months to twelve months	11,063
Over twelve months	69,186
	<u>\$ 92,700</u>

Borrowings. Borrowings may be used to compensate for reductions in deposit inflows or net deposit outflows, or to support lending and investment activities. These borrowings include FHLB advances, federal funds, repurchase agreements, advances from the Federal Reserve Discount Window and lines of credit at the Bank and the Corporation with other correspondent banks. The following table summarizes information with respect to borrowings at or for the years ending December 31:

<i>(Dollar amounts in thousands)</i>	2017	2016
Ending balance	\$ 26,000	\$ 44,000
Average balance	40,537	37,482
Maximum balance	54,250	52,750
Average rate	3.00%	3.08%

For additional information regarding the Corporation's deposit base and borrowed funds, see "Management's Discussion and Analysis of Financial Condition and Results of Operations – Deposits and Borrowed Funds" in Item 7 and "Note 8 – Deposits" on page F-26 and "Note 9 – Borrowed Funds" on page F-27 to the consolidated financial statements.

Subsidiary Activity

The Corporation has two wholly owned subsidiaries, the Bank and the Title Company. The Title Company provides real estate settlement services to the Bank and other customers. As of December 31, 2017, the Bank and the Title Company had no subsidiaries.

Personnel

At December 31, 2017, the Corporation had 137 full time equivalent employees, compared to 131 at December 31, 2016. There is no collective bargaining agreement between the Corporation and its employees, and the Corporation believes its relationship with its employees is satisfactory.

Competition

The Corporation competes for loans, deposits and customers with other commercial banks, savings and loan associations, securities and brokerage companies, mortgage companies, insurance companies, finance companies, money market funds, credit unions and other nonbank financial service providers.

Supervision and Regulation

General. Bank holding companies and banks are extensively regulated under both federal and state law. Set forth below is a summary description of certain provisions of certain laws that relate to the regulation of the Corporation and the Bank. The description does not purport to be complete and is qualified in its entirety by reference to the applicable laws and regulations.

The Corporation. The Corporation is a registered bank holding company and subject to regulation and examination by the FRB under the BHCA. The Corporation is required to file periodic reports with the FRB and such additional information as the FRB may require. Recent changes to the Bank Holding Company rating system emphasize risk management and evaluation of the potential impact of non-depository entities on safety and soundness.

The FRB may require the Corporation to terminate an activity or terminate control of or liquidate or divest certain subsidiaries, affiliates or investments when the FRB believes the activity or the control of the subsidiary or affiliate constitutes a significant risk to the financial safety, soundness or stability of any of its banking subsidiaries. The FRB also has the authority to regulate provisions of certain bank holding company debt, including the authority to impose interest rate ceilings and reserve requirements on such debt. Under certain circumstances, the Corporation must file written notice and obtain FRB approval prior to purchasing or redeeming its equity securities.

The Corporation is required to obtain prior FRB approval for the acquisition of more than 5% of the outstanding shares of any class of voting securities or substantially all of the assets of any bank or bank holding company. Prior FRB approval is also required for the merger or consolidation of the Corporation and another bank holding company.

The BHCA generally prohibits a bank holding company from acquiring direct or indirect ownership or control of more than 5% of the outstanding voting shares of any company that is not a bank or bank holding company and from engaging directly or indirectly in activities other than those of banking, managing or controlling banks, or furnishing services to its subsidiaries. However, subject to the prior FRB approval, a bank holding company may engage in any, or acquire shares of companies engaged in, activities that the FRB deems to be so closely related to banking or managing or controlling banks as to be a proper incident thereto.

The BHCA also authorizes bank holding companies to engage in securities, insurance and other activities that are financial in nature or incidental to a financial activity. In order to undertake these activities, a bank holding company must become a financial holding company by submitting to the appropriate FRB a declaration that the company elects to be a financial holding company and a certification that all of the depository institutions controlled by the company are well capitalized and well managed. The Corporation submitted a declaration of election to become a financial holding company with the FRB which became effective in March 2007. Federal legislation also directed federal regulators to require depository institution holding companies to serve as a source of strength for their depository institution subsidiaries.

Under FRB regulations, the Corporation is required to serve as a source of financial and managerial strength to the Bank and may not conduct operations in an unsafe or unsound manner. In addition, it is the FRB's policy that a bank holding company should stand ready to use available resources to provide adequate capital funds to its subsidiary banks during periods of financial stress or adversity and should maintain the financial flexibility and capital raising capacity to obtain additional resources for assisting its subsidiary banks. A bank holding company's failure to meet its obligations to serve as a source of strength to its subsidiary banks will generally be considered by the FRB to be an unsafe and unsound banking practice or a violation of FRB regulations or both.

The Corporation is also a bank holding company within the meaning of the Pennsylvania Banking Code. As such, the Corporation and its subsidiaries are subject to examination by, and may be required to file reports with, the Pennsylvania Department of Banking and Securities.

The Corporation's securities are registered with the SEC under the Exchange Act. As such, the Corporation is subject to the information, proxy solicitation, insider trading, corporate governance, and other requirements and restrictions of the Exchange Act. The public may obtain all forms and information filed with the SEC through its website <http://www.sec.gov>.

In December 2013, federal regulators adopted final rules to implement the provisions of the Dodd Frank Act commonly referred to as the Volcker Rule and established July 21, 2015 as the end of the conformance period. The regulations contain prohibitions and restrictions on the ability of financial institutions, holding companies and their affiliates to engage in proprietary trading and to hold certain interests in, or to have certain relationships with, various types of investment funds, including hedge funds and private equity funds.

The Bank. As a national banking association, the Bank is subject to primary supervision, examination and regulation by the OCC. The Bank is also subject to regulations of the FDIC as administrator of the Deposit Insurance Fund (DIF) and the FRB. If, as a result of an examination of the Bank, the OCC should determine that the financial condition, capital resources, asset quality, earnings prospects, management, liquidity or other aspects of the Bank's operations are unsatisfactory or that the Bank is violating or has violated any law or regulation, various remedies are available to the OCC. Such remedies include the power to enjoin "unsafe or unsound practices," to require affirmative action to correct any conditions resulting from any violation or practice, to issue an administrative order that can be judicially enforced, to direct an increase in capital, to restrict the Bank's growth, to assess civil monetary penalties, and to remove officers and directors. The FDIC has similar enforcement authority, in addition to its authority to terminate the Bank's deposit insurance in the absence of action by the OCC and upon a finding that the Bank is operating in an unsafe or unsound condition, is engaging in unsafe or unsound activities, or that the Bank's conduct poses a risk to the deposit insurance fund or may prejudice the interest of its depositors.

A national bank may have a financial subsidiary engaged in any activity authorized for national banks directly or certain permissible activities. Generally, a financial subsidiary is permitted to engage in activities that are "financial in nature" or incidental thereto, even though they are not permissible for the national bank itself. The definition of "financial in nature" includes, among other items, underwriting, dealing in or making a market in securities, including, for example, distributing shares of mutual funds. The subsidiary may not, however, engage as principal in underwriting insurance, issue annuities or engage in real estate development or investment or merchant banking.

The Sarbanes-Oxley Act of 2002. The Sarbanes-Oxley Act of 2002 established a comprehensive framework to modernize and reform the oversight of public company auditing, improve the quality and transparency of financial reporting by those companies and strengthen the independence of auditors. Among other things, the legislation (i) created a public company accounting oversight board that is empowered to set auditing, quality control and ethics standards, to inspect registered public accounting firms, to conduct investigations and to take disciplinary actions, subject to SEC oversight and review; (ii) strengthened auditor independence from corporate management by limiting the scope of consulting services that auditors can offer their public company audit clients; (iii) heightened the responsibility of public company directors and senior managers for the quality of the financial reporting and disclosure made by their companies; (iv) adopted a number of provisions to deter wrongdoing by corporate management; (v) imposed a number of new corporate disclosure requirements; (vi) adopted provisions which generally seek to limit and expose to public view possible conflicts of interest affecting securities analysis; and (vii) imposed a range of new criminal penalties for fraud and other wrongful acts and extended the period during which certain types of lawsuits can be brought against a company or its insiders.

2010 Regulatory Reform. On July 21, 2010, the Dodd-Frank Wall Street Reform and Consumer Protection Act of 2010 was signed into law. The goals of the Dodd-Frank Act included restoring public confidence in the financial system following the financial crisis, preventing another financial crisis and permitting regulators to identify shortfalls in the system before another financial crisis can occur. The Dodd Frank Act is also intended to promote a fundamental restructuring of federal banking regulation by taking a systemic view of regulation rather than focusing on regulation of individual financial institutions.

Many of the provisions in the Dodd Frank Act require that regulatory agencies draft implementing regulations. Implementation of the Dodd Frank Act has had and will continue to have a broad impact on the financial services industry by introducing significant regulatory and compliance changes including, among other things: (i) changing the assessment base for federal deposit insurance from the amount of insured deposits to average consolidated total assets less average tangible equity, eliminating the ceiling and increasing the size of the floor of the DIF and offsetting the impact of the increase in the minimum floor on institutions with less than \$10 billion in assets; (ii) making permanent the \$250,000 limit for federal deposit insurance and increasing the cash limit of Securities Investor Protection Corporation protection to \$250,000; (iii) eliminating the requirement that the FDIC pay dividends from the DIF when the reserve ratio is between 1.35% and 1.50%, but continuing the FDIC's authority to declare dividends when the reserve ratio at the end of a calendar year is at least 1.50%; however, the FDIC is granted sole discretion in determining whether to suspend or limit the declaration or payment of dividends; (iv) repealing the federal prohibition on payment of interest on demand deposits, thereby permitting depository institutions to pay interest on business transaction and other accounts; (v) implementing certain corporate governance revisions that apply to all public companies, including regulations that require publicly traded companies to give shareholders a non-binding advisory vote to approve executive compensation, commonly referred to as a "say-on-pay" vote and an advisory role on so-called "golden parachute" payments in connection with approvals of mergers and acquisitions; new director independence requirements and considerations to be taken into account by compensation committees and their advisers relating to executive compensation; additional executive compensation disclosures; and a requirement that companies adopt a policy providing for the recovery of executive compensation in the event of a restatement of its financial statements, commonly referred to as a "clawback" policy; (vi) centralizing responsibility for consumer financial protection by creating a new independent federal agency, the Consumer Financial Protection Bureau (CFPB) responsible for implementing federal consumer protection laws to be applicable to all depository institutions; (vii) imposing new requirements for mortgage lending, including new minimum underwriting standards, limitations on prepayment penalties and imposition of new mandated disclosures to mortgage borrowers; (viii) imposing new limits on affiliate transactions and causing derivative transactions to be subject to lending limits and other restrictions including adoption of the "Volcker Rule" regulating transactions in derivative securities; (ix) limiting debit card interchange fees that financial institutions with \$10 billion or more in assets are permitted to charge their customers; and (x) implementing regulations to incentivize and protect individuals, commonly referred to as whistleblowers to report violations of federal securities laws.

Many aspects of the Dodd Frank Act continue to be subject to rulemaking and will take effect over several additional years, making it difficult to anticipate the overall financial impact on us or across the industry. The changes resulting from the Dodd Frank Act may impact the profitability of our business activities, require changes to certain of our business practices, impose upon us more stringent capital, liquidity and leverage requirements or otherwise adversely affect our business.

Anti-Money Laundering. All financial institutions, including national banks, are subject to federal laws that are designed to prevent the use of the U.S. financial system to fund terrorist activities. Financial institutions operating in the United States must develop anti-money laundering compliance programs, due diligence policies and controls to ensure the detection and reporting of money laundering. Such compliance programs are intended to supplement compliance requirements, also applicable to financial institutions, under the Bank Secrecy Act and the Office of Foreign Assets Control Regulations. The Bank has established policies and procedures to ensure compliance with these provisions.

Privacy. Federal banking rules limit the ability of banks and other financial institutions to disclose non-public information about consumers to nonaffiliated third parties. Pursuant to these rules, financial institutions must provide (i) initial notices to customers about their privacy policies, describing conditions under which they may disclose nonpublic personal information to nonaffiliated third parties and affiliates; (ii) annual notices of their privacy policies to current customers and (iii) a reasonable method for customers to “opt out” of disclosures to nonaffiliated third parties. These privacy provisions affect how consumer information is transmitted through diversified financial companies and conveyed to outside vendors. The Corporation’s privacy policies have been implemented in accordance with the law.

Dividends and Other Transfers of Funds. Dividends from the Bank constitute the principal source of income to the Corporation. The Corporation is a legal entity separate and distinct from the Bank. The Bank is subject to various statutory and regulatory restrictions on its ability to pay dividends to the Corporation. In addition, the Bank’s regulators have the authority to prohibit the Bank from paying dividends, depending upon the Bank’s financial condition, if such payment is deemed to constitute an unsafe or unsound practice.

Limitations on Transactions with Affiliates. Transactions between national banks and any affiliate are governed by Sections 23A and 23B of the Federal Reserve Act. An affiliate of a national bank includes any company or entity which controls the national bank or that is controlled by a company that controls the national bank. In a holding company context, the holding company of a national bank (such as the Corporation) and any companies which are controlled by such holding company are affiliates of the national bank. Generally, Section 23A limits the extent to which the national bank of its subsidiaries may engage in “covered transactions” with any one affiliate to an amount equal to 10% of such bank’s capital stock and surplus, and contains an aggregate limit on all such transactions with all affiliates to an amount equal to 20% of such capital stock and surplus. Section 23B applies to “covered transactions” as well as certain other transactions and requires that all transactions be on terms substantially the same, or at least as favorable, to the national bank as those provided to a non-affiliate. The term “covered transaction” includes the making of loans to, purchase of assets from and issuance of a guarantee to an affiliate and similar transactions. Section 23B transactions also include the provision of services and the sale of assets by a national bank to an affiliate.

In addition, Sections 22(g) and (h) of the Federal Reserve Act place restrictions on loans to executive officers, directors and principal shareholders of the national bank and its affiliates. Under Section 22(h), loans to a director, an executive officer and to a greater than 10% shareholder of a national bank, and certain affiliated interests of either, may not exceed, together with all other outstanding loans to such person and affiliated interests, the national bank’s loans to one borrower limit (generally equal to 15% of the bank’s unimpaired capital and surplus). Section 22(h) also requires that loans to directors, executive officers and principal shareholders be made on terms substantially the same as offered in comparable transactions to other persons unless the loans are made pursuant to a benefit or compensation program that (i) is widely available to employees of the bank and (ii) does not give preference to any director, executive officer or principal shareholder, or certain affiliated interests of either, over other employees of the national bank. Section 22(h) also requires prior board approval for certain loans. In addition, the aggregate amount of extensions of credit by a national bank to all insiders cannot exceed the bank’s unimpaired capital and surplus. Furthermore, Section 22(g) places additional restrictions on loans to executive officers. The Bank currently is subject to Sections 22(g) and (h) of the Federal Reserve Act and at December 31, 2017, was in compliance with the above restrictions.

Loans to One Borrower Limitations. With certain limited exceptions, the maximum amount that a national bank may lend to any borrower (including certain related entities of the borrower) at one time may not exceed 15% of the unimpaired capital and surplus of the institution, plus an additional 10% of unimpaired capital and surplus for loans fully secured by readily marketable collateral. At December 31, 2017, the Bank’s loans-to-one-borrower limit was \$9.6 million based upon the 15% of unimpaired capital and surplus measurement. The Bank may grant credit to borrowers in excess of the legal lending limit as part of the Legal Lending Limit Pilot Program approved by the OCC which allows the Bank to exceed its legal lending limit within certain parameters. At December 31, 2017, the Bank’s largest single lending relationship had an outstanding balance of \$7.6 million.

Capital Standards. The Bank is required to comply with applicable capital adequacy standards established by the federal banking agencies. Beginning on January 1, 2015, the Bank became subject to a new comprehensive capital framework for U.S. banking organizations. In July 2013, the Federal Reserve Board, FDIC and OCC adopted a final rule that implements the Basel III changes to the international regulatory capital framework. The Basel III rules include requirements contemplated by the Dodd Frank Act as well as certain standards initially adopted by the Basel Committee on Banking Supervision in December 2010.

The Basel III rules include new risk-based and leverage capital ratio requirements that refine the definition of what constitutes “capital” for purposes of calculating those ratios. The minimum capital level requirements are (i) a new common equity Tier 1 risk-based capital ratio of 4.5%; (ii) a Tier 1 risk-based capital ratio of 6% (increased from 4%); (iii) a total risk-based capital ratio of 8% (unchanged from previous rules); and (iv) a Tier 1 leverage ratio of 4% for all institutions. Common equity Tier 1 capital will consist of retained earnings and common stock instruments, subject to certain adjustments.

The Basel III rules also establish a fully-phased “capital conservation buffer” of 2.5% above the new regulatory minimum risk-based capital requirements. The conversation buffer, when added to the capital requirements, results in the following minimum ratios: (i) a common equity Tier 1 risk-based capital ratio of 7.0%, (ii) a Tier 1 risk-based capital ratio of 8.5% and (iii) a total risk-based capital ratio of 10.5%. The new capital conservation buffer requirement is to be phased in beginning January 2016 at 0.625% of risk-weighted assets and will increase by that amount each year until fully implemented in January 2019. An institution is subject to limitations on certain activities including payment of dividends, share repurchases and discretionary bonuses to executive officers if its capital level is below the buffer amount.

The Basel III rules also revise the prompt corrective action framework, which is designed to place restrictions on insured depository institutions if their capital levels do not meet certain thresholds. These revisions were effective January 1, 2015. The prompt corrective action rules were modified to include a common equity Tier 1 capital component and to increase certain other capital requirements for the various thresholds. Under the proposed prompt corrective action rules, insured depository institutions are required to meet the following capital levels in order to qualify as “well capitalized”: (i) a new common equity Tier 1 risk-based capital ratio of 6.5%; (ii) a Tier 1 risk-based capital ratio of 8% (increased from 6%); (iii) a total risk-based capital ratio of 10% (unchanged from previous rules); and (iv) a Tier 1 leverage ratio of 5% (unchanged from previous rules).

The Basel III rules set forth certain changes in the methods of calculating risk-weighted assets, which in turn affect the calculation of risk based ratios. Under the Basel III rules, higher or more sensitive risk weights are assigned to various categories of assets including certain credit facilities that finance the acquisition, development or construction of real property, certain exposures of credits that are 90 days past due or on nonaccrual, foreign exposures and certain corporate exposures. In addition, Basel III rules include (i) alternate standards of credit worthiness consistent with the Dodd Frank Act; (ii) greater recognition of collateral guarantees and (iii) revised capital treatment for derivatives and repo-style transactions.

In addition, the final rule includes certain exemptions to address concerns about the regulatory burden on community banks. Banking organizations with less than \$15 billion in consolidated assets as of December 31, 2009 are permitted to include in Tier 1 capital trust preferred securities and cumulative perpetual preferred stock issued and included in Tier 1 capital prior to May 19, 2010 on a permanent basis without any phase out. Community banks were required to make this election by their March 31, 2015 quarterly filings with the appropriate federal regulator to opt-out of the requirement to include most accumulated other comprehensive income (AOCI) components in the calculation of Common equity Tier 1 capital and in effect retain the AOCI treatment under the current capital rules. The Bank made in its March 31, 2015 quarterly filing a one-time permanent election to continue to exclude accumulated other comprehensive income from capital. If it would not have made this election, unrealized gains and losses would have been included in the calculation of its regulatory capital.

The Basel III rules generally became effective beginning January 1, 2015; however, certain calculations under the Basel III rules have phase-in periods. In 2015, the Board of Governors of the Federal Reserve System amended its Small Bank Holding Company Policy Statement by increasing the policy’s consolidated assets threshold from \$500 million to \$1 billion. The primary benefit of being deemed a "small bank holding company" is the exemption from the requirement to maintain consolidated regulatory capital ratios; instead, regulatory capital ratios only apply at the subsidiary bank level.

The following table sets forth certain information concerning regulatory capital ratios of the Bank as of the dates presented. The capital adequacy ratios disclosed below are exclusive of the capital conservation buffer.

<i>(Dollar amounts in thousands)</i>	December 31, 2017		December 31, 2016	
	Amount	Ratio	Amount	Ratio
Total capital to risk-weighted assets:				
Actual	\$ 64,221	12.96%	\$ 58,605	13.23%
For capital adequacy purposes	39,630	8.00%	35,424	8.00%
To be well capitalized	49,537	10.00%	44,280	10.00%
Tier 1 capital to risk-weighted assets:				
Actual	\$ 58,088	11.73%	\$ 53,050	11.98%
For capital adequacy purposes	29,722	6.00%	26,568	6.00%
To be well capitalized	39,630	8.00%	35,424	8.00%
Common Equity Tier 1 capital to risk-weighted assets:				
Actual	\$ 58,088	11.73%	\$ 53,050	11.98%
For capital adequacy purposes	22,292	4.50%	19,926	4.50%
To be well capitalized	32,199	6.50%	28,782	6.50%
Tier 1 capital to average assets:				
Actual	\$ 58,088	7.71%	\$ 53,050	7.84%
For capital adequacy purposes	30,117	4.00%	27,081	4.00%
To be well capitalized	37,647	5.00%	33,852	5.00%

Prompt Corrective Action and Other Enforcement Mechanisms. Federal banking agencies possess broad powers to take corrective and other supervisory action to resolve the problems of insured depository institutions, including but not limited to those institutions that fall below one or more prescribed minimum capital ratios. Each federal banking agency has promulgated regulations defining the following five categories in which an insured depository institution will be placed, based on its capital ratios: well capitalized, adequately capitalized, undercapitalized, significantly undercapitalized, and critically undercapitalized. At December 31, 2017, the Bank exceeded the required ratios for classification as “well capitalized.”

An institution that, based upon its capital levels, is classified as well capitalized, adequately capitalized, or undercapitalized may be treated as though it were in the next lower capital category if the appropriate federal banking agency, after notice and opportunity for hearing, determines that an unsafe or unsound condition or an unsafe or unsound practice warrants such treatment. At each successive lower capital category, an insured depository institution is subject to more restrictions. The federal banking agencies, however, may not treat a significantly undercapitalized institution as critically undercapitalized.

In addition to measures taken under the prompt corrective action provisions, commercial banking organizations may be subject to potential enforcement actions by the federal regulators for unsafe or unsound practices in conducting their businesses or for violations of any law, rule, regulation, or any condition imposed in writing by the agency or any written agreement with the agency. Finally, pursuant to an interagency agreement, the FDIC can examine any institution that has a substandard regulatory examination score or is considered undercapitalized – without the permission of the institution’s primary regulator.

Safety and Soundness Standards. The federal banking agencies have adopted guidelines designed to assist the federal banking agencies in identifying and addressing potential safety and soundness concerns before capital becomes impaired. The guidelines set forth operational and managerial standards relating to: (i) internal controls, information systems and internal audit systems, (ii) loan documentation, (iii) credit underwriting, (iv) asset growth, (v) earnings, and (vi) compensation, fees and benefits. In addition, the federal banking agencies have also adopted safety and soundness guidelines with respect to asset quality and earnings standards. These guidelines provide six standards for establishing and maintaining a system to identify problem assets and prevent those assets from deteriorating. Under these standards, an insured depository institution should: (i) conduct periodic asset quality reviews to identify problem assets, (ii) estimate the inherent losses in problem assets and establish reserves that are sufficient to absorb estimated losses, (iii) compare problem asset totals to capital, (iv) take appropriate corrective action to resolve problem assets, (v) consider the size and potential risks of material asset concentrations, and (vi) provide periodic asset quality reports with adequate information for management and the board of directors to assess the level of asset risk. These guidelines also set forth standards for evaluating and monitoring earnings and for ensuring that earnings are sufficient for the maintenance of adequate capital and reserves.

Insurance of Accounts. Deposit accounts are currently insured by the DIF generally up to a maximum of \$250,000 per separately insured depositor. As insurer, the FDIC is authorized to conduct examinations of, and to require reporting by, insured institutions. It also may prohibit any insured institution from engaging in any activity determined by regulation or order to pose a serious threat to the FDIC. The FDIC also has the authority to initiate enforcement actions against insured institutions.

The Dodd Frank Act raises the minimum reserve ratio of the DIF from 1.15% to 1.35% and requires the FDIC to offset the effect of this increase on insured institutions with assets of less than \$10 billion (small institutions). In March 2016, the FDIC adopted a rule to accomplish this by imposing a surcharge on larger institutions commencing when the reserve ratio reaches 1.15% and ending when it reaches 1.35%. The reserve ratio reached 1.15% effective as of June 30, 2016. The surcharge period began effective July 1, 2016 and is expected to end by December 31, 2018. Small institutions will receive credits for the portion of their regular assessments that contributed to growth in the reserve ratio between 1.15% and 1.35%. The credits will apply to reduce regular assessments by 2.0 basis points for quarters when the reserve ratio is at least 1.38%.

Effective July 1, 2016, the FDIC adopted changes that eliminated its risk-based premium system. Under the new premium system, the FDIC assesses deposit insurance premiums on the assessment base of a depository institution, which is its average total assets reduced by the amount of its average tangible equity. For a small institution (one with assets of less than \$10 billion) that has been federally insured for at least five years, effective July 1, 2016, the initial base assessment rate ranges from 3 to 30 basis points, based on the institution's CAMELS composite and component ratings and certain financial ratios; its leverage ratio; its ratio of net income before taxes to total assets; its ratio of nonperforming loans and leases to gross assets; its ratio of other real estate owned to gross assets; its brokered deposits ratio (excluding reciprocal deposits if the institution is well capitalized and has a CAMELS composite rating of 1 or 2); its one year asset growth ratio (which penalizes growth adjusted for mergers in excess of 10%); and its loan mix index (which penalizes higher risk loans based on historical industry charge off rates). The initial base assessment rate is subject to downward adjustment (not below 1.5%) based on the ratio of unsecured debt the institution has issued to its assessment base, and to upward adjustment (which can cause the rate to exceed 30 basis points) based on its holdings of unsecured debt issued by other insured institutions. Institutions with assets of \$10 billion or more are assessed using a scorecard method.

In addition, all FDIC insured institutions are required to pay assessments to the FDIC at an annual rate of approximately six tenths of a basis point of insured deposits to fund interest payments on bonds issued by the Financing Corporation, an agency of the federal government established to recapitalize the predecessor to the Savings Association Insurance Fund. These assessments will continue until the Financing Corporation bonds mature in 2017 through 2019.

Under the Federal Deposit Insurance Act, the FDIC may terminate deposit insurance upon a finding that the institution has engaged in unsafe and 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.

Interstate Banking and Branching. Banks have the ability, subject to certain state restrictions, to acquire, by acquisition or merger, branches outside its home state. In addition, federal legislation permits a bank headquartered in Pennsylvania to enter another state through de novo branching (as compared to an acquisition) if under the state law in the state which the proposed branch is to be located a state-chartered institution would be permitted to establish the branch. Interstate branches are subject to certain laws of the states in which they are located. Competition may increase further as banks branch across state lines and enter new markets.

Consumer Protection Laws and Regulations. The bank regulatory agencies are focusing greater attention on compliance with consumer protection laws and their implementing regulations. Examination and enforcement have become more intense in nature, and insured institutions have been advised to carefully monitor compliance with such laws and regulations. The Bank is subject to many federal consumer protection statutes and regulations, some of which are discussed below.

The Community Reinvestment Act (CRA) is intended to encourage insured depository institutions, while operating safely and soundly, to help meet the credit needs of their communities. The CRA specifically directs the federal regulatory agencies, in examining insured depository institutions, to assess a bank's record of helping meet the credit needs of its entire community, including low- and moderate-income neighborhoods, in a manner consistent with safe and sound banking practices. CRA regulations (i) establish the definition of "Intermediate Small Bank" as an institution with total assets of \$250 million to \$1 billion, without regard to any holding company; and (ii) take into account abusive lending practices by a bank or its affiliates in determining a bank's CRA rating. The CRA further requires the agencies to take a financial institution's record of meeting its community credit needs into account when evaluating applications for, among other things, domestic branches, mergers or acquisitions, or holding company formations. The agencies use the CRA assessment factors in order to provide a rating to the financial institution. The ratings range from a high of "outstanding" to a low of "substantial noncompliance." In its last examination for CRA compliance, as of September 10, 2015, the Bank was rated "satisfactory."

The Fair Credit Reporting Act (FCRA), as amended by the Fair and Accurate Credit Transactions Act of 2003 (FACTA), requires financial firms to help deter identity theft, including developing appropriate fraud response programs, and give consumers more control of their credit data. It also reauthorizes a federal ban on state laws that interfere with corporate credit granting and marketing practices. In connection with the FACTA, financial institution regulatory agencies proposed rules that would prohibit an institution from using certain information about a consumer it received from an affiliate to make a solicitation to the consumer, unless the consumer has been notified and given a chance to opt out of such solicitations. A consumer's election to opt out would be applicable for at least five years.

The Federal Trade Commission (FTC), the federal bank regulatory agencies and the National Credit Union Administration (NCUA) have issued regulations (the Red Flag Rules) requiring financial institutions and creditors to develop and implement written identity theft prevention programs as part of the FACTA. The programs must provide for the identification, detection and response to patterns, practices or specific activities – known as red flags – that could indicate identity theft. These red flags may include unusual account activity, fraud alerts on a consumer report or attempted use of suspicious account application documents. The program must also describe appropriate responses that would prevent and mitigate the crime and detail a plan to update the program. The program must be managed by the Board of Directors or senior employees of the institution or creditor, include appropriate staff training and provide oversight of any service providers.

The Check Clearing for the 21st Century Act (Check 21) facilitates check truncation and electronic check exchange by authorizing a new negotiable instrument called a "substitute check," which is the legal equivalent of an original check. Check 21 does not require banks to create substitute checks or accept checks electronically; however, it does require banks to accept a legally equivalent substitute check in place of an original.

The Equal Credit Opportunity Act (ECOA) generally prohibits discrimination in any credit transaction, whether for consumer or business purposes, on the basis of race, color, religion, national origin, sex, marital status, age (except in limited circumstances), receipt of income from public assistance programs, or good faith exercise of any rights under the Consumer Credit Protection Act.

The Truth in Lending Act (TILA) is designed to ensure that credit terms are disclosed in a meaningful way so that consumers may compare credit terms more readily and knowledgeably. As a result of the TILA, all creditors must use the same credit terminology to express rates and payments, including the annual percentage rate, the finance charge, the amount financed, the total of payments and the payment schedule, among other things.

The Fair Housing Act (FHA) regulates many practices, including making it unlawful for any lender to discriminate in its housing-related lending activities against any person because of race, color, religion, national origin, sex, handicap or familial status. A number of lending practices have been found by the courts to be, or may be considered, illegal under the FHA, including some that are not specifically mentioned in the FHA itself.

The Home Mortgage Disclosure Act (HMDA) grew out of public concern over credit shortages in certain urban neighborhoods and provides public information that will help show whether financial institutions are serving the housing credit needs of the neighborhoods and communities in which they are located. The HMDA also includes a “fair lending” aspect that requires the collection and disclosure of data about applicant and borrower characteristics as a way of identifying possible discriminatory lending patterns and enforcing anti-discrimination statutes.

The term “predatory lending,” much like the terms “safety and soundness” and “unfair and deceptive practices,” is far-reaching and covers a potentially broad range of behavior. As such, it does not lend itself to a concise or a comprehensive definition. Generally speaking, predatory lending involves at least one, and perhaps all three, of the following elements (i) making unaffordable loans based on the assets of the borrower rather than on the borrower’s ability to repay an obligation (“asset-based lending”); (ii) inducing a borrower to refinance a loan repeatedly in order to charge high points and fees each time the loan is refinanced (“loan flipping”); and (iii) engaging in fraud or deception to conceal the true nature of the loan obligation from an unsuspecting or unsophisticated borrower.

FRB regulations aimed at curbing such lending significantly widened the pool of high-cost home-secured loans covered by the Home Ownership and Equity Protection Act of 1994, a federal law that requires extra disclosures and consumer protections to borrowers. Lenders that violate the rules face cancellation of loans and penalties equal to the finance charges paid.

OCC guidelines require national banks and their operating subsidiaries to comply with certain standards when making or purchasing loans to avoid predatory or abusive residential mortgage lending practices. Failure to comply with the guidelines could be deemed an unsafe and unsound or unfair or deceptive practice, subjecting the bank to supervisory enforcement actions.

Finally, the Real Estate Settlement Procedures Act (RESPA) requires lenders to provide borrowers with disclosures regarding the nature and cost of real estate settlements. Also, RESPA prohibits certain abusive practices, such as kickbacks, and places limitations on the amount of escrow accounts. Penalties under the above laws may include fines, reimbursements and other penalties. Due to heightened regulatory concern related to compliance with the CRA, FACTA, TILA, FHA, ECOA, HMDA and RESPA generally, the Bank may incur additional compliance costs or be required to expend additional funds for investments in its local community.

Federal Home Loan Bank System. The Bank is a member of the FHLB. Among other benefits, each FHLB serves as a reserve or central bank for its members within its assigned region. Each FHLB is financed primarily from the sale of consolidated obligations of the FHLB system. Each FHLB makes available loans or advances to its members in compliance with the policies and procedures established by the Board of Directors of the individual FHLB. As an FHLB member, the Bank is required to own a certain amount of capital stock in the FHLB. At December 31, 2017, the Bank was in compliance with the stock requirements.

Federal Reserve System. The FRB requires all depository institutions to maintain noninterest bearing reserves at specified levels against their transaction accounts (primarily checking) and non-personal time deposits. At December 31, 2017, the Bank was in compliance with these requirements.

Item 1A. Risk Factors

Not required as the Corporation is a smaller reporting company.

Item 1B. Unresolved Staff Comments

None.

Item 2. Properties

The Corporation owns no real property but utilizes the main office of the Bank, which is owned by the Bank. The Corporation’s and the Bank’s executive offices are located at 612 Main Street, Emlenton, Pennsylvania. The Corporation pays no rent or other form of consideration for the use of this facility.

The Bank owns and leases numerous other premises for use in conducting business activities. The Bank considers these facilities owned or occupied under lease to be adequate. For additional information regarding the Bank’s properties, see “Note 5 - Premises and Equipment” to the consolidated financial statements on page F-25.

Item 3. Legal Proceedings

Neither the Bank nor the Corporation is involved in any material legal proceedings. The Bank, from time to time, is party to litigation that arises in the ordinary course of business, such as claims to enforce liens, claims involving the origination and servicing of loans, and other issues related to the business of the Bank. In the opinion of management, the resolution of any such issues would not have a material adverse impact on the financial position, results of operation, or liquidity of the Bank or the Corporation.

Item 4. Mine Safety Disclosures

Not applicable.

PART II**Item 5. Market for the Registrant's Common Equity, Related Stockholder Matters and Issuer Purchases of Equity Securities****Market, Holder and Dividend Information**

Emclair Financial Corp common stock is traded on NASDAQ Capital Market (NASDAQ) under the symbol "EMCF". The listed market makers for the Corporation's common stock include:

Boenning and Scattergood, Inc.	Janney Montgomery Scott LLC	Raymond James & Associates, Inc.
4 Tower Bridge	1717 Arch Street	222 South Riverside Plaza
200 Barr Harbor Drive, Suite 300	Philadelphia, PA 19103	Suite 2680
West Conshohocken, PA 19428-2979	Telephone: (215) 665-6000	Chicago, IL 60606
Telephone: (800) 883-1212		Telephone: (312) 471-5100

The Corporation has traditionally paid regular quarterly cash dividends. Future dividends will be determined by the Board of Directors after giving consideration to the Corporation's financial condition, results of operations, tax status, industry standards, economic conditions, regulatory requirements and other factors.

The following table sets forth the high and low sale and quarter-end closing market prices of our common stock for the last two years as reported by the Nasdaq Capital Market as well as cash dividends paid for the quarterly periods presented.

	Market Price			Cash Dividend
	High	Low	Close	
<u>2017:</u>				
Fourth quarter	\$ 31.75	\$ 27.86	\$ 30.35	\$ 0.27
Third quarter	29.00	27.83	28.65	0.27
Second quarter	29.71	26.50	27.88	0.27
First quarter	31.50	26.13	29.25	0.27
<u>2016:</u>				
Fourth quarter	\$ 30.00	\$ 24.02	\$ 29.25	\$ 0.26
Third quarter	24.95	23.29	24.62	0.26
Second quarter	25.00	23.61	23.94	0.26
First quarter	25.00	22.73	25.00	0.26

As of March 1, 2018, there were approximately 602 stockholders of record and 2,271,139 shares of common stock entitled to vote, receive dividends and considered outstanding for financial reporting purposes. The number of stockholders of record does not include the number of persons or entities who hold their stock in nominee or "street" name.

Common stockholders may have dividends reinvested to purchase additional shares through the Corporation's dividend reinvestment plan. Participants may also make optional cash purchases of common stock through this plan. To obtain a plan document and authorization card to participate in the plan, please call 888-509-4619.

Purchases of Equity Securities

The Corporation did not repurchase any of its equity securities in the year ended December 31, 2017.

Item 6. Selected Financial Data

Not required as the Corporation is a smaller reporting company.

Item 7. Management's Discussion and Analysis of Financial Condition and Results of Operations

The following discussion and analysis represents a review of the Corporation's consolidated financial condition and results of operations for the years ended December 31, 2017 and 2016. This review should be read in conjunction with the consolidated financial statements beginning on page F-3.

Overview

The Corporation reported consolidated net income available to common stockholders of \$4.3 million, or \$1.93 per diluted common share for 2017, compared to \$4.0 million, or \$1.85 per diluted common share for 2016. Net income available to common stockholders was impacted by the following:

- Net interest income increased \$2.4 million, or 12.5%, in 2017. This increase primarily related to an increase in interest income of \$3.0 million, or 12.7%, partially offset by an increase in interest expense of \$548,000, or 13.9%. Driving the increase in interest income was a \$69.7 million increase in the average balance of loans. The increase in interest expense was driven by increases in the Corporation's average balances of interest-bearing deposits and borrowed funds of \$53.2 million and \$3.1 million, respectively. The increases in the Corporation's interest-earning assets and interest-bearing liabilities includes the impact of the NHB acquisition in September 2017, which added \$18.5 million in loans and \$19.7 million in deposits at the time of the acquisition.
- Noninterest income increased \$1.4 million, or 37.4%, in 2017. This increase was primarily from a \$1.3 million bargain purchase gain related to the acquisition of NHB. Also during 2017, the Corporation recorded a \$508,000 other-than-temporary impairment charge on a subordinated debt investment, partially offset by securities gains of \$346,000 realized during the same period.
- Noninterest expense increased \$2.2 million, or 12.6%, to \$19.6 million for the year ended December 31, 2017 from \$17.4 million for 2016. The increase primarily related to increases in acquisition costs, other noninterest expense, compensation and benefits and premises and equipment of \$718,000, \$714,000, \$628,000 and \$126,000, respectively. Acquisition costs related to the NHB acquisition totaled \$1.1 million in 2017. Also contributing to the increases in noninterest expense were operating costs associated with this new office from the NHB acquisition as well as the full-year operation of two banking offices added during 2016.
- Provision for income taxes increased \$866,000, or 69.4%, to \$2.1 million for the year ended December 31, 2017 from \$1.2 million for 2016. This increase was primarily from an \$827,000 write down of net deferred tax assets resulting from the enactment of the Tax Cuts and Jobs Act in December 2017.

Changes in Financial Condition

Total assets increased \$57.9 million, or 8.4%, to \$750.1 million at December 31, 2017 from \$692.1 million at December 31, 2016. This increase primarily related to an increase in net loans receivable of \$61.8 million, partially offset by a decrease in cash and cash equivalents of \$3.2 million. Liabilities increased \$52.9 million, or 8.3%, to \$691.0 million at December 31, 2017 from \$638.1 million at December 31, 2016 due to an increase in customer deposits of \$69.7 million, partially offset by an \$18.0 million decrease in borrowed funds. Loans and deposits acquired from NHB totaled \$18.5 million and \$19.7 million, respectively, at the time of the acquisition in September 2017.

Cash and cash equivalents. Cash and cash equivalents decreased \$3.2 million, or 18.2%, to \$14.4 million at December 31, 2017 from \$17.6 million at December 31, 2016. This decrease primarily resulted from the funding of loans and the repayment of borrowed funds, partially offset by an increase in customer deposits.

Securities. Securities decreased \$393,000 to \$101.2 million at December 31, 2017 from \$101.6 million at December 31, 2016. This decrease primarily resulted from investment security sales, maturities, calls and repayments totaling \$29.8 million, partially offset by purchases totaling \$29.5 million during the year.

Loans receivable. Net loans receivable increased \$61.8 million, or 12.1%, to \$577.2 million at December 31, 2017 from \$515.4 million at December 31, 2016. The increase was driven by growth in the Corporation's commercial mortgage, residential mortgage, home equity, consumer and commercial business portfolios of \$26.1 million, \$23.7 million, \$8.6 million, \$2.9 million and \$1.2 million, respectively. Loans acquired from NHB totaled \$18.5 million at the time of the acquisition in September 2017 and \$17.4 million at December 31, 2017.

Nonperforming assets. Nonperforming assets include nonaccrual loans, loans 90 days past due and still accruing, repossessions and real estate owned. Nonperforming assets were \$4.2 million, or 0.56% of total assets, at December 31, 2017 compared to \$3.6 million, or 0.52% of total assets, at December 31, 2016. Nonperforming assets consisted of nonperforming loans and real estate owned of \$3.6 million and \$492,000, respectively, at December 31, 2017 and \$3.3 million and \$291,000, respectively, at December 31, 2016. At December 31, 2017, nonperforming loans consisted primarily of residential mortgage, commercial mortgage and commercial business loans.

Federal bank stocks. Federal bank stocks were comprised of FHLB stock and FRB stock of \$3.3 million and \$1.4 million, respectively, at December 31, 2017. These stocks are purchased and redeemed at par as directed by the federal banks and levels maintained are based primarily on borrowing and other correspondent relationships between the Corporation and the federal banks.

Bank-owned life insurance (BOLI). The Corporation maintains single premium life insurance policies on certain current and former officers and employees of the Bank. In addition to providing life insurance coverage, whereby the Bank as well as the officers and employees receive life insurance benefits, the appreciation of the cash surrender value of the BOLI will serve to offset and finance existing and future employee benefit costs. Increases in this account are typically associated with an increase in the cash surrender value of the policies, partially offset by certain administrative expenses. BOLI increased \$334,000, or 2.9%, to \$11.7 million at December 31, 2017 from \$11.4 million at December 31, 2016.

Premises and equipment. Premises and equipment decreased \$272,000, or 1.5%, to \$18.0 million at December 31, 2017 from \$18.3 million at December 31, 2016. The overall decrease in premises and equipment during the year was due to depreciation and amortization of \$1.2 million, partially offset by capital expenditures of \$204,000. Additions for 2017 also included \$708,000 of fixed assets acquired from NHB.

Goodwill. Goodwill remained unchanged from \$10.3 million at December 31, 2017 and December 31, 2016. Goodwill represents the excess of the total purchase price paid for the acquisition over the fair value of the identifiable assets acquired, net of the fair value of the liabilities assumed. Goodwill is evaluated for impairment at least annually and more frequently if events and circumstances indicate that the asset might be impaired. Management evaluated goodwill and concluded that no impairment existed at December 31, 2017.

Core deposit intangible. The core deposit intangible was \$481,000 at December 31, 2017, compared to \$560,000 at December 31, 2016. During 2017, the Corporation recorded a core deposit intangible of \$167,000 related to the NHB acquisition. The core deposit intangible also includes amounts associated with the assumption of deposits in the 2016 UASB acquisition and the 2009 Titusville branch acquisition. This asset represents the long-term value of the core deposits acquired. In each instance, the fair value was determined using a third-party valuation expert specializing in estimating fair values of core deposit intangibles. The fair value was derived using an industry standard present value methodology. All-in costs and runoff balances by year were discounted by comparable term FHLB advance rates, used as an alternative cost of funds measure. This intangible asset amortizes utilizing the double declining balance method of amortization over a weighted average estimated life of the related deposits. The core deposit intangible asset is not estimated to have a significant residual value. The Corporation recorded \$246,000 and \$226,000 of intangible amortization in 2017 and 2016, respectively.

Deposits. Total deposits increased \$69.7 million, or 11.9%, to \$654.6 million at December 31, 2017 from \$584.9 million at December 31, 2016. Noninterest bearing deposits increased \$2.5 million, or 2.1%, during the year while interest bearing deposits increased \$67.2 million, or 14.6%. Deposits assumed from NHB totaled \$19.7 million at the time of the acquisition in September 2017 and \$17.2 million at December 31, 2017

Borrowed funds. Borrowed funds decreased \$18.0 million, or 40.9%, to \$26.0 million at December 31, 2017 from \$44.0 million at December 31, 2016 primarily as the Corporation repaid \$15.0 million of FHLB borrowings which matured in November 2017. Borrowed funds at December 31, 2017 consisted of short-term borrowings of \$2.5 million and long-term borrowings of \$23.5 million. Long-term advances are utilized primarily to fund loan growth and short-term advances are utilized primarily to compensate for the normal deposit fluctuations.

Stockholders' equity. Stockholders' equity increased \$5.0 million, or 9.3%, to \$59.1 million at December 31, 2017 from \$54.1 million at December 31, 2016. The increase was primarily due to proceeds from the exercise of stock options of \$1.4 million, \$1.7 million of common stock issued in connection with the acquisition of NHB and net income of \$4.3 million for 2017, offset by common stock dividends paid of \$2.4 million.

Changes in Results of Operations

The Corporation reported net income before preferred stock dividends of \$4.3 million and \$4.0 million in 2017 and 2016, respectively. The following "Average Balance Sheet and Yield/Rate Analysis" and "Analysis of Changes in Net Interest Income" tables should be utilized in conjunction with the discussion of the interest income and interest expense components of net interest income.

Average Balance Sheet and Yield/Rate Analysis. The following table sets forth, for the periods indicated, information concerning the total dollar amounts of interest income from interest-earning assets and the resulting average yields, the total dollar amounts of interest expense on interest-bearing liabilities and the resulting average costs, net interest income, interest rate spread and the net interest margin earned on average interest-earning assets. For purposes of this table, average loan balances include nonaccrual loans and exclude the allowance for loan losses and interest income includes accretion of net deferred loan fees. Interest and yields on tax-exempt loans and securities (tax-exempt for federal income tax purposes) are shown on a fully tax equivalent basis. The information is based on average daily balances during the periods presented.

<i>(Dollar amounts in thousands)</i>	For the year ended December 31,					
	2017			2016		
	Average Balance	Interest	Yield / Rate	Average Balance	Interest	Yield / Rate
Interest-earning assets:						
Loans, taxable	\$ 531,228	\$ 22,973	4.32%	\$ 459,253	\$ 19,966	4.35%
Loans, tax-exempt	23,637	1,088	4.60%	25,893	1,206	4.66%
<i>Total loans receivable</i>	<u>554,865</u>	<u>24,061</u>	4.34%	<u>485,146</u>	<u>21,172</u>	4.36%
Securities, taxable	73,914	1,615	2.18%	78,767	1,662	2.11%
Securities, tax-exempt	26,338	784	2.98%	28,453	865	3.04%
<i>Total securities</i>	<u>100,252</u>	<u>2,399</u>	2.39%	<u>107,220</u>	<u>2,527</u>	2.36%
Federal bank stocks	4,848	242	4.99%	3,758	186	4.95%
Interest-earning deposits with banks	22,321	235	1.05%	25,563	135	0.53%
<i>Total interest-earning cash equivalents</i>	<u>27,169</u>	<u>477</u>	1.76%	<u>29,321</u>	<u>321</u>	1.09%
Total interest-earning assets	<u>682,286</u>	<u>26,937</u>	3.95%	<u>621,687</u>	<u>24,020</u>	3.86%
Cash and due from banks	2,741			2,577		
Other noninterest-earning assets	45,968			42,490		
Total Assets	<u>\$ 730,995</u>			<u>\$ 666,754</u>		
Interest-bearing liabilities:						
Interest-bearing demand deposits	\$ 331,157	1,075	0.32%	\$ 290,559	607	0.21%
Time deposits	165,828	2,200	1.33%	153,268	2,184	1.42%
<i>Total interest-bearing deposits</i>	<u>496,985</u>	<u>3,275</u>	0.66%	<u>443,827</u>	<u>2,791</u>	0.63%
Borrowed funds, short-term	4,588	130	2.82%	2,341	78	3.34%
Borrowed funds, long-term	35,949	1,088	3.03%	35,141	1,076	3.06%
<i>Total borrowed funds</i>	<u>40,537</u>	<u>1,218</u>	3.00%	<u>37,482</u>	<u>1,154</u>	3.08%
Total interest-bearing liabilities	<u>537,522</u>	<u>4,493</u>	0.84%	<u>481,309</u>	<u>3,945</u>	0.82%
Noninterest-bearing demand deposits	126,808	—	—	122,181	—	—
Funding and cost of funds	<u>664,330</u>	<u>4,493</u>	0.68%	<u>603,490</u>	<u>3,945</u>	0.65%
Other noninterest-bearing liabilities	9,793			8,832		
Total Liabilities	<u>674,123</u>			<u>612,322</u>		
Stockholders' Equity	56,872			54,432		
Total Liabilities and Stockholders' Equity	<u>\$ 730,995</u>			<u>\$ 666,754</u>		
Net interest income		<u>\$ 22,444</u>			<u>\$ 20,075</u>	
Interest rate spread (difference between weighted average rate on interest-earning assets and interest-bearing liabilities)			3.11%			3.04%
Net interest margin (net interest income as a percentage of average interest-earning assets)			3.29%			3.23%

Analysis of Changes in Net Interest Income. The following table analyzes the changes in interest income and interest expense in terms of: (1) changes in volume of interest-earning assets and interest-bearing liabilities and (2) changes in yields and rates. The table reflects the extent to which changes in the Corporation's interest income and interest expense are attributable to changes in rate (change in rate multiplied by prior year volume), changes in volume (changes in volume multiplied by prior year rate) and changes attributable to the combined impact of volume/rate (change in rate multiplied by change in volume). The changes attributable to the combined impact of volume/rate are allocated on a consistent basis between the volume and rate variances. Changes in interest income on loans and securities reflect the changes in interest income on a fully tax equivalent basis.

<i>(Dollar amounts in thousands)</i>	2017 versus 2016		
	Increase (decrease) due to		
	Volume	Rate	Total
Interest income:			
Loans	\$ 3,024	\$ (135)	\$ 2,889
Securities	(166)	38	(128)
Federal bank stocks	54	2	56
Interest-earning deposits with banks	(19)	119	100
Total interest-earning assets	<u>2,893</u>	<u>24</u>	<u>2,917</u>
Interest expense:			
Deposits	345	139	484
Borrowed funds, short term	65	(13)	52
Borrowed funds, long term	25	(13)	12
Total interest-bearing liabilities	<u>435</u>	<u>113</u>	<u>548</u>
Net interest income	<u>\$ 2,458</u>	<u>\$ (89)</u>	<u>\$ 2,369</u>

2017 Results Compared to 2016 Results

The Corporation reported net income of \$4.3 million and \$4.0 million for 2017 and 2016, respectively. The \$291,000, or 7.3%, increase in net income was attributed to increases in net interest income and noninterest income of \$2.4 million and \$1.4 million, respectively, partially offset by increases in noninterest expense, the provision for income taxes and the provision for loan losses of \$2.2 million, \$866,000 and \$439,000, respectively. Returns on average equity and assets were 7.52% and 0.59%, respectively, for 2017, compared to 7.32% and 0.60%, respectively, for 2016.

Net interest income. The primary source of the Corporation's revenue is net interest income. Net interest income is the difference between interest income on earning assets, such as loans and securities, and interest expense on liabilities, such as deposits and borrowed funds, used to fund the earning assets. Net interest income is impacted by the volume and composition of interest-earning assets and interest-bearing liabilities, and changes in the level of interest rates. Tax equivalent net interest income increased \$2.4 million to \$22.4 million for 2017, compared to \$20.1 million for 2016. This increase in net interest income can be attributed to an increase in tax equivalent interest income of \$2.9 million, partially offset by an increase in interest expense of \$548,000.

Interest income. Tax equivalent interest income increased \$2.9 million, or 12.1%, to \$26.9 million for 2017, compared to \$24.0 million for 2016. This increase can be attributed to increases in interest earned on loans, deposits with banks and dividends received on federal bank stocks of \$2.9 million, \$100,000 and \$56,000, respectively, partially offset by a decrease in interest earned on securities of \$128,000.

Tax equivalent interest earned on loans receivable increased \$2.9 million, or 13.6%, to \$24.1 million for 2017, compared to \$21.2 million for 2016. The average balance of loans increased \$69.7 million, or 14.4%, generating \$3.0 million of additional interest income on loans. Offsetting this favorable variance, the average yield on loans decreased 2 basis points to 4.34% for 2017, versus 4.36% for 2016 causing a \$135,000 decrease in interest income.

Tax equivalent interest earned on securities decreased \$128,000, or 5.1%, to \$2.4 million for 2017, compared to \$2.5 million for 2016. The average balance of securities decreased \$7.0 million, or 6.5%, causing a \$166,000 decrease in interest income. Partially offsetting the unfavorable volume variance, the average yield on securities increased 3 basis points to 2.39% for 2017 versus 2.36% for 2016 causing a \$38,000 increase in interest income.

Interest earned on interest-earning deposit accounts increased \$100,000, or 74.1%, to \$235,000 for 2017, compared to \$135,000 for 2016. The average yield on these accounts increased 52 basis points to 1.05% for 2017 versus 0.53% for 2016 causing a \$119,000 increase in interest income. Offsetting this favorable variance, the average balance of interest-earning deposits decreased \$3.2 million causing a \$19,000 decrease in interest income.

Interest earned on federal bank stocks increased \$56,000, or 30.1%, to \$242,000 for 2017, compared to \$186,000 for 2016. The average balance of federal bank stocks increased \$1.1 million, or 29.0%, generating a \$54,000 increase in interest income. Enhancing this favorable variance, the average yield on these accounts increased 4 basis points to 4.99% for 2017 versus 4.95% for 2016 causing a \$2,000 increase in interest income.

Interest expense. Interest expense increased \$548,000, or 13.9%, to \$4.5 million for 2017, compared to \$3.9 million for 2016. This increase can be attributed to increases in interest expense on interest-bearing deposits and borrowed funds of \$484,000 and \$64,000, respectively.

Interest expense on deposits increased \$484,000, or 17.3%, to \$3.3 million for 2017, compared to \$2.8 million for 2016. The average balance of interest-bearing deposits increased \$53.2 million, or 12.0%, causing a \$345,000 increase in interest expense. The average rate on interest-bearing deposits increased by 3 basis points to 0.66% for 2017 versus 0.63% for 2016 causing a \$139,000 increase in interest expense.

Interest expense on borrowed funds increased \$64,000, or 5.5%, to \$1.2 million for 2017, compared to \$1.2 million for 2016. The average balance of borrowed funds increased \$3.1 million, or 8.2%, to \$40.5 million for 2017, compared to \$37.5 million for 2016 causing a \$90,000 increase in interest expense. Partially offsetting this unfavorable variance, the average cost of borrowed funds decreased 8 basis points to 3.00% for 2017 versus 3.08% for 2016 causing a \$26,000 decrease in interest expense.

Provision for loan losses. The Corporation records provisions for loan losses to maintain a level of total allowance for loan losses that management believes, to the best of its knowledge, covers all probable incurred losses estimable at each reporting date. Management considers historical loss experience, the present and prospective financial condition of borrowers, current conditions (particularly as they relate to markets where the Corporation originates loans), the status of nonperforming assets, the estimated underlying value of the collateral and other factors related to the collectability of the loan portfolio.

Nonperforming loans increased \$370,000, or 11.1%, to \$3.7 million at December 31, 2017 from \$3.3 million at December 31, 2016. The increase in nonperforming loans was primarily related to a \$646,000 increase in loans past due more than 90 days, partially offset by the payoff of two residential mortgage loans which were previously on nonaccrual status totaling \$391,000.

The provision for loan losses increased \$439,000, or 94.6%, to \$903,000 for 2017 from \$464,000 for 2016. The Corporation's allowance for loan losses amounted to \$6.1 million, or 1.05% of the Corporation's total loan portfolio at December 31, 2017 compared to \$5.5 million or 1.06% of total loans at December 31, 2016. The allowance for loan losses, as a percentage of nonperforming loans at December 31, 2017 and 2016, was 165.9% and 166.9%, respectively. The allocation of the allowance for loan losses related to residential mortgage loans and commercial mortgage loans increased during the year as a result of growth in the loan portfolios, while the allocation related to commercial business loans decreased as the portfolio remained flat. At December 31, 2017, there was no provision for loan losses allocated to loans acquired from UA or NHB.

Noninterest income. Noninterest income includes revenue that is related to services rendered and activities conducted in the financial services industry, including fees on depository accounts, general transaction and service fees, commissions on financial services, title premiums, security and loan sale gains and losses, and earnings on bank-owned life insurance (BOLI). Noninterest income increased \$1.4 million, or 37.4%, to \$5.0 million in 2017 from \$3.7 million in 2016. The increase in noninterest income is primarily due to a \$1.3 million bargain purchase gain related to the acquisition of NHB at September 30, 2017. Also during 2017, the Corporation recorded a \$508,000 other-than-temporary impairment charge on a subordinated debt investment issued by First NBC Bank Holding Company. On April 28, 2017, the Louisiana Office of Financial Institutions closed First NBC Bank, the wholly owned banking subsidiary of First NBC Bank Holding Company, and named the FDIC as receiver for the bank. Partially offsetting this impairment charge, the Corporation realized securities gains of \$346,000 during 2017, compared to \$82,000 during the same period in 2016. Additionally, gains on the sale of loans totaled \$248,000 for 2017 compared to \$119,000 during the same period in 2016 and customer service fees increased \$133,000 as overdraft charges during 2017 outpaced the same period last year.

Noninterest expense. Noninterest expense increased \$2.2 million, or 12.6%, to \$19.6 million for 2017, compared to \$17.4 million for 2016. This increase was primarily related to increases in acquisition costs, other noninterest expense, compensation and employee benefits, premises and equipment expense and intangible asset amortization.

Acquisition costs increased \$718,000 to \$1.1 million for 2017, compared to \$401,000 for 2016. Acquisition costs for 2017 were related to the acquisition of NHB and included system conversion costs, contract termination fees, legal fees, employee severance costs, accounting and auditing fees and other costs of \$421,000, \$279,000, \$173,000, \$108,000, \$55,000 and \$84,000. Acquisition costs for 2016 were related to the acquisition of UASB and included legal fees, system conversion costs and other costs of \$194,000, \$132,000 and \$75,000, respectively.

Other noninterest expense increased \$714,000, or 17.7%, to \$4.8 million for 2017, compared to \$4.0 million for 2016. Contributing to the increase were increases in bad checks and other losses, Pennsylvania share tax, overdraft privilege program administration fees, debit card processing expenses, subscriptions, correspondent banking fees, travel and entertainment expenses and telecommunications expenses. These increases were due, in part, to full-year operating costs associated with two new branches opened in 2016 and a partial year of costs associated with the NHB office acquired on September 30, 2017.

Compensation and employee benefits expense increased \$628,000, or 7.3%, to \$9.3 million for 2017, compared to \$8.6 million for 2016. This increase primarily related to normal wage and salary increases and an increase in retirement benefits expense as well as the addition of the new branch offices.

Premises and equipment expense increased \$126,000, or 4.4%, to \$3.0 million for 2017, compared to \$2.8 million for 2016. This increase primarily related to expenses associated with the Bank's new branch offices.

The Corporation recognized \$246,000 of intangible amortization in 2017, compared to \$226,000 in 2016 associated with core deposit intangible assets that were recorded in connection with the 2009 Titusville branch acquisition, the 2016 UASB acquisition and the 2017 NHB acquisition.

The provision for income taxes increased \$866,000, or 69.4%, to \$2.1 million for 2017, compared to \$1.2 million for 2016 primarily due to an additional tax expense of \$827,000 recorded for the revaluation of deferred tax assets as required by the Tax Cut and Jobs Act signed into law during December 2017. As a result of this additional tax expense, the Corporation's effective tax rate for 2017 was 33.1%, compared to 23.8% for 2016.

Market Risk Management

Market risk for the Corporation consists primarily of interest rate risk exposure and liquidity risk. The Corporation is not subject to currency exchange risk or commodity price risk, and has no trading portfolio, and therefore, is not subject to any trading risk. In addition, the Corporation does not participate in hedging transactions such as interest rate swaps and caps. Changes in interest rates will impact both income and expense recorded and also the market value of long-term interest-earning assets.

The primary objective of the Corporation's asset liability management function is to maximize the Corporation's net interest income while simultaneously maintaining an acceptable level of interest rate risk given the Corporation's operating environment, capital and liquidity requirements, balance sheet mix, performance objectives and overall business focus. One of the primary measures of the exposure of the Corporation's earnings to interest rate risk is the timing difference between the repricing or maturity of interest-earning assets and the repricing or maturity of its interest-bearing liabilities.

The Corporation's Board of Directors has established a Finance Committee, consisting of four outside directors, the President and Chief Executive Officer (CEO), Treasurer and Chief Financial Officer (CFO), Chief Risk & Strategy Officer (CRSO) and Chief Operating Officer (COO), to monitor market risk, including primarily interest rate risk. This committee, which meets at least quarterly, generally establishes and monitors the investment, interest rate risk and asset liability management policies of the Corporation.

In order to minimize the potential for adverse affects of material and prolonged changes in interest rates on the Corporation's results of operations, the Corporation's management team has implemented and continues to monitor asset liability management policies to better match the maturities and repricing terms of the Corporation's interest-earning assets and interest-bearing liabilities. Such policies have consisted primarily of (i) originating adjustable-rate mortgage loans; (ii) originating short-term secured commercial loans with the rate on the loan tied to the prime rate or reset features in which the rate changes at determined intervals; (iii) emphasizing investment in shorter-term (expected duration of five years or less) investment securities; (iv) selling longer-term (30-year) fixed-rate residential mortgage loans in the secondary market; (v) maintaining a high level of liquid assets (including securities classified as available for sale) that can be readily reinvested in higher yielding investments should interest rates rise; (vi) emphasizing the retention of lower-costing savings accounts and other core deposits; and (vii) lengthening liabilities and locking in lower borrowing rates with longer terms whenever possible.

Interest Rate Sensitivity Gap Analysis

The implementation of asset and liability initiatives and strategies and compliance with related policies, combined with other external factors such as demand for the Corporation's products and economic and interest rate environments in general, has resulted in the Corporation maintaining a one-year cumulative interest rate sensitivity gap within internal policy limits of between a positive and negative 15% of total assets. The one-year interest rate sensitivity gap is identified as the difference between the Corporation's interest-earning assets that are scheduled to mature or reprice within one year and its interest-bearing liabilities that are scheduled to mature or reprice within one year.

The interest rate sensitivity gap is defined as the difference between the amount of interest-earning assets maturing or repricing within a specific time period and the amount of interest-bearing liabilities maturing or repricing within that time period. A gap is considered positive when the amount of interest rate-sensitive assets exceeds the amount of interest rate-sensitive liabilities, and is considered negative when the amount of interest rate-sensitive liabilities exceeds the amount of interest rate-sensitive assets. Generally, during a period of rising interest rates, a negative gap would adversely affect net interest income while a positive gap would result in an increase in net interest income. Conversely, during a period of falling interest rates, a negative gap would result in an increase in net interest income and a positive gap would adversely affect net interest income. The closer to zero, or more neutral, that gap is maintained, generally, the lesser the impact of market interest rate changes on net interest income.

Based on certain assumptions derived from the Corporation's historical experience, at December 31, 2017, the Corporation's interest-earning assets maturing or repricing within one year totaled \$194.1 million while the Corporation's interest-bearing liabilities maturing or repricing within one year totaled \$166.8 million, providing an excess of interest-earning assets over interest-bearing liabilities of \$27.2 million or 3.6% of total assets. At December 31, 2017, the percentage of the Corporation's assets to liabilities maturing or repricing within one year was 116.3%.

The following table presents the amounts of interest-earning assets and interest-bearing liabilities outstanding as of December 31, 2017 which are expected to mature, prepay or reprice in each of the future time periods presented:

<i>(Dollar amounts in thousands)</i>	Six months or less	Six months to one year	One to three years	Three to four years	Over four years	Total
Total interest-earning assets	\$ 142,748	\$ 51,325	\$ 160,987	\$ 72,420	\$ 268,326	\$ 695,806
Total interest-bearing liabilities	83,869	82,971	242,626	59,326	82,089	550,881
Interest rate sensitivity gap	\$ 58,879	\$ (31,646)	\$ (81,639)	\$ 13,094	\$ 186,237	\$ 144,925
Cumulative rate sensitivity gap	\$ 58,879	\$ 27,233	\$ (54,406)	\$ (41,312)	\$ 144,925	
Ratio of gap during the period to total interest earning assets	8.46%	(4.55)%	(11.73)%	1.88 %	26.77%	
Ratio of cumulative gap to total interest earning assets	8.46%	3.91 %	(7.82)%	(5.94)%	20.83%	

Although certain assets and liabilities may have similar maturities or periods of repricing, they may react in different degrees to changes in market interest rates. The interest rates on certain types of assets and liabilities may fluctuate in advance of changes in market interest rates, while interest rates on other types of assets and liabilities may lag behind changes in market interest rates. In the event of a change in interest rates, prepayment and early withdrawal levels would likely deviate significantly from those assumed in calculating the table. The ability of many borrowers to service their debt may decrease in the event of an interest rate increase.

Interest Rate Sensitivity Simulation Analysis

The Corporation also utilizes income simulation modeling in measuring its interest rate risk and managing its interest rate sensitivity. The Finance Committee of the Board of Directors believes that simulation modeling enables the Corporation to more accurately evaluate and manage the possible effects on net interest income due to the exposure to changing market interest rates and different loan and security prepayment and deposit decay assumptions under various interest rate scenarios.

As with gap analysis and earnings simulation modeling, assumptions about the timing and variability of cash flows are critical in net portfolio equity valuation analysis. Particularly important are the assumptions driving mortgage prepayments and the assumptions about expected attrition of the core deposit portfolios. These assumptions are based on the Corporation's historical experience.

The Corporation has established the following guidelines for assessing interest rate risk:

Net interest income simulation. Given a 200 basis point immediate increase or decrease in market interest rates, net interest income may not change by more than 15% for a one-year period.

Economic value of equity simulation. Economic value of equity is the present value of the Corporation's existing assets less the present value of the Corporation's existing liabilities. Given a 200 basis point immediate and permanent increase or decrease in market interest rates, economic value of equity may not correspondingly decrease or increase by more than 20%.

These guidelines take into consideration the current interest rate environment, the Corporation's financial asset and financial liability product mix and characteristics and liquidity sources among other factors. Given the current rate environment, a drop in short-term market interest rates of 200 basis points immediately or over a one-year horizon would seem unlikely. This should be considered in evaluating modeling results outlined in the table below.

The following table presents the simulated impact of a 100 basis point or 200 basis point upward or downward shift of market interest rates on net interest income for the years ended December 31, 2017 and 2016, respectively. This analysis was done assuming that the interest-earning asset and interest-bearing liability levels at December 31, 2017 remained constant. The impact of the market rate movements on net interest income was developed by simulating the effects of rates changing immediately for a one-year period from the December 31, 2017 levels for net interest income.

	Increase		Decrease	
	+100 BP	+200 BP	-100 BP	-200 BP
2017 Net interest income - increase (decrease)	0.78 %	0.90 %	0.55 %	(2.96)%
2016 Net interest income - increase (decrease)	(0.77)%	(1.90)%	(2.56)%	(6.48)%

The expected increase in 2017 net interest income in the rising rate scenarios shown in the table above resulted from the Corporation having an excess of immediately repricing interest-earning assets over immediately repricing interest-bearing liabilities. The expected decrease in 2016 net interest income in the rising rate scenarios resulted from the Corporation having overnight borrowings of \$7.0 million at December 31, 2016. In a rising rate environment, these borrowings would be immediately repricing, therefore causing increased interest expense.

Impact of Inflation and Changing Prices

The consolidated financial statements of the Corporation and related notes presented herein have been prepared in accordance with accounting principles generally accepted in the United States of America (GAAP) which require the measurement of financial condition and operating results in terms of historical dollars, without considering changes in the relative purchasing power of money over time due to inflation.

Unlike most industrial companies, substantially all of the assets and liabilities of a financial institution are monetary in nature. As a result, interest rates have a more significant impact on a financial institution's performance than the effects of general levels of inflation. Interest rates do not necessarily move in the same direction or in the same magnitude as the prices of goods and services since such prices are affected by inflation to a larger degree than interest rates. In the current interest rate environment, liquidity and the maturity structure of the Corporation's assets and liabilities are critical to the maintenance of acceptable performance levels.

Capital Resources

Total stockholders' equity increased \$5.0 million, or 9.3%, to \$59.1 million at December 31, 2017 from \$54.1 million at December 31, 2016. Net income of \$4.3 million in 2017 represented a increase in earnings of \$291,000, or 7.3%, compared to 2016.

The Corporation's capital to assets (leverage) ratio decreased to 7.7% at December 31, 2017 from 7.8% at December 31, 2016. This was due to a \$57.9 million increase in the Corporation's assets primarily related to growth in the loan portfolio enhanced by the acquisition of NHB during 2017.

While continuing to sustain a strong capital position, dividends on common stock increased to \$2.4 million in 2017 from \$2.2 million in 2016. In addition, stockholders have taken part in the Corporation's dividend reinvestment plan introduced during 2003 with 44% of registered shareholder accounts active in the plan at December 31, 2017. Dividend reinvestment is achieved through the purchase of common shares on the secondary market.

Capital adequacy is intended to enhance the Corporation's ability to support growth while protecting the interest of stockholders and depositors and to ensure that capital ratios are in compliance with regulatory minimum requirements. Regulatory agencies have developed certain capital ratio requirements that are used to assist them in monitoring the safety and soundness of financial institutions. At December 31, 2017, the Bank was in excess of all regulatory capital requirements. See Note 10 on page F-28 to the Corporation's consolidated financial statements attached hereto.

Liquidity

The Corporation's primary sources of funds generally have been deposits obtained through the offices of the Bank, borrowings from the FHLB, and amortization and prepayments of outstanding loans and maturing securities. During 2017, the Corporation used its sources of funds primarily to fund loan commitments and repay borrowed funds. As of December 31, 2017, the Corporation had outstanding loan commitments, including undisbursed loans and amounts available under credit lines, totaling \$89.7 million, and standby letters of credit totaling \$156,000, net of cash collateral maintained by the Bank. The Bank is required by the OCC to establish policies to monitor and manage liquidity levels to ensure the Bank's ability to meet demands for customer withdrawals and the repayment of short-term borrowings, and at December 31, 2017, the Bank was in compliance with all liquidity policy limits.

At December 31, 2017, time deposits amounted to \$170.7 million, or 26.1%, of the Corporation's total consolidated deposits, including approximately \$46.9 million scheduled to mature within the next year. Management believes that the Corporation has adequate resources to fund all of its commitments, that all of its commitments will be funded as required by related maturity dates and that, based upon past experience and current pricing policies, it can adjust the rates of time deposits to retain a substantial portion of maturing liabilities.

Aside from liquidity available from customer deposits or through sales and maturities of securities, the Corporation and the Bank have alternative sources of funds. These sources include a line of credit for the Corporation with a correspondent bank, the Bank's line of credit and term borrowing capacity from the FHLB and, to a more limited extent, through the sale of loans. At December 31, 2017, the Bank's borrowing capacity with the FHLB, net of funds borrowed and irrevocable standby letters of credit issued to secure certain deposit accounts, was \$177.9 million.

The Corporation pays a regular quarterly cash dividend. The Corporation paid dividends of \$0.27 and \$0.26 per common share for each of the four quarters of 2017 and 2016, respectively. On February 21, 2018, the Corporation declared a quarterly dividend of \$0.28 per common share payable on March 23, 2018 to shareholders of record on March 1, 2018. The determination of future dividends on the Corporation's common stock will depend on conditions existing at that time with consideration given to the Corporation's earnings, capital and liquidity needs, among other factors.

Management is not aware of any conditions, including any regulatory recommendations or requirements, which would adversely impact its liquidity or its ability to meet funding needs in the ordinary course of business.

Critical Accounting Policies

The Corporation's consolidated financial statements are prepared in accordance with GAAP and follow general practices within the industry in which it operates. Application of these principles requires management to make estimates or judgments that affect the amounts reported in the financial statements and accompanying notes. These estimates 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 or judgments. Certain policies inherently have a greater reliance on the use of estimates, and as such, have a greater possibility of producing results that could be materially different than originally reported. Estimates or judgments are necessary when assets and liabilities are required to be recorded at fair value, when a decline in the value of an asset not carried on the financial statements at fair value warrants an impairment write-down or valuation reserve to be established, 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 the information used to record valuation adjustments for certain assets and liabilities are based either on quoted market prices or are provided by third-party sources, when available. When third-party information is not available, valuation adjustments are estimated in good faith by management primarily through the use of internal cash flow modeling techniques.

The most significant accounting policies followed by the Corporation are presented in Note 1 to the consolidated financial statements beginning on page F-8. These policies, along with the disclosures presented in the other financial statement notes, provide information on how significant assets and liabilities are valued in the financial statements and how those values are determined. Management views critical accounting policies to be those which are highly dependent on subjective or complex judgments, estimates and assumptions, and where changes in those estimates and assumptions could have a significant impact on the financial statements. Management has identified the following as critical accounting policies:

Allowance for loan losses. The Corporation considers that the determination of the allowance for loan losses involves a higher degree of judgment and complexity than other significant accounting policies. The balance in the allowance for loan losses is determined based on management's review and evaluation of the loan portfolio in relation to past loss experience, the size and composition of the portfolio, current economic events and conditions and other pertinent factors, including management's assumptions as to future delinquencies, recoveries and losses. All of these factors may be susceptible to significant change. Among the many factors affecting the allowance for loan losses, some are quantitative while others require qualitative judgment. Although management believes its process for determining the allowance adequately considers all of the potential factors that could potentially result in credit losses, the process includes subjective elements and may be susceptible to significant change. To the extent actual outcomes differ from management's estimates, additional provisions for loan losses may be required that would adversely impact the Corporation's financial condition or earnings in future periods.

Other-than-temporary impairment. Management evaluates securities for other-than-temporary impairment at least on a quarterly basis, and more frequently when economic, market or other concerns warrant such evaluation. Consideration is given to: (1) the length of time and the extent to which the fair value has been less than cost, (2) the financial condition and near term prospects of the issuer, (3) whether the market decline was affected by macroeconomic conditions and (4) whether the Corporation has the intent to sell the security or more likely than not will be required to sell the security before its anticipated recovery.

Goodwill and intangible assets. Goodwill represents the excess cost over fair value of assets acquired in a business combination. Goodwill and intangible assets acquired in a purchase business combination and determined to have an indefinite useful life are not amortized, but instead tested for impairment at least annually. Intangible assets with estimable useful lives are amortized over their respective estimated useful lives to their estimated residual values. Goodwill is subject to ongoing periodic impairment tests based on the fair value of the reporting unit compared to its carrying amount, including goodwill. Impairment exists when a reporting unit's carrying amount exceeds its fair value. At November 30, 2017, the required annual impairment test of goodwill was performed and no impairment existed as of the valuation date. If for any future period it is determined that there has been impairment in the carrying value of our goodwill balances, the Corporation will record a charge to earnings, which could have a material adverse effect on net income, but not risk based capital ratios.

Item 7A. Quantitative and Qualitative Disclosures About Market Risk

Information required by this item is included in "Management's Discussion and Analysis of Financial Condition and Results of Operations" in Item 7.

Item 8. Financial Statements and Supplementary Data

Information required by this item is included beginning on page F-1.

Item 9. Changes in and Disagreements With Accountants on Accounting and Financial Disclosure

Not applicable.

Item 9A. Controls and Procedures

The Corporation maintains disclosure controls and procedures that are designed to ensure that information required to be disclosed in the Corporation's Exchange Act reports is recorded, processed, summarized, and reported within the time periods specified in the SEC's rules and forms, and that such information is accumulated and communicated to the Corporation's management, including its CEO and CFO, as appropriate, to allow timely decisions regarding required disclosure based on the definition of "disclosure controls and procedures" in Rule 13a-15(e).

As of December 31, 2017, the Corporation carried out an evaluation, under the supervision and with the participation of the Corporation's management, including the Corporation's CEO and CFO, of the effectiveness of the design and operation of the Corporation's disclosure controls and procedures. Based on the foregoing, the Corporation's CEO and CFO concluded that the Corporation's disclosure controls and procedures were effective.

During the fourth quarter of fiscal year 2017, there has been no change made in the Corporation's internal control over financial reporting that has materially affected, or is reasonably likely to materially affect, the Corporation's internal control over financial reporting.

There have been no significant changes in the Corporation's internal controls or in other factors that could significantly affect the internal controls subsequent to the date the Corporation completed its valuation.

Management is responsible for establishing and maintaining adequate internal control over financial reporting for the Corporation. Internal control over financial reporting is a process designed to provide reasonable assurance regarding the reliability of financial reporting and the preparation of financial statements for external purposes in accordance with generally accepted accounting principles.

Management's Report on Internal Control Over Financial Reporting

Management completed an assessment of the Corporation's internal control over financial reporting as of December 31, 2017. This assessment was based on criteria for evaluating internal control over financial reporting established in the 2013 *Internal Control – Integrated Framework* issued by the Committee of Sponsoring Organizations of the Treadway Commission. Based on this assessment, management concluded that the Corporation's internal control over financial reporting was effective as of December 31, 2017.

Item 9B. Other Information

None.

PART III

Item 10. Directors, Executive Officers and Corporate Governance

The information required by this item is incorporated herein by reference to the sections captioned "Principal Beneficial Owners of the Corporation's Common Stock", "Section 16(a) Beneficial Ownership Reporting Compliance" and "Information With Respect to Nominees For Director, Continuing Director and Executive Officers" in the Corporation's definitive proxy statement for the Corporation's Annual Meeting of Stockholders to be held on April 25, 2018 (the Proxy Statement).

The Corporation maintains a Code of Personal and Business Conduct and Ethics (the Code) that applies to all employees, including the CEO and the CFO. A copy of the Code has previously been filed with the SEC and is posted on our website at www.emclairefinancial.com. Any waiver of the Code with respect to the CEO and the CFO will be publicly disclosed in accordance with applicable regulations.

Item 11. Executive Compensation

The information required by this item is incorporated herein by reference to the section captioned "Executive Compensation" in the Proxy Statement.

Item 12. Security Ownership of Certain Beneficial Owners and Management and Related Stockholder Matters

The information required by this item is incorporated herein by reference to the section captioned "Principal Beneficial Owners of the Corporation's Common Stock" in the Proxy Statement.

Equity Compensation Plan Information. The following table provides certain information as of December 31, 2017 with respect to shares of common stock that may be issued under our 2014 Stock Incentive Plan, which was approved by shareholders in April 2014.

Plan Category	Number of securities to be issued upon exercise of outstanding options	Weighted-average exercise price of outstanding options	Number of securities remaining available for issuance under equity compensation plans (excluding securities reflected in the first column) (1)
Equity compensation plans approved by security holders	0	\$ —	140,966
Equity compensation plans not approved by security holders	0	—	0
Total	0	\$ —	140,966

(1) The 2014 Stock Incentive Plan provides for the grant of options to purchase up to 88,433 shares of common stock and for grants of up to 88,433 shares of restricted common stock of which no options and 35,900 shares of restricted stock have been granted at December 31, 2017.

Item 13. Certain Relationships and Related Transactions, and Director Independence

The information required by this item is incorporated herein by reference to the sections captioned “Information With Respect to Nominees For Director, Continuing Directors and Executive Officers” and “Executive Compensation” in the Proxy Statement.

Item 14. Principal Accountant Fees and Services

The information required by this item is incorporated herein by reference to the section captioned “Relationship With Independent Registered Public Accounting Firm” in the Proxy Statement.

PART IV

Item 15. Exhibits and Financial Statement Schedules

(a)(1)-(2) Financial Statements and Schedules:

(i) The financial statements required in response to this item are incorporated by reference from Item 8 of this report.

(3) Management Contracts or Compensatory Plans:

(i) Exhibits 10.1-10.7 listed below in (b) identify management contracts or compensatory plans or arrangements required to be filed as exhibits to this report, and such listing is incorporated herein by reference.

(b) Exhibits are either attached as part of this Report or incorporated herein by reference.

3.1	Articles of Incorporation of Emclaire Financial Corp (1)
3.2	Bylaws of Emclaire Financial Corp (1)
4.0	Specimen Common Stock Certificate of Emclaire Financial Corp (2)
10.1	Amended and Restated Employment Agreement between Emclaire Financial Corp, The Farmers National Bank of Emlenton and William C. Marsh, dated as of November 18, 2015. (3)*
10.2	Amended and Restated Change in Control Agreement between Emclaire Financial Corp, The Farmers National Bank of Emlenton and Matthew J. Lucco, dated as of November 18, 2015. (3)*
10.3	Amended and Restated Change in Control Agreement between Emclaire Financial Corp, The Farmers National Bank of Emlenton and Amanda L. Engles, dated as of November 15, 2017. (4)*
10.4	Amended and Restated Supplemental Executive Retirement Plan Agreement between The Farmers National Bank of Emlenton and William C. Marsh, dated as of November 18, 2015. (3)*
10.5	Amended and Restated Supplemental Executive Retirement Plan Agreement between The Farmers National Bank of Emlenton and Matthew J. Lucco, dated as of November 18, 2015. (3)*
10.6	Supplemental Executive Retirement Plan Agreement between the Farmers National Bank of Emlenton and Amanda L. Engles, dated as of November 15, 2017. (4).
10.7	Group Term Carve-Out Plan between the Farmers National Bank of Emlenton and Officers and Employees. (5)*
10.8	Farmers National Bank of Emlenton Deferred Compensation Plan. (6)*
10.9	Emclaire Financial Corp 2007 Stock Incentive Plan and Trust. (7)*
11.0	Emclaire Financial Corp 2014 Stock Incentive Plan. (8)*
11.1	Statement regarding computation of earnings per share (see Note 1 of the Notes to Consolidated Financial Statements in the Annual Report).
14.0	Code of Personal and Business Conduct and Ethics. (9)
20.0	Emclaire Financial Corp Dividend Reinvestment and Stock Purchase Plan. (10)
21.0	Subsidiaries of the Registrant (see information contained herein under “Item 1. Description of Business - Subsidiary Activity”).
31.1	Principal Executive Officer Section 302 Certification.
31.2	Principal Financial Officer Section 302 Certification.
32.1	Principal Executive Officer Section 906 Certification.
32.2	Principal Financial Officer Section 906 Certification.
101.INS	XBRL Instance Document
101.SCH	XBRL Taxonomy Extension Schema Document
101.CAL	XBRL Taxonomy Extension Calculation Linkbase Document
101.DEF	XBRL Taxonomy Extension Definitions Linkbase Document
101.LAB	XBRL Taxonomy Extension Label Linkbase Document
101.PRE	XBRL Taxonomy Extension Presentation Linkbase Document

* Compensatory plan or arrangement.

- (1) Incorporated by reference to the Registrant’s Registration Statement on Form SB-2, as amended, (File No. 333-11773) declared effective by the SEC on October 25, 1996.
- (2) Incorporated by reference to the Registrant’s Annual Report on Form 10-K for the year ended December 31, 1997.
- (3) Incorporated by reference to the Registrant’s Current Report on Form 8-K dated November 18, 2015.
- (4) Incorporated by reference to the Registrant’s Current Report on Form 8-K dated November 15, 2017.
- (5) Incorporated by reference to the Registrant’s Annual Report on Form 10-K for the year ended December 31, 2002.
- (6) Incorporated by reference to the Registrant’s Current Report on Form 8-K dated December 15, 2008.
- (7) Incorporated by reference to the Registrant’s Definitive Proxy Statement dated March 23, 2007.
- (8) Incorporated by reference to the Registrant’s Definitive Proxy Statement dated March 24, 2016.
- (9) Incorporated by reference to the Registrant’s Annual Report on Form 10-K for the year ended December 31, 2004.
- (10) Incorporated by reference to the Registrant’s Annual Report on Form 10-K for the year ended December 31, 2001.

SIGNATURES

Pursuant to the requirements of Section 13 or 15(d) of the Securities Exchange Act of 1934, the registrant has duly caused this report to be signed on its behalf by the undersigned, thereunto duly authorized.

EMCLAIRE FINANCIAL CORP

Dated: March 21, 2018

By: /s/ William C. Marsh
William C. Marsh
Chairman, Chief Executive Officer, President and Director
(Duly Authorized Representative)

Pursuant to the requirement of the Securities Exchange Act 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: /s/ William C. Marsh
William C. Marsh
Chairman of the Board
Chief Executive Officer
President
Director
(Principal Executive Officer)

By: /s/ Amanda L. Engles
Amanda L. Engles
Treasurer and Chief Financial Officer
(Principal Financial Officer)

Date: March 21, 2018

Date: March 21, 2018

By: /s/ Milissa S. Bauer
Milissa S. Bauer
Director

By: /s/ David L. Cox
David L. Cox
Director

Date: March 21, 2018

Date: March 21, 2018

By: /s/ James M. Crooks
James M. Crooks
Director

By: /s/ Robert W. Freeman
Robert W. Freeman
Director

Date: March 21, 2018

Date: March 21, 2018

By: /s/ Mark A. Freemer
Mark A. Freemer
Director

By: /s/ Robert L. Hunter
Robert L. Hunter
Director

Date: March 21, 2018

Date: March 21, 2018

/s/ John B. Mason
John B. Mason
Director

By: /s/ Deanna K. McCarrier
Deanna K. McCarrier
Director

Date: March 21, 2018

Date: March 21, 2018

By: /s/ Nicholas D. Varischetti
Nicholas D. Varischetti
Director

Date: March 21, 2018

CERTIFICATIONS
Certification of the Principal Executive Officer
(Section 302 of the Sarbanes-Oxley Act of 2002)

I, William C. Marsh, Chief Executive Officer and President, certify that:

1. I have reviewed this annual report on Form 10-K of Emclaire Financial Corp;
2. Based on my knowledge, this annual report does not contain any untrue statement of a material fact or omit to state a material fact necessary to make the statements made, in light of the circumstances under which such statements were made, not misleading with respect to the period covered by this annual report;
3. Based on my knowledge, the financial statements, and other financial information included in this annual report, fairly present in all material respects, the financial condition, results of operations and cash flows of the registrant as of, and for, the periods presented in this annual report;
4. The registrant's other certifying officers and I are responsible for establishing and maintaining disclosure controls and procedures (as defined in Exchange Act Rules 13a-15(e) and 15d-15(e)) and internal controls over financial reporting (as defined in Exchange Act Rules 13a-15(f) and 15d-15(f)) for the registrant and have:
 - (a) Designed such disclosure controls and procedures, or caused such disclosure controls and procedures to be designed under our supervision, to ensure that material information relating to the registrant, including its consolidated subsidiaries, is made known to us by others within those entities, particularly during the period in which this report is being prepared;
 - (b) Designed such internal controls over financial reporting or caused such internal controls over financial reporting to be designed under our supervision, to provide reasonable assurance regarding the reliability of financial reporting and preparation of financial statements for external purposes in accordance with generally accepted accounting principles.
 - (c) Evaluated the effectiveness of the registrant's disclosure controls and procedures and presented in this report our conclusions about the effectiveness of the disclosure controls and procedures, as of the end of the period covered by this report based on such evaluation; and
 - (d) Disclosed in this report any change in the registrant's internal control over financial reporting that occurred during the registrant's most recent fiscal quarter (the registrant's fourth fiscal quarter in the case of an annual report) that has materially affected, or is reasonably likely to materially affect, the registrant's internal control over financial reporting.
5. The registrant's other certifying officer(s) and I have disclosed, based on our most recent evaluation of internal control over financial reporting, to the registrant's auditors and the audit committee of the registrant's board of directors (or persons performing the equivalent functions):
 - (a) All significant deficiencies and material weaknesses in the design or operation of internal control over financial reporting which are reasonably likely to adversely affect the registrant's ability to record, process, summarize and report financial information; and
 - (b) Any fraud, whether or not material, that involves management or other employees who have a significant role in the registrant's internal control over financial reporting.

Date: March 21, 2018

By: /s/ William C. Marsh

William C. Marsh

Chief Executive Officer and President

**Certification of the Principal Financial Officer
(Section 302 of the Sarbanes-Oxley Act of 2002)**

I, Amanda L. Engles, Principal Financial Officer and Treasurer, certify that:

1. I have reviewed this annual report on Form 10-K of Emclaire Financial Corp;
2. Based on my knowledge, this annual report does not contain any untrue statement of a material fact or omit to state a material fact necessary to make the statements made, in light of the circumstances under which such statements were made, not misleading with respect to the period covered by this annual report;
3. Based on my knowledge, the financial statements and other financial information included in this annual report, fairly present in all material respects, the financial condition, results of operations and cash flows of the registrant as of, and for, the periods presented in this annual report;
4. The registrant's other certifying officers and I are responsible for establishing and maintaining disclosure controls and procedures (as defined in Exchange Act Rules 13a-15(e) and 15d-15(e)) and internal controls over financial reporting (as defined in Exchange Act Rules 13a-15(f) and 15d-15(f)) for the registrant and we have:
 - (a) Designed such disclosure controls and procedures, or caused such disclosure controls and procedures to be designed under our supervision, to ensure that material information relating to the registrant, including its consolidated subsidiaries, is made known to us by others within those entities, particularly during the period in which this report is being prepared;
 - (b) Designed such internal controls over financial reporting or caused such internal controls over financial reporting to be designed under our supervision, to provide reasonable assurance regarding the reliability of financial reporting and preparation of financial statements for external purposes in accordance with generally accepted accounting principles.
 - (c) Evaluated the effectiveness of the registrant's disclosure controls and procedures and presented in this report our conclusions about the effectiveness of the disclosure controls and procedures, as of the end of the period covered by this report based on such evaluation; and
 - (d) Disclosed in this report any change in the registrant's internal control over financial reporting that occurred during the registrant's most recent fiscal quarter (the registrant's fourth fiscal quarter in the case of an annual report) that has materially affected, or is reasonably likely to materially affect, the registrant's internal control over financial reporting.
5. The registrant's other certifying officer(s) and I have disclosed, based on our most recent evaluation of internal control over financial reporting, to the registrant's auditors and the audit committee of the registrant's board of directors (or persons performing the equivalent functions):
 - (a) All significant deficiencies and material weaknesses in the design or operation of internal control over financial reporting which are reasonably likely to adversely affect the registrant's ability to record, process, summarize and report financial information; and
 - (b) Any fraud, whether or not material, that involves management or other employees who have a significant role in the registrant's internal control over financial reporting.

Date: March 21, 2018

By: /s/ Amanda L. Engles
Amanda L. Engles
Principal Financial Officer
Treasurer

CEO CERTIFICATION PURSUANT TO**18 U.S.C. SECTION 1350,****AS ADOPTED PURSUANT TO****SECTION 906 OF THE SARBANES-OXLEY ACT OF 2002**

In connection with the Annual Report of Emclaire Financial Corp (the “Corporation”) on Form 10-K for the year ended December 31, 2017 as filed with the Securities and Exchange Commission on the date hereof (the “Report”), I, William C. Marsh, Chief Executive Officer of the Corporation, certify, pursuant to 18 U.S.C. § 1350, as adopted pursuant to § 906 of the Sarbanes-Oxley Act of 2002, that:

1. The Report fully complies with the requirements of section 13(a) or 15(d) of the Securities Exchange Act of 1934; and
2. The information contained in the Report fairly presents, in all material respects, the financial condition and result of operations of the Corporation.

/s/William C. Marsh

William C. Marsh

Chief Executive Officer

March 21, 2018

CFO CERTIFICATION PURSUANT TO**18 U.S.C. SECTION 1350,****AS ADOPTED PURSUANT TO****SECTION 906 OF THE SARBANES-OXLEY ACT OF 2002**

In connection with the Annual Report of Emclave Financial Corp (the “Corporation”) on Form 10-K for the year ended December 31, 2017 as filed with the Securities and Exchange Commission on the date hereof (the “Report”), I, Amanda L. Engles, Chief Financial Officer of the Corporation, certify, pursuant to 18 U.S.C. § 1350, as adopted pursuant to § 906 of the Sarbanes-Oxley Act of 2002, that:

1. The Report fully complies with the requirements of section 13(a) or 15(d) of the Securities Exchange Act of 1934; and
2. The information contained in the Report fairly presents, in all material respects, the financial condition and result of operations of the Corporation.

/s/Amanda L. Engles

Amanda L. Engles

Chief Financial Officer

March 21, 2018

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Report of Independent Registered Public Accounting Firm

Shareholders and the Board of Directors of Emclair Financial Corp
Emlenton, Pennsylvania

Opinion on the Financial Statements

We have audited the accompanying consolidated balance sheets of Emclair Financial Corp (the "Corporation") as of December 31, 2017 and 2016, the related consolidated statements of net income, comprehensive income, changes in stockholders' equity and cash flows for each of the years then ended, and the related notes (collectively referred to as the "financial statements"). In our opinion, the financial statements present fairly, in all material respects, the financial position of the Corporation as of December 31, 2017 and 2016, and the results of its operations and its cash flows for each of the years then ended, in conformity with accounting principles generally accepted in the United States of America.

Basis for Opinion

These financial statements are the responsibility of the Corporation's management. Our responsibility is to express an opinion on the Corporation's 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 Corporation 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 financial statements are free of material misstatement, whether due to error or fraud. The Corporation is not required to have, nor were we engaged to perform, an audit of its internal control over financial reporting in accordance with the standards of the PCAOB. 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 Corporation's internal control over financial reporting. Accordingly, we express no such opinion in accordance with the standards of the PCAOB.

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

/s/ Crowe Horwath LLP

We have served as the Corporation's auditor since 2010.

Cleveland, Ohio
March 21, 2018

Consolidated Balance Sheets*(Dollar amounts in thousands, except share and per share data)*

	December 31,	
	2017	2016
Assets		
Cash and due from banks	\$ 3,072	\$ 2,758
Interest earning deposits with banks	11,302	14,810
Total cash and cash equivalents	14,374	17,568
Securities available for sale	101,167	101,560
Loans receivable, net of allowance for loan losses of \$6,127 and \$5,545	577,234	515,435
Loans held for sale	504	68
Federal bank stocks, at cost	4,662	4,861
Bank-owned life insurance	11,724	11,390
Accrued interest receivable	2,217	1,815
Premises and equipment, net	18,010	18,282
Goodwill	10,288	10,288
Core deposit intangible, net	481	560
Prepaid expenses and other assets	9,423	10,308
Total Assets	\$ 750,084	\$ 692,135
Liabilities and Stockholders' Equity		
Liabilities		
Deposits:		
Non-interest bearing	\$ 126,263	\$ 123,717
Interest bearing	528,380	461,223
Total deposits	654,643	584,940
Borrowed funds	26,000	44,000
Accrued interest payable	413	239
Accrued expenses and other liabilities	9,937	8,883
Total Liabilities	690,993	638,062
Commitments and Contingent Liabilities (Note 13)		
Stockholders' Equity		
Common stock, \$1.25 par value, 12,000,000 shares authorized; 2,373,156 and 2,254,375 shares issued; 2,271,139 and 2,152,358 shares outstanding	2,966	2,818
Additional paid-in capital	31,031	27,900
Treasury stock, at cost; 102,017 shares	(2,114)	(2,114)
Retained earnings	32,726	29,960
Accumulated other comprehensive loss	(5,518)	(4,491)
Total Stockholders' Equity	59,091	54,073
Total Liabilities and Stockholders' Equity	\$ 750,084	\$ 692,135

See accompanying notes to consolidated financial statements.

Consolidated Statements of Net Income*(Dollar amounts in thousands, except share and per share data)*

	Year ended December 31,	
	2017	2016
Interest and dividend income		
Loans receivable, including fees	\$ 23,738	\$ 20,814
Securities:		
Taxable	1,615	1,662
Exempt from federal income tax	570	628
Federal bank stocks	242	186
Deposits with banks	235	135
Total interest and dividend income	26,400	23,425
Interest expense		
Deposits	3,275	2,791
Short-term borrowed funds	130	78
Long-term borrowed funds	1,088	1,076
Total interest expense	4,493	3,945
Net interest income	21,907	19,480
Provision for loan losses	903	464
Net interest income after provision for loan losses	21,004	19,016
Noninterest income		
Fees and service charges	1,749	1,616
Net gain on sales of available for sale securities	346	82
Net gain on sales of loans	248	119
Other than temporary impairment loss	(508)	—
Earnings on bank-owned life insurance	412	406
Gain on bargain purchase	1,316	—
Other	1,459	1,432
Total noninterest income	5,022	3,655
Noninterest expense		
Compensation and employee benefits	9,258	8,630
Premises and equipment	2,975	2,849
Intangible asset amortization	246	226
Professional fees	841	876
Federal deposit insurance	443	416
Acquisition costs	1,119	401
Other	4,753	4,039
Total noninterest expense	19,635	17,437
Income before provision for income taxes	6,391	5,234
Provision for income taxes	2,114	1,248
Net income	\$ 4,277	\$ 3,986
Earnings per common share		
Basic	\$ 1.95	\$ 1.86
Diluted	\$ 1.93	\$ 1.85

See accompanying notes to consolidated financial statements.

Consolidated Statements of Comprehensive Income*(Dollar amounts in thousands)*

	Year ended December 31,	
	2017	2016
Net income	\$ 4,277	\$ 3,986
Other comprehensive loss		
Unrealized gains/(losses) on securities:		
Unrealized holding gain (loss) arising during the period	6	(571)
Reclassification adjustment for other than temporary impairment included in net income	508	—
Reclassification adjustment for gains included in net income	(346)	(82)
	<u>168</u>	<u>(653)</u>
Tax effect	(56)	222
Net of tax	<u>112</u>	<u>(431)</u>
Defined benefit pension plans:		
Net loss arising during the period	(588)	(671)
Reclassification adjustment for amortization of prior service benefit and net loss included in net periodic pension cost	239	220
	<u>(349)</u>	<u>(451)</u>
Tax effect	73	153
Net of tax	<u>(276)</u>	<u>(298)</u>
Total other comprehensive loss	(164)	(729)
Comprehensive income	\$ 4,113	\$ 3,257

See accompanying notes to consolidated financial statements.

Consolidated Statements of Changes in Stockholders' Equity

(Dollar amounts in thousands, except share and per share data)

	Common Stock	Additional Paid-in Capital	Treasury Stock	Retained Earnings	Accumulated Other Comprehensive Loss	Total Stockholders' Equity
Balance at January 1, 2016	\$ 2,808	\$ 27,701	\$ (2,114)	\$ 28,206	\$ (3,762)	\$ 52,839
Net income				3,986		3,986
Other comprehensive loss					(729)	(729)
Stock compensation expense		205				205
Issuance of common stock for restricted stock awards (7,550 shares), including tax benefit	10	(6)				4
Cash dividends declared on common stock (\$1.04 per share)				(2,232)		(2,232)
Balance at December 31, 2016	2,818	27,900	(2,114)	29,960	(4,491)	54,073
Net income				4,277		4,277
Other comprehensive loss					(164)	(164)
Stock compensation expense		230				230
Exercise of stock options (53,586 shares)	67	1,308				1,375
Issuance of common stock (58,445 shares)	73	1,601				1,674
Issuance of common stock for restricted stock awards (6,750 shares)	8	(8)				—
Reclassification of disproportionate tax effects				863	(863)	—
Cash dividends declared on common stock (\$1.08 per share)				(2,374)		(2,374)
Balance at December 31, 2017	\$ 2,966	\$ 31,031	\$ (2,114)	\$ 32,726	\$ (5,518)	\$ 59,091

See accompanying notes to consolidated financial statements.

Consolidated Statements of Cash Flows

(Dollar amounts in thousands, except share and per share data)

	Year ended December 31,	
	2017	2016
Cash flows from operating activities		
Net income	\$ 4,277	\$ 3,986
Adjustments to reconcile net income to net cash provided by operating activities:		
Depreciation and amortization of premises and equipment	1,163	1,133
Provision for loan losses	903	464
Amortization/accretion of premiums, discounts and deferred costs and fees, net	488	434
Amortization of intangible assets and mortgage servicing rights	295	246
Securities impairment loss recognized in earnings	508	—
Realized gains on sales of available for sale securities, net	(346)	(82)
Net gains on sales of loans	(248)	(119)
Net gains on foreclosed real estate	(32)	(22)
Net loss on sales of bank premises and equipment	16	10
Loans originated for sale	(5,783)	(2,224)
Proceeds from the sale of loans originated for sale	6,007	2,198
Gain on bargain purchase	(1,316)	—
Restricted stock and stock option compensation	230	205
Increase in bank-owned life insurance, net	(334)	(334)
Increase in accrued interest receivable	(299)	(127)
Decrease in deferred taxes	691	203
(Increase) decrease in prepaid expenses and other assets	1,055	(141)
Increase in accrued interest payable	168	31
Increase (decrease) in accrued expenses and other liabilities	771	(201)
Net cash provided by operating activities	8,214	5,660
Cash flows from investing activities		
Loan originations and principal collections, net	(47,231)	(15,466)
Purchase of residential mortgage loans	—	(6,911)
Proceeds from sales of loans held for sale previously classified as portfolio loans	1,790	1,739
Available for sale securities:		
Sales	18,360	6,618
Maturities, repayments and calls	11,453	22,790
Purchases	(29,474)	(18,522)
Net cash received (paid) for acquisition	2,517	(3,309)
Redemption of federal bank stocks, net	210	357
Proceeds from the sale of bank premises and equipment	5	—
Purchases of premises and equipment	(204)	(2,142)
Proceeds from the sale of foreclosed real estate	210	333
Net cash used in investing activities	(42,364)	(14,513)
Cash flows from financing activities		
Net increase in deposits	49,955	22,353
Proceeds from long-term debt	5,000	5,000
Repayments on long-term debt	(16,000)	(5,500)
Net change in short-term borrowings	(7,000)	(4,750)
Proceeds from issuance of common stock	—	4
Proceeds from exercise of stock options	1,375	—
Dividends paid	(2,374)	(2,232)
Net cash provided by financing activities	30,956	14,875
Net increase (decrease) in cash and cash equivalents	(3,194)	6,022
Cash and cash equivalents at beginning of period	17,568	11,546
Cash and cash equivalents at end of period	\$ 14,374	\$ 17,568
Supplemental information:		
Interest paid	\$ 4,319	\$ 3,885
Income taxes paid	1,325	600
Supplemental noncash disclosures:		
Transfers from loans to foreclosed real estate	379	442
Transfers from portfolio loans to loans held for sale	2,202	1,662

See accompanying notes to consolidated financial statements.

1. Summary of Significant Accounting Policies

Basis of Presentation and Consolidation. The consolidated financial statements include the accounts of Emclair Financial Corp (the Corporation) and its wholly owned subsidiaries, The Farmers National Bank of Emlenton (the Bank) and Emclair Settlement Services, LLC (the Title Company). All significant intercompany balances and transactions have been eliminated in consolidation.

Nature of Operations. The Corporation provides a variety of financial services to individuals and businesses through its offices in Western Pennsylvania. Its primary deposit products are checking, savings and term certificate accounts and its primary lending products are residential and commercial mortgages, commercial business loans and consumer loans.

Use of Estimates and Classifications. In preparing consolidated financial statements in conformity with U.S. generally accepted accounting principles (GAAP), management is required to make estimates and assumptions that affect the reported amounts of assets and liabilities as of the date of the balance sheet and reported amounts of revenues and expenses during the reporting period. Actual results could differ from those estimates. Certain amounts previously reported may have been reclassified to conform to the current year financial statement presentation. Such reclassifications did not affect net income or stockholders' equity.

Significant Group Concentrations of Credit Risk. Most of the Corporation's activities are with customers located within the Western Pennsylvania region of the country. Note 2 discusses the type of securities that the Corporation invests in. Note 3 discusses the types of lending the Corporation engages in. The Corporation does not have any significant concentrations to any one industry or customer.

Cash and Cash Equivalents. For purposes of the consolidated statements of cash flows, cash and cash equivalents include cash on hand, cash items, interest-earning deposits with other financial institutions and federal funds sold and due from correspondent banks. Interest-earning deposits are generally short-term in nature and are carried at cost. Federal funds are generally sold or purchased for one day periods. Net cash flows are reported for loan and deposit transactions, short term borrowings and purchases and redemptions of federal bank stocks.

Dividend Restrictions. Banking regulations require maintaining certain capital levels and may limit the dividends paid by the Bank to the Corporation or by the Corporation to stockholders.

Securities Available for Sale. Debt securities are classified as available for sale when they might be sold before maturity. Equity securities with readily determinable fair values are classified as available for sale. Securities available for sale are carried at fair value, with unrealized holding gains and losses reported in other comprehensive income, net of tax.

Interest income from securities includes amortization of purchase premium or discount. Premiums and discounts on securities are amortized using the level yield method over the term of the securities. Gains and losses on sales are recorded on the trade date and determined using the specific identification method.

Management evaluates securities for other-than-temporary impairment (OTTI) at least on a quarterly basis, and more frequently when economic, market or other concerns warrant such evaluation. Consideration is given to: (1) the length of time and the extent to which the fair value has been less than cost, (2) the financial condition and near term prospects of the issuer, (3) whether the market decline was affected by macroeconomic conditions and (4) whether the Corporation has the intent to sell the security or more likely than not will be required to sell the security before the recovery of its amortized cost basis. If the Corporation intends to sell an impaired security, or if it is more likely than not the Corporation will be required to sell the security before its anticipated recovery, the Corporation records an other-than-temporary loss in an amount equal to the entire difference between fair value and amortized cost through earnings. Otherwise, only the credit portion of the estimated loss on debt securities is recognized in earnings, with the other portion of the loss recognized in other comprehensive income. For equity securities determined to be other-than-temporarily impaired, the entire amount of impairment is recognized through earnings.

Loans Receivable. The Corporation grants mortgage, commercial and consumer loans to customers. A substantial portion of the loan portfolio is represented by loans collateralized by real estate located throughout Western Pennsylvania. The ability of the Corporation's debtors to honor their contracts is dependent upon real estate and general economic conditions in this area.

1. Summary of Significant Accounting Policies (continued)

Loans that management has the intent and ability to hold for the foreseeable future or until maturity or payoff are reported at their outstanding unpaid principal balances adjusted for charge-offs, the allowance for loan losses, and any deferred fees or costs on originated loans or premiums or discounts on purchased loans. Interest income is accrued on the unpaid principal balance. Loan origination fees, net of certain direct origination costs, and premiums and discounts are deferred and recognized in interest income as an adjustment of the related loan yield using the interest method.

The accrual of interest on all classes of loans is typically discontinued at the time the loan is 90 days past due unless the credit is well secured and in the process of collection. At 120 days past due, all loans are considered nonaccrual. Loans are placed on nonaccrual status or charged-off at an earlier date if collection of principal or interest is considered doubtful. Nonaccrual loans and loans past due 90 days still on accrual include both smaller balance homogeneous loans that are collectively evaluated for impairment and individually classified as impaired loans. All interest accrued but not collected for loans that are placed on nonaccrual status or charged-off is reversed against interest income. The interest on these loans is accounted for on the cash-basis or cost-recovery method, until qualifying for a return to accrual status. Loans are returned to accrual status when all principal and interest amounts contractually due are brought current and future payments are reasonably assured.

Allowance for Loan Losses. The allowance for loan losses is established for probable incurred credit losses through a provision for loan losses charged to earnings. Loan losses are charged against the allowance when management believes the uncollectibility of a loan balance is confirmed. Subsequent recoveries, if any, are typically credited to the allowance.

The allowance for loan losses is evaluated on a regular basis by management and is based upon management's periodic review of the collectability of loans in light of historic experience, the nature and volume of the loan portfolio, adverse situations that may affect the borrower's ability to repay, estimated value of any underlying collateral, prevailing economic conditions and other factors. This evaluation is inherently subjective as it requires estimates that are susceptible to significant revision as more information becomes available.

A loan is considered impaired when, based on current information and events, it is probable that the Corporation will be unable to collect the scheduled payments of principal or interest when due according to the contractual terms of the loan agreement. Loans for which the terms have been modified resulting in a concession, and for which the borrower is experiencing financial difficulties, are considered troubled debt restructurings (TDR) and classified as impaired.

Factors considered by management in determining impairment on all loan classes include demonstrated ability to repay, payment status, collateral value, and the probability of collecting scheduled principal and interest payments when due. Loans that experience insignificant payment delays and payment shortfalls generally are not classified as impaired. Management determines the significance of payment delays and payment shortfalls on a case-by-case basis, taking into consideration all of the circumstances surrounding the loan and the borrower, including the length of the delay, the reasons for the delay, the borrower's prior payment record, and the amount of the shortfall in relation to the principal and interest owed.

Impairment is measured on a loan by loan basis for commercial loans by either the present value of expected future cash flows discounted at the loans effective interest rate, the loan's obtainable market price, or the fair value of the collateral if the loan is collateral dependent. Large groups of small balance homogeneous loans are collectively evaluated for impairment. Accordingly, the Corporation does not separately identify individual consumer and residential mortgage loans for impairment disclosures, unless such loans are the subject of a restructuring agreement.

TDR's are separately identified for impairment disclosures and are measured at the present value of estimated future cash flows using the loan's effective rate at inception. If a TDR is considered to be a collateral dependent loan, the loan is reported, net, at the fair value of collateral. For TDR's that subsequently default, the Corporation determines the amount of reserves in accordance with accounting policies for the allowance for loan losses.

The allowance consists of specific and general components. The specific component relates to loans that are individually classified as impaired. The general component covers non-impaired loans and is based on historical loss experience adjusted for qualitative factors. The historical loss experience is determined by portfolio segment and is based on the actual loss history experienced by the Corporation over the prior 12 quarters. Qualitative factors considered by management include national and local economic and business conditions, changes in the nature and volume of the loan portfolio, quality of loan review systems, and changes in trends, volume and severity of past due, nonaccrual and classified loans, and loss and recovery trends. The Corporation's portfolio segments are as follows:

1. Summary of Significant Accounting Policies (continued)

Residential mortgages: Residential mortgage loans are loans to consumers utilized for the purchase, refinance or construction of a residence. Changes in interest rates or market conditions may impact a borrower's ability to meet contractual principal and interest payments.

Home equity loans and lines of credit: Home equity loans and lines of credit are credit facilities extended to homeowners who wish to utilize the equity in their property in order to borrow funds for almost any consumer purpose. Property values may fluctuate due to economic and other factors.

Commercial real estate: Commercial real estate loans are subject to underwriting standards and processes similar to commercial loans. These loans are viewed primarily as cash flow loans and the repayment of these loans is largely dependent on the successful operation of the property. Loan performance may be adversely affected by factors impacting the general economy or conditions specific to real estate markets such as geographic location and property type.

Commercial business: Commercial credit is extended to business customers for use in normal operations to finance working capital needs, equipment purchases or other projects. The majority of these borrowers are customers doing business within our geographic region. These loans are generally underwritten individually and secured with the assets of the company and the personal guarantee of the business owners. Commercial loans are made based primarily on the historical and projected cash flow of the borrower and the underlying collateral provided by the borrower. The cash flows of borrowers, however, may not behave as forecasted and collateral securing loans may fluctuate in value due to economic or individual performance factors.

Consumer: Consumer loans are loans to an individual for non-business purposes such as automobile purchases or debt consolidation. These loans are originated based primarily on credit scores and debt-to-income ratios which may be adversely affected by economic or individual performance factors.

Loans Held for Sale. Mortgage loans originated and intended for sale in the secondary market are carried at the lower of aggregate cost or fair value, as determined by outstanding commitments from investors. Net unrealized losses, if any, are recorded as a valuation allowance and charged to earnings. Mortgage loans held for sale are generally sold with servicing retained. The carrying value of mortgage loans sold is reduced by the amount allocated to the servicing right. Gains and losses on sales of mortgages are based on the difference between the selling price and the carrying value of the related loan sold.

Federal Bank Stocks. The Bank is a member of the Federal Home Loan Bank of Pittsburgh (FHLB) and the Federal Reserve Bank of Cleveland (FRB). As a member of these federal banking systems, the Bank maintains an investment in the capital stock of the respective regional banks. These stocks are held at cost and classified as restricted stock. These stocks are purchased and redeemed at par as directed by the federal banks and levels maintained are based primarily on borrowing and other correspondent relationships. These stocks are periodically evaluated for impairment based on ultimate recovery of par value. Both cash and stock dividends are reported as income.

Bank-Owned Life Insurance (BOLI). The Bank purchased life insurance policies on certain key officers and employees. BOLI is recorded at the amount that can be realized under the insurance contract at the balance sheet date, which is the cash surrender value adjusted for other charges or other amounts due that are probable at settlement.

Premises and Equipment. Land is carried at cost. Premises, furniture and equipment, and leasehold improvements are carried at cost less accumulated depreciation or amortization. Depreciation is calculated on a straight-line basis over the estimated useful lives of the related assets, which are twenty-five years to forty years for buildings and three to ten years for furniture and equipment. Amortization of leasehold improvements is computed using the straight-line method over the shorter of their estimated useful life or the expected term of the leases. Expected terms include lease option periods to the extent that the exercise of such option is reasonably assured. Premises and equipment are reviewed for impairment when events indicate their carrying amount may not be recoverable from future undiscounted cash flows. If impaired, assets are recorded at fair value.

1. Summary of Significant Accounting Policies (continued)

Goodwill and Intangible Assets. Goodwill results from business acquisitions and represents the excess of the purchase price over the fair value of acquired assets and liabilities. Core deposit intangible assets arise from whole bank or branch acquisitions and are measured at fair value and then are amortized over their estimated useful lives. Customer relationship intangible assets arise from the purchase of a customer list from another company or individual and then are amortized on a straight-line basis over two years. Goodwill is not amortized but is assessed at least annually for impairment. Any such impairment will be recognized in the period identified. The Corporation has selected November 30 as the date to perform the annual impairment test. Goodwill is the only intangible asset with an indefinite life on the Corporation's balance sheet.

Servicing Assets. Servicing assets represent the allocated value of retained servicing rights on loans sold. Servicing assets are expensed in proportion to, and over the period of, estimated net servicing revenues. Impairment is evaluated based on the fair value of the assets, using groupings of the underlying loans as to interest rates. Fair value is determined using prices for similar assets with similar characteristics, when available, or based upon discounted cash flows using market-based assumptions. Any impairment of a grouping is reported as a valuation allowance, to the extent that fair value is less than the capitalized amount for a grouping.

Other Real Estate Acquired Through Foreclosure (OREO). Real estate properties acquired through foreclosure are initially recorded at fair value less cost to sell when acquired, thereby establishing a new cost basis for the asset. These assets are subsequently accounted for at the lower of carrying amount or fair value less cost to sell. If fair value declines subsequent to foreclosure, a valuation allowance is recorded through expense. Revenue and expenses from operations of the properties, gains and losses on sales and additions to the valuation allowance are included in operating results. Real estate acquired through foreclosure is classified in prepaid expenses and other assets and totaled \$492,000 and \$291,000 at December 31, 2017 and 2016, respectively. Loans secured by residential real estate properties for which formal foreclosure proceedings are in process totaled \$948,000 and \$1.5 million at December 31, 2017 and 2016, respectively.

Treasury Stock. Common stock purchased for treasury is recorded at cost. At the date of subsequent reissue, the treasury stock account is reduced by the cost of such stock on the first-in, first-out basis.

Income Taxes. Income tax expense is the total of the current year income tax due or refundable and the change in deferred tax assets and liabilities. Deferred tax assets and liabilities are the expected future tax amounts for the temporary differences between carrying amounts and tax bases of assets and liabilities, computed using enacted tax rates. A valuation allowance, if needed, reduces deferred tax assets to the amount expected to be realized. A tax position is recognized as a benefit only if it is "more likely than not" that the tax position would be sustained in a tax examination, with a tax examination being presumed to occur. The amount recognized is the largest amount of tax benefit that is greater than 50% likely of being realized on examination. For tax positions not meeting the "more likely than not" test, no tax benefit is recorded. The Corporation recognizes interest and/or penalties related to income tax matters in income tax expense.

Earnings Per Common Share (EPS). Basic EPS excludes dilution and is computed by dividing net income available to common stockholders by the weighted average number of common shares outstanding during the period. Diluted EPS includes the dilutive effect of additional potential common shares issuable under stock options and restricted stock awards.

Comprehensive Income. Comprehensive income includes net income and other comprehensive income. Other comprehensive income (loss) is comprised of unrealized holding gains and losses on securities available for sale and changes in the funded status of pension which are also recognized as separate components of equity.

Operating Segments. Operations are managed and financial performance is evaluated on a corporate-wide basis. Accordingly, all financial services operations are considered by management to be aggregated in one reportable operating segment.

Retirement Plans. The Corporation maintains a noncontributory defined benefit plan covering eligible employees and officers. Effective January 1, 2009 the plan was closed to new participants. The Corporation provided the requisite notice to plan participants on March 12, 2013 of the determination to freeze the plan (curtailment). While the freeze was not effective until April 30, 2013, the Corporation determined that participants would not satisfy, within the provisions of the plan, 2013 eligibility requirements based on minimum hours worked for 2013. Therefore, employees ceased to earn benefits as of January 1, 2013. This amendment to the plan will not affect benefits earned by the participant prior to the date of the freeze. The Corporation also maintains a 401(k) plan, which covers substantially all employees, and a supplemental executive retirement plan for key executive officers.

1. Summary of Significant Accounting Policies (continued)

Stock Compensation Plans. Compensation expense is recognized for stock options and restricted stock awards issued based on the fair value of these awards at the date of grant. A Black-Scholes model is utilized to estimate the fair value of stock options, while the market price of the Corporation's common stock at the date of grant is used for restricted stock awards. Compensation expense is recognized over the required service period, generally defined as the vesting period. It is the Corporation's policy to issue shares on the vesting date for restricted stock awards. Unvested restricted stock awards do not receive dividends declared by the Corporation.

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

Off-Balance Sheet Financial Instruments. In the ordinary course of business, the Corporation has entered into off-balance sheet financial instruments consisting of commitments to extend credit, commitments under line of credit lending arrangements and letters of credit. Such financial instruments are recorded in the financial statements when they are funded.

Fair Value of Financial Instruments. Fair values of financial instruments are estimated using relevant market information and other assumptions, as more fully disclosed in a separate note. Fair value estimates involve uncertainties and matters of significant judgment regarding interest rates, credit risk, prepayments, and other factors, especially in the absence of broad markets for particular items. Changes in assumptions or in market conditions could significantly affect these estimates.

Loss Contingencies. Loss contingencies, including claims and legal actions arising in the ordinary course of business, are recorded as liabilities when the likelihood of loss is probable and an amount or range of loss can be reasonably estimated. Management does not believe there currently are such matters that will have a material effect on the financial statements.

Newly Issued Not Yet Effective Accounting Standards. In May 2014, the Financial Accounting Standards Board (FASB) issued Accounting Standards Update (ASU) 2014-9 "Revenue from Contracts with Customers". ASU 2014-9 provides guidance that an entity should recognize revenue to depict the transfer of promised goods or services to customers in an amount that reflects the consideration to which the entity expects to be entitled in exchange for those goods and services. The guidance does not apply to revenue associated with financial instruments, including loans and securities. Management has evaluated revenue streams within noninterest income, specifically service charges on deposits and other fees, to assess the applicability of this guidance. The adoption of this guidance on January 1, 2018 did not have a material impact on the Corporation's financial statements; however, the adoption of this standard will result in additional disclosures beginning with the first quarter 2018 Form 10-Q.

In January 2016, the FASB issued ASU 2016-1 "Recognition and Measurement of Financial Assets and Financial Liabilities". ASU 2016-1 revises the accounting for the classification and measurement of investments in equity securities and revises the presentation of certain fair value changes for financial liabilities measured at fair value. For equity securities, the guidance in ASU 2016-1 requires equity investments to be measured at fair value with changes in fair value recognized in net income. For financial liabilities that are measured at fair value in accordance with the fair value option, the guidance requires presenting in other comprehensive income the change in fair value that relates to a change in instrument-specific credit risk. ASU 2016-1 also eliminates the disclosure assumptions used to estimate fair value for financial instruments measured at amortized cost and requires disclosure of an exit price notion in determining the fair value of financial instruments measured at amortized cost. ASU 2016-1 is effective for interim and annual periods beginning after December 15, 2017. The adoption of this guidance on January 1, 2018 did not have a material impact on the Corporation's financial statements; however, the adoption of this standard will impact fair value disclosures beginning with the first quarter 2018 Form 10-Q.

In February 2016, the FASB issued ASU 2016-02 "Leases". This ASU requires lessees to record most leases on their balance sheet but recognize expenses in the income statement in a manner similar to current accounting treatment. This ASU changes the guidance on sale-leaseback transactions, initial direct costs and lease execution costs, and, for lessors, modifies the classification criteria and the accounting for sales-type and direct financing leases. ASU 2016-02 is effective for annual periods beginning after December 15, 2018, and interim periods therein. Entities are required to use a modified retrospective approach for leases that exist or are entered into after the beginning of the earliest comparative period in the financial statements. The Corporation is currently evaluating the impact of ASU 2016-02 on its financial statements.

1. Summary of Significant Accounting Policies (continued)

In June 2016, the FASB issued ASU 2016-13, “Financial Instruments - Credit Losses (Topic 326): Measurement of Credit Losses on Financial Instruments”. ASU 2016-13 significantly changes the way impairment of financial instruments is recognized by requiring immediate recognition of estimated credit losses expected to occur over the remaining life of the financial instruments. The main provisions of the guidance include (1) replacing the “incurred loss” approach under current GAAP with an “expected loss” model for instruments measured at amortized cost, (2) requiring entities to record an allowance for available-for-sale debt securities rather than reduce the carrying amount of the investments, as is required by the other-than-temporary impairment model under current GAAP, and (3) a simplified accounting model for purchased credit-impaired debt securities and loans. The ASU is effective for interim and annual reporting periods beginning after December 15, 2019, although early adoption is permitted. Management is currently in the developmental stages of collecting available historical information in order to assess the expected credit losses and determine the impact of the adoption of ASU 2016-13 on the Corporation's financial statements.

In August 2016, the FASB issued ASU 2016-15, “Statement of Cash Flows (Topic 230): Classification of Certain Cash Receipts and Cash Payments (a consensus of the FASB Emerging Issues Task Force)”. ASU 2016-15 clarifies the presentation of specific types of cash flow receipts and payments, including the payment of debt prepayment or debt extinguishment costs, contingent consideration cash payments paid subsequent to the acquisition date and proceeds from settlement of BOLI policies. This guidance is effective for fiscal years beginning after December 15, 2017, including interim periods within those fiscal years, and is to be applied under a retrospective approach, if practicable. The Corporation is evaluating the impact of ASU 2016-15 on its financial statements and disclosures.

In January 2017, FASB ASU 2017-04, "Simplifying the Test for Goodwill Impairment". This ASU simplifies the measurement of goodwill by eliminating Step 2 from the goodwill impairment test. Instead, under this amendment, an entity should perform its annual, or interim, goodwill impairment test by comparing the fair value of a reporting unit with its carrying amount. An entity should recognize an impairment charge for the amount by which the carrying amount exceeds the reporting unit's fair value; however, the loss should not exceed the total amount of goodwill allocated to that reporting unit. The amendments are effective for public business entities for the first interim and annual reporting periods beginning after December 15, 2019. Early adoption is permitted for interim or annual goodwill impairment tests performed on testing dates after January 1, 2017. The Corporation has goodwill from prior business combinations and performs an annual impairment test or more frequently if changes or circumstances occur that would more likely than not reduce the fair value of the reporting unit below its carrying value. The Corporation's most recent annual impairment assessment determined that the Corporation's goodwill was not impaired. Although the Corporation cannot anticipate future goodwill impairment assessments, based on the most recent assessment it is unlikely that an impairment amount would need to be calculated and, therefore, does not anticipate a material impact from these amendments to the Corporation's financial position and results of operations. The current accounting policies and processes are not anticipated to change, except for the elimination of the Step 2 analysis.

In March 2017, the FASB issued ASU 2017-07, "Compensation – Retirement Benefits (Topic 715): Improving the Presentation of Net Periodic Pension Cost and Net Periodic Postretirement Benefit Cost." The amendments in this update require that an employer disaggregate the service cost component from the other components of net benefit cost. The amendments also provide explicit guidance on how to present the service cost component and the other components of net benefit cost in the income statement and allow only the service cost component of net benefit cost to be eligible for capitalization. The amendments in this update improve the consistency, transparency, and usefulness of financial information to users that have communicated that the service cost component generally is analyzed differently from the other components of net benefit cost. The amendments in this update become effective for annual periods and interim periods within those annual periods beginning after December 15, 2017. The Corporation is currently evaluating the impact of adopting the new guidance on the consolidated financial statements, but it is not expected to have a material impact.

In March 2017, the FASB issued ASU 2017-08, “Receivable - Nonrefundable Fees and Other Costs (Subtopic 310-20) Premium Amortization on Purchased Callable Debt Securities.” ASU 2017-08 amends guidance on the amortization period of premiums on certain purchased callable debt securities to shorten the amortization period of premiums on certain purchased callable debt securities to the earliest call date. The amendments are effective for public business entities for fiscal years beginning after December 15, 2019, and interim periods within fiscal years beginning after December 15, 2020. Early adoption is permitted, including adoption in an interim period. The Corporation is currently evaluating the potential impact of ASU 2016-02 on its financial statements and disclosures.

1. Summary of Significant Accounting Policies (continued)

In August 2017, the FASB issued ASU 2017-12, "Derivatives and Hedging (Topic 815): Targeted Improvements to Accounting for Hedging Activities." The amendments in this Update are to better reflect the economic results of hedging in the financial statements along with simplification of certain hedge accounting requirements. Specifically, the entire change in the fair value of the hedging instrument is required to be presented in the same income statement line as and in the same period that the earnings effect of the hedged item is recognized. Therefore, hedge ineffectiveness will not be reported separately or in a different period. In addition, hedge effectiveness can be determined qualitatively in periods following inception. The amendments permit an entity to measure the change in fair value of the hedged item on the basis of the benchmark rate component. They also permit an entity to measure the hedged item in a partial-term fair value hedge of interest rate risk by assuming the hedged item has a term that reflects only the designated cash flows being hedged. For a closed portfolio of prepayable financial assets, an entity is permitted to designate the amount that is not expected to be affected by prepayments or defaults as the hedged item. For public business entities, the new guidance is effective for fiscal years beginning after December 15, 2018, and interim periods therein. Early adoption is permitted. The Corporation is currently evaluating the impact of adopting the new guidance on the consolidated financial statements, but it is not expected to have a material impact.

Adoption of New Accounting Policies. In the first quarter of 2017, the Corporation adopted ASU 2016-09, "Improvements to Employee Share-Based Payment Accounting". ASU 2016-09 simplifies certain aspects of the accounting for employee share-based payment transactions, including the income tax consequences, classifications of awards either as equity or liabilities, and classifications on the statement of cash flows. This ASU did not have a material impact on the Corporation's financial statements and disclosures.

In February 2018, the FASB issued ASU 2018-02, "Reclassification of Certain Tax Effects From Accumulated Other Comprehensive Income." ASU 2018-02 allows a reclassification from accumulated other comprehensive income to retained earnings for stranded tax effects resulting from the Tax Cuts and Jobs Act (the Act). Consequently, the amendments eliminated the stranded tax effects resulting from the Act and will improve the usefulness of information reported to financial statement users. The amendments only relate to the reclassification of the income tax effects of the Act, the underlying guidance that requires that the effect of a change in tax laws or rates be included in income from continuing operations is not effected. The amendments in this update also require certain disclosures about stranded tax effects. The guidance in this ASU will become effective for reporting periods beginning after December 15, 2018, with early adoption permitted, and will be applied either in the period of the adoption or retrospectively to each period in which the effect of the tax change in the U.S. federal corporate income tax rate in the Act is recognized. The Corporation early adopted this ASU and, as a result, reclassified \$863,000 from accumulated other comprehensive income to retained earnings as of December 31, 2017.

2. Securities

The following table summarizes the Corporation's securities as of December 31:

<i>(Dollar amounts in thousands)</i>	Amortized Cost	Gross Unrealized Gains	Gross Unrealized Losses	Fair Value
Available for sale:				
December 31, 2017:				
U.S. Treasury	\$ 4,541	\$ —	\$ (69)	\$ 4,472
U.S. government sponsored entities and agencies	14,136	2	(212)	13,926
U.S. agency mortgage-backed securities: residential	20,904	7	(153)	20,758
U.S. agency collateralized mortgage obligations: residential	22,607	25	(708)	21,924
State and political subdivision	29,249	87	(96)	29,240
Corporate debt securities	9,009	38	(17)	9,030
Equity securities	1,580	255	(18)	1,817
	<u>\$ 102,026</u>	<u>\$ 414</u>	<u>\$ (1,273)</u>	<u>\$ 101,167</u>
December 31, 2016:				
U.S. Treasury	\$ 4,550	\$ —	\$ (50)	\$ 4,500
U.S. government sponsored entities and agencies	9,186	—	(188)	8,998
U.S. agency mortgage-backed securities: residential	25,790	32	(196)	25,626
U.S. agency collateralized mortgage obligations: residential	25,367	23	(684)	24,706
State and political subdivision	27,853	17	(262)	27,608
Corporate debt securities	8,012	5	(85)	7,932
Equity securities	1,829	373	(12)	2,190
	<u>\$ 102,587</u>	<u>\$ 450</u>	<u>\$ (1,477)</u>	<u>\$ 101,560</u>

Securities with carrying values of \$21.8 million and \$24.6 million as of December 31, 2017 and 2016, respectively, were pledged to secure public deposits and for other purposes required or permitted by law.

Gains on sales of available for sale securities for the years ended December 31 were as follows:

<i>(Dollar amounts in thousands)</i>	2017	2016
Proceeds	\$ 18,360	\$ 6,618
Gains	350	108
Losses	(4)	(26)
Tax provision related to gains	118	28

During 2017, management determined that an other than temporary impairment existed on a corporate debt security due to deterioration in the credit quality of the issuer that would likely result in the non-collection of contractual principal and interest. This security was written down to its fair market value and the resulting impairment loss of \$508,000 was recognized in earnings.

2. Securities (continued)

The following table summarizes scheduled maturities of the Corporation's debt securities as of December 31, 2017. Expected maturities may differ from contractual maturities because issuers may have the right to call or prepay obligations with or without call or prepayment penalties. Mortgage-backed securities and collateralized mortgage obligations are not due at a single maturity and are shown separately.

<i>(Dollar amounts in thousands)</i>	Available for sale	
	Amortized Cost	Fair Value
Due in one year or less	\$ 1,851	\$ 1,849
Due after one year through five years	32,578	32,291
Due after five through ten years	18,512	18,526
Due after ten years	3,994	4,002
U.S. agency mortgage-backed securities: residential	20,904	20,758
U.S. agency collateralized mortgage obligations: residential	22,607	21,924
	<u>\$ 100,446</u>	<u>\$ 99,350</u>

Information pertaining to securities with gross unrealized losses at December 31, 2017 and 2016 aggregated by investment category and length of time that individual securities have been in a continuous loss position are included in the table below:

<i>(Dollar amounts in thousands)</i>	Less than 12 Months		12 Months or More		Total	
	Fair Value	Unrealized Loss	Fair Value	Unrealized Loss	Fair Value	Unrealized Loss
December 31, 2017:						
U.S. Treasury	\$ —	\$ —	\$ 4,472	\$ (69)	\$ 4,472	\$ (69)
U.S. government sponsored entities and agencies	3,447	(42)	8,975	(170)	12,422	(212)
U.S. agency mortgage-backed securities: residential	9,659	(48)	6,581	(105)	16,240	(153)
U.S. agency collateralized mortgage obligations: residential	954	(16)	19,147	(692)	20,101	(708)
State and political subdivision	10,510	(60)	3,487	(36)	13,997	(96)
Corporate debt securities	2,992	(16)	999	(1)	3,991	(17)
Equity securities	—	—	231	(18)	231	(18)
	<u>\$ 27,562</u>	<u>\$ (182)</u>	<u>\$ 43,892</u>	<u>\$ (1,091)</u>	<u>\$ 71,454</u>	<u>\$ (1,273)</u>
December 31, 2016:						
U.S. Treasury	\$ 4,500	\$ (50)	\$ —	\$ —	\$ 4,500	\$ (50)
U.S. government sponsored entities and agencies	8,998	(188)	—	—	8,998	(188)
U.S. agency mortgage-backed securities: residential	23,279	(196)	—	—	23,279	(196)
U.S. agency collateralized mortgage obligations: residential	13,568	(438)	9,317	(246)	22,885	(684)
State and political subdivision	21,924	(262)	—	—	21,924	(262)
Corporate debt securities	3,927	(85)	—	—	3,927	(85)
Equity securities	—	—	237	(12)	237	(12)
	<u>\$ 76,196</u>	<u>\$ (1,219)</u>	<u>\$ 9,554</u>	<u>\$ (258)</u>	<u>\$ 85,750</u>	<u>\$ (1,477)</u>

2. Securities (continued)

Management evaluates securities for other-than-temporary impairment at least on a quarterly basis, and more frequently when economic, market or other conditions warrant such evaluation. Consideration is given to: (1) the length of time and the extent to which the fair value has been less than cost, (2) the financial condition and near-term prospects of the issuer, (3) whether the market decline was affected by macroeconomic conditions and (4) whether the Corporation has the intent to sell the security or more likely than not will be required to sell the security before recovery of its amortized cost basis. If the Corporation intends to sell an impaired security, or if it is more likely than not the Corporation will be required to sell the security before its anticipated recovery, the Corporation records an other-than-temporary loss in an amount equal to the entire difference between fair value and amortized cost. Otherwise, only the credit portion of the estimated loss on debt securities is recognized in earnings, with the other portion of the loss recognized in other comprehensive income. For equity securities determined to be other-than-temporarily impaired, the entire amount of impairment is recognized through earnings.

There was one equity security in an unrealized loss position for more than 12 months as of December 31, 2017. Equity securities owned by the Corporation consist of common stock of various financial service providers. This investment security is in unrealized loss positions as a result of the illiquid nature of the stock. The Corporation does not invest in these securities with the intent to sell them for a profit in the near term. For investments in equity securities, in addition to the general factors mentioned above for determining whether the decline in market value is other-than-temporary, the analysis of whether an equity security is other-than-temporarily impaired includes a review of the profitability, capital adequacy and other relevant information available to determine the financial position and near term prospects of each issuer. The results of analyzing the aforementioned metrics and financial fundamentals suggest recovery of amortized cost in the near future. Based on that evaluation, and given that the Corporation's current intention is not to sell any impaired security and it is more likely than not it will not be required to sell this security before the recovery of its amortized cost basis, the Corporation does not consider the equity security with an unrealized loss as of December 31, 2017 to be other-than-temporarily impaired.

There were 101 debt securities in an unrealized loss position as of December 31, 2017, of which 55 were in an unrealized loss position for more than 12 months. Of these 101 securities, 41 were state and political subdivisions securities, 25 were collateralized mortgage obligations (issued by U.S. government sponsored entities), 12 were U.S. government sponsored entities and agencies securities, 10 were mortgage-backed securities, 8 were corporate securities and 5 were U.S. Treasury securities. The unrealized losses associated with these securities were not due to the deterioration in the credit quality of the issuer that is likely to result in the non-collection of contractual principal and interest, but rather have been caused by a rise in interest rates from the time the securities were purchased. Based on that evaluation and other general considerations, and given that the Corporation's current intention is not to sell any impaired securities and it is more likely than not it will not be required to sell these securities before the recovery of its amortized cost basis, the Corporation does not consider the debt securities with unrealized losses as of December 31, 2017 to be other-than-temporarily impaired.

3. Loans Receivable and Related Allowance for Loan Losses

The following table summarizes the Corporation's loans receivable as of December 31:

<i>(Dollar amounts in thousands)</i>	2017	2016
Mortgage loans on real estate:		
Residential first mortgages	\$ 221,823	\$ 198,167
Home equity loans and lines of credit	99,940	91,359
Commercial real estate	193,068	166,994
	<u>514,831</u>	<u>456,520</u>
Other loans:		
Commercial business	58,941	57,788
Consumer	9,589	6,672
	<u>68,530</u>	<u>64,460</u>
Total loans, gross	<u>583,361</u>	<u>520,980</u>
Less allowance for loan losses	<u>6,127</u>	<u>5,545</u>
Total loans, net	<u>\$ 577,234</u>	<u>\$ 515,435</u>

3. Loans Receivable and Related Allowance for Loan Losses (continued)

During 2016, the Corporation purchased a pool of residential mortgage loans totaling \$6.9 million.

Included in total loans above are net deferred costs of \$1.5 million and \$1.3 million at December 31, 2017 and 2016, respectively.

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

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

Following is an analysis of the changes in the ALL for the years ended December 31:

<i>(Dollar amounts in thousands)</i>	2017	2016
Balance at the beginning of the year	\$ 5,545	\$ 5,205
Provision for loan losses	903	464
Charge-offs	(366)	(296)
Recoveries	45	172
Balance at the end of the year	<u>\$ 6,127</u>	<u>\$ 5,545</u>

3. Loans Receivable and Related Allowance for Loan Losses (continued)

The following table details activity in the ALL and the recorded investment by portfolio segment based on impairment method at December 31, 2017 and 2016:

<i>(Dollar amounts in thousands)</i>	Residential Mortgages	Home Equity & Lines of Credit	Commercial Real Estate	Commercial Business	Consumer	Total
December 31, 2017:						
Beginning Balance	\$ 1,846	\$ 633	\$ 2,314	\$ 700	\$ 52	\$ 5,545
Charge-offs	(40)	(114)	(127)	(14)	(71)	(366)
Recoveries	—	23	8	2	12	45
Provision	284	104	558	(103)	60	903
Ending Balance	<u>\$ 2,090</u>	<u>\$ 646</u>	<u>\$ 2,753</u>	<u>\$ 585</u>	<u>\$ 53</u>	<u>\$ 6,127</u>
Ending ALL balance attributable to loans:						
Individually evaluated for impairment	\$ 7	\$ —	\$ —	\$ —	\$ —	\$ 7
Acquired loans	—	—	—	—	—	—
Collectively evaluated for impairment	2,083	646	2,753	585	53	6,120
Total	<u>\$ 2,090</u>	<u>\$ 646</u>	<u>\$ 2,753</u>	<u>\$ 585</u>	<u>\$ 53</u>	<u>\$ 6,127</u>
Total loans:						
Individually evaluated for impairment	\$ 425	\$ 8	\$ 914	\$ 569	\$ —	\$ 1,916
Acquired loans	20,300	10,873	27,404	1,451	2,893	62,921
Collectively evaluated for impairment	201,098	89,059	164,750	56,921	6,696	518,524
Total	<u>\$ 221,823</u>	<u>\$ 99,940</u>	<u>\$ 193,068</u>	<u>\$ 58,941</u>	<u>\$ 9,589</u>	<u>\$ 583,361</u>
December 31, 2016:						
Beginning Balance	\$ 1,429	\$ 586	\$ 2,185	\$ 960	\$ 45	\$ 5,205
Charge-offs	(101)	(118)	(18)	(11)	(48)	(296)
Recoveries	—	3	158	—	11	172
Provision	518	162	(11)	(249)	44	464
Ending Balance	<u>\$ 1,846</u>	<u>\$ 633</u>	<u>\$ 2,314</u>	<u>\$ 700</u>	<u>\$ 52</u>	<u>\$ 5,545</u>
Ending ALL balance attributable to loans:						
Individually evaluated for impairment	\$ 19	\$ —	\$ 95	\$ 6	\$ —	\$ 120
Acquired loans	—	—	—	—	—	—
Collectively evaluated for impairment	1,827	633	2,219	694	52	5,425
Total	<u>\$ 1,846</u>	<u>\$ 633</u>	<u>\$ 2,314</u>	<u>\$ 700</u>	<u>\$ 52</u>	<u>\$ 5,545</u>
Total loans:						
Individually evaluated for impairment	\$ 135	\$ —	\$ 1,014	\$ 684	\$ —	\$ 1,833
Acquired loans	25,024	5,225	27,492	1,182	13	58,936
Collectively evaluated for impairment	173,008	86,134	138,488	55,922	6,659	460,211
Total	<u>\$ 198,167</u>	<u>\$ 91,359</u>	<u>\$ 166,994</u>	<u>\$ 57,788</u>	<u>\$ 6,672</u>	<u>\$ 520,980</u>

The allowance for loan losses is based on estimates, and actual losses will vary from current estimates. Management believes that the granularity of the homogeneous pools and the related historical loss ratios and other qualitative factors, as well as the consistency in the application of assumptions, result in an ALL that is representative of the risk found in the components of the portfolio at any given date.

At December 31, 2017 and 2016, there was no allowance for loan losses allocated to loans acquired in the acquisition of Northern Hancock Bank and Trust Co. in September 2017 or United American Savings Bank in April 2016 (see Note 20).

3. Loans Receivable and Related Allowance for Loan Losses (continued)

The following tables present impaired loans by class, segregated by those for which a specific allowance was required and those for which a specific allowance was not necessary as of December 31:

<i>(Dollar amounts in thousands)</i>	Impaired Loans with Specific Allowance					
	As of December 31, 2017			For the year ended December 31, 2017		
	Unpaid Principal Balance	Recorded Investment	Related Allowance	Average Recorded Investment	Interest Income Recognized in Period	Cash Basis Interest Recognized in Period
Residential first mortgages	\$ 75	\$ 75	\$ 7	\$ 88	\$ 3	\$ 3
Home equity and lines of credit	8	8	—	2	—	—
Commercial real estate	—	—	—	111	—	—
Commercial business	—	—	—	118	—	—
Consumer	—	—	—	—	—	—
Total	<u>\$ 83</u>	<u>\$ 83</u>	<u>\$ 7</u>	<u>\$ 319</u>	<u>\$ 3</u>	<u>\$ 3</u>

<i>(Dollar amounts in thousands)</i>	Impaired Loans with No Specific Allowance					
	As of December 31, 2017			For the year ended December 31, 2017		
	Unpaid Principal Balance	Recorded Investment	Average Recorded Investment	Interest Income Recognized in Period	Cash Basis Interest Recognized in Period	
Residential first mortgages	\$ 461	\$ 350	\$ 289	\$ 8	\$ 8	
Home equity and lines of credit	—	—	—	—	—	
Commercial real estate	1,089	914	855	3	3	
Commercial business	569	569	498	3	3	
Consumer	—	—	—	—	—	
Total	<u>\$ 2,119</u>	<u>\$ 1,833</u>	<u>\$ 1,642</u>	<u>\$ 14</u>	<u>\$ 14</u>	

3. Loans Receivable and Related Allowance for Loan Losses (continued)

(Dollar amounts in thousands)	Impaired Loans with Specific Allowance					
	As of December 31, 2016			For the year ended December 31, 2016		
	Unpaid Principal Balance	Recorded Investment	Related Allowance	Average Recorded Investment	Interest Income Recognized in Period	Cash Basis Interest Recognized in Period
Residential first mortgages	\$ 168	\$ 135	\$ 19	\$ 119	\$ 6	\$ 6
Home equity and lines of credit	—	—	—	—	—	—
Commercial real estate	557	557	95	130	23	—
Commercial business	588	588	6	428	—	—
Consumer	—	—	—	—	—	—
Total	<u>\$ 1,313</u>	<u>\$ 1,280</u>	<u>\$ 120</u>	<u>\$ 677</u>	<u>\$ 29</u>	<u>\$ 6</u>

(Dollar amounts in thousands)	Impaired Loans with No Specific Allowance					
	As of December 31, 2016			For the year ended December 31, 2016		
	Unpaid Principal Balance	Recorded Investment	Average Recorded Investment	Interest Income Recognized in Period	Cash Basis Interest Recognized in Period	
Residential first mortgages	\$ —	\$ —	\$ 23	\$ —	\$ —	
Home equity and lines of credit	—	—	—	—	—	
Commercial real estate	631	457	735	3	3	
Commercial business	96	96	322	2	2	
Consumer	—	—	—	—	—	
Total	<u>\$ 727</u>	<u>\$ 553</u>	<u>\$ 1,080</u>	<u>\$ 5</u>	<u>\$ 5</u>	

Unpaid principal balance includes any loans that have been partially charged off but not forgiven. Accrued interest is not included in the recorded investment in loans presented above or in the tables that follow based on the amounts not being material.

Troubled debt restructurings (TDR). The Corporation has certain loans that have been modified in order to maximize collection of loan balances. If, for economic or legal reasons related to the customer's financial difficulties, management grants a concession compared to the original terms and conditions of the loan that it would not have otherwise considered, the modified loan is classified as a TDR. Concessions related to TDRs generally do not include forgiveness of principal balances. The Corporation has no legal obligation to extend additional credit to borrowers with loans classified as TDRs.

At December 31, 2017 and 2016, the Corporation had \$433,000 and \$239,000, respectively, of loans classified as TDRs, which are included in impaired loans above. At December 31, 2017 and 2016, the Corporation had \$7,000 and \$19,000, respectively, of the allowance for loan losses allocated to these specific loans.

During the year ended December 31, 2017, the Corporation modified one residential mortgage loan with a recorded investment of \$323,000 due to a bankruptcy order. At December 31, 2017, the Corporation did not have any allowance for loan losses allocated to this specific loan. The modification did not have a material impact on the Corporation's income statement during the period.

3. Loans Receivable and Related Allowance for Loan Losses (continued)

During the year ended December 31, 2016, the Corporation modified one home equity loan with a recorded investment of \$10,000 due to a bankruptcy order. At December 31, 2016, the Corporation did not have any allowance for loan losses allocated to this specific loan. The modification did not have a material impact on the Corporation's income statement during the period.

A loan is considered to be in payment default once it is 30 days contractually past due under the modified terms. During the year ended December 31, 2017, there were no loans classified as TDRs which defaulted within twelve months of their modification. During the year ended December 31, 2016, there was a default on one \$10,000 residential mortgage loan within 12 months following modification. The default did not have a material impact on the Corporation's income statement during the period.

Credit Quality Indicators. Management categorizes loans into risk categories based on relevant information about the ability of borrowers to service their debt such as: current financial information, historical payment experience, credit documentation, public information and current economic trends, among other factors.

Commercial real estate and commercial business loans not identified as impaired are evaluated as risk rated pools of loans utilizing a risk rating practice that is supported by a quarterly special asset review. In this review process, strengths and weaknesses are identified, evaluated and documented for each criticized and classified loan and borrower, strategic action plans are developed, risk ratings are confirmed and the loan's performance status reviewed.

Management has determined certain portions of the loan portfolio to be homogeneous in nature and assigns like reserve factors for the following loan pool types: residential real estate, home equity loans and lines of credit, and consumer installment and personal lines of credit. These homogeneous loans are not rated unless identified as impaired.

Management uses the following definitions for risk ratings:

Pass: Loans classified as pass typically exhibit good payment performance and have underlying borrowers with acceptable financial trends where repayment capacity is evident. These borrowers typically would have sufficient cash flow that would allow them to weather an economic downturn and the value of any underlying collateral could withstand a moderate degree of depreciation due to economic conditions.

Special Mention: Loans classified as special mention are characterized by potential weaknesses that could jeopardize repayment as contractually agreed. These loans may exhibit adverse trends such as increasing leverage, shrinking profit margins and/or deteriorating cash flows. These borrowers would inherently be more vulnerable to the application of economic pressures.

Substandard: Loans classified as substandard exhibit weaknesses that are well-defined to the point that repayment is jeopardized. Typically, the Corporation is no longer adequately protected by both the apparent net worth and repayment capacity of the borrower.

Doubtful: Loans classified as doubtful have advanced to the point that collection or liquidation in full, on the basis of currently ascertainable facts, conditions and value, is highly questionable or improbable.

3. Loans Receivable and Related Allowance for Loan Losses (continued)

The following table presents the classes of the loan portfolio summarized by the aggregate pass and the criticized categories of special mention, substandard and doubtful within the Corporation's internal risk rating system as of December 31, 2017 and 2016:

<i>(Dollar amounts in thousands)</i>	Not Rated	Pass	Special Mention	Substandard	Doubtful	Total
December 31, 2017:						
Residential first mortgages	\$ 220,730	\$ —	\$ —	\$ 1,093	\$ —	\$ 221,823
Home equity and lines of credit	98,946	—	—	994	—	99,940
Commercial real estate	—	182,460	2,744	7,864	—	193,068
Commercial business	—	56,960	477	1,504	—	58,941
Consumer	9,443	—	—	146	—	9,589
Total	<u>\$ 329,119</u>	<u>\$ 239,420</u>	<u>\$ 3,221</u>	<u>\$ 11,601</u>	<u>\$ —</u>	<u>\$ 583,361</u>
December 31, 2016:						
Residential first mortgages	\$ 197,041	\$ —	\$ —	\$ 1,126	\$ —	\$ 198,167
Home equity and lines of credit	91,017	—	—	342	—	91,359
Commercial real estate	—	161,312	1,077	4,605	—	166,994
Commercial business	—	52,125	4,926	737	—	57,788
Consumer	6,659	—	—	13	—	6,672
Total	<u>\$ 294,717</u>	<u>\$ 213,437</u>	<u>\$ 6,003</u>	<u>\$ 6,823</u>	<u>\$ —</u>	<u>\$ 520,980</u>

Management further monitors the performance and credit quality of the loan portfolio by analyzing the age of the portfolio as determined by the length of time a required payment is past due. The following table presents the classes of the loan portfolio summarized by the aging categories of performing loans and nonperforming loans as of December 31, 2017 and 2016:

<i>(Dollar amounts in thousands)</i>	Performing			Nonperforming		Total Loans
	Accruing Loans Not Past Due	Accruing 30-59 Days Past Due	Accruing 60-89 Days Past Due	Accruing 90 Days + Past Due	Nonaccrual	
December 31, 2017:						
Residential first mortgages	\$ 218,515	\$ 1,936	\$ 357	\$ 159	\$ 856	\$ 221,823
Home equity and lines of credit	98,112	598	370	334	526	99,940
Commercial real estate	190,451	1,026	430	197	964	193,068
Commercial business	58,058	74	225	—	584	58,941
Consumer	9,162	273	81	—	73	9,589
Total loans	<u>\$ 574,298</u>	<u>\$ 3,907</u>	<u>\$ 1,463</u>	<u>\$ 690</u>	<u>\$ 3,003</u>	<u>\$ 583,361</u>
December 31, 2016:						
Residential first mortgages	\$ 194,830	\$ 1,916	\$ 295	\$ —	\$ 1,126	\$ 198,167
Home equity and lines of credit	90,557	460	—	2	340	91,359
Commercial real estate	165,318	561	—	42	1,073	166,994
Commercial business	56,972	56	34	—	726	57,788
Consumer	6,602	28	29	—	13	6,672
Total loans	<u>\$ 514,279</u>	<u>\$ 3,021</u>	<u>\$ 358</u>	<u>\$ 44</u>	<u>\$ 3,278</u>	<u>\$ 520,980</u>

3. Loans Receivable and Related Allowance for Loan Losses (continued)

The following table presents the Corporation's nonaccrual loans by aging category as of December 31, 2017 and 2016:

<i>(Dollar amounts in thousands)</i>	Not Past Due	30-59 Days Past Due	60-89 Days Past Due	90 Days + Past Due	Total Loans
December 31, 2017:					
Residential first mortgages	\$ 366	\$ —	\$ 75	\$ 415	\$ 856
Home equity and lines of credit	8	—	—	518	526
Commercial real estate	341	—	—	623	964
Commercial business	569	—	—	15	584
Consumer	—	—	—	73	73
Total loans	<u>\$ 1,284</u>	<u>\$ —</u>	<u>\$ 75</u>	<u>\$ 1,644</u>	<u>\$ 3,003</u>
December 31, 2016:					
Residential first mortgages	\$ 72	\$ 77	\$ —	\$ 977	\$ 1,126
Home equity and lines of credit	—	—	—	340	340
Commercial real estate	397	—	557	119	1,073
Commercial business	631	—	—	95	726
Consumer	—	—	—	13	13
Total loans	<u>\$ 1,100</u>	<u>\$ 77</u>	<u>\$ 557</u>	<u>\$ 1,544</u>	<u>\$ 3,278</u>

4. Federal Bank Stocks

The Bank is a member of the FHLB and the FRB. As a member of these federal banking systems, the Bank maintains an investment in the capital stock of the respective regional banks, which are carried at cost. These stocks are purchased and redeemed at par as directed by the federal banks and levels maintained are based primarily on borrowing and other correspondent relationships. The Bank's investment in FHLB and FRB stocks was \$3.3 million and \$1.3 million, respectively, at December 31, 2017, and \$3.6 million and \$1.3 million, respectively, at December 31, 2016.

5. Premises and Equipment

Premises and equipment at December 31 are summarized by major classification as follows:

<i>(Dollar amounts in thousands)</i>	2017	2016
Land	\$ 4,986	\$ 4,731
Buildings and improvements	14,328	14,122
Leasehold improvements	1,056	1,226
Furniture, fixtures and equipment	8,506	8,332
Software	3,272	3,232
Construction in progress	517	520
	<u>32,665</u>	<u>32,163</u>
Less: accumulated depreciation and amortization	14,655	13,881
	<u>\$ 18,010</u>	<u>\$ 18,282</u>

Depreciation and amortization expense for the years ended December 31, 2017 and 2016 were \$1.2 million and \$1.1 million, respectively.

Rent expense under non-cancelable operating lease agreements for the years ended December 31, 2017 and 2016 was \$234,000 and \$281,000, respectively. Rent commitments under non-cancelable operating lease agreements for certain branch offices for the years ended December 31, are as follows, before considering renewal options that are generally present:

<i>(Dollar amounts in thousands)</i>	Amount
2018	\$ 200
2019	201
2020	185
2021	153
2022	124
Thereafter	391
	<u>\$ 1,254</u>

6. Goodwill and Intangible Assets

The following table summarizes the Corporation's acquired goodwill and intangible assets as of December 31:

<i>(Dollar amounts in thousands)</i>	2017		2016	
	Gross Carrying Amount	Accumulated Amortization	Gross Carrying Amount	Accumulated Amortization
Goodwill	\$ 10,288	\$ —	\$ 10,288	\$ —
Core deposit intangibles	4,426	3,945	4,259	3,699
Total	<u>\$ 14,714</u>	<u>\$ 3,945</u>	<u>\$ 14,547</u>	<u>\$ 3,699</u>

6. Goodwill and Intangible Assets (continued)

Goodwill resulted from four acquisitions. During 2016, the Corporation recorded \$6.6 million of goodwill related to the acquisition of United American Savings Bank (see Note 20). Goodwill represents the excess of the total purchase price paid for the acquisitions over the fair value of the identifiable assets acquired, net of the fair value of the liabilities assumed. Goodwill is not amortized but is evaluated for impairment on an annual basis or whenever events or changes in circumstances indicate the carrying value may not be recoverable. Impairment exists when a reporting unit's carrying amount exceeds its fair value. The Corporation has selected November 30 as the date to perform the annual impairment test. No goodwill impairment charges were recorded in 2017 or 2016. Goodwill is the only intangible asset with an indefinite life on the Corporation's balance sheet.

The core deposit intangible asset, resulting from three acquisitions, is amortized using the double declining balance method over a weighted average estimated life of the related deposits and is not estimated to have a significant residual value. The Corporation recorded intangible amortization expense totaling \$246,000 and \$226,000 in 2017 and 2016, respectively.

The estimated amortization expense of the core deposit intangible for the years ending December 31, are as follows:

<i>(Dollar amounts in thousands)</i>	Amortization Expense
2018	\$ 236
2019	55
2020	43
2021	33
2022	29
Thereafter	85
	<u>\$ 481</u>

7. Related Party Balances and Transactions

In the ordinary course of business, the Bank maintains loan and deposit relationships with employees, principal officers and directors and their affiliates. The Bank has granted loans to principal officers and directors and their affiliates amounting to \$5.1 million and \$5.3 million at December 31, 2017 and 2016, respectively. During 2017, there were no principal additions while total principal reductions associated with these loans were \$200,000. Deposits from principal officers and directors and their affiliates held by the Bank at December 31, 2017 and 2016 totaled \$3.6 million and \$8.3 million, respectively.

In addition, directors and their affiliates may provide certain professional and other services to the Corporation and the Bank in the ordinary course of business. During 2017 and 2016, the Corporation did not pay directors or their affiliates for any such services.

8. Deposits

The following table summarizes the Corporation's deposits as of December 31:

<i>(Dollar amounts in thousands)</i>	2017			2016		
	Weighted average rate	Amount	%	Weighted average rate	Amount	%
Non-interest bearing deposits	—	\$ 126,263	19.3%	—	\$ 123,717	21.2%
Interest bearing demand deposits	0.44%	357,693	54.6%	0.21%	304,265	52.0%
Time deposits	1.58%	170,687	26.1%	1.44%	156,958	26.8%
	0.65%	<u>\$ 654,643</u>	<u>100.0%</u>	0.50%	<u>\$ 584,940</u>	<u>100.0%</u>

8. Deposits (continued)

Scheduled maturities of time deposits for the next five years and thereafter are as follows:

<i>(Dollar amounts in thousands)</i>	Amount	%
2018	\$ 46,907	27.5%
2019	39,576	23.2%
2020	25,214	14.8%
2021	31,122	18.2%
2022	9,616	5.6%
Thereafter	18,252	10.7%
	<u>\$ 170,687</u>	<u>100.0%</u>

The Corporation had a total of \$39.0 million and \$29.4 million in time deposits of \$250,000 or more at December 31, 2017 and 2016, respectively. Scheduled maturities of time deposits of \$250,000 or more at December 31, 2017 are as follows:

<i>(Dollar amounts in thousands)</i>	Amount
Three months or less	\$ 1,876
Over three months to six months	652
Over six months to twelve months	2,439
Over twelve months	34,022
	<u>\$ 38,989</u>

9. Borrowed Funds

The following table summarizes the Corporation's borrowed funds as of and for the year ended December 31:

<i>(Dollar amounts in thousands)</i>	2017			2016		
	Balance	Average Balance	Average Rate	Balance	Average Balance	Average Rate
Short-term borrowed funds	\$ 2,500	\$ 4,588	2.82%	\$ 9,500	\$ 2,341	3.34%
Long-term borrowed funds	23,500	35,949	3.03%	34,500	35,141	3.06%
	<u>\$26,000</u>	<u>\$40,537</u>		<u>\$44,000</u>	<u>\$37,482</u>	

Short-term borrowed funds at December 31, 2017 consisted of \$2.5 million outstanding on a \$6.0 million unsecured line of credit with a correspondent bank with a rate of 4.75%, compared to \$7.0 million in FHLB overnight advances with a rate of 0.74% and \$2.5 million outstanding on a \$5.0 million unsecured line of credit with a correspondent bank with a rate of 4.25% at December 31, 2016.

Long-term borrowed funds at December 31, 2017 consisted of four \$5.0 million FHLB term advances totaling \$20.0 million, maturing between 2018 and 2021 and having fixed interest rates between 1.69% and 2.06%. This compares to six \$5.0 million FHLB advances totaling \$30.0 million at December 31, 2016. All borrowings from the FHLB are secured by a blanket lien of qualified collateral. Qualified collateral at December 31, 2017 totaled \$318.6 million. In addition, during the second quarter of 2016, the Corporation borrowed a \$5.0 million, five year unsecured term advance with a correspondent bank. The term advance has a fixed rate of 4.75% and principal payments of \$250,000 are due on the first day of each quarter until maturity. At December 31, 2017 and 2016, the outstanding balance on this term advance was \$3.5 million and \$4.5 million, respectively.

9. Borrowed Funds (continued)

Scheduled maturities of borrowed funds for the next five years are as follows:

<i>(Dollar amounts in thousands)</i>	Amount
2018	\$ 8,500
2019	6,000
2020	6,000
2021	5,500
2022	—
Thereafter	—
	<u>\$ 26,000</u>

The Bank maintains a credit arrangement with the FHLB as a source of additional liquidity. The total maximum borrowing capacity with the FHLB, excluding loans outstanding of \$20.0 million and irrevocable standby letters of credit issued to secure certain deposit accounts of \$120.7 million at December 31, 2017 was \$177.9 million. In addition, the Corporation has \$3.5 million of funds available on a line of credit through a correspondent bank.

10. Regulatory Matters***Restrictions on Dividends, Loans and Advances***

The Bank is subject to a regulatory dividend restriction that generally limits the amount of dividends that can be paid by the Bank to the Corporation. Prior regulatory approval is required if the total of all dividends declared in any calendar year exceeds net profits (as defined in the regulations) for the year combined with net retained earnings (as defined) for the two preceding calendar years. In addition, dividends paid by the Bank to the Corporation would be prohibited if the effect thereof would cause the Bank's capital to be reduced below applicable minimum capital requirements. As of December 31, 2017, \$4.4 million of undistributed earnings of the Bank was available for distribution of dividends without prior regulatory approval.

Loans or advances from the Bank to the Corporation are limited to 10% of the Bank's capital stock and surplus on a secured basis. Funds available for loans or advances by the Bank to the Corporation amounted to approximately \$4.5 million. The Corporation has a \$2.2 million commercial line of credit available at the Bank for the primary purpose of purchasing qualified equity investments. At December 31, 2017, the Corporation had an outstanding balance on this line of \$1.0 million.

Minimum Regulatory Capital Requirements

Banks and bank holding companies are subject to regulatory capital requirements administered by federal banking agencies. Capital adequacy guidelines and, additionally for banks, prompt corrective action regulations, involve quantitative measures of assets, liabilities, and certain off-balance sheet items calculated under regulatory accounting practices. Capital amounts and classifications are also subject to qualitative judgments by regulators. Failure to meet capital requirements can initiate regulatory action.

In 2015, the Board of Governors of the Federal Reserve System amended its Small Bank Holding Company Policy Statement by increasing the policy's consolidated assets threshold from \$500 million to \$1 billion. The primary benefit of being deemed a "small bank holding company" is the exemption from the requirement to maintain consolidated regulatory capital ratios; instead, regulatory capital ratios only apply at the subsidiary bank level.

10. Regulatory Matters (continued)

The final rules implementing Basel Committee on Banking Supervision's capital guidelines for U.S. banks (BASEL III rules) became effective for the Bank on January 1, 2015 with full compliance with all of the requirements being phased in over a multi-year schedule, and fully phased in by January 1, 2019. Under the BASEL III rules, the Bank must hold a capital conservation buffer above the adequately capitalized risk-based capital ratios. The capital conservation buffer is being phased in from 0.0% for 2015 to 2.50% by 2019. The capital conservation buffer for 2017 is 1.25% and was 0.625% for 2016. The net unrealized gain or loss on available for sale securities is not included in computing regulatory capital. Management believes as of December 31, 2017, the Bank meets all capital adequacy requirements to which they are subject.

Prompt corrective action regulations provide five classifications: well capitalized, adequately capitalized, undercapitalized, significantly undercapitalized and critically undercapitalized, although these terms are not used to represent overall financial condition. If adequately capitalized, regulatory approval is required to accept brokered deposits. If undercapitalized, capital distributions are limited, as is asset growth and expansion, and capital restoration plans are required. At year-end 2017 and 2016, the most recent regulatory notifications categorized the Bank as well capitalized under the regulatory framework for prompt corrective action. There are no conditions or events since that notification that management believes have changed the institution's category.

The following table sets forth certain information concerning the Bank's regulatory capital as of the dates presented. The capital adequacy ratios disclosed below are exclusive of the capital conservation buffer.

<i>(Dollar amounts in thousands)</i>	December 31, 2017		December 31, 2016	
	Amount	Ratio	Amount	Ratio
Total capital to risk-weighted assets:				
Actual	\$ 64,221	12.96%	\$ 58,605	13.23%
For capital adequacy purposes	39,630	8.00%	35,424	8.00%
To be well capitalized	49,537	10.00%	44,280	10.00%
Tier 1 capital to risk-weighted assets:				
Actual	\$ 58,088	11.73%	\$ 53,050	11.98%
For capital adequacy purposes	29,722	6.00%	26,568	6.00%
To be well capitalized	39,630	8.00%	35,424	8.00%
Common Equity Tier 1 capital to risk-weighted assets:				
Actual	\$ 58,088	11.73%	\$ 53,050	11.98%
For capital adequacy purposes	22,292	4.50%	19,926	4.50%
To be well capitalized	32,199	6.50%	28,782	6.50%
Tier 1 capital to average assets:				
Actual	\$ 58,088	7.71%	\$ 53,050	7.84%
For capital adequacy purposes	30,117	4.00%	27,081	4.00%
To be well capitalized	37,647	5.00%	33,852	5.00%

11. Commitments and Legal Contingencies

In the ordinary course of business, the Corporation has various outstanding commitments and contingent liabilities that are not reflected in the accompanying consolidated financial statements. In addition, the Corporation is involved in certain claims and legal actions arising in the ordinary course of business. The outcome of these claims and actions are not presently determinable; however, in the opinion of the Corporation's management, after consulting legal counsel, the ultimate disposition of these matters will not have a material adverse effect on the consolidated financial statements.

12. Income Taxes

The Corporation and the Bank file a consolidated federal income tax return. The provision for income taxes for the years ended December 31 is comprised of the following:

<i>(Dollar amounts in thousands)</i>	2017	2016
Current	\$ 1,423	\$ 1,045
Deferred	691	203
	<u>\$ 2,114</u>	<u>\$ 1,248</u>

A reconciliation between the provision for income taxes and the amount computed by multiplying operating results before income taxes by the statutory federal income tax rate of 34% for the years ended December 31 is as follows:

<i>(Dollar amounts in thousands)</i>	2017		2016	
	Amount	% Pre-tax Income	Amount	% Pre-tax Income
Provision at statutory tax rate	\$ 2,173	34.0 %	\$ 1,779	34.0 %
Increase (decrease) resulting from:				
Tax free gain on bargain purchase	(447)	(7.0)%	—	— %
Tax free interest, net of disallowance	(446)	(7.0)%	(472)	(9.0)%
Earnings on bank-owned life insurance	(113)	(1.8)%	(113)	(2.2)%
Federal tax rate change	827	12.9 %	—	— %
Other, net	120	2.0 %	54	1.0 %
Provision	<u>\$ 2,114</u>	<u>33.1 %</u>	<u>\$ 1,248</u>	<u>23.8 %</u>

12. Income Taxes (continued)

The tax effects of temporary differences between the financial reporting basis and income tax basis of assets and liabilities that are included in the net deferred tax asset as of December 31 relate to the following:

<i>(Dollar amounts in thousands)</i>	2017	2016
Deferred tax assets:		
Allowance for loan losses	\$ 1,287	\$ 1,885
Funded status of pension plan	1,286	1,964
Deferred compensation	272	414
Securities impairment	199	149
Net unrealized loss on securities	180	349
Accrued incentive compensation	136	158
Stock compensation	77	160
Nonaccrual loan interest income	53	73
Business combination adjustments	38	89
Net operating loss carryforward	—	106
Other	35	29
Gross deferred tax assets	<u>3,563</u>	<u>5,376</u>
Deferred tax liabilities:		
Accrued pension liability	939	1,525
Depreciation	652	1,006
Deferred loan fees and costs	307	431
Intangible assets	204	324
Other	52	60
Gross deferred tax liabilities	<u>2,154</u>	<u>3,346</u>
Net deferred tax asset	<u>\$ 1,409</u>	<u>\$ 2,030</u>

In accordance with relevant accounting guidance, the Corporation determined that it was not required to establish a valuation allowance for deferred tax assets since it is more likely than not that the deferred tax asset will be realized through future taxable income, future reversals of existing taxable temporary differences and tax strategies. The Corporation's net deferred tax asset or liability is recorded in the consolidated financial statements as a component of other assets or other liabilities.

On December 22, 2017, H.R. 1, commonly known as the Tax Cuts and Jobs Act (the Act) was signed into law. The Act reduced the corporate federal income tax rate from a maximum of 35% to a flat 21% effective January 1, 2018. As a result, the Corporation was required to re-measure, through income tax expense, deferred tax assets and liabilities using the enacted rate at which they are expected to be recovered or settled. The re-measurement of the Corporation's net deferred tax asset resulted in additional income tax expense of \$827,000.

Also on December 22, 2017, the SEC released Staff Accounting Bulletin No. 118 (SAB 118) to address any uncertainty or diversity in practice in accounting for the income tax effects of the Act in situations where a registrant does not have the necessary information available, prepared or analyzed in reasonable detail to complete this accounting in the reporting period that includes the enactment date. SAB 118 allows for a measurement period not to extend beyond one year from the Act's enactment date to complete the necessary accounting.

The Corporation recorded provisional amounts of deferred income taxes using reasonable estimates in one area where the information necessary to complete reasonable accounting was not available, prepared or analyzed. The one area is the deferred tax liability for temporary differences between the tax and financial reporting bases of fixed assets principally due to the accelerated depreciation under the Act which allows for full expensing of qualified property purchased and placed in service after September 27, 2017.

12. Income Taxes (continued)

The Corporation will complete and record the income tax effects of these provisional items during the period the necessary information becomes available. The measurement period will not extend beyond December 22, 2018.

At December 31, 2017 and December 31, 2016, the Corporation had no unrecognized tax benefits. The Corporation does not expect the total amount of unrecognized tax benefits to significantly increase within the next twelve months. The Corporation recognizes interest and penalties on unrecognized tax benefits in income taxes expense in its Consolidated Statements of Income.

The Corporation and the Bank are subject to U.S. federal income tax as well as a capital-based franchise tax in the Commonwealth of Pennsylvania. The Corporation and the Bank are no longer subject to examination by taxing authorities for years before 2014.

13. Employee Benefit Plans***Defined Benefit Plan***

The Corporation provides pension benefits for eligible employees through a defined benefit pension plan. Substantially all employees participate in the retirement plan on a non-contributing basis, and are fully vested after three years of service. Effective January 1, 2009, the plan was closed to new participants. The Corporation provided the requisite notice to plan participants on March 12, 2013 of the determination to freeze the plan (curtailment). While the freeze was not effective until April 30, 2013, management determined that participants would not satisfy, within the provisions of the plan, 2013 eligibility requirements based on minimum hours worked for 2013. Therefore, employees ceased to earn benefits as of January 1, 2013. This amendment to the plan will not affect benefits earned by the participant prior to the date of the freeze. The Corporation measures the funded status of the plan as of December 31.

Information pertaining to changes in obligations and funded status of the defined benefit pension plan for the years ended December 31 is as follows:

<i>(Dollar amounts in thousands)</i>	2017	2016
Change in plan assets:		
Fair value of plan assets at beginning of year	\$ 9,331	\$ 9,368
Actual return on plan assets	1,218	612
Employer contribution	—	—
Benefits paid	(390)	(649)
Fair value of plan assets at end of year	<u>10,159</u>	<u>9,331</u>
Change in benefit obligation:		
Benefit obligation at beginning of year	10,609	10,174
Interest cost	438	465
Actuarial loss	71	483
Effect of change in assumptions	1,073	136
Benefits paid	(390)	(649)
Benefit obligation at end of year	<u>11,801</u>	<u>10,609</u>
Funded status (plan assets less benefit obligation)	<u>\$ (1,642)</u>	<u>\$ (1,278)</u>
Amounts recognized in accumulated other comprehensive loss, net of tax, consists of:		
Accumulated net actuarial loss	\$ 4,838	\$ 3,812
Accumulated prior service benefit	—	—
Amount recognized, end of year	<u>\$ 4,838</u>	<u>\$ 3,812</u>

13. Employee Benefit Plans (continued)

The following table presents the Corporation's pension plan assets measured and recorded at estimated fair value on a recurring basis and their level within the estimated fair value hierarchy as described in Note 15:

<i>(Dollar amounts in thousands)</i>		(Level 1)	(Level 2)	(Level 3)
Description	Total	Quoted Prices in Active Markets for Identical Assets	Significant Other Observable Inputs	Significant Unobservable Inputs
December 31, 2017:				
Money markets	\$ 720	\$ 720	\$ —	\$ —
Mutual funds - debt	3,368	3,368	—	—
Mutual funds - equity	5,221	5,221	—	—
Emclair Financial Corp stock	850	850	—	—
	<u>\$ 10,159</u>	<u>\$ 10,159</u>	<u>\$ —</u>	<u>\$ —</u>
December 31, 2016:				
Money markets	\$ 870	\$ 870	\$ —	\$ —
Mutual funds - debt	3,247	3,247	—	—
Mutual funds - equity	4,458	4,458	—	—
Emclair Financial Corp stock	756	756	—	—
	<u>\$ 9,331</u>	<u>\$ 9,331</u>	<u>\$ —</u>	<u>\$ —</u>

There were no significant transfers between Level 1 and Level 2 during 2017.

The accumulated benefit obligation for the defined benefit pension plan was \$11.8 million and \$10.6 million at December 31, 2017 and 2016, respectively.

The components of the periodic pension costs and other amounts recognized in other comprehensive income for the years ended December 31 are as follows:

<i>(Dollar amounts in thousands)</i>	2017	2016
Interest cost	\$ 438	\$ 465
Expected return on plan assets	(661)	(665)
Amortization of prior service benefit and net loss	239	220
Net periodic pension benefit	<u>16</u>	<u>20</u>
Amortization of prior service benefit and net loss	(239)	(220)
Net loss	588	671
Total recognized in other comprehensive loss	<u>349</u>	<u>451</u>
Total recognized in net periodic benefit and other comprehensive loss	<u>\$ 365</u>	<u>\$ 471</u>

The estimated net loss and prior service benefit for the defined benefit pension plan that will be amortized from accumulated other comprehensive income into net periodic benefit cost over the next fiscal year is \$247,000 as of December 31, 2017.

13. Employee Benefit Plans (continued)

Weighted-average actuarial assumptions for the years ended December 31 include the following:

	2017	2016
Discount rate for net periodic benefit cost	4.19%	4.41%
Discount rate for benefit obligations	3.62%	4.19%
Expected rate of return on plan assets	7.25%	7.25%

The Corporation's pension plan asset allocation at December 31, 2017 and 2016, target allocation for 2018, and expected long-term rate of return by asset category are as follows:

Asset Category	Target Allocation	Percentage of Plan Assets at Year End		Weighted-Average Expected Long-Term Rate of Return
	2018	2017	2016	2017
Equity securities	55%	56%	54%	5.25%
Debt securities	37%	37%	37%	1.97%
Money markets	8%	7%	9%	0.03%
	<u>100%</u>	<u>100%</u>	<u>100%</u>	<u>7.25%</u>

Investment Strategy

The intent of the pension plan is to provide a range of investment options for building a diversified asset allocation strategy that will provide the highest likelihood of meeting the aggregate actuarial projections. In selecting the options and asset allocation strategy, the Corporation has determined that the benefits of reduced portfolio risk are best achieved through diversification. The following asset classes or investment categories are utilized to meet the Pension plan's objectives: Small company stock, International stock, Mid-cap stock, Large company stock, Diversified bond, Money Market/Stable Value and Cash. The pension plan does not prohibit any certain investments.

The Corporation does currently not expect to make a contribution to its pension plan in 2018.

Estimated future benefit payments, which reflect expected future service, as appropriate, are as follows:

<i>(Dollar amounts in thousands)</i>	Pension Benefits
For year ended December 31,	
2018	\$ 379
2019	386
2020	433
2021	436
2022	480
Following 5 years	2,610

13. Employee Benefit Plans (continued)

Defined Contribution Plan

The Corporation maintains a defined contribution 401(k) Plan. Employees are eligible to participate by providing tax-deferred contributions up to 20% of qualified compensation. Employee contributions are vested at all times. The Corporation provides a matching contribution of up to 4% of the participant's salary. For the years ended 2017 and 2016, matching contributions were \$206,000 and \$196,000, respectively. The Corporation may also make, at the sole discretion of its Board of Directors, a profit sharing contribution. For the years ended 2017 and 2016, the Corporation made profit sharing contributions of \$109,000 and \$105,000, respectively.

Supplemental Executive Retirement Plan

The Corporation maintains a Supplemental Executive Retirement Plan (SERP) to provide certain additional retirement benefits to participating officers. The SERP is subject to certain vesting provisions and provides that the officers shall receive a supplemental retirement benefit if the officer's employment is terminated after reaching the normal retirement age of 65, with benefits also payable upon death, disability, a change of control or a termination of employment prior to normal retirement age. As of December 31, 2017 and 2016, the Corporation's SERP liability was \$1.2 million and \$1.1 million, respectively. For the years ended December 31, 2017 and 2016, the Corporation recognized expense of \$167,000 and \$114,000, respectively, related to the SERP.

14. Stock Compensation Plans

In April 2014, the Corporation adopted the 2014 Stock Incentive Plan (the 2014 Plan), which is shareholder approved and permits the grant of restricted stock awards and options to its directors, officers and employees for up to 176,866 shares of common stock, of which 52,533 shares of restricted stock and 88,433 stock options remain available for issuance under the plan.

In addition, the Corporation's 2007 Stock Incentive Plan and Trust (the 2007 Plan), which is shareholder approved, permitted the grant of restricted stock awards and options to its directors, officers and employees for up to 177,496 shares of common stock. As of December 31, 2017, no additional shares of stock may be issued as the plan expired on April 25, 2017.

Incentive stock options, non-incentive or compensatory stock options and share awards may be granted under the Plans. The exercise price of each option shall at least equal the market price of a share of common stock on the date of grant and have a contractual term of ten years. Options shall vest and become exercisable at the rate, to the extent and subject to such limitations as may be specified by the Corporation. Compensation cost related to share-based payment transactions must be recognized in the financial statements with measurement based upon the fair value of the equity instruments issued.

During 2017 and 2016, the Corporation granted restricted stock awards of 13,250 and 11,000 shares, respectively, with a face value of \$416,000 and \$294,000, respectively, based on the weighted-average grant date stock prices of \$31.37 and \$26.74, respectively. These restricted stock awards are 100% vested on the third anniversary of the date of grant, except in the event of death, disability or retirement. Nonvested restricted stock is not included in common shares outstanding on the consolidated balance sheets. It is the Corporation's policy to issue shares on the vesting date for restricted stock awards. Unvested restricted stock awards do not receive dividends declared by the Corporation. There were no stock options granted during 2017 or 2016. For the year ended December 31, 2017 and 2016 the Corporation recognized \$230,000 and \$205,000, respectively, in stock compensation expense.

14. Stock Compensation Plans (continued)

A summary of the status of the Corporation's nonvested restricted stock awards as of December 31, 2017, and changes during the period then ended is presented below:

	Shares	Weighted-Average Grant-date Fair Value
Nonvested at January 1, 2017	26,900	\$ 25.09
Granted	13,250	31.37
Vested	(6,750)	24.50
Forfeited	—	—
Nonvested as of December 31, 2017	<u>33,400</u>	<u>\$ 27.70</u>

A summary of option activity under the plans as of December 31, 2017, and changes during the period then ended is presented below:

	Options	Weighted-Average Exercise Price	Aggregate Intrinsic Value	Weighted-Average Remaining Term (in years)
Outstanding as of January 1, 2017	62,000	\$ 25.71	\$ 219	0.60
Granted	—	—	—	—
Exercised	(53,586)	25.67	180	—
Forfeited	(8,414)	26.00	—	—
Outstanding as of December 31, 2017	<u>—</u>	<u>\$ —</u>	<u>\$ —</u>	<u>—</u>
Exercisable as of December 31, 2017	<u>—</u>	<u>\$ —</u>	<u>\$ —</u>	<u>—</u>

As of December 31, 2017, there was \$530,000 of total unrecognized compensation expense related to nonvested share-based compensation arrangements granted under the plans. That expense is expected to be recognized over the next three years.

15. Fair Values of Financial Instruments

Management uses its best judgment in estimating the fair value of the Corporation'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 Corporation could have realized in a sale transaction or exit price on the date indicated. The estimated fair value amounts have been measured as of their respective year-ends and have not been re-evaluated or updated for purposes of these financial statements subsequent to 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 year-end.

Fair value is the exchange price that would be received for an asset or paid to transfer a liability (exit price) in the principal or most advantageous market for the asset or liability in an orderly transaction between market participants on the measurement date. There are three levels of inputs that may be used to measure fair value.

Level 1: Quoted prices (unadjusted) for identical assets or liabilities in active markets that the Corporation has the ability to access at the measurement date.

Level 2: Significant other observable inputs other than Level 1 prices such as quoted prices for similar assets or liabilities; quoted prices in markets that are not active; or other inputs that are observable or can be corroborated by observable market data.

Level 3: Significant unobservable inputs that reflect the Corporation's own assumptions about the assumptions that market participants would use in pricing an asset or liability.

15. Fair Values of Financial Instruments (continued)

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

The Corporation used the following methods and significant assumptions to estimate the fair value of each type of financial instrument:

Cash and cash equivalents – The carrying value of cash, due from banks and interest bearing deposits approximates fair value and are classified as Level 1.

Securities available for sale – The fair value of all investment securities are based upon the assumptions market participants would use in pricing the security. If available, investment securities are determined by quoted market prices (Level 1). Level 1 includes U.S. Treasury, federal agency securities and certain equity securities. For investment securities where quoted market prices are not available, fair values are calculated based on market prices on similar securities (Level 2). Level 2 includes U.S. Government sponsored entities and agencies, mortgage-backed securities, collateralized mortgage obligations, state and political subdivision securities and certain corporate debt securities. For investment securities where quoted prices or market prices of similar securities are not available, fair values are calculated by using unobservable inputs (Level 3) and may include certain corporate debt and equity securities held by the Corporation. The Level 3 corporate debt securities consist of certain subordinated notes which are priced a par because management has determined that the par value approximates the fair value of these instruments. The Level 3 equity security valuations were supported by an analysis prepared by the Corporation which relies on inputs such as the security issuer's publicly attainable financial information, multiples derived from prices in observed transactions involving comparable businesses and other market, financial and nonfinancial factors.

Loans – The fair value of loans receivable was estimated based on the discounted value of the future cash flows using the current rates being offered for loans with similar terms to borrowers of similar credit quality resulting in a Level 3 classification. The methods used to estimate the fair value of loans do not necessarily represent an exit price.

Impaired loans – At the time a loan is considered impaired, it is valued at the lower of cost or fair value. Impaired loans carried at fair value generally receive a specific allowance for loan losses. For collateral dependent loans, fair value is commonly based on real estate appraisals. These appraisals may utilize a single valuation approach or a combination of approaches including comparable sales and the income approach. Adjustments are routinely made in the appraisal process by the independent appraisers to adjust for differences between the comparable sales and income data available. Such adjustments are usually significant and typically result in a Level 3 classification of the inputs for determining fair value. Non-real estate collateral may be valued using an appraisal, net book value per the borrower's financial statements, or aging reports, adjusted or discounted based on management's historical knowledge, changes in market conditions from the time of the valuation, and management's expertise and knowledge of the client and client's business, resulting in a Level 3 classification. Impaired loans are evaluated on a quarterly basis for additional impairment and adjusted accordingly. As of December 31, 2017, the Corporation did not have any impaired loans carried at fair value measured using the fair value of collateral, compared to loan balances of \$1.2 million, net of a valuation allowance of \$120,000 at December 31, 2016. There was no additional provision for loan losses recorded for impaired loans during 2017 and \$95,000 additional provision for loan losses recorded for impaired loans during the year ended December 31, 2016.

Other real estate owned (OREO) – Assets acquired through or instead of foreclosure are initially recorded at fair value less costs to sell when acquired, establishing a new cost basis. These assets are subsequently accounted for at lower of cost or fair value less estimated costs to sell. Fair value is commonly based on recent real estate appraisals. Management's ongoing review of appraisal information may result in additional discounts or adjustments to the valuation based upon more recent market sales activity or more current appraisal information derived from properties of similar type and/or locale. Such adjustments are usually significant and typically result in a Level 3 classification of the inputs for determining fair value. As of December 31, 2017 and 2016, the Corporation did not have any OREO measured at fair value.

Appraisals for both collateral-dependent impaired loans and OREO are performed by certified general appraisers (for commercial properties) or certified residential appraisers (for residential properties) whose qualifications and licenses have been reviewed by the Corporation. Once received, management reviews the assumptions and approaches utilized in the appraisal as well as the overall resulting fair value in comparison with independent data sources such as recent market data or industry-wide statistics. On an annual basis, the Corporation compares the actual selling price of OREO that has been sold to the most recent appraised value to determine what additional adjustment should be made to the appraisal value to arrive at fair value. The most recent analysis performed indicated that a discount of 10% should be applied.

15. Fair Values of Financial Instruments (continued)

Federal bank stock – It is not practical to determine the fair value of federal bank stocks due to restrictions placed on its transferability.

Deposits – The fair value of deposits with no stated maturity, such as non-interest bearing demand deposits, checking with interest, savings and money market accounts, is equal to the amount payable on demand resulting in either a Level 1 or Level 2 classification. The fair values of time deposits are based on the discounted value of contractual cash flows. The discount rate is estimated using the rates currently offered for deposits of similar maturities resulting in a Level 2 classification.

Borrowings – The fair value of borrowings with the FHLB is estimated using discounted cash flows based on current incremental borrowing rates for similar types of borrowing arrangements resulting in a Level 2 classification.

Accrued interest receivable and payable – The carrying value of accrued interest receivable and payable approximates fair value. The fair value classification is consistent with the related financial instrument.

Estimates of the fair value of off-balance sheet items were not made because of the short-term nature of these arrangements and the credit standing of the counterparties. Also, unfunded loan commitments relate principally to variable rate commercial loans.

For assets measured at fair value on a recurring basis, the fair value measurements by level within the fair value hierarchy are as follows:

<i>(Dollar amounts in thousands)</i>		(Level 1)	(Level 2)	(Level 3)
Description	Total	Quoted Prices in Active Markets for Identical Assets	Significant Other Observable Inputs	Significant Unobservable Inputs
December 31, 2017:				
U.S. Treasury	\$ 4,472	\$ 4,472	\$ —	\$ —
U.S. government sponsored entities and agencies	13,926	—	13,926	—
U.S. agency mortgage-backed securities: residential	20,758	—	20,758	—
U.S. agency collateralized mortgage obligations: residential	21,924	—	21,924	—
State and political subdivision	29,240	—	29,240	—
Corporate debt securities	9,030	—	1,032	7,998
Equity securities	1,817	1,683	—	134
	<u>\$ 101,167</u>	<u>\$ 6,155</u>	<u>\$ 86,880</u>	<u>\$ 8,132</u>
December 31, 2016:				
U.S. Treasury	\$ 4,500	\$ 4,500	\$ —	\$ —
U.S. government sponsored entities and agencies	8,998	—	8,998	—
U.S. agency mortgage-backed securities: residential	25,626	—	25,626	—
U.S. agency collateralized mortgage obligations: residential	24,706	—	24,706	—
State and political subdivision	27,608	—	27,608	—
Corporate debt securities	7,932	—	7,932	—
Equity securities	2,190	2,054	—	136
	<u>\$ 101,560</u>	<u>\$ 6,554</u>	<u>\$ 94,870</u>	<u>\$ 136</u>

15. Fair Values of Financial Instruments (continued)

The Corporation's policy is to transfer assets or liabilities from one level to another when the methodology to obtain the fair value changes such that there are more or fewer unobservable inputs as of the end of the reporting period. During 2017, certain corporate debt securities with a fair value of \$8.0 million as of December 31, 2017 were transferred out of Level 2 and into Level 3 because of a lack of observable market data. During 2016, the Corporation had no transfers between levels. The following table presents changes in Level 3 assets measured on a recurring basis for the years ended December 31, 2017 and 2016:

<i>(Dollar amounts in thousands)</i>	2017	2016
Balance at the beginning of the period	\$ 136	\$ 74
Total gains or losses (realized/unrealized):		
Included in earnings	—	—
Included in other comprehensive income	(2)	2
Issuances	—	—
Sales	—	—
Acquired	—	60
Transfers in and/or out of Level 3	7,998	—
Balance at the end of the period	<u>\$ 8,132</u>	<u>\$ 136</u>

The Corporation had no assets measured at fair value on a non-recurring basis at December 31, 2017. For assets measured at fair value on a non-recurring basis at December 31, 2016, the fair value measurements by level within the fair value hierarchy are as follows:

<i>(Dollar amounts in thousands)</i>	(Level 1)		(Level 2)		(Level 3)	
Description	Total	Quoted Prices in Active Markets for Identical Assets	Significant Other Observable Inputs	Significant Other Observable Inputs	Significant Unobservable Inputs	Significant Unobservable Inputs
December 31, 2016:						
Impaired residential mortgage loan	\$ 58	\$ —	\$ —	\$ —	\$ 58	\$ 58
Impaired commercial real estate loan	463	—	—	—	463	463
Impaired commercial business loan	582	—	—	—	582	582
	<u>\$ 1,103</u>	<u>\$ —</u>	<u>\$ —</u>	<u>\$ —</u>	<u>\$ 1,103</u>	<u>\$ 1,103</u>

The following table presents quantitative information about Level 3 fair value measurements for assets measured at fair value on a non-recurring basis:

<i>(Dollar amounts in thousands)</i>	Valuation Technique(s)		Unobservable Input(s)	Range
December 31, 2016:				
Impaired residential mortgage loan	\$ 58	Sales comparison approach	Adjustment for differences between comparable business assets	10%
Impaired commercial real estate loan	463	Sales comparison approach	Adjustment for differences between comparable sales	37%
Impaired commercial business loan	582	Liquidation value of business assets	Adjustment for differences between comparable business assets	64%

15. Fair Values of Financial Instruments (continued)

Excluded from the tables above at December 31, 2017 was an impaired residential mortgage loan totaling \$68,000 and an impaired home equity loan totaling \$8,000 which were classified as TDRs and measured using a discounted cash flow methodology. An impaired residential mortgage loan totaling \$58,000 which was classified as a TDR and measured using a discounted cash flow methodology was excluded from the tables above at December 31, 2016.

The following table sets forth the carrying amount and fair value of the Corporation's financial instruments included in the consolidated balance sheet as of December 31:

(Dollar amounts in thousands)

Description	Carrying Amount	Fair Value Measurements Using:			
		Total	Level 1	Level 2	Level 3
December 31, 2017:					
Financial Assets:					
Cash and cash equivalents	\$ 14,374	\$ 14,374	\$ 14,374	\$ —	\$ —
Securities available for sale	101,167	101,167	6,155	86,880	8,132
Loans held for sale	504	504	—	504	—
Loans, net	577,234	577,616	—	—	577,616
Federal bank stock	4,662	N/A	N/A	N/A	N/A
Accrued interest receivable	2,217	2,217	59	338	1,820
Financial Liabilities:					
Deposits	654,643	657,414	483,956	173,458	—
FHLB advances	26,000	25,499	—	25,499	—
Accrued interest payable	413	413	23	390	—
December 31, 2016:					
Financial Assets:					
Cash and cash equivalents	\$ 17,568	\$ 17,568	\$ 17,568	\$ —	\$ —
Securities available for sale	101,560	101,560	6,554	94,870	136
Loans held for sale	68	68	—	68	—
Loans, net	515,435	519,573	—	—	519,573
Federal bank stock	4,861	N/A	N/A	N/A	N/A
Accrued interest receivable	1,815	1,815	37	365	1,413
Financial Liabilities:					
Deposits	584,940	582,458	423,693	158,765	—
FHLB advances	44,000	44,027	—	44,027	—
Accrued interest payable	239	239	7	232	—

This information should not be interpreted as an estimate of the fair value of the entire Corporation since a fair value calculation is only provided for a limited portion of the Corporation'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 Corporation's disclosures and those of other companies may not be meaningful.

15. Fair Values of Financial Instruments (continued)

Off-Balance Sheet Financial Instruments

The Corporation is party to credit related 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 commercial letters of credit. Commitments to extend credit involve, to a varying degree, elements of credit and interest rate risk in excess of amounts recognized in the consolidated balance sheets. The Corporation's exposure to credit loss in the event of non-performance by the other party for commitments to extend credit is represented by the contractual amount of these commitments, less any collateral value obtained. The Corporation uses the same credit policies in making commitments as for on-balance sheet instruments. The Corporation's distribution of commitments to extend credit approximates the distribution of loans receivable outstanding.

The following table presents the notional amount of the Corporation's off-balance sheet commitment financial instruments as of December 31:

<i>(Dollar amounts in thousands)</i>	2017		2016	
	Fixed Rate	Variable Rate	Fixed Rate	Variable Rate
Commitments to make loans	\$ 8,611	\$ 1,022	\$ 11,940	\$ 12,785
Unused lines of credit	8,452	71,645	5,207	62,594
	<u>\$ 17,063</u>	<u>\$ 72,667</u>	<u>\$ 17,147</u>	<u>\$ 75,379</u>

Commitments to make loans are generally made for periods of 30 days or less. Commitments to extend credit include agreements to lend to a customer as long as there is no violation of any condition established in the contract. These commitments generally have fixed expiration dates or other termination clauses and may require payment of a fee. Commitments to extend credit also include unfunded commitments under commercial and consumer lines of credit, revolving credit lines and overdraft protection agreements. These lines of credit may be collateralized and usually do not contain a specified maturity date and may be drawn upon to the total extent to which the Corporation is committed.

Standby letters of credit are conditional commitments issued by the Corporation usually for commercial customers to guarantee the performance of a customer to a third party. The credit risk involved in issuing letters of credit is essentially the same as that involved in extending loan facilities to customers. The Corporation generally holds collateral supporting those commitments if deemed necessary. Standby letters of credit, net of collateral maintained by the Bank, were \$156,000 and \$76,000 at December 31, 2017 and 2016, respectively. The current amount of the liability as of December 31, 2017 and 2016 for guarantees under standby letters of credit issued is not material.

16. Emclaire Financial Corp – Condensed Financial Statements, Parent Corporation Only

Following are condensed financial statements for the parent company as of and for the years ended December 31:

Condensed Balance Sheets	2017	2016
<i>(Dollar amounts in thousands)</i>		
Assets:		
Cash and cash equivalents	\$ 53	\$ 20
Securities available for sale	1,691	2,056
Equity in net assets of subsidiaries	63,194	59,078
Other assets	1,218	982
Total Assets	<u>\$ 66,156</u>	<u>\$ 62,136</u>
Liabilities and Stockholders' Equity:		
Short-term borrowed funds with affiliated subsidiary bank	\$ 1,000	\$ 1,000
Other short-term borrowed funds	2,500	2,500
Long-term borrowed funds	3,500	4,500
Accrued expenses and other liabilities	65	63
Stockholders' equity	59,091	54,073
Total Liabilities and Stockholders' Equity	<u>\$ 66,156</u>	<u>\$ 62,136</u>
Condensed Statements of Income		
<i>(Dollar amounts in thousands)</i>		
	2017	2016
Income:		
Dividends from subsidiaries	\$ 3,138	\$ 3,132
Investment income	62	66
Net gain on sales of available for sale securities	168	—
Total income	<u>3,368</u>	<u>3,198</u>
Expense:		
Interest expense	340	265
Noninterest expense	463	392
Total expense	<u>803</u>	<u>657</u>
Income before income taxes and undistributed subsidiary income	2,565	2,541
Undistributed equity in net income of subsidiary	1,529	1,244
Net income before income taxes	<u>4,094</u>	<u>3,785</u>
Income tax benefit	183	201
Net income	<u>\$ 4,277</u>	<u>\$ 3,986</u>
Comprehensive income	<u>\$ 4,113</u>	<u>\$ 3,257</u>

16. Emclaire Financial Corp – Condensed Financial Statements, Parent Corporation Only (continued)

Condensed Statements of Cash Flows

(Dollar amounts in thousands)

	2017	2016
Operating activities:		
Net income	\$ 4,277	\$ 3,986
Adjustments to reconcile net income to net cash provided by operating activities:		
Undistributed equity in net income of subsidiary	(1,529)	(1,244)
Realized gains on sales of available for sale securities, net	(168)	—
Other, net	35	(101)
Net cash provided by operating activities	<u>2,615</u>	<u>2,641</u>
Investing activities:		
Sales of investment securities	417	—
Investment in subsidiaries	(1,000)	(7,500)
Net cash used in investing activities	<u>(583)</u>	<u>(7,500)</u>
Financing activities:		
Net change in borrowings	(1,000)	7,000
Proceeds from exercise of stock options	1,375	4
Dividends paid	(2,374)	(2,232)
Net cash provided by (used in) financing activities	<u>(1,999)</u>	<u>4,772</u>
Increase (decrease) in cash and cash equivalents	33	(87)
Cash and cash equivalents at beginning of period	20	107
Cash and cash equivalents at end of period	<u>\$ 53</u>	<u>\$ 20</u>

17. Other Noninterest Income and Expense

Other noninterest income includes customer bank card processing fee income of \$1.1 million and \$1.1 million for 2017 and 2016, respectively.

The following summarizes the Corporation's other noninterest expenses for the years ended December 31:

<i>(Dollar amounts in thousands)</i>	2017	2016
Customer bank card processing	\$ 591	\$ 516
Subscriptions	481	422
Telephone and data communications	476	465
Pennsylvania shares and use taxes	371	292
Internet banking and bill pay	365	346
Travel, entertainment and conferences	352	330
Correspondent bank and courier fees	339	265
Printing and supplies	291	362
Marketing and advertising	287	291
Charitable contributions	181	180
Regulatory examinations	185	177
Postage and freight	130	131
Memberships and dues	99	94
Penalty on prepayment of FHLB advance	—	71
Other	605	97
Total other noninterest expenses	\$ 4,753	\$ 4,039

18. Earnings Per Share

The factors used in the Corporation's earnings per share computation follow:

<i>(Dollar amounts in thousands, except for per share amounts)</i>	For the year ended December 31,	
	2017	2016
<u>Earnings per common share - basic</u>		
Net income	\$ 4,277	\$ 3,986
Average common shares outstanding	2,197,440	2,146,130
Basic earnings per common share	<u>\$ 1.95</u>	<u>\$ 1.86</u>
<u>Earnings per common share - diluted</u>		
Net income	\$ 4,277	\$ 3,986
Average common shares outstanding	2,197,440	2,146,130
Add: Dilutive effects of assumed exercises of restricted stock and stock options	17,128	5,971
Average shares and dilutive potential common shares	<u>2,214,568</u>	<u>2,152,101</u>
Diluted earnings per common share	<u>\$ 1.93</u>	<u>\$ 1.85</u>
Stock options and restricted stock awards not considered in computing diluted earnings per share because they were antidilutive	—	57,000

19. Accumulated Other Comprehensive Income (Loss)

The following is changes in Accumulated Other Comprehensive Income (Loss) by component, net of tax for the year ending December 31, 2017:

<i>(Dollar amounts in thousands)</i>	Unrealized Gains and Losses on Available-for- Sale Securities	Defined Benefit Pension Items	Total
Accumulated Other Comprehensive Income at January 1, 2017	\$ (679)	\$ (3,812)	\$ (4,491)
Other comprehensive income before reclassification	5	(388)	(383)
Amounts reclassified from accumulated other comprehensive income	107	112	219
Net current period other comprehensive income	112	(276)	(164)
Reclassification of disproportionate tax effects	(112)	(751)	(863)
Accumulated Other Comprehensive Income at December 31, 2017	<u>\$ (679)</u>	<u>\$ (4,839)</u>	<u>\$ (5,518)</u>

The following is significant amounts reclassified out of each component of Accumulated Other Comprehensive Income (Loss) for the year ending December 31, 2017:

<i>(Dollar amounts in thousands)</i>	Amount Reclassified From Accumulated Other Comprehensive Income	Affected Line Item in the Statement Where Net Income is Presented
Unrealized gains and losses on available-for-sale securities	\$ (346)	Gain on sale of securities
Unrealized gains and losses on available-for-sale securities	508	Other than temporary impairment losses
	(55)	Tax effect
	<u>107</u>	Net of tax
Amortization of defined benefit pension items:		
Prior service costs	\$ —	Compensation and employee benefits
Actuarial gains	239	Compensation and employee benefits
	<u>239</u>	Total before tax
	(127)	Tax effect
	<u>112</u>	Net of tax
Total reclassifications for the period	<u>\$ 219</u>	

The following is changes in Accumulated Other Comprehensive Income (Loss) by component, net of tax for the year ending December 31, 2016:

<i>(Dollar amounts in thousands)</i>	Unrealized Gains and Losses on Available-for- Sale Securities	Defined Benefit Pension Items	Total
Accumulated Other Comprehensive Income at January 1, 2016	\$ (248)	\$ (3,514)	\$ (3,762)
Other comprehensive income before reclassification	(377)	(443)	(820)
Amounts reclassified from accumulated other comprehensive income	(54)	145	91
Net current period other comprehensive income	(431)	(298)	(729)
Accumulated Other Comprehensive Income at December 31, 2016	<u>\$ (679)</u>	<u>\$ (3,812)</u>	<u>\$ (4,491)</u>

19. Accumulated Other Comprehensive Income (Loss) (continued)

The following is significant amounts reclassified out of each component of Accumulated Other Comprehensive Income (Loss) for the year ending December 31, 2016:

(Dollar amounts in thousands)

Details about Accumulated Other Comprehensive Income Components	Amount Reclassified From Accumulated Other Comprehensive Income	Affected Line Item in the Statement Where Net Income is Presented
Unrealized gains and losses on available-for-sale securities	\$ 82	Gain on sale of securities
	(28)	Tax effect
	<u>54</u>	Net of tax
Amortization of defined benefit pension items:		
Prior service costs	\$ 23	Compensation and employee benefits
Actuarial gains	(243)	Compensation and employee benefits
	<u>(220)</u>	Total before tax
	75	Tax effect
	<u>(145)</u>	Net of tax
Total reclassifications for the period	<u>\$ (91)</u>	

20. Mergers and Acquisitions*Northern Hancock Bank & Trust Co.*

On September 30, 2017, the Corporation completed the acquisition of Northern Hancock Bank & Trust Co. (Northern Hancock) in accordance with the terms of the Agreement and Plan of Merger, dated as of May 4, 2017, in exchange for 54,445 shares of common stock valued at \$1.7 million and \$22,000 in cash. The acquisition expanded the Corporation's franchise into a new market and increased the Corporation's consolidated total assets, loans and deposits.

The assets and liabilities of Northern Hancock were recorded on the Corporation's consolidated balance sheet at their estimated fair value as of September 30, 2017.

20. Mergers and Acquisitions (continued)

The following table summarizes the estimated fair value of the assets acquired, liabilities assumed and consideration transferred in connection with the acquisition:

(Dollar amounts in thousands)

Assets acquired:	
Cash and cash equivalents	\$ 2,539
Loans receivable	18,480
Federal bank stocks	11
Accrued interest receivable	103
Premises and equipment	708
Core deposit intangible	167
Prepaid expenses and other assets	766
Total assets acquired	<u>22,774</u>
Liabilities assumed:	
Deposits	19,748
Accrued interest payable	6
Accrued expenses and other liabilities	8
Total liabilities assumed	<u>19,762</u>
Identifiable net assets acquired	<u>3,012</u>
Consideration paid:	
Cash	22
Common stock	1,674
Total consideration	<u>1,696</u>
Gain on bargain purchase	<u>\$ 1,316</u>

In connection with the acquisition, the Corporation recognized approximately \$1.3 million of bargain purchase gain and a \$167,000 core deposit intangible. The core deposit intangible will be amortized over a weighted average estimated life of eight years using the double declining balance method. Core deposit intangible expense was \$11,000 for 2017 and is projected for the succeeding five years beginning 2018 to be \$40,000, \$30,000, \$22,000, \$17,000 and \$13,000 per year, respectively, and \$34,000 in total for years after 2022. The bargain purchase gain of \$1.3 million, recorded at the date of acquisition, represents the amount by which the acquisition-date fair value of the net identifiable assets acquired exceeded the fair value of the consideration transferred.

While the Corporation believes that the accounting for the acquisition is complete, the fair value of the acquired assets and liabilities noted in the table may change during the provisional period, which may last up to twelve months subsequent to the acquisition date. The Corporation may obtain additional information to refine the valuation of the acquired assets and liabilities and adjust the recorded fair value, although such adjustments are not expected to be significant.

The fair value of loans was estimated using discounted contractual cash flows. The book balance of the loans at the time of the acquisition was \$18.5 million before considering Northern Hancocks's allowance for loan losses, which was not carried over. The fair value disclosed above reflects a credit-related adjustment of \$(566,000) and an adjustment for other factors of \$537,000. Loans evidencing credit deterioration since origination (purchased credit impaired loans) included in loans receivable were immaterial.

20. Mergers and Acquisitions (continued)

Costs related to the acquisition for the year ended December 31, 2017 totaled \$1.1 million including system conversion costs, contract termination fees, legal fees, employee severance costs, accounting and auditing fees and other costs of \$421,000, \$279,000, \$173,000, \$108,000, \$55,000 and \$84,000, respectively.

United American Savings Bank.

On April 30, 2016, the Corporation completed its acquisition of United American Savings Bank (United American) in accordance with the terms of the Agreement and Plan of Merger, dated as of December 30, 2015, by and among the Corporation, the Bank and United American (the Merger Agreement). Pursuant to the Merger Agreement, the Corporation acquired United American through a reverse merger of a newly created, wholly-owned subsidiary of the Bank into United American. Immediately after the merger, United American merged with and into The Farmers National Bank of Emlenton, with The Farmers National Bank of Emlenton being the surviving bank. The Corporation acquired all of the outstanding shares of common stock of United American for cash consideration of \$13.2 million (\$42.67 per share).

The acquisition expanded the Corporation's franchise into contiguous markets and increased the Corporation's consolidated total assets, loans and deposits.

The assets and liabilities of United American were recorded on the Corporation's consolidated balance sheet at their estimated fair value as of April 30, 2016, and their results of operations have been included in the consolidated income statement since such date.

Included in the purchase price was goodwill and a core deposit intangible of \$6.6 million and \$232,000, respectively. Goodwill is the excess of the purchase price over the fair value of the identifiable net assets acquired and is the result of expected operational synergies and other factors. This goodwill is not expected to be deductible for tax purposes. The goodwill will not be amortized, but will be measured annually for impairment or more frequently if circumstances require. The core deposit intangible will be amortized over an estimated life of ten years using the double declining balance method. Core deposit intangible expense was \$40,000 for 2017 and is projected for the succeeding five years beginning 2018 to be \$32,000, \$26,000, \$21,000, \$17,000 and \$15,000 per year, respectively, and \$52,000 in total for years after 2020.

20. Mergers and Acquisitions (continued)

The following table summarizes the estimated fair value of the assets acquired and liabilities assumed:

(Dollar amounts in thousands)

Assets acquired:	
Cash and cash equivalents	\$ 9,899
Securities available for sale	60
Loans receivable	66,145
Federal bank stocks	978
Accrued interest receivable	187
Premises and equipment	1,169
Goodwill	6,624
Core deposit intangible	232
Prepaid expenses and other assets	989
Total assets acquired	<u>86,283</u>
Liabilities assumed:	
Deposits	72,700
Accrued interest payable	29
Accrued expenses and other liabilities	346
Total liabilities assumed	<u>73,075</u>
Consideration paid	<u><u>\$ 13,208</u></u>

The fair value of loans was determined using discounted cash flows. The book balance of the loans at the time of the acquisition was \$66.1 million before considering United American's allowance for loan losses, which was not carried over. The fair value disclosed above reflects a credit-related adjustment of (\$927,000) and an adjustment for other factors of \$982,000. Loans evidencing credit deterioration since origination (purchased credit impaired loans) included in loans receivable were immaterial.

Costs related to the acquisition for the year ended December 31, 2016, totaled \$401,000 including legal fees, system conversion costs and other costs of \$194,000, \$132,000 and \$75,000, respectively.

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Corporate Headquarters

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Phone: 844-767-2311
Website: www.emclairefinancial.com

Subsidiary Bank

The Farmers National Bank of Emlenton
Website: www.farmersnb.com

Annual Meeting

The annual meeting of the Corporation's stockholders will be held at 9:00 a.m., on Wednesday, April 25, 2018, at the main office building in Emlenton, Pennsylvania 16373.

Stockholder and Investor Information

Copies of annual reports, quarterly reports and related stockholder literature are available upon written request without charge to stockholders. Requests should be addressed to Matthew J. Lucco, Secretary, Emclaire Financial Corp, 612 Main Street, Emlenton, Pennsylvania 16373.

In addition, other public filings of the Corporation, including the Annual Report on Form 10-K, can be obtained from the Corporation's website.

Independent Registered Public Accounting Firm

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CORPORATE HEADQUARTERS

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