

**UNITED STATES
SECURITIES AND EXCHANGE COMMISSION**
WASHINGTON, D.C. 20549
FORM 10-Q

(Mark One)

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

For the quarterly period ended September 30, 2024

OR

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

For the transition period from _____ to _____
Commission file number 0-28364

Norwood Financial Corp

(Exact name of registrant as specified in its charter)

Pennsylvania
(State or other jurisdiction of
incorporation or organization)

23-2828306
(I.R.S. employer
identification no.)

717 Main Street, Honesdale, Pennsylvania
(Address of principal executive offices)

18431
(Zip Code)

Registrant's telephone number, including area code (570) 253-1455

N/A

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

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, par value \$0.10 per share	NWFL	The Nasdaq Stock Market LLC

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

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

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

Large accelerated filer
Non-accelerated filer

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

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

Class	Outstanding as of November 1, 2024
Common stock, par value \$0.10 per share	8,091,755

**NORWOOD FINANCIAL CORP
FORM 10-Q
FOR THE QUARTER ENDED SEPTEMBER 30, 2024**

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PART I. FINANCIAL INFORMATION

Item 1. Financial Statements

NORWOOD FINANCIAL CORP
 Consolidated Balance Sheets (unaudited)
 (dollars in thousands, except share and per share data)

	September 30, 2024	December 31, 2023
ASSETS		
Cash and due from banks	\$ 47,072	\$ 28,533
Interest-bearing deposits with banks	<u>35,808</u>	<u>37,587</u>
Cash and cash equivalents	82,880	66,120
Securities available for sale, at fair value (net of allowance for credit losses of \$0)	396,891	406,259
Loans receivable (net of allowance for credit losses of \$18,699 and \$18,968)	1,656,440	1,584,650
Regulatory stock, at cost	6,329	7,318
Bank premises and equipment, net	18,503	17,838
Bank owned life insurance	46,382	46,439
Accrued interest receivable	8,062	8,123
Foreclosed real estate owned	—	97
Deferred tax assets, net	18,818	21,353
Goodwill	29,266	29,266
Other intangibles	167	221
Other assets	<u>16,013</u>	<u>13,395</u>
TOTAL ASSETS	<u><u>\$ 2,279,751</u></u>	<u><u>\$ 2,201,079</u></u>
LIABILITIES		
Deposits:		
Non-interest bearing demand	\$ 420,967	\$ 399,545
Interest-bearing	<u>1,434,284</u>	<u>1,395,614</u>
Total deposits	1,855,251	1,795,159
Short-term borrowings	52,453	74,076
Other borrowings	144,959	124,236
Accrued interest payable	12,688	10,510
Other liabilities	<u>18,746</u>	<u>16,028</u>
TOTAL LIABILITIES	<u><u>2,084,097</u></u>	<u><u>2,020,009</u></u>
STOCKHOLDERS' EQUITY		
Preferred stock, no par value per share, authorized: 5,000,000 shares; issued: none	—	—
Common stock, \$0.10 par value per share, authorized: 20,000,000 shares, issued: 2024: 8,311,851 shares, 2023: 8,310,847 shares	831	831
Surplus	98,330	97,700
Retained earnings	140,489	135,284
Treasury stock at cost: 2024: 221,140 shares; 2023: 200,690 shares	(5,969)	(5,397)
Accumulated other comprehensive loss	<u>(38,027)</u>	<u>(47,348)</u>
TOTAL STOCKHOLDERS' EQUITY	<u><u>195,654</u></u>	<u><u>181,070</u></u>
TOTAL LIABILITIES AND STOCKHOLDERS' EQUITY	<u><u>\$ 2,279,751</u></u>	<u><u>\$ 2,201,079</u></u>

See accompanying notes to the unaudited consolidated financial statements.

NORWOOD FINANCIAL CORP
 Consolidated Statements of Income (unaudited)
 (dollars in thousands, except per share data)

	Three Months Ended September 30,		Nine Months Ended September 30,	
	2024	2023	2024	2023
INTEREST INCOME				
Loans receivable, including fees	\$ 25,464	\$ 22,021	\$ 73,266	\$ 61,881
Securities	2,526	2,433	7,635	7,418
Other	497	54	2,194	156
Total interest income	28,487	24,508	83,095	69,455
INTEREST EXPENSE				
Deposits	10,553	7,017	31,349	17,119
Short-term borrowings	323	1,126	1,015	2,702
Other borrowings	1,680	1,326	5,165	2,860
Total interest expense	12,556	9,469	37,529	22,681
NET INTEREST INCOME	15,931	15,039	45,566	46,774
PROVISION FOR (RELEASE OF) CREDIT LOSS EXPENSE				
	1,345	882	1,069	(568)
NET INTEREST INCOME AFTER PROVISION FOR (RELEASE OF) CREDIT LOSSES	14,586	14,157	44,497	47,342
OTHER INCOME				
Service charges and fees	1,517	1,527	4,364	4,192
Income from fiduciary activities	256	246	719	688
Net realized gains on sales of securities	—	—	—	(209)
Gains on sales of loans, net	103	18	145	27
Gain on sales of foreclosed real estate owned	—	13	32	13
Earnings and proceeds on bank owned life insurance	261	328	781	770
Other	158	174	467	520
Total other income	2,295	2,306	6,508	6,001
OTHER EXPENSES				
Salaries and employee benefits	6,239	6,083	18,328	17,893
Occupancy, furniture & equipment, net	1,269	1,242	3,758	3,818
Data processing and related operations	1,162	876	3,208	2,465
Taxes, other than income	179	167	452	490
Professional fees	576	524	1,669	1,132
Federal Deposit Insurance Corporation insurance	339	254	1,009	699
Foreclosed real estate	9	9	45	112
Amortization of intangibles	16	20	54	66
Other	2,242	2,101	6,683	5,974
Total other expenses	12,031	11,276	35,206	32,649
INCOME BEFORE INCOME TAXES	4,850	5,187	15,799	20,694
INCOME TAX EXPENSE	1,006	1,068	3,308	4,289
NET INCOME	\$ 3,844	\$ 4,119	\$ 12,491	\$ 16,405
BASIC EARNINGS PER SHARE	\$ 0.48	\$ 0.51	\$ 1.55	\$ 2.03
DILUTED EARNINGS PER SHARE	\$ 0.48	\$ 0.51	\$ 1.55	\$ 2.03

See accompanying notes to the unaudited consolidated financial statements.

NORWOOD FINANCIAL CORP
 Consolidated Statements of Comprehensive Income (unaudited)
 (dollars in thousands)

	Three Months Ended September 30,	
	2024	2023
Net income	\$ 3,844	\$ 4,119
Other comprehensive income (loss)		
Investment securities available for sale:		
Unrealized holding (losses) gains	14,928	(13,586)
Tax effect	(3,136)	2,853
Reclassification of investment securities losses recognized in net income	—	—
Tax effect	—	—
Other comprehensive income (loss)	11,792	(10,733)
Comprehensive Income (loss)	<u>\$ 15,636</u>	<u>\$ (6,614)</u>

	Nine Months Ended September 30,	
	2024	2023
Net income	\$ 12,491	\$ 16,405
Other comprehensive income (loss)		
Investment securities available for sale:		
Unrealized holding (loss) gain	11,799	(9,867)
Tax effect	(2,478)	2,073
Reclassification of investment securities losses recognized in net income	—	209
Tax effect	—	(44)
Other comprehensive income (loss)	9,321	(7,629)
Comprehensive Income	<u>\$ 21,812</u>	<u>\$ 8,776</u>

See accompanying notes to the unaudited consolidated financial statements.

NORWOOD FINANCIAL CORP
 Consolidated Statements of Changes in Stockholders' Equity (unaudited)
 Nine Months Ended September 30, 2024 and 2023
 (dollars in thousands, except share and per share data)

	Common Stock			Retained Earnings	Treasury Stock		Accumulated Other Comprehensive Income (Loss)	
	Shares	Amount	Surplus		Shares	Amount		Total
Balance, December 31, 2023	8,310,847	\$ 831	\$ 97,700	\$ 135,284	200,690	\$ (5,397)	\$ (47,348)	\$ 181,070
Net Income	-	-	-	12,491	-	-	-	12,491
Other comprehensive income	-	-	-	-	-	-	9,321	9,321
Cash dividends declared (\$0.90 per share)	-	-	-	(7,286)	-	-	-	(7,286)
Acquisition of treasury stock	-	-	-	-	24,780	(676)	-	(676)
Compensation expense related to restricted stock	1,004	-	410	-	4,350	(130)	-	280
Stock options exercised	-	-	(41)	-	(8,680)	234	-	193
Compensation expense related to stock options	-	-	261	-	-	-	-	261
Balance, September 30, 2024	<u>8,311,851</u>	<u>\$ 831</u>	<u>\$ 98,330</u>	<u>\$ 140,489</u>	<u>221,140</u>	<u>\$ (5,969)</u>	<u>\$ (38,027)</u>	<u>\$ 195,654</u>

	Common Stock			Retained Earnings	Treasury Stock		Accumulated Other Comprehensive Income (Loss)	
	Shares	Amount	Surplus		Shares	Amount		Total
Balance, December 31, 2022	8,291,401	\$ 829	\$ 96,897	\$ 130,020	124,650	\$ (3,308)	\$ (57,353)	\$ 167,085
Net Income	-	-	-	16,405	-	-	-	16,405
Other comprehensive loss	-	-	-	-	-	-	(7,629)	(7,629)
Cash dividends declared (\$0.87 per share)	-	-	-	(7,051)	-	-	-	(7,051)
Acquisition of treasury stock	-	-	-	-	113,526	(3,077)	-	(3,077)
Cumulative effect of adoption of ASU 2016-13	-	-	-	(2,011)	-	-	-	(2,011)
Compensation expense related to restricted stock	-	-	326	-	-	-	-	326
Stock options exercised	-	-	(61)	-	(16,125)	428	-	367
Compensation expense related to stock options	-	-	287	-	-	-	-	287
Balance, September 30, 2023	<u>8,291,401</u>	<u>\$ 829</u>	<u>\$ 97,449</u>	<u>\$ 137,363</u>	<u>222,051</u>	<u>\$ (5,957)</u>	<u>\$ (64,982)</u>	<u>\$ 164,702</u>

NORWOOD FINANCIAL CORP
 Consolidated Statements of Changes in Stockholders' Equity (unaudited)
 Three Months Ended September 30, 2024 and 2023
 (dollars in thousands, except share and per share data)

	Common Stock			Retained Earnings	Treasury Stock		Accumulated Other Comprehensive Income (Loss)	
	Shares	Amount	Surplus		Shares	Amount		Total
Balance, June 30, 2024	8,311,851	\$ 831	\$ 98,082	\$ 139,070	221,540	\$ (5,977)	\$ (49,819)	\$ 182,187
Net Income	-	-	-	3,844	-	-	11,792	11,792
Other comprehensive income	-	-	-	-	-	-	-	(2,425)
Cash dividends declared (\$0.30 per share)	-	-	-	(2,425)	-	-	-	(226)
Acquisition of treasury stock	-	-	-	-	8,280	(226)	-	-
Compensation expense related to restricted stock	-	-	203	-	-	-	-	203
Stock options exercised	-	-	(41)	-	(8,680)	234	-	193
Compensation expense related to stock options	-	-	86	-	-	-	-	86
Balance, September 30, 2024	<u>8,311,851</u>	<u>\$ 831</u>	<u>\$ 98,330</u>	<u>\$ 140,489</u>	<u>221,140</u>	<u>\$ (5,969)</u>	<u>\$ (38,027)</u>	<u>\$ 195,654</u>

	Common Stock			Retained Earnings	Treasury Stock		Accumulated Other Comprehensive Income (Loss)	
	Shares	Amount	Surplus		Shares	Amount		Total
Balance, June 30, 2023	8,291,401	\$ 829	\$ 97,268	\$ 135,583	223,926	\$ (6,007)	\$ (54,249)	\$ 173,424
Net Income	-	-	-	4,119	-	-	-	4,119
Other comprehensive loss	-	-	-	-	-	-	(10,733)	(10,733)
Cash dividends declared (\$0.29 per share)	-	-	-	(2,339)	-	-	-	(2,339)
Compensation expense related to restricted stock	-	-	102	-	-	-	-	102
Stock options exercised	-	-	(17)	-	(1,875)	50	-	33
Compensation expense related to stock options	-	-	96	-	-	-	-	96
Balance, September 30, 2023	<u>8,291,401</u>	<u>\$ 829</u>	<u>\$ 97,449</u>	<u>\$ 137,363</u>	<u>222,051</u>	<u>\$ (5,957)</u>	<u>\$ (64,982)</u>	<u>\$ 164,702</u>

See accompanying notes to the unaudited consolidated financial statements.

NORWOOD FINANCIAL CORP
Consolidated Statements of Cash Flows (Unaudited)

(dollars in thousands)

	Nine Months Ended September 30,	
	2024	2023
CASH FLOWS FROM OPERATING ACTIVITIES		
Net Income	\$ 12,491	\$ 16,405
Adjustments to reconcile net income to net cash provided by operating activities:		
Provision for (Release of) credit losses	1,069	(568)
Depreciation	995	1,043
Amortization of intangible assets	54	66
Deferred income taxes	57	(33)
Net amortization of securities premiums and discounts	442	694
Net realized gain on sales of securities	—	209
Earnings and proceeds on life insurance policies	(781)	(770)
Gain (loss) on sales and write-downs of fixed assets and foreclosed real estate owned, net	(32)	163
Net amortization of loan fees	474	428
Net gain on sale of loans	(145)	(27)
Mortgage loans originated for sale	(6,490)	(3,310)
Proceeds from sale of loans originated for sale	6,635	3,337
Compensation expense related to stock options	261	287
Compensation expense related to restricted stock	280	326
Decrease (increase) in accrued interest receivable	61	(842)
Increase in accrued interest payable	2,178	5,952
Other, net	452	(251)
Net cash provided by operating activities	<u>18,001</u>	<u>23,109</u>
CASH FLOWS FROM INVESTING ACTIVITIES		
Securities available for sale:		
Proceeds from sales	—	3,345
Proceeds from maturities and principal reductions on mortgage-backed securities	44,714	24,523
Purchases	(23,990)	—
Purchase of regulatory stock	(7,961)	(15,242)
Redemption of regulatory stock	8,950	11,817
Net increase in loans	(73,658)	(140,442)
Proceeds from bank-owned life insurance	838	437
Purchase of bank-owned life insurance	—	(2,500)
Purchase of premises and equipment	(1,660)	(496)
Proceeds from sales of foreclosed real estate owned	109	305
Proceeds from sales of bank premises and fixed assets	—	1
Net cash used in investing activities	<u>(52,658)</u>	<u>(118,252)</u>
CASH FLOWS FROM FINANCING ACTIVITIES		
Net increase in deposits	60,092	19,097
Net (decrease) increase in short-term borrowings	(21,623)	10,666
Repayments of other borrowings	(39,277)	(57,553)
Proceeds from other borrowings	60,000	155,000
Stock options exercised	193	367
Purchase of treasury stock	(676)	(3,077)
Cash dividends paid	(7,292)	(7,077)
Net cash provided by financing activities	<u>51,417</u>	<u>117,423</u>
Increase in cash and cash equivalents	<u>16,760</u>	<u>22,280</u>
CASH AND CASH EQUIVALENTS, BEGINNING OF PERIOD	<u>66,120</u>	<u>31,866</u>
CASH AND CASH EQUIVALENTS, END OF PERIOD	<u>\$ 82,880</u>	<u>\$ 54,146</u>

NORWOOD FINANCIAL CORP
 Consolidated Statements of Cash Flows (Unaudited) (continued)

(dollars in thousands)

	Nine Months Ended September 30,	
	2024	2023
Supplemental Disclosures of Cash Flow Information		
Cash payments for:		
Interest on deposits and borrowings	\$ 35,351	\$ 16,729
Income taxes paid, net of refunds	\$ 1,682	\$ 4,777
Supplemental Schedule of Noncash Investing Activities:		
Transfers of loans to foreclosed real estate and repossession of other assets	\$ 1,502	\$ 1,451
Dividends payable	\$ 2,427	\$ 2,340
Right of use for operating leases	\$ 431	\$ -
Lease liability for operating leases	\$ 431	\$ -

See accompanying notes to the unaudited consolidated financial statements.

Notes to the Unaudited Consolidated Financial Statements

1. Basis of Presentation

The unaudited consolidated financial statements include the accounts of Norwood Financial Corp (the "Company") and its wholly-owned subsidiary, Wayne Bank (the "Bank") and the Bank's wholly-owned subsidiaries, WCB Realty Corp., Norwood Investment Corp., and WTRO Properties, Inc. All significant intercompany accounts and transactions have been eliminated in consolidation.

The accompanying unaudited consolidated financial statements have been prepared in conformity with generally accepted accounting principles for interim financial statements and with instructions to Form 10-Q. Accordingly, they do not include all of the information and footnotes required by generally accepted accounting principles for complete financial statements. In preparing the financial statements, management is required to make estimates and assumptions that affect the reported amounts of assets and liabilities as of the date of the balance sheet and revenues and expenses for the period. Actual results could differ from those estimates. The financial statements reflect, in the opinion of management, all normal, recurring adjustments necessary to present fairly the consolidated financial position and results of operations of the Company. The operating results for the three-month and nine-month periods ended September 30, 2024 are not necessarily indicative of the results that may be expected for the year ending December 31, 2024 or any other future interim period.

2. Revenue Recognition

Under ASC Topic 606, management determined that the primary sources of revenue emanating from interest and dividend income on loans and investments along with noninterest revenue resulting from investment security gains, loan servicing, gains on the sale of loans sold and earnings on bank-owned life insurance are not within the scope of this Topic.

The following presents noninterest income, segregated by revenue streams in-scope and out-of-scope of Topic 606, for the three and nine months ended September 30:

	Three months ended September 30,	
	2024	2023
(dollars in thousands)		
Noninterest Income		
<i>In-scope of Topic 606:</i>		
Service charges on deposit accounts	\$ 113	\$ 108
ATM fees	112	120
Overdraft fees	363	334
Safe deposit box rental	23	23
Loan related service fees	128	146
Debit card fees	590	591
Fiduciary activities	256	246
Commissions on mutual funds and annuities	131	167
Gains on sales of other real estate owned	—	13
Other income	158	174
Noninterest Income (<i>in-scope of Topic 606</i>)	<u>1,874</u>	<u>1,922</u>
<i>Out-of-scope of Topic 606:</i>		
Net realized gains (losses) on sales of securities	—	—
Loan servicing fees	57	38
Gains on sales of loans	103	18
Earnings on and proceeds from bank-owned life insurance	261	328
Noninterest Income (<i>out-of-scope of Topic 606</i>)	<u>421</u>	<u>384</u>
Total Noninterest Income	\$ 2,295	\$ 2,306

(dollars in thousands)	Nine months ended September 30,	
	2024	2023
Noninterest Income		
<i>In-scope of Topic 606:</i>		
Service charges on deposit accounts	\$ 338	\$ 322
ATM fees	325	332
Overdraft fees	1,063	995
Safe deposit box rental	68	71
Loan related service fees	447	430
Debit card fees	1,732	1,726
Fiduciary activities	719	688
Commissions on mutual funds and annuities	275	228
Gains on sales of other real estate owned	32	13
Other income	467	520
Noninterest Income (in-scope of Topic 606)	5,466	5,325
<i>Out-of-scope of Topic 606:</i>		
Net realized gains (losses) on sales of securities	—	(209)
Loan servicing fees	116	88
Gains on sales of loans	145	27
Earnings on and proceeds from bank-owned life insurance	781	770
Noninterest Income (out-of-scope of Topic 606)	1,042	676
Total Noninterest Income	\$ 6,508	\$ 6,001

3. Earnings Per Share

Basic earnings per share represents income available to common stockholders divided by the weighted average number of common shares outstanding during the period. Diluted earnings per share reflect additional common shares that would have been outstanding if dilutive potential common shares had been issued, as well as any adjustment to income that would result from the assumed issuance. Potential common shares that may be issued by the Company relate solely to outstanding stock options and restricted stock, and are determined using the treasury stock method.

The following table sets forth the weighted average shares outstanding used in the computations of basic and diluted earnings per share.

(in thousands)	Three Months Ended September 30,		Nine Months Ended September 30,	
	2024	2023	2024	2023
Weighted average shares outstanding	8,091	8,069	8,099	8,115
Less: Unvested restricted shares	(45)	(42)	(45)	(43)
Basic EPS weighted average shares outstanding	8,046	8,027	8,054	8,072
Basic EPS weighted average shares outstanding	8,046	8,027	8,054	8,072
Add: Dilutive effect of stock options and restricted shares	6	6	6	6
Diluted EPS weighted average shares outstanding	8,052	8,033	8,060	8,078

For the three and nine month periods ended September 30, 2024, there were 135,350 stock options that were anti-dilutive and thereby excluded from the earnings per share calculations based upon the closing price of the Company's common stock of \$27.58 per share as of September 30, 2024.

For the three and nine month periods ended September 30, 2023, there were 166,100 stock options that were anti-dilutive and thereby excluded from the earnings per share calculations based upon the closing price of the Company's common stock of \$25.76 per share as of September 30, 2023.

4. Stock-Based Compensation

During the nine-month period ended September 30, 2024, no stock options were granted. As of September 30, 2024, there was \$86,000 of total unrecognized compensation cost related to non-vested options granted in 2024 and 2023 under the 2014 Equity Incentive Plan, which will be fully amortized by December 31, 2024. Compensation costs related to stock options amounted to \$261,000 and \$287,000 during the nine-month periods ended September 30, 2024 and 2023, respectively.

A summary of the Company's stock option activity for the nine-month period ended September 30, 2024 is as follows:

	Options	Weighted Average Exercise Price Per Share	Weighted Average Remaining Contractual Term	Aggregate Intrinsic Value (\$000)
Outstanding at January 1, 2024	215,725	\$ 29.81	6.9 Yrs.	\$ 759
Granted	-	-	-	-
Exercised	(8,680)	22.22	3.3	-
Forfeited	(7,500)	30.93	8.1	-
Outstanding at September 30, 2024	<u>199,545</u>	<u>\$ 30.32</u>	6.2 Yrs.	\$ 122
Exercisable at September 30, 2024	<u>164,045</u>	<u>\$ 30.20</u>	5.5 Yrs.	\$ 122

Intrinsic value represents the amount by which the market price of the stock on the measurement date exceeded the exercise price of the option. The market price was \$27.58 per share as of September 30, 2024 and \$32.91 per share as of December 31, 2023.

A summary of the Company's restricted stock activity for the nine-month periods ended September 30, 2024 and 2023 is as follows:

	Number of Restricted Stock	Weighted-Average Grant Date Fair Value	Number of Restricted Stock	Weighted-Average Grant Date Fair Value
Non-vested, January 1,	45,966	\$ 29.90	44,460	\$ 30.12
Granted	1,004	24.90	-	-
Vested	(1,200)	25.71	(3,000)	25.71
Forfeited	(4,350)	29.98	-	-
Non-vested, September 30,	<u>41,420</u>	<u>\$ 29.72</u>	<u>41,460</u>	<u>\$ 30.44</u>

The expected future compensation expense relating to the 41,420 shares of non-vested restricted stock outstanding as of September 30, 2024 is \$970,000. This cost will be recognized over the remaining vesting period of 4.25 years. Compensation costs related to restricted stock amounted to \$280,000 and \$326,000 during the nine-month periods ended September 30, 2024 and 2023, respectively.

5. Accumulated Other Comprehensive Income (Loss)

The following table presents the changes in accumulated other comprehensive income (loss) (in thousands) by component net of tax for the three and nine months ended September 30, 2024 and 2023:

	Unrealized gains (losses) on available for sale securities (a)
Balance as of December 31, 2023	\$ (47,348)
Other comprehensive income before reclassification	9,321
Amount reclassified from accumulated other comprehensive loss	-
Total other comprehensive income	9,321
Balance as of September 30, 2024	<u><u>\$ (38,027)</u></u>

	Unrealized gains (losses) on available for sale securities (a)
Balance as of December 31, 2022	\$ (57,353)
Other comprehensive loss before reclassification	(7,794)
Amount reclassified from accumulated other comprehensive income	165
Total other comprehensive loss	(7,629)
Balance as of September 30, 2023	<u><u>\$ (64,982)</u></u>

	Unrealized gains (losses) on available for sale securities (a)
Balance as of June 30, 2024	\$ (49,819)
Other comprehensive loss before reclassification	11,792
Amount reclassified from accumulated other comprehensive loss	-
Total other comprehensive loss	11,792
Balance as of September 30, 2024	<u><u>\$ (38,027)</u></u>

	Unrealized gains (losses) on available for sale securities (a)
Balance as of June 30, 2023	\$ (54,249)
Other comprehensive loss before reclassification	(10,733)
Amount reclassified from accumulated other comprehensive loss	-
Total other comprehensive loss	(10,733)
Balance as of September 30, 2023	<u><u>\$ (64,982)</u></u>

(a) All amounts are net of tax. Amounts in parentheses indicate debits.

The following table presents significant amounts reclassified out of each component of accumulated other comprehensive income (loss) (in thousands) for the three and nine months ended September 30, 2024 and 2023:

Details about other comprehensive income	Amount Reclassified From Accumulated Other Comprehensive Income (Loss) (a) Three months ended September 30,		Affected Line Item in Consolidated Statements of Income
	2024	2023	
Unrealized losses on available for sale securities	\$ —	\$ —	Net realized (losses) gains on sales of securities
Tax effect	—	—	Income tax expense
<hr/>			
Nine months ended September 30,			
	2024	2023	
Unrealized losses on available for sale securities	\$ —	\$ (209)	Net realized (losses) gains on sales of securities
Tax effect	—	44	Income tax expense
	<u>\$ —</u>	<u>\$ (165)</u>	

(a) Amounts in parentheses indicate debits to net income

6. Off-Balance Sheet Financial Instruments and Guarantees

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

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

A summary of the Bank's financial instrument commitments is as follows:

(in thousands)	September 30,	
	2024	2023
Commitments to grant loans	\$ 93,685	\$ 88,184
Unfunded commitments under lines of credit	160,659	162,207
Standby letters of credit	6,973	13,616
	<u>\$ 261,317</u>	<u>\$ 264,007</u>

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

The Bank does not issue any guarantees that would require liability recognition or disclosure, other than its standby letters of credit. Standby letters of credit written are conditional commitments issued by the Bank to guarantee the performance of a customer to a third party. Generally, all letters of credit, when issued, have expiration dates within one year. The credit risk involved in issuing letters of credit is essentially the same as those that are involved in extending loan facilities to customers. The Bank, generally, holds

collateral and/or personal guarantees supporting these commitments. Management believes that the proceeds obtained through a liquidation of collateral and the enforcement of guarantees would be sufficient to cover the potential amount of future payments required under the corresponding guarantees.

7. Securities

The amortized cost, gross unrealized gains and losses, approximate fair value, and allowance for credit losses of securities available for sale were as follows:

	September 30, 2024				
	Amortized Cost	Gross Unrealized Gains	Gross Unrealized Losses	Allowance for Credit Losses	Fair Value
(In Thousands)					
Available for Sale:					
U.S. Treasury securities	\$ 35,294	\$ -	\$ (1,564)	\$ -	\$ 33,730
U.S. Government agencies	27,581	67	(1,941)	-	25,707
States and political subdivisions	149,035	-	(18,334)	-	130,701
Mortgage-backed securities-government sponsored entities	233,741	57	(27,045)	-	206,753
Total debt securities	<u>\$ 445,651</u>	<u>\$ 124</u>	<u>\$ (48,884)</u>	<u>\$ -</u>	<u>\$ 396,891</u>

	December 31, 2023				
	Amortized Cost	Gross Unrealized Gains	Gross Unrealized Losses	Allowance for Credit Losses	Fair Value
(In Thousands)					
Available for Sale:					
U.S. Treasury securities	\$ 55,968	\$ 14	\$ (2,382)	\$ -	\$ 53,600
U.S. Government agencies	18,486	-	(2,490)	-	15,996
States and political subdivisions	151,764	-	(22,285)	-	129,479
Mortgage-backed securities-government sponsored entities	240,600	-	(33,416)	-	207,184
Total debt securities	<u>\$ 466,818</u>	<u>\$ 14</u>	<u>\$ (60,573)</u>	<u>\$ -</u>	<u>\$ 406,259</u>

The following tables summarize debt securities available for sale in a loss position for which an allowance for credit losses has not been recorded, aggregated by security type and length of time that individual securities have been in a continuous unrealized loss position (in thousands):

	September 30, 2024					
	Less than 12 Months		12 Months or More		Total	
	Fair Value	Unrealized Losses	Fair Value	Unrealized Losses	Fair Value	Unrealized Losses
U.S. Treasury securities	\$ -	\$ -	\$ 33,730	\$ (1,564)	\$ 33,730	\$ (1,564)
U.S. Government agencies	-	-	16,638	(1,941)	16,638	(1,941)
States and political subdivisions	549	(1)	129,162	(18,333)	129,711	(18,334)
Mortgage-backed securities-government sponsored entities	7,145	(19)	193,322	(27,026)	200,467	(27,045)
	<u>\$ 7,694</u>	<u>\$ (20)</u>	<u>\$ 372,852</u>	<u>\$ (48,864)</u>	<u>\$ 380,546</u>	<u>\$ (48,884)</u>

	December 31, 2023					
	Less than 12 Months		12 Months or More		Total	
	Fair Value	Unrealized Losses	Fair Value	Unrealized Losses	Fair Value	Unrealized Losses
U.S. Treasury securities	\$ -	\$ -	\$ 40,833	\$ (2,382)	\$ 40,833	\$ (2,382)
U.S. Government agencies	-	-	15,996	(2,490)	15,996	(2,490)
States and political subdivisions	2,261	(12)	125,452	(22,273)	127,713	(22,285)
Mortgage-backed securities-government sponsored entities	-	-	207,184	(33,416)	207,184	(33,416)
	\$ 2,261	\$ (12)	\$ 389,465	\$ (60,561)	\$ 391,726	\$ (60,573)

At September 30, 2024, the Company had 3 debt securities in an unrealized loss position in the less than twelve months category and 327 debt securities in the twelve months or more category. In Management's opinion the unrealized losses reflect changes in interest rates subsequent to the acquisition of specific securities. The Company concluded that the decline in the value of these securities was not indicative of a credit loss. The Company did not recognize any credit losses on these available for sale debt securities for the nine months ended September 30, 2024 and 2023. The Company does not have the intent to sell the securities and it is more likely than not that it will not have to sell the securities before recovery of its cost basis.

The amortized cost and fair value of debt securities as of September 30, 2024 by contractual maturity are shown below. Expected maturities may differ from contractual maturities because borrowers may have the right to prepay obligations with or without call or prepayment penalties.

	Available for Sale	
	Amortized Cost	Fair Value
	(In Thousands)	
Due in one year or less	\$ 16,155	\$ 16,055
Due after one year through five years	42,178	39,916
Due after five years through ten years	81,379	70,130
Due after ten years	72,198	64,037
	211,910	190,138
Mortgage-backed securities-government sponsored entities	233,741	206,753
	\$ 445,651	\$ 396,891

Gross realized gains and gross realized losses on sales of securities available for sale were as follows (in thousands):

	Three Months Ended September 30,		Nine Months Ended September 30,	
	2024	2023	2024	2023
	\$	\$	\$	\$
Gross realized gains	\$ —	\$ —	\$ —	\$ 4
Gross realized losses	—	—	—	(213)
Net realized gains (losses)	\$ —	\$ —	\$ —	\$ (209)
Proceeds from sales of securities	\$ —	\$ —	\$ —	\$ 3,345

Securities with a carrying value of \$360,529,000 and \$344,204,000 at September 30, 2024 and December 31, 2023, respectively, were pledged to secure public deposits, securities sold under agreements to repurchase and for other purposes as required or permitted by law.

8. Loans Receivable and Allowance for Credit Losses

Set forth below is selected data relating to the composition of the loan portfolio at the dates indicated (dollars in thousands):

	September 30, 2024			December 31, 2023		
Real Estate Loans:						
Residential	\$ 321,478	19.2 %	\$ 316,546	19.7 %		
Commercial	715,475	42.7	675,156	42.1		
Agricultural	63,390	3.8	63,859	4.0		
Construction	47,800	2.8	51,453	3.2		
Commercial loans	199,152	11.9	200,576	12.5		
Other agricultural loans	30,174	1.8	31,966	2.0		
Consumer loans to individuals	298,110	17.8	264,321	16.5		
Total loans	1,675,579	100.0 %	1,603,877	100.0 %		
Deferred fees, net	(440)		(259)			
Total loans receivable	1,675,139		1,603,618			
Allowance for credit losses	(18,699)		(18,968)			
Net loans receivable	\$ 1,656,440		\$ 1,584,650			

Foreclosed assets acquired in settlement of loans are carried at fair value less estimated costs to sell and are included in foreclosed real estate owned on the Consolidated Balance Sheets. As of September 30, 2024 and December 31, 2023, foreclosed real estate owned totaled \$0 and \$97,000, respectively. During the nine months ended September 30, 2024, there were no additions to the foreclosed real estate category. As of September 30, 2024, the Company has initiated formal foreclosure proceedings on 8 properties classified as consumer residential mortgages with an aggregate carrying value of \$449,000.

The following tables show the amount of loans in each category that were individually and collectively evaluated for credit loss:

September 30, 2024	Real Estate Loans								Total
	Residential	Commercial	Agricultural	Construction	Commercial Loans	Other Agricultural	Consumer Loans		
	(In thousands)								
Individually evaluated	\$ 908	\$ 5,906	\$ —	\$ —	\$ 128	\$ —	\$ 946	\$ 7,888	
Collectively evaluated	320,570	709,569	63,390	47,800	199,024	30,174	297,164	1,667,691	
Total Loans	\$ 321,478	\$ 715,475	\$ 63,390	\$ 47,800	\$ 199,152	\$ 30,174	\$ 298,110	\$ 1,675,579	

December 31, 2023	Real Estate Loans								Total
	Residential	Commercial	Agricultural	Construction	Commercial Loans	Other Agricultural	Consumer Loans		
	(In thousands)								
Individually evaluated	\$ 432	\$ 2,211	\$ —	\$ —	\$ 4,264	\$ —	\$ 715	\$ 7,622	
Collectively evaluated	316,114	672,945	63,859	51,453	196,312	31,966	263,606	1,596,255	
Total Loans	\$ 316,546	\$ 675,156	\$ 63,859	\$ 51,453	\$ 200,576	\$ 31,966	\$ 264,321	\$ 1,603,877	

Management uses an eight point internal risk rating system to monitor the credit quality of the overall loan portfolio. The first four categories are considered not criticized, and are aggregated as "Pass" rated. The criticized rating categories utilized by management generally follow bank regulatory definitions. The Special Mention category includes assets that are currently protected but are potentially weak, resulting in an undue and unwarranted credit risk, but not to the point of justifying a Substandard classification. Loans in the Substandard category have well-defined weaknesses that jeopardize the liquidation of the debt, and have a distinct possibility that some loss will be sustained if the weaknesses are not corrected. All loans greater than 90 days past due are considered Substandard. Any portion of a loan that has been charged off is placed in the Loss category.

To help ensure that risk ratings are accurate and reflect the present and future capacity of borrowers to repay a loan as agreed, the Bank has a structured loan rating process with several layers of internal and external oversight. Generally, consumer and residential mortgage loans are included in the Pass categories unless a specific action, such as nonperformance, repossession, or death

occurs to raise awareness of a possible credit event. The Company's Loan Review Department is responsible for the timely and accurate risk rating of the loans on an ongoing basis. Every credit which must be approved by Loan Committee or the Board of Directors is assigned a risk rating at time of consideration. Loan Review, in conjunction with a third-party consultant, also annually reviews all criticized credits and relationships of \$1,500,000 and over to re-affirm risk ratings.

Management further monitors the performance and credit quality of the loan portfolio by analyzing the age of the portfolio as determined by the length of time a recorded payment is past due. The following table presents the classes of the loan portfolio summarized by the aging categories of performing loans and nonaccrual loans as of September 30, 2024 and December 31, 2023 (in thousands):

	Current	31-60 Days Past Due	61-90 Days Past Due	Greater than 90 Days Past Due and still accruing	Non-accrual	Total Past Due and Non-Accrual	Total Loans	
							September 30, 2024	December 31, 2023
Real Estate loans								
Residential	\$ 320,080	\$ 437	\$ 53	\$ -	\$ 908	\$ 1,398	\$ 321,478	
Commercial	707,628	1,417	524	-	5,906	7,847	715,475	
Agricultural	63,390	-	-	-	-	-	63,390	
Construction	47,787	13	-	-	-	13	47,800	
Commercial loans	198,691	293	40	-	128	461	199,152	
Other agricultural loans	29,854	320	-	-	-	320	30,174	
Consumer loans	296,451	525	188	-	946	1,659	298,110	
Total	\$ 1,663,881	\$ 3,005	\$ 805	\$ -	\$ 7,888	\$ 11,698	\$ 1,675,579	
Real Estate loans								
Residential	\$ 315,224	\$ 877	\$ 13	\$ -	\$ 432	\$ 1,322	\$ 316,546	
Commercial	666,768	6,177	-	-	2,211	8,388	675,156	
Agricultural	63,732	127	-	-	-	127	63,859	
Construction	51,435	-	18	-	-	18	51,453	
Commercial loans	192,988	3,170	154	-	4,264	7,588	200,576	
Other agricultural loans	31,959	7	-	-	-	7	31,966	
Consumer loans	262,578	865	163	-	715	1,743	264,321	
Total	\$ 1,584,684	\$ 11,223	\$ 348	\$ -	\$ 7,622	\$ 19,193	\$ 1,603,877	

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

The following table presents the allowance for credit losses by the classes of the loan portfolio:

(In thousands)	Residential Real Estate	Commercial Real Estate	Agricultural	Construction	Commercial	Other Agricultural	Consumer	Total
Beginning balance, December 31, 2023	\$ 1,351	\$ 11,871	\$ 58	\$ 933	\$ 1,207	\$ 94	\$ 3,454	\$ 18,968
Charge Offs	-	-	-	-	(85)	-	(1,297)	(1,382)
Recoveries	42	106	-	-	-	-	77	225
(Release of) Provision for credit losses	(344)	(1,511)	(32)	(77)	772	38	2,042	888
Ending balance, September 30, 2024	\$ 1,049	\$ 10,466	\$ 26	\$ 856	\$ 1,894	\$ 132	\$ 4,276	\$ 18,699
Ending balance individually evaluated	\$ -	\$ 4	\$ -	\$ -	\$ -	\$ -	\$ 235	\$ 239
Ending balance collectively evaluated	\$ 1,049	\$ 10,462	\$ 26	\$ 856	\$ 1,894	\$ 132	\$ 4,041	\$ 18,460
(In thousands)	Residential Real Estate	Commercial Real Estate	Farmland	Construction	Commercial	Other Agricultural	Consumer	Total
Beginning balance, June 30, 2024	\$ 1,131	\$ 9,552	\$ 41	\$ 840	\$ 2,035	\$ 130	\$ 4,077	\$ 17,806
Charge Offs	-	-	-	-	-	-	(358)	(358)
Recoveries	-	2	-	-	-	-	33	35
(Release of) Provision for credit losses	(82)	912	(15)	16	(141)	2	524	1,216
Ending balance, September 30, 2024	\$ 1,049	\$ 10,466	\$ 26	\$ 856	\$ 1,894	\$ 132	\$ 4,276	\$ 18,699
(In thousands)	Residential Real Estate	Commercial Real Estate	Agricultural	Construction	Commercial	Other Agricultural	Consumer	Total
Beginning balance, December 31, 2022	\$ 2,833	\$ 8,293	\$ 259	\$ 409	\$ 2,445	\$ 124	\$ 2,636	\$ 16,999
Impact of adopting ASC 326	(1,545)	5,527	(200)	388	(1,156)	3	(551)	2,466
Charge Offs	(6)	(154)	-	-	(2,147)	-	(692)	(2,999)
Recoveries	6	12	-	-	20	-	64	102
Provision for credit losses	45	(3,689)	(26)	45	1,848	(44)	1,339	(482)
Ending balance, September 30, 2023	\$ 1,333	\$ 9,989	\$ 33	\$ 842	\$ 1,010	\$ 83	\$ 2,796	\$ 16,086
Ending balance individually evaluated for impairment	\$ -	\$ -	\$ -	\$ -	\$ -	\$ -	\$ -	\$ -
Ending balance collectively evaluated for impairment	\$ 1,333	\$ 9,989	\$ 33	\$ 842	\$ 1,010	\$ 83	\$ 2,796	\$ 16,086

(In thousands)	Residential Real Estate	Commercial Real Estate	Farmland	Construction	Commercial	Other Agricultural	Consumer	Total
Beginning balance, June 30, 2023	\$ 1,264	\$ 11,253	\$ 55	\$ 819	\$ 1,281	\$ 86	\$ 2,725	\$ 17,483
Charge Offs	-	-	-	-	(2,000)	-	(384)	(2,384)
Recoveries	-	3	-	-	14	-	18	35
Provision for loan losses	69	(1,267)	(22)	23	1,715	(3)	437	952
Ending balance, September 30, 2023	<u>\$ 1,333</u>	<u>\$ 9,989</u>	<u>\$ 33</u>	<u>\$ 842</u>	<u>\$ 1,010</u>	<u>\$ 83</u>	<u>\$ 2,796</u>	<u>\$ 16,086</u>

During the nine months ended September 30, 2024, the Company recorded a provision for credit losses related to loans totaling \$888,000. Factors impacting the provision include changes in the cumulative loss rates applied to the respective loan pools due to loss activity being added or subtracted with the passage of time, and variances in Qualitative Factors and Economic Factors.

The cumulative loss rate used as the basis for the estimate of credit losses is comprised of the Company's historical loss experience. The Company chose to apply qualitative factors based on "quantitative metrics" which link the quantifiable metrics to historical changes in the qualitative factor categories. The Company also chose to apply economic projections to the model. A select group of economic indicators was utilized which was then correlated to the historical loss experience of the Company and its peers. Based on the correlation results, the economic adjustments are then weighted for relevancy and applied to the individual loan pools.

The following table presents the carrying value of loans on nonaccrual status and loans past due over 90 days still accruing interest (in thousands):

	Nonaccrual with no ACL	Nonaccrual with ACL	Total Nonaccrual	Loans Past Due Over 90 Days Still Accruing	Total Nonperforming
September 30, 2024					
Real Estate loans					
Residential	\$ 908	\$ -	\$ 908	\$ -	\$ 908
Commercial	5,885	21	5,906	-	5,906
Agricultural	-	-	-	-	-
Construction	-	-	-	-	-
Commercial loans	128	-	128	-	128
Other agricultural loans	-	-	-	-	-
Consumer loans	271	675	946	-	946
Total	<u>\$ 7,192</u>	<u>\$ 696</u>	<u>\$ 7,888</u>	<u>\$ -</u>	<u>\$ 7,888</u>
December 31, 2023					
Real Estate loans					
Residential	\$ 432	\$ -	\$ 432	\$ -	\$ 432
Commercial	2,211	-	2,211	-	2,211
Agricultural	-	-	-	-	-
Construction	-	-	-	-	-
Commercial loans	4,264	-	4,264	-	4,264
Other agricultural loans	-	-	-	-	-
Consumer loans	162	553	715	-	715
Total	<u>\$ 7,069</u>	<u>\$ 553</u>	<u>\$ 7,622</u>	<u>\$ -</u>	<u>\$ 7,622</u>

Based on the most recent analysis performed, the following table presents the recorded investment in non-homogenous pools by internal risk rating systems (in thousands):

September 30, 2024	Term Loans Amortized Costs Basis by Origination Year						Revolving Loans Amortized Cost Basis	Revolving Loans Converted to Term	Total
	2024	2023	2022	2021	2020	Prior			
Commercial real estate									
Risk Rating									
Pass	\$ 85,885	\$ 77,192	\$ 127,866	\$ 106,473	\$ 63,578	\$ 226,803	\$ 14,503	- \$ 702,300	
Special Mention	6	-	307	2,409	-	2,801	282	-	5,805
Substandard	-	-	-	75	1,415	5,880	-	-	7,370
Doubtful	-	-	-	-	-	-	-	-	-
Total	\$ 85,891	\$ 77,192	\$ 128,173	\$ 108,957	\$ 64,993	\$ 235,484	\$ 14,785	- \$ 715,475	
Commercial real estate									
Current period gross charge-offs	\$ -	\$ -	\$ -	\$ -	\$ -	\$ -	\$ -	\$ -	\$ -
Real Estate - Agriculture									
Risk Rating									
Pass	\$ 3,591	\$ 3,694	\$ 12,151	\$ 4,074	\$ 7,248	\$ 31,251	\$ 450	- \$ 62,459	
Special Mention	-	-	-	-	-	-	781	150	931
Substandard	-	-	-	-	-	-	-	-	-
Doubtful	-	-	-	-	-	-	-	-	-
Total	\$ 3,591	\$ 3,694	\$ 12,151	\$ 4,074	\$ 7,248	\$ 32,032	\$ 600	- \$ 63,390	
Real Estate - Agriculture									
Current period gross charge-offs	\$ -	\$ -	\$ -	\$ -	\$ -	\$ -	\$ -	\$ -	\$ -
Commercial loans									
Risk Rating									
Pass	\$ 46,246	\$ 36,321	\$ 31,356	\$ 20,127	\$ 11,152	\$ 16,977	\$ 34,569	- \$ 196,748	
Special Mention	-	283	407	643	-	111	699	-	2,143
Substandard	-	-	65	146	1	49	-	-	261
Doubtful	-	-	-	-	-	-	-	-	-
Total	\$ 46,246	\$ 36,604	\$ 31,828	\$ 20,916	\$ 11,153	\$ 17,137	\$ 35,268	- \$ 199,152	
Commercial loans									
Current period gross charge-offs	\$ -	\$ -	\$ -	\$ -	\$ -	\$ 4	\$ 51	\$ 30	\$ 85
Other agricultural loans									
Risk Rating									
Pass	\$ 2,920	\$ 1,939	\$ 4,112	\$ 2,562	\$ 2,364	\$ 4,652	\$ 10,014	- \$ 28,563	
Special Mention	-	-	-	1	-	138	1,472	-	1,611
Substandard	-	-	-	-	-	-	-	-	-
Doubtful	-	-	-	-	-	-	-	-	-

Total	\$ 2,920	\$ 1,939	\$ 4,112	\$ 2,563	\$ 2,364	\$ 4,790	\$ 11,486	\$ -	\$ 30,174
Other agricultural loans									
Current period gross charge-offs									
Total									
Risk Rating									
Pass	\$ 138,642	\$ 119,146	\$ 175,485	\$ 133,236	\$ 84,342	\$ 279,683	\$ 59,536	\$ -	\$ 990,070
Special Mention	6	283	714	3,053	-	3,831	2,603	-	10,490
Substandard	-	-	65	221	1,416	5,929	-	-	7,631
Doubtful	-	-	-	-	-	-	-	-	-
Total	\$ 138,648	\$ 119,429	\$ 176,264	\$ 136,510	\$ 85,758	\$ 289,443	\$ 62,139	\$ -	\$ 1,008,191

December 31, 2023	Term Loans Amortized Costs Basis by Origination Year						Revolving Loans Amortized Cost Basis	Revolving Loans Converted to Term	Total
	2023	2022	2021	2020	2019	Prior			
Commercial real estate									
Risk Rating									
Pass	\$ 78,496	\$ 131,948	\$ 112,102	\$ 65,949	\$ 72,480	\$ 186,116	\$ 13,332	- \$	\$ 660,423
Special Mention	1,300	411	243	1,331	-	6,157	1,579	-	11,021
Substandard	-	-	-	1,444	36	2,232	-	-	3,712
Doubtful	-	-	-	-	-	-	-	-	-
Total	\$ 79,796	\$ 132,359	\$ 112,345	\$ 68,724	\$ 72,516	\$ 194,505	\$ 14,911	- \$	\$ 675,156
Commercial real estate									
Current period gross charge-offs	\$ -	\$ -	\$ -	\$ -	\$ 112	\$ 42	\$ -	\$ -	\$ 154
Real Estate - Agriculture									
Risk Rating									
Pass	\$ 2,635	\$ 12,509	\$ 5,433	\$ 7,606	\$ 7,746	\$ 24,654	\$ 522	- \$	\$ 61,105
Special Mention	-	-	-	-	399	490	150	-	1,039
Substandard	-	508	-	1,018	-	189	-	-	1,715
Doubtful	-	-	-	-	-	-	-	-	-
Total	\$ 2,635	\$ 13,017	\$ 5,433	\$ 8,624	\$ 8,145	\$ 25,333	\$ 672	- \$	\$ 63,859
Real Estate - Agriculture									
Current period gross charge-offs	\$ -	\$ -	\$ -	\$ -	\$ -	\$ -	\$ -	\$ -	\$ -
Commercial loans									
Risk Rating									
Pass	\$ 48,571	\$ 41,863	\$ 24,443	\$ 13,752	\$ 9,914	\$ 15,384	\$ 38,644	- \$	\$ 192,571
Special Mention	553	1,412	257	134	20	188	768	-	3,332
Substandard	-	126	342	656	-	49	3,500	-	4,673
Doubtful	-	-	-	-	-	-	-	-	-
Total	\$ 49,124	\$ 43,401	\$ 25,042	\$ 14,542	\$ 9,934	\$ 15,621	\$ 42,912	- \$	\$ 200,576
Commercial loans									
Current period gross charge-offs	\$ -	\$ 32	\$ 24	\$ 4,856	\$ -	\$ 41	\$ -	\$ -	\$ 4,953
Other agricultural loans									
Risk Rating									
Pass	\$ 2,670	\$ 5,286	\$ 3,251	\$ 2,912	\$ 2,373	\$ 3,836	\$ 11,091	- \$	\$ 31,419
Special Mention	-	-	2	185	86	-	155	-	428
Substandard	-	-	-	-	119	-	-	-	119
Doubtful	-	-	-	-	-	-	-	-	-
Total	\$ 2,670	\$ 5,286	\$ 3,253	\$ 3,097	\$ 2,578	\$ 3,836	\$ 11,246	- \$	\$ 31,966

Other agricultural loans

Current period gross charge-offs	\$ -	\$ -	\$ -	\$ -	\$ -	\$ -	\$ -	\$ -	\$ -	\$ -	\$ -
Total											
Risk Rating											
Pass	\$ 132,372	\$ 191,606	\$ 145,229	\$ 90,219	\$ 92,513	\$ 229,990	\$ 63,589	\$ -	\$ 945,518	\$ -	\$ -
Special Mention	1,853	1,823	502	1,650	505	6,835	2,652	-	15,820	-	-
Substandard	-	634	342	3,118	155	2,470	3,500	-	10,219	-	-
Doubtful	-	-	-	-	-	-	-	-	-	-	-
Total	\$ 134,225	\$ 194,063	\$ 146,073	\$ 94,987	\$ 93,173	\$ 239,295	\$ 69,741	\$ -	\$ 971,557	\$ -	\$ -

The Company monitors the credit risk profile by payment activity for residential and consumer loan classes. Loans past due over 90 days and loans on nonaccrual status are considered nonperforming. Nonperforming loans are reviewed monthly. The following table presents the carrying value of residential and consumer loans based on payment activity (in thousands):

	Term Loans Amortized Costs Basis by Origination Year						Revolving Loans	Revolving Loans	
	2024	2023	2022	2021	2020	Prior	Amortized Cost Basis	Converted to Term	Total
September 30, 2024									
Residential real estate									
Payment Performance									
Performing	\$ 11,110	\$ 37,617	\$ 61,638	\$ 54,258	\$ 32,824	\$ 93,613	\$ 29,510	\$ -	\$ 320,570
Nonperforming	-	135	-	188	-	566	19	-	908
Total	\$ 11,110	\$ 37,752	\$ 61,638	\$ 54,446	\$ 32,824	\$ 94,179	\$ 29,529	\$ -	\$ 321,478
Residential real estate									
Current period gross charge-offs									
Construction									
Payment Performance									
Performing	\$ 17,638	\$ 18,500	\$ 9,096	\$ 445	\$ -	\$ 175	\$ 1,946	\$ -	\$ 47,800
Nonperforming	-	-	-	-	-	-	-	-	-
Total	\$ 17,638	\$ 18,500	\$ 9,096	\$ 445	\$ -	\$ 175	\$ 1,946	\$ -	\$ 47,800
Construction									
Current period gross charge-offs									
Consumer loans to individuals									
Payment Performance									
Performing	\$ 96,713	\$ 101,980	\$ 57,642	\$ 17,726	\$ 9,608	\$ 12,634	\$ 861	\$ -	\$ 297,164
Nonperforming	67	330	372	115	37	25	-	-	946
Total	\$ 96,780	\$ 102,310	\$ 58,014	\$ 17,841	\$ 9,645	\$ 12,659	\$ 861	\$ -	\$ 298,110

Consumer loans to individuals										
Current period gross charge-offs	\$ 44	\$ 353	\$ 636	\$ 153	\$ 58	\$ 53	\$ -	\$ -	\$ -	\$ 1,297
Total										
Payment Performance										
Performing	\$ 125,461	\$ 158,097	\$ 128,376	\$ 72,429	\$ 42,432	\$ 106,422	\$ 32,317	\$ -	\$ 665,534	
Nonperforming	67	465	372	303	37	591	19	-	-	1,854
Total	\$ 125,528	\$ 158,562	\$ 128,748	\$ 72,732	\$ 42,469	\$ 107,013	\$ 32,336	\$ -	\$ 667,388	
Term Loans Amortized Costs Basis by Origination Year										
December 31, 2023										
Residential real estate										
Payment Performance							Revolving Loans	Revolving Loans		
Performing	\$ 27,446	\$ 62,178	\$ 57,691	\$ 35,357	\$ 16,406	\$ 87,951	\$ 29,085	\$ -	\$ 316,114	
Nonperforming	-	-	-	-	-	58	324	50	-	432
Total	\$ 27,446	\$ 62,178	\$ 57,691	\$ 35,357	\$ 16,406	\$ 88,275	\$ 29,135	\$ -	\$ 316,546	
Residential real estate										
Current period gross charge-offs	\$ -	\$ -	\$ -	\$ -	\$ -	\$ -	\$ 34	\$ -	\$ -	\$ 34
Construction										
Payment Performance							Amortized Cost Basis	Converted to Term		
Performing	\$ 23,500	\$ 14,906	\$ 6,791	\$ 1,599	\$ 1,829	\$ 624	\$ 2,204	\$ -	\$ 51,453	
Nonperforming	-	-	-	-	-	-	-	-	-	-
Total	\$ 23,500	\$ 14,906	\$ 6,791	\$ 1,599	\$ 1,829	\$ 624	\$ 2,204	\$ -	\$ 51,453	
Construction										
Current period gross charge-offs	\$ -	\$ -	\$ -	\$ -	\$ -	\$ -	\$ -	\$ -	\$ -	\$ -
Consumer loans to individuals										
Payment Performance										
Performing	\$ 127,243	\$ 76,339	\$ 24,584	\$ 14,343	\$ 10,217	\$ 9,942	\$ 938	\$ -	\$ 263,606	
Nonperforming	111	404	118	31	41	10	-	-	-	715
Total	\$ 127,354	\$ 76,743	\$ 24,702	\$ 14,374	\$ 10,258	\$ 9,952	\$ 938	\$ -	\$ 264,321	
Consumer loans to individuals										
Current period gross charge-offs	\$ 45	\$ 710	\$ 200	\$ 35	\$ 45	\$ 28	\$ 4	\$ -	\$ 1,067	

Total

Payment Performance										
Performing	\$ 178,189	\$ 153,423	\$ 89,066	\$ 51,299	\$ 28,452	\$ 98,517	\$ 32,227	\$ -	\$ 631,173	
Nonperforming	111	404	118	31	99	334	50	-	-	1,147
Total	\$ 178,300	\$ 153,827	\$ 89,184	\$ 51,330	\$ 28,551	\$ 98,851	\$ 32,277	\$ -	\$ 632,320	

Occasionally, the Bank modifies loans to borrowers in financial distress by providing principal forgiveness, term extension, and other-than-insignificant payment delay or interest rate reduction. When principal forgiveness is provided, the amount of forgiveness is charged-off against the allowance for credit losses.

In some cases, the Bank provides multiple types of concessions on one loan. Typically, one type of concession, such as a term extension, is granted initially. If the borrower continues to experience financial difficulty, another concession, such as principal forgiveness, may be granted. During the nine months ended September 30, 2024, there were modifications made to borrowers experiencing financial difficulty consisting of 10 relationships. The following table presents modifications made to borrowers experiencing financial difficulty:

Significant Payment Delay

	Amortized Cost Basis at September 30, 2024 (in thousands)	% of Total Class of Financing Receivable	Financial Effect
Commercial real estate loans	\$ 900	0.13 %	Deferred principal for 2-12 months
Commercial loans	191	0.10	Deferred principal for 2-4 months
Other agricultural loans	10	0.03	Deferred principal for 5 months
Construction	56	0.12	Deferred principal for 4 months
Total	\$ 1,157		

Term Extension

	Amortized Cost Basis at September 30, 2024 (in thousands)	% of Total Class of Financing Receivable	Financial Effect
Residential real estate loans	\$ 69	0.02 %	New loans granted, extending terms by 35-76 months
Commercial real estate loans	6	0.00	New loan granted, extending term by 5 years
Agricultural real estate loans	565	0.89	New loan granted, extending term by 20 years
Other agricultural loans	300	0.99	New loan granted, extending term by 18 years
Consumer loans to individuals	28	0.01	New loan granted, extending term by 6 months
Total	\$ 968		

Combination -Significant Payment Delay and Term Extension

	<u>Amortized Cost Basis at September 30, 2024</u>	<u>% of Total Class of Financing Receivable</u>	<u>Financial Effect</u>
Commercial real estate loans	\$ 3,779	0.53 %	Deferred principal for 6 months and extended term by 4 months
Total	\$ 3,779		

The following table provides the amortized cost basis of financing receivables that had a payment default during the period and were modified (in thousands):

Amortized Cost Basis of Modified Loans That Subsequently Defaulted

	<u>Significant Payment Delay</u>
Commercial real estate loans	\$ 524
	\$ 524

The following table depicts the performance of loans that have been modified during the period for which a payment default has occurred (in thousands):

Payment Status (Amortized Cost Basis)

	<u>30-59 Days Past Due</u>	<u>60-89 Days Past Due</u>	<u>90 + Days Past Due</u>	<u>Total Past Due</u>
Commercial real estate loans	\$ -	\$ 524	\$ -	\$ 524
	\$ -	\$ 524	\$ -	\$ 524

The Company's primary business activity as of September 30, 2024 was with customers located in northeastern Pennsylvania and the New York counties of Delaware, Sullivan, Ontario, Otsego and Yates. Accordingly, the Company has extended credit primarily to commercial entities and individuals in this area whose ability to repay their loans is influenced by the region's economy.

As of September 30, 2024, the Company considered its concentration of credit risk to be acceptable. The highest concentrations are in commercial rentals with \$150.9 million of loans outstanding, or 9.0% of total loans outstanding, and residential rentals with loans outstanding of \$120.9 million, or 7.2% of loans outstanding. For the nine months ended September 30, 2024, the Company recognized charge offs of \$0 on commercial rentals and \$0 on residential rentals. The following table presents additional details regarding the company's largest loan concentrations by industry as of September 30, 2024 (in thousands):

Account Type		Outstanding as of September 30, 2024	Percent of Loans as of September 30, 2024
Commercial Rentals	\$	150,940	9.01 %
Residential Rentals		120,934	7.22
Hotels/Motels		104,025	6.21
Builders/Contractors		35,336	2.11
Dairy Cattle/Milk Product		45,461	2.71
Fuel/Gas Stations		50,054	2.99
Government Support		24,899	1.49
Mobile Home Park		26,917	1.61
Wineries		23,471	1.40
Camps		24,334	1.45
Resorts		35,470	2.12

9. Fair Value of Assets and Liabilities

Fair value is the exchange price that would be received for an asset or paid to transfer a liability (exit price) in the principal or most advantageous market for the asset or liability in an orderly transaction between market participants on the measurement date. In accordance with fair value accounting guidance, the Company measures, records, and reports various types of assets and liabilities at fair value on either a recurring or non-recurring basis in the Consolidated Financial Statements. Those assets and liabilities are presented in the sections entitled "Assets and Liabilities Required to be Measured and Reported at Fair Value on a Recurring Basis" and "Assets and Liabilities Required to be Measured and Reported at Fair Value on a Non-Recurring Basis". There are three levels of inputs that may be used to measure fair values:

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

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

The methods of determining the fair value of assets and liabilities presented in this note are consistent with our methodologies disclosed in Note 16 of the Company's Annual Report on Form 10-K for the fiscal year ended December 31, 2023.

Assets and Liabilities Required to be Measured and Reported at Fair Value on a Recurring Basis

For financial assets measured at fair value on a recurring basis, the fair value measurements by level within the fair value hierarchy used at September 30, 2024 and December 31, 2023 are as follows:

Description	Total	Fair Value Measurement Using Reporting Date				
		Level 1	(In thousands)		Level 2	Level 3
September 30, 2024						
ASSETS						
Available for Sale:						
U.S. Treasury securities	\$ 33,730	\$ -		\$ 33,730	\$ -	
U.S. Government agencies	25,707	-		25,707	-	
States and political subdivisions	130,701	-		130,701	-	
Mortgage-backed securities-government sponsored entities	206,753	-		206,753	-	
Interest rate derivatives	966	-		966	-	
LIABILITIES						
Interest rate derivatives	966	-		966	-	
December 31, 2023						
ASSETS						
Available for Sale:						
U.S. Treasury securities	\$ 53,600	\$ -		\$ 53,600	\$ -	
U.S. Government agencies	15,996	-		15,996	-	
States and political subdivisions	129,479	-		129,479	-	
Mortgage-backed securities-government sponsored entities	207,184	-		207,184	-	
Interest rate derivatives	1,225	-		1,225	-	
LIABILITIES						
Interest rate derivatives	1,225	-		1,225	-	

Securities:

The fair value of securities available for sale (carried at fair value) and held to maturity (carried at amortized cost) are determined by obtaining quoted market prices on nationally recognized securities exchanges (Level 1), or matrix pricing (Level 2), which is a mathematical technique used widely in the industry to value debt securities without relying exclusively on quoted market prices for the specific securities but rather by relying on the securities' relationship to other benchmark quoted prices. For certain securities which are not traded in active markets or are subject to transfer restrictions, valuations are adjusted to reflect illiquidity and/or non-transferability, and such adjustments are generally based on available market evidence (Level 3). In the absence of such evidence, management's best estimate is used. Management's best estimate consists of both internal and external support on certain Level 3 investments. Internal cash flow models using a present value formula that includes assumptions market participants would use along with indicative exit pricing obtained from broker/dealers (where available) are used to support fair values of certain Level 3 investments, if applicable.

Interest Rate Swaps:

The fair value of interest rate swaps is based upon the present value of the expected future cash flows using the Secured Overnight Financing Rate ("SOFR") swap curve, the basis for the underlying interest rate. To price interest rate swaps, cash flows are first projected for each payment date using the fixed rate for the fixed side of the swap and the forward rates for the floating side of the swap. These swap cash flows are then discounted to time zero using SOFR zero-coupon interest rates. The sum of the present value of both legs is the fair market value of the interest rate swap. These valuations have been derived from our third party vendor's proprietary models rather than actual market quotations. The proprietary models are based upon financial principles and assumptions that we believe to be reasonable.

Assets and Liabilities Required to be Measured and Reported at Fair Value on a Non-Recurring Basis

For financial assets measured at fair value on a nonrecurring basis, the fair value measurements by level within the fair value hierarchy used at September 30, 2024 and December 31, 2023 are as follows:

(In thousands)	Fair Value Measurement Using Reporting Date				
	Total	Level 1	Level 2	Level 3	
September 30, 2024					
Individually analyzed loans held for investment	\$ 7,649	\$ -	\$ -	\$ 7,649	
Foreclosed Real Estate Owned	-	-	-	-	
December 31, 2023					
Individually analyzed loans held for investment	\$ 7,487	\$ -	\$ -	\$ 7,487	
Foreclosed Real Estate Owned	97	-	-	-	97

Individually analyzed loans held for investment:

The Company measures impairment generally based on the fair value of the loan's collateral. Fair value is generally determined based upon independent third-party appraisals of the properties, or discounted cash flows based upon the lowest level of input that is significant to the fair value measurements.

As of September 30, 2024, the fair value investment in individually analyzed loans totaled \$7,649,000, which included 40 loan relationships with a carrying value of \$7,192,000 that did not require a specific allowance for credit loss since either the estimated realizable value of the collateral or the discounted cash flows exceeded the recorded investment in the loan. As of September 30, 2024, the Company has recognized charge-offs against the allowance for credit losses on these individually analyzed loans in the amount of \$456,000. As of September 30, 2024, the fair value investment in individually analyzed loans included 30 loan relationships with a carrying value of \$696,000 that required a valuation allowance of \$239,000 since the estimated realizable value of the collateral did not support the recorded investment in the loan. As of September 30, 2024, the Company has recognized charge-offs against the allowance for credit losses on these individually analyzed loans in the amount of \$0 over the life of the loan.

As of December 31, 2023, the fair value investment in individually analyzed loans totaled \$7,487,000, which included 33 loan relationships with a carrying value of \$7,069,000 that did not require a specific allowance for credit loss since either the estimated realizable value of the collateral or the discounted cash flows exceeded the recorded investment in the loan. As of December 31, 2023, the Company has recognized charge-offs against the allowance for credit losses on these individually analyzed loans in the amount of \$5,277,000 over the life of the loans. As of December 31, 2023, the fair value investment in individually analyzed loans included 21 loan relationships with a carrying value of \$553,000 that required a valuation allowance of \$135,000 since the estimated realizable value of the collateral did not support the recorded investment in the loan. As of December 31, 2023, the Company has recognized charge-offs against the allowance for credit losses on these individually analyzed loans in the amount of \$0 over the life of the loan.

Foreclosed real estate owned:

Real estate properties acquired through loan foreclosures, or by deed in lieu of loan foreclosure are to be sold and are carried at fair value less estimated cost to sell. Fair value is based upon independent market prices, appraised value of the collateral or management's estimation of the value of the collateral. These assets are included in Level 3 fair value based upon the lowest level of input that is significant to the fair value measurement.

The following table presents additional quantitative information about assets measured at fair value on a non-recurring basis and for which the Company has utilized Level 3 inputs to determine fair value:

(dollars in thousands)	Quantitative Information about Level 3 Fair Value Measurements			
	Fair Value Estimate	Valuation Techniques	Unobservable Input	Range (Weighted Average)
September 30, 2024				
Individually analyzed loans held for investment	\$ 7,649	Appraisal of collateral(1)	Appraisal adjustments(2)	2.38%-20.0% (9.87%)
Foreclosed real estate owned	\$ -	Appraisal of collateral(1)	Liquidation Expenses(2)	0.0%-0.0% (0.0%)
December 31, 2023				
Individually analyzed loans held for investment	\$ 7,487	Appraisal of collateral(1)	Appraisal adjustments(2)	0%-10.0% (2.68%)
Foreclosed real estate owned	\$ 97	Appraisal of collateral(1)	Liquidation Expenses(2)	16.67%-37.20% (28.07%)

(1) Fair value is generally determined through independent appraisals of the underlying collateral, which generally include various Level 3 inputs which are not identifiable, less any associated allowance.

(2) Appraisals may be adjusted by management for qualitative factors such as economic conditions and estimated liquidation expenses. The range and weighted average of liquidation expenses and other appraisal adjustments are presented as a percent of the appraisal.

Assets and Liabilities Not Required to be Measured or Reported at Fair Value

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 following methods and assumptions were used to estimate the fair values of the Company's financial instruments at September 30, 2024 and December 31, 2023.

Loans receivable (carried at cost):

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

Mortgage servicing rights (generally carried at cost):

The Company utilizes a third party provider to estimate the fair value of certain loan servicing rights. Fair value for the purpose of this measurement is defined as the amount at which the asset could be exchanged in a current transaction between willing parties, other than in a forced liquidation.

Deposit liabilities (carried at cost):

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

Other borrowings (carried at cost):

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

The estimated fair values of the Bank's financial instruments not required to be measured or reported at fair value were as follows at September 30, 2024 and December 31, 2023. (In thousands)

	Fair Value Measurements at September 30, 2024				
	Carrying Amount	Fair Value	Level 1	Level 2	Level 3
Financial assets:					
Cash and cash equivalents (1)	\$ 82,880	\$ 82,880	\$ 82,880	\$ -	\$ -
Loans receivable, net	1,656,440	1,627,200	-	-	1,627,200
Mortgage servicing rights	193	529	-	-	529
Regulatory stock (1)	6,329	6,329	6,329	-	-
Bank owned life insurance (1)	46,382	46,382	46,382	-	-
Accrued interest receivable (1)	8,062	8,062	8,062	-	-
Financial liabilities:					
Deposits	1,855,251	1,799,780	1,059,146	-	740,634
Short-term borrowings (1)	52,453	52,453	52,453	-	-
Other borrowings	144,959	145,465	-	-	145,465
Accrued interest payable (1)	12,688	12,688	12,688	-	-
Off-balance sheet financial instruments:					
Commitments to extend credit and outstanding letters of credit	-	-	-	-	-

	Fair Value Measurements at December 31, 2023				
	Carrying Amount	Fair Value	Level 1	Level 2	Level 3
Financial assets:					
Cash and cash equivalents (1)	\$ 66,120	\$ 66,120	\$ 66,120	\$ -	\$ -
Loans receivable, net	1,584,650	1,521,667	-	-	1,521,667
Mortgage servicing rights	188	506	-	-	506
Regulatory stock (1)	7,318	7,318	7,318	-	-
Bank owned life insurance (1)	46,439	46,439	46,439	-	-
Accrued interest receivable (1)	8,123	8,123	8,123	-	-
Financial liabilities:					
Deposits	1,795,159	1,800,104	1,086,050	-	714,054
Short-term borrowings (1)	74,076	74,076	74,076	-	-
Other borrowings	124,236	124,058	-	-	124,058
Accrued interest payable (1)	10,510	10,510	10,510	-	-
Off-balance sheet financial instruments:					
Commitments to extend credit and outstanding letters of credit	-	-	-	-	-

(1) This financial instrument is carried at cost, which approximates the fair value of the instrument.

10. Interest Rate Swaps

The Company enters into interest rate swaps that allow our commercial loan customers to effectively convert a variable-rate commercial loan agreement to a fixed-rate commercial loan agreement. Under these agreements, the Company enters into a variable-rate loan agreement with a customer in addition to an interest rate swap agreement, which serves to effectively swap the customer's variable-rate into a fixed-rate. The Company then enters into a corresponding swap agreement with a third party in order to economically hedge its exposure through the customer agreement. The interest rate swaps with both the customers and third parties are not designated as hedges under FASB ASC 815 and are not marked to market through earnings. As the interest rate swaps are structured to offset each other, changes to the underlying benchmark interest rates considered in the valuation of these instruments do not result in an impact to earnings; however, there may be fair value adjustments related to credit quality variations between

counterparties, which may impact earnings as required by FASB ASC 820. There was no effect on earnings in any periods presented. At September 30, 2024 and December 31, 2023, based upon the swap contract values, the company pledged cash in the amount of \$350,000 as collateral for its interest rate swaps with a third-party financial institution. The fair value of the swaps as of September 30, 2024 and December 31, 2023 was \$966,000 and \$1,225,000, respectively.

Summary information regarding these derivatives is presented below

	Notional Amount		(Amounts in thousands)		Interest Rate Received	Fair Value	
	September 30, 2024	December 31, 2023	Interest Rate Paid	September 30, 2024		December 31, 2023	
Customer interest rate swap							
Maturing November, 2030	\$ 5,862	\$ 6,145	Term SOFR + Margin	Fixed	\$ 590	\$ 746	
Maturing December, 2030	<u>3,828</u>	<u>4,032</u>	Term SOFR + Margin	Fixed	<u>376</u>	<u>479</u>	
Total	<u><u>\$ 9,690</u></u>	<u><u>\$ 10,177</u></u>			<u><u>\$ 966</u></u>	<u><u>\$ 1,225</u></u>	
Third party interest rate swap							
Maturing November, 2030	\$ 5,862	\$ 6,145	Fixed	Term SOFR + Margin	\$ 590	\$ 746	
Maturing December, 2030	<u>3,828</u>	<u>4,032</u>	Fixed	Term SOFR + Margin	<u>376</u>	<u>479</u>	
Total	<u><u>\$ 9,690</u></u>	<u><u>\$ 10,177</u></u>			<u><u>\$ 966</u></u>	<u><u>\$ 1,225</u></u>	

The following table presents the fair values of derivative instruments in the Consolidated Balance Sheet.

	Assets		(Amounts in thousands)		Liabilities	
	Balance Sheet Location	Fair Value				
			Balance Sheet Location	Fair Value		
September 30, 2024						
Interest rate derivatives	Other assets	\$ 966	Other liabilities	\$ 966		
December 31, 2023						
Interest rate derivatives	Other assets	1,225	Other liabilities	1,225		

11. New and Recently Adopted Accounting Pronouncements

In November 2023, the FASB issued ASU 2023-07, Segment Reporting (Topic 280): Improvements to Reportable Segment Disclosures, which requires public entities to disclose information about their reportable segments' significant expenses on an interim and annual basis. This ASU is effective for fiscal years beginning after December 15, 2023, and interim periods within fiscal years beginning after December 15, 2024. Early adoption is permitted. Public entities are required to adopt the changes retrospectively, recasting each prior-period disclosure for which a comparative income statement is presented in the period of adoption. This Update is not expected to have a significant impact on the Company's financial statements.

In December 2023, the FASB issued ASU 2023-09, *Income Taxes (Topic 740): Improvements to Income Tax Disclosures*, which provides for improvements to income tax disclosures primarily related to the rate reconciliation and income taxes paid information. This guidance is effective for public business entities for annual periods beginning after December 15, 2024. This Update is not expected to have a significant impact on the Company's financial statements.

Item 2. Management's Discussion and Analysis of Financial Condition and Results of Operations

Forward-Looking Statements

This Quarterly Report on Form 10-Q may include certain forward-looking statements based on current management expectations. Such forward-looking statements may be identified by reference to a future period or periods or by the use of forward-looking terminology, such as "may", "will", "believe", "expect", "estimate", "anticipate", "continue", or similar terms or variations on those terms, or the negative of those terms. The actual results of the Company could differ materially from those management expectations. This includes statements regarding general economic conditions, legislative and regulatory changes, monetary and fiscal policies of the federal government, changes in tax policies, rates and regulations of federal, state and local tax authorities and failure to integrate or profitably operate acquired businesses. Additional potential factors include changes in interest rates, the rate of inflation, deposit flows, cost of funds, demand for loan products and financial services, competition and changes in the quality or composition of loan and investment portfolios of the Company. Other factors that could cause future results to vary from current management expectations include changes in accounting principles, policies or guidelines, and other economic, competitive, governmental and technological factors affecting the Company's operations, markets, products, services and prices, instability in the banking system, and the potential for a recessionary economy. Further description of the risks and uncertainties to the business are included in the Company's other filings with the Securities and Exchange Commission.

The majority of the assets and liabilities of a financial institution are monetary in nature, and therefore, differ greatly from most commercial and industrial companies that have significant investments in fixed assets or inventories. However, inflation does have an impact on the Company, particularly with respect to the growth of total assets and noninterest expenses, which tend to rise during periods of general inflation. Risks also exist due to supply and demand imbalances, employment shortages, the interest rate environment, and geopolitical tensions. It is reasonably foreseeable that estimates made in the financial statements could be materially and adversely impacted in the near term as a result of these conditions, including expected credit losses on loans and the fair value of financial instruments that are carried at fair value.

Our operations are subject to risks and uncertainties surrounding our exposure to changes in the interest rate environment. Earnings and liquidity depend to a great extent on our interest rates. Interest rates are highly sensitive to many factors beyond our control, including competition, general economic conditions, geopolitical tensions and monetary and fiscal policies of various governmental and regulatory authorities, including the Federal Reserve. Conditions such as inflation, deflation, recession, unemployment and other factors beyond our control may also affect interest rates. The nature and timing of any changes in interest rates or general economic conditions and their effect on us cannot be controlled and are difficult to predict. If the rate of interest we pay on our interest-bearing liabilities increases more than the rate of interest we receive on our interest-earning assets, our net interest income, and therefore our earnings, could contract and be materially adversely affected. Our earnings could also be materially adversely affected if the rates on interest-earning assets fall more quickly than those on our interest-bearing liabilities. Changes in interest rates could also create competitive pressures, which could impact our liquidity position. See "Item 3. Quantitative and Qualitative Disclosures about Market Risk – Asset/Liability Management."

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.

Critical Accounting Policies

Note 2 to the Company's consolidated financial statements for the fiscal year ended December 31, 2023 (included in Item 8 of the Annual Report on Form 10-K for the fiscal year ended December 31, 2023) lists significant accounting policies used in the development and presentation of its financial statements. This discussion and analysis, the significant accounting policies, and other financial statement disclosures identify and address key variables and other qualitative and quantitative factors that are necessary for an understanding and evaluation of the Company and its results of operations.

Material estimates that are particularly susceptible to significant change in the near term relate to the determination of the allowance for credit losses, and the determination of goodwill impairment. Please refer to the discussion of the allowance for credit losses calculation under "Changes in Financial Condition - Loans" below.

In connection with the acquisition of North Penn in 2011, we recorded goodwill in the amount of \$9.7 million, representing the excess of amounts paid over the fair value of the net assets of the institution acquired at the date of acquisition. In connection with the acquisition of Delaware in 2016, we recorded goodwill in the amount of \$1.6 million, representing the excess of amounts paid over the fair value of the net assets of the institution acquired at the date of acquisition. In connection with the acquisition of UpState New

York Bancorp, Inc. in July 2020, we recorded goodwill in the amount of \$17.9 million, representing the excess of amounts paid over the fair value of the net assets of the institution acquired at the date of acquisition. Goodwill is tested annually and deemed impaired when the carrying value of goodwill exceeds its implied fair value.

Changes in Financial Condition

General

Total assets as of September 30, 2024 were \$2.280 billion compared to \$2.201 billion as of December 31, 2023. The increase was due primarily to a \$71.5 million increase in gross loans outstanding.

Securities

The fair value of securities available for sale as of September 30, 2024 was \$396.9 million compared to \$406.3 million as of December 31, 2023. In Management's opinion the unrealized losses reflect changes in interest rates subsequent to the acquisition of specific securities. The Company concluded that the decrease in the value of these securities was not indicative of a credit loss. The Company did not recognize any credit losses on these available for sale debt securities for the nine months ended September 30, 2024, or the nine months ended September 30, 2023. The Company does not have the intent to sell the securities and it is more likely than not that it will not have to sell the securities before recovery of its cost basis.

Loans

Loans receivable totaled \$1.656 billion at September 30, 2024 compared to \$1.585 billion as of December 31, 2023. The \$71.8 million increase in net loans receivable during the nine months ended September 30, 2024, was due primarily to a \$40.3 million increase in commercial real estate loans, a \$4.9 million increase in residential real estate loans and a \$33.8 million increase in consumer loans, partially offset by a \$7.3 million decrease in commercial, agricultural and construction loans, net.

The allowance for credit losses totaled \$18,699,000 as of September 30, 2024, and represented 1.12% of total loans outstanding, compared to \$18,968,000, or 1.18% of total loans outstanding, at December 31, 2023. The Company had net charge-offs for the nine months ended September 30, 2024 of \$1,157,000, compared to \$2,897,000 in the corresponding period in 2023. The Company's management assesses the adequacy of the allowance for credit losses on a quarterly basis. Based on management's best judgement, the qualitative factors are applied to the final adjusted loss rate each quarter. Management considers the allowance for credit losses adequate at September 30, 2024 based on the Company's criteria. However, there can be no assurance that the allowance for credit losses will be adequate to cover significant losses, if any, which might be incurred in the future.

As of September 30, 2024, non-performing loans totaled \$7,888,000 or 0.47% of total loans compared to \$7,622,000, or 0.48%, of total loans at December 31, 2023. At September 30, 2024, non-performing assets totaled \$7,888,000, or 0.35%, of total assets, compared to \$7,719,000, or 0.35%, of total assets at December 31, 2023.

The following table sets forth information regarding non-performing loans and foreclosed real estate at the dates indicated:

(dollars in thousands)	September 30, 2024	December 31, 2023
Loans accounted for on a non-accrual basis:		
Real Estate		
Residential	\$ 908	\$ 432
Commercial	5,906	2,211
Agricultural	—	—
Construction	—	—
Commercial loans	128	4,264
Other agricultural loans	—	—
Consumer loans to individuals	946	715
Total non-accrual loans	7,888	7,622
Accruing loans which are contractually past due 90 days or more	—	—
Total non-performing loans	7,888	7,622
Foreclosed real estate	—	97
Total non-performing assets	\$ 7,888	\$ 7,719
Allowance for credit losses	\$ 18,699	\$ 18,968
Coverage of non-performing loans	237% %	249% %
Non-performing loans to total loans	0.47 %	0.48 %
Non-performing loans to total assets	0.35 %	0.35 %
Non-performing assets to total assets	0.35 %	0.35 %

Deposits

During the nine-months ended September 30, 2024, total deposits increased \$60.1 million due primarily to a \$38.9 million increase in interest-bearing demand and a \$33.4 million increase in certificates of deposit, partially offset by a \$12.2 million decrease in other all other deposit categories, net.

The following table sets forth deposit balances as of the dates indicated:

(dollars in thousands)	September 30, 2024	December 31, 2023
Non-interest bearing demand	\$ 420,967	\$ 399,545
Interest-bearing demand	291,989	253,133
Money market deposit accounts	188,404	206,928
Savings	211,340	226,444
Time deposits <\$250,000	489,908	439,610
Time deposits >\$250,000	252,643	269,499
Total	\$ 1,855,251	\$ 1,795,159

Borrowings

Short-term borrowings decreased \$21.7 million to \$52.4 million at September 30, 2024, compared to \$74.1 million at December 31, 2023, due primarily to an decrease in overnight borrowings.

Other borrowings as of September 30, 2024, were \$145.0 million compared to \$124.2 million as of December 31, 2023. Federal Reserve Bank borrowings increased \$30.0 million during the nine-months ended September 30, 2024, contributing to the increase. Federal Home Loan Bank borrowings decreased \$9.3 million during the nine-months ended September 30, 2024.

Other borrowings consisted of the following:

(dollars in thousands)	September 30, 2024	December 31, 2023
Notes with the FHLB:		
Fixed rate borrowing due April 2025 at 4.26%	\$ 20,000	\$ 20,000
Amortizing fixed rate borrowing due September 2025 at 5.67%	2,571	4,406
Fixed rate borrowing due April 2026 at 4.04%	20,000	20,000
Amortizing fixed rate borrowing due May 2027 at 4.37%	20,580	25,950
Amortizing fixed rate borrowing due July 2028 at 4.70%	11,808	13,880
Fixed rate borrowing due July 2028 at 4.49%	10,000	10,000
	<u>\$ 84,959</u>	<u>\$ 94,236</u>
Notes with the Federal Reserve Bank		
Fixed rate borrowing due March 2024 at 4.83%	\$ —	\$ 10,000
Fixed rate borrowing due September 2024 at 5.55%	—	20,000
Fixed rate borrowing due January 2025 at 4.81%	40,000	—
Fixed rate borrowing due January 2025 at 4.76%	20,000	—
	<u>\$ 60,000</u>	<u>\$ 30,000</u>

Stockholders' Equity and Capital Ratios

As of September 30, 2024, total stockholders' equity was \$195.7 million, compared to \$181.1 million as of December 31, 2023. Total stockholders' equity increased \$12.5 million due to net income and \$9.3 million due to an increase in the fair value of securities in the available-for-sale portfolio, offset partially by \$7.3 million of dividends declared, net of tax. Because of interest rate volatility, the Company's accumulated other comprehensive income could materially fluctuate for each interim and year-end period.

Regulatory Capital Requirements. The Federal Reserve has adopted regulatory capital rules pursuant to which it assesses the adequacy of capital in examining and supervising a bank holding company and in analyzing applications to it under the Bank Holding Company Act ("BHCA"). The Federal Reserve's capital rules are similar to those imposed on the Bank by the FDIC. The Federal Reserve's Small Bank Holding Company Policy Statement, however, exempts from the regulatory capital requirements bank holding companies with less than \$3.0 billion in consolidated assets that are not engaged in significant non-banking or off-balance sheet activities and that do not have a material amount of debt or equity securities registered with the SEC. As long as their bank subsidiaries are well capitalized, such bank holding companies need only maintain a pro forma debt to equity ratio of less than 1.0 in order to pay dividends and repurchase stock and to be eligible for expedited treatment on applications.

A comparison of the Company's consolidated regulatory capital ratios is as follows:

	September 30, 2024	December 31, 2023
Tier 1 Capital (To average assets)	9.03%	9.00%
Tier 1 Capital (To risk-weighted assets)	11.74%	11.99%
Common Equity Tier 1 Capital (To risk-weighted assets)	11.74%	11.99%
Total Capital (To risk-weighted assets)	12.78%	13.06%

The Bank is required to comply with applicable capital adequacy rules adopted by the FDIC and other federal bank regulatory agencies (the "Basel III Capital Rules"). The Basel III Capital Rules apply to all depository institutions as well as to all top-tier bank and savings and loan holding companies that are not subject to the Federal Reserve Small Bank Holding Company Policy Statement.

Under the Basel III Capital Rules, banks are required to meet four minimum capital standards: (1) a "Tier 1" or "core" capital leverage ratio equal to at least 4% of total adjusted assets; (2) a common equity Tier 1 capital ratio equal to 4.5% of risk-weighted assets; (3) a Tier 1 risk-based ratio equal to 6% of risk-weighted assets; and (4) a total capital ratio equal to 8% of total risk-weighted assets. Common equity Tier 1 capital is defined as common stock instruments, retained earnings, any common equity Tier 1 minority interest and, unless the bank has made an "opt-out" election, accumulated other comprehensive income, net of goodwill and certain other intangible assets. Tier 1 or core capital is defined as common equity Tier 1 capital plus certain qualifying subordinated interests and

grandfathered capital instruments. Total capital consists of Tier 1 capital plus Tier 2 or supplementary capital items, which include allowances for loan losses in an amount of up to 1.25% of risk-weighted assets, qualifying subordinated instruments and certain grandfathered capital instruments. An institution's risk-based capital requirements are measured against risk-weighted assets, which equal the sum of each on-balance-sheet asset and the credit-equivalent amount of each off-balance-sheet item after being multiplied by an assigned risk weight. Risk weightings range from 0% for cash to 100% for property acquired through foreclosure, commercial loans, and certain other assets to 150% for exposures that are more than 90 days past due or are on nonaccrual status and certain commercial real estate facilities that finance the acquisition, development or construction of real property.

In addition to the above minimum requirements, the Basel III Capital Rules require banks and covered financial institution holding companies to maintain a capital conservation buffer of at least 2.5% of risk-weighted assets over and above the minimum risk-based capital requirements. Institutions that do not maintain the required capital buffer will become subject to progressively more stringent limitations on the percentage of earnings that can be paid out in dividends or used for stock repurchases and on the payment of discretionary bonuses to senior executive management. The capital buffer requirement effectively raises the minimum required risk-based capital ratios to 7% for Common Equity Tier 1 Capital, 8.5% for Tier 1 Capital and 10.5% for Total Capital on a fully phased-in basis. The Company and the Bank were in compliance with all applicable regulatory capital requirements as of September 30, 2024.

In December 2018, the Federal Reserve announced that a banking organization that experiences a reduction in retained earnings due to the CECL adoption as of the beginning of the fiscal year in which CECL is adopted may elect to phase in the regulatory capital impact of adopting CECL. Transitional amounts are calculated for the following items: retained earnings, temporary difference deferred tax assets and credit loss allowances eligible for inclusion in regulatory capital. When calculating regulatory capital ratios, 25% of the transitional amounts are phased in during the first year. An additional 25% of the transitional amounts are phased in over each of the next two years and at the beginning of the fourth year, the day-one effects of CECL are completely reflected in regulatory capital. The Company adopted the transition guidance applied these effects to regulatory capital in the first quarter of 2023 upon adoption of CECL.

Liquidity

As of September 30, 2024, the Company had cash and cash equivalents of \$82.9 million in the form of cash, due from banks and short-term deposits with other institutions. In addition, the Company had total securities available for sale of \$396.9 million which could be used for liquidity needs. Total liquidity of \$479.8 million as of September 30, 2024, represents 21.0% of total assets, compared to \$472.4 million and 21.5% of total assets as of December 31, 2023. The Company also monitors other liquidity measures, all of which were within the Company's policy guidelines as of September 30, 2024 and December 31, 2023. Based upon these measures, the Company believes its liquidity is adequate.

Capital Resources

The Company has a line of credit commitment from Atlantic Community Bankers Bank for \$7,000,000 which expires June 30, 2025. There were no borrowings under this line as of September 30, 2024 and December 31, 2023.

The Company has a line of credit commitment available which has no stated expiration date from PNC Bank for \$10,000,000. There were no borrowings under this line as of September 30, 2024 and December 31, 2023.

The Bank's maximum borrowing capacity with the Federal Home Loan Bank was approximately \$678,033,000 as of September 30, 2024, of which \$84,959,000 was outstanding in the form of borrowings as of September 30, 2024. As of December 31, 2023, the maximum borrowing capacity was \$682,417,000, of which \$114,236,000 of borrowings was outstanding as of December 31, 2023. Additionally, as of September 30, 2024, the Bank had secured Letters of Credit from the Federal Home Loan Bank in the amount of \$145,975,000 as collateral for specific municipal deposits. These Letters of Credit reduce the availability under the maximum borrowing capacity. As of December 31, 2023, there was \$136,650,000 outstanding in the form of Letters of Credit. Advances and Letters of Credit from the Federal Home Loan Bank are secured by qualifying assets of the Bank.

Non-GAAP Financial Measures

This report contains or references fully taxable-equivalent (fte) interest income and net interest income, which are non-GAAP financial measures. Interest income (fte) and net interest income (fte) are derived from GAAP interest income and net interest income using an assumed tax rate of 21%. We believe the presentation of interest income (fte) and net interest income (fte) ensures comparability of interest income and net interest income arising from both taxable and tax-exempt sources and is consistent with industry practice. Interest income (fte) and Net interest income (fte) is reconciled to GAAP interest income and net interest income on pages 40 and 44. Fully taxable equivalent interest income and net interest income is also reflected in the table on pages 41 and 45.

Although the Company believes that these non-GAAP financial measures enhance investors' understanding of our business and performance, these non-GAAP financial measures should not be considered an alternative to GAAP measures.

Results of Operations

NORWOOD FINANCIAL CORP

Consolidated Average Balance Sheets with Resultant Interest and Rates

(Tax-Equivalent Basis, dollars in thousands)	Three Months Ended September 30,					
	2024		2023			
	Average Balance (2)	Interest (1)	Average Rate (3)	Average Balance (2)	Interest (1)	Average Rate (3)
Assets						
Interest-earning assets:						
Interest-bearing deposits with banks	\$ 36,221	\$ 497	5.46%	\$ 3,675	\$ 54	5.83%
Securities available for sale:						
Taxable	392,168	2,161	2.19	406,962	2,052	2.00
Tax-exempt (1)	67,563	461	2.71	70,219	483	2.73
Total securities available for sale (1)	459,731	2,622	2.27	477,181	2,535	2.11
Loans receivable (1) (4) (5)	1,651,921	25,575	6.16	1,589,474	22,104	5.52
Total interest-earning assets	2,147,873	28,694	5.31	2,070,330	24,693	4.73
Non-interest earning assets:						
Cash and due from banks	28,193			27,910		
Allowance for credit losses	(17,944)			(17,262)		
Other assets	78,344			65,863		
Total non-interest earning assets	88,593			76,511		
Total Assets	\$ 2,236,466			\$ 2,146,841		
Liabilities and Stockholders' Equity						
Interest-bearing liabilities:						
Interest-bearing demand and money market	\$ 461,897	\$ 2,782	2.40	\$ 439,255	\$ 1,647	1.49
Savings	221,366	13	0.02	238,493	77	0.13
Time	734,235	7,758	4.20	611,607	5,293	3.43
Total interest-bearing deposits	1,417,498	10,553	2.96	1,289,355	7,017	2.16
Short-term borrowings	53,622	323	2.40	116,470	1,126	3.84
Other borrowings	146,357	1,680	4.57	116,700	1,326	4.51
Total interest-bearing liabilities	1,617,477	12,556	3.09	1,522,525	9,469	2.47
Non-interest bearing liabilities:						
Demand deposits	400,314			425,216		
Other liabilities	29,540			23,876		
Total non-interest bearing liabilities	429,854			449,092		
Stockholders' equity	189,135			175,224		
Total Liabilities and Stockholders' Equity	\$ 2,236,466			\$ 2,146,841		
Net interest income/spread (tax equivalent basis)	16,138	2.23%		15,224	2.26%	
Tax-equivalent basis adjustment	(207)			(185)		
Net interest income	\$ 15,931			\$ 15,039		
Net interest margin (tax equivalent basis)		2.99%				2.92%

(1) Interest and yields are presented on a tax-equivalent basis using a marginal tax rate of 21%.

(2) Average balances have been calculated based on daily balances.

(3) Annualized

(4) Loan balances include non-accrual loans and are net of unearned income.

(5) Loan yields include the effect of amortization of deferred fees, net of costs.

Rate/Volume Analysis. The following table shows the fully taxable equivalent effect of changes in volumes and rates on interest income and interest expense. Changes in net interest income that could not be specifically identified as either a rate or volume change were allocated proportionately to changes in volume and changes in rate.

	Increase/(Decrease) Three months ended September 30, 2024 Compared to Three months ended September 30, 2023			Variance due to	
	Volume	Rate	Net		
(dollars in thousands)					
Interest-earning assets:					
Interest-bearing deposits with banks	\$ 480	\$ (37)	\$ 443		
Securities available for sale:					
Taxable	(73)	182	109		
Tax-exempt securities	(16)	(6)	(22)		
Total securities	(89)	176	87		
Loans receivable	971	2,500	3,471		
Total interest-earning assets	1,362	2,639	4,001		
Interest-bearing liabilities:					
Interest-bearing demand and money market	131	1,004	1,135		
Savings	—	(64)	(64)		
Time	1,200	1,265	2,465		
Total interest-bearing deposits	1,331	2,205	3,536		
Short-term borrowings	(526)	(277)	(803)		
Other borrowings	343	11	354		
Total interest-bearing liabilities	1,148	1,939	3,087		
Net interest income (tax-equivalent basis)	\$ 214	\$ 700	\$ 914		

Comparison of Operating Results for the Three Months Ended September 30, 2024 to September 30, 2023

General

For the three months ended September 30, 2024, net income totaled \$3,844,000 compared to net income of \$4,119,000 in the three months ended September 30, 2023. The decrease in net income for the three months ended September 30, 2024, was due primarily to a \$463,000 increase in the provision for credit losses. Earnings per share for the three-months ended September 30, 2024 were \$0.48 per share for basic shares and fully diluted shares, compared to \$0.51 per share for basic shares and for fully diluted shares for the three months ended September 30, 2023. The resulting annualized return on average assets and annualized return on average equity for the three months ended September 30, 2024 were 0.68% and 8.09%, respectively, compared to 0.76% and 9.33%, respectively, for the same period in 2023.

The following table sets forth changes in net income:

(dollars in thousands)	Three months ended	
	September 30, 2024	September 30, 2023
Net income three months ended September 30, 2023	\$	4,119
Change due to:		
Net interest income		892
Provision for credit losses		(463)
Net gains on sales of securities and loans		85
Service charges and fees		(10)
Earnings and proceeds on bank-owned life insurance		(67)
Other income		(19)
Salaries and employee benefits		(156)
Occupancy, furniture and equipment		(27)
Data processing related		(286)
Professional fees		(52)
All other expenses		(234)
Income tax expense		62
Net income three months ended September 30, 2024	\$	3,844

Net Interest Income

Net interest income on a fully taxable equivalent basis (fte) for the three months ended September 30, 2024 totaled \$16,138,000 which was \$914,000 higher than the comparable period in 2023. The increase in net interest income was due primarily to a \$4,001,000 increase in total interest income, which was partially offset by a \$3,087,000 increase in total interest expense (fte). The (fte) net interest spread and net interest margin were 2.23% and 2.99%, respectively, for the three months ended September 30, 2024 compared to 2.26% and 2.92%, respectively, for the same period in 2023. See "Non-GAAP Financial Measures" described above beginning on page 38.

For the three-months ended September 30, 2024, interest income (fte) totaled \$28,694,000, with a yield on average earning assets of 5.31% compared to \$24,693,000 and 4.73% for the three months ended September 30, 2023. Average loans increased \$62,447,000 million during the three-months ended September 30, 2024, over the comparable period of 2023, while average securities decreased \$17,450,000 million compared to the three months ended September 30, 2023. Average earning assets totaled \$2.148 billion for the three months ended September 30, 2024, an increase of \$77.5 million, over average earning assets for the same period in 2023. See "Non-GAAP Financial Measures" described above beginning on page 38.

Interest expense for the three months ended September 30, 2024 totaled \$12,556,000, at an average cost of 3.09%, compared to \$9,469,000, at an average cost of 2.47% for the same period in 2023. The increase in interest expense during the three-months ended September 30, 2024 reflects the overall higher level of market interest rates. During the three months ended September 30, 2024, the average cost of time deposits, which is the most significant component of funding costs, increased 77 basis points compared to the same three-month period of last year, while interest-bearing demand and money market costs increased 91 basis points and short-term borrowing costs decreased 144 basis points compared to the same three-month period of 2023.

Provision for Credit Losses

The Company had a provision for credit losses of \$1,345,000 during the three months ended September 30, 2024, compared to a provision for credit loss expense of \$882,000 for the three months ended September 30, 2023. The Company makes provisions for, or releases of credit loss expense in an amount necessary to maintain the allowance for credit losses at an acceptable level under the current expected credit loss methodology analysis. The Company recorded a net charge-off of \$323,000 for the quarter ended September 30, 2024, compared to a net charge-off of \$2,349,000 for the similar period in 2023. At September 30, 2024, the allowance for credit losses related to loans receivable was 1.12% of loans receivable. Additionally, at September 30, 2024, the allowance for credit losses related to loans receivable represented 237% of non-performing loans.

Other Income

Other income totaled \$2,295,000 for the three months ended September 30, 2024, compared to \$2,306,000 for the same period in 2023. The decrease was due primarily to a decrease in earnings and proceeds on life insurance policies of \$67,000. All other categories of other income increased \$56,000, net, during the three months ended September 30, 2024.

Other Expense

Other expense for the three months ended September 30, 2024 totaled \$12,031,000, which was \$755,000 higher than the same period of 2023, due primarily to a \$286,000 increase in data processing expense, a \$85,000 increase in FDIC insurance, and a \$156,000 increase in salaries and employee benefits during the three months ended September 30, 2024. All other categories of other expense increased \$228,000, net, during the three months ended September 30, 2024.

Income Tax Expense

Income tax expense totaled \$1,006,000 for an effective tax rate of 20.7% for the three months ended September 30, 2024 compared to \$1,068,000 for an effective tax rate of 20.6% for the three months ended September 30, 2023.

Results of Operations

NORWOOD FINANCIAL CORP

Consolidated Average Balance Sheets with Resultant Interest and Rates

(Tax-Equivalent Basis,
dollars in thousands)

	Nine Months Ended September 30,					
	2024			2023		
	Average Balance (2)	Interest (1)	Average Rate (3)	Average Balance (2)	Interest (1)	Average Rate (3)
Assets						
Interest-earning assets:						
Interest bearing deposits with banks	\$ 53,046	\$ 2,194	5.52%	\$ 3,917	\$ 156	5.32%
Securities available for sale:						
Taxable	398,462	6,514	2.18	414,527	6,264	2.02
Tax-exempt (1)	68,852	1,419	2.75	70,783	1,461	2.76
Total securities available for sale (1)	467,314	7,933	2.27	485,310	7,725	2.13
Loans receivable (1) (4) (5)	1,631,179	73,569	6.02	1,552,242	62,128	5.35
Total interest-earning assets	2,151,539	83,696	5.20	2,041,469	70,009	4.59
Non-interest earning assets:						
Cash and due from banks	26,409			26,242		
Allowance for loan losses	(18,353)			(18,592)		
Other assets	73,935			66,781		
Total non-interest earning assets	81,991			74,431		
Total Assets	\$ 2,233,530			\$ 2,115,900		
Liabilities and Stockholders' Equity						
Interest-bearing liabilities:						
Interest-bearing demand and money market	\$ 460,579	\$ 7,489	2.17	\$ 467,184	\$ 3,765	1.08
Savings	223,825	549	0.33	255,982	259	0.14
Time	738,205	23,311	4.22	587,520	13,095	2.98
Total interest-bearing deposits	1,422,609	31,349	2.94	1,310,686	17,119	1.75
Short-term borrowings	57,754	1,015	2.35	104,785	2,702	3.45
Other borrowings	150,418	5,165	4.59	82,752	2,860	4.62
Total interest-bearing liabilities	1,630,781	37,529	3.07	1,498,223	22,681	2.02
Non-interest bearing liabilities:						
Demand deposits	391,479			421,056		
Other liabilities	27,677			21,678		
Total non-interest bearing liabilities	419,156			442,734		
Stockholders' equity	183,593			174,943		
Total Liabilities and Stockholders' Equity	\$ 2,233,530			\$ 2,115,900		
Net interest income/spread (tax equivalent basis)	46,167	2.12%		47,328	2.56%	
Tax-equivalent basis adjustment	(601)			(554)		
Net interest income	\$ 45,566			\$ 46,774		
Net interest margin (tax equivalent basis)		2.87%			3.10%	

Rate/Volume Analysis. The following table shows the fully taxable equivalent effect of changes in volumes and rates on interest income and interest expense.

	Increase/(Decrease)				
	Nine months ended September 30, 2024 Compared to				
	Nine months ended September 30, 2023			Variance due to	Net
	Volume	Rate	(dollars in thousands)		
Interest-earning assets:					
Interest-bearing deposits with banks	\$ 1,957	\$ 81	\$ 2,038		
Securities available for sale:					
Taxable	(146)	396		250	
Tax-exempt securities	(42)	—		(42)	
Total securities	(188)	396		208	
Loans receivable	3,431	8,010		11,441	
Total interest-earning assets	5,200	8,487		13,687	
Interest-bearing liabilities:					
Interest-bearing demand and money market	(107)	3,831		3,724	
Savings	(73)	363		290	
Time	4,168	6,048		10,216	
Total interest-bearing deposits	3,988	10,242		14,230	
Short-term borrowings	(1,074)	(613)		(1,687)	
Other borrowings	2,328	(23)		2,305	
Total interest-bearing liabilities	5,242	9,606		14,848	
Net interest income (tax-equivalent basis)	\$ (42)	\$ (1,119)	\$ (1,161)		

Comparison of Operating Results for the Nine Months Ended September 30, 2024 to September 30, 2023

General

For the nine months ended September 30, 2024, net income totaled \$12,491,000 compared to net income of \$16,405,000 in the nine months ended September 30, 2023. The decrease in net income for the nine months ended September 30, 2024 was due primarily to a \$1,208,000 decrease in net interest income and an increase of \$2,557,000 in operating expenses. Earnings per share for the nine-months ended September 30, 2024 were \$1.55 per share for basic shares and fully diluted shares, compared to \$2.03 per share for basic shares and fully diluted shares for the nine months ended September 30, 2023. The resulting annualized return on average assets and annualized return on average equity for the nine months ended September 30, 2024 were 0.75% and 9.09%, respectively, compared to 1.04% and 12.54%, respectively, for the same period in 2023.

The following table sets forth changes in net income:

(dollars in thousands)	Nine months ended	
	September 30, 2024	September 30, 2023
Net income nine months ended September 30, 2023	\$	16,405
Change due to:		
Net interest income		(1,208)
Provision for credit losses		(1,637)
Service charges and fees		172
Net gains on sales of securities and loans		327
Earnings and proceeds on bank-owned life insurance		11
Other income		(3)
Salaries and employee benefits		(435)
Occupancy, furniture and equipment		60
Data processing related		(743)
Professional fees		(537)
All other expenses		(902)
Income tax expense		981
Net income nine months ended September 30, 2024	\$	<u>12,491</u>

Net Interest Income

Net interest income on a fully taxable equivalent basis (fte) for the nine months ended September 30, 2024 totaled \$46,167,000 which was \$1,161,000 lower than the comparable period in 2023. The decrease in net interest income was due primarily to a \$14,848,000 increase in total interest expense, which was partially offset by a \$13,687,000 increase in total interest income (fte). The (fte) net interest spread and net interest margin were 2.12% and 2.87%, respectively, for the nine months ended September 30, 2024 compared to 2.56% and 3.10%, respectively, for the same period in 2023. See "Non-GAAP Financial Measures" described above beginning on page 38.

For the nine-months ended September 30, 2024, interest income (fte) totaled \$83,696,000, with a yield on average earning assets of 5.20% compared to interest income (fte) of \$70,009,000, with a yield on average earning assets of 4.59% for the nine months ended September 30, 2023. Average loans increased \$78.9 million during the nine-months ended September 30, 2024, over the comparable period of 2023, while average securities decreased \$18.0 million compared to the nine months ended September 30, 2023. Average earning assets totaled \$2.152 billion for the nine months ended September 30, 2024, an increase of \$110.1 million, compared to average earning assets for the same period in 2023. See "Non-GAAP Financial Measures" described above beginning on page 38.

Interest expense for the nine months ended September 30, 2024, totaled \$37,529,000, at an average cost of 3.07%, compared to \$22,681,000, at an average cost of 2.02%, for the same period in 2023. The increase in interest expense during the nine-months ended September 30, 2024 reflects the overall higher level of market interest rates. During the nine months ended September 30, 2024, the average cost of time deposits, which is the most significant component of funding costs, increased 124 basis points compared to the same nine-month period of 2023. The average cost of interest-bearing demand and money market deposits increased 109 basis points, while short-term borrowing costs decreased 110 basis points, compared to the same nine-month period of 2023.

Provision for Credit Losses

The Company had a provision for credit loss expense of \$1,069,000 during the nine months ended September 30, 2024, compared to a release of provision for credit loss expense of \$568,000 for the nine months ended September 30, 2023. The Company makes provisions for, or releases of, credit loss expense in an amount necessary to maintain the allowance for credit losses at an acceptable level under the current expected credit loss methodology analysis. The Company had net charge-offs for the nine months ended September 30, 2024, of \$1,157,000, compared to \$2,897,000 in the corresponding period in 2023. At September 30, 2024, the allowance for credit losses related to loans receivable was 1.12% of total loans receivable. Additionally, at September 30, 2024, the allowance for credit losses related to total loans receivable represented 237% of non-performing loans.

Other Income

Other income totaled \$6,508,000 for the nine months ended September 30, 2024, compared to \$6,001,000 for the same period in 2023. The increase was due primarily to an increase of \$172,000 in the level of service charges and fees, along with an increase of

\$327,000 in gains on sales of securities and sales on loans. All other categories of other income increased \$8,000, net, during the nine months ended September 30, 2024.

Other Expense

Other expense for the nine months ended September 30, 2024 totaled \$35,206,000, which was \$2,557,000 or 7.8% higher than the same period of 2023, due primarily to a \$435,000 increase in salaries and employee benefits, a \$537,000 increase in professional fees, a \$310,000 increase in FDIC insurance, and a \$743,000 increase in data processing expenses during the nine months ended September 30, 2024. All other categories of other expense increased \$532,000, net, during the nine months ended September 30, 2024.

Income Tax Expense

Income tax expense totaled \$3,308,000 for an effective tax rate of 20.9% for the nine months ended September 30, 2024 compared to \$4,289,000 for an effective tax rate of 20.7% for the nine months ended September 30, 2023.

Item 3. Quantitative and Qualitative Disclosures about Market Risk

Asset/Liability Management

Management considers interest rate risk to be our most significant market risk. Market risk is the risk of loss from adverse changes in market prices and rates. Interest rate risk is the exposure to adverse changes in our net income as a result of changes in interest rates.

Our primary earnings source is net interest income, which is affected by changes in the level of interest rates, the relationship between rates, the impact of interest rate fluctuations on asset prepayments, the level and composition of deposits and liabilities, and the credit quality of earning assets. Our asset and liability management objectives are to maintain a strong, stable net interest margin, to utilize our capital effectively without taking undue risks, to maintain adequate liquidity, and to reduce vulnerability of our operations to changes in interest rates.

Our Asset and Liability Committee evaluates periodically, but at least four times a year, the impact of changes in market interest rates on assets and liabilities, net interest margin, capital and liquidity. Risk assessments are governed by policies and limits established by senior management, which are reviewed and approved by the full Board of Directors at least annually. The economic environment continually presents uncertainties as to future interest rate trends. The Asset and Liability Committee regularly utilizes a model that projects net interest income based on increasing or decreasing interest rates, in order to be better able to respond to changes in interest rates.

Changes in interest rates affect the value of our interest-earning assets and, in particular, our securities portfolio. Generally, the value of securities fluctuates inversely with changes in interest rates. Increases in interest rates could result in decreases in the market value of interest-earning assets, which could adversely affect our stockholders' equity and results of operations if sold. We are also subject to reinvestment risk associated with changes in interest rates. Changes in market interest rates also could affect the type (fixed-rate or adjustable-rate) and amount of loans we originate and the average life of loans and securities, which can impact the yields earned on our loans and securities. In periods of decreasing interest rates, the average life of loans and securities we hold may be shortened to the extent increased prepayment activity occurs during such periods which, in turn, may result in the investment of funds from such prepayments in lower yielding assets. Under these circumstances, we are subject to reinvestment risk to the extent that we are unable to reinvest the cash received from such prepayments at rates that are comparable to the rates on existing loans and securities. Additionally, increases in interest rates may result in decreasing loan prepayments with respect to fixed rate loans (and therefore an increase in the average life of such loans), may result in a decrease in loan demand, and may make it more difficult for borrowers to repay adjustable rate loans.

We utilize the results of a detailed and dynamic simulation model to quantify the estimated exposure of net interest income to sustained interest rate changes. Management routinely monitors simulated net interest income sensitivity over a rolling two-year horizon. The simulation model captures the impact of changing interest rates on the interest income received and the interest expense paid on all assets and liabilities reflected on our consolidated balance sheet. This sensitivity analysis is compared to the asset and liability policy limits that specify a maximum tolerance level for net interest income exposure over a one-year horizon given 100 and 200-basis point upward and downward shifts in interest rates. A parallel and pro-rata shift in rates over a twelve-month period is assumed.

In addition to the above scenarios, we consider other non-parallel rate shifts that would also exert pressure on earnings. The current environment, which includes an inverted yield curve, presents a challenge to a bank, like us, that derives most of its revenue from net interest margin. During the nine months ended September 30, 2024, the yield on U.S. Treasury 5-year notes decreased 35 basis points from 3.93% to 3.58%, while the yield on 3-month Treasury bills decreased 73 basis points from 5.46% to 4.73%. The 3-month/5-year Treasury spread increased from a negative 153 basis points at December 31, 2023 to a negative 115 basis points at September 30, 2020, and continues to be considerably inverted compared to the 3-month/5-year Treasury spread of negative 43 basis points at December 31, 2022. A continued flat or inverted yield curve in 2025 may adversely affect net interest income as borrowers tend to refinance higher-rate fixed rate loans at lower rates and we may not be able to reinvest those prepayments in assets earning interest rates as high as the rates on those prepaid assets.

The following reflects our net interest income sensitivity analysis at September 30, 2024 and December 31, 2023:

		September 30, 2024			
		Potential Change in Future Net Interest Income		Year 2	
Changes in Interest Rates in Basis Points (Dollars in thousands)		Year 1			
		\$ Change	% Change	\$ Change	% Change
	200	(2,462)	-3.5%	(2,234)	-2.7%
	100	(1,135)	-1.6%	(886)	-1.1%
	Static	-	0.0%	-	0.0%
	(100)	564	0.8%	(463)	-0.6%
	(200)	318	0.5%	(2,917)	-3.6%

		December 31, 2023			
		Potential Change in Future Net Interest Income		Year 2	
Changes in Interest Rates in Basis Points (Dollars in thousands)		Year 1			
		\$ Change	% Change	\$ Change	% Change
	200	(2,788)	-4.4%	(2,371)	-3.1%
	100	(1,310)	-2.0%	(1,049)	-1.4%
	Static	-	0.0%	-	0.0%
	(100)	1,931	3.0%	169	0.2%
	(200)	1,166	1.8%	(1,420)	-1.9%

As noted in the table above, a 200-basis point increase in interest rates is projected to decrease net interest income by 3.5% in year 1 and decrease net interest income by 2.7% in year 2. Our balance sheet sensitivity to such a move in interest rates at September 30, 2024 increased as compared to December 31, 2023 (which was a decrease of 4.4% in net interest income over a twelve-month period). This decrease is the result of a higher portion of our liabilities repricing higher. Overall, our strategy has been to proactively take advantage of the falling rate cycle in aggressively lowering deposit costs, ultimately dampening the effect of variable and adjustable-rate loan repricing and additional fixed rate loan refinancing. Over the intervening year, the effective duration (a measure of price sensitivity to interest rates) of the bond portfolio decreased from 6.05 years at September 30, 2023 to 5.2 years at September 30, 2024.

The preceding sensitivity analysis does not represent a Company forecast and should not be relied on as being indicative of expected operating results. These hypothetical estimates are based on numerous assumptions including, but not limited to, the nature and timing of interest rate levels and yield curve shapes, prepayments on loans and securities, deposit decay rates, pricing decisions on loans and deposits, and reinvestment and replacement of asset and liability cash flows. While assumptions are developed based on perceived current economic and local market conditions, we cannot make any assurances as to the predictive nature of these assumptions including how customer preferences or competitor influences may change. Also, as market conditions vary from those assumed in the sensitivity analysis, actual results will also differ due to prepayment and refinancing levels likely deviating from those

assumed, the varying impact of interest rate change caps or floors on adjustable rate assets, the potential effect of changing debt service levels on customers with adjustable rate loans, depositor early withdrawals, prepayment penalties and product preference changes and other internal and external variables. Furthermore, the sensitivity analysis does not reflect actions that management might take in responding to, or anticipating, changes in interest rates and market conditions.

Item 4. Controls and Procedures

The Company's management evaluated, with the participation of the Company's Chief Executive Officer and Chief Financial Officer, the effectiveness of the Company's disclosure controls and procedures, as of the end of the period covered by this report. Based on that evaluation, the Chief Executive Officer and the Chief Financial Officer concluded that the Company's disclosure controls and procedures are effective to ensure that information required to be disclosed by the Company in the reports that it 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 (the "Commission") rules and forms.

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

Part II. OTHER INFORMATION

Item 1. Legal Proceedings

On February 20, 2024, the Company was notified of a Complaint (the "Complaint") entitled Jan Werkmeister vs. Wayne Bank, filed on February 12, 2024 in the United States District Court for the Middle District of Pennsylvania seeking class action status. The Plaintiff is seeking monetary recovery and other relief on behalf of themselves and one or more putative classes of other individuals similarly situated. The Complaint arises out of a widely reported data security incident involving MOVEit, a file sharing software used globally by government agencies, enterprise corporations, and financial institutions. In October of 2023, Wayne Bank was notified by its third-party information service provider of a cyber-incident that involved unauthorized access to Wayne Bank customer information in one of the vendor's file transfer applications. The incident involved vulnerabilities discovered in MOVEit Transfer, a file transfer software used by the Bank's vendor to support services provided by the vendor to Wayne Bank and its related institutions. MOVEit is a commonly used secure Managed File Transfer software, which supports file transfer activities used by thousands of organizations around the world, including government agencies and major financial firms. The vulnerability discovered in MOVEit did not involve any of Wayne Bank's internal systems and did not impact the Bank's ability to service its customers.

The MOVEit cases have since been transferred and consolidated in the United States District Court for the District of Massachusetts (the "Court") and are now entitled *MOVEit Customer Data Security Breach Litigation*. On July 23, 2024, on behalf of all of the Defendants (including the Company) in this case, an omnibus Motion to Dismiss the cases for lack of Article III standing pursuant to Rule 12(b)(1) of the Federal Rules of Civil Procedure was filed with the Court. A hearing on this motion was held on October 9, 2024. The Court gave no indication of when it might issue a ruling on the motion. The Court did indicate that it is also in the process of assembling a final bellwether structure. The next status conference is set for November 13, 2024.

The Company believes it has meritorious defenses to the claims asserted in the Complaint and intends to vigorously defend itself against such Complaint. While we continue to measure the impact of this cyber-incident, including certain remediation expenses and other potential liabilities, we do not currently believe this incident will have a material adverse effect on our business, operations, or financial results.

Other than the foregoing, neither the Company nor its subsidiaries are involved in any other pending legal proceedings, other than routine legal matters occurring in the ordinary course of business, which in the aggregate involve amounts which are believed by management to be immaterial to the consolidated financial condition or results of operations of the Company.

Item 1A. Risk Factors

Not applicable.

Item 2. Unregistered Sales of Equity Sales and Use of Proceeds

(a) Unregistered Sales of Equity Securities. Not Applicable.

(b) Use of Proceeds. Not Applicable

(c) Issuer Purchases of Equity Securities. Set forth below is information regarding the Company's stock repurchases during the quarter ended September 30, 2024.

	Issuer Purchases of Equity Securities				
	Total Number of Shares (or Units) Purchased	Average Price Paid Per Share (or Unit)	Total Number of Shares (or Units) Purchased as Part of Publicly Announced Plans or Programs *	Maximum Number (or Approximate Dollar Value) of Shares (or Units) that May Yet Be Purchased Under the Plans or Programs	
July 1 – 31, 2024	3,930	\$ 24.34	3,930	257,905	
August 1 – 31, 2024	-	-	-	-	
September 1 – 30, 2024	-	-	-	-	
Total	3,930	\$ 24.34	3,930	257,905	

*On March 30, 2021, the Company announced a share repurchase program for up to approximately 5% of the Company's outstanding shares of common stock, or approximately 400,000 shares, in the open market, in accordance with all applicable securities laws and regulations, including Rule 10b-18 of the Securities Exchange Act of 1934, as amended. On March 19, 2008, the Company announced its intention to repurchase up to 5% of its outstanding common stock (approximately 226,050 split-adjusted shares) in the open market. On November 10, 2011, the Company announced that it had increased the number of shares which may be repurchased under its open-market program to 5% of its currently outstanding shares, or approximately 270,600 split-adjusted shares. Both share repurchase programs are currently in effect.

Item 3. Defaults Upon Senior Securities

Not applicable

Item 4. Mine Safety Disclosures

Not applicable

Item 5. Other Information

Not applicable

Item 6. Exhibits

No.	Description
3(i)	Amended and Restated Articles of Incorporation of Norwood Financial Corp ⁽¹⁾
3(ii)	Bylaws of Norwood Financial Corp ⁽²⁾
4.0	Specimen Stock Certificate of Norwood Financial Corp ⁽³⁾
31.1	Rule 13a-14(a)/15d-14(a) Certification of CEO
31.2	Rule 13a-14(a)/15d-14(a) Certification of CFO
32	Certification pursuant to 18 U.S.C. §1350, as adopted pursuant to §906 of Sarbanes Oxley Act of 2002
101	The following materials from the Company's Form 10-Q for the quarter ended September 30, 2024, formatted in Inline XBRL (Extensible Business Reporting Language): (i) Consolidated Balance Sheets; (ii) Consolidated Statements of Income; (iii) Consolidated Statements of Comprehensive Income; (iv) Consolidated Statements of Changes in Stockholders' Equity; (v) Consolidated Statements of Cash Flows; and (vi) Notes to Consolidated Financial Statements.
101.INS	Inline XBRL Instance Document (The instance document does not appear in the interactive data file because its XBRL tags are embedded within the inline XBRL document)
101.SCH	Inline XBRL Taxonomy Extension Schema Document
101.CAL	Inline XBRL Taxonomy Extension Calculation Linkbase Document
101.DEF	Inline XBRL Taxonomy Extension Definition Linkbase Document
101.LAB	Inline XBRL Taxonomy Extension Labels Linkbase Document
101.PRE	Inline XBRL Taxonomy Extension Presentation Linkbase Document
104	Cover Page Interactive Data File (formatted as Inline XBRL and contained in Exhibit 101)

(1) Incorporated by reference into this document from Exhibit 3(i) to the Company's Form 10-K filed with the Commission on March 13, 2020.

(2) Incorporated by reference from Exhibit 3(ii) to the Company's Annual Report on Form 10-K filed with the Commission on March 14, 2024.

(3) Incorporated herein by reference into this document from the identically numbered Exhibits to the Company's Form 10, Registration Statement initially filed in paper with the Commission on April 29, 1996, Registration No. 0-28364.

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.

NORWOOD FINANCIAL CORP

Date: November 7, 2024

By: /s/ James O. Donnelly
James O. Donnelly
President and Chief Executive Officer
(Principal Executive Officer)

Date: November 7, 2024

/s/ John M. McCaffery
John M. McCaffery
Executive Vice President and
Chief Financial Officer
(Principal Financial Officer)

CERTIFICATION

I, James O. Donnelly, certify that:

1. I have reviewed this quarterly report on Form 10-Q of Norwood Financial Corp;
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 (or persons performing the equivalent functions):
 - (a) all significant deficiencies and material weaknesses in the design or operation of internal control over financial reporting which are reasonably likely to adversely affect the registrant's ability to record, process, summarize and report financial information; and
 - (b) any fraud, whether or not material, that involves management or other employees who have a significant role in the registrant's internal control over financial reporting.

Date: November 7, 2024

/s/ James O. Donnelly

James O. Donnelly
President and Chief Executive Officer

CERTIFICATION

I, John M. McCaffery, certify that:

1. I have reviewed this quarterly report on Form 10-Q of Norwood Financial Corp;
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 (or persons performing the equivalent functions):
 - (a) all significant deficiencies and material weaknesses in the design or operation of internal control over financial reporting which are reasonably likely to adversely affect the registrant's ability to record, process, summarize and report financial information; and
 - (b) any fraud, whether or not material, that involves management or other employees who have a significant role in the registrant's internal control over financial reporting.

Date: November 7, 2024

/s/ John M. McCaffery

John M. McCaffery

Executive Vice President and Chief
Financial Officer

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

In connection with the Quarterly Report of Norwood Financial Corp (the Company) on Form 10-Q for the period ending September 30, 2024 as filed with the Securities and Exchange Commission on the date hereof (the Report), we, James O. Donnelly, President and Chief Executive Officer, and John M. McCaffery, Executive Vice President and Chief Financial Officer, certify, pursuant to 18 U.S.C. Section 1350, as adopted pursuant to Section 906 of the Sarbanes-Oxley Act of 2002, that:

(1) The Report fully complies with the requirements of section 13(a) or 15(d) of the Securities Exchange Act of 1934; and

(2) The information contained in the Report fairly presents, in all material respects, the financial condition and results of operations of the Company.

/s/ James O. Donnelly
James O. Donnelly
President and Chief Executive Officer

/s/ John M. McCaffery
John M. McCaffery
Executive Vice President and Chief Financial Officer

November 7, 2024
