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

FORM 10-Q

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

For the quarterly period ended June 30, 2019

OR

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

For the transition period from _______ to _______

PathFinder BANCORP, INC.

(Exact Name of Company as Specified in its Charter)

Maryland	001-36695	38-3941859
(State of Other Jurisdiction of Incorporation)	(Commission File No.)	(I.R.S. Employer Identification No.)

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214 West First Street, Oswego, NY 13126
(Address of Principal Executive Office) (Zip Code)

(315) 343-0057
(Issuer's Telephone Number including area code)

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

Title of each class	Trading Symbol(s)	Name of each exchange on which registered
Common Stock, $0.01 par value	PBHC	The NASDAQ Stock Market LLC

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 Interactive Data File required to be submitted pursuant to Rule 405 of Regulation S-T (§232.405 of this Chapter) during the preceding 12 months (or for such shorter period that the registrant was required to submit such files).
YES ☒ NO ☐

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

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

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

Indicate by check mark whether the registrant is a shell company (as defined in Rule 12b-2 of the Exchange Act). YES ☐ NO ☒

As of August 8, 2019, there were 4,707,657 shares outstanding of the registrant’s common stock.

PATHFINDER BANCORP, INC.
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PART I - FINANCIAL INFORMATION
Item 1 – Consolidated Financial Statements

Pathfinder Bancorp, Inc.
Consolidated Statements of Condition
(Unaudited)

(In thousands, except share and per share data)	June 30, 2019	December 31, 2018
ASSETS:		
Cash and due from banks	$ 38,739	$ 9,610
Interest-earning deposits (including restricted balances of $0 and $3,993, respectively)	11,603	16,706
Total cash and cash equivalents	50,342	26,316
Available-for-sale securities, at fair value	117,530	177,664
Held-to-maturity securities, at amortized cost (fair value of $96,959 and $53,769, respectively)	95,324	53,908
Marketable equity securities, at fair value	510	453
Federal Home Loan Bank stock, at cost	4,443	5,937
Loans	692,823	620,270
Less: Allowance for loan losses	7,825	7,306
Loans receivable, net	684,998	612,964
Premises and equipment, net	22,247	20,623
Operating lease right-of-use assets	2,458	-
Accrued interest receivable	3,339	3,068
Foreclosed real estate	591	1,173
Intangible assets, net	157	165
Goodwill	4,536	4,536
Bank owned life insurance	17,163	16,941
Other assets	9,218	9,367
Total assets	$ 1,012,856	$ 933,115
LIABILITIES AND SHAREHOLDERS' EQUITY:		
Deposits:		
Interest-bearing	$ 713,475	$ 623,936
Noninterest-bearing	95,162	103,124
Total deposits	808,637	727,060
Short-term borrowings	29,000	39,000
Long-term borrowings	60,434	79,534
Subordinated loans	15,111	15,094
Accrued interest payable	446	304
Operating lease liabilities	2,711	-
Other liabilities	8,673	7,664
Total liabilities	925,012	868,656
Shareholders' equity:		
Preferred stock, par value $0.01 per share; no liquidation preference; 10,000,000 and 0 shares authorized, respectively; 1,155,283 and 0 shares issued and outstanding, respectively	12	-
Common stock, par value $0.01; 25,000,000 authorized shares; 4,707,657 and 4,362,328 shares issued and outstanding, respectively	47	44
Additional paid in capital	49,125	29,139
Retained earnings	42,389	42,114
Accumulated other comprehensive loss	(3,024)	(6,042)
Unearned ESOP	(944)	(1,034)
Total Pathfinder Bancorp, Inc. shareholders' equity	87,605	64,221
Noncontrolling interest	239	238
Total equity	87,844	64,459
Total liabilities and shareholders' equity	$ 1,012,856	$ 933,115

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

Pathfinder Bancorp, Inc.
Consolidated Statements of Income
(Unaudited)

(In thousands, except per share data)	For the three months ended June 30, 2019	For the three months ended June 30, 2018	For the six months ended June 30, 2019	For the six months ended June 30, 2018
Interest and dividend income:				
Loans, including fees	$ 8,222	$ 7,018	$ 15,797	$ 13,736
Debt securities:				
Taxable	1,655	1,171	3,454	2,299
Tax-exempt	51	217	159	465
Dividends	74	61	151	129
Federal funds sold and interest earning deposits	106	49	216	96
Total interest and dividend income	10,108	8,516	19,777	16,725
Interest expense:				
Interest on deposits	2,740	1,566	5,085	2,911
Interest on short-term borrowings	58	70	225	163
Interest on long-term borrowings	387	203	780	378
Interest on subordinated loans	217	210	434	413
Total interest expense	3,402	2,049	6,524	3,865
Net interest income	6,706	6,467	13,253	12,860
Provision for loan losses	610	297	754	910
Net interest income after provision for loan losses	6,096	6,170	12,499	11,950
Noninterest income:				
Service charges on deposit accounts	348	273	630	547
Earnings and gain on bank owned life insurance	101	108	222	181
Loan servicing fees	60	42	87	83
Net gains (losses) on sales and redemptions of investment securities	32	(22)	111	(129)
Gains on marketable equity securities	16	13	57	26
Net gains on sales of loans and foreclosed real estate	13	13	5	16
Debit card interchange fees	187	148	331	291
Insurance agency revenue	218	236	461	465
Other charges, commissions & fees	244	213	408	439
Total noninterest income	1,219	1,024	2,312	1,919
Noninterest expense:				
Salaries and employee benefits	3,454	3,211	7,104	6,190
Building occupancy	632	503	1,287	1,088
Data processing	587	453	1,162	912
Professional and other services	380	405	716	736
Advertising	242	281	481	468
FDIC assessments	130	135	241	255
Audits and exams	100	105	200	210
Insurance agency expense	229	325	428	489
Community service activities	144	141	282	228
Foreclosed real estate expenses	59	48	296	74
Other expenses	582	520	1,053	936
Total noninterest expense	6,539	6,127	13,250	11,586
Income before income taxes	776	1,067	1,561	2,283
Provision for income taxes	175	166	426	348
Net income attributable to noncontrolling interest and Pathfinder Bancorp, Inc.	601	901	1,135	1,935
Net (loss) income attributable to noncontrolling interest	(6)	(44)	14	(14)
Net income attributable to Pathfinder Bancorp Inc.	$ 607	$ 945	$ 1,121	$ 1,949
Convertible preferred stock dividends	69	-	69	-
Warrant dividend	8	-	8	-
Undistributed earnings allocated to participating securities	38	-	41	-
Net Income available to common shareholders	$ 492	$ 945	$ 1,003	$ 1,949
Earnings per common share - basic	$ 0.11	$ 0.23	$ 0.23	$ 0.47
Earnings per common share - diluted	$ 0.11	$ 0.22	$ 0.23	$ 0.46
Dividends per common share	$ 0.06	$ 0.06	$ 0.12	$ 0.12

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

Pathfinder Bancorp, Inc.
Consolidated Statements of Comprehensive Income
(Unaudited)

	For the three months ended		For the six months ended	
(In thousands)	June 30, 2019	June 30, 2018	June 30, 2019	June 30, 2018
Net Income	$ 601	$ 901	$ 1,135	$ 1,935
Other Comprehensive Income (Loss)				
Retirement Plans:				
Retirement plan net losses recognized in plan expenses	84	43	168	86
Unrealized holding gains (losses) on available-for-sale securities				
Unrealized holding gains (losses) arising during the period	1,759	(1,156)	3,748	(2,502)
Reclassification adjustment for net (gains) losses included in net income	(32)	22	(111)	129
Net unrealized gains (losses) on available-for-sale securities	1,727	(1,134)	3,637	(2,373)
Accretion of net unrealized loss on securities transferred to held-to-maturity(1)	9	470	15	163
Other comprehensive income (loss), before tax	1,820	(621)	3,820	(2,124)
Tax effect	(382)	162	(802)	555
Other comprehensive income (loss), net of tax	1,438	(459)	3,018	(1,569)
Comprehensive income	$ 2,039	$ 442	$ 4,153	$ 366
Comprehensive (loss) income, attributable to noncontrolling interest	$ (6)	$ (44)	$ 14	$ (14)
Comprehensive income attributable to Pathfinder Bancorp, Inc.	$ 2,045	$ 486	$ 4,139	$ 380
Tax Effect Allocated to Each Component of Other Comprehensive Income (Loss)				
Retirement plan net losses recognized in plan expenses	$ (18)	$ (11)	$ (37)	$ (22)
Unrealized holding gains (losses) arising during the period	(369)	302	(785)	654
Reclassification adjustment for net (gains) losses included in net income	7	(6)	23	(34)
Accretion of net unrealized loss on securities transferred to held-to-maturity(1)	(2)	(123)	(3)	(43)
Income tax effect related to other comprehensive income (loss)	$ (382)	$ 162	$ (802)	$ 555

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

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

Pathfinder Bancorp, Inc.
Consolidated Statements of Changes in Shareholders' Equity
Three months ended June 30, 2019 and June 30, 2018
(Unaudited)

(In thousands, except share and per share data)	Preferred Stock	Common Stock	Additional Paid in Capital	Retained Earnings	Accumulated Other Comprehensive Loss	Unearned ESOP	Non-controlling Interest	Total
Balance, March 31, 2019	$ -	$ 44	$ 29,454	$ 42,133	$ (4,462)	$ (989)	$ 258	$ 66,438
Net income	-	-	-	607	-	-	(6)	601
Other comprehensive income, net of tax	-	-	-	-	1,438	-	-	1,438
Proceeds of common stock private placement, net of expenses (1)	-	3	3,823	-	-	-	-	3,826
Proceeds of preferred stock private placement, net of expenses (1)	12	-	15,358	-	-	-	-	15,370
Effect of warrant issued from private placement (1)	-	-	373	-	-	-	-	373
ESOP shares earned (6,110 shares)	-	-	44	-	-	45	-	89
Restricted stock units (13,436 shares)	-	-	-	-	-	-	-	-
Stock based compensation	-	-	73	-	-	-	-	73
Common stock dividends declared ($0.06 per share)	-	-	-	(274)	-	-	-	(274)
Preferred stock dividends declared ($0.06 per share)	-	-	-	(69)	-	-	-	(69)
Warrant dividends declared ($0.06 per share)	-	-	-	(8)	-	-	-	(8)
Distributions from affiliates	-	-	-	-	-	-	(13)	(13)
Balance, June 30, 2019	$ 12	$ 47	$ 49,125	$ 42,389	$ (3,024)	$ (944)	$ 239	$ 87,844
Balance, March 31, 2018	$ -	$ 43	$ 28,384	$ 39,829	$ (5,012)	$ (1,169)	$ 363	$ 62,438
Net income	-	-	-	945	-	-	(44)	901
Other comprehensive loss, net of tax	-	-	-	-	(459)	-	-	(459)
ESOP shares earned (6,110 shares)	-	-	52	-	-	45	-	97
Restricted stock units (14,490 shares)		-	-	-	-	-	-	-
Stock based compensation	-	-	81	-	-	-	-	81
Stock options exercised	-	-	120	-	-	-	-	120
Cumulative effect of affiliate capital allocation	-	-	(8)	15	-	-	(7)	-
Common stock dividends declared ($0.06 per share)	-	-	-	(249)	-	-	-	(249)
Distributions from affiliates	-	-	-	-	-	-	(60)	(60)
Balance, June 30, 2018	$ -	$ 43	$ 28,629	$ 40,540	$ (5,471)	$ (1,124)	$ 252	$ 62,869

(1) On May 8, 2019, the Company entered into a Securities Purchase Agreement with an institutional investor, in which it sold: (i) 37,700 shares of the Company's common stock, (ii) 1,155,283 shares of a new series of preferred stock, Series B convertible perpetual preferred stock; and (iii) a warrant to purchase 125,000 shares of common stock in a private placement transaction. The Company also entered into Subscription Agreements with certain directors and executive officers of the Company as well as other accredited investors. Pursuant to the Subscription Agreements, the investors purchased an aggregate of 269,277 shares of common stock.

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

Pathfinder Bancorp, Inc.
Consolidated Statements of Changes in Shareholders' Equity
Six months ended June 30, 2019 and June 30, 2018
(Unaudited)

(In thousands, except share and per share data)	Preferred Stock	Common Stock	Additional Paid in Capital	Retained Earnings	Accumulated Other Comprehensive Loss	Unearned ESOP	Non-controlling Interest	Total
Balance, January 1, 2019	$ -	$ 44	$ 29,139	$ 42,114	$ (6,042)	$ (1,034)	$ 238	$ 64,459
Net income	-	-	-	1,121	-	-	14	1,135
Other comprehensive income, net of tax	-	-	-	-	3,018	-	-	3,018
Proceeds of common stock private placement, net of expenses (1)	-	3	3,823	-	-	-	-	3,826
Proceeds of preferred stock private placement, net of expenses (1)	12	-	15,358	-	-	-	-	15,370
Effect of warrant issued from private placement (1)	-	-	373	-	-	-	-	373
ESOP shares earned (12,221 shares)	-	-	86	-	-	90	-	176
Restricted stock units (13,436 shares)	-	-	-	-	-	-	-	-
Stock based compensation	-	-	146	-	-	-	-	146
Stock options exercised	-	-	200	-	-	-	-	200
Cumulative effect of change in measurement of operating leases (2)	-	-	-	(239)	-	-	-	(239)
Common stock dividends declared ($0.12 per share)	-	-	-	(530)	-	-	-	(530)
Preferred stock dividends declared ($0.06 per share)	-	-	-	(69)	-	-	-	(69)
Warrant dividends declared ($0.06 per share)	-	-	-	(8)	-	-	-	(8)
Distributions from affiliates	-	-	-	-	-	-	(13)	(13)
Balance, June 30, 2019	$ 12	$ 47	$ 49,125	$ 42,389	$ (3,024)	$ (944)	$ 239	$ 87,844
Balance, January 1, 2018	$ -	$ 43	$ 28,170	$ 39,020	$ (4,208)	$ (1,214)	$ 333	$ 62,144
Net income (loss)	-	-	-	1,949	-	-	(14)	1,935
Other comprehensive loss, net of tax	-	-	-	-	(1,569)	-	-	(1,569)
ESOP shares earned (12,221 shares)	-	-	101	-	-	90	-	191
Restricted stock units (14,490 shares)	-	-	-	-	-	-	-	-
Stock based compensation	-	-	162	-	-	-	-	162
Stock options exercised	-	-	204	-	-	-	-	204
Cumulative effect of change in measurement of equity securities (3)	-	-	-	53	(53)	-	-	-
Cumulative effect of change in investment securities transfer (4)	-	-	-	-	359	-	-	359
Common stock dividends declared ($0.12 per share)	-	-	-	(497)	-	-	-	(497)
Cumulative effect of affiliate capital allocation	-	-	(8)	15	-	-	(7)	-
Distributions from affiliates	-	-	-	-	-	-	(60)	(60)
Balance, June 30, 2018	$ -	$ 43	$ 28,629	$ 40,540	$ (5,471)	$ (1,124)	$ 252	$ 62,869

(1) On May 8, 2019, the Company entered into a Securities Purchase Agreement with an institutional investor, in which it sold: (i) 37,700 shares of the Company's common stock, (ii) 1,155,283 shares of a new series of preferred stock, Series B convertible perpetual preferred stock; and (iii) a warrant to purchase 125,000 shares of common stock in a private placement transaction. The Company also entered into Subscription Agreements with certain directors and executive officers of the Company as well as other accredited investors. Pursuant to the Subscription Agreements, the investors purchased an aggregate of 269,277 shares of common stock.

(2) Cumulative effect of the adoption of ASU 2016-02, Leases (Topic 842), based on the difference in the right-of-use asset and lease liability as of January 1, 2019.

(3) Cumulative effect of unrealized gain on marketable equity securities based on the adoption of ASU 2016-01 - Financial Instruments - Overall (Subtopic 825-10): Recognition and Measurement of Financial Assets and Liabilities.

(4) Cumulative effect of unrealized gains on the transfer of 52 investment securities from held-to-maturity classification to available-for-sale classification based on the adoption of ASU 2017-12: Derivatives and Hedging (Topic 815): Targeted Improvements to Accounting for Hedging Activities.

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

Pathfinder Bancorp, Inc.
Consolidated Statements of Cash Flows
(Unaudited)

(In thousands)	For the six months ended June 30, 2019	2018
OPERATING ACTIVITIES		
Net income attributable to Pathfinder Bancorp, Inc.	$ 1,121	$ 1,949
Adjustments to reconcile net income to net cash flows from operating activities:		
Provision for loan losses	754	910
Amortization of operating leases	15	-
Proceeds from sales of loans	48	-
Originations of loans held-for-sale	(47)	-
Realized (gains) losses on sales, redemptions and calls of:		
Real estate acquired through foreclosure	-	(16)
Loans	(5)	-
Available-for-sale investment securities	(111)	131
Held-to-maturity investment securities	-	(2)
Premises and equipment	-	(8)
Marketable equity securities	(57)	(26)
Depreciation	744	578
Amortization of mortgage servicing rights	2	22
Amortization of deferred loan costs	128	150
Amortization of deferred financing from subordinated debt	17	17
Earnings and gain on bank owned life insurance	(222)	(181)
Net amortization of premiums and discounts on investment securities	618	994
Amortization of intangible assets	8	9
Stock based compensation and ESOP expense	322	353
Net change in accrued interest receivable	(271)	322
Pension plan contribution	-	(825)
Net change in other assets and liabilities	14	674
Net cash flows from operating activities	3,078	5,051
INVESTING ACTIVITIES		
Purchase of investment securities available-for-sale	(12,280)	(34,427)
Purchase of investment securities held-to-maturity	(46,970)	-
Purchase of Federal Home Loan Bank stock	(2,605)	(4,660)
Proceeds from redemption of Federal Home Loan Bank stock	4,099	4,127
Proceeds from maturities and principal reductions of investment securities available-for-sale	12,044	24,941
Proceeds from maturities and principal reductions of investment securities held-to-maturity	5,035	4,688
Proceeds from sales, redemptions and calls of:		
Available-for-sale investment securities	63,486	27,125
Held-to-maturity investment securities	548	967
Real estate acquired through foreclosure	1,085	496
Premise and equipment	-	14
Purchase of bank owned life insurance	-	(5,000)
Proceeds from bank owned life insurance	-	228
Net change in loans	(73,419)	(27,044)
Purchase of premises and equipment	(2,368)	(1,159)
Net cash flows from investing activities	(51,345)	(9,704)

FINANCING ACTIVITIES		
Net change in demand deposits, NOW accounts, savings accounts, money management deposit accounts, MMDA accounts and escrow deposits	(14,292)	(2,634)
Net change in time deposits	61,781	1,842
Net change in brokered deposits	34,088	10,358
Net change in short-term borrowings	(10,000)	(4,000)
Payments on long-term borrowings	(19,100)	-
Proceeds from long-term borrowings	-	14,215
Proceeds from exercise of stock options	200	204
Cash dividends paid to common shareholders	(526)	(502)
Net proceeds from common stock private placement	4,199	-
Net proceeds from preferred stock private placement	15,370	-
Proceeds from finance lease transaction	572	-
Change in noncontrolling interest, net	1	(81)
Net cash flows from financing activities	72,293	19,402
Change in cash and cash equivalents	24,026	14,749
Cash and cash equivalents at beginning of period	26,316	21,991
Cash and cash equivalents at end of period	$ 50,342	$ 36,740
CASH PAID DURING THE PERIOD FOR:		
Interest	$ 6,382	$ 3,793
Income taxes	-	645
NON-CASH INVESTING ACTIVITY		
Real estate acquired in exchange for loans	503	109
RESTRICTED CASH		
Federal Reserve Bank Reserve Requirements included in interest earning deposits	-	4,365

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

Note 1: Basis of Presentation

The accompanying unaudited consolidated financial statements of Pathfinder Bancorp, Inc., (the "Company"), Pathfinder Bank (the "Bank") and its other wholly owned subsidiaries have been prepared in accordance with accounting principles generally accepted in the United States of America for interim financial information, the instructions for Form 10-Q and Article 8 of Regulation S-X. Accordingly, they do not include all of the information and footnotes necessary for a complete presentation of consolidated financial condition, results of operations and cash flows in conformity with generally accepted accounting principles. In the opinion of management, all adjustments, consisting of normal recurring accruals considered necessary for a fair presentation, have been included. Certain amounts in the 2018 consolidated financial statements may have been reclassified to conform to the current period presentation. These reclassifications had no effect on net income or comprehensive income as previously reported. Operating results for the three and six months ended June 30, 2019 are not necessarily indicative of the results that may be expected for the full year ending December 31, 2019 or any other interim period.

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

Although the Company owns, through its subsidiary Pathfinder Risk Management Company, Inc., 51% of the membership interest in FitzGibbons Agency, LLC ("Agency"), the Company is required to consolidate 100% of the Agency within the consolidated financial statements. The 49% of which the Company does not own is accounted for separately as noncontrolling interests within the consolidated financial statements.

Note 2: New Accounting Pronouncements

The Financial Accounting Standards Board ("FASB") and, to a lesser extent, other authoritative rulemaking bodies promulgate generally accepted accounting principles ("GAAP") to regulate the standards of accounting in the United States. From time to time, the FASB issues new GAAP standards, known as Accounting Standards Updates ("ASUs") some of which, upon adoption, may have the potential to change the way in which the Company recognizes or reports within its consolidated financial statements. The following presentation provides a description of the accounting standards that are not currently effective, but could have an impact on the Company's consolidated financial statements upon adoption.

Standards Not Yet Adopted as of June 30, 2019

Standard: Measurement of Credit Losses on Financial Instruments (*ASU 2016-13: Financial Instruments—Credit Losses [Topic 326]: Measurement of Credit Losses on Financial Instruments*)

Description: The amended guidance replaces the current incurred loss model for determining the allowance for credit losses. The guidance requires financial assets measured at amortized cost to be presented at the net amount expected to be collected. The allowance for credit losses will represent a valuation account that is deducted from the amortized cost basis of the financial assets to present their net carrying value at the amount expected to be collected. The income statement will reflect the measurement of credit losses for newly recognized financial assets as well as expected increases or decreases of expected credit losses that have taken place during the period. When determining the allowance, expected credit losses over the contractual term of the financial asset(s) (taking into account prepayments) will be estimated considering relevant information about past events, current conditions, and reasonable and supportable forecasts that affect the collectability of the reported amount. The amended guidance also requires recording an allowance for credit losses for purchased financial assets with a more-than-insignificant amount of credit deterioration since origination. The initial allowance for these assets will be added to the purchase price at acquisition rather than being reported as an expense. Subsequent changes in the allowance will be recorded through the income statement as an expense adjustment. In addition, the amended guidance requires credit losses relating to available-for-sale debt securities to be recorded through an allowance for credit losses. The calculation of credit losses for available-for-sale securities will be similar to how it is determined under existing guidance.

Required Date of Implementation: January 1, 2020 (early adoption permitted as of January 1, 2019). On July 17, the FASB made a tentative decision to change the CECL effective date for all non-SEC filing companies and SEC filers considered small reporting companies (SRCs), such as the Company. Under this tentative decision, SRCs will have until January 1, 2023 to implement this Update. This decision is still subject to potential modification, following a designated comment period, and final promulgation. It is considered likely, however, that the mandatory implementation date for this Update will be extended to the newly-proposed date.

Effect on Consolidated Financial Statements: The Company is assessing the new guidance to determine what modifications to existing credit estimation processes may be required. The Company expects that the new guidance will result in an increase in its allowance for credit losses as a result of considering credit losses over the expected life of its loan and debt securities portfolios. Increases in the level of allowances will also reflect new requirements to include estimated credit losses on investment securities classified as held-to-maturity, if any. The Company has formed an Implementation Committee, whose membership includes representatives of senior management, to develop plans that will encompass: (1) internal methodology changes (2) data collection and management activities, (3) internal communication requirements, and (4) estimation of the projected impact of this guidance. The amount of any change in the allowance for credit losses resulting from the new guidance will ultimately be impacted by the provisions of this guidance as well as by the loan and debt security portfolios composition and asset quality at the adoption date, and economic conditions and forecasts at the time of adoption.

Standard: Transition Relief for the Implementation of ASU-2016-13 (*ASU 2019-5: Financial Instruments—Credit Losses [Topic 326]: Targeted Transition Relief*)

Description: The amendments in this ASU provide entities that have certain instruments within the scope of Subtopic 326-20, Financial Instruments—Credit Losses— Measured at Amortized Cost, with an option to irrevocably elect the fair value option in Subtopic 825-10, Financial Instruments—Overall, applied on an instrument-by-instrument basis for eligible instruments, upon adoption of Topic 326. The fair value option election does not apply to held-to-maturity debt securities. An entity that elects the fair value option should subsequently apply the guidance in Subtopics 820-10, Fair Value Measurement—Overall, and 825-10.

General guidance for the use of the fair value option is contained in Subtopic 825-10. The irrevocable election of the fair value option must be applied on an instrument-by-instrument basis for eligible instruments, whose characteristics are within the scope of Subtopic 326-20. Upon adoption of Topic 326, for items measured at fair value in accordance with paragraph 326-10-65-1(i), the difference between the carrying amount and the fair value shall be recorded by means of a cumulative-effect adjustment to the opening retained earnings balance as of the beginning of the first reporting period that an entity has adopted ASU 2016-13. Those differences may include, but are not limited to: (1) unamortized deferred costs, fees, premiums, and discounts (2) valuation allowances (for example, allowance for loan losses), or (3) accrued interest.

Required Date of Implementation: See comments above related to ASU 2016-13.

Effect on Consolidated Financial Statements: See comments above related to ASU 2016-13.

Standard: Simplifying the Test for Goodwill Impairment (*ASU 2017-04: Intangibles—Goodwill and Other [Topic 350]: Simplifying the Test for Goodwill Impairment*)

Description: Current guidance requires a two-step approach to determining if recorded goodwill is impaired. In Step 1, reporting entities must first evaluate whether or not the carrying value of a reporting unit is greater than its fair value. In Step 2, if a reporting unit's carrying value is greater than its fair value, then the entity should calculate the implied fair value of goodwill. If the carrying value of goodwill is more than the implied fair value, an impairment charge for the difference must be recorded. The amended guidance eliminates Step 2 from the goodwill impairment test. Therefore, under the new guidance, if the carrying value of a reporting unit is greater than its fair value, a goodwill impairment charge will be recorded for the difference (up to the carrying value of the recorded goodwill).

Required Date of Implementation: January 1, 2020 (early adoption permitted).

Effect on Consolidated Financial Statements: The amendments should be applied using a prospective transition method. The Company does not expect the guidance will have a material impact on its consolidated financial statements, unless at some point in the future one of its reporting units were to fail Step 1 of the goodwill impairment test.

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Standard: Fair Value Measurement (*ASU 2018-13: Fair Value Measurement [Topic 820]: Disclosure Framework Changes to the Disclosure Requirements for Fair Value Measurement*

Description: The FASB is issuing the amendments in this ASU as part of the disclosure framework project. The disclosure framework project's objective and primary focus are to improve the effectiveness of disclosures in the notes to financial statements by facilitating clear communication of the information required by GAAP that is most important to users of each entity's financial statements. The amendments in this ASU modify the disclosure requirements for entities such as the Company on fair value measurements in Topic 820, Fair Value Measurement.

The following disclosure requirements were removed from Topic 820:

1. The amount of and reasons for transfers between Level 1 and Level 2 of the fair value hierarchy
2. The policy for timing of transfers between levels
3. The valuation processes for Level 3 fair value measurements

The following disclosure requirements were modified in Topic 820:

1. For investments in certain entities that calculate net asset value, an entity is required to disclose the timing of liquidation of an investee's assets and the date when restrictions from redemption might lapse only if the investee has communicated the timing to the entity or announced the timing publicly.
2. The amendments clarify that the measurement uncertainty disclosure is to communicate information about the uncertainty in measurement as of the reporting date.

The following disclosure requirements were added to Topic 820:

1. The changes in unrealized gains and losses for the period included in other comprehensive income for recurring Level 3 fair value measurements held at the end of the reporting period
2. The range and weighted average of significant unobservable inputs used to develop Level 3 fair value measurements. For certain unobservable inputs, an entity may disclose other quantitative information (such as the median or arithmetic average) in lieu of the weighted average if the entity determines that other quantitative information would be a more reasonable and rational method to reflect the distribution of unobservable inputs used to develop Level 3 fair value measurements.

Required Date of Implementation: The amendments in this ASU are effective for all entities for fiscal years, and interim periods within those fiscal years, beginning after December 15, 2019. The amendments on changes in unrealized gains and losses, the range and weighted average of significant unobservable inputs used to develop Level 3 fair value measurements, and the narrative description of measurement uncertainty should be applied prospectively for only the most recent interim or annual period presented in the initial fiscal year of adoption. All other amendments should be applied retrospectively to all periods presented upon their effective date. Early adoption is permitted upon issuance of this Update. An entity is permitted to early adopt any removed or modified disclosures upon issuance of this ASU and delay adoption of the additional disclosures until their effective date.

Effect on Consolidated Financial Statements: The Company does not expect the new guidance will have a material impact to its consolidated statements of condition or income.

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Standard: Compensation (*ASU 2018-14: Compensation - Retirement Benefits - Defined Benefit Plans - General [Subtopic 715 – 20]: Disclosure Framework - Changes to the Disclosure Requirements for Defined Benefit Plans)*
Description: The FASB is issuing the amendments in this ASU as part of the disclosure framework project. The amendments in this ASU modify the disclosure requirements for employers that sponsor defined benefit pension or other postretirement plans.

The following disclosure requirements are removed from Subtopic 715-20:
1. The amounts in accumulated other comprehensive income expected to be recognized as components of net periodic benefit cost over the next fiscal year.
2. The amount and timing of plan assets expected to be returned to the employer.
3. Related party disclosures about the amount of future annual benefits covered by insurance and annuity contracts and significant transactions between the employer or related parties and the plan.
4. The effects of a one-percentage-point change in assumed health care cost trend rates on the (a) aggregate of the service and interest cost components of net periodic benefit costs and (b) benefit obligation for postretirement health care benefits.

The following disclosure requirements are added to Subtopic 715-20:
1. The weighted-average interest crediting rates for cash balance plans and other plans with promised interest crediting rates.
2. An explanation of the reasons for significant gains and losses related to changes in the benefit obligation for the period.

The amendments in this ASU also clarify the disclosure requirements in paragraph 715-20-50-3, which state that the following information for defined benefit pension plans should be disclosed:
1. The projected benefit obligation (PBO) and fair value of plan assets for plans with PBOs in excess of plan assets.
2. The accumulated benefit obligation (ABO) and fair value of plan assets for plans with ABOs in excess of plan assets.

Required Date of Implementation: The amendments in this ASU are effective for fiscal years ending after December 15, 2020, for public business entities and for fiscal years ending after December 15, 2021, for all other entities. Early adoption is permitted for all entities.

Effect on Consolidated Financial Statements: The Company does not expect the new guidance will have a material impact to its consolidated statements of condition or income.

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Standard: Leases (*ASU 2019-1: Leases [Topic 842] Codification Improvements)*

Description: On February 25, 2016, the FASB issued Accounting Standards ASU No. 2016- 02, Leases [Topic 842], to increase transparency and comparability among organizations by recognizing lease assets and lease liabilities on the balance sheet and disclosing essential information about leasing transactions. ASU 2019-1 addresses three Issues: (1) Determining the fair value of the underlying asset by lessors that are not manufacturers or dealers; (2) Presentation on the statement of cash flows for sales-type and direct financing leases; and (3) Transition disclosures related to Topic 250, *Accounting Changes and Error Corrections*.

The amendments in this ASU address Issue 1, described above, and reinstate the exception in Topic 842 for lessors that are not manufacturers or dealers (generally financial institutions and captive finance companies). Specifically, those lessors will use their cost, reflecting any volume or trade discounts that may apply, as the fair value of the underlying asset. However, if significant time lapses between the acquisition of the underlying asset and lease commencement, those lessors will be required to apply the definition of fair value (exit price) in Topic 820.

Topic 840 does not provide guidance on how cash received from leases by lessors from sales-type and direct financing leases should be presented in the cash flow statement. The amendments in this ASU address Issue 2, described above, as to the concerns of lessors within the scope of Topic 942 about where “principal payments received under leases” should be presented. Specifically, lessors that are depository and lending institutions within the scope of Topic 942 will present all “principal payments received under leases” within investing activities in the Statement of Cash Flows.

Required Date of Implementation: The amendments in this ASU amend Topic 842. The effective date of those amendments for public business entities, such as the Company, is for fiscal years beginning after December 15, 2019 and interim periods within those fiscal years.

Effect on Consolidated Financial Statements: The Company does not expect that the new guidance will have a material impact to its consolidated statements of condition or income.

Standard: Various Codification Improvements *(ASU 2019-4: Codification Improvements to Topic 326, Financial Instruments—Credit Losses, Topic 815, Derivatives and Hedging, and Topic 825, Financial Instruments)*

Description: Since 2016, the FASB has issued the following Updates related to financial instruments:
1. Accounting Standards Update No. 2016-01, *Financial Instruments— Overall [Subtopic 825-10]: Recognition and Measurement of Financial Assets and Financial Liabilities*;
2. Accounting Standards Update No. 2016-13, *Financial Instruments— Credit Losses [Topic 326]: Measurement of Credit Losses on Financial Instruments;* and
3. Accounting Standards Update No. 2017-12, *Derivatives and Hedging [Topic 815]: Targeted Improvements to Accounting for Hedging Activities.*

The FASB has an ongoing project on its agenda for improving the Codification or correcting its unintended application. The items addressed in that project generally are not expected to have a significant effect on current accounting practice or to create a significant administrative cost for most entities. The amendments in this ASU are similar to those items and are summarized below.

For Codification Improvements specific to ASU 2016-01, the following topics were covered within ASU 2019-04:

- Scope Clarifications
- Held-to-Maturity Debt Securities Fair Value Disclosures
- Applicability of Topic 820 to the Measurement Alternative
- Remeasurement of Equity Securities at Historical Exchange Rates

The amendments to Topic 326 and other Topics in this Update include items related to the amendments in Update 2016-13 discussed at the June 2018 and November 2018 Credit Losses Transition Resource Group (“TRG”) meetings. The amendments clarify or address stakeholders' specific issues about certain aspects of the amendments in Update 2016-13 on a number of different topics, including the following:

- Accrued Interest
- Transfers between Classifications or Categories for Loans and Debt Securities
- Recoveries
- Consideration of Prepayments in Determining the Effective Interest Rate
- Consideration of Estimated Costs to Sell When Foreclosure Is Probable
- Vintage Disclosures— Line-of-Credit Arrangements Converted to Term Loans
- Contractual Extensions and Renewals

The ASU also covered a number of issues that related to hedge accounting (ASU-2017-12) including:

- Partial-Term Fair Value Hedges of Interest Rate Risk
- Amortization of Fair Value Hedge Basis Adjustments
- Disclosure of Fair Value Hedge Basis Adjustments
- Consideration of the Hedged Contractually Specified Interest Rate under the Hypothetical Derivative Method
- Scoping for Not-for-Profit Entities
- Hedge Accounting Provisions Applicable to Certain Private Companies and Not-for- Profit Entities
- Application of a First- Payments-Received Cash Flow Hedging Technique to Overall Cash Flows on a Group of Variable Interest Payments
- Transition Guidance

Required Dates of Implementation: This ASU 2019-04 has various implementation dates dependent on a number of factors as it pertains to the above items. The Company has adopted ASU 2016-01.

Effect on Consolidated Financial Statements: The Company does not expect that the new guidance will have a material impact to its consolidated statements of condition or income.

Note 3: Earnings per Common Share

The Company entered into a Securities Purchase Agreement with Castle Creek Capital Partners VII, L.P. on May 8, 2019. As a result of that agreement, the Company has common stock, Series B convertible perpetual preferred stock and a warrant that are all eligible to participate in dividends equal to the common stock dividends on a per share basis. Securities that participate in dividends, such as the Company's preferred stock and warrant, are considered "participating securities." The Company calculates net income available to common shareholders using the two-class method required for capital structures that include participating securities.

In applying the two-class method for the three and six months ended June 30, 2019, basic net income per share was calculated by dividing net income (less any dividends on participating securities) by the weighted average number of shares of common stock and participating securities outstanding for the period. Diluted earnings per share may include the additional effect of other securities, if dilutive, in which case the dilutive effect of such securities is calculated by applying either the two-class method or the Treasury Stock method to the assumed exercise or vesting of potentially dilutive common shares. The method yielding the more dilutive result is ultimately reported for the applicable period. Potentially dilutive common stock equivalents primarily consist of employee stock options and restricted stock units. Unallocated common shares held by the ESOP are not included in the weighted average number of common shares outstanding for purposes of calculating earnings per common share until they are committed to be released to plan participants.

Basic earnings per share for the three and six months ended June 30, 2018 were calculated by dividing net income available to common shareholders by the weighted average number of common shares outstanding during the period. Net income available to common shareholders is net income to Pathfinder Bancorp, Inc. less the total of preferred dividends declared, if any. Diluted earnings per share include the potential dilutive effect that could occur upon the assumed exercise of issued stock options using the Treasury Stock method. Unallocated common shares held by the ESOP are not included in the weighted average number of common shares outstanding for purposes of calculating earnings per common share until they are committed to be released to plan participants.

Anti-dilutive shares are common stock equivalents with average exercise prices in excess of the weighted average market price for the period presented. Anti-dilutive stock options, not included in the computation below, were -0- for the three and six months ended June 30, 2019 and were -0- for the three and six months ended June 30, 2018.

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

	Three months ended June 30,		Six months ended June 30,	
(In thousands, except per share data)	2019	2018	2019	2018
Net income attributable to Pathfinder Bancorp, Inc.	$ 607	$ 945	$ 1,121	$ 1,949
Convertible preferred stock dividends	69	-	69	-
Warrant dividends	8	-	8	-
Undistributed earnings allocated to participating securities	38	-	41	-
Net income available to common shareholders	$ 492	$ 945	$ 1,003	$ 1,949
Basic weighted average common shares outstanding	4,443	4,157	4,344	4,138
Effect of assumed exercise of stock options and unvested restricted stock units	-	99	-	108
Diluted weighted average common shares outstanding	4,443	4,256	4,344	4,246
Basic earnings per common share	$ 0.11	$ 0.23	$ 0.23	$ 0.47
Diluted earnings per common share	$ 0.11	$ 0.22	$ 0.23	$ 0.46

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Note 4: Investment Securities

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

	June 30, 2019			
(In thousands)	Amortized Cost	Gross Unrealized Gains	Gross Unrealized Losses	Estimated Fair Value
Available-for-Sale Portfolio				
Debt investment securities:				
US Treasury, agencies and GSEs	$ 12,124	$ -	$ (41)	$ 12,083
State and political subdivisions	4,929	2	(3)	4,928
Corporate	15,282	309	(49)	15,542
Asset backed securities	16,985	176	(24)	17,137
Residential mortgage-backed - US agency	18,819	46	(74)	18,791
Collateralized mortgage obligations - US agency	34,607	40	(665)	33,982
Collateralized mortgage obligations - Private label	14,774	128	(40)	14,862
Total	117,520	701	(896)	117,325
Equity investment securities:				
Common stock - financial services industry	205	-	-	205
Total	205	-	-	205
Total available-for-sale	$ 117,725	$ 701	$ (896)	$ 117,530
Held-to-Maturity Portfolio				
Debt investment securities:				
US Treasury, agencies and GSEs	$ 2,993	$ -	$ (4)	$ 2,989
State and political subdivisions	6,615	85	-	6,700
Corporate	20,194	420	(40)	20,574
Asset backed securities	10,653	165	-	10,818
Residential mortgage-backed - US agency	17,135	577	-	17,712
Collateralized mortgage obligations - US agency	17,804	424	-	18,228
Collateralized mortgage obligations - Private label	19,930	57	(49)	19,938
Total held-to-maturity	$ 95,324	$ 1,728	$ (93)	$ 96,959

(In thousands)	December 31, 2018 Amortized Cost	Gross Unrealized Gains	Gross Unrealized Losses	Estimated Fair Value
Available-for-Sale Portfolio				
Debt investment securities:				
US Treasury, agencies and GSEs	$ 17,171	$ 18	$ (158)	$ 17,031
State and political subdivisions	23,661	6	(602)	23,065
Corporate	17,389	220	(409)	17,200
Asset backed securities	18,243	13	(137)	18,119
Residential mortgage-backed - US agency	32,409	34	(777)	31,666
Collateralized mortgage obligations - US agency	48,101	31	(1,691)	46,441
Collateralized mortgage obligations - Private label	24,317	17	(398)	23,936
Total	181,291	339	(4,172)	177,458
Equity investment securities:				
Common stock - financial services industry	206	-	-	206
Total	206	-	-	206
Total available-for-sale	$ 181,497	$ 339	$ (4,172)	$ 177,664
Held-to-Maturity Portfolio				
Debt investment securities:				
US Treasury, agencies and GSEs	$ 3,987	$ -	$ (35)	$ 3,952
State and political subdivisions	5,089	22	(84)	5,027
Corporate	9,924	4	(182)	9,746
Asset backed securities	1,509	-	(13)	1,496
Residential mortgage-backed - US agency	11,601	124	(47)	11,678
Collateralized mortgage obligations - US agency	13,972	93	(13)	14,052
Collateralized mortgage obligations - Private label	7,826	17	(25)	7,818
Total held-to-maturity	$ 53,908	$ 260	$ (399)	$ 53,769

The amortized cost and estimated fair value of debt investments at June 30, 2019 by contractual maturity are shown below. Expected maturities may differ from contractual maturities because borrowers may have the right to call or prepay obligations with or without penalties.

(In thousands)	Available-for-Sale Amortized Cost	Available-for-Sale Estimated Fair Value	Held-to-Maturity Amortized Cost	Held-to-Maturity Estimated Fair Value
Due in one year or less	$ 8,355	$ 8,345	$ 3,100	$ 3,105
Due after one year through five years	12,044	12,302	16,337	16,594
Due after five years through ten years	21,490	21,566	13,163	13,461
Due after ten years	7,431	7,477	7,855	7,921
Sub-total	49,320	49,690	40,455	41,081
Residential mortgage-backed - US agency	18,819	18,791	17,135	17,712
Collateralized mortgage obligations - US agency	34,607	33,982	17,804	18,228
Collateralized mortgage obligations - Private label	14,774	14,862	19,930	19,938
Totals	$ 117,520	$ 117,325	$ 95,324	$ 96,959

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

	June 30, 2019														
	Less than Twelve Months					Twelve Months or More					Total				
(Dollars in thousands)	Number of Individual Securities		Unrealized Losses		Fair Value	Number of Individual Securities		Unrealized Losses		Fair Value	Number of Individual Securities		Unrealized Losses		Fair Value
Available-for-Sale Portfolio															
US Treasury, agencies and GSE's	2	$	(32)	$	7,039	1	$	(9)	$	5,024	3	$	(41)	$	12,063
State and political subdivisions	-		-		-	1		(3)		3,001	1		(3)		3,001
Corporate	1		(1)		758	5		(48)		4,000	6		(49)		4,758
Asset backed securities	1		(1)		1,267	2		(23)		3,134	3		(24)		4,401
Residential mortgage-backed - US agency	-		-		-	9		(74)		9,684	9		(74)		9,684
Collateralized mortgage obligations - US agency	2		(1)		1,257	22		(664)		26,306	24		(665)		27,563
Collateralized mortgage obligations - Private label	2		(5)		3,505	4		(35)		3,605	6		(40)		7,110
Totals	8	$	(40)	$	13,826	44	$	(856)	$	54,754	52	$	(896)	$	68,580
Held-to-Maturity Portfolio															
US Treasury, agencies and GSE's	-	$	-	$	-	2	$	(4)	$	1,996	2	$	(4)	$	1,996
State and political subdivisions	-		-		-	1		-		101	1		-		101
Corporate	1		(1)		1,011	2		(39)		2,849	3		(40)		3,860
Residential mortgage-backed - US agency	-		-		-	1		-		241	1		-		241
Collateralized mortgage obligations - US agency	-		-		-	-		-		-	-		-		-
Collateralized mortgage obligations - Private label	2		(44)		4,001	2		(5)		1,466	4		(49)		5,467
Totals	3	$	(45)	$	5,012	8	$	(48)	$	6,653	11	$	(93)	$	11,665

	December 31, 2018														
	Less than Twelve Months					Twelve Months or More					Total				
(Dollars in thousands)	Number of Individual Securities		Unrealized Losses		Fair Value	Number of Individual Securities		Unrealized Losses		Fair Value	Number of Individual Securities		Unrealized Losses		Fair Value
Available-for-Sale Portfolio															
US Treasury, agencies and GSE's	1	$	(22)	$	977	2	$	(136)	$	12,017	3	$	(158)	$	12,994
State and political subdivisions	5		(76)		5,213	26		(526)		14,206	31		(602)		19,419
Corporate	10		(137)		8,266	4		(272)		3,374	14		(409)		11,640
Asset backed securities	7		(91)		10,470	2		(46)		3,059	9		(137)		13,529
Residential mortgage-backed - US agency	6		(83)		3,519	21		(694)		24,154	27		(777)		27,673
Collateralized mortgage obligations - US agency	3		(98)		2,792	28		(1,593)		35,765	31		(1,691)		38,557
Collateralized mortgage obligations - Private label	7		(275)		14,011	5		(123)		5,907	12		(398)		19,918
Totals	39	$	(782)	$	45,248	88	$	(3,390)	$	98,482	127	$	(4,172)	$	143,730
Held-to-Maturity Portfolio															
US Treasury, agencies and GSE's	1	$	(8)	$	982	3	$	(27)	$	2,970	4	$	(35)	$	3,952
State and political subdivisions	-		-		-	6		(84)		2,310	6		(84)		2,310
Corporate	4		(41)		3,214	2		(141)		2,507	6		(182)		5,721
Asset backed securities	1		(13)		1,496	-		-		-	1		(13)		1,496
Residential mortgage-backed - US agency	3		(8)		1,447	2		(39)		1,769	5		(47)		3,216
Collateralized mortgage obligations - US agency	4		(13)		3,972	-		-		-	4		(13)		3,972
Collateralized mortgage obligations - Private label	-		-		-	2		(25)		1,874	2		(25)		1,874
Totals	13	$	(83)	$	11,111	15	$	(316)	$	11,430	28	$	(399)	$	22,541

Excluding the effects of changes in the characteristics of individual debt securities that potentially give rise to other-than-temporary impairment ("OTTI"), as described below, the fair market value of a debt security as of a particular measurement date is highly dependent upon prevailing market and economic environmental factors at the measurement date relative to the prevailing market and economic environmental factors present at the time the debt security was acquired. The most significant market and environmental factors include, but are not limited to (1) the general level of interest rates, (2) the relationship between shorter-term interest rates and longer-term interest rates (referred to as the "slope" of the interest rate yield curve), (3) general bond market liquidity, (4) the recent and expected near-term volume of new issuances of similar debt securities, and (5) changes in the market values of individual loan collateral underlying mortgage-backed debt securities. Changes in interest rates affect the fair market values of debt securities by influencing the discount rate applied to the securities' future expected cash flows. The higher the discount rate, the lower the resultant security price. Conversely, the lower the discount rate, the higher the resultant security price. In addition, the cumulative amount and timing of undiscounted cash flows of debt securities may be also affected by changes in interest rates. For any given level of movement in the general market and economic environmental factors described above, the magnitude of any particular debt security's price changes will also depend heavily upon security-specific factors such as (1) the duration of the security, (2) imbedded optionality contractually granted to the issuer of the security with respect to principal prepayments, and (3) changes in the level of market premiums demanded by investors for securities with imbedded credit risk (where applicable).

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

Management does not believe any individual unrealized loss in securities within the portfolio as of June 30, 2019 represents OTTI. At June 30, 2019, the Bank had the following securities, in a loss position for 12 months or more relative to their amortized historical cost, which were deemed to have no credit impairment, thus, the disclosed unrealized losses relate directly to changes in interest rates subsequent to the acquisition of the individual securities. The Company does not intend to sell these securities, nor is it more likely than not that the Company will be required to sell these securities prior to the recovery of the amortized cost.

- One state and political subdivision security, categorized as available-for-sale, with an amortized historical cost of $3.0 million and an aggregate market value of $3.0 million (unrealized aggregate loss of $3,000, or 0.10%). This security was unrated at issuance by any NRSRO but is supported with substantial credit enhancements believed to be equivalent to those that would be typical of an NRSRO credit rating that is well above the level required to be considered minimum investment grade and, therefore, no credit-related OTTI is deemed to be present.

- Five corporate securities, categorized as available-for-sale, with an aggregate amortized historical cost of $4.0 million and an aggregate market value of $4.0 million (unrealized loss of $48,000, or 1.20%). These securities each maintain credit ratings established by one or more NRSRO above the minimum level required to be considered investment grade and, therefore, no credit-related OTTI is deemed to be present.

- Two privately-issued asset-backed securities, categorized as available-for-sale, with an aggregate amortized historical cost of $3.1 million and an aggregate market value of $3.1 million (unrealized loss of $23,000, or 0.73%). These securities each maintain credit ratings established by one or more NRSRO above the minimum level required to be considered as investment grade and therefore, no credit-related OTTI is deemed to be present.

- Two privately-issued collateralized mortgage obligation securities, categorized as available-for-sale, with an aggregate amortized historical cost of $1.3 million and an aggregate market value of $1.3 million (unrealized loss of $9,000, or 0.70%). These securities each maintain credit ratings established by one or more NRSRO above the minimum level required to be considered investment grade and, therefore, no credit-related OTTI is deemed to be present.

- Two privately-issued collateralized mortgage obligation securities, categorized as available-for-sale, with an aggregate amortized historical cost of $2.3 million and an aggregate market value of $2.3 million (unrealized loss of $26,000, or 1.10%). These securities were not rated at the time of their issuance by any NRSRO but each security remains significantly collateralized through subordination. Therefore, no credit-related OTTI is deemed to be present.

- One state and political subdivision security, categorized as held-to-maturity, with an aggregate amortized historical cost of $100,000 and an aggregate market value of $100,000 (unrealized aggregate loss of $1,000, or 0.02%). This security was issued by an entity local to the Company and whose financial condition is well known to the Company's management. No credit-related OTTI is deemed to be present.

- Two corporate securities, categorized as held-to-maturity, with an aggregate amortized historical cost of $2.9 million and an aggregate market value of $2.8 million (unrealized aggregate loss of $39,000, or 1.36%). These securities maintain credit ratings established by one or more NRSRO above the minimum level required to be considered investment grade and, therefore, no credit-related OTTI is deemed to be present.

- One privately-issued collateralized mortgage obligation security, categorized as held-to-maturity, with an amortized historical cost of $633,000 and a market value of $632,000 (unrealized loss of $1,000, or 0.09%). The security was not rated at its issuance by any NRSRO but remains significantly collateralized through subordination and, therefore, no credit-related OTTI is deemed to be present.

- One privately-issued collateralized mortgage obligation security, categorized as held-to-maturity, with an amortized historical cost of $839,000 and an aggregate market value of $834,000 (unrealized loss of $4,000, or 0.53%). This security maintains a credit rating established by one or more NRSRO above the level considered to be minimum investment grade and therefore, no credit-related OTTI is deemed to be present.

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

In determining whether OTTI has occurred for equity securities, the Company considers the applicable factors described above and the length of time the equity security's fair value has been below the carrying amount. The Company had no equity investment securities that were impaired at June 30, 2019 or December 31, 2018.

Gross realized gains (losses) on sales of securities for the indicated periods are detailed below:

	For the three months ended June 30,		For the six months ended June 30,	
(In thousands)	2019	2018	2019	2018
Realized gains on investments	$ 179	$ 133	$ 401	$ 160
Realized losses on investments	(147)	(155)	(290)	(289)
	$ 32	$ (22)	$ 111	$ (129)

As of June 30, 2019 and December 31, 2018, securities with a fair value of $87.9 million and $69.8 million, respectively, were pledged to collateralize certain municipal deposit relationships. As of the same dates, securities with a fair value of $24.9 million and $19.5 million were pledged against the Company's established borrowing arrangements.

Management has reviewed its loan and mortgage-backed securities portfolios and determined that, to the best of its knowledge, only minimal exposure exists to sub-prime or other high-risk residential mortgages. With limited exceptions in the Company's investment portfolio involving the most senior tranches of securitized bonds, the Company is not in the practice of investing in, or originating, these types of investments or loans.

Note 5: Pension and Postretirement Benefits

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

The composition of net periodic pension plan and postretirement plan costs for the indicated periods is as follows:

	Pension Benefits		Postretirement Benefits		Pension Benefits		Postretirement Benefits	
	For the three months ended June 30,				For the six months ended June 30,			
(In thousands)	2019	2018	2019	2018	2019	2018	2019	2018
Service cost	$ -	$ -	$ -	$ -	$ -	$ -	$ -	$ -
Interest cost	123	118	5	6	247	236	11	11
Expected return on plan assets	(233)	(259)	-	-	(467)	(518)	-	-
Amortization of prior service credits	-	-	(1)	(1)	-	-	(2)	(2)
Amortization of net losses	82	41	3	3	164	82	6	6
Net periodic benefit plan (benefit) cost	$ (28)	$ (100)	$ 7	$ 8	$ (56)	$ (200)	$ 15	$ 15

The Company will evaluate the need for further contributions to the defined benefit pension plan during 2019. The prepaid pension asset is recorded in other assets on the statement of condition as of June 30, 2019 and December 31, 2018.

Note 6: Loans

Major classifications of loans at the indicated dates are as follows:

(In thousands)	June 30, 2019	December 31, 2018
Residential mortgage loans:		
1-4 family first-lien residential mortgages	$ 239,422	$ 232,523
Construction	3,966	7,121
Total residential mortgage loans	243,388	239,644
Commercial loans:		
Real estate	225,794	212,314
Lines of credit	56,569	44,235
Other commercial and industrial	79,590	63,359
Tax exempt loans	8,803	9,320
Total commercial loans	370,756	329,228
Consumer loans:		
Home equity and junior liens	26,214	26,109
Other consumer	52,508	25,424
Total consumer loans	78,722	51,533
Total loans	692,866	620,405
Net deferred loan fees	(43)	(135)
Less allowance for loan losses	(7,825)	(7,306)
Loans receivable, net	$ 684,998	$ 612,964

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

The Bank acquired $15.6 million, $10.2 million, and $24.6 million of loans originated by an unrelated financial institution, located outside of the Bank's market area, in January 2017, April 2017, and March 2019, respectively. The acquired loan pools represented a 90% participating interest in a total of 2,283 loans secured by liens on automobiles with maturities ranging primarily from two to six years. These loans will be serviced through their respective maturities by the originating financial institution. At June 30, 2019 and December 31, 2018, there were 1,817 loans outstanding with a remaining outstanding carrying value of $32.8 million and 909 loans outstanding with a remaining outstanding carrying value of $13.3 million, respectively. Since the acquisition of these loan pools, a total of 23 loans had cumulative net charge-offs totaling $165,000 with $45,000 in net charge-offs for the six months ended June 30, 2019.

The Bank acquired a $5.0 million pool of consumer loans and a $5.0 million pool of commercial and industrial loans, originated by an unrelated financial institution, located outside of the Bank's market area in June 2019. The acquired loan pools represent a 100% interest in a total of 86 unsecured consumer loans and a total of 35 commercial and industrial loans. These loans have maturities ranging primarily from four to ten years. No charge-offs have occurred since the acquisition of these loan pools.

As of June 30, 2019 and December 31, 2018, residential mortgage loans with a carrying value of $136.6 million and $154.9 million, respectively, have been pledged by the Company to the Federal Home Loan Bank of New York ("FHLBNY") under a blanket collateral agreement to secure the Company's line of credit and term borrowings.

Loan Origination / Risk Management

The Company's lending policies and procedures are presented in Note 5 to the audited consolidated financial statements included in the 2018 Annual Report on Form 10-K filed with the Securities and Exchange Commission on March 27, 2019 and have not changed. As part of the execution of the Company's overall balance sheet management strategies, the Bank will acquire participating interests in loans originated by unrelated third parties on a sporadic basis. The purchase of participations in loans that are originated by third parties only occurs after the completion of thorough pre-acquisition due diligence. Loans in which the Company acquires a participating interest are determined to meet, in all material respects, the Company's internal underwriting policies, including credit and collateral suitability thresholds, prior to acquisition. In addition, the financial condition of the originating financial institutions, which are generally retained as the ongoing loan servicing provider for participations acquired by the Bank, are analyzed prior to the acquisition of the participating interests and monitored on a regular basis thereafter for the life of those interests.

To develop and document a systematic methodology for determining the allowance for loan losses, the Company has divided the loan portfolio into three portfolio segments, each with different risk characteristics but with similar methodologies for assessing risk. Each portfolio segment is broken down into loan classes where appropriate. Loan classes contain unique measurement attributes, risk characteristics, and methods for monitoring and assessing risk that are necessary to develop the allowance for loan losses. Unique characteristics such as borrower type, loan type, collateral type, and risk characteristics define each class.

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The following table illustrates the portfolio segments and classes for the Company's loan portfolio:

Portfolio Segment	**Class**
Residential Mortgage Loans	1-4 family first-lien residential mortgages Construction
Commercial Loans	Real estate Lines of credit Other commercial and industrial Tax exempt loans
Consumer Loans	Home equity and junior liens Other consumer

The following tables present the classes of the loan portfolio, not including net deferred loan costs, summarized by the aggregate pass rating and the classified ratings of special mention, substandard and doubtful within the Company's internal risk rating system as of the dates indicated:

	As of June 30, 2019				
(In thousands)	Pass	Special Mention	Substandard	Doubtful	Total
Residential mortgage loans:					
1-4 family first-lien residential mortgages	$ 235,879	$ 986	$ 1,318	$ 1,239	$ 239,422
Construction	3,966	-	-	-	3,966
Total residential mortgage loans	239,845	986	1,318	1,239	243,388
Commercial loans:					
Real estate	214,631	7,994	2,864	305	225,794
Lines of credit	54,813	1,349	407	-	56,569
Other commercial and industrial	74,655	3,815	1,065	55	79,590
Tax exempt loans	8,803	-	-	-	8,803
Total commercial loans	352,902	13,158	4,336	360	370,756
Consumer loans:					
Home equity and junior liens	25,557	111	434	112	26,214
Other consumer	52,217	142	149	-	52,508
Total consumer loans	77,774	253	583	112	78,722
Total loans	$ 670,521	$ 14,397	$ 6,237	$ 1,711	$ 692,866

	As of December 31, 2018				
(In thousands)	Pass	Special Mention	Substandard	Doubtful	Total
Residential mortgage loans:					
1-4 family first-lien residential mortgages	$ 228,563	$ 999	$ 1,190	$ 1,771	$ 232,523
Construction	7,121	-	-	-	7,121
Total residential mortgage loans	235,684	999	1,190	1,771	239,644
Commercial loans:					
Real estate	201,997	8,299	1,947	71	212,314
Lines of credit	42,489	1,491	233	22	44,235
Other commercial and industrial	59,344	3,268	612	135	63,359
Tax exempt loans	9,320	-	-	-	9,320
Total commercial loans	313,150	13,058	2,792	228	329,228
Consumer loans:					
Home equity and junior liens	25,706	144	173	86	26,109
Other consumer	25,294	95	35	-	25,424
Total consumer loans	51,000	239	208	86	51,533
Total loans	$ 599,834	$ 14,296	$ 4,190	$ 2,085	$ 620,405

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

Nonaccrual and Past Due Loans

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

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

An age analysis of past due loans, not including net deferred loan costs, segregated by portfolio segment and class of loans, as of June 30, 2019 and December 31, 2018, are detailed in the following tables:

	As of June 30, 2019					
(In thousands)	30-59 Days Past Due	60-89 Days Past Due	90 Days and Over	Total Past Due	Current	Total Loans Receivable
Residential mortgage loans:						
1-4 family first-lien residential mortgages	$ 904	$ 274	$ 918	$ 2,096	$ 237,326	$ 239,422
Construction	-	-	-	-	3,966	3,966
Total residential mortgage loans	904	274	918	2,096	241,292	243,388
Commercial loans:						
Real estate	3,148	484	2,050	5,682	220,112	225,794
Lines of credit	2,761	555	23	3,339	53,230	56,569
Other commercial and industrial	3,926	914	307	5,147	74,443	79,590
Tax exempt loans	-	-	-	-	8,803	8,803
Total commercial loans	9,835	1,953	2,380	14,168	356,588	370,756
Consumer loans:						
Home equity and junior liens	76	26	237	339	25,875	26,214
Other consumer	237	34	130	401	52,107	52,508
Total consumer loans	313	60	367	740	77,982	78,722
Total loans	$ 11,052	$ 2,287	$ 3,665	$ 17,004	$ 675,862	$ 692,866

	As of December 31, 2018					
(In thousands)	30-59 Days Past Due	60-89 Days Past Due	90 Days and Over	Total Past Due	Current	Total Loans Receivable
Residential mortgage loans:						
1-4 family first-lien residential mortgages	$ 1,507	$ 505	$ 1,176	$ 3,188	$ 229,335	$ 232,523
Construction	-	-	-	-	7,121	7,121
Total residential mortgage loans	1,507	505	1,176	3,188	236,456	239,644
Commercial loans:						
Real estate	4,261	364	323	4,948	207,366	212,314
Lines of credit	1,033	111	22	1,166	43,069	44,235
Other commercial and industrial	814	44	387	1,245	62,114	63,359
Tax exempt loans	-	-	-	-	9,320	9,320
Total commercial loans	6,108	519	732	7,359	321,869	329,228
Consumer loans:						
Home equity and junior liens	247	6	35	288	25,821	26,109
Other consumer	226	65	107	398	25,026	25,424
Total consumer loans	473	71	142	686	50,847	51,533
Total loans	$ 8,088	$ 1,095	$ 2,050	$ 11,233	$ 609,172	$ 620,405

Nonaccrual loans, segregated by class of loan, were as follows:

(In thousands)	June 30, 2019	December 31, 2018
Residential mortgage loans:		
1-4 family first-lien residential mortgages	$ 918	$ 1,176
	918	1,176
Commercial loans:		
Real estate	2,135	415
Lines of credit	28	28
Other commercial and industrial	307	387
	2,470	830
Consumer loans:		
Home equity and junior liens	237	35
Other consumer	130	107
	367	142
Total nonaccrual loans	$ 3,755	$ 2,148

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

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

The table below details one loan that was modified as a TDR for the three months ended June 30, 2019.

	For the three months ended June 30, 2019			
(In thousands)	Number of loans	Pre-modification outstanding recorded investment	Post-modification outstanding recorded investment	Additional provision for loan losses
Residential real estate loans	1	$ 205	$ 250	$ -

The TDR evaluated for impairment for the three months ended June 30, 2019 has been classified as a TDR due to economic concessions granted, which consisted of additional funds advanced without associated increases in collateral and an extended maturity date that will result in a delay in payment from the original contractual maturity.

The table below details one loan that was modified as a TDR for the six months ended June 30, 2019.

	For the six months ended June 30, 2019			
(In thousands)	Number of loans	Pre-modification outstanding recorded investment	Post-modification outstanding recorded investment	Additional provision for loan losses
Residential real estate loans	1	$ 205	$ 250	$ -

The TDR evaluated for impairment for the six months ended June 30, 2019 has been classified as a TDR due to economic concessions granted, which consisted of additional funds advanced without associated increases in collateral and an extended maturity date that will result in a delay in payment from the original contractual maturity.

The Company had no loans that were modified as TDRs for the three months ended June 30, 2018.

The table below details one loan that was modified as a TDR for the six months ended June 30, 2018.

	For the six months ended June 30, 2018			
(In thousands)	Number of loans	Pre-modification outstanding recorded investment	Post-modification outstanding recorded investment	Additional provision for loan losses
Other commercial and industrial loans	1	$ 300	$ 300	$ -

The TDR evaluated for impairment for the six months ended June 30, 2018, has been classified as a TDR due to economic concessions granted, which included an extended maturity date that will result in a delay in payment from the original contractual maturity.

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

The Company had no loans that were modified as TDRs during the twelve months prior to June 30, 2019, which had subsequently defaulted during the six months ended June 30, 2019.

The Company had no loans that were modified as TDRs during the twelve months prior to June 30, 2018, which had subsequently defaulted during the six months ended June 30, 2018.

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

Impaired Loans

The following table summarizes impaired loan information by portfolio class at the indicated dates:

(In thousands)	June 30, 2019 Recorded Investment	June 30, 2019 Unpaid Principal Balance	June 30, 2019 Related Allowance	December 31, 2018 Recorded Investment	December 31, 2018 Unpaid Principal Balance	December 31, 2018 Related Allowance
With no related allowance recorded:						
1-4 family first-lien residential mortgages	$ 1,033	$ 1,033	$ -	$ 1,221	$ 1,226	$ -
Commercial real estate	3,103	3,168	-	2,387	2,448	-
Commercial lines of credit	165	165	-	228	228	-
Other commercial and industrial	602	610	-	451	452	-
Home equity and junior liens	79	79	-	-	-	-
Other consumer	57	57	-	-	-	-
With an allowance recorded:						
1-4 family first-lien residential mortgages	600	600	104	606	606	108
Commercial real estate	1,358	1,358	108	486	486	100
Commercial lines of credit	205	205	204	28	28	28
Other commercial and industrial	544	544	287	373	373	255
Home equity and junior liens	168	168	136	207	207	140
Other consumer	40	40	6	-	-	-
Total:						
1-4 family first-lien residential mortgages	1,633	1,633	104	1,827	1,832	108
Commercial real estate	4,461	4,526	108	2,873	2,934	100
Commercial lines of credit	370	370	204	256	256	28
Other commercial and industrial	1,146	1,154	287	824	825	255
Home equity and junior liens	247	247	136	207	207	140
Other consumer	97	97	6	-	-	-
Totals	$ 7,954	$ 8,027	$ 845	$ 5,987	$ 6,054	$ 631

The following table presents the average recorded investment in impaired loans for the periods indicated:

(In thousands)	For the three months ended June 30, 2019	For the three months ended June 30, 2018	For the six months ended June 30, 2019	For the six months ended June 30, 2018
1-4 family first-lien residential mortgages	$ 1,528	$ 1,846	$ 1,627	$ 1,850
Commercial real estate	3,662	4,971	3,399	5,147
Commercial lines of credit	344	376	314	433
Other commercial and industrial	1,100	1,050	1,008	1,049
Home equity and junior liens	227	208	220	235
Other consumer	99	-	66	-
Total	$ 6,960	$ 8,451	$ 6,634	$ 8,714

The following table presents the cash basis interest income recognized on impaired loans for the periods indicated:

(In thousands)	For the three months ended June 30, 2019	For the three months ended June 30, 2018	For the six months ended June 30, 2019	For the six months ended June 30, 2018
1-4 family first-lien residential mortgages	$ 23	$ 14	$ 35	$ 32
Commercial real estate	57	18	85	66
Commercial lines of credit	14	10	18	21
Other commercial and industrial	24	13	38	19
Home equity and junior liens	3	3	6	6
Other consumer	3	-	3	-
Total	$ 124	$ 58	$ 185	$ 144

Note 7: Allowance for Loan Losses

Summarized in the tables below are changes in the allowance for loan losses for the indicated periods and information pertaining to the allocation of the allowance for loan losses, balances of the allowance for loan losses, loans receivable based on individual, and collective impairment evaluation by loan portfolio class. An allocation of a portion of the allowance to a given portfolio class does not limit the Company's ability to absorb losses in another portfolio class.

	For the three months ended June 30, 2019				
(In thousands)	1-4 family first-lien residential mortgage	Residential construction mortgage	Commercial real estate	Commercial lines of credit	Other commercial and industrial
Allowance for loan losses:					
Beginning Balance	$ 722	$ -	$ 3,370	$ 802	$ 1,560
Charge-offs	(11)	-	-	(24)	(1)
Recoveries	1	-	-	-	-
Provisions	12	-	82	367	143
Ending balance	$ 724	$ -	$ 3,452	$ 1,145	$ 1,702
Ending balance: related to loans individually evaluated for impairment	104	-	108	204	287
Ending balance: related to loans collectively evaluated for impairment	$ 620	$ -	$ 3,344	$ 941	$ 1,415
Loans receivables:					
Ending balance	$ 239,422	$ 3,966	$ 225,794	$ 56,569	$ 79,590
Ending balance: individually evaluated for impairment	1,633	-	4,461	370	1,146
Ending balance: collectively evaluated for impairment	$ 237,789	$ 3,966	$ 221,333	$ 56,199	$ 78,444

	Tax exempt	Home equity and junior liens	Other Consumer	Unallocated	Total
Allowance for loan losses:					
Beginning Balance	$ 1	$ 430	$ 399	$ -	$ 7,284
Charge-offs	-	-	(40)	-	(76)
Recoveries	-	-	6	-	7
Provisions (credits)	-	(44)	50	-	610
Ending balance	$ 1	$ 386	$ 415	$ -	$ 7,825
Ending balance: related to loans individually evaluated for impairment	-	136	6	-	845
Ending balance: related to loans collectively evaluated for impairment	$ 1	$ 250	$ 409	$ -	$ 6,980
Loans receivables:					
Ending balance	$ 8,803	$ 26,214	$ 52,508		$ 692,866
Ending balance: individually evaluated for impairment	-	247	97		7,954
Ending balance: collectively evaluated for impairment	$ 8,803	$ 25,967	$ 52,411		$ 684,912

(In thousands)	For the six months ended June 30, 2019 1-4 family first-lien residential mortgage	Residential construction mortgage	Commercial real estate	Commercial lines of credit	Other commercial and industrial
Allowance for loan losses:					
Beginning Balance	$ 766	$ -	$ 3,578	$ 730	$ 1,285
Charge-offs	(11)	-	-	(131)	(2)
Recoveries	1	-	-	-	-
Provisions (credits)	(32)	-	(126)	546	419
Ending balance	$ 724	$ -	$ 3,452	$ 1,145	$ 1,702

	Tax exempt	Home equity and junior liens	Other consumer	Unallocated	Total
Allowance for loan losses:					
Beginning Balance	$ 1	$ 409	$ 385	$ 152	$ 7,306
Charge-offs	-	-	(107)	-	(251)
Recoveries	-	-	15	-	16
Provisions (credits)	-	(23)	122	(152)	754
Ending balance	$ 1	$ 386	$ 415	$ -	$ 7,825

(In thousands)	For the three months ended June 30, 2018 1-4 family first-lien residential mortgage	Residential construction mortgage	Commercial real estate	Commercial lines of credit	Other commercial and industrial
Allowance for loan losses:					
Beginning Balance	$ 751	$ -	$ 3,895	$ 719	$ 1,309
Charge-offs	(74)	-	-	(50)	(48)
Recoveries	-	-	-	66	-
Provisions (credits)	45	-	246	(4)	10
Ending balance	$ 722	$ -	$ 4,141	$ 731	$ 1,271
Ending balance: related to loans individually evaluated for impairment	111	-	596	47	276
Ending balance: related to loans collectively evaluated for impairment	$ 611	$ -	$ 3,545	$ 684	$ 995
Loans receivables:					
Ending balance	$ 225,864	$ 3,288	$ 206,960	$ 49,314	$ 58,742
Ending balance: individually evaluated for impairment	1,844	-	4,530	209	1,038
Ending balance: collectively evaluated for impairment	$ 224,020	$ 3,288	$ 202,430	$ 49,105	$ 57,704

	Tax exempt	Home equity and junior liens	Other Consumer	Unallocated	Total
Allowance for loan losses:					
Beginning Balance	$ 1	$ 507	$ 260	$ 9	$ 7,451
Charge-offs	-	-	(48)	-	(220)
Recoveries	-	1	10	-	77
Provisions (credits)	-	(74)	69	5	297
Ending balance	$ 1	$ 434	$ 291	$ 14	$ 7,605
Ending balance: related to loans individually evaluated for impairment	-	141	-	-	1,171
Ending balance: related to loans collectively evaluated for impairment	$ 1	$ 293	$ 291	$ 14	$ 6,434
Loans receivables:					
Ending balance	$ 9,860	$ 26,262	$ 27,037		$ 607,327
Ending balance: individually evaluated for impairment	-	207	-		7,828
Ending balance: collectively evaluated for impairment	$ 9,860	$ 26,055	$ 27,037		$ 599,499

(In thousands)	1-4 family first-lien residential mortgage	Residential construction mortgage	Commercial real estate	Commercial lines of credit	Other commercial and industrial
	For the six months ended June 30, 2018				
Allowance for loan losses:					
Beginning Balance	$ 865	$ -	$ 3,589	$ 735	$ 1,214
Charge-offs	(192)	-	-	(50)	(171)
Recoveries	20	-	-	66	-
Provisions (credits)	29	-	552	(20)	228
Ending balance	$ 722	$ -	$ 4,141	$ 731	$ 1,271

	Tax exempt	Home equity and junior liens	Other consumer	Unallocated	Total
Allowance for loan losses:					
Beginning Balance	$ 1	$ 514	$ 208	$ -	$ 7,126
Charge-offs	-	(17)	(111)	-	(541)
Recoveries	-	1	23	-	110
Provisions (credits)	-	(64)	171	14	910
Ending balance	$ 1	$ 434	$ 291	$ 14	$ 7,605

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

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

Each factor is assigned a value to reflect improving, stable or declining conditions based on management's best judgment using relevant information available at the time of the evaluation. These qualitative factors, applied to each product class, make the evaluation inherently subjective, as it requires material estimates that may be susceptible to significant revision as more information becomes available. Adjustments to the factors are supported through documentation of changes in conditions in a narrative accompanying the allowance for loan losses analysis and calculation.

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

(In thousands)	1-4 family first-lien residential mortgage	Residential construction mortgage	Commercial real estate	Commercial lines of credit	Other commercial and industrial
	June 30, 2019				
Specifically reserved	$ 104	$ -	$ 108	$ 204	$ 287
Historical loss rate	64	-	89	35	28
Qualitative factors	556	-	3,255	906	1,387
Total	$ 724	$ -	$ 3,452	$ 1,145	$ 1,702

	Tax exempt	Home equity and junior liens	Other consumer	Unallocated	Total
Specifically reserved	$ -	$ 136	$ 6	$ -	$ 845
Historical loss rate	-	1	144	-	361
Qualitative factors	1	249	265	-	6,619
Total	$ 1	$ 386	$ 415	$ -	$ 7,825

(In thousands)	June 30, 2018 1-4 family first-lien residential mortgage	Residential construction mortgage	Commercial real estate	Commercial lines of credit	Other commercial and industrial
Specifically reserved	$ 111	$ -	$ 596	$ 47	$ 276
Historical loss rate	111	-	86	24	17
Qualitative factors	500	-	3,459	660	978
Total	$ 722	$ -	$ 4,141	$ 731	$ 1,271

	Tax exempt	Home equity and junior liens	Other consumer	Unallocated	Total
Specifically reserved	$ -	$ 141	$ -	$ -	$ 1,171
Historical loss rate	-	24	112	-	374
Qualitative factors	1	269	179	-	6,046
Other	-	-	-	14	14
Total	$ 1	$ 434	$ 291	$ 14	$ 7,605

Note 8: Foreclosed Real Estate

The Company is required to disclose the carrying amount of foreclosed residential real estate properties held as a result of obtaining physical possession of the property at each reporting period.

(Dollars in thousands)	Number of properties	June 30, 2019	Number of properties	December 31, 2018
Foreclosed residential real estate	2	$ 84	2	$ 73

At June 30, 2019 and December 31, 2018, the Company reported $525,000 and $951,000, respectively, in residential real estate loans in the process of foreclosure.

Note 9: Guarantees

The Company does not issue any guarantees that would require liability recognition or disclosure, other than its standby letters of credit. Generally, all letters of credit, when issued have expiration dates within one year. The credit risks involved in issuing letters of credit is essentially the same as those that are involved in extending loan facilities to customers. The Company generally holds collateral and/or personal guarantees supporting these commitments. The Company had $2.2 million of standby letters of credit as of June 30, 2019. Management believes that the proceeds obtained through a liquidation of collateral and the enforcement of guarantees would be sufficient to cover the potential amount of future payments required under the corresponding guarantees. The fair value of standby letters of credit was not significant to the Company’s consolidated financial statements.

Note 10: Fair Value Measurements

Accounting guidance related to fair value measurements and disclosures specifies a hierarchy of valuation techniques based on whether the inputs to those valuation techniques are observable or unobservable. Observable inputs reflect market data obtained from independent sources, while unobservable inputs reflect the Company’s market assumptions. These two types of inputs have created the following fair value hierarchy:

Level 1 – Quoted prices (unadjusted) for identical assets or liabilities in active markets that the entity has the ability to access as of the measurement date.

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

Level 3 – Model-derived valuations in which one or more significant inputs or significant value drivers are unobservable.

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

In determining fair value, the Company utilizes valuation techniques that maximize the use of observable inputs, minimize the use of unobservable inputs, to the extent possible, and considers counterparty credit risk in its assessment of fair value.

The Company used the following methods and significant assumptions to estimate fair value:

Investment securities: The fair values of available-for-sale and marketable equity securities are obtained from an independent third party and are based on quoted prices on nationally recognized securities exchanges where available (Level 1). If quoted prices are not available, fair values are measured by utilizing matrix pricing, which is a mathematical technique used widely in the industry to value debt securities without relying exclusively on quoted prices for specific securities but rather by relying on the securities' relationship to other benchmark quoted securities (Level 2). Management made no adjustment to the fair value quotes that were received from the independent third party pricing service. Level 3 securities are assets whose fair value cannot be determined by using observable measures, such as market prices or pricing models. Level 3 assets are typically very illiquid, and fair values can only be calculated using estimates or risk-adjusted value ranges. Management applies known factors, such as currently applicable discount rates, to the valuation of those investments in order to determine fair value at the reporting date.

The Company holds two corporate investment securities with an aggregate amortized historical cost of $4.8 million and an aggregate fair market value of $5.0 million as of June 30, 2019. These securities have valuations that are determined using published net asset values (NAV) derived by analyses of the securities' underlying assets. These securities are comprised primarily of broadly-diversified real estate and adjustable-rate senior secured business loans and are traded in secondary markets on an infrequent basis. While these securities are redeemable at least annually through tender offers made by their respective issuers, the liquidation value of the securities may be below their stated NAVs and also subject to restrictions as to the amount of securities that can be redeemed at any single scheduled redemption. The Company anticipates that these securities will be redeemed by their respective issuers on indeterminate future dates as a consequence of the ultimate liquidation strategies employed by the management of these investments.

Interest rate swap derivative: The fair value of the interest rate swap derivative is calculated based on a discounted cash flow model. All future floating cash flows are projected and both floating and fixed cash flows are discounted to the valuation date. The curve utilized for discounting and projecting is built by obtaining publicly available third party market quotes for various swap maturity terms.

Impaired loans: Impaired loans are those loans in which the Company has measured impairment based on the fair value of the loan's collateral or the discounted value of expected future cash flows. Fair value is generally determined based upon market value evaluations by third parties of the properties and/or estimates by management of working capital collateral or discounted cash flows based upon expected proceeds. These appraisals may include up to three approaches to value: the sales comparison approach, the income approach (for income-producing property), and the cost approach. Management modifies the appraised values, if needed, to take into account recent developments in the market or other factors, such as, changes in absorption rates or market conditions from the time of valuation and anticipated sales values considering management's plans for disposition. Such modifications to the appraised values could result in lower valuations of such collateral. Estimated costs to sell are based on current amounts of disposal costs for similar assets. These measurements are classified as Level 3 within the valuation hierarchy. Impaired loans are subject to nonrecurring fair value adjustment upon initial recognition or subsequent impairment. A portion of the allowance for loan losses is allocated to impaired loans if the value of such loans is deemed to be less than the unpaid balance.

Foreclosed real estate: Fair values for foreclosed real estate are initially recorded based on market value evaluations by third parties, less costs to sell ("initial cost basis"). Any write-downs required when the related loan receivable is exchanged for the underlying real estate collateral at the time of transfer to foreclosed real estate are charged to the allowance for loan losses. Values are derived from appraisals, similar to impaired loans, of underlying collateral or discounted cash flow analysis. Subsequent to foreclosure, valuations are updated periodically and assets are marked to current fair value, not to exceed the initial cost basis. In the determination of fair value subsequent to foreclosure, management also considers other factors or recent developments, such as, changes in absorption rates and market conditions from the time of valuation and anticipated sales values considering management's plans for disposition. Either change could result in adjustment to lower the property value estimates indicated in the appraisals. These measurements are classified as Level 3 within the fair value hierarchy.

The following tables summarize assets measured at fair value on a recurring basis as of the indicated dates, segregated by the level of valuation inputs within the hierarchy utilized to measure fair value:

	June 30, 2019			
(In thousands)	Level 1	Level 2	Level 3	Total Fair Value
Available-for-Sale Portfolio				
Debt investment securities:				
US Treasury, agencies and GSEs	$ -	$ 12,083	$ -	$ 12,083
State and political subdivisions	-	4,928	-	4,928
Corporate	-	10,502	-	10,502
Asset backed securities	-	17,137	-	17,137
Residential mortgage-backed - US agency	-	18,791	-	18,791
Collateralized mortgage obligations - US agency	-	33,982	-	33,982
Collateralized mortgage obligations - Private label	-	14,862	-	14,862
Total		112,285		112,285
Corporate measured at NAV	-	-	-	5,040
Total available-for-sale securities	$ -	$ 112,285	$ -	$ 117,325
Marketable equity securities	$ -	$ 510	$ -	$ 510
Interest rate swap derivative	$ -	$ (110)	$ -	$ (110)

	December 31, 2018			
(In thousands)	Level 1	Level 2	Level 3	Total Fair Value
Available-for-Sale Portfolio				
Debt investment securities:				
US Treasury, agencies and GSEs	$ -	$ 17,031	$ -	$ 17,031
State and political subdivisions	-	23,065	-	23,065
Corporate	-	12,141	-	12,141
Asset backed securities	-	18,119	-	18,119
Residential mortgage-backed - US agency	-	31,666	-	31,666
Collateralized mortgage obligations - US agency	-	46,441	-	46,441
Collateralized mortgage obligations - Private label	-	23,936	-	23,936
Total		172,399		172,399
Corporate measured at NAV	-	-	-	5,059
Total available-for-sale securities	$ -	$ 172,399	$ -	$ 177,458
Marketable equity securities	$ -	$ 453	$ -	$ 453

Pathfinder Bank had the following assets measured at fair value on a nonrecurring basis as of June 30, 2019 and December 31, 2018:

	June 30, 2019			
(In thousands)	Level 1	Level 2	Level 3	Total Fair Value
Impaired loans	$ -	$ -	$ 3,136	$ 3,136
Foreclosed real estate	$ -	$ -	$ 84	$ 84

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(In thousands)	December 31, 2018 Level 1		Level 2		Level 3		Total Fair Value
Impaired loans	$	-	$	-	$	1,098	$ 1,098
Foreclosed real estate	$	-	$	-	$	1,173	$ 1,173

The following table presents additional quantitative information about assets measured at fair value on a nonrecurring basis and for which Level 3 inputs were used to determine fair value at the indicated dates.

	Quantitative Information about Level 3 Fair Value Measurements Valuation Techniques	Unobservable Input	Range (Weighted Avg.)
At June 30, 2019			
Impaired loans	Appraisal of collateral	Appraisal Adjustments	5% - 30% (10%)
	(Sales Approach)	Costs to Sell	7% - 13% (11%)
	Discounted Cash Flow		
Foreclosed real estate	Appraisal of collateral	Appraisal Adjustments	15% - 15% (15%)
	(Sales Approach)	Costs to Sell	6% - 8% (7%)

	Quantitative Information about Level 3 Fair Value Measurements Valuation Techniques	Unobservable Input	Range (Weighted Avg.)
At December 31, 2018			
Impaired loans	Appraisal of collateral	Appraisal Adjustments	5% - 15% (6%)
	(Sales Approach)	Costs to Sell	5% - 13% (11%)
	Discounted Cash Flow		
Foreclosed real estate	Appraisal of collateral	Appraisal Adjustments	15% - 15% (15%)
	(Sales Approach)	Costs to Sell	6% - 8% (7%)

There have been no transfers of assets into or out of any fair value measurement during the three and six months ended June 30, 2019.

Required disclosures include fair value information of financial instruments, whether or not recognized in the consolidated statement of condition, for which it is practicable to estimate that value. In cases where quoted market prices are not available, fair values are based on estimates using present value or other valuation techniques. Those techniques are significantly affected by the assumptions used, including the discount rate and estimates of future cash flows. In that regard, the derived fair value estimates cannot be substantiated by comparison to independent markets and, in many cases, could not be realized in immediate settlement of the instrument.

The Company has various processes and controls in place to ensure that fair value is reasonably estimated. The Company performs due diligence procedures over third-party pricing service providers in order to support their use in the valuation process.

While the Company believes its valuation methods are appropriate and consistent with other market participants, the use of different methodologies or assumptions to determine the fair value of certain financial instruments could result in a different estimate of fair value at the reporting date.

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

FASB ASC Topic 820 for Fair Value Measurements and Disclosures, the financial assets and liabilities were valued at a price that represents the Company's exit price or the price at which these instruments would be sold or transferred.

The following information should not be interpreted as an estimate of the fair value of the entire Company since a fair value calculation is only provided for a limited portion of the Company's assets and liabilities. Due to a wide range of valuation techniques and the degree of subjectivity used in making the estimates, comparisons between the Company's disclosures and those of other companies may not be meaningful. The Company, in estimating its fair value disclosures for financial instruments, used the following methods and assumptions:

Cash and cash equivalents – The carrying amounts of these assets approximate their fair value and are classified as Level 1.

Investment securities – The fair values of available-for-sale, held-to-maturity and marketable equity securities are obtained from an independent third party and are based on quoted prices on nationally recognized exchange where available (Level 1). If quoted prices are not available, fair values are measured by utilizing matrix pricing, which is a mathematical technique used widely in the industry to value debt securities without relying exclusively on quoted prices for specific securities, but rather by relying on the securities' relationship to other benchmark quoted securities (Level 2). Management made no adjustment to the fair value quotes that were received from the independent third party pricing service. Level 3 securities are assets whose fair value cannot be determined by using observable measures, such as market prices or pricing models. Level 3 assets are typically very illiquid, and fair values can only be calculated using estimates or risk-adjusted value ranges. Management applies known factors, such as currently applicable discount rates, to the valuation of those investments in order to determine fair value at the reporting date.

The Company holds two corporate investment securities with an aggregate amortized historical cost of $4.8 million and an aggregate fair market value of $5.0 million as of June 30, 2019. These securities have valuations that are determined using published NAV derived by analyses of the securities' underlying assets. These securities are comprised primarily of broadly-diversified real estate and adjustable-rate senior secured business loans and are traded in secondary markets on an infrequent basis. While these securities are redeemable at least annually through tender offers made by their respective issuers, the liquidation value of the securities may be below their stated NAVs and also subject to restrictions as to the amount of securities that can be redeemed at any single scheduled redemption. The Company anticipates that these securities will be redeemed by their respective issuers on indeterminate future dates as a consequence of the ultimate liquidation strategies employed by the management of these investments.

Federal Home Loan Bank stock – The carrying amount of these assets approximates their fair value and are classified as Level 2.

Net loans – For variable-rate loans that re-price frequently, fair value is based on carrying amounts. The fair value of other loans (for example, fixed-rate commercial real estate loans, mortgage loans, and commercial and industrial loans) is estimated using discounted cash flow analysis, based on interest rates currently being offered in the market for loans with similar terms to borrowers of similar credit quality. Loan value estimates include judgments based on expected prepayment rates. The measurement of the fair value of loans, including impaired loans, is classified within Level 3 of the fair value hierarchy.

Accrued interest receivable and payable – The carrying amount of these assets approximates their fair value and are classified as Level 1.

Deposits – The fair values disclosed for demand deposits (e.g., interest-bearing and noninterest-bearing checking, passbook savings and certain types of money management accounts) are, by definition, equal to the amount payable on demand at the reporting date (i.e., their carrying amounts) and are classified within Level 1 of the fair value hierarchy. Fair values for fixed-rate certificates of deposit are estimated using a discounted cash flow calculation that applies interest rates currently being offered in the market on certificates of deposits to a schedule of aggregated expected monthly maturities on time deposits. Measurements of the fair value of time deposits are classified within Level 2 of the fair value hierarchy.

Borrowings – Fixed/variable term "bullet" structures are valued using a replacement cost of funds approach. These borrowings are discounted to the FHLBNY advance curve. Option structured borrowings' fair values are determined by the FHLB for borrowings that include a call or conversion option. If market pricing is not available from this source, current market indications from the FHLBNY are obtained and the borrowings are discounted to the FHLBNY advance curve less an appropriate spread to adjust for the option. These measurements are classified as Level 2 within the fair value hierarchy.

Subordinated loans – The Company secures quotes from its pricing service based on a discounted cash flow methodology or utilizes observations of recent highly-similar transactions which result in a Level 2 classification.

Interest rate swap derivative – The fair value of the interest rate swap derivative is obtained from a third party pricing agent and is calculated based on a discounted cash flow model. All future floating cash flows are projected and both floating and fixed cash flows are discounted to the valuation date. The curve utilized for discounting and projecting is built by obtaining publicly available third party market quotes for various swap maturity terms, and therefore is classified within Level 2 of the fair value hierarchy.

The carrying amounts and fair values of the Company's financial instruments as of the indicated dates are presented in the following table:

		June 30, 2019		December 31, 2018	
(In thousands)	Fair Value Hierarchy	Carrying Amounts	Estimated Fair Values	Carrying Amounts	Estimated Fair Values
Financial assets:					
Cash and cash equivalents	1	$ 50,342	$ 50,342	$ 26,316	$ 26,316
Investment securities - available-for-sale	2	112,285	112,285	172,399	172,399
Investment securities - available-for-sale	NAV	5,040	5,040	5,059	5,059
Investment securities - marketable equity	2	510	510	453	453
Investment securities - held-to-maturity	2	95,324	96,959	53,908	53,769
Federal Home Loan Bank stock	2	4,443	4,443	5,937	5,937
Net loans	3	684,998	681,739	612,964	601,789
Accrued interest receivable	1	3,339	3,339	3,068	3,068
Financial liabilities:					
Demand Deposits, Savings, NOW and MMDA	1	$ 436,047	$ 436,047	$ 450,267	$ 450,267
Time Deposits	2	372,590	373,694	276,793	275,727
Borrowings	2	89,434	89,924	118,534	118,379
Subordinated loans	2	15,111	14,855	15,094	14,485
Accrued interest payable	1	446	446	304	304
Interest rate swap derivative	2	110	110	-	-

Note 11: Interest Rate Derivatives

The Company is exposed to certain risks from both its business operations and economic conditions. The Company principally manages its exposures to a wide variety of business and operational risks through the management of its core business activities. As part of the Company's overall risk management processes, the Company manages its economic risks, including interest rate, liquidity and credit risk, primarily by managing the amount, sources and duration of certain balance sheet assets and liabilities. In the normal course of business, the Company also uses derivative financial instruments as an additional risk management tool. Financial derivatives are recorded at fair value as other assets.

The accounting for changes in the fair value of a derivative depends on whether it has been designated and qualifies as part of a hedging relationship. There are two primary types of interest rate derivatives that may be employed by the Company:

- *Fair Value Hedge* - As a result of interest rate fluctuations, fixed-rate assets and liabilities will appreciate or depreciate in fair value. When effectively hedged, this appreciation or depreciation will generally be offset by fluctuations in the fair value of derivative instruments that are linked to the hedged assets and liabilities. This strategy is referred to as a fair value hedge. For a fair value hedge, changes in the fair value of the derivative instrument and changes in the fair value of the hedged asset or liability are recognized currently in earnings.

- *Cash Flow Hedge* - Cash flows related to floating rate assets and liabilities will fluctuate with changes in the underlying rate index. When effectively hedged, the increases or decreases in cash flows related to the floating-rate asset or liability will generally be offset by changes in cash flows of the derivative instrumnets designated as a hedge. This strategy is referred to as a cash flow hedge. For a cash flow hedge, changes in the fair value of the derivative instrument, to the extent that it is effective, are recorded in other comprehensive income and subsequently reclassified to earnings as the hedged transaction impacts net income. Any ineffective portion of a cash flow hedge is recognized currently in earnings.

Among the array of interest rate derivative transactions potentially available to the Company are interest rate swaps. The Company uses interest rate swaps as part of its interest rate risk management strategy. Interest rate swaps, designated as fair value hedges, involve the receipt of variable amounts from a counterparty in exchange for the Company making fixed payments over the life of the agreements without the exchange of the underlying notional amount. The gain or loss on the derivative as well as the offsetting gain of loss on the hedged item attributable to the hedged risk are recognized in earnings. The Company entered into a pay-fixed/receive variable interest rate swap with a notional amount of $9.2 million in April 2019, which was designated as a fair value hedge associated with specific pools within the Company's fixed-rate consumer loan portfolio.

As of June 30, 2019, the following amounts were recorded on the balance sheet related to the cumulative basis adjustments for fair value hedges:

(In thousands)	Carrying Amount of the Hedged Assets at June 30, 2019	Cumulative Amount of Fair Value Hedging Adjustment Included in The Carrying Amount of the Hedged Assets at June 30, 2019
Line item on the balance sheet in which the hedged item is included:		
Loans receivable (1)	$ 22,663	$ 88

(1) These amounts include the amortized cost basis of the closed portfolio used to designate the hedging relationship in which the hedged item is the remaining amortized cost of the last layer expected to be remaining at the end of the hedging relationship. At June 30, 2019, the amortized cost of the basis of the closed portfolio used in the hedging relationship was $22.7 million, the cumulative basis adjustment associated with the hedging relationship was $88,000, and the amount of the designated hedged item was $9.2 million.

At June 30, 2019, the fair value of the derivative resulted in a net liability position of $110,000 under the agreement, recorded by the Company in other liabilities. The Company had no derivative agreements in place at December 31, 2018.

The Company manages its potential credit exposure on interest rate swap transactions by entering into a bilateral credit support agreements with each counterparty. These agreements require collateralization of credit exposures beyond specified minimum threshold amounts. The Company’s agreement with its interest rate swap counterparty contains a provision whereby if either party defaults on any of its indebtedness, then that party could also be declared in default on its derivative obligations. The agreement with the Company’s derivative counterparty also includes certain other provisions that if not met, could result in the Company or the counterparty being declared in default. If either the Company or the counterparty were to be declared in default, the other party to the agreement can terminate the derivative position and require settlement of all obligations as specifically outlined within the terms of the agreement.

Note 12: Accumulated Other Comprehensive Income (Loss)

Changes in the components of accumulated other comprehensive income (loss) ("AOCI"), net of tax, for the periods indicated are summarized in the table below.

	For the three months ended June 30, 2019			
(In thousands)	Retirement Plans	Unrealized Gains and Losses on Available-for-Sale Securities	Unrealized Loss on Securities Transferred to Held-to-Maturity	Total
Beginning balance	$ (3,087)	$ (1,322)	$ (53)	$ (4,462)
Other comprehensive income before reclassifications	-	1,390	7	1,397
Amounts reclassified from AOCI	66	(25)	-	41
Ending balance	$ (3,021)	$ 43	$ (46)	$ (3,024)

	For the three months ended June 30, 2018			
(In thousands)	Retirement Plans	Unrealized Gains and Losses on Available-for-Sale Securities	Unrealized Loss on Securities Transferred to Held-to-Maturity	Total
Beginning balance	$ (2,188)	$ (2,410)	$ (414)	$ (5,012)
Other comprehensive income before reclassifications	-	(854)	347	(507)
Amounts reclassified from AOCI	32	16	-	48
Ending balance	$ (2,156)	$ (3,248)	$ (67)	$ (5,471)

	For the six months ended June 30, 2019			
(In thousands)	Retirement Plans	Unrealized Gains and Losses on Available-for-Sale Securities	Unrealized Loss on Securities Transferred to Held-to-Maturity	Total
Beginning balance	$ (3,152)	$ (2,832)	$ (58)	$ (6,042)
Other comprehensive income before reclassifications	-	2,963	12	2,975
Amounts reclassified from AOCI	131	(88)	-	43
Ending balance	$ (3,021)	$ 43	$ (46)	$ (3,024)

	For the six months ended June 30, 2018			
(In thousands)	Retirement Plans	Unrealized Gains and Losses on Available-for-Sale Securities	Securities reclassified from AFS to HTM	Total
Beginning balance	$ (2,220)	$ (1,558)	$ (430)	$ (4,208)
Other comprehensive income before reclassifications	-	(1,848)	120	(1,728)
Amounts reclassified from AOCI	64	95	-	159
Cumulative effect of change in measurement of equity securities (1)	-	(53)	-	(53)
Cumulative effect of change in investment securities transfer (2)	-	116	243	359
Ending balance	$ (2,156)	$ (3,248)	$ (67)	$ (5,471)

(1) Cumulative effect of unrealized gain on marketable equity securities based on the adoption of ASU 2016-01 – Financial Instruments – Overall (Subtopic 825-10): Recognition and Measurement of Financial Assets and Liabilities.

(2) Cumulative effect of unrealized gains on the transfer of 52 investment securities from held-to-maturity classification to available-for-sale classification based on the adoption of ASU 2017-12: Derivatives and Hedging (Topic 815): Targeted Improvements to Accounting for Hedging Activities.

The following table presents the amounts reclassified out of each component of AOCI for the indicated period:

(In thousands)	Amount Reclassified from AOCI (1) (Unaudited) For the three months ended			Amount Reclassified from AOCI (1) (Unaudited) For the six months ended	
Details about AOCI (1) components	June 30, 2019	June 30, 2018	Affected Line Item in the Statement of Income	June 30, 2019	June 30, 2018
Retirement plan items					
Retirement plan net losses recognized in plan expenses (2)	$ (84)	$ (43)	Salaries and employee benefits	$ (168)	$ (86)
Tax effect	18	11	Provision for income taxes	37	22
	$ (66)	$ (32)	Net Income	$ (131)	$ (64)
Available-for-sale securities					
Realized gain (loss) on sale of securities	$ 32	$ (22)	Net gains (losses) on sales and redemptions of investment securities	$ 111	$ (129)
Tax effect	(7)	6	Provision for income taxes	(23)	34
	$ 25	$ (16)	Net Income	$ 88	$ (95)

(1) Amounts in parentheses indicates debits in net income.
(2) These items are included in net periodic pension cost. See Note 5 for additional information.

Note 13: Noninterest Income

The Company has included the following table regarding the Company's noninterest income for the periods presented.

	For the three months ended June 30,		For the six months ended June 30,	
(In thousands)	2019	2018	2019	2018
Service fees				
Insufficient funds fees	$ 272	$ 200	$ 480	$ 400
Deposit related fees	53	48	105	99
ATM fees	23	25	45	48
Total service fees	348	273	630	547
Fee Income				
Insurance commissions	216	234	451	460
Investment services revenue	97	83	145	149
ATM fees surcharge	59	61	105	106
Banking house rents collected	33	36	68	66
Total fee income	405	414	769	781
Card income				
Debit card interchange fees	187	148	331	291
Merchant card fees	22	20	38	33
Total card income	209	168	369	324
Mortgage fee income and realized gain on sale of loans and foreclosed real estate				
Loan servicing fees	60	42	87	83
Net gains on sales of loans and foreclosed real estate	13	13	5	16
Total mortgage fee income and realized gain on sale of loans and foreclosed real estate	73	55	92	99
Total	1,035	910	1,860	1,751
Earnings and gain on bank owned life insurance	101	108	222	181
Net gains (losses) on sales and redemptions of investment securities	32	(22)	111	(129)
Gains on equity securities	16	13	57	26
Other miscellaneous income	35	15	62	90
Total noninterest income	$ 1,219	$ 1,024	$ 2,312	$ 1,919

The following is a discussion of key revenues within the scope of the new revenue guidance:

- *Service fees* – Revenue is earned through insufficient funds fees, customer initiated activities or passage of time for deposit related fees, and ATM service fees. Transaction-based fees are recognized at the time the transaction is executed, which is the same time the Company's performance obligation is satisfied. Account maintenance fees are earned over the course of the month as the monthly maintenance performance obligation to the customer is satisfied.
- *Fee income* – Revenue is earned through commissions on insurance and securities sales, ATM surcharge fees, and banking house rents collected. The Company earns investment advisory fee income by providing investment management services to customers under investment management contracts. As the direction of investment management accounts is provided over time, the performance obligation to investment management customers is satisfied over time, and therefore, revenue is recognized over time.

- *Card income* – Card income consists of interchange fees from consumer debit card networks and other related services. Interchange rates are set by the card networks. Interchange fees are based on purchase volumes and other factors and are recognized as transactions occur.
- *Mortgage fee income and realized gain on sale of loans and foreclosed real estate* – Revenue from mortgage fee income and realized gain on sale of loans and foreclosed real estate is earned through the origination of residential

and commercial mortgage loans, sales of one-to-four family residential mortgage loans, sales of government guarantees portions of SBA loans, and sales of foreclosed real estate, and is earned as the transaction occurs.

Note 14: Leases

The Company has operating and finance leases for certain banking offices and land under noncancelable agreements. Our leases have remaining lease terms that vary from less than one year up to 31 years, some of which include options to extend the leases for various renewal periods. All options to renew are included in the current lease term when we believe it is reasonably certain that the renewal options will be exercised.

The Company elected to adopt the transition relief under Topic 842, Leases, using the modified retrospective transition method. The periods presented prior to January 1, 2019 continue to be in accordance with ASC 840.

The components of the lease expense are as follows:

(In thousands)	For the three months ended June 30, 2019	For the six months ended June 30, 2019
Operating lease cost	$ 60	$ 119
Finance lease cost	$ 12	$ 12

(In thousands)	For the three months ended June 30, 2019	For the six months ended June 30, 2019
Cash paid for amount included in the measurement of lease liabilities:		
Operating cash flows from operating leases	$ 56	$ 104
Operating cash flows from finance leases	$ 12	$ 12
Financing cash flows from finance leases	$ 11	$ 11

Supplemental balance sheet information related to leases was as follows:

(In thousands, except lease term and discount rate)	June 30, 2019
Operating Leases:	
Operating lease right-of-use assets	$ 2,458
Operating lease liabilities	$ 2,711
Finance Leases:	
Financial Liability	$ 574
Weighted Average Remaining Lease Term:	
Operating Leases	19.85 years
Finance Leases	29.83 years
Weighted Average Discount Rate:	
Operating Leases	3.71%
Finance Leases	13.75%

Maturities of lease liabilities were as follows:

Years Ending June 30,		
(In thousands)		
2020	$	116
2021		109
2022		93
2023		104
2024		114
Thereafter		2,749
Total minimum lease payments	$	3,285

The Company owns certain properties that it leases to unaffiliated third parties at market rates. Lease rental income was $34,000 and $36,000 for the three months ended June 30, 2019 and 2018, respectively. Lease rental income was $68,000 and $66,000 for the six months ended June 30, 2019 and 2018, respectively. All lease agreements, in which the Company is the lessor, are accounted for as operating leases. The Company has no unamortized initial direct costs related to the establishment of these lease agreements at January 1, 2019.

Item 2 - Management's Discussion and Analysis of Financial Condition and Results of Operations (Unaudited)

General

The Company is a Maryland corporation headquartered in Oswego, New York. The Company is 100% owned by public shareholders. The primary business of the Company is its investment in Pathfinder Bank (the "Bank"), a New York State chartered commercial bank, which is 100% owned by the Company. The Bank has two wholly owned operating subsidiaries, Pathfinder Risk Management Company, Inc. (“PRMC”) and Whispering Oaks Development Corp. All significant inter-company accounts and activity have been eliminated in consolidation. Although the Company owns, through its subsidiary PRMC, 51% of the membership interest in FitzGibbons Agency, LLC (“Agency”), the Company is required to consolidate 100% of FitzGibbons within the consolidated financial statements. The 49% of which the Company does not own is accounted for separately as noncontrolling interests within the consolidated financial statements. At June 30, 2019, the Company and subsidiaries had total consolidated assets of $1.0 billion, total consolidated liabilities of $925.0 million and shareholders' equity of $87.6 million plus noncontrolling interest of $239,000, which represents the 49% of FitzGibbons not owned by the Company.

The following discussion reviews the Company's financial condition at June 30, 2019 and the results of operations for the three and six month periods ended June 30, 2019 and 2018. Operating results for the three and six months ended June 30, 2019 are not necessarily indicative of the results that may be expected for the year ending December 31, 2019 or any other period.

The following material under the heading "Management's Discussion and Analysis of Financial Condition and Results of Operations" is written with the presumption that the users of the interim financial statements have read, or have access to, the Company's latest audited financial statements and notes thereto, together with Management's Discussion and Analysis of Financial Condition and Results of Operations included in the 2018 Annual Report on Form 10-K filed with the Securities and Exchange Commission on March 27, 2019 (“the consolidated annual financial statements”) as of December 31, 2018 and 2017 and for the two years then ended. Therefore, only material changes in financial condition and results of operations are discussed in the remainder of Item 2.

Statement Regarding Forward-Looking Statements

This report contains forward-looking statements that are based on assumptions and may describe future plans, strategies and expectations of the Company. These forward-looking statements are generally identified by use of the words “believe,” “expect,” “intend,” “anticipate,” “estimate,” “project” or similar expressions. The Company’s ability to predict results or the actual effect of future plans or strategies is inherently uncertain. Factors which could have a material adverse effect on the operations of the Company and its subsidiaries include, but are not limited to:

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

These risks and uncertainties should be considered in evaluating forward-looking statements and undue reliance should not be placed on such statements. Except as required by applicable law or regulation, the Company does not undertake, and specifically disclaims any obligation, to release publicly the result of any revisions that may be made to any forward-looking statements to reflect events or circumstances after the date of the statements or to reflect the occurrence of anticipated or unanticipated events.

Application of Critical Accounting Policies

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

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

The allowance for loan losses represents management's estimate of probable loan losses inherent in the loan portfolio. Determining the amount of the allowance for loan losses is considered a critical accounting estimate because it requires significant judgment on the use of estimates related to the amount and timing of expected future cash flows on impaired loans, estimated losses on pools of homogeneous loans based on historical loss experience, and consideration of current economic trends and conditions, all of which may be susceptible to significant change.

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

Residential and Consumer Loans:

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

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

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

Impairment is measured by determining the present value of expected future cash flows or, for collateral-dependent loans, the fair value of the collateral adjusted for market conditions and selling expenses as compared to the loan carrying value. For all other loans and leases, the Company uses the general allocation methodology that establishes an allowance to estimate the probable incurred loss for each risk-rating category.

Deferred income tax assets and liabilities are determined using the liability method. Under this method, the net deferred tax asset or liability is recognized for the future tax consequences. This is attributable to the differences between the financial statement carrying amounts of existing assets and liabilities and their respective tax bases as well as net operating and capital loss carry forwards. Deferred tax assets and liabilities are measured using enacted tax rates applied to taxable income in the years in which those temporary differences are expected to be recovered or settled. The effect on deferred tax assets and liabilities of a change in tax rates is recognized in income tax expense in the period that includes the enactment date. If current available evidence about the future raises doubt about the likelihood of a deferred tax asset being realized, a valuation allowance is established. The judgment about the level of future taxable income, including that which is considered capital, is inherently subjective and is reviewed on a continual basis as regulatory and business factors change. In the quarter ended March 31, 2019, the Company established, through a charge to earnings, a valuation allowance in the amount of $136,000 in order to reserve against deferred tax assets related to New York State income taxes. Effective in January 2018, the Company adopted a modification methodology, made available following changes to the New York State tax code, effecting how the Company’s state income tax liability is computed. Under this adopted methodology it is unlikely that the Company will pay income taxes to New York in future periods and it is therefore probable that the Company’s deferred tax assets related to New York State income taxes are unlikely to further reduce the Company’s state income tax rate in the future. Accordingly, a valuation allowance against the value of those deferred tax assets was established to reduce the net deferred tax asset related to New York income taxes to $-0- at June 30, 2018. At June 30, 2019, the Company had a valuation allowance of $61,000 established against the future projected benefits of deferred tax assets related to New York State income tax obligations. There were no valuation allowances against deferred tax assets at December 31, 2018. The Company’s effective tax rate typically differs from the 21% federal statutory tax rate due primarily to tax-exempt income from specific types of investment securities and loans, bank owned life insurance, and, to a much lesser degree, the utilization of low income housing tax credits. These factors, which typically lower the effective tax rate for the Company, were offset by the establishment of the valuation allowance described above resulting in an effective tax rate of 27.8% for the six months ended June 30, 2019.

We maintain a noncontributory defined benefit pension plan covering most employees. The plan provides defined benefits based on years of service and final average salary. On May 14, 2012, we informed our employees of our decision to freeze participation and benefit accruals under the plan, primarily to reduce some of the volatility in earnings that can accompany the maintenance of a defined benefit plan. Pension and post-retirement benefit plan liabilities and expenses are based upon actuarial assumptions of future events; including fair value of plan assets, interest rates, and the length of time the Company will have to provide those benefits. The assumptions used by management are discussed in Note 14 to the consolidated annual financial statements.

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

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

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

Management performs an annual evaluation of our goodwill for possible impairment at each of our reporting units. Based on the results of the December 31, 2018 evaluation, management has determined that the carrying value of goodwill was not impaired as of that date. The evaluation approach is described in Note 10 of the consolidated annual financial statements. Further information on the estimation of fair values can be found in Note 22 to the consolidated annual financial statements.

Recent Events

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

The Company also entered into subscription agreements dated as of May 8, 2019 (the “Subscription Agreements”) with certain directors and executive officers of the Company as well as other accredited investors. Pursuant to the Subscription

Agreements, the investors purchased an aggregate of 269,277 shares of Common Stock at $14.25 per share for gross proceeds of approximately $3.8 million, before payment of placement fees and related costs and expenses. The Subscription Agreements contain representations, warranties, and covenants of the purchasers and the Company that are customary in private placement transactions.

In total, therefore, the Company issued 306,977 shares of Common Stock, 1,155,283 shares of Series B Preferred Stock and the Warrant at the conclusion of the Private Placement. The transaction raised $20.8 million in gross proceeds and the final net cash received from the Private Placement, after all issuance expenses, including placement fees and all other issuance/due diligence costs of $927,000 and $342,000, respectively, was $19.6 million. The fair value of the Warrant at the time of issuance was $373,000. The Company intends to use the net cash received from the Private Placement to strengthen the Company's current balance sheet, improve the regulatory capital of the Bank, support organic growth opportunities and for general corporate purposes.

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

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

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

As discussed above, pursuant to the Securities Purchase Agreement, on May 8, 2019, the Company issued a Warrant to Castle Creek to purchase 125,000 shares of Common Stock at an exercise price equal to $14.25 per share. At the same time, the Company entered into a Warrant Agreement with Castle Creek, to, among other things, authorize and establish the terms of the Warrant. The Warrant is exercisable at any time after May 8, 2019, and from time to time, in whole or in part, until May 8, 2026. However, the exercise of such Warrant remains subject to certain contractual provisions, the Exchange Cap, and regulatory approval if Castle Creek's ownership of Common Stock would exceed 9.9%. At June 30, 2019, Castle Creek owned 9.9% of the Company's common stock. The Warrant will receive dividends equal to the amount paid on the Company's common stock. The dividend payment shall be calculated on (1) the unexercised portion of the 125,000 notional shares encompassed within the terms of the Warrant, less (2) any exercised portion of the 125,000 shares, times (3) the amount of the quarterly dividend paid to common shareholders. Dividend payments, if declared on the Company's common stock, will be made on the Warrant until its expiration date. The fair value of the Warrant at the time of its issuance to Castle Creek was $373,000.

Pursuant to the terms of the Securities Purchase Agreement, Castle Creek will be entitled to have one representative appointed to the Company's board of directors for so long as Castle Creek, together with its respective affiliates, owns, in the aggregate, 4.9% or more of all of the outstanding shares of the Company's Common Stock. If Castle Creek, together with its respective affiliates, owns, in the aggregate, 4.9% or more of all of the outstanding shares of the Company's Common Stock and does not have a board representative appointed to the Company's board of directors, the Company will invite a person designated by Castle Creek to attend meetings of the Company's Board of Directors as an observer. At June 30, 2019, Castle Creek elected to have an observer present at substantially all meetings of the Company's Board of Directors.

On June 21, 2019, the Company announced that the Board of Directors declared a quarterly cash dividend of $0.06 per common and $0.06 per preferred share and a dividend equal to $8,000 related to the issued Warrant. The dividends are payable on August 9, 2019 to shareholders of record on July 19, 2019.

Overview and Results of Operations

The following represents the significant highlights of the Company's operating results between the second quarter of 2019 and the second quarter of 2018.

- Net income decreased $338,000, or 35.8%, to $607,000.
- Basic and diluted earnings per share were both $0.11 per share and decreased $0.12 per share and $0.11 per share, respectively.
- Return on average assets decreased 18 basis points to 0.25% as the decrease in income outpaced the increase in average assets.
- Net interest income, after provision for loan losses, decreased $74,000, or 1.2%, to $6.1 million. Excluding the provision, net interest income increased $239,000, or 3.7%, to $6.7 million. This increase in earnings was primarily due to the increase in average balances of interest earning assets, accompanied by an increase in the average yield earned on interest-earning assets.
- Net interest margin decreased by 17 basis points to 2.90%, primarily as a result of a $142.4 million increase in the average balance of time deposits, coupled with an 87 basis point increase in the average rate paid on time deposits.
- The effective income tax rate increased 7.9% to 22.2% for the three months ended June 30, 2019 as compared to 14.3% for the same three month period in 2018. The increase was primarily related to the tax benefit recognized related to the cashless exercise of incentive stock options in the prior year quarter.

The following represents significant highlights of the Company's operating results between the first six months of 2019 and the first six months of 2018.

- Net income decreased $828,000, or 42.5%, to $1.1 million.
- Basic and diluted earnings per share were both $0.23 per share and decreased $0.24 per share and $0.23 per share, respectively.
- Return on average assets decreased 21 basis points to 0.23% as the decrease in income outpaced the increase in average assets.
- Net interest income, after provision for loan losses, increased by $549,000, or 4.6%, to $12.5 million. This increase in earnings was primarily due to the increase in average balances of interest earning assets, accompanied by an increase in the average yield earned on interest-earning assets.
- Net interest margin decreased by 14 basis points to 2.91%, primarily as a result of a $120.3 million increase in the average balance of time deposits, coupled with an 86 basis point increase in the average rate paid on time deposits.
- The effective income tax rate increased 12.7% to 27.8% for the six months ended June 30, 2019 as compared to 15.1% for the same six month period in 2018. This increase was primarily related to the nonrecurring establishment, through a charge to earnings, of a $136,000 valuation allowance to reserve against deferred tax assets related to New York State income taxes.

The following reflects the significant changes in financial condition between the periods of December 31, 2018 and June 30, 2019. In addition, the following reflects significant changes in asset quality metrics between June 30, 2018 and June 30, 2019.

- Total assets increased $79.7 million, or 8.6% to $1.0 billion at June 30, 2019, as compared to December 31, 2018, primarily due to increases in loans and cash and cash equivalents partially offset by a decrease in investment securities. These increases were funded largely by increases in deposits, including brokered deposits, as well as the cash flow from the sale and maturity of investment securities.

- Asset quality metrics remained stable in comparison to recent reporting periods. The Company's consistent asset quality metrics are reflective of its disciplined risk management process, along with the relative economic stability of its Central New York State market area. The annualized net loan charge-offs to average loans ratio was 0.07% for the second quarter of 2019, compared to 0.14% for the second quarter of 2018, and 0.22% for the fourth quarter of 2018. Nonperforming loans to total loans decreased 36 basis points to 0.54% at June 30, 2019, compared to 0.90% at June 30, 2018. Nonperforming loans to total loans increased 19 basis points to 0.54% at June 30, 2019, compared to 0.35% at December 31, 2018. Correspondingly, the ratio of the allowance for loan losses to nonperforming loans for second quarter 2019 was 208.39%, as compared to 139.7% at June 30, 2018, and 340.13% at December 31, 2018.

The Company had net income of $607,000 for the three months ended June 30, 2019 compared to net income of $945,000 for the three months ended June 30, 2018. The $338,000 decrease in net income was due primarily to a $1.4 million increase in interest expense, a $412,000 increase in noninterest expense, and a $313,000 increase in the provision for loan losses. These fluctuations were partially offset by a $1.6 million increase in interest and dividend income and a $195,000 increase in noninterest income.

Net interest income before the provision for loan losses increased $239,000, or 3.7%, to $6.7 million for the three months ended June 30, 2019 as compared to $6.5 million for the same three month period in 2018. The increase was primarily the result of the increase in average interest-earning asset balances due to increases in average loans and average taxable investment securities. The positive effects of increased average interest-earning assets for the three months ended June 30, 2019, as compared to the same three month period in 2018, were also enhanced by an increase in the average yield of interest-earning assets of 31 basis points to 4.36% for the three months ended June 30, 2019 from 4.05% for the same three month period of the previous year. This increase in net interest income was partially offset by an increase in the average balance and average cost of interest-bearing liabilities between the year-over-year second quarter periods.

The $195,000, or 19.0%, increase in noninterest income in the quarter ended June 30, 2019, as compared to the same quarterly period in 2018, was primarily the result of a $75,000 increase on service charges on deposit accounts. Further contributing to the increase in noninterest income was a net increase of $54,000 in the net gains on the sales and redemptions of investment securities from a loss of $22,000 for the three months ended June 30, 2018 to a net gain of $32,000 for the same quarter in 2019. The investment securities sales were part of the Company's portfolio optimization and liquidity management strategies. It is the intention of management to reinvest the proceeds of these investment securities transactions into potentially higher yielding interest-earning assets in future periods. All other noninterest income categories increased by $66,000, or 8.5% in the quarter ended June 30, 2019 as compared to the prior year quarter.

The $412,000 increase in noninterest expense in the quarter ended June 30, 2019, as compared to the same quarterly period in 2018, was due primarily to an increase of $243,000, or 7.6%, in salaries and employee benefits expense that reflected an increase in staffing levels intended to meet increased loan demand and to better serve customers and potential customers as the Bank's operations continue to expand primarily into Onondaga County, New York. In addition, data processing costs and building occupancy costs increased $134,000 and $129,000, respectively. The increases in these operating costs were partially due to expenses related to our new banking location in Onondaga County. All other noninterest expense categories decreased $94,000, or 4.8%, in aggregate during the quarter ended June 30, 2019, as compared to the same three month period in 2018.

In comparing the year-over-year second quarter periods, the return on average assets decreased 18 basis points to 0.25% due to the combined effects of the decrease in net income (the numerator in the ratio) and the increase in average assets (the denominator in the ratio). Average assets increased due to increases in average loans and average taxable investment securities of $59.1 million and $42.4 million, respectively, in the second quarter of 2019 as compared to the same quarter of 2018. Average interest-bearing deposits increased $71.6 million in the second quarter of 2019, as compared with the same quarter in 2018. The increase in deposits was the result of organic growth within our existing marketplace coupled with targeted promotions for our time deposit products.

The Company had net income of $1.1 million for the six months ended June 30, 2019 compared to net income of $1.9 million for the six months ended June 30, 2018. The $828,000 decrease in net income was due primarily to a $2.7 million increase in interest expense, a $1.7 million increase in noninterest expense, and a $78,000 increase in income tax expense. These fluctuations were partially offset by an increase of $3.1 million in interest and dividend income, a $393,000 increase in noninterest income, and a $156,000 decrease in the provision for loan losses.

Net interest income before the provision for loan losses increased $393,000, or 3.1%, to $13.3 million for the six months ended June 30, 2019 as compared to the same six month period in the previous year. The increase was a result of the increase in average balances on loans and taxable investment securities and an increase in the average yield earned on those balances, partially offset by an increase in the average balance and average cost of interest-bearing liabilities between the year-over-year six month periods.

The $393,000, or 20.5%, increase in noninterest income in the six months ended June 30, 2019, as compared to the same six month period in 2018, was primarily the result of a net increase of $240,000 in the net gains on the sales and redemptions of investment securities from a loss of $129,000 for the six months ended June 30, 2018 to a net gain of $111,000 for the same six month period in 2019. The investment securities sales were part of the Company's portfolio optimization and liquidity management strategies. It is the intention of management to reinvest the proceeds of these investment securities transactions into potentially higher yielding interest-earning assets in future periods. Also contributing to the increase in noninterest income was service charges on deposit accounts, earnings and gain on bank owned life insurance, and gains on marketable equity securities, which increased $83,000, $41,000, and $31,000, respectively. All other noninterest income categories decreased by $2,000, or .2%, in the six months ended June 30, 2019 as compared to the prior year period.

The $1.7 million increase in noninterest expense was due primarily to an increase of $914,000, or 14.8%, in salary and employee benefits expense that reflected, in part, approximately $197,000 in one-time employee severance payments and $144,000 in reduced accrued earnings from the Company's defined benefit pension plan (due primarily to market value declines in the Company's pension assets at December 31, 2018). The remainder of the year-over-year increase in salary and benefits expense of $573,000 was primarily due to increases in staffing levels intended to meet increased loan demand and to better serve customers and potential customers as the Bank's operations continue to expand into Onondaga County. In addition, data processing costs, foreclosed real estate expenses, and building occupancy costs increased $250,000, $222,000, and $199,000, respectively. The increase in data processing and building occupancy costs were partially due to expenses related to our new banking location in Onondaga County. Foreclosed real estate expenses increased due to expenses related to the final disposition of a single foreclosed commercial property. All other noninterest expense categories increased $79,000, or 2.4%, in aggregate for the six month period ended June 30, 2019, as compared to the same six month period in 2018.

For the three months ended June 30, 2019, we recorded $610,000 in provision for loan losses as compared to $297,000 in the same prior year three month period. This $313,000 increase in the provision for loan losses was reflective of continued significant growth in the Bank's commercial lending portfolio and the addition of one commercial loan relationship that required a specific reserve of $176,000. Average loan balances increased $59.1 million, or 9.7%, in the second quarter of 2019 as compared with the same quarter of 2018.

For the first six months of 2019, we recorded $754,000 in provision for loan losses as compared to $910,000 in the same prior year six month period. This $156,000 decrease in the provision for loan losses was reflective of changes to both quantitative and environmental factors deemed appropriate for the Bank's loan portfolio, as well as stable asset quality metrics, partially offset by an increase in the provision for loan losses recorded due to the increase in the loan portfolio's aggregate size. Further, at December 31, 2018, the Bank had $152,000 in unallocated reserves to absorb future potential losses reducing the provision necessary for the first half of 2019. There were no unallocated reserves at March 31, 2019 or June 30, 2019.

Return on average assets decreased 21 basis points to 0.23% between the year-over-year six month periods as the change in net income in the six month period ended June 30, 2019 (the numerator of the ratio) decreased by a slightly higher percentage than the rate at which average assets (the denominator of the ratio) grew during the period.

Net Interest Income

Net interest income is the Company's primary source of operating income for payment of operating expenses and providing for loan losses. It is the amount by which interest earned on loans, interest-earning deposits, and investment securities, exceeds the interest paid on deposits and other interest-bearing liabilities. Changes in net interest income and net interest margin result from the interaction between the volume and composition of interest-earning assets, interest-bearing liabilities, related yields, and associated funding costs.

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

	For the three months ended June 30,					
	2019			2018		
(Dollars in thousands)	Average Balance	Interest	Average Yield / Cost	Average Balance	Interest	Average Yield / Cost
Interest-earning assets:						
Loans	$ 666,428	$ 8,222	4.93%	$ 607,286	$ 7,018	4.62%
Taxable investment securities	228,506	1,729	3.03%	186,147	1,232	2.65%
Tax-exempt investment securities	9,383	51	2.17%	33,302	217	2.61%
Fed funds sold and interest-earning deposits	22,222	106	1.91%	15,135	49	1.30%
Total interest-earning assets	926,539	10,108	4.36%	841,870	8,516	4.05%
Noninterest-earning assets:						
Other assets	67,935			55,763		
Allowance for loan losses	(7,372)			(7,544)		
Net unrealized losses						
on available-for-sale securities	(1,685)			(3,876)		
Total assets	$ 985,417			$ 886,213		
Interest-bearing liabilities:						
NOW accounts	$ 67,380	$ 28	0.17%	$ 64,157	$ 27	0.17%
Money management accounts	13,415	5	0.15%	13,584	5	0.15%
MMDA accounts	177,284	395	0.89%	250,502	599	0.96%
Savings and club accounts	85,283	25	0.12%	85,892	22	0.10%
Time deposits	368,708	2,287	2.48%	226,358	913	1.61%
Subordinated loans	15,102	217	5.75%	15,071	210	5.57%
Borrowings	71,701	445	2.48%	65,470	273	1.67%
Total interest-bearing liabilities	798,873	3,402	1.70%	721,034	2,049	1.14%
Noninterest-bearing liabilities:						
Demand deposits	101,675			96,226		
Other liabilities	10,395			5,772		
Total liabilities	910,943			823,032		
Shareholders' equity	74,474			63,181		
Total liabilities & shareholders' equity	$ 985,417			$ 886,213		
Net interest income		$ 6,706			$ 6,467	
Net interest rate spread			2.66%			2.91%
Net interest margin			2.90%			3.07%
Ratio of average interest-earning assets						
to average interest-bearing liabilities			115.98%			116.76%

(Dollars in thousands)	For the six months ended June 30, 2019 Average Balance	2019 Interest	2019 Average Yield / Cost	2018 Average Balance	2018 Interest	2018 Average Yield / Cost
Interest-earning assets:						
Loans	$ 650,169	$ 15,797	4.86%	$ 600,548	$ 13,736	4.57%
Taxable investment securities	226,586	3,605	3.18%	193,731	2,428	2.51%
Tax-exempt investment securities	13,903	159	2.29%	35,564	465	2.62%
Fed funds sold and interest-earning deposits	21,390	216	2.02%	14,412	96	1.33%
Total interest-earning assets	912,048	19,777	4.34%	844,255	16,725	3.96%
Noninterest-earning assets:						
Other assets	66,878			54,540		
Allowance for loan losses	(7,324)			(7,324)		
Net unrealized (losses)						
on available for sale securities	(2,468)			(3,358)		
Total assets	$ 969,134			$ 888,113		
Interest-bearing liabilities:						
NOW accounts	$ 68,819	$ 56	0.16%	$ 68,100	$ 52	0.15%
Money management accounts	13,820	10	0.14%	14,246	11	0.15%
MMDA accounts	180,907	829	0.92%	252,798	1,072	0.85%
Savings and club accounts	84,792	50	0.12%	83,901	43	0.10%
Time deposits	345,486	4,140	2.40%	225,223	1,733	1.54%
Subordinated loans	15,097	434	5.75%	15,066	413	5.48%
Borrowings	79,200	1,005	2.54%	66,981	541	1.62%
Total interest-bearing liabilities	788,121	6,524	1.66%	726,315	3,865	1.06%
Noninterest-bearing liabilities:						
Demand deposits	101,480			92,803		
Other liabilities	9,383			5,960		
Total liabilities	898,984			825,078		
Shareholders' equity	70,150			63,035		
Total liabilities & shareholders' equity	$ 969,134			$ 888,113		
Net interest income		$ 13,253			$ 12,860	
Net interest rate spread			2.68%			2.90%
Net interest margin			2.91%			3.05%
Ratio of average interest-earning assets						
to average interest-bearing liabilities			115.72%			116.24%

As indicated in the above tables, net interest income, before provision for loan losses, increased $239,000, or 3.7%, to $6.7 million for the three months ended June 30, 2019 as compared to $6.5 million for the same prior year period. This increase was due principally to the $84.7 million, or 10.1%, increase in the average balance of interest-earning assets, and an increase of 31 basis points on the average yield earned on those assets. These positive factors on net interest income were partially offset by an increase in the average balance of interest-bearing liabilities of $77.8 million, or 10.8%, and an increase of 56 basis points on the average interest rate paid on those liabilities. In total, net interest margin decreased 17 basis points to 2.90% due largely to the increase in rates paid on average interest-bearing liabilities, as noted above. The following analysis should also be viewed in conjunction with the table below which reports the changes in net interest income attributable to rate and volume.

Interest and dividend income increased $1.6 million, or 18.7%, to $10.1 million for the three months ended June 30, 2019 compared to $8.5 million for the same three month period in 2018. The increase in interest income was due principally to the increase in average interest-earning assets (primarily loans and taxable investment securities), which increased between the year-over-year second quarter periods by 12.8%. The increase in the average balances of loans reflected the Company’s continued success in its expansion within the greater Syracuse, New York market. Further supporting the quarter-over-quarter increase in interest income, the average yield on the loans and taxable investment portfolio improved 31 basis points to 4.93% and 38 basis points to 3.03%, respectively. This increase in the average yield on loans was the result of new loan production being added to the loan portfolio at rates slightly higher than the average yields of the previously existing portfolio. The increase in the average yield on taxable investment securities was the result of an increase in book yields on adjustable-rate securities and the purchase of new securities, often with longer durations or more credit risk exposure, at rates higher than the average yields of securities within the previously-existing portfolio whose balances continue to be reduced by amortization and maturities.

Interest expense for the three months ended June 30, 2019 increased $1.4 million, or 66.0%, to $3.4 million when compared to the same prior year period. Deposit interest expense increased $1.2 million, or 75.0%, to $2.7 million due to a $71.6 million increase in the average balance of interest-bearing deposits accompanied by a 56 basis point increase in the average annualized rate paid on these deposits to 1.54% for the three months ended June 30, 2019, as compared with the same three month period in 2018. This increase in average rates was primarily due to an 87 basis point increase in the average rates paid on time deposits, during the three months ended June 30, 2019 as compared to the same three month period in 2018. The increases in the average rates paid on time deposits reflected the competitive environment for such deposits within the Company's marketplace as well as a general increase in short-term interest rates nationally. Further contributing to the increase in interest expense was a $172,000 increase in borrowings expense, which increased due to general increases in short-term interest rates nationally along with a $6.2 million increase in the average balance of borrowings.

For the six month period ended June 30, 2019, net interest income, before the provision for loan losses, increased $393,000, or 3.1%, to $13.3 million compared to $12.9 million for the six months ended June 30, 2018. Interest and dividend income increased $3.1 million, or 18.3%, to $19.8 million for the six months ended June 30, 2019 from $16.7 million for the same six month period in 2018. The increase in interest income was due principally to the increase in average balances of loan and taxable investment securities, which increased 8.3% and 17.0%, respectively, between the year-over-year six month periods. The increase in the average balances of loans reflected the Company's continued success in its expansion within the greater Syracuse market. These increases were also positively affected by the increase in the average yield on loans and taxable investment securities of 29 basis points to 4.86% and 67 basis points to 3.18%, respectively. This increase in the average yield on loans was the result of new loan production being added to the loan portfolio at rates slightly higher than the average rates of the previously existing portfolio. The increase in the average yield on taxable investment securities was the result of an increase in book yields on adjustable-rate securities and the purchase of new securities, often with longer durations or more credit risk exposure, at rates higher than the average rates of securities within the previously-existing portfolio whose balances continue to be reduced by amortization, maturities and sales. Further contributing to the increase in interest expense was a $464,000 increase in borrowings expense, which increased due to general increases in short-term interest rates nationally along with a $12.2 million increase in the average balance of borrowings.

Interest expense for the six months ended June 30, 2019 increased $2.7 million, or 68.8%, to $6.5 million as compared to $3.9 million for the six months ended June 30, 2018. The increase in interest expense was due principally to the increase in average interest-bearing liabilities of $61.8 million, along with a 60 basis point increase in the average rate paid on these liabilities to 1.66%. The increase in average rates paid on interest-bearing liabilities was due to a $2.2 million increase in deposit interest expense and a $464,000 increase in interest expense paid on borrowed funds. The average balances of interest-bearing deposits, which include brokered deposits, increased $49.6 million between the year-over-year six month periods. Deposit interest expense increased 57 basis points to 1.47% for the six months ended June 30, 2019 as compared with the same six month period in 2018. This increase was primarily due to an 86 basis point increase in the average rate paid on time deposits, during the six months ended June 30, 2019 as compared to the same time period in 2018. The increases in rates paid on those deposits reflected the competitive environment for such deposits within the Company's marketplace and a general increase in short-term interest rates nationally.

Rate/Volume Analysis

Net interest income can also be analyzed in terms of the impact of changing interest rates on interest-earning assets and interest-bearing liabilities and changes in the volume or amount of these assets and liabilities. The following table represents the extent to which changes in interest rates and changes in the volume of interest-earning assets and interest-bearing liabilities have affected the Company's interest income and interest expense during the periods indicated. Information is provided in each category with respect to: (i) changes attributable to changes in volume (change in volume multiplied by prior rate); (ii) changes attributable to changes in rate (changes in rate multiplied by prior volume); and (iii) total increase or decrease. Changes attributable to both rate and volume have been allocated ratably.

	Three months ended June 30, 2019 vs. 2018 Increase/(Decrease) Due to			Six months ended June 30, 2019 vs. 2018 Increase/(Decrease) Due to		
(In thousands)	**Volume**	**Rate**	**Total Increase (Decrease)**	**Volume**	**Rate**	**Total Increase (Decrease)**
Interest Income:						
Loans	$ 711	$ 493	$ 1,204	$ 1,175	$ 886	$ 2,061
Taxable investment securities	305	192	497	455	722	1,177
Tax-exempt investment securities	(135)	(31)	(166)	(254)	(52)	(306)
Interest-earning deposits	28	29	57	58	62	120
Total interest income	909	683	1,592	1,434	1,618	3,052
Interest Expense:						
NOW accounts	3	(2)	1	1	3	4
Money management accounts	-	-	-	-	(1)	(1)
MMDA accounts	(165)	(39)	(204)	(459)	216	(243)
Savings and club accounts	(1)	4	3	-	7	7
Time deposits	741	633	1,374	1,178	1,229	2,407
Subordinated loans	-	7	7	1	20	21
Borrowings	28	144	172	112	352	464
Total interest expense	606	747	1,353	833	1,826	2,659
Net change in net interest income	$ 303	$ (64)	$ 239	$ 601	$ (208)	$ 393

Provision for Loan Losses

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

Management extensively reviews recent trends in historical losses, qualitative factors and specific reserve needs on loans individually evaluated for impairment in its determination of the adequacy of the allowance for loan losses. We recorded $610,000 in provision for loan losses for the three month period ended June 30, 2019, as compared to $297,000 for the three month period ended June 30, 2018. The $313,000 increase in the provision for loan losses was reflective of continued significant growth in the Bank's commercial lending portfolio and the addition of one commercial loan relationship that required a specific reserve of $176,000. Average loan balances increased $59.1 million, or 9.7%, in the second quarter of 2019 as compared with the same quarter of 2018.

For the first six months of 2019, we recorded $754,000 in provision for loan losses as compared to $910,000 in the same prior year six month period. This $156,000 decrease in the provision for loan losses was reflective of changes to both quantitative and environmental factors deemed appropriate for the Bank's loan portfolio, as well as stable asset quality metrics, partially offset by an increase in the provision for loan losses recorded due to the increase in the loan portfolio's aggregate size. Further, at December 31, 2018, the Bank had $152,000 in unallocated reserves to absorb future potential losses reducing the provision necessary for the first quarter of 2019. There were no unallocated reserves at March 31, 2019 or June 30, 2019.

The Company measures delinquency based on the amount of past due loans as a percentage of total loans. The ratio of delinquent loans to total loans increased to 2.45% at June 30, 2019 as compared to 1.81% at December 31, 2018. Delinquent loans (numerator) increased $5.8 million while total loan balances (denominator) increased $72.5 million at June 30, 2019, as compared to December 31, 2018. The increase in past due loans was primarily driven by an increase of $3.0 million in loans delinquent 30-59 days, an increase of $1.6 million in loans delinquent more than 90 days, and a $1.2 million increase in loans delinquent 60-89 days. The increase in loans 30-59 days past due at June 30, 2019 as compared to December 31, 2018 was primarily due to the addition of one other commercial and industrial loan totaling $2.5 million. The increase in loans delinquent 90 days or more at June 30, 2019 as compared to December 31, 2018 was primarily due to the addition of six commercial real estate loans totaling $1.8 million. The increase in loans 60-89 days past due at June 30, 2019 as compared to December 31, 2018 was primarily due to the addition of three other commercial and industrial loans totaling $880,000 and the addition of one commercial line of credit totaling $550,000.

At June 30, 2019, there were $17.0 million in loans past due including $11.1 million in loans 30-59 days past due, $2.3 million in loans 60-89 days past due and $3.6 million in loans 90 or more days past due. At December 31, 2018, there were $11.2 million in loans past due, including $8.1 million in loans 30-59 days past due, $1.1 million in loans 60-89 days past due and $2.0 million in loans 90 or more days past due.

Noninterest Income

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

The following table sets forth certain information on noninterest income for the periods indicated:

	Three months ended June 30,				Six months ended June 30,			
(Dollars in thousands)	2019	2018	Change		2019	2018	Change	
Service charges on deposit accounts	$ 348	$ 273	$ 75	27.5%	$ 630	$ 547	$ 83	15.2%
Earnings and gain on bank owned life insurance	101	108	(7)	-6.5%	222	181	41	22.7%
Loan servicing fees	60	42	18	42.9%	87	83	4	4.8%
Debit card interchange fees	187	148	39	26.4%	331	291	40	13.7%
Insurance agency revenue	218	236	(18)	-7.6%	461	465	(4)	-0.9%
Other charges, commissions and fees	244	213	31	14.6%	408	439	(31)	-7.1%
Noninterest income before gains (losses)	1,158	1,020	138	13.5%	2,139	2,006	133	6.6%
Net gains (losses) on sales and redemptions of investment securities	32	(22)	54	245.5%	111	(129)	240	186.0%
Gains on marketable equity securities	16	13	3	23.1%	57	26	31	119.2%
Net gains on sales of loans and foreclosed real estate	13	13	-	0.0%	5	16	(11)	-68.8%
Total noninterest income	$ 1,219	$ 1,024	$ 195	19.0%	$ 2,312	$ 1,919	$ 393	20.5%

The $195,000, or 19.0%, increase in noninterest income in the quarter ended June 30, 2019, as compared to the same quarterly period in 2018, was partially due to the net increase of $54,000 in the net gains on the sales and redemptions of investment securities from a loss of $22,000 for the three months ended June 30, 2018 to a net gain of $32,000 for the same quarter in 2019. The investment securities sales were part of the Company's portfolio optimization and liquidity management strategies. It is the intention of management to reinvest the proceeds of these investment securities transactions into potentially higher yielding interest-earning assets in future periods.

Excluding the effects of the quarter over quarter increase in gains on the sale of investment securities, all other noninterest income categories increased in the aggregate by $141,000, or 13.5% to $1.2 million in the quarter ended June 30, 2019 as compared with $1.0 million in the same quarter of 2018. This $141,000 quarter over quarter increase in noninterest income, excluding the effects of gains on the sales and redemptions of investment securities, was due primarily to increases of $75,000 in service charges on deposit accounts, $39,000 in debit card interchange fees, $31,000 in other charges, commissions and fees, and $18,000 in loan servicing fees. These increases were offset by an $18,000 decrease in insurance agency revenue.

The $393,000, or 20.5%, increase in noninterest income in the six months ended June 30, 2019, as compared to the same six month period in 2018, was primarily the result of a net increase of $240,000 in the net gains on the sales and redemptions of investment securities from a loss of $129,000 for the six months ended June 30, 2018 to a net gain of $111,000 for the same six month period in 2019. The investment securities sales were part of the Company's portfolio optimization and liquidity management strategies. It is the intention of management to reinvest the proceeds of these investment securities transactions into potentially higher yielding interest-earning assets in future periods.

Excluding the effects of the period over period increase in gains on the sale of investment securities, all other noninterest income categories increased in the aggregate by $153,000, or 7.5%, to $2.2 million in the six months ended June 30, 2019 as compared with $2.0 million in the same six month period of 2018. This $153,000 period over period increase in noninterest income, excluding the effects of gains on the sales and redemptions of investment securities, was due primarily to increases of $83,000 in service charges on deposit accounts, a $41,000 increase in earnings and gains on bank owned life insurance, a $40,000 increase in debit card interchanges fees, and a $31,000 increase in gains on marketable equity securities. These increases were offset by decreases of $31,000 in other charges, commissions and fees and $11,000 in net gains on sale of loans and foreclosed real estate.

Noninterest Expense

The following table sets forth certain information on noninterest expense for the periods indicated:

	Three months ended June 30,				Six months ended June 30,			
(Dollars in thousands)	2019	2018	Change		2019	2018	Change	
Salaries and employee benefits	$ 3,454	$ 3,211	$ 243	7.6%	$ 7,104	$ 6,190	$ 914	14.8%
Building occupancy	632	503	129	25.6%	1,287	1,088	199	18.3%
Data processing	587	453	134	29.6%	1,162	912	250	27.4%
Professional and other services	380	405	(25)	-6.2%	716	736	(20)	-2.7%
Advertising	242	281	(39)	-13.9%	481	468	13	2.8%
FDIC assessments	130	135	(5)	-3.7%	241	255	(14)	-5.5%
Audits and exams	100	105	(5)	-4.8%	200	210	(10)	-4.8%
Insurance agency expense	229	325	(96)	-29.5%	428	489	(61)	-12.5%
Community service activities	144	141	3	2.1%	282	228	54	23.7%
Foreclosed real estate expenses	59	48	11	22.9%	296	74	222	300.0%
Other expenses	582	520	62	11.9%	1,053	936	117	12.5%
Total noninterest expenses	$ 6,539	$ 6,127	$ 412	6.7%	$ 13,250	$ 11,586	$ 1,664	14.4%

The $412,000, or 6.7%, increase in noninterest expense between the year-over-year second quarter periods was principally due to an increase in salaries and employee benefits expense of $243,000, or 7.6%. All other noninterest expenses in aggregate increased $169,000, or 5.8%, for the three months ended June 30, 2019 as compared to the same three month period in 2018. The detail of the components of the overall increase in noninterest expense is as follows:

- The $243,000 increase in salaries and employee benefits expense in the second quarter of 2019, as compared to the same three month period in 2018, was primarily due to increases of $343,000 in salary expense and increases of $197,000 in employee benefits expense, including employee payroll tax expenses. Offsetting these increases was a $315,000 decrease in commission expenses. Commission expense decreased primarily due to additional accruals in the second quarter of 2018 that related to the timing of commissions payments, primarily to the senior management team of the Agency under a revised compensation formula established at the end of 2017. Salaries expense increased primarily as the result of additional staff members supporting current and planned asset growth and risk management activities as well as increased customer service and other operating costs reflecting the ramp-up period

for our two new banking locations in Oneida and Onondaga counties. The year-over-year increases in employee benefit expenses were consistent with the salary increases discussed above.
- The $134,000 increase in data processing costs was primarily due to $62,000 in additional depreciation related to recently completed projects and $27,000 in processing fees paid by the Bank that were based on increased levels of customer activity primarily transacted through its electronic delivery channels.
- The increase in building and occupancy expenses was primarily due to $23,000 in additional depreciation expense related to recently completed building modernization and refurbishment projects, a $21,000 increase in property taxes, a $17,000 increase in utilities and communications, and a $12,000 increase in building and machine maintenance. These increases are consistent with branch and operational growth.
- All other noninterest expenses decreased in aggregate in the year-over-year three month periods by a total of $94,000, or 4.8%, due to a broad range of individually immaterial variances.

The $1.7 million, or 14.4%, increase in noninterest expenses between the six month period ended June 30, 2019 and the same six month period in the prior year was principally due to an increase in salaries and employee benefits expense, data processing expense, foreclosed real estate expense, building occupancy expense, and other expenses. The detail of the components of the overall increase in noninterest expense is as follows:

- The $914,000 increase in salaries and employee benefits expense in the first six months of 2019, as compared to the same six month period in 2018, was primarily due to increases of $764,000 in salary expense and increases of $437,000 in employee benefits expense, including employee payroll tax expenses. Offsetting these increases was a $281,000 decrease in commission expenses. Commission expense decreased primarily due to additional accruals in the prior year in the second quarter of 2018 that related to the timing of commissions payments, primarily to the senior management team of the Agency under a revised compensation formula established at the end of 2017. Salaries expense increased primarily as the result of additional staff members supporting current and planned asset growth and risk management activities as well as increased customer service and other operating costs reflecting the ramp-up period for our two new banking locations in Oneida and Onondaga counties. The year-over-year increases in employee benefit expenses were consistent with the salary increases discussed above.
- The $250,000 increase in data processing costs was primarily due to $128,000 in additional depreciation related to recently completed projects and $70,000 in processing fees paid by the Bank that were based on increased levels of customer activity primarily transacted through its electronic delivery channels.
- Foreclosed real estate expenses increased $222,000 as a result of property taxes paid on a foreclosed property. This foreclosed property was sold in February 2019 and is no longer in foreclosed real estate at June 30, 2019.
- The increase in building occupancy costs was primarily due to $40,000 in additional depreciation expense related to recently completed building modernization and refurbishment projects, a $42,000 increase in utilities and communications, and a $27,000 increase in building and machine maintenance. These increases are consistent with branch and operational growth.
- All other noninterest expenses increased in aggregate in the year-over-year six month periods by a total of $79,000, or 2.4%, due to a broad range of individually immaterial variances.

At June 30, 2019, the Bank serviced 197 residential mortgage loans in the aggregate amount of $11.3 million that have been sold on a non-recourse basis to FNMA. FNMA is the only unrelated third-party that has acquired loans originated by the Bank. On an infrequent basis, loans previously sold to FNMA that subsequently default may be found to have underwriting defects that place the loans out of compliance with the representations and warranties made by the Bank. This can occur at any time while the loan is outstanding. In such cases, the Bank is required to repurchase the defaulted loans from FNMA. Repurchase losses sustained by the Bank include all costs incurred by FNMA as part of the foreclosure process, including items such as delinquent property taxes and legal fees. Management continues to monitor the underwriting standards applied to all residential mortgage loan originations and subsequent sales through its quality control processes and considers these occurrences and their related expenses to be isolated instances.

Income Tax Expense

Income tax expense increased $9,000 to $175,000, with an effective tax rate of 22.2%, for the quarter ended June 30, 2019, as compared to $166,000, with an effective tax rate of 14.3%, for the same three month period in 2018. The increase in income tax expense in the current quarter, as compared to the same quarter in 2018, was primarily due to the recognition of tax benefits of $52,000 in the second quarter of 2018 that resulted from the cashless exercise of incentive stock options by certain executives of the Company. Excluding the tax benefit effects of the stock option exercises, income tax expense for the second quarter of 2018 would have been $218,000, with an effective rate of 18.8%. There were no tax benefits derived from the exercise of these options in the second quarter of 2019.

Income tax expense increased $78,000 to $426,000, with an effective tax rate of 27.8% for the six months ended June 30, 2019 as compared to $348,000, with an effective tax rate of 15.1%, for the same six month period in 2018. In the first quarter of 2019, the Company established, through a charge to earnings, a valuation allowance in the amount of $136,000, increasing the Company's effective tax rate by 8.9%, in order to establish a reserve against deferred tax assets related to New York State income taxes. Effective in January 2018, the Company adopted a modification methodology, made available following changes to the New York State tax code, effecting how the Company's state income tax liability is computed. Under this adopted methodology, it is unlikely that the Company will pay income taxes to New York in future periods and it is therefore probable that the Company's deferred tax assets related to New York State income taxes are unlikely to further reduce the Company's State tax rate in the future. Accordingly, a valuation allowance against the recorded value of those deferred tax assets was established in order to reduce the net deferred tax asset related to New York income taxes to $-0- at June 30, 2019. There were no valuation allowances against deferred tax assets at December 31, 2018.

The Company's effective tax rate differs from the statutory federal tax rate of 21% due primarily to tax-exempt income from specific types of investment securities and loans, bank owned life insurance, and, to a much lesser degree, the utilization of low income housing credits. In addition, the tax effects of certain incentive stock option activity may also reduce the Company's effective tax rate on a sporadic basis. During the six months ended June 30, 2019 these effects reduced the Company's effective tax rate by 1.8%. Excluding the nonrecurring charge related to the deferred tax asset valuation allowance, income tax expense in the first half of 2019 would have been $58,000 less than the prior period, and the effective tax rate would have been 18.9%. The reduction in income tax expense and the effective tax rate in the first half of 2019, as compared to the previous period, was primarily attributable to the year-over-year six month quarter reduction in pre-tax net income.

Earnings per Share

Basic and diluted earnings per share were $0.11 per share for the second quarter of 2019, as compared to $0.23 per basic and diluted share for the same quarter of 2018.

Basic and diluted earnings per share were $0.23 for the six month period ended June 30, 2019, as compared to $0.47 and $0.46, respectively, for the same prior year period. The decrease in earnings per share between these two periods was due to the decrease in net income between these two time periods. Further information on earnings per share can be found in Note 3 of this Form 10-Q.

Changes in Financial Condition

Assets

Total assets increased $79.7 million, or 8.6%, to $1.0 billion at June 30, 2019 as compared to $933.1 million at December 31, 2018. This increase was due primarily to increases in loans and cash and cash equivalents, partially offset by a decrease in investment securities.

Total loans receivable increased $72.0 million, or 11.8%, to $685.0 million at June 30, 2019 from $613.0 million at December 31, 2018. Commercial loans, consumer loans, and residential loans recorded increases between these two dates, with increases of $41.5 million, $27.2 million, and $3.7 million, respectively.

Investment securities decreased $18.7 million, or 8.0%, to $213.4 million at June 30, 2019, as compared to $232.0 million at December 31, 2018, due principally to sales and maturities of securities during the first six months of 2019.

Cash and cash equivalents increased $24.0 million, or 91.3%, to $50.3 million at June 30, 2019, as compared to $26.3 million at December 31, 2018. The $24.0 million increase in cash and cash equivalents was primarily due to a strategic increase in short-term liquidity in anticipation of continued high levels of demand for loan fundings in the second half of 2019. The Bank considers its statutorily required cash reserve balances held at the Federal Reserve Bank to be restricted cash. Total restricted cash was -$0- and $4.0 million at June 30, 2019 and December 31, 2018, respectively.

Liabilities

Total liabilities increased $56.4 million, or 6.5%, to $925.0 million at June 30, 2019 compared to $868.7 million at December 31, 2018. Deposits increased $81.6 million, or 11.2%, to $808.6 million at June 30, 2019, compared to $727.1 million at December 31, 2018. This increase was the result of an increase in deposits obtained directly from customers within the Bank's marketplace of $59.1 million, primarily due to increases in time deposits. This increase was further enhanced by the seasonally-normal strong deposit inflows related to the Bank's municipal depositor relationships, which increased $16.6 million. The increase in these customer deposits during the six months ended June 30, 2019 was partially offset by a decrease in business deposits of $27.3 million. In March 2019, the Bank took on additional brokered time deposits through an unrelated financial institution in the amount of $24.0 million. The Bank utilizes the Certificates of Deposit Account Registry Service ("CDARS") provided by Promontory Interfinancial Network and other deposits acquired through unaffiliated financial institutions as forms of brokered deposits. At June 30, 2019 deposits obtained through the use of this service increased $9.6 million to $51.0 million as compared to $41.4 million at December 31, 2018. Borrowed funds balances from the FHLB-NY decreased $29.1 million, or 24.5%, to $89.4 million at June 30, 2019 from $118.5 million at December 31, 2018.

Shareholders' Equity

The Company's shareholders' equity, exclusive of the noncontrolling interest, increased $23.4 million, or 36.4%, to $87.6 million at June 30, 2019 from $64.2 million at December 31, 2018. This increase was principally due to the $20.0 million increase in additional paid in capital, a $3.0 million increase in comprehensive income, a $275,000 increase in retained earnings, and a $90,000 increase in ESOP shares earned. Additional paid in capital increased as a result of the proceeds received from the Private Placement of common and preferred shares that took place in May 2019. Comprehensive income increased primarily as the result of the appreciation in the fair market value of our available-for-sale investment securities during the six months ended June 30, 2019. The slight increase in retained earnings resulted from $1.1 million in net income recorded in the first six months of 2019. Partially offsetting the increase in retained earnings was a $239,000 one-time adjustment related to the cumulative effect of the capitalization of the operating lease right-of-use-assets based on the adoption of *ASU 2016-02 - Leases (Topic 842).* In addition, retained earnings was further reduced by $530,000 for cash dividends declared on our common stock, $69,000 for cash dividends declared on our preferred stock, and $8,000 for cash dividends declared on our issued warrant.

Capital

Capital adequacy is evaluated primarily by the use of ratios which measure capital against total assets, as well as against total assets that are weighted based on defined risk characteristics. The Company's goal is to maintain a strong capital position, consistent with the risk profile of its banking operations. This strong capital position serves to support growth and expansion activities while at the same time exceeding regulatory standards. At June 30, 2019, the Bank met the regulatory definition of a "well-capitalized" institution, i.e. a leverage capital ratio exceeding 5%, a Tier 1 risk-based capital ratio exceeding 8%, Tier 1 common equity exceeding 6.5%, and a total risk-based capital ratio exceeding 10%.

In addition to establishing the minimum regulatory capital requirements, the regulations limit capital distributions and certain discretionary bonus payments to management if the institution does not hold a "capital conservation buffer" consisting of 2.5% of common equity Tier 1 capital to risk-weighted assets above the amount necessary to meet its minimum risk-based capital requirements. The buffer is separate from the capital ratios required under the Prompt Corrective Actions ("PCA") standards. In order to avoid these restrictions, the capital conservation buffer effectively increases the minimum levels of the following capital to risk-weighted assets ratios: (1) Core Capital, (2) Total Capital and (3) Common Equity.

The capital conservation buffer requirement is now fully implemented at 2.5% of risk-weighted assets as of January 1, 2019. At June 30, 2019, the Bank exceeded all regulatory required minimum capital ratios, including the capital buffer requirements.

On May 24, 2018, The Economic Growth, Regulatory Relief and Consumer Protection Act of 2018 (the "EGRRCPA") was enacted, which repeals or modifies certain provisions of the Dodd-Frank Act and eases regulations on all but the largest banks. The EGRRCPA's provisions include, among other things: (i) exempting banks with less than $10 billion in assets from the ability-to-repay requirements for certain qualified residential mortgage loans held in portfolio; (ii) not requiring appraisals for certain transactions valued at less than $400,000 in rural areas; (iii) exempting banks that originate fewer than 500 open-end and 500 closed-end mortgages from HMDA's expanded data disclosures; (iv) clarifying that, subject to various conditions, reciprocal deposits of another depository institution obtained using a deposit broker through a deposit placement network for purposes of obtaining maximum deposit insurance would not be considered brokered deposits subject to the FDIC's brokered-deposit regulations; (v) raising eligibility for the 18-month exam cycle from $1 billion to banks with $3 billion in assets; and (vi) simplifying capital calculations by requiring regulators to establish for institutions under $10 billion in assets a community bank leverage ratio (tangible equity to average consolidated assets) at a percentage not less than 8% and not greater than 10% that such institutions may elect to replace the general applicable risk-based capital requirements for determining well-capitalized status. The federal banking agencies have proposed that the community bank leverage ratio be set at 9.0%. However, until the federal banking regulators finalize the proposed rule, the current capital rules remain in effect. In addition, the law required the Federal Reserve Board to raise the asset threshold under its Small Bank Holding Company Policy Statement from $1 billion to $3 billion for bank or savings and loan holding companies that are exempt from consolidated capital requirements, provided that such companies meet certain other conditions such as not engaging in significant nonbanking activities.

Pathfinder Bank's capital amounts and ratios as of the indicated dates are presented in the following tables:

	Actual		Minimum For Capital Adequacy Purposes		Minimum To Be "Well-Capitalized" Under Prompt Corrective Provisions		Minimum For Capital Adequacy with Buffer	
(Dollars in thousands)	Amount	Ratio	Amount	Ratio	Amount	Ratio	Amount	Ratio
As of June 30, 2019:								
Total Core Capital (to Risk-Weighted Assets)	$85,002	12.30%	$55,293	8.00%	$69,117	10.00%	$72,573	10.50%
Tier 1 Capital (to Risk-Weighted Assets)	$77,177	11.17%	$41,470	6.00%	$55,293	8.00%	$58,749	8.50%
Tier 1 Common Equity (to Risk-Weighted Assets)	$77,177	11.17%	$31,103	4.50%	$44,926	6.50%	$48,382	7.00%
Tier 1 Capital (to Assets)	$77,177	7.90%	$39,074	4.00%	$48,842	5.00%	$48,842	5.00%
As of December 31, 2018:								
Total Core Capital (to Risk-Weighted Assets)	$83,177	13.69%	$48,593	8.00%	$60,741	10.00%	$63,778	10.50%
Tier 1 Capital (to Risk-Weighted Assets)	$75,871	12.49%	$36,445	6.00%	$48,593	8.00%	$51,630	8.50%
Tier 1 Common Equity (to Risk-Weighted Assets)	$75,871	12.49%	$27,334	4.50%	$39,482	6.50%	$42,519	7.00%
Tier 1 Capital (to Assets)	$75,871	8.31%	$36,522	4.00%	$45,652	5.00%	$45,652	5.00%

Non-GAAP Financial Measures

Regulation G, a rule adopted by the Securities and Exchange Commission (SEC), applies to certain SEC filings, including earnings releases, made by registered companies that contain "non-GAAP financial measures." GAAP is generally accepted accounting principles in the United States of America. Under Regulation G, companies making public disclosures containing non-GAAP financial measures must also disclose, along with each non-GAAP financial measure, certain additional information, including a reconciliation of the non-GAAP financial measure to the closest comparable GAAP financial measure (if a comparable GAAP measure exists) and a statement of the Company's reasons for utilizing the non-GAAP financial measure as part of its financial disclosures. The SEC has exempted from the definition of "non-GAAP financial measures" certain commonly used financial measures that are not based on GAAP. When these exempted measures are included in public disclosures, supplemental information is not required. Financial institutions like the Company and its subsidiary bank are subject to an array of bank regulatory capital measures that are financial in nature but are not based on GAAP. The Company follows industry practice in disclosing its financial condition under these various regulatory capital measures, including period-end regulatory capital ratios for its subsidiary bank, in its periodic reports filed with the SEC. The Company provides, below, an explanation of the calculations, as supplemental information, for non-GAAP measures included in the consolidated annual financial statements. In addition, the Company provides a reconciliation of its subsidiary bank's disclosed regulatory capital measures, below.

(Dollars in thousands)		June 30, 2019			December 31, 2018	
Regulatory Capital Ratios (Bank Only)						
Total capital (to risk-weighted assets)						
Total equity (GAAP)	$	84,894		$	86,614	
Goodwill		(4,536)			(4,536)	
Intangible assets		(157)			(165)	
Addback: Accumulated other comprehensive income		(3,024)			(6,042)	
Total Tier 1 Capital	$	77,177		$	75,871	
Allowance for loan and lease losses		7,825			7,306	
Total Tier 2 Capital	$	7,825		$	7,306	
Total Tier 1 plus Tier 2 Capital (numerator)	$	85,002		$	83,177	
Risk-weighted assets (denominator)		691,168			607,414	
Total core capital to risk-weighted assets		12.30	%		13.69	%
Tier 1 capital (to risk-weighted assets)						
Total Tier 1 capital (numerator)	$	77,177		$	75,871	
Risk-weighted assets (denominator)		691,168			607,414	
Total capital to risk-weighted assets		11.17	%		12.49	%
Tier 1 capital (to adjusted assets)						
Total Tier 1 capital (numerator)	$	77,177		$	75,871	
Total average assets		981,540			917,740	
Goodwill		(4,536)			(4,536)	
Intangible assets		(157)			(165)	
Adjusted assets (denominator)	$	976,847		$	913,039	
Total capital to adjusted assets		7.90	%		8.31	%
Tier 1 Common Equity (to risk-weighted assets)						
Total Tier 1 capital (numerator)	$	77,177		$	75,871	
Risk-weighted assets (denominator)		691,168			607,414	
Total Tier 1 Common Equity to risk-weighted assets		11.17	%		12.49	%

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Loan and Asset Quality and Allowance for Loan Losses

The following table represents information concerning the aggregate amount of non-performing assets at the indicated dates:

(Dollars In thousands)	June 30, 2019	December 31, 2018	June 30, 2018
Nonaccrual loans:			
Commercial and commercial real estate loans	$ 2,470	$ 830	$ 3,152
Consumer	367	142	203
Residential mortgage loans	918	1,176	2,090
Total nonaccrual loans	3,755	2,148	5,445
Total nonperforming loans	3,755	2,148	5,445
Foreclosed real estate	591	1,173	97
Total nonperforming assets	$ 4,346	$ 3,321	$ 5,542
Accruing troubled debt restructurings	$ 2,860	$ 2,574	$ 2,756
Nonperforming loans to total loans	0.54%	0.35%	0.90%
Nonperforming assets to total assets	0.43%	0.36%	0.61%

Nonperforming assets include nonaccrual loans, nonaccrual troubled debt restructurings (“TDR”), and foreclosed real estate (‘‘FRE”). The Company generally places a loan on nonaccrual status and ceases accruing interest when loan payment performance is deemed unsatisfactory and the loan is past due 90 days or more. There are no loans that are past due 90 days or more and still accruing interest. Loans are considered modified in a TDR when, due to a borrower’s financial difficulties, the Company makes a concession(s) to the borrower that it would not otherwise consider. These modifications may include, among others, an extension of the term of the loan, and granting a period when interest-only payments can be made, with the principal payments made over the remaining term of the loan or at maturity. TDRs are included in the above table within the categories of nonaccrual loans or accruing TDRs. There was one nonaccruing TDR loan, with an aggregate carrying value of $74,000 included among the nonaccrual loans detailed in the table above at June 30, 2019.

As indicated in the table above, nonperforming assets at June 30, 2019 were $4.3 million and were $1.0 million higher than the $3.3 million reported at December 31, 2018, due primarily to an increase of $1.6 million in nonperforming commercial and commercial real estate loans and a $225,000 increase in nonperforming consumer loans, partially offset by a decrease of $582,000 in FRE and $258,000 in nonperforming residential real estate loans.

As indicated in the nonperforming asset table above, FRE balances decreased $582,000 to $591,000 at June 30, 2019 from $1.2 million at December 31, 2018, following three sales from the portfolio and three additions to the portfolio during the six-month period ended June 30, 2019. More information regarding foreclosed real estate can be found in Note 8 of this Form 10-Q.

Fair values for commercial FRE are initially recorded based on market value evaluations by third parties, less costs to sell (“initial cost basis”). On a prospective basis, residential FRE assets will be initially recorded at the lower of the net amount of loan receivable or the real estate’s fair value less costs to sell. Any write-downs required when the related loan receivable is exchanged for the underlying real estate collateral at the time of transfer to FRE are charged to the allowance for loan losses. Values are derived from appraisals, similar to impaired loans, of underlying collateral or discounted cash flow analysis. Subsequent to foreclosure, valuations are updated periodically and assets are marked to current fair value, not to exceed the initial cost basis for the FRE property.

The allowance for loan losses represents management’s estimate of the probable losses inherent in the loan portfolio as of the date of the statement of condition. The allowance for loan losses was $7.8 million and $7.3 million at June 30, 2019 and December 31, 2018, respectively. The ratio of the allowance for loan losses to total loans decreased five basis points to 1.13% at June 30, 2019 from 1.18% at December 31, 2018. Management performs a quarterly evaluation of the allowance for loan losses based on quantitative and qualitative factors and has determined that the current level of the allowance for loan losses is adequate to absorb the losses in the loan portfolio as of June 30, 2019.

The Company considers a loan impaired when, based on current information and events, it is probable that the Company will be unable to collect the scheduled payments of principal and interest when due according to the contractual terms of the loan. The measurement of impaired loans is generally based upon the fair value of the collateral, with a portion of the impaired loans measured based upon the present value of future cash flows discounted at the historical effective interest rate. A specific reserve is established for an impaired loan if its carrying value exceeds its estimated fair value. The estimated fair values of the majority of the Company's impaired loans are measured based on the estimated fair value of the loan's collateral. For loans secured by real estate, estimated fair values are determined primarily through third-party appraisals or broker price opinions. When a loan is determined to be impaired, the Bank will reevaluate the collateral which secures the loan. For real estate, the Company will obtain a new appraisal or broker's opinion whichever is considered to provide the most accurate value in the event of sale. An evaluation of equipment held as collateral will be obtained from a firm able to provide such an evaluation. Collateral will be inspected not less than annually for all impaired loans and will be reevaluated not less than every two years. Appraised values and broker opinion values are discounted due to the market's perception of a reduced price of Bank-owned property and the Bank's desire to sell the property more quickly to arrive at the estimated selling price of the collateral, which is considered to be the estimated fair value. The discounts also include estimated costs to sell the property.

At June 30, 2019 and December 31, 2018, the Company had $8.0 million and $6.0 million in loans, respectively, which were deemed to be impaired, having established specific reserves of $845,000 and $631,000, respectively, on these loans. The increase in impaired loans between these two dates was primarily driven by increases of $1.6 million, $322,000, and $114,000, in impaired commercial real estate, other commercial and industrial loans, and commercial lines of credit. The $214,000 increase in specific reserves for impaired loans at June 30, 2019, as compared to December 31, 2018 was primarily due to a $176,000 increase in specific reserves for commercial real estate loans and a $32,000 increase in specific reserves for commercial lines of credit.

Management has identified potential credit problems which may result in the borrowers not being able to comply with the current loan repayment terms and which may result in those loans being included in future impaired loan reporting. Potential problem loans totaled $14.4 million as of June 30, 2019, a decrease of $193,000, or 1.3%, as compared to $14.6 million at December 31, 2018. These loans have been internally classified as special mention, substandard, or doubtful, yet are not currently considered impaired.

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

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

Liquidity

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

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

Through the first six months of 2019, as indicated in the consolidated statement of cash flows, the Company reported net cash flows from operating activities of $3.1 million and net cash outflows of $51.3 million related to investing activities. The net cash outflows from investing activities primarily was due to a net $73.4 million increase in loan balances, partially offset by a $22.1 million decrease in all other investing activities in aggregate. The Company reported net cash flows from financing activities of $72.3 million generated principally by net proceeds from the Private Placement offering totaling $19.6 million, increased deposit balances of $47.5 million, and increased brokered deposits balances of $34.1 million, partially offset by an aggregate decrease in net cash of $29.4 million from all other financing sources, including dividends paid to common shareholders of $526,000.

In June 2019, the Company cancelled a $12.0 million Irrevocable Stand-By Letter of Credit (“LOC”), first established in June 2016, with the FHLBNY as an alternative means of collateralizing certain public funds deposits. A LOC is a conditional commitment issued by the FHLBNY to guarantee the performance of the Bank with respect to large public funds deposits. These deposits are placed with the Bank by entities, such as municipalities and other political subdivisions within the Bank’s market area, and typically exceed the statutory FDIC deposit insurance limits for individual accounts. As a matter of statute, these depositors require that collateral be directly deposited by the Bank with an independent safekeeping agent, or in certain cases, that LOCs be issued by a third party that is acceptable to the depositor. The Bank finds that, with certain depositor relationships, this method of collateralization for the benefit of the municipal depositors is more economically efficient than posting specific securities with a safekeeping agent. The Bank committed a portion of its mortgage loan portfolio as pledged collateral to the FHLBNY for the LOC. Loans encumbered as collateral for letters of credit reduce the Bank’s available liquidity position in that available borrowing capacity with the FHLBNY is decreased substantially on a dollar-for-dollar basis.

The Company has a number of existing credit facilities available to it. At June 30, 2019, total credit available to the Company under the existing lines of credit was approximately $176.5 million at FHLBNY, the Federal Reserve Bank, and two other correspondent banks. As of June 30, 2019, the Company had $89.4 million of the available lines of credit utilized, including encumbrances supporting outstanding letters of credit, described above, on its existing lines of credit with $87.1 million available.

The Asset Liability Management Committee of the Company is responsible for implementing the policies and guidelines for the maintenance of prudent levels of liquidity. As of June 30, 2019, management reported to the Board of Directors that the Company is in compliance with its liquidity policy guidelines.

Off-Balance Sheet Arrangements

The Company is also a party to financial instruments with off-balance sheet risk in the normal course of business to meet the financing needs of its customers. These financial instruments include commitments to extend credit and standby letters of credit. At June 30, 2019, the Company had $140.4 million in outstanding commitments to extend credit and standby letters of credit.

Item 3 – Quantitative and Qualitative Disclosures About Market Risk

A smaller reporting company is not required to provide the information relating to this item.

Item 4 – Controls and Procedures

Under the supervision and with the participation of the Company’s management, including our Chief Executive Officer and Chief Financial Officer, the Company has evaluated the effectiveness of the design and operation of its disclosure controls and procedures (as defined in Rule 13a-15(e) and 15d-15(e) under the Exchange Act) as of the end of the period covered by this quarterly report. Based upon that evaluation, the Chief Executive Officer and Chief Financial Officer concluded that, as of the end of the period covered by this report, the Company’s disclosure controls and procedures are effective to ensure that information required to be disclosed in the reports that the Company files or submits under the Securities Exchange Act of 1934 is recorded, processed, summarized and reported, within the time periods specified in the Securities and Exchange

Commission's rules and forms. There has been no change in the Company's internal control over financial reporting during the most recent fiscal quarter that has materially affected, or is reasonable likely to materially affect, the Company's internal control over financial reporting.

PART II – OTHER INFORMATION

Item 1 – Legal Proceedings

At June 30, 2019, the Company is not currently a named party in a legal proceeding, the outcome of which would have a material and adverse effect on the financial condition or results of operations of the Company.

Item 1A – Risk Factors

A smaller reporting company is not required to provide the information relating to this item.

Item 2 – Unregistered Sales of Equity Securities and Use of Proceeds

Period	Total Number of Shares Purchased (1)	Average Price Paid Per Share	Total Number of Shares Purchased as Part of Publicly Announced Plans or Programs	Maximum Number of Shares That May Yet Be Purchased Under the Plans or Programs
April 1, 2019 through April 30, 2019	-	$ -	-	74,292
May 1, 2019 through May 31, 2019	-	$ -	-	74,292
June 1, 2019 through June 30, 2019	-	$ -	-	74,292

(1) On August 29, 2016, our Board of Directors authorized the repurchase of up to 217,692 shares of our common stock, or 5% of the Company's shares outstanding as of that date.

Item 3 – Defaults Upon Senior Securities

None

Item 4 – Mine Safety Disclosures

Not applicable

Item 5 – Other Information

None

Item 6 – Exhibits

Exhibit No.	Description
31.1	Rule 13a-14(a)/15d-14(a) Certification of the Chief Executive Officer
31.2	Rule 13a-14(a)/15d-14(a) Certification of the Chief Financial Officer
32	Section 1350 Certification of the Chief Executive Officer and Chief Financial Officer
101	Interactive data files pursuant to Rule 405 of Regulation S-T formatted in Extensible Business Reporting Language (XBRL): (i) the Consolidated Statements of Condition, (ii) the Consolidated Statements of Income (iii) the Consolidated Statements of Comprehensive Income, (iv) the Consolidated Statements of Changes in Shareholders' Equity, (v) Consolidated Statements of Cash Flows, and (vi) the Notes to the Consolidated Financial Statements tagged as blocks of text.

SIGNATURES

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

PATHFINDER BANCORP, INC.
(registrant)

August 9, 2019	/s/ Thomas W. Schneider Thomas W. Schneider President and Chief Executive Officer
August 9, 2019	/s/ Walter F. Rusnak Walter F. Rusnak Senior Vice President, Chief Financial Officer

EXHIBIT 31.1: Rule 13a-14(a) / 15d-14(a) Certification of the Chief Executive Officer

Certification of Chief Executive Officer

Pursuant to Section 302 of the Sarbanes-Oxley Act of 2002

I, Thomas W. Schneider, certify that:

1. I have reviewed this Quarterly Report on Form 10-Q of Pathfinder Bancorp, Inc.;

2. Based on my knowledge, this report does not contain any untrue statement of a material fact or omit to state a material fact necessary to make the statements made, in light of the circumstances under which such statements were made, not misleading with respect to the period covered by this report;

3. Based on my knowledge, the financial statements, and other financial information included in this report, fairly present in all material respects the financial condition, results of operations and cash flows of the registrant as of, and for, the periods presented in this report;

4. The registrant's other certifying officer and I are responsible for establishing and maintaining disclosure controls and procedures (as defined in Exchange Act Rules 13a-15(e) and 15d-15(e)) and internal control over financial reporting (as defined in Exchange Act Rules 13a-15(f) and 15d-15(f)) for the registrant and have:

   (a) Designed such disclosure controls and procedures, or caused such disclosure controls and procedures to be designed under our supervision, to ensure that material information relating to the registrant, including its consolidated subsidiaries, is made known to us by others within those entities, particularly during the period in which this report is being prepared;

   (b) Designed such internal control over financial reporting, or caused such internal control over financial reporting, to be designed under our supervision, to provide reasonable assurance regarding the reliability of financial reporting and the preparation of financial statements for external purposes in accordance with generally accepted accounting principles;

   (c) Evaluated the effectiveness of the registrant's disclosure controls and procedures and presented in this report our conclusions about the effectiveness of the disclosure controls and procedures, as of the end of the period covered by this report based on such evaluation; and

   (d) Disclosed in this report any change in the registrant's internal control over financial reporting that occurred during the registrant's most recent fiscal quarter (the registrant's fourth fiscal quarter in the case of an annual report) that has materially affected, or is reasonably likely to materially affect, the registrant's internal control over financial reporting; and

5. The registrant's other certifying officer and I have disclosed, based on our most recent evaluation of internal control over financial reporting, to the registrant's auditors and the audit committee of the registrant's board of directors:

   (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.

August 9, 2019

/s/ Thomas W. Schneider
Thomas W. Schneider
President and Chief Executive Officer

EXHIBIT 31.2: Rule 13a-14(a) / 15d-14(a) Certification of the Chief Financial Officer

Certification of Chief Financial Officer

Pursuant to Section 302 of the Sarbanes-Oxley Act of 2002

I, Walter F. Rusnak, certify that:

1. I have reviewed this Quarterly Report on Form 10-Q of Pathfinder Bancorp, Inc.;

2. Based on my knowledge, this report does not contain any untrue statement of a material fact or omit to state a material fact necessary to make the statements made, in light of the circumstances under which such statements were made, not misleading with respect to the period covered by this report;

3. Based on my knowledge, the financial statements, and other financial information included in this report, fairly present in all material respects the financial condition, results of operations and cash flows of the registrant as of, and for, the periods presented in this report;

4. The registrant's other certifying officer and I are responsible for establishing and maintaining disclosure controls and procedures (as defined in Exchange Act Rules 13a-15(e) and 15d-15(e)) and internal control over financial reporting (as defined in Exchange Act Rules 13a-15(f) and 15d-15(f)) for the registrant and have:

    a. Designed such disclosure controls and procedures, or caused such disclosure controls and procedures to be designed under our supervision, to ensure that material information relating to the registrant, including its consolidated subsidiaries, is made known to us by others within those entities, particularly during the period in which this report is being prepared;
    b. Designed such internal control over financial reporting, or caused such internal control over financial reporting, to be designed under our supervision, to provide reasonable assurance regarding the reliability of financial reporting and the preparation of financial statements for external purposes in accordance with generally accepted accounting principles;
    c. Evaluated the effectiveness of the registrant's disclosure controls and procedures and presented in this report our conclusions about the effectiveness of the disclosure controls and procedures, as of the end of the period covered by this report based on such evaluation; and
    d. Disclosed in this report any change in the registrant's internal control over financial reporting that occurred during the registrant's most recent fiscal quarter (the registrant's fourth fiscal quarter in the case of an annual report) that has materially affected, or is reasonably likely to materially affect, the registrant's internal control over financial reporting; and

5. The registrant's other certifying officer and I have disclosed, based on our most recent evaluation of internal control over financial reporting, to the registrant's auditors and the audit committee of the registrant's board of directors:

    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.

August 9, 2019

/s/ Walter F. Rusnak
Walter F. Rusnak
Senior Vice President, Chief Financial Officer

EXHIBIT 32 Section 1350 Certification of the Chief Executive Officer and Chief Financial Officer

Certification pursuant to 18 U.S.C. §1350, as adopted pursuant to §906 of the Sarbanes-Oxley Act of 2002

In connection with the Quarterly Report of Pathfinder Bancorp, Inc. (the "Company") on Form 10-Q for the period ended June 30, 2019 as filed with the Securities and Exchange Commission (the "Report"), the undersigned hereby 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 Sections 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 results of operations of the Company as of and for the period covered by the Report.

The purpose of this statement is solely to comply with Title 18, Chapter 63, Section 1350 of the United States Code, as amended by Section 906 of the Sarbanes-Oxley Act of 2002.

August 9, 2019	/s/ Thomas W. Schneider Thomas W. Schneider President and Chief Executive Officer
August 9, 2019	/s/ Walter F. Rusnak Walter F. Rusnak Senior Vice President, Chief Financial Officer